

CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信懇智能控股有限公司

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

(Stock Code 股份代號：1967)



ANNUAL REPORT
2022
年報

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CORPORATE INFORMATION

公司資料

Executive Directors

Mr. Li Hao (*Chairman and Chief Executive Officer*)
Mr. Zhang Bizhong
Mr. Xu Shizhen
Ms. Li Biqiong
Mr. Hao Xiangjun (appointed on 1 April 2022)

Non-executive Director

Mr. Yuan Shuntang

Independent Non-executive Directors

Mr. Wong Chun Sek Edmund
Ms. Mu Lingxia
Mr. Huang Jianfei (appointed on 19 October 2022)
Mr. Chen Zhong (resigned on 19 October 2022)

Audit Committee

Mr. Wong Chun Sek Edmund (*Chairman*)
Ms. Mu Lingxia
Mr. Huang Jianfei (appointed on 19 October 2022)
Mr. Chen Zhong (resigned on 19 October 2022)

Nomination Committee

Mr. Huang Jianfei (*Chairman*)
(appointed on 19 October 2022)
Mr. Wong Chun Sek Edmund
Ms. Mu Lingxia
Mr. Chen Zhong (resigned on 19 October 2022)

Remuneration Committee

Ms. Mu Lingxia (*Chairman*)
Mr. Wong Chun Sek Edmund
Mr. Huang Jianfei (appointed on 19 October 2022)
Mr. Chen Zhong (resigned on 19 October 2022)

Authorised Representatives

Mr. Li Hao
Ms. Jian Xuegen

Company Secretary

Ms. Jian Xuegen

執行董事

李浩先生 (*主席兼行政總裁*)
張必鍾先生
許世真先生
李碧琼女士
郝相君先生 (於二零二二年四月一日獲委任)

非執行董事

袁順唐先生

獨立非執行董事

黃俊碩先生
慕凌霞女士
黃劍非先生 (於二零二二年十月十九日獲委任)
陳忠先生 (於二零二二年十月十九日辭任)

審核委員會

黃俊碩先生 (*主席*)
慕凌霞女士
黃劍非先生 (於二零二二年十月十九日獲委任)
陳忠先生 (於二零二二年十月十九日辭任)

提名委員會

黃劍非先生 (*主席*)
(於二零二二年十月十九日獲委任)
黃俊碩先生
慕凌霞女士
陳忠先生 (於二零二二年十月十九日辭任)

薪酬委員會

慕凌霞女士 (*主席*)
黃俊碩先生
黃劍非先生 (於二零二二年十月十九日獲委任)
陳忠先生 (於二零二二年十月十九日辭任)

授權代表

李浩先生
簡雪艮女士

公司秘書

簡雪艮女士

CORPORATE INFORMATION (Continued)

公司資料 (續)

Registered Office in the Cayman Islands

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place of Business in the People's Republic of China (the "PRC")

No. 7 Building
New Development Zone
Baishixia
Fuyong Street
Bao'an District
Shenzhen

Principal Place of Business in Hong Kong

Unit 702, 7th Floor
Greenfield Tower
Concordia Plaza
1 Science Museum Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Principal Banks

Bank of China Limited
DBS Bank Limited
Bank of China (Hong Kong) Limited

Cayman Islands Principal Share Registrar and Transfer Office

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

於開曼群島之註冊辦公室

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

總辦事處及中華人民共和國 (「中國」) 主要營業地點

深圳
寶安區
福永街道
白石廈
新開發區
第七棟

香港主要營業地點

香港九龍
尖沙咀東
科學館道1號
康宏廣場
南座
7樓702室

主要往來銀行

中國銀行股份有限公司
星展銀行有限公司
中國銀行(香港)有限公司

開曼群島股份過戶登記總處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

CORPORATE INFORMATION (Continued)

公司資料 (續)

Hong Kong Branch Share Registrar and Transfer Office

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

Stock Name

CONFIDENCE IN

Auditor

Mazars CPA Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
42nd Floor, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Stock Code

1967

Corporate Website Address

www.szxinken.com

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股票名稱

信懋智能

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師
註冊公眾利益實體核數師
香港
灣仔
港灣道18號
中環廣場42樓

股份代號

1967

公司網站

www.szxinken.com

CHAIRMAN'S STATEMENT

主席報告

On behalf of the board (the “Board”) of directors (the “Directors”) of Confidence Intelligence Holdings Limited (the “Company”) and together with its subsidiaries, the “Group”), I am pleased to present to the shareholders of the Company the annual report and audited consolidated financial statements of the Group for the year ended 31 December 2022 (the “Reporting Period”).

Business Review

The Group is an electronic manufacturing services (the “EMS”) provider offering comprehensive assembling and production services of printed circuit board assembly (the “PCBAs”) in the PRC that integrate research and design, selection and procurement of raw materials, assembling of PCBAs, quality control, testing, logistics and aftersales services.

During the Reporting Period, to diversify the Group’s existing business portfolio and to broaden its revenue base, the Group commenced the financial technology business by acquiring the registered capital of a third party company, which is principally engaged in provision of financial-related application platform (the “Financial Application Platform”) and related maintenance services (the “Platform Maintenance Services”). Detailed information please refer to the announcement of the Company dated 25 July 2022 (the “Acquisition Announcement”).

New waves of COVID-19 disease occurred in various cities in the People’s Republic of China (the “PRC”) during the Reporting Period. The PRC government implemented pandemic control and lockdown measures in response to the resurgence of the COVID-19 disease, logistic and business activities were disrupted accordingly. The economy was slowing down and the market experienced weak demand, and thus, the Group’s orders from our customers declined substantially in the Reporting Period.

During the Reporting Period, the revenue of the Group decreased by approximately 25.6% from RMB353.9 million for the year ended 31 December 2021 to RMB263.2 million for the Reporting Period, which was attributed to the slowdown of the economic in the PRC. The Group recorded a net loss of approximately RMB7.1 million for the Reporting Period as compared with the Group’s profit of approximately RMB10.1 million for the corresponding period in 2021.

本人謹代表信懇智能控股有限公司（「本公司」，連同其附屬公司統稱「本集團」）董事（「董事」）會（「董事會」）欣然向本公司股東提呈本集團截至二零二二年十二月三十一日止年度（「報告期間」）的年報及經審核綜合財務報表。

業務回顧

本集團為在中國提供全面印製電路板組裝（「PCBA」）裝配及生產服務的電子製作服務（「EMS」）供應商，業務範圍包括研究及設計、挑選及採購原材料、裝配PCBA、質量控制、測試、物流及售後服務。

於報告期間，為了豐富本集團現有業務組合及拓展其收益基礎，本集團涉足金融科技業務，方法為收購第三方公司的註冊資本，該公司主要從事提供金融相關應用平台（「金融應用平台」）及相關維護服務（「平台維護服務」）。詳細資料請參閱本公司日期為二零二二年七月二十五日的公告（「收購公告」）。

於報告期間，中華人民共和國（「中國」）多個城市發生新一波COVID-19疫情。為應對反覆的COVID-19疫情，中國政府實施疫情控制及封鎖措施，物流及商業活動因而受到干擾。經濟放緩，市場需求疲軟，因此，於報告期間，本集團的客戶訂單大幅減少。

於報告期間，本集團的收益由截至二零二一年十二月三十一日止年度的人民幣353.9百萬元減少約25.6%至報告期間的人民幣263.2百萬元，乃由於中國經濟放緩。相對於本集團於二零二一年同期溢利約人民幣10.1百萬元，本集團於報告期間錄得純損約人民幣7.1百萬元。

CHAIRMAN'S STATEMENT (Continued)

主席報告 (續)

Prospects

The global consumer electronics market demand is rapidly changing by facing macroeconomic headwinds, the Russian-Ukrainian conflict, local epidemics and other factors. The economy environment in China and the world remains uncertain and challenging. The Group is taking proactive measures and making active responses in an effort to sustain the business and actively diversify or expand our customer base and product base to broaden the sources of revenue and diversify business risk.

The Group commenced the financial technology business with the cooperation of third-party business partner during the Reporting Period. The Group will actively expand this new business to sustain the future growth of business of the Group.

Also, the Group will continue to invest in our development of in-house capabilities and keep ourselves abreast of the development of latest technology advancement in our industries to secure more opportunities in the EMS business.

At the same time, the Group will keep more cautious on its spending and expansion to reduce finance risk. We will continue to strive a balance among the interests of shareholders, employees and customers, and pursue long-term and sustainable development for the Group.

Gratitude

On behalf of the Company, I would like to express my sincere gratitude to the management team and our staff for their tenacious efforts and outstanding contributions to the development of the Group. I would also like to extend my heartfelt thanks to our shareholders, investors, customers and business partners for their continuous trust and support to the Group.

By order of the Board

Li Hao

Chairman & Executive Director

Hong Kong

28 March 2023

前景

面對宏觀經濟阻力、俄烏衝突、本地疫情等因素，全球消費電子市場需求正在快速變化。中國及全球經濟環境未來仍充滿不確定因素及挑戰。本集團正主動採取措施積極應對，盡力維持業務並積極豐富或擴充客戶群及產品組合，以拓寬收益來源及分散業務風險。

於報告期間，本集團與第三方業務夥伴合作開展金融科技業務。本集團將積極擴大該新業務，以維持本集團未來的業務增長。

此外，本集團將持續投資開發內部能力，以緊貼行業最新技術發展，從而獲得EMS業務的更多商機。

同時，本集團將對其支出及擴張保持更謹慎的態度，以減少財務風險。我們將繼續致力平衡股東、僱員及客戶之間的利益，為本集團謀求長期可持續發展。

致謝

本人謹代表本公司向管理團隊及員工為本集團發展所作的不懈努力及突出貢獻致以誠摯謝意。本集團承蒙各位股東、投資者、客戶及業務夥伴一直以來的信任及支持，本人謹此表示由衷感謝。

承董事會命

主席兼執行董事

李浩

香港

二零二三年三月二十八日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Operating Results

Revenue by Customers' Geographical Location

The Group's revenue by customers' geographical location, which is determined by the location of customers, is as follows:

		Revenue for the year ended 31 December 截至十二月三十一日止 年度的收益	
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
The PRC	中國	263,177	353,615
The United States of America (the "USA")	美利堅合眾國(「美國」)	71	281
Total	總計	263,248	353,896

The Group derives its revenue from (i) manufacturing and sales of PCBAs and (ii) Financial Application Platform and Platform Maintenance Services. Based on the usage of the electronic products which incorporated with our PCBAs, our PCBAs can be broadly applied to electronic end products for three principal industries, namely, telecommunication devices, IoT products, and automotive related devices. The table below summarises the amount of revenue generated and as a percentage of total revenue from each product category for the Reporting Period and for the year ended 31 December 2021 respectively:

經營業績

按客戶地理位置劃分的收益

本集團按客戶地理位置(基於客戶位置釐定)劃分的收益如下:

本集團的收益來自(i)PCBA的製造及銷售;及(ii)金融應用平台及平台維護服務。基於使用嵌載我們PCBA的電子產品,我們的PCBA可廣泛應用於三大主要行業的電子終端產品,即電訊裝置、物聯網產品及汽車相關裝置。下表概述於報告期間及截至二零二一年十二月三十一日止年度各類產品產生的收益金額及佔總收益百分比:

		Revenue for the year ended 31 December 截至十二月三十一日止 年度的收益			% of total revenue for the year ended 31 December 截至十二月三十一日止 年度佔總收益百分比		
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	Change 變動 %	2022 二零二二年	2021 二零二一年	Change 變動
PCBAs for	用於以下產品的PCBA						
Telecommunication devices	電訊裝置	131,643	183,485	(28.3)	50.0	51.8	(1.8)
IoT products	物聯網產品	89,421	142,253	(37.1)	34.0	40.2	(6.2)
Automotive related devices	汽車相關裝置	31,430	9,223	240.8	12.0	2.6	9.4
Others	其他	8,020	18,935	(57.6)	3.0	5.4	(2.4)
		260,514	353,896	(26.4)	99.0	100.0	(1.0)
Financial Application Platform and Platform Maintenance Services	金融應用平台及 平台維護服務	2,734	-	100.0	1.0	-	1.0
Total	總計	263,248	353,896	(25.6)	100.0	100.0	-

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Our revenue generated from sales of PCBAs for telecommunication devices decreased by approximately 28.3% from approximately RMB183.5 million for the year ended 31 December 2021 to approximately RMB131.6 million for the Reporting Period, primarily due to dropped orders from our telecommunication devices customers because that the smartphone market experienced weak demand in the Reporting Period.

Our Group recorded a decrease in revenue derived from sales of PCBAs for IoT products from approximately RMB142.3 million for the year ended 31 December 2021 to approximately RMB89.4 million for the Reporting Period, which was mainly attributable to the decline orders received from the Group's major customer, who was located in Shanghai city and the operation of which were restricted due to the strict lockdown measures implemented by Shanghai authorities in response to the resurgence of COVID-19 Disease during the first half year of 2022.

Our revenue generated from sales of PCBAs for automotive related devices increased by approximately 2.4 times from approximately RMB9.2 million for the year ended 31 December 2021 to approximately RMB31.4 million for the Reporting Period, primarily due to the increased orders from the automotive related devices customers with the maturity of production technology of the automotive related devices.

Other revenue from PCBAS mainly include (i) PCBAs for industrial use devices; and (ii) the revenue generated from the sale of auxiliary and other materials. Other revenue decreased from approximately RMB18.9 million for the year ended 31 December 2021 to approximately RMB8.0 million for the Reporting Period, which was mainly caused by the decreased orders from the industrial use devices customers due to the slowing down of the economy.

The Group recorded revenue derived from Financial Application Platform and Platform Maintenance Services approximately RMB2.7 million during the Reporting Period (2021: Nil) as a result of the acquisition of the 60% registered capital of Shanhai Regan Financial Information Services CO., Ltd.(the "Regan Financial Information"), a company principally engaged in the provision of Financial Application Platform and Platform Maintenance Services. Please refer to the Acquisition Announcement for detailed information.

我們銷售用於電訊裝置的PCBA產生的收益由截至二零二一年十二月三十一日止年度的約人民幣183.5百萬元減少約28.3%至報告期間的約人民幣131.6百萬元，主要是由於智能手機市場於報告期間的需求疲軟，導致電訊裝置客戶減少訂單。

本集團銷售用於物聯網產品的PCBA錄得收益由截至二零二一年十二月三十一日止年度的約人民幣142.3百萬元減少至報告期間的約人民幣89.4百萬元，主要是由於本集團的主要客戶下達的訂單減少，該主要客戶位於上海市，由於上海當局於二零二二年上半年因應反覆的COVID-19疫情實施嚴格的封鎖措施，其營運受到限制。

我們銷售汽車相關裝置的PCBA產生的收益由截至二零二一年十二月三十一日止年度的約人民幣9.2百萬元增加約2.4倍至報告期間的約人民幣31.4百萬元，主要是由於隨著汽車相關裝置的生產技術成熟，汽車相關裝置的訂單增加。

PCBA的其他收益主要包括(i)用於工業用途裝置的PCBA；及(ii)銷售輔助及其他材料產生的收益。其他收益由截至二零二一年十二月三十一日止年度的約人民幣18.9百萬元減少至報告期間的約人民幣8.0百萬元，主要由於經濟放緩，使工業用途裝置客戶的訂單減少所致。

於報告期間，由於收購上海雷根金融信息服務有限公司(「雷根金融信息」)60%的註冊資本，本集團錄得來自金融應用平台及平台維護服務的收益約為人民幣2.7百萬元(二零二一年：無)，該公司主要從事提供金融應用平台及平台維護服務。詳細資料請參閱收購公告。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Gross Profit and Gross Profit Margin

Gross profit of the Group for the Reporting Period was approximately RMB29.4 million, representing a decrease of approximately RMB24.6 million or approximately 45.6% as compared with approximately RMB54.0 million for the year ended 31 December 2021. Overall gross profit margin decreased from approximately 15.3% for the year ended 31 December 2021 to approximately 11.2% for the Reporting Period.

毛利及毛利率

本集團於報告期間的毛利約為人民幣29.4百萬元，較截至二零二一年十二月三十一日止年度的約人民幣54.0百萬元減少約人民幣24.6百萬元或約45.6%。整體毛利率由截至二零二一年十二月三十一日止年度的約15.3%減少至報告期間的約11.2%。

		Gross profit for the year ended 31 December 截至十二月三十一日止 年度的毛利			Gross profit margin for the year ended 31 December 截至十二月三十一日止 年度的毛利率		
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元	Change 變動 (%)	2022 二零二二年 (%)	2021 二零二一年 (%)	Change 變動 (%)
PCBAs for Telecommunication devices	用於以下產品的PCBA 電訊裝置	17,953	34,580	(48.1)	13.6	18.8	(5.2)
IoT products	物聯網產品	4,294	15,532	(72.4)	4.8	10.9	(6.1)
Automotive related devices	汽車相關裝置	5,444	1,483	267.1	17.3	16.1	1.2
Others	其他	427	2,385	(82.1)	5.3	12.6	(7.3)
		28,118	53,980	(47.9)	10.8	15.3	(4.5)
Financial Application Platform and Platform Maintenance Services	金融應用平台及 平台維護服務	1,265	-	100.0	46.3	-	46.3
Total	總計	29,383	53,980	(45.6)	11.2	15.3	(4.1)

PCBAs

The gross profit for PCBAs for telecommunication devices decreased by approximately 48.1% to approximately RMB18.0 million for the Reporting Period (2021: approximately RMB34.6 million). The gross profit margin decreased to approximately 13.6% for the Reporting Period (2021: approximately 18.8%), which was primarily due to the decrease in sales of telecommunication devices, while certain cost of sales was fixed.

The gross profit for PCBAs for IoT products decreased by approximately 72.4% to approximately RMB4.3 million for the Reporting Period (2021: approximately RMB15.5 million). The gross profit margin decreased to approximately 4.8% for the Reporting Period (2021: approximately 10.9%), which was primarily due to the decreased orders from our major IoT products customers and increase in cost of sales which is attributable to the provision provided for the slow moving inventory.

PCBA

用於電訊裝置的PCBA的毛利減少約48.1%至報告期間的約人民幣18.0百萬元(二零二一年:約人民幣34.6百萬元)。毛利率於報告期間減少至約13.6%(二零二一年:約18.8%)，主要是由於電訊裝置銷售減少，而若干銷售成本固定。

用於物聯網產品的PCBA的毛利減少約72.4%至報告期間的約人民幣4.3百萬元(二零二一年:約人民幣15.5百萬元)。毛利率於報告期間減少至約4.8%(二零二一年:約10.9%)，主要是由於物聯網產品主要客戶下達的訂單減少及為流動緩慢的庫存提供準備金以致銷售成本增加。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

The gross profit for PCBAs for automotive related devices increased by approximately 2.7 times to approximately RMB5.4 million for the Reporting Period (2021: approximately RMB1.5 million). The gross profit margin increased to approximately 17.3% for the Reporting Period (2021: approximately 16.1%), which was mainly due to the increased sales orders from the automotive related devices customers with the maturity of production technology.

The gross profit margin for application platform services was 46.3% for the Reporting Period (2021: Nil).

Other Income

Other income of the Group for the Reporting Period of approximately RMB7.0 million (2021: approximately RMB6.4 million) mainly represented government grants and bank interest income.

Other Losses, Net

Other losses, net mainly represented (i) net gain or loss on disposal of property, plant and equipment; (ii) interest income from unlisted corporate bonds; (iii) dividend income; and (iv) exchange difference. For the Reporting Period, other losses increased from approximately RMB0.9 million for the year ended 31 December 2021 to approximately RMB2.0 million for the Reporting Period, which was mainly due to the increased exchange loss as a result of the depreciation of Renminbi ("RMB") against Hong Kong dollar ("HK\$"), net off against increase in interest income from unlisted corporate bonds and dividend income for the Reporting Period.

Selling and Distribution Expenses

Selling and distribution expenses mainly comprised (i) relevant employee benefit expenses; (ii) transportation costs; (iii) depreciation; (iv) entertainment expenses and other expenses. For the Reporting Period, selling and distribution expenses amounted to approximately RMB3.0 million (2021: approximately RMB3.4 million), representing a decrease of approximately 11.0% as compared to the year ended 31 December 2021. Selling and distribution expense ratio remained stable at approximately 1.0% against revenue for both the Reporting Period and the year ended 31 December 2021.

用於汽車相關裝置的PCBA的毛利增加約2.7倍至報告期間的約人民幣5.4百萬元(二零二一年:約人民幣1.5百萬元)。毛利率於報告期間增加至約17.3%(二零二一年:約16.1%)，主要是由於隨著生產技術成熟，汽車相關裝置客戶下達的訂單增加。

於報告期間，應用平台服務的毛利率為46.3%(二零二一年:無)。

其他收入

本集團於報告期間的其他收入約為人民幣7.0百萬元(二零二一年:約人民幣6.4百萬元)，主要指政府補助及銀行利息收入。

其他虧損淨額

其他(虧損)淨額主要是指(i)出售物業、廠房和設備的淨收益或虧損;(ii)非上市公司債券的利息收入;(iii)股息收入;及(iv)匯兌差額。於報告期間，其他虧損由截至二零二一年十二月三十一日止年度的約人民幣0.9百萬元增加至報告期間的約人民幣2.0百萬元，主要是由於匯兌虧損增加，源於報告期內人民幣(「人民幣」)兌港元(「港元」)貶值所致，抵銷了非上市公司債券的利息收入及股息收入的增幅。

銷售及分銷開支

銷售及分銷開支主要包括(i)相關僱員福利開支;(ii)運輸成本;(iii)折舊;(iv)娛樂開支及其他開支。報告期間的銷售及分銷開支約為人民幣3.0百萬元(二零二一年:約人民幣3.4百萬元)，較截至二零二一年十二月三十一日止年度減少約11.0%。報告期間及截至二零二一年十二月三十一日止年度，銷售及分銷開支與收益的比率均維持穩定於約1.0%。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Administrative and Other Expenses

Administrative and other expenses mainly represented (i) employment benefit expenses, (ii) depreciation, (iii) professional fee, (iv) rental expenses, (v) travelling expenses, (vi) utilities, (vii) telecommunication; (viii) office expenses and other expenses. For the Reporting Period, administrative expenses amounted to approximately RMB39.6 million (2021: approximately RMB42.3 million), representing a decrease of approximately 6.4% as compared to the year ended 31 December 2021. The decrease in administrative and other expenses was mainly because of the decreased bonus due to the unsatisfying results for the Reporting Period.

Impairment Losses on Financial Assets and Contract Assets

For the Reporting Period, impairment losses of approximately RMB0.3 million (2021: approximately RMB0.2 million) was made against the financial asset at amortised cost and the trade receivables for customers who probably have credit risk.

Finance Costs

Our finance costs mainly comprised interest expenses on bank borrowings and leases liabilities. For the Reporting Period, the finance costs of the Group were approximately RMB1.2 million (2021: approximately RMB1.2 million).

Income Tax Credit (Expense)

Income tax credits of approximately RMB0.5 million was recognised for the Reporting Period, as compared to the income tax expenses of approximately RMB2.3 million for the year ended 31 December 2021.

行政及其他開支

行政及其他開支主要包括(i)僱傭福利開支、(ii)折舊、(iii)專業費用、(iv)租金開支、(v)差旅開支、(vi)公用事業費、(vii)電訊；(viii)辦公室開支以及其他開支。報告期間的行政及其他開支約為人民幣39.6百萬元(二零二一年：約人民幣42.3百萬元)，較截至二零二一年十二月三十一日止年度減少約6.4%。行政開支減少主要由於報告期間的業績不盡人意，以致獎金減少。

金融資產及合同資產減值虧損

於報告期間，就按攤銷成本列賬的金融資產及可能存在信貸風險的客戶的貿易應收款項作出約人民幣0.3百萬元(二零二一年：約人民幣0.2百萬元)的減值虧損。

融資成本

我們的融資成本主要包括銀行借款及租賃負債的利息開支。本集團於報告期間的融資成本約為人民幣1.2百萬元(二零二一年：約人民幣1.2百萬元)。

所得稅抵免(開支)

所得稅抵免約人民幣0.5百萬元已就報告期間確認，相比截至二零二一年十二月三十一日止年度錄得所得稅開支約人民幣2.3百萬元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

(Loss) Profit for the Year

As a result of the facts discussed above, the Group recorded a net loss of approximately RMB7.1 million for the Reporting Period as compared to net profit of approximately RMB10.1 million for the year ended 31 December 2021.

Profit for the Year Attributable to Non-controlling Interest

Profit for the year attributable to non-controlling interest decreased to approximately RMB2.0 million for the Reporting Period (2021: approximately RMB2.8 million), which was due to the decrease in net profit of the subsidiary of the Group in ChongQing City for the Reporting Period.

Liquidity and Capital Resources

Net Current Assets

The Group had net current assets of approximately RMB144.3 million as at 31 December 2022 (2021: approximately RMB130.5). The current ratio of the Group was stable at approximately 2.7 as at 31 December 2021 and 31 December 2022.

Borrowing and the Pledge of Assets

The bank borrowings of the Group amounted to approximately RMB8.0 million as at 31 December 2022 (2021: approximately RMB12.6 million). As at 31 December 2022, the above bank borrowings were secured by bank deposits of approximately RMB1.7 million (2021: RMB1.7 million); property, plant and equipment with carrying amounts approximately RMB23.0 million (2021: RMB25.0 million) and a corporate guarantee provided by the Company.

Gearing Ratio

Our gearing ratio, which is calculated by total borrowings and lease liabilities divided by total equity, was approximately 5.8% and 8.5% as at 31 December 2022 and 31 December 2021, respectively. During the Reporting Period, our bank borrowings and lease liabilities decreased by approximately RMB7.6 million. The gearing ratio remained low due to our low level of bank borrowings and lease liabilities.

本年度(虧損)溢利

由於上文所討論的事實，相對於截至二零二一年十二月三十一日止年度的純利約人民幣10.1百萬元，本集團於報告期間錄得純損約人民幣7.1百萬元。

非控股權益應佔本年度溢利

於報告期間，非控股權益應佔本年度溢利減至約人民幣2.0百萬元(二零二一年：約人民幣2.8百萬元)，乃於本集團在重慶市的附屬公司於報告期間的純利減少所致。

流動資金及資本資源

流動資產淨值

於二零二二年十二月三十一日，本集團的流動資產淨值約為人民幣144.3百萬元(二零二一年：約人民幣130.5百萬元)。於二零二一年十二月三十一日及二零二二年十二月三十一日，本集團的流動比率維持穩定，均約為2.7。

借款及資產抵押

於二零二二年十二月三十一日，本集團的銀行借款約為人民幣8.0百萬元(二零二一年：約人民幣12.6百萬元)。於二零二二年十二月三十一日，上述銀行借款以約人民幣1.7百萬元(二零二一年：人民幣1.7百萬元)的銀行存款、賬面值約為人民幣23.0百萬元(二零二一年：人民幣25.0百萬元)的物業、廠房及設備及本公司提供的一項企業擔保作為抵押。

資產負債比率

於二零二二年十二月三十一日及二零二一年十二月三十一日，資產負債比率(按總借貸及租賃負債除以總權益計算)分別約為5.8%及8.5%。於報告期間，我們的銀行借貸及租賃負債減少約人民幣7.6百萬元。由於我們的銀行借款及租賃負債水平較低，資產負債比率維持在低水平。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Capital Structure

The Shares were listed on the Main Board of the Stock Exchange on 18 October 2019. There has been no change in the capital structure of the Company since then. As at 31 December 2022, the number of issued shares of the Company was 250,000,000 ordinary shares of HK\$0.01 each.

Foreign Exchange Exposure and Exchange Rate Risk

The Group's assets, liabilities and transactions are mainly denominated in RMB, US\$ and HK\$. There are no significant assets and liabilities denominated in other currencies. Management considers that the Group is not exposed to any significant foreign exchange risk as at 31 December 2022 as there are no significant financial assets or liabilities of the Group denominated in the currencies other than the respective functional currencies of the Group's entities.

Capital Expenditure

For the Reporting Period, the Group had capital expenditure of approximately RMB12.3 million (2021: approximately RMB67.7 million). The capital expenditure was mainly related to the additions of office equipment, plant and equipment and intangible assets.

Dividend

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

Employees, Emoluments Policy and Training

The key components of the Group's remuneration package include basic salary, and where appropriate, other allowances, bonuses and the Group's contribution to mandatory provident funds or state-managed retirement benefits scheme. Other benefits include share options to be granted under the Share Option Schemes. The Group provides comprehensive training and development opportunities to its employees on a regular basis. The trainings are arranged according to needs to employees, which are identified annually by individual departments.

資本架構

股份於二零一九年十月十八日在聯交所主板上市。此後本公司的資本架構並無變動。於二零二二年十二月三十一日，本公司已發行股份數目為250,000,000股每股0.01港元的普通股。

外匯風險及匯率風險

本集團的資產、負債及交易主要以人民幣、美元及港元計值。並無重大資產及負債以其他貨幣計值。管理層認為，本集團於二零二二年十二月三十一日並無承受任何重大外匯風險，因本集團並無重大金融資產或負債以本集團實體相關的功能貨幣以外的貨幣計值。

資本開支

報告期間，本集團的資本開支約為人民幣12.3百萬元(二零二一年：約人民幣67.7百萬元)。資本開支主要與添置辦公室設備、廠房及設備和無形資產有關。

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的末期股息(二零二一年：無)。

僱員、薪酬政策及培訓

本集團薪酬組合的主要組成部分包括基本薪資及(倘適用)其他津貼、花紅以及本集團向強制性公積金或國家管理的退休福利計劃作出的供款。其他福利包括根據購股權計劃授出的購股權。本集團定期為其僱員提供全面的培訓及發展機會。本集團按僱員需求安排培訓，僱員需求每年由各部門確定。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

As at 31 December 2022, the Group had 754 employees (2021: 891 employees) with a total remuneration of approximately RMB74.9 million during the Reporting Period (2021: approximately RMB88.8 million). The salaries of the employees were determined with reference to individual performance, work experience, qualification and current industry practices.

Pension Scheme

Pursuant to the relevant labor laws and regulations of the PRC, the employees of the Group's subsidiaries established in the PRC are required to participate in a state-managed retirement benefit scheme (the "Defined Contribution Scheme") operated by the PRC government. The Group is required to contribute a certain percentage of basic payroll costs to the Defined Contribution Scheme.

The Group's contributions to the Defined Contribution Scheme vest fully and immediately with the employees. Accordingly, (i) during the Reporting Period, there was no forfeiture of contributions under the Defined Contribution Scheme; and (ii) there were no forfeited contributions available for the Group to reduce its existing level of contributions to the Defined Contribution Scheme as at 31 December 2022. The contributions are charged to profit or loss as they become payable in accordance with the rules of the Defined Contribution Scheme.

Use of Proceeds

Our business objectives and planned use of proceeds as stated in the Prospectus of the Company date 28 September 2019 (the "Prospectus") were based on the best estimation of future market conditions made by the Group at the time of preparing the Prospectus. The actual use of proceeds was based on the actual market development. The net proceeds from the Share Offer received by the Company, after deducting related underwriting fees and estimated expenses payable by the Company in connection with the Share Offer were approximately HK\$91.9 million. As disclosed in the Company's announcement dated 26 November 2021 (the "Change of Use of Proceeds Announcement"), having carefully considered the latest business environment and development needs of the Group, the Board had resolved to change the proposed use of part of the unutilised Net Proceeds in the amount of approximately HK\$7.2 million originally allocated for (i) strengthening the Group's product

於二零二二年十二月三十一日，本集團有754名僱員(二零二一年：891名僱員)，報告期間的總薪酬約為人民幣74.9百萬元(二零二一年：約人民幣88.8百萬元)。僱員薪金乃參考個人表現、工作經驗、資歷及當前行業慣例釐定。

退休金計劃

根據中國相關勞工法律及法規，本集團於中國成立的附屬公司的僱員須參與由中國政府運作的國營退休福利計劃(「界定供款計劃」)。本集團須按基本工資成本的若干百分比向界定供款計劃作出供款。

本集團向界定供款計劃作出的供款悉數及即時歸屬於僱員。因此，(i)於報告期間，概無界定供款計劃下的供款被沒收；及(ii)於二零二二年十二月三十一日，本集團並無已沒收供款可用於減低其向界定供款計劃作出供款的水平。供款須按界定供款計劃的規則繳付，故於損益扣除。

所得款項用途

本公司日期為二零一九年九月二十八日的招股章程(「招股章程」)所述業務目標及所得款項擬定用途乃以本集團在編製招股章程時對未來市況作出的最佳估計為基礎。所得款項實際用途須視乎市場實際發展而定。本公司收取的股份發售所得款項淨額經扣除相關包銷費及本公司就股份發售應付的估計費用後約為91.9百萬港元。誠如本公司日期為二零二一年十一月二十六日的公告(「更改所得款項用途公告」)所披露，經審慎考慮本集團的最新業務環境及發展需要，董事會已議決將部分未動用所得款項淨額(金額約為7.2百萬港元)的擬定用途，由原定用於(i)提升本集團適用於電訊裝置及物聯網裝置的相關PCBA的產品的設計及增強能力；(ii)升級本集團的MES及加強本集團的信息技術能力；及(iii)升級本集團

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

design and enhancement capabilities in respect of the Group's PCBAs applicable to telecommunication devices and IoT devices PCBA; (ii) upgrading the Group's MES system and enhancing the Group's capabilities in information technology; and (iii) upgrading the Group's existing intelligent warehouse, to working capital. The following table sets forth the status of the use of revised allocation of the Net Proceeds as at 31 December 2022 and the date of the change of Use of Proceeds Announcement:

現有的智能倉庫，更改為營運資金。下表載列於二零二二年十二月三十一日及更改所得款項用途公告日期經修訂分配的所得款項淨額的使用情況：

Business objectives as stated in the Prospectus	Actual net proceeds	Actual use of proceeds from the Listing Date to the date of change of use	Reallocation	Amount utilized after reallocation	Remaining balance
		of proceeds announcement			
招股章程所述業務目標	實際所得款項淨額	由上市日期至更改所得款項用途公告日期的實際所得款項用途	重新分配	重新分配後已動用的金額	餘額
	HK\$ million 百萬港元	HK\$ million 百萬港元	HK\$ million 百萬港元		
Enhance our production capacity and efficiency	49.9	49.9	-	-	-
Enhance the level of automation in our quality control and packaging system	7.6	7.6	-	-	-
Strengthen our product design and enhancement capabilities in respect of our PCBAs applicable to telecommunication devices and IoT devices	5.9	0.8	(5.1)	-	-
Further strengthen our research and development capabilities	3.1	3.1	-	-	-
Strengthen our product testing capabilities for IoT products by setting up a cloud-based simulation platform	2.1	2.1	-	-	-
Upgrade our MES system and enhance our capabilities in information technology	3.1	2.0	(1.1)	-	-
Upgrade our existing intelligent warehouse	2.5	1.5	(1.0)	-	-
Repayment of bank loan and other borrowings	8.6	8.6	-	-	-
Working capital	9.1	9.1	7.2	7.2	-
	91.9	84.7	-	7.2	-

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Capital Commitment

As at 31 December 2022, the Group's capital commitment amounted to approximately RMB3.2 million (2021: approximately RMB3.2 million). The capital commitment was mainly related to the acquisition of machinery and equipment to enhance our production efficiency.

Material Acquisitions, Disposals of Subsidiaries, Associates and Joint Ventures and Significant Investment

On 25 July 2022, Wanhai Big Data Technology (Shanghai) Limited* (萬海大數據科技(上海)有限公司) (the "Wanhai Big Data"), a wholly-owned subsidiary of the Company, entered into an equity transfer agreement (the "Agreement") with Regan Shiye Group Co., Ltd.* (雷根實業集團有限公司) (the "Regan Shiye"), an independent third party, to acquire 60% of the registered capital of Regan Financial Information for cash consideration of approximately RMB7.0 million. And subsequently on 14 October 2022, Regan Shiye, Wanhai Big Data, Shanghai Wanhai Jinyuan Business Management Company Limited* (上海萬海金源企業管理有限公司) ("Wanhai Jinyuan") (being a wholly-owned subsidiary of Wanhai Big Data) and Regan Financial Information entered into a supplemental agreement (the "Supplemental Agreement"), where the parties agreed to (i) amend the purchaser as Wanhai Jinyuan instead of Wanhai Big Data; and (ii) to extend the long stop date to 31 December 2022. After the completion of the acquisition pursuant to the terms and conditions of the Agreement and Supplemental Agreement in November 2022, Regan Financial Information is owned as to 60% by Wanhai Jinyuan and therefore Regan Financial Information has become a non-wholly owned subsidiary of the Company.

The Group also acquired an unlisted corporate bond with principal amount of HK\$20.0 million (approximately RMB17.9 million) for 1 year maturity at fixed interest rate of 8.0% per annum and it was classified as financial asset at amortised cost (2021: approximately RMB16.4 million).

資本承擔

於二零二二年十二月三十一日，本集團的資本承擔約為人民幣3.2百萬元(二零二一年：約人民幣3.2百萬元)。資本承擔主要關乎收購機器及設備以提升我們的生產效率。

重大收購、出售附屬公司、聯營公司及合營企業及重大投資

於二零二二年七月二十五日，本公司的全資附屬公司萬海大數據科技(上海)有限公司(「萬海大數據」)與獨立第三方雷根實業集團有限公司(「雷根實業」)簽訂股權轉讓協議(「該協議」)，以約人民幣7.0百萬元的現金代價收購雷根金融信息60%的註冊資本。其後於二零二二年十月十四日，雷根實業、萬海大數據、上海萬海金源企業管理有限公司(「萬海金源」，為萬海大數據的全資附屬公司)與雷根金融信息訂立補充協議(「補充協議」)，其中訂約方同意(i)將買方修訂為萬海金源而不是萬海大數據；及(ii)將最後截止日期延長至二零二二年十二月三十一日。於二零二二年十一月，根據該協議及補充協議的條款及條件完成收購事項後，雷根金融信息由萬海金源擁有60%，因此雷根金融信息已成為本公司的非全資附屬公司。

本集團亦收購本金額20.0百萬元(約人民幣17.9百萬元)固定年息為8.0%之一年期非上市公司債券，其分類為按攤銷成本之金融資產(二零二一年：約人民幣16.4百萬元)。

* For identification propose only

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

管理層討論及分析 (續)

Proposed Change of Company Name

As part of the Group's development strategies, the Group plans to develop financial technology business. And thus, the Company proposes to change the English name of the Company from "Confidence Intelligence Holdings Limited" to "Finance E Family Holding Limited" and to change the dual foreign name in Chinese of the Company from "信懋智能控股有限公司" to "金融e家控股有限公司" (the "Proposed Change of Company Name"); which is subject to (i) the shareholders approving the Proposed Change of Company Name by way of a special resolution at the Annual General Meeting; and(ii) the registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Contingent Liabilities

The Group did not have any material contingent liabilities as of 31 December 2022 (2021: nil).

Event after Reporting Period

The Group does not have any important events after the Reporting Period and up to the date of this report.

建議更改公司名稱

作為本集團發展策略的一部分，本集團擬發展金融科技業務。因此，本公司建議將本公司英文名稱由「Confidence Intelligence Holdings Limited」更改為「Finance E Family Holding Limited」，而中文雙重外文名稱由「信懋智能控股有限公司」更改為「金融e家控股有限公司」（「建議更改公司名稱」）；惟須待(i)於股東週年大會上股東以特別決議案的方式批准建議更改公司名稱；及(ii)開曼群島公司註冊處批准建議更改公司名稱，方告作實。

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)。

報告期後事項

於報告期後及直至本報告日期，本集團並無任何重大事項。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層的履歷詳情

Executive Directors

Mr. Li Hao (李浩) (“Mr. Li”), aged 51, is an executive Director, chairman of the Board and chief executive officer of our Group and the cousin of Mr. Xu Shizhen. Mr. Li joined our Group in March 2000 and has over 23 years of experience in the electronic engineering and manufacturing industry. He is primarily responsible for the overall strategic planning and business development and overseeing the daily operation of our Group.

Mr. Li obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993. He further completed a top-up degree in electronic and information technology from University of Electronic Science and Technology of China in January 2019 through online studies. From July 1993 to March 1996, Mr. Li worked as a sales manager in Shenzhen International Business Data Co., Ltd.* (深圳國際商業數據有限公司). From April 1996 to July 1998, Mr. Li Hao worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd.* (深圳特發松立電子實業有限公司), an electronic products manufacturer. He then worked in Shenzhen Bolinshijia Modern Households Co., Ltd.* (深圳市柏林世家現代家居用品有限公司) (formerly known as Shenzhen Xinwei Industry Co., Ltd.* (深圳市信維實業有限公司)), a household products trader, as a deputy general manager from August 1998 to February 2000. He has been the director and general manager of Shenzhen Confidence and Xinzhi (Shenzhen) Electronic co., Ltd.* (信智(深圳)電子有限公司) (the “Xinzhi Shenzhen”) since March 2000 and March 2019, respectively. From April 2017 to September 2021, he has been the director of Confidence Intelligence, Inc. He also been the director of New Trive Limited and New Trive (HK) Limited (新銳志(香港)有限公司) since January 2019 and January 2019, respectively.

執行董事

李浩先生(「李先生」)，51歲，為本集團執行董事、董事會主席及行政總裁，許世真先生的表兄。李先生於二零零零年三月加入本集團，擁有電子工程及製造行業逾23年的經驗。彼主要負責整體策略規劃、業務發展並監督本集團的日常營運。

李先生於一九九三年七月獲得武漢科技大學(前稱武漢冶金科技大學)工業電氣自動化文憑。彼其後於二零一九年一月通過在線學習修畢中國電子科技大學電子與資訊科技專業銜接學位。李先生自一九九三年七月至一九九六年三月擔任深圳國際商業數據有限公司銷售經理，並自一九九六年四月至一九九八年七月擔任深圳特發松立電子實業有限公司(一間電子產品製造商)銷售經理。彼其後自一九九八年八月至二零零零年二月出任深圳市柏林世家現代家居用品有限公司(前稱深圳市信維實業有限公司，為一間家居產品貿易商)副總經理。自二零零零年三月及二零一九年三月起，彼分別一直擔任深圳信懇及信智(深圳)電子有限公司(「信智深圳」)董事及總經理。彼自二零一七年四月至二零二一年九月一直擔任 Confidence Intelligence, Inc 董事。自二零一九年一月及二零一九年一月起，彼分別一直擔任 New Trive Limited 及新銳志(香港)有限公司董事。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Mr. Zhang Bizhong (張必鍾) (“Mr. Zhang”), aged 57, is an executive Director of our Company. Mr. Zhang joined our Group in February 2002 and has over 28 years of experience in the electronic engineering and manufacturing industry. He is primarily responsible for overseeing sales and operations of our Group.

Mr. Zhang obtained his diploma in physics from Zhejiang Normal University in July 1988. From February 1990 to August 1992, Mr. Zhang worked as a production engineer in Lianguang Electronics and Plastics (Shenzhen) Co., Ltd* (聯光電子塑膠(深圳)有限公司), an electronic products manufacturer. He then joined Shenzhen Dinghan Electronics Technology Co., Ltd.* (深圳鼎漢電子技術有限公司), an electronic technology service provider, as a production manager from September 1992 to October 1995. He then worked in Shenzhen Bao'an Tongbang Electronics Co., Ltd.* (深圳市寶安桐邦電子有限公司), a PCBA manufacturer, as a factory head from November 1995 to February 2002. He has been the deputy general manager of Shenzhen Confidence since February 2002 and has been appointed as a director since December 2015. He also has been the manager of Chongqing Xinken Technology Company Limited* (重慶信懇科技有限公司), a non-wholly owned subsidiary of the Group, since October 2020.

Mr. Xu Shizhen (許世真) (“Mr. Xu”), aged 49, is an executive Director and the chief financial officer of our Company and the cousin of Mr. Li. Mr. Xu joined our Group in March 2000 and is primarily responsible for the overall financial, accounting and secretarial affairs of our Group.

Mr. Xu obtained his diploma in finance and accounting from Wuhan University of Technology (formerly known as Wuhan Automotive Polytechnic University) in July 1996. From September 1996 to December 1998, Mr. Xu worked as a sales manager in Shenzhen Tefa Songli Electronic Industry Co., Ltd* (深圳市特發松立電子實業有限公司), an electronic products manufacturer. He then joined Shenzhen Suzhu Co., Ltd.* (深圳市塑住有限公司) as a purchasing manager from January 1999 to January 2000. He has been the chief financial officer of Shenzhen Confidence since March 2000 and has been appointed as a director, financial controller and secretary of the board since December 2015. He also been the supervisor of Xinzhi Shenzhen since March 2019. He also has been the executive director of Chongqing Xinken Technology Company Limited* (重慶信懇科技有限公司), a non-wholly owned subsidiary of the Group, since October 2020. He also has been the executive director of Anhui Xinken Information Technology Company Limited* (安徽信懇信息科技有限公司), a wholly owned subsidiary of the Group, since October 2022.

張必鍾先生(「張先生」), 57歲, 為本公司執行董事。張先生於二零零二年二月加入本集團, 擁有電子工程及製造行業逾28年的經驗。彼主要負責監督本集團銷售及營運。

張先生於一九八八年七月獲得浙江師範大學物理學文憑。張先生自一九九零年二月至一九九二年八月擔任聯光電子塑膠(深圳)有限公司(一間電子產品製造商)產品工程師。彼其後自一九九二年九月至一九九五年十月加入深圳鼎漢電子技術有限公司(一間電子技術服務提供商), 擔任產品經理。彼其後於一九九五年十一月至二零零二年二月擔任深圳市寶安桐邦電子有限公司(一間PCBA製造商)廠長。自二零零二年二月起, 彼一直為深圳信懇副總經理, 並自二零一五年十二月起獲委任為董事。彼自二零二零年十月起亦擔任本集團非全資附屬公司重慶信懇科技有限公司的經理。

許世真先生(「許先生」), 49歲, 為本公司執行董事及財務總監, 李先生的表弟。許先生於二零零零年三月加入本集團, 主要負責本集團整體財務、會計及秘書事宜。

於一九九六年七月, 許先生獲得武漢理工大學前稱武漢汽車工業大學金融會計文憑。許先生自一九九六年九月至一九九八年十二月擔任深圳市特發松立電子實業有限公司(一間電子產品製造商)銷售經理。彼其後於一九九九年一月至二零零零年一月加盟深圳市塑住有限公司擔任採購經理。自二零零零年三月起, 彼一直擔任深圳信懇的財務主管, 並自二零一五年十二月起獲委任為董事、財務總監及董事會秘書。彼亦自二零一九年三月起一直擔任信智深圳監事。彼自二零二零年十月起亦擔任本集團非全資附屬公司重慶信懇科技有限公司的執行董事。彼亦自二零二二年十月起擔任本集團全資附屬公司安徽信懇信息科技有限公司的執行董事。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Ms. Li Biqiong (李碧琼) (“Ms. Li”), aged 50, is an executive director of the Company and the human resource director of the Group. She joined our Group since November 2009 and has above 20 years of experience in the electronic engineering and manufacturing industry. She is mainly responsible for the administration and human resources affairs of the Group.

Ms. Li graduated from Sichuan Xichong Yixing High School* (四川西充縣義興中學) in 1991. From February 1991 to September 2003, Ms. Li had worked at Huagao Wangshi Technology (Shenzhen) Co., Ltd.* (華高王氏科技(深圳)有限公司) as the supervisor of the Quality Control Department, mainly responsible for overall quality control management. From October 2003 to June 2004, Ms. Li had worked at Shenzhen Yudafu Electronics Co., Ltd.* (深圳市裕達富電子有限公司) as the supervisor of the Manufacturing Department, mainly responsible for the overall management and planning of production activities. From July 2004 to May 2007, she had worked at Shenzhen Jinyuantong Electronics Co., Ltd.* (深圳市金源通電子有限公司) as the supervisor of the Quality Control Department, mainly responsible for overall quality control management. She subsequently joined Shenzhen Juji Electronics Co., Ltd.* (深圳市巨基電子有限公司) from June 2007 to May 2008 as a manager of the Manufacturing Department, mainly responsible for the overall management and planning of production activities. After that, from June 2008 to October 2009, Ms. Li had worked at Dongguan Ruiping Electronics Co., Ltd.* (東莞市銳屏電子有限公司) as the supervisor of the Sales Department, mainly responsible for handling customer orders and sales matters. Since November 2009, Ms. Li has joined our Group and served in various positions, including as manager of the Administration Department, mainly responsible for administration and human resources affairs. She is also the chairman of the board of supervisors of Shenzhen Confidence Intelligence Electronic Co., Ltd.* (深圳信懇智能電子有限公司) and the supervisor of Chongqin Xinken Technology Limited* (重慶信懇科技有限公司) and Anhui Xinken Information Technology Company Limited*(安徽信懇信息科技有限公司), our subsidiaries.

李碧琼女士(「李女士」)，50歲，為本公司執行董事及本集團人力資源總監。彼自二零零九年十一月起加入本集團，於電子工程及製造業擁有逾20年經驗。彼主要負責本集團行政及人力資源事務。

李女士於一九九一年畢業於四川西充縣義興中學。李女士由一九九一年二月至二零零三年九月期間，曾於華高王氏科技(深圳)有限公司擔任品質監控部監事，主要負責管理整體品質監控。彼於二零零三年十月至二零零四年六月期間，曾於深圳市裕達富電子有限公司擔任製造部監事，主要負責整體管理並規劃生產活動。彼於二零零四年七月至二零零七年五月期間，曾於深圳市金源通電子有限公司擔任品質監控部監事，主要負責管理整體品質監控。彼隨後於二零零七年六月至二零零八年五月期間，加入深圳市巨基電子有限公司擔任製造部經理，主要負責整體管理並規劃生產活動。李女士此後於二零零八年六月至二零零九年十月期間，於東莞市銳屏電子有限公司擔任銷售部監事，主要負責處理客戶訂單及銷售事務。李女士自二零零九年十一月起加入本集團，歷任多個職位，包括行政部經理，主要負責行政及人力資源事務。彼亦分別為深圳信懇智能電子有限公司及重慶信懇科技有限公司及安徽信懇信息科技有限公司(均為本公司附屬公司)的監事會主席及監事。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Mr. Hao Xiangjun (郝相君) (“Mr. Hao”), aged 63, is an executive director of the Company. He joined our Group since April 2022 and has more than 26 years of experience in the fields of economics and finance. He is mainly responsible for business development strategy and operations of our Group.

Mr. Hao obtained a Bachelor's Degree from the Northeastern School of Heavy Machinery* (東北重型機械學院) majoring in mechanical engineering in 1982 and a Master's Degree of Mechanical Engineering from the Harbin Institute of Technology* (哈爾濱工業大學) in 2001. He also obtained a Doctor of Business Administration Degree from the United Business Institutes in 2016 in the United States of America and Executive Doctor of Business Administration Degree from Lincoln University in the United States of America in the same year. From March 1987 to August 1989, he was a deputy director of the Information Center Editorial Office at the Harbin Economic Commission* (哈爾濱市經濟委員會). He subsequently joined Harbin Planning Commission* (哈爾濱市計劃委員會) as a director of the Dispatch Office in the same month and left in October 1991. From October 1991 to December 1994, he was a deputy director of the General Affairs Department at the Harbin Economic Committee of the Communist Party of China* (中共哈爾濱市經濟委員會). He then joined the Communist Party of China's Policy Research Office of the Harbin Municipal Committee* (中共哈爾濱市委政策研究室) as a director of the second division in December 1994 and was promoted as an assistant inspector and subsequently as deputy director, before he left in December 2000. In January 2001, he joined Shanghai Shenyin Wanguo Securities Research Institute Limited* (上海申銀萬國證券研究所有限公司) as a director of the General Office and left in November 2004. From December 2004 to April 2009, he joined Shanghai Financial Working Committee of the Communist Party of China* (中共上海市金融工作委員會) and his last held position was deputy director of the office of the committee, after which he joined the Shanghai Financial Industry Federation* (上海金融業聯合會) as the secretary general in April 2009 until April 2019. He has also been a deputy director at Shanghai Institute of Technology and Finance of Shanghai University* (上海大學上海科技金融研究所) since December 2013. He has also been the supervisors of Wanhai Jinyuan since September 2022.

郝相君先生(「郝先生」)，63歲，為本公司執行董事。彼自二零二二年四月起加入本集團，於經濟及金融領域擁有超過26年的經驗。彼主要負責業務發展策略及本集團的營運。

郝先生於一九八二年取得東北重型機械學院機械工程專業學士學位，並於二零零一年取得哈爾濱工業大學機械工程碩士學位。彼亦於二零一六年在美利堅合眾國的聯合商學院取得工商管理博士學位，同年亦於美國林肯大學獲得高級工商管理博士學位。於一九八七年三月至一九八九年八月，彼曾任哈爾濱市經濟委員會信息中心編輯室副主任。彼隨後於同月加入哈爾濱市計劃委員會擔任生成調度處主任科員，並於一九九一年十月離任。於一九九一年十月至一九九四年十二月，彼擔任中共哈爾濱市經濟委員會綜合處副處長。彼隨後於一九九四年十二月加入中共哈爾濱市委政策研究室擔任二處處長，並提拔為助理巡視員，其後於二零零零年十二月離任前擔任副主任。於二零零一年一月，彼加入上海申銀萬國證券研究所有限公司擔任辦公室主任，並於二零零四年十一月離任。於二零零四年十二月至二零零九年四月，彼加入中共上海市金融工作委員會，最後擔任的職務為委員會辦公室副主任。彼隨後於二零零九年四月加入上海金融業聯合會擔任秘書長，直至二零一九年四月為止。彼亦自二零一三年十二月起擔任上海大學上海科技金融研究所的常務副所長。彼亦自二零二二年九月起一直擔任萬海金源的監事。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Non-executive Director

Mr. Yuan Shuntang (袁順唐) (“Mr. Yuan”), aged 50, is a non-executive Director of our Group. He is primarily responsible for providing strategic advice to the business development of our Group. Mr. Yuan obtained his diploma in industrial electrical automation from Wuhan University of Science and Technology (formerly known as Wuhan Institute of Metallurgy) in July 1993. Mr. Yuan worked as a sales engineer in Shenzhen Tianyuan Finance Electronics Co., Ltd* (深圳天元金融電子有限公司), an electronic products wholesaler, from September 1993 to June 1995 and joined Yantian International Container Terminals Limited* (鹽田國際集裝箱碼頭有限公司), a logistic company, as an operation manager from August 1995 to October 2002. He then worked in Shenzhen Haoyang Logistics Co., Ltd.* (深圳市浩洋貨運有限公司), a logistics company, as a sales manager from November 2002 to August 2005. Since September 2005, Mr. Yuan served as the general manager of Shenzhen Highway Sender International Transport Co., Ltd.* (深圳市海威順達國際貨運代理有限公司), a logistics agency, where he was responsible for strategic planning and overseeing the overall operation management of the company.

非執行董事

袁順唐先生(「袁先生」)，50歲，為本集團的非執行董事。彼主要負責就本集團業務發展提供策略建議。袁先生於一九九三年七月獲得武漢科技大學(前稱武漢冶金科技大學)工業電氣自動化文憑。自一九九三年九月至一九九五年六月，袁先生擔任深圳天元金融電子有限公司(一間電子產品批發商)銷售工程師，並自一九九五年八月至二零零二年十月加入鹽田國際集裝箱碼頭有限公司(一間物流公司)擔任營運經理。彼其後自二零零二年十一月至二零零五年八月擔任深圳市浩洋貨運有限公司(一間物流公司)銷售經理。自二零零五年九月起，袁先生擔任深圳市海威順達國際貨運代理有限公司(一間物流代理)總經理，並負責策略規劃及監督該公司的整體營運管理。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Independent non-executive Directors

Mr. Huang Jianfei (黃劍非) (“Mr. Huang”), aged 53, was appointed as an independent non-executive Director of our Group on 19 October 2022. He is the chairman of the Nomination Committee, a member of the Audit Committee and the Remuneration Committee of our Group. Mr. Huang graduated in July 1991 from the Tiangong University (天津工業大學) in the PRC majoring in chemistry. He later obtained a Master of Business Administration from the Hong Kong Polytechnic University in April 1994. He has more than 10 years of experience in the technology industry and business management. From January 2000 to July 2005, Mr. Huang worked as a marketing manager at Shenzhen Hengpeng Technology Development Company Limited* (深圳市恒朋科技開發有限公司) (“Shenzhen Hengpeng”). In April 2015, Mr. Huang rejoined Shenzhen Hengpeng as a vice general manager responsible for business planning and marketing management. He subsequently left the company in July 2018. Since November 2019, Mr. Huang took the position of director of GuangDong BeiDou Mobile IOT Industry Institute (廣東省北斗移動物聯網產業研究院).

獨立非執行董事

黃劍非先生 (「黃劍非先生」)，53歲，於二零二二年十月十九日獲委任為本集團的獨立非執行董事。彼為本集團提名委員會主席、審閱委員會及薪酬委員會成員。黃劍非先生於一九九一年七月從中國天津工業大學畢業，主修化學。彼其後於一九九四年四月在香港理工大學獲得工商管理碩士學位。彼在科技行業及業務管理擁有逾十年經驗。自二零零零年一月至二零零五年七月，黃劍非先生曾任深圳市恒朋科技開發有限公司(「深圳恒朋」)的營銷經理。於二零一五年四月，黃劍非先生重返深圳恒朋為副總經理，負責業務規劃及營銷管理。彼其後於二零一八年七月離開該公司。自二零一九年十一月起，黃劍非先生出任廣東省北斗移動物聯網產業研究院的院長。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Mr. Wong Chun Sek Edmund (黃俊碩) (“Mr. Wong”), aged 38, was appointed as an independent non-executive Director of our Group on 20 September 2019. He is the chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of our Group. He is responsible for providing independent advice to the Board. Mr. Wong obtained his Bachelor’s degree in Accountancy from Hong Kong Baptist University in November 2007, Master of Science in Applied Accounting and Finance from Hong Kong Baptist University in November 2013, and Master of Business Administration from The Open University of Hong Kong in October 2016 and Master of Corporate Governance from The Open University of Hong Kong in August 2017. Mr. Wong is a member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Institute (formerly known as the Institute of Chartered Secretaries and Administrators). Mr. Wong has more than 14 years of experience in accounting, taxation and auditing. He joined Deloitte Touche Tohmatsu as an audit associate in September 2007 and left as an audit senior in November 2011. Mr. Wong joined Patrick Wong C.P.A. Limited as an audit manager in February 2012 and has been its practicing director since March 2013. From June 2017 to May 2021, Mr. Wong was the independent non-executive director of InvesTech Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1087) which is principally engaged in the provision of network system integration. Mr. Wong is also the independent non-executive director of Deyun Holding Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 1440) which is principally engaged in lace manufacturing and dyeing service from December 2020 to September 2022. Mr. Wong is currently a member of the Legislative Council of Hong Kong.

黃俊碩先生(「黃俊碩先生」)，38歲，於二零一九年九月二十日獲委任為本集團獨立非執行董事。彼為本集團審核委員會主席、薪酬委員會及提名委員會成員。彼負責向董事會提供獨立意見。黃先生於二零零七年十一月獲得香港浸會大學會計學學士學位，於二零一三年十一月獲得香港浸會大學應用會計與金融管理學碩士學位，於二零一六年十月獲得香港公開大學工商管理碩士學位，並於二零一七年八月獲得香港公開大學企業管治碩士學位。黃俊碩先生為香港會計師公會、英格蘭及威爾斯特許會計師公會、英國特許公認會計師公會、香港特許秘書公會及英國特許公司治理公會(前稱英國特許秘書及行政人員公會)會員。黃俊碩先生擁有逾14年會計、稅務及審核經驗。彼於二零零七年九月加入德勤•關黃陳方會計師行，任審計員一職，於二零一一年十一月離任時任高級審計師一職。黃俊碩先生於二零一二年二月加入黃龍德會計師事務所有限公司，任審計經理一職，並自二零一三年三月起擔任執業董事。由二零一七年六月至二零二一年五月，黃俊碩先生曾為威訊控股有限公司獨立非執行董事，該公司於聯交所主板上市(股份代號：1087)並主要從事提供網絡系統集成。黃俊碩先生於二零二零年十二月至二零二二年九月亦擔任德運控股有限公司的獨立非執行董事，該公司於聯交所主板上市(股份代號：1440)，主要從事花邊生產及染整服務。黃俊碩先生現時擔任香港立法會成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Ms. Mu Lingxia (慕凌霞) (“Ms. Mu”), aged 52, was appointed as an independent non-executive Director of the Company since 18 October 2021. She is the Chairman of the Remuneration Committee, a member of the Nomination Committee and the Audit Committee of the Group. She is responsible for providing independent advice to the Board. She has above 20 years of experience in corporate governance and management and securities affairs. From June 1992 to April 2003, Ms. Mu had served in different positions at Shenzhen Overglobe Development Company Limited* (深圳市中僑發展股份有限公司), including secretary of the board of directors and representative of securities affairs. Starting from 2003, she had served at Shenzhen Neptunus Bio-engineering Company Limited* (深圳市海王生物工程股份有限公司) (Shenzhen Stock Exchange: 000078) as manager of the office of the board and representative of securities affairs, until April 2016. During the period from April 2016 to September 2021, Ms. Mu (i) joined Shenzhen Neptunus Interlong Bio-technique Company Limited* (深圳市海王英特龍生物技術股份有限公司) (Stock Exchange: 8329) and served in various offices, such as vice general manager, company secretary, board secretary, financial controller and authorized representative, and (ii) subsequently worked at the company's subsidiary, Fuzhou Neptunus Fuyao Pharmaceutical Company Limited* (福州海王福藥製藥有限公司), as an executive director and vice general manager. In October 2021, Ms. Mu commenced her position as a partner at Shenzhen Value Online Consulting Co., Ltd.* (深圳價值在線諮詢顧問有限公司). Ms. Mu graduated from Xi'an Jiaotong university in the PRC majoring in Applied Economics and obtained therefrom a Master Degree in Economics. She subsequently obtained a Master's Degree of Corporate Governance from the Hong Kong Metropolitan University (formerly known as the Open University of Hong Kong). Ms. Mu is an associate of the Chartered Governance Institute and an associate of the Hong Kong Chartered Governance Institute. She has also obtained the Certificate of Qualification of Board Secretary* (董事會秘書資格證書) issued by the Shenzhen Stock Exchange, the Qualification of Securities Practice* (證券業從業人員資格) issued by the Securities Association of China, and the Certificate of Accounting Professional issued by the Bureau of Finance of Nanshan District, Shenzhen* (南山區財政局).

慕凌霞女士(「慕女士」)，52歲，自二零二一年十月十八日起獲委任為本公司獨立非執行董事。彼為本集團薪酬委員會主席、提名委員會及審核委員會成員。彼負責向董事會提供獨立意見。彼於企業治理及證券事務擁有逾20年經驗。慕女士於一九九二年六月至二零零三年四月期間，曾於深圳市中僑發展股份有限公司擔任包括董事會秘書及證券事務代表等多個職位。彼自二零零三年起，於深圳市海王生物工程股份有限公司(深圳證券交易所：000078)擔任董事會辦公室經理及證券事務代表，直至二零一六年四月離職。慕女士於二零一六年四月至二零二一年九月期間，(i)加入深圳市海王英特龍生物技術股份有限公司(聯交所：8329)，歷任副總經理、公司秘書、董事會秘書、財務總監及授權代表等多個職位；及(ii)隨後於該公司的附屬公司福州海王福藥製藥有限公司擔任執行董事兼副總經理。於二零二一年十月，慕女士開始於深圳價值在線諮詢顧問有限公司擔任合夥人。慕女士畢業於中國西安交通大學應用經濟學專業，並獲得經濟學碩士學位。其後，彼於香港都會大學(前稱香港公開大學)取得企業管治碩士學位。慕女士為英國特許公司治理公會的會員，亦為香港公司治理公會的會員。彼還獲得由深圳證券交易所頒發的董事會秘書資格證書、中國證券業協會頒發的證券業從業人員資格以及深圳市南山區財政局頒發的會計專業資格證書。

* For identification purpose only

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Company Secretary

Ms. Jian Xuegen (簡雪艮) (“Ms. Jian”), aged 37, was appointed as the company secretary of our Group on 21 February 2019.

Ms. Jian obtained her Bachelor’s degree in Accounting from the South China University of Technology in July 2008. She has been a member of the Hong Kong Institute of Certified Public Accountants since January 2019. She has also been a member of the Chinese Institute of Certified Public Accountants since December 2010.

Ms. Jian joined Ernst & Young Hua Ming LLP Guangzhou Branch in November 2008 and left with her last position as manager in the assurance department in December 2016. From December 2016 to June 2021 and from January 2020 to June 2021, she worked as financial controller and company secretary, respectively, in the group of Hong Kong Aerospace Technology Group Limited (formerly known as Eternity Technology Holdings Limited), a company listed on the Stock Exchange (stock code: 1725). Since September 2019, she has been the company secretary of Sprocomm Intelligence Limited, a company listed on the Stock Exchange in November 2019 (stock code: 1401). Since September 2022, she is also the executive director of Deyun Holding Ltd. (Stock code:1440). She has also been the financial controller of Hope Faith Limited, a wholly owned subsidiary of Deyun Holding Ltd since November 2022.

公司秘書

簡雪艮女士 (「簡女士」)，37歲，於二零一九年二月二十一日獲委任為本集團公司秘書。

簡女士於二零零八年七月取得華南理工大學會計學士學位。彼於二零一九年一月成為香港會計師公會會員。彼亦於二零一零年十二月成為中國註冊會計師協會會員。

簡女士於二零零八年十一月加入Ernst & Young Hua Ming LLP廣州分行，彼於二零一六年十二月離職，最後職位為審計部經理。彼曾於聯交所上市公司香港航天科技集團有限公司(股份代號：1725，前稱恒達科技控股有限公司)所屬集團任職，於二零一六年十二月至二零二一年六月擔任財務總監，並於二零二零年一月至二零二一年六月擔任公司秘書。自二零一九年九月起，彼亦擔任Sprocomm Intelligence Limited(一間於二零一九年十一月在聯交所上市的公司)(股份代號：1401)的公司秘書。自二零二二年九月起，彼亦擔任德運控股有限公司(股份代號：1440)的執行董事。自二零二二年十一月起，彼亦擔任德運控股有限公司之全資附屬公司合誠有限公司的財務總監。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

董事及高級管理層的履歷詳情 (續)

Senior Management

Mr. Yang Zougao (楊奏高) (“Mr. Yang”), aged 46, is the general manager of production of our Group and is responsible for overseeing productions and quality control of our Group. He has over 21 years of experience in the electronic engineering and manufacturing industry.

Mr. Yang obtained his diploma in electrical engineering from Hunan Industry Polytechnic in July 1998. Prior to joining our Group, Mr. Yang worked as a technician in Dongguan Jinzheng Digital Technology Co., Ltd.* (東莞市金正數碼科技有限公司) from February 1998 to August 2000. He worked in Dongguan Jinzhong Electronics Co., Ltd.* (東莞市金眾電子有限公司) as an equipment officer from August 2000 to December 2000. He then worked as a production line engineer in BBK Educational Electronics Co., Ltd.* (步步高教育電子有限公司), a company principally engaged in the sales and supply of electronic products, from January 2001 to July 2001. In August 2001, he joined Shenzhen Confidence as the general manager of production and became a director since December 2015.

高級管理層

楊奏高先生(「楊先生」)，46歲，為本集團的製造事業部總經理，負責監督本集團的生產及質量管控。彼於電子工程及製造行業擁有逾21年經驗。

楊先生於一九九八年七月取得湖南工業職業技術學院電氣工程文憑。於加入本集團前，楊先生於一九九八年二月至二零零零年八月在東莞市金正數碼科技有限公司擔任技工。彼於二零零零年八月至二零零零年十二月在東莞市金眾電子有限公司擔任設備人員。彼於二零零一年一月至二零零一年七月在步步高教育電子有限公司(一間主要從事銷售及供應電子產品的公司)擔任生產線工程師。彼於二零零一年八月加入深圳信懇擔任製造事業部總經理並於二零一五年十二月成為董事。

* For identification purpose only

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Practices

The Company recognises the value and importance of achieving high corporate governance standards to enhance corporate performance, transparency and accountability, earning the trust of shareholders and the public. The Board strives to adhere to the principles of corporate governance and adopt sound corporate governance codes to meet the legal and commercial standards by focusing on areas such as internal control, adequate disclosure and accountability to all shareholders.

The Company has adopted and complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) during the Reporting Period except the following deviation:

CG Code provision C.2.1 stipulates that the roles of chairman of the Board and chief executive should be separate and should not be performed by the same individual. Mr. Li is the chairman of the Board and the chief executive officer of our Group, which was deviated from the CG Code. However, having considered the nature and extent of our Group’s operations, Mr. Li’s extensive experience in the industry, familiarity with the operations of our Group since its business operation, that all major decisions are made in consultation with members of our Board and relevant Board committees, and that there are three independent non-executive Directors on our Board offering independent perspectives, our Board is therefore of the view that there are adequate safeguards in place to ensure sufficient balance of powers and authorities between our Board and the management of our Company and that it is in the best interest of our Group to have Mr. Li taking up both roles. As such, the roles of the chairman and chief executive officer of our Group are not being separated pursuant to the requirement under code provision C.2.1 of the CG Code. The Board will also continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

企業管治常規

本公司認同達致高度企業管治標準，以提高企業表現、透明度及責任乃具有價值並十分重要，因其能贏取股東及公眾的信任。董事會致力專注於內部監控、充足披露以及對全體股東負責等範疇，以依循企業管治原則並採納穩健的企業管治守則以符合法律及商業水平。

於報告期間，本公司已採納及遵守聯交所證券上市規則（「上市規則」）附錄14所載之企業管治守則（「企業管治守則」）載列的守則條文，惟下述偏離者除外：

企業管治守則條文第C.2.1條規定，董事會主席與行政總裁的角色應予區分，不應由同一人兼任。李先生為本集團董事會主席兼行政總裁，偏離企業管治守則。然而，考慮到本集團業務的性質及規模、李先生的豐富行業經驗及對本集團營運以來業務的熟悉，以及所有主要決策均會諮詢董事會及相關董事委員會成員，且董事會設有三名獨立非執行董事提供獨立見解，故董事會認為有足夠保障措施確保董事會與本公司管理層之間權力平衡，且李先生兼任兩職符合本集團的最佳利益。因此，並無根據企業管治守則條文第C.2.1條的規定區分本集團主席與行政總裁的角色。董事會亦將繼續檢討及監察本公司常規，確保本公司遵守企業管治守則及維持高水準的企業管治常規。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Model Code for Securities Transactions of Directors of Listed Issuers (the “Model Code”)

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors’ securities transactions. All Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code during the Reporting Period and up to the date of this report.

Corporate Governance Duties

The Board is responsible for performing the corporate governance duties as set out in code provision A.2.1 of the CG Code. During the Reporting Period, the Board had reviewed and discussed the corporate governance policy of the Group and was satisfied with the effectiveness of the corporate governance policy of the Group.

Chairman and Chief Executive Officer

CG Code provisions C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Company does not segregate the roles of chairman and chief executive officer and Mr. Li currently holds both of the chairman and chief executive officer positions, as explained in the paragraph headed “Corporate Governance Practices” above in the Corporate Governance Report.

Independent Non-Executive Directors

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

上市發行人董事進行證券交易的標準守則(「標準守則」)

本公司已採納上市規則附錄10所載的標準守則，作為其董事進行證券交易的行為守則。經本公司作出具體查詢後，全體董事確認彼等於報告期間至本報告日期一直遵守標準守則所載規定標準。

企業管治職責

董事會負責履行企業管治守則的守則條文第A.2.1條所載企業管治職責。於報告期間，董事會已審閱及討論本集團的企業管治政策，並信納本集團企業管治政策的有效性。

主席及行政總裁

企業管治守則條文第C.2.1條訂明，主席與行政總裁的角色應予區分，不應由同一人兼任。本公司並無區分主席與行政總裁的角色，且如企業管治報告上文「企業管治常規」一段所解釋，李先生目前擔任主席與行政總裁職務。

獨立非執行董事

獨立非執行董事均為在會計、金融及商業領域中具備廣泛專業知識及經驗的技巧嫻熟專業人士。彼等之技能、專業知識及於董事會的人數確保為董事會審議帶來有力之獨立觀點及判斷，且有關觀點及判斷在董事會的決策過程中具有影響力。彼等的出席及參與亦使董事會能維持嚴格遵守財務及其他強制報告規定，並提供足夠權力制衡，保障本公司股東及本公司的利益。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Company annually assesses the independence of each independent non-executive Director during their terms of appointment. During the Reporting Period and up to the date of this report, the Company received from each of the independent non-executive Directors a written confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all the independent non-executive Directors are independent.

The Board

The Board currently comprises five executive Directors, namely Mr. Li Hao (chairman and chief executive officer), Mr. Zhang Bizhong, Mr. Xu Shizhen, Ms. Li Biqiong and Mr. Hao Xiangjun; one non-executive Director, namely Mr. Yuan Shuntang; and three independent non-executive Directors, namely Mr. Wong Chun Sek Edmund, Mr. Huang Jianfei and Ms. Mu Lingxia. The number of independent non-executive Directors represents not less than one third of the Board. The biographical details of and relationships among the members of the Board are disclosed under the section headed “Biographical Details of Directors and Senior Management” on pages 18 to 27 of this annual report.

The Directors believe that the composition of the Board reflects the necessary balance of skills and experience appropriate for the requirements of the business development of the Group and for effective leadership as all the executive Directors and non-executive Director possess extensive experience in management and professional knowledge in business, while the three independent non-executive Directors possess professional knowledge and broad experience in finance and business. The Directors are of the opinion that the present structure of the Board can ensure the independence and objectivity of the Board and provide a system of checks and balances to safeguard the interests of the shareholders of the Company and the Company.

本公司每年於各獨立非執行董事的任期內對其獨立性作出評估。於報告期間至本報告日期，本公司已根據上市規則第3.13條從各獨立非執行董事接獲有關其獨立性之書面確認。本公司認為，全體獨立非執行董事均為獨立人士。

董事會

董事會現由五名執行董事（即李浩先生（主席兼行政總裁）、張必鍾先生、許世真先生、李碧琼女士及郝相君先生）；一名非執行董事（即袁順唐先生）；及三名獨立非執行董事（即黃俊碩先生、黃劍非先生及慕凌霞女士）組成。獨立非執行董事的人數佔董事會不少於三分之一。董事會成員的履歷詳情及關係於本年報第18至27頁「董事及高級管理層的履歷詳情」一節披露。

董事相信，由於全體執行董事及非執行董事於業務管理及專業知識上均具備豐富經驗，而三名獨立非執行董事則具備金融及商業方面的專業知識及廣泛經驗，故董事會的組成反映本集團業務發展所需及有效領導所適用的技能及經驗之間的必要平衡。董事認為，董事會的目前架構能確保董事會的獨立性及客觀性，為保障本公司股東及本公司利益提供制衡體系。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Directors acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2022. The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on page 106 to 121. The Board is responsible for leadership and control of the Company and oversees the Group's business, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. Directors of the Board shall take decisions objectively in the interests of the Company.

In addition, the Board has also delegated various responsibilities to the Board committees. Board meetings are structured so as to encourage open discussion, frank debate and active participation by Directors in meetings. The Company provides the Board with information and explanations that are necessary to enable Directors to make an informed assessment of the financial and other information put before the Board.

Appointment, Re-Election and Removal of Directors

Each of Mr. Li Hao, Mr. Zhang Bizhong and Mr. Xu Shizhen has signed a letter of appointment with our Company with a term of three years commencing from 18 October 2019 and continued thereafter. Mr. Yuan Shuntang has signed a letter of appointment with our Company with a term of two years commencing from 18 October 2019 and continued thereafter. Each of Ms. Li Biqiong and Ms. Mu Lingxia has signed a letter of appointment with our Company with a term of one year commencing from 18 October 2021 and continued thereafter. Mr. Hao Xiangjun has signed a letter of appointment with our Company with a term of one year commencing from 1 April 2022. Mr. Wong Chun Sek Edmund has signed a letter of appointment with our Company with a term of one year commencing from 18 October 2019 and continued thereafter. Mr. Huang Jianfei has signed a letter of appointment with our Company with a term of one year commencing from 19 October 2022. These appointments may be terminated in accordance with the terms of the letter of appointment.

董事知悉彼等負責編製本公司截至二零二二年十二月三十一日止年度之財務報表。董事並不知悉有關可能對本公司的持續經營能力造成重大質疑的事件或情況有任何重大不確定性。本公司獨立核數師就其對財務報表之申報責任的聲明載於第106至121頁的獨立核數師報告。董事會負責領導及監控本公司，監督本集團業務、策略決定及表現，並共同負責指導及監督本公司事務以推動其成功運作。董事會董事須作出符合本公司利益的客觀決定。

此外，董事會亦授權董事委員會履行多項職責。董事會會議以有助鼓勵董事在會議上公開討論、坦誠辯論及積極參與的形式舉行。本公司向董事會提供所需資料及解釋，使董事可就向董事會提呈的財務及其他資料作出知情評估。

董事之委任、重選及罷免

李浩先生、張必鍾先生及許世真先生已分別與本公司簽訂委任函，由二零一九年十月十八日起為期三年，其後將繼續。袁順唐先生已與本公司簽訂委任函，由二零一九年十月十八日起為期兩年，其後將繼續。李碧琼女士及慕凌霞女士已分別與本公司簽訂委任函，由二零二一年十月十八日起為期一年，其後將繼續。郝相君先生已與本公司簽訂委任函，由二零二二年四月一日起為期一年。黃俊碩先生已與本公司簽訂委任函，由二零一九年十月十八日起為期一年，其後將繼續。黃劍非先生已與本公司簽訂委任函，由二零二二年十月十九日起為期一年。該等委任可根據委任函的條款終止。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

According to the articles of association of the Company (the “Articles”), at each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

At any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the members in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Pursuant to the Articles, Mr. Xu Shizhen, Mr. Yuan Shuntang, Mr. Wong Chun Sek Edmund and Mr. Huang Jianfei will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting (“AGM”).

Board Diversity Policy

The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of a diverse Board with a balance of skills, experience and diversity of perspectives to enhance the quality of its performance. All Board appointments will be considered against selection criteria.

根據本公司組織章程細則(「細則」)，在每屆股東週年大會上，當時三分之一董事(若人數並非三的倍數，則須為最接近但不少於三分之一的人數)將輪值告退，惟各董事須於股東週年大會至少每三年告退一次。輪值告退的董事包括有意退任且不參加膺選連任的任何董事。任何其他須告退的董事為自上次獲選連任或聘任後任期最長的董事，但若數名人士於同日出任董事或上次於同日獲選連任董事，則以抽籤決定須告退的董事(除非彼等另行協定)。

董事會有權隨時或不時委任任何人士為董事，以填補董事會臨時空缺或增加現有董事會人數，惟須受股東於股東大會上可能釐定的任何董事人數上限(如有)所規限。任何就此獲委任以填補臨時空缺的董事任期僅至其獲委任後的本公司首屆股東大會為止，屆時須於有關大會上重選連任。任何就此獲委任以增加現有董事會人數的董事任期僅至其獲委任後的本公司首屆股東週年大會為止，並符合資格於有關大會上重選連任。於釐定將於股東週年大會上輪值退任的董事人選或董事數目時，任何就此獲董事會委任的董事不得計算在內。

根據細則，許世真先生、袁順唐先生、黃俊碩先生及黃劍非先生將於應屆股東週年大會(「股東週年大會」)上退任，並合資格且願意重選連任。

董事會成員多元化政策

董事會已採納董事會成員多元化政策，當中載列實現董事會成員多元化之方針。本公司認同及秉持董事會成員應具備提升其履行職責質量的技能、經驗及多元化觀點。所有董事會委任均將根據甄選標準進行。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Company seeks to achieve the diversity of the Board through the consideration of a number of factors in the Board members' selection process, including but not limited to gender, age, cultural and educational background of the Board, professional qualifications, skills, knowledge, industry experience, ethnicity and length of service. All Board appointments will be based on meritocracy and contribution that the selected candidate will bring to the Board, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board. The Directors have a balanced mix of knowledge and skills, including knowledge and experience in the areas of EMS business, transportation and logistics, auditing and accounting, economics and finance industry, technology industry and business administration. Furthermore, the Directors range from 38 years old to 63 years old, and comprise 7 males and 2 female.

The Nomination Committee will review the board diversity policy, as appropriate, to ensure the effectiveness of the board diversity policy and discusses any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

Proceedings of Board Meetings and Board Committee Meetings

The Board may meet for the dispatch of business, adjourn and otherwise regulate its meeting and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. An AGM and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an AGM or an extraordinary general meeting for the passing of a special resolution shall be called by at least 14 days' notice in writing. A meeting of the Board or any committee of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting.

When a Director and the enterprise(s) involved in a proposal of a Board meeting have connected relations, such Director shall not exercise his/her voting rights on such proposal, nor shall he/she exercise any voting rights on behalf of other Directors.

本公司透過考慮董事會成員甄選過程中的多種因素，尋求實現董事會成員多元化，包括但不限於性別、年齡、董事會文化及教育背景、專業資格、技能、知識、行業經驗、道德及服務任期。董事會所有委任均以用人唯才為原則及基於選定候選人將對董事會帶來的貢獻，並以客觀標準考慮人選，同時會充分顧及董事會成員多元化的裨益。董事擁有均衡的知識和技能組合，包括在EMS業務、運輸及物流、審核及會計、經濟及金融業、科技行業及工商管理領域的知識及經驗。此外，董事的年齡介乎38歲至63歲，包括7名男性及2名女性。

提名委員會將於適當時檢討董事會成員多元化政策以確保董事會成員多元化政策的效益，並商討可能需要之任何修訂及向董事會推薦任何有關修訂以供考慮及批准。

董事會會議及董事委員會會議的議事程序

董事會可按其認為合適的方式召開會議處理事務、延會及以其他方式規管其會議及議事程序，並可釐定處理事務所需的法定人數。就通過特別決議案而召開的股東週年大會及股東特別大會須至少提前21日發出書面通知，而就通過特別決議案召開的本公司任何會議（股東週年大會或股東特別大會除外）則須至少提前14日發出書面通知。董事會或董事會轄下任何委員會可透過電話、電子或其他通訊設備（必須讓全體與會人士互相聆聽）舉行會議。

倘董事與董事會會議建議所涉及的企業有關連關係，則該董事不得對相關建議行使表決權，亦不得代表其他董事行使任何表決權。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Set out below are details of the attendance record of each Director at the Board, committee and general meetings of the Company during the Reporting Period:

以下載列各董事出席報告期間所舉行的本公司董事會會議、委員會會議及股東大會的詳細紀錄：

Name of Directors	董事姓名	Attendance/Number of Meetings Held				
		Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Nomination Committee Meeting 提名委員會會議	Remuneration Committee Meeting 薪酬委員會會議	General Meeting 股東大會
Executive Directors		執行董事				
Mr. Li Hao	李浩先生	5/5*	-	-	-	1/1*
Mr. Zhang Bizhong	張必鍾先生	5/5	-	-	-	1/1
Mr. Xu Shizhen	許世真先生	5/5	-	-	-	1/1
Ms. Li Biqiong	李碧琼女士	5/5	-	-	-	-
Mr. Hao Xiangjun (appointed on 1 April 2022)	郝相君先生 (於二零二二年 四月一日獲委任)	4/4	-	-	-	1/1
Non-executive Director		非執行董事				
Mr. Yuan Shuntang	袁順唐先生	5/5	-	-	-	1/1
Independent Non-Executive Directors		獨立非執行董事				
Mr. Huang Jianfei (appointed on 19 October 2022)	黃劍非先生 (於二零二二年 十月十九日獲委任)	2/2	1/1	-	-	-
Mr. Wong Chun Sek Edmund	黃俊碩先生	5/5	3/3*	1/1	1/1	1/1
Ms. Mu Lingxia	慕凌霞女士	5/5	3/3	1/1	1/1*	1/1
Mr. Chen Zhong (resigned on 19 October 2022)	陳忠先生 (於二零二二年 十月十九日辭任)	3/3	2/2	1/1*	1/1	1/1

* representing chairman of the board, the committees or the general meeting

* 指董事會、委員會或股東大會主席

The Board has established three committees, namely, the audit committee ("Audit Committee"), the remuneration committee ("Remuneration Committee") and the nomination committee ("Nomination Committee"), for overseeing aspects of the Company's affairs. All committees have been established with defined written terms of reference, which were posted on the Stock Exchange (www.hkex.com.hk) and the Company website (www.szinken.com). All committees should report to the Board on their decisions or recommendations made.

董事會已成立三個委員會，即審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」），以監察本公司事務的各個方面。所有委員會均設有特定書面職權範圍，分別刊載於聯交所網站(www.hkex.com.hk)及本公司網站(www.szinken.com)。所有委員會須向董事會匯報其作出的決定或推薦意見。

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

所有委員會均獲提供充足資源以履行其職責，並可於適當情況下提出合理要求以尋求獨立專業意見，費用由本公司支付。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Audit Committee

The Audit Committee was established on 20 September 2019 with terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board on the appointment and removal of the external auditor, to review the financial statements and related materials and provide advice in respect of the financial reporting process, and to oversee the risk management and internal control systems of the Group. The Audit Committee comprises three members, all being independent non-executive Directors, namely, Mr. Wong Chun Sek Edmund (Chairman), Mr. Huang Jianfei and Ms. Mu Lingxia. The Group's accounting principles and policies, financial statements and related materials for the year had been reviewed by the Audit Committee.

During the year ended 31 December 2022, the Audit Committee has held three meetings for discussion on the audit and financial reporting related matters. At the meetings, the Audit Committee had recommended to appointed the new auditor of the Company to fill vacancy of the resignation of the existing auditor of the Company, reviewed the final results for the year ended 31 December 2021, the interim results for the six months ended 30 June 2022 and the Group's internal controls and risk management for the year ended 31 December 2021. Full minutes of the Audit Committee meetings are kept by the company secretary. Draft and final versions of the minutes of the Audit Committee meetings are circulated to all members of the Audit Committee for comments and approval and all decisions of the Audit Committee are reported to the Board subject to applicable restriction.

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

The external auditor was invited to attend the Audit Committee meetings to discuss with the Audit Committee members on the audit and financial reporting related matters. The Chairman of the Audit Committee provided the Board with a briefing on the significant issues after each Audit Committee meeting.

審核委員會

審核委員會於二零一九年九月二十日成立，其職權範圍符合企業管治守則的規定，旨在就外聘核數師的委任及罷免向董事會提供推薦意見、審閱財務報表及相關材料、就財務申報過程提供意見及監察本集團的風險管理及內部監控系統。審核委員會由三名成員組成，全為獨立非執行董事，即黃俊碩先生(主席)、黃劍非先生及慕凌霞女士。本集團於年內的會計原則及政策、財務報表及相關材料已由審核委員會審閱。

截至二零二二年十二月三十一日止年度，審核委員會曾舉行三次會議，以討論審計及財務申報相關事宜。審核委員會已於會議上建議委任本公司之新核數師以填補本公司現有核數師辭任引致的空缺、審閱截至二零二一年十二月三十一日止年度之全年業績、截至二零二二年六月三十日止六個月之中期業績及本集團截至二零二一年十二月三十一日止年度之內部監控及風險管理。審核委員會的完整會議紀錄由公司秘書保管。全體審核委員會成員均獲發審核委員會的會議紀錄初稿及定稿傳閱，以便提供意見及批准。除非受到適用限制，否則審核委員會之所有決定均須向董事會匯報。

審核委員會的職權範圍可於本公司及聯交所網站查閱。

外聘核數師獲邀出席審核委員會會議，與審核委員會成員討論審計及財務申報相關事宜。審核委員會主席於每次審核委員會會議後向董事會提供重大問題簡報。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

The Group's final results for the Reporting Period had been reviewed by the Audit Committee before submission to the Board for approval. The Audit Committee had also reviewed this annual report, and confirmed that this annual report is completed and accurate, and has complied with the Listing Rules. There is no disagreement between the Directors and the Audit Committee regarding the selection and appointment of the external auditors.

Remuneration Committee

The Remuneration Committee was established on 20 September 2019 with terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board on the overall remuneration policy and structure relating to the Directors and senior management of the Group, to review and evaluate their performance in order to make recommendations on the remuneration package of each of the Directors and senior management of the Company. The Remuneration Committee comprises three members, all being independent non-executive Directors, namely, Ms. Mu Lingxia (Chairman), Mr. Huang Jianfei and Mr. Wong Chun Sek Edmund.

During the Reporting Period, the Remuneration Committee has held one meeting. Full minutes of the Remuneration Committee meetings are kept by the company secretary. At the meeting, the Remuneration Committee had reviewed and made recommendation to the Board on the remuneration policies of the Directors and the senior management as well as the remuneration packages for the year ended 31 December 2021 and the year ending 31 December 2022 and the performance of the Directors. Draft and final versions of the minutes of the Remuneration Committee meetings are circulated to all members of the Remuneration Committee for comments and approval and all decisions of the Remuneration Committee are reported to the Board subject to applicable restriction. The terms of reference of the Remuneration Committee are available on the website of the Company and of the Stock Exchange.

本集團於報告期間的全年業績於提交董事會批准前已由審核委員會審閱。審核委員會亦已審閱本年報，並確認本年報為完整及準確，並已遵守上市規則。董事與審核委員會於挑選及委任外聘核數師方面並無意見分歧。

薪酬委員會

薪酬委員會於二零一九年九月二十日成立，其職權範圍符合企業管治守則的規定，旨在就與本集團董事及高級管理層相關的整體薪酬政策及架構向董事會提供推薦意見、審閱及評估其表現以就本公司各董事及高級管理層的薪酬組合提供推薦意見。薪酬委員會由三名成員組成，全為獨立非執行董事，即慕凌霞女士(主席)、黃劍非先生及黃俊碩先生。

於報告期間，薪酬委員會曾舉行一次會議。薪酬委員會的完整會議紀錄由公司秘書保管。薪酬委員會已於會議上審閱董事及高級管理層之薪酬政策以及截至二零二一年十二月三十一日止年度及截至二零二二年十二月三十一日止年度之薪酬待遇與董事表現，並向董事會提供推薦建議。全體薪酬委員會成員均獲發薪酬委員會的會議紀錄初稿及定稿傳閱，以便提供意見及批准。除非受到適用限制，否則薪酬委員會之所有決定均須向董事會匯報。薪酬委員會的職權範圍可於本公司及聯交所網站查閱。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Remuneration of Directors and Senior Management

The Group has paid and accrued the amounts of approximately RMB1.9 million, RMB1.4 million, RMB1.0 million, RMB0.3 million, RMB0.1 million, RMB0.1 million, RMB0.1 million, RMB0.1 million, RMB0.1 million and RMB0.02 million to Mr. Li, Mr. Zhang, Mr. Xu, Ms. Li, Mr. Hao, Mr. Yuan, Mr. Wong, Mr. Chen, Ms. Mu and Mr. Huang respectively, as Directors' remuneration, for the year ended 31 December 2022.

Directors' remuneration is determined based on a variety of factors such as market conditions and responsibilities assumed by each Director. As at 31 December 2022, there was no arrangement in which the Directors waived their remuneration.

Nomination Committee

The Board would follow a set of formal, considered and transparent procedures for the appointment of new directors to the Board. The appointment of a new director has been a collective decision of the Board, taking into consideration the candidate's qualification, expertise, experience, integrity and commitment to his/her responsibilities within the Group. In addition, all candidates to be selected and appointed as a director must be able to meet the standards set out in Rules 3.08 and 3.09 of the Listing Rules.

The Nomination Committee was established on 20 September 2019 with terms of reference in compliance with the CG Code for the purpose of making recommendations to the Board on the appointment of Directors and the management of the Board succession. The Nomination Committee consists of three members, all being independent non-executive Directors, namely Mr. Huang Jianfei (Chairman), Mr. Wong Chun Sek Edmund and Ms. Mu Lingxia.

董事及高級管理層薪酬

截至二零二二年十二月三十一日止年度，本集團向李先生、張先生、許先生、李女士、郝先生、袁先生、黃俊碩先生、陳先生及慕女士及黃劍非先生支付及應計作董事薪酬的款項分別約為人民幣1.9百萬元、人民幣1.4百萬元、人民幣1.0百萬元、人民幣0.3百萬元、人民幣0.1百萬元、人民幣0.1百萬元、人民幣0.1百萬元、人民幣0.1百萬元、人民幣0.1百萬元及人民幣0.02百萬元。

董事薪酬乃按市況及各董事所承擔責任等多項因素釐定。於二零二二年十二月三十一日，概無董事放棄彼等薪酬的安排。

提名委員會

董事會委任新董事時一直奉行正式、審慎及具透明度的程序。委任新董事須由董事會集體決定，當中考慮候選人的資歷、專業知識、經驗、誠信及對本集團職責的承擔。此外，全體將獲遴選及委任為董事的候選人必須符合上市規則第3.08及3.09條所載標準。

提名委員會於二零一九年九月二十日成立，其職權範圍符合企業管治守則的規定，旨在就董事委任及董事會繼任管理向董事會提供推薦意見。提名委員會由三名成員組成，全為獨立非執行董事，即黃劍非先生（主席）、黃俊碩先生及慕凌霞女士。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

During the Reporting Period, the Nomination Committee has held one meeting. At the meeting, the Nomination Committee had reviewed the structure, size and composition of the Board, assessing the independence of independent non-executive Directors, reviewed the board diversity policy and other matters of the Company. Full minutes of the Nomination Committee meetings are kept by the company secretary. Draft and final versions of the minutes of the Nomination Committee meetings are circulated to all members of the Nomination Committee for comments and approval and all decisions of the Nomination Committee are reported to the Board subject to applicable restriction. The terms of reference of the Nomination Committee are available on the website of the Company and of the Stock Exchange.

Nomination Policy

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

Selection Criteria

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

- (1) reputation for integrity;
- (2) accomplishment and experience in the business in which the Group is engaged in;
- (3) commitment in respect of available time and relevant interest;
- (4) diversity in all its aspects, including but not limited to race, gender, age (18 years or above), cultural and educational background and length of service;
- (5) qualifications which include professional qualifications, skills, knowledge and industry experience that are relevant to the Company's business and corporate strategy;

於報告期間，提名委員會曾舉行一次會議。於會議上，提名委員會已檢討董事會的架構、規模及組成、評估獨立非執行董事的獨立性、檢討董事會多元化政策及本公司其他事宜。提名委員會的完整會議紀錄由公司秘書保管。全體提名委員會成員均獲發提名委員會的會議紀錄初稿及定稿傳閱，以便提供意見及批准。除非受到適用限制，否則提名委員會之所有決定均須向董事會匯報。提名委員會的職權範圍可於本公司及聯交所網站查閱。

提名政策

本公司已為提名委員會採納一項提名政策，以考慮於股東大會上選舉董事或委任董事以填補臨時空缺並向股東提出推薦建議。

甄選標準

提名委員會在評估建議候選人是否合適時會參考下列因素：

- (1) 誠信聲譽；
- (2) 在本集團所從事業務方面的成就及經驗；
- (3) 可投入時間及相關利益的承諾；
- (4) 各方面的多元化，包括但不限於種族、性別、年齡（18歲或以上）、文化及教育背景以及服務年期；
- (5) 資質，包括與本公司業務及公司策略相關的專業資格、技能、知識及行業經驗；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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| (6) the number of existing directorships and other commitments that may demand the attention of the candidate; | (6) 現有董事人數及可能需要候選人垂注的其他承諾； |
| (7) requirement for the Board to have Independent Non-executive Directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules; | (7) 上市規則關於董事會須擁有獨立非執行董事的規定，以及根據上市規則第3.08、3.09及3.13條所載的獨立性指引有關候選人是否視為獨立人士； |
| (8) Board Diversity Policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and | (8) 本公司的董事會成員多元化政策以及提名委員會為實現董事會成員多元化而採取的任何可計量目標；及 |
| (9) such other perspectives appropriate to the Company's business. | (9) 對本公司業務而言屬適當的其他方面。 |

Director Nomination Procedure

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

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| (1) The Nomination Committee and/or Board will identify potential candidates based on the criteria as set out in the selection criteria, possibly with assistance from external agencies and/or advisors; | (1) 提名委員會及／或董事會將根據甄選標準所載標準物色潛在候選人(可能請求外部代理機構及／或顧問協助進行)； |
| (2) The Nomination Committee and/or the Company Secretary of the Company will then provide the Board with the biographical details and details of the relationship between the candidate and the Company and/or Directors, directorships held, skills and experience, other positions which involve significant time commitment and any other particulars required by the Listing Rules, the Companies Law of the Cayman Islands and other regulatory requirements for any candidate for appointment to the Board; | (2) 提名委員會及／或本公司公司秘書隨後將向董事會提供有關候選人的履歷詳情以及該候選人與本公司及／或董事之間的關係詳情、所任董事職位、技能及經驗、需投入大量時間的其他職位以及上市規則、開曼群島公司法及其他監管要求規定須就任何候選人獲選進入董事會而披露的任何其他詳情； |
| (3) The Nomination Committee would then make recommendation to the Board on the proposed candidate(s) and the terms and conditions of the appointment; | (3) 提名委員會隨後將就建議候選人以及委任條款及條件向董事會作出推薦建議； |
| (4) The Nomination Committee should ensure that the proposed candidate(s) will enhance the diversity of the Board, being particularly mindful of gender balance; | (4) 提名委員會應確保，建議候選人將會提高董事會成員多元化，尤其要關注性別平衡； |

董事提名程序

在本公司組織章程細則及上市規則條文的規限下，若董事會認為需要新增董事或高級管理層成員，應遵循以下程序：

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

- (5) In the case of the appointment of an Independent Non-executive Director, the Nomination Committee and/or the Board should obtain all information in relation to the proposed Director to allow the Board to adequately assess the independence of the Director in accordance with the factors set out in Rules 3.08, 3.09 and 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time; and
- (6) The Board will then deliberate and decide on the appointment based upon the recommendation of the Nomination Committee.

The Nomination Committee will monitor the implementation of the Nomination Policy and report to the Board annually.

Whistleblowing policy

In compliance with the CG Code, the Group has implemented whistleblowing policy to provide a well-defined and accessible channel for reporting fraud, corruption, dishonest practices, or other similar matters and guidance on how an investigation would be initiated upon receiving a complaint. The policy also protects employees who report fraudulent activities in good faith and reasonable belief. The Board will monitor and review the effectiveness of the whistleblowing policy from time to time.

Anti-fraud and anti-corruption policy

In compliance with the CG Code, the Group has implemented anti-fraud and anti-corruption policy. According to the Group's anti-corruption policy, all employees shall abide by the laws and regulations of the PRC and shall not engage in any illegal activities. Employees shall uphold the code of ethics, advocate fair competition and act against bribery. Any bribery, fraud, money laundering and embezzlement are prohibited. Employees must not accept or request any improper benefits including banquets, gifts, securities, valuables and high-expenditure entertainment activities from business partners, suppliers and merchants, etc. When there is any alleged case in violation of laws, regulations, code of conduct or Group's policies, the Group will investigate and impose disciplinary actions upon offenders after verification. The Group also provides trainings to directors and employees from time to time to ensure that they comply and familiar with the anti-fraud and anti-corruption policy of the Group. The Board will monitor and review the effectiveness of the anti-fraud and anti-corruption policy from time to time.

- (5) 就委任獨立非執行董事而言，提名委員會及／或董事會應取得與建議董事有關的所有資料，以令董事會可依照上市規則第3.08、3.09及3.13條（以聯交所可能不時作出的任何修訂為準）所載因素充分評估該董事的獨立性；及
- (6) 董事會隨後將基於提名委員會的推薦建議進行商討並決定是否委任。

提名委員會將監察提名政策的實施並每年向董事會報告。

舉報政策

為遵守企業管治守則，本集團推行舉報政策，為舉報欺詐、貪污、不誠實行為或其他類似事項提供明確而容易使用的管道，並為收到投訴後如何啟動調查提供指導。該政策亦保護出於真誠及合理信念舉報欺詐活動的員工。董事會將不時地監察及審查舉報政策的有效性。

反欺詐及反貪污政策

為遵守企業管治守則，本集團推行反欺詐及反貪污政策。根據本集團的反貪污政策，所有員工應遵守中國的法律和法規，不得從事任何非法活動。員工應堅持道德準則，提倡公平競爭及反對賄賂。禁止任何賄賂、欺詐、洗黑錢及盜用公款的行為。員工不得接受或要求商業夥伴、供應商和商家等提供任何不正當利益，包括宴請、禮品、證券、貴重物品及高消費娛樂活動等。如果有任何涉嫌違反法律、法規、行為準則或本集團政策的案件，本集團將進行調查，並在核實後對違法者進行懲處。本集團亦不時為董事及員工提供培訓，以確保彼等遵守及熟悉本集團的反欺詐及反貪污政策。董事會將不時地監督及審查反欺詐及反貪污政策的有效性。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Corporate Governance Function

The Board does not have a Corporate Governance Committee. The functions that would be carried out by a Corporate Governance Committee are performed by the Board as a whole and are as follows:

1. to develop and review the Company's policies and practices on corporate governance;
2. to review and monitor the training and continuous professional development of directors and senior management;
3. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
4. to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
5. to review the Company's compliance with the CG code and disclosure in the Corporate Governance Report.

The corporate governance policy is formulated with an emphasis on the Board's quality, effective internal control, stringent disclosure practices and transparency and accountability to all shareholders of the Company. The Board strives to comply with the code provisions and reviews its corporate governance policy regularly in order to maintain high standards of business ethics and corporate governance, and to ensure the full compliance of the Group's operations with applicable laws and regulations.

Continuous Professional Development

Pursuant to the CG Code provision C.1.4, all Directors should participate in a programme of continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding training, placing an appropriate emphasis on the roles, functions and duties of the Directors. During the year ended 31 December 2022, the Company had arranged to provide trainings to all the Directors.

企業管治職能

董事會並無成立企業管治委員會。由企業管治委員會履行的職能將由董事會整體履行並列示如下：

1. 制訂及檢討本公司的企業管治政策及常規；
2. 檢討及監察董事及高級管理層的培訓及持續專業發展；
3. 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
4. 制訂、檢討及監察適用於僱員及董事的行為守則及合規手冊(如有)；及
5. 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

企業管治政策的制定重點在於董事會質素、有效內部監控、嚴格披露慣例，以及對本公司全體股東的透明度及問責性。董事會致力遵守守則條文，並定期檢討其企業管治政策以維持高水平商業操守及企業管治，確保本集團營運全面符合適用法律及法規。

持續專業發展

根據企業管治守則條文第C.1.4條，全體董事應參與持續專業發展項目以發展及更新彼等之知識及技能，確保彼等對董事會作出明智及相關之貢獻。本公司須負責安排及資助培訓，並適當強調董事之角色、職能及職責。截至二零二二年十二月三十一日止年度，本公司已安排向全體董事提供培訓。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

For the year ended 31 December 2022, the Directors participated in the following continuous professional development:

截至二零二二年十二月三十一日止年度，董事參與下列持續專業發展：

Training on corporate governance, director's duties, environment, social and governance, and/or regulatory update
有關企業管治、董事職責、環境、社會及管治及／或法規更新的培訓

Name of Directors	董事姓名	
Executive Directors	執行董事	
Mr. Li Hao	李浩先生	✓
Mr. Zhang Bizhong	張必鍾先生	✓
Mr. Xu Shizhen	許世真先生	✓
Ms. Li Biqiong	李碧琼女士	✓
Mr. Hao Xiangjun	郝相君先生	✓
Non-executive Director	非執行董事	
Mr. Yuan Shuntang	袁順唐先生	✓
Independent Non-Executive Directors	獨立非執行董事	
Mr. Huang Jianfei	黃劍非先生	✓
Mr. Wong Chun Sek Edmund	黃俊碩先生	✓
Ms. Mu Lingxia	慕凌霞女士	✓

External Auditor's Remuneration

PricewaterhouseCoopers ("PwC") has resigned as the auditor of the Company with effect from 28 October 2022 and the Company appointed Mazars CPA Limited as the external auditor of the Company with effect from 28 October 2022 to fill the vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company. There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor. During the year ended 31 December 2022, the fee paid/payable to Mazars CPA Limited, in respect of its audit services provided to the Company was approximately RMB1.3 million, and the fee paid to PwC, in respect of its non-audit services provided to the Company was approximately RMB0.4 million.

外聘核數師酬金

羅兵咸永道會計師事務所（「羅兵咸永道」）已辭任本公司核數師一職，自二零二二年十月二十八日起生效，而本公司已委任中審眾環（香港）會計師事務所有限公司為本公司外部核數師，自二零二二年十月二十八日起生效，以填補羅兵咸永道辭任後的空缺，並會一直任職，直至本公司下屆週股東週年大會結束為止。董事會與審核委員會概無就外聘核數師的遴選、委任、辭任或罷免出現任何意見分歧。截至二零二二年十二月三十一日止年度，就中審眾環（香港）會計師事務所有限公司向本公司提供的審計服務的已付／應付費用約為人民幣1.3百萬元及就羅兵咸永道向本公司提供的非審計服務的已付費用約為人民幣0.4百萬元。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Internal Control

The Company does not have an internal audit department and is currently of the view that there is no immediate need to set up an internal audit department within the Group in light of the size, nature and complexity of the Group's business and structure. The Board is responsible for maintaining an adequate internal control system and risk management to safeguard the investments of the shareholders and Group's assets and reviewing the effectiveness of such through Audit Committee on an annual basis. The Audit Committee oversees the internal control system and risk management of the Group, reports to the Board on any material issues and makes recommendations. An annual review of the effectiveness of the system of internal controls and risk management of the Group will be conducted.

During the Reporting Period, the Company also engaged an independent internal control adviser to carry out review on the internal control system and risk management system of the Group. The review involves all material monitoring aspects, including but not limited to finance, operation, compliance and risk management. The adviser has conducted analysis and independent assessment on the adequacy and the effectiveness of the internal control system and risk management of the Group, and has submitted the findings and recommendations to the Audit Committee and the Board. The Board is of the view that the internal control measures and risk management in place are adequate and effective to safeguard the interest of shareholders and the Group's assets.

Delegation by the Board

In general, the Board oversees the Company's strategic development and determines the objectives, strategies and policies of the Group. The Board also monitors and controls operating and financial performance and sets appropriate policies for risk management in pursuit of the Group's strategic objectives. The Board delegates the implementation of strategies and day-to-day operation of the Group to the management.

內部監控

本公司並無內部審核部門，且目前認為，鑑於本集團業務及架構的規模、性質及複雜程度，並無迫切需要在本集團建立內部審核部門。董事會負責維持充分的內部監控系統及風險管理，以保障股東投資及本集團資產，並負責通過審核委員會每年檢討其有效性。審核委員會監督本集團的內部監控系統及風險管理，就任何重大事宜向董事會作出報告並提供推薦建議。將對本集團內部監控系統及風險管理的有效性進行年度審查。

於報告期間，本公司亦聘請獨立內部監控顧問審查本集團的內部監控系統及風險管理系統。審查工作涉及所有重大監察方面，包括但不限於財務、營運、合規及風險管理。該顧問已對本集團內部監控系統及風險管理的充分性及有效性進行分析及獨立評估，並已向審核委員會及董事會提交結果及推薦建議。董事會認為，已落實的內部監控措施及風險管理屬充分及有效，可保障股東權益及本集團資產。

董事會授權

一般而言，董事會監督本公司的策略發展，並釐定本集團的目標、策略及政策。董事會亦監察及控制營運及財務表現，並因應本集團的策略目標設定適當風險管理政策。董事會授權管理層執行本集團的策略及日常營運工作。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Company Secretary

Ms. Jian has been appointed as the company secretary of the Company since February 2019 and is responsible for overseeing all the company secretarial matters of the Group. In the opinion of the Board, Ms. Jian possesses the necessary qualification and experience, and is capable of performing the functions of the company secretary. During the year ended 31 December 2022, Ms. Jian confirmed that she has taken no less than 15 hours of relevant professional training. The Company will provide fund for Ms. Jian to take no less than 15 hours of appropriate professional training in each financial year as required under Rule 3.29 of the Listing Rules.

Shareholders' Rights

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An AGM of the Company shall be held in each year and at the place as may be determined by the Board. Each general meeting, other than an AGM, shall be called an extraordinary general meeting.

Shareholders to Convene an Extraordinary General Meeting

Pursuant to article 64 of the Articles, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Putting Enquiries by Shareholders to the Board

Shareholders may send written enquiries to the Company for the attention of the company secretary at the Company's principal place of business in Hong Kong.

公司秘書

自二零一九年二月起，簡女士已獲委任為本公司之公司秘書，並負責監察本集團之一切公司秘書事宜。董事會認為，簡女士具備必要資歷及經驗，並具有履行公司秘書職務的能力。截至二零二二年十二月三十一日止年度，簡女士確認其已參與不少於15小時的相關專業培訓。根據上市規則第3.29條的規定，本公司將於各財政年度為簡女士提供資金，以供其參與不少於15小時的適當專業培訓。

股東權利

本公司的股東大會為股東與董事會提供溝通機會。本公司每年舉行股東週年大會，地點由董事會釐定。股東週年大會以外的各股東大會均稱為股東特別大會。

股東召開股東特別大會

根據細則第64條，本公司任何一名或以上股東（於遞呈要求當日持有有權於股東大會上投票的本公司繳足股本不少於十分之一者）應隨時有權以書面方式向董事會或本公司秘書遞呈要求的方式，述明要求董事會召開股東特別大會以處理要求內訂明的任何事項。該大會須於該項要求遞呈後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可以相同方式召開大會，而本公司須向遞呈要求人士償付所有由遞呈要求人士因董事會未能召開大會而產生的合理開支。

股東向董事會提問

股東可透過本公司的香港主要營業地點向本公司發出書面查詢，並註明收件人為公司秘書。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Procedures for Putting Forward Proposals by Shareholders at Shareholders' Meetings

Shareholders of the Company are requested to follow article 72 of the Articles for including a resolution at an extraordinary general meeting. The requirements and procedures are set out above in the paragraph headed "Proceedings at general meeting".

Pursuant to article 113 of the Articles, no person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by that person (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office of the Company provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven days and that (if then notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgement of such notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

The procedures for shareholders of the Company to propose a person for election as a Director is posted on the website of the Company. Shareholders of the Company may refer to the above procedures for putting forward any other proposals at general meetings.

股東於股東大會提呈議案的程序

本公司股東向股東特別大會提呈決議案時須遵守細則第72條。規定及程序載於上文「股東大會議事程序」一段。

根據細則第113條，除退任董事外，任何人士如未獲董事推薦參選，均無資格在任何股東大會上獲選出任董事，除非本公司總辦事處或登記處已收到一份由妥為符合資格出席大會並於會上投票的股東（不包括擬獲提議推薦的人士）簽署的通知，其內表明彼擬提議推薦該人士參選董事之職，以及一份由該獲提議推薦人士所簽署表示候選意願的通知，惟作出有關通知的最短期間須至少為七日（如該通知是在為該選舉委任的股東大會通告發出後提交），且提交有關通知的期間須於寄發指定進行選舉的股東大會通知的翌日開始，並在不遲於有關股東大會日期前七日完結。

本公司股東提名某一人士參選董事的程序刊載於本公司網站。本公司股東可參閱上述於股東大會提呈任何其他議案的程序。

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

Investors Relations

The Company believes that effective communication with the investors is essential for enhancing investors' knowledge and understanding of the Company. Information of the Company is disseminated to the shareholders in the following manner:

- Delivery of annual and interim results and reports to all shareholders;
- Publication of announcements on the annual and interim results on the website of the Company and Stock Exchange, and issue of other announcements and shareholders' circulars in accordance with the continuing disclosure obligations under the Listing Rules; and
- The general meeting of the Company is also an effective communication channel between the Board and shareholders.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquiries to the Board or the Company may be sent by post to the Company's principle place of business in Hong Kong.

Dividend Policy

The Company has adopted a Dividend Policy that aims to provide the guidelines for the Board to determine whether dividends are to be declared and paid to the Shareholders and the level of dividend to be paid. Under the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, among others,

- (1) the Group's actual and expected financial performance;
- (2) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;
- (3) retained earnings and distributable reserves of the Company and each of the members of the Group;
- (4) the Group's liquidity position;

投資者關係

本公司認為，與投資者保持有效的溝通對於增強投資者對本公司的認識及了解至關重要。本公司透過下列方式向股東傳達資料：

- 向全體股東送呈年度及中期業績及報告；
- 根據上市規則的持續披露責任，於本公司及聯交所網站刊登年度及中期業績公告，以及刊發其他公告及股東通函；及
- 本公司股東大會亦為董事會與股東的有效溝通橋樑。

本公司持續促進投資者關係，加強與現有股東及潛在投資者的溝通，同時歡迎各位投資者、利益相關者及公眾的建議。如對董事會或本公司有任何詢問，可郵寄至本公司於香港的主要營業地點。

股息政策

本公司已採納一項股息政策，旨在為董事會確定是否向股東宣派及派付股息以及將予派付的股息水平提供指引。根據股息政策，在決定是否建議派付股息及確定股息金額時，董事會應考慮(其中包括)以下各項：

- (1) 本集團的實際及預期財務表現；
- (2) 本集團的預期營運資金需求、資本支出需求及未來擴充計劃；
- (3) 本公司以及本集團各成員公司的保留盈利及可供分派儲備；
- (4) 本集團的流動資金狀況；

CORPORATE GOVERNANCE REPORT (Continued)

企業管治報告 (續)

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| (5) interest of shareholder; | (5) 股東利益； |
| (6) taxation consideration; | (6) 稅收考量； |
| (7) potential effect on creditworthiness; | (7) 對信譽的潛在影響； |
| (8) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and | (8) 整體經濟狀況以及可能影響本集團業務或財務表現及狀況的其他內部或外部因素；及 |
| (9) any other factors that the Board deems appropriate. | (9) 董事會認為適當的任何其他因素。 |

The declaration and payment of dividends by the Company shall remain to be determined at the sole discretion of the Board and is also subject to any restrictions under the Companies Law of the Cayman Islands, the Listing Rules, the laws of Hong Kong and the Company's Memorandum and Articles of Association and any other applicable laws and regulations. The Company does not have any pre-determined dividend distribution ratio. The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

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

Constitutional Documents

On 20 September 2019, the Company has adopted an amended and restated memorandum and articles of association which had been uploaded to the websites of the Company and the Stock Exchange. On 8 December 2022, the Company proposes to amend the current memorandum and articles of association for the purpose of (i) conforming with the core shareholder protection standards set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022; and (ii) incorporating other consequential and housekeeping amendments (the "Amendments"). These Amendments are subject to the approval by the shareholders of the Company by way of a special resolution at the AGM.

本公司是否宣派及派付股息應由董事會全權酌情釐定，亦須遵守開曼群島公司法、上市規則、香港法例及本公司組織章程大綱及細則以及任何其他適用法律及法規的任何限制。本公司並無任何預定股息分派比率。本公司過往的股息分派紀錄不應被用作確定本公司日後可能宣派或派付的股息水平的參考或依據。

本公司將持續檢討股息政策並保留按唯一及絕對酌情權隨時更新、修訂及／或修改股息政策的權利，而股息政策無論如何均不構成本公司作出的關於將會以任何特定金額支付股息的具有法律約束力的承諾，且／或無論如何不為本公司施加於任何時間或不時宣派股息的義務。

組織章程文件

於二零一九年九月二十日，本公司已採納經修訂及重述之組織章程大綱及細則，並已上傳至本公司及聯交所網站。於二零二二年十二月八日，本公司建議修訂現有組織章程大綱及細則，旨在(i)符合於二零二二年一月一日生效的上市規則附錄3所載核心股東保障標準；及(ii)納入其他後續及內部修訂(「修訂」)。該等修訂須待本公司股東於股東週年大會上以特別決議案方式批准後，方告作實。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Scope and Reporting Period

The Board is pleased to present its first Environmental, Social and Governance (“ESG”) report, which highlights its ESG performance from 1 January 2022 to 31 December 2022 (the “Reporting Period”).

This ESG report was prepared with reference to the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) as described in Appendix 27 of the Listing Rules and Guidance set out by the Stock Exchange.

The Group is mainly engaged in provision of electronic manufacturing service and over 90% of its revenue derived from the PRC market. The scope of this ESG report covers the Group’s business in the PRC, where the Group’s principal operations and manufacturing plant are located (the “Factory”), and its major revenue is derived. The Group’s operations outside the PRC are not included in the scope as they do not have significant environmental and social impacts.

Reporting Principles

The reporting principles of this ESG report emphasise the following areas:

- **Materiality:** The threshold at which environmental, social and governance issues become sufficiently important to investors and other stakeholders is the core content of this ESG report.
- **Measurability:** The key performance indicators used to assess the effectiveness of ESG policies.
- **Consistency:** Information in this ESG report is consistently presented. If there are any changes in methods or key performance indicators used or other factors affecting a meaningful comparison, these changes will be disclosed in this ESG report.
- **Balance:** The information is presented without the inappropriate use of selections, omissions or other forms of manipulation that would influence a decision or judgment by the reader.

範圍及報告期間

董事會欣然提呈其首份環境、社會及管治（「環境、社會及管治」）報告，當中主要介紹二零二二年一月一日至二零二二年十二月三十一日（「報告期間」）的環境、社會及管治表現。

本環境、社會及管治報告乃參照聯交所上市規則與指引附錄27環境、社會及管治報告指引（「環境、社會及管治報告指引」）而編製。

本集團主要從事提供電子製造服務，而90%以上的收益來自中國市場。本環境、社會及管治報告的範圍涵蓋本集團的中國業務，而中國為本集團主要業務及製造廠房（「工廠」）所在地及主要收益來源地。由於本集團在中國以外的業務營運並無重大環境及社會影響，故未計入報告範圍。

報告原則

本環境、社會及管治報告的報告原則著重以下範疇：

- **重要性：**有關環境、社會及管治事宜會對投資者及其他利益相關方產生重要影響之處，是本環境、社會及管治報告的核心內容。
- **可計量：**用作評估環境、社會及管治政策的效益的關鍵績效指標。
- **一致性：**本環境、社會及管治報告的資料呈報一致。若所採用方法或關鍵績效指標出現任何變動而影響具有意義的比較時，則該等變動將於本環境、社會及管治報告內披露。
- **平衡：**資料的呈列並無不恰當使用影響讀者決策或判斷的選擇、遺漏或其他形式的操縱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The Group applied the principle of materiality to determine the scope of this ESG report. The scope of this ESG report covers the Group's business and all entities in the PRC. The Group's operations outside the PRC were not included in the scope as they do not have significant environmental and social impacts.

ESG Governance

The Group strictly follows its established ESG policies, commitments, strategies and objectives in order to ensure a sustainable business development. The structure of ESG governance mainly comprised of two components, namely the board of directors (the "Board") and the management team.

The Board holds the overall responsibility for the Group's ESG strategy and reporting by overseeing the overall governance and progress of the Group's ESG management system, policies, commitments, strategies and objectives.

Management of the Group is responsible for the collection and analysis of ESG data, implementation of appropriate strategies to improve the Group's ESG performance, assessment of whether current ESG policies and improvement measures are effective, compliance with relevant ESG laws and regulations and the reporting of major issues to the Board. To assess the effectiveness of the Group's ESG policies, management sets key performance indicators and compares the indicators of current year with those of prior year. Based on the results of this comparison, ESG reports and the feedback from stakeholders, the Board reviews the progress made by the Group against its ESG-related goals and targets. The relevance of ESG-related goals and targets to the Group's business operations are determined by regular communications with stakeholders.

The data and information in this ESG report are sourced from the relevant documents, reports, statistical data, management and operation information collected by the Group. The Board has reviewed the contents of this ESG report.

本集團應用重要原則以釐定本環境、社會及管治報告的範圍。本環境、社會及管治報告範圍涵蓋本集團業及在中國的所有實體。由於本集團在中國以外的業務對環境及社會無重大影響。故並無納入報告範圍。

環境、社會及管治治理

本集團嚴格遵循其既定環境、社會及管治政策、承諾、策略及目標以保障業務可持續發展。環境、社會及管治治理的架構主要由兩個部分董事會(「董事會」)及管理團隊組成。

董事會透過監督本集團的環境、社會及管治管理系統、政策、承諾、策略及目標方面的整體管治及進展，履行本集團的環境、社會及管治的策略及報告的全面責任。

本集團管理層負責收集及分析環境、社會及管治數據、採取恰當措施加強本集團的環境、社會及管治表現、評估當前的環境、社會及管治政策及改善措施是否有效及遵守環境、社會及管治相關的法律法規，並向董事會呈報重大事宜。為評估本集團的環境、社會及管治政策是否有效，管理層制定關鍵績效指標並將本年度的指標與過往年度進行比較。按照比較的結果、環境、社會及管治報告和持份者的回饋，董事會與環境、社會及管治相關目標及指標來審視本集取得的進展。與環境、社會及管治相關的目標和指標及本集團業務運營的相關性，實由持份者定期溝通而釐定。

本環境、社會及管治報告所載數據及資料來自本集團所收集的相關文件、報告、統計數據、管理及營運資料。董事會已審閱本環境、社會及管治報告的內容。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

ESG Strategies

Key ESG strategies adopted by the Group are set out below:

- Identify material and relevant ESG issues through regular communications with stakeholders
- Perform materiality assessment on the identified ESG issues by considering their potential impact on the environment, society as well as the business operations, financial performance and stakeholders of the Group
- Prioritise the identified ESG issues and design effective strategies to mitigate these issues
- Review the effectiveness of ESG strategies on an annual basis

Stakeholder Engagement

The Group fully understands that balancing the expectations and needs of different stakeholders is the focus of corporate sustainable development. Through listening to the interests of our stakeholders, we understand the sustainable development risks and opportunities confronting the Group from different aspects, and develop corresponding policies and implement various environmental, social and governance measures. The Group maintains an open and transparent dialogue with its stakeholders through various channels including meetings, trade exhibitions, surveys, seminars and workshops and reflect their opinions in the report. The data and information in this ESG report are sourced from the relevant documents, reports, statistical data, management and operation information collected by the Group. The Board has reviewed the contents of this ESG report.

環境、社會及管治策略

本集團所採納的主要環境、社會及管治策略載列如下：

- 透過與持份者定期溝通，辨別重大及相關環境、社會及管治事宜
- 對所辨別的環境、社會及管治事宜進行重要評估，方式為考慮彼等對環境、社會以及本集團業務營運、財務表現及持份者的潛在影響
- 排序所辨別的環境、社會及管治事宜，並制定生效策略去緩和該等事宜
- 每年檢討環境、社會及管治策略的效能

利益相關者參與

本集團深諳平衡不同利益相關者的期望和需求是企業可持續發展的重點。透過傾聽利益相關者的訴求，我們從不同方面了解本集團所面對的可持續發展風險及機遇，並制定相應政策及實施多種環境、社會及管治措施。本集團通過多種渠道（包括會議、貿易展覽、調查、研討會及專題討論會）維持與利益相關者的公開及透明談話，並在本報告中反映彼等的意見。本環境、社會及管治報告內的數據及資料源自本集團所收集的相關文件、報告、統計數據、管理及營運資料。董事會已審閱本環境、社會及管治報告的內容。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The following table summarises the main expectations and concerns of the key stakeholders identified by the Group, and the corresponding management responses.

下表概述本集團所識別的主要利益相關者的主要期望和所關注的議題以及相應的管理層回應。

Stakeholders 利益相關者	Communication Channel 溝通渠道	Management responses/Key Concerns 管理層回應／主要議題
Governments and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法律法規 Corresponding government policies 相應政府政策 	<ul style="list-style-type: none"> Tax compliance 稅務合規 Regulatory compliance 監管合規 Business ethics 商業操守
Shareholders 股東	<ul style="list-style-type: none"> Financial results 財務業績 Corporate report and announcement 企業報告及公告 General meeting 股東大會 	<ul style="list-style-type: none"> Financial performance 財務表現 Corporate governance 企業管治 Risk management and internal control 風險管理及內部監控
Employees 僱員	<ul style="list-style-type: none"> Career development platform 職業發展平台 Salary and benefits 薪金與福利 Safe working environment 安全工作環境 	<ul style="list-style-type: none"> Promotion mechanism 晉升機制 Competitive salary and employee benefits 有競爭力的薪金及僱員福利 To provide trainings for employees and strengthen their safety awareness 為僱員提供培訓及提升安全意識
Customers 客戶	<ul style="list-style-type: none"> Customer compliant mechanism 客戶投訴機制 Customer rights and interests protection 客戶權益保護 	<ul style="list-style-type: none"> Product liability 產品責任 Customer privacy protection 客戶隱私保護
Suppliers 供應商	<ul style="list-style-type: none"> Integrity cooperation 真誠合作 Business ethics and credibility 商業操守及信譽 	<ul style="list-style-type: none"> To build a responsible supply chain 建立負責任的供應鏈 To perform the contract according to law 依法履行合約
Community and the public 社區與公眾	<ul style="list-style-type: none"> Environmental protection 環境保護 Public donation 社區投入 	<ul style="list-style-type: none"> Community investment 公益捐贈

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Materiality Assessment

With reference to the scopes as required under the ESG Reporting Guide and taking into consideration of the Group's business operations, the Group identified the following environmental, social and operating issues that are material and relevant to the Group's business operations during the year ended 31 December 2022. If the Group does not implement effective strategies to monitor and solve these issues, these issues may affect the Group's financial condition or operating performance. Further, the Group made a materiality assessment on these environmental, social and operating issues by conducting interviews with its stakeholders.

重要性評估

經參考環境、社會及管治報告指引所規定的範圍，以及經考慮本集團業務營運後，截至二零二二年十二月三十一日止年度，本集團已識別以下與本集團業務營運相關的重大環境、社會及營運問題。倘本集團未實施有效策略監控及解決相關問題，則相關問題可能會影響本集團的財務狀況或經營業績。此外，本集團透過與利益相關者進行訪談對相關環境、社會及營運問題進行重要性評估。

Environmental issues 環境問題	Social issues 社會問題	Operating issues 營運問題
1. Greenhouse gas emissions	8. Local community engagement	15. Economic value generated
2. Energy consumption	9. Community investment	16. Corporate governance
3. Water consumption	10. Occupational health and safety	17. Anti-corruption
4. Waste	11. Labour standards in supply chain	18. Supply chain management
5. Saving energy measures	12. Training and development	19. Customer satisfaction
6. Use of raw materials and packaging materials	13. Employee welfare	20. Customer privacy
7. Compliance with laws and regulations relating to environmental protection	14. Inclusion and equal opportunities	
1. 溫室氣體排放	8. 當地社區參與	15. 所產生經濟價值
2. 能源消耗	9. 社區投資	16. 企業管治
3. 耗水	10. 職業健康與安全	17. 反貪污
4. 廢棄物	11. 供應鏈勞工標準	18. 供應鏈管理
5. 節能措施	12. 培訓及發展	19. 客戶滿意度
6. 使用原材料及包裝物料	13. 僱員福利	20. 客戶私隱
7. 遵守環境保護相關法律法規	14. 共融及平等機會	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The Group prioritised the above-mentioned environmental, social and operating issues in terms of their importance to the Group's stakeholders and business operations.

本集團已優先考慮上述環境、社會及營運問題對本集團利益相關者及業務運營的重要性。

Importance to the Group's stakeholders and business operations

ESG risks

對本集團利益相關者及業務運營的重要性

環境、社會及管治風險

High	高	1, 2, 3, 4, 5, 6, 7, 14, 15, 16, 17, 18, 19, 20
Medium	中	10, 11, 12, 13
Low	低	8, 9

Based on the results of the Group's materiality assessment, the Group would formulate and implement appropriate strategies to monitor and solve the identified issues and to achieve sustainable business development.

根據本集團的重要性評估結果，本集團將制定及實施適當策略以監測及解決已發現的問題並實現可持續業務發展。

Contact us

The Group welcomes stakeholders to provide their opinions and suggestions. You can provide valuable advice in respect of this Report or the Group's performances in sustainable development to our principal place of business.

聯絡我們

本集團歡迎持者提供意見及建議。閣下可就本報告或本集團可持續發展的表現，到本公司主要營業地點提供寶貴意見。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

A. Environment

The Group acknowledges its responsibility to protect the environment and it has implemented policies to reduce emissions and improve the efficiency in the use of resources. In addition, we regularly hold training activities to raise employees' awareness of environmental protection. The contents of training include environmental pollution and management conditions of the company, environmental policies and guidelines, environmental laws and regulations and other requirements, the company's environmental factors and management systems, and energy conservation and emission reduction.

The Group's operations are subject to certain environmental requirements pursuant to the laws in the PRC, such as the Environmental Protection Law of the PRC (中華人民共和國環境保護法), the Law of the PRC on Environmental Impact Assessment (中華人民共和國環境影響評價法), the Law of the PRC on the Prevention and Control of Water Pollution (中華人民共和國水污染防治法), the Law of the PRC on the Prevention and Control of Atmospheric Pollution (中華人民共和國大氣污染防治法), the Law of the PRC on the Prevention and Control of Pollution From Environmental Noise (中華人民共和國環境噪聲污染防治法) and the Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法).

These laws and regulations govern a broad range of environmental matters, including air pollution, noise emissions and water and waste discharge. The Group's business operations in the PRC should comply with laws and regulations concerning the environment protection.

During the year ended 31 December 2022 and 2021, the Group did not record any non-compliance with applicable environmental requirements that resulted in prosecution, penalty, administrative fine or sanction being imposed against the Group.

A. 環境

本集團深知保護環境的責任，並落實政策以便在使用資源過程中減排提效。此外，我們定期舉辦培訓活動，以提高僱員的環保意識。培訓內容包括公司環境污染及管理現狀、環境政策及方針、環保法律法規及其他要求、公司的各項環境因素及管理制度以及節能減排舉措。

本集團的業務營運須遵守中國法律的若干環保規定，例如《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國環境噪聲污染防治法》及《中華人民共和國固體廢物污染環境防治法》。

該等法律及法規監管各類環境事項，包括空氣污染、噪聲污染以及排水及排廢。本集團在中國的業務營運應遵守環保相關法律及法規。

截至二零二二年及二零二一年十二月三十一日止年度，本集團並無發生任何因不遵守適用環保規定而遭受控訴、處罰、行政罰款或制裁的情況。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

A.1 Emissions

In order to comply with the applicable environmental protection laws, the Group has implemented environmental protection policies, reducing air and water pollution, paper consumption, and electricity consumption. During the year ended 31 December 2022, sources of the Group's emissions mainly included consumption of petrol and electricity consumption.

(i) Air pollutant emissions

During the year ended 31 December 2022, air pollutant emissions were mainly related to petrol consumption for the use of the Group's self-owned vehicles, which contributed to the emission of 370.3 kg (2021: 296.73 kg) of nitrogen oxides (NOx), 0.49 kg (2021: 0.39 kg) of sulphur oxides (SOx) and 35.51 kg (2021: 28.45 kg) of respiratory suspended particles (PM).

(ii) Greenhouse gas emissions

A.1 排放

為遵守適用環保法律，本集團已實施環保政策以減少空氣及水污染、紙張消耗以及耗電量。截至二零二二年十二月三十一日止年度，本集團排放物的來源主要包括汽油消耗及電力消耗。

(i) 空氣污染物排放

截至二零二二年十二月三十一日止年度，空氣污染物的排放源主要與使用本集團自有汽車所消耗的汽油有關，導致排放氮氧化物(NOx) 370.3 千克(二零二一年：296.73 千克)、硫化物(SOx) 0.49 千克(二零二一年：0.39 千克)及可吸入懸浮顆粒(PM) 35.51 千克(二零二一年：28.45 千克)。

(ii) 溫室氣體排放

		Year ended 31 December 截至十二月三十一日止年度	
		2022 二零二二年	2021 二零二一年
		Emission (in tCO ₂ e) 排放量 (噸二氧化碳當量)	
Scope of greenhouse gas emissions	溫室氣體排放範圍		
Scope 1 Direct emission	範圍1 直接排放		
Combustion of petrol for mobile vehicles	汽車汽油燃燒	75.1	64.7
Scope 2 Indirect emission	範圍2 間接排放		
Purchased electricity	外購電力	658.0	522.5
Total	總計	733.1	587.2

Note:

(1) Emission factors were made by reference to Appendix 27 of the Main Board Listing Rules and their referred documentation as set out by the Stock Exchange, unless stated otherwise.

附註：

(1) 除非另有指明，否則排放系數為參考聯交所主板上市規則附錄27及其參考文件而作出。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the year ended 31 December 2022, the Group's activities contributed to 733.1 tonnes (2021: 587.2 tonnes) (0.01 tCO₂/m²) of carbon dioxide equivalent (carbon dioxide, methane, nitrous oxide and hydrofluorocarbons) emission. Details of the Group's measures to reduce the consumption of resources and the related emissions are set out below. As a result of these measures, the employees' awareness of reducing the consumption of resources and the related emissions has been increased. Same as the previous years, the Group did not receive any complaints or warnings on greenhouse gas emissions during the year ended 31 December 2022, and targets to achieve the same performance in 2022.

Petrol consumption

During the year ended 31 December 2022, the Group's motor vehicles travelled approximately 222,498 km (2021: 184,583 km), which consumed 32,574 litres (2021: 28,099 litres) of petrol and contributed to 75.1 tonnes (2021: 64.7 tonnes) of carbon dioxide equivalent emissions. To reduce the emissions arising from petrol consumption, the Group encourages its employees to use public transport when they attend business activities. For business activities that take place within walking distance, the Group encourages its employees to walk or cycle to the destination. The Group targets that its petrol consumption in 2022 will not exceed the level consumed during the year ended 31 December 2022.

截至二零二二年十二月三十一日止年度，本集團的活動產生排放物（二氧化碳、甲烷、一氧化二氮及氫氟碳化物）733.1噸（二零二一年：587.2噸）（0.01噸二氧化碳當量／平方米）二氧化碳當量。本集團為減少資源消耗及相關排放而採取的措施詳情載列如下。由於該等措施的實施，僱員減少資源消耗及相關排放量的意識有所提高。與往年一樣，本集團在截至二零二二年十二月三十一日止年度並無接獲有關溫室氣體排放的任何投訴或警告，並定下目標於二零二二年達成同樣表現。

汽油消耗

截至二零二二年十二月三十一日止年度，本集團的機動車行駛約222,498公里（二零二一年：184,583公里），消耗32,574升（二零二一年：28,099升）汽油並產生排放物75.1噸（二零二一年：64.7噸）二氧化碳當量。為減少汽油消耗產生的排放物，本集團鼓勵僱員選乘公共交通參加業務活動。對於步行範圍內的業務活動而言，本集團鼓勵僱員步行或騎車前往目的地。本集團定下目標，於二零二二年的汽油消耗不會超逾截至二零二二年十二月三十一日止年度的消耗水平。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Electricity consumption

During the year ended 31 December 2022, the Group consumed 805,549 kWh (2021: 649,636 kWh) of electricity (1,068 kWh (2021: 1,003 kWh) per employee) in connection with its daily business operations, which contributed to 658.0 tonnes (2021: 522.6 tonnes) of carbon dioxide equivalent emissions. To reduce the emissions arising from electricity consumption, the Group encourages its employees to switch off the lights and other electricity appliances when they leave the office and production premises. The Group targets that its electricity consumption in 2022 will not exceed the level consumed during the year ended 31 December 2022.

(iii) Hazardous waste

During the year ended 31 December 2022, the Group generated nil hazardous waste. The Group has engaged a qualified waste collector to control the generation of hazardous waste. The Group will strive to maintain generation of hazardous waste through upgrading technologies whenever possible. Same as the previous years, the Group did not receive any complaints or warnings on disposal of its hazardous waste during the year ended 31 December 2022, and targets to achieve the same performance in 2022.

(iv) Non-hazardous waste

During the year ended 31 December 2022, the Group generated a total of 11.8 tonnes (2021: 10.1 tonnes) of non-hazardous waste (0.01 tonnes (2021: 0.01 tonnes) per employee). The major non-hazardous waste generated by the Group were packaging materials, metal scraps, paper waste, and sawdust, will be collected and weighed before being recycled or sold to recycling company. The Group regularly reminds its employees to use resources efficiently and try to avoid the generation of waste. As a result, the employees' awareness of waste management has been increased. Same as the previous two years, the Group did not receive any complaints or warnings on disposal of its non-hazardous waste during the year ended 31 December 2022, and targets to achieve the same performance in 2022.

電力消耗

截至二零二二年十二月三十一日止年度，本集團的日常業務營運消耗電力805,549千瓦時(二零二一年：649,636千瓦時)(每名僱員1,068千瓦時(二零二一年：1,003千瓦時))，產生排放物658.0噸(二零二一年：522.6噸)二氧化碳當量。為減少用電產生的排放物，本集團鼓勵僱員在離開辦公室及生產場所時關閉電燈及其他用電設備。本集團定下目標，於二零二二年的電力消耗不會超越截至二零二二年十二月三十一日止年度的消耗水平。

(iii) 有害廢棄物

截至二零二二年十二月三十一日止年度，本集團並無產生有害廢棄物。本集團已聘請合資格垃圾清潔工控制危險廢物的產生。本集團將通過盡可能升級技術來控制有害廢物的產生。與往年一樣，本集團在截至二零二二年十二月三十一日止年度並無接獲扔棄有害廢棄物的任何投訴或警告，並定下目標於二零二二年達成同樣表現。

(iv) 無害廢棄物

截至二零二二年十二月三十一日止年度，本集團共產生11.8噸(二零二一年：10.1噸)無害廢棄物(每名僱員0.01噸(二零二一年：0.01噸))。本集團所產生的主要無害廢棄物為包裝材料、金屬廢料、廢紙及木屑，將會在收集及稱重後回收或出售予回收公司。本集團定期提醒僱員有效利用資源，盡量避免產生廢棄物。因此，僱員對廢棄物管理的意識有所提高。與前兩年一樣，本集團在截至二零二二年十二月三十一日止年度並無接獲扔棄無害廢棄物的任何投訴或警告，並定下目標於二零二二年達成同樣表現。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

(v) Water consumption

During the year ended 31 December 2022, the Group consumed 88,892 m³ (2021: 58,973 m³) of water (117.9 m³ (2021: 91.0 m³) per employee) in connection with its daily business operations. To reduce the emissions arising from water usage, the Group encourages its employees to conserve water and remember to turn off the water tap after use. As a result, the employees has increased their awareness to consume water usage. During the year ended 31 December 2022, the Group did not encounter any problems in sourcing water that is fit for purpose. Further, the Group did not consume a significant amount of water that was and disproportional to the scale of its business operations. The Group targets that its water consumption in 2022 will not exceed the level consumed during the year ended 31 December 2021.

A.2 Use of resources

In order to reduce use of resources in our daily operations, the Factory maintains its operations in accordance with the guidelines set forth under the “Environment Management Policy and Objectives” and “Administrative Measures for Energy Consumption”. In addition, the “2017 Working Plan for Energy Conservation and Emission Reduction” was formulated and publicity and education activities were carried out for the purposes of enhancing the awareness of energy conservation and emission reduction among our employees. At the same time, the Factory streamlined energy-saving and emission reduction measures and strived to reduce energy consumption and costs. To improve work efficiency, the Factory established an energy saving and emission reduction working group to monitor the use of resources in the Factory and implemented the policies of appropriate incentives and penalties.

(v) 水消耗

截至二零二二年十二月三十一日止年度，本集團的日常業務營運用水88,892立方米(二零二一年：58,973立方米)(每名僱員117.9立方米(二零二一年：91.0立方米))。為減少用水產生的排放物，本集團鼓勵僱員節約用水及於使用後謹記關閉水龍頭。因此，僱員用水意識有所提高。截至二零二二年十二月三十一日止年度，本集團在採購適用水源方面並無任何問題。此外，本集團所消耗的水量與其業務規模相稱。本集團定下目標，於二零二二年的水消耗不會超逾截至二零二一年十二月三十一日止年度的消耗水平。

A.2 資源使用

為減少日常業務營運的資源使用，工廠按照「環境管理政策和目標」及「能源消耗管理辦法」所載指引營運。此外，制定《二零一七年節能減排工作計劃》，開展宣傳教育活動，提高僱員的節能減排意識。同時，工廠簡化節能減排措施，努力降低能耗和成本。為提高工作效率，工廠成立節能減排工作組，負責監督工廠的資源使用情況，並實施適當的獎懲政策。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the year ended 31 December 2022, the Group's business activities did not cause significant adverse impact on the environment and natural resources. The Group's total consumption of electricity, water and packaging materials during the year ended 31 December 2022 together with the relevant conservation measures adopted by the Group are detailed in the section headed "A.1 Emissions" above.

To further improve the use of resources, the Group takes the following actions on an ongoing basis:

截至二零二二年十二月三十一日止年度，本集團的業務活動並無導致對環境及自然資源有重大不利影響。本集團於截至二零二二年十二月三十一日止年度的電、水及包裝材料消耗總量，連同本集團所採取的相關節約措施，均已於上文「A.1 排放」一節詳述。

為進一步改善資源使用，本集團會持續採取以下行動：

Item 項目	Measures 措施
Electricity saving 節省電力	<ol style="list-style-type: none">(1) Minimize use of air conditioners by maintaining a minimum air conditioning temperature of 26°C in the office area 通過辦公室區域保持最低空調溫度攝氏26度以最大程度減少空調使用(2) Reduce the lighting time by turning off all lighting equipment before leaving office 離開辦公室前關閉所有照明設備，以減少照明時間(3) Turn off the power of all devices before leaving office to reduce the standby time of such devices 離開辦公室前關閉所有設備的電源，以減少該等設備的待機時間
Water saving 節省用水	<ol style="list-style-type: none">(1) Turn off the faucet immediately after washing hands 洗手後立即關閉水龍頭(2) Improve daily maintenance of water and heating pipelines to prevent leakage of water 改善供水和供熱管道的日常維護，以防止漏水(3) Use recycled water for the spray-work painting booth located within the Factory 工廠內的噴漆房使用再生水
Vehicle management 車輛管理	<ol style="list-style-type: none">(1) Turn off air-conditioning and engine of vehicles when parked for a long period to reduce oil consumption 長時間停車時關閉車輛的空調和發動機以減少油耗(2) Formulate maintenance plans and regularly inspect vehicles 制定維修計劃並定期檢查車輛

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Item 項目	Measures 措施
Office supplies management 辦公用品管理	<ol style="list-style-type: none">(1) Use recycled paper 使用回收紙張(2) Use double-sided paper 採用雙面打印(3) Promote paperless office by using electronic communications to reduce paper 通過電子通信減少紙張使用量，促進無紙化辦公(4) Encourage personal use of drinking cups for less use of disposable cups 鼓勵使用個人水杯，減少一次性水杯的使用(5) Improve the purchase and distribution policies of office supplies by prioritizing use of energy-saving and environmental products 通過優先使用節能環保產品改善辦公用品的購買及分配政策

As a result, the Group's employees are more aware of the importance of using resources efficiently.

因此，本集團僱員更了解有效利用資源的重要性。

A.3 The environment and natural resources

During the year ended 31 December 2022, the Group's business activities did not cause significant adverse impact on the environment and natural resources. To further improve the use of resources, the Group takes the following actions on an ongoing basis:

- keep track of its consumption level of resources;
- review the effectiveness of its conservation measures; and
- design improvement measures

As a result, the Group's employees are more aware of the importance of using resources efficiently.

A.4 Climate change

The Group manages the climate change risk with reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), which are structured around four core elements: Governance, Strategy, Risk Management and Metrics and Targets. The Board oversees the governance and reporting of the Group's climate change risk. Management of the Group regularly monitors and identifies climate change risk that is relevant to the Group's business operations. Strategies will be implemented on a timely manner to mitigate such risk.

A.3 環境及自然資源

截至二零二二年十二月三十一日止年度，本集團的業務活動並無對環境及自然資源造成重大不利影響。為進一步改善資源的運用，本集團持續採取以下行動：

- 追蹤資源消耗水平；
- 檢討保護措施的有效性；及
- 設計改善措施

因此，本集團的僱員更加意識到有效利用資源的重要性。

A.4 氣候變化

本集團處理氣候變化風險時，參考氣候相關財務披露工作小組(TCFD)的建議。建議圍繞四個核心要素：管治、戰略、風險管理以及指標和目標。董事會監督本集團的氣候變化風險的管治和報告。本集團管理層定期監測和識別與本集團業務營運相關的氣候變化風險，並會及時實行策略，減輕此類風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the year ended 31 December 2022, the Group identified the following climate-related risks that may have material impacts on the Group's business operations:

Physical risks

The increased frequency and severity of extreme weather such as typhoons, storms and heavy rains can disrupt the Group's operations by damaging the power grid, and communication infrastructures, and injuring its employees during their work, leading to reduced capacity and decreased in productivity, or expose the Group to risks associated with non-performance and delayed performance. To minimise the potential risks and hazards, the Group has flexible working arrangements and precautionary measures during bad or extreme weather conditions.

Transition risks

The Group anticipates that there will be more stringent climate legislations and regulations to support the global vision of carbon neutrality. We acknowledge the requirements to enhance the climate-related information disclosures as a result of the recent update of the ESG Reporting Guide in respect to significant climate-related impact disclosures of an issuer. Stricter environmental laws and regulations may expose enterprises to higher risks of claims and lawsuits. Corporate reputation may also be adversely affected by the failure to meet the compliance requirements for climate change. The Group's related capital investment and compliance costs may increase. In response to the policy and legal risks as well as the reputation risks, the Group regularly monitors existing and emerging trends, policies and regulations relevant to climate and be prepared to alert the Board where necessary to avoid cost increments, penalties for non-compliance and/or reputational risks due to delayed response.

在截至二零二二年十二月三十一日止年度內，本集團物色以下可能對本集團的業務營運產生重大影響的氣候相關風險：

物理風險

颱風、風暴和暴雨等極端天氣發生的頻率和嚴重程度日增，可能會破壞電網和通訊基建，擾亂本集團的運營，並使僱員在工作中受傷，導致產能下降和生產力降低，或使本集團面臨未能履行和延遲履行的相關風險。為了儘量減少潛在風險和危險，本集團在惡劣或極端天氣條件下，設有靈活的工作安排和預防措施。

過度風險

本集團預計將有更嚴格的氣候立法和法規，用來支援碳中和的全球願景。我們得悉最近環境社會及管治報告指引內，有關發行人重大氣候相關影響披露方面有所更新，要求加強氣候相關資料的披露。環境法律和法規嚴謹，可能令企業面臨更高的索賠和訴訟風險。企業名聲亦可能因未能達到氣候變化的合規要求而受到不利影響。本集團的相關資本投資和合規成本可能增加。為了應對政策和法律風險以及聲譽風險，本集團定期注視與氣候有關的現有和新出現趨勢、政策和法規，並作好準備於必要時提醒董事會，以免出現成本遞增、不合規的處罰及／或因延遲回應引致的聲譽風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

B. Social

B.1 Employment and labour practices

(i) Employment

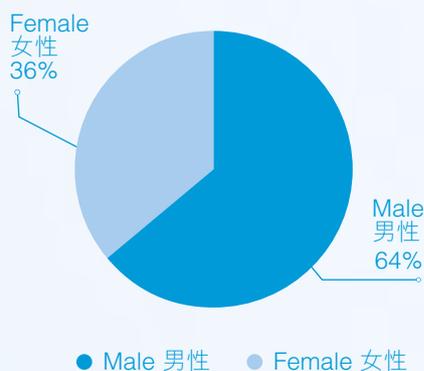
Total employees and turnover

The Group had a total number of 754 (2021: 648) full-time employees located in China as at 31 December 2022. During the year ended 31 December 2022, the Group closely monitored the number of employees that were required to run its business operations.

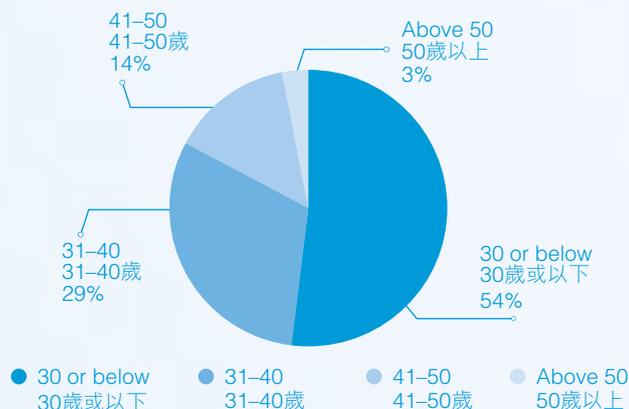
Set forth below are the distribution of the Group's employees as at 31 December 2022 and 2021 by gender and age group:

As at 31 December 2022:

Distribution of employees by gender
按性別劃分的僱員分佈情況



Distribution of employees by age group
按年齡段劃分的僱員分佈情況



B. 社會

B.1 僱傭及勞工常規

(i) 僱傭

僱員總數及流失率

於二零二二年十二月三十一日，本集團合共有754(二零二一年：648)名全職僱員身處中國。截至二零二二年十二月三十一日止年度，本集團密切監察營運業務所需的僱員人數。

本集團僱員於二零二二年及二零二一年十二月三十一日按性別及年齡段劃分的分佈情況載列如下：

於二零二二年十二月三十一日：

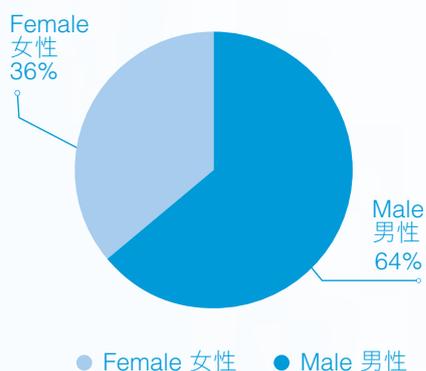
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

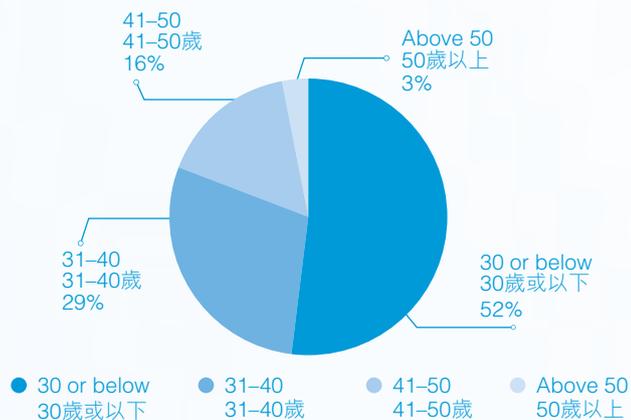
As at 31 December 2021:

於二零二一年十二月三十一日：

Distribution of employees by gender 按性別劃分的僱員分佈情況



Distribution of employees by age group 按年齡段劃分的僱員分佈情況



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

According to the “Anti-Discrimination Policy” of the Factory, the expertise of job applicants will determine their employment status. The remuneration, bonus, allowances and other forms of subsidies payable by the Factory to our employees are subject to their work performance, expertise, and competence, regardless of their sex, race, religious beliefs, age, disability, sexual orientation, nationality, political views, social status, social and racial backgrounds, and other factors. The “Anti-Discrimination Policy” also protects the rights and interests of female employees, under which, marriage or pregnancy discrimination is not permitted for employment of women, and therefore no pregnancy test shall be performed on any female job applicant. The Factory shall make proper arrangements to prevent the well-being of pregnant women from being affected by work. In case that the management or external service providers are in violation of the “Anti-Discrimination Policy”, they shall be subject to penalties. Our employees may lodge complaints with our administrative department via a complaint hotline or the suggestion box, and the administrative department will conduct a regular review each week, launch investigation, and address any violation if identified. During the Reporting Period, the Group did not identify any complaint case from our employees. During the Reporting Period, the Group did not identify any complaint case from our employees.

Set forth below is the Group’s employee turnover rate by gender and age group:

Category		2022	2021
類別		二零二二年	二零二一年
By gender	按性別劃分		
Male	男	86%	133%
Female	女	93%	118%
By age group	按年齡組別劃分		
30 or below	30歲或以下	122%	191%
31–40	31–40歲	59%	79%
41–50	41–50歲	37%	27%
51 or above	51歲或以上	19%	36%

根據工廠的「禁止歧視政策」，應聘者的專長決定其僱傭狀況。工廠支付予僱員的薪酬、花紅、津貼及其他形式的補助均取決於僱員的工作表現、技能及能力，而不論性別、種族、宗教信仰、年齡、殘疾、性取向、國籍、政治觀點、社會地位、社會和種族背景等其他因素。「禁止歧視政策」亦保護女性僱員權益，規定不得禁止或阻止僱用已婚或懷孕女性，不得對應聘者進行孕檢。工廠應為孕婦作合理安排，避免安排孕婦從事影響健康的工作。若管理人員或外部服務人員違反「禁止歧視政策」，需接受處分。僱員亦可透過投訴熱線或意見箱向行政部申訴，行政部每週定期檢閱，展開調查並在發現任何違規情況時處理。於報告期間，本集團並無任何僱員申訴案例。

以下為本集團按性別及年齡組別劃分的僱員流失率：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the Reporting Period, the Group understood that the turnover rate remained high. In the future, we will step up the implementation of measures to lower the employee turnover rate, including reviewing the remuneration packages within the industry, improving the respective treatment and talent development mechanism, and providing more training and assisting our employees in preparing their career plan. In addition, we will commit ourselves to improving the management mechanism of the Group, while cultivating the teamwork culture.

During the Reporting Period, the Group did not identify any non-compliance case related to employment.

Employee benefits and welfare

The Group enters into employment contracts with its employees and the employment contract terms were stipulated under the principles of fairness, voluntarism, mutual consent, integrity and credibility. The remuneration package offered to employees includes salary, bonuses and other subsidies. In general, the remuneration package is based on each employee's qualifications, position, seniority and work performance. The Group carries out an annual review system to assess the performance of its employees, which forms the basis of decisions with respect to salary raises, bonuses and promotions.

During the year ended 31 December 2022, the Group maintains social insurance for its employees pursuant to the applicable PRC laws and regulations by making contributions to the mandatory social insurance and housing provident funds which provide basic retirement, medical, work-related injury, maternity and unemployment benefits.

本集團了解報告期間的流失率依然較高，未來將加強實行降低僱員流失率的措施，包括檢視行業的薪資待遇、提高相應待遇及完善人才培養機制及提供更多培訓及幫助僱員制定職業生涯規劃。此外，我們將致力於改善本集團管理機制，培育團隊精神。

於報告期間，本集團並無發現任何與僱傭相關的違規個案。

僱員待遇及福利

本集團與僱員訂立僱傭合約，僱傭合約的條款乃按公平、自願、雙方同意、誠信及信譽的原則訂定。向僱員提供的薪酬待遇包括薪資、花紅和其他補貼。一般而言，薪酬待遇乃基於每位僱員的資質、職位、資歷及工作表現而釐定。本集團實施年檢制度，評估僱員的表現，評估結果為加薪、花紅及晉升決策的依據。

截至二零二二年十二月三十一日止年度，本集團根據適用中國法律及法規向強制性社保及住房公積金供款，以為僱員投購社保，提供基本的退休、醫療、工傷、生育及失業福利。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the year ended 31 December 2022, the Group complies with the Labour Law of the PRC and did not experience any significant disputes with its employees or any disruption to business operations due to labour disputes. In addition, the Group did not experience any difficulties in the recruitment and retention of experienced core staff or skilled personnel.

Labour standards

During the year ended 31 December 2022, there was no child labour nor forced labour working in the Group. The job application requirement specifies that job applicants must be at least 18 years old. To ensure that job applicants can meet the age requirement, identities of job applicants are verified against their valid identity documents, relevant permits and certificates.

The human resources department is required to carry out background checks to authenticate information provided by job applicants and is required to fill in forms that confirm hired employees have met the age requirement. If child labour or forced labour is discovered, such matter will be reported to the human resources department and senior management. The Group will enhance the relevant internal controls to eliminate such matter. No material non-compliance in relation to laws and regulations regarding prevention of child and forced labour was recorded during the year ended 31 December 2022.

Equal opportunity

The Group provides equal opportunities for employees in respect of recruitment, job advancement, training and development, etc. Employees are not discriminated against or deprived of such opportunities on the basis of race, nationality, religion, physical condition, disability, gender, pregnancy, sexual orientation, political status, age and any other discrimination prohibited by applicable law. Employees shall not act in discriminatory manner or they can be subject to disciplinary actions.

截至二零二二年十二月三十一日止年度，本集團遵守中華人民共和國勞動法，並無與僱員產生任何重大糾紛，亦無因勞動糾紛而產生任何業務營運中斷。此外，本集團在招聘及挽留有經驗核心僱員或熟練人員方面並無遇到任何困難。

勞工標準

在截至二零二二年十二月三十一日止年度，本集團內並無童工或強迫勞動情況。工作申請要求定明，求職者必須至少年滿18歲。為確保求職者能夠達到年齡要求，求職者身份將根據其有效身份文件、相關許可證和證書進行核實。

人力資源部需作背景調查，驗證求職者提供的資料，並需填寫表格，確認所僱用的員工符合年齡規定。如果發現童工或強迫勞動問題，將會向人力資源部及高級管理層報告。本集團將加強相關內部監控，杜絕有關事宜。截至二零二二年十二月三十一日止年度，本公司並沒有關防止童工和強迫勞動的法律法規方面出現重大違規行為的記錄。

平等機會

本集團在招聘、晉升、培訓及發展等方面為僱員提供平等機會。僱員不會因種族、國籍、宗教、身體條件、殘疾、性別、妊娠、性取向、政治面貌、年齡及適用法律禁止的任何其他歧視而就該等機會遭受歧視或被剝奪該等機會。僱員不得歧視他人，否則可能會受到紀律處分。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

(ii) Employee relations

The Directors consider that it is important to maintain good relationship with employees. The Group maintains regular communications with its employees by arranging gatherings, celebration activities and trainings. Through these activities, the Group would collect feedback from its employees on job satisfactions and their expectations on the Group and would implement appropriate strategies to improve the work environment and its relationship with the employees.

(iii) Employee health and safety

The Group places emphasis on occupational health and work safety. It provides a safe working environment and training sessions for its employees to ensure that they can work safely. It has also implemented a system of recording and handling accidents. Further, the Group also has dedicated personnel responsible for administering the internal worker safety policies, providing relevant training and education, and conducting regular inspections. During the year ended 31 December 2022, the Group had not experienced any material safety accidents or been penalised for any non-compliance relating to work safety laws and regulations.

(ii) 僱員關係

董事認為，與僱員維持良好關係十分重要。本集團通過安排聚會、慶祝活動及培訓定期與僱員溝通。藉助該等活動，本集團可聽取僱員在工作滿意度及對本集團的期望方面收集反饋意見，並實施適當策略改善工作環境及與僱員的關係。

(iii) 僱員健康與安全

本集團注重職業健康及工作安全，為僱員提供安全的工作環境和培訓課程，確保彼等可安全工作，亦實施記錄及處理事故系統。此外，本集團亦擁有專職人員負責管理內部僱員安全政策，提供相關的培訓和教育，並進行定期檢查。截至二零二二年十二月三十一日止年度，本集團並無發生任何重大安全事故，亦無因不遵守工作安全法律及法規而受到處罰。

		FY2022 & FY2021 二零二二財政年度及 二零二一財政年度
Occupational health and safety data	職業健康與安全數據	
Work related fatality	工傷死亡率	-
Work injury cases >3 days	三天以上的工傷事故	-
Work injury cases <=3 days	三天及以內的工傷事故	-
Lost days due to work injury	工傷停工天數	-

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

(iv) Development and Training

The Group's various types of employee training not only help employees improve their skills sets and operational efficiency, but also provide an opportunity for their personal development. According to the "Human Resources Management Procedure" for the Factory, the administrative department shall formulate training programs, under which, each employee is required to receive position-related training, including in-house and external training. Training effectiveness will be assessed by written or oral tests, hand-on operations, spot check and other measures. Employees whose specific work has significant impacts on the environmental and occupational safety and health will be assessed by the administrative department for their qualifications, and the assessment scope will cover their academic background, competence, training, and/or qualifications. Such employees, only if determined as eligible, will be permitted to take up the position.

During the Reporting Period, the Factory focused on training related to production safety, hygienic practices and personal health, medical treatment and first aid, and environmental protection.

(iv) 發展及培訓

本集團安排各類型僱員培訓，不僅提升工作技能及營運效率，亦為僱員的個人發展提供機會。根據工廠的「人力資源管理程序」，行政部須制定培訓計劃，每位僱員需接受與工作有關的培訓，包括內部和外部培訓。培訓效果會以筆試、口試、實際操作、抽查及其他方式進行評估。從事對環境及職業安全健康有重大影響的特定工作僱員由行政部安排資格評估，評估範圍涵蓋學歷、能力、培訓及／或資歷，僱員評估合格後方可上崗。

工廠於報告期間的培訓重點為安全生產、衛生習慣和個人健康、醫療急救及環境保護等方面。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Set forth below is the number and percentage of training hours completed by the Group's employees by gender and employee category:

以下為本集團僱員(按性別及僱員類別劃分)完成培訓時數及百分比：

		For the year ended 31 December 2022 截至二零二二年十二月三十一日止年度			
Employee category		Male training hours	Female training hours	Total training hours	% of training hours by employee category
僱員類別		男性培訓時數	女性培訓時數	總培訓時數	按僱員類別劃分培訓時數的百分比
Senior management	高級管理層	77	29	106	3%
Middle Management	中級管理層	262	50	312	8%
Other employees	其他僱員	2,247	1,495	3,742	89%
Total	總計	2,586	1,574	4,160	100%
% of training hours by gender	按性別劃分培訓時數的百分比	62%	38%		

		For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度			
Employee category		Male training hours	Female training hours	Total training hours	% of training hours by employee category
僱員類別		男性培訓時數	女性培訓時數	總培訓時數	按僱員類別劃分培訓時數的百分比
Senior management	高級管理層	40	12	52	4%
Middle Management	中級管理層	98	22	120	9%
Other employees	其他僱員	702	428	1,130	87%
Total	總計	840	462	1,302	100%
% of training hours by gender	按性別劃分培訓時數的百分比	64%	36%		

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Training Focuses During the Reporting Period

報告期間的培訓重點

Trainees 培訓對象	Training Program Description 培訓內容
Entry-level employees 新進員工	Various systems related to working hours, remuneration calculation, and remuneration package and fringe benefits 工作時間、工資計算方法、薪酬待遇及附加福利制度 Employee Manual, and factory-wide rules and regulations 員工手冊、廠規廠紀 Occupational health and safety, and environmental awareness 職業健康安全、環保意識 Knowledge related to fire safety and counter-terrorism 消防安全、反恐安全知識 Hygienic practices and personal health, and medical treatment and first aid 衛生習慣和個人健康及醫療急救 Pre-employment skills, on-the-job operations, product quality control 崗前技能、崗位操作、產品質量控制
All-level employees 全體員工	Workplace hygienic practices and personal health and safety 全體員工 Fire safety knowledge and emergency escape drills 消防安全知識及逃生應急演練 Counter-terrorism knowledge 反恐安全知識 Medical treatment and first aid 醫療急救
First-line managers 基層管理員工	ISO9001 certification knowledge and product quality control ISO9001 知識及產品質量控制 Know-how on quality control 品控知識 On-site management practices and 5S management system 現場管理務實及5S管理體系
Employees who have access to chemicals and warehousing staff 使用化學品的員工及倉管員	Standards for Safe Access to Chemicals and Personal Protective Equipment 化學品、個人保護設備安全使用操作規範
Employees who have access dangerous equipment 保安員及應急員	Safe Use of Dangerous Equipment 消防應急安全員應急知識
Security personnel and emergency staff 使用危險設備的員工	Emergency Know-how for Firefighters and Emergency Staff 危險設備安全使用
Manufacturing department 製造部	On-site management practices and 5S management system 現場管理務實及5S管理體系

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

B.2 Operating practices

(i) Supply chain management

The Group purchases raw materials and equipment based on its own needs, specifications, quality and safety performance of equipment, reputation, after-sales service and delivery time of the supplier. The Group compares different suppliers to select qualified suppliers (based on their product specifications, product compliances, production management, quality management, environmental friendliness and also corporate social responsibility performances) before the Group enters into contract with the qualified suppliers.

When selecting equipment, the Group would also consider whether the equipment is energy efficient and environmental friendly. During the year ended 31 December 2022, all of the Group's 390 suppliers were situated in the PRC.

The Group expects its suppliers to uphold the ESG principles that the Group has adopted into the management of its business operations. In order to ensure that the components and raw materials meet the requisite safety and quality standards, the Group adopts stringent criteria in supplier selection (including but not limited to whether they provide high quality raw materials, whether they maintain a high standard on environmental protection and comply with relevant laws on environmental issues, whether price is comparable to market rate and location of their factories) and continuously monitors existing suppliers on an annual basis, based on criteria such as product quality, product defect ratio, delivery punctuality ratio and responsiveness.

Whether the supplier will continue to be included in the Group's list of approved suppliers depends on the marks it achieved under annual evaluation. The awareness of environmental protection is one of the key criteria for the Group to evaluate the suppliers.

B.2 經營常規

(i) 供應鏈管理

本集團按其自身需求、規格、品質及設備的安全性能、供應商信譽、售後服務和交貨時間來採購原材料和設備。本集團與合資格供應商訂立合約前，本集團會對不同供應商根據其產品規格、產品合規、生產管理、品質管制、環保以及企業社會責任表現作出比較，選擇合格的供應商。

在選擇設備時，本集團亦會考慮該設備是否節能和環保。截至二零二二年十二月三十一日止年度，本集團的390名供應商全部位於中國。

本集團希望供應商秉持本集團在業務營運管理內所採用的環境、社會及管治原則。為確保零部件和原材料符合必須的安全和品質標準，本集團在甄選供應商時採用嚴格準則(包括但不限於是否提供品質上乘的原材料，是否對環境保護維持高標準，並遵守有關環境問題的法律，價格是否與市場水平相當及廠房位置)，並根據產品品質、產品瑕疵比率、按時付運比率和回應能力等標準，每年向現有供應商持續監察。

供應商會否繼續被納入本集團認可的供應商名單，視乎在年度評估中獲得的分數。環保意識為本集團評估供應商的關鍵標準之一。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

(ii) Product responsibility

Attaching great importance to product quality and safety, the Group continues to monitor quality and implement safety standards. The Group strictly monitors the entire production process from receipt of materials, production to product shipment.

Materials required by the Factory for production purposes include accessories, steel, etc., 95% of which are raw materials that have received the ISO 9001 quality management system certification. To manage materials, the Factory has formulated the “Materials Inspection Instruction” to regulate the quality inspection standards for materials so as to ensure that no non-compliant materials will enter the production processes. According to purchase contracts, the inspectors will verify whether the orders, subject matters, specifications, quality compliance, and others as set forth in purchase contracts are consistent. If identified as compliant, such materials may be warehoused. Any material identified as non-compliant is required to be separated with a label, which will not be warehoused or used for production processes.

(ii) 產品責任

本集團重視產品質量及安全，持續監控質量和實施安全標準。本集團嚴格監控整個生產過程，包括進料、生產直至產品出廠。

工廠生產所需的材料包括配件、鋼材等，其中95%的原材料獲得ISO 9001質量管理體系認證。為管理材料，工廠制定「進料檢驗作業指導書」規範材料品質檢驗標準，保證無不合格材料進入生產工序。根據採購合同，檢驗員會核對訂單、採購合同書所標項目、規格、品質要求等是否一致，確認檢驗合格方可入庫。檢驗後的不合格品須隔離並貼上標籤，不得入庫或用於生產工序。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Upon completion of products, the manufacturing department is required to carry out inspection work in accordance with the “PQC Operation Instruction” and “Inspection and Test Management Procedures”. The inspection scope shall cover parts pending production, semi-finished products, finished products not yet stored and production samples.

產品製成後，製造部須根據「PQC作業指導書」及「檢驗和實驗管理程序」進行檢驗。產品的檢驗範圍包括未投入生產的零部件、半成品、尚未入庫的成品及生產樣品。

Preparation Before Inspection 檢驗前的準備工作	In-progress Inspection 檢驗工作的進行	Treatment upon Inspection 檢驗後的處理
Ensure documents and inspection instruments related to products are all in place 確保產品相關文件及檢驗工具齊備	Verify whether products are consistent with those set forth in orders 核對產品是否與訂單內容一致	Separate and isolate compliant products and non-compliant products 將合格品和不合格品分開及隔離
Arrange inspection orders based on the production processes, delivery schedule, and production progress 按工序、交付時間表及生產進度安排檢驗次序	Check items required for inspection under the standards 核對標準所規定的必檢項目 Use proper equipment to conduct various inspections 使用適當儀器進行各種檢驗	Box finished products and complete the warehousing procedures with labels and QC marks attached 裝箱成品，完成入庫程序，並張貼標籤和QC標記 Prepare quality inspection reports and arrange disposal of non-compliant products 編寫質量檢驗報告和安排處理不合格品

The Factory emphasizes the disposal of non-compliant products, in which case, products identified as non-compliant will be disposed in accordance with the “Non-compliant Product Control Procedures”. The Factory has also developed the “Product Recall Procedures”. In case of any product sold to the market but identified as having safety hazards, the Factory will recall and deal with the same according to the established procedures, ensuring product quality and public safety. During the Reporting Period, the Group did not identify any case related to product recall.

工廠重視不合格品的處置，檢驗不合格的產品按照「不合格品控制程序」處置。工廠亦制定「產品召回程序」，一旦出現任何安全隱患的產品流入市場，工廠會按既定程序召回及處理，確保產品質量及公眾安全。報告期間，本集團並無發現任何產品召回個案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The Factory has prepared the “Procedures to Use, Manage, and Control Product Certification Labels”, under which, all certified products must be attached with the certification labels prior to their shipments. Use of compulsory certification marks shall be in compliance with the requirements under the Management Measures on Compulsory Product Certification Mark. Use of compulsory certification marks is not permitted for uncertified products, non-compliant products, and certified products that are modified without certification by any certification body, none of which therefore is permitted for shipment.

The Group places a high value on smooth communications channels with our customers to fulfil customer demands. Our complaint channel enables our customers to submit complaints and suggestions regarding service or commodity quality. According to our “Customer Complaint Handling Procedures”, upon receiving customer complaints, our sales department will e-mail the relevant complaints to the quality control department, while the quality control manager will review such customer complaints before appointing our quality engineers to launch investigation into the said customer complaints. The quality engineers will analyze the causes and determine which department shall be held accountable before the follow-up procedures take place. The sales department will respond to the customers in connection with the merits of the complaint and corrective actions to be taken or precautions to be implemented. In addition, customer satisfaction in settlement results will be surveyed until the relevant complaint is fully resolved. During the Reporting Period, the Group did not identify any customer complaint.

工廠編製「認證產品標誌使用管理控制程序」，所有獲認證產品須在出廠前加上認證標誌。強制性認證標誌的使用須遵守強制性產品認證標誌管理辦法的規定。未獲認證產品、不合格品和獲認證產品變更後未經任何認證機構確認前均不得使用強制性認證標誌，更不允許出廠。

本集團重視與客戶建立順暢的溝通渠道，滿足客戶需求。我們設有投訴渠道，使客戶提交關於服務或商品質量的投訴及意見。根據「客戶投訴處理程序」，銷售部收到客戶投訴後，會將有關投訴內容等以郵件方式發送至品管部，品管經理審閱客戶投訴內容後，指定品質工程師就客戶投訴內容展開調查，分析原因並界定責任歸屬部門進行後續處理。銷售部會對投訴原因及採取的糾正或預防措施回覆客戶，另外再調查客戶對處理的滿意程度，直至投訴完全解決。報告期間，本集團未發現任何客戶投訴。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

As part of good corporate governance maintained by the Group, security of customer data is also the key to cultivating a long standing trusted relationship with our customers. To avert information risk, effectively secure information, and enhance the responsiveness of processing information, the Factory has formulated the “Corporate Information Management Measures”, pursuant to which, in-house information regarding our operations will be managed under various security levels. In addition, publication guidelines and directories for confidential information will be established to ensure information is published and communicated in a correct and controllable manner.

In connection with advertising, the Group has appointed legal advisors to provide legal opinions and perform their duty of oversight. In case that any advertisement is found false or exaggerating, we will immediately cease to circulate such false advertisement and eliminate the negative effects by issuing a clarification announcement accordingly. In the future, the Group will establish advertisement management policies to enhance our management of product responsibility.

During the Reporting Period, the Group did not identify any non-compliance case related to product responsibility.

保障客戶資料的安全是本集團維持良好的企業管治，以及與客戶建立長遠互信關係的關鍵。為規避信息風險、有效保障信息安全，同時加快信息處理反應能力，工廠制定「公司信息管理辦法」，對內部經營信息進行安全分級管理，並建立機密信息發佈指引與路徑，確保信息以正確可控的方式發放與傳遞。

廣告方面，本集團指定法律顧問提供法律意見及履行監督職責，如發現廣告存在失實或誇大情形，我們會立即停止發佈該失實廣告，並相應發佈澄清公告，消除負面影響。本集團未來將訂立廣告管理政策，完善產品責任方面的管理。

報告期間，本集團並無發現與產品責任相關的違規個案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Intellectual Property Rights and Information Security

The Group registered various trademarks for the Group itself and its products in the PRC, to foster its corporate image. The Group relies on the relevant laws and regulations to protect its brand names, trademarks and other intellectual property rights.

During the year ended 31 December 2022, the Group was not aware of any material infringement by the Group of any intellectual property rights owned by any third parties. Further, there were no pending or threatened material claims made against the Group with respect to the infringement of intellectual property rights owned by the Group.

Intellectual Property Rights and Information Security

The Group registered various trademarks for the Group itself and its products in the PRC, Germany and Hong Kong to foster its corporate image. The Group relies on the relevant laws and regulations to protect its brand names, trademarks and other intellectual property rights.

During the year ended 31 December 2022, the Group was not aware of any material infringement (i) by the Group of any intellectual property rights owned by any third parties; or (ii) by any third party of any intellectual property rights owned by the Group. Further, there were no pending or threatened material claims made against the Group, nor had there been any material claims made by the Group against third parties, with respect to the infringement of intellectual property rights owned by the Group.

知識產權及信息安全

本集團在中國為自身及產品註冊各類商標，樹立企業形象。本集團依靠相關法律法規保護品牌名稱、商標和其他智識產權。

截至二零二二年十二月三十一日止年度，本集團並不知悉本集團對任何第三方擁有的任何知識產權有任何重大侵權行為。此外，概無任何有關本集團擁有的知識產權遭侵權而存在針對本集團的待決或使本集團面臨威脅的重大申索。

知識產權及信息安全

本集團在中國、德國及香港為本集團及產品註冊各類商標，樹立企業形象。本集團依賴相關法律及法規保護其品牌名稱、商標及其他知識產權。

截至二零二二年十二月三十一日止年度，據本集團所知，(i) 本集團並無嚴重侵犯任何第三方所擁有任何知識產權的行為；或(ii)並無任何第三方嚴重侵犯本集團所擁有任何知識產權的行為。此外，本集團並無任何未決或可能遭提起的重大索賠，本集團亦無因本集團所擁有知識產權遭侵犯而向第三方提起的任何重大索賠。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

(iii) Anti-corruption

Anti-corruption is already one of the basic principles for the international community to define corporate social responsibility. The Chinese government has been playing an active role in carrying out anti-corruption campaigns in recent years. The Group adopts a zero-tolerance policy on acts of corruption in any form, including bribery and extortion, fraud and money laundering, by undertaking that it conducts its business in an honest, ethical and good faith manner. The “Anti-corruption and Anti-bribery Control Procedures” of the Group clearly stipulates that our employees are prohibited from providing special treatments and seeking any form of benefits from our customers, suppliers or any business associates. The Factory encourages our employees and external stakeholders to report corruption incidents, in which case, whistle-blowers will be properly rewarded with their identities kept confidential, and they will be provided with personal protection and job security.

The Factory has specified the code of conduct for our employees in its “Business Ethics and Integrity Control Procedures” to demonstrate the Group’s determination against employees seeking personal gains by abusing their powers or by taking advantage of their positions. All employees at the Factory shall be required to enter into the “Employee Undertaking”, and our employee training also emphasizes the business integrity policy and anti-corruption contents. Any employee in violation of the business ethics and integrity control procedures will be subject to corporate penalties. To enhance cooperation with suppliers on integrity, the Factory and our suppliers have entered into the “Business Integrity Cooperation Agreement” to clarify the rules to prevent either side from committing bribery, as well as establishing whistle-blowing procedures for corruptive actions. Directors and employees received training from time to time to ensure that they comply and familiar with the anti-corruption guides, policies and procedures of the Group.

(iii) 反貪污

反貪污已經是國際社會界定企業社會責任的基本原則之一，中國政府近年來亦積極推行反貪污工作。本集團對任何形式的貪污行為採取零容忍政策，包括賄賂、勒索、欺詐及洗黑錢，承諾以誠實、合乎道德及恪守誠信的態度經營業務。本集團的「反腐敗反賄賂控制程序」列明，禁止僱員向客戶、供應商或任何業務往來人士提供特殊待遇及索取任何利益。工廠鼓勵僱員及外部利益相關者舉報貪污事件，對舉報者給予適當獎勵，並確保舉報者身份保密，為其提供人身保護及職位保障。

工廠在「商業道德和誠信規範控制程序」中列明僱員行為規範，堅決反對以權謀私或利用職務之便謀取私利的行為。工廠全員均須簽訂「僱員承諾書」，並於僱員培訓中強調工廠的商業廉潔政策及反貪污的內容，任何違反商業道德和誠信規範控制程序的僱員將受公司處分。為加強與供應商的誠信合作，工廠與供應商簽署「商業廉潔合作協議」，明確防止雙方行賄的準則及訂立舉報貪污行為的程序。董事和員工不時會接受培訓，確保彼等遵守和熟悉本集團的反貪指引、政策和程序。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

During the year ended 31 December 2022, the Group complied with all applicable laws on prohibiting corruption and bribery of the PRC and there was no concluded legal case regarding corrupt practices brought against the Group or its employees.

(iv) Data protection and privacy policy

The Group is committed to protecting the privacy of its customers, employees, business partners and suppliers by maintaining a safe and secure data environment. The Group has implemented appropriate policies to ensure that all personal and business data collected during the Group's business activities are organised and secured properly. Computers and servers are protected from access passwords, Employees are instructed of their responsibility to follow the confidentiality code on the access to information and to ensure the safekeeping of all personal, customer and business data, trade secrets and proprietary information. Employees are prohibited from disclosing the information to unauthorised parties.

B.3 Community investment

The Group acknowledges corporate social responsibility and allocates resources to satisfy the needs of the community. During the year ended 31 December 2022, the Group focused on environmental protection as well as cultural and sport promotion. The Group encouraged its employees to participate charitable events. Going forward, the Group will continue to focus on community needs and increase its investment in community.

截至二零二二年十二月三十一日止年度，本集團已遵守中國所有關於禁止貪污受賄的適用法律，且本集團或其僱員並無任何已完結的貪污行為法律案件。

(iv) 數據保護和私隱政策

本集團致力透過維持一個安全、可靠的數據環境，保護客戶、僱員、業務夥伴和供應商的私隱。本集團已實行適當的政策，確保本集團的業務活動中收集到所有個人和商業資料，均得到妥善安排和保護。電腦和伺服器設有登入密碼保護。本公司會告知員工彼等有責任遵守獲得資料的保密守則，並確保所有個人、客戶和商業數據、商業秘密和專有資料安全保管。嚴禁僱員向未經授權的各方披露資料。

B.3 社區投資

本集團深知自身的企業社會責任，並分配資源滿足社區需求。截至二零二二年十二月三十一日止年度，本集團專注於環保以及文化及體育推廣。本集團鼓勵僱員參與公益活動。日後，本集團將繼續專注於社區需求並加大社區投資。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

The ESG Reporting Guide Content Index of the Stock Exchange of Hong Kong Limited

香港聯合交易所有限公司環境、社會及管治報告指引內容索引

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節/聲明
Mandatory Disclosure Requirements 強制披露規定		
Governance Structure 管治架構	<p>A statement from the board containing the following elements: 由董事會發出的聲明，當中載有下列內容：</p> <p>(i) a disclosure of the board's oversight of ESG issues; 披露董事會對環境、社會及管治事宜的監管；</p> <p>(ii) the board's ESG management approach and strategy, including the process used to evaluate, prioritise and manage material ESG-related issues (including risks to the issuer's businesses); and 董事會的環境、社會及管治管理方針及策略，包括評估、優次排列及管理重要的環境、社會及管治相關事宜(包括對發行人業務的風險)的過程；及</p> <p>(iii) how the board reviews progress made against ESG-related goals and targets with an explanation of how they relate to the issuer's businesses. 董事會如何按環境、社會及管治相關目標檢討進度，並解釋它們如何與發行人業務有關連。</p>	ESG GOVERNANCE ESG STRATEGIES STAKEHOLDER ENGAGEMENT 環境、社會及管治 環境、社會及管治策略 接觸持份者
Reporting Principles 匯報原則	<p>A description of, or an explanation on, the application of the reporting principles in the preparation of the ESG Report. 描述或解釋在編備環境、社會及管治報告時如何應用匯報原則。</p>	REPORTING PRINCIPLES 匯報原則

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Reporting Boundary 匯報範圍	A narrative explaining the reporting boundaries of the ESG report and describing the process used to identify which entities or operations are included in the ESG report. If there is a change in the scope, the issuer should explain the difference and reason for the change. 解釋環境、社會及管治報告的匯報範圍，及描述挑選哪些實體或業務納入環境、社會及管治報告的過程。若匯報範圍有所改變，發行人應解釋不同之處及變動原因。	SCOPE AND REPORTING PERIOD 範疇及匯報期間
Aspect A1: Emissions A1 層面：排放 General Disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢物的產生等的： <ul style="list-style-type: none"> (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and nonhazardous waste. 遵守對發行人有重大影響的相關法律及法規的資料。 	A. ENVIRONMENT 環境
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放種類及相關排放數據。	A.1 Emissions 排放

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
KPI A1.2 關鍵績效指標A1.2	Greenhouse gas emissions in total (in tonnes) and intensity. 溫室氣體排放量(以噸計算)及密度。	A.1 Emissions – (ii) Greenhouse gas emissions 排放 – (ii) 溫室氣體排放
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and intensity. 所產生有害廢物總量(以噸計算)及密度。	A.1 Emissions – (iii) Hazardous waste (Not applicable – Explained) 排放 – (iii) 有害廢棄物(不適用 – 說明)
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and intensity. 所產生有害廢物總量(以噸計算)及密度。	A.1 Emissions – (iii) Non-hazardous waste 排放 – (iii) 無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of reduction initiatives and results achieved. 描述減排措施及所得成果。	A.1 Emissions 排放
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved. 描述處理有害及無害廢物的方法、減排的措施及所得成果。	A.1 Emissions – (iii) Hazardous waste 排放 – (iii) 有害廢棄物 A.1 Emissions – (iii) Non-hazardous waste 排放 – (iii) 無害廢棄物

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect A2: Use of Resources		
A2層面：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	A.2 Use of resources 資源使用
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type in total and intensity. 按類型劃分的直接及／或間接能源總耗量及密度。	A.1 Emissions 排放
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity 總耗水量及密度。	A.1 Emissions – (v) Water consumption 排放 – (v) 水消耗
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	A.1 Emissions 排放
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上有否任何問題，以及提升用水效益計劃及所得成果。	A.1 Emissions – (v) Water consumption 排放 – (v) 水消耗
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及每生產單位用量。	Our activities do not create packaging material in significant quantities 我們的業務活動不會產生大量的包裝材料

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect A3: The Environment and Natural Resources		
A3 層面：環境及自然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impact on the environment and natural resources. 減低發行人對環境及自然資源造成重大影響的政策。	A.3 The environment and natural resources 環境及自然資源
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及自然資源的重大影響及管理有關影響所採取的行動。	A.3 The environment and natural resources 環境及自然資源
Aspect A4: Climate Change		
A4 層面：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	A.4 Climate change 氣候變化
KPI A4.1 關鍵績效指標 A4.1	Description of significant climate-related issues which have impacted and/or may impact the issuer and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜及應對行動。	A.4 Climate change 氣候變化

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect B1: Employment		
B1 層面：僱傭		
General Disclosure 一般披露	Information on: 有關薪酬及解僱、招聘及晉升、工時、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 遵守對發行人有重大影響的相關法律及法規的資料。	B.1 Employment and labour practices 僱傭及勞工常規
KPI B1.1 關鍵績效指標 B1.1	Total workforce by and gender, employment type age group and geographical region. 按性別、僱傭類別、年齡組別及地區劃分的僱員總數。	B.1 Employment and labour practices – (i) Employment – Total employees and turnover 僱傭及勞工常規 – (i) 僱傭 – 僱員總數及流失率
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失率。	B.1 Employment and labour practices – (i) Employment – Total employees and turnover 僱傭及勞工常規 – (i) 僱傭 – 僱員總數及流失率

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect B2: Health and Safety		
B2 層面：健康與安全		
General Disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業危害的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 遵守對發行人有重大影響的相關法律及法規的資料。	B.1 Employment and labour practices – (iii) Employee health and safety 僱傭及勞工常規 – (iii) 僱員健康與安全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities. 工傷死亡人數及比率。	B.1 Employment and labour practices – (iii) Employee health and safety 僱傭及勞工常規 – (iii) 僱員健康與安全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 工傷停工天數。	B.1 Employment and labour practices – (iii) Employee health and safety 僱傭及勞工常規 – (iii) 僱員健康與安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	B.1 Employment and labour practices – (iii) Employee health and safety 僱傭及勞工常規 – (iii) 僱員健康與安全

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect B3: Development and Training		
B3 層面：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	B.1 Employment and labour practices – (iv) Development and training 僱傭及勞工常規 – (iv) 發展及培訓
KPI B3.1 關鍵績效指標 B3.1	Percentage of employees trained by gender and employee category. 按性別及僱員類別劃分的受訓僱員百分比。	B.1 Employment and labour practices – (iv) Development and training 僱傭及勞工常規 – (iv) 發展及培訓
KPI B3.2 關鍵績效指標 B3.2	Average training hours completed by gender and employee category. 按性別及僱員類別劃分，已完成的平均培訓時數。	B.1 Employment and labour practices – (iv) Development and training 僱傭及勞工常規 – (iv) 發展及培訓
Aspect B4: Labour Standards		
B4 層面：勞工標準		
General Disclosure 一般披露	Information on: 有關防止童工或強制勞工的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 遵守對發行人有重大影響的相關法律及法規的資料。	B.1 Employment and labour practices – (i) Employment 僱傭及勞工常規 – (i) 僱傭
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討僱傭慣例的措施以避免童工及強制勞工。	B.1 Employment and labour practices – (i) Employment 僱傭及勞工常規 – (i) 僱傭
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關常規所採取的步驟。	B.1 Employment and labour practices – (i) Employment 僱傭及勞工常規 – (i) 僱傭

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect B5: Supply Chain Management		
B5 層面：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	B.2 Operating practices – (i) Supply chain management 經營常規 – (i) 供應鏈管理
KPI B5.1 關鍵績效指標 B5.1	Geographical locations of major suppliers 主要供應商地理位置。	B.2 Operating practices – (i) Supply chain management 經營常規 – (i) 供應鏈管理
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers 描述有關聘用供應商的慣例。	B.2 Operating practices – (i) Supply chain management 經營常規 – (i) 供應鏈管理
KPI B5.3 關鍵績效指標 B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法	B.2 Operating practices – (i) Supply chain management 經營常規 – (i) 供應鏈管理
KPI B5.4 關鍵績效指標 B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的常規，以及相關執行及監察方法	B.2 Operating practices – (i) Supply chain management 經營常規 – (i) 供應鏈管理

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs	Description	Relevant section in the ESG report/Declaration
主要範疇、層面、一般披露及關鍵績效指標	描述	環境、社會及管治報告相關章節／聲明
Aspect B6: Product Responsibility		
B6層面：產品責任		
General Disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 遵守對發行人有重大影響的相關法律及法規的資料。	B.2 Operating practices – (ii) Product responsibility 經營常規 – (ii) 產品責任
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	B.2 Operating practices – (ii) Product responsibility 經營常規 – (ii) 產品責任
KPI B6.2 關鍵績效指標 B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	B.2 Operating practices – (ii) Product responsibility 經營常規 – (ii) 產品責任
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與遵守和保護知識產權有關的常規。	B.2 Operating practices – (ii) Product responsibility 經營常規 – (ii) 產品責任
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質保過程及產品回收程序。	B.2 Operating practices – (ii) Product responsibility 經營常規 – (ii) 產品責任
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	B.2 Operating practices – (iii) protection and privacy policy 經營常規 – (iii) 保障及私隱政策

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關章節／聲明
Aspect B7: Anti-corruption		
B7 層面：反貪污		
General Disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 遵守對發行人有重大影響的相關法律及法規的資料。	B.2 Operating practices – (iii) Anti-corruption 經營常規 – (iii) 反貪污
KPI B7.1 關鍵績效指標 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於報告期間對發行人或僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	B.2 Operating practices – (iii) Anti-corruption 經營常規 – (iii) 反貪污
KPI B7.2 關鍵績效指標 B7.2	Description of preventive measures and how they are implemented and monitored. 描述防範措施及相關執行及監察方法	B.2 Operating practices – (iii) Anti-corruption 經營常規 – (iii) 反貪污
KPI B7.3 關鍵績效指標 B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓	B.2 Operating practices – (iii) Anti-corruption 經營常規 – (iii) 反貪污

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

環境、社會及管治報告 (續)

Subject areas, aspects, general disclosures and KPIs 主要範疇、層面、 一般披露及關鍵績效指標	Description 描述	Relevant section in the ESG report/Declaration 環境、社會及管治報告相關 章節／聲明
Aspect B8: Community Investment B8層面：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關社區參與以了解發行人所在社區需求並確保業務活動顧及社區利益的政策。	B.3 Community investment 社區投資
KPI B8.1 關鍵績效指標 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 關注貢獻領域(如教育、環境問題、勞動力需求、健康、文化、體育)。	B.3 Community investment 社區投資
KPI B8.2 關鍵績效指標 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	B.3 Community investment 社區投資

REPORT OF DIRECTORS

董事會報告

The Directors are pleased to present to the shareholders of the Company the annual report and the audited consolidated financial statements for the year ended 31 December 2022.

Principal Activities

The Group is principally engaged in the business of (i) offering comprehensive assembling and production services of PCBA in the PRC integrating research and design, selection and procurement of raw materials, assembling of PCBAs, quality control, testing, logistics and aftersales services; and (ii) Financial Application Platform and Platform Maintenance Services. Details of the principal activities of the Company and its subsidiaries are set out in note 1 and note 12 to the consolidated financial statements.

Business Review

The business review of the Group for the year is set out in the sections of Chairman's Statement, Management Discussion and Analysis, Environmental, Social and Governance Report and the paragraphs below. The Group complies with the requirements under the Hong Kong Companies Ordinance, the Listing Rules and the Securities and Futures Ordinance (the "SFO") for the disclosure of information and corporate governance. The Group also complies with the requirements of Employment Ordinance and ordinances relating to occupational safety for the interest of employees of the Group. No important event affecting the Group has occurred since the end of the year.

Key Risk Factors

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

Concentration of customers

The Group has a concentration of customers and any decrease or loss of business from these major customers could adversely and substantially affect our operations and financial conditions.

Fluctuations in the price of raw materials

Fluctuations in the price of raw materials may affect our cost of sales and adversely affect our business operations and profitability.

董事欣然向本公司股東提呈截至二零二二年十二月三十一日止年度的年報及經審核綜合財務報表。

主要業務

本集團主要(i)於中國從事提供集合研發、設計、原材料選擇及採購、PCBA裝配、質量控制、測試、物流及售後服務的全面PCBA裝配及生產服務；及(ii)金融應用平台及平台維護服務。本公司及其附屬公司的主要業務詳情載於綜合財務報表附註1及附註12。

業務回顧

本集團本年度的業務回顧載於主席報告、管理層討論及分析、環境、社會及管治報告以及下文數段。本集團遵守香港公司條例、上市規則及證券及期貨條例（「證券及期貨條例」）有關披露資料及企業管治的規定。本集團亦遵守僱傭條例及職業安全相關條例的規定，以保障本集團僱員的權益。自本年度末起概無發生對本集團有影響的重要事件。

主要風險因素

下文列載本集團面臨的主要風險及不確定因素。

客戶集中

本集團的客戶集中，來自該等主要客戶的任何業務減少或流失可對我們的經營及財務狀況造成不利及重大影響。

原材料價格波動

原材料價格波動或會影響我們的銷售成本，進而對我們的業務經營及盈利能力產生不利影響。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Fail to anticipate and respond to technology changes

If our Group does not quickly respond to the rapidly changing and rigorous needs of our customers or enhance the scope of our existing EMS that can respond to advanced technology changes or our customers' needs, our competitive position, profitability and business prospects may be adversely affected.

Trade protection measures and trade disputes between the United States and the PRC

The uncertainties on the trade restriction policies resulting from the trade disputes between the United States and the PRC may cause difficulties for our customers to project their purchasing plans and may cause them to reduce their orders from our Group.

The Group values the views and opinions of all customers through various means and channels, including usage of business intelligence to understand customer trends and needs and regular analyse on customer feedback. The Group also keep ourselves abreast of the development of latest technology advancement in the industries.

Results and Dividends

The results of the Group for the year ended 31 December 2022 and the state of affairs of the Company and of the Group at that date are set out in the financial statements on pages 122 to 125.

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

Property, Plant and Equipment

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

Share Capital

Details of the movements in share capital of the Company during the year are set out in note 28 to the consolidated financial statements.

無法預計並應對技術革新

倘本集團無法迅速應對客戶瞬息萬變及嚴格的要求，或針對先進的技術革新或客戶需求擴大我們現有EMS的範圍，則我們的競爭力、盈利能力及業務前景或會受到不利影響。

貿易保護措施及中美貿易糾紛

中美貿易糾紛導致貿易限制政策的不確定性可能導致我們的客戶難以預測彼等的採購計劃，並可能導致彼等減少向本集團下訂單。

本集團透過不同途徑及渠道評估所有客戶的見解及意見，包括利用商業情報了解客戶趨勢及需要，並定期分析客戶反饋。本集團亦跟進了解行業的最新技術發展情況。

業績及股息

本集團截至二零二二年十二月三十一日止年度的業績以及本公司及本集團於該日的事務狀況載於第122至125頁的財務報表。

董事會不建議派付截至二零二二年十二月三十一日止年度的末期股息(二零二一年：零)。

物業、廠房及設備

本集團於年內的物業、廠房及設備變動詳情載於綜合財務報表附註13。

股本

本公司於年內的股本變動詳情載於綜合財務報表附註28。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Closure of the Register of Members

For the purposes of determining the shareholders' eligibility to attend and vote at the forthcoming annual general meeting to be held on 29 May 2023 (Monday), the register of members of the Company will be closed from 23 May 2023 (Tuesday) to 29 May 2023 (Monday), both days inclusive. The latest time to lodge transfer documents for registration will be at 4:30 p.m. on 22 May 2023 (Monday). During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the forthcoming annual general meeting, all transfers accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong before 4:30 p.m. on Monday, 22 May 2023.

Pre-Emptive Rights

There are no provisions for pre-emptive rights under the Company's article of association or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

Purchase, Redemption or Sale of Listed Securities of the Company

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

Reserves

Details of the movements in the reserves of the Company and the Group during the year are set out in the note 38 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

Management Contracts

Save as disclosed in this report, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the year.

暫停辦理股份過戶登記手續

為確定股東符合資格出席本公司將於二零二三年五月二十九日(星期一)舉行的應屆股東週年大會並於會上表決,本公司將於二零二三年五月二十三日(星期二)至二零二三年五月二十九日(星期一)(包括首尾兩日)期間暫停辦理股份過戶登記手續。遞交過戶文件以辦理登記的最遲時間為二零二三年五月二十二日(星期一)下午四時三十分。於上述暫停辦理期間不得進行股份轉讓。為符合資格出席應屆股東週年大會並於會上表決,所有過戶文件連同有關股票及過戶表格必須於二零二三年五月二十二日(星期一)下午四時三十分前送達本公司的香港股份過戶登記分處卓佳證券登記有限公司,地址為香港夏慤道16號遠東金融中心17樓。

優先購買權

本公司組織章程細則或開曼群島法律概無有關優先購買權的條文,致使本公司有責任按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券

除上文所披露者外,報告期間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。

儲備

本公司及本集團於年內的儲備變動詳情分別載於綜合財務報表附註38及綜合權益變動表。

管理合約

除本報告所披露者外,本公司於年內並無訂立或存在有關管理及經營本公司或其附屬公司全部或任何重大部分業務的合約。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Major Suppliers and Customers

During the Reporting Period, sales to single largest customer of the Group and the five largest customers of the Group in aggregate accounted for approximately 27.4% and 81.8% (2021: approximately 41.7% and 86.7%) of the total revenue of the year, respectively. During the Reporting Period, purchases from the single largest supplier of the Group and the five largest suppliers of the Group in aggregate accounted for approximately 16.6% and 45.6% (2021: approximately 20.2% and 38.5%) of the total purchases of the year, respectively. None of the Directors of the Company or any of their close associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

Directors

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

Executive Directors

Mr. Li Hao (*Chairman and Chief Executive Officer*)
Mr. Zhang Bizhong
Mr. Xu Shizhen
Ms. Li Biqiong
Mr. Hao Xiangjun (appointed on 1 April 2022)

Non-executive Director

Mr. Yuan Shuntang

Independent Non-executive Directors

Mr. Wong Chun Sek Edmund
Ms. Mu Lingxia
Mr. Huang Jianfei (appointed on 19 October 2022)
Mr. Chen Zhong (resigned on 19 October 2022)

主要供應商及客戶

於報告期間，向本集團單一最大客戶及本集團五大客戶的銷售額合共分別佔年內總收益約27.4%及81.8%（二零二一年：約41.7%及86.7%）。於報告期間，來自本集團單一最大供應商及本集團五大供應商的採購額合共分別佔年內總採購額約16.6%及45.6%（二零二一年：約20.2%及38.5%）。概無本公司董事、任何彼等的緊密聯繫人或任何股東（就董事所知擁有本公司已發行股本5%以上者）擁有本集團五大客戶或供應商的任何實益權益。

董事

本公司於年內及直至本報告日期的董事為：

執行董事

李浩先生 (*主席兼行政總裁*)
張必鍾先生
許世真先生
李碧琼女士
郝相君先生 (於二零二二年四月一日獲委任)

非執行董事

袁順唐先生

獨立非執行董事

黃俊碩先生
慕凌霞女士
黃劍非先生 (於二零二二年十月十九日獲委任)
陳忠先生 (於二零二二年十月十九日辭任)

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

In accordance with article 108(a) of the Articles of the Company, every Director shall retire from office once every three years and for this purpose, at each AGM one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one-third but not less than one-third shall retire from office by rotation. The Directors to retire in every year will be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. Subject to the Articles, a retiring Director shall be eligible for re-election at the meeting at which he or she retires. For avoidance of doubt, each Director shall retire at least once every three years.

In accordance with article 112 of the Articles of the Company, at any time or from time to time, the Board shall have the power to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director to the existing Board subject to any maximum number of Directors, if any, as may be determined by the members in general meeting. Any Director so appointed to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director so appointed as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and be eligible for re-election at such meeting. Any Director so appointed by the Board shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

Mr. Xushizhen, Mr. Yuan Shuntang, and Mr. Wong Chun Sek Edmund will retire in accordance with article 108(a) of the Articles at the Company's forthcoming AGM and being eligible, offer themselves for re-election.

Mr. Huang Jianfei will retire in accordance with article 112 of the Articles at the Company's forthcoming AGM and being eligible, offer themselves for re-election.

Directors' and Senior Management's Biographies

Biographical details of the Directors of the Company and the senior management of the Group are set out on pages 18 to 27 of this annual report.

根據本公司細則第108(a)條，各董事須每三年退任一次，就此而言，於每次股東週年大會上，當時三分之一（如人數並非三名或三的倍數，則以最接近但不少於三分之一的人數為準）的董事須輪席退任。每年退任的董事應為自彼等上次獲委任起計任期最長者，惟倘不同人士於同日成為董事，則以抽籤決定退任人選（除非彼等另有協定）。根據細則，退任董事將符合資格於彼退任的大會上重選連任。謹此說明，各董事須至少每三年退任一次。

根據本公司細則第112條，董事會有權隨時或不時委任任何人士出任董事，以填補董事會的臨時空缺，或作為新增董事加入現屆董事會，惟倘股東曾於股東大會上設下董事人數上限，則須遵守有關規定。如此獲委任以填補空缺的任何董事，其任期僅直至獲委任後的首屆本公司股東大會為止，屆時將合資格於會上重選連任。如此獲委任為新成員加入現屆董事會的董事，其任期僅直至獲委任後的首屆本公司股東週年大會為止，屆時將合資格於會上重選連任。如此獲董事會委任的任何董事，於釐訂須於股東週年大會上輪值退任的董事或董事人數時，不得計入其中。

根據細則第108(a)條，許世真先生、袁順唐先生及黃俊碩先生將於本公司應屆股東週年大會上退任，並合資格且願意重選連任。

根據細則第112條，黃劍非先生將於本公司應屆股東週年大會上退任，並合資格且願意重選連任。

董事及高級管理層履歷

本公司董事及本集團高級管理層的履歷詳情載於本年報第18至27頁。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Directors' Service Contracts

Each of the executive Directors and the non-executive Director has entered into a service agreement with the Company for an initial term of one year to three years. All the service agreements may be terminated by either party by giving to the other party not less than one month's or three months' prior notice in writing.

Each of the independent non-executive Directors has signed a letter of appointment with the Company for an initial term one year. All the appointment may be terminated by either party by giving to the order party not less than one month or three months prior notice in writing.

Apart from the foregoing, no Directors proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment or compensation, other than statutory compensation.

Indemnity of Directors

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

Directors' Interests In Transactions, Arrangements or Contracts

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

Directors' Interests in Contracts

There was no contract of significance to which the Company, its holding company, subsidiaries or fellow subsidiaries was a party and in which a director of the Company ("Director" or "Directors") had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Period or at any time during the Reporting Period.

董事服務合約

各執行董事及非執行董事已與本公司訂立服務協議，初步為期一至三年。服務協議均可由其中一方向另一方發出不少於一或三個月的事先書面通知終止。

各獨立非執行董事已與本公司簽訂委任函，初步為期一年。委任均可由其中一方向另一方發出不少於一或三個月的事先書面通知終止。

除上述者外，概無於股東週年大會上建議重選的董事與本公司訂立不可由本公司於一年內終止而毋須支付款項或賠償(法定賠償除外)的服務合約。

董事彌償

本公司已購買合適的董事及高級職員責任保險，且該等以董事為受益人的獲准許彌償條文現已生效並於整個年度一直有效。

董事於交易、安排或合約的權益

除本報告所披露者外，本公司或其任何控股公司、附屬公司或同系附屬公司概無訂立於年末或年內任何時間仍然續存而本公司董事或其關連實體於其中直接或間接擁有重大權益的任何重大交易、安排或合約。

董事於合約的權益

本公司、其控股公司、附屬公司或同系附屬公司概無訂立於報告期末或報告期間任何時間仍然續存而本公司董事(「董事」)於其中直接或間接擁有重大權益的重大合約。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Directors' and Chief Executive's Interests and Short Positions In Shares, Underlying Shares And Debentures

As at 31 December 2022, interests or short positions in the Shares, underlying Shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) held by the Directors and chief executive of the Company which have been 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 were taken or deemed to have under such provisions of the SFO) or have been entered in the register maintained by the Company pursuant to section 352 of the SFO, or otherwise have been notified to the Company and the Stock Exchange pursuant to the Model Code for are as follows:

(i) Interests in our Company

Name of Director 董事姓名	Nature of interest 權益性質	Number of Shares ⁽¹⁾ 股份數目 ⁽¹⁾	Percentage of shareholding (%) 持股百分比 (%)
Mr. Li 李先生	Interest in a controlled corporation ⁽²⁾ 於受控法團的權益 ⁽²⁾	99,881,250 (L)	39.95
Mr. Yuan 袁先生	Interest in a controlled corporation ⁽³⁾ 於受控法團的權益 ⁽³⁾	31,250,000 (L)	12.50
Mr. Zhang 張先生	Interest in a controlled corporation ⁽⁴⁾ 於受控法團的權益 ⁽⁴⁾	27,543,750 (L)	11.02

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) These Shares are held by Skyflying Company Limited (the "Skyflying"). Skyflying is wholly owned by Mr. Li. Mr. Li is also the sole director of Skyflying. Therefore, Mr. Li is deemed or taken to be interested in the Shares held by Skyflying under the SFO.
- (3) These Shares are held by Central Wealth Limited (the "Central Wealth"). Central Wealth is wholly owned by Mr. Yuan. Mr. Yuan is also the sole director of Central Wealth. Therefore, Mr. Yuan is deemed or taken to be interested in the Shares held by Central Wealth under the SFO.
- (4) These Shares are held by Realtime Limited (the "Realtime"). Realtime is wholly owned by Mr. Zhang. Mr. Zhang is also the sole director of Realtime. Therefore, Mr. Zhang is deemed or taken to be interested in the Shares held by Realtime under the SFO.

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於二零二二年十二月三十一日，本公司董事及最高行政人員於本公司及其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有已根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被視為或視作擁有的權益及淡倉）或已記入本公司根據證券及期貨條例第352條存置的登記冊或已根據標準守則另行知會本公司及聯交所的權益或淡倉如下：

(i) 於本公司的權益

附註：

- (1) 字母「L」代表該人士於股份的好倉。
- (2) 該等股份由Skyflying Company Limited（「Skyflying」）持有。Skyflying由李先生全資擁有。李先生亦為Skyflying的唯一董事。因此，根據證券及期貨條例，李先生被視為或當作擁有Skyflying所持股份的權益。
- (3) 該等股份由Central Wealth Limited（「Central Wealth」）持有。Central Wealth由袁先生全資擁有。袁先生亦為Central Wealth的唯一董事。因此，根據證券及期貨條例，袁先生被視為或當作擁有Central Wealth所持股份的權益。
- (4) 該等股份由Realtime Limited（「Realtime」）持有。Realtime由張先生全資擁有。張先生亦為Realtime的唯一董事。因此，根據證券及期貨條例，張先生被視為或當作擁有Realtime所持股份的權益。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

(ii) Interests in the ordinary shares of associated corporation

(ii) 於相聯法團的普通股的權益

Name of Director 董事姓名	Name of associated corporation 相聯法團名稱	Nature of interests 權益性質	Number of shares ⁽¹⁾ 股份數目 ⁽¹⁾	Percentage of shareholding (%) 持股百分比 (%)
Mr. Li 李先生	Skyflying	Beneficial owner 實益擁有人	1 (L)	100
Mr. Yuan 袁先生	Central Wealth	Beneficial owner 實益擁有人	1 (L)	100
Mr. Zhang 張先生	Realtime	Beneficial owner 實益擁有人	1 (L)	100

Note:

(1) The letter "L" denotes the person's long position in the shares of the relevant associated corporation.

附註：

(1) 字母「L」代表該人士於相關相聯法團股份的好倉。

Save as disclosed above, none of the Directors or chief executive of the Company and/or any of their respective associates had registered any interests or short positions in any shares and underlying shares in, and debentures of, the Company or any associated corporations as at the date of this report, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Part XV of the SFO or the Model Code.

除上文所披露者外，於本報告日期，概無本公司董事或最高行政人員及／或任何彼等各自的聯繫人於本公司或任何相聯法團的任何股份、相關股份及債權證中擁有記入本公司根據證券及期貨條例第352條須存置的登記冊或已根據證券及期貨條例第XV部或標準守則另行知會本公司及聯交所的任何權益或淡倉。

Directors' Rights to Acquire Shares or Debenture

Saved as disclosed in the section "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures", at no time during the Reporting Period and to the date of this report was the Group a party to any arrangements to enable the Directors to acquire by means of acquisition of shares in, or debt securities, and including debentures, of the Group or any other body corporate.

董事收購股份或債權證的權利

除「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一節所披露者外，本集團於報告期間直至本報告日期任何時間內概無訂立任何安排，致使董事可藉收購本集團或任何其他法人團體的股份或債務證券（包括債權證）獲益。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

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

So far as the Directors are aware, as at the date of this report, the following corporations/persons (other than our Directors and chief executives of the Company) had interests of 5% or more in the issued Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which 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的權益及淡倉

據董事所知，於本報告日期，以下法團／人士（本公司董事及最高行政人員除外）於已發行股份中擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司及聯交所披露或記入本公司根據證券及期貨條例第336條須存置的登記冊內的5%或以上權益：

Name of Shareholder	Nature of interest	Number of Shares held/ interested 持有／擁有權益 的股份數目	Percentage (%) 百分比 (%)
Skyflying	Beneficial owner 實益擁有人	99,881,250 ordinary Shares 99,881,250 股普通股	39.95
Central Wealth	Beneficial owner 實益擁有人	31,250,000 ordinary Shares 31,250,000 股普通股	12.50
Ms. Zhang Juan 張娟女士	Interest of spouse 配偶權益	31,250,000 ordinary Shares 31,250,000 股普通股	12.50
Realtime	Beneficial owner 實益擁有人	27,543,750 ordinary Shares 27,543,750 股普通股	11.02
Ms. Chen Juan 陳娟女士	Interest of spouse 配偶權益	27,543,750 ordinary Shares 27,543,750 股普通股	11.02
Regan Fund Management Company Limited (the "Regan Fund") (「Regan Fund」)	Beneficial owner 實益擁有人	16,468,000 ⁽¹⁾ ordinary Shares 16,468,000 ⁽¹⁾ 股普通股	6.59
Regan International Growth Fund SPC (the "IGF") (「IGF」)	Beneficial owner 實益擁有人	12,590,800 ordinary Shares 12,590,800 股普通股	5.04

⁽¹⁾ These Shares are held by IGF and Regan Global All Weather Strategy Fund SPC ("AWS") with 12,736,000 shares and 3,732,000 shares, respectively. Regan Fund is the Investment Manager for IGF and AWS. Therefore, Regan Fund is deemed or taken to be interested in the Shares held by IGF and AWS.

⁽¹⁾ 該等股份分別由 IGF 及 Regan Global All Weather Strategy Fund SPC (「AWS」) 分別持有 12,736,000 股及 3,732,000 股。Regan Fund 為 IGF 及 AWS 的投資管理人。因此，Regan Fund 被視為或視作於 IGF 及 AWS 所持有的股份中擁有權益。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Save as disclosed above, the Company has not been notified of any other relevant interests or short positions in the issued share capital of the Company, other than the Directors and chief executive of the Company, as at the date of this report which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

Arrangement for Directors to Purchase Shares or Debentures

Saved as disclosed in the section “Directors’ and Chief Executive’s Interests and Short Positions in Shares, Underlying Shares and Debentures” above and in the section “Share Option Scheme” below, at no time during the year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director of the Company or their respective spouses or minor children, or were such rights exercised by them, or was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of Shares in, or debt securities (including debentures) of the Company or any other body corporate.

Directors’ Interest in a Competing Business

None of the Directors or any of their respective associates has engaged in or has any interest in any business that competes or may compete with the business of the Group, or has any other conflict of interest with the Group during the Reporting Period and up to the date of this report.

Mr. Li and Skyflying (together the “Controlling Shareholders”), had entered into a non-competition deed dated 20 September 2019 (the “Non-competition Deed”) in favour of the Company (for itself and on behalf of all members of the Group), pursuant to which, each of the Controlling Shareholders would not, and would procure his/its associates not to (other than through the Group or in respect of each covenantor (together with his/its associates), as a holder of not more than 5% of the issued shares or stock of any class or debentures of any company listed on any recognized stock exchange) directly or indirectly carry on, engage or otherwise be interested (in each case whether as shareholder, partner, agent or otherwise and whether for profit, reward or otherwise) in any business which may be in competition with the business carried on by the Group from time to time, except where the Company’s approval is obtained.

除上文所披露者外，於本報告日期，概無本公司董事及最高行政人員以外的人士知會本公司，其已發行股本中有任何其他須根據證券及期貨條例第XV部第2及3分部的條文向本公司披露的相關權益或淡倉或記入本公司根據證券及期貨條例第336條須存置的登記冊的相關權益或淡倉。

董事購買股份或債權證的安排

除上文「董事及最高行政人員於股份、相關股份及債權證的權益及淡倉」一節及下文「購股權計劃」一節所披露者外，於年內，本公司任何董事或彼等各自的配偶或未成年子女概無獲授權利可藉購入本公司股份或債權證獲益，亦無行使該等權利，本公司、其控股公司或任何附屬公司亦無訂立任何安排，致使本公司董事可藉購入本公司或任何其他法團的股份或債務證券(包括債權證)獲益。

董事於競爭性業務的權益

於報告期間及直至本報告日期，董事或任何彼等各自的聯繫人概無從事任何與本集團業務競爭或可能競爭的業務或擁有該等業務的任何權益，亦無與本集團有任何其他利益衝突。

李先生及Skyflying (統稱「控股股東」)於二零一九年九月二十日以本公司(為其本身及代表本集團所有成員公司)為受益人訂立不競爭契據(「不競爭契據」)，據此，各控股股東不會亦將促使其聯繫人不會(除非通過本集團或就每位契據承諾人(連同其聯繫人)而言，持有不超過於任何認可證券交易所上市的任何公司已發行股份或任何類別股份或債權證的5%)直接或間接開展、從事任何可能與本集團不時開展的業務競爭的業務或以其他方式於當中擁有相關權益(無論是否作為股東、合夥人、代理或其他方式，亦不論是否為了利益、獎勵或其他原因)，惟獲得本公司批准者除外。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

In order to ensure the Controlling Shareholders have complied with the Deed of Non-competition, each of the Controlling Shareholders has provided to the Company a written confirmation (i) in respect of his/its compliance with the Non-competition Deed for the Reporting Period ; (ii) no personal interests were ever declared by any Controlling Shareholders who are also Directors at the Directors' meetings ; and (iii) stating that they have not entered into any business which may be in competition with the business carried on by the Group from time to time. As there was no change in terms of the undertaking since the Company's listing on the Stock Exchange, the independent non-executive Directors of the Company are of the view that the Controlling Shareholders have complied with the Non-competition Deed and no matters are required to bring to the attention of the public.

Share Option Scheme

A share option scheme was conditionally adopted on 20 September 2019 (the "Share Option Scheme"), which became effective on the Listing Date. The Share Option Scheme is a share incentive scheme and is established to recognise and motivate the contributions that the eligible participants had or may have made to the Group.

The Board may, at its absolute discretion, grant options to any employee (full-time or part-time), consultant or adviser of our Group, Directors, shareholder of our Group, or any supplier, customer, business partner or service provider of our Group (together, the "Eligible Participants" or each "Eligible Participant").

Subject to the terms and conditions of the Share Option Scheme, the maximum numbers of shares in respect of which options may be granted under the Share Option Scheme and any other schemes shall not, in aggregate, exceed 10% of the Shares in issue as at the Listing Date (i.e. 25,000,000 shares) unless approved by the shareholders of the Company. The 10% limited may be renewed by the shareholders of the Company in general meeting from time to time provided always that the 10% limited so renewed must not exceed 10% of the shares in issue at the date of approval of such renewal by the shareholders of the Company.

為確保控股股東遵守不競爭契據，各控股股東已向本公司書面確認：(i)其於報告期間遵守不競爭契據；(ii)同時擔任董事的控股股東不曾於董事會議上聲明任何個人利益；及(iii)彼等並無從事任何可能與本集團不時開展的業務競爭的業務。由於自本公司於聯交所上市以來承諾條款並無變動，本公司獨立非執行董事認為控股股東已遵守不競爭契據且並無事項須公眾垂注。

購股權計劃

購股權計劃於二零一九年九月二十日獲有條件採納（「購股權計劃」），於上市日期生效。購股權計劃為一項股份獎勵計劃，旨在認可及激勵曾或可能曾對本集團作出貢獻的合資格參與者。

董事會可全權酌情決定向任何僱員（不論全職或兼職）、本集團顧問或諮詢人、董事、本集團股東或本集團任何供應商、客戶、業務夥伴或服務供應商（統稱「合資格參與者」）授出購股權。

根據購股權計劃的條款及條件，除非經本公司股東批准，否則可根據購股權計劃及任何其他計劃授出的購股權所涉及的最高股份數目，合共不得超過於上市日期已發行股份的10%（即25,000,000股股份）。本公司股東可不時於股東大會上更新10%限額，惟更新後的10%限額始終不得超過本公司股東批准該項更新當日已發行股份的10%。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

No option shall be granted to any Eligible Participants which, if exercised in full would result in the total number of the shares issued and to be issued upon exercise of the options already granted or to be granted to such Eligible Participant under the Share Option Scheme (including exercised, cancelled, and outstanding share options) in any 12-month period up to and including the date of such grant exceeding 10% in aggregate of the shares in issue as at the date of such grant.

Subject to earlier termination by the Company in general meeting or by the Directors, the Share Option Scheme shall be valid and effective for a period of ten years from the date of adoption and the remaining life of the Share Option Scheme is approximately 6 years and 6 months.

No share option has been granted under the Share Option Scheme up to the date of this report.

Related Party Transactions

Details of material related party transactions entered into by the Group during the Reporting Period are set out in note 33 to the consolidated financial statements.

Connected Transactions

During the year ended 31 December 2022, the Group provided certain Financial Application Platform and Platform Maintenance Services to Shanghai Regan Asset Management Co., Ltd.* (上海雷根資產管理有限公司) and Shanghai Regan Insurance Brokers Co., Ltd.* (上海雷根保險經紀有限公司) which are connected person at the subsidiary level under the Listing Rules, at a consideration of approximately RMB39,000 and RMB1,730,000 respectively. These transactions were exempted from reporting, disclosure and independent shareholders' approval requirements under the Listing Rules. Details were disclosed in note 33 to the consolidated financial statements.

倘全面行使購股權會導致於截至有關授出日期(包括當日)止任何十二個月期間根據購股權計劃向有關合資格參與者已授出或將授出的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將發行的股份總數超出有關授出日期已發行股份總數的10%，則不得向任何合資格參與者授出購股權。

購股權計劃於採納日期起計十年期間內有效及生效，惟可由本公司經股東大會或由董事提早終止，購股權計劃餘下年期約六年零六個月。

截至本報告日期，概無根據購股權計劃授出任何購股權。

關聯方交易

本集團於報告期內訂立的重大關聯方交易詳情載列於綜合財務報表附註33。

關連交易

於截至二零二二年十二月三十一日止年度，本集團曾提供若干金融應用平台及平台維護服務予上海雷根資產管理有限公司及上海雷根保險經紀有限公司(根據上市規則，該兩間公司為附屬公司層面的關連人士)，代價分別為人民幣39,000元及人民幣1,730,000元。該等交易獲豁免遵守上市規則有關報告、披露及獨立股東批准的規定。詳情載於綜合財務報表附註33。

* For identification purpose only

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Future Prospect and Development

With reference to the Prospects section of the Chairman's Statement, the Group will continue to diversify or expand our customer base and keep pace with the latest technologies to deliver PCBAs that can be applied to our customers' innovative electronic products and provide engineering solutions to our customers. We will continue to strive a balance among the interests of shareholders, employees and customers, and pursue long-term and sustainable development for the Group.

Purchase, Sale or Redemption of Listed Securities

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

Audit Committee

The Company established the Audit Committee on 20 September 2019 with terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules for the purpose of to making recommendations to the Board on the appointment and removal of the external auditor, to review the financial statements and related materials and provide advice in respect of the financial reporting process, and to oversee the internal control procedures and risk management of our Group. The Audit Committee now comprises three members, all being independent non-executive Directors, namely, Mr. Wong Chun Sek Edmund (Chairman), Mr. Huang Jianfei and Ms. Mu Lingxia.

The Audit Committee had reviewed the audited annual results of the Group for the year ended 31 December 2022.

Auditor

PricewaterhouseCoopers ("PwC") has resigned as the auditor of the Company with effect from 28 October 2022 and the Company appointed Mazars CPA Limited as the external auditor of the Company with effect from 28 October 2022 to fill the vacancy following the resignation of PwC and to hold office until the conclusion of the next annual general meeting of the Company.

未來前景及發展

經參考主席報告中的前景一節，本集團將持續豐富或擴大客戶基礎，緊貼最新技術，為客戶交付可應用於其創新電子產品的PCBA及向客戶提供工程解決方案。我們將繼續致力維持股東、僱員及客戶利益之間的平衡，追求本集團的長遠可持續發展。

購買、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

審核委員會

本公司於二零一九年九月二十日成立審核委員會，其職權範圍符合上市規則附錄14所載企業管治守則的規定，旨在就外聘核數師的委任及罷免向董事會提供推薦意見、審閱財務報表及相關材料、就財務申報過程提供意見及監察本集團的內部監控程序及風險管理。審核委員會目前由三名成員組成，全為獨立非執行董事，即黃俊碩先生(主席)、黃劍非先生及慕凌霞女士。

審核委員會已審閱本集團截至二零二二年十二月三十一日止年度經審核年度業績。

核數師

羅兵咸永道會計師事務所(「羅兵咸永道」)已辭任本公司核數師一職，自二零二二年十月二十八日起生效，而本公司已委任中審眾環(香港)會計師事務所有限公司為本公司外部核數師，自二零二二年十月二十八日起生效，以填補羅兵咸永道辭任後的空缺，並會一直任職，直至本公司下屆週股東週年大會結束為止。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Mazars CPA Limited, the auditor of the Company, will retire at the conclusion of the forthcoming AGM of the Company and be eligible to offer themselves for re-appointment. A resolution will be submitted to the AGM to be held on 29 May 2023 (Monday) to seek shareholders' approval on the appointment of Mazars CPA Limited as the Company's auditor until the conclusion of the next AGM and to authorize the Board to fix their remuneration.

Remuneration Committee

The Company established the Remuneration Committee on 20 September 2019 with terms of reference in compliance with the Code for the purpose of making recommendations to the Board on the overall remuneration policy and structure relating to the Directors and senior management of our Group, to review and evaluate their performance in order to make recommendations on the remuneration package of each of the Directors and senior management personnel as well as other employee benefit arrangements. The Remuneration Committee comprises three independent non-executive Directors, namely, Ms. Mu Lingxia (Chairman), Mr. Huang Jianfei and Mr. Wong Chun Sek Edmund.

Nomination Committee

The Company established the Nomination Committee on 20 September 2019 with terms of reference in compliance with the Code for the purpose of making recommendations to the Board on the appointment of Directors and the management of the Board succession. The Nomination Committee comprises three independent non-executive Directors, namely Mr. Huang Jianfei (Chairman), Mr. Wong Chun Sek Edmund and Ms. Mu Lingxia.

Corporate Governance Practices

Details of the Company's corporate governance practices are set out in the section headed "Corporate Governance Report" of this annual report.

本公司核數師中審眾環(香港)會計師事務所有限公司將於本公司應屆股東週年大會結束後退任並有資格主動申請重新受聘。於二零二三年五月二十九日(星期一)舉行的股東週年大會將提呈決議案，以尋求股東批准委任中審眾環(香港)會計師事務所有限公司為本公司核數師，直至下屆股東週年大會結束，並授權董事會釐定其薪酬。

薪酬委員會

本公司於二零一九年九月二十日成立薪酬委員會，其職權範圍符合守則的規定，旨在就與本集團董事及高級管理層相關的整體薪酬政策及架構向董事會提供推薦意見、檢討及評估各董事及高級管理人員的表現以就彼等的薪酬組合以及其他僱員福利安排提供推薦意見。薪酬委員會由三名獨立非執行董事組成，即慕凌霞女士(主席)、黃劍非先生及黃俊碩先生。

提名委員會

本公司於二零一九年九月二十日成立提名委員會，其職權範圍符合守則的規定，旨在就董事委任及董事會繼任管理向董事會提供推薦意見。提名委員會由三名獨立非執行董事組成，即黃劍非先生(主席)、黃俊碩先生及慕凌霞女士。

企業管治常規

本公司企業管治常規詳情載於本年報「企業管治報告」一節。

REPORT OF DIRECTORS (Continued)

董事會報告 (續)

Sufficiency of Public Float

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company had maintained sufficient public float of not less than 25% of its total issued shares as required under the Listing Rules during the Reporting Period and to the date of this report.

Model Code for Securities Transactions by Directors of Listed Issuers

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its code of conduct regarding directors' securities transactions. All Directors of the Company have confirmed that, following specific enquiry by the Company, they have complied with the required standard set out in the Model Code during the Reporting Period and to the date of the report.

By order of the Board

Li Hao

Chairman & Executive Director

Hong Kong

28 March 2023

足夠公眾持股量

根據公開所得資料以及就董事所深知、盡悉及確信，於報告期間及直至本報告日期，本公司一直維持上市規則所規定的足夠公眾持股量，即不少於已發行股份總數的25%。

上市發行人董事進行證券交易的標準守則

本公司已採納上市規則附錄10所載的標準守則，作為其董事進行證券交易的行為守則。經本公司作出具體查詢後，本公司全體董事確認彼等於報告期間直至本報告日期一直遵守標準守則所載規定標準。

承董事會命

主席兼執行董事

李浩

香港

二零二三年三月二十八日

INDEPENDENT AUDITOR'S REPORT

mazars
中 审 众 环

MAZARS CPA LIMITED

中審眾環(香港)會計師事務所有限公司

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To the members of Confidence Intelligence Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Opinion

We have audited the consolidated financial statements of Confidence Intelligence Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 122 to 247, which comprise the consolidated statement of financial position at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and 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 financial position of the Group at 31 December 2022, and of its financial performance and 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 (“HKSA”) 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.

Key Audit Matters

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

獨立核數師報告

mazars
中 审 众 环

MAZARS CPA LIMITED

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致信懇智能控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計信懇智能控股有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第122至247頁的綜合財務報表，包括於二零二二年十二月三十一日的綜合財務狀況表，以及截至該日止年度的綜合損益表、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，連同綜合財務報表附註，包括主要會計政策概要。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於二零二二年十二月三十一日的財務狀況及其截至該日止年度的財務表現及現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

關鍵審計事項

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

INDEPENDENT AUDITOR'S REPORT (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition for the provision of electronic manufacturing services (the “EMS”)</p>	
<p>Refer to Notes 2 and 4 to the consolidated financial statements.</p>	<p>Our key audit procedures to assess the revenue recognition for the provision of EMS included the following:</p>
<p>During the year ended 31 December 2022, revenue from the provision of EMS of approximately RMB260,514,000 (2021: RMB353,896,000) was recognised in the Group’s consolidated statement of profit or loss.</p>	<p>(a) understood and evaluated the key controls in respect of revenue recognition for the provision of EMS and assessed the inherent risk of material misstatements by considering the degree of estimation uncertainty, in particular, the estimated total inputs deployed, and other inherent risk factors;</p>
<p>Revenue from the provision of EMS is recognised over time over the contract period using the input method which is based on the proportion of the actual inputs deployed to date as compared to the estimated total inputs to measure the progress towards complete satisfaction of the performance obligation.</p>	<p>(b) performed retrospective review, on a sample basis, by comparing previous estimates to actual outcome and evaluated the outcome of prior period assessment of revenue recognition to assess the effectiveness of management estimation process;</p>
<p>We identified the revenue recognition for the provision of EMS as a key audit matter because the amount involved is significant to the consolidated financial statements and management used significant judgements and estimations to determine the total inputs deployed.</p>	<p>(c) examined, on a sample basis, the sales contracts with customers and identified the terms and conditions relating to the timing of transfer of controls of services, to assess the Group’s revenue recognition policies with reference to the requirements of the prevailing accounting standards;</p>
	<p>(d) checked, on a sample basis, the transaction price of the revenue recognised during the year from the provision of EMS to the underlying sales invoices and sales contracts;</p>
	<p>(e) tested, on a sample basis, the actual inputs deployed for the provision of EMS during the year by checking to underlying supporting documents in relation to direct material costs, direct labour costs and overhead costs incurred;</p>
	<p>(f) compared, on a sample basis, the estimated inputs deployed of selected sales contracts to the actual inputs deployed of similar sales contracts completed and enquired the Group’s management about any significant variances identified; and</p>
	<p>(g) recalculated, on a sample basis, revenue recognised from the provision of EMS during the year based on transaction prices, the total actual inputs deployed and the total estimated inputs deployed on completion.</p>

獨立核數師報告 (續)

關鍵審計事項 (續)

關鍵審計事項

我們的審計如何處理關鍵審計事項

確認提供電子製造服務(「電子製造服務」)收益

請參閱綜合財務報表附註2及附註4。

截至二零二二年十二月三十一日止年度，貴集團綜合損益表已確認提供電子製造服務收益約人民幣260,514,000元(二零二一年：人民幣353,896,000元)。

提供電子製造服務的收益乃於合約期內隨時間使用投入法確認，投入法乃基於迄今實際投入與估計總投入的比例來衡量完全履行履約義務的進展。

我們將提供電子製造服務的收益確認識別為關鍵審計事項，因為所涉及金額對綜合財務報表而言屬重要，且管理層使用重大判斷及估計釐定所使用的總投入。

我們就評估提供電子製造服務收益確認所進行的關鍵審計程序包括以下各項：

- (a) 了解、評估並測試有關確認提供電子製造服務收益的關鍵控制，並通過考慮估計不確定性(尤其是估計總投入)及其他內在風險因素，評估重大錯誤陳述的內在風險；
- (b) 以抽樣方式通過比較以前的估計及實際結果進行了回顧性審查及評估上一期間收入確認的評估結果，以評估管理層估計過程的有效性；
- (c) 以抽樣方式檢閱與客戶的銷售合約，並識別有關轉讓服務控制權之時間的條款及條件及參考現行會計準則規定，以評估貴集團的收益確認政策；
- (d) 以抽樣方式將年內確認提供電子製造服務的收益交易價格與相關銷售發票及銷售合約進行核查；
- (e) 透過核查直接材料成本、產生的直接勞工成本及間接成本的相關證明文件，以抽樣方式檢查年內提供電子製造服務的實際投入；
- (f) 以抽樣方式將選擇的銷售合約估計投入與已完成的類似銷售合約的實際投入進行比較，並就發現的任何顯著差異向貴集團管理層質詢；及
- (g) 基於交易價格、實際總投入及估計完成所需的總投入，以抽樣方式重新計算年內就提供電子製造服務所確認的收益。

INDEPENDENT AUDITOR'S REPORT (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
Provision for write-down of inventories, net	
Refer to Notes 2 and 18 to the consolidated financial statements.	Our key audit procedures to assess the provision for write-down of inventories included the following:
<p>At 31 December 2022, the Group had inventories, net of provision for write-down of inventories, of approximately RMB17,843,000 (2021: RMB30,460,000). The provision for write-down of inventories was approximately RMB3,731,000 (2021: RMB2,724,000) at 31 December 2022 and the Group recognised the provision for write-down of inventories, net, of approximately RMB1,007,000 (2021: reversal of write-down of inventories, net, of approximately RMB1,264,000) during the year ended 31 December 2022.</p> <p>Inventories are stated at the lower of cost and net realisable value in the consolidated financial statements.</p> <p>The Group operates in a market where new products releases are regular. There is a risk that inventories held will become obsolete/slow-moving considering technological advancement and changing market conditions.</p>	<p>(a) understood and evaluated relevant controls over management's periodic reviews of provision for write-down of inventories and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and other inherent risk factors;</p> <p>(b) assessed whether the inventory write-down policy is appropriate with reference to the Group's current circumstances and the requirements of the prevailing accounting standards;</p> <p>(c) tested, on sample basis, whether the inventory write-downs at the reporting date are calculated on a basis consistent with the Group's inventory write-down policy by recalculating the inventory write-downs based on the percentages and other parameters in the Group's inventory provision policy;</p>

獨立核數師報告 (續)

關鍵審計事項 (續)

關鍵審計事項

我們的審計如何處理關鍵審計事項

存貨撇減撥備淨額

請參閱綜合財務報表附註2及附註18。 我們就評估存貨撇減撥備所進行的關鍵審計程序包括以下各項：

- 於二零二二年十二月三十一日，貴集團的存貨(扣除存貨撇減撥備)約為人民幣17,843,000元(二零二一年：人民幣30,460,000元)。於二零二二年十二月三十一日，存貨撇減撥備約為人民幣3,731,000元(二零二一年：人民幣2,724,000元)，貴集團於截至二零二二年十二月三十一日止年度確認存貨撇減撥備淨額約人民幣1,007,000元(二零二一年：存貨撇減撥備淨額約人民幣1,264,000元)。
- (a) 了解、評估並核實管理層於定期檢閱存貨撇減撥備時的控制，並考量預計不確定性的程度，以及其他內在風險，藉此估計重大失實陳述的內在風險；
 - (b) 參考 貴集團目前的情況和現行會計準則的要求，評估存貨撇減政策是否適當；
 - (c) 以抽樣方式測試報告日期的存貨撇減是否按照與 貴集團的存貨撇減政策一致的基礎進行計算，方法為根據 貴集團的存貨準備政策中的百分比和其他參數重新計算存貨撇減；

存貨乃按成本及可變現淨值之較低者於綜合財務報表列賬。

於 貴集團經營所在市場，產品會定期更新推出。受科技進步及市場轉變影響，所持存貨有變得過時／滯銷的風險。

INDEPENDENT AUDITOR'S REPORT (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
<p>In addition, there is a risk that the net realisable value of inventories may fall below their respective cost as a result of changing in customers' demand because of changing in technologies. The Group's management identifies obsolete/slow-moving inventories as a result of technology change, and then applied allowances on those inventories by considering the respective recoverable amounts.</p> <p>The Group's management regularly reviews the inventory aging and other relevant factors, including the current market conditions and technologies and inventories held, to identify slow-moving and obsolete inventories and assesses the level of write-downs of inventories required at the end of each reporting period with reference to the latest transaction prices.</p> <p>We identified the provision for write-down of inventories as a key audit matter because the inventories balance is significant to the consolidated financial statements, and there is a significant degree of management judgement involved in determining the provision for write-down of inventories.</p>	<p>(d) performed retrospective review, on a sample basis, by comparing previous estimates to actual outcome and evaluated, on a sample basis, the outcome of prior period assessment of provision for write-down of inventories to assess the effectiveness of management's estimation process;</p> <p>(e) tested, on sample basis, the accuracy of the net realisable values by reference to the latest transaction prices; and</p> <p>(f) discussed with the Group's management and assessed the reasonableness of the provision for write-down of inventories by challenging management's projections on future trends and customers' demands for the inventories held at the end of the reporting period, with reference to historical information.</p>

獨立核數師報告 (續)

關鍵審計事項 (續)

關鍵審計事項

此外，存貨的可變現淨值有可能因技術變化導致客戶需求的變化而低於其各自的成本。貴集團管理層確定由於技術變化而導致的陳舊／滯銷存貨，其後通過考慮各自的可收回金額對該等存貨作出撥備。

貴集團管理層定期檢討存貨賬齡及其他相關因素，包括當前的市場條件和技術及所持存貨，以確定滯銷和陳舊存貨，並參照最新交易價評估各報告期末所需的存貨撇減水準。

我們將存貨撇減撥備確定為關鍵審計事項，因為存貨餘額對綜合財務報表具有重要意義，且在確定存貨撇減撥備時涉及很大程度的管理層判斷。

我們的審計如何處理關鍵審計事項

(d) 以抽樣方式將過往估計與實際結果進行比較，藉以作出追溯檢討。我們以抽樣方式，評估過往期間對存貨撇減撥備的估計結果，從而評估管理層所作估計過程的有效程度；

(e) 以抽樣方式參考最近期交易價格測試可變現淨值的準確性；及

(f) 與貴集團管理層討論，並通過質疑管理層對報告期末所持存貨的未來趨勢和客戶需求的預測，參考歷史資料，評估存貨撇減準備的合理性。

INDEPENDENT AUDITOR'S REPORT (Continued)

Key Audit Matters (Continued)

Key audit matter	How our audit addressed the key audit matter
Acquisition accounting for Shanghai Regan Financial Information Service Co., Ltd.* (“Regan Financial Information”) (上海雷根金融信息服務有限公司)	
Refer to Notes 2 and 32 to the consolidated financial statements.	Our key audit procedures to assess the acquisition accounting for Regan Financial Information included the following:
The Group completed the acquisition of 60% registered share capital of Regan Financial Information on 3 November 2022 (the “Acquisition Date”) at a consideration of approximately RMB7,032,000 (the “Acquisition”). The Acquisition constituted a business combination for accounting purposes.	(a) evaluated the management’s assessment of the terms and conditions under agreements for the Acquisition; (b) understood the valuation processes and methodology, significant assumptions adopted and key inputs used in the identification and valuation of assets and liabilities;
The initial accounting for the Acquisition requires the Group to identify the assets acquired and liabilities assumed and measure their amounts at the Acquisition Date. The Group has appointed an independent professional valuer to assist in determining the fair value of identifiable assets and liabilities of Regan Financial Information at the Acquisition Date. A gain on bargain purchase arising from the Acquisition of approximately RMB2,133,000 was credited to profit or loss.	(c) evaluated the reasonableness of key assumptions used by the Group’s management based on our knowledge and understanding of the businesses of the Regan Financial Information and the related market; (d) assessed the appropriateness of the methodology in determining the values of assets acquired and liabilities assumed including fair value adjustments at the Acquisition Date; (e) evaluated the competence, capabilities and objectivity of the independent professional valuer;
We considered this matter to as a key audit matter because of the significant impact of the Acquisition on the consolidated financial statements and the inherent judgement involved in estimating the fair value of the assets acquired and liabilities assumed.	(f) checked, on a sample basis, the accuracy and relevance of the input data provided by the Group’s management to the independent professional valuer; and (g) understood and evaluated the reassessment on the gain on bargain purchase performed by the management of the Group.

* For identification purpose only

獨立核數師報告 (續)

關鍵審計事項 (續)

關鍵審計事項

我們的審計如何處理關鍵審計事項

上海雷根金融信息服務有限公司 (「雷根金融信息」) 的收購會計處理

請參閱綜合財務報表附註2及附註32。

貴集團於二零二二年十一月三日(「收購日期」)完成收購雷根金融信息已註冊股本60%，代價約為人民幣7,032,000元(「收購事項」)。就會計而言，收購事項構成一項業務合併。

收購事項的初始會計處理要求 貴集團於收購日期確定所收購資產及所承擔負債並計量其金額。 貴集團已委任獨立專業估值師協助確定雷根金融信息於收購日期的可識別資產及負債。收購事項產生的議價購買收益約為人民幣2,133,000元，已計入損益。

我們認為該事項為關鍵審計事項，因為收購對綜合財務報表有重大影響，且在估計所收購資產及所承擔負債的公平值時涉及內在判斷。

我們就評估雷根金融信息的收購會計處理所進行的關鍵審計程序包括以下各項：

- (a) 評價管理層對收購協議下條款及條件的評估；
- (b) 了解估值過程及方法、所採用重要假設以及在確定及評估資產及負債時使用的關鍵輸入數據；
- (c) 根據我們對雷根金融信息業務及相關市場的了解和認識，評估 貴集團管理層所使用關鍵假設的合理性；
- (d) 評估確定所收購資產及所承擔負債價值的方法的適當性，包括於收購日期的公平值調整；
- (e) 評估獨立專業估值師的能力、實力和客觀性；
- (f) 以抽樣方式檢查 貴集團管理層向獨立專業估值師提供的輸入資料的準確性和相關性；及
- (g) 理解並評估 貴集團管理層所作之議會購買收益重估。

INDEPENDENT AUDITOR'S REPORT (Continued)

Other Information

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2022 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

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

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

Responsibilities of Directors and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

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. This report is made 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 HKSAAs 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.

獨立核數師報告（續）

其他信息

貴公司董事須對其他信息負責。其他信息包括 貴公司二零二二年年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

董事及負責管治人員就綜合財務報表須承擔的責任

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

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

負責管治人員須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅向 閣下（作為整體）作出，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

INDEPENDENT AUDITOR'S REPORT (Continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the use of the going concern basis of accounting by the directors of the Company and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

獨立核數師報告（續）

核數師就審計綜合財務報表承擔的責任（續）

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價 貴公司董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對 貴公司董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與負責管治人員溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

INDEPENDENT AUDITOR'S REPORT (Continued)

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (Continued)

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

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

Mazars CPA Limited

Certified Public Accountants

Hong Kong, 28 March 2023

The engagement director on the audit resulting in this independent auditor's report is:

She Shing Pang

Practising Certificate number: P05510

獨立核數師報告 (續)

核數師就審計綜合財務報表承擔的責任(續)

我們還向負責管治人員提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係及其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

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

中審眾環(香港)會計師事務所有限公司

執業會計師

香港，二零二三年三月二十八日

出具本獨立核數師報告的審計項目董事為：

余勝鵬

執業證書編號：P05510

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

		Note	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue	收益	4	263,248	353,896
Cost of sales	銷售成本		(233,865)	(299,916)
Gross profit	毛利		29,383	53,980
Other income	其他收入	5	7,022	6,406
Other losses, net	其他虧損淨額	6	(2,021)	(928)
Selling and distribution expenses	銷售及分銷開支		(2,996)	(3,366)
Administrative and other operating expenses	行政及其他營運開支		(39,594)	(42,311)
Impairment losses on financial assets and contract assets	金融資產及合同資產減值虧損	7	(290)	(240)
Gain on bargain purchase arising from the acquisition of a subsidiary	收購一間附屬公司之議價購買收益	32	2,133	–
Finance costs	財務成本	7	(1,203)	(1,216)
(Loss) Profit before tax	除稅前(虧損)溢利	7	(7,566)	12,325
Income tax credits (expenses)	所得稅抵免(開支)	9	489	(2,252)
(Loss) Profit for the year	年內(虧損)溢利		(7,077)	10,073
(Loss) Profit for the year attributable to:	下列各方應佔年內(虧損)溢利:			
– Owners of the Company	– 本公司擁有人		(9,079)	7,241
– Non-controlling interests	– 非控股權益		2,002	2,832
			(7,077)	10,073
			RMB cents 人民幣分	RMB cents 人民幣分
(Losses) Earnings per share for the (loss) profit attributable to owners of the Company	就本公司擁有人應佔(虧損)溢利之每股(虧損)盈利			
Basic and diluted	基本及攤薄	10	(3.63)	2.90

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Note 附註		
(Loss) Profit for the year	年內(虧損)溢利	(7,077)	10,073
Other comprehensive income (loss):	其他全面收益(虧損):		
<i>Items that will not be reclassified to profit or loss:</i>	將不會重新分類至損益的項目:		
Exchange differences on translation of the Company's financial statements to presentation currency	換算本公司財務報表至呈列貨幣所產生的匯兌差額	4,752	(1,711)
Financial assets at fair value through other comprehensive income ("FVOCI")	按公平值計入其他全面收益的金融資產(「按公平值計入其他全面收益」)		
– Changes in fair value taken to reserves	– 公平值變動計入儲備	673	(5,173)
– Gains on disposal taken to reserves	– 出售收益計入儲備	–	1,116
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目:		
Exchange difference on translation of foreign operations	換算海外業務的匯兌差額	3,952	168
Exchange reserve released upon deregistration of a subsidiary	取消註冊一間附屬公司後解除外匯儲備	–	(43)
Total other comprehensive income (loss) for the year	年內其他全面收益(虧損)總額	9,377	(5,643)
Total comprehensive income for the year	年內全面收益總額	2,300	4,430
Total comprehensive income for the year attributable to:	下列各方應佔年內全面收益總額:		
– Owners of the Company	– 本公司擁有人	298	1,598
– Non-controlling interests	– 非控股權益	2,002	2,832
		2,300	4,430

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 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		Note 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	145,741	177,744
Intangible assets	無形資產	14	17,097	1,278
Investment in an associate	於一間聯營公司之投資	15	-	-
Prepayments and deposits	預付款項及按金	16	2,785	3,186
Deferred tax assets	遞延稅項資產	26	7,972	2,403
Financial assets at FVOCI	按公平值計入其他全面收益 的金融資產	17	9,840	8,369
			183,435	192,980
Current assets	流動資產			
Inventories	存貨	18	17,843	30,460
Contract assets	合同資產	20	39,318	55,052
Trade and bills receivables	貿易應收款項及應收票據	20	36,694	52,973
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	16	3,658	3,286
Financial asset at amortised cost	按攤銷成本列賬的金融資產	19	17,274	16,080
Pledged bank deposits	已抵押銀行存款	21	1,696	1,695
Cash and cash equivalents	現金及現金等價物	21	111,502	48,926
			227,985	208,472
Current liabilities	流動負債			
Trade payables	貿易應付款項	22	23,821	17,499
Contract liabilities	合約負債	23	4,180	1,503
Other payables and accruals	其他應付款項及應計費用	23	35,475	35,147
Bank borrowings	銀行借款	24	8,022	12,614
Lease liabilities	租賃負債	25	4,391	5,140
Income tax payable	應付所得稅		3,754	1,752
Deferred government grants	遞延政府補助	27	4,088	4,277
			83,731	77,932
Net current assets	流動資產淨額		144,254	130,540
Total assets less current liabilities	資產總值減流動負債		327,689	323,520

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued) 綜合財務狀況表 (續)

At 31 December 2022 於二零二二年十二月三十一日

			2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		Note 附註		
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	25	5,286	7,553
Deferred government grants	遞延政府補助	27	14,917	15,999
Deferred tax liabilities	遞延稅項負債	26	1,215	2,107
			21,418	25,659
NET ASSETS	資產淨額		306,271	297,861
Capital and reserves	資本及儲備			
Share capital	股本	28	2,250	2,250
Share premium	股份溢價	28	98,676	98,676
Retained earnings	保留盈利		55,891	65,632
Other reserves	其他儲備		131,206	121,167
Equity attributable to owners of the Company	本公司擁有人應佔權益		288,023	287,725
Non-controlling interests	非控股權益	31	18,248	10,136
TOTAL EQUITY	權益總額		306,271	297,861

The consolidated financial statements on pages 122 to 247 were approved and authorised for issue by the Board of Directors on 28 March 2023 and signed on its behalf by

第122至247頁的綜合財務報表由董事會於二零二三年三月二十八日批准及授權發佈，並由以下人士代表簽署：

Li Hao
李浩
Director
董事

Xu Shizhen
許世真
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Reserves 儲備								Non-controlling interests		Total equity
		Share capital	Share premium	Other reserve	Share-based payment reserve	Statutory reserve	Exchange reserve	Financial assets at FVOCI reserve	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價	其他儲備	以股份形式 付款儲備	法定儲備	外匯儲備	按公平值計入 其他全面收益的 金融資產儲備	保留盈利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 28)	(Note 28)	(Note 29(a))	(Note 29(b))	(Note 29(b))	(Note 29(c))	(Note 29(d))	(Note 29(d))	(Note 31)	(Note 31)	(Note 31)
		(附註28)	(附註28)	(附註29(a))	(附註29(b))	(附註29(b))	(附註29(c))	(附註29(d))	(附註29(d))	(附註31)	(附註31)	(附註31)
At 1 January 2022	於二零二二年一月一日	2,250	98,676	111,235	752	21,087	(6,734)	(5,173)	65,632	287,725	10,136	297,861
(Loss) profit for the year	年內(虧損)溢利	-	-	-	-	-	-	-	(9,079)	(9,079)	2,002	(7,077)
Other comprehensive income	其他全面收益											
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目:											
Exchange differences on translation of the Company's financial statements to presentation currency	換算本公司財務報表至呈列貨幣的匯兌差異	-	-	-	-	-	4,752	-	-	4,752	-	4,752
Financial assets at FVOCI – Changes in fair value taken to reserves (Note 17)	按公平值計入其他全面收益的金融資產 – 公平值變動計入儲備(附註17)	-	-	-	-	-	-	673	-	673	-	673
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目:											
Exchange difference on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	3,952	-	-	3,952	-	3,952
Total other comprehensive income for the year	年內其他全面收益總額	-	-	-	-	-	8,704	673	-	9,377	-	9,377
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	8,704	673	(9,079)	298	2,002	2,300
Transactions with owners:	與擁有人的交易:											
Contributions and distributions	供款及分配											
Appropriation to statutory reserve	提取法定儲備	-	-	-	-	662	-	-	(662)	-	-	-
Acquisition of a subsidiary (Note 32)	收購一間附屬公司(附註32)	-	-	-	-	-	-	-	-	-	6,110	6,110
Total transactions with owners	與擁有人的交易總額	-	-	-	-	662	-	-	(662)	-	6,110	6,110
At 31 December 2022	於二零二二年十二月三十一日	2,250	98,676	111,235	752	21,749	1,970	(4,500)	55,891	288,023	18,248	306,271

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

綜合權益變動表 (續)

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

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Reserves 儲備							Total	Non-controlling interests	Total equity	
		Share capital	Share premium	Other reserve	Share-based payment reserve	Statutory reserve	Exchange reserve	Financial assets at FVOCI reserve	Retained earnings			
		股本	股份溢價	其他儲備	以股份形式 付款儲備	法定儲備	外匯儲備	按公平值計入 其他全面收益的 金融資產儲備	保留盈利	總計	非控股權益	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		(Note 28)	(Note 28)	(Note 29(a))	(Note 29(b))	(Note 29(b))	(Note 29(c))	(Note 29(d))			(Note 31)	
		(附註28)	(附註28)	(附註29(a))	(附註29(b))	(附註29(b))	(附註29(c))	(附註29(d))			(附註31)	
At 1 January 2021	於二零二一年一月一日	2,250	98,676	111,235	752	19,383	(5,148)	-	58,979	286,127	5,804	291,931
Profit for the year	年內溢利	-	-	-	-	-	-	-	7,241	7,241	2,832	10,073
Other comprehensive (loss) income	其他全面(虧損)收益											
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目:											
Exchange differences on translation of the Company's financial statements to presentation currency	換算本公司財務報表至呈列貨幣的匯兌差異	-	-	-	-	-	(1,711)	-	-	(1,711)	-	(1,711)
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產											
- Changes in fair value taken to reserves (Note 17)	- 公平值變動計入儲備(附註17)	-	-	-	-	-	-	(5,173)	-	(5,173)	-	(5,173)
- Gains on disposal taken to reserves (Note 17)	- 計入儲備的出售收益(附註17)	-	-	-	-	-	-	1,116	-	1,116	-	1,116
- Gains on disposal recycled to retained earnings	- 劃轉至保留盈利的出售收益	-	-	-	-	-	-	(1,116)	1,116	-	-	-
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目:											
Exchange difference on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	168	-	-	168	-	168
Exchange reserve released upon deregistration of a subsidiary	取消註冊一間附屬公司時解除外匯儲備	-	-	-	-	-	(43)	-	-	(43)	-	(43)
Total other comprehensive (loss) income for the year	年內其他全面(虧損)收益總額	-	-	-	-	-	(1,586)	(5,173)	1,116	(5,643)	-	(5,643)
Total comprehensive (loss) income for the year	年內全面(虧損)收益總額	-	-	-	-	-	(1,586)	(5,173)	8,357	1,598	2,832	4,430
Transactions with owners:	與擁有人的交易:											
Contributions and distributions	供款及分配											
Appropriation to statutory reserve	提取法定儲備	-	-	-	-	1,704	-	-	(1,704)	-	-	-
Capital contribution from non-controlling interests	非控股權益之注資	-	-	-	-	-	-	-	-	-	1,500	1,500
Total transactions with owners	與擁有人的交易總額	-	-	-	-	1,704	-	-	(1,704)	-	1,500	1,500
At 31 December 2021	於二零二一年十二月三十一日	2,250	98,676	111,235	752	21,087	(6,734)	(5,173)	65,632	287,725	10,136	297,861

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		Note	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
		附註		
OPERATING ACTIVITIES	經營活動			
Cash generated from operations	經營所得現金	30(a)	76,654	18,586
Income tax paid	已付所得稅		(711)	(2,900)
Interest received	已收利息		1,159	649
Net cash from operating activities	自經營活動之現金淨額		77,102	16,335
INVESTING ACTIVITIES	投資活動			
Interest income from unlisted corporate bonds	非上市企業債券的利息收入		1,461	–
Dividend income	股息收入		205	–
Payment for purchase of property, plant and equipment	支付購買物業、廠房及設備		(4,041)	(62,676)
Payment for purchase of intangible assets	支付購買無形資產		(4,286)	(544)
Receipt of government grants for purchase of equipment	就購買設備收取之政府補助		3,110	11,738
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項		–	2,830
Proceeds from disposal of financial assets at fair value through profit or loss (“FVTPL”)	出售按公平值計入損益（「按公平值計入損益」）的金融資產所得款項		–	5,000
Payment for purchase of financial assets at FVOCI	支付購買按公平值計入其他全面收益的金融資產		–	(23,653)
Proceeds from disposal of financial assets at FVOCI	出售按公平值計入其他全面收益的金融資產所得款項		–	11,084
Purchase of financial asset at amortised cost	購買按攤銷成本列賬的金融資產		(18,089)	(16,352)
Proceeds from redemption of financial asset at amortised cost	購回按攤銷成本列賬的金融資產的所得款項		17,537	–
Net cash flow from acquisition of a subsidiary	收購一間附屬公司的現金流淨額	32	(6,369)	–
Net cash used in investing activities	投資活動所用現金淨額		(10,472)	(72,573)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

綜合現金流量表 (續)

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 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
FINANCING ACTIVITIES	融資活動		
Proceeds from bank borrowings	銀行借款所得款項	-	19,245
Repayments of bank borrowings	償還銀行借款	(5,175)	(20,342)
(Increase) Decrease in pledged bank deposits	已抵押銀行存款(增加)減少	(1)	12,862
Payment of interests on bank borrowings	支付銀行借款利息	(516)	(889)
Payment of principal element of lease liabilities	支付租賃負債本金部分	(5,238)	(9,178)
Payment of interest element of lease liabilities	支付租賃負債利息部分	(687)	(327)
Capital contribution from non-controlling interests	非控股權益之注資	-	1,500
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(11,617)	2,871
Net increase (decrease) in cash and cash equivalents	現金及現金等價物增加(減少)淨額	55,013	(53,367)
Cash and cash equivalents at the beginning of the reporting period	報告期初現金及現金等價物	48,926	104,004
Effect of foreign exchange rate changes, net	匯率變動之影響, 淨額	7,563	(1,711)
Cash and cash equivalents at the end of the reporting period, represented by bank balances and cash	報告期末現金及現金等價物, 指銀行結餘及現金	111,502	48,926

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. General Information

Confidence Intelligence Holdings Limited (the “Company”, together with its subsidiaries are collectively referred to as the “Group”) was incorporated as an exempted company with limited liability in the Cayman Islands on 7 December 2018. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 18 October 2019. The registered office of the Company is situated at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The Company’s principal place of business is situated at Unit 702, 7th Floor, Greenfield Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Kowloon, Hong Kong and the Group’s headquarter is situated at No. 7 Building, New Development Zone, Baishixia, Fuyong Street, Bao’an District, Shenzhen, the People’s Republic of China (the “PRC”).

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of (i) electronic manufacturing service (“EMS”) and (ii) financial-related application platform (“Financial Application Platform”) and related maintenance services (“Platform Maintenance Services”). The principal activities of the Group’s subsidiaries are set out in Note 12 to the consolidated financial statements.

The immediate and ultimate holding company of the Company is Skyflying Company Limited (“Skyflying”), which is incorporated in the British Virgin Islands (the “BVI”). In the opinion of the directors of the Company, the ultimate controlling party of the Group is Mr. Li Hao (the “Ultimate Controlling Party”).

1. 一般資料

信懋智能控股有限公司（「本公司」，連同其附屬公司，統稱為「本集團」）於二零一八年十二月七日於開曼群島註冊成立為獲豁免有限責任公司。本公司的股份於二零一九年十月十八日在香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands。本公司的主要營業地點位於香港九龍尖沙咀東科學館道1號康宏廣場南座7樓702室，而本集團總辦事處位於中華人民共和國（「中國」）深圳寶安區福永街道白石廈新開發區第七棟。

本公司為一家投資控股公司及其附屬公司主要從事提供(i)電子製造服務（「電子製造服務」）及(ii)金融相關應用平台（「金融應用平台」）以及相關維護服務（「平台維護服務」）。本集團附屬公司的主要業務載於本綜合財務報表附註12。

本公司的中間及最終附屬公司為於英屬處女群島（「英屬處女群島」）註冊成立的公司Skyflying Company Limited（「Skyflying」）。本公司董事認為，本集團的最終控股人士為李浩先生（「最終控股人士」）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies

Statement of compliance

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The consolidated financial statements are presented in Renminbi (“RMB”) and all amounts have been rounded to the nearest thousand (“RMB’000”), unless otherwise indicated.

A summary of the significant accounting policies adopted by the Group is set out below.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2021 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current period.

Adoption of new/revised HKFRSs

The Group has applied, for the first time, the following new/revised HKFRSs that are relevant to the Group:

Amendments to HKFRS 16	Covid-19-Related Rent Concessions Beyond 30 June 2021
Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements to HKFRSs	2018–2020 Cycle

2. 重大會計政策

合規聲明

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之所有適用香港財務報告準則(「香港財務報告準則」)(該詞涵蓋所有適用個別香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公認會計原則以及相關公司條例的披露規定編製。該等綜合財務報表亦符合聯交所證券上市規則(「上市規則」)之適用披露條文。

除另有說明外，該等綜合財務報表以人民幣(「人民幣」)呈列，所有數值已湊整至最接近千位(「人民幣千元」)。

本集團採納的重大會計政策概要載於下文。

除採納以下與本集團相關並於本期間生效的新訂／經修訂香港財務報告準則外，本綜合財務報表的編制基礎與二零二一年綜合財務報表採用的會計政策一致。

採納新訂／經修訂的香港財務報告準則

本集團已首次採用以下與本集團相關的新訂／經修訂香港財務報告準則：

香港財務報告準則第16號(修訂本)	二零二一年六月三十日後的Covid-19相關租金減免
香港會計準則第16號(修訂本)	擬定用途前的所得款項
香港會計準則第37號(修訂本)	履約成本
香港財務報告準則第3號(修訂本)	概念框架之參考
香港財務報告準則的年度改進	二零一八年至二零二零年週期

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Adoption of new/revised HKFRSs (Continued)

Amendments to HKFRS 16: Covid-19-Related Rent Concessions Beyond 30 June 2021

The amendments exempt lessees from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modifications and allow lessees to account for such rent concessions as if they were not lease modifications. It applies to Covid-19-related rent concessions that reduce lease payments due on or before 30 June 2022. The amendments do not affect lessors.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 16: Proceeds before Intended Use

The amendments clarify the accounting requirements for proceeds received by an entity from selling items produced while testing an item of property, plant or equipment before it is used for its intended purpose. An entity recognises the proceeds from selling any such items, and the cost of those items, in profit or loss and measures the cost of those items applying the measurement requirements of HKAS 2.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 重大會計政策 (續)

採納新訂／經修訂的香港財務報告準則 (續)

香港財務報告準則第16號(修訂本)：二零二一年六月三十日後的Covid-19相關租金減免

該等修訂豁免承租人考慮個別租賃合約以釐定Covid-19直接導致的租金優惠是否屬租賃變更，並允許承租人將有關租金優惠視為並非租賃變更而入賬。其適用於扣減在二零二二年六月三十日或之前到期的租賃付款的與Covid-19有關的租金優惠。該等修訂並不影響出租人。

採納該等修訂並無對綜合財務報表造成任何重大影響。

香港會計準則第16號(修訂本)：擬定用途前的所得款項

該修訂本澄清了有關實體在物業、廠房或設備項目作擬定用途前進行測試期間出售所生產的項目而獲得的所得款項的會計規定。實體於損益確認出售任何該等項目的所得款項及該等項目的成本，並應用香港會計準則第2號的計量規定計量該等項目的成本。

採納該等修訂並無對綜合財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Adoption of new/revised HKFRSs (Continued)

Amendments to HKAS 37: Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (for example, direct labour and materials) and an allocation of other costs that relate directly to fulfilling contracts (for example, an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract).

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKFRS 3: Reference to the Conceptual Framework

The amendments update a reference in HKFRS 3 to the Conceptual Framework for Financial Reporting issued in 2018. The amendments also add to HKFRS 3 an exception to its requirement for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for some types of liabilities and contingent liabilities, an entity applying HKFRS 3 should instead refer to HKAS 37. The exception has been added to avoid an unintended consequence of updating the reference.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 重大會計政策 (續)

採納新訂／經修訂的香港財務報告準則 (續)

香港會計準則第37號 (修訂本)：履約成本

該修訂本澄清，根據香港會計準則第37號評估合約有否虧損時，履約成本包括與合約直接相關的成本。與合約直接相關的成本同時包括履行該合約的增量成本 (例如直接勞工及材料)，以及與履行合約直接相關的其他成本分配 (例如分配履行合約所用物業、廠房及設備項目的折舊開支)。

採納該等修訂並無對綜合財務報表造成任何重大影響。

香港財務報告準則第3號 (修訂本)：概念框架之參考

該修訂本更新了香港財務報告準則第3號內文對二零一八年發佈的財務報告概念框架的引用。該修訂本亦在香港財務報告準則第3號中增設了一項例外，在特定情況下，實體毋須引用概念框架來確定某項目是否構成資產或負債。該例外規定，對於若干類型的負債及或有負債，應用香港財務報告準則第3號的實體，應參考香港會計準則第37號。增設例外情況，乃為避免更新引用而帶來的意外後果。

採納該等修訂並無對綜合財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Adoption of new/revised HKFRSs (Continued)

Annual Improvements Project – 2018–2020 Cycle

HKFRS 1: Subsidiary as a First-time Adopter

This amendment simplifies the application of HKFRS 1 for a subsidiary that becomes a first-time adopter of HKFRSs later than its parent – i.e. if a subsidiary adopts HKFRSs later than its parent and applies HKFRS 1.D16(a), then a subsidiary may elect to measure cumulative translation differences for all foreign operations at amounts included in the consolidated financial statements of the parent, based on the parent's date of transition to HKFRSs.

HKFRS 9: Fees in the “10 per cent” Test for Derecognition of Financial Liabilities

This amendment clarifies that – for the purpose of performing the “10 per cent test” for derecognition of financial liabilities – in determining those fees paid net of fees received, a borrower includes only fees paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf.

HKFRS 16: Lease Incentives

The amendment removes the illustration of payments from the lessor relating to leasehold improvements. As currently drafted, Example 13 is not clear as to why such payments are not a lease incentive.

HKAS 41: Taxation in Fair Value Measurements

This amendment removes the requirement to exclude cash flows for taxation when measuring fair value, thereby aligning the fair value measurement requirements in HKAS 41 with those in HKFRS 13.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2. 重大會計政策 (續)

採納新訂／經修訂的香港財務報告準則 (續)

年度改進項目 – 二零一八年至二零二零年週期

香港財務報告準則第1號：首次採納的附屬公司

該修訂本針對晚於母公司首次採納香港財務報告準則的附屬公司，簡化應用香港財務報告準則第1號的程序，簡言之，如某附屬公司晚於母公司採納香港財務報告準則，在應用香港財務報告準則第1.D16(a)號時，該附屬公司可選擇根據母公司過度至香港財務報告準則的日期，按母公司綜合財務報表所示金額計量所有海外業務的累計交易差額。

香港財務報告準則第9號：終止確認金融負債的「百分之十」測試費用

該修訂本澄清，為終止確認金融負債而進行「百分之十測試」時，就釐訂已付費用（扣除已收費用）而言，借款人僅計及借款人與貸款人之間的已付或已收費用，包括借款人或貸款人代對方支付或收取的費用。

香港財務報告準則第16號：租賃寬減

該修訂本移除了出租人就租賃裝修所作付款的示例。於現時版本中，例13並無明確說明有關付款不屬租賃寬減的原因。

香港會計準則第41號：公平值計量中的稅項

該修訂本移除了計量公平值時撇除稅項現金流的規定，將香港會計準則第41號對公平值計量的規定，調整至與香港財務報告準則第13號一致。

採納該等修訂對綜合財務報表並無任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is historical cost, except for financial assets at FVOCI and financial assets at FVTPL (if any) which are measured at fair value, as explained in the accounting policy set out below.

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Non-controlling interests are presented, separately from owners of the Company, in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRSs.

2. 重大會計政策 (續)

計量基準

誠如下文所載會計政策所述，編製該等綜合財務報表所用之計量基準為歷史成本法，惟按公平值計入其他全面收益的金融資產及按公平值計入損益的金融資產(如有)按公平值計量除外。

合併基準

該等綜合財務報表包括本公司及其所有附屬公司的財務報表。該等附屬公司的財務報表乃採用於本公司財務報表所用一致的會計政策。

集團內公司間之所有結餘、交易以及集團內公司間交易產生的收支及損益均全數對銷。附屬公司之業績自本集團獲得其控制權當日起綜合入賬，並持續綜合入賬至該控制權終止為止。

非控股權益與本公司擁有人分開呈列於綜合損益表及綜合損益及其他全面收益表，以及綜合財務狀況表的權益內。於被收購方的屬現時擁有權權益及賦予其持有人在清盤時可按比例分得被收購方淨資產的非控股權益，乃初步以公平值或現時擁有權文書於被收購方可識別淨資產已確認金額的應佔比例計算。計量基準依個別收購基準而選擇。除非香港財務報告準則另有計量基準，否則非控股權益的其他類型最初按公平值計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Basis of consolidation (Continued)

Allocation of total comprehensive income

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

Changes in ownership interests

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the 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 owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the holding company had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset or liability, an associate, a joint venture or others, as appropriate, from the date when control is lost.

2. 重大會計政策 (續)

合併基準 (續)

分配全面收益總額

本公司擁有人及非控股權益分佔損益及其他全面收益之各部分。全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘。

擁有權權益出現變動

倘本集團於附屬公司的擁有權權益變動並無導致失去控制權，則列賬為股本交易。控股權益的賬面值將會調整，以反映其於附屬公司的相對權益變動。非控股權益作出調整之金額與已付或已收代價的公平值間任何差額直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司的控制權，出售時產生的損益按下列兩者的差額計算：(i) 於失去控制權當日已收代價的公平值與任何保留權益的公平值的總和及(ii) 於失去控制權當日附屬公司及任何非控股權益的資產（包括商譽）及負債的賬面值。先前於其他全面收益確認的有關已出售附屬公司的金額按與假設控股公司直接出售相關資產或負債的同一基準列賬。於前附屬公司保留的任何投資及前附屬公司結欠或應付前附屬公司的任何金額自失去控制權當日起視適用情況列賬為金融資產或負債、聯營公司、合營公司或其他。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Business combinations

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

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

- deferred tax assets or liabilities, and assets and liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 and HKAS 19 respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 at the acquisition date; and
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 are measured in accordance with that standard.

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

2. 重大會計政策 (續)

業務合併

收購業務採用收購法入賬。業務合併之收購代價按公平值計量，而計算方法為本集團所轉讓之資產、本集團向被收購方原股東產生之負債及本集團於交換被收購方之控制權發行之股權之總額。有關收購之費用一般於產生時確認於損益中。

於收購日期，所收購之主要可識別資產及所承擔之負債乃按公平值確認，惟以下情況除外：

- 遞延稅項資產或負債及僱員福利安排所產生之資產及負債分別按香港會計準則第12號及香港會計準則第19號確認及計量；
- 與被收購方以股份為基礎之付款支出安排有關或以本集團以股份為基礎之付款安排取代被收購方以股份為基礎之付款支出安排有關之負債及權益工具，乃於收購日期按香港財務報告準則第2號計量；及
- 根據香港財務報告準則第5號分類為持有作出售之資產（或出售組別）根據該準則計量。

商譽是以所轉撥之代價、非控股權益於被收購方中所佔金額、及收購方以往持有之被收購方股權之公平值（如有）之總和，減所收購之可識別資產及所承擔之負債於收購日期之淨值後，所超出之差額計值。倘經過重新評估後，所收購之可識別淨資產與所承擔負債於收購日期之淨額高於轉撥之代價、非控股權益於被收購方中所佔金額以及收購方以往持有之被收購方股權之公平值（如有）之總和，則差額即時於損益內確認為廉價收購收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Business combinations (Continued)

Non-controlling interests that are initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction by-transaction basis. Other types of non-controlling interests are measured at their fair value.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

2. 重大會計政策 (續)

業務合併 (續)

非控股權益可初步按公平值或非控股權益應佔被收購方可識別資產淨值的已確認金額比例計量。計量基準視乎每項交易而作出選擇。其他類型的非控股權益乃按其公平值或(倘適用)按另一項準則規定的計量基準計量。

當本集團於業務合併時轉讓之代價包含因或然代價安排時，或然代價將按收購日期之公平值計量，並被視為業務合併時所轉讓代價之一部份。符合作為計量期間調整之或然代價之公平值變動，需以追溯方式進行調整。計量期間調整是指於「計量期間」(不超出收購日期起計一年)因取得於收購日期已存在之事實及情況之額外資料而作出之調整。

不符合作為計量期間調整之或然代價之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價於其後報告日期不會重新計量，其後結算於權益內進行入賬處理。分類為資產或負債之或然代價於其後報告日期重新計量至公平值，而相應收益或虧損乃於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued) 綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Subsidiaries

A subsidiary is an entity that is controlled by the Group. 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 reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, investments in subsidiaries is stated at cost less impairment loss. The carrying amount of the interest is reduced to its respective recoverable amount on an individual basis, if it is higher than the recoverable amount. The result of a subsidiary is accounted for by the Company on the basis of dividends received and receivable.

Associates

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies.

The Group's investment in an associate is accounted for under the equity method of accounting, except when the investment or a portion thereof is classified as held for sale. Under the equity method, the investment is initially recorded at cost and adjusted thereafter for the post-acquisition changes in the Group's share of the investee's net assets and any impairment loss relating to the investment. Except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee, the Group discontinues recognising its share of further losses when the Group's share of losses of the investee equals or exceeds the carrying amount of its interest in the investee, which includes any long-term interests that, in substance, form part of the Group's net investment in the investee.

2. 重大會計政策 (續)

附屬公司

附屬公司為本集團控制之實體。倘本集團因參與實體之營運而承受或享有其可變動回報，並有能力透過其對實體之權力影響該等回報，則本集團對該實體擁有控制權。倘有事實及情況顯示，控制權之一項或多項元素出現變動，則本集團會重新評估其是否對被投資公司有控制權。

於本公司財務狀況表(於該等附註呈列)內，投資附屬公司以成本減去減值虧損列值。倘權益之賬面值高於其可回收金額，則按個別基準削減至其可收回金額。一家附屬公司業績由本公司按已收及應收股息基準入賬。

聯營公司

聯營公司為本集團對其具有重大影響力的實體。重大影響力指可參與投資對象之財務及營運決策的權力，惟對該等政策並無控制權或共同控制權。

除投資或當中部份分類為持作出售外，本集團於聯營公司的投資以權益會計法列賬。根據權益法，投資初步按成本記錄，其後會就收購後本集團應佔被投資公司的資產淨值及有關投資的減值虧損的轉變而調整。倘若本集團應佔被投資公司的虧損相等於或超過其於該被投資公司的權益(其包括實質上構成本集團於被投資公司投資淨額一部份的任何長期權益)，除以本集團已產生法定性或推定責任或代表被投資公司作出付款為限外，本集團不再確認其應佔進一步虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Associates (Continued)

Goodwill arising on an acquisition of an associate is measured as the excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the acquired associate. Such goodwill is included in interests in an associate. On the other hand, any excess of the Group's share of its net fair value of identifiable assets and liabilities over the cost of investment is recognised immediately in profit or loss as an income.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investees, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

Goodwill

Goodwill arising on an acquisition of a business is measured at the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree (if applicable) and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

On the other hand, any excess of the acquisition date amounts of identifiable assets acquired and the liabilities assumed of the acquired business over the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree (if applicable) and the fair value of the acquirer's previously held interest in the acquiree, if any, after reassessment, is recognised immediately in profit or loss as an income from bargain purchase.

2. 重大會計政策 (續)

聯營公司 (續)

收購一間聯營公司產生的商譽乃按投資成本超出本集團於所收購聯營公司應佔的可識別資產及負債的公平淨值計量。該等商譽計入於一間聯營公司的權益。另一方面，任何超出投資成本的本集團應佔可識別資產及負債的公平淨值會即時於損益中確認為收入。

本集團與其聯營公司間進行交易所產生的未變現損益予以對銷，惟以本集團於被投資公司的權益為限，除非未變現虧損證明被轉讓資產出現減值，在此情況下，則會即時於損益確認相關未變現虧損。

商譽

收購業務產生的商譽乃按所轉撥的代價、於被收購方的任何非控股權益金額(如適用)及於被收購方的任何先前所持股本權益的公平值超出所收購業務的已購入可識別資產及所承擔負債的收購當日金額的差額計量。

收購業務產生的商譽乃確認為個別資產及按成本值扣除累計減值虧損列賬，並須每年作減值測試，或倘在某些事項或情形的變動顯示賬面值可能減值時，則會更頻密地進行測試。就減值測試及釐定出售盈虧而言，商譽乃分配至現金產生單位。商譽的減值虧損不可撥回。

另一方面，重估後所收購業務的已購入可識別資產及所承擔負債的收購當日金額超出所轉撥代價、於被收購方的任何非控股權益金額(如適用)及收購方先前於被收購方所持權益的公平值總額的任何差額(如有)，即時於損益內確認為一項議價購買收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Goodwill (Continued)

Any resulting gain or loss arising from remeasuring the previously held equity interests in the acquiree at the acquisition-date fair value is recognised in profit or loss or other comprehensive income, as appropriate.

Property, plant and equipment

Property, plant and equipment (included right-of-use assets) are stated at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment, over their estimated useful lives as set out below from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Building	20 years
Leasehold improvements	Shorter of estimated useful lives or remaining lease terms
Plant and machinery	3 to 10 years
Furniture and fixtures	5 years
Office equipment	3 to 5 years
Motor vehicles	3 to 5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognised.

2. 重大會計政策 (續)

商譽 (續)

於收購日按公平值重新計量先前在被收購方持有的股權所產生的任何損益，均於損益或其他綜合收益中確認（如適用）。

物業、廠房及設備

物業、廠房及設備（包括使用權資產）乃按成本減累計折舊及累計減值虧損入賬。一項物業、廠房及設備項目的成本包括其購買價格及將資產達至其運作狀況及達至工作地點作其擬定用途的任何直接應佔成本。期內維修及保養費用於產生期間在損益中扣除。

折舊乃自物業、廠房及設備可供使用日期起，於其估計可使用年期內撇銷成本減累計減值虧損，並以直線法計入其估計剩餘價值後按下文載列提呈撥備。倘一項物業、廠房及設備各部分的可使用年期並不相同，則該項目的成本按合理基礎分配並個別折舊。

建築物	20年
租賃物業裝修	按估計使用年期或剩餘租賃期（以較短者為準）
廠房及機械	3至10年
傢俱及裝置	5年
辦公室設備	3至5年
汽車	3至5年

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時取消確認。於取消確認該資產時所產生的任何收益或虧損（以出售所得款項淨額與該項目的賬面值的差額計算）將計入取消確認該項目的期間的損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Intangible assets

Intangible assets acquired in a business combination – e-Financial Club App

e-Financial Club App is a financial application platform acquired in a business combination and recognised separately from goodwill are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, the e-Financial Club App acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Amortisation is calculated using the straight-line method over the expected lives of the e-Financial Club App, which are determined to be 10 years.

The e-Financial Club App is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of the e-Financial Club App, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the e-Financial Club App is derecognised.

Research and development costs

Research costs are expensed as incurred. Costs incurred on development activities, which involve the application of research findings to a plan to design for the production of new or substantially improved products and processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development. The expenditure capitalised will be the outsourcing costs. Other development expenditure is recognised in profit or loss as an expense as incurred. When the asset is available for use, the capitalised development costs are amortised on a straight-line basis over their estimated useful lives.

2. 重大會計政策 (續)

無形資產

業務合併中所收購無形資產—金融e家

金融e家為於業務合併中所收購的金融應用平台，並與商譽分開確認的金融e家初步按收購日期的公平值確認(其被認為是彼等之成本)。

於初步確認後，於業務合併中收購有限可用年限之金融e家按與獨立收購之無形資產相同之基準以成本減累計攤銷及累計減值虧損呈報。攤銷乃使用直線法於金融e家之預計年期(釐定為十年)內計算。

金融e家於出售時或預期不能再透過使用或出售取得未來經濟利益時終止確認。終止確認金融e家所產生之損益按出售所得款項淨額與有關資產賬面值之差額計量，並於終止確認該資產之期間於損益表中確認。

研發成本

研究成本乃於產生時視作開支。涉及使用研究數據計劃以設計生產新型或大幅提升產品及工序的開發活動所產生的成本，而倘產品或工序在技術上及商業上可行，而本集團已有足夠資源完成開發，則會撥充作為資本。撥充作為資本的開支將包括外包成本。其他開發開支在產生時於損益中確認為開支。倘資產可以使用，則撥充作為資本的開發成本會按直線法於彼等估計使用年期進行攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Intangible assets (Continued)

Software

The initial costs of acquiring the computer software licenses for own use are capitalised. Computer software licenses with finite useful lives is carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is provided on the straight-line basis over their estimated useful lives of 3 years.

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis, except for financial assets measured at FVTPL and financial assets measured at FVOCI which are accounted for on the settlement date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset.

If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

2. 重大會計政策 (續)

無形資產 (續)

軟件

取得供自用的電腦軟件許可的初始成本已撥充資本。可使用年期有限的電腦軟件許可按成本減累計攤銷及累計減值虧損列賬。攤銷乃按其3年的估計可使用年期以直線法計提撥備。

金融工具

金融資產

確認及終止確認

當且僅當本集團成為工具合同條款的一方時，金融資產方按交易日確認，但按公平值計入損益計量的金融資產及按公平值計入其他全面收益計量的金融資產除外，該等資產均按結算日入賬。

金融資產於且僅於(i)本集團來自該金融資產的未來現金流量的合同權利屆滿時或(ii)本集團轉讓該金融資產，且(a)本集團已轉移該金融資產擁有權的絕大部分風險及回報，或(b)本集團並未轉移或保留該金融資產擁有權的絕大部分風險及回報，惟其並無保留該金融資產的控制權時終止確認。

倘本集團保留已轉讓金融資產擁有權的絕大部分風險及回報，則本集團會繼續確認該金融資產。

倘本集團既不轉移亦不保留已轉讓資產擁有權的絕大部分風險及回報，且繼續控制該已轉讓資產，則本集團按其持續參與程度及可能須支付的相關負債金額確認該金融資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at FVTPL, transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at FVOCI; (iii) equity investment measured at FVOCI; or (iv) measured at FVTPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

(1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

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

2. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

分類及計量

金融資產(無重大融資成分的貿易應收款項除外)初步按其公平值確認,倘金融資產並未按公平值計入損益,則加上收購金融資產的直接應佔交易成本。該等貿易應收款項初步按其交易價計量。

於初步確認時,金融資產分類為(i)按攤銷成本計量;(ii)按公平值計入其他全面收益計量的債務投資;(iii)按公平值計入其他全面收益計量的股權投資;或(iv)按公平值計入損益計量。

金融資產於初步確認的分類取決於本集團管理金融資產的業務模式及金融資產的合同現金流量特徵。金融資產於彼等初步確認後不予重新分類,除非本集團改變其管理業務模式,而在此情況下所有受影響的金融資產於業務模式變動後首個報告期間的首日進行重新分類。

(1) 按攤銷成本計量的金融資產

當金融資產同時符合以下條件,且並無指定為按公平值計入損益,則該金融資產按攤銷成本計量:

- (i) 其被持有所屬業務模式的目標為持有金融資產以收取合同現金流量;及
- (ii) 其合同條款使於特定日期產生僅為支付本金及未償還本金利息的現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement (Continued)

(1) Financial assets measured at amortised cost (Continued)

Financial asset at amortised cost is subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include trade and bills receivables, deposits and other receivables, an unlisted bond recognised as financial asset at amortised cost, pledged bank deposits and bank balances and cash.

(2) Financial assets at FVOCI

Upon initial recognition, the Group may make an irrevocable election to present subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 applies in other comprehensive income. The classification is determined on an instrument-by-instrument basis.

These equity investments are subsequently measured at fair value and are not subject to impairment. Dividends are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other gains or losses are recognised in other comprehensive income and shall not be subsequently reclassified to profit or loss. Upon derecognition, the cumulative gain or loss is transferred directly to retained earnings.

The Group's financial assets at FVOCI include equity securities which are not held for trading.

2. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

分類及計量 (續)

(1) 按攤銷成本計量的金融資產 (續)

其後，按攤銷成本計量的金融資產採用實際利率方法計量並須計提減值。因減值、終止確認或進行攤銷時產生的收益及虧損乃於損益中確認。

本集團按攤銷成本計量的金融資產包括貿易應收款項及應收票據、按金及其他應收款項、確認為按攤銷成本計量的金融資產的非上市債券、已抵押銀行存款及銀行結餘及現金。

(2) 按公平值計入其他全面收益的金融資產

於初步確認後，本集團可作出不可撤銷選擇，於其他全面收益呈列既非持作買賣亦非收購方於香港財務報告準則第3號應用的業務合併中確認的或然代價的權益工具投資的公平值其後變動。分類按個別工具基準釐定。

該等股本投資其後按公平值計量，且毋須計提減值。股息於損益確認，除非股息明顯屬於收回投資成本的一部分。其他收益或虧損於其他全面收益中確認，且其後毋須重新分類至損益。於終止確認時，累計收益或虧損直接轉撥至保留盈利。

本集團的按公平值計入其他全面收益的金融資產包括非持作交易的股權證券。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and measurement (Continued)

(3) Financial assets at FVTPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVTPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVTPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which includes any dividend or interest earned on the financial assets.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVTPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

2. 重大會計政策 (續)

金融工具 (續)

金融資產 (續)

分類及計量 (續)

(3) 按公平值計入損益的金融資產

該等投資包括並非按攤銷成本或公平值計入其他全面收益計量的金融資產(包括持作交易的金融資產、於初步確認後指定為按公平值計入損益的金融資產及香港財務報告準則第3號應用的業務合併中或然代價安排所產生的金融資產以及另外須按公平值計入損益計量的金融資產)。彼等按公平值列賬,由此產生的任何收益及虧損於損益中確認,包括金融資產賺取的任何股息或利息。

倘金融資產屬以下各項,則其分類為持作交易:

- (i) 主要為於近期出售而購入;
- (ii) 於初步確認時,為集中管理的已識別金融工具組合一部分,且有證據表明於近期有短期獲利的實際模式;或
- (iii) 屬非財務擔保合同或非指定對沖工具及有效對沖工具的衍生工具。

金融資產在於初步確認時指定為按公平值計入損益,前提是如此行事可消除或大幅減低按不同基準計量資產或負債或確認其收益或虧損所產生的計量或確認不一致情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVTPL, transaction costs that are direct attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade payables, other payables and accruals, bank borrowings and lease liabilities. All financial liabilities, except for financial liabilities at FVTPL, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

Impairment of financial assets

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

2. 重大會計政策 (續)

金融工具 (續)

金融負債

確認及終止確認

金融負債於且僅於本集團成為該工具合同條文的一方時確認。

金融負債於且僅於負債消除時，即在有關合同訂明的責任獲解除、註銷或屆滿時，方終止確認。

分類及計量

金融負債初步按公平值確認，倘金融負債並未按公平值計入損益，則加上發行金融負債的直接應佔交易成本。

本集團的金融負債包括貿易應付款項、其他應付款項及應計費用、銀行借款及租賃負債。所有金融負債（按公平值計入損益的金融負債除外）均初步按其公平值確認及隨後採用實際利率法按攤銷成本計量，惟貼現將不會產生重大影響時，則於該情況下按成本列賬。

抵銷金融工具

當有依法可強制執行權利抵銷已確認金額，且擬同時按淨值結算或變現資產及清償負債時，金融資產及負債會互相抵銷，並於綜合財務狀況表內呈報淨值。

金融資產的減值

本集團就按攤銷成本計量的金融資產確認預期信貸虧損（「預期信貸虧損」）的虧損撥備。除下文詳述的特定處理外，於各報告日期，倘金融資產的信貸風險自初步確認以來顯著增加，本集團會按等同全期預期信貸虧損的金額計量該金融資產的虧損撥備。倘金融資產的信貸風險自初步確認以來無顯著增加，本集團則按等同12個月預期信貸虧損的金額計量該金融資產的虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

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

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) industry of debtors
- (iv) geographical location of debtors
- (v) external credit risk ratings, if available

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument.

2. 重大會計政策 (續)

金融工具 (續)

金融資產的減值 (續)

預期信貸虧損的計量

預期信貸虧損乃金融工具預期年期的信貸虧損(即所有現金短欠的現值)的概率加權估計。

就金融資產而言，信貸虧損為合同項下應付某一實體的合同現金流量與該實體預期收取的現金流量之間的差額現值。

全期預期信貸虧損指金融工具預期年期所有可能的違約事件產生的預期信貸虧損，而12個月預期信貸虧損為全期預期信貸虧損的一部分，其預期源自可能在報告日期後12個月內發生的金融工具違約事件。

倘以集體基準計量預期信貸虧損，金融工具乃依據下列一項或多個共享信貸風險特徵而分組：

- (i) 逾期資料
- (ii) 工具性質
- (iii) 債務人所屬行業
- (iv) 債務人所在地理位置
- (v) 外部信貸風險評級(如有)

虧損撥備於各報告日期重新計量以反映初步確認以來金融工具信貸風險及虧損的變動。虧損撥備得出的變動於損益確認為減值盈虧並對金融工具賬面值作相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or
- (ii) there is a breach of financial covenants by the counterparty.

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

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);

2. 重大會計政策 (續)

金融工具 (續)

金融資產的減值 (續)

違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為歷史經驗顯示如金融工具符合以下任何一項準則，本集團或未能悉數收回未償還合同金額：

- (i) 有內部衍生資料或取自外部來源資料顯示債務人不大可能悉數向其債權人(包括本集團)支付欠款(未考慮本集團所持任何抵押品)；或
- (ii) 對手方有違反財務契諾。

無論上述分析如何，本集團認為金融資產逾期超過90日已屬發生違約，除非本集團有合理及可靠資料證明較為滯後的違約準則更為適當則作別論。

信貸風險顯著增加的評估

評估金融工具的信貸風險自初步確認以來有否顯著增加時，本集團會將於報告日期金融工具發生違約的風險，與於初步確認日期金融工具發生違約的風險比較。作此評估時，本集團會同時考慮合理和可靠的定量及定性資料，包括無須付出過多成本或努力後即可獲得的歷史經驗及前瞻性資料。具體而言，評估時特別會考慮以下資料：

- 債務人未能於到期日支付本金或利息款項；
- 金融工具的外部或內部信貸評級(如可獲得)有實際或預期的顯著惡化；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Assessment of significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due, except for the receivables for which the Group has reasonable and supportable information to demonstrate that previous non-payments were an administrative oversight, instead of resulting from financial difficulty of the borrower, or that there is no correlation between significant increases in the risk of a default occurring and financial assets on which payments are more than 30 days past due.

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

Low credit risk

A financial instrument is determined to have low credit risk if:

- it has a low risk of default;
- the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and
- adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

2. 重大會計政策 (續)

金融工具 (續)

金融資產的減值 (續)

信貸風險顯著增加的評估 (續)

- 債務人的經營業績有實際或預期的顯著惡化；及
- 技術、市場、經濟或法律環境方面有實際或預期的變化而會或可能會對債務人履行其對本集團的責任有重大不利影響。

無論上述評估結果如何，本集團均假設合同付款逾期超過30日時，金融工具的信貸風險自初步確認以來已顯著增加，惟本集團擁有合理及可支持信息證明，過往的不付款行為屬行政監督，並非借款人的財務困難所致，或出現違約情況的風險顯著增加與付款逾期超過30日的金融資產之間並無相關性因的應收賬款除外。

儘管有前述分析，如金融工具於報告日期被釐定為具有低信貸風險，本集團會假設金融工具的信貸風險自初步確認以來無顯著增加。

低信貸風險

如有下列情況，金融工具會被釐定為具有低信貸風險：

- 其具低違約風險；
- 借款人有實力履行其近期合同現金流量責任；及
- 較長遠的經濟及營商條件的不利變動可能（但不一定）會減低借款人履行其合同現金流量責任的能力。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Low credit risk (Continued)

Bill receivables guaranteed by banks, pledged bank deposits and bank balances are determined to have low credit risk.

Simplified approach of ECL

For trade receivables and contract assets without significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Credit-impaired financial assets

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

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

2. 重大會計政策 (續)

金融工具 (續)

金融資產的減值 (續)

低信貸風險 (續)

由銀行擔保的應收票據、已抵押銀行存款及銀行結餘被確定為具有低信貸風險。

預期信貸虧損的簡化方法

對於並無重大融資成分的貿易應收款項及合同資產，本集團應用簡化手法來計算預期信貸虧損。本集團根據於各報告期末的全期預期信貸虧損確認虧損撥備，並已基於本集團過往信貸虧損經驗確立一個撥備矩陣，其已就債務人特定之前瞻性因素及經濟環境作出調整。

有信貸減值的金融資產

當發生一件或多件對金融資產的估計未來現金流量產生不利影響的事件時，該金融資產即屬有信貸減值。金融資產有信貸減值的憑證包括以下事件的可觀察數據：

- (a) 發行人或借款人陷入嚴重財困；
- (b) 違反合同，例如違約或逾期事件等；
- (c) 借款人的放款人出於關乎借款人財困的經濟或合同原因，向借款人授出原應不會考慮的讓步；
- (d) 借款人可能破產或進行其他財務重組；
- (e) 金融資產因財困而失去其活躍市場；或
- (f) 以大幅折扣購買或源生一項金融資產，由此反映了招致信貸虧損的情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Financial instruments (Continued)

Impairment of financial assets (Continued)

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group has a policy of writing off the gross carrying amount based on historical experience of recoveries of similar assets. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

Revenue recognition

Revenue from contracts with customers within HKFRS 15

Nature of services

The nature of the services provided by the Group is as follows:

- (a) provision of EMS;
- (b) provision of Financial Application Platform; and
- (c) provision of Platform Maintenance Services.

2. 重大會計政策 (續)

金融工具 (續)

金融資產的減值 (續)

撇銷

當本集團沒有合理預期可收回金融資產全部或部分合同現金流量時，則本集團撇銷該金融資產。本集團的政策為根據收回類似資產的過往經驗撇銷總賬面值。本集團預期不會從撇銷金額中大幅收回。然而，根據本集團收回到期款項程序，被撇銷的金融資產仍可能受執行有關程序所規限，並在適當情況下考慮法律意見。任何其後的收回於損益中確認。

現金等價物

就綜合現金流量表而言，現金等價物指可隨時轉換為已知現金金額且價值變動風險較低的短期高流動性投資。

收益確認

香港財務報告準則第15號與客戶合同的收益

服務性質

本集團提供的服務性質如下：

- (a) 提供電子製造服務；
- (b) 提供金融應用平台；及
- (c) 提供平台維護服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Identification of performance obligations

At contract inception, the Group assesses the services promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a service (or a bundle of services) that is distinct; or
- (b) a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer.

A service that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the service either on its own or together with other resources that are readily available to the customer (i.e. the service is capable of being distinct); and
- (b) the Group's promise to transfer the service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the service is distinct within the context of the contract).

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised service (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a service over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

2. 重大會計政策 (續)

收益確認 (續)

香港財務報告準則第15號與客戶合同的收益 (續)

識別履約責任

於合同開始時，本集團評估客戶合同中承諾的服務，並將每項轉移予客戶的承諾識別為履約責任：

- (a) 明確區別的服務 (或一批服務)；或
- (b) 一系列明確區別的服務，該等服務大致相同，並以相同模式轉移予客戶。

如符合以下標準，則承諾給予客戶的服務屬明確區別的服務：

- (a) 客戶能透過客戶自身或連同其他隨時可供客戶使用的資源從服務中獲益 (即服務能夠明確區別)；及
- (b) 本集團向客戶轉移服務的承諾可與合同中的其他承諾分開識別 (即轉移服務的承諾在合同範圍內能明確區別)。

確認收益時間

收益於本集團透過向客戶轉移承諾服務 (即資產) 而達成履約責任時確認。資產於客戶獲得該資產的控制權時獲轉移。

如符合以下其中一項標準，則本集團對服務控制權於一段時間內轉移，因而於一段時間內達成履約責任及確認收益：

- (a) 在本集團履約時，客戶同時取得並耗用本集團履約所提供的利益；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition (Continued)

- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) 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.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Revenue from provision of EMS is recognised over time because (i) the Group manufactures the products according to the customer's specification and the Group is limited practically or contractually from directing the final products and any assets created or enhanced during the production process for another use; and (ii) the Group has an enforceable right to payment for the performance completed to date if the customer were to cancel the contract for reasons other than the Group's failure to perform as promised.

Revenue from provision of Financial Application Platform is recognised at a point in time when the subscribers successfully registered the application platform.

Revenue from provision of Platform Maintenance Services, represents the provision of maintenance services for the Financial Application Platform, is recognised over time on the straight-line basis over the agreed services period.

2. 重大會計政策 (續)

收益確認 (續)

香港財務報告準則第15號與客戶合同的收益 (續)

確認收益時間 (續)

- (b) 本集團的履約行為創造或改良客戶於資產被創造或改良時已控制的資產 (例如在建工程)；或
- (c) 本集團的履約行為並未創造可由本集團另作他用的資產，且本集團對收取迄今已完成的履約款項有強制執行權利。

倘履約責任並非於一段時間內達成，則本集團於客戶取得承諾資產控制權的某一時間點達成履約責任。於釐定何時發生控制權轉移時，本集團考慮控制權概念以及法定所有權、實際擁有權、支付權利、資產所有權的重大風險及回報以及客戶接納等指標。

提供電子製造服務的收益於一段時間內確認，因為(i)本集團根據客戶的規格製造產品，而本集團實際上或合同上受限於將最終產品及在生產過程中增設或增強的任何資產作其他用途；及(ii)倘客戶因本集團未能履約以外的原因取消合同，則本集團對迄今為止的已完成履約享有可強制執行的付款權利。

提供金融應用平台的收益於訂戶成功註冊應用平台時的時間點確認。

提供平台維護服務的收益指為金融應用平台提供維護服務，於協定服務期內以直線法隨時間確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition (Continued)

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies (i) the input method (i.e. based on the proportion of the actual inputs deployed to date as compared to the estimated total inputs) to measure the progress towards complete satisfaction of the performance obligation because there is a direct relationship between the Group's inputs and the transfer of control of goods or services to the customers or (ii) the output method (i.e. based on the direct measurements of the value to the customer of the goods or services transferred to date relative to the remaining goods or services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

The principal input applied in the input method is:

- Provision of EMS: based on the cost incurred, including the raw material costs, direct labour costs and other overheads

The following output methods are applied:

- Provision of Platform Maintenance Services: based on the performance obligations completed towards the services promised under the contracts

2. 重大會計政策 (續)

收益確認 (續)

香港財務報告準則第15號與客戶合同的收益 (續)

確認收益時間 (續)

就根據香港財務報告準則第15號隨時間確認的收益而言，倘履約責任的結果可合理衡量，本集團應用(i)投入法(即根據迄今為止部署的實際投入與估計總投入的比例)，以計量完全履行履約責任的進展，因為本集團的投入與向客戶轉讓貨物或服務的控制權之間存在直接關係，或(ii)產出法(即根據迄今為止向客戶轉讓的貨物或服務相對於合同項下承諾的剩餘貨物或服務的價值的直接計量)，以計量完全履行履約責任的進度，因為該方法提供了對本集團履約情況的忠實描述，並且本集團可獲得可靠信息來應用該方法。否則，收益僅在產生的成本範圍內確認，直至能夠合理計量履約責任的結果為止。

在投入法中應用的主要投入是：

- 提供電子製造服務：基於產生的成本，包括原材料成本、直接勞工成本及其他管理費用

應用的產出法如下：

- 提供平台維護服務：基於對合同承諾的服務所完成的履約責任

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Transaction price: significant financing components

When the contract contains a significant financing component (i.e. the customer or the Group is provided with a significant benefit of financing the transfer of services to the customer), in determining the transaction price, the Group adjusts the promised consideration for the effects of the time value of money. The effect of the significant financing component is recognised as an interest income or interest expense separately from revenue from contracts with customers in profit or loss.

The Group determines the interest rate that is commensurate with the rate that would be reflected in a separate financing transaction between the Group and its customer at contract inception by reference to, where appropriate, the interest rate implicit in the contract (i.e. the interest rate that discounts the cash selling price of the services to the amount paid in advance or arrears), the prevailing market interest rates, the Group's borrowing rates and other relevant creditworthiness information of the customer of the Group.

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 and does not adjust the consideration for the effect of the significant financing component if the period of financing is one year or less.

Revenue from other sources

Interest income

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

2. 重大會計政策 (續)

收益確認 (續)

香港財務報告準則第15號與客戶合同的收益 (續)

交易價格：重大融資部分

倘合同包含重大融資部分 (即客戶或本集團獲得為客戶轉移服務提供融資的重大利益)，於釐定交易價格時，本集團將考慮貨幣時間價值的影響而調整已承諾的代價。重大融資部分的影響於損益與來自客戶合同的收益分開確認為利息收入或利息開支。

本集團參考 (如適用) 合同內隱含的利率 (即將服務的現金售價貼現至預付或欠付金額的利率)、現行市場利率、本集團借款利率及本集團客戶的其他相關信譽資料，以釐定與本集團與其客戶於合同開始時單獨融資交易所反映的利率相稱的利率。

本集團已應用香港財務報告準則第15號第63段的實際權宜方法，倘融資期限為一年或以下，則不會因重大融資部分的影響調整代價。

來自其他來源的收入

利息收入

來自金融資產的利息收入以實際利率法確認。就按攤銷成本計量而並無出現信貸減值的金融資產而言，實際利率適用於資產的總賬面值，倘金融資產出現信貸減值，則適用於其攤銷成本 (即總賬面值扣除虧損撥備)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Revenue recognition (Continued)

Revenue from other sources (Continued)

Dividend income

Dividend income from financial assets is recognised when the Group's rights to receive dividend is established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract assets and contract liabilities

If the Group performs by transferring services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a service to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For provision of EMS, payments are normally not due or received from the customer until the right for billing is unconditional. For such transactions, a contract asset is recognised until it becomes a receivable or payments are received.

On the other hand, for provision of Platform Maintenance Services, it is common for the Group to receive from customers the whole or some of the contractual payments before the whole services are completed (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue.

2. 重大會計政策 (續)

收益確認 (續)

來自其他來源的收入 (續)

股息收入

金融資產之股息收入於本集團確立收取股息之權利、與股息相關之經濟利益甚有可能流入本集團以及股息金額能可靠計量時確認。

合同資產及合同負債

倘本集團於客戶支付代價之前或付款到期之前透過向客戶轉移貨品或服務以履約，則合同呈列為合同資產（不包括呈列為應收款項的任何款項）。反之，倘於本集團向客戶轉移貨品或服務前，客戶支付代價或本集團有權獲得無條件代價款項，則合同於作出付款或付款到期時（以較早者為準）呈列為合同負債。應收款項指本集團擁有無條件收取代價的權利，或代價到期付款前僅需時間推移。

就單一合同或一組相關合同而言，合同資產淨值或合同負債淨額會予以呈列。非相關合同的合同資產及合同負債不會按淨額基準呈列。

就提供電子製造服務而言，在有權無條件開具發票之前，付款通常不會到期或會從客戶收取付款。然而，就該等交易而言，合同資產會於成為應收款項或收到付款前確認。

另一方面，就提供平台維護服務而言，本集團通常在整個服務完成前（即該等交易確認收益的時間）從客戶收取全部或部分合同款項。本集團確認合同負債，直至確認為收益為止。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Foreign currency translation

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 Company's functional currency is Hong Kong dollars ("HK\$"). Since the Group's main operation is carried out in the PRC, the amounts shown in the consolidated financial statements are presented in RMB.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

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

- assets and liabilities for each statement of financial position presented and, where applicable, goodwill and fair value adjustments on the carrying amounts of assets and liabilities arising on an acquisition of a foreign operation which are to be treated as assets and liabilities of that foreign operation, are translated at the closing rate at the end of the reporting period;
- income and expenses for each statement of profit or loss and other comprehensive income are translated at the average exchange rates;
- all resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;

2. 重大會計政策 (續)

外匯換算

本集團各實體的財務報表所列示項目均以實體經營所在的主要經濟環境貨幣(「功能貨幣」)計量。本公司的功能貨幣為港元(「港元」)。由於本集團的主要業務在中國進行，綜合財務報表中所列金額以人民幣列報。

外幣交易按於交易日期當前匯率換算為功能貨幣。結算該等交易及按期末匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損於損益內確認。

所有功能貨幣與呈列貨幣有別的集團實體(「海外業務」)的業績及財務狀況乃按下列方式換算為呈列貨幣：

- 每份所呈列財務狀況表的資產及負債，以及(如適用)商譽以及收購外地業務產生的資產及負債(被視為該外地業務的資產及負債)賬面值的公平值調整，按報告期末的收市匯率轉換；
- 各損益及其他全面收入表的收入及開支按平均匯率換算；
- 所有上述換算產生的匯兌差額及構成本集團於海外業務投資淨額部分的貨幣項目所產生的匯兌差額，確認為獨立權益部分；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Foreign currency translation (Continued)

- on the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in an associate that includes a foreign operation of which the retained interest is no longer equity-accounted for, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised;
- on the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss; and
- on all other partial disposals, which includes partial disposal of an associate that do not result in the Group losing significant influence, the proportionate share of the cumulative amount of exchange differences recognised in the separate component of equity is reclassified to profit or loss.

2. 重大會計政策 (續)

外匯換算 (續)

- 出售海外業務時 (包括出售本集團於海外業務的全部權益、涉及失去包含海外業務的附屬公司的控制權的出售事項，或部分出售包括海外業務的聯營公司的權益，而其保留權益不再按權益入賬)，與海外業務相關而於其他全面收入中確認並於獨立權益部分累計的匯兌差額累計金額，於確認出售收益或虧損時由權益重新分類至損益；
- 部分出售本集團於包含海外業務的附屬公司的權益，但並無令本集團失去對附屬公司的控制權時，按比例分佔於獨立權益部分確認的匯兌差額累計金額會重新歸屬於該海外業務的非控股權益，而不會重新分類至損益；及
- 於所有其他部分出售時 (包括部分出售聯營公司，但不會導致本集團失去重大影響力)，按比例分佔於獨立權益部分確認的匯兌差額累計金額會重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, costs of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Impairment of other assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment (including right-of-use assets), intangible assets, investment in an associate and the Company's investments in subsidiaries may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. a cash-generating unit).

2. 重大會計政策 (續)

存貨

存貨乃按成本及可變現淨值兩者的較低值列賬。成本(包括所有採購成本及(倘適用)、轉換成本及將存貨置於目前位置及狀況所產生的其他成本)乃以加權平均成本法計算。可變現淨值乃於日常業務過程中的估計售價減去銷售所需的估計成本。

出售存貨時，該等存貨的賬面值會於確認相關收益的期間確認為開支。任何撇減至可變現淨值的存貨及所有存貨虧損的金額於撇減或產生虧損的期間確認為開支。任何存貨撇減的任何撥回金額於撥回發生期間確認為已確認為開支的存貨金額減少。

其他資產減值

於各報告期末，本集團均審閱內部及外部資訊來源，以評估其物業、廠房及設備(包括使用權資產)、無形資產、於一間聯營公司的投資，以及本公司於附屬公司的投資有否出現可能減值或先前已確認的減值虧損已不再存在或可能減少的任何跡象。如有任何該等跡象存在，資產的可收回金額會根據其公平值減去出售成本及使用價值的較高者估計得出。當不可能估計個別資產的可收回金額時，本集團會獨立估計產生現金流量的最小資產組別(即現金產生單位)的可收回金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Impairment of other assets (Continued)

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense in profit or loss immediately.

A reversal of impairment losses is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior periods. Reversal of impairment losses is recognised as an income in profit or loss immediately.

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. 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. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the periods necessary to match the grant on a systematic basis to the costs that it is intended to compensate. Where the grant relates to an asset, the fair value credited to a deferred income account under the consolidated statement of financial position's line item "Deferred government grants" and is released to profit or loss on a systematic basis over the expected useful life of the relevant asset.

2. 重大會計政策 (續)

其他資產減值 (續)

如估計資產或現金產生單位的可收回金額將低於其賬面值，則該項資產或現金產生單位的賬面值會下調至其可收回金額。減值虧損即時於損益中確認為開支。

減值虧損撥回以該項資產或現金產生單位在以往期間並無確認減值虧損而原應釐定的賬面值為限。減值虧損撥回即時於損益中確認為收入。

借款成本

收購、建造或生產合資格資產(指需要一段頗長時期籌備方能達致其擬定用途或出售的資產)的直接應佔借款成本，在扣除特定借款的任何暫時性投資的投資收入後，均資本化作該等資產成本的一部分。該借款成本於有關資產大致可作擬定用途或出售時停止資本化。所有其他借款成本於產生期間確認為開支。

政府補助

倘有合理保證可獲取政府補助及可符合所有附帶條件，則有關補助按公平值確認。倘該補助與開支項目有關，則該補助在其有系統地與其擬補償的成本進行匹配所需期間內確認為收入。倘該補助與資產有關，則在綜合財務狀況表「遞延政府補助」下，公平值計入遞延收入賬目，並在相關資產的預期可使用年期內有系統地計入損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases

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

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and, where applicable, the aggregate stand-alone price of the non-lease components.

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset (included in property, plant and equipment) and a lease liability at the commencement date of the lease.

2. 重大會計政策 (續)

租賃

於合同開始時，本集團評估合同是否屬於或包含租賃。倘合同賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合同屬於或包含租賃。

作為承租人

本集團就短期租賃及低價值資產租賃應用確認豁免。與該等租賃相關的租賃付款已於租賃期內按直線法確認為開支。

本集團已選擇不區分租賃部分與非租賃部分，並將各租賃部分及任何相關非租賃部分入賬列作單一租賃部分。

本集團將租賃合同中的各租賃部分作為單獨租賃入賬。本集團根據租賃部分的相對獨立價格及非租賃部分的合共獨立價格（如適用），將合同代價分配至各租賃部分。

倘本集團的應付款項並無產生單獨部分，則被視為分配至合同單獨識別部分的總代價一部分。

本集團於租賃開始日期確認使用權資產（計入物業、廠房及設備）及租賃負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases (Continued)

As lessee (Continued)

The right-of-use asset is initially measured at cost, which comprises

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

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Leased properties	2 to 5 years
Plant and machinery	3 to 10 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

2. 重大會計政策 (續)

租賃 (續)

作為承租人 (續)

使用權資產初始按成本計量，包括：

- (a) 租賃負債的初始計量金額；
- (b) 於開始日期或之前所作的任何租賃付款，減任何已收取的租賃優惠；
- (c) 本集團產生的任何初始直接成本；及
- (d) 本集團於拆除及移除相關資產、復原其所在場地或將相關資產恢復至租賃條款及條件所要求的狀況時所產生的估計成本，除非該等成本乃因生產存貨而產生。

其後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。折舊按租賃期及使用權資產的估計可使用年期（以較短者為準）按直線法作出撥備（除非租賃於租賃期結束時將相關資產的所有權轉讓予本集團或倘使用權資產的成本反映本集團將行使購買權 – 於此情況下，折舊乃按相關資產的估計可使用年期計提）如下：

租賃物業	二至五年
廠房及機械	三至十年

租賃負債按並非於合同開始日期支付的租賃付款現值初始計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases (Continued)

As lessee (Continued)

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

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

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

2. 重大會計政策 (續)

租賃 (續)

作為承租人 (續)

租賃負債計量所包括的租賃付款包括以下在開始日期並未支付的租賃期內相關資產使用權款項：

- (a) 固定付款 (包括實質性固定付款)，減任何應收租賃優惠；
- (b) 取決於指數或比率而定的可變租賃付款；
- (c) 根據剩餘價值擔保預期將予支付的金額；
- (d) 本集團合理確定行使購買權的行使價；及
- (e) 於租賃期反映本集團會行使選擇權終止租賃時，終止租賃的罰款。

租賃付款按租賃中隱含的利率進行貼現，或倘未能輕易釐定該利率，則使用承租人增量借款利率。

隨後，透過增加賬面值以反映租賃負債的利息並透過減少賬面值以反映已支付的租賃付款，計量租賃負債。

當租賃期出現變動或重新評估本集團是否合理確定行使購買權而導致租賃付款發生變化時，將使用經修訂貼現率對租賃負債進行重新計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases (Continued)

As lessee (Continued)

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

2. 重大會計政策 (續)

租賃 (續)

作為承租人 (續)

當指數或利率(浮動利率除外)變動導致剩餘價值擔保、實物固定租賃付款或未來租賃付款發生變化時，則使用原貼現率重新計量租賃負債。倘因浮動利率變動導致日後租賃付款發生變化，本集團採用經修訂貼現率重新計量租賃負債。

本集團確認租賃負債重新計量的金額為使用權資產調整。倘使用權資產的賬面值減少至零及租賃負債的計量進一步減少，則本集團於損益內確認重新計量的任何剩餘金額。

倘發生以下情況，則租賃修訂作為單獨租賃入賬：

- (a) 該修訂透過增加一項或多項相關資產的使用權而擴大了租賃範圍；及
- (b) 租賃代價增加的金額相當於擴大範圍對應的獨立價格，加上以反映特定合同的情況對獨立價格進行的任何適當調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases (Continued)

As lessee (Continued)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above;
- (b) the Group determines the lease term of the modified contract;
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term;
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss; or
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group has applied the practical expedient provided in Amendments to HKFRS 16: *Covid-19-Related Rent Concessions beyond 30 June 2021* and does not assess whether eligible rent concessions occurring as a direct consequence of the Covid-19 pandemic are lease modification. The Group accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying HKFRS 16 if the change were not a lease modification.

2. 重大會計政策 (續)

租賃 (續)

作為承租人 (續)

倘租賃修訂未以單獨租賃入賬，則於該租賃修訂生效之日，

- (a) 本集團按上述相對獨立價格分配經修訂合同代價；
- (b) 本集團釐定經修訂合同的租賃期；
- (c) 本集團透過於經修訂租賃期內使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債；
- (d) 就縮減租賃範圍的租賃修訂而言，本集團透過減少使用權資產賬面值將租賃負債的重新計量入賬，以反映部分或全面終止租賃並於損益內確認任何與部分或全面終止租賃相關的收益或虧損；或
- (e) 就所有其他租賃修訂而言，本集團透過對使用權資產作出相應調整，將租賃負債的重新計量入賬。

本集團已應用香港財務報告準則第16號(修訂本)：於二零二一年六月三十日後Covid-19相關租金減免提供的實際權宜方法，不評估直接因Covid-19疫情而引致的合資格租金寬免是否屬租賃修訂。本集團將因租金寬免而產生的任何租賃付款變動(倘該變動並非租賃修訂)按採用香港財務報告準則第16號將變動入賬的相同方式入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Leases (Continued)

As lessee (Continued)

The practical expedient applies only to rent concessions occurring as a direct consequence of the Covid-19 pandemic and only if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2022; and
- there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

Employee benefits

Short term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

Defined contribution plans

The obligations for contributions to defined contribution retirement scheme are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

In accordance with the rules and regulations in the PRC, the employees of the Group's entities established in the PRC are required to participate in defined contribution retirement plans organised by local governments. Contributions to these plans are expensed in profit or loss as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

2. 重大會計政策 (續)

租賃 (續)

作為承租人 (續)

實際權宜方法僅適用於直接因Covid-19疫情而起的租金寬免，且僅在符合以下所有條件時適用：

- 租賃付款的變動導致經修訂租賃代價與緊接變動前的租賃代價基本相同或低於該代價；
- 租賃付款的任何減少僅影響原於二零二二年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質性變動。

本集團已就所有具相似特徵及相似情況的合資格租金寬免一致應用實際權宜方法。

僱員福利

短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本乃於僱員提供相關服務期間累計。

界定供款計劃

向界定供款退休計劃作出供款的責任在產生時於損益內確認為開支。計劃資產與本集團的資產分開持有，由一獨立管理基金保管。

根據中國規則及規例，本集團於中國成立的實體的僱員需要參與由地方政府設立的定額供款退休計劃。向該等計劃作出的供款在產生時於損益內支銷，而除該等每月供款外，本集團再無為僱員退休福利付款的其他責任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Taxation

The charge for current income tax is based on the results for the period as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arises from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the period when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investments in subsidiaries and an associate, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

2. 重大會計政策 (續)

稅項

即期所得稅支出乃根據期內業績計算，並就毋須課稅或不可扣減項目作出調整。其按報告期末已頒佈或實際頒佈的稅率計算。

遞延稅項乃就於報告期末資產及負債的稅基與其於綜合財務報表的賬面值之間的所有暫時差額，採用負債法撥備。然而，初始確認商譽；或一項交易（業務合併除外）中的其他資產或負債所產生的任何遞延稅項，倘其於交易時不影響會計溢利或應課稅溢利或虧損，則不予確認。

遞延稅項負債及資產根據報告期末已頒佈或實際頒佈的稅率及稅法，按預期收回資產或償付負債期內的適用稅率計量。

遞延稅項資產於可能有未來應課稅溢利可用以抵銷可扣稅暫時性差額、稅項虧損及抵免的情況下確認。

遞延稅項乃就於附屬公司及一間聯營公司的投資產生的暫時性差異作出撥備，惟倘本集團可控制暫時性差異的撥回時間且暫時性差異不大可能在可見未來撥回除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

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 Group or of the holding company of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group are members of the same group (which means that each holding company, 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.

2. 重大會計政策 (續)

關聯方

關聯方指與本集團有關聯的個人或實體：

- (a) 倘符合下列條件，則該人士或其緊密家族成員與本集團有關聯。
- (i) 對本集團擁有控制權或共同控制權；
 - (ii) 對本集團擁有重大影響力；或
 - (iii) 為本集團或本集團控股公司主要管理人員成員。
- (b) 倘符合下列任何條件，則該實體與本集團有關聯：
- (i) 該實體及本集團屬同一集團的成員公司（即各控股公司、附屬公司及同系附屬公司彼此之間互有關聯）。
 - (ii) 實體為另一實體的聯營公司或合營企業（或另一實體為成員公司的集團旗下成員公司的聯營公司或合營企業）。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
 - (v) 實體為本集團或與本集團有關聯的實體就僱員福利設立的退休後福利計劃。倘本集團本身為該計劃，提供資助的僱主亦與本集團有關聯。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Related parties (Continued)

(b) (Continued)

- (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 holding company of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the holding company of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the Group and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management, which is the Group's chief operating decision maker ("CODM"), for the purpose of allocating resources to, and assessing the performance of, the Group's various lines of business.

2. 重大會計政策 (續)

關聯方 (續)

(b) (續)

- (vi) 實體受(a)所識別人土控制或共同控制。
- (vii) (a)(i)所識別並對實體有重大影響力或為該實體(或該實體控股公司)主要管理人員成員的人士。
- (viii) 實體或所屬集團旗下任何成員公司向本集團或本集團的控股公司提供主要管理人員服務。

個別人士的緊密家族成員指與本集團交易時預期可影響該個別人士或受該個別人士影響的家族成員並包括：

- (a) 該名人士的子女及配偶或同居伴侶；
- (b) 該名人士的配偶或同居伴侶的子女；及
- (c) 該名人士或該名人士的配偶或同居伴侶的受養人。

於界定關聯方時，聯營公司包括該聯營公司的附屬公司，而合營企業包括該合營企業的附屬公司。

分部報告

經營分部及綜合財務報表所呈報各分部項目的金額，乃從為向本集團各項業務分配資源及評估其業績而定期向本集團高級行政管理人員(即本集團首席營運決策者(「首席營運決策者」))提供的財務資料當中識別。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Segment reporting (Continued)

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 services, the type or class of customers 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.

Critical accounting estimates and judgements

Estimates and assumptions concerning the future and judgements are made by the management of the Group in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Key sources of estimation uncertainty:

(i) *Useful lives of property, plant and equipment (including right-of-use assets) and intangible assets*

The management of the Group determines the estimated useful lives of the Group's property, plant and equipment (including right-of-use assets) and intangible assets based on the historical experience of the actual useful lives of the relevant assets of similar nature and functions. The estimated useful lives could be different as a result of technical innovations which could affect the related depreciation charges included in profit or loss.

2. 重大會計政策 (續)

分部報告 (續)

就財務報告而言，個別重大的經營分部不會進行合算，惟具有類似經濟特徵及於服務性質、客戶種類或類別以及監管環境性質方面類似的分部除外。倘個別不重大經營分部符合上述大部分條件，則會進行合算。

重要會計估計及判斷

本集團管理層於編製綜合財務報表時會作出關於未來的估計及假設以及判斷。有關估計、假設及判斷影響本集團會計政策的應用、資產、負債、收入及開支的呈報金額以及所作出的披露。其將基於經驗及有關因素(包括對有關情況下應屬合理的未來事項的預期)持續予以評估。倘適用，會計估計的修訂將於作出修訂的期間及未來期間(如有關修訂同時影響未來期間)確認。

估計不確定因素的主要來源：

(i) *物業、廠房及設備(包括使用權資產)以及無形資產的可使用年期*

本集團管理層根據具有類似性質及功能的相關資產的實際可使用年期的過往經驗，釐定本集團物業、廠房及設備(包括使用權資產)以及無形資產的估計可使用年期。創新技術可影響計入損益的相關折舊費用，故估計可使用年期可能有所不同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty: (Continued)

(ii) *Impairment of property, plant and equipment (including right-of-use assets) and intangible assets*

The management of the Group determines whether the Group's property, plant and equipment (including right-of-use assets) and intangible assets are impaired when an indication of impairment exists. This requires an estimation of the recoverable amounts of the property, plant and equipment (including right-of-use assets) and intangible assets, which is equal to the higher of fair value less costs of disposal and value in use. Estimating the value in use requires the Group's management to make an estimate of the expected future cash flows from the property, plant and equipment (including right-of-use assets) and intangible assets and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Any impairment will be charged to profit or loss.

(iii) *Allowance for inventories*

The Group's inventories comprise solely raw materials of which the Group's management primarily intends to utilise for EMS contracts. These raw materials are stated at the lower of cost and net realisable value.

The Group utilises these raw materials for the assembling and production of printed circuit board assembly ("PCBA"), and their net realisable value is the estimated service contract price less estimated costs to completion and direct selling expenses. The estimates are based on the current market condition and the historical experience of provision of services using raw materials of similar nature. Write-down of inventories are recognised where events or changes in circumstances indicate that the balances may not be realised. The identification of write-downs requires the use of judgment and estimates. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and write-down of inventories in the period in which such estimate has been changed. The Group's management reassesses these estimates at end of each reporting period.

2. 重大會計政策 (續)

重要會計估計及判斷 (續)

估計不確定因素的主要來源：(續)

(ii) *物業、廠房及設備 (包括使用權資產) 以及無形資產的減值*

當存在減值跡象，本集團管理層釐定本集團物業、廠房及設備 (包括使用權資產) 以及無形資產是否出現減值。此舉須估計物業、廠房及設備 (包括使用權資產) 以及無形資產的可收回金額，其相等於公平值減出售成本與使用價值的較高者。估計使用價值時，本集團管理層須就物業、廠房及設備 (包括使用權資產) 以及無形資產估計預期未來現金流量，並選擇適當的貼現率以計算該等現金流量的現值。任何減值將於損益扣除。

(iii) *存貨撥備*

本集團存貨僅包括管理層主要擬用於EMS合約的原材料。該等原材料按成本與可變現淨值兩者之較低者列賬。

本集團將該等原材料用於裝配及生產印製電路板組裝 ("PCBA") 及其可變現淨值為估計服務合約價格減去估計完工成本及直接銷售開支。有關估計乃基於現時的市場條件及使用相若性質原材料提供服務的歷史經驗作出。一旦事件發生或情況改變顯示結餘可能未能變現將被確認為存貨撇減。識別撇減需要運用判斷及估計。當預期之金額與原定估計有差異時，則該差異將會影響有關估計變動期間的存貨賬面值及存貨撇減。本集團管理層會於各報告期末重新評估該等估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Critical accounting estimates and judgements (Continued)

Key sources of estimation uncertainty: (Continued)

(iv) Loss allowance for ECL

The management of the Group estimates the loss allowance for contract assets, trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of contract assets, trade and other receivables.

(v) Income taxes

Significant estimates are required in determining the provision for income taxes and deferred taxation. There are transactions and calculations for which the ultimate tax determination is uncertain where the final tax outcome of these matters may be different from the amounts that were initially recorded and such differences will affect the income tax and deferred tax provision in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised as the Group's management considers it is probable that future taxable profit will be available against which the temporary differences can be utilised. Where the expectation is different from the original estimate, such differences will impact the recognition of deferred tax assets and tax expense in the periods in which such estimate is changed.

2. 重大會計政策 (續)

重要會計估計及判斷 (續)

估計不確定因素的主要來源：(續)

(iv) 預期信貸虧損的虧損撥備

本集團管理層利用違約風險及預期虧損率等不同輸入數據及假設，就合約資產、貿易及其他應收款項估計虧損撥備。該估計涉及高度不確定性，其乃基於本集團的過往資料、目前市況以及各報告期末之前瞻性估計作出。倘預期與原先估計不同，該差異將影響合約資產、貿易及其他應收款項的賬面值。

(v) 所得稅

所得稅及遞延稅項撥備的釐定需要作出重大估算。交易和計算所涉及的最終稅務釐定乃不確定。倘該等事宜的最終稅務結果與最初記錄的金額有差異，該等差異將會影響所得稅和遞延稅項於作出釐定期內的撥備。

有關若干暫時性差額的遞延稅項資產乃於管理層認為未來應課稅溢利將有可能用以抵銷暫時性差額時予以確認。當預期有別於原先估計，有關差額將會影響有關估計變動期間的遞延稅項資產及稅項開支的確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

2. Significant Accounting Policies (Continued)

Future changes in HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current period, which the Group has not early adopted.

Amendments to HKAS 1	Disclosure of Accounting Policies ⁽¹⁾
Amendments to HKAS 8	Definition of Accounting Estimates ⁽¹⁾
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ⁽¹⁾
HKFRS 17	Insurance Contracts ⁽¹⁾
Amendment to HKFRS 17	Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information ⁽¹⁾
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ⁽²⁾
Amendments to HKAS 1	Non-current Liabilities with Covenants ⁽²⁾
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ⁽²⁾
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁽³⁾

(1) Effective for annual periods beginning on or after 1 January 2023

(2) Effective for annual periods beginning on or after 1 January 2024

(3) The effective date to be determined

The management of the Group does not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the Group's consolidated financial statements.

2. 重大會計政策 (續)

香港財務報告準則的未來變動

於批准該等綜合財務報表之日，香港會計師公會已頒佈下列本年度尚未生效的新訂／經修訂香港財務報告準則，而本集團並未提早採納。

香港會計準則 第1號(修訂本)	會計政策披露 ⁽¹⁾
香港會計準則 第8號(修訂本)	會計估計定義 ⁽¹⁾
香港會計準則 第12號(修訂本)	來自單一交易的資產及 負債相關遞延稅項 ⁽¹⁾
香港財務報告準則 第17號	保險合同 ⁽¹⁾
香港財務報告準則 第17號(修訂本)	香港財務報告準則 第17號及香港財務報 告準則第9號的首次 應用—比較資料 ⁽¹⁾
香港會計準則 第1號(修訂本)	流動或非流動負債分類 ⁽²⁾
香港會計準則 第1號(修訂本)	附帶契諾的非流動負債 ⁽²⁾
香港財務報告準則 第16號(修訂本)	售後租回的租賃負債 ⁽²⁾
香港財務報告準則 第10號及香港會計 準則第28號(修訂本)	投資者與其聯營公司或 合營企業之間的資產 出售或投入 ⁽³⁾

(1) 於二零二三年一月一日或之後開始的年度期間生效

(2) 自二零二四年一月一日或之後開始的年度期間生效

(3) 生效日期有待釐定

本集團管理層預期未來期間採納新訂／經修訂香港財務報告準則不會對本集團綜合財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information

In order to realise business diversification, the Group has commenced the business of provision of Financial Application Platform and Platform Maintenance Services during the year ended 31 December 2022. The executive directors of the Company who make strategic decisions have been identified as the CODM to evaluate the performance of operating segments and to allocate resources to those segments. Based on risks and returns and the Group's internal financial reporting, the CODM considers that the operating segments of the Group comprise:

- (1) Provision of EMS
- (2) Provision of Financial Application Platform and Platform Maintenance Services

Segment results represent results before tax reported by each segment without allocation of certain other income and other losses, net, certain selling and distribution expenses, certain administrative and other operating expenses incurred by the corporate office, certain impairment losses on financial assets and contract assets, gain on bargain purchase arising from the acquisition of a subsidiary and finance costs which are considered as unallocable income and expenses. This is the measure reported to the CODM of the Company for the purposes of resource allocation and performance assessment.

All assets are allocated to reportable segments other than financial assets at FVOCI, certain prepayments, deposits and other receivables, financial asset at amortised cost, certain pledged bank deposits and certain cash and cash equivalents. All liabilities are allocated to reportable segments other than certain other payables and accruals.

In determining the Group's geographical segments, revenue is attributable to the segments based on the location of customers; assets and capital expenditure are attributable to the segments based on the locations of the assets.

The Group completed the acquisition of a new business segment – provision of Financial Application Platform and Platform Maintenance Services through a newly acquired subsidiary, Shanghai Regan Financial Information Service Co., Ltd.* (Regan Financial Information) (上海雷根金融信息服務有限公司) on 3 November 2022. Before that, the Group has determined that it only has one reportable operating segment which is the provision of EMS. As this is the only operating segment of the Group prior to the acquisition of Regan Financial Information, no further analysis for segment information is presented for the year ended 31 December 2021.

* For identification propose only

3. 分部資料

為實現業務多元化，於截至二零二二年十二月三十一日止年度，本集團已開始提供金融應用平台及平台維護服務。本公司執行董事作出戰略決定，已確定為首席營運決策者以評估經營分部的表現及分配資源予該等分部。基於風險及回報以及本集團內部財務申報，首席營運決策者認為，本集團的經營分部包括：

- (1) 提供電子製造服務
- (2) 提供金融應用平台及平台維護服務

分部業績指各分部呈報之除稅前業績，但未經分配之若干其他收入及其他虧損淨額、若干銷售及分配開支、若干行政及企業辦事處產生的其他營運開支、金融資產及合約資產的若干減值虧損、收購一家附屬公司的議價購買收益及被認為不可分配收入及開支的財務成本。此為就資源分配及評估分部表現而向本集團主要經營決策者呈報之計量基準。

除按公平值計入其他全面收益的金融資產、若干預付款項、按金及其他應收款項、按攤銷成本列賬的金融資產、若干質押銀行存款及若干現金及現金等價物外，所有資產分配至報告分部。除若干其他應付款項及應計費用外，所有負債分配至報告分部。

於釐定本集團地理分部，分部應佔收益乃基於客戶地區；分部應佔資產及資本開支乃基於資產地區。

本集團於二零二二年十一月三日完成收購新業務分部—通過上海雷根金融信息服務有限公司（「雷根金融信息」）提供金融應用平台及金融維護服務。於此之前，本集團釐定其僅有一個可呈報經營分部提供電子製造服務。因為這是在本集團收購雷根金融信息前的唯一經營分部，因此，於截至二零二一年十二月三十一日止年度概無呈列分部資料的進一步分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information (Continued)

(A) By Business Segments

3. 分部資料 (續)

(A) 按業務分部劃分

Year ended 31 December 2022	截至二零二二年十二月 三十一日止年度	Provision of EMS 提供 電子製造服務 RMB'000 人民幣千元	Provision of Financial Application Platform and Platform Maintenance Services 提供金融 應用平台及 平台維護服務 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
Segment revenue	分部收入	260,514	2,734	263,248
Segment results	分部業績	(2,622)	(1,020)	(3,642)
Unallocated other income	未分配其他收入			16
Unallocated other gains, net	未分配其他收益淨額			1,793
Unallocated selling and distribution expenses	未分配銷售及分銷開支			(345)
Unallocated administrative and other operating expenses	未分配行政及其他營運 開支			(7,233)
Impairment losses on financial assets and contract assets	金融資產及合約資產的 減值虧損			(288)
Gain on bargain purchase arising from the acquisition of a subsidiary	收購一間附屬公司之 議價購買收益			2,133
Loss before tax	除稅前虧損			(7,566)
Income tax credits	所得稅抵免			489
Loss for the year	年內虧損			(7,077)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information (Continued)

(A) By Business Segments (Continued)

A major customer is a customer (including a group of entities under common control) with whom revenue from transactions amounted to 10% or more of the Group's total revenue in the respective reporting period.

Revenue from customers (including a group of entities under common control) individually contributed over 10% of the total revenue of the Group is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Customer A	客戶A	72,179	147,481
Customer B	客戶B	63,240	100,224
Customer C	客戶C	30,067	35,328
Customer D	客戶D	30,775	N/A 不適用
		196,261	283,033

Revenue from Customer D was less than 10% of the total revenue for the year ended 31 December 2021.

The five largest customers accounted for approximately 82% of the Group's total revenue for the year ended 31 December 2022 (2021: approximately 87%).

3. 分部資料 (續)

(A) 按業務分部劃分 (續)

主要客戶為其來自交易之收益佔本集團在相關報告期內總收益10%或以上之客戶(包括受共同控制之實體群)。

為本集團總收益個別貢獻逾10%以上的客戶(包括在共同控制下的一組實體)收益如下:

截至二零二一年十二月三十一日止年度，客戶D收益少於總收益10%。

截至二零二二年十二月三十一日止年度，五大客戶佔本集團總收入約82%(二零二一年：約87%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information (Continued)

(A) By Business Segments (Continued)

An analysis of the Group's assets and liabilities by operating segments is set out below:

3. 分部資料 (續)

(A) 按業務分部劃分 (續)

本集團按經營分部劃分的資產及負債分析載列如下：

		Provision of Financial Application Platform and Platform	Provision of Maintenance Services 提供金融 應用平台及 平台維護服務	Unallocated	Consolidated
		Provision of EMS 提供 電子製造服務 RMB'000 人民幣千元	Maintenance Services 提供金融 應用平台及 平台維護服務 RMB'000 人民幣千元	Unallocated 未分配 RMB'000 人民幣千元	Consolidated 綜合 RMB'000 人民幣千元
At 31 December 2022	於二零二二年十二月三十一日				
Segment assets	分部資產	354,409	23,347	33,664	411,420
Segment liabilities	分部負債	(94,521)	(8,028)	(2,600)	(105,149)
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
Other segment information:	其他分部資料：				
Amortisation	攤銷	819	295	-	1,114
Depreciation	折舊	39,609	9	-	39,618
(Loss) Gain on disposal of property, plant and equipment, net	出售物業、計劃及 設備淨額之 (虧損)收益	(475)	8	-	(467)
Exchange (loss) gain, net	匯兌(虧損)收益 淨額	(3,350)	-	20	(3,330)
Bank interest income	銀行利息收入	1,143	-	16	1,159
Finance costs	財務成本	1,203	-	-	1,203
Provision for write-down of inventories, net	存貨撇銷撥備淨額	1,007	-	-	1,007
Impairment loss on financial assets and contract assets, net	金融資產及合約資產 之減值虧損淨額	2	-	288	290
Additions to property, plant and equipment (including right-of-use assets)	添置物業、廠房及 設備(包括使用權 資產)	7,962	20	-	7,982
Additions to intangible assets	添置無形資產	1,079	3,207	-	4,286

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information (Continued)

(B) By Geographic Information

(i) Revenue from external customers

The Group's operation is principally domiciled in the PRC. The Group's revenue by geographical location, which is determined by the location of customers, is as follows:

3. 分部資料 (續)

(B) 按地區資料劃分

(i) 來自外部客戶的收益

本集團的經營主要在中國本土進行。本集團以地理位置劃分的收益(由客戶所處地區釐定)如下：

Year ended		Provision of EMS	Provision of Financial Application Platform and Platform Maintenance Services	Consolidated
31 December 2022		提供電子製造服務 RMB'000 人民幣千元	提供金融應用平台及平台維護服務 RMB'000 人民幣千元	綜合 RMB'000 人民幣千元
	截至二零二二年十二月三十一日止年度			
The PRC	中國	260,443	2,734	263,177
The United States of America (the "USA")	美利堅合眾國(「美國」)	71	-	71
		260,514	2,734	263,248

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

3. Segment Information (Continued)

(B) By Geographic Information (Continued)

- (i) Revenue from external customers
(Continued)

Year ended		Provision of of EMS	Provision of Financial Application Platform and Platform Maintenance Services	Consolidated
		提供 電子製造服務 RMB'000 人民幣千元	提供金融 應用平台及 平台維護服務 RMB'000 人民幣千元	綜合 RMB'000 人民幣千元
Year ended 31 December 2021	截至二零二一年 十二月三十一日 止年度			
The PRC	中國	353,615	–	353,615
The USA	美國	281	–	281
		353,896	–	353,896

3. 分部資料 (續)

(B) 按地區資料劃分 (續)

- (i) 來自外部客戶的收益 (續)

- (ii) Non-current assets by geographical location

At 31 December 2022 and 2021, all of the Group's non-current assets were located in the PRC.

- (ii) 按地理位置劃分的非流動資產

於二零二二年及二零二一年十二月三十一日，本集團非流動資產位於中國。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

4. Revenue

4. 收益

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Revenue from contracts with customers within HKFRS 15	香港財務報告準則第15號內的客戶合約收益		
<i>Overtime</i>	<i>隨著時間</i>		
- Provision of EMS	- 提供電子製造服務	260,514	353,896
- Provision of Platform Maintenance Services	- 提供平台維護服務	942	-
<i>Point in time</i>	<i>某個時間點</i>		
- Provision of Financial Application Platform	- 提供金融應用平台	1,792	-
		263,248	353,896

The amounts of revenue recognised for the year ended 31 December 2022 that were included in the contract liabilities at the beginning of the reporting period was approximately RMB1,503,000 (2021: RMB1,487,000) (Note 23).

During the years ended 31 December 2022 and 2021, all brought-forward contract liabilities at the beginning of the financial year were fully recognised as revenue (Note 23).

於截至二零二二年十二月三十一日止年度確認的收益金額計入於年初報告期間的合約負債，該金額約人民幣1,503,000元(二零二一年：人民幣1,487,000元)(附註23)。

截至二零二二年及二零二一年十二月三十一日止年度，所有於財政年度初未結清的合約負債已悉數確認為收益(附註23)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

5. Other Income

5. 其他收入

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Bank interest income	銀行利息收入	1,159	649
Government subsidies (Note)	政府補貼(附註)	5,765	5,684
Others	其他	98	73
		7,022	6,406

Note: Government grants primarily represent subsidies from relevant local government authorities granted to the Group for purchase of certain qualified property, plant and equipment for its operation. During the year ended 31 December 2022, the assets related grants were approximately RMB4,381,000 (2021: RMB4,564,000) (Note 27). There are no unfulfilled conditions or contingencies attached to the remaining government grants for the years ended 31 December 2022 and 2021.

附註：政府補貼主要指相關當地政府機構授予本集團的補貼，以購買若干用於營運的合格物業、廠房及設備。於截至二零二二年十二月三十一日止年度，資產相關的撥出約人民幣4,381,000元（二零二一年：人民幣4,564,000元）（附註27）。於截至二零二二年及二零二一年十二月三十一日止年度，其餘政府補貼並無未達成條件或附帶或然事項。

6. Other Losses, net

6. 其他虧損，淨額

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Interest income from unlisted corporate bonds	非上市企業債券利息收入	1,571	-
Dividend income	股息收入	205	-
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備的虧損，淨額	(467)	(1,580)
Exchange (loss) gain, net	匯兌(虧損)收益淨額	(3,330)	610
Gain on exchange reserve released upon deregistration of a subsidiary	取消註冊一間附屬公司後解除外匯儲備的收益	-	43
Changes in fair values on financial assets at FVTPL	按公平值計入損益之金融資產的公平值變動	-	(1)
		(2,021)	(928)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

7. (Loss) Profit before Tax

This is stated after charging (crediting):

7. 除稅前(虧損)溢利

此已扣除(抵免)下列各項：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Finance costs	財務成本		
Interest on bank borrowings	銀行借款利息	516	889
Interest on lease liabilities	租賃負債利息	687	327
		1,203	1,216
Staff costs (including directors' emoluments)	員工成本(包括董事酬金)		
Salaries, discretionary bonus, allowances and other benefits in kind	薪金、酌情花紅、津貼及其他實體福利	71,263	85,019
Contributions to defined contribution plans (Note i)	定額供款計劃的供款(附註i)	3,609	3,767
		74,872	88,786
Manpower service expenses (Note ii)	人力服務開支(附註ii)	5,667	14,746
		80,539	103,532

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

7. (Loss) Profit before Tax (Continued)

7. 除稅前(虧損)溢利(續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Other expenses by nature	按性質劃分的其他開支		
Cost of raw materials and consumables used	所使用原材料及消耗品成本	91,901	123,314
Subcontracting charges	分包費用	15,643	27,276
Expenses recognised under short-term leases	短期租賃下確認的開支		
– Machineries	– 機械	17,397	24,383
– Offices, warehouses, production plant and staff quarters	– 辦公室、倉庫、生產廠房及員工宿舍	4,483	3,467
Utilities	公用設施	6,660	7,649
Depreciation (charged to “cost of sales” and “administrative and other operating expenses”, as appropriate) (Note iii)	折舊(視情況於「銷售成本」及「行政及其他營運開支」扣除)(附註iii)	39,618	37,665
Amortisation (charged to “cost of sales” and “administrative and other operating expenses”, as appropriate)	攤銷(視情況於「銷售成本」及「行政及其他營運開支」扣除)	1,114	744
Auditor’s remuneration	核數師酬金	1,695	1,701
Professional fees	專業費用	5,844	5,682
Provision for (Reversal of) write-down of inventories, net	存貨減值撥備/(撥回)淨額	1,007	(1,264)
Impairment losses on financial assets and contract assets	金融資產及合約資產之減值虧損	290	240
Other tax and surcharges	其他稅項及附加費用	2,698	1,536
Transportation	交通	149	301
Travelling expenses	差旅開支	1,012	1,579
Others	其他	6,695	8,028
		196,206	242,301
Total cost of sales, selling and distribution expenses, administrative and other operating expenses and impairment losses on financial assets and contract assets	銷售成本、銷售及分銷開支、行政及其他營運開支及金融資產及合約資產之減值虧損總額	276,745	345,833

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

7. (Loss) Profit before Tax (Continued)

Notes:

- (i) As stipulated under the relevant rules and regulations in the PRC, the subsidiary operating in the PRC contributes to state-sponsored retirement plans for its employees. For the years ended 31 December 2022 and 2021, depending on the provinces of the employees' registered residences and their current region of work, the subsidiary contributed certain percentages of the basic salaries of its employees and had no further obligations for the actual payment of pensions or postretirement benefits beyond the contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to the retired employees.
- (ii) During the years ended 31 December 2022 and 2021, the Group entered into certain manpower service arrangements with several external manpower service organisations in the PRC. Under these arrangements, certain of the Group's manpower requirements were fulfilled by these organisations at agreed service fees whereas the human resources provided were directly employed by the relevant service organisations. The individuals providing services to the Group did not have any employment relationship with the Group.
- (iii) During the years ended 31 December 2022 and 2021, depreciation expenses have been charged in costs of sales and administrative and other operating expenses, as appropriate, as below:

7. 除稅前(虧損)溢利(續)

附註：

- (i) 按照中國相關規則及法規規定，於中國營運的附屬公司須為其僱員向國家資助的退休計劃作出供款。截至二零二二年及二零二一年十二月三十一日止年度，視乎僱員的登記戶籍省份及其目前工作地區，附屬公司須作出其僱員基本薪金若干百分比的供款，且並無進一步責任就該等供款外的退休金或退休後福利作出實際支付。該等國家資助的退休計劃負責應付退休僱員的全部退休金責任。
- (ii) 截至二零二二年及二零二一年十二月三十一日止年度，本集團與數家中國外部人力資源服務機構訂立若干人力資源服務安排。根據有關安排，該等機構按協定服務價格滿足了本集團若干人手需求，而所提供的人力資源由相關服務機構直接聘請。該等向本集團提供服務的人士並無與本集團擁有任何僱傭關係。
- (iii) 截至二零二二年及二零二一年十二月三十一日止年度，折舊開支已自銷售成本及行政及其他營運開支扣除如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Costs of sales	銷售成本	33,530	33,537
Administrative and other operating expenses	行政及其他營運開支	6,088	4,128
		39,618	37,665

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

8. Directors' Emoluments and Emoluments of Five Highest Paid Individuals

8(a). Director's emoluments

The emoluments paid or payable to each of the directors were set forth below:

For the year ended 31 December 2022

8. 董事及五名最高薪酬人士之薪酬

8(a). 董事薪酬

已付或應付各董事的薪酬列載如下：

截至二零二二年十二月三十一日止年度

		Note	Directors' fees	Salaries, allowances and other benefits in kind	Discretionary bonus	Contributions to defined contribution plans	Total
		附註	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
			人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<i>Executive directors</i>	<i>執行董事</i>						
Li Hao	李浩	ii	104	1,146	600	32	1,882
Zhang Bizhong	張必鍾		104	817	450	16	1,387
Xu Shizhen	許世真		104	584	300	17	1,005
Li Biqiong	李碧琼	vii	104	153	10	12	279
Hao Xiangjun	郝相君	iii	138	-	-	-	138
<i>Non-executive director</i>	<i>非執行董事</i>						
Yuan Shuntang	袁順唐	iv	104	-	-	13	117
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Wong Chun Sek Edmund	黃俊碩	iv	104	-	-	-	104
Chen Zhong	陳忠	v	86	-	-	-	86
Mu Lingxia	慕凌霞	vii	104	-	-	-	104
Huang Jianfei	黃劍非	vi	17	-	-	-	17
			969	2,700	1,360	90	5,119

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

8. Directors' Emoluments and Emoluments of Five Highest Paid Individuals (Continued)

8(a). Director's emoluments (Continued)

For the year ended 31 December 2021

8. 董事及五名最高薪酬人士之薪酬 (續)

8(a). 董事薪酬 (續)

截至二零二一年十二月三十一日止年度

		Note	Directors' fees 董事袍金 RMB'000 人民幣千元	Salaries, allowances and other benefits in kind 薪金、津貼及其他實體福利 RMB'000 人民幣千元	Discretionary bonus 酌情花紅 RMB'000 人民幣千元	Contributions to defined contribution plans 定額供款計劃的供款 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<i>Executive directors</i>	<i>執行董事</i>						
Li Hao	李浩	ii	100	743	800	15	1,658
Zhang Bizhong	張必鍾		100	770	600	14	1,484
Xu Shizhen	許世真		100	503	400	14	1,017
Li Biqiong	李碧琼	vii	20	154	67	11	252
<i>Non-executive director</i>	<i>非執行董事</i>						
Yuan Shuntang	袁順唐	iv	100	-	-	-	100
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Wong Chun Sek Edmund	黃俊碩	iv	100	-	-	-	100
Wu Tai Cheung	胡大祥	viii	83	-	-	-	83
Chen Zhong	陳忠	v	100	-	-	-	100
Mu Lingxia	慕凌霞	vii	20	-	-	-	20
			723	2,170	1,867	54	4,814

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

8. Directors' Emoluments and Emoluments of Five Highest Paid Individuals (Continued)

8(a). Director's emoluments (Continued)

Notes:

- (i) The emoluments were for their services in connection with management of affairs of the Group.
- (ii) Mr. Li Hao is an executive director, chairman and chief executive officer of the Company.
- (iii) Mr. Hao Xiangjun was appointed as an executive director of the Company on 1 April 2022.
- (iv) The emoluments were for their services as directors of the Company.
- (v) Mr. Chen Zhong resigned as an independent non-executive director of the Company on 19 October 2022.
- (vi) Mr. Huang Jianfei was appointed as an independent non-executive director of the Company on 19 October 2022.
- (vii) Ms. Li Biqiong and Ms. Mu Lingxia were appointed as an executive director and an independent non-executive director of the Company, respectively, on 18 October 2021.
- (viii) Mr. Wu Tai Cheung resigned as an independent non-executive director of the Company on 18 October 2021.

For the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office. No directors waived or agreed to waive any emoluments in respect of the years ended 31 December 2022 and 2021.

8. 董事及五名最高薪酬人士之薪酬 (續)

8(a). 董事薪酬 (續)

附註：

- (i) 薪酬為彼等與本集團管理事務有關的服務薪酬。
- (ii) 李浩先生為本公司執行董事、主席及行政總裁。
- (iii) 郝相君先生於二零二二年四月一日獲委任為本公司執行董事。
- (iv) 薪酬為彼等作為本公司董事的服務薪酬。
- (v) 陳忠先生於二零二二年十月十九日辭任本公司獨立非執行董事。
- (vi) 黃劍非先生於二零二二年十月十九日獲委任為本公司獨立非執行董事。
- (vii) 李碧琼女士及慕凌霞女士於二零二一年十月十八日分別獲委任為本公司執行董事及獨立非執行董事。
- (viii) 胡大祥先生於二零二一年十月十八日辭任本公司獨立非執行董事。

截至二零二二年及二零二一年十二月三十一日止年度，本集團概無向董事支付酬金作為招攬加入本集團或於加入後的獎勵或作為離職補償。概無董事就截至二零二二年及二零二一年十二月三十一日止年度放棄或同意放棄任何酬金的安排。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

8. Directors' Emoluments and Emoluments of Five Highest Paid Individuals (Continued)

8(b). Emoluments of five highest paid individuals

The five highest paid individuals of the Group for the year ended 31 December 2022 included three (2021: three) directors whose emoluments are reflected in the analysis presented above and two (2021: two) non-director individuals whose emoluments are disclosed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, discretionary bonus, allowances and other benefits in kind	薪金、酌情花紅、津貼及其他實體福利	1,318	1,156
Contributions to defined contribution plans	定額供款計劃的供款	28	27
		1,346	1,183

The emoluments fell within the following bands:

		2022 二零二二年	2021 二零二一年
<i>Emolument bands</i>	<i>薪酬範圍</i>		
Not more than HK\$500,000 (equivalent to approximately RMB428,000) (2021: equivalent to approximately RMB416,000)	不超過500,000港元 (相當於約人民幣428,000元) (二零二一年: 相當於約人民幣416,000元)	-	1
HK\$500,001 – HK\$1,000,000 (equivalent to approximately RMB428,000 to RMB855,000) (2021: equivalent to approximately RMB416,000 to RMB832,000)	500,001港元至1,000,000港元 (相當於約人民幣428,000元至人民幣855,000元) (二零二一年: 相當於約人民幣416,000元至人民幣832,000元)	2	1
		2	2

For the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the highest paid individuals as a payment for loss of office or as an inducement to join or upon joining the Group.

For the years ended 31 December 2022 and 2021, no highest paid individuals as set out above waived or agreed to waive any emoluments.

8. 董事及五名最高薪酬人士之薪酬 (續)

8(b). 五名最高薪酬人士之薪酬

本集團截至二零二二年十二月三十一日止年度五名最高薪酬人士包括其酬金已於上文所呈列分析中反映的三名(二零二一年: 三名)董事及兩名(二零二一年: 兩名)非董事人士, 其酬金披露如下:

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, discretionary bonus, allowances and other benefits in kind	1,318	1,156
Contributions to defined contribution plans	28	27
	1,346	1,183

薪酬介乎以下範圍內:

	2022 二零二二年	2021 二零二一年
<i>Emolument bands</i>		
Not more than HK\$500,000 (equivalent to approximately RMB428,000) (2021: equivalent to approximately RMB416,000)	-	1
HK\$500,001 – HK\$1,000,000 (equivalent to approximately RMB428,000 to RMB855,000) (2021: equivalent to approximately RMB416,000 to RMB832,000)	2	1
	2	2

截至二零二二年及二零二一年十二月三十一日止年度, 本集團概無向五名最高薪酬人士支付酬金作為離職補償或作為招攬加入本集團或於加入後的獎勵。

截至二零二二年及二零二一年十二月三十一日止年度, 上述所載的最高薪酬人士概無放棄或同意放棄任何酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

9. Taxation

9. 稅項

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current tax	流動稅項		
PRC enterprise income tax ("PRC EIT")	中國企業所得稅 (「中國企業所得稅」)	2,854	1,883
Deferred taxation (Note 26)	遞延稅項 (附註26)		
Changes in temporary differences	暫時性差額變動	(3,343)	369
Total income tax (credits) expenses	所得稅 (抵免) 開支總額	(489)	2,252

The group entities established in the Cayman Islands and the BVI are exempted from corporate income tax during the years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止年度，本集團於開曼群島及英屬處女群島成立的實體獲豁免繳納企業所得稅。

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in or derived from Hong Kong during the years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止年度，由於本集團並無應課稅溢利產生於或源自於香港，故並無就香港利得稅計提撥備。

The Group's entities established in the PRC are subject to the PRC EIT at a statutory rate of 25% except for Shenzhen Confidence Intelligence Electronic Co. Limited* ("Shenzhen Confidence Intelligence") (深圳信懋智能電子有限公司) and Regan Financial Information which were recognised as High and New Technology Enterprise and is entitled to a preferential tax rate of 15% during the year ended 31 December 2022 (2021: Shenzhen Confidence Intelligence recognised as High and New Technology Enterprise). The entitlement of this tax benefit is subject to renewal by respective tax bureau in the PRC every three years.

本集團於中國成立的實體須按法定稅率25%繳納中國企業所得稅，惟深圳信懋智能電子有限公司(「深圳信懋智能」)及雷根金融信息獲認可為高新技術企業，截至二零二二年十二月三十一日止年度，有權按優惠稅率15%繳稅(二零二一年：深圳信懋智能獲認可為高新技術企業)。該稅務優惠之資格須每三年獲相關中國稅務局重續。

* For identification purpose only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

9. Taxation (Continued)

Reconciliation of income tax (credits) expenses

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss) Profit before tax	除稅前(虧損)溢利	(7,566)	12,325
Income tax at statutory tax rate applicable in respective tax jurisdictions	按各稅務司法權區適用法定稅率的所得稅開支	(418)	3,099
Tax exempt revenue	稅務豁免收益	(455)	(56)
Non-deductible expenses	不可扣稅開支	1,778	1,489
Utilisation of previously unrecognised tax losses	使用先前未確認稅務虧損	(31)	(163)
Unrecognised tax losses	未確認稅務虧損	644	-
Super deductions on research and development expenses (Note i)	研發開支超額抵扣(附註i)	(2,007)	(2,117)
Total income tax (credits) expenses	所得稅(抵免)開支總額	(489)	2,252

Note:

- (i) According to the relevant laws and regulations promulgated by the State Administration of Taxation of the PRC, enterprises engaging in research and development activities are entitled to claim 150% to 175% of their research and development expenses incurred as tax deductible expenses when determining their assessable profits for that year.

Deferred tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through the future taxation profits is probable. At 31 December 2022, the Group recognised deferred tax assets arising from tax losses of approximately RMB3,118,000 (2021: Nil) through acquisition of a subsidiary (Note 26).

At 31 December 2022, the Group has unrecognised tax losses of approximately RMB403,000 and RMB3,855,000, respectively, arising in Hong Kong and the PRC which are available for offsetting against future taxable profits of the entities in which the losses arose. Deferred tax assets have not been recognised in respect of these tax losses due to the uncertainty of future taxable profits against which the tax losses can be utilised. The tax losses arising in Hong Kong and the PRC can be carried forward against future taxable profits. Under the current tax legislation, the tax losses arising in Hong Kong can be carried forward indefinitely and the tax losses arising in the PRC can be carried forward for a maximum of 10 years from the year in which the tax loss was incurred as the entity which arose the tax loss is recognised as High and New Technology Enterprise in the PRC.

9. 稅項(續)

所得稅(抵免)開支對賬

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss) Profit before tax	除稅前(虧損)溢利	(7,566)	12,325
Income tax at statutory tax rate applicable in respective tax jurisdictions	按各稅務司法權區適用法定稅率的所得稅開支	(418)	3,099
Tax exempt revenue	稅務豁免收益	(455)	(56)
Non-deductible expenses	不可扣稅開支	1,778	1,489
Utilisation of previously unrecognised tax losses	使用先前未確認稅務虧損	(31)	(163)
Unrecognised tax losses	未確認稅務虧損	644	-
Super deductions on research and development expenses (Note i)	研發開支超額抵扣(附註i)	(2,007)	(2,117)
Total income tax (credits) expenses	所得稅(抵免)開支總額	(489)	2,252

附註：

- (i) 根據中國國家稅務總局頒佈的相關法律及法規，從事研發活動的企業有權在釐定其年度應課稅溢利時，將所產生的研發開支的150%至175%申報作可扣稅開支。

遞延稅項資產乃就結轉之稅項虧損確認，惟以有可能透過日後之應課稅溢利變現之有關稅項利益為限。於二零二二年十二月三十一日，本集團因收購一間附屬公司(附註26)產生稅項虧損約人民幣3,118,000元(二零二一年：無)而確認遞延稅項資產。

於二零二二年十二月三十一日，本集團分別於香港及中國產生未確認稅項虧損約人民幣403,000元及人民幣3,855,000元，可與產生虧損的實體的未來應課稅溢利相抵銷。因不確定未來有否應課稅溢利可與該等稅項虧損抵銷，故並無就此確認遞延稅項資產。於香港及中國產生的稅項虧損可以結轉至未來的應課稅溢利。根據現行的稅法，於香港產生的稅項虧損可無限期結轉，而於中國產生的稅項虧損，由於產生稅項虧損的實體於中國被認定為高新技術企業，因此可以由產生稅項虧損的年度開始結轉最多10年。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

10. (Losses) Earnings per Share

The calculation of basic and diluted (losses) earnings per share attributable to owners of the Company is based on the following information:

10. 每股(虧損)盈利

計算本公司擁有人應佔每股基本及攤薄(虧損)盈利乃基於下列資料：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>(Loss) Profit:</i>	<i>(虧損)溢利：</i>		
(Loss) Profit for the year attributable to owners of the Company, used in basic and diluted (losses) earnings per share calculation	本公司年內擁有人應佔(虧損)溢利，用於每股基本及攤薄(虧損)盈利計算	(9,079)	7,241
		'000 千股	'000 千股
<i>Number of shares:</i>	<i>股份數目：</i>		
Weighted average number of ordinary shares for basic and diluted (losses) earnings per share calculation	每股基本及攤薄(虧損)盈利普通股加權平均數計算	250,000	250,000
		RMB cents 人民幣分	RMB cents 人民幣分
<i>(Losses) Earnings per share</i>	<i>每股(虧損)盈利</i>		
Basic and diluted (losses) earnings per share	每股基本及攤薄(虧損)盈利	(3.63)	2.90

The basic (losses) earnings per share is calculated by dividing the (loss) profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止年度，每股基本(虧損)盈利乃通過本公司擁有人應佔(虧損)溢利除以已發行普通股加權平均數目計算。

Diluted (losses) earnings per share are same as the basic (losses) earnings per share as there are no potential dilutive ordinary shares in existence for the years ended 31 December 2022 and 2021.

由於截至二零二二年及二零二一年十二月三十一日止年度並無潛在攤薄效應的普通股，每股攤薄(虧損)盈利與每股基本(虧損)盈利相同。

11. Dividends

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

11. 股息

董事不建議就截至二零二二年十二月三十一日止年度派付任何股息(二零二一年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

12. Subsidiaries

Details of principal subsidiaries at the end of the reporting period are as follows:

12. 附屬公司

於報告期末的主要附屬公司詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要活動及經營地點	Particulars of paid up capital 已繳足股本詳情	Percentage of effective interests held/controlled by the Group 本集團持有/控制的實際權益百分比	
				2022 二零二二年	2021 二零二一年
<i>Directly held</i> 直接持有					
New Trive Limited	BVI, limited liability company	Investment holding in BVI	1 United States Dollars ("USD") 1 美元 (「美元」)	100%	100%
New Trive Limited	英屬處女群島：有限公司	於英屬處女群島從事投資控股			
Hero Tag Limited	BVI, limited liability company	Investment holding in BVI	USD1	100%	100%
Hero Tag Limited	英屬處女群島：有限公司	於英屬處女群島從事投資控股	1 美元		
<i>Indirectly held</i> 間接持有					
New Trive (HK) Limited	Hong Kong, limited liability company	Investment holding in Hong Kong	HK\$10,000	100%	100%
新銳志(香港)有限公司	香港：有限公司	於香港從事投資控股	10,000 港元		
Xinzhi (Shenzhen) Electronic Co., Limited*	The PRC, limited liability company	Investment holding in the PRC	RMB100,000	100%	100%
信智(深圳)電子有限公司	中國：有限公司	於中國從事投資控股	人民幣 100,000 元		
Shenzhen Confidence Intelligence	The PRC, limited liability company	EMS in the PRC	RMB115,238,710	100%	100%
深圳信懇智能	中國：有限公司	於中國從事電子製造服務	人民幣 115,238,710 元		
Confidence Intelligence (Hongkong) Limited	Hong Kong, limited liability company	Investment holding in Hong Kong	HK\$3,000,000	100%	100%
信懇智能(香港)有限公司	香港：有限公司	於香港從事投資控股	3,000,000 港元		
Chongqing Xinken Technology Company Limited* ("Chongqing Xinken Technology")	The PRC, limited liability company	EMS in the PRC	RMB20,000,000	70%	70%
重慶信懇科技有限公司 (「重慶信懇科技」)	中國：有限公司	於中國從事電子製造服務	人民幣 20,000,000 元		

* For identification purpose only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

12. Subsidiaries (Continued)

12. 附屬公司 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation and kind of legal entity 註冊成立地點及法定實體類別	Principal activities and place of operation 主要活動及經營地點	Particulars of paid up capital 已繳足股本詳情	Percentage of effective interests held/controlled by the Group 本集團持有/控制的實際權益百分比	
				2022 二零二二年	2021 二零二一年
<i>Indirectly held (continued)</i> 間接持有 (續)					
Hero Tag (HK) Limited	Hong Kong, limited liability company 香港：有限公司	Investment holding in Hong Kong 於香港從事投資控股	HK\$1 1 港元	100%	100%
Wanhai Big Data Technology (Shanghai) Limited* ("Wanhai Big Data") 萬海大數據科技(上海)有限公司	The PRC, limited liability company 中國：有限公司	Investment holding in the PRC 於中國從事投資控股	RMB6,799,905 人民幣 6,799,905 元	100%	100%
Anhui Xinken Information Technology Co., Ltd.* ("Anhui Xinken") 安徽信懇信息科技有限公司 ("安徽信懇")	The PRC, limited liability company 中國：有限公司	EMS in the PRC 於中國從事電子製造服務	Nil (Note i) 零 (附註 i)	100%	—
Shanghai Wanhai Jinyuan Business Management Company Limited* ("Wanhai Jinyuan") 上海萬海金源企業管理有限公司	The PRC, limited liability company 中國：有限公司	Investment holding in the PRC 於中國從事投資控股	Nil (Note i) 零 (附註 i)	100%	—
Regan Financial Information 雷根金融信息	The PRC, limited liability company 中國：有限公司	Provision of Financial Application Platform and Platform Maintenance Services in the PRC 於中國提供金融應用平台及平台維護服務	RMB24,000,000 人民幣 24,000,000 元	60%	—

Note:

(i) The registered share capital of Anhui Xinken and Wanhai Jinyuan are RMB20,000,000 and RMB100,000,000, respectively.

附註：

(i) 安徽信懇及萬海金源的註冊股本分別為人民幣 20,000,000 元及人民幣 100,000,000 元。

* For identification purpose only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

13. Property, Plant and Equipment

13. 物業、廠房及設備

	Right-of-use assets (Note iii) 使用權資產 (附註iii)	Office equipment 辦公設備	Plant and machinery 廠房及機器	Furniture and fixtures 傢俬及裝置	Motor vehicles 汽車	Leasehold improvements 租賃物業裝修	Buildings 樓宇	Total 總計	
	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
Reconciliation of carrying amount - year ended 31 December 2021	賬面值對賬 - 截至二零二一年十二月三十一日止年度								
At the beginning of the reporting period	於報告期初	6,163	1,829	141,139	444	364	4,282	-	154,221
Additions	添置	15,380	1,190	37,793	138	200	2,484	9,951	67,136
Disposals	出售	-	-	(5,948)	-	-	-	-	(5,948)
Transfers (Note i)	轉撥 (附註i)	(633)	-	633	-	-	-	-	-
Depreciation	折舊	(8,390)	(1,231)	(23,326)	(287)	(337)	(3,897)	(197)	(37,665)
At the end of the reporting period	於報告期末	12,520	1,788	150,291	295	227	2,869	9,754	177,744
Reconciliation of carrying amount - year ended 31 December 2022	賬面值對賬 - 截至二零二二年十二月三十一日止年度								
At the beginning of the reporting period	於報告期初	12,520	1,788	150,291	295	227	2,869	9,754	177,744
Additions	添置	3,014	432	3,324	110	160	942	-	7,982
Disposals	出售	-	-	(467)	-	-	-	-	(467)
Acquired through acquisition of a subsidiary (Note 32)	透過收購附屬公司獲得 (附註32)	-	100	-	-	-	-	-	100
Depreciation	折舊	(6,276)	(1,148)	(28,608)	(170)	(67)	(2,876)	(473)	(39,618)
At the end of the reporting period	於報告期末	9,258	1,172	124,540	235	320	935	9,281	145,741

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

13. Property, Plant and Equipment (Continued)

13. 物業、廠房及設備 (續)

		Right-of-use assets (Note iii) 使用權資產 (附註iii)	Office equipment 辦公設備	Plant and machinery 廠房及機器	Furniture and fixtures 傢俬及裝置	Motor vehicles 汽車	Leasehold improvements 租賃物業裝修	Buildings 樓宇	Total 總計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 31 December 2021	於二零二一年 十二月三十一日								
Cost	成本		19,238	238,577	1,298	1,914	10,115	9,951	286,134
Accumulated depreciation	累計折舊		(6,718)	(88,286)	(1,003)	(1,687)	(7,246)	(197)	(108,390)
Net carrying amount	賬面淨值		12,520	150,291	295	227	2,869	9,754	177,744
At 31 December 2022	於二零二二年 十二月三十一日								
Cost	成本		14,383	241,045	1,408	2,074	11,057	9,951	285,543
Accumulated depreciation	累計折舊		(5,125)	(116,505)	(1,173)	(1,754)	(10,122)	(670)	(139,802)
Net carrying amount	賬面淨值		9,258	124,540	235	320	935	9,281	145,741

Notes:

- (i) The Group has exercised the purchase options and transferred certain assets from right-of-use assets to plant and machineries at the end of the lease terms during the year ended 31 December 2021.
- (ii) At 31 December 2022, the carrying amount of the Group's property, plant and equipment (excluding right-of-use assets) of approximately RMB22,960,000 (2021: RMB25,038,000) was pledged to secure banking facilities (Note 24).

附註：

- (i) 本集團於截至二零二一年十二月三十一日止年度在租期結束時行使購買選擇權而將若干資產由使用權資產轉移至廠房及機器。
- (ii) 於二零二二年十二月三十一日，本集團物業、廠房及設備(不包括使用權資產)的賬面值約人民幣22,960,000元(二零二一年：人民幣25,038,000元)已作抵押，以取得銀行融資(附註24)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

13. Property, Plant and Equipment (Continued)

Notes: (Continued)

(iii) Right-of-use assets

Extension and termination options

The lease contracts of leased properties contain extension or termination options. These options aim to provide flexibility to the Group in managing the leased assets. The extension option of the leased properties is normally exercised because the Group does not want to incur additional costs, such as leasehold improvements, while exercising the termination option is normally unusual unless the Group could replace the leased properties without significant cost or acquisition of a new property. The Group seldom exercises options that were not included in the lease liabilities. During the years ended 31 December 2022 and 2021, all of lease contracts for leased properties contains an extension or termination option, in which the total lease payment made amounted to approximately RMB5,238,000 and RMB9,178,000, respectively, representing the total cash outflows for lease during respective reporting periods.

Restriction or covenants

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use assets can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets. The Group is also required to keep those leased assets in a good state of repair and return the leased assets in their original condition at the end of the lease.

Commitments under leases

At 31 December 2022, the Group was committed to short-term leases or low-value asset leases of approximately RMB1,832,000 (2021:Nil).

13. 物業、廠房及設備 (續)

附註：(續)

(iii) 使用權資產

續租及終止選擇權

租賃物業的租賃合約包含續租及終止選擇權。該等選擇權旨在為本集團提供靈活的租賃資產管理方式。租賃物業的續租選擇權通常會獲執行，因為本集團不希望招致額外成本，例如租賃物業裝修，而行使終止選擇權通常是不尋常的，除非本集團可於不花費大量成本或購置新物業的情況下更換租賃物業。本集團很少行使未包括在租賃負債中的選擇權。截至二零二二年及二零二一年十二月三十一日止年度，所有租賃物業的租賃合約均包含續租及終止選擇權，其中已支付的總租賃款項分別約為人民幣5,238,000元及人民幣9,178,000元，相當於各報告期內租賃現金流出總量。

限制或契諾

大多數租賃施加限制，除非獲得出租人的批准，否則使用權資產僅由本集團使用，且禁止本集團出售或抵押相關資產。本集團亦須保持該等租賃資產良好的維修狀態，並於租賃期末將租賃資產恢復其原始狀態。

租賃承擔

於二零二二年十二月三十一日，本集團對短期租賃或低價值資產租賃的承擔約為人民幣1,832,000元(二零二一年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

14. Intangible Assets

14. 無形資產

		e-Financial Club App 金融e家 (Note i) (附註i) RMB'000 人民幣千元	Software 軟件 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Reconciliation of carrying amount – year ended 31 December 2021	賬面值對賬 – 截至二零二一年十二月三十一日止年度			
At the beginning of the reporting period	於報告期初	–	1,478	1,478
Additions	添置	–	544	544
Amortisation	攤銷	–	(744)	(744)
At the end of the reporting period	於報告期末	–	1,278	1,278
Reconciliation of carrying amount – year ended 31 December 2022	賬面值對賬 – 截至二零二二年十二月三十一日止年度			
At the beginning of the reporting period	年初	–	1,278	1,278
Additions	添置	3,207	1,079	4,286
Acquired through acquisition of a subsidiary (Note 32)	透過收購附屬公司獲得 (附註32)	12,647	–	12,647
Amortisation	攤銷	(296)	(818)	(1,114)
At the end of the reporting period	於報告期末	15,558	1,539	17,097
At 31 December 2021	於二零二一年十二月三十一日			
Cost	成本	–	2,318	2,318
Accumulated amortisation	累計攤銷	–	(1,040)	(1,040)
Net carrying amount	賬面淨值	–	1,278	1,278
At 31 December 2022	於二零二二年十二月三十一日			
Cost	成本	15,854	3,397	19,251
Accumulated amortisation	累計攤銷	(296)	(1,858)	(2,154)
Net carrying amount	賬面淨值	15,558	1,539	17,097

Note:

(i) It represents development costs of the financial application platform which were acquired as part of a business combination during the year ended 31 December 2022.

附註：

(i) 指金融應用平台的開發成本於截至二零二二年十二月三十一日止年度作為業務合併的一部分獲得。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

14. Intangible Assets (Continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Development costs – e-Financial Club App	10 years	開發成本－金融e家	十年
Software	3 years	軟件	三年

15. Investment in an Associate

14. 無形資產 (續)

上述無形資產具有有限可使用年期。該無形資產於以下期間按直線基準攤銷：

15. 於一間聯營公司之投資

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Unlisted shares, at cost	非上市股份，按成本	1,000	1,000
Impairment losses	減值虧損	(1,000)	(1,000)
		-	-

(a) Details of the associate at the end of the reporting period are as follows:

(a) 於報告期末的聯營公司的詳情如下：

Name of associate 聯營公司名稱	Principal place of business and place of incorporation 主要營業地點及註冊成立地點	Proportion of value of issued/registered capital held by the Company 本公司所持已發行／註冊資本價值的比例		Principal activities 主要活動
		2022 二零二二年	2021 二零二一年	
Renxiao Technology (Shenzhen) Company Limited* (“Renxiao”)	The PRC	8%	8%	Production, research and development and sales of intelligent hardware and cloud platform products
人曉科技(深圳)有限公司(「人曉」)	中國	8%	8%	生產、研發及銷售智能硬件及雲平台產品

* For identification purposes only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

15. Investment in an Associate (Continued)

(a) (Continued)

Renxiao is a private company and there is no quoted market price available for its shares.

During the year ended 31 December 2016, the Group acquired 8% equity interests in Renxiao at a consideration of RMB1,000,000.

Management of the Group has assessed the level of influence that the Group exercises on Renxiao during the years ended 31 December 2022 and 2021, and determined that it has significant influence thereon through a board representation and other arrangements made. Consequently, this investment was classified as an investment in an associate.

The Group's management assessed that the investment costs of Renxiao would not be recoverable and recognised full impairment for the balance.

(b) Summarised financial information of Renxiao is set out below, which represents amounts shown in the Renxiao's financial statements and adjusted by the Group for equity accounting purposes.

15. 於一間聯營公司之投資 (續)

(a) (續)

人曉為私人公司，其股份並無市場報價。

截至二零一六年十二月三十一日止年度，本集團按代價人民幣1,000,000元收購人曉8%股權。

截至二零二二年及二零二一年十二月三十一日止年度，本集團管理層已評估本集團對人曉行使的影響程度，並認為，透過董事會派駐代表及作出其他安排而對此具有重大影響。因此，該投資已分類為於一間聯營公司之投資。

本集團管理層評估於人曉的投資成本將無法收回，並確認結餘全面減值。

(b) 人曉之財務資料摘要載於下文，代表人曉的財務報表所示的金額，已就權益會計目的被本集團調整。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Summarised income statements	收入報表摘要		
Administrative and other operating expenses	行政及其他營運開支	(6)	(6)
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	(6)	(6)
Summarised balance sheet	資產負債表摘要		
Current assets	流動資產	462	468
Shareholder's equity	股東權益	462	468

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

16. Prepayments, Deposits and Other Receivables

16. 預付款項、按金及其他應收款項

	Note	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	附註		
Current portion	即期部分		
Prepayments to suppliers		535	480
Prepayment for a leased warehouse		897	—
Rental and other deposits	16(i)	1,107	854
Interest receivables from unlisted corporate bonds		110	—
Value added tax (“VAT”) receivable		416	414
Other receivables	16(i)&(ii)	593	1,538
		3,658	3,286
Non-current portion	非即期部分		
Prepayments of acquisition of property, plant and equipment		1,489	2,719
Rental deposits	16(i)	1,296	467
		2,785	3,186
		6,443	6,472

Notes:

- (i) At 31 December 2022 and 2021, the carrying amounts of deposits and other receivables approximated their fair values. These balances were unsecured and interest free.
- (ii) During the year ended 31 December 2021, the Group sold certain machinery to Shenzhen Puneda Electronic Co., Ltd* (“Shenzhen Puneda Electronic”) (深圳市普能達電子有限公司), which is a related company of the Group at a consideration of approximately RMB4,268,000 (Note 33). At 31 December 2021, the unsettled balance of the total consideration to be received from Shenzhen Puneda Electronic was recognised under other receivables. The amount had been fully recovered during the year ended 31 December 2022.

附註：

- (i) 於二零二二年及二零二一年十二月三十一日，按金及其他應收款項的賬面值與其公平值相若。該等結餘為無抵押及免息。
- (ii) 於截至二零二一年十二月三十一日止年度，本集團向本集團關聯公司深圳市普能達電子有限公司出售若干機械，代價約為人民幣4,268,000元(附註33)。於二零二一年十二月三十一日，有待向深圳普能達電子收取的總代價的未結付餘額已於其他應收款項下確認。該款項已於截至二零二二年十二月三十一日止年度悉數收回。

* For identification purposes only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

16. Prepayments, Deposits and Other Receivables (Continued)

The carrying amounts of the Group's prepayments, deposits and other receivables were denominated in the following currencies:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	6,194	6,348
HK\$	港元	249	124
		6,443	6,472

17. Financial Assets at FVOCI

The Group's financial assets at FVOCI comprise equity securities which are not held for trading and which the Group has irrevocably elected at initial recognition to recognise in this category.

16. 預付款項、按金及其他應收款項 (續)

本集團預付款項、按金及其他應收款項的賬面值以下列貨幣計值：

17. 按公平值計入其他全面收益的金融資產

本集團的按公平值計入其他全面收益的金融資產包括並非持作買賣且本集團不可撤回地選擇於初始確認時於該類別內確認的股權證券。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
	Note 附註		
Non-current assets	非流動資產		
Listed trading securities	上市交易證券		
– Baidu, Inc.	– Baidu, Inc.	619	733
– Bilibili Inc.	– Bilibili Inc.	607	1,067
– 3SBio Inc.	– 3SBio Inc.	6,895	4,943
– Yuexiu Services Group Limited	– 越秀服務集團有限公司	1,719	1,626
		9,840	8,369

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

17. Financial Assets at FVOCI (Continued)

The movements of the financial assets at FVOCI are analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	於報告期初	8,369	-
Additions	添置	-	23,653
Disposals	出售	-	(11,084)
Changes in fair values recognised in other comprehensive income	於其他全面收益確認的公平值變動	673	(5,173)
Gain on disposals taken to reserves	撥入儲備的出售收益	-	1,116
Exchange realignments	匯兌重新調整	798	(143)
At the end of the reporting period	於報告期末	9,840	8,369

Notes:

- (i) During the year ended 31 December 2021, the Group sold its shares in Bilibili Inc. as a result of a takeover offer for cash. The shares sold had a fair value of approximately RMB7,162,000 and the Group realised a gain of disposal of approximately RMB792,000, which had already been included in other comprehensive income. This gain of disposal has been transferred to retained earnings in the consolidated statement of changes in equity upon disposal.
- (ii) During the year ended 31 December 2021, the Group sold its shares in Yuexiu Services Group Limited as a result of a takeover offer for cash. The shares sold had a fair value of approximately RMB3,922,000 and the group realised a gain of disposal of approximately RMB324,000, which had already been included in other comprehensive income. This gain of disposal has been transferred to retained earnings in the consolidated statement of changes in equity upon disposal.

All of the financial assets at FVOCI are denominated in HK\$.

17. 按公平值計入其他全面收益的金融資產 (續)

按公平值計入其他全面收益的金融資產變動分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	於報告期初	8,369	-
Additions	添置	-	23,653
Disposals	出售	-	(11,084)
Changes in fair values recognised in other comprehensive income	於其他全面收益確認的公平值變動	673	(5,173)
Gain on disposals taken to reserves	撥入儲備的出售收益	-	1,116
Exchange realignments	匯兌重新調整	798	(143)
At the end of the reporting period	於報告期末	9,840	8,369

附註：

- (i) 截至二零二一年十二月三十一日止年度，本集團因現金收購要約出售其於Bilibili Inc. (股份有限公司*) 的股份。已售股份的公平值約為人民幣7,162,000元，本集團變現出售收益約人民幣792,000元，並已計入其他全面收益。該出售收益於出售時轉撥至綜合權益變動表之保留盈利。
- (ii) 截至二零二一年十二月三十一日止年度，本集團因現金收購要約出售其於越秀服務集團有限公司的股份。已售股份的公平值約為人民幣3,922,000元，本集團變現出售收益約人民幣324,000元，並已計入其他全面收益。該出售收益於出售時轉撥至綜合權益變動表之保留盈利。

按公平值計入其他全面收益的金融資產以港元計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

18. Inventories

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Raw materials	原材料	21,574	33,184
Less: Write-down provision	減：撇減撥備	(3,731)	(2,724)
		17,843	30,460

The cost of inventories recognised as expenses and included in “cost of sales” during the year ended 31 December 2022 was approximately RMB91,901,000 (2021: RMB123,314,000) (Note 7).

A provision for write-down of inventories, net, amounting to approximately RMB1,007,000 was recognised in the consolidated profit or loss and included in “cost of sales” for the year ended 31 December 2022 (2021: reverse of write-down of inventories, net, amounting to approximately RMB1,264,000) (Note 7).

18. 存貨

截至二零二二年十二月三十一日止年度，約人民幣91,901,000元(二零二一年：人民幣123,314,000元)的存貨成本已確認為開支並計入「銷售成本」(附註7)。

截至二零二二年十二月三十一日止年度，約人民幣1,007,000元的存貨減值撥備淨額已於綜合損益表確認並計入「銷售成本」(二零二一年：存貨減值撥回淨額約人民幣1,264,000元)(附註7)。

19. Financial Asset at Amortised Cost

The Group acquired an unlisted bond from an independent third party with principal amount of HK\$20,000,000 (equivalent to approximately RMB17,865,000) for 1 year maturity starting from 29 September 2022 at a fixed interest rate of 8.0% per annum (2021: principal amount of HK\$20,000,000, equivalent to approximately RMB16,352,000, for 1 year maturity starting from 23 December 2021 at a fixed interest rate of 12% per annum (“2021 Unlisted Bond”). The 2021 Unlisted Bond was early redeemed at its face value in September 2022.

19. 按攤銷成本計量的金融資產

本集團向一名獨立第三方收購本金額20,000,000港元(相當於約為人民幣17,865,000元)的非上市債券，自二零二二年九月二十九日起計為期一年，按固定年利率8.0%計息(二零二一年：本金額20,000,000港元(相當於約人民幣16,352,000元)，自二零二一年十二月二十三日起計為期一年，按固定年利率12%計息(「二零二一年非上市債券」))。二零二一年非上市債券於二零二二年九月按其面值提早贖回。

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Unlisted corporate bond	非上市公司債券	17,865	16,352
Provision for impairment losses	減值虧損撥備	(591)	(272)
Unlisted corporate bonds, net	非上市公司債券總淨額	17,274	16,080

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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19. Financial Asset at Amortised Cost (Continued)

The movements of the financial asset at amortised cost are analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	於報告期初	16,080	-
Additions	添置	18,089	16,352
Redemption	購回	(17,537)	-
Provision for impairment losses	減值虧損撥備	(284)	(272)
Exchange realignments	匯兌調整	926	-
At the end of the reporting period	於報告期末	17,274	16,080

The unlisted corporate bond at amortised cost is denominated in HK\$.

19. 按攤銷成本計量的金融資產 (續)

按攤銷成本計量的金融資產變動分析如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	16,080	-
Additions	18,089	16,352
Redemption	(17,537)	-
Provision for impairment losses	(284)	(272)
Exchange realignments	926	-
At the end of the reporting period	17,274	16,080

按攤銷成本計量的非上市公司債券以港元計值。

20. Contract Assets, Trade and Bills Receivables

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Contract assets	合約資產	39,318	55,158
Less: Loss allowances for contract assets	減：合約資產虧損撥備	-	(106)
Contract assets, net	合約資產淨額	39,318	55,052
Trade receivables, from third parties	自第三方貿易應收款項	30,430	51,788
Less: Loss allowances for trade receivables	減：貿易應收款項之虧損撥備	(131)	(129)
Trade receivables, net	貿易應收款項淨額	30,299	51,659
Bills receivables	應收票據	6,395	1,314
Contract assets, trade and bills receivables, net	合約資產、貿易應收款項及應收票據淨額	76,012	108,025

20. 合約資產、貿易應收款項及應收票據

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Contract assets	39,318	55,158
Less: Loss allowances for contract assets	-	(106)
Contract assets, net	39,318	55,052
Trade receivables, from third parties	30,430	51,788
Less: Loss allowances for trade receivables	(131)	(129)
Trade receivables, net	30,299	51,659
Bills receivables	6,395	1,314
Contract assets, trade and bills receivables, net	76,012	108,025

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

20. Contract Assets, Trade and Bills Receivables (Continued)

20(a). Contract assets

Contract assets represent the Group's rights to consideration for work completed but unbilled for its services provided for EMS segment. The contract assets are transferred to trade receivables when the rights become unconditional, which generally takes one to four months (2021: one to three months).

Movements of contract assets are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	於報告期初	55,052	55,294
Additions	添置	39,318	55,158
Transferred to trade receivables	轉撥至貿易應收款項	(55,158)	(55,294)
Provision for loss allowances	提供虧損撥備	-	(106)
Written off	撥銷	106	-
At the end of the reporting period	於報告期末	39,318	55,052

At 31 December 2022 and 2021, the contract assets are expected to be recovered within 12 months.

20. 合約資產、貿易應收款項及應收票據 (續)

20(a). 合約資產

合約資產指本集團就其電子製造服務已完成但未開票貨物和服務收取代價的權利。當權利成為無條件時，一般需時一至四個月(二零二一年：一至三個月)，合約資產轉撥至貿易應收款項。

合約資產的變動如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	55,052	55,294
Additions	39,318	55,158
Transferred to trade receivables	(55,158)	(55,294)
Provision for loss allowances	-	(106)
Written off	106	-
At the end of the reporting period	39,318	55,052

於二零二二年及二零二一年十二月三十一日，合約資產預計將於十二個月內收回。

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

20. Contract Assets, Trade and Bills Receivables (Continued)

20(b). Trade receivables, from third parties

The Group's business with its trade debtors is mainly on credit basis and the credit period is ranging from 30 to 120 days (2021: 30 to 90 days). At the end of the reporting period, the ageing analysis of trade receivables, net of loss allowance, by invoice date was as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Less than 1 month	少於1個月	18,139	34,298
1 to 2 months	1至2個月	5,086	12,659
2 to 3 months	2至3個月	4,113	3,907
Over 3 months	超過3個月	2,961	795
		30,299	51,659

At the end of the reporting period, the ageing analysis of trade receivables (net of loss allowance) by due date is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Not past due	並無逾期	29,560	41,242
Less than 1 month past due	逾期少於1個月	373	10,417
1 to 2 months past due	逾期1至2個月	120	-
2 to 3 months past due	逾期2至3個月	246	-
		30,299	51,659

Information about the Group's exposure to credit risks and loss allowance on trade receivables is included in Note 34 to the consolidated financial statements.

20. 合約資產、貿易應收款項及應收票據 (續)

20(b). 來自第三方的貿易應收款項

本集團與其貿易債務人之貿易主要採用記賬形式進行，而信貸期介乎30至120日(二零二一年：30至120日)。於報告期末，按發票日期的貿易應收款項(扣除虧損撥備)的賬齡分析如下：

於報告期末，按到期日的貿易應收款項(扣除虧損撥備)的賬齡分析如下：

有關本集團信貸風險及貿易應收款項虧損撥備之敞口的資料計入本綜合財務報表附註34。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

20. Contract Assets, Trade and Bills Receivables (Continued)

20(c). Bills receivables

At 31 December 2022 and 2021, all bill receivables are interest-free and guaranteed by banks in the PRC and have maturities of less than six months.

20(d). The carrying amounts of the Group's contract assets, trade and bills receivables were denominated in the following currencies:

20. 合約資產、貿易應收款項及應收票據 (續)

20(c). 應收票據

於二零二二年及二零二一年十二月三十一日，所有應收票據為無計息，由中國的銀行作擔保且到期日少於六個月。

20(d). 本集團合約資產、貿易應收款項及應收票據的賬面值以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	73,887	107,952
USD	美元	2,125	73
		76,012	108,025

21. Cash and Cash Equivalents

21. 現金及現金等價物

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash at banks	銀行現金	113,130	50,569
Cash on hand	手頭現金	68	52
Less: Pledged bank deposits	減：已抵押銀行存款	(1,696)	(1,695)
Cash and Cash Equivalents	現金及現金等價物	111,502	48,926

At 31 December 2022, bank deposits amounting to approximately RMB1,696,000 (2021: RMB1,695,000) were pledged to secure banking facilities (Note 24) granted to the Group.

於二零二二年十二月三十一日，銀行存款約為人民幣1,696,000元(二零二一年：人民幣1,695,000元)已質押作為授予本集團銀行融資的擔保(附註24)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

21. Cash and Cash Equivalents (Continued)

The carrying amounts of the Group's cash and cash equivalents and pledged bank deposits were denominated in the following currencies:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	100,272	33,359
USD	美元	6,333	4,881
HK\$	港元	6,593	12,381
		113,198	50,621

Cash at banks earned interest at floating rates based on daily bank deposits rate.

As at 31 December 2022, cash and cash equivalents of the Group amounting to approximately RMB104,652,000 (2021: RMB37,654,000), were deposited with the banks in the PRC where the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the Government of the PRC.

22. Trade Payables

The trade payables are unsecured, interest-free and with normal credit terms ranging from 30–90 days.

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

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Within 1 month	1個月內	15,899	13,396
1 to 2 months	1至2個月	7,759	2,503
2 to 3 months	2至3個月	84	1,546
Over 3 months	超過3個月	79	54
		23,821	17,499

21. 現金及現金等價物 (續)

本集團現金及現金等價物的賬面值及已質押的銀行存款以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	100,272	33,359
USD	美元	6,333	4,881
HK\$	港元	6,593	12,381
		113,198	50,621

銀行現金依據每日銀行存款利率按浮動利率賺取利息。

於二零二二年十二月三十一日，本集團現金及現金等價物約為人民幣104,652,000元（二零二一年：人民幣37,654,000元），存於中國境內的銀行，而將資金匯出中國受中國政府頒布外匯管理規則及法規規管。

22. 貿易應付款項

貿易應付款項為無抵押、不計息及正常信貸期介乎30天至90天。

於各報告期末，按發票日期的貿易應付款項的賬齡分析如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

22. Trade Payables (Continued)

The carrying amounts of the Group's trade payables were denominated in the following currencies:

22. 貿易應付款項 (續)

本集團貿易應付款項的賬面值以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	22,059	16,803
USD	美元	1,762	696
		23,821	17,499

23. Contract Liabilities, Other Payables and Accruals

23. 合約負債、其他應付款項及應計費用

		Note 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Contract liabilities	合約負債	23(a)	4,180	1,503
Other payables and accruals	其他應付款項及應計費用			
Payable for operating expenses	與經營開支有關的 應付款項		4,177	4,997
Payable for acquisition of property, plant and equipment	有關收購物業、廠房及 設備的應付款項		-	961
Payable for staff salaries and manpower service expenses	應付員工薪資及人力 服務開支		14,516	14,793
VAT and other tax payables	增值稅及其他應付稅項		13,608	11,720
Other payables	其他應付款項		297	154
Amount due to the non-controlling shareholder	應付非控股股東款項	23(b)	-	1,000
Accruals	應計費用		2,877	1,522
			35,475	35,147
			39,655	36,650

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

23. Contract Liabilities, Other Payables and Accruals (Continued)

23(a). Contract liabilities

Contract liabilities represent advance payments received from the customers for services that have not been transferred to the customers. The contract liabilities fluctuated during the years ended 31 December 2022 and 2021 due to fluctuation in sales orders with advance payments.

The balance at the end of each reporting period is expected to be recognised as revenue in the next reporting period. The movements (excluding those arising from increase and decrease both occurred within the same reporting period) of contract liabilities within HKFRS 15 are as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
At the beginning of the reporting period	於報告期初	1,503	1,487
Additions	添置	1,570	1,503
Revenue recognised (Note 4)	確認收益(附註4)	(1,503)	(1,487)
Acquired through acquisition of a subsidiary (Note 32)	透過收購一家附屬公司收購(附註32)	2,610	-
At the end of the reporting period	於報告期末	4,180	1,503

The contract liabilities at 31 December 2022 and 2021 represented the aggregate amount of the transaction price allocated to the performance obligations that are unsatisfied as of the end of each reporting period. The Group expects the transaction price at 31 December 2022 and 2021, respectively, allocated to the unsatisfied performance obligations will be recognised as revenue in one year or less when the obligations are performed.

23. 合約負債、其他應付款項及應計費用(續)

23(a). 合約負債

合約負債指就尚未轉予客戶的服務從客戶收取的預收款項。由於附有預收款項的銷售訂單波動，截至二零二二年及二零二一年十二月三十一日止年度的合約負債有所波動。

各報告期末的結餘預期於下一報告期間確認為收益。香港財務報告準則第15號範疇內的合約負債變動(不包括同一報告期間產生的增加及減少導致的變動)如下：

於二零二二年及二零二一年十二月三十一日的合約負債指分配至截至報告期末未履行的履約責任的交易價總額。本集團預期於二零二二年及二零二一年十二月三十一日分配至未履行履約責任的交易價分別將於責任履行時於一年或以內確認為收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

23. Contract Liabilities, Other Payables and Accruals (Continued)

23(b). At 31 December 2021, the amount due to the non-controlling shareholder is denominated in RMB, unsecured, interest free and repayable within one year. The amount had been fully settled during the year ended 31 December 2022.

23(c). The carrying amounts of the Group's contract liabilities, other payables and accruals were denominated in the following currencies:

23. 合約負債、其他應付款項及應計費用 (續)

23(b). 於二零二一年十二月三十一日，應付非控股股東款項以人民幣計值，為無抵押、不計息且於一年內償還。該款項已於截至二零二二年十二月三十一日止年度悉數結付。

23(c). 本集團合約負債、其他應付款項及應計費用的賬面值以下列貨幣計值：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	36,599	34,258
USD	美元	1,019	869
HK\$	港元	2,037	1,523
		39,655	36,650

24. Bank Borrowings

The secured bank borrowings are repayable ranging from within one year to over five years since their inception. At 31 December 2022, the secured bank borrowings carried weighted average effective interest rate of approximately 5.40% per annum (2021: 5.27% per annum).

At the end of each reporting period, details of the bank borrowings of the Group are as follows:

24. 銀行借款

有抵押銀行借款須自其借入起計一年內至五年以上償還。於二零二二年十二月三十一日，有抵押銀行借款按加權平均實際年利率約5.40% (二零二一年：年利率5.27%)。

於各報告期末，本集團銀行借款的詳情如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Secured bank borrowings	有抵押銀行借款	8,022	12,614

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

24. Bank Borrowings (Continued)

The bank borrowings are secured by:

- (i) certain property, plant and equipment with aggregate net carrying amounts of approximately RMB22,960,000 at 31 December 2022 (2021: RMB25,038,000), as set out in Note 13;
- (ii) pledged bank deposits with carrying amounts of approximately RMB1,696,000 at 31 December 2022 (2021: RMB1,695,000), as set out in Note 21; and
- (iii) corporate guarantee provided by the Company.

All banking facilities are subject to the fulfilment of covenants, as is commonly found in lending arrangements with financial institutions. If the Group was to breach the covenants, the drawn down facilities would become repayable on demand. In addition, the subsidiaries' loan agreements contain clauses which give the lender the right at its sole discretion to demand immediate repayment at any time irrespective of whether the subsidiaries have complied with the covenants and met the scheduled repayment obligations. Therefore, the entire balance for the bank borrowings was classified as current liabilities.

The Group regularly monitors its compliance with these covenants and does not consider it probable that the banks will exercise their discretion to demand repayment so long as the Group continues to make payments according to the schedule of the loans. Further details of the Group's management of liquidity risk are set out in Note 34. At 31 December 2022 and 2021, none of the covenants relating to drawn down facilities had been breached.

The carrying amounts of the Group's bank borrowings were denominated in following currencies:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
RMB	人民幣	4,250	4,750
USD	美元	3,772	7,864
		8,022	12,614

24. 銀行借款 (續)

銀行借款按以下方式抵押：

- (i) 於二零二二年十二月三十一日，若干物業、廠房及設備賬面總值約人民幣22,960,000元(二零二一年：人民幣25,038,000元)載於附註13；
- (ii) 於二零二二年十二月三十一日，已質押銀行存款賬面值約人民幣1,696,000元(二零二一年：人民幣1,695,000元)載於附註21；及
- (iii) 由本公司提供的企業擔保。

所有銀行融資均須遵守與金融機構訂立的貸款安排中的常見契諾。倘附屬公司違反契諾，已提取信貸融資將須按要求償還。此外，附屬公司的貸款協議載有條款。這給予借款人權利，不論附屬公司是否遵從契諾及達到預定還款責任與否，可全權酌情隨時要求即時還款。因此，銀行借款結餘全數分類為流動負債。

本集團會定期監察該等契諾的合規情況，並認為本集團繼續根據貸款進度表支付，銀行不大可能行使其酌情權要求還款。有關本集團管理流動性風險的更多詳情載於附註34。於二零二二年及二零二一年十二月三十一日，概無違反涉及提取融資的契諾。因此，銀行借款結餘全數分類為流動負債。

本集團銀行借款的賬面值以下列貨幣計值：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

25. Lease Liabilities

25(a). The consolidated statement of financial position shows the following amounts relating to leases:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Right-of-use assets (Note 13)	使用權資產 (附註13)		
Properties	物業	9,258	12,412
Plant and machineries	廠房及機械	-	108
		9,258	12,520
		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Lease liabilities	租賃負債		
Current portion	即期部分	4,391	5,140
Non-current portion	非即期部分	5,286	7,553
		9,677	12,693

At 31 December 2022, the weighted average effective interest rates of the lease liabilities of the Group were approximately 5.05% per annum (2021: 5.54% per annum).

At 31 December 2022 and 2021, the carrying amounts of the Group's lease liabilities were denominated in RMB.

25. 租賃負債

25(a). 與租賃相關的金額載於綜合財務狀況表如下：

於二零二二年十二月三十一日，本集團租賃負債的加權平均實際年利率約為5.05%（二零二一年：年利率5.54%）。

於二零二二年及二零二一年十二月三十一日，本集團租賃負債的賬面值以人民幣計值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

25. Lease Liabilities (Continued)

25(b). The consolidated statement of profit or loss shows the following amounts relating to leases:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Depreciation charge of right-of use assets	使用權資產折舊費用		
Properties	物業	6,168	4,173
Plant and machineries	廠房及機械	108	4,217
		6,276	8,390
Finance costs	財務成本	687	327

25(c). During the years ended 31 December 2022 and 2021, the total cash outflow for leases were analysed as below.

25. 租賃負債 (續)

25(b). 與租賃相關的金額載於綜合損益表如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Cash flows used in operating activities	經營活動所用現金流量		
Expenses under short term leases in respect of (Note 7):	短期租賃下就以下各項的支出(附註7)：		
– Machineries	– 機械	17,397	24,383
– Offices, warehouses, production plant and staff quarters	– 辦公室、倉庫、生產廠房及員工宿舍	4,483	3,467
Cash flows used in financing activities	融資活動所用現金流量		
– Payment of principal element of lease liabilities	– 支付租賃負債之本金部分	5,238	9,178
– Payment of interest element of lease liabilities (Note 7)	– 支付租賃負債之利息部分(附註7)	687	327
		27,805	37,355

25(c). 截至二零二二年及二零二一年十二月三十一日止年度，租賃現金流出總額分析如下。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

26. Deferred Taxation

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred taxes assets and liabilities relate to the same tax authority.

For the purpose of presentation in the consolidated financial statements, the following is the analysis of the deferred taxation:

26. 遞延稅項

在當期稅項資產及負債於同一稅務機構的納稅安排下擁有合法抵銷權利時，遞延稅項資產及負債作出抵銷。

就呈列綜合財務報表而言，遞延稅項之分析如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Deferred tax assets	遞延稅項資產	7,972	2,403
Deferred tax liabilities	遞延稅項負債	(1,215)	(2,107)
Deferred tax assets, net	遞延稅項資產淨額	6,757	296

The movements in the Group's deferred tax assets (liabilities) were as follows:

於本集團遞延稅資產(負債)的變動如下：

		Contracts assets 合約資產 RMB'000 人民幣千元	Rights-of-use lease liabilities 使用權資產及 租賃負債 RMB'000 人民幣千元	Tax losses 稅項虧損 RMB'000 人民幣千元	Government grants 政府補助 RMB'000 人民幣千元	(Accelerated/ decelerated tax depreciation (加速)/減速 稅項折舊 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 1 January 2021	於二零二一年 一月一日	(1,875)	(153)	-	1,965	(40)	768	665
(Charged) Credited to profit or loss	於綜合損益中(扣除)抵免	(1,031)	(39)	-	1,077	392	(768)	(369)
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	(2,906)	(192)	-	3,042	352	-	296
Acquired through acquisition of a subsidiary (Note 32)	透過收購一間附屬公司收購(附註32)	-	-	3,118	-	-	-	3,118
Credited (Charged) to the profit or loss	於綜合損益中抵免(扣除)	2,514	(37)	1,052	(191)	(35)	40	3,343
At 31 December 2022	於二零二二年十二月三十一日	(392)	(229)	4,170	2,851	317	40	6,757

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

26. Deferred Taxation (Continued)

The Group had undistributed earnings of approximately RMB104,450,000 (2021: RMB106,849,000) at 31 December 2022, which, if paid out as dividends, would be subject to tax in the hands of the recipient. An assessable temporary difference exists, but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions of dividends from the PRC subsidiary and is not expected to distribute these profits in the foreseeable future.

26. 遞延稅項 (續)

於二零二二年十二月三十一日，本集團未分配盈利約人民幣104,450,000元（二零二一年：人民幣106,849,000元），倘作為股息派付，則接收方將須繳納稅項。應課稅暫時性差異存在，惟概無確認遞延稅項負債，原因為母公司實體能夠控制來自其中國附屬公司分派股息的時間，且預期不會於可見將來分配該等利潤。

27. Deferred Government Grants

27. 遞延政府補助

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Current portion	即期部分	4,088	4,277
Non-current portion	非即期部分	14,917	15,999
		19,005	20,276

Movement of assets related government grants:

與政府補助相關的資產變動：

		RMB'000 人民幣千元
At 1 January 2021	於二零二一年一月一日	13,102
Received during the year	年內所收	11,738
Credit to profit or loss	計入損益	(4,564)
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	20,276
Received during the year	年內所收	3,110
Credit to profit or loss	計入損益	(4,381)
At 31 December 2022	於二零二二年十二月三十一日	19,005

During the years ended 31 December 2022 and 2021, government grants have been received for the purchase of certain property, plant and equipment.

截至二零二二年及二零二一年十二月三十一日上年度，就購買若干物業、廠房及設備收到政府補助。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註（續）

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

28. Share Capital and Share Premium

28. 股本及股份溢價

		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元			
Authorised:	法定：					
Ordinary share of HK\$0.01 each	每股普通股0.01港元	100,000,000	1,000,000			
		Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元 (approximate) (概約)	Nominal value 面值 RMB'000 人民幣千元	Share premium 股份溢價 RMB'000 人民幣千元 (approximate) (概約)
Issued and fully paid:	已發行及繳足：					
At 1 January 2021,	於二零二一年一月一日、					
31 December 2021,	二零二一年十二月三十一日、					
1 January 2022 and	二零二二年一月一日及					
31 December 2022	二零二二年十二月三十一日	250,000	2,500	109,640	2,250	98,676

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

29. Reserves

29(a). Other reserve

Other reserve represents the combined share capital and capital reserve of the companies comprising the Group, after elimination of inter-company transactions and balances at 31 December 2022 and 2021 in relation to the Company's reorganisation (the "Reorganisation") underwent in previous reporting periods.

29(b). Statutory reserve

The PRC laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the profit after tax (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holders. All statutory reserves are created for specific purposes. A PRC company is required to appropriate an amount of not less than 10% of statutory profits after income tax to statutory surplus reserves, prior to distribution of its post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used to make up losses of the entity, to expand the entity's operations, or to increase the capital of the entity. In addition, the entity may make further contribution to the discretionary surplus reserve using its post-tax profits in accordance with resolutions of the board of directors.

29(c). Exchange reserve

Exchange reserve has been set up and is dealt with in accordance with the accounting policies adopted for foreign currency translation as set out in Note 2 to the consolidated financial statements.

29(d). Financial assets at FVOCI reserve

Financial assets at FVOCI reserve comprises the accumulated gains and losses arising on the change in fair value of financial assets at FVOCI that have been recognised in other comprehensive income.

29. 儲備

29(a). 其他儲備

於二零二二年及二零二一年十二月三十一日，其他儲備指組成本集團的公司經對銷集團內公司間就本公司在過往報告期間重組（「重組」）之交易及結餘後的合併股本及資本儲備。

29(b). 法定儲備

中國法律及法規規定，中國註冊公司於向權益持有人作出溢利分派前，須就自其各自法定財務報表所呈報的除稅後溢利（抵銷過往年度的累計虧損後）轉撥的若干法定儲備計提撥備。所有法定儲備均就特定目的而設立。中國公司於分派其當前年度的稅後溢利前，須轉撥不少於所得稅後法定溢利10%的金額至法定盈餘儲備。當法定盈餘儲備的總額超出註冊資本的50%時，本公司可停止轉撥。法定盈餘儲備將僅用於彌補實體虧損、擴充實體營運或增加實體資本。此外，實體可根據董事會決議案，進一步轉撥其稅後溢利至酌情盈餘儲備。

29(c). 匯兌儲備

外匯儲備已根據綜合財務報表附註2所載就外幣換算採納之會計政策設立及處理。

29(d). 按公平值計入其他全面收益的金融資產儲備

按公平值計入其他全面收益的金融資產儲備包括累積收益及虧損，此乃產生於其他全面收益確認的按公平值計入其他全面收益之金融資產之公平值變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

30. Other Cash Flow Information

30(a). Cash generated from operations

30. 其他現金流資料

30(a). 自經營產生的現金

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
(Loss) Profit before tax	除稅前(虧損)溢利	(7,566)	12,325
Depreciation	折舊	39,618	37,665
Amortisation	攤銷	1,114	744
Bank interest income	利息收入	(1,159)	(649)
Interest income from unlisted corporate bonds	非上市企業債券的利息收入	(1,571)	-
Dividend income	股息收入	(205)	-
Finance costs	財務成本	1,203	1,216
Loss on disposal of property, plant and equipment, net	出售物業、廠房及 設備虧損，淨額	467	1,580
Government grants	政府補助	(4,381)	(4,564)
Changes in fair value of financial assets at FVTPL	按公平值計入損益的 金融資產的公平值變動	-	1
Provision for (Reversal of) write-down of inventories, net	存貨減值(撥回)撥備，淨額	1,007	(1,264)
Impairment losses on financial assets and contract assets	金融資產及合約資產 減值虧損	290	240
Gain on bargain purchase arising from the acquisition of a subsidiary	收購一間附屬公司之議價 收購收益	(2,133)	-
		26,684	47,294
Changes in working capital:	營運資金的變動：		
Inventories	存貨	11,610	(4,051)
Contract assets, trade and bills receivables	合約資產、貿易及票據應收 款項	37,327	(37,511)
Prepayments, deposits and other receivables	預付款項、按金及其他應收 款項	(1,584)	5,225
Trade and other payables	貿易及其他應付款項	2,222	(983)
Contract liabilities, other payables and accruals	合約負債、其他應付款項及 應計費用	395	8,612
Cash generated from operations	自經營產生的現金	76,654	18,586

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

30. Other Cash Flow Information (Continued)

30(b). Reconciliation of liabilities arising from financing activities

Details of the changes in the Group's liabilities from financing activities are as follows:

30. 其他現金流資料 (續)

30(b). 金融活動產生的負債對賬

本集團及金融活動的變動詳情如下：

		Bank borrowings 銀行借款 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
For the year ended 31 December 2022				
	截至二零二二年 十二月三十一日止年度			
At beginning of the year	於年初	12,614	12,693	25,307
Net cash flows	現金流淨額			
Repayments of bank borrowings	償還銀行借款	(5,175)	-	(5,175)
Payment of principle element of lease liabilities	支付租賃負債本金部分	-	(5,238)	(5,238)
Interest paid	已付利息	(516)	(687)	(1,203)
Other non-cash movements	其他非現金變動			
Exchange difference	匯兌差額	583	-	583
New leases	新租賃	-	2,222	2,222
Interest expenses	利息開支	516	687	1,203
At the end of the year	於年末	8,022	9,677	17,699
For the year ended 31 December 2021				
	截至二零二一年 十二月三十一日止年度			
At beginning of the year	於年初	13,937	6,491	20,428
Net cash flows	現金流淨額			
Proceeds from bank borrowings	銀行借款所得款項	19,245	-	19,245
Repayments of bank borrowings	償還銀行借款	(20,342)	-	(20,342)
Payment of principle element of lease liabilities	支付租賃負債本金部分	-	(9,178)	(9,178)
Interest paid	已付利息	(889)	(327)	(1,216)
Other non-cash movements	其他非現金變動			
Exchange difference	匯兌差額	(226)	-	(226)
New leases	新租賃	-	15,380	15,380
Interest expenses	利息開支	889	327	1,216
At the end of the year	於年末	12,614	12,693	25,307

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

31. Non-Controlling Interests

The following table shows the information of the Group's non-controlling interests ("NCI") during reporting periods. The summarised financial information represents amounts before inter-company eliminations.

At 31 December 2022/Year ended 31 December 2022 or period from the Acquisition Date to 31 December 2022

31. 非控股權益

下表列示報告期內本集團非控股權益(「非控股權益」)的資料。財務資料摘要乃集團內公司間抵銷前的金額。

於二零二二年十二月三十一日／截至二零二二年十二月三十一日止年度或收購日期至二零二二年十二月三十一日期間

		Chongqing Xinken Technology 重慶信懇科技 RMB'000 人民幣千元	Regan Financial Information 雷根財務資料 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Non-current assets	非流動資產	18,850	19,840	38,690
Current assets	流動資產	27,898	3,507	31,405
Non-current liabilities	非流動負債	(113)	-	(113)
Current liabilities	流動負債	(6,232)	(8,028)	(14,260)
Net assets	資產淨值	40,403	15,319	55,722
NCI %	非控股權益 %	30%	40%	
Carrying amounts of NCI	非控股權益的賬面值	12,121	6,127	18,248
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue and other income	收益及其他收入	44,656	2,780	47,436
Expenses	開支	(38,040)	(2,736)	(40,776)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	6,616	44	6,660
Profit and total comprehensive income for the year attributable to NCI	年內非控股權益應佔溢利及全面收益總額	1,985	17	2,002
Net cash flows from (used in):	以下各項所得(所用)			
	現金流量淨額:			
Operating activities	經營活動	13,366	4,608	17,974
Investing activities	投資活動	(1,266)	(3,228)	(4,494)
Financing activities	融資活動	(175)	-	(175)
Net increase in cash and cash equivalents	現金及現金等價物的淨增加	11,925	1,380	13,305

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

31. Non-Controlling Interests (Continued)

At 31 December 2021/Year ended 31 December 2021

31. 非控股權益 (續)

於二零二一年十二月三十一日 / 截至二零二二年十二月三十一日止年度

		Chongqing Xinken Technology 重慶信懇科技 RMB'000 人民幣千元
Non-current assets	非流動資產	27,285
Current assets	流動資產	23,879
Non-current liabilities	非流動負債	(2,252)
Current liabilities	流動負債	(15,126)
Net assets	資產淨值	33,786
NCI %	非控股權益 %	30%
Carrying amounts of NCI	非控股權益的賬面值	10,136
		RMB'000 人民幣千元
Revenue	收益及其他收入	49,520
Expenses	開支	(40,081)
Profit and total comprehensive income for the year	年內溢利及全面收益總額	9,439
Profit and total comprehensive income for the year attributable to NCI	年內非控股權益應佔溢利及全面收益總額	2,832
Net cash flows from (used in):	以下各項所得(所用)現金流量淨額:	
Operating activities	經營活動	18,040
Investing activities	投資活動	(18,001)
Financing activities	融資活動	7,711
Net increase in cash and cash equivalents	現金及現金等價物的淨增加	7,750

The financial results for the Group's NCI for the year ended 31 December 2022 included the share of financial results of Regan Financial Information since the Acquisition Date (Note 32).

本集團非控股權益於截至二零二二年十二月三十一日止年度的財務業績包括自收購日期起的應佔雷根財務資料的財務業績(附註32)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

32. Acquisition of a Subsidiary

On 25 July 2022, Wanhai Big Data (the “Purchaser”), a wholly-owned subsidiary of the Company, entered into a sale and purchase agreement (the “Agreement”) with Regan Shiye Group Co., Ltd.* (雷根實業集團有限公司) (the “Vendor”) and Regan Financial Information (the “Target”) (together, “All Parties”), pursuant to which Wanhai Big Data conditionally agreed to acquire and the Vendor conditionally agreed to sell 60% of the registered share capital of the Target at a cash consideration of approximately RMB7,032,000 (the “Acquisition”), which enable the Group to diversify and expand its business. On 14 October 2022, All Parties and Wanhai Jinyuan, a wholly-owned subsidiary of the Company, entered into a supplemental agreement (the “Supplemental Agreement”), pursuant to which, among others, All Parties agreed to amend the Purchaser from Wanhai Big Data to Wanhai Jinyuan.

On 3 November 2022, the Acquisition was completed and Regan Financial Information has become a subsidiary of the Group since then.

Regan Financial Information is principally engaged in provision of Financial Application Platform and Platform Maintenance Services in the PRC.

Details of the Acquisition are set out in the Company’s announcements dated 25 July 2022 and 8 November 2022.

The Acquisition constituted a business combination and had been accounted for using the acquisition method under HKFRS 3 (Revised) “Business Combinations” as set out in Note 2.

The Group has selected to measure the non-controlling interest at its proportionate interest in the identifiable assets and liabilities of the acquiree.

32. 收購一間附屬公司

於二零二二年七月二十五日，本公司的全資附屬公司萬海大數據（「買方」）與雷根實業集團有限公司（「賣方」）及雷根金融信息（「目標公司」）（統稱「所有訂約方」）訂立買賣協議（「該協議」），據此，萬海大數據有條件地同意收購而賣方有條件地同意出售目標公司註冊股本的60%，現金代價約為人民幣7,032,000元（「收購事項」），這使本集團能夠多元化發展及擴充業務。於二零二二年十月十四日，所有訂約方及本公司全資附屬公司萬海金源訂立補充協議（「補充協議」），據此（其中包括）所有訂約方同意將買方由萬海大數據修訂為萬海金源。

於二零二二年十一月三日，收購事項完成，雷根金融信息自此成為本集團的附屬公司。

雷根金融信息主要在中國從事提供金融應用平台及平台維護服務。

收購事項的詳情載於本公司日期為二零二二年七月二十五日及二零二二年十一月八日的公告內。

收購事項構成一項業務合併，已如附註2所載使用香港財務報告準則第3號（經修訂）「業務合併」下的收購法入賬。

本集團選擇按其佔被收購方可識別資產及負債的權益比例計量非控股權益。

* For identification purpose only

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

32. Acquisition of a Subsidiary (Continued)

The following summarises the consideration paid and the amounts of the assets acquired and liabilities assumed, as well as the amount of non-controlling interest recognised at the date of acquisition:

32. 收購一間附屬公司(續)

以下概述已付代價及所收購資產及所承擔負債的金額，以及於收購日期確認的非控股權益金額：

		RMB'000 人民幣千元
Consideration, at fair value:	代價，按公平值計：	
Cash paid	已付現金	7,032
		RMB'000 人民幣千元
Recognised amounts of identifiable assets acquired and liabilities assumed:	所收購可識別資產及所承擔負債的已確認金額：	
Property, plant and equipment	物業、廠房及設備	100
Intangible assets	無形資產	12,647
Deferred tax assets	遞延稅務資產	3,118
Cash and cash equivalents	現金及現金等價物	663
Trade and other receivables	貿易及其他應收款項	5,316
Tax recoverable	已收回稅項	141
Trade and other payables	貿易及其他應付款項	(4,100)
Contract liabilities	合約負債	(2,610)
Total identifiable net assets, at fair value	可識別資產淨值總額，按公平值計	15,275
Non-controlling interests	非控股權益	(6,110)
Gain on bargain purchase arising from the acquisition of a subsidiary	收購一家附屬公司產生的議價購買收益	(2,133)
		7,032
Net cash flow on acquisition of a subsidiary:	收購一家附屬公司的現金流量淨額：	
Net cash acquired from the subsidiary	從附屬公司獲得的現金淨額	663
Cash consideration paid	已付現金	(7,032)
		(6,369)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

32. Acquisition of a Subsidiary (Continued)

The total transaction costs of approximately RMB1,681,000 have been excluded from the consideration transferred and included in administrative and other operating expenses for the year 31 December 2022.

The directors of the Company have engaged an independent valuer (the “Valuer”) to provide assistance in determining the fair value of the assets and liabilities of Regan Financial Information in accordance with HKFRS 13. The Valuer has reviewed the methodologies, the key valuation parameters and business assumptions adopted.

The Group recognised a gain on bargain purchase of approximately RMB2,133,000 arising from the Acquisition in the consolidated statement of profit or loss for the year ended 31 December 2022. In the opinion of the directors of the Company, the gain on bargain purchase is mainly attributable to the immediate cash realisation and the Group’s capability in negotiating the terms of the Acquisition in favour of the Group with the Vendor. The gain on bargain purchase has been reassessed by the management of the Group on the Acquisition date.

Since acquisition, the acquired business has contributed approximately RMB2,734,000 and RMB44,000 to the revenue and results of the Group, respectively.

If the business combinations effected during the year ended 31 December 2022 had been taken place at the beginning of the year, the revenue and net loss for the Group would have been approximately RMB271,606,000 and RMB9,259,000, respectively.

32. 收購一間附屬公司 (續)

收購交易成本總額約人民幣1,681,000元已從代價轉讓中剔除，並於截至二零二二年十二月三十一日止年度計入行政及其他營運開支。

本公司董事已委聘獨立估值師（「估值師」）協助根據香港財務報告準則第13號釐定雷根金融信息的資產及負債的公平值。估值師已檢視所採用的方法、關鍵估值參數及業務假設。

本集團已於截至二零二二年十二月三十一日止年度的綜合損益表內，確認從收購事項產生的議價購買收益約人民幣2,133,000元。本公司董事認為，出現議價購買收益，主要歸因於即時現金套現及本集團以自身為受益人，與賣方磋商收購事項條款的能力。議價購買收益已經本集團於收購日期再度評估。

自收購事項以來，所收購業務已分別為本集團貢獻約人民幣2,734,000元及人民幣44,000元的收益及業績。

倘於截至二零二二年十二月三十一日止年度實施的業務合併於年初已發生，則本集團的收益及淨虧損將分別約為人民幣271,606,000元及人民幣9,259,000元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

33. Related Party Transactions

In addition to the transactions/information disclosed elsewhere in these consolidated financial statements, the Group had the following related parties transactions.

(a) Related party transactions

Transactions between the group entities have been eliminated on consolidation and are not disclosed. During the reporting periods, the Group had the following significant transactions with related parties. In the opinion of the directors of the Company, they are under normal commercial terms that are fair and reasonable and in the best interests of the Group.

Name of the related company 關聯公司名稱	Nature of transaction 交易性質	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Shenzhen Puneda Electronic (Note i) 深圳市普能達電子(附註i)	Sales of machinery 銷售機械	-	4,268
Shanghai Regan Asset Management Co., Ltd.* ("Regan Asset Management") (Note ii) 上海雷根資產管理有限公司 (雷根資產管理)(附註ii)	Provision of Financial Application Platform and Platform Maintenance Services 提供金融應用平台及平台維護服務	39	-
Shanghai Regan Insurance Brokers Co., Ltd.* ("Regan Insurance Brokers") (Note ii) 上海雷根保險經紀有限公司 (雷根保險經紀)(附註ii)	Provision of Financial Application Platform and Platform Maintenance Services 提供金融應用平台及平台維護服務	1,730	-

Notes:

- (i) Shenzhen Puneda Electronic is a related company of the Group which is controlled by the non-controlling shareholders of Chongqing Xinken Technology.
- (ii) Regan Asset Management and Regan Insurance Brokers are the related company of the Group which are controlled by the non-controlling shareholders of Regan Financial Information.

附註:

- (i) 深圳市普能達電子為本集團的關聯公司，由重慶信懇科技的非控股權益控制。
- (ii) 雷根資產管理及雷根保險經紀為本集團關聯公司，由雷根金融信息的非控股權益所控制。

* For identification propose only

33. 關聯方交易

除於此等綜合財務報表其他部分所披露的交易／資料外，本集團有以下關聯方交易。

(a) 關聯方交易

集團實體之間的交易已於綜合入賬時對銷，故未有披露。於報告期間，本集團與關聯方進行了以下重大交易。本公司董事認為，其乃按公平合理及符合本集團最佳利益的一般商業條款訂立。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

33. Related Party Transactions (Continued)

(b) Key management personnel remuneration

Remuneration for key management personnel of the Group, representing amounts paid to the Company's directors and certain of the highest paid employees as disclosed in Note 8 to the consolidated financial statements, is as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, discretionary bonus, allowances and other benefits-in-kind	薪金、酌情花紅、津貼及其他實物福利	6,347	5,914
Contributions to defined contribution plans	對界定供款計劃的供款	118	81
		6,465	5,995

The remuneration was based on the terms mutually agreed between the Group and the related parties.

33. 關聯方交易 (續)

(b) 主要管理人員薪酬

本集團主要管理人員薪酬指已付本公司董事及若干最高薪僱員(於綜合財務報表附註8披露)的金額，如下：

	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Salaries, discretionary bonus, allowances and other benefits-in-kind	6,347	5,914
Contributions to defined contribution plans	118	81
	6,465	5,995

該薪酬乃基於本集團與關聯方互相協定的條款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise financial assets at FVOCI, financial asset at amortised cost, deposits and other receivables, pledged bank deposits, cash and cash equivalents, other payables and accruals, bank borrowings and lease liabilities. The main purpose of these financial instruments is to raise and maintain finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bill receivables and trade payables, which arise directly from its operations.

The accounting policies for financial instruments have been applied to the line items below:

34. 財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入其他全面收益的金融資產、按攤銷成本計量的金融資產、按金及其他應收款項、已抵押銀行存款、現金及現金等價物、其他應付款項及應計款項、銀行借款及租賃負債。該等金融工具的主要目的是為本集團的營運籌集及維持資金。本集團擁有各種其他金融資產及負債，如貿易應收款項及應收票據以及貿易應付款項，均直接來自其營運。

金融工具的會計政策適用於以下項目：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	9,840	8,369
Financial assets at amortised cost:	按攤銷成本計量的金融資產：		
– Financial asset at amortised cost	– 按攤銷成本計量的金融資產	17,274	16,080
– Trade and bills receivables	– 貿易應收款項及應收票據	36,694	52,973
– Deposits and other receivables	– 按金及其他應收款項	3,105	2,859
– Pledged bank deposits	– 已抵押銀行存款	1,696	1,695
– Cash and cash equivalents	– 現金及現金等價物	111,502	48,926
		180,111	130,902
Financial liabilities	金融負債		
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：		
– Trade payables	– 貿易應付款項	23,821	17,499
– Other payables and accruals	– 其他應付款項及應計費用	13,418	12,731
– Bank borrowings	– 銀行借款	8,022	12,614
– Lease liabilities	– 租賃負債	9,677	12,693
		54,938	55,537

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

The main risks arising from the Group's financial instruments are market risk, (including price risk, interest rate risk and foreign currency risk), credit risk and liquidity risk. The directors of the Company review and agree policies for managing each of these risks and they are summarised below. The Group also monitors the market price risk arising from all financial instruments.

(a) Price risk

The Group is exposed to price risks arising from financial assets at FVOCI amounted to approximately RMB9,840,000 (2021: RMB8,369,000). The management of the Group manages this exposure by maintaining a portfolio of investments with different risks and different return profiles. The sensitivity analysis has been determined based on the exposure to equity price risk. At the end of the reporting period, if the fair values of the financial assets at FVOCI had been 10% (2021: 10%) higher/lower while all other variables were held constant, the Group's pre-tax results would be increased/decreased by approximately RMB984,000 (2021: increased/decreased RMB837,000) as a result of changes in fair value of financial assets at FVOCI. The Group's sensitivity to equity price has not changed significantly from the prior year.

The sensitivity analysis has been determined assuming that the reasonably possible changes in the fair values of the financial assets at FVOCI had occurred at the end of the reporting period and had been applied to the exposure to equity price risk in existence at that date. The stated changes represent the management's assessment of reasonably possible changes in the fair value of the financial assets at FVOCI over the next 12 months after the reporting period. The analysis is performed on the same basis for the year ended 31 December 2021.

34. 財務風險管理目標及政策 (續)

本集團金融工具產生的主要風險為市場風險(包括價格風險、利率風險及外幣風險)、信貸風險及流動資金風險。本公司董事會檢討及同意管理每項該等風險的政策，現概述如下。本集團亦監察所有金融工具所產生的市場價格風險。

(a) 價格風險

本集團就按公平值計入其他全面收益的金融資產下持有的股本投資約人民幣9,840,000元(二零二一年：人民幣8,369,000元)承擔價格風險。本集團管理層透過維持具不同風險及不同回報的投資組合，來管理此風險。敏感度分析已根據股本價格風險敞口釐定。於報告期末，倘按公平值計入其他全面收益的金融資產的公平值上升/下降10%(二零二一年：10%)，而所有其他變數保持不變，則本集團的除稅前業績將因按公平值計入其他全面收益的金融資產的公平值變動而增加/減少約人民幣984,000元(二零二一年：增加/減少人民幣837,000元)。本集團對股本價格的敏感度與去年比較並無重大變動。

釐定敏感度分析時已假設按公平值計入其他全面收益的金融資產的公平值的合理可能變動在報告期末已經發生，並已應用於當日存在的股本價格風險。所列示的變動指管理層對及按公平值計入其他全面收益的金融資產的公平值在報告期後未來12個月的合理可能變動的評估。該分析乃按截至二零二一年十二月三十一日止年度的相同基準進行。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(a) Price risk (Continued)

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the price risk because the exposure at 31 December 2022 and 2021 does not reflect the exposure for the years ended 31 December 2022 and 2021.

(b) Interest rate risk

The Group's exposure to market risk for changes in interest rates relates primarily to the Group's cash at bank net off bank borrowings with floating interest rates of approximately RMB105,108,000 (2021: RMB37,955,000) at 31 December 2022. The Group currently does not have a policy to hedge against the interest rate risk as the management of the Group does not expect any significant interest rate risk at 31 December 2022 and 2021.

At the end of the reporting period, if interest rates had been 1% higher/lower and all other variables were held constant, the Group's pre-tax results would increase/decrease by approximately RMB1,051,000 (2021: increase/decrease RMB380,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for financial instruments in existence at that date. The stated changes represent management's assessment of a reasonably possible change in interest rates over the period until the next annual end of the reporting period. The analysis is performed on the same basis for the year ended 31 December 2021.

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent interest rate risk because the exposure at 31 December 2022 and 2021 does not reflect the exposure during the years ended 31 December 2022 and 2021.

34. 財務風險管理目標及政策 (續)

(a) 價格風險 (續)

本集團管理層認為，敏感度分析並不代表價格風險，因為二零二二年及二零二一年十二月三十一日的風險並不反映截至二零二二年及二零二一年十二月三十一日止年度的風險。

(b) 利率風險

本集團因利率變動而承擔的市場風險主要與二零二二年十二月三十一日本集團於銀行的現金扣除浮息銀行借款及租賃負債約人民幣105,108,000元(二零二一年：人民幣37,955,000元)有關。本集團目前並無對沖利率風險的政策，因為本集團管理層預期於二零二二年及二零二一年十二月三十一日並無任何重大利率風險。

於報告期末，倘利率上升或下降1%而所有其他變數保持不變，則本集團的除稅前業績將增加/減少約人民幣1,051,000元(二零二一年：增加/減少人民幣380,000元)。

釐定上述敏感度分析時已假設利率變動於報告期末已經發生，並已應用於當日存在的金融工具的利率風險。所指變動指管理層對利率在下一年度報告期結束為止期內的合理可能變動。該分析乃按截至二零二一年十二月三十一日止年度的相同基準進行。

本集團管理層認為，敏感度分析並不代表既有利率風險，因為二零二二年及二零二一年十二月三十一日的風險並不反映截至二零二二年及二零二一年十二月三十一日止年度的風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(b) Interest rate risk (Continued)

In addition, the Group's financial instruments measured at amortised cost are considered not to materially expose to fair value interest rate risk at 31 December 2022 and 2021.

(c) Foreign currency risk

The Group's transactions are mainly denominated in RMB, USD and HK\$.

Certain financial assets and financial liabilities of the Group are denominated in currencies other than the functional currency of the respective group entities and therefore exposed to foreign currency risk. The carrying amounts of those financial assets and financial liabilities are analysed as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
USD	美元	1,896	(4,240)
HK\$	港元	102	100

At 31 December 2022, if the relevant financial currency had weakened/strengthened by 5% against the USD with all other variables held constant, the Group's pre-tax results for the year would have been approximately RMB95,000 lower/higher (2021: RMB212,000 higher/lower), mainly as a result of foreign exchange difference on the translation of USD denominated contract assets, trade and bills receivables, cash and cash equivalents and bank borrowings.

At 31 December 2022, if the relevant financial currency had weakened/strengthened by 5% against the HK\$ with all other variables held constant, the Group's pre-tax results for the year would have been approximately RMB5,000 (2021: RMB5,000) lower/higher mainly as a result of foreign exchange difference on the translation of HK\$ denominated cash and cash equivalents and other payables.

34. 財務風險管理目標及政策 (續)

(b) 利率風險 (續)

此外，本集團按攤銷成本計量的金融工具被認為於二零二二年及二零二一年十二月三十一日並無面臨重大公平值利率風險。

(c) 外幣風險

本集團的交易主要以人民幣、美元及港元計值。

本集團若干金融資產及金融負債以相關集團實體的功能貨幣以外的貨幣計值，因此面臨外幣風險。該等金融資產及金融負債的賬面值分析如下：

於二零二二年十二月三十一日，倘相關金融貨幣兌美元貶值/升值5%，而所有其他變數保持不變，則本集團年內的除稅前業績將減少/增加約人民幣95,000元(二零二一年：增加/減少人民幣212,000元)，主要由於換算以美元計值的合同資產、貿易應收款項及應收票據、現金及現金等價物和銀行借款的外匯差額所致。

於二零二二年十二月三十一日，倘相關金融貨幣兌港元貶值/升值5%，而所有其他變數保持不變，則本集團年內的除稅前業績將減少/增加約人民幣5,000元(二零二一年：人民幣5,000元)，主要由於換算以港元計值的現金及現金等價物和其他應付款項的外匯差額所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(c) Foreign currency risk (Continued)

The sensitivity analysis has been determined assuming that the change in foreign exchange rates had occurred at the end of the reporting period and had been applied to Group's exposure to currency risk for financial instruments in existence at that date, and that all other variables, in particular interest rates, remain constant. The stated changes in foreign currency represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual end of the reporting period.

In the opinion of the management of the Group, the sensitivity analysis is unrepresentative of the inherent foreign exchange risk because the exposure at 31 December 2022 and 2021 does not reflect the exposure during the years ended 31 December 2022 and 2021.

(d) Credit risk

The carrying amount of financial assets and contract assets recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

Contract assets, trade and bill receivables

The Group trades only with recognised, creditworthy third parties. The Group has policies in place to ensure that credit terms are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group limits its exposure to credit risk from contract assets and trade and bill receivables by establishing a maximum payment period of three months from invoice date or respective maturity dates stating on contracts.

34. 財務風險管理目標及政策 (續)

(c) 外幣風險 (續)

釐定敏感度分析時已假設匯率變動於報告期末已經發生，並已應用於當日存在的本集團所承受的金融工具貨幣風險，而且所有其他變數，特別是利率保持不變。所列示的外幣變動指管理層對匯率在下一年度報告期結束為止期內的合理可能變動的評估。

本集團管理層認為，敏感度分析並不代表既有外匯風險，因為二零二二年及二零二一年十二月三十一日的風險並不反映截至二零二二年及二零二一年十二月三十一日止年度的風險。

(d) 信貸風險

於綜合財務狀況表確認的金融資產及合約資產的賬面值(扣除減值虧損)代表本集團所承受的信貸風險，當中未有計及所持任何抵押品的價值或其他信貸升級措施。

合約資產、貿易應收款項及應收票據

本集團只與獲認可且信譽良好的第三方交易。本集團已實行政策，確保信貸期乃向具適當信貸記錄的客戶提供，並定期對客戶進行信貸評估。本集團透過設立由發票日期起計最多三個月的支付期或合約列明的相關到期日，來限制其因合約資產及貿易應收款項及應收票據而承受的信貸風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Contract assets, trade and bill receivables (Continued)

At the end of the reporting period, the Group had a concentration of credit risk as approximately 21% and 74% (2021: 26% and 83%) of the contract assets was due from the Group's largest customer and the five largest customers, respectively, and approximately 52% and 93% (2021: 45% and 86%) of the total trade and bill receivables was due from the Group's largest customer and the five largest customers, respectively.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime expected loss allowance for all contract assets, trade and bills receivables. The Group measures the ECL on a combination of both individual and collective basis.

Contract assets, trade and bills receivables with known insolvencies are assessed individually for impairment allowances and are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a prepayment plan with the Group, and a failure to make contractual payments.

ECL is also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the nature of the customer, its geographical location and its ageing category, and applying the ECL rates to the respective gross carrying amounts of the receivables.

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

合約資產、貿易應收款項及應收票據 (續)

於報告期末，本集團有信貸集中風險，因為分別約21%及74%（二零二一年：26%及83%）的合約資產乃由本集團最大客戶及五大客戶結欠，以及貿易應收款項及應收票據總額中分別約52%及93%（二零二一年：45%及86%）乃由本集團最大客戶及五大客戶結欠。

本集團應用香港財務報告準則第9號簡化方法計量預期信貸虧損，對所有合約資產、貿易應收款項及應收票據採用整個存續期的預期虧損撥備。本集團結合個別及共同基準計量預期信貸虧損。

已知無力償債的合約資產、貿易應收款項及應收票據會個別評估減值撥備，並於無法合理預期收回時予以撇銷。並無合理預期收回的指標（其中包括）債務人未能與本集團訂立還款計劃，以及未作出合約付款。

預期信貸虧損亦通過將餘下應收款項基於共享信貸風險特徵分組，並綜合評估回收可能性來估算，同時考慮到客戶性質、其地理位置及賬齡類別，並將預期信貸虧損應用於各應收款項的賬面總額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Contract assets, trade and bill receivables (Continued)

The Group's customer base consists of a wide range of clients and the contract assets, trade and bill receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The contract assets relate to unbilled services and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the ECL rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The Group applies a simplified approach in calculating ECL for contract assets, trade and bill receivables and recognises a loss allowance based on lifetime ECL at each reporting date based on its historical credit loss experience, adjusted to reflect the effects of existing market conditions as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. There was no change in the estimation techniques or significant assumptions made during the years ended 31 December 2022 and 2021.

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

合約資產、貿易應收款項及應收票據 (續)

本集團的客戶基礎由廣泛的客戶組成，而合約資產、貿易應收款項及應收票據乃透過共同的風險特徵分類，可代表客戶根據合約條款支付所有欠款的能力。合約資產涉及未入賬服務，且與相同類型合約的貿易應收款項具有大致相同的風險特徵。因此，本集團認為，貿易應收款項的預期虧損率與合約資產虧損率合理相若。本集團應用簡化法計算合約資產、貿易應收款項及應收票據的預期信貸虧損，並根據各報告日期的整個存續期預期信貸虧損，基於歷史信貸虧損經驗，確認虧損撥備，並經調整以反映現有市況的影響，以及影響客戶結付應收款項能力之宏觀經濟因素的前瞻性資料。截至二零二二年及二零二一年十二月三十一日止年度，估計技術或重大假設於年內並無變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Contract assets, trade and bill receivables (Continued)

At 31 December 2022, the Group recognised loss allowance of approximately RMB131,000 (2021: RMB235,000) on the contract assets, trade and bill receivables. The movement in the loss allowance for contract assets, trade and bill receivables is summarised below.

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

合約資產、貿易應收款項及應收票據 (續)

於二零二二年十二月三十一日，本集團就合約資產、貿易應收款項及應收票據確認虧損撥備約人民幣131,000元（二零二一年：人民幣235,000元）。合約資產、貿易應收款項及應收票據的虧損撥備變動概述如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Contract assets</i>	合約資產		
At the beginning of the reporting period	於報告期初	106	106
Amount written off	撇銷金額	(106)	—
At the end of the reporting period	於報告期末	—	106

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Contract assets, trade and bill receivables
(Continued)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Trade and bill receivables</i>			
	<i>貿易應收款項及應收票據</i>		
At the beginning of the reporting period	於報告期初	129	165
Increase in allowances	撥備增加	2	-
Amount recovered	已收回金額	-	(36)
At the end of the reporting period	於報告期末	131	129

At 31 December 2022 and 2021, in the opinion of the Company's directors, there was no significant credit-impaired trade receivables.

Impairment losses on contract assets, trade and bills receivables are presented as "impairment losses on financial assets and contract assets" in the consolidated profit or loss. When a receivable is uncollectible, it is written off against the impairment allowance account for receivables. Subsequent recoveries of amounts previously written off are credited against the same line item.

Other financial assets at amortised costs

The Group's other financial assets at amortised costs included deposits and other receivables, unlisted corporate bonds, pledged bank deposits and cash and cash equivalents. The impairment loss of other financial assets carried at amortised cost is measured based on the 12-month ECL. The 12-month ECL is the portion of lifetime ECL that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL.

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

合約資產、貿易應收款項及
應收票據 (續)

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Trade and bill receivables</i>			
	<i>貿易應收款項及應收票據</i>		
At the beginning of the reporting period	於報告期初	129	165
Increase in allowances	撥備增加	2	-
Amount recovered	已收回金額	-	(36)
At the end of the reporting period	於報告期末	131	129

於二零二二年及二零二一年十二月三十一日，本公司董事認為，貿易應收款項並無重大信貸減值。

合同資產、貿易應收款項及應收票據的減值虧損於綜合損益中列賬為「金融資產及合同資產減值虧損」。當一項應收款項無法收回時，該款項將自應收款項的減值撥備賬戶中撇銷。先前撇銷的款項倘於隨後收回，將計入同一項目。

按攤銷成本列賬的其他金融資產

本集團按攤銷成本計量的其他金融資產包括存款和其他應收款、非上市公司債券、已抵押的銀行存款以及現金和現金等價物。按攤銷成本計量的其他金融資產的減值損失乃根據12個月的預期信貸虧損計量。12個月的預期信貸虧損乃全期預期信貸虧損中，因金融工具的違約事件而可能在報告日期後12個月內發生的部分。然而，當信貸風險自開始已有顯著增加時，將根據全期預期信貸虧損作出撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Other financial assets at amortised costs (Continued)

As at 31 December 2022 and 2021, the Group's management considered the credit risk of deposits and other receivables to be low as counterparties have a strong capacity to meet their contractual cash flow obligations in the near term. The Group has assessed that the ECL for these deposits and other receivables were immaterial under 12-month expected losses method. Therefore, the provision for loss allowance for these balances was close to zero and no provision was recognised.

In assessing the ECL allowance for unlisted corporate bond at amortised costs, the Group's management considered the probability of default, loss given default, exposure at default and other adjustment factors. At 31 December 2022, the Group recognised loss allowance of approximately RMB591,000 (2021: RMB272,000) on financial asset at amortised cost. The movement in the loss allowance for the balances is summarised below.

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
<i>Financial asset at amortised cost</i>			
	<i>按攤銷成本列賬的金融資產</i>		
At the beginning of the reporting period	於報告期初	272	-
Increase in allowances	撥備增加	591	272
Amount recovered	已收回金額	(272)	-
At the end of the reporting period	於報告期末	591	272

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

按攤銷成本列賬的其他金融資產 (續)

於二零二二年及二零二一年十二月三十一日，本集團管理層認為存款和其他應收款項的信用風險很低，因為交易方有很強的能力在短期內履行其合同規定的現金流義務。根據12個月的預期虧損法，本集團評估此等存款及其他應收款項的預期信用虧損屬無關重要。因此，此等餘額的損失撥備接近零，亦沒有確認任何撥備。

於評估按攤銷成本計算的非上市公司債券的預期信用損失撥備時，本集團管理層已考慮違約概率、違約損失、違約風險和其他調整因素。於二零二二年十二月三十一日，本集團就按攤銷成本列賬的金融資產確認虧損撥備約人民幣591,000元（二零二一年：人民幣272,000元）。結餘的虧損撥備變動概述如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued) 綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(d) Credit risk (Continued)

Other financial assets at amortised costs (Continued)

The majority of the Group's pledged bank deposits and bank balances are deposited in major financial institutions located in the PRC and in Hong Kong, which are of high credit rating. The management of the Group does not expect any losses arising from non-performance by these counterparties.

(e) 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 shorter and longer term.

At 31 December 2022, the Group held cash and cash equivalents amounting to approximately RMB111,502,000 (2021: RMB48,926,000), that are expected to be readily available to generate cash inflows for managing liquidity risk.

34. 財務風險管理目標及政策 (續)

(d) 信貸風險 (續)

按攤銷成本列賬的其他金融 資產 (續)

本集團大部分已抵押銀行存款及銀行結餘為存放於中國及香港，具備高信貸評級的大型金融機構。本集團管理層預期不會因該等對手方不履約而產生任何虧損。

(e) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需求，以確保維持足夠的現金儲備以應付其短期及長期流動資金需求。

於二零二二年十二月三十一日，本集團持有的現金及現金等價物約為人民幣111,502,000元（二零二一年：人民幣48,926,000元），預期可產生現金流入以管理流動資金風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

(e) Liquidity risk (Continued)

The Group maintains liquidity by a number of sources including orderly realisation of receivables that the Group considers appropriate and long-term financing including long-term borrowings and lease liabilities are also considered by the Group in its capital structuring. The Group aims to maintain flexibility in funding by keeping sufficient bank and cash balances, committed credit lines available and bank borrowings which enable the Group to continue its business for the foreseeable future.

At 31 December 2022, the Group had approximately RMB2,153,000 (2021: RMB15,000,000) undrawn banking facilities and the Group's total drawn banking facilities amounted to approximately RMB8,022,000 (2021: RMB12,614,000).

The remaining undiscounted contractual maturity profile of the Group's non-derivative financial liabilities at the end of the reporting period, based on the earliest date on which the Group is required to settle, is summarised below.

34. 財務風險管理目標及政策 (續)

(e) 流動資金風險 (續)

本集團透過多種來源維持流動資金，包括有序變現本集團認為適當的應收款項及長期融資(包括長期借貸)，而本集團在其資本建構過程中亦會考慮租賃負債。本集團旨在透過維持充足的銀行及現金結餘、已承諾可用信貸額及銀行借貸來維持資金的靈活性，以便本集團於可見將來繼續其業務營運。

於二零二二年十二月三十一日，本集團未提取的銀行融資約為人民幣2,153,000元(二零二一年：人民幣15,000,000元)，已提取的銀行融資總額約為人民幣8,022,000元(二零二一年：人民幣12,614,000元)。

本集團於報告期末的非衍生金融負債的其餘未貼現合約到期情況(根據本集團須結算的最早日期)概述如下：

		Less than 1 year or on demand 少於1年 或按要求 RMB'000 人民幣千元	Over 1 year but within 2 years 1至2年 RMB'000 人民幣千元	Over 2 years but within 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2022	於二零二二年十二月三十一日					
Trade payables	貿易應付款項	23,821	-	-	-	23,821
Other payables and accruals	其他應付款項及應計費用	13,418	-	-	-	13,418
Bank borrowings (Note i)	銀行借款(附註i)	8,022	-	-	-	8,022
Lease liabilities	租賃負債					
- Principal portion	- 本金部分	4,391	4,671	615	-	9,677
- Interest portion	- 利息部分	390	152	11	-	553
		50,042	4,823	626	-	55,491

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

34. Financial Risk Management Objectives and Policies (Continued)

34. 財務風險管理目標及政策 (續)

(e) Liquidity risk (Continued)

(e) 流動資金風險 (續)

		Less than 1 year or on demand 少於1年 或按要求 RMB'000 人民幣千元	Over 1 year but within 2 years 1至2年 RMB'000 人民幣千元	Over 2 years but within 5 years 2至5年 RMB'000 人民幣千元	Over 5 years 5年以上 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
At 31 December 2021	於二零二一年十二月三十一日					
Trade payables	貿易應付款項	17,499	-	-	-	17,499
Other payables and accruals	其他應付款項及應計費用	12,731	-	-	-	12,731
Bank borrowings (Note i)	銀行借款 (附註i)	12,614	-	-	-	12,614
Lease liabilities	租賃負債					
- Principal portion	- 本金部分	5,140	3,658	3,895	-	12,693
- Interest portion	- 利息部分	522	304	104	-	930
		48,506	3,962	3,999	-	56,467

Note i: The amounts repayable under a loan agreement that includes a clause that gives the lender the unconditional right to call the loan at any time are classified under the "on demand" bracket. In this regard, bank borrowings of approximately RMB8,022,000 (2021: RMB12,614,000) as at the end of the financial period have been so classified even though the directors of the Company do not expect that the lender(s) would exercise their rights to demand repayment and thus these borrowings would be repaid according to the following schedule as set out in the loan agreements:

附註i: 貸款協議下包含賦予貸款人無條件權利可隨時催繳貸款條文的應償還款項歸類於「按要求」一欄。就此而言, 於財政期末的銀行借款約人民幣8,022,000元(二零二一年: 人民幣12,614,000元)已如此分類, 即使本公司董事並不預期貸款人會行使其權利要求還款, 故此該等借款將根據貸款協議所載的以下時間表還款:

		2022 二零二二年		2021 二零二一年	
		Principal Portion 利息部分 RMB'000 人民幣千元	Interest Portion 本金部分 RMB'000 人民幣千元	Principal Portion 利息部分 RMB'000 人民幣千元	Interest Portion 本金部分 RMB'000 人民幣千元
Interest-bearing borrowings	計息借款				
Within 1 year	1年內	4,272	272	4,911	506
Over 1 year but within 2 years	1至2年	500	173	3,953	266
Over 2 years but within 5 years	2至5年	1,500	371	1,500	444
Over 5 years	5年以上	1,750	154	2,250	253
		8,022	970	12,614	1,469

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

35. Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividend paid to shareholders, return capital to shareholders or sell assets to reduce debt.

The Group monitors capital on the basis of the total debt to total capital ratio. Total debt and total capital represent total borrowings and total equity, as shown in the consolidated balance sheet. The total debt to total capital ratios at 31 December 2022 and 2021 were as follows:

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Total borrowings	總借款		
– Bank borrowings	– 銀行借款	8,022	12,614
– Lease liabilities	– 租賃負債	9,677	12,693
		17,699	25,307
Total equity	總權益	306,271	297,861
Total debt to total capital ratio	總負債對總資本比率	6%	8%

The decrease in total debt to total capital ratio from 8% at 31 December 2021 to 6% at 31 December 2022 was mainly due to repayment of bank borrowings and lease liabilities for the year ended 31 December 2022.

35. 資本管理

本集團管理資本的目標是保障本集團按持續經營基準繼續營運的能力，以為股東帶來回報，同時兼顧其他利益相關者的利益，並維持最佳的資本架構以減低資金成本。

為維持或調整資本架構，本集團或會調整向股東派付的股息金額，向股東退回資本或出售資產以減低債務。

本集團按照總負債對總資本比率監控資本。總負債及總資本分別指綜合資產負債表所列示的總借貸及總權益。於二零二二年及二零二一年十二月三十一日的總負債對總資本比率如下：

總負債對總資本比率由二零二一年十二月三十一日的8%減少至二零二二年十二月三十一日的6%，乃主要由於截至二零二二年十二月三十一日止年度償還銀行借款及租賃負債所致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

36. Fair Value Measurements

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

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

(a) Assets and liabilities measured at fair value

At 31 December 2022

36. 公平值計量

以下為分布於根據香港財務報告準則第13號定義之公平值層級三個級別內，按公平值計量或須於該等財務報表內按經常性基準披露其公平值的資產及負債。整體公平值計量根據對整體計量而言屬重大的最低層輸入數據進行分類，輸入數據的級別定義如下：

- 第一級（最高級別）：本集團於計量日期可取得相同資產或負債於活躍市場上之報價（未經調整）；
- 第二級：除第一層級所包括報價以外，就資產或負債可直接或間接觀察所得的輸入數據；
- 第三級（最低級別）：資產或負債的不可觀察輸入數據。

(a) 按公平值計量的資產及負債

於二零二二年十二月三十一日

	Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets measured at fair value				
Financial assets at FVOCI				
- Listed trading securities	9,840	-	-	9,840

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

36. Fair Value Measurements (Continued)

(a) Assets and liabilities measured at fair value (Continued)

At 31 December 2021

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Assets measured at fair value	按公平值計量的資產				
Financial assets at FVOCI	按公平值計入其他全面收益的 金融資產				
- Listed trading securities	- 上市交易證券	8,369	-	-	8,369

There were no transfers between levels 1, 2 and 3 during the years ended 31 December 2022 and 2021.

截至二零二二年及二零二一年十二月三十一日止年度，第一、二及三級之間並無轉移。

(b) Assets and liabilities with fair value disclosure, but not measured at fair value

All other financial assets and liabilities are carried at amounts not materially different from their fair values at the end of each reporting period.

(b) 須披露公平值但未按公平值計量的資產及負債

所有其他金融資產及負債均以與其於各報告期末的公平值並無重大差異的金額計值。

37. Commitments

Capital commitments

At the end of the reporting period, capital commitments not provided for in the consolidated financial statements were as follows:

37. 承擔

資本承擔

於報告期末，未有於綜合財務報表撥備之資本承擔如下：

		2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Contracted but not provided for acquisition of property, plant and equipment	已訂約但未撥備的收購物業、 廠房及設備	3,207	3,158

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

38. Statement of Financial Position of the Company

Pursuant to the Hong Kong Companies Ordinance, the statement of financial position of the Company and the movements in its reserves are set out below:

38. 本公司的財務狀況表

根據香港公司條例，本公司財務狀況表及其儲備之變動呈列如下：

		Note 附註	2022 二零二二年 RMB'000 人民幣千元	2021 二零二一年 RMB'000 人民幣千元
Non-current assets	非流動資產			
Investments in subsidiaries	於附屬公司的投資		162,181	148,442
Financial assets at FVOCI	按公平值計入其他全面 收益的金融資產	17	9,840	8,369
			172,021	156,811
Current assets	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項		245	124
Financial asset at amortised cost	按攤銷成本計量的 金融資產	19	17,274	16,080
Amounts due from subsidiaries	應收附屬公司的款項		45,804	40,794
Cash and cash equivalents	現金及現金等價物		6,204	11,937
			69,527	68,935
Current liabilities	流動負債			
Accruals	應計費用		2,596	1,521
Amounts due to subsidiaries	應付附屬公司款項		24,484	22,082
			27,080	23,603
Net current assets	流動資產淨值		42,447	45,332
Total assets less current liabilities	總資產減流動負債		214,468	202,143
Share capital	股本	28	2,250	2,250
Share premium	股份溢價	28	98,676	98,676
Other reserves	儲備	38(a)	113,542	101,217
TOTAL EQUITY	其他總權益		214,468	202,143

This statement of financial position was approved and authorised for issue by the Board of Directors on 28 March 2023 and signed on its behalf by

本財務狀況表由董事會於二零二三年三月二十八日批准及授權發佈，並由以下人士代表簽署：

Li Hao
李浩
Director
董事

Xu Shizhen
許世真
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

38. Statement of Financial Position of the Company (Continued)

38(a). Movement of the other reserves

38. 本公司的財務狀況表 (續)

38(a). 其他儲備變動

		Exchange reserve	Capital reserve (Note)	Financial assets at FVOCI (Note 29(d)) 按公平值計入 其他全面收益 的金融資產	Accumulated losses	Total
		匯兌儲備	資本儲備 (附註)	(附註29(d))	累計虧損	總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2021	於二零二一年一月一日	(7,826)	155,404	-	(29,362)	118,216
Loss for the year	年內虧損	-	-	-	(6,865)	(6,865)
Exchange differences	匯兌差額	(6,077)	-	-	-	(6,077)
Financial assets at FVOCI	按公平值計入其他 全面收益的金融資產					
- Changes in fair value taken to reserves	- 計入儲備的 公平值變動	-	-	(5,173)	-	(5,173)
- Gains on disposal taken to reserves	- 計入儲備的出售收益	-	-	1,116	-	1,116
- Gains on disposal recycled to retained earnings	- 劃轉至保留盈利的 出售收益	-	-	(1,116)	1,116	-
At 31 December 2021	於二零二一年 十二月三十一日	(13,903)	155,404	(5,173)	(35,111)	101,217

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

綜合財務報表附註 (續)

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

38. Statement of Financial Position of the Company (Continued)

38(a). Movement of the other reserves (Continued)

		Exchange reserve	Capital reserve (Note)	Financial assets at FVOCI (Note 29(d)) 按公平值計入 其他全面收益 的金融資產 (附註 29(d))	Accumulated losses	Total
		匯兌儲備 RMB'000 人民幣千元	資本儲備 (附註) RMB'000 人民幣千元	按公平值計入 其他全面收益 的金融資產 (附註 29(d)) RMB'000 人民幣千元	累計虧損 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
At 1 January 2022	於二零二二年一月一日	(13,903)	155,404	(5,173)	(35,111)	101,217
Loss for the year	年內虧損	-	-	-	(6,839)	(6,839)
Exchange differences	匯兌差異	18,491	-	-	-	18,491
Financial assets at FVOCI	按公平值計入其他 全面收益的金融資產					
- Changes in fair value taken to reserves	- 計入儲備的 公平值變動	-	-	673	-	673
At 31 December 2022	於二零二二年 十二月三十一日	4,588	155,404	(4,500)	(41,950)	113,542

Note: The capital reserve of the Company represents the aggregated net asset values of the subsidiaries acquired by the Company pursuant to the Reorganisation.

附註：本公司的資本儲備指本公司根據重組收購附屬公司的總資產淨值。

38. 本公司的財務狀況表 (續)

38(a). 其他儲備變動 (續)

39. Events after the Reporting Period

Subsequent to 31 December 2022, save as disclosed elsewhere in the consolidated financial statements, the Group has no significant subsequent events.

39. 報告期後事項

於二零二二年十二月三十一日後，除綜合財務報表其他地方所披露者外，本集團並無重大後續事項。

FINANCIAL SUMMARY

財務概要

Results

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	263,248	353,896	246,531	284,588	236,210
Cost of sales	銷售成本	(233,865)	(299,916)	(196,123)	(190,560)	(161,946)
Gross profit	毛利	29,383	53,980	50,408	94,028	74,264
(Loss) Profit before tax	除稅前(虧損)溢利	(7,566)	12,325	13,683	35,395	47,229
(Loss) Profit for the year attributable to owners of the Company	本公司(虧損)溢利擁有人應佔年內(虧損)溢利	(9,079)	7,241	11,736	27,710	40,814

Assets and Liabilities

資產及負債

		As at 31 December 於十二月三十一日				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Non-current assets	非流動資產	183,435	192,980	157,894	122,155	105,740
Current assets	流動資產	227,985	208,472	226,413	232,299	115,726
Total assets	資產總值	411,420	401,452	384,307	354,454	221,466
Total equity	權益總額	306,271	297,861	291,931	278,673	148,145
Non-current liabilities	非流動負債	21,418	25,659	19,815	16,902	20,940
Current liabilities	流動負債	83,731	77,932	72,561	58,879	52,381
Total liabilities	負債總額	105,149	103,591	92,376	75,781	73,321
Total equity and liabilities	權益及負債總額	411,420	401,452	384,307	354,454	221,466

Notes:

- (a) The financial figures for each of the three years ended 31 December 2021 as at the respective year-end were extracted from the published audited financial statements of the Group.
- (b) The financial figures for the year ended/as at 31 December 2018 were extracted from the prospectus.

附註：

- (a) 截至二零二一年十二月三十一日止三個年度各年，各年末的財務數據乃摘錄自本集團已刊發之經審核財務報表。
- (b) 截至二零一八年十二月三十一日止年度／於二零一八年十二月三十一日的財務數據乃摘錄自招股章程。

The summary above does not form part of the audited consolidated financial statements.

上述概要並非經審核綜合財務報表一部分。



CONFIDENCE INTELLIGENCE HOLDINGS LIMITED

信 懇 智 能 控 股 有 限 公 司

