



GLOBAL STRATEGIC GROUP LIMITED 環球戰略集團有限公司

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

環球戰略集團有限公司

(Stock Code 股份代號: 8007)

Annual
Report
年報
2022



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財務撮要

Financial Highlights

		As at 30 September 於九月三十日				As at 31 December 2018 於二零一八年 十二月 三十一日
		2022 二零二二年 HK\$'000 千港元 (Audited) (經審核)	2021 二零二一年 HK\$'000 千港元 (Audited) (經審核)	2020 二零二零年 HK\$'000 千港元 (Audited) (經審核)	2019 二零一九年 HK\$'000 千港元 (Audited) (經審核)	
Results	業績					
- Revenue	- 收益	136,241	71,486	42,734	35,925	108,716
- Profit/(Loss)	- 溢利/(虧損)	10,681	(22,767)	(274,163)	(63,662)	(88,431)
- Loss per share	- 每股虧損					
Basic (in HK cents)	基本(港仙)	(3.40)	(15.20)	(110.89)	(40.71)	(98.92)
Diluted (in HK cents)	攤薄(港仙)	(3.40)	(15.20)	(110.89)	(42.65)	(98.92)
				(restated) (經重列)	(restated) (經重列)	(restated) (經重列)
Financial Position	財務狀況					
- Non-current assets	- 非流動資產	214,968	188,914	184,615	436,512	488,312
- Current assets	- 流動資產	24,889	56,329	41,053	58,809	65,605
- Current liabilities	- 流動負債	75,911	99,598	118,415	110,412	61,903
- Non-current liabilities	- 非流動負債	81,609	73,013	73,506	107,126	134,599
- Equity	- 權益	82,337	72,632	33,747	277,783	357,415
Financial Ratios	財務比率					
- Current assets/Current liabilities	- 流動資產/流動負債	0.3	0.6	0.3	0.5	1.1
- Assets/Equity	- 資產/權益	2.9	3.4	6.7	1.8	1.5

企業資訊

Corporate Information

於二零二二年十二月二十一日 As at 21 December 2022

EXECUTIVE DIRECTORS

Wang Wenzhou (*Chief Executive Officer*)

Wu Guoming

Duan Fanfan

NON-EXECUTIVE DIRECTOR

Chen Long (Appointed on 21 October 2022)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Leung Oh Man, Martin

Chung Ling Cheong Dicky

Lam Yuk Kan Ester (Appointed on 3 October 2022)

Sun Zhi Jun (Retired on 16 June 2022)

COMPANY SECRETARY

Ngai Tsz Hin Michael

COMPLIANCE OFFICER

Wang Wenzhou

AUTHORISED REPRESENTATIVES

Wang Wenzhou

Ngai Tsz Hin Michael

AUDIT COMMITTEE

Leung Oh Man, Martin (*Chairman*)

Chung Ling Cheong Dicky

Lam Yuk Kan Ester

HUMAN RESOURCES AND REMUNERATION COMMITTEE

Chung Ling Cheong Dicky (*Chairman*)

Leung Oh Man, Martin

Lam Yuk Kan Ester

NOMINATION COMMITTEE

Chung Ling Cheong Dicky (*Chairman*)

Leung Oh Man, Martin

Lam Yuk Kan Ester

執行董事

王文周 (*行政總裁*)

吳國明

段凡帆

非執行董事

陳龍 (於二零二二年十月二十一日獲委任)

獨立非執行董事

梁傲文

鍾翎昌

林玉瑾 (於二零二二年十月三日獲委任)

孫志軍 (於二零二二年六月十六日退任)

公司秘書

倪子軒

規章主任

王文周

授權代表

王文周

倪子軒

審核委員會

梁傲文 (*主席*)

鍾翎昌

林玉瑾

人力資源及薪酬委員會

鍾翎昌 (*主席*)

梁傲文

林玉瑾

提名委員會

鍾翎昌 (*主席*)

梁傲文

林玉瑾

企業資訊

Corporate Information

於二零二二年十二月二十一日 As at 21 December 2022

REGISTERED OFFICE

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

PRINCIPAL OFFICE IN HONG KONG

Room 803, 8/F, Wanchai Central Building
89 Lockhart Road
Wan Chai
Hong Kong

PRINCIPAL BANKERS

Bank of China (Hong Kong) Ltd.
Agricultural Bank of China
Hubei Zhijiang Rural Commercial Bank

LEGAL ADVISER

Khoo & Co.

AUDITOR

RSM Hong Kong
Registered Public Interest Entity Auditor
29/F, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands

註冊辦事處

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港主要辦事處

香港
灣仔
駱克道89號
灣仔中匯大廈8樓803室

主要往來銀行

中國銀行(香港)有限公司
中國農業銀行
湖北枝江農村商業銀行

法律顧問

丘煥法律師事務所

核數師

羅申美會計師事務所
註冊公眾利益實體核數師
香港
銅鑼灣
恩平道28號
利園二期29樓

主要股份過戶登記處

The R&H Trust Co. Ltd.
Windward 1
Regatta Office Park PO Box 897
Grand Cayman KY1-1103
Cayman Islands



企業資訊

Corporate Information

於二零二二年十二月二十一日 As at 21 December 2022

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

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STOCK CODE ON GEM

8007

INFORMATION AND ENQUIRIES

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香港股份過戶登記分處

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公司網站

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GEM股份代號

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行政總裁報告

CEO's Statement

Dear Shareholders,

On behalf of the board (the “Board”) of directors (the “Directors”) of Global Strategic Group Limited (the “Company”), I am hereby pleased to present the audited results of the Company and its subsidiaries (collectively referred as, the “Group”) for the year ended 30 September 2022 for your review.

OVERVIEW

The Group's revenue was approximately HK\$136.2 million during the year, of which the natural gas business recorded a segment revenue of approximately HK\$125 million, accounting for approximately 91% of the Group's revenue. The Group recorded a profit of approximately HK\$11 million for the year (2021: loss HK\$23 million). The results turned from loss into profit for the year ended 30 September 2022 was mainly attributable to significant reversal of impairment losses on property, plant and equipment, intangible assets and right-of use assets of HK\$37.8 million in aggregate, as a result of the recoverable amount of the cash-generating unit of Yichang Biaodian Natural Gas Utilisation Co. Ltd.* (宜昌市標典天然氣利用有限公司) (“Yichang Biaodian”) being higher than its carrying amount.

REVIEW AND OUTLOOK

At the time of writing, with the significant relaxation of domestic epidemic prevention policies by the China government, the Company believed that with the implementation of relevant normalization measures, the domestic economy is expected to recover in 2023, and the outlook is relatively optimistic.

Even though the external economic environment continues to be weak, since the target customers for the Group's key business of natural gas supply are mainly domestic business, we remain optimistic about the prospects of the natural gas business. In the natural gas supply business, the Group holds the thirty-year exclusive right to supply natural gas in Yichang, Hubei which will be expired up to 2041 to 2044. With this advantage, the number of potential customers has increased correspondingly with the continuous expansion of the industrial parks.

致各位股東：

本人謹代表環球戰略集團有限公司（「本公司」）董事（「董事」）會（「董事會」）欣然呈報本公司及其附屬公司（統稱「本集團」）截至二零二二年九月三十日止年度之經審核業績，敬請各位閱覽。

概覽

於本年度，本集團的收益約為13,620萬港元，其中天然氣業務錄得其分部收益約為12,500萬港元，佔本集團收益之約91%。本集團本年度錄得溢利約為1,100萬港元（二零二一年：虧損2,300萬港元）。截至二零二二年九月三十日止年度扭虧為盈乃主要由於宜昌市標典天然氣利用有限公司（「宜昌標典」）的現金產生單位的可收回金額高於其賬面值，從而大幅撥回物業、廠房及設備、無形資產及使用權資產的減值虧損合計3,780萬港元。

回顧及展望

於執筆之際，隨著中國政府實施的國內防疫政策的大幅放鬆，本公司認為隨著實施相關常態化措施，二零二三年國內經濟有望恢復，且前景相對樂觀。

縱使外部經濟環境持續疲弱，由於本集團對重點業務天然氣供應之目標客戶群主要屬於國內業務，所以我們對天然氣業務的前景仍保持樂觀。於天然氣供應業務上，本集團持有湖北宜昌地區長達三十年之天然氣獨家供應權，將於二零四一年至二零四四年屆滿，在此優勢下，配合工業園區不斷的擴充，潛在客戶的數量相應遞增。

行政總裁報告

CEO's Statement

REVIEW AND OUTLOOK *(Continued)*

Looking forward, with the significant relaxation of domestic epidemic prevention policies, the management believes that the economy will recover in an orderly manner in the coming year, which is expected to have a positive impact on the Group's two core businesses.

Natural gas operations

Industrial customers will face the supply demand brought about by the domestic economic recovery, which will lead to an increase in gas consumption, and the revenue of this segment will continue to grow.

Sales and leasing business

The closure measures during the epidemic in recent years have delayed the progress of some leasing projects. It is believed that after the relaxation of the prevention and control policies, customers of various projects will catch up with the progress of the projects and drive the income of the leasing business to increase.

Management will be more cautious and conservative in seeking new potential merger and acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

ACKNOWLEDGEMENT

Lastly, on behalf of the Board of the Company, I hereby wish to express my gratitude for the hard work contributed by all staff and the Directors, as well as the support for the Company from all our customers, creditors, business partners and the shareholders of the Company. We will adhere to a proven management strategy, grasp market trends and opportunities, and endeavor to bring greater value to our shareholders and make new contributions to the community.

Wang Wenzhou

Chief Executive Officer

Hong Kong, 21 December 2022

回顧及展望 *(續)*

展望未來，隨著國內防疫政策的大幅放鬆，管理層相信來年經濟將有序復甦，預期將對本集團的兩大核心業務產生積極影響。

天然氣業務

工業客戶將面臨國內經濟復甦帶來的供應需求，這將令天然氣消費的增加，該分部的收益將繼續增長。

銷售及租賃業務

近幾年疫情期間的封鎖措施使若干租賃項目的進度受到拖延。相信在防控政策放鬆後，各個項目的客戶會趕上項目的進度，帶動租賃業務收入的增加。

管理層將更加謹慎及保守地尋求新的潛在併購、業務合併及擴張，以維持本集團之增長及盈利能力。

致謝

最後，本人謹藉此機會，代表本公司董事會向全體員工及董事致以衷心謝意，感謝他們的辛勞付出，同時向我們的所有客戶、債權人、商業合作夥伴及本公司股東致謝，感謝他們對本公司的支持。我們將秉承有效的管理策略，捕捉市場趨勢和機遇，矢志為股東創造更高價值，為社區作出新貢獻。

王文周

行政總裁

香港，二零二二年十二月二十一日



管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW

The Group recorded revenue of approximately HK\$136,241,000 for the year ended 30 September 2022 (“YE2022”) as compared with approximately HK\$71,486,000 for the year ended 30 September 2021 (“YE2021”), gross profit of approximately HK\$20,287,000 for YE2022 against approximately HK\$20,263,000 for YE2021 and net profit of approximately HK\$10,681,000 for YE2022 as compared to net loss of approximately HK\$22,767,000 for YE2021. The substantial increase in net profit is mainly attributable to the significant reversal of impairment losses on property, plant and equipment, intangible assets and right-of-use assets of HK\$37,755,000 in aggregate, as a result of the recoverable amount of the cash-generating unit of Yichang Biaodian Natural Gas Utilisation Co. Ltd.* (宜昌市標典天然氣利用有限公司) (“Yichang Biaodian”) being higher than its carrying amount.

An analysis of the performance of the Group including the revenue and results of natural gas operations, sales and leasing business and independent financial advisory before allocation of the corporate overheads is set out in note 10 “Segment Information” to the consolidated financial statements.

For YE2022 the Group generated revenue from sales of natural gas and pipeline installation services of approximately HK\$120,162,000 and HK\$4,437,000, respectively, compared to approximately HK\$57,558,000 and HK\$3,276,000 for YE2021. The revenue generated from sales and leasing business and independent financial advisory business was in aggregate of HK\$11,622,000 and HK\$20,000 for YE2022 respectively as compared to YE2021, it recorded HK\$10,512,000 and HK\$140,000, in aggregate, respectively.

The total operating expenses, including selling and distribution costs, general and administrative expenses, for YE2022 was approximately HK\$41,691,000 as compared to approximately HK\$40,533,000 for the YE2021, representing an increase of 3% which was causing to increase in exchange losses due to depreciation of RMB over HKD balances resulting from the US Federal Reserve interest rate hikes.

財務及業務回顧

於截至二零二二年九月三十日止年度（「二零二二年度」），本集團錄得收益約136,241,000港元，而截至二零二一年九月三十日止年度（「二零二一年度」）約為71,486,000港元，二零二二年度毛利約為20,287,000港元，而二零二一年度約為20,263,000港元，以及二零二二年度純利約為10,681,000港元，而二零二一年度虧損淨額約為22,767,000港元。純利的大幅增長乃主要歸因於宜昌市標典天然氣利用有限公司（「宜昌標典」）的現金產生單位的可收回金額高於其賬面值，從而大幅撥回物業、廠房及設備、無形資產及使用權資產的減值虧損合計37,755,000港元。

本集團的表現分析包括天然氣業務、銷售及租賃業務及獨立財務顧問的收益及業績（分配作公司開支前），載於綜合財務報表附註10「分部資料」。

於二零二二年度，本集團之天然氣及管道安裝服務銷售所得收益分別約為120,162,000港元及4,437,000港元，而二零二一年度則分別約為57,558,000港元及3,276,000港元。於二零二二年度，銷售及租賃業務及獨立財務顧問業務所得收益合計分別為11,622,000港元及20,000港元，而二零二一年度所得收益合計分別為10,512,000港元及140,000港元。

二零二二年度的總營運開支包括銷售及分銷成本、一般及行政支出，約為41,691,000港元，較二零二一年度的總營運開支約40,533,000港元增加3%，乃由於美國聯邦儲備局加息導致人民幣兌港元的結餘貶值，從而導致匯兌虧損增加。

管理層討論及分析

Management Discussion and Analysis

FINANCIAL AND BUSINESS REVIEW (Continued)

Finance costs of the Group were approximately HK\$2,603,000 for YE2022 (YE2021: approximately HK\$4,204,000), which mainly consisted of interest on bank borrowings and non-convertible bonds. The decrease was mainly due to no imputed interest on loans from non-controlling shareholders and the decrease in interest on non-convertible bonds when the relevant balances were repaid.

UPDATE ON NATURAL GAS BUSINESS

The Group acquired Yichang Biaodian, which is engaged in natural gas supply operation, in 2016. The performance of Yichang Biaodian significantly improved from the following reasons:

- (i) With the planning under the guiding ideology of the “14th Five-Year Plan” in 2021, the central government vigorously promotes the utilization of clean resources, and pipeline natural gas has become the best choice for new enterprises to use as heating energy; since 2017, Yaojiagang Chemical Industry Park has been successively rated as key supporting parks of circular transformation by the National Development and Reform Commission and the Ministry of Finance; has been rated as pilot parks for third-party governance of environmental pollution by the National Development and Reform Commission and the Ministry of Ecology and Environment; the Ministry of Industry and Information Technology’s green industrial parks and China’s smart chemical park pilot demonstration units. Yaojiagang Chemical Industry Park has been promoting the advantages of green industrial parks for many years, and the effect of attracting investment is remarkable, driving the demand for industrial pipeline natural gas in the region; and

財務及業務回顧 (續)

本集團於二零二二年度之財務成本約為2,603,000港元(二零二一年度：約4,204,000港元)，其主要包括銀行借貸及不可換股債券利息。減少乃主要由於償還相關結餘後並無非控股股東貸款之推定利息及不可換股債券利息減少所致。

天然氣業務的最新資料

本集團於二零一六年收購宜昌標典，該公司從事天然氣供應業務。由於下列原因，宜昌標典業績明顯好轉：

- (i) 憑藉於二零二一年「十四五」規劃指導思想下的規劃，中央政府大力推進潔淨能源之利用，而管道天然氣成為新企業供熱能源的最佳選擇；自二零一七年以來，姚家港化工園先後被國家發展和改革委員會及財政部評定為循環化改造重點支持園區；被國家發展和改革委員會及生態環境部評定為環境污染第三方治理示範園區；被工業和信息化部評定為綠色工業園區及中國智慧化工園區試點示範單位。姚家港化工園多年來一直在推廣綠色工業園區優勢，招商引資效果顯著，推動該區域對工業管道天然氣的需求；及



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UPDATE ON NATURAL GAS BUSINESS (Continued)

(ii) In recent years, many large chemical companies have settled in the park to establish production bases. As the companies have formulated and adapted to the operating model under the new crown epidemic, the overall production capacity of new and old customers has been efficiently recovered and achieved ideal growth.

By considering the reasons as aforesaid, the management of the Group performed impairment testing in accordance with Hong Kong Accounting Standard 36 “Impairment of Assets” (“HKAS 36”) on the assets that belong to Yichang Biaodian.

The key assumptions used in the value in use (“VIU”) calculation for impairment assessment based on a valuation prepared by an independent valuer are those regarding the expected average revenue growth rate, expected average net profit margin and discount rate for the next five years:

- Expected average revenue growth rate and expected average profit margin for the next five years were based on past practices and management’s expectations on market development; and
- Discount rate was estimated using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating unit (“CGU”), i.e. Yichang Biaodian.

The key assumptions used in the impairment assessment in 2022 changed from that of 2021:

- In 2022, the expected revenue growth rate estimated for the next five years was 8%. In 2021, the expected revenue growth rate estimated for the next five years was 13%; and

天然氣業務的最新資料 (續)

(ii) 近年來，多家大型化工企業已入駐園區，建立生產基地。由於該等公司已制定及適應新冠疫情下的營運模式，新老客戶的整體產能得到高效恢復，並實現理想的增長。

經考慮所述原因，本集團管理層根據香港會計準則第36號「資產減值」（「香港會計準則第36號」）對歸屬於宜昌標典的資產進行減值測試。

基於獨立估值師編製的估值的減值評估的使用價值（「使用價值」）計算所用主要假設為與未來五年的預期平均收益增長率、預期平均純利率及貼現率有關：

- 未來五年的預期平均收益增長率及預期平均利潤率乃基於過往慣例及管理層對市場發展的預期；及
- 貼現率乃採用反映當前市場對貨幣時間值的評估及現金產生單位（「現金產生單位」）（即宜昌標典）具體的風險的稅前利率估計。

於二零二二年減值評估所用的主要假設乃自二零二一年變動而來：

- 於二零二二年，未來五年的預期收益增長率估計為8%。於二零二一年，未來五年的預期收益增長率估計為13%；及

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UPDATE ON NATURAL GAS BUSINESS (Continued)

- In 2022, the expected average positive net profit margin estimated for the next five years was 7%. In 2021, the expected average positive net profit margin estimated for the next five years was 2%.

The valuation method of discounted cash flow was adopted for the calculation of the VIU of the CGU. In accordance with HKAS 36, the recoverable amount should be the higher of (i) the fair value less costs of disposal; or (ii) the VIU. After assessing both the VIU and the fair value, the valuation opted for the VIU because it was the higher between the two figures. VIU is based on the estimated future cash flows expected to be derived from the CGU discounted to their present value using a pre-tax discount rate of 13.1% (2021: 13.23%) that reflects current market assessments of the time value of money and the risks specific to the CGU. There is no change to the valuation method adopted in 2021 and 2022.

Based on the assessment, the recoverable amount of Yichang Biaodian was approximately HK\$179,788,000 and reversal of impairment losses on property, plant and equipment, intangible assets and right-of-use assets of approximately HK\$21,012,000, HK\$16,565,000 and the HK\$178,000 respectively in 2022.

On 16 March 2022, Yichang Biaodian, a subsidiary of the Company, entered into the Joint Venture Agreement with the Zhijiang Natural Gas Co., Ltd.* (枝江市天然氣有限責任公司) (“Joint Venture Partner”) under which the parties agreed to establish the Zhijiang Yuanheng Natural Gas Utilization Co., Ltd.* (枝江市源恒天然氣利用有限公司) (“Joint Venture Company”) as a production and operation platform to consolidate resources and jointly develop the natural gas comprehensive utilization market in Zhijiang Yaojiagang Chemical Industry Park, the PRC.

The Joint Venture Company was established on 18 March 2022. For the details of the establishment of Joint Venture Company and related Joint Venture Agreement, please refer to the Company’s announcements dated 16 and 17 March 2022.

天然氣業務的最新資料 (續)

- 於二零二二年，未來五年的預期平均正純利率估計為7%。於二零二一年，未來五年的預期平均正純利率估計為2%。

貼現現金流量的估值方法乃就計算現金產生單位的使用價值而採納。根據香港會計準則第36號，可收回金額應為以下兩者的較高者 (i) 公平值減出售成本；或 (ii) 使用價值。於評估使用價值及公平值後，估值選擇使用價值，乃由於其為兩個數字中的較高者。使用價值乃基於預期將自現金產生單位所得的估計未來現金流量，乃採用反映市場當前對貨幣時間值及現金產生單位特定的風險的評估的稅前貼現率13.1% (二零二一年：13.23%) 貼現至其現值。於二零二一年及二零二二年所採納的估值方法概無變動。

基於評估，於二零二二年，宜昌標典的可收回金額約為179,788,000港元，而物業、廠房及設備、無形資產及使用權資產之減值虧損撥回分別約為21,012,000港元、16,565,000港元及178,000港元。

於二零二二年三月十六日，本公司附屬公司宜昌標典與枝江市天然氣有限責任公司（「合資夥伴」）訂立合資合作協議，據此，訂約方同意成立枝江市源恒天然氣利用有限公司（「合資公司」）作為生產及運營平台，以整合資源及共同開發中國枝江姚家港化工園之天然氣綜合利用市場。

合資公司於二零二二年三月十八日成立。有關成立合資公司及相關合資合作協議的詳情，請參閱本公司日期為二零二二年三月十六日及十七日的公告。



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LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group's operations are being financed by internally generated cashflow, bank borrowings and external financing. The Group follows a policy of prudence in managing its working capital. The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

Amounts due to non-controlling shareholders of a subsidiary and its related parties

As at 30 September 2022, the amounts due to 湖北標典天然氣有限公司 (Hubei Biaodian Natural Gas Co., Ltd*) ("Hubei Biaodian") and its subsidiary, Mr. Xiong Songgan ("Mr. Xiong") and his controlled entities, and 宜昌地鉑港能源有限公司 (Yichang Dibogang Energy Co., Ltd.*) ("Yichang Dibogang") were approximately HK\$16,064,000, HK\$11,280,000 and nil respectively, when comparing approximately HK\$27,433,000, HK\$16,925,000 and HK\$65,000 at 30 September 2021 respectively. Hubei Biaodian owns 20.92% of Yichang Biaodian and Mr. Xiong is the controlling shareholder of Hubei Biaodian. Yichang Dibogang is the 24.49% non-controlling shareholder of Yichang Biaodian.

The interest-free advance made by the above non-controlling shareholders of the Group during the year was used for Yichang Biaodian's capital expenditure purpose. All the balances were denominated in Renminbi.

Bank and other borrowings

The bank borrowings assigned RMB19,000,000 (equivalent to HK\$21,873,000) carry an interest at a fixed rate, with an effective interest rate of 5% to 12.24% per annum. The bank borrowings are pledged with natural gas supply exclusive rights of Yichang Biaodian and a property owned by Mr. Xiong. The bank borrowings are also jointly guaranteed by Mr. Xiong and the non-controlling shareholders of Yichang Biaodian.

流動資金、財務資源及資本架構

本集團透過內部產生之現金流量、銀行借貸及外部融資撥付營運所需資金。本集團管理營運資金時採納審慎政策。管理層將持續密切監察本集團之財務狀況，以維持其財務實力。

應付一間附屬公司之非控股股東及其關聯方款項

於二零二二年九月三十日，應付湖北標典天然氣有限公司（「湖北標典」）及其附屬公司，熊崧淦先生（「熊先生」）及其控制實體，以及宜昌地鉑港能源有限公司（「宜昌地鉑港」）之款項分別約16,064,000港元、11,280,000港元及零，而於二零二一年九月三十日分別約為27,433,000港元、16,925,000港元及65,000港元。湖北標典擁有宜昌標典20.92%股權，而熊先生為湖北標典之控股股東。宜昌地鉑港為宜昌標典24.49%之非控股股東。

年內本集團上述非控股股東作出之免息墊款已用作宜昌標典之資本支出。所有結餘以人民幣計值。

銀行及其他借貸

所分配銀行借貸人民幣19,000,000元（相當於21,873,000港元）按固定利率計息，實際年利率為5%至12.24%。銀行借貸由宜昌標典之獨家天然氣供應權及熊先生所擁有的一項物業作抵押。銀行借貸亦由熊先生及宜昌標典之非控股股東共同擔保。

管理層討論及分析

Management Discussion and Analysis

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

Bank and other borrowings (Continued)

As at 30 September 2022,

- (a) the Group's aggregate amount of bank and cash balances was approximately HK\$4,998,000 (as at 30 September 2021: approximately HK\$23,411,000).
- (b) the Group's total borrowings comprised (i) amounts due to non-controlling shareholders of a subsidiary and its related parties; (ii) bank borrowings; (iii) due to directors; (iv) non-convertible bonds; (v) lease liabilities; and (vi) due to related parties totalling approximately HK\$81,496,000 (as at 30 September 2021: HK\$95,735,000).
- (c) the Group's total gearing ratio was approximately 93% (as at 30 September 2021: 99%). The gearing ratio was calculated as the Group's borrowings net of cash available divided by total equity of the Group.
- (d) the current ratio of the Group was approximately 0.33 (as at 30 September 2021: 0.57). The management will continue to closely monitor the financial position of the Group to maintain its financial capacity.

Rights Issue

On 20 November 2020, the Company announced a proposed rights issue (the "Rights Issue") on the basis of four rights shares for every one adjusted share held on the record date at the subscription price of HK\$0.16 per rights share, to raise approximately HK\$58,350,000 by issuing 364,688,000 rights shares to the qualifying shareholders. Upon the Rights Issue was approved by shareholders' resolution passed at an extraordinary general meeting on 21 April 2021 and completion of the Rights Issue on 31 August 2021. The gross proceeds raised from the Rights Issue were approximately HK\$58,350,000 and the net proceeds from the Rights Issue after deducting the expenses were approximately HK\$56,259,000. The net price per Rights Share was approximately HK\$0.15. The company has fully utilised the net proceed as at 31 March 2022 in accordance with the said intention.

流動資金、財務資源及資本架構 (續)

銀行及其他借貸 (續)

於二零二二年九月三十日，

- (a) 本集團之銀行及現金結餘總額約為4,998,000港元(於二零二一年九月三十日：約23,411,000港元)。
- (b) 本集團之借貸總額包括(i)應付一間附屬公司之非控股股東及其關聯方款項；(ii)銀行借貸；(iii)應付董事款項；(iv)不可換股債券；(v)租賃負債；及(vi)應付關聯方款項，合共約81,496,000港元(於二零二一年九月三十日：95,735,000港元)。
- (c) 本集團之總資產負債比率約為93%(於二零二一年九月三十日：99%)。資產負債比率按本集團之借貸(扣除可得現金)除以本集團總權益計算。
- (d) 本集團之流動比率約為0.33(於二零二一年九月三十日：0.57)。管理層將持續密切監察本集團之財務狀況，以維持其財務實力。

供股

於二零二零年十一月二十日，本公司宣佈以認購價每股供股股份0.16港元按於記錄日期每持有一股經調整股份獲發四股供股股份之基準實施建議供股(「供股」)，透過向合資格股東發行364,688,000股供股股份，籌集約58,350,000港元。供股經於二零二一年四月二十一日的股東特別大會上通過的股東決議案批准，供股於二零二一年八月三十一日完成。供股籌得之所得款項總額約為58,350,000港元，扣除開支後供股所得款項淨額約為56,259,000港元。每股供股股份的淨價約為0.15港元。本公司已於二零二二年三月三十一日按上述打算悉數動用所得款項淨額。

管理層討論及分析

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LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE (Continued)

Rights Issue (Continued)

The breakdown of the Company's proposed use of the Rights Issue Proceeds as disclosed in the Prospectus and its actual use of the Rights Issue Proceeds from the date of completion of the Rights Issue to 30 September 2022 were as follows:

流動資金、財務資源及資本架構 (續)

供股 (續)

本公司於章程所披露之供股所得款項建議用款及其所得款項自供股完成日期起至二零二二年九月三十日止之實際用款載列如下：

Intended use	建議用途	Net Rights Issue Proceeds	Balance of the unutilised Rights Issue Proceeds as at 30 September 2021	Actual use of the Rights Issue Proceeds during the six months ended 31 March 2022	Actual use of the Rights Issue Proceeds during the six months ended 30 September 2022	Balance of the unutilised Rights Issue Proceeds as at 30 September 2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Legal and professional fee	法律及專業費	3,000	1,684	1,684	-	-
Staff cost	員工成本			449		
Rental	租金			27		
Other operating expenses	其他營運開支			1,279		
General working capital	一般營運資金	5,259	1,755	1,755	-	-
Finance cost	財務成本			929		
Settlement of bonds	清償債券			20,918		
Redemption of outstanding bonds	贖回發行在外債券	48,000	21,847	21,847	-	-
		<u>56,259</u>	<u>25,286</u>	<u>25,286</u>	<u>-</u>	<u>-</u>

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MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 16 March 2022, Yichang Biaodian, a subsidiary of the Company, entered into a joint venture agreement with Joint Venture Partner under which the parties agreed to establish a joint venture company as a production and operation platform to consolidate resources and jointly develop the natural gas comprehensive utilization market in Zhijiang Yaojiagang Chemical Industry Park, the People's Republic of China ("PRC").

Further details of the abovementioned joint venture are disclosed in the announcements of the Company dated 16 and 17 March 2022.

LW Insurance Brokers Limited

On 26 August 2022, the Company entered into a share transfer agreement with an independent third party to dispose its 100% equity interest in a wholly-owned subsidiary for a cash consideration of HK\$30,000. The disposal was completed on 26 August 2022.

LW Manin Immigration Consultancy Limited

On 15 September 2022, the Company entered into a share transfer agreement with an independent third party to dispose its 60% equity interest in a wholly-owned subsidiary for a cash consideration of HK\$10,000. The disposal was completed on 15 September 2022.

重大收購及出售附屬公司、聯營公司及合營企業

於二零二二年三月十六日，本公司附屬公司宜昌標典與一家合資夥伴訂立合資合作協議，據此，訂約方同意成立合資公司作為生產及運營平台，以整合資源及共同開發中華人民共和國（「中國」）枝江姚家港化工園之天然氣綜合利用市場。

有關前述合營企業的進一步詳情於本公司日期為二零二二年三月十六日及十七日之公告披露。

利達保險經紀有限公司

於二零二二年八月二十六日，本公司與一名獨立第三方訂立股份轉讓協議，以出售於一間全資附屬公司100%股權，現金代價為30,000港元。該出售事項於二零二二年八月二十六日完成。

利達萬年移民顧問有限公司

於二零二二年九月十五日，本公司與一名獨立第三方訂立股份轉讓協議，以出售一間全資附屬公司60%股權，現金代價為10,000港元。該出售事項於二零二二年九月十五日完成。



LITIGATION

Yichang Biaodian Natural Gas Utilisation Co., Ltd

- (a) During the year ended 31 December 2018, Yichang Biaodian entered into disputes with one of its suppliers regarding the quality of work performed by such supplier. Legal proceedings were initiated by the supplier (the “Yichang Plaintiff 1”) and on 14 December 2018, pursuant to the application from the Yichang Plaintiff 1, the Court in Yichang granted an order to preserve the bank deposits of Yichang Biaodian amounted to approximately RMB478,000 (equivalent to approximately HK\$544,000).

On 13 March 2019, the Court issued civil mediation agreement which set out that the Yichang Plaintiff 1 and Yichang Biaodian agreed with the repayment terms in relation to the aforesaid amount. Yichang Biaodian is required to repay RMB200,000 on or before 30 April 2019 and an order could be applied to unfreeze the bank accounts; and Yichang Biaodian was required to settle RMB2,000,000 on or before 30 September 2019 and the remaining outstanding amount on or before 30 March 2020. The Yichang Plaintiff 1 has the rights to apply for a court order to enforce Yichang Biaodian to settle all its debts if it fails to repay RMB2,200,000 to the Yichang Plaintiff 1 on or before 30 September 2019. Amount of RMB8,787,000 (equivalent to HK\$10,006,000) are fully provided as liabilities of the Group at 31 December 2018. The restricted bank balance was released on 11 April 2019 upon agreement between the Yichang Plaintiff 1 and Yichang Biaodian.

訴訟

宜昌市標典天然氣利用有限公司

- (a) 截至二零一八年十二月三十一日止年度，宜昌標典與其其中一名供應商發生爭議，內容有關該供應商所進行之工作質素。該供應商（「宜昌原告一」）已提出法律程序，於二零一八年十二月十四日，根據宜昌原告一之申請，宜昌市法院已頒令保留宜昌標典之銀行存款約人民幣478,000元（相當於約544,000港元）。

於二零一九年三月十三日，法院發出民事調解協議，當中載列宜昌原告一及宜昌標典協定有關上述金額之償還條款。宜昌標典須於二零一九年四月三十日或之前償還人民幣200,000元，並申請頒令解冻銀行賬戶；及宜昌標典須於二零一九年九月三十日或之前清償人民幣2,000,000元及於二零二零年三月三十日或之前清償餘下尚未償還金額。倘宜昌標典未能於二零一九年九月三十日或之前向宜昌原告一償還人民幣2,200,000元，則宜昌原告一有權申請法院頒令強制宜昌標典結算其所有債務。人民幣8,787,000元（相當於10,006,000港元）已於二零一八年十二月三十一日全數撥備為本集團之負債。受限制銀行結餘於宜昌原告一與宜昌標典協定後於二零一九年四月十一日解除。

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LITIGATION (Continued)

Yichang Biaodian Natural Gas Utilisation Co., Ltd (Continued)

(a) (Continued)

On 20 November 2019, the Yichang Plaintiff 1 has exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of amount overdue and on 13 May 2022, RMB1,000,000 had been settled. On 19 May 2022, the Yichang Plaintiff 1 and Yichang Biaodian signed a mediation agreement which set out that the outstanding balance would be repaid in 25 monthly installments of RMB300,000 from June 2022 to July 2024, and it would be guaranteed by Mr. Xiong Songgan, a key management personnel of Yichang Biaodian. If Yichang Biaodian fail to repay as scheduled, default interest would be charged at 12% per annum on the outstanding balance owed to the Yichang Plaintiff 1 since 1 May 2019. The directors of the Company considered that as the full amount of the remaining debts of RMB6,387,000 (equivalent to HK\$7,353,000) claimed by Yichang Plaintiff 1 are fully provided as liability of the Group as at 30 September 2022, no further liability will be incurred.

(b) During the year ended 30 September 2019, there was a dispute between Yichang Biaodian and one of its suppliers regarding the settlement of outstanding amounts for construction work performed by the supplier. Legal proceedings were initiated by the supplier (the “Yichang Plaintiff 2”). The Court of Sanxia Ba District denied the application of Yichang Plaintiff 2 for the settlement amount. Yichang Plaintiff 2 appealed to Intermediate People’s Court of Yichang City. On 29 October 2020, the Court issued civil ruling paper which set out the repayment of RMB1,036,000 (equivalent to HK\$1,261,000) from Yichang Biaodian to Yichang Plaintiff 2 within 15 days of the issuance of the civil ruling paper. Yichang Biaodian is required to pay double of the interest expenses for late payment (the “Default Interest”). Yichang Plaintiff 2 has the rights to apply for a court order to enforce Yichang Biaodian to settle all its debts if it fails to repay within 15 days of the issuance of the civil ruling paper.

訴訟 (續)

宜昌市標典天然氣利用有限公司 (續)

(a) (續)

於二零一九年十一月二十日，宜昌原告一已行使其權利申請法院頒令強制宜昌標典結算逾期款項，於二零二二年五月十三日，人民幣1,000,000元已結清。於二零二二年五月十九日，宜昌原告一與宜昌標典簽署調解協議，當中載列未償還結餘將於二零二二年六月至二零二四年七月分25個月每期人民幣300,000元償還，且其將由宜昌標典的主要管理人員熊崧淦先生擔保。倘宜昌標典未能按計劃還款，則就自二零一九年五月一日起欠付宜昌原告一的未償還結餘按每年12%收取違約利息。本公司董事認為，於二零二二年九月三十日，宜昌原告一申索的餘下債務全部款項人民幣6,387,000元（相當於7,353,000港元）已全數撥備為本集團之負債，故並無產生其他負債。

(b) 於截至二零一九年九月三十日止年度，宜昌標典與其一供商就結算該供商所進行建築工程的未結付金額發生糾紛。該供商（「宜昌原告二」）提出法律程序。三峽大壩區法院駁回宜昌原告二有關結算金額的申請。宜昌原告二向宜昌市中級人民法院提出上訴。於二零二零年十月二十九日，法院頒發民事裁定書，裁定宜昌標典須於民事裁定書頒發後十五日內向宜昌原告二償還人民幣1,036,000元（相等於1,261,000港元）。宜昌標典須就逾期還款支付金額相等於雙倍利息開支的逾期利息（「逾期利息」）。倘宜昌標典未能於民事裁定書頒發後十五日內還款，則宜昌原告二有權申請法院頒令強制宜昌標典結算其所有債務。

管理層討論及分析

Management Discussion and Analysis



LITIGATION (Continued)

Yichang Biaodian Natural Gas Utilisation Co., Ltd (Continued)

(b) (Continued)

On 7 January 2021, Yichang Plaintiff 2 has exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of the amount overdue. On 10 June 2021, the Court issued a consumption restriction order, to restrict Yichang Biaodian (including its legal representative, main person in charge, directly responsible personnel affecting the liability enforcement and the actual controller) and a senior management personnel from certain specified consumption activities. Yichang Biaodian was required to apply for permission from the court before carrying out those restricted consumption activities. For any acts violating the consumption restriction order, the Court has the rights to issue penalty or detention.

On 27 March 2022, the Yichang Plaintiff 2 and Yichang Biaodian signed a mediation agreement which set out that Yichang Biaodian agreed to repay the outstanding balance together with court fee and the Default Interest incurred up to 28 February 2022, amounted to RMB1,082,000 in aggregate, in two instalments of RMB541,000 each on or before 31 March 2022 and 15 July 2022 respectively. Yichang Plaintiff 2 agreed to assist in application for the release of consumption restriction order upon receipt of first instalment. Yichang Biaodian fully settled the balance during the year ended 30 September 2022.

訴訟 (續)

宜昌市標典天然氣利用有限公司 (續)

(b) (續)

於二零二一年一月七日，宜昌原告二行使其權利申請法院頒令強制宜昌標典結算逾期款項。於二零二一年六月十日，法院頒發限制消費令，限制宜昌標典（包括其法定代表、主要負責人、影響負債強制執行的直接負責人及實際控制人）及其高級管理人員進行若干特定消費活動。宜昌標典於進行該等受限制消費活動前必須向法院申請許可。法院有權對任何違反限制消費令的行為作出處罰或拘留。

於二零二二年三月二十七日，宜昌原告二與宜昌標典簽署調解協議，當中載列宜昌標典同意分別於二零二二年三月三十一日及二零二二年七月十五日或之前分兩期每期人民幣541,000元償還未償還結餘連同訴訟費及截至二零二二年二月二十八日產生的逾期利息共計人民幣1,082,000元。宜昌原告二同意於收到首期付款後協助申請解除消費限制令。宜昌標典於截至二零二二年九月三十日止年度悉數結算結餘。

管理層討論及分析

Management Discussion and Analysis

LITIGATION *(Continued)*

Global Billion Trading (Shenzhen) Limited

During the year ended 30 September 2020, 環球進億貿易(深圳)有限公司 (Global Billion Trading (Shenzhen) Limited*) (“Shenzhen Global”) has been in dispute with a former director of the Group regarding the ownership of the building located in the PRC. Legal proceedings were initiated by the former director (the “Shenzhen Plaintiff”). On 8 July 2020, pursuant to the application from the Shenzhen Plaintiff, the Court in Shenzhen granted an order to preserve the building of Shenzhen Global from being sold by the Group during the period from 9 July 2020 to 8 July 2023. On 6 May 2021, the Court in Shenzhen concluded that the ownership of the building belongs to the Group. On 24 May 2021, the former director lodged an appeal against the decision made by the Court. On 16 December 2021, the Court in Shenzhen rejected the appeal from the former director. On 14 June 2022, the Court in Shenzhen decided to remove the preservation order on the building of Shenzhen Global. Up to the end of the reporting period, no further action was taken by the former director after the rejection from the Court in Shenzhen.

PLEDGE OF ASSETS

The Group pledged (i) natural gas supply exclusive rights amounted to approximately HK\$80,976,000 for bank borrowings of approximately HK\$21,873,000; (ii) a property amounted to approximately HK\$1,949,000 (2021: HK\$2,221,000) to an independent third party for obtaining an advance of HK\$115,000 as at 30 September 2022.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 30 September 2022 (2021: Nil).

訴訟 (續)

環球進億貿易(深圳)有限公司

截至二零二零年九月三十日止年度，環球進億貿易(深圳)有限公司(「深圳環球」)與本集團一名前董事發生糾紛，內容有關位於中國的樓宇所有權。前董事(「深圳原告」)已提出法律程序。於二零二零年七月八日，根據深圳原告的申請，深圳市法院頒令保留深圳環球的樓宇，於二零二零年七月九日至二零二三年七月八日期間本集團不得予以出售。於二零二一年五月六日，深圳市法院認定樓宇所有權屬於本集團。於二零二一年五月二十四日，前董事就法院作出的裁決提出上訴。於二零二一年十二月十六日，深圳市法院駁回前董事的上訴。於二零二二年六月十四日，深圳法院決定撤銷對深圳環球樓宇的保留令。截至報告期末，前董事於深圳市法院駁回上訴後並無採取進一步行動。

抵押資產

於二零二二年九月三十日，本集團(i)就銀行借貸約21,873,000港元抵押約為80,976,000港元的獨家天然氣供應權；(ii)就獲得一筆墊款115,000港元向一名獨立第三方抵押一項約為1,949,000港元(二零二一年：2,221,000港元)的物業。

末期股息

董事會不建議就截至二零二二年九月三十日止年度派付末期股息(二零二一年：無)。



管理層討論及分析

Management Discussion and Analysis

PROSPECT

Looking forward, with the significant relaxation of domestic epidemic prevention policies, the management believes that the economy will recover in an orderly manner in the coming year, which is expected to have a positive impact on the Group's two core businesses.

Natural gas operations

Industrial customers will face the supply demand brought about by the domestic economic recovery, which will lead to an increase in gas consumption, and the revenue of this segment will continue to grow.

Sales and leasing business

The closure measures during the epidemic in recent years have delayed the progress of some leasing projects. It is believed that after the relaxation of the prevention and control policies, customers of various projects will catch up with the progress of the projects and drive the income of the leasing business to increase.

Management will be more cautious and conservative in seeking new potential merger and acquisition, business integration and expansion in order to sustain the growth and profitability of the Group.

EVENTS AFTER REPORTING PERIOD

On 25 November 2022, Senchou Environmental Technology (Shanghai) Co., Ltd.* (森籌環境科技(上海)有限公司) ("Shanghai Senchou") has completed the acquisition of certain machinery with price of RMB24,270,000 from an independent third party vendor included in the contracts signed with the vendor on 29 March 2022 and 3 August 2022 as announced on respective dates. Deposits for acquisition of property, plant and equipment of RMB7,289,000 (equivalent to HK\$8,391,000) as at 30 September 2022 are utilised on that date. Details of the acquisition of machinery are disclosed in the Company's announcements dated 29 March 2022 and 3 August 2022.

前景

展望未來，隨著國內防疫政策的大幅放鬆，管理層相信來年經濟將有序復甦，預期將對本集團的兩大核心業務產生積極影響。

天然氣業務

工業客戶將面臨國內經濟復甦帶來的供應需求，這將令天然氣消費的增加，該分部的收益將繼續增長。

銷售及租賃業務

近幾年疫情期間的封鎖措施使若干租賃項目的進度受到拖延。相信在防控政策放鬆後，各個項目的客戶會趕上項目的進度，帶動租賃業務收入的增加。

管理層將更加謹慎及保守地尋求新的潛在併購、業務合併及擴張，以維持本集團之增長及盈利能力。

報告期後事項

於二零二二年十一月二十五日，森籌環境科技(上海)有限公司(「上海森籌」)完成自獨立第三方供應商以採購價人民幣24,270,000元收購若干機器，該採購載於與供應商於二零二二年三月二十九日及二零二二年八月三日簽立並於相關日期公佈的合約。於二零二二年九月三十日，採購物業、廠房及設備之按金人民幣7,289,000元(相當於8,391,000港元)於當日獲動用。採購機器的詳情於本公司日期為二零二二年三月二十九日及二零二二年八月三日的公告披露。

管理層討論及分析

Management Discussion and Analysis

EXPOSURE TO EXCHANGE RATE FLUCTUATIONS

The Group's foreign currency exposure is limited as most of its transactions, assets and liabilities are denominated in Hong Kong dollars and Renminbi.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 30 September 2022, the Group employed 58 staff members (at 30 September 2021: 50 staff). Remuneration is determined with reference to market terms and the performance, qualifications and experience of the individual employee. Remuneration includes monthly salaries, performance-linked bonuses, retirement benefits schemes and other benefits such as medical scheme and share option scheme. The Group's remuneration policies and packages are reviewed by management on regular basis. The Company has established a Human Resources and Remuneration Committee. The Directors' emoluments are determined with reference to Directors' duties, responsibilities and the operating performance of the Group.

* For reference purposes only, the Chinese names of the PRC entities and terms have been translated into English in this report. In the event of any discrepancies between the Chinese names of the PRC entities and terms and their English translation, the Chinese version shall prevail.

匯率波動風險

由於本集團大部分交易、資產及負債均以港元及人民幣計值，因此本集團的外幣風險有限。

人力資源及薪酬政策

於二零二二年九月三十日，本集團僱用58名員工（於二零二一年九月三十日：50名員工）。本集團參考市場條款，並按照個別僱員本身的表現、資歷及經驗釐定其薪酬。薪酬包括月薪、業績花紅、退休福利計劃以及醫療計劃及購股權計劃等其他福利。管理層定期審閱本集團之薪酬政策及福利組合。本公司已成立人力資源及薪酬委員會。董事薪酬乃參照董事的職務、職責及本集團的營運表現而釐定。

* 僅供參考，於本報告中，中國實體及專有名詞之中文名稱已譯為英文。倘中國實體及專有名詞之中文名稱與其英文譯文有任何不一致，概以中文版本為準。



董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Wang Wenzhou (*Chief Executive Officer*)

Mr. Wang Wenzhou (“Mr. Wang”), aged 50, has over 27 years of experience in textile industry and in-depth knowledge in products operation, import and export trading and supply management. He also has practical experience in corporate operation management. Prior to joining the Company, he was a general manager of Shanghai An Lin Trading Limited* (上海安林貿易有限公司) and he also worked as a general manager at Shanghai Lan Hao Clothing Limited* (上海藍豪服飾有限公司).

Mr. Wu Guoming

Mr. Wu Guoming (“Mr. Wu”), aged 57, has been the executive Director since 30 April 2018. He holds a degree in Business Management from Wuhan University, a degree in Civil Engineering from China University of Petroleum and a degree in Economic Management from Shanghai Jiao Tong University. Mr. Wu was the engineering manager and the deputy general manager at Shanghai Guangda Construction Decoration Engineering Company* (上海光大建築裝飾工程公司). Since 2001, Mr. Wu has been the general manager and the chairman of Shanghai Guangda Basic Engineering Co., Ltd (上海廣大基礎工程有限公司). Furthermore, Mr. Wu is the director of China Civil Engineering Society (中國土木工程學會) and a construction technology committee member of Chinese Institution of Soil Mechanics and Geotechnical Engineering – China Civil Engineering Society (中國土木工程學會土力學及岩土工程分會). Mr. Wu has vast experience in business management and construction business development.

執行董事

王文周先生 (*行政總裁*)

王文周先生(「王先生」)，五十歲，在紡織行業擁有超過二十七年的經驗，並且在產品營運，進出口貿易和供應管理方面具有深入的知識。彼還具有企業運營管理方面的實踐經驗。在加入本公司之前，他曾擔任上海安林貿易有限公司的總經理，還曾在上海藍豪服飾有限公司擔任總經理。

吳國明先生

吳國明先生(「吳先生」)，五十七歲，自二零一八年四月三十日起擔任執行董事。彼持有武漢大學工商管理學位、中國石油大學土木工程學位及上海交通大學經濟管理學位。吳先生曾為上海光大建築裝飾工程公司之工程經理及副總經理。自二零零一年起，吳先生一直擔任上海廣大基礎工程有限公司之總經理兼主席。此外，吳先生亦為中國土木工程學會之理事及中國土木工程學會土力學及岩土工程分會之施工技術專業委員會委員。吳先生於業務管理及建築業務發展方面擁有豐富經驗。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS *(Continued)*

Mr. Duan Fanfan

Mr. Duan Fanfan (“Mr. Duan”), aged 39, has been the executive Director since 8 November 2019. He holds a bachelor degree in International Business from Charles Sturt University and a master degree in Professional Accounting from Deakin University. Mr. Duan was General Manager in Victoria & South Australia of Domino’s Pizza Enterprises in Australia. He was granted with various Leadership Awards in the years from 2009 to 2013. He was Chief Executive Officer of ATI International Trading Pty Ltd from 2014 to 2019, specializing in the business development for bilateral import and export trading between China and Australia. Since 2020, Mr. Duan has served as the Chief Executive Officer of Wuhan Kai Rui Pu Information Technology Co., Ltd.* (武漢凱銳普信息技術有限公司), and is committed to promoting the development of smart health management equipment. Mr. Duan has vast experience in retail hospitality services sector and international trading.

NON-EXECUTIVE DIRECTOR

Mr. Chen Long

Mr. Chen Long (“Mr. Chen”), aged 34, has over 8 years of experience in business operation and corporate financial management. Before joining the Company, Mr. Chen was the chief executive officer of Fortune Joy International Acquisition (a company proposed to be listed on the Nasdaq with symbol XYGJU) since 2022. Mr. Chen also serve as a director of Zhongming Capital Holdings (Shenzhen) Limited* (中銘資本控股(深圳)集團有限公司).

執行董事 (續)

段凡帆先生

段凡帆先生(「段先生」)，三十九歲，自二零一九年十一月八日起擔任執行董事。彼持有Charles Sturt University之國際商業學士學位及Deakin University之專業會計碩士學位。段先生曾為澳洲Domino’s Pizza Enterprises之維多利亞及南澳洲的總經理，在二零零九年至二零一三年間，多次獲頒發傑出領導獎項。彼自二零一四年至二零一九年擔任ATI International Trading Pty Ltd之行政總裁，專注於中國與澳洲雙邊進出口貿易之業務發展。自二零二零年起，段先生擔任武漢凱銳普信息技術有限公司行政總裁，致力於推動智能健康管理設備的發展。段先生於零售款待業務及國際貿易擁有豐富經驗。

非執行董事

陳龍先生

陳龍先生(「陳先生」)，三十四歲，於業務經營及企業財務管理方面擁有逾八年經驗。於加入本公司前，自二零二二年，陳先生擔任禧悅國際(一家擬於納斯達克上市的公司，股份代號:XYGJU)行政總裁。陳先生亦擔任中銘資本控股(深圳)集團有限公司的董事。



董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

獨立非執行董事

Mr. Leung Oh Man, Martin

梁傲文先生

Mr. Leung Oh Man, Martin (“Mr. Leung”), aged 42, has been the independent non-executive Director since 16 October 2014. Mr. Leung has been serving as an independent non-executive director of KNT Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1025) since 31 January 2019. Mr. Leung holds a Bachelor’s Degree of Commerce in Accounting and Finance from the University of Toronto in Canada. Mr. Leung is the general manager of TL Property Consultants International Ltd. (“TLP”), a consultancy group principally engaged in asset management of real estate sector. Prior to joining TLP, he had worked at a multinational accounting and auditing firm for about 8 years. Mr. Leung is a member of the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Surveyors.

梁傲文先生（「梁先生」），四十二歲，自二零一四年十月十六日起擔任獨立非執行董事。梁先生自二零一九年一月三十一日起擔任嘉藝控股有限公司（一間聯交所主板上市之公司，股份代號：1025）獨立非執行董事。梁先生持有加拿大多倫多大學會計及財務學商學學士學位。梁先生為置梁行房地產顧問國際有限公司（「置梁行」）的總經理，置梁行為一間房地產顧問集團，主要從事資產管理。加入置梁行前，彼曾在一間跨國會計及核數公司工作約八年。梁先生為香港會計師公會及香港測量師學會之會員。

Dr. Chung Ling Cheong Dicky

鍾翎昌博士

Dr. Chung Ling Cheong Dicky (“Dr. Chung”), aged 48, has been the independent non-executive Director since 16 June 2021. Dr. Chung obtained a doctor degree in Queen’s University of Brighton on 2012. Dr. Chung possess over 18 years of experience in trading, corporate finance, technology application and human resources management. Dr. Chung is an independent non-executive director and the chairman of remuneration committee and member to each of the audit committee and nomination committee of Dragon King Group Holdings Limited since November 2022, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8493). Dr. Chung has worked in various organisation including Technology, Media and Telecommunications companies. Dr. Chung was a director of TVNET. HK since 2004 and a chairman of China Dragon Foundation Creature Fuel Technology (International) Limited from 2007 to 2015.

鍾翎昌博士（「鍾博士」），四十八歲，自二零二一年六月十六日起擔任獨立非執行董事。鍾博士於二零一二年獲得美國皇家白聖大學（Queen’s University of Brighton）博士學位。鍾博士在貿易、機構融資、科技應用及人力資源管理方面擁有逾十八年經驗。自二零二二年十一月起，鍾博士為龍皇集團控股有限公司（其股份於聯交所GEM上市，股份代號：8493）的獨立非執行董事、薪酬委員會主席以及審核委員會及提名委員會各自之成員。鍾博士曾任職於多家機構，包括科技、媒體及電訊公司。自二零零四年起，彼曾擔任香港國際網絡電視台董事，自二零零七年至二零一五年，鍾博士曾擔任中國瀧基生物能源科技（國際）有限公司董事長。

董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

(Continued)

Ms. Lam Yuk Kan Ester

Ms. Lam Yuk Kan Ester (“Ms. Lam”), aged 49, has over 13 years of working experience in securities settlement, operation and management in the financial services industry. Ms. Lam was a responsible officer in two securities and brokerage firms, which she was responsible for monitoring securities settlement, providing advice for asset management. Ms. Lam obtained a bachelor’s degree of Science in Business Administration from the Queen’s University of Brighton in the United States of America in 2011.

COMPANY SECRETARY

Mr. Ngai Tsz Hin Michael

Mr. Ngai Tsz Hin Michael (“Mr. Ngai”), aged 34, is the company secretary and one of the authorised representatives of the Company with effect from 1 July 2021. Mr. Ngai has over eight years of experience in legal industry and had obtained his Bachelor of Laws and postgraduate certificate in laws from City University of Hong Kong in 2011 and 2012, respectively. He is a practicing solicitor in Hong Kong, and currently a partner of Michael Ngai & Co. and Khoo & Co., and a consultant of O Tse & Co.. He is currently the company secretary of six companies listed on the Stock Exchange. Mr. Ngai had taken no less than 15 hours of relevant professional training during YE2022.

獨立非執行董事 (續)

林玉瑾女士

林玉瑾女士（「林女士」），四十九歲，於金融服務行業的證券結算、運營及管理方面擁有逾十三年工作經驗。林女士曾於兩間證券及經紀公司擔任負責人員，負責監督證券結算，為資產管理提供建議。林女士於二零一一年獲得美國皇家百聖大學(Queen’s University of Brighton)的工商管理學士學位。

公司秘書

倪子軒先生

倪子軒先生（「倪先生」），三十四歲，獲委任為本公司之公司秘書及其中一名授權代表，自二零二一年七月一日起生效。倪先生於法律界擁有逾八年經驗，並分別於二零一一年及二零一二年取得香港城市大學法律學學士學位及法學專業證書。彼為香港執業律師，目前為倪子軒律師行及丘煥法律師事務所的合夥人以及謝延豐律師行的顧問。彼亦於六間聯交所上市公司擔任公司秘書。魏先生於二零二二年度期間接受不少於十五小時的相關專業培訓。



董事及高級管理層的履歷詳情

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Nip Chi Kin

Mr. Nip Chi Kin (“Mr. Nip”), aged 42, is the Financial Controller of the Group since June 2018. He had over 22 years’ experience in auditing, accounting and financial field.

CHANGE IN DIRECTOR BIOGRAPHICAL DETAILS UNDER RULE 17.50(2) OF THE GEM LISTING RULES

After publication of the Company’s third quarterly report for the nine months ended 30 June 2022 and up to the date of this report, Dr. Chung has become an independent non-executive director of Dragon King Group Holdings Limited since November 2022, the shares of which are listed on GEM of the Stock Exchange (Stock Code: 8493). Save for the aforesaid, there has been no change in Director’s biographical details which are required to be disclosed pursuant to rule 17.50(2) of the GEM Listing Rules.

* For reference purposes only, the Chinese names of the PRC entities and terms have been translated into English in this report. In the event of any discrepancies between the Chinese names of the PRC entities and terms and their English translation, the Chinese version shall prevail.

高級管理層

聶志堅先生

聶志堅先生（「聶先生」），四十二歲，自二零一八年六月起為本集團財務總監。彼於審計、會計及財務方面擁有逾二十二年的經驗。

根據GEM上市規則第17.50(2)條變更董事履歷詳情

於本公司刊發截至二零二二年六月三十日止九個月的第三季度報告後及直至本報告日期，自二零二二年十一月起，鍾博士為龍皇集團控股有限公司（其股份於聯交所GEM上市，股份代號：8493）的獨立非執行董事。除上述者外，概無根據GEM上市規則第17.50(2)條須予披露的董事履歷詳情變動。

* 僅供參考，於本報告中，中國實體及專有名詞之中文名稱已譯為英文。倘中國實體及專有名詞之中文名稱與其英文譯文有任何不一致，概以中文版本為準。

董事會報告

Report of the Directors

The Directors present their annual report and the audited consolidated financial statements for the year ended 30 September 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

BUSINESS REVIEW

Business review of the Group is set out in the paragraph headed “Management Discussion and Analysis” of this annual report.

RESULTS

The results of the Group for the year ended 30 September 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 61 to 62.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements during the year in property, plant and equipment of the Group are set out in note 19 to the consolidated financial statements.

SHARE CAPITAL

Details of the movements in share capital of the Company during the reporting period are set out in note 40 to the consolidated financial statements.

董事提呈彼等截至二零二二年九月三十日止年度之年報及經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註23。

業務回顧

本集團之業務回顧載於本年報「管理層討論及分析」一段。

業績

本集團截至二零二二年九月三十日止年度之業績載於第61至62頁之綜合損益及其他全面收益表內。

物業、廠房及設備

年內本集團之物業、廠房及設備變動詳情載於綜合財務報表附註19。

股本

報告期內本公司之股本變動詳情載於綜合財務報表附註40。

董事會報告

Report of the Directors



DISTRIBUTABLE RESERVE OF THE COMPANY

The share premium of the Company is available for payment or distributions of dividends to its shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend payment the Company is able to pay its debts as they fall due in the ordinary course of business. In accordance with the Company's Articles of Association, dividends can be distributed out of the profits, special reserve and share premium of the Company. No distribution reserves of the Company was recorded as at 30 September 2022 (as at 30 September 2021: Nil).

DIRECTORS

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

Executive Directors:

Mr. Wang Wenzhou, *Chief Executive Officer*
Mr. Wu Guoming
Mr. Duan Fanfan

Non-executive Director:

Mr. Chen Long
(appointed on 21 October 2022)

Independent non-executive Directors:

Mr. Leung Oh Man, Martin
Dr. Chung Ling Cheong Dicky
Ms. Lam Yuk Kan Ester
(appointed on 3 October 2022)
Mr. Sun Zhi Jun
(retired on 16 June 2022)

本公司之可分派儲備

本公司可撥充股份溢價以向其股東派付或分派股息，惟須受其組織章程大綱及細則之條文限制，及緊隨分派或派付股息後，本公司方能償還日常業務過程中到期債項。遵照本公司之組織章程細則，本公司可撥充溢利、特別儲備及股份溢價以派發股息。於二零二二年九月三十日，本公司並無錄得可分派儲備（於二零二一年九月三十日：無）。

董事

年內及直至本報告日期，董事為：

執行董事：

王文周先生，*行政總裁*
吳國明先生
段凡帆先生

非執行董事：

陳龍先生
(於二零二二年十月二十一日獲委任)

獨立非執行董事：

梁傲文先生
鍾翎昌博士
林玉瑾女士
(於二零二二年十月三日獲委任)
孫志軍先生
(於二零二二年六月十六日退任)

董事會報告

Report of the Directors

DIRECTORS (Continued)

In accordance with the provisions of the Company's Articles of Association, Mr. Duan Fanfan, Mr. Chen Long, Mr. Leung Oh Man, Martin and Ms. Lam Yuk Kan Ester will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election. No director has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation). The non-executive Director has a service contract with the Company for a term of two years commencing on the date of respective appointment. Each of the independent non-executive Directors has a service contract with the Company for a term of one year commencing on the date of their respective appointment but is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Articles of Association of the Company.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed under the section titled "Connected Transactions" below, no Director or connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party during the year.

As at 30 September 2022, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

董事 (續)

根據本公司組織章程細則之條文，段凡帆先生，陳龍先生、梁傲文先生及林玉瑾女士將於應屆股東週年大會上輪值退任並符合資格膺選連任。董事概無訂立任何本集團不可於一年內終止而毋須支付補償（法定補償除外）之服務合約。非執行董事與本公司訂立期限為自各自獲委任日期起計兩年的服務合約。獨立非執行董事各自與本公司訂立服務合約，年期乃自彼等各自獲委任之日起計一年，惟須根據本公司組織章程細則於本公司股東週年大會上輪值退任及連任。

董事於交易、安排或合約之權益

除下文「關連交易」一節所披露者外，概無董事或董事之關連實體於本公司之控股公司或本公司任何附屬公司或同系附屬公司於年內所訂立對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有重大權益。

於二零二二年九月三十日，董事及最高行政人員各自於本公司或任何其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有記錄於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據GEM上市規則第5.46條所述董事進行交易之必守標準須另行知會本公司及聯交所之權益及淡倉如下：



董事會報告

Report of the Directors

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS (Continued)

董事於交易、安排或合約之權益 (續)

Interests in the Company

於本公司之權益

The table below sets out the aggregate long positions in the shares, underlying shares and debentures of the Company held by the Directors and chief executives of the Company:

下表載列本公司董事及最高行政人員所持本公司股份、相關股份及債券之好倉總額：

Directors/chief executive 董事／最高行政人員	Corporate Interests 公司權益	Long (L) or short (S) position 好倉(L)或淡倉(S)	Percentage of interests 權益百分比
Mr. Wu Guoming 吳國明先生	18,437,500	L	4.04%

L: Long position

L: 好倉

Save as disclosed above, as at 30 September 2022, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (as defined in Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於二零二二年九月三十日，概無本公司董事或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）之股份、相關股份或債券中擁有記錄於本公司根據證券及期貨條例第352條須予存置之登記冊，或根據GEM上市規則第5.46條所述董事進行交易之必守標準須另行知會本公司及聯交所之任何權益或淡倉。

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

主要股東及其他人士於股份及相關股份之權益及淡倉

As at 30 September 2022, so far as known to any Director or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept under Section 336 of the SFO:

於二零二二年九月三十日，就本公司任何董事或最高行政人員所知，以下人士（本公司董事及最高行政人員除外）於本公司之股份及相關股份中擁有須根據證券及期貨條例第XV部第2及第3分部條文予以披露之權益或淡倉，或記錄於本公司根據證券及期貨條例第336條須存置之登記冊之權益或淡倉：

Name of Shareholder	Capacity	Number of shares or underlying shares held	Long (L) or short (S) position	Approximate percentage of interest in the Company
股東姓名	身份	所持股份或相關股份數目	好倉(L)或淡倉(S)	佔本公司權益的概約百分比
Sze Ching Lau 施清流	Beneficiary owner 實益擁有人	61,690,000	L	13.52%

L: Long position

L: 好倉

Save as disclosed above, as at 30 September 2022, the Directors were not aware of any other persons who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register required to be kept under Section 336 of the SFO.

除上文所述者外，於二零二二年九月三十日，董事並不知悉任何其他人士於本公司之股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部之條文須予披露之權益或淡倉，或根據證券及期貨條例第336條登記於本公司須存置之登記冊之權益或淡倉。



SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) pursuant to an ordinary resolution passed by the shareholders in the extraordinary general meeting of the Company on 20 August 2020 and refresh the scheme mandate limited of the Share Option Scheme pursuant to an ordinary resolution passed by the shareholders in the annual general meeting of the Company on 16 June 2022. The Share Option Scheme is a long-term incentive scheme of the Company to reward its employees, Directors and other eligible participants for their contributions to the Group and to assist the Group in its recruitment and retention of high-calibre employees and other eligible participants who are instrumental to the growth and development of the Group.

Eligible participants of the Share Option Scheme include: (a) any employee or proposed employee (whether fulltime or part-time and including any executive Director), consultants or advisers of or to the Company, any of its subsidiaries or any invested entity; (b) any non-executive Directors (including independent non-executive Directors) of the Company, any of its subsidiaries or any invested entity; (c) any supplier of goods or services to any member of the Group or any invested entity; (d) any customer of the Group or any invested entity; (e) any person or entity that provides research, development or other technological support to the Group or any invested entity; and (f) any shareholder of any member of the Group or any invested entity or any holder of any securities issued by any member of the Group or any invested entity, and any company wholly owned by one or more persons belonging to any of the above classes.

Subject to the earlier termination of the Share Option Scheme in accordance with the rules thereof, the Share Option Scheme shall remain in force for a period of ten years commencing from the date of adoption.

The maximum number of shares issuable upon the exercise of options granted under the Share Option Scheme and any other share option scheme adopted by the Group (including both exercised or outstanding options) to each grantee within any 12-month period, is limited to 1% of the shares of the Company in issue at any time.

購股權計劃

本公司根據股東於二零二零年八月二十日舉行的本公司股東特別大會上通過的普通決議案採納購股權計劃（「購股權計劃」）並根據股東於二零二二年六月十六日舉行的本公司股東週年大會上通過的普通決議案更新購股權計劃的計劃授權上限。購股權計劃為本公司的一項長期獎勵計劃，以就其僱員、董事及其他合資格參與者對本集團作出的貢獻為彼等提供獎勵，以及協助本集團招募及挽留高素質僱員及對本集團增長及發展至關重要的其他合資格參與者。

購股權計劃的合資格參與者包括：(a)本公司、其任何附屬公司或任何投資實體的任何僱員或擬聘請僱員（不論全職或兼職，包括任何執行董事）、諮詢人或顧問；(b)本公司、其任何附屬公司或任何投資實體的任何非執行董事（包括獨立非執行董事）；(c)本集團任何成員公司或任何投資實體的任何貨品或服務供應商；(d)本集團或任何投資實體的任何客戶；(e)為本集團或任何投資實體提供研究、開發或其他技術支援的任何人士或實體；及(f)本集團任何成員公司或任何投資實體的任何股東或本集團任何成員公司或任何投資實體所發行任何證券的任何持有人，以及一名或多名屬於上述任何類別的人士全資擁有的任何公司。

在根據購股權計劃規則提早終止購股權計劃的規限下，購股權計劃自採納日期起十年期間仍然有效。

於任何十二個月期間內，根據購股權計劃及本集團採納的任何其他購股權計劃授出的購股權（包括已行使或尚未行使購股權）獲行使後可向各承授人發行的股份最大數目，以任何時間本公司已發行股份1%為限。

SHARE OPTION SCHEME (Continued)

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the closing price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The total number of shares which may be issued upon the exercise of all options (excluding for this purpose options which have lapsed) which have been or may be granted under the Share Option Scheme and any share option scheme of the Group must not in aggregate exceed 45,586,000 shares, representing 10% of the shares of the Company in issue as at the date of approval of the Share Option Scheme and 2% of the shares of the Company in issue as at the end of Reporting Period and the date of approval of this report. The maximum number of shares to be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 30% of the shares of the Company in issue from time to time.

The offer of a grant of share options may be accepted within 21 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, which period may commence from the date of the offer of the share options, and ends on a date which is not later than ten years from the date of grant of the share options subject to the provisions for early termination thereof.

購股權計劃 (續)

授予本公司董事、最高行政人員或主要股東或授予彼等任何聯繫人的購股權須提前經本公司獨立非執行董事批准。此外，於任何12個月期間內，授予本公司主要股東或獨立非執行董事或彼等任何聯繫人的任何購股權超過任何時間本公司已發行股份0.1%及總價值（基於授出日期本公司股份之收市價）超過500萬港元，須提前於股東大會上獲股東批准。

根據購股權計劃及本集團任何購股權計劃已授出或可能授出的所有購股權（就此而言，不包括已失效的購股權）獲行使後可能發行的股份總數，合共不得超過45,586,000股股份（相當於購股權計劃獲批准日期本公司已發行股份10%及於報告期末及本報告獲批准日期本公司已發行股份2%）。根據購股權計劃及本集團任何其他購股權計劃已授出但尚未行使的所有尚未行使購股權獲行使後將予發行的股份最大數目，合共不得超過本公司不時已發行股份30%。

授出購股權之要約於要約日期起二十一日內可供接納，惟承授人須支付名義代價合共1港元。已授出購股權之行使期可由董事釐定，其期限可自購股權之要約日期起計及於不遲於購股權授出日期起計滿十年之日屆滿，惟受其提早終止條文所規限。



SHARE OPTION SCHEME (Continued)

The exercise price of the share options is determinable by the Directors, but shall not be less than the highest of (i) the closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet on the date of the offer; (ii) the average closing price of the Company's shares as quoted on the Stock Exchange's daily quotations sheet for the five business days immediately preceding the date of offer; and (iii) the nominal value of a share.

As at the date of this report, no share option had been granted under the Share Option Scheme.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the five largest customers of the Group accounted for about 54.3% of the revenue of the Group and the largest customer of the Group accounted for about 13.8% of the total revenue.

During the year, the five largest suppliers of the Group accounted for about 86.2% of the purchases of the Group and the largest supplier of the Group accounted for about 36.4% of the total purchases.

None of the Directors, their associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's issued share capital), has an interest in any of the Group's five largest customers and suppliers.

購股權計劃 (續)

購股權的行使價可由董事釐定，但不得低於以下各項中最高者：(i)於要約日期於聯交所每日報價表所報本公司股份之收市價；(ii)緊接要約日期前五個營業日於聯交所每日報價表所報本公司股份之平均收市價；及(iii)股份之面值。

於本報告日期，並無根據購股權計劃授出購股權。

主要客戶及供應商

年內，本集團五大客戶佔本集團收益約54.3%，而本集團最大客戶則佔總收益約13.8%。

年內，本集團五大供應商佔本集團採購額約86.2%，而本集團最大供應商佔總採購額約36.4%。

概無董事、彼等之聯繫人或本公司任何股東（據董事所知，擁有超逾5%的本公司已發行股本）於本集團任何五大客戶及供應商中擁有權益。

CONNECTED TRANSACTIONS

Material lease contract

On 20 April 2020, 森籌環境科技(上海)有限公司 (Senchou Environmental Technology (Shanghai) Co., Ltd.*) (“Senchou Environment”) and 上海君盛建設工程有限公司 (Shanghai Junsheng Construction Engineering Co., Ltd.*) (“Shanghai Junsheng”) entered into a material lease contract, pursuant to which, Senchou Environment agreed to lease the equipment to Shanghai Junsheng for the period from 20 April 2020 to 19 August 2020. Due to the COVID-19 pandemic, the execution of the above contract was postponed. For the year ended 30 September 2022, the transaction amount was approximately HK\$859,000.

As Mr. Wu Guoming, the Director of the Company, and his spouse, own 100% equity of Shanghai Junsheng, Shanghai Junsheng is a connected company of the Company, and in accordance with the GEM Listing Rules, the transactions proposed under the material lease contract constitute connected transactions of the Company.

The above-mentioned connected transactions are one-off transactions.

The omission by the Company to comply with the GEM Listing Rules requirements to make timely disclosure for the Connected Transactions. The Company wishes to apologise in this regard and an announcement will be published to provide details of the Connected Transactions as soon as possible.

* For reference purposes only, the Chinese names of the PRC entities and terms have been translated into English in this report. In the event of any discrepancies between the Chinese names of the PRC entities and terms and their English translation, the Chinese version shall prevail.

關連交易

材料租賃合同

於二零二零年四月二十日，森籌環境科技(上海)有限公司(「森籌環境」)與上海君盛建設工程有限公司(「上海君盛」)訂立材料租賃合同，據此，森籌環境同意租賃設備予上海君盛，期限為二零二零年四月二十日至二零二零年八月十九日。由於出現2019冠狀病毒病大流行，上述合同延期執行。截至二零二二年九月三十日止年度，交易金額約為859,000港元。

由於本公司董事吳國明先生及其配偶擁有上海君盛100%股權，故上海君盛為本公司之關連公司，且根據GEM上市規則，材料租賃合同項下擬進行之交易構成本公司之關連交易。

上述關連交易屬一次性交易。

本公司未有遵守GEM上市規則規定就關連交易作出及時作出披露乃因無心之失。本公司對此表示歉意，將盡快發佈公告以提供有關關連交易的詳細信息。

* 僅供參考，於本報告中，中國實體及專有名詞之中文名稱已譯為英文。倘中國實體及專有名詞之中文名稱與其英文譯文有任何不一致，概以中文版本為準。



THE USE OF PROCEEDS FROM THE RIGHTS ISSUE

Reference is made to the prospectus published by the Company dated 26 March 2021 (the “Prospectus”) in respect of the Rights Issue. Unless otherwise specified, terms used in this section shall have the same meanings as those defined in the Prospectus.

As disclosed in the Prospectus, the net proceeds from the Rights Issue after deduction of expenses and professional fees amounted to approximately HK\$55,320,000 (“Rights Issue Proceeds”).

The breakdown of the Company’s proposed use of the Rights Issue Proceeds as disclosed in the Prospectus and its actual use of the Rights Issue Proceeds from the date of completion of the Rights Issue to 30 September 2022 were as follows:

供股所得款項用途

謹此提述本公司刊發日期為二零二一年三月二十六日有關供股之供股章程（「章程」）。除另有指明者外，本節所用詞彙將與章程所界定者具有相同涵義。

如章程所披露，經扣除供股之開支及專業費用後，供股之所得款項淨額約為55,320,000港元（「供股所得款項」）。

如章程所披露，本公司之供股所得款項建議用款及其所得款項自供股完成日期起至二零二二年九月三十日止之實際用款明細載列如下：

Intended use	建議用途	Net Rights Issue Proceeds	Balance of the unutilised Rights Issue Proceeds as at 30 September 2021	Actual use of the Rights Issue Proceeds during the six months ended 31 March 2022	Actual use of the Rights Issue Proceeds during the six months ended 30 September 2022	Balance of the unutilised Rights Issue Proceeds as at 30 September 2022
		供股所得款項淨額	未動用供股所得款項結餘	所得款項的實際用途	所得款項的實際用途	未動用供股所得款項結餘
		千港元	千港元	千港元	千港元	千港元
Legal and professional fee	法律及專業費	3,000	1,684	1,684	-	-
Staff cost	員工成本			449		
Rental	租金			27		
Other operating expenses	其他營運開支			1,279		
General working capital	一般營運資金	5,259	1,755	1,755	-	-
Finance cost	財務成本			929		
Settlement of bonds	清償債券			20,918		
Redemption of outstanding bonds	贖回發行在外債券	48,000	21,847	21,847	-	-
		56,259	25,286	25,286	-	-

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 30 September 2022.

RELATED PARTY TRANSACTIONS

During the year ended 30 September 2022, the Group entered into transactions with related parties as set out in note 47 to the consolidated financial statements.

SUFFICIENCY OF PUBLIC FLOAT

Based on information publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there is sufficient public float of not less than 25% of the Company's issue shares as required under the GEM Listing Rules.

PRE-EMPTIVE RIGHTS

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

COMPETING INTERESTS

During the year, none of the Directors, the controlling shareholders of the Company (as defined in the GEM Listing Rules) or their respective associates had any business or interest which competed or might compete with the business of the Group nor had any other conflict of interest with the Group.

購買、出售或贖回本公司之上市證券

截至二零二二年九月三十日止年度，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。

關聯方交易

截至二零二二年九月三十日止年度，誠如綜合財務報表附註47所載，本集團與關聯方訂立交易。

足夠公眾持股量

根據本公司之公開資料及據董事所知，於本報告日期，股份之公眾持股量足夠符合GEM上市規則不少於本公司已發行股份25%之規定。

優先購股權

本公司之組織章程細則或開曼群島法律概無載有任何有關優先購股權之規定，規定本公司須按比例向現有股東提呈發售新股份。

競爭業務權益

年內，本公司各董事、控股股東（定義見GEM上市規則）或彼等各自之聯繫人概無擁有任何與本集團業務構成競爭或可能構成競爭之業務或權益，亦概無與本集團發生任何其他利益衝突。



董事會報告

Report of the Directors

MANAGEMENT CONTRACTS

No contract, other than employment contracts, concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or existed during the year.

REMUNERATION POLICY

The remuneration of the employees of the Group is determined with reference to market terms and the performance, qualifications and experience of the individual employee.

The emoluments of the Directors were recommended by the Human Resources and Remuneration Committee of the Company after considering factors such as the Company's Directors' duties, responsibilities and the operating performance of the Group.

The Company has adopted the Share Option Scheme as an incentive to Directors and eligible employees. Details of the scheme are set out in pages 33 to 35 to this annual report.

EVENTS AFTER THE REPORTING PERIOD

Details of events after the reporting period are set in note 49 to the consolidated financial statements.

PERMITTED INDEMNITY PROVISIONS

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the reporting period. Appropriate insurance cover on Directors' and officers' liabilities has been provided by the Company to cover potential legal actions from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duties.

管理合約

年內，概無訂立或存在任何涉及本集團整體或任何重要部分業務的管理及行政的合約（僱傭合約除外）。

薪酬政策

本集團乃參考市場水平，並按照僱員個人之表現、資歷及經驗釐定僱員薪酬。

本公司人力資源及薪酬委員會於考慮本公司董事之職責、責任及本集團之經營表現等因素後建議董事酬金。

本公司已採納該購股權計劃作為對董事及合資格僱員之獎勵。計劃詳情載於本年報第33至35頁。

報告期後事項

報告期後事項詳情載於綜合財務報表附註49。

許可彌償條文

惠及董事的許可彌償條文目前已生效及於整個報告期有效。本公司已為董事及高級職員提供適當責任保險，以就潛在法律行動向董事及高級職員提供保障，使彼等就各自的職務或履行其職責時因所作出、發生的作為或不作為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支免受任何損害。



董事會報告

Report of the Directors

AUDITORS

The Company has appointed RSM Hong Kong as the auditors of the Company for the Year with effect from 30 January 2019. There has been no change in auditors since the date of appointment. RSM Hong Kong will retire and, being eligible, offer itself for reappointment at the forthcoming annual general meeting. A resolution to reappoint RSM Hong Kong and to authorize the Directors to fix its remuneration will be proposed at the forthcoming annual general meeting.

On behalf of the Board

Wang Wenzhou

DIRECTOR

21 December 2022

核數師

本公司已委任羅申美會計師事務所為本公司於本年度之核數師，自二零一九年一月三十日起生效。自委任日期以來核數師並無任何變動。羅申美會計師事務所將於應屆股東週年大會上退任，並符合資格膺選續聘。續聘羅申美會計師事務所及授權董事釐定其酬金之決議案將於應屆股東週年大會上提呈。

代表董事會

王文周

董事

二零二二年十二月二十一日



企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining a high standard of corporate governance practices. It met all the code provisions of the Corporate Governance Code (“CG Code”) set out in Appendix 15 of the GEM Listing Rules in the year ended 30 September 2022 except for the following deviation:

Under code provision C.2.1 of the CG Code, the roles of chairman and the chief executive should be separate and should not be performed by the same individual. The Company did not appoint a chairman from 19 April 2018. The Board will keep reviewing the current structure from time to time and appoint candidate with suitable knowledge, skill and experience as chairman of the Company, if identified.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “Required Standard”) as the code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they had complied with the Required Standard during the year ended 30 September 2022.

CONFIRMATION OF INDEPENDENCE

The Company confirms it has received from each of its independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules, and considers that the independent non-executive Directors to be independent.

企業管治常規

本公司致力維持高水平之企業管治常規。於截至二零二二年九月三十日止年度，本公司遵守GEM上市規則附錄十五所載之企業管治守則（「企業管治守則」）之所有守則條文，惟以下偏離者除外：

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁之角色應予分開，不應由同一人士兼任。自二零一八年四月十九日起，本公司並無委任主席。董事會將不時繼續檢討目前架構，並於物色到具備合適知識、技能及經驗之人選時委任有關人選為本公司主席。

董事的證券交易

本公司已採納GEM上市規則第5.48至5.67條所載的交易必守標準（「必守標準」）作為董事進行證券交易之行為守則。經向全體董事作出特定查詢後，全體董事均已確認於截至二零二二年九月三十日止年度彼等已遵守必守標準。

確認獨立性

本公司確認已接獲各獨立非執行董事根據GEM上市規則第5.09條就其獨立性發出之年度確認函，並認為獨立非執行董事均屬獨立人士。

BOARD OF DIRECTORS

The Company is governed by a board of Directors (the “Board”) which has the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Group by directing and supervising the Group’s affairs. The Board set strategies and directions for the Group’s activities and lead the Group’s management team through the Directors with a view to developing its business and enhancing shareholder value.

During the year ended 30 September 2022, the Board’s composition and the individual attendance of each Director at the Board meetings, board committee meetings and shareholder meetings during the year ended 30 September 2022 are set out in the table below:

董事會

本公司受董事會（「董事會」）監管，彼等須負責領導及監控本公司。董事負責指示及監督本集團之事務，共同帶領本集團邁向成功。董事會制定本集團業務之策略及方向，並透過董事領導本集團的管理層團隊，使業務得以發展及提升股東價值。

截至二零二二年九月三十日止年度，董事會組成及各位董事於截至二零二二年九月三十日止年度出席董事會會議、董事委員會會議及股東大會的情況載於下表：

		Attendance/Number of Meetings held during the tenure of his/her office in the year 年內出席次數 / 在彼任內舉行會議次數				
		Board Meeting 董事會會議	Human Resources & Remuneration Committee 人力資源及薪酬委員會	Nomination Committee 提名委員會	Audit Committee 審核委員會	Shareholder Meeting 股東大會
Executive Directors		執行董事				
Mr. Wang Wenzhou, Chief Executive Officer	王文周先生，行政總裁	8/9	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Wu Guoming	吳國明先生	7/9	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Duan Fanfan	段凡帆先生	8/9	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-Executive Director		非執行董事				
Mr. Chen Long (appointed on 21 October 2022)	陳龍先生 (於二零二二年十月二十一日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-Executive Directors		獨立非執行董事				
Mr. Leung Oh Man, Martin	梁傲文先生	1/9	0/0	0/0	4/4	1/1
Dr. Chung Ling Cheong Dicky	鍾翎昌博士	9/9	0/0	0/0	4/4	1/1
Ms. Lam Yuk Kan Ester (appointed on 3 October 2022)	林玉瑾女士 (於二零二二年十月三日獲委任)	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Sun Zhi Jun (retired on 16 June 2022)	孫志軍先生 (於二零二二年六月十六日退休)	3/5	0/0	0/0	2/3	1/1

N/A: Not applicable

不適用：不適用



企業管治報告

Corporate Governance Report

BOARD OF DIRECTORS *(Continued)*

During the year ended 30 September 2022, the Board held nine Board meetings to review, among other matters, the Group's financial and operating performance and discuss the business direction and strategy. Agenda and accompanying board papers were sent to all Directors in a timely manner.

Directors who could not attend in person could participate the Board meetings and Shareholder meetings through other electronic means of communications.

The biographical information of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 23 to 27 in this annual report.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. During the year ended 30 September 2022 and up to the date of this report, Mr. Wang Wenzhou, Mr. Wu Guoming, Mr. Duan Fanfan, Mr. Chen Long, Mr. Leung Oh Man, Martin, Dr. Chung Ling Cheong Dicky and Ms. Lam Yuk Kan Ester engaged in business activities in their respective fields as continuous professional development to develop and refresh their knowledge and skills so as to ensure that their contributions to the Board remain informed and relevant. Mr. Leung Oh Man, Martin has participated in continuous professional development programs required by The Hong Kong Institute of Certified Public Accountants. The Directors also participated in other trainings and professional developments such as attending seminars, studying reading materials relating to the Group or its industries and businesses; rules and regulations; business management; or the roles, functions and duties of a listed company director.

董事會 (續)

截至二零二二年九月三十日止年度，董事會舉行九次董事會會議，以檢討（其中包括）本集團的財務及營運表現，並討論業務方針及策略。會議議程及相關董事會文件已及時發送至全體董事。

無法親身出席董事會會議及股東大會的董事可以其他電子通訊方式參與。

董事之履歷資料載於本年報第23至27頁「董事及高級管理層的履歷詳情」一節。

本公司致力就所有董事之持續專業發展安排合適的培訓並提供有關經費。截至二零二二年九月三十日止年度及直至本報告日期，王文周先生、吳國明先生、段凡帆先生、陳龍先生、梁傲文先生、鍾翎昌博士及林玉瑾女士在彼等各自的商務活動範疇內參與持續專業發展，以發展並更新其知識及技能，確保其能繼續具備所需資訊及適切地對董事會作出貢獻。梁傲文先生已按照香港會計師公會的要求參與持續專業發展課程。董事亦參與其他培訓及專業發展，例如出席研討會，閱覽資料文獻，內容有關本集團或其行業及業務；規則及條例；商業管理；或上市公司董事的角色、職能及責任等。

CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role and for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda. Through the Board, he is responsible for ensuring that good corporate governance practices and procedures are followed by the Group.

HUMAN RESOURCES AND REMUNERATION COMMITTEE

The Human Resources and Remuneration Committee (the “Remuneration Committee”) did not hold meetings during the year ended 30 September 2022. The Remuneration Committee has reviewed and approved the Group’s remuneration policy, including that for the executive Directors, and the levels of remuneration paid to executive directors and senior management of the Group. The terms of reference of the Remuneration Committee follow the guidelines set out in the Code and it is responsible for, among other things, making recommendations to the Board on the remuneration packages of individual executive Directors and senior management. The remuneration paid and payable to the Directors for the year ended 30 September 2022 is set out in note 15 to the consolidated financial statements.

The remuneration paid and payable to the senior management excluding directors by band for the year ended 30 September 2022 is set out below:

Remuneration of band	薪酬範圍	Number of Individuals 人數
HK\$0 – HK\$500,000	0港元– 500,000港元	1

行政總裁

行政總裁須負責領導董事會，確保董事會能有效地履行其各方面之職務，並須負責釐定議程，以及考慮將其他董事所提出之任何事宜載入議程內。透過董事會，彼負責確保本集團遵守良好的企業管治常規及程序。

人力資源及薪酬委員會

截至二零二二年九月三十日止年度，人力資源及薪酬委員會（「薪酬委員會」）並無舉行會議。薪酬委員會已審閱及批准本集團（包括執行董事）之薪酬政策，及本集團執行董事及高級管理層之薪酬水平。本公司根據守則所載之指引制定薪酬委員會之職權範圍，其職能之一為向董事會建議個別執行董事及高級管理層的薪酬待遇。截至二零二二年九月三十日止年度，已付及應付董事之薪酬載於綜合財務報表附註15。

截至二零二二年九月三十日止年度，已付及應付高級管理層（不包括董事）的薪酬按範圍劃分載列如下：



BOARD DIVERSITY

The Board has adopted a policy concerning diversity of Board members (the “Board Diversity Policy”) which is summarised as follows:

The Company is committed to maintaining a highly effective Board which should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. When deciding on the appointment of directors, it is the policy of the Company to consider a number of factors, including but not limited to, gender, age, cultural and educational background, professional experience, and other qualifications, skills and experience which the Company considers that it will make a positive contribution to the performance of the Board.

The Nomination Committee of the Company (the “Nomination Committee”) monitors the implementation of the Board Diversity Policy and reviews it from time to time and shall bring to the attention of the Board any significant issues or recommendations as and when necessary and appropriate. Any reviews, updates and amendments to the Board Diversity Policy shall be approved by the Board.

NOMINATION COMMITTEE

The terms of reference of the Nomination Committee have been determined with reference to the Code. The Nomination Committee is responsible for identifying potential new directors and making recommendations to the Board for decision. A director appointed by the Board is subject to re-election by shareholders at the first annual general meeting after his/her appointment. All Directors are subject to retirement by rotation at least once every 3 years. In accordance with the Company’s Articles of Association, one third of the directors are subject to retirement by rotation and re-election by shareholders at each annual general meeting of the Company.

Potential new Directors are selected with reference to the Board Diversity Policy whenever necessary and appropriate.

The Nomination Committee did not hold meetings during the year ended 30 September 2022.

董事會成員多元化

董事會已採納一項有關董事會成員多元化之政策（「董事會成員多元化政策」），該政策撮要如下：

本公司致力令董事會保持高效效益，務求平衡董事會所具備之技能、經驗及多元化的觀點與角度，配合本公司業務所需。當決定委任董事時，本公司之政策將考慮多項因素，包括（但不限於）性別、年齡、文化及教育背景、專業經驗及本公司認為將對董事會表現帶來正面貢獻之其他資歷、技能及經驗。

本公司之提名委員會（「提名委員會」）監察董事會成員多元化政策之執行，並不時作出檢討，在必要及適當時向董事會提出任何重要事宜或推薦建議。董事會成員多元化政策有任何檢討、更新及修訂須經董事會通過。

提名委員會

本公司已參考守則釐定提名委員會之職權範圍。提名委員會負責物色有潛質成為新董事之人士，並就董事會作出決定而提供推薦建議。由董事會委任之董事須於其獲委任後之首屆股東週年大會上經股東重選。所有董事須最少每三年輪值退任一次。根據本公司之組織章程細則，本公司每屆股東週年大會上須有三分之一董事輪值退任及經股東重選。

提名委員會於必要及適當時參考董事會成員多元化政策挑選有潛質成為新董事之人士。

截至二零二二年九月三十日止年度期間，提名委員會並無舉行會議。

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted the terms of reference for corporate governance functions set out in the Code and has delegated the Group's corporate governance functions to the Audit Committee of the Company (the "Audit Committee").

AUDIT COMMITTEE

The terms of reference of the Audit Committee, with the inclusion of the corporate governance functions, follow the guidelines set out in the Code. The Audit Committee is responsible for, among other things, having relationship with the Company's auditors, reviewing the Group's financial information and its financial reporting, financial reporting system, risk management and internal control systems and corporate governance, including the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The Audit Committee reports to the Board any significant issues relating to its terms of reference.

During the year ended 30 September 2022, the Audit Committee held four meetings and work performed included reviewing the Group's quarterly, half-yearly and annual results, its risk management and internal control systems, and corporate governance matters for inclusion in the Company's Annual Report.

AUDITORS' REMUNERATION

The remuneration paid to RSM Hong Kong for audit and non-audit services for the year ended 30 September 2022 amounted to approximately HK\$1,050,000 and approximately HK\$1,360,000, respectively. The non-audit services provided by RSM Hong Kong to the Group were in relation to certain agreed upon procedures services during the year.

The remuneration paid to RSM Hong Kong for audit and non-audit services for the year ended 30 September 2021 amounted to approximately HK\$1,050,000 and approximately HK\$730,000 respectively. The non-audit services provided by RSM Hong Kong to the Group were in relation to certain agreed upon procedures services and being reporting accountants for circular and prospectus.

企業管治職能

董事會已採納守則所載有關企業管治職能之職權範圍，並已將本集團之企業管治職能委託予本公司審核委員會（「審核委員會」）。

審核委員會

審核委員會之職權範圍（包括其企業管治職能）按照守則所載之指引制定。審核委員會負責（其中包括）與本公司核數師建立關係、審閱本集團之財務資料及其財務報告、財務申報制度、風險管理及內部監控制度以及企業管治，其中包括本集團在會計及財務申報職能方面的資源、員工資歷及經驗，以及員工培訓課程及有關預算是否足夠。審核委員會向董事會匯報任何與其職權範圍相關之重要事宜。

截至二零二二年九月三十日止年度，審核委員會共舉行四次會議，工作包括審閱本集團之季度、半年度及全年業績，風險管理及內部監控系統，及刊登於本公司年報內之企業管治事宜。

核數師酬金

截至二零二二年九月三十日止年度，就審核及非審核服務已付羅申美會計師事務所之酬金分別約為1,050,000港元及約1,360,000港元。羅申美會計師事務所提供予本集團的非審核服務涉及年內若干協定程序服務。

截至二零二一年九月三十日止年度，就審核及非審核服務已付羅申美會計師事務所之酬金分別約為1,050,000港元及約為730,000港元。羅申美會計師事務所提供予本集團的非審核服務涉及若干協定程序服務及擔當通函及招股章程的申報會計師。



企業管治報告

Corporate Governance Report

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group (the “Consolidated Financial Statements”) which give a true and fair view and are in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants. The Directors endeavor to ensure a balanced, clear and understandable assessments of the Group’s performance, position and prospects in financial reporting. Accordingly, appropriate accounting policies are selected and applied consistently; judgments and estimates made are prudent and reasonable.

They are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The Directors continue to adopt the going concern basis in preparation of the consolidated financial statements and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group’s ability to continue as a going concern.

The statement of the Company’s auditors about their reporting responsibilities on the Consolidated Financial Statements is set out in the Independent Auditor’s Report on pages 57 to 60.

The auditors did not express an opinion on the consolidated financial statements. As disclosed in note 2 to the consolidated financial statements, the Group has net current liabilities of HK\$51,022,000 as at 30 September 2022. In addition, as at 30 September 2022, the Group had capital commitments amounting to HK\$30,353,000. Besides, the Group was in default of non-convertible bonds of approximately HK\$350,000 which was overdue as of 30 September 2022. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Group’s ability to continue as a going concern.

問責及核數

董事承認彼等須負責根據香港會計師公會頒佈之香港財務報告準則編製真實而公平之本集團綜合財務報表（「綜合財務報表」）。董事將盡力確保於財務報告中對本集團之表現、狀況及前景作出平衡、清晰及可理解之評估。因此，選擇及貫徹使用合適之會計政策；所作出之判斷及估計當屬審慎及合理。

他們負責採取一切合理及必須的措施保障本集團的資產及防止及審查欺詐及其他違規行。董事亦繼續採納持續經營基準以編製綜合財務報表，且並不知悉有任何重大不確定因素涉及可能對本公司作為持續經營實體的能力產生重大疑慮的事件或狀況。

本公司核數師關於其對綜合財務報表申報責任的聲明載於第57至60頁獨立核數師報告。

核數師無法就綜合財務報表發表意見。誠如綜合財務報表附註2所披露，於二零二二年九月三十日，本集團的流動負債淨額為51,022,000港元。此外，於二零二二年九月三十日，本集團的資本承擔為30,353,000港元。此外，截至二零二二年九月三十日，本集團的已逾期違約不可換股債券約為350,000港元。該等事件及情況顯示存在重大不確定性，可能對本集團持續經營的能力產生重大疑慮。

ACCOUNTABILITY AND AUDIT (Continued)

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon measures taken by the directors to improve the Group's financial position, cash flows and profitability and the financial supports from two Directors of the Company, at a level sufficient to finance the working capital requirements of the Group as explained below.

The Directors have estimated the Group's cash requirements by preparing a Group cashflow forecast for the eighteen-month period ending 31 March 2024. Mr. Wu Guoming ("Mr. Wu"), a shareholder and a director of the Company, and Mr. Wang Wenzhou ("Mr. Wang"), a director of the Company, as at 30 September 2022, have agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due for the foreseeable future. Mr. Wu and Mr. Wang both agreed to pledge their properties as collaterals, if necessary, to borrow funds to provide financial support to the Group.

Near the end of the reporting period, the bondholders with principal amount of HK\$3,850,000 have signed letters of intent with the Company agreeing to further extend the maturity date to 30 September 2024. Subsequent to 30 September 2022, the bonds with principal amount of HK\$3,850,000 have been renewed with maturity date extended to 30 September 2024.

However, the auditors were unable to obtain sufficient appropriate audit evidence to satisfy themselves that Mr. Wu and Mr. Wang had the financial resources to provide the required level of financial support to the Group. Mr. Wu and Mr. Wang both agreed to pledge their properties to provide financial support to the Group. Based on the market valuations of the properties, the auditors considered that it was uncertain whether Mr. Wu and Mr. Wang would be able to borrow funds using the properties as collateral at the level necessary to support the Group's liquidity requirements. In addition, they were unable to ascertain whether Mr. Wu and Mr. Wang had any personal liabilities which would affect their credit standing and ability to borrow against the pledged properties. Accordingly, the auditors were unable to determine the validity of preparing the consolidated financial statements on a going concern basis.

問責及核數 (續)

該等綜合財務報表乃按持續經營基準編製，基準之有效性取決於下文所闡述之董事為改善本集團之財務狀況、現金流量及盈利能力而採取之措施以及本公司兩名董事之財務支援是否足以為本集團之營運資金需求提供資金。

董事已通過編製本集團於截至二零二四年三月三十一日止十八個月期間的現金流量預測來估計本集團的現金需求。於二零二二年九月三十日，本公司股東及董事吳國明先生（「吳先生」）及本公司董事王文周先生（「王先生」）已同意向本集團提供充足資金，以便本集團能夠償付可預見未來到期的所有即期債務。吳先生及王先生均已同意於必要時質押其物業作為抵押品，以借入資金為本集團提供財務支援。

鄰近報告期末，本金額為3,850,000港元的債券之債券持有人已與本公司簽訂意向書，同意將到期日進一步延長至二零二四年九月三十日。二零二二年九月三十日後，本金額為3,850,000港元的債券已重續，到期日延長至二零二四年九月三十日。

然而，核數師無法獲得充足適當審核證據令彼等信納，吳先生及王先生擁有財務資源可向本集團提供所需水平的財務支援。吳先生及王先生均同意質押彼等的物業以向本集團提供財務支援。基於有關物業的市值，核數師認為無法確定吳先生及王先生是否將能夠於必要時使用該等物業做抵押品借入資金以支持本集團的流動資金需求。此外，彼等無法確定吳先生及王先生是否有任何個人債務將影響其信譽及以抵押物業借入資金的能力。因此，核數師無法釐定按持續經營基準編製綜合財務報表的有效性。



企業管治報告

Corporate Governance Report

ACCOUNTABILITY AND AUDIT (Continued)

In order to address the uncertainties which may cast doubt regarding the Group's ability to continue as a going concern, the Directors have given careful consideration to the future liquidity and performance of the Group and its available sources of finance to continue as going concern. In the opinion of the Directors, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due in the foreseeable future, based on the cash flow projections of the Group and after taking into consideration the following:

- (1) implementing stronger measures aiming at improving the liquidity and financial position of the Group, including but not limited to closely monitoring the operating costs;
- (2) reviewing and shortening the reporting intervals and improving follow up measures on receivables collection. As at 30 November 2022, approximately HK\$3,364,000, or 20% of our trade and bills receivables as at 30 September 2022 was settled;
- (3) negotiating with non-convertible bondholders to extend the maturity date of the bonds once mature. Subsequent to 30 September 2022, non-convertible bonds of HK\$3,850,000 as at 30 September 2022 has been renewed with maturity date extended to 30 September 2024;
- (4) negotiating with the Group's suppliers and related companies to extend the payment terms;
- (5) the Directors of the Company, Mr. Wu and Mr. Wang will continue to provide financial support to the Group including the availability to pledge various properties in Tianjin and Shanghai, the PRC. According to a preliminary valuation summary prepared by an independent valuer, these properties worth over RMB50,000,000. They have undertaken not to require the Company to repay the loans until such time when repayment will not affect the ability of the Group to repay other creditors in the normal course of business; and
- (6) looking for new bank facilities from other banks.

問責及核數 (續)

為解決可能對本集團持續經營能力產生疑慮的不確定因素，董事已審慎考慮本集團未來的流動資金及表現及其持續經營的可用資金來源。董事基於本集團現金流預測並考慮到以下各項後認為，本集團於可預見未來將會有充足營運資金為其營運提供資金並於財務責任到期應付時可予兌現：

- (1) 實施更有力的措施，以改善本集團的流動資金及財務狀況，包括但不限於密切監測營運成本；
- (2) 檢討並縮短報告間隔，改善應收賬款的跟進措施。於二零二二年十一月三十日，我們於二零二二年九月三十日的應收貿易賬款及票據及票據中約3,364,000港元或20%已結清；
- (3) 一旦債券到期，即與不可換股債券持有人協商延長到期日。於二零二二年九月三十日後，於二零二二年九月三十日的3,850,000港元不可換股債券已重新續期，到期日延長至二零二四年九月三十日；
- (4) 與本集團的供應商及相關公司協商，延長付款期限；
- (5) 本公司董事（吳先生及王先生）將繼續向本集團提供財務支持，包括可質押位於中國天津及上海的多項物業。根據獨立估值師編纂的初步估值概要，該等物業價值超過人民幣50,000,000元。彼等已承諾不要求本公司償還貸款，直至償還貸款不會影響本集團在正常業務過程中償還其他應付賬款的能力；及
- (6) 尋求其他銀行的新銀行融資。

ACCOUNTABILITY AND AUDIT *(Continued)*

The management considered that the proposed measures mentioned above, if successful, could improve the Group's liquidity and therefore could help to address the audit matter. However, as the management's assessment of the Group's ability to continue as a going concern for the purposes of preparing the Group's consolidated financial statements for the year ending 30 September 2023 has to take into consideration of the future conditions and circumstances and could only be made at the end of the relevant reporting period, the management is unable to ascertain at this moment whether the audit matter can be removed in the next financial year purely based on the Company's measures above.

The audit committee has discussed with the Company, reviewed the consolidated financial statements for the year ended 30 September 2022, and agreed with the going concern basis of preparation of the consolidated financial statements and to finalise and implement the action plans for addressing the disclaimer of opinion.

The audit committee has also discussed with the Auditors and reviewed the disclaimer of opinion and the basis of disclaimer of opinion.

The Board has, through the Audit Committee, conducted a review of the effectiveness of the Group's risk management and internal control system with an aim to safeguard the shareholders' investment and the Company's assets in compliance with the provisions of the Code. The purpose is to provide reasonable, but not absolute, assurance against material misstatements, errors, losses or fraud, and to manage rather than eliminate risks of failure in achieving the Group's business objectives.

問責及核數 *(續)*

管理層認為，上述建議措施如成功實施，可改善本集團的流動資金，因此有助解決審核事項。然而，由於管理層就編製本集團截至二零二三年九月三十日止年度的綜合財務報表而言對本集團持續經營能力的評估須計及未來狀況及情況，並僅可於相關報告期末作出，故管理層現時無法確定僅根據本公司的上述措施，審核事項可於下一個財政年度剔除。

審核委員會已與本公司討論、審閱截至二零二二年九月三十日止年度的綜合財務報表，並同意編製綜合財務報表的持續經營基準，以及落實並實施解決無法表示意見的行動計劃。

審核委員會亦已與核數師討論並檢討無法表示意見及無法表示意見之基礎。

董事會已按照守則條文，透過審核委員會對本集團風險管理及內部監控系統之效益進行檢討，以保障股東之投資及本公司之資產。目的在於合理而非絕對保證可防範重大失實陳述、錯誤、損失或欺詐，並管理而非消除未能達致本集團業務目標之風險。



企業管治報告

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining sound and effective risk management and internal control systems to safeguard the interests of shareholders and the Group's assets. The Board also acknowledges its responsibility for overseeing the Group's risk management, financing reporting, and internal control systems on an ongoing basis and reviewing their effectiveness at least annually through the Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance roles in the Group's financial, operational, compliance, risk management and internal controls, and the resourcing of the finance and internal audit functions.

To this end, appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance with relevant accounting standards and regulatory reporting requirements, and key risks that may impact on the Group's performance are appropriately identified and managed. Besides, management continues to allocate resources for the risk management and internal control systems to provide reasonable, though not absolute, assurance against material misstatement or loss and to manage rather than eliminate the risk of failure to achieve business objectives.

The Board, through the Audit Committee, has delegated the internal audit function to an independent external assurance provider, who has conducted a review on the adequacy and effectiveness of the Group's risk management and internal control systems for the year ended 30 September 2022. The Board considers that the Group's risk management and internal control systems are effective and adequate.

The Board, through the Audit Committee, leads and provides direction to management by laying down strategies and overseeing their implementation by management, monitors the Group's operational and financial performance, and ensures that sound risk management and internal control systems are in place.

風險管理及內部監控

董事會確認須負責評估及釐定董事會為達成本集團策略目標所願承擔的風險性質及程度，及維持完備及有效的風險管理及內部監控系統，以保障股東利益及本集團資產。董事會亦確認須按持續基準負責監督本集團風險管理、財務申報及內部監控系統，並透過審核委員會至少每年檢討其成效。審核委員會協助董事會履行其監察及企業管治職責，涵蓋本集團的財務、營運、合規、風險管理及內部監控以及財務資源及內部審核職能。

為此，適當的政策及監控經已設計及制定，以確保保障資產不會不正當使用或處置，依從及遵守相關規則及規例，根據相關會計標準及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。此外，管理層持續就風險管理及內部監控系統配置資源，合理而非絕對保證可防範重大失實陳述或損失，並管理而非消除未能達成業務目標的風險。

董事會透過審核委員會已將內部審核職能授權予一間獨立外聘核證機構，其對本集團於截至二零二二年九月三十日止年度的風險管理及內部監控系統的充足程度及成效進行檢討。董事會認為本集團的風險管理及內部監控系統行之有效及充足。

董事會透過審核委員會領導及指導管理層，其工作包括制定策略及監督管理層執行情況、監控本集團營運及財務表現，以及確保設有完備的風險管理及內部監控系統。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

The Board reviewed and was satisfied with the adequacy of the resources, staff qualifications and experience, training programmes, on the Group's accounting, financial reporting and internal audit functions.

The Board, through delegation of its authority to an environmental, social and governance ("ESG") working group, is also responsible for reviewing the Company's corporate social responsibility strategies, principles and policies; setting guidelines, direction and overseeing practices and procedures; and monitoring progress on the Company's corporate social responsibility and related activities.

The following highlights the key risk management measures under the Group's "Three Lines of Defence" model and enhancements made by the Group for the period.

1st line of defence – Risk management

- Management conducted an annual Internal Control Self-Assessment for the period. Management confirmed that appropriate internal control policies and procedures have been established and complied with.
- Various policies, procedures and guidelines are in place with defined authority for effective segregation of duties, controls and risk management, and they are subject to regular review.
- The Group's anti-bribery and anti-corruption guidelines are in place to set out minimum standards in recognizing circumstances which may lead to or give the appearance of involving corruption or unethical business conduct, to help avoid conduct which is clearly prohibited, and to encourage everyone in the Group to seek appropriate guidance promptly when needed.
- The Group's whistleblowing policy is in place to facilitate internal reporting of any malpractice and unethical conduct within the Group without fear of reprisal and victimization.

風險管理及內部監控 (續)

董事會已審閱及信納有關本集團的會計、財務申報及內部審核職能方面的資源、員工資質及經驗、培訓課程為足夠。

董事會透過授權環境、社會及管治（「環境、社會及管治」）工作組亦負責審閱本公司企業社會責任策略、原則及政策；設定指引、方向並監督實踐及程序；及監控本公司企業社會責任及有關活動的進展。

期內，本集團「三道防線」模式下所採納的主要風險管理措施及本集團作出的增強舉措概述如下。

第一道防線－風險管理

- 期內，管理層進行年度內部監控自我評核。管理層確認已設有並遵守適當的內部監控政策及程序。
- 實施及定期檢討多項列明權責的政策、程序和指引，以有效劃分職責、監控及風險管理。
- 本集團實施防止賄賂及防止貪污指引，列出最低標準以助識別可能導致或被認為涉及貪污或不道德業務操守的情況，以助杜絕明文禁止的行為，及鼓勵本集團僱員適時尋求恰當的指引。
- 本集團實施舉報政策，使僱員可毋須畏懼遭報復及迫害而敢於內部舉報本集團任何失當行為及不道德行為。



企業管治報告

Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

2nd line of defence – Risk oversight

- The Group's Enterprise Risk Management ("ERM") Policy is developed to outline the principles, governance, roles and responsibilities, and approach within a coherent risk management framework that addresses and prioritizes risks that are material and relevant to the Group's corporate goals.
- The Group's ERM Framework aims to help management assess and manage risks arising from and associated with new business activities and environments, including emerging risks. An integrated risk assessment approach was adopted to address risks across various subsidiaries of the Group, to assess those risks on an integrated group-wide basis.

3rd line of defence – Independent assurance

- The external assurance provider takes up the internal audit function, who is responsible for conducting independent reviews of the adequacy and effectiveness of the Group's internal control systems and reporting the review results regularly to the Board through the Audit Committee.

For internal audit, a risk-based approach is adopted. The three years' work plan of external assurance provider for internal audit, is subject to review annually, covers major activities and processes of the Group's operations, businesses and service units. The results of these audit activities are communicated to the Audit Committee and key members of senior management of the Group. Audit issues are tracked, followed up for proper implementation, and their progress are reported to the Audit Committee and senior management of the Group (as the case may be) periodically. The external assurance provider for internal audit provides independent assurance to the Board, the Audit Committee and the senior management of the Group on the adequacy and effectiveness of internal controls for the Group.

風險管理及內部監控 (續)

第二道防線－風險監察

- 本集團企業風險管理（「企業風險管理」）政策經已制定，列出在一個具一致性的風險管理框架下原則、管治、角色與職責以及方針。該框架用以處理與本集團企業目標相關的重大風險，並為有關風險重要性排序。
- 本集團企業風險管理框架旨在協助管理層評估及管理新業務活動及環境所產生和相關的風險（包括新興風險）。採用綜合風險評估方式處理本集團各附屬公司的風險，並從整體集團層面評估該等風險。

第三道防線－獨立核證

- 外聘核證機構負責內部審核職能，負責對本集團內部監控系統的充足性及成效進行獨立檢討，並透過審核委員會定期向董事會報告檢討結果。

就內部審核而言，本集團採納以風險為本的審核方法。外聘核證機構就內部審核的三年工作計劃（須每年檢討）涵蓋本集團經營、業務及服務單位的主要活動及流程。該等審核工作結果將傳達予本集團審核委員會及高級管理層主要成員。外聘核證機構會追蹤審核事務，於其後跟進，力求妥善實行，並定期向本集團審核委員會及高級管理層（視情況而定）匯報其進展。外聘核證機構就內部審核向本集團董事會、審核委員會及高級管理層提供有關本集團內部監控的充足性及成效的獨立核證。

RISK MANAGEMENT AND INTERNAL CONTROL *(Continued)*

The Group's ERM Policy is established by the Board as an effective and adequate approach to be applied across the Group to manage the risks associated with its business and operations. This policy is designed to enhance enterprise risk management of the Group through a holistic and integrated framework so that all material risks faced by the Group are identified and appropriately managed to:

- (i) promote consistent risk identification, measurement, reporting and mitigation;
- (ii) set a common risk language to avoid any conflicting terminology or confusion in risk reporting;
- (iii) develop and communicate policies on enterprise risk management and controls aligned with the business strategy; and
- (iv) enhance reporting to provide transparency of risks across the Group.

The Company has adopted policies and procedures for assessing and, where prudent, improving the effectiveness of its risk management and internal control systems, including requiring the management of the Group at least annually to assess whether the risk management and internal control systems are functioning effectively in the belief that this will enhance the corporate governance of the Company and its business practices in the future.

The Company regulates the handling and dissemination of inside information as set out in the Code of Conduct to ensure inside information remains confidential until the disclosure of such information is appropriately approved, and the dissemination of such information is efficiently and consistently made.

風險管理及內部監控 (續)

本集團企業風險管理政策由董事會制定並視之為一項有效的方式，為於本集團內充分地管理與其業務及營運相關的風險。該政策旨在透過一個全面及綜合的框架加強本集團企業風險管理，使本集團可識別及妥善管理其面對的所有重大風險，以達致以下目的：

- (i) 推行一致的風險識別、計量、報告及紓減措施；
- (ii) 建立共通的風險語言，避免風險匯報時於用語上構成任何矛盾或混淆；
- (iii) 制定及傳達符合業務策略的企業風險管理及監控政策；及
- (iv) 加強匯報以提高本集團所面對風險的透明度。

本公司已採納多項政策及程序，以評估及審慎地提高風險管理及內部監控系統的成效，包括要求本集團管理層須至少每年評估風險管理及內部監控系統是否有效運作。本公司相信，這將有助提升本公司日後的企業管治及商業慣例。

本公司對操守守則所載的內幕消息的處理和發佈進行規範，以確保內幕消息在獲適當批准披露前一直保密，並確保有效及一致地發佈有關消息。



企業管治報告

Corporate Governance Report

COMPANY SECRETARY

Mr. Ngai Tsz Hin Michael, the company secretary of the Company, has complied with the relevant professional training under Rules 5.15 of the GEM Listing Rules during the year ended 30 September 2022.

COMPLIANCE OFFICER

Mr. Wang Wenzhou is the compliance officer of the Company. His biographical details are set out in Biographical Details of Directors and Senior Management on page 23 of this report.

DIVIDEND POLICY

The Company seeks to maintain a balance between meeting the shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow shareholders to participate in the Company's profit and for the Company to retain adequate reserves for future growth. In proposing any dividend payout, the Company would consider various factors including the Company and the Group's actual and expected financial performance, the Group's current and future operations, the level of the Group's debts to equity ratio, liquidity position and capital requirement of the Group, general market conditions and any other factors that the Board deems appropriate.

公司秘書

截至二零二二年九月三十日止年度，本公司之公司秘書倪子軒先生已遵守GEM上市規則第5.15條進行相關專業培訓。

規章主任

王文周先生為本公司之規章主任。其履歷詳情載於本報告第23頁之董事及高級管理層的履歷詳情。

股息政策

本公司尋求於達致股東預期以及具可持續股息政策之審慎資本管理之間維持平衡。本公司之股息政策旨在令股東參與本公司之溢利，並令本公司保留充足儲備以供未來增長之用。於建議派付任何股息時，本公司將考慮多項因素，包括本公司及本集團之實際及預期財務表現、本集團之目前及未來營運、本集團之債務權益比率水平、本集團之流動資金狀況及資本需要、整體市況以及董事會視為適當之任何其他因素。

COMMUNICATIONS WITH SHAREHOLDERS

The Company maintains a non-going dialogue with its shareholders through various channels including announcements and annual, interim and quarterly reports published on its website at www.globalstrategicgroup.com.hk and the Company's general meetings. All shareholders are encouraged to attend general meetings and they may put to the Board any enquiries about the Group through its website at www.globalstrategicgroup.com.hk or in writing sent to the principal office of the Company at Room 803, 8/F., Wanchai Central Building, 89 Lockhart Road, Wan Chai, Hong Kong. The Directors, company secretary or other appropriate members of senior management respond to enquiries from shareholders promptly. The Chief Executive Officer, chairmen of board committees (or their respective delegates) and external auditors attend the annual general meeting and are available to answer questions raised by shareholders. Shareholders may also access the Company's corporate website for the Group's information.

Pursuant to Article 58 of the Company's Articles of Association, shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business (including any proposals) specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in the same manner.

CONSTITUTIONAL DOCUMENTS

The Board is not aware of any significant changes in the Company's constitutional documents during the year ended 30 September 2022. Memorandum and Articles of Association of the Company is available on both the websites of the Stock Exchange and the Company.

股東通訊

本公司與其股東一直透過不同渠道保持溝通，包括於公司網站 www.globalstrategicgroup.com.hk 刊登公告及全年、中期及季度報告以及舉行本公司股東大會。本公司鼓勵所有股東出席股東大會，股東可透過公司網站 www.globalstrategicgroup.com.hk，或以書面形式送交本公司之主要辦事處香港灣仔駱克道89號灣仔中匯大廈8樓803室，向董事會提問有關本集團之事宜。董事、公司秘書或其他合適高級管理層成員將盡快回答股東提問。行政總裁、董事會轄下委員會之主席（或彼等各自代表）及外聘核數師均出席股東週年大會，並回答股東提問。股東亦可登入本公司網站查閱本集團的資料。

根據本公司組織章程細則第58條，任何於呈遞要求日期持有不少於本公司實繳股本（附有於本公司股東大會投票權利）十分之一的股東，於任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項（包括任何建議）；該大會應於呈遞該要求後兩個月內舉行。倘呈遞後二十一日內董事會未開始召開該大會，則呈遞要求人士可自行以同樣方式作出此舉。

章程文件

截至二零二二年九月三十日止年度，董事會並不知悉本公司章程文件的任何重大變動。本公司的組織章程大綱及細則可於聯交所網站及本公司網站查閱。



獨立核數師報告

Independent Auditor's Report



TO THE SHAREHOLDERS OF GLOBAL STRATEGIC GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Disclaimer of Opinion

We were engaged to audit the consolidated financial statements of Global Strategic Group Limited (the "Company") and its subsidiaries (the "Group") set out on pages 61 to 199, which comprise the consolidated statement of financial position as at 30 September 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致環球戰略集團有限公司列位股東

(於開曼群島註冊成立之有限公司)

綜合財務報表審計報告

無法表示意見

本核數師行獲委聘審計載於第61至199頁環球戰略集團有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表。綜合財務報表包括於二零二二年九月三十日之綜合財務狀況表、截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重要會計政策概要。

本核數師行無法就 貴集團之綜合財務報表表示意見。鑒於本核數師行報告中無法表示意見之基礎一節所述事宜之重要性，本核數師行未能獲取充足適當的審計憑證，以就該等綜合財務報表之審計意見提供基礎。在所有其他方面，本核數師行認為綜合財務報表已遵照香港公司條例之披露規定妥為編製。

獨立核數師報告

Independent Auditor's Report

Basis for Disclaimer of Opinion

We draw attention to note 2 to the consolidated financial statements, which indicates that as at 30 September 2022, the Group's current liabilities exceeded its current assets by HK\$51,022,000 and the Group had capital commitments amounting to HK\$30,353,000 as disclosed in note 46. The Group was also in default of non-convertible bonds of HK\$350,000 as of 30 September 2022.

These events and conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

The consolidated financial statements have been prepared on a going concern basis, the validity of which depends on the continuous financial support of Mr. Wu Guoming ("Mr. Wu") and Mr. Wang Wenzhou ("Mr. Wang") as disclosed in note 2. However, we were unable to obtain sufficient appropriate audit evidence to satisfy ourselves that Mr. Wu and Mr. Wang had the financial resources to provide the required level of financial support to the Group. Mr. Wu and Mr. Wang both agreed to pledge their properties to provide financial support to the Group. Based on the market valuations of the properties, we considered that it was uncertain whether Mr. Wu and Mr. Wang would be able to borrow funds using the properties as collateral at the level necessary to support the Group's liquidity requirements. In addition, we were unable to ascertain whether Mr. Wu and Mr. Wang had any personal liabilities which would affect their credit standing and ability to borrow against the pledged properties. Accordingly, we were unable to determine the validity of preparing the consolidated financial statements on a going concern basis.

無法表示意見之基礎

本核數師行謹請閣下垂注綜合財務報表附註2，當中顯示於二零二二年九月三十日，貴集團之流動負債超過其流動資產51,022,000港元，且誠如附註46所披露，貴集團的資本承擔為30,353,000港元。貴集團於截至二零二二年九月三十日亦結欠不可換股債券350,000港元。

該等事件及情況顯示存在重大不確定性，可能對貴集團持續經營及於正常業務過程中變現其資產及償還其負債的能力產生重大疑慮。

綜合財務報表乃按持續經營基準編製，其有效性取決於能否持續獲得附註2所披露吳國明先生（「吳先生」）及王文周先生（「王先生」）之財務支援。然而，本核數師行未能獲取充足適當的審計憑證，以信納吳先生及王先生之財務資源可為貴集團提供所需財務支援水平。吳先生及王先生均同意透過抵押彼等的物業為貴集團提供財務支援。基於物業之市場估值，本核數師行認為無法確定吳先生及王先生能否以物業作為抵押品借取所需資金以支持貴集團之流動資金需求。此外，本核數師行無法確定吳先生及王先生是否有任何個人負債而會影響彼等之信用狀況及以抵押物業借貸之能力。因此，本核數師行無法確定按持續經營基準編製綜合財務報表之有效性。



獨立核數師報告

Independent Auditor's Report

Basis for Disclaimer of Opinion (Continued)

Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments have not been reflected in these consolidated financial statements.

Responsibilities of Directors and Audit Committee for the Consolidated Financial Statements

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

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

The Audit Committee assists the directors in discharging their responsibilities for overseeing the Group's financial reporting process.

無法表示意見之基礎 (續)

倘 貴集團於可預見未來無法持續經營，則須作出調整以將 貴集團資產之賬面值撇減至其可收回金額，以就可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並無於該等綜合財務報表內反映。

董事及審核委員會就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

在編製綜合財務報表時，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。

審核委員會協助董事履行監督 貴集團的財務報告過程的職責。

獨立核數師報告

Independent Auditor's Report

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. This report is made solely to you, as a body, in accordance with the terms of our 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.

However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Wong Wo Cheung.

核數師就審計綜合財務報表須承擔的責任

本核數師行的責任為根據香港會計師公會頒佈之香港審計準則審計 貴集團之綜合財務報表及出具核數師報告。本報告根據委聘條款僅向 閣下(作為整體)報告,除此之外本報告別無其他目的。本核數師行概不就本報告的內容對任何其他人士負責或承擔責任。

然而,鑒於本核數師行報告中無法表示意見之基準一節所述事宜,本核數師行未能獲取充足適當的審計憑證,以就該等綜合財務報表之審計意見提供基準。

根據香港會計師公會頒佈的專業會計師道德守則(「守則」),本核數師行獨立於 貴集團,並已履行守則中的其他道德責任。

出具本獨立核數師報告的審計項目合夥人為王和祥先生。

RSM Hong Kong

Certified Public Accountants

29th Floor, Lee Garden Two
28 Yun Ping Road
Causeway Bay
Hong Kong

21 December 2022

羅申美會計師事務所

執業會計師

香港
銅鑼灣
恩平道28號
利園二期29樓

二零二二年十二月二十一日



綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
Revenue	收益	7	136,241	71,486
Cost of sales	銷售成本		(115,954)	(51,223)
Gross profit	毛利		20,287	20,263
Other income	其他收入	8	962	2,629
Other gains and losses	其他收益及虧損	9	139	54
Selling and distribution costs	銷售及分銷成本		(8,731)	(8,555)
General and administrative expenses	一般及行政支出		(32,960)	(31,978)
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	19	21,012	-
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	20	178	-
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	22	16,565	-
Allowance for trade and bills receivables	應收貿易賬款及票據撥備	6(b)(i)	(1,823)	(2,200)
Reversal of allowance/(allowance) for loan receivables	應收貸款撥備撥回／(撥備)	6(b)(ii)	1,173	(121)
(Allowance)/reversal of allowance for deposits and other receivables	按金及其他應收賬款(撥備)／撥備撥回	6(b)(ii)	(13)	724
Allowance for due from a related party	應收一名關聯方款項撥備	6(b)(ii)	(6)	(22)
Profit/(loss) from operations	經營業務溢利／(虧損)		16,783	(19,206)
Finance costs	財務成本	11	(2,603)	(4,204)
Share of loss from a joint venture	分佔合營企業之虧損		(49)	-
Profit/(loss) before tax	除稅前溢利／(虧損)		14,131	(23,410)
Income tax (expense)/credit	所得稅(開支)／抵免	12	(3,450)	643
Profit/(loss) for the year	年內溢利／(虧損)	13	10,681	(22,767)

綜合損益及其他全面收益表

Consolidated Statement of Profit or Loss and Other Comprehensive Income

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Other comprehensive income after tax	其他全面收益 (除稅後)		
<i>Items that may be reclassified to profit or loss:</i>	<i>可能會重新分類至損益之項目：</i>		
Exchange differences arising on translation of financial statements to presentation currency	將財務報表換算為呈列貨幣產生之匯兌差異	(991)	5,393
Exchange differences reclassified to profit or loss on deregistered foreign subsidiaries	因註銷海外附屬公司重新分類至損益之匯兌差異	2	—
Other comprehensive income for the year, net of tax	年內其他全面收益 (已扣稅)	(989)	5,393
Total comprehensive income for the year	年內全面收益總額	9,692	(17,374)
(Loss)/profit for the year attributable to:	以下人士應佔年內 (虧損) / 溢利：		
Owners of the Company	本公司擁有人	(15,504)	(20,982)
Non-controlling interests	非控股權益	26,185	(1,785)
		10,681	(22,767)
Total comprehensive income for the year attributable to:	以下人士應佔年內全面收益總額：		
Owners of the Company	本公司擁有人	(14,334)	(18,203)
Non-controlling interests	非控股權益	24,026	829
		9,692	(17,374)
Loss per share	每股虧損		
Basic (HK cents per share)	基本 (每股港仙)	(3.40)	(15.20)
Diluted (HK cents per share)	攤薄 (每股港仙)	(3.40)	(15.20)



綜合財務狀況表

Consolidated Statement of Financial Position

於二零二二年九月三十日 As at 30 September 2022

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	19	物業、廠房及設備	121,577	112,246
Right-of-use assets	20	使用權資產	3,495	2,055
Goodwill	21	商譽	-	-
Intangible assets	22	無形資產	80,976	71,031
Investment in a joint venture	24	於一間合營企業之投資	183	-
Deposits for acquisition of property, plant and equipment		收購物業、廠房及設備之按金	8,737	3,582
			214,968	188,914
Current assets		流動資產		
Inventories	25	存貨	1,489	797
Trade and bills receivables	26	應收貿易賬款及票據	8,920	6,576
Prepayments, deposits and other receivables		預付賬款、按金及其他應收賬款	8,073	13,794
Loan receivables	28	應收貸款	-	4,310
Bond receivables	29	應收債券	-	-
Due from a related party	47(d)	應收一名關聯方款項	1,019	1,591
Value-added tax ("VAT") recoverable		可收回增值稅(「增值稅」)	390	5,850
Bank and cash balances	30	銀行及現金結餘	4,998	23,411
			24,889	56,329
Current liabilities		流動負債		
Trade payables	31	應付貿易賬款	1,145	873
Accruals and other payables	32	應計費用及其他應付賬款	40,608	51,874
Contract liabilities	33	合約負債	10,798	6,352
Lease liabilities	34	租賃負債	1,580	1,405
Due to related parties	47(d)	應付關聯方款項	9,888	1,218
Due to directors	35	應付董事款項	1,142	3,011
Non-convertible bonds	36	不可換股債券	7,852	27,166
Bank borrowings	37	銀行借貸	2,878	7,680
Current tax liabilities		即期稅項負債	20	19
			75,911	99,598
Net current liabilities		流動負債淨額	(51,022)	(43,269)
Total assets less current liabilities		總資產減流動負債	163,946	145,645

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二二年九月三十日 As at 30 September 2022

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Accruals and other payables	應計費用及其他應付賬款	32	3,209	-
Due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之非控股股東及其關聯方款項	38	27,344	44,423
Lease liabilities	租賃負債	34	1,237	445
Non-convertible bonds	不可換股債券	36	8,900	-
Bank borrowings	銀行借貸	37	20,675	10,387
Deferred tax liabilities	遞延稅項負債	39	20,244	17,758
			81,609	73,013
			82,337	72,632
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	40	4,559	4,559
Reserves	儲備	41(a)	11,217	23,296
Equity attributable to owners of the Company	本公司擁有人應佔權益		15,776	27,855
Non-controlling interests ("NCI")	非控股權益 (「非控股權益」)		66,561	44,777
Total equity	權益總額		82,337	72,632

Approved by the Board of Directors on 21 December 2022 and are signed on its behalf by:

於二零二二年十二月二十一日獲董事會批准並由下列董事代表簽署：

Wang Wenzhou
王文周

Wu Guoming
吳國明



綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital 股本 (note 40) (附註40) HK\$'000 千港元	Capital reserve 資本儲備 (note 41(b)(i)) (附註41(b)(i)) HK\$'000 千港元	Share premium 股份溢價 (note 41(b)(iii)) (附註41(b)(iii)) HK\$'000 千港元	Other reserve 其他儲備 (note 41(b)(iv)) (附註41(b)(iv)) HK\$'000 千港元	Translation reserve 換算儲備 (note 41(b)(v)) (附註41(b)(v)) HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元	NCI 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 October 2020	於二零二零年十月一日	45,586	7,540	293,640	12,255	(4,087)	(365,135)	(10,201)	43,948	33,747
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	2,779	(20,982)	(18,203)	829	(17,374)
Capital reduction (note 40(a))	股本削減 (附註40(a))	(44,674)	-	-	-	-	44,674	-	-	-
Issuance of shares on rights issue (note 40(b))	就供股發行股份 (附註40(b))	3,647	-	52,612	-	-	-	56,259	-	56,259
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及二零二一年十月一日	4,559	7,540	346,252	12,255	(1,308)	(341,443)	27,855	44,777	72,632
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	1,170	(15,504)	(14,334)	24,026	9,692
Disposal of subsidiaries (note 43(a))	出售附屬公司 (附註43(a))	-	-	-	-	-	-	-	13	13
Acquisition of non-controlling interests (note 43(b))	收購非控股權益 (附註43(b))	-	-	-	-	98	2,157	2,255	(2,255)	-
At 30 September 2022	於二零二二年九月三十日	4,559	7,540	346,252	12,255	(40)	(354,790)	15,776	66,561	82,337

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Profit/(loss) before tax	除稅前溢利／(虧損)	14,131	(23,410)
Adjustments for:	調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,991	8,933
Depreciation of right-of-use assets	使用權資產折舊	1,596	1,379
Amortisation of intangible assets	無形資產攤銷	2,899	2,876
Finance costs	財務成本	2,603	4,204
Interest income	利息收入	(126)	(1,723)
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備虧損	2	-
Gain on disposal of subsidiaries	出售附屬公司之收益	(141)	(52)
Share of loss from a joint venture	分佔一間合營企業之虧損	49	-
Impairment loss on goodwill	商譽減值虧損	-	580
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	(21,012)	-
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	(178)	-
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	(16,565)	-
Allowance for trade and bills receivables (Reversal of allowance)/allowance for loan receivables	應收貿易賬款及票據撥備 應收貸款(撥備撥回)／撥備	1,823	2,200
Allowance/(reversal of allowance) for deposits and other receivables	按金及其他應收賬款 撥備／(撥備撥回)	13	(724)
Allowance for due from a related party	應收一名關聯方款項撥備	6	22



綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Operating cash flows before working capital changes	營運資金變動前之經營現金流量	(7,082)	(5,594)
Increase in trade and bills receivables	應收貿易賬款及票據增加	(4,672)	(4,682)
Decrease/(increase) in prepayments, deposits and other receivables	預付賬款、按金及其他應收賬款減少／(增加)	5,080	(6,762)
Decrease in VAT recoverable	可收回增值稅減少	5,420	1,069
Decrease in inventories	存貨減少	340	18
Increase/(decrease) in trade payables	應付貿易賬款增加／(減少)	413	(30)
(Decrease)/increase in accruals and other payables	應計費用及其他應付賬款(減少)／增加	(5,436)	6,850
Increase in contract liabilities	合約負債增加	5,050	2,354
Movements in balance with related parties	關聯方款項結餘變動	9,713	(2,762)
Cash generated from/(used in) operations	經營所得／(所用) 現金	8,826	(9,539)
Interest on lease liabilities	租賃負債之利息	(173)	(90)
Income tax paid	已付所得稅	(32)	(57)
NET CASH GENERATED FROM/ (USED IN) OPERATING ACTIVITIES	經營活動所得／(所用) 現金淨額	8,621	(9,686)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(648)	(2,052)
Interest received	已收利息	575	2,061
Increase in loan receivables	應收貸款增加	-	(8,000)
Receipt from repayment of loan receivables	收到應收貸款還款	5,000	25,170
Deposit paid for acquisition of property, plant and equipment	收購物業、廠房及設備之 已付按金	(9,208)	(3,053)
Cash outflow arising from investment in a joint venture	投資於一間合營企業產生之 現金流出	(243)	-
Cash (outflow)/inflow arising from disposal of subsidiaries	出售附屬公司產生之現金 (流出)／流入	(4)	10
NET CASH (USED IN)/GENERATED FROM INVESTING ACTIVITIES	投資活動(所用)／所得 現金淨額	(4,528)	14,136

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Proceeds from issue of new ordinary shares, net	發行新普通股之所得款項淨額	-	56,259
(Repayment to)/advances from non-controlling shareholders of a subsidiary and its related parties, net	向一間附屬公司之非控股股東及其關聯方(還款)/墊款淨額	(15,452)	1,129
New bank borrowings raised	已籌集新增銀行借貸	23,053	6,655
Decrease in amounts due to directors	應付董事款項減少	(1,796)	(1,198)
Repayment of lease liabilities	償還租賃負債	(1,764)	(988)
Proceeds from non-convertible bonds	來自不可換股債券之所得款項	8,900	-
Repayment of non-convertible bonds	償還不可換股債券	(19,319)	(30,797)
Repayment of bank borrowings	償還銀行借貸	(16,234)	(10,458)
Interest paid	已付利息	(2,411)	(4,792)
NET CASH (USED IN)/GENERATED FROM FINANCING ACTIVITIES	融資活動(所用)/所得現金淨額	(25,023)	15,810
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加淨額	(20,930)	20,260
Effect of foreign exchange rate changes	外匯匯率變動之影響	2,517	1,173
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	年初現金及現金等價物	23,411	1,978
CASH AND CASH EQUIVALENTS AT END OF YEAR	年末現金及現金等價物	4,998	23,411



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

1. GENERAL INFORMATION

Global Strategic Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law (Revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands. The address of its principal place of business is Room 803, 8/F, Wanchai Central Building, 89 Lockhart Road, Wan Chai, Hong Kong. The Company’s shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 23 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Significant accounting policies adopted by the Group are disclosed in note 4 to the consolidated financial statements.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting year of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting years reflected in these consolidated financial statements.

1. 一般資料

環球戰略集團有限公司（「本公司」）根據開曼群島公司法（經修訂）在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman KY1-1111, Cayman Islands。其主要營業地點之地址為香港灣仔駱克道89號灣仔中匯大廈8樓803室。本公司之股份在香港聯合交易所有限公司（「聯交所」）GEM上市。

本公司為一間投資控股公司，其附屬公司之主要業務載於綜合財務報表附註23。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之所有適用香港財務報告準則（「香港財務報告準則」）編製。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）；香港會計準則（「香港會計準則」）；及詮釋。該等綜合財務報表亦符合聯交所GEM證券上市規則之適用披露條文以及香港公司條例（第622章）之披露規定。本集團所採納之重要會計政策於綜合財務報表附註4披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團之本會計年度首次生效或可供提早採納。附註3載列於本會計年度及過往會計年度因首次應用與本集團相關之內容發展而產生之任何會計政策變動的資料，有關資料於該等綜合財務報表反映。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

2. BASIS OF PREPARATION (Continued)

Basis of Going Concern

As at 30 September 2022, the Group's current liabilities exceeded its current assets by HK\$51,022,000 and the Group had capital commitments amounting to HK\$30,353,000 as disclosed in note 46. The Group was also in default of non-convertible bonds of HK\$350,000 as of 30 September 2022.

These events and conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and to realise its assets and discharge its liabilities in the normal course of business.

The directors have estimated the Group's cash requirements by preparing a cashflow forecast of the Group for the eighteen months period ending 31 March 2024. Mr. Wu Guoming ("Mr. Wu"), a shareholder and a director of the Company, and Mr. Wang Wenzhou ("Mr. Wang"), a director of the Company, as at 30 September 2022, have agreed to provide sufficient funds to the Group so that the Group will be able to meet all current obligations as they fall due for the foreseeable future. Mr. Wu and Mr. Wang both agreed to pledge their properties as collaterals, if necessary, to borrow funds to provide financial support to the Group.

Near the end of the reporting period, the bondholders with principal amount of HK\$3,850,000 have signed letters of intent with the Company agreeing to further extend the maturity date to 30 September 2024. Subsequent to 30 September 2022, the bonds with principal amount of HK\$3,850,000 have been renewed with maturity date extended to 30 September 2024.

2. 編製基準 (續)

持續經營基準

於二零二二年九月三十日，本集團之流動負債超過其流動資產51,022,000港元，及誠如附註46所披露，本集團的資本承擔為30,353,000港元。本集團亦於截至二零二二年九月三十日結欠不可換股債券350,000港元。

該等事件及情況顯示存在重大不確定性，可能對本集團持續經營及於正常業務過程中變現其資產及償還其負債的能力產生重大疑慮。

董事已通過編製本集團截至二零二四年三月三十一日止十八個月期間的現金流量預測來估計本集團的現金需求。於二零二二年九月三十日，本公司股東及董事吳國明先生（「吳先生」）及本公司董事王文周先生（「王先生」）已同意向本集團提供充足資金，以便本集團能夠償付於可預見未來到期的所有即期債務。吳先生及王先生均同意於必要時將彼等的物業作為抵押品，以借入資金為本集團提供財務支持。

臨近報告期末，本金額為3,850,000港元的債券持有人已與本公司簽署意向函，同意進一步將到期日延長至二零二四年九月三十日。於二零二二年九月三十日後，本金額為3,850,000港元的債券已重新續期，到期日延長至二零二四年九月三十日。



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Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

2. BASIS OF PREPARATION (Continued)

Basis of Going Concern (Continued)

The directors of the Company therefore consider it appropriate to adopt the going concern basis in preparing these consolidated financial statements on the basis that Mr. Wu and Mr. Wang have agreed to provide continuous financial support to the Group. Should the Group be unable to operate as a going concern in the foreseeable future, adjustments would have to be made to write down the carrying value of the Group's assets to their recoverable amounts, to provide for any further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments have not been reflected in these consolidated financial statements.

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

(a) Application of new and revised HKFRSs

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 October 2021 for the preparation of the consolidated financial statements:

Amendments to HKFRS 9, Interest Rate Benchmark
HKAS 39, HKFRS 7, Reform – Phase 2
HKFRS 4 and HKFRS 16

Amendments to HKFRS 16 COVID-19-Related Rent
Concessions beyond
30 June 2021

2. 編製基準 (續)

持續經營基準 (續)

因此，本公司董事認為，基於吳先生及王先生已同意持續為本集團提供財務援助的基準編製該等綜合財務報表時採納持續經營基準乃屬適當。倘本集團於可預見未來無法持續經營，則須作出調整以將本集團資產之賬面值撇減至其可收回金額，以就可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並無於該等綜合財務報表內反映。

3. 採納新訂及經修訂香港財務報告準則

(a) 應用新訂及經修訂香港財務報告準則

本集團編製綜合財務報表時已首次應用香港會計師公會頒佈之下列香港財務報告準則修訂本，該等修訂本於二零二一年十月一日或之後開始之年度期間強制生效：

香港財務報告準則第9號、利率基準改革—
香港會計準則第39號、第2階段
香港財務報告準則
第7號、香港財務報告
準則第4號及香港財務
報告準則第16號 (修訂本)
香港會計準則第16號 二零二一年六月
(修訂本) 三十日後
2019冠狀
病毒病相關
租金減免

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

Except as described below, the application of the amendments to HKFRSs in the current year 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.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest Rate Benchmark Reform – Phase 2

The amendments provide targeted reliefs from (i) accounting for changes in the basis for determining contractual cash flows of financial assets, financial liabilities and lease liabilities as modifications, and (ii) discontinuing hedge accounting when an interest rate benchmark is replaced by an alternative benchmark rate as a result of the reform of interbank offered rates ("IBOR reform").

The amendments do not have an impact on these financial statements as the group does not have contracts that are indexed to benchmark interest rates which are subject to the IBOR reform.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用新訂及經修訂香港財務報告準則 (續)

除下文所述者外，於本年度應用香港財務報告準則修訂本並無對本集團於本年度及過往年度之財務狀況和業績及／或該等綜合財務報表所載披露造成重大影響。

香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號 (修訂本) 利率基準改革 – 第2階段

修訂本提供有關下列方面的針對情況豁免：(i)將釐定金融資產、金融負債及租賃負債的合約現金流量的基準的變動作為修訂進行會計處理；及(ii)由於銀行同業拆息改革（「銀行同業拆息改革」），當利率基準被替代基準利率取代時，則終止對沖會計處理。

該等修訂並無對該等財務報表造成影響，因本集團並無與基準利率掛鈎且受銀行同業拆息改革影響的合約。



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Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(a) Application of new and revised HKFRSs (Continued)

Amendment to HKFRS 16, COVID-19-Related Rent Concessions

The Group previously applied the practical expedient in HKFRS 16 such that as lessee it was not required to assess whether rent concessions occurring as a direct consequence of the COVID-19 pandemic were lease modifications, if the eligibility conditions are met (see note 4(f)). One of these conditions requires the reduction in lease payments affect only payments originally due on or before a specified time limit. The 2021 amendment extends this time limit from 30 June 2021 to 30 June 2022.

The Group has adopted the 2021 amendment in this financial year. The amendments had no impact on the consolidated financial statements of the Group as the Group does not have any rent concessions that were previously ineligible for the practical expedient because of the original time limit and accounted for as lease modifications, become eligible.

3. 採納新訂及經修訂香港財務報告準則 (續)

(a) 應用新訂及經修訂香港財務報告準則 (續)

香港財務報告準則第16號 (修訂本) 2019冠狀病毒病相關租金減免

本集團先前應用香港財務報告準則第16號中的可行權宜方法，故作為承租人，倘符合資格條件，則毋須評估因2019冠狀病毒病疫情而直接導致的租金減免是否屬於租賃修訂 (見附註4(f))。其中一項條件要求租賃付款的減少僅影響在指定時限內或之前到期的原訂付款。二零二一年修訂本將該時限由二零二一年六月三十日延長至二零二二年六月三十日。

本集團已於本財政年度採納二零二一年修訂本。該等修訂本對本集團綜合財務報表並無影響，原因是本集團並無任何現時合資格應用可行權宜方法的租金優惠先前因原本時限而不合資格應用有關方法並入賬列作租賃修訂。

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Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective

The Group has not early applied new and revised HKFRSs that have been issued but are not yet effective for the financial year beginning 1 October 2021. These new and revised HKFRSs include the following which may be relevant to the Group.

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

本集團並無提早應用於二零二一年十月一日開始之財政年度已頒佈但尚未生效之新訂及經修訂香港財務報告準則。該等新訂及經修訂香港財務報告準則包括以下可能與本集團相關之準則。

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
Amendments to HKFRS 3 Business Combination – Reference to the Conceptual Framework	香港財務報告準則第3號(修訂本) 業務合併 – 概念框架提述	1 January 2022 二零二二年一月一日
Amendments to HKAS 16 Property, Plant and Equipment: Proceeds before Intended Use	香港會計準則第16號(修訂本) 物業、 廠房及設備：作擬定用途前之 所得款項	1 January 2022 二零二二年一月一日
Amendments to HKAS 37 Onerous Contracts – Cost of Fulfilling a Contract	香港會計準則第37號(修訂本) 有償合約 – 履行合約成本	1 January 2022 二零二二年一月一日
Annual Improvements to HKFRSs 2018-2020 Cycle	香港財務報告準則二零一八年至 二零二零年週期之年度改進	1 January 2022 二零二二年一月一日
Amendments to HKAS 1 Presentation of Financial Statements and HKFRS Practice Statement 2 Making Materiality Judgements – Disclosure of Accounting Policies	香港會計準則第1號(修訂本) 財務報表 之呈列及香港財務報告準則實務報告 第2號(修訂本) 作出重要性判斷 – 會計政策之披露	1 January 2023 二零二三年一月一日
Amendments to HKAS 8 Accounting Policies, Changes in Accounting Estimates and Errors – Definition of Accounting Estimates	香港會計準則第8號(修訂本) 會計政策、 會計估計變動及錯誤 – 會計估計之 定義	1 January 2023 二零二三年一月一日



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS (Continued)

(b) New and revised HKFRSs in issue but not yet effective (Continued)

3. 採納新訂及經修訂香港財務報告準則 (續)

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則 (續)

		Effective for accounting periods beginning on or after 於下列日期或之後 開始之會計期間生效
Amendments to HKAS 12 Income Taxes – Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction	香港會計準則第12號 (修訂本) 所得稅 – 單一交易所產生的資產及負債相關遞延稅項	1 January 2023 二零二三年一月一日
Amendments to HKAS 1 – Classification of Liabilities as Current or Non-Current	香港會計準則第1號 (修訂本) – 將負債分類為流動或非流動	1 January 2024 二零二四年一月一日
Hong Kong Interpretation 5 (2020) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	香港詮釋第5號 (二零二零年) 財務報表列報 – 借款人對於包含須應要求償還條款的定期貸款的分類	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16 Leases – Lease Liability in a Sale and Leaseback	香港財務報告準則第16號 (修訂本) 租賃 – 售後租回中的租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	香港財務報告準則第10號及香港會計準則第28號 (修訂本) – 投資者與其聯營公司或合營企業之間的資產出售或注資	To be determined 待釐定

The Group is in the process of making an assessment of what the impact of these amendments to standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

本集團正在評估該等準則修訂本於首次應用期間之預期影響。截至目前為止，本集團認為採納該等修訂本及新訂準則不大可能對綜合財務報表產生重大影響。

綜合財務報表附註

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4. SIGNIFICANT ACCOUNTING POLICIES

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below (e.g. certain financial instruments that are measured at fair value).

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

(a) Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 30 September. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

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

4. 重要會計政策

該等綜合財務報表乃根據歷史成本法編製，惟以下會計政策另有提及者除外（例如按公平值計量之若干金融工具）。

編製符合香港財務報告準則之財務報表需使用若干重大會計估計，亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高程度判斷或複雜性之範疇，或其假設及估計對綜合財務報表而言屬重大之範疇於附註5披露。

編製該等綜合財務報表時應用之重要會計政策載於下文。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至九月三十日之財務報表。附屬公司指本集團具有控制權之實體。當本集團承受或享有參與實體所得之可變回報，且有能力透過其對實體之權力影響該等回報時，則本集團控制該實體。當本集團之現有權利可賦予其掌控有關實體業務的能力（即大幅影響實體回報之業務）時，則本集團擁有對該實體之權力。

在評估控制權時，本集團會考慮其潛在投票權以及其他人士持有之潛在投票權。僅在持有人能實際行使潛在投票權的情況下，方會考慮其潛在投票權。



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation *(Continued)*

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

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

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

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

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

附屬公司乃自控制權轉移至本集團當日起綜合入賬，並自控制權終止當日起停止綜合入賬。

出售一間附屬公司（導致失去控制權）之收益或虧損指(i)出售代價之公平值加上對該附屬公司任何餘下投資的公平值與(ii)本公司應佔該附屬公司的資產淨值加上有關該附屬公司之任何剩餘商譽及任何累計外幣換算儲備之差額。

集團內公司間之交易、結餘及未變現溢利會相互對銷。除非有證據顯示交易所轉讓的資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策在必要時作出調整，以確保與本集團所採納之政策一致。

非控股權益指並非由本公司直接或間接應佔附屬公司之權益。非控股權益於綜合財務狀況表及綜合權益變動表中之權益內呈列。非控股權益在綜合損益表以及綜合損益及其他全面收益表中以年內損益及全面收益總額分配予非控股股東與本公司擁有人之方式呈列。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Consolidation (Continued)

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

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

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

4. 重要會計政策 (續)

(a) 綜合賬目 (續)

即使在分配損益及各項其他全面收益予本公司擁有人及非控股股東後會導致非控股權益出現虧絀結餘，仍會作出有關分配。

本公司於一間附屬公司之所有權權益變動(在不導致失去控制權的情況下)被視為權益交易(即與擁有人以彼等之擁有人身份進行之交易)入賬。控股及非控股權益之賬面值予以調整，以反映其於附屬公司之相對權益變動。任何非控股權益數額之調整與已付或已收代價公平值之差額直接在權益內確認，並分配予本公司擁有人。

於本公司之財務狀況表內，於一間附屬公司之投資乃按成本減減值虧損入賬，除非該投資被分類為持作出售(或包含於被分類為持作出售之出售組別)。



綜合財務報表附註

Notes to the Consolidated Financial Statements

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Business combination and goodwill

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

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

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

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

4. 重要會計政策 (續)

(b) 業務合併及商譽

本集團採用收購法為業務合併中收購之一間附屬公司列賬。於業務合併中所轉讓之代價乃按所提供的資產在收購當日之公平值、所發行之股本工具、所產生之負債及任何或然代價計量。收購相關成本於有關成本產生及獲得服務期間確認為開支。所收購附屬公司之可識別資產及負債均按其於收購當日之公平值計量。

所轉讓代價之總和超出本集團應佔附屬公司可識別資產及負債之公平淨值之差額入賬列作商譽。本集團應佔可識別資產及負債之公平淨值超出所轉讓代價之總和之任何差額則於綜合損益內確認為本集團應佔之議價收購收益。

對於分階段進行之業務合併，先前已持有之附屬公司之股權按收購當日之公平值重新計量，而由此產生之收益或虧損於綜合損益內確認。公平值會計入業務合併中所轉讓代價之總和以計算商譽。

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

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(b) Business combination and goodwill (Continued)

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

(c) Joint arrangements

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

4. 重要會計政策 (續)

(b) 業務合併及商譽 (續)

於初始確認後，商譽乃按成本減累計減值虧損計量。就減值測試而言，於業務合併中收購之商譽會分配至預期將受益於合併協同效應之各現金產生單位（「現金產生單位」）或現金產生單位組別。商譽所分配之各單位或單位組別為本集團內就內部管理目的而監察商譽之最低層次。商譽每年進行減值檢討，或當有事件出現或情況改變顯示可能出現減值時，作出更頻密檢討。含有商譽之現金產生單位之賬面值與其可收回金額作比較，可收回金額為使用價值與公平值減出售成本兩者之較高者。任何減值即時確認為開支，且其後不會撥回。

(c) 合營安排

合營安排是指兩個或兩個以上人士具有共同控制權的安排。共同控制是指按合約約定對某項安排的共享控制，僅有在有關活動的決定需要共享控制的各方一致同意時，該控制才存在。相關活動是對安排收益有重大影響的活動。評估共同控制權時，本集團會考慮其潛在投票權以及其他方持有的潛在投票權。僅當持有人具有行使該權利的實際能力時，才考慮潛在的表決權。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Joint arrangements (Continued)

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. The Group has assessed the type of each of its joint arrangements and determined them to all be joint ventures.

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of the investment over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill, which is included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

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

4. 重要會計政策 (續)

(c) 合營安排 (續)

合營安排可以是合營經營或合營企業。合營經營是一種共同安排，據此，對安排具有共同控制權的當事方享有與安排有關的資產權利及負債義務。合營企業是一項合營安排，據此，對安排擁有共同控制權的當事方有權享有該安排的淨資產。本集團已評估其各項合營安排的類型，並將其確定為合營企業。

對合營企業的投資在綜合財務報表中採用權益法核算，並按成本進行初始確認。收購中合營企業的可識別資產及負債以收購日的公平值計量。投資成本超出本集團在合營企業可識別資產及負債的公平值淨額中所佔份額的部分，記錄為商譽，而商譽計入投資的賬面值中。本集團在可識別資產及負債的公平值淨額中所佔份額超出收購成本的部分，則於綜合損益確認。

本集團評估是否存在於合營企業之權益可能減值之客觀證據。當存在任何客觀證據時，則根據香港會計準則第36號對投資（包括商譽）之全部賬面金額作為單一資產進行減值測試，方法為比較其可收回金額（以使用價值與公平值減出售成本之較高者計算）與其賬面金額。任何已確認減值虧損並非分配至屬於該投資賬面金額之一部分之任何資產（包括商譽）。根據香港會計準則第36號確認之減值虧損之任何撥回以該投資其後所增加之可收回金額為限。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Joint arrangements (Continued)

The Group's share of a joint venture's post-acquisition profits or losses and other comprehensive income is recognised in consolidated statement of profit or loss and other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint venture), the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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

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

4. 重要會計政策 (續)

(c) 合營安排 (續)

本集團在合營企業的收購後損益及其他全面收益中所佔的份額在綜合損益及其他全面收益表中確認。當本集團應佔合營企業虧損相等於或超過其在合營企業中的權益(包括實質上構成本集團對合營企業淨投資一部分的任何長期權益)時,本集團不確認進一步的虧損,除非其已承擔合營企業的義務或已付款。倘合營企業隨後報告溢利,則本集團僅在其應佔溢利等於未確認的虧損份額後才重新確認其應佔溢利。

出售合營企業而導致喪失共同控制權的損益即指(i)出售代價的公平值加上該合營企業中保留的任何投資的公平值與(ii)本集團在該合營企業中的全部賬面值(包括商譽)及任何相關的累計外幣換算儲備之差額。倘於合營企業的投資變為對聯營公司的投資,本集團將繼續採用權益法且不會重新計量保留權益。

本集團與合營企業之間的未實現交易溢利以本集團在合營企業中的權益為限予以抵銷。除非交易提供轉移資產減值的證據,否則未實現的虧損亦將予以抵銷。為確保與本集團採用的政策一致,合營企業的會計政策已在必要時進行更改。



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is the Company's presentation currency. The functional currency of the Company is Renminbi ("RMB"). The directors consider that choosing HK\$ as the presentation currency best suits the needs of the shareholders and investors.

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

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

Non-monetary assets and liabilities that are measured in term of historical cost in a foreign currency are translated using the foreign exchange rate ruling at the transaction dates. The transaction date is the date on which the entity initially recognised such non-monetary assets or liabilities.

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

4. 重要會計政策 (續)

(d) 外幣換算

(i) 功能及呈列貨幣

本集團旗下各實體財務報表所包含之項目均以該實體營運所在的主要經濟環境之貨幣（「功能貨幣」）計算。

綜合財務報表以港元（「港元」）呈列，港元為本公司之呈列貨幣。本公司之功能貨幣為人民幣（「人民幣」）。董事認為選擇以港元作為呈列貨幣最切合股東及投資者所需。

(ii) 各實體財務報表內之交易及結餘

以外幣結算之交易於初始確認時按交易日期之匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告年末之匯率換算。該換算政策所產生之收益及虧損於損益內確認。

以外幣歷史成本計量的非貨幣資產及負債使用交易日的外匯匯率換算。交易日為實體最初確認該等非貨幣資產或負債的日期。

按公平值計量及以外幣計值之非貨幣項目按釐定公平值日期之匯率換算。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Foreign currency translation (Continued)

(ii) Transactions and balances in each entity's financial statements (Continued)

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

(iii) Translation on consolidation

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

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

4. 重要會計政策 (續)

(d) 外幣換算 (續)

(ii) 各實體財務報表內之交易及結餘 (續)

倘非貨幣項目之收益或虧損於其他全面收益內確認，該收益或虧損之任何匯兌部分亦於其他全面收益內確認。倘非貨幣項目之收益或虧損於損益內確認，該收益或虧損之任何匯兌部分亦於損益內確認。

(iii) 綜合賬目時換算

所有本集團旗下實體如使用有別於本公司呈列貨幣之功能貨幣，其業績及財務狀況均按下列方法換算為本公司之呈列貨幣：

- 每份財務狀況表所呈列的資產及負債均按照該財務狀況表結算日之收盤匯率換算；
- 收入及開支均按期內平均匯率換算（除非此平均數並非交易日期匯率之累計影響之合理近似值，在此情況下，收入及開支則按交易日期之匯率換算）；及
- 所有由此產生之匯兌差額均於其他全面收益內確認，並於外幣換算儲備中累計。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Foreign currency translation (Continued)

(iii) Translation on consolidation (Continued)

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

(e) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes (other than properties under construction as described below), are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

4. 重要會計政策 (續)

(d) 外幣換算 (續)

(iii) 綜合賬目時換算 (續)

於綜合賬目時，換算構成海外實體投資淨額一部分之貨幣項目產生之匯兌差額乃於其他全面收益內確認，並於外幣換算儲備中累計。當出售海外業務時，該等匯兌差額將重新分類至綜合損益作為出售收益或虧損之一部分。

收購海外實體所產生之商譽及公平值調整被視作該海外實體的資產及負債，並按收盤匯率進行換算。

(e) 物業、廠房及設備

持作生產或供應商品或服務用途或作行政用途之物業、廠房及設備（下文所述在建物業除外），乃按成本減其後之累計折舊及其後之累計減值虧損（如有）於綜合財務狀況表列賬。

其後成本僅在本集團很有可能獲得與該項目有關之未來經濟利益及該項目之成本能可靠地計量時，方會計入資產賬面值或確認為獨立資產（如適用）。所有其他維修及保養乃在其產生期間於損益內確認。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Property, plant and equipment (Continued)

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

Buildings	2.5% – 20%
Computer system and equipment	20% – 33 $\frac{1}{3}$ %
Furniture and fixtures	12.5% – 33 $\frac{1}{3}$ %
Leasehold improvements	20% – 60%
Motor vehicles	20% – 25%
Pipeline and equipment	5% – 20%
Plant and machinery	10% – 20%

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

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

4. 重要會計政策 (續)

(e) 物業、廠房及設備 (續)

物業、廠房及設備之折舊乃以直線法在估計可使用年期內按足以撇銷其成本減其剩餘價值之比率計算。主要年率如下：

樓宇	2.5% – 20%
電腦系統及設備	20% – 33 $\frac{1}{3}$ %
傢俬及裝置	12.5% – 33 $\frac{1}{3}$ %
租賃裝修	20% – 60%
汽車	20% – 25%
管道及設備	5% – 20%
廠房及機器	10% – 20%

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及調整（如適用），任何估計變動之影響按預期基準入賬。

在建工程指在建樓宇及待安裝廠房及設備，乃按成本減減值虧損列賬。折舊於相關資產可供使用時開始。

出售物業、廠房及設備之收益或虧損指出售所得款項淨額與相關資產賬面值之間的差額，並於損益內確認。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases

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

(i) The Group as a lessee

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

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

4. 重要會計政策 (續)

(f) 租賃

本集團於合約開始時評估合約是否屬於一項租賃或包含一項租賃。倘合約轉讓在一段時間內控制使用已識別資產之權利以換取代價，則該合約屬於一項租賃或包含一項租賃。在客戶既有權主導已識別資產之用途，亦有權從用途中獲得幾乎所有經濟利益之情況下，則已轉讓控制權。

(i) 本集團作為承租人

當合約包含租賃部分及非租賃部分，本集團選擇就所有租賃不分开非租賃部分，並將各租賃部分及任何相關非租賃部分入賬列作單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，不包括租期為12個月或以內之短期租賃及低價值資產租賃（就本集團而言主要為停車位租賃）。當本集團訂立低價值資產租賃時，本集團決定是否按逐項租賃基準將租賃資本化。與並無資本化之租賃相關之租賃付款按系統基準於租期內確認為開支。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(i) The Group as a lessee (Continued)

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

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses.

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.

4. 重要會計政策 (續)

(f) 租賃 (續)

(i) 本集團作為承租人 (續)

倘租賃資本化，則租賃負債初始按租期內應付租賃付款之現值確認，並使用租賃中隱含之利率貼現，或倘該利率不可即時釐定，則使用相關增量借貸利率。於初始確認後，租賃負債按攤銷成本計量，且利息開支使用實際利率法計算。並非取決於指數或利率之可變租賃付款不納入租賃負債計量，因此於其產生之會計年度計入損益。

倘租賃資本化時確認之使用權資產初始按成本計量，包括租賃負債之初始金額加於開始日期或之前所作任何租賃付款，以及所產生之任何初始直接成本。在適用情況下，使用權資產成本亦包括拆除及移除相關資產或恢復相關資產或其所在地原貌之估計成本（經貼現至其現值），減所收取之任何租賃獎勵。使用權資產其後按成本減累計折舊及減值虧損列賬。

本集團可合理確定可於租期末獲得相關租賃資產所有權之使用權資產自開始日期起至使用年限結束時折舊。否則，使用權資產於其估計可使用年期及租期之較短者內以直線法折舊。



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(i) The Group as a lessee (Continued)

When the Group obtains ownership of the underlying leased assets at the end of the lease term upon exercising purchase options, the cost of the relevant right-of-use assets and the related accumulated depreciation and impairment loss are transferred to property, plant and equipment.

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

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

4. 重要會計政策 (續)

(f) 租賃 (續)

(i) 本集團作為承租人 (續)

當本集團於租賃期結束時行使購買權獲得相關租賃資產的所有權時，相關使用權資產的成本以及相關的累計折舊及減值虧損將轉撥至物業、廠房及設備。

可退還已付租金按金根據香港財務報告準則第9號入賬，初始按公平值計量。於初始確認時對公平值作出之調整被視為額外租賃付款，並計入使用權資產成本。

租賃負債於指數或利率變動而引致未來租賃付款變動或本集團對預期根據剩餘價值擔保應付賬款之估算出現變動或重新評估本集團是否可合理確定將行使購買、續期或終止選擇權引致變動時予以重新計量。當租賃負債以此方式重新計量時，使用權資產賬面值會作出相應調整或在使用權資產賬面值已減至零時，於損益內入賬。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(i) The Group as a lessee (Continued)

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract (“lease modification”) that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification. The only exceptions are any rent concessions which arose as a direct consequence of the COVID-19 pandemic and which satisfied the conditions set out in paragraph 46B of HKFRS 16. In such cases, the Group took advantage of the practical expedient not to assess whether the rent concessions are lease modifications, and recognised the change in consideration as negative lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(ii) The Group as a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

4. 重要會計政策 (續)

(f) 租賃 (續)

(i) 本集團作為承租人 (續)

當租賃範疇或租賃合約原先並無規定之租賃代價發生變化(「租賃修改」)，且未作為單獨租賃入賬時，亦會重新計量租賃負債。在此情況下，租賃負債按經修訂租賃付款及租期使用修改生效日期之經修訂貼現率進行重新計量。唯一例外為因2019冠狀病毒病大流行而直接產生的任何租金減免，且其符合香港財務報告準則第16號第46B段所載的條件。在有關情況下，本集團善用可行權宜方法不予評估租金減免是否屬租賃修訂，並在觸發租金減免的事件或條件發生的期間將代價變動確認為租賃付款計入損益。

(ii) 本集團作為出租人

當本集團為出租人時，其於租賃開始時釐定各項租賃為融資租賃還是經營租賃。倘租賃將相關資產所有權附帶的絕大部分風險及回報轉移至承租人，則該租賃分類為融資租賃。否則，該租賃分類為經營租賃。



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Intangible assets

(i) 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. 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 year, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

(ii) 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.

4. 重要會計政策 (續)

(g) 無形資產

(i) 單獨收購之無形資產

單獨收購具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損入賬。具有有限可使用年期之無形資產攤銷於估計可使用年期內按直線法確認。估計可使用年期及攤銷方法於各報告年末進行檢討，任何估計變動之影響按預期基準入賬。單獨收購具無限可使用年期之無形資產，按成本減任何其後累計減值虧損入賬。

(ii) 於業務合併中收購之無形資產

於業務合併中收購之無形資產與商譽分開確認，初始按其於收購日期之公平值（被視作其成本）確認。

於初始確認後，於業務合併中收購之具有有限可使用年期之無形資產按與單獨收購之無形資產相同之基準，以成本減累計攤銷及任何累計減值虧損呈報。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Intangible assets (Continued)

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.

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods comprises all cost of purchase, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Contract liabilities

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue. A contract liability would also be recognised if the Group has an unconditional right to receive consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised. When the contract includes a significant financial component, the contract balance includes interest accrued under the effective interest method.

4. 重要會計政策 (續)

(g) 無形資產 (續)

無形資產於出售時或預計使用或出售該資產不會產生未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損按該資產之出售所得款項淨額與其賬面值之差額計量，並在資產終止確認時於損益內確認。

(h) 存貨

存貨按成本及可變現淨值之較低者列賬。成本以加權平均基準釐定。製成品之成本包括所有採購成本、加工成本及將存貨達至目前地點及狀況所產生之其他成本。可變現淨值指於日常業務過程中之估計售價減估計完工成本及銷售所需估計成本計算。

(i) 合約負債

當客戶於本集團確認相關收益前支付代價，則會確認合約負債。倘本集團於本集團確認相關收益前擁有收取代價之無條件權利，亦會確認合約負債。在該等情況下，亦會確認相應應收賬款。倘合約包括重大融資部分，則合約結餘包括按實際利率法應計之利息。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Recognition and derecognition of financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

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. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. 重要會計政策 (續)

(j) 金融工具之確認及終止確認

當本集團成為工具合約條文之訂約方時，則金融資產及金融負債會於綜合財務狀況表內確認。

金融資產及金融負債初始按公平值計量。收購或發行金融資產及金融負債（除按公平值計入損益（「按公平值計入損益」）之金融資產及金融負債外）直接應佔之交易成本於初始確認時計入金融資產或金融負債（如適用）之公平值或於其中扣除。收購按公平值計入損益之金融資產或金融負債直接應佔之交易成本於損益內即時確認。

僅於資產現金流量之合約權利屆滿時，或將金融資產及資產所有權之絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權之絕大部分風險及回報，並繼續控制已轉讓資產，則本集團會確認其於資產之保留權益及可能需要支付之相關負債款項。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項之有抵押借貸。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Recognition and derecognition of financial instruments (Continued)

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, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(k) Financial assets

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 marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

(l) Trade and bills receivables, other receivables, loan receivables and bond receivables

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

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

4. 重要會計政策 (續)

(j) 金融工具之確認及終止確認 (續)

本集團僅於其責任已獲解除、註銷或屆滿時方會終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價(包括任何已轉讓之非現金資產或所承擔負債)之差額於損益內確認。

(k) 金融資產

所有以正規途徑購入或銷售之金融資產乃按交易日期基準確認及終止確認。正規途徑購入或銷售乃按市場法規或慣例所確定之時間框架內需要交付資產之金融資產購入或銷售。所有已確認之金融資產均按攤銷成本或公平值進行後續計量，視乎金融資產之分類而定。

(l) 應收貿易賬款及票據、其他應收賬款、應收貸款及應收債券

應收賬款於本集團擁有無條件收取代價之權利時確認。代價到期支付前，收取代價之權利僅須隨時間推移即可成為無條件。倘於本集團擁有無條件收取代價之權利前確認收益，則金額呈列為合約資產。

應收賬款使用實際利率法按攤銷成本減信貸虧損撥備列賬。



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Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses ("ECLs").

(n) Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

(o) Borrowings and bonds

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

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

(p) Trade and other payables

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

4. 重要會計政策 (續)

(m) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金，存放在銀行及其他金融機構之活期存款以及短期和高流動性之投資。這些投資可以隨時轉換為已知金額之現金，價值變動風險不大，並在購入後三個月內到期。現金及現金等價物需接受預期信貸虧損（「預期信貸虧損」）評估。

(n) 金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排之實質內容及香港財務報告準則中金融負債及股本工具之定義予以分類。就特定金融負債及股本工具採納之會計政策載於下文。

(o) 借貸及債券

借貸及債券初始按公平值扣除所產生之交易成本確認，其後則採用實際利率法按攤銷成本計量。

借貸及債券被分類為流動負債，惟本集團有無條件權利可將負債清償延遲至報告期後至少12個月。

(p) 應付貿易及其他賬款

應付貿易及其他賬款初始按其公平值確認，並於其後採用實際利率法按攤銷成本計量，除非貼現之影響輕微，在此情況下則按成本列賬。

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Notes to the Consolidated Financial Statements

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(q) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

(r) Revenue and other income

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

Revenue from sales of steel support axial force servo system is recognised when control of the goods has transferred, being when the goods have been delivered to the customer's specified location (delivery), and the agreed service performed. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

Revenue from pipeline installation services is recognised at a point in time when the installation completed and the government inspected and issued approval report. Payment for installation services is not due from the customer until the installation services are complete.

4. 重要會計政策 (續)

(q) 股本工具

股本工具為可證明經扣除其所有負債後於實體資產擁有餘額權益之任何合約。由本公司發行之股本工具乃按已收所得款項扣除直接發行成本入賬。

(r) 收益及其他收入

收益在產品或服務之控制權按本集團預期有權獲取之承諾代價金額 (不包括代表第三方收取之金額) 轉移至客戶時確認。收益不包括增值稅或其他銷售稅，並經扣除任何貿易折扣。

銷售鋼支撐軸力伺服系統之收益於商品之控制權轉移至客戶，即商品運送至客戶指定之目的地 (交付) 並達成協定服務時確認。交付完成後，客戶可全權酌情決定分銷方式及商品售價，並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於商品交付至客戶時確認應收賬款，因為收取代價之權利於此時間點變為無條件，僅須待時間過去則可收取付款。

管道安裝服務之收益於安裝完成且政府已檢查及發佈批准報告之時間點確認。安裝服務完成之前客戶毋須支付安裝服務付款。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(r) Revenue and other income (Continued)

The performance obligation of sale of natural gas through pipelines to the customer are satisfied over time as the customer simultaneously receives and consumes the benefits of the natural gas provided by the Group as it performs, therefore, revenue arising from the sale of natural gas through pipelines is recognised over time. The revenue from sale of natural gas is based on the price as set out by the government.

The Group provides leasing of steel support axial force servo system and related installation services and technology support to customer. Leasing income is recognised on a straight-line basis over the lease term in accordance with the accounting policy in note 4(f). Installation services and technology support services income are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits of these services provided by the Group as it performs.

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or fair value through other comprehensive income (“FVTOCI”) (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset.

Leasing income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

4. 重要會計政策 (續)

(r) 收益及其他收入 (續)

透過管道向客戶銷售天然氣之履約責任於客戶同時獲得並消耗本集團履約所提供之天然氣利益時隨時間完成，因此透過管道銷售天然氣產生之收益隨時間確認。銷售天然氣之收益乃以政府制定之價格為基準。

本集團向客戶提供鋼支撐軸力伺服系統租賃服務及相關安裝服務及技術支援。租金收入根據附註4(f)之會計政策於租賃期間按直線法確認。安裝服務及技術支援服務之收入隨時間確認為已達成之履約責任，原因為客戶同時獲得並消耗本集團履約所提供之該等服務之利益。

利息收入於應計時採用實際利率法確認。就按攤銷成本或按公平值計入其他全面收益（「按公平值計入其他全面收益」）（轉入損益）計量且並無出現信貸減值之金融資產而言，資產之賬面總值適用實際利率。就出現信貸減值之金融資產而言，資產之攤銷成本（即扣除虧損撥備之賬面總值）適用實際利率。

根據經營租賃應收之租賃收入於租期所涵蓋之期間內以等額分期於損益中確認，惟有另一基準更能反映使用租賃資產所產生利益模式則除外。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Government grants

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

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

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

(t) Employee benefits

(i) Employee leave entitlements

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

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

4. 重要會計政策 (續)

(s) 政府補助

當有合理保證本集團將遵守政府補助之附帶條件及將獲得補助時，即確認政府補助。

與收入相關之政府補助將予以遞延，並將於配合擬補助成本之期間內於損益內確認。

因已產生之開支或虧損或向本集團提供即時財務資助成為應收補償且並無日後相關成本之政府補助，乃於其成為應收賬款之期間於損益確認。

(t) 僱員福利

(i) 僱員應享假期

有關年假及長期服務假期之僱員權益於應計予僱員時確認。直至報告期末，已為因僱員所提供服務而享有之年假及長期服務假期之估計負債作出撥備。

有關病假及產假之僱員權益於休假時方會確認。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Employee benefits (Continued)

(ii) Pension obligations

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

(iii) Termination benefits

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

(u) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

4. 重要會計政策 (續)

(t) 僱員福利 (續)

(ii) 退休金責任

本集團向定額供款退休計劃作出供款，全體僱員均可參與。本集團及僱員向計劃作出之供款按僱員基本薪金某百分比作出計算。自損益中扣除之退休福利計劃成本指本集團應向基金支付之供款。

(iii) 離職福利

離職福利於本集團可不再撤銷提供該等福利時及本集團確認重組成本並需支付離職福利時（以較早者為準）確認。

(u) 借貸成本

收購、建設或生產合資格資產（其必須大量時間方可作其擬定用途或銷售的資產）直接應佔之借貸成本乃資本化作為該等資產之成本部分，直至該等資產大致上可作其擬定用途或銷售為止。特定借貸於撥作合資格資產之支出前用作短暫投資所賺取之投資收入自可撥作資本之借貸成本中扣除。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(u) Borrowing costs (Continued)

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

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

(v) Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items 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.

4. 重要會計政策 (續)

(u) 借貸成本 (續)

如一般性借入資金用於獲取合資格資產，可撥作資本之借貸成本金額採用資本化率計算該項資產開支之方法釐定。資本化率為適用於該年度本集團未償還借貸之借貸成本加權平均值（為獲得合資格資產之特別借貸除外）。任何於相關資產可作擬定用途或出售之後仍未償還的特別借貸於計算一般借貸的資本化率時計入一般借貸組合。

所有其他借貸成本乃於其產生之期間內於損益內確認。

(v) 稅項

所得稅指即期稅項及遞延稅項之總和。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及毋須課稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之即期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Taxation (Continued)

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

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

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

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

4. 重要會計政策 (續)

(v) 稅項 (續)

遞延稅項按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額確認。遞延稅項負債一般就所有應課稅暫時差額確認，而遞延稅項資產則於可能有應課稅溢利以抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免時方予確認。倘暫時差額是因商譽或因不影響應課稅溢利或會計溢利之交易中之其他資產及負債之初始確認（業務合併除外）所產生，則不會確認有關資產及負債。

於附屬公司及合營企業之投資所產生之應課稅暫時差額會確認遞延稅項負債，惟倘本集團可控制撥回暫時差額且暫時差額於可預見未來將不會撥回，則作別論。

本集團於各報告年末審閱遞延稅項資產之賬面值，並在可能不再有足夠應課稅溢利以收回全部或部分資產之情況下作出相應扣減。

遞延稅項根據報告年末已頒佈或實質上已頒佈之稅率，按預期負債清償或資產變現期間應用之稅率計算。遞延稅項於損益中確認，除非其與在其他全面收益或直接在權益中確認之項目有關，於此情況下遞延稅項亦於其他全面收益或直接或間接於權益確認。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(v) Taxation (Continued)

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

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

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

4. 重要會計政策 (續)

(v) 稅項 (續)

遞延稅項資產及負債之計量反映本集團於報告年末預期收回或結算其資產及負債之賬面值之方式之稅務影響。

為計量本集團確認使用權資產及相關租賃負債之租賃交易之遞延稅項，本集團首先釐定稅項扣減是否因使用權資產或租賃負債而產生。

就稅項扣減乃因租賃負債而產生之租賃交易而言，本集團就使用權資產及租賃負債單獨應用香港會計準則第12號之規定。因應用初始確認豁免，於初始確認時及租期內均不會確認與使用權資產及租賃負債有關之暫時差額。

當即期稅項資產與即期稅項負債可依法相互抵銷，且是與同一稅務機關所徵收之所得稅有關，加上本集團擬以淨額清償其即期稅項資產及負債時，遞延稅項資產及負債可相互抵銷。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(w) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment.

4. 重要會計政策 (續)

(w) 非金融資產減值

非金融資產之賬面值於各報告期末檢討有否減值需要，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額。可收回金額按個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組別之現金流入除外。倘屬該情況，則可收回金額按資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間值及資產／現金產生單位(已計量減值)之特定風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計變動而導致其後可收回金額增加將計入損益(以撥回已作之減值為限)。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets

The Group recognises a loss allowance for ECLs on trade and bills receivables, other receivables, loan receivables and bond receivables. The amount of ECLs is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade and bills receivables. The ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECLs that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重要會計政策 (續)

(x) 金融資產減值

本集團就應收貿易賬款及票據、其他應收賬款、應收貸款及應收債券確認預期信貸虧損之虧損撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來之變動。

本集團一直確認應收貿易賬款及票據之全期預期信貸虧損。該等金融資產之預期信貸虧損乃根據本集團過往之信貸虧損經驗採用撥備矩陣估計，並就債務人獨有之因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向之評估（包括貨幣時間值（如適用））作出調整。

對於所有其他金融工具，倘自初始確認後信貸風險顯著增加，則本集團確認全期預期信貸虧損。然而，倘自初始確認後金融工具之信貸風險並無顯著增加，則本集團按等於12個月預期信貸虧損之金額計量該金融工具之虧損準備。

全期預期信貸虧損指於金融工具預期年期內所有可能發生之違約事件所導致的預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生之金融工具違約事件所導致的部分全期預期信貸虧損。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument 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. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加

於評估自初始確認後金融工具之信貸風險是否顯著增加時，本集團將於報告日期金融工具發生之違約風險與初始確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理且具支持之定量和定性資料，包括毋需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。所考慮之前瞻性資料包括本集團債務人經營所在行業之未來前景，來自經濟專家報告、金融分析師、政府機構、相關智囊團及其他類似組織，以及與本集團核心業務相關之實際及預測經濟資料的各種外部來源。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

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

- 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 for a particular financial instrument;
- 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;
- significant increases in credit risk on other financial instruments of the same debtor;
- 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.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

特別是，在評估信貸風險自初始確認以來是否顯著增加時會考慮以下資料：

- 金融工具外部 (如有) 或內部信貸評級之實際或預期顯著轉差；
- 某一特定金融工具之外部市場信貸風險指標顯著轉差；
- 預計會導致債務人償還債務能力大幅下降之業務、財務或經濟狀況之現有或預測的不利變化；
- 債務人經營業績之實際或預期顯著惡化；
- 同一債務人其他金融工具之信貸風險顯著上升；
- 導致債務人償還債務能力大幅下降之債務人監管、經濟或技術環境之實際或預期的重大不利變化。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset 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.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default;
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of “investment grade” in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of “performing”. Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

不論上述評估之結果如何，本集團認為，當合約付款逾期超過30日，則自初始確認以來金融資產之信貸風險已顯著增加，除非本集團有合理且具支持的資料證明相反情況。

儘管有上述規定，若於報告日期金融工具被判定為具有較低信貸風險，本集團會假設金融工具之信貸風險自初始確認以來並未顯著上升。在以下情況下，金融工具會被判定為具有較低信貸風險：

- (i) 金融工具具有較低違約風險；
- (ii) 債務人有很強的能力履行近期之合約現金流量義務；及
- (iii) 經濟及商業環境之長期不利變動有可能但未必會降低借貸人履行合約現金流量義務之能力。

本集團認為，若根據眾所周知之定義，資產之外部信貸評級為「投資級」，或若無外部評級，資產之內部信貸評級為「履行」，則該金融資產具有較低信貸風險。履行意味著交易對手具有強大之財務狀況且無逾期金額。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contracts, the Group considers the changes in the risk that the specified debtor will default on the contract.

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.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- 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).

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

信貸風險顯著增加 (續)

就財務擔保合約而言，本集團成為不可撤銷承擔一方之日期被視為就金融工具減值評估進行初始確認之日期。評估信貸風險自財務擔保合約初始確認起是否有顯著增加時，本集團考慮指定債務人違約風險之變動。

本集團定期監察所用標準之有效性，以識別信貸風險是否顯著上升，並適當修訂以確保該標準能夠在款項逾期前識別信貸風險之顯著上升。

違約之定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件之應收賬款一般無法收回。

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向包括本集團的債權人全額還款（不考慮本集團持有之任何抵押品）。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Definition of default (Continued)

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

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:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

違約之定義 (續)

不論上述分析，本集團認為，違約已於當金融資產逾期超過90日時發生，惟本集團有合理且可支持的資料證明更為滯後之違約標準更為適當除外。

信貸減值金融資產

當發生對金融資產之估計未來現金流量產生不利影響之一項或多項事件時，該金融資產即出現信貸減值。金融資產信貸減值之證據包括以下事件之可觀察數據：

- 發行人或交易對手陷入嚴重財務困難；
- 違反合約，例如違約或逾期事件；
- 交易對手之貸款人出於與交易對手財務困難相關之經濟或合約原因，而向交易對手授予貸款人原本不會另行考慮之優惠；
- 交易對手可能破產或進行其他財務重組；或
- 金融資產之活躍市場因財務困難而消失。

4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade and bills receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECLs is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

撇銷政策

當有資料顯示債務人陷入嚴重財務困難，且並無實際收回的可能之時（包括債務人已清盤或進入破產程序），或應收貿易賬款及票據逾期超過兩年（以較早發生者為準）本集團會撇銷金融資產。已撇銷之金融資產仍可根據本集團之收回程序實施強制執行活動，在適當情況下考慮法律意見。任何收回款項會於損益中確認。

預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損（即違約時虧損大小）及違約時風險敞口之函數。違約概率及違約虧損之評估乃按上述基於歷史數據按前瞻性資料作調整。就金融資產之違約風險敞口而言，其指該資產於報告日期之賬面總值；就財務擔保合約之違約風險敞口而言，風險包括於報告日期提取之金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求之理解以及其他相關前瞻性資料釐定之預計將於未來違約日期前提取之額外金額。



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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(x) Impairment of financial assets (Continued)

Measurement and recognition of ECL (Continued)

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. For a lease receivable, the cash flows used for determining the ECLs is consistent with the cash flows used in measuring the lease receivable in accordance with HKFRS 16.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重要會計政策 (續)

(x) 金融資產減值 (續)

預期信貸虧損之計量及確認 (續)

金融資產之預期信貸虧損按根據合約應付本集團之所有合約現金流量與本集團預計收取的所有現金流量(按原定實際利率貼現)之間的差額估算。就租賃應收賬款而言，根據香港財務報告準則第16號，用於釐定預期信貸虧損之現金流量與用於計量租賃應收賬款之現金流量一致。

就財務擔保合約而言，由於根據受擔保工具之條款，本集團僅須於債務人違約時作出付款，預期虧損撥備為償還持有人所產生信貸虧損之預計款項減本集團預計自持有人、債務人或任何其他方收取之任何金額。

倘於上一報告期間前本集團按與全期預期信貸虧損等額之方法計量金融工具之虧損撥備，而當前報告日期已確定不再符合全期預期信貸虧損之條件，本集團於當前報告日期按12個月預期信貸虧損之相同金額計量虧損撥備，惟使用簡化法的資產除外。

本集團於損益中確認所有金融工具之減值收益或虧損，並透過虧損撥備賬項相應調整其賬面值。

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4. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(y) Provisions and contingent liabilities

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

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

(z) Events after the reporting period

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

4. 重要會計政策 (續)

(y) 撥備及或然負債

倘若本集團因過往事件致使現時負有法律或推斷性責任而可能須以經濟利益支付負債，在可作出可靠估計時，需就未有確定時間或金額之負債確認撥備。倘貨幣時間值屬重大，則撥備會按預期用以支付負債之金額之現值列賬。

倘需要付出經濟利益之可能性不大，或未能可靠估計有關金額，則除非需付出經濟利益之可能性極微，否則有關責任承擔將列作或然負債披露。除非需付出經濟利益之可能性極微，否則需待日後某一宗或多宗事件是否實現後方能確認之可能產生之責任亦會披露為或然負債。

(z) 報告期後事項

能提供有關本集團於報告期末狀況之額外資料或顯示其可持續經營之假設並不適宜之報告期後事項均為調整事項，並會在綜合財務報表中反映。不屬調整事項之報告期後事項如為重要者，會在綜合財務報表附註中披露。



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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

(i) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

(a) *Going concern basis*

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon measures taken by the directors to improve the Group's financial position, cash flows and profitability and the financial supports from two directors of the Company, at a level sufficient to finance the working capital requirements of the Group as explained in note 2 to the consolidated financial statements.

(b) *Consolidation of entity with less than 50% equity interest holding*

Although the Group owns less than 50% of the equity interest in 宜昌市標典天然氣利用有限公司 (Yichang Biaodian Natural Gas Utilisation Co. Ltd.) ("Yichang Biaodian"), Yichang Biaodian is treated as a subsidiary because the Group is able to control the relevant activities of Yichang Biaodian as a result of the shareholders' agreement among the Group and other shareholders of Yichang Biaodian. The assessment on the control is set out in note 23(a).

5. 主要判斷及重大估計

(i) 應用會計政策時之主要判斷

在應用會計政策時，董事已作出下列對綜合財務報表確認之款項有最重大影響之判斷（除涉及估計者外，其於下文處理）。

(a) 持續經營基準

該等綜合財務報表乃按持續經營基準編製，基準之有效性取決於綜合財務報表附註2所闡述之董事為改善本集團之財務狀況、現金流量及盈利能力而採取之措施以及本公司兩名董事之財務支援是否足以為本集團之營運資金需求提供資金。

(b) 合併持有少於50%股權之實體

儘管本集團擁有宜昌市標典天然氣利用有限公司（「宜昌標典」）不足50%股權，但宜昌標典被視為附屬公司，原因是本集團因本集團與宜昌標典其他股東的股東協議而有能力控制宜昌標典的相關活動。對控制之評估載於附註23(a)。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(i) Critical judgements in applying accounting policies (Continued)

(c) Significant increase in credit risk

As explained in accounting policy as disclosed in note 4(x), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward-looking information.

(d) Joint control assessment

The Group holds 50% of voting rights of its joint arrangement of 枝江市源恒天然氣利用有限公司 (“枝江源恒”). The directors have determined that the Group has joint control over the arrangement as under the contractual agreement, it appears that unanimous consent is required from all parties to the agreement for all relevant parties.

(e) Joint arrangement of limited company

The Group's joint arrangement of 枝江源恒 is structured as limited company and provide the Group and the party to the agreement with rights to the net assets of the limited company under the arrangement. Therefore, the Directors have determined that 枝江源恒 is classified as joint venture of the Group.

5. 主要判斷及重大估計 (續)

(i) 應用會計政策時之主要判斷 (續)

(c) 信貸風險顯著增加

誠如附註4(x)披露的會計政策所述，預期信貸虧損就第1階段資產按等於12個月預期信貸虧損之撥備計量，就第2階段或第3階段資產按全期預期信貸虧損之撥備計量。資產在其信貸風險自初始確認後顯著增加時轉入第2階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加之因素。於評估資產之信貸風險是否顯著上升時，本集團會考慮合理且具支持之定量及定性前瞻性資料。

(d) 共同控制評估

本集團持有枝江市源恒天然氣利用有限公司（「枝江源恒」）合營安排的50%投票權。董事確定本集團對該安排擁有共同控制權，乃因根據合同協議，似乎需要協議各方就所有相關方的一致同意。

(e) 有限公司的合營安排

本集團對枝江源恒的合營安排乃以有限公司為結構，並為本集團及協議的一方提供對該安排下有限公司的淨資產的權利。因此，董事已釐定枝江源恒歸類為本集團的合營企業。



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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty

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

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets

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

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源

於報告年末對未來之主要假設及其他估計不明朗因素之主要來源（對下一財政年度的資產及負債之賬面值造成重大調整之重大風險）在下文討論。

(a) 物業、廠房及設備以及使用權資產折舊及減值

本集團釐定本集團物業、廠房及設備以及使用權資產之估計可使用年期、剩餘價值及相關折舊支出。此估計乃根據類似性質及功能之物業、廠房及設備之實際可使用年期及剩餘價值之過往經驗作出。倘可使用年期及剩餘價值與先前估計者不同，或本集團將撇銷或撇減已廢棄之技術過時或非策略性資產，則本集團將修訂折舊支出。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets (Continued)

The Group assesses whether property, plant and equipment and construction in progress have any indication of impairment in accordance with the accounting policy. The recoverable amounts of property, plant and equipment have been determined based on value in use calculations of each CGU the property, plant and equipment belonged, which requires the Group to estimate the future cash flows expected to arise from the CGUs and a suitable discount rate in order to calculate the present value. Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the CGU to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(a) 物業、廠房及設備以及使用權資產折舊及減值 (續)

本集團根據會計政策評估物業、廠房及設備以及在建工程是否存在任何減值跡象。物業、廠房及設備之可收回金額乃根據物業、廠房及設備所歸屬之各現金產生單位的使用價值釐定。為計算現值，本集團須估計該現金產生單位預期產生之未來現金流量及適當的貼現率。物業、廠房及設備及使用權資產乃按成本減累計折舊及減值(如有)列值。於釐定資產是否減值時，本集團須進行判斷及作出估計，尤其是評估：(1)是否有事件已發生或有任何跡象可能影響資產價值；(2)資產賬面值是否能夠以可收回金額支持，如為使用價值，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計獨立資產(包括使用權資產)的可收回金額時，本集團估計資產所屬的現金產生單位的可收回金額。假設及估計(包括現金流量預測的貼現率或增長率)若有變化，或會對可收回金額造成重大影響。



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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(a) Depreciation and impairment on property, plant and equipment and right-of-use assets (Continued)

Reversal of impairment losses of HK\$21,012,000 and HK\$178,000 (2021: Nil) were recognised for the year ended 30 September 2022 to increase the carrying amount of the property, plant and equipment and right-of-use assets to the recoverable amount of the CGUs belonged respectively. The carrying amount of property, plant and equipment and right-of-use assets as at 30 September 2022 was HK\$121,577,000 and HK\$3,495,000 respectively (2021: HK\$112,246,000 and HK\$2,055,000 respectively).

(b) Income taxes

The Group is subject to income taxes mainly in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

During the year ended 30 September 2022, income tax of HK\$3,450,000 was charged (2021: HK\$643,000 credit) to profit or loss based on the estimated assessable profits.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(a) 物業、廠房及設備以及使用權資產折舊及減值 (續)

截至二零二二年九月三十日止年度，本集團確認減值虧損撥回分別為21,012,000港元及178,000港元（二零二一年：無），以將物業、廠房及設備以及使用權資產之賬面值分別增加至所歸屬現金產生單位之可收回金額。於二零二二年九月三十日，物業、廠房及設備以及使用權資產之賬面值分別為121,577,000港元及3,495,000港元（二零二一年：分別為112,246,000港元及2,055,000港元）。

(b) 所得稅

本集團主要須繳納數個司法權區之所得稅。於釐定所得稅撥備時，須作出重大估計。於一般業務過程中，多項最終稅項之交易及計算屬不確定。倘該等事項之最終評稅結果與初始記錄之數額存在差異，則相關差異將影響釐定期間所得稅及遞延稅項撥備。

截至二零二二年九月三十日止年度，所得稅3,450,000港元（二零二一年：643,000港元計入損益）根據估計應評稅溢利扣除自損益。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(c) Amortisation and impairment on intangible assets

The Group determines the estimated useful lives and related amortisation for the Group's intangible assets. The useful lives of intangible assets are assessed to be either finite or indefinite, based on the expected usage and technical obsolescence from the changes in the market demands or services output from the assets. Intangible assets with finite useful lives are amortised over the expected useful economic lives and assessed for impairment whenever there is an indication that the intangible assets may be impaired. The amortisation period and the amortisation method for the intangible assets with a finite useful life are reviewed by the management at least at the end of each reporting year. The Group assesses whether any indication of impairment in accordance with the accounting policy. The recoverable amounts of intangible assets have been determined based on value in use calculations of each CGU the intangible assets belonged which requires the Group to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate the present value.

Reversal of impairment loss of HK\$16,565,000 (2021: Nil) was recognised for the year ended 30 September 2022. The carrying amount of intangible assets at 30 September 2022 was HK\$80,976,000 (2021: HK\$71,031,000).

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(c) 無形資產攤銷及減值

本集團釐定本集團無形資產之估計可使用年期及有關攤銷。無形資產之可使用年期基於資產預期用途及市場需求或服務產出變動導致的技術過時而評估為固定期限或無固定期限。使用年期有限之無形資產於預計可用經濟年期內攤銷，並於有跡象顯示無形資產可能減值時評估減值。管理層至少於各報告年末審閱一次使用年期有限之無形資產之攤銷期及攤銷方法。本集團根據會計政策評估是否存在任何減值跡象。無形資產之可收回金額乃根據無形資產所歸屬之各現金產生單位之使用價值計算。為計算現值，本集團須估計該現金產生單位可能產生之未來現金流量及適當貼現率。

於截至二零二二年九月三十日止年度，減值虧損撥回16,565,000港元（二零二一年：無）予以確認。於二零二二年九月三十日，無形資產之賬面值為80,976,000港元（二零二一年：71,031,000港元）。



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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Impairment of trade and bill receivables, other receivables, loan receivables and bond receivables

The management of the Group estimates the amount of impairment loss for ECL on trade and bills receivables, other receivables, loan receivables and bond receivables based on the credit risk of these receivables. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, a material impairment loss may arise.

As at 30 September 2022, the carrying amounts of trade and bills receivables were HK\$5,849,000, net of allowance for trade receivables of HK\$7,501,000 (2021: HK\$6,576,000, net of allowance for trade receivables of HK\$6,264,000) and HK\$3,071,000, net of allowance for bills receivables of HK\$152,000 (2021: Nil) respectively.

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(d) 應收貿易賬款及票據、其他應收賬款、應收貸款及應收債券減值

本集團管理層基於應收貿易賬款及票據、其他應收賬款、應收貸款及應收債券之信貸風險估計該等應收賬款預期信貸虧損之減值虧損金額。基於預期信貸虧損模式之減值虧損金額乃根據合約中應付本集團之合約現金流量總額及本集團預計收取之現金流量總額(以初始確認時釐定之實際利率貼現)之差額估計。倘未來現金流量少於預期或因事實及情況變化下調，則可能發生重大減值虧損。

於二零二二年九月三十日，應收貿易賬款及票據的賬面值分別為5,849,000港元(扣除應收貿易賬款撥備7,501,000港元)(二零二一年：6,576,000港元(扣除應收貿易賬款撥備6,264,000港元))及3,071,000港元(扣除應付票據撥備淨額152,000港元)(二零二一年：無)。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Impairment of trade and bill receivables, other receivables, loan receivables and bond receivables (Continued)

As at 30 September 2022, the carrying amount of prepayments, deposits and other receivables was HK\$8,073,000, net of allowance for other receivables of HK\$23,000 (2021: HK\$13,794,000, net of allowance for other receivables of HK\$11,000).

As at 30 September 2022, the carrying amount of bond receivables was nil, net of allowance for bond receivables of HK\$10,935,000 (2021: Nil, net of allowance for bond receivables of HK\$10,935,000).

As at 30 September 2021, the carrying amount of loan receivables was HK\$4,310,000, net of allowance for loan receivables of HK\$1,138,000.

6. FINANCIAL RISK MANAGEMENT

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

5. 主要判斷及重大估計 (續)

(ii) 估計不明朗因素之主要來源 (續)

(d) 應收貿易賬款及票據、其他應收賬款、應收貸款及應收債券減值 (續)

於二零二二年九月三十日，預付賬款、按金及其他應收賬款的賬面值為8,073,000港元(扣除其他應收賬款撥備23,000港元)(二零二一年：13,794,000港元(扣除其他應收賬款撥備11,000港元))。

於二零二二年九月三十日，應收債券的賬面值為零(扣除應收債券撥備10,935,000港元)(二零二一年：零(扣除應收債券撥備10,935,000港元))。

於二零二一年九月三十日，應收貸款的賬面值為4,310,000港元(扣除應收貸款撥備1,138,000港元)。

6. 財務風險管理

本集團之業務令其面對多項金融風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃集中於金融市場之不可預測性，並尋求盡量減低對本集團財務表現之潛在不利影響。



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6. FINANCIAL RISK MANAGEMENT (Continued)

(a) Foreign currency risk (Continued)

The Group has certain exposure to foreign currency risk as some of its business transactions, assets and liabilities are denominated in currencies other than the functional currency of the Group entities such as United States dollars (“US\$”) and HK\$. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

At 30 September 2022, if RMB had weakened 10% against the HK\$ with all other variables held constant, consolidated profit after tax for the year would have been HK\$2,012,000 lower (2021: consolidated loss after tax for the year would have been HK\$425,000 higher), arising mainly as a result of the foreign exchange loss on non-convertible bonds and other payables denominated in HK\$, but partly offset by deposits and other receivables and bank and cash balances denominated in HK\$. If RMB had strengthened 10% against HK\$ with all other variables held constant, consolidated profit after tax for the year would have been HK\$2,012,000 higher (2021: consolidated loss after tax for the year would have been HK\$425,000 lower), arising mainly as a result of the foreign exchange gain on non-convertible bonds and other payables denominated in HK\$, but partly offset by deposits and other receivables and bank and cash balances denominated in HK\$.

6. 財務風險管理 (續)

(a) 外幣風險 (續)

由於本集團之部分業務交易、資產及負債乃以本集團實體之功能貨幣以外之貨幣(如美元(「美元」)及港元)計值，本集團面臨若干外幣風險。本集團目前並無就外幣交易、資產及負債制訂任何外幣對沖政策。本集團密切監察其外幣風險並將於有需要時考慮對沖重大之外幣風險。

於二零二二年九月三十日，倘人民幣兌換港元下跌10%，而其他所有變數維持不變，則本年度除稅後綜合溢利將減少2,012,000港元(二零二一年：本年度除稅後綜合虧損將增加425,000港元)，此乃主要由於以港元計值之不可換股債券及其他應付賬款產生外匯虧損，但部分被以港元計值之按金及其他應收賬款及銀行及現金結餘所抵銷。倘人民幣兌換港元上升10%，而其他所有變數維持不變，則本年度除稅後綜合溢利將增加2,012,000港元(二零二一年：本年度除稅後綜合虧損將減少425,000港元)，此乃主要由於以港元計值之不可換股債券及其他應付賬款產生外匯收益，但部分被以港元計值之按金及其他應收賬款及銀行及現金結餘所抵銷。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade and bills receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

The Group has concentration of credit risk as 89% (2021: 85%) of the total trade and bills receivables at gross were due from the Group's four (2021: three) largest customers as at 30 September 2022, of which 34% (2021: 45%) came from the largest customer of the Group and all of the customers are located in the People's Republic of China (the "PRC").

6. 財務風險管理 (續)

(b) 信貸風險

信貸風險乃指因對手方將未能履行其於金融工具或客戶合約項下之責任而導致財務損失之風險。本集團之經營活動（主要為應收貿易賬款及票據）以及融資活動（包括於銀行及金融機構之存款、外匯交易及其他金融工具）使其面臨信貸風險。本集團面臨之由現金及現金等價物產生之信貸風險有限，乃由於對手方為具有國際信貸評級機構所評定較高信貸評級之銀行及金融機構，因此本集團認為信貸風險較低。

於二零二二年九月三十日，本集團存在信貸集中風險，原因是89%（二零二一年：85%）應收貿易賬款及票據總額乃應收自本集團四（二零二零年：三）大客戶之款項，其中34%（二零二一年：45%）來自本集團最大客戶且所有客戶均位於中華人民共和國（「中國」）。



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade and bills receivables are due within 180 days from the date of billing. Debtors with balances that are more than 3 to 6 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group measures loss allowances for trade and bills receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據

各業務單位在本集團既有關於客戶信貸風險管理之政策、程序及監控規限下，管理客戶信貸風險。本集團均會對所有信貸高於若干金額之客戶進行個別信貸評估。此等評估主要針對客戶過往到期時之還款記錄及現時之還款能力，並考慮客戶之特定資料，以及與客戶經營業務之經濟環境相關的資料。應收貿易賬款及票據自賬單日期起計180日內到期。本集團要求有逾期超過3至6個月結餘之債務人清償所有未償還結餘，方會另行批授任何信貸。於正常情況下，本集團不會向客戶收取抵押品。

本集團按等同於全期預期信貸虧損之金額計量應收貿易賬款及票據之虧損撥備，其乃使用撥備矩陣進行計算。由於本集團過往之信貸虧損並未就不同客戶分部顯示重大不同虧損模式，基於逾期狀態之虧損撥備不會於本集團不同客戶基礎之間進一步區分。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade and bills receivables as at 30 September 2022:

		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
2022	二零二二年			
Current (not past due)	即期 (未逾期)	4.72%	6,058	286
1-90 days past due	逾期1-90日	12.55%	2,523	317
91-180 days past due	逾期91-180日	17.09%	372	64
181-366 days past due	逾期181-366日	18.06%	773	139
More than 366 days past due	逾期超過366日	100.00%	6,847	6,847
			16,573	7,653
			Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
		Expected loss rate 預期虧損率 %		
2021	二零二一年			
Current (not past due)	即期 (未逾期)	3.52%	2,689	94
1-90 days past due	逾期1-90日	7.59%	4,066	308
91-180 days past due	逾期91-180日	11.08%	25	3
181-366 days past due	逾期181-366日	14.97%	237	36
More than 366 days past due	逾期超過366日	100.00%	5,823	5,823
			12,840	6,264

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據 (續)

下表載列於二零二二年九月三十日本集團就應收貿易賬款及票據面臨之信貸風險及預期信貸虧損的資料：



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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(i) Trade and bills receivables (Continued)

Expected loss rates are based on actual loss experience over the past three years. These rates are adjusted to reflect differences between economic conditions during the year over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade and bills receivables during the year is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At beginning of the year	於年初	6,264	4,424
Allowance recognised for the year	年內確認之撥備	1,823	2,200
Write-off	撇銷	-	(659)
Exchange differences	匯兌差額	(434)	299
At end of year	於年末	7,653	6,264

The loss allowance increased in 2022 because of slow settlement from customers causing to balances long outstanding and increase in days past due over 1 year resulted in an increase in loss allowance.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(i) 應收貿易賬款及票據 (續)

預期虧損率乃根據過往三年之實際虧損經驗得出。該等比率會作出調整以反映已蒐集歷史數據之年度之經濟狀況、當前狀況及本集團對應收賬款預期年期之經濟狀況之觀點之差異。

年內應收貿易賬款及票據之虧損撥備賬項變動如下：

二零二二年虧損撥備增加，原因是客戶結算緩慢導致餘額長期未清及逾期1年以上日數增加導致虧損撥備增加。

6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) **Bond receivables, loan receivables, deposits and other receivables and due from a related party**

The Group transacts only with recognised and creditworthy third parties. Bond receivables, loan receivables, deposits and other receivables and due from a related party are monitored on an ongoing basis.

The credit quality of the financial assets included in bond receivables, loan receivables, deposits and other receivables and due from a related party 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”.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(ii) **應收債券、應收貸款、按金及其他應收賬款及應收一名關聯方款項**

本集團僅與具聲譽及信譽良好之第三方進行交易。應收債券、應收貸款、按金及其他應收賬款以及應收一名關聯方款項乃按持續基準監察。

當計入應收債券、應收貸款、按金及其他應收賬款以及應收一名關聯方款項之金融資產並未逾期及並無資料顯示該等金融資產之信貸風險自初始確認以來已大幅增加，則其信貸質素被視為「正常」。否則，該金融資產之信貸質素被視為「可疑」。



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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

(ii) Bond receivables, loan receivables, deposits and other receivables and due from a related party (Continued)

The loss allowance account in respect of bond and loan receivables, deposits and other receivables and due from a related party during the year is as follows:

		Loan receivables	Bond receivables	Deposits and other receivables	Due from a related party
		應收貸款	應收債券	按金及其他應收賬款	應收一名關聯方款項
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 October 2020	於二零二零年十月一日	1,017	10,935	700	-
Allowance recognised for the year	年內確認之撥備	1,138	-	-	22
Reversals	撥回	(1,017)	-	(724)	-
Exchange differences	匯兌差額	-	-	35	-
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及二零二一年十月一日	1,138	10,935	11	22
Allowance recognised for the year	年內確認之撥備	-	-	13	6
Reversals	撥回	(1,173)	-	-	-
Exchange differences	匯兌差額	35	-	(1)	(1)
At 30 September 2022	於二零二二年九月三十日	-	10,935	23	27

The management of the Group assessed the risk of default based on both quantitative and qualitative information on hand after initial recognition. Based on their assessment, there was a significant increase in the loss allowance in bond receivables because of the increase in default risk that certain bond receivables have been overdue since maturity as they have financial difficulty to repay or the debtor has been under litigation process.

6. 財務風險管理 (續)

(b) 信貸風險 (續)

(ii) 應收債券、應收貸款、按金及其他應收賬款及應收一名關聯方款項 (續)

年內應收債券及貸款、按金及其他應收賬款以及應收一名關聯方款項之虧損撥備賬項如下：

本集團管理層基於初始確認後現有定量及定性資料評估違約風險。基於彼等之評估，由於若干應收債券到期後因財務困難難以償還或債務人已進入訴訟程序而逾期之違約風險增加，應收債券虧損撥備大幅增加。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

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

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

At 30 September 2022	於二零二二年九月三十日
Trade payables	應付貿易賬款
Accruals and other payables	應計費用及其他應付賬款
Lease liabilities	租賃負債
Due to related parties	應付關聯方款項
Due to directors	應付董事款項
Non-convertible bonds	不可換股債券
Due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之非控股股東及其關聯方款項
Bank borrowings	銀行借貸

6. 財務風險管理 (續)

(c) 流動資金風險

本集團之政策為定期監察即期及預期流動資金需求，以保證維持充足之現金儲備應付其短期及長期之流動資金需求。

本集團金融負債根據合約未貼現現金流量計算之到期分析如下：

	Less than 1 year	Between 1-2 years	Between 2-5 years	Total undiscounted cash flows
	少於1年	1-2年	2-5年	現金流量總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Trade payables	1,145	-	-	1,145
Accruals and other payables	38,651	3,209	-	41,860
Lease liabilities	1,678	659	632	2,969
Due to related parties	9,888	-	-	9,888
Due to directors	1,142	-	-	1,142
Non-convertible bonds	9,232	1,132	9,753	20,117
Due to non-controlling shareholders of a subsidiary and its related parties	-	27,344	-	27,344
Bank borrowings	4,132	4,511	18,180	26,823
	65,868	36,855	28,565	131,288



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截至二零二二年九月三十日止年度 For the year ended 30 September 2022

6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk (Continued)

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:
(Continued)

		Less than 1 year	Between 1-2 years	Between 2-5 years	Total undiscounted cash flows 未貼現 現金流量總額
		少於1年 HK\$'000 千港元	1-2年 HK\$'000 千港元	2-5年 HK\$'000 千港元	現金流量總額 HK\$'000 千港元
At 30 September 2021	於二零二一年九月三十日				
Trade payables	應付貿易賬款	873	-	-	873
Accruals and other payables	應計費用及其他應付賬款	49,804	-	-	49,804
Lease liabilities	租賃負債	1,500	454	-	1,954
Due to related parties	應付關聯方款項	1,218	-	-	1,218
Due to directors	應付董事款項	3,011	-	-	3,011
Non-convertible bonds	不可換股債券	27,526	-	-	27,526
Due to non-controlling shareholders of a subsidiary and its related parties	應付一間附屬公司之 非控股股東及 其關聯方款項	-	44,423	-	44,423
Bank borrowings	銀行借貸	8,829	9,356	1,278	19,463
		92,761	54,233	1,278	148,272

6. 財務風險管理 (續)

(c) 流動資金風險 (續)

本集團金融負債根據合約未貼現現金流量計算之到期分析如下：
(續)

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of benchmark interest rate of the People's Bank of China arising from the Group's certain bank borrowings denominated in RMB.

Other than bank borrowing mentioned above, the Group's loan and bond receivables, non-convertible bonds, certain bank borrowings and other borrowings bear interest at fixed interest rate and therefore are subject to fair value interest rate risk.

The Directors consider the Group's exposure to interest rate risk is not significant and therefore no sensitivity analysis has been prepared.

(e) Categories of financial instruments at 30 September

	2022 二零二二年 HK\$'000 千港元
Financial assets:	金融資產：
Financial assets at amortised cost	按攤銷成本列賬之金融資產
	16,295
Financial liabilities:	金融負債：
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債
	121,684

(f) Fair values

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

6. 財務風險管理 (續)

(d) 利率風險

本集團之現金流量利率風險主要集中於本集團以人民幣計值之若干銀行借貸產生之中國人民銀行基準利率波動。

除上述銀行借貸外，本集團應收貸款及債券、不可換股債券、若干銀行借貸及其他借貸均按固定利率計息，因此面臨公平值利率風險。

董事認為本集團承擔之利率風險並不重大，因此並無編製敏感度分析。

(e) 於九月三十日之金融工具分類

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Financial assets:		
Financial assets at amortised cost	16,295	37,208
Financial liabilities:		
Financial liabilities at amortised cost	121,684	144,562

(f) 公平值

綜合財務狀況表所反映之本集團金融資產及金融負債之賬面值與彼等各自之公平值相若。



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7. REVENUE

(a) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15		
Disaggregated by major products or service lines		
– Sales of natural gas	120,162	57,558
– Sales of steel support axial force servo system	5,787	–
– Rendering of services	6,482	5,871
– Commission income	20	140
	132,451	63,569
Revenue from other sources		
– Leasing income	3,790	7,917
	136,241	71,486

7. 收益

(a) 收益劃分

按年內主要產品或服務線對來自客戶合約之收益劃分如下：

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7. REVENUE (Continued)

(a) Disaggregation of revenue (Continued)

The Group derives revenue from the transfer of goods and services over time and at a point in time in the following major product lines and geographical regions:

	Sales of natural gas 銷售天然氣		Sales of steel support axial force servo systems 銷售鋼支撐軸力伺服系統		Pipeline installation services 管道安裝服務		Provision of technology support services 提供技術支援服務		Independent financial advisory 獨立財務顧問		Total 總計	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Primary geographical markets 主要地區市場												
- The PRC except Hong Kong - 中國(不包括香港)	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	-	-	132,431	63,429
- Hong Kong - 香港	-	-	-	-	-	-	-	-	20	140	20	140
Revenue from external customers 來自外部客戶之收益	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	20	140	132,451	63,569
Timing of revenue recognition 收益確認時間												
Products transferred at a point in time 於某一時間點轉移之產品	-	-	5,787	-	4,437	3,276	-	-	20	140	10,244	3,416
Products and services transferred over time 隨時間轉移之產品及服務	120,162	57,558	-	-	-	-	2,045	2,595	-	-	122,207	60,153
Total 總計	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	20	140	132,451	63,569

(b) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 63 of HKFRS 15 such that the Group need not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The Group has also applied the practical expedient in paragraph 121 of HKFRS 15 to its sales contracts for provision of technology support services such that the Group need not disclose the information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations. The Group recognises the revenue at the amount to which it has a right to invoice, which corresponds directly to the value to the customer of the Group's performance completed to date.

7. 收益 (續)

(a) 收益劃分 (續)

本集團從以下主要產品線及地區隨時間及於某一時間點轉移商品及服務獲得收益：

	Sales of natural gas 銷售天然氣		Sales of steel support axial force servo systems 銷售鋼支撐軸力伺服系統		Pipeline installation services 管道安裝服務		Provision of technology support services 提供技術支援服務		Independent financial advisory 獨立財務顧問		Total 總計	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Primary geographical markets 主要地區市場												
- The PRC except Hong Kong - 中國(不包括香港)	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	-	-	132,431	63,429
- Hong Kong - 香港	-	-	-	-	-	-	-	-	20	140	20	140
Revenue from external customers 來自外部客戶之收益	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	20	140	132,451	63,569
Timing of revenue recognition 收益確認時間												
Products transferred at a point in time 於某一時間點轉移之產品	-	-	5,787	-	4,437	3,276	-	-	20	140	10,244	3,416
Products and services transferred over time 隨時間轉移之產品及服務	120,162	57,558	-	-	-	-	2,045	2,595	-	-	122,207	60,153
Total 總計	120,162	57,558	5,787	-	4,437	3,276	2,045	2,595	20	140	132,451	63,569

(b) 分配至與客戶合約餘下履約責任之交易價格

本集團已應用香港財務報告準則第15號第63段的可行權宜方法，倘若本集團於合約開始時預期，本集團向客戶轉讓承諾的貨品或服務與客戶就該貨品或服務付款之間的時間將為一年或以下，則本集團毋須就重大融資部分的影響調整承諾的代價金額。

本集團亦對其提供技術支持服務的銷售合同應用香港財務報告準則第15號第121段的可行權宜方法，即本集團毋須披露有關本集團於履行剩餘履約責任時將有權獲得的收益的資料。本集團按其有權開具發票的金額確認收入，該金額直接對應本集團迄今完成的業績對客戶的價值。



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8. OTHER INCOME

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Bank interest income	銀行利息收入	35	4
Interest income from loan to third parties	提供予第三方貸款之利息收入	91	1,719
Government grants (note)	政府補貼 (附註)	453	788
Others	其他	383	118
		962	2,629

Note: During the year, the Group recognised government grants of approximately HK\$443,000 (2021: HK\$520,000) relating to Employment Support Scheme provided by the Hong Kong government in respect of COVID-19. The remaining government grants represented government subsidy granted to enterprise, which had fulfilled certain requirements such as employing specific number of staff members (2021: engaging in research and development activities, duly paid taxes in previous years and use of IT to support its business), by the local government of the region that the subsidiary operates.

8. 其他收入

附註：於本年度內，本集團確認政府補貼約443,000港元（二零二一年：520,000港元），與香港政府就2019冠狀病毒病所提供的保就業計劃有關。餘下的政府補貼指附屬公司營運所在地區之當地政府向符合若干規定（例如僱用特定數量的工作人員（二零二一年：從事研發活動、於過往年度依時繳稅及利用資訊科技支援業務）之企業授出的政府補助。

9. OTHER GAINS AND LOSSES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Gain on disposal of subsidiaries (note 43(a))	出售附屬公司收益 (附註43(a))	141	52
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備虧損	(2)	-
Others	其他	-	2
		139	54

9. 其他收益及虧損

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10. SEGMENT INFORMATION

The Group has three (2021: three) operating segments as follows:

Natural gas operations – including investment in natural gas projects, sales of natural gas, natural gas cooking appliance and accessories and pipeline installation

Sales and leasing business* – including sales and services rendered from leasing of steel support axial force servo system and technology support

Independent financial advisory – including services rendered from independent financial advisory and insurance brokerage business

* The name of this segment was “leasing business” prior to 30 September 2021. The name was changed due to the recent business expansion.

The Group’s reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include amounts for unallocated corporate expenses, certain other income, other gains and losses, reversal of allowance/allowance for certain deposits, other receivables and loan receivables, finance costs and income tax. Segment assets do not include bank and cash balances and unallocated assets. Segment liabilities do not include non-convertible bonds, some other borrowings and unallocated liabilities. Segment non-current assets do not include deposits for acquisitions.

10. 分部資料

本集團之三個(二零二一年：三個)經營分部如下：

天然氣業務 – 包括投資天然氣項目、銷售天然氣、天然氣炊具及配件以及管道安裝

銷售及租賃業務* – 包括就租賃鋼支撐軸力伺服系統及技術支援提供之銷售及服務

獨立財務顧問 – 包括獨立財務顧問及保險經紀業務提供之服務

* 於二零二一年九月三十日之前，該分部之名稱為「租賃業務」。基於近期業務擴張，故已對該名稱作出更改。

本集團之可報告分部為提供不同產品及服務之策略性業務單位。由於各業務需要不同技術及市場推廣策略，故各分部獨立管理。

經營分部之會計政策與綜合財務報表附註4所闡述者相同。分部溢利或虧損並不包括未分配企業開支、若干其他收入、其他收益及虧損、若干按金、其他應收賬款及應收貸款撥備撥回／撥備、財務成本及所得稅之金額。分部資產並不包括銀行及現金結餘以及未分配資產。分部負債並不包括不可換股債券、若干其他借貸及未分配負債。分部非流動資產並不包括收購事項之按金。



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10. SEGMENT INFORMATION (Continued)

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

(a) Information about operating segment profit or loss, assets and liabilities:

10. 分部資料 (續)

本集團將分部間銷售及轉讓列賬，猶如該等銷售或轉讓向第三方（即按現行市價）作出。

(a) 有關經營分部損益、資產及負債之資料：

		Natural gas operations 天然氣業務 HK\$'000 千港元	Sales and leasing business 銷售及租賃業務 HK\$'000 千港元	Independent financial advisory 獨立財務顧問 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 September 2022	截至二零二二年九月三十日止年度				
Revenue from external customers	來自外部客戶之收益	124,599	11,622	20	136,241
Segment profit/(loss)	分部溢利/(虧損)	38,439	(1,989)	851	37,301
Interest revenue	利息收益	29	6	-	35
Interest expense	利息開支	(1,034)	(82)	-	(1,116)
Depreciation and amortisation	折舊及攤銷	(9,526)	(2,151)	-	(11,677)
Net foreign exchange gain	匯兌收益淨額	136	-	-	136
Other material non-cash items:	其他重大非現金項目：				
Share of loss of a joint venture	應佔一間合營企業之虧損	(49)	-	-	(49)
Reversal of impairment loss on property, plant and equipment	物業、廠房及設備減值虧損撥回	21,012	-	-	21,012
Reversal of impairment loss on right-of-use assets	使用權資產減值虧損撥回	178	-	-	178
Reversal of impairment loss on intangible assets	無形資產減值虧損撥回	16,565	-	-	16,565
Reversal of allowance/ (allowance) for trade and bills receivables	應收貿易賬款及票據撥備撥回/(撥備)	42	(1,865)	-	(1,823)
Allowance for deposits and other receivables	按金及其他應收賬款撥備	(3)	(3)	-	(6)
Allowance for due from a related party	應收一名關聯方款項撥備	-	(6)	-	(6)
Additions to segment non-current assets	添置分部非流動資產	3,440	778	-	4,218
As at 30 September 2022	於二零二二年九月三十日				
Segment assets	分部資產	201,082	29,682	8	230,772
Segment liabilities	分部負債	(114,207)	(15,747)	(10)	(129,964)

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10. SEGMENT INFORMATION (Continued)

(a) Information about operating segment profit or loss, assets and liabilities: (Continued)

		Natural gas operations 天然氣業務 HK\$'000 千港元	Leasing business 租賃業務 HK\$'000 千港元	Independent financial advisory 獨立財務顧問 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 30 September 2021	截至二零二一年九月三十日止年度				
Revenue from external customers	來自外部客戶之收益	60,834	10,512	140	71,486
Segment (loss)/profit	分部(虧損)/溢利	(4,870)	3,196	(1,260)	(2,934)
Interest revenue	利息收益	-	3	-	3
Interest expense	利息開支	(2,157)	-	-	(2,157)
Depreciation and amortisation	折舊及攤銷	(9,325)	(1,968)	-	(11,293)
Net foreign exchange gain	匯兌收益淨額	130	-	-	130
Other material non-cash items:	其他重大非現金項目:				
Impairment loss on goodwill	商譽減值虧損	-	-	(580)	(580)
(Allowance)/reversal of allowance for trade receivables	應收貿易賬款(撥備)/撥備撥回	(49)	(2,152)	1	(2,200)
Reversal of allowance for deposits and other receivables	按金及其他應收賬款撥備撥回	4	-	-	4
Allowance for due from a related party	應收一名關聯方款項撥備	-	(22)	-	(22)
Additions to segment non-current assets	添置分部非流動資產	1,986	4,161	-	6,147
As at 30 September 2021	於二零二一年九月三十日				
Segment assets	分部資產	182,423	26,748	15	209,186
Segment liabilities	分部負債	(126,379)	(8,167)	(935)	(135,481)

10. 分部資料 (續)

(a) 有關經營分部損益、資產及負債之資料：(續)



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10. SEGMENT INFORMATION (Continued)

10. 分部資料 (續)

(b) Reconciliations of segment revenue and profit or loss:

(b) 分部收益與損益對賬：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益		
Consolidated revenue	綜合收益	136,241	71,486
Profit or loss	損益		
Total profit or loss of reportable segments	可報告分部損益總額	37,301	(2,934)
Unallocated amounts:	未分配金額：		
General and administrative expenses	一般及行政支出	(23,369)	(21,291)
Reversal of allowance/(allowance) for loan receivables	應收貸款撥備撥回／(撥備)	1,173	(121)
(Allowance)/reversal of allowance for deposits and other receivables	按金及其他應收賬款(撥備)／撥備撥回	(7)	720
Finance costs	財務成本	(1,487)	(2,047)
Other income	其他收入	497	2,211
Other gains and losses	其他收益及虧損	23	52
Consolidated profit/(loss) before tax	除稅前綜合溢利／(虧損)	14,131	(23,410)
Reconciliations of segment assets and liabilities:	分部資產與負債對賬：		
Assets	資產		
Total assets of reportable segments	可報告分部總資產	230,772	209,186
Unallocated	未分配	9,085	36,057
Consolidated total assets	綜合總資產	239,857	245,243
Liabilities	負債		
Total liabilities of reportable segments	可報告分部總負債	129,964	135,481
Unallocated	未分配	27,556	37,130
Consolidated total liabilities	綜合總負債	157,520	172,611

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10. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss: (Continued)

Geographical information

All of the Group's revenue and non-current assets by location of customers or by location of assets are within the PRC, including Hong Kong.

(c) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

Customer A	客戶A
Customer B	客戶B
Customer C	客戶C
Customer D	客戶D
Customer E	客戶E
Customer F	客戶F

Each of the major customers represents a single external customer whose transaction is generated from natural gas operations segment (2021: natural gas operations segment).

10. 分部資料 (續)

(b) 分部收益與損益對賬：(續)

地區資料

按客戶所在地或按資產所在地劃分之本集團所有收益及非流動資產均位於中國，包括香港。

(c) 來自主要客戶之收益：

來自主要客戶之收益（佔本集團收益10%或以上）之分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Customer A	18,859	—
Customer B	16,985	—
Customer C	14,287	11,233
Customer D	13,883	—
Customer E	—	9,926
Customer F	—	7,002

各主要客戶指其交易產生自天然氣業務分部（二零二一年：天然氣業務分部）的單一外部客戶。



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11. FINANCE COSTS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on bank borrowings	銀行借貸利息	1,116	1,900
Imputed interest on loans from non-controlling shareholders and its related parties	非控股股東及其關聯方提供之貸款估算利息	-	257
Interest on non-convertible bonds	不可換股債券之利息	1,296	1,888
Interest on lease liabilities	租賃負債之利息	191	159
		2,603	4,204

11. 財務成本

12. INCOME TAX EXPENSE/(CREDIT)

Income tax has been recognised in profit or loss as following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax – the PRC Provision for the year	即期稅項－中國 年內撥備	34	76
Deferred tax (note 39)	遞延稅項 (附註39)	3,416	(719)
		3,450	(643)

12. 所得稅開支／(抵免)

已於損益中確認之所得稅如下：

Pursuant to the rules and regulations of the Cayman Islands, Samoa, Seychelles and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in these regions.

根據開曼群島、薩摩亞、塞舌爾及英屬處女群島(「英屬處女群島」)規則及法規，本集團於該等地區毋須繳納任何所得稅。

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12. INCOME TAX EXPENSE/(CREDIT) (Continued)

Under the Law of the PRC on Enterprise Income Tax (the “EIT”) and Implementation Regulations of the EIT Law, the tax rate of the PRC subsidiaries is 25% (2021: 25%). Pursuant to relevant laws and regulations in the PRC, the effective EIT rate for a subsidiary which qualified as small and micro enterprises is 2.5% (for assessable profits below RMB1 million) for the period from 1 January 2021 to 30 September 2022. No provision for Hong Kong Profits Tax is required since the Group has no assessable profit for the year ended 30 September 2022 (2021: Nil).

The reconciliation between the income tax expense/(credit) and the product of profit/(loss) before tax multiplied by the PRC EIT rate is as follows:

12. 所得稅開支／(抵免) (續)

根據中國企業所得稅（「企業所得稅」）法及企業所得稅法實施條例，中國附屬公司的稅率為25%（二零二一年：25%）。根據中國相關法律及法規，符合小微企業條件的一間附屬公司於二零二一年一月一日至二零二二年九月三十日期間的實際企業所得稅稅率為2.5%（應課稅溢利低於人民幣100萬元）。由於本集團於截至二零二二年九月三十日止年度並無應課稅溢利（二零二一年：無），故毋須作出香港利得稅撥備。

所得稅開支／(抵免) 與除稅前溢利／(虧損) 乘以中國企業所得稅率之積之對賬如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit/(loss) before tax	除稅前溢利／(虧損)	14,131	(23,410)
Tax credit at PRC EIT rate of 25% (2021: 25%)	按中國企業所得稅率25% (二零二一年：25%) 之稅項抵免	3,533	(5,852)
Tax effect of expenses that are not deductible	不可扣減支出之稅務影響	2,191	2,213
Tax effect of income not taxable	免稅收入之稅務影響	(1,083)	(634)
Tax effect of tax losses and temporary differences not recognised	未確認稅項虧損及暫時性差額之稅務影響	(2,402)	2,635
Utilisation of tax losses not previously recognised	動用先前未確認之稅項虧損	(748)	(78)
Tax effect of tax concessions	稅項減免之稅務影響	72	(766)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司之不同稅率之影響	1,887	1,839
Income tax expense/(credit)	所得稅開支／(抵免)	3,450	(643)



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13. PROFIT/(LOSS) FOR THE YEAR

The Group's profit/(loss) for the year is stated after charging the followings:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Amortisation of intangible assets (included in selling and distribution costs)	無形資產攤銷 (計入銷售及 分銷成本)	2,899	2,876
Auditor's remuneration	核數師薪酬		
– Audit service	– 審核服務	1,050	1,050
– Other services	– 其他服務	1,360	540
		2,410	1,590
Cost of inventories sold	已售存貨成本	106,284	45,196
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,991	8,933
Depreciation of right-of-use assets (included in general and administrative expenses)	使用權資產折舊 (計入一般及 行政支出)	1,596	1,379
Loss on written off of property, plant and equipment	撇銷物業、廠房及設備虧損	2	–
Impairment loss on goodwill (included in general and administrative expenses)	商譽減值虧損 (計入一般及 行政支出)	–	580
Net exchange loss	匯兌虧損淨額	2,975	916

13. 年內溢利／(虧損)

本集團之年內溢利／(虧損) 乃經扣除以下各項後列賬：

14. EMPLOYEE BENEFITS EXPENSE

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Employee benefits expense (including directors' emoluments):	僱員福利開支 (包括董事薪酬) :		
Salaries, bonuses and allowances	薪金、花紅及津貼	11,378	13,903
Retirement benefit scheme contributions	退休福利計劃供款	561	552
Severance payments	遣散費	3	9
		11,942	14,464

14. 僱員福利開支

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14. EMPLOYEE BENEFITS EXPENSE (Continued)

One director (2021: one) is included in the five (2021: six) highest paid individuals in the Group during the year. The emoluments of the remaining four (2021: five) individuals during the year are as follows:

14. 僱員福利開支 (續)

於本年度內本集團五名(二零二一年：六名)最高薪酬人士包括一名(二零二一年：一名)董事。年內剩餘四名(二零二一年：五名)人士之酬金如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	3,088	5,189
Retirement benefit scheme contribution	退休福利計劃供款	69	81
		3,157	5,270

		Number of individuals 人數	
		2022 二零二二年	2021 二零二一年
The emoluments fell within the following bands:	薪酬位於以下區間：		
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1	-
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	-	-
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	1
		4	5



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14. EMPLOYEE BENEFITS EXPENSE (Continued)

During the year, no amount was paid or payable by the Group to any of the five (2021: six) highest paid individuals or the directors set out below as an inducement to join or upon joining the Group or as compensation for loss of office.

15. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of each director is set out below:

14. 僱員福利開支 (續)

於本年度內，本集團並無支付或應付賬款予五名(二零二一年：六名)最高薪酬人士或下文所載董事中之任何一名人士，作為吸引彼等加入或於加入本集團時之獎勵，或作為離職時之補償。

15. 董事之福利及利益

(a) 董事酬金

各董事之酬金載列如下：

		30 September 2022 二零二二年九月三十日			
		Fees	Salaries and other benefits	Retirement benefit scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
Name of director	董事姓名	千港元	千港元	千港元	千港元
Executive directors		執行董事			
Mr. Wu Guoming	吳國明先生	-	120	6	126
Mr. Duan Fanfan	段凡帆先生	-	120	6	126
Mr. Wang Wenzhou (Chief Executive Officer)	王文周先生 (行政總裁)	-	480	18	498
Independent non-executive directors		獨立非執行董事			
Mr. Leung Oh Man, Martin	梁傲文先生	120	-	-	120
Mr. Sun Zhi Jun (note (a))	孫志軍先生 (附註(a))	85	-	-	85
Dr. Chung Ling Cheong Dicky	鍾翎昌博士	120	-	-	120
Total	總計	325	720	30	1,075

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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

		30 September 2021 二零二一年九月三十日			
		Fees	Salaries and other benefits	Retirement benefit scheme contributions	Total directors' emoluments
		袍金	薪金及其他福利	退休福利計劃供款	董事酬金總額
Name of director	董事姓名	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Executive directors		執行董事			
Mr. Wu Guoming	吳國明先生	-	120	6	126
Mr. Duan Fanfan	段凡帆先生	-	120	6	126
Mr. Wang Wenzhou (Chief Executive Officer)	王文周先生 (行政總裁)	-	480	18	498
Independent non-executive directors		獨立非執行董事			
Mr. Leung Oh Man, Martin	梁傲文先生	120	-	-	120
Mr. Sun Zhi Jun	孫志軍先生	120	-	-	120
Ms. Huang Yu Jun (note (b))	黃玉君女士 (附註(b))	56	-	-	56
Dr. Chung Ling Cheong Dicky (note (c))	鍾翎昌博士 (附註(c))	35	-	-	35
Total	總計	331	720	30	1,081

Notes:

- (a) Mr. Sun Zhi Jun retired on 16 June 2022.
- (b) Ms. Huang Yu Jun retired on 19 March 2021.
- (c) Dr. Chung Ling Cheong Dicky was appointed on 16 June 2021.
- (d) The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.
- (e) The independent non-executive directors' emoluments shown above were for their services as directors of the Company.
- (f) There was no payment of the performance related incentive payments for both years.

附註：

- (a) 孫志軍先生於二零二二年六月十六日退任。
- (b) 黃玉君女士於二零二一年三月十九日退任。
- (c) 鍾翎昌博士先生於二零二一年六月十六日獲委任。
- (d) 上文所示執行董事之酬金乃主要針對彼等對本公司及本集團管理事務提供之服務。
- (e) 上文所示獨立非執行董事之酬金乃主要針對彼等作為本公司董事之服務。
- (f) 概無就該兩個年度支付與表現相關之獎金。



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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

Saved as disclosed above, neither the chief executive nor any of the directors waived any emoluments during the year ended 30 September 2022 (2021: Nil).

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities

(i) The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of a controlled body corporate of Mr. Wu Guoming, a director of the Company, is as follows:

As at 30 September 2022

Name of the borrower	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid	Provision for doubtful debts made	Term	Interest rate	Security
借貸人名稱	應付賬款總額	於年初的未償還金額	於年末的未償還金額	年內最大未償還款項	到期未付金額	呆賬撥備	期限	利率	抵押
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
	千港元	千港元	千港元	千港元	千港元	千港元			
Quasi-loans or credit transactions 類似貸款或信貸交易									
上海君盛建設工程有限公司	1,706	2,596	1,706	2,596	1,706	(908)	180 days 日	Nil 無	Nil 無

As at 30 September 2021

Name of the borrower	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid	Provision for doubtful debts made	Term	Interest rate	Security
借貸人名稱	應付賬款總額	於年初的未償還金額	於年末的未償還金額	年內最大未償還款項	到期未付金額	呆賬撥備	期限	利率	抵押
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000			
	千港元	千港元	千港元	千港元	千港元	千港元			
Quasi-loans or credit transactions 類似貸款或信貸交易									
上海君盛建設工程有限公司	2,596	-	2,596	5,079	2,596	(205)	180 days 日	Nil 無	Nil 無

15. 董事之福利及利益 (續)

(a) 董事酬金 (續)

除上文所披露者外，於截至二零二二年九月三十日止年度概無最高行政人員或任何董事放棄任何酬金 (二零二一年：無)。

(b) 以董事、受控制法團及關連實體為受益人的貸款、類似貸款及其他交易的資料

(i) 本公司或本公司的附屬公司以本公司董事吳國明先生的受控制法團為受益人訂立的貸款、類似貸款及其他交易的資料如下：

於二零二二年九月三十日

於二零二一年九月三十日

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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities (Continued)

- (ii) The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of connected entity of Mr. Wu Guoming, a director of the Company, is as follows:

As at 30 September 2022

Name of the borrower 借貸人名稱	Nature of connection 關連性質	Outstanding amount		Outstanding amount at the end of the year 於年末的未償還金額 HK\$'000 千港元	Maximum outstanding amount during the year 年內最大未償還款項 HK\$'000 千港元	Provision for doubtful debts made 呆賬撥備 HK\$'000 千港元	Term 期限	Interest rate 利率	Security 抵押
		Total amount payable 應付賬款總額 HK\$'000 千港元	at the beginning of the year 於年初的未償還金額 HK\$'000 千港元						
Quasi-loans or credit transactions 類似貸款或信貸交易 Wu Xiachen 吳夏晨	Son of Mr. Wu Guoming 吳國明先生的兒子	1,046	1,613	1,046	2,101	(27)	Repayable on demand 按要求償還	Nil 無	Nil 無

As at 30 September 2021

Name of the borrower 借貸人名稱	Nature of connection 關連性質	Outstanding amount		Outstanding amount at the end of the year 於年末的未償還金額 HK\$'000 千港元	Maximum outstanding amount during the year 年內最大未償還款項 HK\$'000 千港元	Provision for doubtful debts made 呆賬撥備 HK\$'000 千港元	Term 期限	Interest rate 利率	Security 抵押
		Total amount payable 應付賬款總額 HK\$'000 千港元	at the beginning of the year 於年初的未償還金額 HK\$'000 千港元						
Quasi-loans or credit transactions 類似貸款或信貸交易 Wu Xiachen 吳夏晨	Son of Mr. Wu Guoming 吳國明先生的兒子	1,613	(537)	1,613	1,613	(22)	Repayable on demand 按要求償還	Nil 無	Nil 無

15. 董事之福利及利益 (續)

(b) 以董事、受控制法團及關連實體為受益人的貸款、類似貸款及其他交易的資料 (續)

- (ii) 本公司或本公司的附屬公司以本公司董事吳國明先生的關連實體為受益人訂立的貸款、類似貸款及其他交易的資料如下：

於二零二二年九月三十日

於二零二一年九月三十日



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15. BENEFITS AND INTERESTS OF DIRECTORS *(Continued)*

(c) Directors' material interests in transactions, arrangements or contracts

Save for those disclosed in note 47 to the consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

16. RETIREMENT BENEFIT OBLIGATIONS

The Group contributes to defined contribution retirement plans which are available for eligible employees in the PRC and Hong Kong.

Pursuant to the relevant laws and regulations in the PRC, the Group has joined defined contribution retirement schemes for the employees arranged by local government labour and security authorities (the "PRC Retirement Schemes"). The Group makes contributions to the PRC Retirement Schemes at the applicable rates based on the amounts stipulated by the local government organisations. Upon retirement, the local government labour and security authorities are responsible for the payment of the retirement benefits to the retired employees.

15. 董事之福利及利益 (續)

(c) 董事於交易、安排或合約中擁有之重大權益

除綜合財務報表附註47所披露者外，概無於年末或年內任何時間存續之其他本公司作為訂約方及本公司董事及董事之關連人士於其中直接或間接擁有重大權益之有關本集團業務之重大交易、安排及合約存續。

16. 退休福利責任

本集團向定額供款退休計劃作出供款，於中國及香港的合資格僱員均可參與。

根據中國相關法律及法規，本集團為經由地方政府勞工及安保機關安排入職的僱員參與定額供款退休計劃（「中國退休計劃」）。本集團根據當地政府機構規定的金額按適用比率向中國退休計劃作出供款。退休後，地方政府勞工及安保機關有責任向已退休僱員支付退休福利。

16. RETIREMENT BENEFIT OBLIGATIONS

(Continued)

The Group operates a Mandatory Provident Fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the laws of Hong Kong) for employees employed under the jurisdiction of Hong Kong Employment Ordinance (Chapter 57 of the laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and the employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000.

During the years ended 30 September 2021 and 2022, the Group had no forfeited contributions under the PRC Retirement Scheme and MPF Scheme and which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 30 September 2021 and 2022 under the PRC Retirement Scheme and MPF Scheme which may be used by the Group to reduce the contribution payable in future years.

During the year ended 30 September 2022, retirement benefit scheme contributions paid amounted to approximately HK\$561,000 (2021: HK\$552,000).

17. DIVIDENDS

The directors do not recommend the payment of any dividend for the year ended 30 September 2022 (2021: Nil).

16. 退休福利責任 (續)

本集團根據強制性公積金計劃條例(香港法例第485章)為根據香港僱傭條例(香港法例第57章)司法管轄區僱用的僱員運作強制性公積金計劃(「強積金計劃」)。強積金計劃為由獨立信託人管理之定額供款退休計劃。根據強積金計劃,僱主及僱員均須按僱員有關收入的5%向計劃供款,惟每月有關收入的上限為30,000港元。

截至二零二一年及二零二二年九月三十日止年度,根據中國退休計劃及強積金計劃,本集團並無已沒收供款可供本集團用以減低現有供款水平。於二零二一年及二零二二年九月三十日,根據中國退休計劃及強積金計劃,本集團亦無已沒收供款可供本集團用以減低未來年度之供款水平。

截至二零二二年九月三十日止年度,退休福利計劃供款約為561,000港元(二零二一年:552,000港元)。

17. 股息

董事不建議就截至二零二二年九月三十日止年度派付任何股息(二零二一年:無)。



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18. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言之虧損	(15,504)	(20,982)
Number of shares	股份數目	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損而言之普通股加權平均數	455,860	138,037

The weighted average numbers of ordinary shares used as denominators in calculating the basic and diluted loss per share are the same as the Company had no potential ordinary shares outstanding for the years ended 30 September 2021 and 2022.

18. 每股虧損

每股基本及攤薄虧損乃根據以下各項計算：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Loss for the purpose of calculating basic and diluted loss per share	(15,504)	(20,982)
Number of shares	'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	455,860	138,037

由於本公司於截至二零二一年及二零二二年九月三十日止年度並無發行在外之潛在普通股，故計算每股基本及攤薄虧損時用作分母的普通股加權平均數相同。

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19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Buildings	Computer system and equipment 電腦系統及設備	Furniture and fixtures 傢俬及裝置	Leasehold improvements 租賃裝修	Motor vehicles 汽車	Pipeline and equipment 管道及設備	Plant and machinery 廠房及機器	Construction in progress 在建工程	Total 總額
		樓宇 HK\$'000 千港元 (note (a)) (附註(a))	設備 HK\$'000 千港元	傢俬及裝置 HK\$'000 千港元	租賃裝修 HK\$'000 千港元	汽車 HK\$'000 千港元	管道及設備 HK\$'000 千港元 (note (b)) (附註(b))	廠房及機器 HK\$'000 千港元	在建工程 HK\$'000 千港元	總額 HK\$'000 千港元
Cost	成本									
At 1 October 2020	於二零二零年十月一日	9,072	652	1,480	2,209	1,145	279,766	12,349	1,438	308,111
Additions	添置	-	56	-	-	410	-	4,161	1,738	6,365
Transfers	轉移	-	-	-	-	-	2,085	-	(2,085)	-
Written off	撤銷	-	-	-	(1,056)	-	-	-	-	(1,056)
Exchange differences	匯兌差額	579	-	85	74	17	17,705	836	88	19,384
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及二零二一年十月一日	9,651	708	1,565	1,227	1,572	299,556	17,346	1,179	332,804
Additions	添置	-	-	84	-	-	647	778	2,709	4,218
Transfers	轉移	-	-	-	-	-	2,211	-	(2,211)	-
Transfer as inventory	轉移作存貨	-	-	-	-	-	-	(1,115)	-	(1,115)
Written off	撤銷	-	-	(1)	-	-	(3)	-	-	(4)
Exchange differences	匯兌差額	(526)	-	(80)	(67)	(34)	(16,459)	(927)	(90)	(18,183)
At 30 September 2022	於二零二二年九月三十日	9,125	708	1,568	1,160	1,538	285,952	16,082	1,587	317,720
Accumulated depreciation and impairment	累計折舊及減值									
At 1 October 2020	於二零二零年十月一日	1,046	507	1,104	1,416	573	193,548	1,749	-	199,943
Charge for the year	年內開支	346	46	141	525	228	5,679	1,968	-	8,933
Written off	撤銷	-	-	-	(1,056)	-	-	-	-	(1,056)
Exchange differences	匯兌差額	70	-	69	42	12	12,411	134	-	12,738
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及二零二一年十月一日	1,462	553	1,314	927	813	211,638	3,851	-	220,558
Charge for the year	年內開支	340	46	116	240	264	5,834	2,151	-	8,991
Written off	撤銷	-	-	(1)	-	-	(1)	-	-	(2)
Reversal of impairment for the year (note (b))	年內減值撥回 (附註(b))	-	-	-	-	-	(21,012)	-	-	(21,012)
Exchange differences	匯兌差額	(97)	-	(72)	(64)	(16)	(11,823)	(320)	-	(12,392)
At 30 September 2022	於二零二二年九月三十日	1,705	599	1,357	1,103	1,061	184,636	5,682	-	196,143
Carrying amount	賬面值									
At 30 September 2022	於二零二二年九月三十日	7,420	109	211	57	477	101,316	10,400	1,587	121,577
At 30 September 2021	於二零二一年九月三十日	8,189	155	251	300	759	87,918	13,495	1,179	112,246



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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes:

- (a) The Group's buildings are located in the PRC under medium term leases.
- (b) The Group's pipeline and equipment belong to the CGU of Yichang Biaodian. The recoverable amount of the CGU has been determined on the basis of its value in use using discounted cash flow method. The key assumptions for the discounted cash flow method are those regarding the discount rates, growth rates and budgeted gross margin and revenue during the forecast period. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on long-term average economic growth rate of the geographical area in which the businesses of the CGU operate. Budgeted gross margin and revenue are based on past practices and expectations on market development.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by the directors. Yichang Biaodian's cash flows beyond the 5-year period are extrapolated using a steady 2% (2021: 3%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry in which Yichang Biaodian operates. Other key assumptions for the value in use calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and gross margin, such estimation is based on Yichang Biaodian's past performance and management's expectations for the market development. The pre-tax rate used to discount the forecast cash flows from the Group's is 13.10% (2021: 13.23%).

The performance of Yichang Biaodian CGU has been improved because:

- (i) with the planning under the guiding ideology of the "14th Five-Year Plan" in 2021, the central government vigorously promotes the utilisation of clean resources, and pipeline natural gas has become the best choice for new enterprises to use as heating energy. Accordingly, the municipal government of Yichang encourages all natural gas suppliers in Yichang to work together in order to stabilise the natural gas supply among Yichang city and areas nearby so as to attract industrial users to use natural gas as their major energy source in manufacturing process; and

19. 物業、廠房及設備 (續)

附註：

- (a) 本集團之樓宇均在中國以中期租約持有。
- (b) 本集團之管道及設備歸屬於宜昌標典之現金產生單位。現金產生單位之可收回金額已使用貼現現金流量法按使用價值釐定。貼現現金流量法之主要假設與預測期間內的貼現率、增長率及預算毛利率及收益有關。本集團採用反映貨幣時間值及現金產生單位之特定風險之現時市場評估的除稅前比率估計貼現率。增長率根據現金產生單位業務經營所在地區之長期平均經濟增長率計算。預算毛利率及收益基於過去慣例及市場發展預期計算。

本集團按照董事批准之最新財務預算編製現金流量預測。宜昌標典超過5年期之現金流量乃使用2% (二零二一年：3%) 之穩定增長率推算。該增長率乃根據相關行業增長預測而定，且不超過宜昌標典經營所在相關行業之平均長期增長率。使用價值計算之其他關鍵假設涉及現金流入／流出估計，包括預算收益及毛利率，有關估計乃根據宜昌標典之過往表現及管理層對市場發展之預期而定。用於貼現本集團預測現金流量之稅前比率為13.10% (二零二一年：13.23%)。

由於下列原因，宜昌標典現金產生單位的業績好轉：

- (i) 憑藉於二零二一年「十四五」規劃指導思想下的規劃，中央政府大力推進清潔能源之利用，而管道天然氣成為新企業供熱能源的最佳選擇。因此，宜昌市政府鼓勵宜昌的所有天然氣供應商共同努力為宜昌市及周邊地區穩定供應天然氣，以吸引工業用戶將天然氣作為其生產過程中的主要能源；及

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19. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Notes: (Continued)

(b) (Continued)

- (ii) the government provides subsidies to manufacturers engaging in chemical industry to move into the industrial area which one of the gas supply locations that Yichang Biaodian operated, and so as to encourage manufacturers to use natural gas as their major energy source.

Accordingly, the Group has revised its cash flow forecasts for this CGU. The recoverable amount of this CGU was HK\$179,788,000. Therefore, reversal of impairment losses on non-current assets are credited to profit or loss for the year and are analysed as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	21,012	-
Intangible assets (note 22)	無形資產 (附註22)	16,565	-
Right-of-use assets (note 20)	使用權資產 (附註20)	178	-
Credited to profit or loss	計入損益	37,755	-

- (c) At 30 September 2022, the carrying amount of property, plant and equipment pledged to an independent third party for obtaining an advance of RMB100,000 (equivalent to HK\$115,000) amounted to RMB1,693,000 (equivalent to HK\$1,949,000) (2021: RMB100,000 (equivalent to HK\$122,000) amounted to RMB1,824,000 (equivalent to HK\$2,221,000)).

- (d) On 24 September 2019, the Group entered into a sales and purchase agreement with an independent third party ("Purchaser") to dispose its building located in the PRC together with associated leasehold improvements. The aggregate carrying amount the aforementioned building and leasehold improvements as of 30 September 2022 was HK\$1,949,000 (2021: HK\$2,221,000). Deposit was received for the disposal of building of the Group (note 32).

On 8 July 2020, the Group received a preservation order from the Court in Shenzhen, which preserve the building from being sold by the Group. On 14 June 2022, the court in Shenzhen decided to remove the preservation order, and the Group has not agreed with the Purchases on any follow up actions up to the reporting period ended. Details of the litigation are set out in note 44(c).

19. 物業、廠房及設備 (續)

附註：(續)

(b) (續)

- (ii) 政府為從事化學工業的製造商提供補助，以進入身為宜昌標典營運所在的天然氣地點之一的工業地區，從而鼓勵製造商使用天然氣作為其主要能源。

因此，本集團修訂其此現金產生單位的現金流量預測。此現金產生單位的可收回金額為179,788,000港元。因此，非流動資產的減值虧損撥回計入年內損益並分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Property, plant and equipment	21,012	-
Intangible assets (note 22)	16,565	-
Right-of-use assets (note 20)	178	-
Credited to profit or loss	37,755	-

- (c) 於二零二二年九月三十日，為取得墊款人民幣100,000元（相當於115,000港元）而抵押予一名獨立第三方的物業、廠房及設備的賬面值為人民幣1,693,000元（相當於1,949,000港元）（二零二一年：為取得墊款人民幣100,000元（相當於122,000港元）而抵押予一名獨立第三方的物業、廠房及設備的賬面值為人民幣1,824,000元（相當於2,221,000港元））。

- (d) 於二零一九年九月二十四日，本集團與一名獨立第三方（「買方」）訂立買賣協議，以出售其位於中國之樓宇連同相關租賃裝修。截至二零二二年九月三十日，上述樓宇及租賃裝修賬面總值為1,949,000港元（二零二一年：2,221,000港元）。已就出售本集團樓宇收取按金（附註32）。

於二零二零年七月八日，本集團收到深圳市法院發出之保全令，保全該樓宇不被本集團出售。於二零二二年六月十四日，深圳市法院決定撤銷保全令，截至報告期間本集團並無與買方就任何跟進行動達成協定。訴訟詳情載於附註44(c)。



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20. RIGHT-OF-USE ASSETS

20. 使用權資產

		Leasehold land 租賃土地 HK\$'000 千港元	Leased properties 租賃物業 HK\$'000 千港元	Leased motor vehicles 租賃汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 October 2020	於二零二零年十月一日	576	895	477	1,948
Additions	添置	-	1,450	-	1,450
Depreciation	折舊	(13)	(1,103)	(263)	(1,379)
Exchange differences	匯兌差額	36	-	-	36
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及 二零二一年十月一日	599	1,242	214	2,055
Additions	添置	-	542	2,355	2,897
Depreciation	折舊	(15)	(971)	(610)	(1,596)
Reversal of impairment for the year (note 19(b))	年內減值撥回(附註19(b))	178	-	-	178
Exchange differences	匯兌差額	(31)	(8)	-	(39)
At 30 September 2022	於二零二二年九月三十日	731	805	1,959	3,495

Lease liabilities of HK\$2,817,000 (2021: HK\$1,850,000) are recognised with related right-of-use assets of HK\$2,764,000 (2021: HK\$1,456,000) as at 30 September 2022. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於二零二二年九月三十日，就相關使用權資產2,764,000港元(二零二一年：1,456,000港元)確認租賃負債2,817,000港元(二零二一年：1,850,000港元)。除出租人所持租賃資產之擔保權益外，租賃協議並無施加任何契據。租賃資產不得用作借貸用途之擔保。

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	1,596	1,379
Reversal of impairment loss on right-of-use assets	(178)	-
Interest expenses on lease liabilities (included in finance costs)	191	159
Expenses relating to short-term lease (included in general and administrative expenses)	192	173

20. RIGHT-OF-USE ASSETS (Continued)

Details of total cash outflow for leases is set out in note 43(e).

For the year ended 30 September 2022, the Group leases properties, motor vehicles and car parking spaces for its operations. Lease contracts are entered into for fixed term of one to three years, but may have termination option to terminate the leasing agreement of a motor vehicle after one year. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns a natural gas station and office complex located in the PRC. The Group is the registered owner of these property interests, including the underlying leasehold land. Lump sum payments were made upfront to acquire these property interests. The leasehold land component of these owned properties is presented separately only if the payments made can be allocated reliably.

20. 使用權資產 (續)

租賃之現金流出總額之詳情載於附註 43(e)。

截至二零二二年九月三十日止年度，本集團租賃物業、汽車及停車位用於營運。租賃合約按一至三年之固定期限訂立，但有終止選擇權，可於一年後終止汽車租賃協議。租賃條款乃在個別基礎上磋商，並包括各種不同條款及條件。於釐定租期及評估不可撤回期間之時長時，本集團應用合約之定義並釐定合約可強制執行之期間。

此外，本集團擁有位於中國之天然氣站及辦公樓。本集團乃該等物業權益（包括相關租賃土地）之登記擁有人。為收購該等物業權益，已作出一次性付款。僅當作出的付款能可靠分配時，該等自有物業之租賃土地部分方單獨呈列。



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21. GOODWILL

21. 商譽

		Yichang Biaodian 宜昌標典 HK\$'000 千港元 (Note (a)) (附註(a))	LW Insurance 利達保險 HK\$'000 千港元 (Note (b)) (附註(b))	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 October 2020	於二零二零年十月一日	4,345	2,538	6,883
Exchange differences	匯兌差額	277	-	277
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日 及二零二一年十月一日	4,622	2,538	7,160
Disposal of a subsidiary	出售一間附屬公司	-	(2,538)	(2,538)
Exchange differences	匯兌差額	(252)	-	(252)
At 30 September 2022	於二零二二年九月三十日	4,370	-	4,370
Accumulated impairment losses	累計減值虧損			
At 1 October 2020	於二零二零年十月一日	4,345	1,958	6,303
Impairment for the year	年內減值	-	580	580
Exchange differences	匯兌差額	277	-	277
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日 及二零二一年十月一日	4,622	2,538	7,160
Disposal of a subsidiary	出售一間附屬公司	-	(2,538)	(2,538)
Exchange differences	匯兌差額	(252)	-	(252)
At 30 September 2022	於二零二二年九月三十日	4,370	-	4,370
Carrying amount	賬面值			
At 30 September 2022	於二零二二年九月三十日	-	-	-
At 30 September 2021	於二零二一年九月三十日	-	-	-

21. GOODWILL (Continued)

Notes:

- (a) The Group acquired 49% of the equity interest in Yichang Biaodian in 2016. The goodwill arising from the acquisition is allocated to CGU of Yichang Biaodian. The amount has been fully impaired since 30 September 2019.
- (b) The Group acquired 100% of the equity interest in LW Insurance Brokers Limited ("LW Insurance") in October 2019. The goodwill arising from the acquisition is allocated to CGU of LW Insurance.

The recoverable amount of the investment in LW Insurance is determined from the fair value calculations using market approach by an independent valuation expert. The key assumptions for the fair value calculations are those regarding the enterprise value multiples, the control premium and the discount for lack of marketability.

The measurement of the fair value of recoverable amount was within level 3 of the fair value hierarchy.

At 30 September 2021, before impairment testing, the carrying amount of goodwill allocated to LW Insurance was HK\$580,000, net of impairment of HK\$1,958,000. The recoverable amount of this CGU was below the carrying amount of the CGU of which the assets belong. LW Insurance did not perform as expected because of the effect of COVID-19 that potential customers cannot visit Hong Kong and seek professional advice on insurance plan from the Group. Besides, as there was no professional party acting as representative on behalf of LW Insurance for compliance purpose, the management of the Group considered to suspend the business in LW Insurance thereof.

The CGU has been reduced to its recoverable amount to zero as at 30 September 2021. Therefore, impairment loss on goodwill of HK\$580,000 was recognised in profit or loss for the year ended 30 September 2021.

21. 商譽 (續)

附註：

- (a) 本集團於二零一六年收購宜昌標典之49%股權。收購事項產生之商譽分配至宜昌標典現金產生單位。該金額自二零一九年九月三十日起獲全額減值。
- (b) 本集團於二零一九年十月收購利達保險經紀有限公司(「利達保險」)之100%股權。收購事項產生之商譽分配至利達保險現金產生單位。

投資利達保險之可收回金額乃由獨立估值專家採用市場法按公平值計算釐定。公平值計算之關鍵假設涉及企業價值倍數、控制權溢價及缺乏市場流通性的折扣。

可收回金額之公平值之計量屬於公平值層級第三級。

於二零二一年九月三十日，在進行減值測試前分配至利達保險的商譽賬面值為580,000港元，已扣除減值1,958,000港元。此現金產生單位之可收回金額低於資產所屬現金產生單位之賬面值。利達保險表現未達預期乃由於受2019冠狀病毒病之影響，潛在客戶無法來港向本集團尋求保險計劃之專業意見。此外，由於並無專業人士代表利達保險進行合規事宜，故本集團管理層考慮暫停有關利達保險業務。

於二零二一年九月三十日，現金產生單位已減少其可收回金額至零。因此，商譽減值虧損580,000港元已於截至二零二一年九月三十日止年度於損益確認。



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22. INTANGIBLE ASSETS

22. 無形資產

		Natural gas supply exclusive rights 天然氣 獨家供應權 HK\$'000 千港元 (note) (附註)
Cost	成本	
At 1 October 2020	於二零二零年十月一日	225,467
Exchange differences	匯兌差額	<u>14,381</u>
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及 二零二一年十月一日	239,848
Exchange differences	匯兌差額	<u>(13,061)</u>
At 30 September 2022	於二零二二年九月三十日	<u>226,787</u>
Accumulated amortisation and impairment	累計攤銷及減值	
At 1 October 2020	於二零二零年十月一日	155,960
Charge for the year	年內開支	2,876
Exchange differences	匯兌差額	<u>9,981</u>
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及 二零二一年十月一日	168,817
Charge for the year	年內開支	2,899
Reversal of impairment for the year (note 19(b))	年內減值撥回 (附註19(b))	(16,565)
Exchange differences	匯兌差額	<u>(9,340)</u>
At 30 September 2022	於二零二二年九月三十日	<u>145,811</u>
Carrying amount	賬面值	
At 30 September 2022	於二零二二年九月三十日	<u>80,976</u>
At 30 September 2021	於二零二一年九月三十日	<u>71,031</u>

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22. INTANGIBLE ASSETS (Continued)

Note:

The natural gas supply exclusive rights arose from the acquisition of Yichang Biaodian completed on 24 February 2016 and is amortised over the remaining years of the contractual period of 30 years till the years ranging from 2041 to 2044.

The Group performed impairment assessment on natural gas supply exclusive rights and other assets which belong to the CGU of Yichang Biaodian. The performance of Yichang Biaodian has been improved and it generated profit this year. Reversal of impairment has been recognised for the year ended 30 September 2022. Details of impairment assessment are set out in note 19(b).

As at 30 September 2022, the natural gas supply exclusive rights was pledged to bank for obtaining loan of RMB19,000,000 (2021: Nil) (note 37).

23. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 30 September 2022 are as follows:

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity attributable to the Group		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
DIGITALHONGKONG.COM INC.	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Inactive 並無業務
Digital Hong Kong Limited	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$2 2港元	100%	100%	Investment holding 投資控股
Logo Plus Limited	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$1,000 1,000港元	100%	100%	Inactive 並無業務

22. 無形資產 (續)

附註：

天然氣獨家供應權產生於本集團於二零一六年二月二十四日完成收購宜昌標典，並於直至二零四一年至二零四四年止30年合約期之剩餘年度內攤銷。

本集團對天然氣獨家供應權及歸屬於宜昌標典現金產生單位之其他資產進行減值評估。宜昌標典之表現已有所改善，並於本年度產生溢利。減值撥回已於截至二零二二年九月三十日止年度確認。減值評估詳情載於附註19(b)。

於二零二二年九月三十日，天然氣獨家供應權抵押予銀行，以獲取人民幣19,000,000元（二零二一年：無）貸款（附註37）。

23. 於附屬公司之投資

於二零二二年九月三十日之附屬公司詳情如下：



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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity attributable to the Group 本集團應佔股權百分比		Principal activities 主要業務
			2022 二零二二年	2021 二零二一年	
Pickworth Limited	Samoa/ Company limited by shares 薩摩亞/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Rich Ascent International Limited 豐晉國際有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Provision of administrative services to the Group 向本集團提供行政服務
Global Billion Access Investments Limited 環球進億投資有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Hong Kong Global Billion Access Investments Limited 香港環球進億投資有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Investment holding 投資控股
環球進億貿易(深圳)有限公司 (Global Billion Trading (Shenzhen) Limited) ("Shenzhen Global") (「深圳環球」)	PRC/ Wholly foreign-owned entity 中國/外商獨資企業	HK\$14,000,000 14,000,000港元	100%	100%	Inactive 並無業務
Yichang Biaodian (note (a)) 宜昌標典(附註(a))	PRC/ Limited liability company 中國/有限責任公司	RMB58,800,000 人民幣 58,800,000元	25%	25%	Natural gas operations 天然氣業務
King Sailing International Limited 帝航國際有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Eternal Goal Limited (note (b))	Seychelles/Company limited by shares	US\$100	-	60%	Investment holding
Eternal Goal Limited (附註(b))	塞舌爾/股份有限公司	100美元			投資控股

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或 成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及 繳足股本/ 註冊資本	Percentage of equity attributable to the Group		Principal activities 主要業務
			本集團應佔股權百分比		
			2022 二零二二年	2021 二零二一年	
Heroic Sunshine Limited (note (c))	Seychelles/Company limited by shares	US\$100	100%	60%	Investment holding
Heroic Sunshine Limited (附註(c))	塞舌爾/股份有限公司	100美元			投資控股
Hong Kong Central Environmental Technology Limited (note (c))	Hong Kong/ Limited liability company	HK\$10,000	100%	60%	Investment holding
香港森籌環境科技有限公司 (附註(c))	香港/有限責任公司	10,000港元			投資控股
森籌環境科技(上海)有限公司 ("Shanghai Senchou") (note (c))	PRC/ Wholly foreign-owned entity	RMB10,000,000	100%	60%	Leasing business of the steel support axial force servo system
森籌環境科技(上海)有限公司 ("上海森籌") (附註(c))	中國/外商獨資企業	人民幣 10,000,000元			鋼支撐軸力伺服系統 租賃業務
森朗(上海)商貿有限公司 (note (d))	PRC/ Limited liability company	RMB30,000,000	-	60%	Dormant
森朗(上海)商貿有限公司 (附註(d))	中國/有限責任公司	人民幣 30,000,000元			暫無業務
森麗(浙江自貿區)能源有限公司 (note (d))	PRC/ Limited liability company	RMB30,000,000	-	60%	Dormant
森麗(浙江自貿區)能源有限公司 (附註(d))	中國/有限責任公司	人民幣 30,000,000元			暫無業務
East Perfection Development Limited	BVI/Company limited by shares	US\$10	100%	100%	Investment holding
東宜發展有限公司	英屬處女群島/股份有限 公司	10美元			投資控股
Global Business (Hong Kong) Limited	Hong Kong/ Limited liability company	HK\$10,000	100%	100%	Inactive
環球商貿(香港)有限公司	香港/有限責任公司	10,000港元			並無業務
Billion Champion Business Limited	BVI/Company limited by shares	US\$10	100%	100%	Investment holding
兆安貿易有限公司	英屬處女群島/股份有限 公司	10美元			投資控股



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23. INVESTMENTS IN SUBSIDIARIES (Continued)

23. 於附屬公司之投資 (續)

Name of subsidiary 附屬公司名稱	Principal country of operation and country of incorporation or establishment/ Kind of legal entity 主要經營國家及註冊成立或成立國家/法律實體類型	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊資本	Percentage of equity attributable to the Group		Principal activities 主要業務
			本集團應佔股權百分比		
			2022 二零二二年	2021 二零二一年	
Billion Champion (Hong Kong) Limited 兆安(香港)有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Inactive 並無業務
LW Capital Group Limited 利達金融集團有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Investment holding 投資控股
LW (Hong Kong) Finance Limited 利達(香港)財務有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	100%	Dormant 暫無業務
LW Insurance (note (e)) 利達保險(附註(e))	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$3,687,500 3,687,500港元	-	100%	Insurance broker business 保險經紀業務
Rich Point Credit Limited 億邦信貸有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	100%	-	Not yet commenced business 尚未開展業務
Bright Able Century Limited 名駿世紀有限公司	BVI/Company limited by shares 英屬處女群島/股份有限公司	US\$1 1美元	100%	100%	Investment holding 投資控股
Smart Target Billion Limited 達億進有限公司	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$1 1港元	100%	100%	Investment holding 投資控股
LW Manin Immigration Consultancy Limited (note (e)) 利達萬年移民顧問有限公司(附註(e))	Hong Kong/ Limited liability company 香港/有限責任公司	HK\$10,000 10,000港元	-	60%	Dormant 暫無業務

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23. INVESTMENTS IN SUBSIDIARIES (Continued)

Notes:

- (a) Yichang Biaodian is a subsidiary of the Group even though the Group has only 25% (2021: 25%) ownership interest in Yichang Biaodian.

The Group has held 25% equity interest in Yichang Biaodian upon the capital contribution from two shareholders on 4 January 2019. 湖北標典天然氣有限公司 (“Hubei Biaodian”), 宜昌地鉑港能源有限公司 (“宜昌地鉑港”), 宜昌美岩能源有限公司 and Mr. Li Wanqing (“Mr. Li”) (collectively the “Non-controlling Shareholders”) owned 21%, 24%, 20% and 10% equity interest in Yichang Biaodian, respectively, after the capital contribution and up to the date of this report.

The Directors, with the assistance of the legal counsel in the PRC, assessed whether or not the Group still has control over Yichang Biaodian based on whether the Group has the practical ability to direct the relevant activities at Yichang Biaodian unilaterally. In making their judgement, the directors considered the Group’s power to affect the board of directors (the “BOD”) of Yichang Biaodian. The BOD of Yichang Biaodian, responsible for all relevant activities at Yichang Biaodian, consisted of eleven directors, of which six were appointed by the Group while the other five directors were appointed by the Non-controlling Shareholders. BOD resolutions of Yichang Biaodian were reached by more than two-third of the attending directors. In accordance with the terms of a further shareholders’ agreement entered into among the Group and the Non-controlling Shareholders, in any events where the Group and the Non-controlling Shareholders have diverged views in the BOD meetings, the Group, being the single largest shareholder of Yichang Biaodian, has the power to make the final decision.

Based on the assessment mentioned above, the directors concluded that the Group under the terms of the shareholders’ agreement had the current ability to direct the relevant activities of Yichang Biaodian and therefore the Group has control over Yichang Biaodian after the capital contribution.

- (b) The subsidiaries were struck off during the year.
- (c) The Company acquired 40% equity interest of Heroic Sunshine Limited and its subsidiaries during the year.
- (d) The subsidiaries were deregistered during the year.

23. 於附屬公司之投資 (續)

附註：

- (a) 儘管本集團僅擁有宜昌標典之25% (二零二一年：25%) 擁有權權益，惟宜昌標典為本集團之附屬公司。

本集團於兩名股東於二零一九年一月四日注資後持有宜昌標典25%股權。於注資後及直至本報告日期，湖北標典天然氣有限公司(「湖北標典」、宜昌地鉑港能源有限公司(「宜昌地鉑港」、宜昌美岩能源有限公司及李萬清先生(「李先生」)(統稱「非控股股東」)分別擁有宜昌標典之21%、24%、20%及10%股權。

董事在中國法律顧問之協助下，根據本集團是否擁有實際能力單方面指示宜昌標典之相關活動評估本集團是否仍控制宜昌標典。在作出判斷時，董事已考慮本集團對宜昌標典董事會(「該董事會」)之影響力。宜昌標典該董事會負責宜昌標典之所有相關活動，成員包括十一名董事，當中六名由本集團委任，而另外五名董事則由非控股股東委任。宜昌標典該董事會決議案由超過三分之二的與會董事決定。根據本集團與非控股股東訂立之進一步股東協議之條款，倘於該董事會會議上，本集團與非控股股東有不同意見，則本集團作為宜昌標典之單一最大股東有權作出最終決策。

基於上述評估，董事總結，根據股東協議之條款，本集團有現時能力指示宜昌標典之相關活動，因此，本集團於注資後擁有宜昌標典之控制權。

- (b) 該等附屬公司於年內註銷。
- (c) 本公司於年內收購Heroic Sunshine Limited及其附屬公司40%股權。
- (d) 該等附屬公司於年內撤銷註冊。



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23. INVESTMENTS IN SUBSIDIARIES (Continued)

Notes: (Continued)

- (e) The subsidiaries were disposed during the year.
- (f) The following table shows information on the subsidiaries that have NCI material to the Group. The summarised financial information represents amounts before inter-company eliminations.

23. 於附屬公司之投資 (續)

附註：(續)

- (e) 該附屬公司於年內出售。
- (f) 下表顯示具有對本集團而言屬重大之非控股權益之附屬公司的資料。概要財務資料為於公司間抵銷前之金額。

		Yichang Biaodian 宜昌標典	
		2022 二零二二年	2021 二零二一年
Principal place of business and country of establishment	主要營運地點及成立國家	PRC 中國	
% of ownership interests/voting rights held by NCI	非控股權益持有之擁有權權益／投票權百分比	75%/45%	75%/45%
		HK\$'000 千港元	HK\$'000 千港元
Non-current assets	非流動資產	190,929	167,566
Current assets	流動資產	9,272	12,720
Non-current liabilities	非流動負債	(70,367)	(71,351)
Current liabilities	流動負債	(40,333)	(51,269)
Net assets	資產淨值	89,501	57,666
Accumulated NCI	累計非控股權益	66,561	42,497
Revenue	收益	124,599	60,834
Profit/(loss) for the year	年內溢利／(虧損)	35,048	(4,074)
Total comprehensive income	全面收益總額	31,835	(416)
Profit/(loss) allocated to NCI	分配予非控股權益之溢利／(虧損)	24,065	(520)
Net cash generated from operating activities	經營業務所得現金淨額	10,315	7,000
Net cash generated from/(used in) investing activities	投資活動所得／(所用) 現金淨額	474	(1,363)
Net cash used in financing activities	融資活動所用現金淨額	(9,806)	(5,792)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少) 淨額	983	(155)

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24. INVESTMENT IN A JOINT VENTURE

24. 於合營企業的投資

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Unlisted investments:	非上市投資：		
Share of net assets	應佔資產淨值	183	-

Details of the Group's joint venture at 30 September 2022 are as follows:

於二零二二年九月三十日，本集團合營企業詳情載列如下：

Name	Place of registration	Registered capital	Percentage of ownership interest/ voting power/ profit sharing	Principal activities
名稱	註冊地點	註冊資本	擁有權權益／投票權 ／溢利分成百分比	主要活動
枝江源恒	The PRC	RMB30,000,000	50%	Not yet commenced business
枝江源恒	中國	人民幣30,000,000元		尚未開展業務

The following table shows the Group's share of the amount of immaterial joint venture that accounted for using the equity method.

下表列示本集團應佔使用權益法入賬的非重要合營企業的金額。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
At 30 September:	於九月三十日：		
Carrying amounts of interests	權益賬面值	183	-
Year ended 30 September:	截至九月三十日止年度：		
Loss after tax	除稅後虧損	(49)	-
Other comprehensive income	其他全面收益	(11)	-
Total comprehensive income	全面收益總額	(60)	-



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24. INVESTMENT IN A JOINT VENTURE

(Continued)

As at 30 September 2022, the bank and cash balances of the Group's joint venture in the PRC denominated in RMB amounted to HK\$277,000 (2021: Nil). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

As at 30 September 2022, this joint venture did not have any significant commitment or contingent liabilities (2021: Nil).

24. 於合營企業的投資 (續)

於二零二二年九月三十日，以人民幣計值之本集團合營企業銀行及現金結餘為277,000港元（二零二一年：無）。人民幣兌換為外幣須遵守中國外匯管理條例以及結匯、售匯及付匯管理規定。

於二零二二年九月三十日，此合營企業並無任何重大承擔或或然負債（二零二一年：無）。

25. INVENTORIES

Finished goods	製成品
Raw materials	原材料

25. 存貨

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
1,042	96
447	701
1,489	797

26. TRADE AND BILLS RECEIVABLES

Trade receivables (note)	應收貿易賬款 (附註)
Bills receivables (note)	應收票據 (附註)
Less: impairment losses (note 6(b)(i))	減：減值虧損 (附註6(b)(i))

26. 應收貿易賬款及票據

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
13,350	12,840
3,223	-
16,573	12,840
(7,653)	(6,264)
8,920	6,576

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26. TRADE AND BILLS RECEIVABLES (Continued)

Note:

Generally there is no credit period for customers of sales of natural gas as the customers need to prepay before the usage of the natural gas. For a few specific customers they can use the gas on credit and the Group allows an average credit period of 60 days. The Group recognises revenue for natural gas pipeline installation service when the installation is completed and the Group allows an average credit period of 30 days upon completion. For sales and leasing business, the Group allows an average credit period of 180 days upon service rendered or goods sold. For independent financial advisory, the Group allows an average credit period of 30 days upon service rendered.

The ageing analysis of trade and bills receivables at the end of the reporting year based on the goods or services delivered is as follows:

0 to 90 days	0至90日
91 to 180 days	91至180日
181 to 365 days	181至365日
Over 365 days	超過365日

Before accepting any new customer, the Group's finance and sales management team would assess the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly with reference to past settlement history. The Group's finance and sales management team considers trade receivables that are neither past due nor impaired to be of good credit quality as continuous repayments have been received.

26. 應收貿易賬款及票據 (續)

附註：

銷售天然氣的客戶通常並不獲提供信貸期，原因為客戶需於使用天然氣前預先付款。就少數可以信貸方式使用天然氣之特定客戶而言，本集團授予其60日之平均信貸期。本集團於安裝完成時確認天然氣管道安裝服務之收益，於完成後，本集團授予其30日之平均信貸期。就銷售及租賃業務而言，於提供服務或出售商品後，本集團授予其180日之平均信貸期。就獨立財務顧問而言，於提供服務後，本集團授予其30日之平均信貸期。

於報告年度末根據所交付商品或服務呈列之應收貿易賬款及票據賬齡分析如下：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 90 days	2,830	1,451
91 to 180 days	-	1,891
181 to 365 days	5,457	3,234
Over 365 days	633	-
	8,920	6,576

在接納任何新客戶前，本集團財務及銷售管理團隊會評估潛在客戶之信貸質素，並釐定客戶之信貸額。客戶之信貸額會參考過往付款記錄而定期進行審閱。本集團財務及銷售管理團隊認為，由於能持續收取還款，故既未逾期亦未減值之應收貿易賬款均具良好信貸質素。



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26. TRADE AND BILLS RECEIVABLES (Continued)

The carrying amounts of the Group's trade and bills receivables are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	-	1
RMB	人民幣	8,920	6,575
		8,920	6,576

Included in trade receivables of HK\$798,000 (2021: HK\$2,391,000) were due from a related company controlled by a director of the Company.

27. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposits	按金	812	807
Prepayments	預付賬款	6,715	12,474
Others	其他	546	513
		8,073	13,794

The carrying amounts of the Group's prepayments, deposits and other receivables are mainly denominated in RMB.

26. 應收貿易賬款及票據 (續)

本集團應收貿易賬款及票據之賬面值以下列貨幣計值：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	-	1
RMB	8,920	6,575
	8,920	6,576

應收貿易賬款798,000港元(二零二一年：2,391,000港元)包括應收一間由本公司董事控制之關聯公司之款項。

27. 預付賬款、按金及其他應收賬款

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deposits	812	807
Prepayments	6,715	12,474
Others	546	513
	8,073	13,794

本集團預付賬款、按金及其他應收賬款之賬面值主要以人民幣計值。

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28. LOAN RECEIVABLES

Loan receivables, unsecured	應收貸款，無抵押
Less: impairment losses (note 6(b)(iii))	減：減值虧損（附註6(b)(iii)）

The loan balances as at 30 September 2021 represented loans to two private companies incorporated in Hong Kong with maturity at 4 November 2021. Loan receivables are unsecured and are charged on effective interest rate mutually agreed with the contracting parties, at a fixed rate at 12% per annum. The borrowers are obliged to settle the amounts according to the terms set out in the relevant agreements. The balances were settled during the year ended 30 September 2022.

The Group seeks to maintain strict control over its outstanding loan receivables so as to minimise credit risk. The granting of loans is subject to approval by the management, whilst overdue balances are reviewed regularly by the management.

The carrying amounts of the Group's loan receivables are denominated in HK\$.

28. 應收貸款

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
-	5,448
-	(1,138)
-	4,310

截至二零二一年九月三十日之貸款結餘指向兩間於香港註冊成立之私營公司提供並於二零二一年十一月四日到期之貸款。應收貸款乃無抵押，按與合約各方相互協定之實際利率計息，且固定年利率為12%。借貸人有責任按照相關協議所載之條款償付金額。截至二零二二年九月三十日止年度，結餘已償清。

本集團力求對其尚未償還應收貸款維持嚴格監控，以盡量降低信貸風險。授出貸款須經管理層批准，而逾期結餘由管理層定期檢討。

本集團應收貸款之賬面值以港元計值。



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29. BOND RECEIVABLES

Unlisted debt instruments, at amortised cost, issued by a listed company	一間上市公司發行之 非上市債務工具， 按攤銷成本
Accrued interest receivables	應收應計利息
Less: impairment losses (note 6(b)(iii))	減：減值虧損 (附註6(b)(iii))

Note:

On 2 April 2019, the Group subscribed bonds from a listed company ("Bond Issuer") with principal amount of HK\$3,000,000. The bonds were unsecured and interest-bearing at fixed rates of 10% per annum. The carrying amount of HK\$3,300,000 was receivable on 2 April 2020. The bonds could be redeemed by Bond Issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date. Upon the maturity date, Bond Issuer did not repay the interest and principal.

On 4 May 2020, Bond Issuer issued bonds with principal amount of HK\$7,280,000 at fixed interest rate of 12% per annum to the Group for taking up the settlement obligation of one of its subsidiaries' bonds subscribed by the Group. The carrying amount of HK\$8,153,600 will be receivable on 3 May 2021. The bonds could be redeemed by Bond Issuer at 100% of the outstanding principal amount, together with accrued interest up to settlement date.

On 5 June 2020, Bond Issuer announced that it has entered into liquidation process, the management of the Company considered the recoverability of these bonds was remote and full impairment was made accordingly. As of 30 September 2022, the liquidation is still in progress.

The carrying amounts of the Group's bond receivables are denominated in HK\$.

29. 應收債券

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
10,280	10,280
655	655
10,935	10,935
(10,935)	(10,935)
-	-

附註：

於二零一九年四月二日，本集團向一間上市公司（「債券發行人」）認購本金額為3,000,000港元之債券。債券為無抵押，並按固定年利率10%計息。賬面值3,300,000港元應於二零二零年四月二日收取。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。於到期日，債券發行人並未償還利息及本金。

於二零二零年五月四日，債券發行人向本集團發行本金額為7,280,000港元並按固定年利率12%計息的債券，以承擔由本集團認購之一間附屬公司之結算責任。賬面值8,153,600港元將於二零二一年五月三日收取。債券可由債券發行人按尚未償還本金額之100%連同直至結算日期應計之利息贖回。

於二零二零年六月五日，債券發行人宣佈其已進入清盤程序，本公司管理層認為收回該等債券的可能性微乎其微，故已計提全額減值。截至二零二二年九月三十日，清盤仍在進行中。

本集團應收債券之賬面值以港元計值。

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30. BANK AND CASH BALANCES

The carrying amount of the Group's bank and cash balances is denominated in the following currencies:

HK\$	港元
RMB	人民幣
US\$	美元

As at 30 September 2022, the bank and cash balances of the Group denominated in RMB was HK\$3,525,000 (2021: HK\$288,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

31. TRADE PAYABLES

Generally, there is no credit period for suppliers of natural gas as the Group need to prepay before the purchase of the natural gas. For liquefied natural gas, the credit period granted by supplier to the Group was 30 days. For other business, the credit period granted by supplier to the Group ranged from 60 to 180 days.

30. 銀行及現金結餘

本集團之銀行及現金結餘之賬面值以下列貨幣計值：

2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
1,403	23,053
3,587	350
8	8
4,998	23,411

於二零二二年九月三十日，以人民幣計值之本集團銀行及現金結餘為3,525,000港元（二零二一年：288,000港元）。人民幣兌換為外幣須遵守中國外匯管理條例以及結匯、售匯及付匯管理規定。

31. 應付貿易賬款

一般而言，天然氣供應商並無授出信貸期，原因為本集團須於購買天然氣前預先付款。就液化天然氣而言，供應商授予本集團之信貸期為30日。就其他業務而言，供應商授予本集團之信貸期介乎60至180日。



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31. TRADE PAYABLES (Continued)

The ageing analysis of trade payables, based on date of receipt of goods, is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 90 days	0至90日	621	–
91 to 180 days	91至180日	–	1
181 to 365 days	181至365日	109	695
Over 365 days	超過365日	415	177
		1,145	873

The trade payables are non-interest bearing and normally settled on 30 to 180 days terms.

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	15	92
RMB	人民幣	1,130	781
		1,145	873

31. 應付貿易賬款 (續)

根據收取商品日期呈列之應付貿易賬款賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
0 to 90 days	0至90日	621	–
91 to 180 days	91至180日	–	1
181 to 365 days	181至365日	109	695
Over 365 days	超過365日	415	177
		1,145	873

應付貿易賬款為不計息及通常須於30至180日期間內償付。

本集團應付貿易賬款之賬面值乃以下列貨幣計值：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	港元	15	92
RMB	人民幣	1,130	781
		1,145	873

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32. ACCRUALS AND OTHER PAYABLES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Payable for construction in progress	在建工程應付賬款	26,796	34,469
Receipt in advance (note)	預收款項(附註)	1,957	2,070
Other payables and accruals	其他應付賬款及應計費用	15,064	15,335
		43,817	51,874
Analysed as:	分析為：		
Current liabilities	流動負債	40,608	51,874
Non-current liabilities	非流動負債	3,209	–
		43,817	51,874

Note:

Included in receipt in advance of HK\$1,957,000 (2021: HK\$2,070,000) was deposits received for disposal of building (note 19(d)) of the Group from an independent third party.

33. CONTRACT LIABILITIES

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Billings in advance of performance obligation	履約責任預付賬款		
– Sales of goods	– 銷售貨品	191	5
– Sales of natural gas	– 銷售天然氣	9,257	5,105
– Pipeline installation services	– 管道安裝服務	1,350	1,242
		10,798	6,352

32. 應計費用及其他應付賬款

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Payable for construction in progress	26,796	34,469
Receipt in advance (note)	1,957	2,070
Other payables and accruals	15,064	15,335
	43,817	51,874
Analysed as:		
Current liabilities	40,608	51,874
Non-current liabilities	3,209	–
	43,817	51,874

附註：

預收款項1,957,000港元(二零二一年：2,070,000港元)包括就出售本集團樓宇(附註19(d))向獨立第三方收取之按金。

33. 合約負債

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Billings in advance of performance obligation		
– Sales of goods	191	5
– Sales of natural gas	9,257	5,105
– Pipeline installation services	1,350	1,242
	10,798	6,352



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33. CONTRACT LIABILITIES (Continued)

Contract liabilities relating to sales of goods, sales of natural gas and pipeline installation services are balances due to customers under goods sales contracts, natural gas sales contracts and pipeline installation services contracts. They arise because customers pay deposits for the contracts which exceed the revenue recognised to date.

Increase in contract liabilities balances during the reporting year was because of more new natural gas sales contracts were signed with new customers, leading to increase in billing in advance of sales of natural gas.

Movements in contract liabilities:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Balance at beginning of year	年初結餘	6,352	3,732
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	因年內確認計入年初合約負債的收益導致合約負債減少	(6,039)	(2,621)
Increase in contract liabilities as a result of billing in advance of sales of natural gas and pipeline installation services	因銷售天然氣及管道安裝服務預付賬款導致合約負債增加	10,502	5,170
Exchange differences	匯兌差額	(17)	71
Balance at end of year	年末結餘	10,798	6,352

There is no billings in advance of performance received that is expected to be recognised as income after more than one year (2021: Nil).

33. 合約負債 (續)

與銷售貨品、銷售天然氣及管道安裝服務有關之合約負債乃就貨品銷售合約、天然氣銷售合約及管道安裝服務合約應付客戶之結餘。由於客戶支付超過至今確認之收益之合約按金，故出現上述情況。

合約負債結餘於報告年內增加，原因為與新客戶簽訂更多新天然氣銷售合約，致使銷售天然氣之履約預付賬款增加。

合約負債之變動：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Balance at beginning of year	6,352	3,732
Decrease in contract liabilities as a result of recognising revenue during the year that was included in contract liabilities at the beginning of the year	(6,039)	(2,621)
Increase in contract liabilities as a result of billing in advance of sales of natural gas and pipeline installation services	10,502	5,170
Exchange differences	(17)	71
Balance at end of year	10,798	6,352

預期並無於超過一年後確認為收入之履約預付賬款 (二零二一年：無)。

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34. LEASE LIABILITIES

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款之現值	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	1,678	1,500	1,580	1,405
More than one year, but not exceeding two years	一年以上但不超過兩年	659	454	623	445
More than two years, but not exceeding five years	兩年以上但不超過五年	632	–	614	–
		2,969	1,954	2,817	1,850
Less: Future finance charges	減：未來融資費用	(152)	(104)	N/A 不適用	N/A 不適用
Present value of lease obligations	租賃責任之現值	2,817	1,850	2,817	1,850
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於12個月內清償之款項 (於流動負債項下列示)			(1,580)	(1,405)
Amount due for settlement after 12 months	須於12個月後清償之款項			1,237	445

The weighted average incremental borrowing rates applied to lease liabilities range from 3.57% to 8.89% (2021: from 8.17% to 14.76%).

The carrying amount of the Group's lease liabilities is denominated in HK\$.

Included in lease liabilities of HK\$1,303,000 (2021: Nil) was guaranteed by a director of a subsidiary of the Group.

35. DUE TO DIRECTORS

The amounts due to directors are unsecured, interest-free and repayable on demand.

34. 租賃負債

適用於租賃負債之加權平均增量借貸利率介乎3.57%至8.89% (二零二一年：8.17%至14.76%)。

本集團租賃負債之賬面值以港元計值。

租賃負債1,303,000港元 (二零二一年：無) 包括本集團一間附屬公司董事之擔保。

35. 應付董事款項

應付董事款項為無抵押、免息及須於要求時償還。



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36. NON-CONVERTIBLE BONDS

36. 不可換股債券

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-convertible bonds	不可換股債券	16,752	27,166
Analysed as:	分析如下：		
Current liabilities	流動負債	7,852	27,166
Non-current liabilities	非流動負債	8,900	-
		16,752	27,166

The terms of non-convertible bonds (“NCBs”) are as follows:

不可換股債券（「不可換股債券」）的條款如下：

	Interest rates per annum 年利率	Maturity 到期	Note 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
NCB batch 1	12%	30 September 2022 (2021: 5 November 2020 to 30 September 2022)	(i)	1,900	4,144
第一批不可換股債券	12%	二零二二年九月三十日 (二零二一年：二零二零年十一月五日至二零二二年九月三十日)			
NCB batch 2	12%	N/A	(ii)	-	3,529
第二批不可換股債券	12%	不適用			
NCB batch 3	4% to 20%	10 January 2020 to 26 July 2023 (2021: 10 January 2020 to 26 July 2022)	(iii)	5,050	10,334
第三批不可換股債券	4%至20%	二零二零年一月十日至二零二三年七月二十六日 (二零二一年：二零二零年一月十日至二零二二年七月二十六日)			
NCB batch 4	6%	N/A	(iv)	-	4,000
第四批不可換股債券	6%	不適用			
NCB batch 5	10% to 18%	30 September 2022 (2021: 31 December 2020 to 13 February 2022)	(i)	250	4,399
第五批不可換股債券	10%至18%	二零二二年九月三十日 (二零二一年：二零二零年十二月三十一日至二零二二年二月十三日)			
NCB batch 6	12%	27 June to 29 September 2025		8,900	-
第六批不可換股債券	12%	二零二五年六月二十七日至九月二十九日			
Accrued interest				652	760
應計利息					
				16,752	27,166

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36. NON-CONVERTIBLE BONDS (Continued)

Note:

- (i) Near the end of the reporting period, the bondholders signed letters of intent with the Company agreeing to further extend the maturity date to 30 September 2024. Subsequent to 30 September 2022, the bonds have been renewed with maturity date extended to 30 September 2024.
- (ii) The maturity date of the bond was 28 February 2022.
- (iii) Included in the balance was 6% Bond of HK\$350,000 which was overdue since 10 January 2020. Bond of HK\$3,000,000 will mature during 10 March 2023 to 26 July 2023. Near the end of the reporting period, the bondholders with principal amount of HK\$1,700,000 out of HK\$5,050,000 in aggregate have signed letters of intent with the Company agreeing to further extend the maturity date to 30 September 2024. Subsequent to 30 September 2022, bonds with principal amount of HK\$1,700,000 have been renewed with maturity date extended to 30 September 2024.
- (iv) The maturity date of the bond was 3 December 2020.

The carrying amounts of the non-convertible bonds issued approximate their fair values.

Non-convertible bonds issued at fixed interest rates expose the Group to fair value interest rate risk.

The carrying amount of the Group's non-convertible bonds is denominated in the following currencies:

HK\$	港元
US\$	美元
RMB	人民幣

36. 不可換股債券 (續)

附註：

- (i) 臨近報告期末，債券持有人與本公司簽署意向函，同意將到期日進一步延長至二零二四年九月三十日。於二零二二年九月三十日後，債券已重新續期，到期日延長至二零二四年九月三十日。
- (ii) 債券的到期日為二零二二年二月二十八日。
- (iii) 計入結餘為自二零二零年一月十日起已逾期的350,000港元6%的債券。3,000,000港元的債券將於二零二三年三月十日至二零二三年七月二十六日到期。臨近報告期末，合共5,050,000港元當中本金額為1,700,000港元的債券持有人已與本公司簽署意向函，同意將到期日進一步延長至二零二四年九月三十日。於二零二二年九月三十日後，本金額為1,700,000港元的債券已重新續期，到期日延長至二零二四年九月三十日。
- (iv) 債券的到期日為二零二零年十二月三日。

已發行之不可換股債券之賬面值與其公平值相若。

按固定利率發行之不可換股債券使本集團面臨公平值利率風險。

本集團不可換股債券之賬面值以下列貨幣計值：

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
HK\$	16,752	24,911
US\$	-	1,106
RMB	-	1,149
	16,752	27,166



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37. BANK BORROWINGS

37. 銀行借款

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Secured bank borrowings (note)	有抵押銀行借款 (附註)	21,873	13,568
Unsecured bank borrowings	無抵押銀行借款	1,680	4,499
		23,553	18,067

The bank borrowings are repayable as follows:

銀行借款須於以下期間償還：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	2,878	7,680
More than one year, but not exceeding two years	一年以上但不超過兩年	3,407	9,169
More than two years, but not more than five years	兩年以上但不超過五年	17,268	1,218
		23,553	18,067
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：須於12個月內清償之款項 (於流動負債項下列示)	(2,878)	(7,680)
Amount due for settlement after 12 months	須於12個月後清償之款項	20,675	10,387

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37. BANK BORROWINGS (Continued)

Note:

Bank borrowings as at 30 September 2022 are secured by the pledge of natural gas supply exclusive rights of Yichang Biaodian, and a property owned by Mr. Xiong Songgan ("Mr. Xiong"), a key management personnel of Yichang Biaodian. The bank borrowings are also jointly guaranteed by Mr. Xiong and the non-controlling shareholders of Yichang Biaodian.

Bank borrowings of HK\$13,393,000 as at 30 September 2021 are secured by several properties owned by NCI of Yichang Biaodian, including Mr. Xiong and his spouse, and a company held and controlled by Mr. Xiong. The bank borrowings are also jointly guaranteed by NCI of Yichang Biaodian, including Hubei Biaodian, Mr. Xiong and his spouse and Mr. Li.

Bank borrowings of HK\$175,000 as at 30 September 2021 are secured by a personal guarantee of the legal representative of Yichang Biaodian.

The amounts are based on scheduled repayment dates set out in the respective loan agreements.

The carrying amount of the Group's bank borrowing balance is denominated in RMB.

The effective interest rate of the Group's bank borrowings ranged from 5.00% to 12.24% (2021: 5.00% to 15.00%).

Bank borrowings of HK\$21,873,000 (2021: HK\$175,000) are arranged at fixed interest rates and expose the Group to fair value interest rate risk.

Other borrowings are arranged at floating rates based on the benchmark interest rate issued by the People's Bank of China during both years. Interest rate will be adjusted if the benchmark interest rate changes, thus exposing the Group to cash flow interest rate risk.

37. 銀行借款 (續)

附註：

於二零二二年九月三十日，銀行借款以宜昌標典的天然氣供應獨家權利質押及宜昌標典主要管理人員熊崧淦先生（「熊先生」）擁有之物業作抵押。銀行借款亦由熊先生及宜昌標典之非控股股東共同擔保。

於二零二一年九月三十日，銀行借款13,393,000港元以宜昌標典非控股權益（包括熊先生及其配偶）擁有之若干物業以及由熊先生擁有及控制之一間公司作抵押。銀行借款亦由宜昌標典非控股權益（包括湖北標典、熊先生及其配偶及李先生）共同擔保。

於二零二一年九月三十日，銀行借款175,000港元乃由宜昌標典之法定代表之個人擔保作抵押。

該等款項乃基於各貸款協議所載之計劃還款日期。

本集團之銀行借款結餘賬面值乃按人民幣計值。

本集團銀行借款之實際利率介乎5.00%至12.24%（二零二一年：5.00%至15.00%）。

銀行借款21,873,000港元（二零二一年：175,000港元）按固定利率安排，使本集團面臨公平值利率風險。

於兩個年度其他借貸以浮動利率安排，以中國人民銀行發佈之基準利率計息。倘基準利率變動，利率將會作出調整。因此，本集團面臨現金流量利率風險。



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38. DUE TO NON-CONTROLLING SHAREHOLDERS OF A SUBSIDIARY AND ITS RELATED PARTIES

Particulars of the amounts due to non-controlling shareholders of a subsidiary and its related parties are as follows:

Name 名稱／姓名	Relationship 關係	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Hubei Biaodian and its subsidiaries 湖北標典及其附屬公司	note (a) 附註(a)	16,064	27,433
Mr. Xiong and his controlled entities 熊先生及其控制實體	note (b) 附註(b)	11,280	16,925
宜昌地鉑港 宜昌地鉑港	note (c) 附註(c)	—	65
		27,344	44,423

Notes:

- (a) Hubei Biaodian is the 21% (2021: 21%) non-controlling shareholder of Yichang Biaodian.
- (b) Mr. Xiong is the controlling shareholder of Hubei Biaodian.
- (c) 宜昌地鉑港 is the 24.49% non-controlling shareholder of Yichang Biaodian.

Amounts due to Hubei Biaodian and its subsidiaries, Mr. Xiong and his controlled entities and 宜昌地鉑港 represented advances for Yichang Biaodian's capital expenditure purposes and were non-trade in nature. They are not repayable within 12 months from the date of this report. These balances are unsecured and interest free. Certain amounts were carried at amortised cost using the effective interest method, with an effective interest rate of 10% for the year ended 30 September 2021. On 30 September 2022, the non-controlling shareholders of a subsidiary and its related parties issued declarations to Yichang Biaodian that they promised not to request for repayment from Yichang Biaodian within 24 months up to 30 September 2024.

38. 應付一間附屬公司之非控股股東及其關聯方款項

應付一間附屬公司非控股股東及其關聯方之款項詳情如下：

附註：

- (a) 湖北標典為擁有宜昌標典21%（二零二一年：21%）股權之非控股股東。
- (b) 熊先生為湖北標典之控股股東。
- (c) 宜昌地鉑港為擁有宜昌標典24.49%股權之非控股股東。

應付湖北標典及其附屬公司、熊先生及其控制實體及宜昌地鉑港之款項為用於宜昌標典資本開支之墊款及為非貿易性質。有關款項毋須於本報告日期起計12個月內償還。該等結餘為無抵押及免息。若干金額採用實際利率法按攤銷成本列賬，截至二零二一年九月三十日止年度，實際利率為10%。於二零二二年九月三十日，一間附屬公司的非控股股東及其關聯方向宜昌標典發出申明，承諾彼等不要求宜昌標典於直至二零二四年九月三十日的24個月內還款。

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39. DEFERRED TAX LIABILITIES

The followings are the major deferred tax liabilities recognised and movements thereon during the current year and prior year:

		Revaluation of assets 資產重估 HK\$'000 千港元
At 1 October 2020	於二零二零年十月一日	17,377
Exchange differences	匯兌差額	1,100
Credited to profit or loss (note 12)	計入損益 (附註12)	(719)
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及 二零二一年十月一日	17,758
Exchange differences	匯兌差額	(930)
Charged to profit or loss (note 12)	扣除損益 (附註12)	3,416
At 30 September 2022	於二零二二年九月三十日	<u>20,244</u>

At the end of the reporting year, the Group had unused tax losses of HK\$231,730,000 (2021: HK\$231,830,000) available to offset against future profits. The unrecognised tax losses of HK\$213,395,000 (2021: HK\$199,667,000) can be carried forward indefinitely. The remaining HK\$18,335,000 (2021: HK\$32,163,000) related to tax losses in the PRC which will expire in one to five years.

No provision for deferred tax assets has been recognised in respect of tax losses and other temporary differences due to unpredictability of future profit streams.

39. 遞延稅項負債

以下為於本年度及過往年度確認之主要遞延稅項負債及其相關變動：

於報告年度末，本集團未動用之稅項虧損為231,730,000港元（二零二一年：231,830,000港元），可供抵銷未來溢利。未確認稅項虧損213,395,000港元（二零二一年：199,667,000港元）可無限期結轉。餘下之18,335,000港元（二零二一年：32,163,000港元）與中國稅項虧損有關，其將於一至五年內屆滿。

由於不能預測未來溢利流，故並無就有關稅項虧損及其他暫時性差異確認遞延稅項資產撥備。



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40. SHARE CAPITAL

40. 股本

		2022 二零二二年		2021 二零二一年	
		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 (2021: HK\$0.5) each	每股面值0.01港元 (二零二一年：0.5港元) 之普通股	8,000,000	80,000	160,000	80,000
Capital reduction (note (a))	股份合併(附註(a))	-	-	7,840,000	-
Ordinary shares of HK\$0.01 each	每股面值0.01港元之普通股	8,000,000	80,000	8,000,000	80,000
Issued and fully paid:	已發行及繳足：				
At beginning of year	於年初	455,860	4,559	91,172	45,586
Capital reduction (note (a))	股本削減(附註(a))	-	-	-	(44,674)
Rights issue (note (b))	供股(附註(b))	-	-	364,688	3,647
At end of year	於年末	455,860	4,559	455,860	4,559

Notes:

(a) On 4 August 2021, the Company announced that an order confirming the capital reduction granted by the court from Cayman Islands on 3 August 2021 (Cayman Islands time), the nominal value of each of the Company's issued share was reduced from HK\$0.5 to HK\$0.01 each by cancelling the paid-up capital to the extent of HK\$0.49 on each issued share and the existing issued share capital of HK\$45,586,000 was reduced by approximately HK\$44,674,000 to approximately HK\$912,000 comprising 91,172,000 shares of HK\$0.01 each with effect from 4 August 2021. As a result, an amount of HK\$44,674,000 was credited to accumulated losses on 4 August 2021. Upon the completion of capital reduction effective on 4 August 2021, the number of authorised shares of the Company was increased from 160,000,000 ordinary shares of HK\$0.5 each to 8,000,000,000 ordinary shares of HK\$0.01 each. Each share ranks pari passu in all respects.

附註：

(a) 於二零二一年八月四日，本公司宣佈開曼群島法院於二零二一年八月三日（開曼群島時間）發出確認股本削減的頒令，藉註銷每股已發行股份0.49港元之繳足股本而將本公司每股已發行股份的面值由每股0.5港元減少至每股0.01港元，而現有已發行股本45,586,000港元減少約44,674,000港元至約912,000港元，包括91,172,000股每股面值0.01港元的股份，自二零二一年八月四日起生效。因此，44,674,000港元於二零二一年八月四日計入累計虧損。於二零二一年八月四日股本削減完成生效後，本公司法定股份數目由160,000,000股每股面值0.5港元之普通股增加至8,000,000,000股每股面值0.01港元之普通股。每股股份在所有方面享有同等地位。

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40. SHARE CAPITAL (Continued)

Notes: (Continued)

- (b) On 20 November 2020, the Company announced a proposed rights issue (the "Rights Issue") on the basis of four rights shares for every one adjusted share held on the record date at the subscription price of HK\$0.16 per rights share, to raise approximately HK\$58,350,000 by issuing 364,688,000 rights shares to the qualifying shareholders. Upon the Rights Issue was approved by shareholders' resolution passed at an extraordinary general meeting on 21 April 2021 and completion of the Rights Issue on 31 August 2021, the number of shares in issue of the Company was increased by 364,688,000, resulting in a credit to share capital and share premium by HK\$3,647,000 and HK\$52,612,000, after netting of the related cost of HK\$2,092,000.

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The primary objective of the Group's capital risk management is 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 shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended 30 September 2022.

40. 股本 (續)

附註：(續)

- (b) 於二零二零年十一月二十日，本公司宣佈建議以認購價每股供股股份0.16港元按記錄日期每持有一股經調整股份獲發四股供股股份之基準實施供股（「供股」），透過向合資格股東發行364,688,000股供股股份，籌集約58,350,000港元。供股於二零二一年四月二十一日之臨時股東大會通過經股東決議批准並於二零二一年八月三十一日完成供股後，本公司已發行股份增加364,688,000股，導致計入的股本及股份溢價分別為3,647,000港元及52,612,000港元（已扣除相關成本2,092,000港元）。

本集團資本管理之目標是維護本集團之持續經營能力，並透過優化債務與股權平衡而為股東帶來豐厚回報。

本集團按風險比例設定資本金額。本集團根據經濟環境之變化及相關資產之風險特徵，管理資本架構並加以調整。為維持或調整資本架構，本集團可調整派付股息、發行新股、回購股份、募集新債務、贖回現有債務或出售資產以減輕債務。

本集團資本風險管理之主要目標為確保本集團持續經營之能力及保持健康的資本比率以支持其業務並最大限度提升股東價值。

本集團管理其資本架構並根據經濟狀況變化對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東之股息、歸還股東資本或發行新股。截至二零二二年九月三十日止年度，目標、政策或程序均未改變。



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40. SHARE CAPITAL (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by the total equity of the Group. Net debt includes interest-bearing bank and other borrowings and convertible bond, less cash and bank balances and excludes discontinued operations. Capital includes equity attributable to owners of the Company. The gearing ratio at the end of the reporting year was as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease liabilities (note 34)	租賃負債 (附註34)	2,817	1,850
Due to related parties (note 47(d))	應付關聯方款項 (附註47(d))	9,888	1,218
Due to directors (note 35)	應付董事款項 (附註35)	1,142	3,011
Non-convertible bonds (note 36)	不可換股債券 (附註36)	16,752	27,166
Bank borrowings (note 37)	銀行借款 (附註37)	23,553	18,067
Due to non-controlling shareholders of a subsidiary and its related parties (note 38)	應付一間附屬公司之非控股股東及其關聯方款項 (附註38)	27,344	44,423
Total borrowings	借貸總額	81,496	95,735
Less: Bank and cash balances (note 30)	減：銀行及現金結餘 (附註30)	(4,998)	(23,411)
Net debt	債務淨額	76,498	72,324
Total equity	權益總額	82,337	72,632
Gearing ratio	資產負債比率	93%	99%

The decrease in the gearing ratio during the year ended 30 September 2022 resulted primarily from significant increase in equity attributable to profit for the year.

The only externally imposed capital requirement is that for the Group to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

40. 股本 (續)

本集團使用資產負債比率監控資本，資本負債比率乃按本集團淨負債除以總權益計算。淨負債包括計息銀行及其他借貸以及可換股債券，減現金及銀行結餘且不計及已終止經營業務。資本包括本公司持有人應佔權益。於報告年度末的資產負債比率如下：

截至二零二二年九月三十日止年度，資產負債比率減少乃主要由於年內溢利應佔權益大幅增加。

外部施加之唯一資本要求為，為維持本集團於聯交所上市，其必須擁有至少25%股份之公眾持股量。

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40. SHARE CAPITAL (Continued)

The Group checks the substantial share interests showing the non-public float through the Stock Exchange's website and it demonstrates continuing compliance with the 25% limit throughout the year.

Apart from above, neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

41. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Capital reserve

The capital reserve represents the difference between the nominal value of the share capital issued by the Company and the fair value allocated to the separable net assets of the subsidiaries at the date of acquisition arisen from a group reorganisation in March 2000.

40. 股本 (續)

本集團透過聯交所網站核查顯示非公眾持股量之大量股份權益，其證明於整個年度持續遵守25%限額。

除上述者外，本公司及其附屬公司均不受外部施加的資本限制。

41. 儲備

(a) 本集團

本集團之儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 儲備性質及目的

(i) 資本儲備

資本儲備指本公司已發行股本面值與二零零零年三月之集團重組所產生分配至附屬公司可分割資產淨值於收購日期之公平值之差額。



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41. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(ii) Special reserve

The special reserve represents the difference between the book values of the underlying net assets of DIGITALHONGKONG.COM INC., DIGITAL COMMERCE LIMITED and Digital Hong Kong Limited at the date on which the shares of these companies were acquired by the Company together with the acquisition of a shareholder's loan of HK\$7,640,000, and the nominal amount of the Company's shares issued for the acquisition. The special reserve is available for distribution under the Companies Law (Revised) of the Cayman Islands.

(iii) Share premium

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

(iv) Other reserve

Other reserve represents deemed capital contribution arising from non-current interest-free loan from shareholders and the loss on disposal arising from deemed disposal of 24% equity interest in Yichang Biaodian.

(v) Translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4(d)(iii) to the consolidated financial statements.

41. 儲備 (續)

(b) 儲備性質及目的 (續)

(ii) 特別儲備

特別儲備乃指於本公司收購 DIGITALHONGKONG.COM INC.、DIGITAL COMMERCE LIMITED 及 數碼香港國際有限公司股份當日，該等公司相關資產賬面淨值連同所收購之股東貸款7,640,000港元，與就此項收購而發行之本公司股份面值兩者間之差額。根據開曼群島經修訂公司法，特別儲備可供分派之用。

(iii) 股份溢價

股份溢價指本公司股份之發行價超過其面值之金額。

(iv) 其他儲備

其他儲備指非流動免息股東貸款及視作出售宜昌標典24%股權之出售虧損而產生之視作注資。

(v) 換算儲備

外幣換算儲備包括由於換算境外業務之財務報表所致之所有外匯差額。該儲備乃按綜合財務報表附註4(d)(iii)所載會計政策處理。

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42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

42. 本公司財務狀況表及儲備變動

(a) Statement of financial position of the Company

(a) 本公司財務狀況表

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	64	88
Right-of-use assets	使用權資產	-	144
Investments in subsidiaries	於附屬公司之投資	-	-
		64	232
Current assets	流動資產		
Prepayment, deposits and other receivables	預付賬款、按金及其他應收賬款	846	6,072
Loan receivables	應收貸款	-	4,310
Bond receivables	應收債券	-	-
Due from subsidiaries	應收附屬公司款項	26,409	16,730
Bank and cash balances	銀行及現金結餘	1,112	22,748
		28,367	49,860
Current liabilities	流動負債		
Accruals and other payables	應計費用及其他應付賬款	7,144	5,627
Lease liabilities	租賃負債	-	158
Due to subsidiaries	應付附屬公司款項	24	675
Due to directors	應付董事款項	1,197	2,775
Non-convertible bonds	不可換股債券	7,852	27,166
		16,217	36,401
Net current assets	流動資產淨值	12,150	13,459



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(a) Statement of financial position of the Company

(Continued)

42. 本公司財務狀況表及儲備變動 (續)

(a) 本公司財務狀況表 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total assets less current liabilities	總資產減流動負債	12,214	13,691
Non-current liabilities	非流動負債		
Non-convertible bonds	不可換股債券	8,900	–
		8,900	–
Net assets	資產淨值	3,314	13,691
Capital and reserves	資本及儲備		
Share capital	股本	4,559	4,559
Reserves	儲備	(1,245)	9,132
TOTAL EQUITY	權益總額	3,314	13,691

Approved by the Board of Directors on 21 December 2022 and are signed on its behalf by:

於二零二二年十二月二十一日獲董事會批准並由下列董事代表簽署：

Wang Wenzhou
王文周

Wu Guoming
吳國明

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

42. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

42. 本公司財務狀況表及儲備變動 (續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Capital reserve	Special reserve	Share premium	Other reserve	Translation reserve	Accumulated losses	Total
		資本儲備	特別儲備	股份溢價	其他儲備	換算儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 41(b)(i))	(note 41(b)(ii))	(note 41(b)(iii))	(note 41(b)(iv))	(note 41(b)(v))		
		(附註41(b)(i))	(附註41(b)(ii))	(附註41(b)(iii))	(附註41(b)(iv))	(附註41(b)(v))		
At 1 October 2020	二零二零年十月一日	7,640	1,971	293,640	6,734	(1,063)	(372,494)	(63,572)
Loss for the year	年內虧損	-	-	-	-	-	(26,605)	(26,605)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	2,023	-	2,023
Capital reduction (note 40(a))	股本削減 (附註40(a))	-	-	-	-	-	44,674	44,674
Issuance of shares on rights issue (note 40(b))	就供股發行股份 (附註40(b))	-	-	52,612	-	-	-	52,612
At 30 September 2021 and 1 October 2021	於二零二一年九月三十日及二零二一年十月一日	7,640	1,971	346,252	6,734	960	(354,425)	9,132
Loss for the year	年內虧損	-	-	-	-	-	(12,772)	(12,772)
Other comprehensive income for the year	年內其他全面收益	-	-	-	-	2,395	-	2,395
At 30 September 2022	於二零二二年九月三十日	7,640	1,971	346,252	6,734	3,355	(367,197)	(1,245)



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of subsidiaries

During the year ended 30 September 2022, the Group entered into share transfer agreements with two different buyers, which were independent from the Group, to dispose its entire 100% and 60% equity interests in two subsidiaries respectively at consideration in aggregate of HK\$40,000. One of the subsidiaries was engaged in insurance broker business during the year.

Net liabilities at the date of disposal of subsidiaries in aggregate were as follows:

43. 綜合現金流量表附註

(a) 出售附屬公司

截至二零二二年九月三十日止年度，本集團與兩名不同買方（均獨立於本集團）訂立股份轉讓協議，以分別出售其於兩家附屬公司的全部100%及60%股權，總代價為40,000港元。其中一間附屬公司於年內從事保險經紀業務。

於出售附屬公司日期的淨負債合共如下：

		HK\$'000 千港元
Trade receivables	貿易應收款項	1
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3
Bank balances	銀行結餘	44
Trade payables	貿易應付款項	(77)
Accruals and other payables	應計費用及其他應付款項	(85)
Non-controlling interest	非控股權益	13
Net liabilities disposed of	出售淨負債	(101)
Gain on disposal of subsidiaries (note 9)	出售附屬公司收益 (附註9)	141
Total consideration	總代價	40
Consideration satisfied by Cash	以現金償付代價	40
Net cash outflow arising on disposal:	出售產生的現金流出淨額：	
Consideration received	已收代價	40
Cash and cash equivalents disposed of	出售現金及現金等價物	(44)
		(4)

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Acquisition of interest in a subsidiary

During the year, the Group acquired the entire 40% equity interest in Heroic Sunshine Limited, at a consideration of US\$40 from its non-controlling interest. The transaction was recognised directly in equity.

(c) Major non-cash transaction

Imputed interest of approximately HK\$257,000 charged for the year ended 30 September 2021 was accrued to a non-controlling shareholder of a subsidiary and its related parties.

(d) 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.

	1 October 2021 二零二一年 十月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movement 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	30 September 2022 二零二二年 九月三十日 HK\$'000 千港元
Bank borrowings (note 37) 銀行借款 (附註37)	18,067	5,703	1,116	-	(1,333)	23,553
Due to non-controlling shareholders of a subsidiary and its related parties (note 38) 應付一間附屬公司之非控股股東及其關聯方款項 (附註38)	44,423	(15,451)	-	-	(1,628)	27,344
Non-convertible bonds (note 36) 不可換股債券 (附註36)	27,166	(11,714)	1,296	-	4	16,752
Due to directors (note 35) 應付董事款項 (附註35)	3,011	(1,796)	-	-	(73)	1,142
Lease liabilities (note 34) 租賃負債 (附註34)	1,850	(1,937)	191	2,713	-	2,817
	94,517	(25,195)	2,603	2,713	(3,030)	71,608

43. 綜合現金流量表附註 (續)

(b) 收購一間附屬公司的權益

年內，本集團收購Heroic Sunshine Limited的全部40%股權，代價為非控股權益40美元。交易直接於權益確認。

(c) 主要非現金交易

於截至二零二一年九月三十日止年度已扣除之估算利息約257,000港元已計提至一間附屬公司之非控股股東及其關聯方。

(d) 融資活動所產生負債之對賬

下表詳細說明本集團融資活動所產生負債之變動，包括現金及非現金變動。融資活動所產生負債指於本集團綜合現金流量表內分類為融資活動所產生之現金流量或未來現金流量之負債。



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(d) Reconciliation of liabilities arising from financing activities (Continued)

	1 October 2020 二零二零年 十月一日 HK\$'000 千港元	Cash flows 現金流量 HK\$'000 千港元	Interest expenses 利息開支 HK\$'000 千港元	Non-cash movement 非現金變動 HK\$'000 千港元	Exchange differences 匯兌差額 HK\$'000 千港元	30 September 2021 二零二一年 九月三十日 HK\$'000 千港元
Bank borrowings (note 37) 銀行借款(附註37)	20,601	(5,703)	1,900	-	1,269	18,067
Due to non-controlling shareholders of a subsidiary and its related parties (note 38) 應付一間附屬公司之非控股股東及其關聯方款項(附註38)	40,441	1,129	257	-	2,596	44,423
Non-convertible bonds (note 36) 不可換股債券(附註36)	58,896	(33,689)	1,888	-	71	27,166
Due to directors (note 35) 應付董事款項(附註35)	3,969	(1,198)	-	-	240	3,011
Lease liabilities (note 34) 租賃負債(附註34)	1,496	(1,078)	159	1,273	-	1,850
	125,403	(40,539)	4,204	1,273	4,176	94,517

(e) Total cash outflow for leases

Amounts included in the cash flow statements for leases comprise the following:

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within operating cash flows 經營現金流量內	365	263
Within financing cash flows 融資現金流量內	1,764	988
	2,129	1,251

43. 綜合現金流量表附註 (續)

(d) 融資活動所產生負債之對賬 (續)

(e) 租賃現金流出總額

計入租賃現金流量表之金額包括以下各項：

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

43. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(e) Total cash outflow for leases (Continued)

These amounts relate to the following:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease rental paid	已付租賃租金	2,129	1,251

44. LITIGATION

- (a) During the year ended 31 December 2018, Yichang Biaodian entered into disputes with one of its suppliers regarding the quality of work performed by such supplier. Legal proceedings were initiated by the supplier (the "Yichang Plaintiff 1") and on 14 December 2018, pursuant to the application from the Yichang Plaintiff 1, the Court in Yichang granted an order to preserve the bank deposits of Yichang Biaodian amounted to approximately RMB478,000 (equivalent to approximately HK\$544,000).

43. 綜合現金流量表附註 (續)

(e) 租賃現金流出總額 (續)

該等金額與下列有關：

44. 訴訟

- (a) 於截至二零一八年十二月三十一日止年度，宜昌標典與其其中一名供應商發生爭議，內容有關該供應商所進行之工作質素。該供應商（「宜昌原告一」）已提出法律程序，於二零一八年十二月十四日，根據宜昌原告一之申請，宜昌市法院已頒令保留宜昌標典之銀行存款約人民幣478,000元（相當於約544,000港元）。



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

44. LITIGATION (Continued)

(a) (Continued)

On 13 March 2019, the Court issued civil mediation agreement which set out that the Yichang Plaintiff 1 and Yichang Biaodian agreed with the repayment terms in relation to the aforesaid amount. Yichang Biaodian is required to repay RMB200,000 on or before 30 April 2019 and an order could be applied to unfreeze the bank accounts; and Yichang Biaodian was required to settle RMB2,000,000 on or before 30 September 2019 and the remaining outstanding amount on or before 30 March 2020. The Yichang Plaintiff 1 has the rights to apply for a court order to enforce Yichang Biaodian to settle all its debts if it fails to repay RMB2,200,000 to the Yichang Plaintiff 1 on or before 30 September 2019. Amount of RMB8,787,000 (equivalent to HK\$10,006,000) are fully provided as liabilities of the Group at 31 December 2018. The restricted bank balance was released on 11 April 2019 upon agreement between the Yichang Plaintiff 1 and Yichang Biaodian.

On 20 November 2019, the Yichang Plaintiff 1 has exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of amount overdue and on 13 May 2022, RMB1,000,000 had been settled. On 19 May 2022, the Yichang Plaintiff 1 and Yichang Biaodian signed a mediation agreement which set out that the outstanding balance would be repaid in 25 monthly installments of RMB300,000 from June 2022 to July 2024, and it would be guaranteed by Mr. Xiong Songgan, a key management personnel of Yichang Biaodian. If Yichang Biaodian fail to repay as scheduled, default interest would be charged at 12% per annum on the outstanding balance owed to the Yichang Plaintiff 1 since 1 May 2019. The directors of the Company considered that as the full amount of the remaining debts of RMB6,387,000 (equivalent to HK\$7,353,000) claimed by Yichang Plaintiff 1 are fully provided as liability of the Group as at 30 September 2022, no further liability will be incurred.

44. 訴訟 (續)

(a) (續)

於二零一九年三月十三日，法院發出民事調解協議，當中載列宜昌原告一及宜昌標典協定有關上述金額之償還條款。宜昌標典須於二零一九年四月三十日或之前償還人民幣200,000元，並可申請頒令解凍銀行賬戶；及宜昌標典須於二零一九年九月三十日或之前清償人民幣2,000,000元及於二零二零年三月三十日或之前清償餘下尚未償還金額。倘宜昌標典未能於二零一九年九月三十日或之前向宜昌原告一償還人民幣2,200,000元，則宜昌原告一有權申請法院頒令強制宜昌標典結算其所有債務。人民幣8,787,000元（相當於10,006,000港元）已於二零一八年十二月三十一日全數撥備為本集團之負債。受限制銀行結餘於宜昌原告一與宜昌標典協定後於二零一九年四月十一日解除。

於二零一九年十一月二十日，宜昌原告一已行使其權利申請法院頒令強制宜昌標典結算逾期款項及於二零二二年五月十三日，人民幣1,000,000元已結算。於二零二二年五月十九日，宜昌原告一與宜昌標典簽訂調解協議，當中載有未償還結餘將於二零二二年六月至二零二四年七月按每筆人民幣300,000元的25個月分期付款償還，且其將由熊崧淦先生（宜昌標典的一名主要管理人員）擔保。倘宜昌標典未能如期償還，將按自二零一九年五月一日起欠付宜昌原告一的未償結餘的每年12%收取違約利息。本公司董事認為，於二零二二年九月三十日，宜昌原告一申索之餘下債務全部款項人民幣6,387,000元（相當於7,353,000港元）已全數撥備為本集團之負債，故並無產生其他負債。

44. LITIGATION (Continued)

- (b) During the year ended 30 September 2019, there was a dispute between Yichang Biaodian and one of its suppliers regarding the settlement of outstanding amounts for construction work performed by the supplier. Legal proceedings were initiated by the supplier (the “Yichang Plaintiff 2”). The Court of Sanxia Ba District denied the application of Yichang Plaintiff 2 for the settlement amount. Yichang Plaintiff 2 appealed to Intermediate People’s Court of Yichang City. On 29 October 2020, the Court issued civil ruling paper which set out the repayment of RMB1,036,000 (equivalent to HK\$1,261,000) from Yichang Biaodian to Yichang Plaintiff 2 within 15 days of the issuance of the civil ruling paper. Yichang Biaodian is required to pay double of the interest expenses for late payment (the “Default Interest”). Yichang Plaintiff 2 has the rights to apply for a court order to enforce Yichang Biaodian to settle all its debts if it fails to repay within 15 days of the issuance of the civil ruling paper.

On 7 January 2021, Yichang Plaintiff 2 has exercised its rights to apply for a court order to enforce Yichang Biaodian for settlement of the amount overdue. On 10 June 2021, the Court issued a consumption restriction order, to restrict Yichang Biaodian (including its legal representative, main person in charge, directly responsible personnel affecting the liability enforcement and the actual controller) and a senior management personnel from certain specified consumption activities. Yichang Biaodian was required to apply for permission from the court before carrying out those restricted consumption activities. For any acts violating the consumption restriction order, the Court has the rights to issue penalty or detention.

44. 訴訟 (續)

- (b) 於截至二零一九年九月三十日止年度，宜昌標典與其一名供應商就結算該供應商所進行建築工程的未結付金額發生糾紛。該供應商（「宜昌原告二」）提出法律程序。三峽大壩區法院駁回宜昌原告二有關結算金額的申請。宜昌原告二向宜昌市中級人民法院提出上訴。於二零二零年十月二十九日，法院頒發民事裁定書，裁定宜昌標典須於民事裁定書頒發後15日內向宜昌原告二償還人民幣1,036,000元（相等於1,261,000港元）。宜昌標典須就逾期還款支付雙倍利息開支（「逾期利息」）。倘宜昌標典未能於民事裁定書頒發後15日內還款，則宜昌原告二有權申請法院頒令強制宜昌標典結算其所有債務。

於二零二一年一月七日，宜昌原告二行使其權利申請法院頒令強制宜昌標典結算逾期款項。於二零二一年六月十日，法院頒發限制消费令，限制宜昌標典（包括其法定代表、主要負責人、影響負債強制執行的直接負責人及實際控制人）及高級管理人員進行若干特定消費活動。宜昌標典於進行該等受限制消費活動前必須向法院申請許可。法院有權對任何違反限制消费令的行為作出處罰或拘留。



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

44. LITIGATION (Continued)

(b) (Continued)

On 27 March 2022, the Yichang Plaintiff 2 and Yichang Biaodian signed a mediation agreement which set out that Yichang Biaodian agreed to repay the outstanding balance together with court fee and the Default Interest incurred up to 28 February 2022, amounted to RMB1,082,000 in aggregate, in two instalments of RMB541,000 each on or before 31 March 2022 and 15 July 2022 respectively. Yichang Plaintiff 2 agreed to assist in application for the release of consumption restriction order upon receipt of first instalment. Yichang Biaodian fully settled the balance during the year ended 30 September 2022.

(c) During the year ended 30 September 2020, Shenzhen Global has been in dispute with a former director of the Group regarding the ownership of the building located in the PRC. Legal proceedings were initiated by the former director (the "Shenzhen Plaintiff"). On 8 July 2020, pursuant to the application from the Shenzhen Plaintiff, the Court in Shenzhen granted an order to preserve the building of Shenzhen Global from being sold by the Group during the period from 9 July 2020 to 8 July 2023. On 6 May 2021, the Court in Shenzhen concluded that the ownership of the building belongs to the Group. On 24 May 2021, the former director lodged an appeal against the decision made by the Court. On 16 December 2021, the Court in Shenzhen rejected the appeal from the former director. On 14 June 2022, the Court in Shenzhen decided to remove the preservation order on the building of Shenzhen Global. Up to the end of the reporting period, no further action was taken by the former director after the rejection from the Court in Shenzhen.

44. 訴訟 (續)

(b) (續)

於二零二二年三月二十七日，宜昌原告二與宜昌標典簽訂調解協議，當中載有宜昌標典同意償還未償還餘額連同法庭費用以及截至二零二二年二月二十八日產生的違約利息，合共為數人民幣1,082,000元，方式為分別於二零二二年三月三十一日及二零二二年七月十五日或之前以兩期付款每期人民幣541,000元。宜昌標典二同意於收到首筆付款後協助申請解除消費禁制令。於截至二零二二年九月三十日止年度，宜昌標典已全數償付結餘。

(c) 截至二零二零年九月三十日止年度，深圳環球與本集團一名前董事發生糾紛，內容有關位於中國之樓宇所有權。前董事（「深圳原告」）已提出法律程序。於二零二零年七月八日，根據深圳原告之申請，深圳市法院頒令保留深圳環球之樓宇，於二零二零年七月九日至二零二三年七月八日期間本集團不得予以出售。於二零二一年五月六日，深圳市法院認為樓宇所有權屬於本集團。於二零二一年五月二十四日，前董事就法院作出之裁決提出上訴。於二零二一年十二月十六日，深圳市法院拒絕來自前董事的上訴。於二零二二年六月十四日，深圳市法院決定取消有關深圳環球樓宇的保留令。截至報告期末，於深圳市法院拒絕後，前董事概無採納進一步行動。

綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

45. OPERATING LEASE ARRANGEMENTS

The Group regularly entered into short-term leases for car parking spaces. As at 30 September 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in note 20. As at 30 September 2022, the outstanding lease commitments relating to these car parking spaces is HK\$108,000 (2021: HK\$68,000).

46. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting year are as follows:

45. 經營租賃安排

本集團定期就停車位訂立短期租賃。於二零二二年九月三十日，短期租賃投資組合與於附註20披露之短期租賃開支涉及的短期租賃投資組合相若。於二零二二年九月三十日，與該等停車位有關之未償還租賃承擔為108,000港元（二零二一年：68,000港元）。

46. 資本承擔

本集團於報告年度末的資本承擔如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment, development of systems and networks	與收購物業、廠房及設備以及系統及網絡開發有關的資本開支		
– contracted but not accounted for	— 已訂約但未入賬	30,353	9,902



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

47. RELATED PARTY TRANSACTIONS

(a) Related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

47. 關聯方交易

(a) 關聯方交易

除該等財務報表中其他部分詳述之交易外，本集團於年內擁有以下與關聯方之重大交易：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Finance costs incurred in respect of loans from a senior management personnel of a subsidiary and the related parties	就來自一間附屬公司高級管理層人員及關聯方之貸款產生之財務成本	-	257
Purchase of natural gas from companies controlled by senior management personnel of a subsidiary	向一間附屬公司高級管理層人員控制之數間公司購買天然氣	-	1,590
Purchase of raw materials from controlled by senior management personnel of a subsidiary	向一間附屬公司高級管理層人員控制之數間公司購買原材料	276	451
Rent of short-term lease to a non-controlling shareholder	向一名非控股股東出租短期租賃	-	72
Sale of natural gas to a company controlled by senior management personnel of a subsidiary	向一間附屬公司高級管理層人員控制之一間公司銷售天然氣	-	(98)
Service and leasing income from a company controlled by a director	來自一名董事控制之一間公司之服務及租賃收入	(859)	(4,444)

47. RELATED PARTY TRANSACTIONS (Continued)

(a) Related party transactions (Continued)

The related party transactions above also constitute connected transaction or continuing connected transaction as defined in Chapter 20 of the GEM Listing Rules, and the Group has complied with the requirement in Chapter 20 of the GEM Listing Rules. Details of connected transaction are disclosed in “Connected Transaction” section in the annual report.

(b) Details of guarantees provided by related parties for bank borrowings granted to the Group are as set out in note 37 to the consolidated financial statements.

(c) Compensation of key management personnel

The details of remuneration of key management personnel, represents the emoluments of directors of the Company paid during the year and set out in note 15(a).

The remuneration of directors and other members of key management during the year was follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Short term benefits	短期福利	1,522	1,528

47. 關聯方交易 (續)

(a) 關聯方交易 (續)

上述關聯方交易亦構成GEM上市規則第二十章所界定之關連交易或持續關連交易，而本集團已遵守GEM上市規則第二十章之規定。關連交易之詳情於年報「關連交易」一節內披露。

(b) 關聯方就向本集團授出之銀行借款提供之擔保詳情載於綜合財務報表附註37。

(c) 主要管理人員之薪酬

主要管理人員之薪酬詳情指年內已付本公司董事酬金，並載於附註15(a)。

年內董事及主要管理層其他成員之薪酬如下：



綜合財務報表附註

Notes to the Consolidated Financial Statements

截至二零二二年九月三十日止年度 For the year ended 30 September 2022

47. RELATED PARTY TRANSACTIONS (Continued)

47. 關聯方交易 (續)

(d) Amounts due from/(to) related parties

(d) 應收／(付) 關聯方款項

Name of related party 關聯方姓名／名稱	Relationship 關係	Terms 條款	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Wu Xiachen 吳夏晨	Son of a director of the Company 本公司一名董事的兒子	Unsecured, interest-free and repayable on demand 無抵押、免息及按要求 償還	1,019	1,591
Tang Xia 湯霞	Daughter-in-law of a director of the Company 本公司一名董事的兒媳	Unsecured, interest-free and repayable on demand 無抵押、免息及按要求 償還	(1,151)	(1,218)
上海廣大基礎工程有限公司	Controlled by a director of the Company 由本公司一名董事控制	Unsecured, interest-free and repayable on demand 無抵押、免息及按要求 償還	(8,737)	-

48. CONTINGENT LIABILITIES

Apart from as disclosed in elsewhere in these consolidated financial statements, the Group did not have any other significant contingent liabilities at 30 September 2022 (2021: Nil).

48. 或然負債

除該等綜合財務報表其他部分所披露者外，於二零二二年九月三十日，本集團並無任何其他重大或然負債（二零二一年：無）。

49. EVENTS AFTER THE REPORTING PERIOD

On 25 November 2022, Shanghai Senchou has completed the acquisition of certain machinery with price of RMB24,270,000 from an independent third party vendor included in the contracts signed with the vendor on 29 March 2022 and 3 August 2022 as announced on respective dates. Deposits for acquisition of property, plant and equipment of RMB7,289,000 (equivalent to HK\$8,391,000) as at 30 September 2022 are utilised on that date. Details of the acquisition of machinery are disclosed in the Company's announcements dated 29 March 2022 and 3 August 2022.

49. 報告期後事項

於二零二二年十一月二十五日，上海森籌完成自獨立第三方供應商以採購價人民幣24,270,000元收購若干機器，該採購載於與供應商於二零二二年三月二十九日及二零二二年八月三日簽立並於相關日期公佈的合約。於二零二二年九月三十日，採購物業、廠房及設備之按金人民幣7,289,000元（相當於8,391,000港元）於當日獲動用。採購機器的詳情於本公司日期為二零二二年三月二十九日及二零二二年八月三日的公告披露。

五年財務概要

Five-Year Financial Summary

The following is a summary of the consolidated results and the assets, liabilities and non-controlling interests of the Group for the last five financial years.

以下為本集團於過去五個財政年度之綜合業績及資產、負債及非控股權益概要。

RESULTS

業績

		Year ended 30 September			Nine months ended 30 September	Year ended 31 December
		截至九月三十日止年度			截至九月三十日止九個月	十二月三十一日止年度
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	136,241	71,486	42,734	35,925	108,716
Profit/(loss) before tax	除稅前溢利/(虧損)					
- from continuing operations	—來自持續經營業務	14,131	(23,410)	(295,167)	(68,643)	(84,884)
- from discontinued operations	—來自已終止經營業務	-	-	(7,345)	-	(5,520)
Income tax (expense)/credit	所得稅(開支)/抵免	(3,450)	643	28,349	4,981	1,973
Profit/(loss) for the year	年內溢利/(虧損)	10,681	(22,767)	(274,163)	(63,662)	(88,431)
(Loss)/profit for the year attributable to:	以下人士應佔年內(虧損)/溢利:					
Owners of the Company	本公司擁有人	(15,504)	(20,982)	(101,836)	(31,585)	(70,595)
Non-controlling interests	非控股權益	26,185	(1,785)	(172,327)	(32,077)	(17,836)
		10,681	(22,767)	(274,163)	(63,662)	(88,431)
Loss per share	每股虧損					
Basic (in HK cents)	基本(每股港仙)	(3.40)	(15.20)	(110.89)	(40.71)	(98.92)
Diluted (in HK cents)	攤薄(每股港仙)	(3.40)	(15.20)	(110.89)	(42.65)	(98.92)
				(restated) (經重列)	(restated) (經重列)	(restated) (經重列)

ASSETS AND LIABILITIES

資產與負債

		As at 30 September				As at 31 December
		於九月三十日				於十二月三十一日
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產值	239,857	245,243	225,668	495,321	553,917
Total liabilities	總負債值	(157,520)	(172,611)	(191,921)	(217,538)	(196,502)
Net assets	資產淨額	82,337	72,632	33,747	277,783	357,415

