



WUXI LIFE
悟喜生活

STOCK CODE 8148.HK

Wuxi Life International Holdings Group Limited

悟喜生活國際控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：8148

(formerly known as Aurum Pacific (China) Group Limited)

(前稱奧柏中國集團有限公司)

ANNUAL
REPORT
2023
年報



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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Liu Guanzhou (Chairman)
Ms. Liu Xingmei
Mr. Choi Pun Lap

Non-executive Director

Ms. Li Hui Ling

Independent Non-executive Directors

Ms. Lam Yuen Man Maria
Mr. Fu Yan Ming
Mr. Tai Chin Ho (formerly known as Mr. Tai Man Tai)

COMPANY SECRETARY

Mr. Hui Hung Kwan

AUDIT COMMITTEE

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

REMUNERATION COMMITTEE

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

NOMINATION COMMITTEE

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

AUTHORISED REPRESENTATIVES

Mr. Choi Pun Lap
Mr. Hui Hung Kwan

REGISTERED OFFICE

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董事

執行董事

劉冠州先生(主席)
劉興美女士
蔡本立先生

非執行董事

黎惠玲女士

獨立非執行董事

林婉雯女士
符恩明先生
戴千皓先生(前稱戴文泰先生)

公司秘書

許鴻群先生

審核委員會

戴千皓先生(主席)
林婉雯女士
符恩明先生

薪酬委員會

戴千皓先生(主席)
林婉雯女士
符恩明先生

提名委員會

戴千皓先生(主席)
蔡本立先生
林婉雯女士

授權代表

蔡本立先生
許鴻群先生

註冊辦事處

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CORPORATE INFORMATION

公司資料

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Mr. Choi Pun Lap

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

Tricor Tengis Limited
17/F, Far East Finance Centre
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AUDITOR

Fan, Chan & Co. Limited

PRINCIPAL BANK

Bank of China (Hong Kong) Limited

STOCK CODE

8148

COMPANY WEBSITE

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法規主任

蔡本立先生

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主要往來銀行

中國銀行(香港)有限公司

股份代號

8148

公司網站

www.wuxilife.com.hk

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

FINANCIAL REVIEW

Revenue

For the year ended 31 December, 2023 (the “Year”), the Group recorded a total revenue of approximately HK\$24,493,000, representing an increase of approximately HK\$3,057,000 or 14.3% as compared with that of approximately HK\$21,436,000 in 2022. The revenue of the Group was derived from continuing operations, being the developing and marketing of the patented server-based technology and the provision of communications software platform, software related services and the custom-made software development services (the “Software Platform Business”) and the game publishing, development of mobile game and related intellectual property and platform, mobile application and data solutions and provision of IT related solutions (the “Mobile Games and Applications Business”). The digital marketing and software development businesses in the People’s Republic of China was still at the initial stage and did not contribute any revenue to the Group during the Year.

The increment in the Group’s revenue was attributed by the increase in segment revenue from the Software Platform Business by approximately HK\$3,057,000, which recorded a segment revenue of approximately HK\$24,493,000 for the Year as compared with that of approximately HK\$21,436,000 in 2022. The increase in the segment revenue from the Software Platform Business was mainly due to more sales orders from existing and new customers.

The obsolescence of the current mobile games and the postponement of its mobile game development plan as a result of the reassessment of the Group’s strategy led to the segment revenue from the Mobile Games and Applications Business to be nil for the Year (2022: nil).

Cost of Sales

For the Year, the cost of sales of the Group amounted to approximately HK\$8,851,000 (2022: approximately HK\$8,736,000), which represented an increase of approximately HK\$115,000 or 1.3%, mainly due to the increase in subcontracting costs.

Gross Profit

As a result of the aforementioned increase in the total revenue and cost of sales, gross profit of the Group for the Year increased by approximately HK\$2,942,000 or 23.2% to approximately HK\$15,642,000 (2022: approximately HK\$12,700,000).

財務回顧

收益

截至二零二三年十二月三十一日止年度（「本年度」），本集團錄得總收益約24,493,000港元，較二零二二年約21,436,000港元增加約3,057,000港元或14.3%。本集團的收益來自持續經營業務，即開發及營銷以伺服器為基礎之專利技術及提供通訊軟件平台、軟件相關服務及定制軟件開發服務（「軟件平台業務」）及發行遊戲、開發手機遊戲及相關知識產權與平台、手機應用及數據解決方案並提供資訊科技相關解決方案（「手機遊戲及應用業務」）。中華人民共和國之數字營銷及軟件開發業務仍處於初步階段，於本年度並無對本集團貢獻任何收益。

本集團收益之增加歸因於軟件平台業務之分部收益增加約3,057,000港元，該分部於本年度錄得分部收益約24,493,000港元，而二零二二年則為約21,436,000港元。軟件平台業務之分部收益增加乃主要由於現有及新客戶的銷售訂單增加。

由於現有手機遊戲過時，以及本集團重新評估策略而導致其手機遊戲開發計劃推遲，導致本年度來自手機遊戲及應用業務的分部收益為零（二零二二年：零）。

銷售成本

於本年度，本集團之銷售成本為約8,851,000港元（二零二二年：約8,736,000港元），增加約115,000港元或1.3%，主要由於分包成本增加。

毛利

由於上述總收益及銷售成本增加，本年度本集團之毛利增加約2,942,000港元或23.2%至約15,642,000港元（二零二二年：約12,700,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Administrative and other operating expenses

The administrative and other operating expenses of the Group for the Year increased by approximately HK\$6,640,000 or 38.3% amounted to approximately HK\$23,998,000 (2022: approximately HK\$17,358,000), which comprised of administrative expenses, research and development expenses and selling and distribution expenses. The increase in overall expenses was mainly due to the increase in staff costs and professional fees, and write-off of deposits and other receivables of approximately HK\$2 million for the Year.

Finance Costs

Finance costs was approximately HK\$890,000 for the Year (2022: approximately HK\$274,000), which mainly comprised of interest on borrowing from a third party and interest on lease liabilities. The increase in finance cost was mainly due to the increase in interest on borrowing.

Discontinued operation

Money lending business was discontinued during the year ended 31 December, 2021 and was disposed of to an independent third party on 14 December, 2023 in order to generate cash flows for the expansion of the Group's other businesses. Profit for the Year from discontinued operation was approximately HK\$3,049,000 compared with profit of approximately HK\$76,000 in 2022, mainly due to the gain on disposal of subsidiaries in the Year.

Loss for the Year

The consolidated net loss attributable to owners of the Company for the Year from continuing operations amounted to approximately HK\$11,591,000, compared with approximately HK\$21,945,000 in 2022. The change in results was mainly due to (i) the increase in gross profit as a result of the increase in revenue of the Software Platform Business; (ii) the significant decrease in the impairment loss on goodwill; and (iii) partly set off by the increase in administrative and other operating expenses, and finance cost, and impairment loss on right-of-use assets.

行政及其他經營開支

於本年度，本集團之行政及其他經營開支增加約6,640,000港元或38.3%至約23,998,000港元(二零二二年：約17,358,000港元)，其包括行政開支、研發開支和銷售及分銷開支。整體開支增加主要由於本年度員工成本及專業費用增加以及撇銷按金及其他應收款約2百萬港元。

融資成本

本年度之融資成本約890,000港元(二零二二年：約274,000港元)，主要包括來自一名第三方之借款利息及租賃負債之利息。融資成本之增加主要由於借款利息增加。

已終止經營業務

放債業務已於截至二零二一年十二月三十一日止年度內終止並於二零二三年十二月十四日出售予一名獨立第三方，以為本集團其他業務的擴張提供現金流量。本年度已終止經營業務之溢利約為3,049,000港元，相比二零二二年溢利約76,000港元，主要乃由於本年度出售附屬公司之收益所致。

本年度虧損

本年度本公司擁有人來自持續經營業務之應佔綜合虧損淨額約為11,591,000港元，二零二二年約21,945,000港元。業績轉變主要由於(i)軟件平台業務的收益增加導致毛利增加；(ii)商譽減值虧損大幅減少；及(iii)部分被行政及其他經營開支、融資成本及使用權資產減值虧損增加所抵銷。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

DIVIDEND

The board of Directors (the “Board”) does not recommend the payment of any final dividend for the year ended 31 December, 2023 (2022: Nil).

BUSINESS REVIEW AND PROSPECT

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

Software Platform Business

During the Year, with the lifting of COVID-19 related quarantine measures, life gradually returned to normal, and our project progress gradually returned to normal. In addition, the Hong Kong Government promulgated the Hong Kong Innovation and Technology Development Blueprint at the end of 2022 and is determined to allocate resources for developing Hong Kong into an international information and technology centre, which are reflected in both the Chief Executive 2023 Policy Address and the 2023-24 Budget. As a result, the Group’s business has been positively impacted by the gradual recovery of the economy and the increased investment in technology by the Hong Kong government, which is considered as the major customer of the Company.

The Software Platform Business performed satisfactorily and achieved the increase of the segment revenue by approximately 14.3% (2022: approximately 6.1%), and accounted for 100% (2022: 100%) of the Group’s total revenue for the Year. Facing the conditions in the fiercely competitive and ever-changing market, the Group will continue to put in enough resources to meet the increasingly innovative industry standards for customer’s demand.

Mobile Games and Applications Business

The Group has never planned to cease to develop and publish its own mobile game. The postponement of its previous mobile game development plan is only the result of the reassessment of the Group’s strategy.

股息

董事會（「董事會」）不建議就截至二零二三年十二月三十一日止年度派付任何末期股息（二零二二年：無）。

業務回顧及展望

於本年度，本集團繼續專注於兩類主要業務，即：(i) 軟件平台業務及(ii) 手機遊戲及應用業務。

軟件平台業務

於本年度，隨著COVID-19相關隔離措施的解除，生活逐步恢復正常，我們的項目進度逐步恢復正常。此外，香港政府於二零二二年底頒佈《香港創新科技發展藍圖》，並決心配置資源以將香港打造成國際資訊科技中心，這點在《行政長官二零二三年施政報告》及《二零二三至二四年度財政預算案》中得到體現。因此，本集團的業務受到經濟逐漸復甦及香港政府增加對科技投資的積極影響，本公司視後者為主要客戶。

軟件平台業務表現良好並實現分部收益增加約14.3%（二零二二年：約6.1%），佔本集團本年度總收益100%（二零二二年：100%）。在競爭激烈且瞬息萬變的市場環境下，本集團將持續投入充足的資源以符合針對客戶需求日益創新的行業標準。

手機遊戲及應用業務

本集團從未計劃停止開發及發行其自己的手機遊戲。此前手機遊戲發展計劃的推遲只是本集團戰略重新評估的結果。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Discontinued Operation

The Directors, upon their appointment, had reviewed the operation of the Money Lending Business and obtained relevant documents to assess its performance. The Directors had performed all necessary measures to recover the outstanding loans including but not limited to (i) concluding settlement plans with debtors; (ii) issuing demand letters; (iii) engaging external debt collector; and (iv) taking legal proceedings. On 14 December, 2023, the Money Lending Business was disposed of to an independent third party in order to generate cash flows for the expansion of the Group's other businesses. The Board shall take all necessary measures to protect the interest of the Company and the shareholders of the Company as a whole.

OUTLOOK

The information technology ("IT") market in Hong Kong has been experiencing robust growth. Despite the Hong Kong economy fluctuates in the past decade, according to Census and Statistics Department, the real gross domestic product of information and communications sector, as adjusted for inflation, has been experiencing year-on-year growth for 15 consecutive years, increasing from approximately HK\$66.2 million in 2008 to approximately HK\$101.0 million in 2023. Fueled by small and medium enterprises ("SMEs") rapidly adopting advanced IT solutions, it enhances operational efficiency and spurs growth through resources management software that strengthens customer engagement and loyalty. SMEs leverage IT services to streamline operations, driving increased IT investments.

However, facing the conditions in the fiercely competitive and ever-changing market, the Group will continue to put in enough resources to meet the increasingly innovative industry standards for customer's demand. In navigating the post-pandemic landscape, the Company's strategy concentrates on expanding in high-growth sectors while maintaining presence in slower growth areas.

Further, the surge in Big Data adoption is a pivotal trend in Hong Kong's IT landscape. Enterprises utilize Big Data analytics to refine production and sales strategies, aiding expansion into global markets. Startups also harness analytics to help established companies with data-driven decision-making, optimizing efficiency and enhancing consumer experiences. This growing Big Data reliance underpins the market's expansion.

已終止經營業務

董事於獲委任後已審閱放債業務的營運並取得相關文件以評估其表現。董事已採取一切必要措施收回未償還貸款，包括但不限於(i)與債務人訂立和解計劃；(ii)發出繳款函件；(iii)聘請外部催收代理；及(iv)提出法律訴訟。於二零二三年十二月十四日，放債業務已出售予一名獨立第三方，以為本集團其他業務的擴張提供現金流量。董事會將採取一切必要措施保障本公司及本公司股東的整體利益。

展望

香港資訊科技(「資訊科技」)市場持續強勁增長。根據香港政府統計處的數據，儘管過去十年香港經濟一直處於波動，資訊及通訊部門的實質本地生產總值(經通脹調整後)連續15年呈現按年增長，從二零零八年的約66.2百萬港元增加至二零二三年的約101.0百萬港元。隨著中小型企業(「中小企」)迅速應用先進的資訊科技解決方案，藉助資源管理軟件，這一趨勢提升運營效率，促進增長，提高客戶參與度及忠誠度。中小企利用資訊科技服務精簡營運，推動資訊科技投資的增加。

然而，在競爭激烈且瞬息萬變的市場環境下，本集團將持續投入充足資源，以滿足針對客戶需求日益創新的產業標準。為應對後疫情時代的挑戰，本公司的策略重點是擴張高增長領域，並保持在增長較緩慢領域的業務。

此外，大數據應用崛起亦為香港資訊科技領域的一大重要趨勢。企業利用大數據分析，完善生產及銷售策略，助力進軍全球市場。初創企業亦利用分析技術，幫助老牌企業進行數據驅動決策、優化效率、提升消費者體驗。對大數據的日漸依賴支撐市場的擴張。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

The newly launched advertising e-commerce platform is well-positioned to benefit from these IT market dynamics in Hong Kong. It strategically enables SMEs to expand their reach and efficiency in advertising. By providing a centralized digital marketplace, the platform can potentially lower marketing costs and increase rate of return for SMEs through targeted advertising and analytics. Aligning with current IT trends, the platform could also offer innovative data-driven advertising solutions, tapping into the widespread use of data analytics and AI to enhance ad relevance and engagement. This aligns with digital transformation, giving SMEs a resilient and forward-thinking advertising channel amid the evolving economic climate.

Financial Resource and Liquidity

The Group's main business operations and investments are in Hong Kong. At 31 December, 2023, the Group had cash and cash equivalents of approximately HK\$3,198,000 (2022: approximately HK\$4,445,000). Most of the cash and cash equivalents are denominated in Hong Kong dollars. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

Gearing Ratio

At 31 December, 2023, total assets of the Group were approximately HK\$8,703,000 (2022: approximately HK\$19,570,000) whereas total liabilities were approximately HK\$13,264,000 (2022: approximately HK\$14,796,000). The gearing ratio of the Group, calculated as total liabilities over total assets, was approximately 152.4% (2022: approximately 75.6%) and the current ratio, calculated as current assets over current liabilities, was approximately 0.73 (2022: approximately 0.86). The Directors will continue to take measures to further improve the liquidity and gearing position of the Group.

Material Acquisition, Disposal and Significant Investment

During the year ended 31 December, 2023, the Group disposed of 100% of a wholly-owned subsidiary, Major Worldwide Holdings Limited, at the consideration of HK\$6 million, to an independent third party, resulting in a gain of approximately HK\$3.8 million.

全新推出的廣告電商平台已準備就緒，順應香港資訊科技市場發展動態並從中獲益。平台戰略性地助力中小企擴大廣告覆蓋面，提高廣告效率。該平台提供一個集中式數字平台，可降低營銷成本，透過精準廣告投放及分析，提高中小企回報率。該平台緊貼當今資訊科技趨勢，亦可提供創新數據驅動廣告解決方案，利用數據分析及人工智能的廣泛應用，提高廣告相關性及參與度。此貼合數字化轉型，在不斷變化的經濟環境中為中小企提供了一個兼具韌性及前瞻性的廣告渠道。

財務資源及流動資金

本集團之主要業務經營及投資於香港進行。於二零二三年十二月三十一日，本集團之現金及現金等值物約為3,198,000港元(二零二二年：約4,445,000港元)。大部分現金及現金等值物乃以港元計值。本集團將密切留意匯率變動及採取適當措施降低外匯風險。

負債比率

於二零二三年十二月三十一日，本集團總資產約為8,703,000港元(二零二二年：約19,570,000港元)，而總負債則約為13,264,000港元(二零二二年：約14,796,000港元)。本集團之負債比率(按總負債除以總資產計算)約為152.4%(二零二二年：約75.6%)，流動比率(按流動資產除以流動負債計算)約為0.73(二零二二年：約0.86)。董事將繼續採取多項措施以進一步改善本集團之流動資金及負債狀況。

重大收購事項、出售事項及重大投資

截至二零二三年十二月三十一日止年度，本集團出售全資附屬公司Major Worldwide Holdings Limited 100%的股權予一名獨立第三方，代價為6百萬港元，產生收益約3.8百萬港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Other than the above-mentioned disposal, the Group did not have any other material acquisition, disposal and significant investment during the year ended 31 December, 2023.

Capital Structure

As at 31 December, 2023, the authorised share capital of the Company was HK\$120,000,000 divided into 3,000,000,000 shares of HK\$0.04 each, of which 1,272,640,000 ordinary shares were in issue and fully paid.

Funding and Treasury Policies

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

Foreign Exchange Exposure

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

Material Risk Factors

Details of the Group's financial risk and analysis are set out in note 27 to the consolidated financial statements.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 31 December, 2023.

除上述出售事項外，截至二零二三年十二月三十一日止年度，本集團並無任何其他重大收購事項、出售事項及重大投資。

資本架構

於二零二三年十二月三十一日，本公司法定股本為120,000,000港元，分為3,000,000,000股每股面值0.04港元之股份，其中1,272,640,000股普通股為已發行及繳足。

資金及庫務政策

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

外匯風險

董事認為本集團並無承擔任何重大外匯風險。

重大風險因素

本集團之財務風險及分析詳情載於綜合財務報表附註27。

或然負債

於二零二三年十二月三十一日，本集團並無任何重大或然負債。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

Employees and Remuneration Policies

As at 31 December, 2023, the Group had 55 employees (2022: 52 employees) in Hong Kong and the PRC. The staff costs (including directors' remuneration) were approximately HK\$18,074,000 for the year ended 31 December, 2023 (2022: approximately HK\$17,438,000).

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

僱員及薪酬政策

於二零二三年十二月三十一日，本集團在香港及中國僱用55名員工(二零二二年：52名僱員)。截至二零二三年十二月三十一日止年度，員工成本(包括董事酬金)約為18,074,000港元(二零二二年：約17,438,000港元)。

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



CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures, uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of business, to ensure that its affairs are conducted in accordance with applicable laws and regulations and to enhance the transparency and accountability of the Board to shareholders.

The Board believes that good corporate governance standards are essential in providing a framework for the Company to safeguard the interests of shareholders, enhance corporate value and formulate its business strategies and policies.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

During the year ended 31 December, 2023, the Company had adopted a code of conduct regarding securities transactions (the "Securities Dealing Code") by Directors on terms no less exacting than the required standard of dealings set out in rules 5.48 to 5.67 of the GEM Listing Rules. The Company had also made specific enquiry of all Directors and the Company was not aware of any non-compliance with the required standard of dealings and its Securities Dealing Code.

The Securities Dealing Code also applies to all relevant employees of the Company who are likely to be in possession of inside information of the Company. No incident of non-compliance of the Securities Dealing Code by the relevant employees was noted by the Company.

CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") as contained in Appendix 15 of the GEM Listing Rules of the Stock Exchange throughout the year ended 31 December, 2023 (the "Reporting Period") except the CG Code provisions A.2.1.

企業管治常規

董事會致力於維持及推行嚴格的企業管治。本公司企業管治的原則是推廣有效的內部控制措施，於業務各個方面秉持高標準的道德水平、透明度、責任承擔及誠信，確保所有事宜均按照相關法律法規開展，增進董事會工作的透明度及加強董事會對股東的責任承擔。

董事會相信良好企業管治水平對本公司而言屬不可或缺的框架，以保障股東利益、提升企業價值及制定其業務策略及政策。

董事進行證券交易的行為守則

截至二零二三年十二月三十一日止年度，本公司已採納有關董事進行證券交易之行為守則（「證券交易守則」），其條款之嚴謹度不遜於GEM上市規則第5.48至5.67條所規定之交易準則。本公司亦已向全體董事作出具體查詢，而本公司並不知悉有任何違反規定交易準則及證券交易守則之情況。

證券交易守則亦適用於可能取得本公司內幕消息的本公司所有相關僱員。本公司並無發現相關僱員有不遵守證券交易守則的事件。

企業管治守則

本公司於截至二零二三年十二月三十一日止年度（「報告期間」）一直遵守聯交所GEM上市規則附錄十五所載企業管治守則（「企業管治守則」）之守則條文，惟企業管治守則條文A.2.1除外。

CORPORATE GOVERNANCE REPORT

企業管治報告

The chairman is responsible for the leadership of the Board, ensuring its effectiveness in all aspects of its role for setting its agenda and taking into account any matters proposed by other directors for inclusion in the agenda while the chief executive officer (the “CEO”) is responsible for the day-to-day management of the Group’s business.

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

The Company does not have a CEO. The role of CEO is currently shared by the executive directors, who are collectively responsible for management of the business operations of the Group. The Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who will from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company’s objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the CEO.

THE BOARD OF DIRECTORS

The Board oversees the Group’s businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them. The Board recognizes the importance and benefits of conducting regular evaluation of its performance.

The members of the Board broadly agreed that the Board had operated satisfactorily. They were also satisfied, in general, with the composition and effectiveness of the Board.

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

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

本公司並沒有行政總裁。行政總裁的角色目前由執行董事共同擔任，彼等共同負責本集團業務營運之管理。董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新行政總裁。

董事會

董事會負責監察本集團業務、戰略性決定及表現，並以本公司最佳利益作出客觀決定。

董事會須定期檢討董事履行對本公司的責任所作出的貢獻及有否投入足夠的時間。董事會深明對其績效進行定期評估的重要性及裨益。

董事會成員普遍同意董事會運作良好。總體而言，成員亦對董事會的組成和效率感到滿意。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board has established the Group's purpose, values and strategy, and has satisfied itself that the Group's culture is aligned. Acting with integrity and leading by example, the Directors promote the desired culture to instill and continually reinforce across the Group the values of acting lawfully, ethically and responsibly. The Group has adopted anti-corruption and whistleblowing policy to provide forums for reporting issues and concerns on any misconduct, and to uphold business integrity in its operations.

The Group is committed to seeking progress while maintaining stability and strives to improve operational efficiency and strengthen the risk control measures. Effective risk control will remain as the core competitiveness and investment highlight of the Group, while the Group will strive to extend its business to explore business opportunities. A healthy corporate culture is important to good corporate governance, which is crucial for achieving sustainable long-term success of the Group.

COMPOSITION

As at the date of this report, the Board comprises seven Directors, of which three are executive Directors (the "ED"), namely Mr. Liu Guanzhou (Chairman), Ms. Liu Xingmei and Mr. Choi Pun Lap, one is non-executive Director (the "NED"), namely Ms. Li Hui Ling and three are independent non-executive Directors (the "INEDs"), namely Ms. Lam Yuen Man Maria, Mr. Fu Yan Ming and Mr. Tai Chin Ho. There is no financial, business, family or other material/relevant relationship amongst the Directors. The Directors' biographical information is set out in pages 33 to 37 under the section headed "Biographies of Directors".

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

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

董事會已制定本集團的宗旨、價值及策略，並已信納本集團的文化協調一致。本著誠信行事，加上以身作則，董事會推動所期望的文化，向本集團上下灌輸和不斷加強以守法、合乎道德及負責任的態度行事的價值觀。本集團已採納反貪污及舉報政策，為報告有關任何不當行為的問題及疑慮提供討論平台，並維護廉潔從業的經營傳統。

本集團維護穩定之餘也決心力求進步，並努力改善經營效率和加強風險控制措施。有效的風險控制仍將是本集團的核心競爭力及投資亮點，而本集團將努力將其業務延伸，從中進一步探索有關機遇。健康的企業文化對良好的企業管治至關重要，是令本集團達致長遠成功的必要條件。

組成

於本報告日期，董事會由七名董事組成，包括三名執行董事（「執行董事」），分別為劉冠州先生（主席）、劉興美女士及蔡本立先生，一名非執行董事（「非執行董事」）黎惠玲女士，及三名獨立非執行董事（「獨立非執行董事」），分別為林婉雯女士、符恩明先生及戴千皓先生。董事之間並無財政、業務、家族或其他重大／相關關係。董事履歷資料載於第33至37頁「董事簡歷」一節。

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

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

CORPORATE GOVERNANCE REPORT

企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

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

The Company does not have a CEO. The role of CEO is currently shared by the executive directors, who are collectively responsible for management of the business operations of the Group. The Board is of the view that the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals who will from time to time discuss issues affecting operations of the Company and the Group. This arrangement can still enable the Company to make and implement decisions promptly, and thus achieve the Company's objectives efficiently and effectively. The Company will, at the time when it thinks fit, arrange for new appointment of the CEO.

INDEPENDENT NON-EXECUTIVE DIRECTORS

The CG Code provision C.1.6 requires that independent non-executive directors should, among others, attend general meetings and develop a balanced understanding of the views of shareholders. There is satisfactory attendance at Board meetings, Board Committee meetings and the general meeting during the Reporting Period.

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

主席及行政總裁

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

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

本公司並沒有行政總裁。行政總裁的角色目前由執行董事共同擔任，彼等共同負責本集團業務營運之管理。董事會認為權力及職權可透過董事會的運作保持平衡，而董事會由具經驗的人員組成，且彼等會不時討論對本公司及本集團運作有影響的議題。該安排仍可確保本公司能迅速作出及推行決策，繼而有效率及有效地達致本公司的目標。本公司將於其認為恰當時安排委任新行政總裁。

獨立非執行董事

企業管治守則條文C.1.6規定獨立非執行董事應(其中包括)出席股東大會及對股東的意見應全面地了解。於報告期內，董事會會議、董事會委員會會議及股東大會的出席率均令人滿意。

報告期內，本公司有三名獨立非執行董事，其中至少一名擁有合適專業會計或相關財務管理專長符合GEM上市規則第5.05(1)及5.05(2)條規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

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

The Company has put in place mechanism to ensure independent views and input are available to the Board. This is achieved by giving directors access to external independent professional advice from legal advisers and auditor, as well as the full attendance of all INED at all the meetings of the Board and its relevant committees held during the Reporting Period.

The Board reviews the implementation and effectiveness of the aforementioned mechanisms on an annual basis.

Terms of Directors and Re-election of Directors

Code provision B.2.2 of the CG Code states that all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment and that every director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

Each of the ED has entered into a service agreement with the Company for a term of three years, subject to renewal after the expiry of the then current term. Each of the NED and INED has entered into an appointment letter with the Company for a term of three years, subject to renewal after the expiry of the then current term.

Under the Company's Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed to fill a casual vacancy or as an addition to the Board shall not be taken into account in determining which Directors are to retire by rotation. The retiring Directors shall be eligible for re-election thereat.

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

本公司已設立有關機制，以確保董事會可獲取獨立意見和信息。董事可尋求法律顧問及核數師等外間獨立人士的專業意見，以及全體獨立非執行董事均有出席報告期內舉行的所有董事會會議及相關委員會會議，從而達到上述目的。

董事會每年均會檢討上述機制的執行及成效。

董事任期及重選連任

企業管治守則的守則條文第B.2.2條規定，所有獲委任填補臨時空缺之董事須於委任後首次股東大會上接受股東選舉，而每名董事（包括按特定任期獲委任者）應至少每三年一次輪流退任。

各執行董事與本公司簽訂三年任期的服務協議，須於當時任期屆滿後重續。各非執行董事及獨立非執行董事與本公司簽訂三年任期的委任書，須於當時任期屆滿後重續。

根據本公司組織章程細則，在本公司每屆股東週年大會上，當時三分之一董事（若人數並非三名或三的倍數，則以最接近但不少於三分之一的人數為準）須輪流退任，惟每名董事（包括按特定年期獲委任者）至少每三年須卸任一次。在確定輪流退任的董事時，不應考慮已委任填補任何臨時空缺或作為董事會新加成員的董事。屆時卸任的董事將合資格重選連任。

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The Company's Articles of Association also provides that all Directors appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

Responsibilities and Accountabilities of the Directors

The Board is responsible for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

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

All Directors, including NED and INED, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The INED are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

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

本公司組織章程細則亦規定所有獲委任以填補董事會的空缺或作為新增董事職位的董事任期將於本公司下屆股東大會舉行時屆滿，屆時有資格於會上重選連任。

董事職責及問責

董事會負責領導及控制本公司，並共同負責指導及監察本公司事務。

董事會直接及間接透過委員會，帶領並指導管理層，其工作包括制定戰略及監察戰略實施、監控本集團營運及財務表現，確保本集團設有良好的內部控制及風險管理制度。

全體董事(包括非執行董事及獨立非執行董事)廣泛而寶貴的業務經驗、知識及專業有助董事會高效及有效地運作。

獨立非執行董事負責確保本公司維持高標準的監管報告，並平衡董事會權力，以就企業活動及營運作出有效獨立判斷。

全體董事均可充分且及時得悉本公司全部資料，並可按要求於適當情況下徵詢獨立專業意見以履行其對本公司的職責，相關費用由本公司承擔。

董事須向本公司披露彼等其他職務的詳情。

董事會保留權力以決定所有重要事宜，當中涉及政策事宜、策略及預算、內部控制及風險管理、重大交易(特別是涉及利益衝突者)、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責轉授予管理層。

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The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements.

All Directors have been updated on the latest developments regarding the statutory and regulatory requirements and also the business and market changes to facilitate the performance of their responsibilities and obligations under the GEM Listing Rules and relevant statutory requirements, and enhance their awareness of good corporate governance practices.

All Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for the Directors would be arranged and reading materials on changes and developments to the Group's business and to the legislative and regulatory environments relating to the market and the operations of the Group would be provided to the Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses. All the Directors named in the section headed "Composition" in this Corporate Governance Report confirmed that they have complied with the code provision C.1.4 of the CG Code on Directors' continuous professional development during the Reporting Period by participating in appropriate continuous professional development activities, and reading materials relating to regulatory updates and handouts or reviewing the papers and circulars sent by the Company.

本公司已為董事和高級人員購買責任保險，保障董事及高級管理層因企業活動而可能面臨的任何法律訴訟。投保範圍將每年檢討。

董事的持續專業發展

董事須及時了解監管發展及變更以有效履行職責，確保彼等在知情情況下對董事會作出適切的貢獻。

每名新委任董事於首次獲委任時將會獲提供正式、全面及度身定製的培訓，以確保其適當掌握本公司業務及營運，並完全知悉其根據GEM上市規則及相關法律規定須承擔的董事職責及義務。

本公司已告知所有董事有關法定及監管規定的最新發展情況以及有關業務及市場變動的情況，以有助彼等履行彼等於GEM上市規則及相關法定規定下的責任及義務，並增強彼等對良好企業管治常規的認識。

所有董事應持續參與適當專業發展以建立及更新自身的知識及技能。本公司將在適當情況下為董事安排內部簡介會及向董事發出有關本集團業務以及本集團市場及經營所處的法例及監管環境的變動及發展的閱讀材料。鼓勵所有董事出席相關的培訓課程，費用由本公司承擔。名列於本企業管治報告「組成」一節的所有董事均確認，於報告期內，彼等已通過參與適當的持續專業發展活動，並閱讀與監管更新相關的材料和有關講義，或閱讀本公司發送的文件及通函，從而遵守企業管治守則內有關董事持續專業發展之守則條文第C.1.4條。

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CORPORATE GOVERNANCE STRUCTURE

The Board is entrusted with the duty to put in place a proper corporate governance structure of the Company. It is primarily responsible for setting directions, formulating strategies, monitoring performance and managing the risks of the Group. Under the Board, there are currently three committees, namely Audit Committee, Remuneration Committee and Nomination Committee. Audit Committee and Remuneration Committee perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the management. Each of the Committees is established with defined written terms of reference which are available on the Company's website and GEM website.

AUDIT COMMITTEE

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

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

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

企業管治架構

董事會有責任為本公司實施妥善的企業管治架構，其主要負責為本集團訂立方針、制訂策略、監控績效及管理風險。董事會轄下設有三個委員會，分別為審核委員會、薪酬委員會及提名委員會。審核委員會及薪酬委員會根據各自之職權範圍履行各自之職能，並協助董事會監督管理層若干職能。各委員會的成立都有書面訂明其職權範圍，其文本刊載於本公司及GEM網站，以供查閱。

審核委員會

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

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

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

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The Audit Committee supervises internal investigation and reviewing the anti-corruption policy and system and the whistleblowing policy and systems and other arrangements for employees of the Company to raise concerns about possible improprieties in any matters related to the Company.

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

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

審核委員會監管內部調查及檢討反腐政策及系統以及檢舉政策及系統等安排，以便本公司僱員關注本公司任何相關事項可能發生的不當行為。

於本報告日期，審核委員會由三名獨立非執行董事組成，成員分別為戴千皓先生、林婉雯女士及符恩明先生。戴千皓先生擔任審核委員會主席。

審核委員會計劃每年最少舉行四次會議。報告期內已舉行四次會議。各成員之出席情況載列如下：

**Attendance/
eligible to attend**
出席次數／合資格出席次數

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Chin Ho (Chairman) 戴千皓先生(主席)	4/4
Ms. Lam Yuen Man Maria 林婉雯女士	4/4
Mr. Fu Yan Ming 符恩明先生	4/4

Summary of works

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

工作概況

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

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

REMUNERATION COMMITTEE

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

The model of the Remuneration Committee described in code provision E.1.2 (c)(ii) of the CG Code has been adopted by the Company.

REMUNERATION POLICY

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

Directors' emoluments comprise payments to Directors by the Company and its subsidiaries in connection with the management of the Group's affairs. The amounts paid to each Director for the year ended 31 December, 2023 are set out in note 8 to the consolidated financial statements.

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

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

薪酬委員會

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

本公司已採納企業管治守則守則條文第E.1.2 (c) (ii)條所述薪酬委員會模式。

薪酬政策

董事之薪酬乃經薪酬委員會考慮市場情況、個人經驗、職責及責任後建議。

董事薪酬包括本公司及其附屬公司就管理本集團事宜而向董事作出之付款。截至二零二三年十二月三十一日止年度向各董事支付之款項，載於綜合財務報表附註8。

於本報告日期，薪酬委員會由三名獨立非執行董事組成，成員分別為戴千皓先生、林婉雯女士及符恩明先生。獨立非執行董事戴千皓先生擔任薪酬委員會主席。

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The Remuneration Committee is scheduled to meet at least once a year. One meeting was held during the year ended 31 December, 2023. The attendance of each member is set out as follows:

薪酬委員會計劃每年最少舉行一次會議。於截至二零二三年十二月三十一日止年度內已舉行一次會議。各成員之出席情況載列如下：

**Attendance/
eligible to attend**
出席次數／合資格出席次數

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Chin Ho (Chairman) 戴千皓先生(主席)	1/1
Ms. Lam Yuen Man Maria 林婉雯女士	1/1
Mr. Fu Yan Ming 符恩明先生	1/1

Summary of works

During the year 2023, the Remuneration Committee reviewed the remuneration policy of the Group and the remuneration packages of all the Directors, reviewed and made recommendations to the Board on the remuneration package of the proposed Directors in accordance with the Remuneration Committee's written terms of reference.

No material matters relating to share schemes under Chapter 23 of the GEM Listing Rules were required to be reviewed or approved by the Remuneration Committee during the Reporting Period.

工作概況

於二零二三年度，薪酬委員會已根據薪酬委員會之書面職權範圍，審閱本集團之薪酬政策及全體董事之薪酬待遇，以及審閱及向董事會建議擬委任董事之薪酬待遇。

於報告期內，概無有關GEM上市規則第23章項下股份計劃的重大事項須由薪酬委員會審核或批准。

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NOMINATION COMMITTEE

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

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

The Nomination Committee is scheduled to meet at least once a year. In addition, the Nomination Committee also meets as it is required to consider nomination related matters. One meeting was held during the year ended 31 December, 2023. The attendance of each member is set out as follows:

提名委員會

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

於本報告日期,提名委員會由兩名獨立非執行董事及一名執行董事組成,成員分別為戴千皓先生、林婉雯女士及蔡本立先生。獨立非執行董事戴千皓先生擔任提名委員會主席。

提名委員會計劃每年最少舉行一次會議。此外,提名委員會亦於需要時舉行會議,以考慮提名相關事宜。於截至二零二三年十二月三十一日止年度已舉行一次會議。各成員之出席情況載列如下:

Independent Non-Executive Directors

獨立非執行董事

Mr. Tai Chin Ho (Chairman)

戴千皓先生(主席)

Ms. Lam Yuen Man Maria

林婉雯女士

Executive Directors

執行董事

Mr. Choi Pun Lap

蔡本立先生

Attendance/
eligible to attend
出席次數/合資格出席次數

1/1

1/1

1/1

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Summary of works

During the year 2023, the Nomination Committee reviewed the structure, size and composition of the Board in light of the Board Diversity Policy, assessed the independence of INEDs, reviewed and made recommendation to the Board on the proposed re-election of the retiring Directors, reviewed the Board Diversity Policy and the Nomination Policy, and reviewed the appointment of the nominated Directors and made recommendation to the Board for approval in accordance with the Nomination Committee's written terms of reference.

Nomination Policy

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

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

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

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

工作概況

於二零二三年度，提名委員會已根據提名委員會之書面職權範圍，根據董事會多元化政策審視董事會之架構、規模及組成、評估獨立非執行董事之獨立性、審閱有關退任董事之建議重選並向董事會推薦建議、審視董事會多元化政策及提名政策，及按提名政策審視提名董事之委任，並向董事會推薦其委任以供批准。

提名政策

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

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

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

提名委員會將定期或於有需要時檢討提名政策。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Diversity Policy

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

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

Measurable Objectives

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

Implementation and Monitoring

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

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

董事會多元化政策

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

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

可計量目標

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

執行及監察

提名委員會每年檢討董事會在多元化層面之組成，並監察董事會多元化政策之執行。

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

CORPORATE GOVERNANCE REPORT

企業管治報告

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

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties as set out in the terms of reference equivalent to code provision A.2.1 of the CG Code.

The Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Securities Dealing Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

BOARD MEETINGS

Code provision C.5.1 of the CG Code states that at least four regular Board meetings should be held each year at approximately quarterly intervals with active participation of a majority of Directors, either in person or through other electronic means of communication.

Members of the Board met on a regular basis and on ad hoc basis to discuss the overall strategy as well as the operation and financial performance of the Group. There were 4 Board meetings held during the Reporting Period.

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

企業管治職能

董事會負責履行職權範圍所載相當於企業管治守則守則條文A.2.1之企業管治職務。

董事會已審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司有關遵守法律及監管規定的政策及常規、證券交易守則和企業管治守則的合規情況以及本企業管治報告的披露。

董事會會議

企業管治守則守則條文C.5.1規定，每年應最少舉行四次定期董事會會議，大約每季舉行一次，並由大多數董事親身出席或透過其他電子通訊方式積極參與。

董事會成員定期舉行會議並在有需要時舉行特別會議，以討論本集團整體策略以及營運及財務表現。報告期內已舉行四次董事會會議。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance of individual Directors at Board meetings held during the Reporting Period were set out as follows:

個別董事出席報告期內舉行之董事會會議情況載列如下：

	Attendance/eligible to attend 出席次數／合資格出席次數	
	Board meeting 董事會會議	General meeting 股東大會
Executive Directors 執行董事		
Mr. Liu Guanzhou ¹ (Chairman) 劉冠州先生 ¹ (主席)	3/3	2/2
Ms. Liu Xingmei ² 劉興美女士 ²	N/A不適用	N/A不適用
Mr. Choi Pun Lap 蔡本立先生	4/4	2/2
Non-Executive Director 非執行董事		
Ms. Li Hui Ling ³ 黎惠玲女士 ³	4/4	2/2
Independent Non-Executive Directors 獨立非執行董事		
Ms. Lam Yuen Man Maria 林婉雯女士	4/4	2/2
Mr. Fu Yan Ming 符恩明先生	4/4	2/2
Mr. Tai Chin Ho 戴千皓先生	4/4	2/2

Notes:

- Mr. Liu Guanzhou has been appointed as an ED effective on 14 April, 2023.
- Ms. Liu Xingmei has been appointed as an ED effective on 30 November, 2023.
- Ms. Li Hui Ling has been appointed as a NED effective on 14 February, 2023.

附註:

- 劉冠州先生已獲委任為執行董事，自二零二三年四月十四日生效。
- 劉興美女士已獲委任為執行董事，自二零二三年十一月三十日生效。
- 黎惠玲女士已獲委任為非執行董事，自二零二三年二月十四日生效。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIVIDEND POLICY

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

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

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

ANTI-CORRUPTION POLICY AND WHISTLEBLOWING POLICY

The Group has established (i) policy and measures that promote and support anti-corruption laws and regulations; and (ii) whistleblowing policy and measures for employees, suppliers and business partners to raise concerns, in confidence and anonymity, with the Audit Committee about possible improprieties in any matter related to the Group. For further details of the Group’s anti-corruption and whistleblowing policy and/or measures, please refer to the section headed “Operating Practices and Social Investment” of the Environmental, Social and Governance Report separately published on the Company’s website.

RISK MANAGEMENT AND INTERNAL CONTROL

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

股息政策

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

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

董事會將在認為合適及必要之情況下，隨時檢討、修訂及／或更新股息政策。

反貪污政策及舉報政策

本集團已制訂(i)有關提倡及支持反貪污法例及規例的政策及措施；及(ii)為僱員、供應商及業務夥伴而設的舉報政策及措施，讓彼等可以保密及匿名方式，向審計委員會提出有關本集團任何事務可能存在不當行為的疑慮。有關本集團反貪污及舉報政策及／或措施的進一步詳情，請參閱本公司網站另行刊發之環境、社會及管治報告內的「經營實踐及社會投資」一節。

風險管理及內部監控

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

CORPORATE GOVERNANCE REPORT

企業管治報告

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

Internal Control

During the year ended 31 December, 2023, the Board, through the Audit Committee, conducted an annual review of the overall effectiveness of the system of internal control of the Group over financial, operational and compliance issues, risk management process, information systems security, scope and quality of the management's monitoring of risks and the effectiveness of financial reporting and compliance with the Listing Rules. The Board considered that the resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget were adequate. The Board concluded that in general, the Group had set up a sound control environment and installed necessary control mechanisms to monitor and correct non-compliance.

Disclosure of Inside Information

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

Related Party Transactions

During the year ended 31 December, 2023, the related party transactions, if any, are periodically reviewed and approved by the Audit Committee.

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

內部監制

截至二零二三年十二月三十一日止年度，董事會透過審核委員會已進行年度審閱本集團內部監控系統之整體效能，檢討範圍包括財務、營運及遵守法規事宜、風險管理程序、資訊系統保安、管理層持續監察風險之工作範疇及素質、及有關財務報告及遵守上市規則規定之程序是否有效。董事會認為本公司有關會計及財務匯報職能方面的僱員之資源、資歷及經驗均足夠，亦有充足之培訓課程及有關預算予有關僱員。董事會總結認為，本集團整體上已具備完善之監控環境，並已設立必須之監控機制以監察及糾正未合規之地方。

內幕消息披露

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

關連方交易

截至二零二三年十二月三十一日止年度，審核委員會定期審閱及批准關連方交易(如有)。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING

The Directors acknowledged their responsibility for preparing the financial statements for each financial period to give a true and fair view of the state of affairs of the Company. In preparing the financial statements for the year ended 31 December, 2023, the Directors have selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent, fair and reasonable and prepared the financial statements on a going concern basis.

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

EXTERNAL AUDITOR'S REMUNERATION

The Company reviews the appointment of an external auditor on an annual basis including a review of the audit scope and approval of the audit fee. The remuneration in respect of audit service and non-audit service (including professional advice on taxation) for the year ended 31 December, 2023 provided by Fan, Chan & Co. Limited was HK\$420,000 and nil respectively.

COMPANY SECRETARY

The selection, appointment and dismissal of the Company Secretary is subject to approval by the Board in accordance with the Articles of Association and CG Code. Mr. Hui Hung Kwan ("Mr. Hui") has been appointed as the company secretary of the Company with effect from 1 May, 2023.

In accordance with rule 5.15 of the GEM Listing Rules, Mr. Hui have taken not less than 15 hours of relevant professional training during the year under review.

董事對財務報告之責任

董事知悉彼等有責任就各財政期間編製能公平真實反映本公司財務狀況之財務報表。編製截至二零二三年十二月三十一日止年度之財務報表時，董事已挑選合適的會計政策並貫徹應用，作出審慎、公平及合理的判斷及估計，以及編製可持續經營之財務報表。

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

外聘核數師之酬金

本公司每年審閱外聘核數師之委聘，包括審閱審核範圍及批准核數費用。截至二零二三年十二月三十一日止年度，范陳會計師行有限公司就提供審核服務及非審核服務(包括就稅務提供專業意見)而收取的酬金分別為420,000港元及無。

公司秘書

選聘、委任及解聘公司秘書須根據組織章程細則及企業管治守則經董事會批准。許鴻群先生(「許先生」)自二零二三年五月一日獲委任為本公司公司秘書。

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

CORPORATE GOVERNANCE REPORT

企業管治報告

SHAREHOLDERS' RIGHT

(i) Convene an Extraordinary General Meeting

The Directors may, whenever they think fit, convene an extraordinary general meeting of the Company (the "Extraordinary General Meeting"). The Extraordinary General Meeting shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the issued share capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Directors or the secretary for the purpose of requiring an Extraordinary General Meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.

(ii) Send Enquiries to the Board

Enquiries of shareholders can be sent to the Company either by email at inform.8148@gmail.com or by post to the Company's Hong Kong head office at Room H, 2/F, Manson Industrial Building, 8 A Kung Ngam Village Lane, Shaueiwan, Hong Kong. Shareholders can also make enquiries with the Board directly at the general meetings.

(iii) Putting forward proposals at general meetings

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

股東權利

(i) 召開股東特別大會

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

(ii) 向董事會作出查詢

股東查詢可透過發送電子郵件至 inform.8148@gmail.com 或郵寄至本公司之香港總辦事處，地址為香港筲箕灣阿公岩村里八號民興工業大廈2樓H室。股東亦可於股東大會直接向董事會提出查詢。

(iii) 於股東大會上提呈建議

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

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS AND COMMUNICATION WITH SHAREHOLDERS

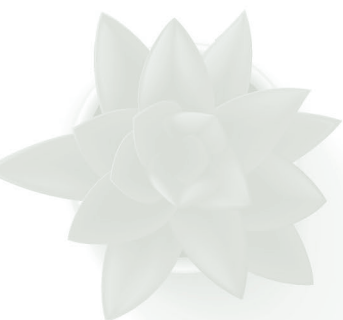
The Company uses two-way communication channels to account to shareholders and investors for the performance of the Company. All the shareholders have received not less than 21 days' notice of annual general meeting at which Directors are available to answer questions on the business. Extensive information about the Group's activities is provided in its annual report, interim report and quarterly reports which are sent to shareholders and investors. The Company's announcements, press releases and publications are published and are also available on the Stock Exchange website and on the Company's website at www.wuxilife.com.hk.

During the Reporting Period, there was not any change in the Company's constitutional documents. A consolidated version of the Company's constitutional documents is available on the Company's website and the Stock Exchange website.

投資者關係及與股東通訊

本公司採用雙向通訊渠道向股東及投資者匯報本公司業績。所有股東均可於舉行股東週年大會前不少於21日獲發通告，會上董事將回答有關業務之提問。寄交股東及投資者之年報、中期報告及季度報告內載有有關本集團業務之詳盡資料。本公司之公告、新聞稿及出版刊物亦會公開發佈，並於聯交所網站及本公司網站www.wuxilife.com.hk刊載。

報告期內，本公司憲法文件並無任何變動。本公司憲法文件的綜合版本可於本公司網站及聯交所網站查閱。



BIOGRAPHIES OF DIRECTORS

董事簡歷

EXECUTIVE DIRECTORS

Mr. Liu Guanzhou (“Mr. Liu”), aged 42, has been appointed as an executive Director and chairman of the Board of the Company with effect from 14 April, 2023. He has over 13 years of experience in business directory publishing and strategic consultancy, and over 10 years of experience in digital marketing and software business, including rich sales channels and business network in the People’s Republic of China (the “PRC”).

Mr. Liu is the shareholder and authorised representative of several private companies which are engaging in electromechanical equipment, advertising, investment management and brand operation management. Mr. Liu has been a publisher and strategic consultant. Mr. Liu is mainly responsible for the general management and business development in the Greater China.

Ms. Liu Xingmei (“Ms. Liu”), aged 37, has been appointed as an executive Director of the Company with effect from 30 November, 2023. She has over 7 years of experience in internet micro-business brand management, and over 2 years of experience in advertising e-commerce operation and management, including rich sales channels and business network in the PRC. Ms. Liu has won several awards in the e-commerce industry. Ms. Liu currently leads an e-commerce team of approximately 20,000 people in the advertising e-commerce business.

執行董事

劉冠州先生(「劉先生」)，42歲，已委任為本公司執行董事及董事會主席，自二零二三年四月十四日起生效。彼擁有逾13年的商業通訊錄出版及戰略顧問經驗，亦擁有超過10年的數字營銷與軟件業務經驗，包括在中華人民共和國(「中國」)有豐富的營銷渠道及業務網絡。

劉先生為多家從事機電設備、廣告、投資管理及品牌運營管理的私營企業股東及法人，並歷任出版人及戰略顧問職務。劉先生主要負責大中華區的一般管理及業務發展。

劉興美女士(「劉女士」)，37歲，已委任為本公司執行董事，自二零二三年十一月三十日起生效。彼擁有逾7年網絡微商品牌管理經驗，及逾2年廣告電商營運及管理經驗，包括在中國有豐富的營銷管道及業務網絡。劉女士曾榮獲電子商務業界的多項獎項。劉女士目前領導約2萬人的電子商務團隊從事廣告電子商務業務。

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Choi Pun Lap (“Mr. Choi”), aged 46, has been appointed as an executive Director of the Company since June 2021. He is also a member of the nomination committee.

Mr. Choi has extensive knowledge in corporate finance transactions in Hong Kong. He is well experienced for working in mergers & acquisition, analysing financial and market data, responsible for coordinating and supporting integration planning for acquisitions, and taking deals through the full process to successful completion. He is currently an executive director of Zhejiang United Investment Holdings Group Limited (stock code: 8366) and Simplicity Holding Limited (stock code: 8367), the shares of both are listed on GEM of the Stock Exchange, an independent non-executive director of Sunway International Holdings Limited (stock code: 58), the shares of which are listed on the Main Board of the Stock Exchange, and Zhao Xian Business Ecology International Holdings Limited (formerly known as On Real International Holdings Limited) (stock code: 8245), the shares of which are listed on GEM of the Stock Exchange. Also, he is a principal of Absolute Value Business & Asset Valuation Limited which provides services of valuation, accounting and business solution to different companies in different industries. In the past, Mr. Choi was a financial controller of a company which is listed in GEM in 2019 and he was a senior audit manager in the audit department of HLB Hodgson Impey Cheng Limited (“HLB”) in Hong Kong. He has worked in HLB for more than ten years from February 2007 to December 2017.

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

蔡本立先生(「蔡先生」)，46歲，自二零二一年六月起獲委任為本公司執行董事。彼亦為提名委員會成員。

蔡先生於香港企業融資交易方面擁有豐富經驗。彼擁有合併及收購、分析金融及市場數據工作經驗，負責協調及支援收購綜合規劃及處理交易直至成功完成。彼現為浙江聯合投資控股集團有限公司(股份代號：8366)及倩碧控股有限公司(股份代號：8367)的執行董事，兩者之股份於聯交所GEM上市，新威國際控股有限公司*(股份代號：58,其股份於聯交所主板上市)及照現生態國際控股有限公司(前稱安悅國際控股有限公司)(股份代號：8245,其股份於聯交所GEM上市)的獨立非執行董事。此外，彼為精銳商業與資產評估有限公司負責人，該公司為不同行業的不同公司提供評估、會計及商業解決方案的服務。過往蔡先生曾於二零一九年為一間在GEM上市的公司的財務總監，且彼為香港國衛會計師事務所有限公司(「HLB」)審計部高級審計經理。彼自二零零七年二月至二零一七年十二月於HLB任職逾十年。

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

* 僅供識別

BIOGRAPHIES OF DIRECTORS

董事簡歷

NON-EXECUTIVE DIRECTOR

Ms. Li Hui Ling (“Ms. Li”), aged 42, has been appointed as a non-executive Director of the Company since February 2023.

Ms. Li possesses over 18 years of experience in software and digital marketing and finance related duties. Ms. Li is the founder of several private companies which are engaging in software business development, digital marketing business development and website business development. In the course of her career, Ms. Li has been the chief marketing officer, the general manager and the chairman of the board.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Lam Yuen Man Maria (“Ms. Lam”), aged 54, has been appointed as an independent non-executive Director of the Company since September 2020. She is also member of each of the audit committee, remuneration committee and nomination committee.

Ms. Lam is currently an independent non-executive director of Century Group International Holdings Limited (Stock code: 2113), the shares of which are listed on the Stock Exchange, and of China Come Ride New Energy Group Limited (Formerly known as KNK Holdings Limited) (stock code: 8039), the shares of which are listed on GEM of the Stock Exchange. She is also a company secretary and an authorised representative of a Hong Kong listed company.

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

非執行董事

黎惠玲女士(「黎女士」)，42歲，自二零二三年二月起獲委任為本公司非執行董事。

黎女士從事與軟體數位行銷及財務相關的工作擁有逾18年經驗。黎女士為多家從事軟體業務開發、數位行銷業務開發及互聯網業務開發的私營企業創辦人，並歷任市場總監、總經理及董事長職務。

獨立非執行董事

林婉雯女士(「林女士」)，54歲，自二零二零年九月起獲委任為本公司獨立非執行董事。彼亦為審核委員會、薪酬委員會及提名委員會的成員。

林女士現為世紀集團國際控股有限公司(其股份於聯交所上市之公司，股份代號：2113)及中國來騎哦新能源集團有限公司(前稱中國卓銀國際控股有限公司)(於聯交所GEM上市之公司，股份代號：8039)之獨立非執行董事。彼亦為一間香港上市公司之公司秘書及授權代表。

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

BIOGRAPHIES OF DIRECTORS

董事簡歷

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

Mr. Fu Yan Ming (“Mr. Fu”), aged 59, has been appointed as an independent non-executive Director of the Company since May 2021. He is also member of each of the audit committee and remuneration committee.

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

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

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

符恩明先生(「符先生」)，59歲，自二零二一年五月起獲委任為本公司獨立非執行董事。彼亦為審核委員會及薪酬委員會成員。

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

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

BIOGRAPHIES OF DIRECTORS

董事簡歷

Mr. Tai Chin Ho (“Mr. Tai”), aged 39, has been appointed as an independent non-executive Director of the Company since October 2021. He is also member of each of the audit committee, remuneration committee and nomination committee.

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

Mr. Tai possesses over 14 years of experience in professional accounting as well as technology business operation. In the past, Mr. Tai was responsible for financial management in a sizeable integrated fitting-out company, the shares of which are listed on the Main Board of the Stock Exchange. Currently, Mr. Tai holds directorship in various private companies which are engaging in global intelligent logistics, eCommerce with big data management and professional services businesses.

戴千皓先生(「戴先生」)，39歲，自二零二一年十月起獲委任為本公司獨立非執行董事。彼亦為審核委員會、提名委員會及薪酬委員會的成員。

戴先生為香港會計師公會會員。彼獲得赫特福德大學會計及金融學士學位。

戴先生於專業會計及科技業務運營方面擁有逾14年經驗。過往，戴先生於一間大型綜合室內裝潢工程公司負責財務管理，該公司的股份於聯交所主板上市。目前，戴先生在多家從事環球智能物流、具備大數據管理之電商業務及專業服務業務的私營公司擔任董事。



REPORT OF THE DIRECTORS

董事會報告

The Directors hereby present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December, 2023 (the “Year”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the principal subsidiaries are set out in note 30 to the consolidated financial statements.

BUSINESS REVIEW

A review of the business of the Group for the Year and a discussion on the Group’s future business development are provided in the Management Discussion and Analysis on pages 5 to 11. The principal risks and uncertainties facing the Group are provided in the Management Discussion and Analysis on page 10 and disclosed in the section headed “Financial risk management and fair values of financial instruments” in note 27 to the consolidated financial statements.

An analysis of the Group’s performance during the Year using financial key performance indicators is provided in the Five-years Financial Summary on page 176. The Group is committed to supporting the environmental sustainability. The Group has complied with laws and regulations regarding environmental protection and adopt effective measures to achieve efficient use of resources and energy saving. Green initiatives and measures have been adopted in the Group’s operation. A separate Environmental, Social and Governance Report will be published with the publication of this annual report. For details, please refer to the Company’s website.

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

董事謹此提呈本集團截至二零二三年十二月三十一日止年度(「本年度」)之年報及經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。主要附屬公司之主要業務載於綜合財務報表附註30。

業務回顧

本集團本年度之業務回顧及本集團未來業務發展之討論載於第5頁至第11頁管理層論述及分析。本集團主要面對的風險和不確定因素載於第10頁管理層論述及分析並於綜合財務報表附註27「財務風險管理及金融工具公平值」一節披露。

採用財務表現關鍵指標對本集團年內表現之分析載於第176頁五年財務摘要。本集團致力支持環境的可持續性。本集團已遵守與環境保護相關的法律及法規，並採取有效措施以高效利用資源及節約能源。本集團之營運已採用綠色舉措和措施。環境、社會及管治報告將隨本年報刊發後另行刊發。詳情請參閱本公司網站。

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

REPORT OF THE DIRECTORS

董事會報告

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

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

		Percentage of the Group's total 佔本集團總額之百分比	
		Sales 銷售	Purchases 採購
The largest customer	最大客戶	13.4%	
Five largest customers in aggregate	五大客戶合計	38.9%	
The largest supplier	最大供應商		33.3%
Five largest suppliers in aggregate	五大供應商合計		67.7%

During the year ended 31 December, 2023, none of the Directors, their associates or any shareholder of the Company (who to the knowledge of the Directors owns more than 5% of the Company's issued share capital) had any interest in these major customers and suppliers.

於截至二零二三年十二月三十一日止年度，董事、彼等之聯繫人或據董事所知擁有本公司已發行股本5%以上之本公司任何股東概無於此等主要客戶及供應商中擁有任何權益。

CHANGE OF COMPANY'S NAME

On 4 July, 2023, the English name of the Company was changed from "Aurum Pacific (China) Group Limited" to "Wuxi Life International Holdings Group Limited" and the dual foreign name in Chinese of the Company "奧栢中國集團有限公司" was changed to "悟喜生活國際控股集團有限公司". The English and Chinese stock short name of the Company were subsequently changed to "WUXI LIFE" and "悟喜生活" with effect from 9:00 a.m. on 4 August, 2023. For further details, please refer to the announcements of the Company dated 5 May, 2023, 29 June, 2023 and 1 August, 2023 and the circular of the Company dated 6 June, 2023.

變更公司名稱

於二零二三年七月四日，本公司的英文名稱已由「Aurum Pacific (China) Group Limited」改為「Wuxi Life International Holdings Group Limited」，而本公司雙重外文的中文名稱已由「奧栢中國集團有限公司」改為「悟喜生活國際控股集團有限公司」。本公司的中英文股份簡稱隨後改為「WUXI LIFE」及「悟喜生活」，自二零二三年八月四日上午九時正起生效。進一步詳情請參閱本公司日期為二零二三年五月五日、二零二三年六月二十九日及二零二三年八月一日的公告及本公司日期為二零二三年六月六日的通函。

REPORT OF THE DIRECTORS

董事會報告

CONSOLIDATED FINANCIAL STATEMENTS

The results of the Group and the state of the Group's and the Company's affairs for the year ended 31 December, 2023 are set out in the consolidated financial statements on pages 59 to 175.

DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 31 December, 2023.

RESERVES

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

DISTRIBUTABLE RESERVES

As 31 December, 2023 and 2022, there was no reserves available for distribution to owners of the Company.

PROPERTY, PLANT AND EQUIPMENT

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

OTHER BORROWINGS

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

SHARE CAPITAL

Details of movements in the share capital during the financial year are set out in note 26 to the consolidated financial statements.

綜合財務報表

本集團截至二零二三年十二月三十一日止年度之業績，以及本集團及本公司之事務狀況載於第59至175頁之綜合財務報表。

股息

董事會不建議派付截至二零二三年十二月三十一日止年度之末期股息。

儲備

本集團於本年度內儲備變動詳情載於綜合財務報表之綜合權益變動表。

可供分派儲備

於二零二三年及二零二二年十二月三十一日，並無可供分派予本公司擁有人之儲備。

物業、廠房及設備

本集團物業、廠房及設備之變動詳情載於綜合財務報表附註11。

其他借款

本集團的附息借款詳情載於綜合財務報表附註20。

股本

本財政年度之股本變動詳情載於綜合財務報表附註26。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

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

董事

於本年度及直至本報告日期之董事變動如下：

Executive Directors

Mr. Liu Guanzhou (Chairman)

執行董事

劉冠州先生(主席)

(appointed on 14 April, 2023)

(於二零二三年四月十四日獲委任)

Ms. Liu Xingmei

劉興美女士

(appointed on 30 November, 2023)

(於二零二三年十一月三十日獲委任)

Mr. Choi Pun Lap

蔡本立先生

Mr. Chung Man Lai

鍾文禮先生

(resigned on 30 November, 2023)

(於二零二三年十一月三十日辭任)

Non-executive Director

Ms. Li Hui Ling

非執行董事

黎惠玲女士

(appointed on 14 February, 2023)

(於二零二三年二月十四日獲委任)

Independent non-executive Directors

Ms. Lam Yuen Man Maria

獨立非執行董事

林婉雯女士

Mr. Fu Yan Ming

符恩明先生

Mr. Tai Chin Ho

戴千皓先生

In accordance with Article 112 of the Company's Articles, Ms. Liu Xingmei who was appointed as an executive Director on 30 November, 2023 will hold office until the forthcoming annual general meeting and, being eligible, will offer herself for re-election at the annual general meeting.

劉興美女士於二零二三年十一月三十日獲委任為執行董事，按本公司之細則第112條規定，彼之任期將直至應屆股東週年大會舉行為止，而彼符合資格並願意於股東週年大會上膺選連任。

In accordance with Article 108(A) of the Company's Articles, Mr. Choi Pun Lap and Mr. Tai Chin Ho will retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

按本公司之細則第108(A)條規定，蔡本立先生及戴千皓先生將於應屆股東週年大會上輪值退任，而彼等符合資格並願意膺選連任。

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

董事之詳細履歷載於本年報「董事簡歷」一節。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' CONTRACTS

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

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

As at 31 December, 2023, the interests and short positions of the Directors in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") (Chapter 571 under the laws of Hong Kong)) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

董事合約

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

董事於股份、相關股份及債券之權益及淡倉

於二零二三年十二月三十一日，董事於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）（香港法例第571章）第XV部）之股份、相關股份或債券中擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例該等條文彼等被當作或視為擁有之權益或淡倉）；或(ii)須根據證券及期貨條例第352條記錄於該條所述的登記冊內之權益及淡倉；或(iii)須根據GEM上市規則第5.46至5.67條知會本公司及聯交所之權益及淡倉如下：

Name of director 董事姓名	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2)
Mr. Liu Guanzhou 劉冠州先生	Beneficial owner 實益擁有人	370,000,000 (L)	29.07%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 31 December, 2023 has been used for the calculation for the approximately percentage.

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

附註:

- [L] 指於本公司股份的好倉。
- 於二零二三年十二月三十一日已發行股份總數 1,272,640,000 股已用於計算概約百分比。

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

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

Substantial Shareholders

To the best knowledge of Directors, as at 31 December, 2023, the interests and short positions of the persons, other than Directors, in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO were as follows:

Name of substantial shareholder 主要股東姓名／名稱	Capacity 身份	Number of shares 股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約股權百分比 (Note 2) (附註2)
Ms. Zhang Jiahui (Notes) 張佳慧女士(附註)	Interest of spouse 配偶權益	370,000,000 (L)	29.07%
Mr. Zhang Dong 張東先生	Beneficial owner 實益擁有人	143,565,955 (L)	11.28%

Notes:

- The letter "L" denotes a long position in the shares of the Company.
- The total number of 1,272,640,000 shares in issue as at 31 December, 2023 has been used for the calculation for the approximately percentage.
- Ms. Zhang Jiahui is the spouse of Mr. Liu Guanzhou. Under the SFO, Ms. Zhang is deemed to the interest in all the Company's share in which Mr. Liu is interested.

Save as disclosed above, as at 31 December, 2023, the Company had not been notified of other interests or short positions of any other person (other than the Directors, chief executives and the substantial shareholders of the Company) in the shares or underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO.

主要股東於股份及相關股份之權益

主要股東

據董事所深知，於二零二三年十二月三十一日，除董事外之人士於股份或相關股份中擁有記入本公司根據證券及期貨條例第336條須備存之登記冊內之權益及淡倉如下：

附註:

- 「L」指於本公司股份的好倉。
- 於二零二三年十二月三十一日已發行股份總數1,272,640,000股已用於計算概約百分比。
- 張佳慧女士為劉冠州先生的配偶。根據證券及期貨條例，張女士被視為於劉先生擁有權益的所有股份中擁有權益。

除上文所披露者外，於二零二三年十二月三十一日，本公司並無獲通知有任何其他人士(董事、本公司主要行政人員及主要股東除外)於本公司股份或相關股份中擁有記錄於須根據證券及期貨條例第336條存置之登記冊之其他權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

SHARE OPTION SCHEME

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

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

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

For the year ended 31 December, 2023 and up to date of this report, the Company had not granted any options and no outstanding options under the Share Option Scheme.

購股權計劃

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

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

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

截至二零二三年十二月三十一日止年度及直至本報告日期，本公司概無授出購股權及持有購股權計劃下之未行使購股權。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS IN TRANSACTION, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

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

MANAGEMENT CONTRACTS

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

PRE-EMPTIVE RIGHTS

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

FIVE-YEARS FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 176 of this annual report.

RETIREMENT SCHEMES

Particulars of the retirement schemes of the Group are set out in note 24 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Option Scheme of the Company, no equity-linked agreements that will or may result in the Company issuing shares or that requires the Company to enter into an agreement that will or may result in the Company issuing shares, were entered into by the Group during the Year or existed at the end of 2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

For the year ended 31 December, 2023 and up to the date of this report, as far as the Directors are aware of, none of the Directors has an interest in any business which competes or may compete with the business in which the Group is engaged.

董事於交易、安排或重大合約之權益

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

管理合約

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

優先購買權

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

五年財務摘要

本集團於過去五年之業績及資產與負債概要載於本年報第176頁。

退休計劃

本集團之退休計劃詳情載於綜合財務報表附註24。

股票掛鈎協議

除了本公司之購股權計劃，於本年度或於二零二三年年結時，本集團概無訂立任何將會或可導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可導致本公司發行股份的股票掛鈎協議。

董事於競爭業務中之權益

截至二零二三年十二月三十一日止年度及直至本報告日期，據董事所知，董事概無於任何與本集團所從事業務構成或可能構成競爭之業務中擁有權益。

REPORT OF THE DIRECTORS

董事會報告

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

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

CORPORATE GOVERNANCE

Details of the corporate governance practices adopted by the Company are set out in the section "Corporate Governance Report" on pages 12 to 32 of this annual report.

AUDIT COMMITTEE

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

The audit committee has reviewed the accounting principles and practices adopted by the Company and discussed with the Board the internal controls and financial reporting matters, including a review of the financial statements for the year ended 31 December, 2023.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

董事及主要行政人員購買股份或債務證券之權利

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

企業管治

本公司所採納企業管治常規之詳情載於本年報第12頁至第32頁之「企業管治報告」一節。

審核委員會

審核委員會之主要職責為審閱本公司之年報與賬目、半年報告及季度報告之草擬稿，並就此向董事會提供建議及意見。審核委員會亦負責審閱及監督本集團之財務申報程序、風險管理及內部監控。於本報告日期，審核委員會由三名獨立非執行董事戴千皓先生、林婉雯女士及符恩明先生組成。戴千皓先生為審核委員會主席。

審核委員會已檢討本公司所採納之會計原則及常規，並與董事會討論內部監控及財務申報事宜，包括審閱截至二零二三年十二月三十一日止年度之財務報表。

獨立非執行董事之獨立性

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

REPORT OF THE DIRECTORS

董事會報告

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of Directors since the date of the 2023 interim report required to be disclosed pursuant to Rule 17.50A(1) of the Listing Rules are as follows:

- (1) Ms. Liu Xingmei was appointed as an executive director of the Company, with effect from 30 November, 2023.
- (2) Mr. Chung Man Lai was resigned as an executive Director of the Company with effect from 30 November, 2023.

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

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December, 2023.

SUFFICIENCY OF PUBLIC FLOAT

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

CONNECTED AND RELATED PARTY TRANSACTION

Details of the related party transactions entered into by the Group during the year ended 31 December, 2023 are set out in note 28 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

董事資料的變動

自二零二三年中期報告日期以來，根據上市規則第17.50A(1)條須予披露之董事資料之變動載列如下：

- (1) 劉興美女士已獲委任為本公司之執行董事，自二零二三年十一月三十日起生效。
- (2) 鍾文禮先生已辭任本公司執行董事，自二零二三年十一月三十日起生效。

購買、出售或贖回本公司上市證券

截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

充足公眾持股量

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

關連方交易

於截至二零二三年十二月三十一日止年度，本集團訂立的關連方交易詳情載於綜合財務報表附註28。就董事所深知，該等關連方交易並不構成根據GEM上市規則須予披露的關連交易。

REPORT OF THE DIRECTORS

董事會報告

PERMITTED INDEMNITY PROVISION

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

The Company has arranged appropriate insurance cover for the Directors, the company secretary of the Company and officers of the Company for the financial year ended 31 December, 2023.

AUDITOR

The consolidated financial statements for the Reporting Period have been audited by Fan, Chan & Co. Limited ("Fan Chan"). Fan Chan was appointed as auditors of the Company on 31 January, 2023 for the financial year ended 31 December, 2022 upon the resignation of Baker Tilly Hong Kong Limited, who have acted as auditors of the Company for the financial years ended 31 December, 2021 and 2020.

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

On behalf of the Board

Mr. Liu Guanzhou
Chairman

28 March, 2024

獲准許彌償條文

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

截至二零二三年十二月三十一日止財政年度，本公司已為董事、本公司公司秘書及本公司高級職員安排適當的保險。

核數師

於報告期間，綜合財務報表已由范陳會計師行有限公司(「范陳」)審核。於天職香港會計師事務所有限公司辭任後，范陳於二零二三年一月三十一日獲委任為本公司就截至二零二二年十二月三十一日止財政年度的核數師，而於截至二零二一年及二零二零年十二月三十一日止財政年度，天職香港會計師事務所有限公司擔任本公司核數師。

范陳退任後符合資格獲續聘。有關續聘范陳為本公司核數師之決議案將於應屆股東週年大會上提呈。

代表董事會

主席
劉冠州先生

二零二四年三月二十八日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



范陳會計師行有限公司
Fan, Chan & Co. Limited

Rooms 1007-1012, 香港
10/F., K. Wah Centre, 北角
191 Java Road, 渣華道191號
North Point, 嘉華國際中心10樓
Hong Kong 1007-1012室

To the shareholders of Wuxi Life International Holdings
Group Limited (formerly known as Aurum Pacific
(China) Group Limited)

(incorporated in the Cayman Islands with limited liability)

致 悟喜生活國際控股集團有限公司
(前稱奧栢中國集團有限公司) 股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited) (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 59 to 175, which comprise the consolidated statement of financial position as at 31 December, 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including 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 ("HKSAAs") 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.

意見

本核數師(以下簡稱「我們」)已審計列載於第59頁至175頁悟喜生活國際控股集團有限公司(前稱奧栢中國集團有限公司)(「貴公司」)及其附屬公司(以下統稱「貴集團」)之綜合財務報表,此綜合財務報表包括於二零二三年十二月三十一日之綜合財務狀況表及截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表,以及綜合財務報表附註,包括重大會計政策資料。

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」)所頒佈之《香港財務報告準則》(「香港財務報告準則」)真實公平地反映 貴集團於二零二三年十二月三十一日之綜合財務狀況以及 貴集團於截至該日止年度之綜合財務表現及綜合現金流量,並已根據香港公司條例之披露規定妥為編製。

意見之基礎

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

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MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2(b) of the consolidated financial statements, which stated that the Group incurred a net loss of HK\$9,335,000 and reported a net cash outflow of HK\$4,898,000 from operating activities, and as at 31 December, 2023, the Group's net current liabilities and total current liabilities amounted to HK\$3,183,000 and HK\$11,886,000 respectively while its total cash and cash equivalents amounted to HK\$3,198,000. These conditions, along with other matters as set forth in note 2(b) to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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. In addition to the matters described in the "Material Uncertainty Related to Going Concern" section, we have determined the matters described below to be the key audit matters to be communicated in our report.

有關持續經營之重大不確定因素

我們提請注意綜合財務報表附註2(b)，其顯示 貴集團產生虧損淨額9,335,000港元，並錄得經營活動所得之現金流出淨額4,898,000港元，及於二零二三年十二月三十一日， 貴集團分別有流動負債淨額3,183,000港元及總流動負債11,886,000港元，而其現金及現金等值物總額為3,198,000港元。該等情況以及綜合財務報表附註2(b)所載其他事項表明，存在重大不確定因素，有可能對 貴集團持續經營之能力構成重大疑慮。我們並無就此事宜修訂我們的意見。

主要審計事項

根據我們之專業判斷，主要審計事項為該等對本期綜合財務報表審計最重要之事項。該等事項是在我們審計整體綜合財務報表並就此出具意見時進行處理的，而我們並不就該等事項獨立提出意見。除「有關持續經營之重大不確定因素」一節所述之事項外，我們已釐定下述事項為將於本報告中交待之主要審計事項。



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KEY AUDIT MATTERS (CONTINUED)

主要審計事項(續)

Key Audit Matters

主要審計事項

How our audit addressed the key audit matters

我們於審計中處理該事項之方法

Impairment assessment of goodwill

商譽之減值評估

We identified annual impairment assessment of goodwill of the Group as a key audit matter due to the involvement of significant judgements and assumptions in determining the recoverable amounts of cash generating units ("CGUs") to which goodwill have been allocated, which are derived from value in use calculations using discounted cash flow models.

我們認為 貴集團之商譽年度減值評估為一項主要審計事項，因為在釐定已分配商譽的現金產生單位（「現金產生單位」）之可收回金額時涉及重大判斷及假設，其使用貼現現金流模型計算使用價值。

As at 31 December, 2023, the Group's goodwill was allocated to the CGU engaged in software platform business in Hong Kong and amounted to approximately HK\$1,728,000 before recognition of impairment loss for the year then ended. Details are disclosed in notes 13 and 32 to the consolidated financial statements.

於二零二三年十二月三十一日，貴集團於確認截至該日止年度之減值虧損前，商譽已分配至有關於香港從事軟件平台業務之現金產生單位，金額約為1,728,000港元。詳情於綜合財務報表附註13及32披露。

Our audit procedures in relation to the management's impairment assessment of goodwill of Group's subsidiaries included:

我們就管理層對 貴集團附屬公司之商譽進行減值評估之審計程序包括：

- Understand the Group's impairment assessment process, including the impairment model, basis of allocation of goodwill to CGUs, the preparation of the cash flow projections ("Cashflow Forecasts") and key management assumptions adopted in the preparation of the Cashflow Forecasts through enquiries with the management;
- 透過諮詢管理層，瞭解 貴集團之減值評估過程，包括減值模型、商譽分配予現金產生單位之基準、現金流量預測（「現金流量預測」）編製，及管理層於該等現金流量預測採用的主要假設；
- Challenging the appropriateness of the key assumptions adopted by the management in the preparation of the Cashflow Forecasts, such as the budgeted gross margin and forecast growth rates, and discount rates applied and comparing them with available market data and our knowledge of the current market development; and
- 質疑管理層於現金流量預測編製中所採納的主要假設的合理性，如已應用的預算毛利率、預測增長率及貼現率，並將其與可獲得的市場數據及我們對目前市場發展的瞭解進行比較；及

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KEY AUDIT MATTERS (CONTINUED)

主要審計事項(續)

Key Audit Matters

主要審計事項

How our audit addressed the key audit matters

我們於審計中處理該事項之方法

Impairment assessment of goodwill (Continued)

商譽之減值評估(續)

Management's assessment of goodwill impairment is highly judgmental and involved high estimation uncertainty which is dependent on certain significant inputs including the growth rates, budgeted gross margins and discount rates applied, all of which vary based on the relevant industry growth and management's expectations for the market development of software platform business in Hong Kong. 管理層對商譽減值的評估極為判斷，且涉及高估計不確定性，取決於若干重大輸入資料，包括增長率、預算毛利率及所應用的貼現率，所有該等資料均因相關行業增長及管理層對香港軟件平台業務市場發展的預期而有所差異。

As disclosed in note 13, impairment loss of HK\$1,728,000 has been recognised against the goodwill allocated to software platform operation for the year ended 31 December, 2023 (2022: HK\$18,508,000).

誠如附註13所披露，已就截至二零二三年十二月三十一日止年度分配至軟件平台業務之商譽確認減值虧損1,728,000港元(二零二二年：18,508,000港元)。

- Comparing the historical cash flows forecast against the performance of CGUs to test the accuracy of management's projections.
- 將過往的現金流量預測與現金產生單位的表現進行比較，測試管理層預測的準確性。

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KEY AUDIT MATTERS (CONTINUED)

主要審計事項(續)

Key Audit Matters

主要審計事項

How our audit addressed the key audit matters

我們於審計中處理該事項之方法

Impairment of property, plant and equipment ("PPE") and right-of-use assets ("ROU")

物業、廠房及設備(「物業、廠房及設備」)及使用權資產(「使用權資產」)之減值

We have identified impairment assessment of PPE and ROU as a key audit matter because of its significance to the consolidated financial statements and because the value-in-use calculations involve significant management judgement and estimates. As at 31 December, 2023, the net carrying amounts of PPE and ROU assets before recognition of impairment loss for the year then ended were approximately HK\$272,000 and HK\$1,278,000 respectively.

我們視物業、廠房及設備及使用權資產之減值評估為主要審計事項，原因為其對綜合財務報表的重要性及使用價值計算涉及管理層重大判斷及估計。於二零二三年十二月三十一日，物業、廠房及設備及使用權資產於確認截至該日止年度減值虧損前的賬面淨值分別約為272,000港元及1,278,000港元。

Management's assessment of PPE and ROU impairment is highly judgmental and involved high estimation uncertainty, the assessment was based on the recoverable amount which is determined based on the higher of the value-in-use and fair value less costs of disposal. The value-in-use is calculated from cash flow projections for the remaining lease periods using data from the Group's internal forecasts and as such relies upon management assumptions, such as the estimates of future performance and the discount rate. 管理層對物業、廠房及設備及使用權資產之減值的評估極為判斷，且涉及高估計不確定性，此評估乃根據可收回金額，該金額乃按使用價值及公平值減出售成本兩者中較高者釐定。使用價值乃使用 貴集團內部預測數據根據剩餘租賃期的現金流量預測計算得出，因此依賴於管理層的假設，如對未來業績及貼現率的估計。

Our procedures in relation to management's impairment assessment of PPE and ROU included:

我們就管理層對物業、廠房及設備及使用權資產之減值評估程序包括：

- understanding the management's internal control and assessment process of impairment assessment of PPE and ROU;
- 理解管理層內部控制及物業、廠房及設備及使用權減值評估之評估程序；
- considering and assessing the historical accuracy of management's budgeting processes;
- 考慮及評估管理層過往預算過程的準確性；

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獨立核數師報告

KEY AUDIT MATTERS (CONTINUED)

主要審計事項(續)

Key Audit Matters 主要審計事項

How our audit addressed the key audit matters 我們於審計中處理該事項之方法

Impairment of property, plant and equipment ("PPE") and right-of-use assets ("ROU") (Continued)

物業、廠房及設備(「物業、廠房及設備」)及使用權資產(「使用權資產」)之減值(續)

As disclosed in note 11 and note 14, impairment loss of HK\$272,000 and HK\$1,278,000 has been recognised against the PPE and ROU belonging to software platform operation for the year ended 31 December, 2023.

誠如附註11及附註14所披露，於截至二零二三年十二月三十一日止年度，已就物業、廠房及設備及歸屬於軟件平台運營的使用權資產確認減值虧損272,000港元及1,278,000港元。

- conducting in-depth discussions with management about the cash flow projections used in the value-in-use calculations and assessing the appropriateness of the significant assumptions and critical judgement areas which affect the value-in-use calculations;
- 與管理層就使用價值計算採用之現金流量預測進行深入討論，及評估影響使用價值計算之重大假設及重要判斷方面之合適性；
- benchmarking the growth rates and discount rates used in the value-in-use calculations against independent industry data and comparable companies; and
- 以獨立行業數據及可資比較公司比較，檢測使用價值計算採用的增長率及貼現率；及
- evaluating and assessing the appropriateness of the key assumptions used in the value-in-use calculations.
- 評價及評估使用價值計算採用的主要假設的合適性。

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OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

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

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

有關我們對綜合財務報表之審計，我們之責任是閱讀其他資料，並在此過程中考慮其他資料是否與綜合財務報表或我們在審計中所獲悉之情況具有重大不一致之情況，或可能以其他方式被重大錯誤陳述。倘根據我們所進行之工作，我們認為此其他資料存有重大錯誤陳述，則我們須報告該事實。我們於該方面並無任何須予報告之事項。

董事及治理層就綜合財務報表須承擔之責任

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

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

該等治理層負責監察 貴集團之財務報告過程。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with our agreed terms of engagements, 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.

核數師對審計綜合財務報表之責任

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

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

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

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

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

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

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

核數師對審計綜合財務報表之責任(續)

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

Fan, Chan & Co. Limited
Certified Public Accountants

Leung Kwong Kin
Practising Certificate Number: P03702
Hong Kong, 28 March, 2024

核數師對審計綜合財務報表之責任(續)

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

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

范陳會計師行有限公司
執業會計師

Leung Kwong Kin
執業證書編號：P03702
香港，二零二四年三月二十八日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收益	3	24,493	21,436
Cost of sales	銷售成本		(8,851)	(8,736)
Gross profit	毛利		15,642	12,700
Other income, net	其他收入淨額	4	107	1,221
Administrative expenses	行政開支		(10,498)	(6,433)
Research and development expenses	研發開支		(11,396)	(8,585)
Selling and distribution expenses	銷售及分銷開支		(2,104)	(2,340)
Impairment loss on goodwill	商譽減值虧損	13	(1,728)	(18,508)
Impairment loss on property, plant and equipment	物業、廠房及設備 減值虧損	11	(272)	-
Impairment loss on right-of-use assets	使用權資產減值虧損	14	(1,278)	-
Impairment/(reversal of impairment) loss on trade receivables	應收賬款減值虧損/ (減值虧損撥回)		(67)	67
Loss from operations	經營虧損		(11,594)	(21,878)
Finance costs	融資成本		(890)	(274)
Loss before taxation from continuing operations	來自持續經營業務之 除稅前虧損	5	(12,484)	(22,152)
Income tax credit	所得稅抵免	6	100	105
Loss for the year from continuing operations	持續經營業務之 年度虧損		(12,384)	(22,047)
Discontinued operation	已終止經營業務			
Profit for the year from discontinued operation	已終止經營業務之 年度溢利	7	3,049	76
Loss for the year	年度虧損		(9,335)	(21,971)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人			
– From continuing operations	– 來自持續經營業務		(11,591)	(21,945)
– From discontinued operation	– 來自已終止經營業務		3,049	76
			(8,542)	(21,869)
Non-controlling interests	非控股權益			
– From continuing operations	– 來自持續經營業務		(793)	(102)
– From discontinued operation	– 來自已終止經營業務		–	–
			(793)	(102)
Loss for the year	年度虧損		(9,335)	(21,971)
Loss per share	每股虧損	10		
Basic and diluted (HK cents)	基本及攤薄(港仙)			
– From continuing operations	– 來自持續經營業務		(0.91)	(1.72)
– From discontinued operation	– 來自已終止經營業務		0.24	0.01
			(0.67)	(1.71)

The notes on pages 68 to 175 form part of the consolidated financial statements.

第68頁至175頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Loss for the year	年度虧損	(9,335)	(21,971)
Other comprehensive income for the year, net of nil tax	年度其他全面收益，經扣除零稅項		
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
– Exchange differences on translation of financial statements of foreign operations	– 換算外國業務財務報表之匯兌差額	–	68
Total comprehensive expense for the year	年度全面開支總額	(9,335)	(21,903)
Attributable to:	以下人士應佔：		
Owners of the Company	本公司擁有人		
– From continuing operations	– 來自持續經營業務	(11,591)	(21,900)
– From discontinued operation	– 來自已終止經營業務	3,049	76
		(8,542)	(21,824)
Non-controlling interests	非控股權益		
– From continuing operations	– 來自持續經營業務	(793)	(79)
– From discontinued operation	– 來自已終止經營業務	–	–
		(793)	(79)
Total comprehensive expense for the year	年度全面開支總額	(9,335)	(21,903)

The notes on pages 68 to 175 form part of the consolidated financial statements.

第68頁至175頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December, 2023

於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	–	304
Intangible assets	無形資產	12	–	–
Goodwill	商譽	13	–	1,728
Right-of-use assets	使用權資產	14	–	607
Loans receivable	應收貸款	16	–	4,908
Deferred tax assets	遞延稅項資產	23	–	–
			–	7,547
Current assets	流動資產			
Trade and other receivables	應收賬款及其他應收款	15	5,505	7,578
Loans receivables	應收貸款	16	–	–
Interest receivables	應收利息	16	–	–
Cash and cash equivalents	現金及現金等值物	17	3,198	4,445
			8,703	12,023
Current liabilities	流動負債			
Other payables	其他應付款	18	846	2,154
Contract liabilities	合約負債	19	6,641	7,361
Interest-bearing borrowings	付息借款	20	790	3,808
Amount due to a director	應付一位董事往來款	21	2,852	–
Lease liabilities	租賃負債	22	757	603
			11,886	13,926
Net current liabilities	流動負債淨額		(3,183)	(1,903)
Total assets less current liabilities	資產總值減流動負債		(3,183)	5,644

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December, 2023

於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Non-current liabilities	非流動負債			
Deferred taxation	遞延稅項	23	–	100
Defined benefit plan obligations	設定受益計劃義務	24	852	751
Lease liabilities	租賃負債	22	526	19
			1,378	870
Net (liabilities)/assets	(負債淨額)/資產淨值		(4,561)	4,774
Capital and reserves	資本及儲備			
Share capital	股本	26(a)	50,906	50,906
Reserves	儲備		(50,102)	(41,560)
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		804	9,346
Non-controlling interests	非控股權益		(5,365)	(4,572)
(Capital deficiency)/Total equity	(資本虧絀)/權益總額		(4,561)	4,774

Approved and authorised for issue by the board of directors on 28 March, 2024.

董事會於二零二四年三月二十八日批准及授權刊發。

Liu Guanzhou

劉冠州

Director

董事

Choi Pun Lap

蔡本立

Director

董事

The notes on pages 68 to 175 form part of the consolidated financial statements.

第68頁至175頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December, 2023
截至二零二三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔							Non-controlling interests		Total
	Share capital	Share premium	Capital reserve	Capital surplus	Exchange reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total	
	股本	股份溢價	資本儲備	資本盈餘	匯兌儲備	其他儲備	累計虧損	總計	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	
	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)	(note)	(note)	(note)	(note)	(note)				
		26(b)(i)	26(b)(ii)	26(b)(iii)	26(b)(iv)	26(b)(v)	26(b)(vi)				
		(附註)	(附註)	(附註)	(附註)	(附註)	(附註)				
		26(b)(i)	26(b)(ii)	26(b)(iii)	26(b)(iv)	26(b)(v)	26(b)(vi)				
Balance 1 January, 2022 (originally stated)	於二零二二年一月一日之結餘(初列)	50,906	381,490	2,427	16,699	(44)	(102)	(420,001)	31,375	(4,493)	26,882
Adjustments (note 2(c))	調整(附註2(c))	-	-	-	-	-	-	(205)	(205)	-	(205)
At 1 January, 2022 (restated)	於二零二二年一月一日(經重列)	50,906	381,490	2,427	16,699	(44)	(102)	(420,206)	31,170	(4,493)	26,677
Changes in equity for 2022:	二零二二年之權益變動:										
Loss for the year (restated)	年度虧損(經重列)	-	-	-	-	-	-	(21,869)	(21,869)	(102)	(21,971)
Other comprehensive income for the year, net of nil tax	年度其他全面收益, 經扣除零稅項										
- Exchange differences on translation of financial statements of foreign operations	- 換算外國業務財務報表之匯兌差額	-	-	-	-	45	-	-	45	23	68
Total comprehensive income/(expense) for the year (restated)	年度全面收益/(開支)總額(經重列)	-	-	-	-	45	-	(21,869)	(21,824)	(79)	(21,903)
At 31 December, 2022 and 1 January, 2023 (restated)	於二零二二年十二月三十一日及二零二三年一月一日(經重列)	50,906	381,490	2,427	16,699	1	(102)	(442,075)	9,346	(4,572)	4,774
Changes in equity for 2023:	二零二三年之權益變動:										
Loss for the year	年度虧損	-	-	-	-	-	-	(8,542)	(8,542)	(793)	(9,335)
Total comprehensive expense for the year	年度全面開支總額	-	-	-	-	-	-	(8,542)	(8,542)	(793)	(9,335)
At 31 December, 2023	於二零二三年十二月三十一日	50,906	381,490	2,427	16,699	1	(102)	(450,617)	804	(5,365)	(4,561)

The notes on pages 68 to 175 form part of the consolidated financial statements.

第68頁至175頁之附註為本綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Operating activities	經營活動			
Loss before taxation	除稅前虧損			
– From continuing operations	– 來自持續經營業務		(12,484)	(22,152)
– From discontinued operation	– 來自已終止經營業務	7	3,049	76
Adjustments for:	調整：			
– Bank interest income	– 銀行利息收入		–*	–*
– Gain on disposal of subsidiaries, net	– 出售附屬公司之收益淨額		(6)	–
– Gain on sale of discontinuing operations, net	– 出售終止經營業務之收益淨額	7(b)	(3,785)	–
– Reversal of impairment loss on loan receivables	– 應收貸款減值虧損撥回	7(b)	(228)	–
– Depreciation of property, plant and equipment	– 物業、廠房及設備折舊		169	155
– Depreciation of right-of-use assets	– 使用權資產折舊		790	816
– Finance costs	– 融資成本		890	274
– Fixed assets written off	– 已撇銷固定資產		4	–
– Written-off of deposits	– 撇銷按金		1,969	–
– Impairment loss on goodwill	– 商譽減值虧損	13	1,728	18,508
– Impairment loss on property, plant and equipment	– 物業、廠房及設備減值虧損	11	272	–
– Impairment loss on right-of-use assets	– 使用權資產減值虧損	14	1,278	–
– Impairment/(reversal of impairment) loss on trade receivables	– 應收賬款減值虧損／(減值虧損撥回)		67	(67)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
	<i>Notes</i> <i>附註</i>		
Operating loss before working capital changes	營運資金變動前之經營虧損	(6,287)	(2,390)
Decrease/(increase) in trade and other receivables	應收賬款及其他應收款減少/(增加)	3,174	(2,276)
(Decrease)/increase in other payables	其他應付款(減少)/增加	(1,166)	162
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	(720)	2,709
Increase in defined benefit plan obligations	設定受益計劃義務增加	101	751
Net cash used in operations	營運所用現金淨額	(4,898)	(1,044)
Hong Kong Profits Tax paid	已付香港利得稅	-	-
Net cash used in operating activities	經營活動所用現金淨額	(4,898)	(1,044)
Investing activities	投資活動		
Interest received	已收利息	-*	-*
Proceeds from disposal of subsidiaries, net	出售附屬公司之所得款項淨額	5,648	-
Payment for purchase of property, plant and equipment	購買物業、廠房及設備的付款	(141)	(191)
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額	5,507	(191)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Financing activities	融資活動			
Capital element of lease rentals paid	已付租賃租金資本部分	17(b)	(800)	(805)
Interest element of lease rentals paid	已付租賃租金利息部分	17(b)	(28)	(51)
Interest paid	已付利息	17(b)	(862)	(223)
New loans from third parties	來自第三方之新貸款	17(b)	7,356	2,900
Repayment of other loans	償還其他貸款	17(b)	(10,374)	–
Advance from a director	董事墊款		2,852	–
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		(1,856)	1,821
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物(減少)/增加淨額		(1,247)	586
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值物		4,445	3,791
Effect of foreign exchange rate changes	匯率變動影響		–	68
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等值物		3,198	4,445

* Below HK\$1,000

* 低於1,000港元。

The notes on pages 68 to 175 form part of the consolidated financial statements.

第68頁至175頁之附註為本綜合財務報表之組成部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

1. COMPANY INFORMATION

Wuxi Life International Holdings Group Limited (formerly known as Aurum Pacific (China) Group Limited) (the “Company”) is an exempted company with limited liability incorporated in the Cayman Islands. Its shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The Company has its registered office at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands. The principal place of business of the Company was Room A6-D, 12/F, Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Lai Chi Kok, Kowloon, Hong Kong and changed to Room H, 2/F, Manson Industrial Building, 8 A Kung Ngam Village Lane, Shaukeiwan, Hong Kong with effect from 15 June, 2023.

The Company acts as an investment holding company. The principal activities of its subsidiaries are set out in note 30(a).

The consolidated financial statements for the year ended 31 December, 2023 comprise the Company and its subsidiaries (together the “Group”).

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

2. MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

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

1. 公司資料

悟喜生活國際控股集團有限公司(前稱奧栢中國集團有限公司)(「本公司」)為於開曼群島註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」) GEM上市。本公司註冊辦事處之地址是Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, the Cayman Islands。本公司主要營業地點為香港九龍荔枝角青山道489-491號香港工業中心A座12樓A6-D室，後更改為香港筲箕灣阿公岩村里八號民興工業大廈2樓H室，自二零二三年六月十五日起生效。

本公司為投資控股公司。其附屬公司之主要業務列載於附註30(a)。

截至二零二三年十二月三十一日止年度綜合財務報表涵蓋本公司及其附屬公司(統稱為「本集團」)。

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

2. 重大會計政策

(a) 遵例聲明

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

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(a) *Statement of compliance (Continued)*

The HKICPA has issued certain new and amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group as set out in note 2(c).

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

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

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

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

2. 重大會計政策(續)

(a) *遵例聲明(續)*

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可提前採用之新訂及經修訂香港財務報告準則，詳情載於附註2(c)。

本集團所採納之重大會計政策概要載列如下。

(b) *編製綜合財務報表之基準*

編製綜合財務報表所用之計量基準為歷史成本基準。

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

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

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

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in note 32.

During the year, the Group incurred a net loss of HK\$9,335,000 and reported a net cash outflow of HK\$4,898,000 from operating activities, and as at 31 December, 2023, the Group's net current liabilities and total current liabilities amounted to HK\$3,183,000 and HK\$11,886,000 respectively while its total cash and cash equivalents amounted to HK\$3,198,000. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern. The validity of the use of the going concern basis in the preparation of the consolidated financial statements is dependent upon the Group's ability to generate adequate cash flows in order to meet its obligations as and when the obligations fall due.

2. 重大會計政策(續)

(b) *編製綜合財務報表之基準(續)*

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

管理層採用香港財務報告準則時所作對綜合財務報表有重大影響之判斷，以及估計不明朗因素之主要來源，會在附註32內討論。

年內，本集團錄得經營活動虧損淨額9,335,000港元及現金流出淨額4,898,000港元，於二零二三年十二月三十一日，本集團的流動負債淨額及總流動負債分別為3,183,000港元及11,886,000港元，現金及現金等值物總額為3,198,000港元。該等情況表明存在重大不確定性，可能對本集團的持續經營能力產生重大疑慮。編製綜合財務報表時使用持續經營基準的有效性取決於本集團能否產生足夠現金流量以於義務到期時履行其義務。

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

The directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group has sufficient financial resources to continue as a going concern. In the opinion of the directors, the Group will be able to continue to operate as a going concern in the foreseeable future and they are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis, after taking into consideration the following measures:

- Subsequent to the end of reporting period, the Group has obtained a committed loan facility of approximately HK\$10,000,000 from a financial institution, who is the lender of the Group's borrowings as at 31 December, 2023 for a period of 15 months from the date of approval of the consolidated financial statements, for the purpose of (i) repaying the existing outstanding loan principal and interest in full and (ii) business use of the Group.
- On 9 February, 2024, the Board of Directors proposed to conduct the capital reorganisation and rights issue on the basis of two (2) rights share ("Rights Share(s)") for every one (1) existing Adjusted Shares held on the record date at the subscription price of HK\$0.12 per Rights Share, to raise up to approximately HK\$30,543,000 before expenses by way of issuing up to 254,528,000 Rights Shares.
- The director who had advanced to the Group amounting to HK\$2,852,000 as at 31 December, 2023 had committed not to demand repayment of the amount due by the Group for at least fifteen months from the date of issue of the consolidated financial statements.

2. 重大會計政策(續)

(b) *編製綜合財務報表之基準(續)*

本公司董事已審慎考慮本集團的未來流動資金及表現及其可動用的融資來源，以評估本集團是否擁有足夠財務資源以持續經營。董事認為，本集團將能夠於可預見未來繼續經營，並於經考慮以下因素後，認為按持續經營基準編製綜合財務報表屬適當：

- 於報告期末後，本集團已自一家金融機構(於二零二三年十二月三十一日為本集團借款(自批准綜合財務報表日期起計為期15個月)的貸方)取得承諾貸款融資約10,000,000港元，以用作(i)悉數償還本集團現有貸款的未償還本金及利息及(ii)本集團業務用途。
- 於二零二四年二月九日，董事會建議進行資本重組及以認購價每股供股股份0.12港元按於記錄日期每持有一(1)股現有經調整股份獲發兩(2)股供股股份(「供股股份」)之基準進行供股，以發行最多254,528,000股供股股份的方式籌集至多約30,543,000港元(扣除開支前)。
- 於二零二三年十二月三十一日已向本集團墊款2,852,000港元的董事已承諾於自綜合財務報表發佈日期起至少十五個月內不要求本集團償還到期款項。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

Notwithstanding the above, material uncertainty exists as to whether the Group is able to achieve its plans and measures as described above, which incorporate assumptions about future events and conditions that are subject to inherent uncertainty. Should the Group be unable to continue to operate as a going concern, it may be unable to realise its assets and discharge its liabilities in the normal course of business. Adjustments would have to be made to write down the carrying value of assets to their recoverable amounts, to provide for any future liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. The effects of these adjustments have not been reflected in the consolidated financial statements.

(c) Changes in accounting policies

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) that are first effective for the current accounting period of the Group.

- HKFRS 17 *Insurance Contracts and Related amendments*
- Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies*
- Amendments 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 Rule*

2. 重大會計政策(續)

(b) 編製綜合財務報表之基準(續)

儘管如此，關於本集團是否能夠實現其上述計劃及措施存在重大不確定性，該等計劃及措施包含對受固有不確定性影響的未來事件及條件的假設。倘本集團無法持續經營，則可能無法在正常業務過程中變現其資產及清償其負債。因此或須作出調整以將資產的賬面值減記至其可收回金額，為可能產生的任何未來負債計提撥備，並將非流動資產及負債分別重新分類為流動資產及負債。該等調整的影響並未於綜合財務報表反映。

(c) 會計政策變動

於本年度，本集團已應用以下於本集團本會計期間首次生效的由香港會計師公會（「香港會計師公會」）頒佈之新訂及經修訂香港財務報告準則。

- 香港財務報告準則第17號保險合約及相關修訂
- 香港會計準則第1號及香港財務報告準則第2號實務報告修訂本會計政策披露
- 香港會計準則第8號修訂本會計估計的定義
- 香港會計準則第12號修訂本與單一交易產生的資產及負債有關的遞延稅項
- 香港會計準則第12號修訂本國際稅務改革—第二支柱範本規則

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截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) *Changes in accounting policies (Continued)*

Except as described below, the application of the new and amendments to the standards listed above in the current year had no material effect on the Group's financial performance and positions for the current and prior year and on the disclosures set out in the consolidated financial statements.

Amendments to HKAS 12: 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 (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilized) 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 retained earnings 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.

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. The details of the impacts on each financial statement line item and loss per share arising from the application of the amendments are set out below.

2. 重大會計政策(續)

(c) 會計政策變動(續)

除下文所述者外，本年度應用上述新訂及經修訂準則對本集團本年度及上年度的財務表現及狀況以及對綜合財務報表所載披露並無重大影響。

香港會計準則第12號修訂本： 與單一交易產生的資產及負債有關的遞延稅項

該等修訂本收窄初始確認豁免的範圍，使其不適用於在初始確認時產生相等且可互相對銷的暫時差額(例如租賃及清拆負債)的交易。就租賃及清拆負債而言，相關遞延稅項資產(以可能有應課稅溢利可用於抵銷可扣稅暫時差額為限)及負債須自已呈列的最早比較期間開始時確認，並於該日將任何累計影響確認為留存盈利或其他權益項目的調整。就所有其他交易而言，該等修訂本適用於已呈列的最早期間開始後進行的交易。

進行該等修訂之前，本集團並未對租賃交易應用初始確認豁免且已確認相關遞延稅項，惟本集團過往就源自單一交易的使用權資產及相關租賃負債按淨額基準釐定暫時差額除外。進行該等修訂後，本集團已分別釐定有關使用權資產及租賃負債的暫時差額。應用該等修訂對各財務報表項目及每股虧損造成的影響的詳情載列如下。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) *Changes in accounting policies (Continued)*

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong

As disclosed in note 24, the Group are obliged to pay LSP to Hong Kong employees under certain circumstances. Meanwhile, the Group makes mandatory MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee’s accrued retirement benefits derived from employers’ MPF contributions was allowed under the Employment Ordinance (Cap.57). In June 2022, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”) which abolishes the use of the accrued benefits derived from employers’ mandatory MPF contributions to offset severance payment and LSP (the “Abolition”). The Abolition will officially take effect on 1 May, 2025 (the “Transition Date”). In addition, under the Amendment Ordinance, the last month’s salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動

誠如附註24所披露，本集團於某些情況下有義務向香港僱員支付長服金。同時，本集團向管理以信託形式持有資產的受託人支付強制性強積金供款，該等資產僅用於支付各僱員的退休福利。僱傭條例(第57章)容許僱員以僱主的強積金供款累算退休權益抵銷長服金。於二零二二年六月，香港特區政府於憲報刊登二零二二年僱傭及退休計劃法例(抵銷安排)(修訂)條例(「修訂條例」)，取消使用僱主的強制性強積金供款累算權益抵銷遣散費及長服金(「取消機制」)。取消機制將於二零二五年五月一日(「過渡日期」)正式生效。此外，根據修訂條例，使用緊接過渡日期(而非僱傭終止日期)前最後一個月的薪金計算過渡日期前僱傭期的長服金金額。

於二零二三年七月，香港會計師公會發佈「取消香港強積金－長服金抵銷機制的會計影響」，為抵銷機制的會計處理及取消香港強積金－長服金抵銷機制產生的影響提供指引。尤其是，指引指出，實體可將其強制性強積金供款所產生的累算權益(預期將用於扣減應付予僱員的長服金)作為該僱員對長服金的視作供款入賬。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) *Changes in accounting policies (Continued)*

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong (Continued)

However, applying this approach, upon the enactment of the Amendment Ordinance in June 2022, it is no longer permissible to apply the practical expedient in paragraph 93(b) of HKAS 19 that previously allowed such deemed contributions to be recognised as reduction of service cost (negative service cost) in the period the contributions were made; instead these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit. To better reflect the substance of the abolition of the offsetting mechanism, the Group has changed its accounting policy in connection with its LSP liability and has applied the above HKICPA guidance retrospectively. The cessation of applying the practical expedient in paragraph 93(b) of HKAS 19 in conjunction with the enactment of the Amendment Ordinance resulted in a catch-up profit or loss adjustment in June 2022 for the service cost up to that date and consequential impacts on current service cost, interest expense and remeasurement effects from changes in actuarial assumptions for the rest of 2022 (see note 24, with the corresponding adjustment to the comparative carrying amount of the LSP liability). This change in accounting policy did not have any impact on the opening balance of equity at 1 January, 2022.

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

然而，倘應用此方法，則於二零二二年六月頒佈修訂條例後，不再允許應用香港會計準則第19號第93(b)段的可行權宜方法，該權宜方法先前容許於作出供款期間將該等視作供款確認為服務成本的扣減(負服務成本)；取而代之，該等視作供款應如同長服金權益總額歸屬於服務期內。為了更能反映取消抵銷機制的實質內容，本集團已更改其與長服金負債相關的會計政策，並已追溯應用上述香港會計師公會指引。隨著修訂條例頒佈，停止應用香港會計準則第19號第93(b)段中的可行權宜方法導致於二零二二年六月對截至該日產生的服務成本及當期服務成本的相應影響、利息開支及二零二二年餘下時間精算假設變動產生的重新計量影響進行追加損益調整(請參閱附註24)，並對長服金負債的比較賬面值進行相應調整。此項會計政策變動對於二零二二年一月一日的年初權益結餘並無任何影響。

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綜合財務報表附註

For the year ended 31 December, 2023
截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong (Continued)

Impacts of application of amendments to HKFRSs and new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism on the consolidated financial statements

The following table summarises the impacts of the changes in accounting policies as a result of application of the HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism and Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group’s consolidated statement of profit or loss and loss per share for the year ended 31 December, 2023:

		Effect of adoption of the HKICPA guidance 採用香港會計師公會指引的影響 HK\$'000 千港元	Effect of Amendments to HKAS 12 香港會計準則第12號 修訂本的影響 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Impact on loss for the year	對年度虧損的影響			
Increase in cost of sales	銷售成本增加	10	-	10
Increase in administrative expenses	行政開支增加	15	-	15
Increase in research and development expenses	研發開支增加	66	-	66
Increase in selling and distribution expenses	銷售及分銷開支增加	10	-	10
Increase in income tax credit	所得稅抵免增加	-	(100)	(100)
Increase in loss for the year attributable to the owners of the Company from continuing operations	本公司擁有人應佔來自持續經營業務的年度虧損增加	101	(100)	1

The application of amendments to HKFRSs and the HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism did not have material impact on the Group’s loss per share for the year ended 31 December, 2023.

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對綜合財務報表造成的影響

下表概述應用關於取消強積金－長服金抵銷機制的香港會計師公會指引及香港會計準則第12號修訂本與單一交易產生的資產及負債有關的遞延稅項而導致的會計政策變動對本集團截至二零二三年十二月三十一日止年度的綜合損益表以及每股虧損造成的影響：

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對本集團截至二零二三年十二月三十一日止年度的每股虧損並無重大影響。

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綜合財務報表附註

For the year ended 31 December, 2023
截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong (Continued)

Impacts of application of amendments to HKFRSs and new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism on the consolidated financial statements (Continued)

The following table summarises the impacts of the changes in accounting policies as a result of application of the HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism and Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group’s consolidated statement of profit or loss and loss per share for the year ended 31 December, 2022:

		Effect of adoption of the HKICPA guidance 採用香港會計師公會指引的影響	Effect of Amendments to HKAS 12 香港會計準則第12號修訂本的影響	As restated 經重列
	As previously reported 如先前呈報 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Consolidated statement of profit or loss for the year ended 31 December, 2022:	截至二零二二年十二月三十一日止年度的綜合損益表：			
Cost of sales	銷售成本	(8,677)	(59)	(8,736)
Gross profit	毛利	12,759	(59)	12,700
Administrative expenses	行政開支	(6,269)	(164)	(6,433)
Research and development expenses	研發開支	(8,129)	(456)	(8,585)
Selling and distribution expenses	銷售及分銷開支	(2,268)	(72)	(2,340)
Loss from operations	經營虧損	(21,127)	(751)	(21,878)
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(21,401)	(751)	(22,152)
Income tax credit	所得稅抵免	-	-	105
Loss for the year from continuing operations	持續經營業務之年度虧損	(21,401)	(751)	(22,047)
Loss for the year	年度虧損	(21,325)	(751)	(21,971)
Loss attributable to owners of the Company	本公司擁有人應佔虧損			
- From continuing operations	- 來自持續經營業務	(21,299)	(751)	(21,945)
Loss per share	每股虧損			
Basic and diluted (HK cents)	基本及攤薄(港仙)			
- From continuing operations	- 來自持續經營業務	(1.67)	(0.06)	(1.72)
- From discontinued operation	- 來自已終止經營業務	0.01	-	0.01
		(1.66)	(0.06)	(1.71)

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對綜合財務報表造成的影響(續)

下表概述應用關於取消強積金－長服金抵銷機制的香港會計師公會指引及香港會計準則第12號修訂本與單一交易產生的資產及負債有關的遞延稅項而導致的會計政策變動對本集團截至二零二二年十二月三十一日止年度的綜合損益表以及每股虧損造成的影響：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December, 2023
截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund ("MPF") – Long Service Payment ("LSP") offsetting mechanism in Hong Kong (Continued)

Impacts of application of amendments to HKFRSs and new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism on the consolidated financial statements (Continued)

The following table summarises the impacts of the changes in accounting policies as a result of application of amendments to HKFRSs and the HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism and Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group's consolidated statement of financial position at 31 December, 2022:

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對綜合財務報表造成的影響(續)

下表概述應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引及香港會計準則第12號修訂本與單一交易產生的資產及負債有關的遞延稅項而導致的會計政策變動對本集團於二零二二年十二月三十一日的綜合財務狀況表造成的影響：

		Effect of adoption of the HKICPA guidance 採用香港會計師公會指引的影響	Effect of Amendments to HKAS 12 香港會計準則第12號修訂本的影響	As restated 經重列
	As previously reported 如先前呈報	HKS'000 千港元	HKS'000 千港元	HKS'000 千港元
Consolidated statement of financial position as at 31 December, 2022:	於二零二二年十二月三十一日的綜合財務狀況表：			
Deferred tax liabilities	遞延稅項負債	-	(100)	(100)
Defined benefit plan obligations	設定受益計劃義務	-	(751)	(751)
Total non-current liabilities	非流動負債總額	(19)	(751)	(870)
Net assets	資產淨值	5,625	(751)	4,774
Reserves	儲備	(40,709)	(751)	(41,560)
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	10,197	(751)	9,346
Total equity	權益總額	5,625	(751)	4,774
Reconciliation of profit before taxation to cash generated from operations for year ended 31 December, 2022 (note 5(b))	截至二零二二年十二月三十一日止年度除稅前溢利與經營產生的現金的對賬(附註5(b))			
Loss before taxation from continuing operation	來自持續經營業務之除稅前虧損	(21,401)	(751)	(22,152)
Increase in defined benefit plan obligations	設定受益計劃義務增加	-	751	751

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong (Continued)

Impacts of application of amendments to HKFRSs and new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism on the consolidated financial statements (Continued)

The following table summarises the impacts of the changes in accounting policies as a result of application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction on the Group’s consolidated statement of financial position at 1 January, 2022:

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對綜合財務報表造成的影響(續)

下表概述應用香港會計準則第12號修訂本與單一交易產生的資產及負債有關的遞延稅項而導致的會計政策變動對本集團於二零二二年一月一日的綜合財務狀況表造成的影響：

		As previously reported 如先前呈報 HK\$'000 千港元	Effect of Amendments to HKAS 12 香港會計準則 第12號修訂本 的影響 HK\$'000 千港元	As restated 經重列 HK\$'000 千港元
Consolidated statement of financial position as at 1 January, 2022:	於二零二二年一月一日的綜合財務狀況表：			
Deferred tax liabilities	遞延稅項負債	–	(205)	(205)
Total non-current liabilities	非流動負債總額	(510)	(205)	(715)
Net assets	資產淨值	26,882	(205)	26,677
Reserves	儲備	(19,531)	(205)	(19,736)
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	31,375	(205)	31,170
Total equity	權益總額	26,882	(205)	26,677

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綜合財務報表附註

For the year ended 31 December, 2023
截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Changes in accounting policies (Continued)

Changes in accounting policy as a result of application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong (Continued)

Impacts of application of amendments to HKFRSs and new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism on the consolidated financial statements (Continued)

The Group has not applied the following amendments to HKFRSs that have been issued but are not yet effective for the current accounting period. The Group has already commenced an assessment of the impact of these new and amendments to HKFRSs but is not yet in a position to state whether these new and amendments to HKFRSs would have a significant impact on its results of operations and financial position:

	Effective for accounting periods beginning on or after
• Amendments to HKFRS 10 and HKAS 28, <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined
• Amendments to HKFRS 16, <i>Lease Liability in a Sale and Leaseback</i>	1 January, 2024
• Amendments to HKAS 1, <i>Classification of Liabilities as Current or Non-Current and related amendments to Hong Kong Interpretation 5 (2020)</i>	1 January, 2024
• Amendments to HKAS 1, <i>Non-current Liabilities with Covenants</i>	1 January, 2024
• Amendments to HKAS 7 and HKFRS 7, <i>Supplier Finance Arrangements</i>	1 January, 2024
• Amendments to HKAS 21, <i>Lack of Exchangeability</i>	1 January, 2025

2. 重大會計政策(續)

(c) 會計政策變動(續)

應用關於取消香港強制性公積金(「強積金」)－長期服務金(「長服金」)抵銷機制的會計影響的香港會計師公會指引而導致的會計政策變動(續)

應用經修訂香港財務報告準則及關於取消強積金－長服金抵銷機制的香港會計師公會指引對綜合財務報表造成的影響(續)

本集團並無於本會計期間應用下列已頒佈但尚未生效的經修訂香港財務報告準則。本集團已開始評估該等新訂及經修訂香港財務報告準則的影響，但尚無法確定該等新訂及經修訂香港財務報告準則是否會對其經營業績及財務狀況產生重大影響：

	於以下日期或 之後開始的會 計期間有效
• 香港財務報告準則第10號及香港會計準則第28號修訂本，投資者與其聯營公司或合營企業之間的資產出售或出資	待釐定
• 香港財務報告準則第16號修訂本，售後租回的租賃負債	二零二四年 一月一日
• 香港會計準則第1號修訂本，將負債分類為流動或非流動及香港詮釋第5號(二零二零年)之相關修訂本	二零二四年 一月一日
• 香港會計準則第1號修訂本，附帶契諾的非流動負債	二零二四年 一月一日
• 香港會計準則第7號及香港財務報告準則第7號修訂本，供應商融資安排	二零二四年 一月一日
• 香港會計準則第21號修訂本，缺乏可交換性	二零二五年 一月一日

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) *Subsidiaries and non-controlling interests*

Subsidiaries are entities controlled by the Group.

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

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability.

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

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

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

2. 重大會計政策(續)

(d) 附屬公司及非控股權益

附屬公司指本集團控制之實體。

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

非控股權益指並非本公司直接或間接應佔附屬公司之權益，而本集團並無就此與該等權益持有人協定任何額外條款，而可能導致本集團整體須就符合金融負債定義之該等權益承擔訂約責任。

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

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

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

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(e) Goodwill

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

(f) Property, plant and equipment

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

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

Leasehold improvements	3 to 5 years or over the remaining terms of leases (whichever is shorter)
Furniture and fixtures	4 to 5 years
Computer and other equipment	3 to 4 years

2. 重大會計政策(續)

(e) 商譽

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

(f) 物業、廠房及設備

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

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

租賃物業裝修	三至五年或按餘下租賃期(以較短者為準)
傢俬及裝置	四至五年
電腦及其他設備	三至四年

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Intangible assets (other than goodwill)

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

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

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

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

Mobile games	2 to 5 years
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Both the period and method of amortisation are reviewed annually.

2. 重大會計政策(續)

(g) 無形資產(商譽除外)

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

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

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

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

手機遊戲	二至五年
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每年均會檢討攤銷之期間及方法。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Leases

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

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets.

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

2. 重大會計政策(續)

(h) 租賃

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

於租賃開始日期，本集團確認使用權資產和租賃負債，但租賃期為12個月或以下的短期租賃和低價值資產的租賃除外。

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(h) Leases (Continued)

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

(i) Credit losses and impairment of assets

(i) Credit losses from financial assets

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

2. 重大會計政策(續)

(h) 租賃(續)

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

(i) 信貸虧損及資產減值

(i) 金融資產之信貸虧損

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

(i) Credit losses from financial assets (Continued)

Measurement of ECLs

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

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

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量

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

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

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

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截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

(i) Credit losses from financial assets (Continued)

Measurement of ECLs (Continued)

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

Significant increases in credit risk

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(i) 金融資產之信貸虧損 (續)

預期信貸虧損之計量(續)

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

信貸風險顯著增加

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

(i) Credit losses from financial assets (Continued)

Significant increases in credit risk (Continued)

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

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

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

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(i) 金融資產之信貸虧損(續)

信貸風險顯著增加(續)

具體而言，於評估信貸風險是否自初步確認以來顯著增加時，已計及以下資料：

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

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

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

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截至二零二三年十二月三十一日止年度

2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

(i) Credit losses from financial assets (Continued)

Write-off policy

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

(ii) Impairment of other non-current assets

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

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(i) 金融資產之信貸虧損 (續)

撇銷政策

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

(ii) 其他非流動資產減值

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

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

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綜合財務報表附註

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

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

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

– Calculation of recoverable amount

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值 (續)

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

– 計算可收回金額

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

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綜合財務報表附註

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

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

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

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

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

2. 重大會計政策(續)

(i) 信貸虧損及資產減值(續)

(ii) 其他非流動資產減值 (續)

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

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Trade and other receivables

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

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

(k) Loans and interest receivables

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

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

2. 重大會計政策(續)

(j) 應收賬款及其他應收款

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

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

(k) 應收貸款及利息

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

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(l) Cash and cash equivalents

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

(m) Contract liabilities

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

(n) Other payables

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

(o) Interest-bearing borrowings

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

2. 重大會計政策(續)

(l) 現金及現金等值物

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

(m) 合約負債

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

(n) 其他應付款

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

(o) 附息借款

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(p) *Employee benefits*

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

(q) *Income tax*

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

2. 重大會計政策(續)

(p) *僱員福利*

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

(q) *所得稅*

所得稅開支包括即期稅項及遞延稅項，除了與業務合併或直接於權益或其他全面收益中確認的項目相關外，其於損益確認。

即期稅項包括根據年度應課稅收入或虧損及過往年度應付或應收稅項作出的任何調整的預計應付或應收稅項。

就用於財務報告用途的資產及負債之賬面金額與計稅所用金額之間的暫時差額確認遞延稅項。

本集團就其租賃負債及使用權資產單獨確認遞延稅項資產及遞延稅項負債。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(q) *Income tax (Continued)*

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(r) *Provisions and contingent liabilities*

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

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

2. 重大會計政策(續)

(q) *所得稅(續)*

遞延稅項資產就未使用稅項虧損、未使用稅項抵免及可扣稅暫時差額被確認，惟可能有未來應課稅溢利可用以抵銷。未來應課稅溢利乃根據相關應課稅暫時差額的撥回釐定。如果應課稅暫時差異的金額不足以全額確認遞延稅項資產，則根據本集團個別附屬公司的業務計劃，考慮對現有暫時差額的撥回進行調整的未來應課稅溢利。遞延稅項資產於各個報告日期進行檢討，並於不再可能實現相關稅項利益時減少；當未來應課稅溢利的可能性提高時，這種減少就會被撥回。

遞延稅項資產及負債僅於符合若干條件時抵銷。

(r) *撥備及或然負債*

撥備通常按反映當時市場對貨幣時間價值及該負債特定風險的評估的除稅前利率貼現預期未來現金流量釐定。

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income

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

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

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

(i) Provision of software platform includes:

- Sales of licensed software, which are recognised when the goods are delivered to customers and titles has been passed which is taken to be the point in time when the customer has accepted the goods;
- Software maintenance service income received or receivable from customers when the maintenance service contracts are entered into, which is recognised on a straight-line basis over the term of the maintenance service contract;
- Software subscription income from software application and website development, which are recognised at point in time when the relevant services are rendered; and

2. 重大會計政策(續)

(s) 收益及其他收入

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

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

有關本集團收益及其他收入確認政策之進一步詳情如下：

(i) 提供軟件平台包括：

- 銷售註冊軟件，於貨品付運予客戶及交付擁有權時(視為客戶已接納貨品之時間點)確認；
- 於訂立維護服務合約時已收或應收客戶之軟件維護服務收入，按維護服務合約期限以直線基準確認；
- 軟件應用及網站開發之軟件訂購收入於提供相關服務之時間點確認；及

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(i) Provision of software platform includes: (Continued)

- Income from mobile application development, website conversion, website development deriving from providing software application and electronic learning platform to customers, which is recognised over time when services are rendered. Revenue is also recognised in profit or loss in respect of the contract liabilities over the term of the service contract.

(ii) Interest income

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

(iii) Revenue from mobile games and applications includes:

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

2. 重大會計政策(續)

(s) 收益及其他收入(續)

(i) 提供軟件平台包括: (續)

- 手機應用開發、網站轉換、網站開發之收入來自向客戶提供軟件應用及電子學習平台，於提供服務時隨著時間確認。收益亦在服務合約期限就合約負債於損益內確認。

(ii) 利息收入

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

(iii) 手機遊戲及應用收入包括:

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

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(s) Revenue and other income (Continued)

(iv) Government grants

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

(t) Translation of foreign currencies

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

2. 重大會計政策(續)

(s) 收益及其他收入(續)

(iv) 政府補助

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

(t) 外幣換算

外幣交易按交易日期之匯率換算為本集團公司各功能貨幣。

於報告日期以外幣計值之貨幣資產及負債按當日匯率換算為功能貨幣。按公平值計量的外幣計值的非貨幣資產及負債按該公平值釐定的匯率換算為功能貨幣。以外幣列值按歷史成本計量的非貨幣資產及負債按交易當日的匯率換算。外匯差額一般於損益確認。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(u) Borrowing costs

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

(v) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the group and which:

- represents a separate major line of business or geographical area of operations;
- is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held for sale.

Where an operation is classified as discontinued operation, the comparative statement of profit or loss and other comprehensive income is re-presented as if the operation had been discontinued from the start of the comparative year.

2. 重大會計政策(續)

(u) 借款成本

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

(v) 已終止經營業務

已終止經營業務屬本集團業務的組成部分，其營運及現金流量可與本集團其他業務清楚劃分，並

- 代表獨立主要業務範圍或業務地區；
- 為單一協調計劃之部分以出售獨立主要業務範圍或業務地區；或
- 為轉售收購附屬公司。

於出售時或當業務滿足分類為持作待售的標準時(以較早者為準)，分類為已終止經營業務。

當一項業務被歸類為已終止經營業務時，作比較的損益及其他收益表被重新列報，如同該業務從比較年度開始已終止。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Related parties

(i) A person, or a close member of that person's family, is related to the Group if that person:

- (1) has control or joint control of the Group;
- (2) has significant influence over the Group; or
- (3) is a member of the key management personnel of the Group or the Group's parent.

(ii) An entity is related to the Group if any of the following conditions applies:

- (1) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (2) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (3) Both entities are joint ventures of the same third party.
- (4) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (5) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.

2. 重大會計政策(續)

(w) 關聯方

(i) 倘屬以下人士，即該人士或該人士之近親與本集團有關聯：

- (1) 能夠控制或共同控制本集團；
- (2) 能夠對本集團施加重大影響；或
- (3) 為本集團或本集團母公司之主要管理層成員。

(ii) 倘符合下列任何條件，即實體與本集團有關聯：

- (1) 該實體與本集團屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關聯)。
- (2) 一間實體為另一實體之聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (3) 兩間實體均為同一第三方之合營企業。
- (4) 一間實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (5) 實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃。

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2. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(w) Related parties (Continued)

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

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

(x) Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

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

2. 重大會計政策(續)

(w) 關聯方(續)

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

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

(x) 分部報告

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

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

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3. REVENUE AND SEGMENT REPORTING

(a) Revenue

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

3. 收益及分部報告

(a) 收益

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
From continuing operations	來自持續經營業務		
Provision of software platform services	提供軟件平台服務		
– Sales of licensed software	–銷售註冊軟件	5,009	4,421
– Software maintenance services	–軟件維護服務	4,959	7,871
– Software subscription	–軟件訂購	213	260
– Income from mobile application development, website conversion, website development	–手機應用開發、網站轉換、網站開發之收入	14,312	8,884
		24,493	21,436
Mobile games and applications	手機遊戲及應用	–	–
		24,493	21,436

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3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(a) Revenue (Continued)

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

For the IT service contracts in existence as at 31 December, 2023 for which the performance obligations in the contracts were unsatisfied or partially satisfied as at that date, the Group will recognise the expected revenue in the future when the remaining performance obligations under the contracts are satisfied (see note 2(s)(i)). The Group has applied the practical expedient in paragraph 121 of HKFRS 15, as the Group recognises revenue from the satisfaction of performance obligations in the amount to which it has a right to invoice, which corresponds directly with the value to the customer of the Group's performance completed to date.

(b) Segment reporting

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

3. 收益及分部報告(續)

(a) 收益(續)

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

就存續至二零二三年十二月三十一日但於該日尚未達成或部分達成合約之履約義務之資訊科技服務合約而言，本集團將於未來達成合約的剩餘履約義務時確認預期收益(見附註2(s)(i))。本集團已採用香港財務報告準則第15號第121段之可行權宜方法，原因是本集團確認自履行履約義務產生之其有權開具發票之收益金額，直接對應本集團迄今為止完成向客戶履約的價值。

(b) 分部報告

本集團根據主要營運決策者用於作出策略決定之審閱報告釐定其營運分部。

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截至二零二三年十二月三十一日止年度

3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

The Group has two (2022: two) reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies. No operating segments identified by the chief operating decision-maker have been aggregated in arriving at the reportable segments of the Group. The following summary describes the operations in each of the Group's reportable segments:

Continuing operations

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

In previous years, the Group had a reportable segment, as follows:

Discontinued operation

- Money lending ("Money Lending Business") : Provision of money lending business through Aurum Pacific Finance Limited ("AP Finance"), a wholly-owned subsidiary of the Company which was a money lender licensed in Hong Kong under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) up to 2 June, 2021. AP Finance ceased to be a subsidiary of the Company on 14 December, 2023, details of which are set out in note 30(b).

3. 收益及分部報告(續)

(b) 分部報告(續)

本集團有兩個(二零二二年:兩個)可報告分部。由於各業務提供不同產品及服務,所需業務策略有所不同,故分部作個別管理。在設定本集團之可報告分部時,主要營運決策者並無將所識別之營運分部匯合。本集團各可報告分部之業務概述如下:

持續經營業務

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

去年,本集團有一個可報告分部,載列如下:

已終止經營業務

- 放債 (「放債業務」) : 直至二零二一年六月二日,透過本公司全資附屬公司奧栢財務有限公司(「奧栢財務」)提供放債服務,該公司為放債人條例(香港法例第163章)項下之香港持牌放債人。奧栢財務於二零二三年十二月十四日不再為本公司的附屬公司,其詳情載於附註30(b)。

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3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment revenues and results

3. 收益及分部報告(續)

(b) 分部報告(續)

(i) 分部收益及業績

		For the year ended 31 December, 2023 截至二零二三年十二月三十一日止年度		
		Continuing operations 持續經營業務		
		Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Disaggregated by timing of revenue recognition	按收益確認時間劃分			
Point in time	於某一時間點	7,517	-	7,517
Over time	隨著時間	16,976	-	16,976
Segment revenue from external customers	來自外界客戶之分部收益	24,493	-	24,493
Segment loss	分部虧損	(3,952)	(1,982)	(5,934)
Unallocated income	未分配收入			101
Unallocated administration costs	未分配行政費用			(5,761)
Finance costs	融資成本			(890)
Loss before tax from continuing operations	來自持續經營業務之除稅前虧損			(12,484)

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截至二零二三年十二月三十一日止年度

3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(i) Segment revenues and results (Continued)

Disaggregated by timing of revenue recognition

Point in time
Over time

按收益確認時間劃分

於某一時間點
隨著時間

Segment revenue from external customers

來自外界客戶之
分部收益

Segment loss

分部虧損

Unallocated income

未分配收入

Unallocated administration costs

未分配行政費用

Finance costs

融資成本

Loss before tax from continuing operations

來自持續經營業務之
除稅前虧損

3. 收益及分部報告(續)

(b) 分部報告(續)

(i) 分部收益及業績(續)

For the year ended 31 December, 2022
(Restated)
截至二零二二年十二月三十一日止年度
(經重列)

Continuing operations 持續經營業務

Software platform	Mobile games and applications	Total
軟件平台	手機遊戲及應用	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
12,588	–	12,588
8,848	–	8,848
21,436	–	21,436
(18,885)	(256)	(19,141)
		72
		(2,809)
		(274)
		(22,152)

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截至二零二三年十二月三十一日止年度

3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments.

3. 收益及分部報告(續)

(b) 分部報告(續)

(ii) 分部資產及負債

以下為本集團按可呈報及經營分部劃分的資產及負債分析如下。

		At 31 December, 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	At 31 December, 2022 於二零二二年 十二月三十一日 HK\$'000 千港元
Reportable segment assets from continuing operations	來自持續經營業務的可呈報分部資產		
Software platform	軟件平台	7,794	10,288
Mobile games and applications	手機遊戲及應用	5	1,981
Total segment assets	分部資產總值	7,799	12,269
Assets of money lending discontinued operation	已終止經營業務的放債資產	-	5,115
Unallocated bank balances and cash	未分配銀行結餘及現金	572	88
Goodwill (Note)	商譽(附註)	-	1,728
Other unallocated assets	其他未分配資產	332	370
Consolidated total assets	綜合資產總值	8,703	19,570

Note: Goodwill is not included in the measures of segment assets, but impairment loss on goodwill is included in the measures of segment results. The effects of this asymmetrical allocations to reportable segments are shown in the tables above.

附註：商譽並無包括分部資產計量，但商譽減值虧損則計入分部業績計量。此不對稱分配的影響於上表呈列。

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綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(ii) Segment assets and liabilities (Continued)

3. 收益及分部報告(續)

(b) 分部報告(續)

(ii) 分部資產及負債(續)

		At 31 December, 2023 於二零二三年 十二月三十一日 HK\$'000 千港元	At 31 December, 2022 於二零二二年 十二月三十一日 HK\$'000 千港元 (Restated) (經重列)
Reportable segment liabilities from continuing operations	來自持續經營業務的可呈報分部負債		
Software platform	軟件平台	8,905	8,934
Mobile games and applications	手機遊戲及應用	179	166
Total segment liabilities	分部負債總額	9,084	9,100
Liabilities of money lending discontinued operation	已終止經營業務放債負債	-	39
Interest-bearing borrowings	付息借款	790	3,808
Other unallocated liabilities	其他未分配負債	3,390	1,849
Consolidated total liabilities	綜合負債總額	13,264	14,796

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3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Other segment information

3. 收益及分部報告(續)

(b) 分部報告(續)

(iii) 其他分部資料

		Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated-continuing operations 總計—持續經營業務 HK\$'000 千港元
For the year ended	截至二零二三年				
31 December, 2023	十二月三十一日止年度				
Amounts included in measure of segment profit or loss or segment assets:	計入分部損益或分部資產計量的金額：				
Depreciation and amortisation	折舊及攤銷	921	–	38	959
Research and development expenses	研發開支	11,396	–	–	11,396
Interest on:	下列項目之利息：				
– lease liabilities	–租賃負債	27	–	1	28
– other loan	–其他貸款	–	–	862	862
Impairment loss recognised in respect of goodwill	就商譽確認減值虧損	1,728	–	–	1,728
Impairment loss recognised in respect of property, plant and equipment	就物業、廠房及設備確認減值虧損	272	–	–	272
Impairment loss recognised in respect of right-of-use assets	就使用權資產確認減值虧損	1,278	–	–	1,278
Impairment loss recognised on trade and other receivables	就應收賬款及其他應收款確認減值虧損	67	–	–	67
Write-off of deposits	撇銷按金	–	1,969	–	1,969
Additions to non-current assets	非流動資產增加	1,675	–	–	1,675

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截至二零二三年十二月三十一日止年度

3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iii) Other segment information (Continued)

3. 收益及分部報告(續)

(b) 分部報告(續)

(iii) 其他分部資料(續)

	Software platform 軟件平台 HK\$'000 千港元	Mobile games and applications 手機遊戲及應用 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Consolidated-continuing operations 總計—持續經營業務 HK\$'000 千港元
For the year ended				
31 December, 2022				
(Restated)				
Amounts included in measure of segment profit or loss or segment assets:				
Depreciation and amortisation	900	–	71	971
Research and development expenses	8,585	–	–	8,585
Interest on:				
– lease liabilities	46	–	5	51
– other loan	–	–	223	223
Impairment loss recognised in respect of goodwill	18,508	–	–	18,508
Reversal of allowances in respect of trade and other receivables	(67)	–	–	(67)
Additions to non-current assets	191	–	183	374

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3. REVENUE AND SEGMENT REPORTING (CONTINUED)

(b) Segment reporting (Continued)

(iv) Geographical information and major customers

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

		Revenue from external customers -continuing operations 來自外界客戶之收益 —持續經營業務		Specified non-current assets 指定非流動資產	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong	香港	24,474	21,284	-	2,639
Mainland China	中國內地	-	98	-	-
Others	其他	19	54	-	-
		24,493	21,436	-	2,639

Others mainly cover Macau and Taiwan.

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Customer A	客戶A	3,274	3,272

3. 收益及分部報告(續)

(b) 分部報告(續)

(iv) 地區資料及主要客戶

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

其他主要涵蓋澳門及台灣。

佔本集團總收益10%或以上之主要客戶自提供軟件平台服務產生之收益載列如下：

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4. OTHER INCOME, NET

4. 其他收入淨額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
From continuing operations	來自持續經營業務		
Bank interest income	銀行利息收入	-*	-*
Foreign exchange loss, net	匯兌虧損淨額	-	76
Gain on disposal of subsidiaries, net	出售附屬公司之收益淨額	6	-
Government grants	政府補助	-	1,072
Sundry income	雜項收入	101	73
		107	1,221

* Below HK\$1,000.

In 2022, the Group successfully applied for funding support from the Employment Support Scheme under the Anti-epidemic Fund, set up by the Government from Hong Kong Special Administrative Region. The purpose of the funding was to provide financial support to enterprises to retain their employees who would otherwise be made redundant. Under the terms of the grant, the Group was required not to make redundancies during the subsidy period and to spend all the funding on paying wages to the employees.

* 低於1,000港元。

於二零二二年，本集團成功申請香港特別行政區政府成立的防疫抗疫基金下的「保就業」計劃資助。政府設立該項補貼是為了向企業提供財政支援，保留可能會被遣散的僱員。根據補貼的條款，本集團於接受補貼期間不得裁員並且須把補貼全數用於支付僱員工資。

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5. LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

Loss before taxation from continuing operations is arrived at after charging:

5. 來自持續經營業務之除稅前虧損

來自持續經營業務之除稅前虧損已扣除：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
(a) Finance costs:	(a) 融資成本：		
Interest on lease liabilities	租賃負債利息	28	51
Interest on other borrowings	其他借款利息	862	223
		890	274
(b) Staff costs (including directors' remuneration (note 8)):	(b) 員工成本(包括董事酬金(附註8))：		
Salaries, wages and other benefits	薪金、工資及其他福利	17,263	16,011
Contributions to defined contribution retirement plan	固定供款退休計劃供款	710	676
Expenses recognised in respect of defined benefit plans:	就設定受益計劃確認的開支：		
– long service payments (note 24)	– 長期服務金(附註24)	101	751
		18,074	17,438
(c) Other items:	(c) 其他項目：		
Auditor's remuneration	核數師酬金	420	370
Depreciation of property, plant and equipment	物業、廠房及設備折舊	169	155
Depreciation of right-of-use assets	使用權資產折舊	790	816
Expense relating to short-term leases	短期租賃之相關開支	44	–
Fixed assets written off	已撇銷固定資產	4	–
Written-off of deposits	撇銷按金	1,969	–
Subcontracting costs included in cost of sales	計入銷售成本的分包成本	5,870	440

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

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Deferred tax credit (note 23)	遞延稅項抵免(附註23)		
Origination and reversal of temporary differences	產生及撥回暫時性差額	(100)	(105)
Income tax credit	所得稅抵免	(100)	(105)

(i) *Hong Kong Profits Tax*

No provision for Hong Kong Profits Tax has been made for 2023 (2022: HK\$Nil) as the subsidiaries incorporated in Hong Kong have no assessable profits for the year.

(ii) *PRC Enterprise Income Tax*

The subsidiaries incorporated in the People's Republic of China ("PRC") are subject to the PRC Enterprise Income Tax rate of 25% (2022: 25%) for the year.

No provision for the PRC Enterprise Income Tax has been made for 2023 and 2022 as the subsidiaries incorporated in the PRC have estimated tax losses for the year.

6. 與持續經營業務有關之綜合損益表所得稅

(a) *綜合損益表之稅項指：*

(i) *香港利得稅*

由於在香港註冊成立之附屬公司於二零二三年並無任何應課稅溢利，故本年度並無作出香港利得稅撥備(二零二二年：零港元)。

(ii) *中國企業所得稅*

於本年度，於中華人民共和國(「中國」)註冊成立之附屬公司須按稅率25%(二零二二年：25%)繳納中國企業所得稅。

由於在中國註冊成立之附屬公司於本年度估計將錄得稅項虧損，故並無於二零二三年及二零二二年就中國企業所得稅作出撥備。

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

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

(iii) Income tax from other tax jurisdictions

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

6. 與持續經營業務有關之綜合損益表所得稅(續)

(a) 綜合損益表之稅項指：(續)

(iii) 其他稅務司法權區之所得稅

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Loss before taxation from continuing operations	來自持續經營業務之除稅前虧損	(12,484)	(22,152)
Notional tax credit on loss before taxation at Hong Kong statutory tax rate	按香港法定稅率計算之除稅前虧損之名義稅項抵免	(2,059)	(3,655)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	1,810	3,856
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(1)	(453)
Tax effect of unused tax losses not recognised	尚未確認未動用稅項虧損之稅務影響	145	134
Tax effect of temporary differences not recognised	尚未確認臨時差額之稅務影響	5	13
Income tax credit	所得稅抵免	(100)	(105)

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7. DISCONTINUED OPERATION

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

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

As the business operation of the Money Lending Business was considered as a separate major line of business segment of the Group, it was accounted for as a discontinued operation of the Group from the year ended 31 December, 2021.

On 14 December, 2023, the Group entered into a sale and purchase agreement to dispose of a wholly-owned subsidiary, Major Worldwide Holdings Limited ("Major Worldwide") which held the entire interest in AP Finance. The disposal was effected in order to generate cash flows for the expansion of the Group's other businesses. The disposal was completed on 14 December, 2023, on which date control of Major Worldwide passed to the acquirer. Details of the assets and liabilities disposed of, and the calculation of the profit or loss on disposal, are disclosed in note 30(b).

7. 已終止經營業務

本集團的應收貸款及利息來自於香港提供貸款之放債業務，由本公司一間全資附屬公司奧栢財務持有香港法例第163章放債人條例項下授出的放債人牌照。

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

由於放債業務的業務營運曾被視為本集團一個獨立業務分部，於截至二零二一年十二月三十一日止年度，其入賬列作本集團已終止經營業務。

於二零二三年十二月十四日，本集團訂立買賣協議，以出售持有奧栢財務全部權益的全資附屬公司Major Worldwide Holdings Limited (「Major Worldwide」)。進行出售事項乃為產生現金流量以擴展本集團的其他業務。出售事項於二零二三年十二月十四日 (Major Worldwide的控制權移交至買方當日) 完成。所出售資產及負債以及出售損益的計算之詳情披露於附註30(b)。

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7. DISCONTINUED OPERATION (CONTINUED) 7. 已終止經營業務(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
(a) Results of discontinued operation:	(a) 已終止經營業務業績：		
Revenue	收益	-	-
Other income, net	其他收入淨額	80	166
Gain on disposal of subsidiaries, net	出售附屬公司之 收益淨額	3,785	-
Reversal of impairment loss on loans and interest receivables	應收貸款及利息減值 虧損撥回	228	-
Other administrative expenses	其他行政開支	(1,044)	(90)
Profit from operations	經營溢利	3,049	76
Finance costs	融資成本	-	-
Profit before taxation	除稅前溢利	3,049	76
Income tax	所得稅	-	-
Profit for the year	年度溢利	3,049	76
(b) Profit for the year from discontinued operation is arrived at after charging/ (crediting):	(b) 來自已終止經營業務的年度溢利已扣除 / (計入)：		
Auditor's remuneration	核數師酬金	-	-
Gain on disposal of subsidiaries, net	出售附屬公司之 收益淨額	(3,785)	-
Reversal of impairment loss on loans and interest receivables	應收貸款及利息減值 虧損撥回	(228)	-
(c) Cash flows from discontinued operation:	(c) 來自已終止經營業務的現金流量：		
Net cash used in operating activities, net	經營活動所用之 現金淨額	(7)	(16)
Net cash generated from investing activities	投資活動所得之 現金淨額	5,700	-
Net cash used in financing activities	融資活動所用之 現金淨額	-	(70)
		5,693	(86)

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8. DIRECTORS' EMOLUMENTS

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

8. 董事酬金

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

	Directors' fees		Salaries, allowance and benefits in kind		Retirement scheme Contributions		Total		
	2023	2022	2023	2022	2023	2022	2023	2022	
	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	
	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	
Executive directors	執行董事								
Liu Guanzhou (Chairman) (note 1)	劉冠州 (主席) (附註1)								
	300	-	-	-	-	-	300	-	
Choi Pun Lap	蔡本立		240	240	12	12	252	252	
Liu Xingmei (note 2)	劉興美 (附註2)		20	-	-	-	20	-	
Chung Man Lai (note 3)	鍾文禮 (附註3)		220	240	11	12	231	252	
Non-executive director	非執行董事								
Li Hui Ling (note 4)	黎惠玲 (附註4)		-	-	-	-	-	-	
Independent non-executive directors	獨立非執行董事								
Fu Yan Ming	符恩明	120	120	-	-	-	120	120	
Lam Yuen Man Maria	林婉雯	120	120	-	-	-	120	120	
Tai Chin Ho (note 5)	戴千皓 (附註5)	60	60	-	-	-	60	60	
		620	300	460	480	23	24	1,103	804

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group. The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

上述執行董事的酬金主要用於有關彼等管理本公司及本集團的事務的服務。上述獨立非執行董事的酬金主要用於其擔任本公司董事所提供的服務。

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8. DIRECTORS' EMOLUMENTS (CONTINUED)

Notes:

1. Appointed on 14 April, 2023.
2. Appointed on 30 November, 2023.
3. Resigned on 30 November, 2023.
4. Appointed on 14 February, 2023.
5. Formerly known as Tai Man Tai.

During the years ended 31 December, 2023 and 2022, no emoluments were paid by the Group to the directors and chief executive officer as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no directors waived any emoluments during the year (2022: HK\$Nil).

9. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, none of the five highest emoluments are directors (2022: nil) whose emoluments are disclosed in note 8. The aggregate of the emoluments in respect of these five individuals (2022: five) are as follows:

8. 董事酬金(續)

附註：

1. 於二零二三年四月十四日獲委任。
2. 於二零二三年十一月三十日獲委任。
3. 於二零二三年十一月三十日辭任。
4. 於二零二三年二月十四日獲委任。
5. 前稱戴文泰。

截至二零二三年及二零二二年十二月三十一日止年度，本集團概無向董事及行政總裁支付酬金，作為加入本集團或加入本集團後的獎勵或作為離職補償。此外，概無董事於年內放棄任何酬金(二零二二年：零港元)。

9. 最高薪酬人士

於五名最高薪酬人士當中，該等五名最高薪酬人士中並無董事(二零二二年：無)，而董事之酬金詳情於附註8披露。五名(二零二二年：五名)個別人士之酬金總額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries and other emoluments	薪金及其他酬金	3,037	3,164
Retirement scheme contributions	退休計劃供款	105	90
		3,142	3,254

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9. INDIVIDUALS WITH HIGHEST EMOLUMENTS (CONTINUED) 9. 最高薪酬人士(續)

The emoluments of the five individuals (2022: five) with the highest emoluments are within the following band:

五名(二零二二年:五名)最高薪酬之個別人士之酬金介乎以下範圍:

	2023 二零二三年 Number of employees 僱員人數	2022 二零二二年 Number of employees 僱員人數
HK\$Nil – HK\$1,000,000 零港元至1,000,000港元	5	5

During the year ended 31 December, 2023, no emoluments were paid by the Group to any of the individuals with highest emoluments of the Company as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零二三年十二月三十一日止年度，本集團並未向本公司任何最高薪酬人士支付酬金作為加入本集團或加入本集團後的獎勵，或作為離職補償。



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10. LOSS PER SHARE

(a) Basic loss per share

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
(Loss)/profit for the year attributable to owners of the Company	本公司擁有人應佔年度(虧損)/溢利		
- From continuing operations	-源自持續經營業務	(11,591)	(21,945)
- From discontinued operation	-源自已終止經營業務	3,049	76
		(8,542)	(21,869)

		2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
Weighted average number of ordinary shares in issue during the year	年內已發行普通股之加權平均數	1,272,640	1,272,640

(b) Diluted loss per share

The diluted loss per share for the years ended 31 December, 2023 and 2022 is the same as the basic loss per share as there were no potential ordinary shares in issue.

10. 每股虧損

(a) 每股基本虧損

每股基本虧損或盈利乃按以下本公司擁有人應佔年度虧損或溢利及年內已發行普通股之加權平均數計算：

(b) 每股攤薄虧損

由於概無任何潛在已發行普通股，截至二零二三年及二零二二年十二月三十一日止年度之每股攤薄虧損與每股基本虧損相同。

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11. PROPERTY, PLANT AND EQUIPMENT

11. 物業、廠房及設備

		Leasehold Improvements	Furniture and fixtures	Computers and other equipment	Total
		租賃物業裝修	傢俬及裝置	電腦及 其他設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Cost	成本				
At 1 January, 2022	於二零二二年一月一日	267	292	1,316	1,875
Additions	添置	-	28	163	191
Written off	撤銷	-	(55)	(613)	(668)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日 及二零二三年一月一日	267	265	866	1,398
Additions	添置	-	67	74	141
Written off	撤銷	-	(14)	(11)	(25)
At 31 December, 2023	於二零二三年十二月三十一日	267	318	929	1,514
Accumulated depreciation and impairment losses	累計折舊及減值虧損				
At 1 January, 2022	於二零二二年一月一日	186	223	1,198	1,607
Charge for the year	本年度扣除	47	23	85	155
Eliminated on written off	於撤銷時對銷	-	(55)	(613)	(668)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日 及二零二三年一月一日	233	191	670	1,094
Charge for the year	本年度扣除	34	27	108	169
Eliminated on written off	於撤銷時對銷	-	(13)	(8)	(21)
Impairment losses	減值虧損	-	113	159	272
At 31 December, 2023	於二零二三年十二月三十一日	267	318	929	1,514
Carrying amount	賬面值				
At 31 December, 2023	於二零二三年十二月三十一日	-	-	-	-
At 31 December, 2022	於二零二二年十二月三十一日	34	74	196	304

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11. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

At the end of the reporting period, the directors of the Company have conducted impairment assessment on recoverable amounts of the Group's property, plant and equipment and right-of-use assets which are used in the Group's business for software platform services. In view of the unfavorable operating results from that business, the management of the Group estimated the recoverable amount for the CGU of the Group's business for software platform services. The recoverable amount of the CGU has been determined based on value-in-use calculation. The discount rate in measuring the amount of value in use was 16%. Based on the results of the impairment assessment, the management estimated that the Group's business for software platform services would not generate significant amount of positive net cash inflows in the future and hence the recoverable amounts of the relevant property, plant and equipment and right-of-use assets belonging to the Group's business for software platform services were insignificant. Accordingly, impairment losses on these assets used in the Group's business for software platform services of HK\$272,000 (2022: nil) and HK\$1,278,000 (2022: nil) respectively have been recognised for the year ended 31 December, 2023 to fully write down the carrying amounts of the property, plant and equipment and right-of-use assets respectively.

11. 物業、廠房及設備(續)

於報告期末，本公司董事對用於本集團軟件平台服務業務的物業、廠房及設備及使用權資產之可收回金額進行減值評估。考慮到該業務經營業績欠佳，本集團管理層估計本集團軟件平台服務業務現金產生單位的可收回金額。現金產生單位之可收回金額乃根據使用價值計算釐定。計量使用價值金額的貼現率為16%。基於減值評估結果，管理層估計未來本集團軟件平台服務業務不會產生大量正數現金流入淨額，故屬於本集團軟件平台服務業務之相關物業、廠房及設備及使用權資產之可收回金額並不重大。因此，本集團軟件平台服務業務所用該等資產的減值虧損272,000港元(二零二二年：無)及1,278,000港元(二零二二年：無)分別已於截至二零二三年十二月三十一日止年度確認以分別悉數撇減物業、廠房及設備及使用權資產之賬面值。



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12. INTANGIBLE ASSETS

12. 無形資產

		Mobile games and application 手機遊戲及應用
		HK\$'000 千港元
Cost	成本	
At 1 January, 2022, 31 December, 2022, 1 January, 2023 and 31 December, 2023	於二零二二年一月一日、二零二二年 十二月三十一日、二零二三年一月 一日及二零二三年十二月三十一日	69,783
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	
At 1 January, 2022, 31 December, 2022, 1 January, 2023 and 31 December, 2023	於二零二二年一月一日、二零二二年 十二月三十一日、二零二三年一月 一日及二零二三年十二月三十一日	69,783
Carrying amount	賬面值	
At 31 December, 2023	於二零二三年十二月三十一日	-
At 31 December, 2022	於二零二二年十二月三十一日	-

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13. GOODWILL

13. 商譽

		Software platform	Mobile games and applications 手機遊戲 及應用	Total
		軟件平台 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Cost	成本			
At 1 January, 2022, 31 December, 2022, 1 January, 2023 and 31 December, 2023	於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	20,236	89,433	109,669
Accumulated impairment	累計減值			
At 1 January, 2022	於二零二二年一月一日	–	89,433	89,433
Impairment loss	減值虧損	18,508	–	18,508
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日 及二零二三年一月一日	18,508	89,433	107,941
Impairment loss	減值虧損	1,728	–	1,728
At 31 December, 2023	於二零二三年十二月三十一日	20,236	89,433	109,669
Carrying amount	賬面值			
At 31 December, 2023	於二零二三年十二月三十一日	–	–	–
At 31 December, 2022	於二零二二年十二月三十一日	1,728	–	1,728

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13. GOODWILL (CONTINUED)

Goodwill is allocated to the Group's cash-generating units ("CGUs") identified according to country of operation and operating segment as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Software platform – Hong Kong ("Software Platform")	軟件平台 – 香港 (「軟件平台」)	–	1,728
Mobile games and applications – Hong Kong ("Mobile Games")	手機遊戲及應用 – 香港 (「手機遊戲」)	–	–
		–	1,728

Impairment test for cash-generating units containing goodwill

The directors have reviewed the carrying amount of goodwill in accordance with HKAS 36 "Impairment of Assets" as follows:

Software platform

The recoverable amount of the CGU as at 31 December, 2023 is determined based on the value-in-use calculation under the income approach, which includes the discounted cash flows sourced from the financial budgets approved by the management covering a five-year period, and the pre-tax discount rate of approximately 16% (2022: 16.5%) that reflects current market assessment of the time value of money and the risks specific to the CGU.

Cash flow projections during the budget period are based on the expected revenue from existing and potential customers throughout the budget period. The cash flows beyond that five-year period have been extrapolated using a steady 3.0% (2022: 3.0%) per annum growth rate. The growth rate does not exceed the long-term average growth rate for the market.

13. 商譽(續)

商譽分配至本集團根據經營所在國家及經營分部識別之現金產生單位(「現金產生單位」)，詳情如下：

包含商譽之現金產生單位之減值測試

董事已根據香港會計準則第36號「資產減值」審閱商譽之賬面值，如下所示：

軟件平台

於二零二三年十二月三十一日，現金產生單位之可收回金額根據收入法按使用價值之計算釐定，包括來自管理層所批准涵蓋五年期間之財政預算之已貼現現金流量，以及反映現時市場對貨幣時間價值之評估及現金產生單位特有風險之稅前貼現率約16% (二零二二年：16.5%)。

於預算期間之現金流量預測基於整個預算期間來自現有及潛在客戶之預期收益作出。超過五年期之現金流量已採用穩定年增長率3.0% (二零二二年：3.0%) 推算。該增長率不超過市場之長期平均增長率。

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13. GOODWILL (CONTINUED)

Software platform (Continued)

The key assumptions used in the value-in-use calculations for the CGU are as follows:

Budgeted market share The values assigned to the assumption reflect past experience, except for the growth factor, which is consistent with the directors' estimation of the revenue from existing and potential customers. The directors believe that planned revenue growth per year for the next five years is reasonably achievable.

Number of service contracts In order to maintain successive business operations of the CGU, the directors believe that there is no particular difficulty in renewal of the service contracts of the existing customers in the CGU.

Based on the results for the aforesaid impairment assessments, due to the continual increase of expected other operating expenses in the budget period as a result of expected continual increases in manpower costs due to the manpower shortage in the relevant labour market experienced in 2023, impairment loss of HK\$1,728,000 was recognised in respect of goodwill as of 31 December, 2023 (2022: HK\$18,508,000). As a result, the carrying amount of the CGU was reduced and became the same as its recoverable amount of HK\$Nil as at 31 December, 2023. (2022: HK\$2,523,000).

Mobile games and applications

The CGU of Mobile games has been fully impaired since the year ended 31 December, 2020 in view of the deterioration in revenue level and poor operating results of the CGU in the prior years and economic environment in Hong Kong.

13. 商譽(續)

軟件平台(續)

現金產生單位之使用價值計算所用之主要假設如下：

預算市場份額 假設所指定之價值反映過往經驗(增長因素除外)，與董事對來自現有及潛在客戶之收益所作估計一致。董事相信，未來五年之每年計劃收益增長可合理實現。

服務合約數目 為維持現金產生單位持續經營業務，董事相信，重續現金產生單位中現有客戶之服務合約並無特別困難。

根據上述減值評估的結果，由於二零二三年相關勞動力市場人力短缺導致人力成本預期持續增加，預期其他經營開支於預算期間持續增加，截至二零二三年十二月三十一日已就商譽確認減值虧損1,728,000港元(二零二二年：18,508,000港元)。因此，該現金產生單位於二零二三年十二月三十一日的賬面金額減少並與可收回金額相同，為零港元(二零二二年：2,523,000港元)。

手機遊戲及應用

鑒於在香港過往年度之經濟環境下，現金產生單位收益水平及經營業績惡化，自截至二零二零年十二月三十一日止年度，手機遊戲的現金產生單位已悉數減值。

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14. RIGHT-OF-USE ASSETS

14. 使用權資產

		Leased properties 租賃物業 HK\$'000 千港元
Cost	成本	
At 1 January, 2022	於二零二二年一月一日	1,488
Additions	添置	183
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及 二零二三年一月一日	1,671
Additions	添置	1,534
Derecognition	終止確認	(1,671)
At 31 December, 2023	於二零二三年十二月三十一日	1,534
Accumulated depreciation and impairment loss	累計折舊及減值虧損	
At 1 January, 2022	於二零二二年一月一日	248
Charge for the year	本年度扣除	816
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及 二零二三年一月一日	1,064
Charge for the year	本年度扣除	790
Eliminated on derecognition	終止確認對銷	(1,598)
Impairment loss	減值虧損	1,278
At 31 December, 2023	於二零二三年十二月三十一日	1,534
Carrying amount	賬面值	
At 31 December, 2023	於二零二三年十二月三十一日	-
At 31 December, 2022	於二零二二年十二月三十一日	607

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14. RIGHT-OF-USE ASSETS (CONTINUED)

The Group has obtained the right to use certain properties as its office premises through tenancy agreements. The leases typically run for an initial period of 2 years (2022: 2 years). None of the leases include variable lease payments.

For short-term leases (defined as leases with a lease term of 12 months or less) the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

Amounts included in the consolidated statement of cash flows comprise cash outflow for leases of HK\$44,000 and HK\$828,000 (2022: HK\$Nil and HK\$856,000) in operating and financing activities respectively.

Details of the maturity analysis of lease liabilities are set out in note 22.

15. TRADE AND OTHER RECEIVABLES

Gross amount of trade receivables	應收賬款總額
Less: loss allowance	減：虧損撥備
Deposits and other receivables	按金及其他應收款
Prepayments	預付款

All of the Group's trade and other receivables, apart from certain deposits and prepayments of HK\$222,000 (2022: HK\$18,000), are expected to be recovered or recognised as expenses within one year.

14. 使用權資產(續)

本集團已透過租賃協議獲得若干物業之使用權作為其辦公室物業。該等租賃通常初始為期二年(二零二二年：二年)。該等租賃均不包含可變租賃付款。

就短期租賃(界定為租期為12個月或以下的租賃)而言，本集團於租期內按直線基準確認租賃付款為經營開支。

列入綜合現金流量表的金額包括經營及融資活動中的租賃現金流出，分別為44,000港元及828,000港元(二零二二年：零港元及856,000港元)。

租賃負債之期限分析詳情載於附註22。

15. 應收賬款及其他應收款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gross amount of trade receivables	應收賬款總額	6,535	5,757
Less: loss allowance	減：虧損撥備	(3,958)	(3,891)
Deposits and other receivables	按金及其他應收款	2,577	1,866
Prepayments	預付款	545	2,257
		2,383	3,455
		5,505	7,578

除金額為222,000港元(二零二二年：18,000港元)之若干按金及預付款外，本集團所有應收賬款及其他應收款預期可於一年內收回或確認為開支。

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15. TRADE AND OTHER RECEIVABLES (CONTINUED)

A deposit was paid in 2020 to a supplier for development of mobile games and applications amounting to approximately HK\$1,969,000 for use in the Group's mobile games and application services. The management of the Company had issued demand notes and recovery procedures against the supplier but failed to recover the deposit and determined the amount could not be recovered. Accordingly, the directors of the Company have written off the amount of HK\$1,969,000 (2022: nil) in the year ended 31 December, 2023.

The prepayments include HK\$1,085,000 (2022: HK\$2,104,000) for hardware procurement, licenses and testing fees.

Ageing analysis

As of the end of the reporting period, the ageing analysis of trade receivables, based on the invoice date and net of loss allowance, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 month	少於一個月	987	1,136
More than 1 but less than 3 months	超過一個月但少於三個月	988	660
More than 3 but less than 6 months	超過三個月但少於六個月	331	-
More than 6 but less than 12 months	超過六個月但少於 十二個月	271	70
More than 12 months	超過十二個月	-	-
		2,577	1,866

Further details on the Group's credit policy and credit risk arising from trade receivables are set out in note 27(a).

15. 應收賬款及其他應收款 (續)

二零二零年就開發手機遊戲及應用而向供應商支付的按金約為1,969,000港元，乃用於本集團的手機遊戲及應用服務。本公司管理層已向供應商出具還款通知單並進行收回程序，但未能收回按金並認為該金額不可收回。因此，於截至二零二三年十二月三十一日止年度本公司董事已撇銷該金額1,969,000港元(二零二二年：無)。

預付款包括1,085,000港元(二零二二年：2,104,000港元)的硬件採購、許可證及測試費。

賬齡分析

截至報告期末，應收賬款根據發票日期及扣除虧損撥備之賬齡分析如下：

本集團信貸政策以及應收賬款產生之信貸風險之更多詳情載於附註27(a)。

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16. LOANS AND INTEREST RECEIVABLES

The Group's loans and interest receivables as at 31 December, 2022 arose from the Money Lending Business which has been classified as discontinued operation in September 2021 as a result of the Group's cessation of the operation. Further details on the discontinued operation are set out in note 7.

During the year ended 31 December, 2023, the balances were derecognised upon the completion of disposal of subsidiaries as set out in note 30(b). Under the terms set out in the disposal agreement, a loan receivable of principal amount of HK\$3,841,000 was assigned from AP Finance to the Group upon the completion of the disposal.

16. 應收貸款及利息

於二零二二年十二月三十一日，本集團之應收貸款及利息產生自放債業務，該業務已於二零二一年九月獲分類為已終止經營業務，原因為本集團終止其營運。有關已終止經營業務的更多詳情載於附註7。

誠如附註30(b)所載，於截至二零二三年十二月三十一日止年度，結餘於完成出售附屬公司後終止確認。根據出售協議所載條款，奧栢財務於出售事項完成後向本集團轉讓一筆本金額為3,841,000港元的應收貸款。

		2023 二零二三年			2022 二零二二年		
		Loan Portion	Interest Portion	Total	Loan Portion	Interest Portion	Total
		貸款部分	利息部分	總計	貸款部分	利息部分	總計
		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
Loans secured by mortgage	按揭抵押貸款	-	-	-	5,000	298	5,298
Personal guaranteed loans	個人擔保貸款	-	-	-	47,300	4,589	51,889
Unsecured loans	無抵押貸款	3,841	-	3,841	42,018	5,343	47,361
		3,841	-	3,841	94,318	10,230	104,548
Less: loss allowance	減：虧損撥備	(3,841)	-	(3,841)	(89,410)	(10,230)	(99,640)
		-	-	-	4,908	-	4,908

Loans receivable were interest free (2022: 10.0% to 58.9% per annum) and repayable on maturity dates under the terms in contractual agreements or on demand in writing by the Group.

應收貸款為不計息(二零二二年：年利率為10.0%至58.9%)，並由本集團於到期日根據合同協議條款或按書面要求償還。

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16. LOANS AND INTEREST RECEIVABLES (CONTINUED)

Ageing analysis of the carrying amount, prepared based on contractual due date, is as follows:

		2023 二零二三年			2022 二零二二年		
		Loan Portion 貸款部分 HK\$'000 千港元	Interest Portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元	Loan Portion 貸款部分 HK\$'000 千港元	Interest Portion 利息部分 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Current (not past due)	流動(未逾期)	-	-	-	-	-	-
Less than 3 months past due	逾期少於三個月	-	-	-	-	-	-
3 to 6 months past due	逾期三至六個月	-	-	-	-	-	-
Over 6 months past due	逾期六個月以上	-	-	-	4,908	-	4,908
		-	-	-	4,908	-	4,908

The credit quality of loans and interest receivables that are neither past due nor impaired was assessed by reference to historical information about counterparties' default rates.

Further details on the Group's credit policy are set out in note 27(a).

17. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION

(a) Cash and cash equivalents comprise cash at bank and on hand

As at 31 December, 2023, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$1,000 (2022: HK\$52,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

16. 應收貸款及利息(續)

根據合同到期日編製的賬面值賬齡分析如下：

無逾期或減值之應收貸款及利息之信貸質素參考有關交易方違約率之過往資料作評估。

有關本集團信貸政策的更多詳情載於附註27(a)。

17. 現金及現金等值物及其他現金流量資料

(a) 組成銀行及手頭現金之現金及現金等值物

於二零二三年十二月三十一日，本集團以人民幣(「人民幣」)計值之現金及現金等值物為1,000港元(二零二二年：52,000港元)。人民幣不能自由兌換至其他貨幣，然而，根據中國內地之外匯管理條例以及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為其他貨幣。

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17. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

17. 現金及現金等值物及其他現金流量資料(續)

(b) 自融資活動產生之負債對賬

下表載列本集團來自融資活動之負債變動(包括現金及非現金變動)詳情。自融資活動產生之負債為其現金流量或未來現金流量將在本集團綜合現金流量表中分類為融資活動所得之現金流量之負債。

		Interest-bearing borrowings 附息借款 HK\$'000 千港元 (note 20) (附註20)	Lease liabilities 租賃負債 HK\$'000 千港元 (note 22) (附註22)	Total 總計 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	908	1,244	2,152
Changes from financing cash flows:	融資活動現金流量變動:			
Capital element of lease rentals paid	已付租賃租金之本金部分	-	(805)	(805)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	(51)	(51)
Interest paid	已付利息	(223)	-	(223)
New loans from a third party	來自第三方之新貸款	2,900	-	2,900
		2,677	(856)	1,821
Other changes:	其他變動:			
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	-	183	183
Interest expenses (note 5(a))	利息開支(附註5(a))	223	51	274
		223	234	457
At 31 December, 2022	於二零二二年十二月三十一日	3,808	622	4,430

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17. CASH AND CASH EQUIVALENTS AND OTHER CASH FLOW INFORMATION (CONTINUED)

(b) Reconciliation of liabilities arising from financing activities (Continued)

17. 現金及現金等值物及其他現金流量資料(續)

(b) 自融資活動產生之負債對賬(續)

		Interest-bearing borrowings	Amount due to a director	Lease liabilities	Total
		附息借款	董事往來款	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(note 20)	(note 21)	(note 22)	(附註20)
		(附註20)	(附註21)	(附註22)	千港元
At 1 January, 2023	於二零二三年一月一日	3,808	-	622	4,430
Changes from financing cash flows:	融資活動現金流量變動:				
Capital element of lease rentals paid	已付租賃租金之本金部分	-	-	(800)	(800)
Interest element of lease rentals paid	已付租賃租金之利息部分	-	-	(28)	(28)
Interest paid	已付利息	(862)	-	-	(862)
New loans from a third party	來自第三方之新貸款	7,356	-	-	7,356
Repayment of other loans	償還其他貸款	(10,374)	-	-	(10,374)
Advance from a director	董事墊款	-	2,852	-	2,852
		(3,880)	2,852	(828)	(1,856)
Other changes:	其他變動:				
Increase in lease liabilities from entering into new leases	訂立新租賃產生之租賃負債增加	-	-	1,534	1,534
Decrease in lease liabilities from early termination of lease	提前終止租賃產生之租賃負債減少	-	-	(73)	(73)
Interest expenses (note 5(a))	利息開支(附註5(a))	862	-	28	890
		862	-	1,489	2,351
At 31 December, 2023	於二零二三年十二月三十一日	790	2,852	1,283	4,925

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18. OTHER PAYABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other payables	其他應付款	846	2,154

All other payables are expected to be settled within one year or repayable on demand.

所有其他應付款預期將於一年內清償或按要求償還。

19. CONTRACT LIABILITIES

These represent receipt in advance of performance under IT service contracts with customers.

When the Group receives a deposit before the service commences, this will give rise to contract liabilities at the start of a contract until the revenue recognised on the project exceeds the amount of the deposits. The Group typically receives a certain deposit, which is negotiated on case by case basis with customers, on acceptance of IT service contracts.

19. 合約負債

該等金額為與客戶訂立之資訊科技服務合約項下履約預收款項。

倘本集團於服務開始前收取按金，有關按金會於合約開始時產生合約負債，直至有關項目確認收益超過按金金額為止。本集團一般會收取若干按金，有關按金在接納資訊科技服務合約時會根據個別情況與客戶協商。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	7,361	4,652
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	由於在年內確認之收益計入於年初之合約負債導致合約負債減少	(6,138)	(2,114)
Increase in contract liabilities as a result of billing in advance of performance under IT service contracts	由於資訊科技服務合約項下履約預收款項導致合約負債增加	14,428	24,144
Decrease in contract liabilities as a result of recognising revenue in respect of the new contract liabilities entitled during the year	由於在年內確認新合約負債相關收益導致合約負債減少	(9,010)	(19,321)
At 31 December	於十二月三十一日	6,641	7,361

The amount of receipt in advance of performance expected to be recognised as revenue after more than one year is HK\$65,000 (2022: HK\$163,000).

預期將於逾一年後確認為收益之履約預收款項金額為65,000港元(二零二二年：163,000港元)。

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20. INTEREST-BEARING BORROWINGS

The interest-bearing borrowings are repayable within one year or on demand (including those with repayable on demand clause).

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loan from a third party	來自一名第三方之貸款	790	3,808

The maturity of interest-bearing borrowings, based on the scheduled repayment dates set out in the loan agreements, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 year	一年內	790	3,808
After 1 year but within 2 years	一年後至兩年內	-	-
After 2 years but within 5 years	兩年後至五年內	-	-
More than 5 years	五年以上	-	-
		790	3,808

Details on the interest rate profile of the Group are set out in note 27(c).

The interest-bearing borrowings at 31 December, 2023 were unsecured.

20. 附息借款

附息借款須於一年內償還或按要求償還(包括設有按要求償還條款之借款)。

附息借款基於貸款協議所載預定還款日期之期限如下：

本集團之利率情況詳情載於附註27(c)。

於二零二三年十二月三十一日之附息借款為無抵押。

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21. AMOUNT DUE TO A DIRECTOR

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Amount due to a director	應付一位董事往來款	2,852	-

The amount due to a director, who is also a shareholder with 29.07% shareholding interest in the Company, is unsecured, non-interest bearing and without fixed repayment terms.

21. 應付一位董事往來款

應付一位董事(其亦為持有本公司29.07%股權的股東)往來款為無抵押、不計息且無固定還款期限。

22. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 year	一年內	757	603
After 1 year but within 2 years	一年後至兩年內	526	19
		1,283	622

22. 租賃負債

下表顯示本集團租賃負債之剩餘合約期限：

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23. DEFERRED TAXATION

The component of deferred tax (assets)/liabilities recognised in the consolidated statement of financial position and the movements during the year are as follows:

Deferred tax arising from:

23. 遞延稅項

於本年度，於綜合財務狀況表確認的遞延稅項(資產)/負債組成部分及變動如下：

遞延稅項產生自：

		Right-of-use		Total
		assets	Lease liabilities	
		使用權資產	租賃負債	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
		(Restated)		(Restated)
		(經重列)		(經重列)
At 1 January, 2022	於二零二二年一月一日	205	-	205
Credited to profit or loss	計入損益	(105)	-	(105)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及 二零二三年一月一日	100	-	100
Credited to profit or loss	計入損益	(100)	-	(100)
At 31 December, 2023	於二零二三年十二月三十一日	-	-	-



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23. DEFERRED TAXATION (CONTINUED)

Reconciliation to the consolidated statement of financial position:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Deferred tax assets	遞延稅項資產	-	-
Deferred tax liabilities	遞延稅項負債	-	100
		-	100

As at 31 December, 2023 the Group has cumulative tax losses of approximately HK\$63,725,000 (2022: HK\$79,129,000). The Group has not recognised deferred tax assets in relation to these unutilised tax losses and deductible temporary differences in respect of lease liabilities and deferred benefit plan obligations amounting to HK\$2,135,000 (2022: HK\$1,373,000) due to the unpredictability of future profit streams. The tax losses of HK\$60,757,000 (2022: HK\$76,161,000) have no expiry date under the current tax legislation. Other temporary differences are not material.

24. DEFINED BENEFIT PLAN OBLIGATIONS

The Group operates a mandatory provident fund scheme (the "MPF Scheme") under the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) for employees employed under the jurisdiction of the Hong Kong Employment Ordinance. The MPF Scheme is a defined contribution retirement scheme administered by independent trustees. Under the MPF Scheme, the employer and its employees are each required to make contributions to the scheme at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately, and there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

23. 遞延稅項(續)

綜合財務狀況表對賬：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
遞延稅項資產	-	-
遞延稅項負債	-	100
	-	100

於二零二三年十二月三十一日，本集團的累計稅項虧損約為63,725,000港元(二零二二年：79,129,000港元)。由於未來溢利來源無法估計，本集團並無就該等未動用稅項虧損及有關租賃負債及遞延受益計劃義務的可抵扣暫時差額2,135,000港元(二零二二年：1,373,000港元)確認遞延稅項資產。根據目前稅項法例，稅項虧損60,757,000港元(二零二二年：76,161,000港元)並無屆滿日期。其他暫時性差額並不重大。

24. 設定受益計劃義務

本集團根據香港法例第485章強制性公積金計劃條例為受香港僱傭條例管轄之司法權區之受聘僱員設立一項強制性公積金計劃(「強積金計劃」)。強積金計劃為一項由獨立受託人管理之定額供款退休計劃。根據強積金計劃，僱主及其僱員各自須按僱員相關收入之5%向計劃供款，最高為每月相關收入之30,000港元。計劃供款即時歸屬，並無本集團可用於減低現有供款水平的已沒收供款。

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24. DEFINED BENEFIT PLAN OBLIGATIONS (CONTINUED)

Hong Kong employees that have been employed continuously for at least five years are entitled to long service payments in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK\$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the group's contributions to MPF scheme, with an overall cap of HK\$390,000 per employee. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

In June 2022, the Government gazetted the Amendment Ordinance, which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme. The Government has subsequently announced that the Amendment Ordinance will come into effect from 1 May, 2025. Separately, the Government is also expected to introduce a subsidy scheme to assist employers after the abolition. Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee's service from the Transition Date. However, where an employee's employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee's service up to that date; in addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee's monthly salary immediately before the Transition Date and the years of service up to that date. The group has accounted for the offsetting mechanism and its abolition as disclosed in note 2(c).

24. 設定受益計劃義務(續)

於若干情況下，連續受僱至少五年的香港僱員根據香港僱傭條例有權獲得長期服務金。該等情況包括僱員因嚴重不當行為或裁員，僱員於65歲或以上的年齡辭職，或僱員合約屬固定期限而到期後並無續約之外的原因被解僱。應付長期服務金的金額乃參考僱員最終薪金(上限為22,500港元)及服務年期，減集團就強積金計劃供款所產生的任何累算權益金額釐定，每名僱員的總上限為390,000港元。目前，本集團並無制定任何單獨資金安排以履行其長期服務金義務。

於二零二二年六月，政府在憲報刊登修訂條例，該條例最終將廢除僱主的法定權利，即透過提取其強積金計劃強制性供款，減少其應付香港僱員的長期服務金。政府隨後宣佈修訂條例將於二零二五年五月一日生效。另外，預期政府亦將於廢除後推出補貼計劃以協助僱主。其中，一旦廢除抵銷機制生效，僱主不可再使用其強積金強制性供款(不論於過渡日期之前、當日或之後作出的供款)所產生的累算權益來抵扣僱員自過渡日期起所提供服務的長期服務金。然而，如僱員於過渡日期前已受僱，僱主可繼續動用上述累算權益，以抵扣該僱員截至該日所提供服務的長期服務金；此外，於過渡日期前所提供服務的長期服務金將根據僱員於緊接過渡日期前之月薪及截至該日止之服務年限計算。誠如附註2(c)所披露，本集團已將抵銷機制及其廢除納入會計處理。

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24. DEFINED BENEFIT PLAN OBLIGATIONS (CONTINUED)

The movements in the present value of unfunded obligations are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
At 1 January	於1月1日	751	-
Expenses recognised in profit or loss:	於損益中確認的開支：		
Current service cost	當期服務成本	78	37
Interest cost	利息成本	23	20
Past service cost	過往服務成本	-	694
		101	751
At 31 December	於12月31日	852	751

The weighted average duration of the defined benefit obligation at 31 December, 2023 is 10.2 years (2022: 9.2 years).

24. 設定受益計劃義務(續)

未退款義務現值變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
At 1 January	於1月1日	751	-
Expenses recognised in profit or loss:	於損益中確認的開支：		
Current service cost	當期服務成本	78	37
Interest cost	利息成本	23	20
Past service cost	過往服務成本	-	694
		101	751
At 31 December	於12月31日	852	751

於二零二三年十二月三十一日，設定受益義務之加權平均年期為10.2年(二零二二年：9.2年)。

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24. DEFINED BENEFIT PLAN OBLIGATIONS (CONTINUED)

The above expenses are recognised in the following line items in the consolidated statement of profit or loss:

Analysed for reporting purposes as:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Cost of sales	銷售成本	10	59
Administrative expenses	行政開支	15	164
Research and development expenses	研發開支	66	456
Selling and distribution costs	銷售及分銷成本	10	72
		101	751

Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows:

		2023 二零二三年	2022 二零二二年
Discount rate	貼現率	3%	3%
Future salary increases	未來工資增長	3%	3%
Expected investment return on offsettable MPF accrued benefits	可抵銷強積金累算權益 預期投資回報	1%	1%

24. 設定受益計劃義務(續)

以上開支於綜合損益表的以下項目確認：

就報告目的分析為：

重要精算假設(以加權平均數表示)及敏感度分析如下：

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24. DEFINED BENEFIT PLAN OBLIGATIONS (CONTINUED)

The below analysis shows how the defined benefit obligation would have increased/decreased as a result of 2% change in the significant actuarial assumptions:

		Increase in 2%		Decrease in 2%	
		增加2%		減少2%	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元
Discount rate	貼現率	(26)	(254)	36	423
Future salary increases	未來工資增長	5	54	(6)	(72)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

The employees of a subsidiary in the PRC are members of the state-sponsored retirement benefit scheme organised by the relevant local government authority in the PRC. The subsidiary is required to contribute, based on a certain percentage of the basic salary of its employees, to the retirement benefit scheme and has no further obligations for the actual payment of pensions or post-retirement benefits beyond the annual contributions. The state-sponsored retirement benefit scheme represents for the entire pension obligations payable to retired employees. Contributions to the plan vest immediately, there is no forfeited contributions that may be used by the Group to reduce the existing level of contribution.

24. 設定受益計劃義務(續)

下列分析說明設定受益義務將如何由於重大精算假設中2%的變化而增加／減少：

上述敏感性分析是基於精算假設變動是不相關的，因此並不考慮精算假設之間的相關性。

一間中國附屬公司之僱員為中國相關地方政府當局管理之國家資助退休福利計劃之成員。該附屬公司須按其僱員之基本薪金之若干百分比向退休福利計劃供款，除年度供款外，毋須承擔有關實際退休金付款或退休福利之進一步責任。國家資助退休福利計劃就應向退休僱員支付之全部退休金負責。計劃供款即時歸屬，本集團不會動用已被沒收的供款減低現有的供款水平。

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25. EQUITY SETTLED SHARE-BASED TRANSACTIONS

On 8 May, 2013, the Company passed an ordinary resolution at the annual general meeting regarding the termination of the old share option scheme which was adopted on 25 November, 2003 (the “Old Share Option Scheme”) and adopted a new share option scheme (the “New Share Option Scheme”) whereby the board of directors of the Company may, at its discretion, grant share options to the eligible participants including any employees, directors, suppliers, consultants, agents and advisers or any person in the sole discretion of the board of directors for the primary purpose to recognise and motivate their contributions to the Group.

On 29 April, 2016, the Company passed an ordinary resolution at the extraordinary general meeting to amend the definition of “Eligible Participant” of the New Share Option Scheme and the definition of “Invested Entity” be added to the New Share Option Scheme (“Amendments to the New Share Option Scheme”).

Unless it is approved by shareholders in a general meeting of the Company, the maximum number of shares available for subscription under Amendments to the New Share Option Scheme or any other option scheme adopted by the Company is subject to:

- i. The maximum number of shares of the Company which may be issued upon exercise of all options granted under Amendments to the New Share Option Scheme or any other share option scheme adopted by the Company must not exceed 30% of its issued share capital from time to time; and
- ii. The total number of shares which may be issued upon exercise of all options to be granted under Amendments to the New Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the shares in issue at the date of the approval of Amendments to the New Share Option Scheme/at the date of passing the relevant resolution in general meeting.

25. 以股本結算之股份交易

於二零一三年五月八日，本公司於股東週年大會通過有關終止舊購股權計劃（「舊購股權計劃」，乃於二零零三年十一月二十五日採納）之普通決議案，並採納新購股權計劃（「新購股權計劃」），據此，本公司董事會可酌情向合資格參與者（包括僱員、董事、供應商、諮詢顧問、代理及顧問或董事會全權酌情決定之任何人士）授出購股權，旨在肯定及鼓勵彼等對本集團作出貢獻。

於二零一六年四月二十九日，本公司於股東特別大會上通過普通決議案，對新購股權計劃下「合資格參與者」及「投資實體」之定義進行修訂並加入新購股權計劃（「新購股權計劃修訂」）。

除非於本公司股東大會上獲股東批准，於新購股權計劃修訂或本公司採納之任何其他購股權計劃項下可供認購之最高股份數目受限於以下各項：

- i. 本公司根據新購股權計劃修訂或本公司採納之任何其他購股權計劃授出之所有購股權獲行使時可能發行之本公司股份數目上限，不得超過其不時已發行股本之30%；及
- ii. 根據新購股權計劃修訂及本集團任何其他購股權計劃將予授出之所有購股權獲行使時可能發行之股份總數合共不得超過於新購股權計劃修訂獲批准之日期／相關決議案於股東大會獲通過之日期已發行股份之10%。

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25. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The maximum number of shares issuable under the options to each eligible participant in any 12-month period is limited to 1% of the shares in issue unless it is approved by shareholders in general meeting of the Company.

Any grant of options under Amendments to the New Share Option Scheme to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by independent non-executive directors (excluding any independent non-executive director who is the proposed grantee of the options).

Any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their respective associates, in excess of 0.1% of the shares in issue and with an aggregate value (based on the closing price of the shares at the date of each grant) in excess of HK\$5 million, in any 12-month period, are subject to shareholders' approval in general meeting of the Company.

The offer of a grant of share options may be accepted within 28 days from the date of the offer of the option. The consideration for a grant of options by the Company is HK\$1.00. The exercise period of the share options granted is determined by the board of directors.

The exercise price of the share options is determined by the board of directors providing that the price shall not be less than the highest of (i) the closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets on the date of the offer, which must be a trading day; (ii) the average closing price of the shares on GEM as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer; and (iii) the nominal value of the shares.

25. 以股本結算之股份交易(續)

於任何十二個月期間，根據購股權可向每名合資格參與者發行之最高股份數目為已發行股份之1%，除非於本公司股東大會上經股東批准則作別論。

根據新購股權計劃修訂向本公司董事、主要行政人員或主要股東或彼等各自之聯繫人授出購股權，必須經獨立非執行董事(不包括其本身為購股權建議承授人之獨立非執行董事)批准。

於任何十二個月期間，向本公司主要股東或獨立非執行董事或彼等各自之任何聯繫人授出之任何購股權，如超過已發行股份0.1%及總值(根據授出日期之各自股份收市價計算)超過5,000,000港元，均須於本公司股東大會上獲股東批准。

購股權授出建議可於授出購股權建議日期起計28日內接納。接納本公司授出購股權之代價為1.00港元。授出購股權之行使期間由董事會釐定。

購股權行使價乃由董事會釐定，惟行使價不得低於以下最高者：(i)建議授出日期(必須為交易日)於聯交所每日報價表所報股份於GEM之收市價；(ii)緊接授出日期前五個交易日聯交所每日報價表所報股份於GEM之平均收市價；及(iii)股份面值。

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25. EQUITY SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The total number of share options that could be granted was limited to 127,264,000 shares at par value of HK\$0.04 each, representing approximately 10% of the total issued shares of the Company on the date of passing the resolution to refresh the New Share Option Scheme limit at the annual general meeting on 25 June, 2018.

No share option under the Old Share Option Scheme or Amendments to the New Share Option Scheme was granted or outstanding during the years ended 31 December, 2023 and 2022.

25. 以股本結算之股份交易(續)

可授出之購股權總數上限為127,264,000股每股面值0.04港元之股份，佔於二零一八年六月二十五日股東週年大會通過更新新購股權計劃之決議案當日本公司之已發行股份總額約10%。

截至二零二三年及二零二二年十二月三十一日止年度內並無根據舊購股權計劃或新購股權計劃修訂授出或尚未行使之購股權。

26. CAPITAL AND RESERVES

(a) Share capital

Authorised and issued share capital

26. 資本及儲備

(a) 股本

法定及已發行股本

	Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Authorised:		
Ordinary shares		
At 31 December, 2023 and 2022 of HK\$0.04 each	3,000,000	120,000
Issued and fully paid:		
Ordinary shares		
At 31 December, 2023 and 2022 of HK\$0.04 each	1,272,640	50,906

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26. CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Capital reserve

The capital reserve represents capital contribution from shareholders in relation to interest-free loans granted by the shareholders. The amounts are estimated by discounting the nominal value of their non-interest-bearing loans to the Group at current market interest rate for similar financial instruments. An early repayment of interest-free loans represents a reduction in contribution from shareholders and reduces capital reserve accordingly.

(iii) Capital surplus

Capital surplus comprises the unconditional waiver of loans and advances by shareholders of the Company and the Group's former subsidiary.

(iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policy set out in note 2(t).

26. 資本及儲備(續)

(b) 儲備之性質及用途

(i) 股份溢價

根據開曼群島法例第22章公司法(一九六一年第3號法例，經綜合及修訂)，本公司股份溢價賬之資金可分派予本公司股東，惟緊隨建議派發股息日期後，本公司將於其日常業務過程中可償還到期之債務。

(ii) 資本儲備

資本儲備指與股東授出免息貸款有關的股東注資。金額以給予本集團免息貸款之面值按類似金融工具之現行市場利率貼現估算。提早償還免息貸款指減少股東注資，而資本儲備亦因此相應減少。

(iii) 資本盈餘

資本盈餘包括本公司股東及本集團前度附屬公司之無條件豁免貸款及墊款。

(iv) 匯兌儲備

匯兌儲備包括因換算國外業務財務報表而產生之所有外匯差額。此儲備乃根據附註2(t)所載之會計政策處理。

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26. CAPITAL AND RESERVES (CONTINUED)

(b) Nature and purpose of reserves (Continued)

(v) Other reserve

The other reserve represents the excess of cash consideration paid for acquisition of additional interests in non-wholly owned subsidiaries over the decrease in the carrying amount of the non-controlling interests of HK\$102,000 (2022: HK\$102,000) in prior years.

(c) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments as to the capital structure in light of changes in economic conditions.

The Group monitors its capital structure on the basis of an adjusted net debt-to-capital ratio. For this purpose, adjusted net debt is defined as all liabilities excluding deferred tax, less cash and cash equivalents. Adjusted capital comprises all components of equity.

26. 資本及儲備(續)

(b) 儲備之性質及用途(續)

(v) 其他儲備

其他儲備指於以往年度收購非全資附屬公司之額外權益已付之現金代價超過非控股權益賬面值降幅之102,000港元(二零二二年:102,000港元)。

(c) 資本管理

本集團管理資本之首要目標為透過將產品及服務之價格訂於與風險相稱之水平及按合理成本籌措融資，保障本集團持續經營業務之能力，從而繼續為股東提供回報及為其他權益持有人帶來裨益。

本集團積極及定期對資本架構開展檢討及管理，以在較高股東回報情況下可能伴隨之較高借貸水平與良好之資本狀況帶來之好處及保障之間取得平衡，並因應經濟環境之變化對資本架構作出調整。

本集團以經調整債務淨額對資本比率為基準，監控其資本結構。就此而言，經調整債務淨額之定義為債務總額(不包括遞延稅項)減現金及現金等值物。經調整資本包括所有權益項目。

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26. CAPITAL AND RESERVES (CONTINUED)

(c) Capital management (Continued)

The adjusted net debt-to-capital ratio at the end of reporting period was as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net debt	債務淨額	10,066	10,251
Capital	資本	(4,561)	4,774
Debt to capital ratio	債務資本比率	(2.21)	2.15

The directors of the Company review the capital structure on an ongoing basis. As part of this review, the directors consider the cost of debt and cost of capital. Based on the recommendation of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues as well as the issue of new debts.

Neither the Company nor any of its subsidiaries is subject to externally imposed capital requirements.

(d) Distributability of reserves

At 31 December, 2023, the aggregate amounts of reserves available for distribution to owners of the Company was HK\$Nil (2022: HK\$Nil).

26. 資本及儲備(續)

(c) 資本管理(續)

於報告期末的經調整債務淨額對資本比率如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net debt	債務淨額	10,066	10,251
Capital	資本	(4,561)	4,774
Debt to capital ratio	債務資本比率	(2.21)	2.15

本公司董事持續審閱資本結構。作為此審閱之部分，董事考慮債務及資本成本。本集團將根據董事之推薦意見透過支付股息、發行新股以及發行新債務平衡其整體資本結構。

本公司及其任何附屬公司均不受外界施加之資本規定所限制。

(d) 分派儲備

於二零二三年十二月三十一日，可供分派予本公司擁有人之儲備總額為零港元(二零二二年：零港元)。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group's business. The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

(a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group's credit risk is primarily attributable to trade and other receivables and loans and interest receivables. The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks for which the Group considers to have low credit risk.

The Group uses debtors' aging to assess the impairment for its customers in relation to its operation because these customers consist of a large number of customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The impairment assessment is based on the Group's assessment of historical credit loss experience of the existing debtors and all available forward-looking information, including but not limited to the expected economic conditions. At the end of the reporting period, the Group has a concentration of credit risk as 9% (2022: 21%) and 13% (2022: 60%) of total trade receivables were due from the largest customer and five largest customers respectively.

27. 財務風險管理及金融工具公平值

信貸、流動資金、利率及貨幣風險乃於本集團一般業務過程中產生。本集團所面對之該等風險及本集團管理該等風險而採用之財務風險管理政策及常規列述如下。

(a) 信貸風險

信貸風險指交易方將違反其合約責任而導致本集團蒙受財務虧損之風險。本集團之信貸風險主要源自應收賬款及其他應收款以及應收貸款及利息。本集團來自現金及現金等值物之信貸風險有限，由於交易方為本集團認為具有低信貸風險之銀行。

本集團使用應收賬款賬齡來評估客戶與其經營相關之減值，因為該等客戶包含大量具有共同風險特徵之客戶，代表客戶根據合約條款支付所有應付金額的能力。減值評估乃根據本集團對現有應收賬款歷史信貸虧損經驗之評估及所有可用的前瞻性資料(包括但不限於預期經濟狀況)。於報告期末，本集團應收最大客戶及五大客戶之應收賬款總額之信貸風險集中度分別為9% (二零二二年：21%) 及13% (二零二二年：60%)。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

The Group used estimated loss rates based on aging for classes with different credit risk characteristics and exposures, and the estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated. Trade receivables are due within 30 days from the billing date.

(i) Trade receivables

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

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

本集團基於具有不同信用風險特徵和敞口的類別之賬齡使用估計虧損率，估計虧損率乃基於應收賬款預期年期期間歷史觀察違約率估計。管理層定期審閱分組，以確保有關特定應收賬款的相關資料屬最新。應收賬款於發票日期起計30日內到期。

(i) 應收賬款

本集團按相等於使用撥備矩陣計算之全期預期信貸虧損之金額計量應收賬款之虧損撥備。由於本集團之過往信貸虧損經驗並無就不同客戶分部顯示重大虧損模式差異，根據逾期狀態計算之虧損撥備並無於本集團不同客戶群之間進一步區分。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables:

		2023 二零二三年			
	Expected average loss rate 預期平均虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元	
Current (not past due)	流動(未逾期)	0.71%	487	(4)	483
Less than 1 month past due	逾期少於一個月	0.77%	508	(4)	504
1 to 3 months past due	逾期一至三個月	0.89%	996	(9)	987
3 to 6 months past due	逾期三至六個月	1.02%	335	(3)	332
6 to 12 months past due	逾期六至十二個月	1.15%	274	(3)	271
More than 12 months	逾期十二個月以上	100%	3,935	(3,935)	-
			6,535	(3,958)	2,577

		2022 二零二二年			
	Expected average loss rate 預期平均虧損率	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net carrying amount 賬面淨值 HK\$'000 千港元	
Current (not past due)	流動(未逾期)	0.71%	643	(4)	639
Less than 1 month past due	逾期少於一個月	0.77%	501	(4)	497
1 to 3 months past due	逾期一至三個月	9.83%-0.89%	666	(6)	660
3 to 6 months past due	逾期三至六個月	0.95%-1.07%	-	-	-
6 to 12 months past due	逾期六至十二個月	1.12%-1.42%	122	(52)	70
More than 12 months	逾期十二個月以上	100.00%	3,825	(3,825)	-
			5,757	(3,891)	1,866

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(i) 應收賬款(續)

下表提供有關本集團就應收賬款及合約資產所面臨之信貸風險及預期信貸虧損之資料：

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(i) Trade receivables (Continued)

Expected loss rates are based on aging for classes with different credit risk characteristics and exposures, and the estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

Movements in loss allowance in respect of trade receivables are as follows:

		Trade receivables 應收賬款 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	3,958
Reversal of impairment losses	減值虧損撥回	(67)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及 二零二三年一月一日	3,891
Impairment loss recognised	已確認減值虧損	67
At 31 December, 2023	於二零二三年十二月三十一日	3,958

No significant changes to estimation techniques or assumptions were made during the reporting period.

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(i) 應收賬款(續)

預期虧損率根據本年度實際虧損經驗得出。該等比率已作出調整，以反映已取得過往數據期間內之經濟狀況、當前狀況及本集團對應收款之預期年期內之前瞻性經濟狀況之意見之間之差異。

應收賬款之虧損撥備變動如下：

		Trade receivables 應收賬款 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	3,958
Reversal of impairment losses	減值虧損撥回	(67)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及 二零二三年一月一日	3,891
Impairment loss recognised	已確認減值虧損	67
At 31 December, 2023	於二零二三年十二月三十一日	3,958

於報告期間，估計方法或假設概無出現重大變動。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating;
- external credit rating (as far as available); and
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties' ability to meet its obligations.

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(ii) 應收貸款及利息

本集團會考慮於初步確認資產後之違約可能性及信貸風險於各報告期間是否持續出現大幅增加。於評估信貸風險是否出現大幅增加時，本集團會比較於報告日期資產發生違約之風險與初步確認日期發生違約之風險。本集團會考慮可取得之合理可靠前瞻性資料。尤其會將以下指標計入考量：

- 內部信貸評級；
- 外部信貸評級(如有)；及
- 預期將導致交易方履行債務之能力出現重大變動之商業、金融或經濟環境之實際或預期重大不利變動。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

A summary of the assumptions underpinning the Group's ECL model for the loans and interest receivables is as follows:

Category 類別	Definition of category 類別定義	Basis for recognition of ECL provision 預期信貸虧損撥備之確認基準
Stage 1 第1階段	Exposures where there has not been a significant increase in credit risk since initial recognition and that are not credit-impaired upon origination. 信貸風險自初步確認以來尚未出現大幅增加且於產生後並未出現信貸減值之風險。	Portion of the lifetime ECL associated with the probability of default events occurring within the next 12 months is recognised. 確認與未來十二個月內發生違約事件之可能性相關之全期預期信貸虧損部分。
Stage 2 第2階段	Exposures where there has been a significant increase in credit risk since initial recognition but are not credit-impaired. 信貸風險自初步確認以來出現大幅增加惟並未出現信貸減值之風險。	Lifetime expected losses (i.e. reflecting the remaining lifetime of the financial asset) is recognised. 確認全期預期虧損(即反映餘下金融資產之可使用年期)。
Stage 3 第3階段	Exposures are assessed as credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. 倘發生對該資產之估計未來現金流產生不利影響之一項或多項事件，則風險評估為出現信貸減值。	Lifetime expected losses is recognised and interest revenue is calculated by applying the effective interest rate to the amortised cost (net of provision) rather than the gross carrying amount. 確認全期預期虧損並應用實際利率於攤銷成本(扣除撥備)而非賬面總值以計算利息收益。

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(ii) 應收貸款及利息(續)

本集團關於應收貸款及利息之預期信貸虧損模式所依據之假設概要如下：

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Further quantitative disclosures in respect of the Group's exposure to credit risk arising from other receivables and loans and interest receivables are set out in notes 15 and 16 respectively.

Loans to the top borrower and top five borrowers constituted approximately 26% and 51% of the Group's net loans receivable balance respectively as at 31 December, 2022.

The directors considered that the credit risk arising from the loans receivable as at 31 December, 2022 which were not fully impaired was significantly mitigated by the collaterals held, if required. The Group did not provide any guarantees which would expose the Group to credit risk.

Prior to the discontinuance of operation of the Money Lending Business as detailed in note 7, the Group rebutted the presumption of default under ECL model for loans and interest receivables over 90 days past due based on continuous business with the Group. They were assessed individually based on their probability of default and exposure of default with reference to historical credit loss experience, adjusted by current and forward-looking factors.

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(ii) 應收貸款及利息(續)

有關本集團因其他應收款以及應收貸款及利息而承受之信貸風險之進一步數據披露分別載於附註15及16。

借予最大借方和前五名借方之借款分別佔本集團於二零二二年十二月三十一日之應收貸款餘額淨額約26%及51%。

董事認為於二零二二年十二月三十一日未悉數減值的應收貸款產生之信貸風險因所持有之抵押品(倘需要)而顯著降低。本集團並無提供會令本集團面對信貸風險之任何擔保。

於終止經營放貸業務前(詳見附註7)，基於與本集團持續進行業務，本集團已推翻逾期超過90日之應收貸款及利息於預期信貸虧損模式下屬違約之假設，而根據其違約可能性及違約風險，經參考過往信貸虧損經驗，並就現有及前瞻性因素調整後作出個別評估。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

Movements in the gross amount of loans and interest receivables are as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	-	104,713	-	104,713
Transfer	轉撥	-	(99,640)	99,640	-
Repaid during the year	於年內償還	-	(165)	-	(165)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月 三十一日及二零二三年 一月一日	-	4,908	99,640	104,548
Repaid during the year	於年內償還	-	-	(2,932)	(2,932)
Disposal of subsidiaries	出售附屬公司	-	(4,908)	(92,867)	(97,775)
At 31 December, 2023	於二零二三年十二月 三十一日	-	-	3,841	3,841
By class at 31 December, 2023	按分類呈列， 於二零二三年十二月 三十一日				
- Loans receivable	- 應收貸款	-	-	3,841	3,841
- Interest receivables	- 應收利息	-	-	-	-
		-	-	3,841	3,841
By class at 31 December, 2022	按分類呈列， 於二零二二年十二月 三十一日				
- Loans receivable	- 應收貸款	-	4,908	89,410	94,318
- Interest receivables	- 應收利息	-	-	10,230	10,230
		-	4,908	99,640	104,548

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(ii) 應收貸款及利息(續)

應收貸款及利息總額之變動如下：

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(ii) Loans and interest receivables (Continued)

An analysis of changes in the corresponding ECL allowances is as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	-	99,805	-	99,805
Impact on year ended ECLs of exposures transferred between stages during the year	年內各階段之間轉撥對年末預期信貸虧損之影響	-	(99,640)	99,640	-
Repaid during the year	於年內償還	-	(165)	-	(165)
At 31 December, 2022 and 1 January, 2023	於二零二二年十二月三十一日及二零二三年一月一日	-	-	99,640	99,640
New originated	新產生	-	2,704	-	2,704
Repaid during the year	於年內償還	-	-	(2,932)	(2,932)
Disposal of subsidiaries	出售附屬公司	-	(2,704)	(92,867)	(95,571)
At 31 December, 2023	於二零二三年十二月三十一日	-	-	3,841	3,841
By class at 31 December, 2023	按分類呈列， 於二零二三年十二月三十一日				
- Loans receivable	- 應收貸款	-	-	3,841	3,841
- Interest receivables	- 應收利息	-	-	-	-
		-	-	3,841	3,841
By class at 31 December, 2022	按分類呈列， 於二零二二年十二月三十一日				
- Loans receivable	- 應收貸款	-	-	89,410	89,410
- Interest receivables	- 應收利息	-	-	10,230	10,230
		-	-	99,640	99,640

No significant changes to estimation techniques or assumptions were made during the reporting period.

於報告期間，估計方法或假設概無出現重大變動。

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(ii) 應收貸款及利息(續)

相應預期信貸虧損撥備之變動分析如下：

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(a) Credit risk (Continued)

(iii) Other financial assets at amortised cost

Other financial assets at amortised cost include cash and cash equivalents, deposits, loan receivables and other receivables. The Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of receivables and adjusts for forward looking macroeconomic data.

(b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands. The Group's policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding to meet its liquidity requirements in the short and longer term.

27. 財務風險管理及金融工具公平值(續)

(a) 信貸風險(續)

(iii) 按攤銷成本列賬之其他金融資產

按攤銷成本列賬之其他金融資產包括現金及現金等值物、按金、應收貸款及其他應收款。本集團透過及時就預期信貸虧損適當計提撥備，以將其信貸風險入賬。於計算預期信貸虧損率時，本集團會考慮各類應收款之過往虧損率，並就前瞻性宏觀經濟數據作出調整。

(b) 流動資金風險

本集團內個別營運實體負責其本身之現金管理，包括現金盈餘之短期投資及增加貸款以應付預期現金需要。本集團之政策是定期監控其流動資金需求，以確保維持充足現金儲備及足夠信貸資金，以應付其短期及長期流動資金需求。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

The following table shows the remaining contractual maturities at the end of the reporting period of the Group's financial liabilities, which is based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay:

27. 財務風險管理及金融工具公平值(續)

(b) 流動資金風險(續)

下表列示本集團之金融負債於報告期末之餘下訂約到期日，乃基於已訂約未貼現現金流量(包括使用訂約利率計算之利息付款，或如為浮息，則根據報告期末之現行利率計算)以及本集團可能被要求付款之最早日期：

		2023 二零二三年			
		Total contractual undiscounted cash flow	Within 1 year or On demand	More than 1 year but less than 2 years	
		已訂約未貼現現金流量總額	一年內到期或按需求	多於一年但少於兩年	
		賬面值	賬面值	賬面值	賬面值
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Other payables	其他應付款	846	846	846	-
Lease liabilities	租賃負債	1,283	1,340	804	536
Interest-bearing borrowings	附息借款	790	932	932	-
Amount due to a director	應付一位董事往來款	2,852	2,852	2,852	-
		5,771	5,970	5,434	536

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(b) Liquidity risk (Continued)

		2022 二零二二年			
		Total contractual undiscouted cash flow	Within 1 year or On demand	More than 1 year but less than 2 years	
Carrying Amount		已訂約未貼現現金流量總額	一年內到期或按要求的	多於一年但少於兩年	
賬面值		現金流量總額	按要求的	多於一年但少於兩年	
HK\$'000		HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元		千港元	千港元	千港元	千港元
Other payables	其他應付款	2,154	2,154	2,154	-
Lease liabilities	租賃負債	622	636	616	20
Interest-bearing borrowings	附息借款	3,808	4,189	4,189	-
		6,584	6,979	6,959	20

(c) Interest rate risk

The Group's interest rate risk arises primarily from lease liabilities and interest-bearing borrowings. Borrowings, which are issued at fixed rate, expose the Group to fair value interest rate risk. The Group's interest rate profile as monitored by management is set out below.

(c) 利率風險

本集團之利率風險主要來自租賃負債及附息借款。定息借款令本集團須承受公平值利率風險。管理層監控的本集團之利率組合載列如下。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(c) Interest rate risk (Continued)

Interest rate profile

The following table details the interest rate profile of the Group's interest-bearing borrowings at the end of the reporting period.

		2023 二零二三年		2022 二零二二年	
		Effective interest rate 實際利率 %	HK\$'000 千港元	Effective interest rate 實際利率 %	HK\$'000 千港元
Fixed rate borrowings:	定息借款：				
Interest-bearing borrowings	附息借款	18.0%	790	10.0%	3,808
Lease liabilities	租賃負債	5.0%	1,283	5.0%	622
			2,073		4,430

(d) Currency risk

The Group's business activities and its assets and liabilities were denominated in HK\$ and RMB. The management considers the Group is not exposed to significant foreign currency risk as most sales, income, purchases and expenses are denominated in the functional currency of the operations to which they relate. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

27. 財務風險管理及金融工具公平值(續)

(c) 利率風險(續)

利率組合

下表詳述於報告期末本集團計息借款之利率組合。

(d) 貨幣風險

本集團業務活動及其資產與負債以港元及人民幣列值。管理層認為本集團並無面對重大外幣風險，因為大部分銷售、收入、購買及開支均以其相關業務之功能貨幣計值。本集團目前並無外幣對沖政策。然而，管理層監察外匯風險及將於有需要時考慮對沖重大外幣風險。

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27. FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS (CONTINUED)

(e) Categories of financial instruments

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本列賬之 金融資產	6,320	13,476
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本列賬之 金融負債	5,771	6,584

(f) Fair value measurement

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 31 December, 2023 and 2022.

27. 財務風險管理及金融工具公平值(續)

(e) 金融工具類別

(f) 公平值計量

本集團按成本或攤銷成本列值之金融工具之賬面值與其於二零二三年及二零二二年十二月三十一日之公平值並無重大差異。

28. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the directors of the Company as disclosed in note 8 and certain of the highest paid employees as disclosed in note 9, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	4,117	3,944
Post-employment benefits	離職後福利	128	112
		4,245	4,056

28. 重大關連方交易及結餘

(a) 主要管理人員薪酬

本集團主要管理人員薪酬包括附註8所披露之已付本公司董事款項及附註9所披露之已付若干最高薪酬僱員之款項，詳情如下：

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28. MATERIAL RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

(b) *Material related party transactions*

The Group has not entered into any material related party transactions during the years ended 31 December, 2023 and 2022.

(c) *Balances with related parties*

The Company's balances with related parties are disclosed in the Company's statement of financial position (note 31(a)).

29. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period, on 9 February, 2024, the Board of Directors proposed:

(A) a Capital Reorganisation involving:

- (i) the Share Consolidation whereby every ten (10) issued and unissued Existing Shares of par value of HK\$0.04 each will be consolidated into one (1) Consolidated Share of par value of HK\$0.4 each;
- (ii) the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled, and (b) the par value of each issued Consolidated Share will be reduced from HK\$0.4 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.39 on each issued Consolidated Share;

28. 重大關連方交易及結餘(續)

(b) *重大關連方交易*

截至二零二三年及二零二二年十二月三十一日止年度，本集團並無訂立任何重大關連方交易。

(c) *與關連方有關之結餘*

本公司與關連方有關之結餘於本公司之財務狀況表披露(附註31(a))。

29. 報告期後事項

在報告期結束後，於二零二四年二月九日，董事會建議進行：

(A)資本重組，涉及

- (i) 股份合併，據此，將每十(10)股每股面值0.04港元之已發行及未發行現有股份合併為一(1)股每股面值0.4港元之合併股份；
- (ii) 削減資本，據此，(a)本公司已發行股本中因股份合併而產生之任何零碎合併股份將被註銷，及(b)透過註銷每股已發行合併股份0.39港元之繳足股本而將每股已發行合併股份面值由每股0.4港元削減至0.01港元；

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29. EVENTS AFTER THE REPORTING PERIOD (CONTINUED)

- (iii) the Share Subdivision whereby immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of par value of HK\$0.4 each will be subdivided into 40 Adjusted Shares of par value of HK\$0.01 each; and
- (iv) the credit arising from the Capital Reduction will be applied towards offsetting the Accumulated Losses. The balance of the credit (if any) after offsetting the Accumulated Losses will be transferred to a distributable reserve account of the Company which may be applied by the Company in any manner as permitted by all applicable laws and the Memorandum and Articles and as the Board considers appropriate. Each of the Adjusted Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with each other in accordance with the Memorandum and Articles.

(B) subject to the Capital Reorganisation becoming effective, to implement the Rights Issue on the basis of two (2) Rights Shares for every one (1) Adjusted Share held on the Record Date at the Subscription Price of HK\$0.12 per Rights Share, to raise up to approximately HK\$30.54 million before expenses by way of the rights issuing up to 254,528,000 Rights Shares.

Details of the above Capital Reorganization and Rights Issue are set forth in the announcements dated 14 February, 2024.

As at the date of approval for issuance of the consolidated financial statements, the Capital Reorganisation and Rights Issue have not yet been effected.

29. 報告期後事項(續)

- (iii) 股份分拆，據此，於緊隨削減資本後，將每股面值0.4港元之法定但未發行合併股份分拆為40股每股面值0.01港元之經調整股份；及
- (iv) 削減資本產生之進賬將用於抵銷累計虧損。於抵銷累計虧損後，進賬結餘(如有)將轉撥至本公司之可供分派儲備賬，並可由本公司按所有適用法例及章程大綱及細則所准許且董事會認為適當之任何方式動用。根據章程大綱及細則，因資本重組而產生之各股經調整股份彼此之間在各方面將享有同等地位。

(B)待資本重組生效後，以認購價每股供股股份0.12港元按於記錄日期每持有一(1)股經調整股份獲發兩(2)股供股股份之基準實施供股，通過發行最多254,528,000股供股股份之供股方式，籌集至多約30.54百萬港元(扣除開支前)。

上述資本重組及供股的詳情載列於日期為二零二四年二月十四日的公告。

於批准發佈綜合財務報表日期，資本重組及供股尚未生效。

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30. SUBSIDIARIES

(a) Details of the principal subsidiaries as at 31 December, 2023 and 2022

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of Company 公司名稱	Country of Incorporation and operation 註冊成立及營運所在國家	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest		Proportion of effective ownership interest		Principle activity 主要業務
			實際擁有權益比例		實際擁有權益比例		
			2023 二零二三年		2022 二零二二年		
Direct 直接	Indirect 間接	Direct 直接	Indirect 間接				
KanHan Technologies Limited 看漢科技有限公司	Hong Kong 香港	363,636 shares (HK\$7,200,000) 363,636股股份 (7,200,000港元)	-	100%	-	100%	Provision of software platform services 提供軟件平台服務
AP Finance (note (i)) 奧柏財務(附註(i))	Hong Kong 香港	1 share (HK\$1) 1股股份(1港元)	-	-	-	100%	Provision of money lending business up to 2 June, 2021 提供放貸業務(直至二零二一年六月二日)
First Surplus Investment Ltd. First Surplus Investment Ltd.	BVI 英屬處女群島	10 shares of US\$1 each 10股每股面值1美元的股份	-	60%	-	60%	Investment holding 投資控股
Mooff Games Limited Mooff Games Limited	Hong Kong 香港	10,000 shares (HK\$10,000) 10,000股股份 (10,000港元)	-	60%	-	60%	Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務
Side Quest Limited Side Quest Limited	Hong Kong 香港	3,020,000 shares (HK\$4,510,001) 3,020,000股股份 (4,510,001港元)	-	60%	-	60%	Development and provision of mobile data solutions and related services 開發及提供移動數據解決方案及相關服務

30. 附屬公司

(a) 於二零二三年及二零二二年十二月三十一日之主要附屬公司詳情

下表僅載有對本集團業績、資產或負債有主要影響之附屬公司之詳情。除另有註明外，持有股份之類別屬普通股。

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30. SUBSIDIARIES (CONTINUED)

(a) Details of the principal subsidiaries as at 31 December, 2023 and 2022 (Continued)

Name of Company 公司名稱	Country of Incorporation and operation 註冊成立及營運所在國家	Particulars of issued and paid up capital 已發行及繳足股本詳情	Proportion of effective ownership interest		Proportion of effective ownership interest		Principle activity 主要業務
			2023 二零二三年		2022 二零二二年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Smart City Technology Limited 智慧城市科技有限公司	Hong Kong 香港	12,000 shares (HK\$1,010,000) 12,000 股股份 (1,010,000 港元)	-	60%	-	60%	Development of mobile games and applications 開發手機遊戲及應用
Top Banana Limited 高蕉有限公司	Hong Kong 香港	1 share (HK\$1) 1 股股份 (1 港元)	-	60%	-	60%	Development of mobile games and applications 開發手機遊戲及應用
廣州泛達科技有限公司(ii)	PRC	RMB3,600,000	-	-	-	60%	Development of mobile games and related services 開發手機遊戲及相關服務
廣州泛達科技有限公司(ii)	中國	人民幣3,600,000元					

Notes:

- (i) Disposed on 14 December, 2023 (see note 30(b)).
- (ii) Registered as wholly-owned foreign enterprise under PRC law. Deregistered on 22 August, 2022.

30. 附屬公司(續)

(a) 於二零二三年及二零二二年十二月三十一日之主要附屬公司詳情(續)

附註：

- (i) 已於二零二三年十二月十四日出售(見附註30(b))。
- (ii) 根據中國法律註冊為外商獨資企業。已於二零二二年八月二十二日撤銷登記。

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30. SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries

On 14 December, 2023, the Company entered into a sale and purchase agreement with a third party to sell the entire interest in Major Worldwide, and to assign to the purchaser all the debts due from Major Worldwide and its subsidiary (together the “Major Worldwide Group”) to the Group at a consideration of HK\$6,000,000. The principal activity of Major Worldwide is investment holding and its subsidiary, AP Finance, was principally engaged in provision of money lending business up to September 2021. As a result of the disposal on 14 December, 2023, the Group has lost control over Major Worldwide.

On 21 June, 2023, the Group disposed of Forever Integrity Limited and its subsidiary (together the “Forever Integrity Group”), which are an insignificant subsidiaries. The business operation and revenue of Forever Integrity Group were unfavourably affected by the continuous outbreak of COVID-19. In order to prevent further loss, the Group transferred 51% shareholdings in Forever Integrity indirectly held by the Company to an independent third party for a total cash consideration of HK\$100.

30. 附屬公司(續)

(b) 出售附屬公司

於二零二三年十二月十四日，本公司與一名第三方訂立買賣協議，以出售Major Worldwide之全部權益，及向買方轉讓應收Major Worldwide及其附屬公司(統稱為「Major Worldwide集團」)的所有債務，代價為6,000,000港元。Major Worldwide的主要業務為投資控股，而其附屬公司奧栢財務主要從事提供放債業務，直至二零二一年九月為止。由於二零二三年十二月十四日的出售，本集團已失去對Major Worldwide的控制權。

於二零二三年六月二十一日，本集團出售恒利銀豐國際有限公司及其附屬公司(統稱為「恒利銀豐集團」)，該等公司為非重大附屬公司。恒利銀豐集團的業務營運及收益受到持續爆發的COVID-19的不利影響。為避免出現進一步虧損，本集團把本公司在恒利銀豐間接持有之51%股權，以100港元的總現金代價轉讓予一獨立第三方。

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30. SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries (Continued)

On disposal dates, the aggregate net liabilities of these subsidiaries at the completion date comprised of:

30. 附屬公司(續)

(b) 出售附屬公司(續)

於出售日期，該等附屬公司於完成日期的總負債淨額包括：

	Major Worldwide Group Major Worldwide 集團	Forever Integrity Group 恒利銀豐集團	Total 總額	
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Analysis of assets and liabilities over which control was lost:	對失去控制權的資產及負債的分析：			
Deposits, prepayments and other receivables	按金、預付款及其他應收款	49	46	95
Loans and interest receivables	應收貸款及利息	2,204	-	2,204
Cash and cash equivalents	現金及現金等值物	- [^]	52	52
Other payables and accruals	其他應付款及應計款項	(109) ¹	(104)	(213)
Net assets/(liabilities) disposed of	已出售資產/(負債)淨額	2,144	(6)	2,138
Gain on disposal of subsidiaries, net	出售附屬公司收益淨額			
Cash consideration	現金代價	6,000	-*	6,000
Net (assets)/liabilities disposed of	已出售(資產)/負債淨額	(2,144)	6	(2,138)
Waiver of amounts due from Major Worldwide Group to the Group	豁免Major Worldwide集團應付本集團款項	(71)	-	(71)
		3,785	6	3,791
Net cash inflow/(outflow) from disposal of subsidiaries	出售附屬公司所得現金流入/(流出)淨額			
Cash consideration received	已收現金代價	5,700	-*	5,700
Cash and cash equivalents disposed of	已出售現金及現金等值物	- [^]	(52)	(52)
		5,700	(52)	5,648

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30. SUBSIDIARIES (CONTINUED)

(b) Disposal of subsidiaries (Continued)

- * HK\$100
- ^ Below HK\$1,000
- ¹ excluding HK\$119,518,000 amount due to the Group immediately prior to the completion date of the disposal

The deferred consideration of HKD\$300,000 was settled in cash by the purchaser on 14 March, 2024.

The gain on disposal is included in the consolidated statement of profit or loss.

There were no disposals of subsidiaries made in 2022.

(c) Information of material non-controlling interest ("NCI")

The following table lists out the information relating to First Surplus Investment Ltd. and its subsidiaries which has material NCI and which comprise the mobile games and applications operating segment of the Group. The summarised financial information presented below represents the amounts before any inter-company elimination.

30. 附屬公司(續)

(b) 出售附屬公司(續)

- * 100港元
- ^ 低於1,000港元
- ¹ 不包括緊接出售日期完成前應付本集團的119,518,000港元金額

遞延代價300,000港元已於二零二四年三月十四日由買方以現金結算。

出售收益納入綜合損益表。

二零二二年並無出售附屬公司。

(c) 重大非控股權益(「非控股權益」)資料

下表呈列有關擁有屬重大非控股權益之First Surplus Investment Ltd. 及其附屬公司之資料，有關資料包括本集團的手機遊戲及應用經營分部。下列財務資料概要顯示公司間對銷前之金額。

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30. SUBSIDIARIES (CONTINUED)

(c) Information of material non-controlling interest ("NCI") (Continued)

30. 附屬公司(續)

(c) 重大非控股權益(「非控股權益」)資料(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NCI percentage	非控股權益百分比	40%	40%
Non-current assets	非流動資產	-	-
Current assets	流動資產	5	1,981
Current liabilities	流動負債	(13,417)	(13,395)
Non-current liabilities	非流動負債	-	-
Net liabilities	負債淨值	(13,412)	(11,414)
Carrying amount of NCI	非控股權益賬面值	(5,365)	(4,566)
Revenue	收益	-	-
Loss for the year	年度虧損	(1,982)	(256)
Total comprehensive expense	全面開支總額	-	(180)
Loss allocated to NCI	分配至非控股權益虧損	(793)	(102)
Cash flows used in from operating activities, net	經營活動所用之 現金流量淨額	(7)	(52)
Cash flows used in investing activities, net	投資活動所用之 現金流量淨額	-	-
Cash flows used in financing activities, net	融資活動所用之 現金流量淨額	-	-

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31. FINANCIAL INFORMATION OF THE COMPANY

(a) Statement of financial position

31. 本公司之財務資料

(a) 財務狀況表

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	–	–
Amounts due from subsidiaries	應收附屬公司款項	–	24,668
		–	24,668
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款及其他應收款	314	174
Loan receivable	應收貸款	–	–
Cash and cash equivalents	現金及現金等值物	572	88
		886	262
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	20,826	20,826
Amount due to a director	應付一位董事往來款	2,852	–
Interest-bearing borrowings	付息借款	790	3,808
Other payables and accrued charges	其他應付款及應計費用	493	1,673
		24,961	26,307
Net current liabilities	流動負債淨值	(24,075)	(26,045)
NET LIABILITIES	負債淨額	(24,075)	(1,377)
Capital and reserves	資本及儲備		
Share capital	股本	50,906	50,906
Reserves	儲備	(74,981)	(52,283)
CAPITAL DEFICIENCY	資本虧絀	(24,075)	(1,377)

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31. FINANCIAL INFORMATION OF THE COMPANY (CONTINUED)

(b) *Details of changes in the Company's individual components of capital and reserves during the year:*

		Share Capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	Capital surplus 資本盈餘 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January, 2022	於二零二二年一月一日	50,906	381,490	2,261	1,609	(434,774)	1,492
Loss and total comprehensive expense for the year	年度虧損及全面開支總額	-	-	-	-	(2,869)	(2,869)
At 31 December, 2022	於二零二二年 十二月三十一日	50,906	381,490	2,261	1,609	(437,643)	(1,377)
At 1 January, 2023	於二零二三年一月一日	50,906	381,490	2,261	1,609	(437,643)	(1,377)
Profit and total comprehensive income for the year	年度溢利及全面收益總額	-	-	-	-	(22,698)	(22,698)
At 31 December, 2023	於二零二三年 十二月三十一日	50,906	381,490	2,261	1,609	(460,341)	(24,075)

(c) *Contingent liabilities*

At 31 December, 2023, the Company has no contingent liabilities.

31. 本公司之財務資料(續)

(b) 本公司年內資本及儲備個別組合之變動詳情如下：

(c) 或然負債

於二零二三年十二月三十一日，本公司並無或然負債。

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32. ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The selection of critical accounting policies, the judgements and other uncertainties affecting application of those policies and the sensitivity of reported results to changes in conditions and assumptions are factors to be considered when reviewing the consolidated financial statements. The material accounting policies are set forth in note 2. The Group believes the following critical accounting policies involve the most significant judgements and estimates used in the preparation of the consolidated financial statements.

(a) *Impairment loss on goodwill*

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill have been allocated. The value in use calculation requires the directors to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Details of the impairment loss calculation are set out in note 13.

(b) *Deferred tax assets*

No deferred tax asset in relation to unused tax losses and deductible temporary differences has been recognised in the consolidated statement of financial position. In case where taxable future profits are generated, an understatement of current year accounting profit due to the unrecognised deferred tax asset may arise, which deferred tax asset would be recognised in the statement of profit or loss and other comprehensive income for the period in which such event takes place.

32. 會計估計及判斷

估計及判斷會持續進行評估，並以過往經驗及其他因素(包括在某些情況下被視為對未來事件之合理預計)為依據。

在審閱綜合財務報表時，需要考慮主要會計政策之選用、影響會計政策應用之判斷及其他不確定因素，以及所呈報業績是否較易受情況及假設變動影響。重大會計政策載於附註2。本集團相信，下列主要會計政策涉及在編製綜合財務報表時採用之最重要判斷及估計。

(a) *商譽減值虧損*

釐定商譽是否減值時，須對獲分配商譽之現金產生單位之使用價值作出估計。計算使用價值時，董事須估計預期源自現金產生單位之未來現金流量及適合貼現率，以計算現值。減值虧損之計算詳情載於附註13。

(b) *遞延稅項資產*

概無與未動用的稅項虧損及可扣除暫定差額有關的遞延稅項資產已於綜合財務狀況表中確認。倘產生應課稅未來溢利，則可能會出現少計本年度因尚未確認的遞延稅項資產所產生的會計溢利的情況。在此情況下，遞延稅項資產將於有關情況發生期間的損益及其他全面收益表中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December, 2023

截至二零二三年十二月三十一日止年度

32. ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(c) *Impairment allowances on financial assets at amortised cost*

The Group estimates the loss allowances for financial assets at amortised cost by assessing the ECLs. This requires the use of significant estimates and judgements. ECLs are based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, and an assessment of both the current and forecast general economic conditions at the end of the reporting period. Where the estimation is different from the previous estimate, such difference will affect the carrying amounts of financial assets at amortised cost and thus the impairment loss in the period in which such estimate is changed.

33. COMPARATIVE FIGURES

As a result of the application of the new HKICPA guidance on the abolition of the MPF-LSP offsetting mechanism, and the adoption of amendments to HKAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction certain comparative figures have been adjusted to conform to current year's presentation and to provide comparative amounts in respect of items disclosed for the first time in 2023. Further details of the changes in accounting policies are disclosed in note 2(c).

32. 會計估計及判斷(續)

(c) *按攤銷成本計量之金融資產之減值撥備*

本集團透過評估預期信貸虧損，就按攤銷成本計量之金融資產估計虧損撥備。此舉需要使用重大估計及判斷。預期信貸虧損按本集團之過往信貸虧損經驗，並根據債務人之特定因素以及就報告期末整體經濟現況及預測之評估作出調整而定。倘估計有別於先前估計，有關差額將影響按攤銷成本計量之金融資產之賬面值，繼而影響估計變動期間之減值虧損。

33. 比較數字

由於應用關於廢除強積金長期服務金抵銷機制的新香港會計師公會指引及採納香港會計準則第12號修訂本：與單一交易產生的資產及負債有關的遞延稅項，若干比較數字已經調整以符合當前年度呈列及就二零二三年第一次披露的項目提供比較金額。會計政策變動的進一步詳情披露於附註2(c)。

FIVE-YEARS FINANCIAL SUMMARY

五年財務摘要

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
						(Restated) (經重列)
RESULTS	業績					
Revenue from continuing and discontinued operations	持續及已終止經營業務之收益	24,493	21,436	21,031	31,420	40,073
Loss before taxation	除稅前虧損	(9,435)	(22,076)	(86,771)	(93,155)	(69,601)
Income tax (expense)/credit	所得稅(開支)/抵免	100	105	(1,215)	5,158	2,118
Loss for the year	年度虧損	(9,335)	(21,971)	(87,986)	(87,997)	(67,483)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(8,542)	(21,869)	(83,337)	(71,611)	(61,470)
Non-controlling interests	非控股權益	(793)	(102)	(4,649)	(16,386)	(6,013)
		(9,335)	(21,971)	(87,986)	(87,997)	(67,483)
Loss per share	每股虧損					
Basic and diluted (HK cents)	基本及攤薄(港仙)	(0.67)	(1.71)	(6.55)	(5.63)	(4.83)
ASSETS AND LIABILITIES	資產及負債					
Total assets	資產總值	8,703	19,570	35,678	159,519	260,698
Total liabilities	負債總額	(13,264)	(14,796)	(8,796)	(44,688)	(57,979)
		(4,561)	4,774	26,882	114,831	202,719
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額	804	9,346	31,375	114,690	186,544
Non-controlling interests	非控股權益	(5,365)	(4,572)	(4,493)	141	16,175
		(4,561)	4,774	26,882	114,831	202,719

Wuxi Life International Holdings Group Limited
悟喜生活國際控股集團有限公司