

BoardWare

BoardWare Intelligence Technology Limited 博維智慧科技有限公司

(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 : 1204



AI

Annual Report
2023 年報

CONTENTS

目錄

2	Corporate Information 公司資料
5	Chairman's Statement 主席報告
7	Management Discussion and Analysis 管理層討論及分析
20	Directors and Senior Management 董事及高級管理層
35	Corporate Governance Report 企業管治報告
60	Environmental, Social and Governance Report 環境、社會及管治報告
103	Directors' Report 董事會報告
121	Independent Auditor's Report 獨立核數師報告
128	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收入表
130	Consolidated Statement of Financial Position 綜合財務狀況表
132	Consolidated Statement of Changes in Equity 綜合權益變動表
134	Consolidated Statement of Cash Flows 綜合現金流量表
136	Notes to the Consolidated Financial Statements 綜合財務報表附註
224	Financial Summary 財務摘要
227	Glossary 詞彙表

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chao Ka Chon (*Chairman and CEO*)
Ms. Chiu Koon Chi
Ms. Lei Sok Han
Mr. Ng Hong Kei

Non-executive Director

Mr. Li Haodong

INEDs

Mr. Man Wing Pong
Mr. U Seng Pan
Mr. Suen Chi Wai

AUDIT COMMITTEE

Mr. Man Wing Pong (*Chairman*)
Mr. U Seng Pan
Mr. Suen Chi Wai

REMUNERATION COMMITTEE

Mr. U Seng Pan (*Chairman*)
Mr. Chao Ka Chon
Mr. Suen Chi Wai

NOMINATION COMMITTEE

Mr. Suen Chi Wai (*Chairman*)
Mr. Chao Ka Chon
Mr. Man Wing Pong

COMPLIANCE ADVISER

Quam Capital Limited
(formerly known as China Tonghai Capital Limited)
5/F and 24/F (Rooms 2401 and 2412)
Wing On Centre
111 Connaught Road Central
Hong Kong

AUTHORISED REPRESENTATIVES

Mr. Chao Ka Chon
Mr. Tsang Tik Man
Ms. Chiu Koon Chi (alternate to the authorised representatives)

COMPANY SECRETARY

Mr. Tsang Tik Man

董事會

執行董事

周家俊先生(*主席兼首席執行官*)
趙冠芝女士
李淑嫻女士
吳鴻祺先生

非執行董事

李浩東先生

獨立非執行董事

文永邦先生
余成斌先生
孫志偉先生

審計委員會

文永邦先生(*主席*)
余成斌先生
孫志偉先生

薪酬委員會

余成斌先生(*主席*)
周家俊先生
孫志偉先生

提名委員會

孫志偉先生(*主席*)
周家俊先生
文永邦先生

合規顧問

華富建業企業融資有限公司
(前稱中國通海企業融資有限公司)
香港
干諾道中111號
永安中心
5樓及24樓(2401及2412室)

授權代表

周家俊先生
曾迪文先生
趙冠芝女士(替任授權代表)

公司秘書

曾迪文先生



CORPORATE INFORMATION 公司資料

LEGAL ADVISER

As to Hong Kong law

Howse Williams

27/F Alexandra House
18 Chater Road
Central
Hong Kong

法律顧問

有關香港法律

何韋律師行

香港
中環
遮打道18號
歷山大廈27樓

REGISTERED OFFICE IN THE CAYMAN ISLANDS

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

開曼群島註冊辦事處

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

HEADQUARTERS OF THE GROUP IN MACAU

Alameda Dr. Carlos D' Assumpção
No. 335–341 Hotline Centre
15/F I–Q and X
Macau

本集團澳門總部

澳門
宋玉生廣場
335–341號獲多利中心
15樓I–Q及X座

PRINCIPAL PLACE OF BUSINESS IN HONG KONG REGISTERED UNDER PART 16 OF THE COMPANIES ORDINANCE

Unit 01–02, 12/F., Tower I
Enterprise Square
No. 9 Sheung Yuet Road
Kowloon Bay, Kowloon
Hong Kong

根據公司條例第16部註冊的香港 主要營業地點

香港
九龍九龍灣
常悅道9號
企業廣場
一座12樓01–02室

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited

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

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited

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

HONG KONG BRANCH SHARE REGISTRAR

Tricor Investor Services Limited

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

香港股份過戶登記分處

卓佳證券登記有限公司

香港
夏愨道16號
遠東金融中心17樓



CORPORATE INFORMATION

公司資料

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor
35/F, One Pacific Place
88 Queensway
Hong Kong

PRINCIPAL BANKERS

Bank of China Limited, Macau Branch
Bank of China Building
Avenida Doutor Mário Soares
Macau

The Hongkong and Shanghai Banking Corporation Limited
HSBC Main Building
1 Queen's Road Central
Hong Kong

COMPANY'S WEBSITE

www.boardware.com

STOCK CODE

1204

獨立核數師

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

主要往來銀行

中國銀行股份有限公司澳門分行
澳門
蘇亞利斯博士大馬路
中國銀行大廈

香港上海滙豐銀行有限公司
香港
皇后大道中1號
滙豐總行大廈

本公司網站

www.boardware.com

股份代號

1204

CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the Board, I am delighted to present the annual report of the Group for FY2023. Meanwhile, I, on behalf of the Company, hereby express my wholehearted gratitude to all stakeholders, including but not limited to the Shareholders, employees, customers, suppliers, business partners and vendors, for their ongoing trust and confidence in the Group and continuous support for the Group's business development in Macau, Hong Kong and the PRC.

The Group overcame the adverse economic downturn from COVID-19 pandemic in FY2022 and FY2023. The influence of COVID-19 pandemic has faded in the first half of FY2023, the economy recovery and the resumed demand for IT products and solutions in Macau, Hong Kong and the PRC in the second half of FY2023 drove the revenue of the Group from approximately HK\$580.8 million for FY2022 to approximately HK\$717.6 million for FY2023. The revenue from both Enterprise IT Solutions and distribution and resale recorded an increase of approximately 27.9% and 12.4%, respectively. For further details of the Group's business performance for FY2023, please refer to the section headed "Management Discussion and Analysis" in this annual report.

Over the past few years, the Group had extended its footprint to IT solution market in the Greater Bay Area by leveraging its competitive advantages and leading position in Macau. The Group built its reputation by engaging in various IT solution business for customers in the region and started enjoying the benefits from the previous efforts. The Group expects the profitability of contracts in the Greater Bay Area will be improved resulting from the increasing popularity and the reputation of high-quality IT solution provided by the Group among IT industry.

The Group will extend and strengthen its business to capture the emerging business opportunities going forward in the market by:

- (i) offering new and customised IT products and IT solutions to customers in Macau, Hong Kong and the PRC. Supportive policies had been implemented by the governments of abovementioned regions to encourage local enterprises transforming their traditional business with the integration of IT elements. The various aspects of IT could assist customers to enhance business efficiency, offer high-quality products and services and develop existing business. The Group expects the high demand for IT products and IT solutions in the Greater Bay Area will sustain along with the rising importance of IT elements in business operations;

尊敬的股東：

本人謹代表董事會欣然提交本集團2023年財年的年度報告。同時，本人謹代表本公司衷心感謝所有利益相關者，包括但不限於股東、僱員、客戶、供應商、業務合作夥伴及賣方，感謝彼等一直對本集團的信任及信心以及對本集團在澳門、香港及中國的業務發展的持續支持。

本集團於2022年財年及2023年財年克服COVID-19疫情帶來的不利經濟衰退。2023年財年上半年，COVID-19疫情的影響已消退，2023年財年下半年澳門、香港及中國的經濟復甦及對IT產品及解決方案的需求恢復，推動本集團收益由2022年財年的約580.8百萬港元增至2023年財年的約717.6百萬港元。企業IT解決方案與分銷及轉售收益分別增長約27.9%及12.4%。有關本集團2023年財年業務表現的詳情，請參閱本年報「管理層討論及分析」一節。

於過去數年，本集團利用其在澳門的競爭優勢及領先地位，已將足跡擴展至大灣區的IT解決方案市場。本集團通過為該區域客戶提供各種IT解決方案業務而建立聲譽，並開始受惠於先前的投入。由於本集團提供的優質IT解決方案在IT行業日益普及及知名度提升，本集團預期大灣區合約的盈利能力將有所提升。

本集團將通過以下方式擴展及加強業務，以把握市場未來的新商機：

- (i) 為澳門、香港及中國的客戶提供新的定製化IT產品及IT解決方案。上述地區的政府已實施扶持政策，鼓勵當地企業透過融合IT元素轉變傳統業務。IT可在多個方面協助客戶提升業務效率，提供優質產品及服務，並發展現有業務。本集團預期，隨著IT元素在業務運營中的重要性日增，大灣區對IT產品及IT解決方案的高需求將會持續；



CHAIRMAN'S STATEMENT 主席報告

- (ii) investing in R&D activities, especially in AIoT and BCI technologies. The R&D team of the Group reached a breakthrough in the application of AIoT and BCI technologies with the integration of BCI headband during FY2023. The Group believed the demand for metaverse and digital content in different industries will keep increasing when such technologies become more mature. The Group expects the integration of such technologies with the existing IT products or IT solutions will create innovative user experience to customers, which also allow the Group stands out from the competitors in the market. Please refer to the section headed "Management Discussion and Analysis" in this annual report for further information and development of the R&D function of the Group; and
- (iii) diversifying existing business models with new business streams, which enables the Group to become more resilient to the ever-changing market and global economy. During FY2023, the Group entered into the MOU with the Vendor with the intention to the Proposed Investment. For the details of the Proposed Investment, please refer to the related announcement of the Company published on 20 October 2023. The Group would continue developing new business streams or business models through organic growth or acquisition of potential companies in the market.
- (ii) 投資研發活動，尤其是AIoT及BCI技術。2023年財年，本集團研發團隊通過整合BCI頭環，在AIoT及BCI技術的應用方面取得突破。本集團相信，當該等技術日趨成熟時，不同行業對元宇宙及數字化內容的需求將持續上升。本集團預期，將該等技術與現有IT產品或IT解決方案相結合將會為客戶提供創新的用戶體驗，亦使本集團從市場上的競爭對手中脫穎而出。有關本集團研發職能的詳情及發展，請參閱本年報「管理層討論及分析」一節；及
- (iii) 通過新的業務種類使現有業務模式實現多元化，讓本集團能夠更靈活地適應不斷變化的市場及全球經濟環境。於2023年財年，本集團與賣方就建議投資意向訂立諒解備忘錄。有關建議投資的詳情，請參閱本公司於2023年10月20日刊發的相關公告。本集團將繼續通過內部增長或收購市場上的潛在公司開發新的業務種類或業務模式。

Except for broadening the source of income from new business stream development, the Group will also focus on enhancing the profitability of existing business by enhancing the cost control efficiency and business-unit reorganisation.

I believe the above strategies taken by the Group are essential for creating value and maximising the benefits of Shareholders and the Group in long-term.

Yours sincerely,

Chao Ka Chon
Chairman and Executive Director
Hong Kong, 26 March 2024

除拓寬新業務種類發展的收入來源外，本集團亦將重點透過優化成本控制效率及業務單位重組，提升現有業務的盈利能力。

本人認為，本集團所採取的上述策略對於為股東及本集團長期創造價值及實現利益最大化而言至關重要。

謹啟

主席兼執行董事
周家俊
香港，2024年3月26日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY OVERVIEW AND OUTLOOK

As an IT solutions provider and authorised distributor, the Group introduces IT products and services, and provides related IT solutions to the local markets, including Macau, Hong Kong and the PRC. The Group also distributes IT products to IT solutions providers and resellers. The Group had extended its footprint to the Greater Bay Area to identify new business opportunities since FY2021, which led to a remarkable increase in the revenue contribution from the PRC over the past few years. In addition to maintaining the Group's current competitive edge in the Macau market, the Group will also focus on enlarging its market share in both Hong Kong and the PRC in coming years.

The potential demands for various IT solutions resumed along with the end of the influence from COVID-19 pandemic. The Group expects the demand of IT solutions in the Greater Bay Area will sustain for the following reasons:

- (a) the Group was accredited as one of the top three key technology enterprises under the "Certification Programme for Technology Enterprises" in Macau during FY2023. The accreditation strengthened the leading position and elevated the reputation of the Group in Macau, which enables the Group to attract more businesses. In addition, the Group also conducted a product launch during FY2023 with the support from the government of Macau SAR;
- (b) the Zone officially started closed-loop operation on 1 March 2024. Under the closed-loop operation, goods that meet certain conditions are exempt from tax when entering the Zone through the "first line". Imported goods entering the PRC through the "second line" are taxed according to existing regulations. The tax-free arrangement in the Zone enhances the competitiveness of the Group by lowering the price of IT solutions and products;

行業概覽及展望

作為IT解決方案供應商及認可分銷商，本集團引入IT產品及服務，並向當地市場(包括澳門、香港及中國)提供相關IT解決方案。本集團亦向IT解決方案供應商及轉售商分銷IT產品。自2021年財年以來，本集團已將其足跡擴展至大灣區以尋找新商機，這使得過去數年來自中國的收益貢獻顯著增加。除保持本集團目前於澳門市場的競爭優勢外，本集團亦將於未來數年專注擴大其在香港及中國的市場份額。

隨著COVID-19疫情影響的結束，對多種IT解決方案的潛在需求得以恢復。本集團預計，大灣區對IT解決方案的需求將持續增長，原因如下：

- (a) 本集團於2023年財年獲澳門「科技企業認證計劃」評為三大重點科技企業之一。該認證鞏固了本集團於澳門的領先地位及提升了本集團的聲譽，從而為本集團吸引更多業務。此外，在澳門特別行政區政府的支持下，本集團亦於2023年財年進行產品發佈；
- (b) 深合區於2024年3月1日正式實施封關運作。在實施封關運作下，符合若干條件的商品通過「一線」進入深合區時免稅。通過「二線」進入中國的進口商品按照現行規定繳稅。深合區的免稅安排降低IT解決方案及產品的價格，從而增強本集團的競爭力；



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

- (c) the government of Macau SAR set the new requirements on gaming operator license relating to investments on non-gaming industries aiming at diversifying away from its reliance on gaming industry, and the Group expects to be benefited indirectly from the increasing demand for IT solutions and products relating to the investments from those gaming operators in the coming years. For FY2023, the Group signed a contract with one of the gaming operators to foster the development of digital economy among SME in Macau. The scopes of the contract consist of (i) construction of a SaaS platform; (ii) development of related mobile applications; and (iii) maintenance of dynamic data storage hub for SME in Macau; and
- (d) the government of Macau SAR reinforced its policies of the “1+4” adequate diversification development strategy to enrich Macau’s function as “One Centre” for integrated tourism and leisure, while facilitating the development of four nascent industries, namely the “Big Health” industry; modern financial services; high technology; and conferences and exhibitions, commerce and trade, and culture and sports in “2024 Policy Address”. It also emphasised the importance of the integration of various technologies with traditional industries like tourism and gaming industries so as to create new experiences for tourists in the future. The Group expects the demand for IT solutions in the above industries will increase along with the increasing influence of IT elements in their business operations and related support policy from the government of Macau SAR.
- (c) 澳門特別行政區政府就有關投資非博彩業的博彩運營商牌照訂定新規定，旨在擺脫對博彩業的依賴，本集團預計未來數年將間接受益於與該等博彩運營商投資相關的IT解決方案及產品需求的增長。於2023年財年，本集團與一家博彩營運商簽訂合約，促進澳門中小企數字經濟的發展。合約範圍包括：(i) 構建SaaS；(ii) 開發相關移動應用程序；及(iii) 為澳門中小企維護動態數據存儲中心；及
- (d) 澳門特別行政區政府在「2024年施政報告」中強化「1+4」充分多元化發展戰略政策，豐富澳門作為「一個中心」的綜合旅遊休閒功能，同時促進四個新興產業的發展，即「大健康」產業；現代金融服務；高新科技；以及會議展覽、商業貿易及文化體育。其亦強調將各種技術與旅遊及博彩業等傳統產業相結合的重要性，以便未來為遊客創造全新體驗。本集團預計，隨著IT元素在業務運營中的影響力日增及澳門特別行政區政府的相關支持政策，上述行業對IT解決方案的需求將增加。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

The following emerging business opportunities in Macau and the Greater Bay Area also offer a platform for the Group to expand its business:

Supportive governmental policies in promoting smart city

The government of Macau SAR has been actively promoting the development of smart city for several years. According to the “Government of Macau SAR Five Years Development Plan (2024–2028)” published in October 2023, “Transformation and upgrading of high-tech industries and traditional industries” has been introduced to develop new economy growing point by (i) strengthening the business development and policy supports to IT enterprises in Macau; (ii) enhancing the existing legal framework relating to IT industries; (iii) collaborating with Hengqin on the share of talents, resources and IT infrastructure; and (iv) enhancing the quality of the services and products from traditional industries with the assistance of new technologies. The overall direction aims to (i) create a more supportive environment for the R&D activities by offering preferential policies and providing consultancy supports to IT enterprises; (ii) foster the R&D activities to develop high-tech industries by partnering with various tertiary institutions in Macau and the PRC; and (iii) promote Macau internationally by bridging Portuguese-speaking countries and the PRC through leveraging its competitive advantages.

Implementation of IoT network

The “Outline of Development Plan for Guangdong-Hong Kong-Macao Greater Bay Area” (《粵港澳大灣區發展規劃綱要》) aims to build up a smart urban agglomeration. In order to facilitate the development of smart city within the Greater Bay Area, the government of Macau SAR has invested extensive resources to conduct R&D on the implementation of the IoT network over the years. As a result, along with the development of 5G network and supportive governmental policies, the rapid development of IoT in Macau will directly drive the demand for IT solutions in coming years.

Development of Fin-tech and e-commerce services

In May 2020, People’s Bank of China, China Banking and Insurance Regulatory Commission, China Securities Regulatory Commission and State Administration of Foreign Exchange issued “Opinions on Financial Support for The Construction of The Guangdong-Hong Kong-Macao Greater Bay Area” (《關於金融支持粵港澳大灣區建設的意見》) which stated the development direction and emphasised the cooperation of financial institutions within the Greater Bay Area. In response to the development goal, the government of Macau SAR will provide financial incentives to local small and medium enterprises and help them develop e-Commerce and cross-border e-Commerce business, as well as popularising digital payment system.

以下在澳門及大灣區的新興商業機遇也為本集團提供拓展業務的平台：

政府推動智慧城市的扶持政策

澳門特別行政區政府多年來一直積極推動智慧城市的發展。根據2023年10月發佈的《澳門特別行政區五年發展規劃(2024年至2028年)》，已引入「高新技術產業及傳統產業轉型升級」，通過(i)加強對澳門IT企業的業務發展及政策支持；(ii)優化與IT行業有關的現有法律框架；(iii)與橫琴合作，共享人才、資源及IT基礎設施；及(iv)藉助新技術提高傳統行業的服務及產品質量，發展新的經濟增長點。整體方向旨在(i)向IT企業提供優惠政策及諮詢服務支持，為研發活動創造更有利的環境；(ii)與澳門及中國各大高等院校合作，推動研發活動以發展高科技產業；及(iii)利用澳門的競爭優勢，在葡語國家與中國內地之間架起橋樑，在國際上推廣澳門。

實施物聯網網絡

《粵港澳大灣區發展規劃綱要》旨在建設智慧城市群。為促進大灣區智慧城市的發展，澳門特別行政區政府多年來已投入大量資源進行實施物聯網網絡的研發。因此，隨著5G網絡的發展及政府的扶持政策，澳門物聯網的快速發展將直接推動未來幾年對IT解決方案的需求。

金融科技及電子商務服務的發展

於2020年5月，中國人民銀行、中國銀行保險監督管理委員會、中國證券監督管理委員會及國家外匯管理局發佈《關於金融支持粵港澳大灣區建設的意見》，訂明發展方向，並強調大灣區金融機構的合作。為響應發展目標，澳門特別行政區政府將向當地中小企業提供財務獎勵，並協助其發展電子商務及跨境電子商務業務以及普及數碼化支付系統。

0101

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

R&D of AIoT and BCI teams in metaverse technology

The generation of the internet is transforming from Web 2.0 to Web 3.0, which will provide more customised and individual experiences to users together with the AI technology.

To embrace the forthcoming business opportunities from the development and widespread application of Web 3.0, the Group continues to build up its own features and functions in AI technology.

During FY2023, the Group continued its process of developing a new technology platform and products with BCI features, which could create synergy on the existing IT solutions and products offered by the Group and such technology could be widely integrated into products from other fields, including but not limited to, healthcare, smart auto-mobile, smart home and smart wearable devices.

In the early of FY2023, the Group has relocated its existing AIoT team and BCI team to a newly established wholly-owned subsidiary incorporated in the PRC, namely Barco, which specialises in (i) developing brain-computer interaction and related sense technology and sensory-induced electroencephalography signal acquisition technology; and (ii) developing own ecosystem which could be widely applied in different products under Web 3.0 era.

As at 31 December 2023, the Group had 56 employees (as at 31 December 2022: 57 employees) in R&D department. During FY2023, the Group had registered more than 20 software copyrights for related technologies under China National Intellectual Property Administration. The Group will adjust the number of headcount under R&D department in accordance with the latest progress of product development. The Group will also recruit scientists and talents to the R&D department for BCI and AI by offering competitive remuneration packages. To facilitate sustainable R&D activities of the Group, the Group will continue to seek for possible short-term and long-term financing sources to support the funding needs.

Over the FY2023, Barco successfully developed the BCI headband which can integrate with various application scenarios, including wheelchairs, metaverse and gaming applications. The BCI headband is currently under the stage of features' optimisation. Users can connect with designated application scenarios through the device seamlessly. In addition, the Group signed a cooperation framework agreement with Baidu Group to foster the development of the construction of BCI based metaverse application scenarios.

AIoT及BCI團隊對元宇宙技術的研發

互聯網時代正在從Web 2.0向Web 3.0轉變，將與AI技術一道為用戶提供更加定制化及個性化的體驗。

為把握Web 3.0的發展及廣泛應用即將帶來的商機，本集團持續以AI技術打造其自身的特色及功能。

於2023年財年，本集團繼續開發具有BCI功能的新技術平台及產品，可與本集團提供的現有IT解決方案及產品產生協同效應，且該技術可廣泛集成至其他領域的產品，包括但不限於醫療保健、智能汽車、智能家居及智能可穿戴設備。

於2023年財年初，本集團已將現有AIoT團隊及BCI團隊搬遷至在中國新成立的全資附屬公司小舟，該公司專注於(i)開發腦機互動及相關場景技術以及感官誘發腦電訊號採集技術；及(ii)開發可於Web 3.0時代廣泛應用於不同產品的自有生態系統。

於2023年12月31日，本集團的研發部門有56名員工(2022年12月31日：57名)。於2023年財年，本集團已在中國國家知識產權局註冊相關技術的軟件版權超過20項。本集團將根據產品開發的最新進展調整研發部門的人數。本集團亦將通過提供有競爭力的薪酬待遇，招聘科學家及人才加入BCI及AI的研發部門。為促進本集團的可持續研發活動，本集團將繼續尋求可能的短期及長期融資來源，以支持資金需求。

於2023年財年，小舟成功開發BCI頭環，可與輪椅、元宇宙及遊戲應用程序等各種應用場景進行整合。BCI頭環目前正處於功能優化階段。用戶可通過設備無縫連接指定的應用場景。此外，本集團與百度集團訂立合作框架協議，推動基於BCI的元宇宙應用場景構建發展。



MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

For FY2023, Barco entered into a contract relating to metaverse content of Solitary Beauty Peak in Guilin, one of the popular tourism cities in Guangxi province. The scopes of the project are to create a virtual scene for Solitary Beauty Peak in Guilin and allow users to enter the virtual scene for immersive tourism experience by using BCI headband and AI technology.

The Group has substantially completed phase 1, relating to the construction of metaverse application scenario for Solitary Beauty Peak in Guilin, for FY2023 and is currently under the development stage for phase 2, relating to the integration of BCI technology to the metaverse application scenario, up to date of this annual report.

On top of a joint laboratory between the Group and Guangdong Institute of Intelligence Science and Technology, namely BrainVerse Digitalisation Laboratory, which was established in FY2022, Barco also entered into an agreement in FY2023 to build a joint laboratory with Beihang University, which mainly focuses on the development of additional features and furthering new technologies as well as new applications with AIoT, BCI and AI technology. The Group believes such technologies will be the new development trend in IT and will be widely applied in various industries with the increasing awareness from the world. It also helps diversify the existing businesses by building up a new business driver for the Group.

Opportunities in the PRC

During FY2023, the Group entered into the MOU with the Vendor with the intention to the Proposed Investment. The Group believed the Proposed Investment will create value to the customers and Shareholders by further diversifying and extending the current business of the Company in the PRC. For the details of the Proposed Investment, please refer to the related announcement of the Company dated 20 October 2023.

As of the date of this annual report, the Group is still under the progress of finalising the formal sale and purchase agreement with the Vendor. The Company will make appropriate announcement(s) as and when appropriate in due course.

於2023年財年，小舟於桂林(廣西省熱門旅遊城市之一)訂立了一份與獨秀峰元宇宙內容相關的合約。該項目為桂林獨秀峰創建虛擬場景，並利用BCI頭環及AI技術讓用戶進入虛擬場景，獲得沉浸式旅遊體驗。

截至本年報日期，本集團已基本完成有關2023年財年桂林獨秀峰元宇宙應用場景構建的第一階段，目前正處於第二階段的開發階段，內容有關BCI技術與元宇宙應用場景的整合。

除本集團與廣東智能科技研究院於2022年財年成立的聯合實驗室(即腦機元宇宙數字融合實驗室)外，小舟亦於2023年財年訂立一份協議，以與北京航空航天大學建立一間聯合實驗室，主要致力於以AIoT、BCI及AI技術開發附加功能及推動新技術及新應用。本集團相信，隨著此類技術於全球知名度的不斷提升，將成為IT新發展趨勢及廣泛應用於各行業。其亦有助於通過增強本集團的新業務驅動力實現業務多元化。

於中國的機遇

於2023年財年，本集團與賣方就建議投資意向訂立諒解備忘錄。本集團認為，建議投資將進一步多元化及擴展本公司在中國的現有業務，為客戶及股東創造價值。有關建議投資的詳情，請參閱本公司於2023年10月20日刊發的相關公告。

截至本年報日期，本集團仍在與賣方敲定正式買賣協議。本公司將適時作出相應公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During FY2023, the Group continuously maintained its leading position in the Macau IT solutions market by providing comprehensive and high-quality end-to-end Enterprise IT Solutions as well as distribution and resale business to customers under various industry sectors in Macau, Hong Kong and the PRC.

The Group endeavoured to capture the resumed demands from the recovery of the economy from the pandemic to expand its market share in Macau, Hong Kong and the PRC during FY2023, resulting in an increase in the revenue from approximately HK\$580.8 million for FY2022 to approximately HK\$717.6 million for FY2023, representing an increase of 23.6% as compared to that of FY2022.

During FY2023, the Group achieved promising progress in expanding its business in the PRC, in which the revenue generated from the PRC increased from approximately HK\$41.1 million for FY2022 to approximately HK\$122.0 million for FY2023. On the other hand, the Group also benefited from the steady revenue source from Managed Services and IT maintenance and consultancy services due to their recurring nature.

Enterprise IT Solutions

The revenue from Enterprise IT Solutions increased from approximately HK\$356.8 million for FY2022 to approximately HK\$456.2 million for FY2023. Such increase was mainly attributable to the increase in the revenue from Professional IT Services by approximately HK\$116.6 million resulting from the increase in the number of contracts in Macau and the PRC.

For FY2023, the government of Macau SAR reinforced its direction on integrating IT elements with local traditional industries in “Policy Address 2024”, the Group expects company users, especially those from non-IT industries, would actively upgrade or implant IT elements into their existing businesses, which would drive the demand for Enterprise IT Solutions in coming years. The Group will focus on enhancing the existing IT solution with AI elements and digital contents which enable the Group to maintain its competitive advantage in IT industry and create new experiences to users.

業務回顧

2023年財年，本集團繼續透過向澳門、香港及中國各行各業客戶提供全面及優質的端對端企業IT解決方案以及分銷及轉售業務，保持在澳門IT解決方案市場的領先地位。

本集團於2023年財年努力把握疫情後經濟復甦帶來的恢復性需求，擴大其在澳門、香港及中國的市場份額，收益由2022年財年約580.8百萬港元增加至2023年財年約717.6百萬港元，較2022年財年增加23.6%。

於2023年財年本集團在擴展中國業務方面取得可喜的進展，其中來自中國的收益由2022年財年約41.1百萬港元增加至2023年財年約122.0百萬港元。另一方面，由於其經常性性質使然，本集團亦可從託管服務和IT維護及諮詢服務的穩定收益來源中受惠。

企業IT解決方案

企業IT解決方案的收益由2022年財年約356.8百萬港元增加至2023年財年約456.2百萬港元。該增加主要是由於專業IT服務的收益因澳門及中國合約數量增加而增加約116.6百萬港元。

2023年財年，澳門特別行政區政府在「2024年施政報告」中強化將IT元素與本地傳統產業整合的方向，本集團預期，公司用戶（尤其是非IT行業的用戶）將積極升級其IT元素或將IT元素植入其現有業務，從而帶動未來數年對企業IT解決方案的需求。本集團將專注於通過AI元素及數字化內容增強現有的IT解決方案，使本集團能夠保持在IT行業的競爭優勢，並為用戶創造全新體驗。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Distribution and resale

During FY2023, the Group continuously acted as a distributor by partnering with system vendors or their authorised distributors in the sale and distribution of a selected range of hardware and associated system relating to corporate mobility and cybersecurity solutions in Hong Kong. In addition, the Group also procured different IT products for resale to fulfill the needs from different customers in Macau, Hong Kong and the PRC. Resulting from the recovery of the economy from the COVID-19 pandemic, the revenue from distribution and resale increased from approximately HK\$223.3 million for FY2022 to approximately HK\$251.0 million for FY2023, which was attributable to the increase in the number of resale orders in Macau, Hong Kong and the PRC.

FINANCIAL REVIEW

Revenue

Revenue of the Group increased by approximately HK\$136.8 million or 23.6% to approximately HK\$717.6 million for FY2023 from approximately HK\$580.8 million for FY2022. The increase was attributable to the aggregate effect of the increase in revenue generated from the Enterprise IT Solutions business by approximately HK\$116.6 million and the increase in revenue generated from distribution and resale business by approximately HK\$27.7 million. For explanations of such change in revenue, please refer to the section headed "Business Review" in this annual report.

Cost of sales and services

Cost of sales and services of the Group increased by approximately HK\$121.4 million or 25.3% to approximately HK\$601.9 million for FY2023 from approximately HK\$480.5 million for FY2022. The extent of the increase in cost of sales and services was greater than that of the revenue for FY2023 and the reason was mainly due to the lower gross profit margin for contracts with significant contract sum in the PRC. There is no significant change in the mix of cost of sales and services for both periods.

Gross profit and gross profit margin

Gross profit of the Group increased by approximately HK\$15.2 million or 15.1% to approximately HK\$115.6 million for FY2023 from approximately HK\$100.4 million for FY2022. Such increase was attributable to the increase in the revenue derived from both Enterprise IT Solutions and distribution and resale. However, gross profit margin of the Group decreased from 17.3% for FY2022 to 16.1% for FY2023, which was mainly attributable to the increase in the weight of revenue derived from the contracts with lower gross profit margin in the PRC.

分銷及轉售

2023年財年，本集團繼續以分銷商的身份與系統供應商或其認可分銷商合作，在香港銷售及分銷選定範圍的硬件及與企業移動及網絡安全解決方案有關的相關系統。此外，本集團亦採購不同的IT產品進行轉售，以滿足澳門、香港及中國不同客戶的需求。由於COVID-19疫情後經濟復甦，分銷及轉售收益由2022年財年約223.3百萬港元增加至2023年財年約251.0百萬港元，是由於在澳門、香港及中國的轉售訂單數量增加。

財務回顧

收益

本集團收益由2022年財年的約580.8百萬港元增加約136.8百萬港元或23.6%至2023年財年的約717.6百萬港元。增加是由於企業IT解決方案業務所得的收益增加約116.6百萬港元及分銷及轉售業務所得的收益增加約27.7百萬港元之綜合影響所致。有關收益變動的解釋，請參閱本年報「業務回顧」一節。

銷售及服務成本

本集團銷售及服務成本由2022年財年的約480.5百萬港元增加約121.4百萬港元或25.3%至2023年財年的約601.9百萬港元。2023年財年銷售及服務成本增幅大於收益增幅，主要原因為來自中國重大金額的合約的毛利率較低。兩個期間的銷售及服務成本組成並無重大變動。

毛利及毛利率

本集團毛利由2022年財年的約100.4百萬港元增加約15.2百萬港元或15.1%至2023年財年的約115.6百萬港元，是由於企業IT解決方案和分銷及轉售錄得的收益均增加。然而，本集團毛利率由2022年財年的17.3%下降至2023年財年的16.1%，主要是由於來自中國毛利率較低的合約的收益權重增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other income

Other income of the Group increased by approximately HK\$2.5 million or 43.9% to approximately HK\$8.2 million for FY2023 from approximately HK\$5.7 million for FY2022. The increase was primarily attributable to the increase in the government grant received by the Group relating to R&D activities in the PRC.

Distribution and selling expenses

Distribution and selling expenses of the Group increased by approximately HK\$7.7 million or 31.3% to approximately HK\$32.3 million for FY2023 from approximately HK\$24.6 million for FY2022. The increase was mainly attributable to the increase in the salaries payable and commission expenses payable to salespersons resulting from the increasing revenue and the expansion of the marketing team in Hong Kong for FY2023.

Administrative expenses

Administrative expenses of the Group increased by approximately HK\$13.2 million or 22.5% to approximately HK\$71.8 million for FY2023 from approximately HK\$58.6 million for FY2022. The increase was mainly attributable to the increase in entertaining and travelling expenses for the business development together with the increase in the depreciation of property, plant and equipment and right of use assets for the expansion of business in Macau, Hong Kong and the PRC.

R&D expenses

R&D expenses of the Group increased by approximately HK\$3.3 million for FY2023. It mainly represents the relevant costs incurred by AIoT and BCI teams established in the PRC, which specialise in the development of core technologies widely applied in metaverse experience, including three-dimension reconstruction, haptic feedback, iris recognition technology, AI, IoT, and edge computing, aiming to develop a metaverse eco-system for new users' experience and enhance the existing IT solutions provided by the Group in the future.

Other expenses

Other expenses of the Group of approximately HK\$8.6 million for FY2022 represented the listing expenses, in which no such expenses were incurred for FY2023.

Finance costs

Finance costs of the Group decreased by approximately HK\$1.5 million or 65.2% to approximately HK\$0.8 million for FY2023 from approximately HK\$2.3 million for FY2022. The decrease was mainly attributable to the decrease in finance costs relating to the financial liability with redeemable right which was lapsed and derecognised in FY2022.

其他收入

本集團其他收入由2022年財年的約5.7百萬港元增加約2.5百萬港元或43.9%至2023年財年的約8.2百萬港元。增加主要由於本集團所收取與中國研發活動有關之政府補助增加。

分銷及銷售開支

本集團分銷及銷售開支由2022年財年的約24.6百萬港元增加約7.7百萬港元或31.3%至2023年財年的約32.3百萬港元。增加主要由於2023年財年收益增加以及香港的營銷團隊擴充，導致應付薪金及應付銷售人員的佣金開支增加。

行政開支

本集團行政開支由2022年財年的約58.6百萬港元增加約13.2百萬港元或22.5%至2023年財年的約71.8百萬港元。增加主要由於業務發展導致娛樂及差旅開支增加，以及澳門、香港及中國的業務擴張導致物業、廠房及設備以及使用權資產折舊增加。

研發開支

2023年財年本集團研發開支增加約3.3百萬港元，主要指在中國成立的AIoT及BCI團隊所產生的相關成本，有關團隊專門開發廣泛應用於元宇宙體驗的核心技術，包括三維重建、觸覺反饋、虹膜識別技術、AI、物聯網、邊緣計算等，旨在日後發展新用戶體驗的元宇宙生態系統及提升本集團所提供的現有IT解決方案。

其他開支

本集團其他開支指上市開支，2022年財年約為8.6百萬港元，2023年財年並無該等開支。

融資成本

本集團融資成本由2022年財年的約2.3百萬港元減少約1.5百萬港元或65.2%至2023年財年的約0.8百萬港元。減少主要由於與2022年財年失效及終止的可贖回金融負債相關之融資成本減少。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Income tax expense

Income tax expense of the Group decreased by approximately HK\$0.5 million or 14.7% to approximately HK\$2.9 million for FY2023 from approximately HK\$3.4 million for FY2022. The decrease was mainly attributable to the decrease in the unrecognised tax loss in the PRC. The effective tax rate for FY2023 and FY2022 are approximately 39.5% and 51.3%, respectively.

Profit for the year

As a result of the foregoing reasons, profit for the year of the Group for FY2023 increased by approximately HK\$1.3 million or 40.6% to approximately HK\$4.5 million for FY2023 from approximately HK\$3.2 million for FY2022.

TREASURY POLICY

The Group has adopted a conservative approach towards its treasury policies and thus maintained a healthy liquidity position throughout FY2023. The Group strives to reduce exposure to credit risk by assessing the potential customer's credit quality, defining credit limit by customer and conducting regular meetings and reviews on the overdue status of the customers. To manage liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Company to finance the Group's operations and meet its short-term and long-term funding requirements.

LIQUIDITY AND FINANCIAL RESOURCES

The Group financed its operations mainly through a combination of cash flow from operations and borrowings. As at 31 December 2023, the Group had cash and cash equivalents of approximately HK\$28.7 million (31 December 2022: approximately HK\$105.5 million) that were mainly denominated in HK\$, MOP, RMB and US\$. The decrease in the cash and cash equivalents is mainly attributable to (i) the increase in contract assets resulting from the fulfillment of contracts; and (ii) increase in prepayments, deposits and other receivables arising from the operations for FY2023.

The gearing ratio of the Group as at 31 December 2023, which was calculated based on the total borrowings as at the respective dates, was approximately 3.3% (31 December 2022: nil). As at 31 December 2023, the Group had total borrowings in RMB of approximately HK\$11.1 million (31 December 2022: nil), which mainly comprised of secured bank borrowings of approximately HK\$5.5 million and financial liabilities on bills discounted with recourse of approximately HK\$5.5 million (31 December 2022: nil). As at 31 December 2023, the Group had total lease liabilities of approximately HK\$11.2 million (31 December 2022: approximately HK\$12.2 million), of which short-term lease liabilities amounted to approximately HK\$7.1 million (31 December 2022: approximately HK\$6.6 million). Details of the borrowings of the Company are set out in note 32 to the consolidated financial statements of this annual report.

所得稅開支

本集團所得稅開支由2022年財年的約3.4百萬港元減少約0.5百萬港元或14.7%至2023年財年的約2.9百萬港元。減少主要由於中國的未確認稅項虧損減少。2023年財年及2022年財年的實際稅率分別約為39.5%及51.3%。

年內溢利

由於上述原因，本集團年內溢利由2022年財年的約3.2百萬港元增加約1.3百萬港元或40.6%至2023年財年的約4.5百萬港元。

庫務政策

本集團對庫務政策採取保守方針，因此於2023年財年維持穩健的流動資金狀況。本集團透過評估潛在客戶的信貸質素、按客戶釐定信貸額度及就客戶的逾期情況舉行定期會議及進行檢討，致力減低信貸風險。為管理流動資金風險，本集團監察及維持本公司管理層認為足夠的現金及現金等價物水平，以為本集團的營運提供資金及滿足其短期及長期資金需求。

流動資金及財務資源

本集團主要透過結合經營所得現金流量及借款為其經營提供資金。於2023年12月31日，本集團的現金及現金等價物約為28.7百萬港元（2022年12月31日：約105.5百萬港元），主要以港元、澳門元、人民幣及美元計值。現金及現金等價物減少主要是由於(i)履行合約使合約資產增加；及(ii)2023年財年經營產生的預付款項、按金及其他應收款項增加。

於2023年12月31日，本集團的資本負債比率（根據於各日期的借款總額計算）約為3.3%（2022年12月31日：無）。於2023年12月31日，本集團的人民幣借款總額約為11.1百萬港元（2022年12月31日：無），主要包括有抵押銀行借款約5.5百萬港元及附追索權貼現票據的金融負債約5.5百萬港元（2022年12月31日：無）。於2023年12月31日，本集團的租賃負債總額約為11.2百萬港元（2022年12月31日：約12.2百萬港元），其中短期租賃負債約為7.1百萬港元（2022年12月31日：約6.6百萬港元）。本公司借款詳情載於本年報綜合財務報表附註32。

0101



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE RISK

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency. For commercial transactions, the exposure to foreign exchange risk is minimal as the majority of subsidiaries of the Group operates in Macau and Hong Kong with most of the transactions denominated and settled in HK\$.

For assets and liabilities, a majority of the monetary assets and liabilities are denominated in HK\$, MOP and US\$, and the foreign exchange risk is considered minimal as these currencies are pegged. The Group considers Macau and Hong Kong subsidiaries are exposed to minimal foreign exchange risk from insignificant amounts of monetary assets and liabilities denominated in RMB.

The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and tries to minimise these exposures through close monitoring. The Group did not carry out any hedging activities against its foreign currencies' during FY2023 and FY2022.

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2023, the Group had capital commitments of approximately HK\$1,252,000 (31 December 2022: nil) relating to capital expenditure in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statement.

As at 31 December 2023 and 2022, the Group did not have any significant contingent liabilities.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no significant investment, material acquisition or disposal of subsidiaries and affiliated companies by the Group during FY2023. Save for the future plans as disclosed under the section headed "Future Plans and Use of Proceeds" in the Prospectus, there was no plan for material investments or capital assets as at 31 December 2023.

外匯風險

當未來商業交易或已確認資產及負債以並非本集團實體功能貨幣之貨幣計值時，則會產生外匯風險。就商業交易而言，由於本集團大部分附屬公司在澳門及香港經營，而大部分交易以港元計值及結算，因此所面臨的外匯風險極低。

就資產及負債而言，大部分貨幣資產及負債以港元、澳門元及美元計值，且由於該等貨幣掛鈎，因此外匯風險被視為極低。本集團認為澳門及香港附屬公司因以人民幣計值的小額貨幣資產及負債而面臨的外匯風險微乎其微。

本集團通過定期檢討本集團的淨外匯風險來管理外匯風險，並通過密切監控盡量減少該等風險。本集團於2023年財年及2022年財年並無對其外幣進行任何對沖活動。

資本承擔及或然負債

於2023年12月31日，本集團與就綜合財務報表內已訂約但未撥備的收購物業、廠房及設備相關資本開支有關的資本承擔約為1,252,000港元（2022年12月31日：無）。

於2023年及2022年12月31日，本集團並無任何重大或然負債。

重大投資、重大收購或出售附屬公司及聯營公司

本集團於2023年財年並無重大投資、重大收購或出售附屬公司及聯營公司。除招股章程「未來計劃及所得款項用途」一節披露的未來計劃外，於2023年12月31日，概無重大投資或資本資產計劃。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, we employed a total of 287 employees (including four executive Directors and excluding one non-executive Director and three INEDs), as compared to a total of 249 employees as at 31 December 2022. The remuneration packages that the Group offers to its employees include salary, commissions, discretionary bonuses, pension scheme and other cash subsidies. In general, the Group determines employee salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of its employees, which forms the basis of its decisions with respect to salary raises, bonuses and promotions. The total staff costs incurred by the Group for FY2023 were approximately HK\$112.1 million compared to approximately HK\$90.2 million for FY2022. Various on-the-job trainings were provided to the employees based on their job duties' needs.

The remuneration of the Directors is decided by the Board upon recommendation from the Remuneration Committee having regard to the Group's operating results, individual performance and comparable market statistics.

PLEDGE OF ASSETS

As at 31 December 2023, the bank deposit of approximately HK\$53.3 million (31 December 2022: approximately HK\$53.3 million) was restricted for securing banking facilities and a bank guarantee requested by a supplier. The bills receivable of approximately HK\$5.5 million (31 December 2022: nil) were discounted to bank on a full recourse basis. The Group also pledged the investment property with the fair value of approximately HK\$4.9 million for the existing borrowings in the PRC (31 December 2022: nil).

EVENTS AFTER THE REPORTING PERIOD

There were no other significant events after the end of the reporting period and up to the date of this annual report that either request adjustment to the financial statement or are material to the understanding of the Group's current position.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during FY2023 and up to the date of this annual report.

僱員及薪酬政策

於2023年12月31日，我們共聘用287名僱員（包括四名執行董事，但不包括一名非執行董事及三名獨立非執行董事），而於2022年12月31日，我們的僱員總數為249名。本集團向僱員提供的薪酬待遇包括薪金、佣金、酌情花紅、退休金計劃及其他現金補貼。一般而言，本集團根據每名僱員的資歷、職位及年資釐定僱員薪金。本集團已制定年度檢討制度，以評估其僱員的表現，並以此作為決定加薪、分紅及晉升的依據。本集團於2023年財年產生的員工成本總額約為112.1百萬港元，而2022年財年則約為90.2百萬港元。各種在職培訓已根據僱員的工作職責需求提供予僱員。

董事的薪酬由董事會根據薪酬委員會經考慮本集團的經營業績、個人表現及可資比較市場統計數據後作出的建議釐定。

資產質押

於2023年12月31日，銀行存款約53.3百萬港元（2022年12月31日：約53.3百萬港元）因取得銀行授信及供應商要求銀行擔保而受限。應收票據約5.5百萬港元（2022年12月31日：無）按全面追索基準貼現予銀行。本集團亦就於中國的現有借款（2022年12月31日：無）抵押公平值約為4.9百萬港元的投資物業。

報告期後事項

於報告期結束後及直至本年報日期並無發生須對財務報表作出調整，或對了解本集團目前狀況屬重大的其他重大事件。

購買、贖回或出售本公司的上市證券

自2023年財年起至本年報日期止期間，本公司或其任何附屬公司概無購買、贖回或出售本公司的任何上市證券。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

DIVIDEND

The Board has resolved not to recommend the declaration of final dividend for FY2023 (FY2022: nil).

USE OF PROCEEDS

The Net Proceeds from the Listing amounted to approximately HK\$93.0 million after deducting the underwriting fees and commissions and other listing expenses borne by the Company. As at 31 December 2023, the Directors are not aware of any material change to the planned use of proceeds as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The Company will use the Net Proceeds raised from the Global Offering in accordance with the intended application of the Net Proceeds as set out in the section headed "Future Plans and Use of Proceeds" in the Prospectus.

During the second half of FY2023, the usage of the Net Proceeds was slightly higher than the intended usage as disclosed in the interim report published by the Company on 20 September 2023, mainly due to the acceleration of the hiring of staff for the expansion of business in the PRC and strategic investments in relation to Barco.

An analysis of the planned usage of the Net Proceeds as stated in the Prospectus and the actual utilisation of the Net Proceeds up to 31 December 2023 are set out below:

股息

董事議決不建議宣派2023年財年的末期股息(2022年財年：無)。

所得款項用途

扣除包銷費及佣金以及本公司承擔的其他上市開支後，上市所得款項淨額約為93.0百萬港元。於2023年12月31日，董事並不知悉招股章程「未來計劃及所得款項用途」一節所載的所得款項計劃用途有任何重大變動。本公司將根據招股章程「未來計劃及所得款項用途」一節所載的所得款項淨額擬定用途使用於全球發售籌集的所得款項淨額。

於2023年財年下半年，所得款項淨額的用途略高於本公司於2023年9月20日刊發的中期報告所披露的擬定用途，主要是由於為於中國擴展業務而加速員工招聘，以及與小舟有關的戰略投資。

招股章程所述的所得款項淨額的計劃用途以及截至2023年12月31日所得款項淨額的實際使用情況分析如下：

Use of proceeds	所得款項用途	Percentage of total Net Proceeds	Allocation of Net Proceeds	Actual use of	Unutilised
				proceeds up to	Net Proceeds
				31 December	as at
				2023	31 December
		佔全部所得	所得款項	截至2023年	截至2023年
		款項淨額	淨額分配	12月31日的	12月31日未
		百分比	實際使用	所得款項	動用的所得
			HK\$ million	實際使用	款項淨額
			百萬港元	HK\$ million	百萬港元
			(Note)	百萬港元	百萬港元
			(附註)		
Capturing business opportunities in the Greater Bay Area	把握大灣區的商機	43.8%	40.7	34.2	6.5
Upfront costs of two Enterprise IT Solution projects	兩個企業IT解決方案項目的前期成本	30.4%	28.3	–	28.3
Strengthening the product development capabilities	加強產品開發能力	15.8%	14.7	11.8	2.9
General working capital	一般營運資金	10.0%	9.3	9.3	–
Total	總計	100.0%	93.0	55.3	37.7

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Note: As disclosed in the Prospectus, the estimated Net Proceeds after deduction of underwriting fees and commissions and estimated expenses payable by the Company in connection with the Global Offering, were approximately HK\$104.8 million, which was revised to approximately HK\$94.1 million as disclosed in the Company's offer price and allotment results announcement dated 14 July 2022. The actual Net Proceeds received by the Company were approximately HK\$93.0 million. The Company intends to adjust the difference of approximately HK\$1.1 million to the business strategies in the same proportion as the original funds applied as shown in the Prospectus.

As at 31 December 2023, the unutilised Net Proceeds amounted to approximately HK\$37.7 million. Such unutilised Net Proceeds are intended to be applied in the same manner and the same proportion as disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus. The expected schedule for utilisation of the unutilised Net Proceeds is set out below:

附註：誠如招股章程所披露，扣除包銷費用及佣金以及本公司於全球發售中應付的估計開支後，估計所得款項淨額約為104.8百萬港元，而誠如本公司日期為2022年7月14日的發售價及配發結果公告所披露，該金額已修訂約為94.1百萬港元。本公司收到的實際所得款項淨額約為93.0百萬港元。本公司擬按招股章程所示原定資金應用的相同比例，對業務策略進行差額約1.1百萬港元的調整。

截至2023年12月31日，未動用所得款項淨額約為37.7百萬港元。本公司擬按招股章程「未來計劃及所得款項用途」一節所披露的相同方式及相同比例使用該等未動用所得款項淨額。未動用所得款項淨額的預期動用時間表如下：

		2024Q1 2024年第一季度 HK\$ million 百萬港元	2024Q2 2024年第二季度 HK\$ million 百萬港元	Sub-total 小計 HK\$ million 百萬港元
Capturing business opportunities in the Greater Bay Area	把握大灣區的商機	6.5	–	6.5
Upfront costs of two Enterprise IT Solution projects	兩個企業IT解決方案項目的前期成本	–	28.3	28.3
Strengthening the product development capabilities	加強產品開發能力	2.9	–	2.9
General working capital	一般營運資金	–	–	–
		9.4	28.3	37.7

The expected timeline for the utilisation of the unutilised Net Proceeds above is based on the Director's best estimation barring any unforeseen circumstances, and may be subject to change based on the future development of market conditions. Should there be any change in the intended use of the unutilised Net Proceeds, the Company will make appropriate announcement(s) in due course.

Save as disclosed above, the Group has no other update on the use of Net Proceeds up to the date of this annual report. The Directors will constantly evaluate the Group's business objectives and specific needs from time to time.

上述未動用所得款項淨額的預期動用時間表乃基於董事的最佳估計(除非出現不可預見的情況)，並會根據未來市況發展而變動。倘未動用所得款項淨額的擬定用途有任何變動，本公司將適時作出相應公告。

除上文所披露者外，截至本年報日期，本集團概無其他有關所得款項淨額用途的最新資料。董事將不時持續評估本集團的業務目標及具體需求。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

DIRECTORS

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

董事

董事會現由八名董事組成，其中包括四名執行董事、一名非執行董事及三名獨立非執行董事。下表載列有關董事的若干資料。

Name 姓名	Age 年齡	Date of joining the Group 加入本集團日期	Date of appointment as a Director 獲委任為董事日期	Length of service 服務年限	Existing position in the Company 現於本公司的職位	Main roles and responsibilities 主要職務及責任	Relationship amongst Directors and senior management 董事及高級管理層的關係	Relationship with substantial Shareholder 與主要股東的關係
Executive Directors 執行董事								
Chao Ka Chon 周家俊	47	21 April 2003 2003年4月21日	18 February 2021 2021年2月18日	3 years 3年	Chairman, CEO and executive Director 主席、首席執行官兼執行董事	Overall management, strategic development and leading the business development of the Group 本集團的整體管理、戰略發展及領導業務發展	Cohabiting with Ms. Chiu as a spouse 與配偶趙女士同居	N/A 不適用
Chiu Koon Chi 趙冠芝	45	11 January 2011 2011年1月11日	18 February 2021 2021年2月18日	3 years 3年	Executive Director 執行董事	Overall administration, operations and human resources and marketing of the Group 本集團的整體行政管理、營運及人力資源以及營銷	Cohabiting with Mr. Chao as a spouse 與配偶周先生同居	Cohabiting with Mr. Chao as a spouse 與配偶周先生同居
Lei Sok Han 李淑嫻	46	3 June 2013 2013年6月3日	18 February 2021 2021年2月18日	3 years 3年	Executive Director 執行董事	Overall development of product solutions and marketing strategies of the Group 本集團的整體發展、產品方案及營銷策略	None 無	None 無
Ng Hong Kei 吳鴻祺	36	1 July 2014 2014年7月1日	18 February 2021 2021年2月18日	3 years 3年	Executive Director 執行董事	Overall business development and business consultation of the Group 本集團的整體業務發展及業務諮詢	Elder brother of Mr. Ng Hong Seng, a member of the senior management team 高級管理層團隊成員之一吳鴻盛先生的胞兄	None 無
Non-executive Director 非執行董事								
Li Haodong 李浩東	47	1 April 2021 2021年4月1日	1 April 2021 2021年4月1日	3 years 3年	Non-executive Director 非執行董事	Providing strategic and development advice to the Board 向董事會提供策略及發展意見	None 無	None 無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of joining the Group 加入 本集團日期	Date of appointment as a Director 獲委任為 董事日期	Length of service 服務年限	Existing position in the Company 現於本公司的職位	Main roles and responsibilities 主要職務及責任	Relationship amongst Directors and senior management 董事及高級 管理層的關係	Relationship with substantial Shareholder 與主要股東的 關係
INEDs 獨立非執行董事								
Man Wing Pong 文永邦	53	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供 獨立建議	None 無	None 無
U Seng Pan 余成斌	53	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供 獨立建議	None 無	None 無
Suen Chi Wai 孫志偉	59	20 June 2022	20 June 2022	3 years	INED	Supervising and providing independent advice to the Board 監督及向董事會提供 獨立建議	None 無	None 無

Executive Directors

Mr. Chao Ka Chon (周家俊), aged 47, is the founder of the Group, Chairman, CEO and executive Director who is primarily responsible for the overall management, strategic development and leading the business development of the Group. Mr. Chao was appointed as a Director on 18 February 2021 and was re-designated as Chairman, CEO and an executive Director on 20 April 2021. Mr. Chao is a sole director of Tai Wah, which is a substantial Shareholder. Mr. Chao is cohabiting with Ms. Chiu as a spouse.

Mr. Chao has over 20 years of experience in the IT industry. Prior to first commencing the business operation of the Group in 2010, Mr. Chao worked at HKBN JOS (Macau) Limited (formerly known as Jardine OneSolution (Macau) Limited) which principally engages in the provision of enterprise systems in Macau and is a subsidiary of HKBN Ltd., a company listed on the Stock Exchange (stock code: 1310), as a senior account manager from March 2006 to May 2009. From June 2002 to June 2005, Mr. Chao worked as a senior system engineer and a senior system analyst at Noveland Textiles Limited (formerly known as Novetex Spinners Limited).

執行董事

周家俊先生，47歲，為本集團的創始人、主席、首席執行官及執行董事，彼主要負責本集團的整體管理、戰略發展及領導業務發展。周先生於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為主席、首席執行官及執行董事。周先生為主要股東Tai Wah的唯一董事。周先生現與配偶趙女士同居。

周先生於IT行業擁有逾20年經驗。於本集團在2010年首次開展業務營運之前，周先生曾於HKBN JOS(澳門)有限公司(前稱為怡和科技(澳門)有限公司)供職，該公司乃香港寬頻有限公司(為一間於聯交所上市的公司(股份代號：1310))的附屬公司，主要於澳門從事提供企業系統服務業務，自2006年3月至2009年5月擔任高級客戶經理。自2002年6月至2005年6月，周先生於龍騰紡織有限公司(前稱為龍達毛紡有限公司)擔任高級系統工程師及高級系統分析師。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Chao was elected as a member of 中國人民政治協商會議第十四屆廣州市委員會委員 (the 14th Guangzhou District Committee of the Chinese People's Political Consultative Conference*) on 22 January 2022 and has been a member and a standing committee member of 中國人民政治協商會議廣州市白雲委員會 (Guangzhou Baiyun District Committee of the Chinese People's Political Consultative Conference*) since October 2021. Mr. Chao also has been a member of the 經濟發展委員會 (Economic Development Council*) since August 2021 and has been the vice chairman of 粵港澳大灣區互聯網聯盟 (the Guangdong-Hong Kong-Macao Greater Bay Area Internet Alliance*) since December 2020. Mr. Chao has been the executive vice chairman of the board of supervisors of the Macau International Industrial Technology Development Association since October 2018. Mr. Chao has also been the vice chairman of the board of supervisors of the Guangdong and Macao Federation of Industry and Commerce since July 2018.

Since launching the scholarship and internship awards programme in collaboration with the Institute of Data Science of the City University of Macau in May 2019, a programme that aims to support and cultivate talents in Macau, Mr. Chao has been the chairman of such scholarship committee and has been leading the overall co-ordination and candidates' selection process of the programme.

Mr. Chao obtained a degree of bachelor of science and a postgraduate diploma in science from The University of Auckland in New Zealand in October 2000 and June 2002, respectively. Mr. Chao was awarded "Excellence Award in Entrepreneur" by the Business Awards of Macau in November 2019. Mr. Chao was admitted as the member of Science and Technology Committee of Macau in 2023.

Ms. Chiu Koon Chi (趙冠芝), aged 45, is an executive Director who is primarily responsible for the overall administration, operations and human resources and marketing of the Group. Ms. Chiu was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Ms. Chiu first joined the Group as a director of BoardWare Macau in January 2011. Ms. Chiu is also a director of each of BoardWare Macau, BoardWare HK and Synergy CCL. Ms. Chiu is cohabiting with Mr. Chao as a spouse.

Ms. Chiu has over 17 years of experience in marketing. Prior to joining the Group, Ms. Chiu worked at IDT Telecom Asia Pacific Limited, a subsidiary of IDT Corporation, a company listed on The New York Stock Exchange (stock code: NYSE: IDT), from May 2005 to July 2007 where her last position was a senior marketing officer. From June 2002 to March 2005, Ms. Chiu worked as a sales and marketing assistant at Noveland Textiles Limited (formerly known as Novetex Spinners Limited).

周先生於2022年1月22日獲選為中國人民政治協商會議第十四屆廣州市委員會委員，一直擔任中國人民政治協商會議廣州市白雲委員會成員，並自2021年10月起一直擔任常務委員會成員。周先生亦自2021年8月起一直擔任經濟發展委員會成員及自2020年12月起一直為粵港澳大灣區互聯網聯盟的副主席。自2018年10月起，周先生一直為澳門國際科技產業發展協會監事會常務副會長。周先生自2018年7月起亦為粵澳工商聯會的監事會副主席。

自我們於2019年5月與澳門城市大學數據科學研究院開展獎學金及實習獎勵計劃(為於澳門支持及培養人才的計劃)以來，周先生一直擔任該計劃委員會主席，領導計劃整體的協調及候選人甄選程序。

周先生分別於2000年10月及2002年6月於新西蘭奧克蘭大學獲得理學學士學位及理學研究生文憑。於2019年11月，周先生獲得澳門商業大獎(Business Awards of Macau)頒發「企業家卓越獎」。周先生於2023年獲委任為澳門科技委員會委員。

趙冠芝女士，45歲，為執行董事，主要負責本集團的整體行政管理、營運及人力資源以及營銷。趙女士於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。趙女士於2011年1月以博維澳門董事的身份首次加入本集團。趙女士亦為博維澳門、博維香港及智揚科技的董事。趙女士現與配偶周先生同居。

趙女士於營銷方面擁有逾17年經驗。於加入本集團前，趙女士於2005年5月至2007年7月在IDT Telecom Asia Pacific Limited任職，該公司乃萬威公司(IDT Corporation)(為一間於紐約證券交易所上市的公司，股份代號：NYSE: IDT)的附屬公司，其最後所擔任職務為高級市場營銷官。自2002年6月至2005年3月，趙女士於龍騰紡織有限公司(前稱為龍達毛紡有限公司)擔任銷售及市場營銷助理。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Ms. Chiu obtained a degree of bachelor of social sciences from Lingnan University, Hong Kong in December 2001. In July 2006, Ms. Chiu obtained a diploma in marketing from The University of Hong Kong School of Professional and Continuing Education in association with the Chartered Institute of Marketing.

Ms. Lei Sok Han (李淑嫻), aged 46, is an executive Director who is primarily responsible for the overall development of product solutions and marketing strategies of the Group. Ms. Lei was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Ms. Lei first joined the Group as a manager of the product and marketing department of BoardWare Macau on 3 June 2013 and has been a director of the aforementioned department of BoardWare Macau since April 2016. Ms. Lei is also currently a director of BoardWare Macau and BoardWare HK.

Ms. Lei has over 21 years of experience in the IT industry. Prior to joining the Group, Ms. Lei worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771), which principally engages in the provision of IT services, from September 2010 to May 2013 with her last position as an account manager in the sales & marketing department. From February 2008 to February 2009, Ms. Lei worked as a sales manager at Certis Security (Macau) Ltd., which principally engages in the provision of security services. Ms. Lei worked as a senior account manager at Mega Tecnologia Informatica Lda., a Macau IT services provider, from May 2001 to January 2008.

Ms. Lei obtained a degree of bachelor of business administration in marketing from the University of Macau in January 2001. In June 2007, Ms. Lei obtained a degree of master of business administration from Capstone University, the United States through distance learning.

Mr. Ng Hong Kei (吳鴻祺), aged 36, is an executive Director who is primarily responsible for the overall business development and business consultation of the Group. Mr. Ng was appointed as a Director on 18 February 2021 and was re-designated as an executive Director on 20 April 2021. Mr. Ng first joined the Group as a manager of the presales and consultant department of BoardWare Macau in July 2014 and was promoted to be a director of the business consultation department of BoardWare Macau in October 2018.

Mr. Ng has over 13 years of experience in the IT industry. Prior to joining the Group, Mr. Ng worked at NetCraft Information Technology (Macau) Co., Ltd., an IT solution provider in Macau, from August 2008 to October 2010 and January 2012 to May 2014 with his last position as an assistant manager of the pre-sales team.

趙女士於2001年12月獲得香港嶺南大學的社會科學學士學位。於2006年7月，趙女士獲得香港大學專業進修學院及英國特許市場學會的市場營銷文憑。

李淑嫻女士，46歲，為執行董事，主要負責本集團產品解決方案及營銷策略的整體發展。李女士於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。李女士於2013年6月3日首次以博維澳門產品及市場營銷部經理的身份加入本集團，彼自2016年4月一直擔任博維澳門上述部門的總監。李女士目前亦擔任博維澳門及博維香港的董事。

李女士於IT行業擁有逾21年經驗。於加入本集團之前，李女士於2010年9月至2013年5月在自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為銷售及市場營銷部客戶經理。自2008年2月至2009年2月，李女士於Certis Security (Macau) Ltd.擔任銷售經理，該公司主要從事提供安保服務業務。自2001年5月至2008年1月，李女士於澳門IT服務供應商Mega Tecnologia Informatica Lda.擔任高級客戶經理。

李女士於2001年1月獲得澳門大學工商管理(市場營銷)學士學位。於2007年6月，李女士通過遠程學習獲得美國Capstone University的工商管理碩士學位。

吳鴻祺先生，36歲，為執行董事，主要負責本集團的整體業務發展及業務諮詢。吳先生於2021年2月18日獲委任為董事，並於2021年4月20日獲調任為執行董事。吳先生於2014年7月以博維澳門售前及顧問部經理的身份首次加入本集團，於2018年10月晉升為博維澳門業務諮詢部總監。

吳先生於IT行業擁有逾13年經驗。於加入本集團之前，吳先生於2008年8月至2010年10月及於2012年1月至2014年5月在天網資訊科技(澳門)有限公司供職，該公司為澳門的IT解決方案供應商，其最後所擔任職務為售前團隊助理經理。

DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Ng obtained a degree of bachelor of business administration in business information system from the University of Macau in March 2009. Mr. Ng was recognised as a Cisco certified design associate from May 2009 to October 2017, a Cisco advanced wireless design specialist from June 2009 to June 2011 and a Cisco security solutions and design specialist from August 2010 to August 2012 and from October 2014 to October 2016, by Cisco Systems, Inc.

Mr. Ng has been serving as a member of 離島區社區服務諮詢委員會 (the Islands District Community Service Advisory Committee*) of Macau since January 2019. He is currently appointed as the Deputy Coordinator of the committee for a term up to 29 January 2025. Mr. Ng was awarded as Guangdong-Hong Kong-Macao Greater Bay Area (GBA) Outstanding Young Entrepreneur in 2023.

Non-executive Director

Mr. Li Haodong (李浩東), aged 47, was appointed as a Director on 1 April 2021 and re-designated as a non-executive Director on 20 April 2021. Mr. Li is primarily responsible for providing strategic and development advice to the Board.

Mr. Li has over 15 years of experience in business management. Mr. Li has been a director and the general manager of DHQ (Macau), which principally engages in the provision of industrial development, project investment and management services, since December 2019. Mr. Li has been a general manager assistant of 珠海大橫琴集團有限公司 (Zhuhai Da Hengqin Group Limited*), which principally engages in the provision of infrastructure project investment, construction and industrial development, property management and consultancy services, since March 2019. Mr. Li worked at 珠海市橫琴新區英才人力資源服務有限公司 (Zhuhai Hengqin New Area Elites Human Resources Services Co., Ltd*), which principally engages in the provision of recruitment and consultancy services, from March 2016 to April 2020 as a general manager. Mr. Li worked at 珠海大橫琴建材科技發展有限公司 (Zhuhai Da Hengqin Building Material Technology Development Co. Ltd*), which principally engages in the provision of R&D of building and urban green technology development services, from June 2012 to February 2016 as a deputy general manager.

Mr. Li obtained a degree of bachelor of science in industrial automation from Guangdong University of Technology, the PRC in July 1998. Mr. Li also obtained a master of business administration degree from Beijing University of Posts and Telecommunications, the PRC in December 2008.

吳先生於2009年3月獲得澳門大學工商管理(商業信息系統)學士學位。吳先生於2009年5月至2017年10月獲Cisco Systems, Inc. 認可為Cisco認證設計助理，於2009年6月至2011年6月成為Cisco高級無線設計專家，於2010年8月至2012年8月及2014年10月至2016年10月分別成為Cisco安全解決方案及設計專家。

吳先生自2019年1月起一直擔任澳門離島區社區服務諮詢委員會的成員。彼目前獲委任為委員會副召集人，任期至2025年1月29日。吳先生於2023年獲授粵港澳大灣區傑出青年企業家稱號。

非執行董事

李浩東先生，47歲，於2021年4月1日獲委任為董事，並於2021年4月20日調任非執行董事。李先生主要負責向董事會提供策略及發展意見。

李先生於業務管理方面擁有逾15年經驗。李先生自2019年12月起一直擔任大橫琴(澳門)(主要從事提供工業發展、項目投資及管理服務)的董事兼總經理。李先生自2019年3月起一直擔任珠海大橫琴集團有限公司(主要從事提供基建項目投資、建築及工業發展、物業管理及諮詢服務)的總經理助理。李先生於2016年3月至2020年4月在珠海市橫琴新區英才人力資源服務有限公司(主要從事提供招聘及諮詢服務)任職，擔任總經理。李先生於2012年6月至2016年2月在珠海大橫琴建材科技發展有限公司(主要從事提供建築物研發及市區綠化科技發展服務)任職，擔任副總經理。

李先生於1998年7月獲得中國廣東工業大學工業自動化學士學位。李先生亦於2008年12月獲得中國北京郵電大學的工商管理碩士學位。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

INEDs

Mr. Man Wing Pong (文永邦), aged 53, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. Man has over 20 years of experience in investment banking, asset management and corporate management. Mr. Man is currently the chief risk officer of Silverstone Investments Limited and is licensed under the SFO as a responsible officer to carry out Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities. From April 2020 to June 2021, Mr. Man served at League Capital Limited as managing director. From January 2019 to February 2020, he worked at Mason Global Capital Limited as director, Investment Banking; from September 2014 to April 2018, he worked at ABCI Capital Limited with his last position as senior vice president in Investment Banking Department; from June 2011 to September 2014, he worked at RHB OSK Capital Hong Kong Limited with his last position as director, Corporate Finance; from October 2007 to June 2011, he worked at China Merchants Securities (HK) Co., Limited with his last position as manager in Investment Banking Department.

Since June 2023, Mr. Man has been serving as an INED of Changan Minsheng APLL Logistics Co., Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 01292). Since February 2023, Mr. Man has been serving as a member of China Committee of the Hong Kong Securities and Investment Institute.

Mr. Man is a fellow of CPA Australia, a fellow of Institute of Public Accountants, a fellow of Institute of Financial Accountants, a fellow of The Hong Kong Institute of Directors and a fellow of the Hong Kong Securities and Investment Institute.

Mr. Man obtained a bachelor's degree of social science from The Chinese University of Hong Kong in 1993, obtained a master's degree of financial management from Rotterdam School of Management, Erasmus University in 2004, and obtained a postgraduate diploma in professional accountancy from Graduate School, The Chinese University of Hong Kong in 2018.

獨立非執行董事

文永邦先生，53歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督及向董事會提供獨立建議。

文先生於投資銀行業、資產管理及企業管理擁有逾20年經驗。文先生現任銀石投資有限公司的首席風控官，並出任就證券及期貨條例項下第4類(就證券提供意見)、第6類(就機構融資提供意見)及第9類(提供資產管理)受規管活動的負責人員。文先生於2020年4月至2021年6月擔任領創資本有限公司董事總經理；2019年1月至2020年2月擔任茂宸環球資本有限公司投資銀行部董事；2014年9月至2018年4月任職於農銀國際融資有限公司，最後擔任職務為投資銀行部高級副總裁；2011年6月至2014年9月任職於興業僑豐融資有限公司，最後擔任職務為企業融資董事；2007年10月至2011年6月任職於招商證券(香港)有限公司，最後擔任職務為投資銀行部經理。

文先生自2023年6月起擔任重慶長安民生物流股份有限公司(一家於聯交所主板上市的公司，股份代號：01292)獨立非執行董事；自2023年2月起擔任香港證券及投資學會中國委員會委員。

文先生為澳洲會計師公會資深會員、公共會計師協會資深會員、財務會計師公會資深會員、香港董事學會資深會員及香港證券及投資學會資深會員。

文先生於1993年獲得香港中文大學社會科學學士學位，於2004年獲得伊拉斯姆斯大學鹿特丹管理學院財務管理碩士學位，並於2018年獲得香港中文大學研究院專業會計學深造文憑。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. U Seng Pan (余成斌), aged 53, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. U has nearly 30 years of experience in the IT industry. Mr. U is currently a management member of Silergy Corp., a high-tech company which has the industry-leading process technology to design innovative mixed-signal and analog IC for automotive, industrial, consumer, computing and telecom equipment, since March 2023. Mr. U was the co-founder and currently Council President of Macao Institute of Industrial Technology (MIIT), a non-profit organisation and business incubator aiming at technological innovation and entrepreneurship by facilitating applied research, uniting and attracting international and cross-border high-end talents and teams for technological transformation since September 2022. Mr. U served as co-chief executive officer and a managing director of Macau of Akrostar Technology Co., Ltd, a high-tech company which principally engages in the provision of chip design and system applications with advanced semiconductor intellectual property development and services, from March 2021 to August 2022. In October 2001, Mr. U also co-founded Chipidea Microelectronics (Macau) Ltd which was acquired in 2009 by Synopsys Inc, a world leading high-tech company principally engages in the provision of advanced technologies for chip design, verification, IP integration and software security services, his last position as the R&D director until February 2021. Mr. U worked at the University of Macau from September 1994 to February 2021 with his last position as a deputy director of the State Key Laboratory of Analog and Mixed Signal VLSI and full professor of the faculty of science and technology in University of Macau.

Mr. U has been currently a member of the 經濟發展委員會 (Economic Development Council*) since August 2021 and a member of the Macao Committee for Guangdong-Hong Kong-Macao Great Bay Area Development of the Boao Forum for Asia (BFA) with his appointment valid until November 2025. Mr. U has been a committee member of 澳門特別行政區政府科技委員會 (The Technology Committee of the Government of Macau*) and 澳門特別行政區政府人才發展委員會 (The Talent Development Committee of the Government of Macau*), since August 2016 and March 2020, respectively. Mr. U has been the vice chairman of the China Semiconductor Industry Association IC Design Branch of the PRC since November 2019. Mr. U has been a committee member of the Science and Technology Commission of Ministry of Education of the People's Republic of China since March 2016 until 2021.

余成斌先生，53歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督並向董事會提供獨立意見。

余先生在IT行業擁有近30年的經驗。自2023年3月起，余先生一直為Silergy Corp.的管理層成員，該公司為一家高科技公司，擁有行業領先的工藝技術，為汽車、工業、消費、電腦及電信設備設計創新的混合信號及模擬集成電路。自2022年9月起，余先生為澳門產業技術研究院(MIIT)的聯合創辦人及現任理事長。MIIT為一家非牟利機構及業務孵化器，旨在透過促進應用研究，聯合及吸引國際及跨境高端人才及團隊進行技術轉型，從而實現技術創新及創業。余先生於2021年3月至2022年8月期間擔任澳門Akrostar Technology Co., Ltd. (一間主要從事提供晶片設計和系統應用以及先進半導體知識產權開發及服務的高科技公司)的聯席行政總裁及董事總經理。於2001年10月，余先生亦聯合創辦Chipidea Microelectronics (Macau) Ltd，而該公司已於2009年被Synopsys Inc (一間主要從事就晶片設計、驗證、互聯網協議(IP)集成及軟體安全服務提供先進技術的全球領先高科技公司)收購，直至2021年2月，其最後職位為研發總監。余先生於1994年9月至2021年2月在澳門大學工作，其最後職位為類比與混合信號超大型積體電路國家重點實驗室副主任及澳門大學科技學院正教授。

余先生自2021年8月起至目前為經濟發展委員會成員，並為博鰲亞洲論壇粵港澳大灣區發展澳門委員會委員，任期至2025年11月。余先生分別自2016年8月及2020年3月起擔任澳門特別行政區政府科技委員會及澳門特別行政區政府人才發展委員會的委員。余先生自2019年11月起擔任中國半導體行業協會積體電路設計分會副理事長。余先生自2016年3月起至2021年擔任中華人民共和國教育部科學技術委員會委員。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

In recognition of his pioneering contribution both in academic research & industrial development, he was awarded by The 2021 Best Sci-Tech Innovation Award for Outstanding Young Entrepreneur in the Guangdong-Hong Kong-Macao Greater Bay Area, Macau SAR government the 2010 Honorary Title of Value and the 2021 Merit Medal of Industry and Commerce, and 2019 National Commemorative Medal of celebration of 70th anniversary of the founding of the PRC.

Mr. U obtained a bachelor of science in electronics engineering from Jinan University in Guangzhou, the PRC in June 1991. Mr. U obtained a master of electrical and electronic engineering from the University of Macau in July 1997. Mr. U obtained a doctorate degree in electrical and electronic engineering from the University of Macau in July 2002. Mr. U obtained a doctorate degree in electrical and computer engineering from the Instituto Superior Técnico of the University of Lisbon, Portugal in April 2004. Mr. U has been a fellow of The Institute of Electrical and Electronics Engineers since January 2016.

Mr. Suen Chi Wai (孫志偉), aged 59, was appointed as an INED on 20 June 2022. He is primarily responsible for supervising and providing independent advice to the Board.

Mr. Suen has over 20 years of experience in corporate finance and with area of practice principally in initial public offerings on the Stock Exchange, mergers and acquisitions, corporate reorganisations and Listing Rules compliance matters. Mr. Suen was a partner of Withers from February 2018 until his retirement in March 2023. Mr. Suen is currently a consultant in Withers. Mr. Suen worked at DLA Piper in Hong Kong from June 2007 to February 2018 with his last position as a partner. Mr. Suen served as a manager in the investment products department of the SFC from October 2005 to July 2006, responsible for reviewing applications of collective investment schemes and monitoring continuing compliance of authorised schemes. Mr. Suen worked as an assistant solicitor at Woo Kwan Lee & Lo in Hong Kong from September 2000 to March 2005.

Mr. Suen has been serving as an INED of (i) Xin Yuan Enterprises Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1748) since September 2018; (ii) Venus Medtech (Hangzhou) Inc., a company listed on the Main Board of the Stock Exchange (stock code: 2500) since July 2019; and (iii) Da Yu Financial Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1073) since July 2019.

為表彰彼於學術研究及行業發展方面的開創性貢獻，彼已獲授2021年粵港澳大灣區傑出青年企業家最佳科技創新獎、澳門特別行政區政府2010年價值榮譽稱號及2021年工商功績勳章以及2019年慶祝中華人民共和國成立70週年國家紀念章。

余先生於1991年6月獲中國廣州暨南大學電子工程師學士學位。余先生於1997年7月獲得澳門大學電子電氣工程碩士學位。余先生於2002年7月取得澳門大學電子電氣工程博士學位。余先生於2004年4月獲得葡萄牙里斯本大學Instituto Superior Técnico的電子及電腦工程博士學位。余先生自2016年1月起成為電氣與電子工程師協會的會員。

孫志偉先生，59歲，於2022年6月20日獲委任為獨立非執行董事。彼主要負責監督及向董事會提供獨立建議。

孫先生於企業融資方面擁有逾20年經驗，主要從事聯交所首次公開上市、併購、公司重組及上市規則合規工作。孫先生自2018年2月起擔任衛達仕律師事務所的合夥人，直至2023年3月退休。孫先生現為衛達仕律師事務所的顧問。孫先生於2007年6月至2018年2月在香港歐華律師事務所任職，其最後所擔任職務為合夥人。孫先生於2005年10月至2006年7月在證監會投資產品部擔任經理，負責審閱集體投資計劃的申請及監察法定計劃的持續合規。孫先生於2000年9月至2005年3月在香港胡關李羅律師行擔任助理律師。

孫先生一直擔任以下各公司的獨立非執行董事：
(i) 信源企業集團有限公司(為一間於聯交所主板上市的公司，股份代號：1748)(自2018年9月起)；(ii) 杭州明醫療器械股份有限公司(為一間於聯交所主板上市的公司，股份代號：2500)(自2019年7月起)；及(iii) 大禹金融控股有限公司(為一間於聯交所主板上市的公司，股份代號：1073)(自2019年7月起)。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Suen obtained a degree of bachelor of science from University of East Anglia, the United Kingdom in July 1987 and a postgraduate certificate in laws from the University of Hong Kong in June 1998. Mr. Suen has been admitted as a solicitor in Hong Kong since October 2000 and in England and Wales since December 2003. Mr. Suen has also been a fellow member of the Association of Chartered Certified Accountants since May 1998 and a certified public accountant of the Hong Kong Institute of Certified Public Accountants since April 1993.

Save as disclosed above, each of the Directors:

- (i) did not hold other positions in the Company or other members of the Group as at the date of this annual report;
- (ii) did not hold other major appointments and professional qualifications as at the date of this annual report;
- (iii) had no other relationship with any Directors, senior management or substantial Shareholders as at the date of this annual report;
- (iv) did not have any other directorships in public companies the securities of which are listed on any securities markets in Hong Kong or overseas in the three years prior to the date of this annual report; and
- (v) confirmed, to the best of his or her knowledge, information and belief having made all reasonable enquiries, there were no other matters that need to be brought to the attention of the Shareholders in connection with his or her appointment, and there was no information relating to him or her required to be disclosed under Rule 13.51(2) of the Listing Rules as at the date of this annual report.

As at the date of this annual report, save as the interests of Mr. Chao in the Shares which are disclosed in the section headed "Disclosure of Interests and Other Information" in directors' report in this annual report, each of the Directors does not have any interests in the Shares within the meaning of Part XV of the SFO.

孫先生於1987年7月獲得英國東安格利亞大學的理學士學位，並於1998年6月獲得香港大學的法律專業研究生證書。孫先生自2000年10月起於香港獲認可為律師，並自2003年12月起於英國及威爾士獲認可為律師。孫先生自1998年5月起一直為特許公認會計師公會的資深會員，自1993年4月起一直為香港會計師公會的執業會計師。

除上文所披露者外，各董事：

- (i) 於本年報日期並未於本公司或本集團其他成員公司擔任其他職務；
- (ii) 並無於本年報日期持有其他重大職務及專業資格；
- (iii) 於本年報日期與任何董事、高級管理層成員或主要股東概無其他關係；
- (iv) 在本年報日期之前三年內並未於其證券在香港或海外任何證券市場上市的公開上市公司擔任任何其他董事職務；及
- (v) 經作出一切合理查詢後，就其所知、所悉及所信，確認於本年報日期概無有關其獲委任的其他事項需提請股東垂註，及概無根據上市規則第13.51(2)條須予披露與其有關的資料。

於本年報日期，除周先生於本年報的董事會報告「權益及其他資料披露」一節所披露股份中所擁有的權益外，各董事並未於股份中擁有證券及期貨條例第XV部所指的任何權益。

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

SENIOR MANAGEMENT

Other than the Directors, the senior management team consists of seven members, who, together with executive Directors, are responsible for the day-to-day management and operation of the Group. The table below sets out information in respect of the senior management personnel.

高級管理層

除董事外，高級管理層團隊由七名成員組成，彼等與執行董事共同負責本集團的日常管理及營運。下表載列有關高級管理層成員的資料。

Name	Age	Date of joining the Group	Date of appointment as a member of senior management	Existing position in the Group	Roles and responsibilities	Relationship with Directors, Controlling Shareholders and substantial Shareholders
姓名	年齡	加入本集團日期	獲委任為高級管理層成員日期	現於本集團的職位	職務及責任	與董事、控股股東及主要股東的關係
Tsang Tik Man	35	2 May 2019	2 May 2019	Financial controller and Company Secretary	Overall financial management and company secretarial matters of the Group	None
曾迪文	35歲	2019年5月2日	2019年5月2日	財務總監及公司秘書	本集團整體財務管理及公司秘書事務	無
Leong Wai Meng	38	23 June 2014	1 August 2019	Director of the sales department of BoardWare Macau	Overall supervision and management of the sales matters of the Group	None
梁偉明	38歲	2014年6月23日	2019年8月1日	博維澳門銷售部總監	監察及管理本集團的整體銷售事宜	無
Chan Kuong Kit	37	2 January 2020	2 January 2020	Assistant director of the application development department of BoardWare Macau	Overall management and development of the software application business of the Group	None
陳光傑	37歲	2020年1月2日	2020年1月2日	博維澳門應用程序開發部助理總監	本集團軟件應用程式業務的整體管理及發展	無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Name 姓名	Age 年齡	Date of joining the Group 加入本集團日期	Date of appointment as a member of senior management 獲委任為高級 管理層成員日期	Existing position in the Group 現於本集團的職位	Roles and responsibilities 職務及責任	Relationship with Directors, Controlling Shareholders and substantial Shareholders 與董事、控股股東及 主要股東的關係
Hoi Ut Sim 許月輝	41 41歲	1 November 2017 2017年11月1日	1 June 2019 2019年6月1日	Director of BWZ department and IR&D department of BoardWare Macau 博維澳門創新業務發展部及 創新與研發部總監	Overall business development and the supervision of Managed Services matters and Innovation and R&D matters of the Group 本集團的整體業務發展及監督 託管服務事項以及創新與研 發事項	None 無
Ho lo Keong 何耀強	54 54歲	23 September 2013 2013年9月23日	23 September 2013 2013年9月23日	Director of professional service department of BoardWare Macau 博維澳門專業服務部總監	Overall daily operations of the service team and overseeing the delivery of service functions of the Group 本集團的整體服務團隊的日常 運作，並監督服務職能的操 作	None 無
Ng Hong Seng 吳鴻盛	34 34歲	2 January 2014 2014年1月2日	1 June 2019 2019年6月1日	General manager of BoardWare Hong Kong 博維香港總經理	Overall management of the daily operations and talent development programmes of the Group 整體管理本集團的日常 營運及人才發展計劃	Younger brother of Mr. Ng, an executive Director 執行董事吳先生的胞弟
Chan Hon Fan 陳瀚勳	47 47歲	2 May 2000 2000年5月2日	April 2018 2018年4月	General manager of Synergy CCL 智揚科技總經理	Overall management of the daily operations and talent development programmes of the Group 整體管理本集團的日常 營運及人才發展計劃	None 無

DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Tsang Tik Man (曾迪文), aged 35, first joined the Group as a financial manager on 2 May 2019 and was promoted to be the financial controller of the Group on 1 January 2021. Mr. Tsang was appointed as the Company Secretary on 20 April 2021. Mr. Tsang is primarily responsible for the overall financial management and company secretarial matters of the Group.

Mr. Tsang has over 11 years of experience in professional auditing, accounting and financial management. Prior to joining the Group, Mr. Tsang worked at Nexion Technologies Limited, a company listed on GEM of the Stock Exchange (stock code: 8420) which principally engages in the provision of information and communications technology solution, from July 2017 to January 2019 with his last position as a finance manager. Mr. Tsang worked at Deloitte from September 2011 and July 2017 with his last position as a manager.

Mr. Tsang obtained a degree of bachelor of business administration in accounting from Hong Kong Baptist University in November 2011. Mr. Tsang completed the Chartered Governance Qualifying Programme launched by The Hong Kong Institute of Chartered Secretaries in February 2021 and was admitted as chartered secretary and chartered governance professional in November 2022. He was admitted as a certified public accountant of the Hong Kong Institute of Certified Public Accountants in January 2015 and is a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants. He was also admitted as chartered accountant of The Institute of Chartered Accountants in England and Wales in January 2022. In 2023, Mr. Tsang was awarded the title of certified Environmental, Social and Governance Analyst (CESGA®) from the European Federation of Financial Analysts Societies (EFFAS).

Mr. Leong Wai Meng (梁偉明) (formerly known as Li Jing Hong (李敬鴻)), aged 38, joined the Group as a manager of the sales department of BoardWare Macau on 23 June 2014. He has been an assistant director of the aforementioned department since 1 August 2019. Mr. Leong is primarily responsible for the overall supervision and management of the sales matters of the Group.

Mr. Leong has over 13 years of experience in the IT industry. Prior to joining the Group, Mr. Leong worked at NetCraft Information Technology (Macau) Co., Ltd., a solution provider in Macau, from July 2009 to June 2014 where his last position was a sales manager of the sales department.

Mr. Leong obtained a degree of bachelor of engineering from Northeastern University, the PRC in July 2009.

曾迪文先生，35歲，於2019年5月2日首次加入本集團擔任財務經理，並於2021年1月1日晉升為本集團財務總監。曾先生於2021年4月20日獲委任為本公司的公司秘書。曾先生主要負責本集團的整體財務管理及公司秘書事務。

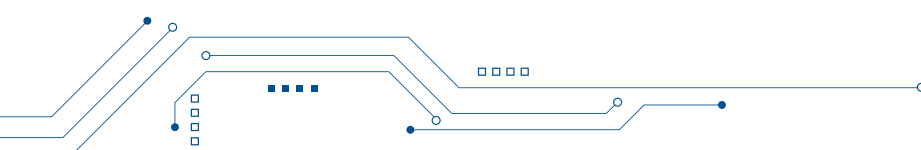
曾先生於專業審計、會計及財務管理方面擁有逾11年經驗。於加入本集團之前，曾先生於2017年7月至2019年1月在Nexion Technologies Limited供職，該公司乃一間於聯交所GEM上市的公司(股份代號：8420)，主要從事提供信息及通信技術解決方案業務，彼最後所擔任職務為財務經理。自2011年9月至2017年7月，曾先生曾於德勤供職，其最後所擔任職務為經理。

曾先生於2011年11月獲得香港浸會大學工商管理會計學士學位。曾先生已完成香港特許秘書公會於2021年2月推出的特許公司治理專業資格課程並於2022年11月獲得特許秘書及特許治理專業人員資格。彼於2015年1月獲得香港會計師公會註冊會計師資格及為香港會計師公會的執業會計師。彼亦於2022年1月獲得英格蘭及威爾士特許會計師協會的特許會計師資格。曾先生於2023年獲歐洲金融分析師學會聯會(EFFAS)頒發註冊環境、社會及管治分析師(CESGA®)稱號。

梁偉明先生(前稱李敬鴻)，38歲，於2014年6月23日以博維澳門銷售部經理身份加入本集團。彼自2019年8月1日起一直擔任上述部門助理總監一職。梁先生主要負責監察及管理本集團整體銷售事宜。

梁先生於IT行業擁有逾13年經驗。於加入本集團之前，梁先生於2009年7月至2014年6月在天網資訊科技(澳門)有限公司供職，該公司為澳門的解決方案供應商，其最後所擔任職務為銷售部銷售經理。

梁先生於2009年7月獲得中國東北大學工程學士學位。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Chan Kuong Kit (陳光傑), aged 37, joined the Group as an assistant director of the application development department of BoardWare Macau on 2 January 2020. Mr. Chan is primarily responsible for the overall management and development of the software application business of the Group.

Mr. Chan has over nine years of experience in the IT industry. Prior to joining the Group, Mr. Chan worked at EasyTone Network Technology Limited, an online payment platform company focusing on system development and research, from November 2013 to December 2019 with his last position as a general manager.

Mr. Chan obtained a degree of bachelor of business administration (business information system) from the University of Macau in July 2008.

Ms. Hoi Ut Sim (許月嬋), aged 41, joined the Group as a business engagement manager of the presales team of the business consultation department of BoardWare Macau in November 2017. She is currently the director of BWZ department and IR&D department of BoardWare Macau. Ms. Hoi is primarily responsible for the overall business development and the supervision of Managed Services matters and Innovation and R&D matters of the Group.

Ms. Hoi has over 23 years of experience in the IT industry. Prior to joining the Group, Ms. Hoi worked at Microsoft Hong Kong Limited, a subsidiary of Microsoft Corporation which is a company listed on Nasdaq (stock code: MSFT), from December 2014 to April 2017 as a services account executive. From September 2012 to December 2014, she worked as a services sales supervisor for Microsoft Macau Limited, a subsidiary of Microsoft Corporation. From September 2007 to September 2012, Ms. Hoi worked as an assistant product marketing manager at Mega Tecnologia Informatica Lda., a Macau IT services provider. From May 1999 to August 2007, Ms. Hoi worked at Detection Security Systems (Macau) Co., Ltd. with her last position as a senior clerk.

Ms. Hoi obtained a degree of bachelor of management from Macao Polytechnic Institute in August 2008.

陳光傑先生，37歲，於2020年1月2日以博維澳門應用程序開發部助理總監身份加入本集團。陳先生主要負責本集團軟件應用程式業務的整體管理及發展。

陳先生於IT行業擁有逾九年經驗。於加入本集團之前，陳先生於2013年11月至2019年12月於易達通網絡科技有限公司供職，該公司為一間專注於系統開發及研究的在線支付平台公司，其最後所擔任職務為總經理。

陳先生於2008年7月獲得澳門大學工商管理(商業信息系統)學士學位。

許月嬋女士，41歲，於2017年11月以博維澳門業務諮詢部售前團隊的業務項目經理身份加入本集團。彼目前為博維澳門創新業務發展部及創新與研發部總監。許女士主要負責本集團的整體業務發展及監督託管服務事項以及創新與研發事項。

許女士於IT行業擁有逾23年經驗。於加入本集團之前，許女士於2014年12月至2017年4月在微軟香港有限公司擔任客戶服務行政經理，該公司乃微軟公司(為一間於納斯達克上市的公司，股份代號：MSFT)的附屬公司。自2012年9月至2014年12月，彼於微軟澳門有限公司擔任服務銷售主管一職，該公司乃微軟公司的附屬公司。自2007年9月至2012年9月，許女士於澳門IT服務供應商Mega Tecnologia Informatica Lda.擔任助理產品營銷經理。自1999年5月至2007年8月，許女士於捷安護衛系統有限公司供職，其最後所擔任職務為高級職員。

許女士於2008年8月獲得澳門理工學院管理學士學位。



DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理層

Mr. Ho lo Keong (何耀強), aged 54, joined the Group as a director of the professional service department of BoardWare Macau on 23 September 2013. Mr. Ho is primarily responsible for the overall daily operations of the service team and overseeing the delivery of service functions of the Group.

Mr. Ho has over 28 years of experience in the IT industry. Prior to joining the Group, Mr. Ho worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771) which principally engages in the provision of IT services, from July 1994 to July 2013 with his last position as a technical services manager.

Mr. Ho obtained a degree of master of business administration with a major in international business from the European University, Montreux Campus, Switzerland in March 2016 which was a long distance learning course.

Mr. Ng Hong Seng (吳鴻盛), aged 34, joined the Group as a solution architect of the professional service department of BoardWare Macau on 2 January 2014 and was promoted to be a technical manager on 1 January 2017. Mr. Ng was promoted to be an assistant director of the professional service department of BoardWare Macau on 1 June 2019. Mr. Ng has been a general manager of BoardWare HK since July 2023 where Mr. Ng is primarily responsible for the overall management of the daily operations and talent development programmes of the Group.

Mr. Ng has over 10 years of experience in the IT industry. Prior to joining the Group, Mr. Ng worked at CSA Automated (Macau) Limited, a subsidiary of Automated Systems Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 771), which principally engages in the provision of IT services, from December 2011 to February 2013 with his last position as a network engineer in the engineering department.

Mr. Ng obtained a degree of bachelor of management from Shanghai Jiao Tong University, the PRC in July 2011. Mr. Ng was awarded as a certified information systems security professional by the International Information System Security Certification Consortium in September 2020 and was recognised as having completed the relevant certification test requirements in relation to routing and switching by Cisco Systems, Inc. in July 2013.

何耀強先生，54歲，於2013年9月23日以博維澳門專業服務部總監身份加入本集團。何先生主要負責本集團的整體服務團隊的日常運作，並監督服務職能的操作。

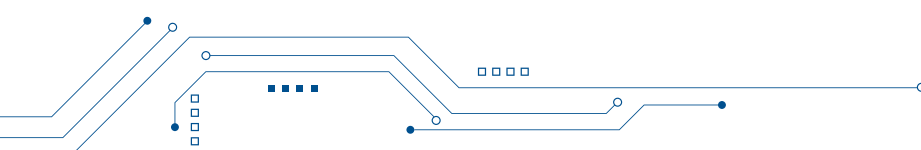
何先生於IT行業擁有逾28年經驗。於加入本集團之前，何先生於1994年7月至2013年7月在自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為技術服務經理。

何先生於2016年3月獲得歐洲大學(European University)瑞士蒙特勒校區工商管理碩士學位，主修國際業務(屬遠程學習課程)。

吳鴻盛先生，34歲，於2014年1月2日以博維澳門解決方案專業服務部架構師身份加入本集團，並於2017年1月1日晉升為技術經理。吳先生於2019年6月1日晉升為博維澳門專業服務部助理總監一職。吳先生自2023年7月起一直擔任博維香港總經理，主要負責整體管理本集團的日常營運及人才發展計劃。

吳先生於IT行業擁有逾10年經驗。於加入本集團之前，自2011年12月至2013年2月，吳先生於自動系統(澳門)有限公司供職，該公司乃自動系統集團有限公司(為一間於聯交所主板上市的公司，股份代號：771)的附屬公司，主要從事提供IT服務業務，其最後所擔任職務為工程部網絡工程師。

吳先生於2011年7月獲得中國上海交通大學的管理學學士學位。吳先生於2020年9月獲國際資訊系統安全認證集團認證為認可資訊系統保安專業人員，並於2013年7月獲Cisco Systems, Inc.認可為已完成路由及交換的認證測試要求。



DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層

Mr. Chan Hon Fan (陳瀚勳), aged 47, joined the Group as a field service engineer of Synergy CCL on 2 May 2000. Mr. Chan has been the general manager of Synergy CCL since April 2018 and is primarily responsible for the overall management of the daily operations and talent development programmes of the Group.

Mr. Chan has over 23 years of experience in the IT industry. Prior to joining the Group, Mr. Chan worked at Chat Horn Engineering Ltd. as an assistant radio frequency maintenance technician from June 1999 to May 2000.

Mr. Chan obtained a degree of bachelor of science from Oxford Brookes University, the United Kingdom in June 2007 through distance learning. He also obtained a degree of master of science in electronic and information engineering and a degree of master of business administration from The Hong Kong Polytechnic University in October 2011 and September 2016, respectively.

陳瀚勳先生，47歲，於2000年5月2日以智揚科技現場服務工程師身份加入本集團。陳先生自2018年4月擔任智揚科技總經理一職，主要負責本集團日常營運及人才發展計劃的整體管理。

陳先生於IT行業擁有逾23年經驗。於加入本集團之前，自1999年6月至2000年5月，陳先生於Chat Horn Engineering Ltd.擔任助理射頻維護技術員一職。

陳先生於2007年6月通過遠程學習獲得英國牛津布魯克斯大學(Oxford Brookes University)理學學士學位。彼亦分別於2011年10月及2016年9月獲得香港理工大學的電子及信息工程理學碩士學位及工商管理碩士學位。

* For identification purpose only

CORPORATE GOVERNANCE REPORT

企業管治報告

The board is pleased to present the CG report of the Company for FY2023.

CG PRACTICES

The Directors recognise the importance of incorporating elements of good CG in the management structures and internal control procedures of the Group so as to achieve effective accountability. The Company has adopted the Code Provisions.

Except for the deviation from provision C.2.1 of the CG Code, the Company's CG practices have complied with the CG Code during FY2023 and up to the date of this annual report. The reason for the deviation is explained in the paragraph headed "CHAIRMAN AND CHIEF EXECUTIVE" in this CG report.

The Directors will review the CG policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the CG report, which will be included in this annual report.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding securities transactions by the Directors. The Company has made specific enquiries to all Directors regarding any non-compliance with the Model Code. All the Directors confirmed that they have complied with the required standard set out in the Model Code in FY2023.

RESPONSIBILITIES OF AND DELEGATION BY THE BOARD

The Board is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group's values and standards and ensures that the requisite financial and human resources support is in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group's business and investment plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group's CG practices and all other functions reserved to the Board under the Articles of Association.

董事會欣然宣佈本公司2023年財年的企業管治報告。

企業管治常規

董事認識到將良好企業管治要素納入本集團的管理架構及內部控制程序的重要性，以實現有效問責制。本公司已採納守則條文。

於2023年財年及直至本年報日期，除與企業管治守則的守則條文第C.2.1條存在偏差外，本公司的企業管治常規已遵守企業管治守則。該偏差原因於企業管治報告標題為「主席與首席執行官」一段作出說明。

董事將於各個財政年度檢討我們的企業管治政策及有關企業管治守則的遵守情況，並遵守我們企業管治報告中的「不遵守就解釋」原則，該原則將納入本年報中。

遵守董事進行證券交易的標準守則

本公司採納標準守則作為董事進行證券交易的操守守則。本公司已就有否違反標準守則向本公司全體董事作出具體查詢。全體董事均確認，彼等於2023年財年遵守標準守則所載之規定標準。

董事會的職責及授權職責

董事會主要負責監管及監督本集團業務事宜及整體表現的管理。董事會設定本集團的使命及標準，並確保為本集團實現其目標提供必要的財務和人力資源支持。董事會履行的職能包括但不限於製定本集團的業務投資計劃及策略，釐定所有重大財務(包括主要資本開支)及營運事宜，制定、監察及檢討本集團的企業管治常規及所有其他組織章程細則保留的董事會職能。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Company has delegated certain responsibilities to various committees as set out in their respective terms of reference. The responsibilities of these committees include monitoring the Group's operational and financial performance, and ensuring that appropriate internal control and risk management systems are in place. The Board may from time to time delegate certain functions to the management of the Group if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and other duties assigned to it from time to time.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board to ensure that they remain appropriate to the Company's needs. Approval has to be obtained from the Board prior to any significant transactions entered into by the management on the Company's behalf.

The Directors have full access to information of the Group and the management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Directors are entitled to seek independent professional advice in appropriate circumstances at the Company's expense.

CG FUNCTIONS

The Board recognises that CG should be the collective responsibility of Directors and has delegated the CG duties to the Audit Committee which include:

- (a) to develop and review the Group's policies and practices on CG and make recommendations to the Board;
- (b) to review and monitor the training and continuous professional development of Directors and senior management of the Group;
- (c) to review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors of the Group; and
- (e) to review the Group's compliance with the CG Code from time to time adopted by the Group and the disclosure in the CG Report to be contained in the Company's annual report.

本公司已委託部分職責予各自職權範圍所規定的各委員會。本公司已向各董事委員會委派各自職權範圍所載的各項職責，該等職責包括監督本集團運營及財務表現，並確保建立適當的內部監控及風險管理系統。倘有需要，董事會可不時將若干職能委派予本集團管理層。管理層主要負責執行董事會採納及不時分配的業務計劃，策略及政策以及其他職責。

本集團的日常管理、行政及營運交予高級管理層負責。委託職能及職責由董事會定期檢討以確保其符合本公司需求。管理層代表本公司訂立任何重大交易前須取得董事會批准。

董事可全面接觸本集團的資料，而管理層有義務適時向董事提供充分資料，讓董事能夠履行其責任。董事有權在適當情況下徵詢獨立專業意見，費用由本公司承擔。

企業管治職能

董事會確認企業管治應由董事承擔集體責任，並已將企業管治職能委託予審計委員會，包括：

- (a) 制定及審查本集團有關企業管治的政策及實踐，並向董事會提出建議；
- (b) 審查及監察本集團董事及高級管理層的培訓及持續專業發展；
- (c) 審查和監督本集團遵守法律和監管要求的政策和常規；
- (d) 制定、審查和監督適用於員工和董事的行為準則和合規手冊(倘有)；及
- (e) 審查本集團對本集團不時採納的企業管治守則的遵守情況及本公司年報所載企業管治報告的披露情況。

CORPORATE GOVERNANCE REPORT 企業管治報告

The responsibilities of the Audit Committee in relation to CG functions are set out in the terms of reference of the Audit Committee. Upon the Listing, the Audit Committee appointed the consultant to perform a CG Code compliance review. The review covered the Company's terms of reference of Board Committees, CG policies and practices, training and continuous professional development of the Directors and the senior management and disclosures in the CG report. The consultant has provided certain recommendations on improving the Company's CG practices, which the Company has adopted accordingly to ensure sound CG practices.

BOARD COMPOSITION

The Company is committed to holding the view that the Board should include a balanced composition of executive Directors, non-executive Director and INEDs so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

At the date of this annual report, the Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three INEDs as follows:

Executive Directors

Mr. Chao (*Chairman and CEO*)

Ms. Chiu

Ms. Lei

Mr. Ng

Non-executive Director

Mr. Li

INEDs

Mr. Man

Mr. U

Mr. Suen

Except that Ms. Chiu is cohabiting with Mr. Chao as a spouse, there is no other relationship (including financial, business, family or other material/relevant relationship) among the Board.

The biographical details of each Director are set out in the section headed "DIRECTORS AND SENIOR MANAGEMENT" of this annual report.

For term of appointment of each of the non-executive Director, please refer to the paragraph headed "DIRECTORS' SERVICE CONTRACT" in section headed "DIRECTORS' REPORT" of this annual report.

審計委員會有關企業管治職能的職責載於審計委員會的職權範圍。於上市後，審計委員會委任顧問進行企業管治守則合規審查。審查涵蓋本公司董事委員會的職權範圍、企業管治政策及常規、董事及高級管理層的培訓和持續專業發展以及企業管治報告的披露事項。顧問已就改善本公司的企業管治常規提供若干推薦建議，而本公司已相應採納以確保企業管治常規穩健。

董事會組成

本公司致力維持董事會包括執行董事、非執行董事及獨立非執行董事的均衡組成，使董事會具備強大的獨立元素，能有效行使獨立判斷。

於本年報日期，董事會現由八名董事組成，其中包括以下四名執行董事、一名非執行董事及三名獨立非執行董事：

執行董事

周先生 (*主席兼首席執行官*)

趙女士

李女士

吳先生

非執行董事

李先生

獨立非執行董事

文先生

余先生

孫先生

除趙女士為周先生配偶並同居外，董事會成員之間概無其他關係(包括財務、業務、家屬或其他重大／相關的關係)。

各董事的履歷詳情載於本年報「董事及高級管理層履歷」一節。

有關各非執行董事的任期，請參閱本年報「董事會報告」章節「董事服務合約」段落。

CORPORATE GOVERNANCE REPORT 企業管治報告

The non-executive Director and INEDs have brought in a wide range of business and financial expertise, valuable experience and independent judgement to the Board for promoting the best interests of the Company and Shareholders. Through active participation in the Board meetings and serving on various Board committees, all INEDs will continue to make various contributions to the Company.

Throughout the year, the Company had three INEDs, meeting the requirements of the Listing Rules that the Board must include at least three INEDs and the number of INEDs must represent at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

DIRECTORS' AND SENIOR MANAGEMENT'S LIABILITY INSURANCE AND INDEMNITY

The Company has arranged appropriate liability insurance to indemnify the Directors and senior management of the Company for their liabilities arising out of corporate activities. The insurance coverage will be reviewed annually.

BOARD INDEPENDENCE

The Board has established mechanism to ensure independent view and input are available to the Board when it discharges its duties.

Such mechanism includes:

1. annual evaluation of training sessions undertaken by each of the Director during the financial year;
2. obtaining advice from external advisers when and where required;
3. a Director (including an INED) who has a material interest in a contract, arrangement or other proposal shall abstain from voting or be counted in the quorum on any Board resolution approving the same; and
4. the Chairman meets with the INEDs annually without the presence of executive Directors and the non-executive Director.

為促進本公司及股東的最佳利益，非執行董事及獨立非執行董事為董事會注入多方面的業務及財務專長、經驗及獨立判斷。透過積極參與董事會會議及效力不同董事委員會，全體獨立非執行董事將不斷為本公司作出不同貢獻。

本年度內，本公司有三名獨立非執行董事，符合上市規則的規定，即董事會必須包括至少三名獨立非執行董事，獨立非執行董事必須佔董事會成員人數至少三分之一，以及其中至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關的財務管理專長。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出的有關獨立性的年度書面確認。基於有關確認及不知悉任何不利事項下，本公司認為全體獨立非執行董事均為獨立，並符合上市規則第3.13條所載的獨立指引。

董事及高級管理層的責任險及彌償保證

本公司已安排適當的責任險以彌償本公司董事及高級管理層因企業活動所引致的責任。有關保險範圍將進行年度審查。

董事會獨立性

董事會已建立機制，確保董事會在履行職責時可獲得獨立觀點與意見。

有關機制包括：

1. 對每名董事於財政年度內參與的培訓課程進行年度評估；
2. 如有需要，獲取外部顧問的建議；
3. 在合約、安排及其他建議中有重大利益的董事（包括獨立非執行董事）須就批准該等合約、安排或其他建議的董事會決議案放棄投票或計入法定人數；及
4. 主席每年與獨立非執行董事在執行董事及非執行董事不在場的情況下舉行會議。

CORPORATE GOVERNANCE REPORT 企業管治報告

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed Director was provided with the necessary induction programme, training and information to ensure that he/she has proper understanding of his/her responsibilities under the Listing Rules and other applicable laws, rules and regulations prior to his/her appointment. The Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills. The Company will continue to arrange and fund suitable training and regular seminars to provide Directors with updates on the latest developments and changes in the Listing Rules and other relevant legal and regulatory requirements regularly.

All Directors have participated in training provided by the Company prior to the Listing, and for the period from the Listing Date up to the date of this annual report, all Directors have been updated with the latest developments regarding the Listing Rules and other applicable regulatory requirements through reading materials to ensure compliance and enhance their awareness of good corporate governance practices.

The individual training record of each Director received during FY2023 is summarised below:

董事的持續專業發展

各新任董事均獲提供所需入職簡介、培訓及資料以確保其於委任前正確了解其於上市規則及適用法律、規則及規例項下的責任。董事獲鼓勵參與持續專業發展課程及研討會以增進及重溫其知識及技能。本公司將繼續安排及資助合適培訓及定期研討會，為董事提供有關上市規則及其他相關法律及監管規定不時的最新發展及變動的最新资讯。

全體董事已於上市前參與本公司提供的培訓，而自上市日期起至本年報日期止期間，全體董事均已透過閱讀材料獲悉有關《上市規則》及其他適用監管規定方面的最新進展情況，以確保合規及提升彼等關注良好的企業管治常規。

各董事於2023年財年所接受培訓之記錄概列如下：

Directors	董事	Attended trainings organised by the Company 參加由公司舉辦的培訓	Attended trainings organised by professional organisations 參加由專業組織舉辦的培訓	Reading materials 閱讀材料
Executive Directors				
Mr. Chao (Chairman)	周先生(主席)	✓	✓	✓
Ms. Chiu	趙女士	✓	✓	✓
Mr. Ng	吳先生	✓	✓	✓
Ms. Lei	李女士	✓	✓	✓
Non-executive Director				
Mr. Li	李先生	✓	✓	✓
INEDs				
Mr. Man	文先生	✓	✓	✓
Mr. U	余先生	✓	✓	✓
Mr. Suen	孫先生	✓	✓	✓

CORPORATE GOVERNANCE REPORT 企業管治報告

CHAIRMAN AND CHIEF EXECUTIVE

Under Code Provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. Mr. Chao is Chairman and CEO. In view of the fact that Mr. Chao has been responsible for the day-to-day management of the Group since 2010 and the steady development of the Group, the Board believes that with the support of Mr. Chao's extensive experience and knowledge in the business of the Group, vesting the roles of both chairman and chief executive officer in Mr. Chao strengthens the consistent and solid leadership of the Group, and thereby allows for efficient business planning and decision which is in the best interest of the Group as a whole.

Directors consider that the deviation from Code Provision C.2.1 of the CG Code is appropriate in such circumstances. Notwithstanding the above, the Board is also of the view that the current management structure is effective for the Group's operations, and sufficient checks and balances are in place. The Board will continue to review the effectiveness of the CG structure of the Company in order to assess whether separation of the roles of Chairman and CEO is necessary.

The Board and the senior management of the Company, which comprises experienced and high calibre individuals can ensure the balance of power and authority. As at 31 December 2023, the Board comprised four executive Directors, one non-executive Director and three INEDs.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

In accordance with the Articles, at each annual general meeting one-third of the Directors for the time being 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.

主席與首席執行官

根據企業管治守則守則條文第C.2.1條，主席與首席執行官的角色應分開，不應由同一人士擔任。周先生為主席兼首席執行官。由於周先生自2010年以來一直負責本集團的日常管理及本集團的穩定發展，董事會相信，在周先生豐富經驗及知識對本集團業務的支持下，將主席與首席執行官的角色由周先生一人擔任可加強本集團的連貫性及牢固領導力，從而實現有效的業務規劃及決策，此對本集團整體而言屬最佳利益。

董事認為，相關情況與企業管治守則的守則條文第C.2.1條存在偏差乃屬適當。儘管存在上述規定，董事會亦認為當前的管理結構對本集團的營運乃屬有效，並已經建立足夠制衡機制。董事會將繼續檢討本公司公司管治結構的有效性，以評估是否有必要將主席與首席執行官的職責分開。

董事會及本公司高級管理層由經驗豐富及高素質的人員組成，可確保權力及職權平衡。於2023年12月31日，董事會由四名執行董事、一名非執行董事及三名獨立董事組成。

除上文所披露者外，概無董事已經或擬議與本集團任何成員公司訂立任何服務協議或委任函(不包括於一年內屆滿或可由本集團任何成員公司終止而無須支付賠償(法定賠償除外)的協議)。

根據細則，在每屆股東週年大會上，當時在任的三分之一的董事須輪席退任，惟每名董事(包括按特定任期委任之董事)須至少每三年退任一次。



CORPORATE GOVERNANCE REPORT 企業管治報告

Any new Director appointed to fill a casual vacancy shall submit himself/herself for election by Shareholders at the first general meeting of the Company after appointment and any new Director appointed as an addition to the Board shall submit himself/herself for re-election by the Shareholders at the next following annual general meeting of the Company after appointment.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles. The Nomination Committee is responsible for reviewing the Board composition, monitoring and making recommendations to the Board on the appointment, re-election and succession planning of Directors, in particular the Chairman and the CEO.

ATTENDANCE RECORD OF BOARD MEETINGS

The Company adopts the practice of holding board meetings regularly. Both the Nomination Committee and the Remuneration Committee shall meet at least once every year and the Audit Committee shall meet at least twice a year. Notices of not less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board and committee meetings, reasonable notice is generally given. The agenda and accompanying board papers are despatched to the Directors or committee members at least seven days before the intended date of the meeting to ensure that they have sufficient time to review the papers and be adequately prepared for the meeting. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman or the committee members prior to the meeting.

Minutes of meetings are kept by the Company Secretary with copies circulated to relevant Board or Board Committee for comments and records. Minutes of the Board meetings and committee meetings are recorded in sufficient detail the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Board or committee members and dissenting views expressed. Draft minutes of each Board meeting and committee meeting are sent to the relevant Board or committee members for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by Directors.

任何獲委任以填補空缺的新任董事，須於其獲委任後的公司首個股東大會上提呈本身接受股東重選；而作為董事會新增成員的任何新任董事，須於其獲委任後本公司來屆股東週年大會上接受股東重選。

董事的委任、重選及罷免程序及流程載於細則。提名委員會負責審查董事會組成，監督董事會及在董事（尤其是主席及首席執行官）的委任、重選及繼任計劃方面向董事會作出推薦。

董事會會議出席記錄

本公司採納定期舉行董事會會議的慣例。提名委員會及薪酬委員會須至少每年舉行一次會議，而審計委員會須至少每年舉行兩次會議。所有董事會例會通知須至少提前14日發出，以使全體董事有機會出席例會並將有關事宜納入例會議程。

就其他董事會及委員會會議而言，一般會發出合理通知。議程及相關董事會文件在大會擬定日期前至少七天寄發予董事或委員會成員，以確保彼等有足夠時間審閱有關文件及為會議作充分準備。倘董事或委員會成員無法出席會議，彼等將會在會議之前獲告知將予討論的事宜及獲得機會告知主席或委員會成員有關彼等的意見。

公司秘書保存會議記錄，並向相關董事會或董事委員會傳閱以供其發表意見及記錄。董事會及委員會會議紀要詳細記錄董事會及委員會所考慮的事項及所達成的決定，包括董事會或委員會成員所提出的任何問題及所表達的反對意見。各董事會會議及委員會會議的記錄草稿在會議舉行日期後的合理時間內發送予相關董事會或委員會成員以便其發表意見。董事會會議記錄公開供董事查閱。

CORPORATE GOVERNANCE REPORT 企業管治報告

For FY2023, five board meetings were held and the attendance of the individual Director at these meetings is set out in the table below:

於2023年財年，舉行了五次董事會會議，個別董事於該等會議的出席情況載列於下表：

		Meetings attended/Eligible to attend 已出席/合資格出席會議				
		Board meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	2023 AGM 2023年 股東週年大會
		董事會會議	審計委員會會議	提名委員會會議	薪酬委員會會議	
Executive Directors	執行董事					
Mr. Chao	周先生	5/5	N/A不適用	1/1	1/1	1/1
Ms. Chiu	趙女士	5/5	N/A不適用	N/A不適用	N/A不適用	1/1
Ms. Lei	李女士	5/5	N/A不適用	N/A不適用	N/A不適用	1/1
Mr. Ng	吳先生	5/5	N/A不適用	N/A不適用	N/A不適用	1/1
Non-executive Director	非執行董事					
Mr. Li	李先生	4/5	N/A不適用	N/A不適用	N/A不適用	1/1
INEDs	獨立非執行董事					
Mr. Man	文先生	5/5	6/6	1/1	N/A不適用	1/1
Mr. U	余先生	5/5	6/6	N/A不適用	1/1	1/1
Mr. Suen	孫先生	5/5	6/6	1/1	1/1	1/1

ANNUAL GENERAL MEETING

An annual general meeting is an important forum in which the management of the Company can communicate with the Shareholders. The upcoming 2024 AGM will be held on 20 June 2024.

股東週年大會

股東週年大會是能讓本公司管理層與股東溝通的重要平台。應屆2024年股東週年大會將於2024年6月20日舉行。

BOARD COMMITTEES

The Group delegates certain responsibilities to various committees. In accordance with the Articles of Association and the Listing Rules, the Group has established Board Committees, each Board Committee has its own terms of reference relating to its authority and duties, which have been approved by the Board and are reviewed periodically. The terms of reference of each committee are available on the websites of the Company and the Stock Exchange.

董事委員會

本集團已委託部分職責予各委員會。根據組織章程細則及上市規則，本集團已成立董事委員會，各董事委員會備有職權範圍載列其權限及職責，該等職權範圍由董事會通過並定時審視。各董事委員會之職權範圍已刊登於本公司及聯交所網站。

Each Board Committee has also been provided with sufficient resources to discharge its duties and, upon reasonable request, is able to seek independent professional advice in appropriate circumstances at the Group's expense.

各董事委員會均已獲提供充足資源履行其職責，及於合理要求時可在適當情況下尋求獨立專業意見，費用由本公司承擔。

AUDIT COMMITTEE

The Company has established the Audit Committee on 20 June 2022 in compliance with Rule 3.21 of the Listing Rules and with written terms of reference in compliance with the CG Code. The Audit Committee consists of three INEDs, namely Mr. Man, Mr. U and Mr. Suen, Mr. Man has been appointed as the chairman of the Audit Committee and he possesses the appropriate professional qualifications as required under Rule 3.10(2) of the Listing Rules. The major duties of the Audit Committee are the followings:

Maintain relationship with the Company's independent auditor

- (a) to be primarily responsible for making recommendations to the Board on the appointment, re-appointment and removal of the independent auditor, and to approve the remuneration and terms of engagement of the independent auditor, and any questions of its resignation or dismissal;
- (b) to review and monitor the independent auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee shall discuss with the independent auditor the nature and scope of the audit and reporting obligations before the audit commences, and to ensure co-ordination where more than one audit firm is involved. Procedures to review and monitor the independence of independent auditor may include:
 - i. considering all relationships between the Group and the independent auditor (including non-audit services);
 - ii. obtaining from the independent auditor annually, information about policies and processes for maintaining independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; and
 - iii. meeting with the independent auditor, at least once annually, in the absence of the management, to discuss matters relating to audit fees, any issues arising from the audit and any other matters the independent auditor may wish to raise.

審計委員會

本公司根據上市規則第3.21條於2022年6月20日成立審計委員會，並根據企業管治守則制訂其書面職權範圍。審計委員會由三名獨立非執行董事，即文先生、余先生及孫先生組成。文先生已獲委任為審計委員會主席且彼具有上市規則第3.10(2)條所規定適當專業資格。審計委員會的主要職責如下：

維持與本公司獨立核數師的關係

- (a) 主要負責就獨立核數師的委任、重新委任及罷免向董事會提供建議、批准獨立核數師的薪酬及聘用條款，及處理任何有關該核數師辭任或罷免的問題；
- (b) 按適用的標準檢討及監察獨立核數師是否獨立客觀及核數程序是否有效；審計委員會應於核數工作開始前與獨立核數師討論核數性質及範疇以及有關匯報責任；如牽涉一間以上核數公司，應確保互相協調。檢討及監察獨立核數師是否獨立的程序包括：
 - i. 研究本集團與獨立核數師的所有關係（包括非核數服務）；
 - ii. 每年向獨立核數師索取資料，了解其就保持獨立性及監察遵守有關規定的合規性所採納的政策及程序，包括就輪換核數合夥人及職員的規定；及
 - iii. 至少每年在管理層不在場的情況下會見獨立核數師一次，以討論與核數費用有關的事宜、任何因核數工作產生的事宜及獨立核數師或擬提出的任何其他事項。



CORPORATE GOVERNANCE REPORT 企業管治報告

- (c) to develop and implement policy on engaging the independent auditor to supply non-audit services. For this purpose, an independent auditor includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee shall report to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- (d) to ensure that the independent auditor's provision of non-audit services does not impair its independence or objectivity. When assessing the independent auditor's independence or objectivity in relation to the provision of non-audit services, the Audit Committee may wish to consider:
- whether the skills and experience of the independent auditor make it a suitable supplier of non-audit services;
 - whether there are safeguards in place to ensure that there is no threat to the objectivity and independence of the audit work as in itself of the provision of non-audit services by the independent auditor;
 - the nature of the non-audit services, the related fee levels and fee levels individually and in total relative to the external independent auditor; and
 - criteria for compensation of the individuals performing the audit work; and
- (e) to review with independent auditor and the staff of the Group's finance department, the Group's management, the adequacy of the Group's policies and procedures regarding internal controls (including financial, operational and compliance controls) and any statement by the Directors to be included in the annual accounts prior to endorsement by the Board.
- (c) 就獨立核數師提供非核數服務制定政策，並予以執行。就此規定而言，獨立核數師包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數公司的本土或國際業務的一部分的任何機構。審計委員會應就任何須採取行動或改善的事項向董事會報告並提出建議；
- (d) 確保獨立核數師提供的非核數服務無損其獨立性或客觀性。當評估獨立核數師就提供非核數服務的獨立性或客觀性時，審計委員會應考慮以下事項：
- 獨立核數師的技能及經驗是否適合提供非核數服務；
 - 是否有預防措施確保獨立核數師核數工作的客觀性及獨立性不會因獨立核數師提供非核數服務而受到威脅；
 - 非核數服務的性質、有關費用的水平及就外聘獨立核數師而言，個別服務費用及合計服務費用的水平；
 - 履行審計工作職員酬金的標準；及
- (e) 與獨立核數師及本集團財務部門員工、本集團的管理層檢討本集團有關內部監控(包括財務、營運及合規監控)的政策及程序是否足夠以及在提交董事會批署前審閱董事擬載於年度賬目內的任何聲明。



CORPORATE GOVERNANCE REPORT 企業管治報告

Review the Company's financial information

- (a) to monitor the integrity of the Company's financial statements, annual reports and accounts, interim reports and, if prepared for publication, quarterly reports, and to review significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the Audit Committee shall focus particularly on:
- any changes in accounting policies and practices;
 - major judgmental areas;
 - significant adjustments resulting from the audit;
 - the going concern assumptions and any qualifications;
 - compliance with accounting standards; and
 - compliance with the Listing Rules and legal requirements in relation to financial reporting.
- (b) regarding above:
- members shall liaise with the Board and senior management of the Company and the Audit Committee must meet, at least twice a year, with the independent auditors;
 - the Committee shall consider any significant or unusual items that are, or may need to be, reflected in the reports and accounts, and shall give due consideration to any matters that have been raised by the Company's staff responsible for accounting and financial reporting function, the compliance officer or the auditors; and
 - discussing problems and reservations with the independent auditors arising from final audit, and any matters the independent auditors may wish to discuss (in the absence of management where necessary);

審閱本公司的財務資料

- (a) 監察本公司的財務報表、年度報告及賬目、中期報告及(如為了刊登而編製)季度報告的完整性，並審閱報表及報告所載有關財務報告的重大判斷。審計委員會在向董事會提交該等報告前，應特別針對下列事項加以審閱：
- 會計政策及實務的任何更改；
 - 涉及重要判斷的地方；
 - 因審計而出現的重大調整；
 - 持續經營的假設及任何保留意見；
 - 是否遵守會計準則；及
 - 是否遵守有關財務報告的上市規則及法律規定。
- (b) 就上述項而言：
- 成員應與本公司董事會及高級管理人員聯絡。審計委員會須至少每年與獨立核數師開會兩次；
 - 委員會應考慮於該等報告及賬目中所反映或可能需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務報告職員、合規主任或核數師提出的事項；及
 - 與獨立核數師討論末期審計結果出現的問題和保留事項，以及獨立核數師希望討論的任何事項(必要時管理層不參與討論)。

CORPORATE GOVERNANCE REPORT 企業管治報告

Oversee the Company's financial reporting system, risk management and internal control procedures

- (a) to review the Company's financial controls, risk management and internal control systems;
- (b) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have an effective system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- (c) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to those findings;
- (d) where an internal audit function exists, to ensure co-ordination between the internal and independent auditors and to review and monitor its effectiveness;
- (e) to review the Group's financial and accounting policies and practices;
- (f) to review the independent auditor's management letter, any material queries raised by the independent auditor to management about accounting records, financial accounts or system of control and management's response;
- (g) to act as the key representative body for overseeing the Company's relations with the independent auditor;
- (h) to review the whistle-blowing arrangements of which employees of the Group and other persons who have connections with the Company, such as customers and suppliers, may use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters relating to the Company. The Audit Committee shall ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- (i) to ensure that the Board will provide a timely response to the issues raised in the independent auditor's management letter, if any;
- (j) to report to the Board on the matters set out in the CG Code and CG Report (Appendix C1 to the Listing Rules);
- (k) to do any such things to enable the Audit Committee to discharge its powers and functions conferred on it by the Board;

監管本公司財務報告系統、風險管理及內部監控程序

- (a) 檢討本公司的財務監控、風險管理及內部監控系統；
- (b) 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統。討論內容應包括本公司在會計及財務報告職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足；
- (c) 應董事會的委派或主動就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；
- (d) 如公司設有內部審計功能，須確保內部和獨立核數師的工作得到協調；以及檢討及監察其成效；
- (e) 檢討本集團的財務及會計政策及實務；
- (f) 審閱獨立核數師的《管理層聲明書》、獨立核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；
- (g) 擔任本公司與獨立核數師之間的主要代表，負責監察兩者之間的關係；
- (h) 審閱本集團員工及與本公司有聯繫的其他人士（如客戶及供應商）的舉報安排制度，據此，員工及有關人士可暗中就本公司有關財務報告、內部監控或其他方面可能發生的不正當行為提出關注。審計委員會應確保有適當安排，讓本公司對此等事宜作出公平獨立的調查及採取適當後續行動；
- (i) 確保董事會及時回應於獨立核數師的《管理層聲明書》中提出的事宜（倘有）；
- (j) 就企業管治守則及企業管治報告（上市規則附錄C1）所載的事宜向董事會匯報；
- (k) 作出任何行動，使審計委員會可以履行董事會授予委員會的權利及職能；



CORPORATE GOVERNANCE REPORT 企業管治報告

- (l) to conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and Articles of Association or imposed by the Listing Rules or applicable law;
 - (m) to consider agreeing with the Board in relation to the Company's policies on hiring employees or former employees of the independent auditor and monitoring the application of these policies. The Committee should then be in a position to consider whether there has been or appears to be any impairment of the independent auditor's judgment or independence for the audit;
 - (n) to review ongoing connected transactions of the Company and ensure compliance with the terms of approval by Shareholders; and
 - (o) to consider such other matters as the Board may from time to time determine.
- (l) 符合組織章程大綱及細則不時所載或上市規則或適用法例不時所定的任何要求、指示及規例；
 - (m) 考慮同意董事會有關本公司聘請獨立核數師僱員或前任僱員的政策，並監察該等政策的實施。委員會在該情況下應考慮有否或會否削弱獨立核數師在核數工作上的判斷或獨立性；
 - (n) 審閱本公司的持續關連交易，並確保遵從股東的審批條款；及
 - (o) 審議其他由董事會不時釐定的事宜。

In the meetings, the Audit Committee considered and approved for presentation to the Board for consideration and approval of (i) the draft audited consolidated financial statements of the Group for FY2023; (ii) the draft unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2023; (iii) the appointment of new independent auditor for FY2023; and (iv) the audit scope and audit plan prepared by the independent auditor relating to the audit for FY2023. The Audit Committee also reviewed the risk management and internal control systems of the Group.

在會議上，審計委員會審議並批准向董事會提呈以審議及批准(i)本集團2023年財年的經審計綜合財務報表草案；(ii)本集團截至2023年6月30日止六個月的未經審計簡明綜合財務報表草案；(iii)委聘2023年財年新獨立核數師；及(iv)獨立核數師編製2023年財年的審計相關的審計範圍及審計計劃。審計委員會亦審閱本集團的風險管理及內部監控系統。

NOMINATION COMMITTEE

The Company has established the Nomination Committee on 20 June 2022 with written terms of reference in compliance with the CG Code. The Nomination Committee consists of one executive Director, namely Mr. Chao and two INEDs, namely Mr. Man and Mr. Suen. Mr. Suen has been appointed as the chairman of the Nomination Committee. The major duties of the Nomination Committee are the followings:

提名委員會

本公司於2022年6月20日成立提名委員會，並根據企業管治守則制訂其書面職權範圍。提名委員會由一名執行董事周先生及兩名獨立非執行董事文先生及孫先生組成。孫先生已獲委任為提名委員會主席。提名委員會的主要職責如下：

- (a) to review the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, to evaluate whether Directors have committed adequate time to discharge their responsibilities, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (a) 至少每年檢討董事會的架構、人數及組成（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、知識及服務年期），評估董事會是否投入足夠時間履行其職責，並就任何為配合本公司的公司策略而擬對董事會作出的變動提出建議；

CORPORATE GOVERNANCE REPORT 企業管治報告

- (b) to identify individuals suitably qualified to become Board members and senior management of the Company, and to select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management for approval. In identifying suitable candidates, the Nomination Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;
 - (c) to assess the independence of INEDs, review the INEDs' annual confirmations on their independence and make disclosure of its review results in the CG report;
 - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the CEO, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
 - (e) to review the Board Diversity Policy, as appropriate, and review measurable objectives for implementing the Board Diversity Policy and progress on achieving the objectives, and to make disclosure of its review results in the CG report annually;
 - (f) to do any such things to enable the Nomination Committee to perform its duties and functions conferred on it by the Board; and
 - (g) to conform to any requirement, direction, and regulation that may from time to time be contained in the Articles of Association of the Company or imposed by the Listing Rules or applicable law.
- (b) 物色具備合適資格可擔任本公司董事會成員及高級管理人員的人士，並甄選提名有關人士出任董事或高級管理人員或就此向董事會提供意見，以供批准。於物色合適人選時，提名委員會應以用人唯賢的準則，根據客觀標準考慮有關人選，並適當考慮董事會成員多元化的好處；
 - (c) 評核獨立非執行董事的獨立性，並檢討獨立非執行董事獨立性的年度確認函及於企業管治報告披露其檢討結果；
 - (d) 因應本公司的公司策略及日後需要的技能、知識、經驗及多元化組合，與董事會（如適用）就董事委任或重新委任以及董事（尤其是主席及首席執行官）繼任計劃向董事會提出建議；
 - (e) 檢討董事會多元化政策（如適用），並檢討實施董事會多元化政策的可計量目標及達致該等目標的進展，以及在每年的企業管治報告內披露其審查結果；
 - (f) 採取任何有關事宜使提名委員會能夠履行董事會賦予其的職責及職能；及
 - (g) 符合本公司組織章程細則不時所載又或上市規則或適用法例不時所定的任何要求、指示及規例。

In the meetings, the Nomination Committee (i) reviewed and discussed the policy, procedure and criteria for nomination of the Directors; (ii) reviewed and discussed the Board Diversity Policy and discussed all measurable objectives set for implementing the policy and the progress made towards meeting the measurable objective in the policy; (iii) assessed the independence of INEDs; (iv) considered the re-appointment of the retiring Directors, reviewed the time commitment required from the non-executive Director; and (v) fulfilled duties as required aforesaid.

在會議上，提名委員會(i)審議及討論董事提名政策、程序及標準；(ii)審議及討論董事會多元化政策，並討論就實施該政策而設定的所有可衡量的目標以及在實現該政策可衡量的目標方面取得的進展；(iii)評核獨立非執行董事的獨立性；(iv)審議退休董事的重新委任，檢討非執行董事所需付出的時間；及(v)履行上述規定責任。

NOMINATION POLICY

Objective

The Nomination Committee shall identify candidates who are qualified/suitable to become a member of the Board and to make recommendations to the Board on the selection of candidates nominated for directorships with a view to ensuring that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.

The Nomination Committee is authorised by the Board to determine the nomination of Directors, the procedure, process and criteria to be adopted for the purposes of selecting and recommending candidates for directorship, and shall make recommendations to the Board on the appointment or re-appointment of Director and succession planning for the Directors, in particular, the Chairman and the CEO.

In assessing the suitability of a proposed candidate, the Nomination Committee may make reference to certain criteria such as Company's need, reputation for integrity, motivation, experience in principal business of the Company, balance of skills, knowledge and experience on the Board, the amount of time and effort that the candidate will devote to discharge his/her duties and responsibilities and, in case of INEDs, the independence requirements set out in Rule 3.13 of the Listing Rules, and take into account various aspects set out in the Board Diversity Policy of the Company, number of directorship(s) in other listed/public companies, and in case of INED, number of years he/she has already served in the Company.

Selection criteria

- (a) Proposed candidate will be asked to submit the necessary personal information, together with his/her written consent to be appointed as a Director and to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to their standing for election as a Director;
- (b) Non-executive Director and INEDs will receive a formal letter of appointment on his/her appointment to the Board, setting out clearly the expectations of him/her in terms of time commitment, committee service and involvement outside Board meetings; and
- (c) Any appointment of proposed candidate to the Board or re-appointment of any existing member(s) of the Board shall be made in accordance with the Company's Articles of Association and other applicable rules and regulations.

提名政策

目標

提名委員會當物色合資格／適合成為董事會成員之候選人並就挑選獲提名董事職位人選向董事會提供推薦意見，目的為確保董事會具備適合本公司業務要求的技能、經驗及多元化角度上的平衡。

董事會授權提名委員會釐定董事提名、就物色及推薦董事候選人將予採納的程序、過程及條件以及就委任或重新委任董事及董事(尤其是主席及首席執行官)繼任安排向董事會提供建議。

評估提名候選人的適合性時，提名委員會或會參考若干標準，例如本公司的需求、誠信聲譽、積極性、於本公司主要業務方面的經驗、董事會技能、知識及經驗的平衡、候選人為履行其職責及責任將投入的時間及精力以及(倘若為獨立非執行董事)上市規則3.13條所載獨立性要求，並考慮本公司董事會多元化政策所列不同方面、於其他上市／公眾公司擔任的董事職位數量以及(倘若為獨立非執行董事)已任職年限。

甄選標準

- (a) 建議候選人將被要求以規定形式提交其必要之個人資料，連同由其發出有關同意獲委任為董事，以及為或就其參選董事而於任何文件或相關網站公開披露其個人資料之同意書；
- (b) 非執行董事及獨立非執行董事將於獲委任加入董事會時取得正式委任函件，當中訂明對其的要求，包括工作時間、委員會服務及參與董事會會議以外的的工作；及
- (c) 董事會建議候選人的任何委任或對任何現有董事會成員的重新委任應根據本公司組織章程細則及其他適用規則及法規進行。

CORPORATE GOVERNANCE REPORT 企業管治報告

Nomination procedures

- (a) The secretary of the Nomination Committee shall invite nominations of candidates from Board members, if any, for consideration by the Nomination Committee. The Nomination Committee may also put forward candidates who are not nominated by Board members;
- (b) Non-executive Director should be appointed for a specific term, subject to re-election;
- (c) Any Director appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at any general meeting. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years;
- (d) Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to the Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - i. the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
 - ii. if the proposed INED will be holding their seventh (or more) listed company directorship, the reasons that the Board believes the individual would still be able to devote sufficient time to the Board;
 - iii. the perspectives, skills and experience that the individual can bring to the Board; and
 - iv. how the individual contributes to diversity (including gender diversity) of the Board; and
- (e) If an INED serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders. The papers to the Shareholders accompanying that resolution should include the reasons why the Board (or the Nomination Committee) believes he/she is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board (or the Nomination Committee) in arriving such determination.

提名程序

- (a) 提名委員會秘書應邀請董事會成員提名候選人(倘有)，以供提名委員會於會議前考慮。提名委員會亦可提出並非由董事會成員提名之候選人；
- (b) 非執行董事的委任應有指定任期，亦須接受重新選舉；
- (c) 由董事會委任以填補董事會臨時空缺或作為董事會增補的任何董事，其任期僅直至其委任後的首屆股東週年大會為止，並可在此次大會上重選連任。董事會在一切關於推薦候選人在股東大會參選的事宜上，擁有最後決定權。每名董事(包括按特定任期委任之董事)須至少每三年退任一次；
- (d) 倘董事會提呈一項決議案於股東大會上選任某人士為獨立非執行董事，則須於相關股東大會通告隨附的致股東通函及／或說明函件內載明：
 - i. 用以物色該名人士的流程，董事會認為應選任該名人士的理由以及認為該名人士屬獨立人士的原因；
 - ii. 如建議獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
 - iii. 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
 - iv. 該名人士如何促進董事會成員多元化(包括性別多元化)；及
- (e) 若獨立非執行董事在任已過九年，其是否獲續任應以獨立決議案形式由股東審議通過。隨該決議案附帶的致股東文件應說明董事會(或提名委員會)認為該董事仍然獨立且應予膺選連任的理由，包括所考慮的因素、董事會(或提名委員會)於作出該決定時的程序及討論情況。

CORPORATE GOVERNANCE REPORT 企業管治報告

(f) Each newly appointed Director should receive a comprehensive, formal and tailored induction on appointment. Subsequently, he/she should receive any briefing and professional development and obtain legal advice necessary to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of his/her responsibilities under statute and common law, the Listing Rules as amended from time to time, legal and other regulatory requirements and the Company's business and governance policies.

Monitoring and reporting

The Nomination Committee shall keep under review the leadership needs of the Company, for both executive and non-executive Directors, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace. The Nomination Committee will report annually in its CG report on how this policy is being applied in recommending candidates for directorship and retiring Directors for re-election during the year.

Review of nomination policy

The Nomination Committee shall keep up to date and be fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates. The Nomination Committee will review this policy, as appropriate, to ensure the effectiveness of this policy in line with the Company's strategy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

BOARD DIVERSITY POLICY

Board Diversity Policy has been adopted, which sets out the objective and approach to achieve and maintain an appropriate balance of skills, experience and diversity of perspectives of the Board in order to enhance the effectiveness of the Board. The Board Diversity Policy provides that the Company should endeavour to ensure that the Board members have the appropriate skills, expertise and diversity of perspectives that are required to support the execution of the Group's business strategy. Board Diversity Policy (including gender balance) is reviewed from time to time to ensure its continued effectiveness and the Company will disclose the implementation of the Board Diversity Policy in the CG report on an annual basis.

Pursuant to the Board Diversity Policy, selection of candidates for Directors will be based on a range of perspectives, including but not limited to skills, professional experience, educational background, knowledge, expertise, culture, age and gender. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to the Board and the business needs of the Company from time to time.

(f) 每名新獲委任的董事均應在接受委任時獲得全面、正式兼特為其而設的就任須知。其後亦應獲得所需的介紹及專業發展以及獲得必要的法律意見以確保彼適當了解本公司的業務及運營，充分了解普通法規、上市規則(經不時修訂)、法律及有關監管規定項下之職責及責任以及本公司業務及管治政策。

監察及匯報

提名委員會應持續檢討本公司的領導需要(執行及非執行董事)，以確保本公司持續具備有效市場競爭的能力。提名委員會每年會於本公司企業管治報告匯報本政策於年內應用於推薦董事候選人及退任董事重選連任的情況。

檢討提名政策

提名委員會應及時了解並充分了解影響本公司及其經營市場的策略事宜及商業變化。提名委員會將在適當時候檢討本政策，以確保本政策對本公司行之有效。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

董事會多元化政策

本公司已採納董事會多元化政策，該項政策載有實現及維持董事會技能、經驗及多元化觀點適當平衡以提高董事會效能的目標及方法。董事會多元化政策規定，本公司應致力確保董事會成員具有支持執行本集團業務戰略所需適當技能、專業知識及觀點多樣性。本公司不時審閱董事會多元化政策(包括性別平衡)，以確保其持續有效，而本公司將每年在企業管治報告內披露董事會多元化政策的執行情況。

根據董事會多元化政策，董事候選人的甄選將基於一系列觀點，包括但不限於技能、專業經驗、教育背景、學識、專業知識、文化、年齡及性別。相關委任的最終決定將根據經甄選候選人將帶給董事會的業績及貢獻以及本公司的不時業務需求決定。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Board believes that such merit-based appointments will best enable the Company to serve the Shareholders and other stakeholders going forward. The Board comprises of eight members, including four executive Directors, one non-executive Director and three INEDs. Directors have a balanced mix of experiences, including management and strategic development, corporate finance, investment banking, legal and professional accounting in addition to experiences in the IT industry. Furthermore, the Board has a wide range of age, ranging from 36 years old to 59 years old, and comprises of two female Directors and six male Directors. The Group also has a good mix of new and experienced Directors, who have valuable knowledge and insights of the Group's business over the years, while the new Directors are expected to bring in fresh ideas and new perspective to the Group.

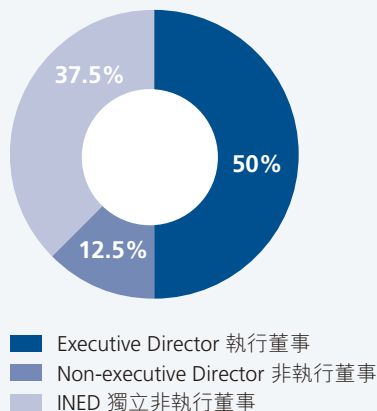
As at the date of this annual report, the Group had eight Directors in the Board. Set out below is the detailed breakdown of the composition of Directors by designations, gender and age.

董事會認為，該等以業績為基準的委任將令本公司最好地服務於股東及其他利益相關方。董事會由八名成員組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。除了IT行業的經驗外，董事即已權衡各項經驗，包括管理及戰略發展、公司財務、投資銀行、法律及專業會計。此外，董事會的年齡範圍較廣，介乎36歲至59歲不等，並由兩名女性董事及六名男性董事組成。本集團亦維持新任董事與經驗豐富的良好結合，彼等於過往數年中對我們的業務具有寶貴知識及見識，該等新董事預期將為本集團帶來新想法及新見解。

於本年報日期，本集團董事會擁有八名董事。以下為按職位、性別及年齡劃分的董事組成的詳細明細。

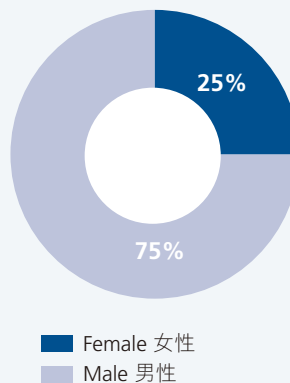
DESIGNATIONS

職位



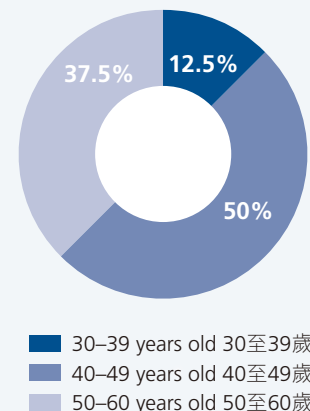
GENDER

性別



AGE GROUP

年齡組別



As at 31 December 2023, the ratio of women to men in the workforce (excluding non-executive Director and INEDs) was 29:71 whereas the ratio of that was 24:76 as at 31 December 2022. For details of gender distribution, please refer to ESG report in this annual report.

As regards gender diversity of the Board and the senior management team of the Company, the Group has two female Directors and six male Directors, and one out of seven members of the senior management team is female. Given the current composition and gender diversity of the Board, the Board and the Nomination Committee are of the view that it is not necessary to set numerical targets and timeline for board gender diversity for the time being. Nevertheless, the Group is committed to creating favorable working environment to employ and promote more females in the workforce to hold senior management positions based on the qualifications, experience and skills required for those positions. The Group strives to increase the ratio of females in the workforce to the extent possible onwards and maintain diversity and equality in respect of its workforce.

於2023年12月31日，工作人員中的男女比例(不包括非執行董事及獨立非執行董事)為29:71，而於2022年12月31日該比例為24:76。有關性別分佈的詳情，請參閱本年報的ESG報告。

關於董事會及本公司高級管理團隊的性別多元化，本集團有兩名女性董事及六名男性董事，高級管理團隊中每七名成員中就有一名為女性。鑑於董事會現時的組成及性別多元化，董事會及提名委員會認為，暫時沒有必要為董事會性別多元化設定數字目標及時間表。儘管如此，本集團致力創造有利的工作環境，以聘用及提升更多女性擔任高級管理職位，以符合擔任該等職位所需的資歷、經驗及技能。本集團致力於提高女性在勞動力中的比例，並在其勞動力方面保持多元及平等。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Nomination Committee will (i) report annually, in the CG report contained in this annual report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board Diversity Policy; and (ii) review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

REMUNERATION COMMITTEE

The Company has established the Remuneration Committee on 20 June 2022 in compliance with Rule 3.25 of the Listing Rules and with written terms of reference in compliance with the CG Code. The Remuneration Committee consists of one executive Director, namely Mr. Chao and two INEDs, namely Mr. Suen and Mr. U. Mr. U has been appointed as the chairman of the Remuneration Committee. The major duties of the Remuneration Committee are the followings:

- (a) to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) either:
 - i. to determine, with delegated responsibility, the remuneration packages of individual executive Director and senior management of the Company; or
 - ii. to make recommendations to the Board on the remuneration packages of individual executive Director and senior management of the Company.

This should cover bonus, benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive Directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group. The Remuneration Committee shall also ensure that the levels of remuneration should be sufficient to attract and retain the Directors needed to run the Company successfully but should avoid paying more than is necessary for this purpose;

提名委員會將(i)每年於本年度報告所載企業管治報告中就多樣性角度的董事會組成作出報告，並監督董事會多元化政策的執行情況；及(ii)將適時檢討董事會多元化政策，以確保董事會多元化政策的有效性並討論可能需進行的任何修訂意見，並向董事會推薦任何相關修訂意見，以供審議及批准。

薪酬委員會

本公司根據上市規則第3.25條於2022年6月20日成立薪酬委員會，並根據企業管治守則制訂其書面職權範圍。薪酬委員會由一名執行董事周先生及兩名獨立非執行董事孫先生及余先生組成。余先生已獲委任為薪酬委員會主席。薪酬委員會的主要職責如下：

- (a) 就本公司全體董事及高級管理人員的薪酬政策及架構，及就制訂薪酬政策設立正規而具透明度的程序，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 以下兩者之一：
 - i. 獲董事會轉授責任，釐定本公司個別執行董事及高級管理人員的薪酬待遇；或
 - ii. 向董事會建議本公司個別執行董事及高級管理人員的薪酬待遇。

此應包括紅利、非金錢利益、退休金權利及賠償金額(包括就喪失或終止職務或委任而須支付的任何賠償)；

- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮可比較的公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件。薪酬委員會亦須確保薪酬水平應足以吸引並挽留本公司成功營運所需的董事，但就此而言，應避免支付超出必需的薪酬水平；

CORPORATE GOVERNANCE REPORT 企業管治報告

- (f) to review and approve compensation payable to executive Directors and senior management of the Company for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
 - (g) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
 - (h) to determine the criteria for assessing employee performance, which should reflect the Company's business objectives and targets;
 - (i) to ensure that no Director or any of his/her associates (as defined in the Listing Rules) is involved in deciding his/her own remuneration;
 - (j) advise Shareholders on how to vote with respect to any service contracts of the Group's directors which require Shareholders' approval under Rule 13.68 of the Listing Rules;
 - (k) reviewing matters relating to the Group's share scheme;
 - (l) confirm to any requirement, Direction and regulation that may from time to time be contained in the Articles of Association of the Company or imposed by the Listing Rules or applicable law; and
 - (m) do any such things to enable the Remuneration Committee to perform its duties and functions conferred on it by the Board.
- (f) 檢討及批准向本公司執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
 - (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
 - (h) 釐定評估僱員表現的準則，有關準則須反映本公司的業務目的及目標；
 - (i) 確保任何董事或其任何聯繫人(定義見上市規則)不得參與釐定其自己的薪酬；
 - (j) 向股東建議，如何就本集團任何根據上市規則第13.68條須取得股東批准的董事服務合約進行表決；
 - (k) 檢討有關本集團股份計劃的事宜；
 - (l) 符合本公司組織章程細則不時所載又或上市規則或適用法例不時所定的任何要求、指示及規例；及
 - (m) 作出任何行動，使薪酬委員會可以履行董事會授予委員會的權利及職能。

In the meeting, the Remuneration Committee (i) discussed and reviewed the remuneration policy for Directors and senior management of the Company; (ii) assessed performance of executive Directors; and (iii) made recommendations to the Board on the remuneration packages of individual executive Directors and senior management of the Company (i.e. the model of Remuneration Committee under Code Provision E.1.2(c)(ii) of the CG Code) and fulfilled duties as required aforesaid.

在會議上，薪酬委員會(i)討論及審查了本公司董事及高級管理層的薪酬政策；(ii)評估了執行董事的表現；及(iii)就個別執行董事及本公司高級管理層的薪酬方案向董事會提出建議(即根據企業管治守則守則條文第E.1.2(c)(ii)條薪酬委員會守則)，並履行了上述規定職責。

CORPORATE GOVERNANCE REPORT 企業管治報告

REMUNERATION OF SENIOR MANAGEMENT

高級管理層薪酬

Band of remuneration	酬金組別	Number of person(s) 人數
From Nil to HK\$1,000,000	零至1,000,000港元	5
From HK\$1,000,001 to HK\$2,000,000	1,000,001港元至2,000,000港元	1
From HK\$2,000,001 to HK\$3,000,000	2,000,001港元至3,000,000港元	1

Further details of the remuneration of the Directors and the five highest paid employees are set out in notes 11 and 12 respectively to the consolidated financial statements.

董事及五名最高薪酬人士的進一步詳情分別載於綜合財務報表附註11及12。

INDEPENDENT AUDITOR'S REMUNERATION

During FY2023, Deloitte was engaged as the Group's independent auditor. The remuneration paid/payable to Deloitte for audit and non-audit services in respect of FY2023 is set out below:

獨立核數師酬薪

於2023年財年，德勤獲委任為本集團獨立核數師。於2023年財年，就審計及非審計服務已付／應付德勤的酬金載列如下：

Services	服務	Fee paid/payable 已付／應付費用 HK\$'000 千港元
Audit services – annual audit	審計服務－年度審計	2,250
Non-audit services – taxation service fee	非審計服務－稅務服務	108
Total	總計	2,358

DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group for FY2023 which give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of the Group's consolidated financial performance and consolidated cash flows for the year then ended in accordance with all applicable IFRS, IAS, amendments and interpretations issued by the IASB and in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

董事對財務報表的責任

董事深知彼等有責任編製本集團2023年財年的綜合財務報表，該等綜合財務報表已根據國際會計準則理事會頒佈的所有適用國際財務報告準則、國際會計準則以及項下修訂及釋義真實而公平地反映本集團於2023年12月31日的綜合財務狀況以及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定。

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with regular updates on Company's performance, positions and prospects.

管理層已向董事會提供必要的闡釋及數據，使董事會能對提呈予董事會批准的本公司財務報表進行知情的評估。本公司已向董事會全體成員提供有關本公司業績、狀況及前景的定期更新。

CORPORATE GOVERNANCE REPORT 企業管治報告

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement by the independent auditor of the Company regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Board is responsible for evaluating and determining the nature and extent of the risks that the Company 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. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems.

The Board acknowledges that such risk management and internal control systems are designed to manage, rather than eliminate the risks of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss. The Group has established an enterprise risk management policy in order to provide sound and effective risk management. This sets out a framework for the identification, analysis, evaluation, treatment, monitoring and reporting of the Group's key risks, with a view to supporting the achievement of the Group's overall strategic objectives. The Company does not have an internal audit department. The Board has reviewed the need for an internal audit function and currently takes the view that there is no immediate need to set up an internal audit department in light of the size, nature and complexity of the Group's business. The need for an internal audit department will be reviewed from time to time.

In view of the Group's business and scale of operations, and in order to adopt the most cost-effective method of conducting periodic reviews of the Group's internal control and enterprise risk management systems, the Board has engaged an independent consultant firm to execute the internal audit function. Independent consultant has conducted a review of the effectiveness of the Group's enterprise risk management, cash and treasury management and revenue and trade receivables management for FY2023. The report issued by the independent consultant firm was reviewed by the Audit Committee and the Board and no major issue was raised for improvement.

董事會並不知悉與可能對本集團持續經營構成重大疑問的事件或狀況有關的任何重大不確定因素。

本公司獨立核數師就彼等有關本公司綜合財務報表的申報責任作出的聲明載於本年報獨立核數師報告。

風險管理及內部監控系統

董事會負責評估及釐定為達成本公司戰略目標所願承擔的風險性質及程度，並確保本公司建立及維持適合及有效的風險管理及內部控制系統。董事會監督管理層對風險管理及內部監控系統的設計、實施及監察。

董事會知悉有關風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。本集團已制定企業風險管理政策，以提供完善及有效的風險管理。這為確定、分析、評估、處理、監控及匯報本集團的關鍵風險建立了框架，協助實現本集團整體戰略目標。本公司並無設立內部審計部門。鑒於本集團的業務規模、性質及複雜性，董事會已審查內部審計職能的必要性，且目前認為並無設立內部審計部門的即時需要。設立內部審計部門的需要將不時予以檢討。

鑒於本集團業務及營運規模，為採納最具成本效益的方法對本集團內部監控及風險管理系統進行定期檢討，董事會已委聘獨立顧問公司以執行內部審計職能。獨立顧問已對2023年財年本集團企業風險管理、現金及庫務管理以及收益及貿易應收款項管理的有效性進行檢討。獨立顧問公司發出的報告已經審計委員會及董事會審閱，並無提出需改進的重大事宜。



CORPORATE GOVERNANCE REPORT 企業管治報告

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

The Board, through the Audit Committee, has conducted a review of the effectiveness of the risk management and internal control systems of the Group covering all material controls, including financial, operational, strategic and compliance controls and has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting functions. The Board considers that the Group's risk management and internal control systems are adequate and effective. The Board expects that a review of the risk management and internal control systems will be performed annually.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISCLOSURE OF INSIDE INFORMATION

The Group complies with requirements of the SFO and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensuring that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact. The Group is committed to ensuring that information contained in announcements is presented in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

COMPANY SECRETARY

Mr. Tsang Tik Man has been appointed by the Board as the Company Secretary since 20 April 2021. His biographical details are set out under the section headed "DIRECTORS AND SENIOR MANAGEMENT" in this annual report. The Company Secretary is responsible for facilitating the Board's processes and communications among Board members, Shareholders and the management of the Company. During FY2023, the Company Secretary had confirmed that he had taken no less than 15 hours of relevant professional training in accordance with Rule 3.29 of the Listing Rules.

本集團的風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

董事會透過審計委員會，檢討本集團風險管理及內部監控系統的成效，涵蓋所有重大監控措施，包括財務、營運、策略及合規監控，並已考慮本公司在會計及財務報告職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。董事會認為本集團之風險管理及內部監控系統屬充足及有效。董事預計將每年對風險管理及內部監控系統進行檢討。

處理及披露內幕消息的程序及內部監控

本集團遵守證券及期貨條例及上市規則的規定。本集團於合理切實可行情況下盡快向公眾披露內幕消息，除非有關消息屬證券及期貨條例下任何安全港範圍內。在向公眾全面披露有關消息前，本集團確保消息嚴格保密。倘本集團認為無法保持必要的保密度，或可能已違反保密措施，本集團將即時向公眾披露消息。本集團致力確保發佈文件中所載資料就重大事實而言並不屬虛假或具誤導性，或鑑於以清晰平衡的方式呈列消息(就正面及負面事實需要相等披露而言)並不因遺漏重大事實而屬虛假或具誤導性。

公司秘書

曾迪文先生自2021年4月20日起獲董事會委任為公司秘書。其履歷詳情載於本年報「董事及高級管理層」一節。公司秘書負責促進董事會的促進以及董事會成員、股東及公司管理層之間的溝通。於2023年財年，公司秘書已確認根據上市規則第3.29條接受了不少於15小時的相關專業培訓。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution will be proposed by the chairman of that meeting for each substantially separate issue at Shareholders' meetings, including nomination and election of individual Director.

All resolutions put forward at Shareholders' meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each Shareholders' meeting in accordance with the Listing Rules.

Procedures for convening general meeting by Shareholders

In accordance with Article 58 of the Article, any one or more member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for putting forward proposals at general meeting

There are no provisions allowing Shareholders to propose new resolutions at the general meetings under the Companies Law of the Cayman Islands. However, Shareholders who wish to propose resolutions may follow Article 58 of the Articles for requisitioning an extraordinary general meeting and including a resolution at such meeting. The requirements and procedures of Article 58 of the Articles are set out above.

Procedures for putting forward enquiries to the Board

The Group values feedback from Shareholders on its efforts to promote transparency and foster investor relationship. Shareholders are encouraged to send their enquiries to the Board by post to the principal place of business set out in the section headed "CORPORATE INFORMATION" in this annual report. Shareholders may also make enquiries with the Board at the general meetings of the Company.

股東權利

為保障股東權益及權利，會議主席於股東大會上將就各重大事項(包括提名及選舉個別董事)提呈一項獨立決議案。

根據上市規則，所有於股東大會上提呈的決議案將以投票方式表決，投票結果將於本公司各股東大會後及時刊登於本公司及聯交所網站。

股東召開股東大會的程序

根據細則第58條，任何一位或以上於遞呈要求當日持有不少於本公司繳足股本(具本公司股東大會之投票權)十分之一的股東於任何時候有權透過向本公司董事會或秘書發出書面要求，要求董事會召開股東特別大會，以處理該要求中指明的任何事務或決議；且該大會應於遞呈該要求後兩個月內舉行。若於遞呈當日起二十一日內，董事會沒有開展召開有關大會之程序，則遞呈要求人士可自發僅於一個地點(將為主要會議地點)召開實體會議，而遞呈要求人士因董事會之缺失而產生的所有合理開支應由本公司向遞呈要求人償付。

向股東大會提呈建議的程序

根據開曼群島公司法，概無條文批准股東於股東大會動議新決議案。欲在股東大會提呈建議以供考慮的股東，可按照本細則第58條規定申請召開臨時股東大會，並於會上作出決議。本細則第58條規定及程序如上所述。

向董事會作出查詢的程序

本集團十分重視股東的回應，藉以提高透明度及促進投資者關係。鼓勵股東將有關查詢寄送至本年報「公司資料」一節所載的主要營業地點。股東亦可於本公司股東大會上向董事會提出查詢。



CORPORATE GOVERNANCE REPORT 企業管治報告

CONSTITUTIONAL DOCUMENTS

The Company has adopted, on 20 June 2022, the amended and restated memorandum and Articles which took effect from 15 July 2022. There was no change in the constitutional documents of the Company during FY2023.

COMMUNICATION POLICY

Under the Company's communication policy, to promote effective communication, the Company maintains a website of "www.boardware.com" which provides the Shareholder and stakeholder a communication channel with the Company. The website provides up-to-date information and updates on the Company's financial information, CG practices, biographical information of the Board and other information are available for public access.

The Company has reviewed the implementation and effectiveness of the Shareholders' communication policy, and considered that the current available communication channel for Shareholders and stakeholders is effective and adequate.

組織章程文件

本公司已於2022年6月20日通過經修訂重述章程大綱及細則並自2022年7月15日起生效。於2023年財年，概無對本公司組織章程文件作出任何修改。

溝通政策

根據本公司的溝通政策，為促進有效溝通，本公司設有網站「www.boardware.com」，為股東及持份者提供與本公司溝通的渠道。本網站提供有關本公司財務資料、企業管治常規、董事會履歷資料及其他資訊的最新資料及更新，以供公眾人士閱覽。

本公司已檢討股東溝通政策的實施情況及成效，並認為股東及持份者目前可利用的溝通渠道屬有效及充足。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE GROUP

The Group is principally engaged in the provision of Professional IT Services, Managed Services, IT equipment leasing, IT maintenance and consultancy services, as well as distribution and resale of packaged hardware and software.

ABOUT THE ESG REPORT

This ESG Report summarises the Group's ESG practices, plans and performance.

Reporting Period

Unless specifically stated otherwise, this ESG Report covers the ESG activities, challenges and measures of the Group for 2023.

Reporting Scope

The reporting scope is consistent with this annual report and covers all the business operations under the direct operational control of the Group, including the headquarters in Macau, offices in Hong Kong, Zhuhai and Nansha in the PRC. The major business segments representing the Group's major sources of revenue include (a) the provision of Enterprise IT Solutions, including (i) Professional IT Services, (ii) Managed Services, (iii) lease income from IT equipment and (iv) IT maintenance and consultancy services; and (b) distribution and resale of hardware and software.

Reporting Framework

This ESG Report has been prepared in accordance with the ESG Reporting Guide. This ESG Report complies with all "comply or explain" requirements and reports on all mandatory disclosures outlined in the ESG Reporting Guide. Information relating to the Group's CG practices can be found in the CG report in this annual report.

During the preparation of this ESG Report, the Group has applied the reporting principles in the ESG Reporting Guide, as described below:

Materiality: Materiality assessment was conducted with key stakeholders to identify material issues during the Reporting Year, thereby adopting the confirmed material issues as the focus for the preparation of this ESG Report. The materiality of issues was reviewed and confirmed by the Board and the Sub-committee. For further details, please refer to the sections headed "Stakeholder Engagement" and "Materiality Assessment".

關於本集團

本集團主要從事提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務，以及分銷及轉售套裝硬件及軟件。

關於ESG報告

本ESG報告總結了本集團的環境、社會及管治實踐、計劃和績效。

報告期

除特別說明外，本ESG報告涵蓋本集團於2023年的ESG活動、挑戰及措施。

報告範圍

報告範圍與本年報一致，涵蓋本集團直接控制的所有業務，包括澳門總部、中國香港、珠海及南沙辦事處。代表本集團主要收入來源的主要業務類別包括(a)提供企業IT解決方案，包括(i)專業IT服務、(ii)託管服務、(iii) IT設備所得租賃收入及(iv) IT維護及諮詢服務；以及(b)分銷及轉售硬件及軟件。

報告框架

本ESG報告乃根據ESG報告指引編製。本ESG報告符合所有「不遵守就解釋」的要求，並匯報ESG報告指引中概述的所有強制性披露。有關本集團企業管治常規的資料載於本年報的企業管治報告。

在本ESG報告的編製過程中，本集團應用了ESG報告指引中的匯報原則，如下所述：

重要性：與主要持份者進行重要性評估以識別本報告年度的重大議題，從而將已確認的重大議題作為編製ESG報告的重點。董事會及小組委員會審查並確認了議題的重要性。有關進一步詳情，請參閱「持份者參與」及「重要性評估」兩節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Quantitative: Environmental and social performance data were collected in accordance with the ESG Guide and relevance to the Group's targets and ESG direction. The standards, methodologies and applicable assumptions used in the calculation of KPIs data were supplemented by explanatory notes.

Consistency: This is the second ESG report presented by the Group. The approach adopted in preparing the ESG Report is substantially consistent with the one adopted in 2022. Explanations are provided for data with changes to the scope of disclosure or calculation methodologies.

Balance: This ESG Report aims to provide a balanced and transparent representation of the Group's performance. It avoids selections, omissions, or presentation formats that may inappropriately influence a decision or judgment by the report reader.

MESSAGE FROM CHAIRMAN

Dear Valued Stakeholders,

On behalf of the Board, I am pleased to present this ESG Report which demonstrates the Group's growing commitment to improving the Group's ESG performance in both environmental and social aspects including but not limited to environmental management, employment and labour practices, operating practices and community involvement.

The Group believes that business sustainability can only be accomplished by operating a profitable business without sacrificing the well-being of either the Group's society or the environment. It therefore incorporates ESG concepts into its business philosophy to cultivate sustainable value for Shareholders by seizing opportunities and managing risks associated with developments in the economy, society and environment. The Group's ESG responsibility initiative depends critically on the Group's ability to comprehend how various ESG issues may impact the Group's business and the Group's stakeholders.

The Group remains committed to enhancing its CG practices, prioritising compliance and effectiveness. In order to effectively manage ESG related matters within the Group, the Board holds ultimate responsibility on the Group's ESG issues and has established the Sub-committee. Information about the Group's ESG governance structure is stated in the section headed "ESG Governance Structure".

量化：環境及社會績效數據乃根據ESG指引收集，並與本集團的目標及ESG方向相關。用於計算關鍵績效指標數據的標準、方法以及相關假設由解釋性說明補充。

一致性：此乃本集團提交的第二份ESG報告。ESG報告所採用的編製方式與2022年所採用者基本一致。針對披露範圍或計算方法發生變化的數據，已進行說明。

平衡：本ESG報告旨在就本集團在ESG的績效提供平衡且透明的表述。它避免了可能會不恰當地影響報告讀者決策或判斷的選擇、遺漏或呈報格式。

主席的話

尊敬的持份者：

本人謹代表董事會欣然提呈本ESG報告，表明本集團於環境及社會方面(包括但不限於環境管理、僱傭及勞工慣例、營運慣例及社區參與)不斷提高本集團的ESG績效。

本集團相信，只有在不犧牲社會或環境福祉的情況下經營盈利業務，才能實現業務可持續性。因此，本集團將ESG理念融入其經營理念，通過把握經濟、社會和環境發展的機遇和管理風險，為股東創造可持續價值。本集團的ESG責任倡議在很大程度上取決於本集團理解各種ESG議題如何影響本集團的業務和持份者的能力。

本集團持續致力於改進企業管治常規，將合規性和有效性放在首位。為有效管理本集團內的ESG相關事宜，董事會最終負責本集團的ESG事宜，並成立小組委員會。有關本集團ESG管治架構的資料載於「ESG管治架構」一節。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

To identify and prioritise material ESG issues that have a significant impact on the Group's operations and stakeholders, the Group continuously communicates with internal and external stakeholders. The Board has delegated the Sub-committee and hired an independent third party to carry out the materiality assessment. Details about the stakeholder engagement channels and the materiality assessment conducted by the Group are stated in the sections headed "STAKEHOLDER ENGAGEMENT" and "MATERIALITY ASSESSMENT" respectively. In order to have a more comprehensive understanding on stakeholders' expectations of the Group's sustainable development, the Group will further strengthen its communication with stakeholders and formulate relevant policies and measures based on their opinions to improve the Group's ESG performance.

Being a proponent of corporate social responsibility, the Group recognises the significance of minimising its potential adverse impact on the environment. Aligning with the corporate strategy and the national vision of carbon neutrality, the Group has set quantifiable environmental targets to give stakeholders a better understanding of the Group's progress in improving ESG performance. The Group actively carries out a range of operational measures in order to meet such targets. The Sub-committee, authorised by the Board, is responsible for gathering ESG data, monitoring and analysing the Group's performance, and evaluating the Group's progress toward its targets. Relevant results are summarised in the section headed "Environmental Targets".

Moving ahead, the Group will maintain a vigilant stance in observing how the evolving market conditions impact corporate compliance, business development and ESG considerations from various angles. The Group will proactively respond to national, regional and industry calls to formulate timely and effective strategies strictly in line with the requirements of the central and local governments. Furthermore, the Group will persist in its endeavours to create higher economic and social value.

Chao Ka Chon
Chairman and Executive Director
Hong Kong, 26 March 2024

為了識別和優先考慮對本集團的營運和持份者有重大影響的主要ESG議題，本集團不斷與內部和外部持份者溝通。董事會已授權小組委員會並聘請獨立第三方進行重要性評估。有關本集團的持份者參與渠道及重要性評估的詳情分別載於「持份者參與」及「重要性評估」各節。為更全面了解持份者對本集團可持續發展的期望，本集團將進一步加強與持份者的溝通，並根據他們的意見制定相關政策及措施，以提升本集團的ESG績效。

作為企業社會責任的倡導者，本集團深知減少對環境潛在不利影響的重要性。為配合企業策略及國家碳中和願景，本集團制定可量化的環境目標，讓持份者更了解本集團在改善ESG績效方面的進展。本集團積極推行多項營運措施以達成有關目標。由董事會授權的小組委員會負責收集ESG數據、監控和分析本集團的績效，並評估本集團實現目標的進展情況。相關結果總結於「環境目標」一節。

展望未來，本集團將保持警惕，從多方面觀察不斷變化的市場環境對企業合規、業務發展和ESG的影響。本集團將積極響應國家、地區和行業號召，嚴格按照中央和地方政府要求制定及時有效的戰略。此外，本集團將堅持努力創造更高的經濟和社會價值。

主席兼執行董事
周家俊
香港，2024年3月26日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

ACCREDITATION AND AWARDS

認證與獎項

Awards 獎項

Organisers 主辦方

Macau Sales Performance Award 澳門銷售表現獎	Kodak Alaris Management (Shanghai) Co. Ltd. 柯達樂芮管理(上海)有限公司
2022 Business Breakthrough Partner 2022業務突破合作夥伴	H3C Technologies Co. Limited 新華三集團有限公司
2022 The Best Service Quality Partner Award (HK & Macau) 2022最佳服務質量夥伴獎(港澳區)	Huawei International Co. Limited 香港華為國際有限公司
2022 The Best Contribution on Deal Registration Award (HK & Macau) 2022最佳項目報備貢獻獎(港澳區)	Huawei International Co. Limited 香港華為國際有限公司
2022 Outstanding Contribution Partner Award (HK & Macau) 2022卓越貢獻合作夥伴獎(港澳區)	Huawei International Co. Limited 香港華為國際有限公司
2022 Golden Shield Award 2022最佳金盾獎	Huawei International Co. Limited 香港華為國際有限公司
Hillstone 2022 Best Performing Partner Hillstone 2022最佳表現合作夥伴	Hillstone Networks (HK) Limited 山石網絡(香港)有限公司
FY2022 Rising Star of The Year 2022財政年度的年度明日之星	Veeam Software Hong Kong Veeam Software Hong Kong
Cloud Service Provider 2023 2023雲服務供應商	VMware, Inc. 威睿
NextWave Partner of The Year in 2023 (Macau) Palo Alto NextWave 2023財政年度的年度澳門夥伴	Palo Alto Networks 派拓網絡
Top Partner of the Year of Aruba in 2023 (Macau) Aruba 2023財政年度的年度澳門夥伴	Hewlett Packard Enterprise Aruba Networking 安移通網絡科技(中國)有限公司
Lenovo Business Partner – Intelligent Devices Partner 聯想業務夥伴—智慧型設備合作夥伴	Lenovo Group 聯想集團
Lenovo Business Partner – Infrastructure Solutions Partner 聯想業務夥伴—基礎設施解決方案合作夥伴	Lenovo Group 聯想集團
Certificate for Qualification of Information Security Service Provider 信息安全服務資質	China Cybersecurity Review Technology and Certification Centre 中國網絡安全審查技術與認證中心

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Awards 獎項

Organisers 主辦方

CMMI V2.0 for Development Maturity Level 3
能力成熟度模型集成認證2.0版 – 發展成熟度級別3

Information Systems Audit and Control Association (ISACA)
國際信息系統審計協會(ISACA)

ISO/IEC 27001:2013 Provision of Security Monitoring Services
ISO/IEC 27001:2013提供網絡安全監控服務

The International Organization for Standardization (ISO)
國際標準化組織

ISO/IEC 20000-1:2018 Supporting the provision of Managed Services to clients of 24x7 maintenance support, IT infrastructure monitoring and routine IT operation
ISO/IEC 20000-1:2018提供IT託管服務，包括24X7技術維護、IT系統監控及日常技術運營

The International Organization for Standardization (ISO)
國際標準化組織

ISO9001 Quality Management Systems, ISO14001 Environmental Management Systems, ISO45001 Occupational health and safety management systems
ISO9001質量管理體系、ISO14001環境管理體系、ISO45001職業健康安全管理体系

The International Organization for Standardization (ISO)
國際標準化組織

High and New Technology Enterprise
高新技術企業

Torch High Technology Industry Development Center
Ministry of Science and Technology
科學技術部火炬高技術產業開發中心

Electronic and Intelligence Engineering Professional Contracting Level Two
電子與智能化工程專業承包二級

Urban Planning and Construction Bureau of the Hengqin Guangdong-Macao In-Depth Cooperation Zone
橫琴粵澳深度合作區城市規劃和建設局

ESG GOVERNANCE STRUCTURE

The Group has developed an ESG governance structure to ensure its ESG governance aligns with its business strategy and to integrate ESG management into its business operations and decision-making process.

The Board holds the overall responsibility for overseeing the Group's ESG risks and opportunities and sets out ESG management approach, strategy, priorities and objectives. The Board is responsible for ensuring the effectiveness of the Group's risk management and internal control systems and approving disclosures in the ESG report. ESG issues are discussed on an annual basis via Board meeting.

ESG管治架構

本集團已制定ESG管治架構，以確保其ESG管理符合其業務戰略並將ESG管理納入其業務運營和決策過程。

董事會全面負責監督本集團的ESG風險及機會，並制定ESG管理方法、策略、優先事項和目標。董事會負責確保本集團風險管理和內部控制系統的有效性，並批准ESG報告中的披露。ESG議題每年通過董事會會議討論。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group's Sub-committee serves a supportive role to the Group's Board in implementing the agreed ESG policy, targets and strategies, conducting materiality assessments of environmental-related, climate-related, social-related risks and assessing how the Group adapts the Group's business in light of climate change, continuously monitoring of the implementation of measures to address the Group's ESG-related risks and responsibilities and ensuring compliance with ESG-related laws and regulations. While preparing for the ESG report, the ESG data collected from different parties by the Group's Sub-committee are confirmed by the respective departments. The Group's Sub-committee is also responsible for keeping track of the progress with the KPIs against relevant ESG-related goals and targets set by the Board. When there is any deviation from targets, it will investigate and liaise with the responsible department to take prompt rectification actions. The Group's Sub-committee reports to the Group's Board on an annual basis via board meeting on the Group's ESG performance and the effectiveness of these ESG systems.

An ESG team comprised of personnel from departments such as human resources, administration and procurement is also set up to coordinate and manage general ESG affairs. The ESG team is responsible for guiding the development of ESG-related matters, communicating with stakeholders and assessing ESG-related risks, including climate-related risks and opportunities. Related ESG issues would be discussed with the Board at meetings at least once every year. Where appropriate, external advisors would be engaged to provide expertise and professional advice for the ESG management process.

STAKEHOLDER ENGAGEMENT

Effective and ongoing stakeholder engagement is an integral part of the Group's business development and commitment to environment and society. By understanding the Group's stakeholders' views, the Group can better align the Group's business practices with their needs and expectations. This approach enables the Group to build trust and mutual beneficial relationships with the Group's stakeholders and promote sustainability.

本集團的小組委員會於執行協定的ESG政策、目標及策略，對與環境相關、氣候相關、社會相關的風險進行重要性評估，評估本集團如何因應氣候變化調整業務，持續監控應對ESG相關風險及責任措施的落實情況以及確保遵守ESG相關法規等方面為董事會提供支持。於編製ESG報告時，小組委員會收集來自各方面的ESG數據，並經由相關部門進行確認。本集團的小組委員會負責追蹤主要績效指標相對於董事會所設定相關ESG目標及指標的進展情況。倘有任何偏離目標的情況，其將會進行調查並與負責部門聯繫，及時採取糾正措施。本集團的小組委員會透過董事會會議每年向董事會報告本集團的ESG績效及該等ESG制度的有效性。

本集團亦已成立一個由人力資源、行政及採購等部門人員組成的ESG團隊，負責協調及管理一般的ESG事務。ESG團隊負責指導ESG相關事項的發展、與利益相關者溝通及評估ESG相關風險，包括氣候相關風險及機會。ESG相關事項將每年至少一次於會議上與董事會進行討論。在適當的情況下，將聘請外部顧問為ESG管理流程提供專業知識及專業建議。

持份者參與

有效和持續的持份者參與是本集團發展業務及履行環境及社會責任一個不可或缺的環節。透過了解持份者的看法，本集團能更使本集團的業務常規符合他們的需要和期望。此方針可讓本集團與持份者建立互信互惠的關係，推動可持續發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group formulates its engagement approach based on the engagement objectives and stakeholders' level of interest and influence. As part of its business strategy, the Group engages with its stakeholders via different channels shown in the table below.

本集團會根據持份者參與的目標及其權益多寡和影響力制定持份者的參與方式。作為其業務戰略的一部分，本集團通過下表所示的不同渠道與持份者保持溝通。

Stakeholders 持份者	Expectations and concerns 期望及關注事項	Communication channels 溝通渠道
Shareholders and investors 股東及投資者	<ul style="list-style-type: none"> CG system Business strategies and performance Financial results 	<ul style="list-style-type: none"> Annual general meeting and Shareholders' meetings Financial reports Announcements and circulars Company website Social media 股東週年大會及股東會議 財務報告 公告及通函 公司網站 社交媒體
Employees 僱員	<ul style="list-style-type: none"> Career development Occupational health and safety Remuneration and benefits Equal opportunities Company's prospect 職業發展 職業健康及安全 薪酬及福利 平等機會 公司前景 	<ul style="list-style-type: none"> Trainings, seminars and briefing sessions Company activities Performance review 培訓、研討會及簡報會 公司活動 績效審核
Suppliers 供應商	<ul style="list-style-type: none"> On-time payment Fair and open procurement 按時付款 公平公開採購 	<ul style="list-style-type: none"> Supplier audit and assessment Email 供應商審計及評估 電子郵件
Customers 客戶	<ul style="list-style-type: none"> Quality of products and services Privacy protection Business ethics and reputation 產品及服務質量 隱私保護 商業道德及信譽 	<ul style="list-style-type: none"> Customer satisfaction survey Customer service hotline and email Company website 客戶滿意度調查 客戶服務熱線及電子郵件 公司網站
Government and regulatory bodies 政府與監管機構	<ul style="list-style-type: none"> Compliant operation Payment of tax 合規經營 納稅 	<ul style="list-style-type: none"> Compliance officer Legal advisor 合規主任 法律顧問
Media, non-governmental organisations and the public 媒體、非政府組織及公眾	<ul style="list-style-type: none"> Environmental protection Social welfare Transparent information disclosure 環境保護 社會福利 資料的透明披露 	<ul style="list-style-type: none"> Company website Media channels ESG reports 公司網站 媒體渠道 ESG報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

MATERIALITY ASSESSMENT

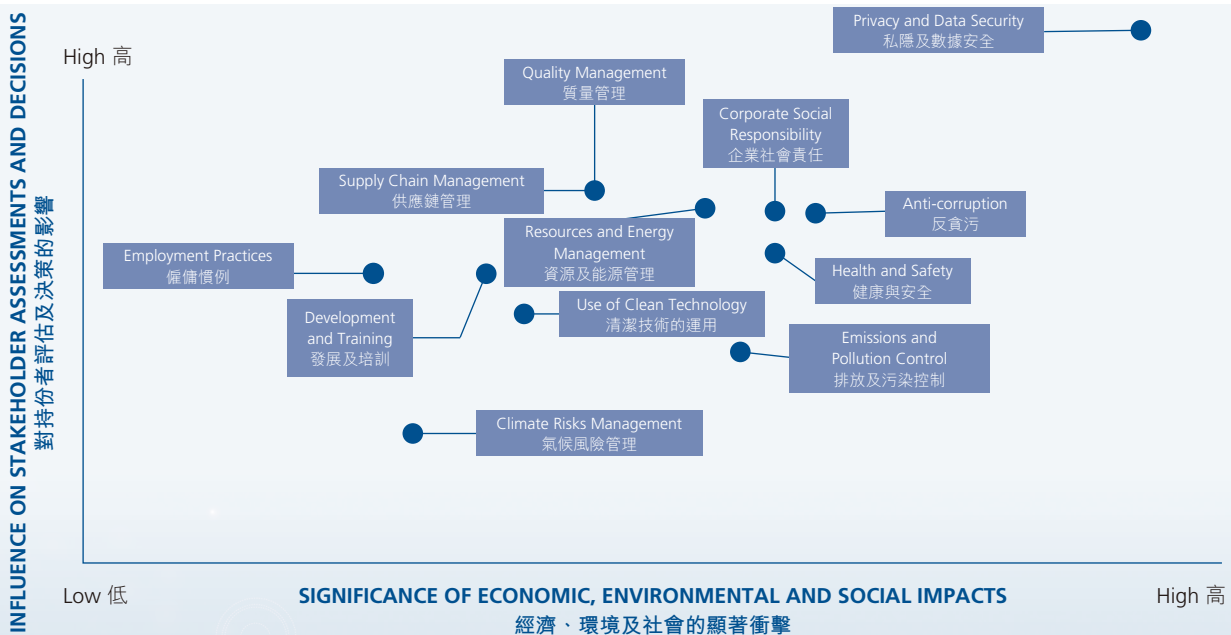
In hope of understanding the views and expectations of stakeholders on the Group's ESG performance effectively, the Group adopts a systematic approach in conducting the annual materiality assessment. With reference to the Group's business development strategy and industry practices, the Group identified and determined a list of material ESG issues. The Group prepared a questionnaire based on the list and invited relevant stakeholder representatives to rate the potential material issues according to the level of importance to the stakeholders and to the Group. The results of the survey were analysed and a materiality matrix was developed. The materiality matrix and the identified material topics were reviewed and confirmed by the Board and the Sub-committee and disclosed in the ESG Report. During the Reporting Year, the Group's materiality matrix is shown below:

重要性評估

為了有效了解持份者對本集團ESG績效的看法和期望，本集團採用有系統的方法進行年度重要性評估。參考本集團業務發展戰略和行業慣例，本集團識別並確定了一份ESG重大議題清單。本集團根據清單編製問卷，並邀請相關持份者代表根據ESG議題對持份者及本集團的重要程度，對潛在的重大問題進行評級。本集團對調查結果進行了分析，並編製了重要性矩陣。重要性矩陣及已識別重大議題已由董事會及小組委員會審查及確認，並於本ESG報告中披露。於報告年度，本集團的重要性矩陣如下所示：

MATERIALITY MATRIX

重要性矩陣圖



CONTACT THE GROUP

Stakeholders' valuable opinions can help the Group continue to improve performance on ESG. Please feel free to contact the Group with any comments or suggestions related to the ESG Report.

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Kowloon Bay, Kowloon, Hong Kong 0101

Email: ir@boardware.com

聯繫本集團

持份者的寶貴意見可幫助本集團持續提升ESG績效。如有任何與本ESG報告有關的意見或建議，請隨時聯繫本集團。

地址：香港九龍九龍灣
常悅道9號
企業廣場一座12樓01-02室

電郵：ir@boardware.com

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

A. ENVIRONMENTAL

Environmental Targets

To better manage the Group's material topics and its sustainability performance, the Group has set targets for the environmental aspect since 2022. The table below summarises the Group's environmental targets, of which the progress is monitored and assessed annually:

A. 環境

環境目標

為更好地管理本集團的重大議題及其可持續發展績效，本集團自2022年起已制定環境方面的目標。下表總結本集團的環境目標，有關進度於每年進行監測及評估：

Aspects 層面	Targets set in 2022 2022年設定的目標	Progress 進度	Targets set in 2023 2023年設定的目標
GHG emissions 溫室氣體排放	 <p>Maintain the total GHG emissions intensity for 2023 to be not more than the 2022 baseline.</p> <p>保持2023年的總溫室氣體排放密度不超過2022年的基線。</p>	achieved 已實現	<p>Maintain the total GHG emissions intensity for 2024 to be not more than the 2022 baseline.</p> <p>保持2024年的總溫室氣體排放密度不超過2022年的基線。</p>
Waste reduction 減少廢棄物	 <p>Maintain the total non-hazardous waste intensity for 2023 to be not more than the 2022 baseline.</p> <p>保持2023年的總無害廢棄物密度不超過2022年的基線。</p>	achieved 已實現	<p>Maintain the total non-hazardous waste intensity for 2024 to be not more than the 2022 baseline.</p> <p>保持2024年的總無害廢棄物密度不超過2022年的基線。</p>
	<p>Reduce the total non-hazardous waste intensity by 3% by 2027 compared to the 2022 baseline.</p> <p>降低總無害廢棄物密度，使其於2027年之前較2022年的基線下降3%。</p>	on track 順利進行	Ongoing 進行中
Energy use efficiency 能源使用效率	 <p>Maintain the total energy consumption intensity for 2023 to be not more than the 2022 baseline.</p> <p>保持2023年的總能源消耗密度不超過2022年的基線。</p>	achieved 已實現	<p>Maintain the total energy consumption intensity for 2024 to be not more than the 2022 baseline.</p> <p>保持2024年的總能源消耗密度不超過2022年的基線。</p>
	<p>Reduce the total energy consumption intensity by 3% by 2027 compared to the 2022 baseline.</p> <p>降低總能源消耗密度，使其於2027年之前較2022年的基線下降3%。</p>	on track 順利進行	Ongoing 進行中
Water efficiency 用水效益	 <p>Conduct or participate in awareness-building activities related to water conservation annually from 2023 onwards.</p> <p>自2023年起，每年進行或參與有關節水的意識建設活動。</p>	not achieved 未實現	Ongoing 進行中



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

A1. Emissions

The Group recognises the importance of environmental protection as the starting point for sustainability. The Group continues to reduce the adverse environmental impact of the Group's operations and to promote environmental protection within the Group and the supply chain. The Group has developed comprehensive ESG Policy to meet the Group's environmental objectives in carbon footprint reduction and waste reduction.

Although the Group is predominantly service-oriented and do not belong to heavy-polluting industry, the Group recognises its operations still have a certain level of impact on the environment and acknowledge that addressing environmental issues is a collective responsibility shared by every member of the community. The Group is committed to minimising the adverse impact that its operations may have on the environment. The Group continually improves its environmental management practices and measures to reduce energy and other resource consumptions, minimise waste and promote a recycling culture within the Group on "Reduce, Reuse, Recycle and Replace" basis.

During the Reporting Year, the Group did not have any material non-compliance of environmental laws and regulations relating to air and GHG emissions, discharges into water and land, and generation of hazardous and non-hazardous waste that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Environmental Law (Law no. 2/91/M)" of Macau, the "Environmental Protection Law of the People's Republic of China", the "Water Pollution Prevention and Control Law of the People's Republic of China", the "Law of the People's Republic of China on the Prevention and Control of Atmospheric Pollution", the "Law of the People's Republic of China on Prevention and Control of Environmental Pollution Caused by Solid Waste" of the PRC, the "Air Pollution Control Ordinance", "Water Pollution Control Ordinance" and the "Waste Disposal Ordinance" of Hong Kong.

A1. 排放物

本集團意識到環境保護作為可持續發展起點的重要性。本集團繼續努力減少本集團的業務對環境的負面影響，並在本集團和供應鏈內促進環境保護。本集團已制定全面的ESG政策，以實現本集團在減少碳足跡和減少廢物方面的環境目標。

儘管本集團以提供服務為主，不屬於重污染行業，但本集團的營運仍然對環境產生一定程度的影響，並承認解決環境問題是社區每個成員共同的責任。本集團致力於盡量減少其營運可能對環境造成的不利影響。本集團不斷改進其的環境管理慣例和措施，以減少能源和其他資源的消耗，盡量減少浪費並於「減少使用、廢物重用、循環再造及替代使用」的基礎上，在本集團內部推廣回收再用文化。

於報告年度，本集團並不知悉任何重大違反有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的環境法律及規例並對本集團產生重大影響。相關法律及規例包括但不限於澳門第2/91/M號法律《環境綱要法》、中國《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》及香港《空氣污染管制條例》、《水污染管制條例》及《廢物處置條例》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Air Emissions

Due to the Group's business nature, the Group does not involve any industrial production or possess any factory facilities, which had an extensive consumption of fossil fuel. Therefore, the Group's air emissions are mainly generated from the fuel consumption by its motor vehicle and only generates slight amount of air emissions during the Group's operation and hence no relevant targets were set. Nevertheless, the Group has implemented measures relating to the reduction of air emissions including:

- Perform efficient planning on driving routes to minimise the number of trips made for business purpose;
- Regularly maintain and repair the vehicle by qualified personnel to ensure fuel consumption efficiency and respective emissions have complied with local emission standards; and
- Switch off the engine when the vehicle is idling.

The Group's air emissions are as follows:

Type of air emissions ¹ 廢氣排放類別 ¹	Unit 單位	2023 2023年	2022 2022年
Nitrogen oxides 氮氧化物	g 克	333.14	300.21
Sulphur oxides 硫氧化物	g 克	6.18	5.57
Particulate matter 顆粒物	g 克	24.53	22.10

Note:

1. The calculation method of air emissions is based on "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange.

廢氣排放

由於本集團的業務性質，本集團不涉及任何工業生產或擁有任何消耗大量化石燃料的工廠設施。因此，本集團的空氣排放主要來自其機動車輛的燃油消耗，並且於運作過程中僅產生少量廢氣排放，因此並無設定相關目標。儘管如此，本集團已實施與減少廢氣排放相關的措施，包括：

- 有效規劃行車路線，儘量降低出差次數；
- 定期由合資格人員進行車輛維修及保養，以確保燃油消耗效率及相應的排放符合當地的排放標準；及
- 於車輛空轉時關閉引擎。

本集團的廢氣排放如下：

附註：

1. 廢氣排放量的計算方法參照聯交所發佈的《如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

GHG Emissions

The Group's GHG emissions are mainly attributable to direct GHG emissions (Scope 1) from the fuel consumption by its vehicle, and energy indirect GHG emissions (Scope 2) from the purchased electricity. In order to achieve the emission reduction targets described under the section headed "Environmental Targets", the Group has actively adopted measures on vehicle usage described in the section above, as well as the energy-saving measures which are described in the section headed "Energy Management" in Aspect A2.

The Group's GHG emissions and its intensity performance are as follows:

Type of GHG emissions sources ² 溫室氣體排放源類別 ²	Unit 單位	2023 2023年	2022 2022年
Scope 1 – Direct GHG emissions 範圍1 – 直接溫室氣體排放			
• Petrol • 汽油	tCO ₂ e 噸二氧化碳當量	1.12	1.01
Scope 2 – Energy indirect GHG emissions 範圍2 – 能源間接溫室氣體排放			
• Purchased electricity • 外購電力	tCO ₂ e 噸二氧化碳當量	259.22	224.11
Total GHG emissions (Scope 1 and 2) 溫室氣體排放總量(範圍1及2)	tCO ₂ e 噸二氧化碳當量	260.34	225.12
Total GHG emissions intensity 總溫室氣體排放密度	kgCO ₂ e/HK\$'000 revenue ^{3,4} 千克二氧化碳當量/ 千港元收益 ^{3,4}	0.363	0.388

Notes:

- The calculation method of GHG emission data is based on, including but not limited to, the "How to prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Stock Exchange, the "2023 Sustainability Report" released by CLP Holdings, the "Notice on the Management of Enterprise Greenhouse Gas Emissions Reporting by Power Generation Industry for 2023–2025" issued by the Ministry of Ecology and Environment of the People's Republic of China and "Sustainability Report 2022" by CEM of Macau.
- The revenue of the Group for 2023 was HK\$717,595,000 (2022: HK\$580,833,000). The data is also used for calculating other intensity data.
- The unit of the intensity was redefined to enhance the accuracy of comparison by reducing the rounding effect.

溫室氣體排放

本集團的溫室氣體排放主要來自其車輛消耗燃料產生的直接溫室氣體排放(範圍1)及外購電力產生的能源間接溫室氣體排放(範圍2)。為達致「環境目標」一節所述的減排目標，本集團已積極採取上文一節所述的車輛使用措施，以及A2層面「能源管理」一節所述的節能措施。

本集團的溫室氣體排放及其密度如下：

附註：

- 溫室氣體排放數據的計算方法依據包括但不限於聯交所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》、中電控股發佈的《2023年可持續發展報告》、中華人民共和國生態環境部發佈的《關於做好2023–2025年發電行業企業溫室氣體排放報告管理有關工作的通知》以及澳門電力股份有限公司發佈的《2022年可持續發展報告》。
- 2023年本集團的收益為717,595,000港元(2022年：580,833,000港元)。該數據亦用於計算其他密度數據。
- 為了提高比較的準確性，降低四捨五入的影響，密度單位被重新定義。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Sewage Discharge

The office operations of the Group do not generate any industrial waste water during the course of operation, but only domestic sewage. As the sewage discharged by the Group will be sent to the sewage treatment plant through the sewage pipe network, the amount of sewage discharge is considered as the water consumed. Information related to water consumption will be described in the section headed “Water Management” in Aspect A2.

Waste Management

Under the aforementioned ESG Policy, the Group has formulated a “Policy on Generation of Hazardous and Non-hazardous Wastes” to ensure that all hazardous and non-hazardous waste is properly and safely managed.

Hazardous Wastes

Due to the Group’s business nature, the Group does not generate a significant amount of hazardous wastes during daily operation, and therefore no relevant targets have been set. Nevertheless, the Group has established guidelines in governing the management and disposal of hazardous wastes. In case of any hazardous waste generated, the Group shall engage a qualified chemical waste collector to handle such waste to comply with relevant environmental laws and regulations.

Non-hazardous Wastes

The Group adopts the principle of “Reduce, Reuse, Recycle and Replace” for waste management and strives to promote better utilisation of resources. The major non-hazardous waste generated during the course of the Group’s daily operations is office paper. Paper and general wastes are collected and sorted with recycle bins for recycling. It was effective in reducing the amount of purchase and waste while reusing over 9,000 pieces of paper during the Reporting Year.

污水排放

本集團辦公場所所在經營過程中不產生任何工業廢水，僅產生生活污水。由於本集團排放的污水將通過污水管網送至污水處理廠，因此污水排放量視為用水量。與耗水量相關的資料將在層面A2「水資源管理」一節中描述。

廢棄物管理

根據上述ESG政策，本集團已制定《產生有害及無害廢棄物的政策》，以確保所有有害及無害廢棄物均得到妥善及安全管理。

有害廢棄物

由於本集團的業務性質，本集團於日常經營中並無產生大量有害廢棄物，因此未設定相關目標。儘管如此，本集團已制定管治及處置有害廢棄物的指導方針。倘產生任何有害廢棄物，本集團須聘用合資格的化學廢物收集者處理該等廢物，以遵守相關環保法律及規例。

無害廢棄物

本集團以「減少使用、廢物重用、循環再造及替代使用」的原則管理廢棄物，致力促進資源的善用。本集團日常經營過程中產生的無害廢棄物主要為辦公用紙。紙張及一般廢棄物會被收集，並用回收箱進行分類回收。於報告年度內重複使用了9,000多張紙張，有效減少了採購量及浪費。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In order to achieve the waste reduction target described under the section headed "Environmental Targets", the Group has implemented measures including but are not limited to the following:

- Utilise electronic communication means such as e-leave system, e-cards for festival greetings, medical e-claims, and e-brochures, where applicable;
- Reduce printing and paper wastage by minimising font sizes and deleting unnecessary blank space in documents;
- Use double-side printing as default mode for printers and encourage employees to reuse single-side paper for internal documents or drafting need;
- Use high-performance multifunction printers which incorporate the functions of printing, scanning, and copying, and share the printers among different departments to reduce energy consumption;
- Redeploy office furniture, computers, and notebook where possible;
- Place recycling bins and appropriate signage in office areas to encourage recycling; and
- Sort recyclable wastes into appropriate receptacles and educate employees on sorting methods if needed.

The Group's non-hazardous wastes generation and its intensity performance are as follows:

Type of non-hazardous wastes 無害廢棄物類別	Unit 單位	2023 2023年	2022 2022年
Total non-hazardous wastes 無害廢棄物總量		1,077.79	1,031.12
• Office paper • 辦公用紙	kg 千克		
Total non-hazardous wastes intensity 總無害廢棄物密度	g/HK\$'000 revenue ⁵ 克/千港元收益 ⁵	1.502	1.775

Note:

5. The unit of the intensity was redefined to enhance the accuracy of comparison by reducing the rounding effect. 0101

為達致「環境指標」一節所述的減少廢棄物目標，本集團已採取措施，包括但不限於：

- 適用時使用電子通訊方式，例如電子請假系統、電子賀卡、醫療電子索賠及電子手冊等；
- 通過最小化字體大小及刪除文件中不必要的空白位置，減少印刷及紙張浪費；
- 將雙面印刷設置為打印機的預設模式，鼓勵僱員於內部文件或起草需要時重複使用單面紙張；
- 使用高性能的多功能打印機，包括打印、掃描及複印功能，並於不同部門之間共享打印機以減少能源消耗；
- 於可能的情況下重新調配辦公家具、電腦及筆記本電腦；
- 於辦公區域放置回收箱及適當的標誌，以鼓勵回收；及
- 將可回收廢棄物分類放置至適當的容器中，如有需要，向僱員教導分類方法。

本集團的無害廢棄物產生及其密度表現如下：

附註：

5. 為了提高比較的準確性，降低四捨五入的影響，密度單位被重新定義。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

A2. Use of Resources

The Group has established “Policy on the Efficient Use of Energy and Other Raw Materials” under the ESG Policy to manage the use of resources with a view to achieving energy-saving and reducing consumption as well as to minimising the negative impact on the environment during the Group’s business operations.

Energy Management

During the Group’s daily operations, apart from the slight direct consumption of fuel by its vehicle, the major source of the Group’s energy consumption is electricity consumption for its operations. To achieve the target and prevent unnecessary energy wastage, employees are required to adopt the following energy-saving measures as stated in the aforementioned “Policy on the Efficient Use of Energy and Other Raw Materials”:

- Turn off lights when not in use and use natural light when possible;
- Turn off, not just log off, all computers, speakers and other office equipment at the end of every work day;
- Turn off power strip at the end of every work day;
- Activate the power down features on computer and monitor to enter a low-power or sleep mode when not in use;
- Unplug equipment that drains energy when not in use, such as cell phone chargers, fans, coffee makers, desktop printers and radios;
- Air-conditioning should be maintained at 25 degrees Celsius; and
- Identify and apply feasible clean technology such as energy efficiency equipment in our business operations.

A2. 資源使用

本集團已根據ESG政策制定《有效利用能源及其他原材料的政策》以管理資源的使用，以達到節能降耗的目的，減少本集團業務運營過程中對環境的負面影響。

能源管理

於本集團日常營運中，除其車輛輕微直接消耗的燃料外，本集團能源消耗的主要來源為營運所需的電力消耗。為踐行本集團對節能的承諾，僱員須採取上述《有效利用能源及其他原材料的政策》中規定的下列節能措施：

- 當無需使用燈光時將其關閉，並儘可能使用自然光；
- 於每個工作日結束時不止登出，更應關閉電腦、揚聲器及其他辦公設備；
- 於每個工作日結束時關閉拖板電源；
- 啟動電腦及顯示器的節能功能，於不使用時進入低功耗或睡眠模式；
- 拔掉即使不使用也會耗能的設備，例如手機充電器、風扇、咖啡機、桌面打印機及收音機；
- 空調應保持在攝氏25度；及
- 識別及應用可行的清潔技術，例如於我們的業務運營中使用能源效率設備。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group's energy consumption and its intensity performance are as follows:

本集團的能源消耗及其密度表現如下：

Type of energy 能源類別	Unit 單位	2023 2023年	2022 2022年
Direct energy consumption 直接能源消耗	MWh 兆瓦時	4.08	3.67
Indirect energy consumption 間接能源消耗	MWh 兆瓦時	477.47	406.79
Total energy consumption 能源消耗總量	MWh 兆瓦時	481.55	410.46
Total energy consumption intensity 總能源消耗密度	kWh/HK\$'000 revenue ⁶ 千瓦時／千港元收益 ⁶	0.671	0.707

Note:

6. The unit of the intensity was redefined to enhance the accuracy of comparison by reducing the rounding effect.

附註：

6. 為了提高比較的準確性，降低四捨五入的影響，密度單位被重新定義。

Water Management

The Group's water consumption is mainly attributable to the usage in offices. Based on the locations of the Group's operations, and as the property management company is responsible for the provision of water within the office premises, the Group did not encounter any issues in water sourcing. As water usage has been included in the rent, the consumption data is not available and thus no quantitative target has been set.

Although the Group's business is not a water-demanding business, the Group understands the importance of saving water. The Group has implemented the water-saving measures and encourage employees of the Group to use water efficiently within the operation:

- Extend the air conditioning drain to a barrel to collect waste water for watering and cleaning;
- Flush toilets with high or low water flow rate, depending on the amount of water needed to flush dirt; and
- Perform regular maintenance and replace old faucets timely.

水資源管理

由於本集團的用水主要由辦公室使用引起，根據本集團業務的地點，以及物業管理公司負責提供辦公室內部的水源，本集團並無遇到任何水源供應問題。由於水費已計入租金，無法取得用水數據，因此並無設定任何量化目標。

儘管本集團業務毋須大量耗水，但本集團亦深明，珍惜食水至為重要。本集團已實施節水措施，並鼓勵本集團的僱員在營運中有效地使用水資源：

- 把空調排水管加長引到一個桶內，收集廢水進行澆花、拖地；
- 衛生間根據沖洗污物的用水需要，分別使用大水流和小水流進行沖洗；及
- 定期保養，及時更換舊水龍頭。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Since 2022, the Group has been committed to conducting or participating in activities related to water conservation to raise awareness among employees. During the Reporting Year, although the Group did not take part in a specific activity, it has not forgotten the importance of water conservation as a year-round issue. In echo, the Group has made effort to raise the awareness among employees by promoting water saving tips throughout the year. Comprehensive guidance regarding water consumption for drinking, kitchen, cleaning and flushing as well as maintaining water facilities has been provided to all staff members. The Group will continuously look for other relevant activities as well as opportunities to improve water efficiency in the future.

Use of Packaging Materials

As the Group's main business is the provision of IT solutions and services, the products involved during the provision of IT solutions and services are pre-packaged by the suppliers, it is therefore less likely for the Group to provide re-packaging service on the products, hence no respective disclosures on policies and data are available and no respective targets have been set.

A3. The Environment and Natural Resources

In view of the IT-related business nature of the Group, highly-polluting production and procedures are not involved in its daily operation. The impact on the environment of the Group's business activities is mainly attributable to the consumption of energy. The Group is conscious of the potential adverse impact of the Group's operations on the environment and the Group strives to conduct operations and activities in an environmentally responsible and sustainable manner. The Group has established the aforementioned "Policy on the Efficient Use of Energy and Other Raw Materials" to recognise that minimising the environmental impacts of the Group's activities is an important part of the Group's mission. In addition, the paper used for printing the interim reports and annual reports are supplied by paper mills that are members of Forest Stewardship Council, which aims to promote the responsible and sustainable use of the resources from forests in the world.

自2022年以來，本集團一直致力於開展或參與節水相關的活動，以提高員工的意識。於報告年度，儘管本集團未參與具體的活動，但並未忘記節水作為全年議題的重要性。就此，本集團通過於全年宣傳節水小貼士，努力提高僱員的節水意識。本集團已向全體僱員提供有關飲用水、廚房用水、清潔用水、沖洗用水及維護用水設施的全面指引。本集團將繼續尋找其他相關活動及未來可改善用水效益的機會。

包裝材料使用

由於本集團的主要業務為提供IT解決方案及服務，而於提供IT解決方案及服務期間涉及的產品乃由供應商預先包裝，因此本集團較少提供產品的重新打包服務，因此並無相關的政策及數據披露，亦無設定相關目標。

A3. 環境及天然資源

鑒於本集團與資訊科技相關的業務性質，其日常運作並不涉及高污染的生產及工序。本集團業務活動對環境的影響主要歸因於能源消耗。本集團意識到本集團的業務可能會對環境產生負面影響，本集團致力於以對環境負責及可持續發展的方式開展業務及活動。本集團已制定上述《有效利用能源及其他原材料的政策》，認識到盡量減少本集團的活動對環境的影響是本集團使命的重要組成部分。此外，用於印刷中期報告及年度報告的紙張乃由森林管理委員會的成員提供，該委員會旨在推廣以負責任及可持續的方式使用世界森林資源。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Environmental Awareness

In addition to strictly requiring employees to implement the environmental protection measures formulated by the Group, the Group needs to proactively promote environmental awareness among the Group's employees. They are frequently reminded to recycle wastes, conserve energy and water and protect the natural environment. They are also encouraged to participate in environmental protection activities and share their views on the environmental issues via internal communication channels. In addition, the Group adopts green procurement practices when purchasing resources such as paper and electronic appliances. The Group continues to review and minimise the impacts of the daily operations on the environment.

Indoor Air Quality

The Group is dedicated to providing a comfortable and green working environment for the employees by constantly monitoring the indoor air quality in the workplace. The air-conditioning and ventilation systems in the offices are cleaned four times a year to ensure that indoor air quality is maintained at a good level.

A4. Climate Change

Climate change poses escalating risks and challenges to the global economy, and such risks may negatively impact the Group's business. During the Reporting Year, phenomenal typhoons relentlessly hit Macau, Hong Kong and Guangdong Province in the PRC, where the Group's operations were located. The Group witnessed firsthand the destructive consequences brought by the record-breaking rainstorm and floods. It is anticipated that increase in ocean temperature from global warming will provide more heat energy for typhoons, resulting in higher probability and frequency of powerful typhoons. In view of this, local communities have been urging for climate action plans.

環保意識

除嚴格要求僱員實施本集團制定的環保措施外，本集團亦需要積極提高僱員的環保意識。本集團時常提醒僱員回收廢物、節約能源及水資源，保護自然環境。本集團亦鼓勵彼等參加環保活動，通過內部溝通渠道分享對環境問題的看法。此外，本集團於採購資源(如紙張及電子產品)時採用綠色採購慣例。本集團將繼續審查及減少日常運營對環境的影響。

室內空氣質量

本集團通過不斷監測工作場所的室內空氣質量，致力為員工提供舒適和綠色的工作環境。辦公室的空調和通風系統每年清潔四次，以確保室內空氣質量保持在良好水平。

A4. 氣候變化

氣候變化對全球經濟構成不斷升級的風險和挑戰，該等風險可能對本集團的業務產生負面影響。於報告年度，本集團業務所在的中國澳門、香港及廣東省遭受強烈颱風襲擊。本集團親身目睹了創紀錄的暴雨及洪水所帶來的破壞性後果。預計全球暖化導致的海水溫度上升將為颱風提供更多熱能，從而導致強颱風的概率及頻率更高。有鑒於此，當地社區一直在敦促制定氣候行動計劃。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In response to the community's gradual concern on climate changes and related issues, the Group has implemented the relevant ESG Policy. The "Policy on the Efficient Use of Energy and Other Raw Materials" outlines the Group's management approach on climate-related issues and commitment to climate mitigation, adaptation and resilience across its operations and along the value chain. The Group identified the material impacts on the Group's business arising from the following risks:

Physical Risks

The Group is aware of the risks brought forth by climate change, especially the increasing frequency and intensity of extreme weather conditions such as typhoons. The increasing frequency and severity of such events may increase the risk of power failures, supply chain disruptions, and damage to the office premises. This could disrupt the Group's servicing activities, resulting in reduced revenue as well as increased costs for repairing and insurance premiums in long term. The Group is also aware that these incidents may endanger the safety of its employees. As mitigation, the Group closely monitors the latest weather alerts and suggestions issued by the local government authorities. The Group has established work arrangements during typhoons in the "Staff Manual" to ensure that all personnel are prepared to deal with such extreme weather conditions, aiming at reducing or avoiding potential losses and injuries during extreme weather circumstances. A "Business Continuity Plan" is in place to ensure operational continuity of processes and activities of the Group. To prepare for rapid response, the Crisis Management Team has been designated with unified structure and management plan prior to crises. The Group also maintains a comprehensive insurance coverage to safeguard its assets and employees.

為響應社會對氣候變化及相關問題的逐漸關注，本集團已實施相關ESG政策。《有效利用能源及其他原材料的政策》概述本集團有關氣候相關問題的管理方法，以及在其營運和整個價值鏈中對減緩、適應和抵禦氣候變化的承諾。本集團已識別下列風險對本集團業務的重大影響：

實體風險

本集團意識到氣候變化帶來的風險，特別是颱風等極端天氣情況日益頻繁及強烈。此類事件的頻率和嚴重程度越來越高，可能會增加停電、供應鏈中斷和辦公場所損壞的風險。從長遠來看，此可能會擾亂本集團的服務運作，導致收入減少以及維修及保險費用的成本增加。本集團亦意識到該等事件可能會危及其員工的安全。作為緩解措施，本集團密切關注當地政府部門發佈的最新天氣警報及建議。本集團已於《員工手冊》中制定颱風期間的工作安排，確保所有人員做好應對此類極端天氣情況的準備，旨在減少或避免於極端天氣情況下可能造成的潛在損失及傷害。本集團已制定《業務連續性計劃》，以確保本集團流程及活動的營運連續性。為了做好快速應對的準備，本集團在危機發生前指定了危機管理團隊，並制定了統一的架構及管理計劃。本集團亦投購全面的保險保障，以保障其資產及僱員的安全。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Transition Risks

The development of international policy and regulation on climate change, and the evolving commitment of the PRC and Hong Kong Government to carbon reduction are anticipated and may present potential risks to the Group in the coming years. In addition, the Stock Exchange requires listed companies to strengthen climate-related disclosures in their ESG reports, which may increase related compliance costs. Such transition risks which require the Group to move towards a sustainable business model may potentially lead to impacts such as increasing operational costs from change of operational practices. Failure to meet climate change compliance requirements may expose the Group to the risk of claims and litigation, which may result in a possible loss of corporate reputation. The Group will regularly monitor existing and emerging climate-related trends, policies and regulations to avoid reputation risk due to slow response. The Group will continue to assess the energy consumption proportion in the Group's operation comprehensively and optimising the corresponding procedures.

轉型風險

有關氣候變化的國際政策和法規的發展，以及中國及香港政府對減少碳排放的不斷變化的承諾是可預見的，並可能在未來幾年對本集團構成潛在風險。而且，聯交所要求上市公司在ESG報告中加強氣候相關披露，可能會增加相關合規成本。有關轉型風險要求本集團走向可持續發展的商業模式，可能會導致諸如改變運營慣例而增加業務成本等影響。未能滿足氣候變化合規要求可能會使本集團面臨索賠和訴訟的風險，從而可能導致企業聲譽受損。本集團將定期監測現有及新出現的氣候相關趨勢、政策及法規，以避免因反應遲緩而導致聲譽風險。本集團將繼續全面評估能源消耗於本集團運營中的比例，並優化相應程序。

B. SOCIAL

B1. Employment

The Group considers its employees to be its greatest asset and strives to attract and retain the best people for its sustainable growth. The Group has established the "Staff Manual" and "Human Resources and Payroll Management Policy" to ensure that employees are treated fairly and equally, and that their rights and interests are protected.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Labour Relations Law (Law no. 7/2008)" of Macau, the "Labour Law of the People's Republic of China", the "Labour Contract Law of the People's Republic of China", the "Social Insurance Law", the "Regulation on the Administration of Housing Accumulation Funds" of the PRC and the "Employment Ordinance" of Hong Kong.

B. 社會

B1. 僱傭

本集團視僱員為最大資產，並致力吸引及挽留最優秀人才，以促進其可持續發展。本集團已制定《員工手冊》及《人力資源及薪資管理政策》，以確保僱員獲公平及平等對待、權利及權益獲得保障。

於報告年度，本集團並不知悉任何重大違反有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第7/2008號法律《勞動關係法》、中國《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《社會保險法》、《住房公積金管理條例》及香港《僱傭條例》。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

As at 31 December 2023, the Group had 287 employees (including four executive Directors and excluding one non-executive Director and three INEDs) (as at 31 December 2022: 249 employees). Employees' composition by gender, age group, employment type and geographical region is shown as follows:

截至2023年12月31日，本集團有287名僱員（包括四名執行董事惟不包括一名非執行董事及三名獨立非執行董事）（截至2022年12月31日：249名僱員）。按性別、年齡組別、僱傭類型和地區劃分的僱員構成如下：

		2023 2023年		2022 2022年	
		Number 人數	% %	Number 人數	% %
By gender	按性別				
Male	男性	204	71.08	189	75.90
Female	女性	83	28.92	60	24.10
By age group	按年齡組別				
<31	31歲以下	103	35.89	97	38.96
31-50	31至50歲	172	59.93	145	58.23
>50	50歲以上	12	4.18	7	2.81
By employment type	按僱傭類型				
Full-time	全職	277	96.52	245	98.39
Part-time	兼職	10	3.48	4	1.61
By geographical region	按地區				
Macau	澳門	150	52.26	122	48.99
Hong Kong	香港	60	20.91	42	16.87
The PRC	中國	77	26.83	85	34.14



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Recruitment, Compensation, Promotion and Dismissal

The Group believes each employee is entitled to fair, courteous and dignified treatment. The “Policy on Recruitment, Promotion and Development of Talent” has been formulated under the ESG Policy to offer an innovative, growth-oriented and challenging workplace with the expectation that everybody contributes to the results and shares in the success of the Group. The Group recruits employees mainly through online recruitment platform, recruitment agent and by referral. Educational backgrounds, technical qualifications, characters, relevant industry experiences and adoption to the corporate values are key recruitment criteria. The human resources department of the Group reviews the Group’s recruitment policy from time to time to cope with the needs of the Group’s business operation.

The Group is committed to providing a competitive remuneration package to all eligible full-time and part-time employees which are outlined in the “Policy on Other Benefits and Welfare” under the ESG Policy. The Group’s remuneration package generally comprises basic salary, performance-based commission, if applicable, discretionary performance-based bonus and other benefits such as medical/labour insurance and travel insurance. The Group will review and evaluate the performance of the Group’s employees periodically and make any salary adjustments and promotions accordingly. The Group is required under relevant PRC laws and regulations to make contributions to employee benefit plans at specified percentages of the salaries, bonuses and certain allowances of the Group’s employees, up to a maximum amount specified by the local jurisdiction from time to time.

Employees are subject to performance appraisals every year, which assess their past performance and jointly formulate their career development direction. Subject to the company operation, the results of appraisals may be used as the standards and grounds for promotion recommendation, deployment or salary adjustment.

Employees who fail to fulfil the responsibilities set out by the performance criteria, rules, procedures and standards of conduct may be subject to adverse personnel action. Dismissal is a potential consequence for employees whose conduct or job performance results in a decision to impose a disciplinary penalty of demotion, suspension without pay or dismissal.

招聘、薪酬、晉升及解僱

本集團認為，每位員工均有權得到公正、禮貌及有尊嚴的對待。本集團根據ESG政策制定《人才招聘、晉升及發展政策》，提供一個創新、成長導向及具有挑戰性的工作場所，期望每個人都能為本集團的成果作出貢獻並分享成功。本集團主要通過線上招聘平台、招聘代理及員工轉介招聘僱員。本集團的主要招聘標準為教育背景、技術資格、品德、相關行業經驗及是否適應企業價值觀。本集團人力資源部定期審查本集團的招聘政策，以應對本集團業務運營需求。

本集團致力於為所有合資格的全職及兼職僱員提供具有競爭力的薪酬待遇，而有關薪酬待遇於根據ESG政策項下的《其他福利待遇政策》中概述。本集團的薪酬待遇一般包括基本工資、績效相關的佣金(倘適用)、酌情的績效獎金以及其他福利，如醫療／勞動保險及旅行保險。本集團將定期審查及評估僱員的表現，並相應地作出薪酬調整及晉升。根據相關中國法律法規的規定，本集團須按照僱員的薪金、獎金及部分津貼的特定百分比對僱員福利計劃作出供款，最高限額由當地司法權區不時指定。

僱員每年須進行績效評估，評估其過往的表現並共同制定其職業發展方向。根據公司運營情況，評估結果可能作為晉升推薦、調配或薪酬調整的標準及依據。

未能達成績效標準、規則、程序及行為標準的僱員可能會受到不利人事行動的影響。對於因其行為或工作表現而被決定實施降職、無薪停職或解僱的紀律處分的僱員，可能會進行解僱。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

During the Reporting Year, the Group recorded a turnover rate⁷ of approximately 23.69% (2022: 24.90%). The breakdown⁸ of employee turnover rate by gender, age group and geographical region is shown as follows:

在報告年度，本集團錄得流失率⁷約23.69%（2022年：24.90%）。按性別、年齡組別及地區劃分的僱員流失率明細⁸如下所示：

Turnover rate	流失率	2023 2023年 %	2022 2022年 %
Total	合計	23.69	24.90
By gender	按性別		
Male	男性	24.51	26.98
Female	女性	21.69	18.33
By age group	按年齡組別		
<31	31歲以下	42.72	43.30
31–50	31至50歲	13.95	13.79
>50	50歲以上	–	–
By geographical region	按地區		
Macau	澳門	20.00	21.31
Hong Kong	香港	13.33	28.57
The PRC	中國	38.96	28.24

Notes:

- Calculation method of turnover rate: (total number of departures during the reporting year ÷ total number of employees at the end of the reporting year) × 100%.
- Calculation method of turnover rate for each category: (number of departures in the specific category during the reporting year ÷ number of employees in the specific category at the end of the reporting year) × 100%.

附註：

- 流失率的計算方法：（報告年度離職總人數 ÷ 報告年度末員工總數）× 100%。
- 各類別流失率的計算方法：（報告年度特定類別的離職人數 ÷ 報告年度末特定類別的員工人數）× 100%。

Working Hours and Rest Periods

To suit different business needs, the working hours may vary from different positions. The “Policy on Working Hours and Compensation” has provided an overview on working hours and compensation for employees. Subject to the Group’s work assignments and executive Director’s approval, the employee’s supervisor shall determine the hours of employment that best suits the needs of the work to be done by the individual employee. The policy has also provided regulations regarding attendance, punctuality and overtime compensation. On the other hand, rest periods and holidays are provided to employees according to the “Policy on Rest Periods” to ensure the work-life balance of employees and in compliance with relevant laws and regulations.

工作時間與休息時間

為配合不同的業務需求，不同職位的工作時間可能會有所不同。《工作時間及補償政策》已對僱員的工作時間及補償作出概述。根據本集團的工作分配及經執行董事的批准，僱員的主管應確定最適合個別僱員工作需求的工作時間。該政策亦已作出有關出勤、準時及加班補償的規定。另一方面，根據《休息時間政策》，僱員享有休息時間及假期，以確保僱員維持工作與生活的平衡，並符合相關的法律法規。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Equal Opportunity, Diversity and Anti-discrimination

Creating a discrimination and harassment free work environment is every employee's responsibility and one of the major goals of the Group. The Group upholds the value of diversity and shall act as the responsible agent in the full implementation of the "Policy on Equal Employment Opportunity" under its ESG Policy. The policy applies to the Group to provide equal opportunities in all aspects of employment, including recruitment, hiring, job assignments, promotions, working conditions, scheduling, benefits, wage and salary administration, disciplinary action, termination, and social, educational and recreational programs. The Group does not tolerate any forms of discrimination within the Group's operations with regard to race, colour, religion, national origin, sex, age, marital status, sexual orientation, disability, political affiliation, personal appearance, family responsibility, matriculation or any other characteristics as recognised by relevant anti-discriminatory regulations. The "Policy on Discrimination and Harassment" is also in place to clearly define and prohibit discrimination or harassment in the workplace, whether committed by or against managers, co-workers, customers, vendors, or visitors. Any claims of discrimination or harassment will be investigated promptly, and appropriate disciplinary action will be taken to eliminate inappropriate behaviour.

B2. Health and Safety

The Group is committed to achieving excellence in occupational health and safety management in a dynamic process and continually strive to improve the Group's performance. It is the foundation for continuous improvement in the Group's facilities, products and services. The Group has developed and adopted "Policy on Occupational Health and Safety" to ensure and provide a safe and healthy working environment for all employees with zero tolerance for unsafe acts or conditions.

平等機會、多元化及反歧視

創造一個沒有歧視和騷擾的工作環境是每名僱員的責任，亦是本集團的主要目標之一。本集團堅持多元化的價值觀，並將作為全面實施其ESG政策項下《平等就業機會政策》的負責人。該政策適用於本集團，以於就業的各個方面提供平等的機會，包括招聘、聘用、工作分配、晉升、工作條件、排班、福利、工資與薪金管理、紀律處分、解僱、社交、教育及娛樂計劃。本集團不容忍任何形式的歧視，包括種族、膚色、宗教、國籍、性別、年齡、婚姻狀況、性取向、殘疾、政治傾向、個人外表、家庭責任、學歷或任何其他被相關反歧視法規所承認的特徵。本集團亦制定《歧視與騷擾政策》，明確禁止於工作場所中發生歧視或騷擾行為，不論是否由經理、同事、客戶、供應商或來訪者所犯。本集團將會及時調查任何歧視或騷擾的指控，並採取適當的紀律處分以消除不當行為。

B2. 健康與安全

本集團致力於在動態的過程中實現卓越的職業健康及安全管理，並不斷努力提高績效。此乃本集團的設施、產品及服務得以持續改進的基礎。本集團已制定並採納《職業健康與安全政策》，確保為全體僱員提供安全健康的工作環境，對不安全的行為或條件零容忍。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

During the Reporting Year, the Group was not aware of any non-compliance with laws and regulations relating to health and safety that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the “General Regulation of Work Safety and Hygiene of Offices, Services and Commercial Establishments (Decree-Law no. 37/89/M)” and the “Legal Regime on Compensation for Damages Arising from Work Accidents and Occupational Diseases (Decree-Law no. 40/95/M)” of Macau, the “Provisions on the Administration of Occupational Health at Workplaces”, the “Law of the People’s Republic of China on the Prevention and Control of Occupational Diseases” of the PRC and the “Occupational Safety and Health Ordinance” of Hong Kong. In the past three years (including the Reporting Year), the Group did not record any work-related fatalities and injuries. During the Reporting Year, the Group also did not record any working days lost due to work-related injuries.

Measures on Occupational Health and Safety

The Group provides the Group’s employees with safe working environment, and strives to protect them from potential health hazards and injuries. Employees are required to familiarise themselves with local safety requirements including wearing adequate personal protective equipment when required and reporting unsafe acts, conditions and safety risks. To raise employees’ awareness of safety, mandatory training and observation programs such as safety training, fire drills and first-aid certificate course are provided for them to take part in. The management is responsible for facilitating risk assessments and developing protective measures in cooperation with employees. The Group also provides industrial accident insurance for employees as a protection measure.

The human resources department of the Group is responsible for monitoring the effectiveness of the above measures relating to occupational safety and health matters of the Group. In each of the workplace in Macau, Hong Kong and the PRC, cases of personal work-related injury by accident must be reported by the human resources Manager to the relevant regulatory authorities within the respective time limit. All employees of the Group may, from time to time, raise any occupational health and safety related issues through various channels.

於報告年度，本集團並不知悉任何重大違反有關健康與安全的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第37/89/M號法令《核准事務所、服務場所及商業場所之工業安全及衛生總章程》、第40/95/M號法令《因工作意外及職業病所引致的損害賠償制度》、中國《工作場所職業衛生管理規定》、《中華人民共和國職業病防治法》以及香港《職業安全及健康條例》。於過去三年（包括報告年度），本集團並無錄得任何因工傷亡事件。於報告年度，本集團亦無錄得任何因工傷損失的工作日數。

有關職業健康與安全的措施

本集團為僱員提供安全的工作環境，並致力於保護彼等免受潛在的健康危害及傷害。僱員須了解當地的安全規定，包括於需要時穿戴充足的個人防護裝備以及報告不安全的行為、狀況及安全風險。為提高僱員的安全意識，本集團提供強制性的培訓及觀察計劃（例如安全培訓、消防演習、急救證書課程）以供僱員參加。管理層負責促進風險評估並與僱員合作制定保護措施。本集團亦為僱員提供工業意外保險，作為一項保護措施。

本集團人力資源部負責監察上述與本集團職業安全及健康事宜有關的措施的成效。於澳門、香港及中國的各個工作場所的因工受傷的事故須由人力資源經理於各自的時間期限內向相關監管機構報告。本集團所有僱員可不時透過不同渠道，提出任何職業健康及安全相關事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Response to the COVID-19 Pandemic

While the COVID-19 pandemic began to ease off at the beginning of the Reporting Year, the Group still adhered to placing the health and safety of employees as its top priority. The Group strictly maintained a high hygiene standard and complied with the virus prevention regulations issued by the local governments. Face masks and sanitiser are provided to employees in case they are in need.

B3. Development and Training

The Group adopts a philosophy of continuous improvement and endeavours to keep the Group's technical professionals abreast of the latest technology developments. To always stay at the technological forefront in an ever-changing market, the Group encourages employees to continuously improve and further develop their skill sets. The Group's performance management process encourages timely fact-based feedback and promotes regular opportunities to discuss development. The Group provides ongoing product and other on-the-job training and development opportunities through formal programs, coaching, mentoring and on-the-job experiences. In addition, the Group provides global training programs in a variety of areas, such as people management and leadership. The Group has stipulated management procedures on employee training in its "Staff Manual" under the section headed "Employee Training and Development".

Training Programmes

Subject to the needs of business development, employees may be required to take part in training or professional examinations to obtain industry certifications and accreditations, of which the expenses are subsidised by the Group as an encouragement. It is believed that all-around training can increase productivity, build confidence in the Group's workforce, and create a better working environment. Trainings will be offered to engineers regularly to keep their technical standards up to market level and equip them for certification examinations. Before their participation in the training or professional examinations, they are required to sign an agreement on employee training stating their willingness to serve the Group within a certain service binding period after the training or professional examinations. In addition, pursuant to the "Taxes Management Policy", the Group provides continuing professional development for staff of the Finance Department to ensure tax filing is prepared and reviewed competently and is submitted to the regulatory bodies timely and accurately.

應對COVID-19疫情

儘管COVID-19疫情在報告年度初開始緩解，但本集團仍堅持將僱員的健康及安全放在首位。本集團嚴格保持高衛生標準，並遵守當地政府發佈的病毒預防規定。本集團為僱員提供口罩及消毒劑，以備不時之需。

B3. 發展及培訓

本集團奉行持續改進的理念，努力讓本集團的技術專業人員了解最新的技術發展。為了始終站在不斷變化的市場技術前沿，本集團鼓勵僱員不斷改進及進一步發展其技能組合。本集團的绩效管理流程鼓勵及時基於事實的反饋，並定期提供機會以討論發展。本集團透過正式計劃、輔導、指導及在職經驗提供持續的產品及其他在職培訓與發展機會。此外，本集團於各個領域提供全球培訓計劃，例如人員管理及領導力培訓等。本集團已於其《員工手冊》的「員工培訓與發展」一節訂明員工培訓的管理程序。

培訓計劃

根據業務發展的需要，僱員可能需要參加培訓或專業考試以獲得行業認證及資格，其費用由本集團補貼作為鼓勵。全方位的培訓可以提高生產力，增強本集團員工的信心，創造更好的工作環境。本集團將定期為工程師提供培訓，以使其技術水平保持市場水平並為認證考試做好準備。於參加培訓或專業考試之前，僱員需要簽署僱員培訓協議，表明其於培訓或專業考試後願意在一定的服務約束期內為本集團服務。此外，根據《稅務管理政策》，本集團為財務部的僱員提供持續的專業發展，以確保稅務申報工作能夠得到妥善準備及審核，並及時準確地提交予監管機構。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

In view of the significance of data security due to the Group's business nature, relevant trainings have been provided to employees during the Reporting Year to enhance their awareness and familiarity with security compliance and best practices. The Group's project management professionals have earned leadership experience and expertise with globally-recognised certification. In addition, employees who are qualified members of The Hong Kong Institute of Certified Public Accountants and The Hong Kong Chartered Governance Institute have attended development trainings related to accounting and corporate governance to fulfil the professional requirement. A summary of the Group's training data during the Reporting Year is as follows:

鑒於因本集團的業務性質的數據安全的重要性，本集團於報告年度為僱員提供相關培訓，以增強其對安全合規性及最佳實踐的意識及熟悉度。本集團的項目管理專業人員通過全球認可的認證，獲得領導經驗及專業知識。此外，身為香港會計師公會及香港公司治理公會的合資格成員的僱員已參加與會計及企業管治相關的發展培訓，以滿足專業需求。本集團於報告年度的培訓數據概述如下：

		2023 2023年			2022 2022年		
		Percentage of employees trained ⁹	Breakdown of employees trained ¹⁰	Average training hours ¹¹	Percentage of employees trained ⁹	Breakdown of employees trained ¹⁰	Average training hours ¹¹
		受訓僱員 百分比 ⁹	受訓僱員 明細 ¹⁰	平均受訓 時數 ¹¹	受訓僱員 百分比 ⁹	受訓僱員 明細 ¹⁰	平均受訓 時數 ¹¹
		%	%	Hour	%	%	Hour
		%	%	小時	%	%	小時
Total	合計	19.86	N/A不適用	5.35	12.05	N/A不適用	2.00
By gender	按性別						
Male	男性	25.49	91.23	6.39	15.34	96.67	2.32
Female	女性	6.02	8.77	2.81	1.67	3.33	1.00
By employee category	按僱員類別						
Senior management	高級管理層	8.70	3.51	8.15	7.69	3.33	2.65
Middle management	中級管理層	11.11	7.02	2.00	11.11	10.00	4.30
General	一般僱員	22.37	89.47	5.60	12.44	86.67	1.67

Notes:

- Percentage of employees trained = (number of employees trained in the specific category during the reporting year ÷ number of employees in the specific category at the end of the reporting year) × 100%.
- Breakdown of employees trained = (number of employees trained in the specific category during the reporting year ÷ total number of employees trained during the reporting year) × 100%.
- Average training hours = number of training hours in the specific category during the reporting year ÷ number of employees in the specific category at the end of the reporting year.

附註：

- 受訓僱員百分比=(特定類別報告年度受訓僱員人數÷特定類別報告年度末僱員人數)×100%。
- 受訓僱員明細=(特定類別報告年度受訓僱員人數÷報告年度受訓僱員總人數)×100%。
- 平均受訓時數=特定類別報告年度受訓時數÷特定類別報告年度末僱員人數。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

B4. Labour Standards

The Group strictly prohibits human rights abuses over the entire business operations. During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to the prevention of forced labour or child labour that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the “Framework Law on Employment Policy and Workers’ Rights (Law no. 4/98/M)”, “Regulation on Prohibition of Illegal Work (Law no. 17/2004)”, the “Law for the Employment of Non-resident Workers (Law no. 21/2009)” of Macau, the “Provisions on the Prohibition of Using Child Labour” of the PRC, the “Employment Ordinance” and the “Employment of Children Regulations” of Hong Kong.

Prevention of Child and Forced Labour

The Group has detailed all recruitment procedures and requirements in the “Human Resources and Payroll Management Policy”. In order to avoid child and forced labour, procedures of pre-employment investigation including background and reference check would be conducted by the human resources officer under the consent of the job applicants prior to the issuing of job offer. Applicants who are found providing misleading, erroneous or deceptive information during the recruitment process would not be considered.

As mentioned in the paragraph headed “Working Hours and Rest Periods” under Aspect B1, the regulations on working hours and overtime are set out in detail in the ESG Policy. Employees may request the opportunity to vary their work schedules to better accommodate personal responsibility. To prevent forced overtime work, any necessary arrangements of overtime would only be made upon the request of an employee’s supervisor. Overtime pay as compensation is in line with the local laws and regulations. Employees’ rest periods are well respected; hence, they are entitled to various types of holiday as described in the “Staff Manual”. If any form of child or forced labour is found, the Group will immediately investigate and stop such situation, and will investigate and communicate with the senior management in a timely manner.

B4. 勞工準則

本集團於整個業務運營過程中嚴禁侵犯人權。於報告年度，本集團並不知悉任何重大違反有關防止童工及強制勞工的法律和規例並對本集團產生重大影響。相關法律和規例包括但不限於澳門第4/98/M號法律《就業政策及勞工權利綱要法》、第17/2004號法律《禁止非法工作規章》、第21/2009號法律《聘用外地僱員法》、中國《禁止使用童工規定》及香港《僱傭條例》及《僱用兒童規例》。

防止童工及強制勞工

本集團已於《人力資源與薪酬管理政策》中詳述所有招聘程序及要求。為避免僱用童工及強迫勞工，人力資源主管將於發出職位邀請之前經求職者同意進行僱傭前調查程序，包括背景調查與資歷查核。於招聘過程中發現提供誤導、錯誤或欺騙性資料的申請者將不予考慮。

正如B1層面項下的「工作時間及休息時間」一段所提述，工作時間及加班的相關規定於ESG政策中均有詳細說明。僱員可以要求調整工作時間，以更好地履行個人責任。為防止強制加班，必要的加班安排僅會在僱員的主管提出請求時進行。作為補償的加班費須符合當地法律法規。僱員的休息時間得到充分尊重，因此，彼等有權享受《員工手冊》所述的各項假期。倘發現任何形式的童工或強迫勞工，本集團將立即進行調查並停止此類情況，並及時與高級管理層進行調查與溝通。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

B5. Supply Chain Management

Building a trust relationship with suppliers helps the Group manage its potential environmental and social risk while enhancing the efficiency of the Group's operations. The Group's suppliers comprise system vendors, authorised distributors and subcontractors. Under the Enterprise IT Solutions business, the suppliers are mainly authorised distributors of the system vendors, and the Group purchases the products from the authorised distributors of the system vendors for project application. The Group has implemented the "Purchases & Payment Policy" with the following practices on supplier management for all suppliers. During the Reporting Year, the Group had a total of 211 (2022: 194) suppliers. The geographical distribution of suppliers is as follows:

Geographical region	地區	2023 2023年	2022 2022年
Macau	澳門	69	82
Hong Kong	香港	88	81
The PRC	中國	23	14
Others (Israel, Taiwan, Australia, Finland, US, Thailand, Singapore, Malta, Malaysia)	其他(以色列、台灣、澳大利亞、芬蘭、美國、泰國、新加坡、馬耳他、馬來西亞)	31	17
Total	總計	211	194

Procurement Mechanism

The Group has established the "Purchases & Payment Policy" which stipulates the procedures whenever engaging a new vendor. The director of Product and Marketing Department should fill in the Vendor Registration Form with the potential vendor's basic information and then conduct background check and United Nations sanction check with relevant supporting documents to ensure the potential vendor is valid. Upon approval by the CEO, the director of Product and Marketing Department should register the qualified vendor into the Approved Vendor List for the CEO's approval. The documents must be obtained before the purchase order is placed to the new vendor and properly filed and retained. Due to the business nature, occasionally some required goods and services may not be provided by the existing vendors on the Approved Vendor List. In those cases, a quotation would be obtained from the single potential vendor before placing purchase order.

B5. 供應鏈管理

與供應商建立信任關係有助於本集團管理潛在的環境與社會風險，同時提高本集團的運營效率。本集團供應商包括系統供應商、授權經銷商及分包商。於企業IT解決方案業務中，供應商主要為系統供應商的授權經銷商，本集團向系統供應商的授權經銷商採購產品用於項目應用。本集團實施《採購與付款政策》，對所有供應商執行以下供應商管理慣例。於報告年度，本集團合共有211間(2022年：194間)供應商。供應商的地區分布如下：

採購機制

本集團已制定了《採購及付款政策》，其規定了每當聘用新供應商的程序。產品與市場部總監應在核准供應商名單中填寫潛在供應商的基本資訊，後採用相關證明檔案進行盡職調查及聯合國制裁檢查，以確保潛在供應商的有效性。經首席執行官準予後，產品與市場部總監應在核准供應商名單登記合格供應商供首席執行官審批，相關檔案須在與新供應商採購訂單並妥善歸檔及保存前取得。鑒於業務性質，核准供應商名單的現有供應商有時可能無法提供某些所需商品及服務，該等情況下，訂立採購訂單前須從單個潛在供應商處獲取報價。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Supply Chain Environmental and Social Risk Management

The Group conducts an annual performance evaluation to all the approved vendors to weed out undesirable vendors based on performance indicators including defect rate, pricing and discounts, turnaround time and validity time of quotes, packaging integrity and delivery schedule, technical skills and ability, flexibility, accessibility and responsiveness to queries. The evaluation results are recorded in the Vendor Performance Evaluation Form to be reviewed and approved by the CEO. The Approved Vendor List should be updated based on those results and unqualified vendors would be removed from the list.

In addition, the Group puts emphasis on compliance with environmental and social laws and regulations which helps to identify and minimise risks along its supply chain. Any non-compliance to relevant laws and regulations discovered by the Group will be promptly reported to the management. Corrective action will be carried out to remediate the identified risk in a timely manner.

Promoting Environmentally Preferable Products and Services

The Group has adopted green procurement practices suggested in the ESG Policy which aim at providing the Product and Marketing Department with guiding principles when making sustainable procurement decisions. It further promotes and supports the environmental protection initiatives in the supply chain by encouraging suppliers to explore and implement innovative environmental practices. Throughout the procurement process, higher preference would be given to those suppliers adopting green specifications and meeting the Group's environmental protection requirements. The above requirements are clearly specified at the beginning of procurement process. Approved vendors are monitored and assessed with the annual performance evaluation as detailed in the paragraph above, with environmental protection as one of the criteria.

供應鏈的環境及社會風險管理

本集團對所有獲核准供應商進行年度表現評估，根據績效標準(包括缺陷率、定價折扣、周轉時間及報價有效期、包裝完整性及交付時間表、工藝能力、靈活性、可觸及性及反饋積極性)，剔除表現不佳的供應商，首席執行官審查及批覆供應商績效評估表中記錄的評估結果。獲核准供應商名單將根據該等結果進行更新，不合格的供應商將從名單中剔除。

此外，本集團注重遵守環境及社會法律法規以識別供應鏈潛在風險並將其降至最低。經發現任何違反相關法律法規的行為，本集團將立即向管理層報告並採取矯正措施以及時補救已識別風險。

促進多用環保產品及服務

本集團採納ESG政策推崇的綠色採購慣例，旨在為產品及市場部在作出可持續採購決策時提供指引原則，通過鼓勵供應商探索及實施創新的環境慣例，進一步促進及支撐供應鏈中的環境保護舉措。整個採購過程中，本集團會優先考慮採用環保規格及符合環保要求的供應商。上述要求在採購過程開始時已明確規定。按照上文一段所詳述，以環境保護為標準之一，通過年度業績評估對獲核准供應商進行監測及評估。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

B6. Product Responsibility

The Group places customer satisfaction as the Group's top priority and strives to keep up with the evolving needs of its customers. The Group has established the "Product Responsibility Policy" to standardise procedures for the quality management of products and services. The Group strives to establish and maintain good relationships with customers, to listen to their concerns, and to surpass their expectations with the Group's premium quality. As technology continues to advance, the Group will see changes in customers' behaviour and expectations.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to health and safety, advertising, labelling, and privacy matters about products and services provided and methods of redress that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Consumer Protection Law (Law no. 12/88/M)", the "Personal Data Protection Act (Law no. 8/2005)" of Macau, the "Cyber Security Law of the People's Republic of China", the "Data Security Law of the People's Republic of China", the "Civil Code of the People's Republic of China", the "Personal Information Protection Law of the People's Republic of China" of the PRC, the "Sale of Goods Ordinance (Chapter 26 of the Laws of Hong Kong)" and the "Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)" of Hong Kong.

Quality Assurance

The Group believes that stringent quality control is critical to the Group's success and reputation. With the commitment to delivering products which are safe and of consistent quality, the Group ensures that products are sold in compliance with local rules and regulations related to health and safety. The Group has put in place high-standard quality control measures at various stages of the Group's work process, including project planning, procurement of hardware, the associated system and components, and project implementation to ensure the quality of the work adheres to the contractual requirements and customers' specifications. In projects where subcontractors are engaged, the Group also takes steps to ensure that their work conform with the requirements, specifications and timeline. The Group monitors the performance of the Group's subcontractors through conducting on-site reviews, and the subcontractors are required to submit progress reports to the Group on a regularly basis to record and report the

B6. 產品責任

本集團秉承客戶至上的理念，將客戶滿意度放在首位，並努力滿足客戶不斷變化的需求。本集團制定了《產品責任政策》來規範產品及服務質量管理的程序。本集團竭力與顧客建立及保持良好的關係，聆聽他們的關注點，並提供優質服務，從而超出顧客期望。隨著科技日益昌明，本集團將緊貼客戶行為和期望的變化。

於報告年度內，本集團並不知悉任何重大違反有關所提供產品及服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的相關法律及規例並對本集團產生重大影響。相關法律和法規包括但不限於澳門《消費者權益保護法》(第12/88/M號法)、《個人資料保護法》(第8/2005號法)、中國《中華人民共和國網絡安全法》、《中華人民共和國數據安全法》、《中華人民共和國個人信息保護法》、香港《貨品售賣條例》(香港法例第26章)及《個人資料(私隱)條例》(香港法例第486章)。

質量保證

本集團相信，嚴格的質量控制對本集團的成功及聲譽至關重要。本集團致力於提供安全且質量穩定的產品，並確保產品的銷售符合當地與健康與安全相關的規則和法規。本集團已在工程流程的各個階段(包括項目規劃、硬件、相關系統及部件採購以及項目實施)制定高標準的質量控制措施，以確保工作質量符合合約規定及客戶規格。就委聘分包商的項目而言，本集團亦採取措施確保其工作符合要求、規格及時間表。本集團透過進行現場審查監察分包商的表現，而分包商須定期向本集團提交進度報告，以記錄及報告彼等完成的工作。倘產品於到貨後出現瑕疵，系統供應商的認可分



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

work completed by them. If the products are defective upon arrival, the authorised distributors of the system vendor in general would unconditionally replace with new products within seven days of the delivery. In other cases, product repairs or returns depend on the warranty purchased by the Group's customers, the periods of which generally range from one year to three years. The Group provides back-to-back warranty to the Group's customers accordingly.

During the Reporting Year, there were no products recalled for safety and health reasons and no material written complaints related to products and service were received. As described in the section headed "ACCREDITATION AND AWARDS" above, the Group was honoured with awards such as the Certificate for Qualification of Information Security Service Provider in recognition of its commitment to delivering high-quality networking solutions and services. In addition, the Group's services and management systems have been certified by The International Organization for Standardization (ISO). Moving forward, the Group will make every effort to keep up its performance.

Privacy and Data Security

The Group is committed to respecting privacy rights and protecting the personal information clients share with the Group. Therefore, it has formulated the "Policy on Data Protection and Privacy of Personal Data" under its ESG Policy to set forth how the Group will manage the personal data that it collects in the normal course of business. The Group takes steps to make sure the proper use and collection of personal data. The Group will allow data subjects reasonable access to personal data about themselves during normal working hours and upon reasonable request, and will be allowed to update and/or correct any inaccurate information. As a precaution to mitigate risks of data leakages and privacy breaches leading to increased costs in addressing regulatory actions and also potentially tarnishing the Group's reputation, employees would be required to sign non-disclosure agreement. The Group will take other reasonable precautions to protect personal data from loss, misuse, unauthorised access, disclosure, alteration and destruction.

銷商一般會於交付後七日內無條件更換新產品。在其他情況下，產品維護或退貨取決於客戶購買的保修，保修期一般介乎一年至三年。本集團相應地向客戶提供持續的保修。

於報告年度內，概無因安全及健康原因召回任何產品，亦無收到與產品及服務相關的重大書面投訴。如上文「認證與獎項」一節所述，本集團榮獲信息安全服務資質等獎項，以表彰其提供優質網絡解決方案及服務的承諾。此外，本集團的服務及管理系統獲得國際標準化組織(ISO)認證。展望未來，本集團將全力以赴，再創佳績。

隱私及數據安全

本集團致力於尊重隱私權，保護客戶與本集團共享的個人資訊。因此，本集團在其ESG政策下制定了《數據保護及個人數據隱私政策》，以規範本集團將如何管理其在正常業務過程中收集的個人數據，本集團採取措施確保個人數據的正當使用及收集。本集團將允許數據主體在正常工作時間內應正當要求合理獲取其個人數據，並允許更新及／或更正任何有誤資訊。數據洩露及隱私侵犯將增加監管行動的成本及或損害本集團的聲譽，為減低該等風險，作為一項預防措施，員工須簽署保密協議。本集團亦將採取其他合理的預防措施，以防止個人數據丟失、濫用、未經授權獲取、披露、更改及破壞。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

The Group uses a self-assessment approach to assure compliance with this privacy policy and periodically verifies that the policy is accurate, comprehensive for the information intended to be covered, prominently displayed, completely implemented and accessible and in conformity with the principles. The Group encourages interested individuals to raise any concerns regarding use and disclosure of personal data in accordance with the principles. If a complaint or dispute cannot be resolved through the Group's internal process, the Group agrees to resolve it using a third-party resolution provider as a method of redress.

As an enterprise providing IT solutions and cyber security, data security is material to the Group's business. Thus, the "Staff Manual" provides guidelines relevant to tackling potential threats such as hacking and cyber phishing. Preventive measures on handling e-mails and documents as well as setting passwords are set out in the guidelines. Employees are provided with external training and briefing sessions on data security by relevant IT solution providers from time to time. Employees are also encouraged to report on suspicious situations.

Intellectual Property Rights

To protect the Group's intellectual property rights, the Group has registered or made applications to register the Group's patents, copyrights, trademarks and domain names in different jurisdictions. As at 31 December 2023, the Group has registered 6 trademarks, 17 copyrights, 21 patents and 7 domain names which are material in relation to the Group's business. Despite of these, litigation may be necessary to protect the Group's intellectual property rights in certain circumstances. The Group will continue to monitor to ensure that its intellectual property rights are not being infringed upon.

Advertising and Labelling

The Group conducts limited advertising campaigns and therefore does not involve any significant advertising-related risks. Nevertheless, in terms of the advertisement for products and services, the Group strictly regulates and monitors products and services promotion to ensure that they comply with advertising and labelling related laws and regulations. Such marketing and promotion must accurately reflect the quality of the Group's products and performance of the Group's services.

本集團採用自我評估方法以確保遵守該隱私政策，並定期驗證該政策乃準確、全面涵蓋所需的訊息、突出地顯示、貫徹執行、可供獲取且符合原則。本集團鼓勵有興趣的人士根據原則就個人數據使用及披露提出任何關注。如投訴或爭議無法通過本集團的內部程序解決，本集團同意採用第三方解決方案提供商作為補救方法。

作為一家提供IT解決方案及網路安全的企業，數據安全對本集團的業務至關重要。因此，《員工手冊》提供了應對駭客攻擊及網路釣魚等潛在威脅的相關指南，其中規定處理電子郵件及檔案以及設置密碼的預防措施。相關IT解決方案提供商不時為員工提供有關資料安全的外部培訓和簡報會。本集團亦鼓勵員工報告可疑情況。

知識產權

為保護本集團的知識產權，本集團已在不同司法管轄區註冊或申請註冊本集團的專利、版權、商標及域名。於2023年12月31日，本集團已註冊與業務相關的6個商標、17個版權、21項專利及7個域名。儘管如此，在某些情況下，本集團可能須要提出訴訟以保護本集團的知識產權。本集團將繼續監察以確保其知識產權不受侵犯。

廣告與標籤

本集團開展有限的廣告活動，故不涉及任何重大廣告相關風險。儘管如此，在產品及服務的廣告方面，本集團會嚴格規範及監察產品及服務宣傳，以確保其符合廣告及標籤相關的法律及法規。該等營銷及推廣必須準確反映本集團服務的質量及表現。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

B7. Anti-corruption

It is a crucial part of the Group's principle "We take corporate responsibility" which states that "We set clear requirements for corporate responsibility and ethics within the Group and for the Group's business partners". To establish trust with customers, authorities, Shareholders and society, the Group relies on professionalism, expertise and high ethical standards in all aspects of the Group's work. The Group promotes a culture of integrity, ethical conduct, fairness, honesty and openness when doing business, and adopts a zero-tolerance attitude towards any bribery, fraud and money laundering. The Group is committed to ensuring that no bribes, kickbacks or similar gifts, payments or advantages are solicited from or given or offered to any person, for any purposes. Aligning with the Group's vision, core values and principles, the "Anti-Corruption Guidelines" has been drawn up to increase awareness of corruption and to enable employees across the Group to identify corruption with direction on how it can be combated. Managers are responsible for ensuring that employees familiarise themselves with the guideline. Employees are therefore expected to behave with care, integrity and professionalism pursuant to the guideline.

During the Reporting Year, the Group was not aware of any material non-compliance with laws and regulations relating to bribery, extortion, fraud and money-laundering that would have a significant impact on the Group. Relevant laws and regulations include but not limited to the "Law on Prevention and Suppression of Money Laundering Crimes (Law no. 2/2006)" of Macau, the "Company Law of the People's Republic of China", the "Criminal Law of the People's Republic of China", the "Anti-unfair Competition Law of the People's Republic of China" of the PRC and the "Prevention of Bribery Ordinance" in Hong Kong. During the Reporting Year, there was no concluded legal cases regarding corrupt practices brought against the Group or its employees.

B7. 反貪污

反貪污為本集團「我們承擔企業責任」原則的重要組成部分，規定「我們對本集團內部及業務合作夥伴的企業責任及道德提出明確要求」。為了與客戶、權威機構、股東及社會建立信任，本集團在工作的各個方面都依賴專業精神、專業知識及高道德標準。本集團推動具備誠信、品德操守、公平公正並開誠佈公的營商文化，並對任何賄賂、欺詐及洗錢行為採取零容忍態度。本集團致力確保概不會就任何目的接受任何人士（或向其作出或提供）任何賄賂、回扣或類似餽贈、報酬或利益。遵從本集團願景、核心價值觀及原則，本集團制定了《反貪污準則》，以提高對貪污的認識，並讓全集團的員工認識貪污，並為如何打擊貪污提供指引。經理有責任確保員工熟悉該準則，且員工應按照指導方針謹慎、正直及敬業地行事。

於報告年度內，本集團並不知悉任何重大違反有關賄賂、勒索、欺詐及洗黑錢的法律法規而對本集團造成重大影響的情況。相關法律和法規包括但不限於澳門《預防及遏止清洗黑錢犯罪》（第2/2006號法律）、中國《中華人民共和國公司法》、《中華人民共和國刑法》、《中華人民共和國反不正當競爭法》及香港《防止賄賂條例》。於報告年度內，概無有關針對本集團或其員工提出並已審結的貪污訴訟案件。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Preventive Measures

To facilitate employees to understand the importance of anti-corruption, the “Anti-Corruption Guidelines” provides detailed definition on what constitutes corruption and inappropriate benefits. Nobody may receive benefits from the Group’s business contacts or give benefits to them if such benefits are based on the employment relationship. Persons in violation of the policies or applicable laws and regulations may be subject to disciplinary or administrative action, as well as civil or criminal liability. The Board is responsible for drawing up and making accessible training materials to relevant staff to ensure compliance when new laws and regulations that may impact the business are introduced. Training sessions are held at least once every year for Directors and employees. During the Reporting Year, 7 Directors and 3 employees of the Group have each received approximately 1.5 hours of anti-corruption training in the form of seminar. Such training familiarises the Directors and employees at various levels with their corresponding roles and responsibilities in anti-corruption and business ethics, and helps cultivate employees’ awareness towards anticorruption and a high standard of professional conduct to comply with the laws in the operating locations of the Group.

Whistleblowing Mechanism

Anyone who becomes aware of an incident or situation which appears to contravene rules and guidelines which apply to the Group’s operations is encouraged to report orally or in writing. The procedures of whistleblowing are set out under the guidelines to facilitate employees’ reporting of corruption incidents. The Group specifies consequences for breaches based on their type and severity. All sanctions will be assessed by the human resources manager or the Board before implementation. The Group will monitor and review the effectiveness of the whistleblowing mechanism regularly.

預防措施

為方便員工理解反貪污重要性，《反貪污準則》詳細說明了構成貪污及不當利益的定義。任何人皆不得從本集團的業務連絡人獲取利益，也不得向彼等提供利益（若該等利益基於僱傭關係）。違反政策或適用法律法規的人員或會受到紀律處分或行政處分，及民事或刑事責任。董事會負責草擬並向相關員工提供可供獲取的培訓資料，以確保遵守頒布的可能影響業務的新法律法規。本集團至少每年為董事及員工舉辦一次培訓課程。於報告年度內，本集團7名董事及3名員工分別以研討會的形式接受了約1.5小時的反貪污培訓。該類培訓使董事及各級員工熟知彼等於反貪污及商業道德方面的相應角色和責任，並有助於培養員工的反貪污意識及高標準的專業操守，以遵守本集團經營場所相關法律。

舉報機制

本集團鼓勵任何人士意識到可能違反適用於本集團運營規則及指導方針的事件或情況時以口頭或書面形式報告。舉報程序乃根據指引制定，以促使僱員舉報貪污事件。本集團根據違約類型及嚴重程度確定其後果。所有制裁將在實施前由人力資源經理或董事會進行評估。本集團將定期監察及審查舉報機制的有效性。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

B8. Community Investment

The Group attaches great importance to community contribution, investment and development. Therefore, the Group has formulated the “Policy on Community Investment” to uphold its commitments to actively repay and contribute to the society and promote social harmony. The Group pursues the sustainable development of the Group’s community by creating shared benefits thereby improve the quality of life for those in need. The Group will also consider the concerns of key stakeholders and the synergies that arise from interaction with the Group’s core social responsibility values, products and services. Approval, reporting and monitoring mechanism are in place for the community investment procedures to further enhance accountability and transparency and to ensure effectiveness.

Corporate Social Responsibility

The Group’s contribution areas focus on local development matters.

During the Reporting Year, the Group has supported 136 staff members including their family for their participation in “2023 Walk for a Million” organised by the Charity Fund of Readers of Macao Daily News by sponsoring MOP10,000 for their 3.5-hour walk. On another sports day organised by Hou Kong Junior Chamber, 12 staff members with their family participated in the companionship tasks for 2 hours. The goal of the event was to advocate cross-generational integration in view of the aging population. The Group also donated HK\$40,000 to Macao Asian Peace Charity Association in support of their work in racial harmony and HK\$100,000 to Think Tank of United Citizens to support its annual local research project respectively.

The Group will continue to embolden and support the public by various means of social participation and contribution as part of the Group’s strategic development.

B8. 社區投資

本集團注重社區貢獻、投資及發展。因此，本集團制定了《社區投資政策》，以恪守積極回饋社會、貢獻社會、促進社會和諧的承諾。本集團追求社區的可持續發展，創造共同的利益，從而提高有需要者的生活質量。本集團亦將考慮主要持份者的關注點，以及與我方覈心社會責任價值觀、產品及服務互動所產生的協同效應。社區投資程序的核准、報告及監察機制已經設立，以進一步加強問責制及透明度並確保有效性。

企業社會責任

本集團的貢獻範疇專注於地方發展事宜。

於報告年度內，本集團支持了136名僱員及其家人參與《澳門日報》讀者公益基金會舉辦的「公益金百萬行2023」，贊助10,000澳門元供彼等步行3.5小時。於另一項由濠江青年商會舉辦的運動會上，12名僱員及其家人一起參與了2小時的陪伴任務。該活動旨在倡導跨代融合，以應對人口老齡化問題。本集團亦向澳門亞裔和平慈善會捐贈40,000港元，支持其種族和諧工作，以及向民聯智庫捐贈100,000港元，支持其年度本地研究項目。

作為本集團策略發展的一部分，本集團將繼續通過各種社會參與及貢獻的方法鼓勵及支持公眾。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

THE ESG REPORTING GUIDE CONTENT INDEX 聯交所《ESG報告指引》內容索引 OF THE STOCK EXCHANGE

Mandatory Disclosure Requirements 強制披露規定		Section 章節
Governance Structure 管治架構		ESG Governance Structure ESG管治架構
Reporting Principles 匯報原則		About the ESG Report – Reporting Framework 關於ESG報告－報告框架
Reporting Boundary 匯報範圍		About the ESG Report – Reporting Scope 關於ESG報告－報告範圍

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、 一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A1: Emissions 層面A1：排放物		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Emissions 排放物
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions – Air Emissions 排放物－廢氣排放
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – GHG Emissions 排放物－溫室氣體排放
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Hazardous Wastes (Not applicable – explained) 排放物－廢棄物管理－有害廢棄物(不適用－已解釋)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions – Waste Management – Non-hazardous Wastes 排放物－廢棄物管理－無害廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Environmental Targets, Emissions – Air Emissions, GHG Emissions 環境目標、排放物－廢氣排放、溫室氣體排放
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Environmental Targets, Emissions – Waste Management 環境目標、排放物－廢棄物管理
Aspect A2: Use of Resources 層面A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Use of Resources – Energy Management 資源使用－能源管理
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Use of Resources – Water Management 資源使用－水資源管理
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Environmental Targets, Use of Resources – Energy Management 環境目標、資源使用－能源管理
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Environmental Targets, Use of Resources – Water Management 環境目標、資源使用－水資源管理
KPI A2.5 關鍵績效指標A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Use of Resources – Use of Packaging Materials (Not applicable – explained) 資源使用－包裝材料使用(不適用－已解釋)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect A3: The Environment and Natural Resources 層面A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	The Environment and Natural Resources 環境及天然資源
KPI A3.1 關鍵績效指標A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environment and Natural Resources – Environmental Awareness, Indoor Air Quality 環境及天然資源－環保意識、室內空氣質量
Aspect A4: Climate Change 層面A4：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change – Physical Risks, Transition Risks 氣候變化－實體風險、轉型風險
Aspect B1: Employment 層面B1：僱傭		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 僱傭
KPI B1.1 關鍵績效指標B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。	Employment 僱傭

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI B1.2 關鍵績效指標B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employment – Recruitment, Compensation, Promotion and Dismissal 僱傭－招聘、薪酬、晉升及解僱
Aspect B2: Health and Safety 層面B2：健康與安全		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Health and Safety 健康與安全
KPI B2.2 關鍵績效指標B2.2	Lost days due to work injury. 因工傷損失工作日數。	Health and Safety 健康與安全
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety – Measures on Occupational Health and Safety, Response to the COVID-19 Pandemic 健康與安全－有關職業健康與安全的措施、應對COVID-19疫情
Aspect B3: Development and Training 層面B3：發展及培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 發展及培訓
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training – Training Programmes 發展及培訓－培訓計劃

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training – Training Programmes 發展及培訓－培訓計劃
Aspect B4: Labour Standards 層面B4：勞工準則		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工及強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強制勞工
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards – Prevention of Child and Forced Labour 勞工準則－防止童工及強制勞工
Aspect B5: Supply Chain Management 層面B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management – Supply Chain Environmental and Social Risk Management 供應鏈管理－供應鏈的環境及社會風險管理

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
主要範疇、層面、一般披露及關鍵績效指標	描述	章節／聲明
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management – Promoting Environmentally Preferable Products and Services 供應鏈管理－促使多用環保產品及服務
Aspect B6: Product Responsibility 層面B6：產品責任		
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品責任
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility – Quality Assurance 產品責任－質量保證
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility – Quality Assurance 產品責任－質量保證
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Product Responsibility – Intellectual Property Rights 產品責任－知識產權
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product Responsibility – Quality Assurance 產品責任－質量保證
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility – Privacy and Data Security 產品責任－隱私及數據安全

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 環境、社會及管治報告

Subject Areas, Aspects, General Disclosures and KPIs 主要範疇、層面、一般披露及關鍵績效指標	Description 描述	Section/Declaration 章節／聲明
Aspect B7: Anti-corruption 層面B7：反貪污		
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, how they are implemented and monitored. 描述防範措施及舉報程序、相關執行及監察方法。	Anti-corruption – Preventive Measures, Whistleblowing Mechanism 反貪污－預防措施、舉報機制
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption – Preventive Measures 反貪污－預防措施
Aspect B8: Community Investment 層面B8：社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment – Corporate Social Responsibility 社區投資－企業社會責任
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community Investment – Corporate Social Responsibility 社區投資－企業社會責任

DIRECTORS' REPORT

董事會報告

The Board submits herewith this annual report together with the audited consolidated financial statements of the Group for FY2023.

COMPANY INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 18 February 2021 and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 7 June 2021. The Shares were listed on the Stock Exchange from 15 July 2022.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 39 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing by the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events influencing the Group, an indication of likely future developments in the Group's business, and discussion on the Group's environmental policies and performance and the relationships with its stakeholders, can be found in the sections headed "CHAIRMAN'S STATEMENT", "MANAGEMENT DISCUSSION AND ANALYSIS", "CORPORATE GOVERNANCE REPORT", "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" and "INDEPENDENT AUDITOR'S REPORT" of this annual report. The review forms part of this directors' report.

董事會謹此提交本年報連同本集團2023年財年的經審計綜合財務報表。

公司資料

本公司於2021年2月18日在開曼群島註冊成立為獲豁免有限公司，2021年6月7日根據香港法例第622章公司條例第16部註冊為非香港公司。股份自2022年7月15日於聯交所上市。

主營業務

本公司為投資控股公司。其附屬公司主要業務載於綜合財務報表附註39。

業務回顧

本集團年內業務回顧(包括本集團面臨之主要風險及不確定因素之討論、採用主要財務業績指標對本集團業績之分析、本年度影響本集團重大事項之詳情、本集團日後或有業務發展之指示及本集團環境政策及業績以及與利益相關者的關係之討論)載於本年報「主席致辭」、「管理層討論及分析」、「企業管治報告」、「環境、社會及管治報告」和「獨立核數師報告」章節。有關討論為本董事會報告的一部分。

DIRECTORS' REPORT 董事會報告

FINANCIAL SUMMARY

A summary of the published results and assets and liabilities of the Group for the past five financial years, as extracted from the audited consolidated financial statements, is set out on pages 224 to 226 of this annual report. This summary does not form part of the audited financial statements.

RESULTS AND DIVIDEND

The consolidated financial results of the Group for FY2023 and the state of affairs of the Company and the Group as at 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position and note 38 to the consolidated financial statements of this annual report.

The Board does not recommend the payment of final dividend for FY2023.

DIRECTORS

Executive Directors

Mr. Chao (*Chairman and CEO*)
Ms. Chiu
Ms. Lei
Mr. Ng

Non-executive Director

Mr. Li

INEDs

Mr. Man
Mr. U
Mr. Suen

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

The biographical details of each Director and senior management of the Company are set out in the section headed "DIRECTORS AND SENIOR MANAGEMENT" of this annual report.

財務摘要

本集團過去五個財政年度已公佈業績以及資產及負債之摘要載於本年報第224頁至第226頁，乃摘錄自經審計綜合財務報表。此摘要並不構成經審計綜合財務報表之一部分。

業績及股息

本集團於2023年財年的綜合財務業績以及本公司及本集團於2023年12月31日的事務狀況載於本年報綜合損益及其他全面收入表、綜合財務狀況表及綜合財務報表附註38。

董事會不建議派付2023年財年的末期股息。

董事

執行董事

周先生(*主席兼首席執行官*)
趙女士
李女士
吳先生

非執行董事

李先生

獨立非執行董事

文先生
余先生
孫先生

董事及高級管理層履歷

本公司各董事及高級管理層的履歷詳情載於本年報「董事及高級管理層」一節。

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Chao, Ms. Chiu, Ms. Lei and Mr. Ng, being the executive Directors, has entered into a service agreement with the Company for an initial term of three years commencing from the Listing Date.

Mr. Li, being the non-executive Directors, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date.

Each of Mr. Man, Mr. Suen and Mr. U, being the INEDs, has entered into a letter of appointment with the Company for an initial term of three years commencing from the Listing Date.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of any adverse event, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, none of the Directors has or is proposed to have entered into any service agreement or letter of appointment with any member of the Group (excluding agreements expiring or determinable by any member of the Group within one year without payment of compensation other than statutory compensation).

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in the section headed "DIRECTORS' SERVICE CONTRACTS", no contract of significance was entered into between the Company or any of its subsidiaries and the Controlling Shareholders or any of its subsidiaries during FY2023 or subsisted at the end of the year and no contract of significance for the provision of services to the Company or any of its subsidiaries by a Controlling Shareholder or any of its subsidiaries was entered into during FY2023 or subsisted at the end of the year.

CONTINUING DISCLOSURE OBLIGATIONS PURSUANT TO THE LISTING RULES

Save as disclosed in this annual report, the Company does not have any other disclosure obligations under Rules 13.20, 13.21 and 13.22 of the Listing Rules.

董事服務合約

執行董事周先生、趙女士、李女士及吳先生均已與本公司訂立服務協議，自上市日期起計初始期限三年。

非執行董事李先生已與本公司訂立委任函，自上市日期起計初始期限三年。

獨立非執行董事文先生、孫先生及余先生均已與本公司訂立委任函，自上市日期起計初始期限三年。

本公司已收到各獨立非執行董事根據上市規則第3.13條發出有關獨立性的年度書面確認。基於有關確認及在不知悉任何不利事項下，本公司認為全體獨立非執行董事均為獨立，並符合上市規則第3.13條所載的獨立指引。

除上文所披露者外，概無董事已經或擬議與本集團任何成員公司訂立任何服務協議或委任函(不包括於一年內屆滿或可由本集團任何成員公司終止而無須支付賠償(法定賠償除外)的協議)。

控股股東合約

除「董事服務合約」一節所披露者外，本公司或其任何附屬公司與本公司任何控股股東或其任何附屬公司於2023年財年並無訂立或於該年年末存續重大合約，且本公司於2023年財年並無訂立或於該年年末存續有關由本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的重大合約。

上市規則規定的持續披露責任

除本年報所披露者外，本公司並無根據上市規則第13.20條、第13.21及第13.22條承擔任何其他披露責任。



DIRECTORS' REPORT 董事會報告

DIVIDEND POLICY

The Group has adopted a Dividend Policy, details of which are disclosed as follows:

Purpose

This Dividend Policy sets out the principles and guidelines that the Company will apply when considering the declaration and payment of dividends to the Shareholders.

Principals and guidelines

The Board adopts the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its Shareholder's value.

The Company does not have any pre-determined dividend payout ratio.

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the Articles and all applicable laws and regulations and the factors set out below.

The Board shall also take into account the following factors of the Company and the Group when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- business conditions and strategies;
- future operations and earnings;
- capital requirements and expenditure plans;
- interests of Shareholders;
- any restrictions on payment of dividends; and
- any other factors that the Board may consider relevant.

股息政策

本集團已採納一項股息政策，詳情披露如下：

目的

股息政策列明本公司考慮向股東宣派及派付股息時遵循的原則及指引。

原則及指引

董事會已採納一項股息政策，於建議或宣派股息時，本公司須維持足夠的現金儲備，以滿足其營運資金需求及未來業務增長以及其股東價值。

本公司並無任何預定的股息支付比率。

董事會可酌情宣派及派付股息予股東，惟須遵守細則、所有適用法例及法規以及考慮下列因素。

董事會考慮股息宣派及派付時，亦應考慮本公司及本集團下列因素：

- 財務業績；
- 現金流量狀況；
- 經營狀況及策略；
- 未來經營及收益；
- 資金需求及開支計劃；
- 股東利益；
- 派付股息的任何限制；及
- 董事會可能認為相關的任何其他因素。

DIRECTORS' REPORT 董事會報告

Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year period:

- interim dividend;
- final dividend;
- special dividend; or
- any distribution of net profits that the Board may deem appropriate.

Any final dividend for a financial year will be subject to Shareholders' approval.

The Company may declare and pay dividends by way of cash dividend or scrip dividend or by other means that the Board considers appropriate.

Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Articles.

Review of the Dividend Policy

The Board will review the Dividend Policy as appropriate from time to time.

Annual general meeting

The 2024 AGM will be held on 20 June 2024. The notice of the annual general meeting will be published and dispatched to Shareholders in the manner as required by the Listing Rules in due course.

CLOSURE OF REGISTERED MEMBERS

The Register of Members will be closed from Monday, 17 June 2024 to Thursday, 20 June 2024, both days inclusive, for the purpose of determining the identity of members who are entitled to attend and vote at the Company's forthcoming annual general meeting scheduled to be held on Tuesday, 20 June 2024. In order to be eligible to attend and vote at the annual general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 June 2024.

根據本公司及本集團的財務狀況以及上文所載的條件及因素，董事會可能於財政年度期間提議派付及／或宣派股息：

- 中期股息；
- 末期股息；
- 特別股息；或
- 董事會或會認為合適之任何純利分派。

某一財政年度的任何末期股息須獲得股東批准。

本公司可通過現金股息或票據股息或董事會認為適當的其他渠道宣派及派付股息。

根據細則，任何未領取之股息將被沒收復歸本公司。

股息政策審查

董事會將不時對股息政策進行適當審查。

股東週年大會

2024年股東週年大會將於2024年6月20日舉行。股東週年大會通告將根據上市規則規定適時公佈並寄發予股東。

暫停辦理股份過戶登記

本公司將自2024年6月17日(星期一)起至2024年6月20日(星期四)止(包括首尾兩天)暫停辦理股份過戶登記，以確定有權出席本公司計劃於2024年6月20日(星期二)舉行的應屆股東週年大會並在會上投票的股東的身份。為合資格出席股東週年大會並在會上投票，所有股份過戶文件連同相關股票及轉讓表格必須在不遲於2024年6月14日(星期五)下午四時三十分送抵本公司香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

DIRECTORS' REPORT

董事會報告

PRE-EMPTIVE RIGHTS

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

PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries of the Company are set out in note 39 to the consolidated financial statements of this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during FY2023 are set out in note 15 to the consolidated financial statements of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during FY2023 are set out in note 27 to the consolidated financial statements of this annual report.

RESERVES AND DISTRIBUTABLE RESERVES

Details of the movement in the reserves of the Group and of the Company during FY2023 are set out in the consolidated statements of changes in equity and note 38 to the consolidated financial statements of this annual report.

The Company may pay dividends out of share premium, retained earnings and any other reserves provided that immediately following the payment of such dividends, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

As at 31 December 2023, the Company had distributable reserves amounting to approximately HK\$620.9 million (2022: HK\$622.4 million).

BORROWINGS AND GUARANTEE

Details of borrowings from bank and other financial institutions of the Group as at 31 December 2023 are set out in note 32 to the consolidated financial statements of this annual report.

During FY2023, the Group had not made any loan or provided any guarantee for loan, directly or indirectly, to the Directors, senior management of the Company, the Controlling Shareholders or their respective associates (as defined in the Listing Rules).

優先購買權

根據細則或開曼群島法律，概無有關本公司有義務按比例向現有股東發售新股份的優先購買權的規定。

主要附屬公司

本公司主要附屬公司詳情載於本年報綜合財務報表附註39。

物業、廠房及設備

於2023年財年內，本集團物業、廠房及設備的變動詳情載於本年報綜合財務報表附註15。

股本

於2023年財年內，本公司的股本變動詳情載於本年報綜合財務報表附註27。

儲備及可分派儲備

於2023年財年內，本集團及本公司的準備變動詳情載於本年報綜合權益變動表及綜合財務報表附註38。

本公司可從股份溢價賬、保留盈利及任何其他儲備撥資派付股息，惟緊隨有關股息派付後本公司須能於一般業務中償還到期債務。

於2023年12月31日，本公司可分派儲備約為620.9百萬港元(2022年：622.4百萬港元)。

借款及擔保

本集團於2023年12月31日，向銀行及其他金融機構借款詳情載於本年報綜合財務報表附註32。

於2023年財年內，本集團未無直接或間接向本公司董事、高級管理層人員、控股股東或彼等各自之任何關聯人士(定義見上市規則)作出任何借款或任何貸款擔保。

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

The Shares were listed on the Main Board of the Stock Exchange on 15 July 2022. Neither the Company nor its subsidiaries have purchased, redeemed or sold any of the Company's listed securities during the period from the Listing Date and up to the date of this annual report.

SHARE OPTION SCHEME

On 20 June 2022, the Company has conditionally adopted the Share Option Scheme, which falls within the ambit of, and is subject to, the regulations under Chapter 17 of the Listing Rules. The purpose of the Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and the Shares for the benefit of the Company and the Shareholders as a whole. The Share Option Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants.

The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) shall not exceed the Scheme Mandate Limit. Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.

The Company may refresh the Scheme Mandate Limit at any time subject to prior Shareholders' approval. However, the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and other share option schemes of the Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled, lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the limit as refreshed.

購買、贖回或出售本公司的上市證券

股份於2022年7月15日在聯交所主板上市。自上市日期起及直至本年報日期止期間，本公司或其附屬公司概無購買、贖回或出售任何本公司的任何上市證券。

購股權計劃

於2022年6月20日，本公司已有條件採納購股權計劃，該計劃屬上市規則第17章規例的涵蓋範圍，並受其規限。購股權計劃旨在為指定參與者提供收購本公司所有權權益的機會，並鼓勵指定參與者致力提升本公司及股份的價值，令本公司及股東整體獲益。購股權計劃將為本公司提供靈活的方式，以挽留、激勵、獎勵、酬勞、補償指定參與者及／或向其提供福利。

因行使根據購股權計劃及本公司其他購股權計劃（而上市規則第17章的條文就此適用）將予授出的所有購股權而可能發行的股份總數，不得超過計劃授權上限。於計算計劃授權上限時，根據購股權計劃的條款失效的購股權不會計算在內。

本公司可在股東事先批准的情況下，隨時更新計劃授權上限，惟計劃授權上限更新後，不得超過取得上述股東批准當日已發行股份的10%。於計算經更新的上限時，先前根據購股權計劃及本公司其他購股權計劃（而上市規則第17章的條文就此適用）授出的購股權（包括尚未行使、已註銷、根據其條款失效或已行使者）不會計算在內。

DIRECTORS' REPORT 董事會報告

The total number of Shares issued and to be issued upon exercise of the options granted to each participant (including both exercised, cancelled and outstanding options) in any 12-month period shall not exceed the Individual Limit. Any further grant of options to a participant which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of grant of such further options exceeding the Individual Limit shall be subject to Shareholders' approval in advance with such participant and his close associates (or his associates if such participant is a connected person) abstaining from voting.

The Share Option Scheme shall be valid and effective for the period of 10 years commencing on the Listing Date, but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior thereto or otherwise as may be required in accordance with the provisions of the rules of the Share Option Scheme.

The amount payable for each share to be subscribed for under an option in the event of the option being exercised shall be determined by the Board but shall be not less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the date of grant (provided that in the event that any option is proposed to be granted within a period of less than five Business Days after the trading of the Shares first commences on the Stock Exchange, the Offer Price of the Shares for the Global Offering shall be deemed to be the closing price for any Business Day falling within the period before listing of the Shares on the Stock Exchange); and (iii) the nominal value of a Share on the date of grant.

各參與者於任何12個月期間內獲授的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使時已發行及將予發行的股份總數不得超過個別上限。倘於截至進一步授出任何購股權當日(包括該日)止12個月期間向參與者進一步授出該等購股權將導致參與者因行使向該參與者授出及將予授出的所有購股權(包括已行使、已註銷及尚未行使的購股權)而已發行及將予發行的股份超出個別上限,則須獲股東事先批准,而該參與者及其緊密聯繫人(或倘該參與者為關連人士則其聯繫人)須放棄投票。

購股權計劃自上市日期起十年內有效及具有效力,但購股權計劃的條文在所有其他方面仍全面有效,以使購股權計劃屆滿前所授出的任何購股權獲有效行使或在購股權計劃規則所規定的其他情況下獲有效行使。

倘購股權獲行使,根據購股權而認購的每股股份的應付金額將由董事會釐定,惟不得低於以下最高者:(i)聯交所日報表所載股份於授出日期的收市價;(ii)聯交所日報表所載股份於緊接授出日期前五個營業日的平均收市價(惟倘於股份首次在聯交所開始買賣後少於五個營業日的期間內建議授出任何購股權,則全球發售中股份的發售價將被視為股份在聯交所上市前期間內任何營業日的收市價);及(iii)股份於授出日期的面值。

Exercise of option

Subject to the terms and conditions upon which such option was granted, an option may be exercised by the grantee at any time during the option period, provided that:

- (i) in the event that the grantee (being an employee or a director of any member of the Group) ceases to be a participant under the Conditions, the option shall lapse on the date of cessation of such employment or engagement and not be exercisable unless the Board otherwise determines in which event the option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment of a grantee (being an employee and who may or may not be a director of any member of the Group) shall be the last actual working day on which the grantee was physically at work with the Company or the relevant subsidiary, whether salary is paid in lieu of notice or not;
- (ii) in the event that the grantee dies before exercising the option in full and none of the events for termination of employment or engagement under the Conditions with respect to such grantee, the personal representative(s) of the grantee shall be entitled within a period of 12 months (or such longer period as the Board may determine) from the date of death to exercise the option up to the entitlement of such grantee as at the date of death;
- (iii) if a general offer for shares by way of voluntary offer, takeover or otherwise (other than by way of scheme of arrangement pursuant to item (iv) below) is made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant option, the Company shall forthwith give notice thereof to the grantee and the grantee shall be entitled to exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company at any time within such period as shall be notified by the Company;

行使購股權

根據授出有關購股權所依據的條款及條件，承授人可在購股權期間內隨時行使購股權，惟：

- (i) 倘承授人(彼為本集團任何成員公司的僱員或董事)不再為條件下的參與者，則購股權將於終止該僱傭或委聘當日失效及不可予以行使，除非董事會以其他方式釐定者則作別論，在這情況下，購股權可於董事會可能釐定的範圍及期限內行使。於承授人(彼為僱員且不一定為本集團任何成員公司的董事)終止受僱當日將為該名承授人於本公司或相關附屬公司任職的最後一個實際工作日，不論有否以代通知金支付薪金；
- (ii) 倘該名承授人於悉數行使購股權前身故，且概無發生根據條件終止僱傭或委聘的事件，則該名承授人的個人代表可有權自承授人身故當日起計於12個月內(或董事會可能釐定的有關較長期間)行使該名承授人於身故當日的權利；
- (iii) 倘透過自願要約、收購或其他方式(根據下文(iv)項的安排計劃除外)向所有股份持有人(或要約人以外的所有有關持有人、受要約人控制的任何人士及與要約人聯合或一致行動的任何人士)作出股份的全面要約，且有關要約於相關購股權的屆滿日期前成為或被宣佈為無條件，本公司須隨即向承授人發出有關通知，而承授人則有權於本公司所通知的期限內隨時悉數行使購股權或(如本公司發出相關通知)本公司所通知的購股權數目；



DIRECTORS' REPORT

董事會報告

- (iv) if a general offer for Share by way of scheme of arrangement is made to all the holders of Shares and has been approved by the necessary number of holders of Shares at the requisite meetings, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company;
- (v) in the event a notice is given by the Company to the Shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to the grantee and the grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option; and
- (vi) in the event of a compromise or arrangement, other than a scheme of arrangement contemplated in item (iv) above, between the Company and the members and/or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it first gives notice of the meeting to the members and/or creditors to consider such a compromise or arrangement and the grantee may at any time thereafter but before such time as shall be notified by the Company exercise the option to its full extent or, if the Company shall give the relevant notification, to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the grantee such number of fully paid Shares which fall to be issued on exercise of such option.
- (iv) 倘透過安排計劃的方式向所有股份持有人作出全面要約，並經所需人數的股份持有人於必需會議上批准，本公司須隨即向承授人發出有關通知，且承授人可能隨後於任何時間（惟於本公司知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限；
- (v) 倘本公司向股東發出召開股東大會的通知，以考慮及酌情批准本公司自願清盤的決議案，本公司須隨即向承授人發出有關通知，且承授人隨後可於任何時間內（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出有關通知，則按照本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議股東大會日期前三天內配發、發行於行使該購股權後將予發行的全數繳足股份數目，並以承授人的名義登記；及
- (vi) 倘本公司及股東及／或債務人就本公司的重整或合併計劃提出和解或安排（上文第(iv)項擬進行的安排計劃除外），本公司須於其首先向其股東及／或債務人發出通知以考慮有關和解或安排同日向所有承授人發出通知，而承授人可於隨後任何時間（惟於本公司所知會的有關時間前）悉數行使購股權，或倘本公司發出相關通知，則按本公司所知會的數額為限，而本公司須盡快及於任何情況下不遲於建議會議前三天配發、發行於行使有關購股權後將予發行的繳足股份數目，並以承授人的名義登記。

DIRECTORS' REPORT 董事會報告

A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of an option.

The total number of options available for grant, hence shares available for issue, under the Share Option Scheme is 50,000,000 which is 10% of the issued share capital of the Company as at 31 December 2023 and the date of this annual report.

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

As at the date of this annual report, the remaining life of the Share Option Scheme is approximately 8.2 years.

No options were granted, exercised, cancelled or lapsed by the Company under the Share Option Scheme as at 31 December 2023 and there were no outstanding share options under the Share Option Scheme during the period from the Listing Date and up to the date of this annual report. A summary of the terms of the Share Option Scheme has been set out in the section headed "D. Share Option Scheme" in Appendix IV to the Prospectus.

EQUITY-LINKED AGREEMENTS

Save for the Share Option Scheme, no equity-linked agreements were entered into by the Company during FY2023 or subsisted at the end of FY2023.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the Share Option Scheme as disclosed under the section headed "Share Option Scheme" in this annual report, at no time during FY2023 was the Company, its holding company, or any of its subsidiaries, a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debt securities including debentures of, the Company or any other body corporate.

DIRECTOR'S INTEREST IN TRANSACTIONS, ARRANGEMENT OR CONTRACT OF SIGNIFICANCE

No transaction, arrangement or contract of significance to the business of the Group which the Company or any of its subsidiaries was a party, and in which a Director or any entity connected with such a Director had a material interest, whether directly or indirectly, subsisted at the end of the Reporting Year or at any time during FY2023.

接受購股權授予時應支付名義代價1.00港元。

根據購股權計劃可供授出的購股權總數(即可供發行的股份)為50,000,000股,佔本公司於2023年12月31日及本年報日期已發行股本的10%。

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

於本年報日期,購股權計劃剩餘期限約為8.2年。

於2023年12月31日,本公司概無根據購股權計劃授出、行使、註銷或失效購股權,且自上市日期起及直至本年報日期,概無購股權計劃下的未行使購股權。購股權計劃的條款概要已載於招股章程附錄四「D.購股權計劃」一節。

股權掛鈎協議

除購股權計劃外,本公司於2023年財年並無訂立或於該年年末存續任何股權掛鈎協議。

購入股份或債權證之安排

除本年報「購股權計劃」一節所披露購股權計劃外,2023年財年,本公司、其控股公司或其任何附屬公司概無參與任何安排,使本公司董事購入本公司或任何其他法人團體之股份或債務證券(包括債權證)而獲取利益。

董事於重大交易、安排或合約的權益

概無對本集團業務屬重大且本公司或其任何附屬公司為訂約方,而董事或與該董事有關聯的任何實體直接或間接擁有重大權益的於報告年度末或2023年財年任何時間仍然存續的交易、安排及合約。

DIRECTORS' REPORT 董事會報告

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief or exemption available to the Shareholders by reason of their holding of the Company's securities.

COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

The emoluments (including the discretionary bonuses) of the Directors and senior management of the Company are decided by the Board with reference to the recommendation given by the Remuneration Committee, having regard to the Group's operating results, individual performance and comparable market statistics.

Details of the Directors' emoluments and emoluments of the five highest paid individual in the Group are set out in notes 11 and 12 to the consolidated financial statements of this annual report.

For FY2023, no emoluments were paid by the Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the Directors has waived or agreed to waive any emoluments for FY2023.

The Company has also adopted the Share Option Scheme as incentive for Directors and eligible employees. Details of the said scheme are set out under the section headed "Share Option Scheme" in this annual report and "D. Share Option Scheme" in Appendix IV to the Prospectus. Except as disclosed above, no other payments have been made or are payable, for FY2023, by the Group to or on behalf of any of the Directors.

REMUNERATION POLICY

The Company has established the Remuneration Committee in compliance with the Listing Rules. The primary duties of the Remuneration Committee include making recommendations to the Board on the Company's policy and structure for all Directors and senior management's remuneration, on the establishment of a formal and transparent procedure for developing remuneration policy, and on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments including any compensation payable for loss or termination of office or appointment.

稅務寬免及豁免

董事並不知悉股東因其持有本公司證券而享有的任何稅務寬免或豁免。

董事及高級管理層薪酬

本公司的董事及高級管理層的薪酬(包括可自由支配的獎金)由董事會經參考薪酬委員會的提議並考慮本集團的經營業績、個人表現及可比較的市場統計數據而釐定。

有關本集團董事及五名最高薪酬人士之詳情載於本年報綜合財務報表附註11及12。

於2023年財年，本集團概無向任何董事或任何五名最高薪酬人士支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵或者離任的補償。於2023年財年，概無董事放棄或同意放棄任何薪酬。

本公司亦採納購股權計劃以激勵董事及合格員工，該計劃詳情載於本年報「購股權計劃」一節及招股章程附錄四「D.購股權計劃」。除上文所披露者外，本集團於2023年財年概無向任何董事或代表任何董事支付或應付任何其他款項。

薪酬政策

本公司根據上市規則成立薪酬委員會。薪酬委員會的主要職責包括就本公司全體董事及高級管理人員的薪酬政策及架構、制訂薪酬政策設立正規而具透明度的程序及個別執行董事及高級管理人員的薪酬待遇，包括非金錢利益、退休金權利及賠償金額(包括就喪失或終止職務或委任而須支付的任何賠償)向董事會提出建議。

DIRECTORS' REPORT 董事會報告

Under the remuneration policy of the Company, the Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group. Further details are disclosed in the paragraph headed "EMPLOYEES AND REMUNERATION POLICY" under section headed "MANAGEMENT DISCUSSION AND ANALYSIS".

PERMITTED INDEMNITY PROVISION

The Articles provides that the Directors shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty by any of the Directors.

A directors' liability insurance is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During FY2023, none of the Directors or their respective close associates (as defined in the Listing Rules) had any interest in a business that competed or was likely to compete, either directly or indirectly, with the business of the Group, other than being a director of the Company and/or its subsidiaries.

MANAGEMENT CONTRACTS

Other than the Directors' service contracts and appointment letters as disclosed in the section headed "DIRECTORS' SERVICE CONTRACTS" in this annual report, no contract concerning the management and administration of the whole or any substantial part of the business of the Group was entered into or in existence as at the end of the year or at any time during FY2023.

MATERIAL LEGAL PROCEEDINGS

The Group was not involved in any material legal proceeding during FY2023.

根據本公司的薪酬政策，薪酬委員會會考慮諸如可比較的公司支付的薪金、對本集團付出時間、責任及僱傭條件等因素。有關詳情披露於「管理層討論及分析」一節「僱員及薪酬政策」一段。

獲准許彌償條文

細則規定，董事可從本公司之資產及溢利中獲得彌償及保障，免責就履行職務作出、同意或遺漏作出任何行動而將會或可能產生或蒙受，或因此而將會或可能產生或蒙受之一切法律行動、費用、支出、損失、損害賠償及開支，惟有關彌償保證不得伸延至可能與任何董事有關之任何欺詐或不誠實事宜。

本公司設有董事責任保險，以為董事就來自向董事提出申索的潛在成本及責任提供保障。

董事於競爭業務的權益

於2023年財年，概無董事或彼等各自的緊密聯繫人(定義見上市規則)在與本集團的業務競爭或可能競爭的業務中擁有任何直接或間接權益(擔任本公司及/或其附屬公司董事除外)。

管理合約

除本年報「董事服務合約」一節所披露的董事服務合約及委任函外，於2023年財年年末或該年度任何時間，概無訂立或存在與本集團整體或任何重大部分業務的管理及行政事務有關的合約。

重大法律訴訟

於2023年財年，本集團概無涉及任何重大法律訴訟。

DIRECTORS' REPORT 董事會報告

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

As at the date of this annual report, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO) which were required to be entered in the register kept by the Company pursuant to section 352 of the SFO, or which were otherwise required, to be notified to the Company and the Stock Exchange pursuant to the Model Code, are set out below:

董事及主要行政人員於本公司或其相聯法團的股份、相關股份及債權證中的權益及淡倉

於本年報日期，董事及本公司主要行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的權益及淡倉載列如下：

Director/chief executive 董事／主要行政人員	Nature of interest 權益性質	Number of Ordinary Shares held 所持普通股份數目 (Note 1) (附註1)	Approximate percentage of shareholding 概約持股百分比
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Mr. Chao (Note 2)
周先生(附註2)

Interest in controlled corporation
受控制法團權益

315,116,750 (L)

63.02%

Notes:

- The letter "L" denotes the person's long position in the Shares.
- These 315,116,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah.

附註：

- 字母「L」指該人士於股份中的好倉。
- 該等315,116,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。

Save as disclosed above, as at the date of this annual report, none of the Directors and chief executives of the Company had, or were deemed to have any interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於本年報日期，董事及本公司主要行政人員並無於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有或被視作擁有根據證券及期貨條例第352條須記入本公司備存的登記冊或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at the date of this annual report, so far as is known to the Company, as recorded in the register required to be kept by the Company under section 336 of the SFO, the following persons, other than the Directors or chief executive of the Company, had an interest of 5% or more in the Shares or underlying Shares:

主要股東及其他人士於本公司股份及相關股份中的權益及淡倉

於本年報日期，就本公司所知，按本公司根據證券及期貨條例第336條須備存的登記冊所記錄，以下人士(除董事或本公司最高行政人員外)於股份或相關股份中擁有5%或以上的權益：

Name of Shareholders 股東姓名／名稱	Nature of interest 權益性質	Number of Ordinary Shares held 所持普通股份數目 (Note 1) (附註1)	Approximate percentage of Shareholding 概約持股百分比 (Note 1) (附註1)
Tai Wah Tai Wah	Beneficial owner 實益擁有人	315,116,750 (L)	63.02%
Ms. Wong Pui Fan (Note 2) 黃佩芬女士(附註2)	Interest of a spouse 配偶權益	315,116,750 (L)	63.02%
DHQ (Macau) (Note 3) 大橫琴(澳門)(附註3)	Beneficial owner 實益擁有人	44,865,000 (L)	8.97%
Zhuhai DHQ Group (Note 3) 珠海大橫琴集團(附註3)	Interest in controlled corporation 受控制法團權益	44,865,000 (L)	8.97%
Ung Choi Kun 吳在權	Beneficial owner 實益擁有人	27,776,000 (L)	5.56%

Notes:

- As at the date of this annual report, the Company issued 500,000,000 Shares. The letter (L) denotes the person's and/or entity's long position in the relevant Shares.
- These 315,116,750 Shares are held by Tai Wah. Tai Wah is wholly-owned by Mr. Chao. By virtue of the SFO, Mr. Chao is deemed to be interested in the Shares held by Tai Wah. Ms. Wong Pui Fan is the spouse of Mr. Chao and is therefore deemed to be interested in the 315,116,750 Shares held by Tai Wah in which Mr. Chao is deemed to be interested by virtue of Part XV of the SFO.
- These 44,865,000 Shares are held by DHQ (Macau), which is a wholly-owned subsidiary of Zhuhai DHQ Group. By virtue of the SFO, Zhuhai DHQ Group is therefore deemed to be interested in the 44,865,000 Shares held by DHQ (Macau).

附註：

- 於本年報日期，本公司已發行500,000,000股股份。字母(L)指該人士及／或實體於有關股份中的好倉。
- 該等315,116,750股股份由Tai Wah持有。Tai Wah由周先生全資擁有。根據證券及期貨條例，周先生被視為於Tai Wah持有的股份中擁有權益。黃佩芬女士為周先生的配偶，因此，根據證券及期貨條例第XV部，被視為於Tai Wah持有的315,116,750股股份中擁有權益，而周先生被視為於其中擁有權益。
- 該等44,865,000股股份由大橫琴(澳門)持有，而大橫琴(澳門)為珠海大橫琴集團的全資附屬公司。根據證券及期貨條例，珠海大橫琴集團被視為於大橫琴(澳門)持有的44,865,000股份中擁有權益。

DIRECTORS' REPORT 董事會報告

Save as disclosed above, as at the date of this annual report, the Company was not aware of any persons (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares that were recorded in the register required to be kept under section 336 of the SFO.

MAJOR SUPPLIERS AND CUSTOMERS

In the year under review, the Group's largest customer accounted for 12.0% of the Group's total revenue. The Group's five largest customers accounted for 40.9% of the Group's total revenue.

In the year under review, the Group's largest supplier accounted for 13.1% of the Group's total purchase. The Group's five largest suppliers accounted for 47.4% of the Group's total purchase.

None of the Directors or any of their close associates (as defined under the Listing Rules) or any Shareholders (which, to the best knowledge of the Directors, owns more than 5% of the Company's issued share capital) has any beneficial interest in the Group's five largest suppliers or the Group's five largest customers.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

During the Year, details of significant transactions with its related parties or transactions undertaken in the normal course of business are set out in the note 37 to the consolidated financial statements. None of those transactions constitutes a disclosable connected transaction or continuing connected transaction pursuant to Chapter 14A of the Listing Rules.

During FY2023, the Group has not entered into any connected transactions.

RETIREMENT BENEFITS SCHEME

During FY2023, the employees of the Group's subsidiaries in Hong Kong are required to participate in the Mandatory Provident Fund in Hong Kong. The employees of the Group's subsidiaries in Macau and the PRC are members of the government-managed retirement benefits scheme operated by the local government. The employees of both Hong Kong, Macau and the PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits.

The only obligation of the Group with respect to this retirement benefits scheme is to make the required contributions under the scheme.

除上文所披露者外，於本年報日期，本公司並不知悉任何人士（除董事或本公司最高行政人員外）於股份或相關股份中擁有已記錄於根據證券及期貨條例第336條須備存的登記冊內的權益或淡倉。

主要供應商及客戶

於回顧年內，本集團之最大客戶佔本集團總收益的12.0%。本集團之五大客戶佔本集團總收益的40.9%。

於回顧年內，本集團之最大供應商佔本集團採購總額的13.1%。本集團之五大供應商佔本集團採購總額的47.4%。

概無董事或彼等各自之緊密聯繫人（定義見上市規則）或就董事所深知擁有本公司已發行股本5%以上的任何股東於本集團五大供應商或本集團五大客戶擁有任何實益權益。

關聯方交易及關連交易

於本年度內，與其關聯方的重大交易或於日常業務過程中進行的交易詳情載於綜合財務報表附註37。根據上市規則第14A章，該等交易均不構成須予披露關連交易。

於2023年財年，本集團並無訂立任何關連交易。

退休福利計劃

於2023年財年，本集團香港附屬公司的僱員須參加香港的強制性公積金。本集團澳門及中國附屬公司的僱員為當地政府運作的政府管理退休福利計劃成員。香港、澳門及中國附屬公司的僱員須按其薪酬的若干百分比向退休福利計劃供款，以撥付有關福利所需的款項。

就該退休福利計劃而言，本集團的唯一責任乃根據該計劃作出規定的供款。

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and to the best knowledge of the Board, as at the date of this annual report, the Company has maintained the public float of not less than 25% of the issued Shares as required under the Rules Governing the Listing Rules.

EVENTS AFTER THE REPORTING PERIOD

There were no other significant events after the end of the reporting period and up to the date of this annual report that either request adjustment to the financial statement or are material to the understanding of the Group's current position.

DONATIONS

During FY2023, the Group made charitable and other donations amounting to approximately HK\$0.2 million (FY2022: HK\$0.2 million).

AUDIT COMMITTEE

The Audit Committee had reviewed together with the management and independent auditor the accounting principles and policies adopted by the Company and the audited consolidated financial statements for FY2023.

AUDITOR

Deloitte has been appointed as the auditor of the Company on 10 November 2023 to fill the casual vacancy following the resignation of PwC. Deloitte shall hold office until the conclusion of the following annual general meeting. The consolidated financial statements for FY2023 were audited by Deloitte, who will retire at the end of the forthcoming annual general meeting, and being eligible, offer itself for re-appointment. A resolution for the re-appointment of Deloitte as the independent auditor of the Company will be proposed at the forthcoming annual general meeting.

For the three years prior to FY2023 and up to the date of this report, save as the resignation of PwC and the appointment of Deloitte as the auditor of the Company on 10 November 2023, there has not been any change in the Company's auditors.

足夠公眾持股量

根據本公司於本年報日期可以得悉、而就董事會亦所深知的公開資料，本公司一直維持上市規則規定的不低於已發行股份25%的公眾持股量。

報告期後事項

於報告期結束後及直至本年報日期並無發生須對財務報表作出調整，或對了解本集團目前狀況屬重大的其他重大事件。

捐款

於2023年財年，本集團作出的慈善及其他捐贈總額約為0.2百萬港元(2022年財年：0.2百萬港元)。

審計委員會

審計委員會連同管理層及獨立核數師已共同審閱本公司採用的會計原則及政策以及於2023年財年的經審計綜合財務報表。

核數師

德勤已於2023年11月10日獲委任為本公司核數師，以填補羅兵咸永道會計師事務所辭任後的臨時空缺。德勤將任職至應屆股東週年大會結束為止。2023年財年的綜合財務報表乃由德勤進行審計，彼將於應屆股東週年大會結束時退任，並合資格獲重新委任。重新委任德勤為本公司獨立核數師的決議案將於應屆股東週年大會上獲提呈。

於2023年財年前三年及直至本報告日期，除羅兵咸永道會計師事務所於2023年11月10日辭任及委任德勤為本公司核數師外，本公司核數師並無任何變動。



DIRECTORS' REPORT 董事會報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environmental and giving back to community and achieving sustainable growth. The environmental policies and performances and the Company's relationships with employees, customers, suppliers and other that have a significant impact on the Company and on which the Company's success depends are discussed in the section headed "ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT" of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

For FY2023, the Company was in compliance with the relevant laws and regulations that have a significant impact on the Company in all material aspects.

環境政策及表現

本集團致力於履行社會責任，促進員工福利和發展，保護環境及回饋社會，實現可持續增長。本年報「環境、社會及管治報告」一節討論了本公司的環境政策和表現，以及本公司與員工、客戶、供應商及其他對本公司有重大影響且關係到本公司成敗的各方的關係。

法律及法規合規情況

於2023年財年，本公司於所有重大方面已遵守對本公司有重大影響的相關法律及法規。

On behalf of the Board
Chao Ka Chon
Chairman and Executive Director

Hong Kong, 26 March 2024

承董事會命
主席兼執行董事
周家俊

香港，2024年3月26日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Deloitte.

德勤

To the Shareholders of BoardWare Intelligence Technology Limited
(incorporated in the Cayman Islands with limited liability)

致博維智慧科技有限公司列位股東
(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of BoardWare Intelligence Technology Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 128 to 223, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory 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 International Financial Reporting Standards (“**IFRSs**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**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

吾等已審計第128至223頁所載之博維智慧科技有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，其中包括於2023年12月31日之綜合財務狀況表，及截至該日止年度之綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重要會計政策資料及其他解釋資料)。

吾等認為，綜合財務報表已根據國際財務報告準則(「**國際財務報告準則**」)真實而公平地反映 貴集團於2023年12月31日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定而妥善編製。

意見之基礎

吾等根據香港會計師公會(「**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。吾等於該等準則項下之責任於本報告「核數師就審計綜合財務報表須承擔的責任」一節有進一步詳述。吾等根據香港會計師公會之「專業會計師道德守則」(「**守則**」)獨立於 貴集團，並已根據該守則履行吾等之其他道德責任。吾等相信，吾等所獲得之審計憑證足夠為吾等之意見提供適當之基礎。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was 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 the matter.

關鍵審計事項

關鍵審計事項是根據吾等的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。關鍵審計事項於吾等審計整體綜合財務報表及出具意見時處理。吾等不會對關鍵審計事項提供單獨意見。

Key audit matter	How our audit addressed the key audit matter
<p>Revenue recognition for provision of professional IT services</p> <p>We identified the revenue recognition for provision of professional IT services, recognised over time under input method by reference to the proportion of contract costs incurred to date to the estimated total costs for each contract, as a key audit matter, due to management estimation required in the determination of the estimated total costs and costs to complete the remaining performance obligations of the contracts, which impact the progress towards completion for revenue recognition.</p> <p>The Group has recognised revenue for provision of professional IT services of HK\$379,227,000 for the year ended 31 December 2023, out of which HK\$371,039,000 is recognised over time under input method by reference to the proportion of the contract costs incurred to date to the estimated total costs for each contract, as disclosed in note 5 to the consolidated financial statements.</p> <p>As set out in note 5 to the consolidated financial statements, the Group recognises revenue for provision of professional IT services according to the management's estimation of the estimated total costs and costs to complete the remaining performance obligations of the contracts. The progress towards completion of revenue recognition is measured based on the Group's efforts or inputs to the satisfaction of the performance obligations relative to the estimate total costs to the satisfaction of those performance obligation.</p>	<p>Our procedures in relation to revenue recognition for provision of professional IT services included:</p> <ul style="list-style-type: none">• Obtaining an understanding of the relevant key controls over revenue recognition for provision of professional IT services;• Reviewing contract terms, on a sampling basis, and evaluating whether the basis of the revenue recognition is in accordance with the Group's accounting policies;• Agreeing projects' contract sum to signed contracts with customers, on a sampling basis;• Obtaining an understanding of the process of developing the management's estimates on the estimated total costs, and evaluating, on a sampling basis, against relevant supporting documents or evidence;• Interviewing the project managers, and reviewing correspondence and/or acceptance by customers to understand the completion status as well as progress towards complete satisfaction of selected contracts;• Comparing the actual cost incurred during the year, on a sampling basis, to the relevant supporting documents from subcontractors and suppliers, as well as the payroll records, to ensure the validity and accuracy of the contract costs incurred; and• Testing the mathematical accuracy of revenue recognised during the year, on a sampling basis, based on total contract revenue, estimated total costs, and actual contract costs of selected projects incurred during the year.

關鍵審計事項(續)

關鍵審計事項	吾等的審計如何處理關鍵審計事項
<p>提供專業IT服務的收益確認</p> <p>由於釐定估計總成本及完成合約剩餘履約責任的成本需要管理層作出估計(影響收益確認的完成進度),因此吾等將提供專業IT服務的收益確認(根據輸入法參考迄今為止產生的合約成本佔每份合約估計總成本的比例於一段時間內確認)定為關鍵審計事項。</p> <p>截至2023年12月31日止年度,貴集團已確認提供專業IT服務的收益為379,227,000港元,其中371,039,000港元按綜合財務報表附註5所披露根據輸入法參考迄今為止產生的合約成本佔每份合約估計總成本的比例於一段時間內確認。</p> <p>如綜合財務報表附註5所述,貴集團根據管理層對估計總成本及完成合約剩餘履約責任的成本的估計,確認提供專業IT服務的收益。完成收益確認的進展根據貴集團為履行履約責任而付出的努力或投入相對於履行該等履約責任的估計總成本衡量。</p>	<p>吾等有關提供專業IT服務的收益確認的程序包括:</p> <ul style="list-style-type: none">• 了解提供專業IT服務的收益確認的相關關鍵控制措施;• 抽樣審查合約條款,並評估收益確認基礎是否符合貴集團會計政策;• 抽樣核對項目合約金額與與客戶所簽訂合約的金額;• 了解管理層估算估計總成本的過程,並抽樣評估相關證明文件或證據;• 與項目經理面談,審查客戶的往來函件及/或驗收情況,了解選定合約的完成狀態及完全履約進展;• 抽樣比較年內發生的實際成本與分包商和供應商的相关證明文件及工資紀錄,確保產生的合約成本有效準確;及• 基於選定項目年內產生的總合約收益、估計總成本及實際合約成本,抽樣測試年內已確認收益的計算準確性。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

OTHER INFORMATION

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

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

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

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

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

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

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

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的資料，但不包括綜合財務報表及吾等就此擬備的核數師報告。

吾等對綜合財務報表的意見並不涵蓋其他資料，吾等亦不對該等其他資料發表任何形式的鑒證結論。

結合吾等對綜合財務報表的審計，吾等的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或吾等在審計過程中所了解的情況存在重大抵觸或者似乎有重大錯誤陳述的情況。基於吾等已執行的工作，如果吾等認為其他資料有重大錯誤陳述，吾等需要報告該事實。在此方面，吾等並無任何報告。

董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定編製真實公平的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

治理層負責監督 貴集團財務報告過程。



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 solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表須承擔 的責任

吾等的目標，是根據吾等之協定委聘條款對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括吾等意見的核數師報告，並僅向閣下(作為整體)刊發載有吾等意見之核數師報告，而不作其他用途。吾等不會就本報告的內容，對任何其他人士負責或承擔責任。合理保證是高水平的保證，但不能保證按《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響此等綜合財務報表使用者所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及取得充足和適當的審計憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露資料的合理性。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

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

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

核數師就審計綜合財務報表須承擔 的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能對貴集團持續經營能力產生重大疑慮。如果吾等認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露。假若有關的披露資料不足，則修訂吾等的意見。吾等的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務資料獲取充分適當的審計證據，以對綜合財務報表發表意見。吾等負責貴集團審計方向、監督和執行。吾等對審計意見承擔全部責任。

吾等與治理層溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現，包括吾等在審計中識別出的任何重大內部控制缺陷。

吾等亦向治理層作出聲明，指出吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事宜，以及為消除威脅採取的行動或應用的防範措施(如適用)。



INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

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

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

The engagement partner on the audit resulting in the independent auditor's report is Chan, Alan.

OTHER MATTER

The consolidated financial statements of the Company for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 30 March 2023.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

26 March 2024

核數師就審計綜合財務報表須承擔 的責任(續)

從與治理層溝通的事項中，吾等釐定對本期間綜合財務報表的審計最為重要，因而構成關鍵審計事項的事項。吾等在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在吾等報告中溝通某事項造成的負面後果超出產生的公眾利益，則吾等決定不應在報告中傳達該事項。

出具本獨立核數師報告的審計項目合夥人為陳嘉傑。

其他事項

貴公司截至2022年12月31日止年度的綜合財務報表已經由另一名核數師審計並於2023年3月30日發表無保留意見。

德勤 • 關黃陳方會計師行
執業會計師
香港

2024年3月26日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收入表

For the year ended 31 December 2023

截至2023年12月31日止年度

			2023	2022
		Notes	2023年	2022年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Revenue	收益	5	717,595	580,833
Cost of sales and services	銷售及服務成本		(601,948)	(480,481)
Gross profit	毛利		115,647	100,352
Other income	其他收入	7	8,169	5,692
Distribution and selling expenses	分銷及銷售開支		(32,323)	(24,567)
Administrative expenses	行政開支		(71,842)	(58,614)
Research and development expenses	研發開支		(10,037)	(6,688)
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下的 (減值虧損)撥回減值虧損 淨額	8	(453)	991
Other expenses	其他開支		–	(8,616)
Exchange (loss) gain, net	匯兌(虧損)收益淨額		(885)	379
Finance costs	融資成本	9	(830)	(2,253)
Profit before tax	除稅前溢利		7,446	6,676
Income tax expense	所得稅開支	13	(2,944)	(3,428)
Profit for the year	年內溢利	10	4,502	3,248
Other comprehensive income (expense)	其他全面收入(開支)			
<i>Item that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益的項目：</i>			
Gain on revaluation of property	物業重估收益		710	–
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後或會重新分類至損益的項目：</i>			
Exchange differences arising on translation of foreign operation	換算海外業務所產生的 匯兌差額		(207)	(2,442)
Other comprehensive income (expense) for the year	年內其他全面收入(開支)		503	(2,442)
Total comprehensive income for the year	年內全面收入總額		5,005	806

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

For the year ended 31 December 2023

截至2023年12月31日止年度

		Note	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
		附註		
Profit (loss) for the year attributable to:	以下各項應佔年內溢利(虧損):			
Owners of the Company	本公司擁有人		4,502	3,252
Non-controlling interests	非控股權益		–	(4)
			4,502	3,248
Total comprehensive income (expense) attributable to:	以下各項應佔全面收入(開支)總額:			
Owners of the Company	本公司擁有人		5,005	810
Non-controlling interests	非控股權益		–	(4)
			5,005	806
			HK cents 港仙	HK cents 港仙
Earnings per share	每股盈利	14		
– Basic	– 基本		0.90	0.78
– Diluted	– 攤薄		N/A 不適用	0.78

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023

於2023年12月31日

			2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
		Notes 附註		
ASSETS	資產			
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	9,332	14,861
Investment property	投資物業	16	4,939	–
Right-of-use assets	使用權資產	17	10,088	11,398
Intangible assets	無形資產	18	776	1,582
Deferred tax assets	遞延稅項資產	19	1,567	1,379
Finance lease receivables	融資租賃應收款項	20	9,941	8,736
Contract assets	合約資產	21	7,352	8,669
Financial assets at fair value through profit or loss (“FVTPL”)	按公平值計入損益 (「按公平值計入損益」) 的金融資產		109	–
Deposits and prepayments	按金及預付款項	23	29,617	18,585
Contract costs	合約成本	24	–	36
			73,721	65,246
Current Assets	流動資產			
Inventories	存貨	22	21,928	56,569
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	23	65,936	57,013
Contract costs	合約成本	24	3,901	2,826
Finance lease receivables	融資租賃應收款項	20	6,484	5,301
Contract assets	合約資產	21	148,594	79,818
Trade receivables	貿易應收款項	23	179,906	147,447
Tax recoverable	可收回稅項		883	–
Amount due from non-controlling interest	應收非控股權益款項	25	–	4
Pledged bank deposits	已抵押銀行存款	26	53,317	53,317
Cash and cash equivalents	現金及現金等價物	26	28,733	105,519
			509,682	507,814
Total Assets	資產總額		583,403	573,060

CONSOLIDATED STATEMENT OF FINANCIAL POSITION 綜合財務狀況表

As at 31 December 2023

於2023年12月31日

		Notes	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
		附註		
EQUITY AND LIABILITIES	權益及負債			
Capital and Reserves	資本及儲備			
Share capital	股本	27	5,000	5,000
Share premium and reserves	股份溢價及儲備		331,028	326,023
Equity attributable to owners of the Company	本公司擁有人應佔權益		336,028	331,023
Non-controlling interests	非控股權益		-	-*
Total Equity	權益總額		336,028	331,023
Non-current Liabilities	非流動負債			
Lease liabilities	租賃負債	29	4,018	5,511
Contract liabilities	合約負債	30	2,807	3,503
Deferred tax liabilities	遞延稅項負債	19	1,224	-
			8,049	9,014
Current Liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	31	190,942	135,553
Contract liabilities	合約負債	30	26,678	84,735
Lease liabilities	租賃負債	29	7,139	6,647
Tax payable	應付稅項		3,515	6,088
Borrowings	借款	32	11,052	-
			239,326	233,023
Total Equity and Liabilities	總權益及負債		583,403	573,060

* Less than HK\$1,000.

* 少於1,000港元。

The consolidated financial statements on pages 128 to 223 were approved and authorised for issue by the Board of Directors on 26 March 2024 and are signed on its behalf by:

第128至223頁的綜合財務報表已於2024年3月26日經董事會批准及授權刊發，並由下列董事代表簽署：

CHAO KA CHON
周家俊
Director
董事

CHIU KOON CHI
趙冠芝
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023

截至2023年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔									Non-controlling interest 非控股權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Capital reserves 資本儲備	Legal reserve 法定儲備	Other reserve 其他儲備	Revaluation reserve 重估儲備	Exchange reserves 匯兌儲備	Retained profits 保留溢利	Sub-total 小計		
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元 (附註1)	HK\$'000 千港元 (附註2)	HK\$'000 千港元 (附註3)	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2022	於2022年1月1日	-	48,101	1,024	12	(36,398)	-	66	156,078	168,883	-	168,883
Profit (loss) for the year	年內溢利(虧損)	-	-	-	-	-	-	3,252	3,252	(4)	3,248	
Exchange differences arising on translation of foreign operation	換算海外業務所產生的匯兌差額	-	-	-	-	-	(2,442)	-	(2,442)	-	(2,442)	
Total comprehensive (expense) income for the year	年內全面(開支)收入總額	-	-	-	-	-	(2,442)	3,252	810	(4)	806	
Shares issued pursuant to the Capitalisation Issue (Note 4)	根據資本化發行發行的股份(附註4)	3,750	(3,750)	-	-	-	-	-	-	-	-	
Shares issued under the Global Offering (Note 5)	根據全球發售發行的股份(附註5)	1,250	133,750	-	-	-	-	-	135,000	-	135,000	
Transaction costs attributable to shares	股份應佔交易成本	-	(12,661)	-	-	-	-	-	(12,661)	-	(12,661)	
Capital injection from non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	4	4	
Derecognition of redemption liability	終止確認可贖回負債	-	2,593	-	-	36,398	-	-	38,991	-	38,991	
At 31 December 2022	於2022年12月31日	5,000	168,033	1,024	12	-	-	(2,376)	159,330	331,023	-	331,023
At 1 January 2023	於2023年1月1日	5,000	168,033	1,024	12	-	-	(2,376)	159,330	331,023	-	331,023
Profit for the year	年內溢利	-	-	-	-	-	-	4,502	4,502	-	4,502	
Gain on revaluation of property	物業重估收益	-	-	-	-	-	710	-	710	-	710	
Exchange differences arising on translation of foreign operation	換算海外業務所產生的匯兌差額	-	-	-	-	-	-	(207)	-	(207)	(207)	
Total comprehensive income (expense) for the year	年內全面收入(開支)總額	-	-	-	-	-	710	(207)	4,502	5,005	-	5,005
At 31 December 2023	於2023年12月31日	5,000	168,033	1,024	12	-	710	(2,583)	163,832	336,028	-	336,028

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

For the year ended 31 December 2023
截至2023年12月31日止年度

Notes:

1. Capital reserves represent the paid-in capital of the subsidiaries acquired pursuant to the reorganisation prior to the listing of the shares of the Company on 15 July 2022.
2. In accordance with Macau Commercial Code, companies limited by quotas incorporated in Macau should set aside a minimum of 25% of the entity's profit after tax to the legal reserve until the balance of the reserve reaches a level equivalent to 50% of the entity's capital.
3. Other reserves are attributable to the ordinary shares issued on 23 March 2021 of 834 shares to Da Heng Qin (Macau) Limitada with redemption rights. Such redemption rights were lapsed upon the listing of the shares of the Company on 15 July 2022.
4. On 15 July 2022, the Company issued 374,988,858 shares at par value of HK\$0.01 each to the then shareholders, by way of capitalisation of an amount of approximately HK\$3,750,000 to the credit of the share premium account of the Company (the "Capitalisation Issue").
5. On 15 July 2022, the Company issued a total of 125,000,000 ordinary shares at a price of HK\$1.08 per share upon the completion of the global offering (the "Global Offering").

附註：

1. 資本儲備指本公司股份於2022年7月15日上市前根據重組收購的附屬公司的實繳資本。
2. 根據澳門商業法則，於澳門註冊的受股本份額限制的公司須將實體除稅後溢利撥出最少25%至法定儲備，直至儲備結餘達致相當於實體資本50%的水平。
3. 其他儲備源自2021年3月23日發行予大橫琴(澳門)有限公司附帶贖回權之834股普通股。該等贖回權於本公司股份於2022年7月15日上市時失效。
4. 於2022年7月15日，本公司透過將其股份溢價賬的進賬額約3,750,000港元資本化，向當時的股東發行374,988,858股每股面值0.01港元的股份(「資本化發行」)。
5. 於2022年7月15日，本公司在全球發售完成時以每股1.08港元的價格發行合共125,000,000股普通股(「全球發售」)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023
截至2023年12月31日止年度

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
OPERATING ACTIVITIES	經營活動		
Profit before tax	除稅前溢利	7,446	6,676
Adjustments for:	經調整：		
Amortisation of intangible assets	無形資產攤銷	871	1,000
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,861	4,329
Depreciation of right-of-use assets	使用權資產折舊	9,103	7,351
Exchange gains, net	匯兌收益淨額	(254)	(1,042)
Finance costs	融資成本	830	2,253
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式下的減值虧損(撥回減值虧損淨額)	453	(991)
Interest income	利息收入	(2,247)	(1,264)
Provision for onerous contract	虧損合約撥備	–	1,893
(Reversal of) write-down of inventories	存貨(撥回)撇減	(744)	1,475
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	21,319	21,680
(Increase) decrease in trade receivables	貿易應收款項(增加)減少	(33,221)	42,584
Increase in contract assets	合約資產增加	(66,923)	(3,791)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(20,568)	(16,968)
Increase in contract costs	合約成本增加	(1,075)	(2,080)
Decrease (increase) in inventories	存貨減少(增加)	35,441	(28,050)
(Increase) decrease in finance lease receivables	融資租賃應收款項(增加)減少	(1,895)	12,992
Increase in trade and other payables	貿易及其他應付款項增加	55,465	3,575
(Decrease) increase in contract liabilities	合約負債(減少)增加	(58,813)	37,336
Cash (used in) generated from operations	經營(所用)所得現金	(70,270)	67,278
Income tax paid	已付所得稅	(5,365)	(4,790)
Interest received	已收利息	207	872
NET CASH (USED IN) FROM OPERATING ACTIVITIES	經營活動(所用)所得現金淨額	(75,428)	63,360
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	1,257	–
Purchases of property, plant and equipment	購買物業、廠房及設備	(3,966)	(6,377)
Purchases of intangible assets	購買無形資產	(65)	(189)
Purchase of financial assets at FVTPL	購買按公平值計入損益的金融資產	(109)	–
Withdrawal of pledged bank deposits	提取已抵押銀行存款	50,000	–
Placement of pledged bank deposits	存入已抵押銀行借款	(50,000)	(50,000)
Repayment from non-controlling interest	非控股權益還款	4	–
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(2,879)	(56,566)

CONSOLIDATED STATEMENT OF CASH FLOWS 綜合現金流量表

For the year ended 31 December 2023
截至2023年12月31日止年度

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(806)	(664)
Proceeds from issue of shares	發行股份所得款項	–	135,000
Payment for listing expenses	支付上市開支	–	(9,918)
New borrowings raised	籌集的新借款	11,097	30,900
Repayments of borrowings	償還借款	–	(62,355)
Repayments of lease liabilities	償還租賃負債	(8,793)	(8,104)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	1,498	84,859
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(76,809)	91,653
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於1月1日的現金及現金等價物	105,519	14,485
Effect of foreign exchange rate changes	外匯匯率變動的影響	23	(619)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於12月31日的現金及現金等價物		
represented by bank balances and cash	指銀行結餘及現金	28,733	105,519



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

1. GENERAL INFORMATION

BoardWare Intelligence Technology Limited (the “**Company**”) was incorporated in the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Its ultimate parent is Tai Wah (BVI) Holdings Limited, a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Chao Ka Chon (“**Mr. Chao**”). The addresses of the registered office and principal place of business of the Company are disclosed in the corporate information section to the annual report.

The Company acts as an investment holding company. The principal activities of its subsidiaries are provision of professional IT services, managed services, IT equipment leasing, IT maintenance and consultancy services, and distribution and resale of packaged hardware and software in Macau, Hong Kong and the People’s Republic of China (the “**PRC**”).

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

1. 一般資料

博維智慧科技有限公司(「**本公司**」)在開曼群島註冊成立為獲豁免有限公司，股份在香港聯合交易所有限公司(「**聯交所**」)上市。其最終母公司為Tai Wah (BVI) Holdings Limited，該公司於英屬處女群島註冊成立，由周家俊先生(「**周先生**」)全資擁有。本公司註冊辦事處及主要營業地點地址已在本年報公司資料一節披露。

本公司為投資控股公司，其附屬公司的主要業務為於澳門、香港及中華人民共和國(「**中國**」)提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務，以及分銷及轉售套裝硬件及軟件。

綜合財務報表以港元(「**港元**」)呈列，其亦為本公司的功能貨幣。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

New and amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to IFRSs for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

IFRS 17 (including the June 2020 and December 2021 Amendments to IFRS 17)	Insurance Contracts
Amendments to IAS 8 Amendments to IAS 12	Definition of Accounting Estimates Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to IAS 12	International Tax Reform – Pillar Two model Rules
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies

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

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂本

於本年度強制生效的新訂國際財務報告準則及其修訂本

於本年度，本集團已首次應用下列於本集團於2023年1月1日開始的年度期間強制生效的新訂國際財務報告準則及其修訂本，以編製綜合財務報表：

國際財務報告準則第17號 (包括國際財務報告準則第17號2020年6月及2021年12月的修訂本)	保險合約
國際會計準則第8號(修訂本) 國際會計準則第12號 (修訂本) 國際會計準則第12號 (修訂本)	會計估算的定義 來自單一交易有關資產及負債之遞延稅項 國際稅收改革－支柱二 模式規則
國際會計準則第1號及國際財務報告準則實務公告第2號(修訂本)	會計政策的披露

除下文所述者外，於本年度應用新訂及經修訂國際財務報告準則並無對本集團於本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載的披露構成重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

New and amendments to IFRSs that are mandatorily effective for the current year (continued)

2.1 Impacts on application of Amendments to IAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of IAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

In accordance with the transition provision:

- (i) the Group has applied the new accounting policy retrospectively to leasing transactions that occurred on or after 1 January 2022; and
- (ii) for leasing transactions in which the tax deduction are attributable to the lease liabilities, the Group also recognised a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary difference associated with right-of-use-assets and lease liabilities.

The application of the amendments has had no material impact on the Group’s financial position and performance.

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂本(續)

於本年度強制生效的新訂國際財務報告準則及其修訂本(續)

2.1 應用國際會計準則第12號(修訂本)來自單一交易有關資產及負債之遞延稅項的影響

本集團已於本年度首次應用該修訂。該修訂縮窄國際會計準則第12號所得稅第15及24段遞延稅項負債及遞延稅項資產之確認豁免範圍，使其不再適用於在初始確認時產生相等應課稅及可扣減暫時差額之交易。

根據過渡條文：

- (i) 本集團已將新會計政策追溯應用於2022年1月1日或之後發生的租賃交易；及
- (ii) 對於因租賃負債而產生稅項減免的租賃交易，本集團亦就與使用權資產及租賃負債相關的所有可扣減及應課稅暫時差額確認遞延稅項資產(倘應課稅溢利很可能被用作抵銷且可扣減暫時差額可被動用時)及遞延稅項負債。

應用該修訂本對本集團的財務狀況及表現並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

New and amendments to IFRSs that are mandatorily effective for the current year (continued)

2.2 Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies

The Group has applied the amendments for the first time in the current year. IAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

IFRS Practice Statement 2 Making Materiality Judgements (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in note 3.

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂本(續)

於本年度強制生效的新訂國際財務報告準則及其修訂本(續)

2.2 應用國際會計準則第1號及國際財務報告準則實務公告第2號(修訂本)會計政策的披露的影響

本集團已於本年度首次應用該等修訂。國際會計準則第1號財務報表之呈列修訂本以「重大會計政策資料」取代「主要會計政策」一詞下之所有情況。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可能合理預期會影響通用財務報表的主要使用者基於該等財務報表作出之決定，則該會計政策資料屬重大。

該等修訂本亦釐清，儘管有關款項並不重大，但由於相關交易、其他事項或狀況之性質，故會計政策資料可能屬重大。然而，並非所有與重大交易、其他事項或狀況有關之會計政策資料本身屬重大。倘一間實體選擇披露非重大會計政策資料，則有關資料不得掩蓋重大會計政策資料。

國際財務報告準則實務公告第2號作出重大性判斷(「**實務公告**」)亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關會計政策的資料對其財務報表是否屬重大。實務公告已增加指導意見及實例。

應用該等修訂不會對本集團財務狀況及表現產生重大影響，惟影響附註3所載本集團會計政策之披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (continued)

New and amendments to IFRSs that are mandatorily effective for the current year (continued)

2.2 Impacts on application of Amendments to IAS 1 and IFRS Practice Statement 2 Disclosure of Accounting Policies (continued)

Amendments to IFRSs in issue but not yet effective

The Group has not early applied the following amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendments to IFRS 16	Lease Liability in a Sale and Leaseback ²
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ²
Amendments to IAS 1	Non-current Liabilities with Covenants ²
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements ²
Amendments to IAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after 1 January 2024

³ Effective for annual periods beginning on or after 1 January 2025

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

2. 應用新訂國際財務報告準則(「國際財務報告準則」)及其修訂本(續)

於本年度強制生效的新訂國際財務報告準則及其修訂本(續)

2.2 應用國際會計準則第1號及國際財務報告準則實務公告第2號(修訂本)會計政策的披露的影響(續)已頒佈但尚未生效的國際財務報告準則修訂本

本集團尚未提前採納以下已頒佈但尚未生效的國際財務報告準則修訂本：

國際財務報告準則第10號及國際會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ¹
國際財務報告準則第16號(修訂本)	售後租回的租賃負債 ²
國際會計準則第1號(修訂本)	將負債分類為流動或非流動 ²
國際會計準則第1號(修訂本)	具有契諾的非流動負債 ²
國際會計準則第7號及國際財務報告準則第7號(修訂本)	供應商融資安排 ²
國際會計準則第21號(修訂本)	缺乏可兌換性 ³

¹ 於待定期或其後開始的年度期間生效

² 於2024年1月1日或之後開始的年度期間生效

³ 於2025年1月1日或之後開始的年度期間生效

本公司董事預計應用國際財務報告準則修訂本將不會對可預見未來之綜合財務報表產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Basis of preparation of consolidated financial statements

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

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

3.2 Material accounting policy information

Basis of consolidation

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

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

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

3. 綜合財務報表及重大會計政策資料的編製基準

3.1 綜合財務報表的編製基準

綜合財務報表已根據國際會計準則理事會頒佈的國際財務報告準則編製。就編製綜合財務報表而言，倘有關資料合理預期會影響主要使用者作出的決定，則有關資料被視為重大。此外，綜合財務報表包括香港聯合交易所有限公司證券上市規則（「**上市規則**」）及香港公司條例規定的適用披露事項。

本公司董事在批准綜合財務報表時，合理預期本集團在可預見的未來有足夠資源持續經營。因此，於編製綜合財務報表時，彼等繼續採納持續經營會計基準。

3.2 重大會計政策資料

綜合基準

綜合財務報表載有本公司及由本公司及其附屬公司控制的實體的財務報表。倘本公司符合以下條件，則視為擁有控制權：

- 可對投資對象行使權力；
- 因參與投資對象業務而承擔可變回報的風險或享有權利；及
- 有能力使用其權力影響其回報。

倘事實及情況顯示上文所列控制權三項元素中的一項或以上元素出現變動，則本集團會重新評估其對投資對象是否仍擁有控制權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Basis of consolidation (continued)

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

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

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

Property, plant and equipment

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

Depreciation is recognised so as to write off the cost of assets less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

綜合基準(續)

附屬公司於本集團取得有關附屬公司的控制權起開始綜合入賬，並於本集團失去有關附屬公司的控制權時終止。具體而言，於年內所收購或出售附屬公司的收入及支出乃自本集團取得控制權之日起計入綜合損益及其他全面收入表，直至本集團不再控制有關附屬公司之日為止。

附屬公司的財務報表於有需要時作出調整，以使其會計政策與本集團的會計政策一致。

集團內公司間的所有資產、負債、權益、收入、開支及與本集團成員公司間的交易相關的現金流量已於綜合賬目時全部對銷。

物業、廠房及設備

物業、廠房及設備為持作用於生產或提供商品或服務或行政用途的有形資產(下述在建工程除外)。物業、廠房及設備按照成本減去後續累計折舊及後續累計減值虧損(如有)列示於綜合財務狀況表。

資產成本乃在扣除剩餘價值後，採用直線法在估計可使用年期撇銷其資產成本確認折舊。估計可使用年期、剩餘價值及折舊方法會於各報告期末檢討，而任何估計變動的影響均按未來基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Property, plant and equipment (continued)

If a property becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item at the date of transfer is recognised in other comprehensive income and accumulated in revaluation reserve. On the subsequent sale or retirement of the property, the relevant revaluation reserve will be transferred directly to retained profits.

Revenue from contracts with customers

Information about the Group's accounting policies relating to contracts with customers is provided in note 5.

Investment property

Investment property is property held to earn rentals.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at fair value, adjusted to exclude any prepaid or accrued operating lease income.

Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

物業、廠房及設備(續)

倘物業因不再自用令用途改變，而成為投資物業，則該項目於轉撥日期之賬面值與公平值之間的差額於其他全面收入確認及於重估儲備內累計。其後出售或報廢該物業時，相關重估儲備將直接轉撥至保留溢利。

來自客戶合約的收益

本集團有關客戶合約的會計政策相關資料載於附註5。

投資物業

投資物業為持有以賺取租金的物業。

投資物業初步按成本(包括直接應佔開支)計量。初始確認後，投資物業按公平值計量，經調整至不包括任何預付或累計經營租賃收入。

投資物業公平值變動產生之收益或虧損計入其產生期間的損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets, contract costs and intangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets, intangible assets with finite useful lives and contract costs to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that they may be impaired.

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

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、使用權資產、合約成本及無形資產減值

於報告期末，本集團對使用年期有限的物業、廠房及設備、使用權資產、無形資產以及合約成本的賬面值進行覆核，以確認是否有跡象表明該等資產已發生減值虧損。如果該等資產存在減值跡象，則估計相關資產的可收回金額以確定減值虧損(如有)。具有無限使用年期的無形資產及尚無法投入使用的無形資產至少每年或出現可能減值的跡象時作減值測試。

物業、廠房及設備、使用權資產及無形資產的可收回金額分開獨立估計。倘未能單個估計某項資產可收回金額時，則本集團估算該項資產所屬現金產生單位的可收回金額。

於測試現金產生單位的減值時，在可得出合理一致分配基準的情況下，企業資產會分配至相關現金產生單位，否則將分配至可得出合理一致分配基準的最小現金產生單位組別。可收回金額按企業資產所屬的現金產生單位或現金產生單位組別確定，並與相關現金產生單位或現金產生單位組別的賬面金額進行比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets, contract costs and intangible assets (continued)

Before the Group recognises an impairment loss for assets capitalised as contract costs under IFRS 15 Revenue from Contracts with Customers, the Group assesses and recognises any impairment loss on other assets related to the relevant contracts in accordance with applicable standards. Then, impairment loss, if any, for assets capitalised as contract costs is recognised to the extent the carrying amounts exceeds the remaining amount of consideration that the Group expects to receive in exchange for related goods or services less the costs which relate directly to providing those goods or services that have not been recognised as expenses. The assets capitalised as contract costs are then included in the carrying amount of the cash-generating unit to which they belong for the purpose of evaluating impairment of that cash-generating unit.

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、使用權資產、合約成本及無形資產減值(續)

在本集團根據國際財務報告準則第15號來自客戶合約的收益將資本化資產的減值虧損確認為合約成本前，本集團按適用準則評估和確認任何與相關合約有關的其他資產減值虧損。屆時，倘賬面值超過本集團預期收取以換取相關貨品或服務的代價餘額減提供該等貨品或服務直接產生的成本(尚未確認為開支)，則將資本化資產的減值虧損(如有)確認為合約成本。作為合約成本的資本化資產屆時就評估相關現金產生單位減值而計入其所屬的現金產生單位之賬面值。

可收回金額乃公平值減去出售成本後的餘額及使用價值兩者中的較高者。在評估使用價值時，估計未來現金流量會採用除稅前貼現率貼現至其現值，該除稅前貼現率應反映對貨幣時間價值的當前市場評估及該資產(或現金產生單位)特有的風險(未針對該風險調整估計未來現金流量)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Impairment on property, plant and equipment, right-of-use assets, contract costs and intangible assets (continued)

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

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a specific identification method or weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、使用權資產、合約成本及無形資產減值(續)

倘資產(或現金產生單位)的可收回金額估計將低於其賬面值，則資產(或現金產生單位)的賬面值將調低至其可收回金額。就未能按合理一致的基準分配至現金產生單位的公司資產或部分公司資產，本集團會將一個現金產生單位組別的賬面值(包括已分配至該組現金產生單位的公司資產或部分公司資產的賬面值)與該組現金產生單位的可收回金額進行比較。於分配減值虧損時，減值虧損應首先分配以抵減任何商譽的賬面值(如適當)，然後再根據單位或現金產生單位組別內各資產的賬面值按比例分配至其他資產。資產賬面值不得減少至低於其公平值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。本應分配至資產的減值虧損數額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損會即時於損益中確認。

存貨

存貨乃以成本及可變現淨值之較低者列賬。存貨成本採用個別認定法或加權平均法釐定。可變現淨值指存貨估計售價減完成的全部估計成本及銷售所需成本。進行銷售所需的成本包括與銷售直接相關的增量成本和本集團為進行銷售所必需的非增量成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value and restricted deposits that are held for meeting short-term cash commitments. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above.

Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

現金及現金等價物

於綜合財務狀況表呈列的現金及現金等價物包括：

- (a) 現金，包括手頭現金及活期存款；及
- (b) 現金等價物，包括通常原到期日為三個月或以下可隨時兌換為已知數額現金的短期高流動性投資（該等投資所面對的價值變動風險並不重大），以及為滿足短期現金承擔而持有的受限制存款。持有現金等價物的目的是滿足短期現金承擔，而不是投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括上文所界定的現金及現金等價物。

稅項

所得稅開支指即期及遞延所得稅開支之總和。

即期應付稅項乃根據年內應課稅溢利計算。由於其他年度應課稅或可扣減的收入或開支，以及毋須課稅或不可扣減項目，故應課稅溢利與除稅前溢利不同。本集團的即期稅項負債採用於報告期末已頒佈或實質頒佈的稅率計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Taxation (continued)

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

稅項(續)

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利時採用的相應稅基之間的暫時差額確認。所有應課稅暫時差額一般須確認遞延稅項負債。遞延稅項資產一般於可能出現可用以抵銷可扣減暫時差額的應課稅溢利時就所有應課稅暫時差額予以確認。若暫時差額因初步確認(於一項業務合併中除外)不影響應課稅溢利或會計溢利的交易中的資產及負債而產生，且於交易時間不產生同等應課稅及可抵扣暫時差額，則有關遞延稅項資產及負債不予確認。另外，若暫時差額因商譽的初步確認而產生，則遞延稅項負債不予確認。

遞延稅項資產的賬面值於各報告期末審閱，並在不再可能有充足應課稅溢利供收回全部或部分資產時進行扣減。

遞延稅項資產及負債按清償負債或變現資產期間預期適用的稅率(基於報告期末已頒佈或實質頒佈的稅率(及稅法))計量。

遞延稅項負債及資產的計量反映按本集團所預期方式於報告期末收回或清償其資產及負債賬面值的稅務後果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Taxation (continued)

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

For leasing transactions in which the tax deductions are attributable to the lease liabilities, ultimate costs incurred for provisions for restoration the Group applies IAS 12 requirements to the lease liabilities, the provisions for restoration and the related assets separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Employee benefits

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the "MPF Scheme") for staffs in Hong Kong, retirement pension schemes for staffs in the PRC and central social security scheme for staffs in Macau are recognised as an expense when employees have rendered service entitling them to the contributions.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

稅項(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

對於稅項扣減歸因於租賃負債之租賃交易，以及就修復撥備產生的最終成本，本集團將國際會計準則第12號規定分別應用於租賃負債、修復撥備及相關資產。本集團確認與租賃負債有關的遞延稅項資產，惟以可能存在應課稅溢利用作抵銷可扣減暫時差額為限，並就所有應課稅暫時差額確認遞延稅項負債。

當有合法執行權利可將即期稅項資產與即期稅項負債抵銷，且與由同一稅務機關向同一課稅實體徵收之所得稅有關時，則遞延稅項資產及負債可互相抵銷。

即期及遞延稅項於損益中確認，惟與其他全面收入或直接於權益確認之項目相關者除外，於該情況下，即期及遞延稅項亦分別於其他全面收入或直接於權益中確認。

僱員福利

退休福利成本

向香港員工的強制性公積金計劃(「強積金計劃」)、中國員工的退休金計劃及澳門員工的中央社會保障計劃作出的付款，在員工已提供服務因而有權獲得供款時確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Employee benefits (continued)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another IFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Leases

Definition of a lease

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

The Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 Leases at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

僱員福利(續)

短期僱員福利

短期僱員福利乃按預期於僱員提供服務時將予支付的利益的未貼現金額確認。所有短期僱員福利均確認為開支，除非另一項國際財務報告準則規定或許可將福利計入資產成本中。

負債乃於扣除已付的任何金額後就僱員應計福利(如工資及薪金、年假及病假)予以確認。

租賃

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產用途的權利，則該合約屬租賃或包含租賃。

本集團根據國際財務報告準則第16號租賃的定義於開始、修訂日期或收購日期(視乎情況而定)評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

短期租賃

本集團對於租期自開始日期起計12個月或以下且並無包含購買選擇權的租賃，應用短期租賃確認豁免。短期租賃的租賃付款按直線法基準或另一系統性基準於租期內確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessee (continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去所得的任何租賃優惠；
- 本集團所產生的任何初始直接成本；及
- 本集團於拆除及移除相關資產、復原相關資產所在場地或將相關資產復原至租賃的條款及條件所規定狀況而產生的成本估計。

使用權資產按成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。

使用權資產按直線法基準於其估計可使用年期及租期(以較短者為準)內折舊。

本集團於綜合財務狀況表中將使用權資產呈列為單獨項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Leases (continued)

The Group as a lessee (continued)

Refundable rental deposits

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

Sublease

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset.

Lease liabilities

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

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

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

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

可退還租賃按金

已支付的可退還租賃按金乃根據國際財務報告準則第9號金融工具入賬並按公平值初步計量。於初步確認時的公平值調整視作額外租賃付款，並計入使用權資產之成本。

分租租賃

當本集團為中間出租人，其就原租賃及分租租賃入賬為兩份獨立合約。分租租賃乃參考原租賃產生的使用權資產(非參考相關資產)分類為融資或經營租賃。

租賃負債

於租賃開始日期，本集團按該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃中所隱含的利率不易確定，則本集團使用租賃開始日期的增量借款利率計算。

租賃付款包括固定付款(包括實質固定付款)減去任何應收租賃優惠。

開始日期後，租賃負債就利息增量及租賃付款作出調整。

本集團在綜合財務狀況表中將租賃負債作為單獨的項目呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Leases (continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recognised as receivables at commencement date at amounts equal to net investments in the leases, measured using the interest rate implicit in the respective leases. Initial direct costs for leases in which the Group is the dealer lessor are recognised in costs of sales at the commencement date of the finance leases. Interest income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term except for investment properties measured under fair value model.

Refundable rental deposits

Refundable rental deposits received are accounted for under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為出租人

租賃的分類及計量

本集團為出租人之租賃分類為融資或經營租賃。當租賃條款將相關資產擁有權附帶的絕大部分風險及回報轉移至承租人時，該合約乃分類為融資租賃。所有其他租賃則分類為經營租賃。

根據融資租賃應收承租人的款項於開始日期確認為應收款項，其金額等於租賃淨投資，並使用各個租賃中的隱含利率計量。本集團作為交易商出租人的該等租賃之初始直接成本於融資租賃開展日期確認為銷售成本。利息收入被分配至會計期間，以反映本集團有關租賃的未償還淨投資的固定定期收益率。

經營租賃之租金收入乃按有關租期以直線法於損益中確認。磋商及安排經營租賃產生的初始直接成本，計入出租資產的賬面值，並且該等成本以直線基準於租期內確認為開支，惟以公平值模式計量的投資物業則除外。

可退還租賃按金

已收取的可退還租賃按金乃根據國際財務報告準則第9號入賬並按公平值初步計量。於初步確認時的公平值調整視作自承租人收取的額外租賃付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments

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

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with IFRS 15.

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具

若集團實體成為工具合約條文的訂約方，則會確認金融資產及金融負債。所有常規方式買賣的金融資產概於交易日予以確認及取消確認。正常方式進行之購買或出售為按照市場規則或慣例所確定之時限內須交付資產之金融資產購買或銷售。

金融資產及金融負債初始以公平值計量，惟客戶合約所產生的貿易應收款項除外，該等款項初步按國際財務報告準則第15號計量。

實際利率法是計算金融資產或金融負債攤銷成本以及於相關期間內分配利息收入及利息開支的一種方法。實際利率是指將金融資產或金融負債在預計年期或更短期間內(如適當)的估計未來現金收付款額(包括構成實際利率組成部分的已付或已收所有費用及點數、交易成本以及其他溢價或折價)準確貼現至初始確認時的賬面淨值的利率。

金融資產

金融資產分類及後續計量

符合下列條件的金融資產其後按攤銷成本計量：

- 以收取合約現金流量為目的之業務模式下持有的金融資產；及
- 合約條款引致於指定日期的現金流量僅為支付本金及未償還的本金利息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

All other financial assets are subsequently measured at fair value.

(i) *Amortised cost and interest income*

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost.

(ii) *Financial assets at FVTPL*

Financial assets that do not meet the criteria for being measured at amortised cost or fair value through other comprehensive income (“FVTOCI”) or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss.

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, other receivables, deposits, amount due from non-controlling interest, pledged bank deposits and bank balances) and other items (including contract assets and finance lease receivables) which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產分類及後續計量(續)

所有其他金融資產其後按公平值計量。

(i) *攤銷成本及利息收入*

其後按攤銷成本計量的金融資產使用實際利息法確認利息收入。

(ii) *按公平值計入損益的金融資產*

不符合以攤銷成本或按公平值計入其他全面收入(「按公平值計入其他全面收入」)或指定為按公平值計入其他全面收入計量的金融資產按公平值計入損益。

按公平值計入損益的金融資產於各報告期末以公平值計量，公平值變動計入損益。

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值

本集團就根據國際財務報告準則第9號須予減值的金融資產(包括貿易應收款項、其他應收款項、按金、應收非控股權益款項、已抵押銀行存款及銀行結餘)，採用預期信貸虧損(「預期信貸虧損」)模式進行減值評估。預期信貸虧損金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

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

The Group always recognises lifetime ECL for trade receivables, finance lease receivables and contract assets.

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

(i) Significant increase in credit risk

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

全期預期信貸虧損指相關工具於預計全期內所有可能違約事件所產生的預期信貸虧損。相反，十二個月預期信貸虧損(「**12個月預期信貸虧損**」)指預計於報告日期後十二個月內可能發生的違約事件產生的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗，並就債務人特定因素、一般經濟狀況以及對於報告日期之當時狀況及未來狀況預測的評估作調整。

本集團一直確認貿易應收款項、融資租賃應收款項及合約資產之全期預期信貸虧損。

就所有其他工具而言，本集團計量虧損撥備等於12個月預期信貸虧損，除非當信貸風險自初始確認以來顯著上升，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初始確認以來發生違約的可能性或風險顯著上升。

(i) 信貸風險大幅增加

於評估信貸風險是否自初始確認以來大幅增加時，本集團比較金融工具於報告日期出現違約的風險與該金融工具於初始確認日期出現違約的風險。作此評估時，本集團會考慮合理及有理據的定量及定性資料，包括歷史經驗及毋須花費不必要成本或精力即可獲得的前瞻性資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

(i) Significant increase in credit risk (continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

(i) 信貸風險大幅增加(續)

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期重大惡化；
- 信貸風險的外界市場指標的重大惡化，例如信貸息差大幅增加、債務人的信貸違約掉期價；
- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期重大惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

本集團定期監察用以識別信貸風險曾否顯著增加的標準之有效性，並於適當時作出修訂，從而確保有關標準能夠於款項逾期前識別信貸風險顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

(ii) Definition of default

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

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

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

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的資料顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

(iii) 信貸減值金融資產

當一項或多項對金融資產估計未來現金流造成負面影響的事件發生時，金融資產會出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行方或借款人遇到嚴重財政困難；
- (b) 違反合約，如拖欠或逾期的情況；
- (c) 借款人的貸款人出於與借款人財政困難有關的經濟或合約考慮，給予借款人在其他情況下不會作出的讓步；
- (d) 借款人有可能破產或進行其他財務重組；或
- (e) 有關財務資產之活躍市場因財務困難而消失。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables and contract assets using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

(iv) 撇銷政策

當有資料顯示對手方陷入嚴重財政困難，且並無實際收回款項的可能時(例如對手方被清盤或進入破產程序)，本集團會撇銷金融資產。經計及在適當情況下的法律意見後，已撇銷的金融資產可能仍可於本集團收回程序下被強制執行。撇銷構成終止確認事件。其後所收回的任何款項於損益內確認。

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即存在違約時的損失程度)及違約風險的函數。違約概率及違約損失率乃基於歷史數據及前瞻性資料評估。預期信貸虧損估計反映公正及機率加權金額，此乃按相關違約發生風險為加權而釐定。本集團經考慮過往信貸虧損經驗及毋需花費不必要成本或精力即可獲得的前瞻性資料後使用撥備矩陣並採用實務權宜作法估計貿易應收款項及合約資產的預期信貸虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

(v) *Measurement and recognition of ECL (continued)*

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For finance lease receivables, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

Lifetime ECL for certain trade receivables and certain contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

(v) *預期信貸虧損的計量及確認(續)*

一般而言，預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預計收取的現金流量之間的差額，並按初始確認時釐定的實際利率貼現。就融資租賃應收款項而言，用於釐定預期信貸虧損的現金流量與按照國際財務報告準則第16號計量租賃應收款項時使用的現金流量一致。

若干貿易應收款項及若干合約資產的全期預期信貸虧損乃經計及逾期資料及相關信貸資料(如前瞻性宏觀經濟資料)後按集體基準考量。

對於集體評估，本集團於確定分類時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(如有)。

管理層會定期審閱該分類，以確保各組別的組成部分繼續分擔相似的信貸風險特徵。

利息收入按金融資產的賬面總值計算，倘金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (continued)

(v) Measurement and recognition of ECL (continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, and borrowings are subsequently measured at amortised cost, using the effective interest method.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

根據國際財務報告準則第9號進行減值評估的金融資產及其他項目減值(續)

(v) 預期信貸虧損的計量及確認(續)

本集團通過調整所有金融工具的賬面值於損益確認其減值收益或虧損，惟透過虧損撥備賬目確認相應調整的貿易應收款項則除外。

終止確認金融資產

僅當來自資產之現金流量合約權利屆滿時，或當其轉讓金融資產及資產所有權之絕大部分風險及回報予另一實體時，本集團方會終止確認金融資產。

於終止確認按攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總和之差額乃於損益確認。

金融負債及股本

分類為債務或股本

債務及股本工具乃根據合約安排的內容及金融負債與股本工具的定義分類為金融負債或權益。

金融負債

所有金額負債其後使用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括貿易及其他應付款項及借款)其後採用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

(continued)

3.2 Material accounting policy information

(continued)

Financial instruments (continued)

Financial liabilities and equity (continued)

Financial liabilities (continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

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

Revenue recognition from provision of professional IT services

Revenue from professional IT services is recognised over time under input method according to the progress towards completion of each individual contract, which is measured by reference to the proportion of contract costs incurred to date to estimate total costs. The recognition of contract revenue requires significant management judgement and involves estimation uncertainty. Estimated costs mainly comprise material costs, subcontracting charges and project staff costs. In order to ensure the total estimate costs are accurate and up to date such that contract revenue can be measured reliably, management reviews the estimate total costs, costs incurred to date and costs to complete the remaining performance obligations for each contract regularly and revises the estimate total costs when necessary. As such, the increase or decrease in estimate total costs results in the adjustments to the progress towards completion and the corresponding amount of revenue recognised in the period.

3. 綜合財務報表及重大會計政策資料的編製基準(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及股本(續)

金融負債(續)

終止確認金融負債

本集團只有在責任已解除、註銷或屆滿時終止確認金融負債。已終止確認的金融負債賬面值與已付及應付代價間的差額於損益中確認。

4. 估計不明朗因素的主要來源

以下是於報告期末有關未來的主要假設及估計不明朗因素的其他主要來源，具有導致須對下個財政年度的資產及負債的賬面值作出大幅調整的重大風險。

提供專業IT服務確認的收益

專業IT解決方案服務的收益根據每份單獨合約的完工進度按輸入法於一段時間內予以確認，其計量乃參考迄今所產生的合約成本佔總估計成本的比例進行。合約收益的確認需管理層作出重大判斷且涉及估計不確定性。估計成本主要包括材料成本、分包費用及項目員工成本。為確保總估計成本準確及截至目前有關合約收益能可靠計量，管理層定期檢查總估計合約成本、迄今產生的成本及完成每份合約餘下履約責任的成本，並於必要時修訂總估計成本。因此，總估計成本的增加或減少會導致完工進度的調整及期內已確認收益的相應調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Provision of ECL for trade receivables, finance lease receivables and contract assets

Trade receivables, finance lease receivables and contract assets with significant balances and credit-impaired are assessed for ECL individually.

In addition, the Group uses practical expedient in estimating ECL on certain trade receivables and contract assets which are not assessed individually using a collective basis. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group's historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables, finance lease receivables and contract assets are disclosed in note 34.

5. REVENUE

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from contracts with customers	來自客戶合約的收益	707,172	580,134
Lease income from IT equipment	IT設備所得租賃收入	10,423	699
Total	總計	717,595	580,833

4. 估計不明朗因素的主要來源(續)

貿易應收款項、融資租賃應收款項及合約資產的預期信貸虧損撥備

具有重大結餘及出現信貸減值的貿易應收款項、融資租賃應收款項及合約資產個別評估預期信貸虧損。

此外，於若干未單獨評估的貿易應收款項及合約資產，本集團採用實務權宜作法以集體基準為基礎估計其預期信貸虧損。撥備率以各種債務人的賬齡為基準，並考慮本集團的歷史違約率及無需付出額外成本或努力即可獲得的合理且可支持的前瞻性信息。於各報告日期，可觀察的過往違約率會重新評估，並計及前瞻性資料的變動。

預期信貸虧損撥備容易受估計變動的影響。有關預期信貸虧損、本集團貿易應收款項、融資租賃應收款項及合約資產的信息披露於附註34。

5. 收益

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

5. REVENUE (continued)

(i) Disaggregation of revenue from contracts with customers

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Types of goods or services	貨品或服務類別		
Enterprise IT solutions	企業IT解決方案		
Professional IT services (Note)	專業IT服務(附註)	379,227	262,606
Managed services	託管服務	27,715	24,255
IT maintenance and consultancy services	IT維護及諮詢服務	49,235	69,937
		456,177	356,798
Distribution and resale	分銷及轉售		
Distribution	分銷	123,372	143,879
Resale	轉售	127,623	79,457
		250,995	223,336
Total	總計	707,172	580,134

Note: An amount of HK\$371,039,000 (2022: HK\$259,790,000) included under professional IT services is recognised over time under input method by reference to the proportion of contract costs incurred to date to the estimated total costs.

附註：371,039,000 港元（2022年：259,790,000 港元）計入專業IT服務，根據輸入法於一段時間內確認，經參考迄今產生的合約成本佔估計總成本的比例。

An analysis of the Group's revenue by timing of satisfaction of performance obligation is as follows:

本集團按履行履約責任的時間劃分的收益分析如下：

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Timing of revenue recognition	收益確認時間		
A point in time	於某一時間點	266,690	236,010
Over time	於一段時間內	440,482	344,124
Total	總計	707,172	580,134

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

5. REVENUE (continued)

(i) Disaggregation of revenue from contracts with customers (continued)

Geographical markets

The following table sets out the Group's revenue from external customers by geographical location as determined by the country/region of domicile which the Group operates. The geographical location of revenue of the Group is based on the physical location of assets through which the services were provided or the location at which the goods were delivered.

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Macau	澳門	439,577	371,078
Hong Kong	香港	145,550	167,944
The PRC	中國	122,020	41,112
Others	其他	25	-
Total	總計	707,172	580,134

5. 收益(續)

(i) 客戶合約的收益分類(續)

地區市場

下表載列按本集團經營所在國家／地區所釐定地理位置劃分的本集團來自外部客戶的收益。本集團收益的地理位置基於提供服務的資產的物理位置或交付貨物的位置。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

5. REVENUE (continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies *Revenue from provision of professional IT services*

The Group provides multiple deliverables to customers, including network configuration, assessment of system specifications and requirements, procurement and delivery of packaged hardware and software, installation of equipment and software, and technical support services under fixed price contracts. These multiple deliverables are collectively accounted for as a single performance obligation when the Group provides an integrated service.

The Group recognises revenue from provision of the integrated service over time as its customers control the asset being created or enhanced arising from the Group's performance. Revenue is recognised over time under input method, which is by reference to the proportion of contract costs incurred to date to estimate total costs for each contract.

Estimates of costs or extent of progress towards completion are revised if circumstances change. The progress towards completion of revenue recognition is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation relative to the estimate total costs to the satisfaction of those performance obligation. The increase or decrease in estimate total costs results in the adjustments to the progress towards completion and the corresponding amount of revenue recognised in the period in which the circumstances that give rise to the revision become known by management.

Upon the completion of the integrated service, the Group may provide further provision of IT maintenance and consultancy services to the customers mainly includes post-sales on-site maintenance support and technical support services which is considered as separate performance obligations. Such revenue is recognised over time on a straight-line basis over the period of services as the customers simultaneously receive and consume the benefits provided by the Group's performance.

5. 收益(續)

(ii) 客戶合約的履約責任及收益確認政策

提供專業IT服務的收益

本集團向客戶提供多種交付品，包括網絡配置、系統規格及要求評估、採購及交付套裝硬件及軟件、安裝設備及軟件以及根據固定價格合約提供技術支持服務。該等多種交付品共同於本集團提供綜合服務時入賬列作單一履約責任。

本集團於因本集團履約所創建及提升客戶控制的資產時於一段時間內確認來自提供綜合服務的收益。收益根據輸入法於一段時間內確認，此經參考迄今產生的合約成本佔每份合約的估計總成本的比例。

成本或完工進度的估計會隨情形變更而修訂。完成收益確認的進展根據本集團為履行履約責任而付出的努力或投入相對於履行該等履約責任的估計總成本衡量。估計總成本的增加或減少導致對完工進度作出調整，且相應收益金額於管理層知悉導致有關修訂的情形期間確認。

於完成綜合服務後，本集團可能進一步向客戶提供IT維護及諮詢服務主要包括售後現場維護及技術支持服務，相關服務被視作獨立的履約責任。相關收益按直線基準於客戶同時收取且耗用本集團履約提供的利益期間隨時間予以確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

5. REVENUE (continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies (continued)

Revenue from provision of professional IT services (continued)

Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on the relative stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus a margin approach.

The Group also separately provides its customers with software development services where the Group will customise the software based on the user requirements of the customers. Revenue is recognised at a point in time as the Group's customers control the asset only after delivery to the customers.

Revenue from provision of managed services

The Group leases certain IT equipment to its customers under finance lease arrangements and renders related technical support services under fixed price contracts. Where the contracts include multiple performance obligations, the Group as a lessor will separate the components of a contract and the transaction price will be allocated to each component based on the relative stand-alone selling prices. Where these are not directly observable, they are estimated based on the expect cost plus a margin approach.

Revenue from related technical support services is recognised in the accounting period when the Group provides the service and all of the benefits are received and consumed simultaneously by the customer throughout the contract period. Therefore, the Group satisfies a performance obligation and recognises revenue over time. The Group's accounting policy as a lessor is set out in note 3.

The Group also provides its customers with security monitoring services to protect customers' information and data security as well as network operating environment. The Group applies time based method to measure the progress towards complete satisfaction of the performance obligation when the Group has a stand-ready obligation to make itself available to provide the services to the customers over a period of time.

5. 收益(續)

(ii) 客戶合約的履約責任及收益確認政策(續)

提供專業IT服務的收益(續)

倘合約包含多項履約責任，交易價將根據相關獨立售價分配至各履約責任。倘不可直接觀察獲得，則根據預期成本加溢利法估計。

本集團亦單獨向其客戶提供軟件開發服務，本集團將根據客戶的用戶需求定制軟件。由於本集團的客戶只於交付後控制資產，故收益於某一時間點被確認。

提供託管服務的收益

本集團根據融資租賃安排向客戶租賃若干IT設備並根據固定價格合約提供相關技術支持服務。倘合約包括多項履約義務，本集團(作為出租人)將區分合約的各組成部分，交易價將基於相對單獨售價分配至各組成部分。倘不可直接觀察獲得，則根據預期成本加溢利法估計。

當本集團於整個合約期間提供且客戶同時收取且耗用的服務及全部利益時，相關技術支持服務的收益於會計期間確認。因此，本集團於一段時間內履行履約責任並確認收益。有關本集團(作為出租人)會計政策載於附註3。

就安全監控服務而言，本集團亦向客戶提供安全監控服務以保護客戶的信息及數據安全以及網絡營運環境。當本集團於一段時間內時刻準備履約以使自身可向客戶提供服務時，本集團採用分段緩存計量履行履約責任的完工進度。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

5. REVENUE (continued)

(ii) Performance obligations for contracts with customers and revenue recognition policies (continued)

Revenue from provision of IT maintenance and consultancy services

The provision of IT maintenance and consultancy services mainly includes on-site support and technical support services provided to the customers and post-sales maintenance and support services provided by system vendors under extended warranties.

For revenue from IT maintenance and consultancy services excluding extended warranties is recognised over time on a straight-line basis over the period of services as the customers simultaneously receive and consume the benefits provided by the Group's performance. The Group applies time-based method to measure the progress towards complete satisfaction of the performance obligation when the Group has a stand-ready obligation to make itself available to provide the services to the customers over a period of time.

For extended warranties, the Group acts as an agent as the Group is not the primary obligor in fulfilling such additional promises and the corresponding revenue is recognised on a net basis at a point in time.

Revenue from distribution and resale of packaged hardware and software as a separate performance obligation

The Group sells a range of packaged IT hardware and software. Revenue from distribution or resale of packaged hardware and software is recognised at a point in time when sale is completed and control is transferred, being at the point of time the products delivered to the customer's specific location and no unfulfilled obligation could affect the customer's acceptance of the products. Transportation and other related activities that occur before customers obtaining control of the related products are considered as fulfilment activities.

A receivable is recognised by the Group when the products are delivered to the customers as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.

5. 收益(續)

(ii) 客戶合約的履約責任及收益確認政策(續)

提供IT維護及諮詢服務的收益

提供IT維護及諮詢服務主要包括向客戶提供現場支持及技術支持服務，及由延長保修服務的系統供應商所提供的售後維護及支援服務。

除延長保修外，IT維護及諮詢服務的收益按直線基準於客戶同時收取且耗用本集團履約提供的全部利益期間於一段時間內予以確認。當本集團於一段時間內時刻準備履約以使自身可向客戶提供服務時，本集團採用分段緩存計量履行履約責任的完工進度。

就延長保修而言，本集團僅擔任代理，並非履行此類額外承諾的主要義務人，而相應收益按淨額基準於某一時間點確認。

分銷及轉售套裝硬件及軟件的收益作為一項獨立履約責任

本集團銷售套裝IT硬件及軟件。分銷或轉售套裝硬件及軟件的收益於銷售已完成且控制權已轉讓(產品已交付至客戶指定地點，且並無影響客戶接受該產品的未完成責任)的某一時間點確認。在客戶取得相關產品控制權之前發生交通及其他相關活動視作履約活動。

應收款項於產品交付至客戶時由本集團確認，原因為付款到期僅須待時間流逝，令收回代價的權利在該時間點成為無條件。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

5. REVENUE (continued)

(iii) Transaction price allocated to the remaining performance obligation for contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 and 2022 and the expected timing of recognising revenue are as follows:

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Within one year	一年內	50,460	19,643
More than one year but not more than two years	超過一年但不超過兩年	19,252	12,249
More than two years	兩年以上	8,106	8,173
		77,818	40,065

(iv) Leases

During the year, the Group recognised selling profit of HK\$1,643,000 (2022: HK\$104,000), being the difference between revenue and the cost of sales, as a dealer lessor.

5. 收益(續)

(iii) 就客戶合約將交易價格分配予餘下履約責任

截至2023年及2022年12月31日，分配至餘下(未完成或部分未完成)履約責任的交易價格及確認收益的預期時間如下：

(iv) 租賃

年內，本集團確認銷售溢利1,643,000港元(2022年：104,000港元)，即作為交易商出租人，收益與銷售成本的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

6. SEGMENT INFORMATION

Information reported to the directors of the Company, being the chief operating decision maker (“**CODM**”), for the purposes of resource allocation and assessment focuses on revenue analysis by products and services. No other discrete financial information is provided other than the Group’s results and financial position as a whole. Accordingly, entity-wide disclosures, major customers and geographic information are presented.

Geographical information

The Group’s operations are located in Macau, Hong Kong and the PRC.

Information about the Group’s revenue from external customers is presented based on the location of the operations. Information about the Group’s non-current assets other than financial instruments and deferred tax assets is presented based on the physical location of the assets or the location of the operations to which they are allocated.

6. 分部資料

向本公司董事(即主要經營決策人(「**主要經營決策人**」))呈報以便進行資源分配及評估的資料側重於按產品及服務作出的收益分析。除本集團的整體業績及財務狀況外，概無提供其他獨立財務資料。因此，僅呈報實體披露事項、主要客戶及地區資料。

地區資料

本集團的營運位於澳門、香港及中國。

本集團來自外部客戶的收益之資料根據經營所在地呈列。有關本集團的非流動資產(金融工具及遞延稅項資產除外)的資料乃基於資產所在物理位置或獲分配資產的業務所在地呈列。

		Revenue from external customers		Non-current assets	
		來自外部客戶的收益	非流動資產	2023	2022
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Macau	澳門	450,000	371,777	30,552	22,724
Hong Kong	香港	145,550	167,944	7,827	5,956
The PRC	中國	122,020	41,112	10,734	14,948
Others	其他	25	–	–	–
		717,595	580,833	49,113	43,628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

6. SEGMENT INFORMATION (continued) Information about major customers

Revenue from external customers of the corresponding years contributing over 10% or more of the total revenue of the Group are as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	86,246	N/A不適用 ¹
Customer B	客戶B	85,601	N/A不適用 ¹

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group for the year ended 31 December 2022.

6. 分部資料(續) 主要客戶的資料

以下為相應年度來自對本集團的總收益貢獻10%以上的外部客戶的收益：

¹ 截至2022年12月31日止年度，相應收益對本集團總收益的貢獻未達10%以上。

7. OTHER INCOME

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Government grants (Note (i))	政府補助(附註(i))	4,921	2,687
Incentives from vendors for marketing events (Note (ii))	就營銷活動從供應商獲得的獎勵(附註(ii))	835	1,636
Interest income on:	利息收入：		
– bank deposits	– 銀行存款	1,464	569
– finance lease receivables	– 融資租賃應收款項	586	595
– financing components in relation to contracts with customers	– 與客戶合約有關的融資部分	197	100
Others	其他	166	105
		8,169	5,692

Notes:

- (i) For the years ended 31 December 2023 and 2022, a city in the PRC, where one of the subsidiaries operates, has granted conditional financial subsidies, based on the size of the properties leased, to businesses in the technological sector that are operating within the designated area for regional growth.
- (ii) Certain vendors of the Group have agreed to grant certain amount of incentives to reward the Group for hosting marketing events that promote business activities and opportunities in relation to their brands.

附註：

- (i) 截至2023年及2022年12月31日止年度，其中一間附屬公司經營所在的中國城市已根據租賃物業的規模向在指定區域經營的科技行業企業提供有條件的財政補貼，以促進區域增長。
- (ii) 本集團若干供應商同意授出一定獎勵以獎勵本集團舉行營銷活動推廣業務及促進與品牌有關的機會。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

8. IMPAIRMENT LOSSES UNDER EXPECTED CREDIT LOSS MODEL, NET OF REVERSAL

8. 預期信貸虧損模式下的減值虧損 (撥回減值虧損淨額)

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Impairment losses recognised (reversed) on:	已確認(已撥回)減值虧損：		
– trade receivables	– 貿易應收款項	620	(1,218)
– contract assets	– 合約資產	(260)	278
– finance lease receivables	– 融資租賃應收款項	93	(51)
		453	(991)

Details of impairment assessment are set out in note 34.

減值評估詳情載於附註34。

9. FINANCE COSTS

9. 融資成本

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Interest on borrowings	借款利息	109	664
Interest on lease liabilities	租賃負債利息	703	472
Interest on financial liability for redeemable rights	可贖回金融負債利息	–	1,091
Other finance costs	其他融資成本	18	26
		830	2,253

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

10. PROFIT FOR THE YEAR

Profit for the year has been arrived at after charging (crediting):

10. 年內溢利

年內溢利經扣除(計入)以下各項後得出：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	2,293	2,601
– Non-audit services	– 非核數服務	98	17
Amortisation of intangible assets	無形資產攤銷	871	1,000
Cost of inventories sold and services provided	已售存貨及已提供服務的 成本	562,343	443,953
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,861	4,329
Depreciation of right-of-use assets	使用權資產折舊	9,103	7,351
Employee benefit expenses (including directors' emoluments and contributions to retirement benefits scheme)	僱員福利開支(包括董事酬金 及退休福利計劃供款)	112,149	90,221
Expense relating to short-term leases	短期租賃的開支	175	290
Listing expenses	上市開支	–	8,616
(Reversal of) write-down of inventories	存貨(撥回)撇減	(744)	1,475
Provision for onerous contract	虧損合約撥備	–	1,893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, is as follows:

2023

	Director's fee	Salaries, wages and bonus	Pension costs – defined contribution plan	Social security allowances, and other employee benefit	Other emoluments paid or receivable in connection with the management of the Group or its subsidiaries	Total	
	董事袍金	薪金、工資及分紅	退休金成本— 界定供款計劃	社會保障基金、津貼及其他僱員福利	其他已付酬金或與本集團或其附屬公司管理層有關的應收款項	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	
Executive Directors	執行董事						
Mr. Chao	周先生	120	630	-	2,907	-	3,657
Ms. Chiu Koon Chi ("Ms. Chiu")	趙冠芝女士(「趙女士」)	120	-	-	-	-	120
Ms. Lei Sok Han ("Ms. Lei")	李淑嫻女士(「李女士」)	120	592	-	270	-	982
Mr. Ng Hong Kei ("Mr. Ng")	吳鴻祺先生(「吳先生」)	120	592	-	177	-	889
Non-executive Director	非執行董事						
Mr. Li Haodong ("Mr. Li")	李浩東先生(「李先生」)	-	-	-	-	-	-
Independent non-executive Directors ("INEDs")	獨立非執行董事						
Mr. Man Wing Pong ("Mr. Man")	文永邦先生(「文先生」)	180	-	-	-	-	180
Mr. Suen Chi Wai ("Mr. Suen")	孫志偉先生(「孫先生」)	180	-	-	-	-	180
Mr. U Seng Pan ("Mr. U")	余成斌先生(「余先生」)	180	-	-	-	-	180
		1,020	1,814	-	3,354	-	6,188

The executive directors' emoluments shown above were 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 for their services as directors of the Company.

11. 董事及主要行政人員酬金

根據適用上市規則及香港公司條例披露的本年度董事及主要行政人員薪酬如下：

2023年

上述執行董事的酬金為彼等就管理本公司及本集團事務所提供服務的酬金。

上述獨立非執行董事的酬金為彼等擔任本公司董事所提供服務的酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued) 11. 董事及主要行政人員酬金(續)

2022

2022年

	Director's fee	Salaries, wages and bonus	Pension costs – defined contribution plan	Social security fund, and other employee benefit	Other emoluments paid or receivable in connection with the management of the Group or its subsidiaries	Total
	董事袍金	薪金、工資及分紅	退休金成本— 界定供款計劃	津貼及其他 僱員福利	其他已付酬金 或與本集團 或其附屬公司 管理層有關的 應收款項	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
Executive Directors						
Mr. Chao	64	630	-	2,907	-	3,601
Ms. Chiu	64	-	-	-	-	64
Ms. Lei	64	592	-	401	-	1,057
Mr. Ng	64	592	-	643	-	1,299
Non-executive Director						
Mr. Li	-	-	-	-	-	-
INEDs						
Mr. Man (Note (i))	96	-	-	-	-	96
Mr. Suen (Note (i))	96	-	-	-	-	96
Mr. U (Note (i))	96	-	-	-	-	96
	544	1,814	-	3,951	-	6,309

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

上述執行董事的酬金為彼等就管理本公司及本集團事務所提供服務的酬金。

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

上述獨立非執行董事的酬金為彼等擔任本公司董事所提供服務的酬金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

Notes:

- (i) Mr. Man, Mr. Suen and Mr. U were appointed as the INEDs on 20 June 2022.
- (ii) No emoluments were paid by the Group to any director as an inducement to join or upon joining the Group during the year ended 31 December 2023 (2022: nil).
- (iii) None of the directors has waived or agreed to waive any emoluments during the year ended 31 December 2023 (2022: nil).
- (iv) No retirement benefits were paid to or receivable by any directors, and no payments were made to the directors as compensation for early termination of appointment during the year ended 31 December 2023 (2022: nil).
- (v) No consideration was provided to or receivable by third parties for making available directors' services during the year ended 31 December 2023 (2022: nil).
- (vi) There were no loans, quasi-loans and other dealing arrangements in favour of the directors, or controlled body corporates and connected entities of such directors during the year ended 31 December 2023 (2022: nil).
- (vii) Except for mentioned above, there were no significant transactions, agreements and contracts in relation to the Group's business to which the Company or any of the operating companies were a party and in which a director of the Company had material interest, whether directly or indirectly, subsisted during the year ended 31 December 2023 (2022: nil).

11. 董事及主要行政人員酬金(續)

附註：

- (i) 文先生、孫先生及余先生於2022年6月20日獲委任為獨立非執行董事。
- (ii) 於截至2023年12月31日止年度，本集團概無向任何董事支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵(2022年：無)。
- (iii) 於截至2023年12月31日止年度，概無董事放棄或同意放棄任何薪酬(2022年：無)。
- (iv) 於截至2023年12月31日止年度，概無任何董事獲支付或應收任何退休福利，亦無向董事支付任何款項作為提前終止委任的補償(2022年：無)。
- (v) 於截至2023年12月31日止年度，概無就獲提供董事服務而給予第三方或第三方應收的代價(2022年：無)。
- (vi) 於截至2023年12月31日止年度，概無以董事、董事的受控制法團及關連實體為受益人的貸款、準貸款及其他交易安排(2022年：無)。
- (vii) 除上文所述者外，本公司或任何營運公司概無就本集團業務訂立本公司董事於其中擁有重大權益(不論直接或間接)且於截至2023年12月31日止年度存續的重大交易、協議及合約(2022年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

12. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals of the Group during the year included one director (2022: one director). Details of whose remuneration are set out in note 11 above. Details of the remuneration for the year of the remaining four (2022: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, wages and bonuses	薪金、工資及分紅	2,090	1,734
Sales commission expenses	銷售佣金開支	2,676	6,515
Pension costs – defined contribution plan	退休金成本 – 界定供款計劃	36	18
Social security fund, housing and other employee benefits	社會保障基金、住房及其他僱員福利	467	468
		5,269	8,735

The number of the highest paid individuals who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		Number of individuals 人數	
		2023	2022
		2023年	2022年
HK\$1,000,001–HK\$1,500,000	1,000,001港元至1,500,000港元	3	–
HK\$1,500,001–HK\$2,000,000	1,500,001港元至2,000,000港元	1	3
HK\$2,500,001–HK\$3,000,000	2,500,001港元至3,000,000港元	–	1
		4	4

No emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the year ended 31 December 2023 (2022: nil).

12. 五名最高薪酬人士

年內，本集團五名最高薪酬人士包括一名董事（2022年：一名董事）。彼等的酬金載列於上文附註11。年內，餘下四名（2022年：四名）最高薪酬僱員（並非本公司董事或主要行政人員）的酬金詳情如下：

酬金屬以下範圍的非本公司董事的最高薪酬人員人數如下：

於截至2023年12月31日止年度，本集團概無向任何五名最高薪酬人士支付薪酬，作為吸引彼等加入本集團或加入本集團後的獎勵或者離任的補償（2022年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

13. INCOME TAX EXPENSE

13. 所得稅開支

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Current income tax	即期所得稅		
– Macau Complementary Tax	– 澳門所得補充稅	1,914	3,210
– Hong Kong Profits Tax	– 香港利得稅	–	888
		1,914	4,098
Overprovision in prior years	過往年度超額撥備	(6)	(130)
		1,908	3,968
Deferred taxation (Note 19)	遞延稅項(附註19)	1,036	(540)
		2,944	3,428

The Group's principal applicable taxes and tax rates are as follows:

Macau

The entities within the Group incorporated in Macau are subject to Macau Complementary Tax at progressive rates ranging from 3% to 9% on the taxable income above 32,000 Macanese Pataca ("MOP") but below MOP300,000, and thereafter at a fixed rate of 12%. For the year ended 31 December 2023, the Macau tax authority introduced a one-time incentive that raised the tax-exempt income ceiling from MOP32,000 to MOP600,000. Consequently, profits surpassing MOP600,000 are subject to the standard 12% fixed tax rate.

Hong Kong

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

本集團的主要適用稅項及稅率如下：

澳門

於澳門註冊成立的本集團內實體須就高於32,000澳門元(「澳門元」)但低於300,000澳門元的應課稅收入按介乎3%至9%的累進稅率支付澳門所得補充稅，該範圍以上則按固定稅率12%支付所得補充稅。截至2023年12月31日止年度，澳門財政局推出一項一次性獎勵，將免稅額上限由32,000澳門元增至600,000澳門元。因此，超過600,000澳門元的溢利按標準固定稅率12%納稅。

香港

根據香港利得稅的利得稅率兩級制，合資格集團實體的首2百萬港元溢利的稅率為8.25%，而超過2百萬港元的溢利的稅率為16.5%。不符合利得稅率兩級制資格的集團實體的溢利將繼續按16.5%的統一稅率繳稅。因此，估計應課稅溢利中的首2百萬港元按8.25%計算合資格集團實體的香港利得稅，估計應課稅溢利超過2百萬港元則按16.5%計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

13. INCOME TAX EXPENSE (continued)

The PRC

Under the Law of the PRC on Enterprise Income Tax (the “**EIT Law**”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

The income tax expense for the year can be reconciled from the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

13. 所得稅開支(續)

中國

根據中國企業所得稅法(「**企業所得稅法**」)及企業所得稅法的實施細則，中國附屬公司於兩個年度之稅率均為25%。

年內所得稅開支可與綜合損益及其他全面收入表內的除稅前溢利對賬如下：

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Profit before tax	除稅前溢利	7,446	6,676
Tax at the Macau complementary tax rate	按澳門所得補充稅稅率計算之稅項	894	801
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅項影響	(129)	(162)
Tax effect of expenses not deductible for tax purpose	不可抵扣稅項開支之稅項影響	23	27
Overprovision in respect of prior years	過往年度超額撥備	(6)	(130)
Tax effect of tax losses not recognised	未確認稅項虧損之稅項影響	2,002	1,726
Effect of different tax rates of subsidiaries operating in other jurisdiction	在其他司法權區經營的附屬公司不同稅率之影響	553	1,206
Others	其他	(393)	(40)
Income tax expense for the year	年內所得稅開支	2,944	3,428

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

14. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the Group's profit attributable to the owners of the Company of HK\$4,502,000 (2022: HK\$3,252,000) and the weighted average number of ordinary shares calculated below.

	2023 2023年	2022 2022年
Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share	500,000,000	417,803,000

No diluted earning per share for the year ended 31 December 2023 were presented as the Company has no dilutive potential ordinary shares outstanding during the year.

The computation of diluted earnings per share for the year ended 31 December 2022 did not assume the exercise of redeemable rights attached to the Company's share issued to certain pre-initial public offerings ("Pre-IPO") investor, which were lapsed upon the listing of the Company's share on the Stock Exchange on 15 July 2022, as the exercise prices of those rights are higher than the average market prices of the shares of the Company for the year ended 31 December 2022.

14. 每股盈利

每股基本及攤薄盈利乃按本公司擁有人應佔本集團溢利4,502,000港元(2022年: 3,252,000港元)及普通股加權平均數計算,如下所示。

由於本公司於年內並無發行在外攤薄潛在普通股,故截至2023年12月31日止年度並無呈列每股攤薄盈利。

計算截至2022年12月31日止年度每股攤薄盈利時並未假設行使發行予若干首次公開發售前(「首次公開發售前」)投資者的本公司股份所附帶的可贖回權,上述權利於本公司股份於2022年7月15日在聯交所上市後失效,原因是該等權利的行使價高於本公司截至2022年12月31日止年度的股份平均市價。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Computer equipment 電腦設備 HK\$'000 千港元	Furniture and fixture 傢俱傢私 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Leasehold improvement 租賃改良 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日								
Cost	成本	10,381	842	911	8,577	5,463	628	-	26,802
Accumulated depreciation	累計折舊	(6,984)	(583)	(457)	(7,470)	(335)	(115)	-	(15,944)
Carrying values	賬面值	3,397	259	454	1,107	5,128	513	-	10,858
Year ended 31 December 2022	截至2022年12月31日止年度								
Opening carrying values	年初賬面值	3,397	259	454	1,107	5,128	513	-	10,858
Additions	添置	2,437	720	232	3,942	-	-	1,705	9,036
Depreciation	折舊	(1,878)	(143)	(178)	(1,736)	(268)	(126)	-	(4,329)
Exchange realignment	匯兌調整	(112)	-	(16)	(50)	(526)	-	-	(704)
Closing carrying values	年末賬面值	3,844	836	492	3,263	4,334	387	1,705	14,861
At 31 December 2022	於2022年12月31日								
Cost	成本	12,818	1,562	1,143	12,519	5,463	628	1,705	35,838
Accumulated depreciation	累計折舊	(8,974)	(726)	(651)	(9,256)	(1,129)	(241)	-	(20,977)
Carrying values	賬面值	3,844	836	492	3,263	4,334	387	1,705	14,861
Year ended 31 December 2023	截至2023年12月31日止年度								
Opening carrying values	年初賬面值	3,844	836	492	3,263	4,334	387	1,705	14,861
Additions	添置	3,729	-	265	693	-	-	-	4,687
Depreciation	折舊	(2,352)	(237)	(363)	(2,678)	(105)	(126)	-	(5,861)
Transfer from construction in progress	轉讓自在建工程	-	-	-	1,614	-	-	(1,614)	-
Transfer to investment property (Note)	轉讓至投資物業(附註)	-	-	-	-	(4,229)	-	-	(4,229)
Exchange realignment	匯兌調整	-	-	-	(35)	-	-	(91)	(126)
Closing carrying values	年末賬面值	5,221	599	394	2,857	-	261	-	9,332
At 31 December 2023	於2023年12月31日								
Cost	成本	16,547	1,562	1,408	14,826	-	628	-	34,971
Accumulated depreciation	累計折舊	(11,326)	(963)	(1,014)	(11,969)	-	(367)	-	(25,639)
Carrying values	賬面值	5,221	599	394	2,857	-	261	-	9,332

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

15. PROPERTY, PLANT AND EQUIPMENT

(continued)

The above items of property, plant and equipment, except for construction in progress, after taking into account the residual values, are depreciated on a straight-line basis.

Depreciation is calculated using the straight-line method to allocate their costs less residual values over their estimated useful lives as follows:

Computer equipment	4 to 5 years
Furniture and fixture	4 to 5 years
Office equipment	5 years
Leasehold improvement	2 to 3 years or the remaining period of the lease, whichever is shorter
Buildings	20 years
Motor vehicles	5 years

Note: During the year, the Group reclassified its buildings with a carrying amount of HK\$4,229,000 from property, plant and equipment to investment property upon the end of occupation by the Group. The difference between the carrying amount and the fair value of that buildings, amounted to HK\$710,000, has been recognised in other comprehensive income and accumulated under revaluation reserve.

15. 物業、廠房及設備(續)

上述物業、廠房及設備項目(在建工程除外)於計及剩餘價值後按直線基準折舊。

折舊使用直線法於以下估計可使用年期內分配成本減剩餘價值計算：

電腦設備	4至5年
傢俱傢私	4至5年
辦公室設備	5年
租賃改良	2至3年或租賃的剩餘期(以較短者為準)
樓宇	20年
汽車	5年

附註：年內，本集團將賬面值為4,229,000港元的樓宇從物業、廠房及設備重新分類為投資物業，是由於本集團已停止佔用該樓宇。該樓宇賬面金額與公平值之間的差額710,000港元已在其他全面收入中確認，並在重估儲備中累計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

16. INVESTMENT PROPERTY

The Group leases out office under operating leases with rentals payable monthly. The lease runs for an initial period of 2 years, with unilateral rights to extend the lease beyond initial period held by lessee only.

The Group is not exposed to foreign currency risk as a result of the lease arrangement, as the lease is denominated in the functional currency of group entity. The lease contract does not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

16. 投資物業

本集團根據經營租賃出租辦公室，按月收取租金。租賃最初為期2年，只有承租人持有的單方面權利將租期延長至初始期限以外。

由於租賃以集團實體的功能貨幣計值，故本集團不會因租賃安排而承受外幣風險。租賃合約不包含殘值保證及／或承租人在租賃期末時購買物業的選擇權。

		HK\$'000 千港元
FAIR VALUE	公平值	
At 1 January 2022 and 31 December 2022	於2022年1月1日及2022年12月31日	-
Transfer from property, plant and equipment (Note 15)	從物業、廠房及設備轉出(附註15)	4,939
At 31 December 2023	於2023年12月31日	4,939

In estimating the fair value of investment property, it is the Group's policy to engage an independent qualified professional valuer to perform the valuations. The management works closely with the valuer to establish the appropriate valuation model or techniques and inputs to the model.

The fair value of the Group's investment property as at 31 December 2023 has been arrived at on the basis of a valuation carried out by APAC Appraisal and Consulting Limited, independent qualified professional valuers not connected to the Group.

The valuation has been arrived at using direct comparison method by reference to market evidence of transaction prices for similar properties in the same locations and conditions.

In estimating the fair value of the Group's investment property, the highest and best use of the property is its current use. The fair value of the Group's investment property has been adjusted to exclude prepaid or accrued operating lease income to avoid double counting.

估計投資物業的公平值時，本集團的政策乃聘用獨立合資格專業估值師進行估值。管理層與估值師密切合作，建立適當的估值模式或技術及模式輸入數據。

本集團的投資物業於2023年12月31日的公平值乃根據與本集團並無關連的獨立合資格專業估值師亞太估值及顧問有限公司進行的估值而釐定。

估值以直接比較法參考相同地區及狀態的類似物業交易價的市場憑證得出。

於估計本集團投資物業的公平值時，目前用途為物業的最高且最佳用途。本集團投資物業的公平值已予調整，以剔除預付或應計經營租賃收入，避免重複計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

16. INVESTMENT PROPERTY (continued)

The following table gives information about how the fair values of the investment property is determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

Investment properties held by the Group in the consolidated statement of financial position 本集團於綜合財務狀況表持有的投資物業	Valuation technique 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
Commercial property in the PRC: HK\$4,939,000	Direct comparison method with unit sales rate as key input.	Unit sales rate, taking into account the time, location, and individual factors such as footage and size, between the comparable and the property, ranging from RMB29,911 to RMB32,417 per square meter ("sq.m").	An increase in the market unit rate used would result in an increase in fair value, and vice versa.
於中國的商業物業： 4,939,000港元	直接比較法，以單位銷售價格作為主要輸入數據。	考慮到時間、地點及對照物業與物業本身之間的門面闊度及面積等個別因素，單位銷售價格介於每平方米(「平方米」)人民幣29,911元至人民幣32,417元。	所用市場單位價格上升會導致公平值增加，反之亦然。

The fair value of the investment property at 31 December 2023 was measured using valuation technique with significant unobservable inputs and hence was classified as Level 3 of the fair value hierarchy.

As at 31 December 2023, the Group's investment property have been pledged to secure banking facilities granted to the Group.

16. 投資物業(續)

下表列出有關投資物業的公平值如何釐定的資料(尤其是所用的估值技術及輸入數據)，以及按公平值計量中的輸入數據可觀察程度，將公平值計量分類的公平值層級(第一至第三級)。

投資物業於2023年12月31日的公平值乃使用具有重大不可觀察輸入數據的估值技術計量，故分類為公平值層級第三級。

於2023年12月31日，本集團的投資物業已被質押，為本集團獲授的銀行融資提供擔保。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

17. RIGHT-OF-USE ASSETS

17. 使用權資產

		Office properties 辦公物業 HK\$'000 千港元	Office equipment 辦公設備 HK\$'000 千港元	Staff quarters 職工宿舍 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日				
Carrying amount	賬面值	9,450	214	424	10,088
As at 31 December 2022	於2022年12月31日				
Carrying amount	賬面值	10,844	194	360	11,398
For the year ended 31 December 2023	截至2023年12月31日 止年度				
Depreciation charge	折舊費用	8,663	58	382	9,103
Exchange adjustments	匯兌調整	(23)	–	–	(23)
		8,640	58	382	9,080
For the year ended 31 December 2022	截至2022年12月31日 止年度				
Depreciation charge	折舊費用	7,029	52	270	7,351
Exchange adjustments	匯兌調整	673	–	–	673
		7,702	52	270	8,024
				2023	2022
				2023年	2022年
				HK\$'000	HK\$'000
				千港元	千港元
Expense relating to short-term	短期開支			175	290
Total cash outflow for leases	租賃的現金流出總額			9,671	8,394
Additions to right-of-use assets	添置使用權資產			7,770	10,306



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

17. RIGHT-OF-USE ASSETS (continued)

For both years, the Group leases various office properties, offices equipment and staff quarters for its operations. Lease contracts are entered into for fixed term of 1 year to 5 years (2022: 1 year to 5 years), but may have extension and termination options as described below. Lease terms are negotiated on an individual basis and contain different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

The Group regularly entered into short-term leases for equipment. As at 31 December 2023 and 2022, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed above.

As at 31 December 2023 and 2022, the Group had no lease with variable lease payment. The lease agreements do not impose any extension or termination options which are exercisable only by the Group and not by the respective lessors.

As at 31 December 2023 and 2022, the Group does not provide residual value guarantees in relation to leases arrangements. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

As at 31 December 2023 and 2022, the Group has no leases that are committed but not yet commenced.

17. 使用權資產(續)

於兩個年度，本集團均為其業務營運租賃各種辦公物業、辦公設備及職工宿舍。租賃合約的固定期限為1年至5年(2022年：1年至5年)，但可能有下文所述的延期或終止選擇權。租期按個別租約進行磋商，包含不同條款及條件。釐定租期及評估不可撤銷期限的時長時，本集團應用合約的釋義並釐定合約可執行的期限。

本集團就設備定期訂立短期租賃。於2023年及2022年12月31日，短期租賃組合與上文所披露短期租賃開支的短期租賃組合相若。

於2023年及2022年12月31日，本集團並無可變租賃付款的租賃。租賃協議並無施加僅可由本集團而非對應出租人行使的任何延期或終止選擇權。

於2023年及2022年12月31日，本集團並無就租賃安排提供剩餘價值擔保。除出租人持有的租賃資產的擔保權益外，租賃協議並無施加任何契諾。

於2023年及2022年12月31日，本集團並無已承擔但尚未開始的租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

18. INTANGIBLE ASSETS

18. 無形資產

		Software 軟件 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	
Cost	成本	4,412
Accumulated amortisation	累計攤銷	(1,990)
Carrying values		2,422
Year ended 31 December 2022	截至2022年12月31日止年度	
Opening carrying values	年初賬面值	2,422
Additions	添置	165
Amortisation	攤銷	(1,000)
Exchange realignment	匯兌調整	(5)
Closing carrying values		1,582
At 31 December 2022	於2022年12月31日	
Cost	成本	4,577
Accumulated amortisation	累計攤銷	(2,995)
Carrying values		1,582
Year ended 31 December 2023	截至2023年12月31日止年度	
Opening carrying values	年初賬面值	1,582
Additions	添置	65
Amortisation	攤銷	(871)
Closing carrying values		776
At 31 December 2023	於2023年12月31日	
Cost	成本	4,642
Accumulated amortisation	累計攤銷	(3,866)
Carrying values		776

The above intangible assets have finite useful lives. Such intangible assets are amortised on a straight-line basis over the following periods:

上述無形資產具有有限使用年期。該等無形資產於以下期間按直線法攤銷：

Software	4 years	軟件	4年
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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

19. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balances for financial reporting purposes:

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	1,567	1,379
Deferred tax liabilities	遞延稅項負債	(1,224)	-
		343	1,379

The following are the major deferred tax assets (liabilities) recognised and movements thereon during the current and prior years:

19. 遞延稅項

就綜合財務狀況表的呈列而言，若干遞延稅項資產及負債已被抵銷。下表為就財務申報目的之遞延稅項結餘分析：

以下為本年度及過往年度已確認的主要遞延稅項資產(負債)及有關變動：

		(Accelerated) decelerated tax depreciation (加速)減速 稅項折舊 HK\$'000 千港元	Write- down of inventories 撇銷存貨 HK\$'000 千港元	Impairment losses under ECL model 預期信貸 虧損模式下 的減值虧損 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Right- of-use assets 使用權資產 HK\$'000 千港元	Provision for onerous contract 虧損 合約撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	(250)	944	145	-	-	-	839
Credit (charge) to profit or loss	於損益計入(扣除)	246	196	(129)	-	-	227	540
At 31 December 2022	於2022年12月31日	(4)	1,140	16	-	-	227	1,379
Credit (charge) to profit or loss	於損益計入(扣除)	10	(730)	73	1,062	(1,224)	(227)	(1,036)
At 31 December 2023	於2023年12月31日	6	410	89	1,062	(1,224)	-	343

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

19. DEFERRED TAXATION (continued)

At the end of the reporting period, the Group has unused tax losses of approximately HK\$34,422,000 (2022: HK\$17,886,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$19,851,000 (2022: HK\$14,935,000) with expiry dates as disclosed in the following table. Other losses may be carried forward indefinitely.

19. 遞延稅項(續)

於報告期末，本集團有未動用稅項虧損約34,422,000港元(2022年：17,886,000港元)可用於抵銷未來溢利。由於無法預測未來溢利來源，故並無就該等虧損確認遞延稅項資產。未確認稅項虧損包括到期日期如下表所披露的虧損約19,851,000港元(2022年：14,935,000港元)。其他虧損可無限期結轉。

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
2025	2025年	10	10
2026	2026年	447	571
2027	2027年	9,774	14,354
2028	2028年	9,620	-
		19,851	14,935

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

20. FINANCE LEASE RECEIVABLES

The Group entered into finance lease arrangements as a lessor for equipment. The average terms of finance leases entered into usually range from 3 to 5 years. All interest rates inherent in the leases are fixed at the contract date over the lease terms.

20. 融資租賃應收款項

本集團(作為出租人)就設備訂立融資租賃安排。訂立融資租賃之平均期限通常為3至5年。租賃之所有固有利率按租期於合約日期釐定。

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Finance lease receivables comprise undiscounted minimum lease payments:	融資租賃應收款項包括未貼現最低租賃付款：		
Within 1 year	1年內	7,630	5,388
In the 2nd year	第2年	5,445	5,359
In the 3rd year	第3年	1,907	3,688
In the 4th year	第4年	1,698	210
In the 5th year	第5年	963	2
Gross investment in the lease	租賃投資總額	17,643	14,647
Less: unearned finance income	減：未賺取的融資收入	(1,066)	(551)
Less: allowance for credit losses	減：信貸虧損撥備	(152)	(59)
Present value of minimum lease payments	最低租賃付款現值	16,425	14,037
Analysed as:	分析為：		
Current	流動	6,484	5,301
Non-current	非流動	9,941	8,736
		16,425	14,037

Interest rates implicit in the above finance leases range from 2.3% to 20.4% (2022: 2.2% to 20.4%).

上述融資租賃所含利率介乎2.3%至20.4% (2022年：2.2%至20.4%)。

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities.

由於所有租賃均以集團實體各自的功能貨幣計值，故本集團並無因租賃安排而面臨外匯風險。

Details of impairment assessment are set out in note 34.

減值評估詳情載於附註34。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

21. CONTRACT ASSETS

21. 合約資產

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Professional IT services	專業IT服務	148,119	83,802
IT maintenance and consultancy services	IT維護及諮詢服務	6,008	4,580
Managed services	託管服務	2,462	962
		156,589	89,344
Less: Allowance for credit losses	減：信貸虧損撥備	(643)	(857)
		155,946	88,487

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Analysed as:	分析為：		
Current	流動	148,594	79,818
Non-current	非流動	7,352	8,669
		155,946	88,487

As at 1 January 2022, contract assets amounted to HK\$84,974,000.

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on the Group's future performance. The contract assets are transferred to trade receivables when the rights become unconditional.

Contract assets, that are not expected to be settled within the Group's normal operating cycle, are classified as current and non-current based on expected settlement dates.

於2022年1月1日，合約資產為84,974,000港元。

合約資產主要與本集團收取已完成及未開票工作代價的權利有關，因為該等權利以本集團未來的履約情況為條件。當該等權利成為無條件時，合約資產將轉撥至貿易應收款項。

預期不會在本集團的正常營運週期內結算的合約資產，會按預期結算日期分類為流動及非流動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

21. CONTRACT ASSETS (continued)

Typical payment terms which impact on the amount of contract assets recognised are as follows:

Professional IT services

The Group's contracts include payment schedules which require stage payments over the service period once certain specified milestones are reached. The Group requires certain customers to provide upfront deposits 30% of total contract sum as part of its credit risk management policies.

The Group also typically agrees to a retention period ranging from 2 to 4 years for 10% of the contract value. This amount is included in contract assets until the end of the retention period as the Group's entitlement to this final payment is conditioned on completion of the retention period.

The Group classifies these contract assets as current because the Group expects to realise them in its normal operating cycle.

IT maintenance and consultancy services

The contract assets represent the Group's right to consideration in exchange for services that the Group has transferred to customers when that right is conditioned based on mutual agreement with customers, therefore a contract asset is recognised over the period in which the IT maintenance and consultancy services are performed.

22. INVENTORIES

	2023	2022
	2023年	2022年
	HK\$'000	HK\$'000
	千港元	千港元
Finished goods 成品	21,928	56,569

21. 合約資產(續)

會影響已確認合約資產金額的常見付款條款如下：

專業IT服務

本集團的合約包括一旦於服務期內達致若干特定里程碑則須作出階段付款的支付計劃。作為信貸風險管理政策的一部分，本集團要求若干客戶提供合約總額30%的預付按金。

本集團通常亦同意10%的合約價值的保留期介乎2至4年。該金額計入合約資產，直至保留期結束，原因在於本集團須待保留期結束後方有權取得該筆最終付款。

本集團將該等合約資產分類為流動資產，原因在於本集團預期於正常營運週期內變現該等資產。

IT維護及諮詢服務

合約資產指本集團就換取本集團向客戶轉讓的服務收取代價的權利(當該權利以與客戶的相互協議為條件時)，因此合約資產於進行IT維護及諮詢服務期間確認。

22. 存貨

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES 23. 貿易應收款項、按金、預付款項及其他應收款項

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Trade receivables	貿易應收款項		
Contracts with customers	客戶合約	181,513	149,253
Less: Allowance for credit losses	減：信貸虧損撥備	(1,607)	(1,806)
		179,906	147,447
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		
Deposits	按金	19,073	22,318
Prepayments	預付款項	74,912	51,017
Other receivables	其他應收款項	1,568	2,263
		95,553	75,598
Analysed as:	分析為：		
Current	流動	65,936	57,013
Non-current	非流動	29,617	18,585
		95,553	75,598

As at 1 January 2022, trade receivables from contracts with customers amounted to HK\$188,803,000.

於2022年1月1日，來自客戶合約的貿易應收款項為188,803,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

23. TRADE RECEIVABLES, DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES

(continued)

The credit terms of trade receivables granted by the Group are generally 1 to 3 months. The following is an aged analysis of trade receivables presented based on invoice dates:

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Up to 3 months	3個月以內	112,883	114,727
Over 3 months and within 6 months	3個月以上6個月以內	57,871	12,385
Over 6 months and within 1 year	6個月以上1年以內	5,376	4,058
Over 1 year	1年以上	5,383	18,083
		181,513	149,253

As at 31 December 2023, included in trade receivables are bills amounting to HK\$5,547,000 (2022: nil) that were discounted to bank on a full recourse basis. Since the substantial risks and rewards of the ownership of the bills have not been transferred taking into account the credit quality of the issuing counterparties, the Group continues to recognise the full carrying amount of those discounted receivables and has recognised the associated liabilities as borrowings as disclosed in note 32. All bills received by the Group are with a maturity period of less than one year.

As at 31 December 2023, included in the Group's trade receivable balance are debtors with aggregate carrying amount of HK\$59,460,000 (2022: HK\$57,802,000) which are past due at the reporting date. Out of the past due balances, HK\$19,585,000 (2022: HK\$20,772,000) has been past due 90 days or more and is not considered as in default because it's the industry's practice that payments are usually made after the due dates. The Group does not hold any collateral over these balances. Trade receivables which are neither past due nor impaired are in good quality with satisfactory repayment history in the past.

Details of impairment assessment of trade and other receivables are set out in note 34.

23. 貿易應收款項、按金、預付款項及其他應收款項(續)

本集團一般授予貿易應收款項1至3個月的信貸期。按發票日期呈列的貿易應收款項賬齡分析如下：

於2023年12月31日，貿易應收款項中包括以完全追索權基準向銀行貼現的票據5,547,000港元(2022年：無)。由於考慮出票方的信用質量而未將票據之絕大部分所有權風險及報酬進行轉移，本集團繼續悉數確認該等已貼現應收款項之賬面值及已確認其相關負債為借款(按附註32所披露)。本集團所有已收票據的到期日均少於一年。

於2023年12月31日，本集團貿易應收款項結餘包括於報告日期逾期的賬面總值59,460,000港元(2022年：57,802,000港元)的應收賬款。逾期結餘中，19,585,000港元(2022年：20,772,000港元)已逾期90日或以上，由於根據行業慣例，付款通常在到期日之後進行，因此不視為違約。本集團並無就該等結餘持有任何抵押品。既無逾期亦無減值的貿易應收款項質量良好，且過往還款記錄令人滿意。

貿易及其他應收款項的減值評估詳情載於附註34。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

24. CONTRACT COSTS

24. 合約成本

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Incremental costs to obtain contracts (Note (i))	取得合約的增量成本(附註(i))	2,873	1,175
Costs to fulfill contracts – Setup costs (Note (ii))	履行合約的成本－開展業務成本(附註(ii))	1,028	1,687
		3,901	2,862
Analysed as:	分析為：		
Current	流動	3,901	2,826
Non-current	非流動	–	36
		3,901	2,862

Notes:

- (i) Contract costs capitalised relate to the incremental sales commissions paid to the sales personnel upon successful negotiation of long-term contracts. Contract costs are recognised as part of selling expenses in the consolidated statement of profit or loss and other comprehensive income in the period in which revenue is recognised. The amount of capitalised costs recognised in profit or loss during the year was HK\$8,293,000 (2022: HK\$9,360,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the years ended 31 December 2023 and 2022.

The Group applies the practical expedient and recognises the incremental costs of obtaining contracts relating to the sales of goods and services as an expense when incurred if the amortisation period of the assets that the Group otherwise would have recognised is one year or less.

- (ii) The Group has also incurred direct labour costs from the engineers for fulfilling the obligations in relation to the software development contracts. The labour costs are directly related to the software development contracts, used to fulfil performance obligations of the contracts and are expected to be recovered. The amount of capitalised costs recognised in profit or loss during the year was HK\$1,661,000 (2022: HK\$2,010,000). There was no impairment in relation to the opening balance of capitalised costs or the costs capitalised during the years ended 31 December 2023 and 2022.

附註：

- (i) 資本化合約成本乃關於成功協商長期合約時向銷售人員支付的增量銷售佣金。合約成本於確認收益期間於綜合損益及其他全面收入表確認為銷售開支的一部分。年內於損益確認的資本化成本金額為8,293,000港元(2022年：9,360,000港元)。截至2023年及2022年12月31日止年度，資本化成本的年初結餘或年內資本化成本並無減值。

本集團採用實務權宜作法，倘本集團原應確認的該等資產的攤銷期間為一年或以內，則取得與銷售貨品及服務有關的合約的增量成本，於產生時確認為開支。

- (ii) 本集團亦因履行與軟件開發合約相關的責任而產生來自工程師的直接勞工成本。勞工成本與軟件開發合約直接相關，用於履約義務及預計可收回。年內於損益確認的資本化成本金額為1,661,000港元(2022年：2,010,000港元)。截至2023年及2022年12月31日止年度，資本化成本的年初結餘或年內資本化成本並無減值。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

25. AMOUNT DUE FROM NON-CONTROLLING INTEREST

The amount due from non-controlling interest was unsecured, non-interest bearing and fully settled during the year.

26. PLEDGED BANK DEPOSITS, AND CASH AND CASH EQUIVALENTS

Cash and cash equivalents include demand deposits for the purpose of meeting the Group's short term cash commitments, which carry interest at market rates which ranged from 0.001% to 3.1% (2022: 0.001% to 3.1%).

Pledged bank deposits carry fixed interest rates range from 1% to 3.6% (2022: 0.75% to 2.5%) per annum and represent deposits pledged to banks as a security for a bank facility and a bank guarantee requested by a supplier. Deposits amounting to HK\$53,317,000 (2022: HK\$53,317,000) have been pledged and are therefore classified as current assets. The pledged bank deposits will be released upon the settlement of relevant bank borrowings.

Details of impairment assessment of bank balances and pledged bank deposits are set out in note 34.

25. 應收非控股權益款項

應收非控股權益款項無抵押、不計息且於年內已悉數結清。

26. 已抵押銀行存款與現金及現金等價物

現金及現金等價物包括活期存款，目的為履行本集團的短期現金承諾，按市場利率介乎0.001%至3.1%（2022年：0.001%至3.1%）計息。

已抵押銀行存款按固定年利率介乎1%至3.6%（2022年：0.75%至2.5%）計息，指已抵押予銀行作為取得銀行授信及因供應商要求而取得銀行擔保的保證金。存款53,317,000港元（2022年：53,317,000港元）已抵押，因此分類為流動資產。已抵押銀行存款將於結清相關銀行借款時解除。

銀行結餘及已抵押銀行存款的減值評估詳情載於附註34。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

27. SHARE CAPITAL

27. 股本

		Number of Shares 股份數目 '000 千股	Nominal value of Shares 股份面值 HK\$'000 千港元
Ordinary Shares of HK\$0.01 each	每股面值0.01港元之普通股		
Authorised	法定		
At 1 January 2022	於2022年1月1日	38,000	380
Additions during the year (Note (i))	年內增加(附註(i))	9,962,000	99,620
At 31 December 2022 and 31 December 2023	於2022年12月31日及 2023年12月31日	10,000,000	100,000
Issued and fully paid	已發行及繳足		
At 1 January 2022	於2022年1月1日	11,142	-
Shares issued pursuant to the Capitalisation Issue (Note (ii))	根據資本化發行已發行的股份 (附註(ii))	374,988,858	3,750
Shares issued under the Global Offering (Note (iii))	根據全球發售已發行的股份 (附註(iii))	125,000,000	1,250
At 31 December 2022 and at 31 December 2023	於2022年12月31日及 2023年12月31日	500,000,000	5,000

Notes:

- (i) Pursuant to the meeting of the board dated 20 June 2022, the authorized share capital of the Company was increased from HK\$380,000 divided into 38,000,000 shares of par value of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 shares of par value of HK\$0.01 each by the creation of an additional 9,962,000,000 Shares of par value of HK\$0.01 each.
- (ii) On 15 July 2022, the Capitalisation Issue pursuant to the shareholders' resolution dated 20 June 2022 was effected. The Company issued 374,988,858 shares at par value of HK\$0.01 each to the then shareholders on 15 July 2022, by way of capitalisation of an amount of HK\$3,749,889 to the credit of the share premium account of the Company.
- (iii) On 15 July 2022, the Company issued a total of 125,000,000 ordinary shares at a price of HK\$1.08 per share upon the completion of the Global Offering. The number of total issued shares increased to 500,000,000 shares upon completion of the Capitalisation Issue and the Global Offering.

附註：

- (i) 根據2022年6月20日的董事會會議，透過增設額外9,962,000,000股，每股面值0.01港元的股份，將本公司的法定股本由380,000港元(分為38,000,000股，每股面值0.01港元的股份)增加至100,000,000港元(分為10,000,000,000股，每股面值0.01港元的股份)。
- (ii) 於2022年7月15日，資本化發行根據日期為2022年6月20日的股東決議案落實。於2022年7月15日，本公司透過將其股份溢價賬的進賬額3,749,889港元資本化，向當時的股東發行374,988,858股，每股面值0.01港元的股份。
- (iii) 於2022年7月15日，本公司在全球發售完成時以每股1.08港元的價格發行合共125,000,000股普通股。已發行股份總數在資本化發行及全球發售完成時增加至500,000,000股。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

28. SHARE-BASED PAYMENT

Equity-settled share option scheme of the Company

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 20 June 2022 for the primary purpose of providing selected participants with the opportunity to acquire proprietary interests in the Company and to encourage selected participants to work towards enhancing the value of the Company and the shares for the benefit of the Company and the Shareholders as a whole. The Scheme will provide the Company with a flexible means of either retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to selected participants. Under the Scheme, the directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company.

At 31 December 2023, the number of shares in respect of which options had been granted and remained outstanding under the Scheme was nil (2022: nil), representing 0% (2022: 0%) of the shares of the Company in issue at that date. The total number of shares in respect of which options may be granted under the Scheme is not permitted to exceed 10% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders.

The exercise price of options is determined by the directors of the Company and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

A nominal consideration of HK\$1.00 is payable upon acceptance of the grant of an option.

The total number of options available for grant, hence shares available for issue, under the Scheme is 50,000,000 which is 10% of the issued share capital of the Company as at 31 December 2023 and the date of this report.

Share options do not confer rights on the holders to dividends or to vote at Shareholders' meetings.

28. 股份支付

本公司以股權支付的購股權計劃

本公司根據於2022年6月20日通過的決議案採納購股權計劃(「該計劃」)，主要目的是為指定參與者提供收購本公司所有權權益的機會，並鼓勵指定參與者致力提升本公司及股份的價值，令本公司及股東整體獲益。該計劃將為本公司提供靈活的方式，以挽留、激勵、獎勵、酬勞、補償指定參與者及／或向其提供福利。根據該計劃，本公司董事可向合資格僱員(包括本公司及其附屬公司的董事)授出購股權，以認購本公司股份。

於2023年12月31日，根據該計劃已授出但仍未行使的購股權所涉及的股份數目為零股(2022年：零股)，相當於該日本公司已發行股份的0%(2022年：0%)。未經本公司股東事先批准，根據該計劃可能授出的購股權所涉及的股份總數不得超過本公司在任何時間點已發行股份的10%。未經本公司股東事先批准，在任何一年內向任何個人授出或可能授出的購股權所涉及的已發行及將發行的股份數目不得超過本公司在任何時間點已發行股份的1%。

購股權的行使價由本公司董事釐定，且將不低於(i)本公司股份於授出日期之收市價；(ii)緊接授出日期前五個營業日股份的平均收市價；及(iii)本公司股份面值之較高者。

接受購股權授予時應支付名義代價1.00港元。

根據該計劃可供授出的購股權總數(即可供發行的股份)為50,000,000股，佔本公司於2023年12月31日及本報告日期已發行股本的10%。

購股權並不賦予其持有人收取股息或於股東大會上投票之權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

28. SHARE-BASED PAYMENT (continued)

Equity-settled share option scheme of the Company (continued)

As at the date of this report, the remaining life of the Share Option Scheme is approximately 8.2 years.

As at 31 December 2023 and 2022, no share option is granted and exercised under the Scheme.

28. 股份支付(續)

本公司以股權支付的購股權計劃(續)

於本報告日期，購股權計劃剩餘期限約為8.2年。

於2023年及2022年12月31日概無根據該計劃授出及行使購股權。

29. LEASES LIABILITIES

29. 租賃負債

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Lease liabilities payable:	應付租賃負債：		
Within 1 year	1年內	7,139	6,647
Within a period of more than 1 year but not exceeding 2 years	超過1年但不超過2年的期間內	3,893	3,646
Within a period of more than 2 years but not exceeding 5 years	超過2年但不超過5年的期間內	125	1,865
		11,157	12,158
Less: Amount due for settlement within 12 months shown under current liabilities	減：於12個月內到期清償之金額(於流動負債項下列示)	(7,139)	(6,647)
Amount due for settlement after 12 months shown under non-current liabilities	於12個月後到期清償之金額(於非流動負債項下列示)	4,018	5,511

The weighted average incremental borrowing rates applied to lease liabilities range from 2.5% to 5% (2022: range from 2.5% to 5%) per annum.

應用於租賃負債的加權平均增量借款年利率介於2.5%至5%(2022年：介於2.5%至5%)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

29. LEASES LIABILITIES (continued)

Lease obligations that are denominated in currencies other than the functional currencies of the relevant group entities are set out below:

		MOP 澳門元 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日	3,198
As at 31 December 2022	於2022年12月31日	4,360

29. 租賃負債(續)

按除相關集團實體的功能貨幣以外之貨幣計值的租賃責任載列如下：

30. CONTRACT LIABILITIES

30. 合約負債

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Professional IT services	專業IT服務	5,543	60,728
IT maintenance and consultancy services	IT維護及諮詢服務	14,090	18,260
Managed services	託管服務	6,041	7,399
Distribution	分銷	2,088	971
Resale	轉售	1,723	880
		29,485	88,238
Analysed as:	分析為：		
Current	流動	26,678	84,735
Non-current	非流動	2,807	3,503
		29,485	88,238

As at 1 January 2022, contract liabilities amounted to HK\$50,902,000.

於2022年1月1日，合約負債為50,902,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

30. CONTRACT LIABILITIES (continued)

The following table shows how much of the revenue recognised relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

30. 合約負債(續)

下表呈列過往期間與結轉合約負債有關及與已履約責任有關的已確認收益金額。

		Professional IT services 專業IT服務 HK\$'000 千港元	IT maintenance and consultancy services IT維護及 諮詢服務 HK\$'000 千港元	Managed services 託管服務 HK\$'000 千港元	Distribution 分銷 HK\$'000 千港元	Resale 轉售 HK\$'000 千港元
For the year ended 31 December 2023	截至2023年12月31日 止年度					
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘 的已確認收益	59,022	13,417	7,143	21	831
For the year ended 31 December 2022	截至2022年12月31日 止年度					
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入年初合約負債結餘 的已確認收益	16,277	18,692	2,958	2,437	348

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

31. TRADE AND OTHER PAYABLES

31. 貿易及其他應付款項

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Trade payables	貿易應付款項	174,165	116,385
Salaries payable	應付工資	9,933	10,148
Accrued expenses	應計開支	4,343	4,235
Other taxes payable	其他應付稅項	113	785
Other payables	其他應付款項	2,388	2,107
Provision for onerous contract	虧損合約撥備	–	1,893
		190,942	135,553

Trade payables are unsecured and are usually paid within 1 to 3 months from recognition.

貿易應付款項為無抵押，通常須於確認後1至3個月內繳付。

The following is an aged analysis of trade payables presented based on the invoice date.

按發票日期呈列的貿易應付款項賬齡分析如下。

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Within 1 month	1個月以內	121,497	83,283
Over 1 month and within 3 months	1個月以上3個月以內	41,035	26,314
Over 3 months and within 1 year	3個月以上1年以內	11,605	6,702
Over 1 year	1年以上	28	86
		174,165	116,385

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

32. BORROWINGS

32. 借款

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Financial liabilities on bills discounted with recourse	附追索權貼現票據的金融負債	5,547	-
Other secured bank borrowings	其他有抵押銀行借款	5,505	-
		11,052	-
The carrying amounts of above borrowings are repayable:	上述借款的賬面值須於下列期間償還：		
Within 1 year	1年內	11,052	-

Included in the balance are fixed-rate bank borrowings which carry interest at rates ranging from 1.70% to 3.65% per annum (2022: nil).

結餘包括按介乎1.70%至3.65%之年利率計息之定息銀行借款(2022年：無)。

As at the end of the reporting period, the Group has the following undrawn borrowing facilities:

於報告期末，本集團有以下未提取銀行融資：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Fixed rate	固定利率		
- Expiring within 1 year	- 於1年內到期	85,550	50,000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

33. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes lease liabilities and borrowings disclosed in notes 29 and 32 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, share premium and reserves.

The management reviews the capital structure on a semi-annual basis. As part of this review, the management considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management, the Group will balance its overall capital structure through the payment of dividends and share buy-backs as well as the issue of new debt or the redemption of existing debt.

34. FINANCIAL INSTRUMENTS

Categories of financial instruments

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Financial assets	金融資產		
Amortised cost	攤銷成本	282,597	330,868
FVTPL	按公平值計量且其變動計入損益	109	–
Financial liabilities	金融負債		
Amortised cost	攤銷成本	187,605	118,492

Financial risk management objectives and policies

The Group's major financial instruments include trade receivables, deposits, other receivables, pledged bank deposits, bank balances, trade and other payables, and borrowings. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk, and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

33. 資本風險管理

本集團的資本管理目標為確保本集團實體能持續經營，同時透過優化債務與股本平衡，為股東爭取最大回報。去年，本集團的整體策略維持不變。

本集團的資本結構包括債務淨額，其中包括分別於附註29及32披露的租賃負債及借款、現金及現金等價物淨額及本公司擁有人應佔權益(包括已發行股本、股份溢價以及儲備)。

管理層每半年檢討資本架構。作為檢討的一部分，管理層會考慮資本成本及各類資本的風險。根據管理層的建議，本集團將透過派付股息及股份購回以及發行新債務或贖回現有債務平衡整體資本架構。

34. 金融工具

金融工具類別

財務風險管理目標及政策

本集團的主要金融工具包括貿易應收款項、按金、其他應收款項、已抵押銀行存款、銀行結餘、貿易及其他應付款項及借款。金融工具詳情披露於相關附註。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。下文載列如何降低該等風險的政策。本集團管理層管理及監察該等風險以確保及時有效採取適當措施。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk

(i) Currency risk

The Group operates in Macau, Hong Kong and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to Renminbi (“RMB”), US dollars (“US\$”) and MOP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. The Company currently does not have a currency risk hedging policy. However, the management monitors foreign currency risk exposure by closely monitoring the movement of foreign currency rate and considers hedging against it should the need arise.

The carrying amounts of the Group’s foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

		Assets 資產		Liabilities 負債	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
RMB	人民幣	6,513	131	–	–
US\$	美元	13,438	16,679	64,185	15,135
MOP	澳門元	99,638	156,733	5,660	1,338

As HK\$ is pegged to US\$ and MOP, the directors of the Company are of the opinion that the foreign exchange risk of monetary assets and liabilities denominated in US\$ and MOP is insignificant. The directors of the Company also consider that there is minimal foreign exchange risk from insignificant amounts of monetary assets and liabilities denominated in RMB. Therefore, no sensitivity analysis is presented.

34. 金融工具(續)

財務風險管理目標及政策(續)

市場風險

(i) 貨幣風險

本集團於澳門、香港及中國經營業務，並承受不同貨幣產生的外匯風險，主要與人民幣(「人民幣」)、美元(「美元」)及澳門元有關。外匯風險源自未來商業交易以及已確認資產及負債。本公司現時並無外匯對沖政策。然而，管理層透過密切監察匯率變動對外匯風險實施監控，並在有需要的情況下考慮對沖外匯風險。

於報告期末以外幣計值的貨幣資產及貨幣負債的賬面值如下：

由於港元與美元及澳門元掛鈎，本公司董事認為，以美元及澳門元計值之貨幣資產及負債的外匯風險並不重大。本公司董事亦認為，以人民幣計值之少量貨幣資產及負債的外匯風險甚微。因此，並無呈列敏感度分析。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Market risk (continued)

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to pledged bank deposits (see note 26), fixed-rate borrowings (see note 32 for details of these borrowings) and lease liabilities (see note 29 for details). The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances (see note 26 for details). The Group cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

Total interest income from financial assets that are measured at amortised cost is as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Other income	其他收入		
Financial assets at amortised cost	按攤銷成本計量的金融資產	1,464	569
Interest income under effective interest method	根據實際利率法計算之利息收入	1,464	569

Sensitivity analysis

Bank balances are excluded from sensitivity analysis as the management considers that the exposure of cash flow interest rate risk arising from variable-rate bank balances is insignificant.

34. 金融工具(續)

財務風險管理目標及政策(續)

市場風險(續)

(ii) 利率風險

本集團面臨與已抵押銀行存款(見附註26)、定息借款(該等借款詳情見附註32)及租賃負債(詳情見附註29)有關的公平值利率風險。本集團亦面臨與浮息銀行結餘(詳情見附註26)有關的現金流量利率風險。本集團的現金流量利率風險主要集中於銀行結餘的利率波動。本集團通過根據利率水平及前景評估任何利率變動產生的潛在影響來管理其利率風險。管理層將檢討定息及浮息借款的比例，並確保其在合理範圍內。

按攤銷成本計量的金融資產利息收入總額如下：

敏感度分析

由於管理層認為浮動利率銀行結餘產生的現金流量利率風險並不重大，因此敏感度分析並不包括銀行結餘。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, deposits, contract assets, finance lease receivables, pledged bank deposits, bank balances, other receivables. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers/finance lease receivables/contract assets

Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts.

In order to minimise the credit risk in relation to trade receivables, contract assets and finance lease receivables, the Group monitors the issuance of credit on an ongoing basis. Credit limits and credit terms granted to customers are approved by delegated officers only after thorough background checks and interviews were conducted. The activities of individual credit account are monitored regularly for management to decide if the credit facility should be continued, changed or cancelled. Furthermore, follow-up actions will be actively taken in order to closely monitor the overdue amounts.

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估

信貸風險指本集團的對手方未能履行其合約責任而導致本集團出現財務虧損的風險。本集團的信貸風險敞口主要歸因於貿易應收款項、按金、合約資產、融資租賃應收款項、已抵押銀行存款、銀行結餘、其他應收款項。本集團並無持有任何抵押品或其他信貸增強措施以為其金融資產相關信貸風險提供保障。

源於客戶合約的貿易應收款項／融資租賃應收款項／合約資產

在接受任何新客戶之前，本集團使用內部信貸評級系統評估潛在客戶之信貸質素並視乎客戶決定信貸額。客戶的信貸上限及評分每年審查兩次。已實施其他監控程序以確保採取跟進行動以收回逾期債務。

為盡可能降低貿易應收款項、合約資產及融資租賃應收款項之信貸風險，本集團按持續基準監控信貸證。授予客戶之信貸限額及信貸條款於全面進行背景核查及面談後須僅經專責人員批准。管理層定期監控各信貸賬戶的活動以決定該信貸融資否應繼續、變更或撤銷。此外，將積極採取跟進行動以密切監察逾期款項情況。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Trade receivables arising from contracts with customers/finance lease receivables/contract assets (continued)

The Group has concentration of credit risk as 11% (2022: 10%) and 40% (2022: 30%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

In addition, the Group performs impairment assessment under ECL model on trade receivables, financial lease receivables and contract assets with significant balances and credit-impaired individually. The remaining balances are grouped based on shared credit risk characteristics by reference to the Group's internal credit ratings.

Details of the quantitative disclosures are set out below in this note.

Pledged bank deposits/bank balances

Credit risk on pledged bank deposits/bank balances is limited because the counterparties are reputable banks with high credit ratings assigned by international credit agencies. The Group assessed 12m ECL for pledged bank deposits/bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies.

Other receivables and deposits

For other receivables and deposits, the management makes periodic individual assessment on the recoverability of other receivables and deposits based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The management believes that there are no significant increase in credit risk of these amounts since initial recognition. For the year ended 31 December 2023 and 2022, the Group assessed the ECL for other receivables and deposits are insignificant and thus no loss allowance is recognised.

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

源於客戶合約的貿易應收款項/融資租賃應收款項/合約資產(續)

本集團11%(2022年:10%)及40%(2022年:30%)貿易應收款項總額的集中信貸風險分別來自本集團最大客戶及五大客戶。為將信貸風險減至最低,本集團管理層已委派團隊負責釐定信貸限額及信貸審批。

此外,本集團應用預期信貸虧損模式對具有重大結餘及已發生信貸減值的貿易應收款項、融資租賃應收款項及合約資產進行個別減值評估。餘下結餘乃參考本集團之內部信貸評級,按共同信貸風險特徵分類。

定量披露的詳情載於本附註下文。

已抵押銀行存款/銀行結餘

由於對手方為獲國際信貸評級機構給予高信貸評級之銀行,故已抵押銀行存款/銀行結餘的信貸風險有限。本集團參考有關外部信貸評級機構發佈的相應信貸評級等級的違約概率及違約損失率之資料,評估已抵押銀行存款/銀行結餘的12個月預期信貸虧損。

其他應收款項及按金

就其他應收款項及按金而言,管理層根據過往結付記錄、過往經驗以及合理且具理據支持的前瞻性定量及定性資料,對其他應收款項及按金的可收回性進行定期個別評估。管理層認為自初始確認以來該等款項的信貸風險並無顯著增加。截至2023年及2022年12月31日止年度,本集團評估其他應收款項及按金的預期信貸虧損並不重大,因此並無確認虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The Group's internal credit risk grading assessment comprises the following categories:

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

本集團的內部信貸風險等級評估包括以下類別：

Internal credit rating	Description	Trade receivables/ contract assets/ finance lease receivables	Other financial assets/other items
內部信貸評級	描述	貿易應收款項/ 合約資產/ 融資租賃應收款項	其他金融資產/ 其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方的違約風險低及沒有任何逾期款項	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 無信貸減值	12m ECL 12個月預期信貸虧損
Watch list 觀察列表	Debtor frequently repays after due dates but usually settle in credit-impaired 債務人經常於到期日後還款，但通常於信用受損的情況下結算	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 無信貸減值	12m ECL 12個月預期信貸虧損
Doubtful 呆賬	There have been significant increases in credit risk since through information developed internally resources 根據內部來源得出的資料，信貸風險顯著增加	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 無信貸減值	Lifetime ECL – not credit-impaired 全期預期信貸虧損 – 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示資產屬信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 全期預期信貸虧損 – 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe difficulty and the Group has no realistic prospect 有證據顯示債務人處於嚴重困難，本集團並無實際的可能	Amount is written off 撇銷款項	Amount is written off 撇銷款項

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表詳細列出本集團金融資產的信貸風險承擔，其須受預期信貸虧損評估：

	Notes	External credit rating	Internal credit rating	12m or lifetime ECL	2023 Gross carrying amount	2022 Gross carrying amount
	附註	外部信貸評級	內部信貸評級	12個月或全期預期信貸虧損	2023年賬面總值	2022年賬面總值
					HK\$'000	HK\$'000
					千港元	千港元
Trade receivables – contacts with customers	23	N/A	Low risk	Lifetime ECL (individual assessment)	90,363	67,168
貿易應收款項 – 客戶合約		不適用	低風險	全期預期信貸虧損(個別評估)		
			(Note 2)	Lifetime ECL (collective assessment)	90,893	80,695
			(附註2)	全期預期信貸虧損(集體評估)		
			Loss	Credit-impaired	257	1,390
			虧損	信貸減值		
Contract assets	21	N/A	Low risk	Lifetime ECL (individual assessment)	98,303	57,577
合約資產		不適用	低風險	全期預期信貸虧損(個別評估)		
			(Note 2)	Lifetime ECL (collective assessment)	58,248	31,767
			(附註2)	全期預期信貸虧損(集體評估)		
			Loss	Credit-impaired	38	–
			虧損	信貸減值		
Finance lease receivables	20	N/A	Low risk	Lifetime ECL (individual assessment)	16,577	14,096
融資租賃應收款項		不適用	低風險	全期預期信貸虧損(個別評估)		
Deposits and other receivables	23	N/A	(Note 1)	12m ECL	20,641	24,581
按金及其他應收款項		不適用	(附註1)	12個月預期信貸虧損		
Amount due from non-controlling interest	25	N/A	(Note 1)	12m ECL	–	4
應收非控股權益款項		不適用	(附註1)	12個月預期信貸虧損		
Pledged bank deposits	26	A	N/A	12m ECL	53,317	53,317
已抵押銀行存款		A	不適用	12個月預期信貸虧損		
Bank balances	26	Aa3 to baa3	N/A	12m ECL	28,733	105,519
銀行結餘		Aa3至baa3	不適用	12個月預期信貸虧損		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Notes:

1. For deposits and other receivables, and amount due from non-controlling interest, the Group considers the exposure of credit risk is low because counterparties have no historical default record and the directors expect that the general economic conditions will not significantly changed for the 12 months after the reporting date.
2. For trade receivables and contract assets, the Group has applied the simplified approach in IFRS 9 to measure the impairment loss at lifetime ECL. The Group determines the ECL on these items collectively based on loss patterns as reflected in the debtors' historical payment pattern.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk for trade receivables and contract assets which are assessed on a collective basis within lifetime ECL (not credit-impaired). Debtors with significant outstanding balances or credit-impaired with gross carrying amounts of HK\$90,620,000 and HK\$98,341,000 respectively as at 31 December 2023 (2022: HK\$70,340,000 and HK\$57,955,000) were assessed individually.

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

附註：

1. 就按金及其他應收款項以及應收非控股權益款項而言，由於對手方並無過往違約記錄，且董事預期報告期後十二個月內整體經濟狀況不會發生重大變化，故本集團認為信貸風險低。
2. 就貿易應收款項及合約資產而言，本集團已採用國際財務報告準則第9號的簡化法計量全期預期信貸虧損的減值虧損。本集團根據債務人的過往付款模式反映的損失模式共同釐定該等項目的預期信貸虧損。

作為本集團信貸風險管理的一部分，本集團對客戶採用內部信貸評級。下表載列有關貿易應收款項及合約資產的信貸風險敞口的資料，乃於全期預期信貸虧損(無信貸減值)內按共同基準評估。於2023年12月31日，具有重大未償還結餘或已發生信貸減值的債務人賬面總值分別90,620,000港元及98,341,000港元(2022年：70,340,000港元及57,955,000港元)個別進行評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

Gross carrying amount

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

賬面總值

		2023 2023年			2022 2022年		
		Average loss rate 平均 虧損率	Trade receivables 貿易 應收款項 HK\$'000 千港元	Contract assets 合約資產 HK\$'000 千港元	Average loss rate 平均 虧損率	Trade receivables 貿易 應收款項 HK\$'000 千港元	Contract assets 合約資產 HK\$'000 千港元
Low risk	低風險	0.10%	14,697	32,465	0.08%	41,259	5,925
Watch list	觀察列表	0.30%	72,676	25,441	0.16%	36,043	25,463
Doubtful	呆賬	23.88%	3,520	342	24.36%	3,393	379
			90,893	58,248		80,695	31,767

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. The contract assets have substantially the same risk characteristics as the trade receivables for the same type of contracts. The Group has therefore concluded that the loss rates for trade receivables are a reasonable approximation of the loss rates for contract assets.

估計虧損率乃基於債務人於預期年期的過往觀察所得的違約率估計，並按毋需花費過多成本或精力可取得的前瞻性資料調整。分組工作經管理層定期檢討，以確保特定債務人相關資料得到更新。合約資產與同類合約的貿易應收款項的風險特徵大致相同。因此，本集團總結認為貿易應收款項的虧損率與合約資產的虧損率合理相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk and impairment assessment (continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets under the simplified approach.

		Lifetime ECL (not credit- impaired)	Lifetime ECL (credit- impaired)	Total
		全期預期 信貸虧損 (無信貸減值)	全期預期 信貸虧損 (已發生 信貸減值)	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 1 January 2022	於2022年1月1日	2,738	1,271	4,009
– Impairment losses recognised	– 已確認減值虧損	165	809	974
– Impairment losses reversed	– 已撥回減值虧損	(1,620)	(294)	(1,914)
– Write-offs	– 撇銷	–	(396)	(396)
Exchange adjustments	匯兌調整	(10)	–	(10)
As at 31 December 2022	於2022年12月31日	1,273	1,390	2,663
– Transfer to credit-impaired	– 轉撥至信貸減值	(333)	333	–
– Impairment losses recognised	– 已確認減值虧損	1,957	–	1,957
– Impairment losses reversed	– 已撥回減值虧損	(940)	(657)	(1,597)
– Write-offs	– 撇銷	–	(771)	(771)
Exchange adjustments	匯兌調整	(2)	–	(2)
As at 31 December 2023	於2023年12月31日	1,955	295	2,250

Debtors for finance lease receivables with significant outstanding balances or credit-impaired with gross carrying amounts of HK\$16,577,000 respectively as at 31 December 2023 (2022: HK\$14,096,000) were assessed individually. For the year ended 31 December 2023, impairment of HK\$93,000 on finance lease receivables was recognised (2022: HK\$51,000 was reversed).

34. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險及減值評估(續)

下表載列採用簡易方法就貿易應收款項及合約資產確認的全期預期信貸虧損的變動。

於2023年12月31日，具有重大未償還結餘或已發生信貸減值的融資租賃應收款項賬面總值為16,577,000港元(2022年：14,096,000港元)，相關債務人已被單獨評估。截至2023年12月31日止年度，已確認融資租賃應收款項減值93,000港元(2022年：51,000港元已撥回)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The Group relies on bank borrowings as a significant source of liquidity. As at 31 December 2023, the Group has available unutilised short-term bank loan facilities of HK\$85,550,000 (2022: HK\$50,000,000).

The following table details the Group's remaining contractual maturity for its financial liabilities and derivative instruments. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates.

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate or based on overnight index average, the undiscounted amount is derived based on management's best estimates at the end of the reporting period, taking into consideration interest rate curve, if available.

34. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

於管理流動資金風險時，本集團監控及維持管理層認為就撥付本集團營運及減少現金流量波動影響而言屬充足的現金及現金等價物水平。本集團管理層監控銀行借款的動用情況並確保遵守貸款承諾。

本集團依賴銀行借款作為流動資金之重大來源。於2023年12月31日，本集團可用而未動用的短期銀行貸款融資為85,550,000港元(2022年：50,000,000港元)。

下表詳述本集團金融負債及衍生工具的餘下合約到期情況。該表乃根據本集團於可能被要求償還的最早日期按金融負債的未貼現現金流量編製。具體而言，附帶須於要求時償還條款的銀行貸款計入最早時間段內，而不論銀行選擇行使其權利的可能性。其他非衍生金融負債的到期日以約定的還款日期為準。

下表包括利息及本金現金流量。倘利息流量為浮動利率或基於隔夜平均指數，則未貼現金額根據管理層於報告期末經計及利率曲綫(如有)後的最佳估計得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

34. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk (continued)

34. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險(續)

		Weighted average interest rate	On demand or less than 1 year	1 to 2 years	2 to 5 years	Total undiscounted cash flows	Carrying amount
		加權平均利率	於要求時償還或少於1年	1至2年	2至5年	未貼現現金流量總額	賬面值
		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
2023	2023年						
Trade and other payables	貿易及其他應付款項	-	176,553	-	-	176,553	176,553
Borrowings	借款	2.67%	11,157	-	-	11,157	11,052
Leases liabilities	租賃負債	3.91%	7,378	4,111	136	11,625	11,157
			195,088	4,111	136	199,335	198,762
		Weighted average interest rate	On demand or less than 1 year	1 to 2 years	2 to 5 years	Total undiscounted cash flows	Carrying amount
		加權平均利率	於要求時償還或少於1年	1至2年	2至5年	未貼現現金流量總額	賬面值
		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
2022	2022年						
Trade and other payables	貿易及其他應付款項	-	118,492	-	-	118,492	118,492
Leases liabilities	租賃負債	3.88%	6,817	4,081	1,910	12,808	12,158
			125,309	4,081	1,910	131,300	130,650

Fair value measurements of financial instruments

The fair value of financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The fair value of financial assets and financial liabilities carried at amortised cost approximate their carrying amounts.

金融工具的公平值計量

金融資產及金融負債的公平值乃根據基於貼現現金流量分析的公認定價模式釐定。

按攤銷成本列賬的金融資產及金融負債的公平值與其賬面值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

35. 融資活動產生的負債對賬

下表詳述本集團融資活動產生的負債變動（包括現金及非現金變動）。融資活動產生的負債指其現金流量曾經或未來現金流量將於本集團綜合現金流量表中分類為融資活動所得現金流量的負債。

		Borrowings	Lease liabilities	Financial liability for redeemable rights	Total
		借款	租賃負債	可贖回金融負債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2022	於2022年1月1日	31,455	10,076	37,900	79,431
Financing cash flows	融資現金流量	(32,119)	(8,104)	–	(40,223)
New leases entered	訂立的新租賃	–	10,306	–	10,306
Derecognition of redemption liability	終止確認可贖回負債	–	–	(38,991)	(38,991)
Finance costs	融資成本	664	472	1,091	2,227
Exchange adjustments	匯兌調整	–	(592)	–	(592)
At 31 December 2022	於2022年12月31日	–	12,158	–	12,158
Financing cash flows	融資現金流量	10,994	(9,496)	–	1,498
New leases entered	訂立的新租賃	–	7,770	–	7,770
Finance costs	融資成本	109	703	–	812
Exchange adjustments	匯兌調整	(51)	22	–	(29)
At 31 December 2023	於2023年12月31日	11,052	11,157	–	22,209

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

36. CAPITAL COMMITMENTS

36. 資本承擔

	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Capital expenditure in respect of the acquisition of property, plant and equipment and intangible assets contracted for but not provided in the consolidated financial statements	1,252	-
與綜合財務報表內已訂約但未撥備的收購物業、廠房及設備以及無形資產有關的資本開支		

37. RELATED PARTY TRANSACTIONS

37. 關聯方交易

Compensation of key management personnel

主要管理人員薪酬

The remuneration of key management during the year was as follows:

於年內主要管理人員的薪酬如下：

	2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Salaries, wages and bonuses	5,078	4,743
Sales commission expenses	1,765	2,531
Pension costs – defined contribution plan	66	60
Social security fund, housing and other employee benefits	22	14
	6,931	7,348
薪金、工資及分紅		
銷售佣金開支		
退休金成本－界定供款計劃		
社會保障基金、住房及其他僱員福利		

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要行政人員之薪酬由薪酬委員會根據個人表現及市場趨勢釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

38. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY 38. 本公司財務狀況表及儲備

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		千港元	千港元
Non-current Asset	非流動資產		
Unlisted investments in subsidiaries	附屬公司非上市投資	483,000	483,000
Current Assets	流動資產		
Prepayments	預付款項	992	330
Amounts due from subsidiaries	應收附屬公司款項	143,406	142,385
Cash and cash equivalents	現金及現金等價物	404	2,629
		144,802	145,344
Current Liability	流動負債		
Accruals	應計費用	1,900	992
Net Current Assets	流動資產淨額	142,902	144,352
Total Assets less Current Liability	資產總值減流動負債	625,902	627,352
Capital and Reserves	資本及儲備		
Share capital	股本	5,000	5,000
Share premium	股份溢價	168,033	168,033
Reserves (Note)	儲備(附註)	452,869	454,319
Total Equity	權益總額	625,902	627,352

The Company's statement of financial position was approved and authorised for issue by the board of directors on 26 March 2024 and are signed on its behalf by:

本公司財務狀況表已於2024年3月26日獲董事會批准及授權刊發，並由下列董事代表簽署：

CHAO KA CHON
周家俊
DIRECTOR
董事

CHIU KOON CHI
趙冠芝
DIRECTOR
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

38. STATEMENT OF FINANCIAL POSITION AND RESERVE OF THE COMPANY (continued) 38. 本公司財務狀況表及儲備(續)

Note: Movement in the Company's reserves are as follow:

附註：本公司的儲備變動如下：

		Capital reserves	Other reserves	Accumulated losses	Total
		資本儲備	其他儲備	累計虧損	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2022	於2022年1月1日	483,000	(36,398)	(19,040)	427,562
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	(9,641)	(9,641)
Derecognition of redemption liability	終止確認可贖回負債	–	36,398	–	36,398
At 31 December 2022	於2022年12月31日	483,000	–	(28,681)	454,319
Loss and total comprehensive expense for the year	年內虧損及全面開支總額	–	–	(1,450)	(1,450)
At 31 December 2023	於2023年12月31日	483,000	–	(30,131)	452,869

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

39. 本公司主要附屬公司詳情

於報告期末，本公司直接及間接持有的附屬公司詳情如下。

Name of subsidiaries 附屬公司名稱	Place of incorporation and principal place of operation 註冊成立地點及主要營業地點	Authorised/ issued and paid up capital 法定/已發行及繳足資本	Proportion of ownership interests held by the Group 本集團持有的所有權益比例		Principal activities 主要活動
			2023 2023年	2022 2022年	
BoardWare (BVI) Holdings Limited	BVI	US\$50,000/US\$1	100%	100%	Investment holding
BoardWare (BVI) Holdings Limited	英屬處女群島	50,000美元/1美元	100%	100%	投資控股
BW (BVI) Holdings Limited	BVI	US\$50,000/US\$1	100%	100%	Investment holding
BW (BVI) Holdings Limited	英屬處女群島	50,000美元/1美元	100%	100%	投資控股
Synergy (BVI) Holdings Limited	BVI	US\$50,000/US\$1	100%	100%	Investment holding
Synergy (BVI) Holdings Limited	英屬處女群島	50,000美元/1美元	100%	100%	投資控股
BoardWare Information System Limited	Macau	MOP25,000/ MOP25,000	100%	100%	Provision of professional IT services, managed services, IT equipment leasing, IT maintenance and consultancy services, and resale of packaged hardware and software
博維資訊系統有限公司	澳門	25,000澳門元/ 25,000澳門元	100%	100%	提供專業IT服務、託管服務、IT設備租賃、IT維護及諮詢服務以及轉售套裝硬件及軟件
Synergy Computers & Communications Limited	Hong Kong	HK\$1,000,000/ HK\$1,000,000	100%	100%	Provision of IT maintenance and consultancy services, and distribution of packaged hardware and software
智揚科技有限公司	香港	1,000,000港元/ 1,000,000港元	100%	100%	提供IT維護及諮詢服務以及分銷套裝硬件及軟件
BoardWare Information System (HK) Limited	Hong Kong	HK\$10,000/ HK\$10,000	100%	100%	Provision of IT services, managed services, IT maintenance and consultancy services, and resale of packaged hardware and software
博維資訊系統(香港)有限公司	香港	10,000港元/ 10,000港元	100%	100%	提供IT服務、託管服務、IT維護及諮詢服務以及轉售套裝硬件及軟件

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

39. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (continued) 39. 本公司主要附屬公司詳情(續)

Name of subsidiaries 附屬公司名稱	Place of incorporation and principal place of operation 註冊成立地點及主要營業地點	Authorised/ issued and paid up capital 法定/已發行及繳足資本	Proportion of ownership interests held by the Group 本集團持有的所有權益比例		Principal activities 主要活動
			2023 2023年	2022 2022年	
珠海博維網絡信息有限公司	The PRC	RMB32,000,000/ RMB32,000,000	100%	100%	Provision of professional IT services, IT maintenance and consultancy services, and resale of packaged hardware and software
珠海博維網絡信息有限公司	中國	人民幣32,000,000元/ 人民幣32,000,000元	100%	100%	提供專業IT服務、IT維護及諮詢服務以及轉售套裝硬件及軟件
廣州博維網絡信息有限公司	The PRC	RMB12,300,000/ RMB12,300,000	100%	100%	Provision of professional IT services, IT maintenance, consultancy services and resales of packaged hardware and software
廣州博維網絡信息有限公司	中國	人民幣12,300,000元/ 人民幣12,300,000元	100%	100%	提供專業IT服務、IT維護及諮詢服務以及轉售套裝硬件及軟件
Barco Technology (BVI) Limited	BVI	US\$50,000/US\$4,000	100%	87.5%	Investment holding
Barco Technology (BVI) Limited	英屬處女群島	50,000美元/ 4,000美元	100%	87.5%	投資控股
Barco Technology (Macau) Ltd.	Macau	MOP25,000/ MOP25,000	100%	100%	Investment holding
澳門小舟科技有限公司	澳門	25,000澳門元/ 25,000澳門元	100%	100%	投資控股
Carriex Business Investment and Management Limited	Macau	MOP25,000/ MOP25,000	100%	N/A	Investment holding (established on 30 January 2023)
神舟商業投資及管理有限公司	澳門	25,000澳門元/ 25,000澳門元	100%	不適用	投資控股(成立於2023年1月30日)
Barco (BVI) (PTC) Limited	BVI	US\$50,000/US\$50,000	100%	N/A	Private trust (established on 28 February 2023)
Barco (BVI) (PTC) Limited	英屬處女群島	50,000美元/ 50,000美元	100%	不適用	私人信託(成立於2023年2月28日)
小舟科技有限公司	The PRC	RMB50,000,000/ RMB4,500,000	100%	N/A	R&D activities (established on 12 January 2023)
小舟科技有限公司	中國	人民幣50,000,000元/ 人民幣4,500,000元	100%	不適用	研發活動(成立於2023年1月12日)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023

截至2023年12月31日止年度

40. RETIREMENT BENEFITS PLANS

In accordance with the rules and regulations in Macau, employees in Macau are required to participate in a central social security scheme operated by the Macau Special Administrative Region Government. Under this scheme, the Group is required to contribute a fixed amount on a monthly basis to the central social security scheme and the contributions are charged to profit or loss as they are due in accordance with the rules of the scheme. The Group's obligations are limited to the contributions payable.

For employees in Hong Kong, the Group participates in the MPF Scheme established under the Mandatory Provident Fund Ordinance in December 2000, which is a defined contribution scheme. The assets of the MPF Scheme are held separately from those of the Group, in funds under the control of an independent trustee. Under the MPF Scheme, the Group contributes monthly the lower of HK\$1,500 or 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. Contributions to the plan vest immediately.

In accordance with the rules and regulations in the PRC, the PRC-based employees of the Group participate in various defined contribution retirement benefit plans administrated and operated by the relevant municipal and provincial governments in the PRC under which the Group and the PRC based employees are required to make monthly contributions to these plans calculated as a percentage of the employees' salaries. The municipal and provincial governments undertake to assume the retirement benefit obligations of all existing and future retired PRC-based employees' payable under the plans described above. Other than the monthly contributions, the Group has no further obligations for the payments of retirement and other post-retirement benefits of its employees. The assets of these plans are held separately from those of the Group in independently administered funds managed by the municipal and provincial governments. The Group's contributions to the aforesaid defined contribution retirement schemes are expensed as incurred.

The total expense recognised in profit or loss of HK\$3,208,000 (2022: HK\$1,971,000) represents contributions payable to these plans by the Group at rates specified in the rules of the plans. As at 31 December 2023, contributions of HK\$300,000 (2022: HK\$145,000) due in respect of the year ended 31 December 2023 had not been paid over to the plans. The amounts were paid subsequent to the end of the reporting period. No forfeited contribution is available to reduce the contribution payable in the future.

40. 退休福利計劃

根據澳門的條例及法規，澳門的僱員須參加由澳門特別行政區政府經營的中央社會保障計劃。根據該計劃，本集團須每月以固定款額向中央社會保障計劃供款，而該等供款根據該計劃之規則於到期時在損益表扣除。本集團的責任限於應付供款。

本集團為香港僱員參與於2000年12月根據《強制性公積金計劃條例》設立之強積金計劃，其為定額供款計劃。強積金計劃的資產獨立於本集團資產，並由獨立受託人控制的基金持有。根據強積金計劃，本集團每月按1,500港元或僱員相關收入的5%（以較低者為準）作出供款，最高每月相關收入為30,000港元。計劃供款即時歸屬。

根據中國的條例及法規，本集團的中國僱員參加由中國有關市、省政府管理及運作的各種定額供款退休金計劃，根據該計劃，本集團及中國僱員每月須按僱員工資的某一百分比向該等計劃作出供款。市、省政府承諾根據上述計劃承擔所有應付現有及未來退休中國僱員的退休福利義務。除每月供款外，本集團並無支付僱員退休金及其他退休後福利的其他義務。該等計劃的資產獨立於本集團資產，並由市及省政府管理的獨立管理基金持有。本集團對上述定額供款退休計劃的供款於發生時列為開支。

於損益確認的總開支為3,208,000港元（2022年：1,971,000港元），為本集團按計劃規則訂明的比率應付該等計劃的供款。截至2023年12月31日，於截至2023年12月31日止年度到期的300,000港元（2022年：145,000港元）的供款尚未付予該等計劃。有關款項已於報告期間結束後支付。概無沒收供款可用以減少未來應付的供款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

For the year ended 31 December 2023
截至2023年12月31日止年度

41. MAJOR NON-CASH TRANSACTIONS

During the year, the Group entered into new lease agreements for the use of office for 5 years. On the lease commencement, the Group recognised right-of-use assets of HK\$7,770,000 (2022: nil) and lease liabilities of HK\$7,770,000 (2022: nil) respectively.

During the year ended 31 December 2022, the derecognition of the financial liability for redeemable rights amounting to HK\$38,991,000 was a non-cash transaction being credited to the equity.

42. PLEDGE OF ASSETS

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

		2023 2023年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元
Investment property	投資物業	4,939	–
Bills receivable	應收票據	5,547	–
Pledge bank deposits	已質押銀行存款	53,317	53,317

43. DIVIDENDS

No dividends was paid or proposed for ordinary shareholders by the Company during 2023 and 2022, nor has any dividend been proposed at the end of the reporting period in respect of the years ended 31 December 2023 and 2022.

44. COMPARATIVE FIGURES

Certain comparative figures have been reclassified in these consolidated financial statements to conform with the current year's presentation, which have no material effect on previously reported profit and equity.

41. 主要非現金交易

年內，本集團就租用辦公室5年訂立新租賃協議。於租賃開始時，本集團分別確認使用權資產7,770,000港元(2022年：無)及租賃負債7,770,000港元(2022年：無)。

截至2022年12月31日止年度，終止確認可贖回金融負債38,991,000港元為非現金交易並已計入權益。

42. 資產質押

本集團的借款以本集團資產質押作擔保，有關資產的賬面值如下：

43. 股息

本公司於2023年及2022年並無派付或建議向普通股股東派付股息，於報告期末亦無建議就截至2023年及2022年12月31日止年度派付任何股息。

44. 比較數字

該等綜合財務報表的若干比較數字已重新分類，以符合當前年度的呈報，此舉對過往呈報的溢利及權益並無重大影響。

FINANCIAL SUMMARY

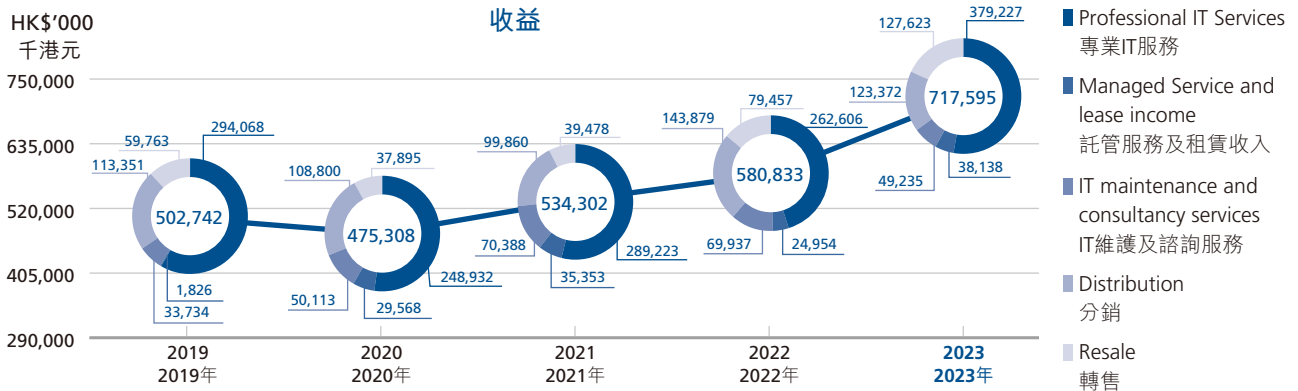
財務摘要

		For the year ended 31 December 截至12月31日止年度				
		2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Revenue	收益	502,742	475,308	534,302	580,833	717,595
Profits before tax	除稅前溢利	29,070	34,150	30,002	6,676	7,446
Income tax expense	所得稅開支	(3,851)	(4,292)	(5,999)	(3,428)	(2,944)
Profit for the year	年內溢利	25,219	29,858	24,003	3,248	4,502
Attributable to:	以下各項應佔：					
Owners of the Company	本公司擁有人	25,219	29,858	24,003	3,252	4,502
Non-controlling interests	非控股權益	–	–	–	(4)	–
		25,219	29,858	24,003	3,248	4,502

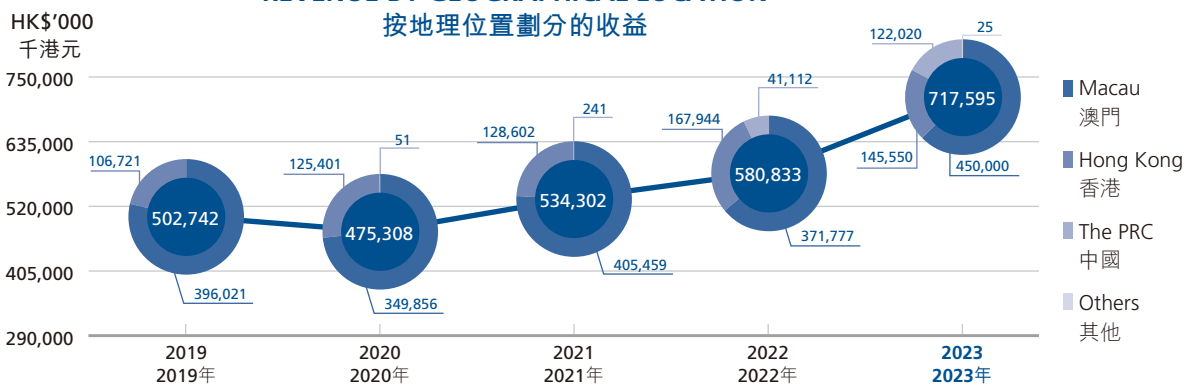
		As at 31 December 於12月31日				
		2019 2019年 HK\$'000 千港元	2020 2020年 HK\$'000 千港元	2021 2021年 HK\$'000 千港元	2022 2022年 HK\$'000 千港元	2023 2023年 HK\$'000 千港元
Non-current assets	非流動資產	40,441	59,343	57,008	65,246	73,721
Current assets	流動資產	261,627	259,097	379,109	507,814	509,682
Total assets	資產總值	302,068	318,440	436,117	573,060	583,403
Non-current liabilities	非流動負債	(17,054)	(17,637)	(53,394)	(9,014)	(8,049)
Current liabilities	流動負債	(175,731)	(167,814)	(213,840)	(233,023)	(239,326)
Total liabilities	負債總額	(192,785)	(185,451)	(267,234)	(242,037)	(247,375)
Total equity	權益總額	109,283	132,989	168,883	331,023	336,028

FINANCIAL SUMMARY 財務摘要

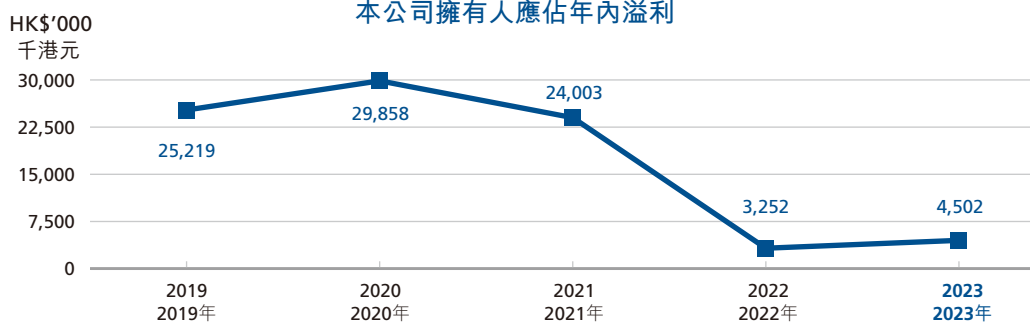
REVENUE 收益



REVENUE BY GEOGRAPHICAL LOCATION 按地理位置劃分的收益



PROFITS FOR THE YEAR ATTRIBUTABLE TO THE OWNERS OF THE COMPANY 本公司擁有人應佔年內溢利

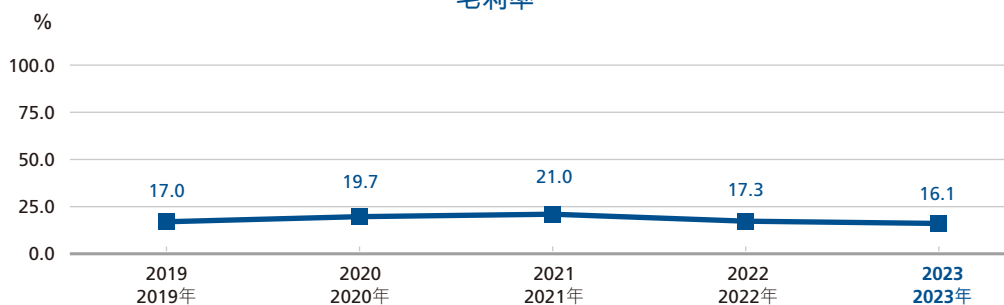


NET ASSETS 淨資產

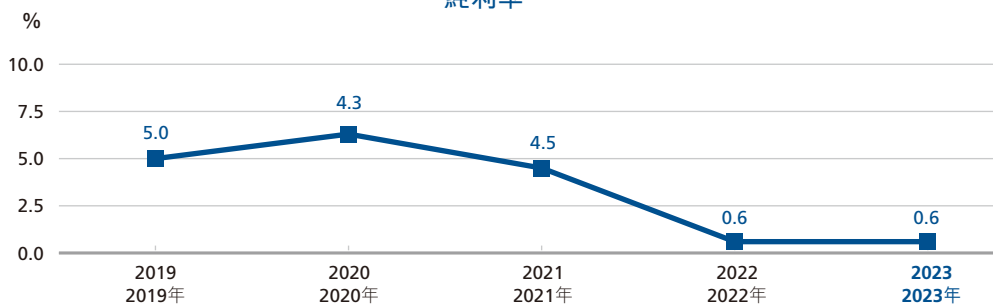


FINANCIAL SUMMARY 財務摘要

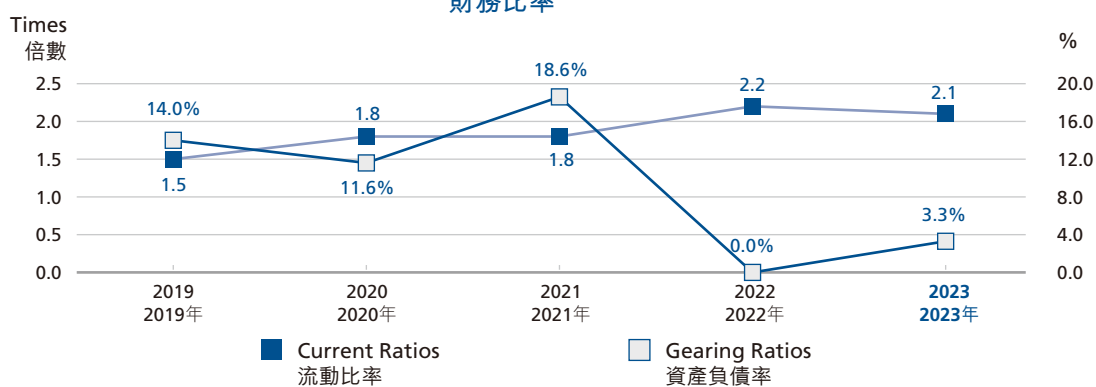
GROSS PROFIT MARGIN 毛利率



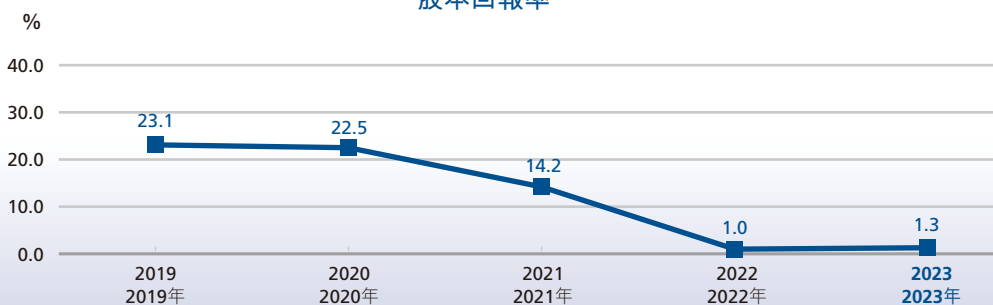
NET PROFIT MARGIN 純利率



FINANCIAL RATIOS 財務比率



RETURN ON EQUITY 股本回報率



GLOSSARY

詞彙表

In this annual report, unless the context otherwise requires, the following terms shall have the meanings set out below.

於本年報中，除非文義另有所指，否則下列詞彙應具有下文所載涵義。

“2021” or “FY2021” [2021年]或[2021年財年]	the financial year ended 31 December 2021 截至2021年12月31日止財政年度
“2022” or “FY2022” [2022年]或[2022年財年]	the financial year ended 31 December 2022 截至2022年12月31日止財政年度
“2023”, “FY2023” or “Reporting Year” [2023年]、[2023年財年]或[報告年度]	the financial year ended 31 December 2023 截至2023年12月31日止財政年度
“2023 AGM” [2023年股東週年大會]	the annual general meeting of the Company to be held on Tuesday, 20 June 2023 本公司於2023年6月20日(星期二)舉行的股東週年大會
“2024 AGM” [2024年股東週年大會]	the annual general meeting of the Company to be held on Thursday, 20 June 2024 本公司擬於2024年6月20日(星期四)舉行的股東週年大會
“2027” [2027年]	the financial year ended 31 December 2027 截至2027年12月31日止財政年度
“AIoT” [AIoT]	Artificial Intelligence of Things 人工智能物聯網
“Articles of Association” or “Articles” [組織章程細則]或[細則]	the amended and restated articles of association of the Company, adopted on 20 June 2022, which became effective upon Listing and as amended, supplemented or modified from time to time 於2022年6月20日採納的本公司經修訂及經重述的組織章程細則，已於上市後生效及經不時修訂、補充或修改
“Audit Committee” [審計委員會]	the audit committee of the Board 董事會審計委員會
“Baidu Group” [百度集團]	Baidu, Inc. and its subsidiaries, which was listed on the NASDAQ National Market since August 2005, and was dual-listed on the Stock Exchange since March 2021 百度集團股份有限公司及其附屬公司，自2005年8月起在納斯達克全國市場上市，並自2021年3月起在聯交所雙重上市
“Barco” [小舟]	Barco Technologies Limited (小舟科技有限公司), a company incorporated in the PRC with limited liability on 12 January 2023 小舟科技有限公司，於2023年1月12日在中國註冊成立的有限公司
“BCI” [BCI]	Brain-computer Interface 腦機介面
“Board” [董事會]	the board of Directors 董事會

GLOSSARY

詞彙表

“Board Committee” 「董事委員會」	collectively referred to as the Audit Committee, Nomination Committee and Remuneration Committee of the Board 董事會審計委員會、提名委員會及薪酬委員會的統稱
“Board Diversity Policy” 「董事會多元化政策」	the Board diversity policy of the Company 本公司董事會多元化政策
“BoardWare HK” 「博維香港」	BoardWare Information System (HK) Limited (博維資訊系統(香港)有限公司) (formerly known as BoardWare Information System Limited (博維資訊系統有限公司)), a company incorporated in Hong Kong with limited liability on 30 March 2017 and an indirect wholly-owned subsidiary of the Company 博維資訊系統(香港)有限公司(前稱為博維資訊系統有限公司)，於2017年3月30日在香港註冊成立為有限公司，為本公司的間接全資附屬公司
“BoardWare Macau” 「博維澳門」	BoardWare Information System Limited (博維資訊系統有限公司), a company incorporated in Macau with limited liability on 21 April 2003 and an indirect wholly-owned subsidiary of the Company 博維資訊系統有限公司，一間於2003年4月21日在澳門註冊成立的有限公司，且為本公司的間接全資附屬公司
“Business Day(s)” 「營業日」	a day (excluding Saturday, Sunday or public or statutory holiday in Hong Kong and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business in Hong Kong throughout their normal business hours 香港的持牌銀行於整個正常營業時段一般開門辦理香港業務的日子(不包括星期六、星期日或香港公眾或法定假期以及八號或以上熱帶氣旋警告信號於上午九時正至中午十二時正懸掛或維持懸掛且於中午十二時正或之前並未降或「黑色」暴雨警告信號於上午九時正至中午十二時正懸掛或維持生效且於中午十二時正或之前並未解除的任何日子)
“BVI” 「英屬處女群島」	the British Virgin Islands 英屬處女群島
“CEO” 「首席執行官」	the chief executive officer of the Company 本公司首席執行官
“CG” 「企業管治」	corporate governance 企業管治
“CG Code” 「企業管治守則」	the Corporate Governance Code as set out in Appendix C1 to the Listing Rules 上市規則附錄C1所載的《企業管治守則》
“Chairman” 「主席」	the chairman of the Board 董事會主席



GLOSSARY 詞彙表

“China”, “PRC” or “Mainland” [中國]或[內地]	the People’s Republic of China, and for the purpose of this annual report only, excludes, Hong Kong, Macau and Taiwan 中華人民共和國，僅就本年報而言，不包括香港、澳門及台灣
“Code Provision(s)” [守則條文]	code provision(s) as set out in the CG Code 企業管治守則所載守則條文
“CODM(s)” [主要經營決策人]	chief operating decision-maker(s) 主要經營決策人
“Companies Ordinance” [公司條例]	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第622章《公司條例》(經不時修訂、補充或以其他方式修改)
“Company” [本公司]	BoardWare Intelligence Technology Limited (博維智慧科技有限公司), a company incorporated in the Cayman Islands on 18 February 2021 as an exempted company with limited liability and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 7 June 2021 博維智慧科技有限公司，一間於2021年2月18日在開曼群島註冊成立的獲豁免有限公司，並於2021年6月7日根據公司條例第16部註冊為非香港公司
“Company Secretary” [公司秘書]	company secretary of the Company 本公司的公司秘書
“Conditions” [條件]	any reason other than (a) his/her death or (b) on one or more of the grounds of termination of employment or engagement that, he/she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his/her debts or has become bankrupt or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty, or on any other ground on which an employer would be entitled to terminate his/her employment summarily 除(a)彼身故或(b)以下一項或以上理由(彼嚴重行為失當，或似乎無法支付或合理預期未來無法支付其債務或破產或已與其債務人整體作出任何安排或和解或犯有涉及其正直或誠信的任何刑事罪行，或僱主有權循簡易程序終止其僱傭的任何其他理由)而終止僱傭或聘任者外的任何原因
“Controlling Shareholder(s)” [控股股東]	has the meaning given to it under the Listing Rules and, unless the context otherwise requires, refers to Tai Wah and Mr. Chao, or any of them 具有上市規則賦予該詞的涵義，除非文意另有所指，否則指Tai Wah及周先生或其中任何一人
“COVID-19” [COVID-19]	the coronavirus disease 2019 (COVID-19), a respiratory illness caused by a novel coronavirus 2019冠狀病毒病(COVID-19)，一種由新型冠狀病毒引起的呼吸道疾病
“Deloitte” [德勤]	Deloitte Touche Tohmatsu, independent auditor of the Company 德勤•關黃陳方會計師行，本公司的獨立核數師

GLOSSARY

詞彙表

“DHQ (Macau)” 「大橫琴(澳門)」	DA HENG QIN (MACAU) LIMITADA (大橫琴(澳門)有限公司) (formerly known as DA HENG QIN (MACAO) DEVELOPMENT CORPORATION LIMITED (大橫琴(澳門)發展一人有限公司)), a company incorporated in Macau with limited liability on 3 December 2019. DHQ (Macau) is an independent third party and a pre-IPO Investor 大橫琴(澳門)有限公司(前稱大橫琴(澳門)發展一人有限公司),一間於2019年12月3日在澳門註冊成立的有限公司。大橫琴(澳門)為一名獨立第三方及一名首次公開發售前投資者
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Dividend Policy” 「股息政策」	dividend policy adopted by the Company 本公司所採納的股息政策
“ECL” 「預期信貸虧損」	expected credit loss 預期信貸虧損
“Enterprise IT Solutions” 「企業IT解決方案」	enterprise-grade design and implementation solutions and services provided to corporate customers in which different computing systems and software applications are either physically or functionally linked together to act as a coordinated whole 向公司客戶提供企業級設計及執行解決方案和服務,其中不同的電腦系統及軟件應用程序在物理上或功能上連接在一起,成為一個協調的整體
“ESG” 「ESG」	Environmental, Social and Governance 環境、社會及管治
“ESG Policy” 「ESG政策」	an internal policy manual which details the policies and procedures of the Group in ESG perspectives 內部政策手冊,從ESG角度詳述本集團的政策及程序
“ESG Report” 「ESG報告」	the ESG report for FY2023 2023年財年ESG報告
“ESG Reporting Guide” 「ESG報告指引」	the Environmental, Social and Governance Reporting Guide set out in Appendix C2 to the Listing Rules 上市規則附錄C2所載的環境、社會及管治報告指引
“Fin-tech” 「金融科技」	financial technology, which is an emerging industry which uses technology to improve activities in finance, such as the use of smart phones for mobile banking and cryptocurrency 金融科技,即利用科技改進金融活動的新興產業,如使用智能手機進行手機銀行及加密貨幣活動
“GHG” 「溫室氣體」	Greenhouse gas 溫室氣體
“Global Offering” 「全球發售」	together, the Hong Kong Public Offering and the International Placing 香港公開發售及國際配售的統稱



GLOSSARY 詞彙表

“Greater Bay Area” [大灣區]	the Guangdong-Hong Kong-Macau Greater Bay Area, which comprises the two Special Administrative Regions of Hong Kong and Macau, and the nine municipalities of Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen and Zhaoqing in the Guangdong Province, the PRC, with a total area of 56,000 km ² 粵港澳大灣區，由兩個特別行政區（香港及澳門）及中國廣東省九個直轄市（廣州、深圳、珠海、佛山、惠州、東莞、中山、江門及肇慶）組成，總面積為56,000平方公里
“Group” [本集團]	the Company and its subsidiaries 本公司及其附屬公司
“Hengqin” [橫琴]	a city in Zhuhai and a special economic zone in Guangdong Province of the PRC 一個位於珠海的城市，為中國廣東省的經濟特區
“HK\$” [港元]	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” or “HK” [香港]	the Hong Kong Special Administrative Region of the People’s Republic of China 中華人民共和國香港特別行政區
“Hong Kong Public Offering” [香港公開發售]	the issue and offer by the Company of the Hong Kong Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on the terms and subject to the conditions described in Prospectus 根據招股章程所載條款並在其條件規限下，本公司按照發售價發行及發售香港發售股份以供香港公眾人士認購，以換取現金
“IAS” [國際會計準則]	International Accounting Standards 國際會計準則
“IASB” [國際會計準則理事會]	International Accounting Standards Board 國際會計準則理事會
“IFRS(s)” [國際財務報告準則]	International Financial Reporting Standards promulgated by International Accounting Standards Board 國際會計準則理事會頒佈的國際財務報告準則
“Individual Limit” [個人上限]	the limit of total Share number issued and to be issued upon exercise of the options granted to each participant in any 12-month period, which is 1% of the Shares in issue 各參與者於任何12個月期間內獲授的購股權獲行使時已發行及將予發行的股份總數上限，即已發行股份的1%
“INED(s)” [獨立非執行董事]	the independent non-executive Director(s) 獨立非執行董事



GLOSSARY

詞彙表

“International Placing” 「國際配售」	the conditional placing of the International Placing Shares at the Offer Price by the International Underwriters for and on behalf of the Company, subject to reallocation, together where relevant, with any additional shares that may be issued pursuant to any exercise of the Over-allotment Option 國際包銷商代表本公司按發售價有條件配售國際配售股份(可予重新分配)，連同(如有關)因超額配股權獲行使而可能發行的任何額外股份
“International Placing Shares” 「國際配售股份」	the 112,500,000 Shares being initially offered by the Company for subscription at the Offer Price under the International Placing together with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to reallocation 本公司根據國際配售按發售價初步提呈以供認購的112,500,000股股份，連同因超額配股權獲行使而可能發行的任何額外股份，可予重新分配
“IoT” 「物聯網」	Internet of Things 物聯網
“IPO” 「首次公開發售」	initial public offering 首次公開發售
“IT” 「IT」	Information Technology 資訊科技
“KPI(s)” 「關鍵績效指標」	key performance indicator(s) 關鍵績效指標
“Listing” 「上市」	the listing of the Shares on the Main Board of the Stock Exchange 股份於聯交所主板上市
“Listing Date” 「上市日期」	15 July 2022, being the date on which the Shares are listed on the Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange 2022年7月15日，即股份於聯交所上市及股份獲准於聯交所開始買賣的日期
“Listing Rules” 「上市規則」	The Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time 香港聯合交易所有限公司證券上市規則(經不時修訂)
“Macau or “Macau SAR” 「澳門」或「澳門特別行政區」	the Macau Special Administrative Region of the People’s Republic of China 中華人民共和國澳門特別行政區
“Main Board” 「主板」	the stock exchange (excluding the options market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange 由聯交所運作的證券交易所(不包括期權市場)，獨立於聯交所GEM，且與其並行運作
“Managed Services” 「託管服務」	support services from leasing contracts and security monitoring services 租賃合約及安全監控服務提供的支持服務



GLOSSARY 詞彙表

“Memorandum of Association” 「組織章程大綱」	the amended and restated memorandum of association of the Company, adopted on 20 June 2022, as amended from time to time 於2022年6月20日採納的本公司經修訂及經重述的組織章程大綱(經不時修訂)
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules 上市規則附錄C3所載上市公司董事進行證券交易的標準守則
“MOP” 「澳門元」	Macau Pataca, the lawful currency of Macau 澳門元，澳門法定貨幣
“MOU” 「諒解備忘錄」	the non-legally binding memorandum of understanding dated 20 October 2023 entered into between, amongst others, the Vendor and the Company setting out the preliminary understanding in relation to the Proposed Investment, except for some terms relating to confidentiality, termination and governing laws contained therein 指由(其中包括)賣方與本公司於2023年10月20日訂立的不具法律約束效力的諒解備忘錄，當中載列有關建議投資事項的初步諒解，惟其中載列有關保密、終止及規管法律的若干條款除外
“MPF Scheme” 「強積金計劃」	the Mandatory Provident Fund Scheme 強制性公積金計劃
“Mr. Chao” 「周先生」	Mr. Chao Ka Chon (周家俊), an executive Director, the Chairman, CEO and the Controlling Shareholder 周家俊先生，為執行董事、主席、行政總裁兼控股股東
“Mr. Li” 「李先生」	Li Haodong (李浩東), a non-executive Director 李浩東，為非執行董事
“Mr. Man” 「文先生」	Man Wing Pong (文永邦), an INED 文永邦，為獨立非執行董事
“Mr. Ng” 「吳先生」	Ng Hong Kei (吳鴻棋), an executive Director 吳鴻棋，為執行董事
“Mr. Suen” 「孫先生」	Suen Chi Wai (孫志偉), an INED 孫志偉，為獨立非執行董事
“Mr. U” 「余先生」	U Seng Pam (余成斌), an INED 余成斌，為獨立非執行董事
“Ms. Chiu” 「趙女士」	Chiu Koon Chi (趙冠芝), an executive Director 趙冠芝，為執行董事
“Ms. Lei” 「李女士」	Lei Sok Han (李淑嫻), an executive Director 李淑嫻，為執行董事



GLOSSARY

詞彙表

“Net Proceeds” 「所得款項淨額」	the net proceeds from the Listing after deducting the underwriting fees, commissions and other listing expenses borne by the Company 上市所得款項淨額，經扣除包銷費用、佣金及本公司所承擔的其他上市開支
“Nomination Committee” 「提名委員會」	the nomination committee of the Board 董事會提名委員會
“Offer Shares” 「發售股份」	the Hong Kong Offer Shares and the International Placing Shares, including the additional Shares that might be issued under any exercise of the Over-allotment Option 香港發售股份及國際配售股份，包括根據行使超額配股權可能發行的額外股份
“Over-allotment Option” 「超額配股權」	the option expected to be granted by the Company to the International Underwriters, exercisable by the Sole Global Coordinator at its sole and absolute discretion (for itself and on behalf of the International Underwriters) pursuant to which the Company may be required to issue up to aggregate of 18,750,000 additional Shares at the final Offer Price, to cover over-allocations in the International Placing, if any 預期將由本公司授予國際包銷商的購股權，可由獨家全球協調人（為其本身及代表國際包銷商）全權酌情行使，據此，本公司可能需要按最終發售價發行最多18,750,000股額外股份，以補充國際配售的超額分配（如有）
“Professional IT Services” 「專業IT服務」	IT integrated solution services including integrated services and post-sales maintenance and technical support, and software development services IT綜合解決方案服務包括綜合服務及售後維修及技術支持，以及軟件開發服務
“Proposed Investment” 「建議投資」	the proposed acquisition of the entire issued share capital of the SCB Asia Management Limited with the intention to indirectly acquire the land use right to develop an internet data centre situated in Pinggu, Beijing 建議收購SCB Asia Management Limited全部已發行股本，以間接收購土地使用權以發展位於北京市平谷區的互聯網數據中心
“Prospectus” 「招股章程」	the prospectus of the Company dated 29 June 2022 本公司日期為2022年6月29日的招股章程
“PwC” 「羅兵咸永道」	Pricewaterhouse Coopers 羅兵咸永道會計師事務所
“Register of Members” 「股東名冊」	the register of members of the Company 本公司股東名冊
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Board 董事會薪酬委員會



GLOSSARY 詞彙表

“Reorganisation” 「重組」	the corporate reorganisations undergone by the Group in preparation for the Listing described in “History, Reorganisation and Group Structure – Reorganisation” in the Prospectus 本集團為籌備上市而進行的公司重組，有關詳情於招股章程「歷史、重組及集團架構－重組」載述
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 人民幣，中國法定貨幣
“R&D” 「研發」	research and development 研究與開發
“SaaS” 「SaaS」	Software as a Service 軟件即服務
“SCB Asia Management Limited” 「SCB Asia Management Limited」	a company incorporated in Hong Kong with limited liability and is a direct wholly-owned subsidiary of the Vendor 指一家於香港註冊成立的有限公司，為賣方的直接全資附屬公司
“Scheme Mandate Limit” 「計劃授權上限」	the limit of total Share number which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company, which is 10% of the aggregate of the Shares in issue on the date of the Shares commence trading on the Stock Exchange, which is in aggregate of up to 50,000,000 Shares 因行使根據購股權計劃及本公司其他購股權計劃將予授出的所有購股權而可能發行的股份總數上限，即股份在聯交所開始買賣之日已發行股份總數的10%，合共不超過50,000,000股股份
“SFC” 「證監會」	the Securities and Futures Commission of Hong Kong 香港證券及期貨事務監察委員會
“SFO” 「證券及期貨條例」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 香港法例第571章《證券及期貨條例》(經不時修訂、補充或以其他方式修改)
“Share(s)” 「股份」	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company 本公司股本中每股面值0.01港元的普通股
“Shareholder(s)” 「股東」	holder(s) of the Shares 股份持有人
“Share Option Scheme” 「購股權計劃」	the share option scheme conditionally adopted by the Company on 20 June 2022 本公司於2022年6月20日有條件採納的購股權計劃
“SME” 「中小企」	small and medium-size enterprises 中小型企業
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司



GLOSSARY

詞彙表

“Sub-committee” 「小組委員會」	ESG management sub-committee ESG管理小組委員會
“subsidiary(ies)” 「附屬公司」	has the meaning given to it under the Listing Rules 具有上市規則賦予該詞的涵義
“substantial shareholder(s)” 「主要股東」	has the meaning given to it under the Listing Rules 具有上市規則賦予該詞的涵義
“Synergy CCL” 「智揚科技」	Synergy Computers & Communications Limited (智揚科技有限公司), a company incorporated in Hong Kong with limited liability on 30 October 1990 and an indirect wholly-owned subsidiary of the Company 智揚科技有限公司，一間於1990年10月30日在香港註冊成立的有限公司，且為本公司的間接全資附屬公司
“Tai Wah” 「Tai Wah」	Tai Wah (BVI) Holdings Limited, a company incorporated in the BVI with limited liability on 16 February 2021 and wholly-owned by Mr. Chao and is the Controlling Shareholder Tai Wah (BVI) Holdings Limited，一間於2021年2月16日在英屬處女群島註冊成立的有限公司，且由周先生全資擁有及為我們的控股股東
“tCO ₂ e” 「噸二氧化碳當量」	tonnes of carbon dioxide equivalent 噸二氧化碳當量
“US\$” 「美元」	United States Dollar, the lawful currency of the United States 美元，美國的法定貨幣
“Vendor” 「賣方」	SCB Global Capital Holdings Limited SCB Global Capital Holdings Limited
“Zhuhai DHQ Group” 「珠海大橫琴集團」	Zhuhai Da Heng Qin Group Limited (珠海大橫琴集團有限公司) 珠海大橫琴集團有限公司
“Zone” 「深合區」	the Guangdong-Macao In-Depth Cooperation Zone in Hengqin 橫琴粵澳深度合作區



BoardWare

BoardWare Intelligence Technology Limited 博維智慧科技有限公司

(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 : 1204



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