

香港交易及結算所有限公司及香港聯合交易所有限公司對本公佈的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不對因本公佈全部或任何部分內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。



Imperium Technology Group Limited 帝國科技集團有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：0776)

截至二零二三年十二月三十一日止年度 全年業績公佈及 恢復買賣

財務摘要

- 本年度收益約為72,557,000港元，較去年減少約45.5%。
- 本年度毛利約為10,641,000港元，較去年減少約47.9%。
- 本公司擁有人應佔虧損約為127,733,000港元，較去年減少約29.4%。
- 每股基本及攤薄虧損為0.41港元。

經審核年度業績

茲提述本公司分別日期為二零二四年四月二日及二零二四年四月八日的公佈(「該等公佈」)，內容有關(其中包括)延遲刊發二零二三年全年業績及年報，以及本公司股份(「股份」)暫停於聯交所主板買賣，以待刊發二零二三年全年業績及年報。除文義另有所指外，本公佈內所用詞彙與該等公佈所用者具相同涵義。

帝國科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈，本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止年度(「本年度」)的經審核綜合業績，連同截至二零二二年十二月三十一日止年度的經審核比較數字(已經由國衛會計師事務所有限公司審核及同意，並由本公司審核委員會(「審核委員會」)審閱)。截至二零二三年十二月三十一日止年度經審核的年度業績載於所附年報全文。

恢復買賣

應本公司要求，本公司股份自二零二四年四月二日上午九時正起暫停於聯交所買賣，以待刊發本公佈所載之二零二三年全年業績及年報。本公司已向聯交所申請本公司股份自二零二四年五月二日上午九時正起於聯交所恢復買賣。

承董事會命
帝國科技集團有限公司
主席
鄭丁港

香港，二零二四年四月三十日

於本公佈日期，執行董事為鄭丁港先生、楊素梅女士、林俊煒先生及楊東成先生；及獨立非執行董事分別為馮子華先生、丁煌先生、謝庭均先生及許嘉隆先生。

CONTENTS 目錄

Financial Summary	財務摘要	2
Corporate Information	公司資料	3
Chairman's Statement	主席報告	5
Management Discussion and Analysis	管理層討論及分析	6
Biographical Details of Directors and Senior Management	董事及高級管理人員之詳細履歷	14
Report of the Directors	董事會報告	19
Corporate Governance Report	企業管治報告	37
Environmental, Social and Governance Report	環境、社會及管治報告	57
Independent Auditors' Report	獨立核數師報告	100
Consolidated Statement of Profit or Loss	綜合損益表	104
Consolidated Statement of Profit or Loss and Other Comprehensive Income	綜合損益及其他全面收益表	105
Consolidated Statement of Financial Position	綜合財務狀況表	106
Consolidated Statement of Changes in Equity	綜合權益變動表	108
Consolidated Statement of Cash Flows	綜合現金流量表	109
Notes to the Consolidated Financial Statements	綜合財務報表附註	111

FINANCIAL SUMMARY

財務摘要

		2019 二零一九年 HK\$'000 港元	2020 二零二零年 HK\$'000 港元	2021 二零二一年 HK\$'000 港元	2022 二零二二年 HK\$'000 港元	2023 二零二三年 HK\$'000 港元
Results	業績					
Revenue	收益	233,567	186,364	161,124	133,101	72,557
Loss for the year attributable to owners of the Company	本公司擁有人應佔年內虧損	(77,937)	(80,215)	(99,031)	(180,884)	(127,733)
Assets and Liabilities	資產及負債					
Total assets	總資產	225,660	223,770	288,494	246,422	100,929
Total liabilities	總負債	209,307	268,959	300,935	374,734	353,744
Equity attributable to owners of the Company	本公司擁有人應佔權益	18,591	(48,746)	(14,647)	(124,014)	(252,577)
Loss per share	每股虧損					
Basic	基本	(0.27)	(0.28)	(0.33)	(0.58)	(0.41)
Diluted	攤薄	(0.27)	(0.28)	(0.33)	(0.58)	(0.41)

BOARD OF DIRECTORS

Executive Directors

Mr. Cheng Ting Kong (*Chairman*)
Ms. Yeung So Mui (*Vice Chairlady*)
Mr. Lin Junwei
Mr. Yau Chak Fung (resigned on 29 August 2023)
Mr. Yeung Tong Seng Terry

Independent Non-Executive Directors

Mr. Fung Tze Wa
Mr. Ting Wong Kacee
Mr. Tse Ting Kwan
Mr. Hui Ka Lung (appointed on 1 December 2023)

AUDIT COMMITTEE

Mr. Fung Tze Wa (*Chairman*)
Mr. Ting Wong Kacee
Mr. Tse Ting Kwan

REMUNERATION COMMITTEE

Mr. Ting Wong Kacee (*Chairman*)
Mr. Fung Tze Wa
Mr. Tse Ting Kwan
Mr. Lin Junwei (appointed on 31 March 2023)

NOMINATION COMMITTEE

Mr. Tse Ting Kwan (*Chairman*)
Mr. Fung Tze Wa
Mr. Ting Wong Kacee
Mr. Lin Junwei (appointed on 31 March 2023)

COMPANY SECRETARY

Mr. Ip Ka Ki

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified public accountants
31/F, Gloucester Tower,
The Landmark,
11 Pedder Street, Central

董事會

執行董事

鄭丁港先生(*主席*)
楊素梅女士(*副主席*)
林俊煒先生
邱澤峯先生(於二零二三年八月二十九日辭任)
楊東成先生

獨立非執行董事

馮子華先生
丁煌先生
謝庭均先生
許嘉隆先生(於二零二三年十二月一日獲委任)

審核委員會

馮子華先生(*主席*)
丁煌先生
謝庭均先生

薪酬委員會

丁煌先生(*主席*)
馮子華先生
謝庭均先生
林俊煒先生(於二零二三年三月三十一日獲委任)

提名委員會

謝庭均先生(*主席*)
馮子華先生
丁煌先生
林俊煒先生(於二零二三年三月三十一日獲委任)

公司秘書

葉家麒先生

核數師

國衛會計師事務所有限公司
執業會計師
中環畢打街11號
置地廣場
告羅士打大廈31樓

CORPORATE INFORMATION

公司資料

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 02, 26/F., One Harbour Square, No. 181 Hoi Bun Road,
Kwun Tong, Kowloon, Hong Kong

PRINCIPAL BANKERS

In Hong Kong:

Bank of Communications
The Hongkong and Shanghai Banking Corporation Limited

In the PRC:

Bank of China
Bank of Hangzhou Co., Limited

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

0776

INVESTOR RELATIONS

For other information relating to the Company,
please contact Corporate Communications Department
website: www.776.hk
e-mail: ir@776.hk

註冊辦事處

Cricket Square, Hutchins Drive
P. O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

香港總辦事處及主要營業地點

香港九龍觀塘
海濱道181號One Harbour Square 26樓02室

主要往來銀行

在香港：

交通銀行
香港上海滙豐銀行有限公司

在中國：

中國銀行
杭州銀行股份有限公司

開曼群島主要股份過戶登記處

Maples Fund Services (Cayman) Limited
P.O. Box 1093, Boundary Hall, Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

0776

投資者關係

有關本公司的其他資料，
請聯絡企業通訊部
網址：www.776.hk
電子郵箱：ir@776.hk

TO OUR SHAREHOLDERS

On behalf of the Board (“Board”) of Director (“Directors”) of Imperium Technology Group Limited (the “Company”), I am pleased to present annual report of the Company and its subsidiaries (collectively, the “Group”) and its audited financial results for the financial year ended 31 December 2023.

In 2023, the economy of the People’s Republic of China (“PRC”) continued to recover steadily, and its economic development maintained its leading position in the world. The GDP of the PRC grew at an annual rate of 5.2%, outperforming market expectations.

During the year, while the global unstable business environment posed challenges to various industries, the technological industry develops well and the Group will invest resources in technology-related businesses to seize market opportunities. In view of the development of current technological industrial trend, the Group has tapped into the blockchain games enabling the Group to remain competitive in the technology influenced online game and esports business segments, which in turn will broaden the Group’s source of revenue and maximise the return of the shareholders of the Company.

APPRECIATION

On behalf of board, I would like to express our sincere appreciation to all our investors, customers, partners and shareholders for their ongoing support, I would also like to thank my colleagues for their invaluable contributions throughout the year.

Cheng Ting Kong
Chairman

Hong Kong, 30 April 2024

致股東

本人謹代表帝國科技集團有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然提呈本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止財政年度的年度報告及經審核財務業績。

於二零二三年，中華人民共和國(「中國」)經濟持續穩定恢復，經濟發展保持全球領先地位，中國的國內生產總值年增長率為5.2%，表現優於市場預期。

年內，儘管全球不穩定的營商環境為各行各業帶來挑戰，科技產業發展態勢良好，本集團將投放資源發展科技相關業務，以抓緊市場機遇。鑑於目前的科技產業發展趨勢，本集團進軍區塊鏈遊戲有助本集團於受技術影響的線上遊戲及電子競技業務領域中保持競爭力，從而擴大本集團的收入來源並為本公司股東帶來最大回報。

致謝

本人謹代表董事會衷心感謝所有投資者、客戶、合作夥伴及股東一如既往的支持，以及各全人於過去一年對本集團作出的寶貴貢獻。

主席
鄭丁港

香港，二零二四年四月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

INDUSTRY REVIEW

In 2023, geopolitics and inflation have brought uncertainties to the global economy. In the World Economic Outlook Report published by the International Monetary Fund, the global economic growth rate was lowered to 3.0% in 2023, and the risks to the economic outlook is expected to increase tremendously. However, the global epidemic has brought huge home economy opportunities to the gaming industry. According to the marketing report issued by NewZoo, the total revenue in the global game market is expected to reach US\$184.0 billion in 2023, and the number of global gamers is expected to reach 3.38 billion. It is also anticipated that the game market will continue to grow in the next few years, and is expected to reach US\$205.7 billion in 2026, with a CAGR of 4.7% from 2021 to 2026.

The Group considers that the long-term development prospect of the game market is positive and spurs the particularly strong development momentum of blockchain games. The Group will continue to seize corresponding market opportunities and aggressively explore the game publishing business.

BUSINESS REVIEW

In 2023, the Group's total revenue decreased by approximately 45.5% to approximately HK\$72,557,000 (2022: HK\$133,101,000), mainly due to decrease in sales from household segment and esports segment. Loss attributable to shareholders of the Company for the year was approximately HK\$127,733,000 (2022: HK\$180,884,000). The Group's Metasens project continue to develop during the year and will continue to diversify its businesses, especially in the game publishing and esports sectors.

Online Game business

Over the past year, our Group has continued to drive the operation and development of mobile games and Web 3.0 games. In response to changes in the broader environment and player habits arising from the sharp fluctuations in the NFT market, we have ceased the operation of "MetaSnake," which was launched last year. Meanwhile, the publication of "PetaRush" was also terminated.

行業概覽

二零二三年，地緣政治及通脹為全球經濟帶來不確定因素。國際貨幣基金組織刊發《世界經濟展望報告》，下調二零二三年全球經濟增長率至3.0%，並預期經濟前景面臨的風險急劇增加。縱然如此，全球疫情為遊戲行業帶來龐大的宅經濟商機。NewZoo發表市場報告，預期二零二三年全球遊戲市場總收益達到1,840億美元，全球遊戲玩家數量預計將達到33.8億人。並預期，遊戲市場將在未來數年繼續增長，預計於二零二六年達到2,057億美元，二零二一年至二零二六年複合年增長率為4.7%。

本集團認為，遊戲市場的長期發展前景積極正面，促成區塊鏈遊戲發展勢頭格外強勁。本集團將繼續緊抓相關市場機遇，積極開拓遊戲發行業務。

業務回顧

於二零二三年，本集團的總收益減少約45.5%至約72,557,000港元(二零二二年：133,101,000港元)，主要由於家居產品分部及電子競技分部銷售減少。本年度之本公司股東應佔虧損約為127,733,000港元(二零二二年：180,884,000港元)。年內本集團之Metasens計劃持續發展，會繼續部署多元化業務，尤其於遊戲發行及電子競技板塊。

線上遊戲業務

過去一年，本集團持續驅動手機遊戲及Web 3.0遊戲的營運及發展。為應對市場環境擴大及玩家習慣因NFT市場急劇波動所引起的變化，我們已終止營運去年上架的《精靈蛇MetaSnake》。與此同時，《動物大奔走PetaRush》的發行安排亦已告吹。

Nevertheless, our Metasens-related development project is making ongoing progress. The focus of such project is to create the most realistic virtual personas and social activities, allowing players to experience unique role-playing and a wide range of interactive features within the gaming space. Our goal is to provide a strong immersive experience, and our development team will continue to monitor the latest market trends to ensure our products meet the latest hardware and user demands. Participants can create unique game characters, in-game items, digital collectibles, land, and equipment. They can also own and decorate their virtual spaces, like building their virtual homes, interact with other players, experience scenes or games created by others, and engage in various challenges and interactions within the game, thereby creating their own virtual world. Since no significant improvement has been seen in the business environment of the Group as well as in the market, there are uncertainties in the fundings for completing and publishing this project.

Moreover, with the mobile gaming market becoming more casual and fragmented, leisure competitive games have gained unprecedented popularity in the market. As a result, our team has recruited a new studio this year specifically for developing casual games. This studio is projected to launch its first casual game by the end of this year or the first quarter of next year. The game will be promoted in regions including Taiwan, Hong Kong and Macau, Southeast Asia, and South America. We hope this will open a new sector in the mobile gaming market for our Group.

In view of the current development trend of the technology industry, the Group has tapped into the blockchain games sector since 2022. The revenue from game publishing business of the Group was approximately HK\$20,796,000 (2022: HK\$29,083,000); the segment loss was approximately HK\$71,649,000 (2022: HK\$48,148,000).

Esports business

The revenue from esports business of the Group for the year ended 31 December 2023 was approximately HK\$24,860,000 (2022: HK\$57,017,000), representing a decrease of approximately 56.4%, mainly due to decrease in prize from esport game; the segment loss was approximately HK\$13,352,000 (segment profit of 2022: HK\$1,604,000). This includes provisions for relevant assets of approximately HK\$4,330,000.

NOVA Esports (Peacekeeper Elite) and NOVA Esports (League of Legends: Wildrift) has achieved remarkable result during the year. “NOVA·Paraboy” under NOVA Esports (Peacekeeper Elite) officially became a player of the PRC e-sports national team's of PEL, and our team, representing the PRC e-sports national team, has won the gold medal in Hangzhou Asian Games e-sports event. Our team was also awarded the title of the sole representative sponsor of China Division of the “PUBG Mobile Global Open 2024” World Championship in the first quarter of 2024.

然而，Metasens發展項目持續取得進展。該項目側重於創建最真實的虛擬角色和社交活動，讓玩家可在遊戲空間內體驗到別樹一幟的角色扮演機會以及各式各樣的互動功能。本集團以提供強勁的沉浸式體驗為目標，且開發團隊將繼續監察最新的市場趨勢，以確保我們的產品能夠符合最新的硬件及用家需求。參與者可塑造獨特的遊戲角色、遊戲中的物品、數碼收藏品、土地和設備。彼等亦可擁有和裝飾虛擬空間，如建造自己的虛擬家園、與其他遊戲玩家交流、體驗其他玩家佈置的場景或遊戲以及在遊戲中闖關和互動，構建自己的虛擬世界。由於本集團及市場的營商環境仍未取得顯著改善，使完成及發行本項目的資金供應出現不明朗因素。

此外，隨著手機遊戲市場漸趨大眾化及分散，休閒競技遊戲在市場上的普及程度實屬前所未見。有見及此，團隊於本年度已僱用新的製作公司，專門開發休閒遊戲。預期該製作公司將於本年末或明年首季推出首款休閒遊戲。該款遊戲將於台灣、香港及澳門、東南亞及南美等地區進行宣傳。我們希望此舉將為本集團在移動遊戲市場開啟新板塊。

鑑於目前的科技產業發展趨勢，本集團自二零二二年起已進軍區塊鏈遊戲板塊。本集團遊戲發行業務的收益約為20,796,000港元(二零二二年：29,083,000港元)；分部虧損約為71,649,000港元(二零二二年：48,148,000港元)。

電子競技業務

截至二零二三年十二月三十一日止年度，本集團來自電子競技業務的收益約為24,860,000港元(二零二二年：57,017,000港元)，減少約56.4%，主要由於電子競技遊戲獎金減少；分部虧損約為13,352,000港元(二零二二年分部溢利：1,604,000港元)。這包括相關資產撥備約4,330,000港元。

年內，NOVA 電子競技俱樂部和精靈戰隊及NOVA 電子競技俱樂部英雄聯盟手遊戰隊取得顯著成績。NOVA 電子競技俱樂部和精靈戰隊旗下的[NOVA Paraboy]已成為中國PEL 電子競技國家隊的官方玩家，且我方選手代表中國電子競技國家隊已於杭州亞運會的電子競技賽事中奪得金牌。本戰隊亦於二零二四年第一季取得[PUBG Mobile Global Open 2024]世界賽中國賽區唯一代表資方。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Also the Group has set up some new esports team to participate in esports game “決勝巔峰”，“高能英雄” and “無畏契約” to diversify our sources of income and strive for better performance in esports business.

Cloud computing and data storage business

The revenue from cloud computing and data storage business of the Group for the year ended 31 December 2023 was approximately HK\$5,292,000 (2022: HK\$12,447,000), representing a year-on-year decrease of approximately 57.5%. The segment loss was approximately HK\$20,439,000 (2022: HK\$51,626,000), mainly due to increase in market value of Filecoin and Chia coins as well as no impairment loss recognised on mining machines.

The Group will continue to negotiate with existing and potential customers of the Group to the change in the uses of the Filecoin and Chia mining machines. The Group may sell Filecoin and Chia in market in order to increase capital inflow.

Household products business

For the year ended 31 December 2023, the revenue from household products business of the Group was approximately HK\$18,292,000 (2022: HK\$32,424,000), representing a decrease of 43.58% as compared with the corresponding period last year, mainly attributable to the decrease in market demand due to the continuing tension between China and the U.S.. The segment profit was approximately HK\$23,959,000 (segment loss of 2022: HK\$309,000). The Group will take initiatives to increase revenue and reduce costs.

On 30 June 2023, the Company has entered into a sales and purchase agreement with an independent third party, pursuant to which the Company has agreed to sell, and the purchaser has agreed to purchase 100% of the issued share capital of JF Household Furnishings (Asia) Limited and its subsidiaries (collectively, the “Target Group”) for a consideration of HK\$1. The gain on disposal of subsidiaries is approximately HK\$21,107,000 including approximately HK\$16,677,000 from release of foreign currency translation reserve. Also the purchaser assumed the contingent liabilities associated with the economic compensation payable in accordance with the relevant labour law of PRC amounting to approximately HK\$5,164,000.

另外，本集團已新成立數支電子競技隊伍參與「決勝巔峰」、「高能英雄」及「無畏契約」等電子競技遊戲，以豐富收入來源及在電子競技業務爭取佳績。

雲計算及數據儲存業務

截至二零二三年十二月三十一日止年度，本集團來自雲計算及數據儲存業務的收益約為5,292,000港元(二零二二年：12,447,000港元)，按年減少約57.5%。分部虧損約為20,439,000港元(二零二二年：51,626,000港元)，主要由於Filecoin及奇亞幣的市值增長以及並無就挖礦機器確認減值虧損。

本集團將繼續與本集團現有及潛在客戶商討，更改Filecoin及奇亞幣挖礦機器之使用狀況。本集團可在市場上出售Filecoin及奇亞幣以增加資本流入。

家居產品業務

截至二零二三年十二月三十一日止年度，本集團來自家居產品業務的收益約為18,292,000港元(二零二二年：32,424,000港元)，較去年同期下跌43.58%，主要由於中美關係持續緊張，導致市場需求減少。分部溢利約為23,959,000港元(二零二二年分部虧損：309,000港元)。本集團將積極開源節流。

於二零二三年六月三十日，本公司與獨立第三方訂立買賣協議，據此本公司同意出售，而買方同意以代價1港元購買捷豐家居用品(亞洲)有限公司及其附屬公司(統稱「目標集團」)全部已發行股本。出售附屬公司的收益約為21,107,000港元，其中包括來自外幣匯兌儲備撥回約16,677,000港元。此外，買方假設根據相關中國勞工法與應付經濟補償有關的或然負債金額約為5,164,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Property investment business

For the year ended 31 December 2023, the Group's revenue from property investment business was approximately HK\$1,642,000 (2022: HK\$1,332,000), mainly due to increase in rental income. The segment loss was approximately HK\$95,000 (segment profit of 2022: HK\$798,000).

Money lending business

For the year ended 31 December 2023, the Group's revenue from money lending business was approximately HK\$1,673,000 (2022: HK\$798,000), mainly due to the increase in interest income from customers. The segment loss was approximately HK\$2,903,000 (2022: HK\$1,684,000).

The Group's money lending business was conducted through its wholly-owned subsidiary, Best Gold Corporation Limited, to grant loans including secured and unsecured to individuals and enterprises. Whilst the Group has not granted any new loans during the year, it strived to adhere to a set of comprehensive policy and procedural manual in respect of loan approval, loan renewal, loan recovery, loan compliance, monitoring and anti-money laundering as disclosed previously.

The Group manages credit risk through review and credit approval and post-transaction monitoring processes which are performed by management. Before the loans were granted, an independent assessment has been performed. The independent assessment included but was not limited to background checking, such as the identity documents (identity card, address proof, business registration certificate, latest annual return), income or asset proof of the borrower and guarantor, such as share certificates, bank statements and security statements, the evaluation of the value of collateral and verification of the authenticity of the information provided, to ensure the recovery ability of the loan. Furthermore, the Group will perform public search towards the borrowers to ensure compliance with anti-money laundering and counterterrorist financing ordinance. After the loan is granted, the Group will still conduct the checks on the repayment history and results of public search towards the borrower periodically to assess the recoverability of loan, compliance with anti-money laundering and counter-terrorist financing ordinance and possibility of loan renewal.

物業投資業務

截至二零二三年十二月三十一日止年度，本集團來自物業投資業務的收益約為1,642,000港元(二零二二年：1,332,000港元)，主要由於租金收入增加。分部虧損約為95,000港元(二零二二年分部溢利：798,000港元)。

放債業務

截至二零二三年十二月三十一日止年度，本集團來自放債業務的收益約為1,673,000港元(二零二二年：798,000港元)，主要由於客戶利息收入增加。分部虧損約為2,903,000港元(二零二二年：1,684,000港元)。

本集團之放債業務乃透過其全資附屬公司金瑞興業有限公司進行，以向個人及企業授出有擔保及無擔保貸款。雖然本集團於本年度並未授出任何新貸款，誠如上文所披露，本集團在批核貸款、重續貸款、追討貸款、貸款合規、監察及反洗黑錢等方面盡力遵守一套全面政策及程序手冊。

本集團通過由管理層執行的審查、信貸審批及交易後監督程序來管理信貸風險。在發放貸款之前，已進行獨立評估。獨立評估包括但不限於背景調查，如身份證明文件(身份證、住址證明、商業登記證、最近的年度申報表)、借款人及擔保人的收入或資產證明(如股票、銀行對賬單和抵押聲明)、抵押品價值評估及所提供資料的真實性驗證，以確保貸款的可回收性。此外，本集團亦將對借款人進行公開查詢，以確保符合反洗錢及反恐融資法令。在貸款批出後，本集團仍會定期查核借款人的還款記錄及公開查冊的結果，以評估貸款的可收回性、是否符合反洗錢及反恐怖主義融資條例的規定，以及貸款能否續期。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2023, the Group had loans receivable with outstanding principal amount of approximately HK\$Nil (2022: HK\$3.4 million). The Group recorded interest income from loans receivable of approximately HK\$1.6 million for the year ended 31 December 2023 (2022: HK\$0.8 million).

As at 31 December 2023, the management had reviewed the historical accounting information to estimate the default risk. In determining the default risk, factors including but not limited to, the ageing analysis of the receivables, historical and forecast occurrence of event of default, existence and valuation of the collaterals. According to above ECL assessment, there is an impairment loss of approximately HK\$4.6 million incurred during the year ended 31 December 2023 (2022: HK\$2.5 million) as the borrower has only made limited repayments during the period.

Future Prospects

Looking ahead, the Group will continue to invest resources to further explore the blockchain game and gradually build a large-scale amusement park — Metasens with unique game facilities, including real-time strategy games, role-playing games, simulation and sports games, shooting games, action and adventure games, by using future Web3.0 internet technology incorporating blockchain technology, the Internet of Things, artificial intelligence, and 3D images.

In addition, the Group will regularly evaluate the allocation of resources among business segments to promote business diversification and drive sustainable growth of the Group. Furthermore, we will continue to adopt suitable cost saving measures and evaluate the business operations to enhance the financial position of the Group as well as maximize returns to our shareholders.

RESULTS OF OPERATIONS

For the year ended 31 December 2023, the Group reported a revenue of approximately HK\$72,557,000 (2022: approximately HK\$133,101,000), representing a decrease of 45.5% from that of the year 2022. The decrease in revenue is mainly due to decrease of revenue from household products business in the PRC and esports business.

Gross profit margin decreased from 15.3% in 2022 to 14.7% in 2023 due to the decrease of gross profit margin of esports business and cloud computing and data storage business during the year ended 31 December 2023.

於二零二三年十二月三十一日，本集團有未償還本金額約零港元(二零二二年：3,400,000港元)的應收貸款。截至二零二三年十二月三十一日止年度，本集團錄得應收貸款利息收入約1,600,000港元(二零二二年：800,000港元)。

於二零二三年十二月三十一日，管理層已審閱歷史會計資料，從而估算違約風險。釐定違約風險時考慮之因素包括但不限於應收賬款之賬齡分析、違約事件之歷史及預測發生率、抵押品之存在及估值。根據上述預期信貸虧損評估，由於借款方僅於期內有限還款，於截至二零二三年十二月三十一日止年度內發生減值虧損約4,600,000港元(二零二二年：2,500,000港元)。

未來前景

展望未來，本集團將繼續投入資源進一步開拓區塊鏈遊戲，逐步建立大型遊樂園Metasens，旨在建設具特色的遊戲設施，包括實時戰略遊戲、角色扮演遊戲、模擬和運動遊戲、射擊遊戲、動作及冒險遊戲，並採用區塊鏈技術。

除此之外，本集團會定期評估各業務分部的資源分配，以推動業務的多元化及可持續發展。另外，我們將繼續採用合適的節省成本措施並評估業務營運，以增進本集團的財務狀況，同時使股東回報最大化。

經營業績

截至二零二三年十二月三十一日止年度，本集團錄得收益約72,557,000港元(二零二二年：約133,101,000港元)，較二零二二年減少45.5%。收益減少主要由於來自中國家居產品業務及電子競技業務的收益減少所致。

毛利率由二零二二年的15.3%減少至二零二三年的14.7%，乃由於截至二零二三年十二月三十一日止年度電子競技業務以及雲計算及數據儲存業務的毛利率減少。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Other income decreased from approximately HK\$5,874,000 in 2022 to approximately HK\$1,405,000 in 2023, mainly due to the decrease in government grant and the decrease in bank interest income and gain on disposal of esports players during the year ended 31 December 2023.

其他收入由二零二二年約5,874,000港元減少至二零二三年約1,405,000港元，主要由於截至二零二三年十二月三十一日止年度政府補助減少及銀行利息收入減少以及出售電子競技玩家之收益。

Distribution costs decreased from approximately HK\$13,247,000 in 2022 to approximately HK\$3,295,000 in 2023 due to the decrease in marketing expenses for online game business during the year ended 31 December 2023.

分銷成本由二零二二年約13,247,000港元減少至二零二三年約3,295,000港元，乃由於截至二零二三年十二月三十一日止年度線上遊戲業務的市場推廣費用減少所致。

Administrative expenses decreased from approximately HK\$132,005,000 in 2022 to approximately HK\$90,056,000 in 2023, mainly due to the decrease in share-based payment, staff costs and legal and professional fee incurred.

行政開支由二零二二年約132,005,000港元下跌至二零二三年約90,056,000港元，主要由於以股份為基礎的付款、員工成本以及產生的法律及專業費用減少所致。

Impairment on non-financial assets decreased from approximately HK\$43,963,000 in 2022 to approximately HK\$33,458,000 in 2023. Impairment on non-financial assets in 2023 was attributable to impairment of the following intangible assets:

非金融資產減值由二零二二年約43,963,000港元減少至二零二三年約33,458,000港元。二零二三年的非金融資產減值乃歸因於以下無形資產減值：

- (i) impairment of intangible assets relating to the Esports segment due to reduction in projected revenue resulting from its poor performance during the year.
- (ii) certain online games terminated during the year, resulting in the written off of relevant intangible assets, as the sharp fluctuation on the NFT market in early 2023 has seriously affected its sustainability.
- (iii) impairment of games that have yet to be launched because the Group has not demonstrated availability to sufficient fundings to launch the games as previously forecasted.

- (i) 因年內電子競技分部表現欠佳令預計收益減少而產生無形資產減值。
- (ii) 由於二零二三年初NFT市場急劇波動嚴重影響其可持續發展，導致年內終止發行若干線上遊戲，並將相關無形資產註銷。
- (iii) 因本集團並未如之前預測般獲得足夠資金發行遊戲而令尚未發行的遊戲出現減值。

Impairment of non-financial assets in 2022 was primarily due to impairment loss recognised on mining machines for the cryptocurrencies.

二零二二年的非金融資產減值主要是由於就加密貨幣的挖礦機器確認減值虧損。

As the cryptocurrencies market stabilised during the year, the Group recorded reversal of impairment on cryptocurrencies of approximately HK\$2,725,000.

由於年內加密貨幣市場發展穩定，本集團錄得加密貨幣減值撥回約2,725,000港元。

Finance costs increased from approximately HK\$12,203,000 in 2022 to approximately HK\$16,793,000 in 2023, attributable to the increase in loans from related parties during the year ended 31 December 2023.

融資成本由二零二二年約12,203,000港元上升至二零二三年約16,793,000港元，乃由於截至二零二三年十二月三十一日止年度來自關聯方之貸款增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Income tax expense increased to approximately HK\$590,000 in 2023 (2022: income tax credit of HK\$254,000), mainly arising from deferred tax charged during the year ended 31 December 2023.

所得稅開支由增加至二零二三年約590,000港元(二零二二年: 所得稅抵免254,000港元), 主要與截至二零二三年十二月三十一日止年度扣除遞延稅項相關。

LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

As at 31 December 2023, the Group had cash and bank balances of approximately HK\$10,189,000 (2022: HK\$42,764,000) and net current liabilities of approximately HK\$208,024,000 (2022: HK\$71,295,000), the increase in net current liabilities is mainly due to the reclassification of loan from related parties to non-current position. Excluding current portion of the loans from related parties of approximately HK\$208,563,000 (2022: HK\$78,270,000), there was resulted in net current assets of approximately HK\$539,000 (2022: HK\$6,975,000).

流動資金、財務資源及融資

於二零二三年十二月三十一日, 本集團擁有現金及銀行結餘約10,189,000港元(二零二二年: 42,764,000港元)及流動負債淨額約208,024,000港元(二零二二年: 71,295,000港元), 流動負債淨額增加乃主要由於來自關聯方之貸款重新分類為非流動負債所致。剔除來自關聯方之貸款之即期部份約208,563,000港元(二零二二年: 78,270,000港元)後, 則為流動資產淨值約539,000港元(二零二二年: 6,975,000港元)。

As at 31 December 2023, the Group had current liabilities of approximately HK\$258,755,000 (2022: approximately HK\$180,349,000). The increase in current liabilities was mainly due to the reclassification of loan from related parties to non-current position. Excluding current portions of loans from related parties of approximately HK\$208,563,000 (2022: HK\$78,270,000), current liabilities decreased to approximately HK\$50,192,000 (2022: HK\$102,079,000).

於二零二三年十二月三十一日, 本集團擁有流動負債約258,755,000港元(二零二二年: 約180,349,000港元)。流動負債增加主要由於來自關聯方之貸款重新分類為非流動負債所致。剔除來自關聯方之貸款之即期部份約208,563,000港元(二零二二年: 78,270,000港元)後, 流動負債減少至約50,192,000港元(二零二二年: 102,079,000港元)。

The Group had no bank borrowings as at 31 December 2023 and 31 December 2022. The Group had loans from related parties of approximately HK\$299,387,000 as at 31 December 2023 (2022: HK\$266,623,000). The loans from related parties carried interest at fixed rate and repayable within two years.

本集團於二零二三年十二月三十一日及二零二二年十二月三十一日並無銀行借貸。本集團於二零二三年十二月三十一日有來自關聯方之貸款約299,387,000港元(二零二二年: 266,623,000港元)。該來自關聯方之貸款按固定利率計息及須於兩年內償還。

As at 31 December 2023, the ultimate controlling party of the Company committed to provide unutilised loan facilities to approximately HK\$5,000,000.

於二零二三年十二月三十一日, 本公司最終控股方承諾提供約5,000,000港元之未動用貸款融資。

Nevertheless, the Group will further seek for other financial resources as alternative means to meet working capital requirement.

儘管如此, 本集團將進一步尋求其他財務資源, 作為應付其營運資金需求的另一方式。

BANK BORROWINGS

No bank borrowings as at 31 December 2023 and 31 December 2022.

銀行借貸

於二零二三年十二月三十一日及二零二二年十二月三十一日, 並無銀行借貸。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

GEARING RATIO

The Group's gearing ratio, which was derived from loan from related companies to total assets, increased from 108.2% in 2022 to 298.0% in 2023, as a result of the increase in loans from related parties.

COMMITMENTS

As at 31 December 2023 the Group had capital commitments of approximately HK\$Nil (2022: HK\$2,192,000), attributable to acquisition of licensing right of online games.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had contingent liabilities amounted approximately HK\$Nil (2022: HK\$5,339,000) for the economic compensation payable by a subsidiary in accordance with the relevant labour law for the PRC.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES AND RELATED HEDGES

All transactions of the Group are denominated in RMB, HKD, and USD, MYR, SGD and THB. The Group is exposed to foreign exchange risk with respect to the fluctuation of RMB which may affect the Group's performance and assets. The Group has not entered into any derivative contract to hedged against the risk.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group employed approximately 177 staffs. The Group's remuneration to employees, including Directors' emoluments, decreased by approximately HK\$72,520,000 to approximately HK\$52,595,000 for the fiscal year of 2022 mainly due to decrease in amortisation of share options granted in 2023 and 2022.

The Group reviews employee remuneration annually and rewards its employees with reference to the length of services and performance. The Group also has the liberty to grant share options and bonuses to employees of the Group at the discretion of the Directors based on the financial performance of the Group.

TREASURY POLICIES AND CAPITAL STRUCTURE

The Group adopts a prudent approach with respect to treasury and funding policies, with a focus on risk management and transactions that are directly related to the underlying business of the Group.

資產負債比率

本集團的資產負債比率(按來自關聯公司之貸款與總資產的比例計算得出)由二零二二年的108.2%增加至二零二三年的298.0%，乃由於來自關聯方之貸款增加所致。

承擔

於二零二三年十二月三十一日，本集團的資本承擔約為零港元(二零二二年：2,192,000港元)，乃來自收購線上遊戲許可權。

或然負債

於二零二三年十二月三十一日，本集團就一間附屬公司根據中國相關勞動法律應付經濟補償有或然負債約零港元(二零二二年：5,339,000港元)。

匯率波動風險及有關對沖

本集團的所有交易均以人民幣、港元、美元、令吉、新加坡元及泰銖列值。本集團就人民幣波動承受外匯風險，可能影響本集團的表現及資產。本集團並無訂立任何衍生工具合約以對沖該風險。

僱員及薪酬政策

於二零二三年十二月三十一日，本集團僱用約177名員工。本集團於二零二二財政年度的僱員薪酬(包括董事酬金)減少約72,520,000港元至約52,595,000港元，乃主要由於二零二三年及二零二二年授出之購股權攤銷減少所致。

本集團經參考僱員的服務年期及表現每年檢討僱員薪酬及獎勵僱員。本集團亦可基於本集團的財務表現由董事酌情決定向本集團僱員授出購股權及花紅。

財務政策及資本結構

本集團在財務及融資政策方面取態審慎，並專注於風險管理及與本集團相關業務有直接關係的交易。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之詳細履歷

EXECUTIVE DIRECTORS

Mr. Cheng Ting Kong, aged 49, who has been appointed as an executive Director and the chairman of the board of directors on 21 September 2012 and 5 October 2012 respectively. Mr. Cheng is the chairman of the board of directors and executive director of Imperium Financial Group Limited (stock code: 8029) (“Imperium Financial”), a company listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) from 5 July 2013. Mr. Cheng’s wife, Ms. Yeung So Mui is an executive Director of the Company.

Ms. Yeung So Mui, aged 48, who has been appointed as an executive Director and vice chairlady of the board of directors on 1 September 2016. Ms. Yeung is the founder and a director of Sparkle Life Charity Fund Limited. Ms. Yeung was appointed as a director of Yan Oi Tong Limited on 1 April 2013. Ms. Yeung is experienced in corporate management. Ms. Yeung was an executive director of Let Group Holdings Limited (Stock Code: 1383), a company listed on the Main Board of the Stock Exchange from 5 October 2010 to 20 July 2017. Ms. Yeung was an executive director of Times Universal Group Holdings Limited (stock code: 2310), a company listed on the Main Board of the Stock Exchange from 10 October 2019 to 31 March 2022.

Mr. Lin Junwei, aged 28, obtained a Bachelor of Science Degree in Accounting and Finance from the University of East Anglia in 2018. Mr. Lin is currently the chief financial officer of Imperium Green Power Limited and his primary responsibilities includes the planning, implementation, managing and running of all the finance activities, including business planning, budgeting, forecasting and negotiations. Mr. Lin was an executive director of Times Universal Group Holdings Limited (stock code: 2310), a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Stock Exchange of Hong Kong Limited from 10 October 2019 to 10 June 2022. Mr. Lin is the nephew of Mr. Cheng Ting Kong, an executive Director and a controlling shareholder of the Company, and Ms. Yeung So Mui, an executive Director.

Mr. Yeung Tong Seng Terry, aged 33, holds a bachelor’s degree in Science (Business and Management Studies) from University of Sussex, England and a master’s degree in Science (International Marketing) from University of Surrey, England. Mr. Yeung has been investing in blockchain company since 2018 and has cofounded EchoX which is an NFT related platform in early 2021, where he is responsible for the implementation and supervision of corporate budgeting and project operation. He has also been consulting different blockchain projects for past few years and assisting traditional companies to complete their digital transformation.

執行董事

鄭丁港先生，49歲，分別於二零一二年九月二十一日及二零一二年十月五日獲委任為執行董事及董事會主席。鄭先生由二零一三年七月五日起為帝國金融集團有限公司(股份代號：8029)(「帝國金融」，一間於香港聯合交易所有限公司(「聯交所」)創業板上市的公司)之董事會主席及執行董事。鄭先生的妻子楊素梅女士為本公司執行董事。

楊素梅女士，48歲，於二零一六年九月一日獲委任為執行董事及董事會副主席。楊女士為點點亮慈善基金有限公司的創辦人及董事。楊女士於二零一三年四月一日獲委任為仁愛堂有限公司董事。楊女士於企業管理方面擁有豐富經驗。楊女士於二零一零年十月五日至二零一七年七月二十日出任Let Group Holdings Limited (股份代號：1383)執行董事，該公司於聯交所主板上市。楊女士於二零一九年十月十日至二零二二年三月三十一日曾任時代環球集團控股有限公司(股份代號：2310)執行董事，該公司於聯交所主板上市。

林俊煒先生，28歲，於二零一八年在東英吉利亞大學取得會計及金融理學士學位。林先生目前為帝國環保能源科技有限公司的財務總監，主要負責所有金融活動的規劃、實施、管理及營運，包括業務規劃、預算編製、預測及磋商。二零一九年十月十日至二零二二年六月十日，林先生擔任時代環球集團控股有限公司(股份代號：2310)的執行董事，該公司為於香港註冊成立的有限公司，其已發行股份於香港聯合交易所有限公司上市。林先生為本公司執行董事兼控股股東鄭丁港先生及執行董事楊素梅女士的外甥。

楊東成先生，33歲，持有英格蘭薩塞克斯大學的理學學士學位(商業與管理研究)及英格蘭University of Surrey的理學碩士學位(國際市場學)。楊先生自二零一八年起投資於區塊鏈公司，並於二零二一年初共同創立NFT相關平台EchoX，負責執行及監督企業預算及項目運作。在過去幾年，彼亦一直為不同區塊鏈項目提供諮詢，並協助傳統公司完成數碼化轉型。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之詳細履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Tze Wa, aged 67. He is a certified public accountant and a director of an accounting firm in Hong Kong. Mr. Fung has various years of experience in auditing, taxation and company secretarial practice in Hong Kong. He obtained a master degree in professional accounting from the Hong Kong Polytechnic University in 2000. He is a member of the HKICPA, the Chartered Association of Certified Accountants, the Taxation Institute of Hong Kong and the Society of Chinese Accountants and Auditors. From April 2004, to September 2020, he had also been appointed as the independent non-executive director of Citychamp Watch & Jewellery Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0256), and from September 2004 to September 2013, he was an independent non-executive director of Jiwa Bio-Pharm Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2327). From April 2004 to March 2012, he was an independent non-executive director of New Capital International Investment Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1062). From January 2017 to September 2021, he was an independent non-executive director of Freeman Fintech Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 279). From May 2018 to June 2020, he was an independent non-executive director of Shen Yuan Holdings Limited, a company incorporated in the Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 851). From May 2020 to December 2020, he was an independent non-executive director of China Wood International Holding Co., Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1822). Since August 2022, he was an independent non-executive director of Shimao Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 813).

獨立非執行董事

馮子華先生，67歲。彼為執業會計師及香港一間會計師事務所之董事。馮先生於香港審計、稅務及公司秘書實務方面擁有多年經驗。彼於二零零零年獲香港理工大學頒授專業會計學碩士學位。彼為香港會計師公會、特許公認會計師公會、香港稅務學會及香港華人會計師公會會員。彼亦自二零零四年四月至二零二零年九月獲委任為冠城鐘錶珠寶控股有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：0256))之獨立非執行董事，及彼自二零零四年九月至二零一三年九月獲委任為積華生物醫藥控股有限公司(該公司為於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：2327))之獨立非執行董事。自二零零四年四月起至二零一二年三月，彼擔任新資本國際投資有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：1062))之獨立非執行董事。自二零一七年一月至二零二一年九月，彼擔任民眾金融科技控股有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：279))之獨立非執行董事。自二零一八年五月至二零二零年六月，彼擔任盛源控股有限公司(該公司為於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：851))之獨立非執行董事。自二零二零年五月至二零二零年十二月，彼擔任中木國際控股有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：1822))之獨立非執行董事。自二零二二年八月起，彼擔任世茂集團控股有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：813))之獨立非執行董事。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之詳細履歷

Mr. Ting Wong Kacee, aged 48. He holds a Master of Laws and Postgraduate Certificate in Laws from City University of Hong Kong. He is currently a member of The Hong Kong Bar Association. He is interested in various issues of social concerns and he has been an active pro bono adviser in the last 10 years. In 2020, the Chief Executive of Hong Kong Special Administrative Region has awarded the honour of Chief Executive's Commendation Public Service to him in recognition of his contribution to the society. From 10 October 2019 to 31 March 2022, he was an independent non-executive director of Times Universal Group Holdings Limited (stock code: 2310), a Company listed on the Main Board of the Stock Exchange.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tse Ting Kwan, aged 48. He holds a Bachelor's Degree in Business Administration. He is currently a fellow member of the Association of Chartered Certified Accountants and an associate member of the HKICPA. Mr. Tse has over 10 years of experience in auditing, finance and accounting. From December 2006 to September 2020, he was the financial controller of Chinese People Holdings Company Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0681). Since September 2015, he was an independent non-executive director of Thelloy Development Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1546). Since 1 June 2022, he was an independent non-executive Director of Superactive Group Company Limited, a company incorporated in the Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0176).

Mr. Hui Ka Lung, aged 28, obtained a degree of bachelor of science from University of East Anglia, Norwich, the United Kingdom, in July 2016. He has been working as a business manager in Television Broadcasts Limited, a company listed on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (stock code: 511), where he is responsible for market research and analysis and devising marketing plan for clients, since February 2020. From November 2016 to June 2019, he worked as a key account manager in Hyperion International Group Limited.

丁煌先生，48歲。彼持有香港城市大學法學碩士和法學專業證書。目前，彼為香港大律師公會的成員。彼對各種社會關注的議題感興趣，在過去10年一直為活躍的無償顧問。於二零二零年，香港特別行政區行政長官向其頒授行政長官公共服務獎狀，以表揚其對社會的貢獻。彼於二零一九年十月十日二零二二年三月三十一日曾任時代環球集團控股有限公司(股份代號：2310)獨立非執行董事，該公司於聯交所主板上市。

獨立非執行董事

謝庭均先生，48歲。彼持有工商管理學士學位。彼現為特許公認會計師公會之資深會員及香港會計師公會之會員。謝先生於審計、財務及會計方面擁有逾10年經驗。彼曾於二零零六年十二月至二零二零年九月擔任中民控股有限公司(該公司為於百慕達註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：0681))之財務總監。自二零一五年九月起，彼為德萊建業集團有限公司(該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：1546))之獨立非執行董事。自二零二二年六月一日起，彼為先機企業集團有限公司(該公司為於百慕大註冊成立之有限公司，其已發行股份於聯交所主板上市(股份代號：0176))之獨立非執行董事。

許嘉隆先生，28歲，於二零一六年七月取得英國諾威治東安格利亞大學理學學士學位。彼自二零二零年二月起於香港聯合交易所有限公司(「聯交所」)主板上市公司電視廣播有限公司(股份代號：511)擔任業務經理，負責市場研究及分析以及為客戶制定行銷計劃。自二零一六年十一月至二零一九年六月，彼曾於海氏國際集團有限公司擔任主要客戶經理。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之詳細履歷

SENIOR MANAGEMENT

Ms. Li Tingting, holds a bachelor's degree in Chinese language studies from Shandong Normal University. Ms. Li has been serving as the chief executive officer of 萬輝蘇州數碼科技有限公司 (Wanhui Suzhou Digital Technology Co., Ltd.*) ("Wanhui Suzhou"), an indirect wholly-owned subsidiary of the Company, since September 2020. Prior to joining the Group, Ms. Li was employed by 北京暢遊時空軟體技術有限公司福州分公司 (Beijing Changyou Space-Time Software Technology Company Limited Fuzhou Branch*), a company principally engaged in the operation of an online games' platform and publishing of online games business, from 2003 to 2013 with her last position as the general manager of the sales department. She served as the vice president of 廣州奧奇智慧行銷策劃有限公司 (Guangzhou Okidea Marketing Planning Company Limited*) from May 2014 to July 2016 and was mainly responsible for the online game advertising agency business and media relations. She has been serving as the chief operating officer of 福建天尚網絡科技有限公司 (Fujian Tianshang Network Technology Company Limited*) since July 2016 and is mainly responsible for media operations and advertising for virtual reality games. She is the founder of the esports team YQL電競俱樂部 (YQL Esports Club*) in July 2017. Ms. Li has extensive experience in the online games industry, block chain technology applications and cloud operation services.

Mr. Louis Kan has been serving as the Chief Creative Officer of the Company since January 2022 and Deputy Operations Manager of seven senses game company limited, an indirect wholly-owned subsidiary of the Company, since July 2021. He is responsible for operation, project planning, arts and music of games. Prior to joining the Group, Mr. Kan was employed by Geo Security Limited from 2018 to 2021 with his last position as the Chief Operating Officer. He served as Chief Operating Officer of Magnus Pro Hong Kong from 2015 to 2018. Mr. Kan also served as Chief Executive Officer of Golden Power Motor Service Limited from since 2014 to 2017.

高級管理人員

李婷婷女士，持有山東師範大學漢語言學士學位。李女士自二零二零年九月起一直擔任萬輝蘇州數碼科技有限公司(「萬輝蘇州」)(本公司之間接全資附屬公司)之首席執行長。加入本集團前，李女士於二零零三年至二零一三年受僱於北京暢遊時空軟體技術有限公司福州分公司(主要從事線上遊戲平台營運及發行線上遊戲業務之公司)，最後任職銷售部總經理。彼於二零一四年五月至二零一六年七月擔任廣州奧奇智慧行銷策劃有限公司副總裁，主要負責線上遊戲廣告代理業務及媒體關係。彼自二零一六年七月起擔任福建天尚網絡科技有限公司首席運營長，主要負責虛擬現實遊戲之媒體營運及廣告宣傳。彼於二零一七年七月創辦電子競技戰隊YQL電競俱樂部。李女士於線上遊戲產業、區塊鏈科技應用及雲營運服務方面富有經驗。

簡偉聖先生自二零二二年一月起擔任本公司首席創意官，及自二零二一年七月起擔任本公司間接全資附屬公司七元素遊戲有限公司的運營副經理。彼負責運營、項目策劃、遊戲的美術和音樂。於加入本集團之前，簡先生於二零一八年至二零二一年受僱於Geo Security Limited，最後任職首席運營官。於二零一五年至二零一八年，彼擔任Magnus Pro Hong Kong的首席運營官。簡先生亦自二零一四年至二零一七年擔任軒鍠汽車服務中心的首席執行官。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員之詳細履歷

SENIOR MANAGEMENT

Mr. Luk Wai Keung, was appointed as the Chief Financial Officer with effect from 30 April 2021. He obtained a Master Degree in Business Administration from the Australian Graduate School of Management of the University of New South Wales and a Bachelor of Science in Engineering from the University of Hong Kong. He has been a member of the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and a Chartered Financial Analyst at the Association for Investment Management and Research. Mr. Luk has over 18 years of experience in the accounting and finance area. He worked for an international accounting firm and held senior positions in a number of listed companies in Hong Kong. He was an executive director of the Company from 1 August 2016 to 30 April 2021.

Mr. Ip Ka Ki, was appointed as the company secretary with effect from 31 March 2017. He obtained a Bachelor’s Degree in Business Administration (Honours) in Accountancy from the Lingnan University in 2003. He is a fellow member of The Association of Chartered Certified Accountants and a member of The Hong Kong Institute of Chartered Secretaries. He has over 15 years of experience in accounting, auditing and finance. Since December 2017, he was an independent non-executive director of Vicon Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 3878).

高級管理人員

陸偉強先生，自二零二一年四月三十日起獲委任為財務總監。彼取得新南威爾士大學澳大利亞管理研究所的工商管理碩士學位及香港大學工程學理學士學位。彼一直為香港會計師公會（「香港會計師公會」）會員及美國投資管理研究協會的特許財務分析師。陸先生於會計及金融方面擁有逾18年經驗。彼曾任職國際會計師行，並出任香港多間上市公司的高級職位。彼於二零一六年八月一日至二零二一年四月三十日為本公司執行董事。

葉家麒先生，自二零一七年三月三十一日起獲委任為公司秘書，彼於二零零三年自嶺南大學取得會計學（榮譽）工商管理學士學位。彼為特許公認會計師公會資深會員及香港特許秘書公會會員。彼擁有逾15年會計、審計及財務經驗。自二零一七年十二月起，彼為Vicon Holdings Limited（該公司為於開曼群島註冊成立之有限公司，其已發行股份於聯交所主板上市（股份代號：3878））之獨立非執行董事。

REPORT OF THE DIRECTORS 董事會報告

The Board are pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 19 January 2005 under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands.

PRINCIPAL ACTIVITIES AND SUBSIDIARIES

The Company acts as an investment holding company. The activities of its principal subsidiaries as at 31 December 2023 are set out in Note 41 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the consolidated statement of profit or loss and consolidated statement of financial position of this annual report respectively.

The Board do not recommend payment of any final dividend for the year ended 31 December 2023 (2022: Nil).

RESERVES

Details of the movement in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity and Note 40 to the consolidated financial statements respectively.

DISTRIBUTABLE RESERVES

At 31 December 2023, the Company's reserves available for cash distribution amounted to approximately HK\$42,967,000. Under the Companies Law (Revised) of the Cayman Islands, the share premium of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the year are set out in Note 18 to the consolidated financial statements.

董事會欣然提呈董事會報告及截至二零二三年十二月三十一日止年度本集團的經審核綜合財務報表。

本公司於二零零五年一月十九日根據開曼群島法例第22章公司法(一九六一年第3號法律，經綜合及修訂)在開曼群島註冊成立為獲豁免有限公司。

主要業務及附屬公司

本公司為投資控股公司。其於二零二三年十二月三十一日的主要附屬公司的業務載於綜合財務報表附註41。

業績及撥付

截至二零二三年十二月三十一日止年度本集團業績及於該日期的本集團事務狀況分別載於本年報的綜合損益表及綜合財務狀況表。

董事會並不建議派付截至二零二三年十二月三十一日止年度任何末期股息(二零二二年：無)。

儲備

本集團及本公司年內儲備變動的詳情分別載於綜合權益變動表及綜合財務報表附註40。

可供分派儲備

於二零二三年十二月三十一日，本公司可供現金分派之儲備約為42,967,000港元。根據開曼群島公司法(經修訂)，本公司之股份溢價可分派予本公司股東，惟本公司須於緊隨建議派發股息日之後仍有能力償還在日常業務過程中到期之債務。股份溢價亦可以繳足紅利股份的形式分派。

物業、廠房及設備

本集團年內物業、廠房及設備的變動詳情載於綜合財務報表附註18。

REPORT OF THE DIRECTORS

董事會報告

INVESTMENT PROPERTIES

Details of movements in investment properties of the Group during the year are set out in Note 19 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in share capital of the Company during the year are set out in Note 34 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the financial year is as follows:

		Percentage of the Group's total Sales/Purchases
		佔本集團銷售／ 採購總額百分比
The largest customer	最大客戶	19.0%
Five largest customers in aggregate	五大客戶合計	43.2%
The largest supplier	最大供應商	64.1%
Five largest suppliers in aggregate	五大供應商合計	94.8%

None of the Directors or any of their associates or any shareholders of the Company (who or which to the knowledge of the Directors own more than 5.0% of the share capital of the Company) has any beneficial interest in any of the Group's five largest customers and five largest suppliers.

DIRECTORS

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

Executive Directors

Mr. Cheng Ting Kong (*Chairman*)
Ms. Yeung So Mui
Mr. Lin Junwei
Mr. Yau Chak Fung (resigned on 29 August 2023)
Mr. Yeung Tong Seng Terry

Independent Non-Executive Directors

Mr. Fung Tze Wa
Mr. Ting Wong Kacee
Mr. Tse Ting Kwan
Mr. Hui Ka Lung (appointed on 1 December 2023)

投資物業

本集團年內投資物業的變動詳情載於綜合財務報表附註19。

股本

本公司年內股本的變動詳情載於綜合財務報表附註34。

主要客戶及供應商

於本財政年度內，主要客戶及供應商分別佔本集團銷售及採購額的資料如下：

概無董事、彼等的任何聯繫人或本公司的任何股東(就董事所知擁有超過5.0%本公司股本者)擁有本集團任何五大客戶及五大供應商的實益權益。

董事

於本財政年度及直至本報告刊發日期止的董事如下：

執行董事

鄭丁港先生(主席)
楊素梅女士
林俊煒先生
邱澤峯先生(於二零二三年八月二十九日辭任)
楊東成先生

獨立非執行董事

馮子華先生
丁煌先生
謝庭均先生
許嘉隆先生(於二零二三年十二月一日獲委任)

BIOGRAPHICAL DETAILS OF THE DIRECTORS

The biographical details of the Directors are set out on page 14 to page 17 of this annual report.

DIRECTORS' SERVICE CONTRACTS AND ROTATION

The appointment of each Director is subject to retirement by rotation and, being eligible, offers themselves for re-election in accordance with the Company's articles of association. All of the independent non-executive Directors has entered a service contract with the Company for a term of 3 years and is subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Corporate Government Code as set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

In accordance with the provisions of the Company's articles of association, Mr. Cheng Ting Kong, Mr. Yeung Tong Seng Terry, and Mr. Hui Ka Lung will retire from office by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting ("AGM").

Mr. Lin Junwei and Mr. Yeung Tong Seng Terry has entered a service contract with the Company, save as disclosed above, none of the Directors has entered or has proposed to enter into any service contract with the Company or any of its subsidiaries which is not expiring or determinable by the employing company within one year without payment of compensation other than statutory compensation.

DIRECTORS' EMOLUMENTS

Details of Directors' emoluments on a named basis are set out in Note 12 to consolidated financial statements.

ANNUAL CONFIRMATION FROM INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company had received written confirmation from each of the independent non-executive Directors of their independence pursuant to rule 3.13 of the Listing Rules and both the Board and the Nomination Committee considered that all independent non-executive Directors are independent.

董事之詳細履歷

董事之詳細履歷載於本年報第14頁至第17頁。

董事之服務合約及輪換

各獲委任的董事須根據本公司的組織章程細則輪值告退，並符合資格膺選連任。所有獨立非執行董事均已與本公司訂立為期3年的服務合約，並須根據本公司的組織章程細則及聯交所證券上市規則(「上市規則」)附錄十四所載的企業管治守則輪值告退及連任。

根據本公司組織章程細則的規定，鄭丁港先生、楊東成先生及許嘉隆先生將於即將舉行的股東週年大會(「股東週年大會」)上輪值告退，但符合資格膺選連任。

林俊煒先生及楊東成先生已與本公司訂立服務合約，除上文所披露者外，概無董事已與本公司或其任何附屬公司訂立或擬訂立任何不會於一年內屆滿或僱傭公司在一年內不作賠償(法定賠償除外)則不可終止的服務合約。

董事酬金

以記名方式的董事酬金詳情載於綜合財務報表附註12。

獨立非執行董事之年度確認

本公司已根據上市規則第3.13條收到各獨立非執行董事的獨立性確認書。董事會及提名委員會均認為所有獨立非執行董事均為獨立人士。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and chief executives in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (the "Associated Corporations") as notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") were as follows:

董事於本公司或其相聯法團的股份、相關股份及債券中的權益及淡倉

於二零二三年十二月三十一日，董事及主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)(「相聯法團」)的股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的權益及淡倉(包括彼等根據證券及期貨條例的有關條文被當作或被視為擁有的權益及淡倉)或根據證券及期貨條例第352條本公司須予存置之登記冊所記錄，或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所的權益及淡倉如下：

Name of Director 董事姓名	Personal interests 個人權益	Family interests 家族權益	Corporate interests 公司權益	Total 總計	Percentage of aggregate interests to total number of Shares in issue (Note 5) 權益總額佔已發行股份總數之百分比 (附註5)
Mr. Cheng Ting Kong 鄭丁港先生	—	—	214,428,488 (L) (Note 2) (附註2)	214,428,488 (L) (Note 1) (附註1)	68.94%
Ms. Yeung So Mui 楊素梅女士	—	—	214,428,488 (L) (Note 3) (附註3)	214,428,488 (L)	68.94%
Mr. Yeung Tong Seng Terry 楊東成先生	—	—	1,900,000 (L) (Note 4) (附註4)	1,900,000 (L)	0.61%

Notes:

- The letter "L" represents the Director's interests in the Shares and underlying Shares or, as the case may be, the equity interest of the Company or its associated corporations.
- This represents interests held by Mr. Cheng Ting Kong through Diamond State Holdings Limited ("Diamond State"), which holds 214,428,488 Shares. As Mr. Cheng Ting Kong has 100% interest in Diamond State, he is deemed to be interested in 214,428,488 Shares.
- Ms. Yeung So Mui is the spouse of Mr. Cheng Ting Kong. Ms. Yeung So Mui is deemed to be interested in all shares held by Diamond State under part XV of the SFO.

附註：

- 字母「L」代表董事於本公司或其相聯法團的股份及相關股份或(按情況而定)股權的權益。
- 指鄭丁港先生透過Diamond State Holdings Limited(「Diamond State」，其持有214,428,488股股份)持有的權益。由於鄭丁港先生擁有Diamond State 100%權益，故彼被視為於214,428,488股股份中擁有權益。
- 楊素梅女士為鄭丁港先生的配偶。根據證券及期貨條例第XV部，楊素梅女士被視為於Diamond State持有的所有股份中擁有權益。

REPORT OF THE DIRECTORS 董事會報告

4. This represents interest held by Mr. Yeung Tong Seng Terry through Bluemount investment Fund SPC ("Bluemount Investment"), which holds 1,900,000 Shares of the Company. As Mr. Yeung Tong Seng Terry has 100% interest in Bluemount Investment, he is deemed to be interested in 1,900,000 Shares.
4. 指楊東成先生透過Bluemount investment Fund SPC (「Bluemount Investment」，其持有1,900,000股本公司股份)持有的權益。由於楊東成先生擁有Bluemount Investment 100%權益，故彼被視為於1,900,000股股份中擁有權益。
5. The percentage has been adjusted based on the total number of Shares in issue as at 31 December 2023 (i.e. 311,036,000 Shares).
5. 百分比已根據於二零二三年十二月三十一日已發行之股份總數(即311,036,000股股份)作出調整。

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executives of the Company had any other interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於二零二三年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須列入該條例所指的登記冊內任何權益或淡倉，或根據上市規則標準守則規定須知會本公司及聯交所的任何權益或淡倉。

除上文所披露者外，於二零二三年十二月三十一日，概無任何人士曾知會本公司其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露或根據證券及期貨條例第336條已列入本公司備存的登記冊內的權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executives of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code of the Listing Rules.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register maintained by the Company pursuant to Section 336 of the SFO.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

No contract of significant to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year under review or any time during the year under review save and except for the transactions disclosed as connected and/or related party transactions in accordance with the requirements of the Listing Rules and accounting principles generally accepted in Hong Kong.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Mr. Cheng Ting Kong, the Chairman of the Board and an executive Director, (i) is a director and a beneficial owner of Imperium Financial Limited ("IFL"), a company incorporated in Hong Kong and a licensed money lender engaged in money lending business under the MLO; and (ii) is a director and a substantial shareholder (as defined under the Listing Rules) of Imperium Financial which engages in money lending business through its subsidiary, Imperium International Credit Limited ("IICL"), a company incorporated in Hong Kong and a licensed money lender under MLO.

除上文所披露者外，於二零二三年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債券中擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所的任何權益或淡倉(包括彼等根據證券及期貨條例的有關條文被當作或視為擁有的權益或淡倉)，或根據證券及期貨條例第352條須列入該條例所指的登記冊內任何權益或淡倉，或根據上市規則標準守則規定須知會本公司及聯交所的任何權益或淡倉。

除上文所披露者外，於二零二三年十二月三十一日，概無任何人士曾知會本公司其於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露或根據證券及期貨條例第336條已列入本公司備存的登記冊內的權益或淡倉。

董事於重大合約之權益

除根據上市規則及香港公認會計原則之要求披露為關連及／或關聯方交易之交易外，董事概無於本公司或其任何附屬公司所訂立之於回顧年度結束或回顧年度內任何時間存續之重大合約中直接或間接擁有重大權益。

董事於競爭業務之權益

董事會主席兼執行董事鄭丁港先生，(i)為帝國財務有限公司(「帝國財務」)的董事及實益擁有人，帝國財務為於香港註冊成立的公司及根據放債人條例從事放債業務的持牌放債人；及(ii)為帝國金融的董事及主要股東(定義見上市規則)，通過其附屬公司帝國國際信貸有限公司(「帝國國際信貸」)從事放債業務，帝國國際信貸為於香港註冊成立的公司及放債人條例項下持牌放債人。

REPORT OF THE DIRECTORS 董事會報告

IFL and IICL competes or may compete, either directly or indirectly, with the business of the Group.

The Board considers that, having considered the facts that:

- (i) Mr. Cheng is fully aware of his fiduciary duty to the Group and he will abstain from voting on any matter when there is or may be a conflict of interest;
- (ii) The Group is a capable of, and does carry on its business independently of, and on an arm's length basis with the competing business of IFL and IICL;
- (iii) An executive committee will be informed to ensure business opportunities and the performance of Best Gold Corporation Limited, a wholly-owned subsidiary of the Company will be independently assessed and reviewed from time to time;
- (iv) Mr. Cheng will abstain from voting on any matter where there is or may be a conflict of interest in accordance with the requirements of the articles of association of the Company; and
- (v) Mr. Cheng will allow Best Gold Corporation Limited to remain as an independent operating entity with its own management team and distribution network and will not involve in its daily management.

Since (i) all the major and important corporate actions of the Company are and will be fully deliberated and determined by the Board; and (ii) any director(s) who is/are or deemed to be interested in any proposed transaction(s) will have his/their interest fully disclosed and will abstain from voting at the relevant resolution(s) in accordance with the applicable requirements of the articles of association of the Company, the Board is of the view that each of the Relevant Directors does not, by himself or in an individual capacity, competes with the Company and/or the business of the Group. The Group's interest is adequately safeguarded.

帝國財務及帝國國際信貸與本集團之業務直接或間接出現競爭或可能出現競爭。

董事會認為，經考慮以下情況：

- (i) 鄭先生完全知悉彼對本集團的受信責任，及彼會就有或可能有利益衝突的任何事宜放棄投票；
- (ii) 本集團的業務能夠並事實上獨立於帝國財務及帝國國際信貸的競爭業務以及按公平基準進行；
- (iii) 執行委員會將予成立，以確保能夠不時獨立評估和檢討商機和本公司全資附屬公司金瑞興業有限公司的表現；
- (iv) 鄭先生根據本公司組織章程細則的規定將就有或可能有利益衝突的任何事宜放棄投票；及
- (v) 鄭先生將允許金瑞興業有限公司以其自身管理團隊及分銷網絡保留作為獨立營運實體，且將不會涉及其日常管理。

由於(i)本公司現時及未來之所有主要及重要企業活動均由董事會全面考慮及決定；及(ii)於任何建議交易中擁有或被視為擁有權益之任何董事將全面披露其權益，並將根據本公司組織章程細則之適用規定放棄就相關決議案投票，故董事會認為各相關董事並未以其自身或個人身份與本公司及／或本集團之業務競爭。本集團之利益得到充分保障。

REPORT OF THE DIRECTORS

董事會報告

COMPETITION AND CONFLICT OF INTERESTS

Except of the above, as at 31 December 2023, none of the directors, the management shareholders (as defined in the Listing Rules) or the substantial shareholders of the Company, or any of their respective associates, has engaged in any business that competes or may compete with the businesses of the Group or has any other conflict of interests with the Group.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, there was sufficiency of public float of the Company's securities as required under the Listing Rules up to the date of this report.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Articles of Association or the laws in the Cayman Islands.

SHARE OPTION

On 29 June 2018, a resolution was passed in the 2018 annual general meeting of the Company to adopt a share option scheme (the "Share Option Scheme").

The Listing Committee of the Stock Exchange has granted the listing of, and permission to deal in the shares of the Company which may fall to be issued pursuant to the exercise of the options which was granted and/or may be granted under the Share Option Scheme subsequently.

The following is a summary of the principal terms of the Share Option Scheme.

Share Option Scheme

Purpose

To provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

競爭及利益衝突

除上述情況外，於二零二三年十二月三十一日，本公司董事、管理層股東(定義見上市規則)或主要股東、或任何彼等各自之聯繫人概無從事任何與本集團業務構成或可能構成競爭或與本集團有任何其他利益衝突之業務。

公眾持股量

截至本報告日期，根據本公司公開獲得之資料及據董事所知，本公司已按上市規則之規定維持足夠公眾持股量。

優先購買權

本公司的組織章程細則或開曼群島法例並無有關優先購買權的規定。

購股權

於二零一八年六月二十九日，一項決議案已於本公司二零一八年股東週年大會上通過，以採納購股權計劃(「購股權計劃」)。

聯交所上市委員會已批准本公司其後根據購股權計劃授出及／或可能授出之購股權獲行使後而須予發行之股份上市及買賣。

以下為購股權計劃之主要條款概要。

購股權計劃

目的

鼓勵或獎賞合資格人士對本集團所作出的貢獻及／或使本集團能夠聘請及挽留優秀僱員及吸引對本集團具價值的人力資源。

Participants

Eligible participants include:

Any directors or employees, consultants and/or advisers, the eligible participants also include any business or joint venture partners, contractors, agents or representatives, suppliers, producers or licensors, licensees (including sub-licensee) or distributors, of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group.

Exercise price

Determined by the Board and shall not be less than the higher of:

- (a) the closing price of (1) one share as stated in the Stock Exchange's daily quotation sheets at the offer date, which must be a business day;
- (b) the average closing price of (1) one share as stated in the Stock Exchange's daily quotation sheets for the (5) five business days immediately preceding the offer date; and
- (c) the nominal value of the share on the offer date, provided that in case of fractional prices, the exercise price per share shall be rounded upwards to the nearest whole cents.

Total number of share options available for grant

As at 31 December 2023, the total number of share options available for grant under the Share Option Scheme was 31,103,600. The number of shares that may be issued in respect of options granted under all share option schemes during the year divided by the weighted average number of ordinary shares in issue for the year is 0.1.

參與者

合資格參與者包括：

任何董事或僱員、顧問及／或諮詢人士，合資格參與者亦包括本集團任何業務或合營公司夥伴、承包商、代理或代表、供應商、生產商或發牌人、持牌人(包括子持牌人)或分銷商，或董事會全權酌情認為對本集團已作出或可能作出貢獻的任何人士。

行使價

由董事會釐定，且不得低於以下之較高者：

- (a) 於授出日期(須為營業日)(1)一股股份在聯交所每日報價單所列之收市價；
- (b) 緊接授出日期前(5)五個營業日(1)一股股份在聯交所每日報價單所列之平均收市價；及
- (c) 股份於授出日期之面值，惟就碎股股價而言，每股行使價應湊整至最接近完整仙位。

可供授予的購股權總數

於二零二三年十二月三十一日，根據購股權計劃可供授予的購股權總數為31,103,600份。年內根據所有購股權計劃授出的購股權所涉及可發行的股份數目除以本年度已發行普通股的加權平均數為0.1。

REPORT OF THE DIRECTORS

董事會報告

Total number of shares available for issue and the percentage of the issued share capital that it represents as at the date of this annual report

35,836,032 shares, being approximately 11.52% of the issued shares of the Company.

Maximum entitlement of each participant

Not exceed 1% of the shares in issue in any 12-month period.

Period within which the securities must be taken up under the option

Subject to the discretion by the Board and, in the absence of which, from the date of acceptance to the earlier of the date on which such option lapses and 10 years from the date of offer.

Minimum period for which an option must be held before it can be exercised

Subject to the discretion by the Board.

Acceptance of the option

Acceptance of the option must be made within 30 days after the date of offer and HK\$1.00 must be paid as a consideration for the grant of option.

Amount payable on acceptance

HK\$1.00 payable upon acceptance of the offer.

Remaining life of the scheme

The scheme will be valid and effective until 28 June 2028, after which no further options will be granted but the provisions of the scheme shall remain in full force and effect in all other respects. Options complying with the provisions of the Listing Rules which are granted during the duration of the scheme and remain unexercised immediately prior to 28 June 2028 shall continue to be exercisable in accordance with their terms of grant, notwithstanding the expiry of the scheme.

可發行股份總數及於本年報日期佔已發行股本之百分比

35,836,032股股份，佔本公司已發行股份約11.52%。

每名參與者之最高配額

不超過於任何12個月期間已發行股份之1%。

根據購股權認購證券之期限

由董事會酌情釐定，如並無釐定，由接納日期起至有關購股權失效之日及由授出日期起計滿10年(以較早發生者為準)。

購股權行使前必須持有之最短期限

由董事會酌情釐定。

接納購股權

購股權須於授出日期後30日內接納，並須支付1.00港元作為授出購股權之代價。

接納時應付金額

於接納時應付1.00港元。

計劃之餘下年期

計劃將於直至二零二八年六月二十八日有效及生效，此後將不會授出任何購股權，但計劃之條文於所有其他方面將維持十足效力及有效。於計劃期內授出且於緊接二零二八年六月二十八日前仍未獲行使但符合上市規則條文之購股權，將可繼續根據彼等之授出條款予以行使，儘管計劃之期限已屆滿。

REPORT OF THE DIRECTORS

董事會報告

Employees and other eligible participants

The following table discloses movements of the Company's share options during the periods ended 31 December 2023:

僱員及其他合資格參與人士

於截至二零二三年十二月三十一日止期間內，本公司購股權變動呈列如下：

Name	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目			Lapsed/ cancelled during the year	Outstanding at 31.12.2023 於二零二三年 十二月三十一日 尚未行使	Closing price of the Shares immediately before the date on which the Share Options were granted 緊接購股權授 出日期前股份 收市價
				Outstanding at 1.1.2023 於二零二三年 一月一日 尚未行使	Granted during the year	Exercised during the year			
姓名	授出日期	行使價 HK\$ 港元	行使期	尚未行使	年內授出	年內行使	年內失效/ 取消	尚未行使	收市價
Executive director 執行董事									
Yau Chak Fung	28.9.2021	11.04	1,555,180 options (28.9.2022 to 27.9.2031)	3,110,360	—	—	(3,110,360)	—	11.04
邱澤峯	二零二一年 九月二十八日		1,555,180份購股權 (二零二二年九月二十八日至 二零三一年九月二十七日)						
			1,555,180 options (28.3.2023 to 27.9.2031)						
			1,555,180份購股權 (二零二三年三月二十八日至 二零三一年九月二十七日)						
Lin Junwei	28.9.2021	11.04	155,518 options (28.9.2022 to 27.9.2031)	311,036	—	—	—	311,036	11.04
林俊偉	二零二一年 九月二十八日		155,518份購股權 (二零二二年九月二十八日 至二零三一年九月二十七日)						
			155,518 options (28.3.2023 to 27.9.2031)						
			155,518份購股權 (二零二三年三月二十八日至 二零三一年九月二十七日)						
Yeung Tong Seng Terry	18.1.2022	17.14	1,555,180 options (28.9.2022 to 27.9.2031)	3,110,360	—	—	—	3,110,360	17.02
楊東成	二零二二年 一月十八日		1,555,180份購股權 (二零二二年九月二十八日 至二零三一年九月二十七日)						
			1,555,180 options (28.3.2023 to 27.9.2031)						
			1,555,180份購股權 (二零二三年三月二十八日至 二零三一年九月二十七日)						

REPORT OF THE DIRECTORS

董事會報告

Name	Date of grant	Exercise price	Exercisable period	Number of share options 購股權數目				Outstanding at 31.12.2023 於二零二三年 十二月三十一日 尚未行使	Closing price of the Shares immediately before the date on which the Share Options were granted 緊接購股權授 出日期前股份 收市價
				Outstanding at 1.1.2023 於二零二三年 一月一日 尚未行使	Granted during the year	Exercised during the year	Lapsed/ cancelled during the year		
姓名	授出日期	行使價 HK\$ 港元	行使期	尚未行使	年內授出	年內行使	年內失效/ 取消	尚未行使	
Senior management 高級管理層									
Li Ting Ting 李婷婷	28.9.2021 二零二一年九月 二十八日	11.04	500,000 options (28.9.2022 to 27.9.2031) 500,000份購股權 (二零二二年九月二十八日至 二零三一年九月二十七日)	1,000,000	—	—	—	1,000,000	11.04
			500,000 options (28.3.2023 to 27.9.2031) 500,000份購股權 (二零二三年三月二十八日至 二零三一年九月二十七日)						
Luk Wai Keung 陸偉強	28.9.2021 二零二一年 九月二十八日	11.04	155,518 options (28.9.2022 to 27.9.2031) 155,518份購股權 (二零二二年九月二十八日至 二零三一年九月二十七日)	311,036	—	—	—	311,036	11.04
			155,518 options (28.3.2023 to 27.9.2031) 155,518份購股權 (二零二三年三月二十八日至 二零三一年九月二十七日)						
				7,842,792	—	—	(3,110,360)	4,732,432	

REPORT OF THE DIRECTORS 董事會報告

The fair value of the share options were calculated using the Binomial Model (the “Model”). The inputs into the Model were as follows:

購股權之公允值乃採用二項式模型(「模型」)計算。模型的參數如下：

		Share options with an exercisable period from 28.9.2022 to 27.9.2031	Share options with an exercisable period from 28.9.2022 to 27.9.2031
		購股權之行使期由二零二二年九月二十八日至二零三一年九月二十七日	購股權之行使期由二零二二年九月二十八日至二零三一年九月二十七日
Share price at date of grant	於授出日期股價	HK\$17.02港元	HK\$11.04港元
Exercise price	行使價	HK\$17.14港元	HK\$11.04港元
Expected volatility (per annum)	預期波幅(每年)	81.16%	78.61%
Expected life of share options	購股權預期年期	10 years年	10 years年
Expected dividend yield	預期股息率	0.00%	0.00%
Risk-free rate	無風險利率	1.61%	1.43%
Fair value of share option	購股權之公允值	HK\$35,360,821港元	HK\$34,456,254港元

Fair values of the share options were with reference to the valuation carried out by an independent firm of professional valuers.

購股權之公允值乃參考由專業獨立估值師之估值。

Expected volatility was determined by using the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

預期波幅按過去公司股價之歷史波幅釐定。模式所採用預期年期已就不可轉讓、行使限制及行為考慮之影響按管理層最佳估計調整。

The risk free interest rate was estimated based on the yield of 5-year exchange fund note issued by the Hong Kong Monetary Authority as of the grant date.

無風險利率按香港金融管理局之五年期外匯基金債券率於授出日期估計。

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

用作計算購股權公允值的變數及假設乃以董事的最佳估算為依據。購股權價值由若干主觀假設之不同變數而變更。

REPORT OF THE DIRECTORS

董事會報告

RETIREMENT SCHEMES

The Group maintains a mandatory provident fund (“MPF Scheme”) for all qualifying employees in Hong Kong. The Group’s and employee’s contributions to the MPF Scheme are based on 5% of the relevant income of the relevant employee (up to a cap of monthly relevant income of HK\$30,000) and in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations.

Pursuant to the relevant labour rules and regulations in the PRC, the Group participates in defined contribution retirement benefit schemes (“Schemes”) organised by the relevant local government authorities in Yuyao, the PRC whereby the Group is required to make contributions to the Schemes at the rate of 26% of the eligible employees’ salaries. The local government authorities are responsible for the entire pension obligations payable to retired employees.

The Group has defined benefit obligations arising from one of its subsidiaries, Cubinet (Thailand) Co., Ltd. Details of which are set out in Note 31 to the consolidated financial statement.

CONNECTED TRANSACTIONS

During the year, the Group has the following continuing connected transactions (the “Connected Transactions”) and the Company has fully complied with the announcement, reporting and/or independent shareholders’ approval requirements under Chapter 14A of the Listing Rules (where applicable):

- 1 On 10 August 2021, Seven Elements entered into the Second Lease Agreement with Mr. Cheng pursuant to which Seven Elements agreed to lease the certain Filecoin equipment, storage facilities and auxiliary parts, which can generate up to 8 pebibytes of effective storage mining power, under the Second Lease Agreement to Mr. Cheng for the provision of cloud computing and data storage services and mining of Filecoin from 1 October 2021 to 30 September 2024.

退休計劃

本集團為其全體香港合資格僱員設立強制性公積金計劃(「強積金計劃」)。本集團及僱員對強積金計劃之供款乃按照強制性公積金計劃條例及相關規例的要求，根據相關僱員之相關收入(每月相關收入上限為30,000港元)的5%計算。

根據中國有關勞工條例及規定，本集團參與了由中國余姚當地政府機構管理的定額供款退休福利計劃(「計劃」)，據此，本集團須按合資格僱員薪金的26%向該計劃供款。地方政府負責向退休僱員全數發放退休金。

本集團已界定其中一間附屬公司Cubinet (Thailand) Co., Ltd之福利責任。有關詳情載於綜合財務報表附註31。

關連交易

於本年度，本集團有下列持續關連交易(「關連交易」)，且本公司已全面遵守上市規則第14A章項下的公佈、報告及/或獨立股東批准規定(如適用)：

- 1 於二零二一年八月十日，七元互動與鄭先生訂立第二份租賃協議，據此，七元互動同意按照第二份租賃協議向鄭先生租出可產生最多8 pebibytes的有效儲存算力的若干Filecoin設備、儲存設施及配套組件，用於提供雲計算及數據儲存服務以及開採Filecoin，自二零二一年十月一日開始至二零二四年九月三十日止。

As Mr. Cheng is an executive Director and a controlling shareholder of the Company, Mr. Cheng is a connected person of the Company. Accordingly, the Second Lease Agreement constitute a continuing connected transaction on the part of the Company under Chapter 14A of the Listing Rules.

由於鄭先生為本公司執行董事兼控股股東，鄭先生為本公司的關連人士。因此，根據上市規則第14A章，第二份租賃協議構成本公司的持續關連交易。

Financial year/period

財政年度／期間

Second Caps

第二上限

From 1 October 2021 to 31 December 2021	二零二一年十月一日至二零二一年十二月三十一日	HK\$6,000,000港元
From 1 January 2022 to 31 December 2022	二零二二年一月一日至二零二二年十二月三十一日	HK\$24,000,000港元
From 1 January 2023 to 31 December 2023	二零二三年一月一日至二零二三年十二月三十一日	HK\$16,000,000港元
From 1 January 2024 to 30 September 2024	二零二四年一月一日至二零二四年九月三十日	HK\$7,000,000港元

2 On 3 July 2020, Seven Senses Game Company Limited (“Seven Senses”), an indirect wholly-owned subsidiary of the Company, entered into the MOE License Agreement with Imperium Entertainment Interactive Limited (“Imperium Entertainment”) pursuant to which Seven Senses is authorised to act as an exclusive agent in the designated places for the operation and marketing of the Myth of Empires Game for the period from 3 July 2020 to 31 December 2022.

On 23 June 2021, Seven Senses entered into the MOE Supplemental Agreement with Imperium Entertainment pursuant to which Seven Senses and Imperium Entertainment agreed to amend the terms of the MOE License Agreement to the effect that the aggregate annual cap for the transactions under the MOE License Agreement and the IC License Agreement for each of two years ending 31 December 2022 shall be revised to HK\$9,950,000.

On 28 December 2022, Seven Senses entered into the MOE Supplemental Agreement with Imperium Entertainment pursuant to which Seven Senses and Imperium Entertainment agreed to amend the terms of the MOE License Agreement to the effect that the aggregate annual cap for the License Agreement for the year ending 31 December 2023 shall be revised to HK\$2,500,000.

As Imperium Entertainment is wholly-owned by Mr. Cheng, Imperium Entertainment is a connected person of the Company. Accordingly, the MOE License Agreement and the MOE Supplemental Agreement constitute continuing connected transactions on the part of the Company under Chapter 14A of the Listing Rules.

2 於二零二零年七月三日，本公司的間接全資附屬公司七元素遊戲有限公司(「七元素」)與 Imperium Entertainment Interactive Limited (「Imperium Entertainment」)訂立帝國神話許可協議，據此，七元素獲授權作為指定地方的獨家代理，自二零二零年七月三日起至二零二二年十二月三十一日止期間營運及營銷帝國神話遊戲。

於二零二一年六月二十三日，七元素與 Imperium Entertainment訂立帝國神話補充協議，據此，七元素及Imperium Entertainment同意修訂帝國神話許可協議之條款，將帝國神話許可協議及火戰馬許可協議項下交易於截至二零二二年十二月三十一日止兩個年度各年的年度上限總額修訂為9,950,000港元。

於二零二二年十二月二十八日，七元素訂立帝國神話補充協議，且Imperium Entertainment同意修訂帝國神話許可協議之條款，將許可協議於截至二零二三年十二月三十一日止年度的年度上限總額修訂為2,500,000港元。

由於Imperium Entertainment由鄭先生全資擁有，Imperium Entertainment為本公司之關連人士。因此，根據上市規則第14A章，帝國神話許可協議及帝國神話補充協議構成本公司之持續關連交易。

REPORT OF THE DIRECTORS

董事會報告

3 On 6 December 2019, Cubinet Interactive, an indirect wholly-owned subsidiary of the Company, entered into the License Agreement with Imperium Entertainment pursuant to which Cubinet Interactive was authorised to act as an exclusive agent in the designated places for the operation and marketing of the Iron Conflict Game for a term of three years commencing from 1 January 2020 to 31 December 2022.

On 21 August, 2020, Imperium Entertainment, Cubinet Interactive Int'l Co., Ltd and Seven Senses entered into the novation agreement pursuant to which (i) Seven Senses undertook to observe, perform, discharge and be bound by the terms, conditions and covenants of the IC License Agreement as if Seven Senses were, and had originally been, a party to the IC License Agreement in place of Cubinet Interactive; and (ii) Cubinet Interactive agreed to assign to Seven Senses all its rights, title and interests in the IC License Agreement.

On 23 June 2021, Seven Senses entered into the IC Supplemental Agreement with Imperium Entertainment pursuant to which Seven Senses and Imperium Entertainment agreed to amend the terms of the IC License Agreement to the effect that the aggregate annual cap for the transactions under the IC License Agreement and the MOE License Agreement for each of the two years ending 31 December 2022 shall be revised to HK\$9,950,000.

On 28 December 2022, Seven Senses entered into the IC Supplemental Agreement with Imperium Entertainment pursuant to which Seven Senses and Imperium Entertainment agreed to amend the terms of the IC License Agreement to the effect that the aggregate annual cap for the transactions under the IC License Agreement for the year ending 31 December 2023 shall be revised to HK\$450,000.

As Imperium Entertainment is wholly-owned by Mr. Cheng, Imperium Entertainment is a connected person of the Company. Accordingly, the IC License Agreement and the IC Supplemental Agreement constitute continuing connected transactions on the part of the Company under Chapter 14A of the Listing Rules.

3 於二零一九年十二月六日，本公司的間接全資附屬公司Cubinet Interactive與Imperium Entertainment訂立許可協議，據此，Cubinet Interactive獲授權作為於指定地方營運及營銷烈火戰馬遊戲的獨家代理，為期三年，自二零二零年一月一日起至二零二二年十二月三十一日止。

於二零二零年八月二十一日，Imperium Entertainment、Cubinet Interactive Int'l Co.及七元素訂立更替協議，據此，(i)七元素承諾遵守、執行及履行烈火戰馬許可協議之條款、條件及契諾並受其約束，猶如七元素為及原本應為烈火戰馬許可協議的一方，以取代Cubinet Interactive；及(ii)Cubinet Interactive同意將其於烈火戰馬許可協議下的權利、所有權及權益全部轉讓予七元素。

於二零二一年六月二十三日，七元素與Imperium Entertainment訂立烈火戰馬補充協議，據此，七元素及Imperium Entertainment同意修訂烈火戰馬許可協議之條款，將烈火戰馬許可協議及帝國神話許可協議項下交易於截至二零二二年十二月三十一日止兩個年度各年的年度上限總額修訂為9,950,000港元。

於二零二二年十二月二十八日，七元素與Imperium Entertainment訂立烈火戰馬補充協議，雙方同意修訂烈火戰馬許可協議之條款，將烈火戰馬許可協議於截至二零二三年十二月三十一日止年度的年度上限總額修訂為450,000港元。

由於Imperium Entertainment由鄭先生全資擁有，Imperium Entertainment為本公司之關連人士。因此，根據上市規則第14A章，烈火戰馬許可協議及烈火戰馬補充協議構成本公司之持續關連交易。

REPORT OF THE DIRECTORS 董事會報告

Details of 1 of the Connected Transactions are set out in the announcement and circular of the Company dated 10 August 2021 and 17 September 2021 respectively. Details of item 2 and 3 of the Connected Transactions are set out in the announcement of the Company dated 23 June 2021.

關連交易第1項的詳情載於本公司日期分別為二零二一年八月十日及二零二一年九月十七日的公佈及通函。關連交易第2及3項的詳情載於本公司日期為二零二一年六月二十三日的公佈。

The transaction amount and cap amount of the Connected Transactions for the year ended 31 December 2023 are as follows:

關連交易於截至二零二三年十二月三十一日止年度的交易額及上限金額如下：

Status of Connected Transactions	Maximum Cap of the Connected Transactions for 2023	Actual Amount Incurred in 2023
關連交易狀態	關連交易於二零二三年的最高上限 HKD 港元	於二零二三年產生的實際金額 HKD 港元
1 Second Lease Agreement with Mr. Cheng 與鄭先生訂立的第二份租賃協議	16,000,000	438,943
2 MOE License Agreement and MOE Supplemental Agreement with Imperium Entertainment 與Imperium Entertainment訂立的帝國神話許可協議及帝國神話補充協議	2,500,000	25,279
3 IC License Agreement and IC Supplemental Agreement with Imperium Entertainment 與Imperium Entertainment訂立的烈火戰馬許可協議及烈火戰馬補充協議	450,000	979

MANAGEMENT CONTRACTS

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

管理合約

年內概無訂立或存在任何關於本公司業務全部或任何重要部分之管理及行政合約。

REPORT OF THE DIRECTORS

董事會報告

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

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

AUDITORS

Crowe (HK) CPA Limited was appointed as auditor of the Company on 18 October 2022 following the resignation of RSM Hong Kong on 10 October 2022.

HLB Hodgson Impey Cheng Limited was appointed as auditor of the Company on 28 November 2023 following the resignation of Crowe (HK) CPA Limited on 16 November 2023.

HLB Hodgson Impey Cheng Limited will retire as the Company's auditors at the end of the forthcoming annual general meeting of the Company and, being eligible, will offer themselves for re-appointment, the resolution will be submitted to the annual general meeting of the Company to re-appoint HLB Hodgson Impey Cheng Limited, as auditors of the Company.

On behalf of the Board

Cheng Ting Kong

Chairman

30 April 2024

購買、銷售或贖回本公司已上市證券

於本年度，本公司或其任何附屬公司概無購買、銷售或贖回本公司的任何股份。

核數師

繼羅申美會計師事務所於二零二二年十月十日辭任後，國富浩華(香港)會計師事務所有限公司於二零二二年十月十八日獲委任為本公司核數師。

繼國富浩華(香港)會計師事務所有限公司於二零二三年十一月十六日辭任後，國衛會計師事務所有限公司於二零二三年十一月二十八日獲委任為本公司核數師。

於本公司應屆股東週年大會結束時，國衛會計師事務所有限公司將退任本公司之核數師，並符合資格膺選連任。重新委任國衛會計師事務所有限公司為本公司核數師之決議案將於本公司股東週年大會上提呈。

代表董事會

主席

鄭丁港

二零二四年四月三十日

CODE OF BEST PRACTICE

The Group is committed to ensuring high standards of corporate governance and business practices. The Company's corporate governance practices are based on the principles and the code provisions (the "Code Provisions") as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code"), amended from time to time, contained in Appendix C1 of the Listing Rules. As far as the CG Code is concerned, during the year and up to the date of this announcement, the Company complies with all aspect of the Code Provisions except disclosed below:

Under the code provision C.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The role of chief executive officer was shared among the members of the Board during the reporting period. There is no time schedule to change this structure, as the Directors consider that this structure provides the Group with consistent leadership in the Company's decision making process and operational efficiency. The Board shall review this arrangement from time to time to ensure appropriate and timely action is taken to meet changing circumstances.

DIRECTORS' SECURITIES TRANSACTIONS

The Group has adopted a code of conduct regarding directors' securities transactions as set out in Appendix 10 of the Listing Rules. Having made specific enquiry, all Directors have fully complied with the required standard set out in Appendix 10 of the Listing Rules for the year ended 31 December 2023.

最佳常規守則

本集團致力維持良好的企業管治及業務常規標準。本公司的企業管治常規依據企業管治守則及企業管治報告(「企業管治守則」，經不時修訂，載於上市規則附錄C1)所載的原則及守則條文(「守則條文」)而作出。就企業管治守則而言，於年內及直至本公佈日期，本公司已全面遵守守則條文，惟下文所披露者除外：

根據企業管治守則之守則條文第C.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。行政總裁的角色於報告期內由董事會成員分擔。由於董事認為此架構在本公司決策過程及營運效率方面為本集團提供一致領導，故並無制定改變此架構的時間表。董事會須不時檢討此安排，確保配合情況的轉變及時採取適當的行動。

董事進行證券交易

本集團已採納載於上市規則附錄十有關董事進行證券交易的操守守則。經作出具體查詢後，全體董事於截至二零二三年十二月三十一日止年度一直全面遵守上市規則附錄十所載的規定準則。

CORPORATE GOVERNANCE REPORT

企業管治報告

THE BOARD

The Board has a balance of skill and experience and a balanced composition of executive and non-executive Directors and is responsible for oversight of the management of the Company's business and affairs. The Board has delegated the day-to-day responsibility to the executive Directors and senior management of the Company. The Board does not delegate matters to Executive Directors or management team to an extent that would significantly hinder or reduce the ability of the Board as a whole to perform its functions. The Company formalises the functions reserved to the Board and those delegated to management, and management are aware of the matters needed to report back and obtain prior Board approval before making decisions or entering into any commitments on the Group's behalf. The Board would review those arrangements from time to time to ensure that they remain appropriate to the Group's needs.

As at 31 December 2023, the Board comprised of eight members, namely the Chairman and three other executive Directors and four independent non-executive Directors (the biographical details and relationships between the Directors are set out on page 14 to page 17).

The Board considers that its diversity, including gender diversity, is a vital asset to the business. The Board adopted a Board diversity policy for better transparency and governance. Board appointments are based on merit and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

The Board oversees the Group's strategic development and the overall management of the Group. The Board also monitors the financial performance and internal controls of the Group. The Board members have a broad access to business documents and information about the Group. Three Board committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee have been established to oversee particular aspects of the Group's affairs. The Board meets regularly to review the financial and operating performance of the Group and to approve future plans and development.

董事會

董事會擁有均衡技能及經驗，執行及非執行董事的組成亦屬平衡，並負責監管本公司業務及事務的管理。董事會已授權本公司執行董事及高級管理層履行日常責任。倘若有關授權程度會明顯妨礙或削弱董事會整體履行其職權的能力，則董事會不會將處理有關事宜的權力轉授予執行董事或管理層團隊。本公司已確立保留予董事會的職能及轉授予管理層的職能，而管理層知悉應向董事會匯報以及在代表本集團作出決定或訂立承諾前應取得董事會批准的事宜。董事會不時作檢討以確保有關安排符合本集團的需要。

於二零二三年十二月三十一日，董事會由八名成員組成，包括主席、三名其他執行董事及四名獨立非執行董事(董事之履歷及董事之間的關係載於第14頁至第17頁)。

董事會認為，其多元化(包括性別多元化)對業務而言屬重要資產。為增加透明度及加強管治，董事會已採納董事會多元化政策。在充分考慮董事會多元化(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、知識及工作年限)的好處後，將根據個人才能委任董事會成員，而候選人將對照客觀標準進行考量。

董事會監管本集團的策略發展及整體管理。董事會亦監管本集團的財務表現及內部控制。董事會成員已廣泛查閱本集團的業務文件及資料。三個董事委員會(即審核委員會、薪酬委員會及提名委員會)乃為了監察本集團在有關方面的事務而成立。董事會定期召開會議，審核本集團的財務及營運表現，以及通過日後的發展策略。

All the Directors have actively participated in the review and monitoring of the Company's business. The Board meets regularly and at least 4 times a year. Between scheduled meetings, the senior management of the Group provides information to the Directors on a regular basis regarding the activities and development in the businesses of the Group. The Directors have full access to information on the Group and independent professional advice in appropriate circumstances, at the Company's expense. With respect to regular meetings of the Board, the Directors will be given written notice of the meeting at least 14 days in advance and an agenda with supporting Board papers no less than 3 days prior to the meeting. For other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances. If a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting. All minutes of Board and Board committee meetings are kept by the company secretary to record in sufficient details the matters considered and decisions reached by the Board or Board committee, including any concerns raised or dissenting views expressed by any Director. These minutes are available for inspection at any reasonable time on reasonable notice by any Director.

During the year ended 31 December 2023, a total number of six (6) Board meetings, three (3) Audit Committee meetings, two (2) Remuneration Committee meeting and two (2) Nomination Committee meeting were held. Minutes of these meetings are kept by the company secretary of the Company and are open for inspection by the Directors.

The Directors are able, upon reasonable request, to seek independent professional advice in appropriate circumstances, at the Company's expenses. The Board shall resolve to provide separate appropriate independent professional advice to the Directors to assist the relevant Directors to discharge their duties.

The Company has received annual confirmations of independence from all existing independent non-executive Directors and considers them independent.

各董事均積極參與檢討及監察本公司業務。董事會定期召開會議，且每年召開至少4次。於定期會議之間，本集團的高級管理層會就本集團業務的活動及發展定期向董事提供資料。董事可隨時獲取本集團的資料及可在適當的情況下尋求獨立專業意見，費用由本公司支付。就召開定期董事會會議而言，董事將至少提前14天獲得書面會議通知及在會議前不少於3天獲得董事會議程及所需文件。就其他會議而言，在合理及切實的情況下，董事會盡量獲得最早的通知。若董事在董事會上所考慮的事項中存有董事會認為重大的利益衝突，有關事項應以舉行實體董事會會議方式處理。公司秘書應備存董事會及董事委員會的所有會議紀錄，該等會議紀錄應對董事會或董事委員會所考慮事項及達致的決定作足夠詳細的記錄，其中應該包括董事提出的任何疑慮或表達的反對意見。若有任何董事發出合理通知，應提供有關會議紀錄供其在任何合理的時段查閱。

於截至二零二三年十二月三十一日止年度已舉行共六(6)次董事會會議、三(3)次審核委員會會議、兩(2)次薪酬委員會會議及兩(2)次提名委員會會議。該等會議的會議紀錄由本公司的公司秘書保存，並可公開供董事查閱。

董事可於合理要求時在合適情況下尋求獨立專業意見，費用由本公司承擔。董事會須決議分別向董事提供合適的獨立專業意見，以協助有關董事履行其職責。

本公司已接獲各現有獨立非執行董事就其獨立性作出的年度確認，並認為彼等均為獨立人士。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors except for the independent non-executive Directors, have no fixed terms of appointment but are subject to re-election at the AGM of the Company in accordance with the Company's article of association. All of the independent non-executive Directors has entered a service contract with the Company for a term of 3 years and is subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Corporate Government Code as set out in Appendix C1 to the Rules Governing the Listing of Securities on the Stock Exchange.

DIRECTORS' TRAINING

Pursuant to Code Provision A.6.5, all directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Up to the date of this report, all Directors have participated in appropriate continuous professional development activities by attending training course or reading materials on the topics related to corporate governance and regulations or the Company's business or their duties and responsibilities.

Mr. Hui Ka Lung has obtained legal advice from Hong Kong legal advisers on 12 December 2023, as required under Rule 3.09D of the Listing Rules and confirmed he understood his obligations as a director of the Company upon his appointment as an INED on 1 December 2023.

The individual training record of each Director received for the year ended 31 December 2023 is summarised below:

董事(獨立非執行董事除外)並無固定委任年期，惟須按本公司之組織章程細則於本公司股東週年大會膺選連任。所有獨立非執行董事均已與本公司訂立為期3年的服務合約，並須根據本公司的組織章程細則及聯交所證券上市規則附錄C1所載的企業管治守則輪值告退及膺選連任。

董事培訓

根據守則條文第A.6.5條，所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需之情況下對董事會作出貢獻。直至本報告日期止，所有董事均透過出席有關主題為企業管治及相關規例的培訓課程或閱讀本公司業務或彼等職務及職責相關資料的方式而參與合適的持續專業發展活動。

根據上市規則第3.09D條的規定，許嘉隆先生已於二零二三年十二月十二日向香港法律顧問取得法律意見，確認彼已明白於二零二三年十二月一日獲委任為獨立非執行董事後擔任本公司董事的責任。

於截至二零二三年十二月三十一日止年度內各董事所接受培訓之個別記錄概述如下：

Name of Directors	董事姓名	Attending seminar(s)/ programme(s)/reading relevant materials in relation to the business or directors' duties	出席與業務或董事職責相關之講座／課程／閱讀相關資料
Mr. Cheng Ting Kong	鄭丁港先生	Yes	是
Ms. Yeung So Mui	楊素梅女士	Yes	是
Mr. Lin Junwei	林俊煒先生	Yes	是
Mr. Yau Chak Fung	邱澤峯先生	Yes	是
Mr. Yeung Tong Seng Terry	楊東成先生	Yes	是
Mr. Fung Tze Wa	馮子華先生	Yes	是
Mr. Ting Wong Kacee	丁煌先生	Yes	是
Mr. Tse Ting Kwan	謝庭均先生	Yes	是
Mr. Hui Ka Lung	許嘉隆先生	Yes	是

Board Diversity Policy

The Company has adopted a board diversity policy (the “Diversity Policy”) which sets out the approach to achieve diversity of the Board. The Company embraces the benefits of having a diverse Board to enhance the quality of its performance.

Pursuant to the Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of aspects, including, but not limited to, gender, age, culture and educational background, professional qualifications, skills, knowledge and industry and regional experience.

In identifying and selecting suitable candidates to serve as a director of the Company, the nomination committee would consider the above criteria necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendations to the Board.

The Board will consider setting measurable objectives to implement the Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

The Board currently has one female Directors out of 8 Directors, and is committed to improving gender diversity as and when suitable candidates are identified. As at 31 December 2023, the gender ratio of the Group’s workforce was approximately 76% male to 24% female. The Company’s hiring is merit-based and non-discriminatory. The Board is satisfied that the Company has achieved gender diversity in its workforce.

During the Reporting Period, the Board, through the Nomination Committee, has reviewed the implementation and effectiveness of the Diversity Policy and confirm that the Board has an appropriate mix of skills and experience to deliver the Company’s strategy.

The nomination committee will review the Diversity Policy, as appropriate, to ensure its effectiveness.

董事會多元化政策

本公司已採納董事會多元化政策(「多元化政策」)，該政策訂明實現董事會多元化的方法。本公司欣然接受多元化董事會在提升其業績品質方面的好處。

根據多元化政策，透過考慮多項因素(包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識、行業及區域經驗)，本公司尋求實現董事會多元化。

在物色及甄選合適人選出任本公司董事時，提名委員會會考慮上述必要準則，以配合企業策略及在適當情況下實現董事會多元化，然後向董事會提出建議。

董事會將考慮制定可量化目標以實施多元化政策，不時檢討該等目標以確保其適當性，並確定該等目標的實現情況。

目前，董事會的8名董事中包含一名女性董事，本公司在確定合適人選時致力提升性別多樣性。於二零二三年十二月三十一日，本集團員工的男女性別比例約為76%及24%。本公司的招聘遵循擇優錄取並杜絕歧視。董事會對本公司員工隊伍實現性別多元化感到滿意。

於報告期內，董事會已透過提名委員會檢討多元化政策的實施及成效，並確認董事會已具備實施本公司的策略所需的適當技能及經驗。

提名委員會將酌情檢討多元化政策，以確保其有效性。

CORPORATE GOVERNANCE REPORT

企業管治報告

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give a true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the financial statements for the year ended 31 December 2023, suitable accounting policies have been adopted and applied consistently. Save as disclosed in the section "Material Uncertainty Related to the Going Concern" in the Independent Auditor's Report, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern.

The individual attendance records of each Director, on a named basis, at the meetings of the Board, Audit Committee, Remuneration Committee and Nomination Committee during the year ended 31 December 2023 are set out below:

董事對財務報表的責任

董事負責根據適用的法定及監管要求編製本集團於有關會計期間的財務報表，真實公平地呈報本集團的事務狀況、營運業績及現金流量。於編製截至二零二三年十二月三十一日止年度的財務報表時，已貫徹地採納及應用合適的會計政策。除獨立核數師報告中「有關持續經營的重大不確定性」一節所披露者外，董事並不知悉有關任何事項或情況之重大不確定性，可能導致本集團的持續經營能力構成重大疑問。

於截至二零二三年十二月三十一日止年度，各董事個別出席董事會、審核委員會、薪酬委員會及提名委員會的會議紀錄具名載列如下：

Attendance/Number of meetings entitled to attend
出席率/有權出席會議的次數

Name of Director 董事姓名		Attendance/Number of meetings entitled to attend 出席率/有權出席會議的次數				Annual General Meeting ¹
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	股東週年大會 ¹
Number of Meetings	會議次數	6	3	2	2	1
<i>Executive Directors</i>	<i>執行董事</i>					
Mr. Cheng Ting Kong (Chairman)	鄭丁港先生(主席)	6/6	—	—	—	1/1
Ms. Yeung So Mui (Vice Chairlady)	楊素梅女士(副主席)	6/6	—	—	—	1/1
Mr. Lin Junwei	林俊偉先生	6/6	—	—	—	1/1
Mr. Yau Chak Fung (resigned on 29 August 2023)	邱澤峯先生 (於二零二三年八月二十九日辭任)	4/4	—	—	—	1/1
Mr. Yeung Tong Seng Terry	楊東成先生	6/6	—	—	—	1/1
<i>Independent Non-executive Directors</i>	<i>獨立非執行董事</i>					
Mr. Fung Tze Wa	馮子華先生	6/6	3/3	2/2	2/2	1/1
Mr. Ting Wong Kacee	丁煌先生	6/6	3/3	2/2	2/2	1/1
Mr. Tse Ting Kwan	謝庭均先生	6/6	3/3	2/2	2/2	1/1
Mr. Hui Ka Lung (appointed on 1 December 2023)	許嘉隆先生 (於二零二三年十二月一日獲委任)	0/0	0/0	0/0	0/0	0/0

Note:

1. 2023 Annual General Meeting held on 30 June 2023.

附註：

1. 二零二三年股東週年大會於二零二三年六月三十日舉行。

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for ensuring that the Company has formal and transparent procedures for developing and overseeing its policies on the remuneration of the Directors and senior management. The committee's authorities and duties are set out in written terms of reference. The Remuneration Committee comprises the following three members, all independent non-executive Directors:

- (i) Mr. Ting Wong Kacee, Chairman of Remuneration Committee
- (ii) Mr. Fung Tze Wa
- (iii) Mr. Tse Ting Kwan
- (iv) Mr. Lin Junwei

The terms of reference of the Remuneration Committee are in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. Given below are main duties of the Remuneration Committee:

- (i) to make recommendations on the Company's policies and structure for all the remuneration of Directors;
- (ii) to propose the specific remuneration packages of the executive Directors, and to make recommendations on the remuneration of the non-executive Directors for the Board's approval;
- (iii) to review and propose performance-based remuneration for executive Directors by reference to corporate goals and objectives resolved by the Board from time to time;
- (iv) to administer and make determinations with regard to the Company's share option scheme; and
- (v) to review matters relating to share schemes under Chapter 17 of the Listing Rules.

薪酬委員會

薪酬委員會負責確保本公司有正式及透明的程序發展及監察其董事及高級管理層的薪酬政策。委員會的權力及職責載於書面職權範圍內。薪酬委員會由以下三名成員(全體獨立非執行董事)組成：

- (i) 丁煌先生，薪酬委員會主席
- (ii) 馮子華先生
- (iii) 謝庭均先生
- (iv) 林俊煒先生

薪酬委員會的職權範圍乃遵照上市規則附錄十四所載企業管治常規守則。以下為薪酬委員會的主要職責：

- (i) 就本公司所有董事薪酬的政策及架構提出建議；
- (ii) 就執行董事的特定薪酬待遇提出建議，及就非執行董事的薪酬提出建議，以供董事會批准；
- (iii) 根據董事會不時決定的企業方針及目標就執行董事的按表現釐定薪酬作出檢討及建議；
- (iv) 執行及釐定本公司的購股權計劃；及
- (v) 根據上市規則第十七章審閱股份計劃相關事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the financial year, the Remuneration Committee performed, considered and/or resolved the following matters:

- Review the remuneration package of the Executive Director and senior management for year ended 31 December 2023;
- Recommend the remuneration package of Mr. Hui Ka Lung as an Executive Director to the Board for approval.

AUDIT COMMITTEE

The Company has established an Audit Committee with written terms of reference in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The Audit Committee comprises the following three members, all independent non-executive Directors:

- (i) Mr. Fung Tze Wa, Chairman of Audit Committee
- (ii) Mr. Ting Wong Kacee
- (iii) Mr. Tse Ting Kwan

Given below are the main duties of the Audit Committee:

- (i) to make recommendations with respect to the appointment, re-appointment and removal of the Company's external auditor, and to evaluate their independence, objectivity and effectiveness of the audit process;
- (ii) to review and monitor the interim and annual financial statements, reports and accounts of the Company, and to review significant and judgemental financial reporting issues contained therein;
- (iii) to review the Company's financial controls, internal controls and risk management systems; and
- (iv) to discuss with the management the system of internal controls, and to ensure that the management has discharged its duties and responsibilities in implementing an effective internal control system.

於本財政年度內，薪酬委員會已履行、考慮及／或議決以下事項：

- 檢討執行董事及高級管理人員截至二零二三年十二月三十一日止年度之薪酬待遇；
- 向董事會建議許嘉隆先生作為執行董事之薪酬待遇以供批准。

審核委員會

本公司已成立審核委員會並遵照上市規則附錄十四所載企業管治常規守則訂明書面職權範圍。審核委員會由以下三名成員(全體獨立非執行董事)組成：

- (i) 馮子華先生，審核委員會主席
- (ii) 丁煌先生
- (iii) 謝庭均先生

以下為審核委員會的主要職責：

- (i) 就本公司外聘核數師的委任、續聘及免職提出建議，以及評核其獨立性、客觀性及審核程序的有效性；
- (ii) 審閱及監察本公司中期及年度財務報表、報告及賬目，以及審閱當中的重大及決定性財務報告事宜；
- (iii) 檢討本公司的財務監控、內部監控及風險管理系統；及
- (iv) 與管理層就內部監控系統進行討論，並確保管理層於執行有效的內部監控系統時已履行其職務及責任。

During the financial year, the Audit Committee performed, considered and/or resolved the following matters:

於本財政年度內，審核委員會已履行、考慮及／或議決以下事項：

- Considering the annual results of the Group for the year ended 31 December 2022 for the approval by the Board;
 - Considering the interim results of the Group for the six months ended 30 June 2023 for the approval by the Board;
 - Approval of external auditor's scope, plan and fees of the annual audit and the interim review;
 - Meeting with the external auditor and discussing their major findings in the annual audit and the interim review;
 - Review the reports prepared by the external auditor relating to the annual audit and the interim review;
 - Considering the effectiveness the external auditor, giving due consideration to the quality and contents of their reports to the committee, feedback from management and compliance with relevant regulatory, professional requirements and their independence;
 - Considering the safeguard of external auditor's objectivity and independence in proposed engagement in respect of audit-related and permissible non-audit services; and
 - Assessment of the resign of existing auditor and appointment of new auditor.
 - Review the basis for disclaimer of opinion of the Auditors and address of effect on the Disclaimer Opinion.
- 考慮本集團截至二零二二年十二月三十一日止年度全年業績，以供董事會批准；
 - 考慮本集團截至二零二三年六月三十日止六個月中期業績，以供董事會批准；
 - 批准外聘核數師年度審計及中期審閱的工作範圍、計劃及費用；
 - 就年度審計及中期審閱與外聘核數師舉行會議並討論彼等的重要發現；
 - 審閱外聘核數師所編製有關年度審計及中期審閱的報告；
 - 考慮外聘核數師的有效性，包括對其向委員會呈報的報告質素及內容、管理層的反饋及相關法規遵守情況、專業規定及彼等之獨立性作出適當考慮；
 - 於建議委聘外聘核數師參與審計相關及許可的非審計服務中考慮外聘核數師的客觀性及獨立性的保障安排；及
 - 評估現有核數師辭任及委任新核數師。
 - 審閱核數師不發表意見的基礎及闡述不發表意見的影響。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Company has established a Nomination Committee with written terms of reference in compliance with the Code on Corporate Governance Practices as set out in Appendix 14 of the Listing Rules. The Nomination Committee comprises the following three members, all independent non-executive Directors:

- (i) Mr. Tse Ting Kwan, Chairman of Nomination Committee
- (ii) Mr. Fung Tze Wa
- (iii) Mr. Ting Wong Kacee
- (iv) Mr. Lin Junwei

Given below are main duties of the Nomination Committee:

- (i) to review the structure, size and composition (by taking into account the criteria as set out in the Board diversity policy adopted by the Company from time to time) of the Board at least annually and make recommendations any proposed changes to the Board to complement the Company's corporate strategy;
- (ii) to review the Board diversity policy regularly (including any measurable objectives that the Board has set for implementing the Board diversity policy and the progress on achieving those objectives); and make disclosure of its review results in the corporate governance report of the Company annually;
- (iii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
- (iv) to assess the independence of independent non-executive Directors; and
- (v) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors in particular the chairman and the president (chief executive officer).

提名委員會

本公司已成立提名委員會並遵照上市規則附錄十四所載企業管治常規守則訂明書面職權範圍。提名委員會由以下三名成員(全體獨立非執行董事)組成：

- (i) 謝庭均先生，提名委員會主席
- (ii) 馮子華先生
- (iii) 丁煌先生
- (iv) 林俊煒先生

以下為提名委員會的主要職責：

- (i) 每年至少檢討一次董事會的架構、人數及組成(經計及本公司不時採納的董事會多元化政策所載的標準)，並就任何建議變動向董事會提出意見以配合本公司的企業策略；
- (ii) 定期檢討董事會多元化政策(包括董事會就實施董事會多元化政策而制定的任何可量化的目標以及該等目標的實現情況)；以及每年在本公司企業管治報告中披露其檢討結果；
- (iii) 識別有資格成為董事會成員的人士，並於挑選獲提名出任董事的人士時進行挑選及向董事會提出意見；
- (iv) 評核獨立非執行董事的獨立性；及
- (v) 就有關董事的委任或重新委任以及董事，尤其是主席及總裁(行政總裁)的繼任計劃的相關事宜向董事會提出意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the financial year, the Nomination Committee performed, considered and/or resolved the following matters:

- Annual review on structure, size and diversity of the Board;
- Review the existing nomination policy and Board diversity policy, and the implementations;
- Assessment on the independence of Independent Non-Executive Directors and review of the annual confirmation on the independence;
- Review of re-appointment of Directors who retired from office by rotation at the past AGM and offered themselves for re-election; and
- Recommendation of the appointment of Mr. Hui Ka Lung as an Independent Non-Executive Director to the Board for approval.

於本財政年度內，提名委員會已履行、考慮及／或議決以下事項：

- 對董事會的架構、規模及多元化進行年度檢討；
- 檢討現行提名政策及董事會成員多元化政策及其實施情況；
- 評核獨立非執行董事的獨立性及審閱其年度獨立性確認書；
- 審閱於上次股東週年大會上輪值告退但符合資格膺選連任之董事的重新委任；及
- 向董事會推薦委任許嘉隆先生擔任獨立非執行董事以供批准。

AUDITOR'S REMUNERATION

During the year ended 31 December 2023, the fees paid/payable to auditor of the Company for the provision of audit services and non-audit services as follows:

核數師酬金

於截至二零二三年十二月三十一日止年度，就提供審計服務及非審計服務已付／應付本公司核數師之費用如下：

Nature of services		2023	2022
服務性質		二零二三年	二零二二年
		HK\$	HK\$
		港元	港元
Audit	審計	1,600,000	1,550,000
Others	其他	—	—
		1,600,000	1,550,000

CORPORATE GOVERNANCE REPORT

企業管治報告

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out in the CG Code. Given below are the main duties of the Corporate Governance Functions:

- (a) to develop and review an issuer's policies and practices on corporate governance and make recommendations to the board;
- (b) to review and monitor the training and continuous professional development of directors and senior management;
- (c) to review and monitor the issuer'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; and
- (e) to review the issuer's compliance with the code and disclosure in the Corporate Governance Report.

企業管治職能

董事會負責履行企業管治守則所載的企業管治職責。以下為企業管治職能的主要職責：

- (a) 制定及檢討發行人的企業管治政策及常規，並向董事會提出建議；
- (b) 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- (c) 檢討及監察發行人在遵守法律及監管規定方面的政策及常規；
- (d) 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- (e) 檢討發行人遵守守則條文的情況及在企業管治報告內的披露。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the responsibility to maintain and oversee an effective risk management and internal control system on an ongoing basis in order to protect the Group's assets and shareholder's interests. The risk management and internal control systems of the Group are implemented to minimize risks to which the Group is exposed. The systems can only provide reasonable but not absolute assurance against misstatements or losses.

The internal control system includes a well established corporate structure and organisation with clearly defined lines of responsibility and authority. Each department is responsible for its daily operations, and is also required to implement and monitor the strategies and policies adopted by the Board and effective employment of the resources of the Company, in order to avoid misappropriation of resources and damages made to the Company's assets, and prevent against errors and fraud.

風險管理及內部監控

董事會有責任持續維持並監管有效的風險管理及內部監控系統，以保障本集團的資產及股東的利益。實施本集團之風險管理及內部監控系統旨在將本集團面臨的風險減至最低。該系統僅可提供合理之保證，而非絕對保證不會出現錯誤陳述或損失。

內部監控系統包括有清晰責任及權力的良好企業架構及組織。各部門負責其日常營運，並須執行及監察董事會採納的策略及政策以及有效運用本公司資源，以避免造成資源錯配及損害本公司資產，以及避免錯誤及欺詐。

The risk management framework includes identify significant risk in the Group's operation environment and evaluate the impact of those risks on the Group's business, develop necessary measure to manage those risks and monitor and review the effectiveness of such measures.

Process used to identify, evaluate and manage significant risks

The Board and management, with the assistance of the external consultants, are responsible for designing, implementing and monitoring of the risk management and internal control systems.

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

Risk identification

- Identifies the risk through discussion with the management and directors of subsidiaries of the Company. Risk identification and management questionnaire are used to document the risks identified by the management and directors of subsidiaries of the Company.

Risk Response

- Categories the risks into low risk, medium and high risk;
- Determines the strategy to handle the risk; and
- Develops the risk register and internal control audit plan and determines the frequency of review and control testing on key controls.

Risk Monitoring and Reporting

- On-going communication of monitoring results to the Board which enables it to assess control the Group and the effectiveness of risk management during the Year;
- risk questionnaires completed by the management, risk register and internal control audit plan; and
- fact finding report with recommendations on the review and testing of internal control on certain operating cycles and areas.

風險管理框架包括識別本集團營運環境中的重大風險以及評估該等風險對本集團業務的影響，制訂必要措施以管理該等風險及監控以及檢討該等措施的有效性。

用以識別、評估及管理重大風險的程序

在外部顧問的協助下，董事會及管理層負責設計、執行及監管風險管理及內部監控系統。

本集團用以識別、評估及管理重大風險的程序概述如下：

風險識別

- 透過與本公司附屬公司的管理層及董事進行討論以識別風險。我們利用風險識別及管理問卷記錄本公司附屬公司的管理層及董事所識別的風險。

風險應對措施

- 將風險分類為低風險、中等及高風險；
- 釐定處理風險的策略；及
- 設立風險登記冊及內部監控審核計劃，並釐定主要監控的審閱及監控測試的頻率。

風險監管及報告

- 與董事會就監管結果進行持續溝通，使其得以評估本集團於本年度的監控及風險管理的有效性；
- 管理層所完成的風險問卷、風險登記冊及內部監控審核計劃；及
- 實況調查報告，並隨附就若干營運週期及範圍的審閱及內部監控測試提出的建議。

CORPORATE GOVERNANCE REPORT

企業管治報告

Internal Audit Function

The Group's internal audit function is performed by the management of the Company, including analyzing and appraising the adequacy and effectiveness of the Group's risk management and internal control systems. For the enhancement of the quality of the internal audit, the Company has engaged an external consultant to execute a certain scope of internal audit function to:

- facilitate the management's process to perform the risk assessment and evaluation; and
- conduct various agreed upon reviews on certain selected operating cycles and areas in accordance with the Company's internal control audit plan.

During the year, the Board conducted an annual review on the effectiveness of the Company's risk management and internal control systems. The Board concluded that the risk management and internal control systems of the Company were adequate and effective during the year.

INSIDER INFORMATION

The Company is fully aware of its obligations under the new Part XIVA of the Securities and Futures Ordinance, Chapter 571 and the Listing Rules. The Board has adopted procedure and internal control policy which contains the guideline to the Directors and officers of the Company to ensure that the inside information of the Company is to be disseminated to public in an equal and timely manner in accordance with the applicable laws and regulations. Such policy provides guidance on the Company conducting its affairs with close regard to the disclosure requirements under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012.

COMPANY SECRETARY'S TRAINING

During the year ended 31 December 2023, Mr. Ip has received no less than 15 hours of relevant professional training to refresh his skills and knowledge.

內部審核職能

本集團的內部審核職能由本公司的管理層負責履行，當中包括分析及評核本集團的風險管理及內部監控系統的充足性及有效性。為提高內部審核的質素，本公司已委聘外部顧問執行內部審核職能的若干範圍以：

- 促進管理層進行風險評估及評核的流程；及
- 根據本公司的內部監控審核計劃對若干選定的營運週期及範圍進行各項議定審閱。

年內，董事會對本公司的風險管理及內部監控系統的有效性進行年度審閱。董事會認為，本公司於年內的風險管理及內部監控系統屬充足且有效。

內幕消息

本公司完全知悉其於證券及期貨條例(第571章)新第XIVA部以及上市規則項下的責任。董事會已採納載有董事及本公司高級職員指引的程序及內部控制政策，以確保本公司的內幕消息根據適用法例及法規公平及適時地向公眾發佈。該等政策就本集團處理事務時充分考慮上市規則項下的披露規定以及香港證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」提供指引。

公司秘書培訓

截至二零二三年十二月三十一日止年度，葉先生已接受不少於15小時相關專業培訓以更新其技能及知識。

WHISTLE-BLOWING POLICY

A Whistle-blowing Policy was put into effect for all levels and operations in the Group to show zero tolerance towards corruption and assist individual employees to disclosed malpractice or impropriety within the Group. All employees must fully comply with relevant local laws and regulations as well as the Group's own policies on the prevention of corruption. All employees have a responsibility to raise concerns, confidence, about possible improprieties such as misconduct and malpractice in any matter related to the Group and report any suspected violations to a supervisor or senior management. Such policy also aims at protecting whistle-blowers from unfair dismissal, victimisation and unwarranted disciplinary actions.

ANTI-CORRUPTION POLICY

The Company has in place an anti-corruption policy within all its employees, which forms part of the Company's employees staff manual. Employees are required to act with integrity and to report any suspected bribery, corruptions and money laundering cases to management or the Audit Committee.

SHAREHOLDERS' RIGHTS AND COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through annual general meetings and other general meetings. At the forthcoming annual general meeting, Directors (or their delegates as appropriate) will be available to meet Shareholders and answer their enquiries.

Having considered the implementation and effectiveness of multiple channels of communication in place, the Board is satisfied that the shareholders' communication policy has been properly implemented during the year and is effective.

Details of the Last General Meetings

The Company's AGM is a valuable forum for the Board to communicate directly with the Shareholders. Under Revised Code Provision A.6.7, independent non-executive directors should attend general meetings and develop a balanced understanding of the views of the shareholders.

舉報政策

本集團在各級及各部門推行舉報政策，對貪污零容忍，並協助個別員工披露集團內部的瀆職或不當行為。全體員工必須完全遵守當地相關法律法規以及本集團自身的反腐敗政策。所有員工均有責任對本集團任何事務事務中可能存在的不當行為(如不當行為及瀆職行為)提出擔憂，並抱持信心向主管或高級管理層報告任何可疑的違規行為。該政策還旨在保護舉報人免受不公平解僱、傷害及無端紀律處分。

反腐敗政策

本公司已在所有員工中制定了反腐敗政策，該政策構成本公司員工手冊的一部分。員工須誠信行事，並向管理層或審核委員會報告任何可疑的賄賂、腐敗及洗錢案件。

股東權利以及與股東溝通及投資者關係

本公司認為與股東的有效溝通對於加強投資者關係及投資者對本集團業務表現及策略的了解至關重要。本公司致力與股東保持持續對話，尤其是透過股東週年大會及其他股東大會。在即將召開的股東週年大會上，董事(或其代表，視情況而定)將與股東會面並回答彼等之問詢。

經考慮設立多個溝通渠道的執行情況及成效，董事會信納股東通訊政策於年內已妥為落實執行，並取得成效。

最近召開之股東大會詳情

本公司股東週年大會乃董事會直接與股東聯繫之寶貴機會。根據經修訂守則條文第A.6.7條，獨立非執行董事應出席股東大會及均衡了解股東意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

Convening a Special General Meeting by Shareholders

Pursuant to the Article 58 of the Articles of Association of the Company, a special general meeting may be convened by the Board upon requisition by any shareholder holding not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. The shareholder shall make a written requisition to the Board or the Company Secretary of the Company, specifying the transaction of any business in such requisition.

The Board shall arrange to hold such general meeting within two (2) months after the receipt of such written requisition. Pursuant to the Article 59 of the Articles of Association of the Company, the Company shall serve requisite notice of the general meeting, including the time, place of meeting and particulars of resolutions to be considered at the meeting and the general nature of the business.

If within twenty one (21) days of the receipt of such written requisition, the Board fails to proceed to convene such special general meeting, the requisitioner(s) may do so in the same manner, and; all the reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company.

Putting Forward Proposals at General Meetings

A shareholder shall make a written requisition to the Board or the Company Secretary of the Company at the head office address of the Company, specifying the shareholding information of the shareholder, his/her contact details and the proposal he/she intends to put forward at general meeting regarding any specified transaction/business and its supporting documents.

由股東召開股東特別大會

根據本公司的組織章程細則第58條，董事會可於持有賦有於本公司股東大會上投票權之本公司繳足股本不少於十分之一的股東要求時召開股東特別大會。有關股東須向本公司董事會或公司秘書發出書面要求，以處理有關要求中指明的任何事項。

董事會須安排於該書面要求後兩(2)個月內舉行該大會。根據本公司的組織章程細則第59條，本公司應發出股東大會通知，當中包括大會的時間、地點及擬考慮的決議案的詳情以及該事項的一般性質。

倘於收到該書面要求二十一(21)日內董事會未有召開該股東特別大會，該申請人可自行召開大會，本公司應向有關申請人償付因董事會未有召開大會而需支付之一切合理費用。

於股東大會提呈動議

股東須向本公司董事會或公司秘書發出書面要求，該要求可寄發至本公司之總辦事處，指明股東的股權資料、其聯絡詳情及擬於股東大會提呈之動議與任何特定交易／事宜有關以及其證明文件。

Putting Forward Enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing to the Company's head office in Hong Kong at Room 02, 26/F., One Harbour Square, No. 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong.

The Company ensures that fair and transparent disclosure is made for its business and financial performance through a variety of formal communication channels. Information regarding the Company will be published in its website: www.776.hk. Interim and annual reports, circulars and notices of the Group will be despatched to Shareholders in due course. The website of the Company provides information such as e-mail address, correspondence address, telephone numbers etc. for inquiries, and provides information on business activities of the Company.

The Company's AGM of Shareholders is a good opportunity for communication between the Board and the Shareholders. Notice of AGM and related documents will be sent to Shareholders pursuant to the requirements of the Listing Rules, and will be published on the website of the Stock Exchange.

The Company will also meet with the investment community and respond to their inquiries about the status of the Company from time to time, so as to strengthen the contacts and communication between the Company and its investors.

Constitutional Documents

During the year under review, there were no significant changes in the Company's Memorandum of Association and Bye-Laws save for those amendments approved at the Annual General Meeting of the Company held on 30 June 2023 by special resolution, relating principally to the alignment with the core shareholder protection standards set out in Appendix A1 (formerly known as Appendix 3) to the Listing Rules. An up-to-date version of the Company's Memorandum of Association and Bye-Laws is available on the websites of the Company and HKEx.

向董事會提出詢問

股東可於任何時間將向董事會提出的書面詢問及關注寄發至本公司的香港總辦事處香港九龍觀塘海濱道181號One Harbour Square 26樓02室。

本公司確保其業務及財務表現透過不同的正式溝通途徑公平及透明地披露。有關本公司的資料將於其網站 www.776.hk 公佈。本集團的中期及年度報告、通函及通告將適時向股東寄發。本公司網站提供如電郵地址、通信地址及電話號碼等資料以供查詢，並提供本公司的業務資訊。

本公司股東週年大會乃董事會及股東交流的良機。股東週年大會通告及相關文件將根據上市規則的要求向股東發送，並將於聯交所網站公佈。

本公司亦與投資界會面，並不時回應其對本公司狀況的查詢，以加強本公司與其投資者之間的聯繫及溝通。

組織章程文件

於回顧年度，除本公司於二零二三年六月三十日舉行的股東週年大會上以特別決議案形式批准的該等修訂(主要有關跟隨上市規則附錄A1(前稱附錄三)所載的核心股東保障水平)外，本公司組織章程大綱及細則概無重大變動。本公司組織章程大綱及細則的最新版本刊載於本公司網站及香港聯交所網站。

CORPORATE GOVERNANCE REPORT

企業管治報告

ADDITIONAL INFORMATION ON AUDITORS' DISCLAIMER OF OPINION AND THE COMPANY'S VIEW AND MEASURES TO ADDRESS THE DISCLAIMER OF OPINION

As explained in Note 2 to the consolidated financial statements, the Group incurred a net loss and operating cash outflow of approximately HK\$123,449,000 and HK\$51,427,000 respectively for the year ended 31 December 2023 and, as of that date, the Group was in net current liabilities and net liabilities position of approximately HK\$208,024,000 and HK\$252,815,000 respectively. In addition, the Group had loans from related parties with a total principal amount of HK\$310,000,000 due to the controlling shareholder of the Company and the companies which are beneficially owned and controlled by him.

The conditions referred to above, along with other matters as described in Note 2 to the consolidated financial statements, indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

The Board wishes to draw the attention of the shareholders of the Company (the "Shareholders") to the section headed "Basis for Disclaimer of Opinion" as contained in the Independent Auditors' Report dated 30 April 2024 issued by the Company's auditors, HLB Hodgson Impey Cheng Limited (the "Auditors"), contained in pages 100 and 103 of this report. In respect of the basis for disclaimer of opinion as disclosed in the independent auditors' report for the year ended 31 December 2023 relating to the appropriateness of the assumption regarding the Company's ability to continue as a going concern (the "Disclaimer Opinion"), the Group has prepared a forecast covering a period of not less than twelve months from the end of the reporting period taking into account of a number of measures undertaking to improve its liquidity and financial position including but not limited to:

- I. the Directors will consider other financing arrangements and fund-raising alternatives with a view to increasing the Group's capitalisation/equity and supporting the continuing growth of the Group;
- II. the Directors will continue to implement stronger measures aiming at improving the working capital and cash flows of the Group, including closely monitoring its operating expenses, improving current business performance and seeking new business development; and

有關核數師的不發表意見的其他資料及本公司對不發表意見的看法及措施

誠如綜合財務報表附註2所闡述，本集團於截至二零二三年十二月三十一日止年度產生虧損淨額及經營現金流出分別約為123,449,000港元及51,427,000港元，而本集團截至該日的流動負債淨額及淨負債頭寸則分別約為208,024,000港元及252,815,000港元。此外，本集團有本金總額為310,000,000港元的來自關聯方貸款，該筆款項為應付本公司控股股東及由其實益擁有及控制的公司之貸款。

上述狀況連同如綜合財務報表附註2所述的其他事項，顯示存在重大不確定性，可能對本集團的持續經營能力構成重大疑問。

董事會謹提請本公司股東（「股東」）注意本報告第100及103頁所載本公司核數師國衛會計師事務所有限公司（「核數師」）於二零二四年四月三十日出具的獨立核數師報告中「不發表意見之基準」一節。就截至二零二三年十二月三十一日止年度的獨立核數師報告中所披露的有關本公司持續經營能力的假設是否適當的不發表意見之基準而言（「不發表意見」），本集團已編製自報告期末起不少於十二個月內的預測，當中考慮到為改善其流動資金及財務狀況而採取的若干措施（包括但不限於）：

- I. 董事將考慮其他融資安排及集資方案，以增加本集團的資本化／股權，支持本集團的持續增長；
- II. 董事將繼續實施更有力的措施，以改善本集團的營運資金和現金流量，包括密切監測其經營開支，改善目前的業務表現及尋求新的業務發展；及

III. the Directors will continue negotiations for the extension of its loan from related parties.

Taking into account the successful and continued implementation of such measures, the Directors are of the opinion that the Group will have sufficient working capital and hence it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the outcomes of these measures, which are inherently uncertain and subject to multiple uncertainties, including (i) whether the Group's debtors will timely settle their debts according to the agreed settlement schedules; (ii) whether the Group can successfully implement measures for cost control and business strategies to improve its business operations; and (iii) whether the Group can successfully negotiate with its creditors for extension of its debts when they fall due and successfully obtain additional new sources of financing as and when needed. As at the date of this report, the eventual outcome of these measures cannot be ascertained with reasonable certainty.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements and we were unable to determine whether such adjustments might have been found necessary.

For the avoidance of doubt, in accordance with the applicable Hong Kong Standards on Auditing, the auditors need to obtain sufficient appropriate audit evidence and to consider, based on the audit evidence to be obtained, whether material uncertainty exists regarding the Group's ability to continue as going concern.

As such, assuming the successful implementation of the abovementioned plans and measure in time with sufficient and appropriate audit evidence can be provided, the disclaimer of opinion is expected to be removed in the consolidated financial statements of the Group for the year ending 31 December 2024.

III. 董事將繼續就延長其來自關聯方之貸款進行磋商。

考慮到這些措施的成功和持續實施，董事認為，本集團將有足夠的營運資金，因此按持續經營原則編製本集團的綜合財務報表是合適的。

綜合財務報表乃按持續經營基準編製，其有效性取決於該等措施的結果，而該等結果本質上為不確定，並受多項不確定因素影響，其中包括(i)本集團的債務人會否依照協定的算安排準時支付債務；(ii)本集團能否成功實施成本控制措施及業務策略以改善其業務營運；及(iii)本集團能否成功與其債權人磋商延期償還其到期債務，並在有需要時成功取得額外的新融資來源。於本報告日期，尚無法合理確定該等措施的最終結果。

倘本集團無法持續經營，則須作出調整以將本集團資產的賬面值撇減至其可收回金額，以就可能產生的進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映在該等綜合財務報表中，且吾等未能確定該等調整是否可能屬必要。

為免產生疑問，根據適用香港審核準則，核數師需要獲取足夠及適當的核數憑證，並根據需要獲取的核數憑證考慮本集團持續經營能力是否存在重大不確定性。

因此，假設及時成功落實上述計劃及措施並能夠提供足夠及適當的核數憑證，有望於截至二零二四年十二月三十一日止年度的本集團綜合財務報表中去除不發表意見。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE'S VIEW ON THE DISCLAIMER OF OPINION

The audit committee of the Company (the "Audit Committee") had critically reviewed the basis for disclaimer of opinion of the Auditors. The Audit Committee had also discussed with the Auditors regarding the financial position of the Group, the measures are taken and to be taken by the Group, and considered the Auditors' rationale and understood their consideration in arriving at the Disclaimer Opinion. The Audit Committee is in agreement with the management with respect to the Disclaimer Opinion and the Group's ability to continue as a going concern, and in particular the actions or measures to be implemented by the Group. The Audit Committee's views are based on (i) a critical review of the action plans to address the Disclaimer Opinion, (ii) discussions between the Audit Committee, the Auditors and the management regarding the Disclaimer Opinion and the proposed measures and action plans together with the timeline stated therein to address the Disclaimer Opinion. The Audit Committee requested the management to take all necessary actions to address the effect on the Disclaimer Opinion to procure no such disclaimer of opinion to be made in the next financial year.

審核委員會對不發表意見的看法

本公司的審核委員會(「審核委員會」)已嚴格審查核數師不發表意見之基準。審核委員會亦與核數師討論本集團的財務狀況、本集團已經採取和將要採取的措施，並考慮了核數師的理據，理解其在得出不發表意見時的考慮。審核委員會同意管理層關於不發表意見和集團繼續經營的能力，特別是本集團將實施的行動或措施。審核委員會的意見是基於(i)對處理不發表意見的行動計劃的嚴格審查；及(ii)審計委員會與核數師和管理層就不發表意見及處理不發表意見的建議措施和行動計劃以及其中所述的時間表作出討論。審核委員會要求管理層採取一切必要的行動以解決不發表意見的影響，以確保在下一個財政年度無須作出該等不發表意見的聲明。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1. OUR REPORT

1.1. OVERVIEW

This Environmental, Social and Governance Report (hereinafter referred to as the “Report”) is the 2023 Report published by Imperium Technology Group Limited (the “Company”, together with its subsidiaries, the “Group”). It systematically reviews the Group’s performance and inadequacies in fulfilling its social responsibilities and formulating a sustainable development strategy. We strongly believe that offering a summary of the sustainable development disclosure of the Group to stakeholders is conducive to enhancing our sustainable development performance.

This Report provides information on the corporate social responsibility performance of the Group in terms of the environment, society and governance during the year from 1 January 2023 to 31 December 2023. This Report complies with the “comply or explain” provisions of the Environmental, Social and Governance Reporting Guide and contains all disclosures as recommended in the Guide.

1.2. SCOPE OF REPORTING

The scope of this Report includes all areas of the Group’s business over which the Group has financial significance and operational influence and those of ESG significance to the Group and its stakeholders. This environmental, social and governance Report mainly covers our core business¹, including:

- Household products business: JF A.C.R. Equipment Supplies Co., Ltd.
- Game publishing business: Cubinet Interactive (Thailand) Co., Ltd., Cubinet Interactive (MSC) Sdn. Bhd. and Hong Kong Seven Senses

¹ During the Reporting Year, the Group reviewed its core business and revised the scope of the Report with reference to all areas of the Group’s business over which the Group has financial significance and operational influence and those of ESG significance to the Group and its stakeholders. Game publishing business: Hong Kong Seven Senses (香港七元素) replaced Phoenix Digital Entertainment Co., Ltd. (鳳凰數位娛樂有限公司) and Seven Senses Game Company Limited; Cloud computing and data storage business: Seven Elements Interactive Digital Technology Limited replaced Fujian Qiyuan Interactive Information Technology Co., Ltd.

1. 我們的報告

1.1. 概覽

本環境、社會及管治報告(下稱「本報告」)為帝國科技集團有限公司(下稱「公司」,及其附屬公司(統稱「集團」或「我們」)發佈的二零二三年報告,以系統性地檢討本集團在履行社會責任及制定可持續發展戰略方面的表現及不足。我們堅信,向持份者概述本集團的可持續發展披露有助提高我們的可持續發展表現。

本報告提供有關集團二零二三年一月一日至二零二三年十二月三十一日年內在環境、社會及管治的企業社會責任表現的情況。本報告已遵守《環境、社會及管治報告指引》載列的所有「不遵守就解釋」條文,並根據指引中的所有建議披露作匯報。

1.2. 報告範圍

報告範圍包括集團擁有財務重要性及營運影響力,以及對集團及持份者具環境、社會及管治範疇重要性的業務。本環境、社會及管治報主要涵蓋我們的核心業務¹,包括:

- 家居產品業務:寧波捷豐家居用品有限公司
- 遊戲發行業務: Cubinet Interactive (Thailand) Co., Ltd、Cubinet Interactive (MSC) Sdn. Bhd.、香港七元素

¹ 本集團於本報告年檢閱核心業務,並按照財務重要性及營運影響力,以及對集團及持份者具環境、社會及管治範疇重要性的業務作考量,重新修訂報告範圍。遊戲發行業務:香港七元素取代鳳凰數位娛樂有限公司及七元素遊戲有限公司;雲計算及數據儲存業務: Seven Elements Interactive Digital Technology Limited 取代福建七元互動資訊技術有限公司。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

- Esports business: Wanhui (Suzhou) Digital Science Investment Co., Ltd.
- Cloud computing and data storage business: Seven Elements Interactive Digital Technology Limited

The above business operations account for over 90% of the Group's earnings.

Unless otherwise indicated, all key performance indicators herein only cover the data of our household products business, game business, esports business, and cloud computing and data storage business.

1.3. REPORTING PRINCIPLES

We have considered the following reporting principles in preparing this Report:

- **Materiality:** the Group determines the impact of environmental, social and governance issues on the Group's operations through management interviews and surveys of internal and external stakeholders. For more information, please refer to the Materiality Assessment section.
- **Quantification:** the data in the Report is collected and analysed in accordance with relevant guidelines and standards, and the relevant standards, approaches, assumptions and/or calculation methods are set out where appropriate.
- **Balance:** our Report is based on the actual operations of the Group without any false or biased information, and gives an objective view of the Group's overall sustainability performance for stakeholders.
- **Consistency:** we have followed the Environmental, Social and Governance Reporting Guide issued by The Stock Exchange of Hong Kong Limited (the "Stock Exchange") for reporting since 2017. Where there are any changes that may affect the comparison with previous reports, the Group has added notes to the corresponding content of this Report.

- 電子競技業務：萬輝(蘇州)數碼科技投資有限公司
- 雲計算及數據儲存業務：Seven Elements Interactive Digital Technology Limited

上述所涵蓋的業務約佔本集團的收益90%以上。

除非有另外標示，本報告所有的關鍵績效指標則只包括家居用品業務、遊戲業務、電子競技業務、以及雲計算及數據儲存業務的數據。

1.3. 匯報原則

我們在制定本報告時考慮了以下的報告原則：

- **重要性：**本集團透過管理層訪談及內、外部持份者問卷調查釐定各項環境、社會及管治事宜對本集團營運的影響。如需更多資料，請參照「重要性評估」的章節。
- **量化：**報告內的數據是按照有關指引及標準收集和分析所得，並在適當之處列出有關標準、方法、假設和／或計算方式的資料。
- **平衡性：**我們的報告均按照集團的實際營運作匯報，並無作不實及偏頗的披露資料，為持份者客觀地介紹集團的整體可持續發展表現概況。
- **一致性：**自二零一七年起，我們乃遵循香港聯交所「環境、社會及管治報告指引」進行匯報。若有任何可能影響與過往報告作比較的變更，本集團已於本報告相應內容加入註解。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

1.4. FEEDBACK MECHANISM

This Report is prepared mainly in accordance with the Group's internal statistics, various archive documents and estimations. Should you have any feedback on this Report, please send an email to ir@776.hk so that we can further improve our policies in relation to sustainable development.

2. ESG STATEMENT OF THE BOARD

The Board of Directors of the Group (the "Board") is pleased to release the 2023 ESG Report, which sets out the Group's institutional building and performance in fulfilling its environmental and social responsibilities in 2023 (the "Reporting Year") to address stakeholders' concerns and expectations regarding the Group's sustainable development management and information disclosure.

2.1. SUSTAINABILITY STRATEGY

The management of the Group firmly believes that effective and excellent environmental, social and governance (ESG) management can help enhance its corporate brand image and reduce energy consumption, thereby reducing operating costs. We are committed to incorporating the concept of social responsibility into the Company's decision-making management and business operations, and seizing every opportunity for sustainable development.

The Group's sustainability strategy is based on four core areas of sustainable development, which are the environment, employees, business and community. These core areas underpin our commitment to creating value for our stakeholders and enable us to deliver on our commitment systematically.

1.4. 意見反饋機制

此報告主要根據本集團之內部數據統計、各類存檔文件及估算而編製。如閣下對本報告有任何反饋，歡迎發送電郵至 ir@776.hk，令我們的可持續發展政策得以完善。

2. 董事會的環境社會及管治聲明

本集團董事會(「董事會」)欣然發佈二零二三年度ESG報告，闡述本集團於二零二三年(「本報告年」)在履行環境與社會責任方面的制度建設和績效表現，以回應各持份者對於本集團可持續發展管理及信息披露的關注與期望。

2.1. 可持續發展策略

集團管理層堅信有效及出色的環境、社會及管治管理，有助提升企業品牌形象及減少能源消耗，從而降低營運成本。我們致力將社會責任理念融入公司決策管理和業務運營中，把握每個可持續發展帶來的機遇。

集團的可持續發展策略基於四個可持續發展核心範疇，包括環境、員工、業務和社區。這些核心範疇鞏固了我們為持份者創造價值的承諾，並確保這些承諾可有系統地兌現。

Our Sustainable Development Goals:

我們的可持續發展目標：

Business	Ethics and Governance	<ul style="list-style-type: none">— Comply with the policies and codes developed by Imperium Technology Group. Conduct transparent reporting and take remedial measures if necessary— Operate in good faith and comply with all applicable laws and regulations within the operational framework— Maintain a high standard of corporate governance, a superior board of directors, sound internal control, increased transparency and accountability to all stakeholders
業務	道德與管治	<ul style="list-style-type: none">— 遵守帝國科技集團制定的政策及守則。如有需要，則以透明方式匯報及採取補救措施— 以誠信為原則經營業務，在運作框架內符合所有適用的法律與規定— 維持高水準的企業管治、高質素的董事局、健全的內部監管、高透明度以及對所有持份者問責

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Our Sustainable Development Goals:

我們的可持續發展目標：

Environmental 環境	Environmental Management	<ul style="list-style-type: none"> – Regularly monitor environmental parameters and review production plans to reduce environmental impact – 定期監察各類環境參數及檢討生產方案，盡量減少相關的環境影響
	Climate Change Strategy	<ul style="list-style-type: none"> – Review the Group's policy on climate change and develop a sustainability plan to identify and address related physical and transition risks and opportunities – 檢討集團應對氣候變化的方針，並制定可持續發展計劃，以識別和應對相關的實體和轉型風險與機遇
	氣候變化策略	<ul style="list-style-type: none"> – Provide adequate support for employees and strengthen good relations with employees – 為員工提供充足支援、加強與員工的良好關係
Employees 員工	Employee Care	<ul style="list-style-type: none"> – Create a continuous learning environment and encourage employees to develop their careers within the Company – 培育持續進修的環境，並鼓勵僱員在企業內發展事業
	Personnel Training	<ul style="list-style-type: none"> – Respect the labour rights and human rights of all employees, maintain high ethical standards, clearly define human resource management policies, and promote an inclusive culture in the Company – 尊重所有員工的勞工權利及人權，維持高道德標準，並清楚訂明人力資源管理政策，並在公司內倡導包容的文化
	培育人材	<ul style="list-style-type: none"> – Promote a healthy and safe work environment – Achieve zero fatal accidents in the workplace – 促進健康安全的工作環境 – 在工作場所實現零致命事故
	Diversity and Inclusion	<ul style="list-style-type: none"> – Work with local charities to support the underprivileged and the needy – Provide job and training opportunities for young people – 與本地慈善機構合作支援弱勢社群及有需要人士 – 為年輕人提供工作及培訓機會
	多元包容	<ul style="list-style-type: none"> – Improve quality, safety and environmental/health performance through innovative product design, so as to give users a better user experience – Comply with all applicable data protection and cybersecurity regulations and reduce the risk of business interruption from cyber attacks – 通過創新的產品設計提高質量、安全性和環境/健康效益，給予用戶更佳的使用體驗 – 遵守所有適用的數據保護和網絡安全的法規及盡量降低業務受網絡攻擊中斷的風險
Social 社會	Occupational Safety	<ul style="list-style-type: none"> – Require suppliers to comply with the Group's environmental standards in all aspects, covering workflows, products or services, child labour, basic human rights, working conditions, compensation, occupational health and safety, and business ethics – The Group only cooperates with suppliers and business partners who meet our requirements – 要求供應商遵守本集團各方面的環境標準，包括工作流程、產品或服務、童工、基本人權、工作條件、薪酬、職業健康與安全，以及商業道德 – 集團只會跟恪守我們要求的供應商和業務夥伴合作
	Community Investment	
	社區投資	
	Product Safety	
	產品安全	
	Responsible Procurement	
	負責任採購	

The Group will continue to review its internal sustainability governance strategy and refine relevant policies and measures. Meanwhile, the Group will continue to strengthen communication with stakeholders to further enhance its environmental and social performance and create value for our shareholders and stakeholders in the long run.

本集團會持續審視我們內部的可持續發展管治策略，及完善有關政策及措施。同時，本集團亦繼續加強與持份者溝通，進一步提升本集團於環境與社會的表現，為本集團的股東及持份者創造長遠的價值。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

2.2. GOVERNANCE STRUCTURE AND RISK MANAGEMENT

Governance Structure

The Group's Board of Directors (the "Board") assumes the role of leadership and supervision in the Group. The Board reviews and manages ESG issues and risks every year, ensures that they are incorporated into the Company's strategy, and leads the Group to develop and achieve long-term strategies and goals. The management of the Group is responsible for monitoring sustainability performance and targets, reviewing the feedback from stakeholders, collecting ESG data and information to prepare the Group's annual ESG report, and reporting to the Board for approval. This Report was approved by the Board on 31 March 2024 after being confirmed by the management.

2.2. 管治架構及風險管理

管治架構

集團的董事會一直以來肩負著集團領導及監察的角色，董事會每年均檢視及管理環境、社會及管治的相關議題及風險，並確保其納入公司策略，帶領本集團制定及實現長遠策略及目標。本集團各業務管理層會負責監察可持續發展表現和目標，審視持份者的意見，收集環境、社會及管治的數據及資料，以編製集團的年度環境、社會及管治報告，並向董事會匯報，以供其審批。本報告經管理層確認後，於二零二四年三月三十一日(TBC)獲董事會通過。

Sustainability Governance Structure of Imperium Technology Group 帝國科技集團的可持續發展管治架構

Board of Directors 董事會

Audit Committee 審核委員會

- Assist the Board in overseeing financial reporting, risk management and internal control, and report to the Board on the appointment of external auditors and their audit work
- 協助董事會監督財務匯報、風險管理、內部監控，以及就委任外聘核數師及其審核工作向董事會匯報
- Responsible for special matters assigned by the Board from time to time
- 負責由董事會不定時委派之特別事務

The Management 各業務的管理層

- Responsible for monitoring sustainability performance and targets, reviewing the feedback from stakeholders, and collecting ESG data and information
- 負責監察可持續發展表現和目標，審視持份者的意見，收集環境、社會及管治的數據及資料

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Internal Control and Risk Management

To ensure that climate-related issues are integrated into our strategy, the terms of reference of the standing committees of the Board have been expanded to cover ESG issues. For example, the Audit Committee regularly monitors ESG risks and reviews our sustainability policy in public disclosures.

The Board is responsible for continuously monitoring and reviewing the effectiveness of risk management and internal control systems. In order to better support the decision-making process, the Board will engage external independent professionals if necessary to help identify and evaluate the sustainability risks facing the Group through interviews.

內部監控及風險管理

為確保氣候相關議題獲納入我們的策略，常設委員會的工作範圍亦擴大至包括環境、社會及管治相關議題。例如，審核委員會會定期監察環境、社會及管治相關風險，並審閱我們在公開披露中可持續發展的方針。

董事會肩負持續監察及檢討風險管理及內部監控系統的有效性的責任，而為了更好地支持決策過程，董事會在有需要時，亦委託外部獨立專業人士透過訪談，協助識別及評估本集團在可持續發展的風險。

Risk Category 風險類型	Risk Description 風險描述	Countermeasures 應對措施
Energy Conservation	With the increasing awareness of energy use in society, a sound energy conservation policy will help the Group avoid risks related to environmental laws and regulations, and facilitate in-house discussions and planning.	With an emphasis on energy conservation, the Group strives to reduce unnecessary energy consumption and introduce energy-saving equipment. Employees are required to turn off all computers, monitors, lighting, etc. after work and this requirement is stipulated in the Code of Conduct for Employees which all must follow, so as to reduce energy consumption. In addition, the lighting equipment in the office is gradually replaced with LED energy-efficient lighting to improve energy efficiency.
節約能源	隨著社會日益重視能源使用，完善的節約能源政策會為集團避免承擔關於環境法律法規的風險，也有助於企業內部的討論與規劃。	集團重視節約能源，致力減少不必要的能耗，以及新增節能設備。我們規定下班時間關閉電腦、顯示器、照明燈等，並納入《員工行為規範》，所有員工必須依循該規範，以減少能耗。此外，辦公室的照明設備亦逐步更換成LED節能燈管，提升能源效益。

Risk Category 風險類型	Risk Description 風險描述	Countermeasures 應對措施
Occupational Safety and Health	With the tightening of legislation on occupational safety and health of enterprises in many countries globally, in the event of non-compliance with such requirements, the Group may be exposed to legal and indemnification risks.	The Group strictly adheres to all relevant laws and regulations, including but not limited to the Production Safety Law of the People's Republic of China and the Fire Control Law of the People's Republic of China, so as to create a safe, healthy and comfortable working environment for our employees. Our household furnishings factories under the Group have developed a series of comprehensive policies to manage occupational health and safety issues, including the Occupational Health and Safety Policy, the Indoor Air Quality Policy and the Fire Fighting Policy, in order to comply with relevant regulatory requirements and meet the development needs of the Group.

職業安全及健康 全球多個國家對企業職業安全及健康的法律規範越趨嚴緊，一旦不符合要求，集團可能因此承受法律及賠償風險。

為員工提供安全、健康、舒適的工作環境，集團一直以來嚴格遵守相關法律法規，包括但不限於《中華人民共和國安全生產法》、《中華人民共和國消防法》等。集團旗下的家居用品公司亦制定了一系列完善的職業健康及安全政策管理相關的事宜，包括《職業健康安全政策》、《室內空氣質量政策》及《消防政策》等，以符合相關監管規定，亦切合集團業務的發展需要。

With the increasing interest of regulatory institutions and investors in sustainability issues and addressing related risks, looking ahead, the Group will continue to refine its sustainability governance, intensify the functions of its ESG management, and enhance risk identification and assessment, thus enabling the Group to deal with sustainability issues more effectively and respond to stakeholders' concerns.

隨著監管機構及投資者對可持續發展事宜及應對相關風險的工作日益關注，展望未來，集團將繼續完善可持續發展管治工作，我們會力深化環境、社會及管治工作管理，並加強風險識別及評估，從而讓本集團更有效處理可持續發展事宜及回應持份者的關注點。

2.3. MATERIALITY ASSESSMENT

The Group's overall sustainability policy is closely related to stakeholder engagement and materiality assessment. We believe that a thorough understanding of stakeholder concerns and the sustainability challenges we face will help us adjust our sustainability strategy to achieve maximal positive impact and reduce the negative impact on social and environmental issues while fulfilling our corporate responsibility. Accordingly, we strive to build trust with all stakeholders through transparent and open communication channels, including annual reports, ESG reports, questionnaire surveys, regular dialogues and meetings, etc.

2.3. 重要性評估

本集團的整體可持續發展方針與持份者的參與及實質性評估息息相關。我們相信透徹了解持份者的疑慮和我們在可持續發展方面面臨的挑戰，有助調整我們的可持續發展戰略，即在履行企業公民責任的同時，盡量對社會及環境問題增加正面影響、降低負面影響。因此，我們致力透過透明及公開的溝通管道，包括年報、ESG報告、問卷調查、定期對話及會議，與所有持份者建立信任關係。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the year, in order to better understand the ESG awareness and vision of stakeholders, the Group engaged an independent consultancy firm to carry out stakeholder communication activities and materiality assessment, including: questionnaire surveys of the management and internal and external stakeholders.

年內，為更了解持份者在環境、社會及管治方面的認識及願景，本集團委託獨立顧問公司進行利益相關方溝通活動及實質性評估，其中包括：管理層、外部及內部持份者問卷調查。

We take three steps to conduct a materiality assessment:

我們採取三個步驟以準備重要性評估：

Step 1
Identify material issues

We identify potential material issues that can reflect the economic, environmental and social impact of the Group's business or affect stakeholders' assessment of and decision-making on the Group with reference to the HKEX Environmental, Social and Governance Reporting Guide and based on factors such as corporate development strategy, industry development trends, regulatory and capital market requirements, etc.

第一步
識別重要議題

參考香港交易所《環境、社會及管治報告指引》和綜合公司發展戰略、行業發展趨勢、監管及資本市場要求等因素，從經濟、環境、社會、管治四個維度出發，識別能夠反映本集團業務產生的經濟、環境和社會影響，或影響權益人對本集團評估和決策的潛在重要議題。

Step 2
Determine material issues

We collect feedback from internal and external stakeholders of the Company through online surveys to understand the priority issues concerning stakeholders, and rank the issues based on the impact on the Group's ESG development and the impact on stakeholders to form a materiality assessment matrix.

第二步
釐定重要議題

我們通過線上調查收集公司內部及外界持份者反饋意見，以了解各權益人所關注的優先議題，並根據對本集團ESG發展影響和對權益人影響兩個方面進行排序，建立實質性評估矩陣圖。

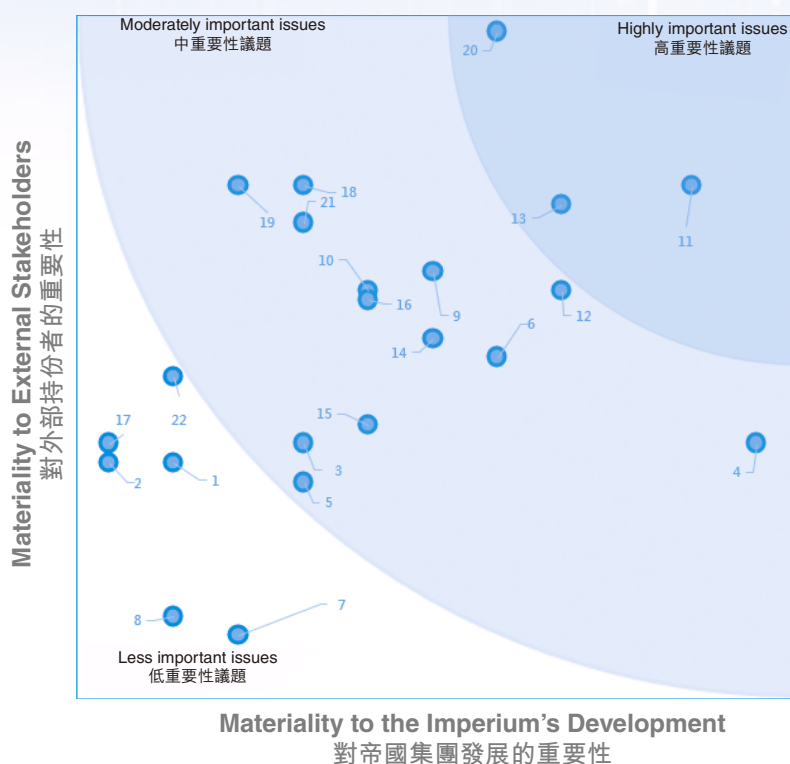
Step 3
Confirm and review

The management and the ESG Reporting Working Group review and confirm the assessment results.

第三步
確認及審閱

管理層及ESG報告工作小組審閱並確認評估結果。

Materiality Assessment Matrix
實質性評估矩陣圖



- | | | | |
|----|---|----|--|
| 1 | Air Pollutant/GHG Emission Management
空氣污染物／溫室氣體排放管理 | 12 | Employee Training and Development
僱員培訓與發展 |
| 2 | Sewage Discharge Management
廢水排放管理 | 13 | Labour Standards
勞工準則 |
| 3 | Waste Management
廢棄物管理 | 14 | Environmental and Social Risks in the Supply Chain
供應鏈的環境及社會風險 |
| 4 | Energy Conservation
節約能源 | 15 | Quality Control of Production Materials
生產材料的質量控制 |
| 5 | Water Conservation
節約用水 | 16 | Customer Health and Safety
客戶的健康與安全 |
| 6 | Use Efficiency of Other Resources
其他資源的使用效益 | 17 | Product Recall System
產品回收制度 |
| 7 | Impact of Management and Operations on the Environment and Natural Resources
管理營運對環境及天然資源造成的影響 | 18 | Customer Complaint Handling and Response Mechanism
客戶投訴處理及應對機制 |
| 8 | Strengthening Climate Adaptability and Resilience
強化氣候適應力與韌性 | 19 | Protection of Customers' and Business Partners' Interests
保障客戶及業務合作夥伴的利益 |
| 9 | Employment System
僱傭制度 | 20 | Prevention of Bribery, Extortion, Fraud and Money Laundering
防止賄賂、勒索、欺詐及洗黑錢 |
| 10 | Anti-discrimination, Equality and Diverse Employment Environment
反歧視、平等和多元化僱傭環境 | 21 | Community Needs and Interests
社區需要和利益 |
| 11 | Occupational Safety and Health
職業安全及健康 | 22 | Community Investment
社區投資 |

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Analysed by the materiality assessment matrix, the Group's 22 relevant issues are as follows, in descending order of importance: 通過重要性評估矩陣圖分析，本集團在22項相關議題中，按其重要性程度降序排列如下：

Highly important issues 高度重要議題	<ul style="list-style-type: none"> • Occupational Safety and Health • Prevention of Bribery, Extortion, Fraud and Money Laundering • Labour Standards 	<ul style="list-style-type: none"> • 職業安全及健康 • 防止賄賂、勒索、欺詐及洗黑錢 • 勞工準則
Moderately important issues 中度重要議題	<ul style="list-style-type: none"> • Employee Training and Development • Employment System • Use Efficiency of Other Resources • Customer Complaint Handling and Response Mechanism • Community Needs and Interests • Anti-discrimination, Equality and Diverse Employment Environment • Customer Health and Safety • Environmental and Social Risks in the Supply Chain • Energy Conservation • Protection of Customers' and Business Partners' Interests • Quality Control of Production Materials • Waste Management • Water Conservation 	<ul style="list-style-type: none"> • 僱員培訓與發展 • 僱傭制度 • 其他資源的使用效益 • 客戶投訴處理及應對機制 • 社區需要和利益 • 反歧視、平等和多元化僱傭環境 • 客戶的健康與安全 • 供應鏈的環境及社會風險 • 節約能源 • 保障客戶及業務合作夥伴的利益 • 生產材料的質量控制 • 廢棄物管理 • 節約用水
Less important issues 低度重要議題	<ul style="list-style-type: none"> • Community Investment • Air Pollutant/GHG Emission Management • Product Recall System • Sewage Discharge Management • Impact of Management and Operations on the Environment and Natural Resources • Strengthening Climate Adaptability and Resilience 	<ul style="list-style-type: none"> • 社區投資 • 空氣污染物／溫室氣體排放管理 • 產品回收制度 • 廢水排放管理 • 管理營運對環境及天然資源造成的影響 • 強化氣候適應力與韌性

3. ENVIRONMENTAL PROSPERITY

Management guidelines and policies

The Group always upholds the concept of sustainable development. We are aware of the possible environmental impact of our business operations, identify the key environmental risks we face, and put into practice the concept of green operation. We review major business processes to reduce the negative impact of business operations on the environment, enhance environmental protection capabilities, and improve overall environmental performance, in an effort to create a sustainable future for our next generation.

For emission and waste management, the Group aims to fully comply with regulatory requirements and strictly abide by all applicable environmental laws and regulations, such as the Environmental Protection Law of the People's Republic of China. During the reporting period, the Group had no violation of relevant regulations.

Directional targets on environmental protection

To take up its corporate social responsibility, the Group takes an active role in incorporating environmental protection concepts into its daily operations to ensure that its operations are environmentally responsible, prevent pollution and reduce resource consumption and has established the following targets to manage the environmental impacts caused by its operations.

3. 環境共榮

管理方針及政策

可持續發展是集團長久以來所堅守可持續發展的理念，我們意識到自身業務運營環節中可能造成的環境影響，識別我們所面臨的主要環境風險，實行綠色運營理念。我們審視主要業務流程，降低業務運行對環境造成的負面影響，提升行業環保能力，改進整體環保表現，致力為我們的下一代創造一個可持續發展的未來。

本集團的排放及廢物管理以完全符合法規要求為目標，嚴格遵守所有適用的環保法例和法規，例如《中華人民共和國環境保護法》，報告期內並未有違規的情況。

環境保護的目標方向

為履行企業社會責任，本集團積極將環保理念融入到企業日常運作，確保營運過程對環境負責，防範污染及減少資源的耗用；並制定下列目標以管理營運時對環境所造成的影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Environmental targets 環境目標	Directional statements 方向性的陳述	Measures taken during the year 本年度所採取的措施
Energy use efficiency	Reduction of unnecessary energy consumption	<ul style="list-style-type: none">• Employees are required to turn off all computers, monitors, lighting, etc. after work and this requirement is stipulated in the Code of Conduct for Employees which all must follow• The printers are switched to energy-saving mode automatically when not in use to reduce energy usage• Air-conditioned room temperature is kept at 25°C. Use of air conditioners is minimised and limited within office hours• The Human Resources Department conducts regular inspections of the office of cloud computing and data storage business, to see if the air conditioners are turned off during off hours in summer, and if the lights in the office area are turned off properly. Any computer that is on after work will be turned off and a photo will be taken to remind the employee concerned
能源使用效益	減少不必要的能耗	<ul style="list-style-type: none">• 規定下班時間關閉電腦、顯示器、照明燈等，並納入《員工行為規範》，所有員工必須依循該規範• 影印機會在無人使用的情況下自動轉換到省電模式，減少不必要的電力消耗• 保持空調室溫為攝氏25度，並盡可能不使用空調設備。此外，根據辦公室時間來控制空調的使用時段• 在雲計算及數據儲存業務的辦公室，人事行政部門會每日定時巡視辦公環境，包括：在夏季下班時間，關閉空調面板；如果發現員工未有關閉電腦，將拍照提醒該員工，並及時關閉；以及按時關閉辦公區光源
	Introduction of energy-saving equipment	<ul style="list-style-type: none">• Use of LED energy-efficient lighting in offices engaging in esports business and cloud computing and data storage business to improve energy efficiency• Installation of energy-efficient office equipment or giving priority to purchasing products with energy efficiency labels
	新增節能設備	<ul style="list-style-type: none">• 在營運電子競技及雲計算及數據儲存業務的辦公室，均使用LED節能燈管，提升能源效益• 安裝節能辦公設備或優先選購獲得能源效益標籤的產品

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Environmental targets 環境目標	Directional statements 方向性的陳述	Measures taken during the year 本年度所採取的措施
Emission reduction	Use of energy-efficient equipment and thereby reducing energy indirect emissions (Scope 2) GHG emissions from purchased electricity	<ul style="list-style-type: none"> Reduction of indirect GHG emissions from power consumption through the above-mentioned measures to improve energy efficiency (switching off power, configuring to power-saving mode, using LED energy-efficient lighting, etc.) Regular review and analysis of monthly electricity bills as well as actual electricity usage to develop improvement measures
	採用節能設備，從而減少外購電力所產生的能源間接類別(範圍二)的溫室氣體排放量	<ul style="list-style-type: none"> 透過上述提升能源使用效益的措施(關閉電源、轉換省電模式、使用LED節能燈管等)，因而減少耗電所間接地產生的溫室氣體 定期檢視和分析每月電費單明細，以及實際用電情況，以制定優化措施
	Use of equipment that can reduce direct emissions (Scope 1) GHG emissions	<ul style="list-style-type: none"> Regular promotion of low-carbon green mobility by encouraging employees to use electric vehicles and bike hire services to travel, thereby reducing direct (Scope 1) GHG emissions from conventional vehicles on the road, such as carbon dioxide
	採用可減少排放直接類別(範圍一)溫室氣體的設備	<ul style="list-style-type: none"> 定期宣傳低碳綠色出行，鼓勵員工使用電動車與共用單車出行，減少傳統車輛在路面排放直接類別(範圍一)溫室氣體，如：二氧化碳
Waste reduction	Waste reduction at the source and reduction of disposables	<ul style="list-style-type: none"> Advocating employees to use reusable tableware and utensils to reduce waste caused by disposables Reduced use of benzene-containing solvent at the source to avoid hazardous waste
減少廢棄物	源頭減廢，減少即棄用品	<ul style="list-style-type: none"> 提倡員工使可重複使用餐具與用具，減少即棄用品而造成的廢棄物 從源頭減少使用含苯溶劑產品，避免產生有害廢棄物
	Waste recycling	<ul style="list-style-type: none"> Having technical specifications in place for all packaging materials, e.g. new 100% virgin plastics are not allowed to be used as packaging materials Recycling of electrical appliances and waste Placing multi-sort recycling bins in the office, such as paper recycling bins and food waste bins to help staff cultivate good recycling habits
	回收利用廢棄物	<ul style="list-style-type: none"> 設有技術文規範所有用作包裝材料，如：包裝材料不允許使用全新的100%原生塑膠 對電器及廢料進行回收再利用 在辦公室內放置分類回收箱，例如紙類回收箱和廚餘桶，有助員工培養回收的好習慣

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Environmental targets 環境目標	Directional statements 方向性的陳述	Measures taken during the year 本年度所採取的措施
	Reduction of paper waste 少紙質廢棄物	<ul style="list-style-type: none">• Strengthening electronic operation and file management to reduce paper consumption• Communicating online and handling approval processes electronically to achieve paperless office• Encouraging employees to use less paper, use double-sided printing as much as possible, and recycle waste paper• 加強電子化的營運及檔案管理，減少紙張的用量• 員工使用網上溝通，實現審批流程的電子無紙化辦公• 鼓勵員工少用紙，或盡量使用雙面列印，以及廢紙回收利用
Water use efficiency	Enhanced water-saving efficiency	<ul style="list-style-type: none">• Replacement of equipment by more water-efficient ones to enhance water use efficiency• Regular monitoring of water equipment to monitor water-saving efficiency• Regularly educating employees to raise awareness of water conservation• Displaying an eye-catching notice at the water-use locations reminding employees to reduce unnecessary water consumption• Regularly reviewing the monthly water bills as well as actual usage to analyse and improve water efficiency
用水效益	提升省水效益	<ul style="list-style-type: none">• 更換較省水的設備，提升用水效益• 定期監測用水設備，以監測省水效益• 定期向員工進行教育，提升節約用水的意識• 在用水位張貼提示醒目的標籤，以提醒員工減少不必要的用水• 定期檢視每月水費單明細，以及實際使用情況，分析及提升省水效益
Using environment-friendly materials	Supporting the sustainable development of forests	<ul style="list-style-type: none">• Using paper with PEFC/FCS or China Environmental Labelling certification in the office to contribute to the sustainable development of forests
採用環保物料	支持森林可持續發展	<ul style="list-style-type: none">• 辦公室所採用紙張為PEFC/FCS或十環認證，為保護森林可持續發展出一分力

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

3.1. EMISSIONS

Exhaust emissions

Exhaust gas is inevitably generated during the production of the Group's household products, and the exhaust emissions, if not up to standard, may affect the environment. In view of this, we have formulated the Measures for the Management of Exhaust Emissions for our household products business to reduce the pollution of the surrounding environment caused by exhaust emissions generated during production and operations. We arrange for the person in charge of safety management to take charge of the testing of exhaust gas conducted on a yearly basis with reference to the Exhaust Emission Standards issued by the state, and the production department is responsible for the control of exhaust gas generation in each post and the inspection, maintenance and management of exhaust gas emission and absorption facilities.

No exhaust gas is generated from our game publishing business, esports business, and cloud computing and data storage business due to their business nature.

Carbon emissions

In line with national policies, we have formulated a series of measures and set up a task force for our household products business. Each year, the task force identifies carbon emission sources, calculates and assesses carbon emissions, reviews the assessment results and sets carbon reduction targets for the coming year. On this basis, we develop relevant resource management targets. In addition, the Group actively follows the requirements of the Stock Exchange for disclosure of greenhouse gas emissions to calculate the total amount of greenhouse gas emissions as comprehensively as possible.

The source of carbon emissions from our game publishing business, esports business, and cloud computing and data storage business is the use of electricity, so we will continue to aim to reduce the consumption of electricity.

3.1. 排放物

廢氣排放

集團的家居用品生產過程中無可避免會產生廢氣，但廢氣若不能得到達標排放或會影響環境。有見及此，我們已為家居用品業務制定《廢氣排放管理制度》，以減少生產運行中廢氣排放造成周邊環境的污染。我們會安排安全管理負責人會參考國家《廢氣排放標準》檔，每年對廢氣進行相關檢測負責及生產部則會負責各崗位廢氣產生的控制，和廢氣排放及吸收設施的檢查、維護、管理。

而基於遊戲發行業務、電子競技業務和雲計算及數據儲存業務的業務特性，故並沒有廢氣產生。

碳排放

為配合國家政策，我們於家居用品業務方面已制定一系列措施並成立專責小組，小組每年均會識別碳排放源、進行碳排放的計算及評估，並按照評估結果進行檢討及訂下未來的減碳目標；從而制定相關的資源管理目標。同時，集團積極響應聯交所披露溫室氣體排放的要求，盡可能全面統計溫室氣體的產生總量。

而遊戲發行業務、電子競技業務和雲計算及數據儲存業務的碳排放源要為電力使用，我們會繼續以減少使用電力為目標。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the reporting period, the Group's total greenhouse gas emissions in the tonnes of carbon dioxide equivalent:

在報告期內集團的溫室氣體總排放量為公噸二氧化碳當量：

		Unit	單位	Household products business	Game publishing business	Esports business	Cloud computing and data storage business
				家居用品業務	遊戲發行業務	電子競技業務	雲計算及數據儲存業務
Total greenhouse gas emissions	溫室氣體排放總量	tCO ₂ e	公噸二氧化碳當量	12.25	30.65	40.95	66.17
Direct emissions (Scope 1)	直接排放(範圍一)	tCO ₂ e	公噸二氧化碳當量	0.00	0.00	1.66	0.00
Energy indirect emissions (Scope 2)	能源間接排放(範圍二)	tCO ₂ e	公噸二氧化碳當量	12.25	30.65	39.29	66.17
Emission intensity	排放密度	tCO ₂ e per employee	公噸二氧化碳當量/每名員工	4.08	0.90	1.32	3.48

Notes:

- The calculation is based on the Reporting Guidance on Environmental KPIs issued by the Stock Exchange, the IPCC Guidelines for National Greenhouse Gas Inventories, the IPCC Sixth Assessment Report, ISO14064-1: Specification with Guidance at the Organisation Level for Quantification and Reporting of Greenhouse Gas Emissions and Removals, Guidelines to Account for and Report on Greenhouse Gas Emissions: Power Generation Facilities (2022 Revision), 2022 Sustainability Report of CLP, Energy Policy and Planning Office (EPPO) Thai Government Ministry of Energy, and Carbon Footprint Ltd's GHG Factors for International Grid Electricity (ROW) 2023;
- Scope 1 includes emissions from stationary combustion sources of natural gas;
- Scope 2 includes energy indirect emissions from the purchase of electricity; and
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting.

附註：

- 計算乃基於聯交所發佈的環境關鍵績效指標報告指引、IPCC國家溫室氣體清單指南、IPCC第六次氣候變化評估報告、ISO14064-1組織層次上對溫室氣體排放和清除的量化和報告的規範及指南、《企業溫室氣體排放核算方法與報告指南發電設施(2022年修訂版)》、《中電2022可持續發展報告》、《Energy Policy and Planning Office (EPPO) Thai Government Ministry of Energy》、以及《Carbon Footprint Ltd's GHG Factors for International Grid Electricity (ROW) 2023》；
- 範圍1包括天然氣的固定燃燒排放；
- 範圍2包括購買電力的能源間接排放；以及
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較。

Waste management

As the control of waste has become increasingly stringent in China, it is critical for the Company to take a step forward, making its manufacturing process greener and cleaner. In order to enhance employees' awareness of waste disposal, the Group also provides training on waste identification, management and classification. We will follow the management strategy of waste recycling, reduction and harmlessness to reduce environmental pollution in order to fulfil our commitment to waste management.

廢棄物管理

中國對廢棄物的控制日益嚴格，這令公司在製造過程更綠色，更清潔。本集團為加強員工對處理廢棄物之認識，集團亦制定了廢棄物識別、管理與分類培訓。我們會依循廢棄物再資源化、減量化、無害化的管理策略，盡可能減少對環境的污染，以履行我們對廢棄物管理的承諾。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In order to comply with the Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste, the Pollution Control Standard for Hazardous Waste Storage and relevant laws and regulations, the Waste Control and Management Procedures has been formulated for our household products business to clearly set out the types and disposal methods of waste. For the management of non-hazardous waste, the Company classifies waste in the principle of turning waste into treasure and reusing it. For some wastes such as discarded secondary raw materials and parts, where applicable, we will arrange maintenance, reuse and recycling to reduce waste, and the non-recyclables will be regularly handed over to the sanitation bureau for disposal. We are extremely concerned about generation of hazardous waste, evaluate on a regular basis the production process to identify the sources of hazardous waste generation and formulate action plans to reduce hazardous waste. For example, we reduce use of benzene-containing solvent products at the source to avoid harmful waste. For hazardous waste that needs to be disposed of, we will engage qualified agencies to transport and dispose of the hazardous waste in accordance with relevant national laws and regulations. In addition, we refer to the Hazardous Waste Identification Standards to prepare training materials, so that employees can effectively identify, manage and classify various types of waste.

The main source of waste in game publishing business, esports business and cloud computing and data storage business is daily trash generated by employees in the office. Such waste will be collected and disposed of by cleaners before being processed by the local Sanitation Bureau. In addition, we promote environmental recycling by placing multi-sort recycling bins in the office, such as paper recycling bins and food waste bins, for employees to use, which encourages employees to cultivate sorting and recycling habits so that resources can be recycled, reducing the consumption of global resources and reducing general waste. We also advocate our employees to use reusable tableware and utensils to reduce waste at the source caused by disposables.

家居用品業務制定了「廢棄物控制管理程式」，清晰列明廢棄物的種類和處理方法，以符合《中華人民共和國固體廢物污染環境防治法》、《危險廢物儲存污染控制標準》及相關法律法規。對於無害廢棄物的管理，公司秉著變廢為寶，二次利用的原則，對垃圾進行分類，部分廢棄物，如：廢棄的次原料和零件；若情況許可，我們會安排維修重用及回收，以減少浪費，而不能回收的交由環衛單位定期外運處理。我們亦非常重視有害廢棄物的產生並定期評估生產流程，找出有害廢棄物產生的源頭，制定減少有害廢棄物的行動計劃，例如：從源頭減少使用含苯溶劑產品，避免產生有害廢棄物。而需棄置的有害廢棄物，我們會根據國家相關法律法規要求，危險廢棄物的運輸及處置的單位必須具備相應資質。另外，我們參考《危險廢物鑒別標準》編製培訓教材，使員工有效識別、管理與分類各種不同的廢棄物。

而遊戲發行業務、電子競技業務和雲計算及數據儲存業務主要的廢物來源是員工在辦公室的日常垃圾，其中全部由清潔人員收集及棄置，然後由地方衛生局處理，另外，我們推動環保回收工作，在辦公室內放置分類回收箱，例如紙類回收箱和廚餘桶，方便員工使用。這有助鼓勵員工養成分類回收習慣，使不同資源能夠回收再造，減少消耗地球資源，並減少一般垃圾。再者，我們亦提倡員工使用可重複使用餐具與用具，從源頭減少即棄用品而造成的廢棄物。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

As the business of the Group has continued to shift, the amount of waste generated by our household products business has decreased significantly and has no significant impact on the sustainable development of the Group as a whole. Therefore, no data are provided.

Wastewater management

In order to comply with the Law of the People's Republic of China on Water Pollution Prevention and Control and to meet the sewage discharge standards, we have strictly implemented rainwater and sewage diversion for our household products business in Ningbo and have started such diversion in underground water pipes since 2013. In order to ensure up-to-standard water quality on a continuous basis after the diversion, the Company has formulated the Cleaning Procedures and requires the cleaning records to be kept properly. According to the environmental assessment report and the requirements of the sewage discharge company, sewage must be treated in sewage treatment facilities before being discharged to ensure that the discharged sewage meets the statutory standards. The grease traps of the staff canteen have obtained environmental certification and are cleaned regularly according to the Cleaning Procedures. Employees who need to be exposed to and treat sewage are required to receive relevant training at least once a year.

3.2. MAKING GOOD USE OF RESOURCES

The Company is well aware of the value of resources. In order to use all resources including energy, water and other natural resources more effectively and prudently, we have formulated the Energy Conservation Action Plan, the Management Procedures of Energy Conservation Projects, the Energy Conservation Management Procedures and the Water Management Measures.

Energy saving

Energy use has long been a key issue for global environmental agencies. Therefore, the Group always strives to introduce new technologies and equipment which can not only improve production efficiency but also promote environmental performance and reduce energy consumption. During the Reporting Year, we have adopted the following initiatives to improve the energy efficiency of our operations:

由於本集團的業務已續漸轉移，家居用品業務的所產生的廢棄物數量大減，並對本集團整體在可持續發展的沒有重大影響，故此未有提供數據紀錄。

廢水管理

我們在寧波的家居用品業務，為了貫徹遵守《中華人民共和國水污染防治法》和達到污水排放標準，嚴格執行雨水和污水分流，並於二零一三年開始將地下水管改道。為確保水質於改道後持續達標，本公司已制定「清洗操作程式」，並須妥善保存清洗紀錄；而污水則會根據環境評估報告及污水排放公司的要求，須經過污水處理設施後方可排放，以確保所排放的污水符合法定標準。食堂的隔油池已領取環保合格證並定期按照清理操作程式清洗。對需要接觸和處理污水的員工，每年均須接受最少一次培訓相關知識。

3.2. 善用資源

公司深知資源的寶貴，為更有效及審慎地使用所有資源，包括能源、水及其他天然資源，我們訂立了《公司節能方針行動計劃》、《節能管理項目管理程式》、《節能管理程式》和《用水管理制度》等。

節能降耗

使用能源一直是國際環保組織所關注的議題。故此，集團一直致力吸納新技術及設備，除可提高生產效率外，同時亦可促進環保表現，減少耗能。本報告年內，我們採取了以下措施以提高我們營運的能效：

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The household furnishings factory in Ningbo has formulated the Energy Conservation Action Plan which is aimed at improving energy efficiency and raising the awareness of the employees in saving energy to discourage the employees from wasting energy. Each workshop would list its own energy saving items and set targets every year, such as reducing the use of raw materials, electricity, water and fuel. To reduce the use of fossil fuels, we have also gradually switched to using solar energy in our factory areas. In addition, LED energy-efficient lighting has been used in offices engaging in esports business and cloud computing and data storage business to improve energy efficiency. The Human Resources Department conducts regular inspections of the office of cloud computing and data storage business, to see if the air conditioners are turned off during off hours in summer, and if the lights in the office area are turned off properly. Any computer that is on after work will be turned off and a photo will be taken to remind the employee concerned.

A number of targeted energy-saving measures have been implemented for our game publishing business, esports business and cloud computing and data storage business, so as to further reduce energy consumption, which include the following:

- Employees are required to turn off all computers, monitors, lighting, etc. when they leave the office after work and this requirement is stipulated in the Code of Conduct for Employees which all must follow
- Air-conditioned room temperature is kept at 25°C
- The printers are switched to energy-saving mode automatically when not in use to reduce energy usage
- Promote the importance of energy, water and resources savings among our employees and customers
- Install energy-efficient office equipment or give priority to purchasing products with energy efficiency labels
- Regularly review and analyse monthly electricity bills as well as actual electricity usage to develop improvement measures

寧波的傢具用品廠房亦已制定一套「公司節能方針行動計劃」。該計劃以提高能源效率為核心，並加強員工節能意識，使員工能自覺地減少能源的消耗。各車間每年都會對節能減排羅列項目及設定目標，包括減少使用原材料、電、水和燃油。為減少對使用化石燃料，廠區亦逐步利用太陽能發電。此外，在營運電子競技業務和雲計算及數據儲存業務的辦公室已使用LED節能燈管，提升能源效益。在雲計算及數據儲存業務的辦公室，人事行政部門會每日定時巡視辦公環境，包括：在夏季下班時間，關閉空調面板；如果發現員工未有關閉電腦，將拍照提醒該員工，並及時關閉；以及按時關閉辦公區光源。

遊戲發行業務、電子競技業務和雲計算及數據儲存業務已採取多項有針對性的節能措施，以進一步降低能耗，其中包括：

- 員工下班離開辦公室時，務必關閉電腦、顯示器、照明燈等，並納入《員工行為規範》，所有員工必須依循該規範
- 保持空調室溫為攝氏25度
- 影印機會在無人使用的情況下自動轉換到省電模式，減少不必要的電力消耗
- 向僱員及客戶宣傳節約能源、水及資源的重要性
- 安裝節能辦公設備或優先選購獲得能源效益標籤的產品
- 定期檢視和分析每月電費單明細，以及實際用電情況，以制定優化措施

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The total energy consumption of the Group in the past year is detailed as follows:

集團過去一年的總能源耗量為：

Type of energy	能源種類	Unit	單位	Household products	Game publishing	Esports	Cloud computing and data storage 雲計算及數據儲存
				家居用品	遊戲發行	電子競技	
Total energy consumption	總能源耗量	kWh	千瓦時	21,479.00	64,711.00	78,959.80	116,026.41
Total energy consumption intensity	總能源耗量密度	kWh per employee	千瓦時/每名員工	7,159.67	1,903.26	2,547.09	6,107.65
Direct energy consumption	直接能源耗量	kWh	千瓦時	N/A不適用	N/A不適用	10,071.00	N/A不適用
Direct energy consumption intensity	直接能源耗量密度	kWh per employee	千瓦時/每名員工	N/A不適用	N/A不適用	324.87	N/A不適用
Of which:	其中：						
Gas consumption	燃氣耗量	kWh	千瓦時	N/A不適用	N/A不適用	10,071.00	N/A不適用
Gas consumption intensity	燃氣耗量密度	kWh per employee	千瓦時/每名員工	N/A不適用	N/A不適用	324.87	N/A不適用
Indirect energy consumption	間接能源耗量	kWh	千瓦時	21,479.00	64,711.00	68,888.80	116,026.41
Indirect energy consumption intensity	間接能源耗量密度	kWh per employee	千瓦時/每名員工	7,159.67	1,903.26	2,222.22	6,107.65
Of which:	其中：						
Power consumption	電力耗量	kWh	千瓦時	21,479.00	64,711.00	68,888.80	116,026.41
Power consumption intensity	電力耗量密度	kWh per employee	千瓦時/每名員工	7,159.67	1,903.26	2,222.22	6,107.65

Notes:

- Energy data are converted to kWh with reference to lower calorific values. Gas includes natural gas
- No diesel was used as we focused on sales of products during the Reporting Year
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

附註：

- 能源數據參考較低熱值換算為千瓦時。燃氣包括天然氣
- 由於本報告年以產品銷售為主，所以沒有使用柴油
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Water efficiency

To protect the precious water resources, we actively promote the idea of water conservation among employees and strengthen the maintenance, inspection and management of water-consuming equipment to achieve the purpose of water conservation. According to the Water Management Measures developed by the household furnishings factory in Ningbo, we reuse the cooling water from the pipe-making workshop, and about 50% of the wastewater is recycled to wheel vibration polishing devices through pumps. We also carry out inspections of underground fire-fighting water to eliminate leakage of water pipes and reduce waste of water. We conduct regular statistics collation and analysis of water consumption in workshops, and those workshops using a relatively large amount of water are required to receive assessment and be equipped with independent electricity meters to measure their water consumption more accurately. In addition, we regularly review the monthly water bills as well as actual usage to analyse and improve water efficiency.

The Group's total water consumption in the past year is approximately:

節水增效

為保護珍貴的水資源，我們積極向員工推行節約用水的概念和加強對用水設備的維護檢查管理，以達至節約用水的目的。寧波的傢具用品廠房制定了「用水管理制度」，我們會重覆使用制管車間的冷卻水，而大約有百分之五十的廢水則通過抽水機於波輪震動拋光裝置循環使用；進行地下消防供水檢查活動，全面杜絕水管滴漏的情況，以減少浪費用水；車間的用水量會有定期統計及分析，而用水較多的車間須接受考核並加設獨立電錶，以便更準確量度其用水量。此外，我們亦會定期檢視每月水費單明細，以及實際使用情況，分析及提升省水效益。

集團過去一年的食水總耗量約為：

Unit	單位	Water consumption 耗水量 m ³ 立方米	Water consumption intensity 耗水量密度 m ³ per employee 立方米／每名員工
Household products business	家居用品業務	103.60	34.53
Game publishing business	遊戲發行業務	30.85	0.91
Esports business	電子競技業務	10.74	0.35
Cloud computing and data storage business	雲計算及數據儲存業務	3.58	0.19

Notes:

- Data are not available as the office water consumptions of Hong Kong Seven Senses and Cubinet Interactive (Thailand) Co., Ltd are provided by property management companies
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

附註：

- 由於香港七元素及Cubinet Interactive (Thailand) Co., Ltd辦公室用水均由物業管理提供，所以未能收集數據
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Using environment-friendly materials

Our household products business has obtained FSC certification which proves that the wooden furnishings produced by the Company, including cupboards and kitchen cabinets, are made of FSC certified wood and meet the relevant requirements of FSC certification. We also require our suppliers to have the FSC certification for certain materials such as particle boards and bamboo boards. FSC hopes humans and forests can reach a balance among the environment, society and economy, and wishes that businesses will not cause excessive damage to the forest ecosystem and the species diversity of trees during timber harvesting. It also lay emphasis on the sustainable development of forests so that local residents can live on forests for a long time. FSC has made tremendous contributions to environmental protection.

As the business of the Group has continued to shift, the amount of packaging materials used by our household products business has decreased significantly and has no significant impact on the sustainable development of the Group as a whole. Therefore, no data are provided. The packaging materials and chemicals we choose to use must meet the national standards; our suppliers are required to go through Environmental Impact Assessment Registration or make environmental impact reports; we conduct internal environmental assessments and regularly review and adjust existing environmental measures to ensure their feasibility; we also have technical specifications for all packaging materials which require that paper packaging materials should come from sustainable sources and do not allow the use of new 100% virgin plastics.

No packaging materials are used in our game publishing business, esports business, and cloud computing and data storage business due to their business nature.

採用環保物料

家居用品業務於生產過程中還獲取了FSC認證，以證明本公司出品的木製傢俱包括櫥櫃和廚房櫃面均取材自FSC認可的木林，及符合FSC認證的相關要求。我們會要求供應商就某些材料如刨花板和竹台板提供相關FSC認證證明。FSC希望人與木林之間在環境、社會和經濟這三方面中取得平衡，希望商家能在取用木材時不會過於破壞森林的生態和樹木的多樣性。此外，FSC亦注重森林的持續發展，讓當地居民能長期賴以維生。FSC於環境保護方面著實貢獻良多。

由於本集團的業務已續漸轉移，家居用品業務的所使用的包裝物料數量大減，並對本集團整體在可持續發展的沒有重大影響，故此未有提供數據紀錄。但我們在選用的包裝物及化學品時，均會符合國家的標準：要求供應供應商做環評登記備案、或做環境影響報告表；進行內部的環境保護評估，定期檢視並調整現有的措施，確保該措施的可行性；我們亦設有技術文規範所有用作包裝材料，紙質包裝材料均須來自於可持續性來源及不允許使用全新的100%原生塑膠等。

而遊戲發行業務、電子競技業務和雲計算及數據儲存業務的業務特性，故此並沒有使用包裝物料。

3.3. PROMOTING GREEN OPERATIONS

The Group integrates environmental responsibility into its daily business operations. To this end, the Group promotes green operations and a green procurement policy to reduce its environmental impact and consumption of natural resources. Our household products business has obtained ISO 14001 environmental management system certification, and the Group regularly conducts internal and external assessments on the effectiveness of the system to ensure that the system keeps up with the times.

Raising environmental awareness

As to energy conservation publicity and related training, we have formulated the Measures for Energy Saving Publicity and Training, and the Human Resources Department and Technical Support Department jointly conduct training on environmental protection for employees in hope of enhancing their awareness of energy conservation.

In addition, in order to make all employees regard energy conservation as their duty, we encourage employees to actively participate in the design of various energy-saving and consumption-reducing schemes, and will commend and reward employees who have made special contributions to energy conservation. In the event of a serious waste of resources, we will consider imposing punishment as a warning.

Promoting green procurement

When looking for high-quality products and services, other than the reasonability of prices, we also have to consider human health and environmental factors to reduce the impact on the environment. We use PEFC/FCS certified paper from sustainable forest resources which prevents deforestation.

3.3. 推動綠色營運

集團積極將環境責任融入到企業日常經營行為中，對此集團提倡綠色營運及綠色採購政策，以減低對環境及自然資源的消耗。我們的家居用品業務亦已獲得ISO 14001環境管理體系認證，而為確保可與時並進，集團會定期就系統的有效性進行內部及外部評估。

提高環保意識

關於節能宣傳和相關培訓方面，我們已制定「能源宣傳與培訓制度」，由人力資源部及技術保障部共同主辦，為員工提供環境保護的培訓，希望能加強員工對節能的意識。

另外，為使各員工視節能工作為己任，我們鼓勵員工積極參與各類節能降耗方案設計，並會對在節能方面有特別貢獻的員工加以表揚和獎勵，以示嘉許。如遇上較嚴重的浪費資源情況，亦會考慮予以處分，以作警惕。

推動綠色採購

我們在尋找高品質產品及服務時，除了考慮合理價錢外，亦須加入對人類健康及環境因素的考慮，以盡量減少對環境的影響。我們所採用的紙張均採用PEFC/FCS認證，源自可持續管理森林的紙張，以防止砍伐原始森林。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Advocating green office

We advocate paperless office and promote electronic communication via the Internet, email, internal workflow system, etc. We also encourage customers to choose electronic bills and place electronic orders. The online collaborative office management platform and the related mobile app introduced by the Group cover the day-to-day office management and operations and approval processes and greatly promote paperless office. The Company also encourages employees to use double-sided printing as much as possible and reuse all single-sided printed paper to reduce the consumption of paper.

Vegetarian Carbon Reduction is an environment-friendly act advocated by all places and environmental agencies around the world. As such, we add vegetarian elements to the free meals for our employees to help them understand that low carbon diet is an important part of environment-friendly life and is greatly beneficial to reducing global carbon dioxide emissions and protecting the ecological environment.

3.4. CLIMATE CHANGE

The Group is aware that the impact related to climate change may bring risks to the Group's operations. As such, we seek the best measures to reduce the environmental impact of our business operations. With reference to the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD) of the Financial Stability Board, the Group identifies operational risks related to climate change and develops countermeasures based on such risks to mitigate the impact of climate change.

倡導綠色辦公

我們鼓勵無紙化辦公，促使以互聯網、電郵、內部工作流程系統等電子方式作溝通。我們亦鼓勵客戶選擇電子結單及以電子方式下單。集團推出的網上協同辦公管理平台及手機程式，涵蓋了各項行政管理的日常辦公及審批流程，大大促進了無紙化辦公。本公司亦鼓勵員工減少用紙，盡可能使用雙面列印，以及循環再用所有單面已列印的紙張。

「素食減碳」已是世界各國以及所有環保組織都大力提倡的環保行為，故我們在員工提供免費午餐中加入素食的元素，讓員工明白「低碳飲食」，是環保生活的重要部分，對減少全球二氧化碳排放量，保護生態環境大有幫助。

3.4. 氣候變化

集團意識到氣候變化相關的影響有可能會對集團營運帶來不同的風險。因此，我們力求採取最佳措施，減少業務營運所帶來的環境影響。集團參考了金融穩定委員會氣候相關財務信息披露工作組(Task Force on Climate-related Financial Disclosures, TCFD)的建議，識別於營運上的氣候變化相關風險，並跟據相關風險而制定應對措施，以減緩氣候變化所導致的影響。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The category, description and response measures of risks related to climate change of the Group during the reporting period are as follows:

本集團報告期內的氣候變化的風險類型、風險描述及應對措施如下：

Risk Category 風險類型	Risk Description 風險描述	Risk Response Measures 風險應對措施
Long-term risk 長期性風險	Extreme weather events resulting from climate change may lead to instability in raw material supply and delay in production processes. 由於氣候變遷引起的極端天氣事件，可能導致原料供應的不穩定性，並導致工序延遲。	The Group adopts a comprehensive supply chain management mechanism, including a code of conduct and a supplier assessment system, to monitor and assess the quality of suppliers' products and services and their performance in environmental and social aspects and business ethics. Good supply chain operations have a positive impact on the environment and society. Accordingly, we work closely with suppliers to reduce relevant risks. 集團採用了一套全面的供應鏈管理機制，其中包括行為準則和供應商評估系統，以監督和評估供應商在產品和服務品質、環境社會以及商業道德等方面的表現。良好的供應鏈運作對環境和社會有著正面的影響，因此我們與供應商緊密合作，致力於降低相關風險。
Policy and regulatory risk 政策及法規風險	With the tightening regulatory requirements related to climate change, businesses are under greater cost pressures in terms of operation, products and services, including rising costs of compliance and product development. 隨著時下對與氣候變化相關的監管規定越嚴格，企業在營運、產品和服務方面面臨日益增加的成本壓力，其中包括合規成本和產品開發成本的上升。	The Group adopts multiple measures for energy conservation and emission reduction in places where it operates and fully complies with all environmental laws and regulations. During the year, the Group also set goals to reduce waste and conserve electricity and water which are no less exacting than legal requirements, so as to mitigate regulatory risks. 集團在各個營運地點採取多項的節能減排措施，並全面遵守所有環境相關的法例。年內，本集團亦制訂了減少廢棄物、節約用電及用水的目標，期望優於法律的要求，以減少監管上風險。
Market risk 市場風險	Customers are increasingly concerned about climate change, and green products have become their first choice. In order to satisfy customers' demands, enterprises need to devote more time and resources to developing green products. 客戶日益關注氣候變化，綠色產品成為他們優先選擇的需求。為了滿足客戶需求，企業需要投入更多時間和資源來開發綠色產品。	The Group practises green procurement to minimise its impact on the environment and meet customers' needs. For example, we use PEFC/FCS certified paper from sustainable forest resources in our offices which prevents deforestation. 集團實行綠色採購，盡量減少對環境的影響，以滿足客戶需求。例如：辦公室所採用的紙張均獲得了PEFC/FSC等認證，這些紙張源自於永續管理的森林，以防止砍伐原始森林。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

4. PUTTING PEOPLE FIRST

We invest heavily in our employees, providing extensive opportunities for staff training and development, robust health and safety measures and competitive remuneration and benefits in order to recruit and retain the best talent. The Group strictly abides by 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 of the People's Republic of China, the Employment Ordinance of Hong Kong and the Labour Standards Act of Taiwan. During the reporting period, the Group did not have any cases of violation of relevant employment laws and regulations, nor did it receive any complaints related to recruitment.

Overview of the Group's employees over the past year is as below:

Employee	僱員	Unit	單位	Household products business 家居用品業務	Game publishing business 遊戲發行業務	Esports business 電子競技業務	Cloud computing and data storage business 雲計算及數據儲存業務
Total number of employees	員工總人數	Number	人數	3	34	31	19
Age profile	年齡分佈						
18-24	18-24歲	Number	人數	0	0	19	1
25-34	25-34歲	Number	人數	1	12	8	13
35-44	35-44歲	Number	人數	1	15	2	4
45-54	45-54歲	Number	人數	0	5	2	0
55-64	55-64歲	Number	人數	1	1	0	1
65 or above	65歲或以上	Number	人數	0	1	0	0
Gender profile	性別分佈						
Male	男	Number	人數	2	20	21	11
Female	女	Number	人數	1	14	10	8
Employment type	僱傭類型						
Full-time	全職	Number	人數	3	33	24	18
Part-time	兼職	Number	人數	0	1	6	1
Apprentices and interns	學徒和實習生	Number	人數	0	0	1	0
Region profile	地區分佈						
Chinese Mainland	中國內地	Number	人數	3	0	29	19
Hong Kong	香港	Number	人數	0	5	0	0
Taiwan	台灣	Number	人數	0	0	2	0
Malaysia	馬來西亞	Number	人數	0	7	0	0
Thailand	泰國	Number	人數	0	22	0	0

Notes:

- The calculation is based on the Reporting Guidance on Social KPIs published by the Stock Exchange, data as at 31 December 2023
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

4. 以人為本

我們大力投資在員工身上，讓員工有眾多機會享有培訓和發展、有效的健康與安全措施，以及具競爭力的薪酬和福利，藉此招募和留住最佳人才。集團嚴格遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、香港的《僱傭條例》，以及台灣的《勞動基準法》，報告期間並無違反相關的僱傭法例及法規的個案，亦無與招聘相關的投訴個案。

以下為集團過去一年的僱員概況：

Household products business 家居用品業務	Game publishing business 遊戲發行業務	Esports business 電子競技業務	Cloud computing and data storage business 雲計算及數據儲存業務
3	34	31	19
0	0	19	1
1	12	8	13
1	15	2	4
0	5	2	0
1	1	0	1
0	1	0	0
2	20	21	11
1	14	10	8
3	33	24	18
0	1	6	1
0	0	1	0
3	0	29	19
0	5	0	0
0	0	2	0
0	7	0	0
0	22	0	0

附註：

- 計算乃基於聯交所發佈的社會關鍵績效指標匯報指引，並截止2023年12月31日
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Overview of the Group's monthly average employee turnover over the past year is as below:

以下為集團過去一年的僱員每月平均流失概況：

Employee turnover	僱員流失	Unit	單位	Household products business	Game publishing business	Esports business	Cloud computing and data storage business
				家居用品業務	遊戲發行業務	電子競技業務	雲計算及數據儲存業務
Turnover rate	流失比率	%	百分比	0.00	2.45	3.23	3.51
Age profile	年齡分佈						
18-24	18-24歲	%	百分比	0.00	0.00	2.63	25.00
25-34	25-34歲	%	百分比	0.00	4.17	6.25	3.21
35-44	35-44歲	%	百分比	0.00	1.67	0.00	0.00
45-54	45-54歲	%	百分比	0.00	1.67	0.00	0.00
55-64	55-64歲	%	百分比	0.00	0.00	0.00	0.00
65 or above	65歲或以上	%	百分比	0.00	0.00	0.00	0.00
Gender profile	性別分佈						
Male	男	%	百分比	0.00	2.08	2.78	0.04
Female	女	%	百分比	0.00	2.98	4.17	0.03
Region profile	地區分佈						
Chinese Mainland	中國內地	%	百分比	0.00	0.00	3.45	3.51
Hong Kong	香港	%	百分比	0.00	6.67	0.00	0.00
Taiwan	台灣	%	百分比	0.00	0.00	0.00	0.00
Malaysia	馬來西亞	%	百分比	0.00	3.57	0.00	0.00
Thailand	泰國	%	百分比	0.00	1.14	0.00	0.00

Notes:

- The calculation is based on the Reporting Guidance on Social KPIs published by the Stock Exchange, data as at 31 December 2023
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

附註：

- 計算乃基於聯交所發佈的社會關鍵績效指標匯報指引，並截止2023年12月31日
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

4.1. EQUAL EMPLOYMENT

Management guidelines and policies

The Group sees employees our greatest assets and the key driver of our business success. Our businesses have been working actively to create a working environment that features mutual respect and harmonious coexistence of employees and gives priority to safety, to attract the best people and motivate them with a rewarding career, and to equip them with the necessary skills and knowledge. We have a dedicated human resources committee to regularly review and improve the relevant policies, and we have developed a written staff manual according to the relevant laws and industrial standards to govern the recruitment, promotion, working hours, leave and other benefits of our employees.

4.1. 平等僱傭

管理方針及政策

本集團一向視員工為我們最寶貴的資產，也是推動我們業務成功的關鍵。集團旗下公司透過提供互相尊重、和諧共融以及安全為重的工作環境；富有滿足感的工作，吸引和激勵員工；以及協助他們掌握工作所需的技能及知識。我們透過專責的人力資源委員會定期檢討和改善有關政策，並根據相關法律及規例及行業準則，制定書面的員工守則，以規管僱員招聘、晉升、工作時數、假期及其他福利。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Equal opportunities and diversity

We are proud of our talented employees and allow them to achieve with their great potential. To attract and retain the right talents is always crucial in our people approach. We care for our people and offer them fair and equal opportunities and benefits irrespective of their gender, age, family status, race, religion, nationality, sexual orientation or disability. Experience, ability and related qualifications are the primary concerns in talent selection.

As a responsible employer, the Group will handle retirement formalities for employees who have reached the statutory retirement age in accordance with the relevant regulations, and go through any dismissal procedures according to the relevant labour laws. In the event of a work-related accident, the Group will make reasonable compensation and handle it properly in accordance with relevant laws.

Employee compensation

Our businesses give due recognition to employees' contributions fairly and objectively by implementing equitable remuneration policies. To offer incentives to our staff, our remuneration mechanisms are reviewed and re-adjusted regularly to remain competitive. We determine employee benefits, rest time and holiday arrangements according to the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China, the Employment Ordinance of Hong Kong, the Labour Standards Act of Taiwan, and applicable regulations in the places where all business operations are conducted, such as making contributions to the Five Major Types of Social Insurance and Housing Provident Fund, Mandatory Provident Fund, Labour Insurance, Health Insurance and Pension Fund for employees and participating in the Well-being Mutual Aid Fund Scheme for the benefit of female employees.

平等機會及多元化共融

我們為具有才能的員工感到自豪，並支持他們盡展潛能。因此，吸引和留住優秀人才在我們以人為本的方針中尤其重要。我們時刻關心員工，不論員工性別、年齡、家庭崗位、種族、宗教、國籍、性傾向或傷健，均為其提供公平及平等機會與福利。經驗、能力和相關資歷是我們招聘人才的首要考慮要素。

作為負責任的僱主，集團會按照相關法例要求在達到法定退休年齡為員工辦理退休手續。以及根據相關勞動法辦理任何解僱手續。而當發生工傷意外事故，集團會根據相關法例作出合理賠償和妥善的處理。

員工待遇

集團旗下公司亦透過公平的薪酬政策，以公正、客觀的態度去表揚員工對集團的貢獻。為獎勵員工，我們定期檢討並調整薪酬機制，使薪酬保持市場競爭力。我們亦按照《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、香港的《僱傭條例》，以及台灣的《勞動基準法》及所有業務運營地點所在國家適用的法規，制定員工福利、休息時間及假期安排，如為員工購買、「五險一金」、「強制性公積金」、「勞工保險」、「健康保險」及「退休金」及參與保障女員工「安康互助保障金」等。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

4.2. OCCUPATIONAL HEALTH AND SAFETY

Management guidelines and policies

Employees are our most valuable resources. The Group strictly adheres to all relevant laws and regulations, including but not limited to the Production Safety Law of the People's Republic of China and the Fire Control Law of the People's Republic of China, so as to create a safe, healthy and comfortable working environment for our employees.

We are concerned about the health of our employees. In order to step up the prevention of COVID-19, our household products segment quickly developed the Prevention and Emergency Rescue Plan and the Emergency Response Plan to regulate personnel management and monitor the physical condition of employees. It also developed the Prevention Training Plan for employees to raise their awareness of the pandemic and hygiene habits. In the game business section, it distributed preventive kits including disinfectant alcohol and masks to employees.

Household products business

Our household furnishings factories under the Group have developed a series of comprehensive policies to manage occupational health and safety issues, including the Occupational Health and Safety Policy, the Indoor Air Quality Policy and the Fire Fighting Policy, in order to comply with relevant regulatory requirements and meet the development needs of the Group. We strictly abide by the provisions in the Compilation of Laws and Regulations on Occupational Safety and Health Supervision issued by the Ningbo Municipal Administration of Work Safety.

Our factories arrange dedicated personnel to take charge of the Company's occupational health and safety affairs and regularly review the occupational health and safety performance. We also provide employees with adequate training on occupational health and safety and appropriate protective equipment, with a view to enabling them to identify high-risk areas in the workplace, work out solutions to lower work-related risks, prevent accidents in the course of work and reduce occupational hazards. Each year, the Group provides physical examinations for employees to prevent occupational diseases and give them appropriate health guidance.

4.2. 職業健康與安全

管理方針及政策

員工是我們最寶貴的資源，集團一直以來嚴格遵守相關法律法規，包括但不限於《中華人民共和國安全生產法》、《中華人民共和國消防法》等，力求為員工帶來安全、健康、舒適的工作環境。

集團一直關注員工的健康狀況。為防範疫情，集團的家居用品業務為切實加強疫情防控工作，更快速制訂《防疫應急救援預案》及《突發事件應急預案》，規範了人員管控要求，以監察員工身體狀況；制定員工防疫培訓計劃，以提高員工的衛生及防疫意識及知識等。而遊戲業務方面，亦為員工提供了防疫用品如酒精、口罩等防疫用品。

家居用品業務

集團旗下的家居用品公司制定了一系列完善的職業健康及安全政策管理相關的事宜，包括《職業健康安全政策》、《室內空氣質量政策》及《消防政策》等，以符合相關監管規定，亦切合集團業務的發展需要。我們謹守寧波市安全生產監督管理局發出的《職業安全健康監管法例法規檔匯編》所載內容進行。

廠區會安排專責員工負責公司的職業健康及安全事務，以定期檢視內部的職業健康安全事務方面的表現，亦會為員工安排足夠的職業健康及安全培訓及提供適當個人防護裝備，使他們能識別工作處所中的高危點及其應對方案，以減低工作上的風險，防止勞動過程中的事故及減少職業危害。而每年，集團亦會為員工提供預防職業病身體檢查及提供適當健康指導。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In addition, we carry out assessment of workplace hazards and detection of occupational hazards on a regular basis, and engage third-party agencies to review our occupational health and safety performance. Through such assessment and review, we aim to ensure the effective implementation of all occupational safety and health measures.

Game publishing business, esports business and cloud computing and data storage business

Due to our business characteristics, employees of game publishing business, esports business and cloud computing and data storage business mainly work in the office, and they are not exposed to dust, radioactive materials and other toxic and harmful substances at work, so there is no occupational disease. But due to enduring desk work, employees may suffer from symptoms such as wrist and upper limb pain, muscle soreness, eye fatigue and mental pressure. Therefore, we provide employees with ergonomic desks and chairs, and regularly make arrange for employees to participate in annual meetings, community activities, team building for festivals, staff travel and other activities to help employees relax, as well as enhance cohesion and a sense of belonging among employees.

Furthermore, we arrange disaster prevention trainings to raise employees' awareness and ensure their safety. During the year, we held a fire safety training course for all employees from Fuzhou office of the cloud computing and data storage business, in order to enhance their knowledge of accident occurrence and prevention, as well as the use of fire equipment. The training course was given by experts from the fire brigade, and it effectively enhanced employees' understanding of disaster prevention, accident response, and fire equipment operation. Moreover, we regularly participate in fire drills organised by property management companies, including evacuation and the use of fire extinguishers, to enhance our ability to deal with fires and keep employees safe. In addition to employees' safety and physical health, we also care about their mental health. We provide stress management trainings for employees in high-pressure positions of the esports business to help them reduce negative emotions and stress.

除此之外，我們亦會定期進行工作場所危險源評估及進行職業病危害檢測，及聘請協力廠商機構審核職業健康及安全表現，透過評估及檢定，以提升及確保所有的職安健措施得以有效實施。

遊戲發行業務、電子競技業務和雲計算及數據儲存業務

基於我們業務的特性，遊戲發行業務、電子競技業務和雲計算及數據儲存業務的員工主要在辦公室內文書工作，工作中不接觸粉塵、放射性物質和其他有毒、有害因素，故不存在職業病方面的問題。但是由於長期伏案工作，很容易令手部和上肢出現不適、肌肉酸痛、眼睛疲勞及增加精神壓力等情況。針對此類情況，我們為員工配備符合人體工學的辦公桌椅，並定期組織員工參與公司年會、社團活動、節日團建、員工旅遊等活動，幫助員工消除因工作產生的疲倦，增強員工凝聚力，及對公司的歸屬感。

此外，我們安排了防災知識培訓，宣傳防災意識，確保員工安全。年內，在雲計算及數據儲存業務，我們舉辦了消防培訓，讓福州辦公區員工全員參加，以提升員工對事故發生及預防、消防器械使用等的知識。此培訓是由來自消防大隊的講者教授，成功提升員工對防災、應對事故，以及消防器械操作的認識。再者，我們亦定期參與寫字樓組織的消防演練，包括逃生、滅火器的使用等，加強應對火災的應變能力，進而保障員工安全。除了重視員工的安全及身體健康，我們亦非常關注其心理健康。在電子競技業務，我們為高壓職位員工提供壓力管理培訓，讓員工減少負面情緒，舒緩壓力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

During the reporting periods for the last three years, the Group did not have any cases of work-related accidental fatalities. No work days were lost due to work injuries in the past year for various business segments.

Employee communication

The Group welcomes and values the opinions of employees who can express their opinions through different channels, such as: the general manager mailbox and the trade union. We also encourage employees to provide constructive suggestions on the management measures and methods of the Company. The Company will grant certain rewards as appropriate to those whose suggestions are adopted.

4.3. TRAINING AND DEVELOPMENT

Management guidelines and policies

We firmly believe that continued training and development for employees will enhance the value of the team and professional quality of the employees themselves, thus bringing higher production efficiency for the Group. The Company has formulated the New Employee Training Policy, the Employee Guidance Policy and the Vocational Skills Training Policy to continuously improve the ability and quality of our workforce. In order to conduct staff training in a more regulated manner, we establish the staff training system and incorporate the objectives into the evaluation indicators, so as to encourage the staff to actively participate in various work-related internal and external training activities, improve personal professional skills, keep up with the strategic development of the Group and strengthen the Group's market competitiveness.

在過去三年的報告期內，本集團並沒有任何因工作意外死亡的個案。而過去一年各業並沒有因工傷所損失的工作日數。

員工溝通

集團十分歡迎及重視員工的意見，員工可循不同的途徑發表意見，例如：總經理信箱或工會等。我們亦鼓勵員工對公司的各種管理制度、管理方法提出有益的建議，一經採納，公司會視情況給與一定的獎勵。

4.3. 培訓發展

管理方針及政策

我們堅信員工持續不斷地進修和發展，有助提升團隊的價值及員工個人的職業素養，亦能為集團帶來更高的生產效率。公司制定了《新員工培訓政策》、《員工指導政策》及《職業技能培訓政策》等，以不斷提升員工隊伍的能力和素質。為使員工培訓更規範化，建立員工培訓體系，並將目標納入為考評指標，以鼓勵員工積極參與工作相關的各類內、外部培訓活動，提升個人專業技能，以配合本集團戰略發展及加強本集團的市場競爭力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Our training topics include the following:

我們的培訓主題包括：

Induction training	New employees are provided with induction training which covers the Group's background, profile, facilities, employee handbook introduction and corporate social responsibility, so that new employees can become familiar with the situation about the Group quickly and gain a sense of belonging
新員工入職培訓	新員工入職時開展，主要內容包括集團背景、簡介、設施、員工手冊簡介及企業社會責任等，使新員工能迅速掌握集團狀況及加強對集團的歸屬感
Action sharing session	We invite industry experts, scholars or senior mentors from external training institutions to carry out special training sessions, so as to improve employees' skills and comprehensive capabilities
行動分享會	邀請行業專家、學者或者外部培訓機構資深導師舉辦專題培訓，以提高員工崗位技能和綜合能力
Technical staff training series	The Group adopts a training strategy of "having old employees guide new ones" in hope of passing on the experience and technical know-how of old employees to new ones. We also arrange experienced staff to provide orientation and induction training for junior staff
技術人員系列培訓	集團採用「以老帶新」的培訓策略，期望將經驗及技術承傳。我們亦會安排具經驗的員工為初級員工進行指導及工提供入職培訓
Management efficiency improvement training	We carry out special training for the management, which deepens management personnel's understanding of corporate culture, hones their management skills, sharpens their communication skills, and thus raises management efficiency
管理效率提升培訓	開展針對管理層的專項培訓，加深管理人員對企業文化的理解，打磨管理技能，使其熟練掌握溝通技巧，提升管理效率
External training	We offer subsidies to our employees for participating in accredited external courses to equip them with professional knowledge and skills relating to their duties and keep them abreast of the most cutting-edge developments in the industry
外部培訓	資助員工修讀認可的外部培訓課程，以提升員工所在崗位相關的專業知識、技能以及吸收行業最前沿的資訊

Average training hours of employees 人員平均培訓時數

		Unit	單位	Household products business 家居用品業務	Game publishing business 遊戲發行業務	Esports business 電子競技業務	Cloud computing and data storage business 雲計算及數據儲存業務
Male	男	Hours	小時	0.00	3.80	1.43	1.50
Female	女	Hours	小時	0.00	5.21	1.50	1.50
Senior management	高級管理層	Hours	小時	0.00	8.33	1.50	0.00
Middle management	中級管理層	Hours	小時	0.00	9.13	1.50	0.00
Supervisor	主管	Hours	小時	0.00	9.60	0.00	1.50
General staff	一般員工	Hours	小時	0.00	0.17	1.45	1.50

Notes:

附註：

- The calculation is based on the Reporting Guidance on Social KPIs published by the Stock Exchange
- here was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

- 計算乃基於聯交所發佈的社會關鍵績效指標匯報指引
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Percentage of employees trained 人員培訓百分比

		Unit	單位	Household products business 家居用品業務	Game publishing business 遊戲發行業務	Esports business 電子競技業務	Cloud computing and data storage business 雲計算及數據儲存業務
Male	男	%	百分比	0.00	63.64	67.74	57.89
Female	女	%	百分比	0.00	36.36	32.26	42.11
Senior management	高級管理層	%	百分比	0.00	18.18	6.45	0.00
Middle management	中級管理層	%	百分比	0.00	36.37	3.23	0.00
Supervisor	主管	%	百分比	0.00	18.18	0.00	10.53
General staff	一般員工	%	百分比	0.00	27.27	90.32	89.47

Notes:

- The calculation is based on the Reporting Guidance on Social KPIs published by the Stock Exchange
- There was no direct comparison between the data for the Reporting Year and the previous reporting year due to changes in the scope of reporting

附註：

- 計算乃基於聯交所發佈的社會關鍵績效指標匯報指引
- 因報告範圍有所變更，故本報告年與上一個報告年的數據未能作直接比較

4.4. PROTECTION OF RIGHTS AND INTERESTS

Management guidelines and policies

The Company conducts staff recruitment and management in strict accordance with the Labour Law of the People's Republic of China, the Labour Contract Law of the People's Republic of China and the Regulations on the Prohibition of Child Labour, the Employment Ordinance of Hong Kong, the Labour Standards Act of Taiwan, and applicable regulations in the places where all business operations are conducted. It is absolutely forbidden to employ any child labour and any form of forced labour. Once any form of child or forced labour is noticed, the Company will strictly abide by local laws and regulations to curb such situations.

The Company considers child labour and forced labour intolerable, which must be eliminated. The Company has set up strict recruitment processes to conduct an intensive examination of identity documents, such as ID card, sign labour contracts and create the personal file in a fair and voluntary manner in accordance with legal requirements.

4.4. 權益保障

管理方針及政策

本公司嚴格按照《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《禁止使用童工規定》、香港《僱傭條例》、台灣的《勞動基準法》及所有業務運營地點所在國家適用的勞工法規進行員工招聘和管理，絕對禁止任何僱用童工的行為及任何形式的強迫勞動。一旦發現任何形式的童工或強制勞工情況，公司將嚴格依照當地的法律法規處理，以遏止相關情況。

本公司認為童工及強制勞動是不能容忍的，必須杜絕。本公司已設定嚴格的招聘程式，在招工時必須對身份證等證件嚴格查驗，並按公正、自願原則和法規要求簽署勞務合同，建立人事檔案。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

In accordance with the standard working hours stipulated by the laws in the places where our business operations are conducted, the Company makes reasonable arrangement of working hours for our employees. Leave and benefits, such as paid leave and sick leave, are provided in accordance with labour laws. Subject to production requirements, our production bases arrange overtime work on a voluntary basis, and it requires negotiation with employee representatives and employees and approval from the local labour department, and must not exceed the statutory working hours. Production bases and sales divisions of the Company in the PRC and overseas prohibit and disapprove any forced labour or contractual servitude, corporal punishment, confinement, violent threat, and forbid collecting any deposits illegally from employees, withholding identity documents and battering employees.

During the reporting period, the Company did not have any material non-compliance incident relating to the labour standards under relevant laws and regulations.

5. OPERATIONAL COMMITMENT

In the process of business development, the Group always keeps in mind that we have to manage our relationships with our suppliers and customers in a responsible and sustainable manner. We are dedicated to providing our customers with the highest quality products and services, and working with suppliers to create win-win results. To this end, we implement different plans and measures and provide safe and reliable products to achieve the vision of creating a better society.

5.1. SUPPLY CHAIN MANAGEMENT

Management guidelines and policies

Good supply chain operations have a positive impact on the environment and society. Accordingly, we work closely with suppliers to reduce relevant risks and jointly create a better and greener future. The Group adopts a comprehensive supply chain management mechanism, including a code of conduct and a supplier assessment system, to monitor and assess the quality of suppliers' products and services and their performance in environmental and social aspects and business ethics. The Group is also committed to complying with all laws and regulations related to its business operations, and did not violate relevant laws and regulations during the reporting period.

本公司對員工的工作時間按照業務運營地點所在國家法定的標準工作時間範圍內做了合理安排，並根據勞動法給予帶薪假期以及病假等休假福利。本公司生產基地遵循加班自願的原則，若因生產需要而需加班加點的，須與員工代表和員工協商並經當地勞動部門批准，且不得超過法定時間。本公司在中國及海外所有的生產基地及銷售中心均禁止使用及不支持任何勞役或契約式勞工、體罰、監禁、暴力威脅，並禁止向員工收取任何非法形式的押金，扣押身份證件及體罰員工。

本公司於報告期間並無發生有關法律法規所規定勞工準則的重大不循規事宜。

5. 營運承擔

集團在發展業務的同時亦時刻緊記，要以負責任及可持續的態度管理我們與供應商和客戶的關係，我們致力為客戶提供最優質的產品和服務，並與供應商攜手締造變贏的局面。為此積極推行不同計劃及措施，並提供安全可靠的產品，以達致創建更美好社會的願景。

5.1. 供應鏈管理

管理方針及政策

良好的供應鏈運作對環境與社會有正面的影響，因此我們與供應商緊密協作，盡力減低有關風險，共同創建一個更美好、更環保的未來。集團採用一套全面的供應鏈管理機制，包括行為守則和供應商評估系統，以監察及評估供應商的產品和服務質素、環境社會以至商業操守等範疇的表現。集團亦致力遵從所有與營運有關的法律和法規，於報告期內未有違返相關的法律法規。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Number of suppliers of the Group 本集團供應商數量

Chinese Mainland	中國內地	Number	間	11
Other areas	其他地區	Number	間	0

Household products business

We monitor the quality of our suppliers on a monthly basis to ensure that the products and services provided by them meet the relevant contractual requirements, so as to safeguard the quality of the products provided by the Group. We also conduct standard training for suppliers on a regular basis to provide suppliers with the opportunity to exchange ideas and keep abreast of the latest industry developments for the expansion and sharing of business opportunities.

The Company will strictly require our suppliers and their own suppliers to comply with minimum requirements for environmental and social performance and working conditions when purchasing products, materials and services and to abide by local laws and regulations, confidentiality and anti-corruption.

In order to ensure that suppliers effectively honour their corporate social responsibility at the community and environmental levels, we appoint a third party to conduct SSI system audits on suppliers each year.

Game publishing business, esports business and cloud computing and data storage business

The Group has developed a standard Supplier Management Mechanism for its game business. We will give priority to partners with sustainable development concepts who undertake corporate social responsibilities. We hope to work with suppliers on improving the industry's performance in the environmental and social aspects, and effectively managing the environmental and social risks of the supply chain. In addition, according to the situation, we will classify the green products purchased or to be purchased and make a list of green products applicable to the Group for subsequent use.

家居用品業務

我們會每月均會對於供應商的質量進行監控，確保他們所提供的產品及服務均符合合約要求，以保障集團所提供的產品質素。亦會定期對供應商進行標準培訓，為供應商提供交流的機會，以掌握最新的行業資訊拓展商脈、共創商機。

本公司會嚴格要求我們的供應商及其下的供應商在採購產品、材料和服務過程中就環境、社會與工作條件方面的最低要求，亦涵蓋遵守當地法例和法規、資料保密及反貪污方面的守則。

而為確保供應商切實報行在社區及環境層面上體現企業社會責任，我們會每年委任協力廠商機構對供應商進行SSI系統審核。

遊戲發行業務、電子競技業務和雲計算及數據儲存業務

集團的遊戲業務擁有規範的供應商管理機制，我們會優先選用具有可持續發展理念及企業界社會責任的合作夥伴，我們期望與供應商一起提升行業的環境和社會方面的表現，共同為社有效管理供應鏈的環境和社會風險。另外，根據情況，將已採購或有機會採購的綠色產品歸類，制定為本集團適用的綠色產品清單，便於後續使用。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

5.2. HIGH QUALITY PRODUCTS

Management guidelines and policies

Providing quality products to our customers is our ultimate goal. The Group commits itself to establishing, maintaining and improving the ISO9001 quality system, with a mission to provide quality products and services to meet customer needs. In the course of operations, the Group strictly abides by national laws and regulations and industry quality standards and constantly improves quality management to safeguard the basic rights and interests of customers. If a product needs to be recalled, we will fully implement product recall procedures in accordance with relevant laws and regulations of the operating locations and conduct reviews to ensure product quality.

5.2. 優質產品

管理方針及政策

為客戶提供優質的產品為我們的最終目標。集團致力於建立和維持ISO9001品質體系，並持續改進，以提供優質的產品及服務，從而滿足顧客的要求；並在經營過程中，嚴格遵守國家法律法規和行業的質量標準，提高質量管理水準，保障客戶基本權益。如產品需要進行回收，我們將會跟據營運地點的相關法律法規，全面執行產品回收程序，以及進行檢討，以保證產品質量。

Product responsibility indicators of the Group 本集團的 產品責任指標

Percentage of products to be recalled for health and safety reasons	產品因健康與安全理由而須回收的百分比	Percentage	百分比	0
Number of complaints about products and services	產品及服務的投訴數目	Case	個案	0

Household products business

In terms of household products business, we strive to provide high-quality products. Each product will be tested for quality and safety before being packaged as a finished product. We have a quality control department to be responsible for testing products, formulating testing management procedures, and conducting final testing according to such procedures. During the reporting period, the Company did not violate any laws and regulations related to product responsibility, nor did it receive any customer complaints. The percentage of products recalled for health or safety reasons was 0%.

In terms of privacy and intellectual property rights, all information reports, discussions, and written messages of customers regarding the household products business of the Group must be kept confidential. In addition, the Company will never purchase pirated products or use photos or designs without third-party licensing.

家居用品業務

於家居用品業務方面，我們竭力提供高質素產品；每件產品於包裝為成品前均經品質及安全性檢測，我們設有質控部專門負責檢測產品，並制定檢驗管理辦法程式檔，按程式作最終檢驗。於報告期間，本公司並無違反與產品責任相關的法例和法規及顧客投訴的個案，而因安全或健康理由而回收的商品百分比為0%。

在私穩及知識產權方面，本集團的家居用品業務與客戶的任何資料報告、研討內容及書面資訊均須保密。本集團亦絕不會購買盜版產品、不會採用未經協力廠商授權的相片、不會採用未經協力廠商授權的設計。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Game publishing business, esports business and cloud computing and data storage business

For marketing and management, the Group strictly controls the release of marketing information through the Internet, newspapers, media and other channels to ensure the compliance of publicity, promotion and advertising releases in accordance with the requirements of laws and regulations such as the Advertising Law of the People's Republic of China, the Interim Measures for the Administration of Internet Advertising and the Trade Descriptions Ordinance. For intellectual property rights, the Group strictly complies with the Copyright Law of the People's Republic of China, the Trademark Law of the People's Republic of China, the Patent Law of the People's Republic of China, the Tort Liability Law of the People's Republic of China, the Measures for the Administration of Internet Domain Names of China, the Administrative Measures for Software Products and other laws and regulations to formulate the Intellectual Property Management Policy in order to regulate intellectual property management. We have also signed non-disclosure agreements with our employees and business partners to ensure the security of our intellectual property. We take measures to prevent infringement of the intellectual property rights of third parties, and conduct frequent monitoring and review. If any potential infringement risk is found, the legal department will set up an urgent working team to investigate the potential infringement, and cease the infringement activities against third parties through legal actions, while protecting the legitimate rights and interests of the Group.

In terms of privacy, employees who have access to customer information and important company information will sign confidentiality agreements to prevent data leakage.

遊戲發行業務、電子競技業務和雲計算及數據儲存業務

在廣告管理方面集團遵守《中華人民共和國廣告法》、《互聯網廣告管理暫行辦法》及《商品說明條例》等法律法規的要求，嚴格控制在互聯網、報紙、媒體等管道上發佈的營銷資訊，確保宣傳、推廣和對外廣告發佈工作的合規性。而在知識產權方面，集團嚴格遵守《中華人民共和國著作權法》、《中華人民共和國商標法》、《中華人民共和國專利法》、《中華人民共和國侵權責任法》、《中國互聯網絡功能變數名稱管理辦法》、《軟件產品管理辦法》等法律法規，制定了《知識產權管理辦法》，規範知識產權管理工作。我們也與員工、業務夥伴簽訂保密協議，保障我們知識產權的安全。我們亦採取措施防止侵犯協力廠商知識產權，不斷進行監控及審查，若發現任何潛在侵權風險，法務部將成立緊急工作小組調查潛在侵權行為，通過法律行動消除對協力廠商的侵權活動，同時維護本集團的合法權益。

而在私隱方面，接觸客戶資料及公司重要資料的員工均會簽訂保密協議，以防資料外洩。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

5.3. CORPORATE GOVERNANCE

Management guidelines and policies

The Group requires all employees to comply professionally with the Group's policies on conflicts of interest, intellectual property rights, privacy, confidentiality of information, prevention of bribery and corruption, and equal opportunities. The Group's employment contract requires employees to abide by the code of business ethics and to refrain from corruption and bribery.

The Group strictly abides by the Criminal Law of the People's Republic of China and, according to its own characteristics and circumstances, stipulates standard anti-corruption requirements to strengthen corporate governance and internal control and standard business practices to safeguard the legitimate rights and interests of shareholders and promote the healthy and stable development of the Company.

The Audit Centre of the Group regularly conducts group-wide anti-fraud publicity. Specifically, it collects the latest anti-fraud information, including recent major fraud events in various industries and the handling measures, prepares anti-fraud publicity materials after compilation and analysis based on the characteristics of the Group's business, and distributes the materials to all employees of the Group for self-study, with a view to creating a sound anti-fraud environment in the Group.

In addition, our esports business provided standard anti-corruption training for directors and employees during the reporting period, and formulated relevant rules for employees to abide by, so as to facilitate the Group's strategic development and enhance its market competitiveness.

5.3. 企業治理

管理方針及政策

集團訂明旗下所有員工必須專業地遵守集團於利益衝突、知識產權、私隱、資料保密、防止賄賂與貪污及平等機會範疇所制訂之政策。集團在僱用合約內，要求員工遵守商業道德準則，不可有任何貪污及賄賂行為。

集團嚴格遵守《中華人民共和國刑法》，並根據自身的特點和情況規範了反貪污方面的制度，以加強公司治理和內部控制，規範經營行為，維護股東合法權益，促進公司健康、穩定發展。

本集團的審計中心定期針對全集團組織反舞弊宣傳，收集最新相關反舞弊的資訊，包括各行業近期發生的重大舞弊事件、處理措施等，結合集團業務的特點匯總分析並編製反舞弊宣傳資料，發放至集團內全體員工自學，在集團內營造良好的反舞弊大環境。

另外，我們的電子競技業務，在報告期內為董事及員工提供規範化的反貪培訓，並制定規範制度以便全員遵守，以配合本集團戰略發展及加強本集團的市場競爭力。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group also provides whistle-blowing channels for stakeholders to report suspicious activities by email, telephone or fax. The reported cases will be independently investigated and properly followed up. After the final review of the investigation report, if it is specified in the handling plan that the labour contract with any person involved in the fraud is terminated, the employee dismissal process will be initiated. For a fraud case that must be referred to the judicial authority, the Audit Centre will hand over the personnel involved in the fraud and the related materials to the judicial authority for handling. We will take remedial measures to rectify any procedural defects or implementation loopholes found in any fraud event and follow up on the implementation of such remedial measures, so as to avoid recurrence of similar fraud events.

During the reporting period, the Company found no cases of violation of laws and regulations related to corruption.

6. GIVING BACK TO SOCIETY

The Group is well aware that our responsibility is not only to contribute directly to the economy, but also to generate a positive impact on society as a whole through our business operations and charity undertakings. Our household furnishings factory in Ningbo is committed to reducing the potential environmental impact of production on surrounding communities. During the reporting period, we not only made charity donations, but also encouraged employees to take an active part in community activities such as acting as volunteers.

Our esports business and cloud computing and data storage business teams participated in a number of community service activities during the year, including second-hand items donations, tree-planting activities, regular participation in cultural and educational activities and visits to nursing homes.

集團亦提供了舉報管道，持份者可通過電郵、電話及傳真等方式舉報任何可疑的活動。舉報個案會被獨立調查及妥善跟進。在調查報告終審後，處理方案中明確與舞弊事件當事人解除勞動合同的，進入員工離職流程執行。須移交司法機關的舞弊事件由審計中心將舞弊事件相關人、舞弊涉及資料一起交給司法機關，由司法機關處理。對舞弊事件發生過程中發現的流程缺陷或執行缺陷等制定補救措施，跟進補救措施的執行情況，避免再次發生類似的舞弊事件。

於報告期間，本公司並無發現違反與貪污相關的法例和法規的個案。

6. 回饋社區

集團深明我們的責任不僅在於對社會經濟作出直接貢獻，更包含了我們的業務營運和公益項目，對整體社會帶來的影響和效應。我們於寧波市的家居用品廠房致力減低因生產而可能帶給所在社區的環境影響。在報告期內我們不但進行了捐款，亦鼓勵員工積極參與社區團體活動如義工等。

我們的電子競技業務及雲計算及數據儲存業務團隊在年內參與了多項的社區服務活動，包括：舊物捐贈、參與植物活動、定期參與文化教育活動及拜訪敬老院活動等。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

HKEX ESG REPORTING GUIDE INDEX

聯交所《環境、社會及管治報告指引》索引

		Chapter 章節
A	Environmental	
A	環境	
Aspect A.1	Emissions	3.1 Emissions
方面A.1	排放物	3.1 排放物
Indicator A.1.1	The types of emissions and respective emissions data	3.1 Emissions
指標A.1.1	排放物種類及相關排放數據	3.1 排放物
Indicator A.1.2	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).	3.1 Emissions
指標A.1.2	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)。	3.1 排放物
Indicator A.1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	3.1 Emissions
指標A.1.3	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)。	3.1 排放物
Indicator A.1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	3.1 Emissions
指標A.1.4	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)。	3.1 排放物
Indicator A.1.5	Description of emissions target(s) set and steps taken to achieve them.	3.1 Emissions
指標A.1.5	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。	3.1 排放物
Indicator A.1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	3.1 Emissions
指標A.1.6	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。	3.1 排放物
Aspect A.2	Use of Resources	3.2 Making Good Use of Resources
方面A.2	資源使用	3.2. 善用資源
Indicator A.2.1	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).	3.2 Making Good Use of Resources
指標A.2.1	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)。	3.2. 善用資源
Indicator A.2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	3.2 Making Good Use of Resources
指標A.2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	3.2. 善用資源
Indicator A.2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	3.2 Making Good Use of Resources
指標A.2.3	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。	3.2. 善用資源
Indicator A.2.4	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.	3.2 Making Good Use of Resources
指標A.2.4	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。	3.2. 善用資源

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Chapter

章節

Indicator A.2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	3.2 Making Good Use of Resources
指標A.2.5	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。	3.2.善用資源
Aspect A.3	The Environment and Natural Resources	3.3 Promoting Green Operations
方面A.3	環境及天然資源	3.3.推動綠色營運
Indicator A.3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	There were no accidents which have significant impacts on the environment and natural resources during the period
指標A.3.1	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。	期內未有對環境及天然資源的重大影響的事故
Aspect A.4	Climate Change	3.4 Climate Change
方面A.4	氣候變化	3.4.氣候變化
Indicator A.4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	3.4 Climate Change
指標A.4.1	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。	3.4.氣候變化
B	Social	
B	社會	
Aspect B.1	Employment	4.1 Equal Employment
方面B.1	僱傭	4.1平等僱傭
Indicator B.1.1	Total workforce by gender, employment type (for example, full-or part-time), age group and geographical region.	4.1 Equal Employment
指標B.1.1	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。	4.1平等僱傭
Indicator B.1.2	Employee turnover rate by gender, age group and geographical region.	4.1 Equal Employment
指標B.1.2	按性別、年齡組別及地區劃分的僱員流失比率。	4.1平等僱傭
Aspect B.2	Health and Safety	4.2 Occupational Health and Safety
方面B.2	健康與安全	4.2職業健康與安全
Indicator B.2.1	Number and rate of work-related fatalities occurred in each of the past three years (including the reporting year).	There were no work-related fatalities in the past three years (including the reporting period)
指標B.2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	包括報告期內的過去三年未有因工亡故事件

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Chapter 章節

Indicator B.2.2	Lost days due to work injury.	There were no work days lost due to work injury during reporting period
指標B.2.2	因工傷損失工作日數。	報告期未有因工傷損失工作日數
Indicator B.2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	4.2 Occupational Health and Safety
指標B.2.3	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。	4.2職業健康與安全
Aspect B.3	Development and Training	4.3 Training and Development
方面B.3	發展及培訓	4.3培訓發展
Indicator B.3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	4.3 Training and Development
指標B.3.1	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。	4.3培訓發展
Indicator B.3.2	The average training hours completed per employee by gender and employee category.	4.3 Training and Development
指標B.3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	4.3培訓發展
Aspect B.4	Labour Standards	4.4 Protection of Rights and Interests
方面B.4	勞工準則	4.4權益保障
Indicator B.4.1	Description of measures to review employment practices to avoid child and forced labour.	4.4 Protection of Rights and Interests
指標B.4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	4.4權益保障
Indicator B.4.2	Description of steps taken to eliminate such practices when discovered.	There was no violation during the period
指標B.4.2	描述在發現違規情況時消除有關情況所採取的步驟。	期內未有違規情況
Aspect B.5	Supply Chain Management	5.1 Supply Chain Management
方面B.5	供應鏈管理	5.1供應鏈管理
Indicator B.5.1	Number of suppliers by geographical region.	5.1 Supply Chain Management
指標B.5.1	按地區劃分的供應商數目。	5.1供應鏈管理
Indicator B.5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	5.1 Supply Chain Management
指標B.5.2	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。	5.1供應鏈管理
Indicator B.5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	5.1 Supply Chain Management
指標B.5.3	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。	5.1供應鏈管理
Indicator B.5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	5.1 Supply Chain Management
指標B.5.4	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。	5.1供應鏈管理

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Chapter 章節

Aspect B.6 方面B.6	Product Responsibility 產品責任	5.2 High Quality Products 5.2優質產品
Indicator B.6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	There were no products subject to recall for safety and health reasons during the period
指標B.6.1	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。	期內未有產品因安全與健康理由而須回收
Indicator B.6.2	Number of products and service related complaints received and how they are dealt with.	There were no complaints due to quality problems during the period
指標B.6.2	接獲關於產品及服務的投訴數目以及應對方法。	期內未有因品質問題的投訴
Indicator B.6.3 指標B.6.3	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。	5.2 High Quality Products 5.2優質產品
Indicator B.6.4 指標B.6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程式。	5.2 High Quality Products 5.2優質產品
Indicator B.6.5 指標B.6.5	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。	5.2 High Quality Products 5.2優質產品
Aspect B.7 方面B.7	Anti-corruption 反貪污	5.3 Corporate Governance 5.3企業治理
Indicator B.7.1	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.	There were no corruption proceedings during the period
指標B.7.1	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。	期內未有貪污訴訟案件
Indicator B.7.2 指標B.7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	5.3 Corporate Governance 5.3企業治理
Indicator B.7.3 指標B.7.3	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。	5.3 Corporate Governance 5.3企業治理
Aspect B.8 方面B.8	Community Investment 社區投資	6. Giving Back to Society 6.回饋社區
Indicator B.8.1 指標B.8.1	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)。	6. Giving Back to Society 6.回饋社區
Indicator B.8.2 指標B.8.2	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)。	6. Giving Back to Society 6.回饋社區

INDEPENDENT AUDITORS' REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF
IMPERIUM TECHNOLOGY GROUP LIMITED
(Incorporated in Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of Imperium Technology Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 104 to 248, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

BASIS FOR DISCLAIMER OF OPINION

Material uncertainties relating to the going concern basis

As explained in Note 2 to the consolidated financial statements, the Group incurred a net loss and operating cash outflow of approximately HK\$123,449,000 and HK\$51,427,000 respectively for the year ended 31 December 2023 and, as of that date, the Group was in net current liabilities and net liabilities position of approximately HK\$208,024,000 and HK\$252,815,000 respectively. In addition, the Group had loans from related parties with aggregate principal amount of HK\$310,000,000 due to the controlling shareholder of the Company and the companies which are beneficially owned and controlled by him.

致帝國科技集團有限公司
全體股東
(於開曼群島註冊成立的有限公司)

不發表意見

吾等獲委聘審核列載於第104至248頁的帝國科技集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及包括重大會計政策資料及其他說明資料的綜合財務報表附註。

吾等並無對貴集團的綜合財務報表發表意見。由於吾等報告內不發表意見之基準一節所述之重大事宜，吾等無法取得充足適當之審核憑證以就該等綜合財務報表的審核意見以及綜合財務報表是否根據香港公司條例的披露規定妥善編製而提供依據。

不發表意見之基礎

有關持續經營基準之重大不確定性

誠如綜合財務報表附註2所闡述，貴集團於截至二零二三年十二月三十一日止年度產生虧損淨額及經營現金流出分別約為123,449,000港元及51,427,000港元，而貴集團截至該日的流動負債淨額及淨負債頭寸則分別約為208,024,000港元及252,815,000港元。此外，貴集團有本金總額為310,000,000港元的來自關聯方貸款，該筆款項為應付貴公司控股股東及由其實益擁有及控制的公司之貸款。

The conditions referred to above, along with other matters as described in Note 2 to the consolidated financial statements, indicate the existence of material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

The directors of the Company have been undertaking certain measures to improve the liquidity and financial position of the Group, which are set out in Note 2 to the consolidated financial statements. The consolidated financial statements have been prepared on a going concern basis, the validity of which is dependent on the outcomes of these measures, which are inherently uncertain and subject to multiple uncertainties, including (i) whether the Group's debtors will timely settle their debts; (ii) whether the Group can successfully implement measures for cost control and business strategies to improve its business operations; and (iii) whether the Group can successfully negotiate with its creditors for extension of its debts when they fall due and successfully obtain additional new sources of financing as and when needed. As at the date of this report, the eventual outcome of these measures cannot be ascertained with reasonable certainty.

We have not been able to obtain sufficient appropriate audit evidence to satisfy ourselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements because of the lack of detailed analyses provided by directors of the Company in relation to their plans and measures for future actions in their going concern assessment which take into account the uncertainty of the outcome of these plans and measures and how the variability of the outcome would affect the future cash flows of the Group.

Should the Group be unable to continue to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effects of these adjustments have not been reflected in these consolidated financial statements and we were unable to determine whether such adjustments might have been found necessary.

上述狀況連同如綜合財務報表附註2所述的其他事項，顯示存在重大不確定性，可能對 貴集團的持續經營能力構成重大疑問。

貴公司董事一直在採取若干措施以改善 貴集團的資金流動性及財務狀況，該等措施載於綜合財務報表附註2。綜合財務報表乃按持續經營基準編製，其有效性取決於該等措施的結果，而該等結果本質上為不確定，並受多項不確定因素影響，其中包括(i) 貴集團的債務人會否按時支付債務；(ii) 貴集團能否成功實施成本控制措施及業務策略以改善其業務營運；及(iii) 貴集團能否成功與其債權人磋商延期償還其到期債務，並在有需要時成功取得額外的新融資來源。於本報告日期，尚無法合理確定該等措施的最終結果。

由於 貴公司董事於其持續經營評估中並無就其未來行動的計劃及措施提供詳盡分析，當中計及該等計劃及措施之結果的不確定性以及結果的變動將如何影響 貴集團的未來現金流量，吾等尚未取得充足合適的審核憑證，致使吾等信納使用持續經營會計基準編製綜合財務報表的恰當性。

倘 貴集團無法持續經營，則須作出調整以將 貴集團資產的賬面值撇減至其可收回金額，以就可能產生的進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映在該等綜合財務報表中，且吾等未能確定該等調整是否可能屬必要。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告

OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on 31 March 2023.

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

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

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他事項

貴集團截至二零二二年十二月三十一日止年度的綜合財務報表乃經另一名核數師審核，該名核數師已於二零二三年三月三十一日發表未修訂意見。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及香港公司條例的披露規定編製可真實而公允地反映情況的綜合財務報表，而貴公司董事所釐定的該等內部監控須確保編製綜合財務報表時不存在因欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事負責評估貴集團的持續經營能力，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終止經營，或別無其他實際的替代方案。

審核委員會負責監督貴集團的財務報告程序。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditors' report. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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

The engagement director on the audit resulting in this independent auditors' report is Leung King Kit.

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Leung King Kit

Practicing Certificate Number: P08264

Hong Kong, 30 April 2024

核數師就審核綜合財務報表須承擔的責任

吾等的責任為根據香港會計師公會頒佈之香港核數準則對 貴集團的綜合財務報表進行審核，並發出核數師報告。吾等僅向 閣下報告吾等之意見，除此之外別無其他目的。吾等不就本報告的內容向任何其他人士負上或承擔任何責任。然而，由於吾等之報告內不發表意見之基準一節內提述之事宜，吾等無法取得充足及適當之審核憑據作為就該等綜合財務報表發出審核意見之依據。

根據香港會計師公會的專業會計師道德守則（「守則」），吾等獨立於 貴集團，且吾等已遵照守則履行吾等其他道德責任。

出具本獨立核數師報告之審計項目董事是梁景傑。

國衛會計師事務所有限公司

執業會計師

梁景傑

執業牌照號碼：P08264

香港，二零二四年四月三十日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
REVENUE	收益	8	72,557	133,101
Cost of sales	銷售成本		(61,916)	(112,685)
Gross profit	毛利		10,641	20,416
Other income	其他收入	9	1,405	5,874
Other gains and losses	其他收益及虧損	15a	16,114	(4,318)
Distribution and selling costs	分銷及銷售成本		(3,295)	(13,247)
Administrative expenses	行政開支		(90,056)	(132,005)
Impairment loss of receivables, net of reversal	應收款項減值虧損 (扣除撥回)	15b	(7,417)	(1,159)
Impairment loss of non-financial assets, net of reversal	非金融資產減值虧損 (扣除撥回)	15b	(33,458)	(43,963)
LOSS FROM OPERATIONS	經營虧損		(106,066)	(168,402)
Finance costs	融資成本	13	(16,793)	(12,203)
LOSS BEFORE TAX	除稅前虧損		(122,859)	(180,605)
Income tax (expense)/credit	所得稅(開支)/抵免	14	(590)	254
LOSS FOR THE YEAR	年內虧損	15	(123,449)	(180,351)
Attributable to:	以下人士應佔：			
Owners of the Company	本公司擁有人		(127,733)	(180,884)
Non-controlling interests	非控股權益		4,284	533
			(123,449)	(180,351)
LOSS PER SHARE	每股虧損			
Basic (HK\$)	基本(港元)	17	(0.41)	(0.58)
Diluted (HK\$)	攤薄(港元)	17	(0.41)	(0.58)

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss for the year		(123,449)	(180,351)
Other comprehensive loss:			
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations		(1,468)	(2,444)
Reclassification adjustment related to disposal of foreign operations during the year	35	(16,949)	—
Other comprehensive loss for the year, net of tax		(18,417)	(2,444)
Total comprehensive loss for the year		(141,866)	(182,795)
Attributable to:			
Owners of the Company		(145,926)	(183,328)
Non-controlling interests		4,060	533
		(141,866)	(182,795)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	16,120	36,007
Investment properties	投資物業	19	19,169	20,496
Goodwill	商譽	20	—	2,982
Intangible assets	無形資產	21	7,114	65,185
Deposits, other receivables and prepayments	按金、其他應收款項及預付款項	25	7,795	12,698
			50,198	137,368
Current assets	流動資產			
Inventories	存貨	22	202	1,508
Contract costs	合約成本		2	173
Loan receivables and interest receivables	應收貸款及應收利息	23	—	3,603
Trade receivables	應收貿易賬款	24	18,165	33,998
Current tax assets	即期稅項資產		23	31
Deposits, other receivables and prepayments	按金、其他應收款項及預付款項	25	5,549	18,775
Cryptocurrencies	加密貨幣	26a	8,825	6,323
Cryptocurrency deposits and receivables	加密貨幣按金及應收加密貨幣	26b	7,776	1,879
Cash and bank balances	現金及銀行結餘	27	10,189	42,764
			50,731	109,054
Current liabilities	流動負債			
Trade payables	應付貿易賬款	28	4,859	10,180
Cryptocurrency payables	應付加密貨幣		4	1,045
Lease liabilities	租賃負債	29	3,449	6,260
Loans from related parties	來自關聯方之貸款	30	208,563	78,270
Other payables and accruals	其他應付款項及應計項目	31	41,397	82,669
Contract liabilities	合約負債	32	439	1,896
Current tax liabilities	即期稅項負債		44	29
			258,755	180,349
NET CURRENT LIABILITIES	流動負債淨額		(208,024)	(71,295)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		(157,826)	66,073

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	29	1,686	3,862
Loans from related parties	來自關聯方之貸款	30	92,204	188,353
Other payables	其他應付款項	31	342	282
Deferred tax liabilities	遞延稅項負債	33	757	1,888
			94,989	194,385
NET LIABILITIES	負債淨額		(252,815)	(128,312)
CAPITAL AND RESERVES	資本及儲備			
Equity attributable to owners of the Company	本公司擁有人應佔股權			
Share capital	股本	34	3,110	3,110
Reserves	儲備		(255,687)	(127,124)
			(252,577)	(124,014)
Non-controlling interests	非控股權益		(238)	(4,298)
CAPITAL DEFICIENCY	資本虧絀		(252,815)	(128,312)

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 April 2024 and are signed on its behalf by:

綜合財務報表經董事會於二零二四年四月三十日批准及授權出具，並由以下董事代表簽署：

Cheng Ting Kong

鄭丁港
Director
董事

Yeung So Mui

楊素梅
Director
董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

Attributable to owners of the Company 本公司擁有人應佔

	Share capital	Share premium (Note 40(b)(f))	Merger reserve (Note 40(b)(iii))	Foreign currency translation reserve (Note 40(b)(iv))	Share-based payments reserve	Capital reserve (Note 40(b)(v))	General reserve (Note 40(b)(vi))	Other reserves (Note 40(b)(vii))	Accumulated losses	Sub-total	Non-controlling interests	Total equity
	股本	股份溢價	合併儲備	匯兌儲備	以股份為基礎的儲備	資本儲備	一般儲備	其他儲備	累計虧損	小計	非控股權益	權益總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022	3,110	294,884	7,358	15,267	7,467	1,468	23,646	18,258	(386,105)	(14,647)	2,206	(12,441)
Total comprehensive loss for the year	-	-	-	(2,444)	-	-	-	-	(180,884)	(183,328)	533	(182,795)
Capital contribution	-	-	-	-	-	-	-	18,550	-	18,550	-	18,550
Share-based payments	-	-	-	-	56,075	-	-	-	-	56,075	-	56,075
Equity transaction with non-controlling interest	-	-	-	-	-	-	-	-	(664)	(664)	(7,037)	(7,701)
At 31 December 2022 and 1 January 2023	3,110	294,884	7,358	12,823	63,542	1,468	23,646	36,808	(567,653)	(124,014)	(4,298)	(128,312)
Total comprehensive loss for the year	-	-	-	(18,193)	-	-	-	-	(127,733)	(145,926)	4,060	(141,866)
Capital contribution	-	-	-	-	-	-	-	11,089	-	11,089	-	11,089
Share-based payments	-	-	-	-	6,274	-	-	-	-	6,274	-	6,274
Forfeiture of share options	-	-	-	-	(22,948)	-	-	-	22,948	-	-	-
Disposal of subsidiaries	-	-	-	-	-	(1,468)	(22,965)	-	24,433	-	-	-
At 31 December 2023	3,110	294,884	7,358	(5,370)	46,868	-	681	47,897	(648,005)	(252,577)	(238)	(252,815)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動的現金流量		
Loss before tax	除稅前虧損	(122,859)	(180,605)
Adjustments for:	經調整：		
Net fair value losses on investment properties	投資物業公允值虧損淨額	515	534
Depreciation and amortisation	折舊及攤銷	38,158	48,666
Finance costs	融資成本	16,793	12,203
Interest income	利息收入	(30)	(53)
Equity-settled share-based payments	以股權結算並以股份為基礎的付款	6,274	56,075
Impairment loss of receivables, net of reversal	應收款項減值虧損(扣除撥回)	7,417	1,159
Impairment loss of non-financial assets, net of reversal	非金融資產減值虧損(扣除撥回)	33,458	43,963
Write off of deposits, other receivables and prepayments	撇銷按金、其他應收款項及預付款項	—	3,786
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損/(收益)	27	(20)
Loss on write off of intangible assets	撇銷無形資產之虧損	6,056	2,494
Gain on remeasurement of lease	重新計量租賃之收益	(96)	(105)
Gain on disposal of subsidiaries	出售附屬公司收益	(20,969)	—
Operating loss before working capital changes	營運資金變動前之經營虧損	(35,256)	(11,903)
Decrease/(increase) in cryptocurrencies	加密貨幣減少/(增加)	256	(624)
Increase in cryptocurrency deposits and receivables	加密貨幣按金及應收加密貨幣增加	(3,172)	(2,140)
Decrease/(increase) in inventories	存貨減少/(增加)	1,306	(332)
Decrease/(increase) in trade receivables	應收貿易賬款減少/(增加)	13,007	(4,776)
(Increase)/decrease in loan receivables and interest receivables	應收貸款及應收利息(增加)/減少	(973)	880
Decrease/(increase) in deposits, other receivables and prepayments	按金、其他應收款項及預付款項減少/(增加)	10,101	(7,504)
(Decrease)/increase in trade payables	應付貿易賬款(減少)/增加	(5,321)	4,818
(Decrease)/increase in cryptocurrency payables	應付加密貨幣(減少)/增加	(1,041)	942
(Decrease)/increase in other payables and accruals	其他應付款項及應計項目(減少)/增加	(28,298)	5,666
Decrease in contract liabilities	合約負債減少	(1,457)	(7,377)
Decrease in contract costs	合約成本減少	171	7
Cash used in operations	經營所用的現金	(50,677)	(22,343)
Income taxes paid	已付所得稅	—	(373)
Interest on lease liabilities	租賃負債利息	(750)	(1,205)
Net cash used in operating activities	經營活動所用的現金淨額	(51,427)	(23,921)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動的現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(186)	(3,302)
Acquisition of intangible assets	收購無形資產	—	(38,567)
Net cash outflow from disposal of subsidiaries	出售附屬公司之現金流出淨額	(5,271)	—
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	—	1,074
Interest received	已收利息	30	53
Net cash used in investing activities	投資活動所用的現金淨額	(5,427)	(40,742)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動的現金流量		
Borrowings raised	新借借貸	30,000	80,000
Principal elements of lease payments	租賃付款之本金部分	(6,293)	(8,873)
Interest paid	已付利息	(60)	(48)
Acquisition from non-controlling interest	自非控股權益收購	—	(7,701)
Net cash generated from financing activities	融資活動產生的現金淨額	23,647	63,378
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(33,207)	(1,285)
EFFECT OF FOREIGN EXCHANGE RATE CHANGES	匯率變動之影響	632	1,023
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日之現金及現金等值物	42,764	43,026
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日之現金及現金等值物	10,189	42,764

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. GENERAL INFORMATION

Imperium Technology Group Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Room 02, 26/F, One Harbour Square, No. 181 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Company is an investment holding company. The principal activities of its subsidiaries are set out in Note 41 to the consolidated financial statements.

In the opinion of the directors of the Company, Diamond State Holdings Limited (“Diamond State”), a company incorporated in the British Virgin Islands, is the immediate parent and Mr. Cheng Ting Kong (“Mr. Cheng”) is the ultimate controlling party of the Company.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company. The consolidated financial statements are presented in the nearest (HK\$’000), unless otherwise stated.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). 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 disclosure required by the Rules Governing the Listing of Securities on the Stock Exchange (“the Listing Rules”) and by the Hong Kong Companies Ordinance.

1. 一般資料

帝國科技集團有限公司(「本公司」)根據開曼群島公司法於開曼群島註冊成立為一間獲豁免有限公司，其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands，而其主要營業地點位於香港九龍觀塘海濱道181號One Harbour Square 26樓02室。本公司之股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本公司為一間投資控股公司。其附屬公司的主要業務載於綜合財務報表附註41。

本公司董事認為，Diamond State Holdings Limited (「Diamond State」，於英屬維爾京群島註冊成立之公司)為本公司之直接母公司，以及鄭丁港先生(「鄭先生」)為本公司之最終控股方。

本綜合財務報表以港元(「港元」)，亦為本公司之功能貨幣呈列。除另有指明者外，本綜合財務報表均以最接近之千位數值(千港元)呈列。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的所有適用香港財務報告準則(「香港財務報告準則」)編製。就編製綜合財務報表而言，如若本集團合理預期資料會對該等財務報表主要使用者所作之決定構成影響，則有關資料被視為重要。此外，綜合財務報表亦包含聯交所證券上市規則(「上市規則」)及香港公司條例所規定的適用披露事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

The Group incurred a net loss and operating cash outflow of approximately HK\$123,449,000 (2022: HK\$180,351,000) and HK\$51,427,000 (2022: HK\$23,921,000) respectively during the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities of approximately HK\$208,024,000 (2022: HK\$71,295,000) and HK\$252,815,000 (2022: HK\$128,312,000) respectively.

Further, as at 31 December 2023, the Group had loans from related parties with a total principal amount of approximately HK\$310,000,000 due to Mr. Cheng and related companies, which are beneficially owned and controlled by Mr. Cheng, of which HK\$210,000,000 will mature in 2024 while the Group recorded cash and bank balances of approximately HK\$10,189,000 as at 31 December 2023.

The conditions described above cast significant doubt on the Group's ability to continue as a going concern. In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to finance its future working capital and fulfill its financial obligations and continue as a going concern. Certain plans and measures are being or will be taken to manage its liquidity needs and to improve its financial position, which include, but are not limited to, the following:

- (i) The Group will continuously adopt a monitoring process on the repayment status of trade receivables in order to seek to achieve timely collection and improve its operating cash flows and financial position;
- (ii) The Group will continuously take measures to tighten cost control over various costs in order to seek to achieve profit and operating cash inflows and seek to implement various strategies to enhance the Group's revenue; and
- (iii) The Group will continue negotiations with its creditors for extension of its debts when they fall due and seek alternative debt and/or equity financing to meet cash flow requirements.

2. 編製基準(續)

本集團於截至二零二三年十二月三十一日止年度產生虧損淨額及經營現金流出分別約為123,449,000港元(二零二二年: 180,351,000港元)及51,427,000港元(二零二二年: 23,921,000港元), 而本集團截至該日的流動負債淨額及負債淨額分別約為208,024,000港元(二零二二年: 71,295,000港元)及252,815,000港元(二零二二年: 128,312,000港元)。

此外, 於二零二三年十二月三十一日, 本集團有本金總額約為310,000,000港元的來自關聯方貸款, 該筆款項為應付鄭先生及由鄭先生實益擁有及控制之關聯公司的貸款, 當中210,000,000港元將於二零二四年到期, 且本集團於二零二三年十二月三十一日錄得現金及銀行結餘約10,189,000港元。

上述狀況對本集團持續經營的能力構成重大疑問。有鑒於此, 本公司董事於評估本集團是否有能力為其未來的營運資金提供資金及履行財務責任和按持續基準經營時, 已審慎考慮本集團未來的資金流動性及業績, 以及其可用資金來源。我們現正或將會採取若干計劃及措施管理其流動資金需求及改善其財務狀況, 包括但不限於以下措施:

- (i) 本集團將繼續對應收貿易賬款採用流程監控還款狀況, 務求確保及時收回, 並改善其經營現金流量及財務狀況;
- (ii) 本集團將繼續採取措施加強對各種成本的成本控制, 以獲得溢利及經營現金流入, 並實施各種策略以提升本集團的收益; 及
- (iii) 本集團將繼續與其債權人磋商, 以延期償還其到期債務, 並尋求替代債務及/或股本融資以應付現金流量需求。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. BASIS OF PREPARATION (Continued)

The directors of the Company had reviewed the Group's cash flow forecast for a period of not less than twelve months from the date of the approval and authorisation to issue of the consolidated financial statements and are of the opinion that the Group will have sufficient cash resources to finance its working capital requirements and financial obligations during the forecast period, taking into account and assuming the above-mentioned plans and measures will enable the Group's operations to attain profitable and positive cash flows from operations and result in successful negotiation with the Group's creditors to extend the repayment date or obtain sufficient new financing. Accordingly, the directors of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements for the year ended 31 December 2023 on a going concern basis.

However, the eventual outcome of these matters cannot be estimated with reasonable certainty, hence there exists material uncertainty related to the conditions described above which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business. Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in the Group's consolidated financial statements as the consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern.

2. 編製基準(續)

本公司董事已審閱本集團自批准及授權刊發綜合財務報表日期起計不少於十二個月期間的現金流量預測，認為本集團具備足夠的現金資源，於預測期內為營運資金需求及財務責任撥資，當中已考慮及假設上述計劃及措施將使本集團的營運獲得溢利並產生正向經營現金流量，致使成功與本集團的債權人磋商，延遲還款日期或取得充夠的新融資。因此，本公司董事認為，以持續經營基礎編製截至二零二三年十二月三十一日止年度的綜合財務報表乃屬適當。

然而，該等事宜的最終結果無法合理明確估計，因此存在與上述狀況相關之重大不確定性，可能對本集團持續經營能力產生重大疑慮。因此，本集團可能無法在日常業務過程中變現其資產及償還負債。倘本集團無法持續經營，則須作出調整以將本集團資產的賬面值撇減至其可收回金額，以就可能產生的任何進一步負債計提撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映在本集團的綜合財務報表中，因為綜合財務報表乃按本集團將持續經營的假設編製。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

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

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

3. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本

(a) 本年度強制生效的新訂香港財務報告準則及其修訂本

於本年度，本集團於編製綜合財務報表時已首次採用下列由香港會計師公會頒佈，並於二零二三年一月一日或之後開始的年度期間強制生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第17號(包括二零二二年十月及二零二二年二月對香港財務報告準則第17號之修訂)	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策之披露
香港會計準則第8號(修訂本)	會計估計之定義
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關之遞延稅項
香港會計準則第12號(修訂本)	國際稅務改革 – 支柱二模型規則

本年度應用新訂香港財務報告準則及其修訂本對本集團於本年度及過去年度的財務狀況和表現及／或該等綜合財務報表所載披露事項並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

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

In June 2022, the Government of the Hong Kong Special Administrative Region (“Government”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (“Amendment Ordinance”), which will come into effect from 1 May 2025 (“Transition Date”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to mandatory provident fund (“MPF”) scheme to reduce the long service payment (“LSP”) in respect of an employee’s service from the Transition Date (the abolition of the “offsetting mechanism”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

In July 2023, the HKICPA published the captioned accounting guidance relating to the abolition of the offsetting mechanism. In particular, the guidance indicates that entities may account for the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP.

To better reflect the substance of the abolition of the offsetting mechanism, the Group has applied the above HKICPA guidance and changed its accounting policy in connection with its LSP liability.

3. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

(a) 本年度強制生效的新訂香港財務報告準則及其修訂本(續)

應用香港會計師公會就《香港取消強制性公積金(「強積金」)與長期服務金(「長期服務金」)對沖機制的會計影響》發出之指引而導致會計政策的變動

於二零二二年六月，香港特別行政區政府(「政府」)刊憲公佈《二零二二年僱傭及退休計劃法例(抵銷安排)(修訂)條例》(「修訂條例」)，並將於二零二五年五月一日(「轉制日」)起生效。一旦修訂條例予以生效，僱主不可再使用其強制性公積金(「強積金」)供款所產生的累算權益，以減少僱員自轉制日起提供的服務產生的長期服務金(「長期服務金」)(取消「對沖機制」)。此外，轉制日前提供的服務所產生的長期服務金將根據緊接轉制日前僱員的月薪及截至該日止的服務年期計算。

於二零二三年七月，香港會計師公會就上述有關取消對沖機制頒佈會計指引。該指引尤其指出，實體可以將其強積金供款的累算權益(預期用於減少應付僱員的長期服務金)視為僱員對長期服務金的供款。

為了更能反映取消對沖機制之實質內容，本集團已採用上述香港會計師公會指引，並已更改其與長期服務金負債相關之會計政策。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(a) New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

Impacts on application of Amendments to HKAS 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 HKAS 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 amendments on temporary differences for transactions related to leases as at 1 January 2022;
- (ii) the Group also, as at 1 January 2022, 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 change in accounting policies in the current year had no material impact on the consolidated financial statements.

3. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

(a) 本年度強制生效的新訂香港財務報告準則及其修訂本(續)

應用香港會計準則第12號(修訂本)與單一交易產生的資產及負債相關的遞延稅項之影響

於本年度，本集團已首次應用該等修訂本。該等修訂本將香港會計準則第12號所得稅第15及24段對遞延稅項負債及遞延稅項資產之確認豁免範圍收窄，使其不再適用於在首次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) 本集團已對於二零二二年一月一日與租賃相關之交易的暫時性差異應用新修訂本；
- (ii) 於二零二二年一月一日，本集團亦已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(倘可能出現可使用可扣減暫時差額的應課稅溢利)以及遞延稅項負債。

本年度會計政策的變動並無對綜合財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

3. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

(b) Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following new and amendments HKFRSs that have been issued but are not yet effective:

HKFRS 10 and HKAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
HKFRS 16 (Amendments)	Lease Liability in a Sale and Leaseback ¹
HKAS 1 (Amendments)	Classification of Liabilities as Current or Non-current ¹
HKAS 1 (Amendments)	Non-current Liabilities with Covenants ¹
HKAS 7 and HKFRS 7 (Amendments)	Supplier Finance Arrangements ¹
HKAS 21 (Amendments)	Lack of Exchangeability ²
Hong Kong Interpretations 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause ¹

- ¹ Effective for annual periods beginning on or after 1 January 2024
- ² Effective for annual periods beginning on or after 1 January 2025
- ³ Effective for annual periods beginning on or after a date to be determined

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

3. 應用新訂香港財務報告準則(「香港財務報告準則」)及其修訂本(續)

(b) 已頒佈但尚未生效之香港財務報告準則修訂本

本集團並未提早應用以下已頒佈但尚未生效之新訂香港財務報告準則及其修訂本：

香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ³
香港財務報告準則第16號(修訂本)	售後租回的租賃負債 ¹
香港會計準則第1號(修訂本)	將負債分類為流動或非流動 ¹
香港會計準則第1號(修訂本)	附帶契諾的非流動負債 ¹
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ¹
香港會計準則第21號(修訂本)	缺乏可兌換性 ²
香港詮釋第5號(經修訂)	財務報表之呈列 — 借款人對含有按要求償還條款之定期貸款的分類 ¹

- ¹ 於二零二四年一月一日或之後開始的年度期間生效
- ² 於二零二五年一月一日或之後開始的年度期間生效
- ³ 於特定日期或之後開始的年度期間生效

本公司董事預計，應用香港財務報告準則之所有修訂本，於可預見將來不會對綜合財務報表造成任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost basis, except for investment properties which have been measured at fair value at the end of each reporting period, as explained in the accounting policies below.

In addition, certain comparative figures have been reclassified to conform to current year's presentation.

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

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

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

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

4. 重大會計政策資料

該等綜合財務報表乃按歷史成本法編製，惟於各報告期末按公允值計量的投資物業除外，詳情於下文之會計政策闡述。

此外，若干比較數字已重新分類以符合本年度之呈列。

歷史成本一般以交換資產所支付代價之公允值為基準。

公允值是市場參與者於計量日在有序交易中出售資產或轉移負債所收到的價格，無論該價格是否直接可觀察或是使用其他估值技術估計。在估計資產或負債的公允值時，如果市場參與者於計量日為資產或負債定價時會考慮該資產或負債的特徵，則本集團會考慮該資產或負債的特徵。該等綜合財務報表中用於計量及／或披露目的之公允值在此基礎上確定，惟香港財務報告準則第2號以股份為基礎的支付範圍內的股份支付交易、根據香港財務報告準則第16號租賃列作租賃交易，以及與公允值有一些相似之處但並非公允值的計量，例如香港會計準則第2號存貨的可變現淨值或香港會計準則第36號資產減值的使用價值除外。

非金融資產的公允值計量乃經計及一名市場參與者透過使用其資產的最高及最佳用途或透過將資產出售予將使用其最高及最佳用途的另一名市場參與者而能夠產生經濟利益的能力。

就按公允值進行交易之投資物業以及於隨後期間將使用不可觀察輸入數據計量公允值的估值方法而言，估值方法會予以校準，以使於初步確認時估值方法的結果與交易價格相等。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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

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

(a) 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.

4. 重大會計政策資料(續)

此外，就財務報告而言，根據公允值計量之輸入數據的可觀察程度及輸入數據對公允值計量整體之重要性，公允值計量被分類為第一、第二或第三層級，載述如下：

- 第一層級輸入數據為實體於計量日期於活躍市場可取得之相同資產或負債之報價(未經調整)；
- 第二層級輸入數據為就資產或負債可直接或間接地觀察得出之輸入數據(第一層級內包括之報價除外)；及
- 第三層級輸入數據為資產或負債之不可觀察輸入數據。

(a) 綜合基準

綜合財務報表載有本公司及受本公司控制之實體及其附屬公司之財務報表。

倘屬以下情況，則視為本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而獲得可變回報之風險或權利；及
- 有能力藉行使其權力而影響其回報。

倘有事實及情況顯示上述三項控制因素中，有一項或以上出現變化，本集團將重新評估其是否控制投資對象。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

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

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

4. 重大會計政策資料(續)

(a) 綜合基準(續)

倘本集團於投資對象的投票權未能佔大多數，但只要投票權足以賦予其實際能力可單方面指導投資對象的相關業務時，本集團即對投資對象擁有權力。在評估本集團於投資對象的投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，其中包括：

- 本集團持有投票權的規模相對於其他選票持有人持有投票權的規模及分散性；
- 本集團、其他選票持有人或其他人士持有的潛在投票權；
- 其他合約安排產生的權利；及
- 於需要作出決定(包括先前股東大會上的投票模式)時表明本集團當前擁有或並無擁有指導相關活動的能力之任何額外事實及情況。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止綜合入賬。具體而言，於年內收購或出售的附屬公司之收入及開支，按自本集團獲得控制權當日起至本集團不再控制附屬公司當日止，計入綜合損益及其他全面收益表內。

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Basis of consolidation (Continued)

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

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

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

(b) Change in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

4. 重大會計政策資料(續)

(a) 綜合基準(續)

必要時會調整附屬公司之財務報表以使其會計政策與本集團之會計政策貫徹一致。

與本集團成員公司間交易有關的所有集團內公司間資產及負債、權益、收入、開支及現金流量已於綜合賬目時悉數對銷。

附屬公司之非控股權益與本集團於當中所佔權益分開呈列，乃指賦予其持有人權利可於清盤時按比例分佔相關附屬公司資產淨值之現有擁有權權益。

(b) 本集團於現有附屬公司權益之變動

倘本集團於附屬公司之權益出現變動但並無導致本集團失去附屬公司之控制權，則該變動會入賬列為股權交易。本集團之權益相關組成部分及非控制權益之賬面值應予調整，以反映其於附屬公司相關權益之變動，包括根據本集團與非控股權益之權益比例重新劃撥本集團與非控股權益之間的相關儲備。

非控股權益之調整金額與已付或已收代價公允值之任何差額直接於權益確認，並歸屬予本公司擁有人。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Change in the Group's interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs).

(c) Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

4. 重大會計政策資料(續)

(b) 本集團於現有附屬公司權益之變動(續)

倘本集團失去一間附屬公司之控制權，則會終止確認該附屬公司及非控股權益(如有)之資產及負債。於損益確認之收益或虧損，乃按(i)已收代價之公允值與任何保留權益之公允值的總額與(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債之賬面值的差額計算。先前就該附屬公司於其他全面收益確認的所有金額，將按猶如本集團已直接出售該附屬公司相關資產或負債入賬(即按適用香港財務報告準則之規定/許可重新分類至損益或轉撥至權益的另一類別)。

(c) 商譽

收購業務所產生之商譽按收購業務當日確定之成本減去累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至預期可受惠於業務合併協同效益之各個本集團現金產生單位(或現金產生單位組別)，乃指就內部管理目的監控商譽且不大於經營分部的最低水平。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(c) Goodwill (Continued)

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of cash-generating units).

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

(d) Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

4. 重大會計政策資料(續)

(c) 商譽(續)

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於單位出現減值跡象時增加測試次數。就於報告期內進行收購所產生之商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)會於有關報告期結束前進行減值測試。倘現金產生單位(或現金產生單位組別)的可收回金額少於其賬面值，則減值虧損會首先獲分配以削減單位(或現金產生單位組別)獲分配的任何商譽之賬面值，隨後按各項資產所佔單位(或現金產生單位組別)的賬面值比例分配至單位的其他資產。

出售相關現金產生單位或現金產生單位組別內任何現金產生單位時，釐定出售損益金額時會計入應佔商譽金額。當本集團出售現金產生單位(或現金產生單位組別內其中一個現金產生單位)時，所出售的商譽金額按所出售業務(或現金產生單位)及所保留的現金產生單位(或現金產生單位組別)部分之相對價值計量。

(d) 物業、廠房及設備

綜合財務狀況表所列的持作生產或供應貨品或提供服務，或作行政用途之物業、廠房及設備以成本減其後累計折舊及其後累計減值虧損(如有)列賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(d) Property, plant and equipment (Continued)

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition. To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land is presented as “right-of-use assets” in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the fair value model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

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

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

Properties	50 years
Leasehold improvement	2–5 years
Plant and machinery	3–10 years
Furniture, fixtures and equipment	2–5 years
Motor vehicles	5 years

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

4. 重大會計政策資料(續)

(d) 物業、廠房及設備(續)

當本集團就於物業的擁有權權益(包括租賃土地及樓宇成分)付款時，全部代價於租賃土地及樓宇成分之間按初始確認時的相對公平值的比例分配。在相關付款可作可靠分配的情況下，租賃土地權益於綜合財務狀況表中呈列為「使用權資產」，惟在公允值模型下分類及入賬列為投資物業者除外。當代價無法在相關租賃土地的非租賃樓宇成分及未分割權益之間可靠分配時，整項物業分類為物業、廠房及設備。

其後的成本計入資產賬面值內，或僅當與該項目相關之未來經濟利益很可能流入本集團且該項目的成本能可靠計量時，可被確認為一項獨立資產(如適用)。所有其他維修及保養費用均於其產生期間於損益中確認。

物業、廠房及設備乃以直線法於估計可使用年內按足以撇銷其成本減其剩餘價值之比率計算折舊。主要估計可使用年期如下：

物業	50年
租賃裝修	2–5年
廠房及機械	3–10年
傢俬、裝置及設備	2–5年
車輛	5年

剩餘價值、可使用年期及折舊方法會於每個報告期結束時予以檢討及調整(如適用)，而任何估計變動的影響按預期基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(d) Property, plant and equipment (Continued)

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

(e) Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rentals and/or for capital appreciation. These include land held for a currently undetermined future use and property that is being constructed or developed for future use as investment property.

Investment property are stated at fair value, unless they are still in the course of construction or development at the end of the reporting period and their fair value cannot be reliably measured at that time.

Gains or losses arising from changes in the fair value of investment properties are recognised in profit or loss for the period in which they arise.

(f) Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. 重大會計政策資料(續)

(d) 物業、廠房及設備(續)

出售物業、廠房及設備之盈虧指出售相關資產所得款項淨額與其賬面值之差額，並會於損益中確認。

(e) 投資物業

投資物業指為賺取租金及／或資本增值而擁有或以租賃權益持有之土地及／或樓宇，其中包括為目前尚未確定未來用途而持有的土地，以及為將來用作投資物業而正在建設或開發的物業。

投資物業按公允值列賬，除非該等物業於報告期結束時仍在建設或開發過程中，且其當時的公允值無法可靠地計量。

投資物業公允值變動產生之損益於產生期間在損益中確認。

(f) 租賃

租賃的定義

倘合約就換取代價賦予在一段期間內控制已識別資產用途的權利，則該合約為租賃或包含租賃。就於首次應用本集團根據香港財務報告準則第16號當日或之後訂立或修改或因業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修改日期或收購日期(如適用)評估合約是否為租賃或包含租賃。除非合約條款及條件於其後有變，否則有關合約將不予重新評估。作為可行權宜方法，當本集團合理地預期對綜合財務報表的影響不會與物業組合內的個別租賃有重大差別時，具有類似特性的租賃將以組合基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Leases (Continued)

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

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. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人

將代價分配至合約組成部分

對於包含一項租賃組成部分及一項或多項額外租賃或非租賃組成部分的合約，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的獨立價格總額，將合約的代價分配至各租賃組成部分。

本集團亦採用可行權宜方法，不將非租賃組成部分從租賃組成部分區分出來，而是將租賃組成部分及任何相關非租賃組成部分作為一項單獨的租賃組成部分入賬。

短期租賃及低價值資產租賃

本集團對自開始日期起計租期為12個月或以下，且不包含購買選擇權的租賃，採用短期租賃確認豁免，亦同時對低價值資產租賃採用確認豁免。短期租賃及低價值資產租賃的租賃付款，乃於租期內按直線法或另一體系基準確認為開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) 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.

The Group presents right-of-use assets in the “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 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.

4. 重大會計政策資料(續)

(f) 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：

- 租賃負債的初始計量金額；
- 於開始日期或之前的任何已繳租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團因拆卸及移除相關資產、復原其所在地或復原相關資產至租賃條款及條件所規定的狀態而產生的估計成本。

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。

本集團於「物業、廠房及設備」(即本集團在擁有相關資產的情況下原會將之呈列的同一項目)內呈列使用權資產。

可退還租金按金

已付可退還租金按金乃根據香港財務報告準則第9號金融工具入賬，且初步按公允值計量。於初始確認時對公允值作出的調整，被視為額外租賃付款，並計入使用權資產成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Leases (Continued)

The Group as a lessee (Continued)

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

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團按該日未付租賃付款的現值確認及計量租賃負債。倘租賃隱含的利率難以明確釐定，則本集團使用租賃開始日期的增量借貸利率計算租賃付款現值。

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；
- 視乎指數或利率而定的可變租賃付款，初步採用於開始日期的指數或利率計量；
- 剩餘價值擔保項下預期將由本集團支付的金額；
- 購買選擇權的行使價(倘本集團合理確定行使選擇權)；及
- 繳付終止租賃的罰款(倘租期反映本集團行使選擇權終止租賃)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments. The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

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

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

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人(續)

租賃負債(續)

於開始日期後，租賃負債就應計利息及租賃付款作出調整。倘出現以下情況，本集團會重新計量租賃負債(並對相關使用權資產作出相應調整)：

- 租期出現變動或對行使購買選擇權的評估出現變動，則在此情況下，有關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因市場租金檢討後的市場租金／擔保剩餘價值項下預期付款的變更而出現變動，在此情況下，有關租賃負債透過使用初步貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表將租賃負債作為單獨項目呈列。

租賃修訂

倘出現以下情況，本集團將租賃修訂作為一項獨立租賃入賬：

- 該項修訂通過增加使用一項或多項相關資產的權利擴大租賃範圍；及
- 調增租賃的代價，而增加的金額相當於範圍擴大對應的獨立價格，加上按照特定合約的實際情況對獨立價格進行的任何適當調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Leases (Continued)

The Group as a lessee (Continued)

Lease modifications (Continued)

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

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

When the modified contract contains one or more additional lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component. The associated non-lease components are included in the respective lease components.

The Group as a lessor

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.

Rental income which are derived from the Group's ordinary course of business are presented as revenue.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

4. 重大會計政策資料(續)

(f) 租賃(續)

本集團作為承租人(續)

租賃負債(續)

就未作為獨立租賃入賬的租賃修訂而言，本集團基於透過使用修訂生效日期的經修訂貼現率貼現經修訂租賃付款之經修訂租賃的租期重新計量租賃負債(減任何應收租賃優惠)。

本集團透過對相關使用權資產作出相應調整，以就租賃負債的重新計量入賬。

當經修訂合約包含一個或多個額外租賃組成部分時，本集團根據租賃組成部分的相對獨立價格，將經修訂合約的代價分配至每個租賃組成部分。相關的非租賃組成部分則計入各自的租賃組成部分中。

本集團作為出租人

經營性租賃的租金收入在相關租賃期內以直線法確認為損益。磋商及安排經營性租賃時所產生的初始直接成本被添加到租賃資產的賬面金額，該等成本在租期內以直線法確認為開支，惟按公允值模式計量的投資物業除外。

本集團日常業務過程中產生的租金收入呈列為收益。

可退還租賃按金

已收可退還租賃按金乃根據香港財務報告準則第9號入賬並初步按公允值計量。初步確認時之公允值調整被視為來自承租人之額外租賃款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(g) Intangible assets

Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

Game intellectual properties and licences, game software, rights on esports team and trademark acquired separately are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives of 2 to 5 years.

The intangible assets are amortised on a straight-line basis over the following period:

Game intellectual properties and licenses	1–2 years
Game software	3 years
Rights on esports team	5 years
Trademark	5 years

Intangible asset is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognized.

4. 重大會計政策資料(續)

(g) 無形資產

單獨收購且具備無限可使用年期的無形資產按成本減任何其後累計減值虧損列賬。

單獨收購的遊戲知識產權及牌照、遊戲軟件、於電子競技隊之權益及商標按成本減累計攤銷及減值虧損列賬。攤銷按其2至5年的估計可使用年限以直線法計算。

無形資產以直線法在以下期間攤銷：

遊戲知識產權及版權	1-2年
遊戲軟件	3年
於電子競技隊之權益	5年
商標	5年

無形資產於出售或預期使用或出售不再產生未來經濟利益時終止確認。終止確認無形資產所產生之收益及虧損以該資產的出售所得款項淨額與賬面值之差額計量，並於該資產終止確認時於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(h) Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives 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.

4. 重大會計政策資料(續)

(h) 物業、廠房及設備、使用權資產及無形資產(商譽除外)減值

於報告期末，本集團審閱其物業、廠房及設備、使用權資產及具有有限使用年期的無形資產的賬面值，以確定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損(如有)的程度。具無限使用年期的無形資產及尚未可使用的無形資產則最少每年進行減值測試一次，以及於有跡象顯示資產可能出現減值時進行減值測試。

物業、廠房及設備、使用權資產及無形資產個別估計可收回金額。倘無法個別估計可收回金額，則本集團估計資產所屬現金產生單位的可收回金額。

對現金產生單位進行減值測試時，倘確定合理一致的分配基準，公司資產會分配至相關現金產生單位，否則有關資產會分配至可確定合理一致分配基準的現金產生單位最小組別。可收回金額按公司資產所屬的現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別的賬面值比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(h) Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

(Continued)

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.

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, unless the relevant asset is carried at a revalued amount under another standard, in which case the impairment loss is treated as a revaluation decrease under that standard.

4. 重大會計政策資料(續)

(h) 物業、廠房及設備、使用權資產及無形資產(商譽除外)減值(續)

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

倘若資產(或現金產生單位)之估計可收回金額低於其賬面值，則資產(或現金產生單位)之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而言，本集團會比較一個組別的現金產生單位賬面值(包括已分配至該組現金產生單位的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。於分配減值虧損時，減值虧損首先分配至調低任何商譽的賬面值(如適用)，其後按該單位或現金產生單位組別各項資產的賬面值所佔比例分配至其他資產。資產賬面值不得減少至低於其公允值減出售成本(如可計量)、其使用價值(如可釐定)及零之中的最高值。已另行分配至資產的減值虧損金額按比例分配至該單位或現金產生單位組別的其他資產。減值虧損即時於損益確認，除非相關資產以另一項準則按重估金額列賬，在該情況下，減值虧損被視為根據該項準則的重估減少。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(h) Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

(Continued)

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

(i) Cryptocurrency assets *Cryptocurrencies*

Cryptocurrency, a form of Crypto assets, with all the characteristics that (i) it is a digital or virtual currency recorded on a distributed ledger that uses cryptography for security; (ii) it is not issued by a jurisdictional authority or other party; and (iii) it does not give rise to a contract between the holder and another party.

The Group receive cryptocurrency as consideration in its cloud computing and online game operations. It is engaged in cryptocurrency mining and rental of machines to lessees to engage in cryptocurrency mining. The Group received cryptocurrencies from the operations of its cryptocurrency mining equipment, lease of mining machines and sale of non-fungible token (the “NFT”) and other virtual tokens. The cryptocurrencies on hand at the end of the reporting period can be bought and sold, do not qualify for recognition as cash and cash equivalents or financial assets, and are similar to intangible assets in nature.

4. 重大會計政策資料(續)

(h) 物業、廠房及設備、使用權資產及無形資產(商譽除外)減值(續)

倘若減值虧損其後撥回，則資產之賬面值(或現金產生單位或現金產生單位組別)會上調至其經修訂估計可收回金額，但所上調之賬面值不得超出倘若資產(或現金產生單位或現金產生單位組別)於以往年度並無確認減值虧損時原已確認之賬面值。減值虧損撥回即時於損益確認。

(i) 加密貨幣資產 *加密貨幣*

作為加密資產的一種形式，加密貨幣具備以下所有特徵：(i)其為一種記錄在分佈式賬本上的數字或虛擬貨幣，該分佈式賬本使用加密技術以確保安全性；(ii)其並非由司法機關或其他機構發行；(iii)其並不構成加密貨幣持有人與其他方之間的合約。

本集團收取加密貨幣作為其雲計算及線上遊戲運營的代價。其從事加密貨幣開採及向承租人租出開採加密貨幣的機器。本集團透過運營其加密貨幣開採設備、挖礦機器租賃以及出售非同質化代幣(NFT)及其他虛擬代幣以獲取加密貨幣。於報告期末，本集團持有的加密貨幣可供買賣，惟無法確認為現金及現金等值物或金融資產，其屬性與無形資產類似。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(i) Cryptocurrency assets (Continued)

Cryptocurrencies (Continued)

The Group's business model for holding cryptocurrencies received from its operations are held for sale in the ordinary course of business. Accordingly, the cryptocurrencies are accounted for as similar to inventories based on the requirements of HKAS 2.

Cryptocurrencies are stated at the lower of cost and net realisable value. Cost represents the fair value at the date when a cryptocurrency is generated from cryptocurrency mining and historical purchase cost is calculated using weighted-average method. Net realisable value represents the estimated selling price 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.

Cryptocurrency deposits and receivables

Certain cryptocurrencies are transferred to cryptocurrency deposits for the Group to engage in cryptocurrency mining. Cryptocurrency receivables are due from lessees as rental receivables for leasing of mining machines. The cryptocurrency deposits and receivables are measured at cost less accumulated impairment. The carrying amounts of cryptocurrency deposits and receivables are reviewed at each reporting date for indications of impairment. The details of impairment of non-financial assets are set out in Note 4(h).

4. 重大會計政策資料(續)

(i) 加密貨幣資產(續)

加密貨幣(續)

本集團的商業模式為持有其透過運營獲取的加密貨幣並在正常業務過程中持作出售。因此，加密貨幣根據香港會計準則第2號的規定作為類似存貨入賬。

加密貨幣以成本值及可變現淨值兩者間之較低者列賬。成本指加密貨幣開採產生加密貨幣當日的公允值及歷史購買成本，採用加權平均法計算。可變現淨值指估計售價減去全部估計完成成本值及促成銷售所需的成本值。銷售所需的成本包括銷售直接應佔的增量成本及本集團為進行銷售而產生的非增量成本。

加密貨幣按金及應收加密貨幣

若干加密貨幣被轉入加密貨幣按金以供本集團從事加密貨幣開採，應收加密貨幣作為租出挖礦機器的應收租金向承租人收取。加密貨幣按金及應收加密貨幣乃按成本減累計減值計量。加密貨幣按金及應收加密貨幣之賬面值於各報告期檢討有否減值蹟象。有關非金融資產之減值詳情載於附註4(h)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(j) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. 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.

(k) 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 HKFRS 15 *Revenue from Contracts with Customers*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

4. 重大會計政策資料(續)

(j) 存貨

存貨以成本值及可變現淨值兩者間之較低者列賬。成本乃基於加權平均數釐定。製成品及在製品成本包括原材料、直接勞工及適當比例的所有生產間接開支及分判承包費用(如適用)。可變現淨值為日常業務過程中的估計銷售價格減估計完成成本值及估計促成銷售所需的成本值。進行銷售所需的成本包括與銷售直接相關的增量成本及本集團為進行銷售所必須的非增量成本。

(k) 金融工具

當集團實體為工具合約條文之訂約方，則確認金融資產及金融負債。所有日常購買或出售之金融資產均按交易日基準確認及終止確認。日常購買或出售指按於市場規則或慣例確立之時限內交付資產之金融資產購買或出售。

金融資產及金融負債初步按公允值計量，惟源自客戶合約的應收貿易賬款則按照香港財務報告準則第15號客戶合約收益初步計量。收購或發行金融資產及金融負債直接應佔之交易成本將於初步確認時加入或自金融資產或金融負債公允值中扣除(如適當)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

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.

Interest which are derived from the Group's ordinary course of business are presented as revenue.

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.

4. 重大會計政策資料(續)

(k) 金融工具(續)

實際利息法是計算金融資產或金融負債的攤銷成本及於有關期間內攤分利息收入及利息開支的方法。實際利率為於金融資產或金融負債的預計年期或(如適當)較短期間內，將估計未來現金收款與付款(包括已付或已收之所有費用及點數，該等費用構成實際利率、交易成本及其他溢價或折讓之組成部分)準確貼現至初步確認之賬面淨值的利率。

本集團日常業務過程中產生之利息呈列為收益。

金融資產

金融資產之分類及後續計量

符合以下條件之金融資產隨後按攤銷成本計量：

- 在目標為收回合約現金流量之業務模式內持有之金融資產；及
- 合約條款為僅於特定日期產生支付本金及未償付本金之利息的現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Amortised cost and interest income

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

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, loan receivables, deposits and other receivables and cash and cash equivalents) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

金融資產之分類及後續計量(續)

攤銷成本及利息收入

就其後按攤銷成本計量之金融資產使用實際利息法確認利息收入。利息收入透過對金融資產賬面總值應用實際利率而計算，惟其後成為信貸減值之金融資產除外(見下文)。就其後成為信貸減值之金融資產而言，利息收入透過對金融資產自下一報告期起計之攤銷成本應用實際利率予以確認。倘信貸減值金融工具之信用風險改善，以致金融資產不再存在信貸減值，利息收入將於對金融資產在釐定資產不再存在信貸減值後之報告期開始起按賬面總值應用實際利率予以確認。

根據香港財務報告準則第9號須作減值評估之金融資產減值

本集團以預期信貸虧損(「預期信貸虧損」)模式，對根據香港財務報告準則第9號須作減值評估的金融資產(包括應收貿易賬款、應收貸款、按金及其他應收款項以及現金及銀行結餘)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用風險變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 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.

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.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

全期預期信貸虧損指因有關工具預期年期內所有可能違約事件造成的預期信貸虧損。相比之下，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期可能於報告日期後12個月內發生違約事件而產生的全期預期信貸虧損部分。根據本集團之過往信貸虧損經驗並調整應收款項特有的因素，一般經濟條件及評估報告日期的現有條件以及預測未來條件進行評估。

本集團始終就應收貿易賬款確認全期預期信貸虧損。

就所有其他工具而言，本集團計量相等於12個月預期信貸虧損的虧損撥備，除非信用風險自初始確認以來一直大幅上升，則本集團確認全期預期信貸虧損。評估應否確認全期預期信貸虧損乃視乎自初始確認以來出現違約的可能或風險是否大幅上升。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(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.

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;

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

(i) 信用風險大幅上升

評估信用風險自初始確認以來有否大幅上升時，本集團會比較於報告日期及於初步確認日期金融工具發生違約的風險。於進行評估時，本集團會考慮合理可靠的定量及定性資料，包括過往經驗及在毋需付出不必要的成本或努力即可獲得的前瞻性資料。

具體而言，評估信用風險有否大幅上升時會考慮以下資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信用風險的外部市場指標顯著惡化，例如信貸利差、債務人的信用違約掉期價格大幅上升；
- 業務、財務或經濟狀況的現存或預計不利變動，預期會導致債務人履行其債務責任的能力大幅下降；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

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

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

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.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

(i) 信用風險大幅上升(續)

- 債務人經營業績的實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境實際或預期出現重大不利變動而導致債務人履行其債務責任的能力大幅下降。

不論上述評估的結果如何，本集團假設當合約付款逾期超過30日時，信用風險自初始確認以來已大幅上升，除非本集團有合理可靠的資料顯示並非如此則作別論。

本集團定期監察用以確定信用風險有否大幅上升的標準之成效，並於適當時候作出修訂，從而確保有關標準能夠於款項逾期前確定信用風險大幅上升。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

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

(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; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

(ii) 違約的定義

當內部產生或自外部來源獲取的資料表明債務人不太可能向其債權人(包括本集團)全額償付，本集團認為就內部信用風險管理而言將發生違約事件。不論上述結果如何，倘金融資產逾期超過90日，則本集團亦認為發生違約事件，除非本集團有合理可靠資料可說明更寬鬆的違約標準更為合適，則作別論。

(iii) 信貸減值金融資產

倘發生對金融資產的估計未來現金流量有不利影響的一項或多項違約事件，則該金融資產出現信貸減值。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) 發行人或借款人出現重大財務困難；
- (b) 違反合約，如違約或逾期事件；
- (c) 借款人的貸款人因有關借款人出現財務困難的經濟或合約原因向借款人給予貸款人將不會另作考慮的特惠；或
- (d) 借款人可能面臨破產或進行其他財務重組。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 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, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(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 using a provision matrix taking into consideration historical credit loss experience and forward-looking information that is available without undue cost or effort.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

(iv) 撇銷政策

當有資料顯示交易對手出現嚴重財政困難，且並無收回可能性(例如交易對手遭清盤或已進入破產程序)，或當有關金額逾期超過兩年(就應收貿易賬款而言)(以較早者為準)，本集團會撇銷有關金融資產。對於已撇銷的金融資產可能仍然會執行本集團的收回程序，亦會於適當時考慮法律意見。撇銷構成終止確認事件。任何其後收回的金額會在損益中確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損的計量是違約可能性、違約虧損率(即出現違約時的損失幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行，並按前瞻性資料進行調整。預期信貸虧損的估計反映無偏頗並以相應權重所對應的違約風險釐定的概率加權金額。本集團在估計應收貿易賬款的預期信貸虧損時採用可行權宜方法，即在考慮到過往信貸虧損經驗的情況下，使用撥備矩陣，並根據毋需付出不必要的成本或努力即可獲得的前瞻性資料進行調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 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.

Lifetime ECL for certain trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

根據香港財務報告準則第9號須作減值評估之金融資產減值(續)

(v) 預期信貸虧損之計量及確認(續)

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，於初始確認時按釐定之實際利率進行貼現。

若干應收貿易賬款之全期預期信貸虧損乃按集體基準考慮，並考慮到逾期資料及相關信用資料，例如前瞻性的宏觀經濟資料。

本集團為集體評估制定組別時，將考慮以下特點：

- 逾期狀態；
- 債務人之性質、規模及行業；及
- 外部信貸評級(如有)。

管理層定期審閱各組別，以確保每個組別之組成繼續具有相若信用風險特徵。

利息收入乃按金融資產之賬面總值計算，除非金融資產存在信貸減值，在該情況下，利息收入按該金融資產之攤銷成本計算。

本集團透過調整金融工具的賬面值於損益中確認其減值收益或虧損，惟相應調整於虧損撥備賬中確認的應收貿易賬款除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial assets (Continued)

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.

Equity instruments

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

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities including trade payables, lease liabilities, loan from related parties and other payables and accruals are subsequently measured at amortised cost, using the effective interest method.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融資產(續)

終止確認金融資產

本集團僅於一項資產產生現金流量的合約權利到期時，或於其將金融資產以及該資產絕大部分的所有權風險及回報轉讓予其他實體時終止確認該項金融資產。

終止確認按攤銷成本計量之金融資產時，資產賬面值與已收及應收代價總和之差額於損益中確認。

金融負債及權益

債項及權益的分類

債項及權益工具乃根據合約安排之內容及金融負債與權益工具之定義分類為金融負債或權益。

權益工具

權益工具乃證明一間實體於扣減所有負債後在資產中擁有剩餘權益之任何合約。本公司發行之權益工具按已收所得款項扣除直接發行成本確認。

金融負債

所有金融負債其後使用實際利息法按攤銷成本計量。

金融負債(包括應付貿易賬款、租賃負債、來自關聯方之貸款以及其他應付款項及應計費用)其後使用實際利息法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(k) Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities (Continued)

Derecognition/modification 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.

When the contractual terms of a financial liability are modified, the Group assess whether the revised terms result in a substantial modification from original terms taking into account all relevant facts and circumstances including qualitative factors. If qualitative assessment is not conclusive, the Group considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received, and discounted using the original effective interest rate, is at least 10 per cent different from the discounted present value of the remaining cash flows of the original financial liability. Accordingly, such modification of terms is accounted for as an extinguishment, any costs or fees incurred are recognised as part of the gain or loss on the extinguishment. The exchange or modification is considered as non-substantial modification when such difference is less than 10 per cent.

For non-substantial modifications of financial liabilities that do not result in derecognition, the carrying amount of the relevant financial liabilities will be calculated at the present value of the modified contractual cash flows discounted at the financial liabilities' original effective interest rate. Transaction costs or fees incurred are adjusted to the carrying amount of the modified financial liabilities and are amortised over the remaining term. Any adjustment to the carrying amount of the financial liability is recognised in profit or loss at the date of modification.

4. 重大會計政策資料(續)

(k) 金融工具(續)

金融負債及權益(續)

金融負債(續)

金融負債之終止確認/修訂

本集團於且僅於本集團的責任獲履行、取消或已到期時終止確認金融負債。終止確認的金融負債賬面值與已付及應付代價之差額於損益中確認。

當金融負債的合約條款被修訂時，本集團在考慮到所有相關事實及情況(包括定性因素)後評估經修訂條款會否導致對原有條款的實質性改動。倘定性評估未能得出結論，本集團認為，倘根據新條款現金流量經貼現現值(包括任何已付費用減任何已收並使用原實際利率貼現的費用)與原金融負債剩餘現金流量經貼現值的差額為至少10%，則有關條款存在重大差異。因此，該條款的修訂入賬列作取消，由此產生的任何成本或費用於取消時確認為收益或虧損的一部分。倘有關差異少於10%時，則交換或修訂被視為非重大修訂。

對於不會導致終止確認的金融負債非重大修訂，相關金融負債的賬面金額將按經修訂合約現金流量的現值計算，並按金融負債原實際利率貼現。由此產生的交易成本或費用被調整至經修訂金融負債賬面值，並在剩餘期限內攤銷。對金融負債賬面值的任何調整均於修改日期於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(I) 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, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; 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. 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.

4. 重大會計政策資料(續)

(I) 現金及現金等值物

於綜合財務狀況報表呈列之現金及現金等值物包括：

- (a) 現金，其包括手頭現金及活期存款，不包括受監管限制而導致有關結餘不再符合現金定義之銀行結餘；及
- (b) 現金等值物，其包括短期（通常原到期日為三個月或更短）、可隨時轉換為已知數額現金且價值變動風險不大之高流動性投資。等同現金項目持作滿足短期現金承擔，而非用於投資或其他目的。

就綜合現金流量表而言，現金及現金等值物包括上文界定的現金及現金等值物。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income

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

Revenue from the manufacturing and sales of household products

Revenue from the manufacturing and sales of stainless steel furnishings products is recognised when control of the goods has transferred, being when the goods have been shipped to the customers' specific location (delivery). Following delivery, the customers have full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the 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.

4. 重大會計政策資料(續)

(m) 收益及其他收入

收益在產品或服務控制權按本集團預期有權獲取的約定代價金額(不包括代表第三方收取的該等金額)轉讓予客戶時確認。收益不包括增值稅或其他銷售稅，並經扣減任何貿易折讓。

生產及銷售家居產品之收益

當不鏽鋼傢具產品的控制權已轉移，即產品已運送到客戶指定地點(交付)時，確認產品的生產及銷售收益。交付後，客戶可全權酌情決定產品的分銷方式及銷售價格，並承擔轉售商品之主要責任及商品報廢及損失之風險。本集團於貨物交付予客戶時確認應收款項，原因是代價於到期付款前僅需待時間推移，而貨物交付予客戶之時為收取代價之權利成為無條件的時間點。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(a) *Game publishing service revenue*

The Group is a publisher of online games developed by third-party game developers. The Group licenses online games from game developers and earns game publishing service revenue by making a localized version of the licensed games and publishing them to the game players through distribution platforms, include online application stores (such as Google Play installed in mobile telecommunications devices), web-based and mobile game portals in certain countries and regions (collectively referred to as “Platforms”), including the Group’s websites.

The games licensed to the Group are operated under a free-to-play model whereby game players can play the games free of charge and are charged for the purchase of virtual tokens or other virtual items via payment channels, such as the various mobile carriers and third-party internet payment systems (collectively referred to as “payment channels”).

(i) Principal – agent consideration

Proceeds earned from selling virtual tokens and other virtual items are shared between the Group and game developers, with the amount paid to game developers generally calculated based on face value of virtual tokens or other virtual items determined by game developers, after deducting certain deductible fees, multiplied by a predetermined percentage for each game. The deductible fees are predetermined and negotiated game by game, including the fees paid to the payment channels and the Platforms, as well as the credit allowable for deduction for each game.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益

(a) *遊戲發行服務收益*

本集團為線上遊戲發行商，發行由第三方遊戲開發商開發的線上遊戲。本集團特許經營遊戲開發商的線上遊戲，並製作該等授權遊戲的本土化版本及透過分銷平台(包括網上應用程式商店(如安裝在移動電信設備中的Google Play)、若干國家及地區的網頁及移動遊戲門戶網站(統稱為「平台」，包括本集團網站))發行予遊戲玩家，由此賺取遊戲發行服務收益。

本集團獲授權的遊戲以免費任玩模式經營，據此，遊戲玩家可以免費任玩遊戲及在購買虛擬代幣或其他虛擬物品時透過付款渠道(如各種移動營運商及第三方互聯網支付系統(統稱為「付款渠道」))支付費用。

(i) 主要代理代價

透過銷售虛擬代幣及其他虛擬物品賺取的所得款項由本集團與遊戲開發商分攤，而支付予遊戲開發商的金額一般根據遊戲開發商釐定的虛擬代幣或其他虛擬物品的面值，經扣除一定的可抵扣費用，再乘以為各個遊戲預先釐定的百分比計算。可抵扣費用為預先釐定並按遊戲逐一進行協商，包括支付予付款渠道及平台的費用以及就各個遊戲可扣除的抵免額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(Continued)

(a) *Game publishing service revenue (Continued)*

(i) Principal agent consideration (Continued)

There were game license arrangements under which the Group takes primary responsibilities of game operation, including determining Platforms and payment channels, providing customer services, hosting game servers, if needed and controlling game and services specifications and pricing during the license period. Under this type of game license arrangement, the Group considered itself as a principal in this arrangement. Accordingly, the Group records the online game revenue from these third-party licensed game on a gross basis. Commission fees paid to Platforms and payment channels and amortisation of license fees paid to third-party game developer are recorded as cost of revenues.

When the Group acts as an agent, it recognises revenue on a net basis when the services are provided to the respective players.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益(續)

(a) *遊戲發行服務收益(續)*

(i) 主要代理代價(續)

曾有若干遊戲版權安排，據此本集團承擔於授權期間遊戲營運(包括釐定平台及付款渠道)、提供客戶服務、託管遊戲伺服器(如需要)、以及控制遊戲及服務規格和定價的主要責任。根據此類遊戲版權安排，本集團視其本身為該安排的主事人。故此，本集團以總額基準記錄來自該等第三方版權遊戲的線上遊戲收益。向平台及付款渠道支付的佣金費用及向第三方遊戲開發商支付的版權費攤銷，則入賬列為收益成本。

當本集團為代理人時，彼於向各名玩家提供服務時按淨額基準確認收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(Continued)

(a) *Game publishing service revenue (Continued)*

(ii) Timing of revenue recognition

For the purposes of determining when services have been provided to the respective players, the Group has distinguished between consumable virtual items and durable virtual items:

- consumable virtual items represent items that are extinguished after consumption in the form of fixed charges levied on each round of games played. The paying players will not continue to benefit from the virtual items thereafter. Revenue is recognised at the point in time when the items are consumed.
- Durable virtual items represent items that are accessible and beneficial to paying players over an extended period of time. Revenue is recognised ratably over time by the average life of durable virtual items for the applicable game, which the Group makes best estimates to be average playing period of paying players (“Player Relationship Period”).

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益(續)

(a) *遊戲發行服務收益(續)*

(ii) 收益確認時間

為確定向各玩家提供服務的時間，本集團已就消耗類虛擬物品及耐用類虛擬物品進行區分：

- 消耗類虛擬物品是指按每回所玩遊戲收取固定費用的形式於耗用後不再存在的物品。付費玩家此後不會繼續得益於虛擬物品。收益乃於物品被耗用時的某一時間點確認。
- 耐用類虛擬物品是指付費玩家可長時期取用及獲益的物品。收益於適用遊戲的耐用類虛擬物品的平均可用時期(為本集團就付費玩家平均玩遊戲期間所作的最佳估算，「玩家關係期」)內隨時間推移按比例確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(Continued)

(a) *Game publishing service revenue (Continued)*

(ii) Timing of revenue recognition (Continued)

The Group estimates the Player Relationship Period on a game-by-game basis and reassesses such periods semi-annually. If there is insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, it estimates the Player Relationship Period based on other similar types of games developed by the Group or by third-party developers until the new game establishes its own patterns and history. The Group considers the games profile, target audience, and its appeal to players of different demographics groups in estimating the Player Relationship Period.

If the Group does not have the ability to differentiate revenue attributable to durable virtual items from consumable virtual items for a specific game, the Group recognises revenue from both durable and consumable virtual items for that game ratably over the Player Relationship Period.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益(續)

(a) *遊戲發行服務收益(續)*

(ii) 收益確認時間(續)

本集團按個別遊戲逐一估算玩家關係期，並每半年重估有關期限。倘並無足夠的數據來確定玩家關係期，例如新發佈的遊戲，則根據由本集團或第三方開發商開發的其他相類遊戲估算玩家關係期，直至新遊戲建立其本身的模式和歷史。在估算玩家關係期時，本集團考慮遊戲概況、目標玩家，以及遊戲對於不同人口組別玩家的吸引力。

倘本集團無法就特定遊戲從消耗類虛擬物品中區分耐用類虛擬物品的應佔收益，則本集團會於玩家關係期內按比例確認該遊戲來自耐用及消耗類虛擬物品的收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(Continued)

(b) *Royalty income*

The Group receives royalty income from third-party licensee in exchange for the exclusive operation of the Group's licensed games in certain region. The royalty fee includes a monthly minimum fee and an additional fee during the contracted license period, which is determined based on an agreed percentage of sales of the licensee when it exceeds the monthly minimum fee in that month. The monthly minimum fee is recognised ratably over time by the contracted license period. The additional fee is recognised when the actual agreed percentage of sales of the licensee exceeds the agreed monthly minimum fee in that month.

(c) *Contract liabilities and contract costs*

For game publishing service revenues, contract liabilities primarily consist of the unamortised revenue from sales of virtual tokens and virtual items for web-based games and mobile games, where there is still an implied obligation to be provided by the Group and will be recognised as revenue when all of the revenue recognition criteria are met.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益(續)

(b) 專利權費收入

本集團自獲授權第三方收取專利權費收入，以換取於若干地區獨家運營本集團的授權遊戲。專利權費包括每月最低費用及合約授權期間的額外費用，倘其於當月超過每月最低費用，則額外費用根據獲許可人之銷售額的協定百分比釐定。每月最低費用於合約授權期間隨時間推移按比例確認。額外費用則於獲許可人之銷售額的實際協定百分比於當月超過協定每月最低費用時確認。

(c) 合約負債及合約成本

就遊戲發行服務收益而言，合約負債主要包括來自銷售網頁遊戲及手機遊戲之虛擬代幣及虛擬物品之未攤銷收益，而本集團隨著時間仍有隱含責任提供該等物品，當達致所有收益確認標準時，將被確認為收益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from online games business

(Continued)

(c) *Contract liabilities and contract costs* *(Continued)*

Contract costs are mainly related to contract acquisition costs, which primarily consist of unamortised commission costs charged by distribution platforms. The Group recognises contract costs in relation to commission charged by distribution platforms, which meet contract acquisition cost criteria as an incremental cost of acquiring a customer contract. They are capitalised as contract acquisition costs and amortised over their respective Player Relationship Periods, which is consistent with the pattern of recognition of the associated revenue.

Revenue from esports business

(a) *Merit awards for esports competitions*

The payments to merit awards for esports competitions based on final position and performance are variable consideration as they are contingent on achieving certain performance goals. Such merit payments are recognised over time over the season at an amount that is highly probable of not being reversed when the uncertainty is resolved.

(b) *Live streaming*

Live streaming revenue are recognised on a straight-line basis over the contractual term of the agreement.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自線上遊戲業務的收益(續)

(c) 合約負債及合約成本(續)

合約成本主要與獲取合約成本有關，而後者主要包括分銷平台所收取的未攤銷佣金成本。本集團就分銷平台收取的佣金確認合約成本，而該等成本作為取得客戶合約的增量成本符合獲取合約成本的條件。該等成本資本化成為獲取合約成本並於各自的玩家關係期內攤銷，符合相關收益的確認模式。

來自電子競技業務的收益

(a) 電子競技比賽的優異獎

由於根據最終名次及表現支付電子競技比賽優異獎取決於達成若干表現目標，故為可變的考慮因素。有關優異獎款項按賽季隨時間確認，在不確定因素已解決的情況下，金額很大可能不獲撥回。

(b) 線上直播

線上直播收益以直線法於協議合約年期內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Revenue and other income (Continued)

Revenue from cloud computing and data storage

(a) *Cryptocurrency mining*

The Group is engaged in the provision of transaction verification services within cryptocurrency networks, commonly termed “cryptocurrency mining”. As consideration for these services, the Group receives non-cash consideration in the form of cryptocurrency from each specific network in which the Group participates and from the customers of the Group. Revenue is measured based on the fair value of the cryptocurrencies earned. The fair value is determined using the spot price of the cryptocurrencies on the date of earned. A cryptocurrency is considered earned at the point in time on the completion and addition of a block to the blockchain, at which time the economic benefit is received and can be reliably measured.

(b) *Leasing of machines to customers to engage in cryptocurrency mining*

The Group is engaged in the leasing of machines to customers to engage in cryptocurrency mining. The Group receives non-cash consideration in the form of cryptocurrency consideration calculated as certain agreed percentage of the cryptocurrency earned by the customers through their cryptocurrency mining activities using these leased machines during the lease period. These variable lease payments are recognised as income in the accounting period in which they are earned.

4. 重大會計政策資料(續)

(m) 收益及其他收入(續)

來自雲計算及數據儲存的收益

(a) *加密貨幣開採*

本集團從事在加密貨幣網絡內提供交易驗證服務，通常稱為「加密貨幣開採」。作為該等服務的代價，本集團自本集團參與的每個特定網絡及向本集團客戶收取加密貨幣形式的非現金代價。收入乃根據獲得的加密貨幣的公允值計量。公允值乃使用獲得加密貨幣當日的現貨價格釐定。加密貨幣被認為在區塊鏈完成並添加區塊時的某一時間點賺取，屆時將獲得經濟利益並能夠可靠地計量。

(b) *向客戶租出開採加密貨幣的機器*

本集團從事向客戶租出開採加密貨幣的機器。本集團收取加密貨幣代價形式的非現金代價，按客戶於租賃期內使用該等租賃機器進行加密貨幣開採活動所賺取的加密貨幣的若干協定百分比計算。該等可變租賃付款於賺取有關款項的會計期間確認為收入。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(n) Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. When a fair value gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is also recognised in profit or loss. When a fair value gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is also recognised in other comprehensive income. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

4. 重大會計政策資料(續)

(n) 外幣

於編製各個別集團實體之財務報表時，以該實體之功能幣以外的貨幣(外幣)進行之交易按交易日適用之匯率換算確認。以外幣計值之貨幣項目於報告期末按該日之適用匯率重新換算。以外幣計值按公允值列賬之非貨幣項目按公允值釐定當日之適用匯率重新換算。倘非貨幣項目之公允值收益或虧損於損益中確認，該收益或虧損的任何匯兌部分亦會於損益中確認。倘非貨幣項目之公允值收益或虧損於其他全面收益中確認，該收益或虧損的任何匯兌部分亦會於其他全面收益中確認。以外幣計值按歷史成本計量之非貨幣項目則不會重新換算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(n) Foreign currencies (Continued)

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

4. 重大會計政策資料(續)

(n) 外幣(續)

結算貨幣項目及換算貨幣項目產生的匯兌差額於其產生期間在損益中確認。

就綜合財務報表之呈報而言，本集團業務的資產及負債按各報告期末之適用匯率換算成本集團之呈列貨幣(即港元)。收入及開支項目則按有關期間之平均匯率換算，惟倘該期間之匯率出現重大波動，則按交易當日之適用匯率換算。任何匯兌差額(如有)於其他全面收益確認，並於權益中的外幣匯兌儲備項下累計(於適當情況下歸屬於非控股權益)。

出售海外業務(即出售本集團於海外業務之全部權益，或出售涉及失去包括海外業務之附屬公司之控制權，或部分出售於包括海外業務之合營安排或於聯營公司的權益(其保留權益成為金融資產))時，就本公司擁有人應佔業務於權益累計的所有匯兌差額乃重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(o) Employee benefits

(i) Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. In determining the present value of the Group's defined benefit obligations and the related current service cost and, where applicable, past service cost, the Group attributes benefit to periods of service under the plan's benefit formula. However, if an employee's service in later years will lead to a materially higher level of benefit than earlier years, the Group attributes the benefit on a straight-line basis from:

- (a) the date when service by the employee first leads to benefits under the plan (whether or not the benefits are conditional on further service) until
- (b) the date when further service by the employee will lead to no material amount of further benefits under the plan, other than from further salary increases.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

4. 重大會計政策資料(續)

(o) 僱員福利

(i) 退休福利成本

向界定供款退休福利計劃所作之供款於僱員提供服務而有權獲得有關供款時確認為開支。

就界定福利退休金計劃(包括香港僱傭條例項下之長期服務金)而言，提供福利成本按預算單位信貸法釐定，並於各年度報告期末進行精算估值。於釐定本集團界定福利責任之現值及相關即期服務成本及(倘適用)過往服務成本時，本集團根據計劃福利公式將福利歸屬於服務期間。然而，倘僱員於未來數年之服務將帶來明顯高於先前年度之福利水平，則本集團將於以下期間將福利按直線法歸屬：

- (a) 僱員提供之服務首次帶來計劃項下之福利(不論該福利是否以繼續服務為條件)之日；直至
- (b) 僱員繼續服務不會帶來計劃項下重大額外福利(進一步加薪除外)之日。

重新計量包括精算盈虧、資產上限變動之影響(如適用)及計劃資產(不包括利息)之回報，於其產生期間即時於綜合財務狀況報表反映，支出或計入於其他全面收益確認。於其他全面收益所確認之重新計量即時於保留盈利反映，並將不會重新分類至損益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(o) Employee benefits (Continued)

(i) Retirement benefit costs (Continued)

Past service cost is recognised in profit or loss in the period of a plan amendment or curtailment and a gain or loss on settlement is recognised when settlement occurs. When determining past service cost, or a gain or loss on settlement, an entity shall remeasure the net defined benefit liability or asset using the current fair value of plan assets and current actuarial assumptions, reflecting the benefits offered under the plan and the plan assets before and after the plan amendment, curtailment or settlement, without considering the effect of asset ceiling (i.e. the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan).

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. However, if the Group remeasures the net defined benefit liability or asset before plan amendment, curtailment or settlement, the Group determines net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the benefits offered under the plan and the plan assets after the plan amendment, curtailment or settlement and the discount rate used to remeasure such net defined benefit liability or asset, taking into account any changes in the net defined benefit liability or asset during the period resulting from contributions or benefit payments.

4. 重大會計政策資料(續)

(o) 僱員福利(續)

(i) 退休福利成本(續)

過往服務成本於計劃修訂或縮減期間於損益確認，而結算之收益或虧損於結算發生時確認。於釐定過往服務成本或結算之收益或虧損時，實體應使用計劃資產的當前公允值及當前精算假設重新計量界定福利負債或資產淨額，以反映計劃修訂、縮減或結算前後根據計劃提供之福利及計劃資產，而不考慮資產上限之影響(即以計劃退款或計劃未來供款減少之形式提供的任何經濟利益之現值)。

利息淨額於期初通過對界定福利負債或資產淨額採用貼現利率而計算。然而，倘本集團於計劃修訂、縮減或結算前重新計量界定福利負債或資產淨額，則本集團使用計劃修訂、縮減或結算後根據計劃提供的福利及計劃資產及重新計量有關界定福利負債或資產淨額之貼現率，以釐定計劃修訂、縮減或結算後餘下年度報告期間的利息淨額，並考慮供款或福利付款導致該期間界定福利負債或資產淨額之任何變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(o) Employee benefits (Continued)

(i) Retirement benefit costs (Continued)

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- net interest expense or income; and
- remeasurement.

The retirement benefit obligation recognised in the consolidated statement of financial position represents the actual deficit or surplus in the Group's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Discretionary contributions made by employees or third parties reduce service cost upon payment of these contributions to the plan.

When the formal terms of the plans specify that there will be contributions from employees or third parties, the accounting depends on whether the contributions are linked to service, as follows:

- If the contributions are not linked to services (for example contributions are required to reduce a deficit arising from losses on plan assets or from actuarial losses), they are reflected in the remeasurement of the net defined benefit liability or asset.

4. 重大會計政策資料(續)

(o) 僱員福利(續)

(i) 退休福利成本(續)

界定福利成本分類如下：

- 服務成本(包括現時服務成本、過往服務成本以及縮減及結算時之收益及虧損)；
- 利息開支或收入淨額；及
- 重新計量。

綜合財務狀況報表內確認的退休福利責任指本集團界定福利計劃之實際虧絀或盈餘。由此計算產生的任何盈餘將不多於以計劃退款或計劃未來供款減少之形式提供的任何經濟利益之現值。

僱員或第三方作出之酌情供款於支付向計劃供款時減少服務成本。

倘計劃之正式條款訂明僱員或第三方將作出供款，則會計取決於供款是否與服務有關，如下：

- 倘供款與服務無關(例如供款被要求減少源自計劃資產虧損或實際虧損之虧絀)，則供款於重新計量界定福利負債或資產淨額中反映。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(o) Employee benefits (Continued)

(i) Retirement benefit costs (Continued)

- If contributions are linked to services, they reduce service costs. For the amount of contribution that is dependent on the number of years of service, the Group reduces service cost by attributing the contributions to periods of service using the attribution method required by HKAS 19 paragraph 70 for the gross benefits. For the amount of contribution that is independent of the number of years of service, the Group reduces service cost in the period in which the related service is rendered.

(ii) Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

(iii) Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

4. 重大會計政策資料(續)

(o) 僱員福利(續)

(i) 退休福利成本(續)

- 倘供款與服務有關，則供款減少服務成本。就與服務年期有關之供款金額而言，本集團根據香港會計準則第19號第70段規定有關福利總額之供款方式將供款歸屬至服務期間以減少服務成本。就與服務年期無關之供款金額而言，本集團減少提供相關服務期間之服務成本。

(ii) 終止僱用福利

終止僱用福利的負債於集團實體不能取消提供終止僱用福利時及其確認任何有關重組成本時(以較早者為準)確認。

(iii) 短期及其他長期僱員福利

短期僱員福利按在僱員提供服務時預期支付的福利的未貼現金額確認。所有短期僱員福利均被確認為開支，除非另有香港財務報告準則要求或允許在資產成本中納入福利。

經扣除任何已付金額後，僱員應得的福利(例如工資及薪金、年假及病假)確認為負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(o) Employee benefits (Continued)

(iii) Short-term and other long-term employee benefits (Continued)

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

(p) Share-based payments

Equity-settled share-based payment transactions

Shares/Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share-based payments reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share-based payments reserve. For shares/share options that vest immediately at the date of grant, the fair value of the shares/share options granted is expensed immediately to profit or loss.

4. 重大會計政策資料(續)

(o) 僱員福利(續)

(iii) 短期及其他長期僱員福利(續)

就其他長期僱員福利確認之負債按本集團就僱員截至報告日期止所提供服務預期將作出之估計未來現金流出之現值計量。因服務成本、利息及重新計量而產生之負債賬面值的任何變動於損益確認，惟倘另一項香港財務報告準則規定或允許將該等項目納入資產成本則作別論。

(p) 以股份為基礎的付款

以權益結算並以股份為基礎的付款交易

向僱員授出股份／購股權

向僱員及提供類似服務之其他人士作出之以權益結算並以股份為基礎的付款乃按授出日期股本工具之公允值計算。

於授出日期釐定以權益結算並以股份為基礎的付款之公允值(並無計及所有非市場歸屬條件)，根據本集團估計最終將會歸屬之股本工具以直線法於歸屬期支銷，並對權益作相應增加(以股份為基礎的付款儲備)。於各報告期末，本集團根據對所有相關非市場歸屬條件之評估修訂其預期歸屬之股本工具數目之估計。修訂該原有估計之影響(如有)在損益內確認，致使累計開支反映經修訂估計，並對以股份為基礎的付款儲備作相應調整。就於授出日期立即歸屬之股份／購股權而言，所授股份／購股權公允值立即於損益內支銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(p) Share-based payments (Continued)

Equity-settled share-based payment transactions (Continued)

Shares/Share options granted to employees (Continued)

When share options are exercised, the amount previously recognised in share-based payments reserve will be transferred to share premium. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share-based payments reserve will be transferred to retained profits.

(q) Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

(r) Government grants

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

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

4. 重大會計政策資料(續)

(p) 以股份為基礎的付款(續)

以權益結算並以股份為基礎的付款交易(續)

向僱員授出股份／購股權(續)

於購股權獲行使時，先前於以股份為基礎的付款儲備確認之款項將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未行使時，先前於以股份為基礎的付款儲備確認之款項將轉撥至保留溢利。

(q) 借貸成本

借貸成本在產生期間於損益內確認。

(r) 政府津貼

政府津貼於有合理保證本集團將遵守有關附帶條件及將可獲取有關津貼時予以確認。

作為已產生開支或虧損的應收補償或用作給予本集團即時財務資助目的而無未來相關成本的收入相關政府補貼，於成為應收款項的期間內於損益內確認。有關補貼於其他收益項下呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(s) 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/(loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit 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.

4. 重大會計政策資料(續)

(s) 稅項

所得稅開支為即期及遞延所得稅開支的總和。

即期應付稅項乃根據年內應課稅溢利計算。由於計入其他年度應課稅或可扣減收入或開支項目以及毋須課稅或不可扣減的項目，應課稅溢利有別於除稅前溢利／(虧損)。本集團即期稅項負債乃採用於報告期末已頒佈或實質上已頒佈稅率計算。

遞延稅項按綜合財務報表內資產與負債賬面值與計算應課稅溢利時所採用相應稅基之間的暫時差額予以確認。遞延稅項負債一般會就所有應課稅暫時性差額確認。遞延稅項資產一般會於可能出現應課稅溢利以抵銷該等可扣減暫時差額時就所有可扣減暫時差額確認。倘該暫時差額乃源自一項交易(業務合併除外)中初始確認資產與負債，而該差額並無影響應課稅溢利或會計溢利及於交易時並無產生相等的應課稅及可扣減暫時差額，則不會確認該等遞延稅項資產與負債。此外，倘暫時差額來自初始確認商譽，則不會確認遞延稅項負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(s) Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

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. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4. 重大會計政策資料(續)

(s) 稅項(續)

遞延稅項負債就於附屬公司及聯營公司的投資有關的應課稅暫時性差額確認，惟本集團可控制暫時差額撥回，且有關暫時差額可能不會於可預見未來撥回則除外。與該等投資及權益有關的可扣減暫時差額產生的遞延稅項資產，僅於可能存在充足應課稅溢利而須動用暫時差額利益，且彼等預期於可預見未來撥回時方會確認。

遞延稅項資產賬面值於報告期末予以檢討，並削減至不可能再有足夠應課稅溢利用於收回全部或部分資產為止。

遞延稅項資產及負債乃依據預期應用於清償負債或變現資產期間使用的稅率計量，該稅率根據報告期末已頒佈或實質上已頒佈稅率(及稅法)計算。

遞延稅項負債及資產計量反映本集團在報告期末預期可以收回或清償其資產及負債的賬面值方式將會產生的稅務後果。

即期及遞延稅項於損益內確認，惟與其他全面收益中或直接於權益中確認項目有關者除外。在此情況下，即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘即期稅項或遞延稅項因業務合併的初步會計處理產生，則有關稅務影響計入業務合併的會計處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(t) Provisions and contingent liabilities

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

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 4, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

4. 重大會計政策資料(續)

(t) 撥備及或然負債

當本集團因過去的事件負上現有的法律或推定責任，而在履行責任的過程中，很有可能需要付出經濟利益並能作出可靠的估計時，則對該等在時間或金額上未確定的負債確認撥備。當金錢時間價值影響重大時，撥備則以預計履行責任時所需支出之現值列賬。

如需要付出經濟利益的機會不大，或所涉及的金額未能可靠地估計時，除非付出經濟利益的可能性極微，否則該等責任會披露為或然負債。如責任的存在僅取決於一件或多件事件將來發生與否時，除非付出經濟利益的可能性極微，否則該等可能的責任亦會披露為或然負債。

5. 重要會計判斷及估計不明確因素之主要來源

於應用附註4所述的本集團會計政策時，本公司董事須對未能依循其他途徑取得的資產及負債賬面價值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及其他視為相關的因素作出。實際結果可能有別於該等估計。

本集團持續檢討估計及相關假設。倘修訂會計估計僅影響某一期間，則於修訂有關估計的期間內確認修訂，或倘修訂影響本期間及未來期間，則於作出修訂的期間及未來期間確認有關修訂。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

Principal versus agent consideration for online game business

Pursuant to game publishing and operation arrangements signed between the Group and the third-party game developers or Platforms, the Group's responsibilities in publishing and operating the licensed games vary for each game. The determination of whether to record these revenues using gross or net basis is based on an assessment of various factors, including but not limited to whether the Group (i) is the primary obligor to the game developers and game players in the arrangements; (ii) has latitude in establishing the selling price of virtual items; (iii) changes the products or performs part of the services; (iv) has involvement in the determination of product and service specifications; and (v) has the right to determine secondary Platforms.

5. 重要會計判斷及估計不明確因素之主要來源(續)

(a) 應用會計政策之重要判斷

於應用本集團會計政策之過程中，本公司董事已作出以下對綜合財務報表所確認數額具最重大影響之重要判斷(惟該等涉及估計者除外，詳見下文)。

委託人與代理的線上遊戲業務之代價

根據本集團與第三方遊戲開發商或平台之間所訂立之遊戲發佈及經營安排，本集團在發佈及經營授權遊戲之責任因遊戲而異。決定使用總額或淨額基準將有關收益入賬，乃以多項因素之評估為基準，包括但不限於本集團(i)在安排中是否遊戲開發商及遊戲玩家之第一責任方；(ii)是否有訂定虛擬物品售價之自由；(iii)是否更改產品或履行部份服務；(iv)是否曾參與決定產品及服務規格；及(v)是否有權釐定二線平台。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) 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.

Impairment of property, plant and equipment and intangible assets other than goodwill

Property, plant and equipment and intangible assets other than goodwill are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the assets belong, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of cash generating units, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the recoverable amounts.

5. 重要會計判斷及估計不明確因素之主要來源(續)

(b) 估計不明朗因素之主要來源

以下為於報告期結束時對未來及其他估計不明朗因素之主要來源的主要假設，可能對下個財政年度內的資產及負債的賬面值造成重大調整之重大風險。

物業、廠房及設備及無形資產(商譽除外)減值

物業、廠房及設備以及無形資產(商譽除外)按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須作出判斷及估計，尤其是評估：(1)是否已發生或有任何跡象顯示可能影響資產價值的事件；(2)資產的賬面價值是否能夠以可收回金額(如為使用價值)支持，即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。倘無法估計個別資產之可收回金額，則本集團會估計資產所屬現金產生單位之可收回金額，包括在能夠確定合理及一致的分配基準的情況下的企業資產分配，否則，可收回金額按已分配相關企業資產的現金產生單位的最小組別釐定。更改有關假設及估計(包括現金流量預測中的貼現率或增長率)，可對可收回金額產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

Impairment of property, plant and equipment and intangible assets other than goodwill (Continued)

As at 31 December 2023, the carrying amounts of property, plant and equipment and intangible assets other than goodwill subject to impairment assessment were approximately HK\$16,120,000 and HK\$7,114,000 (2022: HK\$36,007,000 and HK\$65,185,000) respectively, after taking into account the impairment losses of approximately HK\$Nil and HK\$34,460,000 (2022: HK\$20,389,000 and HK\$Nil) respectively in respect of property, plant and equipment and intangible assets other than goodwill that have been recognised. Details of the impairment of property, plant and equipment and intangible assets other than goodwill are disclosed in Notes 18 and 21 respectively.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating unit to which goodwill has been allocated. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate the present value. Where the actual future cash flows are less than the expected, or changes in facts and circumstances which result in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or further impairment loss may arise.

As at 31 December 2023, the carrying amount of goodwill was HK\$Nil (2022: approximately HK\$2,982,000). Details of the impairment loss calculation are provided in Note 20.

5. 重要會計判斷及估計不明確因素之主要來源(續)

(b) 估計不明朗因素之主要來源(續)

物業、廠房及設備及無形資產(商譽除外)減值(續)

於二零二三年十二月三十一日，經計及已確認的物業、廠房及設備以及無形資產(商譽除外)減值虧損分別約零港元及34,460,000港元(二零二二年：20,389,000港元及零港元)後，須進行減值評估的物業、廠房及設備以及無形資產(商譽除外)的賬面價值分別約為16,120,000港元及7,114,000港元(二零二二年：36,007,000港元及65,185,000港元)。物業、廠房及設備以及無形資產(商譽除外)減值詳情分別於附註18及21披露。

商譽的減值

在決定商譽是否要減值時，需要估計商譽分攤至之現金產生單位的使用價值。使用價值的計算需要本集團估計通過現金產生單位預計所產生的未來現金流量和適當的貼現率以計算現值。倘若實際未來現金流量低於預期，或相關事實及情況發生變化，導致未來現金流量下調或貼現率上調，則可能產生重大減值虧損或進一步減值虧損。

於二零二三年十二月三十一日，商譽之賬面值為零港元(二零二二年：約2,982,000港元)。計算減值虧損之詳情載於附註20。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

Fair value of investment properties

The Group appointed an independent professional valuers to assess the fair value of the investment properties. The determination of the fair value involves certain assumptions of market conditions that are set out in Note 7.

In relying on the valuation report, the directors have exercised their judgement and are satisfied that the method of valuation is reflective of the current market conditions.

Whilst the Group considers valuations of the Group's investment properties are the best estimates, change in assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or losses reported in the consolidated financial statements.

The carrying amount of investment properties as at 31 December 2023 was approximately HK\$19,169,000 (2022: HK\$20,496,000).

5. 重要會計判斷及估計不明確因素之主要來源(續)

(b) 估計不明朗因素之主要來源(續)

投資物業公允值

本集團已委聘一名獨立專業估值師對投資物業之公允值進行評估。釐定公允值時涉及若干對市況的假設(如附註7所載)。

根據估值報告，董事已行使其判斷，並信納該估值方法足以反映當前之市況。

儘管本集團認為對本集團投資物業的估值為最佳估計，但假設之變動可能會導致本集團投資物業之公允值變動，繼而需要對綜合財務報表所呈報之損益金額作出相應調整。

於二零二三年十二月三十一日，投資物業之賬面價值約為19,169,000港元(二零二二年：20,496,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(b) Key sources of estimation uncertainty (Continued)

Provision of ECL for trade receivables

The Group makes loss allowances on trade receivables based on various factors including the past due status of the receivables, past default experience, qualitative creditworthiness, collateral values and forward-looking macroeconomic scenarios and economic inputs. The assessment of ECL on receivables involves high degree of estimation uncertainty and is sensitive to changes in estimates. Where the expectations are different from the original estimates, such differences will impact the carrying amounts of receivables and the allowance for credit losses on receivables recognised in the years in which such estimates have been changed.

In addition, the Group uses practical expedient in estimating ECL on certain trade receivables which are not assessed individually using a provision matrix. 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.

Further information is disclosed in Note 6.3(b) to the consolidated financial statements.

5. 重要會計判斷及估計不明確因素之主要來源(續)

(b) 估計不明朗因素之主要來源(續)

應收貿易賬款的預期信貸虧損撥備

本集團根據應收款項的逾期狀況、過往的違約經驗、定性信譽度、抵押品價值及前瞻性的宏觀經濟情景及經濟投入等多種因素，為應收貿易賬款計提虧損撥備。應收款項預期信貸虧損的評估涉及估計的高度不確定性，並且對估計的變化敏感。倘期望與原本的估計不同，則相關差異會影響到相關估計變動的年度所確認的應收款項賬面金額及應收款項信貸虧損撥備。

此外，本集團使用實際權宜法估計並非單獨使用撥備矩陣評估的若干應收貿易賬款的預期信貸虧損。撥備率按債務人(按不同債務人分組)賬齡並經考慮本集團過往違約率及毋須花費不必要成本及精力可取得的合理且有理據支持的前瞻性資料而釐定。於各報告日期，本集團會重新評估過往觀察到的違約率並考慮前瞻性資料的變動。

更多資料於綜合財務報表附註6.3(b)披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES

The Group operates in six major business segments in which cloud computing and data storage and online game carry distinct risks related to its business model and correlation with the macroeconomic environment since cryptocurrency transactions and blockchain technology are involved.

6.1 Business development and the associated risks

The Group has tapped into the blockchain games and metaverse sector since 2022 and continue to invest resources to further explore the blockchain game and metaverse market. A large-scale universe park with various theme planets — Metasens is built which will include the feature of NFTs market place and blockchain wallet.

Management considers the risks and uncertainties associated with cryptocurrency and blockchain technology largely related to information technology, safe keeping of cryptocurrency, fluctuation of cryptocurrency prices, compliance, and the ever-evolving nature of the markets. As the industry continues to grow, the Group has been implementing an operational infrastructure to support business development and growth. These initiatives include expanding IT infrastructure and hiring additional management personnel with an emphasis on experience in legal, regulatory, compliance, risk, financial reporting, operation and technology development.

6.2 Risk management of business segments involving cryptocurrency and blockchain technology

(i) Regulatory risk in relevant jurisdictions

With the Group continuing to expedite the development of Metasens actively, the operation may require the Group or its subsidiaries to apply for and hold further regulatory licenses, authorisation or permits due to potential regulation for virtual asset trading platform in Hong Kong.

6. 風險披露

本集團運營六個主要業務分部，由於涉及加密貨幣交易及區塊鏈技術，其中雲計算、數據儲存及線上遊戲存在與其業務模式及宏觀經濟環境相關的較為明顯的風險。

6.1 業務發展及相關風險

自二零二二年以來，本集團已進入區塊鏈遊戲及元宇宙領域，並繼續投入資源進一步開拓區塊鏈遊戲及元宇宙市場。一個擁有各種主題星球的宇宙大型遊樂園Metasens即將建成，其中將包括NFT交易市集及區塊鏈錢包。

管理層考慮與加密貨幣及區塊鏈科技相關的風險及不確定性，主要與資訊技術、加密貨幣安全存儲、加密貨幣價格波動、合規性以及市場不斷變動的特徵有關。隨著行業持續增長，本集團一直實施基礎設施運營以支持業務發展及增長。該等舉措包括擴大互聯網技術基礎設施並招聘更多具備法律、監管、合規、風險、財務報告、運營以及技術開發方面經驗的管理人員。

6.2 涉及加密貨幣及區塊鏈技術的業務分部的風險管理

(i) 相關司法管轄區的監管風險

隨著本集團繼續積極加快Metasens的發展，由於香港對虛擬資產交易平台的潛在監管，運營可能要求本集團或其附屬公司申請並持有更多監管許可證、授權或批准。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.2 Risk management of business segments involving cryptocurrency and blockchain technology (Continued)

(i) Regulatory risk in relevant jurisdictions (Continued)

To manage the enhanced risks and potential compliance frameworks associated with licensing, the Group has expended substantial resources to build a strong team of experienced legal, risk and compliance professionals, who are responsible for oversight of all business activities with respect prevailing and potential regulatory frameworks applicable to the Group.

(ii) Risk related to safekeeping of asset

The Group maintains cryptocurrency in both “hot” (connected to the internet) and “cold” (not connected to the internet) wallets. “Hot” wallets are more susceptible to cyber-attacks or potential theft due to the fact they are connected to the public internet.

To mitigate such risks, the Group has implemented guidelines and risk control protocols to adjust the level of cryptocurrency maintained in “hot” wallets required to facilitate settlement. The Group has developed a proprietary cryptocurrency wallets solution with comprehensive security controls and risk mitigation processes in place. Control procedures cover wallet generation, day-to-day wallet management and security, as well as monitoring and safeguarding of the Group’s “hot” and “cold” wallets and public and private keys.

6. 風險披露(續)

6.2 涉及加密貨幣及區塊鏈技術的業務分部的風險管理(續)

(i) 相關司法管轄區的監管風險(續)

為了管理與許可相關的增強風險及潛在的合規框架，本集團花費大量資源建立一支由經驗豐富的法律、風險及合規專業人員組成的強大團隊，負責監督所有業務活動，遵守適用於本集團的現行及潛在監管框架。

(ii) 與資產安全存儲相關的風險

本集團在「熱」(連接到互聯網)及「冷」(未連接到網絡)錢包中都持有加密貨幣。「熱」錢包由於連接到公共互聯網，更容易遭受網絡攻擊或潛在的盜竊。

為了降低該等風險，本集團已實施指導方針及風險控制協議，以調整「熱」錢包中維護的加密貨幣水準並方便結算。本集團已開發專有的加密貨幣錢包解決方案，並制定全面的安全控制及減少風險的流程。控制流程涵蓋錢包生成、日常錢包管理及安全，對本集團「熱」錢包和「冷」錢包以及公開金鑰和私密金鑰的監控和保護。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.2 Risk management of business segments involving cryptocurrency and blockchain technology (Continued)

(iii) Risks related to source of funds and anti-money laundering

Cryptocurrencies are exchangeable directly between parties through decentralised networks that allow anonymous transactions, such transactions create complex technical challenges with respect to issues such as identification of parties involved and asset ownership.

To mitigate such risks, the Group has implemented policies and procedures for AML and Know-Your-Client (“KYC”) that are initiated during the client acceptance process and are applied by way of continuous monitoring and reporting. In enhancing these policies and procedures, we have considered industry best-practice, respective regulatory requirements, and Financial Action Task Force (“FATF”) recommendations and guidance as the industry moves towards regulation.

(iv) Technology leakage risk

The Group’s developing metaverse platform lies in its blockchain-related technology IP and trade secrets. Should its IP and trade secret be compromised, the Group could face risks in its ability to remain competitive and execute its strategy.

Technology leakage risks are mitigated by controls of information, ability to defend against intrusion into the Group’s technology infrastructure, protection and prevention of leakage of sensitive data.

6. 風險披露(續)

6.2 涉及加密貨幣及區塊鏈技術的業務分部的風險管理(續)

(iii) 與資金來源和反洗錢有關的風險

加密貨幣可以透過允許匿名交易的去中心化網絡在各方之間直接交換，該等交易在識別相關方和資產所有權等的技術問題較為複雜。

為了降低該等風險，本集團已實施反洗錢和了解客戶的政策和流程，該等政策和流程在客戶接受過程中啟動，並以持續監控和報告的方式應用。強化該等政策和程式時，我們已考慮行業最佳實踐、各自的監管要求，以及就行業監管趨向獲得金融行動特別工作組的建議和指導。

(iv) 技術漏洞風險

本集團正憑藉其知識產權及商業秘密相關的區塊鏈技術開發元宇宙平台。倘本集團的知識產權及商業秘密洩露，則將使其在保持競爭力及執行戰略方面面臨風險。

本集團透過控制資訊、抵禦入侵技術基礎設施的能力、保護和防止敏感數據洩露，降低技術漏洞風險。

6. RISK DISCLOSURES (Continued)

6.2 Risk management of business segments involving cryptocurrency and blockchain technology (Continued)

(v) Information security risk

Both the Group and client information are maintained on proprietary data infrastructure in conjunction with cloud service providers, such infrastructure is connected to the public internet and therefore subject to potential cyber-attacks.

To mitigate such risks, the Group's has implemented security controls including but not limited to multi-factor authentication, data and network segregation, system redundancy and encrypted backups, segregation of duties, least privilege principal, event monitoring and incident response.

(vi) New product risk

Prior to the deployment and release of new products and businesses to the Group's clients, every such new activity phase through a rigorous review process. The board of directors reviews each proposal against business capability, impact on financial performance as well as analyses the suite of risks that are typically inherent in such activities; particular attention is paid to operational risk, legal risk, regulatory risk, market, credit and liquidity risk. Approval to proceed with a proposed business or product will only be forthcoming once the board of directors is satisfied that all necessary controls and support function processes are fully implemented.

6. 風險披露(續)

6.2 涉及加密貨幣及區塊鏈技術的業務分部的風險管理(續)

(v) 資訊安全風險

本集團及客戶資訊均由雲服務提供商在專有數據基礎設施上進行維護，該等基礎設施與公共互聯網相鏈接，因此可能受到網絡攻擊。

為了降低該等風險，本集團已實施安全控制，包括但不限於多因素身份驗證、數據及網絡隔離、系統冗餘及加密備份、職責隔離、最小權限原則、事件監控以及事件響應。

(vi) 新產品風險

本集團部署及向客戶發佈新產品及業務之前，該等新活動階段均經過嚴格的審查流程。董事會根據業務能力、對財務業績的影響審查各方案，並分析此類活動一般存在的一系列風險；特別關注運營風險、法律風險、監管風險、市場、信貸及流動性風險。僅於董事會對所有必要的控制及支持功能流程得到充分實施感到滿意後，才會准予開展擬議的業務或產品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.2 Risk management of business segments involving cryptocurrency and blockchain technology (Continued)

(vii) Credit risk

In connection with the operation of leasing of machines to customers to engage in cryptocurrency mining, the Group enters into lease agreement with clients, which may expose the Group to credit risk. Credit risk in this context is the risk of non-payment, non-repayment or default by a counterparty in respect of its obligations to the Group in relation to the relevant cryptocurrency transactions.

To mitigate or reduce such credit risks, the exposure of credit risks and transactions with clients are monitored by the board of directors regularly.

(viii) Operational risk

Operational risk covers a spectrum of potential incidents and actions that can affect both the Group and its counterparties and that may cause financial loss, reputational damage, regulatory sanctions or loss of business capability. Such losses may arise from process weakness, lack of staff training, technology failures, honest errors or malicious actions by internal or external factors.

The Group's management is the central oversight and management function for all operational risk actions and related control activities including regularly performance review and business evaluation.

6. 風險披露(續)

6.2 涉及加密貨幣及區塊鏈技術的業務分部的風險管理(續)

(vii) 信用風險

就有關向客戶租出開採加密貨幣的機器的運營而言，本集團與客戶訂立租賃協議，可能會使本集團面臨信用風險。於該等情況下，信用風險指交易對手就相關加密貨幣交易中其對本集團應盡義務方面不支付、不償還或違約的風險。

為了降低該等信用風險，董事會定期監控信用風險及與客戶的交易情況。

(viii) 運營風險

運營風險涵蓋一系列可能影響本集團及其交易對手的潛在事件及行動，該等事件及行動可能導致財務損失、聲譽損害、監管制裁或業務能力降低。該等損失可能由流程漏洞、員工培訓不足、技術故障、內部或外部成員的不誠實行為或惡意行為造成的。

本集團管理層負責集中監督和管理所有運營風險行動及相關控制活動，包括定期績效審查及業務評估。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management

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

(a) Foreign currency risk

The Group is exposed to foreign currency risk primarily through sales that are denominated in a currency different from domestic currencies used to fund the operations of the relevant group companies. The currency giving rise to this risk is mainly United States dollar ("US\$") and these subsidiaries do not have significant monetary assets or liabilities denominated in currencies other than their respective functional currencies. Accordingly, the management considered the foreign currency risk was significantly reduced.

The Group currently does not have a foreign exchange hedge policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arise.

6. 風險披露(續)

6.3 財務風險管理

本集團的業務活動面臨各種金融風險，包括外匯風險、信用風險、流動性風險及利率風險。本集團的整體風險管理計劃關注於金融市場的不可預測性，並盡力將對本集團財務業績的潛在不利影響降至最低。

(a) 外匯風險

本集團主要須就其計值貨幣並非用以為有關集團公司業務經營提供資金的本地貨幣之銷貨承受外匯風險。產生此風險之貨幣為美元(「美元」)且該等附屬公司等並未持有以彼等各自功能貨幣以外之貨幣計值之重大貨幣資產或負債。因此，管理層認為已大幅降低外匯風險。

本集團目前並無制定外匯對沖政策。然而，本集團管理層會監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) 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 and other receivables, loan receivables and cash and cash equivalents. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

The Group performed impairment assessment for financial assets and other items under ECL model. Information about the Group's credit risk management, maximum credit risk exposures and the related impairment assessment, if applicable, are summarised as below:

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30 to 90 days from the date of billing. Normally, the Group does not obtain collateral from customers.

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估

信用風險指本集團的交易對手未能履行其合約責任而導致本集團出現財務損失的風險。本集團面臨之信用風險主要來自應收貿易賬款、按金及其他應收款項、應收貸款以及現金及現金等值物。本集團並無持有任何抵押品或其他信用增級安排以保障其金融資產相關的信用風險。

本集團根據預期信貸虧損模型對金融資產及其他項目進行減值評估。有關本集團信用風險管理、可承受最大信用風險及相關減值評估(如適用)的資料概述如下:

應收貿易賬款

客戶信用風險由各業務部門管理，並須遵守本集團所制定與客戶信用風險管理相關之政策、程序及控制。本集團將就需要一定金額信貸之全部客戶進行獨立信用評估。該等評估專注客戶於款項到期時之過往付款記錄及現時支付能力，並計及客戶之特定資料以及客戶經營所在經濟環境之資料。應收貿易賬款自開票日期起計30至90天內到期。一般而言，本集團不會向客戶收取抵押品。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

The Group has concentration of credit risk as 70% (2022: 46%) and 85% (2022: 66%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively within the esports segment and household products segment. In order to minimise the credit risk, the management of the Group has delegated a team responsible for the determination of credit limits and credit approvals.

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

For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL.

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估(續)

應收貿易賬款(續)

本集團70%(二零二二年: 46%)及85%(二零二二年: 66%)應收貿易賬款總額的集中信貸風險分別來自本集團電子競技分部計家居產品分部的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。

本集團按相當於整個存續期預期信貸虧損的金額(以撥備矩陣計算)來計量應收貿易賬款虧損撥備。因本集團的過往信貸虧損經驗沒有顯示不同客戶分部有重大差異的虧損型態,故按逾期狀態計算的虧損撥備並無在本集團不同客戶群間進一步區分。

就應收貿易賬款而言,本集團已採用香港財務報告準則第9號中的簡化方法計量整個存續期預期信貸虧損的虧損撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

Expected loss rates are based on actual loss experience. These rates are adjusted to reflect differences between economic conditions during the year over which the historic data have been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. As at 31 December 2022, the credit risk on trade receivables mainly contributed from household product segment and esports segment are limited.

The trade receivables contributed from esports and household segment are within credit terms with no default history and neither past due nor impaired. Based on the management assessment on expected credit loss, the loss allowance is considered to be insignificant.

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估(續)

應收貿易賬款(續)

預期虧損率按實際虧損經驗計算。此等比率乃加以調整，以反映收集過往數據年度的經濟狀況、目前狀況及本集團對應收款項預期存續期的經濟狀況之意見之間的差異。於2023年12月31日，應收貿易賬款的信用風險主要來自家居產品分部及電子競技分部，風險有限。

電子競技及家居產品分部的應收貿易賬款均於信貸期內，無逾期記錄及並非已逾期或減值。根據對預期信貸虧損的管理層評估，虧損撥備被視為並不重大。

		Gross	
		Loss	Loss
		rate	carrying
		虧損率	amount
		%	賬面總值
		%	虧損撥備
		%	HK'000
		%	千港元
0-30 days	0至30天	5.6	5,995
31-60 days	31至60天	6.5	2,295
61-90 days	61至90天	6.6	1,433
91-120 days	91至120天	5.8	4,092
121-150 days	121至150天	14.1	2,078
151-365 days	151至365天	15.7	4,015
Over 1 year	超過1年	100	1,083
			20,991
			2,826

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) Credit risk and impairment assessment (Continued)

Trade receivables (Continued)

Movement in the loss allowance for trade receivables during the year is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	—	5,047
ECL recognised/(reversed), net	確認/(撥回)之預期信貸 虧損淨額	2,841	(2,246)
Amounts written off	撇銷金額	—	(2,547)
Exchange differences	匯兌差額	(15)	(254)
At 31 December	於十二月三十一日	2,826	—

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估(續)

應收貿易賬款(續)

年內，應收貿易賬款的虧損撥備變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	—	5,047
ECL recognised/(reversed), net	確認/(撥回)之預期信貸 虧損淨額	2,841	(2,246)
Amounts written off	撇銷金額	—	(2,547)
Exchange differences	匯兌差額	(15)	(254)
At 31 December	於十二月三十一日	2,826	—

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) Credit risk and impairment assessment (Continued)

Loan receivables and interest receivables

The Group manage the credit risk by assessing the credit quality of the customers, taking into account its financial position, past experience and other factors.

The Group assesses allowance for credit losses on loan receivables individually based on historical credit loss experience of the customers as well as fair value of the collateral pledged by the customers and adjusted for forward-looking information. As at 31 December 2023, the gross amount of loan receivables were approximately HK\$7,042,000 (2022: HK\$15,178,000). Movements in allowance for credit losses (credit-impaired) are disclosed in below table.

The loan receivables and interest receivables was due from one (2022: three) customer for the years ended 31 December 2023 and 2022.

		HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	9,109
ECL recognised	已確認預期信貸虧損	2,466
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	11,575
ECL recognised	已確認預期信貸虧損	4,576
Amounts written off	已撇銷金額	(9,109)
At 31 December 2023	於二零二三年十二月三十一日	7,042

Changes in loss allowance during the year ended 31 December 2023 were mainly due to the written-off of loan receivables which were fully impaired in prior years and the full allowance of ECL for defaulted unsecured loan receivables.

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估(續)

應收貸款及應收利息

本集團透過評估客戶的信貸品質並考慮其財務狀況、過往經驗等因素來管理信貸風險。

本集團基於客戶過往的信貸虧損經驗以及客戶質押的抵押品公允值，對應收貸款的信貸虧損撥備進行個別評估，並就前瞻性資料作出調整。於二零二三年十二月三十一日，應收貸款的總額約為7,042,000港元(二零二二年：15,178,000港元)。信貸虧損撥備(信貸減值)變動情況如下表所披露。

於截至二零二三年及二零二二年十二月三十一日止年度，應收貸款及應收利息均來自一名(二零二二年：三名)客戶。

截至二零二三年十二月三十一日止年度，虧損撥備變動主要由於過往年度已全額減值的應收貸款的撇銷以及對違約無抵押應收貸款的預期信貸虧損的全額撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(b) Credit risk and impairment assessment (Continued)

Deposits and other receivables

For deposits and other receivables, the management makes periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. For the year ended 31 December 2023 and 2022, the Group assessed the ECL for other receivables and deposits are insignificant, except for the amount of credit-impaired loss allowance made below, and thus no 12m ECL allowance is recognised.

6. 風險披露(續)

6.3 財務風險管理(續)

(b) 信用風險及減值評估(續)

按金及其他應收款項

於按金及其他應收款項方面，管理層會基於歷史結算記錄、過往經驗以及屬於合理可靠的前瞻性定量及定性資料，定期對按金及其他應收款項的可收回性進行個別評估。截至2023年及2022年12月31日止年度，除下文所述已信貸減值虧損撥備金額外，本集團評估其他應收款項及按金的預期信貸虧損為並不重大，因此並未確認12個月預期信貸虧損。

		Credit-impaired 信貸減值 HK\$'000 千港元
At 1 January 2022 ECL recognised	於二零二二年一月一日 已確認預期信貸虧損	4,195 939
At 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年十二月三十一日、 二零二三年一月一日及二零二三年 十二月三十一日	<u>5,134</u>

Cash and cash equivalents

Credit risk on cash and bank balances and cash held on behalf of customers are limited because the counterparties are reputable banks with high credit ratings assigned by credit agencies and the ECL on bank balances are considered to be insignificant.

現金及現金等值物

現金及銀行結餘以及代客戶持有之現金的信用風險有限，原因為交易對手均為信譽良好且獲信用機構授予高信用評級之銀行，故銀行結餘的預期信貸虧損被視為並不重大。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(c) Liquidity risk

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

The following table sets out the remaining contractual maturities at the end of the reporting period of the Group's non-derivative financial liabilities based on undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group can be required to pay.

		2023				
		Maturity Analysis – Undiscounted cash outflows				
		二零二三年				
		到期日分析 – 未折算現金流出				
		On demand or within 1 year	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash outflows
		按要求或 一年以內	一年以上 但少於兩年	兩年以上 但少於五年	五年以上	未折算現金 流出總值
		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
Trade payables	應付貿易賬款	4,859	–	–	–	4,859
Lease liabilities	租賃負債	3,837	1,774	–	–	5,611
Loan from related parties	來自關聯方之貸款	218,500	101,600	–	–	320,100
Other payables and accruals	其他應付款項及應計項目	41,340	–	–	–	41,340
		268,536	103,374	–	–	371,910

6. 風險披露(續)

6.3 財務風險管理(續)

(c) 流動資金風險

本集團的政策為定期監控目前及預期流動資金要求，以確保其維持充足現金儲備，以滿足其短期及長期的流動資金需要。

以下附表載列於報告期結束時本集團非衍生金融負債餘下的合約到期期間，並計及未折算現金流量(包括以合約利率或(如浮動)根據於報告期結束時的利率計算的利息支付)及本集團需要支付的最早日期。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(c) Liquidity risk (Continued)

6. 風險披露 (續)

6.3 財務風險管理 (續)

(c) 流動資金風險 (續)

		2022				
		Maturity Analysis – Undiscounted cash outflows				
		二零二二年				
		到期日分析 – 未折算現金流出				
		On demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	More than 5 years	Total undiscounted cash outflows
		按 要求 或 一年 以內	一 年 以 上 但 少 於 兩 年	兩 年 以 上 但 少 於 五 年	五 年 以 上	未 折 算 現 金 流 出 總 值
		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
Trade payables	應付貿易賬款	10,180	–	–	–	10,180
Lease liabilities	租賃負債	7,051	3,104	1,106	–	11,261
Loan from related parties	來自關聯方之貸款	81,500	206,750	–	–	288,250
Other payables and accruals	其他應付款項及應計項目	73,171	–	–	–	73,171
		171,902	209,854	1,106	–	382,862

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk primarily relates to its bank deposits, loan receivables, loan from related parties and other payables that are interest bearing.

The Group's bank deposits bear interests at variable rates that vary with the then prevailing market condition.

(d) 利率風險

利率風險指金融工具的公允價值或未來現金流量因市場利率變化而波動的风险。本集團之利率風險主要有關其銀行存款、應收貸款、來自關聯方之貸款及其他計息應付款項。

本集團之銀行存款跟隨當時之市場狀況按不同利率計息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

6. RISK DISCLOSURES (Continued)

6.3 Financial risk management (Continued)

(d) Interest rate risk (Continued)

The Group's loan receivables, loans from related parties and other payables bear interests at fixed rates and therefore are subject to fair value interest rate risk.

At 31 December 2023, if interest rates had been 100 basis points higher/lower with all other variables held constant, consolidated loss for the year would have been decrease/increase by approximately HK\$102,000 (2022: increase/decrease by approximately HK\$181,000).

(e) Categories of financial instruments at 31 December

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets: Financial assets measured at amortised cost	金融資產： 按攤銷成本計量之 金融資產	32,038	103,094
Financial liabilities: Financial liabilities measured at amortised cost	金融負債： 按攤銷成本計量之 金融負債	352,101	360,096

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities included in the consolidated statement of financial position are approximately to their respective fair values as at 31 December 2023 and 2022.

6. 風險披露(續)

6.3 財務風險管理(續)

(d) 利率風險(續)

本集團之應收貸款、來自關聯方之貸款及其他應付款項按固定利率計息，故本集團乃面臨公允值利率風險。

於二零二三年十二月三十一日，倘利率上升/下降100個基點，其他所有變數保持不變，年內綜合虧損將減少/增加約102,000港元(二零二二年：增加/減少約181,000港元)。

(e) 於十二月三十一日之金融工具分類

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets: Financial assets measured at amortised cost	金融資產： 按攤銷成本計量之 金融資產	32,038	103,094
Financial liabilities: Financial liabilities measured at amortised cost	金融負債： 按攤銷成本計量之 金融負債	352,101	360,096

(f) 公允值

本集團計入綜合財務狀況表的金融資產及金融負債之賬面值與其各自於二零二三年及二零二二年十二月三十一日的公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

7. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy:

At 31 December 2023

Description 項目	Fair value measurements using: 公允值計量採用的層級：			Total 總計
	Level 1 第1層級 HK\$'000 千港元	Level 2 第2層級 HK\$'000 千港元	Level 3 第3層級 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Recurring fair value measurements: Investment properties Office units – Malaysia	經常性公允值計量： 投資物業 辦公單位 – 馬來西亞			
	—	—	19,169	19,169

At 31 December 2022

Description 項目	Fair value measurements using: 公允值計量採用的層級：			Total 總計
	Level 1 第1層級 HK\$'000 千港元	Level 2 第2層級 HK\$'000 千港元	Level 3 第3層級 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Recurring fair value measurements: Investment properties Office units – Malaysia	經常性公允值計量： 投資物業 辦公單位 – 馬來西亞			
	—	—	20,496	20,496

7. 公允值計量

公允值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉讓負債所支付之價格。

本集團的政策乃於導致該轉移之事件或狀況出現變動當日確認自三個層級中的任何一個層級的轉入及轉出。

(a) 公允值層級水平披露：

於二零二三年十二月三十一日

於二零二二年十二月三十一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

7. FAIR VALUE MEASUREMENTS (Continued)

(b) Reconciliation of assets measured at fair value based on level 3:

Description 項目		Investment Properties 投資物業 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	22,201
Net fair value loss recognised in profit or loss	已於損益確認之公允值虧損淨額	(534)
Exchange difference	匯兌差額	(1,171)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	20,496
Net fair value loss recognised in profit or loss	已於損益確認之公允值虧損淨額	(515)
Exchange difference	匯兌差額	(812)
At 31 December 2023	於二零二三年十二月三十一日	19,169

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the board of directors for these fair value measurements. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

7. 公允值計量(續)

(b) 根據第3層級按公允值計量的資產對賬：

(c) 本集團所採用的估值程序及公允值計量所採用的估值技術及參數的披露：

本集團的財務總監負責就財務報告進行所需的資產及負債之公允值計量(包括第3層級公允值計量)。財務總監就該等公允值計量直接向董事會匯報。財務總監與董事會每年至少兩次討論估值程序及有關結果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

7. FAIR VALUE MEASUREMENTS (Continued)

(c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements:

(Continued)

Details of valuation techniques used and key inputs to valuation on investment properties which are categorised as Level 3 fair value measurement at the end of the reporting period are as follows:

Level 3 fair value measurements

	Fair value 公允值		Valuation technique 估值技術	Significant unobservable input 重大不可觀察參數	Range 範圍
	2023 二零二三年	2022 二零二二年			
Investment properties — Commercial building located in Malaysia 投資物業 — 位於馬來西亞 之商業大廈	19,169	20,496	Income approach 收入法	(1) Reversionary yield (1) 復歸收益率 (2) Monthly market rent per sq. ft. (2) 每平方米每月的市場租金	6.5% (2022: 6.5%) 6.5% (二零二二年: 6.5%) RM3.0 (2022: RM3.1) 3.0令吉(二零二二年: 3.1令吉)

Reversionary yield is the rate taking into account the capitalisation of potential rental income, nature of the property and prevailing market conditions. Monthly market rent per square foot is the market rent taking into account the direct comparable market transactions to the related properties.

The fair value measurements are negatively correlated to the reversionary yield, while positively correlated to the market rent per square foot.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

There was no transfer into or out of Level 3 fair value measurement during the years ended 31 December 2023 and 2022.

7. 公允值計量(續)

(c) 本集團所採用的估值程序及公允值計量所採用的估值技術及參數的披露：(續)

於報告期末，對分類為第3層級公允值計量之投資物業進行估值時所用的估值技術及重要參數詳情如下：

第3層級公允值計量

復歸收益率乃計及潛在租金收入資本化、物業性質及當時市況得出之比率。每平方米之市場租金乃計及相關物業之市場可供直接比較交易得出之市場租金。

公允值計量與復歸收益率成反比，而與每平方米之市場租金則成正比。

於估計物業公允值時，物業的最高及最佳用途為其現時用途。

截至二零二三年及二零二二年十二月三十一日止年度，第3層公允值計量概無任何轉入或轉出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service line for the year is as follows:

8. 收益

收益明細

本年度按主要產品或服務線劃分之客戶合約收益明細如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue from contracts with customers within the scope of HKFRS 15	香港財務報告準則第15號範圍內之客戶合約收益		
Disaggregated by major products or service lines	按主要產品或服務線劃分之明細		
— Household products	— 家居產品	18,292	32,424
— Online game	— 線上遊戲	20,796	29,083
— Cloud computing and data storage	— 雲計算及數據儲存	2,999	4,192
— Esports	— 電子競技	24,860	57,017
		66,947	122,716
Revenue from other sources	其他來源收益		
Rental income from investment properties	投資物業之租金收入	1,642	1,332
Interest income from money lending business	放債業務之利息收入	1,673	798
Rental income from cloud computing and data storage machines	雲計算及數據儲存機器之租金收入	2,295	8,255
Total	總計	72,557	133,101

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

9. OTHER INCOME

9. 其他收入

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	30	53
Government grants (Note)	政府津貼(附註)	160	680
Gain on remeasurement of lease	重新計量租賃之收益	96	105
Gain on disposal of esports players	出售電子競技選手之收益	334	3,926
Others	其他	785	1,110
		1,405	5,874

Note: During the year, subsidy received from the PRC local government authority for the achievements of the Group of approximately HK\$24,000 (2022: HK\$168,000). During the year ended 31 December 2022, the Group recognised government grants of approximately HK\$512,000 in respect of COVID-19 related subsidies which were related to Employment Support Scheme provided by the Hong Kong government.

附註：年內，中國地方政府部門就本集團的貢獻而提供的補助約24,000港元(二零二二年：168,000港元)。截至二零二二年十二月三十一日止年度，本集團確認就新冠病毒疫情相關的政府補助約512,000港元，該等補助與香港政府提供的保就業計劃有關。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10. SEGMENT INFORMATION

The Group has six major reportable and operating segments, as follows:

- Online game — marketing and operation of mobile games and computer games and sale of NFTs and other digital token
- Cloud computing — to engage in cryptocurrency and data storage mining and rental of machines to customers to engage in cryptocurrency mining
- Esports — participating in esports competitions, streaming and marketing event, and merchandise sales
- Household products — manufacture and sale of stainless steel furnishings and home products
- Property investment — rental income from investment properties
- Money lending — interest income from money lending business

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in Note 4 to the consolidated financial statements. Segment profits or losses do not include unallocated finance cost and unallocated corporate income and expenses. Segment assets do not include unallocated deposits, other receivables and prepayments, unallocated cash and bank balances and unallocated other corporate assets.

10. 分部資料

本集團之六個主要可申報及經營分部如下：

- 線上遊戲 — 推廣及營運手機遊戲及電腦遊戲出售NFT及其他數字代幣
- 雲計算及數據儲存 — 開採加密貨幣及向客戶租出開採加密貨幣的機器
- 電子競技 — 參加電子競技比賽、串流及市場推廣活動及商品銷售
- 家居產品 — 製造及銷售不銹鋼傢俱及家居用品
- 物業投資 — 投資物業之租金收入
- 放債 — 放債業務之利息收入

本集團之可申報分部為供應不同產品及服務之策略性業務單位。由於各分部需要不同技術及市場推廣策略，故各可申報分部均被獨立管理。

經營分部之會計政策與綜合財務報表附註4所述者相同。分部損益並不包括未分配融資成本以及未分配企業收入及開支。分部資產並不包括未分配按金、其他應收款項及預付款項、未分配現金及銀行結餘以及未分配其他企業資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10. SEGMENT INFORMATION (Continued)

Information about operating segment profit or loss and assets:

10. 分部資料(續)

有關經營分部損益及資產之資料：

		Cloud computing		Household	Property	Money	Total
		Online game	and data storage	Esports	products	investment	lending
		線上遊戲	雲計算及數據儲存	電子競技	家居產品	物業投資	放債
		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
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度						
Revenue from external customers	來自外部客戶之收益	20,796	5,294	24,860	18,292	1,642	72,557
Segment loss	分部虧損	(71,649)	(20,439)	(13,352)	23,959	(95)	(84,479)
Bank interest income	銀行利息收入	13	2	9	4	—	28
Interest expense	利息開支	86	38	209	—	—	333
Depreciation and amortisation	折舊及攤銷	14,202	14,425	7,348	59	65	36,099
Other material non-cash items:	其他重大非現金項目:						
Impairment loss of receivables, net of reversal	應收款項減值虧損(扣除撥回)	970	—	1,814	57	—	7,417
Impairment loss of non-financial assets, net of reversal	非金融資產減值虧損(扣除撥回)	36,425	(5,483)	2,516	—	—	33,458
Loss on write off of intangible assets	撇銷無形資產虧損	6,056	—	—	—	—	6,056
Gain on disposal of subsidiaries	出售附屬公司收益	—	—	—	20,969	—	20,969
Net fair value loss on investment properties	投資物業公允價值虧損淨額	—	—	—	—	515	515
Additions to segment non-current assets	添置分部非流動資產	11	38	2,129	—	—	2,178
As 31 December 2023	於二零二三年十二月三十一日						
Segment assets	分部資產	11,033	24,286	34,781	4,825	19,575	95,218

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10. SEGMENT INFORMATION (Continued)

10. 分部資料(續)

		Online game	Cloud computing and data storage 雲計算及數據儲存	Esports	Household products	Property investment	Money lending	Total
		線上遊戲	數據儲存	電子競技	家居產品	物業投資	放債	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度							
Revenue from external customers	來自外部客戶之收益	29,083	12,447	57,017	32,424	1,332	798	133,101
Segment profit/(loss)	分部溢利/(虧損)	(48,148)	(51,626)	1,604	(309)	798	(1,684)	(99,365)
Bank interest income	銀行利息收入	8	4	27	14	—	—	53
Interest expense	利息開支	(306)	(531)	(1,827)	—	—	—	(2,664)
Depreciation and amortisation	折舊及攤銷	(16,581)	(21,639)	(7,506)	(77)	—	(4)	(45,807)
Other material non-cash items:	其他重大非現金項目:							
Impairment loss of receivables, net of reversal	應收款項減值虧損(扣除撥回)	(1,307)	—	—	—	—	2,466	1,159
Impairment loss of non-financial assets, net of reversal	非金融資產減值虧損(扣除撥回)	—	37,442	—	—	—	—	37,442
Loss on write off of intangible assets	撇銷無形資產之虧損	2,494	—	—	—	—	—	2,494
Net fair value loss on investment properties	投資物業公允值虧損淨額	—	—	—	—	534	—	534
Additions to segment non-current assets	添置分部非流動資產	45,076	587	3,913	693	—	—	50,269
As 31 December 2022	於二零二二年十二月三十一日							
Segment assets	分部資產	79,651	30,242	58,823	31,682	20,497	4,535	225,430

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10. SEGMENT INFORMATION (Continued)

10. 分部資料(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit or loss			
	損益		
Total loss of reportable segments	可申報分部之總虧損	(84,479)	(99,365)
Unallocated finance costs	未分配融資成本	(16,460)	(9,539)
Unallocated corporate income	未分配企業收入	69	256
Unallocated corporate expenses	未分配企業開支	(22,579)	(71,703)
Consolidated loss for the year		(123,449)	(180,351)
Reconciliations of segment assets:			
	分部資產對賬：		
Assets			
	資產		
Total assets of reportable segments	可申報分部之總資產	95,218	225,430
Unallocated deposits, other receivables and prepayments	未分配按金、其他應收款項及預付款項	947	960
Unallocated cash and bank balances	未分配現金及銀行結餘	2,575	15,639
Unallocated other corporate assets	未分配其他企業資產	2,189	4,393
Consolidated total assets		100,929	246,422

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

10. SEGMENT INFORMATION (Continued)

Geographical information:

The Group's revenue from external customers by location of customers and information about its non-current assets by location of assets are detailed below:

		Revenue 收益		Non-current assets 非流動資產	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong	香港	19,414	33,141	10,848	46,187
PRC excluding Hong Kong	中國(不包括香港)	44,223	87,565	9,184	31,795
East and South East Asia	東亞及東南亞	8,920	10,519	22,371	46,688
Others	其他	—	1,876	—	—
Consolidated total	合計	72,557	133,101	42,403	124,670

Note: Non-current assets exclude financial instruments.

附註：非流動資產不包括金融工具。

Revenue from major customer:

Revenue from customer of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Esport segment	電子競技分部		
Customer A	客戶A	19,558	26,436
Household products segment	家居產品分部		
Customer B	客戶B	18,292	不適用 ¹
Online game segment	線上遊戲分部		
Customer C	客戶C	8,109	不適用 ¹

¹ The correspond revenue did not contribute over 10% of the total revenue of the Group.

¹ 相關收益並無佔本集團總收益10%以上。

10. 分部資料(續)

地區資料：

本集團按客戶地點劃分來自外部客戶之收益以及按資產地點劃分非流動資產之資料詳情如下：

來自主要客戶之收益：

相關年度佔本集團總收益超過10%的客戶收益明細如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11. EMPLOYEE BENEFITS EXPENSE

11. 僱員福利開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Staff costs (including director's emoluments)	員工成本(包括董事酬金)		
Employee benefits expense (including directors' emoluments) (Note 12)	僱員福利開支(包括董事酬金)(附註12)		
Fees	袍金	406	396
Salaries, bonus prize distribution and allowances	薪金、花紅獎金分派及津貼		
Included in cost of sales	計入銷售成本	10,494	38,394
Included in administrative expenses	計入行政開支	31,732	28,560
Equity-settled share-based payments	以權益結算並以股份為基礎的付款	6,274	56,075
Retirement benefits costs	退休福利計劃成本	3,689	1,690
		52,595	125,115

Five highest paid individuals

The five highest paid individuals in the Group during the year included 3 (2022: 3) directors whose emoluments are reflected in the analysis presented in Note 12. The emoluments of the remaining 2 (2022: 2) individuals are set out below:

五名最高薪酬人士

年內本集團五名最高薪酬人士包括三名(二零二二年: 三名)董事, 彼等之酬金載於附註12所列之分析內。餘下兩名(二零二二年: 兩名人士)的酬金載列如下:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Basic salaries and allowances	基本薪金及津貼	1,310	1,610
Retirement benefits costs	退休福利計劃成本	18	18
Equity-settled share-based payments	以股權結算並以股份為基礎的付款	734	6,483
		2,062	8,111

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

11. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals (Continued)

The emoluments of the 2 (2022: 2) individuals (who are not directors of the Company) with the highest emoluments are within the following bands:

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
Nil to HK\$1,000,000	零港元至1,000,000港元	1	—
HK\$1,000,001 to 1,500,000	1,000,001港元至1,500,000港元	1	—
HK\$2,500,001 to 3,000,000	2,500,001港元至3,000,000港元	—	1
HK\$5,000,001 to 5,500,000	5,000,001港元至5,500,000港元	—	1

12. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

11. 僱員福利開支(續)

五名最高薪酬人士(續)

最高薪酬的兩名(二零二二年:兩名)(非本公司董事)的酬金介乎下列範圍之間:

12. 董事福利及權益

(a) 董事酬金

每名董事之薪酬如下:

		Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就個人擔任董事(不論為本公司或其附屬公司職務)職務已付或應收酬金				
		Fees	Salaries	Estimated money value of other benefits (Note i) 其他利益 估計貨幣價值 (附註i)	Employer's retirement benefits costs 僱主就 退休福利計劃 之成本	Total
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	其他利益 估計貨幣價值 (附註i) HK\$'000 千港元	僱主就 退休福利計劃 之成本 HK\$'000 千港元	總計 HK\$'000 千港元
Name of director	董事姓名					
Executive directors	執行董事					
— Mr. Cheng	— 鄭先生	—	120	—	6	126
— Ms. Yeung So Mui	— 楊素梅女士	—	120	—	6	126
— Mr. Lin Jun Wai	— 林俊煒先生	—	480	182	18	680
— Mr. Yau Chak Fung (Note ii)	— 邱澤峯先生(附註ii)	—	320	1,824	12	2,156
— Mr. Yeung Tong Seng Terry	— 楊東成先生	—	480	3,534	18	4,032
Independent non-executive directors	獨立非執行董事					
— Mr. Tse Ting Kwan	— 謝庭均先生	132	—	—	—	132
— Mr. Fung Tze Wa	— 馮子華先生	132	—	—	—	132
— Mr. Ting Wong Kacee	— 丁煌先生	132	300	—	—	432
— Mr. Hui Ka Lung (Note iii)	— 許嘉隆先生(附註iii)	10	—	—	—	10
Total for 2023	二零二三年總額	406	1,820	5,540	60	7,826

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

12. BENEFITS AND INTERESTS OF DIRECTORS 12. 董事福利及權益 (續)

(Continued)

(a) Directors' emoluments (Continued)

Neither the chief executive nor any of the directors waived any emoluments during the year (2022: HK\$Nil).

(a) 董事酬金 (續)

年內，概無高級行政人員或任何董事放棄任何酬金(二零二二年：零港元)。

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就個人擔任董事(不論為本公司或其附屬公司職務)職務已付或應收酬金

		Estimated				Total
		Fees	Salaries	money value of other benefits (Note i) 其他利益 估計貨幣價值 (附註i)	Employer's retirement benefits costs 僱主就 退休福利計劃 之成本	
		袍金 HK\$'000 千港元	薪金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Name of director	董事姓名					
Executive directors	執行董事					
– Mr. Cheng	– 鄭先生	–	120	–	6	126
– Ms. Yeung So Mui	– 楊素梅女士	–	120	–	6	126
– Mr. Lin Jun Wai	– 林俊偉先生	–	580	1,615	18	2,213
– Mr. Yau Chak Fung	– 邱澤峯先生	–	580	22,044	18	22,642
– Mr. Yeung Tong Seng Terry	– 楊東成先生	–	561	31,826	18	32,405
Independent non-executive directors	獨立非執行董事					
– Mr. Tse Ting Kwan	– 謝庭均先生	132	–	–	–	132
– Mr. Fung Tze Wa	– 馮子華先生	132	–	–	–	132
– Mr. Ting Wong Kacee	– 丁煌先生	132	300	–	–	432
Total for 2022	二零二二年總額	396	2,261	55,485	66	58,208

Notes:

- (i) Estimated money values of other benefits include rent paid, share options, etc.
- (ii) Resigned on 29 August 2023.
- (iii) Appointed on 1 December 2023.

附註：

- (i) 其他利益估計貨幣價值包括已付租金、購股權等。
- (ii) 於二零二三年八月二十九日辭任。
- (iii) 於二零二三年十二月一日獲委任。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

12. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

(b) Directors' material interests in transactions, arrangements or contracts

Save as disclosed elsewhere in these consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of both years or at any time during both years.

13. FINANCE COSTS

Interest on loans from related parties	來自關聯方之貸款利息
Interest on lease liabilities	租賃負債利息
Interest on royalty payable	應付專利權費利息

12. 董事福利及權益 (續)

(b) 董事於交易、安排或合約中的重大權益

除於該等綜合財務報表其他部分所披露者外，本集團概無就其業務訂立本公司為其中訂約方及本公司董事及董事關連人士直接或間接擁有重大權益而於兩個年度結束時或於兩個年度內任何時間仍然存續的其他重大交易、安排及合約。

13. 融資成本

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on loans from related parties	15,983	10,949
Interest on lease liabilities	750	1,205
Interest on royalty payable	60	49
	16,793	12,203

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14. INCOME TAX EXPENSE/(CREDIT)

14. 所得稅開支／(抵免)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax — PRC Enterprise Income Tax Provision for the year (Over)/under-provision in prior years	即期稅項 — 中國企業所得稅 本年度撥備 過往年度(超額撥備)／ 撥備不足	— (3)	49 441
		(3)	490
Deferred tax	遞延稅項	593	(744)
		590	(254)

Under the two-tiered Profits Tax regime, the first HK\$2 million of profits of the qualifying group entity established in Hong Kong will be taxed at 8.25% and profits above that amount will be subject to the tax rate of 16.5%. The profits of the group entities not qualifying for the two-tiered Profit Tax rate regime will continue to be taxed at a rate of 16.5% for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the Enterprise Income Tax tax rate of the PRC subsidiaries has been provided at a rate of 25% on the estimated assessable profit for both years.

Malaysia Corporate Tax has been provided at a rate of 24% on the estimated assessable profit for both years.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

根據兩級制利得稅稅率制度，在香港成立之合資格集團實體首2,000,000港元應課稅溢利將按8.25%之稅率徵收稅項，而超過該金額之溢利將按16.5%之稅率徵收稅項。不符合兩級制利得稅稅率制度資格之集團實體之溢利於兩年均繼續按16.5%之稅率徵收稅項。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度的企業所得稅乃按估計應課稅溢利稅率25%作出撥備。

於兩個年度，馬來西亞企業稅乃按估計應課稅溢利稅率24%作出撥備。

其他地區應課稅溢利之稅項開支乃採用本集團經營所在國家當前稅率根據現行的相關法例、詮釋及慣例計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

14. INCOME TAX EXPENSE/(CREDIT) (Continued)

The reconciliation is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss before tax	除稅前虧損	(122,859)	(180,605)
Tax at the PRC Enterprise Income Tax rate of 25% (2022: 25%)	按中國企業所得稅稅率25% (二零二二年: 25%)計稅	(30,715)	(45,151)
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(5,250)	(3,840)
Tax effect of expenses that are not deductible	不可扣稅開支的稅務影響	14,857	8,819
Effect of different tax rates of subsidiaries	附屬公司不同稅率的影響	2,720	19,595
Over provision in previous years	過往年度超額撥備	(3)	(303)
Tax effect of unrecognised tax losses	未確認稅項虧損的稅務影響	19,280	20,924
Tax effect of utilisation of tax losses not previously recognised	動用先前未確認稅項虧損的稅務影響	(288)	(282)
Tax effect of temporary differences not recognised	未確認暫時差額的稅務影響	(11)	(16)
Income tax expense/(credit)	所得稅開支/(抵免)	590	(254)

14. 所得稅開支/(抵免)(續)

對賬如下:

15. LOSS FOR THE YEAR

(a) Other gains and losses

The amount is stated after charging/(crediting) the followings:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss/(gain) on disposal of property, plant and equipment	出售物業、廠房及設備之虧損/(收益)	27	(20)
Loss on written off of intangible assets	撇銷無形資產之虧損	6,056	2,494
Exchange (gain)/loss, net	匯兌(收益)/虧損淨額	(1,254)	1,310
Net fair value loss on investment properties	投資物業公允值虧損淨額	515	534
Gain on disposal of subsidiaries	出售附屬公司收益	(20,969)	—
Others	其他	(489)	—
		(16,114)	4,318

15. 年內虧損

(a) 其他收益及虧損

金額乃經扣除/(計入)以下各項列賬:

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

15. LOSS FOR THE YEAR (Continued)

(b) Other items

The Group's loss for the year is stated after charging/
(crediting) the following:

15. 年內虧損(續)

(b) 其他項目

本集團之年內虧損乃經扣除/(計入)
下列各項列賬：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Auditors' remuneration	核數師薪酬	1,600	1,550
Cost of inventories recognised as expenses	確認為開支之存貨成本	18,801	32,398
Amortisation of intangible assets	無形資產攤銷		
Included in cost of sales	計入銷售成本	2,721	6,604
Included in administrative expenses	計入行政開支	14,209	10,298
		16,930	16,902
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
Included in cost of sales	計入銷售成本	12,496	18,892
Included in administrative expenses	計入行政開支	8,732	12,872
		21,228	31,764
Equity-settled share-based payments (included in administrative expenses)	以股權結算並以股份為基礎 的付款(計入行政開支)	6,274	56,075
Impairment loss of receivables, net of reversal	應收款項減值虧損 (扣除撥回)		
— Trade receivables	— 應收貿易賬款	2,841	(2,246)
— Loan receivables	— 應收貸款	4,576	2,466
— Deposit and other receivables	— 按金及其他應收款項	—	939
		7,417	1,159
Impairment loss of non-financial assets, net of reversal	非金融資產減值虧損 (扣除撥回)		
— Property, plant and equipment	— 物業、廠房及設備	—	20,389
— Cryptocurrencies	— 加密貨幣	(2,758)	16,972
— Cryptocurrency deposits and receivables	— 加密貨幣按金及 應收加密貨幣	(2,725)	6,602
— Goodwill	— 商譽	2,982	—
— Intangible assets	— 無形資產	34,460	—
— Prepayments	— 預付款項	1,499	—
		33,458	43,963
Write off of deposits, other receivables and prepayments	撇銷按金、其他應收款項及 預付款項	—	3,786
Gross rental income from investment properties	投資物業的租金收入總額	(1,642)	(1,332)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

16. DIVIDEND

No dividend has been paid or declared by the Company during the year (2022: HK\$Nil).

17. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the loss attributable to owners of the Company and weighted-average number of ordinary shares, as follows:

16. 股息

年內，本公司並無派付或宣派股息(二零二二年：零港元)。

17. 每股虧損

每股基本及攤薄虧損乃根據下列本公司擁有人應佔虧損及普通股的加權平均數計算：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss	虧損		
Loss attributable to owners of the Company for the purpose of calculating basic and diluted loss per share	用於計算每股基本及攤薄虧損的本公司擁有人應佔虧損	(127,733)	(180,884)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic and diluted loss per share	用於計算每股基本及攤薄虧損之普通股加權平均數	311,036,000	311,036,000

As the Company's share options during the years ended 31 December 2023 and 2022 do not give rise to any dilutive effect to the loss per share, diluted loss per share was the same as the basic loss per share for the years ended 31 December 2023 and 2022.

由於在截至二零二三年及二零二二年十二月三十一日止年度，本公司之購股權並無對每股虧損帶來任何攤薄影響，故於截至二零二三年及二零二二年十二月三十一日止年度，每股攤薄虧損與每股基本虧損相同。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Properties	Leasehold improvement	Plant and machinery	Furniture, fixtures and equipment	Motor vehicles	Total
		物業	租賃裝修	廠房及機械	傢俬、裝置及設備	車輛	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
Cost	成本						
At 1 January 2022	於二零二二年一月一日	25,762	10,715	83,598	7,390	911	128,376
Addition	添置	10,985	234	1,182	1,886	—	14,287
Disposal	出售	—	—	(9,820)	(3,340)	—	(13,160)
Write off	撇銷	(6,725)	(4)	—	(4)	—	(6,733)
Remeasurement of lease	重新計量租賃	(6,862)	—	—	—	—	(6,862)
Exchange differences	匯兌差額	(1,259)	(554)	(528)	(233)	(72)	(2,646)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	21,901	10,391	74,432	5,699	839	113,262
Addition	添置	1,992	—	36	150	—	2,178
Disposal of subsidiaries	出售附屬公司	(2,557)	(957)	—	(145)	(802)	(4,461)
Disposal	出售	—	—	—	(59)	—	(59)
Write off	撇銷	(7,158)	—	—	—	—	(7,158)
Remeasurement of lease	重新計量租賃	(3,173)	—	—	—	—	(3,173)
Exchange differences	匯兌差額	(108)	(152)	(16)	219	(37)	(94)
At 31 December 2023	於二零二三年十二月三十一日	10,897	9,282	74,452	5,864	—	100,495
Accumulated depreciation and impairment losses	累計折舊及減值虧損						
At 1 January 2022	於二零二二年一月一日	8,983	8,790	24,320	4,732	820	47,645
Charge for the year	年內支出	10,107	1,557	18,727	1,373	—	31,764
Disposal	出售	—	—	(8,771)	(3,336)	—	(12,107)
Impairment	減值	—	—	20,389	—	—	20,389
Write off	撇銷	(6,725)	(4)	—	(4)	—	(6,733)
Remeasurement of lease	重新計量租賃	(2,479)	—	—	—	—	(2,479)
Exchange differences	匯兌差額	(639)	(524)	(450)	(40)	(66)	(1,719)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	9,247	9,819	54,215	2,725	754	76,760
Charge for the year	年內支出	5,693	486	13,642	1,407	—	21,228
Disposal of subsidiaries	出售附屬公司	(2,557)	(957)	—	(33)	(748)	(4,295)
Disposal	出售	—	—	—	(32)	—	(32)
Write off	撇銷	(7,158)	—	—	—	—	(7,158)
Remeasurement of lease	重新計量租賃	(2,480)	—	—	—	—	(2,480)
Exchange differences	匯兌差額	(33)	(171)	(1)	243	(6)	32
At 31 December 2023	於二零二三年十二月三十一日	2,712	9,177	67,856	4,310	—	84,055
Net carrying amount	賬面淨值						
At 31 December 2023	於二零二三年十二月三十一日	8,185	105	6,596	1,554	—	16,440
At 31 December 2022	於二零二二年十二月三十一日	12,654	572	20,217	2,974	85	36,502

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The Group as a lessee

Right-of-use assets (included in the property, plant and equipment)

18. 物業、廠房及設備(續)

本集團作為承租人

使用權資產(計入物業、廠房及設備)

		Leased properties 租賃物業 HK\$'000 千港元	Plant and machinery 廠房及機械 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本			
At 1 January 2022	於二零二二年一月一日	22,235	14,650	36,885
Addition	添置	10,985	—	10,985
Elimination	撇銷	(6,725)	—	(6,725)
Modification on leases	租賃修訂	(121)	—	(121)
Early termination of lease	提早終止租賃	(6,862)	—	(6,862)
Exchange differences	匯兌差額	(998)	—	(998)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	18,514	14,650	33,164
Addition	添置	1,992	—	1,992
Elimination	撇銷	(7,158)	—	(7,158)
Early termination of lease	提早終止租賃	(3,173)	—	(3,173)
Exchange differences	匯兌差額	26	—	26
At 31 December 2023	於二零二三年十二月三十一日	10,201	14,650	24,851
Accumulated depreciation and impairment losses	累計折舊及減值虧損			
At 1 January 2022	於二零二二年一月一日	8,315	3,300	11,615
Charge for the year	年內支出	9,969	2,442	12,411
Elimination	撇銷	(6,725)	—	(6,725)
Impairment	減值	—	8,908	8,908
Modification on leases	租賃修訂	(29)	—	(29)
Early termination of lease	提早終止租賃	(2,077)	—	(2,077)
Exchange differences	匯兌差額	(457)	—	(457)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	8,996	14,650	23,646
Charge for the year	年內支出	5,525	—	5,525
Elimination	撇銷	(7,158)	—	(7,158)
Early termination of lease	提早終止租賃	(2,656)	—	(2,656)
Exchange differences	匯兌差額	(267)	—	(267)
At 31 December 2023	於二零二三年十二月三十一日	4,440	14,650	19,090
Net carrying amount	賬面淨值			
At 31 December 2023	於二零二三年十二月三十一日	5,761	—	5,761
At 31 December 2022	於二零二二年十二月三十一日	9,518	—	9,518

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Lease liabilities of approximately HK\$5,135,000 (2022: HK\$10,122,000) are recognised with related right-of-use assets of HK\$5,761,000 (2022: HK\$9,518,000) as at 31 December 2023. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

All the plant and machinery are leased out under operating leases. The leases typically run for an initial period 3 years, with an option to renew the lease after that date at which time all terms are renegotiated. All the leases includes variable lease payments.

18. 物業、廠房及設備(續)

於二零二二年十二月三十一日，相關使用權資產約5,135,000港元(二零二二年：10,122,000港元)已確認租賃負債5,761,000港元(二零二二年：9,518,000港元)。除由出租人持有的租賃資產的抵押權益外，租賃協議並無設立任何契諾。租賃資產不得作為任何借貸的抵押。

全部廠房及機械均按經營租賃出租。租賃的初始期限通常為三年，於該日期後可選擇重續，屆時將重新協商所有條款。全部租賃均計入可變租賃付款。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Expenses relating to short-term leases	與短期租賃有關之開支	2,143	1,078

During the year, additions to right-of-use assets were approximately HK\$1,992,000 (2022: HK\$10,985,000). This amount included the capitalised lease payments payable under new tenancy agreements.

The maturity analysis of lease liabilities is set out in Note 29.

於年內，使用權資產增加約1,992,000港元(二零二二年：10,985,000港元)。該金額包括新租賃協議項下應付的資本化租賃付款。

租賃負債的到期日分析載於附註29。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Other properties leased for own use

The Group leases various offices, warehouses, and factories for its operations. Lease contracts are entered into for a fixed term of 2 to 3 years (2022: 2 to 3 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

Other leases

The Group leases plant and machinery under leases expiring in 3 years. Some leases include an option to renew the lease when all terms are renegotiated. None of the leases includes variable lease payments.

Impairment assessment

Due to the developments in the cryptocurrencies market and the recent plunge of the market price of Filecoin and Chia during the year ended 31 December 2022, the management of the Group concluded there was indication for impairment and conducted impairment assessment on cryptocurrencies mining equipment included in property, plant and equipment.

The Group assessed the recoverable amounts of those cryptocurrencies mining equipment. As a result the carrying amounts of these assets were written down to their recoverable amounts. An impairment loss on property, plant and equipment of approximately HK\$20,389,000 recognised respectively in profit or loss within the cloud computing and data storage segment to which these assets relate during the year ended 31 December 2022. The estimates of recoverable amounts were based on the equipments' fair values less costs of disposal, using market comparable approach by reference to market evidence of recent transactions for similar equipment by an independent professional valuer, Greater China Appraisal Limited. The fair value on which the recoverable amount is based on is categorized as level 3 measurement. The key assumption on which management has based its determination of fair value less costs of disposal is that the condition of comparable equipment is considered similar and the costs of disposal are assumed to be 3% of the fair market value of the equipment.

18. 物業、廠房及設備(續)

其他自用租賃物業

本集團租用各種辦公室、倉庫及廠房用於運營。租賃合同的固定期限為兩至三年(二零二二年:兩至三年)。租期乃按個別基準磋商,並包含多種不同之條款及條件。在確定租期及評估不可撤銷期限時,本集團採用合約定義,並確定合約可強制執行的期限。

其他租賃

本集團根據三年到期的租約租賃廠房及機械。若干租約包括在重新協商所有條款時重續的選項。所有租賃均不包括可變租賃付款。

減值評估

由於加密貨幣市場的發展以及截至二零二二年十二月三十一日止年度Filecoin及奇亞幣的市場價格最近暴跌,本集團管理層認為存在減值跡象,並對計入物業、廠房及設備的加密貨幣開採設備進行減值評估。

本集團評估該等加密貨幣開採設備的可收回金額。因此,該等資產的賬面價值撇銷至其可收回金額。物業、廠房及設備的減值虧損約為20,389,000港元,於截至二零二二年十二月三十一日止年度在與該等資產相關的雲計算及數據儲存分部內的損益中確認。可收回金額的估計基於設備的公允值減去處置成本,採用市場可比法,並參考獨立專業估價師漢華評值有限公司最近類似設備交易的市場證據。可收回金額所依據的公允值被分類為三級計量。管理層釐定公允值減出售成本所基於的主要假設為:可資比較設備的狀況與之相若且假設出售成本為該設備市場公允值的3%。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

Impairment assessment (Continued)

During the year ended 31 December 2023, no impairment was made in respect of the cryptocurrencies mining equipment.

19. INVESTMENT PROPERTIES

The Group leases out certain offices under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 2 years (2022: 1 to 3 years). Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend.

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. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

18. 物業、廠房及設備(續)

減值評估(續)

於截至二零二三年十二月三十一日止年度，並無就加密貨幣挖礦設備計提減值撥備。

19. 投資物業

本集團以經營租賃的方式出租若干辦公室，租金每月支付。租賃的初始租期通常為一至兩年(二零二二年：一至三年)。倘承租人行使續約權，則大多數租賃合同均包含市場審查條款。

由於所有租賃均以集團實體各自的功能貨幣計價，故本集團不會因租賃安排而承受外幣風險。租賃合同不包含殘值擔保及/或承租人可於租期結束時購買該物業的選擇權。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	20,496	22,201
Net fair value loss recognised in profit or loss	於損益確認公允值虧損淨額	(515)	(534)
Exchange differences	匯兌差額	(812)	(1,171)
At 31 December	於十二月三十一日	19,169	20,496

At 31 December 2023 and 2022, the fair value of the Group's investment properties were arrived at on the basis of valuations conducted by Jones Lang LaSelle Corporate Appraisal and Advisory Limited and Greater China Appraisal Limited respectively, independent firms of chartered surveyors not connected to the Group.

於二零二三年及二零二二年十二月三十一日，本集團投資物業之公允值乃根據分別由與本集團並無關連的獨立專業測量師仲量聯行企業評估及諮詢有限公司及漢華評估有限公司進行的估值得出。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

19. INVESTMENT PROPERTIES (Continued)

During the year ended 31 December 2023, there was no change in valuation techniques used for the fair value measurement of the Group's investment properties as compared to last year.

Details of valuation techniques and inputs used are set out in Note 7(c).

20. GOODWILL

Cost

At 1 January and 31 December

成本

於一月一日及十二月三十一日

Accumulated impairment losses

At 1 January
Impairment loss

累計減值虧損

於一月一日
減值虧損

At 31 December

於十二月三十一日

Net carrying amount

At 31 December

賬面淨值

於十二月三十一日

Goodwill acquired in a business combination is allocated, at acquisition, to the cash generating unit ("CGU") that is expected to benefit from that business combination. The carrying amount of goodwill has been allocated as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Online games:	線上遊戲：		
Cubinet Interactive (MSC) Sdn. Bhd. and its subsidiaries (the "Cubinet Group")	Cubinet Interactive (MSC) Sdn. Bhd.及其附屬公司 (「Cubinet集團」)	—	2,982

19. 投資物業(續)

截至二零二三年十二月三十一日止年度，與去年相比，用於本集團投資物業之公允值計量的估值技術並無任何變動。

有關估值技術及所用輸入數據之詳情載於附註7(c)。

20. 商譽

在業務合併中收購之商譽於收購時分配予預期將從該業務合併中獲益的現金產生單位(「現金產生單位」)。商譽的賬面值分配如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

20. GOODWILL (Continued)

The recoverable amount of cash-generating unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering the following five years with a discount rate of 16.2% (2022: 20.7%) as at 31 December 2023. The cash flows beyond the five-year period are extrapolated using 0% (2022: 2.50%) growth rate. Other key assumptions for the value in use calculated is the turnover and budgeted gross margin, which are determined based on the CGU's past performance and management expectations for the market development.

Due to the delay in plan of publishing mobile games, the Group has revised its cash flow forecast for this CGU. As at 31 December 2023, this goodwill has no recoverable amount and impairment loss of approximately HK\$2,982,000 was recognised on goodwill during the year ended 31 December 2023.

20. 商譽(續)

現金產生單位之可收回金額已按使用價值計算釐定。該計算使用基於本集團管理層批准的其後五年期財務預算的現金流量預測，於二零二三年十二月三十一日的貼現率為16.2% (二零二二年：20.7%)。超過五年期間的現金流量乃使用增長率0% (二零二二年：2.50%) 推算。計算使用價值的其他關鍵假設為營業額及預計毛利率，其根據現金產生單位的過往表現及管理層對市場發展的預期釐定。

由於手機遊戲發行計劃延遲，本集團已修訂該現金產生單位的現金流量預測。於二零二三年十二月三十一日，該商譽並無可收回金額，而於截至二零二三年十二月三十一日止年度，已就商譽確認減值虧損約2,982,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21. INTANGIBLE ASSETS

21. 無形資產

		Game intellectual properties and licenses 遊戲知識產權及 版權 HK\$'000 千港元	Game software 遊戲軟件 HK\$'000 千港元	Rights on esports team 於電子 競技隊之權益 HK\$'000 千港元	Trademark 商標 HK\$'000 千港元	Money lending license 放債牌照 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
1 January 2022	於二零二二年一月一日	63,814	5,083	19,592	7,300	500	96,289
Additions	添置	40,387	—	—	—	—	40,387
Write off	撇銷	(15,901)	—	—	—	—	(15,901)
Exchange differences	匯兌差額	(2,273)	—	(1,542)	—	—	(3,815)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	86,027	5,083	18,050	7,300	500	116,960
Write off	撇銷	(51,666)	(5,083)	—	—	—	(56,749)
Exchange differences	匯兌差額	(918)	—	(510)	—	—	(1,428)
At 31 December 2023	於二零二三年十二月三十一日	33,443	—	17,540	7,300	500	58,783
Accumulated amortisation and impairment losses	累計攤銷及減值虧損						
At 1 January 2022	於二零二二年一月一日	36,922	5,083	5,551	2,312	—	49,868
Amortisation	攤銷	11,716	—	3,726	1,460	—	16,902
Eliminated on write off	解除撇銷	(13,407)	—	—	—	—	(13,407)
Exchange differences	匯兌差額	(1,035)	—	(553)	—	—	(1,588)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日	34,196	5,083	8,724	3,772	—	51,775
Amortisation	攤銷	11,933	—	3,537	1,460	—	16,930
Impairment	減值	33,443	—	1,017	—	—	34,460
Eliminated on write off	撇減撇銷	(45,610)	(5,083)	—	—	—	(50,693)
Exchange differences	匯兌差額	(519)	—	(284)	—	—	(803)
At 31 December 2023	於二零二三年十二月三十一日	33,443	—	12,994	5,232	—	51,669
Net carrying amount	賬面淨值						
At 31 December 2023	於二零二三年十二月三十一日	—	—	4,546	2,068	500	7,114
At 31 December 2022	於二零二二年十二月三十一日	51,831	—	9,326	3,528	500	65,185

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21. INTANGIBLE ASSETS (Continued)

The Group's money lending license of approximately HK\$500,000 (2022: HK\$500,000) at 31 December 2023 was assessed as having indefinite useful life because the license has a limited term of 1 year but would be able to be renewed annually at minimal cost. The directors of the Company are of the opinion that the Group would renew the money lending license continuously and any conditions necessary to obtain renewal would be satisfied. The money lending license will not be amortised until its useful life is determined to be finite.

The Group carried out reviews of the recoverable amount of its game intellectual properties and licenses classified as intangible assets at the end of each reporting period, having regard to the market conditions of the Group's products. These assets are used in the Group's online game segment.

Game A

As at 31 December 2023, the Game A has carrying amount of HK\$Nil (2022: approximately HK\$16,645,000).

Impairment loss of approximately HK\$16,645,000 (2022: HK\$Nil) for Game A's intellectual properties was recognised for the year ended 31 December 2023. Due to the adverse market condition in gaming industry and management's expectation for market development and the cash flow positions of the Group which delayed the development plan of the game, management carried impairment assessment and compared the carrying amount to its recoverable amount. The recoverable amount of HK\$Nil (2022: approximately HK\$16,585,000) for the relevant assets has been determined on the bases of their value in use ("VIU") using discounted cash flow method with reference to the valuation conducted by an independent professional valuer.

21. 無形資產(續)

於二零二三年十二月三十一日，本集團的放債牌照約500,000港元(二零二二年：500,000港元)評估為具無限可使用年期，因該牌照的合法年期為1年，惟每年可按輕微成本重續。本公司董事認為，本集團將持續重續放債牌照及將達成取得續期所需的任何條件。放債牌照將不會攤銷，直至其可使用年期釐定為有限。

考慮到本集團產品的市場狀況，本集團於報告期末已檢討其列為無形資產之遊戲知識產權及版權的可收回金額。該等資產乃用於本集團的線上遊戲分部。

遊戲A

於二零二三年十二月三十一日，遊戲A的賬面值為零港元(二零二二年：約16,645,000港元)。

截至二零二三年十二月三十一日止年度，遊戲A的知識產權確認減值虧損約16,645,000港元(二零二二年：零)。由於遊戲行業不利的市場狀況及管理層對市場發展的預期以及本集團的現金流量狀況導致遊戲的開發計劃推遲，管理層進行減值測試並將賬面值與可收回金額進行比較。相關資產的可收回金額為零港元(二零二二年：約16,585,000港元)，乃根據其使用價值(「使用價值」)，採用貼現現金流量法並參考獨立專業估值師進行的估值而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21. INTANGIBLE ASSETS (Continued)

Game B

During the year ended 31 December 2022, the operation of Game B was terminated. The directors of the Company are of the opinion that the Group will no longer be able to generate future economic benefits from the use or disposal of the Game B intellectual properties and licenses. Therefore, such game intellectual properties and licenses of HK\$1,500,000 were written off during the year.

Metasens

As at 31 December 2023, the Metasens has carrying amount of HK\$Nil (2022: approximately HK\$33,117,000).

During the year ended 31 December 2023, three (2022: two) of the projects included in Metasens were suspended. The directors of the Company are of the opinion that the Group will no longer be able to generate future economic benefits from the use or disposal of these projects. Therefore, intellectual properties related to these projects with a carrying value of HK\$6,056,000 (2022: HK\$994,000) were written off during the year ended 31 December 2023.

During the year ended 31 December 2023, an impairment loss of approximately HK\$16,798,000 (2022: HK\$Nil) was recognised in relation to Metasens. Due to the adverse market condition in gaming industry and management's expectation for market development and the cash flow positions of the Group which delayed the development of the game, management carried impairment assessment and compared the carrying amount to its recoverable amount. The recoverable amount of HK\$Nil (2022: approximately HK\$41,000,000) for the relevant assets has been determined based on its VIU using discounted cash flow method with reference to the valuation conducted by an independent professional valuer.

21. 無形資產(續)

遊戲B

截至二零二二年十二月三十一日止年度，已暫停運營遊戲B。本公司董事認為，本集團已無法因使用或出售遊戲B之知識產權及版權而產生未來經濟利益。因此，該遊戲之知識產權及版權1,500,000港元已於年內撇銷。

Metasens

於二零二三年十二月三十一日，Metasens的賬面值為零港元(二零二二年：約33,117,000港元)。

於截至二零二三年十二月三十一日止年度，Metasens的三個(二零二二年：兩個)項目被暫停。本公司董事認為，本集團已無法因使用或出售該等項目而產生未來經濟利益。因此，與該等項目相關的知識產權之賬面值6,056,000港元(二零二二年：994,000港元)已於截至二零二三年十二月三十一日止年度撇銷。

於截至二零二三年十二月三十一日止年度，已就Metasens確認減值虧損約16,798,000港元(二零二二年：零港元)。由於遊戲行業不利的市場狀況及管理層對市場發展的預期以及本集團的現金流量狀況導致遊戲的開發推遲，管理層進行減值測試並將賬面值與可收回金額進行比較。相關資產的可收回金額為零港元(二零二二年：約41,000,000港元)，乃根據其使用價值，採用貼現現金流量法並參考獨立專業估值師進行的估值而釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

21. INTANGIBLE ASSETS (Continued)

Rights on esports team

The management carried out impairment assessment on the rights on esports team by comparing the carrying amount to the recoverable amount. Recoverable amount was estimated based on its VIU using discounted cash flow method. The cash flow projection adopted in the VIU calculation was based on the approved budget covering a period of five years and a discount rate of approximately 17.0% was adopted. Accordingly, an impairment loss of approximately HK\$1,017,000 was recognised in the profit or loss during the year ended 31 December 2023 to impaired its carrying value to its recoverable amount of approximately HK\$4,546,000 as at 31 December 2023.

22. INVENTORIES

Raw material	原材料
Work in progress	在製品
Finished goods	製成品

21. 無形資產(續)

電競團隊之權利

管理層透過比對賬面值與可收回金額，對電競團隊之權利進行減值評估。可收回金額乃基於其使用價值採用貼現流量法估算得出。使用價值計算採用的現金流量預測乃以涵蓋五年期間的經審批預算為基準，並採用約為17.0%之貼現率。因此，截至二零二三年十二月三十一日止年度內，已於損益內確認減值虧損約1,017,000港元，以將其於二零二三年十二月三十一日的賬面值調減至可收回金額約4,546,000港元。

22. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Raw material	原材料	—	2
Work in progress	在製品	—	1,145
Finished goods	製成品	202	361
		202	1,508

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

23. LOAN RECEIVABLES AND INTEREST RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loan receivables, net of loss allowance	應收貸款(扣除虧損撥備)	—	3,354
Interest receivables	應收利息	—	249
		—	3,603

Details of the loss allowance for the loan receivables and interests receivables is set out in Note 6.3(b).

The maturity profile of loan receivables and interest receivables at the reporting date is analysed by the remaining periods to their contractual maturity dates as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	—	3,603

The carrying amounts of the loan receivables and interest receivables are denominated in HK\$.

At 31 December 2023 and 2022, all loan receivables are unsecured, bear interest at fixed rates and are repayable with fixed terms agreed with the customers.

24. TRADE RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	應收貿易賬款	20,991	33,998
Allowance for ECL	預期信貸虧損撥備	(2,826)	—
		18,165	33,998

Details of the loss allowance for the trade receivables is set out in Note 6.3(b).

23. 應收貸款及應收利息

有關應收貸款及應收利息之虧損撥備詳情載於附註6.3(b)。

於報告日期應收貸款及應收利息按餘下日期至其合約日期之到期情況如下：

應收貸款及應收利息之賬面值乃按港元列值。

於二零二三年及二零二二年十二月三十一日，所有應收貸款為無抵押，按固定利率計息及按與客戶協定的固定期限償還。

24. 應收貿易賬款

有關應收貿易賬款之虧損撥備詳情載於附註6.3(b)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

24. TRADE RECEIVABLES (Continued)

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 90 days. Overdue balances are reviewed regularly by directors. The aging analysis of the Group's trade receivables, based on the invoice date, and net of loss allowance, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0–30 days	0至30天	5,657	14,072
31–60 days	31至60天	2,146	3,402
61–90 days	61至90天	1,338	1,878
Over 90 days	90天以上	9,024	14,646
		18,165	33,998

24. 應收貿易賬款(續)

本集團主要以信貸條款與客戶進行交易。信貸期一般介乎30至90天。董事定期檢討過期結餘。本集團應收貿易賬款按發票日期及扣除虧損撥備後之賬齡分析如下：

25. DEPOSITS, OTHER RECEIVABLES AND PREPAYMENTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deposit	按金	2,431	14,605
Prepayments	預付款項	9,660	8,917
Other receivables	其他應收款項	1,253	7,951
		13,344	31,473
Analysis for reporting purposes as:			
Current	就報告目的分析為： 流動	5,549	18,775
Non-current	非流動	7,795	12,698
		13,344	31,473

25. 按金、其他應收款項及預付款項

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

26. CRYPTOCURRENCY ASSETS

a. Cryptocurrencies

26. 加密貨幣資產

a. 加密貨幣

		Note 附註	HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日		22,670
Additions	添置		
Cryptocurrencies mined	已開採加密貨幣	8	4,192
Cryptocurrencies received	已收取加密貨幣		
Received from cryptocurrency receivables	已收取應收加密貨幣	26(b)	8,696
Received from the sale of NFTs and other digital tokens	出售NFT及其他數字代幣所得款項		1,152
Total additions	添置總額		14,040
Transferred to cryptocurrency deposits	轉入加密貨幣按金	26(b)	(2,582)
Cryptocurrencies sold	已售加密貨幣		(590)
Cryptocurrencies paid	已付加密貨幣		(10,243)
Impairment loss recognised during the year	年內已確認減值虧損		(16,972)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日 及二零二三年一月一日		6,323
Additions	添置		
Cryptocurrencies mined	已開採加密貨幣		2,755
Cryptocurrencies received	已收取加密貨幣		
Received from cryptocurrency receivables	已收取應收加密貨幣	26(b)	2,456
Received from sale of NFTs and other digital tokens	出售NFT及其他數字代幣所得款項		485
Total additions	添置總額		5,696
Transferred to cryptocurrency deposits	轉入加密貨幣按金	26(b)	(3,220)
Cryptocurrencies sold	已售加密貨幣		(2,049)
Cryptocurrencies paid	已付加密貨幣		(683)
Reversal of impairment loss during the year	年內減值虧損撥回		2,758
At 31 December 2023	於二零二三年十二月三十一日		8,825

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

26. CRYPTOCURRENCY ASSETS (Continued)

a. Cryptocurrencies (Continued)

At 31 December 2023 and 2022, the breakdown of cryptocurrencies are as follows:

		Coins/tokens 數碼貨幣／代幣	HK\$'000 千港元
USDT	泰達幣	34,946	273
Ethereum	Ethereum	11	109
BNB	幣安幣	122	217
Filecoin	Filecoin	114,261	5,361
Chia	奇亞幣	9,498	2,865
At 31 December 2023	於二零二三年 十二月三十一日		8,825
		Coins/tokens 數碼貨幣／代幣	HK\$'000 千港元
USDT	泰達幣	72,343	565
Ethereum	Ethereum	248	2,320
BNB	幣安幣	77	148
Filecoin	Filecoin	76,149	1,791
Chia	奇亞幣	6,966	1,499
At 31 December 2022	於二零二二年 十二月三十一日		6,323

26. 加密貨幣資產(續)

a. 加密貨幣(續)

於二零二三年及二零二二年十二月三十一日，加密貨幣的明細如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

26. CRYPTOCURRENCY ASSETS (Continued)

b. Cryptocurrency deposits and receivables

		Note	Cryptocurrency deposits 加密貨幣按金 HK\$'000 千港元	Cryptocurrency receivables 應收加密貨幣 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日		5,737	603	6,340
Additions	添置				
Transferred from cryptocurrencies	自加密貨幣轉入	26(a)	2,582	—	2,582
Rental income earned from leases of machines to lessees to engage in cryptocurrency mining	向承租人租出開採加密貨幣的機器所得租賃收入	8	—	8,255	8,255
Received from the customers	自客戶收取	26(a)	—	(8,696)	(8,696)
Impairment loss recognised during the year	年內已確認減值虧損	15	(6,549)	(53)	(6,602)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日		1,770	109	1,879
Additions	添置				
Transferred from cryptocurrencies	自加密貨幣轉入	26(a)	3,220	—	3,220
Income receivable from rental and services provided	來自租賃及所提供服務之應收收入		—	2,408	2,408
Received from the customers	自客戶收取	26(a)	—	(2,456)	(2,456)
Reversal of impairment loss during the year	年內減值虧損撥回	15	2,680	45	2,725
At 31 December 2023	於二零二三年十二月三十一日		7,670	106	7,776

The directors of the Company carried out impairment assessment at the end of each reporting period by comparing the carrying amount to its recoverable amount. Recoverable amount was estimated based on fair value less cost of disposal by using market approach. Reversal of impairment loss of approximately HK\$2,758,000 and HK\$2,725,000 (2022: impairment of HK\$16,971,000 and HK\$6,602,000) respectively were recognised in respect of cryptocurrencies and cryptocurrency deposits and receivables for the year ended 31 December 2023.

本公司董事於各後告期末進行減值評估，方法為比較其賬面值與可收回金額。可收回金額乃按公允價值出售成本使用市場法估算得出。截至二零二三年十二月三十一日止年度，已就加密貨幣按金及應收加密貨幣確認減值虧損撥回分別約2,758,000港元及2,725,000港元(二零二二年：減值為16,971,000港元及6,602,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

27. CASH AND BANK BALANCES

Cash and bank balances include demand deposits and short-term deposits for the purposes of meeting the Group's short term cash commitments, which carry interest at market rates range from 0.01% to 0.2%.

As at 31 December 2023, the cash and bank balances of the Group denominated in RMB amounted to approximately HK\$3,163,000 (2022: HK\$16,796,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

28. TRADE PAYABLES

The Group normally obtains credit terms ranging from 30 to 90 days from its suppliers.

At the end of reporting period, the aging analysis of trade payables, based on the invoice date is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0-30 days	0至30天	552	720
31-60 days	31至60天	314	2,926
61-90 days	61至90天	379	1,812
Over 90 days	90天以上	3,614	4,722
		4,859	10,180

27. 現金及銀行結餘

現金及銀行結餘包括活期存款及為符合本集團短期現金承擔而設的短期存款，乃按介乎0.01%至0.2%之市場利率計息。

於二零二三年十二月三十一日，本集團以人民幣列值之現金及銀行結餘約為3,163,000港元(二零二二年：16,796,000港元)。人民幣兌換為外幣須遵循中國外匯管理條例以及結匯、售匯及付匯管理規定。

28. 應付貿易賬款

供應商一般授予本集團30至90天的信貸期。

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	552	720
	314	2,926
	379	1,812
	3,614	4,722
	4,859	10,180

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

29. LEASE LIABILITIES

29. 租賃負債

		Minimum lease payments 最低租賃付款		Present value of minimum lease payments 最低租賃付款的現值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	3,837	7,051	3,449	6,260
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年之期間	1,774	3,104	1,686	2,802
Within a period of more than two years but not exceeding five years	兩年以上但不超過五年之期間	—	1,106	—	1,060
		5,611	11,261	5,135	10,122
Less: Future finance charges	減：未來融資費用	(476)	(1,139)	N/A	N/A 不適用
Present value of lease obligations	租賃責任之現值	5,135	10,122	5,135	10,122
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內需結算的金額 (列於流動負債項下)			(3,449)	(6,260)
Amount due for settlement after 12 months	十二個月後需結算的金額			1,686	3,862

The incremental borrowing rates applied to lease liabilities range from 1.55% to 20.45%. (2022: from 1.55% to 14.02%).

用於租賃負債之增量借貸利率介乎1.55%至20.45%之間(二零二二年：介乎1.55%至14.02%之間)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

30. LOANS FROM RELATED PARTIES

As at 31 December 2023, the Group received loans from Mr. Cheng (2022: Mr. Cheng and Mr. Yeung Tong Seng Terry) and related companies, which are companies beneficially owned and controlled by Mr. Cheng, with aggregate principal amount of HK\$310,000,000 (2022: HK\$280,000,000). These loans were unsecured, interest bearing from 0% to 2% (2022: from 0% to 2%) per annum and repayable within 1 to 2 years. The fair value of these loans were estimated at the prevailing market interest rates for equivalent loans which ranged from 3.98% to 8.75% (2022: 5% to 5.625%) per annum on initial recognition.

The carrying amounts of the loans from related parties are repayable:

30. 來自關聯方之貸款

於二零二三年十二月三十一日，本集團向鄭先生(二零二二年：鄭先生及楊東成先生)及由鄭先生實益擁有及控制的關聯公司獲得貸款，本金總額為310,000,000港元(二零二二年：280,000,000港元)。該等貸款為無抵押，按年息0%至2%(二零二二年：0%至2%)計息及須於一至兩年內償還。該等貸款之公允值乃按同檔次貸款初始確認時之現行市場年利率介乎3.98%至8.75%(二零二二年：5%至5.625%)之間估計。

來自關聯方之貸款的賬面值應付如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	208,563	78,270
Within a period of more than one year but not exceeding two years	一年以上但不超過兩年之期間	92,204	188,353
		300,767	266,623
Less: Amounts due within one year shown under current liabilities	減：流動負債項下一年內到期的金額	(208,563)	(78,270)
Amounts shown under non-current liabilities	非流動負債項下列所示的金額	92,204	188,353

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

31. OTHER PAYABLES AND ACCRUALS

31. 其他應付款項及應計項目

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deposits received	已收按金	754	385
Accruals	應計項目	9,214	29,112
Receipt in advance	預收款項	—	9,442
Loan from a third party (Note a)	來自第三方之貸款(附註a)	—	5,391
Royalty payable (Note b)	應付專利權費(附註b)	2,087	2,833
Retirement benefits costs (Note c)	退休福利成本(附註c)	399	338
Other payables (Note d)	其他應付款項(附註d)	29,285	35,450
		41,739	82,951
Analyses for reporting purposes	就報告用途分析為：		
Current	流動	41,397	82,669
Non-current	非流動	342	282
		41,739	82,951

Notes:

- (a) As at 31 December 2022, the balance represented loan from an independent third party. The loan was unsecured, bear interest at 3% per annum and repayable within one year.
- (b) The balance represented non-cancellable minimum royalty payable to a game developer under an online game license agreement.
- (c) The amount represented defined benefit obligations arising from a Thailand subsidiary. Under labour laws in Thailand, all employees with more than 120 days of service are entitled to Legal Severance Payment benefits ranging from 30 to 300 days of final salary upon termination of service, including forced termination or retrenchment, or in the event of retirement. The plan is unfunded and therefore there is no plan asset.
- (d) Included in the amount was interest payable of approximately HK\$4,500,000 (2022: HK\$3,750,000) as at 31 December 2023.

附註：

- (a) 於2022年12月31日，結餘指來自獨立第三方之貸款。該貸款為無抵押，按年息3%計息及須於一年內償還。
- (b) 結餘指根據線上遊戲版權安排應付一名遊戲開發商之不可撤銷最低專利權費。
- (c) 該金額指一間泰國附屬公司之已界定福利責任。根據泰國之勞工法，凡工作逾120日之所有僱員於終止聘用(包括強制終止或開除或退休)後均享有法定遣散費福利，遣散費為30至300日之最終薪酬。該計劃不設基金，故並無計劃資產。
- (d) 計入於二零二三年十二月三十一日的應付利息約4,500,000港元(二零二二年：3,750,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

32. CONTRACT LIABILITIES

32. 合約負債

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities as a result of billing in advance of cloud computing and data storage	因雲計算及數據儲存提前計費而產生合約負債	439	—
Contract liabilities as a result of billing in advance of game publishing service	因提供遊戲發行服務預收款項而產生合約負債	—	1,896
		439	1,896

For the revenue from cloud computing and data storage, the Group received 25% of mining reward from cryptocurrency mining at the beginning which give rise to a contract liability.

就來自雲計算及數據儲存業務之收益而言，本集團於開採加密貨幣初期獲得25%之開採獎勵，因而產生合約負債。

For revenue from mobile game business, contract liabilities arose from sales of durable virtual items in the online game where the Group act as a principal.

就來自手機遊戲業務之收益而言，因出售線上遊戲(由本集團擔任主事人)內之耐用類虛擬物品而產生合約負債。

The revenue recognised related to the carried-forward contract liabilities are as follows:

就已結轉合約負債確認的收益如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised in the year from the amounts included in the contract liabilities at the beginning of the year	於年內將年初列入合約負債的款項確認為收益	1,896	7,378

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

33. DEFERRED TAX LIABILITIES

The following are the deferred tax liabilities recognised by the Group:

		Fair value adjustments on assets acquired 所收購資產之公允值調整 HK\$'000 千港元	Undistributed earnings of PRC subsidiaries 中國附屬公司之未分配盈利 HK\$'000 千港元	Deferred tax on investment properties 投資物業之遞延稅項 HK\$'000 千港元	Right-of-use assets/lease liabilities 使用權資產／租賃負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	916	1,716	—	—	2,632
Credited to profit or loss	計入損益	(744)	—	—	—	(744)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	172	1,716	—	—	1,888
Disposal of subsidiaries (Credited)/debited to profit or loss	出售附屬公司 (計入)/扣除自損益	—	(1,716)	—	—	(1,716)
Exchange differences	匯兌差額	(2)	—	577	18	593
		—	—	(8)	—	(8)
At 31 December 2023	於二零二三年十二月三十一日	170	—	569	18	757

At the end of the reporting period, the Group has unused tax losses of approximately HK\$332,801,000 (2022: HK\$255,473,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$15,709,000 (2022: HK\$10,648,000) that will expire on or before 2033 (2022: expire on or before 2032). Other tax losses may be carried forward indefinitely.

At the end of the reporting period, the Group has aggregate amount of deductible temporary differences of approximately HK\$4,283,000 (2022: HK\$4,216,000). No deferred tax asset has been recognised due to the unpredictability of future profit streams.

33. 遞延稅項負債

本集團確認的遞延稅項負債如下：

於報告期末，本集團有未動用稅項虧損約332,801,000港元(二零二二年：255,473,000港元)可用作抵銷未來溢利。由於未來溢利流不可預測，故並無確認遞延稅項資產。未確認稅務虧損包括將於二零三三年或之前(二零二二年：二零二三年或之前)到期之約15,709,000港元(二零二二年：10,648,000港元)虧損。其他稅項虧損可無限期結轉。

於報告期末，本集團之可扣稅暫時差額總額約為4,283,000港元(二零二二年：約4,216,000港元)。由於未來溢利流不可預測，故並無確認遞延稅項資產。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34. SHARE CAPITAL

34. 股本

		Ordinary shares of HK\$0.01 each 每股面值0.01港元之普通股	
		Number of shares 股份數目	Par value 面值 HK\$'000 千港元
Authorised:	法定：		
Ordinary shares,	普通股		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	500,000,000	50,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares,	普通股		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	311,036,000	3,110

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

本集團管理股本的目的旨在保障本集團的持續經營能力，並透過優化債務與股權比率為股東帶來最大回報。

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

本集團將按風險比例釐定資本金額。本集團根據經濟環境變動及有關資產的風險特性管理及調整資本結構。為維持或調整資本結構，本集團或會調整派發股息、發行新股、回購股份、新增債務、贖回現有債務或出售資產以減少債務。

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as net debt divided by adjusted capital. Total debt comprises borrowings. Adjusted capital comprises all components of equity (i.e. share capital, share premium, accumulated losses and other reserves) except for non-controlling interests.

本集團以債務對經調整資本比率為基準監控資本。該比率以債務淨額除以經調整資本計算。債務總額由借貸所組成。經調整資本包括所有股權部分，即股本、股份溢價、累計虧損及其他儲備（非控股權益除外）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34. SHARE CAPITAL (Continued)

During the years ended 31 December 2023 and 2022 the Group's strategy, was to maintain the debt-to-adjusted capital ratio as low as feasible. In order to maintain or adjust the ratio, the Group may adjust the amount of dividends paid to shareholders, issue new shares, return capital to shareholders, raise new debt financing or sell assets to reduce debt.

No debt-to-adjusted capital ratio is assessed as at 31 December 2023 and 2022 because the Group is in a net liabilities position as of these dates.

The externally imposed capital requirement for the Group is in order to maintain its listing on the Stock Exchange it has to have a public float of at least 25% of the shares.

The Group receives a report from the share registrars monthly on substantial share interests showing the non-public float and it demonstrates continuing compliance with the 25% limit throughout the year.

34. 股本(續)

截至二零二三年及二零二二年十二月三十日止年度，本集團的策略為將負債對經調整資本比率盡力維持於最低水平。為維持或調整該比率，本集團或會調整派予股東之股息金額、發行新股、向股東退還資本、新增債務融資或出售資產以減少債務。

於二零二三年及二零二二年十二月三十一日，概無債務對經調整資本比率，因為截至該等日期，本集團處於淨負債狀況。

本集團維持其在聯交所上市地位的外部強制資本要求為須保持至少25%股份由公眾持有。

本集團每月自股份登記處接獲有關非公眾持股量之重大股東權益之報告，該報告顯示本集團於整個年度持續遵守25%之限額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

35. DISPOSAL OF SUBSIDIARIES

(a) Deemed disposal of 鳳凰數位娛樂有限公司 (“Taiwan Subsidiary”)

On 1 January 2023, the Group deemed disposed 100% of the issued share capital of the Taiwan Subsidiary because the Group did not renew the contractual arrangements with the Taiwan Subsidiary. Management assessed the implications of the non-renewal of the contractual arrangements and concluded that, based on the facts and circumstances, the ability of the Group to use its power to direct the relevant activities that would most significantly affect the returns of the Taiwan Subsidiary was ceased. By 1 January 2023, it was no longer practical for the Group to make relevant decisions in order to obtain significant variable returns from the Taiwan Subsidiary. Accordingly, the directors of the Company assessed that the Group ceased to have its control over the Taiwan Subsidiary and therefore the carrying amounts related to the assets and liabilities of the Taiwan Subsidiary was deconsolidated from the consolidated financial statements as of 31 December 2023.

Net assets at the date of deemed disposal were as follows:

35. 出售附屬公司

(a) 視作出售鳳凰數位娛樂有限公司 (「台灣附屬公司」)

於二零二三年一月一日，本集團視作出售台灣附屬公司全部已發行股本，原因是本集團並無與台灣附屬公司重續合約安排。管理層已評估不重續合約安排之影響，並認為基於事實及當前情況，本集團不能再運用其權力指示對台灣附屬公司回報影響最大的相關活動。截至二零二三年一月一日，本集團已無法作出相關決策以獲取來自台灣附屬公司的重大可變回報。因此，本公司董事評估，本集團對台灣附屬公司已不再具有控制權，而台灣附屬公司資產及負債的賬面值已不再併入截至二零二三年十二月三十一日的綜合財務報表。

於視作出售日期之資產淨值如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	86
Other receivables	其他應收款項	195
Bank and cash balances	銀行及現金結餘	159
Other payables	其他應付款項	(30)
Net assets disposed of	出售資產淨額	410
Release of foreign currency translation reserve	發放外幣換算儲備	(272)
Loss on deemed disposal	視作出售虧損	138
Net cash outflow arising on disposal:	出售產生之現金流出淨額	
Cash consideration received	已收現金代價	—
Cash and cash equivalents disposed of	出售現金及現金等值物	(159)
Net cash outflow	現金流出淨額	(159)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

35. DISPOSAL OF SUBSIDIARIES (續)

(b) Disposal of JF Household Furnishings (Asia) Limited and its subsidiaries (the “JF Asia Group”)

On 30 June 2023, the Group disposed 100% of the issued share capital of JF Asia Group for a total consideration of HK\$1.

Net liabilities at the date of disposal were as follows:

35. 出售附屬公司(續)

(b) 出售捷豐家居用品(亞洲)有限公司及其附屬公司(「捷豐亞洲集團」)

於二零二三年六月三十日，本集團以總代價1港元出售捷豐亞洲集團全部已發行股本。

於出售日期之負債淨額如下：

		HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	80
Other receivables	其他應收款項	5,713
Bank and cash balances	銀行及現金結餘	5,112
Current tax assets	即期稅項資產	19
Other payables	其他應付款項	(13,638)
Deferred tax liabilities	遞延稅項負債	(1,716)
Net liabilities disposed of	出售負債淨額	(4,430)
Release of foreign currency translation reserve	發放外幣換算儲備	(16,677)
Gain on disposal	出售收益	(21,107)
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	—*
Cash and cash equivalents disposed of	出售現金及現金等值物	(5,112)
Net cash outflow	現金流出淨額	(5,112)

* amount less than HK\$1,000

* 少於1,000港元之金額

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

36. EQUITY TRANSACTION WITH NON-CONTROLLING INTERESTS

Acquisition of additional interest in a subsidiary

On 28 July 2022, Deluxe Trading (HK) Limited (the “Purchaser”), an indirect wholly owned subsidiary of the Company, entered into the agreements with the vendors, pursuant to which the Purchaser agreed to purchase, and the vendors agreed to sell, the sale equity interests, representing in aggregate 30% of the equity interests in the Wanhui (Suzhou) Digital Technology Co., Ltd. (萬輝(蘇州)數碼科技有限公司), a non-wholly owned subsidiary of the Company, at an aggregate consideration of RMB6,300,000 (equivalent to approximately HK\$7,701,000).

The Company recognised a decrease in non-controlling interests and a decrease in accumulated losses of approximately HK\$7,037,000 and HK\$664,000 respectively.

37. SHARE-BASED PAYMENTS

Equity-settled share option scheme

(i) Existing Share Option Scheme

Pursuant to the ordinary written resolution passed in the extraordinary general meeting of the Company on 26 November 2008, the share option scheme (“Existing Share Option Scheme”) was approved and adopted by the Company to comply with the requirements under Chapter 17 of the Listing Rules; and the pre-IPO share option scheme and post-IPO share option scheme were terminated accordingly.

The purpose of the Existing Share Option Scheme is to enable the Company to recognise the contributions of any employees (including directors of the Company), consultants and/or advisers who in the sole discretion of the directors of the Company have contributed or will contribute to the Group (“Participants”) and to motivate the Participants to continuously work to the benefit of the Group by offering to the Participants an opportunity to have personal interest in the share capital of the Company.

36. 與非控股權益的股權交易

收購於一間附屬公司的額外權益

二零二二年七月二十八日，本公司的間接全資附屬公司頂尖貿易(香港)有限公司(「買方」)與賣方訂立協議，根據該協議，買方同意購買且賣方同意出售合共佔萬輝(蘇州)數碼科技有限公司(本公司非全資附屬公司)30%的股權，總代價為人民幣6,300,000元(相當於約7,701,000港元)。

本公司確認非控股權益及累計虧損分別減少約7,037,000港元及664,000港元。

37. 以股份支付款項

以股權結算的購股權計劃

(i) 現有購股權計劃

根據本公司於二零零八年十一月二十六日舉行的股東特別大會上通過的書面普通決議案，現有購股權計劃(「現有購股權計劃」)已獲本公司批准及採納，以符合上市規則第十七章的規定，而首次公開招股前購股權計劃及首次公開招股後購股權計劃則相應終止。

現有購股權計劃旨在方便本公司肯定本公司董事全權酌情認為曾經或將會為本集團作出貢獻的任何僱員(包括本公司董事)、諮詢人士及／或顧問(「參與者」)對本集團的貢獻，並藉著使參與者有機會於本公司股本中擁有個人權益，激勵參與者繼續為本集團的利益而努力。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

37. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

(i) Existing Share Option Scheme (Continued)

The overall limit on the number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Existing Share Option Scheme and other share option scheme of the Group must not exceed 30% of the shares of the Company in issue from time to time. Upon acceptance of the option, the Grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

(ii) Share Option Scheme

Pursuant to the ordinary written resolution passed in the annual general meeting of the Company on 29 June 2018, the share option scheme ("Share Option Scheme") was approved and adopted by the Company to comply with the requirements under Chapter 17 of the Listing Rules;

The purpose of the Share Option Scheme is to enable the Company to provide an incentive or a reward to eligible persons for their contribution to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. The eligible participants include any directors or employees, consultants and/or advisers, the eligible participants also include any business or joint venture partners, contractors, agents or representatives, suppliers, producers or licensors, licensees (including sub-licensee) or distributors, of the Group or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group.

37. 以股份支付款項(續)

以股權結算的購股權計劃(續)

(i) 現有購股權計劃(續)

因行使根據現有購股權計劃及本集團其他購股權計劃所授出但尚未獲行使的所有未行使購股權而可能發行的本公司股份數目，整體上限不得超過本公司不時已發行股份的30%。接納購股權後，承授人須向本公司繳付1.00港元，作為接受購股權的代價。

(ii) 購股權計劃

根據本公司於二零一八年六月二十九日舉行的股東週年大會上通過的書面普通決議案，購股權計劃(「購股權計劃」)已獲本公司批准及採納，以符合上市規則第十七章的規定；

購股權計劃旨在使本公司能夠鼓勵或獎賞合資格人士對本集團所作出的貢獻及／或使本集團能夠聘請及挽留優秀僱員及吸引對本集團具價值的人力資源。合資格參與者包括任何董事或僱員、顧問及／或諮詢人士，合資格參與者亦包括本集團任何業務或合營公司夥伴、承包商、代理或代表、供應商、生產商或發牌人、持牌人(包括子持牌人)或分銷商，或董事會全權酌情認為對本集團已作出或可能作出貢獻的任何人士。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

37. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

(ii) Share Option Scheme (Continued)

The overall limit on the number of shares of the Company which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and other share option scheme of the Group must not exceed 30% of the shares of the Company in issue from time to time. Upon acceptance of the option, the Grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

The subscription price for share(s) under the Share Option Scheme will be a price as the board of directors in its absolute discretion shall determine and notify to each Participant and shall not be less than the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant of the option (which must be a business day), (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 of the option and (iii) the nominal value of a share on the date of grant of the option. The date of grant is the date on which the option is offered.

An option under the share option scheme may be exercised in accordance with the terms of the Share Option Scheme at any time during the period to be determined and notified by the board of directors of the Company to each grantee which period of time shall commence on the date of grant of the option and expire on such date as determined by the board of directors of the Company provided that the option may not be exercised after the expiration of 10 years from the date of grant of the option.

37. 以股份支付款項(續)

以股權結算的購股權計劃(續)

(ii) 購股權計劃(續)

因行使根據購股權計劃及本集團其他購股權計劃所授出但尚未獲行使的所有未行使購股權而可能發行的本公司股份數目，整體上限不得超過本公司不時已發行股份的30%接納購股權後，承授人須向本公司繳付1.00港元，作為接受購股權的代價。

根據購股權計劃，股份之認購價格將由董事會全權酌情釐定並知會予各參與者，且不得低於以下之較高者：(i) 股份於購股權授出日期(必須為營業日)聯交所日報表所報之收市價；(ii) 股份於緊接購股權授出日期前五個營業日在聯交所日報表所報之平均收市價及(iii) 股份於購股權授出日期之面值。授出日期乃購股權獲授出之日期。

根據購股權計劃授出之購股權可於本公司董事會釐定並知會各承授人之期間內任何時間，根據購股權計劃之條款行使，該期間應於購股權授出日期起，直至本公司董事會釐定之日期為止，惟購股權不可於購股權授出日期起計10年期屆滿後行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

37. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

(ii) Share Option Scheme (Continued)

The Share Option Scheme does not require a minimum period for which an option must be held nor a performance target which must be achieved before an option can be exercised, unless the board of directors of the Company otherwise determined and stated in the offer of the grant of options to the grantee.

Details of the specific categories of options granted to the directors and employees are as follows:

	Date of grant 授出日期	Vesting date 歸屬日期	Exercise period 行使期	Exercise price 行使價 HK\$ 港元	Note 附註
2022A	18 January 2022 二零二二年一月十八日	28 September 2022 二零二二年九月二十八日	28 September 2022 to 17 January 2032 二零二二年九月二十八日至 二零三二年一月十七日	17.14	i
2022B	18 January 2022 二零二二年一月十八日	28 March 2023 二零二三年三月二十八日	28 March 2023 to 17 January 2032 二零二三年三月二十八日至 二零三二年一月十七日	17.14	i
2021A	28 September 2021 二零二一年九月二十八日	28 September 2022 二零二二年九月二十八日	28 September 2022 to 27 September 2031 二零二二年九月二十八日至 二零三一年九月二十七日	11.04	ii
2021B	28 September 2021 二零二一年九月二十八日	28 March 2023 二零二三年三月二十八日	28 March 2023 to 27 September 2031 二零二三年三月二十八日至 二零三一年九月二十七日	11.04	ii

If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group.

37. 以股份支付款項(續)

以股權結算的購股權計劃(續)

(ii) 購股權計劃(續)

購股權計劃並無規定必須持有購股權之最短期限，或購股權獲行使前必需達到的表現目標，惟本公司董事會另有決定及於授出購股權予承授人時聲明者除外。

授予董事及僱員之購股權特定類別之詳情如下：

倘購股權於授出日期起計十年後尚未行使，則購股權將告屆滿。倘僱員離開本集團，則購股權將被沒收。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

37. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

(ii) Share Option Scheme (Continued)

Details of the movement of share options during the year are as follows:

		2023 二零二三年		2022 二零二二年	
		Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元
Outstanding at the beginning of the year	於年初尚未行使	7,842,792	13.46	4,732,432	11.04
Granted during the year	年內授出	—	—	3,110,360	17.14
Forfeited during the year (note i)	於年內沒收(附註i)	(3,110,360)	17.14	—	—
Outstanding at the end of the year	於年末尚未行使	4,732,432	11.04	7,842,792	13.46
Exercisable at the end of the year	於年末可行使	4,732,432	11.04	3,921,396	13.46

Note:

- (i) During the year ended 31 December 2023, 3,110,360 share options were forfeited upon Yau Chak Fung's resignation as the director of the Company during the year.
- (ii) The options outstanding at the year ended 31 December 2022 have a weighted average remaining contractual life of 9.1 years and the exercise prices is HK\$17.14. The estimated fair value of the options on the date of grant is HK\$35,360,821.
- (iii) The options outstanding at the year ended 31 December 2022 have a weighted average remaining contractual life of 8.7 years and the exercise prices is HK\$11.04. The estimated fair value of the options on the date of grant is HK\$34,456,254.

附註:

- (i) 截至二零二三年十二月三十一日止年度，3,110,360份購股權因邱澤峯於年內辭任本公司董事而被沒收。
- (ii) 截至2022年12月31日止年度的尚未行使購股權的加權平均剩餘合約年期為9.1年，行使價為17.14港元。購股權於授出日期的估計公允值為35,360,821港元。
- (iii) 截至2022年12月31日止年度的尚未行使購股權的加權平均剩餘合約年期為8.7年，行使價為11.04港元。購股權於授出日期的估計公允值為34,456,254港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

37. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

(ii) Share Option Scheme (Continued)

These fair values were calculated using the Polynomial option price model. The inputs into the model are as follows:

		Share options grant date 18 January 2022 授出日期為 二零二二年 一月十八日 的購股權	Share options grant date 28 September 2021 授出日期為 二零二一年 九月二十八日 的購股權
Weighted average share price	加權平均股價	HK\$17.14 17.14港元	HK\$11.04 11.04港元
Weighted average exercise price	加權平均行使價	HK\$17.14 17.14港元	HK\$11.04 11.04港元
Expected volatility	預期波幅	81.16%	78.61%
Expected life	預期使用年限	10 years 10年	10 years 10年
Risk free rate	無風險利率	1.61%	1.43%
Expected dividend yield	預期股息率	0.00%	0.00%

Expected volatility was determined by calculating the historical volatility of the Company's share price over the previous 10 years. The expected life used in the model has been adjusted, based on the Group's best estimate, for the effects of non transferability, exercise restrictions and behavioural considerations.

37. 以股份支付款項(續)

以股權結算的購股權計劃(續)

(ii) 購股權計劃(續)

該等公允值使用多項式購股權定價模型計算。輸入該模型的參數如下：

		Share options grant date 18 January 2022 授出日期為 二零二二年 一月十八日 的購股權	Share options grant date 28 September 2021 授出日期為 二零二一年 九月二十八日 的購股權
Weighted average share price	加權平均股價	HK\$17.14 17.14港元	HK\$11.04 11.04港元
Weighted average exercise price	加權平均行使價	HK\$17.14 17.14港元	HK\$11.04 11.04港元
Expected volatility	預期波幅	81.16%	78.61%
Expected life	預期使用年限	10 years 10年	10 years 10年
Risk free rate	無風險利率	1.61%	1.43%
Expected dividend yield	預期股息率	0.00%	0.00%

預期波幅透過計算本公司過去10年股價的歷史波幅而釐定。該模型內所用之預期使用年限已根據本集團之最佳估計就不可轉讓、行使限制及行為性的考慮因素之影響作出調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

38. 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.

38. 融資活動產生之負債對賬

下表詳述本集團融資活動產生之負債變動，包括現金及非現金變動。融資活動所產生之負債為曾或將於本集團綜合現金流量表分類為融資活動的現金流量之現金流量或未來現金流量。

		Lease liabilities	Loan from related parties	Interest payable	Total
		租賃負債	來自關聯方之貸款	應付利息	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	於二零二二年一月	13,535	194,527	3,750	211,812
Financing cash flows	融資現金流量	(10,078)	80,000	—	69,923
Remeasurement of lease	重新計量租賃	(4,982)	—	—	(4,982)
Interest expenses	利息開支	1,205	10,949	—	12,154
Effect of initial recognition	初始確認之影響	10,985	(18,550)	—	(7,565)
Exchange difference	匯兌差額	(543)	(303)	—	(847)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	10,122	266,623	3,750	280,495
Financing cash flows	融資現金流量	(7,043)	30,000	—	22,957
Remeasurement of lease	重新計量租賃	(614)	—	—	(614)
Interest expenses	利息開支	750	15,983	—	16,733
Effect of initial recognition	初始確認之影響	1,992	(11,089)	—	(9,097)
Transfer (to)/from interest payable	撥轉至/自應付利息	—	(750)	750	—
Exchange difference	匯兌差額	(72)	—	—	(72)
At 31 December 2023	於二零二三年十二月三十一日	5,135	300,767	4,500	310,402

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

39. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

39. 本公司之財務狀況及儲備變動表

(a) 本公司之財務狀況表

		As at 31 December 於十二月三十一日	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
ASSETS	資產		
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	85	512
Investments in subsidiaries	於附屬公司之投資	—	3,566
Right-of-use assets	使用權資產	2,106	3,881
		2,191	7,959
Current assets	流動資產		
Due from subsidiaries	應收附屬公司款項	—	54,789
Deposits, other receivables and prepayments	按金、其他應收款項及預付款項	946	960
		946	55,749
Current liabilities	流動負債		
Lease liabilities	租賃負債	1,447	1,606
Other payables and accruals	其他應付款項及應計項目	7,629	12,308
Loan from related parties	來自關聯方之貸款	170,051	49,149
Due to subsidiaries	應付附屬公司款項	2,810	24,038
		181,937	87,101
NET CURRENT LIABILITIES	流動負債淨額	(180,991)	(31,352)
Non-current liabilities	非流動負債		
Loan from related parties	來自關聯方之貸款	64,604	161,143
Lease liabilities	租賃負債	1,060	2,740
		65,664	163,883
NET LIABILITIES	負債淨額	(244,464)	(187,276)
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	3,110	3,110
Reserves	儲備	(247,574)	(190,386)
CAPITAL DEFICIENCIES	資本虧絀	(244,464)	(187,276)

The financial statements were approved and authorised for issue by the board of directors on 30 April 2024 and are signed on its behalf by:

財務報表經董事會於二零二四年四月三十日批准及授權出具，並由以下董事代表簽署：

Cheng Ting Kong
鄭丁港

Yeung So Mui
楊素梅

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

39. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(Continued)

(b) Reserves movements of the Company

		Shares premium (Note 40(b)(i))	Contributed surplus (Note 40(b)(ii))	Share-based payments reserve 以股份為基礎的 付款儲備	Other reserves (Note 40(b)(vii))	Accumulated losses	Total
		股份溢價 (附註40(b)(i))	繳入盈餘 (附註40(b)(ii))	以股份為基礎的 付款儲備	其他儲備 (附註40(b)(vii))	累計虧損	總值
		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	於二零二二年一月一日	294,884	42,967	7,467	15,059	(488,585)	(128,208)
Loss for the year	年內虧損	—	—	—	—	(133,014)	(133,014)
Capital contribution	注資	—	—	—	14,761	—	14,761
Share-based payments	以股份為基礎的付款	—	—	56,075	—	—	56,075
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 於二零二三年一月一日	294,884	42,967	63,542	29,820	(621,599)	(190,386)
Loss for the year	年內虧損	—	—	—	—	(71,707)	(71,707)
Capital contribution	注資	—	—	—	8,245	—	8,245
Share-based payments	以股份為基礎的付款	—	—	6,274	—	—	6,274
Forfeiture of share options	沒收購股權	—	—	(22,948)	—	22,948	—
At 31 December 2023	於二零二三年十二月三十一日	294,884	42,967	46,868	38,065	(670,358)	(247,574)

39. 本公司之財務狀況及儲備變動表(續)

(b) 本公司之儲備變動表

40. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium

Under the Companies Law of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to shareholders subject to the provisions of its Memorandum and Articles of Association and provided that immediately following the distribution or dividend the Company is able to pay its debts as they fall due in the ordinary course of business.

40. 儲備

(a) 本集團

本集團之儲備金額及其變動載列於綜合損益及其他全面收益表以及綜合權益變動表。

(b) 儲備之性質及用途

(i) 股份溢價

根據開曼群島公司法，本公司的股份溢價可根據本公司的組織章程大綱及細則的規定，用於向股東作出分派或派付股息，惟本公司在緊隨分派或派付股息後仍須有能力支付在日常業務過程中到期應付之債務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. RESERVES (Continued)

(b) Nature and purpose of reserves

(Continued)

(ii) Contributed surplus

The contributed surplus of the Company arose as a result of the Corporate Reorganisation and represents the excess of the then combined net assets of the subsidiaries acquired, over the nominal value of the Company's shares issued in exchange therefor.

(iii) Merger reserve

The merger reserve represents the difference between the nominal value of the share capital issued by the Company in exchange for the nominal value of the share capital and share premium of its subsidiaries arising from group reorganisation on 8 September 2005 ("Corporate Reorganisation").

(iv) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 4(n) to the consolidated financial statements.

40. 儲備(續)

(b) 儲備之性質及用途(續)

(ii) 繳入盈餘

本公司的繳入盈餘因公司重組產生，為所收購附屬公司當時的合併資產淨值超過為進行收購交換股份而發行的本公司股份面值的數額。

(iii) 合併儲備

合併儲備指於二零零五年九月八日進行集團重組(「公司重組」)時產生的本公司已發行股本面值交換其附屬公司之股本及股份溢價面值之差額。

(iv) 外幣匯兌儲備

外幣匯兌儲備包括換算海外業務財務報表而產生的所有外匯差額。該儲備乃按載於綜合財務報表附註4(n)之會計政策處理。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. RESERVES (Continued)

(b) Nature and purpose of reserves

(Continued)

(v) Capital reserve

This represents the transfer from retained profits to capital reserve as a result of the write off of certain trade payables by 寧波捷豐家居用品有限公司 (JF A.C.R. Equipment Supplies (Ningbo) Co., Ltd.) (“JF Ningbo”), a subsidiary of the Company. Pursuant to the People’s Republic of China (“PRC”) accounting principles and financial regulations, any gains arising from debt restructuring which represent the difference between the final settlement and the carrying value of the debt concerned are directly reflected in capital reserve and therefore not distributable. Accordingly, a transfer has been made from retained profits to capital reserve. The capital reserve can only be used to increase capital of this subsidiary.

(vi) General reserve

The general reserve is set up by way of appropriation from the profit after tax in accordance with the relevant laws and regulations in the PRC. The rate of appropriation to the general reserve is subject to the decision of the board of directors of PRC subsidiaries, but the minimum appropriation rate is 10% of the profit after tax for each year, until when the accumulated balance reaches 50% of the registered capital of the subsidiaries. Pursuant to the relevant laws and regulations of the PRC, if approvals are obtained from the relevant government authorities, the general reserve can be used in setting off accumulated losses or to increase the capital of the subsidiaries.

40. 儲備(續)

(b) 儲備之性質及用途(續)

(v) 資本儲備

資本儲備指因註銷本公司附屬公司寧波捷豐家居用品有限公司(「寧波捷豐」)的若干應付貿易款項，自保留溢利轉撥至資本儲備。根據中華人民共和國(「中國」)會計原則及財務規條，因重組債務而產生的任何收益指最後結算與債務賬面值的差額，有關差額直接反映於資本儲備，因此不可供分派。故此從保留溢利轉撥至資本儲備。資本儲備僅可用作增加此附屬公司之資本。

(vi) 一般儲備

一般儲備乃按有關的中國法律及規條由除稅後溢利撥付而成。撥付予一般儲備的比例由中國附屬公司之董事會釐定，惟最低撥付比例為每年除稅後溢利的10%，直至累計結餘達附屬公司註冊資本的50%。根據中國的有關法律及規條，倘取得有關政府當局的批准，一般儲備可用作抵銷累計虧損或增加附屬公司之資本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

40. RESERVES (Continued)

(b) Nature and purpose of reserves

(Continued)

(vii) Other reserves

The Group received loans from related parties. These loans were unsecured, interest bearing from 0% to 2% per annum and repayable according to the terms of the loan agreements. The fair value of these loans were estimated at the prevailing market interest rates for equivalent loans ranged from 3.98% to 8.75% (2022: 5% to 5.625%) on initial recognition.

As one of the substantial shareholder of the Company has beneficial interests in the related parties, the difference between the principal amount and the fair value of the loans on initial recognition were considered as capital contribution and recognised in the other reserve.

40. 儲備(續)

(b) 儲備之性質及用途(續)

(vii) 其他儲備

本集團自關聯方收取貸款。該等貸款為無抵押，按年息0%至2%計息及須按貸款協議條款償還。該等貸款之公允值乃按同檔次貸款初始確認時之現行市場利率介乎3.98%至8.75% (二零二二年: 5%至5.625%)之間估計。

由於本公司其中一名主要股東於該關聯方擁有實益權益，本金額與貸款初始確認時之公允值間之差額被視為注資並於其他儲備確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. INVESTMENTS IN SUBSIDIARIES

Details of the subsidiaries as at the end of the reporting period are set out below:

41. 於附屬公司之投資

附屬公司於報告期末的詳情載列如下：

Name 名稱	Place of incorporation/ establishment and operation 註冊成立/ 成立及經營地點	Attributable interest 應佔權益	Nominal value of issued and paid-up ordinary shares /registered capital 已發行及繳足普通股/ 註冊資本面值	Principal activities 主要業務
JF Household Furnishings (Asia) Ltd. (Note 1) 捷豐家居用品(亞洲)有限公司(附註1)	British Virgin Islands 英屬維爾京群島	N/A 不適用	300 ordinary shares of US\$1 each 300股每股面值1美元的普通股	Investment holding 投資控股
Seven Senses Game Company Limited 七元素遊戲有限公司	Hong Kong 香港	100%	10,000 ordinary shares of HK\$1 each 10,000股每股面值1港元的普通股	Design, development and operation of online games 設計、開發及營運線上遊戲
七元素遊戲有限公司	Taiwan 台灣	100%	18,000,000 ordinary shares of TWD1 each 18,000,000股每股面值1新台幣的普通股	Design, development and operation of online games 設計、開發及營運線上遊戲
鳳凰數位娛樂有限公司 (Note 2)(附註2)	Taiwan 台灣	N/A 不適用	3,000,000 ordinary share of TWD1 each 3,000,000股每股面值1新台幣的普通股	Design, development and operation of online games 設計、開發及營運線上遊戲
蘇州威鳳數碼科技有限公司	PRC 中國	100%	Registered capital of RMB30,000,000 註冊資本人民幣30,000,000元	Design, development and operation of online games 設計、開發及營運線上遊戲
Cubinet Interactive Holdings Sdn. Bhd.	Malaysia 馬來西亞	100%	200,000 ordinary share of MYR0.7 each 200,000股每股面值0.7令吉的普通股	Property investment 物業投資
Seven Elements Interactive Digital Technology Limited 七元互動數碼科技有限公司	Hong Kong 香港	100%	1,000 ordinary shares of HK\$1 each 1,000股每股面值1港元的普通股	Cloud computing and data storage 雲計算及數據儲存
Otey Technology Pte Limited	Singapore 新加坡	100%	2 ordinary share of SGD 2 each 2股每股面值2新加坡元的普通股	Cloud computing and data storage 雲計算及數據儲存

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

41. INVESTMENTS IN SUBSIDIARIES (Continued)

41. 於附屬公司之投資(續)

Name	Place of incorporation/ establishment and operation	Attributable interest	Nominal value of issued and paid-up ordinary shares / registered capital	Principal activities
名稱	註冊成立／成立及經營地點	應佔權益	已發行及繳足普通股／註冊資本面值	主要業務
Wanhui (Suzhou) Digital Technology Co., Ltd. 萬輝(蘇州)數碼科技有限公司	PRC 中國	100%	Registered capital of RMB20,000,000 註冊資本人民幣20,000,000元	Esports operation 電子競技營運
Ningbo JF Metal Products Co., Ltd 寧波捷豐金屬製品有限公司	PRC 中國	100%	Registered capital of US\$140,000 註冊資本140,000美元	Manufacturing and processing of stainless steel rods and other accessories 製造及加工不銹鋼桿及其他配件

Notes:

- The Group had disposed its issued share capital during the year ended 31 December 2023. Details are disclosed in Note 35(b).
- The Group deemed disposed its share capital during the year ended 31 December 2023. Details are disclosed in Note 35(a).

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

附註：

- 本集團於二零二三年十二月三十一日止年度已出售其已發行股本。詳情於附註35(b)中披露。
- 本集團於截至二零二三年十二月三十一日止年度被視為已出售其股本。詳情於附註35(a)中披露。

上表列示本公司董事認為主要會對本集團的業績或資產構成影響的本公司附屬公司。本公司董事認為，提供其他附屬公司詳情會導致資料過於冗長。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

42. CAPITAL COMMITMENTS

Significant capital commitments contracted for at the end of the reporting period but not yet recognised as liabilities is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Game intellectual properties and licenses	遊戲知識產權及版權	—	2,192

43. OPERATING LEASE ARRANGEMENTS

The Group as lessor

Operating leases relate to investment property and plant and machinery owned by the Group with lease terms of 1 to 3 years, with no extension. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within year 1	一年內	416	535
In the second year	第二年	11	—
Total	總計	427	535

The following table presents the amounts reported in profit or loss:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Rental income on operating leases	經營租賃的租賃收入	1,643	1,332

42. 資本承擔

於報告期末的已訂約但尚未確認負債之重大資本承擔如下：

43. 經營租賃安排

本集團作為出租人

經營租賃與本集團租期為一至三年的自有投資物業以及廠房及設備(不可延期)有關。承租人並無擁有於租期屆滿時購買該物業的選擇權。

租賃的最低應收租賃款項如下：

下表呈列於損益表申報的金額：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

44. RELATED PARTY TRANSACTIONS

- (a) In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest expense paid to	向以下公司支付利息開支		
– Imperium Credit Limited	– 帝國信貸財務有限公司	(3,110)	(2,364)
– Sun International Group Limited	– 太陽國際集團有限公司	(7,347)	(5,912)
– Imperium Group (Holdings) Limited	– 帝國集團(控股)有限公司	(2,596)	(1,674)
– Mr. Cheng Ting Kong	– 鄭丁港先生	(2,856)	(121)
– Mr. Yeung Tong Seng Terry	– 楊東成先生	(275)	(713)
Rental income from	來自以下各方的租賃收入		
– Mr. Cheng Ting Kong	– 鄭丁港先生	439	1,332
License fee charged by	以下公司收取特許費		
– Imperium Interactive Entertainment Limited	– 帝國影遊互動有限公司	(26)	(82)

During the years ended 31 December 2023 and 2022, the key management personnel compensation paid by the Group including amounts paid to the Company's director as disclosed in Note 12 to the consolidated financial statements and the highest paid employees as disclosed in Note 11 to the consolidated financial statements.

44. 關聯方交易

- (a) 除本綜合財務報表其他部分所披露的關聯方交易及結餘外，於年內，本集團與其關聯方進行以下交易：

截至二零二三年及二零二二年十二月三十一日止年度，本集團支付予主要管理人員的酬金包括如綜合財務報表附註12內所披露支付予本公司董事以及如綜合財務報表附註11內所披露支付予最高薪酬人士的金額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

44. RELATED PARTY TRANSACTIONS (Continued)

(b) Balance with related parties

At 31 December 2023 and 2022, the Group had the following balances with related parties:

44. 關聯方交易(續)

(b) 與關聯方的結餘

於二零二三年及二零二二年十二月三十一日，本集團與關聯方有下列結餘：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loans from related parties and related interest payable	來自關聯方之貸款及應付相關利息		
— Imperium Credit Limited	— 帝國信貸財務有限公司	(52,742)	(50,211)
— Sun International Group Limited	— 太陽國際集團有限公司	(126,640)	(120,436)
— Imperium Group (Holdings) Limited	— 帝國集團(控股)有限公司	(68,129)	(49,399)
— Cheng Ting Kong	— 鄭丁港先生	(57,156)	(29,121)
— Yeung Tong Seng Terry	— 楊東成先生	(600)	(19,416)
Amounts due from related parties	應收關聯方之款項		
— Imperium Interactive Entertainment Limited	— 帝國影遊互動有限公司	570	532

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

45. RETIREMENT BENEFIT OBLIGATIONS

The Group operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. Under the scheme, the employer and its employees are each required to make contributions to the plan at 5% of the employees' relevant income, subject to a cap of monthly relevant income of HK\$30,000. The assets of the schemes are held separately from those of the Group, in funds under the control of trustees. The Group contributes 5% of relevant payroll costs to the Scheme, which contribution is matched by employees.

The Group has defined benefit obligations arising from one of its subsidiaries, Cubinet (Thailand) Co. Ltd. Under labour laws in Thailand, all employees with more than 120 days of service are entitled to Legal Severance Payment benefits ranging from 30 to 300 days of final salary upon termination of service, including forced termination or retrenchment, or in the event of retirement. The plan is unfunded and therefore there is no plan asset.

46. COMPARATIVES

Certain comparative figures have been reclassified to be consistent with the current year's presentation.

47. EVENT AFTER REPORTING PERIOD

The Company entered into a co-publishing agreement ("Co-Publishing Right") dated 19 January 2024 with Imperium Interactive Entertainment Limited ("Imperium Interactive"), a company incorporated in Hong Kong with limited liability and was indirectly owned as to 85% by the substantial shareholder of the Company, pursuant to which Imperium Interactive agreed to grant to the Company the co-publishing right and a non-exclusive licence to allow the Group to use, apply or exploit the intellectual property rights and goodwill in respect of the game entitled Myth Of Empires. Further details are disclosed in the Company's announcements dated 19 January 2024 and 5 February 2024.

48. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the board of directors on 30 April 2024.

45. 退休福利責任

本集團為全部合資格香港僱員推行強積金計劃。根據計劃，僱主及僱員須各自按僱員有關入息的5%向計劃作出供款，每月有關入息的上限為30,000港元。計劃之資產與本集團之資產分開，由受託人控制之基金持有。本集團向計劃供款相關工資成本的5%，其中供款與僱員相稱。

本集團已界定其中一間附屬公司Cubinet (Thailand) Co. Ltd之福利責任。根據泰國之勞工法，凡工作逾120日之所有僱員於終止聘用(包括強制終止或開除或退休)後均享有法定遣散費福利，遣散費為30至300日之最終薪酬。該計劃不設基金，故並無計劃資產。

46. 比較數字

若干比較數據已重新分類，以與本年度的列報保持一致。

47. 報告期後事項

本公司與帝國影遊互動有限公司(「帝國影遊互動」，一間於香港註冊成立的有限公司，由本公司主要股東間接擁有85%)訂立日期為二零二四年一月十九日的聯合發行協議(「聯合發行協議」)，據此，帝國影遊互動同意向本公司授予聯合發行權及非獨家特許權，以准許本集團使用、應用或利用名為《帝國神話》的遊戲的知識產權及商譽。更多詳情於本公司日期為二零二四年一月十九日及二零二四年二月五日之公佈內披露。

48. 綜合財務報表的批准

董事會已於二零二四年四月三十日批准及授權刊發本綜合財務報表。