

2021 年報
ANNUAL REPORT



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

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

Stock Code 股份代號 : 1586

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Corporate Information

公司資料

Board of Directors

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyong (*Vice President*)
Mr. LIU Yi (*Vice President*)
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. HAO Yilei

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

Company Secretary

Mr. CHAN Oi Fat

Authorised Representatives

Mr. LI Xiangli
Mr. CHAN Oi Fat

Audit Committee

Mr. LIU Hoi Keung (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

Remuneration Committee

Mr. ZHAO Hong (*Chairman*)
Ms. ZHANG Aiyong
Mr. WANG Zichen

Nomination Committee

Mr. LI Xiangli (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

董事會

執行董事

李向利先生(*主席兼行政總裁*)
張愛英女士(*副總裁*)
劉翊先生(*副總裁*)
楊榮兵先生(*副主席*)

非執行董事

郝怡磊先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

公司秘書

陳愛發先生

授權代表

李向利先生
陳愛發先生

審核委員會

廖開強先生(*主席*)
王梓臣先生
趙虹先生

薪酬委員會

趙虹先生(*主席*)
張愛英女士
王梓臣先生

提名委員會

李向利先生(*主席*)
王梓臣先生
趙虹先生



Auditor

Deloitte Touche Tohmatsu
Registered Public Interest Entity Auditors
35th Floor, One Pacific Place
88 Queensway
Hong Kong

Registered Office

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

Headquarters and Principal Place of Business in the Mainland China

Building No. 78
Zhuyuan Road
No. 12 District
Tianzhu Free Trade Zone
Beijing, China

Principal Place of Business in Hong Kong

Suite 1015, 10/F
Ocean Centre, Harbour City
Kowloon
(with effect from 29 April 2022)

Hong Kong Branch Share Registrar and Transfer Office

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

核數師

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

註冊辦事處

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

中國內地總部及主要營業地點

中國北京
天竺綜合保稅區
竺園路
12號院
78號樓

香港主要營業地點

九龍
海港城海洋中心
10樓1015室
(自2022年4月29日起生效)

香港股份過戶登記分處

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



Corporate Information

公司資料

Principal Share Registrar and Transfer Office

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

Stock Code

1586

Website

www.leontest.com

主要股份過戶登記處

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

股份代號

1586

網站

www.leontest.com



Corporate Profile

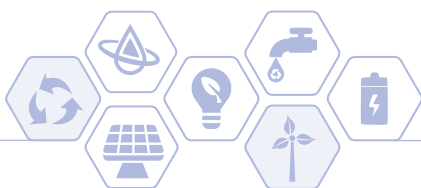
公司概況

China Leon Inspection Holding Limited (stock code: 1586.HK) was listed on the Main Board of the Stock Exchange in 2016. The Company is China's first international comprehensive inspection and testing company listed in Hong Kong. Capitalizing on its strong R&D and innovation capabilities and assured qualifications in various aspects, the Company provides global industry leaders with a range of services in testing, inspection as well as technical and consulting services around the clock, empowering the industry to achieve eco-friendly and low-carbon transformation. It is the pioneer in the Chinese TIC listed companies to complete global network which serves major trading ports and hub cities in the Asia-Pacific region, and comprises 58 branches and professional laboratories globally. Building on its two key business areas, namely energy and commodity, the Company fully leveraged its leading advantages in different segments and economies of scale, and successfully expanded its service scope to the ESG-related fields, such as new energy, clean energy, environmental protection and carbon neutrality services, to grow both in conventional and ESG businesses in an organic manner. Details of the Company's services and business scope are as follows:

Energy and commodity: we provide customers with the following services: (1) quality testing services: in-house laboratory testing services according to the international, national and regional industry standards; (2) weight survey services: weighing services for vessels' water gauge, flowmeter, weighbridge and cabin/shore tank capacity according to the international, national and regional industry standards such as SO/API/ASTM/GB/SH; (3) witnessing supervision and joint inspection services: participate in and witness the inspection process of other third party inspection agencies on behalf of our clients, or participate in the customs inspection of imported goods by way of witnessing/joint-inspection to protect the interests of our clients; (4) other technical services: supervision of assembly and disassembly, arbitral inspection, inventory survey, on-site witnessing, cleanliness inspection, inventory inspection and other services. The scope of services covers all energy and commodity categories, including but not limited to coal, crude oil, petroleum products, petrochemical products, LPG/LNG, biofuels, raw ores, non-ferrous concentrates, metals and alloys, industrial minerals, agricultural products, etc.

中國力鴻檢驗控股有限公司(股票代碼：1586.HK) 2016年於港交所主板上市，是國內首家在香港上市的國際綜合檢驗檢測機構。憑藉雄厚的科研創新實力及全方位的資質保障，公司為全球行業龍頭提供24 x 7小時全方位專業檢驗、檢測及技術與諮詢服務，持續賦能行業綠色低碳轉型。公司於業內率先實現全球化網絡佈局，服務網絡覆蓋亞太地區主要貿易港口及樞紐城市，海內外分支機構及專業實驗室達58個，成為首家成功佈局海外的中國TIC上市企業。公司在專注能源和大宗商品兩大板塊業務基礎之上，充分利用細分領域的龍頭優勢和規模效應，先發佈局延伸服務範圍至新能源、清潔能源、環境保護及雙碳服務等ESG相關領域，實現傳統業務與ESG業務的有機雙向增長。公司詳細服務內容及業務範圍如下：

能源大宗領域：為客戶提供以下方面服務：(1)品質測試服務：在自有化驗室根據國際、國家、地區的行業標準提供各類指標測試服務；(2)重量鑒定服務：根據SO/API/ASTM/GB/SH等國際、國家、地區的行業標準進行船舶水尺、流量計、地磅、船艙/岸罐容量等計重服務；(3)見證監督和聯合檢驗服務：代表委託人參與並見證其他第三方檢驗機構的檢驗過程、或者以見證(witnessing)/聯合檢驗(joint-inspection)方式參與進口貨物的海關檢驗，以保護委託人權益；(4)其他技術服務：監裝拆卸、仲裁檢驗、庫存調查、現場見證、清潔度檢查、盤庫檢驗等服務。服務範圍覆蓋全能源大宗商品類別，包括但不限於煤炭、原油、石油產品、石化產品、石化氣體(LPG/LNG)、生物燃料、原礦、有色金屬、金屬及合金、工業用礦產、農產品等。



Corporate Profile

公司概況

Clean energy: we open up new energy sectors based on wind power and solar power generation as well as other clean energy testing services. Our services cover quality inspection or re-inspection of metal materials, components, spare parts, etc. for wind power, photovoltaic construction and installation as well as manufacturing and maintenance of wind power equipment; collection, testing as well as regular operation and maintenance of data during wind power and photovoltaic operation to improve the stability of power generation.

Environmental protection: this service is categorized into environmental protection consulting and environmental monitoring. Environmental protection consulting services include environmental housekeeping services, environmental impact assessment, soil pollution investigation and risk assessment, environmental acceptance upon completion of construction projects as well as management of and application for sewage discharge permits. Environmental monitoring services include the monitoring of water, wastewater, ambient air, exhaust gas, indoor air, soil, groundwater, solid waste, sediment and noise. Our services include industrial enterprises in various major industrial parks including rubber, metal casting, recycling, automobile manufacturing, etc., government-commissioned inspections on the natural environment, the land resources allocation department-commissioned soil pollution assessment, and inspection and acceptance of indoor air upon completion of civil buildings.

清潔能源領域：開拓以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務。服務範圍包括風電、光伏建設、安裝及風電設備製造和維修的金屬材料、零部件、備品備件等方面的品質檢測或複檢；針對風電、光伏運營期間進行數據收集、測試及定期運維，提高發電的穩定性。

環境保護領域：主要涵蓋環境保護諮詢和環境檢測兩項業務範圍。環境保護諮詢業務包括環保管家服務、環境影響評價、土壤污染調查和風險評估、建設項目竣工環境保護驗收、排污許可證管理申報。環境檢測服務包括水和廢水檢測、環境空氣與廢氣檢測、室內空氣檢測、土壤和地下水檢測、固廢及沉積物檢測、噪聲檢測。服務範圍包括化工、橡膠、金屬鑄造、循環再生、汽車製造等領域的各大工業園區工業企業、政府委託的針對自然環境的檢查工作、土地資源整理部門委託的土壤污染評估工作及針對民用建築竣工時進行的室內空氣檢測驗收等。



Leak Detection And Repair (LDAR) services: as a major role in low-carbon emission reduction, LDAR services is an indispensable part of achieving carbon neutrality by accurately filling in the gaps in carbon emission reduction data. By detecting organic media and inert media using technical means such as highly-sensitive FID and PID equipment as well as OGI infrared thermal imaging equipment, visualized image filing and gas infrared thermal imaging are combined with real-time detection data to provide detecting and screening services for possible media leaks from various pipeline components during the production process, so as to accurately locate the leaking points and carry out repairs. In this way, loss on the cost of raw materials caused by leaks of materials can be effectively controlled and environmental pollution reduced for the prevention of potential safety hazards and financial losses. By screening VOCs and methane emissions, etc., data are acquired for enterprises to support the reduction of such emissions. LDAR services are provided for a number of industrial enterprises, such as those engaged in petroleum and petrochemical, chemical and chemical processing of coal, resin production, natural gas, pharmaceutical and other production enterprises.

Climate change: we provide integrated solutions to our clients, mainly covering technical consulting services for carbon peaking and carbon neutrality; carbon asset development and trading services; ESG technical consulting services and low-carbon information-based integrated solution services. The Company serves all domestic and international companies involved in climate change and sustainable development projects, mainly related to various industries, including but not limited to power generation, petrochemicals, chemicals, iron and steel, nonferrous metals, building materials, papermaking, etc.

LDAR洩漏檢測與修復服務：LDAR業務作為低碳減排的主要參與者，可以精準彌補碳減排數據空缺，是實現碳中和不可或缺的組成部分。通過高靈敏度的FID、PID設備及OGI紅外熱成像設備對有機介質、惰性介質實施檢測的技術手段，採用可視化的圖像建檔、氣體紅外熱成像與即時檢測數據結合，提供在生產制程中各類管道組件可能產生介質洩漏的檢測排查服務，精準定位洩露點並實施修復工作，從而有效控制物料洩漏導致的原料成本損失，減輕環境污染，防止安全隱患發生，避免經濟損失。通過對VOCs、甲烷逸散等排查，對企業逸散減排做出數據支撐。LDAR洩漏檢測服務於為石油石化、化工煤化工、樹脂生產、天然氣、醫藥等生產企業在內的多個行業。

氣候變化領域：為客戶提供綜合性解決方案，主要涵蓋碳達峰碳中和諮詢技術服務、碳資產開發與交易服務、ESG諮詢技術服務及低碳資訊化綜合解決方案服務。服務範圍覆蓋國內外所有涉及氣候變化與可持續發展項目的企業，主要涉及行業包括但不限於發電、石化、化工、鋼鐵、有色、建材、造紙等。



Profile of Directors and Senior Management

董事及高級管理人員簡介

The Company considers that its senior management are the executive directors whose biographies are set out below and on pages 9 to 12 of this Annual Report.

本公司認為其高級管理層為執行董事，其履歷載於下文及本年報第9至12頁。

The Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding the Directors.

董事會目前由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。下表載列有關董事的資料。

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任董事的日期
Executive Directors 執行董事			
Mr. LI Xiangli 李向利先生	59	Chairman, CEO and executive Director 主席、行政總裁兼執行董事	13 January 2016 2016年1月13日
Ms. ZHANG Aiyang 張愛英女士	59	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. LIU Yi 劉翊先生	57	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. YANG Rongbing 楊榮兵先生	41	Vice chairman and executive Director 副主席兼執行董事	18 June 2016 2016年6月18日
Non-executive Director 非執行董事			
Mr. HAO Yilei 郝怡磊先生	49	Non-executive Director 非執行董事	23 December 2021 2021年12月23日



Profile of Directors and Senior Management

董事及高級管理人員簡介

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任董事的日期
Independent non-executive Directors 獨立非執行董事			
Mr. WANG Zichen 王梓臣先生	55	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. ZHAO Hong 趙虹先生	61	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. LIU Hoi Keung 廖開強先生	57	Independent non-executive Director 獨立非執行董事	23 July 2018 2018年7月23日

Executive Directors

Mr. LI Xiangli, aged 59, is the chairman, CEO and an executive Director. He is the spouse of Ms. ZHANG Aiying. Mr. Li is primarily responsible for the strategic planning and overall management of our Group. He is also the chairman of the Nomination Committee. Mr. Li joined the Group in April 2009 and was appointed as executive Director on 13 January 2016. He is also a director of certain subsidiaries of the Company.

Mr. Li has approximately 32 years of experience in the energy testing and inspection field. Prior to joining the Group, from October 2008 to April 2009, Mr. Li served as a project manager of China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司), a state-owned testing company that serves different industries, and was responsible for the establishment of the platform for mineral inspection. From January 1989 to September 2008, he worked at the coal inspection technology center of Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to a deputy director in April 2004, responsible for coal testing and inspection.

執行董事

李向利先生，59歲，主席兼行政總裁，亦為執行董事。李先生為張愛英女士的配偶，主要負責本集團戰略規劃及整體管理。其亦為提名委員會主席。於2009年4月，李先生加入本集團，於2016年1月13日，李先生獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

李先生在能源檢測及檢驗領域擁有約32年經驗。加入本集團之前，自2008年10月至2009年4月，李先生擔任中國檢驗認證(集團)有限公司(一家為多個行業提供檢測服務的國有公司)的項目經理，負責建立礦產品檢驗平台；自1989年1月至2008年9月，於秦皇島出入境檢驗檢疫局煤炭檢測技術中心工作，並於2004年4月晉升為副主任，負責煤炭檢測及檢驗業務。



Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. Li obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1985, and a master's degree in materials science from Yanshan University (燕山大學) in the PRC in December 1999. He obtained the qualification as a senior engineer in November 2001 granted by State Administration for Entry-Exit Inspection and Quarantine of the PRC (國家出入境檢驗檢疫局).

Mr. Li is the sole director and sole shareholder of Leon Cornerstone Investment Holding Limited, a controlling shareholder of the Company, as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. Also, Mr. Li, Ms. ZHANG Aiyong and Mr. LIU Yi (劉翊) entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. ZHANG Aiyong and Mr. LIU Yi (劉翊) shall support Mr. Li's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. Li.

Ms. ZHANG Aiyong, aged 59, is a vice president of the Company and an executive Director. She is the spouse of Mr. LI Xiangli. Ms. Zhang is primarily responsible for overall business management, overall management of the procurement and human resources departments of the Group. She is also a member of the Remuneration Committee. Ms. Zhang was appointed as executive Director on 13 January 2016. She is also a director of certain subsidiaries of the Company.

Ms. Zhang has over 19 years of experience in energy field. Prior to joining our Group, from May 1995 to February 2005. Ms. Zhang served as a manager of examination department of Shanxi Coal Import & Export Group Qinhuangdao Branch (山西煤炭進出口集團秦皇島分公司), a company primarily engaged in coal trading, and was responsible for coal testing. From August 1988 to May 1995, she was a teacher at No. 11 High School of Qinhuangdao (秦皇島市第十一中學), and was responsible for teaching chemistry.

Ms. Zhang obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1988.

1985年7月，李先生獲中國河北師範學院化學系學士學位；1999年12月，獲中國燕山大學材料科學的碩士學位；2001年11月獲國家出入境檢驗檢疫局授予高級工程師資格。

誠如董事會報告「主要股東於股份中擁有的權益」一節所披露，李先生為Leon Cornerstone Investment Holding Limited(本公司之控股股東)的唯一董事及唯一股東。此外，李先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張愛英女士與劉翊先生應依據李先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李先生有關本集團經營與管理的重大事宜所作決策。

張愛英女士，59歲，本公司副總裁兼執行董事。張女士為李向利先生的配偶，主要負責本集團業務以及採購及人力資源的整體管理。其亦為薪酬委員會成員。於2016年1月13日，張女士獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

張女士於能源領域行業擁有逾19年經驗。加入本集團之前，自1995年5月至2005年2月，張女士擔任山西煤炭進出口集團秦皇島分公司(一家主要從事煤炭交易的公司)化驗室主任，負責煤炭檢測業務；自1988年8月至1995年5月，任教於秦皇島市第十一中學，負責教授化學。

1988年7月，張女士獲中國河北師範學院化學系學士學位。



Profile of Directors and Senior Management 董事及高級管理人員簡介

Ms. Zhang is the sole director and sole shareholder of Swan Stone Investment Holding Limited, a substantial shareholder of the Company (by virtue of the Listing Rules), as disclosed in the “Substantial Shareholders’ Interests in the Shares” section of the Directors’ Report. Also, Ms. Zhang, Mr. LI Xiangli and Mr. LIU Yi (劉翊) entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. Zhang and Mr. LIU Yi (劉翊) shall support Mr. LI Xiangli’s decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli.

Mr. LIU Yi, aged 57, is a vice president of the Company and an executive Director. He is primarily responsible for overall management of sales, quality control and research. Mr. Liu joined the Group in February 2010 as deputy general manager of Lihong Inspection, and was appointed as executive Director on 13 January 2016. He is also a director of a subsidiary of the Company.

Mr. Liu has approximately 33 years of experience in the energy testing and inspection field. Prior to joining the Group, from September 1988 to January 2010, Mr. Liu worked with Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to the director of the coal inspection technology center in September 2003, responsible for coal inspection. From July 1987 to September 1988, he was a teacher at Hebei Building Materials Vocational and Technical College (河北建材職業技術學院), and was responsible for teaching analytical chemistry.

Mr. Liu obtained a master’s degree in materials engineering from Yanshan University (燕山大學) in the PRC in November 2006. He obtained the qualification as a senior engineer in June 1998 granted by National Commodity Inspection Bureau (國家商品檢驗局), currently known as General Administration of Quality Supervision, Inspection and Quarantine of the PRC (國家質量監督檢驗檢疫總局).

Mr. Liu, Mr. LI Xiangli and Ms. ZHANG Aiyong entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Mr. Liu and Ms. ZHANG Aiyong shall support Mr. LI Xiangli’s decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli.

誠如董事會報告「主要股東於股份中擁有的權益」一節所披露，張女士為Swan Stone Investment Holding Limited(根據上市規則為本公司之主要股東)的唯一董事及唯一股東。此外，張女士、李向利先生及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

劉翊先生，57歲，為本公司副總裁兼執行董事，主要負責銷售、質量控制及研發的整體管理；2010年2月，劉先生加入本集團，擔任力鴻檢驗的副總經理，並於2016年1月13日獲委任為執行董事。其亦擔任本公司附屬公司的董事。

劉先生於能源檢測及檢驗領域擁有約33年經驗。加入本集團之前，自1988年9月至2010年1月，劉先生任職於秦皇島出入境檢驗檢疫局，並於2003年9月晉升為煤炭檢測技術中心主任，負責煤炭檢驗業務；自1987年7月至1988年9月，任教於河北建材職業技術學院，負責教授解析化學。

2006年11月，劉先生獲中國燕山大學的材料工程學碩士學位；1998年6月獲國家商品檢驗局(現稱為國家質量監督檢驗檢疫總局)授予高級工程師資格。

劉先生、李向利先生及張愛英女士於2016年1月31日簽訂一致行動契約。根據契約，劉先生與張愛英女士應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。



Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. YANG Rongbing, aged 41, is an executive Director. Mr. Yang was appointed as independent non-executive Director on 18 June 2016 and was mainly responsible for providing independent opinion to the Board. He was re-designated as executive Director on 23 July 2018 as well as appointed as the vice chairman and is mainly responsible for corporate strategies, capital planning, internal control and compliance of the Group. He is also a director of certain subsidiaries of the Company.

Mr. Yang, holder of a MBA from Central University of Finance and Economics, was a distinguished professor of Capital University of Economics and Business. He has served in the capital markets in both Mainland China and Hong Kong for a long period of time. He is an expert in adopting innovative financial tools to provide support to enterprises on sustainable development and continuously improving capital vehicles. Mr. Yang previously served as an executive director and the chief executive officer of SMI Holdings Group Limited (星美控股集團有限公司) (“SMI Holdings”), a company once listed on the Main Board of the Stock Exchange (Stock code: 0198). Before joining SMI Holdings in 2010, Mr. Yang served in various financial and investment roles in State-owned enterprises and institutions such as Beijing Golden Tide Group Co., Ltd. (北京金泰集團有限公司), Foreign Economic Cooperation Office under Ministry of Environmental Protection (國家環境保護部對外合作中心) and Center for Development of Trade and Control of Investment in Europe (歐洲商業開發投資管理中心).

楊榮兵先生，41歲，執行董事。楊先生於2016年6月18日獲委任為獨立非執行董事，主要負責向董事會提供獨立意見，彼於2018年7月23日調任為執行董事及獲委任為副主席，主要負責本集團企業戰略、資本規劃、內控合規等方面的工作。其亦擔任本公司若干附屬公司的董事。

楊先生獲得中央財經大學MBA學位，曾任首都經濟貿易大學特聘教授，長期服務於中國內地與香港兩地資本市場，為運用創新金融工具支持企業可持續發展及不斷完善資本結構方面的專家。楊先生曾擔任星美控股集團有限公司(「星美控股」)，一家曾於聯交所主板上市的公司，股份代號：0198之執行董事及行政總裁。於2010年加入星美控股前，楊先生分別在北京金泰集團有限公司、國家環境保護部對外合作中心及歐洲商業開發投資管理中心等國有企業及機構擔任財務和投資管理職務。



Non-executive Director

Mr. HAO Yilei, aged 49, is the non-executive Director. He is primarily responsible for providing business guidance in relation to the industry to the Group. Mr. Hao was appointed as the non-executive Director on 23 December 2021.

Mr. Hao has over 25 years of experience in the inspection-related industry and is currently the vice president of China Inspection Company Limited (中國檢驗有限公司) ("CIC"). Mr. Hao joined CIC in 2017 as the general manager of the renewable resources inspection department. CIC is a company primarily engaged in inspection and certification service and is a substantial shareholder of the Company, indirectly holding more than 10% of the issued share capital of the Company through its subsidiary. Prior to joining CIC, Mr. Hao was responsible for managing and inspecting the issuance of certificates of origin in China at the Division of the Inspection and Certification Department (檢務鑒定司) of the former China Commodity Inspection Bureau (國家進出口商品檢驗局) from 1995 to 1998. He was responsible for the management of inspection and supervision of the imports and exports of light industrial products such as textile raw materials, textile products and toys at the Inspection and Supervision Department (檢驗監管司) of the former State Administration for Entry-Exit Inspection and Quarantine Bureau (國家出入境檢驗檢疫局) from 1998 to 2001. From 2001 to 2004, he was in charge of the handling of and foreign negotiations on China's technical barriers to trade in the Department of International Cooperation (WTO Office (國際合作司(WTO辦公室))) of the former General Administration of Quality Supervision, Inspection and Quarantine of the People's Republic of China (國家質檢總局) (AQSIQ). From 2004 to 2012, he was the deputy director and director of the Inspection and Supervision Department (檢驗監管司) of the former AQSIQ, and was in charge of the management of inspection and supervision of China's import and export of commodities, chemicals and renewable resources. From 2012 to 2017, Mr. Hao served as the director of the Mechanical and Electrical Products Office of the Inspection and Supervision Department (檢驗監管司機電產品檢驗管理處) in the former AQSIQ and was responsible for the inspection and supervision of the import and export of mechanical and electrical products in the People's Republic of China.

非執行董事

郝怡磊先生，49歲，非執行董事，主要負責向本集團提供行業相關的業務指導。郝先生於2021年12月23日獲委任為非執行董事。

郝先生擁有超過25年檢驗相關的行業經驗，目前為中國檢驗有限公司(「中國檢驗」)副總裁。郝先生於2017年加入中國檢驗，其時於再生資源檢驗部擔任總經理。中國檢驗為一家主要從事檢驗及認證服務的公司，亦為本公司的主要股東，透過其附屬公司間接持有本公司已發行股本超過10%。在加入中國檢驗前，郝先生於1995-1998年期間於原國家進出口商品檢驗局檢務鑒定司負責中國原產地證明簽發管理與核查工作，於1998-2001年期間在原國家出入境檢驗檢疫局檢驗監管司負責進出口紡織原料、紡織品、玩具等轻工產品的檢驗監督管理，於2001-2004年期間在原國家質檢總局國際合作司(WTO辦公室)負責中國技術性貿易壁壘應對及對外談判，於2004-2012年期間在原國家質檢總局檢驗監管司任副處長、處長，負責中國進出口大宗資源、化學品、再生資源的檢驗監督管理，其後於2012-2017年期間在原國家質檢總局檢驗監管司機電產品檢驗管理處任處長，負責中華人民共和國進出口機電產品檢驗監督管理。



Profile of Directors and Senior Management

董事及高級管理人員簡介

Mr. Hao obtained a Bachelor of Engineering degree in International Trade, Commodity Inspection and Survey from the School of Business Administration of the University of International Business and Economics in 1995. Subsequently, he obtained a degree in Master of Laws from the School of Law at the same university in 2002.

Independent non-executive Directors

Mr. WANG Zichen, aged 55, is an independent non-executive Director. Mr. Wang is primarily responsible for providing independent advice and judgment to the Board. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wang was appointed as an independent non-executive Director on 18 June 2016.

Since September 2007, Mr. Wang has been working with China Bohai Bank Co., Ltd (渤海銀行股份有限公司) and is currently a branch head of China Bohai Bank Co., Ltd Tianjin Fifth Avenue Branch (渤海銀行股份有限公司天津第五大街支行), responsible for the management and operation of the branch.

Mr. Wang obtained a master's degree in software engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大學) in the PRC in July 2010. He obtained the qualification as a certified cost engineer (註冊造價工程師) granted by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) in 2001. He also obtained the qualification as a senior engineer granted by China State Construction Engineering Corporation (中國建築工程總公司) in December 2008.

郝先生於1995年於對外經濟貿易大學之工商管理學院獲得國際貿易與商品檢驗鑒定專業的工學學士學位，其後於2002年於該校之法學院獲得法律碩士學位。

獨立非執行董事

王梓臣先生，55歲，獨立非執行董事。王先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會、薪酬委員會及提名委員會成員。王先生於2016年6月18日獲委任為獨立非執行董事。

自2007年9月起，王先生一直任職於渤海銀行股份有限公司，且其目前擔任渤海銀行股份有限公司天津第五大街支行行長，負責支行的管理與運營。

2010年7月，王先生獲中國北京航空航天大學軟件工程專業碩士學位；2001年，獲中華人民共和國住房和城鄉建設部授予註冊造價工程師資格，並於2008年12月獲中國建築工程總公司授予高級工程師資格。



Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. ZHAO Hong, aged 61, is an independent non-executive Director. Mr. Zhao is primarily responsible for providing independent advice and judgment to the Board. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Zhao was appointed as an independent non-executive Director on 18 June 2016.

Currently, Mr. Zhao is an independent director of Zhejiang Kaier New Materials Co., Ltd. (Stock code: 300234), a company listed on the Shenzhen Stock Exchange in the PRC.

Mr. Zhao has extensive experience in thermal engineering. Since March 1991, Mr. Zhao has been serving as a teacher in College of Energy Engineering of Zhejiang University and has been responsible for teaching and scientific research.

Mr. Zhao obtained a bachelor's degree in thermal energy from Zhejiang University in the PRC in July 1984, and a master's degree in engineering from Zhejiang University in the PRC in January 1991. He obtained the qualification as a professor in December 2001 granted by Personnel Department of Zhejiang Province (浙江省人事廳).

趙虹先生，61歲，獨立非執行董事。趙先生主要負責向董事會提供獨立意見及判斷。其亦為薪酬委員會主席及審核委員會與提名委員會成員。趙先生於2016年6月18日獲委任為獨立非執行董事。

趙先生現為浙江開爾新材料股份有限公司(一家中國深圳證券交易所上市公司，股份代號：300234)的獨立董事。

趙先生於熱能工程方面擁有豐富經驗。自1991年3月起，趙先生一直擔任浙江大學能源工程學院教師，負責教學和科研。

趙先生於1984年7月自中國浙江大學獲得熱能學士學位，並於1991年1月自該校獲得工程學碩士學位。其於2001年12月獲浙江省人事廳授予教授資格。



Profile of Directors and Senior Management 董事及高級管理人員簡介

Mr. LIU Hoi Keung, aged 57, is an independent non-executive Director. Mr. Liu is primarily responsible for providing independent opinion and judgement to the Board. He is also the chairman of the Audit Committee. He was appointed as an independent non-executive Director on 23 July 2018.

Mr. Liu has over 32 years of experience in the field of auditing, accounting, finance, management and secretarial work. Mr. Liu received his Master of Science degree from the University of Hong Kong in 2002. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Liu previously served as director and senior management positions with a number of public companies listed on the Stock Exchange, including being a director and joint chief executive officer of PanAsialum Holdings Company Limited (Stock code: 2078); an executive director and the chief financial officer of Genvon Group Limited (now known as Beijing Health (Holdings) Limited, Stock code: 2389); a director, the chief executive officer and the chief financial officer of Tonic Industries Holdings Limited (now known as China Merchants Land Limited, Stock code: 0978); the company secretary of Tungtex (Holdings) Company Limited (Stock code: 518) and an executive director and the company secretary of Alco Holdings Limited (Stock code: 328). Besides, Mr. Liu previously worked at international accounting firms for a total of nine years and gained extensive experience in accounting, auditing and taxation of listed companies.

廖開強先生，57歲，獨立非執行董事。廖先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會主席。其於2018年7月23日獲委任為獨立非執行董事。

廖先生於審計、會計、融資、管理及秘書工作方面擁有逾32年經驗。廖先生於2002年於香港大學取得理學碩士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。

過往廖先生曾擔任多家於聯交所上市的公司董事及高級管理人員職位，其中包括擔任榮陽實業集團有限公司(股份代號：2078)董事及聯合行政總裁；正峰集團有限公司(現稱北京健康(控股)有限公司，股份代號：2389)執行董事及財務總監；東力實業控股有限公司(現稱招商局置地有限公司，股份代號：0978)董事、行政總裁及財務總監；同得仕(集團)有限公司(股份代號：518)之公司秘書；及Alco Holdings Limited(股份代號：328)之執行董事及公司秘書。此外，廖先生合共曾於國際會計師事務所工作九年，於上市公司會計、審計及稅務方面累積豐富經驗。



Chairman's Statement

主席報告

Dear Shareholders,

In 2021, the complex and volatile environment globally made the business environment challenging for enterprises. In the face of a dismal market environment, the Group resolutely forged ahead with determination and efficiently implemented its decisions and planning. The Group upheld the development policy of seeking progress in the midst of stability, embraced the business philosophy of long-term vision and the corporate values featuring a culture of reliability, and focused on high-quality and stable development. By enhancing quality control and innovating the management mechanism, the Group was able to continuously strengthen its operational efficiency, brand credibility and influence in the industry, and maximize the synergy among various business segments. As a result, we maintained a solid revenue growth during the period.

The Group always regards “ESG sustainability” as a key priority for development. As such, it constantly enhances its sustainability management framework and related policies, strengthens sustainable capacities, and strives for smooth implementation of sustainability initiatives. For details, please refer to the ESG report in this report. During the period, the Group made significant strategic investments in the Company's ESG-related new businesses, and set up two new divisions, namely Environmental Protection Division and Climate Change and Sustainability Division, to further expand the ESG business. While centering on the business of testing, inspection, and certification in two key sectors, namely energy and commodity, the Group has extended its business presence to ESG-related sectors such as clean energy, environmental protection and carbon neutrality, thereby harnessing ESG as a new growth engine and empowering the green transformation and development of industries and enterprises. To facilitate the rapid development of new business, the Company increased investment in R&D and talents of research institutes and laboratories. Such forward-looking investment is expected to gradually and continuously create value in the future and facilitate the advancement of the Group.

尊敬的各位股東：

二零二一年，國內外形勢複雜多變，使得企業營商環境挑戰重重。面對未容樂觀的市場環境，集團銳意進取，頂壓前行，高效落地各項決策部署。集團堅持以穩中求進的發展方針，「長期主義」的經營理念和「靠譜文化」的企業價值觀為引領，聚焦高質量穩健發展。通過完善品質管控及創新管理機制，集團得以不斷提升其運營效率、品牌公信力及行業影響力，各業務板塊間充分發揮協同效應，使期內收益保持穩健增長。

集團始終視「可持續化發展」作為核心發展方向，不斷可持續發展管理架構機制及相關政策，增強可持續能力建設，推動可持續發展行動的順利落實，相關詳細內容可在本報告的ESG報告中查閱。期內集團對公司ESG新業務開展作出重大戰略性佈局投入，成立環境保護及氣候變化與可持續發展兩個新事業部以進一步拓展公司ESG業務。至此，在專注能源和大宗商品兩大板塊檢驗檢測認證的業務基礎之上，集團已成功將業務範圍延展至清潔能源、環境保護及雙碳服務等ESG相關領域業務，打造ESG為增長新引擎，持續賦能行業及企業的綠色低碳轉型發展。為配合新業務的快速發展，公司同時相應加大對研究院、實驗室等方面的科研投入及人才投入。集團此等前瞻性先期佈局投入，預計將在未來將逐步持續釋放價值，助力集團走得更遠。



Chairman's Statement

主席報告

China Leon Inspection adheres to the “people-oriented” principle, upholds corporate social responsibility as a mission, and regards talents as the most valuable assets for corporate development. The Group values team spirit and enlightened corporate culture, continuously invests resources in employee development and strives to build a diversified, inclusive and industry-leading team. By facilitating employee benefits and welfare schemes and fully integrating individual and corporate goals, the Group provides employees with a solid platform for mutual progress. The Company has also strengthened support and incentives for employees. On the one hand, we continuously increase investment in talent development programs such as management trainee program; on the other hand, we attract and retain talents through long-term incentives such as equity incentives, with a view to creating a community of shared interests. This not only facilitates the alignment of the Company's strategic development with the ESG trend, but also fuels the long-term and stable development of the Group.

2021 was a year of exploration, pioneering and innovation for the Group, and also a year where opportunities outweighed challenges. The next three years will be a critical period for the Group to develop and further consolidate the international credibility and influence of our brand. We will size up the situation and seize major strategic opportunities to expand presence in the fields of ESG and carbon neutrality. The Group will continue to work with our partners to achieve sustainable development and make greater contributions to promoting China's green energy transformation.

Our achievements are attributable to the effective hard work of all employees, the steadfast trust of partners, and the unwavering strong support of shareholders. On behalf of the management of the Group, I would like to express my heartfelt gratitude to all of you. The Group will continue to strive forward and create better returns for shareholders.

Mr. Li Xiangli

Chairman and Chief Executive Officer

中國力鴻檢驗始終秉承「以人為本」的理念，並以實踐企業社會責任為戰略目標，視人才作為企業發展最寶貴的財富。集團重視團隊精神和開明的企業文化，持續在員工發展方面投放資源，務求打造一個多元共融，領先業界的團隊。通過建立系統完善的員工福利及健康關愛系統，將企業與員工發展有機結合，集團為每位員工提供良好的成長平台，努力實現共同進步。公司亦加強了對企業人才的扶持與激勵，一方面不斷增強對管培生等人才儲備項目的投入，另一方面通過股權等長期激勵機制吸引人才，創造企業利益共同體。這不僅有利於公司戰略發展更符合ESG方向，亦為集團長遠穩健的發展蓄能。

二零二一年，是積極探索、開拓創新的一年，更是機遇大於挑戰的一年。未來三年將是集團發展以及進一步鞏固品牌國際公信力與影響力的關鍵時期。我們將審時度勢，把握重大戰略機遇，持續佈局ESG及雙碳領域。集團將繼續攜手合作夥伴共同實現可持續發展，為推動中國能源綠色低碳轉型貢獻更大力量。

與此同時，我們所取得的各項成績有賴於全體員工的卓有成效的辛勤付出，合作夥伴的高度信賴及各位股東一如既往的大力支持。在此，我僅代表集團管理層向各位表示衷心的感謝！集團將繼續力爭上游，為股東帶來更理想的回報！

主席兼行政總裁

李向利先生



Management Discussion and Analysis

管理層討論與分析

I. Business Review

Riding on the booming TIC market and the advantage of the Group's leadership in various segments, the Company maintained a sound and steady growth momentum in 2021. During the period, the Company strived for steady growth while fully committed to the "2+X" growth strategy. The Company accurately captured the market trends in various segments, seized opportunities to acquire high-quality targets, and devised a forward-looking plan in advance for the areas of strategic advantages. Focusing on inspection, testing and certification business for the energy and commodity segments, the Company had extended the "X" business to the clean energy, environmental protection, carbon neutrality, and other ESG services at a pace beyond expectation. The Company capitalized on the synergy of various business segments to drive the overall growth of revenue.

Guided by the corporate values featuring long-term vision, the Company constantly boosted its capability in sustainable development and brand credibility, increasing strategic investments in new business initiatives, R&D and innovation, and talent programme to fortify its foothold against competitors. The Company made significant strategic investments in the new business areas to extend boundary of business growth on an ongoing basis. During the period, Environmental Protection Division as well as Climate Change and Sustainability Division were set up, and the Group successfully extended its service scope into LDAR and carbon reduction. During the period, the Group's headcount increased by 459, and the Company was involved in 9 large-scale projects in total, in an ongoing attempt to empower transition to green energy and low carbon. As an effort to create new profit drivers, the Company stepped up its investment in the "X" business, laying a solid cornerstone for the Group's future growth.

一、業務回顧

受益於蓬勃發展的TIC市場及集團細分領域行業龍頭優勢，公司2021年繼續保持良好穩健的增勢。期內公司堅持穩中求進的發展方針，堅定踐行「2+X」發展戰略。公司精準把握各細分領域的市場動向，捕捉優質標的機遇，於戰略優勢領域進行前瞻性先期佈局，在專注能源和大宗商品兩大板塊的業務基礎之上，「X」業務已成功延伸服務範圍至清潔能源、環境保護及雙碳服務等ESG領域，進展超預期。各業務板塊間充分發揮協同效應，帶動公司整體收益增長。

公司以「長期主義」的企業價值觀為引領，不斷加強可持續能力和品牌公信力建設，於新業務佈局、科研創新及人才培養等方面加強戰略投入，不斷築高企業競爭壁壘。公司於新業務條線進行重大戰略性佈局投入，期內新成立環境保護及氣候變化與可持續發展兩個新事業部，啟動LDAR洩漏檢測與修復服務及雙碳等服務，不斷拓寬業務成長邊界。於回顧期內，公司僱員總數增加459名，新投入9個大型項目，持續賦能能源綠色低碳轉型。公司加碼對「X」業務的投入力度，積極為集團創造新的利潤增長點，為集團未來更穩固的增長蓄能。



Fast-growing new business segments

Clean Energy Business: The Company established the Electricity Power Division at the end of 2020 to capture the growth opportunity arising from the new energy industry by launching testing services in the new energy sector which is based on wind and solar power generation, and other clean energy fields. Up to now, the Company has served 10 customers covering world leading engineering equipment manufacturers and international integrated solution providers in relation to clean energy, energy conservation and environmental protection, and provided technical service support for more than 60 projects including large-scale wind and solar power generation projects. The Group helps customers gradually achieve low-carbon transition and green development.

Environmental Protection Business: In February 2021, the Company acquired reputable target companies in the environmental protection field and began to provide environmental inspection and testing services, including services relating to ecological monitoring, consulting on environmental protection technology and carbon neutrality. In November, the Company launched the Leak Detection and Repair (“LDAR”) service, further enhancing the Company’s service capabilities in the environmental protection business. Up to now, the Company has secured 6 LDAR projects, with customers covering large central SOEs such as giants in the gas industry and the petrochemical industry in China, as well as newly-secured state-owned holding companies ranking top 100 nationally in the pharmaceutical industry. The Group provides customers with full support to enhance their ESG management capabilities.

新業務進展超預期

清潔能源業務：2020年底公司成立電力能源事業部，開拓以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務，以把握住新能源行業發展紅利。截至目前，公司已服務10個客戶，為逾60個包括大型風力、太陽能發電等在內的項目提供技術服務支持，所服務客戶包括全球領先的工程機械製造商，及國際化清潔能源和節能環保整體解決方案提供商。公司助力客戶逐步完成低碳轉型及綠色發展。

環境保護業務：2021年2月，公司通過收購優質標的進軍環境保護領域，開始提供包括生態監測、環保技術諮詢及碳中和相關服務等環境監測和檢測服務。隨後11月，公司進一步延展LDAR洩漏檢測與修復服務，強化其環境檢測服務能力。截至目前，公司已啟動6個LDAR項目，所服務客戶包括國內燃氣行業巨頭及石化行業巨頭等在內的大型央企，亦新增全國製藥工業百強的國有控股企業，全力支持客戶提升其ESG管理水平。



Carbon Neutrality Service Business: In November of the same year, the Company officially established the Climate Change and Sustainability Division, representing a further expansion to the carbon neutrality related fields to provide customers with comprehensive solutions, which primarily include carbon neutrality related advisory services, carbon asset development and trading services, ESG consultancy services, as well as low-carbon information comprehensive solution services, etc. Up to now, the Company has secured 2 customers, one of which is an international industry leader among Fortune Global 500 in natural resources, and the other is the global leader in the commodity industry. The Group provides them with full assistance in efficiency enhancement, energy conservation and emission reduction to help them achieve green and low-carbon sustainable development.

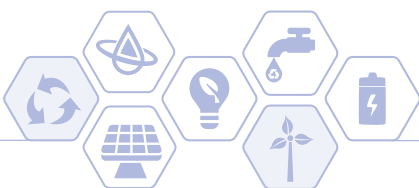
Well-positioned global network

The Group secured significant market share and surpassed all other domestic listed peers in the TIC industry. As at the end of 2021, the Group's key performance indicators in overseas markets, i.e. business revenue, the number of outlets, the number of professional service personnel and the number of leading international customers, all ranked first among China's TIC listed companies. The Group focused on international expansion, established effective marketing strategy and marketing coverage, and became the first Chinese TIC company to successfully develop overseas business. The Group covered key ports and hub cities in the Asia-Pacific region, and comprises 58 branches and project laboratories, creating a strong advantage in delivering services globally. The Group actively responded to national policies relating to the "Belt and Road" initiative. During the year, the Company secured PowerChina Resources Limited's coal-fired power plant project in Barisal, Bangladesh as the sole independent inspection service provider, through which the Company helped to improve the infrastructure of the power sector in Bangladesh and laid a foundation for the expansion of comprehensive TIC services in Bangladesh.

雙碳服務業務：同年11月，公司正式成立氣候變化與可持續發展事業部，延伸服務範圍至碳相關領域，為客戶提供綜合性解決方案，主要涵蓋雙碳諮詢、碳資產開發與交易、ESG諮詢，及低碳信息化綜合解決方案服務等技術服務。截至目前，公司已簽約2個國際龍頭企業，分別為位居世界500強前列的自然資源龍頭企業及大宗商品龍頭企業。集團全面協助客戶提升效率、節能減排，助其實現低碳綠色可持續發展的策略。

國際化網絡優勢凸顯

集團在海外市場開拓業績突出，國際化程度於國內同業中首屈一指。截至2021年底，在中國TIC上市企業之中，集團海外業務收入、網點數量、專業服務團隊人數及國際頭部客戶數量這四個核心指標均位居首位。集團積極實施國際化擴張戰略，構建了較為完整的國際營銷體系和地區市場網絡，成為首家成功佈局海外的中國TIC上市企業。集團服務網絡覆蓋亞太地區主要貿易港口及樞紐城市，海內外分支機構及項目實驗室達58個，形成了較強的國際化服務網絡經營優勢。在推進「一帶一路」建設號召下，集團積極響應國家政策。年內公司成功中標中國電建集團海外投資有限公司之孟加拉巴瑞薩燃煤電站服務項目，成為該項目唯一一家獨立檢驗服務商。公司助力改善孟加拉電力領域基礎設施，並為全面開拓孟加拉的綜合TIC服務範圍打下基礎。



Growing Brand Influence and Global Credibility

The Group's brand influence and global credibility continued to enhance. In 2018, the Group joined IFIA as a full member. In 2019, the Group joined TIC Council, the most influential international organisation in the TIC industry, as a full member. Comprehensive accreditations further endorsed the group's credibility internationally. With strong R&D capabilities and extensive qualifications, the Group provides 24/7 professional testing, inspection, measurement, certification, consultation and related technical services for global customers, primarily the global industry leaders. The Group's customers include but are not limited to such leading enterprises as CHN Energy, Shaanxi Coal Group, China Coal Group, Yitai Group, Datang Group, China Resources Group, CNPC, SINOPEC, CNOOC, ChemChina, SinoChem, Goldwind Technology, Sany Heavy Industry, China Huadian Corporation, Beijing Gas Group, Baiyunshan Chemical Pharmaceutical Factory, Shell, Exxon-Mobil, Chevron, Total, Saudi Aramco, ENOC and other renowned industry players. The partnerships between the Group and the industry giants fully reflect the Group's international reputation as a world-renowned third-party quality assurance service provider, which has been highly recognised by our customers globally.

品牌影響力及國際公信力持續強化

集團品牌影響力及國際公信力持續強化。2018年，集團加入國際檢驗機構聯盟(IFIA)，成為正式會員。2019年，集團率先加入國際最權威的檢驗檢測認證行業國際組織TIC理事會，成為其正式理事成員，全方位的資質認可保障公司檢測報告更具國際公信力。憑藉雄厚的科研創新實力及國內外全方位的資質認證，集團為全球客戶提供7x24小時全方位專業檢驗、檢測、計量、認證及諮詢相關一站式技術服務，主要客戶集中於全球行業龍頭企業。我們的客戶包括並不限於國家能源集團、陝煤集團、中煤集團、伊泰集團、大唐集團、華潤集團、中石油、中石化、中海油、中化工、中化、金風科技、三一重工、中國華電集團、北燃集團、白雲山化學制藥、殼牌、埃克森美孚、雪佛龍、道達爾、沙特阿美、阿聯酋石油等行業龍頭企業。我們與多個行業巨頭的業務合作，充分表明集團作為享譽全球的第三方質量保證服務商的國際地位，獲得了海內外頭部客戶的高度認可。



II. Business Strategies and Future Prospects

Future Prospects

Given the ongoing pandemic and geopolitical tensions around the world, global economic recovery is subject to diverse challenges. Global economic growth is expected to slow down to 4.1% in 2022¹. In particular, China has a strong economic growth momentum and performs better in high-quality development. China's GDP growth is expected about 5.5% in 2022 in the government report early this year, remaining the biggest driving force for global economic growth². According to the Markets and Markets' forecast, the global TIC industry will grow at a compound annual growth rate (CAGR) of 3.6% from 2020 to 2025. It is estimated that the size of the global TIC industry will exceed €250 billion by 2025 and the global TIC market will see more positive and steady development. In particular, the Asia-Pacific TIC market has the largest market share and the highest growth rate, and is expected to grow at the highest CAGR in the forecast period³. As an industry leader in the Asia-Pacific region, the Group will further seize opportunities arising from the industry to expand related business in the TIC markets at home and abroad, and maintain a leading position in various segments.

The global economy is shifting from a conventional growth model to a green and sustainable path, with many countries stepping up investment and growth in the eco field, and creating new economic drivers characterised by low-carbon emissions. The Group's key strategic customers are the core participants in building a clean, low-carbon, safe and efficient energy systems. The Group will focus on our strategic customers prioritise on ESG related services, and integrate resources to help customers achieve sustainable development. The Group will strive to capture more business opportunities in the vast market driven by green and low-carbon transition to achieve rapid development.

二、業務策略及未來展望

未來展望

當前全球疫情波折反覆，地緣政治形勢複雜，全球經濟復蘇挑戰重重，預計2022年全球增長將放緩至4.1%¹。其中中國經濟增長勢頭強勁，高質量發展特點更加鮮明，年初政府工作報告預計2022年中國GDP增速約為5.5%，繼續成為全球經濟增長的最大推動力²。據全球知名調研機構Markets and Markets預測，2020-2025年全球檢驗檢測行業將以3.6%的年均複合增長率增長，至2025年市場規模將超過2,500億歐元，全球TIC市場將進一步迎來良好穩健的發展。其中，亞太地區的TIC市場份額最大，增長率也最高，預計在預測期內將以最高的複合年增長率增長³。作為亞太地區的行業領導者，集團將進一步把握行業風口機遇，持續拓展海內外檢測及檢驗市場的相關業務，保持各個細分領域的領先地位。

隨著全球經濟正在從傳統的增長模式轉向綠色可持續發展模式，加大綠色投資、促進綠色增長，創造以低碳排放為特徵的新經濟增長點亦將為市場帶來新發展機遇。集團國內外重點戰略客戶均為構建清潔低碳及安全高效能源體系的核心參與方，集團將把握服務頭部客戶的合作契機，集團重點聚焦ESG領域，持續加碼對雙碳領域服務的投資佈局，實現高效的資源整合，助力客戶實現可持續發展。集團力爭在綠色低碳轉型帶來的廣大市場中捕獲更多的商業機會，實現高速發展。

¹ <https://www.shihang.org/zh/publication/global-economic-prospects>

² <http://www.people.com.cn/n1/2022/0118/c32306-32333975.html>

³ https://www.marketsandmarkets.com/Market-Reports/testing-inspection-certification-market-5352498.html?gclid=EAlaQobChMI54DL9LGK8AIVRFtgCh0OEgJGEAAYASAAEgLGhvD_BwE



Financial Review

Overview

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)	Change 變動
Revenue	收入	818,828	649,904	26.0%
Profit before tax	稅前利潤	112,761	99,748	13.0%
Profit for the year	年內利潤	89,674	79,996	12.1%

Revenue

The Group's revenue increased by 26% from approximately HK\$649.9 million (restated) in 2020 to approximately HK\$818.8 million in 2021. The revenue growth is mainly due to:

- (1) New businesses emerging as a new growth engine: Our "2+X" growth strategy borne remarkable fruits, leading to a significant year-on-year growth in revenue during the period. The Company established the Electricity Power Division at the end of 2020, to advance its clean energy business smoothly during the period. In February 2021, the Company set foot in the environmental protection field, followed by an expansion to leak detection and repair ("LDAR") service in November to enhance its environmental testing service capabilities. The Climate Change and Sustainability Division was also set up during the period to extend our service offerings for low carbon transition. The Company secured a string of major clients and large project contracts during the period, creating a strong revenue driver to expand our overall earnings.

財務回顧

概覽

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)	Change 變動
Revenue	818,828	649,904	26.0%
Profit before tax	112,761	99,748	13.0%
Profit for the year	89,674	79,996	12.1%

收入

本集團的收入從2020年約港幣649.9百萬元(經重列)增至2021年約港幣818.8百萬元，增幅為26%。收入增長主要原因：

- (1) 新業務為增長新引擎：公司「2+X」發展戰略落地成效顯著，期內收入同比明顯提升。公司2020年底公司成立電力能源事業部，期內清潔能源領域業務有序推進；2021年2月，公司進軍環境保護領域，隨後於11月進一步延展LDAR洩漏檢測與修復服務，強化環境檢測服務能力。期內公司亦成立氣候變化與可持續發展事業部，延伸服務範圍至雙碳領域。公司期內成功簽約多個頭部客戶，服務於多個大型項目，創造了良好的營收增長點，帶動公司整體收益增長。



(2) Increasing customer base and loyalty: Benefiting from the booming TIC market, we leveraged our leading advantage to increase collaboration with existing customers, while continuing to cement ties with new customers. In a sustainable development approach, our well-established quality control enabled us to constantly improve our operational efficiency, brand credibility and industry influence, and capitalise on the synergy of various business segments, laying a foundation for solid revenue growth during the period.

(2) 不斷增強客戶基數與黏性：受益於蓬勃發展的TIC市場，公司充分發揮細分領域行業龍頭優勢，不斷拓寬與已有頭部客戶合作的廣度與深度，並持續深化穩固與期內多個新增頭部客戶的合作關係。在可持續化發展觀的引領下，通過完善的品質管控，集團得以不斷提升其運營效率、品牌公信力及行業影響力，各業務板塊間充分發揮協同效應，為期內收益保持穩健增長奠定了基礎。

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Testing services	檢測服務	520,304	408,455
Surveying services	鑒定服務	223,617	192,883
Witnessing and ancillary services	見證及輔助服務	74,907	48,566
		818,828	649,904

Profit for the Year

The Group's profit for the year increased by 12.1% from approximately HK\$80.0 million (restated) in 2020 to approximately HK\$89.7 million in 2021. The Group prioritised on long-term sustainable growth and increased strategic investments and expenditures in numerous areas during the year:

(1) Investment in new businesses: The Company made significant strategic investments in the new business lines. During the period, two new divisions, namely Environmental Protection Division as well as Climate Change and Sustainability Division, were set up coupled with the newly introduced LDAR and carbon neutrality services. During the period, we invested in a total of 9 large projects, and stepped up our proprietary R&D investment in digital management systems to fortify our foothold against competitors. In addition, we continued to expand our talent pool to support rapid growth of new business lines, and the Group's headcount increased by 459. Higher investment costs for new business lines and project development as well as increased staff costs led to higher total operating expenses, but paved the way for future profit growth.

年內利潤

本集團年內利潤由2020年約港幣80.0百萬元(經重列)增加了12.1%至2021年約港幣89.7百萬元。集團高度重視長期可持續發展所需要的前瞻佈局投入，期內於以下方面進行了重點戰略性投入，大幅增加了當期成本：

(1) 新業務投入：公司於新業務條線進行重大戰略性佈局投入，期內新成立環境保護及氣候變化與可持續發展兩個新事業部，啟動LDAR洩漏檢測與修復服務及雙碳等服務，期內公司共計投入9個大型項目，並增強於數字智能化管理平台的自主研發投入，不斷築高企業競爭壁壘。此外，為配合新業務的快速發展，公司不斷擴充人才，期內公司僱員總數增加459名。新業務及新項目的開發投入成本及員工成本的增加，加大了整體營運開支，但亦為後期利潤釋放做鋪墊。



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- (2) Talent investment: Embracing the people-oriented concept, we had placed the highest value on our employees as part of our mission for mutual and sustainable success both for the Company and individual staff members. While increasing investment in talent programmes including the management trainee programme, we continued to improve our corporate governance structure and long-term incentive mechanism. By expanding our equity-based incentive schemes, we aimed to reward key staff members for their significant contributions to our business. A comprehensive incentive mechanism balancing the Company's long-term interests with short-term benefits was conducive to attracting and retaining excellent talents and boosting motivation. Building on effective and efficient remuneration mechanisms, we effectively balanced the interests of shareholders, the Company and key team members to create a shared interest community for sustainable development of the Company. Equity-settled employee incentives during the period amounted to HK\$9.4 million.
- (2) 人才投入：公司以人為本，加強對員工的關注，倡導公司與個人共同持續發展的理念，一方面持續增強對管培生等人才儲備項目的投入，另一方面公司持續完善公司治理結構和長效激勵機制。公司通過不斷增加權益性員工激勵方案投入，為企業經營發展作出巨大貢獻的核心技術人員及業務骨幹提供獎勵與回報。全面的激勵機制兼顧公司長期利益和短期利益，不僅有利於吸引和保留優秀技術人才及管理團隊，充分調動其積極性與責任感，更有利於促進公司長期健康發展。公司按照收益與貢獻對等的原則有效地將股東利益、公司利益和核心團隊個人利益結合在一起，創造企業利益共同體，實現公司可持續發展。期內以權益結算的員工激勵開支共計港幣9.4百萬元。
- (3) Strengthen cash position for potential M&A opportunities: Under a proactive business expansion strategy, we acquired Saybolt China, Saybolt Hong Kong and Saybolt Singapore in recent years, achieving an important milestone for our globalisation and diversification. During the period, the Company successively acquired Tianjin Zhiheng and Tianjin Huaneng, two high-quality targets in environmental monitoring, to successfully extend our footprint to the environmental sector. Drawing upon previous successful acquisition experience, the Company continued to focus on potential M&A targets. The Company issued convertible bonds during the period to further optimise the capital structure, strengthen cash position and expansion with a focus on ESG and carbon neutrality. The fair value loss on the convertible bonds amounted to approximately HK\$8.0 million was recognised for the current year, which was non-cash and non-operating in nature.
- (3) 增強收併購資金儲備：公司近年來實施積極的業務擴張戰略，先後收購仕寶中國、仕寶香港及仕寶新加坡公司，為全球化及多元化奠定重要里程碑。期內公司連續收購天津之恆及天津華能兩家環境監測領域優質標的，成功佈局環保領域。基於過去成功收購經驗，公司持續關注潛在的優質標的機遇。公司期內發行可轉換債券，進一步優化資本結構，增強資金實力，為未來聚焦於ESG及雙碳領域服務的投資佈局及發展擴張持續蓄力。可換股債券的公允價值虧損為非現金及非經營性，於本年度確認虧損金額約港幣8.0百萬元。



Cash and Cash Equivalents

The Group's cash and cash equivalents consist primarily of cash and bank balances denominated in RMB, HKD, USD and SGD. The Group remained in a strong cash position throughout 2020 and 2021, with cash and cash equivalents of HK\$93.7 million (restated) and HK\$150.6 million as at 31 December 2020 and 2021 respectively.

Cash Flows from Operating Activities

The Group had net cash inflows from operating activities of approximately HK\$115.4 million (restated) and HK\$134.7 million in 2020 and 2021 respectively. The increase in the Group's cash flows from operating activities was primarily due to higher revenue generation.

Cash Flows Used in Financing Activities

The Group had net cash outflows used in financing activities of approximately HK\$71.6 million in 2020 and approximately HK\$18.5 million in 2021. This was primarily due to (1) repayment of borrowings, interest and lease liabilities of HK\$94.5 million (2020: HK\$111.0 million (restated)); (2) dividend payment of HK\$27.9 million (2020: HK\$16.4 million (restated)); and (3) purchase of shares for share award scheme of HK\$6.3 million (2020: HK\$5.9 million (restated)), partially offset by additional borrowings of HK\$50.0 million (2020: HK\$59.4 million (restated)), proceeds on issue of convertible bonds of HK\$50.0 million (2020: nil) and proceeds from issue of shares of HK\$4.1 million (2020: nil).

Commitments

As at 31 December 2021, the Group had a total capital commitment of approximately HK\$2.2 million for contracted but not performed acquisition of property, plant and equipment.

Liquidity and Capital Resources

The Group had cash and cash equivalents of RMB150.6 million as at 31 December 2021. The Group is in a strong and healthy financial position and has enough resources to support its operations and meet its foreseeable capital expenditures.

現金及現金等價物

本集團的現金及現金等價物主要包括以人民幣、港幣、美元及新加坡元計值的現金及銀行結餘。本集團於2020年及2021年一直維持良好的現金狀況，於2020年及2021年12月31日，本集團的現金及現金等價物分別為港幣93.7百萬元（經重列）及港幣150.6百萬元。

經營活動所得現金流量

於2020年及2021年，本集團經營活動所得現金流入淨額分別約為港幣115.4百萬元（經重列）及港幣134.7百萬元。本集團經營活動所得現金流量增加主要歸因於所產生的收入增加。

融資活動所用現金流量

本集團融資活動所用現金流出淨額，於2020年約為港幣71.6百萬元及於2021年約為港幣18.5百萬元。此乃主要由於(1)償還借款、利息及租賃負債港幣94.5百萬元(2020年：港幣111.0百萬元(經重列))；(2)派付股息港幣27.9百萬元(2020年：港幣16.4百萬元(經重列))；及(3)就股份獎勵計劃購買股份港幣6.3百萬元(2020年：港幣5.9百萬元(經重列))所致，部分由額外借款港幣50.0百萬元(2020年：港幣59.4百萬元(經重列))、發行可換股債券所得款項港幣50.0百萬元(2020年：無)及發行股份所得款項港幣4.1百萬元(2020年：無)抵銷。

承擔

於2021年12月31日，本集團就已訂約但尚未進行的物業、廠房及設備收購的資本承擔總額約為港幣2.2百萬元。

流動資金及資本資源

於2021年12月31日，本集團的現金及現金等價物為人民幣150.6百萬元。本集團財務狀況穩健，且擁有充足資源以支持其運營及應付可預見的資本開支。



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Treasury Management and Funding Policy

The primary objectives of our capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support our business and maximize our shareholders' value. We manage and adjust our capital structure considering changes in economic conditions and the risks of the underlying assets. To maintain or adjust our capital structure, we may adjust dividend payments to shareholders, return capital to shareholders or raise funds through issuing new equity.

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the period under review. To manage the Group's liquidity risk, the management monitors the Group's liquidity position and maintains sufficient cash and cash equivalents within the Group, as well as ensuring the availability of funding through an adequate amount of committed credit facilities and the ability to settle the payables of the Group.

Contingent Liabilities

As at 31 December 2021, the Group did not have any significant contingent liabilities or guarantees to third parties.

資金管理及融資策略

我們資本管理的首要目標是保障我們持續經營的能力，並維持穩健的資本比率，從而支持我們的業務並實現股東價值最大化。我們考慮經濟狀況變動及相關資產風險管理並調節資本結構。為維持或調整資本結構，我們可調整派付予股東的股息，向股東退還資本或通過發行新股權籌資。

本集團於庫務政策方面採取審慎的理財方針，因此於回顧期內流動資金狀況一直保持穩健。為管理本集團的流動資金風險，管理層監察本集團的流動資金狀況，於本集團內維持充足的現金及現金等價物，並確保已承諾的信貸融資所提供的資金足夠及有能力清償本集團的應付款項。

或有負債

於2021年12月31日，本集團並無任何重大或有負債，亦未向第三方作出擔保。



Gearing Ratio

The Group monitors capital on the basis of the gearing ratio. The calculation of gearing ratio is based on total net debt divided by capital plus net debt and multiplied by 100.0%. Net debt is calculated as trade payables, other payables and accruals, borrowings and convertible bonds, less cash and cash equivalents as shown in the consolidated statement of financial position. Total capital is calculated as “equity attributable to owners of the Company” as shown in the consolidated statement of financial position.

槓桿比率

本集團基於槓桿比率監控資本。槓桿比率乃按總債務淨額除以資本加債務淨額並乘以100.0%計算。債務淨額乃按綜合財務狀況表所示貿易應付款項、其他應付款項及應計項目、借款及可換股債券減現金及現金等價物計算。資本總額乃按綜合財務狀況表所示「本公司擁有人應佔權益」計算。

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Trade payables	貿易應付款項	39,513	41,873
Other payables and accruals	其他應付款項及應計項目	54,490	63,866
Borrowings	借款	22,900	40,177
Convertible bonds	可換股債券	57,953	-
Less: Cash and cash equivalents	減：現金及現金等價物	(150,636)	(93,726)
Net debt	負債淨額	24,220	52,190
Equity attributable to owners of the Company	本公司擁有人應佔權益	347,638	297,567
Capital and net debt	資本及負債淨額	371,858	349,757
Gearing ratio	槓桿比率	6.51%	14.92%



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Credit Risk

Credit risk is the risk of loss arising from a customer's or counterparty's inability to meet its obligations. The Group enters into transactions only with recognized and creditworthy parties. It is the Group's policy that all customers who wish to have credit transactions with the Group are subject to credit verification procedures taking into account the customers' financial position and the Group's past experience with the customers.

In addition, the Group monitors receivable balances on an ongoing basis. The management of the Group evaluates the creditworthiness of its existing and prospective customers and ensures that the customers have adequate financing for the projects as well as the source of the financing. No collateral is required.

The Group's other financial assets include other receivables and cash and cash equivalents. The credit risk of these financial assets arises from default of the counterparty. The maximum exposure to credit risk equals to the carrying amounts of these assets.

Foreign Exchange Risk

The Group was exposed to foreign currency risk on cash and cash equivalents, receivables, payables and borrowings that were denominated in a currency other than respective functional currencies of the Group's entities. The currencies giving rise to this risk were primarily Hong Kong dollar, United States dollar and Singapore dollar.

Significant Investments

The Group did not have any significant investments during the year.

Charges on Assets

As at 31 December 2021, certain investment properties of the Group with a total carrying value of HK\$19.2 million (2020: HK\$20.7 million (restated)) were pledged to obtain a banking facility from a bank amounting to HK\$12.2 million (2020: HK\$11.9 million (restated)).

Event After the Reporting Period

The Group has no significant events after the reporting year up to the date of this report.

信貸風險

信貸風險指因客戶或交易方未能履約而產生損失的風險。本集團僅與獲認可及信譽良好的交易方開展交易。本集團的政策規定，有意與本集團開展信貸交易的所有客戶均須通過信貸驗證程序（計及有關客戶的財務狀況及與本集團的過往交易情況）。

此外，本集團會持續監管應收款項結餘。本集團管理層會評估其現有及潛在客戶的信譽，並確保客戶擁有充足的項目資金及資金來源。本集團並不需要抵押物。

本集團的其他金融資產包括其他應收款項以及現金及現金等價物。該等金融資產的信貸風險由交易方違約引起。最高信貸風險與該等資產的賬面值相等。

外匯風險

本集團因現金及現金等價物、應收款項、應付款項及借款以本集團旗下實體各自功能貨幣以外的貨幣計值而面臨外幣風險。產生此風險的貨幣主要是港幣、美元及新加坡元。

重大投資

本集團於年內並無任何重大投資。

資產抵押

於2021年12月31日，賬面總值為港幣19.2百萬元（2020年：港幣20.7百萬元（經重列））的本集團若干投資物業曾質押，以從銀行取得為數港幣12.2百萬元（2020年：港幣11.9百萬元（經重列））的銀行融資。

報告期間後事項

報告年度後直至本報告日期，本集團並無重大事項。



Corporate Governance Report

企業管治報告

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of its shareholders as a whole. The Company has adopted the CG Code.

The requirements under the New CG Code which came into effect on 1 January 2022 shall apply to the Company's corporate governance report for the financial year commencing on 1 January 2022.

In the opinion of the Directors, throughout the year ended 31 December 2021, the Company had complied with all code provisions as set out in the CG Code in force during the year ended 31 December 2021 save for the deviation from code provision A.2.1 of CG Code (which was rearranged to code provision C.2.1 of the New CG Code) while such deviation is explained in the relevant paragraph below of this corporate governance report.

The Board will, from time to time, review and enhance its corporate governance practices to ensure that the Company continues to meet the requirements of the CG Code and the New CG Code.

本公司深知良好的企業管治的重要性，以提升本公司的管理水平以及維護其股東整體利益。本公司已採納《企業管治守則》。

於2022年1月1日生效的《新企業管治守則》項下的規定適用於本公司於2022年1月1日開始的財政年度的企業管治報告。

董事認為，於截至2021年12月31日止年度，本公司已遵守《企業管治守則》(於截至2021年12月31日止年度有效)所載的全部守則條文，惟《企業管治守則》第A.2.1條守則條文(重列為《新企業管治守則》第C.2.1條守則條文)的偏離除外，有關偏離原因會於本《企業管治報告》下文相關段落中作出解釋。

董事會將不時審閱及加強其企業管治常規，以確保本公司繼續符合《企業管治守則》及《新企業管治守則》的規定。



A. The Board

A1. Responsibilities and Delegation

The powers and duties of our Board include managing our business, convening general meetings, reporting our Board's work at our Shareholder's meetings, preparing financial budgets and final reports, formulating proposals for profit distributions as well as exercising other powers, functions and duties as conferred by our Articles.

A2. Board Composition

As at the date of this annual report, the Board comprises eight members, which consist of four executive Directors, one non-executive Director, and three independent non-executive Directors, as follows:

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyang
Mr. LIU Yi
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. HAO Yilei
(appointed on 23 December 2021)
Mr. WANG Gang
(resigned on 23 December 2021)

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

A. 董事會

A1. 責任及授權

董事會權力及職責包括管理本集團業務、召開股東大會、在股東大會匯報董事會工作、編製財務預算及最終報告、制定利潤分配方案以及行使章程細則賦予董事會的其他權力、職能及職責。

A2. 董事會的組成

於本年度報告日期，董事會由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事，詳情如下：

執行董事

李向利先生(*主席兼行政總裁*)
張愛英女士
劉翊先生
楊榮兵先生(*副主席*)

非執行董事

郝怡磊先生
(於2021年12月23日獲委任)
王綱先生
(於2021年12月23日辭任)

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生



A3. Chairman and Chief Executive

Currently, Mr. LI Xiangli takes up the roles of both chairman of the Board and CEO, which is deviated from code provision A.2.1 of the CG Code (which was rearranged to code provision C.2.1 of the New CG Code) that the roles of chairman and chief executive officer of the Company are performed by the same individual. The Board considers that Mr. Li possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. In the opinion of the Directors, through supervision by the Board and the independent non-executive Directors, together with effective control of the Company's internal check and balance mechanism, the same individual performing the roles of chairman and CEO can achieve the goal of improving the Company's efficiency in decision-making, execution and effectively capturing business opportunities. The Board will review the effectiveness of this arrangement from time to time.

During the year, the chairman met once with independent non-executive Directors without the presence of other directors.

A4. Appointment and Re-election of Directors

All Directors are appointed for a specific term, subject to renewal upon expiry of the existing term. Each of the Directors is appointed for a term of three years pursuant to their service contracts, letters of appointment, or service agreements.

Details of specific term of each of the Directors are set out in the paragraph headed "Directors' Service Contracts" of the Directors' Report.

A3. 主席及最高行政人員

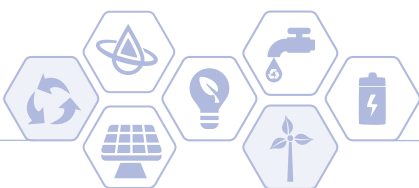
目前，李向利先生兼任董事會主席及行政總裁，與《企業管治守則》第A.2.1條守則條文（重列為《新企業管治守則》第C.2.1條守則條文）偏離，因為本公司主席與行政總裁的職務由同一人士擔任。董事會認為，李先生具備管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事認為，透過董事會及獨立非執行董事的監管，加上本公司內部制衡機制的有效制約，由同一人兼任主席及行政總裁的安排可以達到提高本公司決策及執行效率，有效抓住商機的目的。董事會將不時檢討該安排的成效。

年內，主席在沒有其他董事出席的情況下與獨立非執行董事舉行了一次會議。

A4. 董事的委任及重選連任

所有董事的委任均有指定任期，可於現有限期屆滿後予以續期。根據服務合同、委任書或服務協議，各董事的任期為三年。

有關各董事具體任期的詳情，載於董事會報告「董事服務合同」一段。



According to the Articles, one-third of the Directors for the time being (if their number is not three or a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each AGM. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment, but as between persons who become or were last re-elected Directors on the same day, those to retire will (unless they otherwise agree among themselves) be determined by lot. The retiring Directors should be eligible for re-election at the relevant AGM. In addition, any new Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting, whereas any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election. The Director appointed by the Board as aforesaid shall be eligible for re-election at the relevant general meeting.

A5. Training and Continuing Development for Directors

Each newly appointed Director will receive formal induction on the first occasion of his/her appointment, so as to ensure that he/she has appropriate understanding of the business and operations of the Company and that he/she is fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction shall be supplemented by visiting to the Company's key plant sites and meetings with senior management of the Company.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Trainings and professional development for Directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Company are provided to Directors from time to time for their studying and reference.

根據章程細則，當時三分之一董事（倘人數並非三或三的倍數，則須為最接近但不少於三分之一的人數）須於每屆股東週年大會上輪值退任。每年須退任的董事將為自上次獲選連任或委任後任期最長的董事，但若數名董事於同日出任或獲選連任，除非彼等另行協定，否則以抽籤決定。退任董事於相關股東週年大會上符合資格重選連任。此外，獲董事會委任以填補臨時空缺的任何新任董事任期僅至其獲委任後本公司首次股東大會為止，並可於該大會上重選連任。然而，獲董事會委任為現有董事會新增成員的任何董事的任期僅至下屆股東週年大會為止，且屆時將符合資格重選連任。上述董事會委任的董事於相關股東大會上符合資格重選連任。

A5. 董事的培訓及持續發展

每名新任董事均將於其首次獲委任時接受正式入職指導，以確保其適當了解本公司的業務及營運以及完全知悉《上市規則》及相關監管規定項下其責任及義務。該等指導須以考察本公司的主要廠房並與本公司的高級管理人員會面作為補充。

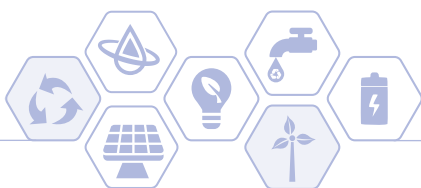
現任董事須不斷獲得有關法律及監管發展以及業務及市場變化的最新資料，以便履行彼等的職責。董事必要時獲安排培訓及進行專業發展。此外，董事不時獲提供適用於本公司的新訂主要法律法規或有關變動的閱讀材料，以供彼等學習及參考。



The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. According to the training records currently maintained by the Company, during the year, the Directors had complied with the code provision A.6.5 of the CG Code (which was rearranged to code provision C.1.4 of the New CG Code) on participation in continuous professional training as follows:

董事須於各財政年度向本公司提交其已接受的培訓詳情，以供本公司存置董事的適當培訓記錄。根據本公司目前存置的培訓記錄，董事於年內已遵照《企業管治守則》第A.6.5條守則條文（重列為《新企業管治守則》第C.1.4條守則條文）參與下列持續專業培訓：

Name of Director	董事姓名	Type of training/education	
		培訓／教育類型	
		Attending training on regulatory development, directors' duties or other relevant topics	Reading regulatory updates or corporate governance related materials or materials relevant to directors' duties
		出席關於監管發展、董事職責或其他相關主題的培訓	閱覽監管最新資訊或與企業管治有關的材料或與董事職責有關的材料
Mr. LI Xiangli	李向利先生	✓	✓
Ms. ZHANG Aiying	張愛英女士	✓	✓
Mr. LIU Yi	劉翊先生	✓	✓
Mr. YANG Rongbing	楊榮兵先生	✓	✓
Mr. HAO Yilei (appointed on 23 December 2021)	郝怡磊先生 (於2021年12月23日獲委任)	✓	✓
Mr. WANG Gang (resigned on 23 December 2021)	王綱先生 (於2021年12月23日辭任)	✓	✓
Mr. WANG Zichen	王梓臣先生	✓	✓
Mr. ZHAO Hong	趙虹先生	✓	✓
Mr. LIU Hoi Keung	廖開強先生	✓	✓



A6. Directors' Attendance Records at Meetings

The attendance records of each Director at the Board and Board committee meetings and the general meetings of the Company held during the year ended 31 December 2021 are set out below:

Name of Director	董事姓名	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
Executive Directors:	執行董事：					
Mr. LI Xiangli	李向利先生	10/10	N/A	N/A	2/2	2/2
Ms. ZHANG Aiyong	張愛英女士	10/10	N/A	2/2	N/A	2/2
Mr. LIU Yi	劉翊先生	10/10	N/A	N/A	N/A	2/2
Mr. YANG Rongbing	楊榮兵先生	10/10	N/A	N/A	N/A	2/2
Non-executive Director:	非執行董事：					
Mr. HAO Yilei (appointed on 23 December 2021)	郝怡磊先生 (於2021年12月23日獲委任)	N/A	N/A	N/A	N/A	N/A
Mr. WANG Gang (resigned on 23 December 2021)	王綱先生 (於2021年12月23日辭任)	10/10	N/A	N/A	N/A	2/2
Independent non-executive Directors:	獨立非執行董事：					
Mr. WANG Zichen	王梓臣先生	10/10	2/2	2/2	2/2	2/2
Mr. ZHAO Hong	趙虹先生	10/10	2/2	2/2	2/2	2/2
Mr. LIU Hoi Keung	廖開強先生	10/10	2/2	N/A	N/A	2/2

N/A: not applicable

A6. 董事的會議出席記錄

各董事出席本公司截至2021年12月31日止年度期間舉行的董事會會議、董事委員會會議及股東大會的記錄載列如下：

N/A：不適用

A7. Model Code for Securities Transactions

The Company has adopted the Model Code as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company's employees who, because of their offices or employments, are likely to possess inside information of the Company and/or its securities.

A7. 進行證券交易的標準守則

本公司已採納《標準守則》作為董事及本公司僱員(彼等因有關職位或受僱工作而可能擁有有關本公司及/或其證券的內幕消息)買賣本公司證券的行為守則。



Having made specific enquiry by the Company with all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding directors' securities transactions throughout the year ended 31 December 2021.

A8. Corporate Governance Functions

The Audit Committee is responsible for performing the corporate governance functions set out in the code provision D.3.1 of the CG Code (which was rearranged to code provision A.2.1 of the New CG Code).

A9. Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which are reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans, and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant Board committees.

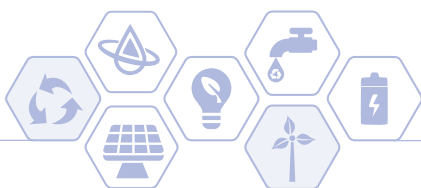
經本公司向全體董事作出具體查詢後，全體董事已確認，彼等已於截至2021年12月31日止整個年度遵守《標準守則》所載有關董事進行證券交易的規定標準。

A8. 企業管治職能

審核委員會負責履行《企業管治守則》第D.3.1條守則條文(重列為《新企業管治守則》第A.2.1條守則條文)所載的企業管治職能。

A9. 董事會及管理層之角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，但保留處理若干重大事宜(主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現)的權力。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦制定董事委員會的具體職務，以確保董事會的高效運作。各董事委員會的組成及職能及其主要角色及職能詳述如下。除非有關董事委員會之職權範圍另有指明，否則董事會仍擁有最終決定權。



A10. Relationship between Directors

Set out below are the relationship between Directors as required to be disclosed under paragraph I(h) of the CG Code (which was rearranged to paragraph B(h) of the New CG Code):

1. Mr. LI Xiangli is the spouse of Ms. ZHANG Aiyong.
2. Mr. LI Xiangli, Ms. ZHANG Aiyong and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016 whereby Ms. ZHANG Aiyong and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli.

B. Board Committees

The Company has three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website (www.hkexnews.hk) and on the Company's website (www.leontest.com). All the Board committees should report to the Board on their decisions or recommendations made.

A10. 董事之間的關係

下文所載為根據《企業管治守則》第I(h)段(重列為《新企業管治守則》第B(h)段)須予披露的董事之間的關係：

1. 李向利先生為張愛英女士的配偶。
2. 李向利先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約，據此，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司的股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

B. 董事委員會

本公司有三個董事委員會，即薪酬委員會、提名委員會及審核委員會，以監督本公司事務的特定範疇。所有董事委員會成立時均訂有明確的書面職權範圍，該等資料可於聯交所網站(www.hkexnews.hk)及本公司網站(www.leontest.com)查閱。所有董事委員會應向董事會匯報彼等所作決定或建議。



B1. Remuneration Committee

During the year ended 31 December 2021, the Remuneration Committee comprises a total of three members, being two independent non-executive Directors, namely Mr. ZHAO Hong (chairman of the committee) and Mr. WANG Zichen, and one executive Director, namely Ms. ZHANG Aiyong. Throughout the year, the Company had met the Listing Rules requirements of having the majority of the Remuneration Committee members being independent non-executive Directors as well as having the committee chaired by an independent non-executive Director.

The primary function of the Remuneration Committee is to develop remuneration policies of our Directors, evaluate the performance, make recommendations on the remuneration packages of our Directors and senior management and evaluate and make recommendations on employee benefit arrangements.

During the year, two meetings of the Remuneration Committee were held (i) to recommend the grant of share options; and (ii) to review the remuneration of the Directors and senior management of the Company as well as the total amount of remuneration paid by the Company in year 2021.

The attendance records of each committee member in the Remuneration Committee meetings held during the year are set out in section A6 above.

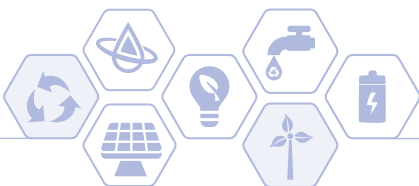
B1. 薪酬委員會

截至2021年12月31日止年度，薪酬委員會合共包括三名成員，即兩名獨立非執行董事（趙虹先生（委員會主席）及王梓臣先生）及一名執行董事（張愛英女士）。本公司於本年度內符合《上市規則》要求，薪酬委員會大部分成員為獨立非執行董事，以及由獨立非執行董事擔任委員會的主席。

薪酬委員會的主要職能為制定董事的薪酬政策、評估表現、就董事及高級管理人員的薪酬待遇提供建議，並就員工福利安排作出評估及提供建議。

薪酬委員會於年內舉行了兩次會議，以(i)建議授出購股權；及(ii)審閱本公司董事及高級管理人員的薪酬以及2021年本公司所派付的薪酬總額。

各委員會成員出席於年內舉行的薪酬委員會會議的記錄載列於上文A6一節。



Pursuant to code provision B.1.5 of the CG Code (which was rearranged to code provision E.1.5 of the New CG Code), the annual remuneration of the members of the senior management by band for the year is set out below:

Remuneration band (HK\$)	薪酬範圍(港幣元)	Number of individuals 人數
Nil to 1,000,000	零至1,000,000	3
1,000,001 – 2,000,000	1,000,001至2,000,000	–
2,000,001 – 3,000,000	2,000,001至3,000,000	2
3,000,001 – 4,000,000	3,000,001至4,000,000	2

Details of the remuneration of each Director for the year are set out in Note 11 to the financial statements contained in this annual report.

根據《企業管治守則》第B.1.5條守則條文(重列為《新企業管治守則》第E.1.5條守則條文)，高級管理人員於本年度內的年度薪酬範圍載列如下：

各董事於本年度內的薪酬詳情載列於本年度報告所載財務報表附註11。

B2. Nomination Committee

During the year ended 31 December 2021, the Nomination Committee comprises a total of three members, being one executive Director, namely Mr. LI Xiangli (chairman of the committee), and two independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong. Throughout the year, the Company had met the code provision A.5.1 of the CG Code (which was upgraded to Rule 3.27A of the Listing Rules) of having a majority of the committee members being independent non-executive Directors and having the committee chaired by the chairman of the Board.

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board; identifying individual suitably qualified to become members of the Board and select or making recommendations to the Board on the selection of individuals nominated for directorship; making recommendations to the Board on the appointment, re-appointment and succession planning of Directors; and assessing the independence of independent non-executive Directors, as well as reviewing the board diversity policy and the nomination policy.

B2. 提名委員會

截至2021年12月31日止年度，提名委員會合共包括三名成員，即一名執行董事(李向利先生(委員會主席))及兩名獨立非執行董事(王梓臣先生及趙虹先生)。本公司於本年度內符合《企業管治守則》第A.5.1條守則條文(提升為《上市規則》第3.27A條)，大部分委員會成員為獨立非執行董事，以及由董事會主席擔任委員會的主席。

提名委員會的主要職責包括審閱董事會的架構、人數及組成；物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供建議；就董事委任、重新委任董事及董事繼任計劃向董事會提出建議；及對獨立非執行董事的獨立性進行評估以及審閱董事會成員多元化政策以及提名政策。



Nomination Policy

The Board has adopted a nomination policy which sets out the criteria for and process and procedures of nomination of Directors. In accordance with the nomination policy, in evaluation and selecting a candidate for acting as a Director, the criteria to be considered include:

- character and integrity of the individual;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy (summarised below) of the Company that are relevant to the Company's business and corporate strategy;
- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

提名政策

董事會已採納提名政策，其為提名董事的流程及程序制定了標準。根據提名政策，於評估及遴選董事人選時，所考慮的標準包括：

- 個人品格與誠實；
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及本公司董事會成員多元化政策(概要載於下文)所提述的多元化因素；
- 為達致董事會成員多元化而採納的任何可計量目標；
- 根據上市規則，董事會需包括獨立董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引；
- 候選人的資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
- 是否願意及是否能夠投入足夠時間履行身為本公司董事會成員及／或董事會轄下委員會的委員的職責；及
- 適用於本公司業務及繼任計劃的其他各項因素，董事會及／或提名委員會可在有需要時不時就提名董事及繼任計劃採納及／或修訂有關因素。



The nomination policy also sets out the nomination process and procedures, including but not limited to:

1. evaluate the candidate based on the abovementioned criteria upon receipt of the proposal of appointment of new Director;
2. if there are more than one desirable candidate, rank the candidates with reference to the needs of the Company and the reference check of each candidate; and
3. recommend to the Board to appoint the appropriate candidate as the new Director.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board and regards the increasing diversity at the Board as an essential element in maintaining the Company's competitive advantage. The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board.

Summary of Policy

The Nomination Committee reviews annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy.

In reviewing and assessing the Board composition and the nomination of directors (as applicable), Board diversity has to be considered from a number of aspects, including gender, age, cultural and educational background, professional qualifications, skills, knowledge and experience.

提名政策亦載有提名流程及程序，包括但不限於：

1. 於接獲委任新董事的建議後根據上述標準對人選進行評估；
2. 倘存在一名以上的理想人選，則參考本公司需求及每位人選的證明審查排列他們的優先次序；及
3. 向董事會推薦以委任合適人選為新董事。

董事會成員多元化政策

本公司明白並深信董事會成員多元化裨益良多並將董事會成員日益多元化視為維持本公司競爭優勢的關鍵元素。董事會已採納董事會成員多元化政策，當中載列為求達致董事會成員多元化而作出的方針。

政策概要

提名委員會每年檢討董事會的架構、人數及組成，並適時就為配合本公司的公司策略而對董事會作出的變動提出建議。

在檢討及評估董事會組成及提名董事(如適用)時，須就董事會成員多元化考慮多方面的因素，包括性別、年齡、文化及教育背景、專業資質、技能、知識及經驗。



Measurable Objectives and Progress

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendation to the Board. For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were fulfilled during the year:

1. at least one-third of the members of the Board shall be independent non-executive Directors;
2. at least one of the members of the Board shall have obtained accounting or other professional qualifications; and
3. at least one of the members of the Board is female.

Annual Review

During the year, two meetings of the Nomination Committee were held (i) to recommend a non-executive Director to the Board; and (ii) to review the structure, size and composition of the Board in consideration of the board diversity policy, and to review the nomination criteria and procedures, the performance of Directors and the independence of independent non-executive Directors.

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules. The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors, and the Company is of the view that all independent non-executive Directors meet the guidelines for assessing the independence set out in Rule 3.13 of the Listing Rules and are independent.

可計量目標及過程

本公司旨在為本公司業務發展維持董事會多元化觀點的適當平衡。提名委員會將會討論及協定(如需要)為達致董事會成員多元化的可計量目標，並向董事會作出建議。為實施董事會成員多元化政策，年內已達成以下可計量目標：

1. 至少三分之一的董事會成員須為獨立非執行董事；
2. 至少一名董事會成員須取得會計或其他專業資質；及
3. 至少一名董事會成員為女性。

年度審閱

年內，提名委員會舉行了兩次會議，以(i)向董事會推薦一名非執行董事；及(ii)審閱董事會的架構、人數及組成(考慮到董事會成員多元化政策)、審閱提名資格及程序、董事表現及獨立非執行董事的獨立性。

根據適用之《上市規則》，提名委員會已對獨立非執行董事的獨立性進行評估。根據《上市規則》第3.13條，本公司已接獲各獨立非執行董事就其獨立性作出的年度確認，且本公司認為，所有獨立非執行董事均符合《上市規則》第3.13條所載評估獨立性指引，且為獨立人士。



The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The Nomination Committee also considered that the Directors are rich in knowledge, experience and background and their outstanding skills in their respective expertise can meet the development needs of the Company.

The attendance records of each committee member in the Nomination Committee meetings are set out in section A6 above.

B3. Audit Committee

During the year ended 31 December 2021, the Audit Committee comprises a total of three members, all being independent non-executive Directors, namely Mr. LIU Hoi Keung (chairman of the committee), Mr. WANG Zichen and Mr. ZHAO Hong. The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout the year.

The principal duties of the Audit Committee include monitoring the integrity of the Company's financial statements, annual report and interim report, and reviewing significant financial reporting judgements contained therein; reviewing the Company's financial controls, and overseeing the risk management and internal control systems; making recommendations to the Board on the appointment, re-appointment and removal of external auditor, and approving the remuneration and terms of engagement of external auditor, as well as reviewing arrangements which can be used by the employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

提名委員會認為，董事會組成在多元化方面維持適當平衡。提名委員會亦認為，董事的知識、經驗及背景豐富，而其於各自專長的卓越技能可滿足本公司的發展需要。

各委員會成員出席提名委員會會議的記錄載列於上文A6一節。

B3. 審核委員會

截至2021年12月31日止年度，審核委員會合共包括三名成員，均為獨立非執行董事，即廖開強先生(委員會主席)、王梓臣先生及趙虹先生。於本年度內，本公司一直符合《上市規則》有關審核委員會組成的要求。

審核委員會的主要職責包括監察本公司的財務報表、年度報告及中期報告的完整性，審閱報表及報告所載有關財務申報的重大判斷；審閱本公司的財務控制，監管風險管理及內部控制系統；就外部核數師的委任、重新委任及罷免向董事會提供建議，批准外部核數師的薪酬及聘用條款，以及審閱有關令本公司僱員可暗中就財務申報、內部控制或其他事宜可能發生的不正當行為提出關注的安排。



The Audit Committee is also responsible for performing the corporate governance functions as set out in the code provision D.3.1 of the CG Code (which was rearranged to code provision A.2.1 of the New CG Code). Its main duties include developing and reviewing the Group's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; reviewing and monitoring the training and continuous professional development of directors and senior management of the Group; and reviewing the Group's compliance with the CG code and the Model Code and the disclosure in the corporate governance report to be contained in the Company's annual reports.

During the year, two meetings of the Audit Committee were held to review the annual and interim financial results and reports in respect of the year ended 31 December 2020 and in respect of the six months ended 30 June 2021. The Audit Committee also reviewed financial reporting, internal control and risk management systems as well as the scope of work of external auditor. The Audit Committee also reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code (the requirements under which are applicable to the year ended 31 December 2021) and disclosure in this Corporate Governance Report.

The attendance records of each committee member in the Audit Committee meetings are set out in section A6 above.

審核委員會亦負責履行《企業管治守則》第D.3.1條守則條文(重列為《新企業管治守則》第A.2.1條守則條文)所載的企業管治職能。其主要職責包括制定及審閱本集團的企業管治政策及常規，並向董事會提出建議；審閱及監察本集團在遵守法律及監管規定方面的政策及常規；審閱及監察本集團董事及高級管理人員的培訓及持續專業發展；及審閱本集團遵守《企業管治守則》及《標準守則》的情況以及在本公司年度報告中所載的《企業管治報告》中的披露。

年內，審核委員會舉行了兩次會議，審閱截至2020年12月31日止年度及截至2021年6月30日止六個月的年度及中期財務業績及報告。審核委員會亦審閱了財務報告、內部控制及風險管理系統以及外部核數師的工作範疇。審核委員會亦審閱本公司企業管治政策及常規、董事及高級管理人員的培訓及持續專業發展、本公司遵守法律法規規定、遵守《標準守則》的政策及常規、本公司遵守《企業管治守則》(其項下規定適用於截至2021年12月31日止年度)的情況及在本《企業管治報告》中的披露。

各委員會成員出席審核委員會會議的記錄載列於上文A6一節。



C. Directors' Responsibilities for Financial Reporting in Respect of the Financial Statements

The Directors have acknowledged their responsibilities for preparing the financial statements of the Group for the year.

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

D. Risk Management and Internal Control

The Board acknowledges its responsibility to maintain effective risk management and internal control systems of the Company and review their effectiveness in order to manage rather than eliminate risks of failure to achieve business objectives, and to provide reasonable but not absolute assurance against material misstatement or loss.

D1. Control Structure

The Company implemented various policies and procedures to ensure effective risk management at each aspect of its operation, including the provision of on-site inspection, surveying and sampling services, performance of analytical tests in our laboratories, administration of daily operation, financial reporting and recording, fund management, compliance with applicable laws and regulations on environmental protection and workplace safety. The policies and procedures 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.

C. 董事對有關財務報表的財務報告的責任

董事知悉其負責編製本集團於本年度的財務報表。

董事會負責就呈報年度及中期報告以及《上市規則》及其他法定要求規定的其他財務披露事項作出平衡、清晰及可理解的評估。

D. 風險管理及內部控制

董事會知悉，其有責任為本公司維持有效的風險管理及內部控制系統並檢討其有效性，以管理而非消除未能達成業務目標之風險，並有責任就重大失實陳述或損失提供合理而非絕對的保證。

D1. 控制架構

本公司已經實施多項政策及程序，以保證操作中各方面都得到有效的風險管理，包括提供現場檢查、測量及採樣服務、在實驗室進行分析測試、日常操作管理、財務報告及記錄、資金管理、遵守環境保護及工作場所安全適用的法律法規。制定有關政策及程序旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。



The internal audit department monitors compliance with policies and procedures and the effectiveness of risk management and internal control structures across the Group and its principal divisions. The internal audit department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended.

D2. Control Approach

The risk management process includes risk identification, risk evaluation, risk management measures, reviewing the effectiveness of the internal control and risk management systems and resolving material internal control defects. The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Company's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee during the year.

Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

The Board, in conjunction with the Audit Committee, annually assessed and reviewed the effectiveness of the risk management and internal control systems and procedures and considered the adequacy of resources and financial reporting function.

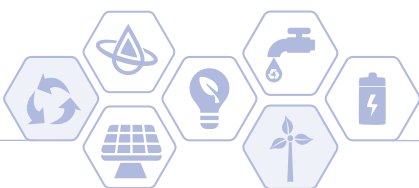
內部審核部門監督本集團及其主要部門遵守政策及程序的情況以及風險管理及內部控制結構的有效性。內部審核部門直接向審核委員會報告，並確保設有內部控制，並按預期正常運行。

D2. 控制方法

風險管理程序包括風險識別、風險評估、風險管理措施、檢討內部控制及風險管理系統的有效性，及解決重大內部控制缺陷。管理層與相關員工進行面談，並審閱內部控制系統相關文件，識別及評估本公司內部控制系統設計所發現之不足，就改善措施提供推薦建議及跟進實施有關建議之有效性（倘適用）。對風險管理及內部控制審閱的範圍及結果已於年內呈報審核委員會並經其審核。

制定程序手冊及運作指引以防止未經授權使用或處置資產，確保根據適用法律、規則及法規維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。

董事會聯同審核委員會每年評估及檢討風險管理及內部控制系統及程序的有效性，並考慮財務報告職能方面的資源是否足夠。



D3. Annual Review

For the year 2021, the Board through the Audit Committee had conducted an annual review on the systems of internal control and risk management of the Company. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. Areas of improvement have been identified and appropriate measures have been put in place to manage the risks. The enhancement of the systems of risk management and internal control is an ongoing process and the Board maintains a continuing commitment to strengthen the Company's control environment and processes. The Board considers that the internal control and risk management systems are effective and adequate.

D4. Inside Information

The Company formulated the inside information policy. The Company regularly reminds the Directors and employees of the Group about the due compliance with all policies regarding the inside information (as defined under the SFO). Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements. Under the policy, heads of business units shall report to the Directors any potential inside information event as soon as practicable before or when it materialises for determining the nature of developments, and if required, making disclosure.

D3. 年度審閱

2021年，董事會通過審核委員會對本公司內部控制及風險管理系統進行年度審核。上述審核涵蓋主要控制範圍，包括本集團財務、營運、合規控制及風險管理功能。已發現需改善的方面，並已採取適當措施管理風險。改善風險管理及內部控制系統為一個持續的過程，董事會將持續致力於加強本公司環境及流程的控制。董事會認為，內部控制及風險管理系統屬有效及充分。

D4. 內幕消息

本公司制定了內幕消息政策。本公司定期提醒董事及本集團僱員妥善遵守有關內幕消息(定義見《證券及期貨條例》)的所有政策。此外，本公司讓董事、高級管理人員及僱員掌握最新的監管資料。本公司將編製或更新合適指引或政策以確保遵守監管規定。根據該政策，業務部門主管如發現任何潛在內幕消息事件，務須在切實可行的情況下於其落實進行之前或當時盡快向董事匯報，以釐定事態發展的性質，及按照規定作出披露。



E. Company Secretary

Mr. CHAN Oi Fat (“Mr. Chan”) is the company secretary of the Company (“Company Secretary”). The primary contact person at the Company with Mr. Chan is Mr. ZHANG Yu Kevin, the chief financial officer of the Group.

During the year, Mr. Chan was responsible for providing advice to the Board on corporate governance matters. Mr. Chan confirmed that he took no less than 15 hours of relevant professional training during the year.

F. External Auditor and Auditor’s Remuneration

The statement of the external auditor of the Company, Deloitte Touche Tohmatsu, about their reporting responsibilities on the Company’s financial statements for the year is set out in the section headed “Independent Auditor’s Report” in this annual report.

The fees paid/payable to the external auditor in respect of audit services and non-audit services (if any) for the year are analyzed below:

E. 公司秘書

陳愛發先生(「陳先生」)為本公司公司秘書(「公司秘書」)。陳先生於本公司的主要聯絡人士為本集團首席財務官張昱先生。

年內，陳先生負責就企業管治事宜向董事會提供意見。陳先生已確認於年內已接受不少於15小時的相關專業培訓。

F. 外部核數師及核數師薪酬

本公司外部核數師德勤•關黃陳方會計師行有關本公司本年度財務報表的報告責任的聲明載於本年度報告「獨立核數師報告」一節。

於本年度就外部核數師所提供的審計服務及非審計服務(如有)已付/應付的費用分析如下：

Service Category	服務類別	Fees paid/payable	
		已付/應付的費用	HK\$'000 港幣千元
Audit	審計		
Annual audit service	年度審計服務		2,278



G. Communications with Shareholders and Investors

The Company considers that effective communication with Shareholders (both individual and institutional, and in appropriate circumstances, the investment community at large) is essential for enhancing investor relations and ensuring ready, equal and timely access to balanced and understandable information about the Company (including financial performance, strategic goals and plans, material developments and governance) by investors.

The Company maintains a website at www.leontest.com as a communication platform with Shareholders and investors, where information and updates on the Company's business developments and operations and other information are available for inspection for public access.

The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGMs and other general meetings. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditor will use all reasonable efforts to attend AGMs and to answer shareholders' questions.

G. 與股東及投資者溝通

本公司認為，與股東（包括個人及機構兩者，以及於適當情況下，整個投資界）的有效溝通，對加強投資者關係及確保投資者獲得實時、平等和及時的平衡及可理解的本公司資料（包括財務表現、策略目標及計劃、重大發展及管治）十分重要。

本公司設有網站www.leontest.com作為與股東及投資者的溝通平台，可供公眾瀏覽有關本公司業務發展及營運的資訊及最新情況以及其他資料。

本公司盡力與股東保持對話，尤其是通過股東週年大會及其他股東大會。董事會成員（尤其是董事委員會主席或其代表）、合適管理人員及外部核數師將盡一切努力出席股東週年大會，以解答股東的問題。



H. Shareholders' Rights

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company (www.leontest.com) and the Stock Exchange (www.hkexnews.hk) after each general meeting. The Articles allow a Shareholder entitled to attend and vote at a general meeting to appoint a proxy, who need not be a Shareholder, to attend the meeting and vote thereat on his/her/its behalf.

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

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures available on the website of the Company.

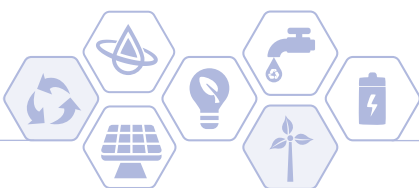
H. 股東權利

為保障股東的權益及權利，會於股東大會上就每項實際獨立的事宜(包括個別董事選舉)分別提出決議案。所有於股東大會上提出的決議案將根據《上市規則》以投票方式進行表決，而投票結果將於各股東大會後刊登於本公司網站(www.leontest.com)及聯交所網站(www.hkexnews.hk)。章程細則允許有權出席股東大會及於會上投票的股東委任代表(無需為股東)代表其出席大會及於會上投票。

根據章程細則，任何一名或以上於遞呈申請當日持有有權於本公司股東大會上投票的本公司繳足股本不少於十分之一的股東，有權透過向董事會或公司秘書發出書面申請要求董事會召開股東特別大會，以處理有關申請中指明任何業務的交易；上述會議應於相關申請遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該股東大會，則遞呈申請人士可自行按正常程序召開股東大會，而遞呈申請人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向申請人作出償付。

開曼群島《公司法》或章程細則中並無條文允許股東在股東大會上提出新決議案。意欲提出決議案的股東可依照前段所載程序請求本公司召開股東大會。

有關股東提名他人參選董事的權利的詳情，請參閱本公司網站所載程序。



During the year, the Company has not made any changes to the Articles. An up-to-date version of the Articles is available on the websites of the Company and the Stock Exchange.

Shareholders may refer to the Articles for further details of the rights of Shareholders.

In case of shareholding enquiries, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via its online holding enquiry at www.computershare.com, dial its hotline at (852) 2862 8555 or go in person at its public counter at 17M Floor/17 Floor, Shops 1712-16, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

I. Dividend Policy

The Board has adopted a dividend policy which sets out the principles of and guidelines on recommending or declaring dividend to the Shareholders. The Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders subject to the Articles and relevant laws and regulations. The Board shall take into account the factors of the Group when considering the declaration and payment of dividends, including but not limited to, the Group's financial results, cash flow situation, business conditions and strategies, capital requirements and expenditure plans and interests of the Shareholders.

年內，本公司並無對章程細則作出任何修改。章程細則的最新版本於本公司及聯交所網站可供查詢。

有關股東權利的詳情，股東可參閱章程細則。

如對持股事宜有任何查詢，股東應透過以下方式直接向本公司香港股份過戶登記分處香港中央證券登記有限公司查詢：使用其網站內的網上持股查詢服務（網址：www.computershare.com），致電其熱線(852) 2862 8555，或親身前往其公眾櫃台（地址為香港灣仔皇后大道東183號合和中心17M樓／17樓1712-16號舖）。

I. 股息政策

董事會已採納一項股息政策，其載明向股東建議派發或宣派股息的原則及指南。本公司須維持足夠現金儲備，以應付其資金需求、未來增長以及其股東價值。董事會全權酌情向股東宣派及派發股息，惟須受章程細則及相關法律法規所規限。董事會在考慮宣派及派付股息時，應考慮有關本集團的因素，包括（但不限於）本集團的財務業績、現金流狀況、業務狀況及策略、資金需求及支出計劃以及股東利益等因素。



Directors' Report

董事會報告

The Board is pleased to present the Directors' Report of the year 2021 together with the audited consolidated financial statements of the Group for the year.

Principal Business Activities

The Company was incorporated in the Cayman Islands on 29 July 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company is an investment holding company.

An analysis of the Company's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and Notes 5 and 6 to the consolidated financial statements.

Business Review

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, principal risks and uncertainties of the Group's business, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. In addition, a discussion on relationships with its key stakeholders is included in the sections headed "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review forms part of this directors' report.

Financial Summary

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 317 of this annual report.

董事會欣然呈列本集團2021年度的董事會報告，連同本年度經審核綜合財務報表。

主要業務活動

本公司於2015年7月29日根據開曼群島《公司法》在開曼群島註冊成立為獲豁免有限公司。本公司為投資控股公司。

有關本公司本年度的主營活動所得收入及經營利潤的分析載於本年度報告「管理層討論與分析」一節及綜合財務報表附註5和6。

業務回顧

本集團於年內的業務回顧包括有關本集團所面臨主要風險及不確定性的討論、使用財務主要表現指標對本集團表現作出的分析、年內影響本集團的重大事項的詳情、本集團業務的主要風險及不確定性以及本集團日後可能出現的業務發展，均分別載於本年度報告「主席報告」及「管理層討論與分析」章節內。此外，有關本集團與其主要持份者關係的討論載於本年度報告「管理層討論與分析」及「企業管治報告」章節內。該審視構成董事會報告的一部分。

財務概要

本集團最近五個財政年度的公開業績以及資產、負債及非控股權益的概要載於本年度報告第317頁。



Results, Dividends and Bonus Issues

Results

The results of the Company for the year ended 31 December 2021 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 160 and 161 of this annual report.

Final Dividend

The Board recommends the payment of a final dividend of HK\$0.018 per share in respect of the year ended 31 December 2021 to shareholders whose names appear on the register of members of the Company on Monday, 4 July 2022. The proposed final dividend will be paid on or around Friday, 15 July 2022, subject to approval at the annual general meeting of the Company to be held on Thursday, 16 June 2022 (the "AGM"). The proposed final dividend shall be declared and paid in Hong Kong dollars.

Issue of Bonus Shares

Subject to the passing of the relevant resolution at the AGM and the Stock Exchange granting the listing of and permission to deal in such new shares, the Board proposes to make a bonus issue of one new share for every ten shares held to shareholders whose names appear on the register of members of the Company on Monday, 4 July 2022. The relevant resolution will be proposed at the AGM, and if passed and upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such new shares, share certificates for the bonus shares will be posted on or around Friday, 15 July 2022.

業績、股息及發行紅股

業績

本公司截至2021年12月31日止年度的業績載於本年度報告第160及161頁的綜合損益及其他全面收益表。

末期股息

董事會建議向於2022年7月4日(星期一)名列本公司股東名冊的股東派發截至2021年12月31日止年度的末期股息每股港幣0.018元。經將於2022年6月16日(星期四)召開的本公司股東週年大會(「股東週年大會」)批准，擬派發的末期股息將於2022年7月15日(星期五)或前後派發。擬派發的末期股息以港幣宣派及派付。

發行紅股

待股東週年大會通過有關決議案，並經聯交所批准該等新股份上市及買賣後，董事會建議向於2022年7月4日(星期一)名列本公司股東名冊的股東每持有十股股份發行一股新紅股。有關決議案將於股東週年大會上提呈，如獲通過，並經聯交所上市委員會批准該等新股份上市及買賣，則紅股的股票將於2022年7月15日(星期五)或前後寄發。



Closure of the Register of Members

The register of members of the Company will be closed during the following periods:

(i) Book Close Dates for 2022 AGM

From Monday, 13 June 2022 to Thursday, 16 June 2022, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 10 June 2022; and

(ii) Book Close Dates for Final Dividend and Bonus Shares

From Tuesday, 28 June 2022 to Monday, 4 July 2022, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend and bonus shares. In order to establish entitlements to the proposed final dividend and bonus shares, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 27 June 2022.

暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理股份過戶登記手續：

(i) 2022年股東週年大會的截止過戶日期

為確保股東有權參與股東週年大會並於會上投票，自2022年6月13日(星期一)至2022年6月16日(星期四)(包含首尾兩日)及於該期間將不會辦理股份過戶登記手續。為符合資格出席股東週年大會並於會上投票，所有轉讓文件連同有關股票均須於2022年6月10日(星期五)下午四時三十分前遞交至本公司證券登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，以辦理登記手續；及

(ii) 末期股息及紅股的截止過戶日期

為確保股東有權獲得擬派發的末期股息及紅股，自2022年6月28日(星期二)至2022年7月4日(星期一)(包含首尾兩日)及於該期間將不會辦理股份過戶登記手續。為獲得擬派發的末期股息及紅股，所有轉讓文件連同有關股票均須於2022年6月27日(星期一)下午四時三十分前遞交至本公司證券登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)，以辦理登記手續。



Issue of Bonus Shares and Adjustments Made as a Result in July 2021

As disclosed in the circular and the announcement of the Company dated 18 May 2021 and 18 June 2021 respectively, the bonus issue ("2021 Bonus Issue") was made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 5 July 2021, by the qualifying shareholders. As at 5 July 2021, there were in total 403,088,000 Shares in issue. The number of bonus shares issued under the Bonus Issue was 40,308,800 Shares.

Pursuant to the terms of the share option scheme (the "Share Option Scheme") adopted by the Company on 5 May 2017, the exercise price of the share options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 6,372,000 outstanding share options were adjusted as a result of the 2021 Bonus Issue in the manner as announced by the Company on 15 July 2021.

In addition, pursuant to the terms of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of conversion shares to be allotted and issued upon full conversion of the Convertible Bonds are adjusted as a result of the 2021 Bonus Issue.

Furthermore, the number of awarded shares issued on 29 January 2021 under the Share Award Scheme were also adjusted.

Details of the number of bonus shares issued and adjustments to share options and Convertible Bonds are disclosed in the announcement of the Company dated 15 July 2021.

於2021年7月發行之紅股及相應調整

誠如本公司日期分別為2021年5月18日及2021年6月18日的通函及公告所披露，紅股按合資格股東於記錄日期(即2021年7月5日)每持有十(10)股已發行現有股份可獲發一(1)股紅股的基準發行(「2021年紅股發行」)。於2021年7月5日，已發行合共403,088,000股股份。根據紅股發行而發行的紅股數目為40,308,800股。

根據本公司於2017年5月5日採納之購股權計劃(「購股權計劃」)之條款，根據購股權計劃授出之購股權行使價及悉數行使6,372,000份尚未行使購股權所附之認購權後將予配發及發行之股份數目因2021年紅股發行而調整，所作調整方式在本公司2021年7月15日的公佈所披露。

再者，根據可換股債券之條款，可換股債券之轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2021年紅股發行而調整。

此外，於2021年1月29日根據股份獎勵計劃發行的獎勵股份數目亦已調整。

有關已發行紅股數目及調整購股權及可換股債券的詳情於本公司日期為2021年7月15日的公告披露。



Issue of Convertible Bonds in June 2021

As disclosed in the Company's announcements dated 12 May 2021 and 11 June 2021, the completion of the subscription for the 5-year 2% coupon unlisted convertible bonds (the "Convertible Bonds") (the "CB Subscription") has taken place on 11 June 2021 and the Convertible Bonds in the principal amount of HK\$50,000,000 have been issued to the subscriber in accordance with the terms and conditions of the conditional agreement dated 12 May 2021 entered into between the Company and the subscriber (the "CB Subscription Agreement"). Details as follows:

Principal Terms of the Convertible Bonds

Issuer:	The Company
Subscriber:	Asian Equity Special Opportunities Portfolio Master Fund Limited, an open-end investment company incorporated in the Cayman Islands with limited liability and the subscriber to the CB Subscription Agreement (the "Subscriber").
Status:	The Convertible Bonds constitute general and unsecured obligations of the Company and rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company.
Principal Amount:	HK\$50,000,000
Issue Price:	100% of the principal amount of HK\$50,000,000 in cash
Coupon:	2% per annum payable in arrears annually
Maturity Date:	The fifth anniversary of the date of issue of the Convertible Bonds

於2021年6月發行之可換股債券

誠如本公司日期為2021年5月12日及2021年6月11日的公告所披露，5年期2%票息非上市可換股債券（「可換股債券」）認購事項（「可換股債券認購事項」）已於2021年6月11日完成，而本金額為港幣50,000,000元的可換股債券已根據本公司與認購人於2021年5月12日訂立的有條件協議（「可換股債券認購協議」）的條款及條件發行予認購人。詳情如下：

可換股債券的主要條款

發行人：	本公司
認購人：	Asian Equity Special Opportunities Portfolio Master Fund Limited 為一家於開曼群島註冊成立的開放式投資有限公司，及為可換股債券認購協議的認購人（「認購人」）。
地位：	可換股債券構成本公司的一般及無抵押責任，彼此之間享有同等地位，並與本公司所有其他現有及未來無抵押及非後償責任享有同等地位。
本金額：	港幣50,000,000元
發行價：	現金本金額港幣50,000,000元的100%
票息：	年利率2%，須於每年期末支付
到期日：	可換股債券發行日期後第五週年當日



Directors' Report

董事會報告

Conversion Price

The initial Conversion Price of HK\$1.63 per Conversion Share represents:

- (i) a premium of approximately 5.16% over the closing price of HK\$1.550 per Share as quoted on the Stock Exchange on 12 May 2021, being the date of the CB Subscription Agreement; and
- (ii) a premium of approximately 7.66% over the average of the closing prices of HK\$1.514 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding 12 May 2021, being the date of the CB Subscription Agreement.

The net Conversion Price, after deduction of relevant expenses, is approximately HK\$1.62 per Conversion Share.

The Conversion Price was arrived at after arm's length negotiations between the Company and the Subscriber, taking into account of, among others, the recent trading performance of the Shares. The Directors considered that the Conversion Price and the terms and conditions of the Subscription Agreement and the Convertible Bonds are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Subscriber

The Subscriber is an open-end investment company incorporated in the Cayman Islands with limited liability. It is managed by RAYS Capital Partners Limited, an Independent Third Party, licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

轉換價

初步轉換價每股轉換股份港幣1.63元較：

- (i) 股份於2021年5月12日(即可換股債券認購協議日期)在聯交所所報的收市價每股港幣1.550元溢價約5.16%；及
- (ii) 股份於緊接2021年5月12日(即可換股債券認購協議日期)前最後五(5)個連續交易日在聯交所所報的平均收市價每股港幣1.514元溢價約7.66%。

淨轉換價(經扣除相關開支後)為每股轉換股份約港幣1.62元。

轉換價乃由本公司與認購人參考(其中包括)股份近期交易表現後經公平磋商而達致。董事認為，轉換價以及認購協議及可換股債券的條款及條件屬公平合理，且符合本公司及股東的整體利益。

認購人

認購人為一家於開曼群島註冊成立的開放式投資有限公司，由獨立第三方睿思資本有限公司(根據《證券及期貨條例》獲發牌可從事第4類(就證券提供意見)及第9類(提供資產管理)受規管活動)管理。

經董事作出一切合理查詢後所深知、盡悉及確信，認購人及其最終實益擁有人均為獨立第三方。



Reasons for the Issue of Convertible Bonds

As an international independent inspection and testing company, the Company provides customers with professional testing, inspection, certification, consultation and related technical services round the clock globally. Building on the Company's two key business areas, namely energy and commodity, and by fully leveraging its leading advantages in different segments and economies of scale, the Company has expanded the service scope to power generation. We launched new inspection services in clean energy field, especially focusing on the solar and wind power projects. The Company also provides environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment and carbon neutrality.

The Subscriber's interest in making an investment into the Group reflects its confidence in the Group's business and growth potential. The Directors (including the independent non-executive Directors) were of the view that the raising of funds by the issue of the Convertible Bonds would enhance the Group's capital structure and liquidity, strengthen the Group's financial position, broaden the capital base of the Group and to finance the Group's future development and expansion.

The Directors considered that the issue of the Convertible Bonds was an effective means of raising additional capital since (i) it would not have an immediate dilution effect on the shareholding of the existing Shareholders; and (ii) in the event that the Convertible Bonds were converted into Shares, the Company could broaden its capital base, benefiting the long-term development of the Company.

The Directors considered that the terms of the CB Subscription Agreement were arrived at arm's length negotiations between the Company and the Subscriber, and the transactions contemplated thereunder (including the Conversion Price) were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

發行可換股債券的理由

本公司作為一家國際第三方獨立檢驗檢測公司，為全球客戶提供7x24小時全方位專業檢驗、檢測、計量、認證、諮詢及相關技術服務。本公司在專注能源和大宗商品兩大板塊檢驗檢測認證的業務基礎之上，充分利用細分領域的龍頭優勢和規模效應，延伸服務範圍至電力系統，開啟清潔能源領域的相關檢測服務，特別是太陽能 and 風電設備的相關領域。同時，本公司亦提供環境監測和檢測服務，包括生態監測、土壤檢測、環保技術諮詢與評估及碳中和等相關服務。

認購人有興趣投資於本集團反映其對本集團業務及增長潛力充滿信心。董事(包括獨立非執行董事)認為，藉發行可換股債券進行集資將優化本集團的資本結構及流動性、加強本集團財務狀況、擴闊本集團資本基礎及可為本集團未來的發展及擴張提供資金。

董事認為，發行可換股債券為籌集額外資金的有效方法，乃由於(i)發行可換股債券不會對現有股東的股權產生即時攤薄影響；及(ii)倘可換股債券轉換為股份，本公司可擴闊其資本基礎，有利於本公司的長遠發展。

董事認為可換股債券認購協議的條款乃由本公司與認購人經公平磋商後達致，其項下擬進行交易(包括轉換價)屬公平合理，且符合本公司及股東的整體利益。



Use of Proceeds from the Issue of the Convertible Bonds

The gross proceeds of the CB Subscription were approximately HK\$50,000,000. The net proceeds from the issue of the Convertible Bonds was approximately HK\$49.6 million.

The Company intended to use the net proceeds to accelerate the implementation of the Group's 2+X sustainable growth strategy as disclosed in the announcement of the Company dated 12 May 2021 by way of (a) business expansions; (b) investments to increase market share in key markets, and (c) general working capital purposes.

As of 31 December 2021, approximately HK\$29.6 million of the net proceeds of the issue of convertible bonds had been utilised for (a) business expansions as disclosed in Note 36 to the consolidated financial statements with the consideration of approximately HK\$7.4 million during the year; (b) capital expenditure of approximately HK\$16.2 million, which mainly comprised of the addition of equipment of approximately HK\$11.2 million and vehicles of approximately HK\$4.6 million; and (c) general working capital in the amount of approximately HK\$6.0 million. The remaining balance of the proceeds of HK\$20.0 million is expected to be utilised for the intended use as set out in the Company's announcement dated 12 May 2021 by the end of 2023.

發行可換股債券的所得款項用途

可換股債券認購事項的所得款項總額約為港幣50,000,000元。發行可換股債券的所得款項淨額約為港幣49.6百萬元。

誠如本公司日期為2021年5月12日的公告所披露，本公司擬動用所得款項淨額，透過(a)擴大業務；(b)投資以增加於主要市場的市場份額；及(c)一般營運資金用途，加快推行本集團2+X可持續發展戰略。

截至2021年12月31日，發行可換股債券所得款項淨額約港幣29.6百萬元已動用如下：(a)年內以代價約港幣7.4百萬元進行業務擴張(如綜合財務報表附註36所披露)；(b)資本開支約港幣16.2百萬元，主要包括添置設備約港幣11.2百萬元及車輛約港幣4.6百萬元；及(c)一般營運資金約港幣6.0百萬元。餘下所得款項結餘港幣20.0百萬元預期將於2023年底前用於本公司日期為2021年5月12日的公告所載的擬定用途。



Adjustments made to the Convertible Bonds

As announced by the Company on 15 July 2021, pursuant to the terms of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted (the "Convertible Bonds Adjustments") in the following manner as a result of the 2021 Bonus Issue:

可換股債券已作出之調整

誠如本公司於2021年7月15日所公佈，根據可換股債券之條款，可換股債券之轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2021年紅股發行而按下列方式調整（「可換股債券調整」）：

Date of Issue	Before completion of the 2021 Bonus Issue 完成2021年紅股發行前		Upon completion of the 2021 Bonus Issue 完成2021年紅股發行後	
	Conversion price per Share before adjustment	Number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之轉換 股份數目	Adjusted conversion price per Share	Adjusted number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之經調整 轉換股份數目
授出日期	調整前每股 轉換價 (HK\$) (港幣元)		每股經調 整轉換價 (HK\$) (港幣元)	
11 June 2021 2021年6月11日	1.63	30,674,846	1.48	33,783,783



Share Capital

Details of the movements in the share capital of the Company are set out in Note 31 to the financial statements.

Equity-linked Agreements

During the year, other than the Convertible Bonds, the Share Option Scheme and the Share Award Scheme as set out in the sections headed "Convertible Bonds", "Share Option Scheme" and "Share Award Scheme" and Notes 30, 32 and 33 to the financial statements respectively, the Company did not enter into any equity-linked agreement or subsisted at the end of the year.

Environmental Policies and Performance

The Group is highly aware of the importance of environmental protection and has not noted any material non-compliance with any relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. During the production process, the Group has implemented environmental protection measures, including procedures related to energy use control, waste water and waste air discharge management.

Purchase, Redemption or Sale of Listed Securities of the Company

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

Reserves

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 164 and 165 of this annual report and Note 45 to the consolidated financial statements, respectively.

As at 31 December 2021, the Company's distributable reserves were HK\$93.7 million.

股本

有關本公司股本變動的詳情，載於財務報表附註31。

股權掛鈎協議

年內，除「可換股債券」、「購股權計劃」及「股份獎勵計劃」章節以及財務報表附註30、32及33分別載列的可換股債券、購股權計劃及股份獎勵計劃外，本公司並無訂立或於年終時參與任何股權掛鈎協議。

環境政策及表現

本集團深知環境保護的重要性，但並無發現其業務（包括健康與安全、工作場所條件、僱傭及環境）嚴重違反任何相關法律法規。於生產過程中，本集團已實施環保措施，包括有關能源使用控制、廢水及廢氣排放管理的措施。

購買、贖回或出售本公司上市證券

截至2021年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

有關本集團及本公司於年內的儲備變動詳情，分別載於本年度報告第164及165頁的綜合權益變動表及綜合財務報表附註45。

於2021年12月31日，本公司可供分派的儲備為港幣93.7百萬元。



Donations

During the Reporting Period, the total charitable donation of the Group amounted to approximately HK\$57,000.

Borrowings

Details of the borrowings are set out in the section headed "Management Discussion and Analysis" in this annual report and Note 28 to the consolidated financial statements.

Directors

During the year and up to the date of this annual report, directors of the Company were as follows:

Executive Directors

Mr. LI Xiangli
Ms. ZHANG Aiying
Mr. LIU Yi
Mr. YANG Rongbing

Non-Executive Director

Mr. HAO Yilei (Appointed on 23 December 2021)
Mr. WANG Gang (Resigned on 23 December 2021)

Independent Non-Executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

捐款

於報告期內，本集團的慈善捐款總額約為港幣57,000元。

借款

有關借款詳情，載於本年度報告「管理層討論與分析」一節及綜合財務報表附註28。

董事

年內及直至本年度報告日期，本公司董事如下：

執行董事

李向利先生
張愛英女士
劉翊先生
楊榮兵先生

非執行董事

郝怡磊先生(於2021年12月23日委任)
王綱先生(於2021年12月23日辭任)

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生



Biographical Details of the Directors and the Senior Management

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out on pages 9 to 16 in the section headed "Profile of Directors and Senior Management" in this annual report.

Directors' Service Contracts

None of the Directors proposed for re-election at the forthcoming AGM had any service contract with our Company or any of our subsidiaries, other than contracts expiring or determinable by the employer, which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation). The directors' remuneration is determined with references to directors' duties and responsibilities, individual performance and the results of the Group.

Executive Directors' service contracts

Three of our executive Directors, namely Mr. LI Xiangli, Ms. ZHANG Aiyong and Mr. LIU Yi, have respectively entered into service contract with the Company pursuant to which each of them agreed to act as an executive Director for an initial term of three years commencing from 13 January 2016. Such terms were renewed for a further three years commencing from 13 January 2019 and upon expiry of such, the terms were renewed for a further three years commencing from 13 January 2022.

Mr. YANG Rongbing, formerly an independent non-executive Director, has been re-designated as an executive Director and appointed as the vice chairman of the Company with effect from 23 July 2018. Mr. Yang has entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years commencing from 23 July 2018 and upon expiry of such, the term was renewed for a further three years commencing from 23 July 2021.

董事及高級管理人員的履歷詳情

於本年度報告日期，有關本集團董事及高級管理人員的履歷詳情，載於本年度報告第9至16頁的「董事及高級管理人員簡介」一節。

董事服務合同

擬於即將舉行之股東週年大會膺選連任之董事，概無與本公司或其任何附屬公司訂立於一年內終止而本集團須支付賠償(法定補償除外)的服務合同，除非有關合同屆滿或由僱主終止。董事薪酬經參考其在本集團職務及職責、個人表現及業績而釐定。

執行董事服務合同

三名執行董事，即李向利先生、張愛英女士及劉翊先生，已分別與本公司訂立服務合同，據此，彼等同意各自於2016年1月13日起擔任執行董事，初始期限為三年。有關期限已於屆滿後自2019年1月13日起再重續三年，並於有關期限屆滿後自2022年1月13日起再重續三年。

前獨立非執行董事楊榮兵先生已調任為執行董事及獲委任為本公司副主席，自2018年7月23日起生效。楊先生已與本公司訂立服務合同，據此，彼同意於2018年7月23日起擔任執行董事，初始期限為三年。有關期限已於屆滿後自2021年7月23日起再重續三年。



Non-executive Director's and Independent Non-executive Directors' letters of appointment/Service Agreement

Non-executive Director, Mr. HAO Yilei, has been appointed with effect from 23 December 2021. Mr. Hao has entered into a service agreement with the Company pursuant to which he has been appointed for an initial term of three years commencing from 23 December 2021.

Two of the independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong, have respectively entered into a letter of appointment with the Company pursuant to which each of them has been appointed for an initial term of three years commencing from 18 June 2016. Such terms were renewed for a further three years commencing from 18 June 2019 and upon expiry, a further three years was renewed commencing from 13 January 2022.

The other independent non-executive Director, Mr. LIU Hoi Keung, has been appointed with effect from 23 July 2018. Mr. Liu has entered into a letter of appointment with the Company pursuant to which he has been appointed for an initial term of three years commencing from 23 July 2018. Such term was renewed for a further three years commencing from 23 July 2021 upon expiry.

The non-executive Director received no director's fee. Each of the independent non-executive Directors received a director's fee of HK\$100,000 per annum.

Confirmation of Independence of Independent Non-executive Directors

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors for the year 2021 and the Company considers that all the independent non-executive Directors are independent.

非執行董事及獨立非執行董事委任書／服務協議

非執行董事郝怡磊先生已自2021年12月23日起獲委任。郝先生已與本公司訂立服務協議，據此，其自2021年12月23日獲委任，初始期限為三年。

兩名獨立非執行董事（即王梓臣先生及趙虹先生）已分別與本公司訂立委任書，據此，彼等各自於2016年6月18日獲委任，初始期限為三年。有關期限已於屆滿後自2019年6月18日起再重續三年，並於有關期限屆滿後自2022年1月13日起再重續三年。

另一位獨立非執行董事廖開強先生自2018年7月23日起獲委任。廖先生已與本公司訂立委任書，據此，其自2018年7月23日獲委任，初始期限為三年。有關期限已於屆滿後自2021年7月23日起再重續三年。

非執行董事不收取董事袍金。各獨立非執行董事每年收取董事袍金港幣100,000元。

獨立非執行董事的獨立性確認書

本公司已收到各獨立非執行董事根據《上市規則》第3.13條發出的2021年度獨立性確認書，且本公司認為，所有獨立非執行董事均為獨立人士。



Emolument of Directors and Senior Management

We offer our executive Directors and senior management members, who are also employees of our Company, emolument in the form of salaries, allowances, remuneration, pension, discretionary bonus and other welfares. Our non-executive Director does not receive any emolument from our Group. Our independent non-executive Directors receive emolument in the form of director's fee based on their responsibilities (including being members or chairman of Board committees). We adopt a market and incentive-based employee emolument structure and implement a multi-layered evaluation system which focuses on performance and management goals.

The remuneration (including fees, salaries and other benefits, performance-related bonuses, equity-settled shares compensation expense and pension scheme contributions) paid to the Directors in aggregate for the year ended 31 December 2021 was approximately HK\$12.0 million.

The remuneration (including salaries and other benefits, performance-related bonuses and pension scheme contributions) paid to our Group's five highest paid individuals in aggregate for the year ended 31 December 2021 was approximately HK\$15.5 million.

For the year ended 31 December 2021, no emoluments were paid by our Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office. None of the Directors had waived any emoluments for the year ended 31 December 2021.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in Notes 11 and 12 to the consolidated financial statements.

The Company has also adopted the Share Option Scheme to motivate Directors and employees. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" of this directors' report and Note 32 to the financial statements.

董事及高級管理人員薪酬

我們為執行董事及高級管理人員(同為本公司員工)提供的酬金包括薪金、津貼、薪酬、退休金、酌情花紅及其他福利。非執行董事並無收取本集團的任何酬金。獨立非執行董事按職責(包括擔任董事委員會的成員或主席)收取董事袍金作為酬金。我們採用市場及激勵為本的員工酬金結構，並實施專注表現及管理目標的多層評估制度。

截至2021年12月31日止年度，向董事支付的酬金總額(包括袍金、薪金及其他福利、績效花紅、以權益結算的股份補償開支及退休金計劃供款)約為港幣12.0百萬元。

截至2021年12月31日止年度，向本集團五名最高薪酬人士支付的酬金總額(包括薪金及其他福利、績效花紅及退休金計劃供款)約為港幣15.5百萬元。

截至2021年12月31日止年度，本公司概無向任何董事或五名最高薪酬人士支付薪酬，作為吸引彼等加入或作為加入本集團後的獎勵，或作為離職賠償。截至2021年12月31日止年度，並無董事放棄任何酬金。

董事的薪酬及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註11及12。

本公司亦已採納購股權計劃以激勵董事及僱員。有關購股權計劃的詳情載於本董事會報告「購股權計劃」一節及財務報表附註32。



Furthermore, the Company adopted the Share Award Scheme on 27 October 2020 to motivate the Company's middle and senior management, core technological personnel and operations team. Details of the Share Award Scheme are set out in the section headed "Share Award Scheme" of this directors' report and Note 33 to the financial statements.

Except as disclosed above, no other payments had been made or were payable, for the year ended 31 December 2021, by our Group to or on behalf of any of the Directors.

Permitted Indemnity Provision

Pursuant to article 191 of the Company's articles of association, every Director or officer of the Company shall be indemnified out of the assets of the Company from liabilities which they may incur by reason of execution of their duties.

The Company has maintained appropriate directors' and officers' liability insurance for the Directors and officers of the Group.

Directors' Interests in Transactions, Arrangements and Contracts

Save as disclosed in the section headed "Connected Transactions", no transaction, arrangement or contract of significance in relation to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Competing Business

Except otherwise disclosed in this annual report, during the year, none of the Directors were considered to be interested in businesses which competed or were likely to compete, either directly or indirectly, with our core businesses.

此外，於2020年10月27日，本公司採納股份獎勵計劃以激勵本公司之中高級管理層、核心技術人員及業務骨幹。有關股份獎勵計劃的詳情載於本董事會報告「股份獎勵計劃」一節及財務報表附註33。

除上文所披露者外，截至2021年12月31日止年度，概無由本集團或代表任何董事支付或應付任何其他款項。

獲准許的彌償條文

根據本公司的組織章程細則第191條，本公司每名董事或高級職員將就彼等因執行公務而可能產生的負債從本公司資產中獲得彌償。

本公司已為本集團董事及高級職員設有適當的董事及高級職員責任保險。

董事於交易、安排及合同的權益

除本報告「關連交易」一節所披露者外，於年末或年內任何時候，並無存有由本公司、其控股公司或其附屬公司或同系附屬公司訂立對本集團業務屬重要且董事或與董事有關連的實體於其中直接或間接擁有重大權益的交易、安排或合同。

競爭業務

除本年度報告另有披露者外，年內，概無董事被視為於與我們的核心業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。



Deed of Non-competition

Reference is made to the non-competition undertakings given by the Controlling Shareholders in favour of the Company disclosed in the Prospectus. The Controlling Shareholders have confirmed to the Company that they have complied with the non-competition undertakings during the year. The independent non-executive Directors have conducted such review for the year, and also reviewed the relevant undertakings and are satisfied that such undertakings have been complied with.

Pension Scheme

Details of the pension scheme of the Company are set out in Note 34 to the financial statements.

Share Option Scheme

The following is a summary of the principal terms of the share option scheme conditionally approved and adopted by written resolutions of our then Shareholders on 5 May 2017 (the "Share Option Scheme").

(i) Purpose

The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and such other participants and to further perfect corporate governance structure, propel the Company to build up and complete motivating mechanism, fully motivate employees, and effectively help to align the interests of Shareholders, Company and its employees by the grant of options.

(ii) Participants

The directors, officers and employees of any member of the Group as determined by the Board from time to time.

不競爭契據

誠如招股章程所披露，控股股東以本公司為受益人出具了一份不競爭承諾。控股股東已向本公司確認，彼等於年內一直遵守該不競爭承諾。獨立非執行董事已審閱本年度內遵守有關承諾的情況且亦審閱相關承諾，並對該等承諾的遵守情況表示滿意。

退休金計劃

有關本公司退休金計劃的詳情載於財務報表附註34。

購股權計劃

以下乃我們當時股東於2017年5月5日通過書面決議案有條件批准及採納的購股權計劃的主要條款概要(「購股權計劃」)。

(i) 目的

購股權計劃的目的為透過授出購股權，吸引、挽留及激勵僱員、董事及其他相關參與者並進一步完善企業管治架構，促進本公司建立並完成激勵機制，全面激勵僱員，並有效達致股東、本公司及其僱員的利益一致。

(ii) 參與者

由董事會不時釐定的本集團任何成員公司的董事、高級職員及僱員。



(iii) The total number of shares available for issue

The Shares issued and to be issued upon exercise of all options already granted and to be granted under this Share Option Scheme (the "Share Option(s)") shall not exceed 10% of the total number of the Shares in issue on the date where the refreshment of 10% limit (being 44,350,080 Shares) under the Share Option Scheme was approved at the extraordinary general meeting held on 29 September 2021 and relevant listing approval was granted by the Stock Exchange on 4 October 2021.

As at the date of this report, the total number of shares available for issue under the Share Option Scheme is 44,350,080 shares, representing approximately 10% of the issued share capital of the Company as at the date of this report.

The limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

(iv) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the Share Options granted to each participant under the Share Option Scheme and any other share option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of Shares in issue. Where any further grant of options to an Eligible Employee would result in the Shares issued and to be issued upon exercise of the options granted to such Eligible Employee (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of Shares in issue, such further grant must be separately approved by the Shareholders at the general meeting with such Eligible Employee and his/her close associates abstaining from voting.

(iii) 可供發行的股份總數

因根據本購股權計劃已經及將予授出的全部購股權(「購股權」)獲行使而已經及將予發行的股份，不得超過於2021年9月29日舉行的股東特別大會當日之已發行股份總數的10%，於該大會上，購股權計劃的更新10%授權限額(即44,350,080股)獲得通過，並於2021年10月4日，聯交所授出相關上市批准。

於本報告日期，根據購股權計劃可供發行的股份總數為44,350,080股，佔本公司於本報告日期已發行股本的約10%。

因根據計劃及任何其他計劃已授出但未行使的期權予以行使時發行的證券數目不得超過上市發行人不時已發行的有關類別證券的30%。

(iv) 每名參與者可享有的最高股份數目

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格僱員進一步授出任何購股權，將導致截至該進一步授出之日(包括該日)止任何12個月期間內行使向有關合資格僱員授出之購股權(包括已行使、註銷及尚未行使之購股權)時，已發行及將予發行的股份總數超過已發行股份總數之1%，則進一步授出購股權須經由股東於股東大會上個別批准，而有關合資格僱員及其緊密聯繫人須放棄投票。



(v) Period within which the shares must be taken up under an option

The period within which the options must be exercised will be specified by the Board at the time of grant, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Share Option Scheme.

(vi) Minimum period for which an option must be held before it can be exercised (i.e. vesting period)

Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules to which the Share Option Scheme may be subject, including the Listing Rules or regulations of any stock exchange on which the Shares may be listed and quoted. Furthermore, the Shares to be issued and allotted to a Grantee pursuant to the exercise of any Option under the Share Option Scheme may or may not, at the discretion of the Board, be subject to any retention period.

(vii) Amount payable on acceptance of the option and period within which payments or calls must or may be made or loans for such purposes must be repaid

RMB1.00 within 15 days from the date of grant.

(v) 必須認購購股權項下股份的期限

購股權須予行使的期限將由董事會於授出時指定，有關期限自根據購股權計劃授出任何特定購股權日期起計不得超過10年。

(vi) 購股權可予行使前須持有的最短期限（即歸屬期）

購股權可於董事會全權酌情釐定的期間歸屬，惟必須遵守購股權計劃可能須遵守的任何適用法例、法規或規則的規定，包括上市規則或股份可能上市及報價的任何證券交易所的規例。此外，根據購股權計劃項下任何購股權獲行使而將予發行及配發予承授人的股份可能須或可能毋須受任何保留期的規限（由董事會酌情決定）。

(vii) 於接納購股權時應付的款項及必須或可能付款或發出催繳通知的期限或必須就此償還的貸款

自授出日期起計15日內須支付人民幣1.00元。



(viii) Basis of determining the exercise price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:

- (a) the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant Share Option, which shall be a business day;
- (b) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant of the relevant Share Option (provided that, in the event that any Share Option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the new issue price of the Shares for the share offer shall be used as the closing price for any Business Day falling within the period before listing of the Shares on the Stock Exchange); and
- (c) the nominal value of a Share on the date of grant of the relevant Share Option.

(ix) Remaining life of the Share Option Scheme

The Share Option Scheme will be valid and effective for a period of 10 years commencing on 5 May 2017, the date on which the Share Option Scheme is conditionally adopted by resolution of our Shareholders.

(viii) 釐定行使價的基準

認購價須由董事會全權酌情釐定並於作出要約時通知要約的參與者，而不得低於以下各項之最高者：

- (a) 股份在授出相關購股權日期(須為營業日)於聯交所發佈的每日報價表中所列的收市價；
- (b) 股份在緊接授出相關購股權日期前五個營業日於聯交所發佈的每日報價表中所列的平均收市價(惟倘任何購股權建議於股份首次於聯交所開始交易後的少於五個營業日期間內授出，就股份發售而言股份的新發行價用作為股份於聯交所上市前的期間內任何營業日的收市價)；及
- (c) 股份於相關購股權授出日期的名義價值。

(ix) 購股權計劃的剩餘年期

購股權計劃將自2017年5月5日(購股權計劃獲股東決議案有條件採納的日期)起有效及生效，為期10年。



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(x) Present status of the Share Option Scheme

Movements in the Share Options during the year were as follows:

Grant before the year 2021

Date of grant	Participants	No. of Share Options 購股權數目										Exercise price per Share (Before adjustment) 每股行使價 (於2021年7月15日 調整前)*	Exercise price per Share (After adjustment) 每股行使價 (於2021年7月15日 調整後)*	Exercise period						
		As at 1 January 2021		Granted during the Year		Exercised during the Year		Lapsed during the Year		Balance before 15 July 2021*					Balance after 15 July 2021*		Exercised during the Year		Lapsed during the Year	
		於2021年1月1日	年內已授出	年內已行使 (於2021年7月15日前)*	年內已失效 (於2021年7月15日前)*	於2021年7月15日前之結餘*	於2021年7月15日後之結餘*	年內已行使 (於2021年7月15日後)*	年內已失效 (於2021年7月15日後)*	於2021年12月31日	每股行使價 (於2021年7月15日 調整前)*				每股行使價 (於2021年7月15日 調整後)*	可行使期限				
4 July 2017 (Notes 1, 2 & 3) 2017年7月4日 (附註1、2及3)	Employees (aggregate) 僱員(合計)	2,055,000	-	(1,241,000)	(90,000)	724,000	796,400	(89,500)	-	706,900	1.28	1.164	4 July 2018 – 3 July 2023							
		1,965,000	-	(1,119,000)	(90,000)	756,000	831,600	(21,500)	-	810,100	1.28	1.164	4 July 2019 – 3 July 2024							
		2,740,000	-	(728,000)	(120,000)	1,892,000	2,081,200	(2,000)	-	2,079,200	1.28	1.164	4 July 2020 – 3 July 2025							
		6,760,000	-	(3,088,000)	(300,000)	3,372,000	3,709,200	(113,000)	-	3,596,200										
23 July 2018 (Notes 1, 2 & 4) 2018年7月23日 (附註1、2及4)	Mr. YANG Rongbing, executive Director 楊榮兵先生， 執行董事	1,000,000	-	-	-	1,000,000	1,100,000	-	-	1,100,000	1.414	1.285	23 July 2018 – 22 July 2023							
		1,000,000	-	-	-	1,000,000	1,100,000	-	-	1,100,000	1.414	1.285	23 July 2019 – 22 July 2024							
		1,000,000	-	-	-	1,000,000	1,100,000	-	-	1,100,000	1.414	1.285	23 July 2020 – 22 July 2025							
		3,000,000	-	-	-	3,000,000	3,300,000	-	-	3,300,000										
Subtotal		9,760,000	-	(3,088,000)	(300,000)	6,372,000*	7,009,200	-	-	6,896,200										

* the exercise price of the share options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 6,372,000 outstanding share options were adjusted on 15 July 2021 as a result of the 2021 Bonus Issue as announced by the Company on 15 July 2021 (the "Adjustment").

(x) 購股權計劃現狀

年內購股權的變動如下：

2021年之前之授出

* 根據購股權計劃授出之購股權行使價及悉數行使6,372,000份尚未行使購股權所附之認購權後將予配發及發行之股份數目因本公司於2021年紅股發行而於2021年7月15日作出了調整(「調整」)，詳情本公司已於2021年7月15日公布。

Grant during the year 2021

2021年年內授出

Date of grant	Participants	No. of Share Options 購股權數目				As at 31 December 2021 於2021年 12月31日	Exercise price per Share 每股行使價 (HK\$) (港幣元)	Exercise period 可行使期限
		As at 1 January 2021 於2021年 1月1日	Granted during the Year 年內已授出	Exercised during the Year 年內已行使	Lapsed during the Year 年內已失效			
Directors								
董事								
15 July 2021 (Notes 5, 6 & 7)	Mr. Li Xiangli, executive Director	-	1,200,000	-	-	1,200,000	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
2021年7月15日 (附註5、6及7)	李向利先生，執行董事	-	1,200,000	-	-	1,200,000	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
		-	1,600,000	-	-	1,600,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
		-	4,000,000	-	-	4,000,000		
15 July 2021 (Notes 5, 6 & 7)	Ms. ZHANG Aiyong, executive Director	-	750,000	-	-	750,000	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
2021年7月15日 (附註5、6及7)	張愛英女士，執行董事	-	750,000	-	-	750,000	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
		-	1,000,000	-	-	1,000,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
		-	2,500,000	-	-	2,500,000		
15 July 2021 (Notes 5, 6 & 7)	Mr. LIU Yi, executive Director	-	900,000	-	-	900,000	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
2021年7月15日 (附註5、6及7)	劉翊先生，執行董事	-	900,000	-	-	900,000	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
		-	1,200,000	-	-	1,200,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
		-	3,000,000	-	-	3,000,000		
15 July 2021 (Notes 5 & 6)	Mr. YANG Rongbing, executive Director	-	1,050,000	-	-	1,050,000	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
2021年7月15日 (附註5及6)	楊榮兵先生，執行董事	-	1,050,000	-	-	1,050,000	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
		-	1,400,000	-	-	1,400,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
		-	3,500,000	-	-	3,500,000		



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Date of grant	Participants	No. of Share Options 購股權數目				As at 31 December 2021 於2021年 12月31日	Exercise price per Share (HK\$) (港幣元)	Exercise period
		As at 1 January 2021 於2021年 1月1日	Granted during the Year 年內已授出	Exercised during the Year 年內已行使	Lapsed during the Year 年內已失效			
Other Employees 其他僱員								
15 July 2021 (Notes 5 & 6)	Employees (aggregate) 僱員(合計)	-	6,930,000	-	-	6,930,000	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
2021年7月15日 (附註5及6)		-	6,930,000	-	-	6,930,000	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
		-	9,240,000	-	-	9,240,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
		-	23,100,000	-	-	23,100,000		
Subtotal 小計		-	36,100,000	-	-	36,100,000		

Notes:

- (1) The above share options are either vested on the date of grant to two years or vested in one to three years from the date of grant and are exercisable for a period of five years commencing from the relevant vesting date and expiring at the close of business on the last day of the five-year period.
- (2) The Company received a consideration of RMB1.00 from each of the grantees for the share options granted on 4 July 2017. The Company also received a consideration of RMB1.00 from Mr. YANG Rongbing for the share options granted to him on 23 July 2018.
- (3) The closing price of the Shares on 3 July 2017, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.31.
- (4) The closing price of the Shares on 20 July 2018, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.40.

附註：

- (1) 上述購股權於授出日期至兩年內歸屬或自授出日期起計於一至三年內歸屬，可於自有關歸屬日期起計五年期間行使，並於該五年期間最後一日營業時間結束時屆滿。
- (2) 本公司已就於2017年7月4日授出之購股權向各承授人收取對價人民幣1.00元。本公司已就於2018年7月23日向楊榮兵先生授出購股權向彼收取對價人民幣1.00元。
- (3) 股份於2017年7月3日(即緊接購股權授出當日前之營業日)於聯交所所報之收市價為港幣1.31元。
- (4) 股份於2018年7月20日(即緊接購股權授出當日前之營業日)於聯交所所報之收市價為港幣1.40元。



- (5) The Share Options are exercisable for a period of five years commencing from the vesting date and expiring at the close of business on the last day of the five year period. Vesting condition and exercise period of the share options are: (i) Not more than 30% of the Share Options will be vested on 15 July 2022; not more than 30% of the Share Options will be vested on 15 July 2023; and not more than 40% of the Share Options will be vested on 15 July 2024.

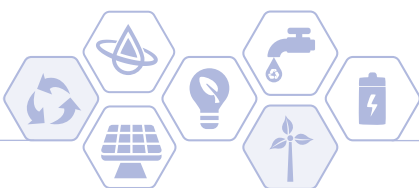
The Company received a consideration of RMB1.00 from each of the grantees.

- (6) The closing price of the Shares on 14 July 2021, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$2.08.
- (7) The grant of 9,500,000 Share Options to Mr. Li, Ms. Zhang and Mr. Liu (each of them being a substantial shareholder) out of the total of 36,100,000 Share Options granted on 15 July 2021 was beyond the Scheme Mandate Limit and had been approved by the Shareholders at an extraordinary general meeting ("EGM") of the Company. Accordingly, the (i) specific grant of 9,500,000 Share Options and (ii) the refreshment of 10% limit (being 44,350,080 Shares) under the Share Option Scheme were approved at the EGM held on 29 September 2021 and relevant listing approvals were granted by the Stock Exchange on 4 October 2021.
- (8) No options were cancelled during the year.

- (5) 購股權於歸屬日期起五年內可予行使，並於五年期間最後一日的營業時間結束時屆滿。購股權歸屬條件及可行使期限為(i)不超過30%的購股權將於2022年7月15日歸屬；不超過30%的購股權將於2023年7月15日歸屬；及不超過40%的購股權將於2024年7月15日歸屬。

本公司已向各承授人收取對價人民幣1.00元。

- (6) 股份於2021年7月14日(即緊接購股權授出當日之前之營業日)於聯交所所報之收市價為港幣2.08元。
- (7) 於2021年7月15日授出之合共36,100,000份購股權中，授予李先生、張女士及劉先生(各自為主要股東)之9,500,000份購股權乃超過計劃授權限額並已由股東於本公司的股東特別大會(「股東特別大會」)上批准作實。因此，(i)特別授出9,500,000份購股權及(ii)更新購股權計劃項下的10%限額(即44,350,080股)已於2021年9月29日舉行的股東特別大會上獲批准，且相關上市批准已於2021年10月4日獲聯交所授出。
- (8) 於年內，概無任何購股權已被註銷。



Share Award Scheme

The Company adopted the Share Award Scheme on 27 October 2020 (the "Adoption Date"). The purposes of the Share Award Scheme are to further improve the corporate governance structure and long-term incentive programme, maintain mutually sustainable growth of the Company and individuals, attract and retain excellent talents.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date.

The Board may, from time to time, at its absolute discretion, determine the criteria for any eligible participants to participate in the Share Award Scheme as award holders in accordance with the rules of the Share Award Scheme. An award holder may be granted an award of Shares (the "Award Shares"). The Award Shares to be granted under the Share Award Scheme are ordinary shares ("Ordinary Shares") in the capital of the Company. Please refer to the announcement of the Company dated 27 October 2020 for further details of the Share Award Scheme.

In general, the Company will pay to the third party trustee (the "Trustee") monies and may give directions or a recommendation to the Trustee to apply such amount of monies and/or such other net amount of cash derived from Ordinary Shares held as part of the funds of the trust to acquire existing Ordinary Shares from the market. Such Ordinary Shares will be held on trust by the Trustee for the relevant award holders. The Trustee shall not exercise any voting rights in respect of any Ordinary Shares held in the trust and no award holder is entitled to instruct the Trustee to exercise the voting rights in respect of any unvested Award Shares.

During the year ended 31 December 2021, the trustee purchased an aggregate of 4,400,000 Shares of the Company from the market at a total consideration of approximately HK\$6.3 million (including directly attributable incremental costs) and a total of 3,533,750 Award Shares were granted to 10 eligible participants, including Directors and employees on 29 January 2021 pursuant to the Share Award Scheme. As a result of 2021 Bonus Issues, the number of Award Shares issued were adjusted to 3,887,125 Shares, representing approximately 0.88% of the total number of issued shares as at 31 December 2021.

股份獎勵計劃

本公司於2020年10月27日(「採納日期」)採納股份獎勵計劃。股份獎勵計劃之目的為進一步完善公司治理結構和長效激勵機制，倡導本公司與個人共同持續發展的理念，吸引和保留優秀人才。

股份獎勵計劃由採納日期起生效，有效期為期十(10)年，惟董事會可決定提前終止。

董事會可不時全權酌情釐定任何合資格參與者根據股份獎勵計劃的規則作為獎勵持有人參與股份獎勵計劃的準則。獎勵持有人可獲授股份作獎勵(「獎勵股份」)。根據股份獎勵計劃將予授出的獎勵股份為本公司股本中的普通股(「普通股」)。有關股份獎勵計劃的進一步詳情，請參閱本公司日期為2020年10月27日的公告。

一般而言，本公司會向第三方受託人(「受託人」)支付款額，並指示或建議受託人動用該款額及/或持作信託基金一部分的普通股所得其他現金淨額，以在市場上購買現有普通股。該等普通股將由受託人以信託形式為相關獎勵持有人持有。受託人不得就經信託持有的任何普通股行使任何投票權，且概無獎勵持有人有權指示受託人就任何未歸屬獎勵股份行使投票權。

截至2021年12月31日止年度，受託人以總代價約港幣6.3百萬元(包括直接應佔增量成本)從市場購買合共4,400,000股本公司股份，合共3,533,750股獎勵股份已根據股份獎勵計劃於2021年1月29日授予10名合資格參與者(包括董事及僱員)。由於2021年紅股發行，已發行之獎勵股份數目因而調整至3,887,125股，佔於2021年12月31日已發行股份總數的約0.88%。



Movement of the Award Shares under the Share Award Scheme for the year ended 31 December 2021 are as follows:

截至2021年12月31日止年度，股份獎勵計劃項下的獎勵股份變動如下：

Category of participants	Date of grant	Vesting date	Number of award shares outstanding as at 1 January 2021 於2021年1月1日 尚未行使的 獎勵股份數目	Award during the year 年內已獎勵	After adjustment on 15 July 2021* 於2021年7月15日 調整後*	Vested during the year 年內已歸屬	After adjustment on 15 July 2021* 於2021年7月15日 調整後*	Number of Award Shares outstanding as at 31 December 2021 於2021年12月31日 尚未行使的 獎勵股份數目
Directors								
董事								
In aggregate 合計	29 January 2021 2021年1月29日	29 January 2021 2021年1月29日	-	2,200,000	2,420,000	(2,200,000)	(2,420,000)	-
Other Employees								
其他僱員								
In aggregate 合計	29 January 2021 2021年1月29日	29 January 2021 2021年1月29日	-	1,333,750	1,467,125	(1,333,750)	(1,467,125)	-
Total 總計			-	3,533,750	3,887,125	(3,533,750)	(3,887,125)	-

* Adjusted number of Share Awards as a result of 2021 Bonus Issue.

* 因於2021年紅股發行而調整的股份獎勵數目。

Management Contracts

No contracts concerning the management or administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the year.

管理合同

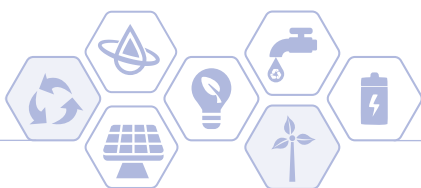
年內，本公司並未就本集團全部或任何重大部分業務的管理及行政工作訂立或存續任何合同。

Arrangements for the Directors to Purchase Shares or Debentures

Save as disclosed in the "Share Option Scheme" section and "Share Award Scheme" section in this directors' report and in Notes 32 and 33 to the consolidated financial statements, at no time during the financial year or at the end of the year was the Company or any of its subsidiaries, its holding company or the subsidiaries of its holding company a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

董事購買股份或債權證的安排

除本董事會報告「購股權計劃」及「股份獎勵計劃」章節以及綜合財務報表附註32及33所披露外，本公司、任何其附屬公司、其控股公司或其控股公司之附屬公司於財政年度任何時間或於年終時概無參與訂立任何安排，致使董事藉此購入本公司或其任何其他機構之股份或債券而獲益。



Directors' and Chief Executive's Interests in Shares and Underlying Shares

To the knowledge of the Board, as at 31 December 2021, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) 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 (b) which were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or (c) which were required under the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員於股份及相關股份中擁有的權益

就董事會所知，於2021年12月31日，董事或本公司最高行政人員於本公司或任何其相聯法團(定義見《證券及期貨條例》第XV部)的股份、相關股份及債權證中擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉(包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉)；或(b)根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益或淡倉；或(c)根據《標準守則》須知會本公司及聯交所的權益或淡倉如下：

Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Notes 1 & 2) 股份數目 (包括獎勵股份) (附註1及2)	Number of underlying shares/ share options (Note 2) 相關股份/ 購股權數目 (附註2)	Total	Approximate percentage to the issued share capital of the Company (Note 10) 佔本公司已發行股本的概約百分比 (附註10)
董事姓名	權益性質			總計	
Mr. Li Xiangli (Notes 2, 3 & 4) 李向利先生 (附註2、3及4)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	251,783,400 (L) (Note 7) (附註7)	9,500,000	261,283,400	58.91%



Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Notes 1 & 2) 股份數目 (包括獎勵股份) (附註1及2)	Number of underlying shares/ share options (Note 2) 相關股份/ 購股權數目 (附註2)	Total	Approximate percentage to the issued share capital of the Company (Note 10) 佔本公司已發行股本的概約百分比 (附註10)
董事姓名	權益性質			總計	
Ms. ZHANG Aiying (Notes 2, 4 & 5) 張愛英女士 (附註2、4及5)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	251,783,400 (L) (Note 7) (附註7)	9,500,000	261,283,400	58.91%
Mr. LIU Yi (Notes 2 & 6) 劉翊先生(附註2及6)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Beneficial owner 實益擁有人	251,783,400 (L) (Note 7) (附註7)	9,500,000	261,283,400	58.91%
Mr. YANG Rongbing 楊榮兵先生	Beneficial owner 實益擁有人	2,739,000 (L) (Note 8) (附註8)	6,800,000 (L) (Note 9) (附註9)	9,539,000	2.15%



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Notes:

- (1) The letter "L" denotes the person's long position in the Shares and underlying shares.
- (2) There was a duplication of interests of 249,913,400 Shares (increased from 227,194,000 Shares to 249,913,400 Shares as a result of 2021 Bonus Issue in 2021 on the basis of one bonus share for every ten shares) among Mr. LI Xiangli (155,067,000 Shares), Ms. ZHANG Aiyong (54,421,400 Shares) and Mr. LIU Yi (40,425,000 Shares).

There was a duplication of interests of 1,870,000 Award Shares (increased from 1,700,000 Award Shares to 1,870,000 Award Shares as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) among Mr. LI Xiangli (880,000 Award Shares), Ms. ZHANG Aiyong (440,000 Award Shares) and Mr. LIU Yi (550,000 Award Shares).

There was a duplication of interests of 9,500,000 Share Options (granted on 15 July 2021, the grant of which is approved at the extraordinary general meeting of the Company on 29 September 2021 and relevant listing approval were granted by the Stock Exchange on 4 October 2021) among Mr. LI Xiangli (4,000,000 Share Options), Ms. ZHANG Aiyong (2,500,000 Share Options) and Mr. LIU Yi (3,000,000 Share Options).

On 31 January 2016, Mr. LI Xiangli, Ms. ZHANG Aiyong and Mr. LIU Yi entered into an acting-in-concert deed to acknowledge and confirmed that they are parties acting in concert in respect of each of the members of the Group during and since the three years ended 31 December 2013, 2014 and 2015 and continue after the date of the deed. Pursuant to the deed, Ms. ZHANG Aiyong and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli. For details, please refer to the section headed "Relationship with Controlling Shareholders – Our Controlling Shareholders Acting in Concert" in the Prospectus. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiyong and Mr. LIU Yi are deemed to be interested in the Shares which are interested by each other.

- (3) Leon Cornerstone Investment Holding Limited ("Leon Investment") is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.

附註：

- (1) 英文字母「L」指該人士於股份及相關股份中的好倉。
- (2) 李向利先生(155,067,000股)、張愛英女士(54,421,400股)及劉翊先生(40,425,000股)重複擁有249,913,400股股份權益(因於2021年按每十股股份發行一股紅股的基準進行的2021年紅股發行由227,194,000股股份增至249,913,400股股份)。

李向利先生(880,000股獎勵股份)、張愛英女士(440,000股獎勵股份)及劉翊先生(550,000股獎勵股份)重複擁有1,870,000股獎勵股份權益(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由1,700,000股獎勵股份增至1,870,000股獎勵股份)。

李向利先生(4,000,000份購股權)、張愛英女士(2,500,000份購股權)及劉翊先生(3,000,000份購股權)重複擁有9,500,000份購股權權益(於2021年7月15日授出，有關授出已於本公司於2021年9月29日舉行的股東特別大會批准且相關上市批准已於2021年10月4日獲聯交所授予)。

於2016年1月31日，李向利先生、張愛英女士及劉翊先生簽訂一致行動契約，認可並確認其於截至2013年、2014年及2015年12月31日止三個年度期間並於該等契約簽訂日期之後就本集團各成員公司事宜均為行動一致人士。根據契約，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。詳情請參閱招股章程「與控股股東的關係—一致行動的控股股東」一節。根據《證券及期貨條例》，李向利先生、張愛英女士及劉翊先生被視為於其各自擁有權益的股份中擁有權益。

- (3) Leon Cornerstone Investment Holding Limited ("Leon Investment")由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於Leon Investment所持有的股份中擁有權益。



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| <p>(4) Ms. ZHANG Aiying is the spouse of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli and Ms. ZHANG Aiying are deemed to be interested in the Shares which are interested by each other.</p> | <p>(4) 張愛英女士為李向利先生的配偶。根據《證券及期貨條例》，李向利先生及張愛英女士被視為為各自擁有權益的股份中擁有權益。</p> |
| <p>(5) Swan Stone Investment Holding Limited (“Swan Stone”) is beneficially and wholly-owned by Ms. ZHANG Aiying. By virtue of the SFO, Ms. ZHANG Aiying is deemed to be interested in the Shares held by Swan Stone.</p> | <p>(5) Swan Stone Investment Holding Limited (「Swan Stone」)由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為為於Swan Stone所持有的股份中擁有權益。</p> |
| <p>(6) Hawk Flying Investment Holding Limited (“Hawk Flying”) is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.</p> | <p>(6) Hawk Flying Investment Holding Limited (「Hawk Flying」)由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為為於Hawk Flying所持有的股份中擁有權益。</p> |
| <p>(7) Included in total number of Shares of 251,783,400 were 880,000, 440,000 and 550,000 Award Shares (increased from 800,000, 400,000 and 500,000 to 880,000, 440,000 and 550,000 Award Shares respectively as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) granted to Mr. LI Xingli, Ms. ZHANG Aiying and Mr. LIU Yi respectively on 29 January 2021 pursuant to the Shares Award Scheme.</p> | <p>(7) 251,783,400股股份總數包括於2021年1月29日根據股份獎勵計劃分別授予李向利先生、張愛英女士及劉翊先生880,000股、440,000股及550,000股獎勵股份(因按每十股股份發行一股紅股的基準進行的2021年紅股發行分別由800,000股、400,000股及500,000股股獎勵股份增至880,000股、440,000股及550,000股獎勵股份)。</p> |
| <p>(8) Included in total number of Shares of 2,739,000 (increased from 2,490,000 Shares to 2,739,000 Shares as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) were 550,000 Award Shares (increased from 500,000 Award Shares to 550,000 Award Shares as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) granted to Mr. YANG Rongbing on 29 January 2021 pursuant to the Share Award Scheme.</p> | <p>(8) 2,739,000股股份總數(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由2,490,000股增至2,739,000股股份)包括於2021年1月29日根據股份獎勵計劃授予楊榮兵先生的550,000股獎勵股份(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由500,000股獎勵股份增至550,000股獎勵股份)。</p> |
| <p>(9) Such 3,300,000 Share Options (adjusted from 3,000,000 Share Options to 3,300,000 Share Options as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares), each entitles its holder to subscribe for one Share, were granted to Mr. YANG Rongbing (who was re-designated from an independent non-executive Director as an executive Director and appointed as the vice chairman of the Company on 23 July 2018) on 23 July 2018.</p> <p>On 15 July 2021, additional 3,500,000 Share Options, each entitles its holder to subscribe for one Share, were granted to Mr. YANG Rongbing.</p> | <p>(9) 該等3,300,000份購股權(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由3,000,000份購股權調整為3,300,000份購股權)各自賦予其持有人認購一股股份之權利，乃於2018年7月23日授予楊榮兵先生(彼於2018年7月23日由獨立非執行董事調任為執行董事並獲委任為本公司副主席)。</p> <p>於2021年7月15日，額外3,500,000份購股權(各自賦予其持有人認購一股股份之權利)授予楊榮兵先生。</p> |
| <p>(10) As at 31 December 2021, the issued share capital of the Company was 443,509,800 Shares.</p> | <p>(10) 於2021年12月31日，本公司已發行股本為443,509,800股股份。</p> |



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Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2021, there were no interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or were required under the Model Code to be notified to the Company and the Stock Exchange.

Substantial Shareholders' Interests in the Shares

So far as the Directors are aware, as of 31 December 2021, the following corporations/persons (other than Directors and chief executive of the Company) had interests of 5% or more in the issued Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

除上文所披露者外及就董事所深知，於2021年12月31日，概無董事及本公司最高行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份或債權證中擁有根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉），或根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益及淡倉，或根據《標準守則》須知會本公司及聯交所的權益及淡倉。

主要股東於股份中擁有的權益

就董事所知，截至2021年12月31日，下列公司／人士（董事及本公司最高行政人員除外）於已發行股份或相關股份中擁有根據《證券及期貨條例》第XV部第2及第3分部的條文須向本公司及聯交所披露，或根據《證券及期貨條例》第336條須由本公司備存的登記冊所記錄的5%或以上權益：

Name of Shareholders 股東姓名／名稱	Nature of interests 權益性質	Number of Shares (including Award Shares and Share Options) 股份數目 (包括獎勵股份及購股權) (Note 1) (附註1)	Approximate percentage to the issued share capital of the Company 佔本公司 已發行股本的 概約百分比 (Note 11) (附註11)
Ms. WEI Yajuan (Notes 2 & 6) 魏雅娟女士(附註2及6)	Interests of spouse 配偶權益	261,283,400 (L)	58.91%
Leon Investment (Notes 3 & 6) Leon Investment(附註3及6)	Beneficial owner 實益擁有人	159,947,000 (L)	36.06%
Swan Stone (Notes 4 & 6) Swan Stone(附註4及6)	Beneficial owner 實益擁有人	57,361,400 (L)	12.93%
Hawk Flying (Notes 5 & 6) Hawk Flying(附註5及6)	Beneficial owner 實益擁有人	43,975,000 (L)	9.92%



Name of Shareholders 股東姓名／名稱	Nature of interests 權益性質	Number of Shares (including Award Shares and Share Options) 股份數目 (包括獎勵股份及購股權) (Note 1) (附註1)	Approximate percentage to the issued share capital of the Company 佔本公司已發行股本的概約百分比 (Note 11) (附註11)
China Certification & Inspection Group Co., Ltd. ("CCIC") (Notes 7 & 8) 中國檢驗認證(集團)有限公司 (「中國檢驗認證集團」)(附註7及8)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	10.48%
China Inspection Company Limited ("CIC") (Notes 7 & 8) 中國檢驗有限公司(「中檢公司」)(附註7及8)	Interests of a controlled corporation 受控法團權益	46,500,000 (L)	10.48%
China Dragon Inspection & Certification (H.K.) Limited ("China Dragon") (Notes 7 & 8) 中龍檢驗認證(香港)有限公司 (「中龍」)(附註7及8)	Beneficial owner 實益擁有人	46,500,000 (L)	10.48%
Asian Equity Special Opportunities Portfolio Master Fund Limited ("Asian Equity") (Notes 9 & 10) Asian Equity Special Opportunities Portfolio Master Fund Limited (「Asian Equity」) (附註9及10)	Beneficial owner 實益擁有人	40,126,583 (L)	9.05%
RAYS Capital Partners Limited ("RAYS Capital") (Notes 9 & 10) 睿思資本有限公司(「睿思資本」) (附註9及10)	Investment Manager 投資經理	40,126,583 (L)	9.05%
RUAN David Ching Chi ("Mr. David RUAN") (Notes 9 & 10) RUAN David Ching Chi (「David RUAN先生」)(附註9及10)	Interest of a controlled corporation 受控法團權益	40,126,583 (L)	9.05%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Ms. WEI Yajuan is the spouse of Mr. LIU Yi. By virtue of the SFO, Ms. WEI Yajuan is deemed to be interested in the Shares which are interested by Mr. LIU Yi.

附註：

- (1) 英文字母「L」指該人士於股份中的好倉。
- (2) 魏雅娟女士是劉翊先生的配偶。根據《證券及期貨條例》，魏雅娟女士被視為於劉翊先生擁有權益的股份中擁有權益。



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(3) Leon Investment is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.

(4) Swan Stone is beneficially and wholly-owned by Ms. ZHANG Aiyong. By virtue of the SFO, Ms. ZHANG Aiyong is deemed to be interested in the Shares held by Swan Stone.

(5) Hawk Flying is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.

(6) There was a duplication of interests of 249,913,400 Shares (increased from 227,194,000 Shares to 249,913,400 Shares as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) among Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares, Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 155,067,000 Shares (held by Leon Investment), 54,421,400 Shares (held by Swan Stone) and 40,425,000 Shares (held by Hawk Flying), respectively.

There was a duplication of interests of 1,870,000 Award Shares (increased from 1,700,000 Award Shares to 1,870,000 Award Shares as a result of 2021 Bonus Issue on the basis of one bonus share for every ten shares) among Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Award Shares, Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 880,000 Award Shares (held by Mr. LI Xiangli), 440,000 Award Shares (held by Ms. ZHANG Aiyong) and 550,000 Award Shares (held by LIU Yi) respectively.

There was a duplication of interests of 9,500,000 Shares Options among Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares Options, Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 4,500,000 Shares Options (held by Mr. LI Xiangli), 2,500,000 Shares Options (held by Ms. ZHANG Aiyong) and 3,000,000 Shares Options (held by Mr. LIU Yi) respectively.

(3) Leon Investment 由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於Leon Investment 所持有的股份中擁有權益。

(4) Swan Stone由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為於Swan Stone所持有的股份中擁有權益。

(5) Hawk Flying由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為於Hawk Flying所持有的股份中擁有權益。

(6) 李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone 及 Hawk Flying重複擁有249,913,400股股份(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由227,194,000股股份增至249,913,400股股份)的權益。於該等股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為於Leon Investment、Swan Stone及Hawk Flying分別所持有的155,067,000股股份、54,421,400股股份及40,425,000股股份中擁有權益。

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone 及 Hawk Flying重複擁有1,870,000股獎勵股份(因按每十股股份發行一股紅股的基準進行的2021年紅股發行由1,700,000股獎勵股份增至1,870,000股獎勵股份)的權益。於該等獎勵股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於880,000股獎勵股份(由李向利先生持有)、440,000股獎勵股份(由張愛英女士持有)及550,000股獎勵股份(由劉翊先生持有)中擁有權益。

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone 及 Hawk Flying重複擁有9,500,000份購股權的權益。於該等購股權中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於4,500,000份購股權(由李向利先生持有)、2,500,000份購股權(由張愛英女士持有)及3,000,000份購股權(由劉翊先生持有)中擁有權益。



- (7) China Dragon is a 99.88% owned subsidiary of CIC, which is a 75% owned subsidiary of CCIC. By virtue of the SFO, CIC and CCIC are deemed to be interested in the Shares held by China Dragon.
- (8) There was a duplication of interests of 46,500,000 Shares among China Dragon, CIC and CCIC.
- (9) Asian Equity is a 100% owned subsidiary of RAYS Capital, which is 45.60% owned by Mr. David RUAN. By virtue of the SFO, RAYS Capital and Mr. David RUAN are deemed to be interested in the Shares held by Asian Equity.
- (10) There was a duplication of interest of 40,126,583 Shares among Asian Equity, RAYS Capital and Mr. David RUAN.
- (11) As at 31 December 2021, the issued share capital of the Company was 443,509,800 Shares.
- (7) 中龍為中檢公司(為中國檢驗認證集團擁有75%權益的附屬公司)擁有99.88%權益的附屬公司。根據《證券及期貨條例》，中檢公司及中國檢驗認證集團被視為於中龍所持有的股份中擁有權益。
- (8) 中龍、中檢公司及中國檢驗認證集團重複擁有46,500,000股股份的權益。
- (9) Asian Equity 為睿思資本的全資附屬公司，而睿思資本由David RUAN先生擁有45.60%權益。根據《證券及期貨條例》，睿思資本及David RUAN先生被視為於Asian Equity 持有的股份中擁有權益。
- (10) Asian Equity、睿思資本及David RUAN先生重複擁有40,126,583股股份權益。
- (11) 於2021年12月31日，本公司已發行股本為443,509,800股股份。

Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2021, no other persons (other than the Directors or the chief executive of the Company) owned interests or short positions in the Shares or underlying shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or interests or short positions required to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

Public Float

Based on the information publicly available to the Company and as far as the Directors are aware, as at the date of this directors' report, at least 25% of the total number of issued Shares of the Company is held by the public pursuant to the Listing Rules.

Pre-Emptive Rights

There are no provisions of pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated), which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

除上文所披露者外及就董事所深知，於2021年12月31日，概無其他人士(董事或本公司最高行政人員除外)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條須予存置登記冊的權益或淡倉或根據《證券及期貨條例》第XV部第2及第3分部須向本公司及聯交所披露的權益或淡倉。

公眾持股量

根據本公司可獲得的公開資料及就董事所知，於董事會報告日期，本公司已發行股份總數中至少25%已根據《上市規則》由公眾持有。

優先購股權

本公司組織章程細則或開曼群島(本公司註冊成立的司法管轄區)法律並無有關優先購股權的條文，規定本公司須按比例向現有股東發售新股份。



Tax Relief

The Directors are not aware of any tax relief available to the Shareholders by reason of their holding of the Shares.

Major Customers and Suppliers

The customer base of the Company mainly consists of global giants and industry leaders, covering a wider range of industries which include energy and cleaning energy, commodity, environmental protection and carbon neutrality services etc. Our suppliers mainly include equipment suppliers and landlords.

In the year under review, the Group's five largest customers accounted for less than 30% of the Group's total revenue.

In the year under review, the Group's five largest suppliers accounted for less than 15% of the Group's total cost of sales.

As far as the Directors are aware, none of the Directors, their close associates or Shareholders holding more than 5% of the total number of issued Shares had any interest in the five largest customers or five largest suppliers of the Group during the year.

Principal Risks and Uncertainties

Other than the financial risk management objective and policies as disclosed in Note 42 to the financial statements, some significant risks and uncertainties affecting the Group are outlined below. They are not exhaustive and there may be other additional risks and uncertainties which are now unknown or immaterial to the Group but could become material in future.

Our business and operations involve certain risks and uncertainties, many of which are beyond our control. Management oversees the risks and mitigate them by implementing robust business processes. These risks can be broadly categorized as (1) business and industry risk; (2) economic and political risk; (3) financial risk; (4) people risk; and (5) operational risk.

稅務減免

董事並不知悉股東因持有股份而有任何稅務減免。

主要客戶及供應商

本公司客戶群主要集中於全球巨頭企業及細分行業龍頭企業，覆蓋能源大宗、清潔能源、節能環保及雙碳等服務領域。我們的主要供應商包括設備公司及業主。

於回顧年內，本集團五大客戶佔本集團總收入少於30%。

於回顧年內，本集團五大供應商佔本集團銷售成本總額少於15%。

據董事所知，於年內概無持有已發行股份總數超過5%的董事、彼等的緊密聯繫人或股東於本集團五大客戶或五大供應商中持有任何權益。

主要風險及不確定性

除財務報表附註42所披露的財務風險管理目標及政策外，影響本集團的若干重大風險及不確定性概述如下。彼等並非鉅細無遺，且可能存在現在未知或對本集團不重大但於日後可變得重大的其他額外風險及不確定性。

我們的業務及經營涉及若干風險及不確定性，其中許多風險我們不能控制。管理層實施穩健的業務流程以監察及降低風險。該等風險可大體分類為：(1) 業務及行業風險；(2) 經濟及政治風險；(3) 財務風險；(4) 人員風險；及(5) 營運風險。



Business and Industry Risk

The Group depends on a limited number of customers for a substantial portion of our revenue and may not be able to successfully maintain our business relationship with these customers. Our expansion plans or future acquisitions may entail certain risks and challenges.

Economic and Political Risk

The economic, political and social conditions of regions we operate in could affect our business, financial condition and results of operations. Any slowdown in the global economy may affect the demand for energy and commodities and result in a material adverse effect on our business, results of operations and financial condition.

Financial Risk

The Group is exposed to discontinued or reduced preferential tax treatments, interest rate, foreign currency in the normal course of business.

Operational Risk

The Group's operations may be interrupted by the occurrence of unexpected events like natural disasters, strikes, epidemics and occupational hazards that may or may not be under the Group's control.

Furthermore, the widespread community transmission of COVID-19 may cause disruption in supply chain, and interruption of business operations.

業務及行業風險

本集團依賴佔我們絕大部分收入的客戶的數量有限，且不一定能與該等客戶維持良好關係。我們的擴張計劃或日後收購可能受到若干風險及挑戰。

經濟及政策風險

我們經營地區的經濟、政策及社會狀況可能影響我們的業務、財務狀況及經營業績。全球經濟的下行可能影響能源和大宗商品的需求，從而對我們的業務、經營業績及財務狀況產生重大不利影響。

財務風險

本集團於一般業務過程中面臨優惠稅項的終止或減少、利率及外幣風險。

營運風險

本集團的營運可能因出現自然災害、示威、流行病以及可能受或不受本集團控制的職業危險等的意外事件而受到干擾。

此外，新型冠狀病毒於社區廣泛傳播或會導致供應鏈中斷及業務營運受阻。



Relationship with Customers and Suppliers

Our business relationship with our customers has proven to be lasting. We believe that impartial and high-quality testing and inspection are critically important for our customers. To better serve the business needs from our customers, we are dedicated to delivering reliable testing and inspection services supported by quality control and operational measures consistent with statutory and industrial standards, which are strictly followed by our employees. In the meantime, we have an experienced sales and marketing team in each of our service centers to better understand and serve the needs of our customers.

We generally maintain a list of approved suppliers. We review this list on an annual basis and consider whether any supplier should be removed or added. In selecting a new supplier, we generally consider whether the supplier candidate has passed the relevant quality authentication, obtained the relevant production permit, and/or received favorable recommendations. We typically maintain at least two suppliers for each type of our major equipment, instruments or required services to minimize potential disruption of our operation, maintain sourcing stability and secure competitive prices from suppliers.

Employees

As of 31 December 2021, the Group had 2,112 (2020: 1,653) employees in total. The Group's employee compensation includes base salary, bonuses and cash subsidies. In general, the Group determines employee compensation based on each employee's performance, qualifications, position and seniority. Other agreed employee benefits includes pension scheme, medical insurance, on-job training, education subsidy and other social security and paid leaves stipulated under the relevant jurisdiction of places of operation. The Company maintained good relationship with its employees.

The emolument policy of the employees of the Group is based on their merit, qualifications and competence. The Company has adopted the share option scheme as well as the share award scheme as the incentives to Directors and eligible employees. The emoluments of the Directors are recommended and decided by the remuneration committee and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

與客戶及供應商的關係

我們與客戶的業務關係持久，我們認為，公正、高品質的檢測及檢驗對我們的客戶而言至關重要。為更好地滿足客戶的業務需求，我們實行符合法定及行業標準的質量控制和經營措施，要求僱員嚴格遵守該等措施，致力於提供值得信賴的檢測及檢驗服務。與此同時，我們於每個服務中心擁有經驗豐富的銷售及市場推廣隊伍，以更好地理解及服務客戶需求。

我們通常存置一份核准供應商名單。我們按年審核該名單，並考慮是否應刪除或添加任何供應商。在選擇新供應商時，我們通常會考慮該候選供應商是否已通過相關質量認證、是否已獲取相關生產許可證及/或是否收到良好推薦。通常，每一種主要設備、儀器或所需服務均有至少兩家供應商，以盡量減低我們的運營中斷風險，保持貨源穩定，確保從供應商處獲得具有競爭力的價格。

僱員

截至2021年12月31日，本集團共有2,112名(2020年：1,653名)僱員。本集團的僱員薪酬包括基本薪金、獎金及現金補貼。通常情況下，本集團根據每名僱員的績效、資格、職位和資歷決定僱員薪酬。其他按約定員工福利包括退休金計劃、醫療保險、在職培訓、教育資助以及營運所在地相關司法管轄區所規定的其他社保及有薪假。本公司與員工保持良好關係。

本集團僱員的薪酬政策乃根據其績效、資格及能力而釐定。本公司採納購股權計劃及股份獎勵計劃作為對董事及合資格僱員的獎勵。董事薪酬經考慮本公司經營業績、個別表現及可比較之市場數據後，分別由薪酬委員會提供推薦意見並由董事會決定。



Connected Transactions

During the year, the Group entered into connected transaction or continuing connected transaction which were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 43 to the consolidated financial statements.

No contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2021.

Related Party Transactions

The related party transactions entered into by the Group during the year ended 31 December 2021 are set out in Note 43 to the consolidated financial statements, of which certain of transactions also constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules but were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 43 to the consolidated financial statements.

Compliance with Laws and Regulations

We uphold high standards and meet relevant requirements under applicable laws or ordinances when conducting our business.

For the year, the Company was in compliance with the relevant laws and regulations that have significant impact on the Company in all material respects.

關連交易

年內，本集團訂立獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註43。

截至2021年12月31日止年度期間，本集團並無訂立任何與本集團業務有關且董事在其中直接或間接擁有重大權益的重要合約。

關聯方交易

本集團於截至2021年12月31日止年度訂立的關聯方交易載於綜合財務報表附註43；其中，若干交易亦構成《上市規則》第14A章項下的但獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註43。

遵守法律法規

我們於開展業務時堅持高標準，並符合適用法律或條例的相關規定。

年內，本公司遵守在所有重大方面對本公司有重大影響的相關法律法規。



Significant Subsequent Events after the Year

The Group had no significant events after the reporting year up to the date of this annual report.

Audit Committee

The Company has established the audit committee (the "Audit Committee") of the Board in compliance with Rules 3.21 and 3.22 of the Listing Rules. The Audit Committee now comprises three members, namely Mr. LIU Hoi Keung (Chairman), Mr. WANG Zichen and Mr. ZHAO Hong, all being the independent non-executive Directors.

The Audit Committee has discussed with the management of the Group and reviewed this annual report and the financial results of the Group for the year. It also discussed with the management of the Group and reviewed the financial controls, risk management and internal control system of the Company.

The consolidated financial statements of the Group which are prepared in accordance with International Financial Reporting Standards for the year have been audited by Deloitte Touche Tohmatsu ("Deloitte"), the auditor of the Company.

Auditor

At the extraordinary general meeting of the Company held on 27 September 2019, Ernst & Young was removed and Deloitte Touche Tohmatsu was appointed as auditor of the Company.

The consolidated financial statements for the year ended 31 December 2021 have been audited by Deloitte Touche Tohmatsu, who will retire and being eligible, offer themselves for re-appointment at the 2022 AGM. Save as disclosed above, there have been no other changes of independent auditor for the preceding three years.

年後重大其後事項

於報告年度後直至本年報日期，本集團並無重大事項。

審核委員會

本公司已遵照《上市規則》第3.21及3.22條的規定設立董事會審核委員會(「審核委員會」)。審核委員會現由三名成員組成，即廖開強先生(主席)、王梓臣先生及趙虹先生，彼等均為獨立非執行董事。

審核委員會已與本集團管理層討論及審閱了本年報和本年度內本集團之財務業績。其亦與本集團管理層討論及審閱了本公司財務控制、風險管理及內部控制體系。

本公司核數師德勤•關黃陳方會計師行(「德勤」)已審核根據《國際財務報告準則》編製的本集團年度綜合財務報表。

核數師

於本公司在2019年9月27日舉行的股東特別大會上，安永會計師事務所獲罷免而德勤•關黃陳方會計師行獲委任為本公司核數師。

截至2021年12月31日止年度的綜合財務報表已由德勤•關黃陳方會計師行所審核，其將退任並符合資格於2022年股東週年大會膺選續聘。除上文所披露者外，於過往三個年度的獨立核數師並無其他變動。



The Publication of the Annual Report

This annual report, in both English and Chinese versions, is available on the Company's website at www.leontest.com and the website of the Stock Exchange at www.hkexnews.hk.

On behalf of the Board

Mr. Yang Rongbing

Executive Director

PRC, 30 March 2022

刊發年報

本年報中英文版本均可於本公司網站 www.leontest.com 及聯交所網站 www.hkexnews.hk 瀏覽。

代表董事會

執行董事

楊榮兵先生

中國，2022年3月30日



Environmental, Social and Governance Report

環境、社會及管治報告

About the Report

China Leon Inspection Holding Limited is pleased to publish the 2021 Environmental, Social and Governance (ESG) Report (the “Report”). The Report discloses the Group’s management and policies, practical actions and important results in promoting environmental and social sustainable development, including the performance on the environment, employees, products and services, supply chain and community activities. For corporate governance information, please refer to the Corporate Governance Report contained in the Annual Report for details.

Reporting Scope

The reporting period is from 1 January 2021 to 31 December 2021 (“the Reporting Period”). The reporting scope of the Report covers the principal business operations of the Group, including (1) testing services; (2) surveying services; (3) witnessing and ancillary services; (4) technical and consulting services.

All information disclosed in the Report is derived from the Group’s official documents, internal data, statistical reports and stakeholder surveys. Unless otherwise specified, the amounts shown in the Report are presented in Hong Kong dollars (HKD).

Reporting Guide

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the “ESG Reporting Guide”) under Appendix 27 of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The environmental and social key performance indicators (“KPIs”) are disclosed in the Report pursuant to the Reporting Guidance on Environmental KPIs and Reporting Guidance on Social KPIs of the Stock Exchange, respectively. The Group has considered the applicable reporting principles and the results of materiality assessment to determine the scope of disclosures in the Report. Details of the reporting principles applied and the materiality assessment are elaborated in the section Reporting Principles and Section 1.3 Materiality Assessment below, respectively.

關於本報告

中國力鴻檢驗控股有限公司欣然發佈「2021年環境、社會及管治(ESG)報告」。本報告披露了本集團在推進環境和社會的可持續發展方面的管理與政策、實際行動和重要成果，包括環境、員工、產品與服務、供應鏈及社區活動等方面表現。有關企業管治信息，詳見年度報告中所載的企業管治報告。

報告範圍

有關本報告內容所刊載的信息期間為2021年1月1日至2021年12月31日(「報告期」)。本報告的範圍覆蓋本集團的主要業務，包括：(1)檢測服務；(2)鑒定服務；(3)見證與輔助服務；(4)技術和諮詢服務。

本報告中披露的信息均來自本集團的正式文檔、內部數據、統計報告及利益相關者調查。如無特殊說明，本報告所示金額均以港幣(HKD)列示。

報告指引

本報告依據香港聯合交易所有限公司(「聯交所」)的《聯交所證券上市規則》(「上市規則」)附錄二十七《環境、社會及管治報告指引》(「環境、社會及管治報告指引」)編寫。環境及社會關鍵績效指標(「關鍵績效指標」)分別根據聯交所《環境關鍵績效指標匯報指引》及《社會關鍵績效指標匯報指引》於本報告中披露。本集團已考慮適用匯報原則及重要性評估的結果來釐定於本報告的披露範圍。有關所應用的匯報原則及重要性評估的詳情分別於下文「報告原則」一節及第1.3節「重要性評估」中闡述。



Reporting Principles

報告原則

Reporting Principle 報告原則	Application in the Report 應用於報告
Materiality 重要性	The Report carries out assessment on material issues to better identify and set the priorities of significant environmental, social and governance (ESG) issues in our work. Please refer to Section 1.3 Materiality Assessment for details. 報告開展了重要性議題評估，以更好在工作中識別並優先考慮重要的環境、社會及管治(ESG)議題。詳情請參見第1.3節「重要性評估」。
Quantitative 量化	Based on the Environmental, Social and Governance Reporting Guide issued by the Hong Kong Stock Exchange and relevant preparation principles, the Report describes, defines and, where appropriate, provides comparable quantitative data on quantitative key performance indicators. Please refer to the relevant chapters of the Report for the calculation methods and reference standards of quantitative data. 基於聯交所刊發的「環境、社會及管治報告指引」以及相關編製準則，本報告對量化關鍵績效指標進行了說明和界定，並在適當情況下提供了可供比較的量化數據。有關量化數據計算方法及引用標準的詳見於本報告相關章節。
Consistency 平衡	The Report objectively presents both positive and negative sustainability performance during the Reporting Period in a way of disclosure which is fair and impartial. 報告堅持公平公正的披露方式，將報告期內正面及負面的可持續表現均客觀呈列。
Consistency 一致性	The Group has a long history of adopting consistent statistical methods in its disclosure that enable meaningful comparison of ESG data in reports. During the Reporting Period, the Group disclosed more key performance indicators and information to provide stakeholders with more comprehensive information on sustainable development performance. 本集團長期採納一致的披露統計方法，令報告中ESG數據可進行有意義的比較。本報告期內，本集團披露更多關鍵績效指標與信息，為利益相關者提供更全面的可持續發展表現信息。



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Access to the Report and Feedback

The Report is made available online unless specific requests are received for the Report in printed form. You can access the Group's official website (<http://www.leontest.com>) or the website of the Stock Exchange (<http://www.hkexnews.hk>) for an electronic copy. The Report is available in both Chinese and English versions. The English version shall prevail in case of any discrepancy between the two versions.

Your opinions on the ESG Report are highly valued by us. You are most welcome to provide your views and suggestions via our website (<http://www.leontest.com>).

Board Statement

2021 was not only the first year of China's 14th Five Year Plan, but also the first year since the goal of "carbon neutrality" was announced. Ever since China put forward the goal to achieve "carbon emission peak by 2030 and carbon neutrality by 2060" in September 2020, national and regional policies have been frequently introduced in an effort to make an overall plan to achieve the goal of carbon peaking and carbon neutrality, which fully demonstrated China's determination to achieve this significant strategic goal.

China Leon has always led by the "long-termism" corporate value and has paid great attention to the sustainable development. Under central government's decision and overall plan to achieve "carbon peaking and carbon neutrality", the comprehensive service market for green and low-carbon development is embracing rapid growth. We also size up the situations by integrating the ESG sustainable development concept into our long-term development strategy. Building on the strategies of "2+X" business expansion and ESG sustainable development, we further deepen the direction of sustainable development and boost the long-term and healthy growth of the Company, so as to create and share more values with the society.

獲取與反饋

本報告可於網上查閱，除非收到有關獲取報告印刷本的特定要求。閣下可瀏覽本集團官方網站 (<http://www.leontest.com>) 或聯交所網站 (<http://www.hkexnews.hk>) 以獲取電子版本。本報告提供中文及英文版本，倘兩個版本之間有任何歧異，概以英文版本為準。

我們高度重視閣下對環境、社會及管治報告的意見，歡迎到訪網站 (<http://www.leontest.com>) 提供閣下的意見及建議。

董事會聲明

作為中國「十四五」規劃的開局之年，2021年也是「碳中和元年」。自2020年9月中國提出「二氧化碳排放力爭2030年前達到峰值，爭取2060年前實現碳中和」目標後，國家與地方相關政策頻出，對努力推動實現碳達峰、碳中和目標進行全面部署，充分表達了中國實現這一戰略目標的決心。

中國力鴻始終以「長期主義」的企業價值觀為引領，高度重視企業的可持續發展。在國家碳達峰、碳中和決策部署下，綠色低碳發展的綜合服務市場迎來迅速發展，我們也審時度勢，將「可持續化發展」理念有機融入到企業的長期發展戰略中，我們通過全面推行「2+X」業務擴張戰略與可「可持續化」發展戰略，不斷深化可持續化發展方向，推進企業長遠健康的成長，為社會創造更多共享價值。



During the Reporting Period, we kept strengthening sustainability building and stepped up strategic initiatives in new business planning, R&D and innovation, staffing, etc., so as to devise a plan to ensure the Company to grow faster in all aspects. We committed more resources to our major strategies in the ESG field to make extensive planning for clean energy, environmental protection and carbon asset technical services. In February 2021, we acquired high-quality targets in the environmental testing field and began to provide environmental monitoring and testing services related to ecological monitoring and environmental technology consulting. In November, we officially launched the one-stop Leak Detection and Repair (LDAR) service, further expanding its comprehensive service capacity in environmental protection. In November, the Company also officially established the Climate Change and Sustainable Development Business Division to further extend our services to carbon neutrality. We further provided customers with comprehensive solutions such as carbon peaking and carbon neutrality consulting and technological services, carbon asset development and trading services, ESG consulting and technological services, and low-carbon comprehensive IT solution services to assist our customers in low-carbon transformation and development. So far, having focused on energy and commodity, the Company has extended the “X” business to the ESG fields such as clean energy, environmental protection and carbon neutrality services. It reaped remarkable results of the implementation of the “2+X” strategy has reaped remarkable results, making a positive contribution to China’s goal of reaching carbon peaking and carbon neutrality.

本報告期內，我們不斷加強可持續能力建設，從新業務佈局、科研創新、員工人才等方面加大戰略投入，為公司高速發展進行全方位保障佈局。我們加大於ESG領域的重大戰略性佈局投入，實現清潔能源、環境保護及碳資產技術服務等領域廣泛佈局。2021年2月，公司收購環境檢測領域優質標的，開始提供含生態監測、環保技術諮詢相關的環境監測和檢測服務。11月，公司正式啟動一站式Leak Detection and Repair (LDAR) 洩漏檢測與修復服務，在環境保護領域的綜合服務能力進一步拓展。11月，集團還正式成立氣候變化與可持續發展事業部，服務範圍進一步延伸至雙碳領域，為客戶提供綜合性解決方案，如碳達峰碳中和諮詢技術服務、碳資產開發與交易服務、ESG諮詢技術服務及低碳信息化綜合解決方案服務，全面助力客戶低碳轉型發展。至此，集團在專注能源和大宗商品兩大板塊的業務基礎之上，「X」業務已成功延伸服務範圍至清潔能源、環境保護及雙碳服務等ESG領域，「2+X」戰略落地成效顯著，為國家實現碳達峰碳中和目標作出積極貢獻。



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To cope with the rapid development of the new businesses, the Company continued to expand its talent pool and the Group's headcount increased by 459. The Company adopts a people-oriented approach by paying more attention to its employees, advocating the concept of sustainable development among the Company and individuals, and sharing the achievements of the economic development with its employees. On the one hand, we continued to commit more resources to our pool of skilled people such as management trainees. On the other hand, we kept improving our corporate governance structure and long-term incentive mechanism. By continuously committing resources to the equity employee incentive scheme, we provide incentives and rewards for the core technicians and key business staff for their great contributions to the Company. Building on effective and efficient remuneration mechanisms, we effectively balanced the interests of shareholders, the Company and key team members to create a shared interest community for sustainable development of the Company.

The board of directors (the "Board") of the Company has long been focusing on the environmental, social and governance issues. In 2021, led by the Board which was in charge of the overall ESG management, the Group fulfilled its social responsibilities, carefully reviewed the identified important ESG issues, played an active role in the reporting progress to provide reference for corporate governance and risk management, and regularly reviewed the promotion of ESG actions and the achievement of objectives.

The Board oversees and manages the Group's ESG strategies and issues mainly in the following ways:

- **Management system for sustainable development:** We have developed a three-level management system consisting of decision-making, management and execution, and clearly defined the functions and responsibilities of each level. The Board has established a special ESG working team to boost effective communications among the Board, relevant business departments and subsidiaries as well as the actions taken.

為配合新業務的快速發展，公司不斷擴充人才，期內公司僱員總數增加459名。公司以人為本，加強對員工的關注，倡導公司與個人共同持續發展的理念，將企業經濟發展成就與員工共享。一方面持續增強對管培生等人才儲備項目的投入，另一方面公司持續完善公司治理結構和長效激勵機制。公司通過不斷增加權益性員工激勵方案投入，為企業經營發展作出巨大貢獻的核心技術人員及業務骨幹提供獎勵與回報。公司按照收益與貢獻對等的原則有效地將股東利益、公司利益和核心團隊個人利益結合在一起，創造企業利益共同體，實現公司可持續發展。

長期以來，本公司董事會（「董事會」）持續關注環境、社會及管治工作。2021年，董事會全面統籌把握ESG管理工作，領導本集團履行社會責任，認真審視重要ESG議題識別結果，積極參與報告工作，為公司治理和風險管理提供參考，並定期審視ESG行動推進與目標實現。

董事會主要通過以下方法監督及管理本集團的環境、社會及管治策略及議題：

- **可持續發展管理體系：**形成決策、管理和執行的三級管理機制，釐清各層級職能及責任。董事會成立專門的ESG工作小組，有效促進董事會與相關業務部門及附屬公司間的有效溝通和行動推進。



- **Development of strategies and action plans:** With the assistance of ESG working team, the Board determines ESG risks and opportunities of strategic significance to the business development of the Group, and formulates strategies, objectives and action plans for sustainable development accordingly.
- **Engagement with stakeholders:** We sort out different stakeholders and communicate with them through a number of channels. Every year, we invite stakeholders to participate in ESG-related materiality assessment and feedback through surveys.
- **Risk and materiality assessment:** The Group has developed processes for materiality assessment to identify, assess and rank ESG material issues based on external data (such as survey results from stakeholders, information disclosed by peers and the latest industry practices) and internal data (such as internal assessment on the issues' relevance to and impact on the Group's business). The Board reviews and evaluates the identified issues.
- **Risk management and internal control:** The Board has set up a risk management and internal control system to manage relevant risks and opportunities in the Group's business. Meanwhile, we have established a systematic internal supervision mechanism to supervise the management, strategy and effectiveness of actions, achievement of goals and compliance of ESG-related issues.
- **制定戰略及行動計劃：**董事會在ESG工作小組協助下，釐定對本集團業務發展具有重要戰略意義的ESG風險及機會，並相應制定可持續發展戰略、目標及行動計劃。
- **利益相關者溝通：**整理不同利益相關方並通過多種溝通渠道進行有效溝通，每年我們都邀請利益相關者通過調查方式參與環境、社會及管治相關的重要性評估及意見反饋。
- **風險及重要性評估：**集團制定了重要性評估流程，基於外部資料(例如來自利益相關者的調查結果、同行披露的資料及最新行業慣例)及內部資料(例如就議題對本集團業務的相關性及影響而進行的內部評估)，對ESG重要性議題進行識別、評估和排序。董事會對已識別的議題進行審閱及評估。
- **風險管理及內部監管：**董事會設立風險管理及內部控制系統，對集團業務中的相關風險及機會進行管理。同時，我們建立了系統的內部監督機制，對ESG相關議題的管理、戰略及行動有效性、目標達成及合規等方面進行有效管理。

The Company's performance in sustainable development not only has a far-reaching impact on its long-term development, but also relates to the diversified demands of stakeholders for the time being as well as to the growing and the creating of value together with the society in the future.

企業的可持續發展表現不僅對其長遠發展具有深遠影響，也回應著當下利益相關者的多元訴求，更關切到未來社會的共同發展與價值創造。



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In the future, the Group will continue to focus on the “ESG sustainable development” as its key development direction, enhance its sustainability building, and integrate sustainable development into its business operation and long-term strategic development. The Group will capitalize on the synergy of various business segments, integrate resources, focus on the ESG-related fields such as clean energy, environmental protection and carbon neutrality services. We fully fulfill market demands, offer innovative testing services, actively provide customers with more green, sustainable development strategies for efficiency improvement, energy conservation and emission reduction, and empower the industry to transform into an eco and low-carbon one. Furthermore, we will be fully committed to the “long-termism” corporate value, enhance our strength in R&D, nurture outstanding staff, fulfill the responsibilities and obligations as a corporate citizen, so as to enhance our brand credibility, further cement our leading position in the industry and strive to build the Group as an industry benchmark in China.

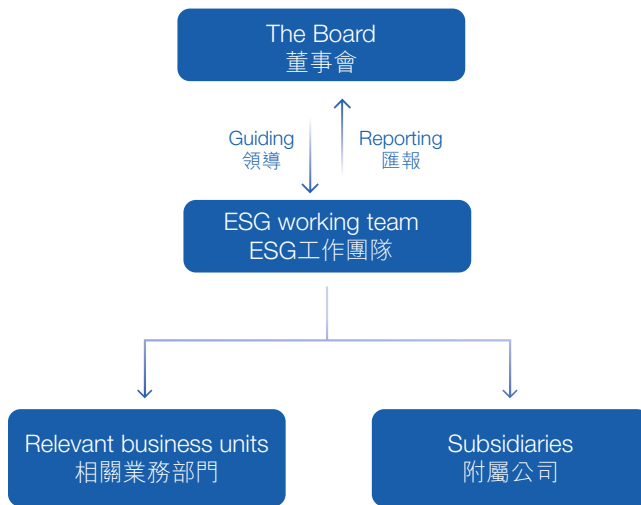
未來，集團將堅持以「可持續化發展」為重點發展方向，持續增強可持續能力建設，把可持續發展融入到公司業務運營和長期戰略發展中。集團將充分發揮各板塊協同效應，整合優質資源，聚焦清潔能源、環境保護及雙碳服務等ESG相關領域業務，深耕市場需求，創新檢測服務，積極為客戶提供效率提升、節能減排的綠色可持續發展策略，賦能行業綠色低碳轉型。同時，我們也將以「長期主義」的企業價值觀為引領，不斷增強科研實力，培育優質人才，踐行企業公民的責任與義務，強化品牌公信力，進一步鞏固行業龍頭地位，力爭打造集團為民族行業標桿。



1 Sustainability Management

1.1 Sustainability Management Structure

The Group has set up a systematic sustainable development management framework that comprises a three-level management mechanism for decision-making, management and execution, for carrying out sustainable development actions smoothly.



Sustainability Management Structure
可持續發展管理架構

1 可持續發展管理

1.1 可持續發展管理架構

集團建立了一套系統的可持續發展管理架構，形成決策、管理和執行的三級管理機制，推動可持續發展行動的順利落實。



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The Board is responsible for ESG strategic decision-making and formulation and takes full responsibility for environmental, social and governance management and reporting. The internal ESG working team, composed of members from various functional departments (e.g. finance department, human resources department and quality assurance department), subsidiaries and business units, is responsible for formulating and promoting the implementation of sustainable development policies. The working team not only offers assistance and advice to the Board, including reviewing policies and measures related to sustainable development and assessing sustainable development risks, but also acts as an effective communication channel between the Board and its regional subsidiaries and business units.

In addition, China Leon has established a set of complete ESG management mechanism and related policies on the group level, such as corporate social responsibility policy, environmental protection policy, human rights policy, health and safety policy, information security policy, anti-fraud and anti-bribery policy, media, public participation and donation policy, etc., providing a framework and direction for sustainable development issues at the group level, and encouraging subsidiaries and business units of the Group to further develop relevant procedures and plans suitable for their specific business conditions to implement these policies.

董事會負責ESG戰略決策與制定，對環境、社會及管治的管理及報告承擔全部責任。內部環境、社會及管治工作團隊由來自不同職能部門（如財務資本中心、人力資源中心及業管中心）、附屬公司及業務單位的成員組成，負責制定及推動可持續發展政策落實。工作團隊既向董事會提供協助及提出建議，包括審查可持續發展的相關政策及舉措、評估可持續發展的風險，也作為董事會與各地區的附屬公司及業務單位之間的有效溝通渠道。

此外，中國力鴻在集團層面上建立了一套完善的ESG管理機制與相關政策，如企業社會責任政策、環境保護政策、人權政策、健康與安全政策、信息安全政策、反欺詐及反賄賂政策，以及媒體、公眾參與及捐贈政策等，在集團層面對可持續發展議題提供框架與方向，並鼓勵集團附屬公司及業務單位進一步制定適合其特定業務情況的相關落實程序及方案。



1.2 Stakeholder Engagement

As the Group's business operations and development affect various types of stakeholders, the Group strives to communicate with them effectively by various ways to obtain a better understanding of their concerns and expectations with a view to improving the Group's sustainability strategies and performance.

Stakeholder engagement is one of the processes of the materiality assessment carried out by the Group. The Group identified the following six groups of major stakeholders by taking into accounts of various factors including relevance, impact and reliance:

1.2 利益相關者溝通

由於本集團的業務營運及發展影響著不同類別的利益相關者，故本集團致力通過多種渠道與其進行有效溝通，並更好地了解其關注點及期望，藉此完善集團可持續發展策略及表現。

利益相關者溝通與參與是本集團進行重要性評估的過程之一。本集團通過考慮相關性、影響及依賴程度等因素識別了以下六組主要利益相關者：

Major stakeholders 主要利益相關者	Areas of concern 關注事項	Communication means 溝通方式
Investors 投資者	Return on investment Business plans, growth and development Disclosure and transparency of corporate information Sustainability development strategies	Annual general meetings Interim and annual reports Results announcements Official company website Communication via investor mailbox Corporate communication (e.g. letters/circulars to investors)
Customers 客戶	Provision of fair and high-quality professional services Data security and customer privacy Customer feedback and communication 提供公平、優質、專業的服務 數據安全及客戶私隱 客戶反饋與溝通	Customer service centre Daily operations, meetings and interactions Customer visits Service hotline and email feedback 客戶服務中心 日常營運、會議及互動 客戶拜訪 服務熱線及郵箱反饋



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環境、社會及管治報告

Major stakeholders 主要利益相關者	Areas of concern 關注事項	Communication means 溝通方式
Suppliers 供應商	Economic growth Fair and transparent procurement process 經濟增長 公平、透明的採購過程	Supplier access and evaluation Daily operations, meetings and interactions Site visits 供應商准入與評估 日常營運、會議及互動 實地考察
Employees 僱員	Remuneration package and staff welfare Occupational health and work safety Career development Corporate culture 薪酬待遇及員工福利 職業健康及安全 職業發展 企業文化	Performance evaluation Regular trainings and activities Internal system and email Communication meetings in a democratic way 績效評估 定期培訓與活動 內部系統及郵箱 民主溝通會議
Public and Media 公眾及媒體	Support for development of communities where we operate Social and environmental protection responsibilities 支持運營地社區發展 社會及環境保護責任	Corporate news release Response to media enquiries Press conferences and interviews Community engagements 企業新聞發佈 回應媒體查詢 新聞發佈會與採訪 社區參與
Government bodies 政府機構	Compliance with Listing Rules, and other relevant laws and regulations Corporate governance and risk management Corporate development and economic benefits Sustainability development strategies 遵守上市規則及相關法律及法規 企業管治及風險管理 企業發展及經濟利益 可持續發展策略	Compliance supervision and reports Onsite inspection Regular reports Written replies to enquiries 合規監察及報告 現場巡查 定期報告 書面回覆查詢



1.3 Materiality Assessment

As part of the ESG management and reporting process, the Group carried out identification, assessment and ranking of the materiality of sustainable development issues during the Reporting Period.

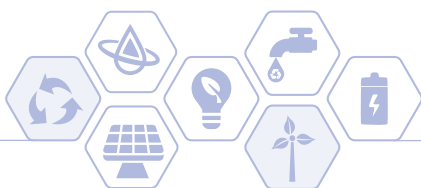
1.3 重要性評估

作為環境、社會及管治的管理及報告程序的一部分，本集團在報告期內開展了可持續發展議題重要性識別、評估和排序。

Materiality Assessment Process

重要性評估流程

Identification	Identify a number of sustainable development issues for the Group by referring to the nature of the Group's business, strategic planning, ESG reporting guidelines, etc.
識別	參照集團業務性質、戰略規劃、ESG報告指引等，識別若干項集團可持續發展議題。
Assessment	Invite, through a questionnaire survey, internal and external stakeholders to assess and provide suggestions on the identified sustainable development issues, and conduct analysis on and evaluate the survey findings.
評估	通過問卷調查，邀請內部、外部利益相關者對識別出的可持續發展議題做出評價、提供建議，並對調查結果進行分析與評估。
Ranking	Rank 20 ESG issues based on both the materiality to stakeholders and the materiality to the Group's business for drawing a materiality matrix, of which approval was obtained from the Board of Directors.
排序	根據對利益相關者的重要性及對本集團業務重要性的兩個維度，對20項ESG議題進行優先級排序，繪製重要性矩陣並獲得董事會批准。



During the identification process, we identified a series of materiality issues regarding the sustainable development of the Group by referring to the nature of the Group's business, strategic planning, ESG reporting guidelines, etc. On this basis, we added supplemental information with reference to the following aspects, and finally generated a complete list of issues:

- We referred to the latest regional and global information that was highly relevant and material to the Group's business operations and development. For example, we referred to the key risks arising from the current economic, social, environmental and technological situations mentioned in the Global Risks Report published by the World Economic Forum;
- We referred to the information disclosed by our peers and benchmarked as a reference to the latest industry practices and trends;
- The ESG working team conducted an internal evaluation on the Group's performance and impact on the related issues.

During the evaluation process, the Group communicated effectively with key stakeholders by various approaches, and invited internal and external stakeholders through a questionnaire survey to assess and rank on the identified sustainable development issues and advise accordingly.

在識別過程中，我們參照集團業務性質、戰略規劃、ESG報告指引等，識別出一系列集團的可持續發展重要性議題，並在此基礎上參考以下環節進行補充，最終形成完整的議題清單：

- 參考與本集團業務營運及發展有高度相關性及重要性的最新地區及全球信息。如，在參考世界經濟論壇發佈的《全球風險報告》中所提到的當前經濟、社會、環境和技術局勢所產生的關鍵風險；
- 參考同行披露信息並進行對標，以參考最新行業慣例及動態；
- ESG工作團隊對集團的相關議題表現和影響而進行內部評估。

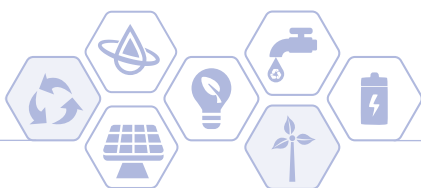
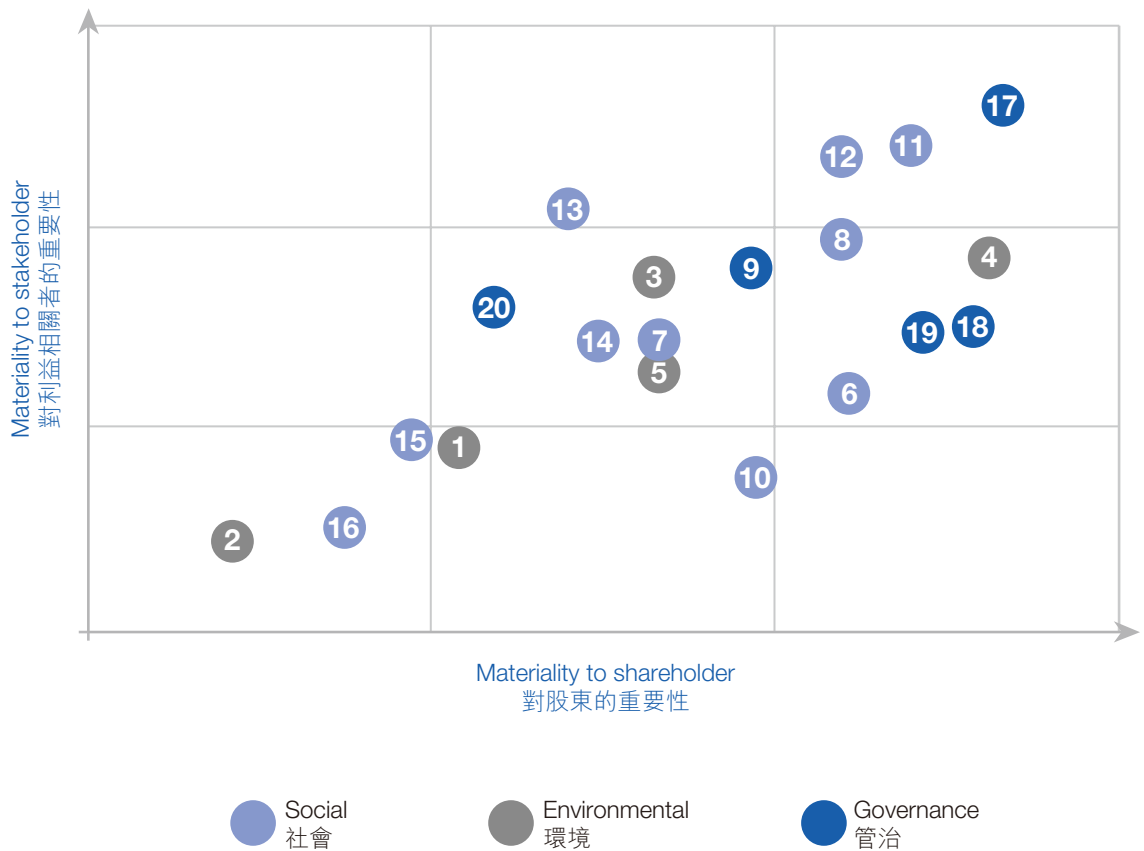
在評估過程中，集團通過多種渠道與主要利益相關者進行有效溝通，通過問卷調查方式邀請內部、外部利益相關者，對識別出的可持續發展議題做出評價、排序並提供建議。



During the ranking process, based on the above analysis and information as well as the materiality to stakeholders and the materiality to the Group's business, we ranked 20 ESG issues, such as climate change, compliance operation, customer services and employee rights and interests, and drew a materiality matrix, which was approved by the Board of Directors. The ranking was divided into high materiality issues, medium materiality issues and low materiality issues. The specific analysis findings are as follows:

在排序過程中，基於以上分析和信息，我們根據對利益相關者的重要性及對本集團業務重要性的兩個維度，對氣候變化、合規運營、客戶服務及員工權益等20項ESG議題進行優先級排序，繪製重要性矩陣並獲得董事會批准。排序分為高重要性議題、中重要性議題及低度重要性議題，具體分析結果見下：

Materiality Matrix
重要性矩陣



Environmental, Social and Governance Report

環境、社會及管治報告

High-materiality issues 高重要性議題		Medium-materiality issues 中重要性議題		Low-materiality issues 低重要性議題	
4	Climate change and carbon neutrality 氣候變化與碳中和	3	Efficient use of raw materials/energy 原材料／能源高效使用	1	Environmental management 環境管理
8	Occupational health and safety 職業健康和安全	5	Green office 綠色辦公	2	Atmospheric emission 大氣排放
11	Professional qualification and ethics 專業資質與職業操守	6	Equal opportunities and rights protection 平等機會與權益保障	15	Responsible procurement and partnership 責任採購與夥伴合作
12	Customer services 客戶服務	7	Training and development 培訓與發展	16	Activities for public good 社會公益活動
17	Board governance 董事會治理	9	Technological R&D and innovation 技術研發與創新		
18	Compliance operation 合規經營	10	Service quality and safety 服務質量與安全		
19	Anti-corruption 反貪污	13	Customer privacy and data security 客戶隱私與數據安全		
		14	Intellectual property protection 知識產權保護		
		20	Business ethics and morality 商業倫理與道德		



2 Energy Conservation and Carbon Reduction Boost Green Development

2.1 Green and Low-carbon Development

The Company always regards sustainable development as its top priority by integrating the eco and environmental concept into every aspect of its operations. It aims to create an environment-friendly operation model and strives to reduce the impact of production and operation activities on the environment by continuously enhancing its technologies and strengthening its green management. The Company both focuses on its own low-carbon operations and vigorously rolls out various activities such as green office and extension of eco footprint, so as to constantly undertake environmental protection initiatives and build a green culture for achieving harmonious development between the Company and the environment.

The Group has been certified under the ISO 14001 Environmental Management System. It has maintained a high standard of environmental protection measures during the setup and operation of laboratories. Necessary environmental monitoring equipments have been installed in the testing and surveying laboratories already in operation to ensure these laboratories are in strict compliance with the environmental requirements in the locations where they operate.

2 節能減碳，助力綠色發展

2.1 綠色低碳發展

本公司始終將可持續發展放在核心位置，將綠色環保理念貫穿於公司運營的每個細節之中。公司以打造環境友好型運營模式為發展目標，通過不斷精進技術和工藝，加強綠色管理，努力減少生產和運營活動對環境所造成的影響。在注重自身低碳運營之外，公司也還大力開展綠色辦公與延伸綠色足跡等活動，不斷踐行綠色環保，培育綠色文化，實現公司與環境的和諧發展。

本集團通過ISO 14001《環境管理體系》認證，在建立和運營實驗室時，維持高標準的環保措施，並在已投入服務的檢測和鑒定實驗室均安裝必需的環境監測設備，嚴格確保符合其運營所在地的環保要求。



The Group strictly complies with the applicable environmental laws and regulations which were promulgated by the governments of the countries or regions where the Group has a presence and which have a significant impact on the Group's business. These laws and regulations include the Environmental Protection Law of the People's Republic of China, Law of the People's Republic of China on Environmental Impact Assessment, Energy Conservation Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Air Pollutions, Law of the People's Republic of China on the Promotion of Clean Production, and the Environmental Protection and Management Act published by the National Environmental Agency (NEA) of Singapore regarding energy conservation, prevention and control of air pollutions as well as all other applicable laws and regulations. During the Reporting Period, the Group did not have any non-compliance issues or complaints related to environmental protection.

2.1.1 Exhaust Gas and Greenhouse Gas

Air pollutants were mainly derived from the Group's testing, sampling and sample delivery vehicles, while greenhouse gas emissions were mainly derived from: (i) direct emissions from the combustion of fuels in mobile sources (from vehicles) under Scope 1; (ii) indirect energy emissions from electricity consumed under Scope 2; and (iii) other indirect emissions (mainly from business travel and waste landfill). During the Reporting Period, we had been constantly optimizing our operation process to reduce the emissions of exhaust gas and greenhouse gas by assessing various factors when sourcing vehicles and equipment, such as environmental performance, and by switching to more online collaboration tools, such as video and audio conference, to reduce the frequency of business trips.

本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用環境法律及法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國節約能源法》、《中華人民共和國大氣污染防治法》、《中華人民共和國清潔生產促進法》，以及涉及節約能源、大氣污染防治法律的新加坡國家環境局(NEA)頒佈的《環境保護和管理法案》及所有其他適用法律及法規。在本報告期內，本集團未出現與環境保護有關的不合規問題或投訴。

2.1.1 廢氣與溫室氣體

集團的大氣污染物主要來自於檢測採樣及運送樣品車輛；溫室氣體排放主要來源於：(i)範圍1內的移動燃料燃燒源(來自車輛)產生的直接排放；(ii)範圍2內的外購電力產生的能源間接排放；以及(iii)其他間接排放(如：由差旅、廢物埋理所產生)。在報告期內，為進一步減少廢氣與溫室氣體排放，我們不斷優化運營環節，將環保表現等因素列入車輛及設備的採購考量，並盡量採用視頻及音頻會議等線上協作的方式減少出差頻率。



Performance Indicators of Exhaust Pollutant Emissions
廢氣污染物排放績效指標

Category	類別	Unit	Performance in 2021	Percentage of total emissions
		單位	2021年績效	所佔總排放量比例
Nitrogen oxides	氮氧化物	kg	3,473.84	91.5%
Sulphur oxides	硫氧化物	kg	9.33	0.2%
Suspended particles	懸浮粒子	kg	316.04	8.3%
Total	總量	kg	3,799.21	100%
Emissions intensity	排放強度	kg/million revenue kg/百萬收入	4.63	–

Performance Indicators of Greenhouse Gas Emissions
溫室氣體排放績效指標

Category	類別	Unit	Performance in 2021	Percentage of total emissions
		單位	2021年績效	所佔總排放量比例
Scope 1	範圍一	tCO ₂ e	1,640.82	26%
Scope 2	範圍二	tCO ₂ e	4,478.35	71%
Scope 3	範圍三	tCO ₂ e	219.93	3%
Total	總量	tCO ₂ e	6,339.10	100%
Emissions intensity	排放強度	tCO ₂ e/million revenue tCO ₂ e/百萬收入	7.73	–



2.1.2 Wastes

Main hazardous wastes such as waste petroleum samples, solvents and acid/base waste, and main non-hazardous wastes such as paper wastes were produced from the Group's operation.

To deal with the wastes produced from its operation in a reasonable manner and reduce the impact on the environment, the Group has developed measures for classification and disposal during the service process in a reasonable manner. According to the Safety Management Procedures, all the hazardous wastes are collected by (or collected by the Group and then delivered to) licensed and qualified third-party companies for safe handling to avoid harm to employees and the environment. For non-hazardous wastes, the Group collectively disposes of them to the designated waste collection areas for collection by third party companies for recycling.

2.1.2 廢棄物

本集團運營過程中產生的主要有害廢棄物為廢石油樣品、溶劑和酸堿廢物，而主要無害廢棄物為廢紙。

為合理處理運營所產生的廢棄物、降低對環境的影響，集團制定了服務過程中合理分類及處置的方法。按照《安全作業管理程序》，所有有害廢棄物都由已獲頒許可證及具備相關資歷的第三方公司收集，或經由集團收集後交付於其進行安全處理，避免對員工及環境造成損害。對於無害廢棄物，集團亦將其統一棄置至指定的垃圾回收點，由第三方公司予以回收利用。

Performance Indicators of Wastes Emissions

廢棄物排放績效指標

Category	類別		Unit 單位	Performance in 2021 2021年績效
Hazardous wastes	有害廢棄物	Total 總量	tonnes 噸	5.62
		Emissions intensity 排放密度	tonnes/ million revenue 噸/ 百萬收入	0.01
Non-hazardous wastes	無害廢棄物	Total 總量	tonnes 噸	438.09
		Emissions intensity 排放密度	tonnes/ million revenue 噸/ 百萬收入	0.53



2.2 Efficient resources allocation

The Company has been strictly complying with internal policies by continuously enhancing the efficiency and advocating a green office in an effort to maximize performance while maintaining eco-friendly. During the Reporting Period, the major resources consumed by the Group were purchased electricity, gasoline, diesel and water.

In terms of the use of gasoline and diesel, the Group increased the efficiency of the use of these resources by planning the use of vehicles in a rational way and by taking environmental factors into account when purchasing vehicles.

In terms of electricity consumption, the Group devised policies related to green office, and encouraged its employees to apply the following measures for process enhancement, green procurement and green office:

- | | |
|------------------------|--|
| Management enhancement | <ul style="list-style-type: none"> • Increase operational efficiency and reduce energy consumption by making the optimal use of resources, enhancing processes and improving technologies • Enhance the management of machinery and equipment (especially high-power consuming equipment) and conduct regular checking and maintenance |
| 優化管理 | <ul style="list-style-type: none"> • 以善用資源、優化流程及科技改良等方式提升營運效率，降低能源消耗 • 加強對機械設備(特別是高耗電設備)的管理，並對其行定期檢查與維修 |
| Green Procurement | <ul style="list-style-type: none"> • Use environment-friendly machinery and equipment sourced from green suppliers • Purchase energy efficient appliances with Grade 1 energy labels for offices |
| 綠色採購 | <ul style="list-style-type: none"> • 從綠色供應商選購及使用環保型機械設備 • 在辦公室中採購具有一級能源標籤的節能電器 |
| Green office | <ul style="list-style-type: none"> • Advocate a green office and green actions, such as turning off lighting on leaving offices and using less unnecessary equipment, etc. |
| 綠色辦公 | <ul style="list-style-type: none"> • 倡導綠色辦公與綠色行動，如隨手關燈，減少不必要設備使用等 |

2.2 合理使用資源

本公司都嚴格遵守集團的環境保護措施，不斷提升資源使用效率、倡導綠色辦公，努力實現企業運營與生態環保之間的平衡。報告期內，集團消耗的主要資源包括：外購電、汽油、柴油和水。

在使用汽油及柴油方面，集團通過合理規劃車輛使用、購置車輛時考慮環保因素等方式，提升資源使用效率。

在用電方面，集團制定綠色辦公相關政策，在優化流程、綠色採購、綠色辦公等方面鼓勵員工採取以下措施：



In terms of water consumption, the Group uses water from the municipal pipeline network, which is lawful and compliant in terms of acquiring water sources. The Group has also formulated relevant policies for water conservation to raise its employees' environmental awareness continuously and encourage its employees to take the following water-saving measures during operation:

在用水方面，集團用水均來自市政管網，於求取水源方面合法合規。同時，集團亦制定了節約用水的相關政策，不斷提升員工環保意識，鼓勵員工在運營過程中亦採取以下多種節水措施：

Management enhancement	<ul style="list-style-type: none"> • Devise water-saving plans to be distributed to subsidiaries • Regularly record and monitor the use of water by each department • Regularly inspect and maintain conventional equipment and pipelines and timely repair and replace old water equipment and damaged pipelines to avoid water leak
優化管理	<ul style="list-style-type: none"> • 制定節水計劃，分發至各附屬公司 • 定期記錄及監察各部門的用水情況 • 定期檢查及保養常規設備及管道，及時維修及更換陳舊的水設備及損壞管道，避免漏水
Green office	<ul style="list-style-type: none"> • Put up water-saving publicity slogans in prominent positions and carry out water-saving publicity and education • Promote water saving in a scientific way and raise employees' awareness of water saving
綠色辦公	<ul style="list-style-type: none"> • 顯著位置張貼節約用水宣傳標語，開展節水宣傳教育 • 普及科學節水知識，提高員工節水意識

Performance Indicators of Resource Consumption
資源消耗績效指標

Category	類別	Unit 單位	Performance in 2021 2021年績效
Energy consumption	能源消耗量	kWH	12,133.57
Energy consumption intensity	能耗強度	kWH/million (HKD) kWH/百萬元(港幣)	14.80
Water consumption	用水量	m ³	96,284.00
Water consumption intensity	用水強度	m ³ /million (HKD) m ³ /百萬元(港幣)	117.42



2.3 Green Operation in Practice

We firmly believe everyone has the responsibility to protect the environment. This is why the Group strives to achieve sustainable development in the process of providing professional and high-quality services for customers.

In terms of green operations, the Group has formulated a series of systematic green office related policies, such as the Green Office Management System, covering energy consumption, waste disposal and recycling, so as to institutionally facilitate the Group's green and low-carbon operation. Furthermore, we have also formulated a set of detailed guidelines on sustainable offices for the Group's subsidiaries, which provides different suggestions on how to further enhance the green office environment under different situations. To make sure more employees can join green environmental actions proactively, we have rolled out a series of advocacy initiatives and incentives, such as:

Equipment improvement

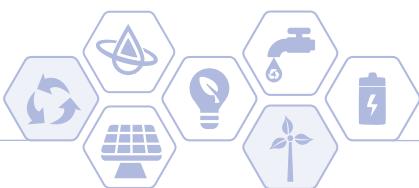
改進設備

- Install fresh air system to purify air and recover heat and humidity in the room to increase heating efficiency
- Use energy-efficient light tubes and use day lighting for offices whenever possible
- Use energy-saving electrical appliances
- 安裝新風系統淨化空氣的同時，回收室內溫濕度，提升取暖效率
- 選擇能源效益較高的燈管，並盡可能使用自然光
- 選擇節能電器設備

2.3 踐行綠色運營

我們堅信每一名員工都有保護環境的責任與力量，因此集團致力於在為客戶提供專業、優質服務的過程中，不斷實現可持續發展。

在綠色運營方面，集團制訂了《綠色辦公管理體系》等一系列系統化的綠色辦公室相關政策，政策涵蓋能源使用、廢棄物處理、回收利用等方面，為集團踐行綠色低碳運營提供制度保障。同時，我們亦制訂了詳細的可持續發展辦公室指引供本集團附屬公司採用，為不同情況中進一步實現綠化辦公環境提供了多種建議。為確保更多員工能積極參與綠色環保行動，我們開展了一系列倡導與鼓勵，包括但不限於：



Energy and paper saving	<ul style="list-style-type: none">• Turn off lighting and electronic appliances in the office when the office is not in use or upon leaving the office• Keep the room temperature at 26°C• Use double-sided printing to save office paper and use recycled paper to print non-essential documents• Put reusable paper in recycling bins by size, with the usable side facing the same direction for easy use by others• Use less disposable paper cups and other supplies
節電節紙	<ul style="list-style-type: none">• 當辦公室無人使用、離開辦公室時，關掉辦公室內的照明及電子設備• 保持室內溫度在26°C• 使用雙面打印，節省辦公用紙，並使用再造紙打印非重要文件• 將可重複使用的紙張按尺寸放入回收箱，並將可用的一面朝同一方向放置，方便他人取用• 減少一次性紙杯等用品的使用
Online office	<ul style="list-style-type: none">• Sending and receiving messages, circulars and instructions by electronic means are preferred over paper documents whenever possible within the Group• Promote the installation of video and audio conferencing systems, and encourage employees to use such systems
線上辦公	<ul style="list-style-type: none">• 集團內部儘量選擇電子方式收發訊息、通告及指示，取代紙本文件• 推動視頻會議及音頻會議系統的建設，並鼓勵員工使用有關係統
Green travel	<ul style="list-style-type: none">• Reduce greenhouse gas emissions from business trips and the taking of the means of transportation related thereto• Arrange business trips wisely and give priority to low-carbon means of transportation as an incentive to green travel
綠色出行	<ul style="list-style-type: none">• 減少公幹，降低乘搭相關交通工具產生的溫室氣體排放• 明智安排公務出行，優先使用低碳交通工具，鼓勵綠色出行
Advocacy	<ul style="list-style-type: none">• Put up energy-saving slogans in the prominent positions of offices to step up publicity• Carry out energy-saving and water-saving publicity and education activities to increase employees' environmental awareness
宣傳倡導	<ul style="list-style-type: none">• 在辦公室的顯著位置張貼節能標語，加大宣傳力度• 開展節能、節水宣傳教育活動，提升員工環保意識



2.4 Addressing Climate Change

As a responsible corporate citizen, we strive to reduce greenhouse gas emissions from business operations, improve our ability to address climate change, and seize the development opportunities arising from the transition to a low-carbon economy, provided that we are able to safeguard our investors, employees, customers, partners, communities and other stakeholders.

To address climate change, the Group adopted the framework for the Task Force on Climate-related Financial Disclosures (“TCFD”) in 2021 to further understand and identify the Group’s climate related risks and opportunities and make disclosures on governance, strategies, risk management and relevant indicators and targets.

- **Governance**

The Board always supports the sustainable development of the Group, reviews and monitors the ESG performance including greenhouse gas emissions and energy consumption, and holds relevant meetings on a regular basis. By forming an ESG working team, an internal management system for sustainable development has been set up to boost implementation of ESG strategies and targets by relevant departments and subsidiaries of the Company. In addition, the Board identifies and assesses the materiality of relevant issues and risks, and discusses issues related to climate change risks.

2.4 應對氣候變化

作為負責任的企業公民，我們致力於降低業務運營帶來的溫室氣體排放，提升應對氣候變化的能力，並在保障我們投資者、員工、客戶、合作夥伴及社區等相關方的前提下，把握低碳經濟轉型的發展機遇。

為了積極應對氣候變化，本集團於2021年採納氣候相關財務披露工作組（「TCFD」）框架，進一步了解並識別本集團氣候相關風險與機遇，對治理、策略、風險管理以及指標及目標等方面進行披露。

- **治理**

董事會始終支持集團的可持續發展，對溫室氣體排放、能源消耗等ESG績效進行審查及監管，並定期召開相關會議。通過搭建公司ESG工作小組，設立了系統的可持續發展內部管理機制，推動企業相關部門及附屬公司ESG策略及目標落實。同時，董事會積極對相關議題與風險進行重要性識別和評估，對氣候變化風險相關問題進行討論。



• **Strategies**

Based on the current business development of the Group, we have incorporated responses to climate change into our corporate strategic planning and future development, and we have taken into account factors such as related risks, actual and potential impacts, and future opportunities.

Physical risk

Acute risk: The Group has physical offices in a number of locations around the world. These offices may be affected (especially those in areas near the coast where heavy rainfall is frequent) when extreme events such as heavy rainfall, flood, storm and typhoon increases become more likely to happen. In addition, extreme weather will affect both the normal operations of the Company and the health and safety of employees.

Chronic risk: Chronic risks such as drought and rise in sea levels brought about by climate change will affect the regions where the Group operates, and may affect business sustainability and undermine regional financial stability. Meanwhile, the transformation of energy structure at the macro level will also have a long-term impact on the Group's production and services.

• **策略**

基於集團目前業務發展，我們已將應對氣候變化納入到企業戰略規劃和未來發展中，並對相關風險、實際及潛在影響及未來機遇等因素納入考量。

實體風險

急性風險：集團在全球範圍內的多個地點都具有實體辦公場所。當強降雨、洪水、風暴及颱風等極端事件的發生概率上升時，場所或將受到影響(尤其在靠近海岸且大雨頻發的地區)。同時，極端天氣不僅將影響企業正常運營，也將損害到員工的健康與安全。

長期風險：氣候變化所帶來的乾旱、海平面上升等長期慢性風險也將影響到集團運營的所在地區，並可能影響到業務的持續發展及破壞地區金融穩定性。同時，宏觀上的能源結構轉型也將對集團生產與服務產生長遠影響。



Transition risk

Policies and laws: As carbon neutrality is getting more popular around the world, China has demonstrated its resolute determination to address climate change with the publication of more policies and regulations regarding its commitment to achieve carbon peak by 2030 and carbon neutrality by 2060. If a company fails to comply with national and local regulations, and to develop relevant sustainability measures, it may be subject to huge operational pressure and cost. Riding on a wave of transition to a low-carbon economy, the Group will plan to commit more resources and technologies to reduce the impact.

Technologies: If the Group, as a TIC service provider, fails to shift to green technologies and low-carbon products and services, it will consume more energy and resources and lose part of the market.

Market preference: As more and more people embrace the concept of environmental protection, the market has a growing demand for low-carbon and eco-friendly offerings, prefers green technologies and green products, and tends to pay high premiums for products of companies with outstanding ESG performance.

轉型風險

政策及法律：隨著碳中和趨勢在全球範圍的流行，中國也發佈了更多關於「3060」碳達峰及碳中和的政策與法規，顯示出其應對氣候變化的堅定決心。企業如未能遵循及遵守國家及當地法規，以及未能制定相應的可持續發展措施，或將面臨巨大的運營壓力與成本。在低碳轉型的浪潮中，本集團也將部署及投入相關資源及技術以降低影響。

技術：作為一家TIC行業服務公司，如果集團未能實現向更加低排放的綠色技術和低碳產品的服務轉化，則會增加更多能源使用及資源消耗並將損失部分市場。

市場偏好：隨著環保理念為更多大眾所接受，市場也展現出更強的低碳環保需求，更加傾向於綠色技術與綠色產品，並為為環境、社會及管治表現突出的公司產品支付更高溢價。



Opportunities

Due to the energy transition and the emergence of renewable energy and low-carbon technologies, the demand from the market and customers will transit to a demand for green products. In the meantime, relevant policies and regulations at home and abroad will impose higher requirements for enterprises which transform to green and low-carbon ones. These changes will bring more development opportunities to the Group.

When the demand of enterprises for low-carbon products and services grows, the demand for the Group's testing and consulting services will increase accordingly. The Group will keep up with cutting-edge technologies, continuously optimize services and work with customers and business partners to address climate change, thereby improving service capabilities related to carbon neutrality.

In addition, the Group's strategic efforts in addressing climate change and facilitating sustainable development will improve its sustainability capacity and ESG performance, which is beneficial for gaining more markets and customers and generating more economic benefits and additional environmental and social benefits in the long run to better create a common value.

機遇

由於能源轉型、可再生能源和低碳技術的出現，市場及客戶在需求方面也將發生綠色轉型。同時，國內外相關政策與法規也將對企業的綠色低碳轉型提出更高的要求。這些轉變都將為本集團帶來更多發展機遇。

當企業在低碳產品及服務方面的需求增加時，集團的檢測、諮詢服務需求也將隨之增加。集團將緊跟前沿技術，持續優化服務，與客戶及商業夥伴共同應對氣候變化，提升碳中和相關的服務能力。

此外，集團在應對氣候變化及可持續發展方面的戰略部署，也將提升集團的可持續發展能力及環境、社會及管治表現水平，將獲得更多市場及客戶青睞，並從長遠看產生更多經濟收益及額外的環境及社會收益，創造共同價值。



• **Risk Management**

The Group proactively identifies and manages potential climate change risks and opportunities, incorporates the prevention and management of climate change and other related environmental issues into daily operations and management, continuously carries out risk assessment, and develops strategies to reduce the potential risks.

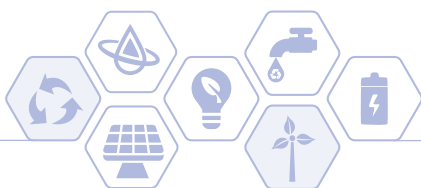


To address climate change, the Group has formulated a series of preventive and protective measures, such as the “Mechanism for Identification and Management of Environmental Factors”, “Mechanism for Management of Risks and Opportunities”, “Emergency Management Mechanism”, etc. For example, in the case of severe weather, the Group will arrange employees to work from home, reschedule working hours and reallocate resources to minimize the impact on its business and assets while ensuring the safety of employees.

• **風險管理**

針對潛在的氣候變化風險與機遇，集團開展了積極識別和管理，將氣候變化及其他相關環境問題風險管理及預防納入日常管理及運營，並持續開展風險評估，制定相應策略以降低潛在風險。

為應付氣候變化，集團制定一系列預防及保護措施，如：「環保因素識別與管理機制」、「風險及機遇管理機制」、「應急管理機制」等。比如，面對惡劣天氣時，將安排員工在家辦公、重新安排工作時間及重新調配資源，在確保僱員安全的情況下，儘量減少對業務和集團資產產生的影響。



• *Indicators and Targets*

In order to address the challenges of climate change and facilitate sustainable development, the Group has developed a series of targets and measures.

Environmental Management	<ul style="list-style-type: none"> • To improve environmental management, continuously monitor the Group's performance in carbon emissions, and assess climate change risks in a timely manner. • To continuously provide services and products for sustainability. • To enhance employees' green development awareness and capabilities.
環境管理	<ul style="list-style-type: none"> • 提升環境管理水平，持續監測集團在碳排放方面的表現，及時評估氣候變化的風險。 • 持續提供可持續發展領域服務與產品。 • 增強員工在綠色發展方面的意識和能力。
Emissions	<ul style="list-style-type: none"> • To improve vehicle purchase standards and use efficiency, reduce the number of vehicles, ensure that 100% of air pollutants meet the standards, and constantly reduce the emission intensity.
排放物	<ul style="list-style-type: none"> • 提升車輛採購標準與使用效率，減少車輛數量，保證大氣污染物100%符合標準，不斷降低排放強度。
Climate Change	<ul style="list-style-type: none"> • To reduce the intensity of greenhouse gas emissions (Scope 1 and 2) by 30% by 2030 (compared with 2020).
氣候變化	<ul style="list-style-type: none"> • 到2030年，溫室氣體(範圍1、2)排放強度降低30%(以2020年為基準年)。
Energy	<ul style="list-style-type: none"> • To reduce energy intensity by 30% by 2030 and increase the proportion of renewable electricity (compared with 2020).
能源	<ul style="list-style-type: none"> • 到2030年，能耗強度降低30%，提升可再生電力使用比例(以2020年為基準年)。
Water	<ul style="list-style-type: none"> • To reduce water use intensity by 30% by 2030 (compared with 2020).
水資源	<ul style="list-style-type: none"> • 到2030年，用水強度降低30%(以2020年為基準年)。

• *指標及目標*

為積極應對氣候變化挑戰，助力可持續發展，集團制定了一系列目標及措施。



Waste	<ul style="list-style-type: none">To properly dispose of 100% hazardous waste, and continuously reduce the intensity of hazardous waste discharged; to reduce the intensity of non-hazardous waste discharged by 30% by 2030, and ensure that the waste is properly recycled and disposed of (compared with 2020).
廢棄物	<ul style="list-style-type: none">100%有害廢棄物合理處理，不斷降低有害廢棄物排放強度。到2030年，無害廢棄物排放強度降低30%，確保廢棄物被合理回收與處理(以2020年為基準年)。

3 Creating a People-oriented Vibrant Workplace

We adhere to the people-oriented concept, regarding talents as the most valuable asset for our growth. Under a well-established system for remuneration and benefits, vocational training and welfare, we safeguard employee rights, respect employee diversity, and provide each employee with a safe, harmonious and vibrant working environment, in a bid to organically align employee growth with our development for mutual success.

3.1 Equality and Diversity

3.1.1 Equal Opportunities

The Group always respects employees' diverse background in an inclusive manner, and treats employees of different gender, age, religious belief and cultural background fairly, actively creating a fair and open working environment.

The Group also actively offers more employment opportunities to people with disabilities. We provide computer accessories or adaptive devices, optical amplifiers, hearing and assistive devices, braille products and other assistive devices to cater for the special needs of employees in the workplace. When necessary, we will also make adjustments to the workplace, such as installing handrails and providing barrier-free access, ramps and lifts, to provide our staff with a more comfortable working environment for.

3 以人為本，打造活力職場

我們始終堅持「以人為本」的理念，將人才作為企業發展最寶貴的財富。通過建立系統的薪酬福利、職業培訓及健康關愛體系，維護員工權利、尊重員工差異性，為每一位員工提供安全、和諧、充滿活力的工作環境，將企業與員工發展有機結合，努力實現共同進步。

3.1 平等與多元

3.1.1 平等機會

本集團始終尊重並包容員工的多元化背景，公平對待不同性別、年齡、宗教信仰和文化背景的員工，積極打造公平公正的工作環境。

本集團亦在各級營運中為殘疾人士積極提供就業機會。我們為其提供計算機配件或適應設備、光學放大裝置、聽力及輔助設備、盲文產品等輔助設備，以照顧僱員在工作場所的特殊需要。在必要時，我們也將對工作場所進行調整，如安裝扶手、提供無障礙通道、坡道及電梯等，為員工提供更加舒適的辦公環境。



In addition, the Group has formulated a series of employment management systems and policies based on its own situation, such as Recruitment Management System and Employee Manual, ensuring standard and transparent recruitment and employment processes.

In the recruitment process, we adhere to the principles of open recruitment, fair competition and merit-based employment selection. Through the stringent internal recruitment approval and monitoring procedures to verify personal information of candidates, the risks associated with child labour and illegal employment are eliminated. Employment contracts between the Group and employees clearly specify the job position, job duties, working hours, wages, entitled leave and benefits and other employment conditions. As a result, the interests of employees are protected by the employment contracts and forced labour is prohibited.

3.1.2 Salary and Incentive

Based on the principle of distribution according to workload and performance, the Group establishes a salary system and pays proper remuneration. While focusing on the protection of the legitimate rights and interests of employees, the Group conducts annual performance assessment and evaluation on all employees and arranges salary adjustments and promotions based on each employee's ability and performance. For those employees whose performances have been assessed not up to the standard, the Group will deal with them accordingly.

此外，集團也結合自身情況制定了一系列僱傭管理制度與政策，如《招聘管理制度》、《員工手冊》等，保證招聘及僱傭流程的規範與透明。

在招聘過程中，我們堅持「公開招聘、公平競爭、擇優錄用」的招聘原則。通過嚴格的內部招聘審查及監察程序，核實應聘者個人信息，消除錄用童工、非法僱傭等風險。集團與僱員訂立的僱傭合約明確說明工作職位、工作職責、工作時間、工資、可享有的假期及福利以及其他僱傭條件。因此，僱傭合約保障僱員的利益，並禁止出現強迫勞動情況。

3.1.2 薪酬與激勵

基於「按勞分配」的原則，集團建立了薪酬體系，合理支付薪酬。在注重保護員工的合法權益的同時，集團每年對全體員工進行績效考核與評定，並依照每位員工的工作能力、績效等因素安排調薪及職位晉升。對於考核未達到標準的員工，集團也將對其進行相關處理。



In addition, to further enhance its corporate governance structure and long-term incentive mechanism and advocate for the philosophy of mutual development between the Company and individuals the Group also implements the share option incentive schemes, aiming to attract and retain outstanding talents, and fully enhance the motivation, dedication and commitment of the Company's senior and middle management, core technicians and key business staff. The Company is determined to inspire employees to grow with the Company together and create a long-term value for all stakeholders.

此外，為進一步完善公司治理結構和長效激勵機制，倡導公司與個人共同發展的理念，集團也實行股權激勵計劃，希望吸引和保留優秀人才，並充分調動公司中高層管理人員、核心技術人員、業務骨幹的積極性、責任感和使命感。公司希望激勵員工與公司實現共同發展，並為所有利益相關者創造長期價值。

3.1.3 Staff Composition

As at 31 December 2021, the Group had a total of 2,112 full-time employees. The workforce by gender, age group, employment type and geographical region and the respective turnover rate is illustrated as follows:

3.1.3 員工構成

於2021年12月31日，本集團擁有合共2,112名員工，均為全職。按性別、年齡組別、僱傭類別及地理位置劃分的僱員人數，以及相應僱員流失率呈列如下。

Employee distribution 僱員分佈									
Gender 性別		Age 年齡			Employment type 僱傭類別		Regional distribution 區域分佈		
Male 男性	Female 女性	≤30	30-50	≥50	Management 管理層	General staff 普通僱員	Greater China 大中華地區	Overseas 海外	
1,623	489	881	1,171	61	211	1,901	1,693	419	
76.85%	23.15%	41.71%	55.42%	2.87%	10.01%	89.99%	80.16%	19.84%	

Employee turnover rate 僱員流失率								
Gender 性別		Age 年齡			Regional distribution 區域分佈			
Male 男性	Female 女性	≤30	30-50	≥50	Greater China 大中華地區	Overseas 海外	Total 總計	
30.30%	15.76%	35.19%	21.50%	12.02%	27.33%	25.35%	26.94%	



3.1.4 Labour Compliance

In terms of employment and labour practices, the Group strictly complies with applicable laws and regulations which were promulgated by the governments of the countries or regions where the Group operates or which have a significant impact on the Group's business, including but not limited to the Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, and the Employment Act in Singapore and Central Provident Fund Act in Singapore, Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), and all other applicable laws and regulations. The Group prohibits any non-compliance issues related to employment and labour practices. During the Reporting Period, there was no occurrence of child labour and forced labour.

3.1.4 勞動合規

在僱傭和勞動行為方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《新加坡就業法》、《新加坡中央公積金法》、《僱傭條例》(香港法例第57章)、《最低工資條例》(香港法例第608章)、《強制性公積金計劃條例》(香港法例第485章)及所有其他適用法律及法規。集團嚴禁出現任何與僱傭和勞動行為相關的違規問題，本報告期內未出現任何童工和強迫勞動情況。



3.2 Health and Caring

3.2.1 Occupational Health and Safety

The health and safety of employees is our top priority to drive the joint development between employees and the Company. To ensure the health and safety of employees globally, the Group always aims to enhance its health and safety management over the years and works proactively on preventing occupational diseases through systematic and standardized prevention procedures, so that everyone can enjoy a healthy, safe and satisfactory working environment.

In each country or region where the Group operates, the Group has established a standardized health and safety management processes. With ISO 45001 Occupational Health and Safety Management System certification, standard operating procedures, regular on-site work safety inspection, safety training, regular physical examination and other diversified measures, we actively enhance our safety and health management to ensure our employees healthy and safe.

3.2 健康與關愛

3.2.1 職業健康與安全

員工的健康與安全始終是我們所關心的重中之重，也是推動員工與企業共同發展的重要因素之一。多年來，為確保海內外員工的健康與安全，集團始終致力於提升健康與安全管理水平，通過系統化、標準化的預防程序，積極預防職業病發生，讓每個人都能享有健康、安全及滿意的工作環境。

在本集團所在的每個國家或地區，集團均制定了標準化的健康和安全管理流程。通過取得ISO 45001職業健康安全管理體系認證、標準的操作流程、定期現場工作安全檢查、安全培訓、定期健康體檢等多元化舉措，積極提升安全與健康管理水平，維護員工健康與安全。



In addition, the Group has formulated systematic training schemes for laboratory operators and safety emergency plans. We provide regular training on testing methods, operating procedures, chemical safety protection and rescue knowledge, and special training on the principle, operation and maintenance of instruments for employees who need to operate instruments. We have carried out a series of emergency drills to constantly enhance employees' safety awareness and their ability to handle emergency.

Meanwhile, as for preventing risks arising from workplace, the Group has also formulated a series of measures to actively evaluate the occupational risk factors affecting employees' health and safety, and a series of prevention processes and management measures. For example, easy-to-see warning signs of occupational hazards are set up at the operation posts with potentially serious occupational hazards; workers are informed of the types, dangers, prevention and emergency treatment measures for occupational hazards; dust collectors and noise reduction devices are installed in relevant workplaces; helmets, masks, protective suits, gloves and other protective equipment are provided for employees at relevant posts to reduce potential risks in the process of sampling and testing.

此外，集團制定了系統的實驗室操作人員培訓計劃和安全應急預案。培訓涵蓋檢測方法、操作程序、有關化學安全防護及救護知識等多個方面，並且針對需進行儀器操作的員工進行儀器原理、操作和維護等方面向員工提供專項培訓。通過開展一系列應急演習以不斷提高員工的安全意識，提升其緊急情況應變能力。

同時，在預防因工作場景而引起的風險方面，集團也制定了一系列舉措，積極評估影響員工健康安全的職業風險因素，並制定一系列預防流程和管理措施。如：在可能產生嚴重職業危害的作業崗位，設置醒目的職業危害警示標識；向工人告知職業危害的種類、危險、預防及應急救治措施；在相關工作場所安裝了除塵器、降噪設備等；為相關崗位員工提供頭盔、口罩、防護服、手套等防護裝備，以降低在採樣及檢測過程中的潛在風險。



In terms of occupational health and safety, the Group strictly complies with applicable laws and regulations promulgated by the governments of the countries or regions where the Group operates or which have a significant impact on the Group's business, including but not limited to the Work Safety Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Occupational Diseases and Emergency Management Plan for Production Safety Accidents, the Workplace Safety and Health Act in Singapore, Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), and all other applicable laws and regulations. During the Reporting Period, the Group did not have any non-compliance issues or complaints related to occupational health and safety.

在職業健康與安全方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》、《生產安全事故應急預案管理辦法》、《新加坡工作場所安全與健康法》、《職業安全及健康條例》(香港法例第509章)及所有其他適用法律及法規。在本報告期內，本集團未出現任何與職業健康與安有關的不合規問題或投訴。

Key Performance in Occupational Health and Safety

職業健康與安全關鍵績效

Category	類別	Unit 單位	2021 2021年		2020 2020年		2019 2019年	
			Male 男性	Female 女性	Male 男性	Female 女性	Male 男性	Female 女性
Fatality rate of work-related accidents	工作事故身亡率	%	0	0	0	0	0	0
Lost days due to work-related injury	因工傷損失工作日數	Day 天	0	0	0	0	0	0



3.2.2 Welfare and Care

For employees in formal labour relationships, the Group provides pension insurance, medical insurance, unemployment insurance, maternity insurance, work injury insurance and housing fund where appropriate. Accommodation, night-shift allowance, annual medical examination, labour insurance and other benefits are provided for employees in certain job positions. Meanwhile, the Group also ensures that employees' working hours are in line with the requirements of the relevant laws and regulations. Employees are entitled to sick leave, casual leave, wedding leave, bereavement leave, work-related injury leave, annual leave and statutory holidays, etc., where appropriate.

In addition, in order to enrich employees' lives and enhance their communication and cooperation, team spirit and cohesion, we also actively organize various cultural activities and sports competitions, including but not limited to:

- Work-life balance: We create a family-friendly workplace, advocate that employees enjoy family life, and encourage employees to balance work and family responsibilities;
- Diverse employee benefits: We provide benefits and gifts for employees on holidays, employee birthdays, Women's Day, etc., and also provide professional sports venues (which remain open for long hours) and fitness equipment for employees for leisure and entertainment purposes;

3.2.2 福利與關愛

集團為具有正式勞動關係的員工在適當及適用的情況下繳納養老保險、醫療保險、失業保險、生育保險、工傷保險、住房公積金、並提供食宿、夜班津貼、年度體檢，為因崗位有需求的員工提供勞工保險等各項福利。同時，集團也保證員工的工作時數符合相關法律法規要求，並在適當及適用的情況下享有病假、事假、婚假、喪假、工傷假、年假及法定節假日等休假權利。

此外，為豐富員工生活、加強員工的溝通與合作、團隊精神及凝聚力，我們還積極組織各種文化活動及體育比賽，包括但不限於：

- 倡導生活與工作平衡：倡導員工關注家庭生活，創建家庭友好型工作場所，鼓勵員工平衡工作與家庭責任；
- 豐富的員工福利：在節假日、員工生日、婦女節等節點，為員工提供福利與禮物；並向員工提供長期開放的專業化運動場地、健身運動器材，為員工休閒娛樂提供設施設備；



- Various cultural and sports activities: We hold all kinds of cultural and sports activities such as year-end celebrations, literary and artistic performances and sports competitions, and organize team-building activities to enrich employees' lives.

3.3 Development and Growth

We recognize the importance of personnel training and diversification with the offer of systematic training schemes and career advancement opportunities to help our employees maximize their personal value and achieve progress and growth.

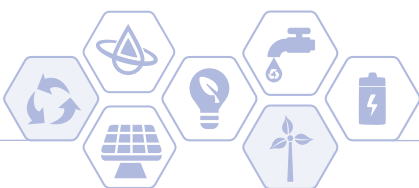
The Group continues to build the capabilities of its employees and implements a policy on cross-post examination and job rotation for core workforce. Employees are encouraged to expand their expertise and explore their own potential to enable them to grow into professional, multi-functional employees. To this end, the Group has formulated a scientific talent training policy and rolls out systematic and diversified training schemes every year, which cover functional management, professional technology, comprehensive quality, management system and safety training, so as to improve employees' comprehensive quality in every aspect.

- 多樣的文體活動：積極舉辦年終慶典、文藝演出、體育比賽等多種形式的文體活動，積極組織員工進行團建拓展，豐富員工生活。

3.3 發展與成長

我們重視多元化的人才培養，為員工搭建了系統化的培訓體系，為其提供豐富的人才發展資源及廣闊的晉升平台，幫助員工最大程度地發揮個人價值，實現進步與成長。

集團堅持促進員工能力建設，實行跨崗考試、骨幹輪崗培訓等制度，鼓勵員工不斷拓寬專業領域，挖掘自身潛力，成長為一專多能型人才。為此，集團制定了科學的人才培養制度，每年都設立系統多元的培訓計劃，涵蓋職能管理、專業技術、綜合素養、管理制度及安全培訓等多個方面，全方位提升綜合素養。



Besides, the Group has also established a mature system for career promotion to improve employees' professional capability, comprehensive skills and team performance, encourage employees to choose a career development plan based on their advantages, personal interests and expertise, in order to further stimulate their personal potential and achieve the joint growth of employees and the Company.

During the Reporting Period, the Group provided approximately 8,767 hours of training activities for employees, covering leadership, project management, financial reporting, anti-corruption, corporate culture, production safety, early warning about accidents due to poor quality, maintenance of sample making facilities at laboratories, accreditation of laboratories, local laws and regulations, etc.

此外，集團也設立了成熟的職業晉升體系，不斷提升員工的業務能力、綜合技能、團隊績效，鼓勵員工在個人興趣與專長的基礎上，選擇適合自身優勢的職業發展道路，更好激發個人潛能，實現員工與企業共同成長。

報告期內，集團共為僱員提供約8,767小時的培訓活動，涵蓋了領導力、項目管理、財務報告、反貪污、企業文化、安全生產、質量事故預警、實驗室樣本製造設備的保養、實驗室資格認可、地方法律法規等多方面內容。

Key Performance in Training

培訓關鍵績效

Category	類別	Number of employees trained (person)		Percentage of employees trained (%)	Training hours of employees	Average training hours of employees (hours/person)
		培訓員工數量(人)	培訓員工百分比(%)			平均培訓員工小時數(小時/人)
Male	男性	950	59%	5,264	5.5	
Female	女性	260	53%	3,503	13.5	
Senior management	管理層	175	83%	1,318	7.5	
General staff	普通員工	1,035	54%	7,449	7.2	
Total	總數	1,210	57%	8,767	7.2	



4 Trustworthy and Win-Win Partnerships

In business operation, we rely on integrity, technology and service as the basis, require all employees to strictly abide by the Group's various technical specifications and operating procedures, and provide services with the highest technology and service standards, thus becoming a trustworthy partner.

4.1 Strict Compliance with Professional Quality

4.1.1 Quality Management

We adhere to the guarantee of quality and quality, committing to providing customers with professional quality services and experiences. We upgrade our quality management system based on the prevailing international quality management standards and we establish a systematic, innovative and scientific management system in our various business locations globally to ensure that all the tests conducted at our laboratories are in strict compliance with laws and regulations as well as the guidelines and rules of accreditation bodies, and to ensure that each part of the testing process is authentic and traceable (please refer to 4.1.3 "Standard Operation" for details). Our operating process and service quality are kept under effective control by numerous quality management tools and documents such as standardized process manuals, quality manuals, management and technical rules, etc.

The Group sets high standards and requirements for the qualification, professional ability, ethics and integrity of quality professionals, and regularly arranges relevant internal training and evaluation to provide mechanism assurance for the professional qualification and professional ethics of relevant personnel.

4 值得信賴，攜手夥伴共贏

我們在業務營運中，堅持以誠信為本、以技術和服務為依託，要求全部員工嚴格恪守集團的各項技術規範和操作流程，以最高的技術和服務標準提供服務，成為值得信賴的合作夥伴。

4.1 嚴守專業質量

4.1.1 質量管理

我們堅持保障品質與質量，致力於為客戶提供專業、優質的服務和體驗。基於國際主流質量管理準則，我們持續對公司質量管理體系進行升級，並在全球範圍的各個運營地點建立了系統化、創新化、科學化的管理體系，以確保各實驗室檢測活動均嚴格遵循法律法規和認可機構推行指引規則，保證檢驗流程各環節的真實性、可溯性。（詳情請見4.1.3「規範操作」）此外，力鴻還形成了標準化流程手冊、質量手冊、管理及技術規則等一系列質量管理工具與文件，有效控制操作流程與服務質量。

集團針對質量專業人員的資格、專業能力、道德及誠信等方面都設定了高標準與要求，定期安排相關內部培訓及評估，為相關人員的專業資質與職業倫理提供機制保障。



4.1.2 Quality Assurance

To make sure that the Group meets the service quality and professional competence and that each operation location has a unified process and perfect results as far as possible, the Group has established a standard quality control system certified both domestically and internationally in terms of quality. The Group's professional competence has been recognized and certified by credible international institutions.

Quality accreditation for operation and laboratories in the PRC

The PRC operations of the Group have been certified, in terms of quality, by the China National Accreditation Service for Conformity Assessment in China, including the certificate of ISO 9001 Quality Management System, Laboratory Accreditation Certificate, Testing Institute Accreditation Certificate, Member Certificate of China Association for Instrumental Analysis and Member Certificate of China Inspection and Testing Innovation Consortium. Meanwhile, the Groups is recognized as a Member of Chinese Certification and Accreditation Association, Quality and Credit Enterprise AAA, Member of Vice Director of Professional Committee of Coal Industry of China Association for Quality Inspection, Contract Abiding and Trustworthy Enterprise, Full Member of TIC Council, Member of China Entry-Exit Inspection and Quarantine Association, etc. These certifications and recognition indicate that our service quality is assured and that we respond to the needs of all stakeholders in society.

4.1.2 品質保障

為保障集團的服務品質和專業能力、最大限度保證實現各個運營地點統一流程及理想結果，集團建立了標準化的質量管制體系，並獲得了多項國內、國際質量認證，專業能力達到國際權威機構的認可與認證。

中國運營及實驗室的質量認證

集團的中國業務獲得了中國內地合格評定國家認可委員會頒發的多項質量認證，包括ISO 9001質量管理體系證書、「實驗室認可證書」、「檢測機構認可證書」、「中國分析測試協會會員證書」及「中國檢驗檢測創新聯合成員證書」。同時，集團也獲得了「中國認可認證協會單位會員」、「質量信用企業AAA」、「中國質量檢驗協會煤炭專業委員會副理事長單位」、「重合同守信用企業」、「TIC理事會正式成員」、「中國出入境檢驗檢疫協會會員」等社會認可。這些認證與認可都反映出我們服務的品質保障及對社會各界利益相關者訴求的回應。



Quality accreditation for overseas operation and laboratories

Our overseas subsidiaries have been certified, in terms of quality, by a number of international institutions, so as to better comply with local regulatory and customer requirements and continuously offer quality services with assurance to international regions. Currently, the laboratories in Singapore have obtained the ISO 17025 Accreditation for the laboratory and ISO 17020 Accreditation for cargo investigation. The laboratories in India, Indonesia, Pakistan and Malaysia have been accredited by the respective accreditation bodies and awarded ISO 17025:2017. Our inspection and business operations have been granted ISO 9001:2015 certifications by British Standards Institute (BSI) in India and Malaysia. Furthermore, the Group has also been awarded membership by the Grain and Feed Trade Association (GAFTA), Federation of Oils, Seeds & Fats Association (FOSFA) and International Cotton Association (ICA) memberships which are internationally prominent in the agriculture industry. National level memberships of Fertiliser Association of India (FAI), The Soybean Processors Association of India (SOPA), and Solvent Extractors' Association of India (SEA) have been awarded to the Group, and membership of Palm Oil Refiners Association of Malaysia (PORAM) has been awarded to the Group in Malaysia.

海外運營及實驗室的質量認證

集團的海外附屬公司也已通過多項國際質量認證，更好遵循本地監管及客戶要求，不斷為國際地區提供更加高質量、有保障的服務。目前，新加坡實驗室已獲得ISO 17025實驗室認可及ISO 17020 cargo investigation認可。印度、印度尼西亞、巴基斯坦及馬來西亞的實驗室均獲得各自認可機構認證，並獲得ISO 17025：2017。印度及馬來西亞的檢驗及業務營運還獲得英國標準協會(BSI)的ISO 9001：2015認證證書。此外，在農業領域，集團也獲有國際影響力的Grain and Feed Trade Association (GAFTA)、Federation of Oils, Seeds & Fats Association (FOSFA) 及國際棉花協會(ICA)頒發的會員資格，以及印度肥料協會(FAI)、印度大豆加工商協會(SOPA)、印度溶劑提取協會(SEA)頒發的國家級會員資格，並於馬來西亞獲馬來西亞棕櫚油精煉商協會(PORAM)頒發的會員資格。



4.1.3 Standard Operation

We have developed an information technology management system, adopted automation equipment and formulated a series of stringent operation procedures and specifications to ensure our professional services and reduce the risk during our service process. Details are as follows:

Video monitoring throughout the inspection process

檢驗全流程視頻監控

Quality control centre

質量監控中心

Information system management

信息化管理系統

Throughout the whole inspection process, the Group has provided video monitoring devices such as video monitoring system, body worn camera are set up to effectively ensure inspections and tests are authentic and traceable.

集團於檢驗全流程設置視頻監控系、執法記錄儀和數碼影像攝像機等視頻監控設備，有效保障檢驗檢測工作的真實性和可追溯性。

Independent of each laboratory, the quality control centre acquires field operation pictures and information generated from work process by means of information technology, for tracking and monitoring the inspection and testing activities at our laboratories.

獨立於各實驗室的質量監控中心通過信息化技術手段，獲取現場作業畫面及工作過程中產生的資料資訊，對各實驗室檢驗檢測活動的運行進行跟蹤與監控。

We have developed the Leon LIMS Laboratory Information Management System and Leon LIMS Test Information System, making information management possible across the whole process of quality inspection. The system functions cover sampling, sample making, testing, information confidentiality in sample transmission, etc., which helped effectively reduce the error rate of manual calculations.

集團研發了「Leon LIMS實驗室信息化管理系統」和「Leon LIMS Test信息化系統」，實現了質量檢驗的全過程信息化管理。系統功能包括：採樣、制樣、化驗、樣品傳輸信息保密等，有效降低人為計算錯誤率，有效提升檢測工作的效率和準確度。

4.1.3 規範操作

為保證集團服務專業性並降低服務過程的風險，我們不僅研發了信息技術管理系統、積極採用自動化設備，還制定了一系列嚴格的操作程序及規範。具體如下：



R&D and application of automatic equipment	The Group together with a professional institute designed and developed the Robot LEON-SIASUN IPS-3600 Automatic Sample Making System to system can replace manual sample making, reduce the impact of man-made factors on inspection work, and effectively improve sample preparation efficiency and work automation standards.
自動化設備的研發及應用	集團與專業單位共同設計並研發了「LEON-SIASUN IPS-3600機器人自動制樣系統」。該系統可取代人工制樣，降低人為因素在檢驗工作中的影響，有效提升樣品製備效率和工作自動化水平。
Work standards	Building on our practices and management experiences in the inspection and testing services over the years and with reference to the national standards, we have set 39 corporate standards to improve our standardization and regulated process in our inspection practices.
工作標準化	集團根據多年在檢驗檢測業務中積累的實踐和管理經驗，在國家標準基礎上，制定了39項企業標準，不斷提升集團檢驗工作的標準化水平和流程規範性。

4.2 Provision of Quality Services

Upholding the concept of customers first, we continued to improve our customer service quality through robust customer communication and service mechanisms, while strictly protecting data security and intellectual property with an aim to provide customers with quality services and experiences.

With respect to health and safety, advertising and privacy issues related to the services provided, we comply with by the applicable laws and regulations which were promulgated by the governments in the countries or regions where the Group operates that have a significant impact on our business, including but not limited to the Advertising Law of the People's Republic of China, Trademark Law of the People's Republic of China, Singapore Code of Advertising Practice, Trade Marks Act of Singapore, as well as all other applicable laws and regulations.

4.2 提供優質服務

集團始終堅守「客戶為先」的理念，通過完善的客戶溝通、客戶服務等機制，不斷提升客戶服務質量，嚴格保障數據安全和知識產權，致力於為客戶提供優質服務和體驗。

在涉及健康與安全、與提供的服務相關廣告以及隱私問題等相關方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國廣告法》、《中華人民共和國商標法》、《新加坡廣告行為守則》、《新加坡商標法案》及所有其他適用法律及法規。



4.2.1 Customer Complaints

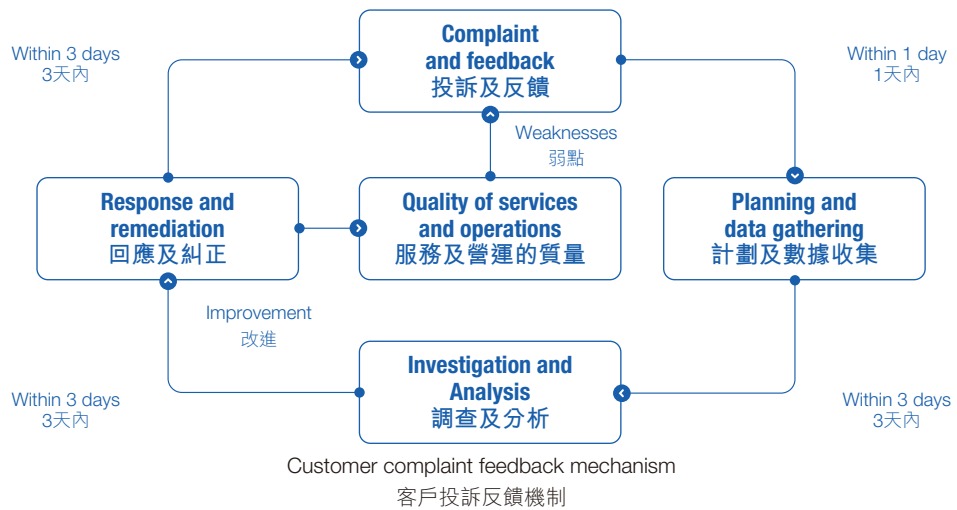
Based on the relevant international/national standards, the Group has established a systematic customer complaint management mechanism to govern the procedures and turnover time for managing and handling customer complaints and feedback. If a customer lodges a complaint, we will, in a timely manner, respond to it and give feedback in accordance with the procedures illustrated below, take remedial actions and demonstrate our commitment to customer satisfaction and quality improvement.

Issues raised in complaints are monitored and reviewed to avoid a repeat of the same issues. Furthermore, the Group evaluates on an annual basis whether its complaint handling and feedback mechanism is effective or not in terms of timelines of responses and satisfaction of return visits. The Group did not receive any major complaints during the Reporting Period.

4.2.1 客戶投訴

基於相關國際、國家標準，集團建立了一套系統化的客戶投訴管理機制，對有關管理及處理客戶投訴、反饋的程序及周轉時間等做出了統一規定。當客戶投訴發生時，將根據一下流程對投訴及時做出回應與反饋，並及時採取糾正措施，並表明集團對客戶滿意度及質量提升的承諾。

集團對投訴反饋問題進行監控和審查，防止類似問題再次發生。同時，集團每年也將根據回應時間表、回訪滿意度等對投訴反饋機制的有效性進行評估。本報告期間內，集團並未接到任何重大投訴。



4.2.2 Customer Satisfaction

Customer satisfaction is the driving force for us to continuously enhance our service. The Group establishes a communication mechanism integrating various channels (such as customer service hotline and email), collects customer feedback and opinions, and selects and invites a number of major customers (e.g. classified by earnings) and customers who have filed complaints each year for conducting customer satisfaction survey and preparing customer satisfaction analysis report, so as to continuously improve service quality and customer satisfaction.

4.2.3 Data Security and Protection

The Group attaches great importance to information security and makes every effort to ensure privacy and security of customer data. We have established a dedicated information security management team to comprehensively plan for data security and privacy matters so as to meet the increasing needs for data security on a timely basis.

Every year, we carry out a risk assessment on information security to timely identify new threats and risks associated with information security in a timely manner, continuously step up data protection, and ensure that the Group can allocate sufficient resources and respond effectively in respect of its information security management system. We take a proactive approach to acquire new information assets in hardware and software, and provide relevant personnel with information security training to enhance their data security capabilities.

4.2.2 客戶滿意度

客戶滿意度是我們不斷提升服務的動力。集團建立了綜合各種渠道(如客戶服務熱線及郵箱)的溝通機制,收集客戶反饋與意見,並於每年選擇及邀請若干主要客戶(如按收益劃分)及提出投訴的客戶,進行客戶滿意度調查,編製客戶滿意度分析報告,不斷提升服務質量和客戶滿意度。

4.2.3 數據安全與保護

集團高度重視信息安全,全力保障客戶資料的隱私及安全。我們設立了專門的信息安全管理團隊,統籌規劃數據安全與隱私的相關工作,及時滿足日益增加的數據安全需求。

每年,集團都對信息安全進行風險評估,及時識別信息安全的新威脅與風險,持續優化數據保護,確保集團在信息安全管理系統方面可調配充足資源並做出有效應對。集團積極獲取硬件以軟件方面的新信息資產,並向相關人員提供信息安全方面培訓,提升數據安全能力。



The Group has implemented the following measures to ensure the privacy and protection of customer data:

為確保客戶數據的隱私和保護，集團在實施了以下措施：

Application of security protection devices	Firewall and anti-virus software are installed and updated in a timely manner to prevent data leaks as a result of hacker attacks. Meanwhile, all sensitive personal and confidential data of customers are encrypted according to defined procedures.
應用安全保護裝置	安裝和及時更新防火牆及防病毒軟件，防止因網絡攻擊而造成的資料外洩。同時，客戶所有敏感個人及機密數據均根據指定程序進行加密。
Prevention and detection of unauthorized authority	Access rights to systems (including the functions of creation, revision, deletion and view features) are assigned in accordance with the roles, duties and positions of employees. Besides, regular checks on unauthorized access and log-in without authority are conducted by our information security management team to prevent data leaks.
預防及偵查未經授權的使用	根據僱員角色、職責及職位分配系統使用權（如創造、修改、刪除及查閱的功能）。此外，信息安全團隊定期檢查未經授權的使用及登入，防止數據洩露。
Establishment of business continuity and disaster recovery plan	Our contingency plans are clearly defined for certain security breach incidents (such as cyber attacks) and relevant roles and responsibilities are specified. Moreover, relevant data are backed up to independently auxiliary storage devices for the recovery of data and applications to minimize the impact of unexpected incidents.
建立業務持續性及災難恢復計劃	明確界定就若干保安事故（如網絡攻擊）的處理應急計劃，規定相關角色及職責。同時，集團將相關數據定期備份至獨立輔助的儲存裝置，用於數據和應用程序的修復，最大程度減低突發事故所造成的影響。
Training and ethical requirement of employees	Relevant personnel are provided with training and are required to strictly abide by the Group's data security policy and to assure that they handle customer data with a high level of ethics and integrity.
僱員的培訓及道德要求	集團對相關人員開展培訓，要求嚴格遵守集團數據安全政策，並保證高職業道德及誠信態度處理客戶資料。



4.2.4 Intellectual Property Rights

We give high priority to our intellectual property practices, strictly abide by laws and regulations including the Patent Law of the People's Republic of China and Trademark Law of the People's Republic of China. We have formulated a series of internal guidelines on intellectual property protection. During our promotional activities, the information delivered to our customers and in our promotional materials is strictly reviewed, and the use of any false information and misleading statements is strictly prohibited.

Timely registration of intellectual property is a cornerstone for our strong business value and competitive strengths. The Group has applied for and obtained patents and trademarks for its inventions and utility models in sampling, inspection and information management practices. Meanwhile, the Group keeps a close eye on the news and updates on intellectual property rights registered by peers as a safeguard measure against any infringements.

As at the end of 2021, the Group had a total of 93 scientific researchers, 7 national invention patents with 10 others pending approval, 35 utility patents with 6 others pending approval, and 43 software copyrights.

4.2.4 知識產權

集團高度重視知識產權相關工作，嚴格遵守《中華人民共和國專利法》、《中華人民共和國商標法》等一系列法律法規，並針對知識產權保護制定了一系列內部指引。在服務宣傳過程中，集團嚴格審核傳遞給客戶和服務推廣中的信息，嚴禁使用虛假信息及誤導性說明。

確保知識產權及時註冊有利於提升企業商業價值和競爭優勢。在採樣、檢驗和信息管理實踐方面，集團積極申請並獲得了多項發明和新型實用專利以及商標。集團還及時關注同行註冊知識產權的新聞和最新信息，以防任何侵權情況的發生。

截至2021年底，集團共有科研人員93人，具有7項國家級發明專利、10項待批發明專利、35項實用型專利、6項待批實用專利及43項軟件著作。



4.3 Achieving Win-Win Cooperation

The Group always aims to working with supply chain partners on continuously empowering suppliers with sustainable development capabilities through supplier access, communication and evaluation and other means, so as to achieve win-win development together.

Based on domestic and international regulations and agreements as well as its internal standards and values, the Group has formulated a set of systematic supplier access principles and standards at the stage of supplier access. By carrying out our stringent supplier selection procedures and independent approval process, we require suppliers to submit relevant social responsibility certificates. We preferentially select suppliers that have passed relevant quality certification and obtained relevant production permits and are environmental friendly and willing to take social responsibilities. We encourage and support the supply chain to provide environmental friendly products and services, and reduce environmental and social risks in the Group's supply chain. The list of suppliers is strictly reviewed and approved by the Group's management based on the results of evaluation and on-site visits.

4.3 實現合作共贏

集團始終致力於攜手供應鏈夥伴，通過供應商准入、溝通、評估等方式，不斷賦能供應商可持續發展能力，共同實現雙贏發展。

集團以國內、國際規定和協定、企業內部標準和價值為基礎，在供應商准入階段制定了系統的供應商准入原則和標準。通過嚴格執行供應商的挑選程序，獨立的審批程序，要求供應商提交社會責任相關證明文件。我們優先選用已通過相關質量認證、已獲取相關生產許可證及環境友好且願意承擔社會責任的供應商。我們鼓勵及支持供應鏈提供環保產品及服務，並儘量降低集團供應鏈的環境及社會風險。供應商名單由集團管理層根據評估、實地考察等結果進行嚴格審查及批准。

Category	類別	Number of suppliers 供應商數量
Greater China	大中華地區	1,648
Overseas	海外	818
Total	總數	2,466



At the same time, with a systematic supplier management system in place and toolkits such as supplier account and qualified supplier evaluation form designed, the Group closely monitors suppliers' ESG performance to ensure their implementation of relevant practices, and regularly communicates with suppliers on major safety and environmental issues, continuously assessing their performance. The Group makes reference to suppliers' self-declarations and information disclosed by government agencies, etc. to further identify if suppliers had any violations or confirm if government agencies had imposed any penalties on suppliers. For any identified cases, the Group will cease cooperation until effective improvement and remedial measures have been taken by the supplier concerned. The Group applied the above measures to all major suppliers during the Reporting Period.

同時，集團搭建了系統的供應商管理體系，並設計供應商台賬、合格供應商評價表等工具包，密切監測供應商的ESG表現，確保供應商均落實相關規例，並定期與供應商就重大的安全、環保相關議題進行溝通，持續評估供應商表現。集團參考供應商自我聲明、政府機構披露資料等，進一步識別其是否發生任何違規事宜或確認政府機構是否對供應商施加任何處罰。對於任何已識別的情況，集團將停止合作，直至有關供應商採取有效改進和補救措施。本報告期間內，集團對所有主要供應商均落實以上相關做法。

4.4 Adherence to Business Compliance

4.4 堅持合規運營

4.4.1 Business Ethics

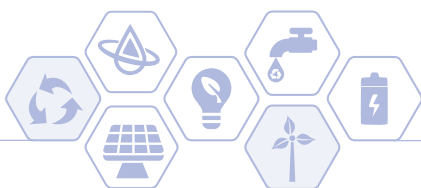
4.4.1 商業道德

The Company holds a strong belief in the core values of confidentiality, integrity, independence, impartiality and trust, abides by business morality and ethics, and has stringent policies against bribery, extortion, fraud and money laundering.

集團堅守保密、廉潔、獨立、公正、信任的價值觀，遵守商業道德與倫理，制定了嚴格的防止賄賂、勒索、欺詐及洗黑錢政策。

Our business partners strictly follow the code of business conduct and ethics agreement in conducting business deals. The top management is committed to avoiding any conflict of interests and maintaining protecting integrity throughout our operations. The Group advocates for integrity and ethics and requires all employees to enshrine the principle of fairness and impartiality, which brings the value proposition in business and helps in building trustworthy relationship with our customers, business partners and other stakeholders.

集團業務合作夥伴在進行商業交易時，會嚴格遵循商業行為守則及道德協議。最高管理層也致力於避免公司活動中產生任何利益衝突，保持廉潔。集團推崇廉潔與道德，要求全體員工恪守公平公正，謹記公司從業之基、立身之本，不斷堅守與客戶、商業夥伴及其他利益相關者建立信任關係。



With respect to our whistle-blowing policy and procedures, we have developed clear guidance on reporting channels and investigation procedures. Staff members are encouraged to raise awareness of identifying and reporting misconducts and potential improprieties. All whistle-blowers are assured of identity confidentiality and protection. The Group undertakes to handle all reported cases seriously by following the relevant procedures with proper records maintained. Feedback on the result will be given to the whistle-blower upon completion of investigation, followed by remedial actions as required.

4.4.2 Compliance and Anti-corruption

Compliance in operations is a cornerstone for our long-term success. The Group keeps strengthening its compliance management requirements and system in accordance with relevant laws and regulations, domestic and foreign standards as well as compliance audit principles in the region where it operates. All employees have received training as specified in the employee manual and proactively taken part in our integrity education and training sessions, including interpretation of integrity, laws and regulations, actions and methodology. Titles such as Outstanding Units Against Corruption and Temptation and Outstanding Individuals Against Corruption and Temptation are awarded to our employees to continuously improve their awareness and competencies in compliance and anti-corruption.

During the Reporting Period, anti-corruption and conflict of interest related training sessions amounting to 2,581 hours were provided to directors and employees of the Group with 3,051 attendances. More diverse training sessions will be provided to both directors and employees from time to time when necessary.

在舉報政策和程序方面，集團就舉報渠道和調查程序提供了明確指導。鼓勵員工提高識別和舉報不當行為和潛在的不當行為的意識。全部舉報人的身份將受到保密和安全保障。集團承諾按相關程序認真處理所有舉報案件，並作適當記錄，並於調查完成後將向舉報人反饋結果及採取補救措施。

4.4.2 合規與反貪污

合規運營是企業長遠發展的穩固基石，集團依據運營所在地的相關法律法規、國內外標準和合規審計規範等，不斷強化公司合規管理要求和體系。全體員工均按照員工手冊接受過相關培訓，積極開展廉潔警示教育培訓，包括廉潔釋義、法律制度、行動方法等多方面內容，並評選「防腐抗誘建設先進集體」、「防腐抗誘先進個人」等榮譽稱號，不斷提升全員合規、反貪污意識與行為能力。

本報告期內，本集團向董事及員工提供2,581小時的反腐及利益衝突培訓，覆蓋3,051人次。如有必要，本集團將不時向董事及員工提供更加豐富的培訓。



The Group strictly abides by all the relevant laws and regulations on bribery, extortion, fraud and money laundering in the places where the Group operates, including but not limited to the Criminal Law of the People's Republic of China and the Prevention of Corruption Act of Singapore, the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), and all other applicable laws and regulations. During the Reporting Period, the Group did not have any concluded legal cases regarding corrupt practices filed against the Group or its directors and employees.

4.5 Undertaking Social Responsibilities

We continue to expand our advantages and to give back to society while growing our business. The Group is keen to pool the efforts among employees, and encourages them to engage in social activities through voluntary services, with a view to giving back to local communities and creating social value. As a responsible corporate citizen, we will carry out sustainable development with our employees, strive to build a better life and contribute to the building of a harmonious society in the future.

Integrating into and giving back to local communities is one of the important ways for the Company to fulfill its social responsibilities. In 2021, the Group was working proactively to repay local communities by carrying out voluntary activities, visiting community-based pandemic prevention stations, sending volunteers to support communities' fight against the pandemic, and donating money to charitable organizations, etc., so as to further connect with local communities and boost the coordinated development between communities and the Company.

We fulfill corporate social responsibilities by donating funds for education assistance. Focused on individual support, we contributed donations to four students, on a long-term basis, in Longfenggou Village, Lindong Town, Balinzuo Banner, Chifeng City, Inner Mongolia, to support them in their education funding. During the Reporting Period, the total funding amounted to RMB47,600.

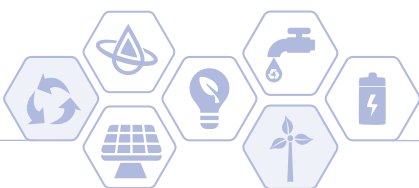
集團在營運所在地點嚴格遵守有關防止賄賂、勒索、欺詐及洗黑錢的一切法律法規，包括但不限於《中華人民共和國刑法》、《新加坡預防腐敗法案》、《防止賄賂條例》（香港法例第201章）及所有其他適用法律及法規。本報告期內，集團並無出現任何對本集團或其董事及員工提出並已審結的貪污訴訟案件。

4.5 承擔社會責任

我們始終堅持發揮自身優勢，在發展自身業務營運的同時積極回饋社會。集團始終積極凝聚員工力量，鼓勵員工通過志願服務等方式開展社會參與，努力回饋在地社區，創造社會價值。作為一名負責任的企業公民，我們將共同推動可持續發展，努力打造美好生活，為構建未來和諧社會貢獻企業力量。

融入並回饋當地社區是企業踐行社會責任的重要方式之一。2021年，集團積極回報在地社區，通過開展志願服務活動、組織社區防疫站慰問、派遣志願者支援社區抗疫、慈善組織捐贈等活動，加強與在地社區聯繫，促進社區與企業協同發展。

公司履行企業社會責任，捐資助學。通過精準幫扶模式，為內蒙古赤峰市巴林左旗林東鎮龍鳳溝村的四名學生提供長期捐助，支持其完成學業。報告期內，合計資助金額為人民幣4.76萬元。



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Subject Area A. Environmental 主要範疇A.環境		
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	2.1 Green and Low-carbon Development 2.1 綠色低碳發展
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	2.1.1 Waste Gas and Greenhouse Gas 2.1.1 廢氣與溫室氣體
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	2.1.1 Waste Gas and Greenhouse Gas 2.1.1 廢氣與溫室氣體
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	2.1.2 Wastes 2.1.2 廢棄物
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	2.1.2 Wastes 2.1.2 廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	2.4 Addressing Climate Change 2.4 應對氣候變化
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	2.4 Addressing Climate Change 2.4 應對氣候變化



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect A2: Use of Resources		
層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	2.2 Use of Resources in a Reasonable Way 2.2 合理使用資源
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	2.2 Use of Resources in a Reasonable Way 2.2 合理使用資源
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	2.2 Use of Resources in a Reasonable Way 2.2 合理使用資源
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	2.4 Addressing Climate Change 2.4 應對氣候變化
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	2.4 Addressing Climate Change 2.4 應對氣候變化
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	In view of the nature of the Group's business, this KPI is not applicable 鑒於本集團業務性質，本關鍵績效指標不適用
Aspect A3: The Environment and Natural Resources		
層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	2.3 Green Operation in Practice 2.3 踐行綠色運營
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	2.3 Green Operation in Practice 2.3 踐行綠色運營



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect A4: Climate Change 層面A4：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	2.4 Addressing Climate Change 2.4 應對氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	2.4 Addressing Climate Change 2.4 應對氣候變化
Subject Area B. Social 主要範疇B.社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3.1 Equality and Diversity 3.1 平等與多元化
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	3.1.3 Staff Composition 3.1.3 員工構成
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	3.1.3 Staff Composition 3.1.3 員工構成



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect B2: Health and Safety		
層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3.2 Health and Caring 3.2 健康與關愛
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	3.2 Health and Caring 3.2 健康與關愛
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	3.2 Health and Caring 3.2 健康與關愛
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	3.2 Health and Caring 3.2 健康與關愛
Aspect B3: Development and Training		
層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	3.3 Development and Growth 3.3 發展與成長
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	3.3 Development and Growth 3.3 發展與成長
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	3.3 Development and Growth 3.3 發展與成長



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	3.1.4 Labour Compliance 3.1.4 勞動合規
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	3.1.1 Equal Opportunities 3.1.1 平等機會
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Not applicable due to no violation during the Reporting Period 於報告期間無違規，不適用



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	4.3 Achieving Win-Win Cooperation 實現合作共贏
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	4.3 Achieving Win-Win Cooperation 實現合作共贏
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	4.3 Achieving Win-Win Cooperation 實現合作共贏
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	4.3 Achieving Win-Win Cooperation 實現合作共贏
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	4.3 Achieving Win-Win Cooperation 實現合作共贏



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4.1 Strict Compliance with Professional Quality 4.2 Provision of Quality Services 4.1 嚴守專業質量 4.2 提供優質服務
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	In view of the nature of the Group's business, this KPI is not applicable 鑒於本集團業務性質，本關鍵績效指標不適用
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	4.2.1 Customer Complaints 4.2.2 Customer Satisfaction 4.2.1 客戶投訴 4.2.2 客戶滿意度
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	4.2.4 Intellectual Property Rights 4.2.4 知識產權
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	4.1 Strict Compliance with Professional Quality Recall procedures are not applicable to the Group's business. 4.1 嚴守專業質量 產品回收程序不適用於本集團業務。
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	4.2.3 Data Security and Protection 4.2.3 數據安全與保護



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	4.4 Adherence to Business Compliance 4.4 堅持合規運營
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	4.4.2 Compliance and Anti-corruption 4.4.2 合規與反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	4.4.1 Business Ethics 4.4.2 Compliance and Anti-corruption 4.4.1 商業道德 4.4.2 合規與反貪污
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	4.4.2 Compliance and Anti-corruption 4.4.2 合規與反貪污



Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Section 對應章節
Community 社區		
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	4.5 Undertaking Social Responsibilities 4.5 承擔社會責任
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. Education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	4.5 Undertaking Social Responsibilities 4.5 承擔社會責任
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	N/A 不適用



Deloitte.

德勤

To The Shareholders Of China Leon Inspection Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致中國力鴻檢驗控股有限公司全體股東
(於開曼群島註冊成立的有限責任公司)

Opinion

We have audited the consolidated financial statements of China Leon Inspection Holding Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 160 to 316, which comprise the consolidated statement of financial position as at 31 December 2021, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) 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 International Standards on Auditing (“ISAs”). 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 International Ethics Standards Board for Accountants’ International Code of Ethics for Professional Accountants (including International Independence Standards) (the “IESBA Code”). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審計列載於第160至316頁的中國力鴻檢驗控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於2021年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策概要。

我們認為，該等綜合財務報表已根據《國際財務報告準則》(「《國際財務報告準則》」)真實而公允地反映了貴集團於2021年12月31日的綜合財務狀況及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基準

我們根據《國際審計準則》(「國際審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據國際會計師道德準則委員會的《專業會計師道德守則》(包括《國際獨立性準則》)(「道德守則」)，我們獨立於貴集團，並已履行道德守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。



Independent Auditor's Report (continued)

獨立核數師報告(續)

Key Audit Matter

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.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對該等事項提供單獨的意見。

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

貿易應收款項的減值評估

As at 31 December 2021, the Group's net trade receivables amounting to approximately HK\$134,783,000, which represented approximately 20% of total assets of the Group. As disclosed in note 42 to the consolidated financial statements, the Group's allowance for lifetime expected credit losses ("ECL") on trade receivables as at 31 December 2021 amounting to approximately HK\$3,540,000.

於2021年12月31日，貴集團之貿易應收款項淨額約為港幣134,783,000元，佔貴集團資產總值約20%。如綜合財務報表附註42所披露，於2021年12月31日，貴集團貿易應收款項之全期預期信貸損失（「預期信貸損失」）撥備約為港幣3,540,000元。

As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of lifetime ECL of the trade receivables individually for significant balances and based on provision matrix for remaining debtors.

誠如綜合財務報表附註4所披露，貴集團管理層個別地就重大結餘且基於撥備矩陣就剩餘債務人估計貿易應收款項之全期預期信貸損失金額。

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position.

我們將貿易應收款項之減值評估視為關鍵審計事項，原因是貿易應收款項對貴集團之綜合財務狀況意義重大。

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

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

我們對於貿易應收款項減值評估的程序包括：

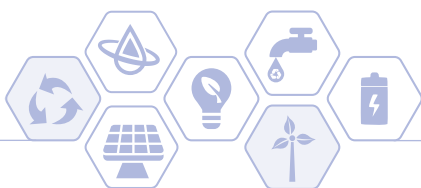
- Testing design and implementation of key controls on how the management estimates the loss allowance for credit losses of trade receivables; 測試有關管理層如何估計貿易應收款項減值損失的損失撥備之主要控制的設計及實施；
- Obtaining management's list of individually assessed trade receivables and checking the past settlement history, subsequent settlements, and relevant public search results relating to the financial circumstances of these customers; 獲取管理層個別評估的貿易應收款項清單，並檢查過往結算記錄、後續結算，以及與該等客戶財務狀況有關的相關公開搜尋結果；



Key Audit Matter (continued)

關鍵審計事項(續)

Key audit matter 關鍵審計事項	How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項
<p><i>Impairment assessment of trade receivables</i> 貿易應收款項的減值評估</p>	<ul style="list-style-type: none"><li data-bbox="836 620 1487 914">• Obtaining an understanding of management's basis and judgement in grouping of remaining debtors into different categories in the provision matrix and checking with our knowledge of customer credit risk characteristics; 了解管理層於撥備矩陣中將剩餘債務人分為不同類別的依據及判斷，並與我們對客戶信貸風險特徵的了解進行核對；<li data-bbox="836 957 1487 1250">• Testing the trade receivables aging report as at 31 December 2021 used by management to develop the provision matrix, on a sample basis, by comparing individual items in aging report with the relevant supporting documents; and 抽樣檢測管理層制定撥備矩陣所採用於2021年12月31日的貿易應收款項賬齡報告，方法為將賬齡報告個別項目比對相關證明文件；及<li data-bbox="836 1293 1487 1470">• Testing the arithmetic accuracy of management's calculation of migration rates and historical default rates in the provision matrix. 測試管理層於撥備矩陣中計算轉移率及過往違約率的算術準確性。



Independent Auditor's Report (continued)

獨立核數師報告(續)

Other Information

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

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

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

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

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

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

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

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及就此作出的核數師報告。

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

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

董事及管治層就綜合財務報表須承擔的責任

貴公司董事須負責根據《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯報所需的內部控制負責。

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

管治層負責監督 貴集團的財務報告過程。



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯報陳述取得合理保證，並僅對全體股東根據我們協定的委聘條款出具包括我們意見的核數師報告，除此以外，本報告並無其他用途。我們不會就核數師報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《國際審計準則》進行的審計，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關錯報可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯報的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。



Independent Auditor's Report (continued) 獨立核數師報告(續)

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

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

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

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與管治層溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現(包括我們在審計中識別出內部控制的任何重大缺陷)。



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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Tung Wai Lung Ricky.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

30 March 2022

核數師就審計綜合財務報表承擔的責任(續)

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

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

出具獨立核數師報告的審計項目合夥人是董偉龍。

德勤•關黃陳方會計師行

執業會計師

香港

2022年3月30日



Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2021
截至2021年12月31日止年度

		Notes 附註	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Revenue	收入	5	818,828	649,904
Cost of sales	銷售成本		(472,437)	(372,833)
Gross profit	毛利		346,391	277,071
Other income and other gains and losses	其他收入以及其他收益及虧損	7	11,758	14,176
Selling and distribution expenses	銷售及分銷開支		(28,106)	(17,805)
Administrative expenses	行政開支		(182,978)	(156,091)
Reversal of impairment losses (impairment losses) under expected credit loss model, net	預期信貸損失模型下的減值虧損撥回(減值虧損)淨額		636	(1,267)
Fair value changes of financial assets and liabilities at fair value through profit or loss	按公允價值計入損益的金融資產及負債之公允價值變動		(7,990)	923
Other expenses	其他開支		(23,205)	(12,827)
Finance costs	融資成本	8	(3,745)	(4,432)
Profit before tax	稅前利潤		112,761	99,748
Income tax expense	所得稅開支	9	(23,087)	(19,752)
Profit for the year	年內利潤	10	89,674	79,996
Attributable to:	以下各項應佔：			
Owners of the Company	本公司擁有人		49,836	52,455
Non-controlling interests	非控股權益		39,838	27,541
			89,674	79,996



Consolidated Statement of Profit or Loss and Other Comprehensive Income (continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

	Notes 附註	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Other comprehensive income (expense):	其他全面收益(開支):		
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目:</i>		
Exchange differences on translation from functional currency to presentation currency	功能貨幣換算為呈列貨幣之匯兌差額	23,385	17,365
Fair value change on investment in equity instrument at fair value through other comprehensive income	按公允價值計入其他全面收益的股本工具投資的公允價值變動	-	(936)
<i>Item that may be reclassified to profit or loss in subsequent periods:</i>	<i>於隨後期間可能重新分類至損益的項目:</i>		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	(1,714)	745
Other comprehensive income for the year, net of income tax	年內其他全面收益，扣除所得稅	21,671	17,174
Total comprehensive income for the year	年內全面收益總額	111,345	97,170
Attributable to:	以下各項應佔:		
Owners of the Company	本公司擁有人	70,759	71,165
Non-controlling interests	非控股權益	40,586	26,005
		111,345	97,170
Earnings per share attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔每股盈利		
Basic	基本	14 HK11.43 cents 11.43港仙	HK11.94 cents 11.94港仙
Diluted	攤薄	14 HK11.38 cents 11.38港仙	HK11.94 cents 11.94港仙



Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2021
於2021年12月31日

		Notes 附註	At 31 December 2021 於2021年 12月31日 HK\$'000 港幣千元	At 31 December 2020 於2020年 12月31日 HK\$'000 港幣千元 (Restated) (經重列)	At 1 January 2020 於2020年 1月1日 HK\$'000 港幣千元 (Restated) (經重列)
Non-current assets	非流動資產				
Property, plant and equipment	物業、廠房及設備	15	204,969	177,647	156,673
Right-of-use assets	使用權資產	16	67,399	36,435	41,399
Investment properties	投資物業	17	20,673	21,577	21,672
Goodwill	商譽	18	30,348	20,939	20,647
Intangible assets	無形資產	19	2,956	3,636	4,252
Financial assets at fair value through profit or loss	按公允價值計入損益的 金融資產	20	7,331	–	–
Financial assets at fair value through other comprehensive income ("FVTOCI")	按公允價值計入其他全面 收益的金融資產		–	–	905
Deferred tax assets	遞延稅項資產	27	590	618	329
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	22	1,189	12,363	6,484
			335,455	273,215	252,361
Current assets	流動資產				
Trade receivables	貿易應收款項	21	134,783	128,938	105,875
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	22	36,585	25,431	18,620
Pledged deposits	已抵押存款	23	8,672	931	921
Cash and cash equivalents	現金及現金等價物	23	150,636	93,726	84,810
			330,676	249,026	210,226
Current liabilities	流動負債				
Trade payables	貿易應付款項	24	39,513	41,873	50,859
Contract liabilities	合約負債	25	2,794	4,733	3,774
Other payables and accruals	其他應付款項及應計項目	26	54,490	63,866	47,830
Borrowings	借款	28	19,437	29,690	61,455
Tax payable	應納稅款		11,814	11,587	1,664
Lease liabilities	租賃負債	29	11,796	15,846	15,251
Convertible bonds	可換股債券	30	57,953	–	–
Total current liabilities	流動負債總額		197,797	167,595	180,833
Net current assets	流動資產淨值		132,879	81,431	29,393
Total assets less current liabilities	資產總值減流動負債		468,334	354,646	281,754



Consolidated Statement of Financial Position (continued)

綜合財務狀況表(續)

At 31 December 2021
於2021年12月31日

		Notes	At 31 December 2021 於2021年 12月31日 HK\$'000 港幣千元	At 31 December 2020 於2020年 12月31日 HK\$'000 港幣千元 (Restated) (經重列)	At 1 January 2020 於2020年 1月1日 HK\$'000 港幣千元 (Restated) (經重列)
Non-current liabilities	非流動負債				
Borrowings	借款	28	3,463	10,487	9,513
Deferred tax liabilities	遞延稅項負債	27	4,690	4,600	5,753
Lease liabilities	租賃負債	29	33,582	15,641	20,006
			41,735	30,728	35,272
Net assets	資產淨值		426,599	323,918	246,482
Capital and reserves	資本及儲備				
Share capital	股本	31	172	155	155
Reserves	儲備	35	347,466	297,412	248,304
Equity attributable to owners of the Company	本公司擁有人應佔權益		347,638	297,567	248,459
Non-controlling interests	非控股權益		78,961	26,351	(1,977)
Total equity	權益總額		426,599	323,918	246,482

The consolidated financial statements on pages 160 to 316 were approved and authorised for issue by the Board of Directors on 30 March 2022 and are signed on its behalf by:

第160至316頁的綜合財務報表已於2022年3月30日經董事會批准並授權刊發，並由以下人士代表簽署：

LI Xiangli

李向利

DIRECTOR

董事

YANG Rongbing

楊榮兵

DIRECTOR

董事



Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2021
截至2021年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Capital reserve	Statutory reserves	Share-based compensation reserve	Shares held for share award scheme	FVTOCI reserve	Exchange fluctuation reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	資本儲備	法定儲備	以股份為基礎的補償儲備	股份獎勵計劃所持股份	按公允價值計入其他全面收益的儲備	匯兌波動儲備	保留利潤	合計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(Note (a)) (附註(a))	(Note (b)) (附註(b))	(Note (c)) (附註(c))							
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	155	110,367	27,964	3,464	-	(2,467)	(5,584)	114,560	248,459	(1,977)	246,482
Profit for the year	年內利潤	-	-	-	-	-	-	-	52,455	52,455	27,541	79,996
Other comprehensive (expense) income for the year	年內其他全面(開支)收益	-	-	-	-	-	(936)	19,646	-	18,710	(1,536)	17,174
Total comprehensive (expense) income for the year	年內全面(開支)收益總額	-	-	-	-	-	(936)	19,646	52,455	71,165	26,005	97,170
2019 final dividend declared and paid (note 13)	已宣派及派付的2019年末期股息(附註13)	-	-	-	-	-	-	-	(16,400)	(16,400)	-	(16,400)
Equity-settled share compensation expense (note 32)	以權益結算的股份補償開支(附註32)	-	-	-	263	-	-	-	-	263	-	263
Shares purchased for share award scheme (note 33)	為股份獎勵計劃購買之股份(附註33)	-	-	-	-	(5,920)	-	-	-	(5,920)	-	(5,920)
Transfer from retained profits	保留利潤轉撥	-	-	3,968	-	-	-	-	(3,968)	-	-	-
Capital contribution from non-controlling interest of a subsidiary	一間附屬公司之非控股權益注資	-	-	-	-	-	-	-	-	-	2,323	2,323
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	155	110,367	31,932	3,727	(5,920)	(3,403)	14,062	146,647	297,567	26,351	323,918
Profit for the year	年內利潤	-	-	-	-	-	-	-	49,836	49,836	39,838	89,674
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	-	-	20,923	-	20,923	748	21,671
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	20,923	49,836	70,759	40,586	111,345
2020 final dividend declared and paid (note 13)	已宣派及派付的2020年末期股息(附註13)	-	-	-	-	-	-	-	(18,030)	(18,030)	-	(18,030)
2021 interim dividend declared and paid (note 13)	已宣派及派付的2021年中期股息(附註13)	-	-	-	-	-	-	-	(9,844)	(9,844)	-	(9,844)
Equity-settled share compensation expense (notes 32 and 33)	以權益結算的股份補償開支(附註32及33)	-	-	-	9,398	-	-	-	-	5,228	-	9,398
Shares purchased for share award scheme (note 33)	為股份獎勵計劃購買之股份(附註33)	-	-	-	-	(6,309)	-	-	-	(6,309)	-	(6,309)
Award shares vested	已歸屬獎勵股份	-	-	-	(4,170)	3,757	-	-	413	-	-	-
Bonus issue of shares	發行紅股	16	86,243	-	-	-	-	-	(86,259)	-	-	-
Issue of shares upon exercise of share options	行使購股權後發行股份	1	5,151	-	(1,055)	-	-	-	-	4,097	-	4,097
Transfer from retained profits	保留利潤轉撥	-	-	3,563	-	-	-	-	(3,563)	-	-	-
Capital contribution from non-controlling interest of a subsidiary	一間附屬公司之非控股權益注資	-	-	-	-	-	-	-	-	-	6,097	6,097
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	-	-	-	-	-	-	-	-	5,927	5,927
At 31 December 2021	於2021年12月31日	172	201,761	35,495	7,900	(8,472)	(3,403)	34,985	79,200	347,638	78,961	426,599



Consolidated Statement of Changes in Equity (continued)

綜合權益變動表(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

Notes:

- (a) The amounts represent for (i) the share premium of the issued share capital of the Company; (ii) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Company in prior years; (iii) the difference between the fair value of the capital injections from non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; (iv) the difference between the consideration paid to non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; and (v) the deemed contribution from non-controlling interest determined by the difference between the principal amount and the fair value of other loans at initial recognition.
- (b) As stipulated by the relevant laws and regulations of the People's Republic of China (the "PRC"), before distribution of the net profit each year, each of the Group's subsidiaries established in the PRC shall set aside 10% of its net profit after taxation to the statutory reserves. The reserve fund can only be used, upon approval by the board of directors of these PRC established subsidiaries and by the relevant authority, to offset accumulated losses or increase capital. During the year ended 31 December 2021, HK\$3,563,000 (2020: HK\$3,968,000 (Restated)) were transferred from retained profits to the statutory reserves.
- (c) The amount represents the share option and share award expenses as disclosed in notes 32 and 33, respectively.

附註：

- (a) 該等金額為(i)本公司已發行股本之股份溢價；(ii)本公司已發行普通股面值與透過根據本公司過往年度重組進行股份交換所收購附屬公司之股本之間的差額；(iii)來自非控股股東注資之公允價值與非控股權益應佔附屬公司賬面值之間的差額；(iv)已付非控股股東代價與非控股權益應佔附屬公司賬面值之間的差額；及(v)按其他貸款於初始確認時之本金與公允價值之間的差額釐定之視作非控股權益注資。
- (b) 根據中華人民共和國(「中國」)相關法律及法規規定，本集團在中國成立的各附屬公司每年均須撥出除稅後淨利潤的10%作法定儲備，然後方可分派淨利潤。儲備金僅可用於抵銷累計虧損或增加資本，惟須經該等於中國成立的附屬公司的董事會及相關機關批准。截至2021年12月31日止年度，自保留利潤轉撥至法定儲備的金額為港幣3,563,000元(2020年：港幣3,968,000元(經重列))。
- (c) 該金額指附註32及33分別披露的購股權及股份獎勵開支。



Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2021
截至2021年12月31日止年度

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
OPERATING ACTIVITIES	經營活動		
Profit before tax	稅前利潤	112,761	99,748
Adjustments for:	已就下列各項作出調整：		
Finance costs	融資成本	3,745	4,432
Income from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產所得收入	(136)	-
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	25,844	23,299
Depreciation of right-of-use assets	使用權資產的折舊	15,503	15,278
Depreciation of investment properties	投資物業的折舊	1,560	1,469
Amortisation of intangible assets	無形資產攤銷	777	757
Loss on disposals of items of property, plant and equipment, net	出售物業、廠房及設備項目的虧損，淨額	96	181
Fair value changes of financial assets and liabilities at fair value through profit or loss	按公允價值計入損益的金融資產及負債的公允價值變動	7,990	(923)
(Reversal of impairment losses) impairment losses on trade receivables, net	貿易應收款項的(減值虧損撥回)減值虧損，淨額	(636)	1,267
Equity-settled share compensation expense	以權益結算的股份補償開支	9,398	263
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	176,902	145,771
Decrease/(increase) in trade receivables	貿易應收款項減少/(增加)	1,201	(16,328)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(6,930)	(11,924)
Decrease in trade payables	貿易應付款項減少	(4,020)	(11,288)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	(2,048)	691
(Decrease)/increase in other payables and accruals	其他應付款項及應計項目(減少)/增加	(7,304)	19,941
Cash generated from operations	經營產生的現金	157,801	126,863
Income tax paid	已付所得稅	(23,139)	(11,429)
Net cash from operating activities	經營活動所得現金淨額	134,662	115,434



Consolidated Statement of Cash Flows (continued)

綜合現金流量表(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

		Notes 附註	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
INVESTING ACTIVITIES				
投資活動				
Purchases of property, plant and equipment and intangible assets	購買物業、廠房及設備以及無形資產		(45,165)	(35,614)
Proceeds from disposals of property, plant and equipment	出售物業、廠房及設備所得款項		5,750	7,019
Withdrawal of pledged deposits	提取已抵押存款		945	-
Placement of pledged deposits	存入已抵押存款		(8,548)	-
Purchase of financial assets at fair value through profit or loss	購買按公允價值計入損益的金融資產		(7,264)	-
Acquisition of subsidiaries, net of cash acquired	收購附屬公司，扣除獲取的現金	36	(8,788)	(9,016)
Income received from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產所得收入		136	-
Disposals of financial assets at fair value through profit or loss	出售按公允價值計入損益的金融資產		-	950
Proceed for disposal of an associate	出售一間聯營企業所得款項		-	7,363
Deposit paid for purchase of leasehold land	購買租賃土地之已付按金		-	(9,857)
Net cash used in investing activities	投資活動所用現金淨額		(62,934)	(39,155)
FINANCING ACTIVITIES				
融資活動				
Contributions from non-controlling interest	非控股權益注資		6,097	2,323
New bank loans and other loans	新增銀行貸款及其他貸款		50,030	59,381
Repayment of bank loans and other loans	償還銀行貸款及其他貸款		(67,766)	(94,629)
Proceeds on issue of convertible bonds	發行可換股債券所得款項		50,000	-
Repayment of lease liabilities	償還租賃負債		(20,430)	(10,986)
Interest paid	已付利息		(6,340)	(5,410)
Proceeds from issue of shares	發行股份所得款項		4,097	-
Dividend paid	已付股息		(27,874)	(16,400)
Purchase of shares for share award scheme	為股份獎勵計劃購買之股份	33	(6,309)	(5,920)
Net cash used in financing activities	融資活動所用現金淨額		(18,495)	(71,641)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額		53,233	4,638
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初的現金及現金等價物		93,726	84,810
Effect of foreign exchange rate changes, net	外匯匯率變動的影響，淨額		3,677	4,278
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終的現金及現金等價物		150,636	93,726



Notes to the Consolidated Financial Statements

綜合財務報表附註

For the year ended 31 December 2021
截至2021年12月31日止年度

1. General Information

China Leon Inspection Holding Limited (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands on 29 July 2015. The registered office address of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal places of business are Suite 1015, 10/F, Ocean Centre, Harbour City, Kowloon and Building No. 78, Zhuyuan Road, No 12 District, Tianzhu Free Trade Zone, Beijing, China. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited from 12 July 2016.

The Company is an investment holding company and the principal activities of its subsidiaries are set out in note 44. The Company and its subsidiaries are collectively referred to as the “Group”.

The functional currency of the Company is Renminbi (“RMB”).

Previously, the directors of the Company (the “Directors”) prepared the consolidated financial statements of the Group in RMB. During the year ended 31 December 2021, the Directors changed the presentation currency of the consolidated financial statements from RMB to Hong Kong dollars (“HK\$”) as the directors of the Company consider that it is an appropriate presentation for a company listed in Hong Kong and for the convenience of the shareholders of the Company.

1. 一般資料

中國力鴻檢驗控股有限公司(「本公司」)為一家於2015年7月29日於開曼群島註冊成立的獲豁免有限責任公司。本公司註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，而主要營業地點為九龍海港城海洋中心10樓1015室及中國北京天竺綜合保稅區竺園路12號院78號樓。本公司股份自2016年7月12日已於香港聯合交易所有限公司上市。

本公司為一家投資控股公司，其附屬公司的主營業務載於附註44。本公司及其附屬公司統稱為「本集團」。

本公司功能貨幣為人民幣(「人民幣」)。

本公司董事(「董事」)過往以人民幣編製本集團綜合財務報表。截至2021年12月31日止年度，董事將綜合財務報表的呈列貨幣由人民幣變更為港幣(「港幣」)，乃由於董事認為此就香港上市公司而言屬適當的呈列方式，並可為本公司股東提供便利。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (the “IASB”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendment to IFRS 16	Covid-19-Related Rent Concessions
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee of the IASB issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

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

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)

本年度強制生效的經修訂《國際財務報告準則》

於本年度，本集團首次應用下列由國際會計準則委員會(「國際會計準則委員會」)所頒佈於2021年1月1日或之後開始的年度期間強制生效的經修訂《國際財務報告準則》編製綜合財務報表：

《國際財務報告準則》第16號之修訂	新型冠狀病毒相關租金寬免
《國際財務報告準則》第9號、 《國際會計準則》第39號、 《國際財務報告準則》第7號、 《國際財務報告準則》第4號及 《國際財務報告準則》第16號之修訂	利率基準改革 – 第2階段

此外，本集團應用國際會計準則委員會下設國際財務報告準則詮釋委員會於2021年6月頒佈之議程決定，當中澄清實體於釐定存貨的可變現淨值時應將成本計入「銷售必要的估計成本」。

於本年度應用《國際財務報告準則》之修訂對本集團當前及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露概無重大影響。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

New and amendments to IFRSs in issue but not yet effective

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

IFRS 17	Insurance Contracts and the related Amendments ³
Amendments to IFRS 3	Reference to the Conceptual Framework ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendment to IFRS 16	Covid-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to IAS 8	Definition of Accounting Estimates ³
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use ²
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018–2020 ²

- 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
- ⁴ Effective for annual periods beginning on or after a date to be determined

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》

本集團並無提早應用以下已頒佈但尚未生效的新訂及經修訂的《國際財務報告準則》：

《國際財務報告準則》第17號	保險合約及相關之修訂 ³
《國際財務報告準則》第3號之修訂	提述概念框架 ²
《國際財務報告準則》第10號及《國際會計準則》第28號之修訂	投資者與其聯營企業或合營企業之間的資產出售或投入 ⁴
《國際財務報告準則》第16號之修訂	2021年6月30日後的新型冠狀病毒相關租金寬免 ¹
《國際會計準則》第1號之修訂	將負債分類為流動或非流動 ³
《國際會計準則》第1號及《國際財務報告準則》實務公告第2號之修訂	會計政策之披露 ³
《國際會計準則》第8號之修訂	會計估計的定義 ³
《國際會計準則》第12號之修訂	與單一交易所產生資產及負債相關的遞延稅項 ³
《國際會計準則》第16號之修訂	物業、廠房及設備—作擬定用途前的所得款項 ²
《國際會計準則》第37號之修訂	虧損性合約—履行合約的成本 ²
《國際財務報告準則》標準之修訂	《國際財務報告準則》2018–2020年之年度改進 ²

- ¹ 於2021年4月1日或之後開始的年度期間生效
- ² 於2022年1月1日或之後開始的年度期間生效
- ³ 於2023年1月1日或之後開始的年度期間生效
- ⁴ 於待定日期或之後開始的年度期間生效



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

New and amendments to IFRSs in issue but not yet effective (continued)

Except for the amendments to IFRSs mentioned below, the Directors anticipate that the application of all other new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to IFRS 3 Reference to the Conceptual Framework

The amendments:

- update a reference in IFRS 3 *Business Combinations* so that it refers to the *Conceptual Framework for Financial Reporting* issued by the IASB in March 2018 (the “Conceptual Framework”) instead of the International Accounting Standards Committee’s *Framework for the Preparation and Presentation of Financial Statements* (replaced by the *Conceptual Framework for Financial Reporting* issued in September 2010);
- add a requirement that, for transactions and other events within the scope of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* or IFRIC 21 *Levies*, an acquirer applies IAS 37 or IFRIC 21 instead of Conceptual Framework to identify the liabilities it has assumed in a business combination; and
- add an explicit statement that an acquirer does not recognise contingent assets acquired in a business combination.

The Group will apply the amendments prospectively to business combinations for which the date of acquisition is on or after the beginning of the first annual period beginning on or after 1 January 2022.

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》(續)

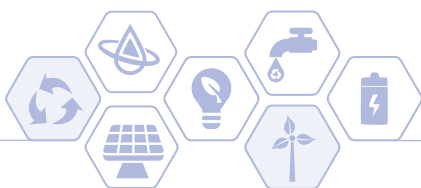
除下文所述的經修訂《國際財務報告準則》外，董事預期應用所有其他新訂及經修訂《國際財務報告準則》將不會於可預見未來對綜合財務報表構成重大影響。

《國際財務報告準則》第3號提述概念框架之修訂

該等修訂：

- 更新對《國際財務報告準則》第3號 *業務合併* 的提述，致使其提述國際會計準則理事會於2018年3月所頒佈之 *財務報告概念框架* (「概念框架」)，而非國際會計準則委員會所頒佈之編製及呈列財務報表的框架 (其已由於2010年9月所頒佈之 *財務報告概念框架* 取代)；
- 添加一項規定，就《國際會計準則》第37號 *撥備、或有負債及或有資產* 或國際財務報告詮釋委員會詮釋第21號 *徵費範圍* 內的交易及其他事件而言，收購方應用《國際會計準則》第37號或國際財務報告詮釋委員會詮釋第21號而非概念框架以識別其於業務合併中所承擔的負債；及
- 添加一項明確聲明，即收購方不會確認於一項業務合併中所收購的或有資產。

本集團將對收購日期為於2022年1月1日或之後開始的首個年度期間開始或之後的業務合併前瞻性應用該等修訂。



For the year ended 31 December 2021
截至2021年12月31日止年度

2. Application of New and Amendments to International Financial Reporting Standards (“IFRSs”) (continued)

New and amendments to IFRSs in issue but not yet effective (continued)

Amendments to IAS 1 Classification of Liabilities as Current or Non-current

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

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and
- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 *Financial Instruments: Presentation*.

Based on the Group's outstanding liabilities as at 31 December 2021, the application of the amendments will not result in reclassification of the Group's liabilities.

2. 應用新訂及經修訂的《國際財務報告準則》(「《國際財務報告準則》」)(續)

已頒佈但尚未生效的新訂及經修訂《國際財務報告準則》(續)

《國際會計準則》第1號將負債分類為流動或非流動之修訂

該等修訂為評估將結算期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 訂明負債應基於報告期末存在的權利而分類為流動或非流動。具體而言，該等修訂澄清：
 - (i) 該分類不受管理層在12個月內結算負債的意圖或預期所影響；及
 - (ii) 倘該權利以遵守契諾為前提，即使貸款人於較後日期才測試是否符合條件，該權利於報告期末在符合有關條件的情況下仍然存在；及
- 澄清倘負債具有條款，可由對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用《國際會計準則》第32號*金融工具：呈列*將選擇權單獨確認為股本工具時，該等條款方不會對其分類為流動或非流動造成影響。

根據本集團於2021年12月31日的未償還負債，應用該等修訂並不會導致重新分類本集團的負債。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies

3.1 Basis of preparation of consolidated financial statements

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

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

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

3. 編製綜合財務報表的基準及重大會計政策

3.1 編製綜合財務報表的基準

綜合財務報表按照國際會計準則理事會頒佈的《國際財務報告準則》擬備。就編製綜合財務報表而言，倘資料合理預期將影響主要使用者所作的決定，則有關資料會被視為重大。此外，綜合財務報表包括《香港聯合交易所有限公司證券上市規則》（「《上市規則》」）及香港《公司條例》規定的適用披露。

綜合財務報表乃按歷史成本基準擬備，惟若干金融工具按於各報告期末公允價值計量，如下文列示的會計政策所闡釋。

歷史成本一般按交換貨品及服務的代價的公允價值計算。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.1 Basic of preparation of consolidated financial statements (continued)

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.1 編製綜合財務報表的基準(續)

公允價值指於計量日市場參與者之間於有序交易中出售資產可收取或轉讓負債應支付的價格(不論該價格是否可直接觀察或使用其他估值方法估計得出)。於估計資產或負債的公允價值時，本集團會考慮市場參與者於計量日對資產或負債定價時所考慮的資產或負債特點。該等綜合財務報表中作計量及/或披露用途的公允價值乃按此基準釐定，惟《國際財務報告準則》第2號以股份為基礎的付款範圍內的以股份為基礎的付款交易、根據《國際財務報告準則》第16號租賃列賬的租賃交易，以及與公允價值計量相似但並非公允價值的計量(例如《國際會計準則》第2號存貨的可變現淨值或《國際會計準則》第36號資產減值的使用價值)除外。

按公允價值交易的金融工具，凡於其後期間應用以不可觀察數據計量公允價值的估值方法，估值方法應予校正，以致初步確認時，估值方法的結果相等於交易價格。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.1 Basic of preparation of consolidated financial statements (continued)

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

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

3.2 Significant accounting policies

Basis of consolidation

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.1 編製綜合財務報表的基準(續)

此外，為進行財務申報，公允價值計量乃根據公允價值計量輸入值的可觀察程度及輸入值對公允價值計量整體的重要性分類為第一層、第二層或第三層，詳情載列如下：

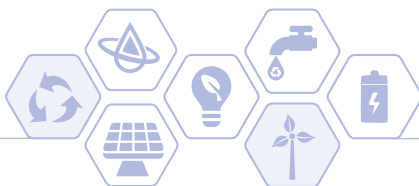
- 第一層輸入值為相同資產或負債於實體可進入的活躍市場在計量日期的報價(未經調整)；
- 第二層輸入值為資產或負債可直接或間接觀察的輸入值(不包括計入第一層的報價)；及
- 第三層輸入值為資產或負債不可觀察的輸入值。

3.2 重大會計政策

綜合基準

綜合財務報表包括本公司以及本公司及其附屬公司所控制實體(包括結構性實體)的財務報表。當本公司符合以下要素時，則取得控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔浮動回報的風險或享有權利；及
- 有能力使用其權力影響其回報。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

附屬公司的綜合入賬於本集團取得有關附屬公司的控制權起開始，並於本集團失去有關附屬公司的控制權時終止。具體而言，年內所收購或出售附屬公司的收益及開支乃自本集團取得控制權日期起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司的日期為止。

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

於必要時，將對附屬公司的財務報表作出調整，以令彼等的會計政策與本集團的會計政策一致。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

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

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

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、開支及現金流量於綜合時悉數對銷。

於附屬公司的非控股權益與本集團於當中的權益分開呈列，指現時賦予其持有人權利於清盤時按比例分佔相關附屬公司資產淨值之所有權權益。

本集團於現有附屬公司權益的變動

本集團於附屬公司權益出現變動，但並無導致本集團失去該等附屬公司的控制權，均以權益交易入賬。本集團相關權益部分與非控股權益的賬面值均予以調整，以反映彼等於附屬公司的相關權益的變動，包括本集團與非控股權益根據彼等所佔權益比例重新歸屬的相關儲備。

非控股權益的調整金額與已付或已收代價公允價值間的任何差額直接於權益確認，並歸屬於本公司擁有人。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Basis of consolidation (continued)

Changes in the Group's interests in existing subsidiaries (continued)

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 *Financial Instruments* or, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

綜合基準(續)

本集團於現有附屬公司權益的變動(續)

倘本集團失去一家附屬公司的控制權，則該附屬公司的資產及負債以及非控股權益(如有)予以取消確認。收益或虧損會於損益中確認，並按(i)所收代價的公允價值及任何保留權益的公允價值總額與(ii)本公司擁有人應佔該附屬公司資產(包括商譽)，及負債的賬面值之差額計算。所有先前於其他全面收益中就該附屬公司確認的款額，乃視同本集團已直接出售相關附屬公司的資產或負債入賬(即按適用《國際財務報告準則》之規定/容許者，重新分類至損益或轉撥至權益的另一類別)。於失去控制權當日，於前附屬公司保留的任何投資的公允價值根據《國際財務報告準則》第9號《金融工具》於其後入賬時被列作初始確認的公允價值或(如適用)於一間聯營企業或合營企業之投資的初始確認成本。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Business combinations

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

Except for certain recognition exemptions, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the International Accounting Standards Committee's Framework for the Preparation and Presentation of Financial Statements (replaced by the Conceptual Framework for Financial Reporting issued in September 2010).

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購

選擇性集中度測試

本集團可按逐筆交易選擇採用選擇性集中度測試，該測試允許對所收購的一組活動和資產是否不屬於一項業務進行簡化評估。倘所收購總資產的絕大部分公允價值集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。所評估的總資產不包括現金及現金等價物、遞延稅項資產及受遞延稅項負債影響而產生的商譽。倘符合集中度測試，則該組活動及資產獲釐定並非業務，亦毋須作進一步評估。

業務合併

收購業務採用收購法入賬。業務合併中所轉讓代價按公允價值計量，而有關金額乃按本集團所轉讓資產、本集團向被收購方前擁有人所產生負債及本集團於交換被收購方控制權時所發行股本權益的收購日期公允價值之總額計量。收購相關成本一般於產生時在損益確認。

除若干確認豁免外，所收購的可識別資產及所承擔的負債必須符合國際會計準則委員會所頒佈之編製及呈列財務報表的框架(其已由於2010年9月所頒佈之財務報告概念框架取代)內資產及負債的定義。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

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

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in IFRS 16) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favourable or unfavourable terms of the lease when compared with market terms.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購(續)

業務合併(續)

於收購日，所收購的可識別資產及所承擔的負債按公允價值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關的資產或負債，分別根據《國際會計準則》第12號*所得稅*及《國際會計準則》第19號*僱員福利*確認及計量；
- 與被收購方以股份為基礎的付款安排或以本集團訂立以股份為基礎的付款安排取代被收購方以股份為基礎的付款安排相關的負債或股本工具乃於收購日期根據《國際財務報告準則》第2號計量(見下文會計政策)；
- 根據《國際財務報告準則》第5號*持作出售的非流動資產及已終止經營業務*分類為持作出售的資產(或出售組別)則根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見《國際財務報告準則》第16號)的現值確認及計量，猶如收購的租賃於收購日期為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並進行調整以反映與市場條款相比租賃的有利或不利條款。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Business combinations or asset acquisitions (continued)

Business combinations (continued)

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

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

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

業務合併或資產收購(續)

業務合併(續)

於商譽應按所轉讓的代價、在被收購方的任何非控股權益金額以及收購方先前在被收購方持有的權益(如有)的公允價值的總額超過收購日期所取得的可識別資產和所承擔的負債相抵後的淨額的差額進行計量。如果在重新評估後，收購日期所取得的可識別資產和所承擔的負債相抵後的淨額超過所轉讓的代價、在被收購方的任何非控股權益金額以及收購方先前在被收購方持有的權益(如有)的公允價值的總額，超出的差額立即作為議價購買收益計入損益。

代表當前所有權權益並使其持有者有權在清算時享有相關附屬公司資產淨值的比例份額的非控股權益，可按非控股權益享有被收購方可識別資產淨值已確認金額的份額或按公允價值進行初始計量。按個別交易基準選擇計量基準，而其他類別的非控股權益則按公允價值計量。

商譽

收購業務而產生的商譽乃按成本(於收購業務當日確定)(參閱上文會計政策)減任何累計減值虧損(如有)入賬。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Goodwill (continued)

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or group of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGUs) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGUs).

On disposal of the relevant CGU or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the CGU (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

商譽(續)

就減值測試而言，商譽會被分配至預期因合併的協同效應而獲益的本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，即指就內部管理而言監控商譽的最低層級且不大於經營分部的單位。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於有跡象顯示有關單位可能出現減值時更頻密地進行減值測試。就於報告期內因收購而產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於該報告期末前進行減值測試。若可收回金額少於其賬面值，則減值虧損會先分配以扣減任何商譽的賬面值，其後按該單位內各項資產賬面值的比例分配至該單位(或現金產生單位組別)的其他資產。

當出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，商譽的應佔金額將於釐定出售損益金額時計算在內。本集團出售現金產生單位(或現金產生單位組別內的現金產生單位)內的業務時，出售的商譽金額基於所出售業務(或現金產生單位)的相關價值及保留的現金產生單位部分(或現金產生單位組別)計量。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers

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

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

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

客戶合約收入

當(或於)完成履約責任時,本集團確認收入,即於特定履約責任的相關服務的「控制權」轉讓予客戶時確認。

履約責任指一項明確服務(或一批服務)或一系列大致相同的明確服務。

控制權隨時間轉移,而倘滿足以下其中一項標準,則收入乃參照完全滿足相關履約責任的進展情況而隨時間確認:

- 隨本集團履約,客戶同時取得並耗用本集團履約所提供的利益;
- 本集團的履約創建或強化一項資產,該資產於本集團履約之時即由客戶控制;或
- 本集團的履約並未產生對本集團有替代用途的資產,且本集團對迄今已完成履約的款項具有可執行權利。

否則,收入於客戶獲得明確服務控制權的時間點確認。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

客戶合約收入(續)

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利(尚未成為無條件)。其根據《國際財務報告準則》第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已可自客戶收取代價)，而須轉讓服務予客戶的責任。

與相同合約有關的合約資產及合約負債均按淨額基準入賬及呈列。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Revenue from contracts with customers (continued)

Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation

Output method

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the services transferred to the customer to date relative to the remaining services promised under the contract, that best depict the Group's performance in transferring control of services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date (please specify – for example, service contracts in which the Group bills a fixed amount for each hour of service provided), the Group recognises revenue in the amount to which the Group has the right to invoice.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

客戶合約收入(續)

隨時間確認收入：計量完全達成履約責任的進度

輸出法

完全達成履約責任的進度乃基於輸出法計量，即按迄今向客戶轉讓的服務相對根據合約承諾的餘下服務的價值之直接計量基準確認收入，其最能反映本集團於轉讓服務控制權方面的履約情況。

作為可行權宜方法，倘本集團有權收取代價，而代價金額與迄今本集團完成的履約價值直接相關(請說明—例如，本集團就所提供每小時服務收取固定金額的服務合約)，則本集團按有權開具發票的金額確認收入。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases

Definition of a lease

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

For contracts entered into or modified or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃

租賃的定義

倘合約獲給予權利在一段時間內使用已識別資產以換取代價，則該合約為租賃或包含租賃。

對於業務合併所訂立或修訂或產生的合約，本集團根據《國際財務報告準則》第16號項下的定義，於開始、修訂或收購日期(如適用)評估合約是否是一項租賃或包含一項租賃。除非合約條款及條件在後續發生變更，否則不會對此類合約進行重新評估。作為可行權宜方法，倘本集團合理預期對綜合財務報表造成的影響與組合中的個別租賃並無重大差異時，則具類似特徵的租賃按租賃組合基準入賬。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease component and are accounted for by applying other applicable standards.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability; and
- any lease payments made at or before the commencement date, less any lease incentives received.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人

將代價分配至合約成分

倘合約包含一個租賃組成部分以及一個或多個額外的租賃或非租賃組成部分，則本集團應基於租賃組成部分的相關單獨價格及非租賃組成部分的單獨價格總和，將合約中的代價在各租賃組成部分之間進行分攤。

非租賃部分與租賃部分分開，並採用其他適用標準入賬。

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；及
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets (continued)

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

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

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產(續)

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

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自開始日期至使用壽命結束計提折舊。否則，使用權資產應按估計使用壽命及租賃期兩者中的較短者以直線法計提折舊。

本集團於綜合財務狀況表內將並不符合投資物業定義的使用權資產呈列為單獨項目。

可退回租賃按金

已付可退回租賃按金乃根據《國際財務報告準則》第9號入賬，初步按公允價值計量。初始確認時對公允價值作出的調整被視為額外租賃付款且計入使用權資產成本。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease liabilities

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

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何已收租賃優惠；
- 根據剩餘價值擔保預期應支付的金額；
- 本集團合理確定將予行使購買選擇權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則計入終止租賃的罰款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessee (continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修訂

倘出現以下情況，本集團會將租賃修訂作為一項單獨的租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款的經修訂租賃的租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修訂後的合約包含租賃成分和一個或多個其他租賃或非租賃成分時，本集團會根據租賃成分的相對獨立價格及非租賃成分的總獨立價格將修訂後的合約中的代價分配至各租賃成分。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

Allocation of consideration to components of a contract

When a contract includes both leases and non-lease components, the Group applies IFRS 15 *Revenue from Contracts with Customers* to allocate consideration in a contract to lease and non-lease components. Non-lease components are separated from lease component on the basis of their relative stand-alone selling prices.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團作為出租人的租賃分類為融資租賃或經營租賃。當租賃的條款實質上將與相關資產所有權相關的所有風險及報酬轉讓給承租人時，該項合約被歸類為融資租賃。所有其他租賃應歸類為經營租賃。

經營租賃的租金收入在相關租賃期限內按照直線法於損益內確認。磋商及安排經營租賃時產生的初始直接成本計入租賃資產的賬面值，有關成本於租賃期內按直線法確認為開支。

將代價分配至合約成分

倘合約包括租賃及非租賃成分，本集團應用《國際財務報告準則》第15號客戶合約收入，將合約代價分配至租賃及非租賃成分。非租賃成分與租賃成分基於相關的單獨銷售價格進行分拆。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Leases (continued)

The Group as a lessor (continued)

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

Lease modification

Changes in considerations of lease contracts that were not part of the original terms and conditions are accounted for as lease modifications, including lease incentives provided through forgiveness or reduction of rentals.

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

租賃(續)

本集團作為出租人(續)

可退回租賃按金

已收到的可退回租賃按金根據《國際財務報告準則》第9號進行入賬，並初始按公允價值計量。初始確認時的公允價值調整確認為承租人的額外租賃付款。

租賃修訂

不屬於原先條款及條件的租賃合約的代價變更將作為租賃修改(包括通過免除或減少租金提供的租賃優惠)入賬。

本集團應當自修訂生效日起，將經營租賃的修訂作為一項新租賃進行會計處理，並將任何與原租賃相關的預付或應計租賃付款視為新租賃的租賃付款的一部分。

外幣

在編製各集團實體的財務報表時，以該實體的功能貨幣以外的貨幣(外幣)進行的交易按交易日期的即期匯率確認。在報告期末，以外幣計量的貨幣性項目應按當日的即期匯率重新換算。按外幣歷史成本計量的非貨幣項目不予重新換算。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange fluctuation reserve (attributed to non-controlling interests as appropriate).

The change in presentation currency of the Company was applied retrospectively, as if the new presentation currency had always been applied.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

外幣(續)

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額，在其產生期間於損益中確認。

就呈列綜合財務報表而言，本集團業務的資產及負債均按各報告期末的即期匯率換算為本集團的呈列貨幣(即港幣)。收入及開支項目乃按期內平均匯率換算，除非匯率於該期間內大幅波動，該情況下則採用交易日期的匯率換算。所產生的匯兌差額(如有)均於其他全面收益內確認，並於匯兌波動儲備項下的權益中累計(於適當時撥作非控股權益)。

本公司呈列貨幣變更已予追溯應用，猶如一直應用新呈列貨幣。

出售境外業務時，本公司擁有人就該業務應佔的所有於股權累計的匯兌差額乃重新分類至損益。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Foreign currencies (continued)

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

外幣(續)

此外，就並未導致本集團失去對該附屬公司控制權的部分出售附屬公司而言，按比例分佔的累計匯兌差額乃重新計入非控股權益，而並不於損益內確認。

來自收購一項海外業務所產生的可識別資產的商譽及公允價值調整，被視為該項海外業務的資產及負債，並按各報告期末的現行匯率進行換算。所產生之匯兌差額將在其他全面收益中確認。

借款成本

收購、建造或生產合資格資產(為需要長時間方能達致擬定用途或銷售的資產)直接應佔的借款成本，均加入該等資產的成本，直至該等資產大致可用作擬定用途或銷售為止。

在相關資產可用作擬定用途或銷售之後仍未償還的任何特定借款乃於計算一般借款資本化率的一般借款組合內入賬。運用特定借款作短期投資以待撥入合資格資產的開支所賺取的投資收益，會從可供資本化的借款成本中扣減。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Borrowing costs (continued)

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

Government grants

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

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

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

借款成本(續)

所有其他借款成本於產生期間於損益內確認。

政府補助

除非合理保證本集團將滿足接受政府補助的條件且會收到該補助，否則不應確認該政府補助。

與收入相關的政府補助是作為開支或已發生的損失補償或以給予本集團即時財務支援為目的而應收，且並無未來相關成本，並在其成為應收的期間內於損益確認。該等補助於「其他收入」中呈列。

退休福利成本

當僱員已提供服務並享有退休供款時，界定供款退休計劃的供款乃確認為開支。

短期僱員福利

短期僱員福利按僱員提供服務時預期應支付福利的未貼現金額確認。所有短期僱員福利均確認為開支，除非另有《國際財務報告準則》規定或允許將該福利納入資產成本。

在扣除已支付的金額後，僱員應計福利(如工資及薪金及年假)確認為負債。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Share-based payments

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based compensation reserve). In cases where the grant date occurs after the employees to whom the equity instruments were granted have begun rendering services, the Group estimates the grant date fair value of the equity instruments for the purposes of recognising the services received during the period between service commencement date and grant date. Once the grant date has been established, the Group revises the earlier estimation so that the amounts recognised for services are ultimately based on grant date fair value. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based compensation reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

以股份為基礎的付款

股權結算以股份為基礎的付款交易

授予僱員的購股權

向僱員及提供類似服務的其他人士作出的股權結算以股份為基礎的付款按授予日期的股本工具的公允價值計量。

於授予日期釐定股權結算以股份為基礎的付款的公允價值(不計及所有非市場歸屬條件)會於歸屬期內根據本集團對將會最終歸屬的股本工具的估計,按直線法支銷,並於權益(以股份為基礎的補償儲備)中作出相應增加。倘授出日期於獲授予股本工具的僱員開始提供服務後發生,為確認自服務開始日期至授出日期期間接受的服務,本集團估計股本工具於授出日期的公允價值。倘已訂立授出日期,本集團修訂早前的估計致使服務的金額最終根據授出日期的公允價值確認。於各報告期末,本集團修訂其基於對所有相關非市場歸屬條件的評估對預期歸屬的股本工具數目的估計。修訂原定估計的影響(如有)於損益確認,以使累計開支反映經修訂估計,並對以股份為基礎的補償儲備作出相應調整。就於授予日期即時歸屬的購股權而言,所授出購股權的公允價值乃即時於損益支銷。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Share-based payments (continued)

Equity-settled share-based payment transactions (continued)

Share options granted to employees (continued)

When share options are exercised, the amount previously recognised in share-based compensation reserve will be transferred to capital reserve. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based compensation reserve will continue to be held in share-based compensation reserve.

Shares purchased for share award scheme

When the Company's shares are purchased from the open market for share award scheme, the consideration paid, including any directly attributable incremental costs, is presented as shares held for share award scheme and deducted from total equity.

The fair value of services received from directors and employees determined by reference to the fair value of award shares granted at the grant date is expensed on a straight-line basis over the vesting period based on the Group's estimate of award shares that will ultimately vest, with a corresponding increase in share-based compensation reserve. For award shares that vest immediately at the date of grant, the fair value of the award shares granted is expensed immediately to profit or loss.

At the time when the award shares are vested, the difference on the amounts previously recognised in shares held for share award scheme and the amount recognised in share-based compensation reserve is transferred to retained profits.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

以股份為基礎的付款(續)

股權結算以股份為基礎的付款交易(續)

授予僱員的購股權(續)

當行使購股權時，先前於以股份為基礎的補償儲備確認的數額將轉撥至股本儲備。倘購股權在歸屬日期後被沒收或於屆滿日期仍未行使，先前於以股份為基礎的補償儲備確認的數額將繼續於以股份為基礎的補償儲備內入賬。

為股份獎勵計劃購買之股份

當本公司為股份獎勵計劃從公開市場購買股份時，已付代價(包括任何直接應佔增量成本)均列作為股份獎勵計劃所持股份，並自權益總額扣除。

董事及僱員所提供服務的公允價值乃參考授出的獎勵股份於授出日期之公允價值釐定，根據本集團對最終將歸屬的獎勵股份的估計，以直線法於歸屬期間攤銷，並相應增加以股份為基礎的補償儲備。就於授予日期即時歸屬的獎勵股份而言，所授出獎勵股份的公允價值乃即時於損益支銷。

當獎勵股份歸屬時，先前於股份獎勵計劃所持股份確認的金額及於以股份為基礎的補償儲備確認的金額之間的差額將轉撥至保留利潤。



3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

稅項

所得稅開支指即期應付的稅項與遞延稅項的總和。

即期應付的稅項以年度應課稅利潤計算。應課稅利潤與稅前利潤不同，乃由於應課稅利潤不包括於其他年度的應課稅或可予扣減的收益或開支，同時亦不包括永不須課稅或不可扣減的項目。本集團即期的稅項負債按照報告期末已執行或實質上已執行的稅率計算。

遞延稅項按照綜合財務報表中資產及負債的賬面值與計算應課稅利潤時採用的相應稅基之間的暫時性差異確認。遞延稅項負債通常按全部應課稅暫時性差異確認。遞延稅項資產通常在很可能取得能利用可抵免暫時性差異來抵扣應課稅利潤的範圍內確認。如果暫時性差異來自一項交易中資產及負債的初始確認(除業務合併外)，且該交易既不影響應課稅利潤，也不影響會計利潤，則該等遞延稅項資產及負債不予以確認。此外，若暫時性差異來自商譽的初始確認，遞延稅項負債不予確認。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

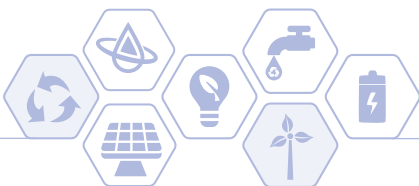
稅項(續)

遞延稅項負債按附屬公司及投資相關的應課稅暫時性差異確認，除非本集團能夠控制該暫時性差異的撥回及該暫時性差異在可預見的未來很可能不會撥回。與該等投資相關的可抵扣暫時性差異產生的遞延稅項資產只在能夠取得充足的應課稅利潤以抵扣暫時性差異且該暫時性差異預計在可預見的未來將撥回的情況下才予以確認。

遞延稅項資產的賬面值在各報告期末進行審查，在不再可能有充足應課稅利潤來收回全部或部分資產的情況下扣減。

遞延稅項資產及負債按照預計適用於清償負債或變現資產期間的稅率，根據於報告期末已執行或實質上已執行的稅率(及稅法)為基礎計量。

遞延稅項負債及資產的計量，應反映本集團在報告期末預期收回或清償其資產及負債賬面值的方式所導致的稅項後果。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Taxation (continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities. For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies IAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition due to application of the initial recognition exemption. Temporary differences arising from subsequent revision to the carrying amounts of right-of-use assets and lease liabilities, resulting from remeasurement of lease liabilities and lease modification that are not subject to initial recognition exemption are recognised on the date of remeasurement or modification.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

稅項(續)

為就本集團確認使用權資產及相關租賃負債的租賃交易而計量遞延稅項，本集團首先釐定稅項扣減是否歸屬於使用權資產或租賃負債。就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將《國際會計準則》第12號的規定分別應用於使用權資產及租賃負債。由於應用初始確認豁免，故與使用權資產及租賃負債相關的暫時性差異於初始確認時不予確認。因重新計量並無應用初始確認豁免的租賃負債及租賃修訂而導致隨後對使用權資產及租賃負債的賬面值作出修訂所產生的暫時性差異於重新計量或修改日期確認。

倘有可依法強制執行權利將即期稅項資產與即期稅項負債相互抵銷，而與由同一稅務機構向同一課稅實體徵收的所得稅相關，則遞延稅項資產及負債可相互抵銷。

即期及遞延稅項乃於損益確認。倘即期稅項或遞延稅項因業務合併的初始會計處理而產生，則稅務影響計入業務合併的會計處理。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the provision of services, or for administrative purposes. Property, plant and equipment (other than construction in progress) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Buildings and leasehold improvements in the course of construction for provision of services or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備

物業、廠房及設備為用於提供服務或作行政用途而持有的有形資產。物業、廠房及設備(在建工程除外)按照成本減去後續累積折舊及後續累積減值虧損(如有)列示於綜合財務狀況表。

正在建設以提供服務或作行政用途的樓宇及租賃物業裝修按成本減任何已確認減值虧損列賬。成本包括任何因令資產達致其能夠按管理層根據本集團會計政策擬定的方式營運所需的位置及狀態而直接導致的任何成本(就合資格資產而言包括資本化借款成本)。當該等資產可供用作其擬定用途時,該等資產按與其他物業資產相同的基準開始折舊。

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時,全部代價於租賃土地及樓宇成分之間按初始確認時的相對公允價值的比例分配。倘能可靠分配相關付款,於租賃土地的權益於綜合財務狀況表內呈列為「使用權資產」。倘代價無法在相關租賃土地的非租賃樓宇成分及未分割利益之間可靠分配,則整項物業歸類為「物業、廠房及設備」。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Property, plant and equipment (continued)

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

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備(續)

折舊是以直線法在估計可使用年期內，按足以撇銷資產成本再減去其剩餘價值確認。估計可使用年期、剩餘價值及折舊方法會在各報告期末審閱，而任何估計變更的影響乃按前瞻基準入賬。

物業、廠房及設備項目於出售時或於預期不會從持續使用該資產中獲得未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目而引致的任何收益或虧損，乃按資產的出售所得款項與賬面值的差額釐定，並於損益中確認。

投資物業

投資物業指持有以賺取租金及／或持作資本升值的物業。

投資物業初始按成本(包括任何直接應佔費用)計算。於初次確認後，投資物業乃按成本減後續累計折舊及任何累計減值虧損列賬。折舊是以直線法在估計可使用年期內，按足以撇銷投資物業的成本並計及其估計剩餘價值後確認。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Investment properties (continued)

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Variable payments that are dependent on the Group's future activity are not included in the measurement of intangible assets and are recognised as expense in the period in which the event or condition that triggers the payment occurs. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

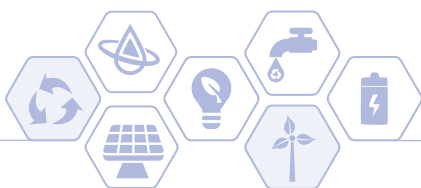
投資物業(續)

投資物業於出售時或於投資物業永久不可使用及預期其出售不會產生未來經濟利益時終止確認。終止確認物業產生的任何收益或虧損(按資產的出售所得款項淨值與賬面值的差額計算)於終止確認該物業的期間內計入損益。

無形資產

單獨獲得的無形資產

單獨獲得的有限可使用年期的無形資產乃按成本減累計攤銷及任何累計減值虧損入賬。取決於本集團未來活動的可變付款未計入無形資產的計量，並於觸發有關付款的事件或情況發生期間確認為開支。有限可使用年期的無形資產攤銷乃按直線基準於其估計可使用年期確認。估計可使用年限及攤銷方法於各報告期末進行審閱，而任何估計變動的影響則按前瞻基準入賬。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Internally-generated intangible assets – research and development expenditure

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

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

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

無形資產(續)

內部形成無形資產—研發支出

研究活動支出於產生期間確認為開支。

開發活動(或是內部工程開發階段)所產生的內部形成無形資產, 在及僅在呈現出以下所有條件時方予確認:

- 完成無形資產的技術可行性, 從而可以使用或銷售;
- 有意去完成該無形資產從而使之可以使用或銷售;
- 使用或銷售無形資產的能力;
- 將來無形資產如何產生經濟效益;
- 可使用適當技術、財務及其他資源來完成其開發, 並使用或銷售無形資產; 及
- 於開發無形資產時能夠可靠計量其支出。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Intangible assets (continued)

Internally-generated intangible assets – research and development expenditure (continued)

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

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair value at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at costs less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

無形資產(續)

內部形成無形資產－研發支出(續)

就內部形成無形資產初步確認的金額為無形資產首次符合上文所列的確認條件之日起所招致的支出總和。倘並無內部形成無形資產可予確認，則開發支出會於產生期間於損益中確認。

初步確認後，內部形成無形資產以與單獨獲得的無形資產相同的基準，按成本減累計攤銷及累計減值虧損(如有)列賬。

業務合併獲得的無形資產

業務合併獲得的無形資產與商譽分開確認，於獲得日期按其公允價值(視作其成本)初步確認。

初步確認後，可使用年期有限的業務合併獲得的無形資產以與單獨獲得的無形資產相同的基準，按成本減累計攤銷及任何累計減值虧損列賬。

無形資產於出售時或預期其使用或出售不會產生未來經濟利益時終止確認。終止確認無形資產產生的收益及虧損(按資產的出售所得款項淨值與賬面值的差額計算)於終止確認該資產時於損益內確認。



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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, investment properties, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, investment properties, right-of-use assets, intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of property, plant and equipment, investment properties, right-of-use assets and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a CGU for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、投資物業、使用權資產及無形資產(商譽除外)的減值

本集團於報告期末審閱其物業、廠房及設備、投資物業、使用權資產及使用年期有限的無形資產的賬面值，以釐定有否任何跡象顯示此等資產蒙受減值虧損。倘任何該等跡象存在，則會估計相關資產的可收回金額，以釐定減值虧損的程度(如有)。

物業、廠房及設備、投資物業、使用權資產及無形資產的可收回金額乃分開估計。倘無法分開估計可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

在對現金產生單位進行減值測試時，倘可設立合理一致的分配基準，則公司資產會分配至相關現金產生單位，否則有關資產會分配至可設立合理一致分配基準的最小組別的現金產生單位。釐定該公司資產所屬現金產生單位或現金產生單位組別的可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值進行比較。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, investment properties, right-of-use assets and intangible assets other than goodwill (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a CGU, the Group compares the carrying amount of a group of CGUs, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of CGUs, with the recoverable amount of the group of CGUs. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit or the group of CGUs. An impairment loss is recognised immediately in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、投資物業、使用權資產及無形資產(商譽除外)的減值(續)

可收回金額為公允價值減出售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估，就此而言未來現金流量的估計未經調整。

倘估計資產(或現金產生單位)的可收回金額將少於其賬面值，則資產(或現金產生單位)的賬面值將調減至其可收回金額。對於不能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團將現金產生單位組別的賬面值(包括分配至該現金產生單位組別的公司資產或部分公司資產的賬面值)與現金產生單位組別的可收回金額進行比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽的賬面值(如適用)，然後按比例根據該單位或現金產生單位組別內各資產的賬面值分配至其他資產。資產賬面值不得減少至低於其公允價值減出售成本(如可計量)、其使用價值(如可釐定)及零中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損會即時於損益內確認。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Impairment on property, plant and equipment, investment properties, right-of-use assets and intangible assets other than goodwill (continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

物業、廠房及設備、投資物業、使用權資產及無形資產(商譽除外)的減值(續)

倘減值虧損其後撥回，則資產(或現金產生單位或現金產生單位組別)的賬面值調升至其可收回金額的經修訂估計值，惟該增加的賬面值不可超過倘該資產(或現金產生單位或現金產生單位組別)於過往年度並無減值虧損時釐定的賬面值。減值虧損的撥回即時於損益內確認。

金融工具

金融資產及金融負債乃於集團實體成為工具合約條文訂約方時進行確認。所有常規買賣的金融資產，按交易日基準確認及終止確認。常規買賣乃指按照市場規則或慣例在一定期間內交付資產的金融資產買賣。

除客戶合約產生的貿易應收款項根據《國際財務報告準則》第15號初步計量外，金融資產及金融負債初步按公允價值計量。收購或發行金融資產及金融負債直接應佔的交易成本(按公允價值計入損益(「按公允價值計入損益」)的金融資產或金融負債除外)乃於初步確認時自金融資產或金融負債的公允價值加入或扣除(如適用)。收購按公允價值計入損益的金融資產或金融負債直接應佔的交易成本，即時於損益內確認。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

實際利率法指一種在有關期間內用於計算金融資產或金融負債的攤銷成本及分配利息收入及利息開支的方法。實際利率指在金融資產或金融負債的預期期限或(如適用)更短期間內能夠精確折現估計未來現金收款及付款(包括構成實際利率部分的一切已付或已收費用及基點、交易成本及其他溢價或折扣)至初步確認時賬面淨值的利率。

金融資產

金融資產的分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 於旨在收取合約現金流量的業務模式中持有的金融資產；及
- 合約條款規定於特定日期產生的現金流量純粹為支付本金及未償還本金利息。



3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at FVTPL, except that at initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which IFRS 3 applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

所有其他金融資產其後按公允價值計入損益計量，惟倘股本投資並非持作買賣亦並非《國際財務報告準則》第3號適用的業務合併中收購方所確認的或有代價，於金融資產初步確認日期，本集團可不可撤銷地選擇在其他全面收益中呈列該股本投資公允價值的其後變動。

金融資產於下列情況下為持作買賣：

- 其主要就短期內出售的目的而收購；或
- 初步確認時，其為本集團共同管理的已識別金融工具投資組合的一部分，並且近期具有短期獲利的實際模式；或
- 其為並非指定為有效對沖工具的衍生工具。

此外，倘不可撤銷地指定須按攤銷成本或按公允價值計入其他全面收益計量的金融資產為按公允價值計入損益計量可消除或大幅減少會計錯配，則本集團可如此行事。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

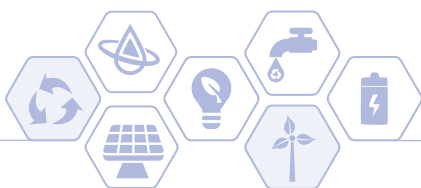
金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

利息收入乃使用金融資產的實際利率法其後按攤銷成本確認。利息收入乃透過向金融資產(其後出現信貸減值的金融資產除外)賬面值總額應用實際利率法計算得出(見下文)。就其後出現信貸減值的金融資產而言，利息收入乃透過向來自下一個報告期的金融資產攤銷成本應用實際利率法的確認。倘信貸減值金融工具的信貸風險有所改善，致使金融資產不再信貸減值，利息收入則透過向來自確定資產不再信貸減值後的報告期初的金融資產賬面值總額應用實際利率法確認。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to retained profits.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "other income and other gains and losses" line item in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(ii) 指定按公允價值計入其他全面收益的股本工具

按公允價值計入其他全面收益的股本工具投資其後按公允價值計量，而公允價值變動所產生的收益及虧損於其他全面收益確認並於按公允價值計入其他全面收益儲備累計；並且毋須接受減值評估。出售股本投資時，累積收益或虧損將不會重新分類至損益，而將轉撥至保留利潤。

除非來自股本工具投資的股息明確代表投資成本的收回部分，否則該等股息會於本集團收取股息的權利確立時於損益中確認。股息在損益中包含在「其他收入以及其他收益及虧損」項目中。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “other income and other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits and other receivables, pledged deposits and bank balances) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(iii) 按公允價值計入損益的金融資產

不符合按攤銷成本或按公允價值計入其他全面收益或指定為按公允價值計入其他全面收益計量的標準的金融資產乃按公允價值計入損益計量。

於各報告期末按公允價值計入損益的金融資產按公允價值計量，而倘有任何公允價值收益或虧損則於損益確認。於損益確認的收益或虧損淨額不包括就金融資產賺取的任何股息或利息，並計入「其他收入以及其他收益及虧損」項目。

金融資產減值

本集團根據預期信貸損失(「預期信貸損失」)模型對根據《國際財務報告準則》第9號須接受減值評估的金融資產(包括貿易應收款項、按金及其他應收款項、已抵押存款及銀行結餘)進行減值評估。預期信貸損失金額於各報告日期作出更新，以反映自初步確認以來的信貸風險變動。



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

全期預期信貸損失指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸損失。相反，12個月預期信貸損失(「12個月預期信貸損失」)指報告日期起計12個月內可能出現的違約事件預期將會引起的部分全期預期信貸損失。評估根據本集團過往信貸虧損經驗進行，並就債務人特有的因素、整體經濟狀況以及對於報告日期的當前狀況及未來狀況預測的評估作出調整。

本集團一直就貿易應收款項確認全期預期信貸損失。

對於所有其他工具，本集團計量的損失撥備等於12個月預期信貸損失，除非自初始確認後信貸風險顯著增加，在此情況下，本集團確認全期預期信貸損失。評估是否應確認全期預期信貸損失乃基於自初始確認以來發生違約的可能性或風險有否顯著增加。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, and the credit default swap prices for the debtor;

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期的金融工具發生違約的風險與於初步確認日期的金融工具發生違約的風險進行比較。在進行該評估時，本集團會考慮合理且有理據的定量和定性資料，包括無需付出不必要的成本或努力而可得到的歷史經驗及前瞻性資料。

在評估信貸風險是否顯著增加時，會特別考慮以下資料：

- 金融工具的外部(如有)或內部信用評級的實際或預期顯著惡化；
- 外部市場信貸風險指標的顯著惡化(如信貸利差及債務人的信用違約掉期價格大幅增加)；



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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (i) Significant increase in credit risk (continued)
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor; and
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (i) 信貸風險顯著增加(續)
- 預計會導致債務人償還債務能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
 - 債務人經營業績的實際或預期顯著惡化；及
 - 債務人監管、經濟或技術環境出現會導致債務人履行其債務責任能力大幅下降的實際或預期重大不利變動。

不論上述評估結果如何，本集團認為，當合約付款逾期超過30天，則自初步確認起信貸風險已顯著增加，除非本集團有合理且有理據的資料證明並非如此。

本集團定期監察用以識別信貸風險有否顯著增加的標準的有效性，並適時修訂標準以確保標準能在款項逾期前識別信貸風險顯著增加。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，當內部或外來資料表明債務人不大可能悉數(不計及本集團持有的任何抵押品)向其債權人(包括本集團)還款時，本集團認為已出現違約。

不管上述情況如何，當金融資產已逾期90日時，本集團會視作已出現違約，除非本集團有合理及有理據的資料說明較為寬鬆的違約準則更為合適。

(iii) 發生信貸減值的金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一宗或多宗事件時，該金融資產即發生信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- (a) 發行人或借款人出現重大財務困難；
- (b) 違反合約，例如違約或逾期事件；



For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (iii) Credit-impaired financial assets (continued)
 - (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
 - (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (iii) 發生信貸減值的金融資產(續)
 - (c) 借款人的貸款人出於與借款人財務困難相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；或
 - (d) 借款人有可能面臨破產或其他財務重組。
- (iv) 撇銷政策

在有資料顯示對手方陷入嚴重財務困難，且無實際收回金融資產的可能時，例如對手方被清盤或已進入破產程序，本集團會撇銷金融資產。在考慮適用法律意見後，已撇銷金融資產仍可根據本集團的收回程序進行強制性活動。撇銷構成終止確認事件。任何其後收回的金額會在損益確認。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸損失的計量及確認

預期信貸損失的計量為違約概率、違約虧損(即違約所造成的虧損程度)及違約風險的函數。違約概率及違約虧損乃根據過往數據及前瞻性資料評估。預期信貸損失的估計反映無偏頗及概率加權的數額，其乃根據加權值的相應違約風險而確定。本集團經考慮過往信貸虧損經驗後使用撥備矩陣並採用可行權宜方法估計貿易應收款項的預期信貸損失，且根據無需付出不必要的成本或努力而可得到的前瞻性資料進行調整。

一般而言，預期信貸損失為根據合約應付本集團的所有合約現金流量與本集團預期收取的現金流量之間的差額(按初步確認時釐定的實際利率貼現)。



For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸損失的計量及確認(續)

若干貿易應收款項的全期預期信貸損失乃按集體基準考慮逾期資料和相關信貸資料，如前瞻性宏觀經濟資料。

就集體評估而言，本集團在制定分組時考慮到以下特點：

- 逾期狀態；
- 債務人的性質、規模及行業；及
- 外部信用評級(倘可得)。

管理層定期檢討有關分組，以確保各組別的組成部分繼續具有類近的信貸風險特徵。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

- (v) Measurement and recognition of ECL (continued)

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, deposits and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserve is not reclassified to profit or loss, but is transferred to retained profits.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

- (v) 預期信貸損失的計量及確認(續)

利息收入乃根據金融資產的賬面值總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟貿易應收款項、按金及其他應收款項透過虧損撥備賬確認相應調整。

終止確認金融資產

僅在資產現金流量的合約權利到期，或在將金融資產以及資產所有權的絕大部分風險及回報轉移至其他實體時，本集團方會終止確認金融資產。

終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和之間的差額於損益中確認。

於終止確認本集團於初步確認時已選擇按公允價值計入其他全面收益計量的債務工具投資時，先前於按公允價值計入其他全面收益儲備中累計的累計收益或虧損並不會重新分類至損益，而是轉撥至保留利潤。



3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at amortised cost

Financial liabilities including borrowings, trade payables and other payables and accruals are subsequently measured at amortised cost, using the effective interest method.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的實際內容及金融負債與股本工具的釋義分類為金融負債或股本。

股本工具

股本工具指能證明擁有實體資產在減除其所有負債後的剩餘權益的任何合約。本公司發行的股本工具按已收取的所得款項(扣除直接發行成本)確認。

回購本公司自身股本工具於股本中確認及直接扣減。概無就買賣、發行或註銷本公司自身股本工具於損益中確認任何收益或虧損。

金融負債

所有金融負債其後採用實際利率法按攤銷成本或按公允價值計入損益計量。

按攤銷成本計量的金融負債

金融負債包括借款、貿易應付款項以及其他應付款項及應計項目，其後採用實際利率法按攤銷成本計量。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities (continued)

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which IFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability other than a financial liability held for trading or contingent consideration of an acquirer in a business combination may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at FVTPL.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及股本(續)

金融負債(續)

按公允價值計入損益的金融負債

倘金融負債(i)為收購方於《國際財務報告準則》第3號適用的業務合併中的或然代價，(ii)持作買賣或(iii)指定為按公允價值計入損益，則金融負債分類為按公允價值計入損益。

倘出現下列情況，金融負債(持作買賣的金融負債或收購方在業務合併中的或然代價除外)可於初始確認時指定為按公允價值計入損益：

- 該指定消除或大幅減少可能會出現的計量或確認方面的一致性；或
- 該金融負債構成一組金融資產或金融負債或金融資產及金融負債組合的一部分，而根據本集團制定的風險管理或投資策略，該項負債的管理及績效的評估乃以公允價值為基礎進行，且有關分組的資料乃按此基準向內部提供；或
- 其構成包含一項或多項嵌入式衍生工具的合約的一部分，而《國際財務報告準則》第9號允許將整個組合合約指定為按公允價值計入損益。



3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities (continued)

Financial liabilities at FVTPL (continued)

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, such as convertible bonds, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to retained profits upon derecognition of the financial liability.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及股本(續)

金融負債(續)

按公允價值計入損益的金融負債(續)

就指定為按公允價值計入損益的金融負債而言，因金融負債的信貸風險變動而產生的金融負債公允價值變動金額於其他全面收益確認，除非於其他全面收益確認該負債信貸風險變動的影響將會產生或加大損益的會計錯配。就包含嵌入式衍生工具(例如可換股債券)的金融負債而言，釐定將於其他全面收益中呈列的金額時撇除嵌入式衍生工具的公允價值變動。於其他全面收益確認金融負債信貸風險產生的公允價值變動隨後不會重新分類至損益，而是於終止確認金融負債後轉撥至保留利潤。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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3. Basis of Preparation of Consolidated Financial Statements and Significant Accounting Policies (continued)

3.2 Significant accounting policies (continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Convertible bonds

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

Convertible bonds, which contain debt component and derivative components, are designated as at FVTPL upon initial recognition.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 編製綜合財務報表的基準及重大會計政策(續)

3.2 重大會計政策(續)

金融工具(續)

金融負債及股本(續)

可換股債券

將以固定現金金額或其他金融資產交換本集團固定數目自有股本工具以外方式結算的兌換權為兌換權衍生工具。

包含債務部分及衍生工具部分的可換股債券於初始確認後指定為按公允價值計入損益。

終止確認金融負債

本集團會在及僅會在其責任獲解除、取消或屆滿時，方會終止確認金融負債。終止確認的金融負債的賬面值與已付及應付代價之間的差額於損益內確認。



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4. Key Sources of Estimation Uncertainty

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

Provision for ECL on trade receivables

The Group estimates the amount of lifetime ECL of the trade receivables individually for significant balances and based on provision matrix for the remaining debtors. Significant balances are assessed individually by considering internal credit rating, historical credit loss experience adjust for any forward-looking information. ECL on remaining debtors are assessed by past due status for groupings of various customer segments that have similar loss patterns and based on the Group's historical default rates and calibrated to adjust for any forward-looking information. The impairment assessment of trade receivables involves high degree of estimation uncertainty.

4. 估計不確定性的主要來源

應用附註3所述本集團的會計政策時，本公司董事須就不能輕易從其他來源得知的資產及負債的賬面值作出判斷、估計及假設。有關估計及相關假設根據以往經驗及視為有關的其他因素作出。實際結果可能有別於該等估計。

有關估計及相關假設將持續審閱。倘會計估計的修訂僅影響修訂估計的期間，修訂將僅於該期間確認，倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認。

有關未來的主要假設及於報告期末的估計不確定因素的其他主要來源(指存在重大風險，導致須對下個財政年度的資產及負債的賬面值進行重大調整者)載述如下：

貿易應收款項的預期信貸損失撥備

本集團個別地就重大結餘且基於撥備矩陣就剩餘債務人估計貿易應收款項之全期預期信貸損失金額。重大結餘透過考慮內部信貸評級、歷史信貸虧損經驗並就任何前瞻性資料予以調整作個別評估。剩餘債務人預期信貸損失透過具有類似虧損模式之不同客戶分部分組的逾期狀況及根據本集團歷史違約率評估，並經過校正以調整任何前瞻性資料。貿易應收款項的減值評估涉及高度估計不確定性。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

4. Key Sources of Estimation Uncertainty (continued)

Provision for ECL on trade receivables (continued)

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECL is a significant estimate. The amount of lifetime ECL is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECL on the Group's trade receivables are disclosed in note 42(b) to the consolidated financial statements.

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which the tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The amount of unrecognised tax losses at 31 December 2021 was HK\$108,388,000 (2020: HK\$77,491,000 (Restated)). Further details are set out in note 27 to the consolidated financial statements.

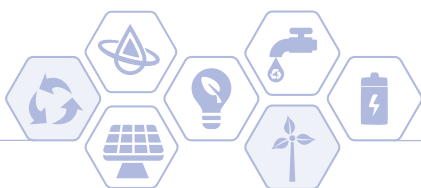
4. 估計不確定性的主要來源(續)

貿易應收款項的預期信貸損失撥備(續)

對歷史觀察違約率、預測經濟狀況及預期信貸損失之間的相關性的評估乃重大估計。全期預期信貸損失的金額對環境變化及預測的經濟狀況敏感。本集團的歷史信貸損失經驗及對經濟狀況的預測也可能無法作為客戶未來實際違約的指標。有關本集團貿易應收款項預期信貸損失的資料於綜合財務報表附註42(b)披露。

遞延稅項資產

倘日後可能有應課稅利潤抵銷可動用稅務虧損，則就未使用的稅務虧損確認遞延稅項資產。根據日後應課稅利潤的可能產生時間及水平以及日後稅務規劃策略以釐定可確認的遞延稅項資產金額時，須作出重大管理層判斷。於2021年12月31日的未確認稅項虧損金額為港幣108,388,000元(2020年：港幣77,491,000元(經重列))。進一步詳情載於綜合財務報表附註27。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

5. Revenue

(i) Disaggregation of revenue from contracts with customers

Segments	分部	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Type of services	服務類型		
Testing services	檢測服務	520,304	408,455
Surveying services	鑒定服務	223,617	192,883
Witnessing and ancillary services	見證及輔助服務	74,907	48,566
Total	合計	818,828	649,904
Geographical markets	地區市場		
Greater China	大中華區	520,177	397,069
Singapore	新加坡	265,387	223,856
Other countries/regions	其他國家/地區	33,264	28,979
Total	合計	818,828	649,904
Timing of revenue recognition	收入確認時間		
A point in time	某一時間點	813,370	649,904
Over time	一段時間	5,458	–
Total	合計	818,828	649,904

5. 收入

(i) 客戶合約收入明細



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

5. Revenue (continued)

(ii) Performance obligations for contracts with customers

Rendering of services

The Group performs analytical tests and issues testing certificates or reports after completion of the on-site preparation. The performance obligation is satisfied upon (i) completion of testing services and/or (ii) issuance of testing certificate. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

The Group provides surveying services and witnessing and ancillary services (excluding supervision and equipment maintenance services) on-site. Service reports are issued after services rendered. The performance obligation is satisfied upon (i) completion of provision of services and/or (ii) issuance of service reports, if any. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

The Group provides supervision and equipment maintenance on-site. Such services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Revenue is recognised for these services based on the stage of completion of the contract using output method.

All services provided by the Group are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

5. 收入(續)

(ii) 客戶合約的履約責任

提供服務

本集團於完成採樣後進行分析測試並出具檢驗證書或報告。履約責任於(i)檢測服務完成及/或(ii)出具檢驗證書後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。

本集團提供鑒定服務及現場見證及輔助服務(不包括監管及設備維修服務)。於提供服務後出具服務報告。履約責任於(i)完成提供服務及/或(ii)出具服務報告(如有)後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。

本集團提供現場監管及設備維修服務。倘客戶在本集團履約的同時收取及消耗本集團履約所提供的利益，則該等服務會確認為於一段時間內達成的一項履約責任。收入根據合約完成階段使用產出法確認該等服務。

本集團提供的所有服務均為期一年或以內。誠如《國際財務報告準則》第15號所准許，獲分配至該等未達成合約的交易價格不予披露。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

6. Operating Segment

Information reported to the executive directors of the Company, being the chief operating decision maker (the “CODM”), for the purposes of resource allocation and assessment focuses on revenue analysis by geographic location of customers. No other discrete financial information is provided other than the Group’s results and financial position as a whole. Accordingly, only entity-wide disclosures are presented.

Geographical information

The Group’s operations are located in the Greater China and overseas.

Information about the Group’s revenue from external customers is presented based on the location of the service provided. Information about the Group’s non-current assets is presented based on the geographical location of the assets.

6. 經營分部

向本公司執行董事(即主要營運決策者(「主要營運決策者」))呈報以便進行資源分配及評估的資料側重於按客戶的地域位置作出的收入分析。除本集團的整體業績及財務狀況外，概無提供其他獨立財務資料。因此，僅呈報實體披露事項。

地域資料

本集團的業務位於大中華區及海外。

有關本集團外部客戶所得收入的資料乃按所提供服務的所在地呈報。關於本集團非流動資產的資料乃按資產的地域位置呈報。

		Revenue from external customers		Non-current assets	
		外部客戶收入		非流動資產	
		2021	2020	2021	2020
		2021年	2020年	2021年	2020年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
			(Restated)		(Restated)
			(經重列)		(經重列)
Greater China	大中華區	520,177	397,069	229,944	199,928
Singapore	新加坡	265,387	223,856	50,732	46,580
Others	其他	33,264	28,979	45,669	13,726
		818,828	649,904	326,345	260,234

Note: Non-current assets excluded financial assets and deferred tax assets.

附註：非流動資產不包括金融資產及遞延稅項資產。

Information about a major customer

During the years ended 31 December 2021 and 2020, revenue generated from one of the Group’s customers – Customer A, accounting for 10% or more of the Group’s total revenue.

一名主要客戶的資料

截至2021年及2020年12月31日止年度，自本集團其中一名客戶(客戶A)所得收入佔本集團總收入的10%或以上。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

7. Other Income and Other Gains and Losses

An analysis of other income and other gains and losses is as follows:

7. 其他收入以及其他收益及虧損

其他收入以及其他收益及虧損的分析如下：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Other income	其他收入		
Bank interest income	銀行利息收入	109	79
Value-added tax refund	已退回增值稅	1,462	1,334
Government subsidies	政府補助	7,119	13,275
Rental income	租金收入	1,619	1,400
Income from financial assets at FVTPL	按公允價值計入損益的金融資產 所得收入	136	-
Others	其他	441	1,149
		10,886	17,237
Other gains and losses	其他收益及虧損		
Gain (loss) on foreign exchange difference	外匯匯兌差額收益(虧損)	306	(2,018)
Loss on disposals of items of property, plant and equipment, net	出售物業、廠房及設備項目的虧損， 淨額	(96)	(181)
Others	其他	662	(862)
		872	(3,061)
		11,758	14,176



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

8. Finance Costs

An analysis of finance costs is as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Interest on bank and other loans	銀行及其他貸款利息	1,705	2,722
Interest on lease liabilities	租賃負債利息	2,040	1,710
		3,745	4,432

9. Income Tax Expense

Pursuant to the local rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

The Company's subsidiaries incorporated in Hong Kong are subject to income tax at the rate of 16.5% on the estimated assessable profits.

The Company's subsidiaries in Mainland China are subject to income tax at a statutory rate of 25% on their respective taxable profit, except for certain subsidiaries, which have been identified as "high and new technology enterprises" and were entitled to a preferential income tax rate of 15% for the years ended 31 December 2021 and 2020.

The Company's subsidiaries incorporated in Singapore are subject to income tax at the rate of 17% on the estimated assessable profits.

8. 融資成本

融資成本的分析如下：

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Interest on bank and other loans	1,705	2,722
Interest on lease liabilities	2,040	1,710
	3,745	4,432

9. 所得稅開支

根據開曼群島及英屬維爾京群島的當地規則及法規，本集團毋須繳納任何開曼群島及英屬維爾京群島所得稅。

本公司於香港註冊成立的附屬公司須就預估應課稅利潤按16.5%的稅率繳納所得稅。

本公司於中國內地的附屬公司須就其各自應課稅利潤按25%的法定稅率繳納所得稅，若干附屬公司除外，其被認為「高新技術企業」，於截至2021年及2020年12月31日止年度有權按15%的所得稅優惠稅率繳納所得稅。

本公司於新加坡註冊成立的附屬公司須就預估應課稅利潤按17%的稅率繳納所得稅。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

9. Income Tax Expense (continued)

Taxes on profits assessable elsewhere have been calculated at the rate of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

9. 所得稅開支(續)

其他地區應課稅利潤的稅項已根據現行法例、其有關詮釋及慣例，按本集團營運所在的司法管轄區的現行稅率計算。

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Current income tax	即期所得稅		
– Mainland China	– 中國內地	12,457	10,461
– Other jurisdictions	– 其他司法管轄區	10,633	7,891
Withholding tax of dividends distributed by a PRC subsidiary	中國附屬公司所分派股息的預扣稅	–	2,883
		23,090	21,235
Deferred tax credit (note 27)	遞延稅項抵免(附註27)	(3)	(1,483)
Tax charge for the year	年內稅項支出	23,087	19,752



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

9. Income Tax Expense (continued)

Income tax expense for the year can be reconciled to profit before tax in the consolidated statement of profit or loss and other comprehensive income as follows:

9. 所得稅開支(續)

年內所得稅開支可與綜合損益及其他全面收益表內的稅前利潤對賬如下：

		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
			(Restated)
			(經重列)
Profit before tax	稅前利潤	112,761	99,748
Income tax expense at the statutory income tax rate of 25%	按25%的法定所得稅稅率計算的所得稅開支	28,190	24,937
Tax effect of the preferential income tax rate	所得稅優惠稅率的稅務影響	(7,546)	(9,657)
Tax effect of different tax rates applicable to subsidiaries operating in other jurisdictions	適用於在其他司法權區經營的附屬公司的不同稅率的稅務影響	(5,018)	(3,318)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	8,447	7,882
Tax effect of utilisation of tax loss previously not recognised	動用之前未確認的稅項虧損的稅務影響	(723)	(1,199)
Tax effect of expense not deductible for tax purpose	不可作扣稅用途開支的稅務影響	4,914	4,935
Tax effect of income not taxable for tax purpose	毋須作課稅用途收益的稅務影響	(4,625)	(4,117)
Additional tax deduction for research and development expenditure	研發開支補交稅扣減項	(1,579)	(1,416)
Tax effect of withholding tax on the distributable profits of the Group's PRC subsidiaries	本集團中國附屬公司可分派利潤的預扣稅的稅務影響	-	4,361
Tax effect of change in tax rate in deferred tax liability arising from withholding tax	稅率變動對預扣稅產生的遞延稅項負債的稅務影響	-	(2,656)
Underprovision in prior years	過往年度撥備不足	1,027	-
Income tax expense for the year	年內所得稅開支	23,087	19,752



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

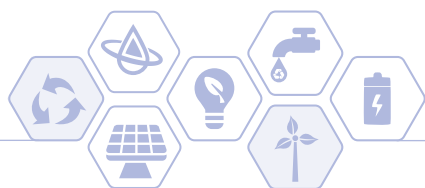
10. Profit for the Year

The Group's profit for the year has been arrived at after charging (crediting):

10. 年內利潤

本集團的年內利潤經扣除(計入)以下各項後得出：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Auditor's remuneration	核數師薪酬	2,278	1,845
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	25,844	23,299
Depreciation of investment properties	投資物業的折舊	1,560	1,469
Depreciation of right-of-use assets	使用權資產的折舊	15,503	15,278
Amortisation of intangible assets	無形資產攤銷	777	757
Research and development costs (included in other expenses):	研發成本(計入其他開支)：		
– Current year expenditure	– 本年度開支	22,908	12,583
Employee benefit expenses (including directors' and the chief executive's remuneration):	僱員福利開支(包括董事及最高行政人員薪酬)：		
– Wages and salaries	– 工資及薪金	264,532	220,472
– Pension scheme contributions	– 退休金計劃供款	26,152	6,720
– Welfare and other expenses	– 福利及其他開支	62,342	43,207
– Equity-settled share compensation expense	– 以權益結算的股份補償開支	9,398	263
		362,424	270,662
(Reversal of impairment losses) impairment losses under ECL model, net:	預期信貸損失模型下的(減值虧損撥回)減值虧損淨額：		
– Trade receivables	– 貿易應收款項	(636)	1,267



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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11. Directors' and Chief Executive's Remuneration

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, and the Hong Kong Companies Ordinance is as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Fees	袍金	300	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	4,740	4,708
Performance related bonuses	績效相關花紅	2,186	1,033
Equity-settled share compensation expense	以權益結算的股份補償開支	4,595	105
Pension scheme contributions	退休金計劃供款	489	348
		12,010	6,194
		12,310	6,494

(a) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
ZHAO Hong	趙虹	100	100
WANG Zichen	王梓臣	100	100
LIU Hoi Keung	廖開強	100	100
		300	300

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

11. 董事及最高行政人員薪酬

根據《上市規則》及香港《公司條例》披露的
年內董事及最高行政人員薪酬如下：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Fees	袍金	300	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	4,740	4,708
Performance related bonuses	績效相關花紅	2,186	1,033
Equity-settled share compensation expense	以權益結算的股份補償開支	4,595	105
Pension scheme contributions	退休金計劃供款	489	348
		12,010	6,194
		12,310	6,494

(a) 獨立非執行董事

年內向獨立非執行董事支付的袍金
載列如下：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
ZHAO Hong	趙虹	100	100
WANG Zichen	王梓臣	100	100
LIU Hoi Keung	廖開強	100	100
		300	300

上文所載獨立非執行董事的酬金為
彼等作為本公司董事而提供服務所
得的酬金。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

11. Directors' and Chief Executive's Remuneration (continued)

(b) The non-executive directors, WANG Gang (resigned on 23 December 2021) and HAO Yilei (appointed on 23 December 2021), did not receive any remuneration from the Company for the year ended 31 December 2021 (2020: nil).

(c) Executive directors and the chief executive

2021

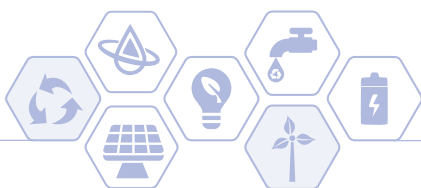
		Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share compensation expense	Pension scheme contributions	Total remuneration
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Executive directors	執行董事					
LI Xiangli (Chief executive)	李向利(最高行政人員)	1,441	494	1,559	157	3,651
LIU Yi	劉翊	1,446	814	1,051	157	3,468
YANG Rongbing	楊榮兵	1,200	100	1,128	175	2,603
ZHANG Aiyong	張愛英	653	778	857	-	2,288
		4,740	2,186	4,595	489	12,010

11. 董事及最高行政人員薪酬(續)

(b) 非執行董事王綱(於2021年12月23日辭任)及郝怡磊(於2021年12月23日獲委任)於截至2021年12月31日止年度並無收取本公司任何薪酬(2020年:無)。

(c) 執行董事及最高行政人員

2021年



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

11. Directors' and Chief Executive's Remuneration (continued)

(c) Executive directors and the chief executive (continued)

2020

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share compensation expense	Pension scheme contributions	Total remuneration
	薪金、津貼及非現金利益	績效相關花紅	以權益結算的股份補償開支	退休金計劃供款	薪酬總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)
Executive directors	執行董事				
LI Xiangli (Chief executive)	李向利(最高行政人員)	1,376	473	79	1,928
LIU Yi	劉翊	1,510	292	79	1,881
YANG Rongbing	楊榮兵	1,200	100	175	1,580
ZHANG Aiyong	張愛英	622	168	15	805
		4,708	1,033	348	6,194

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group, which also include the service of LI Xiangli as chief executive.

The performance related bonuses are determined having regard to the performance of individuals and market trends.

11. 董事及最高行政人員薪酬(續)

(c) 執行董事及最高行政人員(續)

2020年

	Salaries, allowances and benefits in kind	Performance related bonuses	Equity-settled share compensation expense	Pension scheme contributions	Total remuneration
	薪金、津貼及非現金利益	績效相關花紅	以權益結算的股份補償開支	退休金計劃供款	薪酬總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
	(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
	(經重列)	(經重列)	(經重列)	(經重列)	(經重列)
Executive directors	執行董事				
LI Xiangli (Chief executive)	李向利(最高行政人員)	1,376	473	79	1,928
LIU Yi	劉翊	1,510	292	79	1,881
YANG Rongbing	楊榮兵	1,200	100	175	1,580
ZHANG Aiyong	張愛英	622	168	15	805
		4,708	1,033	348	6,194

上文所載執行董事的酬金為彼等就管理本公司及本集團事務而提供服務所得的酬金，其亦包括李向利作為最高行政人員之服務。

績效花紅乃根據個人表現及市場趨勢釐定。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

12. Five Highest Paid Employees

The five highest paid employees during the year included three (2020: one) Directors, details of whose remuneration are set out in note 11 above. Details of the remuneration for the year of the remaining two (2020: four) highest paid employees who are neither a Director nor chief executive of the Company are as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	5,164	9,300
Performance related bonuses	績效相關花紅	430	1,369
Pension scheme contributions	退休金計劃供款	202	411
		5,796	11,080

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		2021 2021年 Number of employees 僱員人數	2020 2020年 Number of employees 僱員人數
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至港幣2,500,000元	-	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至港幣3,000,000元	1	1
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	1	2
		2	4

12. 五名最高薪酬僱員

年內五名最高薪酬僱員包括三名(2020年：一名)董事，有關彼等薪酬的詳情載列於上文附註11。非本公司董事亦非最高行政人員的餘下兩名(2020年：四名)最高薪酬僱員的年內薪酬詳情載列如下：

薪酬在以下範疇的非董事亦非最高行政人員的最高薪酬僱員的人數如下：



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

12. Five Highest Paid Employees (continued)

During the year ended 31 December 2021, none of non-director and non-chief executive highest paid employees were granted share options or award shares (2020: none).

No remuneration was paid by the Group to any of the directors or the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office for the year ended 31 December 2021 (2020: nil).

13. Dividends

2020 Final – RMB0.0375 (2020: 2019 final dividend – RMB0.0375) per ordinary share	2020年末期股息—每股普通股人民幣0.0375元(2020年：2019年末期股息—人民幣0.0375元)
2021 Interim – HK\$0.0225 (2020: 2020 interim dividend – nil) per ordinary share	2021年中期股息—每股普通股港幣0.0225元(2020年：2020年中期股息—無)

Dividends for ordinary shareholders of the Company were recognised as distribution during the year after consideration of dividends on the shares held by the Company's Share Award Scheme under the trust (defined in note 33).

Subsequent to the end of the reporting period, a final dividend of HK\$0.018 (2020: RMB0.0375) per share for the year ended 31 December 2021 has been proposed by the Directors and is subject to the approval of the shareholders at the forthcoming annual general meeting.

12. 五名最高薪酬僱員(續)

截至2021年12月31日止年度，概無向非董事亦非最高行政人員的最高薪酬僱員授出購股權或獎勵股份(2020年：無)。

截至2021年12月31日止年度，本集團並無向任何董事或五名最高薪酬僱員支付任何薪酬，作為吸引加入本集團或加入本集團後的獎勵或離職補償(2020年：無)。

13. 股息

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
2020 Final – RMB0.0375 (2020: 2019 final dividend – RMB0.0375) per ordinary share	18,030	16,400
2021 Interim – HK\$0.0225 (2020: 2020 interim dividend – nil) per ordinary share	9,844	–

經考慮根據信託由本公司股份獎勵計劃持有之股份的股息後，派發予本公司普通股股東的股息於年內確認為分派。

於報告期末後，董事已建議派發截至2021年12月31日止年度的末期股息每股港幣0.018元(2020年：人民幣0.0375元)，並須待股東於應屆股東週年大會上批准後方可作實。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

14. Earnings per Share

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares in issue during the year.

The calculations of basic and diluted earnings per share are based on the following data:

14. 每股盈利

每股基本盈利金額乃按本公司普通權益持有人應佔年內利潤及年內已發行普通股加權平均數計算。

根據以下各項計算每股基本及攤薄盈利：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Earnings	盈利		
Profit for the year attributable to owners of the Company, used in the basic and diluted earnings per share calculation	計算每股基本及攤薄盈利時用到的本公司擁有人應佔年內利潤	49,836	52,455
		Number of shares 股份數目	
		2021 2021年	2020 2020年 (Restated) (經重列)
Shares	股份		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	計算每股基本盈利時用到的年內已發行普通股加權平均數	435,991,785	439,348,451
Effect of dilutive potential ordinary shares: – Share options	普通股潛在攤薄的影響： – 購股權	1,964,417	–
Weighted average number of ordinary shares in issue during the year used in the diluted earnings per share calculation	計算每股攤薄盈利時用到的年內已發行普通股加權平均數	437,956,202	439,348,451



For the year ended 31 December 2021
截至2021年12月31日止年度

14. Earnings per Share (continued)

The weighted average number of ordinary shares shown above for the years ended 31 December 2021 and 2020 have been arrived at after adjusting the shares held by the Company's Share Award Scheme under the trust.

In addition, the number of shares adopted in the calculation of the basic and diluted earnings per share for the years ended 31 December 2021 and 2020 have been retrospectively adjusted to reflect the bonus shares disclosed in note 31 which became effective in July 2021.

The computation of diluted earnings per share for the year ended 31 December 2021 does not assume the exercise of certain of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2021. Also, the computation of diluted earnings per share for the year ended 31 December 2021 does not assume the conversion of the Company's outstanding convertible bonds since their assumed exercise would result in an increase in earnings per share.

The computation of diluted earnings per share for the year ended 31 December 2020 does not assume the exercise of all of the Company's share options because the exercise price of those options were higher than the average market price for shares for 2020.

14. 每股盈利(續)

截至2021年及2020年12月31日止年度的上述普通股加權平均數乃經調整根據信託由本公司股份獎勵計劃持有的股份後達致。

此外，計算截至2021年及2020年12月31日止年度的每股基本及攤薄盈利時採用的股份數目已予追溯調整附註31所披露於2021年7月生效的紅股。

計算截至2021年12月31日止年度的每股攤薄盈利時並無假設本公司若干購股權獲行使，此乃由於該等購股權的行使價於2021年高於股份的平均市價。此外，計算截至2021年12月31日止年度的每股攤薄盈利時並無假設本公司未償還可換股債券獲轉換，此乃由於假設可換股債券獲行使將導致每股盈利增加。

計算截至2020年12月31日止年度的每股攤薄盈利時並無假設本公司所有購股權獲行使，此乃由於該等購股權的行使價於2020年高於股份的平均市價。



Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

15. Property, Plant and Equipment

15. 物業、產房及設備

		Buildings	Vehicles	Electronic equipment and others	Leasehold improvements	Construction in progress	Total
		樓宇	車輛	電子設備及其他	租賃物業裝修	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
31 December 2021	2021年12月31日						
At 31 December 2020 and 1 January 2021:	於2020年12月31日及2021年1月1日:						
Cost (Restated)	成本(經重列)	102,427	35,292	101,872	34,688	3,616	277,895
Accumulated depreciation (Restated)	累計折舊(經重列)	(17,280)	(21,038)	(48,299)	(13,631)	-	(100,248)
Net carrying amount (Restated)	賬面淨值(經重列)	85,147	14,254	53,573	21,057	3,616	177,647
At 1 January 2021, net of accumulated depreciation (Restated)	於2021年1月1日, 扣除累計折舊(經重列)	85,147	14,254	53,573	21,057	3,616	177,647
Additions	添置	387	7,144	31,876	8,751	1,121	49,279
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	-	124	4,694	-	-	4,818
Disposals	出售	-	(1,902)	(2,691)	-	-	(4,593)
Depreciation provided during the year (note 10)	年內折舊撥備(附註10)	(4,481)	(1,545)	(14,897)	(4,921)	-	(25,844)
Exchange difference	匯兌差額	1,592	283	1,099	585	103	3,662
At 31 December 2021, net of accumulated depreciation	於2021年12月31日, 扣除累計折舊	82,645	18,358	73,654	25,472	4,840	204,969
At 31 December 2021:	於2021年12月31日:						
Cost	成本	104,633	40,702	132,503	44,326	4,840	327,004
Accumulated depreciation	累計折舊	(21,988)	(22,344)	(58,849)	(18,854)	-	(122,035)
Net carrying amount	賬面淨值	82,645	18,358	73,654	25,472	4,840	204,969



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

15. Property, Plant and Equipment (continued)

15. 物業、產房及設備(續)

		Buildings	Vehicles	Electronic equipment and others	Leasehold improvements	Construction in progress	Total
		樓宇	車輛	電子設備及其他	租賃物業裝修	在建工程	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
31 December 2020	2020年12月31日						
At 31 December 2019 and 1 January 2020:	於2019年12月31日及2020年1月1日:						
Cost (Restated)	成本(經重列)	96,015	28,298	78,820	27,865	946	231,944
Accumulated depreciation (Restated)	累計折舊(經重列)	(11,665)	(18,440)	(35,848)	(9,318)	-	(75,271)
Net carrying amount (Restated)	賬面淨值(經重列)	84,350	9,858	42,972	18,547	946	156,673
At 1 January 2020, net of accumulated depreciation (Restated)	於2020年1月1日，扣除累計折舊(經重列)	84,350	9,858	42,972	18,547	946	156,673
Additions (Restated)	添置(經重列)	124	8,045	23,227	5,472	2,533	39,401
Disposals (Restated)	出售(經重列)	-	(3,042)	(3,854)	-	-	(6,896)
Depreciation provided during the year (Restated) (note 10)	年內折舊撥備(經重列)(附註10)	(4,711)	(1,424)	(13,196)	(3,968)	-	(23,299)
Exchange difference (Restated)	匯兌差額(經重列)	5,384	817	4,424	1,006	137	11,768
At 31 December 2020, net of accumulated depreciation (Restated)	於2020年12月31日，扣除累計折舊(經重列)	85,147	14,254	53,573	21,057	3,616	177,647
At 31 December 2020:	於2020年12月31日:						
Cost (Restated)	成本(經重列)	102,427	35,292	101,872	34,688	3,616	277,895
Accumulated depreciation (Restated)	累計折舊(經重列)	(17,280)	(21,038)	(48,299)	(13,631)	-	(100,248)
Net carrying amount (Restated)	賬面淨值(經重列)	85,147	14,254	53,573	21,057	3,616	177,647



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

15. Property, Plant and Equipment (continued)

The above items of property, plant and equipment, except for construction in progress, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Buildings	4.75%
Vehicles	9.50% to 23.75%
Electronic equipment and others	9% to 31.67%
Leasehold improvements	Shorter of lease term or 10% to 33.33%

15. 物業、產房及設備(續)

除在建工程外，以上物業、廠房及設備項目(經計及剩餘價值)按直線法以下列年率折舊：

樓宇	4.75%
車輛	9.50%至23.75%
電子設備及其他	9%至31.67%
租賃物業裝修	租期或10%至33.33% (以較短者為準)



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

16. Right-of-Use Assets

16. 使用權資產

		Leased properties	Leasehold land payment	Total
		租賃物業	租賃土地款項	合計
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
As at 31 December 2021	於2021年12月31日			
Carrying amount	賬面值	50,598	16,801	67,399
As at 31 December 2020	於2020年12月31日			
Carrying amount (Restated)	賬面值(經重列)	29,856	6,579	36,435
For the year ended 31 December 2021	截至2021年12月31日止年度			
Depreciation charge	折舊費用	14,962	541	15,503
Total cash outflow for leases	租賃現金流出總額			22,470
Additions to right-of-use assets	使用權資產增加			43,792
For the year ended 31 December 2020	截至2020年12月31日止年度			
Depreciation charge (Restated)	折舊費用(經重列)	14,988	290	15,278
Total cash outflow for leases (Restated)	租賃現金流出總額(經重列)			12,696
Additions to right-of-use assets (Restated)	使用權資產增加(經重列)			8,430



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

16. Right-of-Use Assets (continued)

For both years, the Group leases various office premises and apartment units for its operations and staff quarters. Lease contracts are entered into for fixed term of 1 year to 10 years.

In addition, the Group owns several office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

The Group had extension option for a lease of office premise. This was used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The extension option held was exercisable only by the Group and not by the lessor. The period arising from the extension option was included in the calculation of lease liabilities at commencement date of the lease. The extension option was exercised during the year ended 31 December 2020.

The lease agreements do not impose any covenants other than the security interests in the leased properties that are held by the lessor. Leased properties may not be used as security for borrowing purposes.

16. 使用權資產(續)

該兩個年度內，本集團租賃若干辦公場所及公寓單位，用作營運及員工宿舍之用。租賃合約的固定期限為1年至10年。

此外，本集團擁有數幢辦公大樓。本集團為該等物業權益(包括相關租賃土地)的登記擁有人。為收購該等物業權益，本集團已預先支付一筆款項。該等自有物業的租賃土地部分僅於可靠分配的情況下方會單獨呈列。

本集團就辦公場所租賃有延長選擇權。此乃用於在管理本集團營運過程中所使用資產方面盡可能提高營運靈活性。本集團持有的延長選擇權僅可由本集團(而非出租人)行使。延長選擇權產生的期間包括在租賃開始日的租賃負債計算中。延期選擇權已於截至2020年12月31日止年度獲行使。

除出租人持有的租賃物業擔保權益外，租賃協議並無施加任何契諾。租賃物業或不可用作借款抵押。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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17. Investment Properties

17. 投資物業

		HK\$'000 港幣千元
Cost:	成本：	
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	29,910
Exchange difference	匯兌差額	1,958
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	31,868
Exchange difference	匯兌差額	967
At 31 December 2021	於2021年12月31日	32,835
Accumulated depreciation:	累計折舊：	
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	8,238
Provided for the year (Restated)	年內撥備(經重列)	1,469
Exchange difference	匯兌差額	584
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	10,291
Provided for the year	年內撥備	1,560
Exchange difference	匯兌差額	311
At 31 December 2021	於2021年12月31日	12,162
Net carrying amount:	賬面淨值：	
At 31 December 2021	於2021年12月31日	20,673
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	21,577

The Group leases out commercial properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 3 years (2020: 1 to 3 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. None of the leases includes variable lease payments.

本集團根據經營租賃出租商業物業，租金按月支付。該等租賃的初始期限通常為1至3年(2020年：1至3年)，並只有承租人有權單方面將租賃延長至初始期限之後。在承租人行使延長選擇權的情況下，該等租賃合約大多包括市場審查條款。概無租賃包括可變租賃付款。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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17. Investment Properties (continued)

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

The above investment properties are depreciated on a straight-line basis over 20 years with 5% residual value.

The Group's investment properties consist of two commercial properties in Beijing and Cangzhou, the PRC. The Directors have determined that the class of the investment properties is commercial based on the nature, characteristics and risks of each property. The Group's investment properties were valued on 31 December 2021 based on valuations performed by an independent professionally qualified valuer, at HK\$25,780,000 (2020: HK\$23,702,000 (Restated)) based on direct comparison approach which is classified as level 3 of the fair value hierarchy. There is no change from valuation technique used in the prior year. In estimating the fair value of the properties, the highest and best use of the properties is their current use. There were no transfers into or out of level 3 during both years.

As at 31 December 2021, certain of the Group's investment properties with a total carrying value of HK\$19,244,000 (2020: HK\$20,705,000 (Restated)) were pledged to obtain a banking facility from a bank amounting to HK\$12,237,000 (31 December 2020: HK\$11,876,000 (Restated)).

Further details of minimum lease payments receivable are included in note 38.

17. 投資物業(續)

本集團並無面臨因租賃安排所導致的外幣風險，此乃因所有租賃均以集團實體各自的功能貨幣計值。該等租賃合約並不包括剩餘價值擔保及／或承租人於租賃期末購買物業的選擇權。

上述投資物業按直線法於20年內折舊，剩餘價值為5%。

本集團的投資物業包括中國北京及滄州的兩處商用物業。董事根據投資物業的性質、特性及各物業的風險將其釐定為商用類別。本集團的投資物業於2021年12月31日根據獨立專業合資格估值師以直接比較法所作估值，估值為港幣25,780,000元(2020年：港幣23,702,000元(經重列))，並分類為公允價值層級第三層級。所用的估值技術於過往年度並無變動。於估計物業公允價值時，有關物業最高程度及最佳用途為其目前用途。該兩個年度內並無轉入或轉出第三層級。

於2021年12月31日，本集團若干投資物業(賬面總值為港幣19,244,000元(2020年：港幣20,705,000元)(經重列))已被抵押，以自銀行獲得港幣12,237,000元(2020年12月31日：港幣11,876,000元(經重列))的銀行融資。

有關最低應收租賃款項的進一步詳情載於附註38。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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18. Goodwill

18. 商譽

		HK\$'000 港幣千元
Cost and net carrying amount at 1 January 2020 (Restated)	於2020年1月1日的成本及賬面淨值 (經重列)	20,647
Exchange difference (Restated)	匯兌差額(經重列)	292
Cost and net carrying amount at 31 December 2020 (Restated)	於2020年12月31日的成本及賬面淨值 (經重列)	20,939
Acquisition of subsidiaries (note 36)	收購附屬公司(附註36)	9,979
Eliminated on deregistration of a subsidiary	註銷一間附屬公司時對銷	(700)
Exchange difference	匯兌差額	130
Cost and net carrying amount at 31 December 2021	於2021年12月31日的成本及賬面淨值	30,348

Impairment testing of goodwill

商譽減值測試

Goodwill acquired through business combinations is allocated to the following CGUs for impairment testing:

通過業務合併所取得的商譽已分配至以下現金產生單位作減值測試：

- Regional commodity inspection service-rendering CGU;
 - Regional commodity inspection service-rendering CGU in Greater China;
 - Regional commodity inspection service-rendering CGU in Singapore;
 - Regional environmental testing service-rendering CGU in Greater China; and
 - Regional commodity inspection service-rendering CGU in other location.
- 地區性商品檢驗服務提供現金產生單位；
 - 於大中華區的地區性商品檢驗服務提供現金產生單位；
 - 於新加坡的地區性商品檢驗服務提供現金產生單位；
 - 於大中華區的地區性環境檢驗服務提供現金產生單位；及
 - 於其他地區的地區性商品檢驗服務提供現金產生單位。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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18. Goodwill (continued)

Impairment testing of goodwill (continued)

The carrying amount of goodwill allocated to each of the CGUs is as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Regional commodity inspection service-rendering	提供地區性商品檢驗服務	-	679
Regional commodity inspection service-rendering in Greater China	於大中華區提供的地區性商品檢驗服務	2,696	2,873
Regional commodity inspection service-rendering in Singapore	於新加坡提供的地區性商品檢驗服務	17,228	17,387
Regional environmental testing service-rendering in Greater China	於大中華區提供的地區性環境檢驗服務	2,070	-
Regional commodity inspection service-rendering in other location	於其他地區提供的地區性商品檢驗服務	8,354	-
		30,348	20,939

The subsidiary containing regional commodity inspection service-rendering CGU was deregistered during the year, and the goodwill of which was derecognised accordingly.

18. 商譽(續)

商譽減值測試(續)

分配至各現金產生單位的商譽賬面值如下：

包含地區性商品檢驗服務提供現金產生單位的附屬公司於年內已註銷，因此終止確認其商譽。



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18. Goodwill (continued)

Impairment testing of goodwill (continued)

The recoverable amount of the regional commodity inspection service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 18% (2020: 18%). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2020: 2%). In the opinion of the Directors, there is no impairment required as at the end of each reporting period.

The recoverable amount of the regional commodity inspection service-rendering CGU in Singapore which was acquired in year 2019 has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 22% (2020: 18%). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2020: 2%). In the opinion of the Directors, there is no impairment required as at the end of each reporting period.

The recoverable amount of the regional environmental testing service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 18% (2020: N/A). The growth rate used to extrapolate the cash flows of the regional environmental testing service-rendering unit beyond the five-year period is 2% (2020: N/A). In the opinion of the Directors, there is no impairment required as at the end of the reporting period.

18. 商譽(續)

商譽減值測試(續)

於大中華區的地區性商品檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為18%(2020年：18%)。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%(2020年：2%)。董事認為，於各報告期末毋須計提減值。

於新加坡的地區性商品檢驗服務提供現金產生單位於2019年獲得，其可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為22%(2020年：18%)。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%(2020年：2%)。董事認為，於各報告期末毋須計提減值。

於大中華區的地區性環境檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為18%(2020年：不適用)。推算地區性環境檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%(2020年：不適用)。董事認為，於報告期末毋須計提減值。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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18. Goodwill (continued)

Impairment testing of goodwill (continued)

The recoverable amount of the regional commodity inspection service-rendering CGU in other location has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 22% (2020: N/A). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2020: N/A). In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

Assumptions were used in the value in use calculation of the CGUs as at 31 December 2021 and 2020. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved during the year, increased for expected efficiency improvements and expected market development.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the relevant unit.

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of each CGU to exceed their respective recoverable amount.

18. 商譽(續)

商譽減值測試(續)

於其他地區的地區性商品檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為22%（2020年：不適用）。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2020年：不適用）。本公司董事認為，於報告期末毋須計提減值。

計算於2021年及2020年12月31日的現金產生單位使用價值時採用若干假設。以下為管理層根據其現金流量預測對商譽進行減值測試的各項主要假設：

預算毛利率 – 用於釐定預算毛利率價值的基準為於年內所達致的平均毛利率，因預計效率提升及預計市場開發而提升。

貼現率 – 所採用的貼現率為稅前貼現率，反映了有關單位的特定風險。

管理層相信，任何該等假設的任何合理潛在變動不會導致各現金產生單位的賬面值超出其各自的可收回金額。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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19. Intangible Assets

19. 無形資產

		Patents	Software	Customer relationships and inspection certifications	Total
		專利	軟件	客戶關係及檢測證書	合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
31 December 2021	2021年12月31日				
Cost at 1 January 2021, net of accumulated amortisation (Restated)	於2021年1月1日的成本，扣除累計攤銷(經重列)	3	2,226	1,407	3,636
Addition	添置	-	75	-	75
Amortisation provided during the year (note 10)	年內攤銷撥備(附註10)	(2)	(315)	(460)	(777)
Exchange difference	匯兌差額	-	15	7	22
At 31 December 2021, net of accumulated amortisation	於2021年12月31日，扣除累計攤銷	1	2,001	954	2,956
At 31 December 2021:	於2021年12月31日：				
Cost	成本	15	3,158	2,638	5,811
Accumulated amortisation	累計攤銷	(14)	(1,157)	(1,684)	(2,855)
Net carrying amount	賬面淨值	1	2,001	954	2,956
31 December 2020	2020年12月31日				
Cost at 1 January 2020, net of accumulated amortisation (Restated)	於2020年1月1日的成本，扣除累計攤銷(經重列)	5	2,437	1,810	4,252
Amortisation provided during the year (Restated) (note 10)	年內攤銷撥備(經重列)(附註10)	(2)	(303)	(452)	(757)
Exchange difference (Restated)	匯兌差額(經重列)	-	92	49	141
At 31 December 2020, net of accumulated amortisation (Restated)	於2020年12月31日，扣除累計攤銷(經重列)	3	2,226	1,407	3,636
At 31 December 2020:	於2020年12月31日：				
Cost (Restated)	成本(經重列)	15	3,063	2,628	5,706
Accumulated amortisation (Restated)	累計攤銷(經重列)	(12)	(837)	(1,221)	(2,070)
Net carrying amount (Restated)	賬面淨值(經重列)	3	2,226	1,407	3,636



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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19. Intangible Assets (continued)

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

Patents	10 years
Software	10 years
Customer relationships and inspection certifications	6 years

20. Financial Assets at Fair Value through Profit or Loss

Financial assets mandatorily measured at FVTPL:

Listed securities held for trading:	持作買賣的上市證券：
– Perpetual equity securities	– 永久股本證券

19. 無形資產(續)

上述無形資產的可使用年期有限。該等無形資產於下列期間按直線法攤銷：

專利	10年
軟件	10年
客戶關係及檢驗證書	6年

20. 按公允價值計入損益的金融資產

強制以按公允價值計入損益計量的金融資產：

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Listed securities held for trading:		
– Perpetual equity securities	7,331	–

21. Trade Receivables

Trade receivables	貿易應收款項
Allowance for credit losses	信貸損失撥備

21. 貿易應收款項

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Trade receivables	138,323	133,175
Allowance for credit losses	(3,540)	(4,237)
	134,783	128,938



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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21. Trade Receivables (continued)

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally ranged from on demand and up to three months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

The following is an ageing analysis of trade receivables net of allowance for credit losses presented based on the invoice dates:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Within 3 months	3個月以內	113,794	105,370
Over 3 to 6 months	3個月以上至6個月	12,712	13,494
Over 6 months to 1 year	6個月以上至1年	5,065	8,302
Over 1 to 2 years	1年以上至2年	3,212	1,772
		134,783	128,938

As at 31 December 2021, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$23,877,000 (2020: HK\$26,190,000 (Restated)) which are past due as at the reporting date. Out of the past due balances, HK\$10,993,000 (2020: HK\$10,186,000 (Restated)) has been past due 90 days or more and is not considered as in default due to the management's historical experience on the settlement pattern or record from these debtors and the good business relationship with these debtors.

Details of impairment assessment of trade receivables are set out in note 42.

21. 貿易應收款項(續)

本集團與其客戶的交易條款主要基於信貸，惟新客戶通常要求預付款除外。信貸期通常介乎按要求及最多三個月。本集團尋求嚴格控制未償還應收款項。高級管理人員定期審核逾期結餘。本集團並未就貿易應收款項結餘持有任何抵押品或其他信用增級。貿易應收款項不計息。

根據發票日期呈列的貿易應收款項(扣除信貸損失撥備)的賬齡分析如下：

於2021年12月31日，本集團的貿易應收款項結餘中，總賬面值為港幣23,877,000元(2020年：港幣26,190,000元(經重列))的應收賬款於報告日期已逾期。於已逾期結餘中，港幣10,993,000元(2020年：港幣10,186,000元(經重列))已逾期90天或以上，管理層因該等債務人結算模式的歷史經驗或過往記錄以及與該等債務人的友好商業關係，並無將有關逾期視作違約。

有關貿易應收款項減值評估的詳情載於附註42。



Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

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22. Prepayments, Deposits and Other Receivables

22. 預付款項、按金及其他應收款項

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Prepayments	預付款項	17,450	12,693
Deposits and other receivables	按金及其他應收款項	20,400	25,175
		37,850	37,868
Allowance for credit losses	信貸損失撥備	(76)	(74)
		37,774	37,794
Portion classified as non-current assets	分類為非流動資產的部分	(1,189)	(12,363)
		36,585	25,431

Deposits and other receivables mainly represent rental deposits, deposit paid for purchase of leasehold land and property, plant and equipment, and deposits with suppliers. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings.

Details of impairment assessment on deposits and other receivables are set out in note 42.

按金及其他應收款項主要指租金按金、購買租賃土地、物業、廠房及設備之按金及供應商按金。倘適用，經考慮有公開信用評級的可資比較公司的違約概率後，於每個報告日期進行減值分析。

有關按金及其他應收款項的減值評估詳情載於附註42。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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23. Cash and Cash Equivalents and Pledged Deposits

23. 現金及現金等價物以及已抵押存款

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Cash and bank balances	現金及銀行結餘	150,636	93,726
Time deposits	定期存款	8,672	931
		159,308	94,657
Less: Time deposits pledged for borrowings and port access right	減：作為借款及港口使用權的抵押的定期存款	(8,672)	(931)
Cash and cash equivalents	現金及現金等價物	150,636	93,726

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

銀行現金根據每日銀行存款利率以浮動利率賺取利息。銀行結餘及定期存款乃存於最近並無拖欠歷史且具信譽的銀行。

At the end of the reporting period, the cash and bank balances of the Group denominated in RMB amounted to HK\$84,600,000 (2020: HK\$63,287,000 (Restated)). RMB is not freely convertible into other currencies. However, under the PRC'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.

於報告期末，本集團以人民幣計值的現金及銀行結餘為港幣84,600,000元(2020年：港幣63,287,000元(經重列))。人民幣不能自由兌換為其他貨幣。然而，根據中國《外匯管理條例》及《結匯、售匯以及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換作其他貨幣。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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24. Trade Payables

The following is an ageing analysis of the trade payables presented based on the invoice dates:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Within 3 months	3個月以內	35,367	33,029
Over 3 to 6 months	3個月以上至6個月	1,117	5,813
Over 6 months to 1 year	6個月以上至1年	2,919	2,921
Over 1 to 2 years	1年以上至2年	110	110
		39,513	41,873

The trade payables are non-interest-bearing and are normally settled on 90-day terms.

25. Contract Liabilities

Advances received from customers	已收客戶墊款
Rendering of services	提供服務

When the Group receives advances from customers to render services, this will give rise to contract liabilities at the start of a contract, until the Group renders the related services.

24. 貿易應付款項

根據發票日期呈列的貿易應付款項的賬齡分析如下：

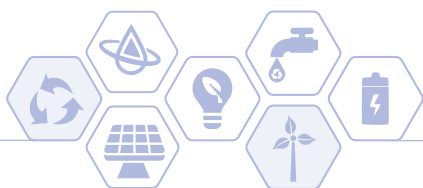
	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Within 3 months	35,367	33,029
Over 3 to 6 months	1,117	5,813
Over 6 months to 1 year	2,919	2,921
Over 1 to 2 years	110	110
	39,513	41,873

貿易應付款項不計息，且在正常情況下將於90日內結算。

25. 合約負債

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Advances received from customers		
Rendering of services	2,794	4,733

倘本集團就提供服務而收到客戶的墊款，合約負債將於合約開始時產生，直至本集團提供相關服務為止。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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25. Contract Liabilities (continued)

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities.

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Revenue recognised that was included in the contract liability balance at the beginning of the year	4,733	3,774

25. 合約負債(續)

下表顯示已確認收入之中與結轉合約負債有關的金額。

26. Other Payables and Accruals

	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Accrued salaries, wages and benefits	37,510	45,365
Other taxes payable	1,364	1,546
Payable to vendors of property, plant and equipment	3,655	4,454
Consideration payable (note 36)	1,872	-
Others	10,089	12,501
	54,490	63,866

26. 其他應付款項及應計項目

All other payables are non-interest-bearing. Except for unpaid consideration for acquisition of a subsidiary to be settled within 1 year after the acquisition date, the remaining other payables have no fixed terms of settlement.

所有其他應付款項不計息。除收購一間附屬公司的未付代價將於收購日期後1年內結算外，餘下其他應付款項並無固定結算期限。



Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

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27. Deferred Tax

Deferred tax assets

27. 遞延稅項

遞延稅項資產

		Provision for impairment of trade receivables and other receivables	Total
		貿易應收 款項及其他 應收款項 減值撥備	合計
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	329	329
Deferred tax credited to profit or loss (Restated) (note 9)	計入損益的遞延稅項 (經重列)(附註9)	258	258
Exchange difference	匯兌差額	31	31
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	618	618
Deferred tax charged to profit or loss (note 9)	於損益扣除的遞延稅項 (附註9)	(46)	(46)
Exchange difference	匯兌差額	18	18
At 31 December 2021	於2021年12月31日	590	590



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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27. Deferred Tax (continued)

Deferred tax assets (continued)

The Group has accumulated tax losses arising in the PRC of HK\$50,453,000 (2020: HK\$32,038,000 (Restated)) that will expire in one to five years for offsetting against future taxable profits.

The Group also has accumulated tax losses arising in Hong Kong and other countries/regions of HK\$57,935,000 (2020: HK\$45,453,000 (Restated)) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that future taxable profits will be available against which the tax losses can be utilised.

Deferred tax liabilities

27. 遞延稅項(續)

遞延稅項資產(續)

本集團於中國產生的累計稅項虧損為港幣50,453,000元(2020年：港幣32,038,000元(經重列))，將於一至五年內到期以抵銷未來應課稅利潤。

本集團亦於香港及其他國家／地區產生累計稅項虧損港幣57,935,000元(2020年：港幣45,453,000元(經重列))，此款項可無限期用於抵銷產生虧損的公司的未來應課稅利潤。

由於該等虧損源於已出現虧損一段時間的附屬公司，且本集團認為不大可能會有未來應課稅利潤可抵銷可動用稅項虧損，因此並未就該等虧損確認遞延稅項資產。

遞延稅項負債

		Withholding tax	Fair value adjustment on intangible assets arising from acquisition of subsidiaries	Others	Total
		預扣稅 HK\$'000 港幣千元	就收購 附屬公司 產生的 無形資產的 公允價值調整 HK\$'000 港幣千元	其他 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	5,208	409	136	5,753
Credited to profit or loss (Restated) (note 9)	計入損益(經重列)(附註9)	(1,178)	(47)	–	(1,225)
Exchange difference	匯兌差額	40	25	7	72
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	4,070	387	143	4,600
Credited to profit or loss (note 9)	計入損益(附註9)	–	(49)	–	(49)
Exchange difference	匯兌差額	124	11	4	139
At 31 December 2021	於2021年12月31日	4,194	349	147	4,690



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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27. Deferred Tax (continued)

Deferred tax liabilities (continued)

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in the PRC. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable for withholding tax on dividends distributed by those subsidiaries established in the PRC. A lower withholding tax rate may be applied if there is a tax treaty between the PRC and the jurisdiction of the foreign investors. During the year ended 31 December 2019, the Company obtained the Hong Kong tax resident qualification and subsequently the Company is subject to 5% withholding tax on dividends distributed by those subsidiaries established in the PRC.

Deferred taxation has not been provided for in the consolidated financial statements in respect of certain temporary differences attributable to accumulated profits of the PRC subsidiaries amounting to HK\$68,207,000 (2020: nil) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

27. 遞延稅項(續)

遞延稅項負債(續)

根據中國《企業所得稅法》，在中國成立的外商投資企業向外國投資者宣派股息須繳納10%預扣稅。該規定自2008年1月1日起生效，且適用於2007年12月31日後的盈利。因此，本集團須為於中國成立的該等附屬公司所分派的股息繳納預扣稅。倘中國與外國投資者所在司法管轄區之間訂有稅務協定，可採用較低的預扣稅稅率。截至2019年12月31日止年度，本公司取得香港稅務居民資格，其後本公司須為於中國成立的該等附屬公司所分派的股息按5%稅率繳納預扣稅。

由於本集團能夠控制暫時性差異的撥回時間，且有關暫時性差異於可預見未來不大可能撥回，故並無於綜合財務報表內就中國附屬公司累計利潤應佔的若干暫時性差異港幣68,207,000元(2020年：無)計提遞延稅項撥備。

本公司向其股東支付的股息並無附帶所得稅後果。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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28. Borrowings

28. 借款

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Bank loans	銀行貸款	19,437	29,690
Other loans	其他貸款	3,463	10,487
		22,900	40,177
Secured	有抵押	19,437	29,690
Unsecured and unguaranteed	無抵押及無擔保	3,463	10,487
		22,900	40,177

		Bank loans 銀行貸款		Other loans 其他貸款	
		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)	2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
The carrying amounts of the above borrowings are repayable:	應償還的以上借款的賬面值：				
Within one year	一年內	19,437	29,690	-	-
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年期間內	-	-	3,463	-
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年期間內	-	-	-	10,487
		19,437	29,690	3,463	10,487
Less: Amounts shown under current liabilities	減：於流動負債項下列示的金額	(19,437)	(29,690)	-	-
Amounts shown under non-current liabilities	於非流動負債項下列示的金額	-	-	3,463	10,487



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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28. Borrowings (continued)

Notes:

- (a) The secured guaranteed note (the “Note”) to an independent third party (the “Purchaser”) by way of private placement in 2018, which was matured on 28 September 2019 and further extend the maturity date to 28 September 2020 was matured and the entire amount was repaid in 2020.
- (b) As at 31 December 2021, the Group’s other loans with principal amounts of HK\$3,463,000 (2020: HK\$10,487,000 (Restated)) were loans from LEI Xihu, the non-controlling shareholder of a subsidiary which are repayable in year 2023. During the year ended 31 December 2021, the Group made early repayment of the principal amount of HK\$7,024,000 (2020: nil).
- (c) As at 31 December 2021, the Group’s bank loans amounting to HK\$12,237,000 were secured by certain of the Group’s investment properties and time deposits. As at 31 December 2020, the Group’s bank loan amounting to HK\$29,690,000 (Restated) was guaranteed by LI Xiangli and were secured by certain of the Group’s investment properties.

The bank loans carry floating rates determined by reference to the Loan Prime Rate of National Interbank Funding Centre, the PRC, i.e. effective interest rate of 3.5% (2020: 4.59%) per annum as at 31 December 2021.

28. 借款(續)

附註：

- (a) 於2018年以私募配售方式向獨立第三方(「買方」)發行並於2019年9月28日到期及進一步將到期日延長至2020年9月28日的有抵押擔保票據(「票據」)已到期，且全部款項已於2020年償還。
- (b) 於2021年12月31日，本集團其他貸款本金額為港幣3,463,000元(2020年：港幣10,487,000元(經重列))，乃來自附屬公司非控股股東雷西虎的貸款，有關款項須於2023年償還。截至2021年12月31日止年度，本集團提早償還本金額港幣7,024,000元(2020年：無)。
- (c) 於2021年12月31日，本集團港幣12,237,000元的銀行貸款以本集團若干投資物業及定期存款作抵押。於2020年12月31日，本集團港幣29,690,000元(經重列)的銀行貸款由李向利作出擔保，並以本集團若干投資物業作抵押。

於2021年12月31日，銀行貸款按經參考全國銀行間同業拆借中心的貸款市場報價利率而得出的浮動利率計息，即實際年利率為3.5%(2020年：4.59%)。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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29. Lease Liabilities

29. 租賃負債

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	11,796	15,846
Within a period of more than one year but not more than two years	一年以上但不超過兩年期間內	9,037	6,463
Within a period of more than two years but not more than five years	兩年以上但不超過五年期間內	13,451	7,406
Within a period of more than five years	超過五年期間內	11,094	1,772
		45,378	31,487
Less: Amount due for settlement with 12 months shown under current liabilities	減：於流動負債項下列示於12個月內到期結算的金額	(11,796)	(15,846)
Amount due for settlement after 12 months shown under non-current liabilities	於非流動負債項下列示於12個月後到期結算的金額	33,582	15,641

As at 31 December 2021 and 2020, the Group has no lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities.

於2021年及2020年12月31日，本集團概無以有關集團實體功能貨幣以外的貨幣計值的租賃負債。

The weighted average incremental borrowing rates applied to lease liabilities range from 1.95% to 5.25% (2020: 4.36% to 7.96%) as at 31 December 2021.

於2021年12月31日，適用於租賃負債的加權平均增量借款利率介乎1.95%至5.25% (2020年：4.36%至7.96%)。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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30. Convertible Bonds

The Company issued HK\$50,000,000, 2% convertible bonds at a par value of HK\$1 each on 11 June 2021. The convertible bonds are denominated in HK\$. The convertible bonds entitle the holders to convert them into ordinary shares of the Company at any time from the date falling six months of the date of issue of the convertible bonds to up to and including the date which is 3 days prior to the maturity date on 11 June 2026 at a conversion price of HK\$1.63 per conversion share. The conversion price shall be adjusted as provided in the convertible bonds instrument in specific cases. The holder has the option to require the Company to redeem all or part of the convertible bonds together with any then outstanding unpaid interest on the dates, including third anniversary, the day falling three years and six months, the fourth anniversary and the day falling four years and six months of the issue date of the convertible bond with redemption price at 118%, 121%, 124% and 127% of the outstanding principal amount of the convertible bonds respectively. If the convertible bonds have not been converted, they will be redeemed on 11 June 2026 at 130% of the then outstanding principal amount of those convertible bonds or any part thereof together with outstanding interest accrued thereon. The convertible bonds are also redeemable by the holders immediately upon an occurrence of some specified contingent event.

The convertible bonds contain two components, debt component and derivative (including conversion and early redemption options) component. The Group designated the convertible bonds as a whole as financial liabilities at FVTPL upon initial recognition.

30. 可換股債券

於2021年6月11日，本公司按面值每份港幣1元發行港幣50,000,000元的2%可換股債券。可換股債券以港幣計值。可換股債券賦予持有人權利於可換股債券發行日期後六個月當日至2026年6月11日到期日3日前當日(包括該日)隨時按轉換價每股轉換股份港幣1.63元轉換為本公司普通股。於特定情況下，轉換價須按可換股債券工具的規定進行調整。持有人可選擇於可換股債券發行日期第三週年當日、三年六個月當日、第四週年當日及四年六個月當日等日期要求本公司分別按未償還可換股債券本金額的118%、121%、124%及127%的贖回價贖回全部或部分可換股債券連同任何當時未償還未付利息。倘可換股債券未獲轉換，則將於2026年6月11日按當時未償還可換股債券或其中任何部分本金額的130%贖回該等可換股債券連同其未償還應計利息。緊隨發生部分特定或然事件後，持有人亦可贖回可換股債券。

可換股債券包含兩個部分，即債務部分及衍生工具(包括換股權及提前贖回權)部分。本集團於初始確認後指定可換股債券整體為按公允價值計入損益的金融負債。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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30. Convertible Bonds (continued)

The movement of the convertible bonds for the year is set out as below:

		2021 2021年 HK\$'000 港幣千元
Upon issue	發行後	50,000
Changes in fair value charged to profit or loss	於損益扣除的公允價值變動	7,953
Carrying amount at the end of the year	年末賬面值	57,953

Monte Carlo model is used for valuation of the convertible bonds. The key inputs used in the model are disclosed in note 42.

30. 可換股債券(續)

年內可換股債券變動載列如下：

本公司採用蒙特卡羅模型對可換股債券進行估值。該模型所使用的主要輸入數據於附註42披露。

31. Share Capital

		Number of shares 股份數目	
		'000 千股	HK\$'000 港幣千元
Ordinary shares of US\$0.00005 each	每股面值0.00005美元的普通股		
Authorised as at 1 January 2020 (Restated), 31 December 2020 (Restated) and 2021	於2020年1月1日(經重列)、 2020年(經重列)及 2021年12月31日的法定股本	1,000,000	390
Issued and fully paid ordinary shares	已發行及繳足普通股		
Balance as at 1 January 2020 and 31 December 2020 (Restated)	於2020年1月1日及2020年12月31日 的結餘(經重列)	400,000	155
Issue of shares upon exercise of share options	因購股權獲行使而發行股份	3,201	1
Issue of bonus shares (note)	發行紅股(附註)	40,309	16
Balance as at 31 December 2021	於2021年12月31日的結餘	443,510	172

Note: During the year ended 31 December 2021, the Company issued 40,308,800 bonus shares to the existing shareholders, on the basis of one new share for every ten shares then currently held on 5 July 2021.

附註：截至2021年12月31日止年度，本公司按於2021年7月5日當時每持有十股股份發行一股新股份的基準向現有股東發行40,308,800股紅股。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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32. Share Option Scheme

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Group’s employees, directors and other participants in order to retain and provide incentive to the employees of the Group to achieve its business objectives. The Scheme became effective on 5 May 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The refreshment of the Scheme mandate limit was approved on 29 September 2021.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes shall not in aggregate exceed 10% of the shares in issue as at the date of approval by the shareholders of the Company and as such limit is refreshed by the shareholders from time to time. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each eligible participant under the Scheme and any other option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue. Where any further grant of options to an eligible participant would result in the shares issued and to be issued upon exercise of the options granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of shares in issue, such further grant must be separately approved by the shareholders at the general meeting.

32. 購股權計劃

本公司經營一項購股權計劃(「購股權計劃」)，旨在為促成本集團業務成功的合資格參與者提供獎勵及回報。購股權計劃的合資格參與者包括本集團僱員、董事及其他參與者，旨在挽留及提供獎勵予本集團僱員，以達成其業務目標。購股權計劃於2017年5月5日生效，除非另行取消或修訂，否則自該日期起10年保持有效。更新購股權計劃授權限額已於2021年9月29日獲批准。

因根據購股權計劃及任何其他購股權計劃將予授出的所有購股權獲行使而可能發行的股份的最高數目合共不得超過於本公司股東批准日期已發行股份及股東不時更新有關上限的10%。因根據購股權計劃及任何其他購股權計劃已授出而未行使的所有未行使購股權獲行使而可予發行的股份的最高數目不得超過不時已發行股份的30%。

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格參與者進一步授出任何購股權，將導致截至該進一步授出之日(包括該日)止任何12個月期間內行使向有關合資格參與者授出的購股權(包括已行使、註銷及尚未行使的購股權)時，已發行及將予發行的股份總數超過已發行股份總數的1%，則進一步授出購股權須經由股東於股東大會上個別批准。



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32. Share Option Scheme (continued)

The exercise period of the share options granted is determinable by the directors of the Company. For the share options granted up to 31 December 2021, the vesting period varies from nil to three years and the exercisable period is five years commencing from each vesting date.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

In the event of any alteration in the capital structure of the Company while any option remains exercisable, such corresponding alterations (if any) shall be made in the number or nominal amount of shares subject to the option so far as unexercised, and/or the subscription price, provided that any alteration shall be made on the basis that the proportion of the issued share capital of the Company to which a grantee is entitled after such alteration shall remain the same as that to which he or she or it was entitled before such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same.

The number of shares and exercise price under the Scheme disclosed below has been retrospectively adjusted to reflect the bonus shares that became effective in July 2021 (note 31).

32. 購股權計劃(續)

所授出購股權的行使期可由本公司董事釐定。就截至2021年12月31日止授出的購股權而言，歸屬期介乎零至三年，行使期自各歸屬日期起計五年。

購股權不賦予持有人分紅或在股東大會上投票的權利。

倘於任何購股權仍可行使期間本公司資本架構發生任何更改，則須對尚未行使購股權所涉及股份的數目或面值及／或認購價作出相應更改(如有)，惟任何更改須以承授人於進行該項更改後有權享有之本公司已發行股本比例與進行該項更改前有權享有者維持不變，以及承授人就全面行使任何購股權而應付之總認購價須盡可能維持不變為基礎而作出。

下文披露之購股權計劃項下的股份數目及行使價已作出追溯調整，以反映於2021年7月生效的紅股(附註31)。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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32. Share Option Scheme (continued)

32. 購股權計劃(續)

Particulars and movements of the target shares under the Scheme:

購股權計劃項下標的股票之詳情及變動：

Grantee	Date of offer	Notes	Outstanding	Granted	Lapsed	Outstanding	Granted	Exercised	Lapsed	Outstanding	Exercise price*	Exercise period
			at 1 January 2020	during year	during year	at 31 December 2020	during year	during year	during year	at 31 December 2021		
獲授人士	要約日期	附註	於2020年1月1日未行使	年內授出	年內失效	於2020年12月31日未行使	年內授出	年內行使	年內失效	於2021年12月31日未行使	行使價* HK\$ per share 每股港幣	行使期
			'000 千股 (Adjusted) (經調整)	'000 千股	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	(Adjusted) (經調整)	
Directors												
董事												
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	1,100	-	-	-	1,100	1.285	23 July 2018 to 22 July 2023 2018年7月23日至2023年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	1,100	-	-	-	1,100	1.285	23 July 2019 to 22 July 2024 2019年7月23日至2024年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,100	-	-	1,100	-	-	-	1,100	1.285	23 July 2020 to 22 July 2025 2020年7月23日至2025年7月22日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,200	-	-	1,200	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,200	-	-	1,200	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,600	-	-	1,600	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
ZHANG Aijing 張愛英	15 July 2021 2021年7月15日	(c)	-	-	-	-	750	-	-	750	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
ZHANG Aijing 張愛英	15 July 2021 2021年7月15日	(c)	-	-	-	-	750	-	-	750	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
ZHANG Aijing 張愛英	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,000	-	-	1,000	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	-	-	-	-	900	-	-	900	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	-	-	-	-	900	-	-	900	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,200	-	-	1,200	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,050	-	-	1,050	2.14	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,050	-	-	1,050	2.14	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	-	-	-	-	1,400	-	-	1,400	2.14	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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32. Share Option Scheme (continued)

32. 購股權計劃(續)

Grantee	Date of offer	Notes	Outstanding	Granted	Lapsed	Outstanding	Granted	Exercised	Lapsed	Outstanding	Exercise price*	Exercise period
			at 1 January 2020	during year	during year	at 31 December 2020	during year	during year	during year	at 31 December 2021		
獲授人士	要約日期	附註	於2020年1月1日未行使	年內授出	年內失效	於2020年12月31日未行使	年內授出	年內行使	年內失效	於2021年12月31日未行使	行使價* HK\$ per share 每股港幣	行使期
			'000 千股 (Adjusted) (經調整)	'000 千股	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)	'000 千股 (Adjusted) (經調整)		
Others												
其他												
Other employee	4 July 2017	(a)	2,558	-	(297)	2,261	-	(1,455)	(99)	707	1.164	4 July 2018 to 3 July 2023
其他僱員	2017年7月4日											2018年7月4日至2023年7月3日
Other employee	4 July 2017	(a)	2,162	-	-	2,162	-	(1,253)	(99)	810	1.164	4 July 2019 to 3 July 2024
其他僱員	2017年7月4日											2019年7月4日至2024年7月3日
Other employee	4 July 2017	(a)	3,146	-	(132)	3,014	-	(803)	(132)	2,079	1.164	4 July 2020 to 3 July 2025
其他僱員	2017年7月4日											2020年7月4日至2025年7月3日
Other employee	15 July 2021	(c)	-	-	-	-	6,930	-	-	6,930	2.14	15 July 2022 to 14 July 2027
其他僱員	2021年7月15日											2022年7月15日至2027年7月14日
Other employee	15 July 2021	(c)	-	-	-	-	6,930	-	-	6,930	2.14	15 July 2023 to 14 July 2028
其他僱員	2021年7月15日											2023年7月15日至2028年7月14日
Other employee	15 July 2021	(c)	-	-	-	-	9,240	-	-	9,240	2.14	15 July 2024 to 14 July 2029
其他僱員	2021年7月15日											2024年7月15日至2029年7月14日
			11,166	-	(429)	10,737	36,100	(3,511)	(330)	42,996		
Exercisable												
可予行使												
			6,920			10,737				6,896		
			- at the end of the year									
			- 於年末									
Weighted average exercise price												
加權平均行使價												
			1.20			1.20				1.99		

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

* 購股權的行使價可於供股或紅股發行或本公司股本有其他類似變動時作出調整。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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32. Share Option Scheme (continued)

Notes:

- (a) On 4 July 2017, the board of directors of the Company approved the initial grant only to the Group's employees. The total number of the target shares under the initial grant was 8,000,000, representing 2% of the then issued share capital of the Company.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the grant date, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (b) On 23 July 2018, the board of directors of the Company approved the grant to a director, YANG Rongbing. The total number of the target shares under this grant was 3,000,000, representing 0.75% of the then issued share capital of the Company.

There are three unlocking dates: being the date of grant, the expiry dates of first anniversary and second anniversary of grant date, subject to the vesting conditions and upon expiry of which one third of the trust benefit units granted to participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (c) On 15 July 2021, the board of directors of the Company approved the grant to 4 directors and the Group's employees. The total number of the target shares under this grant was 36,100,000, representing 8.14% of the then issued share capital of the Company. Each grant of the share options to LI Xiangli, ZHANG Aiying and LIU Yi was approved by the independent non-executive directors on 15 July 2021 and was approved by the shareholders on 29 September 2021.

32. 購股權計劃(續)

附註：

- (a) 於2017年7月4日，本公司董事會批准僅向本集團僱員首次授出。首次授出項下標的股份總數為8,000,000股，佔本公司當時已發行股本2%。

設有三個解禁日，即授出日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (b) 於2018年7月23日，本公司董事會批准對董事楊榮兵的授予。該項授出項下標的股份總數為3,000,000股，佔本公司當時已發行股本0.75%。

設有三個解禁日：即授出日期、授出日期後的第一個和第二個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予參與者三分之一的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (c) 於2021年7月15日，本公司董事會批准對四名董事及本集團僱員的授予。該項授出項下標的股份總數為36,100,000股，佔本公司當時已發行股本8.14%。向李向利、張愛英及劉翊授出的購股權已於2021年7月15日獲獨立非執行董事批准及於2021年9月29日獲股東批准。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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32. Share Option Scheme (continued)

Notes: (continued)

(c) (continued)

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the date of offer, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

During the year ended 31 December 2021, options were granted on 15 July 2021. The estimated fair values of the options granted on those dates are HK\$13,692,000 and HK\$5,168,000 respectively. These fair values were calculated using the Binomial model. The inputs into the model were as follows:

		2021 2021年
Weighted average share price	加權平均股價	2.14
Expected volatility	預期波幅	39%
Expected life	預期年期	6-8 years年
Risk-free rate	無風險利率	0.64%-0.84%

In respect of the share options exercised during the year, the weighted average share price at the dates of exercise was HK\$1.97 (2020: N/A).

During the year ended 31 December 2021, the Group recognised equity-settled share option expense of HK\$5,228,000 (2020: HK\$263,000 (Restated)).

At the date of approval of these consolidated financial statements, the Company had 42,996,000 share options outstanding under the Scheme, which represented approximately 9.7% of the Company's shares in issue as at that date.

32. 購股權計劃(續)

附註：(續)

(c) (續)

設有三個解禁日：即要約日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

截至2021年12月31日止年度，購股權於2021年7月15日授出。於該等日期授出的購股權之估計公允價值分別為港幣13,692,000元及港幣5,168,000元。該等公允價值乃使用二項模式計算。該模式的輸入數據如下：

就年內已行使之購股權而言，於行使日期之加權平均股價為港幣1.97元(2020年：不適用)。

截至2021年12月31日止年度，本集團確認以權益結算的購股權開支港幣5,228,000元(2020年：港幣263,000元(經重列))。

於該等綜合財務報表獲批之日，本公司根據購股權計劃擁有42,996,000份未行使購股權，佔本公司於該日期已發行股份的約9.7%。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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33. Share Award Scheme

On 27 October 2020 (the “Adoption Date”), the Company adopted a share award scheme (the “Share Award Scheme”) to recognise the contributions by certain persons (“Eligible Persons”), including employees and directors of companies within the Group, entity in which the Group holds any equity interests (“Invested Entity”), adviser, consultant or expert in any area of business or business development of any member of the Group or any Invested Entity and other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and to give incentives to them in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by directors of the Company, the Share Award Scheme is valid and effective for 10 years from the Adoption Date (the “Award Period”).

Pursuant to the Share Award Scheme, the directors of the Company may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Share Award Scheme as selected participants and determine the shares to be granted, vesting criteria and conditions, and period for the shares to be vested, subject to the terms and conditions set out in the Share Award Scheme. The directors of the Company shall not grant further awards if they would result in the number of the Award Shares (defined as below) under the Share Award Scheme exceeding 10% of the total number of shares in issue as at the Adoption Date.

The Company established a trust to purchase shares of the Company for the benefit of employees and the directors of the Company and its subsidiaries under the Share Award Scheme (the “Award Shares”). Pursuant to the rules of the Share Award Scheme, the Company has appointed a trustee, The Core Trust Company Limited (“Trustee”), to administer the Share Award Scheme and to purchase and hold the Award Shares during the Award Period.

33. 股份獎勵計劃

於2020年10月27日(「採納日期」)，本公司採納一項股份獎勵計劃(「股份獎勵計劃」)，以認可若干人士(「合資格人士」)所作出的貢獻，包括本集團內公司的僱員及董事、本集團於其中持有任何股權之實體(「被投資實體」)、本集團任何成員公司或任何被投資實體在任何業務或業務發展方面之任何顧問、諮詢人或專家及透過合營企業、企業聯盟或其他業務安排之方式，已對或可能對本集團之發展及增長作出貢獻之其他組別或類別參與者，並向彼等提供獎勵，以挽留彼等為本集團持續經營及發展作貢獻，並為本集團的進一步發展吸引合適的人員。股份獎勵計劃由採納日期起生效，有效期為10年(「獎勵期間」)，惟本公司董事可決定提前終止。

根據股份獎勵計劃，本公司董事可不時全權酌情挑選任何合資格人士作為經甄選參與者參加股份獎勵計劃，並釐定將授出的股份、歸屬標準及條件以及歸屬股份的期間，惟須受股份獎勵計劃所載條款及條件限制。倘根據股份獎勵計劃授出的獎勵股份(定義見下文)數目超過於採納日期已發行股份總數的10%，則本公司董事不得再授出獎勵。

本公司根據股份獎勵計劃為本公司及其附屬公司的僱員及董事設立一項信託，以購買本公司的股份(「獎勵股份」)。根據股份獎勵計劃的規則，本公司已委任匯聚信託有限公司為受託人(「受託人」)，以管理股份獎勵計劃及於獎勵期間購買並持有獎勵股份。



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33. Share Award Scheme (continued)

Unless the board of Directors determines otherwise at its absolute discretion, an award shall automatically lapse upon (i) the voluntary resignation or dismissal, or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the Group otherwise than by reason of redundancy; or (ii) termination of the selected participant's employment or early termination of the contractual engagement with the relevant member of the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract.

If there occurs an offer by way of takeover, merger, scheme of arrangement, share repurchase or otherwise, all the outstanding Award Shares shall immediately vest on the date when such offer becomes or is declared unconditional or in the case of a scheme of arrangement on the record date for determining entitlements under such scheme and such date shall be deemed the vesting date.

If there is an event of change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, unless otherwise directed by the board of directors of the Company at its absolute discretion, all the outstanding Award Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed the vesting date.

During the year ended 31 December 2020, the Trustee purchased an aggregate of 5,516,000 shares of the Company from the market at a total consideration of approximately HK\$5,920,000 (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.07 per share. No shares were granted to the Eligible Persons pursuant to the Share Award Scheme during the year ended 31 December 2020.

33. 股份獎勵計劃(續)

除非董事會全權酌情另行決定，否則倘(i)其自願辭職或被解僱，或被本集團基於裁員以外之原因根據其僱傭或服務合約之終止條款終止僱傭關係或服務；或(ii)經甄選參與者終止受僱或因不當行為或與法律、僱傭合約或聘用合約有關的原因而須提早與本集團相關的成員公司終止合約聘用，獎勵將自動失效。

倘以收購、合併、安排計劃、股份回購或其他方式提出要約，則所有尚未行使的獎勵股份應於有關要約成為或宣佈為無條件的日期立即歸屬，或倘為安排計劃，則於決定該計劃項下權利的記錄日期歸屬，而該日期將被視為歸屬日期。

倘本公司之控制權出現變動(不論以要約、合併、安排計劃或其他方式)，除非本公司董事會全權酌情另行發出指示，否則所有尚未行使的獎勵股份將於該等控制權變動發生或宣佈成為無條件當日即時歸屬予相關之經甄選人士，而該日期將被視為歸屬日期。

截至2020年12月31日止年度，受託人以總代價約港幣5,920,000元(包括直接應佔增量成本)從市場購買合共5,516,000股本公司股份，股份乃以加權平均市場價每股港幣1.07元購買。概無股份於截至2020年12月31日止年度須根據股份獎勵計劃授予合資格人士。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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33. Share Award Scheme (continued)

During the year ended 31 December 2021, the Trustee purchased an aggregate of 4,400,000 shares (including 3,480,000 shares purchased before the 2021 Bonus Issue) of the Company from the market at a total consideration of approximately HK\$6,309,000 (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.43 per share during the year. A total of 3,533,750 shares (3,887,125 shares after the 2021 Bonus Issue) were granted to 10 eligible participants, including 4 executive directors and employees on 29 January 2021 pursuant to the Share Award Scheme, representing approximately 0.88% of the then total number of issued shares. The estimated fair value of each share granted was HK\$1.18. The Group recognised equity-settled share award expense amounting to HK\$4,170,000 (2020: nil) during the year ended 31 December 2021.

34. Retirement Benefits Plans

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for all qualifying employees of its Hong Kong incorporated subsidiaries. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. The Group contributed 5% of the relevant payroll costs to the MPF Scheme but limited to the cap of HK\$1,500.

The Group also participates in defined contribution retirement schemes organised by the relevant local government authorities in the PRC and other jurisdictions where the Group operates. The Group is required to make contributions to the schemes at a percentage that is specified by the local government authorities.

33. 股份獎勵計劃(續)

截至2021年12月31日止年度，受託人以總代價約港幣6,309,000元(包括直接應佔增量成本)從市場購買合共4,400,000股本公司股份(包括2021年紅股發行前所購買的3,480,000股股份)，股份乃以加權平均市場價每股港幣1.43元於年內購買。根據股份獎勵計劃，於2021年1月29日向10名合資格參與者(包括4名執行董事及僱員)授出合共3,533,750股股份(2021年紅股發行後為3,887,125股)，佔當時已發行股份總數約0.88%。每股授出股份的估計公允價值為港幣1.18元。本集團於截至2021年12月31日止年度確認以權益結算的股份獎勵開支為港幣4,170,000元(2020年：無)。

34. 退休福利計劃

本集團根據香港《強制性公積金計劃條例》，為其香港註冊成立附屬公司的全體合資格僱員設有一項強制性公積金計劃(「強積金計劃」)。強積金計劃的資產與本集團資產分開持有，由受託人以基金形式控制。本集團按相關薪金成本的5%向強積金計劃供款(但不超過上限港幣1,500元)。

本集團亦參與中國及本集團營運所在其他司法管轄區的有關當地政府機關管理的界定供款退休計劃。本集團須按當地政府機關指定的百分比，向計劃作出供款。



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34. Retirement Benefits Plans (continued)

The only obligation of the Group with respect to those retirement benefit schemes is to make the specified contributions. The total expense recognised in profit or loss of HK\$26,152,000 (2020: HK\$6,720,000 (Restated)) represents contributions paid or payable to these schemes by the Group at rates specified in the rules of the schemes.

During the years ended 31 December 2021 and 2020, the Group had no forfeited contributions under those schemes which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2021 and 2020 under the schemes which may be used by the Group to reduce the contribution payable in future years.

35. Reserves

The amounts of the Group's reserves and the movements therein are presented in the consolidated statement of changes in equity for the current and prior years.

34. 退休福利計劃(續)

本集團就該等退休福利計劃的唯一義務為作出指定供款。於損益內確認的總開支為港幣26,152,000元(2020年：港幣6,720,000元(經重列))，指本集團按計劃規則內指定的比率已或應向該等計劃作出的供款。

截至2021年及2020年12月31日止年度，本集團於該等計劃項下並無沒收供款可供本集團用於減少現有供款水平。於2021年及2020年12月31日，本集團於該等計劃項下亦無沒收供款可供本集團用於減少未來數年的應繳供款。

35. 儲備

本集團於本年度及過往年度的儲備及其變動數額於綜合權益變動表中呈列。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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36. Business Combinations

Acquisition of businesses during the year ended 31 December 2021

Acquisition date 收購日期	Company acquired 所收購公司	Registered capital acquired 所收購註冊資本	Consideration 代價	Nature of business 業務性質
22 March 2021 2021年3月22日	Tianjin Zhiheng Environmental Technology Limited ("Tianjin Zhiheng") and Tianjin Huaneng Environmental Monitoring Service Co., Ltd ("Tianjin Huaneng") 天津之恆環境科技有限公司(「天津之恆」)及天津華能環境監測服務有限公司(「天津華能」)	51%	HK\$8,184,000 (equivalent to RMB6,869,000) 港幣8,184,000元 (相當於人民幣6,869,000元)	Environmental monitoring and testing services 環境監測及檢測服務
7 July 2021 2021年7月7日	Saybolt (M) SDN BHD ("Saybolt (M)") Saybolt (M) SDN BHD (「Saybolt (M)」)	100%	HK\$9,317,000 (equivalent to US\$1,200,000) 港幣9,317,000元 (相當於1,200,000美元)	Technical testing and analysis services for laboratory testing and inspection 為實驗室檢測及檢驗提供技術檢測及分析服務

Tianjin Zhiheng and Tianjin Huaneng and Saybolt (M) were acquired (collectively referred to as "2021 Companies Acquired") with the objective of accelerate the achievement of the Company's 2+X strategic objectives.

收購天津之恆及天津華能以及Saybolt (M) (統稱「2021年已收購公司」)旨在加速實現本公司的2+X戰略目標。

36. 業務合併

截至2021年12月31日止年度收購的業務



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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36. Business Combinations (continued)

Acquisition of businesses during the year ended 31 December 2021 (continued)

The amounts of fair value of the assets and liabilities at the date of acquisition are as follows:

36. 業務合併(續)

截至2021年12月31日止年度收購的業務(續)

於收購日期，資產及負債的公允價值金額如下：

		Tianjin Zhiheng and Tianjin Huaneng 天津之恆及 天津華能 HK\$'000 港幣千元	Saybolt (M) HK\$'000 港幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	4,646	172
Current assets	流動資產		
Trade and other receivables	貿易及其他應收款項	1,356	1,682
Cash and cash equivalents	現金及現金等價物	6,168	673
Current liabilities	流動負債		
Trade and other payables	貿易及其他應付款項	-	(912)
Tax payable	應納稅款	(75)	(261)
Net assets acquired	所收購資產淨值	12,095	1,354
Goodwill arising on acquisition	收購產生的商譽		
Total consideration	總代價	8,184	9,317
Add: non-controlling interests	加：非控股權益	5,927	-
Less: fair value of identified net assets acquired by the Group	減：本集團所收購可識別資產淨值的公允價值	(12,095)	(1,354)
Goodwill arising on acquisition	收購產生的商譽	2,016	7,963
Net cash outflow arising on acquisition	收購產生之現金流出淨額		
Cash consideration paid	已付現金代價	8,184	9,317
Less: cash and cash equivalents acquired	減：所收購現金及現金等價物	(6,168)	(6,73)
Less: unpaid amount included in other payables (note 26)	減：計入其他應付款項的未付款項(附註26)	-	(1,872)
		2,016	6,772



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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36. Business Combinations (continued)

Acquisition of businesses during the year ended 31 December 2021 (continued)

Included in the profit for the year ended 31 December 2021 was HK\$3,579,000 of profit attributable to the additional businesses generated by 2021 Companies Acquired. Revenue for the year ended 31 December 2021 includes HK\$22,054,000 generated from 2021 Companies Acquired.

Had the acquisitions of 2021 Companies Acquired been completed on 1 January 2021, the revenue of the Group for the year ended 31 December 2021 would have been HK\$821,091,000, and the profit for the year would have been HK\$88,924,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisitions been completed on 1 January 2021, nor is intended to be a projection of future results.

In determining the “pro-forma” revenue and profit of the Group, had 2021 Companies Acquired been acquired on 1 January 2021, the Directors have calculated the depreciation and amortisation of property, plant and equipment and intangible assets acquired on the basis of the fair values rather than the carrying amounts recognised in the pre-acquisition financial statements.

37. Pledge of Assets

Details the Group's pledged assets are included in notes 17 and 23 to the consolidated financial statements.

36. 業務合併(續)

截至2021年12月31日止年度收購的業務(續)

2021年已收購公司所產生額外業務應佔的港幣3,579,000元計入截至2021年12月31日止年度利潤。截至2021年12月31日止年度的收入包括2021年已收購公司所產生的港幣22,054,000元。

倘於2021年1月1日完成收購2021年已收購公司，本集團截至2021年12月31日止年度的收入將為港幣821,091,000元，而年內利潤將為港幣88,924,000元。備考資料僅供說明，未必表示收購事項倘於2021年1月1日已完成本集團將達成的實際收入及經營業績，亦非對未來業績的預測。

倘於2021年1月1日已完成收購2021年已收購公司，於釐定本集團的「備考」收入及利潤時，董事已根據公允價值而非於收購前財務報表確認的賬面值計算所收購的物業、廠房及設備及無形資產的折舊及攤銷。

37. 資產抵押

有關本集團已抵押資產的詳情載於綜合財務報表附註17及23。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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38. Operating Leases Arrangements

As lessor

The Group leases its investment properties (note 17) under operating lease arrangements, with leases negotiated for a term of one to three years.

Minimum lease payments receivable on leases are as follows:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Within one year	一年以內	44	1,599
		44	1,599

39. Capital Commitments

The Group had the following capital commitments:

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Contracted, but not provided for: Property, plant and equipment	已訂約但未撥備： 物業、廠房及設備	2,169	931

At the end of the reporting period, the Group did not have any other significant commitment.

38. 經營租賃安排

作為出租人

本集團根據經營租賃安排租賃其投資物業(附註17)，經協商後的租賃期限為一至三年。

就租賃應收的最低租金如下：

39. 資本承擔

本集團擁有以下資本承擔：

於報告期末，本集團並無任何其他重大承擔。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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40. Capital Risk Management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2021 and 2020.

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group's policy is to maintain the gearing ratio below 70%. Net debt includes trade payables, other payables and accruals, interest-bearing bank loans and other loans, and convertible bonds, less cash and cash equivalents. Capital represents equity attributable to owners of the Company. The gearing ratio at the end of the reporting period is as follows:

40. 資本風險管理

本集團資本管理的首要目的是保障本集團持續經營及維持穩健資本比率的能力，從而支持其業務及實現股東價值最大化。

本集團因應經濟情況變動及相關資產的風險特徵管理並調整資本結構。為維持或調整資本結構，本集團可調整派付予股東的股息、向股東退還資本或發行新股。截至2021年及2020年12月31日止年度，本集團並無改變管理資本的目的、政策或程序。

本集團用槓桿比率監控資本，槓桿比率等於負債淨額除以資本加上負債淨額的總和。本集團的政策為維持資本負債比率低於70%。負債淨額包括貿易應付款項、其他應付款項及應計項目、計息銀行貸款及其他貸款以及可換股債券減現金及現金等價物。資本指本公司擁有人應佔權益。於報告期末槓桿比率如下：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Trade payables	貿易應付款項	39,513	41,873
Other payables and accruals	其他應付款項及應計項目	54,490	63,866
Bank loans and other loans	銀行貸款及其他貸款	22,900	40,177
Convertible bonds	可換股債券	57,953	-
Less: Cash and cash equivalents	減：現金及現金等價物	(150,636)	(93,726)
Net debt	負債淨額	24,220	52,190
Equity attributable to owners of the Company	本公司擁有人應佔權益	347,638	297,567
Capital and net debt	資本及負債淨額	371,858	349,757
Gearing ratio (Note)	槓桿比率(附註)	6.51%	14.92%

Note: The gearing ratio of the Group is 16.68% (2020: 21.95% (Restated)) if the debt includes the lease liabilities of HK\$45,378,000 (2020: HK\$31,487,000 (Restated)) as at 31 December 2021.

附註：倘債務包括於2021年12月31日的租賃負債港幣45,378,000元(2020年：港幣31,487,000元(經重列))，則本集團的槓桿比率為16.68%(2020年：21.95%(經重列))。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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41. Reconciliation of Liabilities Arising from Financing Activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

41. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動，現金及非現金變動均包括在內。融資活動產生的負債乃現金流量已(或未來現金流量將)於本集團的綜合現金流量表內獲分類為融資活動所得現金流量的負債。

		Dividend payable	Lease liabilities	Bank loans and other loans 銀行貸款及其他貸款	Convertible bonds 可換股債券	Interest payables 應付利息	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	-	35,257	70,968	-	3,744	109,969
Financing cash flows (Restated)	融資現金流量(經重列)	(16,400)	(12,696)	(35,248)	-	(3,700)	(68,044)
Dividend declared (Restated)	已宣派股息(經重列)	16,400	-	-	-	-	16,400
Interest expense (Restated) (note 8)	利息開支(經重列)(附註8)	-	1,710	-	-	2,722	4,432
Inception of new leases (Restated)	開始新租賃(經重列)	-	8,430	-	-	-	8,430
Exchange difference (Restated)	匯兌差額(經重列)	-	(1,214)	4,457	-	(157)	3,086
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	-	31,487	40,177	-	2,609	74,273
Financing cash flows	融資現金流量	(27,874)	(22,470)	(17,736)	50,000	(4,300)	(22,380)
Dividend declared	已宣派股息	27,874	-	-	-	-	27,874
Interest expense (note 8)	利息開支(附註8)	-	2,040	-	-	1,705	3,745
Inception of new leases	開始新租賃	-	33,430	-	-	-	33,430
Fair value change	公允價值變動	-	-	-	7,953	-	7,953
Exchange difference	匯兌差額	-	891	459	-	-	1,350
At 31 December 2021	於2021年12月31日	-	45,378	22,900	57,953	14	126,245



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments

42. 金融工具

(a) Categories of Financial Instruments

(a) 金融工具分類

Financial assets

金融資產

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Financial assets at amortised cost:	按攤銷成本計量的金融資產：		
Trade receivables	貿易應收款項	134,783	128,938
Financial assets included in deposits and other receivables	計入按金及其他應收款項的金融資產	14,634	14,779
Pledged deposits	已抵押存款	8,672	931
Cash and cash equivalents	現金及現金等價物	150,636	93,726
Financial assets at fair value through profit or loss:	按公允價值計入損益的金融資產：		
Listed securities held for trading	持作買賣之上市證券	7,331	-
		316,056	238,374

Financial liabilities

金融負債

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Financial liabilities at amortised cost:	按攤銷成本計量的金融負債：		
Trade payables	貿易應付款項	39,513	41,873
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	22,616	16,955
Borrowings	借款	22,900	40,177
Financial liabilities at fair value through profit or loss:	按公允價值計入損益的金融負債：		
Convertible bonds	可換股債券	57,953	-
		142,982	99,005



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42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies

The Group's principal financial instruments comprise interest-bearing bank loans and other loans, convertible bonds, lease liabilities, pledged deposits, and cash and cash equivalents. The main purpose of these financial instruments is to support for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are market risk (interest rate risk, foreign currency risk and other price risk), credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged deposits (note 23), fixed-rate other loans (note 28), lease liabilities (note 29) and fixed-rate convertible bonds (note 30). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (note 23) and variable-rate bank loans (note 28). The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Loan Prime Rate of National Interbank Funding Centre arising from the Group's RMB denominated bank loans. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

42. 金融工具(續)

(b) 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行貸款及其他貸款、可換股債券、租賃負債、已抵押存款以及現金及現金等價物。該等金融工具主要用於支持本集團的營運。本集團擁有各類其他金融資產及負債，比如貿易及其他應收款項以及貿易及其他應付款項，其直接來自於本集團之經營。

來自本集團金融工具的主要風險為市場風險(利率風險、外幣風險及其他價格風險)、信貸風險及流動資金風險。董事會審核並同意管理各項風險的政策，該等政策概述如下。

利率風險

本集團面臨與已抵押存款(附註23)、固定利率其他貸款(附註28)、租賃負債(附註29)及固定利率可換股債券(附註30)有關的公允價值利率風險。本集團亦面臨與浮動利率銀行結餘(附註23)及浮動利率銀行貸款(附註28)有關的現金流量利率風險。本集團的現金流量利率風險主要集中於本集團以人民幣計值的銀行貸款所產生的銀行結餘及全國銀行間同業拆借中心的貸款市場報價利率的利率波動。本集團根據利率水平及前景評估任何由利率變動所產生的潛在影響，以管理其利率風險。管理層將審閱固定及浮動利率的借款比例，並確保其在合理範圍內。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Interest rate risk (continued)

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates (“IBORs”) with alternative nearly risk-free rates. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

As at 31 December 2021, approximately 85% (2020: 74%) of the Group’s bank loans and other loans bore interest at floating rates.

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. The analysis is prepared assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. 100 basis point (2020: 100 basis point) increase or decrease in variable-rate bank loans are used which represents management’s assessment of the reasonably possible change in interest rates. Variable-rate bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

If interest rates had been 100 basis point (2020: 100 basis point) higher/lower and all other variables were held constant, the Group’s post-tax profit for the year ended 31 December 2021 would decrease/increase by HK\$165,000 (2020: HK\$252,000 (Restated)). This is mainly attributable to the Group’s exposure to interest rates on its variable-rate bank loans.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

利率風險(續)

目前全球正在對主要利率基準進行根本性改革，包括將若干銀行間同業拆借利率(「銀行間同業拆借利率」)替換為其他近乎無風險的利率。本集團正在密切監察市場及管理過渡至新基準利率的情況，包括相關銀行間同業拆借監管機構作出的公告。

於2021年12月31日，本集團約85%(2020年：74%)的銀行貸款及其他貸款以浮動利率計息。

以下敏感度分析乃根據報告期末的利率風險而釐定。該分析乃假設於報告期末的未償還金融工具於整個年度尚未償還而編製。使用浮動利率銀行貸款增加或減少100個基點(2020年：100個基點)，代表管理層對利率合理可能變動的評估。由於管理層認為由浮息銀行結餘產生的現金流量利率風險並不重大，故於敏感度分析中將浮息銀行結餘排除在外。

倘利率上升/下降100個基點(2020年：100個基點)，而所有其他變數維持不變，則本集團截至2021年12月31日止年度的稅後利潤將減少/增加港幣165,000元(2020年：港幣252,000元(經重列))。此乃主要由於本集團就浮動利率銀行貸款所承受的利率風險。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Foreign currency risk

The Group has currency exposures from its cash and cash equivalents and convertible bonds denominated in HK\$ and US dollars. As at 31 December 2021, the Group's cash and cash equivalents and convertible bonds denominated in currencies other than functional currency of the relevant group entities were equivalent to HK\$41,445,000 (2020: HK\$29,573,000 (Restated)) and HK\$57,953,000 (2020: N/A), respectively.

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

The following table demonstrates the sensitivity to a reasonably possible change in the exchange rate by 5%, with all other variables held constant, on the Group's profit after tax:

2021

	Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	(Decrease) increase in profit after tax 稅後利潤 (減少)增加 HK\$'000 港幣千元	
If RMB weakens against other currencies	倘人民幣兌其他貨幣貶值	5%	(1,136)
If RMB strengthens against other currencies	倘人民幣兌其他貨幣升值	(5%)	1,136

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

外幣風險

本集團因現金及現金等價物及可換股債券以港幣及美元計值而面臨外幣風險。於2021年12月31日，本集團以相關集團實體功能貨幣以外的貨幣計值的現金及現金等價物及可換股債券分別為港幣41,445,000元(2020年：港幣29,573,000元(經重列))及港幣57,953,000元(2020年：不適用)。

本集團目前並無外匯對沖政策。然而，本集團管理層會監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

下表列示了在所有其他變量保持不變的情況下，本集團稅後利潤對匯率5%的合理可能變動的敏感度分析：

2021年

	Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	(Decrease) increase in profit after tax 稅後利潤 (減少)增加 HK\$'000 港幣千元	
If RMB weakens against other currencies	倘人民幣兌其他貨幣貶值	5%	(1,136)
If RMB strengthens against other currencies	倘人民幣兌其他貨幣升值	(5%)	1,136



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Foreign currency risk (continued)

2020

		Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	(Decrease) increase in profit after tax 稅後利潤 (減少)增加 HK\$'000 港幣千元 (Restated) (經重列)
If RMB weakens against other currencies	倘人民幣兌其他貨幣貶值	5%	1,257
If RMB strengthens against other currencies	倘人民幣兌其他貨幣升值	(5%)	(1,257)

Other price risk

The Group is exposed to equity price risk through its financial instruments measured at FVTPL. For the investments in perpetual equity securities measured at FVTPL, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

外幣風險(續)

2020年

		Increase (decrease) in foreign exchange rate 外匯匯率 增加(減少)	(Decrease) increase in profit after tax 稅後利潤 (減少)增加 HK\$'000 港幣千元 (Restated) (經重列)
If RMB weakens against other currencies	倘人民幣兌其他貨幣貶值	5%	1,257
If RMB strengthens against other currencies	倘人民幣兌其他貨幣升值	(5%)	(1,257)

其他價格風險

本集團透過按公允價值計入損益計量的金融工具面臨股本價格風險。對於按公允價值計入損益計量的永久股本證券投資，本集團已委任專責小組監控價格風險，並將於有需要時考慮對沖風險。



For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Other price risk (continued)

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. Sensitivity analyses for the Group's unquoted convertible bonds with fair value measurement categorised within Level 3 were disclosed in note 42c. For sensitivity analysis of perpetual equity securities with fair value measurement categorised within Level 1, the sensitivity rate is increased to 5% in current year as a result of the volatile financial market.

If the price of the respective equity instrument had been 5% (2020: N/A) higher/lower, the post-tax profit for the year ended 31 December 2021 would increase/decrease by HK\$306,000 (2020: N/A) as a result of the changes in fair value of financial assets at FVTPL.

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, pledged deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

其他價格風險(續)

敏感度分析乃根據報告日期之股本價格風險釐定。本集團公允價值計量分類為第三層級的未報價可換股債券的敏感度分析於附註42c披露。對於公允價值計量分類為第一層級的永久股本證券的敏感度分析，由於金融市場動盪，敏感度比率於本年度提高至5%。

倘有關股本工具的價格上升／下降5% (2020年：不適用)，則截至2021年12月31日止年度的除稅後利潤將因按公允價值計入損益的金融資產公允價值變動而增加／減少港幣306,000元(2020年：不適用)。

信貸風險及減值評估

信貸風險指因本集團的對手方未能履行其合約責任而使本集團蒙受財務損失的風險。本集團面臨的信貸風險主要來自貿易及其他應收款項、已抵押存款及銀行結餘。本集團並無持有任何抵押品或其他信用增級措施以保障與其金融資產有關的信貸風險。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers

The Group trades only with recognised and creditworthy parties. Receivable balances are monitored on an on-going basis and the Group's exposure to credit risk is not significant. The credit quality of customers is assessed after taking into account the customers' financial position and past experience with the customers.

The Group's concentration of credit risk by geographical locations is mainly in the PRC and Singapore, which accounted for 56% and 26% (2020: 34% and 46%) of the total trade receivables respectively as at 31 December 2021. As at 31 December 2021, the Group had concentration of credit risk, 12% (2020: 12%) of its total trade receivables were due from its largest customer and 29% (2020: 30%) of its total trade receivables were due from its top five customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

Except for trade receivables with significant balances which are assessed individually, the Group performs impairment assessment under ECL model on trade balances on a collective basis by using a provision matrix. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the end of reporting period about past events, current conditions and forecasts of future economic conditions.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項

本集團僅與獲認可及信譽良好的合作方進行交易。應收款項餘額持續被監控，本集團面臨的信貸風險並不大。在考慮客戶的財務狀況及與客戶的過往經驗後，方對客戶的信貸質素作出評估。

本集團按地理位置劃分的信貸風險主要集中於中國及新加坡，於2021年12月31日分別佔貿易應收款項總額的56%及26%（2020年：34%及46%）。於2021年12月31日，本集團之信貸風險集中，在貿易應收款項總額中，12%（2020年：12%）來自其最大客戶，而29%（2020年：30%）則來自其五大客戶。為將信貸風險減至最低，本集團管理層已委任一個團隊負責釐定信貸限額及信貸批核。

除個別評估具有重大結餘之貿易應收款項外，本集團使用撥備矩陣按共同基準就貿易結餘於預期信貸損失模型下進行減值評估。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期日數釐定。該計算反映或然率加權結果、貨幣時值及於報告期末可得的有關過往事件、當前狀況及未來經濟狀況預測的合理及可靠資料。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers (continued)

Debtors with significant balances with gross carrying amounts of HK\$35,393,000 (2020: HK\$27,851,000 (Restated)) were assessed individually.

Set out below is the information about the credit risk exposure on the Group's trade receivables assessed on a collective basis using a provision matrix:

As at 31 December 2021

		Past due 逾期			
		Current 即期	Less than 9 months 少於9個月	Over 9 months 超過9個月	Total 合計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Gross carrying amount	總賬面值	79,202	17,759	5,969	102,930
ECL	預期信貸損失	569	131	2,757	3,457
Average loss rate	平均虧損率	0.14% – 1.28%	0.16% – 1.28%	3.51% – 56.2%	

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

具有總賬面值港幣35,393,000元(2020年:港幣27,851,000元(經重列))重大結餘之債務人乃為個別評估。

下表載列本集團使用撥備矩陣按共同基準評估的貿易應收款項的信貸風險資料:

於2021年12月31日



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers (continued)

As at 31 December 2020

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

於2020年12月31日

		Past due 逾期			
		Current 即期	Less than 9 months 少於9個月	Over 9 months 超過9個月	Total 合計
		HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)
Gross carrying amount	總賬面值	79,263	22,588	3,473	105,324
ECL	預期信貸損失	1,772	695	1,703	4,170
Average loss rate	平均虧損率	0.2% – 2.82%	0.52% – 4.13%	27.43% – 56.32%	

As at 31 December 2021, the Group provided HK\$3,457,000 (2020: HK\$4,170,000 (Restated)) loss allowance for trade receivables, based on the provision matrix, and loss allowance of HK\$83,000 (2020: HK\$67,000 (Restated)) were made on debtors with significant balances.

於2021年12月31日，本集團根據撥備矩陣就貿易應收款項提供港幣3,457,000元(2020年：港幣4,170,000元(經重列))的虧損撥備，而港幣83,000元(2020年：港幣67,000元(經重列))之虧損撥備乃對具有重大結餘的債務人作出。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers (continued)

The following table shows the movement in ECL that has been recognised for trade receivables under the simplified approach.

		2021 2021年 Lifetime ECL (not credit- impaired) 全期預期 信貸損失 (並無信貸減值) HK\$'000 港幣千元	2020 2020年 Lifetime ECL (not credit- impaired) 全期預期 信貸損失 (並無信貸減值) HK\$'000 港幣千元 (Restated) (經重列)
As at 1 January (Restated)	於1月1日(經重列)	4,237	2,744
Changes due to financial assets, recognised as at 1 January:	於1月1日確認金融資產所導致之變動：		
– Reversal of impairment losses recognised in prior year	– 於過往年度確認之減值虧損撥回	(1,417)	(2,816)
New financial assets during the current year:	於本年度新增之金融資產：		
– Impairment losses recognised	– 已確認減值虧損	781	4,083
Exchange difference	匯兌差額	(61)	226
As at 31 December	於12月31日	3,540	4,237

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

客戶合約產生的貿易應收款項(續)

下表載列已就貿易應收款項根據簡化法確認的預期信貸損失變動。

		2021 2021年 Lifetime ECL (not credit- impaired) 全期預期 信貸損失 (並無信貸減值) HK\$'000 港幣千元	2020 2020年 Lifetime ECL (not credit- impaired) 全期預期 信貸損失 (並無信貸減值) HK\$'000 港幣千元 (Restated) (經重列)
As at 1 January (Restated)	於1月1日(經重列)	4,237	2,744
Changes due to financial assets, recognised as at 1 January:	於1月1日確認金融資產所導致之變動：		
– Reversal of impairment losses recognised in prior year	– 於過往年度確認之減值虧損撥回	(1,417)	(2,816)
New financial assets during the current year:	於本年度新增之金融資產：		
– Impairment losses recognised	– 已確認減值虧損	781	4,083
Exchange difference	匯兌差額	(61)	226
As at 31 December	於12月31日	3,540	4,237

估計虧損率乃根據債務人於預計年期內的歷史觀察違約率作出估計，並就可獲得的前瞻性資料作出調整，而無須付出不必要的成本或努力。管理層定期審閱分組，以確保更新有關特定債務人的相關資料。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Deposits and other receivables

For deposits and other receivables, the Directors make periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and/or qualitative information that is reasonable and supportable forward-looking information. The Directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL. For the years ended 31 December 2021 and 2020, no allowance for credit losses was recognised.

Pledged deposits and bank balances

As at 31 December 2021, 64.4% and 24.9% (2020: 54.8% and 37.0%) of pledged deposits and bank balances of the Group are deposited in a bank in the PRC and a bank in Singapore respectively. Credit risk on pledged deposits and bank balances is limited because the counterparties are reputable banks with high credit ratings. The Group assessed 12m ECL for pledged deposits and bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades, ranged from B3 to Aa1 (2020: B3 to Aa1) published by external credit rating agencies. Based on the average loss rates, the 12m ECL on pledged deposits and bank balances is considered to be insignificant.

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

按金及其他應收款項

就按金及其他應收款項而言，董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及／或定性資料，對按金及其他應收款項的可收回性進行定期個別評估。董事認為自初始確認以來該等款項的信貸風險並無顯著增加，本集團基於12個月預期信貸損失撥備減值。截至2021年及2020年12月31日止年度，概無確認信貸損失撥備。

已抵押存款及銀行結餘

於2021年12月31日，本集團64.4%及24.9%(2020年：54.8%及37.0%)已抵押存款及銀行結餘已分別存放於中國銀行及新加坡銀行。已抵押存款及銀行結餘的信貸風險有限，因為交易方為聲譽良好且具有高信貸評級的銀行。本集團透過參考由外部信貸評級機構所公佈有關各信貸評級級別的違約概率及違約損失率的資料(介乎B3至Aa1之間)(2020年：B3至Aa1)，評估已抵押存款及銀行結餘的12個月預期信貸損失。根據平均損失率，已抵押存款及銀行結餘的12個月預期信貸損失被視作並不重大。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

The Group's internal credit risk grading assessment comprises the following categories.

Internal credit rating 內部信貸評級	Description 描述	Trade receivables 貿易應收款項	Other financial assets 其他金融資產
Normal 正常	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險低及並無任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	12m ECL 12個月預期信貸損失
Watch list 監察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日後還款，但通常全數還款	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	12m ECL 12個月預期信貸損失
Doubtful 可疑	There have been significant increase in credit risk since initial recognition through information developed internally or external resources 從內部或外部所得資料顯示，信貸風險自初始確認後顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸損失 – 非信貸減值
Credit-impaired 信貸減值	There is evidence indicating the asset is credit-impaired 有證據顯示資產已信貸減值	Lifetime ECL – credit-impaired 全期預期信貸損失 – 信貸減值	Lifetime ECL – credit-impaired 全期預期信貸損失 – 信貸減值

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團之內部信貸風險評級評估由以下類別組成。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Maximum exposure and year-end staging

The table below shows the credit quality by reference to internal credit rating and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2021. The amounts presented are gross carrying amounts for financial assets.

42. 金融工具(續)

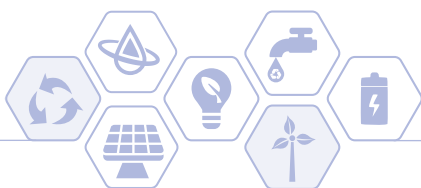
(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

最高風險及年終階段

下表顯示於2021年12月31日的根據本集團信貸政策(主要基於過往期資料,除非其他信息在無需付出過多成本或努力下即可獲得)的信貸質素(經參考內部信貸評級)及最高信貸風險以及年終階段分類。所呈列金額為金融資產的賬面總值。

		12m ECL		Lifetime ECL		
		12個月預期 信貸損失		全期預期 信貸損失		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第1階段	第2階段	第3階段	簡化方法	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
2021	2021年					
Trade receivables	貿易應收款項	-	-	-	138,323	138,323
Financial assets included in deposits and other receivables	計入按金及其他應收款項 的金融資產					
- Normal*	- 正常*	14,710	-	-	-	14,710
Pledged deposits	已抵押存款	8,672	-	-	-	8,672
Cash and cash equivalents	現金及現金等價物	150,627	-	-	-	150,627
		174,009	-	-	138,323	312,332



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Credit risk and impairment assessment (continued)

Maximum exposure and year-end staging (continued)

		12m ECL		Lifetime ECL		
		12個月預期 信貸損失		全期預期 信貸損失		
		Stage 1	Stage 2	Stage 3	Simplified approach	
		第1階段	第2階段	第3階段	簡化方法	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Restated)	(Restated)	(Restated)	(Restated)	(Restated)
		(經重列)	(經重列)	(經重列)	(經重列)	(經重列)
2020	2020年					
Trade receivables	貿易應收款項	-	-	-	133,175	133,175
Financial assets included in deposits and other receivables	計入按金及其他應收款項 的金融資產					
- Normal*	- 正常*	14,853	-	-	-	14,853
Pledged deposits	已抵押存款	931	-	-	-	931
Cash and cash equivalents	現金及現金等價物	93,726	-	-	-	93,726
		109,510	-	-	133,175	242,685

* The credit quality of the financial assets included in deposits and other receivables is considered to be "normal" when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be "doubtful".

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信貸風險及減值評估(續)

最高風險及年終階段(續)

* 當計入按金及其他應收款項的金融資產並無逾期，且概無資料表明金融資產自初次確認起信貸風險明顯增加，其信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of borrowings and debts and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating-rate, the undiscounted amount is derived from existing interest rate at the end of the reporting period.

31 December 2021

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險

就流動資金風險管理而言，本集團監察及維持現金及現金等價物處於管理層視為合適之水平，以撥資本集團作營運用途，並降低現金流量波動所造成之影響。管理層監察借款動用情況及債務，並確保已遵守貸款契諾。

下表詳列本集團有關非衍生金融負債及租賃負債之餘下合約到期日詳情(按協定還款期劃分)。此表乃根據於本集團可能被要求付款之最早日期之金融負債之未貼現現金流量編製，當中亦載有利息及本金現金流量。就浮息利息流量而言，未貼現金額乃按於報告期末之現行利率計。

2021年12月31日

		Weighted average interest rate	Repayable on demand or within one year 按要求償還或一年內	In the second year	In the third to fifth years, inclusive 第三至第五年	Over five years	Total undiscounted cash flow 未貼現現金流量總額	Carrying amount
		%	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Trade payables	貿易應付款項	-	39,513	-	-	-	39,513	39,513
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	-	22,616	-	-	-	22,616	22,616
Borrowings	借款	3.5	19,701	3,463	-	-	23,164	22,900
Lease liabilities	租賃負債	1.95-5.25	12,188	9,465	14,420	13,735	49,808	45,378
Convertible bonds	可換股債券	2	50,500	-	-	-	50,500	57,953
			144,518	12,928	14,420	13,735	185,601	188,360



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(b) Financial Risk Management Objectives and Policies (continued)

Liquidity risk (continued)

31 December 2020

		Weighted average interest rate	Repayable on demand or within one year 按要求償還 或一年內	In the second year 第二年	In the third to fifth years, inclusive 第三至第五年 (包括首尾兩年)	Over five years 超過五年	Total undiscounted cash flow 未貼現 現金流量總額	Carrying amount 賬面值
		%	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)	HK\$'000 港幣千元 (Restated) (經重列)
Trade payables	貿易應付款項	-	41,873	-	-	-	41,873	41,873
Financial liabilities included in other payables and accruals	計入其他應付款項及應計 項目的金融負債	-	16,955	-	-	-	16,955	16,955
Borrowings	借款	4.59	30,365	-	10,487	-	40,852	40,177
Lease liabilities	租賃負債	4.36-7.96	16,215	6,926	8,903	2,129	34,173	31,487
			105,408	6,926	19,390	2,129	133,853	130,492

42. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

2020年12月31日



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(c) Fair Value Measurements of Financial Instruments

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period.

42. 金融工具(續)

(c) 金融工具的公允價值計量

以經常性基準按公允價值計量的本集團金融資產及金融負債之公允價值

本集團部分金融資產及金融負債於各報告期末按公允價值計量。

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元
Financial assets	金融資產		
Financial assets at FVTPL	按公允價值計入損益的金融資產		
Perpetual equity securities	永久股本證券	7,331	-
Financial liabilities	金融負債		
Financial liabilities at FVTPL	按公允價值計入損益的金融負債		
Convertible bonds	可換股債券	57,953	-

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages third party qualified valuers to perform the valuation. The Group works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports findings to the directors of the Company every year to explain the cause of fluctuations in the fair value.

本集團由首席財務官主管的財務部負責釐定金融工具公允價值計量的政策及程序。於各報告日期，財務部分析金融工具的價值變動並確定估值中所應用的主要輸入值。

本集團使用可獲取的市場可觀察數據估計公允價值。對於使用第三層級重大不可觀察輸入數據的工具而言，本集團委聘第三方合資格估值師進行估值。本集團與合資格外部估值師緊密合作，為模型建立適當的估值方法及輸入數據。首席財務官每年向本公司董事報告研究結果，以解釋公允價值波動的原因。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

42. Financial Instruments (continued)

(c) Fair Value Measurements of Financial Instruments (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

Fair value hierarchy as at 31 December 2021

42. 金融工具(續)

(c) 金融工具的公允價值計量(續)

以經常性基準按公允價值計量的本集團金融資產及金融負債之公允價值(續)

於2021年12月31日的公允價值層級

		Fair value hierarchy 公允價值層級			
		Level 1 第一層級 HK\$'000 港幣千元	Level 2 第二層級 HK\$'000 港幣千元	Level 3 第三層級 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Financial assets at FVTPL	按公允價值計入損益的 金融資產				
Perpetual equity securities	永久股本證券	7,331	-	-	7,331
Financial liabilities at FVTPL	按公允價值計入損益的 金融負債				
Convertible bonds (note)	可換股債券(附註)	-	-	57,953	57,953

Note: The Group involves an external valuer to determine the fair value of convertible bonds using Monte Carlo model. The fair value was estimated based on expected volatility of 36.99%, dividend yield of 4% and discount rate of 16.38%. A slight increase in the expected volatility/dividend yield/discount rate used in isolation would result in a decrease in the fair value measurement of the convertible bonds, and vice versa. A 5% increase in the expected volatility or dividend yield or discount rate holding all other variables constant would decrease the carrying amount of the convertible bonds by approximately HK\$4,000, HK\$4,000 and HK\$15,000, respectively.

附註：本集團委聘外部估值師採用蒙特卡羅模型釐定可換股債券的公允價值。公允價值乃根據36.99%的預期波幅、4%的股息收益率及16.38%的貼現率進行估計。倘單獨應用的預期波幅/股息收益率/貼現率略微增加，可換股債券的公允價值計量將減少，反之亦然。倘預期波幅或股息收益率或貼現率增加5%而所有其他變量維持不變，則可換股債券的賬面值將分別減少約港幣4,000元、港幣4,000元及港幣15,000元。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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42. Financial Instruments (continued)

(c) Fair Value Measurements of Financial Instruments (continued)

Fair value of financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

Management has assessed that the fair values of financial assets and liabilities at amortised cost approximate to their carrying amounts largely due to the short term maturities of these instruments.

42. 金融工具(續)

(c) 金融工具的公允價值計量(續)

並非以經常性基準按公允價值計量的金融資產及金融負債之公允價值(但須披露公允價值)

管理層經評估後認為，按攤銷成本列賬的金融資產及負債的公允價值與其賬面值相若，此乃主要由於該等工具的到期期限較短。

43. Related Party Transactions

(a) Guarantees provided by related parties:

The Group's bank loans amounting to HK\$29,690,000 (Restated) as at 31 December 2020 were guaranteed by Li Xiangli.

The charge and guarantee on the Group's Note was detailed in Note 28. On 21 July 2020, the Company fully settled the outstanding amounts of the Note. The charge and guarantee was released in 2020.

(b) Compensation of key management personnel of the Group:

43. 關聯方交易

(a) 關聯方提供的擔保：

於2020年12月31日，本集團的銀行貸款為港幣29,690,000元(經重列)，由李向利作出擔保。

有關本集團票據的抵押及擔保詳情載於附註28。於2020年7月21日，本公司悉數償付票據的未償還金額。抵押及擔保已於2020年解除。

(b) 本集團主要管理人員的酬金：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Short-term employee benefits	短期僱員福利	6,926	7,690
Pension scheme contributions	退休金計劃供款	489	457
Equity-settled share compensation expense	以權益結算的股份補償開支	4,595	116
		12,010	8,263



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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44. Particulars of Principal Subsidiaries of the Company

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below:

44. 本公司主要附屬公司詳情

於報告期末，本公司直接及間接持有的主要附屬公司詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
China Leon Inspection Holding (BVI) Limited	British Virgin Islands 英屬維爾京群島	US\$1.00 1.00美元	100	-	100	-	Investment holding 投資控股
Huaxia Leon Inspection Limited 華夏力鴻檢驗有限公司	Hong Kong 香港	HK\$100 港幣100元	-	100	-	100	Investment holding 投資控股
Lihong Inspection Group Limited 力鴻檢驗集團有限公司	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Leon Overseas	Singapore 新加坡	SGD1,000,000 1,000,000新加坡元	-	51	-	51	Inspection and testing 檢驗及檢測
Saybolt (Singapore) Pte. Ltd.	Singapore 新加坡	SGD341,714 341,714新加坡元	-	51	-	51	Inspection and testing 檢驗及檢測



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Leon Inspection & Testing India Private Limited	India 印度	INR500,000 500,000盧比	-	41 (note i) (附註i)	-	41 (note i) (附註i)	Inspection and testing 檢驗及檢測
Pt. Leon Testing and Consultancy	Indonesia 印尼	IDR10,005,000,000 10,005,000,000印尼盾	-	51	-	51	Inspection and testing 檢驗及檢測
Leon Inspection and Testing Australia Pty Ltd.	Australia 澳洲	AUD1.00 1.00澳元	-	51	-	51	Inspection and testing 檢驗及檢測
Leon Inspection Testing Services Sdn. Bhd	Malaysia 馬來西亞	MYR1,000,000 1,000,000馬幣	-	51	-	51	Inspection and testing 檢驗及檢測
Leon Inspection & Testing Private Limited	Pakistan 巴基斯坦	PRK40,000,000 40,000,000巴基斯坦盧比	-	41 (note i) (附註i)	-	41 (note i) (附註i)	Inspection and testing 檢驗及檢測



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Saybolt Tianjin 天津仕寶	The PRC 中國	US\$1,150,000 1,150,000美元	-	41 (note i) (附註i)	-	41 (note i) (附註i)	Inspection and testing 檢驗及檢測
Leon HK Leon HK	Hong Kong 香港	HK\$1.00 港幣1.00元	-	41 (note i) (附註i)	-	41 (note i) (附註i)	Inspection and testing 檢驗及檢測
Leon-Saybolt Inspection & Testing Sdn Bhd Leon-Saybolt Inspection & Testing Sdn Bhd	Brunei 汶萊	B\$1,000 1,000汶萊元	-	51 (note i) (附註i)	-	51 (note i) (附註i)	Standard technical and quality control technical services 標準技術及質量控制技術服務
Qinhuangdao Lihong Coal Testing Co., Ltd. 秦皇島力鴻煤炭檢測有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	-	-	100 (note ii) (附註ii)	Inspection and testing and relevant service 檢驗、檢測及相關服務
Tangshan Huaxia Lihong Commodity Inspection Co., Ltd. 唐山華夏力鴻商品檢驗有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection, testing, appraisal and inspection technology development 檢驗、檢測、評估及檢驗技術開發



Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Tianjin Huaxia Lihong Coal Testing Co., Ltd. 天津華夏力鴻煤炭檢測有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
Nanjing Lihong Coal Testing Co., Ltd. 南京力鴻煤炭檢測有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	-	-	-	100 (note ii) (附註ii)	Inspection and testing 檢驗及檢測
Guangzhou Lihong Coal Testing Co., Ltd. 廣州力鴻煤炭檢測有限公司	The PRC 中國	RMB1,440,000 人民幣1,440,000元	-	-	-	100 (note ii) (附註ii)	Professional technical service 專業技術服務
Hebei Lihong Minerals Inspection Co., Ltd. 河北力鴻礦產品檢驗有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	-	100	-	100	Inspection technical advisory service 檢驗技術諮詢服務
Hunan Lihong Coal Testing Co., Ltd. 湖南力鴻煤炭檢測有限公司	The PRC 中國	RMB3,000,000 人民幣3,000,000元	-	-	-	100 (note ii) (附註ii)	Inspection and testing 檢驗及檢測



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Zhuohai Lidaohongtu Coal Testing Technology Services Co., Ltd. 珠海力道鴻圖煤炭 檢測技術服務有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	100	-	100	Inspection and testing and advisory services 檢驗、檢測及諮詢服務
Tianjin Shengde Tiangong Sampling Technology Co., Ltd. 天津聖德天工採樣技術 有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	-	100	-	100	Scientific research, technique service and business service 科研、技術服務及商業服務
Shaanxi Huaxia Lihong Commodity Inspection Co., Ltd. 陝西華夏力鴻商品檢驗 有限公司	The PRC 中國	RMB50,000,000 人民幣50,000,000元	-	55	-	55	Quality inspection service 質量檢驗服務
Leon Sanitary Inspection Technical Service (Tianjin) Co., Ltd. 力鴻衛檢科技服務(天津) 有限公司	The PRC 中國	RMB1,000,000 人民幣1,000,000元	-	-	-	100 (note ii) (附註ii)	Vector biological control technology, technical development and consulting 媒介生物控制技術、技術開發及諮詢



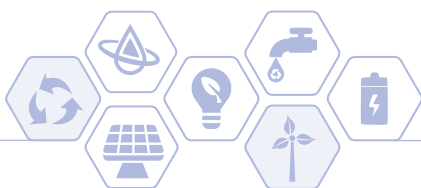
Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 登記及營業地點	Issued and fully paid share capital/ registered capital 已發行及悉數繳足 股本/註冊資本	Percentage of equity interest attributable to the Company 本公司應佔權益百分比				Principal activities 主營業務
			2021 2021年		2020 2020年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Xinjiang Huaxia Lihong Commodity Inspection Co., Ltd. 新疆華夏力鴻商品檢驗 有限公司	The PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100	-	100	Inspection service 檢驗服務
Guangzhou Lihong Energy 廣州力鴻能源	The PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100	-	100	Inspection and testing 檢驗及檢測
LEON (Shenzhen) Environmental testing Co., Ltd. 力鴻(深圳)環境檢測 有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	-	70 (note iii) (附註iii)	-	-	Environmental Testing 環境檢測
Yulin Lihong Energy Testing Co. 榆林力鴻能源檢測 有限公司	The PRC 中國	RMB10,000,000 人民幣10,000,000元	-	51 (note iii) (附註iii)	-	-	Inspection and testing 檢驗及檢測
Tianjin Huaneng 天津華能	The PRC 中國	RMB12,244,900 人民幣12,244,900元	-	51 (note 36) (附註36)	-	-	Environmental testing 環境檢測
Tianjin Zhiheng 天津之恆	The PRC 中國	RMB6,122,400 人民幣6,122,400元	-	51 (note 36) (附註36)	-	-	Environmental testing 環境檢測
Saybolt (M)	Malaysia 馬來西亞	RM3,300,000 3,300,000馬幣	-	51 (note i and note 36) (附註i及 附註36)	-	-	Inspection and testing 檢驗及檢測



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

44. Particulars of Principal Subsidiaries of the Company (continued)

Notes:

- * The English names of the companies registered in the PRC, represent the best efforts of the management of the Company in directly translating the Chinese names of the companies as no English names have been registered.
- (i) These companies are subsidiaries of Leon Overseas. The interests disclosed here represented the Group's effective equity interests in these subsidiaries. The directors of the Company are in the opinion that the Group has control over these subsidiaries through its control over Leon Overseas, a non-wholly owned subsidiary of the Company.
- (ii) These companies were deregistered during the year ended 31 December 2021.
- (iii) These companies were established during the year ended 31 December 2021.

All these companies were incorporated with limited liability.

None of the subsidiaries had issued any debt securities at the end of the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

44. 本公司主要附屬公司詳情(續)

附註：

- * 由於各中國註冊的公司並未註冊英文名稱，故而各中國公司的英文名稱為本公司管理層盡力直接翻譯公司中文名。
- (i) 該等公司均為Leon Overseas的附屬公司。此處披露的權益為本集團於該等附屬公司的實際權益。本公司董事認為本集團透過其對Leon Overseas(本公司的非全資附屬公司)的控制對該等附屬公司擁有控制權。
- (ii) 截至2021年12月31止年度，該等公司已註銷。
- (iii) 截至2021年12月31止年度，該等公司已成立。

所有該等公司均註冊成立為有限公司。

概無附屬公司於年末已發行任何債務證券。

上表載列本公司董事認為對本集團業績或資產及負債有主要影響的本公司附屬公司。本公司董事認為，若列示其他附屬公司之詳情，會令資料過於冗長。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

The table below shows details of non-wholly subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and place of business 註冊成立地點及營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益持有的所有權及投票權的百分比		Profit allocated to non-controlling interests 分配至非控股權益的利潤		Accumulated non-controlling interests 累計非控股權益	
		2021 2021年	2020 2020年	2021 HK\$'000 港幣千元	2020 HK\$'000 港幣千元 (Restated) (經重列)	2021 HK\$'000 港幣千元	2020 HK\$'000 港幣千元 (Restated) (經重列)
Leon Overseas and its subsidiaries (i)	Singapore	49%	49%	25,295	18,245	42,815	12,048
Leon Overseas及其附屬公司(i)	新加坡					36,146	14,303
Individually immaterial subsidiaries with non-controlling interests 擁有非控股權益的個別非重大附屬公司						78,961	26,351

(i) During the years ended 31 December 2021 and 2020, the non-controlling interests pledged their equity interest to the Group for the shareholder's loans provided by the Company to Leon Overseas.

44. 本公司主要附屬公司詳情(續)

下表載列本集團擁有重大非控股權益的非全資附屬公司的詳情：

(i) 截至2021年及2020年12月31日止年度，非控股權益向本集團抵押了其股本權益，以獲取本公司向Leon Overseas提供的股東貸款。



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
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44. Particulars of Principal Subsidiaries of the Company (continued)

Summarised financial information in respect of the Group's subsidiary that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

Leon Overseas and its subsidiaries

		2021	2020
		2021年	2020年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
			(Restated)
			(經重列)
Current assets	流動資產	150,047	129,587
Non-current assets	非流動資產	64,991	73,967
Current liabilities	流動負債	(67,236)	(81,429)
Non-current liabilities	非流動負債	(54,678)	(97,166)
Equity attributable to owners of the Company	本公司擁有人應佔權益	50,309	12,911
Non-controlling interests of Leon Overseas	Leon Overseas的非控股權益	48,336	12,405
Non-controlling interests of Leon Overseas' subsidiaries	Leon Overseas附屬公司的非控股權益	(5,521)	(357)

44. 本公司主要附屬公司詳情(續)

擁有重大非控股權益的本集團附屬公司的財務資料摘要載列如下。下文的財務資料摘要乃呈列集團內對銷之前的金額。

Leon Overseas及其附屬公司



Notes to the Consolidated Financial Statements (continued)
綜合財務報表附註(續)

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44. Particulars of Principal Subsidiaries of the Company (continued)

44. 本公司主要附屬公司詳情(續)

Leon Overseas and its subsidiaries (continued)

Leon Overseas及其附屬公司(續)

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
Revenue	收入	397,531	351,080
Expenses	開支	(340,403)	(314,788)
Profit for the year	年內利潤	57,128	36,292
Profit attributable to owners of the Company	本公司擁有人應佔利潤	31,833	18,047
Profit attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔利潤	30,584	17,267
Profit attributable to the non-controlling interests of Leon Overseas' subsidiaries	Leon Overseas附屬公司的非控股權益應佔利潤	(5,289)	978
Profit for the year	年內利潤	57,128	36,292
Other comprehensive expense attributable to owners of the Company	本公司擁有人應佔其他全面開支	(1,002)	(1,597)
Other comprehensive expense attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔其他全面開支	(964)	(1,533)
Other comprehensive expense for the year	年內其他全面開支	(1,966)	(3,130)
Total comprehensive income attributable to owners of the Company	本公司擁有人應佔全面收益總額	30,831	16,450
Total comprehensive income attributable to the non-controlling interests of Leon Overseas	Leon Overseas的非控股權益應佔全面收益總額	29,620	15,734
Total comprehensive income attributable to the non-controlling interests of Leon Overseas' subsidiaries	Leon Overseas附屬公司的非控股權益應佔全面收益總額	(5,289)	978
Total comprehensive income for the year	年內全面收益總額	55,162	33,162



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

45. Statement of Financial Position of the Company

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

45. 本公司財務狀況表

於報告期末有關本公司財務狀況表的資料如下：

		2021 2021年 HK\$'000 港幣千元	2020 2020年 HK\$'000 港幣千元 (Restated) (經重列)
NON-CURRENT ASSETS	非流動資產		
Equipment	設備	1	1
Investment in a subsidiary	投資附屬公司	67,282	62,111
Amount due from subsidiaries	應收附屬公司款項	96,036	93,204
Right-of-use assets	使用權資產	120	163
Total non-current assets	非流動資產總值	163,439	155,479
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	4,088	7,503
Amount due from subsidiaries	應收附屬公司款項	57,519	32,529
Cash and cash equivalents	現金及現金等價物	10,247	6,799
Total current assets	流動資產總值	71,854	46,831
CURRENT LIABILITIES	流動負債		
Other payables	其他應付款項	12,728	10,316
Convertible bonds	可換股債券	57,953	-
Lease liabilities	租賃負債	102	148
Total current liabilities	流動負債總額	70,783	10,464
NET CURRENT ASSETS	流動資產淨值	1,071	36,367
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	164,510	191,846
Net assets	資產淨值	164,510	191,846
EQUITY	權益		
Share capital	股本	172	155
Reserves	儲備	164,338	191,691
Total equity	權益總額	164,510	191,846



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

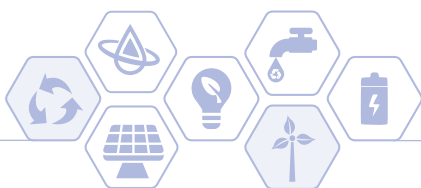
45. Statement of Financial Position of the Company (continued)

A summary of the Company's reserve is as follows:

45. 本公司財務狀況表(續)

本公司儲備概要如下：

		Capital reserve	Share-based compensation reserve	Shares held for share award scheme	Exchange fluctuation reserve	Retained profits	Total
		資本儲備	以股份為基礎的補償儲備	股份獎勵計劃所持股份	匯兌波動儲備	保留利潤	合計
		(Note (a))	(Note (b))				
		(附註(a))	(附註(b))				
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2020 (Restated)	於2020年1月1日(經重列)	140,302	3,464	-	(3,283)	18,928	159,411
Loss (profit) and total comprehensive (expense) income for the year (Restated)	年內虧損(利潤)及全面(開支)收益總額(經重列)	-	-	-	(2,740)	57,077	54,337
2019 final dividend declared (Restated)	已宣派2019年末期股息(經重列)	-	-	-	-	(16,400)	(16,400)
Shares purchased for share award scheme (Restated)	為股份獎勵計劃購買之股份(經重列)	-	-	(5,920)	-	-	(5,920)
Equity-settled shares compensation expense (Restated)	以權益結算的股份補償開支(經重列)	-	263	-	-	-	263
At 31 December 2020 (Restated)	於2020年12月31日(經重列)	140,302	3,727	(5,920)	(6,023)	59,605	191,691
Profit (loss) and total comprehensive income (expense) for the year	年內利潤(虧損)及全面收益(開支)總額	-	-	-	793	(7,441)	(6,648)
2020 final dividend declared	已宣派2020年末期股息	-	-	-	-	(18,030)	(18,030)
2021 interim dividend declared	已宣派2021年中期股息	-	-	-	-	(9,844)	(9,844)
Equity-settled shares compensation expense	以權益結算的股份補償開支	-	9,398	-	-	-	9,398
Shares purchased for share award scheme	為股份獎勵計劃購買之股份	-	-	(6,309)	-	-	(6,309)
Award shares vested	已歸屬的獎勵股份	-	(4,170)	3,757	-	413	-
Bonus issue of shares	發行紅股	86,243	-	-	-	(86,259)	(16)
Issue of shares upon exercise of share options	因購股權獲行使而發行股份	5,151	(1,055)	-	-	-	4,096
At 31 December 2021	於2021年12月31日	231,696	7,900	(8,472)	(5,230)	(61,556)	164,338



Notes to the Consolidated Financial Statements (continued)

綜合財務報表附註(續)

For the year ended 31 December 2021
截至2021年12月31日止年度

45. Statement of Financial Position of the Company (continued)

Notes:

(a) The amounts represent for (i) the share premium of the issued share capital of the Company; and (ii) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Company in prior years.

(b) The amount represents the share option and share award expenses as disclosed in notes 32 and 33, respectively.

46. Major Non-Cash Transactions

During the year, the Group entered into new lease agreements for the use of leased properties for 2 to 5 years. On the lease commencement, the Group recognised right-of-use assets of HK\$33,430,000 (2020: HK\$8,430,000 (Restated)) and lease liabilities of HK\$33,430,000 (2020: HK\$8,430,000 (Restated)).

45. 本公司財務狀況表(續)

附註：

(a) 該等金額為(i)本公司已發行股本之股份溢價；及(ii)本公司已發行普通股面值與透過根據本公司過往年度重組進行股份交換所收購附屬公司之股本之間的差額。

(b) 該金額指附註32及33分別披露的購股權及股份獎勵開支。

46. 重大非現金交易

年內，本集團就使用租賃物業訂立為期2至5年的新租賃協議。於租賃開始時，本集團確認使用權資產港幣33,430,000元(2020年：港幣8,430,000元(經重列))及租賃負債港幣33,430,000元(2020年：港幣8,430,000元(經重列))。



Financial Summary

財務概要

For the year ended 31 December

截至12月31日止年度

		2017	2018	2019	2020	2021
		2017年	2018年	2019年	2020年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Restated)	(Restated)	(Restated)	(Restated)	
		(經重列)	(經重列)	(經重列)	(經重列)	
Revenue	收入	232,385	273,055	497,733	649,904	818,828
Profit before income tax	所得稅前利潤	49,892	16,602	52,911	99,748	112,761
Income tax expense	所得稅開支	(9,755)	(10,877)	(20,463)	(19,752)	(23,087)
Profit for the year	年內利潤	40,137	5,725	32,448	79,996	89,674
Profit attributable to:	以下各項應佔利潤：					
Owners of the Company	本公司擁有人	41,169	16,379	27,273	52,455	49,836
Non-controlling interests	非控股權益	(1,032)	(10,654)	5,175	27,541	39,838

As at 31 December

於12月31日

		2017	2018	2019	2020	2021
		2017年	2018年	2019年	2020年	2021年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(Restated)	(Restated)	(Restated)	(Restated)	
		(經重列)	(經重列)	(經重列)	(經重列)	
Total assets	資產總值	304,364	374,815	462,587	522,241	666,131
Total liabilities	負債總額	67,092	150,292	216,105	198,323	239,532
Equity attributable to owners of the Company	本公司擁有人應佔權益	233,572	230,099	248,681	297,567	347,424

Notes:

- In 2018, the Group has applied IFRS 15, IFRS 9 and other amendments to IFRSs. Accordingly, certain comparative information for the year ended 31 December 2017 may not be comparable to the year ended 31 December 2018, 2019, 2020 and 2021 as such comparative information was prepared under IAS 18 and IAS 39.
- In 2019, the Group has applied IFRS 16. Accordingly, certain comparative information for the years ended 31 December 2017 and 2018 may not be comparable to the years ended 31 December 2019, 2020 and 2021 as such comparative information was prepared under IAS 17.

附註：

- 於2018年，本集團已應用《國際財務報告準則》第15號、《國際財務報告準則》第9號及《國際財務報告準則》的其他修訂。因此，截至2017年12月31日止年度的若干比較資料可能與截至2018年、2019年、2020年及2021年12月31日止年度不可比較，因為該等比較資料乃根據《國際會計準則》第18號及《國際會計準則》第39號所編製的。
- 於2019年，本集團已應用《國際財務報告準則》第16號。因此，截至2017年及2018年12月31日止年度的若干比較資料可能與截至2019年、2020年及2021年12月31日止年度不可比較，因為該等比較資料乃根據《國際會計準則》第17號所編製的。



Definitions

釋義

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings.

於本年度報告內，除文義另有所指外，下列詞彙具有以下涵義。

“2021 Bonus Issue” 「2021年紅股發行」	The bonus issue made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 5 July 2021, by the qualifying shareholders 指按合資格股東於記錄日期(即2021年7月5日)每持有十(10)股現有已發行股份發行一(1)股紅股的基準進行的紅股發行
“AGM(s)” 「股東週年大會」	annual general meeting(s) of the Company 指本公司的股東週年大會
“Articles” 「章程細則」	the articles of association of the Company adopted on 18 June 2016 指本公司於2016年6月18日採納的組織章程細則
“Audit Committee” 「審核委員會」	the audit committee of the Company 指本公司的審核委員會
“Board” 「董事會」	the board of Directors of the Company 指本公司的董事會
“CEO” 「行政總裁」	chief executive officer of the Company 指本公司的行政總裁
“CG Code” 「《企業管治守則》」	the “Corporate Governance Code” set out in Appendix 14 to the Listing Rules (version up to 31 December 2021) in force during the year ended 31 December 2021 指於截至2021年12月31日止年度有效的《上市規則》附錄14所載的《企業管治守則》(截至2021年12月31日版本)
“China” or “PRC” or “Mainland China” 「中國」或「中國內地」	the People’s Republic of China 指中華人民共和國
“Company”, “our Company”, “Group”, “our Group”, “China Leon”, “we” or “us” 「本公司」、「本集團」、 「中國力鴻」或「我們」	China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015 and except where the context indicated otherwise its subsidiaries 指中國力鴻檢驗控股有限公司，一家於2015年7月29日根據開曼群島法律註冊成立的獲豁免有限責任公司及(除文義另有所指外)其附屬公司
“Controlling Shareholders” 「控股股東」	Mr. LI Xiangli, Ms. ZHANG Aiyong, Mr. LIU Yi, Leon Cornerstone Investment Holding Limited, Swan Stone Investment Holding Limited and Hawk Flying Investment Holding Limited 指李向利先生、張愛英女士、劉翊先生、Leon Cornerstone Investment Holding Limited、Swan Stone Investment Holding Limited及Hawk Flying Investment Holding Limited



“Director(s)” 「董事」	the director(s) of the Company 指本公司董事
“HK\$” 「港幣」	Hong Kong dollars, the lawful currency of Hong Kong 指香港法定貨幣·港幣
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) 指《聯交所證券上市規則》(經不時修訂)
“Model Code” 「《標準守則》」	the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix 10 to the Listing Rules 指《上市規則》附錄10所載之《上市發行人董事進行證券交易的標準守則》
“New CG Code” 「《新企業管治守則》」	the new Corporate Governance Code as set out in Appendix 14 to the Listing Rules which came into effect on 1 January 2022 and shall apply to the Company’s corporate governance report for the financial year commencing on 1 January 2022 指上市規則附錄十四所載之於2022年1月1日生效的《新企業管治守則》·項下的規定適用於本公司於2022年1月1日開始的財政年度的企業管治報告
“Nomination Committee” 「提名委員會」	the nomination committee of the Company 指本公司的提名委員會
“Prospectus” 「招股章程」	the prospectus of the Company dated 29 June 2016 指本公司日期為2016年6月29日的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company 指本公司的薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 指中國的法定貨幣·人民幣
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 指香港法例第571章《證券及期貨條例》·經不時修訂、補充或以其他方式修改
“Share(s)” 「股份」	ordinary share(s) of par value US\$0.00005 each in the issued share capital of our Company 指本公司已發行股本中每股面值0.00005美元的普通股



Definitions

釋義

“Shareholder(s)” 「股東」	holder(s) of the Shares 指股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“year” 「本年度」	from 1 January 2021 to 31 December 2021 指自2021年1月1日至2021年12月31日
“%” 「%」	per cent. 指百分比



