

# ZJ 中基長壽科學

ZHONG JI LONGEVITY SCIENCE

Zhong Ji Longevity Science Group Limited  
中基長壽科學集團有限公司

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

Stock Code 股份代號 : 767



**2022**年報  
ANNUAL REPORT

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# CORPORATE INFORMATION

## 公司資料

### EXECUTIVE DIRECTORS

Mr. YAN Li (*Chairman*)  
Mr. YAN Yifan (*Chief Executive Officer*)  
Mr. LI Xiaoshuang  
Ms. CAO XIE Qiong

### NON-EXECUTIVE DIRECTORS

Dr. HE Yiwu  
Mr. Lyn Changsheng

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. LEE See Barry  
Mr. WANG Ning  
Prof. HUANG Cibo

### AUDIT COMMITTEE

Mr. LEE See Barry (*Chairman*)  
Mr. WANG Ning  
Prof. HUANG Cibo

### NOMINATION COMMITTEE

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. WANG Ning  
Prof. HUANG Cibo

### REMUNERATION COMMITTEE

Mr. WANG Ning (*Chairman*)  
Mr. LEE See Barry  
Prof. HUANG Cibo

### RISK MANAGEMENT COMMITTEE

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. WANG Ning  
Prof. HUANG Cibo

### SHARE AWARD COMMITTEE

Mr. YAN Li (*Chairman*)  
Mr. LEE See Barry  
Mr. WANG Ning  
Prof. HUANG Cibo

### COMPANY SECRETARY

Mr. WAN San Fai, Vincent

### 執行董事

閻立先生(主席)  
閻一帆先生(行政總裁)  
李小雙先生  
曹衆女士

### 非執行董事

何亦武博士  
呂長勝先生

### 獨立非執行董事

李思先生  
王寧先生  
黃慈波教授

### 審核委員會

李思先生(主席)  
王寧先生  
黃慈波教授

### 提名委員會

閻立先生(主席)  
李思先生  
王寧先生  
黃慈波教授

### 薪酬委員會

王寧先生(主席)  
李思先生  
黃慈波教授

### 風險管理委員會

閻立先生(主席)  
李思先生  
王寧先生  
黃慈波教授

### 股份獎勵委員會

閻立先生(主席)  
李思先生  
王寧先生  
黃慈波教授

### 公司秘書

溫新輝先生

## AUTHORISED REPRESENTATIVES

Mr. YAN Li  
Mr. WAN San Fai, Vincent

## AUDITOR

Elite Partners CPA Limited  
10/F,  
8 Observatory Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

## PRINCIPAL BANKERS

CMB Wing Lung Bank Limited  
DBS Bank (Hong Kong) Limited

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

## REGISTERED OFFICE

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton, HM 10  
Bermuda

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite Nos. 01-03, 19/F., Sino Plaza  
255-257 Gloucester Road  
Causeway Bay  
Hong Kong

## COMPANY'S WEBSITE

<http://www.irasia.com/listco/hk/zhongjilongevity>

## STOCK CODE

767

## 授權代表

閔立先生  
溫新輝先生

## 核數師

開元信德會計師事務所有限公司  
香港  
九龍尖沙咀  
天文臺道8號  
10樓

## 主要往來銀行

招商永隆銀行有限公司  
星展銀行(香港)有限公司

## 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited  
4th Floor, North Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

## 香港股份過戶登記分處

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

## 註冊辦事處

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton, HM 10  
Bermuda

## 香港主要營業地點

香港  
銅鑼灣  
告士打道255-257號  
信和廣場19樓01-03室

## 公司網站

<http://www.irasia.com/listco/hk/zhongjilongevity>

## 股份代號

767

# FINANCIAL SUMMARY

## 財務資料概要

### STATEMENT OF PROFIT OR LOSS

The following is a summary of the audited consolidated results of the Group for the respective years as hereunder stated.

### 損益表

以下為本集團於下列相關年度之經審核綜合業績概要。

		For the year ended 31 December 截至十二月三十一日止年度				
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Revenue	收益	<b>89,668</b>	61,119	80,022	145,846	180,048
(Loss)/profit attributable to the owners of the Company	歸屬於本公司擁有人之(虧損)/溢利	<b>(904)</b>	6,055	(11,487)	(825,678)	(2,199,094)
Dividends	股息	-	-	-	-	-

### STATEMENT OF FINANCIAL POSITION

The following is a summary of the audited consolidated statement of financial position of the Group as at the respective dates as hereunder stated.

### 財務狀況報表

以下為本集團於下列相關日期之經審核綜合財務狀況報表概要。

		As at 31 December 於十二月三十一日				
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元
Plant and equipment	廠房及設備	<b>1,519</b>	1,652	1,370	339	1,019
Investment properties	投資物業	<b>24,411</b>	26,001	30,523	-	-
Right-of-use assets	使用權資產	<b>1,265</b>	4,832	1,156	1,172	-
Interest in joint ventures	於合營企業之權益	<b>80</b>	5,753	3,504	1,598	-
Deposits, prepayments and other receivables (non-current portions)	按金、預付款項及其他應收款項(非流動部分)	-	-	62,691	38	94
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	<b>9,859</b>	56,877	73,345	603,385	369,660
Financial assets at amortised cost	按攤銷成本入賬之金融資產	-	-	-	59,755	157,295
Loan and interest receivables	應收貸款及利息	<b>172,289</b>	217,864	167,440	154,196	907,098
Trade receivables	應收賬款	<b>654</b>	19	-	55,788	43,750
Financial assets at fair value through profit or loss	按公平值透過損益入賬之金融資產	-	-	-	-	45,677
Other current assets	其他流動資產	<b>274,762</b>	204,497	138,211	352,895	182,487
Current liabilities	流動負債	<b>(63,353)</b>	(44,539)	(21,752)	(261,797)	(140,309)
Deferred tax liabilities	遞延稅項負債	<b>(637)</b>	(766)	(1,207)	-	-
Other non-current liabilities	其他非流動負債	-	(1,472)	(395)	-	-
Representing:	指:					
Share capital	股本	<b>4,257</b>	3,870	3,870	3,870	3,870
Reserves	儲備	<b>389,572</b>	439,878	424,962	938,687	1,537,537
Non-controlling interests	非控股權益	<b>27,020</b>	26,970	26,054	24,812	25,364
Shareholders' equity	股東權益	<b>420,849</b>	470,718	454,886	967,369	1,566,771

Dear Shareholders,

In 2022, Zhong Ji Longevity Science forged ahead and made steady progress despite challenging circumstances with announced HKEX and Listing Committee to suspend trading decision in the Company's shares (from January to late July 2022) and the COVID-19 pandemic (from January to December 2022). The Company respected the laws of scientific development and adhered to the concept of "providing the best longevity biological products and longevity management services at a global height and international standard". The Company continued to improve our industrial and product chains while enhancing our corporate governance and business operations to ensure the healthy and sustainable development of the Company.

Later July 2022, the Company worked hard with our partners and overcame difficulties to successfully appeal to, the Listing Review Committee after verifications considering all facts and circumstances finally concluded that the longevity science business of Zhong Ji Longevity Science Group has a promising prospect and could develop into a sizeable, viable and sustainable business in the future. Consider the interests of all investors and resume trading has offered the Company with a normal and fair development environment, laying a solid foundation for the healthy and sustainable development of Zhong Ji Longevity Science.

In 2022, the Company improvised its services and product chains around "longevity biological products and longevity management", have initially formed a layout of Research & Development and production in the US, services in Hong Kong China and Japan, with marketing clients in China. In terms of longevity biological products, four longevity biological products developed and produced by the US division all received the highest global standard of certification, and have formed strategic sales partnerships with Sinopharm Group, Naber Pharmacy, Hong Kong Mannings Pharmacy and Wing Wah Pharmacy, etc. All of them were well-recognized by high net worth individuals. In terms of longevity management, we have been committed to providing international advanced medical services certified by the world's highest standards and with the best clinical results based

尊敬的各位股東：

二零二二年，面對港交所及上市委員會要求本公司停止股份買賣的決定（由二零二二年一月至七月下旬）和新冠肺炎疫情（由二零二二年一月至十二月）等多重考驗，中基長壽科學勇往直前，穩中求進。本公司尊重科學發展規律，堅持「世界高度、國際標準，提供最好的長壽生物製品和長壽管理服務」的理念，不斷完善提升產業鏈和產品鏈，不斷提升本公司治理水準和業務運營水準，保障本公司健康、持續發展。

2022年7月下旬，本公司與合作夥伴共同努力奮鬥，克服困難，成功上訴，上市覆核委員會經核查並考慮所有事實及情況後，最終認為中基長壽科學集團的長壽科學業務前景光明，未來可以發展成為具規模、可行及可持續業務。考慮到所有投資者的利益，恢復股份買賣為本公司提供一個正常、公平的發展環境，為中基長壽科學健康及可持續發展奠定了良好基礎。

二零二二年，本公司圍繞「長壽生物製品及長壽管理」，不斷完善提升產業鏈和產品鏈，初步形成美國研發、生產，香港、中國和日本服務，中國營銷客戶的佈局。在長壽生物製品方面，美國分部研製生產的4款長壽生物製品全部拿到了全球最高標準的國際認證，和國藥集團、南北藥行、香港萬甯藥房、榮華藥房等形成戰略銷售夥伴，深受高淨值人群歡迎；在長壽管理方面，本公司以會員制為基礎，堅持提供世界最高標準認證、臨床效果最好的國際先進醫療服務，和全球科學服務領導者賽默飛世爾科技（市值超20萬億港元）共建大中華區戰略合作中心，和斯坦福大學轉化醫學中心共建香港國際先進醫療中心，和新湖財富等戰略合作夥伴共同打造世

on our membership scheme. The Company have established the Greater China Strategic Collaboration Centre with Thermo Fisher Scientific, a global leader in scientific services with a market value of over HK\$20,000 billion, the Hong Kong International Advanced Medical Center with the Center for Translational Medicine of Stanford University, and joined hands with the Xinhu Wealth and other strategic partners to build the membership-based international longevity management organization of the world's highest standard focusing on high net worth individuals, providing international advanced medical services in Hong Kong, Shenzhen, Los Angeles and Tokyo respectively.

In 2022, with respect to the lending and financing consultation business, given the economic downturn and increased business risks arising from the COVID-19 pandemic, we adhered to a strategy, value and result-oriented approach to continuously improve and upgrade our operational standards with a view to better protecting the healthy and sustainable development of the Company and the interests of our shareholders.

Looking ahead to 2023, despite persisting uncertainties arising from factors such as the economic downturn, geopolitical risks, and currency and financial policy risks, we believe that the recovery brought about by the resumption of cross-border travel will certainly drive the Company's growth. In the future, the Company will focus on the long-term interests of our shareholders by continuously optimising the industrial and product chains, and improving our corporate governance and business operations, in order to ensure the healthy and sustainable development of the Company.

Last but not least, I would like to express my sincere gratitude to the Board of Directors and our members of staff for their loyalty, hard work, professionalism and valuable contribution. Going forward, we, as always, will adhere to the rules and laws in scientific development and give our utmost effort to deliver longevity biological products and longevity management services of world-leading international standard, and reward the steadfast support of the society at large towards Zhong Ji Longevity Science!

**YAN Li**

*Chairman*

Hong Kong, 18 April 2023

界最高標準的以高淨值人士為核心的會員制國際長壽管理機構，分別在香港、深圳、洛杉磯、東京提供國際先進醫療服務。

二零二二年，在借貸和金融諮詢業務方面，面對新冠肺炎疫情帶來的經濟衰退和業務風險增大，為了更好的保障本公司健康、持續發展和股東利益，我們堅持以戰略、價值、結果為導向，不斷完善提升運營水準。

展望二零二三年，經濟衰退、地緣政策風險、貨幣及財務政策風險等因素，依然會帶來不確定情況，但我們相信，通關帶來的復蘇一定會對公司的發展帶來支持。未來，本公司將圍繞股東長遠利益，繼續優化產業鏈和產品鏈，提升公司治理水準和業務運營水準，保障公司健康、持續發展。

最後，本人謹向董事會及公司全體員工的忠誠努力、專業精神、寶貴奉獻致以衷心感謝！未來，我們將一如既往尊重科學發展規律，一如既往的全力以赴，提供世界領先、國際標準的長壽生物製品和長壽管理服務，回饋社會各界對中基長壽科學的支持！

**閻立**

*主席*

香港，二零二三年四月十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析



### INTRODUCTION

Zhong Ji Longevity Science Group Limited (the “**Company**”), together with its subsidiaries (collectively the “**Group**”) have been focusing on expanding its longevity science business. In addition to operating and managing its existing businesses of money lending & financial advisory business, securities and other investment business, and property investment business.

On Year 2016 to 2020, despite the Vendor irrevocably undertaking on secure relevant loans operating licenses such proposed profits guarantee Caijia P2P internet loans Business were prohibited in operation and force closure with curb on various Acquisition Target Caijia P2P companies domicile in various cities, due to People’s Republic of China (“**PRC**”) government P2P Finance legislations publicly announced in Year 2015 & 2016 promulgated to new Regulatory policy 互聯網金融網絡借貸風險整治辦函(2019) 83號—關於網絡借貸信息中藉機構轉型小額貸款公司的指導意見” 《Guidance on statutory demand in transform Internet Finance Lending Intermediaries into Small Loan Finance Companies》. On consequence, during 11 November 2021 and 17 December 2021, the Hong Kong Stock Exchange has issued a show case letter on non-compliance with Rule 13.24 demonstrated by the Company acquired Caijia P2P loans Business revenue has significantly declined from HK\$490.7 million of operating year 2015 to minimal HK\$0.02 million in Year 2018 (the “**Caijia P2P Business**”), has failed to maintain a sufficient level of operations in compliance to Rule 13.24 therefore warrant a suspend in trading of the Company shares herein (the “**suspend trading decision**”). Thereafter on 15 March 2022 hearing with the Listing Committee has upheld this Suspend Decision pursuant to rule 6.01(3) of the Listing Rule.

Pursuant to same rule on subsequent 5 July 2022 appeal hearing by Listing Review Committee with a final outcome received and announced on 25 July 2022, considering all the announced outlined facts and reasons, this suspend trading decision was overwhelmingly overthrown with a resume of trading decision therein (the “**resume trading decision**”).

### 緒言

中基長壽科學集團有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)一直專注拓展長壽科學業務。此外，亦經營及管理其現有借貸及金融諮詢業務、證券及其他投資業務及物業投資業務。

於二零一六年至二零二零年，儘管賣方不可撤銷地承諾以建議保障溢利作為相關貸款營業牌照的擔保，但由於中華人民共和國(「**中國**」)政府於二零一五年及二零一六年頒佈P2P融資法例，出台新監管政策《互聯網金融網絡借貸風險整治辦函(2019) 83號—關於網絡借貸信息中藉機構轉型小額貸款公司的指導意見》，財加P2P的網絡貸款業務遭禁止營運，被迫終止，於各城市經營的財加P2P公司的各種收購目標亦受到限制。因此，於二零二一年十一月十一日及二零二一年十二月十七日，香港聯交所發出一封不遵守第13.24條規定的示意函，表示本公司收購的財加P2P貸款業務收益由二零一五營運年度的490.7百萬港元大幅下跌至二零一八年最低的0.02百萬港元(「**財加P2P貸款業務**」)，本公司未能按照第13.24條的規定維持足夠的營運水平，故此需要暫停本公司股份買賣(「**暫停買賣決定**」)。其後，於二零二二年三月十五日的聆訊上，上市委員會根據上市規則第6.01(3)條維持此項暫停決定。

根據上市覆核委員會隨後於二零二二年七月五日舉行的上訴聆訊與二零二二年七月二十五日收到及公佈的最終結果相同的裁決，考慮到所有公佈的概述事實及理由，此項暫停買賣決定被徹底推翻，並頒佈恢復買賣決定(「**恢復買賣決定**」)。

The considered facts, not limited to, the Company submitted that its circumstances fell within paragraph 8(b) of GL106-19 which sets out that an issuer experiencing a temporary reduction or suspension of operations due to market conditions would not be considered to have failed Rule 13.24(1) only because of temporary circumstances and transition in the sector. The Company also referred to the Listing Issuer Regulation Newsletter of December 2020. The Company stressed that the changes in loan interest income derived from the P2P Business were mainly due to the compliance requirements under national policies issued to gradually phase out or prohibited Caijia P2P Business in the PRC. The Company's position accordingly was that changes in its Caijia P2P Business income should not have been taken into account in the overall assessment of the Company's Money Lending Business based on the principles outlined in GL106-19 and the newsletter.

Also, as submitted The Company had never terminated or run-down its principal Money Lending Business (with Financial Advisory), nevertheless a difficult transition between Years 2019, 2020 (and 2021) under regulatory environment, which the PRC authorities after curbing P2P internet finance loans since Year 2015 now had also promulgated a new policy to transform existing non-defaulting P2P loan business to small loans for companies. The Company's Money Lending Business (including the Financial and Investment Advisory Services) had been reformed accordingly to meet the requirements of financial policies and regulations in the PRC since Year 2021. Hence, the Company its Money Lending Business (including the Financial and Investment Advisory Services) remained a key business segment of the Company and was carried out under two models:- (i) lending to corporate customers, and (ii) providing secured loans byway of strategic cooperation with three PRC fund companies (the "**Strategic Partners**") that hold lending licenses via the broad customer base of the Strategic Partners should be regarded as customers of the Group.

經考慮種種事實，(惟不限於)本公司提出其情況屬於GL106-19第8(b)段的範圍，其中載列由於市況而令業務暫時縮減或暫停的發行人，不會單單因為這些短暫情況及過渡而被視為不符合第13.24(1)條。本公司亦提述二零二零年十二月的《上市發行人監管通訊》。本公司強調，來自P2P業務的貸款利息收入的變化，主要由於根據國家政策出台的合規要求，在中國逐步淘汰或禁止財加P2P業務。因此，本公司的立場是，根據GL106-19及監管通訊中概述的原則，在對本公司的放貸業務進行整體評估時，不應計及財加P2P業務收入的變化。

此外，如先前所指，本公司從未終止或縮減其主要放債業務(及金融諮詢)，然而在二零一九年、二零二零年(及二零二一年)監管環境的艱難過渡下，中國當局自二零一五年遏制P2P互聯網金融貸款後，現也頒佈新政策，將現有的非違約P2P貸款業務轉為公司的小額貸款。本公司對放債業務(包括金融及投資諮詢服務)進行了相應的改革以符合自二零二一年起中國的金融政策及法規規定。因此，本公司的放債業務(包括金融及投資諮詢服務)仍為本公司的主要業務分部並按兩個模式進行：(i)向企業客戶貸款；及(ii)通過與三家持有貸款許可證的中國基金公司(「**戰略合作夥伴**」)的戰略合作，提供擔保貸款，戰略合作夥伴的廣泛客戶群應被視為本集團的客戶。

Since Caijia P2P Internet loans business was ceased by authority but Company others secure mortgage loans (i.e. non-P2P money lending business), namely “Money Lending & Financial Advisory Business in compliance with above-mentioned Small Loan Finance Companies guidance law has operated into Two models: (a) A “Strategic Partners Model” managing a sizeable portfolio of loan assets (1st and/or 2nd mortgage home loans or secured loans (including outstanding principal and interest) via in cooperation with Strategic Partners whom has adequate Loan Finance license, without Company assuming role of a direct lender, whereby Company owned 100% portfolio capital or with 10% capital contribution only. (b) The “Corporate and personal borrowers Model” wherein Company act as a direct lender via Company’s loan Agreements in both China and Hong Kong, with such loan assets. Our Loan Strategic Partners were: China Foreign Economy and Trade Trust Co. Ltd 中國對外經濟貿易信託有限公司 (“**FOTIC**”) and Shenzhen Fanhua Joint Investment Group Co. Ltd 深圳泛華聯合投資集團有限公司 (“**Fanhua**”) & 重慶輝科諾企業管理有限公司 (“**Haier**”).

On the Year 2022, the existing Money Lending & Financial Advisory Business has emerged form ex-post P2P loans Business transition phase and continue with a steady recovery growth path, despite amid the COVID-19 stringent market environment considering major clientele cities Beijing, Shanghai, Shenzhen, Chongqing and others were imposed by massive quarantine isolations, cities or district zones lock down and/or transport restrictions or bans during August to December months of Year 2022. This has restraint physical brokerage of home loans or secured loans accessibility with hammered property transaction levels in both PRC mainland and Hong Kong.

財加P2P網絡貸款業務遭當局終止後，惟本公司其他抵押按揭貸款(即非P2P放貸業務，稱為「借貸及金融諮詢業務」)按照上述小額貸款公司的指導法律，該業務分兩個模式營運：(a)「策略合夥模式」透過與擁有恰當貸款融資牌照的策略夥伴合作，管理規模可觀的貸款資產組合(一按及／或二按房屋貸款或有抵押貸款，包括未償還本金連利息)，而本公司毋須充當直接貸款人，本公司於該模式的組合當中擁有100%權益或僅10%的出資。(b)於「企業及個人借款人模式」當中，本公司透過其於中港兩地的貸款協議及有關貸款資產充當直接貸款人。我們的貸款策略合作夥伴為中國對外經濟貿易信託有限公司(「**中國外貿信託**」)、深圳泛華聯合投資集團有限公司(「**泛華**」)及重慶輝科諾企業管理有限公司(「**輝科諾**」)。

於二零二二年，儘管主要客戶城市北京、上海、瀋陽、重慶和其他城市在二零二二年八月至十二月期間受到大規模的檢疫隔離、城市或地區封鎖及／或交通限制或禁令的影響，現有的借貸及金融諮詢業務已經擺脫了P2P貸款業務的過渡階段，並繼續保持穩定復甦增長。惟中國大陸及香港的房地產交易水平受到影響，令住房貸款的實際操作或擔保貸款的供應受到局限。

Further, the Company has diversified into Longevity Science Business in second half of Year 2020, involved: (i) the provision of diagnostic consultations and testing (**Testing Services**); (ii) the production and distribution of longevity biological products. The Company also planned to expand its product portfolio through its research and development capabilities (**R&D**) and efforts developing new formulae through improving its existing formulae. One of its major products (ZJ1) containing nicotinamide mononucleotide (**NMN**) which had a unique formula and was one of the world's first NMN supplement packaged in soft capsules received FDA certification and PDR certification. In addition the Company was selling timed-release vitamin C (**VC**) products with the Group's formula both in the PRC and Hong Kong. The Longevity Science Business consisted of 32 people including research and development (R&D) staff, doctors, nurses, and laboratory staff. The Company outlined it had a number of distinguished persons acting as advisers on R&D to the Longevity Science Business including notably a Nobel Prize winner. With respect to the Testing Services, the Company set out that the two examination centres of the Group had obtained approval of the Department of Health of Hong Kong and had commenced operations, with one operated as a daily license clinic as well.

In financial year 2022, the Group continue enhanced its financial performance by diversified into promising longevity medical health business comprise Zhong Ji Longevity Science's Hong Kong day-time medical centres, which provide advance Tumor Cells screening, Immunity/Killer cell Test, Joint Health Blood & Micronutrients Test, Female & Male Fertility & Salivary Hormone Test, Comprehensive Thyroid assessment and patent Third Generation Whole Genome Sequencing Genetic Test. The Longevity medical business further offer Autologous NK Cells Storage, High Efficacy CBNK Cells, improve subhealth and Cancer prevention and anti-aging. After tests and treatments, the clients are offer with products sale of Second- Generation High Potency MSC, High Potency Antioxidant Supplement, ZHJ Vitamin C, Nicotinamide Mononucleotide ("**NMN**") Supplement tablets, offering the primary sale income and memberships revenue of Zhong Ji Longevity Science Health business. Through our patent innovative longevity health care solutions, the Group is committed to offer an advance medical business into Great China region and Hong Kong.

In the future, the Company will continue to respect the laws of scientific development and do our utmost to provide world-leading and state-of-the-art longevity biological products and longevity management services, for giving back to the community's support for Zhong Ji Longevity Science.

The report is presented in Hong Kong dollars ("**HK\$**"), which is the same as the functional currency of the Group.

此外，本公司已於二零二零年下半年多元開展至長壽科學業務，涉及：(i) 提供診斷諮詢及測試（「**測試服務**」）；(ii) 生產及分銷長壽生物產品。本公司亦計畫通過其研發實力（「**研發**」）及通過改進其現有配方來努力開發新配方，從而擴大其產品組合。其主要產品之一（中基1號）含有煙醯胺單核苷酸（「**NMN**」），具有獨特配方，是世界上第一款軟膠囊包裝的NMN保健品之一，並已獲得FDA認證及PDR認證。此外，本公司在中國及香港銷售採用本集團配方的定時釋放維生素C（「**VC**」）產品。長壽科學業務由32人組成，包括研發人員、醫生、護士及實驗室人員。本公司概述其有多名傑出人士擔任長壽科學業務的研發顧問，其中特別包括一位諾貝爾獎得主。在測試服務方面，本公司指出，本集團的兩間檢測中心已獲得香港衛生署的批准，並已開始運作，其中一間亦作為日常持牌診所運作。

於二零二二年財政年度，本集團繼續加強其財務表現，多元化發展前景秀麗的長壽醫療業務，包括香港的中基長壽日間醫療中心，提供先進的腫瘤細胞篩查，免疫／殺傷細胞測試，關節健康血液和微量元素測試，女性和男性的生育和唾液激素測試，全面的甲狀腺評估和第三代全基因組測序基因測試專利。長壽醫療業務進一步提供自體NK細胞儲存，高效CBNK細胞，改善亞健康和防癌抗衰老。在測試和治療之後，客戶可以獲得第二代高效間充質幹細胞、高效抗氧化劑、ZHJ維生素C、煙醯胺單核苷酸（「**NMN**」）補充片等產品的銷售，為中基長壽科學健康業務提供主要的銷售收入和會員收入。通過我們的專利創新長壽保健解決方案，本集團致力於為大中華地區和香港提供先進的醫療業務。

未來，我們將一如既往的尊重科學發展規律，一如既往的全力以赴，提供世界領先、國際標準的長壽生物製品和長壽管理服務，回饋社會各界對中基長壽科學的支持。

本報告以港元（「**港元**」）呈列，港元亦即本集團之功能貨幣。

## FINANCIAL RESULTS

For the year ended 31 December 2022 (“reporting year”), the coronavirus disease 2019 (“COVID-19”) against the global economy continued to post uncertainties in the year of 2022, despite the launch of three rounds vaccination in different countries around the world, the recovery pace remained sluggish, the new virus variant that forced countries to implement cities lock down or transport/travel halt measures to combat the spread of the pandemic in PRC. Further, the global expansionary monetary policy had triggered the inflationary and debt default risk, now observed in PRC property market overall across Beijing, Chongqing, Chengdu, Suzhou, Tianjin, Shanghai cities, caused sluggish impact on the home loans or secured loans performance of the Money Lending & Financial Advisory Business.

The Group was principally engaged in the Money Lending & Financial advisory business, securities and other investments, and property investments. Given such restraint Trading environment and sluggish sentiment in PRC property market, in mitigate the volatility risk, the Group took a rather prudent approach in operating the Money Lending business except via Strategic Partners loans originated, thus a static performance was observed. Nevertheless, the newly ventured Longevity science business recorded a pretty impressive set of results for the Group in 2022.

During the report year, the Group recorded a total revenue of approximately HK\$89,668,000 (2021: HK\$61,119,000) with profit for year amounted to approximately HK\$701,000 (2021: HK\$6,200,000). The Money lending and financial advisory Business demonstrate a static revenue of approximately HK\$45,748,000 and a segment profit of approximately HK\$30,913,000. Nevertheless, the longevity science business contributed revenue of approximately HK\$43,920,000 and a segment profit of approximately HK\$8,953,000 which served as a cushion to alleviate the overall Company performance.

The basic and diluted loss per share were approximately HK\$0.01 cents (2021: earnings per share of HK\$0.04 cents).

As at 31 December 2022, the consolidated net assets of the Group were approximately HK\$420,849,000 (2021: HK\$470,718,000).

## 財務業績

於截至二零二二年十二月三十一日止年度（「報告年度」），2019冠狀病毒病（「新冠肺炎」）對全球經濟的影響持續於二零二二年構成不確定性。儘管全球不同國家各國開始第三輪的疫苗接種，回復速度仍然緩慢，新變種病毒株令各國實施城市封鎖或運輸／旅行停擺措施，以對抗國內疫情的蔓延。此外，全球擴張性貨幣政策引發了通脹及債務違約風險，目前在北京、重慶、成都、蘇州、天津、上海等城市的中國房地產市場整體上觀察到，對借貸及金融諮詢業務的住房貸款或有抵押貸款表現造成不利影響。

本集團主要從事借貸及金融諮詢業務、證券及其他投資及物業投資。鑑於中國房地產市場受限制的交易環境及疲弱的氣氛，為減輕波動風險，除了通過戰略合作夥伴發起的貸款外，本集團在經營借貸業務時採取了相當審慎的態度，因此表現平淡。儘管如此，新成立的長壽科學業務在二零二二年為集團錄得相當可觀的業績。

於報告年度，本集團錄得總收益約89,668,000港元（二零二一：61,119,000港元），年度溢利錄得約701,000港元（二零二一年：6,200,000港元）。借貸及金融諮詢業務錄得靜態收入約45,748,000港元及分部溢利約30,913,000港元。整體而言，長壽科學業務貢獻了約43,920,000港元的收益和約8,953,000港元的分部溢利，為本公司整體業績提供了緩衝。

每股基本及攤薄虧損約為0.01港仙（二零二一年：每股盈利0.04港仙）。

於二零二二年十二月三十一日，本集團之綜合資產淨值約為420,849,000港元（二零二一年：470,718,000港元）。

## BUSINESS REVIEW

### Longevity Science Business

Recognising the strong growth potential of the longevity science sector, the Group has been stepping up its investment to accelerate its transformation since last year. During the reporting year, the Group's longevity science business delivered respectful performance despite difficult pandemic operation environment.

The revenue of this segment amounted to approximately HK\$43,920,000 for the year ended 31 December 2022 (2021: HK\$22,446,000), of which, approximately HK\$26,370,000 was generated from diagnostic consultation and medical testing, and approximately HK\$17,550,000 was contributed by the sales of longevity biological products, with segmental profit of approximately HK\$8,953,000 for the year ended 31 December 2022 (2021: HK\$3,500,000). The promising China GuoYao sale & distribution network will further enhance our China sale in upcoming year.

Indeed the COVID-19 and the aging population have aroused public high concern for health across the globe, resulting in unprecedented potentials for the development of Longevity products and testing services in the healthcare and medical industry.

### *Strengthening in-house R&D and production capabilities*

During the reporting year, Zhong Ji Longevity Science advanced its transformation of longevity science business from all fronts, with a focus on strengthening the Group's hard and soft capabilities. The Group recruited a seasoned team of biotechnology and management talents, including the appointment of Academician Randy Wayne Schekman, a Nobel laureate in Physiology or Medicine, as the Honorary Chairman and Chief Scientist of the Group, to immensely enhance the Group's research and development ("R&D") capability, thereby enabling the Group to achieve its strategic goals. In addition, the Group adopted a share award scheme, which aims to recognise employees and individuals who have contributed to the Group's development and business growth as well as to attract talents in the industry.

### 業務回顧

#### 長壽科學業務

本集團肯定長壽科學板塊的強大增長潛力，自去年以來一直加大對該板塊的投資以加速轉型。於報告年度內，儘管疫情下營運環境困難，本集團的長壽科學業務仍表現優異。

截至二零二二年十二月三十一日止年度，此分部的收益約為43,920,000港元(二零二一年：22,446,000港元)，其中約26,370,000港元來自診斷諮詢及醫學檢測，約17,550,000港元來自銷售長壽生物製品，截至二零二二年十二月三十一日止年度的分部溢利約為8,953,000港元(二零二一年：3,500,000港元)。具前景的中國國藥銷售及分銷網絡將於未來年度進一步加強我們的中國銷售。

事實上，新冠肺炎及人口老化引起了全球公眾對健康的高度關注，從而為醫療保健和醫療行業的長壽產品及檢測服務的發展帶來了前所未有的潛力。

### 致力增強內部研發及生產實力

於報告年度內，中基長壽科學促進業務轉型，從多方面推進長壽科學業務，同時重點增強本集團的硬實力及軟實力。本集團招攬多位國際生物科技權威專家及管理人才加盟並出任要職，當中包括委任諾貝爾生理學或醫學獎得獎者 Randy Wayne Schekman 院士出任榮譽主席兼首席科學家，強化本集團的研發(「研發」)實力，大力推動本集團實現下一階段的戰略目標。此外，本集團採納股份獎勵計劃，旨在表揚對本集團的發展及業務增長作出貢獻的員工及人士，同時吸納行業人才。



### **Striving to expand and enhance longevity biological products**

In respect of sales and production of longevity biological products, by fully leveraging the Group's expertise in the cell industry and ongoing enhancement of R&D and production level, the Group has commenced the development and production of its flagship NMN product "ZJ1" and VC sustained-release tablets and calorie-burning tablets, as well as other longevity biological products in California, United States since last year. The four existing products of the Group have already acquired the world's highest certification in standard as well as safety certification for sterility test, and are well received by high-net-worth individuals. During the period under review, the Group's scientific research team boosted the R&D progress of "ZJ1" to the seventh generation with the introduction of the longevity functional beverages, safeguarding the health and longevity of people around the world who strive for the quality of life. In terms of marketing and sales strategy, the Group will capitalise the existing customer base, marketing network and sales channels of ZJ1 International Medical Group (Hong Kong) to gradually set up the "Internet + Healthcare" longevity system platform — Zhong Ji Longevity Cloud\* (中基長壽雲).

### **Establishing partnerships with world-class companies**

The Group entered into a MOU in relation to forming a strategic partnership with Thermo Fisher Scientific (Hong Kong) Limited ("**Thermo Fisher**"), a forerunner in the field of life sciences. Thermo Fisher will prioritise the Group in the provision of its latest life science technology, software and solution, so as to propel the Group's development in longevity science and medical diagnosis, enhancing the productivity and R&D capability of the Group's laboratory.

The management of the Group is confident about the business performance in the 2023, and believes that the longevity science business will gradually support the Group's revenue growth and become a growth driver for Zhong Ji Longevity Science in the future, in particular relying on China GuoYao sale & distribution contracts networking in Hubei, Guangdong, Shenzhen, states across 2,000 pharmacy outlets and other distribution channel alike 維妮衛生用品有限公司.

### **努力拓展及提升長壽生物製品**

長壽生物製品的銷售及生產方面燃脂片，自去年起本集團在美國加州開始研發和生產旗艦NMN產品「中基1號」以及VC緩釋片等長壽生物製品，充分利用本集團在細胞領域專業優勢，並不斷提升研發及生產水平。本集團現時四款產品全部拿到了全球最高標準認證及無菌測試安全認證。深受高淨值人士喜愛。於回顧期內，本集團旗下科研團隊將「中基1號」之研發進程推進至第七代，將推出長壽功能飲料，為全球追求生命高品質人士提供健康長壽的保障。在市場銷售方面，本集團將好好利用香港中基1號國際醫療集團現有客戶群、市場網絡及銷售渠道，逐步建立「互聯網+醫療健康」的長壽系統平台——中基長壽雲。

### **與世界級企業建立合作關係**

本集團與生命科學領域的先行者賽默飛世爾科技(香港)有限公司(「**賽默飛世爾**」)就建立戰略合作夥伴關係簽訂諒解備忘錄。賽默飛世爾將為本集團優先提供其最新生命科學技術、軟件及解決方案，以促進本集團於長壽科學及醫療診斷方面之發展，提升本集團實驗室之產能及研發能力。

本集團管理層對二零二三年的業務表現充滿信心，相信長壽科學業務將逐步支撐本集團收益增長，成為中基長壽科學日後之增長引擎，尤其是依賴位於湖北、廣東、深圳、國家等地的2,000間藥房零售店的中國國藥的銷售及分銷合約網絡及維妮衛生用品有限公司等其他分銷渠道。

Now, the Group already launched an overseas flagship store on Tmall Global website for sale of ZJ1 series of nutritional supplements, including ZJ1 NMN multi-series longevity supplements, ZJ1 VC tablets and other products, expand with cross-border sales channel and revenue stream into Greater China region from Hong Kong base. The Group biological supplements sale was champion as 2nd Top Sale in July, August, September Sale month of Duo Ying “抖音” platform.

The management of the Group is optimistic on the development of the longevity science business, and believes that the longevity science business will be the driver of the Group's revenue growth in the future, together with existing license Money Lending business steady growth.

### Money Lending & Financial Advisory Business

During the year ended 31 December 2022, a segmental revenue of approximately HK\$45,748,000 (2021: HK\$38,660,000) and a segmental profit of approximately HK\$30,913,000 (2021: HK\$26,872,000) were recorded. The increase in segmental results was due to an increase in interest receivables balances derived by Strategic Partners loan portfolio in PRC state in Other Receivables during the reporting year. Simsen Development Company Limited, through its wholly-owned subsidiary established in the PRC mainland China, is principally engaged in the provision of short to medium-term 1st and 2nd mortgages via Strategic Partners, offering related financial management and advisory services with presence across Beijing, Shanghai, Guangzhou, Tianjin, Chongqing and Wuxi. The Strategic Partners and the PRC subsidiary monitored closely the repayment progress and assess the recoverability of the 1st and 2nd mortgages loan receivable from time to time. The PRC subsidiary is of the view that majority of the existing Strategic Partners loan has been active but the collection on expired loan repayments were slow or derail by PRC Government announced deferred loans repayment relief arrangement compensate salaries workers loss of income due to COVID-19 isolation measures.

目前，本集團已在天貓國際網站推出海外旗艦店，銷售中基1號系列營養保健品，包括中基1號NMN多系列長壽保健品、中基1號VC緩釋片等產品，從香港基地至大中華地區擴充跨境銷售渠道及收入來源。本集團生物保健品銷售榮獲「抖音」平台七月、八月、九月銷量榜單的第二大銷售。

本集團管理層對長壽科學業務的發展持樂觀態度，並認為長壽科學業務連同現有持牌借貸業務穩定增長將成為本集團未來收入增長的動力。

### 借貸及金融諮詢業務

截至二零二二年十二月三十一日止年度，我們錄得分部收益約45,748,000港元(二零二一年：38,660,000港元)及分部溢利約30,913,000港元(二零二一年：26,872,000港元)。分部業績增加是由於報告年度內戰略合作夥伴貸款組合在其他應收款項中產生的應收利息餘額增加。天行企業發展有限公司透過其於中國內地成立之全資附屬公司主要從事通過戰略合作夥伴提供中短期第一期及第二期按揭貸款及提供相關金管理及諮詢服務，其業務遍及北京、上海、廣州、天津、重慶及無錫。戰略合作夥伴及中國附屬公司不時密切監察還款進度及評估應收第一期及第二期按揭貸款的可收回性。中國附屬公司認為，現有戰略合作夥伴的大部分貸款一直處於活躍狀態，惟逾期貸款還款收回的速度較慢，或受到中國政府公佈延後償還貸款紓困安排以補償受薪員工因新冠病毒疫情隔離措施損失收入的影響而出現脫軌情況。

In Hong Kong, since obtaining the money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) in 2011, Joy Wealth Finance Limited (“**Joy Wealth**”), a wholly-owned subsidiary of the Company, has provided a wide variety of loans with an accumulated amount of approximately HK\$2,536,000 (2021: HK\$2,536,000). Interest rates ranged from 12%–15% per annum during the reporting year (2021: 10%–15%). For the year ended 31 December 2022, Joy Wealth did not derive any interest income (2021: nil) on the loan and interest receivables. Money lenders licence was renewed and granted to Joy Wealth on 18 August 2022 to carry on business as a money lender to 8 April 2023.

As 11 August 2022 announced, the Company has setup Independent Recovery Committee, pursuant to regulatory authority past guidance letters in recover of Hong Kong Joy wealth outlined 36 loans, being priorly impaired, of aggregate outstanding amount approximately HK\$1,076,476,999 as at 31 December 2019. The Committee will deploy its own third-party assessment, implement necessary recovery actions and take adequate steps (including but not limited to criminal proceedings) that should be taken by the Company against the Borrowers, as it deems appropriate. The Committee shall ascertain from the Company supplied materials and documents, financial records and/or any electronic records of these 36 arrear loans. Both Hong Kong and PRC legal Counsel and other recovering professionals will be engaged by the Independent Recovery Committee in pursuance this outstanding approximately HK\$1,076,476,999 loans, as at 31 December 2019. Apart from legal actions, the Independent Recovery Committee also actively negotiating with the borrowers to recover the outstanding loan and interest receivables, assess the effectiveness of proceeding existing or potential legal procedures for taking over the ownership of pledged assets from the borrowers and guarantors.

於香港，自二零一一年根據香港法例第163章放債人條例取得放債人牌照後，本集團全資附屬公司寶欣財務有限公司(「**寶欣**」)已提供累積金額約為2,536,000港元(二零二一年：2,536,000港元)的各類貸款。於報告年度內，年利率介乎12%至15%(二零二一年：10%至15%)。截至二零二二年十二月三十一日止年度，寶欣並無就應收貸款及利息取得任何利息收入(二零二一年：無)。放債人牌照已於二零二二年八月十八日獲續期並授予寶欣以經營放債人業務至二零二三年四月八日。

誠如二零二二年八月十一日所宣布，本公司已根據監管機構過去的指引信成立獨立追繳委員會，以追繳香港寶欣所概述的36筆先前已減值的貸款，其未償還總額截至二零一九年十二月三十一日約為1,076,476,999港元。委員會將部署其第三方評估，實施必要的追繳行動，並於適當時候採取本公司應當向借款人採取的恰當行動(包括但不限於刑事訴訟)。委員會將從本公司提供的材料及文件、財務記錄及／或該36筆拖欠貸款的任何電子記錄中查明。獨立追繳委員會將聘用香港及中國法律顧問及其他追繳專業人士，以追償這筆截至二零一九年十二月三十一日約1,076,476,999港元的未償還貸款。除法律訴訟外，獨立追繳委員會亦積極與借款人協商追回未償還的應收貸款及應收利息，評估從借款人及擔保人手中接管質押資產所有權的現有或潛在法律程序的有效性。

## Securities and Other Investment Business Securities Investment

As at 31 December 2022, the Group held equity securities listed on the Stock Exchange for long term investment. However, Hong Kong economy was dampened by the macro environment and COVID-19. With poor investment sentiment during the reporting year, the Group's investment in the listed securities led to a net fair value loss of approximately HK\$11,366,000 (2021: net fair value loss of HK\$10,795,000) recognised in the consolidated statement of comprehensive income. The net fair value loss recognised as other comprehensive income for the year was due to the decrease in the market value of certain listed equity investment during the reporting year. Significant investments in listed securities are discussed as below.

### Investment in shares of Imperial Pacific

The major balance of the aforementioned listed securities represented the Group's investment in 271,345,000 shares of Imperial Pacific International Holdings Limited ("**Imperial Pacific**", a company whose shares are listed on the Stock Exchange with stock code: 1076), representing approximately 3.8% of the issued share capital of Imperial Pacific as at 31 December 2022. Investment cost of the share interest in Imperial Pacific was approximately HK\$76,490,000. Imperial Pacific, through its subsidiaries, is mainly engaged in gaming and resort business, including the development and operation of a hotel and casino resort on the Island of Saipan. As at 31 December 2022, the fair value of the shares of Imperial Pacific held by the Group amounted to HK\$24,145,000 (2021: approximately HK\$24,145,000), representing 46.2% (2021: 46.2%) of the Group's total investment in listed securities and approximately 4.7% (2021: 4.7%) of the Group's total assets. Meanwhile, there was neither disposal nor addition of shares of Imperial Pacific during the reporting year (2021: Nil).

As at 31 December 2022, the operation of Imperial Pacific was temporarily ceased since March 2020, to combat against the COVID-19.

The Group regularly monitors its investment performance and make appropriate investment decisions regularly. In addition, the Group would allocate part of its idle resources from time to time to purchase principal-guaranteed wealth management products to increase its overall return.

## 證券及其他投資業務 證券投資

於二零二二年十二月三十一日，本集團持有多項於聯交所上市之股本證券作為長期投資。然而，香港經濟在過去先後受到外圍因素及新冠肺炎之衝擊，於報告年度投資情緒低迷，本集團之上市證券投資產生之公平值錄得虧損淨額為約11,366,000港元(二零二一年：公平值虧損淨額10,795,000港元)，已於綜合全面收益報表確認。於報告年度確認為其他全面收益之公平值收益淨額源於若干上市股本投資之市值於年內下跌，重大上市證券投資論述如下。

### 於博華太平洋股份之投資

上述上市證券之主要結餘指本集團於博華太平洋國際控股有限公司(「博華太平洋」，股份於聯交所上市之公司，股份代號：1076)之271,345,000股股份之投資，佔博華太平洋於二零二二年十二月三十一日已發行股本約3.8%。於博華太平洋股份之投資成本約為76,490,000港元。博華太平洋透過其附屬公司主要從事博彩及度假村產業，包括發展及營運塞班島之酒店及博彩度假村。於二零二二年十二月三十一日，本集團所持博華太平洋股份之公平值為24,145,000港元(二零二一年：約24,145,000港元)，佔本集團上市證券總投資約46.2%(二零二一年：46.2%)及本集團資產總值約4.7%(二零二一年：4.7%)。另外，本集團於報告年度並無出售或增購博華太平洋股份(二零二一年：無)。

於二零二二年十二月三十一日，博華太平洋自二零二零年三月起暫停營運，以對抗新冠肺炎。

本集團定期監察投資表現，以作出適當之投資決定。此外，本集團將不時動用其部分閒置資源購買保本理財產品，以提升整體回報。



### Property Investment Business

The Group commenced the property investment business during the year ended 31 December 2021 and the properties held by the Group are held in the location of Mainland China and the Island of Saipan. As all the properties were just acquired during the previous year and due to the pandemic, they were vacant as commercial shops, residential unit and multiple rooms apartment and not yet generated any revenue to the Group. The Group incurred some miscellaneous expenses with regards to the properties during 2022. The Group will continue to monitor the market condition and will find suitable tenants which can contribute stable rental income to the Group or to dispose the investment properties for capturing profitable capital appreciation.

### Unlawful & Unauthorized Transfer of Saipan Leasehold Interest

During recent audit exercise and its effort to value the Property for audit of its financial results for the year ended 31 December 2022, the Company has discovered that the leasehold interest of the Property was assigned by its indirect subsidiary Keen State Global (CNMI), LLC (“**Keen State Global Saipan**”) to AC Pacific Development, LLC and Katarina Saipan 1, LLC pursuant to an Lease assignment dated 28 August 2022, being recorded and executed under File No:22-1362 at Commonwealth Recorder’s, Saipan (“**Lease Assignment**”) without any knowledge and authority of Zhong Ji, the ultimate holding company of Keen State Global Saipan.

### 物業投資業務

本集團於截至二零二一年十二月三十一日止年度開展物業投資業務，而本集團持有之物業位於中國內地及塞班島。由於所有物業剛於去年收購及基於疫情，其仍然空置（作為商舖、住宅單位及多房公寓）且未為本集團產生任何收益。本集團於二零二二年產生若干有關物業的雜項開支。本集團將繼續監察市況，並將物色能為本集團貢獻穩定租金收入之租戶，或出售投資物業以獲取有盈利之資本增值。

### 非法及未經授權轉讓塞班島租賃權益

為審核本公司截至二零二二年十二月三十一日止年度的財務業績，於最近進行審核工作及為該物業估值時，本公司發現該物業的租賃權益由其間接子公司Keen State Global (CNMI) · LLC (「**Keen State Global Saipan**」)轉讓予AC Pacific Development, LLC及Katarina Saipan 1, LLC，而轉讓乃根據日期為二零二二年八月二十八日的租賃轉讓進行，並於塞班島聯邦登記處 (Commonwealth Recorder’s)以檔號22-1362記錄及簽立(「**租賃轉讓**」)，惟Keen State Global Saipan的最終控股公司中基並不知情，亦無授權。

On March 2023, the Company conduct internal enquiries including with ex-company internal legal counsel and ex-Chairman whom remained until end of March 2023 as the sole director of Keen State Global Limited BVI, parent holding of Keen State Global Saipan. All these internal enquiries confirmed none of Company staffs or directors or ex-directors have effectuated any changes to this unlawful and unauthorized assignment of leasehold interest. At same times, Hong Kong and Saipan law firm were engaged in conduct extensive company and property search on Keen State Global Saipan, has revealed and reported in conclusion: (i) without meeting filed by Keen State Global Saipan with Department of Commerce on 15 August 2022 removal of ZHENG Dong Ting as director of Keen State Global and appointed Mr. CHI Howyo as new director; whereby the said ZHENG Dong Ting was signing as the director of Sole member, Keen State Global BVI, such action and consent was unlawful and unauthorized (“**First Forged Consent**”) because Mr. ZHENG was not sole director of sole member Keen State Global Limited BVI and has no authority to appoint Mr. CHI Howyo as director of Keen State Global Saipan to execute any sale. (ii) without meeting filed by Keen State Global Saipan with Department of Commerce on 15 August 2022, by Mr. CHI in connection with the sale of its interest in the Property. (“**Second Forged Consent**”). This CHI Howyo purported to signed on behalf of the sole member of Keen State Global Saipan. Yet, in the signature section the sole member is referred to as “Keen State Global (CNMI) LLC” and the said Howyo CHI was signing on behalf of the sole member.

The said ZHENG Dong Ting and Howyo CHI have never been known to ZhongJi and other members of the subsidiaries of ZhongJi. Such Lease Assignment was therefore a document forged by the alleged director of Keen State Global Saipan, who was never lawfully and properly appointed as director of Keen State Global Saipan. The First Forged Consent and the Second Consent are also forged as the Signatory on behalf of Keen State Global BVI has no capacity to act for Keen State Global BVI, thereby this transfer was unlawful and unauthorized transaction.

Now, the Company has authorized the Saipan law firm commence legal actions for invalidate this forged Lease Assignment, recover possession of leasehold interest, trace the consideration provided by the assignees under the Lease Assignment; rectify the record of Keen State Global Saipan filed with Department of Commerce; and report the case on behalf of ZhongJi to the Police of Saipan or other appropriate authority.

於二零二三年三月，本公司進行內部調查，包括向前公司內部法律顧問及前主席查詢，而前主席於二零二三年三月底前仍是Keen State Global Limited BVI (Keen State Global Saipan的母公司)的唯一董事。所有此等內部調查確定，本公司員工或董事或前董事均沒有對此次非法及未經授權的租賃權益轉讓作出任何修改。同時，香港及塞班島的律師事務所對Keen State Global Saipan進行廣泛的公司及財產調查，發現並報告了以下情況：(i) Keen State Global Saipan於二零二二年八月十五日在未經開會的情況下，向商務部備檔，罷免ZHENG Dong Ting作為Keen State Global的董事職務，並任命CHI Howyo先生為新董事；據此，上述ZHENG Dong Ting被簽署成為Keen State Global BVI唯一成員的董事，此等行為及同意屬非法及未經授權(「**第一份偽造同意書**」)，因為ZHENG先生不是Keen State Global Limited BVI唯一成員的唯一董事，並且無權任命CHI Howyo先生為Keen State Global Saipan的董事以執行任何銷售。(ii) Keen State Global Saipan於二零二二年八月十五日在未經開會的情況下，向商務部備檔案，出售其於該物業的權益(「**第二份偽造的同意書**」)。該CHI Howyo聲稱是代表Keen State Global Saipan的唯一成員簽署。然而，在簽名部分，唯一的成員被稱為「Keen State Global (CNMI)LLC」，該CHI Howyo乃代表唯一成員簽名。

中基及中基附屬公司的其他成員從不知悉前述ZHENG Dong Ting及Howyo CHI。因此，該租賃轉讓乃指稱的Keen State Global Saipan公司董事偽造的文件，該董事從未被合法及妥善地獲委任為Keen State Global Saipan公司的董事。第一份偽造同意書及第二份同意書也屬偽造，因為代表Keen State Global BVI的簽署人並無資格代表Keen State Global BVI行事，因此此次轉讓屬非法及未經授權的交易。

如今，本公司已經授權塞班島律師事務所開始採取法律行動，使此項偽造的租賃轉讓無效，收回租賃權益的擁有權，追蹤受讓人在租賃轉讓中提供的代價；糾正塞班島Keen State Global Saipan在商務部的記錄；並代表中基公司向塞班島警方或其他適當的機構報告此案。

## FINANCIAL REVIEW

### Liquidity and Financial Resources

As at 31 December 2022, the Group had recorded net current assets of approximately HK\$246,217,000 (2021: HK\$232,256,000); and cash and cash equivalent of approximately HK\$60,069,000 (2021: HK\$19,437,000). The Group did not enter into financial instruments for hedging purpose.

### Capital Structure

There was an increase to the authorised and issued share capital of the Company for the year ended 31 December 2022. As at 31 December 2021, the total number of issued shares of the Company was 4,257,112,915 with par value of HK\$0.001 each (2021: 3,870,102,650 shares with par value of HK\$0.001 each).

### Significant Investment, Acquisition and Disposals

There was no significant investment, acquisition and disposals that should be notified to the shareholders of the Company (the “Shareholders”) for the year ended 31 December 2022.

The performance and prospect of the significant investments of the Group for the current year under review were discussed under the sections of “Securities and Other Investment Business” above.

### Segment Information

Details of segment information of the Group for the year ended 31 December 2022 are set out in note 4 to this announcement.

### Employees and Remuneration Policy

As at 31 December 2022, the employees of the Group were mainly stationed in Hong Kong and the PRC. In-house training programs were provided for its employees to enhance their skills and job knowledge. The management of the Company would continue to foster close co-operation among the employees.

The remuneration policies of the Company aim at ensuring that remuneration levels are appropriate and in line with the Company’s target, mission and business performance. To do so, the Company considers various relevant factors such as the remuneration levels of its market competitors, market practices, job duties, responsibilities and scope, financial and non-financial performance, as well as the suitability of performance-based remuneration arrangements.

### 財務回顧

#### 流動資金及財務資源

於二零二二年十二月三十一日，本集團錄得流動資產淨值約264,217,000港元(二零二一年：232,256,000港元)；以及現金及現金等價物約60,069,000港元(二零二一年：19,437,000港元)。本集團並無訂立任何金融工具作對沖用途。

#### 資本結構

於截至二零二二年十二月三十一日止年度，本公司之法定及已發行股本增加。於二零二一年十二月三十一日，本公司每股面值0.001港元之已發行股份總數為4,257,112,915股(二零二一年：每股面值0.001港元之3,870,102,650股股份)。

#### 重大投資、收購及出售

於截至二零二二年十二月三十一日止年度概無進行應知會本公司股東(「股東」)之重大投資、收購或出售。

本集團於本回顧年度之重大投資表現及前景在上文「證券及其他投資業務」各節討論。

#### 分部資料

本集團截至二零二二年十二月三十一日止年度之分部資料詳情載於本公告附註4。

#### 僱員及薪酬政策

於二零二二年十二月三十一日，本集團僱員主要駐於香港及中國。本集團為僱員提供內部培訓計劃，以增進彼等之技能及工作知識。本公司管理層將繼續與僱員維持緊密合作關係。

本公司之薪酬政策旨在確保薪酬水平恰當，並與本公司制定之目標、使命及業務表現一致。為此，本公司考慮多項相關因素，例如市場競爭對手之薪酬水平、市場慣例、工作職務、職責及範圍、財務及非財務表現，以及與工作表現掛鉤之薪酬安排之可取性。

### Details of Charges on Assets

As at 31 December 2022, the Group did not pledge any assets to banks or other financial institutions nor did the Group have any corporate guarantee given to any entity (2021: Nil).

### Future Plans for Material Investment or Capital Assets

It is the Group's corporate mission to continue to explore ways to improve its financial performance, to diversify its operations into new and more profitable businesses and to broaden the sources of revenue within acceptable risk level. Hence, the Company does not rule out the possibility of investing in or changing to other profitable business as long as it is in the interest of the Company and the Shareholders as a whole. Also, as part of its routine exercise, the Company reviews the performance of its existing investment portfolio and evaluates the investment potentials of other investment opportunities available to the Company from time to time. Subject to the results of such reviews, the Company may make suitable investment decisions according to the then circumstance and information available which may involve the disposal of the whole or part of its existing investment portfolio and/or change of the asset allocation of its investment portfolio and/or expanding its investment portfolio with a view of realising and/or optimising the expected return and minimising the risks. Meanwhile, the Company does not preclude the possibility that the Company may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that suitable fund raising opportunities arise.

As at the date of this report, the Company had not entered into any agreement, arrangement, understanding, intention or negotiation that should be disclosed pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### Treasure Policy

The Group has adopted a treasury policy on 24 May 2011 in relation to the Group's investments in securities of other listed companies on the Stock Exchange. The objective of the policy is to enable the Group to control and govern the possible future securities investments (if any, which may or may not occur).

### 資產押記詳情

於二零二二年十二月三十一日，本集團並無向銀行或其他財務機構質押任何資產，亦無向任何實體提供任何公司擔保(二零二一年：無)。

### 重大投資或資本資產之未來計劃

本集團之企業使命為繼續尋求方法提升財務表現，多元化發展業務至盈利能力更高之新行業，並在可承受風險水平下擴闊收益來源。因此，在符合本公司及股東整體利益之情況下，本公司不排除可能投資於或改為從事其他有利可圖之業務。此外，作為日常操作一部分，本公司不時檢討現有投資組合之表現及評估本公司所發掘其他投資機會之投資潛力。基於有關檢討結果，本公司可能因應當時情況及可取得之資料作出適當投資決定，當中可能涉及全部或局部出售現有投資組合及／或更改投資組合之資產分配及／或擴闊投資組合，以變現及／或改善預期回報及盡量減低風險。與此同時，本公司不排除於合適集資機會出現時落實進行債務及／或股本集資計劃，以應付本集團任何業務發展所產生之融資需要及改善財務狀況。

於本報告日期，本公司並無訂立任何根據聯交所證券上市規則(「上市規則」)及香港法例第571章證券及期貨條例應披露之協議、安排、諒解、意向或商談。

### 理財政策

本集團於二零一一年五月二十四日採納一項有關本集團投資於其他聯交所上市公司證券之理財政策，旨在讓本集團得以控制及規管可能於未來進行之證券投資(如有，可能會亦可能不會發生)。

### Working Capital and Gearing Ratio

The gearing ratio of the Group as at 31 December 2022 (defined as the Group's total interest-bearing borrowings divided by the Group's total equity) was approximately 1.6% (2021: 1.6%).

### Foreign Exchange Exposure

Business transactions of the Group are mainly denominated in Hong Kong dollars and Renminbi. The Group has not implemented any foreign currency hedging policy at the moment. However, in the view of the fluctuation of Renminbi in recent years, continuous monitoring on the foreign exchange exposure is carried out and the management will consider hedging the foreign exchange exposure if it has material impact on the Group.

### Capital Commitment

As at 31 December 2022, the Group had no capital expenditure contracted for but not provided for in its financial statements (2021: Nil).

### Contingent Liabilities

As at 31 December 2022, the Group had no material contingent liabilities (2021: Nil).

## PURCHASE, SALE OR REDEMPTION OF SECURITIES

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

## DIVIDEND

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

### 營運資金及資產負債比率

於二零二二年十二月三十一日，本集團的資產負債比率(界定為本集團計息借貸總額除以本集團權益總額)約為1.6%(二零二一年：1.6%)。

### 外匯風險

本集團之業務交易主要以港元及人民幣計值。本集團現時並無實行任何外幣對沖政策。然而，鑑於人民幣近年波動，管理層會持續監察外匯風險，並於有關風險對本集團造成重大影響之情況下考慮進行對沖。

### 資本承擔

於二零二二年十二月三十一日，本集團並無已訂約但未於其財務報表計提撥備之資本開支(二零二一年：無)。

### 或然負債

於二零二二年十二月三十一日，本集團並無重大或然負債(二零二一年：無)。

## 購買、出售或贖回證券

年內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司股份。

## 股息

董事不建議就截至二零二二年十二月三十一日止年度派付任何股息(二零二一年：無)。

# BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

## 董事及高級管理層簡歷

### EXECUTIVE DIRECTORS

Mr. Yan Li (“**Mr. Yan**”), aged 52, joined the Company as an executive Director in November 2020, was appointed as the Chairman of the Board and the chairman of the nomination committee of the Board in December 2020 and was appointed the chairman of share award committee of the Board in May 2021. He received the award of International Honorary Fellow of Greenville University in the United States in 2020, was the vice president of Shenzhen Non-Governmental Organization Federation and the vice president of Shenzhen General Chamber of Commerce. Mr. Yan has over 8 years’ experience in the management and administration in the fields of advanced medical and biological technology. In 2014, he founded Zhong Ji 1 International Medical Group (HK) Ltd. (“**HK Zhong Ji 1**”) and is currently a director and the chief executive officer of HK Zhong Ji 1. HK Zhong Ji 1 is dedicated to integrate leading resources about the health of knee joint around the globe and establish the world’s leading international advanced medical transformation platform through cell testing, cell storage and enhancement, cell and gene therapies and the research and development, transformation and sale of biotechnology products. The Asian Integrated Cell Laboratory under HK Zhong Ji 1 is the world’s leading autoimmune cell bank. Currently, Mr. Yan also holds directorships in the Company’s subsidiaries.

Mr. Yan Yifan, aged 32, joined the Company as an executive Director and the chief executive officer in April 2022. Mr. Yan Yifan graduated from Henan University of Economics and Law. He has served as the general manager of Mailyard Health Group (Hubei) Company Limited since April 2021 and served as the general manager of Zhong Ji 1 International Medical Group (Hong Kong), the shares of which are beneficially owned by Mr. Yan Li, the chairman of the Board and an executive director, from July 2013 to March 2021. Mr. Yan Yifan is also the nephew of Mr. Yan Li.

### 執行董事

閔立先生(「閔先生」)，52歲，於二零二零年十一月加入本公司擔任執行董事，並於二零二零十二月獲委任為董事會主席及董事會轄下提名委員會主席及於二零二一年五月獲委任為董事會股份獎勵委員會主席。彼於二零二零年獲頒授美國格林威爾大學國際榮譽院士，原深圳市社會組織總會副會長、原深圳市商業聯合會副會長。閔先生在先進醫療、生物科技方面有逾8年管理及行政經驗。彼於二零一四年創辦香港中基1號國際醫療集團有限公司(「**香港中基1號**」)，現為其董事及行政總裁。香港中基1號整合世界領先的膝關節健康資源，通過細胞檢測、細胞儲存和優化、細胞和基因療法、生物科技產品的研發、轉化和銷售，是世界領先的國際先進醫療轉化應用平台，旗下亞洲綜合細胞庫是世界領先的自體免疫細胞庫。閔先生目前亦為本公司數間附屬公司之董事。

閔一帆先生，32歲，於二零二二年四月加入本公司擔任執行董事兼行政總裁。閔一帆先生畢業於河南財經政法大學。彼自二零二一年四月起擔任Mailyard Health Group (Hubei) Company Limited總經理，並於二零一三年七月至二零二一年三月擔任香港中基1號國際醫療集團有限公司總經理，該公司的股份由董事會主席兼執行董事閔立先生實益擁有。閔一帆先生亦為閔立先生的侄子。

Mr. Li Xiaoshuang (“**Mr. Li**”), aged 49, joined the Company as an executive Director in August 2021. Mr. Li is an EMBA from Cheung Kong Graduate School of Business, was appointed as a consultant of the Company in December 2020 and is currently an executive director of Zhong Ji 1 International Medical Group (HK) Limited (a company which shares are beneficially owned by Mr. Yan Li, the chairman of the Board and executive Director). He was elected as a member of the National Committee of the Chinese People’s Political Consultative Conference for two consecutive terms in 1993 and 1997. Mr. Li was granted the titles of one of the top 10 athletes in China, in Asia and in the world on several occasions. In 1992, he won the gold in the men’s floor (gymnastics) at the 25th Olympic Games in Barcelona and became the leading figure of the Chinese men’s gymnastics team. In 1996, Mr. Li won another gold in the men’s artistic individual all-around at the 26th Olympic Games in Atlanta. After retiring from the Chinese gymnastics team, Mr. Li started his own business in January 2000 and he has extensive experience and abilities in business operation and corporate management.

Ms. Cao Xie Qiong (“**Ms. Cao Xie**”), aged 54, joined the Company as an executive Director in December 2020. Ms. Cao Xie holds a Master of Business Administration from the Business School of The Hong Kong University of Science and Technology and is an honorary professor of the College of Business & Public Management of Wenzhou-Kean University. She is a founding member of Hong Kong Professionals and Senior Executives Association and a member of the Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference. She was a tourism ambassador for Zhejiang Province, a tourism spokesperson of Anhui Province, an overseas promotion ambassador for the Expo in Shanghai, a host at TVB in Hong Kong as well as a film and TV producer. She invested in the food and beverage industry in 2011 and was the brand director and group vice president of two listed companies. She entered the advanced biomedical technology sector in 2017 and is currently the executive chairperson of the Weissman Cancer Prevention Foundation.

李小雙先生(「**李小雙先生**」)，49歲，於二零二一年八月加入本公司擔任執行董事。李小雙先生為長江商學院EMBA，於二零二零年十二月獲委任為本公司顧問，現任香港中基1號國際醫療集團(該公司之股份由董事會主席及執行董事閻立先生實益擁有)執行董事，一九九三年及一九九七年曾連續兩度當選全國政協委員。李小雙先生多次榮獲全國十佳、亞洲十佳及世界十佳運動員稱號，一九九二年在巴賽隆納第二十五屆奧運會上，獲得自由操比賽冠軍，成為中國體操男隊的領軍人物；一九九六年李小雙先生在亞特蘭大第二十六屆奧運會上再次奪取個人全能金牌。李小雙先生自中國體操隊退役後，於二零零零年一月開始創業，對商業運營與企業管理有著豐富的經驗與能力。

曹衆女士(「**曹女士**」)，54歲，於二零二零年十二月加入本公司擔任執行董事。曹女士擁有香港科技大學商學院工商管理碩士學位，為溫州肯恩大學商學院榮譽教授。她是香港專業及資深行政人員協會創始會員，浙江省政協委員。曾擔任浙江省旅遊形象大使，安徽旅遊代言人，上海世博會海外宣傳大使，香港TVB主持人以及影視製作人。二零一一年參與投資飲食行業，曾擔任兩家上市公司的品牌總監及集團副總裁。二零一七年接觸先進醫療生物科技領域，現任衛斯曼防癌基金會執行會長。

## NON-EXECUTIVE DIRECTORS

Dr. He Yiwu (“**Dr. He**”), aged 59, joined the Company as a non-executive Director in August 2021. Dr. He obtained his PhD in 1993 from Boston University. He is currently chief innovation officer and senior advisor to the president of The University of Hong Kong, chairman of the board and managing director of HKU Innovation Holdings Limited and senior advisor to the chairman of China National Pharmaceutical Group Co., Ltd. (Sinopharm). He was formerly senior program officer and deputy director of the Bill & Melinda Gates Foundation, chair professor at the University of Science and Technology of China, global head and senior director of GlaxoSmithKline, senior vice president of BGI Group, executive director of the International Vaccine Association and director of the P4 Medicine Institute in the United States.

Mr. Lyu Changsheng (“**Mr. Lyu**”), aged 62, join the Company as an independent non-executive Director in August 2022. He has extensive leadership experience in investment consulting. Over the past 20 years, he has proven to possess progressive and comprehensive corporate development knowledge. Mr. Lyu is familiar with a variety of management functions of an organization including initiating, developing and implementing procedures to improve business performance. He has experience in the past serve in various listing entity as chairman of the board or as executive director, no limited to but includes DeTai New Energy Group Limited (stock code: 559).

## INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee See Barry (“**Mr. Lee**”), aged 56, joined the Company as an independent non-executive Director in March 2022. He is also the chairman of the audit committee and a member of each of the nomination committee, the remuneration committee, the risk management committee and the share award committee of the Board. Mr. Lee graduated from Lingnan University, Hong Kong, in 1990 with a diploma (honours) in the financial service profession. Currently, he is a fellow member of the Association of Chartered Certified Accountants. Mr. Lee has over 30 years of experience in audit, accounting and financial management. He has served as a senior partner of Sysble Consultants since 2005, during which, he provided financial controller services to major customers including China CBM Group and Oriental Speech Therapy\* (東方啟音言語治療).

## 非執行董事

何亦武博士(「何博士」)，59歲，於二零二一年八月加入本公司擔任非執行董事。何博士於一九九三年於波士頓大學取得博士學位。彼現任香港大學首席創新官兼校長高級顧問、香港大學創新控股有限公司董事局主席兼董事總經理及中國生物集團(國藥)董事長高級顧問。彼曾任比爾和梅琳達蓋茨基金會高級專案官員兼副總監、中國科技大學大師講席教授、格蘭素史克全球主管及資深總監、華大基因高級副總裁、國際疫苗協會執行董事及美國P4醫藥研究所董事。

呂長勝先生(「呂先生」)，62歲，於二零二二年八月加入本公司擔任獨立非執行董事。彼於投資諮詢方面擁有豐富領導經驗。於過去二十年，彼擁有與時並進且全面的企業發展知識。呂先生熟悉組織內部的各種管理職能，包括倡議、制定及實施提升業務表現之程序。過往彼曾於多家上市公司出任董事會主席或執行董事職位，包括但不限於德泰新能源集團有限公司(股份代號：559)。

## 獨立非執行董事

李思先生(「李先生」)，56歲，於二零二二年三月加入本公司擔任獨立非執行董事。彼亦為董事會轄下審核委員會的主席以及提名委員會、薪酬委員會、風險管理委員會及股份獎勵委員會的成員。李先生於一九九零年畢業於香港嶺南大學，獲頒金融服務專業(榮譽)文憑。目前，彼為英國特許公認會計師公會的資深會員。李先生在審計、會計及財務管理方面擁有超過30年的經驗。彼自二零零五年起擔任思博顧問的高級合夥人，期內擔任其主要客戶中國煤氣層及東方啟音言語治療的財務總監。

Mr. Wang Ning (“**Mr. Wang**”), aged 44, joined the Company as an independent non-executive Director in April 2022. She is also the chairman of the remuneration committee and a member of each of the audit committee, the nomination committee, the risk management committee and the share award committee of the Board. Mr. Wang obtained an EMBA from Fudan University, Shanghai, and graduated from Anhui Normal University, majoring in hotel management. He served as an independent non-executive director of RMH Holdings Limited, a company listed on GEM of the Stock Exchange (stock code: 8437), the vice president of Youth Committee of Shenzhen International Chamber of Commerce and the president of Shenzhen Youth Entrepreneur Promotion Association. Mr. Wang is experienced in real estate development, corporate management, venture capital, and the management of real estate and investment companies listed on the Stock Exchange.

Professor Huang Cibo (“**Prof. Huang**”), aged 60, joined the Company as an independent non-executive Director in April 2022. He is also a member of each of the audit committee, nomination committee, the remuneration committee, the risk management committee and the share award committee of the Board. Prof. Huang graduated from the Department of Medicine of Xiangya School of Medicine, is among the first batch of renowned doctors in the PRC. He currently serves as the director of the Internal Medicine Branch of the Chinese Medical Association, the vice president of the Rheumatology and Immunology Branch and the director of the Immunosorbent Branch of the Chinese Medical Doctor Association, the director of the Rheumatology Branch of the Cross-Straits Medical and Health Exchange Association, and the special consultation expert of the Central Health Care Committee. He has worked in 301 Hospital, Southern Hospital, People’s Hospital of the Guangdong Province and Beijing Hospital for nearly 40 years, mainly engaged in clinical diagnosis and treatment of internal medicine and rheumatic immune diseases, scientific research and teaching, and health care work for local senior cadres of the military.

王寧先生(「**王先生**」)，44歲，於二零二二年四月加入本公司擔任獨立非執行董事。彼亦為董事會轄下薪酬委員會的主席以及審核委員會、提名委員會、風險管理委員會及股份獎勵委員會的成員。王先生在上海復旦大學獲得EMBA學位，並畢業於安徽師範大學酒店管理專業。彼曾擔任聯交所GEM上市公司德斯控股有限公司(股份代號：8437)的獨立非執行董事、深圳國際商會青年委員會副主席及深圳市青年創業促進會會長。王先生在房地產開發、企業管理、風險投資、以及在證券交易所上市的房地產及投資公司的管理方面擁有豐富經驗。

黃慈波教授(「**黃教授**」)，60歲，於二零二二年四月加入本公司擔任獨立非執行董事。彼亦為董事會轄下審核委員會、提名委員會、薪酬委員會、風險管理委員會及股份獎勵委員會的成員。黃教授畢業於湘雅醫科大學醫學系，是中國首批名醫。彼現任中華醫學會內科學分會主任委員；中國醫師協會風濕免疫學分會副會長和免疫吸附學術委員會學分會主任委員；海峽兩岸醫藥衛生交流協會風濕病學分會主任委員；央保健委員會特聘會診專家。彼先後在301醫院，南方醫院，廣東省人民醫院和北京醫院工作近40年。主要從事內科學及風濕免疫病臨床診治工作、科研和教學及軍隊地方高級幹部保健工作。

### HONORARY CHAIRMAN AND CHIEF SCIENTIST

Academician Randy Wayne Schekman (“**Academician Schekman**”), is a profound cell biologist. He received a BA in Molecular Sciences from the University of California, Los Angeles in 1971 and received a doctorate in biochemistry in 1975 from Stanford University for research on DNA replication. He has been a member of the National Academy of Sciences since 1992, and was elected the President of the American Society for Cell Biology in 1999. He was the founding director of the Stem Cell Center of the University of California, Berkeley in 2015. He was former editor-in-chief of Proceedings of the National Academy of Sciences. In 2011, he was announced as the editor-in-chief of eLife, a high-profile open-access journal published by the Howard Hughes Medical Institute, the Max Planck Society and the Wellcome Trust launching in 2012. He shared the 2013 Nobel Prize for Physiology or Medicine with James Rothman and Thomas C. Südhof and received the Golden Plate Award of the American Academy of Achievement in 2017. Academician Schekman is currently the Chairman of Zhong Ji 1 International Medical Group (USA) and the President of World Life Sciences and Healthcare Association.

### COMPANY SECRETARY

The Company has engaged an external service provider, Mr. Wan San Fai, Vincent (“**Mr. Wan**”) as its company secretary to fill the casual vacancy left by the resignation of Mr. Liu Wai Kin (“**Mr. Liu**”) with effect from 31 May 2022. Mr. Wan holds a Bachelor of Arts degree in Accountancy from the Hong Kong Polytechnic University. He is a member of The Hong Kong Institute of Certified Public Accountants. He has been the chief financial officer and company secretary of Pan Asia Environmental Protection Group Limited (Stock code: 00556.HK) since 2007. Mr. Wan has more than 20 years’ experience in auditing, accounting and financial management.

### 榮譽主席兼首席科學家

Randy Wayne Schekman 院士 (「**Schekman 院士**」)，為苦心孤詣之細胞生物學家。彼於一九七一年取得加利福尼亞大學洛杉磯分校分子科學學士學位，並於一九七五年憑脫氧核糖核酸複製研究取得史丹福大學生物化學博士。彼於一九九二年當選美國國家科學院院士、於一九九九年獲選為美國細胞生物學學會會長、二零一五年擔任加利福尼亞大學柏克萊分校幹細胞中心始創主任。彼曾任美國國家科學院院刊 (Proceedings of the National Academy of Sciences) 主編。於二零一一年，彼亦獲委任為著名公開期刊 eLife 之主編，該期刊由霍華德·休斯醫學研究所、Max Planck Society 及 Wellcome Trust 出版，於二零一二年面世。彼於二零一三年與 James Rothman 及 Thomas C. Südhof 共同獲得諾貝爾生理學或醫學獎，並於二零一七年獲頒美國成就學院 (American Academy of Achievement) 金碟獎 (Golden Plate Award)。Schekman 院士現為美國中基1號國際醫療集團有限公司主席及世界生命科學健康會會長。

### 公司秘書

本公司已委聘外聘服務提供者溫新輝先生 (「**溫先生**」) 為其公司秘書，以填補廖偉健先生 (「**廖先生**」) 辭職後之臨時空缺，自二零二二年五月三十一日起生效。溫先生持有香港理工大學會計學文學士學位。彼現為香港會計師公會之會員。彼自二零零七年起擔任泛亞環保集團有限公司 (股份代號：00556.HK) 之財務總監兼公司秘書。溫先生在審核、會計及財務管理方面擁有逾20年經驗。

The Directors present their report together with the audited consolidated financial statements for the year ended 31 December 2022.

### PRINCIPAL ACTIVITIES

The Company was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on the Stock Exchange. The address of its registered office is Victoria Place, 5th Floor, 31 Victoria Street Hamilton, HM 10, Bermuda. The principal place of business of the Company is Suite Nos. 01-03, 19/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.

The principal activity of the Company is investment holding and through its subsidiaries, engaging in the business of longevity science business, money lending and financial advisory business, securities and other investments and property investments. The activities and the particulars of the principal subsidiaries are set out in note 1 to the consolidated financial statements.

### BUSINESS REVIEW

The discussion and analysis of principal activities of the Group as required by Schedule 5 of the Hong Kong Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including financial key performance indicators, a fair review of the Company's business, a description of principal risks and uncertainties facing the Company and future development in the Company's business, can be found in "Financial Results", "Business Review" and "Outlook" sections under the "Management Discussion and Analysis" of this annual report.

董事提呈彼等之報告連同截至二零二二年十二月三十一日止年度之經審核綜合財務報表。

### 主要業務

本公司為於百慕達註冊成立之獲豁免有限責任公司，其股份於聯交所上市。本公司註冊辦事處之地址為Victoria Place, 5th Floor, 31 Victoria Street Hamilton, HM 10, Bermuda，而主要營業地點為香港銅鑼灣告士打道255-257號信和廣場19樓01-03室。

本公司主要從事投資控股以及透過其附屬公司從事長壽科學業務、借貸及金融諮詢業務、證券及其他投資及物業投資業務。主要附屬公司之業務及詳情載於綜合財務報表附註1。

### 業務回顧

香港法例第622章香港公司條例附表5所規定本集團主要活動之討論及分析，包括關鍵財務表現指標、對本公司業務之中肯審視、對本公司面對之主要風險及不明朗因素之描述以及本公司業務之未來發展，於本年報「管理層討論及分析」中「財務業績」、「業務回顧」及「展望」等節披露。

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

It is the Company's belief that improvements in environmental, social and governance ("ESG") matters will enhance the long-term performance of the Company as well as the benefits of the Company's primary stakeholders, which include the Shareholders, customers, employees, suppliers and other business partners. Taking environmental policy as an example, the Group is committed to build up an environmental-friendly working environment by promoting energy savings in the offices and collecting waste papers for recycling. The Group will continue to make efforts to minimise its operational impact on the environment and the use of natural resources. An ESG report will be published separately on the Company's website to report the Company's ESG policies and its compliance with the "comply or explain" provisions set out in the ESG Reporting Guide contained in Appendix 27 of the Listing Rules for the year ended 31 December 2022. The said ESG report is expected to be published on the Company's website no later than the end of April 2023.

## COMPLIANCE WITH LAWS AND REGULATIONS

For the year ended 31 December 2022, the Group, to the best of our knowledge, has complied with the Money Lenders Ordinance, the Hong Kong Companies Ordinance, the Listing Rules, the Securities and Futures Ordinance (the "SFO"), the Companies Act 1981 of Bermuda and other relevant laws and regulations.

## RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and consolidated statement of comprehensive income on page 71 and page 72 respectively.

The Directors do not recommend the payment of dividend.

## DIVIDEND POLICY

The declaration, form, frequency and amount of any dividend payout of the Company must be in accordance with relevant laws, rules and regulations and subject to the bye-laws of the Company. Subject to compliance with applicable laws, rules, regulations and the bye-laws, in deciding whether to propose any dividend payout, the Board will take into account the Group's financial results, the earnings and distributable reserves, the operations and liquidity requirements, the debt ratio and possible effects on the credit lines, and the development plans of the Company.

## 環境、社會及管治政策

本公司相信，環境、社會及管治（「環境、社會及管治」）方面之改進有助提升本公司長遠表現，同時對本公司主要持份者（包括股東、客戶、僱員、供應商及其他業務夥伴）有利。以環境政策為例，本集團致力建立環境友好型工作環境，在辦公室推廣節約能源及收集廢紙作回收。本集團將繼續盡力減少其營運對環境及天然資源之使用影響。本公司將於其網站另行登載環境、社會及管治報告，以滙報其截至二零二二年十二月三十一日止年度之環境、社會及管治政策以及遵守上市規則附錄二十七環境、社會及管治報告指引所載「不遵守就解釋」條文之情況。本公司預期將最遲於二零二三年四月底在其網站登載上述環境、社會及管治報告。

## 遵守法律及法規

於截至二零二二年十二月三十一日止年度，就我們所深知，本集團已遵守放債人條例、香港公司條例、上市規則、證券及期貨條例（「證券及期貨條例」）、百慕達一九八一年公司法以及其他相關法律及法規。

## 業績及分配

本集團截至二零二二年十二月三十一日止年度之業績分別載於第71及72頁之綜合損益表及綜合全面收益報表。

董事不建議派發股息。

## 股息政策

本公司必須按照相關法律、規則、法規及受限於本公司細則制定任何股息派付的宣派、形式、頻率及金額。在遵守適用法律、規則、法規及公司細則之規限下，於決定是否提議派付股息時，董事會將考慮本集團之財務業績、盈利及可供分派儲備、營運及流動資金需求、負債比率及對信貸額度可能產生之影響以及本公司之發展計劃。

## DONATIONS

There was no donation made by the Group during the year ended 31 December 2022 (2021: Nil).

## SHARE CAPITAL AND MANDATORY CONVERTIBLE NOTES

Details of the movement in share capital of the Company and the Convertible Notes during the year ended 31 December 2022 are set out in note 31 and note 32 to the consolidated financial statements respectively.

## EQUITY-LINKED AGREEMENTS

Save as the Share Option Scheme and the Convertible Notes issued, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

## DISTRIBUTABLE RESERVES

Movements in the distributable reserves of the Company and the Group during the year ended 31 December 2022 are set out in the consolidated statement of changes in equity on page 75.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-Laws and the laws in Bermuda.

## FIVE YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 4 of this annual report.

## DIRECTORS

The Directors who held office during the year ended 31 December 2022 and up to the date of this report are:

### Executive Directors

Mr. YAN Li (*Chairman*)

Mr. YAN Yifan (*Chief Executive Officer*)  
(appointed on 8 April 2022)

Ms. CAO XIE Qiong

Mr. LI Xiaoshuang

Mr. LI Jiuhua (resigned on 8 April 2022 due to personal and other business affairs)

## 捐款

於截至二零二二年十二月三十一日止年度，本集團無捐款(二零二一年：無)。

## 股本及強制性可換股票據

本公司股本及可換股票據於截至二零二二年十二月三十一日止年度之變動詳情分別載於綜合財務報表附註31及附註32。

## 股票掛鈎協議

除購股權計劃及已發行之可換股票據外，本公司於年內並無訂立亦無於年終存續之任何股票掛鈎協議，將會或可能導致本公司發行股份或要求本公司訂立將會或可能導致本公司發行股份之任何協議。

## 可供分派儲備

本公司及本集團可供分派儲備於截至二零二二年十二月三十一日止年度之變動載於第75頁之綜合權益變動表。

## 優先購買權

本公司之公司細則及百慕達法律並無有關優先購買權之條文。

## 五年財務概要

本集團過去五個財政年度之業績、資產及負債概要載於本年報第4頁。

## 董事

於截至二零二二年十二月三十一日止年度及直至本報告日期止之在任董事如下：

### 執行董事

閻立先生(主席)

閻一帆先生(行政總裁)

(於二零二二年四月八日獲委任)

曹衆女士

李小雙先生

李九華先生(於二零二二年四月八日因個人及其他商業事務辭任)

### Non-Executive Directors

Ms. CHOI Ngai Wah (resigned on 3 August 2022 due to the pursuit of personal and other business commitments)  
Dr. HE Yiwu  
Mr. LYU Changsheng (appointed on 1 August 2022)

### Independent Non-Executive Directors

Mr. LEE See Barry (appointed on 31 March 2022)  
Mr. WANG Ning (appointed on 8 April 2022)  
Prof. HUANG Cibo (appointed on 8 April 2022)  
Ms. WANG Weixia (resigned on 7 April 2022 due to personal and other business affairs)  
Mr. TAM Ho Leung Simon (resigned on 11 April 2022 due to personal and other business affairs)  
Mr. CHAI Nan (resigned on 7 April 2022 due to personal and other business affairs)

Brief biographical details of the Directors are set out on pages 22 to 26 of this annual report. Mr. Yan Li holds 491,435,175 Shares and through his wholly and beneficially owned company, 90.76% shareholding interest in HK Zhong Ji 1, which in turn holds convertible notes issued by the Company in a principal amount of HK\$1,840,000,000, the conversion rights of which, if exercised in full, are convertible into 9,200,000,000 Shares. Mr. Yan Yifan is the nephew of Mr. Yan Li. Other than the aforesaid, none of the Directors has any relationship with the substantial shareholders as at the date of this report.

Mr. Yan Yifan, Ms. Cao Xie Qiong, Mr. Lyu Changsheng and Mr. Lee See Barry, who was appointed by the Board since the last annual general meeting, shall retire from office at the forthcoming annual general meeting pursuant to clause 102(B) of the Company's Bye-laws and being eligible, has offered herself for re-election at the forthcoming annual general meeting.

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

The Board has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and considers all the independent non-executive Directors are independent.

### 非執行董事

蔡藝華女士(因追尋個人及其他業務承擔，  
於二零二二年八月三日辭任)  
何亦武博士  
呂長勝先生(於二零二二年八月一日獲委任)

### 獨立非執行董事

李思先生(於二零二二年三月三十一日獲委任)  
王寧先生(於二零二二年四月八日獲委任)  
黃慈波教授(於二零二二年四月八日獲委任)  
王偉霞女士(於二零二二年四月七日因個人及其他商業事務辭任)  
譚浩亮先生(於二零二二年四月十一日因個人及其他商業事務辭任)  
柴楠先生(於二零二二年四月七日因個人及其他商業事務辭任)

董事簡歷詳情載於本年報第22至26頁。閻立先生持有491,435,175股股份及透過其全資實益擁有之公司持有香港中基1號90.76%股權權益，而香港中基1號持有本公司所發行本金額為1,840,000,000港元之可換股票據，倘全面行使相關兌換權，則可兌換為9,200,000,000股股份。閻一帆先生為閻立先生的侄子。除上述者外，於本報告日期，概無董事與主要股東有任何關係。

根據本公司之公司細則第102(B)條，自上一屆股東周年大會以來獲董事會委任之閻一帆先生、曹眾女士、呂長勝先生及李思先生將於應屆股東周年大會上退任，並符合資格且願意於應屆股東周年大會上接受重選。

概無擬於應屆股東周年大會上接受重選之董事與本公司訂有任何毋須給予補償(法定賠償除外)即不可於一年內終止之服務合約。

根據上市規則第3.13條，各獨立非執行董事均已向董事會呈交年度獨立性確認書，而董事會認為全體獨立非執行董事屬獨立人士。

## CHANGES IN INFORMATION ON DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, changes in information on the Directors since the last published 2022 interim report of the Company and up to the date of this report were set out below:

- (a) Mr. Lyu Changsheng was appointed as a non-executive director with effect from 1 August 2022.
- (b) Ms. Choi Ngai Wah was resigned as a non-executive Director with effect from 3 August 2022 due to the pursuit of personal and other business commitments.

## DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENT OR CONTRACTS

No transaction, arrangement or contracts of significance in relation to the Group's business to which the Company, any of its fellow subsidiaries or its parent company was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

## DIRECTOR'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Other than the section of "Share Options" disclosed below, at no time during the year ended 31 December 2022 was the Company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## DIRECTORS' INTERESTS IN A COMPETING BUSINESS

To the best knowledge of the Directors, none of the Directors and their respective close associates (as defined in the Listing Rules) is considered to have any interests in the businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

## CONNECTED TRANSACTION

There was no connected transactions or continuing connected transactions undertaken by the Company during the year ended 31 December 2022 and up to date of this report which was required to be disclosed pursuant to Chapter 14A of the Listing Rules.

## 董事資料變動

根據上市規則第13.51B(1)條，自本公司二零二二年中期報告刊發以來直至本報告日期為止，董事資料變動載列如下：

- (a) 呂長勝先生獲委任為非執行董事，自二零二二年八月一日起生效。
- (b) 蔡藝華女士因追尋個人及其他業務承擔，辭任非執行董事職位，自於二零二二年八月三日起生效。

## 董事之交易、安排或合約權益

於年終時或年內任何時間，概無任何由本公司、其任何同系附屬公司或母公司所訂立，且董事在其中直接或間接擁有重大權益並對本集團業務有重大影響之交易、安排或合約存續。

## 董事購入股份或債券之權利

除下文「購股權」一節所披露者外，於截至二零二二年十二月三十一日止年度內任何時間，本公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可藉購入本公司或任何其他法人團體之股份或債券而獲益。

## 董事於競爭業務之權益

就董事所深知，概無董事及彼等各自之緊密聯繫人(定義見上市規則)被視為對本集團業務直接或間接構成競爭或可能構成競爭之業務(董事獲委任以董事身分代表本公司及/或本集團權益之業務除外)中擁有任何權益。

## 關連交易

於截至二零二二年十二月三十一日止年度及截至本報告日期，本公司並無進行任何根據上市規則第十四A章須予披露之關連交易或持續關連交易。

## PERMITTED INDEMNITY PROVISION

Pursuant to clause 178 of the Company's Bye-Laws, every Director, secretary and other officers shall be indemnified and secured harmless out of assets of the Company against all actions, costs, charges, losses, damages and expenses which he/she may incur or sustain by reason of any act execution of their duty in their offices.

Such provision was in force during the course of the financial year ended 31 December 2022 and remained in force as of the date of this report. The Company has taken out and maintained Directors' and officers' liabilities insurance throughout the year, which provides appropriate cover for the Directors.

## SHARE OPTIONS

The Company adopted the share option scheme (the "**Share Option Scheme**") pursuant to an ordinary resolution passed on 12 June 2012 (the "**Adoption Date**"). The purpose of the Share Option Scheme is to provide incentives to the grantee, including employee, officer, agent, consultant or representative of the Group (including any executive or non-executive director of any member of the Group), to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that are valuable to the Group. The Share Option Scheme shall be valid and effective for a period of ten years commencing from the Adoption Date and will expire on 11 June 2022.

Following the expiration of the Share Option Scheme, the Shareholders approved the adoption of a new share option scheme of the Company (the "**New Share Option Scheme**") at the annual general meeting of the Company held on 29th July, 2022, the New Share Option Scheme was set up for the primary purpose to enable the Group to motivate the participants of the New Share Option Scheme to utilise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group. The New Share Option Scheme will expire on 29th July, 2032. For details, please refer to the circular of the Company dated 28 June 2022.

## 獲准許彌償條文

根據本公司之公司細則第178條，各董事、秘書及其他高級職員將獲本公司資產作為彌償保證及擔保，使其免受履行職務之任何原因所可能招致或蒙受之所有訴訟、成本、開支、損失、損害賠償及開支損害。

該條文於截至二零二二年十二月三十一日止財政年度內一直生效且截至本報告日期依然生效。本公司於整個年度內已投購及維持董事及高級職員責任保險，為董事提供適當保障。

## 購股權

本公司根據於二零一二年六月十二日（「採納日期」）通過之普通決議案採納購股權計劃（「購股權計劃」）。購股權計劃旨在向承授人（包括本集團之僱員、高級職員、代理、顧問或代表（包括本集團任何成員公司之執行或非執行董事））提供獎勵，貢獻本集團，並讓本集團可招募對本集團有價值之高質素僱員及吸納資源。購股權計劃於自採納日期起計十年內有效及生效，並將於二零二二年六月十一日屆滿。

隨著購股權計劃屆滿後，於本公司於二零二二年七月二十九日召開的股東周年大會，股東同意採納本公司的一份新購股權計劃（「新購股權計劃」）。設立新購股權計劃的主要目的是使得本集團能夠激勵新購股權計劃的參與者利用其表現及效率為本集團謀利，並吸引和保留或以其他方式維持與能夠或將為本集團長期發展做出有益貢獻的參與者的關係。對本集團而言，被允許於適當情況下向其提供激勵至關重要，即通過為其提供獲得本公司所有權權益的機會，獎勵其對本公司的業務成功做出的貢獻。新購股權計劃將於二零三二年七月二十九日屆滿。詳情請參閱本公司日期為二零二二年六月二十八日的通函。

At the annual general meeting held on 2 June 2017, the Shareholders duly approved the existing scheme mandate limit under the Share Option Scheme be refreshed and renewed provided that the total number of shares of the Company which may be allotted and issued pursuant to the grant or exercises of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at 2 June 2017, that is 387,010,265 shares of the Company. The Directors are authorised, subject to compliance with the Listing Rules, to grant options under the Share Option Scheme up to the refreshed limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options granted under the Share Option Scheme. Share options granted should be accepted within 28 days after the date of grant, upon payment of HK\$1 per each grant of the share options. The subscription price will be a price determined by the Board and at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded. Details were shown in the circular of the Company dated 28 April 2017.

The maximum number of shares of the Company (issued and to be issued) upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company (including options exercised, cancelled or outstanding) to each eligible person in any 12-month period shall not exceed 1% of the total number of shares of the Company in issue unless approval of the Shareholders is obtained. Any grant of share options to a Director, the chief executive of the Company, substantial Shareholder, or Controlling Shareholder or any of their respective associates (as defined in the Listing Rules), is subject to approval by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the share options). In addition, where the Board proposes to grant any share options to a substantial Shareholder or an independent non-executive Director or any of their respective associates, and such share options, if exercised in full, would result in the total number of shares of the Company issued and

於二零一七年六月二日舉行之股東周年大會上，股東正式批准更新及重訂有關購股權計劃之現有計劃授權上限，惟因根據購股權計劃授出購股權或因購股權獲行使（不包括根據購股權計劃先前已授出、未行使、已註銷、已失效或已行使之購股權）而可能配發及發行之本公司股份總數不得超過二零一七年六月二日本公司已發行股份之10%（即387,010,265股本公司股份）。董事獲授權在遵守上市規則之前提下，根據購股權計劃授出數目最高達更新上限之購股權，並行使本公司一切權力以因根據購股權計劃所授出之購股權獲行使而配發、發行及處理本公司股份。已授出購股權須於授出日期後28日內獲接納，並就每份授出購股權支付1港元。認購價將為董事會釐定之價格，並最少為下列三者中之最高者：(a)於購股權授出日期（必須為營業日）聯交所每日報價表所列股份之收市價；(b)於緊接購股權授出日期前五個營業日聯交所每日報價表所列股份之平均收市價；及(c)股份面值。因購股權獲行使而可能發行之股份總數，不得超過不時已發行股份數目之30%。倘授出購股權將導致超過該30%限額，則不得授出任何購股權。詳情載於本公司日期為二零一七年四月二十八日之通函內。

除非已取得股東批准，否則因於任何12個月期間根據購股權計劃或本公司任何其他購股權計劃授予任何一名合資格人士之購股權（包括已行使、已註銷或未行使之購股權）獲行使而已發行及將予發行之本公司股份最高數目不得超過本公司已發行股份總數之1%。向本公司董事、最高行政人員、主要股東、控股股東或彼等各自任何聯繫人（定義見上市規則）授出任何購股權均須經獨立非執行董事（不包括身為購股權承授人之獨立非執行董事）批准。此外，倘董事會建議向主要股東、獨立非執行董事或彼等各自任何聯繫人授出任何購股權，而有關購股權（如全數獲行使）將導致因於截至（並包括）授出日期止過去12個月期間已經及將會授予有關人士之所有購股權（包括已行使、已註銷及未行使之購股權）獲行使而已發行及將予發行之本公司股份總數超過本公司於授出日期已發行股份總數之

to be issued upon exercise of all the share options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the past 12-month period up to and including the date of grant in excess of 0.1% of the total number of shares of the Company in issue on the date of grant and with an aggregate value (based on the closing price of the shares of the Company on the date of grant) in excess of HK\$5,000,000, such further grant of share options is subject to the Shareholders' approval in general meeting.

On 31 December 2020, the Company granted an aggregate of 386,800,000 share options to ten (10) consultants of the Company (the "Consultant(s)") (none of the grantees nor any of their respective associates (as defined in the Listing Rules) are Directors, chief executives or substantial shareholders (as defined in the Listing Rules) of the Company at the time of the grant of the share options) with an exercise price of HK\$0.400 per new share. Each Consultant is entitled 38,680,000 share options. The Board had set out performance targets for the Consultants as part of the conditions for grant of the Options. Such performance targets dictated that each of the consultants would create revenue for the Group of a certain amount within three years from the grant of the share options, which includes introducing clients, investors and potential business opportunities to the Company, recommending and advising on potential acquisition projects and assisting and advising in potential fund raising activities. To the best knowledge of the Directors, the duties of the Consultants are as follows:

- (1) Consultant A — introduce partners and investors to the Company
- (2) Consultant B — provide financial advice and strategic business strategies to the Company
- (3) Consultant C — introduce clients to the Company
- (4) Consultant D — introduce clients to the Company
- (5) Consultant E — introduce clients to the Company
- (6) Consultant F — introduce clients to the Company

0.1%，且總值(按本公司股份於授出日期之收市價計算)超過5,000,000港元，則進一步授出有關購股權須經股東於股東大會上批准。

於二零二零年十二月三十一日，本公司向十(10)名本公司顧問(「顧問」)(概無承授人或任何彼等各自之聯繫人(定義見上市規則)於授出購股權之時為本公司董事、最高行政人員或主要股東(定義見上市規則))授出合共386,800,000份購股權，行使價為每股新股0.400港元。每名顧問有權獲發38,680,000份購股權。董事會為顧問設立業績目標，作為授予購股權的條件之一。該業績目標規定，每位顧問在授予購股權後三年內為本團創造一定數額的收入，其中包括向本公司介紹客戶、投資者及潛在的商業機會，就潛在的收購項目提供建議及意見，並在可能籌資活動中提供協助和意見。據董事所深知，顧問的職責如下：

- (1) 顧問A — 為本公司介紹合夥人及投資者
- (2) 顧問B — 為本公司提供財務意見及商業策略
- (3) 顧問C — 為本公司介紹客戶
- (4) 顧問D — 為本公司介紹客戶
- (5) 顧問E — 為本公司介紹客戶
- (6) 顧問F — 為本公司介紹客戶

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|---|------------------------|
| (7) Consultant G — introduce clients and investors to the Company | (7) 顧問G — 為本公司介紹客戶及投資者 |
| (8) Consultant H — introduce clients to the Company               | (8) 顧問H — 為本公司介紹客戶     |
| (9) Consultant I — introduce clients to the Company               | (9) 顧問I — 為本公司介紹客戶     |
| (10) Mr. Li Xiaoshuang: introduce clients to the Company          | (10) 李小雙先生 — 為本公司介紹客戶  |

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for Mr. Li Xiaoshuang, who was an independent third party at the time of the grant of the share options, and subsequently resigned as consultant and was appointed as an executive Director on 30 August 2021, all the remaining consultants are independent third parties of the Company. None of the Consultants holds share options entitling them to subscribe for Shares exceeding 1% of the total issued Shares of the Company as at the date of grant. The period during which these share options can be exercised is from 31 December 2023 to 30 December 2030.

據董事作出一切合理查詢後所知、所悉及所信，除李小雙先生於授出購股權時為獨立第三方，其後於二零二一年八月三十日辭任顧問並獲委任為執行董事外，其餘所有顧問均為本公司的獨立第三方。概無顧問持有使其有權認購超過本公司於授予日期已發行股份總數1%的股份的購股權。該等購股權可於二零二三年十二月三十一日至二零三零年十二月三十一日期間行使。

Movements of the aforesaid share options during the period were as follow:

上述購股權於期內的變動如下：

Category	Number of share options 購股權數量				Outstanding as at 31 December 2022 於二零二二年 十二月三十一日 尚未行使
	Outstanding as at 1 January 2022 於二零二二年 一月一日尚未行使	Granted during the Year 年內授出	Exercised during the Year 年內行使	Cancelled/lapsed during the Year 年內註銷/失效	
Director — LI Xiaoshuang 董事 — 李小雙	38,680,000	-	-	-	38,680,000
Other participants — consultants 其他參與者 — 顧問	348,120,000	-	-	348,120,000	-

Save as disclosed above, there were no share options granted and exercised under the Share Option Scheme during the Year.

除上文所披露者外，年內概無購股權計劃下之購股權獲授出或獲行使。

## SHARE AWARD SCHEME

The Company adopted the share award scheme (the “**Share Award Scheme**”) on 18 May 2021. The purpose and the objective of the scheme are to recognise the contributions of certain participants to the development and growth of the Group and to provide them with incentives in order to retain them for the continual operation and development and to attract suitable personnel for further development of the Group.

The Company may from time to time, allot and issue new shares in the share capital of the Company to the trustee as directed by the Board and/or share award committee, which shall constitute part of the trust fund, for the grant of restricted shares to selected participant(s) as set out in the rules of the Share Award Scheme and the trust deed. The Board shall not make any further award which will result in the aggregated number of restricted shares granted pursuant to the Share Award Scheme (excluding restricted shares that have been forfeited in accordance with the Share Award Scheme) exceeding 10% of the issued share capital of the Company as at 18 May 2021, that is 387,010,265 shares of the Company.

No shares were awarded under the Share Award Scheme of the Company during the year ended 31 December 2022.

## 股份獎勵計劃

本公司於二零二一年五月十八日採納股份獎勵計劃(「**股份獎勵計劃**」)。該計劃的目的及目標旨在表揚若干參與者對本集團的發展及增長所作出的貢獻，並向彼等提供獎勵，以挽留彼等繼續營運及發展，並吸納合適的人員促進本集團的進一步發展。

本公司可不時配發及發行本公司股本中的新股份予董事會及／或股份獎勵委員會指示的受托人，其構成信託基金的一部分，以授出受限制股份予股份獎勵計劃及信託契據規則所載的經選定參與者。董事會不得授出任何進一步獎勵，導致根據股份獎勵計劃授予的受限制股份的總數(不包括根據股份獎勵計劃被沒收的受限制股份)超過本公司於二零二一年五月十八日的已發行股本的10%(即387,010,265股本公司股份)。

截至二零二二年十二月三十一日止年度，概無根據本公司的股份獎勵計劃授出任何股份。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 31 December 2022, the interests and short positions of the Directors, the chief executive of the Company nor their close associates (as defined in the Listing Rules) had any interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Directors or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be recorded in the register required to be kept by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing rules, were as follows:

## 董事及最高行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，董事、本公司最高行政人員或彼等之緊密聯繫人(定義見上市規則)於本公司股份、本公司或任何相聯法團(定義見證券及期貨條例第XV部)相關股份及債券中擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益及淡倉(包括任何該等本公司董事或最高行政人員根據證券及期貨條例有關條文視為或當作擁有之權益或淡倉);或(b)須根據證券及期貨條例第352條記入本公司須存置之登記冊內之權益及淡倉;或(c)須根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則通知本公司或聯交所之權益及淡倉如下:

Name of Directors 董事姓名	Capacity 身份	Number of Shares held in long position (L)/ short position (S) 所持好倉(L)/短倉(S)股份數目	Number of underlying Shares held in long position (L)/ short position (S) 所持好倉(L)/短倉(S)相關股份數目	Total number of long position (L)/ short position (S) 好倉(L)/短倉(S)股份總數	Percentage (Note 1) 百分比 (附註1)
Mr. YAN Li (Note 2) 閻立先生(附註2)	Beneficial owner and interest of controlled corporation 實益擁有人及受控制公司權益	491,435,175 (L)	9,200,000,000 (L) 9,200,000,000 (S)	9,691,435,175 (L) 9,200,000,000 (S)	227.65% (L) 216.11% (S)
Ms. CAO Xie Qiong 曹衆女士	Interest of spouse 配偶權益	46,600,000	-	46,600,000 (L)	1.09% (L)
Mr. LI Xiaoshuang (Note 3) 李小雙先生(附註3)	Beneficial owner 實益擁有人	-	38,680,000 (L)	38,680,000 (L)	0.91% (L)

Notes:

- This represented the approximate percentage of the total number of issued Shares as at 31 December 2022.
- Mr. Yan Li held 491,435,175 Shares and through his wholly and beneficially owned company, 90.76% shareholding interest in Zhong Ji 1 International Medical Group (Hong Kong) Limited, which in turn holds convertible notes issued by the Company in a principal amount of HK\$1,840,000,000, the conversion rights of which, if exercised in full, are convertible into 9,200,000,000 Shares.
- Mr. Li Xiaoshuang held 38,680,000 share options of the Company entitling him to subscribe for 38,680,000 Shares.

附註:

- 此相當於二零二二年十二月三十一日之已發行股份總數之概約百分比。
- 閻立先生持有491,435,175股股份及透過其全資實益擁有之公司持有香港中基1號國際醫療集團有限公司90.76%股權權益，而香港中基1號國際醫療集團有限公司持有本公司所發行本金額為1,840,000,000港元之可換股票據，倘全面行使相關兌換權，則可兌換為9,200,000,000股股份。
- 李小雙先生持有38,680,000份本公司購股權，賦予其認購38,680,000股股份的權利。

Save as disclosed above, as at 31 December 2022, none of the Directors or chief executive of the Company and/or their respective close associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

## SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, so far as being known to the Directors or chief executive of the Company, the interests and short positions of the substantial Shareholders or other persons (other than the Directors or chief executive of the Company) in the Shares and underlying Shares which have been disclosed to the Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO and have been recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

### Long position in ordinary shares of the Company:

除上文所披露者外，於二零二二年十二月三十一日，概無本公司董事或最高行政人員及／或彼等各自之緊密聯繫人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）之任何股份、相關股份及債券中擁有任何權益或淡倉。

### 主要股東於股份、相關股份及債券之權益

於二零二二年十二月三十一日，就本公司董事或最高行政人員所知，主要股東或其他人士（本公司董事或最高行政人員除外）於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3分部之條文已向本公司披露及已記入根據證券及期貨條例第336條本公司須存置之登記冊之權益及淡倉如下：

### 於本公司普通股之好倉：

Name	Capacity	Number of Shares held in long position (L)/ short position (S)	Number of underlying Shares entitled in long position (L)/ short position (S)	Total number of Shares in long position (L)/ short position (S)	Approximate percentage of issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
Harmony Delight Holdings Limited ("Harmony Delight") (Notes 2 and 3) 愉和控股有限公司(「愉和」)(附註2及3)	Beneficial owner Person having a security interest in shares 實益擁有人 擁有股份擔保權益人士	-	1,100,000,000 (L) 9,200,000,000 (L)	1,100,000,000 (L) 9,200,000,000 (L)	241.95%(L)
Ma Hongyi (Note 4) 馬宏義(附註4)	Beneficial owner Interest of controlled corporation 實益擁有人 受控制公司權益	-	100,000,000 (L) 10,300,000,000 (L)	100,000,000 (L) 10,300,000,000 (L)	244.30% (L)

Name	Capacity	Number of Shares held in long position (L)/ short position (S)	Number of underlying Shares entitled in long position (L)/ short position (S)		Total number of Shares in long position (L)/ short position (S)	Approximate percentage of issued share capital of the Company (Note 1) 佔本公司已發行股本之概約百分比 (附註1)
			所持有 所持好倉(L)/ 淡倉(S)股份數目	好倉(L)/淡倉(S) 相關股份數目		
名稱/姓名	身份					
Zhong Ji 1 International Medical Group (Hong Kong) Limited ("Zhong Ji 1") (Notes 3 and 5)	Beneficial owner	-	9,200,000,000 (L) 9,200,000,000 (S)		9,200,000,000 (L) 9,200,000,000 (S)	216.11% (L) 216.11% (S)
香港中基1號國際醫療集團有限公司 (「中基1號」)(附註3及5)	實益擁有人					
China International Osteoarticular Medical Group Limited (Note 6)	Interest of controlled corporation	-	9,200,000,000 (L) 9,200,000,000 (S)		9,200,000,000 (L) 9,200,000,000 (S)	216.11% (L) 216.11% (S)
China International Osteoarticular Medical Group Limited (附註6)	受控制公司權益					
Wong So Wai 黃素慧	Beneficial owner 實益擁有人	500,500,000 (L)		-	500,500,000 (L)	11.76 (L)
So Hoi Wing, Jackson 蘇凱榮	Beneficial owner 實益擁有人	300,000,000 (L)		-	300,000,000 (L)	7.05 (L)

Notes:

附註:

- |  |  |
|--|--|
| <p>1. Based on a total of 4,257,112,915 Shares in issue as at 31 December 2022.</p> <p>2. Harmony Delight held convertible notes with conversion price of HK\$0.2 per Share issued by the Company (the "Convertible Notes") in the principal amount of HK\$220,000,000.</p> <p>3. On 5 November 2020, a mortgage was entered into between Zhong Ji 1 as mortgagor and Harmony Delight as mortgagee in respect of the Convertible Notes in the principal amount of HK\$1,840,000,000.</p> <p>4. Harmony Delight was wholly owned by Mr. Ma Hongyi.</p> <p>5. Zhong Ji 1 held the Convertible Notes in the principal amount of HK\$1,840,000,000.</p> <p>6. Zhong Ji 1 was 90.76% owned by China International Osteoarticular Medical Group Limited, which in turn wholly owned by Mr. Yan Li.</p> | <p>1. 以於二零二二年十二月三十一日之合共4,257,112,915股已發行股份為基礎。</p> <p>2. 愉和持有本公司所發行本金額為220,000,000港元之可換股票據，兌換價為每股股份0.2港元(「可換股票據」)。</p> <p>3. 於二零二零年十一月五日，中基1號(作為按揭人)與愉和(作為承按人)就本金額為1,840,000,000港元之可換股票據訂立一項按揭。</p> <p>4. 愉和由馬宏義先生全資擁有。</p> <p>5. 中基1號持有本金額為1,840,000,000港元之可換股票據。</p> <p>6. 中基1號由China International Osteoarticular Medical Group Limited擁有90.76%權益，而China International Osteoarticular Medical Group Limited由閔立先生全資擁有。</p> |
|--|--|

Save as disclosed above, as at 31 December 2022, the Company had not been notified of any other interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO.

### MANAGEMENT CONTRACTS

Save for employment contracts, no other contracts relating to the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

### MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2022, the aggregate amount of revenue attributable to the Group's five largest customers and the largest customer represented approximately 46% and 23% respectively (2021: 59% and 31% respectively) of the Group's total revenue.

During the year ended 31 December 2022, the aggregate amount of cost of services attributable to the Group's five largest suppliers and the largest supplier represented approximately 92% and 44% respectively (2021: 80% and 31% respectively) of the Group's total cost of services.

None of the Directors or any of their close associates or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) had any beneficial interest in any of the Group's five largest customers and suppliers as at 31 December 2022.

### RETIREMENT BENEFITS SCHEME

The Group has joined the Mandatory Provident Fund Scheme (the "MPF Scheme") for all of its employees in Hong Kong and defined contribution retirement plans for the Group's eligible employees in the PRC. Particulars of the MPF Scheme are set out in "Retirement benefits costs" section under note 3.2 to the consolidated financial statements.

除上文所披露者外，於二零二二年十二月三十一日，本公司並無獲任何人士知會於本公司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3分部向本公司披露，或本公司根據證券及期貨條例第336條規定存置之登記冊所記錄之任何其他權益或淡倉。

### 管理合約

除僱傭合約外，年內概無訂立或存在其他關於本公司全部或任何重大部分業務管理及行政之合約。

### 主要客戶及供應商

於截至二零二二年十二月三十一日止年度，本集團五大客戶及最大客戶應佔收益總額分別相當於本集團總收益約46%及23%（二零二一年：分別為59%及31%）。

於截至二零二二年十二月三十一日止年度，本集團五大供應商及最大供應商應佔之服務成本總額相當於本集團服務成本總額分別約92%及44%（二零二一年：分別為80%及31%）。

於二零二二年十二月三十一日，董事或彼等任何緊密聯繫人或任何股東（據董事所深知擁有本公司已發行股本超過5%）概無於本集團任何五大客戶及供應商中擁有任何實益權益。

### 退休福利計劃

本集團已為其全體香港僱員參加強制性公積金計劃（「強積金計劃」）及為其中國合資格僱員參加界定供款退休計劃。強積金計劃之詳情載於綜合財務報表附註3.2「退休福利成本」一節。

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased or redeemed any of the Company's listed securities during the year. As at 31 December 2022, 4,257,112,915 ordinary shares with a par value of HK\$0.001 each were in issue. Details are set out in note 32 to the consolidated financial statements.

## SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the best knowledge of the Directors, the Board confirmed that the Company has maintained a sufficient public float as required under the Listing Rules during the year ended 31 December 2022.

## MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES

The Group has not made any material acquisition or disposal of subsidiaries during the reporting year.

## EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the reporting date are set out in note 41 to the consolidated financial statements.

## AUDITORS

The Company's Consolidated financial statements for the years ended 2021 were audited by KTC Partners CPA Limited ("KTC").

KTC resigned as auditors of the Company with effect from 12 January 2022 and the Board resolved to appoint new Auditor, Elite Partners CPA Limited ("**Elite**") as the new auditors of the Company with effect from 12 January 2023 to fill the casual vacancy. Details of the change of auditors are disclosed in the announcement of the Company dated 12 January 2023.

## 購買、出售或贖回上市證券

年內，本公司或其任何附屬公司概無購買或贖回任何本公司上市證券。於二零二二年十二月三十一日，已發行4,257,112,915股每股面值0.001港元之普通股。有關詳情載於綜合財務報表附註32。

## 充足公眾持股量

基於本公司可獲得之公開資料及據董事所深知，董事會確認，本公司於截至二零二二年十二月三十一日止年度一直維持上市規則所規定之充足公眾持股量。

## 重大附屬公司收購及出售

於報告年度內，本集團並無任何重大附屬公司收購或出售事項。

## 報告期後事項

於報告日期後發生之重大事項詳情載於綜合財務報表附註41。

## 核數師

本公司截至二零二一年止年度之綜合財務報表由和信會計師事務所有限公司(「和信」)審核。

和信已辭任本公司核數師，自二零二二年一月十二日起生效，而董事會已議決自二零二三年一月十二日起委任開元信德會計師事務所有限公司(「開元」)為本公司新任核數師，以填補臨時空缺。有關更換核數師的詳情披露於本公司日期為二零二三年一月十二日的公告。

A resolution for reappointment of Elite as auditors of the Company will be proposed at forthcoming annual general meeting.

有關續聘開元為本公司核數師之決議案將於應屆股東周年大會上提呈。

On behalf of the Board  
**Zhong Ji Longevity Science Group Limited**

代表董事會  
中基長壽科學集團有限公司

**Yan Li**  
*Chairman*  
Hong Kong, 18 April 2023

主席  
閻立  
香港，二零二三年四月十八日



The Board is committed to uphold a high standard of corporate governance practices and business ethics in the belief that they are essential for maintaining and promoting investors' confidence and maximising Shareholders' returns. The Board reviews its corporate governance practices from time to time in order to meet the rising expectations of Shareholders and comply with increasingly stringent regulatory requirements (both locally and internationally), and to fulfill its commitment to excellence in corporate governance.

### CORPORATE GOVERNANCE

The Company has complied with the code provisions ("**Code Provision(s)**") set out in the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 of the Listing Rules during the year.

The Company has complied with the risk management and internal control code provisions D.2.4 during the year. In particular, the Risk management Committee monitors the Company to disclose the following:

- (a) the process used to identify, evaluate and manage significant risks;
- (b) the main features of risk management and internal control system;
- (c) an acknowledgement by the Board that it is responsible for the risk management and internal control system and reviewing its effectiveness;
- (d) the process used to review the effectiveness of the risk management and internal control system; and
- (e) the process used to resolve material internal control defects for any significant problems disclosed in its annual reports and financial statements.

A comprehensive analysis of the risks affecting the business of the Company and the mitigation measures is set out in the section of "Risk management and internal controls" on pages 57 to 59 in this Annual Report.

董事會致力維持高水平之企業管治常規及商業道德標準，並堅信此對維持及提高投資者信心以及提升股東回報至為重要。董事會不時檢討其企業管治常規，以迎合股東不斷提升之期望及遵守愈趨嚴謹之地方及國際法規要求，並實踐其對達致卓越企業管治之承諾。

### 企業管治

年內，本公司已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）之守則條文（「守則條文」）。

年內，本公司一直遵守風險管理及內部監控的守則條文第D.2.4條。具體而言，風險管理委員會監督本公司披露以下內容：

- (a) 用於識別、評估及管理重大風險的程序；
- (b) 風險管理及內部監控系統的主要特點；
- (c) 董事會承認其須對風險管理及內部監控系統負責，並有責任檢討其有效性；
- (d) 用於檢討風險管理及內部監控系統有效性的程序；及
- (e) 用於解決其年度報告及財務報表所披露的任何重大問題的重大內部監控缺陷的程序。

影響本公司業務的風險的全面分析及減輕措施載列於本年報第57至59頁「風險管理及內部監控」一節。

## THE BOARD

As at the date of this report, the Board comprises of four executive Directors, two non-executive Directors and three independent non-executive Directors. Formal letters of appointment for Directors setting out the key terms and conditions of their appointment were executed by all Directors. Mr. Yan Li, Mr. Yan Yifan and Ms. Cao Xie Qiong were not appointed for a specific or proposed term; and Mr. Li Xiaoshuang, Dr. He Yiwu, Mr. Lyn Changsheng, Mr. Lee See Barry, Mr. Wang Ning and Prof. Huang Cibo were appointed for a term of two years but all Directors are subject to retirement by rotation and re-election at the annual general meeting in accordance with the Bye-laws of the Company.

## RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD AND MANAGEMENT

The key responsibility of the Board is overseeing the business and how the management serves the interests of the Shareholders and other stakeholders. The Board assumes responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Directors, individually and collectively, must act in good faith in the best interests of the Company and its Shareholders, and ensure good corporate governance and compliance with legal and regulatory requirements.

The roles of the Board include reviewing and guiding corporate strategies and policies, monitoring financial and operating performance and setting appropriate risk management policies. All Directors should take decisions objectively in the interests of the Company. To achieve this, the Board has adopted corporate governance principles aimed at ensuring that the Board is independent and fully informed on the key strategic issues facing the Company.

The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, risk management and internal control, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing, and coordinating the daily operation of the Company are delegated to the management.

## 董事會

於本報告日期，董事會由四名執行董事、兩名非執行董事及三名獨立非執行董事組成。全體董事已簽立正式董事委任書，載列主要任命條款及條件。閻立先生、閻一帆先生及曹衆女士之委任並無指定或建議任期，而李小雙先生、何亦武博士、呂長勝先生、李思先生、王寧先生及黃慈波教授之任期為兩年，惟全體董事均須按照本公司之公司細則於股東周年大會上輪值告退並接受重選。

## 董事會及管理層之職責、問責性及貢獻

董事會之主要職責為監督業務以及管理層為股東及其他持份者之利益行事之方式。董事會承擔領導及監控本公司之職責，並集體負責指導及監督其事務，促使本公司成功。董事必須個別及共同以本公司及其股東之最佳利益為前提真誠地行事，並確保良好企業管治以及遵守法律及監管規定。

董事會之角色包括審閱及指導企業策略及政策、監察財務及營運表現，以及制定適合之風險管理政策。全體董事均須以本公司之利益為依歸客觀地作出決定。為此，董事會已採納旨在確保董事會獨立，並全面掌握本公司面對之主要策略事宜之企業管治原則。

董事會保留權力就所有本公司之政策事宜、策略及預算、風險管理及內部監控、重大交易(尤其是涉及利益衝突者)、財務資料、委任董事及其他重大營運事宜作出決定。與實施董事會決定、指導及協調本公司日常營運有關之職責則已轉授予管理層。



## THE COMPOSITION OF THE BOARD

The Board has established five board committees, being the Audit Committee, the Nomination Committee, the Remuneration Committee, the Risk Management Committee and the Share Award Committee (collectively the “**Board Committees**”) to oversee different areas of the Company’s affairs. All Board Committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice, at the Company’s expense.

Under the Bye-Laws of the Company, one-third of the Directors, or if their number is not three or a multiple of three, then the number nearest one-third, shall be subject to retirement by rotation. They are required to retire from office at each annual general meeting and their re-election is subject to a vote of the Shareholders. Retiring Directors are eligible for re-election at the annual general meeting at which they retire. Further, any Director appointed to fill a casual vacancy shall hold office only until the next following annual general meeting of the Company but shall be eligible for re-election at the meeting. Separate resolutions are proposed for the election of each Director.

The brief biographical details of the Directors are set out in pages 22 to 26 of this annual report, which demonstrates a diversity of skills, expertise, experience and qualification.

## CHAIRMAN AND CHIEF EXECUTIVE

The Chairman and the Chief Executive Officer are Mr. Yan Li and Mr. Yan Yifan respectively.

## 董事會組成

董事會已成立五個董事委員會，分別為審核委員會、提名委員會、薪酬委員會、風險管理委員會及股份獎勵委員會（統稱為「**董事委員會**」），監督本公司不同範疇事務。全部董事委員會均獲提供足夠資源履行其職責，亦可提出合理要求尋求獨立專業意見，費用由本公司承擔。

根據本公司之公司細則，在每屆股東周年大會上，當時三分之一董事（若人數並非三或三的倍數，則以最接近三分之一之人數為準）須輪值退任，並接受股東表決重選連任。退任董事將合資格於該股東周年大會上接受重選。此外，任何獲委任以填補臨時空缺之董事任期僅至本公司下屆股東周年大會，屆時將符合資格接受重選。本公司將就推選每一名董事提呈獨立決議案。

董事簡歷詳情載於本年報第22至26頁，彼等各有不同技能、專業知識、經驗及資歷。

## 主席及行政總裁

主席及行政總裁分別為閔立先生及閔一帆先生。

As at the date of this report, the composition of the Board and the Board Committees are given below and their respective responsibilities are discussed in this report.

於本報告日期，董事會及董事委員會組成載列如下，而其相應職責亦將於本報告論述。

Board of Directors 董事會		Audit Committee 審核委員會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Risk	Share Award Committee 股份 獎勵委員會
					Management Committee 風險 管理委員會	
<b>Executive Directors</b> 執行董事						
Mr. YAN Li	閻立先生	–	chairman 主席	–	chairman 主席	chairman 主席
Mr. YAN Yifan	閻一帆先生	–	–	–	–	–
Mr. LI Xiaoshuang	李小雙先生	–	–	–	–	–
Ms. CAO XIE Qiong	曹衆女士	–	–	–	–	–
<b>Non-Executive Directors</b> 非執行董事						
Dr. HE Yiwu	何亦武博士	–	–	–	–	–
Mr. Lyn Changsheng	呂長勝先生	–	–	–	–	–
<b>Independent Non-executive Directors</b> 獨立非執行董事						
Mr. LEE See Barry	李思先生	chairman 主席	member 成員	member 成員	member 成員	member 成員
Mr. WANG Ning	王寧先生	member 成員	member 成員	chairman 主席	member 成員	member 成員
Prof. HUANG Cibo	黃慈波教授	member 成員	member 成員	member 成員	member 成員	member 成員

An updated list of the Directors, identifying their roles and functions at the Company, is available on the websites of the Company and the Stock Exchange.

本公司網站及聯交所網站載有最新董事名單，以識別彼等於本公司之角色與職能。

## NON-EXECUTIVE DIRECTORS

Pursuant to the Bye-laws and the CG Code, every Director is subject to retirement by rotation and re-election at least once every three years. All the non-executive Directors are subject to the aforesaid retirement requirements and are appointed for a specific term of not more than three years.

## 非執行董事

根據公司細則及企業管治守則，每名董事須最少每三年輪值退任及重選連任一次。全體非執行董事亦須遵守上述退任規定，並根據不超過三年之指定任期獲委任。

The Board has three independent non-executive Directors, and at least one of them has the appropriate professional qualifications or accounting or related financial management expertise as required under the Listing Rules. The Board has received from each of the independent non-executive Directors an annual written confirmation of his independence pursuant to the Listing Rules, and considered that all the independent non-executive Directors are independent.

董事會有三名獨立非執行董事，而當中最少一名已具備上市規則所規定之適當專業資格或會計或相關財務管理專業知識。董事會已接獲各獨立非執行董事根據上市規則所發出之年度獨立性書面確認書，並認為全體獨立非執行董事均為獨立。

The number of Board meetings, committees meetings and general meetings held during the year ended 31 December 2022 and the Directors' respective attendance record are summarised as follows:

截至二零二二年十二月三十一日止年度內舉行之董事會會議、委員會會議及股東大會次數及各董事之出席紀錄概述如下：

Name of Director	董事姓名	Number of Meetings Attended/Eligible to Attend					Risk Management Committee	Annual General Meeting
		Board	Audit Committee	Nomination Committee	Remuneration Committee	Management Committee		
		董事會	審核委員會	提名委員會	薪酬委員會	風險管理委員會	股東周年大會	
<b>Executive Directors</b>		<b>執行董事</b>						
Mr. YAN Li	閻立先生	35/36	-	4/4	-	1/1	1/1	
Mr. YAN Yifan (appointed on 8 April 2022)	閻一帆先生(於二零二二年四月八日獲委任)	27/28	-	-	-	-	1/1	
Ms. CAO Xie Qiong	曹衆女士	12/36	-	-	-	-	1/1	
Mr. LI Xiaoshuang	李小雙先生	23/36	-	-	-	-	1/1	
Mr. LI Jihua (resigned on 8 April 2022)	李九華先生(於二零二二年四月八日辭任)	8/8	-	-	-	-	-	
<b>Non-executive Directors</b>		<b>非執行董事</b>						
Ms. CHOI Ngai Wah (resigned on 3 August 2022)	蔡藝華女士(於二零二二年八月三日辭任)	7/29	-	-	-	-	1/1	
Dr. HE Yiwu	何亦武博士	4/36	-	-	-	-	1/1	
Mr. Lyn Changsheng (appointed on 1 August 2022)	呂長勝先生(於二零二二年八月一日獲委任)	6/7	-	-	-	-	-	
<b>Independent Non-executive Directors</b>		<b>獨立非執行董事</b>						
Ms. WANG Weixia (resigned on 7 April 2022)	王偉霞女士(於二零二二年四月七日辭任)	3/8	2/2	1/1	1/1	-	-	
Mr. TAM Ho Leung Simon (resigned on 11 April 2022)	譚浩亮先生(於二零二二年四月十一日辭任)	2/8	2/2	2/2	2/2	-	-	
Mr. CHAI Nan (resigned on 7 April 2022)	柴楠先生(於二零二二年四月七日辭任)	2/8	2/2	1/1	1/1	-	-	
Mr. LEE See Barry (appointed on 31 March 2022)	李思先生(於二零二二年三月三十一日獲委任)	26/29	3/3	3/3	3/3	1/1	1/1	
Mr. WANG Ning (appointed on 8 April 2022)	王寧先生(於二零二二年四月八日獲委任)	20/27	3/3	2/2	2/2	1/1	1/1	
Prof. HUANG Cibo (appointed on 8 April 2022)	黃慈波教授(於二零二二年四月八日獲委任)	19/27	2/3	2/2	2/2	1/1	1/1	

Regular Board meetings are convened and held by the Company, and the Directors are given adequate notice to attend such regular Board meetings or other Board meetings. The Directors are also provided in a timely manner with appropriate information in such form and of such quality as will enable them to make an informed decision and to discharge their duties and responsibilities as Directors. Minutes of regular Board meetings, other Board meetings or other committees meetings are recorded in sufficient details. Draft and final versions of minutes are circulated to all Directors for comments and records respectively, within a reasonable time after the Board meetings or committee meetings are held. Final versions of minutes are kept by the company secretary of the Company (the “**Company Secretary**”) and are open for inspection at any reasonable time on reasonable notice by any Director.

### BOARD DIVERSITY POLICY

For having a diversified Board which is regarded as an essential element in the attainment of its strategic objectives and its sustainable development, in August 2013, the Board adopted a Board Diversity Policy with principles as summarised below.

The Nomination Committee reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new Directors. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board. In recommending candidates for appointment to the Board, the Nomination Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service etc.

### DIRECTORS’ INSURANCE

The Company has arranged appropriate insurance cover in respect of the legal action against the Directors and the officers of the Company during the year ended 31 December 2022.

本公司定期召開及舉行董事會會議，而董事會獲發充分通知，以出席該等定期董事會會議或其他董事會會議。董事亦會適時收到恰當形式及質量之資料，以便彼等作出知情決定及履行作為董事之職務及職責。定期董事會會議、其他董事會會議或其他委員會會議之會議紀錄已詳盡記錄各有關事宜。會議紀錄之初稿及最終版本會於董事會會議或委員會會議舉行後之一段合理時間內供全體董事傳閱以作評論及記錄。會議紀錄之最終版本由本公司之公司秘書（「**公司秘書**」）備存，可供任何董事於發出任何合理時間之合理通知後公開查閱。

### 董事會成員多元化政策

董事會成員多元化為達致其策略目標及持續發展的重要元素，據此，董事會已於二零一三年八月採納董事會成員多元化政策，其原則概述如下。

提名委員會檢討及評估董事會之組成，並就委任新董事向董事會提出建議。提名委員會亦監督就董事會效益進行年度檢討。於檢討及評估董事會之組成時，提名委員會將考慮於各方面多元化之效益，以維持董事會各人在才能、技能、經驗及背景方面之適當範圍及平衡。於推薦人選以委任加入董事會時，提名委員會將按客觀條件考慮人選，並適度顧及董事會成員多元化之效益，包括但不限於彼等之性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年期等。

### 董事之保險

於截至二零二二年十二月三十一日止年度，本公司已就本公司董事及高級人員可能面對之法律訴訟作出適當投保安排。

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT PROGRAMME

Each newly appointed Director is provided with comprehensive induction to ensure that he/she has a proper understanding of the operations and businesses of the Group as well as his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

During the year, all Directors were provided with regular updates on the Group's business and operation and information which covered topics including but not limited to the CG Code, the disclosure and compliance of inside information, updates and changes in relation to legislative and regulatory requirements in which the Group conducts its business for their study and reference. During the year, all Directors have participated in continuous professional development to develop and refresh their knowledge and skills, with code provision C.1.4 of the CG Code by reading relevant news, journals, magazines and relevant publications. The Company has provided information relating to the regulatory update and extracted certain materials from the website of the Stock Exchange to directors for their own study to strengthen their understanding on the Listing Rules from time to time.

Further pursuant to HKEX guide in respect to various matters (unaudited Results announcement, Loan repayment extension, settlement agreement) breach of Listing Rules 2.13(2) 13.13 13.15 14.34 and 13.09, on attempts to improve the Company internal controls, on 17 and 24 March 2023 the Company compliance solicitor have conducted relevant courses in training the Company executive directors and relevant staffs on Rule 2.13 and Chapters 13 & 14 of the Listing Rules, require each director to comply with Listing Rules to the best of his/her ability and use his/her endeavours to procure the Company's compliance with the Listing Rules.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix 10 of the Listing Rules. Having made enquiry to all Directors, they all have confirmed that they have complied with the required standards as set out in the Model Code during the year.

## 董事培訓及專業發展計劃

本公司向每名新任董事提供全面迎新資料，以確保其對本集團之營運及業務以及其職責和於上市規則及相關監管規定下之責任有適當理解。

年內，全體董事已定期獲得有關本集團業務及營運之最新資料，並獲提供涵蓋其他主題的資料，包括但不限於有關企業管治守則、內幕信息披露及合規事宜，以及有關本集團進行業務之立法及監管規定更新及變動，以供彼等研究及參考。年內，全體董事已參與持續專業發展，通過閱讀相關新聞、期刊、雜誌及相關刊物來增進及重溫彼等對企業管治守則守則條文第C.1.4條之知識及技能。本公司已向董事提供有關監管更新的資料，並從聯交所網站摘錄若干資料，供彼等自行研究，以不時加強彼等對上市規則的了解。

此外，根據有關各種事項(未經審核的業績公告、貸款償還延期、和解協定)違反上市規則第2.13(2)條、第13.13條、第13.15條、第14.34條及第13.09條的港交所指引，為改善本公司內部監控，公司合規律師已於2023年3月17日及24日舉辦相關課程，對本公司執行董事及相關員工進行關於上市規則第2.13條和第十三章及第十四章的培訓，要求各董事盡其所能遵守上市規則，並竭盡全力促使本公司遵守上市規則。

## 董事之證券交易

本公司已採納上市規則附錄十中之上市發行人董事進行證券交易的標準守則(「標準守則」)所載有關董事進行證券交易之操守準則。全體董事均於接受查詢後確認，彼等於年內已遵守標準守則所載之規定標準。

## BOARD COMMITTEES Remuneration Committee

As at the date of this report, the Remuneration Committee comprises of three independent non-executive Directors, Mr. Wang Ning (Chairman), Mr. Lee See Barry and Prof. Huang Cibo.

The role and function of the Remuneration Committee are:

- (a) to make recommendations to the Board on the Company's policy and structure for all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
- (b) to have the delegated responsibility to determine the specific remuneration packages of all executive Directors and senior management (i.e. the model described in the code provision B.1.2(c)(ii) of the CG Code), including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee should consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
- (c) to review and approve performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;
- (d) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;

## 董事委員會 薪酬委員會

截至本報告日期，薪酬委員會成員包括三名獨立非執行董事王寧先生(主席)、李思先生及黃慈波教授。

薪酬委員會之角色及職能為：

- (a) 就本公司有關董事及高級管理層所有薪酬之政策及架構以及為制訂薪酬政策建立正規而具透明度之程序向董事會提出建議；
- (b) 獲董事會轉授責任，釐定全體執行董事及高級管理層之特定薪酬待遇(即企業管治守則守則條文B.1.2(c)(ii)所述模式)，包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)，並就非執行董事之薪酬向董事會提出建議。薪酬委員會應考慮同類公司支付的薪酬、須付出的時間及董事職責、本集團內其他職位的僱用條件以及按表現釐定之薪酬是否適當等因素；
- (c) 因應董事會不時議決之企業方針及目標而檢討及批准按表現釐定之薪酬；
- (d) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償就本公司而言亦須公平合理，不致過多；

- (e) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate; and
- (f) to ensure that no Director or any of his associates is involved in deciding his own remuneration.

The remuneration payable to the Directors and senior management is determined by reference to their experiences and duties with the Company and the estimated time spent by them on the Company's matters. During the year, 4 meetings were held to (a) review the Company's policy on remuneration of the Group; (b) review the performance and recommended the remuneration of the Directors and senior management to the Board; and (c) recommend the remuneration of newly appointed Directors and senior management to the Board.

Details of the Directors' and the chief executive's remuneration are set out in note 11 to the consolidated financial statements.

### Nomination Committee

As at the date of this report, the Nomination Committee comprises of the chairman of the board and three independent non-executive Directors, Mr. Yan Li (Chairman), Mr. Lee See Barry, Mr. Wang Ning and Prof. Huang Cibo.

The role and function of the Nomination Committee are:

- (a) to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
- (b) to consider the skills mix needed in respect of the Directors and make recommendations to the Board;
- (c) to identify and nominate candidates to fill casual vacancies of the Directors for the Board's approval. Academic and professional qualifications, business experience, expertise and knowledge as well as other requirements under the Listing Rules will be assessed to determine if the nomination is suitable;

- (e) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
- (f) 確保任何董事或其任何聯繫人不得參與釐定他自己的薪酬。

應付董事及高級管理層之薪酬乃經參考彼等之經驗及於本公司之職務以及對本公司事務估計投放之時間後釐定。於年內，薪酬委員會曾舉行四次會議(a)檢討有關本集團薪酬之本公司政策；(b)檢討董事及高級管理層表現並向董事會建議彼等之薪酬；及(c)向董事會建議新委任董事及高級管理層之薪酬。

有關董事及最高行政人員薪酬之詳情載於綜合財務報表附註11。

### 提名委員會

截至本報告日期，提名委員會成員包括董事會主席及三名獨立非執行董事閻立先生(主席)、李思先生、王寧先生及黃慈波教授。

提名委員會之角色及職能為：

- (a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；
- (b) 考慮董事須具備之技能組合，並向董事會提出建議；
- (c) 物色及提名候選人填補董事臨時空缺，以待董事會批准。於釐定有關提名是否適合時，會評核獲提名人士之學歷及專業資格、業務經驗、專長及知識以及上市規則下之其他規定；

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| <p>(d) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;</p> <p>(e) to regularly review the time required from a Director to perform his responsibilities;</p> <p>(f) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of the Directors and succession planning for the Directors in particular the chairman of the Board and the chief executive;</p> <p>(g) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and</p> <p>(h) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.</p> | <p>(d) 評核獨立非執行董事之獨立性及審閱獨立非執行董事之獨立性年度確認書，並於企業管治報告內披露其審閱結果；</p> <p>(e) 定期檢討董事履行職責所需時間；</p> <p>(f) 就董事委任或重新委任以及董事(尤其是董事會主席及最高行政人員)繼任計劃等有關事宜向董事會提出建議；</p> <p>(g) 進行任何使提名委員會能履行其獲董事會賦予之權力及功能之事情；及</p> <p>(h) 遵守董事會不時發出或本公司章程載述或法例施加之任何規定、指引及規例。</p> |
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During the year, 7 meetings were held by the Nomination Committee to, among other things, (a) review the structure, size and composition of the Board, (b) make recommendation for appointment of the Directors, (c) assess the independence of each of the independent non-executive Directors, and (d) review the Board Diversity Policy to ensure its effectiveness and considered the Group achieved the policy since its adoption.

提名委員會於年內舉行七次會議，以(其中包括)(a)檢討董事會架構、人數及組成、(b)就委任董事提出建議、(c)評估各獨立非執行董事之獨立性及(d)檢討董事會成員多元化政策，以確保其成效，並認為本集團自採納以來已達致有關政策。

### Audit Committee

As at the date of this report, the Audit Committee comprises of three independent non-executive Directors, Mr. Lee See Barry (Chairman), Mr. Wang Ning and Prof. Huang Cibo.

### 審核委員會

截至本報告日期，審核委員會成員包括三名獨立非執行董事李思先生(主席)、王寧先生及黃慈波教授。

The role and function of the Audit Committee are:

**Relationship with the Company's auditors**

- (a) to be primarily responsible for making recommendation to the Board on the appointment, re-appointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor, and any questions of resignation or dismissal of that auditor;
- (b) to review and monitor the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standard. The Audit Committee should discuss with the external auditor before the audit commences, the nature and scope of the audit and reporting obligations, and ensure co-ordination where more than one audit firm is involved;
- (c) to develop and implement policy on the engagement of an external auditor to supply non-audit services. For this purpose, external auditor shall include any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party having knowledge of all relevant information would reasonably conclude as part of the audit firm nationally or internationally. The Audit Committee should report to the Board, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken; and
- (d) to act as the key representative body for overseeing the Company's relations with the external auditor.

審核委員會之角色及職能為：

**與本公司核數師之關係**

- (a) 主要負責就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 按適用的標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效；審核委員會應於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任，並在多於一家核數師行參與核數工作時進行協調；
- (c) 就外聘核數師提供非核數服務制定政策，並予以執行。就此規定而言，外聘核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構。審核委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；及
- (d) 擔任監察本公司與外聘核數師之間關係的主要代表。

### Review of financial information of the Company

- (e) to monitor integrity of financial statements of the Company and the Company's annual report and accounts, interim report and, if preparation for publication of quarterly reports, and to review significant financial reporting judgements contained in them. In this regard, in reviewing the Company's annual report and accounts, interim report and if prepared for publication, quarterly reports before submission to the Board, the Audit Committee should focus particularly on:
- (i) any changes in accounting policies and practices;
  - (ii) major judgemental areas;
  - (iii) significant adjustments resulting from the audit;
  - (iv) the going concern assumption and any qualifications;
  - (v) compliance with accounting standards; and
  - (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (f) as regards to (e) above:
- (i) members of the Audit Committee must liaise with the Board, the Company's senior management and the person appointed as the Company's qualified accountant and the Audit Committee must meet, at least twice a year, with the Company's external auditors; and
  - (ii) the Audit Committee should consider any significant or unusual items that are, or may need to be, reflected in such reports and accounts and must give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditors.

### 審閱本公司之財務資料

- (e) 監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。審核委員會在向董事會提交本公司的年度報告及賬目、半年度報告及(若擬刊發)季度報告前，應特別針對下列事項加以審閱：
- (i) 會計政策及實務的任何更改；
  - (ii) 涉及重要判斷的地方；
  - (iii) 因核數而出現的重大調整；
  - (iv) 企業持續經營的假設及任何保留意見；
  - (v) 是否遵守會計準則；及
  - (vi) 是否遵守有關財務申報的《上市規則》及法律規定；
- (f) 就上述(e)項而言：
- (i) 審核委員會成員應與董事會、本公司高級管理層及獲委任為本公司合資格會計師之人士聯絡。審核委員會須至少每年與本公司的外聘核數師開會兩次；及
  - (ii) 審核委員會應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務匯報職員、監察主任或外聘核數師提出的事項。

**Oversight of the Group's financial reporting system, risk management and internal control systems**

**監管本集團財務申報制度、風險管理及內部監控系統**

- |  |  |
|--|--|
| <p>(g) to review the Group's financial controls, and unless expressly addressed by a separate board risk committee, or by the Board itself, to review the Group's risk management and internal control systems;</p>  | <p>(g) 檢討本集團的財務監控，以及(除非有另設的董事會轄下風險委員會又或董事會本身會明確處理)檢討本集團的風險管理及內部監控系統；</p>                                     |
| <p>(h) to discuss the risk management and internal control systems with the management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function;</p>             | <p>(h) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本集團在會計及財務匯報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足；</p> |
| <p>(i) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;</p>  | <p>(i) 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；</p>   |
| <p>(j) where an internal audit function exists, to ensure coordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Group, and to review and monitor its effectiveness;</p>  | <p>(j) 如公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調；也須確保內部審核功能在本集團內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效；</p>                       |
| <p>(k) to review the Group's financial and accounting policies and practices;</p>  | <p>(k) 檢討本集團的財務及會計政策及實務；</p>   |
| <p>(l) to review the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response;</p>  | <p>(l) 檢查外聘核數師給予管理層的函件、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；</p>   |
| <p>(m) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter;</p>   | <p>(m) 確保董事會及時回應於外聘核數師給予管理層的函件中提出的事宜；</p>  |
| <p>(n) to report to the Board on the matters set out in this terms of reference;</p>   | <p>(n) 就本職權範圍所載事宜向董事會匯報；</p>   |
| <p>(o) to review the Company's arrangements for its employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Audit Committee shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and</p> | <p>(o) 檢討本公司就其僱員可在保密情況下就財務申報、內部監控或其他事宜懷疑發生之不正當行為提出關注作出之安排。審核委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立之調查及採取適當跟進行動；及</p>    |
| <p>(p) to consider other topics, as defined by the Board.</p>  | <p>(p) 研究其他由董事會界定的課題。</p>  |

### Corporate Governance Functions

- (q) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (r) to review and monitor the training and continuous professional development of the Directors and senior management;
- (s) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (t) to develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors; and
- (u) to review the Company's compliance with the code and disclosure in the Corporate Governance Report.

During the year, the Audit Committee has reviewed the half-yearly and annual financial results and reports as well as the effectiveness of the Company's risk management and internal control systems and internal audit function. The Audit Committee also met the external auditor and monitored the re-appointment of external auditor. Besides, the Audit Committee performed the corporate governance duties as delegated by the Board as discussed above.

There is no disagreement between the Board and the Audit Committee during the year.

### AUDITOR'S REMUNERATION

For the year ended 31 December 2022, the total remuneration paid to Elite Partners CPA Limited was HK\$1,400,000 for audit services provided for the Company.

### 企業管治職能

- (q) 制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；
- (r) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (s) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (t) 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊；及
- (u) 檢討本公司遵守守則的情況及在《企業管治報告》內的披露。

年內，審核委員會已審閱半年及全年財務業績及報告以及本公司之風險管理及內部監控系統及內部審核職能之有效性。審核委員會亦曾會見外聘核數師，並監察外聘核數師之重任。此外，審核委員會已履行上文所詳述獲董事會轉授之企業管治職責。

董事會與審核委員會於年內並無意見分歧。

### 核數師酬金

截至二零二二年十二月三十一日止年度，就向本公司提供之審核服務已支付予開元信德會計師事務所有限公司之酬金總額為1,400,000港元。

## DIRECTORS' RESPONSIBILITY FOR THE GROUP'S FINANCIAL REPORTING

The Directors acknowledge their responsibilities for the preparation of financial statements of the Group which are prepared in accordance with the relevant statutory requirements and applicable accounting standards in force, and are published in a timely manner. The Directors are responsible for selecting and applying on a consistent basis suitable accounting policies and ensuring timely adoption of Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards.

The Board understands the importance of presenting a clear and comprehensive assessment of the Group's overall performance, financial positions as well as prospects in a timely manner; and the Board is pleased to report that, so far, the annual and interim results of the Group are announced within the prescribed periods.

## RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility in (i) maintaining the risk management and internal control system for the Group to safeguard the investments of the Shareholders and assets of the Group at all times; and (ii) evaluating the effectiveness of such system. The system of internal control aims to help achieving the Group's business objectives, safeguarding assets and maintaining proper accounting records for provision of reliable financial information. However, the design of the system is to provide reasonable, but not absolute, assurance against material misstatement in the financial statements or loss of assets and to manage, rather than eliminate, the risks of failure when business objectives are being sought.

### Main Features

Described below are the main features of the Group's risk management and internal control framework:

### Control Environment

- The Directors and senior management are committed to developing and maintaining high professional and ethical standards and the Group provides sufficient training to accounting and financial personnel to keep pace with the growth and/or complexity of the business.

## 董事就本集團財務報告須承擔之責任

董事察悉彼等有責任按照相關法定規定及適用和有效之會計準則編製本集團之財務報表，並適時刊發有關財務報表。董事負責選擇及貫徹應用合適之會計政策，並確保適時採納香港會計準則及香港財務報告準則。

董事會深明按時呈報有關本集團整體表現、財務狀況及前景之清晰全面評估之重要性；而董事會欣然報告，迄今為止，本集團之全年及中期業績分別於規定期間內作出公告。

## 風險管理及內部監控

董事會知悉其有責任(i)維持本集團之風險管理及內部監控制度，使股東投資及本集團資產在任何時間均得到保障；及(ii)評估有關系統之成效。內部監控系統旨在協助本集團達致業務目標、保障資產及保存妥善會計紀錄，以提供可靠財務資料。然而，該系統旨在就財務報表不存在重大錯誤陳述或資產損失提供合理但非絕對之保證，並於追求業務目標時控制但非撇除失敗風險。

### 主要特點

本集團風險管理及內部監控架構之主要特點闡述如下：

### 監控環境

- 董事及高級管理層致力提升並維持優秀之專業及操守水平，本集團亦向會計及財務人員提供足夠培訓，以應付日益增長及／或複雜之業務。

### **Risk Assessment**

- Mechanisms are in place to identify and assess the risks of fraud that affect achievement of the Group's objectives.
- Any risk identified should be reported to the Audit Committee and the Board and be investigated. Immediate action should be taken to mitigate the risk.

### **Information and Communication**

- Administrative information system provides necessary information to an appropriate employee of the Group at the necessary level of detail on a timely basis.
- Channels are established for employees of the Group to communicate suspected improprieties upstream through other than a direct supervisor.

### **Control Activities**

- Policies and procedures are laid down for key business processes for ensuring management directives are carried out.
- Control activities include segregation of duties, authorisation, physical count, access control, documentation and records, etc.

### **Monitoring**

- Ongoing assessment of control systems' performance is carried out.
- Professional third party is engaged to assess and comment on the adequacy and effectiveness of the risk management and internal control systems.

### **Identifying, Evaluating and Managing Significant Risks**

The management has regular meetings with officers from different operation divisions to identify significant risks and to discuss the likelihood of occurrence, the impact of such risks and risk mitigation strategic. The management then reports to the Audit Committee and the Board with recommendations and mitigation measures. The Board is responsible for determining the risk mitigating strategy.

### **風險評估**

- 本集團設有確定並評估可能影響其達成目標的欺詐風險之機制。
- 本集團會向審核委員會及董事會匯報所確定之風險以進行調查，並立即採取行動減輕風險。

### **資料及溝通**

- 行政資料系統向本集團適當僱員迅速提供內容切合需要之所需資料。
- 本集團設有讓僱員向直屬上司以外的上級舉報懷疑不當行為之渠道。

### **監控活動**

- 本集團設有主要業務政策及程序，確保管理指令得到履行。
- 監控活動包括分散職責、授權、實體點算、控制存取、文件記錄等。

### **監察**

- 本集團會不斷評估監控制度之效能。
- 本集團會聘用第三方專業人士評估風險管理及內部監控制度是否足夠及有效，並提供意見。

### **確定、評估及管理重大風險**

管理層定期與各業務部門人員舉行會議，以確定重大風險，並討論風險實現之可能性、影響及減輕之策略。管理層其後向審核委員會及董事會匯報建議及減輕措施。董事會負責釐定減輕風險之策略。



### Internal Audit

The Group has outsourced the internal audit function by engaging a professional third party to assess and comment on the adequacy and effectiveness of the risk management and internal control systems during the year. There was no significant deficiencies in risk management and internal controls reported by such professional third party.

### Handling and Dissemination of Inside Information

In relation to the handling and dissemination of inside information under the SFO, the Group has established the policy of disclosure of inside information as an integrated part of its risk management and internal control policy to provide guidance for reporting and disclosure of inside information. Such policy, together with the “Guidelines on Disclosure of Inside Information” issued by Securities and Futures Commission, are also distributed across all relevant divisions and employees who are likely to be in possession of inside information. Under such policy, the Directors or management shall report any potential inside information to the Board as soon as possible, so that the Board can determine whether the matter or its development is inside information and make disclosure whenever necessary.

### Review of Effectiveness

The Audit Committee also reviews internal control issues identified by external auditor, regulatory authorities, the management and the outsourced internal audit function and evaluates the adequacy and effectiveness of the Group's risk management and internal control systems at least annually. The Audit Committee in turn reports any material issues to the Board.

The Board has conducted review on the effectiveness of the risk management and internal control system of the Group for the year ended 31 December 2022, covering all material controls in the financial, operational and compliance controls. The review also considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit and financial reporting functions. The Board considers the risk management and internal control system effective and adequate. The Board confirms that the Group has complied with the Code Provisions on risk management and internal control as set out in the CG Code throughout the year ended 31 December 2022.

### 內部審核

本集團於年內外判內部審核職能，聘用第三方專業人士評估風險管理及內部監控制度是否足夠及有效，並提供意見。該第三方專業人士並無匯報風險管理及內部監控有任何重大缺陷。

### 處理及發佈內幕消息

就處理及發佈證券及期貨條例項下之內幕消息而言，本集團已制定披露內幕消息之政策，作為其風險管理及內部監控政策之一環，為匯報及披露內幕消息提供指引。本集團亦已向所有可能管有內幕消息之相關部門及僱員分發有關政策連同由證券及期貨事務監察委員會頒佈之內幕消息披露指引。根據有關政策，董事或管理層應盡快向董事會匯報任何潛在內幕消息，以便董事會決定有關事宜或其發展是否內幕消息，並於有需要時作出披露。

### 檢討成效

審核委員會亦會審閱由外聘核數師、監管機關、管理團隊及外聘內部審核職能提出之內部監控事項，並最少每年評估本集團風險管理及內部監控制度是否充足有效。審核委員會繼而向董事會匯報任何重大事項。

於截至二零二二年十二月三十一日止年度，董事會已就本集團之風險管理及內部監控系統之成效進行檢討，範圍涵蓋一切重大監控層面，包括財務、營運及遵例監控。董事會亦已於檢討中考慮本集團會計、內部審核及財務申報職能之資源、員工資格及經驗、培訓計劃以及預算是否足夠。董事會認為該風險管理及內部監控系統充足有效。董事會確認，本集團於截至二零二二年十二月三十一日止年度一直遵守企業管治守則內有關風險管理及內部監控之守則條文。

On 23 February 2023 pursuant to HKEX guide on various matters of past years (unaudited Results announcement, Loan repayment extension, settlement agreement) breach of Listing Rules 2.13(2) 13.13 13.15 14.34 and 13.09.

On attempts to improve the Company internal controls, on 17 and 24 March 2023 the Company compliance solicitor have conducted relevant courses in training the Company executive directors and relevant staffs on Rule 2.13 and Chapters 13 & 14 of the Listing Rules, require each director to comply with Listing Rules to the best of his/her ability and use his/her endeavours to procure the Company's compliance with the Listing Rules.

### COMPANY SECRETARY

According to Rule 3.29 of the Listing Rules, Mr. Wan undertook taken no less than 15 hours of professional training to update his skills and knowledge during the reporting period.

### COMMUNICATION WITH SHAREHOLDERS

The Board maintains an on-going dialogue with the Shareholders through general meetings and Shareholders are encouraged to participate.

#### Shareholders' Communication Policy

On 30 March 2012, the Board adopted a Shareholders' Communication Policy to comply with the updated Listing Rules and to reflect mostly the current communication practices of the Company with its Shareholders. Such policy aims to (i) promote effective communication with Shareholders and other stakeholders; (ii) encourage Shareholders to engage actively with the Company; and (iii) enable Shareholders to exercise their rights as Shareholders effectively. However, the Board will review the Shareholders' Communication Policy on a regular basis to ensure its effectiveness and compliance with the prevailing regulatory and other requirements.

The Company established a range of communication channels to provide its Shareholders and stakeholders with balanced and understandable information about the Company. These include annual general meeting, annual report, interim report, various notices, announcements and circulars. The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s).

於二零二三年二月二十三日，根據香港聯交所有關過去幾年各種事項(未經審核業績公告、貸款償還延期、和解協議)違反上市規則第2.13(2)、13.13、13.15、14.34及13.09條的指南。

為改善本公司內部監控，於二零二三年三月十七日及二十四日，本公司合規律師舉辦相關課程，對本公司執行董事及相關員工進行上市規則第2.13條及第13及14章的培訓，要求每位董事竭盡所能遵守上市規則，並盡力促使本公司遵守上市規則。

### 公司秘書

根據上市規則第3.29條，溫先生於報告期內已接受不少於15小時之相關專業培訓，以更新其技能及知識。

### 與股東之溝通

董事會透過股東大會與股東保持緊密聯繫。本集團鼓勵股東參與股東大會。

#### 股東通訊政策

於二零一二年三月三十日，董事會採納股東通訊政策，以遵守最新上市規則及主要反映本公司現時與股東通訊之慣例。有關政策旨在(i)促進與股東及其他持份者之有效溝通；(ii)鼓勵股東積極關注本公司；及(iii)讓股東有效行使彼等作為股東之權利。然而，董事會將定期檢討股東通訊政策，以確保其成效以及遵守現行法規及其他規定。

本公司已設立多種通訊渠道，以向其股東及持份者提供中肯及容易理解之本公司資料。該等渠道包括股東周年大會、年報、中期報告、各種通告、公告及通函。本公司之股東周年大會及其他股東大會為本公司與其股東溝通之首要平台。本公司應按照上市規則適時向股東提供於股東大會上提呈之決議案之相關資料。所提供資料應為合理需要之資料，以便股東就所提呈之決議案作出知情決定。

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to Convene a Special General Meeting

Pursuant to the Companies Act 1981 of Bermuda, a special general meeting shall be convened by the members of the Company holding at the date of the deposit of the requisition not less than one-tenth (10%) of such of the paid-up capital of the company as at the date of the deposit carries the right of voting at general meetings of the Company. The requisitionists must submit their requisition in writing, in which it must state the objects of the meeting, and be duly signed by the requisitionists, mailed and deposited at Suite Nos. 01-03, 19/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong (attention of the Company Secretary).

If the Directors do not within 21 days from the date of the deposit of the requisition proceed duly to convene a meeting for a day not more than 28 days after the date on which the notice convening the meeting is given, the requisitionists, or any of them representing more than one-half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of 3 months from the said date. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Directors duly to convene a meeting shall be repaid to the requisitionists by the Company.

### Procedures for Putting Forward Proposals at General Meetings by Shareholders

Pursuant to the Companies Act 1981 of Bermuda, proposals at Shareholders' meetings can be put forward by the members of the Company holding at the date of the submission of the proposals not less than one-twentieth (5%) of such of the paid-up capital of the Company as at the date of the submission carries the right of voting at general meetings of the Company; or not less than 100 Shareholders.

The submission of the proposals must be made within 3 business days after a notice of the Shareholders' meeting have been served to all registered Shareholders by the Board. The proposals must be written and must state the objects of the proposals, and must be signed by the proposers, and mailed and deposited at Suite Nos. 01-03, 19/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong (attention of the Company Secretary); and may consist of several documents in like form, each signed by one or more proposers.

## 股東權利

### 股東召開股東特別大會之程序

根據百慕達一九八一年公司法，於提呈請求當日持有於提呈當日有權於本公司股東大會上表決之本公司繳足股本不少於十分之一(10%)之本公司股東可召開股東特別大會。要求人必須以書面形式提交請求，當中必須列明會議目的及經由要求人正式簽署，郵寄及送交香港銅鑼灣告士打道255-257號信和廣場19樓01-03室，收件人註明為公司秘書。

若董事在提呈請求當日後21天內，未能於發出召開會議通知當日後不多於28天之日正式召開會議，則要求人或任何其中代表超過半數總表決權之股東可自行召開會議，惟如此召開之任何會議不得於由上述日期起計三個月屆滿後舉行。因董事未能妥為召開會議而導致要求人產生之任何合理費用，均須由本公司償還予要求人。

### 股東於股東大會上遞交議案之程序

根據百慕達一九八一年公司法，於遞交議案當日持有於遞交當日有權於本公司股東大會上表決之本公司繳足股本不少於二十分之一(5%)之本公司股東或不少於100名股東可於股東大會上遞交議案。

議案須於董事會向全體登記股東送達股東大會通知後三個營業日內遞交。議案須為書面形式，並須列明議案目的及經由提議人簽署，郵寄及送交香港銅鑼灣告士打道255-257號信和廣場19樓01-03室，收件人註明為公司秘書，並可由一式多份，且每份由一名或多名提議人簽署之文件組成。

The proposals will be verified with the Company's share registrar and upon its confirmation that the proposals are proper and in order, the Company Secretary will ask the Board to update the resolutions by serving sufficient notice in accordance with the statutory requirements to all registered Shareholders, provided that the proposers have deposited a sum of money reasonably sufficient to meet the Company's expenses involved in publishing supplementary circular and updating related resolutions. On the contrary, if the requisition has been verified as not in order, the proposer will be advised of this outcome and accordingly, no resolution will be updated as requested.

### Procedures for Sending Enquiries to the Board

Shareholders may send written enquiries to the Company, for the attention of the Company Secretary, by email: [ir@zhongji.com.hk](mailto:ir@zhongji.com.hk), fax: (852) 2526 5733, or mail to Suite Nos. 01-03, 19/F., Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong.

### INVESTOR RELATIONS

The Company maintains a website at [www.irasia.com/listco/hk/zhongjilongevity](http://www.irasia.com/listco/hk/zhongjilongevity), where information of the Company including the list of Directors, announcements, circulars and reports released to the Stock Exchange and other information are posted. Information on the Company's website will be updated from time to time.

### CONSTITUTIONAL DOCUMENTS

There was no amendment made to the constitutional documents of the Company during the year.

有關議案將由本公司之股份登記處核實，倘議案獲確認屬妥善及適宜，則公司秘書將要求董事會按照法定規定，給予全體登記股東足夠通知期，以更新決議案，惟提議人須繳存合理足夠款項，用以支付本公司因刊發補充通函及更新有關決議案而產生之開支。反之，若有關請求經核實為不符合程序，則提議人將獲通知有關結果，而決議案將不會應要求更新。

### 向董事會提出查詢之程序

股東可透過以下方式將書面查詢發送至本公司，收件人註明為公司秘書：發電郵至 [ir@zhongji.com.hk](mailto:ir@zhongji.com.hk)，或傳真至(852) 2526 5733，或郵寄至香港銅鑼灣告士打道255-257號信和廣場19樓01-03室。

### 投資者關係

本公司設有網站 [www.irasia.com/listco/hk/zhongjilongevity](http://www.irasia.com/listco/hk/zhongjilongevity)，以提供本公司資料，包括向聯交所發放之董事名單、公告、通函及報告以及其他資料。本公司將不時更新網站所載資料。

### 憲章文件

年內概無就本公司憲章文件作出任何修訂。



### TO THE SHAREHOLDERS OF ZHONG JI LONGEVITY SCIENCE GROUP LIMITED

*(Incorporated in Bermuda with limited liability)*

#### OPINION

We have audited the consolidated financial statements of Zhong Ji Longevity Science Group Limited (the “**Company**”) and its subsidiaries collectively referred to as (the “**Group**”) set out on pages 71 to 200, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致中基長壽科學集團有限公司  
(於百慕達註冊成立之有限公司)  
全體股東

#### 意見

本核數師(以下簡稱「**我們**」)已審計列載於第71至200頁的中基長壽科學集團有限公司(「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)的綜合財務狀況報表，此財務報表包括於二零二二年十二月三十一日的綜合財務狀況報表與截至該日止年度的綜合損益表、綜合全面收益報表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

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

## 意見的基礎

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

## 關鍵審計事項

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

## KEY AUDIT MATTERS (Continued)

## 關鍵審計事項(續)

## Impairment of loan and interest receivables

## 應收貸款及利息減值

**Impairment assessment on loan and interest receivables and other receivables****應收貸款及利息及其他應收款項之減值評估**

As at 31 December 2022, the net carrying amounts of loan and interest receivables and other receivables amounted to approximately HK\$172,289,000 and HK\$146,134,000 respectively.

於二零二二年十二月三十一日，應收貸款及利息賬面淨值分別約為172,289,000港元及146,134,000港元。

Management judgment is required in assessing and determining the recoverability of loan and interest receivables and other receivables and adequacy of allowance made using the expected credit losses ("ECL") model under HKFRS 9 "Financial Instruments".

根據香港財務報告準則第9號「金融工具」，使用預期信貸虧損（「預期信貸虧損」）模式評估及釐定應收貸款及利息以及其他應收款項的可收回性及作出的撥備是否充足時，管理層須作出判斷。

We had identified impairment assessment on loan and interest receivables and other receivables as a key audit matter because the assessment of the recoverability of loan and interest receivables and other receivables and recognition of loss allowance are inherently subjective and require significant management judgment, which increases the risk of error or potential management bias.

我們已將應收貸款及利息以及其他應收款項的減值評估識別為關鍵審計事項，原因為評估應收貸款及利息以及其他應收款項的可收回性以及確認虧損撥備本身具有主觀性，需要管理層作出重大判斷，從而增加錯誤或潛在管理層偏見的風險。

Our procedures in relation to management's impairment assessment of loan and interest receivables and other receivables included:

我們就管理層對應收貸款及利息以及其他應收款項的減值評估進行的程序包括：

- We discussed with management and independent external valuer engaged by the Group in relation to the methodology, basis and assumptions used to see whether the methodology and assumptions used were reasonable and appropriate;
- 我們與管理層及貴集團委聘的獨立外部估值師討論所用的方法、基準及假設，以確定所用的方法及假設是否合理及適當；
- We checked the accuracy, appropriateness and reliance of the input data used; and
- 我們檢查所用輸入數據的準確性、適當性及可靠性；及
- We evaluated the competence, capabilities and objectivity of the independent external valuer taking into account its experience and qualifications.
- 我們經考慮獨立外部估值師的經驗及資格後評估其勝任能力、能力及客觀性。

We considered the management's conclusion to be consistent with the available information  
我們認為管理層的結論與現有資料一致。

## OTHER INFORMATION

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

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

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

## OTHER MATTERS

The consolidated financial statements of the Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on these statements on 10 June 2022.

## 其他信息

董事需對其他信息負責。其他信息包括刊載於年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

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

## 其他事項

貴集團截至二零二一年十二月三十一日止年度的綜合財務報表已經由另一核數師審核並於二零二二年六月十日對該等財務報表發表無保留意見。

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

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

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

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

## 董事及治理層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頒布的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層負責監督貴集團的財務報告流程。

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們的報告按照百慕達一九八一年公司法第90條僅向全體股東報告。除此之外，本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

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

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。

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

(Continued)

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

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

## 核數師就審計綜合財務報表承擔的責任 (續)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

(Continued)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Chan Wai Nam, William with Practising Certificate number P05957.

### **Elite Partners CPA Limited**

*Certified Public Accountants*  
10/F, 8 Observatory Road  
Tsim Sha Tsui, Kowloon  
Hong Kong  
18 April 2023

## 核數師就審計綜合財務報表承擔的責任 (續)

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及為消除對獨立性的威脅所採取的行動或防範措施(若適用)。

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

出具本獨立核數師報告的審計項目合夥人為陳偉楠先生(執業證書編號：P05957)。

### **開元信德會計師事務所有限公司**

*執業會計師*  
香港  
九龍尖沙咀  
天文臺道8號10樓  
二零二三年四月十八日

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

## 綜合損益表

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

		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
<b>REVENUE</b>	<b>收益</b>	5	<b>89,668</b>	61,119
Cost of sales	銷售成本		<b>(5,831)</b>	(9,210)
<b>GROSS PROFIT</b>	<b>毛利</b>		<b>83,837</b>	51,909
Other income and gains, net	其他收入及收益淨額	7	<b>309</b>	1,863
Selling and distribution expenses	銷售及分銷開支		<b>(2,842)</b>	(2,752)
Administrative expenses	行政開支		<b>(41,114)</b>	(43,746)
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下之減值虧損，扣除撥回	9	<b>(28,306)</b>	4,475
Loss on withdrawal of joint ventures	撤回合營企業虧損		<b>(202)</b>	-
Fair value losses on investment properties	投資物業公平值虧損	16	<b>(314)</b>	(4,997)
Share of results of joint ventures	應佔合營企業之業績		<b>(1,628)</b>	900
Finance costs	財務成本	8	<b>(417)</b>	(692)
<b>PROFIT BEFORE TAX</b>	<b>除稅前溢利</b>	9	<b>9,323</b>	6,960
Income tax expense	所得稅開支	10	<b>(8,622)</b>	(760)
<b>PROFIT FOR THE YEAR</b>	<b>年內溢利</b>		<b>701</b>	6,200
Attributable to:	歸屬於：			
Owners of the Company	本公司擁有人		<b>(904)</b>	6,055
Non-controlling interests	非控股權益		<b>1,605</b>	145
			<b>701</b>	6,200
<b>(LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>歸屬於本公司擁有人之每股(虧損)/盈利</b>	14		
Basic and diluted (loss)/earnings for the year	年內基本及攤薄(虧損)/盈利		<b>HK(0.01) cents (0.01)港仙</b>	HK0.04 cents 0.04港仙

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益報表

Year ended 31 December 2022

截至二零二二年十二月三十一日止年度

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>PROFIT FOR THE YEAR</b>	年內溢利	<b>701</b>	6,200
<b>OTHER COMPREHENSIVE (LOSS)/ INCOME</b>	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	可於其後期間重新分類至損益之其他全面(虧損)/收益：		
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	<b>(37,390)</b>	20,427
Net other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods	可於其後期間重新分類至損益之其他全面(虧損)/收益淨額	<b>(37,390)</b>	20,427
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:	不會於其後期間重新分類至損益之其他全面虧損：		
Equity investments designated at fair value through other comprehensive income:	指定為按公平值透過其他全面收益入賬之股本投資：		
Changes in fair value	公平值變動	<b>(32,917)</b>	(10,795)
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	不會於其後期間重新分類至損益之其他全面虧損淨額	<b>(32,917)</b>	(10,795)
<b>OTHER COMPREHENSIVE (LOSS)/ INCOME FOR THE YEAR, NET OF TAX</b>	年內其他全面(虧損)/收益，經扣除稅項	<b>(70,307)</b>	9,632
<b>TOTAL COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR</b>	年內全面(虧損)/收益總額	<b>(69,606)</b>	15,832
Attributable to:	歸屬於：		
Owners of the Company	本公司擁有人	<b>(69,656)</b>	14,916
Non-controlling interests	非控股權益	<b>50</b>	916
		<b>(69,606)</b>	15,832

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況報表

31 December 2022  
二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Notes 附註			
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Plant and equipment	廠房及設備	15	1,519	1,652
Investment properties	投資物業	16	24,411	26,001
Right-of-use assets	使用權資產	17	1,265	4,832
Interests in joint ventures	於合營企業之權益	18	80	5,753
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	19	9,859	56,877
Loan and interest receivables	應收貸款及利息	21	138,135	145,585
Total non-current assets	非流動資產總值		175,269	240,700
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Inventories	存貨	20	3,809	1,020
Loan and interest receivables	應收貸款及利息	21	34,154	72,279
Trade receivables	應收賬款	22	654	19
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	183,983	176,358
Tax recoverable	可收回稅項		3,718	4,072
Amounts due from related companies	應收關聯公司款項	28	23,183	3,610
Cash and cash equivalents	現金及現金等價物	24	60,069	19,437
Total current assets	流動資產總值		309,570	276,795
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	25	1,087	254
Other payables and accruals	其他應付款項及應計費用	26	11,311	11,599
Other borrowings	其他借貸	27	10,290	7,740
Lease liabilities	租賃負債	17	1,472	3,718
Amount due to a director	應付一名董事款項	28	-	6,926
Amounts due to related companies	應付關聯公司款項	28	-	7,817
Contract liabilities	合約負債	29	23,662	1,126
Tax payable	應付稅項		15,531	5,359
Total current liabilities	流動負債總額		63,353	44,539
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		246,217	232,256
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		421,486	472,956
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Deferred tax liabilities	遞延稅項負債	30	637	766
Lease liabilities	租賃負債	17	-	1,472
Total non-current liabilities	非流動負債總額		637	2,238
<b>NET ASSETS</b>	<b>資產淨值</b>		420,849	470,718

CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
綜合財務狀況報表

31 December 2022  
二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
		Notes 附註		
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	32	4,257	3,870
Reserves	儲備		389,572	439,878
<b>Equity attribute to owners of the Company</b>	<b>歸屬於本公司擁有人之權益</b>		393,829	443,748
Non-controlling interests	非控股權益		27,020	26,970
<b>Total equity</b>	<b>權益總額</b>		420,849	470,718

The consolidated financial statements on pages 71 to 200 were approved and authorised for issue by the board of directors on 18 April 2023 and are signed on its behalf by:

第71至200頁之綜合財務報表已於二零二三年四月十八日經董事會批准及授權刊發並由以下董事代表簽署：

**Yan Li**  
閔立  
Director  
董事

**Yan Yifan**  
閔一帆  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to owners of the parent 本公司擁有人應佔											
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	公平值儲備	實繳盈餘	中國法定儲備	匯兌波動儲備	購股權儲備	可換股票據之權益部份	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2021	於二零二一年十二月三十一日	3,870	932,470	(140,742)	277,102	25,021	5,188	72	1,755,856	(2,415,089)	443,748	26,970	470,718
Loss for the year	年內虧損	-	-	-	-	-	-	-	-	(904)	(904)	1,605	701
Other comprehensive (loss)/income for the year:	年內其他全面(虧損)/收益:												
Changes in fair value of financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產之公平值變動	-	-	(32,917)	-	-	-	-	-	-	(32,917)	-	(32,917)
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	(35,835)	-	-	-	(35,835)	(1,555)	(37,390)
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	(32,917)	-	-	(35,835)	-	-	(904)	(69,656)	50	(69,606)
Transfer of fair value reserve upon disposal of equity investments at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之股權投資時轉撥公平值儲備	-	-	11,365	-	-	-	-	-	(11,365)	-	-	-
Shares issued in respect of prepayment of consultancy fee	就預付顧問費而發行股份	387	19,350	-	-	-	-	-	-	-	19,737	-	19,737
At 31 December 2022	於二零二二年十二月三十一日	4,257	951,820	(162,294)	277,102	25,021	(30,647)	72	1,755,856	(2,427,358)	393,829	27,020	420,849

  

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium account	Fair value reserve	Contributed surplus	PRC statutory reserve	Exchange fluctuation reserve	Share option reserve	Equity component of convertible notes	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	公平值儲備	實繳盈餘	中國法定儲備	匯兌波動儲備	購股權儲備	可換股票據之權益部份	累計虧損	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2021	於二零二一年一月一日	3,870	932,470*	(138,506)*	277,102*	25,045*	(14,468)*	72*	1,755,856*	(2,412,609)*	428,832	26,054	454,886
Profit for the year	年內溢利	-	-	-	-	-	-	-	-	6,055	6,055	145	6,200
Other comprehensive income/(loss) for the year:	年內其他全面收益/(虧損):												
Changes in fair value of financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產之公平值變動	-	-	(10,795)	-	-	-	-	-	-	(10,795)	-	(10,795)
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	-	19,656	-	-	-	19,656	771	20,427
Total comprehensive (loss)/income for the year	年內全面(虧損)/收益總額	-	-	(10,795)	-	-	19,656	-	-	6,055	14,916	916	15,832
Transfer of fair value reserve upon disposal of financial assets at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之金融資產時轉撥公平值儲備	-	-	8,559	-	-	-	-	-	(8,559)	-	-	-
Appropriation to statutory reserve	劃撥至法定儲備	-	-	-	-	(24)	-	-	-	24	-	-	-
At 31 December 2021	於二零二一年十二月三十一日	3,870	932,470	(140,742)	277,102	25,021	5,188	72	1,755,856	(2,415,089)	443,748	26,970	470,718

\* These reserve accounts comprise the consolidated other reserves of HK\$389,572,000 (2021: HK\$439,878,000) in the consolidated statement of financial position.

\* 該等儲備賬包含綜合財務狀況報表內之綜合其他儲備 389,572,000 港元 (二零二一年: 439,878,000 港元)。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
綜合權益變動表

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

Notes:

(a) **Share premium**

Share premium represents premium arising from the issue of shares at a price in excess of their par value per share and is not distributable but may be applied in paying up unissued shares of the Company to be issued to the shareholders of the Company as fully paid bonus shares or in providing for the premiums payable on repurchase of shares.

(b) **Fair value reserve**

The fair value reserve represents cumulative gains and losses arising from revaluation of equity instruments at FVTOCI that have been recognised in other comprehensive income, net of amounts reclassified to profit or loss when those equity instruments at FVTOCI are disposed of or are determined to be impaired. Gains and losses arising from revaluation of equity instruments at FVTOCI will not be reclassified to profit or loss in subsequent periods.

(c) **Contributed surplus**

The contributed surplus arose in the previous years represented the net effect of the capital reduction, the share premium cancellation and the elimination of accumulated losses of the Company. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus account of the Company is available for distribution. However, the Company cannot declare or pay a dividend, or make a distribution out of contributed surplus if: — it is, or would after the payment be, unable to pay its liabilities as they become due; or — the realisable value of its assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts. In the opinion of the directors of the Company, as at 31 December 2022 and 2021, the Company did not have any reserve available for distribution to shareholders.

(d) **PRC statutory reserve**

In accordance with the relevant laws and regulations of the People's Republic of China ("PRC"), the PRC subsidiaries are required to provide for PRC statutory reserves, including enterprise expansion fund and general reserve fund, by way of appropriations from its statutory net profit (based on the PRC statutory financial statements of the PRC subsidiaries) but before dividend distributions.

All appropriations to the funds are made at the discretion of the board of directors of PRC subsidiaries. The board of directors of the PRC subsidiaries shall decide on the amounts to be appropriated based on its profitability each year.

The enterprise expansion fund may be used to increase registered capital subject to approval from the relevant PRC authorities. The general reserves fund may be used to offset accumulated losses or increase the registered capital subject to approval from the relevant PRC authorities.

(e) **Exchange fluctuation reserve**

The exchange fluctuation 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 3 to the consolidated financial statements.

(f) **Share options reserve**

The share options reserve represents the fair value of unexercised share options granted by the Company recognised in accordance with the accounting policy of share-based payments set out in Note 3 to the consolidated financial statements.

附註:

(a) **股份溢價**

股份溢價賬指按超出每股股份面值之價格發行股份產生的溢價，屬不可分派，惟可用於繳足將向本公司股東發行作為繳足股款紅股之本公司未發行股份之股款，或於購回股份時作為應付溢價。

(b) **公平值儲備**

公平值儲備指以公平值計量且其變動計入其他全面收入之股本工具(已於其他全面收益確認)重估所產生之累計收益及虧損，當該等以公平值計量且其變動計入其他全面收入之股本工具已出售或釐定為減值時，扣除重新分類至損益之金額。按公平值計入其他全面收入的權益工具重估所產生的收益及虧損將不會於後期重新分類至損益。

(c) **實繳盈餘**

過往年度產生之實繳盈餘指本公司資本削減、股份溢價註銷及撇銷累積虧損之淨影響。根據百慕達一九八一年公司法(經修訂)，本公司之實繳盈餘賬可供分派。然而，本公司不能宣派或支付股息或分派實繳盈餘，倘：— 未能或於作出該等分派後將無法支付到期之負債；或 — 其資產之可變現價值將因此少於其負債及其已發行股本及股份溢價賬之總和。本公司董事認為，於二零二二年及二零二一年十二月三十一日，本公司並無任何儲備可供分派予股東。

(d) **中國法定儲備**

根據中華人民共和國(「中國」)有關法律法規，中國附屬公司須透過撥出其就股息分派前的法定純利(基於中國附屬公司的中國法定財務報表)向中國法定儲備(包括企業擴建基金及一般儲備基金)作出撥備。

所有對基金的撥款均由中國附屬公司的董事會酌情作出。中國附屬公司的董事會須根據每年的盈利能力確定將予撥付的金額。

企業擴建基金可用於增加註冊資本，惟須獲有關中國當局批准。一般儲備基金可用於抵銷累計虧損或增加註冊資本，惟須獲有關中國當局批准。

(e) **匯兌波動儲備**

匯兌波動儲備包括換算海外業務財務報表產生之所有匯兌差額。該儲備就綜合財務報表附註3所載的會計政策處理。

(f) **購股權儲備**

購股權儲備指本公司授予之未行使購股權之公平值，根據綜合財務報表附註3所載以股份支付之會計政策所確認。

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>經營活動之現金流量</b>		
Profit before tax	除稅前溢利	<b>9,323</b>	6,960
Adjustments for:	就下列各項作出之調整：		
Bank interest income	銀行利息收入	<b>(144)</b>	(93)
Finance costs	融資成本	<b>83</b>	692
Dividend income	股息收入	-	(13)
Dividend received from joint ventures	從合營企業收取的股息	-	(900)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	<b>658</b>	601
Depreciation of right-of-use assets	使用權資產折舊	<b>3,550</b>	3,776
Impairment loss of loan and interest receivables, net	應收貸款及利息減值虧損淨額	<b>(11,077)</b>	(21,465)
Impairment loss of trade receivable, net	應收賬款減值虧損淨額	<b>9</b>	9
Impairment loss of other receivables, net	其他應收款項減值虧損淨額	<b>39,374</b>	16,981
Share of results of joint ventures	應佔合營企業之業績	<b>1,628</b>	(900)
Fair value gains on investment properties	投資物業之公平值收益	<b>314</b>	4,997
Written off of plant and equipment	撤銷廠房及設備	<b>455</b>	39
Impairment loss on goodwill of joint ventures	合營企業之商譽減值虧損	<b>433</b>	-
Loss on withdrawal of joint venture	撤回合營企業虧損	<b>202</b>	24
		<b>44,808</b>	10,708
Decrease/(increase) in loan and interest receivables	應收貸款及利息減少/(增加)	<b>22,576</b>	(25,250)
Increase in inventories	存貨增加	<b>(3,134)</b>	(902)
Increase in trade receivables	應收賬款增加	<b>(703)</b>	(28)
Increase in deposits, prepayment and other receivables	按金、預付款項及其他應收款項增加	<b>(43,916)</b>	(31,284)
Increase in trade payables	應付賬款增加	<b>833</b>	254
(Decrease)/increase in other payables and accruals	其他應付款項及應計費用(減少)/增加	<b>(1,312)</b>	5,464
Increase in contract liabilities	合約負債增加	<b>22,536</b>	1,106
(Decrease)/increase in amount due from/to related companies	應收/付關聯公司款項(減少)/增加	<b>(29,488)</b>	1,564
Cash generated from/(used in) operations	經營所得/(所用)之現金	<b>12,200</b>	(38,368)
Income tax refund/(paid), net	退回/(已付)所得稅淨額	<b>98</b>	(2,166)
Interest element on lease liabilities	租賃負債之利息元素	<b>(334)</b>	(678)
Net cash generated from/(used in) operating activities	經營活動所得/(所用)現金淨額	<b>11,964</b>	(41,212)

CONSOLIDATED STATEMENT OF CASH FLOWS  
綜合現金流量表

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

		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	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	<b>投資活動之現金流量</b>		
Interest received	已收利息	144	93
Capital injection to joint ventures	向合營企業注資	-	(3,642)
Investment refund from joint ventures due to withdrawal	撤回合營企業的投資退款	3,371	1,767
Dividend received from joint ventures	從合營企業收取的股息	-	1,489
Dividend received	已收股息	-	13
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,030)	(889)
Proceed from disposal of financial assets at fair value through other comprehensive income	出售按公平值透過其他 全面收益入賬之金融 資產所得款項	14,102	5,673
	15		
Net cash generated from investing activities	投資活動所得現金淨額	16,587	4,504
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	<b>融資活動之現金流量</b>		
Repayment on lease liability	償還租賃負債	(3,696)	(3,482)
New other borrowing raised	新籌集之其他借款	3,168	-
Advanced from a director	一名董事墊款	-	6,926
Repayment to director	還款予董事	(6,926)	-
Net cash (used in)/generated from financing activities	融資活動(所用)/所得 現金淨額	(7,454)	3,444

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

	<i>Notes 附註</i>	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS FOR THE YEAR</b>	年內現金及現金等價物增加淨額	<b>21,097</b>	(33,264)
Cash and cash equivalents at beginning of the year	年初之現金及現金等價物	<b>19,437</b>	40,797
Effect of foreign exchange rate changes	外幣匯率變動之影響	<b>19,535</b>	11,904
<b>CASH AND CASH EQUIVALENTS AT END OF THE YEAR</b>	年末之現金及現金等價物	<b>60,069</b>	19,437
<b>ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS:</b>	現金及現金等價物結餘分析：		
Cash and bank balances	現金及銀行結餘 24	<b>60,069</b>	19,437

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

31 December 2022  
二零二二年十二月三十一日

### 1. GENERAL INFORMATION

Zhong Ji Longevity Science Group Limited (formerly known as Asia Pacific Silk Road Investment Company Limited) (the “**Company**”) is a limited liability company incorporated in Bermuda and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). In the opinion of the directors, the immediate holding company and ultimate holding company of the Company is Zhong Ji 1 International Medical Group (Hong Kong) Limited, incorporated in Hong Kong. As 31 December 2022, the directors of the Company consider the ultimate controlling shareholders of the Company is Mr. Yan Li, who is also the chairman of the Company. The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The principal activities of the Company and its subsidiaries (the “**Group**”) are as follows:

- Longevity science business
- Money lending & Financial Advisory
- Securities and other investments
- Property investment

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is also the functional currency of the Company.

During 11 November 2021 and 17 December 2021, the Hong Kong Stock Exchange has issued a show case letter on non-compliance with Rule 13.24 demonstrated by the Company acquired Caijia P2P loans Business revenue has significantly declined from HK\$490.7 million of operating year 2015 to minimal HK\$0.02 million in Year 2018 (the “**Caijia P2P Business**”), thereby has failed to maintain a sufficient level of operations in compliance to Rule 13.24 therefore warrant a suspend in trading of the Company shares herein (the “**suspend trading decision**”). Thereafter on 15 March 2022 hearing with the Listing Committee has upheld this Suspend Decision pursuant to rule 6.01(3) of the Listing Rule.

### 1. 一般資料

中基長壽科學集團有限公司(前稱亞太絲路投資有限公司)(「**本公司**」)為於百慕達註冊成立之有限責任公司，其股份於香港聯合交易所有限公司(「**聯交所**」)上市。董事認為，本公司之直接控股公司及最終控股公司為香港中基1號國際醫療集團有限公司，該公司於香港註冊成立。於二零二二年十二月三十一日，本公司董事認為本公司之最終控股股東為閻立先生，彼亦為本公司主席。本公司之註冊辦事處及主要營業地點地址於年報公司資料一節披露。

本公司及其附屬公司(「**本集團**」)之主要活動如下：

- 長壽科學業務
- 借貸與金融投資諮詢
- 證券及其他投資
- 物業投資

綜合財務報表以港元(「**港元**」)呈列，港元亦為本公司之功能貨幣。

於二零二一年十一月十一日及二零二一年十二月十七日，香港聯交所發出一封不遵守第13.24條規定的示意函，表示本公司收購的財加P2P貸款業務收益由二零一五營運年度的490.7百萬港元大幅下跌至二零一八年最低的0.02百萬港元(「**財加P2P貸款業務**」)，因此，本公司未能按照第13.24條的規定維持足夠的營運水平，故此需要暫停本公司股份買賣(「**暫停買賣決定**」)。其後，於二零二二年三月十五日的聆訊上，上市委員會根據上市規則第6.01(3)條維持此項暫停決定。

## 1. GENERAL INFORMATION (Continued)

Pursuant to same rule on subsequent 5 July 2022 appeal hearing by Listing Review Committee with a final outcome received and announced on 25 July 2022, considering all the announced outlined facts and reasons, this suspend trading decision was overwhelmingly overthrown with a resume of trading decision therein (the “**resume trading decision**”).

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

### Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on or after 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i>
Amendment to HKFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021</i>
Amendments to HKAS 16	<i>Property, Plant and Equipment — Proceeds before Intended Use</i>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2018–2020</i>

The application of amendment to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or the disclosures set out in these financial statements

## 1. 一般資料(續)

根據上市覆核委員會隨後於二零二二年七月五日舉行的上訴聆訊與二零二二年七月二十五日收到及公佈的最終結果相同的裁決，考慮到所有公佈的概述事實及理由，此項暫停買賣決定被徹底推翻，並頒佈恢復買賣決定(「**恢復買賣決定**」)。

## 2. 應用經修訂香港財務報告準則(「香港財務報告準則」)

### 本年度強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用由香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則中對概念框架的提述修訂本及下列經修訂香港財務報告準則，其就編製綜合財務報表而言，於二零二二年一月一日或之後開始的本集團年度期間強制生效：

香港財務報告準則第3號(修訂本)	概念框架的提述
香港財務報告準則第16號(修訂本)	二零二一年六月三十日後的新冠肺炎相關租金減免
香港會計準則第16號(修訂本)	物業、機器及設備：作擬定用途前的所得款項
香港會計準則第37號(修訂本)	虧損合同 — 履行合同的成本
香港財務報告準則(修訂本)	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

於本年度應用香港財務報告準則之修訂本對本集團於本年度及過往年度之財務狀況及表現及／或該等財務報表所載之披露並無重大影響。

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二零二二年十二月三十一日

## 2. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### New and amendments to HKFRSs in issue but not yet effective

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>2</sup>
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> <sup>3</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)</i> <sup>1</sup>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> <sup>1</sup>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> <sup>1</sup>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> <sup>1</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2023.

<sup>2</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>3</sup> Effective for annual periods beginning on or after 1 January 2024.

The directors of the Company anticipate that the application of all the new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

## 2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

### 已頒佈但尚未生效的新訂及經修訂香港財務報告準則

香港財務報告準則第17號(包括二零二零年十月及二零二二年二月香港財務報告準則第17號修訂本)	<i>保險合同</i> <sup>1</sup>
香港財務報告準則第10號及香港會計準則第28號(修訂本)	<i>投資者與其聯營公司或合營企業之間的資產出售或注資</i> <sup>2</sup>
香港財務報告準則第16號(修訂本)	<i>售後回租中的租賃負債</i> <sup>3</sup>
香港會計準則第1號(修訂本)	<i>負債分類為流動或非流動及香港詮釋第5號之相關修訂(二零二零年)</i> <sup>1</sup>
香港會計準則第1號及香港財務報告準則實踐指南第2號(修訂本)	<i>會計政策的披露</i> <sup>1</sup>
香港會計準則第8號(修訂本)	<i>會計估計的定義</i> <sup>1</sup>
香港會計準則第12號(修訂本)	<i>產生自單一交易的資產及負債相關的遞延稅項</i> <sup>1</sup>

<sup>1</sup> 於二零二三年一月一日或之後開始之年度期間生效。

<sup>2</sup> 於待定日期或之後開始之年度期間生效。

<sup>3</sup> 於二零二四年一月一日或之後開始之年度期間生效。

本公司董事預期，應用所有新訂及經修訂香港財務報告準則於可見將來將不會對綜合財務報表造成重大影響。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

#### 3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) and by the Hong Kong Companies Ordinance.

The directors of the Company have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties and financial assets at fair value through other comprehensive income, that are measured at fair values at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### 3. 綜合財務報表編製基準及主要會計政策

#### 3.1 綜合財務報表之編製基準

綜合財務報表乃根據香港會計師公會所頒佈的香港財務報告準則編製。就編製綜合財務報表而言，倘該資料合理預期會影響主要用者所作之決定，則資料被視為重大。此外，綜合財務報表載有香港聯合交易所有限公司證券上市規則（「**上市規則**」）及香港公司條例所規定的適用披露。

本公司董事在批准綜合財務報表時，合理預期本集團擁有足夠資源可在可預見未來持續經營。因此，彼等在編製綜合財務報表時繼續採用持續經營之會計準則。

綜合財務報表乃根據歷史成本基準編製，惟投資物業及按公平值計入其他全面收益的金融資產於各報告期末按公平值計量（如下述會計政策所闡述）除外。

歷史成本一般基於用作交換貨品及服務的代價的公平值計算。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

For financial instruments and investment properties which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equal the transaction price.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.1 綜合財務報表之編製基準(續)

公平值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果或採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團會考慮市場參與者在計量日為該資產或負債進行定價時會考慮的該資產或負債的特徵。在該等綜合財務報表中計量及／或披露的公平值均按此基準釐定，但香港財務報告準則第2號「以股份為基礎的付款」範圍內的以股份為基礎付款交易、根據香港財務報告準則第16號入賬的租賃交易以及與公平值類似但並非公平值(例如香港會計準則第2號「存貨」的可變現淨值或香港會計準則第36號「資產減值」的使用價值)的計量除外。

非金融資產之公平值計量乃考慮市場參與者通過使用其資產之最高及最佳用途或將其出售予將使用資產的最高及最佳用途之另一市場參與者，而能夠產生經濟利益之能力。

按公平值交易之金融工具及投資物業，凡於其後期間應用以不可觀察輸入數據計量公平值之估值方法，該估值方法應予校正，以致於初步確認時估值方法之結果相等於交易價格。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.1 Basis of preparation of consolidated financial statements (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

#### 3.2 Significant accounting policies *Basis of consolidation*

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.1 綜合財務報表之編製基準(續)

此外，就財務報告而言，公平值計量乃根據公平值計量輸入數據的可觀察的程度及輸入數據對公平值計量整體而言的重要性，按下述方式分類為第一級、第二級或第三級：

- 第一級輸入數據乃實體於計量日期可取得的相同資產或負債於活躍市場所報價格(未調整)；
- 第二級輸入數據乃除包括在第一級的報價外，資產或負債的可觀察輸入數據(不論為直接或間接觀察所得)；及
- 第三級輸入數據乃資產或負債的不可觀察輸入數據。

#### 3.2 重大會計政策 *綜合入賬基準*

綜合財務報表包括本公司以及本公司及其附屬公司控制的實體的財務報表。在下列情況下，本公司獲得控制權：

- 能對投資對象行使權力；
- 需承擔或有權利享有來自參與投資對象的變動回報；及
- 有能力運用其權力以影響其回報。

倘根據事實及情況，上述三個控制權因素中之一個或以上發生變化，則本集團會重新評估其是否擁有投資對象的控制權。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Basis of consolidation* (Continued)

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

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

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *綜合入賬基準*(續)

當本集團取得有關附屬公司的控制權時，將綜合該附屬公司的賬目，並於本集團失去有關附屬公司的控制權時終止綜合其賬目。具體而言，年內所收購或出售附屬公司的收入及開支乃自本集團取得控制權之日起計入綜合損益及其他全面收益表，直至本集團不再控制有關附屬公司之日為止。

損益及其他全面收益的每個項目乃歸屬於本公司擁有人及非控股權益。附屬公司的全面收益總額歸屬於本公司擁有人及非控股權益，即使此舉會導致非控股權益產生虧絀結餘。

於必要時，附屬公司的財務報表會被作出調整，以令其會計政策與本集團的會計政策一致。

有關本集團成員之間交易的所有集團內公司間的資產及負債、權益、收入、支出及現金流量於綜合時悉數對銷。

於附屬公司中非控股權益與本集團於當中的權益分開呈列，其指於清盤時賦予其持有人權利按比例分佔有關附屬公司資產淨值的當前擁有權權益。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Investments in a joint ventures*

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. 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.

The Group's investments in joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of joint ventures is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its joint ventures are eliminated to the extent of the Group's investments in the joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of joint ventures is included as part of the Group's investments in joint ventures.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *於合營企業之投資*

合營企業為一種合營安排，據此，擁有安排共同控制權之人士有權享有合營企業之資產淨值。共同控制權乃以合約協定分佔一項安排之控制權，其僅在相關活動決策必須獲分佔控制權之人士一致同意時方存在。

本集團於合營企業之投資按本集團分佔資產淨值以權益會計法於綜合財務狀況報表列賬。會計政策如有分歧，會作出調整。

本集團分佔合營企業之收購後業績及其他全面收益分別計入綜合損益表及綜合其他全面收益。此外，當合營企業權益中直接確認任何變動時，本集團於綜合權益變動表確認其分佔之任何變動(如適用)。本集團與合營企業之間交易所產生之未變現收益及虧損相互對銷，以本集團於合營企業之投資為限，惟倘未變現虧損證明所轉移資產出現減值，則作別論。收購合營企業所產生之商譽計入本集團於合營企業之投資之一部分。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Impairment on plant and equipment and right-of-use assets*

At the end of the reporting period, the Group reviews the carrying amounts of its plant and equipment and right-of-use assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of plant and equipment and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *廠房及設備以及使用權資產減值*

本集團於報告期末均審閱其廠房及設備及使用權資產之賬面值，以釐定有否跡象顯示此等資產蒙受減值虧損。倘該等跡象存在，則會估計相關資產之可收回金額以釐定減值虧損之程度(如有)。

廠房及設備及使用權資產個別估計可收回金額。倘無法估計個別可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時，倘可設立合理及一致的分配基準，則企業資產分配至相關現金產生單位，否則分配至可設立合理及一致分配基準的最小組別現金產生單位。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值相比較。

可收回金額為公平值減銷售成本與使用價值兩者中較高者。在評估使用價值時，估計未來現金流量採用稅前貼現率貼現至其現值，該稅前貼現率反映當前市場對貨幣時間價值及資產(或現金產生單位)特定風險的評估，就此而言未來現金流量的估計未經調整。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Impairment on plant and equipment and right-of-use assets* (Continued)

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *廠房及設備以及使用權資產減值* (續)

倘估計資產(或現金產生單位)的可收回金額低於其賬面值,則資產(或現金產生單位)的賬面值將調減至其可收回金額。就未能按合理一致的基準分配至現金產生單位的企業資產或部分企業資產,本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的企業資產或部分企業資產的賬面值)與該組現金產生單位的可收回金額。於分配減值虧損時,首先分配減值虧損以減少任何商譽的賬面值(如適用),然後按該單位或一組現金產生單位各項資產的賬面值所佔比例分配至資產。資產賬面值不得減少至低於其公平價值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或一組現金產生單位的其他資產。減值虧損即時於損益確認。

倘減值虧損其後撥回,則資產(或現金產生單位或一組現金產生單位)之賬面值將調增至經修訂之估計可收回金額,惟調高後之賬面值將以假設以往年度並無確認任何減值虧損而計算之該資產(或現金產生單位或一組現金產生單位)賬面值為限。減值虧損撥回即時於損益中確認。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Related parties*

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *關聯方*

以下各方被視為與本集團有關聯：

- (a) 有關方為某人士或某人士之直系親屬，且該人士
  - (i) 對本集團擁有控制權或共同控制權；
  - (ii) 對本集團具有重大影響力；或
  - (iii) 為本集團或其母公司之其中一名主要管理人員；

或

- (b) 有關方為符合下列任何條件之實體：
  - (i) 該實體與本集團為同一集團之成員公司；
  - (ii) 一間實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營企業；
  - (iii) 該實體與本集團為同一第三方之合營企業；
  - (iv) 一間實體為第三方之合營企業，而另一實體為該第三方之聯營公司；
  - (v) 該實體為以本集團或與本集團有關聯之實體就僱員福利設立之離職福利計劃；

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Related parties* (Continued)

- (b) the party is an entity where any of the following conditions applies: (Continued)
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### *Plant and equipment*

Plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *關聯方*(續)

- (b) 有關方為符合下列任何條件之實體：(續)
- (vi) 該實體由(a)項界定之人士控制或共同控制；
  - (vii) (a)(i)項界定之人士對該實體有重大影響力，或該人士為該實體(或該實體之母公司)主要管理層之一名成員；及
  - (viii) 該實體或其所屬集團之任何成員公司，為本集團或本集團之母公司提供主要管理人員服務。

#### *廠房及設備*

廠房及設備按成本減累計折舊及任何減值虧損入賬。廠房及設備項目之成本包括其購入價以及將資產置於運作狀態及地點作擬定用途之任何直接相關成本。

廠房及設備項目投入運作後所產生如維修及保養等開支，通常於產生期間自損益表扣除。倘符合確認標準，則有關重大檢查之開支會按該資產之賬面金額資本化為重置資產。倘廠房及設備之主要部分須分段重置，則本集團會將該等部分確認為獨立資產，並設定特定之可使用年期及進行相應折舊。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Plant and equipment* (Continued)

Depreciation is calculated on the straight-line basis to write off the cost of each item of plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Leasehold improvements	Over the shorter of period of the lease terms and 20%
Medical machinery	20%
Furniture, fittings and equipment	20% to 33%
Motor vehicle	25%

Where parts of an item of plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *廠房及設備*(續)

折舊按直線基準將廠房及設備各項之成本於其估計可使用年內撇銷至其剩餘價值。就此所採用之主要年率如下：

租賃物業裝修	租期與20%之較短者
醫療器材	20%
傢俬、配件及設備	20%至33%
汽車	25%

倘廠房及設備項目各部分之可使用年期有所不同，則該項目各部分之成本將按合理基準分配，而每部分將作個別折舊。本集團最少於各財政年度結算日檢討剩餘價值、可使用年期及折舊方法並作出調整(如適用)。

廠房及設備項目(包括初始確認之任何重大部分)於出售後或預期使用或出售該等廠房及設備項目不會產生未來經濟利益時終止確認。於資產終止確認年度在損益表確認之出售或棄用有關資產所產生之任何收益或虧損，為相關資產之出售所得款項淨額與賬面金額之差額。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Investment properties*

Investment properties are interests in land and buildings held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the statement of profit or loss in the year of the retirement or disposal.

#### *Leases*

##### *Definition of a lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *投資物業*

投資物業乃指持有以賺取租金收入及／或資本升值(而非作生產或供應貨物或服務或行政用途)或於日常業務過程中出售之土地及樓宇權益。有關物業初步按成本(包括交易成本)計量。於初始確認後，投資物業按反映報告期末市場狀況之公平值列賬。

投資物業公平值變動所產生之收益或虧損計入所產生年度之損益表。

棄用或出售投資物業所產生之收益或虧損於棄用或出售年度之損益表確認。

#### *租賃*

##### *租賃之定義*

倘合約讓渡於一段時間內使用已識別資產之控制權以換取代價，則合約屬於或包含租賃。

就於首次應用香港財務報告準則第16號日期或之後簽訂或修訂或自業務合併產生的合約而言，本集團於開始、修訂日期或收購日期(如適用)根據香港財務報告準則第16號項下的定義評估合約是否為或包含租賃。該合約將不會被重新評估，除非該合約中的條款與條件隨後被改動。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

###### *The Group as a lessee*

##### (a) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of buildings that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

##### (b) Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

###### *本集團作為承租人*

##### (a) 短期租賃及低價值資產租賃

對於租期自開始日期起計為12個月或以下且並無包含購買選擇權的樓宇租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線基準或其他系統基準於租期內確認為開支。

##### (b) 使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆卸及搬遷相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定的狀況而產生的成本估計。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as a lessee* (Continued)

##### (b) Right-of-use assets (Continued)

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

##### (c) Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 Financial Instruments (“**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.

##### (d) Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

##### *本集團作為承租人*(續)

##### (b) 使用權資產(續)

本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產自開始日期起至使用年期結束期間計提折舊。否則，使用權資產以直線法於其估計使用年期及租期以較短者為準內計提折舊。

本集團於綜合財務狀況報表內將使用權資產呈列為單獨項目。

##### (c) 可退還租賃押金

已付的可退回租賃按金乃根據香港財務報告準則第9號金融工具(「**香港財務報告準則第9號**」)入賬，並初始以公平值計量。初始計量公平值的調整被視為額外租賃款項，並計入使用權資產的成本內。

##### (d) 租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。倘租賃隱含的利率難以釐定，則本集團會使用租賃開始日期的增量借款利率計算租賃付款的現值。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

*The Group as a lessee* (Continued)

##### (d) Lease liabilities (Continued)

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

本集團作為承租人(續)

##### (d) 租賃負債(續)

租賃付款包括：

- 固定付款(包括實質性的固定付款)減任何應收租賃優惠；
- 視乎指數或比率而定之可變租賃付款，採用初始日期的指數或比率進行初步計量；
- 根據剩餘價值擔保預期本集團應付的金額；
- 於本集團合理確定行使購買權時的購買權行使價；及
- 於租期反映本集團會行使選擇權終止租賃時，終止租賃的相關罰款。

於開始日期後，租賃負債根據利息增長及租賃付款作出調整。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as a lessee* (Continued)

##### (d) Lease liabilities (Continued)

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

##### (e) Lease modifications

Except for Covid-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

##### *本集團作為承租人*(續)

##### (d) 租賃負債(續)

當發生以下情況，本集團對租賃負債(並對相關的使用權資產進行相應調整)進行重新計量：

- 租期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金回顧後發現的市場租金率變動／有擔保剩餘價值下的預計付款變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修改租賃付款而重新計量。

本集團在綜合財務狀況報表中將租賃負債以單獨項目呈列。

##### (e) 租賃修訂

除本集團於Covid-19相關租金減免中應用實際權益法外，倘出現以下情況，本集團會將租賃修訂作為一項單獨租賃入賬：

- 該項修改通過增加使用一項或多項相關資產的權利擴大了租賃範圍；及

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as a lessee* (Continued)

##### (e) Lease modifications (Continued)

- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

##### 本集團作為承租人(續)

##### (e) 租賃修訂(續)

- 租賃代價增加，增加的金額相當於範圍擴大對應的單獨價格，加上為反映特定合約的實際情況而對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團於修改生效日期以經修訂貼現率貼現經修訂租賃租期的經修改租賃付款重新計量租賃負債。

本集團透過對相關使用權資產作出相應調整，將租賃負債的重新計量入賬。就含有租賃組成部分及一項或多項額外租賃或非租賃組成部分之經修改合約而言，本集團以租賃組成部分之相對單獨價格及非租賃組成部分之總單獨價格為基礎，將經修改合約內之代價分配至各租賃組成部分。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Leases** (Continued)

##### *The Group as a lessee* (Continued)

- (f) Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the modification).

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **租賃**(續)

##### *本集團作為承租人*(續)

- (f) 因基準利率改革導致釐定未來租賃付款基準的變動

就因基準利率改革導致釐定未來租賃付款基準的變動而言，本集團應用可行權宜方法，通過使用無變動的折現率對經修訂租賃付款進行折現以重新計量租賃負債並對相關使用權資產作出相應調整。當且僅當滿足以下兩個條件時，方需要按基準利率改革作出租賃修訂：

- 作為基準利率改革的直接後果，該修訂乃屬必要；及
- 釐定租賃付款的新基準在經濟上等同於先前基準（即緊接修訂前的基準）。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Leases* (Continued)

##### *The Group as a lessee* (Continued)

##### (g) Covid-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- The change in lease payments results in revised consideration for the lease that is substantially the same as or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lease applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognized in the profit or loss in the period in which the event occurs.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *租賃*(續)

##### 本集團作為承租人(續)

##### (g) Covid-19相關租金減免

就因Covid-19疫情導致直接產生的租金減免而言，本集團已選擇下列所有條件獲達成時應用實際權宜方法不評估有關變動是否為一項租賃修改：

- 租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；
- 租賃付款的任何減少僅影響原於二零二一年六月三十日或之前到期的付款；及
- 租賃的其他條款及條件並無實質變動。

應用該可行權宜方法的承租人就租金減免產生的租賃付款變動所用的入賬方式，與其在有關變動並非租賃修訂的情況下，應用香港財務報告準則第16號將變動入賬所用的方式相同。租賃付款的寬免或豁免作為可變租賃付款入賬。相關租賃負債予以調整以反映寬免或豁免的金額，並於該事件發生期間於損益確認相應調整。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments*

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*

金融資產及金融負債乃於集團實體成為工具合約條文的訂約方時確認。所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。

金融資產及金融負債初始按公平值計量，惟與客戶合約產生的應收賬款根據香港財務報告準則第15號首次計量則除外。初始確認時，收購或發行金融資產及金融負債(按公平值透過損益入賬(「按公平值透過損益入賬」)之金融資產或金融負債除外)直接應佔的交易成本會加入金融資產或金融負債(倘適用)的公平值或自其中扣減。收購按公平值透過損益入賬之金融資產或金融負債直接應佔的交易成本即時於損益中確認。

實際利率法是一種計算金融資產或金融負債的攤銷成本以及於有關期間分配利息收入及利息費用的方法。實際利率是將估計未來現金收款及付款(包括所有構成實際利率組成部份之已付或已收費用及扣費、交易成本及其他溢價或折讓)透過金融資產或金融負債的預期年期或(如適用)更短期間準確折現至初次確認賬面淨值的利率。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (a) *Financial assets*

##### (i) Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

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

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“**FVTOCI**”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (a) *金融資產*

##### (i) 金融資產的分類及其後計量

符合下列條件的金融資產其後按攤銷成本計量：

- 於目標為持有金融資產以收取合約現金流量的業務模式；及
- 合約條款於指定日期產生現金流量，而純粹作為本金及尚未清償本金的利息的付款。

符合下列條件的金融資產其後按公平值透過其他全面收益入賬(「**按公平值透過其他全面收益入賬**」)計量：

- 於同時以出售及收取合約現金流量為目的的業務模式持有的金融資產；及
- 合約條款於指定日期產生的現金流量純粹為支付本金及未償還本金的利息。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (i) Classification and subsequent measurement of financial assets (Continued)

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9/initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (a) *金融資產*(續)

##### (i) 金融資產的分類及其後計量(續)

所有其他金融資產其後均按公平值透過損益入賬計量，惟於首次應用香港財務報告準則第9號／初始確認金融資產當日，倘股本投資並非持作買賣，亦非由於收購方在香港財務報告準則第3號業務合併所適用的業務合併中確認的或然代價，則本集團可不可撤銷地選擇於其他全面收益呈列該股本投資公平值的其後變動。

金融資產於以下情況為持作買賣：

- 其主要是為了於短期內出售而購入；或
- 其於初始確認時屬於本集團一併管理的已識別金融工具組合的一部分，以及有近期短期獲利之實際模式；或
- 其為衍生工具但並非被指定為及有效之對沖工具。

此外，本集團可不可撤回地將一項須按攤銷成本或按公平值透過其他全面收益入賬之金融資產指定為按公平值透過損益入賬計量，前提為有關指定可消除或大幅減少會計錯配。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (ii) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (a) *金融資產*(續)

##### (ii) 攤銷成本及利息收入

利息收入使用實際利率法，就其後按攤銷成本計量之金融資產確認。利息收入乃透過將實際利率應用於金融資產的賬面總額計算，惟隨後變為信貸減值的金融資產除外(見下文)。就其後變為信貸減值的金融資產而言，利息收入乃自下一個報告期間起透過將實際利率應用於金融資產的攤銷成本而確認。倘信貸減值的金融工具的信貸風險有所改善，致令金融資產不再出現信貸減值，自釐定資產不再出現信貸減值的報告期初起將實際利率應用於金融資產的賬面總額確認利息收入。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the fair value reserve for financial assets at FVTOCI; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments, and will be transferred to accumulated losses.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the other income line item in profit or loss.

##### (iv) Impairment of financial assets

The Group performs impairment assessment under expected credit loss ("ECL") model on financial assets at amortised cost which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (a) *金融資產*(續)

##### (iii) 指定為按公平值透過其他全面收益入賬的權益工具

按公平值透過其他全面收益入賬的權益工具投資其後按公平值計量，因公平值變動產生的收益及虧損在其他全面收益內確認，並在按公平值透過其他全面收益入賬之金融資產的公平值儲備內累計，且毋須進行減值評估。在出售股本投資時，累計收益或虧損將不會重新分類至損益，而會轉撥至累計虧損。

於本集團收取股息的權利確立時，該等權益工具投資的股息於損益中確認，除非股息明確指收回部分投資成本。股息計入損益中的其他收入項目。

##### (iv) 金融資產減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式就根據香港財務報告準則第9號須按攤銷成本作出減值的金融資產進行減值評估。預期信貸虧損金額於各報告日期作出更新，以反映自初始確認以來的信貸風險變動。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“**12m ECL**”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balance or collectively using a provision matrix with similar credit risk characteristics based primarily on the debtors’ aging profiles.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognizes lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *金融工具*(續)

##### (a) *金融資產*(續)

##### (iv) *金融資產減值*(續)

全期預期信貸虧損指相關工具預計使用年期內所有潛在違約事件將會引起的預期信貸虧損。相反，12個月預期信貸虧損(「**12個月預期信貸虧損**」)指報告日期起計12個月內可能出現的違約事件預期將會引起的一部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗作出，並就債務人特定因素、整體經濟狀況及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團一直就應收貿易賬項確認整個存續期內的預期信貸虧損。該等資產的預期信貸虧損乃對具有重大結餘的應收賬款個別進行評估或主要基於應收賬款的賬齡情況對具有類似信貸風險特徵的應收賬款使用撥備矩陣整體進行評估。

至於所有其他工具，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅上升，則本集團會確認整個存續期內的預期信貸虧損。是否確認整個存續期內的預期信貸虧損乃根據自初步確認以來出現違約事件的可能性或風險是否大幅上升進行評估。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- 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;

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **金融工具**(續)

##### (a) *金融資產*(續)

##### (iv) 金融資產減值(續)

##### 信貸風險大幅上升

於評估信貸風險是否自初步確認以來大幅上升時，本集團將報告日期金融工具出現違約事件的風險與初步確認日期金融工具出現違約事件的風險進行比較。於作出此項評估時，本集團會考慮合理且可證實的定量及定性資料，包括過往經驗或無須過高成本或太多工序便可供查閱的前瞻性資料。

特別是，在評估信貸風險是否大幅上升時，本集團會考慮以下資料：

- 金融工具外界(如有)或內部信貸評級實際或預期大幅轉差；
- 信貸風險外部市場指標大幅轉差，例如信貸利差大幅上升，債務人信貸違約掉期價格大幅上升；
- 業務、財務或經濟環境現有或預測不利變動預期將導致債務人履行其債務責任的能力遭到大幅削弱；

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Significant increase in credit risk (Continued)

- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that result in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (a) *金融資產*(續)

##### (iv) *金融資產減值*(續)

##### 信貸風險大幅上升 (續)

- 債務人經營業績實際或預期大幅轉差；
- 債務人的監管、經濟或技術環境實際或預期出現重大不利變動，導致債務人履行其債務責任的能力遭到大幅削弱。

不論上述評估結果如何，倘合約付款逾期超過30日，則本集團會假定信貸風險自初步確認以來已大幅上升，除非本集團另有合理且可證實資料可資證明，則作別論。

本集團定期監察用以識別信貸風險曾否大幅上升的標準的成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險大幅上升。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

##### Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default 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 borrower;
- a breach of contract, such as a default or past due event;

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **金融工具**(續)

##### (a) *金融資產*(續)

##### (iv) 金融資產減值(續)

##### 違約定義

就內部信貸風險管理而言，本集團認為當內部生成或從外部來源所得資料顯示，債務人不大可能向其債權人(包括本集團)支付全數款項(並無計及本集團所持的任何抵押品)時，則出現違約事件。

無論上述如何，倘金融資產逾期超過90日，本集團將視作已發生違約，除非本集團擁有合理及有理據支持的資料證明較寬鬆的違約標準更為適用，則另當別論。

##### 已信貸減值金融資產

當一項或多項對金融資產預計未來現金流量造成負面影響的違約事件發生時，則金融資產已出現信貸減值。金融資產出現信貸減值的證據包括涉及以下事件的可觀察數據：

- 發行方或借款人遇到嚴重財政困難；
- 違反合約，如欠繳或逾期的情況；

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Credit-impaired financial assets (Continued)

- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

##### Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade 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. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### 金融工具(續)

##### (a) 金融資產(續)

##### (iv) 金融資產減值(續)

##### 已信貸減值金融資產 (續)

- 向借款人作出貸款之貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- 借款人有可能將告破產或進行其他財務重組；或
- 該金融資產因財政困難而失去活躍市場。

##### 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序，或就應收貿易賬項而言，當金額已逾期超過兩年(以較早發生者為準))，本集團會撇銷金融資產。經計及在適當情況下的法律意見後，已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後收回的任何款項於損益內確認。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *金融工具*(續)

##### (a) *金融資產*(續)

##### (iv) *金融資產減值*(續)

##### 計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率(即違約造成虧損的幅度)及違約風險的函數。違約概率及違約虧損率乃根據經前瞻性資料調整的歷史數據進行評估。預期信貸虧損的估計反映無偏頗及概率加權數額，其乃根據加權的相應違約風險而釐定。本集團運用可行權宜方法，利用撥備矩陣估計應收賬款的預期信用損失，當中考慮過往信用損失經驗，並按毋須付出不必要成本或努力下獲得的前瞻性資料作出調整。

一般而言，預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收取的現金流量之間的差額估計，並按初步確認時釐定的實際利率貼現。

若干應收賬款的全期預期信貸虧損經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準考慮。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Financial instruments* (Continued)

##### (a) *Financial assets* (Continued)

##### (iv) Impairment of financial assets (Continued)

##### Measurement and recognition of ECL (Continued)

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, where the corresponding adjustment is recognised through a loss allowance account.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *金融工具*(續)

##### (a) *金融資產*(續)

##### (iv) *金融資產減值*(續)

##### 計量及確認預期信貸虧損(續)

就集體評估而言，本集團進行分類時會考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

管理層會定期檢討分組情況，以確保各組別繼續擁有類似信貸風險特徵。

利息收入乃根據金融資產的賬面總值計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產的攤銷成本計算。

本集團透過調整賬面值而於損益確認所有金融工具的減值收益或虧損，惟應收貿易賬項的相應調整透過虧損撥備賬目確認。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Financial instruments** (Continued)

###### (a) *Financial assets* (Continued)

###### (v) Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the assets expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the fair value reserve for financial assets at FVTOCI is not reclassified to profit or loss, but is transferred to accumulated losses.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **金融工具**(續)

###### (a) *金融資產*(續)

###### (v) 終止確認金融資產

僅於資產現金流量之合約權利屆滿時，或將金融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。

於終止確認按攤銷成本計量之金融資產時，資產賬面值與所收取及應收取代價之差額於損益中確認。

於終止確認本集團於初步確認時已選擇按公平值透過其他全面收益入賬之權益工具投資時，先前於按公平值透過其他全面收益入賬之金融資產之公平值儲備累計之累計收益或虧損不會重新分類至損益，而會轉撥至累計虧損。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Financial instruments* (Continued)

##### (b) *Financial liabilities and equity*

##### (i) Classification as debt or equity

Debt and equity instruments are classified either as financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### (ii) Equity instruments

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

##### (iii) Financial liabilities at amortised cost

The Group's financial liabilities including trade payables, other payables, borrowing, lease liabilities and amounts due to related companies are subsequently measured at amortised cost, using the effective interest method.

##### (iv) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *金融工具*(續)

##### (b) *金融負債及權益*

##### (i) 分類為債務或權益

債務及權益工具乃根據合約安排之實際內容及金融負債與權益工具之釋義分類為金融負債或權益。

##### (ii) 權益工具

權益工具為證明實體資產於扣除其所有負債後之剩餘權益之任何合約。本集團所發行之權益工具乃按已收取所得款項減直接發行成本確認。

##### (iii) 按攤銷成本計量的金融負債

本集團的金融負債，包括應收賬款、其他應付款項、借款、租賃負債及應付關聯公司的款項，其後採用實際利率法按攤銷成本計量。

##### (iv) 終止確認金融負債

當且僅當本集團的義務被解除、取消或屆滿時，本集團方會終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之間的差額於損益確認。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Financial instruments* (Continued)

##### (b) *Financial liabilities and equity* (Continued)

- (v) Changes in the basis for determining the contractual cash flows as a result of interest rate benchmark reform
- For changes in the basis for determining the contractual cash flows of a financial asset or financial liability to which the amortised cost measurement applies as a result of interest rate benchmark reform, the Group applies the practical expedient to account for these changes by updating the effective interest rate, such change in effective interest rate normally has no significant effect on the carrying amount of the relevant financial asset or financial liability.

A change in the basis for determining the contractual cash flows is required by interest rate benchmark reform if and only if, both these conditions are met:

- the change is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the contractual cash.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *金融工具*(續)

##### (b) *金融負債及權益*(續)

- (v) 因基準利率改革導致釐定合約現金流量基準的變動

就因基準利率改革導致釐定金融資產或金融負債(採用攤銷成本計量)的合約現金流量基準的變動而言,本集團應用可行權宜方法,以更新實際利率將該等變動入賬,有關實際利率變動正常而言對相關金融資產或金融負債的賬面值並無重大影響。

當且僅當滿足以下兩個條件時,釐定合約現金流量的基準方需要按基準利率改革而變動:

- 作為基準利率改革的直接後果,該變動乃屬必要;及
- 釐定合約現金流量的新基準。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Cash and cash equivalents*

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

##### *Provisions*

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *現金及現金等價物*

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款，以及可隨時兌換為已知金額現金及所涉價值變動風險不高，且一般自取得起計三個月內到期之短期高流動性投資，減去須應要求償還並構成本集團現金管理之組成部分之銀行透支。

就綜合財務狀況報表而言，現金及現金等價物包括用途不受限制之手頭及銀行現金(包括定期存款)。

##### *撥備*

如因過往事件而產生現有責任(法律或推定性質)，且很可能需要動用日後資源以應付有關責任，則須在責任所涉金額能可靠估計之情況下確認撥備。

經考慮與責任有關之風險及不確定因素後，確認為撥備之金額為於報告期末清償現時責任所需代價之最佳估計。倘撥備乃以估計用作清償現時責任之現金流量計量，則其賬面值為該等現金流量之現值(倘貨幣時值影響屬重大)。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Income tax*

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

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

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *所得稅*

所得稅支出指即期應付稅項與遞延稅項之總金額。

當期應付稅項乃按本年度內應課稅溢利計算。應課稅溢利有別於除稅前溢利，乃由於在其他年度應課稅或可扣稅之收入或開支項目及毋須課稅或不可扣稅之項目所致。本集團之當期稅項之負債採用於各報告期末已實施或事實上已實施之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債之賬面值暫時差額及用以計算應課稅溢利之相關稅基間確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般在有可能獲得可動用可扣減暫時差額之應課稅溢利時，就所有可扣減暫時差額確認。倘暫時差額乃因初步確認一宗交易(業務合併除外)中之資產及負債產生，且不影響應課稅溢利及會計溢利，則相關遞延稅項資產及負債不予確認。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Income tax* (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *所得稅*(續)

遞延稅項負債乃就與投資附屬公司相關之應課稅暫時差額予以確認，惟倘本集團能控制暫時差額之撥回及暫時差額不大可能於可見將來撥回則除外。因該等投資及權益相關之可扣減暫時差額而產生之遞延稅項資產，僅於有可能獲得可供動用暫時差額之利益之足夠應課稅溢利且其預計可於可見將來撥回時確認。

遞延稅項資產之賬面值於各報告期末檢討，並扣減至當不再可能有足夠應課稅溢利可供收回所有或部分資產為止。

遞延稅項資產及負債按預期於清償負債或變現資產之期間適用之稅率計量，該稅率乃根據於報告期末已實施或事實上已實施之稅率(及稅法)釐定。

遞延稅項負債及資產之計量反映本集團於各報告期末預期收回或結清其資產及負債賬面值之方式可能會帶來之稅務後果。

就計量本集團確認使用權資產及有關租賃負債的租賃交易的遞延稅項而言，本集團，本集團首先釐定稅項扣減源於使用權資產或租賃負債。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Income tax* (Continued)

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

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.

Current and deferred tax is recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

##### *Revenue from contracts with customers*

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the goods or services underlying the particular performance obligation is transferred to the customer.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *所得稅*(續)

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團就租賃交易整體應用香港會計準則第12號「*所得稅*」之規定。有關使用權資產及租賃負債之暫時差額按淨額基準估算。使用權資產折舊超出租賃負債本金部分租賃款項的金額會產生可扣減暫時差額淨額。

當有法定可執行權利將當期稅項資產與當期稅項負債抵銷，且與同一稅務機關向同一應課稅實體徵收之所得稅有關及本集團有意按淨額基準結付其當期稅項資產及負債時，則遞延稅項資產及負債可互相抵銷。

當期和遞延稅項均計入損益，除非其與計入其他全面收益或直接計入權益的項目有關，在這種情況下，當期和遞延稅項分別計入其他全面收益或直接計入權益。如果業務合併的初始會計產生當期稅項或遞延稅項，則稅項影響計入業務合併的會計處理。

##### *客戶合約收益*

本集團於達成履約責任時，即當特定的履約責任涉及的貨品或服務的「控制權」轉移至客戶時確認收益。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Revenue from contracts with customers* (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *客戶合約收益(續)*

履約責任指明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合以下其中一項條件而控制權隨時間轉移，收益則可參考完成相關履約責任的進度而隨時間確認：

- 客戶於本集團履約時同時收取及享用本集團履約所提供的利益；
- 於本集團履約時，本集團的履約創建或增強客戶控制的資產；或
- 本集團的履約未能創建對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項。

除此之外，於客戶獲得明確貨品或服務控制權時確認收益。

合約資產指本集團就向客戶轉讓商品或服務收取代價的權利(尚未成為無條件)，並根據香港財務報告準則第9號進行減值評估。相反，應收款項指本集團收取代價的無條件權利，即代價到期支付前只需待時間推移。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Revenue from contracts with customers*

(Continued)

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

#### *Contracts with multiple performance obligations (including allocation of transaction price)*

For contracts that contain more than one performance obligations, the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer. If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *客戶合約收益(續)*

合約負債指本集團向客戶轉移本集團已自客戶收取代價(或應收代價金額)的貨品或服務的責任。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

#### *具多項履約責任之合約(包括分配交易價格)*

就包含多於一項履約責任之合約而言，本集團按照相對獨立售價基準將交易價格分配至各履約責任。

有關各履約責任之明確商品或服務之獨立售價於合約開始時釐定。該價格指本集團將單獨向客戶出售承諾商品或服務之價格。倘獨立售價不可直接觀察，本集團將使用適當技術進行估計，以使最終分配至任何履約責任之交易價格可反映本集團向客戶轉讓承諾商品或服務預期有權獲得之代價金額。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Revenue recognition on performance obligations for contracts with customers*

The Group recognises revenue from the following major sources:

Revenue from rendering of financial and investment consulting services are recognised at the point in time when the related financial and investment consulting services are delivered to the customers.

Revenue from provision of diagnostic and medical test services are recognised at the point in time when the diagnostic and medical test services are rendered to the customers.

Revenue from sales of health and medical products is recognised at a point in time when the control of the health and medical products have been transferred to the customer.

##### *Share-based payments*

##### *Equity-settled share-based payment transactions*

##### *Share options granted to employees*

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments granted at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *客戶合約履約責任的收益確認*

本集團從以下主要來源確認收益：

提供金融及投資諮詢服務的收益於有關金融及投資諮詢服務交付予客戶的時間點確認。

提供診斷及醫療測試服務的收益於診斷及醫療測試服務提供予客戶的時間點確認。

銷售健康及醫療產品的收益於健康及醫療產品的控制權已轉移予客戶的時間點確認。

##### *以股份為基礎付款*

##### *以權益結算之以股份為基礎付款交易*

##### *向僱員授出之購股權*

向僱員授出的以權益結算之以股份為基礎付款於授出日期按股本工具的公平值計量。

以權益結算之以股份為基礎付款於授出日期釐定的公平值(未經計及所有非市場歸屬條件)，根據本集團對將最終歸屬之股本工具之估計於歸屬期內以直線法支銷，而權益(購股權儲備)則相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估，修訂其對預期歸屬之股本工具數目之估計。修訂原估計之影響(如有)於損益中確認，使累計開支反映經修訂估計，並相應調整購股權儲備。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### **Share-based payments** (Continued)

##### *Equity-settled share-based payment transactions* (Continued)

##### *Share options granted to employees* (Continued)

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained profits.

##### *Share options granted to service providers*

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. The fair values of the goods or services received are recognised as expenses (unless the goods or services qualify for recognition as assets).

##### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out/weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### **以股份為基礎付款**(續)

##### *以權益結算之以股份為基礎付款交易*(續)

##### *向僱員授出之購股權*(續)

當購股權獲行使時，先前於購股權儲備確認的金額將轉撥至股份溢價。當購股權於歸屬日後被沒收或於屆滿日仍未獲行使時，先前於購股權儲備確認的金額將轉撥至保留溢利。

##### *授予服務供應商之購股權*

與僱員以外人士進行的以股權結算之以股份為基礎的付款交易按所獲貨品或服務的公平值計量，除非有關公平值無法可靠估算，在此情況下其乃按獲授股權工具的公平值(於實體取得貨品或交易對手提供服務當日計量)計量。所獲貨品或服務的公平值確認為開支(除非貨品或服務符合確認為資產之條件)。

##### **存貨**

存貨按成本與可變現淨值兩者中的較低者列賬。存貨成本乃以先入先出/加權平均法釐定。可變現淨值指存貨估計售價減所有估計完成成本及作出銷售所需的成本。作出銷售所需的成本包括銷售直接應佔增量成本及本集團就作出銷售必須產生的非增量成本。

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### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued)

##### *Foreign currencies*

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

##### *Borrowing costs*

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those asset, until such time as the assets are substantially ready for their intended use or sale.

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

##### *Government grants*

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續)

##### *外幣*

於編製各個別集團實體的財務報表時，以該實體功能貨幣以外的貨幣(外幣)進行的交易均按交易當日的現行匯率確認。於報告期末，以外幣計值的貨幣項目均按該日的現行匯率重新換算。按歷史成本以外幣計量的非貨幣項目不作重新換算。

結算貨幣項目及重新換算貨幣項目產生的匯兌差額於產生期間的損益內確認。

##### *借款成本*

收購、興建或生產合資格資產(須經過一段頗長時間後方可用作擬定用途或出售)直接應佔的借款成本撥作該等資產的成本，直至資產大致上可用作擬定用途或出售為止。

所有其他借款成本於產生期間於損益內確認。

##### *政府補助*

政府補助不予以確認直至有合理保證本集團將履行該附帶條件及將會收取該補助。

### 3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### 3.2 Significant accounting policies (Continued) *Government grants* (Continued)

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognizes as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

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

#### *Retirement benefits costs*

Payments to state-managed retirement benefit schemes and the Mandatory Provident Fund Scheme (the "MPF Scheme") are recognised as an expense when employees have rendered service entitling them to the contributions.

#### *Short-term employee benefits*

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries and annual leave) after deducting any amount already paid.

### 3. 綜合財務報表編製基準及主要會計政策(續)

#### 3.2 重大會計政策(續) *政府補助*(續)

政府補助於本集團確認有關補助擬抵銷之相關成本為支出期間有系統地於損益確認。具體而言，主要條件為要求本集團購買、建造或另行收購非流動資產之政府補助於綜合財務狀況報表中確認為遞延收入，並於相關資產之可使用年內有系統及合理地轉撥至損益。

作為已產生開支或虧損之賠償或為向本集團提供直接財務支援而應收取且並無未來相關成本之政府補助在其可予收取期間於損益確認。

#### *退休福利成本*

向國家管理退休福利計劃及強制性公積金計劃(「強積金計劃」)的付款於僱員提供服務使彼等可享有供款時確認為開支。

#### *短期僱員福利*

短期僱員福利於僱員提供服務時按預期所支付福利的未貼現金額確認。所有短期僱員福利確認為開支，除非另一香港財務報告準則規定或允許將福利計入資產成本內。

負債於扣除任何已付金額後就僱員應計福利(如工資及薪金、年假)確認。

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#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

##### Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

##### Ownership of investment properties

The Group's management needs to assess whether the Group has the ownership of the investment property in Saipan was valid. The judgements the Group used in determining if it has ownership over the investment property in Saipan detailed in Note 16.

##### Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are measured using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties in the PRC are held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time. As a result, the management of the Group has determined that the presumption that investment properties measured using the fair values model are recovered through sale is rebutted and the Group estimated the deferred tax on the basis of recovering through use.

#### 4. 關鍵會計判斷及估計不確定因素的主要來源

於應用附註3所述之本集團會計政策時，本公司董事需要就無法即時從其他來源得出之資產與負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及視作相關之其他因素而作出。實際結果或會有別於該等估計。

本集團會持續評估此等估計及相關假設。會計估計之修訂若只影響修訂估計之期間，則在該期間內確認；若修訂對當前期間及未來期間均有影響，則在作出修訂之期間及未來期間確認。

##### 應用會計政策的主要判斷

以下為本公司董事於應用本集團會計政策過程中所作出及對於綜合財務報表中已確認的款項產生最重大影響的主要判斷(不包括涉及估計的判斷(見下文))。

##### 投資物業擁有權

本集團管理層需要評估本集團擁有塞班島投資物業的擁有權是否有效。本集團於釐定其是否擁有塞班島投資物業之擁有權時所使用之判斷詳情載於附註16。

##### 投資物業的遞延稅項

就計量採用公平值模式計量之投資物業所產生的遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團之投資物業組合，並認為本集團於中國之投資物業乃以目的為隨時間消耗投資物業所含絕大部分經濟利益之業務模式持有。因此，本集團管理層已確定，採用公平值模式計量之投資物業可透過銷售收回的假設已被推翻，且本集團已按透過使用收回之基準估計遞延稅項。

#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Key sources of estimation uncertainty

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

##### Provision for ECLs on loan and other receivables

The allowance for ECLs on the loan and other receivables is estimated based on assumption about the risk of default and credit risk of respective receivables. The loss allowance amount is measured at difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit loss of the respective receivables. Such assessment involves high degree of estimation and uncertainty. When the actual future cash flows are less or more than expected, a material ECLs or material reversal of ECLs may arise, accordingly.

The following significant judgements are required in applying the accounting requirements for measuring the ECL:

##### Significant increase of credit risk

As explained in Note 3, ECL are measured as an allowance equal to 12-m ECL or lifetime ECL for respective receivables. An asset will use lifetime ECL 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 quantitative and qualitative reasonable and supportable forward-looking information including available customers' historical data and existing and forecast market conditions.

#### 4. 關鍵會計判斷及估計不確定因素的主要來源(續)

##### 估計不確定性的主要來源

下文為於報告期末極有可能會導致在下一個財政年度對資產及負債賬面值作出重大調整之有關未來的主要假設及估計不確定性的其他主要來源。

##### 應收貸款及其他應收款項的預期信貸虧損撥備

應收貸款及其他應收款項的預期信貸虧損撥備乃根據有關應收貸款的違約風險及信貸風險的假設估計。虧損撥備金額按資產的賬面值與估計未來現金流量的現值之間的差額衡量，並考慮到相關應收賬款的預期未來信貸虧損。該評估涉及高度估計及不確定性。當實際未來現金流量少於或多於預期時，可能會相應出現重大預期信貸虧損或重大預期信貸虧損撥回。

應用會計規定計量預期信貸虧損時，需要作出以下重大判斷：

##### 信貸風險顯著增加

誠如附註3所闡釋，預期信貸虧損以相當於12個月預期信貸虧損或全期預期信貸虧損方式計量各應收賬款撥備。當資產的信貸風險在初始確認後大幅增加時，其將使用全期預期信貸虧損。香港財務報告準則第9號並無定義什麼構成信貸風險顯著增加。評估資產的信貸風險是否大幅增加時，本集團考慮定量及定性的合理及可支援的前瞻性資料，包括現有客戶的歷史資料以及現有和預測的市場條件。

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#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Provision for ECLs on loan and other receivables (Continued)

##### *Model and assumptions used*

ECLs on the loan and other receivables which are not assessed to be credit impaired are estimated using a calculation model using observable data as at the end of the reporting period, including the difference between (i) the effective interest rates of interest charged by the Group for similar categories of the loans and other receivables; and (ii) the risk-free rate, and adjusted by forward looking information, for example, GDP growth, etc. Judgements is applied in identifying the most appropriate ECL model as well as for determining the assumption used in the model, including those relate to key drivers of credit risk.

The Group's allowance for ECLs on loan receivables may also take into account the subsequent settlement, collateral valuation and the management's judgement on the effectiveness and marketability of the collateral properties and customers' capability of payment at the estimated valuation and the actual valuation may differ from the estimation.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's loan and other receivables are disclosed in notes 21, 23 and 40.

#### 4. 關鍵會計判斷及估計不確定因素的主要來源(續)

##### 應收貸款及其他應收款項的預期信貸虧損撥備(續)

##### *使用的模型及假設*

未被評估為信貸減值的應收貸款及其他應收款項的預期信貸虧損使用計算模型估計，該模型使用報告期末的可觀察數據，包括(i)本集團對類似類別貸款及其他應收款項收取的實際利率；及(ii)無風險利率之間的差異，並就前瞻性資料(如國內生產總值增長等)作出調整。釐定最合適的預期信貸虧損模型以及釐定模型中使用的假設時，包括與信貸風險的主要驅動因素有關的該等假設，均已採用判斷。

本集團對應收貸款的預期信貸虧損撥備亦可能考慮後續結算、抵押品估值及管理層對抵押物業的有效性及可銷售性以及客戶在估計估值時的支付能力的判斷，實際估值可能與估計不同。

預期信貸虧損撥備易隨估計而變。有關預期信貸虧損及本集團應收貸款及其他應收款項的資料於附註21、23及40披露。

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#### 4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. The determination of the fair value involves certain assumptions of market conditions which are set out in note 16.

In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions. Whilst the Group considers valuations of the Group's investment properties are the best estimates, the ongoing Covid-19 pandemic has resulted in greater market volatility depending on how the Covid-19 pandemic may progress and evolve, which have led to higher degree of uncertainties in respect of the valuations in the current year. Changes to these assumptions, including the potential risk of any market violation, policy, geopolitical and social changes or other unexpected incidents as a result of change in macroeconomic environment or other unexpected incidents would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss and other comprehensive income.

As at 31 December 2022, the carrying amount of the Group's investment properties is approximately HK\$24,411,000 (2021: HK\$26,001,000).

#### 4. 關鍵會計判斷及估計不確定因素的主要來源(續)

##### 投資物業之公平值

投資物業乃根據獨立專業估值師進行之估值按公平值列賬。釐定公平值時涉及若干市況假設，詳情載於附註16。

於依賴估值報告時，本公司董事已作出判斷，並信納估值方法可反映現時市況。儘管本集團認為本集團投資物業的估值為最佳估計，惟持續的新冠肺炎疫情已導致更大的市場波動，須視乎新冠肺炎疫情的進展及演變情況而定，令本年度估值的不確定性增加。該等假設的變動(包括因宏觀經濟環境而導致任何市場違規、政策、地緣政治及社會變動或其他意外事件的潛在風險或其他意外事件)將導致本集團投資物業的公平值變動及對綜合損益及其他全面收益表呈報的收益或虧損金額作出相應調整。

於二零二二年十二月三十一日，本集團投資物業的賬面值為約24,411,000港元(二零二一年：26,001,000港元)。

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## 5. REVENUE

### (i) Disaggregated revenue information

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Revenue from contracts with customers within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內之來自客戶合約之收益		
Sales of health and medical products	銷售健康及醫療產品	17,550	17,692
Provision of diagnostic and medical test services	提供診斷及醫療測試服務	26,370	4,754
Rendering of financial and investment consulting services	提供金融及投資顧問服務	-	11,442
		<b>43,920</b>	33,888
<b>Timing of revenue recognition within the scope of HKFRS 15</b>	香港財務報告準則第15號範圍內之收益確認時間於某個時間點		
Point in time basis		43,920	33,888
<b>Revenue from other sources</b>	其他來源收益		
Loan interest income	貸款利息收入	45,748	27,218
Dividend income	股息收入	-	13
		<b>45,748</b>	27,231
<b>Total revenue recognised during the year</b>	年內確認之總收益	<b>89,668</b>	61,119

### (ii) Transaction price allocated to the remaining performance obligation for contracts with customers

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its contracts for sales of health and medical products, provision of diagnostic and medical test services and rendering of financial and investment consulting services such that the above information does not include information about revenue that the Group will be entitled to when it satisfies the remaining performance obligations under the aforesaid contracts that had an original expected duration of one year or less.

## 5. 收益

### (i) 收益拆分資料

### (ii) 分配予客戶合約剩餘履約義務的交易價格

本集團已將香港財務報告準則第15號第121段的實際權宜方法應用於其銷售健康及醫療、提供診斷及醫療測試服務以及提供金融及投資顧問服務，因此，上述資料不包括上述本集團在履行有關原始預計期間為一年或更短之合約項下剩餘履約義務時有權獲取的收益資料。

## 6. OPERATING SEGMENT INFORMATION

The executive directors of the Company, being the chief operating decision-makers (“**CODM**”), review the Group’s internal reporting in order to assess performance and allocate resources. Information reported to the chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the types of goods or services delivered or provided.

During the year ended 31 December 2022, the Group commenced the business of provision of diagnostic consultation, health and medical testing and checking as well as distribution of healthcare supplements, and it is considered as a new operating and reportable segment by the CODM.

The Group’s reportable and operating segments are as follows:

- (a) Longevity science business: provision of diagnostic consultation, health and medical testing and checking as well as distribution of cancer prevention & immunity healthcare supplements;
- (b) Money lending and financial advisory business: provision of loan financing for earning interest income and provision of financial advisory and management services rendering various loans fees;
- (c) Securities and other investments: holding of equity investments, investment in short to long-term financial assets for dividend income; and
- (d) Property investment: investment in properties for rental income and/or for potential capital appreciation.

No operating segments have been aggregated in arriving at the above reportable segments of the Group.

## 6. 經營分部資料

本公司執行董事，即主要營運決策人（「**主要營運決策人**」），檢視本集團之內部報告，以便評估表現及分配資源。就資源分配及表現評估而向主要營運決策人匯報之資料集中於所交付或所提供之貨品或服務類別。

截至二零二二年十二月三十一日止年度，本集團開始提供診斷諮詢、健康醫療測試及檢測以及保健品分銷，其被主要營運決策人視為新的經營及可呈報分部。

本集團的可呈報及經營分部如下：

- (a) 長壽科學業務：提供診斷諮詢、健康醫療測試及檢測以及防癌與免疫保健品分銷；
- (b) 借貸及金融諮詢業務：提供貸款融資以賺取利息收入及提供金融諮詢及管理服務以提供各類貸款費用；
- (c) 證券及其他投資：持有股本投資、短期至長期金融資產投資以賺取股息收入；及
- (d) 物業投資：投資於物業以賺取租金收入及／或作潛在資本增值。

得出本集團上述可呈報分部時並無合併經營分部。

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## 6. OPERATING SEGMENT INFORMATION (Continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/(loss), which is a measure of adjusted profit/(loss) before tax. The adjusted profit/(loss) before tax is measured consistently with the Group's loss before tax except that bank interest income, loss on disposal of plant and equipment, share of results of joint ventures, finance costs as well as head office and corporate income and expenses are excluded from such measurement.

Segment assets exclude tax recoverable and other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude tax payable, deferred tax liabilities and other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

## 6. 經營分部資料(續)

為作出有關資源分配之決策及評估表現，管理層分開監察本集團各經營分部之業績。分部表現乃基於可呈報分部溢利／(虧損)評估，即以經調整除稅前溢利／(虧損)計量。經調整除稅前溢利／(虧損)之計量方法與本集團除稅前虧損之計量方法貫徹一致，惟計量前者時會撇除銀行利息收入、出售廠房及設備虧損、應佔合營企業之業績、財務成本以及總辦事處及公司收入及開支。

由於可收回稅項以及其他未分配總辦事處及公司資產乃按集團基準管理，故分部資產不包括該等資產。

由於應付稅項、遞延稅項負債以及其他未分配總辦事處及公司負債乃按集團基準管理，故分部負債不包括該等負債。

Year ended 31 December 2022		Longevity science business	Money lending and financial advisory business	Securities and other investments	Property investment	Total
截至二零二二年十二月三十一日止年度		長壽科學業務 HK\$'000 千港元	借貸及金融諮詢業務 HK\$'000 千港元	證券及其他投資 HK\$'000 千港元	物業投資 HK\$'000 千港元	總計 HK\$'000 千港元
<b>Segment revenue</b>	<b>分部收益</b>					
Revenue from external customers	來自外界客戶之收益	43,920	45,748	-	-	89,668
<b>Segment results</b>	<b>分部業績</b>	8,957	30,913	(17)	(314)	39,539
<i>Reconciliation:</i>	<i>對賬:</i>					
Bank interest income	銀行利息收入					144
Finance costs	財務成本					(417)
Share of loss of joint ventures	應佔合營企業虧損					(202)
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額					(48,387)
<b>Profit before tax</b>	<b>除稅前溢利</b>					9,323
<b>Other segment information:</b>	<b>其他分部資料:</b>					
Fair value losses on investment properties	投資物業之公平值虧損	-	-	-	314	314
Depreciation of right-of-use assets	使用權資產折舊	3,339	-	-	-	3,339
Depreciation of plant and equipment	廠房及設備折舊	1,092	-	-	-	1,092
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下之減值虧損，扣除撥回	(1,056)	29,362	-	-	28,306
<b>Capital expenditure*</b>	<b>資本開支*</b>	1,030	-	-	-	1,030

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## 6. OPERATING SEGMENT INFORMATION

(Continued)

## 6. 經營分部資料(續)

Year ended 31 December 2021 截至二零二一年十二月三十一日止年度		Longevity science business 長壽 科學業務 HK\$'000 千港元	Money lending and financial advisory business 借貸及 金融諮詢業務 HK\$'000 千港元	Securities and other investments 證券及 其他投資 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue</b>	<b>分部收益</b>						
Revenue from external customers	來自外界客戶之收益	22,446	38,660	13	-	-	61,119
<b>Segment results</b>	<b>分部業績</b>	3,500	26,872	(5)	(4,997)	-	25,370
<i>Reconciliation:</i>	<i>對賬:</i>						
Bank interest income	銀行利息收入						92
Finance costs	財務成本						(692)
Share of loss of joint ventures	應佔合營企業虧損						900
Corporate and other unallocated expenses, net	公司及其他未分配開支淨額						(18,710)
<b>Profit before tax</b>	<b>除稅前溢利</b>						6,960
<b>Other segment information:</b>	<b>其他分部資料:</b>						
Fair value losses on investment properties	投資物業之公平值虧損	-	-	-	4,997	-	4,997
Depreciation of right-of-use assets	使用權資產折舊	2,948	828	-	-	-	3,776
Depreciation of plant and equipment	廠房及設備折舊	120	412	-	-	69	601
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下之減值虧損，扣除撥回	-	(4,475)	-	-	-	(4,475)
<b>Capital expenditure*</b>	<b>資本開支*</b>	866	5	-	18	-	889

\* Capital expenditure consists of additions to plant and equipment and investment properties including assets from the acquisition of assets and liabilities or subsidiaries.

\* 資本開支包括添置廠房及設備以及投資物業，包括收購資產及負債或附屬公司所得資產。

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## 6. OPERATING SEGMENT INFORMATION

(Continued)

## 6. 經營分部資料(續)

		Longevity science business 長壽 科學業務 HK\$'000 千港元	Money lending and financial advisory business 借貸及 金融諮詢業務 HK\$'000 千港元	Securities and other investments 證券及 其他投資 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2022</b>						
二零二二年十二月三十一日						
<b>Segment assets</b>	<b>分部資產</b>	<b>40,992</b>	<b>371,080</b>	<b>11,125</b>	<b>24,411</b>	<b>447,608</b>
<i>Reconciliation:</i> Corporate and other unallocated assets	<i>對賬:</i> 公司及其他未分配資產					<b>37,231</b>
Total assets	資產總值					<b>484,839</b>
<b>Segment liabilities</b>	<b>分部負債</b>	<b>24,154</b>	<b>7,485</b>	<b>-</b>	<b>-</b>	<b>31,639</b>
<i>Reconciliation:</i> Tax payable Deferred tax liabilities Corporate and other unallocated liabilities	<i>對賬:</i> 應付稅項 遞延稅項負債 公司及其他未分配負債					<b>15,531</b> <b>-</b> <b>16,183</b>
Total liabilities	負債總額					<b>63,353</b>
<hr/>						
		Longevity science business 長壽 科學業務 HK\$'000 千港元	Money lending and financing advisory business 借貸及 金融諮詢業務 HK\$'000 千港元	Securities and other investments 證券及 其他投資 HK\$'000 千港元	Property investment 物業投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>31 December 2021</b>						
二零二一年十二月三十一日						
<b>Segment assets</b>	<b>分部資產</b>	<b>35,559</b>	<b>324,999</b>	<b>56,888</b>	<b>26,001</b>	<b>443,447</b>
<i>Reconciliation:</i> Corporate and other unallocated assets	<i>對賬:</i> 公司及其他未分配 資產					<b>74,048</b>
Total assets	資產總值					<b>517,495</b>
<b>Segment liabilities</b>	<b>分部負債</b>	<b>3,920</b>	<b>18,303</b>	<b>-</b>	<b>-</b>	<b>22,223</b>
<i>Reconciliation:</i> Tax payable Deferred tax liabilities Corporate and other unallocated liabilities	<i>對賬:</i> 應付稅項 遞延稅項負債 公司及其他未分配負債					<b>5,359</b> <b>766</b> <b>18,429</b>
Total liabilities	負債總額					<b>46,777</b>

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## 6. OPERATING SEGMENT INFORMATION

(Continued)

## 6. 經營分部資料(續)

### Geographical information

### 地區資料

		Revenue from external customers 來自外界客戶之收益		Non-current assets 非流動資產	
		2022 二零二二年	2021 二零二一年	2022 二零二二年	2021 二零二一年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Hong Kong	香港	14,657	15,503	2,784	8,935
Mainland China	中國內地	75,011	45,616	162,819	162,138
The Island of Saipan	塞班島	-	-	11,670	12,750
		<b>89,668</b>	61,119	<b>177,273</b>	183,823

The revenue information is based on the location of customers. The non-current assets are based on the locations of the assets and exclude equity investments designated at fair value through other comprehensive income.

收益資料以客戶所在地為依據。非流動資產按資產所在地為依據及不包括指定為按公平值透過其他全面收益入賬之股本投資。

### Information about major customers

A summary of revenue earned from each of the individual customer with its corresponding segment, which contributed over 10% of the Group's revenue for the year is set out below:

### 有關主要客戶之資料

來自佔本集團年內收益10%以上之各分部個別客戶之收益概要載列如下：

		2022 二零二二年		2021 二零二一年		
		Money lending and financial advisory business 借貸及金融諮詢業 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Money lending and financial advisory business 借貸及金融諮詢業 HK\$'000 千港元	Securities and other investments 證券及其他投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Customer A	客戶甲	8,570	8,570	8,539	-	8,539
Customer B	客戶乙	6,788	6,788	5,315	-	5,315
Customer C	客戶丙	-	-	3,978	14,672	18,650
		<b>15,358</b>	<b>15,358</b>	17,832	14,672	32,504

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## 7. OTHER INCOME AND GAINS, NET

## 7. 其他收入及收益淨額

		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	144	93
Exchange (loss) and gain, net	匯兌(虧損)及收益淨額	(367)	7
Government grants*	政府補助*	532	-
Dividends received from joint ventures (note 18)	已收合營企業股息 (附註18)	-	900
Others	其他	-	863
		<b>309</b>	1,863

\* The government grants include subsidies received under the Employee Support Scheme of the Government of Hong Kong Special Administrative Region. There were no unfulfilled conditions or contingencies relating to the subsidies.

\* 政府補助包括根據香港特別行政區政府之「保就業」計劃收取之補貼。並無有關該等補貼之未達成條件或或然事項。

## 8. FINANCE COSTS

## 8. 融資成本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Interest on other borrowings	其他借貸利息	83	14
Interest on lease liabilities (note 17(c))	租賃負債利息(附註17(c))	334	678
		<b>417</b>	692

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## 9. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging/  
(crediting):

## 9. 除稅前溢利

本集團之除稅前溢利於扣除／(抵免)以下  
各項後達致：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation of plant and equipment	廠房及設備折舊	658	601
Depreciation of right-of-use assets	使用權資產折舊	3,550	3,776
Impairment loss of goodwill in joint ventures	合營企業商譽之減值虧損	433	-
Loss on withdrawal of joint ventures	撤回合營企業虧損	202	-
Reversal of loan and interest receivables	應收貸款及利息 撥回	(11,077)	(21,465)
Impairment of trade receivables	應收賬款減值	9	9
Impairment loss of other receivables	其他應收款項減值虧損	39,374	16,981
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模型下之 減值虧損，扣除撥回	28,306	(4,475)
Auditor's remuneration	核數師酬金	1,400	1,513
Employee benefit expenses (excluding directors' and chief executive's remuneration) (note 11)	僱員福利開支 (不包括董事及最高 行政人員之薪酬) (附註11)		
— Wages and salaries	— 工資及薪金	9,817	15,693
— Pension scheme contribution	— 退休金計劃供款	396	2,060
		<b>10,213</b>	17,753

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## 10. INCOME TAX EXPENSE

## 10. 所得稅開支

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current tax:	即期：		
Hong Kong	香港		
Charge for the year	年內支出	-	920
Overprovision in prior years	過往年度超額撥備	-	-
		-	920
PRC Enterprise Income Tax ("EIT")	中國企業所得稅 (「企業所得稅」)		
Charge for the year	年內支出	8,685	66
Underprovision in prior years	過往年度撥備不足	-	247
		8,685	313
Deferred tax	遞延稅項	(63)	(473)
Total tax charge for the year	年內稅項支出總額	8,622	760

Under the two-tiered profits tax rates regime in Hong Kong, the first HK\$2,000,000 of assessable profits of the qualifying corporation in the Group are taxed at 8.25%, and assessable profits above HK\$2 million are taxed at 16.5%. The assessable profits of corporations in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The two-tiered profits tax rates regime is applicable to the Group for both years.

Under the Law of the EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

在香港的利得稅兩級制下，本集團內符合條件的公司，其首2,000,000港元的應課稅溢利按8.25%的稅率徵收，而超過2,000,000港元的應課稅溢利則按16.5%的稅率徵收。不符合利得稅兩級制的香港公司的應課稅溢利將繼續按16.5%的統一稅率徵稅。

利得稅兩級制在兩個年度均適用於本集團。

根據企業所得稅法及企業所得稅法實施條例，中國附屬公司在該兩個年度的稅率為25%。

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## 10. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to the profit/(loss) before taxation per consolidated statement of profit or loss and other comprehensive income as follows:

## 10. 所得稅開支(續)

年內所得稅開支可與綜合損益及其他全面收益表的除稅前溢利／(虧損)對賬，具體如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Profit before tax	除稅前溢利／(虧損)	<b>9,323</b>	6,960
Tax at the statutory tax rate	按法定稅率計算之稅項	<b>20,203</b>	546
Expenses not deductible for tax	不可扣稅開支	<b>31,838</b>	4,819
Income not subject for tax	毋須課稅收入	<b>(32,749)</b>	(2,380)
Tax losses utilised from previous periods	動用過往期間稅項虧損	<b>(15,567)</b>	(5,305)
Tax losses not recognised	未確認稅項虧損	<b>4,897</b>	3,041
Under/(over)-provision in previous year	過往年度撥備不足／(超額撥備)	-	247
Others	其他	-	(208)
Income tax expense for the year	年內所得稅開支	<b>8,622</b>	760

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## 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and the Hong Kong Companies Ordinance, is as follows:

## 11. 董事及最高行政人員薪酬

根據適用上市規則及香港公司條例披露之年內董事及最高行政人員薪酬如下：

		Fees	Salaries, allowances and benefits in kind 薪金、津貼及實物福利	Pension scheme contribution 退休金計劃供款	Total remuneration
		袍金	及實物福利	供款	薪酬總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
<b>2022:</b>	<b>二零二二年:</b>				
Executive directors:	執行董事:				
Mr. YAN Li	閻立先生	-	600	18	618
Ms. CAO Xie Qiong	曹衆女士	-	600	18	618
Mr. LI Jiu Hua (resigned on 8 April 2022)	李九華先生(於二零二二年四月八日辭任)	-	749	5	754
Mr. LI Xiaoshuang	李小雙先生	-	600	18	618
Mr. YAN Yi Fan (appointed on 8 April 2022)	閻一帆先生(於二零二二年四月八日獲委任)	875	-	-	875
Non-executive directors:	非執行董事:				
Ms. CHOI Ngai Wah (resigned on 3 August 2022)	蔡藝華女士(於二零二二年八月三日辭任)	141	-	-	141
Dr. HE Yiwu	何亦武博士	-	-	-	-
Mr. LYN Changsheng (appointed on 1 August 2022)	呂長勝先生(於二零二二年八月一日獲委任)	-	-	-	-
		<b>1,016</b>	<b>2,549</b>	<b>59</b>	<b>3,624</b>
Independent non-executive directors:	獨立非執行董事:				
Mr. LEE See Barry (appointed on 31 March 2022)	李思先生(於二零二二年三月三十一日獲委任)	181	-	-	181
Mr. WANG Ning (appointed on 8 April 2022)	王寧先生(於二零二二年四月八日獲委任)	175	-	-	175
Prof. HUANG Ci Bo (appointed on 8 April 2022)	黃慈波教授(於二零二二年四月八日獲委任)	175	-	-	175
Mr. TAM Ho Leung Simon (resigned on 11 April 2022)	譚浩亮先生(於二零二二年四月十一日辭任)	80	-	-	80
Ms. WANG Weixia (resigned on 7 April 2022)	王偉霞女士(於二零二二年四月七日辭任)	65	-	-	65
Mr. Chai Nan (resigned on 7 April 2022)	柴楠先生(於二零二二年四月七日辭任)	65	-	-	65
		<b>741</b>	<b>-</b>	<b>-</b>	<b>741</b>
Total	總計	<b>1,757</b>	<b>2,549</b>	<b>59</b>	<b>4,365</b>

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11. DIRECTORS' AND CHIEF EXECUTIVE'S  
REMUNERATION (Continued)

11. 董事及最高行政人員薪酬(續)

	Fees	Salaries, allowances and benefits in kind	Pension scheme contribution	Total remuneration
	袍金	薪金、津貼 及實物福利	退休金計劃 供款	薪酬總額
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
<b>2021:</b>				
<b>Executive directors:</b>				
Mr. YAN Li	–	600	21	621
Ms. CAO Xie Qiong	–	600	19	619
Mr. YEUNG Siu Keung	–	61	2	63
Mr. LI Jihua (resigned on 10 January 2021 and reappointed on 8 December 2021)	–	82	–	82
Mr. WANG Hongxin (appointed on 1 May 2021 and resigned on 8 December 2021)	–	800	12	812
Mr. LI Xiaoshuang (appointed on 31 August 2021)	–	200	6	206
<b>Non-executive directors:</b>				
Ms. CHOI Ngai Wah	240	–	–	240
Ms. YU Yang (resigned on 1 May 2021)	–	–	–	–
Dr. HE Yiwu (appointed on 13 August 2021)	–	–	–	–
	240	2,343	60	2,643
<b>Independent non-executive directors:</b>				
Mr. TO Langa Samuelson (resigned on 1 May 2021)	40	–	–	40
Mr. CHAN Wai Dune (resigned on 16 March 2021)	50	–	–	50
Mr. MAK Ping Leung (resigned on 1 May 2021)	80	–	–	80
Ms. Ho Man Wai (appointed as 16 March 2021 and resigned on 1 May 2021)	31	–	–	31
Ms. WANG Weixia (appointed on 16 March 2021)	191	–	–	191
Mr. TAM Ho Leung Simon (appointed on 1 May 2021)	160	–	–	160
Mr. Chai Nan (appointed on 1 May 2021)	160	–	–	160
	712	–	–	712
<b>Total</b>	<b>952</b>	<b>2,343</b>	<b>60</b>	<b>3,355</b>

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## 11. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The non-executive directors' emoluments shown above were mainly for their services as directors of the Company or its subsidiaries. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2021: Nil).

## 12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included two directors (2021: two directors), details of whose remuneration are set out in note 11 above. Details of the remuneration for the year of the remaining three (2021: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

## 11. 董事及最高行政人員薪酬(續)

上列執行董事酬金主要關於彼等就管理本公司及本集團事務所提供的服務。上列非執行董事酬金主要關於彼等擔任本公司或其附屬公司董事所提供的服務。上列獨立非執行董事酬金主要關於彼等擔任本公司董事所提供的服務。

年內並無訂立董事或最高行政人員已據此放棄或同意放棄任何薪酬之安排(二零二一年：無)。

## 12. 五名最高薪僱員

年內五名最高薪僱員中包括兩名董事(二零二一年：兩名董事)(其薪酬詳情載於上文附註11)。餘下三名(二零二一年：三名)並非本公司董事或最高行政人員之最高薪僱員年內之薪酬詳情如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,160	2,719
Pension scheme contributions	退休金計劃供款	62	45
		<b>4,222</b>	2,764

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## 12. FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

		Number of employees 人數	
		2022 二零二二年	2021 二零二一年
HK\$500,001 to HK\$1,000,000	500,001港元至1,000,000港元	3	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-	1
		3	3

There were no non-directors and non-chief executive highest paid employees being granted share option during the year (2021: Nil).

薪酬介乎以下範圍之非董事亦非最高行政人員之最高薪僱員人數如下：

年內概無向非董事亦非最高行政人員之最高薪僱員授出購股權(二零二一年：無)。

## 13. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year ended 31 December 2022, nor has any dividend been proposed since the end of the reporting period (2021: Nil).

## 13. 股息

截至二零二二年十二月三十一日止年度內並無向本公司普通股股東派付或建議派付股息，自報告期末以來亦無建議派付任何股息(二零二一年：無)。

## 14. (LOSS)/EARNINGS PER SHARE

The calculations of the basic and diluted (loss)/earnings per share are based on:

## 14. 每股(虧損)/盈利

每股基本及攤薄(虧損)/盈利乃基於下列各項計算：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>(Loss)/Profit:</b> (Loss)/profit for the year attributable to owners of the Company, used in the basic and diluted (loss)/earnings per share calculations	<b>(虧損)/溢利：</b> 用於計算每股基本及攤薄(虧損)/盈利之歸屬於本公司擁有人之年內(虧損)/溢利	(904)	6,055

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14. (LOSS)/EARNINGS PER SHARE (Continued)

14. 每股(虧損)/盈利(續)

		Number of shares 股份數目	
		2022 二零二二年	2021 二零二一年
<b>Shares:</b>	<b>股份:</b>		
Weighted average number of ordinary shares in issue during the year	年內已發行普通股加權平均數	<b>4,257,113,000</b>	3,870,102,000
Mandatorily convertible notes	強制性可換股票據	<b>10,912,000,000</b>	10,912,000,000
Weighted average number of ordinary shares in issue during the year used in the basic and diluted earnings/(loss) per share calculation	用於計算每股基本及攤薄盈利/(虧損)之年內已發行普通股加權平均數	<b>15,169,113,000</b>	14,782,102,000

The weighted average number of ordinary shares in issue have been adjusted for the number of ordinary shares that will be issued upon the conversion of the mandatorily convertible notes as the convertible notes were mandatorily convertible into ordinary shares. Hence the ordinary shares that will be issued upon conversion are included in the calculation of basic and dilute earnings per share from the date the contract is entered into.

The computation of diluted earnings per share for the year ended 31 December 2022 does not assume the exercise of the Company's share options because the exercise price of those share options was higher than the average market price for shares for 2022.

The computation of diluted loss per share for the year ended 31 December 2021 does not assume the impact of the exercise of share options outstanding since their assumed exercise would result in a decrease in loss per share.

就發行在外的普通股數目變動而資源並無相應變動的情況下(包括已發行普通股及可換股票據),已發行普通股的加權平均數已經調整。由於可換股票據已強制轉換為普通股,其自合約訂立日期起已被納入每股基本及攤薄盈利的計算內。

計算截至二零二二年十二月三十一日止年度之每股攤薄虧損並無假設本公司購股權獲行使,因為該等購股權的行使價高於二零二二年的平均股份市價。

計算截至二零二一年十二月三十一日止年度之每股攤薄虧損並無假設尚未行使之購股權獲行使之影響,因為其假設行使會導致每股虧損減少。

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## 15. PLANT AND EQUIPMENT

## 15. 廠房及設備

31 December 2022		Leasehold improvements	Medical machinery	Furniture, fittings and equipment	Motor Vehicles	Total
二零二二年十二月三十一日		租賃物業裝修	醫療器材	傢俬、裝置及設備	汽車	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2021 and at 1 January 2022:	於二零二一年十二月三十一日及二零二二年一月一日：					
Cost	成本	-	815	1,769	1,142	3,726
Accumulated depreciation	累計折舊	-	(116)	(1,529)	(429)	(2,074)
Net carrying amount	賬面淨額	-	699	240	713	1,652
At 1 January 2022, net of accumulated depreciation	於二零二二年一月一日，經扣除累計折舊	-	699	240	713	1,652
Additions	添置	1,030	-	-	-	1,030
Depreciation provided during the year	年內計提折舊	(103)	(163)	(102)	(290)	(658)
Written off	撥銷	-	-	(74)	(381)	(455)
Exchange realignment	匯兌調整	-	-	(8)	(42)	(50)
At 31 December 2022, net of accumulated depreciation	於二零二二年十二月三十一日，經扣除累計折舊	927	536	56	-	1,519
At 31 December 2022:	於二零二二年十二月三十一日：					
Cost	成本	1,030	815	864	62	2,771
Accumulated depreciation	累計折舊	(103)	(279)	(808)	(62)	(1,252)
Net carrying amount	賬面淨額	927	536	56	-	1,519

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15. PLANT AND EQUIPMENT (Continued)

15. 廠房及設備(續)

		Leasehold improvements 租賃物業 裝修	Medical machinery 醫療器材	Furniture, fittings and equipment 傢俬、裝置 及設備	Motor Vehicles 汽車	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
31 December 2021 二零二一年十二月三十一日						
At 31 December 2020 and at 1 January 2021:	於二零二零年十二月三十一日及二零二一年一月一日:					
Cost	成本	248	-	2,007	1,105	3,360
Accumulated depreciation	累計折舊	(137)	-	(1,678)	(175)	(1,990)
Net carrying amount	賬面淨額	111	-	329	930	1,370
At 1 January 2021, net of accumulated depreciation	於二零二一年一月一日，經扣除累計折舊	111	-	329	930	1,370
Additions	添置	-	815	74	-	889
Depreciation provided during the year	年內計提折舊	(77)	(116)	(164)	(244)	(601)
Written off	撥銷	(35)	-	(4)	-	(39)
Exchange realignment	匯兌調整	1	-	5	27	33
At 31 December 2021, net of accumulated depreciation	於二零二一年十二月三十一日，經扣除累計折舊	-	699	240	713	1,652
At 31 December 2021:	於二零二一年十二月三十一日:					
Cost	成本	-	815	1,769	1,142	3,726
Accumulated depreciation	累計折舊	-	(116)	(1,529)	(429)	(2,074)
Net carrying amount	賬面淨額	-	699	240	713	1,652

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## 16. INVESTMENT PROPERTIES

## 16. 投資物業

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面金額	26,001	30,523
Net gain from fair value adjustments	公平值調整收益淨額	(314)	(4,997)
Exchange realignment	匯兌調整	(1,276)	475
Carrying amount at 31 December	於十二月三十一日之 賬面金額	24,411	26,001

*Note:* As at 31 December 2022, the Group's investment properties consist of two commercial properties, and one residential property in Mainland China and one leasehold land in the Island of Saipan. The directors of the Company have determined that the investment properties consist of three classes of assets, i.e. residential properties, commercial properties and leasehold land, based on the nature, characteristics and risks of each property.

During the year ended 31 December 2022, the Company has discovered that the leasehold interest of the Property was assigned by its indirect subsidiary Keen State Global (CNMI), LLC ("Keen State Global Saipan") to AC Pacific Development, LLC and Katarina Saipan 1, LLC pursuant to an Lease assignment dated 28 August 2022, being recorded and executed under File No:22-1362 at Commonwealth Recorder's, Saipan ("**Lease Assignment**") without any knowledge and authority of Zhong Ji, the ultimate holding company of Keen State Global Saipan.

On March 2023, the Company conduct internal enquiries including with ex-company internal legal counsel and ex-Chairman whom remained until end of March 2023 as the sole director of Keen State Global Limited BVI, parent holding of Keen State Global Saipan.

*附註：* 於二零二二年十二月三十一日，本集團之投資物業包括位於中國內地之兩項商業物業及一項住宅物業以及位於塞班島之一幅租賃土地。本公司董事釐定，基於各項投資物業之性質、特徵及風險，投資物業包括三個資產類別，即住宅物業、商業物業及租賃土地。

截至二零二二年十二月三十一日止年度，本公司發現其間接附屬公司Keen State Global (CNMI), LLC (「**Keen State Global Saipan**」) 根據日期為二零二二年八月二十八日的租賃轉讓將該物業的租賃權益轉讓予AC Pacific Development, LLC及Katarina Saipan 1, LLC，該租賃轉讓在塞班聯邦登記處(Commonwealth Recorder's, Saipan) (「**租賃轉讓**」) 第22-1362號文件下被記錄及簽立租賃轉讓，而Keen State Global Saipan的最終控股公司中基並不知情，亦無授權。

於二零二三年三月，本公司進行內部查詢，包括向前公司內部法律顧問及前主席(直至二零二三年三月底仍為Keen State Global Limited BVI (Keen State Global Saipan之控股母公司)之唯一董事)進行內部查詢。

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## 16. INVESTMENT PROPERTIES (Continued)

All these internal enquiries confirmed none of Company staffs or directors or ex-directors have effectuated any changes to this unlawful and unauthorized assignment of leasehold interest. At same times, Hong Kong and Saipan law firm were engaged in conduct extensive company and property search on Keen State Global Saipan, has revealed and reported in conclusion:

- (i) without meeting filed by Keen State Global Saipan with Department of Commerce on 15 August 2022 removal of ZHENG Dong Ting as director of Keen State Global and appointed Mr. CHI Howyo as new director; whereby the said ZHENG Dong Ting was signing as the director of Sole member, Keen State Global BVI, such action and consent was unlawful and unauthorized (“**First Forged Consent**”) because Mr. ZHENG was not sole director of sole member Keen State Global Limited BVI and has no authority to appoint Mr. CHI Howyo as director of Keen State Global Saipan to execute any sale.
- (ii) without meeting filed by Keen State Global Saipan with Department of Commerce on 15 August 2022, by Mr. CHI in connection with the sale of its interest in the Property. (“**Second Forged Consent**”).

This CHI Howyo purported to signed on behalf of the sole member of Keen State Global Saipan. Yet, in the signature section the sole member is referred to as “Keen State Global (CNMI) LLC” and the said Howyo CHI was signing on behalf of the sole member.

## 16. 投資物業(續)

所有該等內部查詢均確認，本公司員工或董事或前董事概無對此項非法及未經授權的租賃權益轉讓作出任何更改。與此同時，香港及塞班島律師事務所在Keen State Global Saipan進行了廣泛的公司及財產搜索，並在結論中披露及報告：

- (i) Keen State Global Saipan於二零二二年八月十五日向美國商務部提交未經會議同意的文件，內容有關免除ZHENG Dong Ting在Keen State Global的董事職務，並委任CHI Howyo先生為新董事；據此，上述ZHENG Dong Tin乃以唯一成員公司Keen State Global BVI董事的身份簽署，該行動及同意屬非法及未經授權（「**第一份偽造同意書**」），因為ZHENG先生並非唯一成員公司Keen State Global Limited BVI的唯一董事，亦無權委任CHI Howyo先生為Keen State Global Saipan董事以執行任何銷售。
- (ii) Keen State Global Saipan於二零二二年八月十五日向美國商務部提交未經會議同意的文件，內容有關銷售其於該物業的權益（「**第二份偽造同意書**」）。

CHI Howyo此人聲稱代表Keen State Global Saipan的唯一成員公司簽署。然而，在簽名部分，唯一成員公司被稱為「Keen State Global (CNMI) LLC」，但上述Howyo CHI乃代表唯一成員公司簽署。

## 16. INVESTMENT PROPERTIES (Continued)

The said ZHENG Dong Ting and Howyo CHI have never been known to ZhongJi and other members of the subsidiaries of ZhongJi. Such Lease Assignment was therefore a document forged by the alleged director of Keen State Global Saipan, who was never lawfully and properly appointed as director of Keen State Global Saipan. The First Forged Consent and the Second Consent are also forged as the Signatory on behalf of Keen State Global BVI has no capacity to act for Keen State Global BVI, thereby this transfer was unlawful and unauthorized transaction.

Up to the date of the approved consolidated financial statements, the Company has authorized the Saipan law firm commence legal actions for invalidate this forged Lease Assignment, recover possession of leasehold interest, trace the consideration provided by the assignees under the Lease Assignment; rectify the record of Keen State Global Saipan filed with Department of Commerce; and report the case on behalf of ZhongJi to the Police of Saipan or other appropriate authority.

As at 31 December 2022, in view of director of the Company, the Group still have the ownership of the investment properties was still valid.

## 16. 投資物業(續)

上述ZHENG Dong Ting及Howyo CHI從未為中基及中基附屬公司其他成員所知。因此，該租賃轉讓乃Keen State Global Saipan的所謂董事偽造的文件，該董事從未合法及適當地獲委任為Keen State Global Saipan的董事。第一份偽造同意書及第二份同意書同屬偽造，因為代表Keen State Global BVI的簽署人並無能力代表Keen State Global BVI行事，因此該轉讓屬非法及為未經授權的交易。

截至經批准的綜合財務報表日期，本公司已授權塞班島律師事務所提起法律訴訟，以使該偽造的租賃轉讓無效，收回租賃權益的佔有權，追蹤受讓人根據租賃轉讓提供的代價；糾正Keen State Global Saipan在美國商務部備案的記錄；及代表中基向塞班島警方或其他相關部門報案。

於二零二二年十二月三十一日，本公司董事認為，本集團對投資物業的擁有權仍然有效。

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## 16. INVESTMENT PROPERTIES (Continued)

The Group's investment properties in Mainland China and Island of Saipan were revalued on 31 December 2022 based on valuations performed by Royson Valuation Advisory Limited, an independent professionally qualified valuer. The properties in Mainland China were revalued at RMB12,300,000 (equivalent to HK\$13,725,000) (2021: RMB10,800,000 (equivalent to HK\$13,251,000)) and the leasehold land in the Island of Saipan was revalued at USD1,370,000 (equivalent to HK\$10,686,000) (2021: USD1,700,000 (equivalent to HK\$12,750,000)). Each year, the Group's management decide, to appoint which external valuers to be responsible for the external valuation of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's management has discussion with the valuers on the valuation assumptions and valuation result when the valuations are performed for financial reporting purpose.

Particulars of the Group's investment properties are as follows:

## 16. 投資物業(續)

於二零二二年十二月三十一日，本集團位於中國內地及塞班島之投資物業乃基於匯辰評估諮詢有限公司(獨立專業合資格估值師)進行之估值重估。位於中國內地之物業乃按人民幣12,300,000元(相當於13,725,000港元)(二零二一年:人民幣10,800,000元(相等於13,251,000港元))重估，而位於塞班島之租賃土地乃按1,370,000美元(相當於10,686,000港元)(二零二一年:1,700,000美元(相等於12,750,000港元))重估。每年，本集團之管理層決定委任外聘估值師負責進行本集團物業之外部估值。挑選基準包括市場知識、聲譽、獨立性及是否維持專業標準。本集團之管理層已與估值師討論為財務申報目的進行估值時之估值假設及估值結果。

本集團投資物業之詳情如下：

Location 位置	Use 用途	Tenure 租期	Attributable interest of the Group 歸屬於本集團 之權益
Units 101 and 102, Block 7, No. 18, Chengshousi Middle Road, Fengtai District, Beijing City, Mainland China 中國北京市豐台區成壽寺中路18號7號樓1層101及102	Commercial 商業	Medium term lease 中期租賃	100%
Unit 604, Block 33, Shiyuan Southern District, Shunyi District, Beijing City, Mainland China 中國北京市順義區石園南區33號樓6層1單元604	Residential 住宅	Long term lease 長期租賃	100%
Tract Numbers 22845-6 located in Capitol Hill, the Island of Saipan 位於Capitol Hill, the Island of Saipan之地塊編號22845-6	Residential 住宅	Medium term lease 中期租賃	100%

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## 16. INVESTMENT PROPERTIES (Continued)

## 16. 投資物業(續)

### Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

### 公平值層級

下表顯示本集團投資物業之公平值計量層級：

		Fair value measurement as at 31 December 2022 using 於二零二二年十二月三十一日使用下列項目之公平值計量			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement for:	經常性公平值計量：				
Commercial properties	商業物業	-	-	9,184	9,184
Residential property	住宅物業	-	-	4,542	4,542
Leasehold land	租賃土地	-	-	10,685	10,685
		-	-	24,411	24,411

		Fair value measurement as at 31 December 2021 using 於二零二一年十二月三十一日使用下列項目之公平值計量			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (第一級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Recurring fair value measurement for:	經常性公平值計量：				
Commercial properties	商業物業	-	-	8,773	8,773
Residential property	住宅物業	-	-	4,478	4,478
Leasehold land	租賃土地	-	-	12,750	12,750
		-	-	26,001	26,001

During the years ended 31 December 2022 and 2021, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.

截至二零二二年及二零二一年十二月三十一日止年度，公平值計量第一級與第二級之間並無轉移，亦無轉入或轉出第三級。

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## 16. INVESTMENT PROPERTIES (Continued)

## 16. 投資物業(續)

### Fair value hierarchy (Continued)

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

### 公平值層級(續)

於公平值計量層級第三級內分類之公平值計量對賬：

		Commercial properties 商業物業 HK\$'000 千港元	Residential property 住宅物業 HK\$'000 千港元	Leasehold land 租賃土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying amount at 31 December 2020 and 1 January 2021	於二零二零年十二月三十一日及二零二一年一月一日之賬面金額	10,005	5,518	15,000	30,523
Net loss from fair value adjustment recognised in consolidated profit or loss	於綜合損益確認之公平值調整之虧損淨額	(1,542)	(1,205)	(2,250)	(4,997)
Exchange realignment	匯兌調整	310	165	-	475
Carrying amount at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日之賬面金額	<b>8,773</b>	<b>4,478</b>	<b>12,750</b>	<b>26,001</b>
Net loss from fair value adjustment recognised in consolidated profit or loss	於綜合損益確認之公平值調整之虧損淨額	<b>1,261</b>	<b>490</b>	<b>(2,065)</b>	<b>(314)</b>
Exchange realignment	匯兌調整	<b>(850)</b>	<b>(426)</b>	<b>-</b>	<b>(1,276)</b>
Carrying amount at 31 December 2022	於二零二二年十二月三十一日之賬面金額	<b>9,184</b>	<b>4,542</b>	<b>10,685</b>	<b>24,411</b>

## 16. INVESTMENT PROPERTIES (Continued)

## 16. 投資物業(續)

### Fair value hierarchy (Continued)

Below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

### 公平值層級(續)

投資物業估值所用估值技術及主要輸入數據概要如下：

Investment properties held by the Group	Valuation techniques	Significant unobservable inputs	Range or weighted average	Relationship of input to fair value
本集團所持投資物業	估值技術	重大不可觀察輸入數據	範圍或加權平均	與公平值之關係
Units 101 and 102, Block 7, No. 18, Chengshousi Middle Road, Fengtai District, Beijing City, Mainland China	Sales comparison method	Estimated market price per square meter (RMB)	44,000–60,814 (2021: 42,500–42,660)	The higher the market price, the higher the fair value
中國北京市豐台區成壽寺中路18號7號樓1層101及102	銷售比較法	估計每平方米市價(人民幣)	44,000–60,814 (二零二一年: 42,500–42,660)	市價越高, 公平值越高
Unit 604, Block 33, Shiyuan Southern District, Shunyi District, Beijing City, Mainland China	Sales comparison method	Estimated market price per square meter (RMB)	27,600–30,433 (2021: 24,107–27,909)	The higher the market price, the higher the fair value
中國北京市順義區石園南區33號樓6層1單元604	銷售比較法	估計每平方米市價(人民幣)	27,600–30,433 (二零二一年: 24,107–27,909)	市價越高, 公平值越高
Tract Number 22845–6 located in Capitol Hill, the Island of Saipan	Sales comparison method	Estimated market price per square meter (US\$)	199–218 (2021: 208–273)	The higher the market price, the higher the fair value
位於Capitol Hill, the Island of Saipan之地塊編號22845–6	銷售比較法	估計每平方米市價(美元)	199–218 (二零二一年: 208–273)	市價越高, 公平值越高

Fair value of the Group's investment properties are generally derived using comparison approach based on market comparables of similar properties.

本集團投資物業之公平值一般基於類似物業之市場可資比較項目利用比較法得出。

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## 16. INVESTMENT PROPERTIES (Continued)

### Fair value hierarchy (Continued)

The sales comparison method is adopted by making reference to comparable market transactions in the assessment of the fair value of the investment properties. The approach rests on the wide acceptance of the market transactions as the best indicator and pre-supposes that evidence of relevant transactions in the market place can be extrapolated to similar properties, subject to allowances for variable factors, including the transaction date, level of floor, environmental atmosphere, size of apartment and etc.

## 17. LEASES

### The Group as a lessee

The Group has lease contracts for various items of office property units which generally have lease terms of 2 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

#### (a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements are 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 1 January	於一月一日	4,832	1,156
Additions	添置	-	7,429
Depreciation	折舊	(3,550)	(3,776)
Exchange realignment	匯兌調整	(17)	23
At 31 December	於十二月三十一日	1,265	4,832

## 16. 投資物業(續)

### 公平值層級(續)

銷售比較法乃透過於評估投資物業公平值時參考可資比較市場交易採用。該方法乃以市場交易被廣泛接納為最佳指標為基礎，並假定經考慮交易日期、樓層環境氣氛及單位大小等可變因素後，相關市場交易憑證可套用於類似物業。

## 17. 租賃

### 本集團作為承租人

本集團就各類辦公物業單位項目訂有租賃合約，租期一般為2年。一般而言，本集團被限制不得於本集團以外出讓及分租租賃資產。

#### (a) 使用權資產

本集團使用權資產之賬面金額及變動如下：

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17. LEASES (Continued)

17. 租賃(續)

The Group as a lessee (Continued)  
(b) Lease liabilities

本集團作為承租人(續)  
(b) 租賃負債

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	1,472	3,718
Within a period of more than one year but not more than two years	一年以上但不超過兩年之期間內	-	1,472
		1,472	5,190
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下所示12個月內到期結付的款項	(1,472)	(3,718)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下所示12個月後到期結付的款項	-	1,472

The incremental borrowing rates applied to lease liabilities range from 11.8% (2021: 9.4% to 11.8%).

適用於租賃負債之增量借貸利率為11.8厘(二零二一年：9.4厘至11.8厘)。

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**17. LEASES** (Continued)

**The Group as a lessee** (Continued)

(c) The amounts recognised in the consolidated statement of profit or loss in relation to leases are as follows:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債利息	334	678
Expense relating to short-term leases	短期租賃開支	-	1,551

(d) **Total cash flow for leases**

Total cash outflow for leases included in the consolidated statement of cash flows is as follows:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Within operating activities	經營活動內	334	2,229
Within financing activities	融資活動內	3,696	3,482
		<b>4,030</b>	<b>5,711</b>

**17. 租賃**(續)

**本集團作為承租人**(續)

(c) 就租賃於綜合損益表確認之金額如下:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on lease liabilities	租賃負債利息	334	678
Expense relating to short-term leases	短期租賃開支	-	1,551

(d) **租賃現金流總額**

計入綜合現金流量表之租賃現金流出總額如下:

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Within operating activities	經營活動內	334	2,229
Within financing activities	融資活動內	3,696	3,482
		<b>4,030</b>	<b>5,711</b>

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## 18. INTERESTS IN JOINT VENTURES

## 18. 於合營企業之權益

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Share of net assets	應佔淨資產	80	5,310
Goodwill on acquisition	收購時之商譽	-	443
		<b>80</b>	<b>5,753</b>

The Group's loan and interest receivable balances due from the joint ventures are disclosed in note 21 to the consolidated financial statements.

本集團應收合營企業之貸款及利息結餘於綜合財務報表附註21披露。

Particulars of the Group's joint ventures are as follows:

本集團合營企業之詳情如下：

Name 名稱	Particulars of issued shares held 所持已發行股份詳情	Place of registration and business 登記及營業地點	Percentage of ownership interest 擁有權權益百分比	Principal activities 主要業務
Chongqing Juquan Business Information Consulting Co., Limited ("Chongqing Juquan")#	RMB1,020,000	PRC/ Mainland China	51*	Business Information Consulting
重慶鉅泉商務信息諮詢有限公司 〔重慶鉅泉〕#	人民幣1,020,000元	中國／中國內地		商務信息諮詢
Wuxi Juquan Outsourcing Service Co., Limited ("Wuxi Juquan")#	RMB1,020,000	PRC/ Mainland China	51*	Business Information Consulting
無錫鉅泉外包服務有限公司 〔無錫鉅泉〕#	人民幣1,020,000元	中國／中國內地		商務信息諮詢
Tian Xing Ji Yuan (Tianjin) Service Outsourcing Co., Limited ("Tian Xing Tianjin")# (Note)	RMB1,530,000	PRC/ Mainland China	51*	Business Information Consulting
天行紀元(天津)服務外包有限公司〔天行天津〕# (附註)	人民幣1,530,000元	中國／中國內地		商務信息諮詢
Mailyard Health Technology Group (Hubei) Co., Limited ("Mailyard Health Technology")#	RMB10,000,000	PRC/ Mainland China	30%*	Health consulting and technical services
美爾雅健康科技集團(湖北)有限公司 〔美爾雅健康科技〕#	人民幣10,000,000元	中國／中國內地		健康諮詢及技術服務

The above investments are indirectly held by the Company.

本公司間接持有上述投資。

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## 18. INTERESTS IN JOINT VENTURES (Continued)

The Group has discontinued the recognition of its share of loss of a joint venture, Chongqing Juquan because the share of loss of the joint venture exceeded the Group's interest in that joint venture and the Group has no obligation to take up further losses. The amount of the Group's unrecognised share of loss of this joint venture for the current year and cumulatively were of approximately HK\$1,028,000 (2021: approximately HK\$1,028,000) and HK\$3,155,000 (2020: approximately HK\$3,155,000), respectively.

During the year ended 31 December 2022, the Group dividend received from Chongqing Juquan which is accordingly recognised as other income. (2021: approximately HK\$900,000)

During the year ended 31 December 2022, the goodwill of joint venture of approximately HK\$433,000 was recognised due to poor performance of Wuxi Juquan (2021: Nil).

During the year ended 31 December 2022, the investment in Mailyard Health Technology was withdraw and the loss of withdrawal in joint venture was of approximately HK\$202,000 was recognised in the consolidated income statements. (2021: Nil).

The Group's joint ventures are accounted for using the equity method.

Note: Tian Xing Tianjin was deregistered on 6 September 2021.

- # The English name of the Chinese entitle is translation of the Chinese name and is included herein for identification purpose only.
- \* Under the joint venture agreement, none of the joint venture partners has unilateral control over the economic activities of Chongqing Juquan, Wuxi Juquan, Tian Xing Tianjin and Mailyard Health Technology and hence, the Group's interest is accounted for as joint ventures.

## 18. 於合營企業之權益(續)

本集團已終止確認其應佔合營企業重慶鉅泉之虧損，原因為應佔該合營企業之虧損超過本集團於該合營企業之權益，而本集團並無義務彌補進一步虧損。本集團本年度及累計之未確認應佔該合營企業虧損金額分別約為1,028,000港元(二零二一年：約1,028,000港元)及3,155,000港元(二零二零年：約3,155,000港元)。

截至二零二二年十二月三十一日止年度，本集團並無從重慶鉅泉收到股息，並相應確認為其他收入(二零二一年：約900,000港元)。

截至二零二二年十二月三十一日止年度，由於無錫鉅泉表現欠佳，合營企業商譽獲確認約為433,000港元(二零二一年：零)。

截至二零二二年十二月三十一日止年度，對美爾雅健康科技的投資被撤回，撤回合營企業虧損於綜合收入表獲確認約為202,000港元(二零二一年：零)。

本集團之合營企業使用權益法入賬。

附註：天行天津於二零二一年九月六日撤銷註冊。

- # 於本文中，中國實體之英文名稱為其中文名稱之翻譯，僅供識別。
- \* 根據合營企業協議，合營夥伴概無對重慶鉅泉、無錫鉅泉、天行天津及美爾雅健康科技之經濟活動擁有單方面控制權，因此本集團之權益入賬列作合營企業。

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18. INTERESTS IN JOINT VENTURES (Continued)

18. 於一間合營企業之權益(續)

The following table illustrates the summarised financial information of Chongqing Juquan, Wuxi Juquan, Tian Xing Tianjin and Mailyard Health Technology, adjusted for any differences in accounting policies and reconciled to the carrying amount in the financial statements:

下表概列重慶鉅泉、無錫鉅泉天行天津及美爾雅健康科技之財務資料(已就所有會計政策差異調整並與其於財務報表之賬面金額對賬)：

		Chongqing Juquan		Wuxi Juquan		Tian Xing Tianjin	Mailyard Health Technology 美爾雅 健康科技
		重慶鉅泉	無錫鉅泉	天行天津	美爾雅 健康科技		
		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	2021 二零二一年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and cash equivalents	現金及現金等價物	2,143	2,356	1,450	1,595	-	3,956
Other current assets	其他流動資產	11,063	12,229	9,599	10,592	-	9,129
Total current assets	流動資產總值	13,207	14,585	11,049	12,187	-	13,085
Non-current assets	非流動資產	65	8	-	-	-	-
Goodwill on acquisition of the joint ventures	收購合營企業時之商譽	-	-	-	443	-	-
Current liabilities	流動負債	(21,061)	(20,780)	(10,893)	(9,311)	-	(144)
Net (liabilities)/assets	(負債淨額)/資產淨值	(7,789)	(6,187)	156	3,319	-	12,941
Net (liabilities)/assets, excluding goodwill	(負債淨額)/資產淨值，不包括商譽	(7,789)	(6,187)	156	2,876	-	12,941
Reconciliation to the Group's interest in the joint venture:	與本集團於合營企業之權益對賬：						
Proportion of the Group's ownership	本集團擁有權比例	51%	51%	51%	51%	51%	30%
Group's share of net assets of the joint venture	本集團應佔合營企業資產淨值	-	-	80	1,467	-	3,882
Share of net assets included in carrying amount of the investment	計入投資賬面金額之應佔淨資產	-	-	80	1,467	-	3,882
Revenue	收益	-	4,168	-	6,025	332	2,122
Tax	稅項	-	(4)	-	(20)	(1)	(17)
(Loss)/profit and total comprehensive (loss)/income for the year/period	年/期內(虧損)/溢利及全面(虧損)/收益總額	(2,259)	(77)	(1,137)	1,586	(217)	660
Dividends paid to the Group	已付本集團股息	-	(900)	-	(589)	-	-

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## 19. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

## 19. 按公平值透過其他全面收益入賬之金融資產

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Listed equity investments, at fair value	9,859	56,877

The above equity investments are investments in companies listed on the Stock Exchange and were irrevocably designated at fair value through other comprehensive income as the Group considers these investments to be strategic in nature.

由於本集團視上述於聯交所上市公司之股本投資為策略性投資，故該等投資已不可撤回地指定為按公平值透過其他全面收益入賬。

During the year, Group sold certain of its equity investments as these investments no longer coincided with the Group's investment strategy. The aggregate fair value on the dates of sale was HK\$14,102,000 (2021: HK\$5,673,000) and accumulated loss recognised in other comprehensive loss of HK\$11,365,000 (2021: HK\$8,559,000) was transferred to accumulated losses.

年內，本集團出售若干股本投資，原因為該等項投資不再符合本集團之投資策略。於出售當日之公平值總額為14,102,000港元（二零二一年：5,673,000港元），而於其他全面虧損確認之累計虧損11,365,000港元（二零二一年：8,559,000港元）已轉撥至累計虧損。

## 20. INVENTORIES

## 20. 存貨

	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Health and medical products — Finished goods	3,809	1,020

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## 21. LOAN AND INTEREST RECEIVABLES

## 21. 應收貸款及利息

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Non-current</b>			
	<b>非流動</b>		
Loan and interest receivables	應收貸款及利息	150,434	147,953
Less: Impairment	減：減值	(12,299)	(2,368)
		<b>138,135</b>	145,585
<b>Current</b>			
	<b>流動</b>		
Loan and interest receivables	應收貸款及利息	668,969	706,651
Less: Impairment	減：減值	(634,815)	(634,372)
		<b>34,154</b>	72,279
		<b>172,289</b>	217,864

The terms of loans entered with its customers are on credit. The credit period is generally within four years, extension can be made after monitoring assessment and further creditworthiness analysis on the debtors reviewed by senior management. The loan receivables carried interest at fixed interest rate ranging from 6%–18% (2021: 6% to 18%) per annum. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. The Group held collateral or other credit enhancements over certain of its loan and interest receivable balances. Please refer to note 40 for concentration of credit risk.

Included in the Group's loan and interest receivables are amounts due from the Group's joint ventures of carrying amount of HK\$22,329,000 (2021: HK\$25,206,000), which are unsecured, bearing interest at 12% (2021: 12%) per annum and repayable in between 2024 to 2025. As at 31 December 2022 and 2021, the loss allowance was assessed to be minimal.

本集團與客戶訂立之貸款條款為記賬。貸款期限通常為四年，經高級管理層對債務人進行監察評估及進一步信用分析後可延長。應收貸款之固定年利率介乎6厘至18厘（二零二一年：6厘至18厘）。本集團致力對其未收回之應收款項維持嚴格監控，而高級管理層會定期審閱逾期結餘。本集團就若干應收貸款及利息結餘持有抵押品或其他信貸加強措施。請參閱附註40，以了解信貸風險集中之詳情。

本集團應收貸款及利息中包括應收本集團合營企業款項，賬面值為22,329,000港元（二零二一年：25,206,000港元），為無抵押、按年利率12厘（二零二一年：12厘）計息，並須於二零二四年至二零二五年償還。於二零二二年及二零二一年十二月三十一日，本集團評定虧損備抵屬微不足道。

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## 21. LOAN AND INTEREST RECEIVABLES (Continued)

Notes:

As at 31 December 2022, the balances included:

- (i) Loan and interest receivables with net carrying amount of approximately HK\$112,903,000 (2021: HK\$127,637,000), which are secured by share charge of borrowers, carried at fixed interest rate at 6% (2021: 6%) per annum;
- (ii) Loan and interest receivables with net carrying amount of approximately Nil (2021: 26,606,000), which are unsecured, carried at fixed interest rate at 12% (2021: 12%) per annum;
- (iii) Loan and interest receivables with net carrying amount of approximately HK\$355,000 (2021: HK\$331,000), which are secured by financial assets, carried at fixed interest rate at 15.6% (2021: 15.6%) per annum;
- (iv) Loan and interest receivables were fully impaired (2021: fully impaired), which are secured by consumable goods of a borrower, carried at fixed interest rate at 12% per annum; and
- (v) Loan and interest receivables with net carrying amount of approximately HK\$59,030,000 (2021: HK\$63,290,000), which are unsecured, carried at fixed interest rate ranging from 6% to 18% (2021: 6% to 18%) per annum.

## 21. 應收貸款及利息(續)

附註:

於二零二二年十二月三十一日，結餘包括：

- (i) 應收貸款及利息賬面淨值約為112,903,000港元(二零二一年:127,637,000港元)，以借款人之股份押記作抵押，固定年利率為6厘(二零二一年:6厘)；
- (ii) 應收貸款及利息賬面淨值約零已於年內悉數減值(二零二一年:26,606,000港元)，為無抵押，固定年利率為12厘(二零二一年:12厘)；
- (iii) 應收貸款及利息賬面淨值約為355,000港元(二零二一年:331,000港元)，以金融資產作抵押，固定年利率為15.6厘(二零二一年:15.6厘)；
- (iv) 應收貸款及利息已悉數減值(二零二一年:已悉數減值)，以借款人之消耗品作抵押，固定年利率為12厘；及
- (v) 應收貸款及利息賬面淨值約59,030,000港元(二零二一年:63,290,000港元)，為無抵押，固定年利率介乎6厘至18厘(二零二一年:6厘至18厘)。

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## 21. LOAN AND INTEREST RECEIVABLES (Continued)

An ageing analysis of the loan and interest receivables as at the end of the reporting period, based on the commencement of loan agreement entered and the date of interest income accrued, and net of provisions, 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
Within 30 days	30天內	667	652
31-90 days	31至90天	1,999	1,284
91-180 days	91至180天	1,998	1,936
181-365 days	181至365天	3,329	109,159
Over 365 days	365天以上	164,296	104,833
		<b>172,289</b>	217,864

The Group applies the general approach to measuring expected credit losses which uses a 12-month basis ECL for loan and interest receivables. However, when there has been a significant increase in credit risk since origination, the allowances will be based on the lifetime ECL.

The movements in the loss allowance for impairment of loan and interest receivables are 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 year	於年初	636,740	656,119
Impairment losses, net (note 9)	減值虧損淨額(附註9)	(11,077)	(21,465)
Exchange realignment	匯兌調整	21,451	2,086
At end of year	於年末	<b>647,114</b>	636,740

基於所訂立貸款協議之開始日期及應計利息收入產生日期及於扣除撥備後，應收貸款及利息於報告期末之賬齡分析如下：

本集團應用一般方法以12個月預期信貸虧損計量應收貸款及利息。然而，當信貸風險自源起以來大幅增加時，按全期預期信貸虧損計提備抵。

應收貸款及利息減值虧損備抵之變動如下：

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## 21. LOAN AND INTEREST RECEIVABLES (Continued) 21. 應收貸款及利息(續)

The table below shows the credit quality and maximum exposure to credit risk based on the Group's internal credit rating system and period-end stage classification. The amounts presented are gross of impairment allowances.

下表列示基於本集團內部信貸評級系統及期末階段分類法之信貸質素及最大信貸風險敞口。所呈列之金額為減值備抵總額。

		31 December 2022 二零二二年十二月三十一日			
		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損		Total 總計
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan and interest receivables	應收貸款及利息				
Performing (good) (i)	履約(良好)(i)	-	-	-	-
Performing (bad) (ii)	履約(不良)(ii)	-	188,445	-	188,445
Non-performing (iii)	不履約(iii)	-	-	630,915	630,915
Total	總計	-	188,445	630,915	819,360

		31 December 2021 二零二一年十二月三十一日			
		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損		Total 總計
		Stage 1 第1階段	Stage 2 第2階段	Stage 3 第3階段	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan and interest receivables	應收貸款及利息				
Performing (good) (i)	履約(良好)(i)	141,521	-	-	141,521
Performing (bad) (ii)	履約(不良)(ii)	-	52,910	-	52,910
Non-performing (iii)	不履約(iii)	-	-	660,173	660,173
Total	總計	141,521	52,910	660,173	854,604

(i) Performing (good) (i) refer to exposures which credit risk has not increased significantly since initial recognition.

(i) 履約(良好)(i)指所面對之信貸風險自初始確認以來並無顯著上升。

(ii) Performing loans (bad) refer to exposures which credit risk has increased significantly.

(ii) 履約貸款(不良)指所面對之信貸風險已顯著上升。

(iii) Non-performing loans refer to exposures with objective evidence of impairment.

(iii) 不履約貸款指出現客觀減值證據之風險。

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## 21. LOAN AND INTEREST RECEIVABLES (Continued)

An analysis of changes in the gross carrying amount and the corresponding ECL allowances in relation to loan and interest receivables is as follows:

## 21. 應收貸款及利息(續)

對賬面總額變動之分析以及有關應收貸款及利息之相應預期信貸虧損備抵如下：

		<b>Stage 1</b> <b>第1階段</b> HK\$'000 千港元	<b>Stage 2</b> <b>第2階段</b> HK\$'000 千港元	<b>Stage 3</b> <b>第3階段</b> HK\$'000 千港元	<b>Total</b> <b>總計</b> HK\$'000 千港元
At 1 January 2021	於二零二一年 一月一日	164,807	49,753	608,999	823,559
New	新增	99,175	13,855	-	113,030
Derecognised (excluding write-off)	終止確認(不包括 撤銷)	(84,725)	(3,055)	-	(87,780)
Transfer to Stage 1	轉撥至第1階段	-	-	-	-
Transfer to Stage 2	轉撥至第2階段	(38,696)	38,696	-	-
Transfer to Stage 3	轉撥至第3階段	-	(46,698)	46,698	-
Exchange realignment	匯兌調整	960	359	4,476	5,795
At 31 December 2021	於二零二一年 十二月三十一日	141,521	52,910	660,173	854,604
New	新增	-	<b>14,641</b>	-	<b>14,641</b>
Derecognised (excluding write-off)	終止確認(不包括 撤銷)	-	-	<b>(37,217)</b>	<b>(37,217)</b>
Transfer to Stage 1	轉撥至第1階段	-	-	-	-
Transfer to Stage 2	轉撥至第2階段	<b>(135,034)</b>	<b>135,034</b>	-	-
Transfer to Stage 3	轉撥至第3階段	-	<b>(17,715)</b>	<b>17,715</b>	-
Exchange realignment	匯兌調整	<b>(6,487)</b>	<b>(3,425)</b>	<b>(2,756)</b>	<b>(12,668)</b>
At 31 December 2022	於二零二二年 十二月三十一日	-	<b>181,445</b>	<b>637,915</b>	<b>819,360</b>

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## 21. LOAN AND INTEREST RECEIVABLES (Continued) 21. 應收貸款及利息(續)

The Group determines the provision for ECL by exercising significant judgements to evaluate the collectability from individual loan and interest receivables after taking into account their creditworthiness, whether they have financial difficulties, experience of default or delinquency in interest or principal payment, ageing analysis and forecast of future events and economic conditions which may impact the recoverability of loan and interest receivables.

本集團運用重大判斷釐定預期信貸虧損撥備，評價個別應收貸款及利息之可收回性，當中計及其信譽、是否面對財政困難、違約或拖欠利息或本金付款經驗、賬齡分析以及對可能影響應收貸款及利息可收回性之未來事件及經濟情況之預測。

Movements in allowance for ECL are as follows:

預期信貸虧損撥備的變動如下：

		<b>Stage 1</b> <b>第1階段</b> HK\$'000 千港元	<b>Stage 2</b> <b>第2階段</b> HK\$'000 千港元	<b>Stage 3</b> <b>第3階段</b> HK\$'000 千港元	<b>Total</b> <b>總計</b> HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	637	46,482	609,000	656,119
Net charge of the impairment	減值支出淨額	1,648	3,520	-	5,168
Derecognised	取消確認	(27)	-	(26,606)	(26,633)
Transfer to Stage 1	轉撥至第1階段	-	-	-	-
Transfer to Stage 2	轉撥至第2階段	(32)	32	-	-
Transfer to Stage 3	轉撥至第3階段	-	(47,425)	47,425	-
Exchange realignment	匯兌調整	51	9	2,026	2,086
At 31 December 2021	於二零二一年十二月三十一日	2,277	2,618	631,845	636,740
Net charge of the impairment	減值支出淨額	-	<b>25,011</b>	-	<b>25,011</b>
Derecognised	取消確認	-	-	<b>(36,088)</b>	<b>(36,088)</b>
Transfer to Stage 1	轉撥至第1階段	-	-	-	-
Transfer to Stage 2	轉撥至第2階段	<b>(2,830)</b>	<b>2,830</b>	-	-
Transfer to Stage 3	轉撥至第3階段	-	<b>(16,028)</b>	<b>16,028</b>	-
Exchange realignment	匯兌調整	<b>553</b>	<b>4,608</b>	<b>16,290</b>	<b>21,451</b>
At 31 December 2022	於二零二二年十二月三十一日	-	<b>19,039</b>	<b>628,075</b>	<b>647,114</b>

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## 21. LOAN AND INTEREST RECEIVABLES (Continued)

The Group has sent numerous demand letters to the borrowers and guarantors but the loan and interest receivables were still outstanding and in default position, the Group will continue to demand repayment from the borrowers and guarantors. The Group has engaged the lawyer to issue legal letters to the borrowers and guarantors demanding for immediate payment of outstanding loan and interest. The Group has commenced legal proceeding and issued the Writ of Summons to several borrowers and guarantors. The Group is currently seeking advice from the lawyer to proceed with legal procedures for taking over the ownership of pledged assets from the borrowers and guarantors.

## 22. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit. The credit period is generally 30 to 90 days (2021: 30 to 90 days) for its trade receivables. For the Longevity science business, the Group generally requests for deposits in advance from customers (note 29). The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk and overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

## 21. 應收貸款及利息(續)

本集團已多次向借款人及擔保人發出收款單，惟有關應收貸款及利息仍未得到償還並處於違約狀態，本集團將繼續要求借款人及擔保人還款。本集團亦已委託律師向借款人及擔保人發出律師信，要求即時支付未償還貸款及利息。本集團已展開法律程序，向多名借款人及擔保人發出傳訊令狀。本集團現正尋求其律師之意見，以進行法律程序從借款人及擔保人接管所質押資產之擁有權。

## 22. 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
Trade receivables	應收賬款	663	13,451
Less: Impairment	減值	(9)	(13,432)
		<b>654</b>	19

本集團與客戶之貿易條款主要為記賬。應收賬款之記賬期一般介乎30至90天(二零二一年: 30至90天)。對於長壽科學業務，本集團一般要求客戶提前交付按金(附註29)。本集團致力對其未收回之應收款項維持嚴格監控，以將信貸風險減至最低，而高級管理層會定期審閱逾期結餘。本集團並無就其應收賬款結餘持有任何抵押品或其他信貸加強措施。應收賬款為不計息。

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## 22. TRADE RECEIVABLES (Continued)

An ageing analysis of the trade receivables, based on the invoice date and net of provisions, 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
Current to 30 days	即期至三十日	23	19
31-90 days	31至90日	-	-
91-180 days	91至180日	8	-
181-365 days	181至365日	623	-
		<b>654</b>	19

The movements in the loss allowance for impairment of trade receivables are 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 year	於年初	13,432	12,983
Impairment losses, net (note 9)	減值虧損淨額(附註9)	9	10
Amount written off as uncollectible	撇銷為不可收回之金額	(13,432)	-
Exchange realignment	匯兌調整	-	439
At end of year	於年末	<b>9</b>	13,432

The Group applies simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The Group determines the provision for expected credit losses by grouping together trade receivables with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic conditions.

The increase in loss allowance for the current year was mainly due to an increase in trade receivables which were past due over 365 days.

## 22. 應收賬款(續)

基於發票日期計算及於扣除撥備後，應收賬款之賬齡分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current to 30 days	即期至三十日	23	19
31-90 days	31至90日	-	-
91-180 days	91至180日	8	-
181-365 days	181至365日	623	-
		<b>654</b>	19

應收賬款減值虧損撥備之變動如下：

		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 year	於年初	13,432	12,983
Impairment losses, net (note 9)	減值虧損淨額(附註9)	9	10
Amount written off as uncollectible	撇銷為不可收回之金額	(13,432)	-
Exchange realignment	匯兌調整	-	439
At end of year	於年末	<b>9</b>	13,432

本集團就所有應收賬款應用簡化法計量預期信貸虧損，即使用全期預期虧損撥備。本集團透過將信貸風險相似之應收賬款分組集體評估收回之可能性，以釐定預期信貸虧損撥備，當中計及當前經濟環境。

本年度之虧損撥備增加主要源於逾期超過365日之應收賬款增加。

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## 22. TRADE RECEIVABLES (Continued)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2022

		Past due 逾期						Total 總額
		Not past due	Less than 30 days	30 to 90 days	91 to 180 days	181 to 365 days	Over 365 days	
		未逾期	少於30天	30至90天	180天 91至	181至 365天	365天 以上	
Expected credit losses rate	預期信貸虧損率	0%	0%	0%	0%	1.42%	0%	
Gross carrying amount (HK\$'000)	總賬面金額 (千港元)	23	-	-	9	631	-	663
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	-	-	-	-	9	-	9

## 22. 應收賬款(續)

按撥備矩陣載列之本集團應收賬款信貸風險資料如下：

於二零二二年十二月三十一日

As at 31 December 2021

於二零二一年十二月三十一日

		Past due 逾期						Total 總額
		Current	Less than 30 days	30 to 90 days	91 to 180 days	181 to 365 days	Over 365 days	
		即期	少於30天	30至90天	180天 91至	181至 365天	365天 以上	
Expected credit losses rate	預期信貸虧損率	0%	0%	100%	0%	0%	100%	99%
Gross carrying amount (HK\$'000)	總賬面金額 (千港元)	19	-	10	-	-	13,422	13,451
Expected credit losses (HK\$'000)	預期信貸虧損 (千港元)	-	-	10	-	-	13,422	13,432

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二零二二年十二月三十一日

### 23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

### 23. 按金、預付款項及其他應收款項

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Prepayments	預付款項	34,824	2,849
Deposits	按金	3,025	15,508
Other receivables	其他應收款項	239,247	215,057
Impairment	減值	(93,113)	(57,056)
		<b>183,983</b>	176,358
Deposits and other receivables under non-current assets portion	非流動資產部分之按金及其他應收款項	-	-
Current assets portion	流動資產部分	<b>183,983</b>	176,358

The financial assets included in the above balances were categorised in Stage 1 for the measurement of expected credit losses. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default and the timing and amount of future cash flows.

Deposits mainly represent rental deposits and deposit paid for a trust investment. Given the Group has not experienced any significant credit losses in the past, the directors of the Company considered that the allowance for expected credit losses for these deposits are not significant.

Other receivables mainly represent the receivables from an independent third party with net carrying amount of approximately HK\$78,482,000 (2021: HK\$84,779,000) which are unsecured, interest-free and have no fixed terms of repayment.

上述結餘所包括之金融資產歸入第一階段以計量預期信貸虧損。本集團將於各報告日期進行減值分析(如適用)，考量違約概率以及未來現金流之時間及金額。

按金主要指租金按金及已就一項信託投資支付之按金。鑑於本集團過往並未蒙受任何重大信貸損失，本公司董事認為就該等按金計提之預期信貸虧損備抵並不重大。

其他應收款項主要指應收一名獨立第三方款項賬面淨值約78,482,000港元(二零二一年：84,779,000港元)，為無抵押、免息及無固定還款期。

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二零二二年十二月三十一日

## 23. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES (Continued)

The movements in impairment allowance of other receivables are 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 year	於年初	57,056	38,769
Impairment losses (note 9)	減值虧損(附註9)	39,374	16,981
Exchange realignment	匯兌調整	(3,317)	1,306
At end of year	於年末	93,113	57,056

Expected credit losses on the other receivables balances are estimated by applying a loss rate approach with reference to historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate. The loss rate as at 31 December 2022 was 39.8% (2021: 26.5%).

## 23. 按金、預付款項及其他應收款項 (續)

其他應收款項減值備抵之變動如下：

其他應收款項結餘之預期信貸虧損乃經參考本集團過往之虧損紀錄後應用虧損率法估計。虧損率會作調整，以反映當前狀況及對未來經濟狀況之預測(如適用)。於二零二二年十二月三十一日之虧損率為39.8%(二零二一年：26.5%)。

## 24. CASH AND CASH EQUIVALENTS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	60,069	19,437

## 24. 現金及現金等價物

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二零二二年十二月三十一日

## 24. CASH AND CASH EQUIVALENTS (Continued)

At the end of the reporting period, the cash and bank balances and time deposits of the Group denominated in RMB amounted to HK\$13,760,000 (2021: HK\$13,760,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for others currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rate based on daily bank deposit rates. Short term time deposits are made for period of seven days depending on the immediate cash requirements of the Group, and earn interests at the respective short term time deposits rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

## 25. TRADE PAYABLES

Trade payables 應付賬款

The ageing analysis of trade payables, based on invoice date, 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
Current to 30 days	即期至30日	923	254
31 to 60 days	31至60日	12	-
61 to 90 days	61至90日	9	-
Over 90 days	超過90日	143	-
		<b>1,087</b>	<b>254</b>

## 24. 現金及現金等價物(續)

於報告期末，本集團以人民幣計值之現金及銀行結餘以及定期存款為13,760,000港元(二零二一年：13,760,000港元)。人民幣不可自由兌換為其他貨幣，但根據中國內地外匯管理條例及結匯、售匯及付匯管理規定，本集團獲允許透過獲准從事外匯業務之銀行將人民幣兌換為其他貨幣。

銀行現金按每日銀行存款利率賺取浮動利息。短期定期存款視乎本集團即時現金需要，存款期為七日，按相關短期定期存款利率賺取利息。銀行結餘及定期存款存放於近期並無違約紀錄且信譽可靠之銀行。

## 25. 應付賬款

應付賬款按發票日期劃分的賬齡分析如下：

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二零二二年十二月三十一日

## 26. OTHER PAYABLES AND ACCRUALS

## 26. 其他應付款項及應計費用

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Other payables	其他應付款項	4,611	7,934
Accruals	應計費用	6,700	3,665
		<b>11,311</b>	11,599

Other payables are non-interest-bearing and have an average term of less than one year or on demand.

其他應付款項為免息，平均期限為一年內或按要求。

## 27. OTHER BORROWINGS

The loans are obtained from independent third parties to the Group of principal amounts of approximately HK\$7,361,000 (approximately to RMB6,000,000) (2021: 7,740,000) and HK\$3,168,000 (2021: HK\$ nil) are unsecured, bearing interest from 5% and 25% per annum which denominated in RMB and HK and payable on demand, includes an unsecured HK\$3,168,000 loan for only 6 months during the COVID-19 city isolation period repayable on 22 May 2023 respectively.

## 27. 其他借貸

貸款來自本集團一名獨立第三方，本金額分別約為7,361,000港元(約人民幣6,000,000元)(二零二一年：7,740,000港元)及3,168,000港元(二零二一年：零港元)為無抵押、按年利率5厘至25厘計息(以人民幣及港元計值)，並須按要求償還(包括於新冠肺炎城市隔離期間僅六個月的無抵押貸款3,168,000港元，其須於二零二三年五月二十二日償還)。

## 28. AMOUNT(S) DUE FROM/(TO) RELATED COMPANIES/A DIRECTOR

The amount(s) due from/(to) related companies/a director were unsecured, interest-free and had no fixed term of repayment.

Mr. Yan Li is a director and beneficial owner of the related companies.

## 28. 應收／(付)關聯公司／一名董事款項

應收／(付)關聯公司／一名董事款項為無抵押、免息及無固定還款期。

閔立先生為關聯公司的董事及實益擁有人。

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## 29. CONTRACT LIABILITIES

## 29. 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
Provision of diagnostic and medical test services	提供診斷及醫療測試服務	23,662	1,126

The contract liabilities primarily relate to the advance consideration received from customers for provision of diagnostic and medical test services, for which revenue is recognised at point in time. This will be recognised as revenue when the diagnostic and medical test services are provided to the customers.

合約負債主要與提供診斷及醫療測試服務而從客戶收到的預付款項有關，其收益是在一個時間點上確認。此將於診斷及醫療測試服務提供予客戶時確認為收益。

## 30. DEFERRED TAX LIABILITIES

## 30. 遞延稅項負債

The movements in deferred tax liabilities during the year are as follows:

年內遞延稅項負債之變動如下：

		Fair value adjustment of investment properties 投資物業之 公平值調整 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	1,207
Charged to profit or loss	從損益扣除	(473)
Exchange realignment	匯兌調整	32
At 31 December 2021	於二零二一年十二月三十一日	766
Credited to profit or loss	計入損益	(63)
Exchange realignment	匯兌調整	(66)
At 31 December 2022	於二零二二年十二月三十一日	637

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### 30. DEFERRED TAX LIABILITIES (Continued)

The Group has tax losses of HK\$36,324,000 (2021: HK\$46,994,000) that are available for offsetting against future profits of the companies in which the losses arose. Deferred tax asset has not been recognised in respect of these losses as the utilisation of these tax losses is uncertain.

### 31. MANDATORY CONVERTIBLE NOTES

In October 2015, the Company issued zero coupon rate mandatory convertible notes with an aggregate principal amount of HK\$2,400,000,000 (“MCN”), for the purpose of satisfying the consideration of HK\$2,400,000,000 (subject to adjustment) pursuant to a sale and purchase agreement dated 20 May 2015 entered into between the Company, the controlling shareholder of the Company (the “Vendor”) and the guarantor, under which the Company acquired 96% equity interest of the Katar Global Group.

The MCN bear no interest and will mature on 19 October 2020 (the “Maturity Date”). The Company may not redeem the MCN at its option while the holder of the MCN has the right to convert their MCN into shares of the Company at a conversion price of HK\$0.2 per share at any time during the issue date to the Maturity Date, and the MCN is freely transferrable by the holder of the MCN provided that they may not be transferred to any connected person of the Company without written consent of the Company and compliance of any applicable Listing Rules. Any outstanding MCN at the Maturity Date will automatically convert to shares of the Company.

The summarised information of the MCN is set out as follows:

Issuance date	20 October 2015
Maturity date	19 October 2020
Original principal amount	HK\$2,400,000,000
Coupon rate	0%
Conversion price per ordinary share	HK\$0.2

Further details regarding the principal terms and conditions of the MCN are contained in the circular of the Company dated 29 September 2015.

### 30. 遞延稅項負債(續)

本集團有稅項虧損36,324,000港元(二零二一年: 46,994,000港元)可用於抵銷產生虧損公司之未來溢利。由於無法確定該等稅務虧損的動用情況，故概無就該等虧損確認遞延稅項資產。

### 31. 強制性可換股票據

於二零一五年十月，本公司發行本金總額為2,400,000,000港元之零息強制性可換股票據(「強制性可換股票據」)，以根據本公司與本公司控股股東(「賣方」)及擔保人所訂立日期為二零一五年五月二十日之買賣協議(本公司據此收購加達環球集團之96%股權)償付代價2,400,000,000港元(可予調整)。

強制性可換股票據不計息並將於二零二零年十月十九日(「到期日」)到期。本公司不可按其選擇贖回強制性可換股票據，而強制性可換股票據持有人有權於發行日至到期日期間任何時間按轉換價每股0.2港元將其強制性可換股票據轉換為本公司股份，且強制性可換股票據持有人可自由轉讓強制性可換股票據，惟在未經本公司書面同意及遵守任何適用上市規則之情況下，不得轉讓予本公司任何關連人士。於到期日任何尚未行使之強制性可換股票據將自動轉換為本公司股份。

強制性可換股票據之資料概要載列如下：

發行日	二零一五年十月二十日
到期日	二零二零年十月十九日
原本金額	2,400,000,000港元
票面息率	0%
每股普通股轉換價	0.2港元

有關強制性可換股票據主要條款及條件之進一步詳情載於本公司日期為二零一五年九月二十九日之通函。

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二零二二年十二月三十一日

### 31. MANDATORY CONVERTIBLE NOTES (Continued)

The MCN was classified under equity and no present value of the fixed interest payment was represented during the life of the MCN, therefore, no effective interest for the financial liability element being calculated. The acquisition of the Katar Global Group was completed on 20 October 2015 and on the completion date, the fair value of the MCN was HK\$2,341,896,000, based on valuation performed by BMI Appraisals Limited, independent qualified valuer.

During the year ended 31 December 2016, the MCN with a nominal value of HK\$217,600,000 was converted into 1,088,000,000 ordinary shares of the Company at a conversion price of HK\$0.2 per share. Immediately after the conversion, the outstanding principal amount of the MCN amounted to HK\$2,182,400,000, with its fair value of HK\$2,129,564,000 was included in equity component of convertible notes as at 31 December 2016 and 2017.

During the year ended 31 December 2017, the Company and the Vendor entered into the modification deed dated 27 August 2016 (as amended and supplemented by the supplemental modification deed dated 4 October 2016 and the second supplemental modification deed dated 7 June 2017) pursuant to which the Company and the Vendor have conditionally agreed to amend certain terms of the MCN with an aggregate principal amount of HK\$2,182,400,000 (the "**Amended and Restated MCN**").

The summarised information of the Amended and Restated MCN is set out as follows:

Issuance date	31 August 2017
Maturity date	20 April 2020
Principal amount	HK\$2,182,400,000
Coupon rate	0%
Conversion price per ordinary share	HK\$0.2

### 31. 強制性可換股票據(續)

強制性可換股票據歸於權益項下，並無為強制性可換股票據年內之定額利息付款呈列現值，故並無計算金融負債部分之實際利率。收購加達環球集團一事已於二零一五年十月二十日完成，根據獨立合資格估值師中和邦盟評估有限公司進行之估值，強制性可換股票據於完成日期之公平值為2,341,896,000港元。

於截至二零一六年十二月三十一日止年度，面值217,600,000港元之強制性可換股票據已按轉換價每股0.2港元轉換為1,088,000,000股本公司普通股。緊隨轉換後，強制性可換股票據之未償還本金額為2,182,400,000港元，而其於二零一六年及二零一七年十二月三十一日之公平值2,129,564,000港元已計入可換股票據之權益部分。

於截至二零一七年十二月三十一日止年度，本公司與賣方訂立日期為二零一六年八月二十七日之修訂契據(經日期為二零一六年十月四日之補充修訂契據及日期為二零一七年六月七日之第二份補充修訂契據修訂及補充)，據此，本公司與賣方有條件地同意修訂本金總額為2,182,400,000港元之強制性可換股票據之若干條款(「**經修訂及重列強制性可換股票據**」)。

經修訂及重列強制性可換股票據之資料概述如下：

發行日期	二零一七年八月三十一日
到期日	二零二零年四月二十日
本金額	2,182,400,000港元
票面息率	0%
每股普通股 轉換價	0.2港元

### 31. MANDATORY CONVERTIBLE NOTES (Continued)

Further details regarding the principal terms and conditions of the Amended and Restated MCN are contained in the circular of the Company dated 5 July 2017.

The fair value of the Amended and Restated MCN was HK\$1,228,455,000, based on the valuation performed by BMI Appraisals Limited, independent professionally qualified valuer. During year ended 31 December 2018, the board of directors passed a resolution on 16 March 2018 to approve that the difference of HK\$901,109,000 between the fair value of the Amended and Restated MCN and the fair value of the MCN with outstanding principal amounted to HK\$2,129,564,000, was transferred from the equity component of convertible notes to accumulated losses. As a result, the fair value of HK\$1,228,455,000 was remained in equity component of convertible notes as at 31 December 2019 and 2018.

On 20 April 2020, the Amended and Restated MCN was extended for four years and the maturity date shall be extended to 20 April 2024. Save for the automatic extension, all other terms and conditions of the Amended and Restated MCN remain unchanged.

The fair value of the Amended and Restated MCN on 20 April 2020 was HK\$1,755,856,000 based on the valuation performed by Royson Valuation Advisory Limited, independent professionally qualified valuer. The difference of HK\$527,401,000 between the fair value of the Amended and Restated MCN after extension and the fair value of the Amended and Restated MCN before extension amounting to HK\$1,228,455,000, was transferred from the equity component of convertible notes to accumulated losses. As a result, the fair value of HK\$1,755,856,000 was remained in equity component of convertible notes as at 31 December 2022 and 2021.

### 31. 強制性可換股票據(續)

有關經修訂及重列強制性可換股票據主要條款及條件之進一步詳情載於本公司日期為二零一七年七月五日之通函。

按照獨立專業合資格估值師中和邦盟評估有限公司之估值結果，經修訂及重列強制性可換股票據之公平值為1,228,455,000港元。於截至二零一八年十二月三十一日止年度，董事會在二零一八年三月十六日通過決議案批准經修訂及重列強制性可換股票據公平值與未償還本金額2,129,564,000港元之強制性可換股票據公平值之間的差額901,109,000港元從可換股票據之權益部分轉撥至累計虧損。因此，於二零一九年及二零一八年十二月三十一日，可換股票據之權益部分保留公平值1,228,455,000港元。

於二零二零年四月二十日，經修訂及重列強制性可換股票據延期四年，到期日延遲至二零二四年四月二十日。除自動延期外，經修訂及重列強制性可換股票據之所有其他條款及條件維持不變。

於二零二零年四月二十日，基於獨立專業合資格估值師匯辰評估諮詢有限公司進行之估值，經修訂及重列強制性可換股票據之公平值為1,755,856,000港元。經修訂及重列強制性可換股票據於延期後之公平值與經修訂及重列強制性可換股票據於延期前之公平值1,228,455,000港元之差額527,401,000港元已從可換股票據權益組成部分轉撥至累計虧損。因此，於二零二二年及二零二一年十二月三十一日，1,755,856,000港元之公平值仍保留於可換股票據之權益組成部分。

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## 32. SHARE CAPITAL

## 32. 股本

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>Authorised:</b>	法定：		
400,000,000,000 shares of HK\$0.001 each	400,000,000,000股每股面值0.001港元之股份	<b>400,000</b>	400,000
		<b>Number of shares in issue 已發行股份數目 '000 千股</b>	<b>Share capital 股本 HK\$'000 千港元</b>
<b>Issued and fully paid:</b>	已發行及繳足：		
At 1 January 2021, 31 December 2021 and 1 January 2022	於二零二一年一月一日、二零二一年十二月三十一日及二零二二年一月一日	3,870,102	3,870
Shares issued in respect of prepayment of consultancy service fee (Note)	就預付顧問服務費而發行股份(附註)	387,010	387
At 31 December 2022	於二零二二年十二月三十一日	4,257,112	4,257

Note:

On 24 June 2022, the Company entered into the consultancy services agreement and the settlement agreement with the consultant, an independent third party to the Company. Pursuant to the settlement agreement, the consultant agreed to settle the prepayment of consultancy fee by way of issuing the shares of the Company subject to the conditions and on the terms contained in the settlement agreement. The prepayment of approximately HK\$42,571,129 have been paid by way of Shares and 387,010,265 shares were issued at price of HK\$0.055 per share.

The final settlement of such prepayment shares and residual payment was on 31 December 2024 pending to this consultant organised and/or introduced sale revenue.

附註：

於二零二二年六月二十四日，本公司與顧問（為本公司的獨立第三方）訂立顧問服務協議及結付協議。根據結付協議，顧問同意以發行本公司股份的方式，按結付協議所載的條件及條款結付顧問費的預付款項。預付款項約42,571,129港元已按股份方法結付，而387,010,265股份按每股0.055港元發行。

有關預付款項股份及剩餘付款的最後結付為於二零二四年十二月三十一日，有待此顧問組織及／或引入銷售收入。

### 33. SHARE OPTION SCHEME

During the annual general meeting held on 12 June 2012 (the “**AGM**”), the shareholders of the Company duly approved the relevant resolutions to adopt a new share option scheme (the “**Scheme**”) by authorising the directors to allot and issue up to the 10 percent of the issued share capital of the Company under the Scheme. The directors or an authorised committee were authorised, at their/its absolute discretion, to grant options to any person, subjected to the selection criteria, being an employee, officer, agent, consultant or representative of the Group, including any executive or non-executive directors, in order to provide incentives to the guarantee to contribute to the Group and to enable the Group to recruit high-calibre employees and attract resources that were valuable to the Group. Under the Scheme, the Company might grant options to any participant, in the absolute discretion of the Board, who had made valuable contribution to the business of the Group. The subscription price would be a price determined by the Board and at least the highest of (a) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares.

On 29 July 2022, the Company adopted of a new share option scheme of the Company (the “**New Share Option Scheme**”). the New Share Option Scheme was set up for the primary purpose to enable the Group to motivate the participants of the New Share Option Scheme to utilise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain an ongoing relationship with the participants whose contributions are or will be beneficial to the long term growth of the Group, it is important that the Group should be permitted to provide them, where appropriate, with an incentive by offering them an opportunity to obtain an ownership interest in the Company and to reward them for contributing to the success of the business of the Group.

### 33. 購股權計劃

於二零一二年六月十二日舉行之股東周年大會(「股東周年大會」)上，本公司股東正式批准相關決議案，以採納新購股權計劃(「計劃」)，授權董事根據計劃配發及發行本公司之已發行股本最多10%。董事或獲授權委員會獲授權，可全權酌情根據甄選標準向任何人士授出購股權，該等人士可為本集團僱員、高級職員、代理人、顧問或代表(包括任何執行或非執行董事)，旨在向承授人提供貢獻本集團之獎勵，並讓本集團可招募對本集團有價值之高質素僱員及吸納資源。根據計劃，本公司可向董事會全權酌情認為對本集團業務作出寶貴貢獻之任何參與人士授出購股權。認購價將由董事會釐定及不得低於下列最高金額：(a)授出購股權之日(必須為營業日)聯交所每日報價表所報股份收市價；(b)緊接授出購股權之日前五個營業日聯交所每日報價表所報股份平均收市價；及(c)股份面值。

於二零二二年七月二十九日，本公司採納本公司一項新購股權計劃(「新購股權計劃」)。設立新購股權計劃的主要目的是使得本集團能夠激勵新購股權計劃的參與者利用其表現及效率為本集團謀利，並吸引和保留或以其他方式維持與能夠或將為本集團長期發展做出有益貢獻的參與者的關係。對本集團而言，被允許於適當情況下向其提供激勵至關重要，即通過為其提供獲得本公司所有權權益的機會，獎勵其對本公司的業務成功作出的貢獻。

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### 33. SHARE OPTION SCHEME (Continued)

The following share options were outstanding under the Scheme during the year:

		2022 二零二二年		2021 二零二一年	
		Weighted average exercise price 加權平均 行使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份	Weighted average exercise price 加權平均行 使價 HK\$ per share 每股港元	Number of options 購股權數目 '000 千份
At 1 January	於一月一日	0.40	386,800	0.40	386,800
Granted during the year	年內授出	-	-	-	-
Cancelled during the year	年內註銷	0.40	(348,120)	-	-
At 31 December	於十二月三十一日	0.40	38,680	0.40	386,800

No share option was granted during the years ended 31 December 2022 and 2021.

At the date of approval of these consolidated financial statements, the Company had 38,680,000 (2021: 386,800,000) share options outstanding under the Scheme, which represented approximately 1% (2021: 10%) of the Company's shares in issue as at that date.

### 33. 購股權計劃(續)

以下購股權於年內尚未根據計劃行使：

截至二零二二年及二零二一年十二月三十一日止年度並無授出購股權。

於本綜合財務報表批准日期，尚未根據計劃行使之本公司購股權數目為38,680,000份(二零二一年：386,800,000份)，相當於本公司當日已發行股份約1%(二零二一年：10%)。

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### 34. PARTICULARS OF SUBSIDIARIES

### 34. 附屬公司之詳情

Particulars of the Company's principal subsidiaries are as follows:

本公司主要附屬公司之詳情如下：

Name 名稱	Place of incorporation/ registration and business 註冊成立/ 註冊及營業地點	Issued ordinary/ registered share capital 已發行普通/ 註冊股本	Percentage of equity attributable to the Company 本公司應佔 權益百分比		Principal activities 主要業務
			Direct 直接	Indirect 間接	
Best Harvest Asia Limited 富勝亞洲有限公司	British Virgin Islands ("BVI")/Hong Kong 英屬處女群島/香港	United States Dollars ("USD") 1 1美元	100%	-	Securities trading 證券買賣
Joy Wealth Finance Limited 寶欣財務有限公司	Hong Kong 香港	Hong Kong Dollars ("HK\$") 1 1港元	100%	-	Money lending 借貸
Shanghai Yugong Financial Consulting Co., Limited <sup>#1</sup> 上海鈺功財務諮詢有限公司 <sup>#1</sup>	People's Republic of China (the "PRC") 中華人民共和國 (「中國」)	Renminbi ("RMB") 1,050,000 人民幣1,050,000元	-	96%	Money lending 借貸
Beijing Huiju Wealth Management Consultant Company Limited ("Beijing Huiju") <sup>#3</sup> 北京滙聚財富管理諮詢有限公司 (「北京滙聚」) <sup>#3</sup>	PRC 中國	RMB50,000,000 人民幣50,000,000元	-	96%	Money lending 借貸
Sky State Holdings Limited 天邦控股有限公司	BVI 英屬處女群島	USD1 1美元	-	100%	Investment holding 投資控股
Tian Xing Ji Yuan (Beijing) Financial Consultancy Limited <sup>#2</sup> 天行紀元(北京)財務顧問有限公司 <sup>#2</sup>	PRC 中國	RMB12,069,500 人民幣12,069,500元	-	100%	Provision of financial and investment consulting services and property investment 提供財務及投資顧問服務 以及進行物業投資
Keen State Global (CNMI) LLC	North Mariana Islands 北馬里亞納群島	USD100 100美元	-	100%	Property investment 物業投資
Blooming Faith Development Limited 泓烽發展有限公司	Hong Kong 香港	HK\$1 1港元	-	100%	Health consulting service and medical product trading 健康諮詢及醫療產品貿易
深圳市中基健康科學有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	100%	Health consulting service and medical product trading 健康諮詢及醫療產品貿易

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### 34. PARTICULARS OF SUBSIDIARIES (Continued)

- # The English names of the Chinese entities are translation of their Chinese names and are included herein for identification purpose only.
1. These entities are registered as limited liability companies under PRC law.
  2. These entities are registered as wholly-foreign-owned enterprises under PRC law.
  3. No equity interests of Beijing Huiju was held by the Group. The Group entered into the VIE agreements with Beijing Huiju and its shareholders. Notwithstanding the lack of equity ownership, through the VIE agreements, the Group is able to exercise control over Beijing Huiju by way of controlling the voting rights of Beijing Huiju, governing their financial and operating policies, appointing and removing the majority of the members of their controlling authorities, casting the majority of votes at meeting of such authorities and deriving economic benefits from Beijing Huiju. Accordingly, Beijing Huiju is accounted for as subsidiaries of the Group since the VIE agreements signed by both parties. As all shareholders of Beijing Huiju were contracting parties to the VIE agreements, 100% of the financial results of Beijing Huiju is attributable to the Group.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

### 35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

#### (a) Major non-cash transactions

- (i) During the last year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$7,429,000 and HK\$7,429,000 respectively, in respect of lease arrangements for leasehold land and buildings.

### 34. 附屬公司之詳情(續)

- # 於本附註，中國實體之英文名稱為其中文名稱之翻譯，僅供識別。
1. 該等實體根據中國法律註冊為有限責任公司。
  2. 該等實體根據中國法律註冊為外商獨資企業。
  3. 本集團並無持有北京滙聚之股權。本集團與北京滙聚及其股東訂立VIE協議。儘管沒有股權，惟本集團通過VIE協議仍能以控制北京滙聚投票權、監管其財務及經營政策、委任及罷免控制機構大多數成員、在該機構會議投下過半數並從北京滙聚獲得經濟利益等方式，對北京滙聚行使控制權。因此，北京滙聚自訂約方簽訂VIE協議以來入賬作為本集團之附屬公司。由於北京滙聚所有股東均為VIE協議之訂約方，北京滙聚之財務業績全部歸屬於本集團。

上表載列本公司之附屬公司資料，董事認為，有關附屬公司為主要影響本集團年內業績或構成本集團淨資產之重大部分。董事認為，詳列其他附屬公司之詳情會使有關資料過於冗長。

### 35. 綜合現金流量表附註

#### (a) 主要非現金交易

- (i) 於上一年度，本集團使用權資產及租賃負債之非現金添置分別為7,429,000港元及7,429,000港元，乃關於租賃土地及樓宇之租賃安排。

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### 35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

### 35. 綜合現金流量表附註(續)

#### (b) Changes in liabilities arising from financing activities

#### (b) 融資活動所產生負債之變動

		Other borrowings 其他借貸 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Amount due to a director 應付一名董事款項 HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	7,487	1,217	-
New leases	新租賃	-	7,429	6,926
Changes from financing cash flow	融資現金流變動	-	(3,482)	-
Interest expenses	利息開支	14	678	-
Interest paid classified as operating cash flows	分類為經營現金流之已付利息	-	(678)	-
Exchange realignment	匯兌調整	239	26	-
At 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	<b>7,740</b>	<b>5,190</b>	<b>6,926</b>
New leases	新租賃	-	-	-
Changes from financing cash flow	融資現金流變動	<b>3,168</b>	<b>(3,695)</b>	<b>(6,926)</b>
Interest expenses	利息開支	<b>83</b>	<b>334</b>	-
Interest paid classified as operating cash flows	分類為經營現金流之已付利息	-	<b>(334)</b>	-
Exchange realignment	匯兌調整	<b>(701)</b>	<b>(23)</b>	-
At 31 December 2022	於二零二二年十二月三十一日	<b>10,290</b>	<b>1,472</b>	-

### 36. RELATED PARTY TRANSACTIONS

### 36. 關聯方交易

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

除本財務報表其他部分詳述之交易外，本集團於年內與關聯方進行以下重大交易：

- (a) During the year, loan interest income of HK\$2,161,000 (2021: HK\$2,180,000), HK\$1,088,000 (2021: HK\$938,000) and nil (2021: HK\$90,000) were received from Chongqing Juquan, Wuxi Juquan and Tian Xing Tianjin respectively, the joint ventures of the Group. Details are set out in note 18 to the consolidated financial statements.

- (a) 年內已收本集團合營企業重慶鉅泉、無錫鉅泉及天行天津貸款利息收入分別2,161,000港元(二零二一年: 2,180,000港元)、1,088,000港元(二零二一年: 938,000港元)及零(二零二一年: 90,000港元)。詳情載於綜合財務報表附註18。

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### 36. RELATED PARTY TRANSACTIONS (Continued)

- (b) During the last year, dividend income of HK\$900,000 and HK\$589,000 were received from Chongqing Juquan and Wuxi Juquan respectively, the joint ventures of the Group. Details are set out in note 18 to the consolidated financial statements.
- (c) During the year, no loan interest income (2021: HK\$37,000) was received from a related company, 無錫糾材企業管理諮詢服務有限公司(“無錫”), a partner of joint ventures in Chongqing Juquan and Wuxi Juquan.
- (d) During the year, cost of services of Nil (2021: HK\$1,490,000), HK\$Nil (2021: HK\$5,771,000), HK\$Nil (2021: HK\$242,000) were received from Chongqing Juquan, Wuxi Juquan and Tian Xing Tianjin, respectively.
- (e) Outstanding balances with related parties:
- (i) The Group had no outstanding balance due to Zhong Ji International Medical Group (Hong Kong) Limited, a related company of which Mr. Yan Li, an executive director of the Company in common as at the end of the reporting period (2021: HK\$3,887,000). Details are set out in note 28 to the consolidated financial statements.
- (ii) The Group had no outstanding balances due to Chongqing Juquan, (2021: HK\$1,350,000) Wuxi Juquan (2021: HK\$2,895,000) respectively as at the end of the reporting period. Details are set out in note 28 to the consolidated financial statements.
- (f) Compensation of key management personnel of the Group:

In the opinion of the directors, the directors and chief executive represented the key management personnel of the Group and details are included in note 11 to the consolidated financial statements.

### 36. 關聯方交易(續)

- (b) 於上一年度，本集團分別自合營企業重慶鉅泉及無錫鉅泉收取股息收入900,000港元及589,000港元。詳情載於綜合財務報表附註18。
- (c) 年內並無收取關聯公司無錫糾材企業管理諮詢服務有限公司(「無錫」，合作經營重慶鉅泉及無錫鉅泉之夥伴)貸款利息收入(二零二一年：37,000港元)。
- (d) 年內已收重慶鉅泉、無錫鉅泉及天行天津服務成本分別零(二零二一年：1,490,000港元)、零(二零二一年：5,771,000港元)、零(二零二一年：242,000港元)。
- (e) 未償還之與關聯方結餘：
- (i) 於報告期末，本集團並無未償還之應付香港中基1號國際醫療集團有限公司(亦由本公司執行董事閔立先生出任執行董事之關聯公司)結餘(二零二一年：3,887,000港元)。詳情載於綜合財務報表附註28。
- (ii) 於報告期末，本集團並無未償還分別應付重慶鉅泉(二零二一年：1,035,000港元)及無錫鉅泉之結餘(二零二一年：2,895,000港元)。詳情載於綜合財務報表附註28。
- (f) 本集團主要管理人員之補償：

董事認為，董事及最高行政人員指本集團主要管理人員，有關詳情載於綜合財務報表附註11。

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### 37. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2022

Financial assets	Financial assets at fair value through other comprehensive income – Equity investments	Financial assets at amortised cost	Total
金融資產	按公平值透過其他全面收益入賬之金融資產 – 股本投資	按攤銷成本入賬之金融資產	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at fair value through other comprehensive income	9,859	-	9,859
Loan and interest receivables	-	172,289	172,289
Financial assets included in deposits, prepayments and other receivables	-	149,159	149,159
Amounts due from related companies	-	30,325	30,325
Trade receivables	-	654	654
Cash and cash equivalents	-	60,069	60,069
	<b>9,859</b>	<b>412,496</b>	<b>422,355</b>

Financial liabilities	Financial liabilities at amortised cost	Total
金融負債	按攤銷成本入賬之金融負債	總計
	HK\$'000 千港元	HK\$'000 千港元
Trade payables	1,087	1,087
Other payables	4,611	4,611
Other borrowings	10,290	10,290
Lease liabilities	1,472	1,472
	<b>17,460</b>	<b>17,460</b>

### 37. 按類別劃分之金融工具

於報告期末各類別金融工具之賬面金額如下：

二零二二年

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### 37. FINANCIAL INSTRUMENTS BY CATEGORY

(Continued)

### 37. 按類別劃分之金融工具(續)

2021

二零二一年

Financial assets	Financial assets at fair value through other comprehensive income — Equity investments	Financial assets at amortised cost	Total
金融資產	按公平值透過其他 全面收益入賬之 金融資產 — 股本投資	按攤銷成本入賬 之金融資產	總計
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產		
Loan and interest receivables	應收貸款及利息		
Financial assets included in deposits, prepayments and other receivables	計入按金、預付款項及其他應收款項之金融資產		
Amounts due from related companies	應收關聯公司款項		
Trade receivables	應收賬款		
Cash and cash equivalents	現金及現金等價物		
	56,877	-	56,877
	-	217,864	217,864
	-	173,509	173,509
	-	3,610	3,610
	-	19	19
	-	19,437	19,437
	56,877	414,439	471,316
Financial liabilities		Financial liabilities at amortised cost	
金融負債		按攤銷成本入賬之金融負債	
		HK\$'000 千港元	
Trade payables	應付賬款		254
Other payables	其他應付款項		7,934
Other borrowings	其他借貸		7,740
Lease liabilities	租賃負債		5,190
Amount due to related companies	應付關聯公司款項		7,817
Amount due to a director	應付一名董事款項		6,926
			35,861

### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed the fair values of the Group's financial assets and financial liabilities are approximate to their carrying amounts largely due to the short maturities of these instruments.

The Group's finance department is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the directors and the audit committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors. The valuation process and results are discussed with the audit committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The fair values of listed equity investments are based on quoted market prices.

### 38. 金融工具之公平值及公平值級別

管理層已評定本集團金融資產及金融負債之公平值與其賬面金額相若，主要因為此等工具於短期內到期。

本集團財務部門負責制定計量金融工具公平值之政策及程序。財務部門直接向董事及審核委員會報告。於各報告日期，財務部門分析金融工具之價值變動並釐定估值所運用之主要輸入數據。估值由董事審閱及批准。每年兩次與審核委員會討論估值程序及結果，以作中期及年度財務報告之用。

金融資產及負債之公平值以該工具自願交易方(強逼或清盤出售除外)於當前交易下之可交易金額入賬。

下列方法及假設用以估計公平值：

上市股本投資之公平值按市場報價計算。

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### 38. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

#### Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

		Fair value measurement using 採用下列輸入數據之公平值計量			
		Quoted prices in active markets 活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2022					
於二零二二年十二月三十一日					
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	9,859	-	-	9,859

		Fair value measurement using 採用下列輸入數據之公平值計量			
		Quoted prices in active markets 活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2021					
於二零二一年十二月三十一日					
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	56,877	-	-	56,877

The Group did not have any financial liabilities measured at fair value as at 31 December 2022 and 2021.

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for the financial assets (2020: Nil).

### 38. 金融工具之公平值及公平值級別 (續)

#### 公平值級別

下表闡述本集團金融工具之公平值計量級別：

按公平值計量之資產：

		Fair value measurement using 採用下列輸入數據之公平值計量			
		Quoted prices in active markets 活躍市場 報價 (Level 1) (第一等級) HK\$'000 千港元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二等級) HK\$'000 千港元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三等級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2022					
於二零二二年十二月三十一日					
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	9,859	-	-	9,859

本集團於二零二二年及二零二一年十二月三十一日並無任何按公平值計量之金融負債。

年內，就金融資產而言，概無於第一等級與第二等級間轉撥公平值計量，亦無轉入或轉出第三等級(二零二零年：無)。

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments are used to raise finance for the Group's operations and investments. The Group has various other financial assets and liabilities such as loan and interest receivables, trade and other receivables, trade payables, other payables, other borrowings, amount due from/to related companies, amount due to a director and lease liabilities which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, equity price risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

#### Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing financial assets and liabilities. Interest-bearing financial assets of the Group are the loan receivables and deposit with banks. Interests on deposits with banks are based on deposit rates offered by bank while interests on loan receivables are based on fixed rates set out in the loan agreements. Interest-bearing financial liabilities of the Group are the other borrowings. Interest on other borrowings are based on fixed rate. Therefore, changes in interest rate would not affect the profit or loss of the Group.

#### Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from equity investments designated at fair value through other comprehensive income. The Group's listed investments are listed on the Stock Exchanges and are valued at quoted market prices at the end of the reporting period.

### 39. 財務風險管理目標及政策

本集團之主要金融工具乃用於為本集團之營運及投資籌集資金。本集團擁有多種其他金融資產及負債，如直接由其營運產生之應收貸款及利息、應收賬款及其他應收款項、應付賬款、其他應付款項、其他借貸、應收／付關聯公司款項、應付一名董事款項及租賃負債。

本集團金融工具引起之主要風險為利率風險、股本價格風險、信貸風險及流動資金風險。董事會審閱及協定管理各該等風險之政策，有關政策概述如下。

#### 利率風險

本集團面對之市場利率變動風險主要涉及本集團之計息金融資產及負債。本集團之計息金融資產為應收貸款及於銀行之存款。於銀行之存款按銀行提供之存款利率計息，而應收貸款按貸款協議所載之固定利率計息。本集團之計息金融負債為其他借貸。其他借貸之利息按固定利率計算。因此，利率變動將不會影響本集團之損益。

#### 股本價格風險

股本價格風險為股票指數水平及個別證券價值變動而導致股本證券公平值下降之風險。本集團面對之股本價格風險來自指定為按公平值透過其他全面收益入賬之股本投資。本集團之上市投資乃於聯交所上市，並於報告期末按市場報價估值。

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### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 39. 財務風險管理目標及政策(續)

#### Equity price risk (Continued)

The following table demonstrates the sensitivity to every 5% (2021: 5%) change in the fair values of the listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period. For the purpose of this analysis, for the listed equity investments included in financial assets at fair value through other comprehensive income, the impact is deemed to be on the fair value reserve (non-recycling).

#### 股本價格風險(續)

下表顯示上市股本投資之公平值每5% (二零二一年: 5%) 變動時之敏感度(所有其他變數維持不變及未計入任何稅務影響), 乃按報告期末之賬面金額計算。於本分析內, 就計入按公平值透過其他全面收益入賬之金融資產之上市股本投資而言, 被視為受影響之儲備為公平值儲備(不可撥回)。

		Carrying amount of equity instruments 股本工具之賬面金額 HK\$'000 千港元	Change in profit before tax 除稅前溢利變動 HK\$'000 千港元	Decrease in other components of equity 其他權益部分減少 HK\$'000 千港元
<b>2022</b>	<b>二零二二年</b>			
Equity investments listed in:	於以下地方上市之股本投資:			
Hong Kong —	香港 —			
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	<b>9,857</b>	<b>-</b>	<b>21,552</b>
<b>2021</b>	<b>二零二一年</b>			
Equity investments listed in:	於以下地方上市之股本投資:			
Hong Kong —	香港 —			
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	<b>56,877</b>	<b>-</b>	<b>2,236</b>

The Group's management manages the above exposure by maintaining a well-diversified investment portfolio.

本集團管理層透過維持廣泛多元化之投資組合管理上述風險。

### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position. The Group's credit risk is primarily attributable to the loan and interest receivables, trade receivables and other receivables. In order to minimise the credit risk, the Group has established policies and systems for monitoring and control of credit risk. The management has delegated different divisions responsible for determination of credit limits, credit approvals and other monitoring processes to ensure that follow up action is taken to recover overdue debts. In addition, management reviews the recoverable amounts of loan and interest receivables and trade receivables and other receivables individually or collectively at each reporting date to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, management considers that the Group's credit risk is significantly reduced.

At the end of the reporting period, the Group had certain concentrations of credit risk on loan and interest receivables as 85% (2021: 58%) and 100% (2021: 99%) of the carrying amounts of loan and interest receivables were in relation to the Group's largest loan borrower and the five largest loan borrowers, respectively.

#### Maximum exposure and year-end staging

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. The amounts presented are gross carrying amounts for financial assets.

### 39. 財務風險管理目標及政策(續)

#### 信貸風險

本集團因交易對手方未能履行其責任而就各類已確認金融資產面對之最高信貸風險為綜合財務狀況報表所列該等資產之賬面金額。本集團之信貸風險主要源於應收貸款、應收利息、應收賬款及其他應收款項。為盡量降低信貸風險，本集團已制定政策及制度以監控信貸風險。管理層已向不同部門轉授權力，負責釐定信貸限額、信貸審批及其他監察過程，以確保採取跟進行動收回逾期債項。此外，管理層個別或整體檢討應收貸款、應收利息、應收賬款及其他應收款項於各報告日期之可收回金額，以確保就不可收回金額作出足夠減值虧損。就此而言，管理層認為本集團之信貸風險已大幅降低。

於報告期末，由於應收貸款及應收利息的賬面值85%（二零二一年：58%）及100%（二零二一年：99%）分別與本集團最大及五大貸款借款人有關，故本集團的應收貸款及應收利息有若干信貸風險集中情況。

#### 最高風險及於年結日所處階段

下表顯示基於本集團信貸政策之信貸質素及所面對之最高信貸風險（主要以逾期資料（除非可在不耗費過多成本或努力之情況下取得其他資料）為基準）以及於十二月三十一日年結日所處之階段。所呈列金額為金融資產之賬面總額。

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**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued) **39. 財務風險管理目標及政策** (續)

**Credit risk** (Continued)  
**As at 31 December 2022**

信貸風險 (續)  
於二零二二年十二月三十一日

		12-month ECLs 12個月預期 信貸虧損	Lifetime ECLs 全期預期信貸虧損			Total 總計
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化法 HK\$'000 千港元	HK\$'000 千港元
Trade receivables*	應收賬款*	-	-	-	663	663
Loans and interest receivables	應收貸款及利息 receivables	-	181,445	637,915	-	819,360
Amounts due from related companies — Normal**	應收關聯公司款項 — 正常**	23,183	-	-	-	23,183
Financial assets included in deposits, prepayments and other receivables — Normal**	計入按金、預付 款項及其他應收 款項之金融資產 — 正常**	149,159	-	-	-	149,159
— Doubtful**	— 呆賬**	-	84,259	8,854	-	93,113
Cash and cash equivalents	現金及現金等價物	60,069	-	-	-	60,069
		232,411	265,704	646,769	663	1,145,547

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**39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES** (Continued)

**39. 財務風險管理目標及政策** (續)

**Credit risk** (Continued)  
**As at 31 December 2021**

**信貸風險** (續)  
**於二零二一年十二月三十一日**

		12-month ECLs 12個月預期信貸虧損		Lifetime ECLs 全期預期信貸虧損			Total 總計 HK\$'000 千港元
		Stage 1 第一階段 HK\$'000 千港元	Stage 2 第二階段 HK\$'000 千港元	Stage 3 第三階段 HK\$'000 千港元	Simplified approach 簡化法 HK\$'000 千港元		
Trade receivables*	應收賬款*	—	—	—	13,451	13,451	
Loans and interest receivables	應收貸款及利息	141,521	52,910	660,173	—	854,604	
Amounts due from related companies	應收關聯公司款項						
— Normal**	— 正常**	3,610	—	—	—	3,610	
Financial assets included in deposits, prepayments and other receivables	計入按金、預付款項及其他應收款項之金融資產						
— Normal**	— 正常**	173,509	—	—	—	173,509	
— Doubtful**	— 呆賬**	—	17,296	39,760	—	57,056	
Cash and cash equivalents	現金及現金等價物	19,437	—	—	—	19,437	
		338,077	70,206	699,933	13,451	1,121,667	

\* For trade receivables to which the Group applied the simplified approach for impairment, information based on the provision matrix is disclosed in note 22 to the consolidated financial statements.

\*\* The credit quality of the financial assets at amortised costs, financial assets included in prepayments, deposits and other receivables and amounts due from related companies 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".

\* 對於本集團應用簡化減值法之應收賬款而言，基於撥備矩陣之資料於綜合財務報表附註22披露。

\*\* 倘按攤銷成本入賬之金融資產以及計入預付款項、按金及其他應收款項以及應收關聯公司款項之金融資產尚未逾期且並無資料顯示自初始確認以來金融資產之信貸風險大幅增加，則該等金融資產之信貸質素被視為「正常」。否則，金融資產之信貸質素將被視為「呆賬」。

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### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### Credit risk (Continued)

Further quantitative data in respect of the Group's exposure to credit risk arising from these receivables are disclosed in notes 21 and 22 to the consolidated financial statements.

#### Liquidity risk

Internally generated cash flows are the general sources of funds to finance the operations of the Group. The Group regularly reviews its major funding positions to ensure it has adequate financial resources in meeting its financial obligations. The Group aims to maintain flexibility in funding by keeping committed credit lines available and sufficient bank deposits to meet its short term cash requirements. The Group's liquidity risk management includes diversifying the funding sources.

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

2022

		Weighted average effective interest rate	On demand or within one year	One to two years	Total contractual undiscounted cash flow 未貼現合約 現金流量 總額	Carrying amount 賬面值
		加權平均 實際利率	按要求或 於一年內 HK\$'000 千港元	一至兩年 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付賬款	-	1,087	-	1,087	1,087
Other payables	其他應付款項	-	4,611	-	4,611	4,611
Other borrowing	其他借貸	25%	11,221	-	11,221	10,290
Lease liabilities	租賃負債	11.8%	1,500	-	1,500	1,472
			18,419	-	18,419	17,460

### 39. 財務風險管理目標及政策(續)

#### 信貸風險(續)

本集團就該等應收款項產生之信貸風險之進一步量化數據於綜合財務報表附註21及22披露。

#### 流動資金風險

內部產生之現金流量乃為本集團營運撥付資金之一般資金來源。本集團定期檢討其主要資金狀況，以確保有足夠財務資源履行財務責任。本集團旨在透過維持可供動用之已承諾信貸額及充裕之銀行存款，保持資金之靈活性，以應付其短期現金需要。本集團之流動資金風險管理包括多元化其資金來源。

本集團按合約未貼現款項劃分之金融負債於報告期末之到期情況如下：

二零二二年

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### 39. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 39. 財務風險管理目標及政策(續)

#### Liquidity risk (Continued)

2021

#### 流動資金風險(續)

二零二一年

		Weighted average effective interest rate	On demand or within one year	One to two years	Total contractual undiscounted cash flow 未貼現合約 現金流量 總額	Carrying amount 賬面值
		加權平均 實際利率	按要求或 於一年內 HK\$'000 千港元	一至兩年 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Trade payables	應付賬款	-	254	-	254	254
Other payables	其他應付款項	-	7,934	-	7,934	7,934
Other borrowing	其他借貸	5%	8,127	-	8,127	7,740
Lease liabilities	租賃負債	6.67%	4,061	1,500	5,561	5,190
Amounts due to related companies	應付關聯公司款項	-	7,817	-	7,817	7,817
Amount due to a director	應付一名董事款項	-	6,926	-	6,926	6,926
			35,119	1,500	36,619	35,861

#### Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, cash and cash equivalents and total equity comprising issued share capital and reserves.

The directors review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associate with each class of capital, and take appropriate actions to adjust the Group's capital structure.

#### 資本風險管理

本集團管理其資本，以確保本集團旗下實體將能夠持續經營，同時透過優化債項與權益平衡，讓股東獲得最大回報。本集團之整體策略與往年相同。

本集團之資本結構由債項淨額、現金及現金等價物以及權益總額(包含已發行股本及儲備)組成。

董事定期檢討資本結構。作為此檢討工作一部分，董事考慮資本成本及與各類資本相關之風險，並採取適當行動以調整本集團之資本結構。

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#### 40. EVENTS AFTER THE REPORTING PERIOD

- (i) On 18 February 2022, Excel Sonic Holdings Limited (“**Excel Sonic**”), a direct wholly-owned subsidiary of the Company, and Mr. Yau King Kwok Andrew (“**Mr. Yau**”) entered into the acquisition agreement, pursuant to which Excel Sonic conditionally agreed to acquire, and Mr. Yau conditionally agreed to sell the entire issued share capital of Fame Star Properties Limited (“**Fame Star**”) and the shareholder’s loan from the Mr. Yau in the amount of HK\$5,250,000, for a total cash consideration of HK\$12.6 million. Upon completion, Fame Star will become an indirect wholly-owned subsidiary of the Company. For details, please refer to the Company’s announcement on 19 February 2022. This Acquisition proposal has ceased.
- (ii) During 11 November 2021 and 17 December 2021, the Hong Kong Stock Exchange has issued a show case letter on non-compliance with Rule 13.24 demonstrated by the Company acquired Caijia P2P loans Business revenue has significantly declined from HK\$490.7 million of operating year 2015 to minimal HK\$0.02 million in Year 2018 (the “**Caijia P2P Business**”), thereby has failed to maintain a sufficient level of operations in compliance to Rule 13.24 therefore warrant a suspend in trading of the Company shares herein (the “**suspend trading decision**”). Thereafter on 15 March 2022 hearing with the Listing Committee has upheld this Suspend Decision pursuant to rule 6.01(3) of the Listing Rule.

Pursuant to same rule on subsequent 5 July 2022 appeal hearing by Listing Review Committee with a final outcome received and announced on 25 July 2022, considering all the announced outlined facts and reasons, this suspend trading decision was overwhelmingly overturned with a resume of trading decision therein (the “**resume trading decision**”).

#### 40. 報告期後事項

- (i) 於二零二二年二月十八日，傑迅控股有限公司（「**傑迅**」）（本公司的直接全資附屬公司）與游經國先生（「**游先生**」）訂立收購協議，據此傑迅有條件地同意收購，而游先生有條件地同意出售榮星置業有限公司（「**榮星**」）全部已發行股本及游先生提供的股東貸款5,250,000港元，總現金代價為12,600,000港元。完成交易後，榮星將成為本公司的間接全資附屬公司。詳情請參閱本公司日期為二零二二年二月十九日的公告。此項建議收購已暫停。
- (ii) 於二零二一年十一月十一日及二零二一年十二月十七日，香港聯交所發出一封不遵守第13.24條規定的示意函，表示本公司收購的財加P2P貸款業務收益由二零一五營運年度的490.7百萬港元大幅下跌至二零一八年最低的0.02百萬港元（「**財加P2P貸款業務**」），因此，本公司未能按照第13.24條的規定維持足夠的營運水平，故此需要暫停本公司股份買賣（「**暫停買賣決定**」）。其後，於二零二二年三月十五日的聆訊上，上市委員會根據上市規則第6.01(3)條維持此項暫停決定。

根據上市覆核委員會隨後於二零二二年七月五日舉行的上訴聆訊與二零二二年七月二十五日收到及公佈的最終結果相同的裁決，考慮到所有公佈的概述事實及理由，此項暫停買賣決定被徹底推翻，並頒佈恢復買賣決定（「**恢復買賣決定**」）。

#### 40. EVENTS AFTER THE REPORTING PERIOD

(Continued)

(ii) (Continued)

The considered facts, not limited to, the Company submitted that its circumstances fell within paragraph 8(b) of GL106-19 which sets out that an issuer experiencing a temporary reduction or suspension of operations due to market conditions would not be considered to have failed Rule 13.24(1) only because of temporary circumstances and transition in the sector. The Company also referred to the Listing Issuer Regulation Newsletter of December 2020. The Company stressed that the changes in loan interest income derived from the P2P Business were mainly due to the compliance requirements introduced under national policies issued to gradually phase out or prohibited Caijia P2P Business in the PRC. The Company's position accordingly was that changes in its Caijia P2P Business income should not have been taken into account in the overall assessment of the Company's Money Lending Business based on the principles outlined in GL106-19 and the newsletter.

Also, as submitted The Company had never terminated or run-down its principal Money Lending Business (with Financial Advisory), nevertheless a difficult transition between Years 2019, 2020 (and 2021) under regulatory environment, which the PRC authorities after curbing P2P internet finance loans since Year 2015 now had also promulgated a new policy to transform existing non-defaulting P2P loan business to small loans for companies. The Company's Money Lending Business (including the Financial and Investment Advisory Services) had been reformed accordingly to meet the requirements of financial policies and regulations in the PRC now in Year 2021. Hence, the Company its Money Lending Business (including the Financial and Investment Advisory Services) remained a key business segment of the Company and was carried out under two models:— (i) lending to corporate customers, and (ii) providing secured loans byway of strategic cooperation with three PRC fund companies (the **Strategic Partners**) that hold lending licenses via the broad customer base of the Strategic Partners should be regarded as customers of the Group.

#### 40. 報告期後事項(續)

(ii) (續)

經考慮種種事實，(惟不限於)本公司提出其情況屬於GL106-19第8(b)段的範圍，其中載列由於市況而令業務暫時縮減或暫停的發行人，不會單單因為這些短暫情況及過渡而被視為不符合第13.24(1)條。本公司亦提述二零二零年十二月的《上市發行人監管通訊》。本公司強調，來自P2P業務的貸款利息收入的變化，主要由於根據國家政策出台的合規要求，在中國逐步淘汰或禁止財加P2P業務。因此，本公司的立場是，根據GL106-19及監管通訊中概述的原則，在對本公司的放貸業務進行整體評估時，不應計及財加P2P業務收入的變化。

另外，如先前所指，本公司從未終止或縮減其主要放債業務(及金融諮詢)，然而在二零一九年、二零二零年(及二零二一年)監管環境的艱難過渡下，中國當局自二零一五年遏制P2P互聯網金融貸款後，現也頒佈新政策，將現有的非違約P2P貸款業務轉為公司的小額貸款。本公司對放債業務(包括金融及投資諮詢服務)進行了相應的改革以符合二零二一年中國當前的金融政策及法規規定。因此，本公司的放債業務(包括金融及投資諮詢服務)仍為本公司的主要業務分部並按兩個模式進行：(i)向企業客戶貸款；及(ii)通過與三家持有貸款許可證的中國基金公司(戰略合作夥伴)的戰略合作，提供擔保貸款，戰略合作夥伴的廣泛客戶群應被視為本集團的客戶。

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#### 40. EVENTS AFTER THE REPORTING PERIOD

(Continued)

(ii) (Continued)

Further, the Company has diversified into Longevity Science Business in second half of Year 2020, involved: (i) the provision of diagnostic consultations and testing (**Testing Services**); (ii) the production and distribution of longevity biological products. The Company also planned to expand its product portfolio through its research and development capabilities (**R&D**) and efforts developing new formulae through improving its existing formulae. One of its major products (ZJ1) containing nicotinamide mononucleotide (**NMN**) which had a unique formula and was one of the world's first NMN supplement packaged in soft capsules received FDA certification and PDR certification. In addition the Company was selling timed-release vitamin C (**VC**) products with the Group's formula both in the PRC and Hong Kong. The Longevity Science Business consisted of 32 people including research and development (R&D) staff, doctors, nurses, and laboratory staff. The Company outlined it had a number of distinguished persons acting as advisers on R&D to the Longevity Science Business including notably a Nobel Prize winner. With respect to the Testing Services, the Company set out that the two examination centres of the Group had obtained approval of the Department of Health of Hong Kong and had commenced operations, with one operated as a daily license clinic as well.

#### 40. 報告期後事項(續)

(ii) (續)

此外，本公司已於二零二零年下半年多元開展至長壽科學業務，涉及：(i) 提供診斷諮詢及測試(「**測試服務**」)；(ii) 生產及分銷長壽生物產品。本公司亦計畫通過其研發實力(「**研發**」)及通過改進其現有配方來努力開發新配方，從而擴大其產品組合。其主要產品之一(中基1號)含有煙醯胺單核苷酸(「**NMN**」)，具有獨特配方，是世界上第一款軟膠囊包裝的NMN保健品之一，並已獲得FDA認證及PDR認證。此外，本公司在中國及香港銷售採用本集團配方的定時釋放維生素C(「**VC**」)產品。長壽科學業務由32人組成，包括研發人員、醫生、護士及實驗室人員。本公司概述其有多名傑出人士擔任長壽科學業務的研發顧問，其中特別包括一位諾貝爾獎得主。在測試服務方面，本公司指出，本集團的兩間檢測中心已獲得香港衛生署的批准，並已開始運作，其中一間亦作為日常持牌診所運作。

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#### 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

#### 41. 本公司之財務狀況報表

Information about the statement of financial position of the Company at the end of reporting period is as follows:

本公司於報告期末之財務狀況報表資料如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Plant and equipment	廠房及設備	20	67
Right-of-use assets	使用權資產	1,265	4,481
Investments in subsidiaries	於附屬公司之投資	15,288	15,288
Interest in a joint venture	於合營企業之權益	-	3,843
Due from subsidiaries	應收附屬公司款項	22,749	38,833
Amount due from a related company	應收一間關聯公司款項	13,680	-
Financial assets at fair value through other comprehensive income	按公平值透過其他全面收益入賬之金融資產	146	38,432
Total non-current assets	非流動資產總值	53,148	100,944
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Deposits and prepayments	按金及預付款項	20,985	1,499
Cash and cash equivalents	現金及現金等價物	12,008	1,775
Total current assets	流動資產總值	32,993	3,274
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>		
Other payables and accruals	其他應付款項及應計費用	5,499	2,091
Due to subsidiaries	應付附屬公司款項	285,705	290,740
Amount due to a director	應付一名董事款項	-	8,100
Amount due to a related company	應付一間關聯公司款項	-	3,887
Lease liabilities	租賃負債	1,472	3,266
Other borrowings	其他借貸	3,251	-
Total current liabilities	流動負債總額	295,927	308,084
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>	<b>(262,934)</b>	<b>(304,810)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>	<b>(209,786)</b>	<b>(203,866)</b>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	-	1,473
Total non-current liabilities	非流動負債總額	-	1,473
<b>NET LIABILITIES</b>	<b>負債淨額</b>	<b>(209,786)</b>	<b>(205,339)</b>
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	4,257	3,870
Reserves (note)	儲備(附註)	(214,043)	(209,209)
Capital deficiency	資本虧絀	(209,786)	(205,339)

Yan Li  
閻立  
Director  
董事

Yan Yifan  
閻一帆  
Director  
董事

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## 41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued) 41. 本公司之財務狀況報表(續)

Note:

A summary of the Company's reserves is as follows:

附註：

本公司之儲備概要如下：

		Share premium account 溢價賬 HK\$'000 千港元	Fair value reserve 公平值儲備 HK\$'000 千港元	Contributed surplus 實繳盈餘 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Equity component of convertible notes 可換股票據之權益部分 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total reserves 儲備總額 HK\$'000 千港元
1 January 2021	於二零二一年一月一日	932,470	(51,869)	277,102	72	1,755,856	(3,102,251)	(188,620)
Loss for the year	年內虧損	-	-	-	-	-	(48)	(48)
Other comprehensive (loss)/ income for the year:	年內其他全面(虧損)/收益：							
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	按公平值透過其他全面收益入賬之股本工具之公平值變動(除稅後)	-	(20,541)	-	-	-	-	(20,541)
Total comprehensive loss for the year	年內全面虧損總額	-	(20,541)	-	-	-	(48)	(20,589)
Transfer of fair value reserve upon disposal of equity investments at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之股本投資時轉撥公平值儲備	-	8,559	-	-	-	(8,559)	-
At 31 December 2021	於二零二一年十二月三十一日	932,470	(63,851)	277,102	72	1,755,856	(3,110,858)	(209,209)
Loss for the year	年內虧損	-	-	-	-	-	-	-
Other comprehensive (loss)/ income for the year:	年內其他全面(虧損)/收益：							
Changes in fair value of equity investments at fair value through other comprehensive income, net of tax	按公平值透過其他全面收益入賬之股本工具之公平值變動(除稅後)	-	(24,184)	-	-	-	-	(24,184)
Total comprehensive loss for the year	年內全面虧損總額	-	(24,184)	-	-	-	-	(24,184)
Shares issued in respect of prepayment of consultancy fee	就預付顧問費而發行股份	19,350	-	-	-	-	-	19,350
Transfer of fair value reserve upon disposal of equity investments at fair value through other comprehensive income	於出售按公平值透過其他全面收益入賬之股本投資時轉撥公平值儲備	-	11,365	-	-	-	(11,365)	-
At 31 December 2022	於二零二二年十二月三十一日	951,820	(76,670)	277,102	72	1,755,856	(3,122,223)	(214,043)



**ZJ** 中基長壽科學  
ZHONG JI LONGEVITY SCIENCE

**Zhong Ji Longevity Science Group Limited**  
**中基長壽科學集團有限公司**