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AURUM PACIFIC (CHINA) GROUP LIMITED
奧栢中國集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8148)

2021 ANNUAL RESULTS ANNOUNCEMENT

The board (the “**Board**”) of directors (the “**Directors**”) of Aurum Pacific (China) Group Limited (the “**Company**”) is pleased to announce the audited results of the Company and its subsidiaries for the year ended 31 December 2021. This announcement, containing the full text of the 2021 annual report of the Company, complies with the requirements of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) in relation to information to accompany preliminary announcement of annual results. The Company’s 2021 annual report will be available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and of the Company at www.aurumpacific.com.hk on 30 March 2022.

By Order of the Board of
Aurum Pacific (China) Group Limited
Chung Man Lai
Executive Director

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:

Mr. Chung Man Lai

Mr. Choi Pun Lap

Independent non-executive Directors:

Mr. Tai Man Tai

Ms. Lam Yuen Man Maria

Mr. Fu Yan Ming

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.aurumpacific.com.hk.

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

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This report, for which the directors (the “Directors”) of Aurum Pacific (China) Group Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this report is accurate and complete in all material respects and not misleading or deceptive; (2) there are no other matters the omission of which would make any statement herein or this report misleading; and (3) all opinions expressed in this report have been arrived at after due and careful consideration and are found on bases and assumptions that are fair and reasonable.

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GEM的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所GEM證券上市規則（「GEM上市規則」）而刊載，旨在提供有關奧栢中國集團有限公司（「本公司」）的資料；本公司的董事（「董事」）願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後確認就其所知及所信：(1) 本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分；(2) 且並無遺漏任何事項，導致本報告或其所載任何陳述產生誤導；及(3) 本報告所表達之一切意見乃經審慎周詳考慮後達致，並以公平合理之基準及假設為依據。

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Chung Man Lai
Mr. Choi Pun Lap

Independent Non-executive Directors

Mr. Tai Man Tai
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

COMPANY SECRETARY

Mr. Lee Cheuk Man

AUDIT COMMITTEE

Mr. Tai Man Tai (Chairman)
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

REMUNERATION COMMITTEE

Mr. Tai Man Tai (Chairman)
Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming

NOMINATION COMMITTEE

Mr. Tai Man Tai (Chairman)
Ms. Lam Yuen Man Maria
Mr. Choi Pun Lap

AUTHORISED REPRESENTATIVES

Mr. Choi Pun Lap
Mr. Lee Cheuk Man

REGISTERED OFFICE

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

董事

執行董事

鍾文禮先生
蔡本立先生

獨立非執行董事

戴文泰先生
林婉雯女士
符恩明先生

公司秘書

李卓文先生

審核委員會

戴文泰先生 (主席)
林婉雯女士
符恩明先生

薪酬委員會

戴文泰先生 (主席)
林婉雯女士
符恩明先生

提名委員會

戴文泰先生 (主席)
林婉雯女士
蔡本立先生

授權代表

蔡本立先生
李卓文先生

註冊辦事處

Cricket Square
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Grand Cayman KY1-1111
Cayman Islands

CORPORATE INFORMATION

公司資料

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room A6-D, 12/F
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COMPLIANCE OFFICER

Mr. Choi Pun Lap

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
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HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Tengis Limited
Level 54, Hopewell Centre
183 Queen's Road East
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AUDITOR

Baker Tilly Hong Kong Limited

PRINCIPAL BANK

Bank of China (Hong Kong) Limited
The Hong Kong and Shanghai Banking Corporation Limited

STOCK CODE

8148

COMPANY WEBSITE

www.aurumpacific.com.hk

香港總辦事處及主要營業地點

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香港工業中心A座
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法規主任

蔡本立先生

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香港股份過戶登記分處

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合和中心54樓

核數師

天職香港會計師事務所有限公司

主要往來銀行

中國銀行(香港)有限公司
香港上海滙豐銀行有限公司

股份代號

8148

公司網站

www.aurumpacific.com.hk

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December 2021, the Company and its subsidiaries (collectively referred to as the “Group”) record a total revenue of approximately HK\$20,258,000, representing a decrease of approximately HK\$472,000 or 2.3% as compared with that of approximately HK\$20,730,000 in 2020.

The reduction in the Group’s revenue was attributed by the decrease in segment revenue from the game publishing, development of mobile game and related intellectual property and platform, mobile application and data solutions and provision of IT related solutions (the “Mobile Games and Applications Business”) by approximately HK\$282,000, which recorded a segment revenue of approximately HK\$45,000 for the year ended 31 December 2021 as compared with that of approximately HK\$327,000 in 2020. The mobile games currently owned by the Group were developed and launched several years ago. While new mobile games are still under development, the existing mobile games are approaching the end of their life-cycles and therefore generated only a low level of segment revenue for the year ended 31 December 2021.

Segment revenue from the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “Software Platform Business”) recorded a slight decrease of approximately HK\$190,000 to approximately HK\$20,213,000 for the year ended 31 December 2021 as compared with that of approximately HK\$20,403,000 in 2020.

Cost of Sales

For the year ended 31 December 2021, the cost of sales of the Group amounted to approximately HK\$11,889,000 which represented a slight increment by 1.6% as compared with that of approximately HK\$11,699,000 in 2020.

財務回顧

收益

截至二零二一年十二月三十一日止年度，本公司及其附屬公司（統稱「本集團」）錄得總收益約20,258,000港元，較二零二零年約20,730,000港元減少約472,000港元或2.3%。

本集團之發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案（「手機遊戲及應用業務」）之分部收益減少約282,000港元，截至二零二一年十二月三十一日止年度其分部收益錄得約45,000港元，而二零二零年則約327,000港元。本集團現時擁有之手機遊戲乃於數年前開發及發行。當新的手機遊戲尚在開發當中，那些現有之手機遊戲然而接近它們產品週期之尾聲，也因此，於截至二零二一年十二月三十一日止年度只能產生一個低程度之分部收益。

截至二零二一年十二月三十一日止年度，開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台業務」）之分部收益則錄得約190,000港元之輕微減少至約20,213,000港元，而二零二零年則約20,403,000港元。

銷售成本

截至二零二一年十二月三十一日止年度，本集團之銷售成本約11,889,000港元，較二零二零年約11,699,000港元輕微增長1.6%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Gross Profit

As a result of the aforementioned decrease in the total revenue and increase in cost of sales, gross profit of the Group for the year ended 31 December 2021 decreased by approximately 7.3% to approximately HK\$8,369,000 (2020: approximately HK\$9,031,000).

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the year ended 31 December 2021 amounted to approximately HK\$28,315,000 (2020: approximately HK\$56,329,000), which comprised administrative expenses, research and development expenses and selling and distribution expenses. The significant decrease in overall expenses was mainly due to the significant decrease in impairment losses on trade and other receivables of approximately HK\$10,422,000, staff cost of approximately HK\$2,572,000 and amortization and depreciation of property, plant and equipment and intangible assets of HK\$14,768,000 during the year.

Finance costs

For the year ended 31 December 2021, finance costs were approximately HK\$1,456,000 (2020: approximately HK\$1,828,000), which comprised of interest on interest-bearing borrowings and interest on lease liabilities.

Discontinued operation

Money lending business was discontinued during the year ended 31 December 2021.

Loss for the year ended 31 December 2021 from discontinued operation was approximately HK\$77,009,000 compared with approximately HK\$8,445,000 in 2020. The significant increase in loss of approximately HK\$68,564,000 was mainly due to the decrease in revenue of approximately HK\$9,917,000 and the increase in impairment losses on loans and interest receivables of approximately HK\$60,555,000 during the year.

Loss for the year

The consolidated net loss attributable to owners of the Company for the year ended 31 December 2021 amounted to approximately HK\$83,337,000, representing an increase of approximately 16.4% as compared with that of approximately HK\$71,611,000 in 2020. The net loss for the year was mainly attributable to the impairment losses on loans and interest receivables provided for the year ended 31 December 2021.

毛利

由於上述總收益減少及銷售成本增加，截至二零二一年十二月三十一日止年度本集團之毛利減少約7.3%至約8,369,000港元（二零二零年：約9,031,000港元）。

行政及其他經營開支

截至二零二一年十二月三十一日止年度，本集團之行政及其他經營開支約28,315,000港元（二零二零年：約56,329,000港元），其包括行政開支、研發開支及銷售及分銷開支。整體開支之顯著減少主要由於年內顯著減少了應收賬款及其他應收款之減值虧損準備約10,422,000港元、員工成本約2,572,000港元和物業、廠房及設備及無形資產的攤銷及折舊約14,768,000港元所致。

融資成本

截至二零二一年十二月三十一日止年度，融資成本約1,456,000港元（二零二零年：約1,828,000港元），其包括付息借款之利息及租賃負債之利息。

已終止經營業務

放債業務已於截至二零二一年十二月三十一日止年度內終止業務。

截至二零二一年十二月三十一日止年度已終止經營業務之虧損約為77,009,000港元，相比二零二零年約8,445,000港元。虧損顯著增加約68,564,000港元主要歸因於年內收益減少約9,917,000港元，及應收貸款及利息之減值虧損準備增加約60,555,000港元。

年度虧損

截至二零二一年十二月三十一日止年度，本公司擁有人應佔綜合虧損淨額約83,337,000港元，較二零二零年約71,611,000港元增加約16.4%。年內虧損淨額主要歸因於截至二零二一年十二月三十一日止年度之應收貸款及利息減值虧損準備。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

DIVIDEND

The board of Directors (the “Board”) does not recommend the payment of any final dividend for the year ended 31 December 2021 (2020: Nil).

BUSINESS REVIEW AND PROSPECT

For the year ended 31 December 2021, the Group continued to focus on two principal businesses, they are (i) Software Platform Business and (ii) Mobile Games and Applications Business.

The Group decided in September 2021 to cease to operate the Money Lending Business segment upon the expiry of the money lending license on 2 June 2021.

Software Platform Business

The customers of the Group’s software platform business ranged from non-government organisation to government departments of the Hong Kong Special Administrative Region. Software Platform Business had performed satisfactorily and managed to achieve a slight decrease of approximately 0.9% in segment revenue for the year and accounted for approximately 99.8% (2020: approximately 98.4%) of the Group’s total revenue for the year. As the market remains to be highly competitive and fast-changing, the Group will continue to allocate adequate resources to meet the evolving industry standards in satisfying customers’ demand.

Mobile Games and Applications Business

In response to the fast-changing market conditions, the Board is continuously reviewing the Group’s strategy to optimise its revenue and profit generated from the Mobile Games and Applications Business. Given the improvement of the pandemic recently, the mobile game industry is expecting a large pullback in the number of daily active users and the overall average online time. The deterioration is mainly due to the expected decline in lockdown bloom phenomenon in mobile game industry in 2021 as compared to that in 2020 and, consequently, the demand for new mobile games is significantly reduced. At the same time, along with increasing market participation in the industry, it is observed that while the cost per paying user acquisition has shown an increasing trend for the first-half of 2021 as compared to that of 2020, the retention rate of gamer has remained gloom. In addition, the trend of tightening privacy protection policy has limited the Group’s user targeting ability which, in turn, inevitably increases the advertising budget for publish mobile games. Under such circumstance, the profitability of in-house game development and publishing will not be as promising as previous years and so, the Group decided to act caution and maintain a more conservative business and sales strategy for mobile games owned and under development by the Group to cope with the upheaval market.

股息

董事會(董事會)不建議就截至二零二一年十二月三十一日止年度派付任何末期股息(二零二零年：無)。

業務回顧及展望

截至二零二一年十二月三十一日止年度，本集團繼續專注於兩類主要業務，即：(i)軟件平台業務及(ii)手機遊戲及應用業務。

本集團於二零二一年九月決定放債業務分部於其放債牌照二零二一年六月二日屆滿後停止運營。

軟件平台業務

本集團軟件平台業務之客戶介乎香港特別行政區非政府組織至政府部門。軟件平台業務之表現令人滿意，並於本年度實現分部收益略微下降約0.9%及於本年度佔本集團總收益約99.8% (二零二零年：約98.4%)。面對競爭持續激烈且瞬息萬變之市場，本集團將繼續投放足夠資源，以符合日益革新之行業標準來滿足客戶需要。

手機遊戲及應用業務

為應對瞬息萬變之市況，董事會不斷檢討本集團之策略，以優化其從手機遊戲及應用業務中產生的收益及溢利。鑒於近期疫情好轉，預期手機遊戲行業每日活躍用戶數目及整體平均在線時間正在大幅回落。該下降主要由於與二零二零年相比，於二零二一年手機遊戲行業鎖定蓬勃發展的現象預期下降，因此，對新手機遊戲的需求將大幅減少。同時，隨著此行業市場參與度的增加，據觀察，雖然於二零二一年上半年每名付費用戶獲取成本較二零二零年呈增加趨勢，遊戲玩家之留存率仍然低迷。此外，收緊隱私保護政策的趨勢限制了本集團的目標用戶定向能力，從而不可避免地會導致發行手機遊戲的廣告預算增加。在該情況下，內部遊戲開發及發行之盈利能力將不會像去年一樣前景廣闊，因此，本集團決定對本集團擁有及正在開發的手機遊戲採取謹慎行事及保持更保守的業務及銷售策略，以應對動蕩的市場。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Money Lending Business

Due to unprecedented challenges and economic downturn caused by the social movement in second half 2019 and the outbreak of COVID-19 novel coronavirus in 2020, the Group has maintained regular communication with the debtors to closely monitor their financial status. The Group has taken some measures to support the debtors of the Group and to alleviate their cash-flow pressure, such as extension of principal repayment, so as to help them to ride through these difficult times. The Group expects that Hong Kong's economy will remain challenging in the year 2021. Along with the recovery in local economy and adaptation to post COVID-19 environment, as well as the change in directorship of the Company in June 2021, the Group decided in September 2021 to cease operating the Money Lending Business segment upon the expiry of the money lending license on 2 June 2021. The operation results of the Money Lending Business has been restated as discontinued operation in the financial statements.

In the past, the Money Lending Business was carried out a wholly owned subsidiary of the Company under money lenders license granted by the licensing court in Hong Kong pursuant to the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Group had revised and updated its money lending policy and manuals of the Group (the "Manuals") for both sizeable loan and small and unsecured personal loan to cope with the changing regulatory requirements from time to time, including the procedures in relation to the implementation of Anti-Money Laundering and Counter-Terrorist Financing System. The Group has engaged an external independent consultant (the "Internal Control Consultant") to conduct the annual review on the effectiveness of the internal control system, including the revenue cycle for the Money Lending Business. The Internal Control Consultant has reviewed the Manuals and has not identified any defects.

The Group has adopted and followed a series of strict credit assessment procedure to regulate the Money Lending Business operation to ensure a comprehensive risk management so as to safeguard the Group's and, most importantly, the Shareholders' interest.

放債業務

由於在二零一九年下半年社會動蕩所帶來的前所未有的調整及經濟衰退以及二零二零年COVID-19新型冠狀病毒爆發，本集團與債務人保持定期溝通以密切監控彼等的財務狀況。本集團已採取部分措施以支持本集團的債務人，並緩解彼等的現金流壓力，例如將本金還款延期，從而幫助彼等渡過難關。本集團預期二零二一年對香港經濟而言仍將充滿挑戰。隨著本地經濟的復甦及對COVID-19後環境的適應，以及本公司於二零二一年六月的董事變動，本集團於二零二一年九月決定放債業務分部於其放債牌照二零二一年六月二日屆滿後停止運營。放債業務之運營業績已於財務報表重列為已終止經營業務。

過往，放債業務乃本公司一家全資附屬公司根據放債人條例（香港法例第163章）獲香港發牌法庭批出的放債人牌照經營。

本集團已就大額貸款及小額及無抵押個人貸款修訂及更新本集團其放債政策及手冊（「手冊」），以應對不時變化的監管要求，包括有關貸款的程序以實施反洗錢和反恐融資制度。本集團已聘請外部獨立顧問（「內部監控顧問」）對內部監控系統的有效性進行年度檢討，包括放債業務的收入週期。內部監控顧問已審閱手冊並沒有發現任何缺陷。

本集團已採用並遵循一系列嚴格的信用評估程序來規範放債業務的運作，以確保全面的風險管理，從而保障本集團，尤其是股東的利益。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

All loans being granted should be approved, on a case-by-case basis, by the majority of the loan approval committee (the “Committee”) of the Group, where the members of the Committee included the Directors who were designated to handle and/or monitor the Money Lending Business and procedure of the Group. The Committee, upon receiving loan application, should perform a set of standardised know-your-customer procedures and due diligence process on, in particular, the applicant’s repayment ability, credit history, prior litigation and credit worthiness. During the process, the Committee should obtain and verify the income proof/cash flow proof of the applicant, and if securities/collateral involved, the asset proof.

As at 30 June 2021, there were a total of 127 outstanding loans. All debtors, and its ultimate beneficial owner (if applicable), of the outstanding loans are independent third parties (as defined in the GEM Listing Rules) of the Group. The aggregate principal amount of outstanding loans are approximately HK\$94,500,000, out of which approximately of HK\$52,300,000 are secured loan (details referred to Note 16). The largest outstanding loan has an amount of approximately HK\$24,873,000 while the five largest loans have an amount in aggregate of HK\$52,316,000, representing approximately 26.3% and 55.4%, respectively, of the aggregate principal amount of outstanding loans. The majority of outstanding loans were granted during the year of 2018 and 2019. The interest rate of the outstanding loan are ranged 10.0% to 58.9%.

The Group applies general approach in measuring loss allowance for expected credit loss (“ECL”) attributing to loans and interest receivable. When estimating the ECL on loan and interest receivable, the Group has considered the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis by comparing the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Group has also taken into account forwarding-looking information including actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties’ ability to meet its obligations.

所有授出的貸款均須經本集團貸款審批委員會（「委員會」）的多數成員逐案批准，其中委員會成員（包括被指定的董事）處理及／或監察本集團的放債業務及程序。委員會在收到貸款申請後，應執行一套標準化的了解你的客戶程序和盡職調查程序，特別是對申請人的還款能力、信用記錄、先前的訴訟和信用狀況。在此過程中，委員會應獲取並驗證申請人的收入證明／現金流量證明，如果涉及證券／抵押品，則應提供資產證明。

截至二零二一年六月三十日，共有127筆未償還貸款。未償還貸款的所有債務人及其最終實益擁有人（如適用）均為本集團的獨立第三方（定義見GEM上市規則）。未償還貸款本金總額約為94,500,000港元，其中約52,300,000港元為有抵押貸款（詳見附註16）。最大的未償還貸款之金額約為24,873,000港元，而五筆最大的貸款總金額為52,316,000港元，分別佔未償還貸款本金總額約26.3%和55.4%。大部分未償還貸款於二零一八年和二零一九年發放。未償還貸款的利率介於10.0%至58.9%之間。

本集團採用一般方法計量應收貸款和利息的預期信貸虧損（「預期信貸虧損」）之虧損撥備。在估計應收貸款和應收利息的預期信貸虧損時，本集團已考慮了於初步確認資產後之違約可能性，及已比較於報告日期資產發生違約之風險與初步確認日期發生違約之風險，考慮信貸風險是否持續出現顯著增加。本集團還考慮了前瞻性信息，包括業務、財務或經濟狀況的實際或預期重大不利變化，這些變化預計將導致交易對手履行義務的能力發生重大變化。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

The Board classified the loan and interest receivables as exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. The basis for recognition of ECL provision was lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset). The Board is of the view that as the above-mentioned methodology and the basis applied were common and widely used in the market and such approach in measuring the ECL on loan and interest receivable is consistent with practice adopted by Group since financial year ended 31 December 2020, the Board considered such methodology and the basis applied are fair and reasonable.

For the monitoring and debt collection procedures, according to the Manuals, it stated clearly the action to be taken in case of any default in repayment by the borrowers, including to institute legal proceedings. The existing Board is now re-examining the recoverability of each outstanding loans, and formulating appropriate measures to minimise the impairment loss, which include but not limited (i) concluding settlement plans with the debtors; (ii) engaging debt collector; and (iii) taking legal action against the debtors with overdue amounts. The Group shall take all necessary measures to recover such outstanding amounts to protect the interests of the Group and the Shareholders.

OUTLOOK

The COVID-19 pandemic accelerated the growth of remote work. The freedom and ability to operate from anywhere will be permanent in the future. Software development is unpredictable, volatile and very competitive. Emerging trends indicate that the future of software development will undergo significant change. The wide array of new technologies and innovations has huge implications for the software development space.

In an increasingly connected world, technology has the potential to revolutionize and reinvent how we do business. As we look forward and prepare for a post-pandemic future, we're optimistic the latest tech trends can help address some of our most pressing business challenges and build a more equitable, resilient society.

Financial Resource and Liquidity

The Group's main business operations and investments are in Hong Kong. At 31 December 2021, the Group had cash and cash equivalents of approximately HK\$3,791,000 (2020: approximately HK\$3,415,000). Most of the cash and cash equivalents are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

董事會已將應收貸款和利息分類為信貸風險自初步確認以來出現大幅增加惟並未出現信貸減值之風險。預期信貸虧損撥備之確認基準是全期預期虧損(即反映餘下金融資產之可使用年期)。董事會認為,由於上述方法和所採用的基準在市場上普遍且廣泛使用,因此計量應收貸款和利息的預期信貸虧損的方法與本集團自截至二零二零年十二月三十一日財政年度以來所採用的慣例一致,董事會認為該方法和應用的基準是公平合理的。

在監管和催收程序方面,《手冊》明確規定了借款人拖欠還款時應採取的行動,包括提出法律訴訟。現任董事會現正重新審查每筆未償還貸款的可收回性,並製定適當措施以盡量減少減值撥備,包括但不限於(i)與債務人達成和解計劃;(ii)聘請收債員;(iii)對拖欠款項的債務人採取法律行動。本集團將採取一切必要措施收回該等未償還款項,以保障本集團及股東的利益。

展望

COVID-19大流行加速了遠程工作的增長。在任何地方進行操作的自由和能力將在未來永久存在。軟件開發是不可預測的、易變的並且非常有競爭力。新興趨勢表明,軟件開發的未來將發生重大變化。廣泛的新技術和創新對軟件開發領域有著巨大的影響。

在一個日益互聯的世界中,技術有可能徹底改變和重塑我們開展業務的方式。在我們展望並為大流行後的未來做準備的同時,我們樂觀地認為,最新的技術趨勢可以幫助我們解決一些最緊迫的業務挑戰,並建立一個更加公平、更有彈性的社會。

財務資源及流動資金

本集團之主要業務經營及投資於香港進行。於二零二一年十二月三十一日,本集團之現金及現金等值物約為3,791,000港元(二零二零年:約3,415,000港元)。大部分現金及現金等值物乃以港元計值。本集團將密切留意匯率變動及採取適當措施降低外匯風險。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Gearing Ratio

At 31 December 2021, total assets of the Group were approximately HK\$35,678,000 (2020: approximately HK\$159,519,000) whereas total liabilities were approximately HK\$8,796,000 (2020: approximately HK\$44,688,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 24.7% (2020: approximately 28.0%) and the current ratio, calculated as current assets over current liabilities, was approximately 1.68 (2020: approximately 2.24). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

Material Acquisition, Disposal and Significant Investment

On 5 July 2021, a wholly-owned subsidiary of the Company has entered into a provisional sale and purchase agreement with a company incorporated in Hong Kong with limited liability whose ultimate beneficial owner is a third party independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules), in relation to the proposed disposal of a property of the Group (the "Proposed Disposal") at the total consideration of HK\$38.0 million. Details of the Proposed Disposal are set out in the announcement of the Company dated 5 July 2021. The Proposed Disposal completed on 20 October 2021.

Except for the above, the Group did not have any other material acquisition, disposal and significant investment during the year ended 31 December 2021.

Capital Structure

As at 31 December 2021, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,272,640,000 ordinary shares were in issue and fully paid.

負債比率

於二零二一年十二月三十一日，本集團總資產約為35,678,000港元（二零二零年：約159,519,000港元），而總負債則約為8,796,000港元（二零二零年：約44,688,000港元）。本集團之負債比率（按總負債除以總資產計算）約為24.7%（二零二零年：約28.0%）及流動比率（按流動資產除以流動負債計算）約為1.68（於二零二零年：約2.24）。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

重大收購事項、出售事項及重大投資

於二零二一年七月五日，本公司之一家全資附屬公司與一家於香港註冊成立之有限公司，其最終實益擁有人為獨立於本公司及其關連人士（定義見GEM上市規則）且與之並無關連之第三方，訂立臨時買賣協議，有關建議出售本集團一項物業（「建議出售」），總代價為38,000,000港元。建議出售的詳情載於本公司日期為二零二一年七月五日的公告。該建議出售於二零二一年十月二十日完成。

除上述以外，截至二零二一年十二月三十一日止年度，本集團並無任何其他重大收購事項、出售事項及重大投資。

資本架構

於二零二一年十二月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,272,640,000股普通股為已發行及繳足。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Use of Proceeds

As stated in the announcements dated 6 April 2018 and 25 April 2018 in relation to, among other things, placing of new shares under general mandate (the “Placing”), the Board originally intended to use the net proceeds of approximately HK\$32,337,000 (“Net Proceeds”) from the Placing as to (i) HK\$10,000,000 for the development of the Money Lending Business; (ii) HK\$5,000,000 for the development of the Mobile Games and Applications Business; (iii) HK\$8,000,000 for identifying the potential investment in the green projects; and (iv) the remaining balance as general working capital purposes.

As the Company had reassessed its strategy on concentration to its core businesses after the recent change of management, the Board has resolved to reallocate the use of the entire unutilised Net Proceeds in an amount of approximately HK\$1,458,000, which were originally allocated for the identifying the potential investment in the green projects, to supplement the general working capital of the Group (the “Reallocation”).

The utilisation of the Net Proceeds as of 31 December 2021 are set out as follows:

所得款項用途

誠如於二零一八年四月六日及二零一八年四月二十五日有關(其中包括)根據一般授權配售新股份(「配售事項」)之公告所述,董事會原擬將配售事項之所得款項淨額約32,337,000港元(「所得款項淨額」)用於作以下用途:(i) 10,000,000港元用作放債業務發展;(ii) 5,000,000港元用作手機遊戲及應用業務發展;(iii) 8,000,000港元用作物色綠色項目之潛在投資;及(iv)餘額用作一般營運資金用途。

由於本公司近期管理層變動後已重新評估其策略,專注其核心業務,董事會決議重新將原分配給用作物色綠色項目之潛在投資的未利用的所得款項淨額約1,458,000港元全數用於補充集團的一般營運資金(「重新分配」)。

截至二零二一年十二月三十一日所得款項淨額的使用情況如下:

| Intended Use of Net Proceeds | 所得款項淨額之擬定用途 | Original | Utilised | Unutilised | Revised | Utilised |
|--|---------------|----------|-------------|-------------|--------------|-------------|
| | | Intended | Amount | Amount | Unutilised | Amount |
| | | Amount | as of | as of | Amount | as of |
| | | | 31 December | 31 December | after | 31 December |
| | | | 截至 | 截至 | Reallocation | 截至 |
| | | | 2020年 | 2020年 | | 2021年 |
| | | 原計劃 | 12月31日 | 12月31日 | 重新分配後的 | 12月31日 |
| | | 使用金額 | 已使用金額 | 未使用金額 | 未使用金額 | 已使用金額 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Development of the Money Lending Business | 用作放債業務發展 | 10,000 | 10,000 | - | - | - |
| Development of the Mobile Games and Applications Business | 用作手機遊戲及應用業務發展 | 5,000 | 5,000 | - | - | - |
| Identifying the potential investment in the Green Projects | 用作物色綠色項目之潛在投資 | 8,000 | 6,542 | 1,458 | - | - |
| General working capital | 一般營運資金 | 9,337 | 9,337 | - | 1,458 | 1,458 |
| | | 32,337 | 30,879 | 1,458 | 1,458 | 1,458 |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Funding and Treasury Policies

The Group consistently adopts a conservative treasury policy during its development and generally finances its operations and business development with internally generated resources and equity and/or debt financing activities in order to maintain a healthy liquidity position. The Group also strives to reduce exposure to credit risk by performing ongoing credit evaluation of the financial conditions of its clients of Money Lending Business. To manage liquidity risk, the Board closely monitors the financial position of the Group to ensure that the liquidity structure of the Group's assets, liabilities and commitments can meet its funding requirements from time to time.

Foreign Exchange Exposure

The Directors consider that the Group had no material foreign exchange exposure.

Material Risk Factors

Details of the Group's financial risk and analysis are set out in note 26 to the consolidated financial statements.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December 2021.

Employees and Remuneration Policies

As at 31 December 2021, the Group had 53 employees (2020: 56 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$16,791,000 for the year ended 31 December 2021 (2020: approximately HK\$14,724,000).

The Group's remuneration policy is revised periodically and determined by reference to market terms, company performance, individual qualifications and performance, and in accordance with the statutory requirements of the respective jurisdiction where the employees are employed.

資金及庫務政策

本集團在發展過程中一直採取保守之庫務政策，一般以內部產生之資源及股權及／或債務融資活動為其經營及業務發展提供資金，以維持穩健之流動資金狀況。本集團亦對放債業務客戶之財務狀況進行持續信貸評估，致力減低所承擔之信貸風險。為管理流動資金風險，董事會密切監察本集團之財務狀況，以確保本集團資產、負債及承擔之流動資金結構能夠滿足其不時之資金所需。

外匯風險

董事認為本集團並無承擔任何重大外匯風險。

重大風險因素

本集團之財務風險及分析詳情載於綜合財務報表附註26。

或然負債

於二零二一年十二月三十一日，本集團並無任何重大或然負債。

僱員及薪酬政策

於二零二一年十二月三十一日，本集團在香港及中國僱用53名員工（二零二零年：56名僱員）。截至二零二一年十二月三十一日止年度，員工成本（包括董事酬金）約為16,791,000港元（二零二零年：約14,724,000港元）。

本集團之薪酬政策經定期修訂及參考市場情況、公司表現及個人資歷及表現釐定，並符合相應僱員受僱之所在司法權區之法定要求。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company is committed to maintain corporate governance of high standards and quality procedures. The Company has put in place governance practices with emphasis on the integrity to shareholders and quality of disclosure, transparency and accountability to shareholders for the sake of maximizing returns to shareholders.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) as contained in Appendix 15 of the GEM Listing Rules of the Stock Exchange (effective on 1 January 2019) throughout the year ended 31 December 2021 except the CG Code provisions A.2.1 to A.2.9, A.6.7, E.1.2 and F.1.3 with considered reasons explained below.

Under the CG Code section A.2, there should be a clear division of the management of the board and the day-to-day management of business.

The Company does not have the Chairman (“Chairman”) during the year ended 31 December 2021.

Under the CG Code provision A.6.7, independent non-executive directors should attend general meetings.

One of the INEDs did not attend the AGM due to other important engagements at the relevant time.

Under the CG Code provision E.1.2, the chairman of the board should attend the annual general meeting. Since the Company does not have the Chairman during the year ended 31 December 2021, Mr. Chow Yik, the then executive Director, has been elected by other Directors present to act as the chairman of the annual general meeting of the Company held on 27 May 2021 in accordance with the Articles of Association of the Company (“Articles”).

Under the CG Code provision F.1.3, the company secretary should report to the board chairman and/or the chief executive.

本公司致力維持高水準及具質素程序之企業管治。本公司已推行企業管治措施，著重對股東之誠信、資料披露之質素、透明度及對股東之問責性，藉以盡量提高股東回報。

企業管治守則

本公司於截至二零二一年十二月三十一日止年度一直遵守聯交所GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）（於二零一九年一月一日生效）之守則條文，惟於下文解釋已闡明原因而未符合之企業管治守則條文A.2.1至A.2.9、A.6.7、E.1.2及F.1.3除外。

根據企業管治守則A.2項，必須清楚區分董事會的經營管理和業務的日常管理。

本公司於截至二零二一年十二月三十一日止年度並無主席（「主席」）。

根據企業管治守則條文A.6.7，獨立非執行董事應出席股東大會。

其中一位獨立非執行董事因其於相關時間須處理其他要務未能出席股東週年大會。

根據企業管治守則條文E.1.2，董事會主席應出席股東週年大會。由於本公司於截至二零二一年十二月三十一日止年度並無設立主席，故根據本公司組織章程細則（「細則」），出席的其他董事已推舉當時的執行董事周翊先生擔任於二零二一年五月二十七日舉行的本公司股東週年大會的主席。

根據企業管治守則條文F.1.3，公司秘書應向董事會主席及／或行政總裁匯報。

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Since the Company does not have the Chairman during the year ended 31 December 2021 and the new chief executive officer (the “CEO”) has not been appointed following the resignation of Mr. Chan Kwun Chung as the CEO on 1 April 2020, the company secretary of the Company reported to the executive Directors since 1 April 2020.

Below are the major corporate governance practices adopted by the Company with specific reference to the CG Code.

THE BOARD OF DIRECTORS

The Board is responsible for leading and controlling the Company, overseeing as well as the supervision of its business, approval of strategic plans and monitoring the Company’s performance. The Board delegates the day-to-day operations to the executive Directors and management, while reserving certain key matters for its approval.

COMPOSITION

As at the date of this report, the Board comprises five Directors, of which two are executive Directors, namely Mr. Chung Man Lai and Mr. Choi Pun Lap, and three are independent non-executive Directors (the “INED’s”), namely Ms. Lam Yuen Man Maria, Mr. Fu Yan Ming and Mr. Tai Man Tai. There is no financial, business, family or other material/relevant relationship amongst the Directors. The Directors’ biographical information is set out in pages 32 to 36 under the section headed “Biographies of Directors”.

The Board includes a balanced composition of executive Directors and INEDs so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

The Board has the necessary skills and experience appropriate for discharging their duties as Directors in the best interests of the Company and that the current board size is adequate for its present operations. Each Director keeps abreast of his responsibility as the Director and of the conduct, business activities and development of the Company.

於截至二零二一年十二月三十一日止年度，由於本公司並無主席，且在陳冠忠先生於二零二零年四月一日辭任行政總裁（「行政總裁」）職務後，並無新行政總裁獲委任，故本公司的公司秘書自二零二零年四月一日起向執行董事匯報。

以下為本公司特別參照企業管治守則採納之主要企業管治常規。

董事會

董事會負責領導及監控本公司、監察及監督其業務營運、批核策略性計劃及監管本公司之績效。董事會將日常營運工作轉授執行董事及管理層負責，並保留若干主要事宜由董事會批准。

組成

於本報告日期，董事會由五名董事組成，包括兩名執行董事，分別為鍾文禮先生及蔡本立先生，及三名獨立非執行董事（「獨立非執行董事」），分別為林婉雯女士、符恩明先生及戴文泰先生。董事之間並無財政、業務、家族或其他重大／相關關係。董事履歷資料載於第32至36頁「董事簡歷」一節。

董事會中執行董事及獨立非執行董事之均衡組合，使董事會具備強大獨立元素足以有效作出獨立判斷。

董事會各董事均具備所需之技能及經驗，以符合本公司最佳利益為前提，適當地履行彼等作為董事之責任，而董事會現有規模亦足以應付本公司目前營運所需。各董事均了解擔任董事所須承擔之責任，亦了解本公司運作方式、業務活動及發展。

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BOARD MEETINGS

Code provision A.1.1 of the CG Code states that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

Members of the Board met on a regular basis and on ad hoc basis to discuss the overall strategy as well as the operation and financial performance of the Group. There were 9 Board meetings held during the year ended 31 December 2021.

Attendance of individual Directors at Board meetings held during the year ended 31 December 2021 were set out as follows:

董事會會議

企業管治守則守則條文A.1.1規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次，並由大多數董事親身出席或透過其他電子通訊方式積極參與。

董事會成員定期舉行會議並在有需要時舉行特別會議，以討論本集團整體策略以及營運及財務表現。截至二零二一年十二月三十一日止年度內共舉行九次董事會會議。

個別董事出席截至二零二一年十二月三十一日止年度舉行之董事會會議情況載列如下：

| | Attendance/eligible to attend 出席次數／合資格出席次數 | |
|---|---|-------------------------|
| | Board meeting 董事會會議 | General meeting 股東大會 |
| Executive Directors | | |
| 執行董事 | | |
| Mr. Chow Yik ¹ 周翊先生 ¹ | 4/4 | 1/1 |
| Mr. Chung Man Lai ² 鍾文禮先生 ² | 8/8 | 2/2 |
| Mr. Chong Cha Hwa ³ 張家華先生 ³ | 2/2 | N/A 不適用 |
| Mr. Yao Tong ⁴ 姚通先生 ⁴ | 2/2 | 0/1 |
| Mr. Choi Pun Lap ⁵ 蔡本立先生 ⁵ | 5/5 | 1/1 |
| Independent Non-Executive Directors | | |
| 獨立非執行董事 | | |
| Mr. Leung Man Chun ⁶ 梁文俊先生 ⁶ | 5/5 | 0/2 |
| Dr. Lee G. Lam ⁷ 林家禮博士 ⁷ | N/A 不適用 | N/A 不適用 |
| Ms. Lam Yuen Man Maria 林婉雯女士 | 6/6 | 2/2 |
| Mr. Fu Yan Ming ⁸ 符恩明先生 ⁸ | 4/4 | 1/1 |
| Mr. Tai Man Tai ⁹ 戴文泰先生 ⁹ | 1/1 | N/A 不適用 |

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Notes:

1. Mr. Chow Yik resigned as an executive Director and member of nomination committee effective on 1 June 2021.
2. Mr. Chung Man Lai was appointed as the compliance officer effective on 27 May 2021. He subsequently ceased to be the compliance officer effective on 1 June 2021.
3. Mr. Chong Cha Hwa resigned as an executive Director effective on 14 April 2021.
4. Mr. Yao Tong retired as an executive Director and ceased as member of remuneration committee and compliance officer effective on 27 May 2021.
5. Mr. Choi Pun Lap has been appointed as an executive Director, member of nomination committee and compliance officer effective on 1 June 2021.
6. Mr. Leung Man Chun resigned as an INED, member of each of the audit committee, nomination committee and remuneration committee effective on 1 October 2021.
7. Dr. Lee G. Lam resigned as an INED and member of audit committee effective on 1 March 2021.
8. Mr. Fu Yan Ming has been appointed as an INED, member of each of the audit committee and remuneration committee effective on 31 May 2021.
9. Mr. Tai Man Tai has been appointed as an INED, member of each of the audit committee, nomination committee and remuneration committee effective on 1 October 2021.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The Chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda while the CEO is responsible for the day-to-day management of the Group's business.

Under the CG Code provision A.2.1, the roles of chairman and CEO should be separate and should not be performed by the same individual.

On 1 October 2018, Mr. Chan Kwun Chung has been appointed as the CEO.

附註：

1. 周翊先生辭任執行董事及提名委員會成員，自二零二一年六月一日生效。
2. 鍾文禮先生獲委任為法規主任，自二零二一年五月二十七日生效。彼隨後不再為法規主任，自二零二一年六月一日生效。
3. 張家華先生辭任執行董事，自二零二一年四月十四日生效。
4. 姚通先生退任執行董事及不再為薪酬委員會成員及法規主任，自二零二一年五月二十七日生效。
5. 蔡本立先生已獲委任為執行董事、及提名委員會成員及法規主任，自二零二一年六月一日生效。
6. 梁文俊先生辭任獨立非執行董事、審核委員會、提名委員會與薪酬委員會之成員，自二零二一年十月一日生效。
7. 林家禮博士辭任獨立非執行董事及審核委員會成員，自二零二一年三月一日生效。
8. 符恩明先生已獲委任為獨立非執行董事、審核委員會及薪酬委員會之成員，自二零二一年五月三十一日生效。
9. 戴文泰先生已獲委任為獨立非執行董事、審核委員會、提名委員會與薪酬委員會之成員，自二零二一年十月一日生效。

主席及行政總裁

主席負責領導董事會，以確保董事會於制訂議程的角色之所有方面具效率，並考慮由其他董事提呈以納入議程之任何事項，而行政總裁負責本集團業務之日常管理。

根據企業管治守則條文A.2.1，主席與行政總裁之角色應有區別，並不應由一人同時兼任。

陳冠忠先生於二零一八年十月一日獲委任為行政總裁。

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企業管治報告

Following the resignation of Mr. Chan Wai Kit and Mr. Chan Kwun Chung as the deputy chairman and CEO of the Company on 1 November 2018 and 1 April 2020 respectively, the Company does not have Chairman and CEO for the time being. However, the Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who would from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the Chairman and CEO respectively.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The CG Code provision A.6.7 requires that independent non-executive directors should, among others, attend general meetings and develop a balanced understanding of the views of shareholders. There is satisfactory attendance at Board meetings, Board Committee meetings and the general meeting during the financial year ended 31 December 2021 except that one INED did not attend the annual general meeting of the Company held on 27 May 2021 and the extraordinary general meeting of the Company held on 13 September 2021 due to his other important engagements at the relevant time.

During the financial year ended 31 December 2021, the Company had three INEDs in which at least one of them has appropriate professional accounting or related financial management expertise in compliance with rules 5.05(1) and 5.05(2) of the GEM Listing Rules

Following the resignation of Dr. Lee G. Lam as INED on 1 March 2021, the Company has a total of six directors in which four are executive Directors and two are INEDs. Hence, the number of INEDs of the Company has failed to meet the minimum number required under rules 5.05(1) and 5.05A of the GEM Listing Rules. The Company also no longer fulfils the requirement on the minimum number of INEDs for the formation of audit committee stipulated under rule 5.28 of the GEM Listing Rules. The Company has appointed an additional INED on 31 May 2021 to fulfill the above requirements.

自陳偉傑先生及陳冠忠先生分別於二零一八年十一月一日及二零二零年四月一日辭任本公司副主席及行政總裁後，本公司暫時並無主席及行政總裁。然而，董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新主席及行政總裁。

獨立非執行董事

企業管治守則條文A.6.7規定獨立非執行董事應（其中包括）出席股東大會及對股東的意見應全面地了解。於截至二零二一年十二月三十一日止財政年度，董事會會議、董事會委員會會議及股東大會的出席率均令人滿意，惟一名獨立非執行董事因其於相關時間須處理其他要務，故並無出席本公司於二零二一年五月二十七日舉行之股東週年大會及於二零二一年九月十三日舉行之股東特別大會。

截至二零二一年十二月三十一日止財政年度，本公司有三名獨立非執行董事，其中至少一名擁有合適專業會計或相關財務管理專長符合GEM上市規則第5.05(1)及5.05(2)條規定。

自林家禮博士於二零二一年三月一日起辭任獨立非執行董事後，本公司共有六名董事，其中四名為執行董事及兩名為獨立非執行董事。因此，本公司獨立非執行董事人數未能符合GEM上市規則第5.05(1)及5.05A條項下之最少人數規定。本公司亦不再符合GEM上市規則第5.28條所規定組成審核委員會之獨立非執行董事最少人數的規定。本公司已於二零二一年五月三十一日委任一位額外的獨立非執行董事以符合上述規定。

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The Company has received from each of the INEDs an annual confirmation of their independence pursuant to rule 5.09 of the GEM Listing Rules. The Company is of the view that all the INEDs are independent in accordance with rule 5.09 of the GEM Listing Rules.

CORPORATE GOVERNANCE STRUCTURE

The Board is entrusted with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing the risks of the Group. Under the Board, there are currently three committees, namely Audit Committee, Remuneration Committee and Nomination Committee. Audit Committee and Remuneration Committee perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the management. Nomination Committee assists the Board by developing and formulating relevant procedures in nominating candidates for directorship, reviewing the size and composition of the Board, assessing the independence of INEDs and making recommendation to the Board on appointment of Directors. Each of the Committees is established with defined written terms of reference which are available on the Company's website and GEM website.

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for making recommendations to the Board regarding the terms of remuneration package payable to Directors and senior management and on the Company's policy and structure for remuneration of all Directors and senior management.

REMUNERATION POLICY

The remuneration of Directors is recommended by the Remuneration Committee, having regard to the prevailing market conditions, individual experience, duties and responsibilities.

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the Group's affairs. The amounts paid to each Director for the year ended 31 December 2021 are set out in note 8 to the consolidated financial statements.

As at the date of this report, the Remuneration Committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. The Remuneration Committee is chaired by an INED, Mr. Tai Man Tai.

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出的有關其獨立性的年度確認。本公司認為，根據GEM上市規則第5.09條，所有獨立非執行董事均為獨立人士。

企業管治架構

董事會有責任為本公司實施妥善的企業管治架構，其主要負責為本集團訂立方針、制訂策略、監控績效及管理風險。董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。審核委員會及薪酬委員會根據各自之職權範圍履行各自之職能，並協助董事會監督管理層若干職能。提名委員會協助董事會設立和制定相關程序以提名董事人選、審視董事會規模及組成、評估獨立非執行董事的獨立性及向董事會提出委任董事之建議。各委員會的成立都有書面訂明其職權範圍，其文本刊載於本公司及GEM網站，以供查閱。

薪酬委員會

薪酬委員會負責就董事及高級管理層之薪酬待遇條款及有關本公司董事及高級管理層之整體薪酬政策及架構向董事會提供意見。

薪酬政策

董事之薪酬乃經薪酬委員會考慮市場情況、個人經驗、職責及責任後建議。

董事薪酬包括本公司及其附屬公司就管理本集團事宜而向董事作出之付款。截至二零二一年十二月三十一日止年度向各董事支付之款項，載於綜合財務報表附註8。

於本報告日期，薪酬委員會由三名獨立非執行董事組成，成員分別為戴文泰先生、林婉雯女士及符恩明先生。獨立非執行董事戴文泰先生擔任薪酬委員會主席。

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The Remuneration Committee is scheduled to meet at least once a year. One meeting was held during the year ended 31 December 2021. The attendance of each member is set out as follows:

薪酬委員會計劃每年最少舉行一次會議。薪酬委員會於截至二零二一年十二月三十一日止年度內舉行一次會議。各成員之出席情況載列如下：

| | Attendance/ eligible to attend |
|--|---|
| | 出席次數/ 合資格出席次數 |
| Independent Non-Executive Directors | |
| 獨立非執行董事 | |
| Mr. Leung Man Chun (<i>Chairman</i>) ¹ 梁文俊先生 (主席) ¹ | 1/1 |
| Mr. Tai Man Tai (<i>Chairman</i>) ² 戴文泰先生 (主席) ² | N/A 不適用 |
| Ms. Lam Yuen Man Maria 林婉雯女士 | 1/1 |
| Mr. Fu Yan Ming ³ 符恩明先生 ³ | N/A 不適用 |
| Executive Directors | |
| 執行董事 | |
| Mr. Yao Tong ⁴ 姚通先生 ⁴ | 1/1 |

Notes:

- Mr. Leung Man Chun resigned as an INED effective on 1 October 2021.
- Mr. Tai Man Tai has been appointed as an INED effective on 1 October 2021.
- Mr. Fu Yan Ming has been appointed as an INED effective on 31 May 2021.
- Mr. Yao Tong retired as an executive Director effective on 27 May 2021.

附註：

- 梁文俊先生辭任獨立非執行董事，自二零二一年十月一日生效。
- 戴文泰先生獲委任為獨立非執行董事，自二零二一年十月一日生效。
- 符恩明先生獲委任為獨立非執行董事，自二零二一年五月三十一日生效。
- 姚通先生退任執行董事，自二零二一年五月二十七日生效。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of works

During the year 2021, the Remuneration Committee reviewed the remuneration policy of the Group and the remuneration packages of all the Directors, reviewed and made recommendations to the Board on the remuneration package of the proposed Directors in accordance with the Remuneration Committee's written terms of reference.

NOMINATION COMMITTEE

The Nomination Committee is responsible for, among other things, reviewing the structure, size and composition, and the diversity of the Board at least annually with due regard to the Board Diversity Policy (as defined below) and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company; identifying individuals suitably qualified to become members of the Board having due regard to the Board Diversity Policy; assessing the independence of INEDs; making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors; as well as to review the Board Diversity Policy and the Board Nomination Policy (as defined below), as appropriate.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Choi Pun Lap. The Nomination Committee is chaired by an INED, Mr. Tai Man Tai.

工作概況

於二零二一年度，薪酬委員會已根據薪酬委員會之書面職權範圍，審閱本集團之薪酬政策及全體董事之薪酬待遇，以及審閱及向董事會建議擬委任董事之薪酬待遇。

提名委員會

提名委員會負責（其中包括）至少每年就董事會多元化政策（定義見下文）而檢討董事會之架構、規模及組成，及多元化水平，並就任何為配合本公司之企業策略而擬對董事會作出的變動提出建議；經考慮董事會多元化政策物色具備合適資格之人士出任董事會成員；評核獨立非執行董事之獨立性；就委任或重新委任董事及董事繼任計劃向董事會提出建議；及適時檢討董事會多元化政策及董事會提名政策（定義見下文）。

於本報告日期，提名委員會由兩名獨立非執行董事及一名執行董事組成，成員分別為戴文泰先生、林婉雯女士及蔡本立先生。獨立非執行董事戴文泰先生擔任提名委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Nomination Committee is scheduled to meet at least once a year. In addition, the Nomination Committee also meets as it is required to consider nomination related matters. One meeting was held during the year ended 31 December 2021. The attendance of each member is set out as follows:

提名委員會計劃每年最少舉行一次會議。此外，提名委員會亦於需要時舉行會議，以考慮提名相關事宜。提名委員會於截至二零二一年十二月三十一日止年度舉行一次會議。各成員之出席情況載列如下：

| | Attendance/ eligible to attend |
|--|---|
| | 出席次數/ 合資格出席次數 |
| Independent Non-Executive Directors | |
| 獨立非執行董事 | |
| Mr. Leung Man Chun (<i>Chairman</i>) ¹ 梁文俊先生 (主席) ¹ | 1/1 |
| Mr. Tai Man Tai (<i>Chairman</i>) ² 戴文泰先生 (主席) ² | N/A 不適用 |
| Ms. Lam Yuen Man Maria 林婉雯女士 | 1/1 |
| Executive Directors | |
| 執行董事 | |
| Mr. Chow Yik ³ 周翊先生 ³ | 1/1 |
| Mr. Choi Pun Lap ⁴ 蔡本立先生 ⁴ | N/A 不適用 |

Notes:

- Mr. Leung Man Chun resigned as an INED effective on 1 October 2021.
- Mr. Tai Man Tai has been appointed as an INED effective on 1 October 2021.
- Mr. Chow Yik resigned as an executive Director effective on 1 June 2021.
- Mr. Choi Pun Lap has been appointed as an executive Director effective on 1 June 2021.

附註：

- 梁文俊先生辭任獨立非執行董事，自二零二一年十月一日生效。
- 戴文泰先生獲委任為獨立非執行董事，自二零二一年十月一日生效。
- 周翊先生辭任執行董事，自二零二一年六月一日生效。
- 蔡本立先生獲委任為執行董事，自二零二一年六月一日生效。

CORPORATE GOVERNANCE REPORT

企業管治報告

Summary of works

During the year 2021, the Nomination Committee reviewed the structure, size and composition of the Board in light of the Board Diversity Policy, assessed the independence of INEDs, reviewed and made recommendation to the Board on the proposed re-election of the retiring Directors, reviewed the Board Diversity Policy and the Nomination Policy, and reviewed the appointment of the nominated Directors and made recommendation to the Board for approval in accordance with the Nomination Committee's written terms of reference.

Nomination Policy

The Board has adopted a Nomination Policy in February 2019 regarding the nomination, appointment, re-appointment of Directors and the nomination procedure of the Company.

The Nomination Committee will select candidate for directorship based on his/her character, integrity, professional qualifications, skills, knowledge and experience, independence, diversity of the Board, willingness to devote adequate time to discharge duties as a Board member and such other criteria that are appropriate for the business and corporate strategy of the Company.

For appointment of new Director, the Nomination Committee evaluates such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. For those qualified candidates, recommendations are made to the Board. For re-election of the retiring director, the Nomination Committee and/or the Board review the overall contribution and service to the Company of the retiring Director and the level of participation and performance on the Board and determine whether the retiring Director continues to meet the criteria as set out above. Recommendation are then made to shareholders in respect of the proposed re-election of Director at the general meeting.

The Nomination Committee will review the Nomination Policy regularly or at any time necessary.

工作概況

於二零二一年度，提名委員會已根據提名委員會之書面職權範圍，根據董事會多元化政策審視董事會之架構、規模及組成、評估獨立非執行董事之獨立性、審閱有關退任董事之建議重選並向董事會推薦建議、審視董事會多元化政策及提名政策，及按提名政策審視提名董事之委任，並向董事會推薦其委任以供批准。

提名政策

董事會已於二零一九年二月採納提名政策，內容有關本公司提名、委任、重新委任董事以及提名程序。

提名委員會將按候選人之性格、誠信、專業資歷、技能、知識及經驗、獨立性、董事會多元化、願意投放足夠時間履行董事會成員職務與否，以及切合本公司業務及企業策略之其他條件，甄選董事人選。

就委任新董事而言，提名委員會按照上文所載條件評估有關人選，以確定該人選是否合資格擔任董事，並向董事會提出有關合資格人選之建議。就重選退任董事而言，提名委員會及／或董事會審視退任董事向本公司提供之整體貢獻及服務，以及於董事會之參與程度及表現，釐定退任董事是否繼續符合上文所載條件，然後於股東大會上就建議重選董事向股東提出推薦意見。

提名委員會將定期或於有需要時檢討提名政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

The Group adopted a Board Diversity Policy on 1 September 2013. A summary of this policy, together with the measurable objectives set for implementing this policy, and the progress made towards achieving those objectives are disclosed as below.

The Company recognised and embraced the benefits of having a diverse Board to the quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. In designing the Board's composition, Board diversity has been considered from a numbers of measurable aspects including but not limited to gender, age, ethnicity, knowledge and length of services. All Board appointments will be based on meritocracy, and candidates will be considered with the objective criteria, having due regards for the benefits of diversity on the Board.

Measurable Objectives

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

Implementation and Monitoring

The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

As at the date of this report, the Nomination Committee comprises two INEDs and one executive Director, and thereby to promote critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, length of services, professional background and skills.

The Nomination Committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the Board Diversity Policy.

董事會多元化政策

本集團於二零一三年九月一日採納董事會多元化政策。本政策之概要連同為執行本政策而制定之可計量目標及達標進度於下文披露。

本公司明白並深信董事會多元化對提升公司之表現素質裨益良多。董事會多元化政策旨在列載為達致董事會多元化而採取之方針。本公司在設定董事會成員組合時，會從多個可計量方面考慮董事會多元化，包括但不限制於性別、年齡、種族、知識及服務任期。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會多元化之裨益。

可計量目標

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

報行及監察

提名委員會每年檢討董事會在多元化層面之組成，並監察董事會多元化政策之執行。

於本報告日期，提名委員會由兩名獨立非執行董事及一名執行董事組成，並據此促進嚴格檢視及監控管理過程。董事會不論年齡、服務任期、專業背景及技能，均有豐富的多元性。

提名委員會已審閱董事會多元化政策，確保其有效，認為本集團已達成董事會多元化政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE

The Audit Committee is responsible for making recommendation to the Board on the appointment, re-appointment and removal of external auditor, evaluating the overall effectiveness of the internal control and risk management systems, reviewing the accounting principles and practices adopted by the Group and other financial reporting matters and ensuring the completeness, accuracy and fairness of the financial statements, monitoring compliance with statutory and listing requirements and overseeing the relationship with the external auditors.

The Audit Committee reviews the quarterly, interim and annual reports before submission to the Board. At least one member has an appropriate professional qualification or accounting or related financial management expertise. The Audit Committee focuses not only on the impact of the changes in accounting policies and practices but also on the compliance with accounting standards, the GEM Listing Rules and the legal requirements during the review of the Company's quarterly, interim and annual reports.

Senior representatives of the external auditor, executive Directors and senior executives are invited to attend the meetings, if required. Each of the Audit Committee members has unrestricted access to the Group's external auditor and the management.

As at the date of this report, the Audit Committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. The Audit Committee is chaired by Mr. Tai Man Tai.

審核委員會

審核委員會負責就外聘核數師委任、重新委任及罷免向董事會提出建議、評審內部監控及風險管理制度之整體效用，及審閱本集團所採納之會計原則及常規以及其他財務申報事宜，以及確保財務報表之完備性、準確性及公平程度，並監察本集團遵守法定及上市規定以及監督與外聘核數師之關係。

審核委員會審核季度、中期及年度報告後，方提交予董事會。至少一名成員擁有合適專業資格或會計或相關財務管理專業知識。審核委員會於審核本公司季度、中期及年度報告時不僅注意會計政策及常規變動之影響，亦關注是否遵守會計準則、GEM上市規則及法例規定。

如有需要，外聘核數師之高級代表、執行董事與高級行政人員會獲邀出席會議。審核委員會各名成員在接觸本集團外聘核數師及管理層方面並無限制。

於本報告日期，審核委員會由三名獨立非執行董事組成，成員分別為戴文泰先生、林婉雯女士及符恩明先生。戴文泰先生擔任審核委員會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Audit Committee is scheduled to meet at least four times a year. Four meetings were held during the year ended 31 December 2021. The attendance of each member is set out as follows:

審核委員會計劃每年最少舉行四次會議。截至二零二一年十二月三十一日止年度內已舉行四次會議。各成員之出席情況載列如下：

| | Attendance/ eligible to attend |
|--|---|
| | 出席次數/ 合資格出席次數 |
| Independent Non-Executive Directors | |
| 獨立非執行董事 | |
| Mr. Leung Man Chun (<i>Chairman</i>) ¹ 梁文俊先生 (主席) ¹ | 3/3 |
| Mr. Tai Man Tai (<i>Chairman</i>) ² 戴文泰先生 (主席) ² | 1/1 |
| Ms. Lam Yuen Man Maria 林婉雯女士 | 4/4 |
| Mr. Fu Yan Ming ³ 符恩明先生 ³ | 2/2 |

Notes:

1. Mr. Leung Man Chun resigned as an INED effective on 1 October 2021.
2. Mr. Tai Man Tai has been appointed as an INED effective on 1 October 2021.
3. Mr. Fu Yan Ming has been appointed as an INED effective on 31 May 2021.

附註：

1. 梁文俊先生辭任獨立非執行董事，自二零二一年十月一日起生效。
2. 戴文泰先生獲委任為獨立非執行董事，自二零二一年十月一日起生效。
3. 符恩明先生獲委任為獨立非執行董事，自二零二一年五月三十一日起生效。

Summary of works

During the year ended 31 December 2021, the Audit Committee reviewed the financial reporting matters including the quarterly, interim and annual results, made recommendations to the Board on the terms of engagement and re-appointment of the external auditor, and reviewed the adequacy and effectiveness of risk management and internal control systems, and its other duties in accordance with the Audit Committee's written terms of reference.

工作概況

截至二零二一年十二月三十一日止年度，審核委員會已根據審核委員會之書面職權範圍審閱季度、中期及年度業績等財務報告事宜、就外聘核數師之委聘及續聘向董事會作出推薦建議，以及審視風險管理及內部監控系統是否足夠及其成效及其具備之其他職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

The terms of reference of the Audit Committee are in line with the CG Code and are posted on the websites of the Company and the Stock Exchange. The Audit Committee is required, amongst other things, to oversee the relationship with the external auditors, to review the Group's preliminary quarterly results, interim results and annual financial statements and to monitor the integrity of the financial statements of the Group, to review the scope, extent and effectiveness of the Group's risk management and internal control systems, internal audit matters and to review the financial and accounting policies adopted by the Group.

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision D.3.1 of the CG Code. During the year ended 31 December 2021, the policies of the corporate governance of the Company were reviewed by the Board.

ACCOUNTABILITY AND AUDIT

Directors' Responsibilities for Financial Reporting

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 31 December 2021, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

The statement of the external auditors of the Company regarding their reporting responsibilities on the financial statement of the Company is set out in the section "Independent Auditor's Report" of this annual report.

External Auditor's Remuneration

The Company reviews the appointment of an external auditor on an annual basis including a review of the audit scope and approval of the audit fee. The remuneration in respect of audit service and non-audit service (including professional advice on taxation) for the year ended 31 December 2021 provided by Baker Tilly Hong Kong Limited was HK\$550,000 and Nil respectively.

審核委員會之職權範圍符合企業管治守則，並刊載於本公司及聯交所網站。審核委員會須（其中包括）監察其與外聘核數師的關係；審閱本集團之初步季度業績、中期業績及年度財務報表；監察本集團財務報表之完整性；檢討本集團風險管理及內部監控系統之範圍、程度及成效；內部審核事宜及檢討本集團採納之財務及會計政策。

企業管治職能

董事會負責履行職權範圍所載相當於企業管治守則守則條文D.3.1之企業管治職務。截至二零二一年十二月三十一日止年度，本公司之企業管治政策已經董事會審閱。

問責及核數

董事對財務報告之責任

董事知悉彼等有責任就各財政期間編製能公平真實反映本公司財務狀況之財務報表。編製截至二零二一年十二月三十一日止年度之財務報表時，董事已挑選合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，以及編製可持續經營之財務報表。

本公司外聘核數師就彼等對本公司財務報表之申報責任作出之聲明載於本年報「獨立核數師報告」一節。

外聘核數師之酬金

本公司每年審閱外聘核數師之委聘，包括審閱審核範圍及批准核數費用。截至二零二一年十二月三十一日止年度，天職香港會計師事務所有限公司就提供審核服務及非審核服務（包括就稅務提供專業意見）而收取的酬金分別為550,000港元及無。

CORPORATE GOVERNANCE REPORT

企業管治報告

Risk Management and Internal Control

The Board is responsible for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. Such system is to safeguard of the interest of shareholders and the Group's assets.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. It has been an important duty of the Board to conduct a review of internal control to ensure the effectiveness and adequacy of the system of the Group annually or at any time necessary. The review covers all material controls, including financial, operational and compliance controls and risk management functions, adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and training program and budget. The process use to review its effectiveness includes identification, evaluation, management measures and control and review.

During the year ended 31 December 2021, the Board, through the Audit Committee, conducted an annual review of the overall effectiveness of the system of internal control of the Group over financial, operational and compliance issues, risk management process, information systems security, scope and quality of the management's monitoring of risks and the effectiveness of financial reporting and compliance with the Listing Rules. The Board considered that the resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget were adequate. The Board concluded that in general, the Group had set up a sound control environment and installed necessary control mechanisms to monitor and correct non-compliance.

Disclosure of Inside Information

The Company has adopted a policy on disclosure of Inside Information in respect of procedures and internal control for the handling and dissemination of inside information in a timely manner pursuant to rule 17.10 of the GEM Listing Rules and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance.

風險管理及內部監控

董事會負責評估及界定為達成本公司策略目標而願意承擔的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。有關系統旨在保障股東之利益及本集團之資產。

風險管理及內部監控制度旨在管理而非消除無法實現業務目標的風險，且僅可就重大失實陳述或損失作出合理而非絕對保證。董事會須承擔就此進行檢討之重要責任並每年或按需要檢討本集團之內部監控制度，以確保該制度有效及完善。審閱範圍覆蓋所有重大監控，包括財務、營運及合規監控以及風險管理職能、資源充足性、本公司會計及財務申報職能員工資格及經驗、培訓計劃及預算。審閱其有效性所用程序包括識別、評估、管理計量及控制以及審閱。

截至二零二零年十二月三十一日止年度，董事會透過審核委員會已進行年度審閱本集團內部監控系統之整體效能，檢討範圍包括財務、營運及遵守法規事宜、風險管理程序、資訊系統保安、管理層持續監察風險之工作範疇及素質、及有關財務報告及遵守上市規則規定之程序是否有效。董事會認為本公司有關會計及財務匯報職能方面的僱員之資源、資歷及經驗均足夠，亦有充足之培訓課程及有關預算予有關僱員。董事會總結認為，本集團整體上已具備完善之監控環境，並已設立必須之監控機制以監察及糾正未合規之地方。

內幕消息披露

本公司已根據GEM上市規則第17.10條以及證券及期貨條例第XIVA部之內幕消息條文採納有關處理及適時發放內幕消息的相關程序及內部監控的內幕消息披露政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Every newly appointed director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements. Directors are continuously updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities. Continuing briefing and professional development for directors will be arranged at the expenses of the Company where necessary. For the year 2021, all Directors have participated in continuous professional development by attending seminars and/or studying materials relevant to director's duties and responsibility. Their training records have been provided to the Company.

COMPANY SECRETARY

Following the resignation of Ms. Yuen Wing Kwan as a joint company secretary of the Company with effect from 2 March 2021, Ms. Leung Lai Ming ("Ms. Leung") remained in office and continued to act as the company secretary of the Company. Ms. Leung was a service provider and she fulfilled the requirement under rule 5.14 of the GEM Listing Rules. Mr. Chow Yik, the ex-executive Director, was the primary contact person who Ms. Leung contacted.

Ms. Leung resigned as the company secretary of the Company with effect from 14 April 2021 and Mr. Lee Cheuk Man ("Mr. Lee") has been appointed as the company secretary of the Company with effect from 16 April 2021.

In accordance with rule 5.15 of the GEM Listing Rules, both Ms. Yuen and Ms. Leung have taken not less than 15 hours of relevant professional training during the year under review.

董事之持續專業發展

每位新任董事將於首次獲委任時接受正式、全面及為其而設的就職指引，確保董事對本公司業務及營運有恰當了解，並完全明白彼於GEM上市規則及相關監管規定項下之責任及義務。董事持續獲得有關法定及監管政策與業務環境的最新發展資訊，以便彼等履行職責。如有需要，董事獲安排提供持續簡報及專業發展，費用由本公司承擔。於二零二一年度，各董事均已參與持續專業發展，包括出席講座及／或研習與董事職務及職責有關之資料。本公司已獲提供彼等之培訓記錄。

公司秘書

於袁詠筠女士自二零二一年三月二日起辭任本公司聯席公司秘書後，梁麗明女士（「梁女士」）繼續任職並擔任本公司的公司秘書。梁女士為服務供應商，且其符合GEM上市規則第5.14條的規定。前執行董事周翊先生為梁女士的主要聯繫人。

梁女士自二零二一年四月十四日起辭任本公司公司秘書及李卓文先生（「李先生」）自二零二一年四月十六日獲委任為本公司公司秘書。

根據GEM上市規則第5.15條之規定，梁女士及李先生均已於回顧年度接受不少於15小時之相關專業培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December 2021, the Company had adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by Directors.

DIRECTORS' AND OFFICERS' LIABILITIES

The Company has arranged for appropriate insurance for the financial period ended 25 April 2021 covering the liabilities of the Directors that may arise out of the corporate activities. Due to an inadvertent error or negligence on handling the renewal of the appropriate insurance, the Company has already arranged appropriate insurance cover on 1 March 2022. The insurance coverage is reviewed on an annual basis.

RELATED PARTY TRANSACTIONS

During the year ended 31 December 2021, the related party transactions, if any, are periodically reviewed and approved by the Audit Committee.

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. All the shareholders have received not less than 20 clear business days' notice of annual general meeting at which Directors are available to answer questions on the business. Extensive information about the Group's activities is provided in its annual report, interim report and quarterly reports which are sent to shareholders and investors. The Company's announcements, press releases and publications are published and are also available on GEM website and on the Company's website at www.aurumpacific.com.hk.

During the year ended 31 December 2021, there was not any change in the Company's constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and GEM website.

董事進行證券交易的行為守則

截至二零二一年十二月三十一日止年度，本公司已採納有關董事進行證券交易之行為守則，其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所規定之交易準則。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及有關董事進行證券交易之行為守則之情況。

董事及高級職員之責任

本公司已安排截至二零二一年四月二十五日止財務期間適當保險，為董事因企業事務而可能產生之責任提供保障。由於無心之失或疏忽處理適當的保險續期，本公司已於二零二二年三月一日安排適當的保險。投保範圍乃按年進行檢討。

關連方交易

截至二零二一年十二月三十一日止年度，審核委員會定期審閱及批准關連方交易（如有）。

投資者關係及與股東通訊

本公司採用雙向通訊渠道向股東及投資者匯報本公司業績。所有股東均可於舉行股東週年大會前不少於20個營業日獲發通告，會上董事將回答有關業務之提問。寄交股東及投資者之年報、中期報告及季度報告內載有有關本集團業務之詳盡資料。本公司之公告、新聞稿及出版刊物亦會公開發佈，並於GEM網站及本公司網站 www.aurumpacific.com.hk 刊載。

截至二零二一年十二月三十一日止年度，本公司憲法文件並無任何變動。本公司憲法文件的綜合版本可於本公司網站及GEM網站查閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT

(i) *Convene an Extraordinary General Meeting*

The Directors may, whenever they think fit, convene an extraordinary general meeting of the Company (the "Extraordinary General Meeting"). The Extraordinary General Meeting shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail 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 Directors shall be reimbursed to the requisitionist(s) by the Company.

(ii) *Send Enquiries to the Board*

Enquiries of shareholders can be sent to the Company either by email at administrator@aurumpacific.com.hk or by post to the Company's Hong Kong head office at Room A6-D, 12/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

(iii) *Make proposals at general meetings*

Procedures for putting forward proposals at a shareholders' meeting

Pursuant to the Articles (as amended from time to time), the shareholders who wish to move a resolution may by means of requisition convene an Extraordinary General Meeting according to the procedures as set out above.

股東權利

(i) *召開股東特別大會*

董事可於其認為恰當的情況下召開本公司股東特別大會（「股東特別大會」）。股東特別大會亦可於一名或多名股東要求下召開，彼等須於遞交要求日期持有不少於本公司十分之一之繳足資本，並有權於股東大會投票。該項要求須以書面向董事或秘書提呈，以供董事會就該要求下任何指定業務交易要求召開股東特別大會。該大會須於該項要求寄存後兩個月內舉行。倘董事於寄存該項要求後二十一(21)日內未能召開該大會，提出要求者本人（彼等）可以相同方式召開大會，而本公司須向提出要求人士償付所有由提出要求人士因董事未能召開大會而產生之合理開支。

(ii) *向董事會作出查詢*

股東查詢可透過發送電子郵件至 administrator@aurumpacific.com.hk 或郵寄至本公司之香港總辦事處，地址為香港九龍荔枝角青山道489-491號香港工業中心A座12樓A6-D室。股東亦可於股東大會直接向董事會提出查詢。

(iii) *於股東大會上提出建議*

於股東大會提呈建議之程序

根據細則（經不時修訂），有意動議決議案之股東可根據上述程序向本公司提交要求書召開股東特別大會。

BIOGRAPHIES OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Mr. Chung Man Lai (“Mr. Chung”), aged 45, has been appointed as an independent non-executive Director of the Company since April 2020 and has been re-designated as executive director with effect from September 2020.

Mr. Chung has over 21 years of experience in auditing and accounting. Prior to joining the Board, he worked successively in a reputable international accounting firm and served as the chief financial officer of CMIC Ocean En-Tech Holding Co., Ltd. (formerly known as TSC Group Holdings Limited (Stock code: 206)) and IDT International Limited (stock code: 167) respectively, the shares of both companies are listed on the main board of the Stock Exchange. He is currently a non-executive director of Greatwalle Inc, (stock code: 8315), the shares of which are listed on GEM of the Stock Exchange, and an independent non-executive director of Century Group International Holdings Limited (stock code: 2113), the shares of which are listed on the main board of the Stock Exchange and Roma Group Limited (stock code: 8072), the shares of which are listed on GEM of the Stock Exchange respectively. He is also the chief financial officer, company secretary, member of the risk management committee and authorised representative of D&G Technology Holding Company Limited (stock code: 1301), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Chung obtained a bachelor of arts degree in Accountancy from The Hong Kong Polytechnic University in 1998 and a master of Business Administration degree with a major in international business from EU Business School in 2018. Mr. Chung is a fellow member of the Hong Kong Institute of Certified Public Accountants.

* For identification purposes only

執行董事

鍾文禮先生 (「鍾先生」)，45歲，自二零二零年四月起獲委任為本公司獨立非執行董事，並於二零二零年九月調任為本公司執行董事。

鍾先生於審計及會計方面擁有逾21年經驗。於加入董事會之前，彼曾先後任職於一間國際知名會計師行及分別擔任華商國際海洋能源科技控股有限公司（前稱TSC集團控股有限公司，股份代號：206）及IDT International Limited（萬威國際有限公司*）（股份代號：167）之財務總監（均為於聯交所主板上市之公司）。彼現分別為長城匯理公司（於聯交所GEM上市之公司，股份代號：8315）之非執行董事、世紀集團國際控股有限公司（於聯交所主板上市之公司，股份代號：2113）及Roma Group Limited（羅馬集團有限公司*）（於聯交所GEM上市之公司，股份代號：8072）之獨立非執行董事。彼亦為德基科技控股有限公司（於聯交所主板上市之公司，股份代號：1301）之首席財務官、公司秘書、風險管理委員會成員及授權代表。

鍾先生於一九九八年取得香港理工大學會計文學士學位，並於二零一八年取得歐洲商學院工商管理碩士學位（主修國際商業）。鍾先生為香港會計師公會的資深會員。

* 僅供識別

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Choi Pun Lap (“Mr. Choi”), aged 44, has been appointed as an executive Director of the Company since June 2021. He is also a member of the nomination committee.

Mr. Choi has extensive knowledge in corporate finance transactions in Hong Kong. He is well experienced for working in mergers & acquisition, analysing financial and market data, responsible for coordinating and supporting integration planning for acquisitions, and taking deals through the full process to successful completion. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), a company incorporated in the Cayman Islands with limited liability and the issued shares are listed on the GEM of the Stock Exchange and an independent non-executive director of Sunway International Holdings Limited (stock code: 58), a company incorporated in Bermuda with limited liability and the issued shares are listed on the Main Board of the Stock Exchange. Also, he is a principal of Absolute Value Business & Asset Valuation Limited which provides services of valuation, accounting and business solution to different companies in different industries. In the past, Mr. Choi was a financial controller of a company which is listed in GEM in 2019 and he was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“HLB”) in Hong Kong. He has worked in HLB for more than ten years from February 2007 to December 2017.

Mr. Choi is a valuation practitioner of International Association of Certified Valuation Specialists since 2019. He is a member of Hong Kong Institute of Certified Public Accountants, a member of Certified Practising Accountants Australia and a member of Chartered Global Management Accountant. Mr. Choi graduated from Open University of Hong Kong with a Master of Law (Chinese Business Law) in Hong Kong in 2017. He obtained a Bachelor of Business (Accounting) from Central Queensland University in Australia in 2003 and further studied Postgraduate Diploma of Accounting in Monash University in Australia in 2005.

蔡本立先生 (「蔡先生」)，44歲，自二零二一年六月起獲委任為本公司執行董事。彼亦為提名委員會成員。

蔡先生於香港企業融資交易方面擁有豐富經驗。彼擁有合併及收購、分析金融及市場數據工作經驗，負責協調及支援收購綜合規劃及處理交易直至成功完成。彼現為浙江聯合投資控股集團有限公司 (股份代號：8366) 的執行董事，其已發行股份於聯交所GEM上市及新威國際控股有限公司* (股份代號：58) 的獨立非執行董事，該公司為於百慕達註冊成立的有限公司及已發行股份於聯交所主板上市。此外，彼為精銳商業與資產評估有限公司負責人，該公司為不同行業的不同公司提供評估、會計及商業解決方案的服務。過往蔡先生曾於二零一九年為一間在GEM上市的公司財務總監，且彼為香港國衛會計師事務所有限公司 (「HLB」) 審計部高級審計經理。彼自二零零七年二月至二零一七年十二月於HLB任職逾十年。

自二零一九年起蔡先生為國際認證評價專家協會估值從業員。彼為香港會計師公會會員、澳洲會計師公會會員及全球特許管理會計師公會會員。於二零一七年蔡先生於香港公開大學畢業，獲得法律 (中國商法) 碩士學位。於二零零三年彼在澳洲獲得中央昆士蘭大學商業 (會計) 學士學位，並於二零零五年在澳洲莫納什大學進一步獲得會計研究生深造文憑。

BIOGRAPHIES OF DIRECTORS

董事簡歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lam Yuen Man Maria (“Ms. Lam”), aged 52, has been appointed as an independent non-executive Director of the Company since September 2020. She is also member of each of the audit committee, remuneration committee and nomination committee.

She is currently an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), the shares of which are listed on the main board of the Stock Exchange.

Ms. Lam holds a bachelor degree in Accountancy from The Hong Kong Polytechnic University, a master degree in Management from the Macquarie University and a master degree in Applied Psychology from City University of Hong Kong. She is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants, the Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), the Chartered Governance Institute (formerly the Institute of Chartered Secretaries and Administrators) and the Chartered Institute of Arbitrators. She is also an accredited mediator of the Hong Kong Mediation Accreditation Association Limited, a member and a qualified graphologist of the British Institute of Graphologists.

Prior to joining the Board, Ms. Lam has worked with an international accounting firm and other leading listed and private group of companies and has extensive experience in company secretarial practice, assurance, treasury and finance. She is currently providing management consultancy and corporate secretarial services to listed issuers and private companies, and graphology consultancy and training services.

獨立非執行董事

林婉雯女士（「林女士」），52歲，自二零二零年九月獲委任為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會的成員。

彼現為世紀集團國際控股有限公司（其股份於聯交所主板上市，股份代號：2113）之獨立非執行董事。

林女士持有香港理工大學會計學學士學位、澳洲麥覺理大學管理學碩士學位及香港城市大學應用心理學碩士學位。彼為特許公認會計師公會資深會員，以及香港會計師公會、香港公司治理公會（前稱特許秘書公會）、特許公司治理公會（前稱特許秘書及行政人員公會）及英國特許仲裁員學會之會員。彼同時亦為香港調解資歷評審協會有限公司之認可調解員及英國筆跡專家公會的成員以及合資格筆跡專家。

於加入董事會之前，林女士曾任職於國際會計師事務所及其他主要上市及私人集團，並於公司秘書事務、審計、庫務及財務方面擁有豐富經驗。彼現為上市發行人和私人公司提供管理諮詢和公司秘書服務及筆跡學諮詢和培訓服務。

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Fu Yan Ming (“Mr. Fu”), aged 57, has been appointed as an independent non-executive Director of the Company since May 2021. He is also member of each of the audit committee and remuneration committee.

Mr. Fu is a fellow member of The Association of Chartered Certified Accountants. He obtained a Bachelors’ Degree of Business Administration from The Chinese University of Hong Kong.

Mr. Fu possess over 30 years of experience in accounting, audit, internal control, financial management, strategic business planning, corporate finance, merger and acquisition and corporate governance. He has worked for various sizeable organizations including accounting firms, pharmaceutical distribution company, TMT (Technology, Media and Telecommunications) companies, manufacturing companies and consultancy firm. During the past 15 years, he held various senior positions including financial controller and company secretary in main and GEM board listed companies of Hong Kong. Mr. Fu was an executive director of On Real International Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8245) from October 2016 to September 2019. Mr. Fu is currently an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), a company listed on the GEM of the Stock Exchange. Currently, Mr. Fu is the finance director of a consultancy firm which provide various advice to private investment funds.

符恩明先生(「符先生」)，57歲，自二零二一年五月起獲委任為本公司獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。

符先生為英國特許公認會計師公會資深會員。彼獲得香港中文大學的工商管理學士學位。

符先生於會計、審核、內部監控、財務管理、策略性業務規劃、公司財務、合併及收購及公司管治方面擁有逾30年經驗。彼曾於會計師行、醫藥分銷公司、TMT(科技、媒體及電訊)公司、製造公司及諮詢公司等多間大型機構任職。於過往15年，彼曾於香港主板及GEM上市公司擔任財務總監及公司秘書等多個高職。於二零一六年十月至二零一九年九月，符先生曾為聯交所GEM上市公司安悅國際控股有限公司(股份代號：8245)的執行董事。符先生現為聯交所GEM上市公司浙江聯合投資控股集團有限公司(股份代號：8366)的獨立非執行董事。目前符先生為一間為私募投資基金提供各種意見的諮詢公司的財務總監。

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Tai Man Tai (“Mr. Tai”), aged 37, has been appointed as an independent non-executive Director of the Company since October 2021. He is also member of each of the audit committee, remuneration committee and nomination committee.

Mr. Tai is a fellow member of The Hong Kong Institute of Certified Public Accountants. He obtained a Bachelors’ Degree in Accounting and Finance from University of Hertfordshire.

Mr. Tai possesses over 13 years of experience in professional accounting as well as technology business operation. In the past, Mr. Tai was responsible for financial management in a sizeable integrated fitting-out company, the shares of which are listed on the Main Board of the Stock Exchange. Currently, Mr. Tai holds directorship in various private companies which are engaging in global intelligent logistics, eCommerce with big data management and professional services businesses.

戴文泰先生 (「戴先生」)，37歲，自二零二一年十月起獲委任為本公司獨立非執行董事。彼亦為審核委員會、提名委員會及薪酬委員會的成員。

戴先生為香港會計師公會會員。彼獲得赫特福德大學會計及金融學士學位。

戴先生於專業會計及科技業務運營方面擁有逾13年經驗。過往，戴先生於一間大型綜合室內裝潢工程公司負責財務管理，該公司的股份於聯交所主板上市。目前，戴先生在多家從事環球智能物流、俱備大數據管理之電商業務及專業服務業務的私營公司擔任董事。

REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 29 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group for the year and a discussion on the Group's future business development are provided in the Management Discussion and Analysis on pages 5 to 13. The principal risks and uncertainties facing the Group are provided in the Management Discussion and Analysis on page 13 and disclosed in the section headed "Financial risk management and fair values of financial instruments" in note 26 to the consolidated financial statements.

An analysis of the Group's performance during the year using financial key performance indicators is provided in the Five-years Financial Summary on page 168. The Group is committed to supporting the environmental sustainability. The Group has complied with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources and energy saving. Green initiatives and measures have been adopted in the Group's operation. A separate Environmental, Social and Governance Report will be published no later than two months after the publication of this annual report. For details, please refer to the Company's website.

The Group has complied with the relevant laws and regulations that have significant impact on the operations of the Group. The Group recognises that employees, customers and business partners are the keys to sustainable development. The Group is committed to establishing a close and caring relationship with our employees, providing quality services to our customers and enhancing cooperation with our business partners.

董事謹此提呈本集團截至二零二一年十二月三十一日止年度之年報及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務載於綜合財務報表附註29。

業務回顧

本集團本年度之業務回顧及本集團未來業務發展之討論載於第5頁至第13頁管理層論述及分析。本集團主要面對的風險和不確定因素載於第13頁管理層論述及分析並於綜合財務報表附註26「財務風險管理及金融工具公平值」一節披露。

採用財務表現關鍵指標對本集團年內表現之分析載於第168頁五年財務摘要。本集團致力支持環境的可持續性。本集團已遵守與環境保護相關的法律及法規，並採取有效措施以高效利用資源及節約能源。本集團之營運已採用綠色舉措和措施。環境、社會及管治報告將於本年報刊發後的兩個月內另行刊發。詳情請參閱本公司網站。

本集團已遵守對本集團營運產生重大影響之相關法律及法規。本集團深知員工、客戶及業務夥伴為業務持續發展的關鍵。本集團致力與員工建立密切的關係，向客戶提供高質素服務及提升與業務夥伴的合作關係。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases from continuing operations attributable to the major customers and suppliers respectively during the financial year under review is as follows:

| | | Percentage of the Group's total 佔本集團總額之百分比 | |
|-------------------------------------|---------|---|-----------------|
| | | Sales 銷售 | Purchases 採購 |
| The largest customer | 最大客戶 | 12% | |
| Five largest customers in aggregate | 五大客戶合計 | 38% | |
| The largest supplier | 最大供應商 | | 36% |
| Five largest suppliers in aggregate | 五大供應商合計 | | 78% |

During the year ended 31 December 2021, none of the Directors, their associates or any shareholder of the Company (who to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group and the state of the Group's and the Company's affairs for the year ended 31 December 2021 are set out in the consolidated financial statements on pages 57 to 167.

DIVIDEND POLICY

The Company pursues a continuity-based dividend policy ("Dividend Policy") which aims to allow the shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

In deciding whether to propose a dividend and in determining the dividend amount, the Board should take into account, inter alia, the Company's operating results, actual and expected financial performance, retained earnings and distributable reserves of the Company and members of the Group, the Group's debt to equity ratios, liquidity position, the Group expected working capital requirements and future expansion plans, any restrictions on payment of dividends that may be imposed by the Group's lender, general economic conditions, business cycle of the Group's business and any other factors that the Board may deem appropriate and relevant.

主要客戶及供應商

有關本集團於回顧財政年度分別源自主要客戶及供應商之持續經營業務之銷售及採購資料載列如下：

| | | Percentage of the Group's total 佔本集團總額之百分比 | |
|-------------------------------------|---------|---|-----------------|
| | | Sales 銷售 | Purchases 採購 |
| The largest customer | 最大客戶 | 12% | |
| Five largest customers in aggregate | 五大客戶合計 | 38% | |
| The largest supplier | 最大供應商 | | 36% |
| Five largest suppliers in aggregate | 五大供應商合計 | | 78% |

於截至二零二一年十二月三十一日止年度，董事、彼等之聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司任何股東概無於此等主要客戶及供應商中擁有任何權益。

綜合財務報表

本集團截至二零二一年十二月三十一日止年度之業績，以及本集團及本公司之事務狀況載於第57至167頁之綜合財務報表。

股息政策

本公司實行以持續性為本之股息政策（「股息政策」），旨在讓股東分享本公司溢利，並使本公司可保留足夠儲備以供未來發展之用。

於決定是否建議派付股息及釐定股息金額時，董事會將計及（其中包括）本公司之經營業績、本公司及本集團成員公司之實際及預期財務表現、留存盈利及可供分派儲備、本集團之股本負債比率及流動資金狀況、本集團之預期營運資金需求及未來擴張計劃、本集團貸款人可能施加之任何股息派付限制、整體經濟狀況、本集團業務之業務週期以及董事會可能認為合適相關之任何其他因素。

REPORT OF THE DIRECTORS

董事會報告

The Board will review, modify and/or update the Dividend Policy at any time as it deems fits and necessary.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December 2021.

RESERVES

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

DISTRIBUTABLE RESERVES

As 31 December 2021, there was no reserves available for distribution to owners of the Company (2020 HK\$20,733,000).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in note 11 to the consolidated financial statements

OTHER BORROWINGS

Details of the interest-bearing borrowings of the Group are set out in note 20 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital during the financial year are set out in note 25 to the consolidated financial statements.

董事會將在認為合適及必要之情況下，隨時檢討、修訂及／或更新股息政策。

股息

董事會不建議派付截至二零二一年十二月三十一日止年度之末期股息。

儲備

本集團年內儲備變動詳情載於綜合財務報表之綜合權益變動表。

可供分派儲備

於二零二一年十二月三十一日，並無可供分派予本公司擁有人之儲備（二零二零年：20,733,000港元）。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於綜合財務報表附註11。

其他借款

本集團的付息借款詳情載於綜合財務報表附註20。

股本

本財政年度之股本變動詳情載於綜合財務報表附註25。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The changes of Directors during the financial year and up to the date of this report are as follows:

董事

於本財政年度及直至本報告日期之董事變動如下：

| | | Appointed on 委任 | Resigned/ Retired on 辭任／退任 |
|--|----------------|--------------------|----------------------------------|
| Executive Directors | 執行董事 | | |
| Mr. Chow Yik | 周翊先生 | 1/4/2020 | 1/6/2021 |
| Mr. Chung Man Lai | 鍾文禮先生 | 1/4/2020 | |
| Mr. Choi Pun Lap | 蔡本立先生 | 1/6/2021 | |
| Mr. Chong Cha Hwa | 張家華先生 | 14/10/2020 | 14/4/2021 |
| Mr. Yao Tong | 姚通先生 | 7/12/2020 | 27/5/2021 |
| Independent non-executive Directors | 獨立非執行董事 | | |
| Mr. Leung Man Chun | 梁文俊先生 | 23/2/2016 | 1/10/2021 |
| Ms. Lam Yuen Man Maria | 林婉雯女士 | 15/9/2020 | |
| Mr. Fu Yan Ming | 符恩明先生 | 31/5/2021 | |
| Mr. Tai Man Tai | 戴文泰先生 | 1/10/2021 | |
| Dr. Lee G. Lam | 林家禮博士 | 1/1/2019 | 1/3/2021 |

In accordance with Article 112 of the Company's Articles, Mr. Choi Pun Lap who was appointed as executive Directors on 1 June 2021 and Mr. Fu Yan Ming and Mr. Tai Man Tai who were appointed as an independent non-executive Director on 31 May 2021 and 1 October 2021 respectively will hold office until the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the annual general meeting.

蔡本立先生於二零二一年六月一日獲委任為執行董事，而符恩明先生及戴文泰先生分別於二零二一年五月三十一日及二零二一年十月一日獲委任為獨立非執行董事，按本公司之細則第112條規定，彼等之任期將直至應屆股東週年大會舉行為止，而彼等符合資格並願意於股東週年大會上膺選連任。

In accordance with Article 108(A) of the Company's Articles, Mr. Chung Man Lai will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer himself for re-election.

按本公司之細則第108(A)條規定，鍾文禮先生將於應屆股東週年大會上輪值退任，而彼符合資格並願意膺選連任。

Biographical details of the Directors are set out in the section "Biographies of Directors" of this annual report.

董事之詳細履歷載於本年報「董事簡歷」一節。

DIRECTORS' CONTRACTS

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than normal statutory compensation.

董事合約

擬於應屆股東週年大會重選連任之董事，概無與本公司訂有不可由本公司於一年內免付補償（一般法定補償除外）而終止之服務合約。

REPORT OF THE DIRECTORS

董事會報告

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

As at 31 December 2021, none of the Directors, had, or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

Substantial Shareholders

To the best knowledge of Directors, as at 31 December 2021, the interests and short positions of the persons, other than Directors, in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

| Name of substantial shareholder 主要股東姓名／名稱 | Capacity 身份 | Number of shares 股份數目 (Note 1) (附註1) | Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2) |
|--|---------------------------|---|--|
| Mr. Chiu Ngai Hung 趙毅雄先生 | Beneficial owner 實益擁有人 | 663,477,955 (L) | 52.13% |

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 31 December 2021 has been used for the calculation for the approximately percentage.

Save as disclosed above, as at 31 December 2021, the Company had not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

董事於股份、相關股份及債券之權益及淡倉

於二零二一年十二月三十一日，概無董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份或債券中，擁有或被視為擁有任何(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)須根據證券及期貨條例第352條記錄於該條所述的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉。

主要股東於股份及相關股份之權益

主要股東

據董事所深知，於二零二一年十二月三十一日，除董事外之人士於股份或相關股份中擁有記入本公司根據證券及期貨條例第336條須備存之登記冊內之權益及淡倉如下：

附註：

- 「L」指該於本公司股份的好倉。
- 於二零二一年十二月三十一日已發行股份總數1,272,640,000股已用於計算概約百分比。

除上文所披露者外，於二零二一年十二月三十一日，本公司並無獲通知有任何其他人士（董事、本公司主要行政人員及主要股東除外）於本公司股份或相關股份中擁有記錄於須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting to adopt a new share option scheme (the "Share Option Scheme") whereby the Board may grant share options to employees, directors, suppliers, consultants, agents and advisers or any person, at its discretion, for the primary purpose to recognise and motivate their contributions to the Group. The Share Option Scheme is valid for a period of 10 years commencing from 8 May 2013. Details of the Share Option Scheme were set out in the circular of the Company dated 27 March 2013 and note 24 to the consolidated financial statements

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of "Eligible Participant" of the Share Option Scheme and the definition of "Invested Entity" be added to the Share Option Scheme ("Amendments to the Share Option Scheme"). Details of the Amendments to the Share Option Scheme are set out in the Company's announcement dated 29 April 2016 and the Company's circular dated 13 April 2016.

At the annual general meeting of the Company held on 25 June 2018, shareholders approved the refreshment of the maximum number of shares which may be allotted and issued upon the exercise of all share options under the Share Option Scheme. As at the date of this annual report, the total number of options available for granting by the Company under the Share Option Scheme was 127,264,000, representing 10% of the shares of the Company in issue on that date.

For the year ended 31 December 2021 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

購股權計劃

於二零一三年五月八日，本公司於股東週年大會通過採納新購股權計劃（「購股權計劃」）之普通決議案，據此，董事會可酌情向僱員、董事、供應商、諮詢人、代理及顧問或任何人士授出購股權，其主要目的為認同及鼓勵彼等對本集團的貢獻。購股權計劃之有效期由二零一三年五月八日起計為期十年。購股權計劃之詳情載於本公司日期為二零一三年三月二十七日之通函及綜合財務報表附註24。

於二零一六年四月二十九日，本公司於股東特別大會通過普通決議案，修改購股權計劃之「合資格參與者」之定義及將「投資實體」之定義加入至購股權計劃（「購股權計劃修訂」）。購股權計劃修訂詳情載於本公司日期為二零一六年四月二十九日之公告及本公司日期為二零一六年四月十三日之通函。

於二零一八年六月二十五日舉行之本公司股東週年大會上，股東批准更新因根據購股權計劃行使所有購股權而可能配發及發行的股份最高數目。於本年報日期，本公司根據購股權計劃可予授出之購股權總數為127,264,000份，佔本公司於該日之已發行股份之10%。

截至二零二一年十二月三十一日止年度及直至本報告日期，本公司概無授出購股權及持有購股權計劃下之未行使購股權。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries or fellow subsidiaries was a party, and in which the Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year under review.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year under review.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under Articles, or law of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE-YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 168 of this annual report.

RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in note 23 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that requires the Company to enter into an agreement that will or may result in the Company issuing shares, were entered into by the Group during the Year or existed at the end of 2021.

董事於交易、安排或重大合約之權益

除於本年報披露者外，董事概無於本公司或其任何附屬公司或同系附屬公司所訂立且於年終或回顧年度內任何時間仍然生效之交易、安排或重大合約中，直接或間接擁有任何重大權益。

管理合約

於回顧年度內並無訂立或存在涉及本集團全部或任何重要部分業務的管理及行政有關的合約。

優先購買權

細則或開曼群島法例並無有關優先購買權之條文規定本公司須按比例向現有股東提呈發售新股份。

五年財務摘要

本集團於過去五年之業績及資產與負債概要載於本年報第168頁。

退休計劃

本集團之退休計劃詳情載於綜合財務報表附註23。

股票掛鈎協議

除了本公司之購股權計劃，於本年度或於二零二一年年結時，本集團概無訂立任何將會或可導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可導致本公司發行股份的股票掛鈎協議。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended 31 December 2021 and up to the date of this report, the Directors have the following interests in the business apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business:

董事於競爭業務中之權益

於截至二零二一年十二月三十一日止年度及直至本報告日期，董事於與本集團業務直接或間接構成競爭或可能構成競爭之業務（除本集團業務外）中擁有下列權益：

| Director 董事 | Name of company 公司名稱 | Nature of business 業務性質 | Nature of interests 權益性質 |
|---|--|--|--|
| Mr. Chung Man Lai 鍾文禮先生 | *Greatawalle Inc. ("Greatawalle") and its subsidiary *長城匯理公司（「長城匯理」）及其附屬公司 | Mobile games business (disposed in March 2021) 手機遊戲業務 (於2021年3月已出售) | Non-executive director of Greatawalle 長城匯理之非執行董事 |
| Mr Leung Man Chun (Note 1) 梁文俊先生（附註1） | *Evershine Group Holdings Limited ("Evershine") and its subsidiaries *永耀集團控股有限公司（「永耀」）及其附屬公司 | Money lending business and Mobile application business 放債業務及手機應用程式業務 | Independent non-executive director of Evershine 永耀之獨立非執行董事 |
| Dr. Lee G. Lam (Note 2) 林家禮博士（附註2） | ^Hang Pin Living Technology Company Limited ("Hang Pin Living") and its subsidiary ^杭品生活科技股份有限公司（「杭品生活」）及其附屬公司 | Money lending business 放債業務 | Independent non-executive director of Hang Pin Living 杭品生活之獨立非執行董事 |
| | ^Mei Ah Entertainment Group Limited ("Mei Ah") and its associate ^美亞娛樂資訊集團有限公司（「美亞」）及其聯營公司 | Mobile games applications business 手機遊戲應用程式業務 | Independent non-executive director of Mei Ah 美亞之獨立非執行董事 |

* listed on GEM of the Stock Exchange
^ listed on the Main Board of the Stock Exchange

* 於聯交所GEM上市
^ 於聯交所主板上市

Notes:

- Mr. Leung Man Chun resigned as independent non-executive director of Evershine with effect from 12 January 2021 and resigned as an independent non-executive Director with effect from 1 October 2021.
- Dr. Lee G. Lam resigned as an independent non-executive Director with effect from 1 March 2021.

附註：

- 梁文俊先生已辭任永耀之獨立非執行董事，自二零二一年一月十二日起生效，及已辭任獨立非執行董事，自二零二一年十月一日起生效。
- 林家禮博士已辭任獨立非執行董事，自二零二一年三月一日起生效。

REPORT OF THE DIRECTORS

董事會報告

As the Board is independent to the boards of the above mentioned companies, the Group is capable of carrying on its business independently of, and at arm's length, from the business of those companies.

Save as disclosed above, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

DIRECTORS' AND CHIEF EXECUTIVES' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in this report, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable any of the Directors and chief executive, their respective spouses or children under the age of 18 to acquire benefits by means of acquisition of shares in, or debt securities (including debentures) of the Company or any other body corporate.

CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the section "Corporate Governance Report" on pages 14 to 31 of this annual report.

AUDIT COMMITTEE

The primary duties of the audit committee are to review, in draft form, the Company's annual report and accounts, half-year report, quarterly reports and to provide advice and comments thereon to the Board. The audit committee is also responsible for reviewing and supervising the financial reporting process, risk management and internal control of the Group. As at the date of this report, the audit committee comprises three INEDs, namely Mr. Tai Man Tai, Ms. Lam Yuen Man Maria and Mr. Fu Yan Ming. Mr. Tai Man Tai is the chairman of the audit committee.

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the financial statements for the year ended 31 December 2021.

由於董事會獨立於上述公司之董事會，故本集團有能力獨立於此等公司的業務按公平基準經營其業務。

除上文所披露者外，據董事所知，董事概無於對本集團所從事業務構成或可能構成競爭之任何業務中擁有權益。

董事及主要行政人員購買股份或債務證券之權利

除於本報告所披露者外，本公司或其任何附屬公司於本年度任何時間概無訂立任何安排，致使任何董事及主要行政人員、彼等各自之配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債務證券（包括債券）而獲益。

企業管治

本公司所採納企業管治常規之詳情載於本年報第14頁至第31頁之「企業管治報告」一節。

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之草擬稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由三名獨立非執行董事戴文泰先生、林婉雯女士及符恩明先生組成。戴文泰先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零二一年十二月三十一日止年度之財務報表。

REPORT OF THE DIRECTORS

董事會報告

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the INEDs a written annual confirmation of independence pursuant to rule 5.09 of the GEM Listing Rules. Based on such confirmation, the Board considers all of the INEDs are independent.

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of Directors since the date of the 2021 interim report required to be disclosed pursuant to Rule 17.50A(1) of the Listing Rules are as follows:

- (1) Mr. Choi Pun Lap was appointed as an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), the issued shares of which are listed on GEM of the Stock Exchange with effect from 30 September 2021.
- (2) Mr. Fu Yan Ming was appointed as an independent non-executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366), the issued shares of which are listed on GEM of the Stock Exchange with effect from 21 October 2021.
- (3) Mr. Tai Man Tai was appointed as an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company with effect from 1 October 2021.
- (4) Ms. Lam Yuen Man Maria was appointed as an independent non-executive director of Century Group International Holdings Limited (stock code: 2113), the issued shares of which are listed on the main board of the Stock Exchange with effect from 8 October 2021.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2021.

SUFFICIENCY OF PUBLIC FLOAT

As at the date of this report, the Company has complied with the public float requirement under rule 11.23 of the GEM Listing Rules.

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出有關獨立性之年度確認書。根據有關確認書，董事會認為全體獨立非執行董事均為獨立人士。

董事資料的變動

自二零二一年中期報告日期以來，根據上市規則第17.50A(1)條須予披露之董事資料之變動載列如下：

- (1) 蔡本立先生已獲委任為浙江聯合投資控股集團有限公司(股份代號：8366)執行董事，其已發行股份於聯交所GEM上市，自二零二一年九月三十日起生效。
- (2) 符恩明先生已獲委任為浙江聯合投資控股集團有限公司(股份代號：8366)獨立非執行董事，其已發行股份於聯交所GEM上市，自二零二一年十月二十一日起生效。
- (3) 戴文泰先生已獲委任為獨立非執行董事、本公司審核委員會、薪酬委員會及提名委員會成員，自二零二一年十月一日起生效。
- (4) 林婉雯女士已獲委任為世紀集團國際控股有限公司(股份代號：2113)獨立非執行董事，其已發行股份於聯交所主板上市，自二零二一年十月八日起生效。

購買、出售或贖回本公司上市證券

截至二零二一年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

充足公眾持股量

於本報告日期，本公司已遵守GEM上市規則第11.23條項下之公眾持股量規定。

REPORT OF THE DIRECTORS

董事會報告

CONNECTED AND RELATED PARTY TRANSACTION

Details of the related party transactions entered into by the Group during the year ended 31 December 2021 are set out in note 27 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of the Company, the Directors shall be entitled to be indemnified out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur in or about the execution of the duty of their respective offices or in relation thereto.

The Company has arranged appropriate insurance cover for the Directors, the company secretary of the Company and officers of the Company for the financial period ended 25 April 2021. Due to an inadvertent error or negligence on handling the renewal of the appropriate insurance, the Company has already arranged appropriate insurance cover on 1 March 2022.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2019, 2010 and 2021 were audited by Baker Tilly Hong Kong Limited.

Baker Tilly Hong Kong Limited retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of Baker Tilly Hong Kong Limited as auditor of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Chung Man Lai
Executive Director

23 March 2022

關連方交易

於截至二零二一年十二月三十一日止年度，本集團訂立的關連方交易詳情載於綜合財務報表附註27。就董事所深知，該等關連方交易並不構成根據GEM上市規則須予披露的關連交易。

獲准許彌償條文

根據本公司細則，董事有權從本公司資產中獲得彌償，以彌償彼等或彼等任何人士於執行各自職務或與此有關的職責時可能蒙受或產生的所有訴訟、成本、收費、損失、損害及開支。

截至二零二一年四月二十五日止財務期間，本公司已為董事、本公司公司秘書及本公司高級職員安排適當的保險。由於無心之失或疏忽處理適當的保險續期，本公司已於二零二二年三月一日安排適當的保險。

核數師

本集團截至二零一九年、二零二零年及二零二一年十二月三十一日止年度之綜合財務報表乃由天職香港會計師事務所有限公司審核。

天職香港會計師事務所有限公司退任後符合資格獲續聘。有關續聘天職香港會計師事務所有限公司為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

執行董事
鍾文禮

二零二二年三月二十三日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



Independent auditor's report to the shareholders of
Aurum Pacific (China) Group Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of Aurum Pacific (China) Group Limited and its subsidiaries (together the "Group") set out on pages 57 to 167, which comprise the consolidated statement of financial position as at 31 December 2021, 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 consolidated financial position of the Group as at 31 December 2021 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSAs") issued by the HKICPA. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the consolidated financial statements" section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code") and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致奧栢中國集團有限公司股東之

獨立核數師報告

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審計列載於第57頁至167頁奧栢中國集團有限公司及其附屬公司(以下統稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零二一年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)所頒佈之《香港財務報告準則》(「香港財務報告準則」)真實公平地反映 貴集團於二零二一年十二月三十一日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及綜合現金流量,並已根據香港公司條例之披露規定妥為編製。

意見之基礎

我們已根據香港會計師公會頒佈之《香港審計準則》(「香港審計準則」)進行審計。我們報告中「核數師對審計綜合財務報表之責任」一節進一步描述我們在該等標準下之責任。我們根據香港會計師公會之專業會計師職業道德守則(「守則」)獨立於 貴集團,而我們亦根據守則履行其他道德責任。我們相信,我們所獲得之審計憑能充足及適當地為我們之審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

主要審計事項

根據我們之專業判斷，主要審計事項為該等對本期綜合財務報表審計最重要之事項。該等事項是在我們對綜合財務報表進行審計之整體情況下處理，並就此得出意見，而我們並不就該等事項獨立提出意見。

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on goodwill

與商譽之減值測試有關之主要判斷

Refer to Notes 2(e), 2(i)(iii) and 13 of the consolidated financial statements

請參閱綜合財務報表附註2(e)、2(i)(iii)及13

As at 31 December 2021, the Group has recognised goodwill of HK\$20,236,000 in relation to software platform business in Hong Kong.

於二零二一年十二月三十一日，貴集團已就於香港的軟件平台業務確認商譽20,236,000港元。

The determination as to whether goodwill was impaired involved significant management judgement and estimates. There is a risk that the carrying amount of goodwill may not be recoverable in full through the expected value-in-use future cash flows to be generated from the relevant cash-generating unit ("CGU") to which the goodwill has been allocated.

釐定商譽減值是否涉及重大管理判斷及估計。存在商譽之賬面值未能通過分配予該商譽的相關現金產生單位（「現金產生單位」）產生的未來現金流量的預期使用價值全部收回的風險。

Our audit procedures in this area included, amongst others: 我們在此方面之審計程序包括（其中包括）：

- evaluating and challenging the reasonableness on the key assumptions and methodologies used by the management, in particular those relating to the revenue growth rate, pre-tax discount rate;
- 評估及質疑管理層所使用之主要假設及方法之合理性，特別是與收益增長率及稅前貼現率有關之假設及方法；
- assessing and challenging the cash flow projections approved by the management, including assessing historical accuracy of management's estimates and comparing historic actual results to those budgeted to assess the quality of management's forecasting;
- 評估及質疑管理層所批准之現金流量預測，包括評估管理層過往估計之準確性，並將過往實際結果與該等預算進行比較以評估管理層預測之質量；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Key judgements relating to the impairment testing on goodwill (Continued)

與商譽之減值測試有關之主要判斷 (續)

Refer to Notes 2(e), 2(i)(iii) and 13 of the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(e)、2(i)(iii)及13 (續)

The assessment of the recoverable amount of goodwill is based on the valuation methodology, including discount rates and revenue growth rates, in estimate the future business' prospect and forecast business performance of the CGU to which goodwill has been allocated.

商譽之可收回金額評估乃基於有關估值方法，包括貼現率及收益增長率，以估計未來業務前景及已獲分配商譽的現金產生單位的預期業務表現。

We identified the impairment assessment of goodwill as a key audit matter because of its significance to the Group's consolidated financial statements and the significant degree of management judgement and estimation involved, particularly in the determination of the assumptions used in the calculation of the recoverable amount.

由於商譽的減值評估對 貴集團綜合財務報表的重要性及涉及管理層的重大程度判斷及估計，特別是於確定計算可回收金額時所使用的假設，因此我們將商譽減值評估確定為主要審計事項。

- assessing the robustness of the forecasts to changes in assumptions, including operation growth beyond the 2022 detailed forecast, long-term growth rates and discount rates used in the discounted cash flow model for impairment testing on the carrying amount of the goodwill; and
- 評估預測對假設變化之穩健性，包括二零二二年詳細預測以外之業務增長、長期增長率及就商譽賬面值進行減值測試於貼現現金流模型所使用貼現率；及
- assessing the adequacy of the disclosures relating to those assumptions to which the outcome of the impairment test is the most sensitive, that is, those that have the most significant effect on the determination of the recoverable amount of goodwill.
- 評估該等與減值測試結果最敏感之假設 (即該等對確定商譽可收回金額具有最顯著影響之假設) 有關之披露是否充分。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Valuation and impairment loss of loans and interest receivables

應收貸款及利息之估值及減值虧損

Refer to Notes 2(i)(i), 2(k), 7, 16 and 26(a) of the consolidated financial statements

請參閱綜合財務報表附註2(i)(i)、2(k)、7、16及26(a)

The Group has developed its money lending business in Hong Kong as a separate major line of business of the Group and recognised loans and interest receivables recorded initially at fair value and subsequently at amortised cost in the consolidated statement of financial position.

貴集團已將其於香港的貸款業務發展為 貴集團的一項獨立主要業務及於綜合財務狀況表中確認初步以公平值入賬及其後以攤銷成本入賬之應收貸款及利息。

In September 2021, the Group's management decided to cease operations of the money lending business in view of keen market competition and the challenging environment with the risks associated with the possible default by the loan borrowers and which constituted a discontinued operation in the current year as disclosed in note 7.

於二零二一年九月，鑒於激烈的市場競爭及具有挑戰性的環境以及貸款借款人可能違約的風險，本集團管理層決定終止經營貸款業務，而此構成附註7所披露之本年度已終止經營業務。

As at 31 December 2021, the net carrying amounts of the loans receivable and interest receivables were HK\$4,908,000 (2020: HK\$76,610,000) and HK\$Nil (2020: HK\$6,156,000), net of loss allowance of HK\$89,558,000 (2020: HK\$18,735,000) and HK\$10,247,000 (2020: HK\$3,356,000) respectively.

於二零二一年十二月三十一日，應收貸款及應收利息之賬面淨值分別為4,908,000港元（二零二零年：76,610,000港元）及零港元（二零二零年：6,156,000港元），扣除虧損撥備分別為89,558,000港元（二零二零年：18,735,000港元）及10,247,000港元（二零二零年：3,356,000港元）。

Our audit procedures in this area included, amongst others: 我們在此方面之審計程序包括（其中包括）：

- obtaining and reviewing the sample of loan agreements and agreeing the principal amounts, interest rates, maturity dates and other information to the Group's accounting records;
- 獲取及審查貸款協議樣本並確認 貴集團會計記錄中之本金、利率、到期日及其他資料；
- testing of controls designed and applied in the process of monitoring repayment status;
- 對監察還款狀態之過程中所設計及應用之控制進行測試；
- assessing the effectiveness of key controls over the application of the impairment methodology, the governance for the ECL models, inputs and assumptions used by the Group in calculating the ECL;
- 評估主要控制措施對應用減值方法、預期信貸虧損模式之管治、 貴集團在計算預期信貸虧損時使用之輸入數據及假設之有效性；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項 (續)

The Key Audit Matter

主要審計事項

How the matter was addressed in our audit

我們於審計中處理該事項之方法

Valuation and impairment loss of loans and interest receivables (Continued)

應收貸款及利息之估值及減值虧損 (續)

Refer to Notes 2(i)(i), 2(k), 7, 16 and 26(a) of the consolidated financial statements (Continued)

請參閱綜合財務報表附註2(i)(i)、2(k)、7、16及26(a) (續)

The measurement of expected credit losses ("ECL") requires the application of significant judgements which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL model such as the probabilities of default, loss given default, expected future cash flows and forward-looking macroeconomic factors, especially taken into account the impact of prolonged COVID-19 pandemic.

預期信貸虧損 (「預期信貸虧損」) 之計量要求應用重大判斷，其包括識別信貸質量顯著惡化之風險，以及預期信貸虧損模式中使用之假設，例如違約可能性、違約損失、預期未來現金流量及前瞻性之宏觀經濟因素，特別考慮COVID-19疫情延續的影響。

Due to the significant deterioration of loans and interest receivables with impairment loss of HK\$77,714,000 during the year ended 31 December 2021 and inherent uncertainty involved in such estimates, we considered this as a key audit matter.

由於截至二零二一年十二月三十一日止年度應收貸款及利息嚴重惡化 (減值虧損77,714,000港元) 及有關估計涉及固有不确定性，我們認為此乃一項主要審計事項。

- assessing the reasonableness of the Group's ECL models and the Group's criteria for assessing if there has been a significant increase in credit risk, default or credit-impaired, including the additional measures arising from prolonged COVID-19 pandemic, and so allowances for financial assets should be measured on a lifetime ECL basis and the qualitative assessment;
- 評估 貴集團預期信貸虧損模式及 貴集團判斷信貸風險、違約或信貸減值 (包括為應對COVID-19疫情延續採取的額外措施) 是否已顯著增加，致使金融資產之撥備是否應按永久預期信貸虧損基準計量之條件及定性評估之合理性；
- recalculation of loan interest income recognised on a sample basis; and
- 抽樣重新計算確認之貸款利息收入；
- reviewing any subsequent settlement records and corroborating enquiries with the management to assess the adequacy of provisions against any unsettled past-due balances.
- 審查其後之任何結算記錄，並向管理層詢問確認不就任何未結算逾期餘額評估撥備是否充足之原因。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

其他資料

董事負責其他資料。其他資料包括年報內所載之所有資料，但不包括綜合財務報表及我們就該等報表所作出之核數師報告。

我們對綜合財務報表之意見不包括其他資料，而我們並不就此發表任何形式之保證結論。

有關我們對綜合財務報表之審計，我們之責任是閱讀其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審計中所獲悉之情況具有重大不一致之情況，或可能以其他方式被重大錯誤陳述。

倘根據我們所進行之工作，我們認為此其他資料存有重大錯誤陳述，則我們須報告該事實。我們於該方面並無任何須予報告之事項。

董事及治理層就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實而公平反映之綜合財務報表，及落實其認為編製綜合財務報表所必要之內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致之重大錯誤陳述。

在編製綜合財務報表時，董事有責任評估 貴集團持續經營能力、披露（如適用）與持續經營有關之事項及使用持續經營為會計基準，除非董事擬將 貴集團清盤或終止經營業務，或須強迫進行清盤或終止經營業務而並無實際之替代方法。

該等治理層負責監察 貴集團之財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. 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 HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師對審計綜合財務報表之責任

我們之目標是就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述獲得合理保證以及出具包括我們意見之核數師報告。本報告僅向閣下(作為一個團體)作出,除此之外不得用於其他用途。我們並不會就本報告之內容向任何人士承擔或負上任何責任。

合理保證是一種高水平之保證,但概不保證根據香港審計準則所進行之審計一定能發現存在之重大錯誤陳述。錯誤陳述可能是由於欺詐或錯誤而導致,並且若其(個別或共同地)可合理預期會影響用戶根據該等綜合財務報表所作出之經濟決定,則被視為重大錯誤陳述。

作為根據香港審計準則進行審計之一部分,我們在審計期間作出專業判斷及秉持專業之懷疑態度。我們亦:

- 察悉及評估綜合財務報表之重大錯誤陳述風險(無論是由於欺詐或錯誤而導致),設計及執行審計程序以回應該等風險,並獲得充足及適當之審計證據,為我們之意見提供基礎。未能發現因欺詐而導致之重大錯誤陳述之風險高於因錯誤而導致之重大錯誤陳述之風險,原因為欺詐可能涉及串謀、偽造、故意遺漏、錯誤陳述或僭越內部監控。
- 了解與審計相關之內部監控,以設計適合該情況之審計程序,但目的並非對貴集團內部監控之有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

核數師對審計綜合財務報表之責任 (續)

- 評估董事採用之會計政策是否恰當以及所作出的會計估計及相關披露是否合理。
- 就董事使用持續經營會計基礎之適當性作出總結，並根據所獲得之審計證據，確定是否存在可能對 貴集團持續經營能力產生重大疑慮之有關事件或情況之重大不確定性。倘我們斷定存在重大不確定性，我們須在核數師報告中提請注意綜合財務報表之相關披露，或倘該等披露不充分，我們須修改我們之意見。我們之結論乃基於截至核數師報告日期止獲得之審計證據。然而，未來事件或情況可能導致 貴集團終止持續經營。
- 評估綜合財務報表 (包括該等披露) 的整體呈列方式、結構及內容，以及綜合財務報表是否公允呈列反映相關交易及事項。
- 就 貴集團內各實體或業務活動之財務資料獲取充足適當之審計證據，以對綜合財務報表發表意見。我們負責 貴集團審核之指導、監督及執行工作。我們對審計意見承擔全部責任。

我們與治理層就有關 (其中包括) 計劃之審計範圍及時間安排以及重大審計發現 (包括我們在審計期間發現內部監控之任何重大缺陷) 進行溝通。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

The engagement director on the audit resulting in this independent auditor's report is Choi Kwong Yu.

Baker Tilly Hong Kong Limited

Certified Public Accountants

Hong Kong, 23 March 2022

Choi Kwong Yu

Practising certificate number P05071

核數師對審計綜合財務報表之責任 (續)

我們亦就遵守關於獨立性之相關職業道德要求向治理層提供聲明，並就可能被合理認為影響我們獨立性之所有關係及其他事項以及為消除威脅而採取的行動或應用的防範措施（如適用）與治理層進行溝通。

從與治理層溝通之事項中，我們確定該等對當期綜合財務報表審計最為重要並因而構成主要審計事項的事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極其罕見情況下，倘合理預期在核數師報告中溝通某事項造成之負面後果超過其產生之公眾利益，則我們確定不應在核數師報告中溝通該事項。

此獨立核數師報告之審計項目總監為蔡光裕。

天職香港會計師事務所有限公司

執業會計師

香港，二零二二年三月二十三日

蔡光裕

執業證書編號P05071

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|----------------|------------|----------------------------------|--|
| Continuing operations | 持續經營業務 | | | |
| Revenue | 收益 | 3 | 20,258 | 20,730 |
| Cost of sales | 銷售成本 | | (11,889) | (11,699) |
| Gross profit | 毛利 | | 8,369 | 9,031 |
| Other income, net | 其他收入淨額 | 4 | 11,640 | 2,974 |
| Administrative expenses | 行政開支 | | (21,002) | (49,333) |
| Research and development expenses | 研發開支 | | (5,083) | (4,803) |
| Selling and distribution expenses | 銷售及分銷開支 | | (2,230) | (2,193) |
| Impairment loss on intangible assets | 無形資產減值虧損 | 12 | – | (19,003) |
| Impairment loss on goodwill | 商譽減值虧損 | 13 | – | (19,555) |
| Loss from operations | 經營虧損 | | (8,306) | (82,882) |
| Finance costs | 融資成本 | 5(a) | (1,456) | (1,828) |
| Loss before taxation | 除稅前虧損 | 5 | (9,762) | (84,710) |
| Income tax (expense)/credit | 所得稅(開支)/抵免 | 6 | (1,215) | 5,158 |
| Loss for the year from continuing operations | 持續經營業務之年度虧損 | | (10,977) | (79,552) |
| Discontinued operation | 已終止經營業務 | | | |
| Loss for the year from discontinued operation | 已終止經營業務之年度虧損 | 7 | (77,009) | (8,445) |
| Loss for the year | 年度虧損 | | (87,986) | (87,997) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|-------------------------------|----------------|------------|----------------------------------|--|
| Attributable to: | 以下人士應佔： | | | |
| Owners of the Company | 本公司擁有人 | | | |
| – From continuing operations | – 來自持續經營業務 | | (6,328) | (63,166) |
| – From discontinued operation | – 來自已終止經營業務 | | (77,009) | (8,445) |
| | | | (83,337) | (71,611) |
| Non-controlling interests | 非控股權益 | | | |
| – From continuing operations | – 來自持續經營業務 | | (4,649) | (16,386) |
| – From discontinued operation | – 來自已終止經營業務 | | – | – |
| | | | (4,649) | (16,386) |
| Loss for the year | 年度虧損 | | (87,986) | (87,997) |
| Loss per share | 每股虧損 | 10 | | |
| Basic and diluted (HK cents) | 基本及攤薄 (港仙) | | | |
| – From continuing operations | – 來自持續經營業務 | | (0.50) | (4.97) |
| – From discontinued operation | – 來自已終止經營業務 | | (6.05) | (0.66) |
| | | | (6.55) | (5.63) |

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|--|---|----------------------------------|--|
| Loss for the year | | (87,986) | (87,997) |
| Other comprehensive income/(expense) for the year, net of nil tax | | | |
| Items that may be reclassified subsequently to profit or loss: | 年度其他全面收益／(開支)， 經扣除零稅項 其後可能重新分類至損益之 項目： | | |
| – Exchange differences on translation of financial statements of foreign operations | – 換算外國業務財務報表之 匯兌差額 | 37 | 94 |
| – Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary | – 取消註冊一間附屬公司後 由權益重新分類至損益之 累計匯兌虧損 | 5(c) – | 169 |
| – Cumulative exchange gain reclassified from equity to profit or loss upon disposal of subsidiaries | – 出售附屬公司後由權益 重新分類至損益之累計 匯兌收益 | 29(c) – | (2) |
| Item that will not be reclassified to profit or loss: | 其後將不會重新分類至損益之 項目： | | |
| – Loss on disposal of equity investments measured at fair value through other comprehensive income (“FVOCI”) | – 出售按公平值計入其他全面 收益(「FVOCI」)計量之 股本投資之虧損 | – | (152) |
| | | 37 | 109 |
| Total comprehensive expense for the year | 年度全面開支總額 | (87,949) | (87,888) |

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|-----------------|----------------------------------|--|
| Attributable to: | | | |
| Owners of the Company | 以下人士應佔： | | |
| – From continuing operations | 本公司擁有人 | | |
| – From discontinued operation | –來自持續經營業務 | (6,306) | (63,093) |
| | –來自已終止經營業務 | (77,009) | (8,445) |
| | | (83,315) | (71,538) |
| Non-controlling interests | 非控股權益 | | |
| – From continuing operations | –來自持續經營業務 | (4,634) | (16,350) |
| – From discontinued operation | –來自已終止經營業務 | – | – |
| | | (4,634) | (16,350) |
| Total comprehensive expense for the year | 年度全面開支總額 | (87,949) | (87,888) |

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

| | | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|------------------|------------|----------------------------------|----------------------------------|
| | | Note 附註 | | |
| Non-current assets | 非流動資產 | | | |
| Property, plant and equipment | 物業、廠房及設備 | 11 | 268 | 34,796 |
| Intangible assets | 無形資產 | 12 | – | 2,760 |
| Goodwill | 商譽 | 13 | 20,236 | 20,236 |
| Right-of-use assets | 使用權資產 | 14 | 1,240 | 528 |
| Deferred tax assets | 遞延稅項資產 | 22(b) | – | 1,248 |
| | | | 21,744 | 59,568 |
| Current assets | 流動資產 | | | |
| Trade and other receivables | 應收賬款及其他應收款 | 15 | 5,235 | 13,770 |
| Loans receivable | 應收貸款 | 16 | 4,908 | 76,610 |
| Interest receivables | 應收利息 | 16 | – | 6,156 |
| Cash and cash equivalents | 現金及現金等值物 | 17 | 3,791 | 3,415 |
| | | | 13,934 | 99,951 |
| Current liabilities | 流動負債 | | | |
| Trade and other payables | 應付賬款及其他應付款 | 18 | 1,992 | 3,202 |
| Contract liabilities | 合約負債 | 19 | 4,652 | 3,830 |
| Interest-bearing borrowings | 付息借款 | 20 | 908 | 37,060 |
| Lease liabilities | 租賃負債 | 21 | 734 | 543 |
| Current tax payable | 應付即期稅項 | 22(a) | – | 53 |
| | | | 8,286 | 44,688 |
| Net current assets | 流動資產淨值 | | 5,648 | 55,263 |
| Total assets less current liabilities | 資產總值減流動負債 | | 27,392 | 114,831 |

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2021 於二零二一年十二月三十一日
(Expressed in Hong Kong dollars) (以港元列示)

| | | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---------------------|------------|----------------------------------|----------------------------------|
| Non-current liabilities | 非流動負債 | | | |
| Lease liabilities | 租賃負債 | 21 | 510 | – |
| | | | 510 | – |
| NET ASSETS | 資產淨值 | | 26,882 | 114,831 |
| Capital and reserves | 資本及儲備 | | | |
| Share capital | 股本 | 25(a) | 50,906 | 50,906 |
| Reserves | 儲備 | | (19,531) | 63,784 |
| Total equity attributable to owners of the Company | 本公司擁有人應佔權益總額 | | 31,375 | 114,690 |
| Non-controlling interests | 非控股權益 | | (4,493) | 141 |
| TOTAL EQUITY | 權益總額 | | 26,882 | 114,831 |

Approved and authorised for issue by the board of directors on 23 March 2022.

董事會於二零二二年三月二十三日批准及授權刊發。

Choi Pun Lap

蔡本立

Director

董事

Chung Man Lai

鍾文禮

Director

董事

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | Attributable to owners of the Company 本公司擁有人應佔 | | | | | | | | | | | |
|--|---|--|---|--|--|--|--|---|--------------------------------|---|--------------------------------|----------|
| | Share capital 股本 HK\$'000 千港元 | Share premium 股份溢價 HK\$'000 千港元 (note 附註 25(b)(i)) | Capital reserve 資本儲備 HK\$'000 千港元 (note 附註 25(b)(ii)) | Capital surplus 資本盈餘 HK\$'000 千港元 (note 附註 25(b)(iii)) | Exchange reserve 匯兌儲備 HK\$'000 千港元 (note 附註 25(b)(iv)) | Fair value reserve (non-recycling) 公平價值儲備 (不可迴轉) HK\$'000 千港元 | Other reserve 其他儲備 HK\$'000 千港元 (note 附註 25(b)(v)) | Accumulated losses 累計虧損 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | Non-controlling interests 非控股權益 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | |
| Balance at 1 January 2020 | 於二零二零年一月一日 之結餘 | 50,906 | 381,490 | 2,427 | 16,699 | (291) | (348) | (99) | (264,240) | 186,544 | 16,175 | 202,719 |
| Changes in equity for 2020: | 二零二零年之權益變動: | | | | | | | | | | | |
| Loss for the year | 年度虧損 | - | - | - | - | - | - | - | (71,611) | (71,611) | (16,386) | (87,997) |
| Other comprehensive income/(expense) for the year, net of nil tax | 年度其他全面收益/ (開支), 經扣除零稅項 | | | | | | | | | | | |
| - Exchange differences on translation of financial statements of foreign operations | - 換算外國業務財務報表之匯兌差額 | - | - | - | - | 58 | - | - | - | 58 | 36 | 94 |
| - Cumulative exchange loss reclassified to profit or loss upon deregistration of a subsidiary | - 取消註冊一間附屬公司後重新分類至損益之累計匯兌虧損 | - | - | - | - | 169 | - | - | - | 169 | - | 169 |
| - Cumulative exchange gain reclassified to profit or loss upon disposal of subsidiaries | - 出售附屬公司後重新分類至損益之累計匯兌收益 | - | - | - | - | (2) | - | - | - | (2) | - | (2) |
| - Loss on disposal of equity investments measured at FVOCI | - 出售按FVOCI計量之股本投資之虧損 | - | - | - | - | - | - | - | (152) | (152) | - | (152) |
| Total comprehensive income/(expense) for the year | 年度全面收益/(開支)總額 | - | - | - | - | 225 | - | - | (71,763) | (71,538) | (16,350) | (87,888) |
| Transfer of fair value reserve (non-recycling) upon the disposal of equity investments measured at FVOCI | 於出售按FVOCI計量之股本投資後轉撥公平價值儲備(不可迴轉) | - | - | - | - | - | 348 | - | (348) | - | - | - |
| Acquisition of a non-controlling interest | 收購非控股權益 | - | - | - | - | - | - | (316) | - | (316) | 316 | - |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 50,906 | 381,490 | 2,427 | 16,699 | (66) | - | (415) | (336,351) | 114,690 | 141 | 114,831 |
| Changes in equity for 2021: | 二零二一年之權益變動: | | | | | | | | | | | |
| Loss for the year | 年度虧損 | - | - | - | - | - | - | - | (83,337) | (83,337) | (4,649) | (87,986) |
| Other comprehensive income for the year, net of nil tax | 年度其他全面收益, 經扣除零稅項 | | | | | | | | | | | |
| - Exchange differences on translation of financial statements of foreign operations | - 換算外國業務財務報表之匯兌差額 | - | - | - | - | 22 | - | - | - | 22 | 15 | 37 |
| Total comprehensive income/(expense) for the year | 年度全面收益/(開支)總額 | - | - | - | - | 22 | - | - | (83,337) | (83,315) | (4,634) | (87,949) |
| Transfer of reserves upon disposal of a subsidiary | 於出售一間附屬公司時轉撥儲備 | - | - | - | - | - | - | 313 | (313) | - | - | - |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 50,906 | 381,490 | 2,427 | 16,699 | (44) | - | (102) | (420,001) | 31,375 | (4,493) | 26,882 |

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|--------------------------------|----------------------------------|--|
| Operating activities | 經營活動 | | |
| Loss before taxation | 除稅前虧損 | | |
| – From continuing operations | – 來自持續經營業務 | (9,762) | (84,710) |
| – From discontinued operation | – 來自已終止經營業務 | (77,009) | (8,445) |
| Adjustments for: | 調整： | | |
| – Amortisation of intangible assets | – 無形資產攤銷 | – | 12,272 |
| – Bank interest income | – 銀行利息收入 | –* | (3) |
| – Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary | – 取消註冊一間附屬公司後由權益重新分類至損益之累計匯兌虧損 | – | 169 |
| – Depreciation of property, plant and equipment | – 物業、廠房及設備折舊 | 3,519 | 6,016 |
| – Depreciation of right-of-use assets | – 使用權資產折舊 | 775 | 1,984 |
| – Effect of foreign exchange rate changes, net | – 匯率變動影響淨額 | 35 | 41 |
| – Finance costs | – 融資成本 | 1,456 | 1,896 |
| – Gain on disposal of subsidiaries, net | – 出售附屬公司之收益淨額 | (2,161) | (185) |
| – Gain on early termination of leases | – 提前終止租賃之收益 | – | (16) |
| – (Gain)/loss on disposal of property, plant and equipment, net | – 出售物業、廠房及設備 (收益) / 虧損淨額 | (9,554) | 1,267 |
| – Impairment loss on deposits | – 按金減值虧損 | 31 | 5,000 |
| – Impairment loss on goodwill | – 商譽減值虧損 | – | 19,555 |
| – Impairment loss on intangible assets | – 無形資產減值虧損 | – | 19,003 |
| – Impairment loss on loans and interest receivables | – 應收貸款及利息減值虧損 | 77,714 | 17,159 |
| – Impairment loss on trade receivables | – 應收賬款減值虧損 | 4 | 5,457 |
| – Write-off of deposits and other receivables | – 撇銷按金及其他應收款 | 4,577 | – |
| – Write-off of intangible assets | – 撇銷無形資產 | 3,680 | 3,000 |
| – Write-off of loans and interest receivables | – 撇銷應收貸款及利息 | – | 96 |
| – Write-off of trade receivables | – 撇銷應收賬款 | – | 1,469 |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|------------|----------------------------------|--|
| Operating (loss)/profit before working capital changes | | | |
| Decrease in contract assets | | (6,695) | 1,025 |
| Decrease/(increase) in trade and other receivables | | - | 3,865 |
| Decrease in loans and interest receivables | | 3,923 | (13,019) |
| Increase in trade and other payables | | 144 | 10,552 |
| Increase/(decrease) in contract liabilities | | 942 | 609 |
| | | 822 | (1,366) |
| Net cash (used in)/generated from operations | | (864) | 1,666 |
| Hong Kong Profits Tax paid | | - | (664) |
| Net cash (used in)/generated from operating activities | | (864) | 1,002 |
| Investing activities | | | |
| Expenditure on projects development | | (920) | (2,760) |
| Interest received | | -* | 3 |
| Net cash (outflow)/inflow from disposal of subsidiaries | 29 | (11) | 1,487 |
| Payment for purchase of property, plant and equipment | | (134) | (325) |
| Proceeds from disposal of property, plant and equipment | | 40,697 | 1,140 |
| Net cash generated from/(used in) investing activities | | 39,632 | (455) |

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2021 截至二零二一年十二月三十一日止年度
(Expressed in Hong Kong dollars) (以港元列示)

| | | Note 附註 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|-------------------------------|------------|----------------------------------|--|
| Financing activities | 融資活動 | | | |
| Capital element of lease rentals paid | 已付租賃租金資本部分 | 17(b) | (787) | (1,687) |
| Interest element of lease rentals paid | 已付租賃租金利息部分 | 17(b) | (28) | (143) |
| Interest paid | 已付利息 | 17(b) | (1,428) | (1,753) |
| Loans repayment to a third party | 向一名第三方償還貸款 | 17(b) | – | (1,000) |
| New loans from third parties | 來自第三方之新貸款 | 17(b) | 908 | 1,900 |
| Repayment of bank loans | 償還銀行貸款 | 17(b) | (37,060) | (4,106) |
| Net cash used in financing activities | 融資活動所用現金淨額 | | (38,395) | (6,789) |
| Net increase/(decrease) in cash and cash equivalents | 現金及現金等值物 增加／(減少)淨額 | | 373 | (6,242) |
| Cash and cash equivalents at 1 January | 於一月一日之現金及現金等值物 | | 3,415 | 9,610 |
| Effect of foreign exchange rate changes | 匯率變動影響 | | 3 | 47 |
| Cash and cash equivalents at 31 December | 於十二月三十一日之現金及 現金等值物 | | 3,791 | 3,415 |

* Below HK\$1,000.

* 低於1,000港元。

The notes on pages 67 to 167 form part of the consolidated financial statements.

第67頁至167頁之附註為本綜合財務報表之組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

1 COMPANY INFORMATION

Aurum Pacific (China) Group Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. On 8 October 2021, the principal place of business of the Company was changed from 21st Floor, Henan Building, 90 Jaffe Road, Wanchai, Hong Kong to Unit 511, 5/F, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui East, Hong Kong. Subsequent to end of the reporting period, the Company’s principal place of business has been further changed to Room A6-D, 12/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong on 11 March 2022.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 29(a).

The consolidated financial statements for the year ended 31 December 2021 comprise the Company and its subsidiaries (together the “Group”).

The consolidated financial statements are presented in thousands of units of Hong Kong dollars (“HK\$’000”) unless otherwise stated. Hong Kong dollars (“HK\$”) is the Company’s functional currency and the Group’s presentation currency.

2 SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

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

1 公司資料

奧栢中國集團有限公司（「本公司」）為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司（「聯交所」）GEM上市。本公司註冊辦事處之地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands。於二零二一年十月八日，本公司主要營業地點已由香港灣仔謝斐道90號豫港大廈21樓變更為香港尖沙咀東科學館道1號康宏廣場5樓511室。於報告期結束後，於二零二二年三月十一日，本公司主要營業地點已進一步更改為香港九龍荔枝角青山道489-491號香港工業中心A座12樓A6-D室。

本公司為投資控股公司。其附屬公司之主要業務列載於附註29(a)。

截至二零二一年十二月三十一日止年度綜合財務報表涵蓋本公司及其附屬公司（統稱為「本集團」）。

除另有註明外，綜合財務報表以千港元（「千港元」）呈列。港元（「港元」）為本公司之功能貨幣及本集團之呈列貨幣。

2 主要會計政策

(a) 遵例聲明

此等綜合財務報表已根據由香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）（包括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」）及詮釋之統稱）、香港公認會計原則及香港公司條例之披露規定而編製。該等綜合財務報表亦遵守聯交所GEM證券上市規則（「GEM上市規則」）之適用披露條文。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(a) *Statement of compliance (Continued)*

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2(c) provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these consolidated financial statements.

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

(b) *Basis of preparation of the consolidated financial statements*

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis.

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

2 主要會計政策 (續)

(a) *遵例聲明 (續)*

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可提前採用之香港財務報告準則修訂本。首次應用該等發展所引致本集團本會計期間之任何會計政策變動已於該等綜合財務報表內反映，有關資料載列於附註2(c)。

本集團所採納之主要會計政策概要載列如下。

(b) *編製綜合財務報表之基準*

編製綜合財務報表所用之計量基準為歷史成本基準。

編製符合香港財務報告準則之綜合財務報表，需要管理層作出判斷、估計及假設，而此等判斷、估計及假設會影響政策之採用，以及資產、負債、收入與開支之呈報金額。該等估計及相關假設乃以過往經驗及認為在有關情況下屬合理之多個其他因素為基礎，有關結果會成為就無法從其他來源明確得知之資產及負債賬面值作出判斷時之基礎。實際結果可能有別於該等估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(b) Basis of preparation of the consolidated financial statements (Continued)

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 31.

(c) Changes in accounting policies

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current accounting period of the Group:

- | | |
|---|--|
| – Amendment to HKFRS 16 | “COVID-19 – Related Rent Concessions” |
| – Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16 | “Interest Rate Benchmark Reform – Phase 2” |

None of these developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period (see note 32).

2 主要會計政策 (續)

(b) 編製綜合財務報表之基準 (續)

估計及相關假設會持續檢討。倘會計估計修訂只會影響作出有關修訂之會計期間，則會計估計修訂會在有關期間內確認；但倘修訂對當期及未來期間均有影響，則會在作出有關修訂之期間及未來期間確認。

管理層採用香港財務報告準則時所作對綜合財務報表有重大影響之判斷，以及估計不明朗因素之主要來源，會在附註31內討論。

(c) 更改會計政策

香港會計師公會已頒佈下列於本集團本會計期間首次生效之香港財務報告準則修訂本：

- | | |
|--|------------------|
| – 香港財務報告準則第16號修訂本 | 「COVID-19相關租金寬減」 |
| – 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號修訂本 | 「利率基準改革—第二階段」 |

該等發展對本集團當前或過往期間業績及財務狀況之編製或呈列方式並無重大影響。本集團並無採用於本會計期間尚未生效的任何新準則或詮釋(見附註32)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests*

Subsidiaries are entities 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

2 主要會計政策 (續)

(d) *附屬公司及非控股權益*

附屬公司指本集團控制之實體。倘本集團因參與某實體之營運而承擔其可變回報的風險或有權享有其可變回報，並能夠運用其對實體之權力影響該等回報，則本集團控制該實體。在評估本集團是否擁有控制權時，僅考慮實質權利 (由本集團及其他方持有)。

於附屬公司之投資自控制權開始日期直至控制權終止日期合併入綜合財務報表內。集團內公司間之結餘及交易與現金流量，以及集團內公司間交易所產生之任何未變現溢利，在編製綜合財務報表時均全數對銷。集團內公司間交易所產生之未變現虧損則僅在無出現減值證據之情況下，以與對銷未變現收益相同之方法對銷。

非控股權益指並非本公司直接或間接應佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而可能導致本集團整體須就符合金融負債定義之該等權益承擔訂約責任。就每項業務合併而言，本集團可選擇按附屬公司的可辨別資產淨值的公平值或非控股權益所佔附屬公司可辨別資產淨值的比例計量任何非控股權益。



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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests* (Continued)

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to equity owners of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity owners of the Company.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 2(i)(iii)).

2 主要會計政策 (續)

(d) *附屬公司及非控股權益 (續)*

非控股權益呈列於綜合財務狀況表中之權益內，與本公司權益擁有人應佔權益分開呈列。本集團業績中之非控股權益乃呈列於綜合損益表以及綜合損益及其他全面收益表，作為年度溢利或虧損總額及全面收益總額在本公司非控股權益及權益擁有人之間之分配。

倘本集團於附屬公司之權益變動並無導致其喪失控制權，則會按股本交易入賬，並調整綜合權益項目內之控股及非控股權益金額，以反映相關權益之變動，但不會調整商譽，亦不會確認收益或虧損。

當本集團喪失對一間附屬公司之控制權，將按出售該附屬公司之所有權益入賬，而所產生之收益或虧損將於損益內確認。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬 (見附註2(i)(iii))。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill

Goodwill represents the excess of:

- (i) the aggregate of the fair value of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the Group's previously held equity interest in the acquiree; over
- (ii) the net fair value of the acquiree's identifiable assets and liabilities measured as at the acquisition date.

When (ii) is greater than (i), then this excess is recognised immediately in profit or loss as a gain on a bargain purchase.

Goodwill is carried at cost less accumulated impairment losses. Goodwill arising on a business combination is allocated to each cash-generating unit, or groups of cash generating units, that is expected to benefit from the synergies of the combination and is tested annually for impairment (see note 2(i)(iii)).

On disposal of a cash-generating unit during the year, any attributable amount of purchased goodwill is included in the calculation of the profit or loss on disposal.

2 主要會計政策 (續)

(e) 商譽

商譽指以下兩者之差額：

- (i) 所轉讓代價之公平值、於被收購方之任何非控股權益金額及本集團先前於被收購方所持股本權益之公平值總和；與
- (ii) 被收購方於收購日期計量之可識別資產及負債之公平淨值。

倘(ii)高於(i)，則差額即時於損益內確認為議價收購收益。

商譽按成本減累計減值虧損列值。業務合併產生之商譽分配至預期從合併之協同效益中得益之各現金產生單位或現金產生單位組別，並於每年進行減值測試(見附註2(i)(iii))。

於年內出售現金產生單位時，購置商譽之任何應佔金額會於出售時計入損益。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(f) Property, plant and equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 2(i)(iii)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

| | |
|-------------------------------|---|
| Land and buildings | 12 years |
| Leasehold improvements | 3 to 5 years or over the remaining terms of leases (whichever is shorter) |
| Furniture and fixtures | 4 to 5 years |
| Computers and other equipment | 3 to 4 years |
| Motor vehicles | 5 years |

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 between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

2 主要會計政策 (續)

(f) 物業、廠房及設備

物業、廠房及設備項目按成本減累計折舊及減值虧損列賬(見附註2(i)(iii))。

報廢或出售物業、廠房及設備項目所產生之收益或虧損為出售所得款項淨額與賬面值之差額，並於報廢或出售日期在損益內確認。

物業、廠房及設備項目之折舊按成本減預計殘值(如有)以直線法在其預計可用年期撇銷其成本如下：

| | |
|---------|-----------------------------|
| 土地及樓宇 | 十二年 |
| 租賃物業裝修 | 三至五年 或按餘下租賃期 (以較短者為準) |
| 傢俬及裝置 | 四至五年 |
| 電腦及其他設備 | 三至四年 |
| 汽車 | 五年 |

倘物業、廠房及設備項目之各部分擁有不同可使用年期時，則該項目之成本將按合理基準在不同部分之間分配，且各部分將作單獨折舊。資產之可使用年期及其殘值(如有)均於每年進行檢討。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Expenditure on development activities is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources and the intention to complete development. The expenditure capitalised includes the costs of materials, direct labour, and an appropriate proportion of overheads and borrowing costs, where applicable.

Capitalised development costs are stated at cost less accumulated amortisation and impairment losses (see note 2(i)(iii)). Other development expenditure is recognised as an expense in the period in which it is incurred.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation (where the estimated useful life is finite) and impairment losses (see note 2(i)(iii)). Expenditure on internally generated goodwill and brands is recognised as an expense in the period in which it is incurred.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over the assets' estimated useful lives. The following intangible assets with finite useful lives are amortised from the date when they are available for use and their estimated useful lives are as follows:

| | |
|-------------------|--------------|
| Development costs | 3 years |
| Mobile games | 2 to 5 years |

Both the period and method of amortisation are reviewed annually.

2 主要會計政策 (續)

(g) 無形資產 (商譽除外)

研究活動支出於產生期間確認為開支。倘產品或過程於技術上及商業上可行，且本集團有足夠資源及意向完成開發工作，則開發活動之支出予以資本化。資本化之支出包括原料成本、直接勞工成本及適當比例之經常費用及借款成本 (如適用)。

資本化之開發成本按成本減累計攤銷減值虧損列賬 (見附註2(i)(iii))。其他開發支出於其產生期間確認為開支。

本集團購買之其他無形資產按成本減累計攤銷 (預計有限可用年期) 及減值虧損列賬 (見附註2(i)(iii))。內部產生的商譽及品牌支出於產生期間確認為開支。

具有有限可用年期之無形資產攤銷以直線法在資產預計可用年期自損益中扣除。以下具有有限可用年期之無形資產自其可供使用當日起攤銷，其估計可用年期如下：

| | |
|------|------|
| 開發成本 | 三年 |
| 手機遊戲 | 二至五年 |

每年均會檢討攤銷之期間及方法。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) *Leased assets*

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

Where the contract as a lessee contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

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

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

2 主要會計政策 (續)

(h) *租賃資產*

訂立合約時，本集團評估合約是否為租賃或包含租賃。如果合約轉移於一段時間可控制對已識別資產的使用的權利以換取代價，則合約為租賃或包含租賃。當客戶有權主導該項已識別資產的使用，且從使用中獲取幾乎所有的經濟利益時，控制權被轉移。

倘作為承租人簽訂的合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分拆非租賃組成部分，並對每個租賃組成部分和任何相關的非租賃組成部分作為一項單一的租賃進行會計處理。

於租賃開始日期，本集團確認使用權資產和租賃負債，但租賃期為12個月或以下的短期租賃和低價值資產的租賃除外。當本集團就一項低價值資產訂立租賃時，本集團決定是否以逐項租賃為基礎將租賃資本化。與未資本化的租賃相關的租賃付款在租賃期內有系統地確認為開支。

若租賃被資本化，則租賃負債以租賃期內應付租賃付款的現值進行初步確認，並使用該項租賃的內含利率折現；或如果內含利率無法輕易釐定，則使用相關的增量借款利率。初始確認後，租賃負債以攤銷成本計量，且利息開支則採用實際利率法計算。不取決於指數或利率的可變租賃付款並不包含於租賃負債的計量中，並因此於其產生的會計期間自損益中扣除。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Leased assets (Continued)

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

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are rent concessions that occurred as a direct consequence of the COVID-19 pandemic and met the conditions set out in paragraph 46B of HKFRS 16 "Leases".

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the present value of contractual payments that are due to be settled within twelve months after the reporting period.

2 主要會計政策 (續)

(h) 租賃資產 (續)

當指數或利率變動引起未來租賃付款發生變動；或本集團就餘值擔保下預計應付的金額估計發生變化；或由於重新評估本集團是否合理地行使購買、延期或終止選擇權而產生變化時，租賃負債重新進行計量。當租賃負債以此方式重新計量時，對使用權資產的賬面價值作出相應調整，或倘使用權資產的賬面價值減記至零，則計入損益。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化（「租賃修訂」），且未作為單獨的租賃入賬時，則亦要對租賃負債進行重新計量。在此情況，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修訂生效日重新計量。唯一例外為因COVID-19疫情而直接產生的任何租金減免，且其符合香港財務報告準則第16號「租賃」第46B段所載的條件。

於綜合財務狀況表中，長期租賃負債的流動部分釐定為於報告期後12個月內到期結算的合約付款現值。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(h) Leased assets (Continued)

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see note 2(i)(iii)). Depreciation is calculated to write off the cost of right-of-use assets using the straight-line method over the lease term or where it was likely the Group would obtain ownership of the assets, the life of the assets, as set out in note 2(f).

(i) Credit losses and impairment of assets

(i) Credit losses from financial assets

The Group recognises a loss allowance for expected credit losses ("ECLs") on financial assets measured at amortised cost (including cash and cash equivalents, loans and interest receivables and trade and other receivables).

2 主要會計政策 (續)

(h) 租賃資產 (續)

租賃資本化時已確認的使用權資產按成本進行初始計量，其中包括租賃負債的初始金額加上任何於開始日或之前作出的租賃付款，以及產生的任何初始直接費用。在適用的情況下，使用權資產的成本亦包括將拆卸、搬移相關資產或復原相關資產或資產所在地點的費用估算折現至其現值，減去已收到的租賃優惠。使用權資產隨後按成本減累計折舊和減值虧損列賬（見附註2(i)(iii)）。如附註2(f)所載，折舊以使用直線法於租賃期或資產的可使用年期（如本集團將可能取得資產的所有權）內撇銷使用權資產之成本計算。

(i) 信貸虧損及資產減值

(i) 金融資產之信貸虧損

本集團就按攤銷成本計量之金融資產（包括現金及現金等值物、應收貸款及利息以及應收賬款及其他應收款）確認預期信貸虧損（「預期信貸虧損」）。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive), discounted at original effective interest rate, where the effect of discounting is material.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk. In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs which result from all possible default events over the expected lives of these financial assets. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic conditions at the end of the reporting period.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損以所有預期現金差額之現值(即根據合約應付予本集團之現金流量與本集團預期收取之現金流量之間之差額)計量,倘貼現影響屬重大,則採用原實際利率貼現。

於估計預期信貸虧損時考慮之最長期間為本集團面臨信貸風險之最長合約期間。於計量預期信貸虧損時,本集團會考慮在毋須付出不必要之成本或努力即可獲得之合理可靠資料。此包括有關過往事件、當前狀況及未來經濟狀況預測之資料。

應收賬款之虧損撥備一貫按相等於該等金融資產於預期年內之全部可能違約事件導致之全期預期信貸虧損之金額計量。該等金融資產之預期信貸虧損根據本集團過往信貸虧損經驗採用撥備矩陣進行估計,並根據債務人之特定因素以及就報告期末整體經濟狀況現況及預測之評估作出調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Measurement of ECLs (Continued)

For all other financial assets measured at amortised cost, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial assets since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs. The 12-month ECLs are losses that are expected to result from possible default events within the 12 months after the end of the reporting period.

Significant increases in credit risk

In assessing whether the credit risk of a financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset assessed at the end of the reporting period with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). The Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量 (續)

就所有其他按攤銷成本計量之金融資產而言，本集團確認相等於十二個月預期信貸虧損之虧損撥備，除非自初步確認以來金融資產之信貸風險顯著增加，於此情況下，虧損撥備按相等於全期預期信貸虧損之金額計量。十二個月預期信貸虧損為預期於報告期末後十二個月內之可能違約事件導致之虧損。

信貸風險顯著增加

於評估金融資產之信貸風險是否自初步確認以來顯著增加時，本集團會比較於報告期末所評估之金融資產發生之違約風險與初步確認日期評估之有關風險。作出重新評估時，本集團認為倘借款人不大可能在本集團無追索權採取變現抵押（如持有）行動之情況下向本集團悉數支付其信貸承擔，則將發生違約事件。本集團會考慮合理可靠之定量及定性資料，包括過往經驗及毋須付出不必要之成本或努力即可獲得之前瞻性資料。

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綜合財務報表附註

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Significant increases in credit risk (Continued)

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

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial asset's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial assets, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial assets are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at the end of each reporting period to reflect changes in the financial asset's credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial assets with a corresponding adjustment to their carrying amount through a loss allowance account.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

信貸風險顯著增加 (續)

具體而言，於評估信貸風險是否自初步確認以來顯著增加時，已計及以下資料：

- 未能按合約到期日期支付本金或利息；
- 金融資產外部或內部信貸評級 (如適用) 之實際或預期明顯惡化；
- 債務人經營業績之實際或預期明顯惡化；及
- 科技、市場、經濟或法律環境發生對債務人履行其對本集團責任之能力造成重大不利影響之現有或預測變動。

視乎金融資產的性質而定，信貸風險大幅上升的評估按個別基準或共同基準進行。倘評估為按共同基準進行，金融資產則按共同信貸風險特徵 (如逾期狀況及信貸風險評級) 進行分組。

預期信貸虧損於各報告期末進行重新計量以反映金融資產自初步確認以來之信貸風險變動。預期信貸虧損金額之任何變動均於損益確認為減值收益或虧損。本集團就所有金融資產確認減值收益或虧損，並通過虧損撥備賬對其賬面值作出相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Basis of calculation of interest income

Interest income recognised in accordance with note 2(s)

(ii) is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At the end of each reporting period, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial assets have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

利息收入之計算基準

根據附註2(s)(ii)確認之利息收入按金融資產之總賬面值計算，除非該金融資產出現信貸減值，在此情況下，利息收入按金融資產之攤銷成本（即總賬面值減虧損撥備）計算。

於各報告期末，本集團評估金融資產是否出現信貸減值。當發生一項或多項對金融資產預計未來現金流量有不利影響之事件時，金融資產出現信貸減值。

金融資產信貸減值之證據包括以下可觀察事件：

- 債務人有嚴重財務困難；
- 違反合約，如違約或逾期事件；
- 借款人可能破產或進行其他財務重組；
- 科技、市場、經濟或法律環境出現對債務人有不利影響的重大變動；或
- 由於發行人出現財務困難，證券活躍市場消失。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(i) Credit losses from financial assets (Continued)

Write-off policy

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(ii) Credit losses from financial guarantees issued

Financial guarantees are contracts that require the issuer (i.e. the guarantor) to make specified payments to reimburse the beneficiary of the guarantee (the “holder”) for a loss the holder incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees issued are initially recognised at fair value, which is determined by reference to fees charged in an arm’s length transaction for similar services, when such information is obtainable, or to interest rate differentials, by comparing the actual rates charged by lenders when the guarantee is made available with the estimated rates that lenders would have charged, had the guarantees not been available, where reliable estimates of such information can be made. Where consideration is received or receivable for the issuance of the guarantee, the consideration is recognised in accordance with the Group’s policies applicable to that category of asset. Where no such consideration is received or receivable, an immediate expense is recognised in profit or loss.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(i) 金融資產之信貸虧損 (續)

撇銷政策

倘無實際收回可能性，本集團則會撇銷金融資產的部分或全部總賬面值。該情況通常出現在本集團確定債務人並無資產或可產生足夠現金流量之收入來源以償還應撇銷之金額。隨後收回先前撇銷之資產於收回發生的期間在損益內確認為減值撥回。

(ii) 已發出財務擔保之信貸虧損

財務擔保為要求發行人 (即擔保人) 就擔保受益人 (「持有人」) 因特定債務人未能根據債務工具之條款於到期時付款而蒙受之損失，而向持有人支付特定款項之合約。

已發出財務擔保初步按公平值確認，其公平值參照於類似服務之公平磋商交易所收取之費用 (如可獲得有關資料) 而確定，或參照息差確定，方法是以貸款人在擔保作出之時實際收取之利率與未有擔保之情況下貸款人將會收取之估計利率作比較 (如有關資料能可靠地估計)。當就發出擔保已收或應收代價時，代價根據本集團適用於該資產類別之政策確認。倘並無有關代價屬已收或應收，則於損益確認即時開支。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(ii) Credit losses from financial guarantees issued (Continued)

Subsequent to initial recognition, the amount initially recognised as deferred income is amortised in profit or loss over the term of the guarantee as income from financial guarantees issued.

The Group monitors the risk that the specified debtor will default on the contract and recognises a provision when ECLs on the financial guarantees are determined to be higher than the carrying amount in respect of the guarantees (i.e. the amount initially recognised, less accumulated amortisation).

To determine ECLs, the Group considers changes in the risk of default on the specified debtor since the issuance of the guarantee. A 12-month ECL is measured unless the risk that the specified debtor will default has increased significantly since the guarantee is issued, in which case a lifetime ECL is measured. The same definition of default and the same assessment of significant increase in credit risk as described in note 2(i)(i) apply.

As the Group is required to make payments only in the event of a default by the specified debtor in accordance with the terms of the instrument that is guaranteed, an ECL is estimated based on the expected payments to reimburse the holder for a credit loss that it incurs less any amount that the Group expects to receive from the holder of the guarantee, the specified debtor or any other party. The amount is then discounted using the current risk-free rate adjusted for risks specific to the cash flows.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(ii) 已發出財務擔保之信貸虧損 (續)

初步確認後，初步確認為遞延收入之金額按擔保期限於損益內攤銷，作為已發出財務擔保之收入。

本集團監測特定債務人將違約之風險，並於確定財務擔保之預期信貸虧損高於有關擔保列賬之賬面值（即初步確認金額減累計攤銷）確認撥備。

為釐定預期信貸虧損，本集團考慮自擔保發出以來特定債務人之違約風險變動。本集團計量十二個月預期信貸虧損，除非特定債務人自擔保發出以來之違約風險顯著增加，在此情況下，則會計量全期預期信貸虧損。附註2(i)(i)所述之相同違約定義及相同信貸風險顯著增加評估皆適用。

由於根據已作擔保之工具之條款，本集團於特定債務人違約時才需要作出付款，故根據預期款項估計預期信貸虧損，以就持有人蒙受之信貸虧損減去本集團預期向擔保持有人、特定債務人或任何其他人士收取之款項而向持有人付款。有關款項其後以目前無風險利率進行貼現，並就現金流量特定風險作調整。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- right-of-use assets;
- intangible assets;
- goodwill; and
- investments in subsidiaries in the Company's statement of financial position.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值

於各報告期末審閱內部及外部資料來源，以識別是否有跡象顯示以下資產 (商譽除外) 可能出現減值，或之前確認之減值虧損不再存在或可能已減少：

- 物業、廠房及設備；
- 使用權資產；
- 無形資產；
- 商譽；及
- 本公司財務狀況表內之於附屬公司之投資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets (Continued)

If any such indication exists, the asset's recoverable amount is estimated. In addition, for goodwill and intangible assets that are not yet available for use, the recoverable amount is estimated annually whether or not there is any indication of impairment.

- Calculation of recoverable amount
The recoverable amount of an asset is the greater of its fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit). A portion of the carrying amount of a corporate asset is allocated to an individual cash-generating unit if the allocation can be done on a reasonable and consistent basis, or to the smallest group of cash-generating units if otherwise.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

倘有任何該等跡象存在，資產之可收回金額會被評估。此外，就商譽及尚未可供使用之無形資產而言，不論是否有任何減值跡象存在，亦於每年估計其可收回數額。

- 計算可收回金額
資產可收回金額為公平值減出售成本與使用價值兩者間之較高者。在評估使用價值時，按反映當時市場對貨幣時間價值及資產特定風險評估之稅前貼現率，將估計未來現金流量貼現至其現值。倘資產並無產生基本上獨立於其他資產之現金流入，則以能獨立產生現金流入之最小資產組別（即現金產生單位）釐定可收回金額。倘可按合理一致的基準進行分配，企業資產的部分賬面值將分配至單一現金產生單位，否則將分配至於可按合理一致的基準進行分配的最小現金產生單位組別。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(i) Credit losses and impairment of assets (Continued)

(iii) Impairment of other non-current assets (Continued)

- Recognition of impairment losses
An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

- Reversals of impairment losses
In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed. A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

2 主要會計政策 (續)

(i) 信貸虧損及資產減值 (續)

(iii) 其他非流動資產減值 (續)

- 確認減值虧損
倘資產或其所屬現金產生單位之賬面值超過其可收回金額，則於損益中確認減值虧損。就現金產生單位確認之減值虧損會予以分配，首先減少已分配至該現金產生單位 (或單位組別) 之任何商譽之賬面值，然後按比例減少該單為 (或單位組別) 內其他資產之賬面值，惟某資產之賬面值不會減至低於其個別公平值減去出售成本 (如能計量) 或使用價值 (如能釐定) 則除外。

- 減值虧損撥回
就除商譽以外之資產而言，倘用作釐定可收回金額之估算出現正面變化，則會撥回減值虧損。商譽之減值虧損不會撥回。所撥回之減值虧損僅限於在過往年度並未確認減值虧損時原應釐定之資產賬面值。所撥回之減值虧損在確認撥回之年度計入損益。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(j) *Trade and other receivables*

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

Trade receivables that do not contain a significant financing component are initially measured at their transaction price and are subsequently stated at amortised cost, using the effective interest method and including an allowance for credit losses (see note 2(i)(i)).

(k) *Loans and interest receivables*

Loans receivable are loans granted to borrowers and are classified as current assets if the collection of loans receivable is expected in one year or less. If not, they are presented as non-current assets. Interest receivables are interests derived from loans granted to borrowers.

Loans and interest receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for credit losses (see note 2(i)(i)).

2 主要會計政策 (續)

(j) *應收賬款及其他應收款*

本集團具有無條件權利收取代價時確認應收款項。在該代價到期支付前，收取代價之權利僅需經過一段時間到期方成為無條件。倘收益於本集團有無條件權利收取代價前確認，則該金額呈列為合約資產。

不包含重大融資成分的應收賬款初步按其交易價計量，隨後使用實際利率法按攤銷成本列賬並包含信貸虧損撥備（見附註2(i)(i)）。

(k) *應收貸款及利息*

應收貸款為授予借款人之貸款且倘應收貸款預計於一年或以內收回，則分類為流動資產。反之則呈列為非流動資產。應收利息為源自授予借款人之貸款之利息。

應收貸款及利息初步按公平值確認，隨後以實際利率法計算的攤銷成本扣除信貸虧損撥備計量（見附註2(i)(i)）。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(l) *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in note 2(i)(i).

(m) *Contract liabilities*

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see note 2(s)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 2(j)).

(n) *Trade and other payables*

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(o) *Interest-bearing borrowings*

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with the Group's accounting policy for borrowing costs (see note 2(u)).

2 主要會計政策 (續)

(l) *現金及現金等值物*

現金及現金等值物包括銀行及手頭現金、於銀行及其他金融機構之活期存款，以及可隨時兌換為已知金額之現金及毋須承受重大價值變動風險且於購入後三個月內到期之短期高流動投資。現金及現金等值物根據附註2(i)(i)所載之政策就預期信貸虧損進行評估。

(m) *合約負債*

於本集團確認相關收益前，合約負債於客戶支付不可退還代價時予以確認（見附註2(s)）。倘本集團於確認相關收益前有無條件權利收取不可退還代價，則確認合約負債。在該等情況下，將會確認相應應收款項（見附註2(j)）。

(n) *應付賬款及其他應付款*

應付賬款及其他應付款初步按公平值確認。初步確認後，應付賬款及其他應付款其後按攤銷成本列賬，惟貼現影響輕微時則除外，於此情況下按發票額列賬。

(o) *附息借款*

附息借款初步按公平值減交易成本計量。初步確認後，附息借款採用實際利率法以攤銷成本列賬。利息開支根據本集團借款成本之會計政策確認（見附註2(u)）。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(p) *Employee benefits*

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

(q) *Income tax*

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

2 主要會計政策 (續)

(p) *僱員福利*

薪金、年終花紅、有薪年假、定額供款退休計劃之供款及非貨幣性福利之成本會在僱員提供相關服務之年度內計提。如延遲付款或清償會產生重大影響，有關數額則按現值列賬。

(q) *所得稅*

本年度所得稅包括即期稅項和遞延稅項資產與負債之變動。即期稅項及遞延稅項資產和負債的變動均在損益內確認，惟與其他全面收益或直接於權益內確認的項目有關者除外，在此情況下，相關稅項金額分別於其他全面收益或直接於損益內確認。

即期稅項為根據年內應課稅收入採用於報告期末已頒佈或實質頒佈之稅率計算之預期應付稅項，並就過往年度應付的稅項作出調整。

遞延稅項資產和負債分別由可扣稅和應課稅暫時差額產生，暫時差額是指資產和負債在財務報告上的賬面值與這些資產和負債之稅基之差額。遞延稅項資產亦可以由未使用的稅項虧損及未動用稅項抵免產生。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

2 主要會計政策 (續)

(q) *所得稅 (續)*

除若干例外情況外，所有遞延稅項負債及所有遞延稅項資產均於日後產生應課稅溢利並將可動用資產予以抵銷時確認。可引證確認源自可扣稅暫時差額之遞延稅項資產之日後應課稅溢利，包括該等源自撥回現有應課稅暫時差額，惟該等差額與同一稅務機關及同一應課稅實體有關，並預期於撥回可扣稅暫時差額之同一期間或源自遞延稅項資產的稅項虧損可向前或向後結轉的期間撥回。在決定現有之應課稅暫時差額是否足以支持確認由未使用稅項虧損及稅項抵免所產生之遞延稅項資產時，亦會採用同一準則，即差額是否與同一稅務機關及同一應課稅實體有關，並是否預期在能夠使用稅項虧損或稅項抵免之一段或多段期間內轉回。

不確認為遞延稅項資產和負債之暫時差額產生自以下有限之例外情況：不可扣稅的商譽，不影響會計或應課稅溢利之資產或負債之初次確認（如屬業務合併的一部分則除外），以及於附屬公司投資之相關暫時差額（如屬應課稅差額，限於本集團可控制撥回時間且於可預見將來不大可能獲撥回之差額；或如屬可扣減差額，則限於可能於未來撥回之差額）。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

2 主要會計政策 (續)

(q) *所得稅 (續)*

已確認遞延稅項之金額按照資產及負債賬面值之預期變現或償還方式，使用於報告期末已生效或實質上已生效之稅率計算。遞延稅項資產及負債均不予貼現。

遞延稅項資產之賬面值會在各報告期末予以審閱，若日後不再可能有足夠應課稅溢利用以抵扣相關稅項溢利，則扣減遞延稅項資產之賬面值。若日後可能有足夠應課稅溢利用以抵扣，則撥回所扣減之數額。

股息分派產生之額外所得稅於支付相關股息之負債獲確認時予以確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
 - the same taxable entity; or
 - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

2 主要會計政策 (續)

(q) *所得稅 (續)*

即期稅項結餘及遞延稅項結餘以及相關變動分別呈列且不會互相抵銷。僅於本集團有可合法強制執行之權利以將即期稅項資產抵銷即期稅項負債，而且符合以下額外條件時，即期及遞延稅項資產和負債才可予對銷：

- 就即期稅項資產及負債而言，本集團擬按照淨額基準結算，或同時變現資產及清償負債；或
- 就遞延稅項資產及負債而言，倘該等遞延稅項資產及負債與同一稅務當局所徵收的所得稅有關，且有關所得稅是向：
 - 同一應課稅實體徵收；或
 - 不同應課稅實體徵收，而該等實體計劃在未來各個預期有大額遞延稅項負債需要結算或大額遞延稅項資產可以收回之期間內，按照淨額基準變現即期稅項資產及結算即期稅項負債，或同時變現該資產及結算該負債。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(r) Provisions and contingent liabilities

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

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

(s) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of software platform services and revenue from mobile games and applications in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

2 主要會計政策 (續)

(r) 撥備及或然負債

因過去某一事件以致本集團出現法律或推定責任，而清償該責任可能需要流出經濟利益且能作出可靠估計，即計提撥備。倘貨幣時間價值為重大，則按預期清償責任開支現值計提撥備。

倘不大可能需要流出經濟利益，或倘有關金額不能可靠估計，則有關責任將披露為或然負債，除非經濟利益流出之可能性極微。有可能之責任（其存在僅可由一項或多項未來事件出現與否確定）亦披露為或然負債，除非經濟利益流出之可能性極微。

(s) 收益及其他收入

倘收入於本集團日常業務過程中自銷售貨物、提供軟件平台服務及手機遊戲及應用所得收入產生，本集團則將收入分類為收益。

倘本集團按預計有權收取之已承諾代價之金額將商品或服務控制權轉讓予客戶（惟不包括代表第三方所收取之該等金額），則確認收益。收益不包括增值稅或其他銷售稅，並扣減任何貿易折讓。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

- (i) *Provision of software platform includes:*
- Sales of licensed software, which are recognised when the goods are delivered to customers and titles has been passed which is taken to be the point in time when the customer has accepted the goods;
 - Software maintenance service income received or receivable from customers when the maintenance service contracts are entered into, which is recognised on a straight-line basis over the term of the maintenance service contract;
 - Software subscription income from software application and website development, which are recognised at point in time when the relevant services are rendered; and
 - Income from mobile application development, website conversion, website development deriving from providing software application and electronic learning platform to customers, which is recognised over time when services are rendered. Revenue is also recognised in profit or loss in respect of the contract liabilities over the term of the service contract.

2 主要會計政策 (續)

(s) 收益及其他收入 (續)

有關本集團收益及其他收入確認政策之進一步詳情如下：

- (i) *提供軟件平台包括：*
- 銷售註冊軟件，於貨品付運予客戶及交付擁有權時（視為客戶已接納貨品之時間點）確認；
 - 於訂立維護服務合約時已收或應收客戶之軟件維護服務收入，按維護服務合約期限以直線基準確認；
 - 軟件應用及網站開發之軟件訂購收入於提供相關服務之時間點確認；及
 - 手機應用開發、網站轉換及網站開發之收入來自向客戶提供軟件應用及電子學習平台，於提供服務時隨著時間點確認。收益亦在服務合約期限就合約負債於損益內確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(ii) Interest income

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 2(i)(i)).

(iii) Revenue from mobile games and applications includes:

- Publishing income from online game platform owners, which is recognised at point in time on net basis from platform owners when the paying players purchase the game credits for the mobile games after deducting pre-determined commissions; and
- Service income from the provision of mobile games and applications development and related services, which are recognised over time when the services are rendered in accordance with the contracts.

(iv) Government grants

Government grants are recognised in the consolidated statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are deducted from the carrying amount of the asset and consequently are effectively recognised in profit or loss over the useful life of the asset by way of reduced depreciation expense.

2 主要會計政策 (續)

(s) 收益及其他收入 (續)

(ii) 利息收入

利息收入於其應計時按實際利率法確認。就並無出現信貸減值之按攤銷成本計量之金融資產而言，實際利率適用於資產之總賬面值。就出現信貸減值之金融資產而言，實際利率適用於資產之攤銷成本（即總賬面值減虧損撥備）（見附註2(i)(i)）。

(iii) 手機遊戲及應用收入包括：

- 來自網上遊戲平台擁有人之發行收入，於遊戲付費玩家購買手機遊戲之遊戲點數時（扣除預定佣金）按淨額於某一時間點就平台擁有人確認；及
- 來自提供手機遊戲及應用開發及相關服務之服務收入於按合約提供服務後隨著時間確認。

(iv) 政府補助

政府補助將於有合理保證可收到補助及本集團將符合附帶條件時，初步於綜合財務狀況表確認。補償本集團所產生開支的補助，於產生開支的相同期間按系統基準在損益內確認為收入。補償本集團一項資產成本的補助會於資產的賬面值中扣減，然後於資產的可使用年期內採用降低折舊費用法於損益內實際確認。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(t) *Translation of foreign currencies*

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

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

The results of foreign operations are translated into Hong Kong dollars at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items, including goodwill arising on the consolidation of foreign operations acquired on or after 1 January 2005, are translated into Hong Kong dollars at the closing foreign exchange rates ruling at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

2 主要會計政策 (續)

(t) 外幣換算

年內的外幣交易均按交易日期之匯率換算，以外幣計值之貨幣資產與負債均按報告期末之匯率換算，而兌換盈虧於損益確認。

以外幣按歷史成本計量之非貨幣資產及負債按交易日期之匯率換算。交易日期為本公司最初確認該等非貨幣資產及負債之日期。以公平值呈列及以外幣計值之非貨幣資產及負債按照以公平值計量當日之匯率進行換算。

外國業務之業績按與交易日期之匯率相若之匯率換算為港元。財務狀況表項目 (包括合併於二零零五年一月一日或之後收購之外國業務所產生之商譽) 按報告期末之收市匯率換算為港元。因而所得之兌換差額於其他全面收益確認及獨立於兌換儲備之權益累算。

出售外國業務後，有關外國業務之累計兌換差額將於出售損益獲確認時從權益重新分類至損益。

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2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(u) *Borrowing costs*

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

(v) *Discontinued operations*

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the consolidated statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

2 主要會計政策 (續)

(u) *借款成本*

因收購、建造或生產資產(需於一段長時間方能達到其原定之用途或作出售用途的資產)而直接產生之借款成本，資本化為該資產成本之一部分。其他借款成本於發生期間支銷。

(v) *已終止經營業務*

終止經營業務屬本集團業務的組成部分，其營運及現金流量可與本集團其他業務清楚劃分，並代表獨立主要業務範圍或業務地區，或單一協調計劃之部分以出售獨立主要業務範圍或業務地區，或為轉售收購附屬公司。

於出售發生時或該經營業務符合分類為持作出售之標準(倘更早)，則被分類為終止經營業務。其亦發生於經營業務予以放棄時。

倘一項業務被分類為終止時，單項金額呈列於綜合損益表，其中包括：

- 終止經營業務之稅後溢利或虧損；及
- 公平值計量減構成終止經營業務之資產或出售集團之出售成本或出售時確認之稅後損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (1) has control or joint control of the Group;
 - (2) has significant influence over the Group; or
 - (3) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (2) 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).
 - (3) Both entities are joint ventures of the same third party.
 - (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2 主要會計政策 (續)

(w) 關聯方

- (i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：
 - (1) 能夠控制或共同控制本集團；
 - (2) 能夠對本集團施加重大影響；或
 - (3) 為本集團或本集團母公司之主要管理層成員。
- (ii) 倘符合下列任何條件，即實體與本集團有關聯：
 - (1) 該實體與本集團屬同一集團之成員公司（即各母公司、附屬公司及同系附屬公司彼此間有關聯）。
 - (2) 一間實體為另一實體之聯營公司或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業）。
 - (3) 兩間實體均為同一第三方之合營企業。
 - (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
 - (5) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

(w) Related parties (Continued)

- (ii) An entity is related to the Group if any of the following conditions applies: (Continued)
- (6) The entity is controlled or jointly controlled by a person identified in (i).
- (7) A person identified in (i)(1) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (8) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

(x) 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 for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

2 主要會計政策 (續)

(w) 關聯方 (續)

- (ii) 倘符合下列任何條件，即實體與本集團有關聯：(續)
- (6) 實體受(i)所識別人士控制或受共同控制。
- (7) 於(i)(1)所識別人士對實體有重大影響力或屬該實體（或該實體之母公司）主要管理層成員。
- (8) 實體或其為成員公司之集團之任何成員公司向本集團或本集團母公司提供主要管理人員服務。

任何人士的近親是指與該實體交易時預期可影響該名人士或受該人士影響之家庭成員。

(x) 分部報告

經營分部及綜合財務報表內報告各分部項目之金額，乃取自向本集團主要高級行政管理層定期提供用作向本集團各項業務及地點分配資源，並評估其表現之財務資料。

個別重大之經營分部不會為財務報告目的而合計，除非有關分部具有類似經濟特性，並且具有類似的產品及服務性質、客戶類型或類別、分銷產品或提供服務方法，以及監管環境性質。個別非重大的經營分部倘符合上述大多數準則可予合計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING

(a) Revenue

Revenue represents the sales value of goods and services supplied to customers from the provision of software platform services and revenue generated from mobile games and applications development. An analysis of the Group's revenue within the scope of HKFRS 15 "Revenue from Contracts with Customers" disaggregated by major products or service lines is as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|-----------------|----------------------------------|--|
| From continuing operations | 來自持續經營業務 | | |
| Provision of software platform services | 提供軟件平台服務 | 20,213 | 20,403 |
| Mobile games and applications | 手機遊戲及應用 | 45 | 327 |
| | | 20,258 | 20,730 |

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in notes 3(b)(i) and 3(b)(iii) respectively.

For the IT service contracts in existence as at 31 December 2021, the Group will recognise the expected revenue in the future when the remaining performance obligations under the contracts are satisfied (see note 2(s)(i)). The Group has applied the practical expedient in paragraph 121 of HKFRS 15, as the Group has a right to invoice, which corresponds directly to the value to the customer of the Group's performance completed to date.

(b) Segment reporting

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker, which are used to make strategic decisions.

3 收益及分部報告

(a) 收益

收益指透過提供軟件平台服務而供應予客戶之貨品及服務之銷售價值以及開發手機遊戲及應用所產生之收益。香港財務報告準則第15號「客戶合約收益」範圍內本集團收益按主要產品或服務線劃分之分析如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|----------------------------------|--|
| From continuing operations | | |
| Provision of software platform services | 20,213 | 20,403 |
| Mobile games and applications | 45 | 327 |
| | 20,258 | 20,730 |

按收益確認時間及地區市場劃分之客戶合約收益分別披露於附註3(b)(i)及3(b)(iii)。

就二零二一年十二月三十一日之資訊科技服務合約而言，本集團將於未來達成合約的剩餘履約義務時確認預期收益(見附註2(s)(i))。本集團已採用香港財務報告準則第15號第121段之可行權宜方法，原因是本集團有權開具發票，直接對應本集團迄今為止完成向客戶履約的價值。

(b) 分部報告

本集團根據主要營運決策者用於作出策略決定之審閱報告釐定其營運分部。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

The Group has two (2020: three) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

- Software platform : Developing and marketing of patented server based technology and the provision of communications software platform and software related services.
- Mobile games and applications : Game publishing, development of mobile games and related intellectual property and platform, mobile applications and data solutions and provision of IT related solutions.

Discontinued operation

- Money lending (“Money Lending Business”) : Provision of money lending business through Aurum Pacific Finance Limited (“AP Finance”), a wholly-owned subsidiary of the Company which was a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) up to 2 June 2021.

3 收益及分部報告 (續)

(b) 分部報告 (續)

本集團有兩個(二零二零年:三個)可報告分部。由於各業務提供不同產品及服務,所需業務策略有所不同,故分部作個別管理。在設定本集團之可報告分部時,主要營運決策者並無將所識別之營運分部彙合。本集團各可報告分部之業務概述如下:

持續經營業務

- 軟件平台 : 開發及營銷以專利伺服器為基礎之技術及提供通訊軟件平台及軟件相關服務。
- 手機遊戲及應用 : 發行遊戲、開發手機遊戲和相關知識產權及平台、手機應用及數據解決方案,並提供相關資訊科技解決方案。

終止經營業務

- 放債(「放債業務」) : 直至二零二一年六月二日,透過奧栢財務有限公司(「奧栢財務」)為放債人條例(香港法例第163章)項下之香港持牌放債人之全資附屬公司提供放債服務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Business segment

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 業務分部

| | | 2021 二零二一年 | | | | |
|---|-----------------------|--|---|------------------------------------|--|--------------------------------|
| | | Continuing operations 持續經營業務 | | Discontinued operation 已終止經營業務 | | |
| | | Software platform 軟件平台 HK\$'000 千港元 | Mobile games and applications 手機遊戲及應用 HK\$'000 千港元 | Sub-total 小計 HK\$'000 千港元 | Money lending 放債 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Disaggregated by timing of revenue recognition | 按收益確認時間劃分 | | | | | |
| Point in time | 於某一時間點 | 11,953 | 45 | 11,998 | - | 11,998 |
| Over time | 隨著時間 | 8,260 | - | 8,260 | 773 | 9,033 |
| Revenue from external customers | 來自外界客戶之收益 | 20,213 | 45 | 20,258 | 773 | 21,031 |
| Reportable segment loss ("adjusted EBITDA") | 可報告分部虧損 (「經調整EBITDA」) | (430) | (9,194) | (9,624) | (76,898) | (86,522) |
| Depreciation and amortisation | 折舊及攤銷 | 887 | 37 | 924 | 110 | 1,034 |
| Impairment losses on: | 下列項目之減值虧損： | | | | | |
| - deposits | - 按金 | - | 31 | 31 | - | 31 |
| - loans and interest receivables | - 應收貸款及利息 | - | - | - | 77,714 | 77,714 |
| - trade receivables | - 應收賬款 | 4 | - | 4 | - | 4 |
| Write-off of: | 下列項目之撇銷： | | | | | |
| - deposits and other receivables | - 按金及其他應收款 | - | 4,567 | 4,567 | - | 4,567 |
| - intangible assets | - 無形資產 | - | 3,680 | 3,680 | - | 3,680 |
| Interest on: | 下列項目之利息： | | | | | |
| - lease liabilities | - 租賃負債 | 27 | 1 | 28 | - | 28 |
| - bank borrowings | - 銀行借款 | - | 635 | 635 | - | 635 |
| Income tax expense | 所得稅開支 | - | 1,215 | 1,215 | - | 1,215 |
| Reportable segment assets | 可報告分部資產 | 7,985 | 2,159 | 10,144 | 5,051 | 15,195 |
| Additions to non-current assets | 非流動資產增加 | 1,622 | 920 | 2,542 | - | 2,542 |
| Reportable segment liabilities | 可報告分部負債 | (6,078) | (126) | (6,204) | (227) | (6,431) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Business segment (Continued)

3 收益及分部報告 (續)

(b) 分部報告 (續)

(i) 業務分部 (續)

2020 (re-presented)
二零二零年 (重新呈列)

| | | Continuing operations | | Discontinued operation | | Total |
|---|----------------------------|-----------------------|-------------------------------|------------------------|---------------|----------|
| | | Software platform | Mobile games and applications | Sub-total | Money lending | |
| | | 軟件平台 | 手機遊戲及應用 | 小計 | 放債 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Disaggregated by timing of revenue recognition | 按收益確認時間劃分 | | | | | |
| Point in time | 於某一時間點 | 12,934 | 327 | 13,261 | - | 13,261 |
| Over time | 隨著時間 | 7,469 | - | 7,469 | 10,690 | 18,159 |
| Revenue from external customers | 來自外界客戶之收益 | 20,403 | 327 | 20,730 | 10,690 | 31,420 |
| Reportable segment profit/(loss) ("adjusted EBITDA") | 可報告分部溢利/(虧損) ("經調整EBITDA") | 2,893 | (12,532) | (9,639) | (8,788) | (18,427) |
| Depreciation and amortisation | 折舊及攤銷 | 972 | 12,310 | 13,282 | 377 | 13,659 |
| Impairment losses on: | 下列項目之減值虧損: | | | | | |
| - goodwill | - 商譽 | - | 19,555 | 19,555 | - | 19,555 |
| - intangible assets | - 無形資產 | - | 19,003 | 19,003 | - | 19,003 |
| - loans and interest receivables | - 應收貸款及利息 | - | - | - | 17,159 | 17,159 |
| - trade receivables | - 應收賬款 | 57 | 5,400 | 5,457 | - | 5,457 |
| Write-off of: | 下列項目之撇銷: | | | | | |
| - intangible assets | - 無形資產 | - | 3,000 | 3,000 | - | 3,000 |
| - loans and interest receivables | - 應收貸款及利息 | - | - | - | 96 | 96 |
| - trade receivables | - 應收賬款 | - | 1,469 | 1,469 | - | 1,469 |
| Interest on: | 下列項目之利息: | | | | | |
| - lease liabilities | - 租賃負債 | 49 | 3 | 52 | - | 52 |
| - bank borrowings | - 銀行借款 | - | 851 | 851 | - | 851 |
| - other borrowings | - 其他借款 | - | - | - | 68 | 68 |
| Income tax credit | 所得稅抵免 | - | (5,158) | (5,158) | - | (5,158) |
| Reportable segment assets | 可報告分部資產 | 7,717 | 13,937 | 21,654 | 84,322 | 105,976 |
| Additions to non-current assets | 非流動資產增加 | 325 | 2,760 | 3,085 | 1,530 | 4,615 |
| Reportable segment liabilities | 可報告分部負債 | (4,468) | (15,917) | (20,385) | (1,456) | (21,841) |

The measure used for reporting segment result is "adjusted EBITDA", i.e., "adjusted earnings before interest, taxes, depreciation and amortisation", where "depreciation and amortisation" is regarded as including impairment losses on non-current assets.

匯報分部業績而採用之計量為「經調整EBITDA」，即「經調整除利息、稅項、折舊及攤銷前溢利」，而「折舊及攤銷」被視作包括非流動資產之減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部收益、損益、資產及負債之對賬

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|--|-------------------|----------------------------------|--|
| Revenue | 收益 | | |
| Reportable segment revenue from continuing operations | 來自持續經營業務的可呈報分部收益 | 20,258 | 20,730 |
| Reportable segment revenue from discontinued operation | 來自已終止經營業務的可呈報分部收益 | 773 | 10,690 |
| | | 21,031 | 31,420 |
| Loss for the year | 年度虧損 | | |
| Reportable segment loss from continuing operations | 來自持續經營業務的可呈報分部虧損 | 9,624 | 9,639 |
| Reportable segment loss from discontinued operation | 來自已終止經營業務的可呈報分部虧損 | 76,898 | 8,788 |
| Unallocated corporate income and expenses | 未分配企業收入及開支 | 1,464 | 69,570 |
| | | 87,986 | 87,997 |
| Total assets | 資產總值 | | |
| Reportable segment assets from continuing operations | 來自持續經營業務的可呈報分部資產 | 10,144 | 21,654 |
| Reportable segment assets from discontinued operation | 來自已終止經營業務的可呈報分部資產 | 5,051 | 84,322 |
| Unallocated corporate assets | 未分配企業資產 | 20,483 | 53,543 |
| | | 35,678 | 159,519 |
| Total liabilities | 負債總額 | | |
| Reportable segment liabilities from continuing operations | 來自持續經營業務的可呈報分部負債 | 6,204 | 20,385 |
| Reportable segment liabilities from discontinued operation | 來自已終止經營業務的可呈報分部負債 | 227 | 1,456 |
| Unallocated corporate liabilities | 未分配企業負債 | 2,365 | 22,847 |
| | | 8,796 | 44,688 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Reconciliation of reportable segment revenue, profit or loss, assets and liabilities (Continued)

The unallocated corporate income and expenses mainly include depreciation and amortisation, finance costs, impairment loss on goodwill, staff costs and legal and professional fees of head office. The unallocated corporate assets and liabilities mainly include goodwill, property, plant and equipment, right-of-use assets, prepayments, lease liabilities and interest-bearing borrowings. This is the measure reported to the chief operating decision-maker for the purposes of performance assessment and resource allocation.

(iii) Geographical information and major customers

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, right-of-use assets, intangible assets and goodwill ("specified non-current assets"). The geographical location of the specified non-current assets is based on the physical location of the assets, in case of property, plant and equipment and right-of-use assets, the location of the operation to which they are allocated, in case of intangible assets and goodwill.

| | | Revenue from external customers | | Specified non-current assets | |
|----------------|------|---------------------------------|----------|------------------------------|----------|
| | | 來自外界客戶之收益 | | 指定非流動資產 | |
| | | 2021 | 2020 | 2021 | 2020 |
| | | 二零二一年 | 二零二零年 | 二零二一年 | 二零二零年 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 | 千港元 |
| Hong Kong | 香港 | 20,968 | 31,082 | 21,744 | 58,282 |
| Mainland China | 中國內地 | - | - | - | 38 |
| Others | 其他 | 63 | 338 | - | - |
| | | 21,031 | 31,420 | 21,744 | 58,320 |

Others mainly cover Europe, Taiwan and Thailand.

其他主要涵蓋歐洲、台灣及泰國。

3 收益及分部報告 (續)

(b) 分部報告 (續)

(ii) 可報告分部收益、損益、資產及負債之對賬 (續)

未分配企業收入及開支主要包括折舊及攤銷、融資成本、商譽減值虧損、總辦事處員工成本以及法律及專業費用。未分配企業資產及負債則主要包括商譽、物業、廠房及設備、使用權資產、預付款項、租賃負債及付息借款。此乃就表現評估及資源分配向主要營運決策者之匯報方式。

(iii) 地區資料及主要客戶

下表載列有關(i)本集團來自外界客戶之收益及(ii)本集團之物業、廠房及設備、使用權資產、無形資產以及商譽(「指定非流動資產」)所在地區之資料。指定非流動資產所在地區按資產實際所在地點(就物業、廠房及設備以及使用權資產而言)及營運所在地點(就無形資產及商譽而言)劃分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars)
(以港元列示)

3 REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Geographical information and major customers (Continued)

Revenue from major customer arising provision of software platform services which accounted for 10% or more of the total revenue is set out below:

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------|----------------------------------|----------------------------------|
| Customer A 客戶A | 2,433 | N/A不適用# |

The corresponding revenue did not contribute 10% or more of the total revenue.

佔總收益10%或以上之來自主要客戶之收益產生自提供軟件平台服務，載列如下：

相關收益低於總收益10%。

4 OTHER INCOME, NET

From continuing operations

| | | | |
|--|-----------------|-------|-------|
| Bank interest income | 銀行利息收入 | —* | 3 |
| Foreign exchange loss, net | 匯兌虧損淨額 | (30) | (5) |
| Gain on early termination of leases | 提前終止租賃之收益 | — | 16 |
| Gain on disposal of property, plant and equipment, net | 出售物業、廠房及設備之收益淨額 | 9,274 | — |
| Gain on disposal of subsidiaries, net | 出售附屬公司之收益淨額 | 2,161 | 185 |
| Government grants | 政府補助 | — | 2,755 |
| Sundry income | 雜項收入 | 235 | 20 |

* Below HK\$1,000.

In 2020, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government from Hong Kong Special Administrative Region. The purpose of the funding was to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

3 收益及分部報告 (續)

(b) 分部報告 (續)

(iii) 地區資料及主要客戶 (續)

4 其他收入淨額

| 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|----------------------------------|--|
|----------------------------------|--|

| | |
|--------|-------|
| —* | 3 |
| (30) | (5) |
| — | 16 |
| 9,274 | — |
| 2,161 | 185 |
| — | 2,755 |
| 235 | 20 |
| 11,640 | 2,974 |

* 1,000港元以下。

於二零二零年，本集團成功申請香港特別行政區政府成立的防疫抗疫基金下的「保就業」計劃資助。政府設立該項補貼是為了向企業提供財政支援，保留可能會被遣散的僱員。根據補貼的條款，本集團於接受補貼期間不得裁員並且須把補貼全數用於支付僱員工資。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars)
(以港元列示)

5 LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

Loss before taxation from continuing operations is arrived at after charging/(crediting):

5 來自持續經營業務之除稅前虧損

來自持續經營業務之除稅前虧損已扣除/
(計入):

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|-------------------------------|----------------------------------|--|
| (a) Finance costs: | (a) 融資成本: | | |
| Interest on lease liabilities | 租賃負債利息 | 28 | 143 |
| Interest on bank borrowings | 銀行借款利息 | 1,393 | 1,685 |
| Interest on other borrowings | 其他借款利息 | 35 | - |
| | | 1,456 | 1,828 |
| (b) Staff costs (including directors' remuneration (note 8)): | (b) 員工成本(包括董事酬金(附註8)): | | |
| Salaries, wages and other benefits | 薪金、工資及其他福利 | 16,126 | 14,202 |
| Contributions to defined contribution retirement plan | 固定供款退休計劃供款 | 665 | 522 |
| | | 16,791 | 14,724 |
| (c) Other items: | (c) 其他項目: | | |
| Auditor's remuneration | 核數師酬金 | 370 | 370 |
| Amortisation of intangible assets | 無形資產攤銷 | - | 12,272 |
| Cumulative exchange loss reclassified from equity to profit or loss upon deregistration of a subsidiary | 取消註冊一間附屬公司後由權益重新分類至損益之累計匯兌虧損 | - | 169 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 3,409 | 5,638 |
| Depreciation of right-of-use assets | 使用權資產折舊 | 775 | 1,984 |
| Expense relating to short-term leases | 短期租賃之相關開支 | 32 | 144 |
| (Gain)/loss on disposal of property, plant and equipment, net | 出售物業、廠房及設備(收益)/虧損淨額 | (9,274) | 887 |
| Impairment losses on: | 下列項目之減值虧損: | | |
| - deposits | - 按金 | 31 | 5,000 |
| - trade receivables | - 應收賬款 | 4 | 5,457 |
| Write-off of: | 下列項目之撇銷: | | |
| - deposits and other receivables | - 按金及其他應收款 | 4,577 | - |
| - intangible assets | - 無形資產 | 3,680 | 3,000 |
| - trade receivables | - 應收賬款 | - | 1,469 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS

(a) Taxation in the consolidated statement of profit or loss represents:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--|----------------------------------|----------------------------------|
| Current tax – Hong Kong Profits Tax | 即期稅項—香港利得稅 | | |
| (Over)/under-provision in respect of prior years | 以往年度撥備(超額)/不足 | (33) | 2 |
| Deferred tax expense/(credit) (note 22(b)) | 遞延稅項開支/(抵免) (附註22(b)) | | |
| Origination and reversal of temporary differences | 產生及撥回暫時性差額 | 1,248 | (5,160) |
| Actual tax expense/(credit) | 實際稅項開支/(抵免) | 1,215 | (5,158) |

(i) *Hong Kong Profits Tax*

No provision for Hong Kong Profits Tax has been made for 2021 (2020: HK\$Nil) as the subsidiaries incorporated in Hong Kong have no assessable profits for the year.

(ii) *PRC Enterprise Income Tax*

The subsidiary incorporated in the People's Republic of China ("PRC") are subject to the PRC Enterprise Income Tax rate of 25% (2020: 25%) for the year.

No provision for the PRC Enterprise Income Tax has been made for 2021 as the subsidiary incorporated in the PRC have estimated tax losses for the year (2020: HK\$Nil).

(iii) *Income tax from other tax jurisdictions*

Pursuant to the income tax rules and regulations, the Group is not subject to income tax in Cayman Islands and the British Virgin Islands (the "BVI").

6 與持續經營業務有關之綜合損益表所得稅

(a) 綜合損益表之稅項指：

(i) *香港利得稅*

由於在香港註冊成立之附屬公司於二零二一年並無任何應課稅溢利，故本年度並無作出香港利得稅撥備(二零二零年：零港元)。

(ii) *中國企業所得稅*

於年內，於中華人民共和國(「中國」)註冊成立之附屬公司須按稅率25%繳納中國企業所得稅(二零二零年：25%)。

由於在中國註冊成立之附屬公司於本年度估計將錄得稅項虧損，故並無於二零二一年就中國企業所得稅作出撥備(二零二零年：零港元)。

(iii) *其他稅務司法權區之所得稅*

根據所得稅規則及規例，本集團毋須繳納開曼群島及英屬處女群島(「英屬處女群島」)所得稅。

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(Expressed in Hong Kong dollars)
(以港元列示)

6 INCOME TAX IN THE CONSOLIDATED STATEMENT OF PROFIT OR LOSS RELATING TO CONTINUING OPERATIONS (CONTINUED)

(b) Reconciliation between tax expense/(credit) and accounting loss at applicable tax rates:

6 與持續經營業務有關之綜合損益表所得稅(續)

(b) 按適用稅率計算之稅項開支／(抵免)與會計虧損之對賬：

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|------------------------|----------------------------------|--|
| Loss before taxation from continuing operations | 來自持續經營業務之除稅前虧損 | (9,762) | (84,710) |
| Notional tax credit on loss before taxation at Hong Kong statutory tax rate | 按香港法定稅率計算之除稅前虧損之名義稅項抵免 | (1,610) | (13,977) |
| Tax effect of non-deductible expenses | 不可扣稅開支之稅務影響 | 1,229 | 6,680 |
| Tax effect of non-taxable income | 毋須課稅收入之稅務影響 | (545) | (651) |
| Tax effect of unused tax losses not recognised | 尚未確認未動用稅項虧損之稅務影響 | 1,577 | 2,762 |
| Tax effect of utilisation of tax losses not recognised previously | 運用過往未確認稅項虧損之稅務影響 | (5) | (1,050) |
| Tax effect of temporary differences not recognised | 尚未確認臨時差額之稅務影響 | (944) | 776 |
| Write-off of deferred tax assets | 撇銷遞延稅項資產 | 1,248 | - |
| Effect of difference tax rates of subsidiaries | 附屬公司不同稅率之影響 | 298 | 300 |
| (Over)/under-provision in respect of prior years | 以往年度撥備(超額)／不足 | (33) | 2 |
| Actual tax expense/(credit) | 實際稅項開支／(抵免) | 1,215 | (5,158) |

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7 DISCONTINUED OPERATION

The Group's loans and interest receivables arose from the Money Lending Business of providing loans in Hong Kong with the money lenders licence granted under Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) held by AP Finance, a wholly-owned subsidiary of the Company.

Due to keen market competition, and the challenging environment together with the consideration of the risks associated with the possible default by the loan borrowers, owing to prolonged impact of COVID-19 pandemic, the Group did not renew its money lender licence after the licence expiration on 2 June 2021 and decided to cease the operation of the Money Lending Business in September 2021.

As the business operation of the Money Lending Business is considered as a separate major line of business segment of the Group, it is accounted for as a discontinued operation for the year ended 31 December 2021. For the purpose of presenting the discontinued operation of AP Finance in accordance with HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the consolidated statement of profit or loss for the year ended 31 December 2020 and its related notes have been re-presented.

7 已終止經營業務

本集團的應收貸款及利息於由本公司一間全資附屬公司奧栢財務持有(為香港法例第163章放債人條例項下之香港持牌放債人)提供放債服務的放債業務所產生。

由於激烈的市場競爭及具有挑戰性的環境以及考慮到貸款借款人可能違約的相關風險,因COVID-19疫情之持續影響,於二零二一年六月二日牌照屆滿後,本集團並無重續其放債人牌照,並決定在二零二一年九月停止放債業務營運。

由於放債業務的業務營運被視為本集團一個獨立業務分部,於截至二零二一年十二月三十一日止年度,其已入賬列作已終止經營業務。根據香港財務報告準則第5號「持作銷售及已終止經營業務的非流動資產」,截至二零二零年十二月三十一日止年度之綜合損益表及其相關附註已就呈列奧栢財務的已終止經營業務重新呈列。

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7 DISCONTINUED OPERATION (CONTINUED)

7 已終止經營業務 (續)

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|------------------------------------|----------------------------------|----------------------------------|
| (a) Results of discontinued operation: | (a) 已終止經營業務業績： | | |
| Revenue | 收益 | 773 | 10,690 |
| Other income, net | 其他收入淨額 | 280 | 15 |
| Administrative expenses | 行政開支 | (78,062) | (19,082) |
| Loss from operations | 經營虧損 | (77,009) | (8,377) |
| Finance costs | 融資成本 | - | (68) |
| Loss before taxation | 除稅前虧損 | (77,009) | (8,445) |
| Income tax | 所得稅 | - | - |
| Loss for the year | 年度虧損 | (77,009) | (8,445) |
| (b) Loss for the year from discontinued operation is arrived at after charging/(crediting): | (b) 來自已終止經營業務的年度虧損已扣除/(計入)： | | |
| Auditor's remuneration | 核數師酬金 | 180 | 518 |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 110 | 378 |
| Expense relating to short-term leases | 短期租賃之相關開支 | - | 790 |
| Impairment loss on loans and interest receivables | 應收貸款及利息減值虧損 | 77,714 | 17,159 |
| (Gain)/loss on disposal of property, plant and equipment | 出售物業、廠房及設備(收益)/虧損 | (280) | 380 |
| Write-off of loans and interest receivables | 撇銷應收貸款及利息 | - | 96 |
| (c) Cash flows from discontinued operation: | (c) 來自已終止經營業務的現金流量： | | |
| Net cash (used in)/generated from operating activities, net | 經營活動(所用)/所得之現金淨額 | (673) | 6,440 |
| Net cash generated from investing activities | 投資活動所得之現金淨額 | 1,550 | 1,000 |
| Net cash used in financing activities | 融資活動所用之現金淨額 | (900) | (9,868) |
| | | (23) | (2,428) |

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8 DIRECTORS' EMOLUMENTS

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance, Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation and the GEM Listing Rules are as follows:

8 董事酬金

根據香港公司條例第383(1)條、公司(披露董事利益資料)規例第2部及GEM上市規則所披露之董事酬金如下：

| | | Directors' fees | | Salaries, allowance and benefits in kind | | Discretionary bonuses | | Retirement scheme contributions | | Total | |
|--|----------------|----------------------------------|----------------------------------|--|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| | | 董事袍金 | | 薪金、津貼及實物利益 | | 酌情花紅 | | 退休計劃供款 | | 總計 | |
| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
| Present directors | 現任董事 | | | | | | | | | | |
| Executive directors | 執行董事 | | | | | | | | | | |
| Chung Man Lai (note 1) | 鍾文禮 (附註1) | - | - | 240 | 71 | - | - | 2 | - | 242 | 71 |
| Choi Pun Lap (note 2) | 蔡本立 (附註2) | - | - | 140 | - | - | - | 2 | - | 142 | - |
| Independent non-executive directors | 獨立非執行董事 | | | | | | | | | | |
| Fu Yan Ming (note 3) | 符恩明 (附註3) | 70 | - | - | - | - | - | - | - | 70 | - |
| Lam Yuen Man Maria (note 4) | 林婉雯 (附註4) | 120 | 35 | - | - | - | - | - | - | 120 | 35 |
| Tai Man Tai (note 5) | 戴文泰 (附註5) | 15 | - | - | - | - | - | - | - | 15 | - |
| Former directors | 前任董事 | | | | | | | | | | |
| Executive directors | 執行董事 | | | | | | | | | | |
| Chan Kwun Chung (note 6) | 陳冠忠 (附註6) | - | - | - | 333 | - | 100 | - | 5 | - | 438 |
| Chong Cha Hwa (note 7) | 張家華 (附註7) | - | - | - | 103 | - | - | - | - | - | 103 |
| Chow Yik (note 8) | 周翊 (附註8) | - | - | 200 | 450 | - | - | 7 | 14 | 207 | 464 |
| Ng Kin Man (note 9) | 伍健文 (附註9) | - | - | - | 417 | - | 95 | - | 8 | - | 520 |
| Sin Pui Ying (note 10) | 洗佩瑩 (附註10) | - | - | - | 169 | - | - | - | - | - | 169 |
| Tsui Wing Tak (note 11) | 徐永得 (附註11) | - | - | - | 369 | - | - | - | 11 | - | 380 |
| Yao Tong (note 12) | 姚通 (附註12) | - | - | - | 32 | - | - | - | - | - | 32 |
| Non-executive director | 非執行董事 | | | | | | | | | | |
| Zheng Yongqiang (note 13) | 鄭永強 (附註13) | - | - | - | 225 | - | - | - | - | - | 225 |
| Independent non-executive directors | 獨立非執行董事 | | | | | | | | | | |
| Chung Man Lai (note 1) | 鍾文禮 (附註1) | - | 55 | - | - | - | - | - | - | - | 55 |
| Fok Kin Fung Eric (note 13) | 霍健峰 (附註13) | - | 120 | - | - | - | - | - | - | - | 120 |
| Lee G. Lam (note 14) | 林家禮 (附註14) | 20 | 120 | - | - | - | - | - | - | 20 | 120 |
| Leung Man Chun (note 15) | 梁文俊 (附註15) | 90 | 120 | - | - | - | - | - | - | 90 | 120 |
| | | 315 | 450 | 580 | 2,169 | - | 195 | 11 | 38 | 906 | 2,852 |



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8 DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

1. Appointed as independent non-executive director on 1 April 2020 and re-designated as executive director on 15 September 2020.
2. Appointed on 1 June 2021.
3. Appointed on 31 May 2021.
4. Appointed on 15 September 2020.
5. Appointed on 1 October 2021.
6. Resigned on 1 April 2020.
7. Appointed on 14 October 2020 and resigned on 14 April 2021.
8. Appointed on 1 April 2020 and resigned on 1 June 2021.
9. Resigned on 11 May 2020.
10. Resigned on 15 September 2020.
11. Appointed on 28 April 2020 and resigned on 3 December 2020.
12. Appointed on 7 December 2020 and resigned on 27 May 2021.
13. Resigned on 1 January 2021.
14. Resigned on 1 March 2021.
15. Resigned on 1 October 2021.

During the year ended 31 December 2021 and 2020, no emoluments were paid by the Group to the directors and chief operating decision-maker as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year (2020: HK\$Nil).

8 董事酬金 (續)

附註：

1. 於二零二零年四月一日獲委任為獨立非執行董事及於二零二零年九月十五日調任為執行董事。
2. 於二零二一年六月一日獲委任。
3. 於二零二一年五月三十一日獲委任。
4. 於二零二零年九月十五日獲委任。
5. 於二零二一年十月一日獲委任。
6. 於二零二零年四月一日辭任。
7. 於二零二零年十月十四日獲委任及於二零二一年四月十四日辭任。
8. 於二零二零年四月一日獲委任及於二零二一年六月一日辭任。
9. 於二零二零年五月十一日辭任。
10. 於二零二零年九月十五日辭任。
11. 於二零二零年四月二十八日獲委任及於二零二零年十二月三日辭任。
12. 於二零二零年十二月七日獲委任及於二零二一年五月二十七日辭任。
13. 於二零二一年一月一日辭任。
14. 於二零二一年三月一日辭任。
15. 於二零二一年十月一日辭任。

截至二零二一年及二零二零年十二月三十一日止年度，本集團概無向董事及主要營運決策者支付酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。此外，概無董事於年內放棄任何酬金（二零二零年：零港元）。

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9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, none of the five highest emoluments are directors (2020: one) whose emolument is disclosed in note 8. The aggregate of the emoluments in respect of these five individuals (2020: four) are as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------------|---------|----------------------------------|----------------------------------|
| Salaries and other emoluments | 薪金及其他酬金 | 2,715 | 2,668 |
| Discretionary bonuses | 酌情花紅 | – | – |
| Retirement scheme contributions | 退休計劃供款 | 86 | 72 |
| | | 2,801 | 2,740 |

The emoluments of the five individuals (2020: four) with the highest emoluments are within the following band:

| | | 2021 二零二一年 Number of employees 僱員人數 | 2020 二零二零年 Number of employees 僱員人數 |
|-------------------------|-----------------|---|---|
| HK\$Nil – HK\$1,000,000 | 零港元至1,000,000港元 | 5 | 4 |

During the year ended 31 December 2021, no emoluments were paid by the Group to any of the individuals with highest emoluments of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

9 最高薪酬人士

於五名最高薪酬人士當中，該等五名最高薪酬人士中並無董事（二零二零年：一名），而董事之酬金詳情於附註8披露。五名（二零二零年：四名）個別人士之酬金總額如下：

五名（二零二零年：四名）最高薪酬之個別人士之酬金介乎以下範圍：

截至二零二一年十二月三十一日止年度，本集團並未向本公司任何最高薪酬人士支付酬金作為加入本集團或加入本集團後的獎勵，或作為離職補償。

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10 LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the following loss attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 (re-presented) (重新呈列) |
|---|--------------|----------------------------------|--|
| Loss for the year attributable to owners of the Company | 本公司擁有人應佔年度虧損 | | |
| – From continuing operations | —源自持續經營業務 | 6,328 | 63,166 |
| – From discontinued operation | —源自已終止經營業務 | 77,009 | 8,445 |
| | | 83,337 | 71,611 |

| | | 2021 二零二一年 Number of shares 股份數目 '000 千股 | 2020 二零二零年 Number of shares 股份數目 '000 千股 |
|---|----------------|--|--|
| Weighted average number of ordinary shares in issue during the year | 年內已發行普通股之加權平均數 | 1,272,640 | 1,272,640 |

(b) Diluted loss per share

The diluted loss per share for the years ended 31 December 2021 and 2020 is the same as the basic loss per share as there were no potential dilutive ordinary shares in issue.

10 每股虧損

(a) 每股基本虧損

每股基本虧損乃按以下本公司擁有人應佔年度虧損及年內已發行普通股之加權平均數計算：

(b) 每股攤薄虧損

由於概無任何潛在攤薄已發行普通股，截至二零二一年及二零二零年十二月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

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11 PROPERTY, PLANT AND EQUIPMENT

11 物業、廠房及設備

| | | Land and buildings | Leasehold improvements | Furniture and fixtures | Computers and other equipment | Motor vehicles | Total |
|---|---------------------------------|-----------------------|---------------------------|------------------------------|-------------------------------------|-------------------|-----------------|
| | | 土地及樓宇 | 租賃物業裝修 | 傢俬及裝置 | 電腦及 其他設備 | 汽車 | 總計 |
| | | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 |
| Cost | 成本 | | | | | | |
| At 1 January 2020 | 於二零二零年一月一日 | 49,484 | 3,342 | 3,469 | 1,578 | 5,887 | 63,760 |
| Additions | 添置 | - | 221 | 75 | 29 | 1,530 | 1,855 |
| Disposals | 出售 | - | (1,258) | (2,559) | (4) | (2,638) | (6,459) |
| Exchange adjustments | 外匯調整 | - | - | 1 | (2) | - | (1) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年 十二月三十一日及 二零二一年一月一日 | 49,484 | 2,305 | 986 | 1,601 | 4,779 | 59,155 |
| Additions | 添置 | - | - | 27 | 107 | - | 134 |
| Disposals | 出售 | (49,484) | (2,038) | (721) | (392) | (4,779) | (57,414) |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | - | 267 | 292 | 1,316 | - | 1,875 |
| Accumulated depreciation | 累計折舊 | | | | | | |
| At 1 January 2020 | 於二零二零年一月一日 | 14,777 | 3,033 | 1,864 | 1,405 | 1,318 | 22,397 |
| Charge for the year | 本年度扣除 | 4,124 | 269 | 496 | 97 | 1,030 | 6,016 |
| Eliminated on disposals | 於出售時對銷 | - | (1,258) | (1,532) | (4) | (1,258) | (4,052) |
| Exchange adjustments | 外匯調整 | - | - | - | (2) | - | (2) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年 十二月三十一日及 二零二一年一月一日 | 18,901 | 2,044 | 828 | 1,496 | 1,090 | 24,359 |
| Charge for the year | 本年度扣除 | 2,983 | 146 | 77 | 86 | 227 | 3,519 |
| Eliminated on disposals | 於出售時對銷 | (21,884) | (2,004) | (682) | (384) | (1,317) | (26,271) |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | - | 186 | 223 | 1,198 | - | 1,607 |
| Carrying amount | 賬面值 | | | | | | |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | - | 81 | 69 | 118 | - | 268 |
| At 31 December 2020 | 於二零二零年 十二月三十一日 | 30,583 | 261 | 158 | 105 | 3,689 | 34,796 |

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11 PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

As at 31 December 2021, the Group has no pledged assets as a result of the settlement of bank borrowings in note 20 during the year.

As at 31 December 2020, the Group pledged its land and buildings and a motor vehicle with carrying amounts of HK\$30,583,000 and HK\$1,326,000 respectively to secure interest-bearing borrowings granted to the Group (see note 20).

The Group's land and buildings at 31 December 2020 were all situated in Hong Kong under medium-term leases.

11 物業、廠房及設備 (續)

於二零二一年十二月三十一日，本集團並無因本年度結清附註20之銀行借款抵押資產。

於二零二零年十二月三十一日，本集團已分別抵押其賬面值為30,583,000港元及1,326,000港元之土地及樓宇以及一輛汽車以作擔保本集團獲發放之附息借款（見附註20）。

於二零二零年十二月三十一日，本集團之土地及樓宇均位於香港，以中期租賃持有。

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12 INTANGIBLE ASSETS

12 無形資產

| | | Development costs 開發成本 HK\$'000 千港元 | Mobile games 手機遊戲 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|--|--|---|--|--------------------------------|
| Cost | 成本 | | | |
| At 1 January 2020 | 於二零二零年一月一日 | 3,000 | 69,783 | 72,783 |
| Additions | 添置 | 2,760 | – | 2,760 |
| Write-off (note (c)) | 撇銷 (附註(c)) | (3,000) | – | (3,000) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日 及二零二一年一月一日 | 2,760 | 69,783 | 72,543 |
| Additions | 添置 | 920 | – | 920 |
| Write-off (note (c)) | 撇銷 (附註(c)) | (3,680) | – | (3,680) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | – | 69,783 | 69,783 |
| Accumulated amortisation and impairment | 累計攤銷及減值 | | | |
| At 1 January 2020 | 於二零二零年一月一日 | – | 38,508 | 38,508 |
| Charge for the year | 本年度扣除 | – | 12,272 | 12,272 |
| Impairment loss (note (d)) | 減值虧損 (附註(d)) | – | 19,003 | 19,003 |
| At 31 December 2020, 1 January 2021 and 31 December 2021 | 於二零二零年 十二月三十一日、 二零二一年一月一日及 二零二一年十二月三十一日 | – | 69,783 | 69,783 |
| Carrying amount | 賬面值 | | | |
| At 31 December 2021 | 於二零二一年十二月三十一日 | – | – | – |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 2,760 | – | 2,760 |

(a) Development costs

Development costs represent expenditure incurred for developing website and mobile applications that have been recognised in accordance with the accounting policy set out in note 2(g) and are internally generated.

(a) 開發成本

開發成本指開發網站及手機應用程式所產生之開支，有關開支已根據會計政策（載於附註2(g)）確認及於內部產生。

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12 INTANGIBLE ASSETS (CONTINUED)

(b) Amortisation

The amortisation charges of mobile games for the year ended 31 December 2020 were included in “Administrative expenses” in the consolidated statement of profit or loss.

No amortisation charge of development costs was recognised during the years ended 31 December 2021 and 2020 as the intangible assets were not yet available for use up to 31 December 2021 and 2020.

(c) Write-off

During the year ended 31 December 2021, the Group re-assessed the diminishing return regarding the development costs capitalised for website development project and decided to suspend its project development in view of taking consideration into the expected fierce competition of market demand for the website development in the foreseeable future. As a result, the Group decided to write off the capitalised development costs and its carrying amount of HK\$3,680,000 was written off in “Administrative expenses” in the consolidated statement of profit or loss.

During the year ended 31 December 2020, the Group decided to write off the development costs of mobile applications in view of the outbreak of the COVID-19 pandemic which caused further uncertainties in the Group’s developments in mobile applications. As a result, the carrying amount of the development cost of HK\$3,000,000 was written off in “Administrative expenses” in the consolidated statement of profit or loss.

(d) Impairment loss

On 31 December 2020, the management realised that the performance of mobile games and applications segment was worse than expected due to the tough economic environment and strong market competition. After the assessment on the respective date, the management determined to recognise an impairment loss of HK\$19,003,000 in the consolidated statement of profit or loss.

12 無形資產 (續)

(b) 攤銷

截至二零二零年十二月三十一日止年度，手機遊戲攤銷開支已計入綜合損益表內之「行政開支」。

於截至二零二一年及二零二零年十二月三十一日止年度內，並無確認開發成本攤銷開支，原因是截至二零二一年及二零二零年十二月三十一日該等無形資產未可供使用。

(c) 撇銷

於截至二零二一年十二月三十一日止年度，本集團重新評估網站開發項目開發成本日益減少之資本化回報後，決定暫停其項目開發，此乃經考慮到於可預見未來網站開發市場需求的激烈競爭。因此，本集團決定撇銷資本化開發成本，其賬面值3,680,000港元於綜合損益表中「行政開支」內撇銷。

於截至二零二零年十二月三十一日止年度，鑒於COVID-19疫情爆發導致本集團手機應用程式開發存在更多不確定性，本集團決定撇銷手機應用程式開發成本。因此，開發成本賬面值3,000,000港元於綜合損益表中「行政開支」內撇銷。

(d) 減值虧損

於二零二零年十二月三十一日，管理層認為由於惡劣的經濟環境及市場競爭激烈，手機遊戲及應用分部之業績比預期差。於有關日期評估後，管理層決定於綜合損益表確認減值虧損19,003,000港元。

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13 GOODWILL

13 商譽

| | | Software platform | Mobile games and applications | Total |
|---|--|-------------------|-------------------------------|----------|
| | | 軟件平台 | 手機遊戲及應用 | 總計 |
| | | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 千港元 | 千港元 | 千港元 |
| Cost | 成本 | | | |
| At 1 January 2020, 31 December 2020, 1 January 2021 and 31 December 2021 | 於二零二零年一月一日、 二零二零年十二月三十一日、 二零二一年一月一日及 二零二一年十二月三十一日 | 20,236 | 89,433 | 109,669 |
| Accumulated impairment | 累計減值 | | | |
| At 1 January 2020 | 於二零二零年一月一日 | – | 69,878 | 69,878 |
| Impairment loss | 減值虧損 | – | 19,555 | 19,555 |
| At 31 December 2020, 1 January 2021 and 31 December 2021 | 於二零二零年 十二月三十一日、 二零二一年一月一日及 二零二一年十二月三十一日 | – | 89,433 | 89,433 |
| Carrying amount | 賬面值 | | | |
| At 31 December 2021 and 2020 | 於二零二一年及二零二零年 十二月三十一日 | 20,236 | – | 20,236 |

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13 GOODWILL (CONTINUED)

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to country of operation and operating segment as follows:

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Software platform – Hong Kong ("Software Platform") | 20,236 | 20,236 |
| Mobile games and applications – Hong Kong ("Mobile Games") | – | – |
| | 20,236 | 20,236 |

Impairment test for cash-generating units containing goodwill

The directors have reviewed the carrying amount of goodwill in accordance with HKAS 36 "Impairment of Assets" as follows:

Software Platform

The recoverable amount of the CGU is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the pre-tax discount rate of approximately 16.5% (2020: 17.0%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2020: 3.0%) per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market.

13 商譽 (續)

商譽分配至本集團根據經營所在國家及經營分部識別之現金產生單位 (「現金產生單位」)，詳情如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|----------------------------------|----------------------------------|
| Software platform – Hong Kong ("Software Platform") | 20,236 | 20,236 |
| Mobile games and applications – Hong Kong ("Mobile Games") | – | – |
| | 20,236 | 20,236 |

包含商譽之現金產生單位之減值測試

董事已根據香港會計準則第36號「資產減值」審閱商譽之賬面值，如下所示：

軟件平台

現金產生單位之可收回金額根據收入法按使用價值之計算釐定，包括來自管理層所批准涵蓋五年期間之財政預算之已貼現現金流量，以及反映現時市場對貨幣時間價值之評估及現金產生單位特有風險之稅前貼現率約16.5% (二零二零年：17.0%)。

於預算期間之現金流量預測基於整個預算期間來自現有及潛在客戶之預期收益作出。超過五年期之現金流量已採用穩定年增長率3.0% (二零二零年：3.0%) 推算。該增長率不超過市場之長期平均增長率。

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13 GOODWILL (CONTINUED)

Software Platform (Continued)

The key assumptions used in the value-in-use calculations for the CGU are as follows:

Budgeted market share The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

Number of service contracts In order to maintain successive business operations of the CGU, the directors believe that there is no particular difficulty in renewal of the service contracts of the existing customers in the CGU.

The directors and the management have performed sensitivity analysis and believed that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount of the CGU to exceed its recoverable amount.

Based on the results for the aforesaid impairment assessments, the directors concluded that no provision for impairment on goodwill regarding the Software Platform has to be recognised as of 31 December 2021.

Mobile Games

The CGU of Mobile Games has been fully impaired since the year ended 31 December 2020 in view of the deterioration in revenue level and poor operating results of the CGU in the prior years and economic environment in Hong Kong.

13 商譽 (續)

軟件平台 (續)

現金產生單位之使用價值計算所用之主要假設如下：

預算市場份額 假設所指定之價值反映過往經驗 (增長因素除外)，與董事對來自現有及潛在客戶之收益所作估計一致。董事相信，未來五年之每年計劃收益增長可合理實現。

服務合約數目 為維持現金產生單位持續經營業務，董事相信，重續現金產生單位中現有客戶之服務合約並無特別困難。

董事及管理層進行敏感度分析後認為，可收回金額依據之主要假設如有任何合理可能變動，不會造成現金產生單位之賬面值超過其可收回金額。

根據上述減值評估結果，董事認為，截至二零二一年十二月三十一日，無需就有關軟件平台之商譽減值確認撥備。

手機遊戲

鑒於在香港過往年度之經濟環境下，現金產生單位收益水平及經營業績惡化，自截至二零二零年十二月三十一日止年度，手機遊戲的現金產生單位已悉數減值。

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14 RIGHT-OF-USE ASSETS

14 使用權資產

| | | Leased properties 租賃物業 HK\$'000 千港元 | Motor vehicles 汽車 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|-------------------------|---|--|--|
| Cost | 成本 | | | |
| At 1 January 2020 | 於二零二零年一月一日 | 2,625 | 3,394 | 6,019 |
| Adjustment as a result of early termination of leases | 因提前終止租賃而調整 | (632) | – | (632) |
| Disposal of subsidiaries | 出售附屬公司 | – | (3,394) | (3,394) |
| Disposals | 出售 | (442) | – | (442) |
| Exchange adjustments | 外匯調整 | 4 | – | 4 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 1,555 | – | 1,555 |
| Additions | 添置 | 1,488 | – | 1,488 |
| Disposals | 出售 | (1,556) | – | (1,556) |
| Exchange adjustments | 外匯調整 | 1 | – | 1 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 1,488 | – | 1,488 |
| Accumulated depreciation | 累計折舊 | | | |
| At 1 January 2020 | 於二零二零年一月一日 | 820 | 1,096 | 1,916 |
| Charge for the year | 本年度扣除 | 980 | 1,004 | 1,984 |
| Adjustment as a result of early termination of leases | 因提前終止租賃而調整 | (332) | – | (332) |
| Disposal of subsidiaries | 出售附屬公司 | – | (2,100) | (2,100) |
| Eliminated on disposals | 於出售時對銷 | (442) | – | (442) |
| Exchange adjustments | 外匯調整 | 1 | – | 1 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 1,027 | – | 1,027 |
| Charge for the year | 本年度扣除 | 775 | – | 775 |
| Eliminated on disposals | 於出售時對銷 | (1,556) | – | (1,556) |
| Exchange adjustments | 外匯調整 | 2 | – | 2 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 248 | – | 248 |
| Carrying amount | 賬面值 | | | |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 1,240 | – | 1,240 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 528 | – | 528 |

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14 RIGHT-OF-USE ASSETS (CONTINUED)

The Group has obtained the right to use certain properties as its office premises through tenancy agreements. The leases typically run for an initial period of 2 years (2020: 2 to 3 years). None of the leases include variable lease payments.

Amounts included in the consolidated statement of cash flows comprise cash outflow for leases of HK\$32,000 and HK\$787,000 (2020: HK\$934,000 and HK\$1,687,000) in operating and financing activities respectively.

Details of the maturity analysis of lease liabilities are set out in note 21.

15 TRADE AND OTHER RECEIVABLES

| | |
|-----------------------------------|----------|
| Gross amount of trade receivables | 應收賬款總額 |
| Less: loss allowance | 減：虧損撥備 |
| Deposits and other receivables | 按金及其他應收款 |
| Prepayments | 預付款 |

All of the Group's trade and other receivables, apart from certain deposits and prepayments of HK\$216,000 (2020: HK\$3,311,000), are expected to be recovered or recognised as expenses within one year.

14 使用權資產 (續)

本集團已透過租賃協議獲得若干物業之使用權作為其辦公室物業。該等租賃通常為期二年(二零二零年：二至三年)。該等租賃均不包含可變租賃付款。

列入綜合現金流量表的金額包括經營及融資活動中的租賃現金流出，分別為32,000港元及787,000港元(二零二零年：934,000港元及1,687,000港元)。

租賃負債之期限分析詳情載於附註21。

15 應收賬款及其他應收款

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-----------------------------------|----------|----------------------------------|----------------------------------|
| Gross amount of trade receivables | 應收賬款總額 | 5,537 | 7,641 |
| Less: loss allowance | 減：虧損撥備 | (3,958) | (5,554) |
| | | 1,579 | 2,087 |
| Deposits and other receivables | 按金及其他應收款 | 2,366 | 5,228 |
| Prepayments | 預付款 | 1,290 | 6,455 |
| | | 5,235 | 13,770 |

除金額為216,000港元(二零二零年：3,311,000港元)之若干按金及預付款外，本集團所有應收賬款及其他應收款預期可於一年內收回或確認為開支。

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15 TRADE AND OTHER RECEIVABLES (CONTINUED)

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------------------------|--------------|----------------------------------|----------------------------------|
| Within 1 month | 少於一個月 | 762 | 676 |
| More than 1 but less than 3 months | 超過一個月但少於三個月 | 743 | 694 |
| More than 3 but less than 6 months | 超過三個月但少於六個月 | 71 | 301 |
| More than 6 but less than 12 months | 超過六個月但少於十二個月 | 3 | 416 |
| | | 1,579 | 2,087 |

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 26(a).

15 應收賬款及其他應收款(續)

賬齡分析

截至報告期末，應收賬款根據發票日期及扣除虧損撥備之賬齡分析如下：

本集團信貸政策以及應收賬款產生之信貸風險之更多詳情載於附註26(a)。

16 LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables arose from the Money Lending Business which has been classified as discontinued operation in September 2021 as a result of the Group's decision to cease the operation. Further details on the discontinued operation are set out in note 7.

16 應收貸款及利息

於二零二一年九月，本集團自放債業務產生之應收貸款及利息已分類為已終止經營業務，因為本集團決定終止其營運。有關已終止經營業務的更多詳情載於附註7。

| | | 2021 二零二一年 | | | 2020 二零二零年 | | |
|---------------------------|--------|--|--|--------------------------------|--|--|--------------------------------|
| | | Loan portion 貸款部分 HK\$'000 千港元 | Interest portion 利息部分 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | Loan portion 貸款部分 HK\$'000 千港元 | Interest portion 利息部分 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Secured loans by mortgage | 按揭抵押貸款 | 5,000 | 298 | 5,298 | 5,000 | - | 5,000 |
| Personal guaranteed loans | 個人擔保貸款 | 47,300 | 4,589 | 51,889 | 48,178 | 4,733 | 52,911 |
| Unsecured loans | 無抵押貸款 | 42,166 | 5,360 | 47,526 | 42,167 | 4,779 | 46,946 |
| | | 94,466 | 10,247 | 104,713 | 95,345 | 9,512 | 104,857 |
| Less: loss allowance | 減：虧損撥備 | (89,558) | (10,247) | (99,805) | (18,735) | (3,356) | (22,091) |
| | | 4,908 | - | 4,908 | 76,610 | 6,156 | 82,766 |

Loans receivable were interest-bearing at rates ranging from 10.0% to 58.9% (2020: 10.0% to 58.9%) per annum and repayable on maturity dates under the terms in contractual agreements or on demand in writing by the Group.

應收貸款按年利率介乎10.0%至58.9% (二零二零年：10.0%至58.9%) 計息，並由本集團於到期日根據合同協議條款或按書面要求償還。

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16 LOANS AND INTEREST RECEIVABLES (CONTINUED)

Ageing analysis was prepared based on contractual due date:

| | | 2021 二零二一年 | | | 2020 二零二零年 | | |
|-----------------------------|----------|--|--|--------------------------------|--|--|--------------------------------|
| | | Loan portion 貸款部分 HK\$'000 千港元 | Interest portion 利息部分 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | Loan portion 貸款部分 HK\$'000 千港元 | Interest portion 利息部分 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| Current (not past due) | 流動 (未逾期) | - | - | - | 67,095 | 2,822 | 69,917 |
| Less than 3 months past due | 逾期少於三個月 | - | - | - | - | 1,626 | 1,626 |
| 3 to 6 months past due | 逾期三至六個月 | - | - | - | 1,507 | 566 | 2,073 |
| Over 6 months past due | 逾期六個月以上 | 4,908 | - | 4,908 | 8,008 | 1,142 | 9,150 |
| | | 4,908 | - | 4,908 | 76,610 | 6,156 | 82,766 |

The credit quality of loans and interest receivables that are neither past due nor impaired was assessed by reference to historical information about counterparties' default rates.

Further details on the Group's credit policy are set out in note 26(a).

17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise cash at bank and on hand

As at 31 December 2021, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$1,000 (2020: HK\$679,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

16 應收貸款及利息 (續)

賬齡分析根據合同到期日編製：

無逾期或減值之應收貸款及利息之信貸質素參考有關交易方違約比例之過往資料作評估。

有關本集團信貸政策的更多詳情載於附註26(a)。

17 現金及現金等值物及其他現金 流量資料

(a) 組成銀行及手頭現金之現金及現金等值物

於二零二一年十二月三十一日，本集團以人民幣（「人民幣」）計值之現金及現金等值物為1,000港元（二零二零年：679,000港元）。人民幣不能自由兌換至其他貨幣，然而，根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

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17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

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

17 現金及現金等值物及其他現金流量資料 (續)

(b) 自融資活動產生之負債對賬

下表載列本集團來自融資活動之負債變動 (包括現金及非現金變動) 詳情。自融資活動產生之負債為其現金流量或未來現金流量將在本集團綜合現金流量表中分類為融資活動所得之現金流量之負債。

| | | Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20) | Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21) | Total 總計 HK\$'000 千港元 |
|---|----------------------|---|---|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 40,266 | 3,991 | 44,257 |
| Changes from financing cash flows: | 融資活動現金流量變動： | | | |
| Capital element of lease rentals paid | 已付租賃租金之本金部分 | – | (1,687) | (1,687) |
| Interest element of lease rentals paid | 已付租賃租金之利息部分 | – | (143) | (143) |
| Interest paid | 已付利息 | (1,753) | – | (1,753) |
| Loan repayment to a third party | 向一名第三方償還貸款 | (1,000) | – | (1,000) |
| New loans from third parties | 來自第三方之新貸款 | 1,900 | – | 1,900 |
| Repayment of bank loans | 償還銀行貸款 | (4,106) | – | (4,106) |
| | | (4,959) | (1,830) | (6,789) |
| Other changes: | 其他變動： | | | |
| Adjustment as a result of early termination of leases | 因提前終止租賃而調整 | – | (316) | (316) |
| Disposal of subsidiaries (note 29(c)) | 出售附屬公司 (附註29(c)) | – | (1,443) | (1,443) |
| Interest expenses | 利息開支 | 1,753 | 143 | 1,896 |
| Exchange adjustments | 外匯調整 | – | (2) | (2) |
| | | 1,753 | (1,618) | 135 |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 37,060 | 543 | 37,603 |

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17 CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED) (b) Reconciliation of liabilities arising from financing activities (Continued)

17 現金及現金等值物及其他現金流量資料 (續) (b) 自融資活動產生之負債對賬 (續)

| | | Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20) | Lease liabilities 租賃負債 HK\$'000 千港元 (note 21) (附註21) | Total 總計 HK\$'000 千港元 |
|---|--------------------|---|---|--------------------------------|
| At 1 January 2021 | 於二零二一年一月一日 | 37,060 | 543 | 37,603 |
| Changes from financing cash flows: | 融資活動現金流量變動： | | | |
| Capital element of lease rentals paid | 已付租賃租金之本金部分 | – | (787) | (787) |
| Interest element of lease rentals paid | 已付租賃租金之利息部分 | – | (28) | (28) |
| Interest paid | 已付利息 | (1,428) | – | (1,428) |
| New loans from a third party | 來自一名第三方之新貸款 | 908 | – | 908 |
| Repayment of bank loans | 償還銀行貸款 | (37,060) | – | (37,060) |
| | | (37,580) | (815) | (38,395) |
| Other changes: | 其他變動： | | | |
| Increase in lease liabilities from entering into new leases | 訂立新租賃產生之租賃負債增加 | – | 1,488 | 1,488 |
| Interest expenses (note 5(a)) | 利息開支 (附註5(a)) | 1,428 | 28 | 1,456 |
| | | 1,428 | 1,516 | 2,944 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 908 | 1,244 | 2,152 |

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18 TRADE AND OTHER PAYABLES

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------------------------------|------------|----------------------------------|----------------------------------|
| Trade payables | 應付賬款 | – | 1,446 |
| Accrued charges and other payables | 應計費用及其他應付款 | 1,992 | 1,756 |
| | | 1,992 | 3,202 |

All trade and other payables are expected to be settled within one year or repayable on demand.

Included in trade payables are trade creditors with the following ageing analysis, based on the invoice date, as of the end of the reporting period:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------|------|----------------------------------|----------------------------------|
| Within 1 month | 一個月內 | – | 1,446 |

18 應付賬款及其他應付款

所有應付賬款及其他應付款預期將於一年內清償或按要求償還。

根據發票日期計入應付賬款的應付貿易賬項於報告期末的賬齡分析如下：

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19 CONTRACT LIABILITIES

These represent billings in advance of performance under IT service contracts with customers.

When the Group receives a deposit before the service commences, this will give rise to contract liabilities at the start of a contract until the revenue recognised on the project exceeds the amount of the deposits. The Group typically receives a certain deposit, which is negotiated on case by case basis with customers, on acceptance of IT service contracts.

19 合約負債

該等金額為與客戶訂立之資訊科技服務合約項下履約預收款項。

倘本集團於服務開始前收取按金，有關按金會於合約開始時產生合約負債，直至有關項目確認收益超過按金金額為止。本集團一般會收取若干按金，有關按金在接納資訊科技服務合約時會根據個別情況與客戶協商。

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|------------------------------|----------------------------------|----------------------------------|
| At 1 January | 於一月一日 | 3,830 | 5,196 |
| Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year | 由於在年內確認之收益計入於年初之合約負債導致合約負債減少 | (2,210) | (4,297) |
| Increase in contract liabilities as a result of billing in advance of performance under IT service contracts | 由於資訊科技服務合約項下履約預收款項導致合約負債增加 | 21,035 | 19,037 |
| Decrease in contract liabilities as a result of recognising revenue in respect of the new contract liabilities entitled during the year | 由於在年內確認新合約負債相關收益導致合約負債減少 | (18,003) | (16,106) |
| At 31 December | 於十二月三十一日 | 4,652 | 3,830 |

The amount of billings in advance of performance expected to be recognised as revenue after more than one year is HK\$134,000 (2020: HK\$226,000).

預期將於逾一年後確認為收益之履約預收款項金額為134,000港元(二零二零年：226,000港元)。

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20 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings are repayable within one year or on demand (including those with repayable on demand clause).

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|-------------------------|------------|----------------------------------|----------------------------------|
| Bank loans | 銀行貸款 | – | 36,160 |
| Loan from a third party | 來自一名第三方之貸款 | 908 | 900 |
| | | 908 | 37,060 |

The maturity of interest-bearing borrowings, based on the scheduled repayment dates set out in the loan agreements, is as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|----------------------------------|---------|----------------------------------|----------------------------------|
| Within 1 year | 一年內 | 908 | 15,214 |
| After 1 year but within 2 years | 一年後至兩年內 | – | 1,776 |
| After 2 years but within 5 years | 兩年後至五年內 | – | 2,849 |
| More than 5 years | 五年以上 | – | 17,221 |
| | | 908 | 37,060 |

Details on the interest rate profile of the Group are set out in note 26(c).

The interest-bearing borrowings at 31 December 2021 were unsecured.

The interest-bearing borrowings at 31 December 2020 were secured by the Group's land and buildings and a motor vehicle with carrying amounts of HK\$30,583,000 and HK\$1,326,000 respectively and a corporate guarantee from the Company and a subsidiary.

20 附息借款

附息借款須於一年內償還或按要求償還 (包括設有按要求償還條款之借款)。

附息借款基於貸款協議所載預定還款日期之期限如下：

本集團之利率情況詳情載於附註26(c)。

於二零二一年十二月三十一日之附息借款為無抵押。

於二零二零年十二月三十一日之附息借款由本集團賬面值分別為30,583,000港元及1,326,000港元之土地及樓宇及一輛汽車以及本公司及一間附屬公司之公司擔保抵押。

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21 LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---------------------------------|---------|----------------------------------|----------------------------------|
| Within 1 year | 一年內 | 734 | 543 |
| After 1 year but within 2 years | 一年後至兩年內 | 510 | – |
| | | 1,244 | 543 |

22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(a) *Current tax payable in the consolidated statement of financial position represents:*

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|--|--------------|----------------------------------|----------------------------------|
| Balance of profits tax provision relating to prior years | 以往年度之利得稅撥備結餘 | – | 53 |

21 租賃負債

下表顯示本集團租賃負債之剩餘合約期限：

22 綜合財務狀況表之所得稅

(a) *綜合財務狀況表之應付即期稅項指：*

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22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(b) Deferred tax assets/liabilities recognised

The component of deferred tax assets/(liabilities) recognised in the consolidated statement of financial position and the movements during the year are as follows:

| Deferred tax assets/ (liabilities) arising from: | Tax losses | Tax allowance | Fair value | Total | |
|---|-------------------------|---------------------------------------|---------------------------------|-----------------|---------|
| | | in excess of the related amortisation | adjustment on intangible assets | | |
| 遞延稅項資產／(負債) 產生自： | 稅項虧損 | 超過相關攤銷之稅項撥備 | 無形資產之公平值調整 | 總計 | |
| | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | HK\$'000 千港元 | |
| At 1 January 2020 | 於二零二零年一月一日 | 1,248 | (497) | (4,663) | (3,912) |
| Credited to profit or loss | 於損益計入 | - | 497 | 4,663 | 5,160 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 1,248 | - | - | 1,248 |
| Charged to profit or loss | 於損益扣除 | (1,248) | - | - | (1,248) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | - | - | - | - |

22 綜合財務狀況表之所得稅 (續)

(b) 已確認之遞延稅項資產／負債

於綜合財務狀況表確認之遞延稅項資產／(負債) 部分及年內變動呈列如下：

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22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

(c) *Deferred tax assets/liabilities not recognised*

As at 31 December 2021, the Group has cumulative tax losses of approximately HK\$78,315,000 (2020: HK\$97,903,000). Of which, the Group has recognised deferred tax assets in respect of these tax losses to the extent of approximately HK\$Nil (2020: HK\$7,565,000). The Group has not recognised deferred tax assets in respect of the remaining tax losses of approximately HK\$78,315,000 (2020: HK\$90,338,000) due to the unpredictability of future profit streams. Of the total unrecognised tax losses, HK\$2,969,000 (2020: HK\$1,658,000) will expire within 5 years and the remaining tax losses of HK\$75,346,000 (2020: HK\$88,680,000) have no expiry date under the current tax legislation. Other temporary differences are not material.

23 DEFINED CONTRIBUTION RETIREMENT PLANS

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

22 綜合財務狀況表之所得稅 (續)

(c) *尚未確認之遞延稅項資產／負債*

於二零二一年十二月三十一日，本集團累計稅項虧損約為78,315,000港元（二零二零年：97,903,000港元）。其中，本集團就該等稅項虧損確認遞延稅項資產約零港元（二零二零年：7,565,000港元）。由於未來溢利來源無法估計，本集團並無就約78,315,000港元（二零二零年：90,338,000港元）之餘下稅項虧損確認遞延稅項資產。未被確認之稅項虧損總額當中，2,969,000港元（二零二零年：1,658,000港元）將於五年內到期，而根據目前稅項法例，餘下之稅項虧損75,346,000港元（二零二零年：88,680,000港元）並無屆滿日期。其他暫時性差額並不重大。

23 定額供款退休計劃

本集團根據香港法例第485章強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立一項強制性公積金計劃（「強積金計劃」）。強積金計劃為一項由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃供款，最高為每月相關收入之30,000港元。計劃供款即時歸屬，並無本集團可用於減低現有供款水平的已沒收供款。

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23 DEFINED CONTRIBUTION RETIREMENT PLANS (CONTINUED)

The employees of a subsidiary in the PRC are members of the state-sponsored retirement benefit scheme organised by the relevant local government authority in the PRC. The subsidiary is required to contribute, based on a certain percentage of the basic salary of its employees, to the retirement benefit scheme and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement benefit scheme represents for the entire pension obligations payable to retired employees. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

In the opinion of the directors of the Company, the Group did not have any significant contingent liabilities as at 31 December 2021 and 2020 in respect of the retirement of its employees.

24 EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 8 May 2013, the Company passed an ordinary resolution at the annual general meeting regarding the termination of the old share option scheme which was adopted on 25 November 2003 (the "Old Share Option Scheme") and adopted a new share option scheme (the "New Share Option Scheme") whereby the board of directors of the Company may, at its discretion, grant share options to the eligible participants including any employees, directors, suppliers, consultants, agents and advisers or any person in the sole discretion of the board of directors for the primary purpose to recognise and motivate their contributions to the Group.

On 29 April 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of "Eligible Participant" of the New Share Option Scheme and the definition of "Invested Entity" be added to the New Share Option Scheme ("Amendments to the New Share Option Scheme").

23 定額供款退休計劃 (續)

一間中國附屬公司之僱員為中國相關地方政府當局管理之國家資助退休福利計劃之成員。該附屬公司須按其僱員之基本薪金之若干百分比向退休福利計劃供款，除年度供款外，毋須承擔有關實際退休金付款或退休福利之進一步責任。國家資助退休福利計劃就應向退休僱員支付之全部退休金負責。計劃供款即時歸屬，本集團不會動用已被沒收的供款減低現有的供款水平。

本公司董事認為，本集團於二零二一年及二零二零年十二月三十一日，並無任何有關其僱員退休之重大或然負債。

24 以股本結算之股份交易

於二零一三年五月八日，本公司於股東週年大會通過有關終止舊購股權計劃（「舊購股權計劃」），乃於二零零三年十一月二十五日採納之普通決議案，並採納新購股權計劃（「新購股權計劃」），據此，本公司董事會可酌情向合資格參與者（包括僱員、董事、供應商、諮詢顧問、代理及顧問或董事會全權酌情決定之任何人士）授出購股權，旨在肯定及鼓勵彼等對本集團作出貢獻。

於二零一六年四月二十九日，本公司於股東特別大會上通過普通決議案，對新購股權計劃下「合資格參與者」及「投資實體」之定義進行修訂並加入新購股權計劃（「新購股權計劃修訂」）。

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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Unless it is approved by shareholders in a general meeting of the Company, the maximum number of shares available for subscription under Amendments to the New Share Option Scheme or any other option scheme adopted by the Company is subject to:

- (i) The maximum number of shares of the Company which may be issued upon exercise of all options granted under Amendments to the New Share Option Scheme or any other share option scheme adopted by the Company must not exceed 30% of its issued share capital from time to time; and
- (ii) The total number of shares which may be issued upon exercise of all options to be granted under Amendments to the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue at the date of the approval of Amendments to the New Share Option Scheme/at the date of passing the relevant resolution in general meeting.

The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless it is approved by shareholders in general meeting of the Company.

Any grant of options under Amendments to the New Share Option Scheme to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by independent non-executive directors (excluding any independent non-executive director who is the proposed grantee of the options).

24 以股本結算之股份交易 (續)

除非於本公司股東大會上獲股東批准，於新購股權計劃修訂或本公司採納之任何其他購股權計劃項下可供認購之最高股份數目受限於以下各項：

- (i) 本公司根據新購股權計劃修訂或本公司採納之任何其他購股權計劃授出之所有購股權獲行使時可能發行之本公司股份數目上限，不得超過其不時已發行股本之30%；及
- (ii) 根據新購股權計劃修訂及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可能發行之股份總數合共不得超過於新購股權計劃修訂獲批准之日期／相關決議案於股東大會獲通過之日期已發行股份之10%。

於任何十二個月期間，根據購股權可向每名合資格參與者發行之最高股份數目為已發行股份之1%，除非於本公司股東大會上經股東批准則作別論。

根據新購股權計劃修訂向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，必須經獨立非執行董事（不包括其本身為購股權建議承授人之獨立非執行董事）批准。

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24 EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of each grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of the offer of the option. The consideration for a grant of options by the Company is HK\$1.00. The exercise period of the share options granted is determined by the board of directors.

The exercise price of the share options is determined by the board of directors providing that the price shall not be less than the highest of (i) the closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets on the date of the offer, which must be a trading day; (ii) the average closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

The total number of share options that could be granted was limited to 127,264,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the New Share Option Scheme limit at the annual general meeting on 25 June 2018.

No share option under the Old Share Option Scheme or Amendments to the New Share Option Scheme was granted or outstanding during the years ended 31 December 2021 and 2020.

24 以股本結算之股份交易 (續)

於任何十二個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，如超過已發行股份0.1%及總值(根據授出日期之各自股份收市價計算)超過5,000,000港元，均須於本公司股東大會上獲股東批准。

購股權授出建議可於授出購股權建議日期起計28日內接納。接納本公司授出購股權之代價為1.00港元。授出購股權之行使期間由董事會釐定。

購股權行使價乃由董事會釐定，惟行使價不得低於以下最高者：(i)建議授出日期(必須為交易日)於聯交所每日報價表所報股份於GEM之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價表所報股份於GEM之平均收市價；及(iii)股份面值。

可授出之購股權總數上限為127,264,000股每股面值0.04港元之股份，佔於二零一八年六月二十五日股東週年大會通過更新新購股權計劃之決議案當日本公司之已發行股份總額約10%。

截至二零二一年及二零二零年十二月三十一日止年度內並無根據舊購股權計劃或新購股權計劃修訂授出或尚未行使之購股權。

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25 CAPITAL AND RESERVES

(a) Share capital

Authorised and issued share capital

25 資本及儲備

(a) 股本

法定及已發行股本

| | | Number of shares 股份數目 '000 千股 | Amount 金額 HK\$'000 千港元 |
|--|---------------------------------------|---|---------------------------------|
| Authorised: | 法定： | | |
| Ordinary shares | 普通股 | | |
| At 31 December 2021 and 2020 of HK\$0.04 each | 於二零二一年及二零二零年 十二月三十一日 每股面值0.04港元 | 3,000,000 | 120,000 |
| Issued and fully paid: | 已發行及繳足： | | |
| Ordinary shares | 普通股 | | |
| At 31 December 2021 and 2020 of HK\$0.04 each | 於二零二一年及二零二零年 十二月三十一日 每股面值0.04港元 | 1,272,640 | 50,906 |

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(b) 儲備之性質及用途

(i) 股份溢價

根據開曼群島法例第22章公司法（一九六一年第3號法例，經綜合及修訂），本公司股份溢價賬之資金可分派予本公司股東，惟緊隨建議派發股息日期後，本公司將於其日常業務過程中可償還到期之債務。

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25 CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves (Continued)

(ii) Capital reserve

The capital reserve represents capital contribution from shareholders in the form of interest-free loans. The amounts are estimated by discounting the nominal value of their non-interest-bearing loans to the Group at current market interest rate for similar financial instruments. An early repayment of interest-free loans represents a reduction in contribution from shareholders and reduces capital reserve accordingly.

(iii) Capital surplus

Capital surplus comprises the unconditional waiver of loans and advances by shareholders of the Company and the Group's former subsidiary.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(t).

(v) Other reserve

The other reserve represents the net impact between (i) the excess of the consideration received for the disposal of 20% equity interest in a non-wholly owned subsidiary over the increase in the carrying amount of the non-controlling interests of HK\$Nil (2020: HK\$3,000); and (ii) the excess of cash consideration paid for acquisition of additional interests in non-wholly owned subsidiaries over the increase in the carrying amount of the non-controlling interests of HK\$102,000 (2020: HK\$418,000) in prior years.

25 資本及儲備 (續)

(b) 儲備之性質及用途 (續)

(ii) 資本儲備

資本儲備指股東以免息貸款形式注資。金額以給予本集團免息貸款之面值按類似金融工具之現行市場利率貼現估算。提早償還免息貸款指減少股東注資，而資本儲備亦因此相應減少。

(iii) 資本盈餘

資本盈餘包括本公司股東及本集團前度附屬公司之無條件豁免貸款及墊款。

(iv) 匯兌儲備

匯兌儲備包括因換算國外業務財務報表而產生之所有外匯差額。此儲備乃根據附註2(t)所載之會計政策處理。

(v) 其他儲備

其他儲備指於以往年度關於以下各項之淨影響(i)出售一間非全資附屬公司20%股權已收之代價超過非控股權益賬面值增幅之零港元(二零二零年: 3,000港元); 及(ii)收購非全資附屬公司之額外權益已付之現金代價超過非控股權益賬面值增幅之102,000港元(二零二零年: 418,000港元)。

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25 CAPITAL AND RESERVES (CONTINUED)

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments as to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as total debt (which includes interest-bearing borrowings and lease liabilities), less cash and cash equivalents. Adjusted capital comprises all components of equity.

The directors of the Company review the capital structure on an ongoing basis. As part of this review, the directors consider the cost of debt and cost of capital. Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts.

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

(d) Distributability of reserves

At 31 December 2021, the aggregate amounts of reserves available for distribution to owners of the Company was HK\$Nil (2020: HK\$20,733,000).

25 資本及儲備 (續)

(c) 資本管理

本集團管理資本之首要目標為透過將產品及服務之價格訂於與風險相稱之水平及按合理成本籌措融資，保障本集團持續經營業務之能力，從而繼續為股東提供回報及為其他權益持有人帶來裨益。

本集團積極及定期對資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

本集團以經調整債務淨額對資本比率為基準，監控其資本結構。就此而言，經調整債務淨額之定義為債務總額（包括付息借款及租賃負債）減現金及現金等值物。經調整資本包括所有權益項目。

本公司董事持續審閱資本結構。作為此審閱之部分，董事考慮債務及資本成本。本集團將根據董事之推薦意見透過支付股息、發行新股以及發行新債務平衡其整體資本結構。

本公司及其任何附屬公司均不受外界施加之資本規定所限制。

(d) 分派儲備

於二零二一年十二月三十一日，可供分派予本公司擁有人之儲備總額為零港元（二零二零年：20,733,000港元）。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and loans and interest receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. At the end of the reporting period, the Group has a concentration of credit risk as 9% (2020: 16%) and 38% (2020: 50%) of total trade receivables was due from the largest customer and five largest customers respectively.

Individual credit evaluations are performed on all customers requiring credit over a certain amount. These take into account the customer's past payment history, financial position and other factors. Trade receivables are due within 30 days from the billing date.

(i) Trade receivables

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

26 財務風險管理及金融工具公平值

信貸、流動資金、利率及貨幣風險乃於本集團一般業務過程中產生。本集團所面對之該等風險及本集團管理該等風險而採用之財務風險管理政策及常規列述如下。

(a) 信貸風險

信貸風險指交易方將違反其合約責任而導致本集團蒙受財務虧損之風險。本集團之信貸風險主要源自應收賬款及其他應收款以及應收貸款及利息。本集團來自現金及現金等值物之信貸風險有限，由於交易方為本集團認為具有低信貸風險之銀行。

本集團所承受之信貸風險主要受各客戶之個別特性影響。於報告期末，本集團應收最大客戶及五大客戶之應收賬款總額之信貸風險集中度分別為9%（二零二零年：16%）及38%（二零二零年：50%）。

對於所有要求超過若干信貸金額之客戶均會進行個別信貸評估。該等評估考慮客戶之過往付款記錄、財務狀況及其他因素。應收賬款於發票日期起計30日內到期。

(i) 應收賬款

本集團按相等於使用撥備矩陣計算之全期預期信貸虧損之金額計量應收賬款之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶群之間進一步區分。

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(Expressed in Hong Kong dollars)
(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

| | | 2021 二零二一年 | | | |
|------------------------------|----------|---------------------------------------|--|---|--|
| | | Expected average loss rate 預期平均虧損率 | Gross carrying amount 賬面總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 | Net carrying amount 賬面淨值 HK\$'000 千港元 |
| Current (not past due) | 流動 (未逾期) | 1.08% | 770 | (8) | 762 |
| Less than 1 month past due | 逾期少於一個月 | 1.17% | 474 | (6) | 468 |
| 1 to 3 months past due | 逾期一至三個月 | 1.28% | 347 | (4) | 343 |
| 3 to 6 months past due | 逾期三至六個月 | 1.44% | 3 | —* | 3 |
| 6 to 12 months past due | 逾期六至十二個月 | 1.90% | 3 | —* | 3 |
| More than 12 months past due | 逾期十二個月以上 | 100.00% | 3,940 | (3,940) | — |
| | | | 5,537 | (3,958) | 1,579 |

| | | 2020 二零二零年 | | | |
|------------------------------|----------|---------------------------------------|--|---|--|
| | | Expected average loss rate 預期平均虧損率 | Gross carrying amount 賬面總值 HK\$'000 千港元 | Loss allowance 虧損撥備 HK\$'000 千港元 | Net carrying amount 賬面淨值 HK\$'000 千港元 |
| Current (not past due) | 流動 (未逾期) | 3.20% | 699 | (22) | 677 |
| Less than 1 month past due | 逾期少於一個月 | 3.40% | 585 | (20) | 565 |
| 1 to 3 months past due | 逾期一至三個月 | 3.94% | 432 | (17) | 415 |
| 3 to 6 months past due | 逾期三至六個月 | 4.53% | 375 | (17) | 358 |
| 6 to 12 months past due | 逾期六至十二個月 | 98.15% | 3,950 | (3,878) | 72 |
| More than 12 months past due | 逾期十二個月以上 | 100.00% | 1,600 | (1,600) | — |
| | | | 7,641 | (5,554) | 2,087 |

* Below HK\$1,000.

* 低於1,000港元。

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(i) 應收賬款 (續)

下表提供有關本集團就應收賬款及合約資產所面臨之信貸風險及預期信貸虧損之資料：

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

Expected loss rates are based on actual loss experience in current year. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of forward-looking economic conditions over the expected lives of the receivables.

Movements in loss allowance in respect of trade receivables are as follows:

| | | Trade receivables 應收賬款 HK\$'000 千港元 | Contract assets 合約資產 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|---------------------------------|---|---|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 118 | 10 | 128 |
| Transfer | 轉撥 | 10 | (10) | - |
| Amounts written off as uncollectible | 無法收回需撇銷款項 | (31) | - | (31) |
| Impairment losses recognised | 已確認減值虧損 | 5,457 | - | 5,457 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年 十二月三十一日及 二零二一年一月一日 | 5,554 | - | 5,554 |
| Disposal of subsidiaries | 出售附屬公司 | (1,600) | - | (1,600) |
| Impairment losses recognised | 已確認減值虧損 | 4 | - | 4 |
| At 31 December 2021 | 於二零二一年 十二月三十一日 | 3,958 | - | 3,958 |

No significant changes to estimation techniques or assumptions were made during the reporting period.

於報告期間，估計方法或假設概無出現重大變動。

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(i) 應收賬款 (續)

預期虧損率根據本年度實際虧損經驗得出。該等比率已作出調整，以反映已取得過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之前瞻性經濟狀況之意見之間之差異。

應收賬款之虧損撥備變動如下：

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息

本集團會考慮於初步確認資產後之違約可能性及信貸風險於各報告期間是否持續出現大幅增加。於評估信貸風險是否出現大幅增加時，本集團會比較於報告日期資產發生違約之風險與初步確認日期發生違約之風險。本集團會考慮可取得之合理可靠前瞻性資料。尤其會將以下指標計入考量：

- 內部信貸評級；
- 外部信貸評級 (如有)；及
- 預期將導致交易方履行債務之能力出現重大變動之商業、金融或經濟環境之實際或預期重大不利變動。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

A summary of the assumptions underpinning the Group's ECL model for the loans and interest receivables is as follows:

| Category 類別 | Definition of category 類別定義 | Basis for recognition of ECL provision 預期信貸虧損撥備之確認基準 |
|-----------------|---|---|
| Stage 1 第1階段 | Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 信貸風險自初步確認以來尚未出現大幅增加且於產生後並未出現信貸減值之風險。 | Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來十二個月內發生違約事件之可能性相關之全期預期信貸虧損部分。 |
| Stage 2 第2階段 | Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 信貸風險自初步確認以來出現大幅增加惟並未出現信貸減值之風險。 | Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認全期預期虧損(即反映餘下金融資產之可使用年期)。 |
| Stage 3 第3階段 | Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 倘發生對該資產之估計未來現金流產生不利影響之一項或多項事件，則風險評估為出現信貸減值。 | Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 確認全期預期虧損並應用實際利率於攤銷成本(扣除撥備)而非賬面總值以計算利息收益。 |

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

本集團關於應收貸款及利息之預期信貸虧損模式所依據之假設概要如下：

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loans and interest receivables are set out in notes 15 and 16 respectively.

Loans to the top borrower and top five borrowers constituted approximately 26% and 51% (2020: 26% and 51%) of the Group's loans receivable balance respectively as at 31 December 2021.

The directors consider that the credit risk arising from the loans receivable is significantly mitigated by the collaterals held, if required. The Group does not provide any guarantees which would expose the Group to credit risk.

Up to the date of discontinued operation of the Money Lending Business as detailed in note 7, the Group rebutted the presumption of default under ECL model for loans and interest receivables over 90 days past due based on continuous business with the Group. They were assessed individually based on their probability of default and exposure of default with reference to historical credit loss experience, adjusted by current and forward-looking factors.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

有關本集團因其他應收款以及應收貸款及利息而承受之信貸風險之進一步數據披露分別載於附註15及16。

借予最大借方和前五名借方之借款分別佔本集團於二零二一年十二月三十一日之應收貸款餘額約26%及51% (二零二零年：26%及51%)。

董事認為應收貸款產生之信貸風險因所持有之抵押品 (倘需要) 而顯著降低。本集團並無提供會令本集團面對信貸風險之任何擔保。

截至終止經營放貸業務日期 (詳見附註7)，基於與本集團持續進行業務，本集團已推翻逾期超過90日之應收貸款及利息於預期信貸虧損模式下屬違約之假設，而根據其違約可能性及違約風險，經參考過往信貸虧損經驗，並就現有及前瞻性因素調整後作出個別評估。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Movements in the gross amount of loans and interest receivables are as follows:

| | | Stage 1 第1階段 HK\$'000 千港元 | Stage 2 第2階段 HK\$'000 千港元 | Stage 3 第3階段 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|--------------------------------|------------------------------------|------------------------------------|------------------------------------|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 113,347 | 3,688 | – | 117,035 |
| New originated | 新產生 | 15,811 | 29 | – | 15,840 |
| Transfer | 轉撥 | (34,604) | 34,604 | – | – |
| Transfer as consideration of asset acquisition* | 轉撥作資產收購代價* | (1,530) | – | – | (1,530) |
| Repaid during the year | 於年內償還 | (26,242) | (150) | – | (26,392) |
| Write off | 撇銷 | – | (96) | – | (96) |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 66,782 | 38,075 | – | 104,857 |
| New originated | 新產生 | 381 | 392 | – | 773 |
| Transfer | 轉撥 | (66,863) | 66,863 | – | – |
| Repaid during the year | 於年內償還 | (300) | (617) | – | (917) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | – | 104,713 | – | 104,713 |
| By class at 31 December 2021 | 按分類呈列，於二零二一年十二月三十一日 | | | | |
| – Loans receivable | – 應收貸款 | – | 94,466 | – | 94,466 |
| – Interest receivables | – 應收利息 | – | 10,247 | – | 10,247 |
| | | – | 104,713 | – | 104,713 |
| By class at 31 December 2020 | 按分類呈列，於二零二零年十二月三十一日 | | | | |
| – Loans receivable | – 應收貸款 | 64,829 | 30,516 | – | 95,345 |
| – Interest receivables | – 應收利息 | 1,953 | 7,559 | – | 9,512 |
| | | 66,782 | 38,075 | – | 104,857 |

* On 28 April 2020, the Group acquired a motor vehicle of HK\$1,530,000 from its loan borrower in which the consideration was satisfied by loans and interest receivables and constituted a non-cash transaction.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

應收貸款及利息之總金額變動如下：

* 於二零二零年四月二十八日，本集團自其貸款借入人購買價值1,530,000港元的一輛汽車，代價以應收貸款及利息支付且構成非現金交易。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

An analysis of changes in the corresponding ECL allowances is as follows:

| | | Stage 1 第1階段 HK\$'000 千港元 | Stage 2 第2階段 HK\$'000 千港元 | Stage 3 第3階段 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|----------------------------|------------------------------------|------------------------------------|------------------------------------|--------------------------------|
| At 1 January 2020 | 於二零二零年一月一日 | 1,244 | 3,688 | - | 4,932 |
| New originated | 新產生 | 296 | 29 | - | 325 |
| Transfer to lifetime ECLs not credit-impaired | 轉撥至未出現信貸減值之全期預期信貸虧損 | (198) | 198 | - | - |
| Impact on year ended ECLs of exposures transferred between stages during the year | 年內各階段之間轉撥對年末預期信貸虧損之影響 | - | 16,834 | - | 16,834 |
| At 31 December 2020 and 1 January 2021 | 於二零二零年十二月三十一日及二零二一年一月一日 | 1,342 | 20,749 | - | 22,091 |
| New originated | 新產生 | 198 | 14,633 | - | 14,831 |
| Transfer to lifetime ECLs not credit-impaired | 轉撥至未出現信貸減值之全期預期信貸虧損 | (1,540) | 1,540 | - | - |
| Impact on year ended ECLs of exposures transferred between stages during the year | 年內各階段之間轉撥對年末預期信貸虧損之影響 | - | 62,883 | - | 62,883 |
| At 31 December 2021 | 於二零二一年十二月三十一日 | - | 99,805 | - | 99,805 |
| By class at 31 December 2021 | 按分類呈列，於二零二一年十二月三十一日 | | | | |
| - Loans receivable | - 應收貸款 | - | 89,558 | - | 89,558 |
| - Interest receivables | - 應收利息 | - | 10,247 | - | 10,247 |
| | | - | 99,805 | - | 99,805 |
| By class at 31 December 2020 | 按分類呈列，於二零二零年十二月三十一日 | | | | |
| - Loans receivable | - 應收貸款 | 1,338 | 17,397 | - | 18,735 |
| - Interest receivables | - 應收利息 | 4 | 3,352 | - | 3,356 |
| | | 1,342 | 20,749 | - | 22,091 |

No significant changes to estimation techniques or assumptions were made during the reporting period.

於報告期間，估計方法或假設概無出現重大變動。

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(ii) 應收貸款及利息 (續)

相應預期信貸虧損撥備之變動分析如下：

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(iii) Other financial assets at amortised cost

Other financial assets at amortised cost include cash and cash equivalents, deposits and other receivables. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

26 財務風險管理及金融工具公平值 (續)

(a) 信貸風險 (續)

(iii) 按攤銷成本列賬之其他金融資產

按攤銷成本列賬之其他金融資產包括現金及現金等值物、按金及其他應收款。本集團透過及時就預期信貸虧損適當計提撥備，以將其信貸風險入賬。於計算預期信貸虧損率時，本集團會考慮各類應收款之過往虧損率，並就前瞻性宏觀經濟數據作出調整。

(b) 流動資金風險

本集團內個別營運實體負責其本身之現金管理，包括現金盈餘之短期投資及增加貸款以應付預期現金需要。本集團之政策是定期監控其流動資金需求，以確保維持充足現金儲備及足夠信貸資金，以應付其短期及長期流動資金需求。

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which is based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

26 財務風險管理及金融工具公平值 (續)

(b) 流動資金風險 (續)

下表列示本集團之金融負債於報告期末之餘下訂約到期日，乃基於已訂約未貼現現金流量（包括使用訂約利率計算之利息付款，或如為浮息，則根據報告期末之現行利率計算）以及本集團可能被要求付款之最早日期：

| | | 2021 二零二一年 | | | |
|-----------------------------|------------|---------------|-----------|------------|-----|
| | | Total | Within | More than | |
| Carrying | | contractual | 1 year or | 1 year but | |
| amount | | undiscounted | on demand | less than | |
| | | cash flow | | 2 years | |
| | | 已訂約未貼現 | 一年內到期 | 多於一年 | |
| 賬面值 | | 現金流量總額 | 或按要求 | 但少於兩年 | |
| HK\$'000 | | HK\$'000 | HK\$'000 | HK\$'000 | |
| 千港元 | | 千港元 | 千港元 | 千港元 | |
| Trade and other payables | 應付賬款及其他應付款 | 1,992 | 1,992 | 1,992 | – |
| Lease liabilities | 租賃負債 | 1,244 | 1,300 | 780 | 520 |
| Interest-bearing borrowings | 附息借款 | 908 | 916 | 916 | – |
| | | 4,144 | 4,208 | 3,688 | 520 |

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26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

| | | 2020 二零二零年 | | | |
|-----------------------------|-----------------------------------|-----------------------|---------------------|------------------------------|-----|
| | | Total | Within | More than | |
| Carrying amount | Contractual undiscouted cash flow | contractual cash flow | 1 year or on demand | 1 year but less than 2 years | |
| 賬面值 | 已訂約未貼現現金流量總額 | 現金流量總額 | 一年內到期或按要求的 | 多於一年但少於兩年 | |
| HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | 千港元 |
| 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Trade and other payables | 應付賬款及其他應付款 | 3,202 | 3,202 | 3,202 | – |
| Lease liabilities | 租賃負債 | 543 | 555 | 555 | – |
| Interest-bearing borrowings | 付息借款 | 37,060 | 37,105 | 37,105 | – |
| | | 40,805 | 40,862 | 40,862 | – |

(c) Interest rate risk

The Group's interest rate risk arises primarily from loans receivable, lease liabilities and interest-bearing borrowings. Borrowings issued at fixed rate and variable rates expose the Group to fair value interest rate risk and cash flow interest rate risk respectively. The Group's interest rate profile as monitored by management is set out below.

26 財務風險管理及金融工具公平值 (續)

(b) 流動資金風險 (續)

(c) 利率風險

本集團之利率風險主要來自應收貸款、租賃負債及付息借款。定息及浮息借款令本集團須分別承受公平值利率風險及現金流量利率風險。管理層監控的本集團之利率組合載列如下。

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(Expressed in Hong Kong dollars)
(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

(i) Interest rate profile

The following table details the interest rate profile of the Group's interest-earning loans and interest-bearing borrowings at the end of the reporting period.

| | | 2021 二零二一年 | | 2020 二零二零年 | |
|--|------------------------|--------------------------------------|-----------------|--------------------------------------|-----------------|
| | | Effective interest rate 實際利率 % | HK\$'000 千港元 | Effective interest rate 實際利率 % | HK\$'000 千港元 |
| Net fixed rate deposits/(borrowings): | 定息存款 / (借款) 淨額: | | | | |
| Interest-bearing borrowings | 附息借款 | 10.0% | (908) | N/A 不適用 | - |
| Loans receivable | 應收貸款 | N/A 不適用 | - | 10.0%-58.9% | 76,610 |
| Lease liabilities | 租賃負債 | 5.0% | (1,244) | 5.4% | (543) |
| | | | (2,152) | | 76,067 |
| Variable rate borrowings | 浮息借款 | | | | |
| Interest-bearing borrowings | 附息借款 | N/A 不適用 | - | 3.8%-6.0% | (37,060) |
| Net exposure | 風險淨額 | | (2,152) | | 39,007 |

(ii) Sensitivity analysis

At 31 December 2021, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have no significant impact on the Group's loss after tax and accumulated losses for both the years.

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 50 basis point increase or decrease represents management's assessment of a reasonably possible change in interest rates over the period until the end of the next annual reporting period. The analysis is performed on the same basis for 2020.

26 財務風險管理及金融工具公平值 (續)

(c) 利率風險 (續)

(i) 利率組合

下表詳述於報告期末本集團計息貸款及附息借款之利率組合。

(ii) 敏感度分析

於二零二一年十二月三十一日，估計利率在所有其他變數保持不變之情況下整體上升／下降50個基點，將不會對本集團兩個年度之除稅後虧損及累計虧損產生重大影響。

以上敏感度分析是假設利率變動已於報告期末發生而釐定，並已應用至於該日存在之金融工具之利率風險。該50個基點增幅或減幅為管理層就截至下一個年度報告期末期間合理潛在之利率變動評估。二零二零年進行之分析採用相同基礎。

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(以港元列示)

26 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(d) Currency risk

The Group's business activities and its assets and liabilities were denominated in HK\$ and RMB. The management considers the Group is not exposed to significant foreign currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(e) Categories of financial instruments

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|--------------|----------------------------------|----------------------------------|
| Financial assets | 金融資產 | | |
| Financial assets at amortised cost | 按攤銷成本列賬之金融資產 | 12,644 | 93,496 |
| Financial liabilities | 金融負債 | | |
| Financial liabilities at amortised cost | 按攤銷成本列賬之金融負債 | 4,144 | 40,805 |

(f) Fair value measurement

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December 2021 and 2020.

26 財務風險管理及金融工具公平值 (續)

(d) 貨幣風險

本集團業務活動及其資產與負債以港元及人民幣列值。管理層認為本集團並無面對重大外幣風險，因為大部分銷售、收入、購買及開支均以其相關業務之功能貨幣計值。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險及將於有需要時考慮對沖重大外幣風險。

(e) 金融工具類別

(f) 公平值計量

本集團按成本或攤銷成本列值之金融工具之賬面值與其於二零二一年及二零二零年十二月三十一日之公平值並無重大差異。

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27 MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------------------------|--------|----------------------------------|----------------------------------|
| Short-term employee benefits | 短期僱員福利 | 3,610 | 5,482 |
| Post-employment benefits | 離職後福利 | 97 | 110 |
| | | 3,707 | 5,592 |

(b) Material related party transactions

Except as disclosed in the note 29(d), the Group has not entered into any material related party transactions during the years ended 31 December 2021 and 2020.

(c) Balances with related parties

Balances with related parties are disclosed in the Company's statement of financial position (note 30(a)).

28 EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in note 1 to the consolidated financial statements for the changes of the Company's principal place of business and elsewhere in the annual report, the Group does not have any other significant events after the end of the reporting period.

27 重大關連方交易及結餘

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註8所披露之已付本公司董事款項及附註9所披露之已付若干最高薪酬僱員之款項，詳情如下：

| | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|------------------------------|----------------------------------|----------------------------------|
| Short-term employee benefits | 3,610 | 5,482 |
| Post-employment benefits | 97 | 110 |
| | 3,707 | 5,592 |

(b) 重大關連方交易

截至二零二一年及二零二零年十二月三十一日止年度，除附註29(d)所披露外，本集團並無訂立任何重大關連方交易。

(c) 與關連方有關之結餘

與關連方有關之結餘於本公司之財務狀況表披露 (附註30(a))。

28 報告期後事項

除綜合財務報表附註1本公司主要營業地點的變化及年報其他部分所披露者外，本集團並無於報告期後發生任何其他重大事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(Expressed in Hong Kong dollars)
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29 SUBSIDIARIES

(a) Details of the principal subsidiaries as at 31 December 2021 and 2020

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

| Name of company 公司名稱 | Country of incorporation and operation 註冊成立及營運所在國家 | Particulars of issued and paid up capital 已發行及繳足股本詳情 | Proportion of effective ownership interest | | Proportion of effective ownership interest | | Principal activity 主要業務 |
|---|---|--|--|---------------|--|----------------|---|
| | | | 實際擁有權益比例 | | 實際擁有權益比例 | | |
| | | | 2021 二零二一年 | 2020 二零二零年 | Direct 直接 | Indirect 間接 | |
| Aurum Pacific Management Limited (note (i)) 奧栢管理有限公司 (附註(i)) | Hong Kong 香港 | 1 share (HK\$1) 1股股份 (1港元) | - | - | - | 100% | Provision of administrative services 提供行政服務 |
| KanHan Technologies Limited 看漢科技有限公司 | Hong Kong 香港 | 363,636 shares (HK\$7,200,000) 363,636股股份 (7,200,000港元) | - | 100% | - | 100% | Provision of software platform 提供軟件平台 |
| AP Finance (note (ii)) 奧栢財務 (附註(ii)) | Hong Kong 香港 | 1 share (HK\$1) 1股股份 (1港元) | - | 100% | - | 100% | Provision of money lending business up to 2 June 2021 提供放貸業務 (直至二零二一年六月二日) |
| First Surplus Investment Ltd. First Surplus Investment Ltd. | BVI 英屬處女群島 | 10 shares of US\$1 each 10股每股面值1美元的股份 | - | 60% | - | 60% | Investment holding 投資控股 |
| Mooff Games Limited | Hong Kong 香港 | 10,000 shares (HK\$10,000) 10,000股股份 (10,000港元) | - | 60% | - | 60% | Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務 |
| Side Quest Limited | Hong Kong 香港 | 3,020,000 shares (HK\$4,510,001) 3,020,000股股份 (4,510,001港元) | - | 60% | - | 60% | Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務 |

29 附屬公司

(a) 於二零二一年及二零二零年十二月三十一日之主要附屬公司詳情

下表僅載有對本集團業績、資產或負債有主要影響之附屬公司之詳情。除另有註明外，持有股份之類別屬普通股。

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(Expressed in Hong Kong dollars)
(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(a) Details of the principal subsidiaries as at 31 December 2021 and 2020 (Continued)

| Name of company 公司名稱 | Country of incorporation and operation 註冊成立及營運所在國家 | Particulars of issued and paid up capital 已發行及繳足股本詳情 | Proportion of effective ownership interest 實際擁有權益比例 | | Proportion of effective ownership interest 實際擁有權益比例 | | Principal activity 主要業務 |
|--|---|--|--|----------------|--|----------------|---|
| | | | 2021 二零二一年 Direct 直接 | Indirect 間接 | 2020 二零二零年 Direct 直接 | Indirect 間接 | |
| Smart City Technology Limited 智慧城市科技有限公司 | Hong Kong 香港 | 12,000 shares (HK\$1,010,000) 12,000股股份 (1,010,000港元) | - | 60% | - | 60% | Development of mobile games and applications 開發手機遊戲及應用 |
| Top Banana Limited 高蕉有限公司 | Hong Kong 香港 | 1 share (HK\$1) 1股股份 (1港元) | - | 60% | - | 60% | Development of mobile games and related services 開發手機遊戲及相關服務 |
| Lasting Surplus Investment HK Limited (note (i)) 長盈資本有限公司 (附註(i)) | Hong Kong 香港 | 10,000 shares (HK\$10,000) 10,000股股份 (10,000港元) | - | - | - | 60% | Tailor made IT solutions 定制資訊科技方案 |
| 廣州泛達科技有限公司 (note (iii)) 廣州泛達科技有限公司 (附註(iii)) | PRC 中國 | RMB3,600,000 人民幣3,600,000元 | - | 60% | - | 60% | Development of mobile games and related services 開發手機遊戲及相關服務 |

Notes:

- (i) Disposed during the year ended 31 December 2021 (see note 29(b)).
- (ii) Discontinued operation as a result of the Group's decision in September 2021 (see note 7).
- (iii) Registered as wholly-owned foreign enterprise under PRC law.

29 附屬公司 (續)

(a) 於二零二一年及二零二零年十二月三十一日之主要附屬公司詳情 (續)

附註：

- (i) 於截至二零二一年十二月三十一日止年度出售 (見附註29(b))。
- (ii) 由於本集團於二零二一年九月的決定已終止經營業務 (見附註7)。
- (iii) 根據中國法律註冊為外商獨資企業。

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29 SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries in 2021

On 25 October 2021, the Group disposed of several subsidiaries with minimal or no revenue contribution to the Group in the past years for the purpose of the simplification of the Group's structure. All the obligations and liabilities owning or incurred by these subsidiaries have been disposed to an independent third party (the "Purchaser") for a total cash consideration of HK\$1.

The assets and liabilities of these subsidiaries disposed at the completion date comprised of:

29 附屬公司 (續)

(b) 於二零二一年出售附屬公司

於二零二一年十月二十五日，本集團於過去年度出售為本集團帶來些微或零收益的若干附屬公司，以簡化本集團的架構。該等附屬公司欠付或產生之所有責任及負債均已出售予一名獨立第三方（「買方」），現金代價為1港元。

於完成日期出售之該等附屬公司之資產及負債包括：

| | | HK\$'000 千港元 |
|---|-----------------------|-----------------|
| Cash and cash equivalents | 現金及現金等值物 | 11 |
| Trade and other payables | 應付賬款及其他應付款 | (2,152) |
| Current tax payable | 應付即期稅項 | (20) |
| Amounts due to the Group | 應付本集團款項 | (39,322) |
| Net liabilities disposed of | 已出售負債淨值 | (41,483) |
| Gain on disposal of subsidiaries | 出售附屬公司之收益 | |
| Cash consideration | 現金代價 | —* |
| Assignment of amounts from the Group to the Purchaser | 將應收本集團款項轉讓予買方 | (39,322) |
| Net liabilities disposed of | 已出售負債淨值 | 41,483 |
| | | 2,161 |
| Net cash outflow from disposal of subsidiaries | 出售附屬公司所得現金流出淨額 | |
| Cash consideration received | 已收現金代價 | —* |
| Cash and cash equivalents disposed | 已出售現金及現金等值物 | (11) |
| | | (11) |

* Below HK\$1,000.

* 低於1,000港元。

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綜合財務報表附註

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(以港元列示)

29 SUBSIDIARIES (CONTINUED)

(c) Disposal of subsidiaries in 2020

On 25 November 2020, the Group disposed of entire equity interests in Create Winner Investments Limited (“Create Winner”) and Easy Winner Investments Limited (“Easy Winner”) to independent third parties (the “Purchasers”) and the outstanding balances of HK\$484,000 and HK\$1,005,000 owed by Create Winner and Easy Winner to the Group for total considerations of HK\$484,000 and HK\$1,005,000 respectively.

On 29 December 2020, the Group disposed of entire equity interests in Creative Good Investments Limited and its wholly owned subsidiary, Bright Energy Investments Joint Stock Company, (together with “CG Group”). All the obligations and liabilities owing or incurred by these subsidiaries have been disposed to an independent third party for cash consideration of HK\$1.

29 附屬公司 (續)

(c) 於二零二零年出售附屬公司

於二零二零年十一月二十五日，本集團向獨立第三方（「買方」）出售於創凱投資有限公司（「創凱」）及耀智企業有限公司（「耀智」）之全部股權及創凱及耀智欠付本集團之未償還結餘484,000港元及1,005,000港元，總代價分別為484,000港元及1,005,000港元。

於二零二零年十二月二十九日，本集團出售於振創投資有限公司及其全資附屬公司Bright Energy Investments Joint Stock Company（統稱「CG集團」）之全部股權。該等附屬公司欠付或產生之所有責任及負債均已出售予一名獨立第三方，現金代價為1港元。

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29 SUBSIDIARIES (CONTINUED)

(c) Disposal of subsidiaries in 2020 (Continued)

The assets and liabilities of these subsidiaries disposed at the completion dates comprised of:

29 附屬公司 (續)

(c) 於二零二零年出售附屬公司 (續)

於完成日期出售之該等附屬公司之資產及負債包括：

| | | Create Winner 創凱 HK\$'000 千港元 | Easy Winner 耀智 HK\$'000 千港元 | CG Group CG集團 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
|---|----------------------------|---|---|-------------------------------------|--------------------------------|
| Right-of-use assets | 使用權資產 | 241 | 1,053 | – | 1,294 |
| Prepayment | 預付款 | 7 | 6 | – | 13 |
| Other receivables | 其他應收款 | – | – | 9 | 9 |
| Cash and cash equivalents | 現金及現金等值物 | – | – | 2 | 2 |
| Other payables | 其他應付款 | (12) | (34) | (12) | (58) |
| Lease liabilities | 租賃負債 | (472) | (971) | – | (1,443) |
| Net (liabilities)/assets disposed of | 已出售(負債)/資產淨值 | (236) | 54 | (1) | (183) |
| Gain/(loss) on disposal of subsidiaries, net | 出售附屬公司之收益/(虧損)淨額 | | | | |
| Cash consideration | 現金代價 | 484 | 1,005 | –* | 1,489 |
| Assignment of amounts from the Group to the Purchasers | 將應收本集團款項轉讓予買方 | (484) | (1,005) | – | (1,489) |
| Net liabilities/assets disposed of | 已出售負債/(資產)淨值 | 236 | (54) | 1 | 183 |
| Cumulative exchange gain reclassified from equity to profit or loss upon disposal of subsidiaries | 於出售附屬公司後由權益重新分類至損益的累計外匯收益 | – | – | 2 | 2 |
| | | 236 | (54) | 3 | 185 |
| Net cash inflow/(outflow) from disposal of subsidiaries | 出售附屬公司所得現金流入/(流出)淨額 | | | | |
| Cash consideration received | 已收現金代價 | 484 | 1,005 | –* | 1,489 |
| Cash and cash equivalents disposed | 已出售現金及現金等值物 | – | – | (2) | (2) |
| | | 484 | 1,005 | (2) | 1,487 |

* Below HK\$1,000.

* 低於1,000港元。

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29 SUBSIDIARIES (CONTINUED)

(d) Acquisition of a non-controlling interest

On 5 May 2020, the Group acquired an additional 20% of the issued shares of a 80% owned subsidiary, Global Ocean International Holdings Limited (“Global Ocean”) for a cash consideration of HK\$1 from Zheng Yongqiang.

Zheng Yongqiang was the non-executive director of the Group up to 1 January 2021 and, therefore, was considered as a related party to the Group up to his resignation. The acquisition of 20% equity interests from Zheng Yongqiang constituted a related party transaction. The carrying amount of the non-controlling interests in Global Ocean as at the date of acquisition was a deficit of HK\$316,000. As a result, the Group recognised an increase in a non-controlling interest of HK\$316,000 and a decrease in equity attributable to owners of the Company of HK\$316,000.

The effects of changes in ownership interest in Global Ocean was summarised as follows:

| | | HK\$'000 千港元 |
|--|----------------------|-----------------|
| Carrying amount of a non-controlling interest acquired | 已收購非控股權益之賬面值 | (316) |
| Consideration paid to a non-controlling interest | 支付予非控股權益之代價 | —* |
| Excess of consideration paid recognised in other reserve within equity | 於權益內其他儲備中確認之已付代價超出部分 | (316) |

* Below HK\$1,000.

* 低於1,000港元。

29 附屬公司 (續)

(d) 收購非控股權益

於二零二零年五月五日，本集團向鄭永強收購擁有80%權益的附屬公司滙海國際控股有限公司（「滙海」）額外20%已發行股份，現金代價為1港元。

直至二零二一年一月一日，鄭永強為本集團非執行董事，因此，直至其辭任，其被視為本集團之關連人士。向鄭永強收購20%股權被視為一項關連人士交易。於收購日期，滙海非控股權益之賬面值為赤字316,000港元。因此，本集團確認非控股權益增加316,000港元及本公司擁有人應佔股權減少316,000港元。

滙海所有權權益變動之影響概述如下：

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29 SUBSIDIARIES (CONTINUED)

(e) Information of material non-controlling interest ("NCI")

The following table lists out the information relating to First Surplus Investment Ltd. and its subsidiaries which has material NCI. The summarised financial information presented below represents the amounts before any inter-company elimination.

29 附屬公司 (續)

(e) 重大非控股權益 (「非控股權益」) 資料

下表呈列有關擁有屬重大非控股權益之First Surplus Investment Ltd.及其附屬公司之資料。下列財務資料概要顯示公司間對銷前之金額。

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|
| NCI percentage | 非控股權益百分比 | 40% | 40% |
| Non-current assets | 非流動資產 | – | 4,046 |
| Current assets | 流動資產 | 2,160 | 24,302 |
| Current liabilities | 流動負債 | (13,394) | (27,996) |
| Non-current liabilities | 非流動負債 | – | – |
| Net (liabilities)/assets | (負債) / 資產淨值 | (11,234) | 352 |
| Carrying amount of NCI | 非控股權益賬面值 | (4,493) | 141 |
| Revenue | 收益 | 45 | 327 |
| Loss for the year | 年度虧損 | (11,623) | (40,825) |
| Total comprehensive expense | 全面開支總額 | (11,586) | (40,915) |
| Loss allocated to NCI | 分配至非控股權益虧損 | (4,649) | (16,330) |
| Dividends paid to NCI | 派付至非控股權益股息 | – | – |
| Cash flows generated from operating activities, net | 經營活動所得之現金流量淨額 | 15,176 | 3,103 |
| Cash flows used in investing activities, net | 投資活動所用之現金流量淨額 | (920) | (2,763) |
| Cash flows used in financing activities, net | 融資活動所用之現金流量淨額 | (15,030) | (4,175) |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY

(a) Statement of financial position

30 本公司之財務資料

(a) 財務狀況表

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|
| Non-current assets | 非流動資產 | | |
| Investments in subsidiaries | 於附屬公司之投資 | – | 8 |
| | | – | 8 |
| Current assets | 流動資產 | | |
| Amounts due from subsidiaries | 應收附屬公司款項 | 24,392 | 96,812 |
| Deposits, prepayments and other receivables | 按金、預付款及其他應收款 | 5 | 33 |
| Cash and cash equivalents | 現金及現金等值物 | 241 | 8 |
| | | 24,638 | 96,853 |
| Current liabilities | 流動負債 | | |
| Amounts due to subsidiaries | 應付附屬公司款項 | 20,835 | 20,468 |
| Interest-bearing borrowings | 付息借款 | 908 | – |
| Other payables and accrued charges | 其他應付款及應計費用 | 1,403 | 884 |
| | | 23,146 | 21,352 |
| Net current assets | 流動資產淨值 | 1,492 | 75,501 |
| NET ASSETS | 資產淨值 | 1,492 | 75,509 |
| Capital and reserves | 資本及儲備 | | |
| Share capital | 股本 | 50,906 | 50,906 |
| Reserves | 儲備 | (49,414) | 24,603 |
| TOTAL EQUITY | 權益總額 | 1,492 | 75,509 |

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

30 FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(b) Details of changes in the Company's individual components of capital and reserves during the year:

| | | Share capital | Share premium | Capital reserve | Capital surplus | Fair value reserve (non-recycling) (不可迴轉) | Accumulated losses | Total |
|--|--------------------------------|-----------------------|--|-------------------------|-------------------------|---|-------------------------|-----------------------|
| | | 股本 HK\$'000 千港元 | 股份溢價 HK\$'000 千港元 (note 25(b)(i)) (附註25(b)(i)) | 資本儲備 HK\$'000 千港元 | 資本盈餘 HK\$'000 千港元 | 公平值儲備 (不可迴轉) HK\$'000 千港元 | 累計虧損 HK\$'000 千港元 | 總計 HK\$'000 千港元 |
| At 1 January 2020 | 於二零二零年一月一日 | 50,906 | 381,490 | 2,261 | 1,609 | (348) | (284,611) | 151,307 |
| Loss for the year | 年度虧損 | - | - | - | - | - | (75,646) | (75,646) |
| Loss on disposal of equity investments measured at FVOCI | 出售按FVOCI計量之股本投資之虧損 | - | - | - | - | - | (152) | (152) |
| Total comprehensive expense for the year | 年度全面開支總額 | - | - | - | - | - | (75,798) | (75,798) |
| Transfer of fair value reserve (non-recycling) upon the disposal of equity investments measured at FVOCI | 於出售按FVOCI計量之股本投資後轉撥公平值儲備(不可迴轉) | - | - | - | - | 348 | (348) | - |
| At 31 December 2020 | 於二零二零年十二月三十一日 | 50,906 | 381,490 | 2,261 | 1,609 | - | (360,757) | 75,509 |
| At 1 January 2021 | 於二零二一年一月一日 | 50,906 | 381,490 | 2,261 | 1,609 | - | (360,757) | 75,509 |
| Loss and total comprehensive expense for the year | 年度虧損及全面開支總額 | - | - | - | - | - | (74,017) | (74,017) |
| At 31 December 2021 | 於二零二一年十二月三十一日 | 50,906 | 381,490 | 2,261 | 1,609 | - | (434,774) | 1,492 |

(c) Contingent liabilities

At 31 December 2021, the Company has no contingent liabilities.

At 31 December 2020, the Company had issued a corporate guarantee in respect of a loan made by a bank to a subsidiary (see note 20).

The fair value of these guarantees was not provided for in these consolidated financial statements as the directors of the Company considered the amount involved to be insignificant.

30 本公司之財務資料 (續)

(b) 本公司年內資本及儲備個別組成部分之變動詳情如下：

(c) 或然負債

於二零二一年十二月三十一日，本公司並無或然負債。

於二零二零年十二月三十一日，本公司就銀行向附屬公司提供之貸款提供公司擔保(見附註20)。

此等綜合財務報表並無提供該等擔保之公平值，因為本公司董事認為所涉及之金額並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
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31 ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements. The principal accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(a) *Impairment loss on intangible assets*

The carrying amounts of intangible assets that are not yet available for use are reviewed annually in order to assess whether the recoverable amounts have declined below the carrying amounts. When such a decline has occurred, the carrying amount is reduced to recoverable amount.

The recoverable amount is the greater of the fair value less costs of disposal and the value in use. In determining the value in use, the expected cash flows generated by the intangible assets are discounted to their present value, which requires significant judgement relating to the level of future software revenue and the amount of service costs. The Group uses all readily available information in determining an amount that is a reasonable approximation of the recoverable amount, including estimates based on reasonable and supportable assumptions and projections of software revenue and the amount of service costs, and discount rate.

31 會計估計及判斷

估計及判斷會持續進行評估，並以過往經驗及其他因素（包括在某些情況下被視為對未來事件之合理預計）為依據。

在審閱綜合財務報表時，需要考慮主要會計政策之選用、影響會計政策應用之判斷及其他不確定因素，以及所呈報業績是否較易受情況及假設變動影響。主要會計政策載於附註2。本集團相信，下列主要會計政策涉及在編製綜合財務報表時採用之最重要判斷及估計。

(a) *無形資產減值虧損*

尚未可供使用之無形資產之賬面值會按年檢討，以評估可收回金額是否已跌至低於賬面值。當出現上述下跌情況時，賬面值會減至可收回金額。

可收回金額為公平值減出售成本與使用價值間之較高者。釐定使用價值時，預期無形資產產生之現金流量乃貼現至其現值，而釐定現值須對未來軟件收益及服務成本金額作出重大判斷。本集團使用一切可取得之資料，釐定可收回金額合理約數之金額，包括根據合理及有力之假設及預測，估計軟件收益及服務成本金額以及貼現率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

31 ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(b) Impairment loss on goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the impairment loss calculation are set out in note 13.

(c) Deferred tax assets

Deferred tax assets are recognised for unused tax losses. As these deferred tax assets can only be recognised to the extent that it is probable that future taxable profits will be available against which the unused tax benefits can be utilised, management's judgement is required to assess the probability of future taxable profits. Management's assessment is constantly reviewed and additional deferred tax assets are recognised if and only if it becomes probable that future taxable profits will allow the deferred tax assets to be recovered; conversely, the carrying amount of a deferred tax asset is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised. Details of the nature and carrying amounts of deferred tax assets are disclosed in note 22(b).

(d) Impairment allowances on financial assets at amortised cost

The Group estimates the loss allowances for financial assets at amortised cost by assessing the ECLs. This requires the use of significant estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of financial assets at amortised cost and thus the impairment loss in the period in which such estimate is changed.

31 會計估計及判斷(續)

(b) 商譽減值虧損

釐定商譽是否減值時，須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時，董事須估計預期源自現金產生單位之未來現金流量及適合貼現率，以計算現值。減值虧損之計算詳情載於附註13。

(c) 遞延稅項資產

遞延稅項資產於未動用稅項虧損獲確認。由於遞延稅項資產僅在可能有未來應課稅溢利以使用未動用稅項福利之情況下確認，管理層須就評估未來應課稅溢利之可能性作出判斷。倘及僅有未來應課稅溢利能令遞延稅項資產可予收回，則管理層持續進行評估，並確認額外遞延稅項資產；反之，遞延稅項資產賬面值予以扣減，以不再可能有足夠應課稅溢利用以抵扣部分或全部遞延稅項資產之利益為限。有關遞延稅項資產之性質及賬面值詳情披露於附註22(b)。

(d) 按攤銷成本計量之金融資產之減值撥備

本集團透過評估預期信貸虧損，就按攤銷成本計量之金融資產估計虧損撥備。此舉需要使用重大估計及判斷。預期信貸虧損按本集團之過往信貸虧損經驗，並根據債務人之特定因素以及就報告期末整體經濟現況及預測之評估作出調整而定。倘估計有別於先前估計，有關差額將影響按攤銷成本計量之金融資產之賬面值，繼而影響估計變動期間之減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

(Expressed in Hong Kong dollars)
(以港元列示)

32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of amendments and a new standard, HKFRS 17 “Insurance Contracts”, which are not yet effective for the year ended 31 December 2021 and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group:

| | |
|---|---|
| Amendment to HKFRS 16 | COVID-19 – Related Rent Concessions beyond 30 June 2021 ¹ |
| Amendments to HKFRS 3 | Reference to the Conceptual Framework ² |
| Amendments to HKAS 16 | Property, Plant and Equipment: Proceeds before Intended Use ² |
| Amendments to HKAS 37 | Onerous Contracts – Cost of Fulfilling a Contract ² |
| Annual Improvements | HKFRSs 2018-2020 Cycle ² |
| Amendments to HKAS 1 | Classification of Liabilities as Current or Non-current ³ |
| Amendments to HKAS 1 and HKFRS Practice Statement 2 | Disclosure of Accounting Policies ³ |
| Amendments to HKAS 8 | Definition of Accounting Estimates ³ |
| Amendments to HKAS 12 | Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³ |

¹ Effective for annual periods beginning on or after 1 April 2021.

² Effective for annual periods beginning on or after 1 January 2022.

³ Effective for annual periods beginning on or after 1 January 2023.

32 截至二零二一年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之潛在影響

直至該等綜合財務報表簽發日期，香港會計師公會已頒佈多項修訂及一項新準則香港財務報告準則第17號「保險合約」，但於截至二零二一年十二月三十一日止年度尚未生效，及並無於該等綜合財務報表內採納。其中包括以下可能與本集團有關之準則：

| | |
|------------------------------|---|
| 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 COVID-19相關租金寬減 ¹ |
| 香港財務報告準則第3號修訂本 | 概念框架引述 ² |
| 香港會計準則第16號修訂本 | 物業、廠房及設備：擬定用途前的所得款項 ² |
| 香港會計準則第37號修訂本 | 有償合約—履行合約的成本 ² |
| 年度改進 | 香港財務報告準則二零一八年至二零二零年週期 ² |
| 香港會計準則第1號修訂本 | 將負債分類為流動或非流動 ³ |
| 香港會計準則第1號及香港財務報告準則實務公告第2號修訂本 | 會計政策之披露 ³ |
| 香港會計準則第8號修訂本 | 會計估計之定義 ³ |
| 香港會計準則第12號修訂本 | 與單一交易產生之資產及負債有關之遞延稅項 ³ |

¹ 於二零二一年四月一日或之後開始的年度期間生效。

² 於二零二二年一月一日或之後開始的年度期間生效。

³ 於二零二三年一月一日或之後開始的年度期間生效。



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(以港元列示)

32 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2021 (CONTINUED)

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them will not have a significant impact on the Group's consolidated financial statements.

33 COMPARATIVE FIGURES

Certain comparative figures, including figures in the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income have been re-presented as a result of the discontinued operation during the year. Details of the discontinued operation is disclosed in note 7.

32 截至二零二一年十二月三十一日止年度已頒佈但尚未生效之修訂、新準則及詮釋之潛在影響 (續)

本集團正在評估該等發展於初次應用期間預期產生之影響。到目前為止，本集團已確定採納該等修訂、新準則及詮釋將不會對本集團綜合財務報表產生重大影響。

33 比較數字

由於年內已終止經營業務，已重新呈列若干比較數字 (包括綜合損益表及綜合損益及其他全面收益表之數字)。已終止經營業務之詳情披露於附註7。

FIVE-YEARS FINANCIAL SUMMARY

五年財務摘要

| | | 2021 二零二一年 HK\$'000 千港元 | 2020 二零二零年 HK\$'000 千港元 | 2019 二零一九年 HK\$'000 千港元 | 2018 二零一八年 HK\$'000 千港元 | 2017 二零一七年 HK\$'000 千港元 |
|---|---------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| RESULTS | 業績 | | | | | |
| Revenue from continuing and discontinued operations | 持續及已終止經營業務之收益 | 21,031 | 31,420 | 40,073 | 53,968 | 64,464 |
| Loss before taxation | 除稅前虧損 | (86,771) | (93,155) | (69,601) | (43,534) | (43,846) |
| Income tax (expense)/credit | 所得稅(開支)/抵免 | (1,215) | 5,158 | 2,118 | 1,462 | (1,889) |
| Loss for the year | 年度虧損 | (87,986) | (87,997) | (67,483) | (42,072) | (45,735) |
| Attributable to: | 以下人士應佔: | | | | | |
| Owners of the Company | 本公司擁有人 | (83,337) | (71,611) | (61,470) | (38,967) | (48,823) |
| Non-controlling interests | 非控股權益 | (4,649) | (16,386) | (6,013) | (3,105) | 3,088 |
| | | (87,986) | (87,997) | (67,483) | (42,072) | (45,735) |
| Loss per share | 每股虧損 | | | | | |
| Basic and diluted (HK cents) | 基本及攤薄(港仙) | (6.55) | (5.63) | (4.83) | (3.21) | (4.50) |
| ASSETS AND LIABILITIES | 資產及負債 | | | | | |
| Total assets | 資產總值 | 35,678 | 159,519 | 260,698 | 324,784 | 405,730 |
| Total liabilities | 負債總額 | (8,796) | (44,688) | (57,979) | (54,208) | (123,350) |
| | | 26,882 | 114,831 | 202,719 | 270,576 | 282,380 |
| Total equity attributable to owners of the Company | 本公司擁有人應佔權益總額 | 31,375 | 114,690 | 186,544 | 248,383 | 257,107 |
| Non-controlling interests | 非控股權益 | (4,493) | 141 | 16,175 | 22,193 | 25,273 |
| | | 26,882 | 114,831 | 202,719 | 270,576 | 282,380 |