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中彩網通控股有限公司 China Netcom Technology Holdings Limited

(於開曼群島註冊成立之有限公司)
(股份代號：8071)

截至2023年12月31日止年度之 年度業績公告

中彩網通控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然宣佈本公司及其附屬公司截至2023年12月31日止年度之經審核綜合業績。本公告列載本公司截至2023年12月31日止年度報告全文(「2023年年度報告」)，乃符合香港聯合交易所有限公司(「聯交所」)GEM證券上市規則(「GEM上市規則」)中有關年度業績初步公告附載的資料之要求。本公司2023年年度報告的印刷版本將於2024年3月31日或之前按要求寄發予本公司股東，並刊載於本公司網站(www.irasia.com/listco/hk/chinanetcom)及聯交所網站(www.hkexnews.hk)。

承董事會命
中彩網通控股有限公司
主席兼執行董事
孫海濤

2024年3月21日

於本公告日期，執行董事為孫海濤先生及吳珊女士；及獨立非執行董事為宋柯先生、劉佳女士及余達志先生。

本公告的資料乃遵照GEM上市規則而刊載，旨在提供有關本公司的資料；董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

自刊發日期起計，本公告將至少一連七日刊載於聯交所網站www.hkexnews.hk之「最新上市公司公告」網頁內及本公司網站www.irasia.com/listco/hk/chinanetcom內。

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

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

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this report.

This report, for which the directors (the “Directors”) of China Netcom Technology Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this report misleading.

香港聯合交易所有限公司(「聯交所」) GEM (「GEM」) 的特色

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

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

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照聯交所的GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關中彩網通控股有限公司(「本公司」)的資料；本公司的董事(「董事」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Sun Haitao (*Chairman*)

Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Song Ke

Ms. Liu Jia

Mr. Yu Tat Chi Michael

COMPANY SECRETARY

Ms. Tsang Sin Man

COMPLIANCE OFFICER

Ms. Wu Shan

AUTHORISED REPRESENTATIVES

Ms. Wu Shan

Ms. Tsang Sin Man

AUDIT COMMITTEE

Mr. Yu Tat Chi Michael (*Chairman*)

Mr. Song Ke

Ms. Liu Jia

REMUNERATION COMMITTEE

Mr. Song Ke (*Chairman*)

Mr. Sun Haitao

Ms. Liu Jia

Mr. Yu Tat Chi Michael

NOMINATION COMMITTEE

Mr. Sun Haitao (*Chairman*)

Mr. Song Ke

Ms. Liu Jia

Mr. Yu Tat Chi Michael

AUDITOR

Baker Tilly Hong Kong Limited

Certified Public Accountants

董事會

執行董事

孫海濤先生 (*主席*)

吳珊女士

獨立非執行董事

宋柯先生

劉佳女士

余達志先生

公司秘書

曾倩雯女士

監察主任

吳珊女士

授權代表

吳珊女士

曾倩雯女士

審核委員會

余達志先生 (*主席*)

宋柯先生

劉佳女士

薪酬委員會

宋柯先生 (*主席*)

孫海濤先生

劉佳女士

余達志先生

提名委員會

孫海濤先生 (*主席*)

宋柯先生

劉佳女士

余達志先生

核數師

天職香港會計師事務所有限公司

執業會計師

CORPORATE INFORMATION

公司資料

COMPANY'S LEGAL ADVISER AS TO HONG KONG LAW

Chiu & Partners

PRINCIPAL BANKS

Bank of Communications Co., Ltd.
Citibank Hong Kong
Bank of China Limited
Hangzhou HTDZ Sub-branch
Industrial and Commercial Bank of China Limited
Hangzhou Xixi Zixia Street Sub-branch

REGISTERED OFFICE

Third Floor, Century Yard
Cricket Square, P.O. Box 902
Grand Cayman, KY1-1103
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office 2401A on 24th Floor
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Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT IN THE CAYMAN ISLANDS

Tricor Services (Cayman Islands) Limited
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Grand Cayman, KY1-1103
Cayman Islands

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Tengis Limited
17/F, Far East Finance Centre
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Hong Kong

STOCK CODE

8071

WEBSITE

www.irasia.com/listco/hk/chinanetcom

本公司有關香港法例的法律顧問

趙不渝馬國強律師事務所

主要往來銀行

交通銀行股份有限公司
花旗銀行(香港)
中國銀行股份有限公司
杭州高新支行
中國工商銀行股份有限公司
杭州西溪紫霞街支行

註冊辦事處

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Cayman Islands

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於開曼群島之主要股份過戶登記處

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Cayman Islands

於香港之股份過戶登記分處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

8071

網址

www.irasia.com/listco/hk/chinanetcom

CHAIRMAN'S STATEMENT

主席報告

Dear shareholders,

I present the annual results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2023 on behalf of the board (the “**Board**”) of directors of the Company (the “**Directors**”).

In 2023, the Group continued to streamline and optimize its businesses and focus its resources on developing its smart retail business and preparing for new businesses. The pace of global economic recovery was constrained by inflationary pressures and high interest rates, which affected the operation of enterprises. However, the pandemic has had a significant impact on consumers' behavior, which promoted the application of artificial intelligence and augmented reality technologies, and increased enterprises' demand for smart retail business, thereby bringing new opportunities for the Group. With confidence in the prospects of the smart retail business, we will proactively embrace the challenges and continue to develop in this challenging time.

The Group has ceased its lottery business, sports training business and financial technology services business which have long been loss-making, and will continue to monitor market development trends, formulate flexible business strategies and seize opportunities arising from such changes.

Lastly, on behalf of the Board, I would like to thank our employees and management team, customers and business partners, and to express our heartfelt gratitude to you for your continued trust and full support. The Group will continually promote its steady business growth to bring greater returns to the shareholders.

Sun Haitao

Chairman and Executive Director

21 March 2024

各位股東：

本人謹代表本公司董事（「**董事**」）會（「**董事會**」），提呈本公司及其附屬公司（統稱「**本集團**」）截至2023年12月31日止年度的全年業績。

在2023年，本集團持續精簡優化其業務，並把資源集中於發展其智慧零售業務和籌備新業務。全球經濟復蘇的步伐受到通脹壓力和高利息的制約，影響著各種企業的營運。然而，疫情對消費者的行為產生了明顯的影響，推動著人工智能和擴增實境技術的應用，並加強了企業對智慧零售業務的需求，為集團帶來了新的契機。基於對智慧零售業務前景的信心，我們將積極迎接挑戰，在這個充滿挑戰的時刻中持續發展。

本集團已停止營運長期錄得虧損之彩票業務、體育訓練業務及金融科技服務業務，並繼續關注市場的發展趨勢，制定靈活的業務策略，並把握變革所帶來的機遇。

最後，我謹代表董事會，感謝我們的僱員及管理團隊、客戶和業務夥伴，並向全體股東的持續信任和全力支持表達衷心的感謝。本集團將會繼續推動業務穩步增長，為股東帶來更大回報。

主席兼執行董事

孫海濤

2024年3月21日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Smart Retail Business

The Group's smart retail business is operated under its subsidiary, Hangzhou Zhongtuo Netcom Technology Limited ("Zhongtuo Netcom"), which positions itself as an integrated smart retail provider. Its main business is to provide new retail digital transformation solutions and new retail integrated software service platform to chain enterprises and merchants, and extended services such as cloud services (cloud storage and cloud computing), omni-channel payment services and SMS marketing services, etc. The demand for domestic cloud services and cross-border overseas business has been growing rapidly, the market extends from Mainland China to overseas, and the cloud services business has become the focal point of development of the Group.

The Group receives fixed income from the system development and the sales of software and hardware, and also receives agency fees that are based on customer's volume of usage such as transaction payment amount, cloud service usage and SMS traffic. For the year ended 31 December 2023, the Group's smart retail business generated revenue of approximately HK\$22,011,000 (2022: approximately HK\$27,071,000) and recorded an operating loss of approximately HK\$3,316,000 (2022: approximately HK\$2,832,000). The decrease in revenue was caused by the decrease in data usage compared to the same period in 2022. The decrease in data usage was mainly due to the end of remote work arrangement as enterprises returned to normal after the COVID-19 pandemic, leading to decreased demand for cloud services.

Financial Technology Business

The Group has ceased the financial technology services business in the first half of 2023 in order to focus the Group's resources on the smart retail business after considering that the financial technology services business had been continuously loss-making and could not cope with the direction of the Group's future development. As such the financial technology services business has been classified as a discontinued operation of the Group. The Group's financial technology services business did not generate any revenue for the year ended 31 December 2023 (2022: nil) and did not record any operating loss (2022: approximately HK\$776,000).

業務回顧

智慧零售業務

本集團之智慧零售業務由其附屬公司杭州眾拓網通科技有限公司(「眾拓網通」)營運，並定位為綜合智慧零售供應商。其主營業務為向連鎖零售企業及商戶提供新零售數字化轉型解決方案及新零售一體化軟件服務平台，並由此類技術服務延伸如雲服務(雲存儲及雲計算)、聚合支付服務及短信營銷服務等。國內雲服務及跨境海外業務的需求高速增长，市場從中國內地延伸到海外，雲服務業務已成為本集團發展之重點。

本集團由系統開發及軟硬件銷售獲得定額收入，並根據客戶使用量(如交易支付額、雲服務使用量及短信流量等)獲得代理收入。截至2023年12月31日止年度，本集團之智慧零售業務產生收益約22,011,000港元(2022年：約27,071,000港元)，並錄得經營虧損約3,316,000港元(2022年：約2,832,000港元)。收益減少乃由於數據用量較2022年同期減少。數據用量減少乃主要由於隨著COVID-19疫情後企業恢復正常，遠程工作安排結束，導致對雲服務的需求下降。

金融科技業務

考慮到金融科技服務業務持續虧損及未能配合本集團之未來發展方向，本集團已於2023年上半年終止此業務，以便把本集團之資源集中於智慧零售業務上。因此金融科技服務業務被分類為本集團已終止經營業務。截至2023年12月31日止年度，本集團之金融科技服務業務並未產生任何收益(2022年：無)，亦無錄得任何經營虧損(2022年：約776,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Sports Training Business

In April 2022, the Group disposed the insignificant subsidiary operating the sports training business, and classified the business as a discontinued operation. No gain on disposal of the subsidiary was recognised by the Group during the year ended 31 December 2023 (2022: approximately HK\$140,000). For the year ended 31 December 2023, the sports training business did not generate any revenue (2022: approximately HK\$66,000) and did not record any operating loss (2022: approximately HK\$263,000).

Lottery Business

The Board has resolved to cease the lottery business during the year ended 31 December 2023 after considering that the lottery business had kept recording an operating loss and its future operation would remain unfavourable to the Group. As at the date of this report, Shenzhen Gaorong Caizhi Technology Co., Ltd. (“**Shenzhen Gaorong**”), a wholly-owned subsidiary of the Group, has been deregistered. The lottery business has been classified as a discontinued operation of the Group. For the year ended 31 December 2023, the Group’s lottery business did not generate any revenue (2022: approximately HK\$211,000) and recorded an operating loss of approximately HK\$462,000 (2022: approximately HK\$183,000).

EVENTS AFTER THE REPORTING PERIOD

The Group had no significant events after 31 December 2023 and up to the date of this report.

FINANCIAL REVIEW

FINANCIAL RESULTS

The consolidated revenue of the Group for the year ended 31 December 2023 amounted to approximately HK\$22,011,000 (2022: approximately HK\$27,348,000), representing a year-on-year decrease of approximately 20%. The revenue of the Group during the year ended 31 December 2023 was mainly derived from its smart retail business.

The Group’s discontinued operations, being its lottery business, financial technology services business and sports training business, had incurred a loss attributable to owners of the Company of approximately HK\$1,620,000 for the year ended 31 December 2023 (for the year ended 31 December 2022, the lottery business, financial technology services business and sports training business had incurred a loss attributable to owners of the Company of approximately HK\$669,000).

體育訓練業務

於2022年4月，本集團出售經營體育訓練業務的不重大附屬公司，並將該業務分類為已終止經營業務。截至2023年12月31日止年度，本集團並無確認出售附屬公司的收益（2022年：約140,000港元）。截至2023年12月31日止年度，體育訓練業務並未產生任何收益（2022年：約66,000港元），亦無錄得任何經營虧損（2022年：約263,000港元）。

彩票業務

截至2023年12月31日止年度，考慮到彩票業務持續錄得經營虧損及其未來營運將仍不利於本集團，董事會已決議終止彩票業務。截至本報告日期，本集團之全資附屬公司深圳高榮財智科技有限公司（「**深圳高榮**」）已註銷。彩票業務被分類為本集團已終止經營業務。截至2023年12月31日止年度，本集團之彩票業務並未產生任何收益（2022年：約211,000港元），並錄得經營虧損約462,000港元（2022年：約183,000港元）。

報告期後事項

本集團於2023年12月31日後及直至本報告日期並無發生重大事項。

財務回顧

財務業績

本集團於截至2023年12月31日止年度的綜合收益約22,011,000港元（2022年：約27,348,000港元），按年減少約20%。本集團於截至2023年12月31日止年度的收益主要來自其智慧零售業務。

本集團的已終止經營業務（即其彩票業務、金融科技服務業務及體育訓練業務）於截至2023年12月31日止年度產生本公司擁有人應佔虧損約1,620,000港元（截至2022年12月31日止年度，彩票業務、金融科技服務業務及體育訓練業務產生本公司擁有人應佔虧損約669,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loss attributable to owners of the Company amounted to approximately HK\$10,108,000 for the year ended 31 December 2023 (for the year ended 31 December 2022: approximately HK\$9,746,000), representing an increase in loss of approximately 4% as compared with the year ended 31 December 2022, which was mainly attributable to a decrease in income of the Group's business. The main reason for the decrease in income was the lottery business and sports training business, which the Group has discontinued their operations during the year ended 31 December 2023, did not generate any revenue, and the decrease in data usage for the year ended 31 December 2023 when compared with the year ended 31 December 2022. The decrease in data usage was mainly due to the end of remote work arrangement as enterprises returned to normal after the COVID-19 pandemic, leading to decreased demand for cloud services.

The Group adopted centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expenses.

DIVIDEND

The Board does not recommend the payment of any dividend in respect of the year ended 31 December 2023 (2022: nil).

LIQUIDITY AND GEARING RATIO

As at 31 December 2023, the Group recorded total assets of approximately HK\$32,777,000 (2022: approximately HK\$41,364,000), total liabilities of approximately HK\$15,657,000 (2022: approximately HK\$13,637,000) and cash and bank balances of approximately HK\$17,996,000 (2022: approximately HK\$28,203,000), which were denominated in Renminbi, Hong Kong dollars and US dollars. The current ratio of the Group as at 31 December 2023 was approximately 2 (2022: approximately 3).

As at 31 December 2023, the Group had no bank borrowings or facilities (2022: nil) and the gearing ratio of the Group was nil (2022: nil).

截至2023年12月31日止年度，本公司擁有人應佔虧損約10,108,000港元（截至2022年12月31日止年度：約9,746,000港元），與截至2022年12月31日止年度相比，虧損增加了約4%，主要歸因於本集團之業務收入減少，收入減少的主要原因是截至2023年12月31日止年度，本集團已終止經營的彩票業務及體育訓練業務並無產生任何收益，以及與截至2022年12月31日止年度相比，截至2023年12月31日止年度的數據用量減少。數據用量減少乃主要由於隨著COVID-19疫情後企業恢復正常，遠程工作安排結束，導致對雲服務的需求下降。

本集團在現金及財務管理方面採取集中財務政策，並致力於減少本集團的整體利息開支。

股息

董事會不建議就截至2023年12月31日止年度派發任何股息（2022年：無）。

流動資金及資本負債比率

於2023年12月31日，本集團錄得總資產約32,777,000港元（2022年：約41,364,000港元）、總負債約15,657,000港元（2022年：約13,637,000港元）及現金及銀行結餘約17,996,000港元（2022年：約28,203,000港元），分別以人民幣、港元和美元計價。本集團於2023年12月31日之流動比率為約2（2022年：約3）。

於2023年12月31日，本集團並無銀行借款或貸款（2022年：無），資本負債比率為零（2022年：零）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL STRUCTURE

As at 31 December 2023, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$18,382,000 (2022: approximately HK\$27,396,000) comprising issued share capital and reserves. As at 31 December 2023, the Company's total number of issued shares (the "Shares") of HK\$0.005 each was 4,686,048,381 (31 December 2022: 4,686,048,381 Shares). Details of the movement in the Company's share capital during the year were set out in note 26 to the consolidated financial statements.

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2023, the Group had no asset that was pledged (2022: nil).

CAPITAL INVESTMENT AND FUTURE PLANS FOR MATERIAL INVESTMENT OR CAPITAL ASSET PURCHASE

During the year, there was no addition on property, plant and equipment (2022: approximately HK\$16,000).

The Group had no specific plan for material investment or acquisition of capital assets as at 31 December 2023.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group's sales and purchases for the year were mostly denominated in Hong Kong Dollars ("HK\$") and Renminbi ("RMB").

RMB is not a freely convertible currency. Future exchange rates of RMB could vary significantly from the current or historical exchange rates as a result of controls that could be imposed by the government of the PRC. The exchange rates may also be affected by economic developments and political changes domestically and internationally, and the demand and supply of RMB. The appreciation or devaluation of RMB against HK\$ may have impact on the operating results of the Group.

The Group monitors its foreign currency risks and will consider hedging significant currency exposures should the need arises. The Group did not enter into any foreign exchange forward contracts or other hedging instruments to hedge against fluctuation during the year ended 31 December 2023 (2022: nil).

資本結構

於2023年12月31日，本集團的資本結構為本公司擁有人應佔權益約18,382,000港元(2022年：約27,396,000港元)(包括已發行股本及儲備)。於2023年12月31日，本公司之已發行股份(「股份」)總數為4,686,048,381股每股面值0.005港元之股份(2022年12月31日：4,686,048,381股股份)。本公司股本於年內變動之詳情載於綜合財務報表附註26。

本集團資產抵押

於2023年12月31日，本集團並無已抵押之資產(2022年：無)。

資本投資及重大投資或購入資本資產之未來計劃

於本年度內，本集團並無添置物業、廠房及設備(2022年：約16,000港元)。

於2023年12月31日，本集團並無有關重大投資或購入資本資產之具體計劃。

匯率波動風險

本集團於本年度的銷售及採購主要以港元(「港元」)及人民幣(「人民幣」)為單位。

人民幣乃不能自由兌換的貨幣，其未來匯率可因中國政府所施加的管制而較現時或過往的匯率大幅波動。匯率亦可受本地及國際經濟發展及政治轉變以及人民幣的供求所影響。人民幣兌港元升值或貶值，均可影響本集團的經營業績。

本集團監察其外匯風險，並於有需要時考慮對沖重大貨幣風險。截至2023年12月31日止年度，本集團並無訂立任何外匯遠期合約或其他避險工具以對沖波動(2022年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no significant contingent liabilities (2022: nil).

PROSPECTS

Looking ahead, the Group's business growth will continue to be propelled by its smart retail business, with cloud services, system development and software and hardware sales services as its core businesses. With the rise of artificial intelligence and augmented reality, it is expected to drive the demand for cloud services again in the future. At the same time, the Group will continue to pay attention to the development trends of the market and the consumer demand, adjust cost-saving measures and actively expand into new businesses, and continue to explore new business opportunities in the industry to bring new opportunities to the Group.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2023, the Group had approximately 21 employees (2022: 55) in total.

Total staff cost including Director's remuneration for the year ended 31 December 2023 amounted to approximately HK\$11,850,000 (2022: approximately HK\$14,168,000).

The salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2023 have been audited by Baker Tilly Hong Kong Limited. The Company did not change its auditor in the preceding three years.

或然負債

於2023年12月31日，本集團並無任何重大或然負債（2022年：無）。

展望

展望未來，本集團之業務發展將會繼續由其智慧零售業務推動，核心業務包括雲服務和系統開發及軟硬件銷售服務。隨著人工智能及擴增實境的興起，未來有望再次帶動雲服務的需求。同時，本集團將繼續關注市場的發展趨勢及消費者的需求，調整節約的成本措施和積極拓展新業務，並繼續探索行業新商機，為本集團帶來新機遇。

僱員及薪酬政策

於2023年12月31日，本集團共聘用約21名（2022年：55名）僱員。

截至2023年12月31日止年度，包括董事酬金在內的員工總成本約為11,850,000港元（2022年：約14,168,000港元）。

本集團向僱員提供之薪金及福利具競爭力，僱員薪酬乃由本集團在每年定期檢討之薪酬及花紅制度架構下，按工作表現釐定。

核數師

本集團截至2023年12月31日止年度之綜合財務報表由天職香港會計師事務所有限公司審核。在過去三年內，本公司未有更換其核數師。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

EXECUTIVE DIRECTORS

Mr. Sun Haitao, aged 43, has been appointed as the chairman of the Board and an executive Director since August 2017. Mr. Sun is also the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company. Currently, Mr. Sun also serves as the chairman of the board, chief executive officer and an executive director of 51 Credit Card Inc. (“**51 Credit Card**”) (listed on the Stock Exchange, stock code: 2051), which has interests in such number of shares of the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance as disclosed in the section headed “INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY” of this report and a director of various subsidiaries of its group including, among others, Hangzhou Enniu Network Technology Co., Ltd. as well as Shanghai Wuniu Network Technology Co., Ltd. and 51RENPIN.COM INC., both of which has interests in such number of shares of the Company under Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance as disclosed in the section headed “INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY” of this report.

Mr. Sun is an entrepreneur and obtained a Bachelor’s degree in business administration from Hangzhou Institute of Electronic Industry (now known as the Hangzhou Dianzi University) in the PRC in June 2002. He has been engaging in Internet businesses since 2004, and founded several Internet companies from 2004 to 2012. In May 2012, Mr. Sun led the team to create the credit card management mobile application named “51 Credit Card Manager” under 51 Credit Card.

Ms. Wu Shan, aged 39, has been appointed as an executive Director, the authorised representative and the compliance officer of the Company since April 2022. Ms. Wu is an executive director and a vice-president of 51 Credit Card. Ms. Wu is mainly responsible for the investment, finance and legal affairs of 51 Credit Card and its subsidiaries (including the Company and its subsidiaries). She has extensive and solid experience in corporate and commercial affairs. Ms. Wu has held senior position in the corporate legal department of a large state-owned enterprise, and subsequently joined 51 Credit Card in November 2014.

執行董事

孫海濤先生，43歲，自2017年8月起獲委任為董事會主席兼執行董事。孫先生亦為本公司提名委員會主席及薪酬委員會成員。孫先生現亦擔任51信用卡有限公司（「**51信用卡**」）（聯交所上市，股份代號：2051）（誠如本報告「主要股東及其他人士於本公司的股份、相關股份及債券中擁有的權益及淡倉」一節所披露，根據證券及期貨條例第XV部第2及第3分部之規定，其於本公司該等數目的股份中擁有權益）的董事會主席、行政總裁兼執行董事及其集團多間附屬公司的董事，其中包括杭州恩牛網絡技術有限公司，以及上海悟牛網絡科技有限公司及51RENPIN.COM INC.（誠如本報告「主要股東及其他人士於本公司的股份、相關股份及債券中擁有的權益及淡倉」一節所披露，根據證券及期貨條例第XV部第2及第3分部之規定，兩間公司於本公司該等數目的股份中擁有權益）。

孫先生為一名企業家，於2002年6月獲得中國杭州電子工業學院（現稱杭州電子科技大學）工商管理學士學位。彼自2004年起從事互聯網業務，於2004年至2012年間曾創立多間互聯網公司。於2012年5月，孫先生帶領團隊創辦51信用卡旗下之信用卡管理手機應用程式「51信用卡管家」。

吳珊女士，39歲，自2022年4月起獲委任為本公司執行董事、授權代表及監察主任。吳女士為51信用卡的執行董事及副總裁。吳女士主要負責51信用卡及其附屬公司（包括本公司及其附屬公司）的投融资及法律事務。彼於公司及商業事務方面擁有廣泛而紮實的經驗。吳女士曾於大型國有企業的企業法務部擔任要職，後於2014年11月加入51信用卡。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Ms. Wu obtained a Bachelor's degree in science majoring in mathematics and applied mathematics from Hubei University in the PRC in June 2008 and obtained a Master's degree in law from Nankai University in the PRC in June 2012. Ms. Wu currently holds a legal professional qualification certificate in the PRC.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Tat Chi Michael, aged 59, has been appointed as an independent non-executive Director since August 2017. Mr. Yu is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. Mr. Yu obtained a Bachelor of commerce degree from University of New South Wales in Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. He had held senior management positions in several listed companies in Hong Kong. Mr. Yu is currently an independent non-executive director of each of Golden Resources Development International Limited (listed on the Stock Exchange, stock code: 677), Applied Development Holdings Limited (listed on the Stock Exchange, stock code: 519), Lerado Financial Group Company Limited (listed on the Stock Exchange, stock code: 1225), Harbour Digital Asset Capital Limited (formerly known as: Unity Investments Holdings Limited) (listed on the Stock Exchange, stock code: 913), and WT Group Holdings Limited (listed on Stock Exchange, stock code: 8422), respectively. He also is currently an executive director of Sino Splendid Holdings Limited (listed on the Stock Exchange, stock code: 8006). Mr. Yu was an independent non-executive director of EVOG Intelligent Technology Company Limited (listed on the Stock Exchange, stock code: 2308 and which was delisted on 27 October 2022) from May 2016 to May 2021.

Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management.

吳女士於2008年6月獲得中國湖北大學的數學與應用數學理學學士學位，並於2012年6月獲得中國南開大學的法律碩士學位。吳女士現時持有中國法律職業資格證書。

獨立非執行董事

余達志先生，59歲，自2017年8月起獲委任為獨立非執行董事。余先生亦為本公司審核委員會主席及分別為薪酬委員會及提名委員會成員。余先生取得澳洲新南威爾斯大學(University of New South Wales)商科學士學位。彼為澳洲會計師公會資深會員及香港會計師公會會員。彼曾於多家香港上市公司出任高級管理層職務。余先生現分別為金源發展國際實業有限公司(聯交所上市，股份代號：677)、實力建業集團有限公司(聯交所上市，股份代號：519)、隆成金融集團有限公司(聯交所上市，股份代號：1225)、港灣數字產業資本有限公司(曾名為：合一投資控股有限公司)(聯交所上市，股份代號：913)及WT集團控股有限公司(聯交所上市，股份代號：8422)的獨立非執行董事。彼現時亦為中國華泰瑞銀控股有限公司(聯交所上市，股份代號：8006)的執行董事。余先生自2016年5月至2021年5月擔任研祥智能科技股份有限公司(聯交所上市，股份代號：2308，已於2022年10月27日除牌)獨立非執行董事。

余先生亦為香港獨立非執行董事協會之創會會員。余先生於會計、機構融資及資產管理方面擁有多多年經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層履歷詳情

Ms. Liu Jia, aged 38, has been appointed as an independent non-executive Director since August 2022. Ms. Liu is also a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Ms. Liu is a lawyer qualified to practise in Mainland China. Ms. Liu has over 10 years of experience in handling legal aspects of contractual disputes and collection of non-performing assets in Mainland China, and she is currently a partner of Sichuan Toping Law Firm (四川同平律師事務所).

Ms. Liu obtained a Bachelor's degree in law from Tianjin University in the PRC in July 2009 and a Master's degree in international law from Nankai University in the PRC in June 2011.

Mr. Song Ke, aged 58, has been appointed as an independent non-executive Director since August 2017. Mr. Song is also the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. Song has over twenty years' experience in the entertainment and media industry. Mr. Song founded "Maitian Music" in 1996 and had served as its general manager for four years since 1996, and then served as the executive vice-president and production director for Warner Music (China) from 2000 to 2004. Mr. Song founded Beijing Taihe Rye Music Co., Ltd. in 2004 and had served as the chief executive officer and also the president of Taihe Media Investment Co., Ltd. for eight years. He joined Evergrande Music as the chairman of the board from 2012 to 2015, worked for Beijing Alibaba Music Technology Co., Ltd. as the chief executive officer and the chairman of the board from 2015 to 2018; and served as the chairman in the China region of Live Nation Entertainment, Inc. (listed on the New York Stock Exchange, ticker: LYV) from 2019 to 2020. Mr. Song graduated from the Tsinghua University in the PRC in July 1988 with a Bachelor's degree in environmental engineering.

劉佳女士，38歲，自2022年8月起獲委任為獨立非執行董事。劉女士亦分別為本公司審核委員會、薪酬委員會及提名委員會成員。劉女士為合資格在中國內地執業的律師。劉女士於中國內地處理合同糾紛及不良資產清收的法律方面擁有逾10年經驗，現任四川同平律師事務所合夥人。

劉女士於2009年7月獲得中國天津大學法學學士學位，並於2011年6月獲得中國南開大學國際法學碩士學位。

宋柯先生，58歲，自2017年8月起獲委任為獨立非執行董事。宋先生亦為本公司薪酬委員會主席及分別為審核委員會及提名委員會成員。宋先生擁有超過二十年的娛樂及傳媒行業經驗。彼自1996年起創辦「麥田音樂」，在往後四年擔任總經理，並於2000年至2004年期間擔任華納唱片(中國)的常務副總經理兼製作總監。宋先生自2004年創辦北京太合麥田音樂文化發展有限公司，往後的八年時間內擔任首席執行官兼太合傳媒投資有限公司總裁。彼於2012年至2015年加盟恆大音樂有限公司並擔任董事長，於2015年至2018年期間擔任北京阿里巴巴音樂科技有限公司首席執行官及董事長，及自2019年至2020年擔任為Live Nation Entertainment, Inc. (紐約證券交易所上市，股份代號：LYV)之中國區董事長。宋先生於1988年7月畢業於中國清華大學並取得環境工程學學士學位。

REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present the report of the Directors and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities of its principal subsidiaries are set out in note 31 to the consolidated financial statements. An analysis of the Group's performance for the year ended 31 December 2023 by business segments is set out in note 6 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The Group's loss for the year ended 31 December 2023 and the state of affairs of the Group and of the Company as at that date are set out in the consolidated financial statements on pages 102 to 203.

In order to ensure the Board maintains an appropriate procedure on declaring and recommending the dividend payment of the Company, a dividend policy (the "**Dividend Policy**") was adopted by the Board which aims to allow the shareholders (the "**Shareholders**") of the Company to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

The declaration of dividends is subject to the Company's ability to pay dividends, which will depend upon, including but not limited to, the financial performance and position of the Company, Shareholders' interests, business conditions and strategies, and any other factors that the Board may deem relevant. The Board may consider declaring special dividends from time to time, in addition to the interim and/or final dividends. The Board reviews the Dividend Policy and its effectiveness on a regular basis or as required to ensure the benefit of the Shareholders as a whole is taken into consideration from time to time during recommendation and declaration of dividends.

The Board does not recommend to pay dividend for the year ended 31 December 2023 (2022: nil).

董事謹此提呈截至2023年12月31日止年度之董事會報告及本集團經審核綜合財務報表。

主要業務

本公司主要業務為投資控股。其主要附屬公司主要業務詳情載於綜合財務報表附註31。本集團截至2023年12月31日止年度之業績按業務分類所作之分析載於綜合財務報表附註6。

業績及分配

本集團截至2023年12月31日止年度之虧損連同本集團及本公司於該日之事務狀況載於綜合財務報表第102至203頁。

為確保董事會在宣佈和建議分派本公司股息時保持適當的程序，董事會已採納一項股息政策（「**股息政策**」），其目的旨在既讓本公司股東（「**股東**」）參與有本公司的利潤，同時保持本公司的資金流動性以捕捉未來的增長機會。

股息的宣佈取決於本公司支付股息的能力而決定，並取決於（包括但不限於）本公司的財務表現及狀況、股東利益、業務狀況及策略，及董事會可能認為相關的任何其他因素。除中期及／或末期股息外，董事會亦可不時宣派特別股息。董事會定期或按要求時檢討股息政策及其有效性以確保股東整體利益於建議及宣派股息時不時予以考慮。

董事會不建議就截至2023年12月31日止年度派發任何股息（2022年：無）。

REPORT OF THE DIRECTORS

董事會報告

BUSINESS REVIEW

A fair review of the Group's business for the year ended 31 December 2023, a description of the principal risks and uncertainties facing the Group, particulars of important events affecting the Company since 31 December 2023 and an indication of likely future development in the Group's business, are set out in the sections headed "CHAIRMAN'S STATEMENT", "MANAGEMENT DISCUSSION AND ANALYSIS", "CORPORATE GOVERNANCE REPORT" and "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" of this report. These discussions form part of this "REPORT OF THE DIRECTORS".

ENVIRONMENTAL POLICY AND PERFORMANCE

The Group's commitment to protecting the environment is well reflected by the continuous efforts in promoting green measures and awareness in its daily business operations. The Group encourages environmental protection and promotes awareness towards environmental protection to the employees. The Group also implements green office practices such as promoting the use of recycled papers and reducing energy consumption by switching off idle lighting and electrical appliances. The Board is satisfied with the Group's performance on reduction of the greenhouse gas during the year ended 31 December 2023.

The Group reviews its environmental practices from time to time and will consider implementing further eco-friendly measures and practices in the operation of the Group's businesses and enhancing environmental sustainability. During the year ended 31 December 2023 the Group's business activities continued to be carried out in compliance with the environmental policy of the Group.

For more details, please refer to the "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" section in this report.

COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS

During the year, as far as the Company is aware, there was no material breach or non-compliance with applicable laws and regulations by the Group that had a significant impact on the businesses and operations of the Group.

業務回顧

對截至2023年12月31日止年度本集團業務之中肯審視、本集團面臨之主要風險及不確定性之描述、自2023年12月31日以來影響本公司之重大事件之詳情及本集團業務相當可能有之未來發展之揭示，載於本報告「主席報告」、「管理層討論及分析」、「企業管治報告」及「環境、社會及管治報告」各節。此等討論構成本「董事會報告」之一部份。

環境政策及表現

本集團在日常業務營運中不斷推廣綠色措施和意識，以達到其保護環境的承諾。本集團鼓勵環保並推動僱員提升環保意識。本集團亦實施各項綠色辦公措施，例如提倡使用環保紙並透過關閉閒置的電燈及電器以減少能源消耗。截至2023年12月31日止年度，董事會對本集團減少溫室氣體的表現感到滿意。

本集團不時審視其環保工作，並將考慮於本集團業務之營運中實施更多環保措施及慣例，加強環境可持續性。截至2023年12月31日止年度，本集團的業務活動繼續按照本集團的環境政策進行。

更多細節，請參考本報告中的「環境、社會及管治報告」部分。

遵守適用法律及法規

年內，就本公司所知，本集團並無重大違反或不遵守適用法律及法規而對本集團之業務及營運造成重大影響。

REPORT OF THE DIRECTORS

董事會報告

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee has reviewed the financial statements, the accounting principles and practices adopted by the Group, and financial reporting matters including a review of the annual consolidated results for the year ended 31 December 2023 prior to recommending them to the Board for approval.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS, SUPPLIERS AND OTHER STAKEHOLDERS

The Company recognises that employees are its valuable assets. Thus, the Group provides competitive remuneration package to attract and motivate its employees. The Group regularly reviews the remuneration package of its employees and makes necessary adjustments to conform to the market standard.

The Group also understands that it is important to maintain good relationship with its customer and suppliers to achieve its long-term goals. Accordingly, the Directors have kept good communication, promptly exchanged ideas and shared business updates with them when appropriate. During the year ended 31 December 2023, there was no material and significant dispute between the Group and its business partners.

For more details, please refer to the “ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT” section in this report.

SHARE CAPITAL

Details of the movements in the Company’s share capital during the year ended 31 December 2023 are set out in notes 26 to the consolidated financial statements.

RESERVES

Details of the movements in the reserves of the Company during the year ended 31 December 2023 are set out in note 34 to the consolidated financial statements and the consolidated statement of changes in equity, respectively.

審核委員會和審閱財務報表

審核委員會已審閱財務報表、本集團採用的會計原則和慣例以及財務報告事項，包括在推薦給董事會批准之前審閱了截至2023年12月31日止年度的年度綜合業績。

與員工、客戶、供應商和其他持份者之關係

本公司認同，僱員乃其實貴資產。因此，本集團提供具競爭力之薪酬待遇以吸引並激勵其僱員。本集團定期檢討其僱員之薪酬待遇，並會因應市場標準而作出必要調整。

本集團亦明白，與其客戶和供應商保持良好關係對達成其長遠目標而言屬至關重要。因此，董事會在適當情況下與彼等進行良好溝通、適時交流想法及共享最新業務信息。截至2023年12月31日止年度，本集團與其商業夥伴並無重大而明顯之糾紛。

更多細節，請參考本報告中的「環境、社會及管治報告」部分。

股本

截至2023年12月31日止年度內，本公司股本之變動詳情載於綜合財務報表附註26。

儲備

截至2023年12月31日止年度內，本公司儲備變動詳情分別載於綜合財務報表附註34及綜合權益變動表。

REPORT OF THE DIRECTORS

董事會報告

DISTRIBUTABLE RESERVES

In accordance with the laws of the Cayman Islands, the share premium account is distributable to the Shareholders provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business. As at 31 December 2023, the Company did not have any reserves available for distribution (2022: nil).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 17 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

Under the Company's articles of association (the "Articles") or the laws of the Cayman Islands, there is no provision for pre-emptive rights which would oblige the Company to offer new Shares to its existing Shareholders first on a pro-rata basis.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and the assets and liabilities of the Group for the last five financial years as extracted from the audited consolidated financial statements of the Group is set out on page 204 of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

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

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or legal liabilities incurred or sustained by him as a Director in defending any proceedings, whether civil or criminal, in which judgment is given in his favour, or in which he is acquitted. During the year, there was appropriate directors' and senior officers' liability insurance coverage for the Directors and senior officers of the Group.

可供分派儲備

根據開曼群島法例，如緊隨派息建議當日後，本公司將有能力償還其日常業務過程中之到期債務，股份溢價賬便可分派予股東。於2023年12月31日，本公司並無任何可供分派之儲備(2022年：無)。

物業、廠房及設備

截至2023年12月31日止年度內，本集團物業、廠房及設備變動詳情載於綜合財務報表附註17。

優先認購權

根據本公司章程細則(「細則」)或開曼群島法律，並無有關優先認購權的條款規定本公司必須首先按比例向其現有股東發行新股份。

五年財務資料概要

本集團過往五個財政年度已公佈之業績、資產及負債概要(摘錄自本集團之經審核綜合財務報表)載於本報告第204頁。

購買、出售或贖回上市證券

本公司或其任何附屬公司於年內概無購買、出售或贖回本公司任何上市證券。

獲准許之彌償條文

根據細則，各董事有權從本公司的資產中獲得彌償，以彌償其作為董事在勝訴或無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或法律責任。年內，董事及本集團高級職員已獲適當之董事及高級職員責任保險保障。

REPORT OF THE DIRECTORS

董事會報告

RETIREMENT SCHEMES

The Group participates in defined contribution retirement schemes for its employees in Hong Kong and the PRC. For its Hong Kong employees, the Group operates a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Employment Ordinance (Cap. 57 of the Laws of Hong Kong). The MPF Scheme is a defined contribution retirement plan administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at 5% of the employees’ relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the MPF Scheme vest immediately.

Regarding the employees in the PRC, pursuant to the relevant labour laws, rules and regulations in the PRC, the Group participates in defined contribution retirement benefit scheme (the “**Retirement Benefit Scheme**”) organised by the relevant local government authorities in the PRC whereby the Group is required to make contributions to the Retirement Benefit Scheme at a certain rate of the standard wages determined by the relevant authorities in the PRC during the year. Contributions to the Retirement Benefit Scheme vest immediately.

During the year ended 31 December 2023, there was no forfeited contribution under the MPF Scheme and Retirement Benefit Scheme which may be used by the Group to reduce the existing level of contributions (2022: nil).

Details of the Group’s contributions to the retirement schemes are shown in notes 10 and 11 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

There was no equity-linked agreement entered into by the Company, or subsisted during or at the end of the year.

退休計劃

本集團為其香港及中國僱員參與界定供款退休計劃。就香港僱員而言，本集團根據香港法例第485章《強制性公積金計劃條例》為受香港法例第57章《僱傭條例》管轄之司法權區受聘之僱員設立強制性公積金計劃（「**強積金計劃**」）。強積金計劃是由獨立受託人管理之界定供款退休計劃。根據強積金計劃，僱主及僱員各自均須按僱員有關收入之5%向強積金計劃作出供款，而每月有關收入之上限為30,000港元。強積金計劃供款即時歸屬。

就中國僱員而言，根據中國相關勞動法例、條例及規例，本集團參與一項由中國有關地方政府機關組織的界定供款退休福利計劃（「**退休福利計劃**」），據此，本集團須於年內按中國相關機關釐定的標準工資之一定比率向退休福利計劃作出供款。退休福利計劃之供款即時歸屬。

截至2023年12月31日止年度，在強積金計劃及退休福利計劃下概無被沒收的供款可供本集團用於減低現有供款水平（2022年：無）。

本集團就退休計劃的供款詳情載於綜合財務報表附註10及11。

股票掛鈎協議

本公司於年內或年末並無訂立或存在股票掛鈎協議。

REPORT OF THE DIRECTORS

董事會報告

MANAGEMENT CONTRACTS

No contracts, which were not a contract of service with any Director or any person engaged in the full-time employment of our Company, concerning the management and administration of the whole or any substantial part of the business of the Group were entered into or existed during the year.

管理合約

年內，概無訂立或存在有關管理及經營本集團全部或任何重大部分業務之合約（並非與任何董事或與本公司有全職僱傭關係之任何人士訂立之服務合約）。

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentages of sales and purchases from the major customers and suppliers of the Group, respectively, are set out below:

主要客戶及供應商

年內，本集團主要客戶及供應商分別佔銷售額及採購額之百分比如下：

	Approximate percentage of the Group's total sales 佔本集團銷售總額之概約百分比
(1) Sales 銷售	
— the largest customer — 最大客戶	21%
— the five largest customers (combined) — 五大客戶 (合併)	50%
	Approximate percentage of the Group's total purchases 佔本集團採購總額之概約百分比
(2) Purchases 採購	
— the largest supplier — 最大供應商	32%
— the five largest suppliers (combined) — 五大供應商 (合併)	75%

REPORT OF THE DIRECTORS

董事會報告

As far as the Directors are aware, none of the Directors or any of their close associates (as defined in the GEM Listing Rules), or any Shareholders (that, to the knowledge of the Directors, owns more than 5% of the issued Shares) had any beneficial interest in the Group's five largest customers and suppliers during the year.

DIRECTORS

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

EXECUTIVE DIRECTORS

Mr. Sun Haitao (*Chairman*)
Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Song Ke
Mr. Yu Tat Chi Michael
Ms. Liu Jia

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years.

據董事所知，董事或彼等之任何緊密聯繫人士（定義見GEM上市規則）或就董事所知擁有已發行股份5%以上權益之任何股東，年內概無於本集團五大客戶及供應商擁有任何實益權益。

董事

年內及直至本報告日期在任之董事如下：

執行董事

孫海濤先生 (*主席*)
吳珊女士

獨立非執行董事

宋柯先生
余達志先生
劉佳女士

根據細則第84(1)條，於每年股東週年大會上，當時三分之一（或如董事人數並非三(3)之倍數，最接近但不少於三分之一之人數）之董事須要輪值退任，惟每名董事應於股東週年大會上輪值退任，至少每三年一次。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors are set out on pages 10 to 12 of this report.

CHANGES OF INFORMATION OF DIRECTORS UNDER RULE 17.50A(1) OF THE GEM LISTING RULES

Changes in the information of the Directors under rule 17.50A(1) during the year ended 31 December 2023 and up to the date of this report are set out below:

- Mr. Yu Tat Chi Michael was appointed as executive director of Sino Splendid Holdings Limited (listed on the Stock Exchange, stock code: 8006) on 1 February 2024.
- Mr. Yu Tat Chi Michael ceased to hold a license for type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance from August 2023.
- The annual Director's fee of Ms. Wu Shan as executive Director has been changed to HK\$408,000 with effect from 1 January 2023.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

董事履歷

董事履歷詳情載於本報告第10至12頁。

GEM上市規則第17.50A(1)條規定的董事信息變更

截至2023年12月31日止年度和截至本報告日期，第17.50A(1)條規定的董事信息變更列示如下：

- 余達志先生於2024年2月1日獲委任為中國華泰瑞銀控股有限公司（聯交所上市，股份代號：8006）的執行董事。
- 余達志先生自2023年8月起不再持有證券及期貨條例項下之第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動的牌照。
- 吳珊女士作為執行董事的年度董事酬金已變更為408,000港元，自2023年1月1日起生效。

除上述披露外，沒有任何其他信息需要根據GEM上市規則第17.50A(1)條披露。

董事之服務合約

董事概無與本公司訂立本公司不可於一年內免付賠償（法定賠償除外）而予以終止之服務合約。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' REMUNERATION

The Remuneration Committee considers and recommends to the Board the remuneration and other benefits paid by the Company to the Directors. The remuneration of all Directors is subject to regular monitoring by the Remuneration Committee to ensure that the levels of their remuneration and compensation are appropriate. References to the remuneration standards of the industry as well as the business development of the Company are made to ensure the level of remuneration should be sufficient to attract and retain the Directors, and the Company should avoid paying more than necessary for this purpose.

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

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No transactions, arrangements or contracts of significance in relation to the Group's businesses to which any of the Company's subsidiaries and fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during or at the end of the year.

CONTROLLING SHAREHOLDERS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

No contract of significance has been entered into between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries at any time during the year. In addition, no contract of significance for the provision of services to the Company or any of its subsidiaries was entered into between the Company or any of its subsidiaries and a controlling Shareholder or any of its subsidiaries during the year.

董事酬金

薪酬委員會考慮並向董事會建議本公司支付予董事的薪酬及其他福利。所有董事的薪酬須經薪酬委員會定期監察，確保其薪酬及補償水平恰當。本公司會參考行業的薪酬標準並配合本公司的業務發展，確保薪酬的水平足以吸引及保留董事，且本公司避免為此目的支付過多酬金。

董事酬金的詳情載於綜合財務報表附註11。

董事於交易、安排或合約之權益

年內任何時間或年底時不存在本公司任何附屬公司及同系附屬公司為訂約一方及董事或董事之關聯實體直接或間接於其中擁有重大權益並對本集團業務而言屬重要之交易、安排或合約。

控股股東於交易、安排或合約之權益

年內任何時間本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立重大合約。此外，年內本公司或其任何附屬公司概無與控股股東或其任何附屬公司就向本公司或其任何附屬公司提供服務訂立任何重大合約。

REPORT OF THE DIRECTORS 董事會報告

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

As at 31 December 2023, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”) (Cap. 571 of the Laws of Hong Kong)), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), or pursuant to section 352 of the SFO, to be recorded in the register of the Company referred to therein, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings in securities by directors of listed issuers (the “Required Standard of Dealings”) as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事及本公司最高行政人員於本公司或任何相聯法團的股份、相關股份及債券中擁有的權益及淡倉

於2023年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文被視作或視為擁有之權益或淡倉），或根據證券及期貨條例第352條須記錄於該條例所指之本公司登記冊之權益或淡倉，或根據GEM上市規則第5.46條至5.67條所述上市發行人董事進行證券交易之必守標準（「交易必守標準」）須知會本公司及聯交所之權益或淡倉如下：

Long position in shares of associated corporation

於相聯法團股份之好倉

Name of Directors	Name of associated corporation	Capacity and nature of interests	Number of shares	Approximate percentage of issued shares ⁽¹⁾ 佔已發行股份之概約百分比 ⁽¹⁾
董事姓名	相聯法團名稱	身份及權益性質	股份數目	
Mr. Sun Haitao (“Mr. Sun”)	51 Credit Card	Founder of a discretionary trust who can influence how the trustee exercises his discretion ⁽²⁾	108,159,464	7.96%
孫海濤先生 (「孫先生」)	51信用卡	可影響受託人如何行使其酌情權的酌情信託創立人 ⁽²⁾		
		Others ⁽²⁾ 其他 ⁽²⁾	50,355,000	3.71%
		Others ⁽²⁾ 其他 ⁽²⁾	142,708,272	10.51%
			301,222,736	22.18%

REPORT OF THE DIRECTORS

董事會報告

Notes:

- (1) The calculations were based on the number of shares as a percentage of the total number of issued shares of 51 Credit Card (i.e. 1,358,320,188 shares) as at 31 December 2023.
- (2) Rising Sun Limited (the sole shareholder of which is Wukong Ltd., which is beneficially owned by a discretionary trust, Wukong Trust, founded by Mr. Sun), (i) beneficially holds 108,159,464 shares in 51 Credit Card among which 97,297,298 shares were charged in favour of Hangzhou Zhenniu Information Technology Co., Ltd.* (“**Hangzhou Zhenniu**”) (an indirect wholly-owned subsidiary of 51 Credit Card), a non-qualified lender; (ii) acts as a general partner and controls 51 Xihu L.P., which in turn holds 50,355,000 shares in 51 Credit Card; and (iii) holds 142,708,272 shares in 51 Credit Card through various voting proxies.

Save as disclosed above, as at 31 December 2023, no other Director or chief executive of the Company had or was deemed to have any interest or short position in any shares, underlying shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which were taken or deemed to have under such provisions of the SFO), as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Required Standard of Dealings.

附註：

- (1) 按股份數目佔於2023年12月31日51信用卡已發行股份總數（即1,358,320,188股股份）的百分比計算。
- (2) Rising Sun Limited（其全資股東為Wukong Ltd.（由孫先生創立的酌情信託Wukong Trust實益擁有））(i)實益持有51信用卡之108,159,464股股份，其中97,297,298股已以非合資格借出人杭州振牛信息科技有限公司（「**杭州振牛**」），一間由51信用卡間接全資擁有之附屬公司）為受益人作出抵押；(ii)擔任普通合夥人並控制51 Xihu L.P.，而51 Xihu L.P.持有51信用卡之50,355,000股股份；及(iii)透過不同投票委託持有51信用卡之142,708,272股股份。

除上文所披露者外，於2023年12月31日，概無其他董事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉（包括根據證券及期貨條例之該等條文被視作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於所存置之登記冊之任何權益或淡倉，或根據交易必守標準須知會本公司及聯交所之任何權益或淡倉。

REPORT OF THE DIRECTORS 董事會報告

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2023, so far as was known to the Directors, the persons or entities, other than the Directors or chief executives of the Company, who had or was deemed to have an interest or a short position in the Shares, underlying Shares and debentures of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO were as follows:

主要股東及其他人士於本公司的股份、相關股份及債券中擁有的權益及淡倉

於2023年12月31日，就董事所知，以下人士或實體（董事或本公司最高行政人員除外）於本公司股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例第336條規定須記錄於本公司須存置之登記冊之權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉：

Names	Capacity and nature of interests	Number of Shares directly or indirectly held and category ⁽⁵⁾	Approximate percentage of issued Shares ⁽¹⁾
名稱	身份及權益性質	直接或間接持有的股份數目及類別 ⁽⁵⁾	佔已發行股份之概約百分比 ⁽¹⁾
Substantial Shareholders			
主要股東			
51 Credit Card ⁽²⁾ 51信用卡 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,834,963,213 (L)	39.16%
51 Credit Card (China) Limited ⁽²⁾ 51信用卡(中國)有限公司 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,834,963,213 (L)	39.16%
Hangzhou Zhenniu ⁽²⁾ 杭州振牛 ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,834,963,213 (L)	39.16%
Hangzhou Jiahao Technology Co., Ltd.* ("Hangzhou Jiahao") ⁽²⁾ 杭州嘉好科技有限公司(「杭州嘉好」) ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,834,963,213 (L)	39.16%
Shanghai Wuniu Network Technology Co., Ltd.* ("Shanghai Wuniu") ⁽²⁾ 上海悟牛網絡科技有限公司(「上海悟牛」) ⁽²⁾	Interest in controlled corporation 於受控制法團之權益	1,834,963,213 (L)	39.16%
51RENPIN.COM INC. ^{(2), (4)}	Beneficial owner 實益擁有人	1,834,963,213 (L)	39.16%
Mr. Wang Yonghua ("Mr. Wang") ^{(3), (4)} 王永華先生(「王先生」) ^{(3), (4)}	Interest in controlled corporation 於受控制法團之權益	365,000,000 (L)	7.79%

REPORT OF THE DIRECTORS

董事會報告

Names	Capacity and nature of interests	Number of Shares directly or indirectly held and category ⁽⁵⁾ 直接或間接持有的股份數目及類別 ⁽⁵⁾	Approximate percentage of issued Shares ⁽¹⁾ 佔已發行股份之概約百分比 ⁽¹⁾
名稱	身份及權益性質		
Tian Tu Capital Co., Ltd.* ("Tian Tu Capital") ^{(3), (4)} 深圳市天圖投資管理股份有限公司 〔「天圖投資」〕 ^{(3), (4)}	Interest in controlled corporation 於受控制法團之權益	365,000,000 (L)	7.79%
Tiantu Investments International Limited ^{(3), (4)} 天圖投資國際有限公司 ^{(3), (4)}	Beneficial owner 實益擁有人	365,000,000 (L)	7.79%
Mr. Zuo Lei ⁽⁵⁾ 左磊先生 ⁽⁵⁾	Beneficial owner 實益擁有人	483,600,000 (L)	10.32%

Notes:

附註：

- | | |
|--|---|
| <p>(1) The calculations were based on the number of Shares which each party is interested in (whether directly or indirectly interested or deemed to be interested) as a percentage of the total number of issued Shares (i.e. 4,686,048,381 Shares) as at 31 December 2023.</p> | <p>(1) 按各方於2023年12月31日持有權益(直接或間接擁有或被視為擁有的權益)的股份數目佔已發行股份總數(即4,686,048,381股股份)的百分比計算。</p> |
| <p>(2) 51RENPIN.COM INC. is wholly owned by Shanghai Wuniu, which is in turn wholly owned by Hangzhou Jiahao. Further, contractual arrangements have been entered into between Hangzhou Zhenniu (a company wholly owned by 51 Credit Card (China) Limited, which is in turn wholly owned by 51 Credit Card) and Hangzhou Jiahao so that Hangzhou Zhenniu can control Hangzhou Jiahao. By virtue of the SFO, the above companies are deemed to be interested in those Shares held by 51RENPIN.COM INC., respectively. Mr. Sun is a director of each of Shanghai Wuniu and 51RENPIN.COM INC.</p> | <p>(2) 51RENPIN.COM INC.由上海悟牛全資擁有，上海悟牛則由杭州嘉好全資擁有。此外，杭州振牛(由51信用卡(中國)有限公司全資擁有，而該公司由51信用卡全資擁有)與杭州嘉好已訂立合約安排，故杭州振牛能控制杭州嘉好。根據證券及期貨條例，上述公司分別被視為擁有51RENPIN.COM INC.所持該等股份之權益。孫先生分別為上海悟牛及51RENPIN.COM INC.之董事。</p> |
| <p>(3) 365,000,000 Shares are owned beneficially by Tiantu Investments International Limited, a company wholly owned by Tian Tu Capital which is in turn owned as to approximately 40.35% by Mr. Wang.</p> | <p>(3) 365,000,000股股份由天圖投資國際有限公司(一間由天圖投資全資擁有之公司)實益擁有，而天圖投資由王先生擁有約40.35%股權。</p> |
| <p>(4) Pursuant to the deed of release dated 9 January 2023 entered into between Tiantu Investments Limited and 51RENPIN.COM INC., 1,834,963,213 shares secured in favour of Tiantu Investments Limited have been discharged. With this regard, on 9 January 2023, Tiantu Investments Limited and Tiantu Advisory Company Limited ceased to have any interest in shares of the Company. Mr. Wang is deemed to be interested in 365,000,000 Shares held by Tiantu Investments International Limited, a company wholly owned by Tian Tu Capital thereafter.</p> | <p>(4) 根據Tiantu Investments Limited與51RENPIN.COM INC.於2023年1月9日簽訂的解除合約，以Tiantu Investments Limited為受益人抵押的1,834,963,213股股份已被解除。因此，在2023年1月9日，Tiantu Investments Limited和天圖諮詢有限公司不再擁有本公司股份的任何權益。其後，王先生被視為在天圖投資國際有限公司(一家由天圖投資全資擁有的公司)持有的365,000,000股股份中擁有權益。</p> |
| <p>(5) Pursuant to a Form 1 — "Individual Substantial Shareholder Notice" filed by Mr. Zuo Lei on 11 March 2024, he was interested in 483,600,000 Shares as at 30 October 2023.</p> | <p>(5) 根據左磊先生於2024年3月11日提交的表格1 — 「個人大股東通知」，彼於2023年10月30日於483,600,000股股份中擁有權益。</p> |
| <p>(6) (L) — Long Position.</p> | <p>(6) (L) — 好倉。</p> |

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, so far as was known to the Directors, as at 31 December 2023, there was no person (not being a Director or a chief executive of the Company) who had or was deemed to have an interest or short position in the Shares, underlying shares and debentures of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

ARRANGEMENT TO PURCHASE SHARES OR DEBENTURES

At no time during the year and at the end of the year was the Company or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other subsidiaries.

FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS PURCHASE

For the year ended 31 December 2023, the Group did not have any material investments (2022: nil). The Group had no specific plan for material investment or acquisition of capital assets as at 31 December 2023.

CONNECTED AND RELATED PARTY TRANSACTIONS

For the year ended 31 December 2023, there were no connected transactions or continuing connected transactions of the Company which require compliance with any of the reporting, announcement or independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules. Details of material related party transactions undertaken in the usual course of business of the Group are set out in note 30 to the consolidated financial statements. However, these transactions were either exempt from reporting, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules, or did not fall under the definition of connected transactions or continuing connected transactions as defined in Chapter 20 of the GEM Listing Rules. Accordingly, the Company has complied with the disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

除上文所披露者外，就董事所知，於2023年12月31日，概無人士（董事或本公司最高行政人員除外）於本公司股份、相關股份及債券中擁有或被視為擁有根據證券及期貨條例第336條規定須記錄於本公司須存置之登記冊之權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部之規定須向本公司披露之權益或淡倉。

購買股份或債券的安排

於年內任何時間內及年底，本公司或其任何控股公司、附屬公司或同系附屬公司概無參與訂立任何安排，以使董事可藉購入本公司或任何其他附屬公司的股份或債權證而取得利益。

重大投資或購入資本資產之未來計劃

截至2023年12月31日止年度，本集團並無任何重大投資（2022年：無）。於2023年12月31日，本集團並無有關重大投資或購入資本資產之具體計劃。

關連及關連方交易

截至2023年12月31日止年度，本公司並無關連交易或持續關連交易須遵守GEM上市規則第二十章下的申報、公告或獨立股東批准規定。於本集團日常業務過程中進行的重大關連方交易詳情載於綜合財務報表附註30。然而，該等交易或獲豁免遵守GEM上市規則第二十章項下的申報、公告及獨立股東批准規定，或不屬GEM上市規則第二十章所界定的關連交易或持續關連交易。因此，本公司已根據GEM上市規則第二十章遵守披露規定。

REPORT OF THE DIRECTORS

董事會報告

COMPETITION AND CONFLICT OF INTERESTS

During the year, none of the Directors or controlling Shareholders or any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete with the business of the Group.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the total issued Shares was at all times held by the public during the year and up to the latest practicable date prior to the issue of this report. The Company has maintained a sufficient public float in compliance with the GEM Listing Rules.

CORPORATE GOVERNANCE

A detailed report on corporate governance is set out on pages 28 to 47 of this report.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2023 have been audited by Baker Tilly Hong Kong Limited. A resolution will be proposed to the forthcoming AGM to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company of the subsequent year.

By order of the Board

China Netcom Technology Holdings Limited
Sun Haitao

Chairman and Executive Director

21 March 2024

* *The English name(s) has/have been transliterated from its/their respective Chinese name(s) and is/are for identification only.*

競爭及利益衝突

年內，概無董事或控股股東或彼等各自的任何緊密聯繫人士（定義見GEM上市規則）在與本集團業務構成或可能構成競爭之業務中擁有任何權益。

充足公眾持股量

根據本公司從公開途徑所得之資料及就董事所知，公眾人士年內及直至刊發本報告前的最後實際可行日期一直持有已發行股份總額不少於25%。本公司一直維持充足公眾持股量以符合GEM上市規則之規定。

企業管治

詳述企業管治之報告載於本報告第28至47頁。

核數師

本集團截至2023年12月31日止年度之綜合財務報表由天職香港會計師事務所有限公司審核。本公司在即將召開的股東週年大會上將提呈一項決議案，以續聘天職香港會計師事務所有限公司為本公司下屆核數師。

承董事會命

中彩網通控股有限公司
主席兼執行董事
孫海濤

2024年3月21日

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE CULTURE

The Group recognizes that a good corporate culture is necessary to support and complement its corporate governance efforts and corporate image, and has gradually developed a corporate culture emphasising on lawful, ethical and responsible business conduct over the years, which has been reflected in the overall operations and management of the Group, in order to facilitate the long-term sustainability of the Group. In order to promote open communication in the workplace and high ethical standards among staff and management of the Group, the Group has established anti-corruption and whistle-blowing policies, to provide guidance on identifying relevant breaches or improper behaviour, reporting procedures and consequences of violations of such policies. For further details on the Group's anti-corruption and whistle-blowing policies, please see pages 83 to 84 of the ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high standards of corporate governance in order to uphold the transparency of the Group and safeguard the interests of the Shareholders.

For the year ended 31 December 2023, the Company had applied and complied with all the code provisions in the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the GEM Listing Rules except for the following:

CODE PROVISION C.2.1

Code provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

Currently, Mr. Sun being the chairman of the Board, also serves as the function of chief executive officer of the Company (the "CEO") which is deviated from the code provision C.2.1 of the CG Code that the roles of chairman and the CEO are performed by the same individual. The Board considers that Mr. Sun possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. In the opinion of the Directors, through supervision by the Board and the independent non-executive Directors, the same individual performing the roles of chairman and the CEO can achieve the goal of improving the Company's efficiency in decision making, execution and effectively capturing business opportunities.

企業文化

本集團意識到，良好的企業文化對於支持和補充其企業管治工作和企業形象是必要的，多年來逐步形成了強調合法、道德和負責任的商業行為的企業文化，並體現在本集團的整體運營和管理中，以促進本集團的長期可持續發展。為了促進工作場所的坦誠溝通和本集團員工及管理層的高道德標準，本集團制定了反腐敗和舉報政策，為識別相關違規或不當行為、舉報程序和違反這些政策的後果提供指導。有關本集團反腐敗和舉報政策的進一步詳情，請見環境、社會及管治報告第83至84頁。

企業管治常規

董事會致力於維持高標準的企業管治，以提高本集團的透明度及保障股東權益。

截至2023年12月31日止年度，本公司已應用及遵守GEM上市規則附錄C1所載之企業管治守則（「企業管治守則」）之所有守則條文，惟下列情況除外：

守則條文第C.2.1條

企業管治守則之守則條文第C.2.1條規定主席與行政總裁之角色應加以區分，不應由同一人兼任。

目前，孫先生作為董事會主席，兼任本公司行政總裁（「行政總裁」）的職能，與企業管治守則之守則條文第C.2.1條偏離，因為主席與行政總裁的職務由同一人擔任。董事會認為，孫先生具備管理董事會所需之領導技巧，亦廣泛熟悉本集團之業務。董事認為，透過董事會及獨立非執行董事的監管，由同一人兼任主席及行政總裁的安排可以達到提高本公司決策及執行效率，有效抓住商機的目的。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board will review the effectiveness of this arrangement from time to time. The Company is still looking for a suitable candidate to fill the vacancy of the CEO in order to comply with the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted a code of conduct for securities transactions by Directors (the “**Code Of Conduct**”) which is on terms no less exacting than the Required Standard of Dealings against which issuers and their directors must measure their conduct regarding transactions in securities of their issuers. The Company has made specific enquiry with all Directors and has not been notified of any non-compliance with the Required Standard of Dealings and the Code Of Conduct by any of the Directors during the year.

THE BOARD OF DIRECTORS AND MEETINGS

The Board comprised the following Directors during the year and up to the date of this report:

EXECUTIVE DIRECTORS

Mr. Sun Haitao (*Chairman*)
Ms. Wu Shan

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Tat Chi Michael
Ms. Liu Jia
Mr. Song Ke

The biographical details of the Directors are set out under the section headed “BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT” of this report.

董事會將不時檢討該安排的成效。本公司仍在物色合適人選以填補行政總裁之空缺以符合企業管治守則之規定。

董事之證券交易

本公司已採納有關董事進行證券交易的行為守則（「行為守則」），其條款的嚴格程度不遜於發行人及董事於買賣其所屬發行人的證券時用以衡量其本身操守的交易必守標準。本公司已向全體董事作出特定查詢，並不知悉年內任何董事有違反交易必守標準及行為守則之規定。

董事會及會議

年內及截至本報告日期，董事會包括下列董事：

執行董事

孫海濤先生 (*主席*)
吳珊女士

獨立非執行董事

余達志先生
劉佳女士
宋柯先生

董事履歷詳情載於本報告「董事及高級管理層履歷詳情」一節。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board has implemented various mechanisms to ensure that independent views are available to the Board, including: (1) having three independent non-executive Directors (“INEDs”) representing at least one-third of the Board; (2) ensuring ongoing liaison between the Chairman and all INEDs through the company secretary which allows continuous feedback is given and timely consideration of any proposals; (3) making independent professional advice available to Directors upon reasonable request under the terms of reference of each of Committees of the Company; (4) requirement for each INED to provide written confirmation annually as to the factors affecting their independence provided under the GEM Listing Rules; (5) in considering prospective INEDs candidates, the Nomination Committee assesses independence of the candidate(s) with reference to the relevant guidelines set out in the GEM Listing Rules and other factors, including but not limited to his/her character, integrity, cross-directorships and significant links with other Directors, time commitment, professional qualifications and relevant work experience; and (6) the Nomination Committee shall review the structure, size and composition of the Board regularly in relation to the Company’s Board diversity policy (“**Board Diversity Policy**”) and make proposals accordingly.

The Company will conduct a regular review on the implementation and effectiveness of such mechanisms each year.

董事會已經實施了各種機制，以確保董事會能夠獲得獨立意見，包括：(1)三名獨立非執行董事（「**獨立非執行董事**」）至少佔董事會成員的三分之一；(2)確保主席與所有獨立非執行董事之間通過公司秘書保持聯繫，以便持續提供反饋並及時考慮任何建議；(3)根據本公司各委員會的職權範圍，在董事提出合理要求時提供獨立專業意見；(4)要求每名獨立非執行董事每年提供書面確認，說明GEM上市規則規定的影響其獨立性的因素；(5)在考慮潛在的獨立非執行董事候選人時，提名委員會將參照GEM上市規則規定的相關準則和其他因素評估候選人的獨立性，包括但不限於其性格、誠信、與其他董事的交叉關係和重要聯繫、時間投入、專業資格和相關工作經驗；及(6)提名委員會應根據本公司的董事會成員多元化政策（「**董事會成員多元化政策**」）定期審查董事會的結構、規模和組成，並提出相應建議。

本公司將每年對這些機制的實施和效果進行定期審查。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board meets regularly (at least four times a year at quarterly intervals) for reviewing and approving the financial and operating performance of the Group, considering and approving the overall strategies and policies and approving the change of constitution of the Board and the salary of INEDs of the Company. Additional meetings are convened as and when the Board considers necessary. The Directors attended those meetings in person, by phone or through other electronic means of communication. The attendance record of the meetings of the Directors during the year ended 31 December 2023 is set out below:

董事會定期會召開董事會會議（每年按季度召開至少四次），以審閱及批准本集團之財務及營運表現，考慮及批准本公司整體策略及政策及批准變更董事會組成及獨立非執行董事的薪酬。在董事會認為必要時會召開額外會議。董事親身、透過電話或其他電子通訊方式出席該等會議。每位董事於截至2023年12月31日止年度之會議出席記錄載列如下：

Name of Directors 董事名稱	Attendance/Number of meetings entitled to attend 出席次數／有權出席會議數目				
	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
<i>Executive Directors</i> 執行董事					
Mr. Sun Haitao 孫海濤先生	5/5	—	1/1	1/1	1/1
Ms. Wu Shan 吳珊女士	5/5	—	—	—	1/1
<i>INEDs</i> 獨立非執行董事					
Mr. Yu Tat Chi Michael 余達志先生	5/5	5/5	1/1	1/1	1/1
Ms. Liu Jia 劉佳女士	5/5	5/5	1/1	1/1	1/1
Mr. Song Ke 宋柯先生	5/5	5/5	1/1	1/1	1/1

CORPORATE GOVERNANCE REPORT

企業管治報告

RESPONSIBILITY OF THE BOARD AND DELEGATION OF MANAGEMENT FUNCTION

The Board has the overall responsibility for the stewardship of the Group, including the responsibilities for the adoption of long-term strategies and appointment and supervision of management to ensure that the operation of the Group is conducted in accordance with the objective of the Group. Execution of daily operational matters is delegated to the management. Such arrangements are reviewed by the Board to ensure they align with the Company's business needs annually.

Currently, Mr. Song Ke, Ms. Liu Jia and Mr. Yu Tat Chi Michael are the INEDs. All of them are under a term of service of three years commencing from the date of their respective appointments or the date of entering into their respective letter of appointments. All Directors, including the INEDs, are subject to retirement by rotation and re-election at the AGM in accordance with the Articles, provided that the appointment may be terminated by the Company or the Director concerned with a written notice pursuant to their respective service contracts and letter of appointments.

There is no relationship (including financial, business, family or other material/relevant relationships) among members of the Board. All of them are free to exercise their independent judgement during the year. The Company has received annual written confirmations from the INEDs in respect of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers the INEDs to be independent in accordance with the independence guidelines set out in the GEM Listing Rules.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF THE DIRECTORS

Pursuant to the code provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. Each member of the Board received training on corporate governance, regulatory developments or other relevant topics during the year, and the Directors are continually updated on developments in the statutory and regulatory regime and the business environment to facilitate the discharge of their responsibilities.

董事會的責任及管理職能的授權

董事會負有管理本集團之整體責任，包括負責採納長期策略以及委任及監督管理層，以確保本集團之運作按本集團之目標而進行。日常營運事項之執行授權予管理層處理。這種安排由董事會審查，以確保它們每年與本公司的業務需求相一致。

目前，獨立非執行董事為宋柯先生、劉佳女士及余達志先生。全部均有由其各自獲委任日期起或訂立其各自委任函日起生效，為期三年之委任函。所有董事（包括獨立非執行董事）均須根據細則於股東週年大會上輪值告退及膺選連任，惟本公司或有關董事可根據其服務合約及委任函發出書面通知而終止任命。

董事會成員之間並無任何關係（包括財務、業務、家屬或其他重大／相關關係）。年內彼等全部均可自由行使其獨立判斷權。本公司已接獲獨立非執行董事根據GEM上市規則第5.09條規定就彼等獨立性發出之書面年度確認書。本公司認為，根據GEM上市規則所載之獨立性指引，獨立非執行董事均屬獨立人士。

董事持續專業發展

根據企業管治守則之守則條文第C.1.4條，所有董事應參與持續專業發展，以發展及更新其知識及技能。年內，各董事會成員均曾接受企業管治、監管發展或其他相關事項的培訓，而董事亦將持續獲得有關法定和監管制度以及業務環境的最新消息，以協助履行彼等的職責。

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Details of trainings attended by each Director in continuous professional development during the year are set out below:

每位董事於年內曾參與之持續專業發展培訓詳情載列如下：

Name of Directors 董事名稱	Scope of Training 培訓範疇			
	Directors' duties 董事職責	Legal and regulatory updates 法律及監管更新	Business updates 業務更新	Corporate governance 企業管治
<i>Executive Directors</i> 執行董事				
Mr. Sun 孫先生	Yes 有	Yes 有	Yes 有	Yes 有
Ms. Wu Shan 吳珊女士	Yes 有	Yes 有	Yes 有	Yes 有
<i>INEDs</i> 獨立非執行董事				
Mr. Yu Tat Chi Michael 余達志先生	Yes 有	Yes 有	Yes 有	Yes 有
Ms. Liu Jia 劉佳女士	Yes 有	Yes 有	Yes 有	Yes 有
Mr. Song Ke 宋柯先生	Yes 有	Yes 有	Yes 有	Yes 有

CHAIRMAN AND CHIEF EXECUTIVE

Currently, Mr. Sun takes up the role of chairman and serves as the function of chief executive of the Company, which is deviated from code provision C.2.1 of the CG Code. For further details, please refer to the section headed "CODE PROVISION C.2.1" of this report.

主席及行政總裁

目前，孫先生擔任本公司主席，同時亦擔任行政總裁職能，偏離了企業管治守則之守則條文第C.2.1條的規定。詳情請見本報告「守則條文第C.2.1條」部分。

BOARD COMMITTEES

The Board has established the Nomination Committee, the Remuneration Committee and the Audit Committee (collectively, the "Board Committees") in order to maintain a high level of corporate governance standard of the Company.

董事委員會

董事會已成立提名委員會、薪酬委員會及審核委員會（統稱「董事委員會」），以保持本公司高水平之企業管治準則。

CORPORATE GOVERNANCE REPORT

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AUDIT COMMITTEE AND ACCOUNTABILITY

The Audit Committee comprised three members and all members are INEDs. The Audit Committee is chaired by Mr. Yu Tat Chi Michael, with Mr. Song Ke and Ms. Liu Jia as members.

The primary duties of the Audit Committee are to make recommendations 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 assessing their independence and performance; review the Group's financial information and compliance; and review the Group's financial reporting system, risk management and internal control systems.

Summary of the work performed by the Audit Committee during the year:

- reviewed the audited consolidated financial statement, annual results announcement and the annual report for the year ended 31 December 2022;
- reviewed the unaudited consolidated financial statements for the three months, six months and nine months ended 31 March, 30 June and 30 September 2023, respectively;
- reviewed the financial reporting system, the risk management and internal control systems, and the effectiveness of the internal audit function;
- made recommendations to the Board on the re-appointment of the auditor of the Company; and
- discussed with the auditor of the Company the audit matters before the commencement of the audit work.

The Audit Committee held five meetings during the year. Individual attendance records of each member of the Audit Committee are set out on page 31 of this report.

審核委員會

審核委員會由三名委員組成，所有委員均為獨立非執行董事。審核委員會主席為余達志先生，委員包括宋柯先生及劉佳女士。

審核委員會之主要職責為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以及評估其獨立性及表現；審閱本集團的財務資料及其合規情況；及檢討本集團財務匯報系統、風險管理及內部監控系統。

年內審核委員會的工作概要：

- 審閱截至2022年12月31日止年度之經審核綜合財務報表、年度業績公告及年報；
- 審閱分別截至2023年3月31日、6月30日及9月30日止三個月、六個月及九個月之未經審核綜合財務報表；
- 審閱財務匯報系統、風險管理及內部監控系統，及內部審核功能的成效；
- 就重新委任本公司核數師向董事會提出建議；及
- 在審計工作開始前與本公司核數師討論審計事項。

年內，審核委員會已舉行五次會議。審核委員會各委員之個人出席記錄載列於本報告第31頁內。

CORPORATE GOVERNANCE REPORT

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The Board Committees have adopted specific terms of reference clearly defining their respective powers and responsibilities. These committees are required by their terms of reference to report to the Board in relation to their decisions, findings or recommendations, and in certain specific situations, to seek the Board's approval before taking any actions. The Board reviews, on an annual basis, all delegations by the Board to each of the Board Committees to ensure that such delegations are appropriate and continue to be beneficial to the Group as a whole.

AUDITOR'S REMUNERATION

For year ended 31 December 2023, the remuneration payable in respect of the audit and non-audit services rendered by the auditor of the Company are as follows:

Type of services 服務類型		Approximate amount 概約金額 (HK\$'000) (千港元)
Audit services	審計服務	1,120
Non-audit services	非審計服務	780

NATURE OF NON-AUDIT SERVICES

The non-audit services provided by the auditor of the Company for the year ended 31 December 2023 include reviews of the Company's annual results announcement for the year ended 31 December 2022 and unaudited consolidated financial statements for the three months, six months and nine months ended 31 March, 30 June and 30 September 2023, respectively.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements which give a true and fair view of the state of affairs of the Group. In preparing such financial statements, it is fundamental that appropriate accounting policies are selected and applied consistently. The statement of the auditor of the Company about its reporting responsibilities on the consolidated financial statements is set out in the section headed "INDEPENDENT AUDITOR'S REPORT" of this report on pages 94 to 101.

董事委員會已採納清楚區分其權力及職責之指定職權範圍。職權範圍規定該等委員會就其決定、結論或推薦意見向董事會報告，並在若干特定情況下，在採取任何行動前尋求董事會之批准。董事會每年檢討董事會向各董事委員會之所有授權，以確保該等授權為合適並繼續對本集團整體有所裨益。

核數師酬金

截至2023年12月31日止年度，就本公司核數師提供之審計及非審計服務應付之酬金如下：

非審計服務性質

截至2023年12月31日止年度，本公司核數師提供之非審計服務包括審閱本公司截至2022年12月31日止年度之年度業績公告及分別截至2023年3月31日止三個月，6月30日止六個月及9月30日止九個月之未經審計綜合財務報表。

董事及核數師對財務報表之責任

董事知悉彼等就編製真實與公平反映本集團狀況之財務報表須承擔責任。在編製該等財務報表時，必須選取和貫徹採用合適的會計政策。本公司核數師就綜合財務報表申報責任之聲明載於本報告第94至101頁之「獨立核數師報告」一節。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Nomination Committee comprised four members and a majority of the members are INEDs. The Nomination Committee is chaired by Mr. Sun, the chairman of the Board and executive Director, with Mr. Song Ke, Ms. Liu Jia and Mr. Yu Tat Chi Michael as members.

The primary duties of the Nomination Committee are to review the structure, size and composition of the Board at least annually; identify individuals suitably qualified to become members of the Board, to assess the independence of the INEDs and make recommendation to the Board on relevant matters relating to the appointment or re-election of Directors and succession planning of the Board.

Summary of the work performed by the Nomination Committee during the year:

- reviewed the structure, size and composition and diversity of the Board, and the Board Diversity Policy;
- reviewed the nomination policy and procedures for directorship during the year;
- assessed the independence of the INEDs; and
- made recommendations to the Board on relevant matters relating to the re-election of Directors.

The Nomination Committee held one meeting during the year. Individual attendance records of each member of the Nomination Committee are set out on page 31 of this report.

提名委員會

提名委員會由四名委員組成，大部份委員均為獨立非執行董事。提名委員會主席為董事會主席兼執行董事孫先生，委員包括宋柯先生、劉佳女士及余達志先生。

提名委員會之主要職責為每年至少檢討董事會之架構、人數及組成一次；物色具備合適資格可擔任董事會成員的人選，評核獨立非執行董事的獨立性，以及就董事委任或重選和董事會的繼任計劃之有關事宜向董事會提出建議。

年內提名委員會的工作概要：

- 檢討董事會之架構、人數及組成及董事會成員多元化，及董事會成員多元化政策；
- 檢討年內董事提名政策及程序；
- 評核獨立非執行董事之獨立性；及
- 就重選董事之相關事宜向董事會提出建議。

年內，提名委員會已舉行一次會議。提名委員會各委員之個人出席記錄載列於本報告第31頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Policy

The Board has adopted a nomination policy (the “**Nomination Policy**”).

Summary of the Nomination Policy

The Company embraced high transparency in the Board member selection process. The Nomination Policy is aimed to ensure the Board maintains a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. The Nomination Committee utilizes various methods for identifying director candidates, including recommendations from Board members, management and professional search firms. In addition, the Nomination Committee will consider director candidates properly submitted by the Shareholders. All director candidates are evaluated by the Nomination Committee based upon the director’s qualifications ability to devote sufficient time to the Company’s affairs, and relevant experience, as stated in the Nomination Policy. While director candidates will be evaluated on the same criteria, the Nomination Committee retains the discretion to establish the relative weighting of such criteria, which may vary based on the composition, skill sets and experiences of the collective Board rather than on the individual candidate. The Nomination Committee has been delegated to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. The Board is ultimately responsible for selection and appointment of new Directors.

提名政策

董事會已採納提名政策（「**提名政策**」）。

提名政策概要

本公司重視董事會成員甄選過程具高透明度。提名政策旨在確保董事會在技能、經驗和觀點多樣性上保持平衡以適應本公司的業務需求。提名委員會採用各種方法來識別董事候選人，包括來自董事會成員、管理層和專業獵頭公司的建議。此外，提名委員會將考慮由股東適當地提交的董事候選人。所有的董事候選人，均由提名委員會根據提名政策所述之董事資格、能否投入足夠時間處理本公司事務及相關經驗進行評估。雖然董事候選人將按照相同的標準進行評估，但提名委員會保留酌情決定權，以確定此類標準的相對權重，這些標準可能會根據集體董事會的組成、技能和經驗而不是個別候選人而有所不同。提名委員會已獲委派以識別具備合適資格成為董事會成員的人士，並就已被提名擔任董事職位的人士進行甄選或向董事會提出建議。董事會最終負責甄選和任命新董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

Summary of the Board Diversity Policy

The Company recognised and embraced the benefits of having a diverse Board to enhance quality of its performance. The Board Diversity Policy aimed to set out the approach to achieve diversity on the Board. Selection of candidates for members of the Board will be based on a number of objective criteria, including but not limited to skills, experience, knowledge, expertise, culture, independence, age and gender, and will take into full consideration of the Company's business scale and specific requirements from time to time. Currently, members of the Board have different business and professional backgrounds, and among all five members of the Board, two are female. Given the current composition of the Board, the Nomination Committee is of the view that gender diversity is achieved and shall focus on maintaining the gender balance. The Nomination Committee is responsible for supervising the implementation of this policy and reviewing it, as appropriate, to ensure its effectiveness.

At present, the Nomination Committee considers that the Board is sufficiently diverse and will review the Board Diversity Policy regularly to ensure its effectiveness and recommend the same to the Board for approval.

The Board and Nomination Committee have reviewed the Board Diversity Policy during the year to ensure its effectiveness and resolved that the diversity in the current Board composition was in the interest of the Company.

For the details of the current gender ratio in the workforce, including senior management of the Group, please see page 69 of the ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT in this report. Given the current composition of the workforce, the Board is of the view that gender diversity is achieved and shall focus on maintaining the gender balance. The management will review the gender composition of the workforce and set targets based on the future needs of the Group's development.

董事會成員多元化政策

董事會成員多元化政策概要

本公司承認並深信董事會成員多元化對提升公司之表現質素裨益良多。董事會成員多元化政策旨在列載為達致董事會成員多元化而採取之方針。甄選董事會成員之候選人會以多項客觀標準為基準，包括但不限於技能、經驗、知識、專才、文化、獨立性、年齡及性別，並充分考慮本公司的業務規模及不時的具體需要。目前董事會成員來自不同業務及專業背景，在全體五位董事會成員中兩位為女性董事。鑒於目前董事會的組成，提名委員會認為，性別多樣性已經實現，並將重點保持性別平衡。提名委員會負責監督該政策的執行情況，並在適當時候審查該政策，以確保該政策行之有效。

目前，提名委員會認為董事會有足夠的多元化，並將定期審查董事會成員多元化政策以確保其有效性，並建議董事會批准。

董事會及提名委員會已於年內檢討董事會成員多元化政策以確保其功效及認為現時董事會成員組合多元化是以本公司利益作為前提。

目前全體員工的性別比例（包括本集團的高級管理層）的詳情，請參見本報告中環境、社會及管治報告的第69頁。鑒於目前員工的組成，董事會認為已經實現了性別多元化，並將致力於保持性別平衡。管理層將審查員工的性別組成，並根據本集團未來發展的需要制定目標。

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REMUNERATION COMMITTEE

The Remuneration Committee comprised four members and a majority of the members are INEDs. The Remuneration Committee is chaired by Mr. Song Ke, with Mr. Sun, the chairman of the Board and an executive Director, Ms. Liu Jia and Mr. Yu Tat Chi Michael as members.

The primary duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration; make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment; make recommendations to the Board on the remuneration of non-executive Directors; consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group; and to review and/or approve matters relating to share schemes under Chapter 23 of the GEM Listing Rules.

Summary of the work performed by the Remuneration Committee during the year:

- reviewed the remuneration of the Directors;
- reviewed and made recommendations to the Board on the remuneration policy and structure for all Directors;
- assessed performance of the executive Directors and approve the terms of the executive Directors' service contracts; and
- reviewed and made recommendations to the Board on the remuneration packages of individual executive Directors, INEDs and senior management, including the proposed adjustment to the director's fee payable to Ms. Wu Shan.

The Remuneration Committee held one meeting during the year ended 31 December 2023. Individual attendance records of each member of the Remuneration Committee are set out on page 31 of this report.

薪酬委員會

薪酬委員會由四名委員組成，大部份委員均為獨立非執行董事。薪酬委員會主席為宋柯先生，委員包括董事會主席兼執行董事孫先生、劉佳女士及余達志先生。

薪酬委員會之主要職責為就本公司所有董事及高級管理人員的全體薪酬政策及架構向董事會提出建議；向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額（包括喪失或終止其職務或委任的應付賠償）；就非執行董事的薪酬向董事會提出建議；考慮同類公司支付的薪酬、須付出的時間及職責、以及本集團內其他職位的僱用條件；及審閱及／或批准GEM上市規則第二十三章所述有關股份計劃的事宜。

年內薪酬委員會的工作概要：

- 審閱董事的薪酬；
- 審閱並就董事的全體薪酬政策及架構向董事會提出建議；
- 評估執行董事的表現及批准執行董事服務合約條款；及
- 審閱並就個別執行董事、獨立非執行董事及高級管理人員的薪酬待遇（包括對應付吳珊女士的董事酬金的建議調整）向董事會提出建議。

截至2023年12月31日止年度內，薪酬委員會已舉行一次會議。薪酬委員會各委員之個人出席記錄載列於本報告第31頁內。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE FUNCTIONS

The Board recognises that the Directors are collectively responsible for the corporate governance duties. Pursuant to the code provision of A.2.1 of the CG Code, such duties include but are not limited to:

- developing and reviewing the Company's policies and practices on corporate governance;
- reviewing and monitoring the training and continuous professional development of the Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the Code Of Conduct and compliance manual (if any) applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and the disclosure in the corporate governance report.

During the year ended 31 December 2023, the Board has reviewed and performed the above mentioned corporate governance functions.

企業管治職能

董事會確認董事集體負責企業管治職責。根據企業管治守則之守則條文第A.2.1條，該等職責包括但不限於：

- 制定及檢討本公司的企業管治政策及常規；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制定、檢討及監察僱員及董事適用的行為守則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。

截至2023年12月31日止年度內，董事會已檢討及履行上述企業管治職能。

CORPORATE GOVERNANCE REPORT

企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL

Risks arise during the Group's pursuance of its long-term strategy and it is the Board's responsibility to evaluate and determine the nature and extent of risks that it is willing to take. The Board acknowledged it is responsible for the risk management and internal control systems of the Group including the task of reviewing such systems and ensuring their effectiveness. The Audit Committee assists the Board in carrying out its responsibilities and is also responsible for reviewing and monitoring the effectiveness of the Group's internal audit function.

The Group adopts the "three lines of defence" framework for effective risk management and follows The Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Internal Control — Integrated Framework for the design, implementation and review of internal controls.

The Group's risk management and internal control systems are, however, designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

With respect to the handling and dissemination of inside information, the Company has formulated its guidelines including dissemination of information to state purpose and on a need-to-know basis, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information in accordance with the applicable laws and regulations.

The Board had performed an annual review on the effectiveness of the Group's risk management and internal control systems relating to financial, operational and compliance controls for the year ended 31 December 2023. Also, the Board and Audit Committee had received and considered the evaluations from internal control department of the Group, the major risks detected through the systems and discussed the needs for further improvement. The Board was of the view that throughout the year ended 31 December 2023, the financial reporting system and the risk management and internal control systems of the Group were adequate and effective.

風險管理及內部監控

本集團於實現其長期策略時面臨不同風險，董事會有責任評估及釐定其願意承擔之風險性質及程度。董事會確認對本集團之風險管理及內部監控制度負上責任，包括檢討有關制度及確保其成效。審核委員會負責協助董事會履行其職責，並負責檢討及監察本集團內部審核職能之成效。

本集團實行「三道防線」框架以作有效風險管理，並遵守The Committee of Sponsoring Organizations of the Treadway Commission (「COSO」) 內部監控 — 綜合框架以制定、實行及檢討內部監控。

然而，本集團之風險管理及內部監控系統旨在管理而非消除不能達成業務目標的風險，並僅可對重大錯誤陳述或損失提供合理但並非絕對之保證。

關於內幕消息之處理及發放，本公司已制定相關指引，包括發放消息時列明其目的及以有需要知道該等資料作基礎，以確保內幕人士遵循保密要求及根據遵循適用的法律和法規履行內幕消息之披露義務。

董事會已為本集團截至2023年12月31日止年度財務、運作及合規監控有關的風險管理及內部監控系統之有效性進行年度檢討。並且，董事會和審核委員會已經收到並審議了本集團內部控制部門的評估，通過系統發現的主要風險，並討論了進一步改進的需要。董事會認為截至2023年12月31日止年度全年的財務匯報系統以及風險管理及內部監控系統充足及有效。

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The Board's annual review for the year ended 31 December 2023 also assessed the adequacy of the Group's resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit, financial reporting functions and ESG performance and reporting. For this aspect, the Board was satisfactory. The Board was also not aware of any material internal control failings or weaknesses.

Risk Management

The "three lines of defence" is the Group's official organizational structure for carrying out its risk management activities, which includes the identification, assessment, monitoring and mitigation of risks.

The First Line of Defence — Daily Operation

The first line of defence is represented by all functional departments responsible for the day-to-day operation and management of the Group. They are the risk owners that constantly encounter risks during their operation and mitigate them by following the Group's policies and procedures. Risk owners are also responsible for designing and implementing internal controls related to their risks.

The Second Line of Defence — Risk Monitoring

The second line of defence is mainly represented by the internal control team of the Group which takes up the role of risk management and monitoring. They holistically assess and identify the risks of the Group and evaluate the impact, formulate policies and procedures to mitigate those risks, and are also responsible for supervising the first line of defence in the improvement of internal controls.

The Third Line of Defence — Independent Assurance

The third line of defence is represented by the Group's internal audit team which performs regular internal audit. The internal audit team is highly independent and reports to both the Board and the Audit Committee directly. The primary task is to perform independent evaluation on the effectiveness of the Group's risk management and internal control systems.

Outside the organization's structure, the external auditor and other regulatory bodies supplement the three lines of defence to further strengthen the Group's governance and controls.

董事會於截至2023年12月31日止年度內之年度檢討亦已評估本集團在會計、內部審核、財務匯報職能以及與環境、社會及管治表現和匯報方面的資源、員工資歷及經驗、培訓課程及預算之充足性。就此方面，董事會對結果滿意。董事會並不知悉內部監控存有任何重大失效或弱點。

風險管理

本集團採用「三道防線」為其正式組織架構以進行風險管理活動，包括識別、評估、監察及減輕風險。

第一道防線 — 日常運作

第一道防線指負責本集團日常運作及管理之所有職能部門。彼等乃於營運中經常面臨風險之風險持有者，並透過遵守本集團政策及程序減輕風險。風險持有者亦負責制定及執行其有關風險之內部監控。

第二道防線 — 風險監察

第二道防線主要指負責風險管理及監察之本集團內部監控團隊。彼等全面評審及識別本集團之風險及評估其影響、制定政策及程序以減輕該等風險，亦負責監督第一道防線如何改善內部監控。

第三道防線 — 獨立保證

第三道防線指本集團進行定期內部審核之內部審核團隊。內部審核團隊持有高度的獨立性，並直接匯報給董事會及審核委員會。其主要職責為對本集團風險管理及內部監控制度之有效性進行獨立的評估。

於組織架構外，外部核數師及其他監管機構為三道防線起補充作用，以進一步加強本集團之管治及監控。

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During the year, the Board had re-assessed the risks faced by the Group for which the Board considered to be significant. Below is a summary of the key risks of the Group to date along with the applicable risk mitigation responses.

1. Market Competition Risk

The Group's businesses face fierce market competition. China's technology industry is very dynamic and highly competitive. To ensure continual growth, the Group must constantly remain innovative, assess changing consumers' needs and provide in-demand services over its competitors. There is the risk that the Group is unable to maintain its edge and lose its market share. The Group has mitigated this risk by carrying out competitor analysis and benchmarking, and also by monitoring the market behavior constantly to timely react to market changes and disruption. Continuous devotion to product innovation and marketing enables the Group to meet customers' needs and scale up its businesses.

2. Government Policies and Regulations Risk

The Group's smart retail business belongs to industries that are highly regulated by the PRC government. Participants in these industries have to adhere to strict regulations. As these industries grow and the regulatory landscape keeps on evolving, the PRC government often promulgates new measures and restrictions with which all participants have to cope. Failure to comply with these rules and regulations will lead to serious consequences including possibility of business termination. To mitigate this risk, the Group has maintained a strong team of lawyers to ensure the full compliance of laws and regulations. The Group also fosters close communication with the PRC government and remains vigilant in the latest regulatory updates.

年內，董事會已重新評估本集團所面對董事會認為重大之風險。下文概述本集團迄今之主要風險及相關減輕風險對策。

1. 市場競爭風險

本集團業務面對激烈市場競爭。中國之科技產業正在不停轉變及競爭激烈。為確保持續增長，本集團須持續保持創新、評估不斷改變之客戶需求及比其競爭者更能按需求提供服務。本集團面對着未能維持其優勢而失去市場份額之風險。為減輕此風險，本集團進行競爭者分析及基準分析，並透過經常監察市場行為及時回應市場變化或干擾。持續投入產品創新及市場推廣使本集團得以迎合客戶需求及擴充業務。

2. 政府政策及法規風險

本集團之智慧零售業務屬於受中國政府嚴格監管之行業。該等行業之參與者須遵守嚴格法規。隨着該等行業增長及監管環境不斷演變，中國政府會不時頒佈新措施及限制讓所有參與者遵從。未能遵守該等法例及法規將導致嚴重後果，包括業務終止的可能。為減輕此風險，本集團已維繫一強大的律師團隊，以確保全面遵守法例及法規。本集團亦與中國政府維持緊密聯繫及對最新監管發展保持警惕。

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3. Information Security Risk

The Group's smart retail business serves the mass population and hence collects many user's confidential information and sensitive data. These data and information must be well-secured and protected from theft, leakage and damage. Failure to do so will cause the Group to impair its reputation, lose businesses and even be prosecuted. The Group places a strong emphasis on information security and has a team of information security experts. A series of measures is implemented to ensure customers' data is secured, including regular testing of the Group's data system to eliminate any breaching loopholes, implementing content segregation and access authorization controls for sensitive data.

Internal Control

The Group follows the principles and guidelines of COSO Internal Control — Integrated Framework in implementing its internal control system. The Group's internal control system includes a defined management structure with limits of authority, and standardized workflow procedures designed to help the Group to achieve its business objectives, protect its assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant laws and regulations.

For the year ended 31 December 2023, the Group's internal audit team has carried out independent internal audit activities on the Group's major businesses. The Board and the Audit Committee have reviewed and monitored the Group's internal audit function and consider it to be effective.

COMPANY SECRETARY

During the year ended 31 December 2023, Mr. Lam Yu Hon acted as company secretary of the Company from 1 January 2023 to 31 July 2023. With effect from 31 July 2023, Ms. Tsang Sin Man was appointed as the company secretary of the Company. Ms. Tsang Sin Man graduated from The Hong Kong Polytechnic University with a bachelor's degree in accountancy and has over 6 years of accounting and audit experience. She is a member of the Hong Kong Institute of Certified Public Accountants.

3. 資訊安全風險

本集團之智慧零售業務為大眾提供服務，因此收集大量客戶機密資料及敏感數據。該等數據及資料須受到妥善保存，以免遭受盜竊、洩漏及損毀。未能妥善保護數據資料將導致本集團聲譽受損、業務損失及甚至受到檢控。本集團強調資訊安全並設有信息安全專家團隊。本集團實行一系列措施以確保客戶數據受到保障，包括定期測試本集團之數據系統以消除任何漏洞，並就敏感數據實施內容分隔及存取授權監控。

內部監控

本集團遵從COSO內部監控 — 綜合框架的原則及指引來執行內部監控系統。本集團之內部監控系統包括界定管理架構並嚴格限制職權，且有標準化之工作流程程序，以助本集團實踐業務目標；保障資產不會於未經授權情況下被使用或出售；確保維持妥善會計記錄，以提供可靠財務資料作內部或公開用途；以及確保符合有關法例及規例。

截至2023年12月31日止年度，本集團之內部審核團隊已為本集團的主要業務進行獨立內部審核。董事會及審核委員會已審閱及監察本集團的內部審核功能並認為它有成效。

公司秘書

截至2023年12月31日止年度，林銳康先生於2023年1月1日至2023年7月31日期間擔任本公司的公司秘書。自2023年7月31日起，曾倩雯女士獲委任為本公司之公司秘書。曾倩雯女士畢業於香港理工大學，獲授會計學學士學位，並擁有逾6年的會計及審計經驗。彼為香港會計師公會會員。

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For the year ended 31 December 2023, Ms. Tsang Sin Man took no less than 15 hours of relevant professional training as required by the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

PROCEDURES FOR THE SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING ("EGM")

Pursuant to Article 58 of the Articles, any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require an EGM to be called by the Board for the transaction of any business specified in such requisition.

Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board to convene such meeting shall be reimbursed to the requisitionist(s) by the Company.

PROCEDURES FOR THE SHAREHOLDERS TO PUT THEIR ENQUIRIES TO THE BOARD

The Company is committed to a policy of open and regular communication and disclosure of information to the Shareholders. The Company delivers interim and annual reports upon Shareholders' request and publication of the interim and annual results announcements and other required disclosures of information on the websites of the Stock Exchange and the Company to all the Shareholders.

The Company endeavours to maintain two-way communications with the Shareholders through various channels. The Shareholders are encouraged to put their enquiries about the Group through the Company's email at 80711R@u51.com or by mail to the address of the Company's principal place of business in Hong Kong at Office 2401A on 24th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong. All the enquiries will be dealt with in a timely manner.

截至2023年12月31日止年度，曾倩雯女士已根據GEM上市規則的規定參與不少於15小時的相關專業培訓。

股東權利

股東召開股東特別大會（「股東特別大會」）之程序

根據細則第58條，任何一位或以上於遞呈要求當日持有不少於有權於本公司股東大會上投票之本公司繳足股本十分之一之股東，均有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會以處理上述要求中列明之任何事宜。

有關大會須於遞呈要求後兩個月內舉行。倘遞呈後21日內董事會未有召開有關大會，則遞呈要求之人士可自行以相同方式召開大會，而本公司須向提請要求之人士補償因董事會未有召開有關大會而產生之所有合理開支。

股東向董事會提出查詢之程序

本公司致力實施與其股東公開及定期交流，並向彼等披露資料之政策。本公司按股東要求寄發中期及年度報告，並於聯交所及本公司網站向全體股東刊登中期及年度業績公告及其他須予披露資料。

本公司致力透過多種渠道與股東維持雙向溝通。歡迎股東提出有關本集團之查詢，方法為向本公司發出電郵(80711R@u51.com)或郵寄至本公司香港主要營業地點香港金鐘道89號力寶中心1座24樓2401A室。所有查詢將會被及時處理。

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The Shareholders are also encouraged to attend the AGM and EGM and to put their enquiries to the Board directly. Notices are duly circulated to the Shareholders in order to ensure each Shareholder is informed of the details of the AGM and EGM. Board members will be available to answer questions raised by Shareholders in a prompt manner at the aforesaid meetings. Pursuant to the GEM Listing Rules, voting by poll is mandatory at all general meetings.

The detailed procedures for conducting a poll are set out in the proxy forms and will be explained by the chairman of each of the AGM and EGM orally at the beginning of the aforesaid meetings. The poll results will be posted on the websites of the Stock Exchange and the Company after the AGM and EGM.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT SHAREHOLDERS' MEETINGS

Shareholders who wish to make proposals or propose a resolution for consideration at general meetings may convene an EGM in accordance with the procedures set out in the section headed "PROCEDURES FOR THE SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING ("EGM")" above.

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to the Shareholders and public investors.

The Company regularly updates the Shareholders on its latest business developments and financial performance through its annual and interim reports. The website of the Company (www.irasia.com/listco/hk/chinanetcom) provides an effective communication platform to the public and the Shareholders.

The Company welcomes any views Shareholders may have regarding the Group's affairs. As outlined above, these may be raised during the general meetings of the Company, or alternatively, or send electronically or physically to the email address or the Company's principal place of business in Hong Kong stated above.

本公司亦鼓勵股東出席股東週年大會及股東特別大會，並直接向董事會提出查詢。本公司會向股東正式寄發通知，以確保各股東知悉出席股東週年大會及股東特別大會的詳情。董事會成員將在上述會議上迅速回答股東提出的問題。根據GEM上市規則，所有股東大會必須以投票方式進行表決。

進行投票表決之詳細程序載於代表委任表格，並將分別由股東週年大會及股東特別大會之主席於上述大會開始時口頭闡述。投票結果將於股東週年大會及股東特別大會後於聯交所及本公司網站發佈。

在股東大會提出建議的程序

股東如欲在股東大會上提出提案或建議，可以按照上文「股東召開股東特別大會（「股東特別大會」）之程序」一節中的程序召開股東特別大會。

投資者關係

本公司相信，維持高透明度是提升投資者關係之關鍵，並致力保持向股東及公眾投資者公開及適時披露公司資料之政策。

本公司透過其年度及中期報告定期向股東更新其最新業務發展和財務表現。本公司之網站 (www.irasia.com/listco/hk/chinanetcom) 已為公眾人士及股東提供一個有效的溝通平台。

本公司歡迎股東對本集團的事務提出任何意見。如上所述，這些意見可以在本公司的股東大會上提出，或者以電子方式或實物方式寄到上述電子郵件地址或本公司在香港的主要營業地點。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company has in place the shareholders' communication policy which sets out the policies in relation to communication with the Shareholders. Such policy which is published on the website of the Company shall be reviewed by the Board on a regular basis to ensure its effectiveness.

The Board has reviewed the Company's shareholder communication policy during the year ended 31 December 2023 and is satisfied with its current implementation and effectiveness based on written enquiries received from the Shareholder and questions raised by them during the year.

本公司制訂股東通訊政策並登載於本公司網站，訂明有關與股東溝通的政策，並由董事會定期檢討，以確保其成效。

董事會截至2023年12月31日止年度內審查了本公司的股東通訊政策，基於年內收到的股東書面查詢及彼等提出的問題，董事會對其目前的實施和有效性感到滿意。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

Report Profile

This Environmental, Social and Governance Report (the “**ESG Report**” or “**Report**”) summarizes the environmental, social and governance initiatives, plans and performance of China Netcom Technology Holdings Limited (the “**Company**”, the “**Group**” or “**we**”) and demonstrates our commitment to sustainable development. The Group insists on sustainable development in accordance with the ESG management principles, which the Company can continuously create value for the stakeholders and handle the Group’s ESG matters effectively and responsibly as a core part of our business strategy as we believe this is the key to our continued success in the future.

Reporting Period

The ESG Report details the ESG activities, challenges and measures taken by the Group during the year ended 31 December 2023 (the “**Reporting Period**”).

Reporting Scope

The ESG Report contains information that is material which allows the readers to understand the Group’s ESG practices and performance in its daily operations in Hong Kong and Mainland China. The scope of the ESG Report covers all subsidiaries listed in the financial statements during the Reporting Period, including two business segments in Hong Kong and the PRC:

Smart Retail Business

Engaged in the provision of new retail digital transformation solutions and new retail integrated software service platform and extended services.

Lottery business

Engaged in the development of computer systems and provision of technical consultancy services in the PRC, and the Group’s lottery business has been discontinued since August 2023.

關於本報告

報告簡介

本環境、社會及管治報告（「**環境、社會及管治報告**」或「**報告**」）概述中彩網通控股有限公司（「**本公司**」、「**本集團**」或「**我們**」）的環境、社會及管治舉措、計劃和表現，並展示我們對可持續發展的承諾。本集團堅持按照環境、社會及管治管理原則進行可持續發展，以令本公司能夠持續不斷為持份者創造價值，並有效和負責任地處理本集團的環境、社會及管治事宜，將其作為業務戰略的核心部分，因為我們相信這是未來取得持續成功的關鍵。

報告期間

環境、社會及管治報告詳述本集團於截至2023年12月31日止年度（「**報告期間**」）環境、社會及管治方面的活動、挑戰和採取的措施。

報告範圍

環境、社會及管治報告載有對讀者了解本集團於香港及中國大陸日常營運中的環境、社會及管治常規及表現而言屬重要的資料。環境、社會及管治報告的範圍涵蓋於報告期間名列在財務報表的所有附屬公司，包括於香港及中國的兩個業務分類：

智慧零售業務

從事提供新零售數字化轉型解決方案及新零售一體化軟件服務平台以及延伸服務。

彩票業務

於中國從事電腦系統開發及提供技術諮詢服務，本集團的彩票業務自2023年8月已終止運營。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Framework

The ESG Report is prepared in accordance with the ESG Reporting Guide as set out in Appendix C2 to the GEM Listing Rules of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and complies with all “Mandatory Disclosure Requirements” and “Comply or Explain” provisions, as well as the reporting principles of materiality, quantitative, balance and consistency. In preparing the ESG Report, the Group has adopted the international standards and the emission factors specified in the guidance materials on ESG issued by the Stock Exchange for computing the relevant key performance indicators (“**KPIs**”), and there is no change from previous year in the way the ESG Report has been prepared. The application of materiality is detailed in the section headed “Materiality Assessment” of this ESG Report.

The Report is prepared in accordance with the reporting principles in the ESG Reporting Guide of the Stock Exchange: “Materiality”, “Quantitative”, “Balance” and “Consistency”.

Materiality: During the Reporting Period, the Group conducted a materiality assessment to identify material issues to determine the material issues as the focus of the preparation of the ESG Report. The materiality of these issues was reviewed and confirmed by the ESG Committee. For more details, please refer to the sections headed “Stakeholder Engagement” and “Materiality Assessment”.

Quantitative: Quantitative data disclosed in the ESG Report are supplemented with additional explanations to explain any standards, methodologies and sources of conversion factors used in the calculation of emissions and energy consumption.

Balance: This Report aims to provide a comprehensive and fair view of the Group’s sustainability performance and has not omitted any information related to material ESG topics.

Consistency: The preparation method of this ESG Report is basically consistent with that of the previous year, and explanations have been provided for the data with changes in the scope of disclosure and calculation methods.

報告框架

環境、社會及管治報告根據香港聯合交易所有限公司（「**聯交所**」）GEM上市規則附錄C2所載的《環境、社會及管治報告指引》編製。並已遵循所有「強制披露規定」及「不遵守就解釋」條文，以及重要性、量化、平衡及一致性匯報原則。於編製環境、社會及管治報告時，本集團已採納聯交所發佈的有關環境、社會及管治的指引材料所載的國際標準及排放系數，以計算有關關鍵績效指標（「**關鍵績效指標**」），編製環境、社會及管治報告的方式較去年並無變動。對重要性的應用詳述於本環境、社會及管治報告「重要性評估」一節。

報告編寫遵循聯交所《環境、社會及管治報告指引》中的匯報原則：「重要性」、「量化」、「平衡」以及「一致性」。

重要性：於報告期內，本集團進行重要性評估以識別重要議題，以確定重要議題作為環境、社會及管治報告的編寫重點。這些議題的重要性均由環境、社會及管治委員會審閱和確認。更多詳情請參考「持份者溝通」及「重要性評估」章節。

量化：環境、社會及管治報告中所披露量化數據已附加補充說明，以解釋在計算排放量和能源消耗量時使用的任何標準、方法和轉換系數的來源。

平衡：本報告旨在對本集團的可持續發展表現提供全面和公平的看法，並沒有遺漏任何與重大環境、社會及管治主題相關的信息。

一致性：本環境、社會及管治報告的編製方法與上年度基本一致，並已就披露範圍和計算方法有變的數據提供解釋。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Source of Data and Responsibility Statement

The information disclosed in the ESG Report is from the Group's internal documents, statistical reports and relevant public materials. The Group undertakes that the ESG Report does not contain any false information, misleading statement or material omission, and takes responsibility for the contents hereof as to the authenticity, accuracy and completeness.

Forward-Looking Statements

This Report contains forward-looking statements, which are based on the Group's current expectations, estimates, projections, beliefs and assumptions about the businesses and markets in which it and its subsidiaries operate. These forward-looking statements are not guarantees of future performance and are subject to market risks, uncertainties and factors beyond the Group's control. Therefore, actual results and returns may differ materially from the assumptions and statements contained in this report.

Contact Us

The Group attaches great importance to readers' valuable opinions. Should you have any questions or suggestions about the ESG Report, please contact the Group via:

E-mail: 8071IR@u51.com

Address: Office 2401A on 24th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong

數據來源及責任聲明

環境、社會及管治報告所披露的資料來自本集團內部文件、統計報告及有關公開材料。本集團承諾環境、社會及管治報告不存在任何虛假資料、誤導性陳述或者重大遺漏，並對其內容的真實性、準確性及完整性承擔責任。

前瞻性陳述

本報告包含前瞻性陳述，其乃基於本集團對其及其附屬公司經營的業務和市場的當前預期、估計、預測、理念和假設。這些前瞻性陳述不是對未來業績的保證，並受市場風險、不確定性和本集團無法控制的因素所影響。因此，實際結果及回報可能與本報告所載假設及陳述有重大差異。

聯繫我們

本集團高度重視讀者的寶貴意見。倘閣下對環境、社會及管治報告有任何疑問或建議，請通過以下方式聯繫本集團：

電郵：8071IR@u51.com

地址：香港金鐘道89號力寶中心1座24樓2401A室

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ESG Governance Structure

環境、社會及管治治理架構

Board 董事會

- Evaluate ESG-related risks and opportunities
- 評估環境、社會及管治相關風險及機遇
- Establish ESG management policies, strategies, priorities and targets
- 制定環境、社會及管治管理方針、策略、優先次序及目標
- Regularly review ESG-related targets
- 定期檢討環境、社會及管治相關目標
- Approve information disclosed in the ESG Report
- 審批環境、社會及管治報告內的披露資料
- Oversee all ESG-related matters
- 監督環境、社會及管治相關所有事宜

ESG Working Group 環境、社會及管治工作小組

- Collect and analyze ESG data and evaluate the effectiveness of policies and procedures
- 收集、分析環境、社會及管治數據及評估政策及程序的有效性
- Ensure the implementation of the plan to achieve ESG targets
- 確保計劃實施以達成環境、社會及管治目標
- Ensure compliance with ESG-related laws and regulations
- 確保遵守環境、社會及管治相關法律法規
- Assist in the preparation of the annual ESG report
- 協助編制年度環境、社會及管治報告
- Report to the Board on all ESG-related matters
- 向董事會匯報環境、社會及管治相關所有事宜

Business Departments and Functional Departments 各業務部門和職能部門

- Complete relevant work within the functions in accordance with the direction of the ESG Committee
- 按環境、社會及治理委員會的方向，完成職能內的相關工作
- Regularly collect, organize and report relevant information
- 定期收集、整理和上報相關資訊
- Provide feedback on the actual work situation in a timely manner and make relevant suggestions on the actual work
- 及時回饋實際工作情況，對實際的工作的開展進行相關建議
- Undertake the responsibility of internal information transmission
- 承擔內部資訊傳遞的責任

Board Statement

The Board of China Netcom attaches great importance to ESG matters and follows the requirements of the ESG Reporting Guide of the Stock Exchange. As the highest responsible and decision-making body for such matters, the Board actively participates in and formulates relevant policies and strategies to ensure that an appropriate and effective ESG risk management system is established within the Company. The Board regularly reviews the assessment results of material issues and the report for the year, and actively promotes the integration of ESG matters into all aspects of the Company's operations. We will continuously strengthen the governance system, strengthen the construction of internal control, enhance the ability of risk prevention, truly protect the interests of shareholders and investors, provide a solid guarantee for the steady development of the Company and effectively manage ESG matters.

董事會聲明

中彩網通董事會高度重視環境、社會及管治事務，並遵循聯合交易所《環境、社會及管治報告指引》要求。作為該事務的最高負責及決策機構，董事會積極參與並制定相關政策和策略，確保公司內建立適當且有效的環境、社會及管治風險管理系統。董事會定期審閱重要議題評估結果和當年度的報告，並積極推動環境、社會及管治事務融入公司各個運營環節。不斷加強治理體系，強化內部控制建設，提升風險防範能力，真正保護股東和投資者的利益，為公司的穩健發展提供堅實保障為有效管理環境、社會及管治事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group believes that effective management of ESG issues is essential to long-term success and will insist on a comprehensive understanding of ESG risks and opportunities to improve the efficiency of resource allocation, reduce and recycle various types of waste and cooperate with regulatory authorities to ensure that waste is treated to the highest standards. As part of the business decision-making process, the Group encourages all relevant stakeholders to participate in ESG management to achieve long-term success and ensure the sustainable development of the Group.

ESG Working Group

The Group has established an ESG governance structure, and the Board has overall responsibility for overseeing the Group's ESG-related risks and opportunities, establishing the Group's ESG-related strategies and targets, including setting KPIs for environmental-related matters and setting higher standards for energy saving measures and waste treatment. We review the Group's performance against ESG-related targets annually, and revise ESG-related strategies as appropriate if obvious variances from the ESG-related target is identified in order to create a more sustainable business and bring greater benefits for the society as a whole. The ESG Working Group has been established and comprises core members from different departments, which aims to assist the Board in overseeing ESG matters. The business departments and functional departments will complete the relevant work within their functions in accordance with the direction of the ESG Team.

本集團深信有效管理環境、社會及管治事宜對於實現長遠成功至關重要，將堅持透過全面了解環境、社會及管治的風險和機會，來提高資源分配的效率，減少和回收各類廢棄物，並與監管機關合作，確保廢棄物處理符合最高標準。作為業務決策過程的一部分，集團鼓勵所有相關持份者參與環境、社會及管治管理，以實現長遠成功，並確保本集團的可持續發展。

環境、社會及管治工作小組

本集團已成立環境、社會及管治治理架構，董事會全面負責監督本集團的環境、社會及管治相關風險及機會、制定本集團的環境、社會及管治相關策略及目標，包括為環境相關事宜制定關鍵績效指標、為節能措施及廢棄物處理制定更高的標準。每年根據環境、社會及管治相關目標檢討本集團的表現，以及在發現與環境、社會及管治相關目標有明顯差異的情況下適當地修訂環境、社會及管治相關策略，以打造可持續業務並為整個社會帶來更多利益。環境、社會及管治工作小組已告成立，由不同部門的核心成員組成，旨在協助董事會監督環境、社會及管治事項。各業務部門和職能部門會按環境、社會及治理小組的方向，完成職能內的相關工作。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholder Engagement

The Group places great emphasis on the issues that are important to the stakeholders, including but not limited to customers and employees, as well as non-governmental organizations. The Group is actively seeking every opportunity to understand and engage the stakeholders to ensure that improvement of the products and services can be implemented. The Group strongly believes that the stakeholders play a crucial role in sustaining the success of the business.

持份者溝通

本集團亦非常重視對持份者，包括但不限於客戶及僱員，以及非政府組織而言攸關重要的事宜。本集團積極尋求每個機會，以了解及與持份者溝通，確保可改善產品及服務。本集團深信持份者對業務持續取得成功而言擔當重要角色。

Stakeholders 持份者	Areas of concern 關注範疇	Communication and response 溝通及回應
Stock Exchange 聯交所	Compliance with the GEM Listing Rules and timely and accurate disclosure 遵守GEM上市規則以及適時準確作出披露	Meetings, trainings, seminars, website updates and announcements 會議、培訓、研討會、網站更新及公告
Government and regulators 政府及監管機構	Compliance with laws and regulations, avoidance of tax evasion, and social welfare 遵守法律及法規、避免逃稅及社會福利	Interactions and visits, government inspections, tax returns and other information 互動及探訪、政府審查、稅表及其他資料
Suppliers 供應商	Payment schedule and stable demand 付款時間表及穩定需求	On-site visits 現場參觀
Investors 投資者	Corporate governance, business strategies and performance and investment returns 企業管治、業務策略及表現以及投資回報	Interviews, general meetings, financial reports and operational reports to investors and media and analysts 面談、股東大會、向投資者及媒體及分析師提供財務報告及營運報告
Media and the public 媒體及公眾	Corporate governance, environmental protection and human rights 企業管治、環保及人權	The Company's announcements, quarterly reports, interim reports and annual reports 本公司的公告、季度報告、中期報告及年度報告
Customers 客戶	Product and service quality, delivery schedule, reasonable price, service value and personal data protection 產品及服務質量、交付時間表、合理價格、服務價值及個人資料保護	After-sales services 售後服務

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Stakeholders 持份者	Areas of concern 關注範疇	Communication and response 溝通及回應
Employees 僱員	Rights and benefits, employee compensation, career development, working hours, working environment, labor protection and work safety, staff remuneration, compliance with laws 權利及福利、僱員補償、職業發展、工時、工作環境、勞工保障及工作安全、員工薪酬、遵守法律	Meetings and trainings, interviews with employees, internal memos and employee suggestion boxes, internal emails 會議及培訓、與僱員面談、內部備忘錄及僱員意見箱，內部郵件
Community 社區	Community environment, employment and community development and social welfare 社區環境、僱傭及社區發展以及社會公益	Community activities, volunteer activities for employees, and community charity funding and donation 社區活動、僱員義工活動以及社區公益資助及捐贈

Materiality Assessment

The Group has identified ESG issues that have potential or actual impacts on its sustainable development from various sources. After considering a series of factors, including the Group's overall strategy, development and goals, internal policies and industry trends, the Group completed a materiality survey to solicit stakeholders' opinions on our ESG material issues, the results of which are presented below.

重要性評估

本集團已識別來自各種渠道對其可持續發展有潛在或實際影響的環境、社會及管治事宜。在參考一系列因素，包括本集團的整體策略、發展及目標、內部政策、行業趨勢後，本集團完成了一項重要性調查，徵求持份者對我們環境、社會及管治重要議題的意見，結果呈示如下。

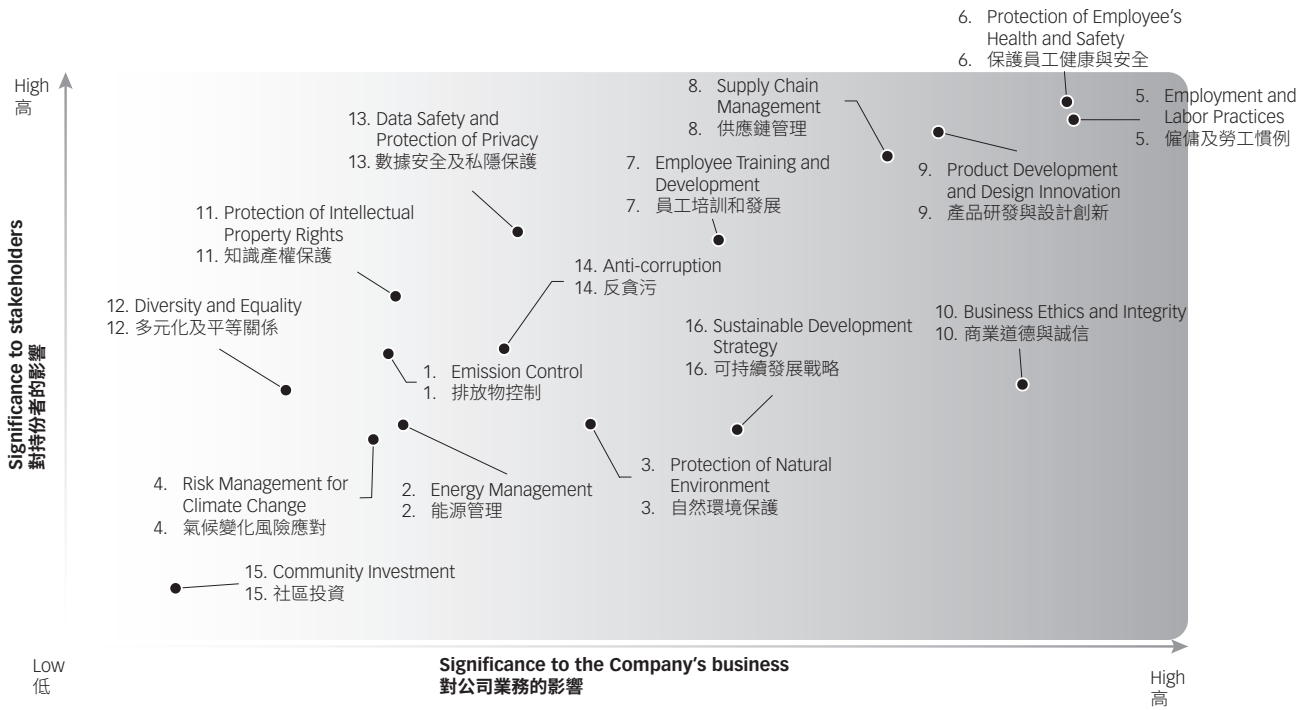
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The chart below summarizes the results of the materiality assessment of the identified ESG issues:

下表總結對已識別的環境、社會及管治事宜進行重要性評估的結果：

Materiality Matrix
重要性矩陣



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Environmental Goals

During the Reporting Period, the Group has basically achieved the goals set in 2022 to reduce the indicators of water, electricity, waste emission and greenhouse gas emission to a set range. In order to continue to implement the green and low-carbon economic transformation into the Company's daily operations and management policies, and at the same time, make efforts to cope with global climate change, resolutely achieve "carbon peak by 2030 and carbon neutrality by 2060", and facilitate the evaluation of effectiveness of the Group's strategies and measures to mitigate the impact of climate change, the Group has set environmental goals at all levels, as shown below:

It is targeted to reduce intensity by 2030, with 2023 as the base year:

環境目標

於報告期內，本集團已經基本達成2022年設立的目標，將用水、用電、廢棄物排放以及溫室氣體排放的指標降低至設定的範圍內。為了將綠色低碳經濟轉型的步伐繼續貫徹落實至公司的日常運營以及管理方針中，同時為全球應對氣候變化做出努力，堅決實現「2030年前碳達峰、2060年前碳中和」，並促進評估集團減緩氣候變化影響的策略和措施的有效性，集團在各層面設定了環境目標，如下文所示：

目標到2030年降低強度，以2023年為基準年：

Electricity consumption intensity 用電量強度	Water consumption intensity 用水量強度	Non-hazardous waste intensity 非危險廢物強度	Greenhouse gas emission intensity 溫室氣體排放強度
↓ 5%	↓ 5%	↓ 5%	↓ 5%

These goals are set to guide the Group's business strategy. The steps taken to achieve these goals are detailed below.

透過設定該等目標，為集團業務策略提供指引。達到這些目標所採取的步驟，將在下文詳列。

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A. ENVIRONMENT

A sustainable environment is the foundation for long-term economic and social prosperity. The Group believes that sustainable development is not only an ethical obligation, but also a gateway to business success. Therefore, the Group prioritizes environmental protection, formulates a series of environmental protection policies and measures, and incorporates them into its business strategy and decision-making process, in order to reduce any undesirable impact on the environment and continue to contribute to sustainable development.

During the Reporting Period, the Group strictly complied with and did not violate the relevant environmental laws and regulations that have a significant impact on it, including but not limited to the Law of the People's Republic of China on Environmental Protection (《中華人民共和國環境保護法》) and the Law of the People's Republic of China on Water Pollution Prevention and Control (《中華人民共和國水污染防治法》) in Mainland China and the Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong).

A1. Emissions

Exhaust Emission

Due to the nature of the Group's core business activities, it does not own or control any stationary sources or mobile sources that involve direct fuel consumption; therefore, it does not have any air emissions during the course of its daily operations.

A. 環境

可持續發展的環境是經濟及社會長期繁榮的基礎。本集團認為，可持續發展不僅是一種道德義務更是業務成功的途徑。因此，本集團將環境保護置於首位，制定了一系列環境保護政策和措施，並將其納入業務戰略和決策過程中，務求減低對環境造成任何負面影響，並繼續為可持續發展作出貢獻。

於報告期間，本集團已嚴格遵守並且沒有違反對其有重大影響的所有相關環保法律及法規，包括但不限於中國大陸的《中華人民共和國環境保護法》及《中華人民共和國水污染防治法》以及香港法例第354章《廢物處置條例》。

A1. 排放物

廢氣排放

由於本集團核心業務活動的性質，其並無擁有或控制任何涉及直接燃料消耗的固定源或流動源，故其日常營運過程中並無任何廢氣排放。

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Greenhouse Gas Emissions

The Group continues to carry out greenhouse gas inventory and verification, and the scope of the inventory includes direct greenhouse gas emissions (Scope 1) and indirect greenhouse gas emissions (Scope 2). Considering the business characteristics of the Group, the Group's daily operations do not involve the significant use of vehicles or fuels, so direct greenhouse gas emissions (Scope 1) are not involved. The main concern is indirect greenhouse gas emissions (Scope 2). Due to indirect emissions from purchased electricity externally, the Group realizes that the selection and use of energy has a great impact on greenhouse gas emissions, and therefore strives to find measures such as renewable energy and energy efficiency improvement to reduce indirect emissions and enhance sustainability.

Details of greenhouse gas emissions during the Reporting Period are set out in the table below:

溫室氣體排放

集團持續開展溫室氣體盤查與核查工作，盤查範圍包括直接溫室氣體排放（範圍一）、間接溫室氣體排放（範圍二）。考慮到本集團的業務特點，集團日常運營並不涉及大量使用汽車或燃料，因此直接溫室氣體排放（範圍一）並不涉及。主要關注的是間接溫室氣體排放（範圍二），由於從外部採購電力而產生的間接排放，集團意識到能源的選擇和使用對溫室氣體排放的影響巨大，因此會努力尋找可再生能源和能效改進等措施，以減少間接排放並提升可持續性。

於報告期間，溫室氣體排放詳情載於下表：

Indicator ¹ 指標 ¹	Unit 單位	2023 2023年	2022 2022年
Direct greenhouse gas emissions (Scope 1) 直接溫室氣體排放（範圍一）	tCO ₂ e 噸二氧化碳當量	0	0
Indirect greenhouse gas emissions (Scope 2) 間接溫室氣體排放（範圍二）	tCO ₂ e 噸二氧化碳當量	35.93	50.97
Total greenhouse gas emissions (Scope 1 & Scope 2) 溫室氣體排放總量（範圍一&範圍二）	tCO ₂ e 噸二氧化碳當量	35.93	50.97
Intensity of greenhouse gas emissions 溫室氣體排放密度	tCO ₂ e/employee ² 噸二氧化碳當量／員工 ²	1.71	0.93

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Notes:

1. Greenhouse gas emissions data is presented in carbon dioxide equivalent with reference to, including but not limited to, “The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standards” issued by the World Resources Institute and the World Business Council for Sustainable Development, “How to Prepare an ESG Report — Appendix 2: Reporting Guidance on Environmental KPIs” issued by the Hong Kong Exchange, the latest published Baseline Emission Factors for Regional Power Grids in the PRC, and the “Sustainability Report 2022” of Hong Kong Electric Investments.
2. As at 31 December 2023 and 31 December 2022, the total number of employees of the Group was 21 and 55 respectively. This data is also used for calculating other intensity data.

Waste Management

Hazardous waste

Due to the Group’s business nature, no hazardous waste was generated during the Reporting Period and hence no specific target was set. Nevertheless, we will remain vigilant and ensure that our business activities have no negative impact on the environment. If any hazardous waste is found, the Group will actively engage qualified recyclers to carry out waste recycling and disposal work to minimize the impact on the surrounding environment.

Non-hazardous waste

Office general refuse including disposal of wastepaper, and packaging of other general food and beverage cans and bottles are the main source of non-hazardous waste, which are handled properly on a daily basis to maintain hygiene in workplace. The said waste is minimal in quantity and therefore no relevant data is collected and no specific target was set. Nevertheless, the Group advocates the concept of a green and sustainable working environment and adopts the “4R” principle — reduce, reuse, recycle and recover, to minimize the generation of wastes.

附註：

1. 溫室氣體排放數據乃按二氧化碳當量呈列，並參照包括但不限於世界資源研究所及世界可持續發展工商理事會刊發的《溫室氣體盤查議定書：企業會計與報告標準》、香港交易所發佈的《如何準備環境、社會及管治報告 — 附錄二：環境關鍵績效指標匯報指引》、最新發佈的中國區域電網基準線排放因數、及港燈電力投資的《2022年可持續發展報告》。
2. 截至2023年12月31日及2022年12月31日，本集團的員工總人數分別為21人及55人。此數據亦會用作計算其他密度數據。

廢物管理

有害廢棄物

根據本集團的業務性質，在報告期間並未產生任何有害廢物，因此並未設定特定的目標。儘管如此，我們將始終保持警惕，並確保業務活動對環境沒有負面影響。若發現任何有害廢物，本集團會積極聘請合格的回收商來進行廢物回收和處理工作，將對周圍環境的影響降低到最低。

無害廢棄物

辦公室的一般垃圾，包括廢紙以及其他一般食品包裝與飲料瓶罐的棄置，是無害廢棄物的主要來源，該等廢棄物每天獲妥當處理以維持工作場所的衛生。上述廢棄物量較少，因此並無收集相關數據也沒有相關目標設定。儘管如此，本集團倡導綠色及可持續工作環境理念，並採用「4R」原則（減少、再利用、循環及回收）以盡量減少廢棄物的產生。

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Waste category 廢棄物類別	Unit 單位	2023 2023年	2022 2022年
Total amount of non-hazardous waste 無害廢棄物總量			
<ul style="list-style-type: none"> Paper 紙張 	Kg 公斤	81.08	294.72
Total non-hazardous waste intensity 無害廢棄物總量密度	Kg/employee ² 公斤／員工 ²	3.86	5.36

A2. Use of Resources

Energy Management

Environmental sustainability is the key to the long-term development of the Group. The Group is committed to sustainable development and strives to minimize waste of resources. In the course of daily operations, the Group emphasizes the effective use of resources, and further promotes efficient resource consumption by establishing the "Smart Use of Electricity, Water and Paper Rules" for more refined and intelligent management. Specific electricity saving measures are as follows:

- turn off air-conditioners and lights during non-office hours and/or in idle rooms;
- turn off unused lighting and appliances to reduce energy consumption;
- regularly maintain office equipment such as air-conditioners, computers, lights, etc.; and
- educate employees on energy saving

A2. 資源使用

能源管理

環境可持續性是本集團長期發展的關鍵。本集團致力於持續發展，並致力盡量減少資源浪費。在日常運營過程中，本集團注重資源的有效利用，通過設立《明智使用電力、水及紙張規則》以更加精細化、智能化的管理，進一步促進高效資源消耗。具體節約用電措施如下：

- 關閉非辦公時間及／或閒置房間的空調及燈光；
- 關閉不使用的照明及電器，以降低能源消耗；
- 定期維護空調、電腦及燈光等辦公設備；及
- 對僱員進行節能教育

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The Group's energy consumption performance is summarized as follows:

本集團的能源消耗表現概述如下：

Energy type 能源種類	Unit 單位	2023 2023年	2022 2022年
Direct energy consumption 直接能源消耗		0	0
Indirect energy consumption 間接能源消耗			
Purchased electricity 外購電力	kWh 千瓦時	62,726.84	86,373.75
Total energy consumption 能源總消耗量	kWh 千瓦時	62,726.84	86,373.75
Total energy consumption intensity 能源總消耗密度	kWh/employee ² 千瓦時/員工 ²	2,986.99	1,570.43

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Water Management

The Group does not have any issue in sourcing water and the existing water supply meets its daily operation needs. Water consumption by the Group is minimal, which is mainly used for basic cleaning and sanitation. In order to reduce water wastage, the Group actively promotes the awareness of water conservation among the employees and comprehensively improves water efficiency. The Group has implemented the following water conservation measures:

- Rectify water leakage problems of water pipes, faucets, toilets and other equipment in the office in a timely manner to avoid unnecessary water loss.
- Raise employees' awareness of water conservation through internal promotion and training, and encourage them to adopt water conservation measures in their daily work.
- Reasonably use water source equipment and make full use of its capacity to reduce unnecessary water consumption.

During the Reporting Period, the Group's water consumption was as follows:

Indicator 指標	Unit 單位	2023 2023年	2022 2022年
Water consumption ³ 用水量 ³	m ³ 立方米	739.73	947.31
Water consumption intensity 用水量密度	m ³ /employee ² 立方米／僱員 ²	35.22	17.22

用水管理

本集團並無求取水源方面的任何問題，且現時水供應能滿足其日常營運需要。本集團水資源消耗極少，主要用於基本清潔及衛生。為減少水浪費，本集團積極促進僱員的節水意識，全面提高用水效益。本集團已實施下列措施節約用水措施：

- 及時修復辦公室內的水管、水龍頭或馬桶等設備的漏水問題，避免不必要的水損失。
- 通過內部宣傳和培訓，提高員工對節約用水的意識，鼓勵他們在日常工作中採取節水措施。
- 合理使用水源設備，充分利用其容量，減少不必要的用水。

於報告期間，本集團的用水量如下：

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Note:

3. For the Hong Kong office in Admiralty, the relevant water consumption fee is included in the management fee, therefore the disclosed data does not include the water consumption of the Hong Kong office.

Packaging Materials

Since the Group's core business activities do not involve the use of packaging materials, no data in this regard is available.

A3. Environment and Natural Resources

The principal activities of the Group are smart retail business and lottery business (ceased in August 2023). Even though the business has a relatively small impact on the environment, environmental protection is still the responsibility and commitment of the Group. We firmly believe that sustainable development is inseparable from environmental protection and integrate environmental awareness into daily business decision-making and operation processes. Through internal training and awareness raising activities, we strengthen employees' understanding of environmental protection and encourage employees to take environmental protection actions in their work and life. The Group is committed to continuing its efforts to move forward on the path of sustainable development and working with stakeholders to promote the goals of environmental protection and sustainable development.

附註：

3. 就位於金鐘的香港辦公室而言，其相關水消耗費用包含在管理費內，故披露數據不包括香港辦公室的水消耗。

包裝材料

由於本集團核心業務活動並不涉及使用包裝材料，故並無這方面的數據。

A3. 環境及天然資源

本集團的主要業務為智慧零售業務以及彩票業務（於2023年8月終止），即使業務對環境的影響相對較小，但環境保護仍然是集團的責任和承諾。我們堅信，可持續發展與環境保護密不可分，並將環保意識融入日常的業務決策和運營過程中，通過內部培訓和意識提升活動，加強員工對環境保護的認識，鼓勵員工在工作和生活中採取環保行動。集團承諾將繼續努力在可持續發展的道路上不斷前行，並與利益相關者共同推動環境保護與可持續發展的目標。

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A4. Climate Change

The public awareness of climate change is rising, and climate change is also one of the most frequently discussed issues in the world. Given the severity and urgency of the climate crisis, governments have recently accelerated their response to climate change. The Group reviews and identifies climate-related risks annually while conducting risk assessment. These include physical risks (e.g. extreme weather conditions) and transition risks (e.g. regulatory changes in environmental matters) and are summarized as follows:

A4. 氣候變化

公眾對氣候變化的意識不斷提高，氣候變化亦是國際上最頻繁討論的議題之一。鑒於氣候危機的嚴重性和緊迫性，各國政府近期加快了應對氣候變化的步伐。本集團在進行風險評估的同時，每年審查並識別與氣候相關風險。其中包括實體風險（例如極端天氣情況）及過渡風險（例如環境事宜的監管變化），並總結如下：

Risk type 風險類別	Risks and potential financial impacts 風險以及潛在的財務影響	Mitigation strategy 緩解策略
Physical risks	<ul style="list-style-type: none"> Extreme weather conditions, such as increased frequency of flooding and typhoon, may cause damage to the Company's equipment and increase operating costs Extreme weather also causes disasters, which may threaten personal safety and increase insurance costs Cooler or warmer temperatures may lead to increased use of air conditioning or heating, resulting in higher costs 	<ul style="list-style-type: none"> Locate offices in top-tier cities Apply extreme weather warnings and regularly inspect operating equipment Establish adverse weather condition policy Adopt energy conservation measures
實體風險	<ul style="list-style-type: none"> 極端天氣情況，如洪水及颱風發生頻率增加，可能造成公司設備損壞，運營成本增加 極端天氣還有引發災害，可能對人身安全造成威脅，保險成本增加 氣溫變冷或者變熱會導致對冷氣或者暖氣的使用增加，導致成本上升 	<ul style="list-style-type: none"> 將辦公室設在一線城市 做好極端天氣預警，定期對運營設備進行檢查 制定惡劣天氣情況應對政策 採取節能措施

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Risk type 風險類別	Risks and potential financial impacts 風險以及潛在的財務影響	Mitigation strategy 緩解策略
Transition risks	<ul style="list-style-type: none"> The policy system of “Carbon Peaking and Carbon Neutrality” issued by the State Council has been gradually improved, and enterprises have higher requirements for green development The national policy requires the collection of environmental protection-related taxes The market prefers environmentally friendly enterprises more 	<ul style="list-style-type: none"> Continue to monitor the regulatory environment to ensure that the Group meets the expectations of regulatory authority and complies with the environmental-related laws and regulations. Combine the Group’s business philosophy with the “Action Plan for Carbon Peaking by 2030” (《2030年前碳達峰行動方案》) issued by the State, and continuously improve the “dual carbon” work constraint mechanism.
轉型風險	<ul style="list-style-type: none"> 國務院發佈的「碳達峰碳中和」的政策體系已逐漸完善，企業的綠色發展要求更高 國家政策要求徵收環保相關稅項 市場更加偏向環保經營的企業 	<ul style="list-style-type: none"> 繼續監察監管環境，以確保本集團符合監管機構預期並遵守與環境有關的法律法規。 將集團的運營理念和國家發佈的《2030年前碳達峰行動方案》相結合，不斷完善「雙碳」工作約束機制。

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B. SOCIAL

The Group's success is inseparable from a strong team of committed and innovative talents. In order to create a harmonious working environment, it is committed to providing different training opportunities for all employees to attract, motivate and retain talents. It is believed that by developing employees' skills and knowledge, they will be able to better cope with challenges and opportunities and make outstanding contributions to the sustainable development of the Group. We attach great importance to the development and welfare of employees and provide competitive compensation and benefits and good career development paths to build an attractive working environment and attract and retain the best talents.

As a responsible employer, the Group has complied with and did not violate the laws and regulations that have a significant impact on all relevant employees, including but not limited to the Labor Law of the People's Republic of China (《中華人民共和國勞動法》), the Labor Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) and the Law of the People's Republic of China on Production Safety (《中華人民共和國安全生產法》) in Mainland China and the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong) and the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong).

B. 社會

本集團的成功離不開由忠誠盡責、富有創新能力的人才組成的強大團隊。為了營造和諧的工作環境，致力於為所有員工提供不同的培訓機會，以吸引、激勵和留住人才。相信通過培養員工的技能和知識，他們將能夠更好地應對挑戰和機遇，並為集團的持續發展做出卓越貢獻。我們重視員工的發展和福利，提供具有競爭力的薪酬福利和良好的職業發展路徑，以建立一個有吸引力的工作環境，吸引並留住最優秀的人才。

作為一名負責任的僱主，本集團已遵守對並沒有違反所有相關僱員有重大影響的法律及法規，包括但不限於中國大陸的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國安全生產法》以及香港法例第57章《僱傭條例》、香港法例第485章《強制性公積金計劃條例》、香港法例第608章《最低工資條例》、香港法例第480章《性別歧視條例》、香港法例第282章《僱員補償條例》。

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B1. Employment

Employment Practices

The Group has formulated internal policies in accordance with relevant labor laws and regulations, covering areas such as compensation and dismissal, recruitment and promotion, working hours, holidays, equal opportunity, diversity, anti-discrimination, other benefits and welfare, employment development and training, and child and forced labor. To ensure that employees clearly and consistently understand and implement the Group's key policies, we have formulated an "Employee Handbook", which details the rights of employees, such as working hours, leave entitlements, other benefits and welfare. "Employee Handbook" is available to all employees upon request for referring and understanding of their rights and interests. The Group is committed to establishing a fair, transparent and supportive working environment to ensure that employees' rights and interests are fully respected and protected.

Welfare and Benefits

Adhering to the principles of fairness, reward and legality, the Group has established a set of fair and reasonable remuneration policies. In order to achieve effective personnel management, the Group offers rewards (e.g. promotion) and inflicts punishments (e.g. warning and dismissal) based on the employees' performance and behavior.

B1. 僱傭

僱傭慣例

本集團已根據相關勞工法律和法規制定了內部政策，涵蓋了補償和解僱、招聘和晉升、工時、假期、平等機會、多元性、反歧視、其他利益和福利、僱傭發展和培訓以及童工和強制勞工等方面。為確保員工清晰且一致地了解 and 貫徹本集團的主要政策，我們設有「員工手冊」，其中詳細列出了員工的權利，例如工時、可享有的假期、其他利益和福利。所有員工都可以索取「員工手冊」，以便參考和瞭解他們的權益。本集團致力於建立一個公平、透明和支持員工發展的工作環境，以確保員工的權益得到充分尊重和保護。

福利及利益

本集團秉承公平、獎勵和合法的原則，制定了一套公平合理的薪酬政策。為實現有效的人事管理，根據員工的表現和行為，本集團會給予回報，如晉升，並施以處分，如警告和解僱。

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All employees are entitled to all statutory holidays, leave and welfare as stipulated in the national and local laws and regulations, including but not limited to paid maternity leave, marriage leave, bereavement leave and annual leave. In addition, the Group believes that maintaining a work-life balance is essential to the physical and mental health of employees. Therefore, we always adhere to the principle of no forced overtime to ensure that employees have sufficient rest and personal time. We are committed to creating a positive environment that supports the well-being and job satisfaction of our employees and promotes their overall well-being and growth.

Equal Opportunity, Diversity and Anti-discrimination

The Group always endeavours to provide a fair working environment where employees are treated equally and respectfully. All employees are assessed and remunerated based on their skills and abilities, regardless of their race, religion, gender, age or disability.

The Group strives to create a zero-tolerance environment for bullying, belittling and sexual harassment by implementing policies that prohibit discrimination and harassment. The Group is determined to oppose any form of discrimination and harassment and encourages employees to actively participate in and promote respect, inclusiveness and diversity, creating a united and harmonious working atmosphere where every employee feels safe, respected and has the opportunity to realize their full potential.

所有員工享有根據國家和地方法律法規規定的所有法定假期、假期和福利，包括但不限於帶薪產假、婚假、喪假和年假。此外，本集團深信保持工作與生活的平衡對員工的身心健康至關重要。因此，我們始終堅持不強制加班的原則，確保員工能夠擁有充足的休息和個人時間。我們致力於創建一個支持員工福祉和工作滿意度的積極環境，促進員工的整體幸福與成長。

平等機會、多元化及反歧視

本集團一直致力於為員工提供公平的工作環境，確保他們受到公平待遇並獲得充分尊重。對所有員工的評估和薪酬制度都基於他們的技能和能力，而不論他們的種族、宗教、性別、年齡或殘疾狀況。

通過執行嚴禁歧視和騷擾的政策，努力創造一個零容忍欺凌、貶損和性騷擾的工作環境。集團堅決反對任何形式的歧視和騷擾行為，並鼓勵員工積極參與和促進尊重、包容和多樣性，建立一個團結和諧的工作氛圍，在這裡每個員工都能感到安全、受到尊重，並有機會充分發揮他們的潛力。

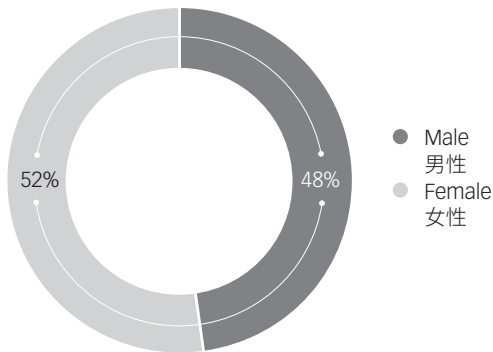
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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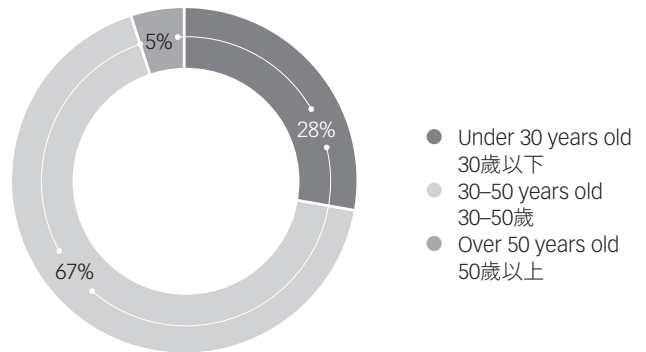
As at 31 December 2023, the Group had a total of 21 employees (2022: 55 employees). The breakdown of these employees by gender, age group and region are as follows:

截至2023年12月31日，本集團總共有21名僱員（2022年：55名僱員），這些員工按性別、年齡組別及地區劃分的明細如下：

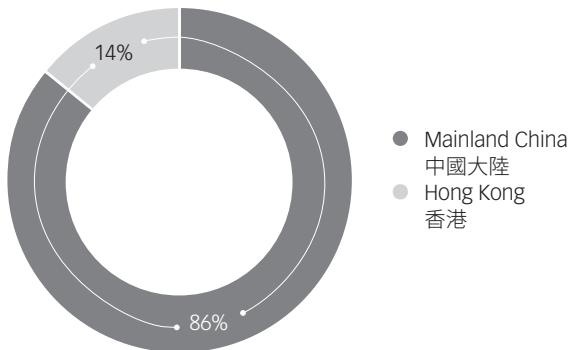
By gender
按性別劃分



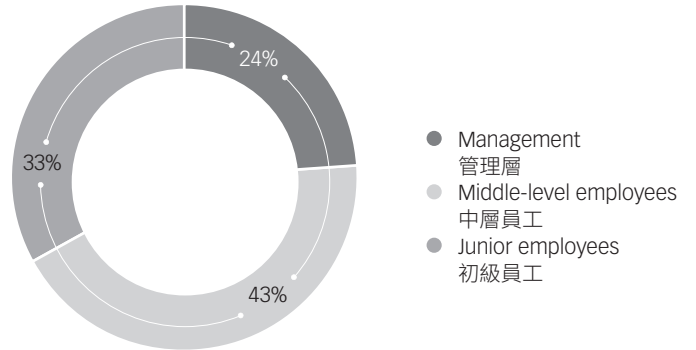
By age group
按年齡組別劃分



By region
按區域劃分



By employee category
按員工類別劃分



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During the Reporting Period, the detailed distribution of the Group's turnover rate by gender, age and region is as follows:

於報告期間，本集團按性別、年齡及地區劃分的流失比率詳細分佈如下：

Indicator 指標	2023		2022	
	Number of employees leaving the company 員工離職人數	Percentage of employees leaving the company ⁴ (%) 員工離職百分比 ⁴ (%)	Number of employees leaving the company 員工離職人數	Percentage of employees leaving the company (%) 員工離職百分比 (%)
By gender	按性別分類			
— Male	19	190.00	11	35.48
— Female	16	145.45	11	45.83
By age group	按年齡組別分類			
<30	20	333.33	9	37.50
31-50	15	107.14	12	41.38
>50	0	0	1	50.00
By region	按地區分類			
— The PRC	33	183.33	19	37.25
— Hong Kong	2	66.67	3	75.00

Note:

4. Formula for calculating the percentage of employees leaving the company: number of leaving employees of the category/total number of employees of the category* 100%

附註：

4. 用於計算員工離職百分比的公式為：該類別僱員的離職人數/該類別僱員總數*100%

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B2. Health and Safety

The Group is committed to providing a safe working environment for all employees, placing the occupational health and safety of employees as a top priority. We deeply believe that every employee has the right to feel safe and protected in the workplace. Therefore, we spare no effort to minimize potential occupational hazards.

In the Group's values, the health and safety of employees are uncompromised. We strictly follow and do not violate relevant laws and regulations relating to workplace safety, including but not limited to the Law of the People's Republic of China on Prevention and Control of Occupational Diseases (《中華人民共和國職業病防治法》) in Mainland China and the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) to ensure that our working environment meets the standards and provides the best protection measures.

We continuously invest resources and take necessary measures, including risk assessment, training and equipment maintenance, to ensure that the risks faced by employees during their work are effectively controlled. The Group encourages employees to actively participate in safety management, provide opinions and suggestions, and jointly promote the safety and health of the workplace. During the past three reporting periods, the Group did not have any work-related fatalities or working days lost due to work injury. This is the achievement of the Group's focus and efforts on occupational health and safety, as well as a firm commitment to employee well-being.

B2. 健康與安全

本集團致力於為全體員工提供安全的工作環境，將員工的職業健康與安全置於首要任務的位置。我們深信，每位員工都有權在工作場所中感到安全和受到保護。因此，我們不遺餘力地將潛在的職業危害降至最低。

在本集團的價值觀中，員工的健康和安全是無可妥協的。我們嚴格遵循並沒有違反與工作場所安全的相關法律法規，包括但不限於中國大陸的《中華人民共和國職業病防治法》以及香港法例第509章《職業安全及健康條例》以確保我們的工作環境符合標準並提供最佳的保護措施。

我們持續投入資源，採取必要的措施，包括風險評估、培訓和設備維護，以確保員工在工作過程中面臨的風險得到有效控制。集團鼓勵員工積極參與安全管理，提供意見和建議，共同促進工作場所的安全性和健康性。在過去三個報告期間，本集團未發生任何因工傷導致的工作相關死亡或失去工作日數的情況。這是集團對職業健康與安全的關注和努力的成果，也是對員工福祉的堅定承諾。

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Indicator 指標	Unit 單位	Quantity 數量
Number of work-related fatalities in each of the past three years 過去三年每年因工亡故的人數	person 人	0
Rate of work-related fatalities in each of the past three years 過去三年每年因工亡故的比率	% %	0
Number of working days lost due to work injury 因工傷損失工作日數量	Working days 工作日	0

The Group will continuously pay attention to and improve the occupational health and safety management system to ensure that employees can exert their best ability in a safe and healthy working environment. We regard the occupational health and safety of employees as our utmost responsibility and will continue our efforts to ensure that the health, safety and well-being of every employee is protected to the greatest extent. In case any employee encounters any work-related injuries, the Group will take all necessary measures to ensure that proper medical care is offered to the relevant employee.

本集團將持續不斷地關注和改進職業健康與安全管理體系，確保員工能夠在一個安全、健康的工作環境中發揮他們的最佳能力。我們視員工的職業健康和 safety 為至高無上的責任，並將繼續努力確保每位員工的健康、安全和福祉得到最大程度的保障。倘任何僱員受到任何工傷，本集團將採取所有必要措施，確保向有關僱員提供適當醫療護理。

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The Group has implemented the following management approaches to create and maintain a comfortable, safe and healthy working environment for the employees:

- The administration department is responsible for setting up the position of person in charge of safety management in each premise, implementing the person in charge as the person responsible for safety production, and establishing an emergency team to regularly investigate, manage and rectify accidents and hidden hazards of production safety.
 - In the event of a safety management accident, the person in charge of safety management shall immediately organize relevant personnel to deal with it accordingly to avoid losses to the Company's property and the personal safety of employees in a timely manner.
 - Storing and using flammable, explosive and other dangerous goods, such as mosquito coils, stoves, lighters and other equipment with naked flames, are strictly prohibited. Smoking should be taken in a designated area, and smoking indoors or in an undesignated area is not allowed.
 - Electricity is used safely without overloading electrical appliances and unauthorized connection of electrical wires to ensure personal safety when using electrical appliances. Electrical facilities are inspected after work and personal workplace electrical equipment, chargers and other flammable and explosive dangerous goods are turned off in a timely manner.
- 為向僱員營造及維持一個舒適、安全及健康的工作環境，本集團已實行以下管理方針：
- 行政部負責在各個辦公場所設立安全管理負責人，落實主要負責人為安全生產責任人，並成立應急小組，定期對生產安全事故隱患排查治理和整改。
 - 發生安全管理事故時，安全管理負責人應第一時間組織有關人員進行相應處理，及時規避對公司財產以及員工人身安全造成損失。
 - 嚴禁存儲、使用易燃、易爆等危險品。例如蚊香、火爐、打火機等明火設備。應在指定區域抽煙，不允許在室內或未指定區域抽煙。
 - 安全用電，不超負荷使用電器及私拉亂接電線，以保證使用電器時的人身安全。下班檢查用電設施，及時關閉個人工位電器設備、充電寶等易燃易爆危險物。

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- The administration department arranges an overall fire inspection once a month to check whether the fire extinguishers, fire hydrants, smoke sensor, fire sprinkler, etc. are in good condition. The person in charge of safety management of each premise is responsible for patrolling the building, checking the safety of various electrical appliances, office equipment, corridors, and personnel entry and exit, and handling problems in a timely manner.

B3. Development and Training

The development of the Group revolves around the people-oriented concept and the Group attaches great importance to the personal development of employees. By investing in employees through training, employees' job satisfaction and loyalty can be enhanced. Different types of training are provided internally by the Company with the aim of improving employees' knowledge and abilities.

All employees will receive on-the-job training, including the Group's introduction, department structure, responsibilities, required skills and work instructions, etc., which help to ensure that all employees have sufficient knowledge and skills to provide high-quality services to customers. As the above training is provided on a regular basis, no record is collected. In addition to employee training, the Group also provides training to the directors, covering topics such as their responsibilities, updates on legal and regulatory rules, latest business development and corporate governance, to ensure that the directors possess the latest knowledge and skills so that they can discharge their duties and adapt to the changing business environment.

- 行政部每月定期安排一次整體消防檢查，排查滅火器、消防栓、煙感、噴淋等情況是否完好，各場所安全管理負責人負責巡邏大樓，檢查各類電器、辦公設備、樓道安全、人員進出情況，發現問題及時處理。

B3. 發展及培訓

本集團的發展圍繞著以人為本的理念，高度重視員工的個人發展。通過投資員工的培訓，可以提升員工的工作滿意度和忠誠度。公司內部提供多種不同類型的培訓，旨在增加員工的知識並提高他們的能力。

所有員工都將接受在職培訓，內容包括本集團的介紹、部門結構、責任、所需技能和工作指示等，這些培訓有助於確保所有員工具備足夠的知識和技能，以向客戶提供優質的服務。由於上述培訓乃定期提供，因此並無收集任何記錄。除了員工培訓，集團還為董事提供培訓，內容涵蓋其職責、法律和監管規則的最新資訊、業務的最新發展以及企業治理等方面，確保董事們擁有最新的知識和技能，以便他們能夠履行其職責並適應不斷變化的商業環境。

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By providing training and development opportunities to employees, we hope to unleash their potential and provide them with approaches for growth and promotion. We cherish the personal development of employees and have established a learning organization to encourage continuous learning, growth and innovation of employees. In this way, we believe that employees will be able to better cope with job challenges and achieve personal and occupational success.

During the Reporting Period, the breakdown of the percentage of employees trained by gender and employee category of the Group is as follows:

As the following table illustrates:

通過為員工提供培訓和發展機會，我們希望激發他們的潛力，並為他們提供成長和晉升的途徑。我們重視員工的個人發展，並建立一個學習型組織，鼓勵員工不斷學習、成長和創新。通過這種方式，我們相信員工將能夠更好地應對工作挑戰，並取得個人和職業上的成功。

於報告期間，本集團按性別及僱員類別劃分的僱員受訓百分比明細如下：

如下圖所示：

Indicator 指標		Breakdown of employees trained in 2023 ⁵	Employees trained in 2023 ⁶	Average training hours of employees in 2023 ⁷
		(%) 2023年 受訓員工明細 ⁵ (%)	(%) 2023年 受訓員工 ⁶ (%)	(hours) 2023年 員工平均受訓 時數 ⁷ (小時)
By gender	按性別分類			
— Male	— 男性	25	10.00	1.00
— Female	— 女性	75	27.27	2.91
By employee category	按僱員類別分類			
— Management	— 管理層	50	3.33	4.00
— Middle-level employees	— 中層員工	50	22.22	2.44
— Junior employees	— 初級員工	—	—	—

Notes:

- Formula for calculating the breakdown of employees trained = number of employees trained under x category/total number of employees trained * 100%
- Formula for calculating the percentage of employees trained = number of employees trained/number of employees * 100%
- Formula for calculating average training hours of employees = total training hours/total number of employees

附註：

- 受訓員工明細計算公式= x類僱員受訓人數 / 總受訓僱員 * 100%
- 受訓員工百分比計算公式=受訓僱員 / 僱員人數 * 100%
- 員工平均受訓時數計算公式=總受訓時數 / 僱員總人數

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B4. Labour Standards

Preventing Child and Forced Labour

The Group adheres to stringent internal review procedures during the recruitment process, including verifying personal information of applicants. For example, the recruitment department requires candidates to provide identity proof to ensure that their age meets the legal requirements. If any relevant incident occurs, the management will make necessary reports to the law enforcement agency and conduct internal investigations to determine if there are any fault that may lead to such incident during the recruitment process.

The Group strictly complies with and does not violate the Labour Law of the People's Republic of China (《中華人民共和國勞動法》) and the Labour Contract Law of the People's Republic of China (《中華人民共和國勞動合同法》) in Mainland China, the Employment Ordinance (Chapter 57 of the Laws of Hong Kong) and other labour regulations related to the prohibition of child and forced labour employment. We strictly prohibit the employment of forced and child labour. During the Reporting Period, all employees were over the age of 18 and officially employed in accordance with applicable laws and regulations. The Group did not identify any non-compliance or complaint.

We are committed to ensuring the compliance and transparency of the recruitment process, and strictly comply with the requirements of laws and regulations, value the rights and well-being of employees, and strive to provide them with fair and equal employment opportunities. The Group will continue to strengthen the internal review process to ensure the accuracy and legality of the recruitment process, and continuously improve the recruitment standards to ensure that every employee can obtain employment opportunities in a fair and transparent environment.

B4. 勞工準則

防止童工及強制勞工

本集團在招聘過程中遵守嚴格的內部審閱程式，包括核實申請人的個人資料。例如，招聘部門會要求候選人提供身份證明以確保其年齡符合法律規定。如果發生任何相關事故，管理層將向執法機構作出必要的報告，並展開內部調查以確定招聘過程中是否存在任何可能導致事故的失誤。

本集團嚴格遵守並沒有違反中國大陸的《中華人民共和國勞動法》，《中華人民共和國勞動合同法》以及香港法例第57章《僱傭條例》等其他有關禁止聘請童工和強制勞工的勞動法規。我們嚴禁僱用強制勞工和童工。在報告期間，所有僱員都是18歲以上，並根據適用法律和法規正式受僱。本集團沒有發現任何不合規事項或投訴。

我們致力於確保招聘過程的合規性和透明度，並嚴格遵守法律和法規的要求，重視員工的權益和福祉，並努力為他們提供公正和平等的就業機會。集團將繼續加強內部審閱程式，確保招聘過程的準確性和合法性，並持續提升招聘標準，以確保每一位員工都能在公平和透明的環境中獲得就業機會。

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B5. Supply Chain Management

The Group attaches great importance to supply chain management, not only focus on enhancing cost competitiveness, but also the sustainability of the supply chain. The Group supports the purchase of environmentally friendly products to minimize the impact of our business operations on the environment while maintaining close cooperation with suppliers to ensure the quality of products and services provided to our customers. The Group strictly monitors the selection and performance of suppliers to ensure that they can provide high-quality products and services to meet operational needs and customers' expectations. During the year, the Group cooperated with 58 suppliers. Good cooperative relations are established to jointly solve problems and improve processes through regular communication and cooperation, so as to ensure the stability and reliability of the supply chain. We strive to ensure the responsibility and sustainability of the supply chain by purchasing environmentally friendly products, monitoring the performance and selection of suppliers, and regularly evaluating and eliminating suppliers that do not meet the standards. The Group will continue to focus on and improve its supply chain management to achieve the goal of sustainable development in economic, environmental and social aspects.

B5. 供應鏈管理

本集團非常重視供應鏈管理，不僅關注提升成本競爭力，也注重供應鏈的可持續性。集團支持購買環保產品，以將我們業務運營對環境的影響降至最低，同時與供應商保持緊密合作，以確保向客戶提供的產品和服務的品質。集團對供應商的選擇和績效進行嚴格監控，以確保他們能夠提供高品質的產品和服務，以滿足運營需求和客戶的期望。本年度，集團共與58家供應商展開了合作，我們建立了良好的合作關係，通過定期溝通和合作，共同解決問題、改進流程，確保供應鏈的穩定性和可靠性。通過採購環保產品、監控供應商的表現和選擇，以及定期評估和剔除不符合標準的供應商，努力確保供應鏈的責任和可持續性。集團將繼續關注和改進供應鏈管理，以在經濟、環境和社會層面上實現可持續發展的目標。

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Open and Fair Procurement

The Group closely monitors the performance of existing suppliers and selects new suppliers based on various standards such as clear qualifications, company scale and reputation. Each procurement department regularly evaluates the approved suppliers to ensure that the products and services purchased by the Group meet the standards. Those suppliers who fail to meet the standards for a long time will be eliminated. We emphasize the transparency and compliance of procurement decisions to ensure that records and documents of the procurement process are kept in order for audit and verification. The "Technology Outsourcing Management Policy" established by the Group clearly sets out the guidelines on competitive bidding and supplier performance evaluation. According to the policy, we will obtain quotations from more than one supplier for comparison, so as to ensure the impartiality of the supplier audit process. Fair procurement is not only a procurement method, but also a value and ethical behaviour. We firmly believe that fair procurement can promote the sustainability and stability of the supply chain, promote the development of suppliers, and create long-term value for the Group's business and stakeholders.

During the Reporting Period, due to the nature of the Group's core business activities, the Group did not engage any major suppliers. We still actively participate in and implement the "Technology Outsourcing Management Policy" to ensure that the criteria and procedures stipulated in the system can be followed when selecting suppliers in the future.

公開公平採購

本集團嚴密監控現有供應商的表現，並根據明確的資質、公司規模和信譽等標準選擇新的供應商，各採購部門定期評估已經批准的供應商，以確保本集團所購買的產品和服務符合標準，那些長期未能達到標準的供應商將被剔除。我們強調採購決策的透明度和合規性，確保採購流程的記錄和檔保存完整，以便審計和驗證。本集團制定的「技術外包管理制度」清晰載列關於競爭投標及供應商表現評估的指引，根據政策，我們會向一名以上的供應商獲取報價以作比較，從而確保供應商審核過程公正。公平採購不僅僅是一種採購方法，更是一種價值觀和道德行為。我們堅信，通過公平採購，能夠促進供應鏈的可持續性和穩定性，推動供應商的發展，同時為集團的業務和利益相關者創造長期價值。

在報告期間，由於本集團核心業務活動的性質，本集團並沒有僱用任何主要供應商，我們仍然積極參與並執行「技術外包管理制度」，以確保在未來選擇供應商時能夠遵循制度中規定的準則和程式。

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Green Procurement

Green procurement is an important business practice that promotes sustainable development and environmental protection and can have a positive impact on the environment by selecting and using environmentally friendly products and services. In the procurement process, the Group will consider environmental factors and strive to cooperate with green suppliers who provide products that meet environmental standards, and give priority to products with environmental certifications, such as products with high energy efficiency, use of renewable energy, low carbon emissions, and those which are non-toxic and harmless, recyclable and reusable. Green procurement not only helps reduce environmental impact, but also promotes innovation and sustainable development. By supporting an environmentally friendly supply chain, it can promote the development of green technologies and products and create more sustainable value for the Group's business and community.

B6. Product Responsibility

Quality Assurance

The Group is well aware of the importance of product quality to its brand reputation. Therefore, it continuously strives to improve product quality and ensures customer satisfaction by establishing a sound quality assurance process and providing high-quality after-sales services. In order to reduce the risk of product responsibility, the Group has established a strict "Product Quality Assurance Process" to ensure that products meet internal quality standards. If a product failure is not caused by improper use, the Group will recall the product and refund the customer. Apart from product quality assurance, the Group also provides other value-added services, including product warranties and after-sales services, so as to meet customers' needs. We are committed to providing high-quality after-sales support to ensure that customers can enjoy comprehensive services after purchasing our products. Our customers can trust our after-sales support and solutions to ensure their satisfaction and trust in our products to maintain our brand reputation and customer loyalty.

綠色採購

綠色採購是一種重要的商業實踐，旨在促進可持續發展和環境保護，透過選擇和使用符合環境友好標準的產品和服務，可以對環境產生積極的影響。集團在採購過程中，會將環境因素納入考慮，努力與提供符合環境標準的產品的綠色供應商合作，優先考慮那些具有環境認證的產品，例如能源效率高、可再生能源使用、低碳排放、無毒無害、可回收和可循環利用的產品。綠色採購不僅有助於減少環境衝擊，還可以促進創新和可持續發展。通過支持環境友好的供應鏈，可以推動綠色技術和產品的發展，並為集團的業務和社區創造更可持續的價值。

B6. 產品責任

質量保證

本集團深知產品品質對於品牌聲譽的重要性，因此不斷努力提升產品品質，並通過建立完善的品質保證流程和提供優質的售後服務來確保客戶的滿意度。為了降低產品責任風險，本集團建立了嚴格的「產品品質保證流程」，以確保產品符合內部的品質標準。如果產品出現故障並非由於不當使用引起，本集團將回收產品並向客戶退款。除了產品品質保證，本集團還提供其他增值服務，包括產品保修和售後服務，以滿足客戶的需求。我們致力於提供優質的售後支援，確保客戶在購買我們的產品後能夠享受到全面的服務。我們的客戶可以信賴我們提供的售後支持和解決方案，以確保他們對產品的滿意度和信任度，以保持我們的品牌信譽和客戶的忠誠度。

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The Group strictly complies with and does not violate relevant laws and regulations relating to product responsibility that have a significant impact on the Group, including but not limited to the Product Quality Law of the People's Republic of China (《中華人民共和國產品質量法》), the Law of the People's Republic of China on Protection of Consumer Rights and Interests (《中華人民共和國消費者權益保護法》) and the Civil Law of the People's Republic of China (《中華人民共和國民法典》) in Mainland China, the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong) and the Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong).

During the Reporting Period, there were no products sold or shipped subject to recalls for safety or health reasons.

Complaints Handling Procedures

The Group attaches great importance to customers' opinions and feedback, which is an important part of the Group's continuous improvement. We have established various communication channels, such as through our website and customer service hotline, with the aim of handling customer concerns and issues more effectively.

The Group will make every effort to promptly investigate and resolve all disputes and complaints raised by customers. The Group has formulated relevant "Customer Complaint Handling Policy" to ensure that all customer complaints are properly handled. Once a complaint is received, the responsible personnel will investigate the matter and take appropriate actions in a timely manner. We are committed to providing excellent customer service, listening to customers' complaints and feedback seriously, and taking active actions to solve problems, ensuring that complaints are handled in a timely manner, and maintaining communication with customers to ensure that problems are properly solved, and customer satisfaction is achieved.

本集團嚴格遵守並沒有違反對其有重大影響的有關產品責任的相關法律及法規，包括但不限於中國大陸的《中華人民共和國產品質量法》、《中華人民共和國消費者權益保護法》、《中華人民共和國民法典》及香港的香港法例第362章《商品說明條例》、香港法例第26章《貨品售賣條例》。

於報告期間，本集團並無已售出或已運送產品因安全或健康理由而需收回。

投訴處理程序

本集團非常重視客戶的意見和回饋，這是推動本集團不斷改進的重要環節。我們已經建立了多種溝通管道，例如通過網站和客戶服務熱線，旨在更有效地處理客戶的關切和問題。

本集團將全力以赴，迅速調查和解決客戶提出的所有爭議和投訴。集團制定了相關的「客戶投訴處理政策」，以確保妥善處理所有客戶投訴，一旦接到投訴，負責人員將調查相關事項並及時採取適當行動。我們致力於提供卓越的客戶服務，認真傾聽客戶的投訴和回饋，並採取積極的行動解決問題，確保投訴的及時處理，並與客戶保持溝通，以確保問題得到妥善解決並取得客戶的滿意。

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As a responsible enterprise, we will ensure that the mechanism for customer complaints is transparent and fair, and comply with all applicable laws and regulations, providing high-level services and solutions by strengthening the training and capabilities of our customer service team continuously. We will continue to handle customer complaints in a professional, agile and responsible manner, provide customers with satisfactory solutions, maintain long-term and stable customer relationships, and continuously improve our business to meet customers' expectations and needs. During the year, the Group did not receive any material complaints about products and services in any form.

Personal Data Privacy

As the Group relies on the internet for daily business and information exchange, network security has become crucial. The Group attaches great importance to the privacy protection of personal data and complies with applicable privacy laws and regulations when collecting, using and storing customers' personal data. In order to build customer trust and loyalty, the Group has established measures to reduce the risk of employees leaking confidential information to outsiders and protect the confidentiality and integrity of customers' personal data. The Group strictly prohibits the use of customers' personal data for any purposes other than what have been stated in the customer contracts. If any employee has been discovered of misappropriating customers' personal data, the Group will take disciplinary action against the employee concerned and reserve its right to take legal actions.

Moreover, non-disclosure agreements are signed by all employees of the Group to ensure that they are aware of their legally binding obligations of protecting confidential information of the Group. Furthermore, the Group maintains information technology systems with high level of security to prevent unauthorized access to confidential information. We will continue to strengthen data protection measures, regularly review and update privacy policies, and regularly upgrade operating systems, security programs and hardware to protect customer information from hackers.

作為一個負責任的企業，我們將確保客戶投訴的機制透明、公正，並遵守所有適用的法律法規，持續加強我們的客戶服務團隊的培訓和能力，以提供高水準的服務和解決方案。我們將繼續以專業、敏捷和負責的態度處理客戶投訴，為客戶提供滿意的解決方案，維護長期穩固的客戶關係，同時不斷改進我們的業務，以滿足客戶的期望和需求。本年度，集團未接獲任何形式有關於產品及服務的重大投訴。

個人資料私隱

由於集團依賴網路來進行日常業務和資訊交流，網路安全變得至關重要，本集團重視個人資料的隱私保護，在收集、使用和存儲客戶個人資料時遵守適用的隱私法律和法規。為建立客戶信任及忠誠，本集團已推行措施，減低僱員向外界洩漏機密資料的風險，保護客戶個人資料的機密性和完整性。除客戶合約列明的用途外，本集團嚴禁將客戶的個人資料用作任何用途。倘任何僱員被發現不當使用客戶的個人資料，本集團將對該名僱員作出紀律處分，並保留追究其法律責任的權利。

此外，本集團所有僱員均簽署保密協議，確保知悉保護本集團機密資料受法律約束責任。另外，本集團維持高安全系數的資訊科技系統，防止未經授權獲取機密資料。我們將繼續加強資料保護措施，定期審查和更新隱私政策，定期升級營運系統、安全項目及硬體，從而讓客戶資料免受駭客侵害。

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Intellectual Property Rights

The Group attaches great importance to the protection of intellectual property rights, which is an important part of the sustainable development and maintenance of brand reputation. The Group will continue to strengthen the monitoring and protection measures of intellectual property rights and cooperate with relevant institutions and lawyers to ensure that the Group's rights and interests are effectively protected. We will actively respond to any infringement and take appropriate legal measures to protect our own intellectual property rights. We have formulated the "Trademark Management Policy" and "Intellectual Property Management Policy" to actively enforce intellectual property rights against third-party infringers to ensure that its intellectual property is closely monitored and adequately protected. The legal department is responsible for identifying any unauthorized use of the Group's trademarks by third parties. Legal actions will be taken in due course upon identification of any trademark infringements. During the Reporting Period, the Group complied with and did not violate any laws and regulations related to intellectual property rights that have a significant impact on the Group, including but not limited to the Trademark Law of the People's Republic of China (《中華人民共和國商標法》) and the Copyright Law of the People's Republic of China (《中華人民共和國著作權法》) in Mainland China and the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong).

知識產權

本集團高度重視知識產權的保護，這是持續發展和維護品牌聲譽的重要組成部分。集團將不斷加強對知識產權的監控和保護措施，並與相關機構和律師團隊合作，以確保集團的權益得到有效維護。我們將積極應對任何侵權行為，並採取適當的法律手段保護自身的知識產權，已制定「商標管理制度」及「知識產權管理制度」，積極對第三方侵權者強制執行知識產權權利，以確保其知識產權獲密切監控及充分保護。法務部負責識別任何第三方在未經授權下使用本集團的商標。倘識別任何商標侵權，我們將於適當時候採取法律行動。於報告期間，本集團遵守並沒有違反對其有重大影響的與知識產權有關的法律及法規，包括但不限於中國大陸的《中華人民共和國商標法》、《中華人民共和國著作權法》以及香港法例第528章《版權條例》。

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B7. Anti-corruption

The Group attaches great importance to clean operation and ethical behaviour, requires all employees to comply with relevant laws and regulations, and strengthens employees' awareness and knowledge of anti-corruption and compliance through training and education, continuously strengthens internal control and supervision mechanism, and ensures that the operation of the enterprise is within the framework of legality, integrity and transparency, so as to maintain the reputation of the enterprise and the trust of the society.

The Group does not support, nor does it tolerate any corrupt practice and payment or receipt of bribes for any purpose. All employees are strictly prohibited to abuse their power and/or take advantage of their position for personal gain. The Group provides directors and employees with detailed and comprehensive information and a thorough understanding of anti-corruption issues. The Group's "Employee Handbook" clearly sets out guidelines for the acceptance of gifts. As stipulated in the guidelines, all employees are required to exercise caution and judgment when accepting gifts. Gifts should not be accepted if they are of a value higher than RMB300 (or equivalent). In addition, the Group arranges training on basic ethics such as anti-corruption for all directors and employees, so as to raise awareness of corruption, conflict of interest and integrity issues.

During the Reporting Period, the Group strictly complied with and did not violate all relevant laws and regulations relating to bribery, extortion, fraud and money laundering, including but not limited to the Criminal Law of the People's Republic of China (《中華人民共和國刑法》) and the Anti-Money Laundering Law of the People's Republic of China (《中華人民共和國反洗錢法》) in Mainland China, the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), the Drug Trafficking (Recovery of Proceeds) Ordinance (Chapter 405 of the Laws of Hong Kong), and the Organized and Serious Crimes Ordinance (Chapter 455 of the Laws of Hong Kong).

B7. 反貪污

本集團非常重視廉潔經營和道德行為，要求所有員工遵守相關法律和規定，並通過培訓和教育加強員工對反腐敗和合規的認知和意識，不斷加強內部控制和監督機制，確保企業運作在合法、誠信和透明的框架內，以維護企業的聲譽和社會的信任。

本集團不支持亦不容忍基於任何目的的任何貪污行為以及行賄或受賄。全體僱員嚴禁利用權力及／或職位牟取個人利益。本集團為董事及僱員提供詳盡全面的資料，透徹了解反貪污議題，本集團的「員工手冊」清晰載有接納餽贈的指引，指引規定，全體僱員於接納餽贈時須審慎行事及作出判斷，不應接納價值超過或相等於人民幣300元的饋贈。此外，本集團為全體董事及員工安排反貪污反腐敗等基本道德規範的培訓，以提高對貪污、利益衝突及誠信問題的意識。

於報告期間，本集團嚴格遵守並沒有違反有關防止賄賂、勒索、欺詐及洗錢的所有相關法律及法規，包括但不限於中國大陸的《中華人民共和國刑法》及《中華人民共和國反洗錢法》以及香港的香港法例第201章《防止賄賂條例》、香港法例第405章《販毒（追討得益）條例》、香港法例第455章《有組織及嚴重罪行條例》。

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Whistleblowing Mechanism

The Group firmly opposes any form of corruption and is committed to establishing a corporate culture of integrity and honesty. We encourage employees to actively participate in anti-corruption work, recognize the importance of whistleblowing, and guarantee the confidentiality and security of whistleblowers. The Group has formulated the “Anti-corruption Management Policies” and “Whistleblowing Policies”, which clearly set out the procedures for reporting corruption and fraud cases and the Group encourages employees to report any suspicious fraudulent activities. After a potential case is being reported, the Group will conduct investigations with due care, and an investigation report will be prepared and submitted to the Board. For any proven fraud case, punishment will be inflicted pursuant to the policies. The Group has the responsibility to protect the whistleblower from potential retaliation, which the whistleblower’s identity remains anonymous and is protected throughout the investigation. Also, the whistleblower should not be placed into any disadvantaged position in relation to the employment. Therefore, the employees reporting in good faith under this procedure shall be assured of the protection against unfair dismissal or victimization, even if the reports are subsequently proved to be unsubstantiated.

During the Reporting Period, the Group did not note or report any corruption and money laundering cases which have been raised, commenced and concluded against the Group or its employees.

舉報機制

本集團堅決反對任何形式的腐敗行為，並致力於建立廉潔和誠信的企業文化。我們鼓勵員工積極參與反腐敗工作，認識到舉報的重要性，並保證舉報者的保密和安全。本集團制定了「反腐敗管理制度」及「舉報政策」，清晰載列舉報貪污及欺詐個案的程序，鼓勵員工舉報任何可疑的欺詐活動，舉報潛在個案後，本集團將審慎進行調查，並將編製調查報告及呈交予董事會，任何欺詐個案一經證實，將根據政策予以處罰。本集團有責任保護舉報人不受潛在報復的影響，在整個調查過程中，舉報人身份是匿名的，並受到保護。此外，舉報人不應該被置於與就業有關的任何不利地位。因此，根據本程序善意舉報的僱員應確保得到保護，不被不公平地解僱或受害，即使後來證明舉報沒有得到證實。

於報告期間，本集團並無任何已知悉或匯報針對本集團或其僱員提出並已審理的貪污及洗錢個案。

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B8. Community Investment

The Group understands the importance of giving back to the society and strongly supports employees to participate in community services to achieve a sustainable and harmonious society. During the Reporting Period, the Group and its employees actively participated in social practice activities:

- In July 2023, the Group joined hands with Zhejiang Sunshine Dream Foundation (浙江省陽光圓夢基金會) to provide support to underprivileged students in Sichuan by donating RMB1,000 of tuition fees per year.
- In September 2023, the Group cooperated with Huyuan Township, Fuyang District, Hangzhou to jointly sponsor Huyuan Township football team. It donated RMB8,000 to the football team for supporting and motivating football players in Huyuan Township.
- In November 2023, the Group organized employees to actively participate in the assistance service of Aunt Qian Animal Rescue Station (錢阿姨動物救助站) in Xiaoshan District, Hangzhou, visited the rescued animals, and donated a large amount of materials and equipment to improve the facilities and conditions of the rescue station.

In the future, the Group will continue to carry out social welfare and charity activities, actively assume social responsibilities, and contribute to the establishment of a better society.

B8. 社區投資

本集團深明回饋社會的重要性，大力支持僱員參與社區服務，以實現可持續的和諧社會。與報告期間，本集團及員工積極參加社會實踐活動：

- 在2023年7月，集團與浙江省陽光圓夢基金會攜手合作，為四川地區的貧困學生提供支援，捐贈每年1,000人民幣的學費。
- 在2023年9月，集團與杭州市富陽區湖源鄉合作，共同贊助湖源鄉足球隊，向足球隊捐贈了人民幣8,000元，支持和激勵湖源鄉的足球運動員。
- 在2023年11月，集團組織員工積極參與了杭州市蕭山區錢阿姨動物救助站的援助服務，探望被救助的動物，並捐贈大量的物資及設備，改善救助站的設施條件。

本集團將在日後繼續展開社會公益及慈善活動，積極承擔社會責任，為建立美好社會貢獻出自己的力量。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

HKEX ESG REPORTING GUIDE CONTENT INDEX

Environmental

聯交所環境、社會及管治報告指引內容索引

環境

ESG Aspects

環境、社會及管治層面

Related Section(s)

相關章節

A1. Emissions

A1. 排放物

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Emissions, Exhaust Emission

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的政策及遵守對發行人有重大影響的相關法律及規例的資料。

排放物、廢氣排放

KPI A1.6

關鍵績效指標A1.6

Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.

Waste Management

描述處理有害及無害廢棄物的方法、及描述所訂立的減廢目標及為達到這些目標所採取的步驟。

廢物管理

A2. Use of Resources

A2. 資源使用

Policies on the efficient use of resources, including energy, water and other raw materials.

Energy Management

有效使用資源(包括能源、水及其他原材料)的政策。

能源管理

KPI A2.1

關鍵績效指標A2.1

Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).

Energy Management

按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。

能源管理

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相關章節

A2. Use of Resources (Continued)

A2. 資源使用 (續)

KPI A2.2

關鍵績效指標A2.2

Water consumption in total and intensity (e.g. per unit of production volume, per facility).

總耗水量及密度 (如以每產量單位、每項設施計算)。

Water Management

用水管理

KPI A2.3

關鍵績效指標A2.3

Description of energy use efficiency target(s) set and steps taken to achieve them.

描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。

Energy Management

能源管理

KPI A2.4

關鍵績效指標A2.4

Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.

描述求取適用水源上可有任何問題、所訂立的用水效益目標及為達到這些目標所採取的步驟。

Energy Management

能源管理

KPI A2.5

關鍵績效指標A2.5

Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.

製成品所用包裝材料的總量 (以噸計算) 及 (如適用) 每生產單位估量。

Packaging Materials

包裝材料

A3. The Environment and Natural Resources

A3. 環境及天然資源

Policies on minimizing the issuer's significant impact on the environment and natural resources.

減低發行人對環境及天然資源造成重大影響的政策。

Environment and Natural Resources

環境及天然資源

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相關章節

A4. Climate Change

A4. 氣候變化

Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.

Climate Change

識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。

氣候變化

KPI A4.1

關鍵績效指標A4.1

Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.

Climate Change

描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。

氣候變化

B1. Employment

B1. 僱傭

Information on the policies and compliance with laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.

Employment

有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的政策及遵守對發行人有重大影響的相關法律及規例的資料。

僱傭

KPI B1.1

關鍵績效指標B1.1

Total workforce by gender, employment type (for example, full-time or part-time), age group and geographical region.

Employment

按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。

僱傭

KPI B1.2

關鍵績效指標B1.2

Employment turnover rate by gender, age group and geographical region.

Employment

按性別、年齡組別及地區劃分的僱員流失比率。

僱傭

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Related Section(s)
相關章節

B2. Health and Safety

B2. 健康與安全

Information on the policies and compliance with laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.

Health and Safety

有關提供安全工作環境及保障僱員避免職業性危害的政策及遵守對發行人有重大影響的相關法律及規例的資料。

健康與安全

KPI B2.1

關鍵績效指標B2.1

Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.

Health and Safety

於過去三年(包括匯報年度)每年因工亡故的人數及比率。

健康與安全

KPI B2.2

關鍵績效指標B2.2

Lost days due to work injury.

Health and Safety

因工傷損失工作日數。

健康與安全

KPI B2.3

關鍵績效指標B2.3

Description of occupational health and safety measures adopted, and how they are implemented and monitored.

Health and Safety

描述所採納的職業健康與安全措施，以及相關執行及監察方法。

健康與安全

B3. Development and Training

B3. 發展及培訓

Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.

Development and Training

有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。

發展及培訓

KPI B3.1

關鍵績效指標B3.1

The percentage of employees trained by gender and employee category (e.g. senior management, middle management).

Development and Training

按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。

發展及培訓

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<p>B3. Development and Training (Continued) B3. 發展及培訓 (續)</p> <p>KPI B3.2 關鍵績效指標B3.2</p> <p>The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。</p>	<p>Development and Training 發展及培訓</p>
<p>B4. Labour Standards B4. 勞工準則</p> <p>Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的政策及遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>KPI B4.1 關鍵績效指標B4.1</p> <p>Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。</p> <p>KPI B4.2 關鍵績效指標B4.2</p> <p>Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。</p>	<p>Labour Standards 勞工準則</p> <p>Labour Standards 勞工準則</p> <p>Labour Standards 勞工準則</p> <p>Labour Standards 勞工準則</p>
<p>B5. Supply Chain Management B5. 供應鏈管理</p> <p>Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。</p> <p>KPI B5.1 關鍵績效指標B5.1</p> <p>Number of suppliers by geographical region. 按地區劃分的供應商數目。</p>	<p>Supply Chain Management 供應鏈管理</p> <p>Supply Chain Management 供應鏈管理</p>

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B5. Supply Chain Management (Continued)

B5. 供應鏈管理 (續)

KPI B5.2

關鍵績效指標B5.2

Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.

描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及相關執行及監察方法。

Supply Chain Management

供應鏈管理

KPI B5.3

關鍵績效指標B5.3

Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.

描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。

Supply Chain Management

供應鏈管理

KPI B5.4

關鍵績效指標B5.4

Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.

描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。

Supply Chain Management

供應鏈管理

B6. Product Responsibility

B6. 產品責任

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and method of redress.

有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的政策及遵守對發行人有重大影響的相關法律及規例的資料。

Product Responsibility

產品責任

KPI B6.1

關鍵績效指標B6.1

Percentage of total products sold or shipped subject to recalls for safety and health reasons.

已售或已運送產品總數中因安全與健康理由而須回收的百分比。

Product Responsibility — Quality Assurance

產品責任 — 質量保證

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相關章節

B6. Product Responsibility (Continued)

B6. 產品責任 (續)

KPI B6.2

關鍵績效指標B6.2

Number of products and service-related complaints received and how they are dealt with.

接獲關於產品及服務的投訴數目以及應對方法。

Product Responsibility — Complaints Handling Procedures

產品責任 — 投訴處理程序

KPI B6.3

關鍵績效指標B6.3

Description of practices relating to observing and protecting intellectual property rights.

描述與維護及保障知識產權有關的慣例。

Product Responsibility — Intellectual Property Rights

產品責任 — 知識產權

KPI B6.4

關鍵績效指標B6.4

Description of quality assurance process and recall procedures.

描述質量檢定過程及產品回收程序。

Product Responsibility — Quality Assurance

產品責任 — 質量保證

KPI B6.5

關鍵績效指標B6.5

Description of consumer data protection and privacy policies, how they are implemented and monitored.

描述消費者資料保障及私隱政策，以及相關執行及監察方法。

Product Responsibility — Personal Data Privacy

產品責任 — 個人資料私隱

B7. Anti-corruption

B7. 反貪污

Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.

有關防止賄賂、勒索、欺詐及洗黑錢的政策及遵守對發行人有重大影響的相關法律及規例的資料。

Anti-corruption

反貪污

KPI B7.1

關鍵績效指標B7.1

Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.

於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。

Anti-corruption

反貪污

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B7. Anti-corruption (Continued)

B7. 反貪污 (續)

KPI B7.2

關鍵績效指標B7.2

Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.

描述防範措施及舉報程序，以及相關執行及監察方法。

Whistleblowing Mechanism

舉報機制

KPI B7.3

關鍵績效指標B7.3

Description of anti-corruption training provided to directors and employees.

描述向董事及員工的反貪污培訓。

Anti-corruption

反貪污

B8. Community Investment

B8. 社區投資

Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure that its activities take into consideration the communities' interests.

有關以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。

Community Investment

社區投資

KPI B8.1

關鍵績效指標B8.1

Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).

專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。

Community Investment

社區投資

KPI B8.2

關鍵績效指標B8.2

Resources contributed (e.g. money or time) to the focus area.

在專注範疇所動用資源(如金錢或時間)。

Community Investment

社區投資

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



**Independent auditor's report to the members of
China Netcom Technology Holdings Limited**
(incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Netcom Technology Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 102 to 203, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致中彩網通控股有限公司股東之獨立核數師報告
(於開曼群島註冊成立之有限公司)

意見

本核數師(以下簡稱「我們」)已審核列載於第102至203頁之中彩網通控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,該等綜合財務報表包括於2023年12月31日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表,以及綜合財務報表的附註,包括主要會計政策資料。

我們認為,綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而公允地反映貴集團於2023年12月31日的綜合財務狀況以及其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要求妥為編製。

意見的基礎

我們根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。在該等準則下,我們的責任在本報告內「核數師就審核綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會的「專業會計師道德守則」(「守則」),我們獨立於貴集團,並已遵循守則履行其他道德責任。我們相信,我們所獲得的審核憑證能充足及適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Revenue recognition on provision of smart retail services 提供智慧零售服務的收益確認

The Key audit matter 關鍵審核事項

Revenue from the provision of smart retail services amounted to approximately HK\$22,011,000 for the year ended 31 December 2023.

截至2023年12月31日止年度，提供智慧零售服務所得收益約為22,011,000港元。

We identified revenue recognition from the provision of smart retail services as a key audit matter due to it is the main revenue stream to the Group. Revenue performance is also the key performance indicator of the Group which affects the management's reward and also is a focus of investors.

我們將提供智慧零售服務的收益確認識別為關鍵審核事項，原因為此乃 貴集團的主要收益來源。收益表現亦為 貴集團的關鍵績效指標，其影響管理層的回報，亦為投資者的關注重點。

Details of revenue recognition from the provision of smart retail services and its accounting policies are set out in note 5 and note 2, respectively, to the consolidated financial statements.

提供智慧零售服務的收益確認及其會計政策詳情分別載於綜合財務報表附註5及附註2。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核於本期間的綜合財務報表中最重要的事項。我們在審核整體綜合財務報表及就此達致意見時處理此等事項，而不會就此等事項單獨發表意見。

How the matter was addressed in our audit 我們在審核中處理關鍵審核事項的方法

Our audit procedures to assess the revenue recognition of smart retail services include the following:

我們評估智慧零售服務收益確認的審核程序包括：

- Understanding the business process of the smart retail business;
理解智慧零售業務的業務程序；
- Assessing the design, implementation and operating effectiveness of key internal controls relating to revenue recognition;
評估與收益確認有關的關鍵內部監控的設計、實施及運營的有效性；
- Inspecting the key terms and conditions of contracts with customers and major business partners to assess if there were any terms and conditions that may have affected the accounting treatment of the related revenue; and
檢查與客戶及重大業務夥伴合約的主要條款及條件，以評估是否存在任何可能影響相關收益的會計處理的條款及條件；及
- Inspecting, on a sample basis, the customer acceptance documents, the contracts and invoices evidencing that the performance obligations of services were satisfied and control was transferred.
抽樣檢查表明提供服務的義務已履行及控制權已轉移的客戶驗收文件、合約及發票。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Assessing loss allowance of trade receivables

評估貿易應收款項的虧損撥備

The Key audit matter

關鍵審核事項

At 31 December 2023, the Group's gross trade receivables amounted to approximately HK\$13,028,000 against which a total loss allowance of approximately HK\$4,101,000 was recorded.

於2023年12月31日，貴集團的貿易應收款項總額約為13,028,000港元，錄得有關的虧損撥備合共約4,101,000港元。

Management measured loss allowance at an amount equal to expected credit losses ("ECLs"). ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). The ECLs take into account the ageing of trade receivables balances, the repayment history of the Group's debtors of different risk characteristics, current market conditions, debtor-specific conditions, and the Group's view of economic conditions over the expected lives of the trade receivables.

管理層按預期信貸虧損（「預期信貸虧損」）計量虧損撥備。預期信貸虧損是信貸虧損的概率加權估計。信貸虧損按所有預期短缺現金（即根據合約應付貴集團的現金流量與貴集團預期收到的現金流量之間的差額）的現值計量。預期信貸虧損考慮了貿易應收款項結餘的賬齡、貴集團具備不同風險特點的債務人的還款歷史、現時市況、債務人的特定條件及貴集團就貿易應收款項預定期限當時經濟狀況的看法。

How the matter was addressed in our audit

我們在審核中處理關鍵審核事項的方法

Our audit procedures to assess the loss allowance for trade receivables include the following:

我們評估貿易應收款項虧損撥備的審核程序包括：

- Obtaining an understanding of and assessing the design and implementation of management's key internal controls relating to credit control, debt collection and estimation of ECLs;
理解並評估管理層有關信貸控制、收債及預期信貸虧損估計的關鍵內部監控的設計及實施；
- Assessing, on a sample basis, whether items in the trade receivables' ageing report were classified within the appropriate ageing bracket by comparing individual items in the report with underlying documentation;
通過比較貿易應收款項賬齡報告中的個別項目與相關文件，抽樣評估報告中的項目是否分為適當賬齡段；
- Obtaining an understanding of the key parameters and assumptions of the ECLs model adopted by the management, including historical default data and management's estimated loss rates;
理解管理層所採用預期信貸虧損模型的關鍵參數及假設，包括歷史違約數據及管理層估計的虧損率；

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)

關鍵審核事項 (續)

Assessing loss allowance of trade receivables (Continued)

評估貿易應收款項的虧損撥備 (續)

The Key audit matter

關鍵審核事項

We identified loss allowance for trade receivables as a key audit matter because determining the level of loss allowance requires the exercise of significant management judgement which is inherently subjective.

我們將貿易應收款項虧損撥備識別為關鍵審核事項，乃基於釐定虧損撥備的水平時需要管理層重度參與判斷，而判斷本質上為主觀決定。

Details of loss allowance of trade receivables are set out in note 22 and note 3(a)(ii) to the consolidated financial statements, and its accounting policies are set out in note 2 to the consolidated financial statements.

貿易應收款項虧損撥備的詳情載於綜合財務報表附註22及附註3(a)(ii)，其會計政策則載於綜合財務報表附註2。

How the matter was addressed in our audit

我們在審核中處理關鍵審核事項的方法

- Assessing the reasonableness of management's loss allowance estimates by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information; and 通過檢查管理層達成有關判斷使用的資料，包括測試歷史違約數據的準確性及評估歷史虧損率有否根據目前的經濟狀況及前瞻性資料作出適當調整，評估管理層虧損撥備估計的合理性；及
- Reperforming the calculation of the loss allowance based on the Group's credit loss allowance policies. 根據 貴集團的信貸虧損撥備政策重新計算虧損撥備。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

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

RESPONSIBILITIES OF THE DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括載於年報的資料，惟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作出的意見並無涵蓋其他資料，而我們不會對其他資料發表任何形式的核證結論。

就我們審核綜合財務報表而言，我們的責任為閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。

倘若我們基於已進行的工作認為其他資料出現重大錯誤陳述，我們須報告有關事實。就此，我們沒有任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露要求，編製真實而公平地反映情況的綜合財務報表，及董事釐定對編製綜合財務報表屬必要的有關內部監控，以使該等綜合財務報表不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並披露與持續經營有關的事項（如適用）。除非董事擬將 貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營作為會計基礎。

審核委員會協助 貴公司董事履行其監督 貴集團財務報告流程的職責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs 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 HKSAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表須承擔的責任

我們的目標為合理保證此等綜合財務報表整體而言不會存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東發表本報告，不作其他用途。我們概不就本報告的內容對任何其他人士負責或承擔任何責任。

合理保證屬高層次的核證，惟根據香港審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤產生，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

在根據香港審計準則進行審核的過程中，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及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、設計及執行審核程序以應對該等風險，以及獲取充足和適當的審核憑證，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、虛假陳述或凌駕內部監控的情況，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。
- 了解與審核相關的內部監控，以設計適當的審核程序，惟並非旨在對貴集團內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' 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 the Audit Committee 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.

We also provide the Audit Committee 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.

核數師就審核綜合財務報表須承擔的責任 (續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審核憑證，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。倘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。倘有關披露不足，則修訂我們意見。我們結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體呈報方式、結構及內容，包括資料披露，以及綜合財務報表是否中肯地反映相關交易和事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足及適當的審核憑證，以便對綜合財務報表發表意見。我們負責集團審核的方向、監督和執行。我們為審核意見承擔全部責任。

我們與審核委員會就 (其中包括) 審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括我們在審核過程中識別的內部監控的任何重大缺失。

我們亦向審核委員會作出聲明，指出我們已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響我們獨立性的所有關係及其他事宜，以及將作出的行動以消除威脅或所採取的防範措施 (如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

The engagement director on the audit resulting in this independent auditor's report is Chan Sai Ho.

Baker Tilly Hong Kong Limited
Certified Public Accountants

Hong Kong, 21 March 2024

Chan Sai Ho
Practising certificate number P07705

核數師就審核綜合財務報表須承擔的責任 (續)

從與審核委員會溝通的事項中，我們釐定對本期間綜合財務報表的審核至關重要的事項，因而構成關鍵審核事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中傳達某事項造成的負面後果超出產生的公眾利益，則我們決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目董事為陳世豪。

天職香港會計師事務所有限公司
執業會計師

香港，2024年3月21日

陳世豪
執業證書編號P07705

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

	Note 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Continuing operation			
Revenue			
Revenue	5	22,011	27,071
Cost of sales and services	9	(15,908)	(21,419)
Gross profit		6,103	5,652
Other income	7	436	905
Other losses, net	8	(63)	(648)
Loss allowance for trade and other receivables		(1,867)	(629)
Administrative expenses	9	(14,642)	(15,628)
Finance costs	12	(42)	(112)
Loss before tax		(10,075)	(10,460)
Income tax expense	13	(21)	—
Loss for the year from continuing operation		(10,096)	(10,460)
Loss for the year from discontinued operations	14	(1,620)	(694)
Loss for the year		(11,716)	(11,154)
Other comprehensive (expense)/income Item that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations, net of nil tax		(50)	(1,356)
Reclassification of cumulative translation reserve upon deregistration of a foreign operation, net of nil tax		1,159	—
Reclassification of fair value reserve upon disposal of debt instruments at fair value through other comprehensive income, net of nil tax		—	(215)
Other comprehensive income/(expense) for the year, net of tax		1,109	(1,571)
Total comprehensive expense for the year		(10,607)	(12,725)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收入表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

	Note 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Loss for the year attributable to:			
Owners of the Company	下列人士應佔本年度虧損：		
— Continuing operation	本公司擁有人		
— Discontinued operations	— 持續經營業務	(8,488)	(9,077)
	— 已終止經營業務	(1,620)	(669)
		(10,108)	(9,746)
Non-controlling interests	非控股權益		
— Continuing operation	— 持續經營業務	(1,608)	(1,383)
— Discontinued operations	— 已終止經營業務	—	(25)
		(1,608)	(1,408)
		(11,716)	(11,154)
Total comprehensive expense attributable to:	下列人士應佔全面開支總額：		
Owners of the Company	本公司擁有人		
— Continuing operation	— 持續經營業務	(8,553)	(8,629)
— Discontinued operations	— 已終止經營業務	(461)	(2,656)
		(9,014)	(11,285)
Non-controlling interests	非控股權益		
— Continuing operation	— 持續經營業務	(1,593)	(1,415)
— Discontinued operations	— 已終止經營業務	—	(25)
		(1,593)	(1,440)
		(10,607)	(12,725)
Loss per share from continuing and discontinued operations	來自持續經營業務及已終止經營業務之每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)	15	
		(0.22)	(0.21)
Loss per share from continuing operations	來自持續經營業務之每股虧損		
Basic and diluted (HK cents per share)	基本及攤薄 (每股港仙)	15	
		(0.18)	(0.19)

The accompanying notes are an integral part of these consolidated financial statements. 隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 (Expressed in Hong Kong dollars) 於2023年12月31日 (以港元列示)

		Note 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	6	25
Right-of-use assets	使用權資產	18	1,153	385
Deferred tax assets	遞延稅項資產	28	151	—
			1,310	410
Current assets				
	流動資產			
Inventories	存貨	21	41	38
Trade and other receivables	貿易及其他應收款項	22	13,427	12,144
Amount due from ultimate holding company	應收最終控股公司之款項	23	2	—
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	23	1	1
Cryptocurrency	加密貨幣	19	—	568
Cash and bank balances	現金及銀行結餘	24	17,996	28,203
			31,467	40,954
Current liabilities				
	流動負債			
Trade and other payables	貿易及其他應付款項	27	13,013	11,881
Contract liabilities	合約負債	25	1,340	850
Lease liabilities	租賃負債	18	839	288
Amount due to ultimate holding company	應付最終控股公司之款項	23	—	618
Amount due to an intermediate holding company	應付一間中間控股公司之款項	23	67	—
			15,259	13,637

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 (Expressed in Hong Kong dollars) 於2023年12月31日 (以港元列示)

		Note	2023	2022
		附註	HK\$'000	HK\$'000
			千港元	千港元
Net current assets	流動資產淨值		16,208	27,317
Total assets less current liabilities	總資產減流動負債		17,518	27,727
Non-current liability	非流動負債			
Deferred tax liabilities	遞延稅項負債	28	172	—
Lease liabilities	租賃負債	18	226	—
			398	—
Net assets	資產淨值		17,120	27,727
Capital and reserves	資本及儲備			
Share capital	股本	26	23,430	23,430
Reserves	儲備		(5,048)	3,966
Equity attributable to owners of the Company	本公司擁有人應佔權益		18,382	27,396
Non-controlling interests	非控股權益		(1,262)	331
Total equity	權益總額		17,120	27,727

The consolidated financial statements on pages 102 to 203 were approved by the Board of Directors on 21 March 2024 and are signed on its behalf by:

第102至第203頁之綜合財務報表已於2024年3月21日經董事會批准並由下列董事代為簽署：

Sun Haitao
孫海濤
Director
董事

Wu Shan
吳珊
Director
董事

The accompanying notes are an integral part of these consolidated financial statements.

隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital — ordinary shares	Share premium	Capital contribution reserve	Capital redemption reserve	Financial asset at fair value through other comprehensive income reserve 按公允價值 計入其他全面 收入之金融 資產儲備	Foreign currency translation reserve	Other reserve	Accumulated losses	Subtotal	Non- controlling interests	Total
		股本 — 普通股	股份溢價	注資儲備	資本贖回儲備	外幣換算 資產儲備	儲備	其他儲備	累計虧損	小計	非控股權益	總計
		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
		(Note i)	(Note i)	(Note ii)	(Note iii)	(Note iv)	(Note v)	(Note vi)	(Note vi)	(Note vi)	(Note vi)	(Note vi)
		(附註i)	(附註i)	(附註ii)	(附註iii)	(附註iv)	(附註v)	(附註vi)	(附註vi)	(附註vi)	(附註vi)	(附註vi)
Balance at 1 January 2022	於2022年1月1日之結餘	23,430	3,466,638	9,777	1	215	117,883	(49)	(3,579,214)	38,681	1,678	40,359
Loss for the year	本年度虧損	—	—	—	—	—	—	—	(9,746)	(9,746)	(1,408)	(11,154)
Other comprehensive expense for the year	本年度其他全面開支	—	—	—	—	(215)	(1,324)	—	—	(1,539)	(32)	(1,571)
Total comprehensive expense for the year	本年度全面開支總額	—	—	—	—	(215)	(1,324)	—	(9,746)	(11,285)	(1,440)	(12,725)
Disposal of a subsidiary	出售一間附屬公司	—	—	—	—	—	—	—	—	—	93	93
Balance at 31 December 2022	於2022年12月31日之結餘	23,430	3,466,638	9,777	1	—	116,559	(49)	(3,588,960)	27,396	331	27,727

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital — ordinary shares	Share premium	Capital contribution reserve	Capital redemption reserve	Financial asset at fair value through other comprehensive income reserve 按公允價值 計入其他全面 收入之金融 資產儲備	Foreign currency translation reserve	Other reserve	Accumulated losses	Subtotal	Non- controlling interests	Total
		股本 — 普通股	股份溢價	注資儲備	資本贖回儲備	外幣換算 資產儲備	儲備	其他儲備	累計虧損	小計	非控股權益	總計
		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
		(Note i)	(Note i)	(Note ii)	(Note iii)	(Note iv)	(Note v)	(Note vi)	(Note vi)	(Note vi)	(Note vi)	(Note vi)
		(附註i)	(附註i)	(附註ii)	(附註iii)	(附註iv)	(附註v)	(附註vi)	(附註vi)	(附註vi)	(附註vi)	(附註vi)
Balance at 1 January 2023	於2023年1月1日之結餘	23,430	3,466,638	9,777	1	—	116,559	(49)	(3,588,960)	27,396	331	27,727
Loss for the year	本年度虧損	—	—	—	—	—	—	—	(10,108)	(10,108)	(1,608)	(11,716)
Other comprehensive income for the year	本年度其他全面收入	—	—	—	—	—	1,094	—	—	1,094	15	1,109
Total comprehensive income/ (expense) for the year	本年度全面收入/(開支)總額	—	—	—	—	—	1,094	—	(10,108)	(9,014)	(1,593)	(10,607)
Balance at 31 December 2023	於2023年12月31日之結餘	23,430	3,466,638	9,777	1	—	117,653	(49)	(3,599,068)	18,382	(1,262)	17,120

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

Notes:

- (i) The share premium account of the Company arises on shares issued at a premium. In accordance with the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be able to pay its debts as they fall due in the ordinary course of business. The share premium account may also be distributed in the form of fully paid bonus shares.
- (ii) The capital contribution reserve represents capital contribution from an intermediate holding company.
- (iii) The capital redemption reserve represents the nominal value of the share capital of the Company repurchased and cancelled.
- (iv) The Group has certain debt instrument measured at fair value through other comprehensive income. For this instrument, changes in fair value are accumulated within financial asset measured at fair value through other comprehensive income reserve within equity. The accumulated changes in fair value are transferred to profit or loss when the investment is derecognised or impaired.
- (v) The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.
- (vi) Other reserve represents the difference between the consideration paid for the additional interest in the subsidiary and the non-controlling interest's share of the assets and liabilities reflected in the consolidated statement of financial position at the date of the acquisition of the non-controlling interests.

附註：

- (i) 本公司股份溢價賬乃因按溢價發行股份而產生。根據開曼群島公司法，股份溢價賬可供分派予本公司股東，惟於緊隨建議分派股息之日後，本公司將有資金償付在其日常業務過程中到期應付之債務。股份溢價賬亦可以繳足股款紅股之方式派發。
- (ii) 注資儲備指來自一間中間控股公司之注資。
- (iii) 資本贖回儲備指本公司回購及註銷之股本名義值。
- (iv) 本集團擁有若干按公允價值計入其他全面收入之債務工具。就該工具而言，公允價值變動累計於權益內之按公允價值計入其他全面收入之金融資產儲備內。於投資終止確認或減值時，公允價值之累計變動轉撥至損益。
- (v) 外幣換算儲備包括因換算海外業務財務報表而產生之全部匯兌差額。
- (vi) 其他儲備指於收購非控股權益日期之綜合財務狀況表反映之就附屬公司額外權益支付之代價與非控股權益應佔之資產及負債兩者之差額。

The accompanying notes are an integral part of these consolidated financial statements.

隨附之附註為綜合財務報表之組成部份。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Loss before taxation	除稅前虧損		
From continuing operations	持續經營業務	(10,075)	(10,460)
From discontinued operations	已終止經營業務	(1,620)	(694)
		(11,695)	(11,154)
Adjustments for:	已就下列各項作出調整：		
Finance costs recognised in profit or loss	於損益確認之財務成本	42	117
Interest income from bank deposits	銀行存款之利息收入	(380)	(433)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	19	25
Depreciation of right-of-use assets	使用權資產之折舊	904	1,367
Write off of financial assets at fair value through other comprehensive income	按公允價值計入其他全面收入之金融資產撇銷	—	115
Recognition of loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備之確認	2,070	629
Release of exchange reserve to profit or loss due to deregistered company	因已註銷公司而解除匯兌儲備至損益	1,159	—
Covid-19-related rent concession	新型冠狀病毒相關租金減免	—	(50)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—	(140)
		(7,881)	(9,524)
Change in operating assets and liabilities:	經營資產及負債變動：		
(Increase)/decrease in inventories	存貨(增加)／減少	(3)	7
(Increase)/decrease in trade and other receivables	貿易及其他應收款項(增加)／減少	(3,534)	7,140
Decrease in amount due to ultimate holding company	應付最終控股公司之款項減少	(620)	(18,347)
Decrease/(increase) in cryptocurrency	加密貨幣減少／(增加)	564	(609)
Increase in amount due to an intermediate holding company	應付一間中間控股公司之款項增加	67	13,713
Increase/(decrease) in trade and other payables	貿易及其他應付款項增加／(減少)	1,278	(6,240)
Increase/(decrease) in contract liabilities	合約負債增加／(減少)	507	(45)
Net cash used in operating activities	經營活動所用現金淨額	(9,622)	(13,905)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2023 (Expressed in Hong Kong dollars) 截至2023年12月31日止年度 (以港元列示)

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	380	433
Payment for acquisition of property, plant and equipment	購買物業、廠房及設備付款	—	(16)
Net cash outflows from disposal of a subsidiary	出售一間附屬公司之現金流出淨額	—	(82)
Net cash generated from investing activities	投資活動所得現金淨額	380	335
Cash flows from financing activities	融資活動所得現金流量		
Capital element of lease rentals paid	已付租賃租金之資本部份	(896)	(1,223)
Interest element of lease rentals paid	已付租賃租金之利息部份	(42)	(65)
Repayment for loan from an intermediate holding company	償還來自一間中間控股公司之貸款	—	(4,800)
Interest paid for loan from an intermediate holding company	就來自一間中間控股公司之貸款支付利息	—	(104)
Net cash used in financing activities	融資活動所用現金淨額	(938)	(6,192)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(10,180)	(19,762)
Cash and cash equivalents at the beginning of year	年初之現金及現金等價物	28,047	48,805
Effect of foreign exchange rate changes, net	匯率變動淨影響	(27)	(996)
Cash and cash equivalents at the end of year	年末之現金及現金等價物	17,840	28,047
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘之分析		
Cash and bank balances	現金及銀行結餘	17,840	28,047

The accompanying notes are an integral part of these consolidated financial statements. 隨附之附註為綜合財務報表之組成部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1 GENERAL INFORMATION

China Netcom Technology Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of the Company’s registered office is at Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands.

The Company’s shares have been listed on GEM of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 2 March 2001.

In the opinion of the directors, the parent company is 51RENPIN.COM INC. (incorporated in the British Virgin Islands) and the ultimate parent company is 51 Credit Card Inc. (incorporated in the Cayman Islands, and listed on the Main Board of the Stock Exchange, stock code: 2051).

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as, the “Group”) are principally engaged in the smart retail business. During the year ended 31 December 2023, the Group has ceased the lottery business. During the year ended 31 December 2022, the Group ceased the financial technology services business and sports training business.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company and all values are rounded to the nearest thousand (“HK\$’000”) except when otherwise indicated.

These consolidated financial statements were approved and authorised for issue by the Board of Directors (the “Board”) of the Company on 21 March 2024.

1 一般資料

中彩網通控股有限公司（「本公司」）根據開曼群島第22章公司法（1961年第三號法例，經綜合及修訂）於開曼群島註冊成立為一間獲豁免有限公司。本公司註冊辦事處地址為 Third Floor, Century Yard, Cricket Square, P.O. Box 902, Grand Cayman, KY1-1103, Cayman Islands。

本公司股份自2001年3月2日起於香港聯合交易所有限公司（「聯交所」）GEM上市。

董事認為，其母公司為51RENPIN.COM INC.（於英屬處女群島註冊成立），而其最終母公司為51信用卡有限公司（於開曼群島註冊成立及於聯交所主板上市，股份代號：2051）。

本公司為投資控股公司。本公司及其附屬公司（統稱「本集團」）主要從事智慧零售業務。截至2023年12月31日止年度，本集團已終止彩票業務。截至2022年12月31日止年度，本集團已終止金融科技服務業務及體育訓練業務。

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，除另有說明者外，所有金額均湊整至最接近千位（「千港元」）。

該等綜合財務報表已於2024年3月21日經本公司董事會（「董事會」）批准及授權刊發。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

These notes provide a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The consolidated financial statements are for the Group consisting of China Netcom Technology Holdings Limited and its subsidiaries.

(a) Basis of preparation

(i) Compliance with Hong Kong Financial Reporting Standards (“HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance (“HKCO”)

The consolidated financial statements of the Company have been prepared in accordance with HKFRSs and the disclosure requirements of the HKCO. In addition, the consolidation financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange (“the GEM Listing Rules”).

(ii) Historical cost convention

The consolidated financial statements have been prepared on a historical cost basis.

2 主要會計政策概要

本附註提供編製該等綜合財務報表時採納之主要會計政策清單。除另有指明者外，該等政策一直貫徹應用於所呈報之所有年度。綜合財務報表為本集團（由中彩網通控股有限公司及其附屬公司組成）編製。

(a) 編製基準

(i) 遵守香港財務報告準則（「香港財務報告準則」）及香港公司條例（「香港公司條例」）之披露規定

本公司之綜合財務報表已根據香港財務報告準則及香港公司條例之披露規定編製。此外，綜合財務報表亦包含符合聯交所GEM證券上市規則（「GEM上市規則」）規定之適用披露。

(ii) 歷史成本慣例

綜合財務報表乃按歷史成本基準編製。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(iii) Use of estimates and judgement

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 4.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(iii) 估計及判斷之使用

編製符合香港財務報告準則之財務報表時，要求管理層需作出判斷、估計及假設，而會影響政策之應用以及資產、負債、收入及開支之呈報金額。此類估計及相關假設是基於歷史經驗以及於當時情況下被認為是合理之各種其他因素而作出，其結果構成對尚無法從其他來源確認之資產及負債之賬面值作出判斷之基礎。實際結果可能與此類估計不同。

估計和相關假設將予持續審閱。倘會計估計之修訂只影響作出修訂之期間，則在該期間確認；倘修訂對當前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。

管理層在應用香港財務報告準則時所作出對財務報表有重大影響之判斷以及估計不確定性之主要來源於附註4中討論。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(iv) New and amended standards adopted by the Group

The Group has applied the following amendments for the first time for their annual reporting period commencing 1 January 2023:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendment to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform — Pillar Two Model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group's financial position and performance for the current and prior years and/or on the disclosure set out in these consolidated financial statements.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(iv) 本集團採納之新增及經修訂準則

本集團已就其自2023年1月1日開始之年度報告期間首次應用下列修訂：

香港財務報告準則第17號(包括2020年10月及2022年2月之香港財務報告準則第17號之修訂)	保險合約
香港會計準則第8號之修訂	會計估計之定義
香港會計準則第12號之修訂	與單一交易產生之資產及負債相關之遞延稅項
香港會計準則第12號之修訂	國際稅務改革 — 第二支柱規則範本
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策之披露

除下文所述者外，於本年度應用香港財務報告準則之新增準則及修訂對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載之披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(iv) *New and amended standards adopted by the Group (Continued)*

Amendments to HKAS 1, Presentation of financial statements and HKFRS Practice Statement 2, Making materiality judgements: Disclosure of accounting policies

The amendments require entities to disclose material accounting policy information and provide guidance on applying the concept of materiality to accounting policy disclosure. The Group has revisited the accounting policy information it has been disclosing and considered it consistent with the amendments.

Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction

The amendments narrow the scope of the initial recognition exemption such that it does not apply to transactions that give rise to equal and offsetting temporary differences on initial recognition such as leases and decommissioning liabilities. For leases and decommissioning liabilities, the associated deferred tax assets and liabilities are required to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to accumulated losses or other components of equity at that date. For all other transactions, the amendments are applied to those transactions that occur after the beginning of the earliest period presented.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(iv) *本集團採納之新增及經修訂準則 (續)*

香港會計準則第1號，財務報表之呈列及香港財務報告準則實務報告第2號，作出重大判斷：會計政策之披露之修訂

該等修訂要求實體披露重大會計政策資料，並就對會計政策披露應用重要性之概念提供指引。本集團已重新審視其已披露之會計政策資料，並認為其與該等修訂一致。

香港會計準則第12號，所得稅：與單一交易產生之資產及負債相關之遞延稅項之修訂

該等修訂收窄了初始確認豁免之範圍，使其不適用於在初始確認時產生相等及抵銷暫時性差額之交易（如租賃及退役負債）。就租賃及退役負債而言，相關遞延稅項資產及負債須自呈列之最早比較期間開始時確認，而任何累計影響則確認為對該日之累計虧損或權益之其他部分的調整。就所有其他交易而言，該等修訂適用於所呈列最早期間開始後發生之交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(iv) *New and amended standards adopted by the Group (Continued)*

Amendments to HKAS 12, Income taxes: Deferred tax related to assets and liabilities arising from a single transaction (Continued)

Prior to the amendments, the Group did not apply the initial recognition exemption to lease transactions and had recognised the related deferred tax, except that the Group previously determined the temporary difference arising from a right-of-use asset and the related lease liability on a net basis on the basis they arise from a single transaction. Following the amendments, the Group has determined the temporary differences in relation to right-of-use assets and lease liabilities separately. As a result of these amendments, the Group recognised a deferred tax asset and a deferred tax liability as detailed in note 28. The application of the amendments has no material impact on the accumulated losses at the earliest period presented.

(v) *New standards and interpretations not yet adopted and effective*

Certain new accounting standards, amendments to accounting standards and interpretations have been published that are not mandatory for the year ended 31 December 2023 and have not been early adopted by the Group. These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(iv) 本集團採納之新增及經修訂準則 (續)

香港會計準則第12號，所得稅：與單一交易產生之資產及負債相關之遞延稅項之修訂 (續)

於該等修訂前，本集團並無對租賃交易應用初始確認豁免，並已確認相關遞延稅項，惟本集團過往按淨額基準釐定使用權資產及相關租賃負債所產生之暫時性差額（基於其產生自單一交易）。於該等修訂後，本集團已單獨釐定與使用權資產及租賃負債有關之暫時性差額。由於該等修訂，本集團確認遞延稅項資產及遞延稅項負債，詳情載於附註28。應用該等修訂對所呈列最早期間之累計虧損並無產生重大影響。

(v) 尚未採納及生效之新增準則及詮釋

若干新增會計準則、會計準則之修訂及詮釋已頒佈但毋須於截至2023年12月31日止年度強制應用，而本集團亦無提早採納。預期該等準則、修訂或詮釋不會對實體於當前或未來報告期間及可預見將來之交易產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(a) Basis of preparation (Continued)

(a) 編製基準 (續)

(v) New standards and interpretations not yet adopted and effective (Continued)

(v) 尚未採納及生效之新增準則及詮釋 (續)

New standards, amendments, improvement and interpretation		Effective for accounting periods beginning on or after
新增準則、修訂、改進及註釋		於下列日期或之後開始之會計期間生效
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號之修訂	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司之間之資產出售或注資	To be determined 待釐定
Amendments to HKFRS 16 香港財務報告準則第16號之修訂	Lease Liability in a Sale and Leaseback 售後租回之租賃負債	1 January 2024 2024年1月1日
Amendments to HKAS 1 香港會計準則第1號之修訂	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) 流動或非流動負債分類及香港詮釋5之相關修訂 (2020年)	1 January 2024 2024年1月1日
Amendments to HKAS 1 香港會計準則第1號之修訂	Non-current Liabilities with Covenants 附帶契諾之非流動負債	1 January 2024 2024年1月1日
Amendments to HKAS 7 and HKFRS 7 香港會計準則第7號及香港財務報告準則第7號之修訂	Supplier Finance Arrangements 供應商融資安排	1 January 2024 2024年1月1日
Amendments to HKAS 21 香港會計準則第21號之修訂	Lack of Exchangeability 缺乏可兌換性	1 January 2025 2025年1月1日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(vi) Changes in accounting policies

Change in accounting policy on offsetting arrangement in long service payment scheme in Hong Kong

In June 2022, the Hong Kong Government enacted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which will be effective from 1 May 2025 (the “Transition Date”). Under the Amendment Ordinance, any accrued benefits attributable to the employer’s mandatory contributions under mandatory provident fund scheme (“MPF Benefits”) of an entity would no longer be eligible to offset against its obligations on long service payment (“LSP”) for the portion of the LSP accrued on or after the Transition Date. There is also a change in the calculation basis of last monthly wages for the portion of the LSP accrued before the Transition Date.

Prior to 1 January 2023, the Group applied practical expedient in HKAS 19 paragraph 93(b) (the “practical expedient”) to account for the offsettable MPF Benefits as deemed employee contributions to reduce the current service costs in the period in which the related services were rendered.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(vi) 會計政策變動

有關香港長期服務金計劃抵銷安排之會計政策變動

於2022年6月，香港政府頒佈2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例(「修訂條例」)，將自2025年5月1日(「轉制日」)起生效。根據修訂條例，實體因根據強制性公積金計劃作出僱主強制性供款而產生之任何累算權益(「強積金權益」)將不再合資格抵銷其於轉制日或之後所產生長期服務金(「長期服務金」)部分之長期服務金責任。此外，在轉制日前累算之長期服務金部分之最後一個月工資的計算基準亦有變動。

於2023年1月1日前，本集團應用香港會計準則第19號第93(b)段之可行權宜方法(「可行權宜方法」)，將可抵銷之強積金權益入賬為視作僱員供款，以減少提供相關服務期間之當前服務成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(a) Basis of preparation (Continued)

(vi) Changes in accounting policies (Continued)

Change in accounting policy on offsetting arrangement in long service payment scheme in Hong Kong (Continued)

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” (the “Guidance”) which provides clarified and detailed guidance on the accounting considerations relating to the abolition of the offsetting mechanism. The Guidance clarified that following the enactment of the Amendment Ordinance, LSP Scheme is no longer a ‘simple type of contributory plans’ to which the practical expedient had been intended to apply.

The abovementioned change in accounting policy does not have any material impact on the Group’s results and financial position.

2 主要會計政策概要 (續)

(a) 編製基準 (續)

(vi) 會計政策變動 (續)

有關香港長期服務金計劃抵銷安排之會計政策變動 (續)

於2023年7月，香港會計師公會頒佈「香港取消強積金與長期服務金抵銷機制之會計影響」(「指引」)，提供了關於取消抵銷機制之相關會計考慮因素之澄清及詳細指引。指引澄清，於頒佈修訂條例後，長期服務金計劃不再為可行權宜方法擬適用之「簡單類型供款計劃」。

上述會計政策變動對本集團業績及財務狀況並無任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(b) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity where the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of financial position respectively.

(c) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the company on the basis of dividend received and receivable.

2 主要會計政策概要 (續)

(b) 附屬公司

附屬公司指本集團擁有控制權之所有實體(包括結構實體)。當本集團承受或享有參與實體所得之可變回報，且有能力透過其主導實體業務之權力影響該等回報時，則本集團控制該實體。附屬公司自控制權轉移至本集團之日起全面綜合入賬。其於控制權終止之日起終止綜合入賬。

集團內公司間交易、結餘及集團公司交易之未變現收益予以抵銷。未變現虧損亦予以抵銷，除非交易有證據顯示所轉讓資產出現減值。本公司已在必要情況下對附屬公司之會計政策作出變更，以確保與本集團所採納之政策一致。

於附屬公司之業績及權益之非控股權益分別單獨呈列於綜合損益表、全面收入表、權益變動表及財務狀況表。

(c) 獨立財務報表

於附屬公司之投資按成本減減值入賬。成本包括投資之直接應佔成本。附屬公司之業績由本公司按已收及應收股息基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(c) Separate financial statements (Continued)

Impairment testing of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(d) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (the "CODM"). The CODM, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that makes strategic decisions.

(e) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Hong Kong dollars, which is the Company functional and the Group's presentation currency.

2 主要會計政策概要 (續)

(c) 獨立財務報表 (續)

如股息超過宣派股息期內附屬公司之全面收入總額，或如在獨立財務報表之投資賬面值超過綜合財務報表中被投資公司資產淨值(包括商譽)之賬面值，則必須在從投資收取股息後對附屬公司投資作減值測試。

(d) 分類報告

經營分類之呈報方式與提供予主要經營決策者(「主要經營決策者」)之內部報告之方式一致。主要經營決策者(負責分配資源及評估經營分類之表現)已確定為作出策略決定之執行董事。

(e) 外幣換算

(i) 功能及呈列貨幣

計入本集團各實體財務報表之項目，乃按該實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以本公司功能貨幣及本集團呈列貨幣港元呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(e) Foreign currency translation *(Continued)*

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss on a net basis within other gains/(losses).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

2 主要會計政策概要 (續)

(e) 外幣換算 (續)

(ii) 交易及結餘

外幣換算均按交易當日之匯率換算為功能貨幣。結算有關交易及按年末匯率換算以外幣列值之貨幣資產及負債所產生之匯兌收益及虧損通常於損益內確認。倘彼等有關符合作現金流量對沖及符合作投資淨額對沖或屬於海外經營中投資淨額的一部分，則於權益中遞延。

匯兌收益及虧損於綜合損益表其他收益／(虧損) 按淨額基準內呈列。

以外幣按公允價值計量之非貨幣項目採用釐定公允價值之日之匯率進行換算。以公允價值列賬之資產及負債之換算差額呈報為公允價值收益或虧損之一部分。舉例而言，按公允價值計入損益持有之權益等非貨幣資產及負債之換算差額於損益確認為公允價值收益或虧損之一部分，而分類為按公允價值計入其他全面收入之權益等非貨幣資產之換算差額則於其他全面收入內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(e) Foreign currency translation (Continued)

(iii) Group companies

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- income and expenses for each statement of profit or loss and statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

2 主要會計政策概要 (續)

(e) 外幣換算 (續)

(iii) 集團公司

功能貨幣與呈列貨幣不同之海外業務(當中並無任何實體持有通脹嚴重之經濟體之貨幣)業績及財務狀況按下列方法換算為呈列貨幣:

- 每份財務狀況表所列資產與負債按該財務狀況表日期之收市匯率換算;
- 每份損益表及全面收入表內之收入及開支按平均匯率換算(除非其並非交易日期匯率之累計影響之合理約數,收支項目則按交易日期之匯率換算);及
- 所有由此產生之匯兌差額均於其他全面收入確認。

於編製綜合賬目時,換算境外實體任何投資淨額以及指定為該等投資之對沖項目之借貸及其他金融工具產生之匯兌差額於其他全面收入內確認。於出售海外業務或償還組成投資淨額一部分之任何借貸時,相關匯兌差額重新分類至損益,作為出售損益之一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(f) Impairment of non-financial assets

Intangible assets (including cryptocurrency) that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstance indicate that they might be impaired.

Other non-financial assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2 主要會計政策概要 (續)

(f) 非金融資產減值

具無限可使用年期之無形資產(包括加密貨幣)毋須攤銷,惟須每年或當有事件或情況變化顯示其可能出現減值時更頻繁地進行減值測試。

於事件或情況有變使賬面值可能無法收回時,其他非金融資產進行減值測試。減值虧損按資產之賬面值超出其可收回金額之差額確認。可收回金額為資產之公允價值減出售成本及使用價值兩者之中之較高者。就評估減值而言,本集團按可獨立識別之現金流入(在很大程度上獨立於其他資產或資產組別(現金產生單位)之現金流入)之最低水平劃分資產類別。出現減值之非金融資產將於各報告期末進行檢討,以釐定減值是否可予撥回。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(g) Discontinued operations

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the consolidated statement of profit or loss and other comprehensive income.

(h) Cryptocurrency

Cryptocurrency held by the Group through third-party custodian service provider, which are accounted for as intangible assets under cost model. The cryptocurrency held by the Group is considered to have an indefinite life. Accordingly, it is not subject to amortisation and tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired.

The Company has classified cryptocurrency on hand at the end of a period as a current asset as management has determined that cryptocurrency markets have sufficient liquidity to allow conversion within the Group's normal operating cycle.

2 主要會計政策概要 (續)

(g) 已終止經營業務

已終止經營業務為實體之組成部分，該部分已出售或分類為持作待售及其代表按業務或經營地區劃分之一項獨立主要項目，是一項用以出售該業務或經營地區單一統籌計劃之一部分，或是一間僅為轉售而收購之附屬公司。已終止經營業務之業績於綜合損益及其他全面收入表內單獨呈列。

(h) 加密貨幣

加密貨幣由本集團通過第三方託管服務供應商持有，乃根據成本模型入賬列作無形資產。本集團持有之加密貨幣被視為具有無限年期。因此，其毋須攤銷，惟須每年或當有事件或情況變化顯示其可能出現減值時更頻繁地進行減值測試。

由於管理層已確定加密貨幣市場具足夠流動性，可以在本集團之正常營運週期內進行兌換，本公司已將期末手頭之加密貨幣歸類為流動資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets

(i) Classification

The Group classifies its financial assets in those to be measured subsequently at fair value (either through OCI or through profit or loss) and those to be measured at amortised cost.

The classification depends on the Group's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產

(i) 分類

本集團將其金融資產分類為其後將按公允價值計量的金融資產(計入其他全面收入或計入損益)及按攤銷成本計量的金融資產。

分類視乎本集團管理金融資產之業務模式及現金流之合約條款而定。

(ii) 確認及終止確認

常規購買及出售之金融資產於交易日確認，該交易日是指本集團承諾購買或出售該資產之日期。當收取金融資產現金流量之權利屆滿或金融資產已轉讓，而本集團已將金融資產擁有權之絕大部分風險及回報轉出時，即終止確認金融資產。

(iii) 計量

於初始確認時，本集團按公允價值加上收購金融資產之直接應佔交易成本(如屬並非按公允價值計入損益之金融資產)計量有關金融資產。按公允價值計入損益列賬之金融資產之交易成本於損益內列為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iii) Measurement (Continued)

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses.

(iv) Impairment

The Group assesses on a forward-looking basis the expected credit losses ("ECLs") associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 22 for further details.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iii) 計量 (續)

債務工具

債務工具之其後計量取決於本集團管理資產之業務模式及該等資產之現金流量特徵。持作收回合約現金流量之資產，倘該等現金流量僅為本金及利息付款，則按攤銷成本計量。終止確認時產生之任何收益或虧損直接於損益內確認，並連同匯兌收益及虧損呈列在其他收益／(虧損)中。

(iv) 減值

本集團按前瞻性基準評估與其按攤銷成本列賬及按公允價值計入其他全面收入列賬之債務工具相關之預期信貸虧損（「預期信貸虧損」）。所採用之減值方法視乎信貸風險是否有大幅增加。

就貿易應收款項而言，本集團應用香港財務報告準則第9號允許之簡易方法，其規定於初始確認應收款項時確認預期存續期虧損，進一步詳情見附註22。

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綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (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.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸風險大幅增加

評估自初始確認以來信貸風險是否大幅增加時，本集團將金融工具於報告日期發生之違約風險與該金融工具於初始確認日期發生之違約風險進行比較。進行此評估時，本集團會考慮合理且有理據之定量及定性資料，包括過往經驗及無需付出不必要之成本或努力而可獲得之前瞻性資料。

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綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

- Significant increase in credit risk (Continued)

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;
- an actual or expected significant deterioration in the operating results of the debtor; or

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

- 信貸風險大幅增加 (續)

特別是，在評估信貸風險是否大幅增加時會考慮以下資料：

- 金融工具之外部(如有)或內部信貸評級之實際或預期顯著惡化；
- 信貸風險之外部市場指標嚴重轉差，例如，信貸息差、債務人之信貸違約掉期價格大幅增加；
- 預計將導致債務人履行其債務責任之能力大幅下降之業務、財務或經濟狀況之現有或預測之不利變化；
- 債務人經營業績之實際或預期顯著惡化；或

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(i) Investments and other financial assets *(Continued)*

(iv) Impairment *(Continued)*

- Significant increase in credit risk *(Continued)*

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

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

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

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

- 信貸風險大幅增加 (續)

特別是，在評估信貸風險是否大幅增加時會考慮以下資料：(續)

- 導致債務人履行其債務責任之能力大幅下降之債務人監管、經濟或技術環境之實際或預期之重大不利變化。

不論上述評估結果如何，本集團均假設合約付款逾期超過30日後信貸風險自初始確認以來大幅增加，除非本集團有合理及具支持性之資料說明其他情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (Continued)

— Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

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.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 信貸風險大幅增加 (續)

儘管如此，如果債務工具在報告日期被確定為具有低信貸風險，則本集團假設自初始確認後之信貸風險並未大幅增加。倘符合以下條件，則債務工具被釐定為屬於低信貸風險：i) 其違約風險低；ii) 借款人擁有雄厚實力，可於短期內履行其合約現金流量責任；及iii) 經濟及業務狀況之長期不利變動可能但未必會削弱借款人履行其合約現金流量責任之能力。

倘債務工具之內部或外部信貸評級為「投資級別」(根據國際通用釋義)，則本集團認為該債務工具屬於低信貸風險。

本集團定期監察用以識別信貸風險是否大幅增加之準則之有效性，並酌情對其進行修訂，以確保該準則能夠在金額到期前確定信貸風險之大幅增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(i) Investments and other financial assets (Continued)

(iv) Impairment (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.

(j) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(k) Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

2 主要會計政策概要 (續)

(i) 投資及其他金融資產 (續)

(iv) 減值 (續)

— 違約之定義

就內部信貸風險管理而言，本集團認為當內部建立或自外部取得之資料顯示，債務人不大可能支付全額款項予債權人（包括本集團），即發生違約事件。

(j) 抵銷金融工具

當本集團目前擁有法定可執行權力可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並於綜合財務狀況表報告其淨額。

(k) 存貨

存貨乃以成本與可變現淨值兩者中較低者列賬。存貨成本以加權平均法計算。可變現淨值乃於日常業務過程中之估計售價減除估計必要銷售成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(l) Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business.

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value.

The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See notes 2(i)(iv) and 3(a)(ii) for a description of the Group's impairment policies.

(m) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and deposits held at call with financial institutions, other short term, high liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(n) Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 主要會計政策概要 (續)

(l) 貿易及其他應收款項

貿易應收款項為於正常業務過程中出售貨品或提供服務而應收客戶之款額。

貿易及其他應收款項初步按無條件代價金額確認，除非其包含重大融資部分，則按公允價值確認。

本集團以收取合約現金流量為目的持有貿易應收款項，因此其後採用實際利率法按攤銷成本計量。有關本集團減值政策之說明，請參閱附註2(i)(iv)及3(a)(ii)。

(m) 現金及現金等價物

就現金流量表之呈列而言，現金及現金等價物包括手頭現金及存放於金融機構之通知存款、原來期限為三個月或以下可即時轉換為已知金額現金且價值變動風險並不重大之其他短期高流通性投資。

(n) 股本

普通股將被分類為權益。

直接歸屬於發行新股或期權之新增成本於權益中列示為所得款項之扣減項目(扣除稅項)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(o) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

(p) Current and deferred income tax

The income tax charge or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) *Current income tax*

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

2 主要會計政策概要 (續)

(o) 貿易及其他應付款項

該等款項指於財政年度結束前向本集團提供之未付款貨品及服務之負債。除非於報告期後12個月內付款未期滿，否則貿易及其他應付款項列為流動負債。該等款項最初按公允價值確認，隨後採用實際利率法按攤銷成本計量。

(p) 即期及遞延所得稅

期內所得稅開支或抵免為即期應課稅收入按各司司法管轄區之適用所得稅率計算之應繳稅項，並透過暫時性差額及未動用稅項虧損所引起之遞延稅項資產及負債之變動予以調整。

(i) *即期所得稅*

即期所得稅開支乃按報告期末於本公司及其附屬公司及聯營公司經營及產生應課稅收入之國家已實施或實質上已實施之稅法計算。管理層就適用稅法詮釋所規限之情況定期評估報稅表之狀況，並考慮稅務機關是否可能接納不確定之稅務處理。本集團根據最可能之金額或預期值計量其稅項結餘，取決於何者為不確定性之解決提供更好之預測。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(p) Current and deferred income tax *(Continued)*

(ii) *Deferred income tax*

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

2 主要會計政策概要 (續)

(p) 即期及遞延所得稅 (續)

(ii) 遞延所得稅

遞延所得稅以負債法按資產及負債之稅基與綜合財務報表所呈列賬面值之間之暫時性差額悉數計提撥備。然而，倘遞延稅項負債源自商譽之初步確認，則不予以確認；若遞延所得稅源自交易（業務合併除外）中資產或負債之初步確認，而交易時並不影響會計及應課稅損益，亦不產生相等應課稅及可扣稅暫時差額，則遞延所得稅不會入賬。遞延所得稅採用於報告期末已實施或實質上已實施，且預期在有關遞延所得稅資產變現或遞延所得稅負債獲清償時適用之稅率（及法律）釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(p) Current and deferred income tax (Continued)

(ii) Deferred income tax (Continued)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2 主要會計政策概要 (續)

(p) 即期及遞延所得稅 (續)

(ii) 遞延所得稅 (續)

遞延稅項資產僅在未來可能有應課稅金額可用於抵銷該等暫時性差額及虧損時確認。

倘本公司能控制撥回暫時性差額之時間及該等差異很可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間之暫時性差額確認遞延稅項負債及資產。

倘存在可依法強制執行之權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨值基準清償或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

即期及遞延稅項於損益中確認，惟有關於其他全面收入或直接於權益確認之項目除外。在此情況下，稅項亦分別於其他全面收入或直接於權益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2 主要會計政策概要 (續)

(q) Employee benefit

(q) 僱員福利

(i) *Short-term obligations*

(i) 短期責任

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated statement of financial position.

工資及薪金之負債(包括預期將在僱員提供相關服務之期間結束後之12個月內完全結算之非貨幣性福利及累積病假)就僱員服務確認直至報告期末及按負債結算時預期支付之金額計量。負債於綜合財務狀況表內列為當前僱員福利義務。

(ii) *Post-employment benefit*

(ii) 終止僱用後福利

The employees of the Group are mainly covered by various defined contribution pension plans. The Group makes and accrues contributions on a monthly basis to the pension plans, which are mainly sponsored by the related government authorities that are responsible for the pension liabilities to retired employees. Under such plans, the Group has no other significant legal or constructive obligations for retirement benefits beyond the said contributions, which are expensed as incurred.

本集團僱員主要參與各種定額供款養老金計劃。本集團按月向該等養老金計劃作出並累積供款，該等養老金計劃主要由有關政府機關發起，並負責向已退休僱員支付養老金。除上述於產生時支銷之供款外，根據該等計劃，本集團就退休福利並無任何其他重大法定或推定義務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(r) Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2 主要會計政策概要 (續)

(r) 撥備

如本集團因過往事件須承擔現時法定或推定責任，承擔該責任可能須動用資源且有關金額能可靠地估計時，則予以確認法定賠償、服務保證及責任承擔之撥備。未來經營虧損不會確認撥備。

如出現多項類似責任，而承擔該等責任是否須動用資源乃在考慮該等責任之整體類別後釐定。即使同類別責任中任何一項可能須動用資源之機會不大，仍會確認撥備。

撥備根據管理層對於報告期末履行現時責任所需支出之最佳估計以現值計量。用以釐定現值之貼現率即為反映當前市場對貨幣時間價值及負債具體風險之評估之稅前利率。隨著時間過去導致之撥備增加確認為利息開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(s) Revenue recognition

Revenue is recognised when goods or services is provided to the customer. Depending on the terms of the contract and the laws that apply to the contract, goods or services may be provided over time or at a point in time. Goods or services is provided over time if the Group's performance meets any one of the following criteria:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates and enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains the goods or services.

2 主要會計政策概要 (續)

(s) 收益確認

收益在向客戶提供貨品或服務時確認。貨品或服務是在一段時間內還是某一時點提供，取決於合約之條款與適用於合約之法律規定。如本集團滿足下列任何一項條件，貨品或服務是在一段時間內提供：

- 客戶同時收到且消耗由履約所帶來之所有利益；
- 本集團履約過程中，創建和增強由客戶控制之資產；或
- 並未產出對本集團具其他用途之資產，且本集團就至今已完成履約之款項具有強制執行權。

如貨品或服務在一段時間內轉移，本集團按在合約期間已完成履約義務之進度進行收益確認。否則，收益於客戶獲得貨品或服務之時點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(s) Revenue recognition *(Continued)*

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- direct measurements of the value transferred by the Group to the customer; or
- the Group's efforts or inputs to the satisfaction of the performance obligation.

If a contract involves multiple goods or services, the transaction price will be allocated to each performance obligation based on the stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

A contract liability is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the Group recognises the related revenue. The Group recognised its contract liabilities under other payables and accruals as receipt in advance from customers in the consolidated statement of financial position.

2 主要會計政策概要 *(續)*

(s) 收益確認 *(續)*

已完成履約義務之進度之計量基於下列能夠最佳描述本集團完成履約義務表現之其中一種方法：

- 直接計量本集團已向客戶轉移之價值；或
- 按本集團為完成履約義務而產生之支出或投入。

如合約涉及多種貨品或服務，交易價格將基於獨立售價分配至各履約義務。如有關數據不可直接觀察獲得，則按預計成本加成法估算。

應收款項於本集團有無條件權利收取代價時入賬。倘代價僅隨時間推移即會成為到期應付，則收取代價之權利成為無條件。

合約負債於本集團確認相關收益之前，在客戶支付代價或訂約須支付代價，且有關金額已到期時確認。本集團於綜合財務狀況表內其他應付款項及應計費用下確認其合約負債作為預收客戶款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for whose goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

2 主要會計政策概要 (續)

(s) 收益確認 (續)

委託人與代理人

當另一方從事向客戶提供貨品或服務，本集團釐定其承諾之性質是否為本身提供指定貨品或服務之履約義務（即本集團為委託人）或安排由另一方提供該貨品或服務（即本集團為代理人）。

倘本集團在向客戶轉讓指定貨品或服務前控制該貨品或服務，則本集團為委託人。

倘本集團之履約義務為安排另一方提供指定貨品或服務，則本集團為代理人。在此情況下，在將另一方提供之指定貨品或服務轉讓予客戶之前，本集團並不控制該貨品或服務。當本集團為代理人時，應就預期為換取另一方安排提供之指定貨品或服務有權取得之任何費用或佣金之金額確認收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(s) Revenue recognition (Continued)

The following is description of the accounting policies for the principal revenue streams of the Group:

(i) Provision of smart retail services

The Group engaged in smart retail business which includes distribution, maintenance and technical support of omni-channel payment devices and software applications, provision of software development services, provision of technical consultancy services for cloud server service, internet of things and SMS traffic service.

The Group is acting as an agent for its contracts with customers relating to omni-channel payment services, technical consultancy services for cloud server service and SMS traffic service as the Group did not obtain the control over these services before passing on to customers. Revenue is recognised at a point in time when the service is delivered to the customers, and the Group records the net amount that it retains from such completed transactions as revenue.

Revenue from the provision of software development services and certain technical consultancy services are recognised at point in time when the service is rendered.

2 主要會計政策概要 (續)

(s) 收益確認 (續)

下文概述本集團主要收益來源之會計政策：

(i) 提供智慧零售服務

本集團從事智慧零售業務，包括聚合支付設備及軟件應用程序之分銷、維護及技術支持、提供軟件開發服務以及就雲端伺服器服務、物聯網及短信流量服務提供技術諮詢服務。

就其與客戶有關聚合支付服務、雲端伺服器服務及短信流量服務技術諮詢服務之合約而言，本集團擔任代理人，原因為本集團於該等服務轉移至客戶前並無取得控制權。收益於服務交付予客戶之時點確認，而本集團將從已完成交易中保留之淨額入賬列為收益。

提供軟件開發服務及部分技術諮詢服務之收益在提供服務時點確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2 主要會計政策概要 (續)

(t) Earnings per share

(t) 每股盈利

(i) Basic earnings per share

(i) 每股基本盈利

Basic earnings per share is calculated by dividing:

每股基本盈利乃按下列數據計算：

- the loss attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares; and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

- 除以本公司擁有人應佔虧損，不包括普通股以外之任何權益成本；及
- 除以該財政年度期間已發行普通股之加權平均數，並根據年內發行之普通股之股利調整(扣除庫存股)。

(ii) Diluted earnings per share

(ii) 每股攤薄盈利

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

每股攤薄盈利調整釐定每股基本盈利時使用之數字，以計及：

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

- 與攤薄潛在普通股相關之利息及其他融資成本之除所得稅後影響；及
- 假設轉換所有攤薄潛在普通股時，將已發行之額外普通股加權平均數。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Leases

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2 主要會計政策概要 (續)

(u) 租賃

租賃產生之資產及負債在現值基礎上進行初始計量。租賃負債包括固定付款(包括實質固定付款)減任何應收租賃優惠之淨現值。

根據合理確定延續選擇權作出之租賃付款也包括在負債計量中。

租賃付款額按照租賃內含利率折現。如果無法輕易確定該利率(此情況普遍存在於本集團租賃中)，則應採用承租人之增量借款利率，即個別承租人為在類似經濟環境下獲得價值相近之使用權資產，以類似條款、擔保和條件借入資金而必須支付之利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(u) Leases (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group use that rate as a starting point to determine the incremental borrowing rate.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

2 主要會計政策概要 (續)

(u) 租賃 (續)

為釐定增量借款利率，本集團：

- 在可能之情況下，採用個別承租人所收取之近期第三方融資作為起點進行調整，以反映自收取第三方融資以來融資狀況之變動；
- 並無近期第三方融資時，採用以無風險利率為初始值之累加法，對本集團持有之租賃之信貸風險進行調整；及
- 對租賃作出特定調整，如年期、國家、貨幣及擔保。

倘已有可觀察之攤銷貸款率適用於個別承租人(通過近期融資或市場數據)且付款組合與租賃類似，則本集團利用該比率作為起始點以釐定增量借款利率。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間於損益扣除，藉以令各期間之負債餘額之期間利率一致。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Leases *(Continued)*

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of twelve months or less without a purchase option.

2 主要會計政策概要 (續)

(u) 租賃 (續)

使用權資產之成本計量包括以下各項：

- 租賃負債之初始計量金額；
- 於開始日期或之前所作之任何租賃付款減已收取之任何租賃優惠；
- 任何初始直接費用；及
- 復原成本。

使用權資產一般於資產之可使用年期及租賃期(以較短者為準)內按直線法予以折舊。

與短期租賃及所有低價值資產租賃有關之付款按直線法於損益確認為開支。短期租賃指租賃期為十二個月或以下且無購買選擇權之租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(u) Leases *(Continued)*

The Group has applied the practical expedient to all qualifying Covid-19-related rent concessions and recognised the change in lease payments as negative variable lease payments in profit or loss in the period in which the event or condition that triggers the rent concessions occurred.

(v) Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as part of other income.

2 主要會計政策概要 (續)

(u) 租賃 (續)

本集團對所有符合條件之新型冠狀病毒相關租金減免應用可行權宜方法，並在觸發租金減免之事件或條件發生之期間於損益確認租賃付款變動為負可變租賃付款。

(v) 利息收入

採用實際利率法計算之按攤銷成本計量之金融資產之利息收入，於損益確認為其他收入之一部份。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

(w) 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 of 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;
- (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 a 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;

2 主要會計政策概要 (續)

(w) 關連方

在下列情況下，一方將被視為與本集團有關連：

- (a) 該方為某一人士或該人士家族近親而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員；
- (b) 該方為實體且以下任何條件適用：
 - (i) 實體與本集團為同一集團之成員公司；
 - (ii) 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) 之聯營公司或合營公司；
 - (iii) 實體與本集團為同一第三方之合營公司；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

(w) Related parties (Continued)

(b) (Continued)

- (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;
- (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.

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

2 主要會計政策概要 (續)

(w) 關連方 (續)

(b) (續)

- (iv) 實體為第三方實體之合營公司且另一實體為第三方實體之聯營公司；
- (v) 實體為本集團或與本集團有關實體為其僱員利益而設立之終止僱用後福利計劃；
- (vi) 實體受(a)所界定人士控制或共同控制；
- (vii) (a)(i)所界定人士對實體有重大影響或為實體(或實體之母公司)之主要管理層成員；及
- (viii) 實體或其為一方之集團之任何成員向本集團或本集團母公司提供主要管理層人員服務。

該名人士之近親為可能被預期於與實體進行交易時影響該名人士或受該名人士影響之該等家族成員。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT

(a) Financial risk factors

The Group's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group.

(i) Market risk

Foreign exchange risk

Transactional currency exposures arise from revenue or cost of sales and services by operating units in currencies other than the unit's functional currency. Substantially all the Group's revenue and cost of sales and services are denominated in the functional currency of the operating units making the revenue, and substantially all the cost of sales and services are denominated in the operating unit's functional currency. Accordingly, the directors consider the Group is not exposed to significant foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

In virtue of exposures on foreign currency risk being minimal, the respective quantitative disclosures have not been prepared.

3 財務風險管理

(a) 財務風險因素

本集團之業務活動令其面臨多重財務風險：包括市場風險、信貸風險及流動資金風險。本集團之整體風險管理計劃重點關注金融市場之不可預測性並力圖降低對本集團財務表現之潛在不利影響。風險管理由本集團之高級管理層進行。

(i) 市場風險

外匯風險

交易性貨幣風險乃產生自以營運單位功能貨幣以外貨幣計值之營運單位之收益或銷售及服務成本。本集團絕大多數收益及銷售及服務成本以產生收入之營運單位之功能貨幣列值，且絕大多數銷售及服務成本以營運單位之功能貨幣列值。因此，董事認為本集團並無面臨重大外匯風險。本集團現時並無外幣對沖政策。然而，本集團管理層會監察外匯風險，並於有需要時，考慮對重大外匯風險作出對沖。

鑒於外匯風險敞口微不足道，故並無編製個別定量披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(i) Market risk (Continued)

Interest rate risk

The Group does not have material exposure to interest rate risk. A reasonably possible change in interest rate in the twelve months is assessed by the Group; which could have immaterial change in the Group's loss for the year and accumulated losses. Changes in interest rates have no material impact on the Group's other components of equity. The Group adopts centralised treasury policies in cash and financial management and focuses on reducing the Group's overall interest expenses.

The directors are of the opinion that the Group's sensitivity to the change in interest rate is relatively low.

(ii) Credit risk

Credit risk is managed on a group basis. The Group's credit risk mainly arises from cash and bank balances, trade receivables, deposits and other receivables, and amounts due from related companies. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position. Management has policies in place to monitor the exposures to these credit risks on an on-going basis.

For cash and bank balances, they are all deposited or traded with high quality financial institutions without significant credit risk.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(i) 市場風險 (續)

利率風險

本集團並無面臨重大利率風險。本集團已評估十二個月內利率之合理可能變動，其對本集團之本年度虧損及累計虧損可能造成之變動不大。利率變動對本集團其他權益部份不會造成重大影響。本集團於現金及財務管理採取中央財政政策，並專注於減低本集團之整體利息開支。

董事認為，本集團對利率變動之敏感度屬低。

(ii) 信貸風險

信貸風險按組別基準管理。本集團之信貸風險主要來自現金及銀行結餘、貿易應收款項、按金及其他應收款項，以及應收關聯公司款項。最高信貸風險指綜合財務狀況表中各項金融資產之賬面值。管理層已制定政策，以持續監控該等信貸風險。

現金及銀行結餘存放於並無重大信貸風險之優質金融機構或與該等機構交易。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At the end of the reporting period, 13% and 38% (2022: 33% and 69%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the smart retail business segment.

The Group applies the HKFRS 9 simplified approach to measuring ECLs which permits the uses of a lifetime expected loss allowance for all trade receivables.

To measure the ECLs, trade receivable has been grouped based on shared credit risk characteristics and the days past due.

The Group recognised lifetime expected loss allowance for all trade receivables carried at amortised cost based on either individually customers who are long overdue with significant amounts or known insolvencies or non-response to collection activities, or collectively assessing them for likelihood of recovery based on ageing of the balances with similar risk characteristics taking into account the forward looking information.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

信貸風險高度集中之情況主要於本集團對個別客戶承擔重大風險時產生。於報告期末，貿易應收款項總額之13%及38% (2022年：33%及69%) 分別來自本集團智慧零售業務分類之最大客戶及五大客戶。

本集團採用香港財務報告準則第9號規定之簡化方法計量預期信貸虧損，該方法准許針對所有貿易應收款項使用存續期預期虧損撥備。

為計量預期信貸虧損，貿易應收款項已根據共同之信貸風險特徵及逾期日期進行分組。

本集團就所有按攤銷成本列賬之貿易應收款項確認存續期預期虧損撥備，乃基於長期逾期重大金額或已知無力償債或未對收回活動作出回應之個別客戶，或在考慮前瞻性資料之情況下，根據具有類似風險特徵之結餘賬齡對該等客戶進行集體評估以確定追回之可能性。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Management reviews the recoverable amount of each individual trade receivable regularly, if any, to ensure that adequate impairment losses are recognised for irrecoverable amounts. In this regard, the management considers that the Group's credit risk is significantly reduced. The loss allowance as at 31 December 2023 and 2022 is illustrated as below:

As at 31 December 2023	於2023年12月31日
Current (not past due)	即期(未逾期)
1-30 days past due	逾期1至30日
31-60 days past due	逾期31至60日
61-90 days past due	逾期61至90日
More than 90 days past due	逾期超過90日

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

管理層會定期檢討個別貿易應收款項(如有)之可收回金額,以確保就不可收回金額確認足夠之減值虧損。因此,管理層認為本集團之信貸風險已大幅降低。於2023年及2022年12月31日之虧損撥備如下:

Expected loss rate 預期虧損率	Gross carrying amount 總賬面值	Loss allowance 虧損撥備
%	HK\$'000 千港元	HK\$'000 千港元
4.4%	5,373	234
5.7%	3,318	188
30.4%	754	229
62.8%	358	225
100.0%	3,225	3,225
	13,028	4,101

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
As at 31 December 2022	於2022年12月31日			
Current (not past due)	即期(未逾期)	9.7%	2,088	202
1-30 days past due	逾期1至30日	14.6%	1,145	167
31-60 days past due	逾期31至60日	22.4%	1,267	284
61-90 days past due	逾期61至90日	47.9%	1,329	637
More than 90 days past due	逾期超過90日	100.0%	1,515	1,515
			<u>7,344</u>	<u>2,805</u>

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables are presented as net impairment losses within profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

當無合理預期可收回貿易應收款項，則撇銷貿易應收款項。無合理預期收回之跡象包括(其中包括)債務人未能與本集團達成還款計劃。

貿易應收款項之減值虧損於損益中呈列為減值虧損淨額。先前已撇銷之金額其後收回則計入相同項目內。

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(ii) Credit risk (Continued)

Deposit and other receivables and amount due from related companies are measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. The Directors consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis for the year. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It considered the available reasonable and supportive forwarding looking information and the indicators that the actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the third party's ability to meet its obligations. As at 31 December 2023, the loss allowance on other receivables amounted to approximately HKD513,000 (2022: HKD1,455,000).

(iii) Liquidity risk

Ultimate responsibility for liquidity risk management rests with the Board, which has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements.

The Group manages liquidity risk by maintaining adequate reserves, continuously monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(ii) 信貸風險 (續)

按金及其他應收款項以及應收關聯公司款項按12個月預期信貸虧損或存續期預期信貸虧損計量，視乎信貸風險自初始確認以來有否大幅增加而定。董事於初始確認資產時考慮違約之可能性，以及年內信貸風險是否持續大幅增加。為評估信貸風險是否大幅增加，本集團將資產於報告日期發生違約之風險與於初始確認日期之違約風險進行比較。其考慮可獲得之合理及具支持性之前瞻性資料以及預期會導致第三方履行其責任之能力發生重大變化之業務、財務經濟狀況之實際或預期重大不利變化之指標。於2023年12月31日，其他應收款項之虧損撥備約為513,000港元(2022年：1,455,000港元)。

(iii) 流動資金風險

董事會對流動資金風險管理負最終責任，並已設立合適之流動資金風險管理架構，以滿足本集團之短期、中期及長期資金及流動資金管理要求。

本集團透過維持充足之儲備，持續監控預測及實際現金流量，並致力令金融資產與負債之到期情況匹配，藉此管理流動資金風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

The maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments, was as follows:

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

於報告期末，本集團基於合約未貼現付款計算之金融負債到期情況如下：

		Less than 1 year or on demand 一年內或 按要求 HK\$'000 千港元	1-2 years 一至兩年 HK\$'000 千港元	Total contractual undiscounted cash flows 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
At 31 December 2023	於2023年12月31日				
Non-derivative financial liabilities	非衍生金融負債				
Trade and other payables	貿易及其他應付款項	13,013	—	13,013	13,013
Lease liabilities	租賃負債	867	231	1,098	1,065
Amount due to an intermediate holding company	應付一間中間控股公司 之款項	67	—	67	67
		13,947	231	14,178	14,145

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3 FINANCIAL RISK MANAGEMENT (Continued)

(a) Financial risk factors (Continued)

(iii) Liquidity risk (Continued)

		Less than 1 year or on demand 一年內或 按要求 HK\$'000 千港元	1-2 years 一至兩年 HK\$'000 千港元	Total contractual undiscounted cash flows 合約未貼現 現金流量總額 HK\$'000 千港元	Total carrying amounts 總賬面值 HK\$'000 千港元
At 31 December 2022	於2022年12月31日				
Non-derivative financial liabilities	非衍生金融負債				
Trade and other payables	貿易及其他應付款項	11,881	—	11,881	11,881
Lease liabilities	租賃負債	297	—	297	288
Amount due to ultimate holding company	應付最終控股公司之款項	618	—	618	618
		12,796	—	12,796	12,787

(b) Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of the bank borrowings and dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

3 財務風險管理 (續)

(a) 財務風險因素 (續)

(iii) 流動資金風險 (續)

(b) 資本管理

本集團管理資本之目標是保障本集團能持續經營，以為股東提供回報及為其他持份者提供利益，並維持優化之資本架構以降低資金成本。

為維持或調整資本架構，本集團或會調整銀行借款及派付予股東之股息金額、向股東退還資金、發行新股或出售資產以減少債務。

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3 FINANCIAL RISK MANAGEMENT (Continued)

(c) Fair value estimation

The Group has no significant financial instruments other than trade and other receivables, amount due from ultimate holding company, amount due from a fellow subsidiary, cash and bank balances, trade and other payables, lease liabilities, amount due to ultimate holding company and amount due to an intermediate holding company. The carry amounts of these balances approximate their fair values due to their short maturities.

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY

The preparation of the consolidated financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Group's accounting policies.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

(a) Provision of the ECL allowance on trade receivables

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, basing on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

3 財務風險管理 (續)

(c) 公允價值估計

除貿易及其他應收款項、應收最終控股公司之款項、應收一間同系附屬公司之款項、現金及銀行結餘、貿易及其他應付款項、租賃負債、應付最終控股公司之款項及應付一間中間控股公司之款項外，本集團並無重大金融工具。由於到期日短，該等結餘之賬面值與其公允價值相若。

4 關鍵會計判斷及估計不確定因素之主要來源

編製綜合財務報表須使用會計估計，顧名思義，該等估計很少等於實際結果。管理層亦需對本集團應用會計政策作出判斷。

本集團管理層持續評估估計及判斷，該等估計及判斷基於過往經驗及其他因素，包括於有關情況下可能對該實體造成財務影響及被認為屬合理之對未來事件之預期。

(a) 貿易應收款項之預期信貸虧損撥備

金融資產之虧損撥備乃基於違約風險及預期虧損率之假設。本集團於作出該等假設及選擇計算減值之輸入數據時使用判斷，判斷乃基於本集團之過往經驗、當前市場狀況以及於各報告期末之前瞻性估計。

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

4 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION OF UNCERTAINTY *(Continued)*

(b) Accounting for cryptocurrency

HKFRSs do not specifically address accounting for cryptocurrency. Accordingly, for the preparation of the consolidated financial statements, management needs to apply judgement in determining appropriate accounting policies based on the facts and circumstances of the Group's holding of cryptocurrency.

The Group receives cryptocurrency for certain transactions under the smart retail business. Management has determined the revenue of these transactions should be recognised at the fair value of the cryptocurrency on the date of receipt and subsequently classified as an intangible asset. Management has exercised significant judgement in determining the appropriate accounting treatment. In the event authoritative guidance is issued by the HKICPA, the Group may be required to change its accounting policies, which could have a material effect on the Group's consolidated financial statements.

As disclosed in note 19, in determining fair values used for impairment tests, management needs to apply judgement to identify the relevant available markets for trading of cryptocurrency, and to consider accessibility to and activity within those markets in order to identify the principal cryptocurrency markets to ascertain the respective fair market values.

4 關鍵會計判斷及估計不確定因素之主要來源 (續)

(b) 加密貨幣之會計處理

香港財務報告準則並未專門訂明加密貨幣之會計處理。因此，就編製綜合財務報表而言，管理層需根據本集團所持加密貨幣之事實及情況，在釐定適當之會計政策時作出判斷。

本集團就智慧零售業務項下之若干交易收取加密貨幣。管理層已釐定該等交易之收益應於收取加密貨幣當日按其公允價值確認，其後分類為無形資產。管理層於釐定適當會計處理時已作出重大判斷。倘香港會計師公會發出權威指引，本集團可能需要更改其會計政策，此可能對本集團之綜合財務報表產生重大影響。

誠如附註19所披露，於釐定用於減值測試之公允價值時，管理層需運用判斷來識別買賣加密貨幣之相關可用市場，且需考慮該等市場之可及性及活躍程度，以識別主要加密貨幣市場，從而確定相關公允市場價值。

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5 REVENUE

An analysis of the Group's revenue for the year is as follows:

	2023	2022
	HK\$'000	HK\$'000
	千港元	千港元
		(Restated)
		(重列)
Revenue from contracts with customers within the scope of HKFRS 15		
Provision of smart retail services	22,011	27,071

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 revenue contracts 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 contracts that had an original expected duration of one year or less.

5 收益

本年度本集團之收益分析如下：

	2023	2022
	HK\$'000	HK\$'000
	千港元	千港元
		(Restated)
		(重列)
Revenue from contracts with customers within the scope of HKFRS 15		
提供智慧零售服務	22,011	27,071

就客戶合約分配至剩餘履約義務之交易價格

本集團已將香港財務報告準則第15號第121段中之可行權宜方法應用於其收益合約，因此，上述資料不包括本集團在履行合約（原預計期限為一年或更短）項下剩餘履約義務時將有權取得之收益資料。

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6 SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to the Board of the Company, being the CODM, for the purposes of resources allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

During the year ended 31 December 2023, the Group ceased its business in lottery business. And during the year ended 31 December 2022, the Group ceased its business in sports training business and financial technology services business. These businesses are classified as discontinued operations.

Specifically, the Group's reportable and operating segment under HKFRS 8 Operating Segments are as follows:

Continuing operation

- Smart retail business — provision of new retail digital transformation solutions and new retail integrated software service platform to chain retailers and merchants, and extended services such as cloud services, omni-channel payment services and SMS marketing services, etc.

Discontinued operations

- Lottery business — development of computer system and provision of technical consultancy services market;
- Sports training business — provision of sports training services;
- Financial technology services business — provision of credit referred and services such as credit facilitation services and post-origination services.

6 分類資料

本集團之經營分類乃根據向本公司董事會（即主要經營決策者）所呈報以進行資源分配及分類表現評估之資料釐定，側重於所交付貨品或所提供服務之類型。

截至2023年12月31日止年度，本集團已終止彩票業務，而截至2022年12月31日止年度，本集團已終止體育訓練業務及金融科技服務業務。該等業務分類為已終止經營業務。

具體而言，本集團根據香港財務報告準則第8號經營分類之可呈報及經營分類如下：

持續經營業務

- 智慧零售業務 — 為連鎖零售企業及商戶提供新零售數字化轉型解決方案及新零售一體化軟件服務平台，和如雲服務、聚合支付服務及短信營銷服務等延伸服務。

已終止經營業務

- 彩票業務 — 開發電腦系統及提供技術諮詢服務市場；
- 體育訓練業務 — 提供體育訓練服務；
- 金融科技服務業務 — 提供信貸介紹及服務，如信貸撮合服務和貸後服務。

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

6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(a) Segment revenue and results

(a) 分類收益及業績

The following is an analysis of the Group's revenue and results by reportable segment:

以下乃按可呈報分類劃分之本集團之收益及業績分析：

		Continuing operation 持續經營業務						Discontinued operations 已終止經營業務									
		Smart retail business 智慧零售業務		Unallocated 未分配		Subtotal 小計		Lottery business 彩票業務		Sports training business 體育訓練業務		Financial technology services business 金融科技服務業務		Subtotal 小計		Total 總計	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元 (Restated) (重列)	2022 HK\$'000 千港元	2023 HK\$'000 千港元 (Restated) (重列)	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)	2023 HK\$'000 千港元 (Restated) (重列)	2022 HK\$'000 千港元	2023 HK\$'000 千港元 (Restated) (重列)	
Segment revenue from external customers recognised:	已確認來自外部客戶之分類收益：																
— over time	— 於一段時間內	—	—	—	—	—	—	—	211	—	66	—	—	—	277	—	
— point in time	— 於某一時點	22,011	27,071	—	—	22,011	27,071	—	—	—	—	—	—	—	22,011	27,071	
Revenue from external customers	來自外部客戶之收益	22,011	27,071	—	—	22,011	27,071	—	211	—	66	—	—	—	277	22,011	
Segment loss	分類虧損	(3,316)	(2,832)	—	—	(3,316)	(2,832)	(462)	(183)	—	(263)	—	(776)	(462)	(1,222)	(3,778)	
Bank interest income	銀行利息收入					379	410							1	23	380	
Other income and other (losses)/gains, net	其他收入及其他(虧損)/收益淨額					(6)	(153)							(1,159)	505	(1,165)	
Central administration costs	中央行政成本					(7,132)	(7,885)							—	—	(7,132)	
Loss before tax	除稅前虧損					(10,075)	(10,460)							(1,620)	(694)	(11,695)	

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2022: Nil).

上文呈報之分類收益指來自外部客戶之收益。本年度並無分類間銷售(2022年：無)。

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 2. Segment loss represents the loss incurred by each segment without allocation of interest on bank deposits, other income and other (losses)/gains and central administration costs. This is the measure reported to the CODM for the purposes of resource allocation and assessment of segment performance.

經營分類之會計政策與附註2所述本集團之會計政策一致。分類虧損指各分類產生之虧損(並無分配銀行存款利息、其他收入及其他(虧損)/收益及中央行政成本)。此乃就資源分配及分類表現評估而向主要經營決策者呈報之措施。

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6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(b) Segment assets and liabilities

(b) 分類資產及負債

		Continuing operation 持續經營業務						Discontinued operations 已終止經營業務		Total 總計	
		Smart retail business 智慧零售業務		Unallocated 未分配		Subtotal 小計		Lottery business 彩票業務			
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Segment assets	分類資產	14,367	15,978	—	—	14,367	15,978	—	1,158	14,367	17,136
Corporate and unallocated assets	企業及未分配資產			18,410	24,228	18,410	24,228	—	—	18,410	24,228
Consolidated assets	綜合資產					32,777	40,206			32,777	41,364
Segment liabilities	分類負債	12,513	9,764	—	—	12,513	9,764	—	650	12,513	10,414
Corporate and unallocated liabilities	企業及未分配負債			3,144	3,223	3,144	3,223	—	—	3,144	3,223
Consolidated liabilities	綜合負債					15,657	12,987			15,657	13,637

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than other unallocated head office and corporate assets; and
- all liabilities are allocated to operating segments other than other unallocated head office and corporate liabilities.

為監控分類表現及在分類間分配資源：

- 所有資產均分配至經營分類，惟其他未分配總部及企業資產除外；及
- 所有負債均分配至經營分類，惟其他未分配總部及企業負債除外。

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6 SEGMENT INFORMATION (Continued)

6 分類資料 (續)

(c) Other segment information

(c) 其他分類資料

	Continuing operation 持續經營業務								Discontinued operations 已終止經營業務							
	Smart retail business 智慧零售業務		Unallocated 未分配		Subtotal 小計		Lottery business 彩票業務		Sports training business 體育訓練業務		Financial technology services business 金融科技服務業務		Subtotal 小計		Total 總計	
	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Depreciation of property, plant and equipment	19	21	—	—	19	21	—	2	—	2	—	—	—	4	19	25
Unallocated depreciation of property, plant and equipment	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Total depreciation of property, plant and equipment					19	21							—	4	19	25
Depreciation of right-of-use assets	618	766	—	—	618	766	—	—	—	209	—	—	—	209	618	975
Unallocated depreciation of right-of-use assets	—	—	286	392	286	392	—	—	—	—	—	—	—	—	286	392
Total depreciation of right-of-use assets					904	1,158							—	209	904	1,367
Interest on lease liabilities	32	41	—	—	32	41	—	—	—	5	—	—	—	5	32	46
Unallocated interest on lease liabilities	—	—	10	19	10	19	—	—	—	—	—	—	—	—	10	19
Total interest on lease liabilities					42	60							—	5	42	65
Loss allowance for trade and other receivables	1,867	629	—	—	1,867	629	203	—	—	—	—	—	203	—	2,070	629
Covid-19-related rent concession relief	—	—	—	—	—	—	—	—	—	(50)	—	—	—	(50)	—	(50)
Gain on disposal of a subsidiary	—	—	—	—	—	—	—	—	—	(140)	—	—	—	(140)	—	(140)
Additions to non-current assets	1,198	—	480	—	1,678	—	—	—	—	16	—	—	—	16	1,678	16

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

6 SEGMENT INFORMATION (Continued)

(d) Geographical information

The Group operates in two principal geographical areas — the PRC and Hong Kong.

The Group's revenue from external customers by location of operations and information about its non-current assets by location of assets are detailed below:

6 分類資料 (續)

(d) 地區資料

本集團之業務主要位於兩個地區 — 中國及香港。

本集團按業務地區劃分之來自外部客戶之收益及按資產所在地劃分之非流動資產之資料詳情如下：

		Revenue from external customers 來自外部客戶之收益		Non-current assets 非流動資產	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Continuing operation	持續經營業務				
The PRC	中國	22,011	27,071	699	144
Hong Kong	香港	—	—	460	266
		22,011	27,071	1,159	410
Discontinued operations	已終止經營業務				
The PRC	中國	—	211	—	—
Hong Kong	香港	—	66	—	—
		22,011	27,348	1,159	410

The non-current assets information above is based on the locations of the assets and excludes deferred tax assets.

上文有關非流動資產之資料乃按資產所在地而得出但不包括遞延稅項資產。

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6 SEGMENT INFORMATION (Continued)

(e) Information about major customers

Revenue derived from customers that accounted for 10% or more of the Group's total revenue during the year are disclosed below:

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Smart retail business	智慧零售業務		
Customer A	客戶A	4,619	N/A#不適用#
Customer B	客戶B	3,170	4,565
Customer C	客戶C	N/A#不適用#	4,993

The corresponding revenue did not contribute over 10% of the total revenue of the Group.

6 分類資料 (續)

(e) 主要客戶之資料

年內，佔本集團總收益10%或以上之客戶收益披露如下：

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Smart retail business	智慧零售業務		
Customer A	客戶A	4,619	N/A#不適用#
Customer B	客戶B	3,170	4,565
Customer C	客戶C	N/A#不適用#	4,993

相應收益並無佔本集團總收益之10%以上。

7 OTHER INCOME

Bank interest income	銀行利息收入	379	410
Government grant (note (i))	政府補助(附註(i))	2	357
Tax concession (note (ii))	稅收優惠(附註(ii))	55	138
		436	905

7 其他收入

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
			(Restated)
			(重列)
Bank interest income	銀行利息收入	379	410
Government grant (note (i))	政府補助(附註(i))	2	357
Tax concession (note (ii))	稅收優惠(附註(ii))	55	138
		436	905

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

7 OTHER INCOME (Continued)

Notes:

(i) In 2022, government grants income included an amount of approximately HK\$24,000 from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government of Hong Kong Special Administrative Region ("HKSAR"). The purpose of the funding is to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group is required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

(ii) It represents the tax concession revenue generated by the policy of additional deduction of input value-added tax.

From 1 April 2019 to 31 December 2023, taxpayers in the production and living service industries are allowed to add 10% of the current deductible input value-added tax to offset the value-added tax payable. As the Group's businesses meet the requirements of the policy, those businesses are eligible for the tax benefit.

8 OTHER LOSSES, NET

7 其他收入 (續)

附註：

(i) 於2022年，政府補助收入包含自香港特別行政區（「香港特區」）政府成立之防疫抗疫基金下之保就業計劃約24,000港元。設立該項基金之目的乃向企業提供財政支援，以保留可能會被遣散之僱員。根據補貼之條款，本集團於接受補貼期間不得裁員並且須將補貼全數用於支付僱員工資。

(ii) 指增值稅進項稅額加計抵減政策形成之稅收優惠收入。

自2019年4月1日至2023年12月31日，允許生產及生活性服務業納稅人按照當期可抵扣增值稅進項稅額加計10%，抵減應納增值稅額。由於本集團業務符合該政策要求，該等業務可享受該稅收優惠。

8 其他虧損，淨額

		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Net foreign exchange losses	匯兌虧損淨額	(63)	(533)
Write off of financial assets at fair value through other comprehensive income	按公允價值計入其他全面收入之金融資產撇銷	—	(115)
		(63)	(648)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

9 EXPENSES BY NATURE

9 按性質劃分之開支

		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Cost of inventories recognised as an expense (included in cost of sales and services)	已確認為開支之存貨成本 (計入銷售及服務成本)	—	7
External technical service fees	外部技術服務費	12,931	16,671
Auditor's remuneration	核數師酬金		
— Audit services	— 審核服務	1,120	1,120
— Non-audit services	— 非審核服務	780	780
Employee benefit expenses	僱員福利費用	9,389	12,056
Directors' emoluments	董事酬金	2,461	2,112
Total staff costs	總員工成本	11,850	14,168
Short-term leases expenses	短期租賃開支	1	—
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	19	21
Depreciation of right-of-use assets	使用權資產之折舊	904	1,158
Other expenses	其他開支	2,945	3,122
Total cost of sales and services and administrative expenses	銷售及服務成本及行政費用 總額	30,550	37,047

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10 EMPLOYEE BENEFIT EXPENSES

10 僱員福利費用

		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Salaries and other benefits in kind	薪金及其他實物福利	7,457	9,377
Contributions to retirement benefits schemes	退休福利計劃供款	946	1,472
Discretionary bonuses	酌情花紅	986	1,207
		9,389	12,056

(a) Pensions — defined contribution plans

No forfeited contributions were utilised during the year and no forfeited contributions were available at the year-end to reduce future contributions.

Contributions totalling approximately HK\$15,000 (2022: HK\$38,000) were payable to the fund at the year-end.

(a) 退休金 — 界定供款計劃

年內概無動用已沒收供款，及於年末概無已沒收供款可用以扣減未來供款。

於年末，應向退休金支付供款合計約15,000港元(2022年：38,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10 EMPLOYEE BENEFIT EXPENSES (Continued)

10 僱員福利費用 (續)

(b) Five highest paid individuals

Of the five individuals with the highest emoluments in the Group, two (2022: one) were directors of the Company whose emoluments are included in note 11. The emoluments of the remaining three (2022: four) individuals were as follows:

(b) 五名最高薪僱員

於本集團五名最高薪僱員中，兩名(2022年：一名)為本公司之董事，其酬金載於附註11。餘下三名(2022年：四名)最高薪僱員之酬金如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Salaries and other benefits in kind	薪金及其他實物福利	855	1,138
Contributions to retirement benefits schemes	退休福利計劃供款	57	91
Discretionary bonuses	酌情花紅	—	—
		912	1,229

		Number of individuals 人數	
		2023	2022
Emoluments bands	酬金範圍		
Nil-HK\$1,000,000	零-1,000,000港元	3	4

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11 DIRECTORS' EMOLUMENTS

Directors' emoluments for the year are disclosed pursuant to the applicable GEM Listing Rules and the Hong Kong Companies Ordinance.

The emoluments paid or payable to each of the five (2022: seven) directors were as follows:

11 董事酬金

本年度之董事酬金乃根據適用之GEM上市規則及香港公司條例披露。

向五名(2022年：七名)董事支付或應付之酬金如下：

		Fees	Salaries and other benefits in kind	Discretionary bonus	Contributions to retirement benefits schemes	Total
		袍金	薪金及其他實物福利	酌情花紅	退休福利計劃供款	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
2023	2023年					
Executive directors	執行董事					
Sun Haitao	孫海濤	—	714	704	18	1,436
Wu Shan	吳珊	—	408	282	15	705
Independent non-executive directors	獨立非執行董事					
Song Ke	宋柯	100	—	—	—	100
Yu Tat Chi Michael	余達志	120	—	—	—	120
Liu Jia	劉佳	100	—	—	—	100
		320	1,122	986	33	2,461

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11 DIRECTORS' EMOLUMENTS (Continued)

11 董事酬金 (續)

		Salaries and other benefits	Discretionary bonus	Contributions to retirement benefits schemes	Total	
	Fees	in kind				
	袍金	薪金及其他 實物福利	酌情花紅	退休福利計劃 供款	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	
2022	2022年					
Executive directors	執行董事					
Sun Haitao	孫海濤	—	714	880	18	1,612
Zhu Jianfei (note (iii))	朱劍飛 (附註(iii))	—	144	—	—	144
Wu Shan (note (i))	吳珊 (附註(i))	—	—	—	—	—
Independent non-executive directors	獨立非執行董事					
Song Ke	宋柯	114	—	—	—	114
Wu Bo (note (iv))	吳波 (附註(iv))	77	—	—	—	77
Yu Tat Chi Michael	余達志	128	—	—	—	128
Liu Jia (note (ii))	劉佳 (附註(ii))	37	—	—	—	37
		356	858	880	18	2,112

No payment was made to directors as compensation for the early termination of the appointment during the years ended 31 December 2023 and 2022.

於截至2023年及2022年12月31日止年度，概無向董事支付款項作為委任之提早離職補償。

Notes:

- (i) Ms. Wu Shan was appointed as an executive director of the Company on 14 April 2022.
- (ii) Ms. Liu Jia was appointed as an independent non-executive director of the Company on 19 August 2022.
- (iii) Mr. Zhu Jianfei resigned as an executive director of the Company on 14 April 2022.
- (iv) Mr. Wu Bo resigned as an independent non-executive director of the Company on 19 August 2022.

附註：

- (i) 吳珊女士於2022年4月14日獲委任為本公司執行董事。
- (ii) 劉佳女士於2022年8月19日獲委任為本公司獨立非執行董事。
- (iii) 朱劍飛先生於2022年4月14日辭任本公司執行董事。
- (iv) 吳波先生於2022年8月19日辭任本公司獨立非執行董事。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11 DIRECTORS' EMOLUMENTS (Continued)

No payment was made to directors or receivable by the directors as an inducement to join or upon joining the Company for the years ended 31 December 2023 and 2022.

No compensation was paid during the financial year or receivable by directors or past directors for the loss of office as a director of any member of the Group or of any other office in connection with the management of the affairs of any member of the Group distinguishing between contractual and other payments for the years ended 31 December 2023 and 2022.

No payment was made to any third-parties for making available directors' services during the years ended 31 December 2023 and 2022.

There are no loans, quasi-loans and other dealings in favour of directors, bodies corporate controlled by and connected entities with such directors during the years ended 31 December 2023 and 2022.

There was no arrangement under which a director waived or agreed to waive any remuneration for the years ended 31 December 2023 and 2022.

12 FINANCE COSTS

11 董事酬金 (續)

於截至2023年及2022年12月31日止年度，概無向董事支付任何款項或應收款項，作為加入本公司或加入本公司之後之獎勵。

於截至2023年及2022年12月31日止年度，概無就本集團任何成員公司董事或有關本集團任何成員公司管理事宜之任何其他職務離職而向董事或往屆董事支付任何財政年度內賠償或應收款項(有別於合約規定款項及其他付款)。

於截至2023年及2022年12月31日止年度，並無就提供董事服務而向任何第三方支付款項。

於截至2023年及2022年12月31日止年度，概無以董事、受該等董事控制之法人團體及該等董事之關連實體為受益人提供之貸款、準貸款及其他交易。

於截至2023年及2022年12月31日止年度，概無董事放棄或同意放棄任何薪酬之安排。

12 財務成本

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Interest on loan from an intermediate holding company	來自一間中間控股公司之貸款之利息	—	52
Interest expense on lease liabilities	租賃負債之利息開支	42	60
		42	112

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

13 INCOME TAX EXPENSE

13 所得稅開支

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Deferred income tax	遞延所得稅		
Increase in deferred tax assets (Note 28)	遞延稅項資產增加(附註28)	151	—
Increase in deferred tax liabilities (Note 28)	遞延稅項負債增加(附註28)	(172)	—
Income tax expense	所得稅開支	21	—
Income tax expense is attributable to:	以下各項應佔之所得稅 開支：		
— Continuing operations	— 持續經營業務	21	—
— Discontinued operations	— 已終止經營業務	—	—
		21	—

No provision for Hong Kong Profits Tax has been made as the Group had no assessable profits arising in or derived from Hong Kong for both years.

Under the prevailing tax law in the PRC, the Corporate Income Tax ("CIT") rate of the PRC subsidiaries is 25% for both years. No provisions for CIT has been made for both years.

Hangzhou Zhongtuo Netcom Technology Limited ("Hangzhou Zhongtuo") qualifies as a "Software Enterprise" which is entitled to an exemption from the CIT for the first two years and 50% reduction for the next three years from such entity's first profitable year.

由於上述兩個年度本集團並無於香港產生或賺取應課稅溢利，故並無對香港利得稅作出撥備。

根據中國現行稅法，中國附屬公司於兩個年度之企業所得稅（「企業所得稅」）稅率為25%。該兩個年度內並無對企業所得稅作出撥備。

杭州眾拓網通科技有限公司（「杭州眾拓」）為符合條件之「軟件企業」，自實體首個盈利年度起，有權於首兩年免徵企業所得稅及其後三年按50%減徵企業所得稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

13 INCOME TAX EXPENSE (Continued)

13 所得稅開支 (續)

The tax expense for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

本年度之稅項開支與綜合損益及其他全面收入表中除稅前虧損之對賬如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損	(10,075)	(10,460)
Loss before tax from discontinued operations	來自已終止經營業務之除稅前虧損	(1,620)	(694)
Loss before tax for the year	本年度除稅前虧損	(11,695)	(11,154)
Tax at applicable tax rate 25% (2022: 25%)	根據適用稅率25% (2022年：25%) 計算之稅項	(2,924)	(2,789)
Tax effect on different tax rate of group entities operating in other jurisdictions	於其他司法權區營運之集團實體不同稅率之稅項影響	64	(114)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅項影響	1,914	1,981
Tax effect of income not taxable for tax purpose	不課稅收入之稅項影響	(196)	(105)
Tax effect of tax losses not recognised	未確認之稅項虧損之稅項影響	1,163	1,027
Income tax expense	所得稅開支	21	—

At the end of the reporting period, the Group had estimated unused tax losses of approximately HK\$15,487,000 (2022: HK\$20,729,000) arising from subsidiaries operating outside Hong Kong which is available for setting off against future taxable profits of that subsidiary is due to expire within five years and estimated unused tax losses of approximately HK\$51,046,000 (2022: HK\$51,046,000) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the estimated unused tax losses due to the unpredictability of future profit streams.

於報告期末，本集團有源自多間在香港以外地區經營之附屬公司之估計未動用稅項虧損約15,487,000港元 (2022年：20,729,000港元)，可供抵銷該附屬公司之未來應課稅溢利，於五年內屆滿，而本集團有估計未動用稅項虧損約51,046,000港元 (2022年：51,046,000港元)，可供抵銷可無限期結轉之未來溢利。由於未能預計未來溢利來源，故並無就估計未動用稅項虧損確認遞延稅項資產。

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綜合財務報表附註

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

14 DISCONTINUED OPERATIONS

During the year ended 31 December 2023, the Group has ceased its lottery business in the PRC. And during the year ended 31 December 2022, the Group disposed its sports training business in Hong Kong and ceased its financial technology services business in the PRC. The results of the discontinued operations for the years ended 31 December 2023 and 2022 are presented below.

14 已終止經營業務

於截至2023年12月31日止年度，本集團終止其於中國之彩票業務，而於截至2022年12月31日止年度，本集團已出售其於香港之體育訓練業務及終止其於中國之金融科技服務業務。已終止經營業務於截至2023年及2022年12月31日止年度之業績於下文呈列。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Revenue	收益	—	277
Cost of sales and services	銷售及服務成本	—	(230)
Gross profit	毛利	—	47
Other income and other (losses)/gains, net	其他收入及其他(虧損)/ 收益，淨額	(1,158)	528
Loss allowance for trade and other receivables	貿易及其他應收款項虧損撥備	(203)	—
Administrative expenses	行政費用	(259)	(1,264)
Finance costs	財務成本	—	(5)
Loss before tax	除稅前虧損	(1,620)	(694)
Income tax expense	所得稅開支	—	—
Loss for the year	本年度虧損	(1,620)	(694)
Other comprehensive income/(expense) for the year	本年度其他全面收入/ (開支)	1,159	(1,987)
Total comprehensive expense arises from discontinued operations for the year	來自已終止經營業務之本 年度全面開支總額	(461)	(2,681)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14 DISCONTINUED OPERATIONS (Continued)

14 已終止經營業務 (續)

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Other income:	其他收入：		
Bank interest income	銀行利息收入	1	23
Government grants	政府補助	—	150
Sundry income	雜項收入	—	165
Covid-19-related rent concession	新型冠狀病毒相關租金減免	—	50
		1	388
		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Other (losses)/gains, net:	其他(虧損)/收益, 淨額：		
Exchange losses	匯兌虧損	(1,159)	—
Gain on disposal of a subsidiary	出售一間附屬公司之收益	—	140
		(1,159)	140

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綜合財務報表附註

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

14 DISCONTINUED OPERATIONS (Continued)

14 已終止經營業務 (續)

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Expenses by nature:	按性質劃分之開支：		
Employee benefit expenses	僱員福利費用	172	947
Short term lease expense	短期租賃開支	62	111
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	—	4
Depreciation of right-of-use assets	使用權資產之折舊	—	209
Other expenses	其他開支	25	223
Total cost of sales and services and administrative expenses	銷售及服務成本及行政費用 總額	259	1,494

The net cash flows incurred by the discontinued operations are as follow:

已終止經營業務所產生之現金流量淨額如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Net cash used in operating activities	經營活動所用現金淨額	(403)	(19,093)
Net cash used in investing activities	投資活動所用現金淨額	(1)	(17)
Net cash used in financing activities	融資活動所用現金淨額	—	—
Net decrease in cash and cash equivalents in discontinued operations	已終止經營業務現金及現金等價物減少淨額	(404)	(19,110)

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綜合財務報表附註

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

15 LOSS PER SHARE

Basic loss per share is calculated by dividing the loss of the Group for the year attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year.

15 每股虧損

每股基本虧損乃按本公司擁有人應佔本集團年內虧損除以年內已發行普通股加權平均數計算。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元 (Restated) (重列)
Loss attributable to owners of the Company	本公司擁有人應佔虧損		
— From continuing operation	— 來自持續經營業務	(8,488)	(9,077)
— From discontinued operations	— 來自已終止經營業務	(1,620)	(669)
		(10,108)	(9,746)
Weighted average number of ordinary shares in issue ('000)	已發行普通股之加權平均數 (千股)	4,686,048	4,686,048
Basic loss per share (HK cents per share)	每股基本虧損 (每股港仙)		
— From continuing operation	— 來自持續經營業務	(0.18)	(0.19)
— From discontinued operation	— 來自已終止經營業務	(0.04)	(0.02)
		(0.22)	(0.21)

The dilutive loss per share is the same as the basic loss per share for both 2023 and 2022 as there are no potential ordinary shares in issue for both 2023 and 2022.

由於2023年及2022年並無潛在已發行普通股，故2023年及2022年之每股攤薄虧損與每股基本虧損相同。

16 DIVIDENDS

The Company has not declared any dividends for the years ended 31 December 2023 and 2022.

16 股息

本公司並無就截至2023年及2022年12月31日止年度宣派任何股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

17 PROPERTY, PLANT AND EQUIPMENT

17 物業、廠房及設備

		Furniture, fixtures and fittings 傢俬、設備及 裝置 HK\$'000 千港元	Computer and office equipment 電腦及 辦公室設備 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本				
Balance at 1 January 2022	於2022年1月1日之結餘	145	837	1,413	2,395
Additions	添置	—	16	—	16
Disposal of a subsidiary (Note 32)	出售一間附屬公司 (附註32)	—	(37)	—	(37)
Effect of foreign currency exchange differences	匯兌差額影響	—	(18)	—	(18)
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日之結餘	145	798	1,413	2,356
Written off	撇銷	—	(120)	—	(120)
Effect of foreign currency exchange differences	匯兌差額影響	—	(2)	—	(2)
Balance at 31 December 2023	於2023年12月31日之結餘	145	676	1,413	2,234
Accumulated depreciation and impairment	累計折舊及減值				
Balance at 1 January 2022	於2022年1月1日之結餘	(145)	(781)	(1,413)	(2,339)
Disposal of a subsidiary (Note 32)	出售一間附屬公司 (附註32)	—	19	—	19
Depreciation expense	折舊開支	—	(25)	—	(25)
Effect of foreign currency exchange differences	匯兌差額影響	—	14	—	14
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日之結餘	(145)	(773)	(1,413)	(2,331)
Depreciation expense	折舊開支	—	(19)	—	(19)
Written back on written off	因撇銷撥回	—	120	—	120
Effect of foreign currency exchange differences	匯兌差額影響	—	2	—	2
Balance at 31 December 2023	於2023年12月31日之結餘	(145)	(670)	(1,413)	(2,228)
Carrying amounts	賬面值				
Balance at 31 December 2023	於2023年12月31日之結餘	—	6	—	6
Balance at 31 December 2022	於2022年12月31日之結餘	—	25	—	25

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

17 PROPERTY, PLANT AND EQUIPMENT (Continued)

Useful lives

Depreciation is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives as follows:

- Furniture, fixtures and fittings 3-5 years
- Computer and office equipment 3-5 years
- Leasehold improvements Over the shorter of term of lease or 5 years

18 LEASES

Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

17 物業、廠房及設備 (續)

可使用年期

折舊採用直線法計算，以於其估計可使用年期分配其成本或重估金額（扣除其剩餘價值）如下：

- 傢俬、設備及裝置 3至5年
- 電腦及辦公室設備 3至5年
- 租賃物業裝修 租賃期或5年
(以較短者為準)

18 租賃

於綜合財務狀況表確認之金額

綜合財務狀況表顯示以下與租賃有關之金額：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Right-of-use assets	使用權資產		
Leased properties	租賃物業	1,153	385
Lease liabilities	租賃負債		
Current	流動	839	288
Non-current	非流動	226	—
		1,065	288

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18 LEASES (Continued)

Amounts recognised in the consolidated statement of financial position (Continued)

The movements of the right-of-use assets of lease properties were as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
At 1 January	於1月1日	385	1,936
Additions	添置	1,678	—
Disposal of a subsidiary (Note 32)	出售一間附屬公司(附註32)	—	(157)
Depreciation expenses	折舊開支	(904)	(1,367)
Effect of foreign currency exchange differences	匯兌差額影響	(6)	(27)
At 31 December	於12月31日	1,153	385

At 31 December 2023, the lessee's incremental borrowing rate applied to the lease liabilities was ranged from 4.75% to 5.3% (2022: 4.75% to 5.13%).

For both years, the Group leases offices for its operation. Lease contracts are entered into for fixed term of 1 to 2 years (2022: 1 to 2 years), but may have extension and termination options. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

18 租賃(續)

於綜合財務狀況表確認之金額(續)

租賃物業使用權資產之變動如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
At 1 January	於1月1日	385	1,936
Additions	添置	1,678	—
Disposal of a subsidiary (Note 32)	出售一間附屬公司(附註32)	—	(157)
Depreciation expenses	折舊開支	(904)	(1,367)
Effect of foreign currency exchange differences	匯兌差額影響	(6)	(27)
At 31 December	於12月31日	1,153	385

於2023年12月31日，租賃負債適用之承租人增量借款利率介乎4.75%至5.3% (2022年：4.75%至5.13%)。

於兩個年度，本集團就其營運租賃辦公室。租賃合約訂立之固定期限為1至2年(2022年：1至2年)，但可能具有延期及終止選擇權。租期乃按個別基準磋商，並包含不同條款及條件。於釐定租期及評估不可撤銷期間之長度時，本集團應用合約之定義並釐定合約可強制執行之期間。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18 LEASES (Continued)

Amounts recognised in the consolidated statement of financial position (Continued)

For the year ended 31 December 2023, the total cash outflow for leases was approximately HK\$1,001,000 (2022: HK\$1,288,000).

The Group had lease liabilities repayable as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Within 1 year	於一年內	839	288
After 1 year but within 2 years	一年後但兩年內	226	—
		1,065	288

18 租賃 (續)

於綜合財務狀況表確認之金額 (續)

截至2023年12月31日止年度，租賃現金流出總額約為1,001,000港元(2022年：1,288,000港元)。

本集團應償還租賃負債如下：

19 CRYPTOCURRENCY

Cryptocurrency
Held on exchange institutions
— USD Tether (“USDT”)

加密貨幣
於交易機構持有
— 美元泰達幣
(「泰達幣」)

* Less than HK\$1,000.

Cryptocurrency held by the Group has been assessed based on each type of cryptocurrencies for impairment testing. The Group carries out their impairment testing by comparing the recoverable amounts of cryptocurrencies to their carrying amounts. An impairment loss will be recognised when the recoverable amount is lower than the carrying amount, while a gain will not be recognised even when the recoverable amount is higher than the carrying amount. A gain will only be recognised if the cryptocurrency is disposed of, assuming the proceeds from disposal at that time is higher than its carrying amount.

19 加密貨幣

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
		—*	568

* 少於1,000港元。

本集團持有之加密貨幣已按照各加密貨幣類別就減值測試評估。本集團將加密貨幣之可收回金額與其賬面值比較以進行減值測試。當可收回金額低於賬面值時，將確認減值虧損，惟即使可收回金額高於賬面值，也不會確認收益。收益僅於加密貨幣被出售並假設當時出售之所得款項高於其賬面值時方予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

19 CRYPTOCURRENCY (Continued)

The recoverable amount of each type of cryptocurrencies are determined based on fair value less costs of disposal. In determining the fair values, the relevant available markets are identified by the Group, and the Group consider accessibility to, and activity within those markets in order to identify the principal cryptocurrency markets for the Group. The fair value of USDT traded in active markets (such as trading and exchange platforms) is determined based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange and those prices represent actual and regularly occurring market transactions on an arm's length basis. Therefore, the fair value used for assessment of recoverable amount in impairment tests is determined as quoted prices (unadjusted) in active markets for USDT (Level 1).

As at 31 December 2023, the Group carried out impairment tests for USDT. Based on these impairment tests, the recoverable amount of USDT are close to its carrying amounts of approximately HK\$100 (2022: HK\$568,000), therefore no impairment loss was recognised.

19 加密貨幣 (續)

各類加密貨幣之可收回金額乃根據公允價值減出售成本釐定。於釐定公允價值時，本集團將識別相關可用市場，且本集團會考慮該等市場之可及性及活躍程度，以識別本集團之主要加密貨幣市場。在活躍市場（例如買賣及交易平台）上買賣之泰達幣之公允價值乃按於報告期末之市場報價釐定。倘交易所可隨時及定時報價，則有關市場被視為活躍，而該等價格反映按公平基準實際及定期進行之市場交易。因此，在減值測試中用於評估可收回金額之公允價值經釐定為泰達幣在活躍市場上之報價（未經調整）（第1級）。

截至2023年12月31日，本集團對泰達幣進行減值測試。根據該等減值測試，泰達幣之可收回金額接近其賬面值約100港元（2022年：568,000港元），因此，並無確認減值虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

20 FINANCIAL INSTRUMENTS BY CATEGORY 20 按種類劃分之金融工具

The Group holds the following financial instruments:

本集團持有以下金融工具：

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Financial assets:			
Financial assets at amortised cost			
Trade and other receivables	按攤銷成本計量之金融資產 貿易及其他應收款項	11,188	11,054
Amount due from ultimate holding company	應收最終控股公司之款項	2	—
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	1	1
Cash and bank balances	現金及銀行結餘	17,996	28,203
		29,187	39,258
Financial liabilities:			
Financial liabilities at amortised cost			
Trade and other payables	按攤銷成本計量之金融負債 貿易及其他應付款項	13,013	11,881
Lease liabilities	租賃負債	1,065	288
Amount due to an intermediate holding company	應付一間中間控股公司之款項	67	—
Amount due to ultimate holding company	應付最終控股公司之款項	—	618
		14,145	12,787

The Group's exposure to various risks associated with the financial instruments is discussed in note 3.

本集團面臨之與金融工具相關之各種風險於附註3中討論。

The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

報告期末之最大信貸風險敞口為上述各類金融資產之賬面值。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21 INVENTORIES

21 存貨

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Finished goods	製成品	41	38

Inventories recognised as an expense during the year ended 31 December 2023 amounted to approximately HK\$Nil (2022: HK\$7,000). These were included in cost of sales and services.

於截至2023年12月31日止年度確認為開支之存貨約為零港元(2022年: 7,000港元), 已計入銷售及服務成本中。

22 TRADE AND OTHER RECEIVABLES

22 貿易及其他應收款項

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Trade receivables	貿易應收款項	13,028	7,344
Less: Loss allowance of trade receivables	減: 貿易應收款項虧損撥備	(4,101)	(2,805)
		8,927	4,539
Deposits and other receivables	按金及其他應收款項	2,774	7,970
Less: Loss allowance of deposits and other receivables	減: 按金及其他應收款項虧損撥備	(513)	(1,455)
		2,261	6,515
Prepayments	預付款項	2,239	1,090
Total trade and other receivables	貿易及其他應收款項總額	13,427	12,144

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綜合財務報表附註

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

22 TRADE AND OTHER RECEIVABLES (Continued)

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 (2022: 30) days and therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional, unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies and the calculation of the loss allowance are provided in notes 2(i) and 3(a)(ii).

The following is an analysis of trade receivables by age, presented based on the respective invoice date and net of loss allowance:

22 貿易及其他應收款項 (續)

貿易應收款項為於正常業務過程中出售貨品或提供服務而應收客戶之款額。該等款項一般於30(2022年:30)日內到期結算，因此全部分類為流動。貿易應收款項初步按無條件代價金額確認，除非其包含重大融資部分，在此情況下則按公允價值確認。本集團持有貿易應收款項之目的為收取合約現金流量，因此其後使用實際利率法按攤銷成本計量。有關本集團減值政策及虧損撥備計算方法之詳情載於附註2(i)及3(a)(ii)。

以下乃按賬齡劃分之貿易應收款項之分析，乃按各發票日期及扣除虧損撥備後呈列：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
0-30 days	0至30日	5,139	2,709
31-60 days	31至60日	3,130	848
61-90 days	61至90日	525	786
Over 90 days	超過90日	133	196
		8,927	4,539

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綜合財務報表附註

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

22 TRADE AND OTHER RECEIVABLES (Continued)

Movements of the Group's loss allowance of trade and other receivables are as follows:

(a) Trade receivables

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	2,805	2,424
Recognition of loss allowance for the year	年內虧損撥備之確認	1,349	629
Effect of foreign currency exchange differences	匯兌差額影響	(53)	(248)
Balance at 31 December	於12月31日之結餘	4,101	2,805

(b) Deposits and other receivables

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Balance at 1 January	於1月1日之結餘	1,455	1,629
Written off of loss allowance	虧損撥備之撇銷	(1,448)	—
Reversal of loss allowance for the year	年內虧損撥備之撥回	518	—
Effect of foreign currency exchange difference	匯兌差額影響	(12)	(174)
Balance at 31 December	於12月31日之結餘	513	1,455

22 貿易及其他應收款項 (續)

本集團貿易及其他應收款項之虧損撥備變動如下：

(a) 貿易應收款項

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Balance at 1 January	2,805	2,424
Recognition of loss allowance for the year	1,349	629
Effect of foreign currency exchange differences	(53)	(248)
Balance at 31 December	4,101	2,805

(b) 按金及其他應收款項

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Balance at 1 January	1,455	1,629
Written off of loss allowance	(1,448)	—
Reversal of loss allowance for the year	518	—
Effect of foreign currency exchange difference	(12)	(174)
Balance at 31 December	513	1,455

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

23 AMOUNTS DUE FROM/TO A FELLOW SUBSIDIARY, AN INTERMEDIATE HOLDING COMPANY AND ULTIMATE HOLDING COMPANY

The amounts due from/to a fellow subsidiary, an intermediate holding company and ultimate holding company are unsecured, interest-free and receivable/repayable on demand.

23 應收／應付一間同系附屬公司、一間中間控股公司及最終控股公司之款項

該應收／應付一間同系附屬公司、一間中間控股公司及最終控股公司之款項乃無抵押、免息及須按要求收取／償還。

24 CASH AND BANK BALANCES

24 現金及銀行結餘

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cash at banks and in hand	銀行及手頭現金	17,996	28,203
Less: Restricted cash	減：受限制現金	(156)	(156)
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表之現金及現金等價物	17,840	28,047

Bank balances carry interest at floating rates based on daily bank deposit rates.

銀行結餘以每日銀行存款利率按浮動利率計息。

25 CONTRACT LIABILITIES

25 合約負債

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Contract liabilities	合約負債	1,340	850

The Group receives a deposit before certain technical consultancy services and software development service commence, which will give rise to contract liabilities until revenue is recognised when the service is delivered to the customers.

本集團於若干技術諮詢服務及軟件開發服務開展前收取按金，此舉將產生合約負債，直至服務交付予客戶時確認收益為止。

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綜合財務報表附註

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

25 CONTRACT LIABILITIES (Continued)

Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised for the year relates to carried-forward contract liabilities.

25 合約負債 (續)

與合約負債相關之已確認收益

下表列示年度已確認收益中與結轉合約負債相關之收益。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year:	年初計入合約負債結餘之已確認收益：		
— Provision of smart retail services	— 提供智慧零售服務	850	836
— Provision of sports training services	— 提供體育訓練服務	—	128

26 SHARE CAPITAL

26 股本

		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023, ordinary shares of HK\$0.005 each	於2022年1月1日、2022年12月31日、2023年1月1日及2023年12月31日，每股面值0.005港元之普通股	20,000,000	100,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023, ordinary shares of HK\$0.005 each	於2022年1月1日、2022年12月31日、2023年1月1日及2023年12月31日，每股面值0.005港元之普通股	4,686,048	23,430

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

27 TRADE AND OTHER PAYABLES

27 貿易及其他應付款項

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	9,335	7,414
Accrued salaries and other benefits in kind	應計薪金及其他實物福利	1,048	1,684
Other payables and accruals	其他應付款項及應計費用	2,630	2,783
Total trade and other payables	貿易及其他應付款項總額	13,013	11,881

The following is an ageing analysis of trade payables based on invoice date at the end of the reporting period:

於報告期末，貿易應付款項基於發票日期之賬齡分析如下：

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
0-30 days	0至30日	9,117	6,917
31-60 days	31至60日	—	159
61-90 days	61至90日	—	6
Over 90 days	超過90日	218	332
		9,335	7,414

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綜合財務報表附註

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

28 DEFERRED INCOME TAX

28 遞延所得稅

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	151	—
Deferred tax liabilities	遞延稅項負債	172	—

The components of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

於綜合財務狀況表確認之遞延稅項(資產)/負債之組成部分及年內變動如下：

		Lease liabilities 租賃負債 HK\$'000 千港元	Right-of-use assets 使用權資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022, 31 December 2022 and 1 January 2023	於2022年1月1日， 2022年12月31日及 2023年1月1日	—	—	—
(Credited)/charged to profit or loss (Note 13)	(計入損益)/自損益 扣除(附註13)	(151)	172	21
At 31 December 2023	於2023年12月31日	(151)	172	21

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

29 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

29 融資活動產生之負債對賬

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

下表詳列本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動產生之負債即現金流量已經或未來現金流量將會於本集團之綜合現金流量表中分類為融資活動之現金流量之負債。

		Loan from an intermediate holding company 來自中間控股 公司之貸款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	4,946	1,748	6,694
Financing cash flow	融資現金流量			
— Repayment for loan from an intermediate holding company	— 償還來自一間中間控股公司之貸款	(4,800)	—	(4,800)
— Interest paid for loan from an intermediate holding company	— 就來自一間中間控股公司之貸款支付利息	(104)	—	(104)
— Capital element of lease rentals paid	— 已付租賃租金之資本部分	—	(1,223)	(1,223)
— Interest element of lease rentals paid	— 已付租賃租金之利息部分	—	(65)	(65)
Other changes	其他變動			
— Disposal of a subsidiary	— 出售一間附屬公司	—	(175)	(175)
— Finance costs	— 財務成本	52	65	117
— Covid-19-related rent concession	— 新型冠狀病毒相關租金減免	—	(50)	(50)
Effect of foreign currency exchange differences	匯兌差額影響	(94)	(12)	(106)
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	—	288	288
Financing cash flow	融資現金流量			
— New lease arise	— 產生新租賃	—	1,678	1,678
— Capital element of lease rentals paid	— 已付租賃租金之資本部分	—	(896)	(896)
— Interest element of lease rentals paid	— 已付租賃租金之利息部分	—	(42)	(42)
Other changes	其他變動			
— Finance costs	— 財務成本	—	42	42
Effect of foreign currency exchange differences	匯兌差額影響	—	(5)	(5)
At 31 December 2023	於2023年12月31日	—	1,065	1,065

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

30 RELATED PARTY TRANSACTIONS

Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Short-term benefits	短期福利	2,428	2,094
Post-employment benefits	終止僱用後福利	33	18
		2,461	2,112

Saved as disclosed above and elsewhere in these consolidated financial statements, the Group did not have any material related party transactions during the years ended 31 December 2023 and 2022.

Further details of balances with related parties are disclosed in note 23.

30 關連方交易

主要管理人員薪酬

年內董事及主要管理層其他成員之酬金如下：

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Short-term benefits	2,428	2,094
Post-employment benefits	33	18
	2,461	2,112

除上文及該等綜合財務報表其他部分所披露者外，本集團於截至2023年及2022年12月31日止年度並無任何重大關連方交易。

與關連方結餘之進一步詳情於附註23中披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

The Group's principal subsidiaries at 31 December 2023 and 2022 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group. The country of incorporation or registration is also their principal place of business.

31 本公司之主要附屬公司詳情

於2023年及2022年12月31日本集團之主要附屬公司如下。除非另有說明，其股本僅由本集團直接持有之普通股組成，所持所有權權益百分比與本集團所持表決權相同。註冊成立或註冊之國家亦為彼等主要營業地點。

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立／註冊／ 經營地點及法定地位	Particulars of issued and fully paid share capital/registered capital 已發行及繳足股本／ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
E-silkroad.net Corporation	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of 1 United States dollar ("US\$") 1股面值1美元 (「美元」)之普通股	100% (2022: 100%) 100% (2022年： 100%)	— (2022: —) — (2022年：—)	Investment holding 投資控股
Ocean Keen Investment Holdings Limited 寶建投資控股有限公司	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of US\$1 1股面值1美元之普通股	100% (2022: 100%) 100% (2022年： 100%)	— (2022: —) — (2022年：—)	Investment holding 投資控股
Glory Top Management Limited 高榮管理有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$1 1港元之普通股	100% (2022: 100%) 100% (2022年： 100%)	— (2022: —) — (2022年：—)	Investment holding 投資控股
Surplus Trade Limited 深貿有限公司	Hong Kong, limited liability company 香港，有限責任公司	Ordinary shares HK\$1 1港元之普通股	100% (2022: 100%) 100% (2022年： 100%)	— (2022: —) — (2022年：—)	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

31 本公司之主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立/註冊/ 經營地點及法定地位	Particulars of issued and fully paid share capital/registered capital 已發行及繳足股本/ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Shine Win Inc. Limited	Hong Kong, limited liability company	Ordinary shares HK\$1	— (2022: —)	100% (2022: 100%)	Investment holding
瑞華興業有限公司	香港，有限責任公司	1港元之普通股	— (2022年：—)	100% (2022年： 100%)	投資控股
深圳高榮財智科技有限公司 (Shenzhen Gaorong CaiZhi Technology Company Limited)#	PRC, wholly-foreign-owned enterprise	RMB6,000,000	— (2022: —)	100% (2022: 100%)	Ceased of the business
深圳高榮財智科技有限公司	中國，外商獨資企業	人民幣6,000,000元	— (2022年：—)	100% (2022年： 100%)	已終止業務
杭州仁分信息科技有限公司 (Hangzhou Safen Information Technology Company Limited)#	PRC, wholly-foreign-owned enterprise	RMB6,064,882	— (2022: —)	100% (2022: 100%)	Ceased of the business
杭州仁分信息科技有限公司	中國，外商獨資企業	人民幣6,064,882元	— (2022年：—)	100% (2022年： 100%)	已終止業務
Zhong Tuo Limited	BVI, limited liability company 英屬處女群島， 有限責任公司	1 ordinary share of US\$1 1股面值1美元之普通股	100% (2022: 100%) 100% (2022年： 100%)	— (2022: —) — (2022年：—)	Investment holding 投資控股

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

31 本公司之主要附屬公司詳情 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/operations and kind of legal entity 註冊成立/註冊/ 經營地點及法定地位	Particulars of issued and fully paid share capital/registered capital 已發行及繳足股本/ 註冊資本詳情	Proportion of ownership interest held by the Group 本集團持有 所有權權益百分比		Principal activities 主要業務
			Directly 直接	Indirectly 間接	
Zhong Tuo Holdings (HK) Limited	Hong Kong, limited liability company 香港, 有限責任公司	Ordinary shares HK\$100 100港元之普通股	— (2022: —)	100% (2022: 100%)	Investment holding 投資控股
杭州眾拓網通科技有限公司 (Hangzhou Zhongtuo Netcom Technology Limited) [#]	PRC, limited liability company	RMB490,000	— (2022: —)	51% (2022: 51%)	Provision of smart retail services
杭州眾拓網通科技有限公司	中國, 有限責任公司	人民幣490,000元	— (2022年: —)	51% (2022年: 51%)	提供智慧零售服務
雲拓(香港)有限公司 (Yuntuo (HK) Limited)	Hong Kong, limited liability company	Ordinary share HK\$100	— (2022: —)	51% (2022: 51%)	Provision of smart retail services
雲拓(香港)有限公司	香港, 有限責任公司	100港元之普通股	— (2022年: —)	51% (2022年: 51%)	提供智慧零售服務
心游紀(杭州)網絡技術有限公司 (XinYouji (Hangzhou) Network Technology Co., Ltd) [*]	PRC, limited liability company	RMB500,000,000	— (2022: —)	100% (2022: —)	Provision of smart retail services
心游紀(杭州)網絡技術有限公司	中國, 有限責任公司	人民幣500,000,000元	— (2022年: —)	100% (2022年: —)	提供智慧零售服務

[#] English name for identification purpose only.

[#] 英文名稱僅用於識別目的。

^{*} The equity interests is held by individual nominee on behalf of the Group.

^{*} 股權乃由個人代名人代表本集團持有。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

上表所列之本公司附屬公司, 乃董事認為對本集團業績或資產構成重大影響之附屬公司。董事認為, 詳列其他附屬公司會令致內容過於冗長。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

31 本公司之主要附屬公司詳情 (續)

(a) Details of non-wholly-owned subsidiaries that have material non-controlling interests

Set out below is summarised financial information for Hangzhou Zhongtuo Netcom Technology Limited ("Hangzhou Zhongtuo"), the only subsidiary that has non-controlling interests that are material to the Group. The amounts disclosed for the subsidiary are before inter-company eliminations.

(a) 擁有重大非控股權益之非全資附屬公司之詳情

下表載列杭州眾拓網通科技有限公司(「杭州眾拓」，本集團唯一一間有重大非控股權益之附屬公司)之財務資料概要。附屬公司所披露之金額為公司間對銷前之數額。

Summarised statement of financial position

財務狀況摘要表

		Hangzhou Zhongtuo 杭州眾拓	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-controlling interest percentage	非控股權益百分比	49%	49%
Current assets	流動資產	13,515	16,045
Current liabilities	流動負債	17,339	16,085
Current net liabilities	流動負債淨額	(3,824)	(40)
Non-current assets	非流動資產	850	144
Non-current liabilities	非流動負債	173	—
Non-current net assets	非流動資產淨值	677	144
Net (liabilities)/assets	(負債淨額)/資產淨值	(3,147)	104
Accumulated non-controlling interest	累計非控股權益	(1,262)	331

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

31 本公司之主要附屬公司詳情 (續)

(a) Details of non-wholly-owned subsidiaries that have material non-controlling interests (Continued)

(a) 擁有重大非控股權益之非全資附屬公司之詳情 (續)

Summarised statement of comprehensive income

全面收入摘要表

Hangzhou Zhongtuo

杭州眾拓

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	22,011	27,071
Loss for the year	本年度虧損	(3,281)	(2,788)
Other comprehensive income/(expense)	其他全面收入/(開支)	30	(66)
Total comprehensive expense	全面開支總額	(3,251)	(2,854)
Loss attributable to non-controlling interest	非控股權益應佔虧損	(1,608)	(1,366)
Total comprehensive expense attributable to non-controlling interest	非控股權益應佔全面開支總額	(1,593)	(1,414)

Summarised statement of cash flows

現金流量摘要表

Hangzhou Zhongtuo

杭州眾拓

		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Net cash used in operating activities	經營活動所用現金淨額	(4,523)	(3,734)
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(30)	28
Net cash generated from/(used in) financing activities	融資活動所得/(所用)現金淨額	611	(691)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(3,942)	(4,397)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued)

31 本公司之主要附屬公司詳情 (續)

(b) Financial information of subsidiaries in which the equity interest is held by individual nominee on behalf of the Group

(b) 股權由個人代名人代表本集團持有之附屬公司之財務資料

The summarised financial information below represents amounts before inter-company eliminations.

以下財務資料概要指公司間對銷前之數額：

(i) *XinYouji (Hangzhou) Network Technology Co., Ltd*

(i) 心游紀(杭州)網絡技術有限公司

		2023 HK\$'000 千港元
Revenue	收益	—
Loss for the year	本年度虧損	—
Net assets	資產淨值	5,000

XinYouji (Hangzhou) Network Technology Co., Ltd is incorporated in 17 November 2023.

心游紀(杭州)網絡技術有限公司於2023年11月17日註冊成立。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31 PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

(Continued)

(b) Financial information of subsidiaries in which the equity interest is held by individual nominee on behalf of the Group (Continued)

(ii) 杭州微資產管理有限公司 Hangzhou Weizi Assets Management Limited* (“Hangzhou Weizi”)

Revenue	收益
Loss for the year	本年度虧損
Net assets	資產淨值

During the year ended 31 December 2022, the Group had decided to cease the business of Hangzhou Weizi. On 1 March 2023, the individual nominee had entered into the agreement with the Group to cease the business.

* English name for identification purpose only.

31 本公司之主要附屬公司詳情 (續)

(b) 股權由個人代名人代表本集團持有之附屬公司之財務資料 (續)

(ii) 杭州微資產管理有限公司 (「杭州微資」)

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue	—	—
Loss for the year	—	(3)
Net assets	—	11,194

於截至2022年12月31日止年度，本集團已決定終止杭州微資之業務。於2023年3月1日，個人代名人與本集團訂立協議以終止業務。

* 英文名稱僅用於識別目的。

32 DISPOSAL OF A SUBSIDIARY

The Group operated Hui So Hung Table Tennis Sports Centre Limited (“HSH Company”) in Hong Kong to provide table tennis training services to students with different ages and levels. The business operation and revenue of HSH Company were unfavourably affected by the continuous outbreak of COVID-19. In order to prevent further loss, the Group had disposed of 60% equity interest in HSH Company to Ms. Hui So Hung, the non-controlling other shareholder of HSH Company, at zero consideration on 21 April 2022.

32 出售一間附屬公司

本集團於香港經營許素虹乒乓球體育中心有限公司 (「許素虹公司」)，為不同年齡及水平之學生提供乒乓球訓練服務。許素虹公司之業務營運及收益受到持續爆發之新型冠狀病毒之不利影響。為避免出現進一步虧損，本集團於2022年4月21日將許素虹公司之60%股權，以無償形式出售予許素虹女士 (彼為許素虹公司之非控股其他股東)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

32 DISPOSAL OF A SUBSIDIARY (Continued)

32 出售一間附屬公司 (續)

The carrying amounts of assets and liabilities at the disposal date were as follows:

於出售日期，資產及負債之賬面值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	18
Other receivables	其他應收款項	124
Bank balances, deposits and cash	銀行結餘、存款及現金	82
Right-of-use assets	使用權資產	157
Other payables	其他應付款項	(311)
Lease liabilities	租賃負債	(175)
Contract liabilities	合約負債	(128)
		<hr/>
Net liabilities disposed of	出售之負債淨額	(233)
Non-controlling interests	非控股權益	93
		<hr/>
Net liabilities disposed of attributable to the owners of the Company	本公司擁有人應佔出售之負債淨額	(140)
Less: Consideration received	減：已收代價	—
		<hr/>
Gain on disposal of a subsidiary	出售一間附屬公司之收益	(140)
		<hr/>
Analysis of cash flows on disposal:	出售之現金流量分析：	
Cash consideration	現金代價	—
Cash and cash equivalents disposed of	出售之現金及現金等價物	(82)
		<hr/>
Net cash outflow on disposal	出售之現金流出淨額	(82)
		<hr/>

33 COMPARATIVE FIGURES

33 比較數字

Certain comparative figures have been reclassified to conform to the current year's presentation.

若干比較數字已重新分類以符合本年度之呈列方式。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

34 本公司之財務狀況表及儲備變動

(a) Statement of financial position

(a) 財務狀況表

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	—	—
Investments in subsidiaries	於附屬公司之投資	—	—
		—	—
Current assets	流動資產		
Other receivables	其他應收款項	364	340
Amount due from an intermediate holding company	應收一間中間控股公司之款項	2	—
Amount due from a fellow subsidiary	應收一間同系附屬公司之款項	1	1
Bank balances	銀行結餘	17,342	22,460
		17,709	22,801
Current liabilities	流動負債		
Other payables	其他應付款項	2,596	2,310
Amounts due to subsidiaries	應付附屬公司之款項	49,541	88,712
Amount due to ultimate holding company	應付最終控股公司之款項	—	618
Amount due to an intermediate holding company	應付一間中間控股公司之款項	67	—
		52,204	91,640
Net current liabilities	流動負債淨額	(34,495)	(68,839)
Total assets less current liabilities	總資產減流動負債	(34,495)	(68,839)
Net liabilities	負債淨額	(34,495)	(68,839)
Capital and reserves	資本及儲備		
Share capital	股本	23,430	23,430
Reserves	儲備	(57,925)	(92,269)
Total deficit	虧絀總額	(34,495)	(68,839)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY (Continued)

34 本公司之財務狀況表及儲備變動 (續)

(b) Reserve movement of the Company

(b) 本公司之儲備變動

		Share premium	Capital redemption reserve	Accumulated losses	Total
		股份溢價	資本贖回儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Balance at 1 January 2022	於2022年1月1日之結餘	3,466,638	1	(3,554,162)	(87,523)
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	—	—	(4,746)	(4,746)
Balance at 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日之結餘	3,466,638	1	(3,558,908)	(92,269)
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	—	—	34,344	34,344
Balance at 31 December 2023	於2023年12月31日之結餘	3,466,638	1	(3,524,564)	(57,925)

FIVE-YEAR FINANCIAL SUMMARY 五年財務資料概要

For the year ended 31 December
截至12月31日止年度

		2019	2020	2021	2022	2023
		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
Results	業績					
Revenue	收益	61,500	34,626	34,393	27,071	22,011
Loss for the year	本年度虧損	(9,149)	(15,489)	(22,097)	(11,154)	(11,716)
Continuing operations	持續經營業務	(2,251)	(13,486)	(14,715)	(10,460)	(10,096)
Discontinued operations	已終止經營業務	(6,898)	(2,003)	(7,382)	(694)	(1,620)
(Loss)/profit attributable to:	下列人士應佔(虧損)/溢利:					
Owners of the Company	本公司擁有人	(5,680)	(17,315)	(19,195)	(9,746)	(10,108)
Non-controlling interests	非控股權益	(3,469)	1,826	(2,902)	(1,408)	(1,608)
		(9,149)	(15,489)	(22,097)	(11,154)	(11,716)

At 31 December
於12月31日

		2019	2020	2021	2022	2023
		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
Assets and liabilities	資產及負債					
Total assets	總資產	131,844	66,395	90,941	41,364	32,777
Total liabilities	總負債	(81,509)	(11,581)	(50,582)	(13,637)	(15,657)
		50,335	54,814	40,359	27,727	17,120
Equity attributable to owners of the Company	本公司擁有人應佔權益	51,216	56,552	38,681	27,396	18,382
Non-controlling interests	非控股權益	(881)	(1,738)	1,678	331	(1,262)
		50,335	54,814	40,359	27,727	17,120