



CLSA Premium Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

股份代號 Stock Code: 6877



2022
Annual Report
年報



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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. YUAN Feng (*Deputy Chief Executive Officer*)
Mr. CHUNG Cheuk Fan Marco

Non-executive Directors

Mr. LI Jiong (*Chairman*)
Mr. XU Jianqiang

Independent non-executive Directors

Mr. WU Jianfeng
Mr. Christopher Wesley SATTERFIELD
Ms. HU Zhaoxia

AUDIT COMMITTEE

Ms. HU Zhaoxia (*Committee Chairman*)
Mr. WU Jianfeng
Mr. Christopher Wesley SATTERFIELD

REMUNERATION COMMITTEE

Mr. Christopher Wesley SATTERFIELD (*Committee Chairman*)

Mr. YUAN Feng
Mr. WU Jianfeng

NOMINATION COMMITTEE

Mr. LI Jiong (*Committee Chairman*)
Mr. Christopher Wesley SATTERFIELD
Ms. HU Zhaoxia

CORPORATE GOVERNANCE COMMITTEE

Mr. XU Jianqiang (*Committee Chairman*)
Mr. Christopher Wesley SATTERFIELD
Ms. HU Zhaoxia

董事

執行董事

袁峰先生 (*副行政總裁*)
鍾卓勳先生

非執行董事

李冏先生 (*主席*)
許建強先生

獨立非執行董事

武劍鋒先生
Christopher Wesley SATTERFIELD先生
胡朝霞女士

審核委員會

胡朝霞女士 (*委員會主席*)
武劍鋒先生
Christopher Wesley SATTERFIELD先生

薪酬委員會

Christopher Wesley SATTERFIELD先生
(*委員會主席*)
袁峰先生
武劍鋒先生

提名委員會

李冏先生 (*委員會主席*)
Christopher Wesley SATTERFIELD先生
胡朝霞女士

企業管治委員會

許建強先生 (*委員會主席*)
Christopher Wesley SATTERFIELD先生
胡朝霞女士

COMPANY SECRETARY

Mr. SHEK Wing Wa

AUTHORISED REPRESENTATIVES

Mr. XU Jianqiang

Mr. YUAN Feng

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**

Suite 810, Level 8,
One Pacific Place,
88 Queensway,
Hong Kong

**CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR
AND TRANSFER OFFICE**

Conyers Trust Company (Cayman) Limited
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman,
KY1-1111,
Cayman Islands

公司秘書

石永華先生

授權代表

許建強先生

袁峰先生

註冊辦事處

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

香港總部及主要營業地點

香港
金鐘道88號
太古廣場一座
8樓810室

開曼群島主要股份過戶及登記處

Conyers Trust Company (Cayman) Limited
Cricket Square,
Hutchins Drive,
P.O. Box 2681,
Grand Cayman,
KY1-1111,
Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F,
Two Chinachem Exchange Square,
338 King's Road, North Point,
Hong Kong

PRINCIPAL BANKERS

Bank of Communications (Hong Kong) Limited
20 Pedder Street,
Central, Hong Kong

Bank of China (Hong Kong) Limited
1 Garden Road, Hong Kong

China CITIC Bank International Limited
79/F, International Commerce Centre,
1 Austin Road West,
Kowloon, Hong Kong

AUDITOR

BDO Limited
Certified Public Accountants
Registered Public Interest Entity Auditor
25th Floor, Wing On Centre,
111 Connaught Road Central,
Hong Kong

STOCK CODE

6877

COMPANY'S WEBSITE

www.clsapremium.com

note:

- As disclosed in the Company's announcement dated 26 April 2022, the Company's head office and principal place of business in Hong Kong had been changed with effect from 1 May 2022.

香港股份過戶及登記分處

聯合證券登記有限公司
香港
北角英皇道338號
華懋交易廣場2期
33樓3301-04室

主要往來銀行

交通銀行(香港)有限公司
香港中環
畢打街20號

中國銀行(香港)有限公司
香港花園道1號

中信銀行(國際)有限公司
香港九龍
柯士甸道西1號
環球貿易廣場79樓

核數師

香港立信德豪會計師事務所有限公司
註冊會計師
註冊公眾利益實體核數師
香港
干諾道中111號
永安中心25樓

股份代號

6877

公司網站

www.clsapremium.com

附註：

- 誠如本公司日期為二零二二年四月二十六日之公告所披露，本公司之香港總部及主要營業地點已更改，自二零二二年五月一日起生效。

EXECUTIVE DIRECTORS

Mr. YUAN Feng, aged 39, has been appointed as the deputy chief executive officer of the Group in June 2019, as well as a director of certain subsidiaries of the Company and a responsible officer of CLSA Premium International (HK) Limited. He is also a member of the Company's remuneration committee. Mr. Yuan is the senior vice president of planning and finance department of CITIC Securities Company Limited ("CITIC Securities"), the controlling shareholder of CITIC Securities International Company Limited, which is the controlling shareholder (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company since April 2019 and the chief financial officer of CLSA Group, which is a wholly-owned subsidiary of CITIC Securities. Mr. Yuan previously worked as a senior accountant of finance department of CITIC Corporation Limited from February 2015 to April 2019, and as an audit manager of Deloitte Touche Tohmatsu from July 2008 to July 2014. Mr. Yuan obtained his master's degree in world economics from University of International Relations in 2008, and has been a member of The Chinese Institute of Certified Public Accountants since 2014.

Mr. CHUNG Cheuk Fan Marco, aged 43, is currently the Head of Legal and Compliance of the Company and he has joined the CLSA Group as the Group Head of Legal in April 2021. Prior to joining the CLSA Group, Mr. Chung worked at Morgan Stanley between November 2011 to April 2021 holding various positions including Regional Head of Legal for the Investment Management Private Funds business; Regional Head of Legal for the Investment Banking Mergers and Acquisitions business; and the Regional Chief Operating Officer for the Investment Management Private Funds business.

Prior to joining Morgan Stanley, Mr. Chung worked as a corporate attorney at Slaughter and May's London and Hong Kong offices between 2004 to 2011. Mr. Chung is a qualified attorney in England & Wales, Hong Kong, Australia (New South Wales) and New Zealand. Mr. Chung obtained a Bachelor of Laws and Commerce conjoint degree from the University of Auckland.

執行董事

袁峰先生，39歲，於二零一九年六月獲委任為本集團副行政總裁，彼亦為本公司若干附屬公司之董事，並為CLSA Premium International (HK) Limited之負責人員。彼亦為本公司薪酬委員會成員。袁先生於二零一九年四月開始擔任本公司控股股東（定義見香港聯合交易所有限公司證券上市規則）中信證券國際有限公司之控股股東中信證券股份有限公司（「中信證券」）計劃財務部高級副總裁，並擔任中信證券之全資附屬公司CLSA集團之首席財務官。袁先生於二零一五年二月至二零一九年四月期間擔任中國中信有限公司財務部高級會計師，於二零零八年七月至二零一四年七月任職德勤華永會計師事務所審計經理。袁先生於二零零八年獲國際關係學院頒授世界經濟專業經濟學碩士學位，並自二零一四年起成為中國註冊會計師協會之會員。

鍾卓勳先生，43歲，現為本公司法律及合規主管，彼於二零二一年四月加入CLSA集團擔任集團總法律主管。於加入CLSA集團前，鍾先生於二零一一年十一月至二零二一年四月期間曾於摩根士丹利工作，並擔任多個職位，包括投資管理私募基金業務區域法律主管；投資銀行併購業務區域法律主管；及投資管理私募基金業務區域營運總監。

於加入摩根士丹利之前，鍾先生於二零零四年至二零一一年期間曾於司力達律師事務所的倫敦和香港辦事處擔任企業律師。鍾先生為英格蘭和威爾士、香港、澳洲（新南威爾士）和新西蘭的合資格律師。鍾先生取得奧克蘭大學法律及商學雙聯學士學位。

BOARD'S PROFILE

董事會簡介

NON-EXECUTIVE DIRECTORS

Mr. Li Jiong, aged 53, has been appointed as a non-executive Director since 21 May 2018 and currently is the Chairman of the Board, the chairman of the Company's nomination committee and a director of certain subsidiaries of the Company. He concurrently serves as a director of CITIC Securities Overseas Investment and CITIC Securities International USA, LLC., as well as a chief treasury officer and person-in-charge of the treasury department of CITIC Securities. After Mr. Li joined CITIC Securities in 1996, he had served as the manager of the international cooperation division of the information centre of China International Trust Investment Corporation (renamed to CITIC Group Corporation), manager of development department of CITIC International Cooperation Co., Ltd., manager of the bond department, deputy general manager of the treasury department and person-in-charge of the treasury department of CITIC Securities. Mr. Li obtained a bachelor's degree in International Finance from the University of International Business and Economics in 1992 and a master's degree in Business Administration from Tsinghua University in 2000.

Mr. XU Jianqiang, aged 42, has been appointed as a non-executive Director since 21 May 2018 and currently is the chairman of the Company's corporate governance committee and a director of certain subsidiaries of the Company. He currently serves as a deputy head of the equity derivatives business line of CITIC Securities, a head of prime brokerage business, chief executive officer of wealth management business and also the Head of Asset Management of CLSA Group. After Mr. Xu joined CITIC Securities in August 2005, he had served as an analyst of the research department, product development manager of the equity derivatives business line, head of trading of the equity derivatives business line and head of equity derivatives of CITIC Securities International Company Limited. Mr. Xu obtained a bachelor's degree in Mathematics and Applied Mathematics from Peking University in 2003 and a master's degree in Mathematics from the University of British Columbia in 2005.

非執行董事

李岡先生，53歲，自二零一八年五月二十一日獲委任為非執行董事，彼現時亦為董事會主席、本公司提名委員會主席及本公司若干附屬公司的董事，現為中信証券海外投資及CITIC Securities International USA, LLC.之董事，以及中信証券總司庫兼資金運營部行政負責人。李先生於一九九六年加入中信証券，曾擔任中國國際信託投資公司（後改名為中國中信集團公司）信息中心國際合作處經理、中信國際合作公司開發部經理、中信証券債券部經理、資金運營部副總經理及資金運營部行政負責人。李先生於一九九二年獲對外經濟貿易大學國際金融專業學士學位，其後於二零零零年獲清華大學工商管理碩士學位。

許建強先生，42歲，自二零一八年五月二十一日獲委任為非執行董事，彼現時亦為本公司企業管治委員會主席及本公司若干附屬公司的董事。彼現任中信証券股權衍生品業務線B角、CLSA集團主經紀商業業務負責人、財富管理業務首席執行官及資產管理業務負責人。許先生於二零零五年八月加入中信証券，曾任中信証券研究部分析師、衍生品業務線產品開發經理、股權衍生品業務線交易主管及中信証券國際有限公司股權衍生品業務主管。許先生於二零零三年獲北京大學數學與應用數學專業學士學位，於二零零五年獲英屬哥倫比亞大學數學專業碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WU Jianfeng, aged 47, joined the Group in June 2019. He is a member of each of the Company's audit committee and remuneration committee. Mr. Wu has served as the lead engineer of American Express Company (a company listed on the New York Stock Exchange, stock code: AXP) since 9 December 2019. Mr. Wu served as a senior manager of information technology department, an executive manager of technology center, and as a deputy director of technology center and a director of technology development department of the Shanghai Stock Exchange from 2000 to 2014. Mr. Wu graduated from Tsinghua University and obtained his bachelor's degree of Engineering in Computer Science and Technology in 1993 and his doctorate degree of Engineering in Computer System Architecture in 2000.

Mr. Christopher Wesley SATTERFIELD, aged 50, joined the Group in June 2019. He is the chairman of the Company's remuneration committee and a member of each of the Company's audit committee, nomination committee and corporate governance committee. Mr. Satterfield currently serves as an executive director and chief executive officer of China Post & Capital Global Asset Management Limited ("CPG") since September 2015, and is a registered responsible officer of CPG recognized by the Securities and Futures Commission for engaging in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities. Mr. Satterfield is the chairman of China Post Global (UK) Limited and a director of EBA Investments (Advisory) Limited and RQSI Limited ("RQSI"). He joined RQSI in September 1999, and had served as its president and chief operating officer. Mr. Satterfield graduated from the US Navy Nuclear Field "A" School ("US Navy") in 1992 and received his Honorable Discharge from the US Navy in 1997.

獨立非執行董事

武劍鋒先生，47歲，於二零一九年六月加入本集團。彼為本公司審核委員會及薪酬委員會成員。武先生自二零一九年十二月九日起擔任美國運通公司（一間於紐約證券交易所上市的公司，股份代號：AXP）的首席工程師。武先生於二零零零年至二零一四年期間曾任職於上海證券交易所，先後擔任電腦技術部高級經理、技術中心執行經理、技術中心副主任及技術開發部總監。武先生畢業於清華大學，於一九九三年獲授計算機科學與技術工學學士學位，並於二零零零年獲授計算機系統結構工學博士學位。

Christopher Wesley SATTERFIELD先生，50歲，於二零一九年六月加入本集團。彼為本公司薪酬委員會主席以及本公司審核委員會、提名委員會及企業管治委員會成員。Satterfield先生自二零一五年九月起於中郵創業國際資產管理有限公司（「中郵國際」）擔任執行董事及行政總裁，並為中郵國際獲證監會認可從事第一類（證券交易）、第四類（就證券提供意見）及第九類（提供資產管理）受規管活動之註冊負責人員。Satterfield先生現亦為China Post Global (UK) Limited之主席及為EBA Investments (Advisory) Limited及RQSI Limited（「RQSI」）之董事。彼於一九九九年九月加入RQSI，曾擔任RQSI之總裁及首席運營官。Satterfield先生於一九九二年畢業於US Navy Nuclear Field "A" School（「US Navy」）並於一九九七年榮獲US Navy頒發之榮譽退役證書。

BOARD'S PROFILE

董事會簡介

Ms. HU Zhaoxia, aged 71, joined the Group in June 2019. She is the chairman of the Company's audit committee and a member of each of the Company's corporate governance committee and nomination committee. From 2012 to September 2015, Ms. Hu served as the chief financial officer of (Zanhua (China) Equipment Leasing Co., Ltd.*) 贊華(中國)設備租賃有限公司. Prior to this, from October 1978 to January 2012, Ms. Hu worked as deputy director of the accounting system division, deputy general manager and director of the accounting division of the finance and accounting department of the Head Office of Bank of China; deputy manager of the accounting department and assistant general manager of Bank of China London Branch; deputy general manager of Bank of China Sydney Branch; chief financial officer of the retail banking business department of Bank of China and senior supervisor of the office of the board of supervisors of the Head Office of Bank of China. Ms. Hu graduated from Tianjin University of Finance and Economics with major in Finance in 1978 and obtained her senior accountant qualification, which was granted by the committee of assessment of Bank of China in 1992.

* for identification purpose only
僅供識別

胡朝霞女士，71歲，於二零一九年六月加入本集團。彼為本公司審核委員會主席以及本公司企業管治委員會及提名委員會成員。於二零一二年至二零一五年九月期間，胡女士曾擔任贊華(中國)設備租賃有限公司之財務總監。此前在一九七八年十月至二零一二年一月期間，胡女士歷任中國銀行總行財會部之會計制度處副處長、副總經理及帳務處處長、中國銀行倫敦分行之會計部副經理及助理總經理、中國銀行悉尼分行之副總經理、中國銀行零售業務部之財務總監，以及中國銀行總行監事會辦公室之高級監督專員。胡女士於一九七八年畢業於天津財經學院，主修金融學專業，彼於一九九二年獲中國銀行評委會授予高級會計師職銜。

STATEMENT FROM THE DEPUTY CHIEF EXECUTIVE OFFICER

副行政總裁報告

Dear shareholders:

On behalf of the board (the “Board”) of directors (the “Directors”) of CLSA Premium Limited (the “Company”, together with its subsidiaries, collectively known as the “Group”), I am pleased to present the audited annual results of the Group for the year ended 31 December 2022, business review as well as the prospect of our business.

TURNING POINT: YEAR 2022

By reviewing the Group’s business in the past years, due to 1) customers have changed their investment orientation, many customers have begun to switch to invest in the cryptocurrencies market; 2) intense competition from local competitors; 3) the tightened regulatory requirements; and 4) as affected by the coronavirus epidemic, the Group is restricted from organizing investment seminars to attract new customers for margin dealing business, the Group’s business income is far below expectations.

In order to improve the Group’s revenue, in addition to continuous efforts to control costs (including reducing office expenses and IT service expenses, etc.), the Group’s management (the “Management”) began the process of business transformation in mid-2022. Due to the coronavirus epidemic, people began to pay attention to health, and accept Chinese patent medicines and healthcare products. Based on various market research reports, the Management understood that the Chinese healthcare industry has made further significant progress in terms of quality and its international profile. This has made the sector more attractive to investors. China’s healthcare sector already underwent a regulatory transformation years ago. Clinical trials and regulatory approval pathways in China have been increasingly aligned with international standards during the past seven years.

致股東們：

本人謹代表CLSA Premium Limited (「本公司」，連同其附屬公司統稱「本集團」) 董事(「董事會」)欣然呈列本集團截至二零二二年十二月三十一日止年度之經審核全年業績、業務回顧及業務前景。

轉捩點：二零二二年

回顧過往年度本集團之業務，由於1)顧客改變了投資取向，很多顧客開始轉移投資加密貨幣市場；2)本地同業競爭激烈；3)監管要求收緊；及4)受新型冠狀病毒疫情影響，限制了本集團舉辦投資講座以吸納保證金交易業務新客戶等因素，本集團業務收入遠遜預期。

為了改善本集團收益，本集團管理層(「管理層」)除了不斷努力地控制成本(包括減省辦公室開支和資訊科技服務開支等)外，更於二零二年年中開始了業務轉型。由於新型冠狀病毒疫情影響，人們開始關注健康，並接納中成藥和保健產品，管理層根據多項市場調查報告，了解到中國保健產品行業在質量和國際形象方面取得了重大進步。這使得該行業對投資者更具吸引力。中國的保健產品行業多年前就已經經歷了監管轉型。在過去七年中，中國的臨床試驗和監管審批途徑日益與國際標準接軌。

STATEMENT FROM THE DEPUTY CHIEF EXECUTIVE OFFICER 副行政總裁報告

In Hong Kong's fight against the fifth wave of the epidemic, the Government of the Hong Kong Special Administrative Region recommended the use of Chinese patent medicines namely 連花清瘟膠囊 (Lianhua Qingwen Jiaonang*), 金花清感顆粒 (Jinhua Qinggan Keli*) and 藿香正氣片／膠囊 (Huoxiang Zhengqi Pian/Jiaonang*), etc., and the results are obvious to all. Therefore, the Management believe that it would be an opportunity to broaden the Group's source of income by diversify the business to healthcare industry, with potential focus on over-the-counter medicine and healthcare products.

There is a lower entry point for over-the-counter medicine compared with hospitalization, providing care for the eldery or use of medical equipment. The reputation of sales distribution channel and the merchandise are critical. Hence, the Group established an online store through an internationally renowned online sales platform, and cooperated with a number of online celebrities to promote products. In addition, the Group makes full use of its listing status in Hong Kong to give customers more confidence in the products it sells.

As disclosed in the Company's announcement dated 18 November 2022, the Company and TRT International entered into a strategic cooperation agreement for the development of healthcare business (including Chinese medicine). The Board believes that by entering into the strategic cooperation agreement would enable the Group to leverage on the expertise of TRT International group for expanding the modular management and expansion of healthcare products businesses (including Chinese medicine) and would play a positive role in diversifying the revenue stream of the Group.

Based on the audited financial statements for the year ended 31 December 2022 and the unaudited management accounts up to February 2023, the revenue of the Group's healthcare products business is encouraging, which provides confidence for the team to continue to implement the business plan and develop the business. The Management believe that the Group could positioned as an international over-the-counter medicine agent.

在香港對抗第五波疫情中，香港特別行政區政府推薦使用中成藥連花清瘟膠囊、金花清感顆粒和藿香正氣片／膠囊等，而成效亦有目共睹。因此，管理層相信這將是一個透過將業務多元化擴展至保健產品行業，並潛在專注於非處方藥及保健產品而擴大本集團收入來源的機會。

與住院、提供養老服務或醫療器械使用相比，非處方藥的進入門檻較低。銷售渠道及商品的聲譽至關重要。因此，本集團透過國際知名網上銷售平台成立網上商店，與多個網上紅人合作推廣商品。加上本集團充分利用在香港的上市地位，令客戶對本集團銷售的產品更有信心。

誠如本公司於二零二二年十一月十八日之公告所披露，本公司與同仁堂國際簽訂一份策略性合作協議，以發展保健產品業務（包括中成藥）。董事會相信，通過訂立策略性合作協議，本集團可利用同仁堂國際集團的專業知識，擴大模塊化管理及拓展保健產品業務（包括中成藥），此對本集團的收益多元化將發揮正面作用。

根據截至二零二二年十二月三十一日止年度的經審核財務報表及截至二零二三年二月的未經審核管理賬目，本集團之保健產品業務的收益讓人鼓舞，為團隊繼續執行業務計劃及發展業務提供了信心。管理層相信，本集團將可定位成為國際非處方藥代理。

STATEMENT FROM THE DEPUTY CHIEF EXECUTIVE OFFICER 副行政總裁報告

On the premise of steady growth in revenue, the Group will gradually expand its products lineup, add various Chinese patent medicines, and explore various sales channels. The Management will continue to monitor the business outlook and formulate a long-term business plan for the Group in order to reward shareholders for their support.

On behalf of the Board, I would like to thank our employees for their professionalism and contributions, and thank all stakeholders for their continued support to the Group.

YUAN Feng

Executive Director and Deputy Chief Executive Officer

Hong Kong, 13 March 2023

在收益穩定增長的前提下，本集團將逐步拓寬產品陣容，增加各種中成藥，探索多種銷售渠道。管理層將繼續監察業務前景，並為本集團制定長遠的業務計劃，以回報股東的支持。

本人謹代表董事會感謝員工的專業精神和貢獻，並感謝所有利益相關者一直以來對本集團的支持。

袁峰

執行董事及副行政總裁

香港，二零二三年三月十三日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

The Board presents the audited consolidated results of the Group for the year ended 31 December 2022, together with the audited comparative figures for the corresponding year in 2021.

BUSINESS REVIEW AND FINANCIAL PERFORMANCE

Business review

Margin Dealing Business

In the past years, the Group's business performance has been adversely affected by legacy issues and further impacted by the prolonged COVID-19 pandemic. To restore profitability and improve the Group's overall financial position, the management has been striving to reconstruct the margin dealing business and explore new business opportunities in the "new normal" environment. During the year under review, the management has decided to (i) explore business opportunities in the healthcare industry, (ii) suspend the operation in Australia and New Zealand and (iii) continue the cost reduction measures. These combined efforts have simultaneously increased the total income and decreased total expenses, reducing the net loss of the Group by 45% as compared with the year ended 31 December 2021.

In 2022, the margin dealing segment has achieved a 20% growth in overall client trading volume compared with 2021. In particular, while client trading volume in Australia and New Zealand has collectively decreased by 33% compared with 2021 due to the suspension of business, bullion clients have contributed an impressive 849% growth of trading volume. In 2022, the trading income of the bullion business increased by 900% to approximately HK\$2.0 million compared with 2021.

董事會謹此提呈本集團截至二零二二年十二月三十一日止年度之經審核綜合業績，連同二零二一年同期的經審核比較數字。

業務回顧及財務業績

業務回顧

保證金交易業務

於過去數年，本集團的業務表現受到遺留問題的不利影響及進一步受到持久的新型冠狀病毒疫情的影響。為恢復盈利能力及改善本集團的整體財務狀況，管理層一直致力於重建保證金交易業務，並在「新常態」環境下探尋新業務機會。於回顧年度內，管理層已決定(i)探索保健產品行業的業務機會、(ii)暫停營運澳洲及新西蘭業務及(iii)繼續採取成本削減措施。該等措施同時增加了收入總額並減少開支總額，與截至二零二一年十二月三十一日止年度相比，本集團虧損淨額減少45%。

於二零二二年，保證金交易分部的整體客戶交易量已較二零二一年實現20%的增長。其中，由於暫停營運，澳洲及新西蘭的客戶交易量較二零二一年合共減少33%，貴金屬客戶交易量增長849%，貢獻矚目。於二零二二年，貴金屬業務的交易收入較二零二一年增加900%至約2,000,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層之討論及分析

CLSA Premium New Zealand Limited (“CLSA NZ”)

On 25 January 2022, the Group announced a plan to decide to suspend the margin dealing business in New Zealand and to change CLSA NZ as a dormant company until there is any further decision to be made. It could enable the Group to better utilise its resources in its other segments. In June 2022, CLSA NZ has returned its derivatives issuer licence to the Financial Markets Authority of New Zealand. CLSA NZ has returned the client money in the segregation account to the client. Thus, the operation of CLSA NZ was classified as discontinued operation as it has completed all necessary procedure of cessation process and is no longer included in the note for operating segment information.

CLSA Premium Pty Limited (“CLSA AU”)

In November 2022, the Australian Financial Services Licence of CLSA AU was cancelled by the Australian Securities and Investments Commission. CLSA AU was in the process of returning the client money and has not yet completed as at 31 December 2022. The operation of CLSA AU was thus classified as continuing operation as all necessary procedure of cessation of business is still ongoing.

Regarding the Australian and New Zealand operation, as announced previously, the Group has decided to suspend the operations due to regulatory and financial challenges in both countries. The suspension has significantly reduced the total operation costs by HK\$16.3 million and HK\$5.9 million for the Australian and New Zealand entity respectively, contributing to a reduction of the total expense of the Group of approximately HK\$24.5 million in 2022.

CLSA Premium New Zealand Limited (「CLSA NZ」)

於二零二二年一月二十五日，本集團宣佈決定暫停於新西蘭的保證金交易業務並將CLSA NZ轉為不活動公司直至作出其他決定為止之計劃。此舉可令本集團更好地動用資源予其他分部。於二零二二年六月，CLSA NZ將其衍生產品發行人牌照歸還予新西蘭金融市場管理局。CLSA NZ已將獨立賬戶內的客戶款項歸還予客戶。因此，由於CLSA NZ已完成終止流程的所有必要程序，CLSA NZ的經營被分類為已終止經營業務及不再納入經營分部資料附註內。

CLSA Premium Pty Limited (「CLSA AU」)

於二零二二年十一月，CLSA AU的澳洲金融服務牌照被澳洲證券與投資管理委員會註銷。CLSA AU正在歸還客戶款項及於二零二二年十二月三十一日尚未完成。由於終止業務的所有必要程序仍在進行中，因此CLSA AU的經營被分類為持續經營業務。

關於澳洲及新西蘭業務，誠如先前所公告，由於兩國的監管及金融挑戰，本集團已決定暫停營運。有關暫停分別為澳洲及新西蘭實體大幅減少營運成本總額16,300,000港元及5,900,000港元，令本集團二零二二年的開支總額減少約24,500,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

On the condition that there shall be no adverse effect on the business as a whole, the Group has continued to take actions to streamline operations and enhance efficiency. Apart from the cost savings derived from the suspension of the Australian and New Zealand operations, the Group has reduced (i) approximately HK\$7.8 million on the depreciation on right-of-use assets which is related to office rent mainly due to the relocation of the Hong Kong office, (ii) approximately HK\$3.0 million in repair and maintenance mainly after negotiating a new agreement with IT services provider and (iii) approximately HK\$6.4 million in professional and consultancy expenses in the 2022 compared with that of 2021.

Healthcare Products Business

The tightened regulatory requirements and COVID-19 pandemic have hindered the business development of the Group's existing Margin Dealing Business. While the Group is actively reviewing and monitoring the Margin Dealing Business, the Group has been evaluating other business opportunities available, including the Healthcare Products Business and has reviewed industry reports and researches relating to the medicines and healthcare products trading. Pursuant to industry reports, the pharmaceutical e-commerce has an extensive growth of 25% from 2020 to 2021. After due consideration, the Group decided in April 2022 to pursue and commence the Healthcare Products Business and to monitor the on-going development of the pharmaceutical e-commerce business.

In order to develop the Healthcare Products Business, the Group engaged an industry expert, who has more than 20 years of experience in retail management of medicine and operations of medicine and healthcare products manufacturing, and appointed a specialist as a director in subsidiary level. Both of them acted as part of the core management team to lead the Healthcare Products Business.

In August 2022, the Group successfully obtained the Wholesaler Licence in Proprietary Chinese Medicines issued by the Chinese Medicines Traders Committee pursuant to the Chinese Medicine Ordinance (Cap. 549 of the Laws of Hong Kong). The licence enables the Group to expand its sales networks to both individual customers online via the e-commerce stores (the "B2C Model") and wholesale customers offline (the "B2B Model").

在不對整體業務構成不利影響的前提下，本集團繼續採取措施精簡營運及提高效率。除因暫停澳洲及新西蘭營運而節省的成本外，相較二零二一年，本集團於二零二二年已(i)減少與辦公室租金相關的使用權資產折舊約7,800,000港元，主要由於搬遷香港辦公室所致、(ii)主要於與資訊科技服務供應商協商新的協議後減少維修及維護費用約3,000,000港元及(iii)減少專業及諮詢開支約6,400,000港元。

保健產品業務

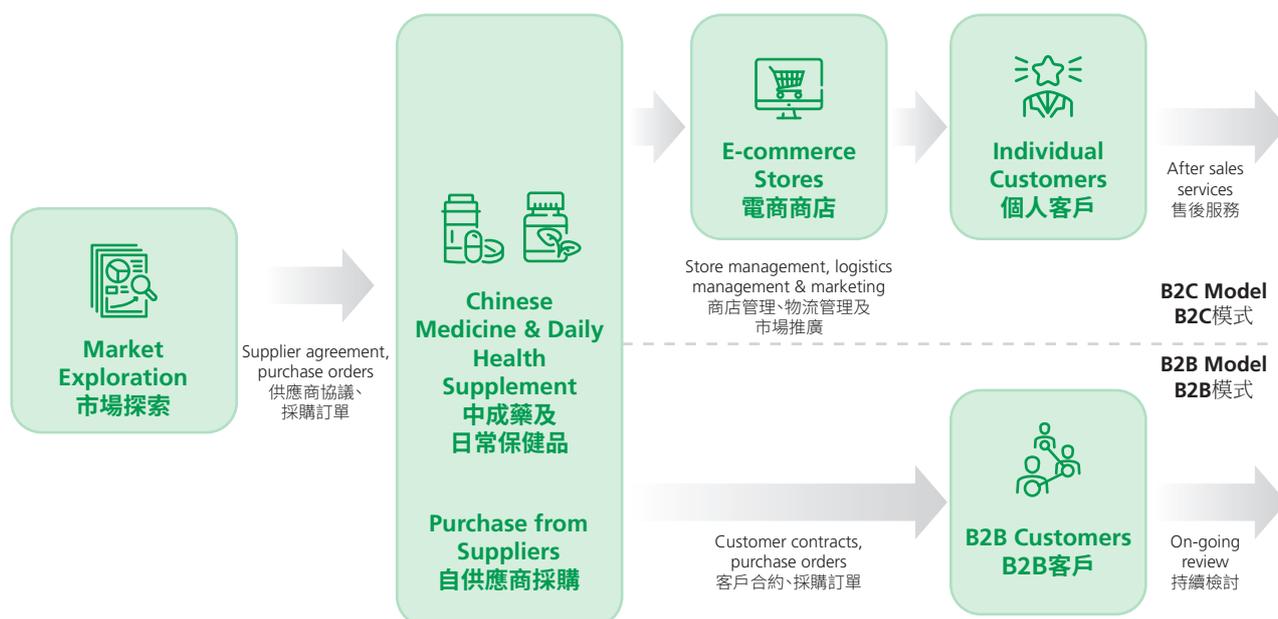
監管要求收緊及新型冠狀病毒疫情對本集團現有保證金交易業務的業務發展造成阻礙。本集團在積極檢討及監察保證金交易業務的同時亦一直在評估其他可得業務機會，包括保健產品業務，並審閱了與藥品及保健產品交易有關的行業報告及研究。根據行業報告，醫藥電商自二零二零年至二零二一年大幅增長25%。經過周詳考慮，本集團於二零二二年四月決定從事及開展保健產品業務，並監察醫藥電商業務的持續發展。

為發展保健產品業務，本集團已委聘一名於藥品零售管理以及藥品及保健產品生產營運方面擁有逾二十年經驗的行業專家，並委任一名專家擔任附屬公司層面的董事。彼等作為核心管理團隊的成員，領導保健產品業務。

於二零二二年八月，本集團成功獲得由中藥業管理小組根據香港法例第549章《中醫藥條例》頒發的中成藥批發商牌照。該牌照使本集團能夠擴展其銷售網絡至通過電商商店購買藥品的線上個人客戶（「B2C模式」）及線下批發客戶（「B2B模式」）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析



Under the B2C Model, the Group purchases products from suppliers, manages cross-border supply chains, identifies target customers, and sells products to individual customers in Mainland China through online e-commerce stores operated by the Group. The Group manages the entire operation of the e-commerce stores, including merchandise operation, digital marketing, customer services and logistics management. Under the B2B model, the Group sells the products sourced from its suppliers to its wholesale customers, which, in turn, on-sell to end users.

在B2C模式下，本集團向供應商採購產品、管理跨境供應鏈、識別目標客戶及通過由本集團營運的線上電商商店向中國內地的個人客戶銷售產品。本集團負責管理電商商店的整體營運，包括商品營運、數字化市場推廣、客戶服務及物流管理。在B2B模式下，本集團將自供應商採購的產品銷售予批發客戶，而批發客戶再將產品轉售予終端用戶。

In the second quarter of 2022, after conducting a detailed market analysis, the management considered a penetration into the healthcare industry could diversify the Group's revenue sources and therefore launched an initial exploration into the healthcare market. In May 2022, after hiring a team with significant experience in healthcare products, the Group launched its healthcare products business via various channels. The healthcare products segment has successfully achieved approximately HK\$7.6 million and HK\$31.5 million of total sales revenue respectively in the first half and second half of 2022.

於二零二二年第二季度，管理層經過詳細市場分析後認為，開拓保健產品業務可令本集團收益來源多元化，因此已對保健產品市場進行初步探索。於二零二二年五月，本集團聘請一支在保健產品方面具有豐富經驗的團隊後，通過多種渠道開展保健產品業務。保健產品分部分別於二零二二年上半年及下半年成功實現銷售收益總額約7,600,000港元及31,500,000港元。

The aforementioned efforts have allowed the Group to significantly increase the total income and reduce the operating expenses (excluding cost of sales). As a result, the operating loss for the continuing operations has decreased by 40% from HK\$48.7 million in 2021 to HK\$29.2 million in 2022.

上述努力使本集團大幅增加收入總額並減少經營開支（不包括銷售成本）。因此，持續經營業務的經營虧損已由二零二一年的48,700,000港元減少40%至二零二二年的29,200,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

Total income

The total income of the Group for the continuing operations has increased by approximately 377% to approximately HK\$43.0 million for the year ended 31 December 2022 from approximately HK\$9.0 million for the year ended 31 December 2021.

A. Sales of goods

The sales of goods of the Group for the continuing operations was approximately HK\$39.1 million in 2022, driven by the growth of newly established healthcare products business.

B. Leveraged foreign exchange and other trading income

The leveraged foreign exchange and other trading income of the Group for the continuing operations has decreased by approximately 52% to HK\$1.3 million in 2022 from HK\$2.7 million in 2021. The bullion trading business has recorded approximately HK\$2.0 million of trading income in 2022, offset by approximately HK\$0.8 million of trading loss in Australia.

C. Fee and commission income

The fee and commission income of the Group has decreased by approximately 65% to HK\$22,000 in 2022 from HK\$63,000 in 2021, mainly due to suspension of stock trading business in New Zealand. The operation in New Zealand is discontinued during the year.

D. Other income

The other income of the Group for the continuing operations has decreased by approximately 60% to HK\$2.5 million in 2022 from HK\$6.2 million in 2021. In particular, management fee income previously derived from services provided to a related party has ceased from October 2021 therefore management fee income is zero in 2022 (2021: HK\$2.7 million). Government subsidies is zero in 2022 (2021: HK\$0.2 million as the JobKeeper Payment Scheme launched by the Australian Government has ended in April 2021). Interest income has increased by approximately 1700% to HK\$1.8 million in 2022 from HK\$0.1 million in 2021, mainly driven by the increased interest from bank deposits.

收入總額

本集團持續經營業務的收入總額由截至二零二一年十二月三十一日止年度約9,000,000港元增加約377%至截至二零二二年十二月三十一日止年度約43,000,000港元。

A. 銷售貨品

於二零二二年，本集團持續經營業務的貨品銷售額為約39,100,000港元，乃受新成立的保健產品業務的增長所推動。

B. 槓桿式外匯及其他交易收入

本集團持續經營業務的槓桿式外匯及其他交易收入由二零二一年的2,700,000港元減少約52%至二零二二年的1,300,000港元。貴金屬交易業務已於二零二二年錄得交易收入約2,000,000港元，被澳洲交易虧損約800,000港元所抵銷。

C. 費用及佣金收入

本集團的費用及佣金收入由二零二一年的63,000港元減少約65%至二零二二年的22,000港元，此乃主要由於新西蘭的股票交易業務暫停所致。於新西蘭的業務已於年內終止。

D. 其他收入

本集團持續經營業務的其他收入由二零二一年的6,200,000港元減少約60%至二零二二年的2,500,000港元。尤其是，由於先前來自向關聯方提供服務的管理費收入已於二零二一年十月中止，二零二二年的管理費收入為零（二零二一年：2,700,000港元）。二零二二年的政府補貼為零（二零二一年：200,000港元，此乃由於澳洲政府推出的JobKeeper計劃已於二零二一年四月截止）。利息收入由二零二一年的100,000港元增加約1700%至二零二二年的1,800,000港元，主要受銀行存款利息增加所推動。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

Total expenses

The total expense of the Group for the continuing operations has increased by approximately 25% to approximately HK\$72.3 million in 2022 from approximately HK\$57.7 million in 2021, mainly driven by the inclusion of the cost of sales of approximately HK\$32.0 million for the healthcare products business. Excluding the cost of sales, the total expense was approximately HK\$40.3 million in 2022, decreased by approximately 30% from 2021.

Referral expenses and other charges

The referral expenses and other charges of the Group for the continuing operations has increased to HK\$2.1 million in 2022 from HK\$0.6 million in 2021. The increase was mainly driven by the increase in trading volume from clients referred by business partners and client rewards and the commission expense for the healthcare products business.

Staff costs

The staff costs of the Group for the continuing operations has decreased by approximately 35% to approximately HK\$12.1 million for the year ended 31 December 2022 from approximately HK\$18.7 million for the year ended 31 December 2021.

Depreciation & amortisation

Depreciation of property, plant and equipment for the continuing operations has decreased to approximately HK\$0.7 million for the year ended 31 December 2022 from approximately HK\$1.8 million for the year ended 31 December 2021.

Depreciation – right-of-use assets

Depreciation for right-of-use assets for the continuing operations has decreased to approximately HK\$1.9 million for the year ended 31 December 2022 from approximately HK\$9.7 million for the year ended 31 December 2021. The drop was mainly due to the office relocation in Hong Kong.

開支總額

本集團持續經營業務的開支總額由二零二一年的約57,700,000港元增加約25%至二零二二年的約72,300,000港元，乃主要受計入保健產品業務約32,000,000港元的銷售成本所推動。撇除銷售成本，二零二二年的開支總額為約40,300,000港元，較二零二一年減少約30%。

轉介開支及其他費用

本集團持續經營業務的轉介開支及其他費用由二零二一年的600,000港元增加至二零二二年的2,100,000港元。增加乃主要受業務夥伴轉介客戶的成交量及客戶獎勵以及保健產品業務的佣金開支增加所推動。

員工成本

本集團持續經營業務的員工成本由截至二零二一年十二月三十一日止年度約18,700,000港元減少約35%至截至二零二二年十二月三十一日止年度約12,100,000港元。

折舊及攤銷

持續經營業務的物業、廠房及設備折舊由截至二零二一年十二月三十一日止年度約1,800,000港元減少至截至二零二二年十二月三十一日止年度約700,000港元。

折舊—使用權資產

持續經營業務的使用權資產折舊由截至二零二一年十二月三十一日止年度約9,700,000港元減少至截至二零二二年十二月三十一日止年度約1,900,000港元。減少乃主要由於香港辦公室搬遷所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

Other operating expenses

The other operating expenses of the Group for the continuing operations has decreased to approximately HK\$23.4 million for the year ended 31 December 2022 from approximately HK\$26.8 million for the year ended 31 December 2021. This was mainly due to combined effect of the decrease of professional and consultancy fees of HK\$5.5 million, decrease of repair and maintenance of HK\$3.0 million, and partially off set by the increase of marketing, advertising and promotion expense of HK\$4.4 million.

Net loss

Loss for the year of the Group for the continuing operations has reduced by approximately 40% to approximately HK\$29.5 million for the year ended 31 December 2022 from approximately HK\$49.0 million for the year ended 31 December 2021.

LIQUIDITY AND FINANCIAL RESOURCES

During the year under review, the operations of the Group were financed principally by equity capital, cash generated by the Group's business operations and cash and bank deposits.

As at 31 December 2022, cash and bank balances held by the Group amounted to HK\$211.8 million (2021: HK\$234.5 million).

GEARING RATIO

The gearing ratio calculated on the basis of net debts (lease liabilities) over the total shareholders' equity as at 31 December 2022 was zero (2021: approximately 3.6%).

TREASURY POLICIES

The Group generally financed its operations with internally generated resources and funds. All other financing methods will be considered as long as such methods are beneficial to the Company. Bank deposits mainly are in HK\$, US\$, AUD, NZD and RMB.

其他經營開支

本集團持續經營業務的其他經營開支由截至二零二一年十二月三十一日止年度約26,800,000港元減少至截至二零二二年十二月三十一日止年度約23,400,000港元。此乃主要由於專業及諮詢費減少5,500,000港元、維修及維護費用減少3,000,000港元，及部分被市場推廣、廣告及宣傳開支增加4,400,000港元所抵銷。

虧損淨額

本集團持續經營業務的全年虧損由截至二零二一年十二月三十一日止年度約49,000,000港元減少約40%至截至二零二二年十二月三十一日止年度約29,500,000港元。

流動資金及財務資源

於回顧年度，本集團的營運主要由股本、本集團業務營運所得現金以及現金及銀行存款提供資金。

於二零二二年十二月三十一日，本集團持有的現金及銀行結餘為211,800,000港元（二零二一年：234,500,000港元）。

負債比率

負債比率乃根據債務淨額（租賃負債）除以股東權益總額計算，於二零二二年十二月三十一日為零（二零二一年：約3.6%）。

庫務政策

本集團一般以內部產生的資源及資金為營運提供資金。本公司將會考慮對其有利之所有其他融資方式。銀行存款主要為港元、美元、澳元、新西蘭元及人民幣。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

FOREIGN CURRENCY EXPOSURE

During the year under review, the Group recorded a net foreign exchange gain of approximately HK\$3.5 million (2021: net foreign exchange gain of approximately HK\$3.6 million). This was mainly due to the year-end translation of assets denominated in foreign currency (mainly US dollar) into local reporting currency by the Company's subsidiaries in Australia and New Zealand. In addition, the Group recorded a currency translation loss of approximately HK\$6.9 million (2021: currency translation loss of approximately HK\$7.8 million), mainly due to the year-end translation of net assets (denominated in local currency) of the Australia and New Zealand subsidiaries, into the Group's reporting currency (HK dollar). These contributed to approximately HK\$3.4 million exchange loss in total for the year under review (2021: approximately HK\$4.2 million exchange loss in total). The foreign currency risk is managed proactively by regular reviews of the currency positions in the basket of currency mix. To minimize the risk exposure, the Group has a hedging strategy based on prevailing market conditions and working capital requirements of subsidiaries.

CAPITAL STRUCTURE

During the year under review, the Group's capital structure consists of equity attributable to owners of the Company, comprising issued share capital and reserves.

SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES DURING THE YEAR UNDER REVIEW

During the year ended 31 December 2022, the Group did not have any significant investments held, material acquisitions and disposals.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2022, the Group engaged a total of 8 employees (2021: 35). Total staff costs including Directors' remuneration for the year under review amounting to approximately HK\$14.0 million (2021: approximately HK\$24.7 million). The Group's remuneration policies are in line with the prevailing market practices and are determined on the basis of performance and experience of individual employees. The Group provides retirement benefits in accordance with the relevant laws and regulations in the place where the staff is employed.

外匯風險

於回顧年度，本集團錄得外匯收益淨額約3,500,000港元（二零二一年：外匯收益淨額約3,600,000港元），主要由於本公司位於澳洲及新西蘭之附屬公司於年末將以外幣（主要為美元）計值的資產換算為當地呈報貨幣所致。此外，本集團錄得貨幣匯兌虧損約6,900,000港元（二零二一年：貨幣匯兌虧損約7,800,000港元），主要由於澳洲及新西蘭附屬公司於年末將資產淨值（以當地貨幣計值）換算為本集團之呈報貨幣（港元）所致。此等因素導致回顧年度錄得匯兌虧損合共約3,400,000港元（二零二一年：匯兌虧損合共約4,200,000港元）。本集團透過定期檢討一籃子貨幣組合內的貨幣持倉積極管理外匯風險。為盡量降低所面臨的風險，本集團根據現行市況及附屬公司的營運資金需求運用對沖策略。

資本架構

於回顧年度，本集團的資本架構包括本公司擁有人應佔股權（包括已發行股本）及儲備。

回顧年度之重大投資、重大收購及出售附屬公司

截至二零二二年十二月三十一日止年度，本集團並無持有任何重大投資，或進行重大收購及出售事項。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團合共聘用8名僱員（二零二一年：35名）。於回顧年度的員工成本總額（包括董事酬金）為約14,000,000港元（二零二一年：約24,700,000港元）。本集團的薪酬政策符合現行市場慣例並根據員工個人的表現及經驗而釐定。本集團根據員工受聘所在地的相關法律法規提供退休福利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層之討論及分析

CHARGES ON THE GROUP'S ASSETS

As at 31 December 2022, there was no bank balance of the Group used to secure the banking facilities (as at 31 December 2021: Nil).

CONTINGENT LIABILITIES

Details of the Group's contingent liabilities as at 31 December 2022 are set out in the Notes to the consolidated financial statements (the "Notes").

SUBSEQUENT EVENTS

Save as disclosed, the Directors are not aware of any significant event requiring disclosure that has taken place subsequent to 31 December 2022 and up to the date of this report.

FUTURE PLANS FOR MATERIAL INVESTMENTS, CAPITAL ASSETS AND BUSINESS DEVELOPMENT

For margin dealing Business, subject to market conditions and local laws and regulations, the Group will consider expanding the bullion trading business by covering other commodities, including cryptocurrency products, and by enhancing the VIP scheme according to on-going customer feedbacks.

With (i) the relaxation of social distancing measures and travel restrictions in China and Hong Kong; and (ii) the implementation of improvements and enhancements based on feedbacks received from the VIP scheme, the Group expects its Hong Kong's bullion trading business will keep growing. The Group will continue to monitor the operation of the bullion trading business and, subject to the market condition and market opportunities, explore ways to expand the bullion trading business further.

For healthcare products business, given the encouraging results to the date of this report, the Group will continue to expand its healthcare products business. It is expected that the healthcare products business will continue to grow based on the current market.

本集團資產抵押

於二零二二年十二月三十一日，本集團並無銀行結餘用於擔保銀行信貸（於二零二一年十二月三十一日：無）。

或然負債

於二零二二年十二月三十一日之本集團或然負債之詳情載於綜合財務報表附註（「附註」）。

期後事項

除所披露者外，董事並不知悉於二零二二年十二月三十一日後及直至本報告日期有發生任何須予披露之重大事項。

未來重大投資、資本資產及業務發展計劃

就保證金交易業務而言，視乎市況及當地法例及規例而定，本集團將考慮透過涵蓋其他商品（包括加密貨幣）及透過根據持續的客戶反饋提升VIP計劃而擴大貴金屬交易業務。

隨著(i)中國及香港放寬社交距離措施及旅行限制；及(ii)根據自VIP計劃收到的反饋進行改善及提升，本集團預期香港的貴金屬交易業務將保持增長。本集團將繼續監察貴金屬交易業務的營運，並視乎市況及市場機會探索進一步擴大貴金屬交易業務的方法。

就保健產品業務而言，由於截至本報告日期取得了令人鼓舞的業績，本集團將繼續擴大保健產品業務。根據目前的市場狀況，預期保健產品業務將不斷增長。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層之討論及分析

Regarding online sales, under the B2C Model the Group will focus on streamlining the newly established business operation and the expansion of its product line-up. The Group will allocate more resources to establish more online shops via other famous e-commerce marketplace, making use of different promotion channels and marketing partners to raise brand awareness as well as sourcing unique healthcare products directly from the manufacturers. The Group will coordinate its marketing and promotion activities with the brand owners' own marketing and positioning strategies. In addition, the Group plans to conduct additional marketing and promotional activities on the Internet, paying for more favourable screen space on the relevant e-commerce portals, doing live broadcast and adopting other search engine optimization measures so as to increase the visibility and web traffic of the online stores to consumers and capture a wider customer base.

Apart from the existing business as described above, the Group has decided to further expand its business model in trading various healthcare products through obtaining a Wholesale Dealer Licence under the Drug Office of the Department of Health in Hong Kong. This could expand the product offerings of the Group from Chinese medicines to other renowned healthcare products from Japan, Europe, North America and other countries around the globe.

In addition to distributing products of third-party brands, the Group is also exploring opportunities to produce healthcare products under the original design manufacturing (ODM) model. The Group considers that this will be an invaluable opportunity as ODM products will not only expand the Group's products offering to its customers (under both B2C Model and the B2B Model) but also increase profit margins of the Group.

就B2C模式下的網上銷售而言，本集團將專注於精簡新成立的業務營運及擴大產品陣容。本集團將分配更多資源以通過其他知名的網上電子購物平台開設更多網上商店，利用不同的宣傳渠道及市場推廣合作夥伴提高品牌知名度及直接向製造商採購獨特的保健產品。本集團會將市場推廣及宣傳活動與品牌擁有人本身的市場推廣及定位策略相協調。此外，本集團計劃於互聯網開展進一步的市場推廣及宣傳活動，在相關網上電子購物門戶網站購買更有利的屏幕空間，進行直播及採納其他搜索引擎優化措施，以提高網上商店對消費者的可見度及網絡流量並獲取更廣泛的客戶群。

除上述現有業務外，本集團已決定透過取得香港衛生署藥物辦公室的批發商牌照進一步擴展其於各種保健產品貿易方面的業務模式。此舉可將本集團的產品供應從中藥擴大到日本、歐洲、北美及全球其他國家的其他知名保健產品。

除分銷第三方品牌的產品外，本集團亦正探索在原設計製造(ODM)模式下生產保健產品的機會。本集團認為這種機會十分寶貴，原因是ODM產品不僅將擴大本集團向其客戶的產品供應(在B2C模式及B2B模式下)，亦將提高本集團的利潤率。

DIRECTORS' REPORT

董事會報告

The Board presents its report together with the audited consolidated financial statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES AND SEGMENT INFORMATION

The principal activity of the Company is investment holding and the activities of the subsidiaries are set out in the Notes.

An analysis of the Group's performance for the year ended 31 December 2022 by geographical and service/product segments are set out in the Notes.

ANNUAL RESULTS

The annual results of the Group for the year ended 31 December 2022 are set out in the section headed "Consolidated Statement of Comprehensive Income" of this annual report.

FINAL DIVIDEND

The Board does not recommend the payment of final dividend for the year ended 31 December 2022 (2021: Nil).

SUMMARY FINANCIAL INFORMATION

The following is a summary of the results and of the financial position of the Group for the last five financial years, as extracted from the published audited financial statements, prepared on the basis set out in the Notes. This summary does not form part of the audited consolidated financial statements.

董事會謹此呈報其報告連同本集團截至二零二二年十二月三十一日止年度之經審核綜合財務報表。

主要業務及分部資料

本公司之主要業務為投資控股，而附屬公司之業務載於附註。

本集團截至二零二二年十二月三十一日止年度按地區及服務／產品分部劃分之表現分析載於附註。

年度業績

本集團截至二零二二年十二月三十一日止年度之年度業績載於本年報「綜合全面收益表」一節。

末期股息

董事會不建議就截至二零二二年十二月三十一日止年度派發末期股息（二零二一年：無）。

財務資料概要

下列為根據附註所載之基準所編製本集團最近五個財政年度之業績及財務狀況概要，乃摘錄自已刊發之經審核財務報表。本概要並不構成經審核綜合財務報表之部分。

		For the year ended 31 December				
		截至十二月三十一日止年度				
		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Restated)			
			(經重列)			
Total income	收入總額	46,036	11,765	11,861	18,018	471,111
- Continuing operations	- 持續經營業務	43,041	9,029			
- Discontinued operations	- 已終止經營業務	2,995	2,736			

DIRECTORS' REPORT

董事會報告

For the year ended 31 December

截至十二月三十一日止年度

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
			(Restated)			
			(經重列)			
Profit/(loss) before tax	除稅前溢利／(虧損)	(30,979)	(57,912)	(81,158)	(180,457)	51,757
- Continuing operations	- 持續經營業務	(29,421)	(48,971)			
- Discontinued operations	- 已終止經營業務	(1,558)	(8,941)			
Profit/(loss) for the year	年內溢利／(虧損)	(31,052)	(56,542)	(71,636)	(179,988)	34,249
- Continuing operations	- 持續經營業務	(29,518)	(48,971)			
- Discontinued operations	- 已終止經營業務	(1,534)	(7,571)			
Total comprehensive income/(expense) for the year	年內全面收益／(開支) 總額	(37,957)	(64,299)	(57,956)	(181,291)	19,144
- Continuing operations	- 持續經營業務	(31,853)	(50,868)			
- Discontinued operations	- 已終止經營業務	(6,104)	(13,431)			

As at 31 December

於十二月三十一日

		2022	2021	2020	2019	2018
		二零二二年	二零二一年	二零二零年	二零一九年	二零一八年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	資產總值	284,310	330,616	430,436	504,244	1,139,242
Total liabilities	負債總額	(53,510)	(61,859)	(97,380)	(113,263)	(567,536)
		230,800	268,757	333,056	390,981	571,706
Total equity and liabilities	總權益及負債	284,310	330,616	430,436	504,244	1,139,242
Net current assets	流動資產淨值	229,955	263,146	321,925	376,907	712,811
Total assets less current liabilities	總資產減流動負債	230,800	274,997	336,633	406,415	767,819

BUSINESS REVIEW

Business Review and Future Prospect

Since the listing of the Company's shares (the "Share(s)") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 3 July 2013, the Company has been implementing its business plans to accomplish its business objectives. A review of the business of the Group during the year and a discussion on the Group's future business development are provided in the sections of "Statement from the Deputy Chief Executive Officer" and "Management Discussion and Analysis".

業務回顧

業務回顧及未來前景

自本公司股份(「股份」)於二零一三年七月三日於香港聯合交易所有限公司(「聯交所」)上市以來,本公司已實施其業務計劃,以期達致其業務目標。本集團年內業務回顧及有關本集團未來業務發展之討論載於「副行政總裁報告」及「管理層之討論及分析」章節。

DIRECTORS' REPORT

董事會報告

Financial Key Performance Indicators

An analysis of the Group's performance during the year using financial key performance indicators is provided in the section of "Management Discussion and Analysis".

Principal Risks and Uncertainties

A number of factors may affect the results and business operations of the Group, some of which are inherent to its business and some are affected by the external environment. The Group's major risks are summarized below.

(1) Financial risks

The Group's principal business activities are exposed to a variety of key financial risks including credit risk arising from defaults or deterioration in creditworthiness of counterparties, borrowers and security issuers; market risk (such as interest rate risk and foreign currency risk), and liquidity risk arising from shortage of funds and/or illiquidity of securities. Details of the aforesaid key risks and risk mitigation measures are set out in the Notes.

(2) Macro-economic environment

Adverse macro-economic changes may affect the business environment such as the increasing geopolitical risks in Europe and Asia, high interest rate environment and unforeseeable monetary and fiscal policies, which may in turn affect the operating results. It is therefore important that the Group is able to keep track of such changes of macro-economic environment and swiftly adjusts its operating policy and business plan under different market conditions.

(3) Information technology systems

Financial services sector is highly dependent on information technology systems and cyber security. Any material disruption or slowdown of our IT systems, such as system upgrade failures, system errors, viruses or cyber attacks could cause data loss or operation interruption. Therefore, we invest continuously in our IT systems so as to keep up with the latest cyber security standard.

財務表現關鍵指標

使用財務表現關鍵指標對本集團年內表現之分析載於「管理層之討論及分析」一節。

主要風險及不明朗因素

本集團的業績及業務營運可能受到多項因素所影響，部分為其業務所固有，部分為受外部環境影響。本集團的主要風險概述於下文。

(1) 財務風險

本集團主要業務活動須承受多項主要財務風險，包括因交易對手、借款人及證券發行人違約或信譽惡化而產生之信貸風險、市場風險（包括利率風險及外幣風險）及因資金短缺及／或證券流通量不足而產生之流動性風險。上述主要風險及降低風險措施之詳情載於附註。

(2) 宏觀經濟環境

宏觀經濟的不利變動可能影響營商環境，例如歐洲及亞洲的地緣政治風險不斷增加、高利率環境及不可預測的貨幣及財政政策，從而可能影響經營業績。因此，本集團需具備能力去追蹤宏觀經濟環境的變化，並根據不同的市場狀況迅速調整其經營政策及業務計劃。

(3) 資訊科技系統

金融服務業務非常倚賴資訊科技系統及網絡安全。倘若我們的資訊科技系統受到嚴重干擾或處理速度變慢，例如系統升級失敗、系統故障、病毒或網絡攻擊，可能導致數據流失或操作中斷。因此，我們在資訊科技系統方面不斷投資，以維持最新的網絡安全標準。

(4) Legal and compliance risks

As disclosed in the Company's announcement dated 6 August 2019, 24 January 2020 and 12 May 2020, the Company obtained the injunction order and issued a writ of summons against Banclogix System Co., Limited ("Banclogix") in the High Court of The Hong Kong Special Administrative Region (the "High Court"). In November 2020, the three licensed subsidiaries of the Company, namely CLSA Premium International (HK) Limited, CLSA Premium Pty Limited and CLSA Premium New Zealand Limited ("CLSAP NZ"), have joined the Company as plaintiffs to claim against Banclogix for, among others, repudiatory breach by Banclogix of the IT Service Agreement entered into with Banclogix on 28 December 2018 ("IT Service Agreement") and other costs and damages associated with such breach. The Company received a writ of summons together with an indorsement of claim dated 6 May 2020 issued in the High Court by Banclogix against the Company. Banclogix claims against the Company for, among others, alleged repudiatory breach of the IT Service Agreement and entitlement to certain fees therein.

These two actions with Banclogix as mentioned above will be heard by the court together and it has not proceeded to the trial stage yet.

As disclosed in the Company's announcement dated 24 June 2020, CLSAP NZ received a statement of claim filed by the Financial Markets Authority of New Zealand in the High Court of New Zealand for alleged breaches of the Anti-Money Laundering and Countering Financing of Terrorism Act 2009 by CLSAP NZ. As disclosed in the Company's announcement dated 13 September 2021, the penalty hearing had taken place on 5 July 2021. On 10 September 2021, the judgment is entered against CLSAP NZ for the four civil liability acts and a pecuniary penalty of NZD770,000 has been imposed. The claim was settled after the penalty was paid in October 2021.

Further, our businesses may be subject to change of laws and regulations, tightening of regulatory compliance requirements and practices of the regulators which are out of our control.

(4) 法律及合規風險

誠如本公司日期為二零一九年八月六日、二零二零年一月二十四日及二零二零年五月十二日之公告所披露，本公司已取得禁制令，並經香港特別行政區高等法院（「高等法院」）針對盛匯信息科技有限公司（「盛匯」）發出傳訊令狀。於二零二零年十一月，本公司三家持牌附屬公司，即CLSA Premium International (HK) Limited、CLSA Premium Pty Limited及CLSA Premium New Zealand Limited（「CLSAP NZ」）已加入本公司作為原告，就盛匯違反與盛匯於二零一八年十二月二十八日訂立之資訊科技服務協議（「資訊科技服務協議」）以及就有關違反相關之其他費用及損害賠償向盛匯提出索賠。本公司已接獲由盛匯經高等法院發出針對本公司日期為二零二零年五月六日之傳訊令狀連同申索背書。盛匯就（其中包括）指稱違反資訊科技服務協議及當中有權收取之若干費用向本公司提出索賠。

上述與盛匯進行之兩項法律訴訟將由法院一併審理，目前尚未進入審訊階段。

誠如本公司日期為二零二零年六月二十四日之公告所披露，CLSAP NZ收到新西蘭金融市場管理局就指稱CLSAP NZ違反《2009打擊洗錢及恐怖分子資金籌集法》向新西蘭高等法院提交之申索陳述書。誠如本公司日期為二零二一年九月十三日的公告所披露，罰款聆訊已於二零二一年七月五日進行。於二零二一年九月十日，CLSAP NZ就四項民事責任行為被作出判決，並處以770,000新西蘭元的罰款。於二零二一年十月支付罰款後，申索已獲解決。

此外，我們的業務可能受到法例及規例的變更、收緊監管合規要求及監管機構慣例所規限，而我們無法控制。

DIRECTORS' REPORT

董事會報告

The above is not intended to be an exhaustive list of all principal risks and uncertainties faced by the Group. These may change over time as new risks and uncertainties emerge and others cease to be of concern. The Directors will constantly evaluate the Group's business objectives and may change or modify plans against the changing market condition to avert or minimise the risks so as to attain sustainable business growth of the Group.

Environmental Policy and Performance

We are committed to protect the environment by introducing a green policy to enhance the awareness of environmental protection among staff. The Group has implemented internal recycling programme for office consumables such as toner cartridges and paper to minimise the operation impact on the environment and natural resources.

The Group has also implemented energy saving practices in offices and branch premises where applicable, such as taking initiatives to reduce paper usage by encouraging the use of websites and online version of corporate communications. As regards reduction of power consumption, we have a policy that lighting, air-conditioners and office equipment shall be turned off when not in use.

Compliance with Laws and Regulations

The Group recognises the importance of compliance with regulatory requirements. The Group has been allocating resources to ensure the Group's ongoing compliance with the updated applicable rules and regulations. During the reporting period, the Group had complied with the laws, regulations and regulatory requirements of the places where the Group operates in all material respects including the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and other relevant rules, regulations and guidelines of the regulatory authorities. The Group had maintained all necessary licences for its businesses throughout the reporting period.

Relationships with key stakeholders

The Group's success also lies on the support from key stakeholders, including employees, customers, bankers, service providers and shareholders. Thus, the Group maintains close relationship with our stakeholders.

上文未能盡列本集團面對之所有主要風險及不明朗因素。其可能隨著新風險及不確定因素的出現及其他不再令人關注而不時變動。董事將定期評估本集團之業務目標，並可能因應市場狀況的變動更改或修訂計劃，以避免或減低風險，從而實現本集團的可持續業務增長。

環保政策及表現

我們透過引入綠色環保政策以提高員工的環保意識，致力於保護環境。本集團內部已實施碳粉匣及紙張等辦公耗材循環利用計劃，以盡量減少營運對環境及自然資源之影響。

本集團亦已於辦公室及分公司（倘適用）實行節能措施，如提倡公司通訊使用網站及在線方式，藉以減少用紙。降低能耗方面，本集團已制定政策，燈、空調及辦公室設備將在不使用時關閉。

遵守法律法規情況

本集團認同遵守監管規定之重要性。本集團已分配資源以確保本集團持續遵守適用之最新規則及規例。於報告期內，本集團在所有重大方面均已遵守本集團經營所在地的法例、規例及監管規定，包括聯交所證券上市規則（「上市規則」）、香港法例第571章證券及期貨條例、開曼群島法第22章公司法（一九六一年第3號法律，經綜合及修訂）、香港法例第622章公司條例以及監管機構的其他相關規則、規例及指引。本集團於整個報告期內已為其業務持有所有必要的牌照。

與主要利益相關者之關係

本集團之成功亦有賴於主要利益相關者之支持，包括僱員、客戶、往來銀行、服務供應商及股東。因此，本集團與利益相關者保持緊密關係。

Employees

The Group treasures our employees as the most important and valuable assets of the Group. The objective of the Group's human resources management is to reward and recognise our employees by providing a competitive remuneration package, appropriate incentives, and opportunities within the Group for career advancement.

The employees are paid a fixed salary and may be granted other allowances based on their position. In addition, discretionary bonuses may also be awarded to our employees based on the employee's performance. We conduct regular appraisals to ensure our employees receive feedback on their performance and discuss with them on their needs.

Customers

The Group is committed to provide excellent services to our customers with a view to maintaining steady business and asset growth as well as long term profitability.

To facilitate the Group's business plan and development of the margin dealing business, the Group will upgrade its information technology systems from time to time, such as the rolling out of a mobile foreign exchange trading application to make it more convenient for existing and future clients to trade forex products with the Group's companies and to strengthen the Group's competitiveness. The Group will launch a variety of marketing activities to expand our customer base such as holding seminars, launching digital marketing campaign and sponsoring events. For healthcare products business, the Group will implement more VIP scheme to reward the customers who achieved a target of the sales volume.

Besides, the Group will keep recruiting experienced and talented personnel with relevant experience and knowledge to strengthen the Group's business.

Bankers

The Group has maintained excellent relationship with our bankers and we are able to obtain funds from our bankers as and when necessary.

Service Providers

The Group's key service providers comprise system and equipment vendors, external consultants who provide professional services, and other business partners who provide value-added services to the Group.

僱員

本集團珍視我們的僱員，視彼等為本集團最重要的寶貴資產。本集團人力資源管理之目標為透過提供具競爭力之薪酬待遇、適當之獎勵及本集團內職位晉升之機會以給予我們的僱員獎賞及認可。

僱員已獲支付固定工資，並根據彼等的職位可能獲得其他津貼。此外，僱員亦可根據彼等之表現獲得酌情花紅。我們定期進行評估以確保僱員可根據彼等的表現取得回報，並與彼等討論其需要。

客戶

本集團致力於向我們的客戶提供卓越服務，以期維持穩定的業務及資產增長以及長期的盈利能力。

為促進本集團保證金交易業務的業務計劃及發展，本集團將不時升級其資訊科技系統，例如推出流動外匯交易應用程序，讓現有及未來客戶可更方便買賣本集團旗下公司的外匯產品，並提升本集團之競爭力。本集團將推出舉辦研討會、推出數碼市場推廣活動及贊助活動等多種市場推廣活動以擴大客戶群。就保健產品業務而言，本集團將實行更多VIP計劃，獎勵達致銷量目標的客戶。

此外，本集團將繼續招聘擁有相關經驗及知識的人才，以加強本集團的業務。

往來銀行

本集團與我們的往來銀行維持良好的關係，並於必要時可從往來銀行取得資金。

服務供應商

本集團的主要服務供應商包括系統及設備供應商、提供專業服務的外聘顧問及向本集團提供增值服務的其他業務夥伴。

DIRECTORS' REPORT

董事會報告

Shareholders

One of the corporate goals of the Group is to enhance corporate value to our shareholders. Description of the shareholders' rights and our investor relations can be found in the section of "Corporate Governance Report".

CORPORATE GOVERNANCE

Information on the Company's corporate governance practices is set out in the Corporate Governance Report contained in this annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2022 are set out in the Notes.

SHARE CAPITAL

Details of the Company's share capital during the year ended 31 December 2022 are set out in the Notes and the section headed "Consolidated Statement of Changes in Equity" of this annual report.

PRE-EMPTIVE RIGHTS

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

RESERVES

Details of the movements in reserves of the Group during the year under review are set out in the section of "Consolidated Statement of Changes in Equity".

DISTRIBUTABLE RESERVES

Under the Companies Law of the Cayman Islands, the funds in the share premium account and retained earnings of the Company are distributable to the Company's shareholders subject to the provisions of the Company's memorandum and articles of association and 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.

股東

本集團其中一項公司目標乃為我們的股東提升公司價值。有關股東權利及投資者關係之詳情載於「企業管治報告」一節。

企業管治

本公司之企業管治慣例之資料載於本年報之企業管治報告內。

物業、廠房及設備

本集團截至二零二二年十二月三十一日止年度之物業、廠房及設備變動之詳情載於附註。

股本

截至二零二二年十二月三十一日止年度本公司股本之詳情載於附註及本年報「綜合權益變動表」一節。

優先購買權

本公司之組織章程細則或開曼群島法例並無關於優先購買權之規定。

儲備

本集團於回顧年度之儲備變動詳情，載於「綜合權益變動表」一節。

可供分派儲備

根據開曼群島公司法，本公司於股份溢價賬和保留盈利之資金可用來派發予本公司股東，惟須遵守本公司之組織章程大綱及細則之規定，以及於緊隨建議派發股息日期後，本公司須有足夠資金償還正常業務過程中之到期債務。

As at 31 December 2022, in the opinion of the Directors, the Company's reserves available for distribution to the Company's shareholders were approximately HK\$53 million (2021: approximately HK\$84 million).

DIVIDEND POLICY

The Company has adopted a dividend policy. The dividend payout ratio shall be determined or recommended, as appropriate, by the Board at its absolute discretion after taking into account of the operating results, cash flow, financial condition and capital requirements of the Group, and subject to:

- the Company's articles of association;
- the applicable restrictions and requirements under the laws of the Cayman Islands; and
- any other applicable laws, rules and regulations.

The Company seeks to maintain a balance between meeting shareholders' expectations and prudent capital management with a sustainable dividend policy. The Company's dividend policy aims to allow our shareholders to participate in the Company's profit and for the Company to retain adequate reserves for the Group's future growth.

The payment and the amount of dividends (if any) will depend on the Group's result of operations, cash flows, financial position, working capital requirements, future expansion plans, general economic conditions, future prospects, statutory and regulatory restrictions on the payment of dividends by the Group, and other factors that the Company may consider relevant. The Company does not have any predetermined dividend distribution proportion or distribution ratio. Any future declarations of dividends may or may not reflect the Company's historical declarations of dividends and will be at the discretion of the Directors taking into account the aforesaid factors.

於二零二二年十二月三十一日，董事認為，本公司可供分派予本公司股東之儲備約為53,000,000港元（二零二一年：約84,000,000港元）。

股息政策

本公司已採納股息政策。股息派付之比率將由董事會考慮本集團之經營業績、現金流量、財務狀況及資本需求後全權酌情釐定或建議（視乎情況而定），並受以下各項限制：

- 本公司之組織章程細則；
- 開曼群島法律下的適用限制及要求；及
- 任何其他適用法律、規則及法規。

本公司致力通過可持續的股息政策，在符合股東期望與審慎資本管理兩者之間保持平衡。本公司的股息政策旨在讓股東得以分享本公司的溢利，同時讓本公司預留足夠儲備供本集團日後發展之用。

股息派付及金額（如有）將取決於本集團之經營業績、現金流量、財務狀況、營運資金需求、未來擴展計劃、總體經濟狀況、未來的前景、對本集團派付股息的法定及監管限制以及本公司認為相關的其他因素。本公司並無任何預定股息分派比例或分派比率。任何日後股息宣派未必反映本公司過往股息宣派情況，並由董事考慮上述因素後酌情決定。

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Any payment of dividend by the Company is also subject to the Companies Law of the Cayman Islands and the constitutional documents, which indicate that dividends may be declared and paid out of the profits, realised or unrealised, or from any reserves set aside from profits. With the sanction of an ordinary resolution, dividends may also be declared and paid out of the share premium account or any other fund or account which can be authorised for this purpose in accordance with the relevant law.

There can be no assurance that dividends of any amount will be declared or distributed in any year.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group's five largest customers, in terms of the realized revenue from customers, accounted for 42% of the total revenue for the year, while the sales to the Group's largest customer accounted for 21% of the total revenue for the year. The purchase from the Group's five largest suppliers accounted for 98% of the total purchase for the year, while the purchase from the Group's largest supplier accounted for 75% of the total purchase for the year.

At no time during the year have the Directors, or any of their associates, or any shareholder (which to the knowledge of the Directors own more than 5% of the number of issued Shares) had any interest in these major customers and suppliers.

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

For the year ended 31 December 2022, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

RETIREMENT BENEFITS SCHEME

Details of the Group's retirement benefits scheme for the year ended 31 December 2022 are set out in the Notes.

本公司派付任何股息亦受開曼群島公司法及章程文件限制，即可自己變現或未變現溢利或自溢利撥出之任何儲備宣派及派付股息。倘通過普通決議案批准，亦可根據相關法律自股份溢價賬或獲授權用作派付股息之任何其他資金或賬目宣派及派付股息。

本公司無法保證將於任何年度宣派或分派任何金額之股息。

主要客戶及供應商

於回顧年度，按來自客戶之已變現收益計算，本集團五大客戶之銷售額佔年內收益總額之42%，而本集團最大客戶之銷售額佔年內收益總額之21%。本集團五大供應商的採購額佔年內採購總額之98%，而本集團最大供應商的採購額佔年內採購總額之75%。

於年內任何時間，董事或彼等任何聯繫人或任何股東（就董事所知擁有已發行股份數目5%以上者）概無於該等主要客戶及供應商擁有任何權益。

購買、出售及贖回本公司之上市證券

截至二零二二年十二月三十一日止年度，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

退休福利計劃

本集團截至二零二二年十二月三十一日止年度退休福利計劃之詳情載於附註。

DIRECTORS

During the year ended 31 December 2022 and up to the date of this report, the Board comprises the following Directors:

Executive Directors

Mr. Yuan Feng (*Deputy Chief Executive Officer*)
Mr. Chung Cheuk Fan Marco

Non-executive Directors

Mr. Li Jiong (*Chairman*)
Mr. Xu Jianqiang

Independent non-executive Directors

Mr. Wu Jianfeng
Mr. Christopher Wesley Satterfield
Ms. Hu Zhaoxia

In accordance with article 84 of the Company's articles of association, one-third of the Directors shall retire from office by rotation but are eligible for re-election at the forthcoming annual general meeting of the Company. Any new Director appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the next following general meeting and annual general meeting of the Company respectively, and shall then be eligible for re-election pursuant to article 83(3) of the Company's articles of association.

In accordance with the Company's articles of association, Directors, who shall retire from office by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting. Details could be referred to the circular which will be despatched to the Company's shareholders in April 2023.

Further, each of the independent non-executive Directors has confirmed his/her independence of the Company and the Company considers each of them to be independent in accordance with the guidelines of assessing independence as set out in Rule 3.13 of the Listing Rules.

董事

截至二零二二年十二月三十一日止年度及直至本報告日期，董事會包括以下董事：

執行董事

袁峰先生 (*副行政總裁*)
鍾卓勳先生

非執行董事

李冏先生 (*主席*)
許建強先生

獨立非執行董事

武劍鋒先生
Christopher Wesley Satterfield先生
胡朝霞女士

根據本公司組織章程細則第84條，三分之一董事須於本公司應屆股東週年大會上輪值告退，惟符合資格重選連任。根據本公司組織章程細則第83(3)條，凡獲委任以填補臨時空缺或為董事會新增成員之任何新董事，均分別只可留任至本公司下一次股東大會及股東週年大會，並符合資格參與重選。

根據本公司之組織章程細則，董事將於應屆股東週年大會上輪席告退及符合資格並願意於應屆股東週年大會上膺選連任。詳情請參閱將於二零二三年四月寄發予本公司董事之通函。

此外，各獨立非執行董事已確認，彼獨立於本公司，而本公司認為，根據上市規則第3.13條所載評估獨立性之指引，彼等均具備獨立性。

DIRECTORS' REPORT

董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors have entered into any service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the sections of "Related Party Transactions" and "Continuing Connected Transactions" in the Notes, no transactions, arrangements or contracts of significance in relation to the Group's business to which any of the Company's subsidiaries or fellow subsidiaries was a party, and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during the year or at the end of the year.

DIRECTORS' REMUNERATION AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the Directors' remuneration and the five highest paid individuals are set out in the Notes.

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

Save as disclosed in the sections of "Interests and Short Positions of Directors and Chief Executive in Shares, Underlying Shares and Debentures" and "Share Option Scheme" below, at no time during the year or at the end of the year has been/was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Company's Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

董事之服務合約

概無董事與本集團任何成員公司訂立本集團不可於一年內免付賠償(法定賠償除外)予以終止之任何服務合約。

董事於交易、安排或合約中的權益

除附註「關聯方交易」和「持續關連交易」章節所披露者外，本公司任何附屬公司或其同系附屬公司並無訂立對本集團業務屬重大且董事或與董事關連的實體於其中直接或間接擁有重大權益而於年內任何時間或本年度結束時仍然有效之交易、安排或合約。

董事及五名最高薪人士的酬金

董事及五名最高薪人士的酬金詳情載於附註。

董事購買股份及債券之權利

除於下文「董事及最高行政人員於股份、相關股份及債券之權益及淡倉」及「購股權計劃」章節所披露者外，於年內任何時間或本年度結束時，本公司、其控股公司或其任何附屬公司或同系附屬公司概無參與任何安排，致使本公司董事可藉購買本公司或任何其他法人團體的股份或債券而獲得利益。

PERMITTED INDEMNITY

Pursuant to the Company's articles of association, subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices. Such permitted indemnity provision has been in force throughout the reporting period. The Company has arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

DIRECTORS' COMPETING INTERESTS

As at 31 December 2022, none of the Directors and their respective associates (as defined under the Listing Rules) had any business or interest in a business which competes or may compete with the business of the Group.

EQUITY-LINKED AGREEMENTS

Other than the Company's share option scheme as disclosed below, no equity-linked agreements that will or may result in the Company issuing Shares or that require the Company to enter into any agreements that will or may result in the Company issuing Shares were entered into by the Company during the year or subsisted at the end of the year.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Scheme") on 3 June 2013. A summary of the Scheme is as follows:

(a) Purpose of the Scheme

The purpose of the Scheme is for the Group to attract, retain and motivate talented Participants (as defined below) to strive for future developments and expansion of the Group.

(b) Participants of the Scheme

Under the Scheme, the Board may, at its discretion, invite the following persons as participants (the "Participants") of the Scheme:

獲准許的彌償保證

根據本公司的組織章程細則及受適用法律法規規限，各董事就因履行其任內職責而產生或蒙受或與之有關的所有訴訟、費用、收費、損失、損害及開支，均可獲得本公司以其資產及溢利彌償以及確保不受傷害。有關獲准許的彌償保證條文已於報告期內生效。本公司已為本集團董事及高級職員安排適當的董事及高級職員責任保險。

董事的競爭權益

於二零二二年十二月三十一日，概無董事及彼等各自的聯繫人（定義見上市規則）於與本集團業務構成或可能構成競爭的業務中擁有任何業務或權益。

股票掛鈎協議

除下文所披露之本公司購股權計劃外，於年內或本年度結束時，本公司概無訂立將會或可能導致本公司發行股份的股票掛鈎協議，或要求本公司訂立任何協議將會或可能導致本公司發行股份的股票掛鈎協議。

購股權計劃

本公司已於二零一三年六月三日採納購股權計劃（「該計劃」）。該計劃之概要如下：

(a) 該計劃目的

該計劃旨在令本集團能招攬、挽留及激勵優秀之參與者（定義見下文），促進本集團日後發展及擴張。

(b) 該計劃之參與者

根據該計劃，董事會可全權酌情決定邀請以下人士參與該計劃（「參與者」）：

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- (i) any executive or non-executive Director including any independent non-executive Director or any employee (whether full-time or part-time) of any member of the Group;
 - (ii) any trustee of a trust (whether family, discretionary or otherwise) whose beneficiaries or objects include any employee or business associate of the Group;
 - (iii) any consultant (in the areas of legal, technical, financial or corporate management) and other adviser to any member of the Group;
 - (iv) any supplier of goods and/or services to the Group; or
 - (v) any other person whom the Board considers, in its sole discretion, has contributed to the Group.
- (i) 本集團任何成員公司之任何執行或非執行董事（包括任何獨立非執行董事）或任何全職或兼職僱員；
 - (ii) 受益人或對象包括本集團任何僱員或業務聯繫人士之家族、全權酌情或其他信託之任何受託人；
 - (iii) 本集團任何成員公司之任何有關法律、技術、財務或企業管理之顧問及其他諮詢人；
 - (iv) 本集團任何貨品及／或服務供應商；或
 - (v) 董事會全權酌情認為對本集團有貢獻之任何其他人士。

In determining the basis of eligibility of each Participant, the Board would take into account such factors as the Board may at its discretion consider appropriate.

於確定各參與者資格基準時，董事會會考慮其酌情認為合適之因素。

(c) Basis for determining the exercise price and acceptance of offer

The exercise price of an option granted to subscribe for Shares under the Scheme shall be a price determined by the Board at its sole discretion and notified to the Participant and shall be no less than the highest of (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date on which an option is granted; (ii) the average closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date on which an option is granted; and (iii) the nominal value of the Share.

Offer of an option shall be deemed to have been accepted by the grantee when the duplicate of the relevant offer letter comprising acceptance of the option duly signed by the grantee together with a remittance in favour of the Company of HK\$1.00 (or such other nominal sum in any currency as the Board may determine) by way of consideration for the grant.

(c) 釐定行使價之基準及接納要約

該計劃下已授出可認購股份之購股權行使價乃由董事會全權酌情釐定後知會參與者，惟其不得低於下列各項之最高者(i)授出購股權當日聯交所每日報價表所列之股份收市價；(ii)緊接授出購股權當日前五個交易日聯交所每日報價表所列之股份平均收市價；及(iii)股份面值。

經承授人正式簽署接受購股權之相關要約函件副本連同作為獲授購股權之代價以本公司為受益人之1.00港元（或董事會釐定之任何其他貨幣面值）匯款之後，購股權即被視為獲承授人接納。

(d) Maximum numbers available for issue

The total number of the Shares which may be issued upon exercise of all options to be granted under the Scheme shall not in aggregate exceed 10% of the Company's issued share capital as at the adoption date (the "General Scheme Limit") unless further shareholders' approval is obtained in general meeting, provided that options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating the General Scheme Limit.

Notwithstanding the foregoing the total number of the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and other schemes involving the issue or grant of options or similar rights over the Shares or other securities by the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time.

(e) Maximum entitlement of each Participant

For each Participant, the total number of Shares issued and to be issued upon exercise of all options granted and further to be granted in any 12-month period (including both exercised and outstanding options) and in the 12-month period up to and including the acceptance date (including exercised, cancelled and outstanding options) shall not in isolation or aggregate exceed 1% of the Shares in issue as at the date of such grant, and any grant of option which would result in such limit being exceeded shall be approved by the Company in general meeting with such Participant and any associate thereof abstaining from voting.

(f) Time of exercise of the option

An option may be exercised in whole or in part in accordance with the terms of the Scheme at any time during the period commencing on the first business day from the date of grant of option and expiring at the close of business on a date to be determined and notified by the Directors which shall not be more than 10 years from the date of grant of option.

Unless the Directors otherwise determined and stated at the time of granting the option, there is no minimum period for which an option must be held before it can be exercised.

(d) 可供發行之股份數目上限

本公司因行使根據該計劃將予授出之所有購股權而可發行之股份總數，合共不得超過本公司於採納日期已發行股本之10%（「該計劃一般上限」），除非於股東大會上獲股東另行批准則作別論，根據該計劃條款而失效之購股權將不會用於計算該計劃一般上限。

儘管上文所述，本公司因行使根據該計劃以及涉及發行或授出購股權或涉及股份或其他證券之類似權利之其他計劃授出而尚未行使之所有購股權而可發行之股份總數，合共不得超過不時已發行股份之30%。

(e) 每名參與者可獲授予之最高數目

因行使於任何12個月期間所授出及進一步授出之所有購股權（包括已行使及尚未行使之購股權）及截至接納日期（包括該日）12個月期間內所授出及進一步授出之所有購股權（包括已行使、已註銷及尚未行使之購股權）而向每名參與者已發行及將予發行之股份總數，各自或合共不得超過有關授出日期及任何購股權授出日期之已發行股份之1%。倘若超過該限額，則須於股東大會上獲得本公司批准，而有關參與者及其任何聯繫人必須放棄投票。

(f) 行使購股權之期限

購股權可根據該計劃之條款，自授出購股權日期起計之首個營業日至待董事釐定及通知之營業日結束之期間內（惟不得超過授出購股權日期起計後10年）隨時全部或部分行使。

除非董事於授出購股權時另行釐定及列明，否則對行使購股權前持有購股權之最短期限並無限制。

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(g) Remaining life of the Scheme

The Directors shall be entitled at any time within 10 years commencing on 3 July 2013 to offer the grant of an option to any qualifying participants.

(h) Movements of the options granted under the Scheme

On 10 January 2014, the Company granted options to 68 individuals to subscribe for an aggregate of 40,000,000 Shares. Among the 40,000,000 options granted, 14,920,000 options were granted to the then six Directors. Among the 40,000,000 options granted, 33,040,000 options had been exercised and 6,960,000 options were forfeited or lapsed during the year 2014 to 2015.

On 19 August 2015, the Company granted options to 95 individuals to subscribe for an aggregate of 40,000,000 Shares. Among the 40,000,000 options granted, 12,200,000 options were granted to the then six Directors. Among the 40,000,000 options granted, 200,000 options had been exercised and 39,800,000 options was lapsed during the year 2015 to 2019.

On 29 December 2016, the Company granted options to 95 individuals to subscribe for an aggregate of 40,000,000 Shares. Among the 40,000,000 options granted, 11,750,000 options were granted to the then six Directors. Among the 40,000,000 options granted, 50,000 options had been exercised and 39,950,000 options were lapsed during the year 2017 to 2020.

On 22 March 2018, the Company granted options to 82 individuals to subscribe for an aggregate of 40,000,000 Shares. Among the 40,000,000 options granted, 12,200,000 options were granted to the then five Directors. Among the 40,000,000 options granted, 27,200,000 options were lapsed during the year 2018 to 2020 and there are 12,800,000 options still valid for exercise.

(g) 該計劃尚餘有效期

董事有權於二零一三年七月三日起計10年內任何時間，向任何合資格參與者提呈授出購股權。

(h) 根據該計劃授出購股權之變動

於二零一四年一月十日，本公司向68名人士授出購股權，以認購合共40,000,000股股份。於授出的40,000,000份購股權中，其中14,920,000份購股權授予當時六名董事。於授出的40,000,000份購股權中，其中33,040,000份購股權已獲行使，6,960,000份購股權已於二零一四年至二零一五年期間被沒收或失效。

於二零一五年八月十九日，本公司向95名人士授出購股權，以認購合共40,000,000股股份。於授出的40,000,000份購股權中，其中12,200,000份購股權授予當時六名董事。於授出的40,000,000份購股權中，其中200,000份購股權已獲行使，39,800,000份購股權已於二零一五年至二零一九年期間失效。

於二零一六年十二月二十九日，本公司向95名人士授出購股權，以認購合共40,000,000股股份。於授出的40,000,000份購股權中，其中11,750,000份購股權授予當時六名董事。於授出的40,000,000份購股權中，其中50,000份購股權已獲行使，39,950,000份購股權已於二零一七年至二零二零年期間失效。

於二零一八年三月二十二日，本公司向82名人士授出購股權，以認購合共40,000,000股股份。於授出的40,000,000份購股權中，其中12,200,000份購股權授予當時五名董事。於授出的40,000,000份購股權中，其中27,200,000份購股權已於二零一八年至二零二零年期間失效，尚餘12,800,000份購股權可予行使。

Details of the movements of the options granted under the Scheme are set out in the Notes.

Save as disclosed, as at 31 December 2022, none of the Directors, chief executive, deputy chief executive, substantial shareholders of the Company or their respective associates (as defined under the Listing Rules) had any right to subscribe for the Company's shares under the Scheme.

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2022, none of the Directors nor the Company's chief executive had any 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong, the "SFO") (i) which were required, pursuant to section 352 of the SFO, to be recorded in the register as referred to therein; or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules.

根據該計劃授出之購股權變動詳情載於附註。

除所披露者外，於二零二二年十二月三十一日，根據該計劃，本公司董事、最高行政人員、副行政總裁、主要股東或彼等各自之聯繫人（定義見上市規則）概無任何認購本公司股份之權利。

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於二零二二年十二月三十一日，概無董事或本公司之最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有任何(i)根據證券及期貨條例第352條須載入該條例所指之登記冊中之權益或淡倉；或(ii)根據上市規則附錄10所載上市發行人董事進行證券交易之標準守則（「標準守則」）須知會本公司及聯交所之權益或淡倉。

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INTERESTS AND SHORT POSITIONS OF SHAREHOLDERS DISCLOSEABLE UNDER THE SFO

As at 31 December 2022, so far as the Directors and the Company's chief executive are aware, other than the interests and short positions of the Directors and the Company's chief executive as disclosed, the following persons had interests or short position 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 required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

根據證券及期貨條例須予披露之股東權益及淡倉

據董事及本公司最高行政人員所知，於二零二二年十二月三十一日，除所披露之董事及本公司最高行政人員之權益及淡倉外，以下人士於本公司的股份或相關股份中擁有須根據證券及期貨條例第XV部第2及3分部之條文向本公司披露或記錄於本公司根據證券及期貨條例第336條須備存的登記冊或以其他方式知會本公司及聯交所的權益或淡倉：

Name 名稱	Capacity 身份	Number of shares/ underlying shares held 所持股份／相關股份數目		Derivative interests 衍生權益	Total 總數	Approximate % of the number of issued shares 佔已發行股份 數目概約百分比
		Shares 股份				
CITIC Securities International Company Limited 中信証券國際有限公司	Beneficial owner 實益擁有人	1,200,310,001		–	1,200,310,001	59.03%
CITIC Securities Company Limited 中信証券股份有限公司	Interests of controlled corporation 受控制法團權益	1,200,310,001		–	1,200,310,001	59.03%
KVB Holdings Limited	Beneficial owner 實益擁有人	300,000,000		–	300,000,000	14.75%
Li Zhi Da 李志達	Interests of controlled corporation 受控制法團權益	300,000,000		–	300,000,000	14.75%
Calypso International Investment Co., Limited	Beneficial owner 實益擁有人	106,355,000		–	106,355,000	5.23%
Hainan Province Cihang Foundation 海南省慈航公益基金會	Interests of controlled corporation 受控制法團權益	106,355,000		–	106,355,000	5.23%
Cihang Sino-Western Cultural and Educational Exchange Foundation Limited 慈航东西方文教交流基金會 有限公司	Interests of controlled corporation 受控制法團權益	106,355,000		–	106,355,000	5.23%

notes:

- As disclosed in the Company's announcements dated 17 November 2022 and 22 November 2022, CITIC Securities Overseas Investment Company Limited transferred its entire interest in the Company to CITIC Securities International Company Limited ("CSI"). CSI, therefore, beneficially owns 1,200,310,001 Shares. As CSI is wholly and beneficially owned by CITIC Securities Company Limited ("CITIC Securities"), by virtue of the SFO, CITIC Securities was deemed to be interested in those Shares held by CSI.
- KVB Holdings Limited ("KHL" formerly known as "KVB Kunlun Holdings Limited") beneficially owns 300,000,000 Shares. KHL is held 75% of shares by Mr. Li Zhi Da ("Mr. Li"). By virtue of the SFO, Mr. Li was deemed to be interested in those Shares held by KHL.
- Calypso International Investment Co., Limited was a wholly owned subsidiary of 海航速运投资(上海)有限公司, which was in turn wholly owned by HNA Group Co., Ltd.. HNA Group Co., Ltd. was held as to 70% by Hainan Traffic Administration Holding Co., Ltd.. Hainan Traffic Administration Holding Co., Ltd. was in turn held as to 50% by Sheng Tang Development (Yangpu) Co., Ltd.. Sheng Tang Development (Yangpu) Co., Ltd. was held as to 65% by Hainan Province Cihang Foundation and 35% by Tang Dynasty Development Co. Ltd. which was in turn 98% held by Pan-American Aviation Holding Company, which was wholly owned by Cihang Sino-Western Cultural and Educational Exchange Foundation Limited. Cihang Sino-Western Cultural and Educational Exchange Foundation Limited and Hainan Province Cihang Foundation were deemed under the SFO to be interested in entire 106,355,000 ordinary shares of the Company held by Calypso International Investment Co., Limited.

Save as disclosed above, as at 31 December 2022, there was no other person (other than the Directors and the Company's chief executive) who had an interest or short position 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 required to be kept by the Company under section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Continuing Connected Transactions", no contract of significance in relation to the Group's business to which any member of the Group was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year 2022.

附註：

- 誠如本公司日期為二零二二年十一月十七日及二零二二年十一月二十二日的公告所披露，中信證券海外投資有限公司向中信證券國際有限公司（「中信證券國際」）轉讓其於本公司的全部權益。因此，中信證券國際實益擁有1,200,310,001股股份。由於中信證券國際由中信證券股份有限公司（「中信證券」）全資及實益擁有，因此根據證券及期貨條例，中信證券被視為於中信證券國際擁有的股份中擁有權益。
- KVB Holdings Limited（「KHL」，前稱「KVB Kunlun Holdings Limited」）實益擁有300,000,000股股份。KHL由李志達先生（「李先生」）持有75%股份。根據證券及期貨條例，李先生被視為於KHL擁有的股份中擁有權益。
- Calypso International Investment Co., Limited為海航速运投资(上海)有限公司之全資附屬公司，而海航速运投资(上海)有限公司由海航集團有限公司全資擁有。海航集團有限公司由海南交管控股有限公司持有70%權益，而海南交管控股有限公司由盛唐发展(洋浦)有限公司持有50%權益。盛唐发展(洋浦)有限公司由海南省慈航公益基金会持有65%及盛唐发展有限公司持有35%權益，盛唐发展有限公司由Pan-American Aviation Holding Company持有98%權益，而Pan-American Aviation Holding Company由慈航东西方文教交流基金会有限公司全資擁有。根據證券及期貨條例，慈航东西方文教交流基金会有限公司及海南省慈航公益基金会被視為於Calypso International Investment Co., Limited全數持有本公司的106,355,000股普通股股份中擁有權益。

除上文所披露者外，於二零二二年十二月三十一日，概無任何其他人士（董事及本公司最高行政人員除外）於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部之條文須向本公司披露或記錄於本公司須根據證券及期貨條例第336條所備存的登記冊或須知會本公司及聯交所之權益或淡倉。

重大合約

除「持續關連交易」一節所披露者外，本集團任何成員公司並無訂立對本集團業務屬重大且本公司董事於其中直接或間接擁有重大權益而於二零二二年年末時仍然有效之合約。

DIRECTORS' REPORT

董事會報告

Save as disclosed in the section headed "Continuing Connected Transactions", no contract of significance (including provision of services) between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries subsisted during the year ended 31 December 2022.

MANAGEMENT CONTRACTS

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

RELATED PARTY TRANSACTIONS

Significant related party transactions entered into by the Group during the year ended 31 December 2022 are disclosed in the Notes. Certain of these transactions also constitute continuing connected transactions under the Listing Rules, as identified below.

CONTINUING CONNECTED TRANSACTIONS

Sharing of Office premises

In order to continue our operations overseas, as announced by the Company on 9 March 2020, CLSA Premium Pty Limited ("CLSAP AU"), an indirect wholly-owned subsidiary of the Company, entered into a service level agreement (the "Australian Service Level Agreement") with CLSA Australia Services Pty Ltd ("CLSA Australia Pty"), a company incorporated in Australia and a wholly-owned subsidiary of CITIC Securities (a controlling shareholder of the Company) for a term of three years from 14 February 2020 to 13 February 2023. Under the Australian Service Level Agreement, CLSA Australia Pty shall provide or procure the provision of (i) sharing of office space and common use of certain facilities at Level 35, Grosvenor Place, 225 George Street, Sydney NSW 2000; and (ii) administrative services including utilities, kitchen consumables and receptionist services to CLSAP AU. The annual cap of the transactions contemplated under the Australian Service Level Agreement for each of the three years ended/ending 31 December 2020, 31 December 2021, 31 December 2022 and the period ending 13 February 2023 is AUD105,573.77 (approximately HK\$633,443), AUD120,000 (approximately HK\$720,000), AUD120,000 (approximately HK\$720,000) and AUD14,465.75 (approximately HK\$86,795) respectively.

除「持續關連交易」一節所披露者外，本公司或其任何附屬公司與控股股東或其任何附屬公司並無訂立於截至二零二二年十二月三十一日止年度內仍然有效之重大合約（包括提供服務）。

管理合約

年內，概無就管理及經營本公司全部或任何絕大部分業務而訂立或訂有任何合約。

關聯方交易

本集團截至二零二二年十二月三十一日止年度之重大關聯方交易披露於附註。部分該等交易亦構成上市規則之持續關連交易，其詳情如下。

持續關連交易

共用辦公室物業

為繼續於海外經營業務，本公司於二零二零年三月九日宣佈，本公司的間接全資附屬公司CLSA Premium Pty Limited（「CLSAP AU」）與CLSA Australia Services Pty Ltd（「CLSA Australia Pty」）（一間於澳洲註冊成立之公司，為中信証券（本公司之控股股東）之全資附屬公司）訂立服務水準協議（「澳洲服務水準協議」），由二零二零年二月十四日起至二零二三年二月十三日止，為期三年。根據澳洲服務水準協議，CLSA Australia Pty將或將促使向CLSAP AU提供(i)共享位於Level 35, Grosvenor Place, 225 George Street, Sydney NSW 2000的辦公室空間及共同使用若干設施；及(ii)行政服務，包括公用設施、廚房消耗品及接待員服務。根據澳洲服務水準協議擬進行之交易於截至二零二零年十二月三十一日、二零二一年十二月三十一日及二零二二年十二月三十一日止三個年度各年及截至二零二三年二月十三日止期間之年度上限分別為105,573.77澳元（約633,443港元）、120,000澳元（約720,000港元）、120,000澳元（約720,000港元）及14,465.75澳元（約86,795港元）。

On 1 May 2021, CLSAP AU entered into a novation deed with CLSA Australia Pty and CLSA Australia Holdings Pty Ltd ("CLSA AH") for CLSA AH to take up the rights of, and assume the obligations of, CLSA Australia Pty under same terms and conditions of the Service Level Agreement dated 14 February 2020 entered into between CLSAP AU and CLSA Australia Pty. On 9 March 2022, CLSAP AU received a termination notice from CLSA AH to terminate the Novation Deed dated 1 May 2021 and the Service Level Agreement dated 14 February 2020.

Information Technology Services

As disclosed under the section headed "Litigation and Contingent Liabilities" in the Notes, the Company is still in litigation with Banclogix System Co., Limited ("Banclogix"), a wholly-owned subsidiary of KVB Holdings Limited, regarding a previous information technology services agreement dated 28 December 2018 (the "Previous IT Services Agreement").

Pursuant to the Previous IT Services Agreement, Banclogix provided software development and maintenance services, information technology infrastructure project management services and information technology infrastructure maintenance services to the Group.

However, as disclosed in the announcement dated 6 August 2019 and the 2019 Annual Report of the Company, Banclogix has, among others, denied access requested by the Company to the relevant data. The Group had obtained an injunction order which prohibited Banclogix from, among others, (i) deleting or disposing any data owned by the Group (the "Group's Data") and (ii) damaging, deleting, modifying, destroying or disposing of any back-up tapes or other back-up storage media which contained the Group's Data, which was subsequently substituted by Banclogix's undertakings to the Court to the same effect. The continuation, variation or discharge of the said injunction order and/or undertakings are now pending judgment from the Court. The Company's three licensed subsidiaries in Australia, New Zealand and Hong Kong have joined in November 2020 as plaintiffs against Banclogix for, among others, repudiatory breaches of the Previous IT Services Agreement by Banclogix.

於二零二一年五月一日，CLSAP AU與CLSA Australia Pty及CLSA Australia Holdings Pty Ltd (「CLSA AH」) 訂立更替契據，內容有關CLSA AH根據CLSAP AU與CLSA Australia Pty訂立日期為二零二零年二月十四日之服務水準協議之相同條款及條件接管CLSA Australia Pty之權利及承擔CLSA Australia Pty之債務。於二零二二年三月九日，CLSAP AU自CLSA AH接獲終止通知，以終止日期為二零二一年五月一日之更替契據及日期為二零二零年二月十四日之服務水準協議。

資訊科技服務

誠如附註「訴訟及或然負債」一節所披露，本公司仍在與盛匯信息科技有限公司(「盛匯」，KVB Holdings Limited之全資附屬公司)就日期為二零一八年十二月二十八日之先前資訊科技服務協議(「先前資訊科技服務協議」)進行訴訟。

根據先前資訊科技服務協議，盛匯向本集團提供軟件開發及維護服務、資訊科技基建項目管理服務及資訊科技基建維護服務。

然而，誠如本公司日期為二零一九年八月六日之公告及二零一九年年報所披露，盛匯已拒絕本公司要求(其中包括)取閱相關數據。本集團已取得禁制令，禁止盛匯(其中包括)(i)刪除或處理屬於本集團的數據(「本集團數據」)及(ii)損壞、刪除、修改、銷毀或處置任何載有本集團數據的備份磁帶或任何其他備份儲存媒體，其後被盛匯向法院作出具有相同效力之承諾所取代。目前有待法院對上述禁制令和／或承諾之持續性、變更或解除作出判決。本公司於澳洲、新西蘭及香港之三家持牌附屬公司已於二零二零年十一月加入作為針對盛匯就其(其中包括)違反先前資訊科技服務協議之原告人。

DIRECTORS' REPORT

董事會報告

As announced by the Company on 23 March 2020, the Company issued a letter of termination of the Previous IT Services Agreement to Banclogix on 19 March 2020. On 6 May 2020, the Company received a writ of summons issued from the High Court for an action commenced by Banclogix against the Company the details of which are set out in the section headed "Litigation and Contingent Liabilities".

New Information Technology Service Agreement

In view of such ongoing litigation with Banclogix, it is necessary for the Company to engage a new service provider to provide information technology services to the Group. As announced by the Company on 9 March 2020, the Company entered into an information technology services agreement (the "New Information Technology Services Agreement") with CLSA Limited, a wholly-owned subsidiary of CITIC Securities, for a term of three years from 17 March 2020 to 16 March 2023 whereby CLSA Limited agreed to provide (i) technology infrastructure design, implementation, monitoring, maintenance and remote support services; (ii) software development, implementation, monitoring, maintenance and remote support services; (iii) front office sales trading, dealing, execution system; (iv) website services; (v) market data databases and distribution platforms for all systems; (vi) system access account administration services and reporting, security monitoring, and security consulting services; and (vii) information technology service management services to the Group.

The Company shall pay (i) a fixed annual fees at US\$115,000; (ii) a variable monthly fee based on actual usage of the relevant services, charged at US\$3,635 per user per annum; and (iii) in respect of project management service, a fee charged by cost actually incurred as listed in the Statement of Work as agreed by the relevant Group company and CLSA Limited prior to the start of the project. Unless otherwise specified in the Statement of Work, an amount will be charged at HK\$5,500 per man day. The annual cap of the transactions contemplated under the New Information Technology Services Agreement for each of the three years ended/ending 31 December 2020, 31 December 2021, 31 December 2022 and the period ending 16 March 2023 is HK\$2,422,000, HK\$3,504,000, HK\$4,078,000 and HK\$862,000 respectively.

誠如本公司於二零二零年三月二十三日所公佈，本公司已於二零二零年三月十九日向盛匯發出有關終止先前資訊科技服務協議之函件。於二零二零年五月六日，本公司收到高等法院發出盛匯針對本公司提起訴訟之傳訊令狀，詳情載於「訴訟及或然負債」一節。

新資訊科技服務協議

鑒於本公司正在與盛匯進行訴訟，本公司有必要委聘新資訊科技服務提供商向本集團提供資訊科技服務。誠如本公司於二零二零年三月九日所公佈，本公司與中信證券之全資附屬公司中信里昂證券有限公司訂立資訊科技服務協議（「新資訊科技服務協議」），由二零二零年三月十七日起至二零二三年三月十六日止，為期三年，據此，中信里昂證券有限公司同意向本集團提供(i)技術基礎設施設計、實施、監控、維護及遠程支援服務；(ii)軟件開發、實施、監控、維護及遠程支援服務；(iii)前台銷售交易、買賣、執行系統；(iv)網站服務；(v)所有系統之市場數據之數據庫及分配平台；(vi)系統接達賬戶行政管理服務以及匯報、安全監控及安全諮詢服務；及(vii)資訊科技服務管理服務。

本公司將支付(i)固定年費115,000美元；(ii)根據相關服務實際用量計算每年按每位用戶3,635美元收取之浮動月費；及(iii)就項目管理服務而言，根據於項目開始前由相關集團公司與中信里昂證券有限公司協定之工作說明書所列，按所產生之實際成本收取費用。除工作說明書另有指定者外，每個工作日將收取5,500港元。根據新資訊科技服務協議擬進行之交易於截至二零二零年十二月三十一日、二零二一年十二月三十一日及二零二二年十二月三十一日止三個年度各年以及截至二零二三年三月十六日止期間之年度上限分別為2,422,000港元、3,504,000港元、4,078,000港元及862,000港元。

On 6 June 2022, the Company and CLSA Limited had entered into another services agreement to replace the New Information Technology Services Agreement. As pursuant to Rule 14A.76, the transaction in relation to the services agreement dated 6 June 2022 is fully exempted from shareholders' approval, annual review and all disclosure requirements.

All independent non-executive Directors have reviewed and confirmed that the above continuing connected transactions have been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) either on normal commercial terms or, if there are not sufficient comparable transactions to judge whether they are on normal commercial terms, on terms no less favourable to the Group than terms available to or from (as appropriate) independent third parties; and
- (iii) in accordance with the relevant agreement governing them on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Directors also confirm that the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

於二零二二年六月六日，本公司與中信里昂證券有限公司訂立另一份服務協議以取代新資訊科技服務協議。根據第14A.76條，有關日期為二零二二年六月六日之服務協議之交易獲悉數豁免遵守股東批准、年度審閱及所有披露規定。

全體獨立非執行董事已審閱及確認以上持續關連交易乃：

- (i) 於本集團一般日常業務過程中訂立；
- (ii) 按一般商業條款訂立或倘並無足夠可資比較之交易以釐定是否以一般商業條款訂立，則以不遜於本集團提供予獨立第三方或從獨立第三方取得（倘適用）之條款訂立；及
- (iii) 根據公平合理之條款訂立並符合本公司股東整體利益之相關規範協議達成。

董事亦確認本公司已遵守上市規則第14A章之披露規定。

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。

DIRECTORS' REPORT

董事會報告

In accordance with Rule 14A.56 of the Listing Rules, the auditor must provide a letter to the Board confirming whether anything has come to their attention that causes them to believe that the continuing connected transactions:

- (1) have not been approved by the Board;
- (2) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (3) have exceeded the cap.

The auditor has issued their unqualified letter containing their findings and conclusions in respect of the continuing connected transactions disclosed by the Group in this section headed "Continuing Connected Transactions" above. A copy of the auditor's letter has been provided by the Company to the Stock Exchange.

MATERIAL LITIGATION AND ARBITRATION

Save and except for the legal actions as disclosed during the reporting period, the Group did not have any material litigation or arbitration.

MATERIAL ACQUISITIONS AND DISPOSALS DURING THE REPORTING PERIOD

The Group did not have any material acquisitions, disposals or asset reorganizations during the reporting period.

DISCLOSURE OF DIRECTORS' INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

Since 1 June 2022, Mr. Xu Jianqiang has been appointed as the Head of Asset Management of CLSA.

On 27 June 2022, Mr. Yuan Feng, Mr. Christopher Wesley Satterfield, Mr. Wu Jianfeng and Ms. Hu Zhaoxia have renewed the director's service contract with the Company accordingly under the same terms and conditions of the one which expired on 26 June 2022. The basis for determining the Directors' emoluments (including bonus payments) remained unchanged during the year ended 31 December 2022.

根據上市規則第14A.56條，核數師須致函董事會，確認有否注意到任何事情，可使彼等相信持續關連交易：

- (1) 並未獲董事會批准；
- (2) 在各重大方面並無根據規管有關交易之相關協議進行；及
- (3) 超逾上限金額。

核數師已就本集團於上文「持續關連交易」一節披露的持續關連交易，發出無保留意見的函件，當中載有其發現和結論。本公司已將核數師函件副本向聯交所提供。

重大訴訟及仲裁

除所披露之法律行動外，於報告期內，本集團並無任何重大訴訟或仲裁。

於報告期間之重大收購及出售

於報告期內，本集團並無任何重大收購、出售或資產重組。

根據上市規則第13.51B(1)條披露之董事資料

二零二二年六月一日起，許建強先生被中信里昂委任為資產管理業務負責人。

於二零二二年六月二十七日，袁峰先生、Christopher Wesley Satterfield先生、武劍鋒先生及胡朝霞女士已相應根據於二零二二年六月二十六日屆滿的董事服務合約的相同條款及條件與本公司重續董事服務合約。截至二零二二年十二月三十一日止年度，董事酬金（包括花紅）的釐定基準維持不變。

On 10 March 2023, the Company received notices from Mr. Li Jiong, Mr. Xu Jianqiang and Mr. Yuan Feng accordingly for waiving the director's fee (the director's fee for Mr. Li Jiong and Mr. Xu Jianqiang both are HK\$120,000 for each year and for Mr. Yuan Feng is HK\$20,000 per month) with effect from 1 April 2023 till the termination of the appointment as the Company's non-Executive Director/Executive Director.

Save as disclosed, during the year ended 31 December 2022 and up to the date of this report, there were no other changes to the Directors' information that are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained sufficient public float of not less than 25% of the Company's total issued share capital as required under the Listing Rules throughout the year ended 31 December 2022 and as at the date of this report.

AUDITOR

The Group's consolidated financial statements for the year ended 31 December 2022 has been audited by BDO Limited, who will retire and being eligible, offer themselves for reappointment as auditor at the Company's forthcoming annual general meeting.

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Company established an audit committee (the "Audit Committee") on 18 December 2012 with written terms of reference in compliance with the code provisions set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules.

As at the date of this report, the Audit Committee currently comprises three independent non-executive Directors, namely, Ms. Hu Zhaoxia, Mr. Wu Jianfeng and Mr. Christopher Wesley Satterfield. Ms. Hu Zhaoxia is the chairman of the Audit Committee.

於二零二三年三月十日，本公司分別收到李冏先生、許建強先生及袁峰先生的通知，內容有關自二零二三年四月一日起放棄收取董事袍金（李冏先生及許建強先生的董事袍金均為每年120,000港元及袁峰先生的董事袍金為每月20,000港元），直至終止擔任本公司非執行董事／執行董事為止。

除所披露者外，於截至二零二二年十二月三十一日止年度及直至本報告日期，並無其他董事資料變動而須根據上市規則第13.51B(1)條予以披露。

足夠公眾持股量

根據本公司公開可得之資料及就董事所知，於截至二零二二年十二月三十一日止年度全年及於本報告日期，本公司維持上市規則所規定不少於本公司全部已發行股本25%之足夠公眾持股量。

核數師

本集團截至二零二二年十二月三十一日止年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核。香港立信德豪會計師事務所有限公司將於本公司應屆股東週年大會上退任，惟符合資格並願意獲重新委聘為核數師。

審核委員會及審閱財務報表

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」），並根據上市規則附錄14所載之企業管治守則及企業管治報告之所有守則條文制定書面職權範圍。

於本報告日期，審核委員會目前由三名獨立非執行董事組成，分別為胡朝霞女士、武劍鋒先生及Christopher Wesley Satterfield先生。胡朝霞女士為審核委員會主席。



DIRECTORS' REPORT 董事會報告

The Audit Committee meets at least twice a year to review (i) the annual and interim results and the accompanying auditor's reports, (ii) the accounting policies and practices adopted by the Company, and (iii) the financial reporting matters, risk management and internal control systems of the Company.

The Audit Committee had reviewed the Group's audited consolidated financial statements for the year ended 31 December 2022 and submitted its views to the Board.

On behalf of the Board

Yuan Feng

Executive Director and Deputy Chief Executive Officer

Hong Kong, 13 March 2023

審核委員會每年至少舉行兩次會議，以審閱(i)全年及中期業績以及隨附之核數師報告；(ii)本公司所採用之會計政策及慣例；及(iii)本公司之財務報告事項、風險管理及內部監控制度。

審核委員會已審閱本集團截至二零二二年十二月三十一日止年度之經審核綜合財務報表，並已向董事會提交意見。

代表董事會

袁峰

執行董事兼副行政總裁

香港，二零二三年三月十三日



CORPORATE GOVERNANCE REPORT

企業管治報告

CLSA Premium Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to high standards of corporate governance, as it believes that an effective corporate governance framework is fundamental to promoting and safeguarding interests of its shareholders and other stakeholders and enhancing shareholder value. It has continued and will continue to identify and adopt the best corporate governance practices appropriate to the Company.

CORPORATE GOVERNANCE CODES

The Company has complied with the code provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in a whole year of 2022. The Board will continue to review and monitor the Company’s corporate governance practices to ensure compliance with the Code and the application of the principles as mentioned in Code. The Company had adopted certain policies to maintain higher level of compliance with the Codes throughout the year 2022 and to report on whether any non-compliance with the Codes, if any, was fully disclosed and explained in this report. The Company’s corporate governance system has been reviewed by the corporate governance committee annually. The Board believes that the commitment of high-standard corporate governance will provide long-term value and maximised returns to the Company’s shareholders (the “Shareholder(s)”).

BOARD OF DIRECTORS

The principal objective of the Company is to enhance long-term total return for the Shareholders.

The Board is responsible for the formulation of strategies and policies, including an oversight of the management. The Company’s management is responsible for the Company’s daily operations under the leadership of the Deputy Chief Executive Officer.

CLSA Premium Limited (「本公司」，連同其附屬公司統稱「本集團」) 認為，為擴大並保障其股東和其他利益相關者的利益以及提升股東價值，有效的企業管治框架至關重要，因此致力於高標準的企業管治。本公司將繼續往開來竭力制定及採取適合本公司的最佳企業管治規則。

企業管治守則

本公司於二零二二年全年一直遵守香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄14所載之企業管治守則(「守則」)之守則條文。為確保符合守則以及守則所述原則的應用情況，董事會將繼續檢討並監察本公司的企業管治慣例。本公司於二零二二年期間採取若干政策以提升符合守則的水平，並於本報告內全面披露並解釋有否任何違反守則的情況(如有)。企業管治委員會每年檢視本公司的企業管治制度。董事會相信，致力於高標準的企業管治將為本公司股東(「股東」)帶來長遠價值及最大回報。

董事會

本公司的主要目標乃為股東提高長遠總回報。

董事會負責制訂本公司的策略及政策，包括監管管理層的工作。在副行政總裁的帶領下，本公司管理層負責本公司的日常運作。

CORPORATE GOVERNANCE REPORT

企業管治報告

Up to the date of this report, the Board is comprised of seven members comprising two executive Directors (Mr. Yuan Feng as Deputy Chief Executive Officer and Mr. Chung Cheuk Fan Marco), two non-executive Directors (Mr. Li Jiong as the Chairman of the Board and Mr. Xu Jianqiang) and three independent non-executive Directors (Mr. Wu Jianfeng, Mr. Christopher Wesley Satterfield and Ms. Hu Zhaoxia). Throughout the year, the Company has fulfilled the requirement of rules 3.10 and 3.10A of the Listing Rules that (i) at least three independent non-executive directors; (ii) at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise; and (iii) the number of independent non-executive Directors on the Board meets the one-third requirement.

Each executive Director has entered into a service agreement with the Company for a specific term, and his term of office is subject to retirement by rotation and re-election in accordance with the Company's articles of association and the Listing Rules. For all non-executive Directors and independent non-executive Directors, the term of them has been fixed for 3 years and they are also subject to retirement by rotation and re-election in accordance with the Company's articles of association and the Listing Rules.

There is no relationship (including financial, business, family or material/relevant relationships) among members of the Board.

The biographical details of the Directors are set out in the section of "Board's Profile" in this annual report and on the Company's website. A list setting out the names of the Directors and their roles and functions is posted on the websites of the Stock Exchange and the Company.

Each Director has disclosed to the Company, if any, in a timely manner of any change, the number and nature of offices held in public companies or organisations and other significant commitments. All such changes, if any, during the year and up to the date of this report have been disclosed in the section of "Directors' Report" in this annual report.

截至本報告日期，董事會由七名董事組成，包括兩名執行董事袁峰先生（副行政總裁）及鍾卓勳先生；兩名非執行董事李岡先生（董事會主席）及許建強先生；及三名獨立非執行董事武劍鋒先生、Christopher Wesley Satterfield先生及胡朝霞女士。於本年度內，本公司已符合上市規則第3.10條及第3.10A條有關(i)董事會須有最少三名獨立非執行董事；(ii)最少一名獨立非執行董事須擁有適當專業資格或會計或相關財務管理專業知識；及(iii)獨立非執行董事人數須符合佔董事會成員人數三分之一要求的規定。

各執行董事已與本公司訂立具有特定年期的服務協議，惟其須根據本公司之組織章程細則及上市規則輪值退任及膺選連任。就所有非執行董事及獨立非執行董事而言，彼等的任期固定為三年，而彼等亦須根據本公司之組織章程細則及上市規則輪值退任及膺選連任。

董事會成員之間概無任何關係（包括財務、業務、親屬或重大／相關關係）。

董事履歷詳情載於本年報之「董事會簡介」一節及本公司網站。列明董事姓名及彼等角色與職能的董事名單已於聯交所網站及本公司網站登載。

各董事已及時向本公司披露任何變動，以及其於公眾公司或組織擔任職位的數目及性質以及其他重大承諾（如有）。年內及截至本報告日期的所有相關變動（如有）已於本年報「董事會報告」一節中披露。

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

In determining the independence of the independent non-executive Directors, the Board has followed the requirements as set out in the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation, the Company is of the view that all the independent non-executive Directors have met the independence guidelines set out in Rule 3.13 of the Listing Rules and considers that they are independent.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Pursuant to code provision C.2.1 of the Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Since 27 June 2019, Mr. Li Jiong has been appointed as the Chairman of the Board and Mr. Yuan Feng has been appointed as the Deputy Chief Executive Officer. Following the resignation of the Company's chief executive officer on 28 July 2019, Mr. Yuan Feng has assumed the position and performed the duty of the chief executive officer.

The Board will keep reviewing the current structure of the Board from time to time. The Board is also identifying a candidate with suitable knowledge, skills and experience, and will make appointment to fill the vacancy of chief executive officer as and when appropriate.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Company's articles of association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. All the retiring Directors shall be eligible for re-election. Pursuant to article 83(3) of the Company's articles of association, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting.

獨立非執行董事的獨立性

董事會已按照上市規則的規定，確定獨立非執行董事的獨立性。本公司已經收到每名獨立非執行董事根據上市規則第3.13條的規定作出的有關其獨立性的年度確認。根據有關確認，本公司認為所有獨立非執行董事均已遵守上市規則第3.13條所列明的獨立指引，並認為彼等均為獨立人士。

主席及行政總裁

根據守則之守則條文第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。自二零一九年六月二十七日起，李冏先生獲委任為董事會主席，而袁峰先生則獲委任為副行政總裁。於本公司行政總裁於二零一九年七月二十八日辭任後，由袁峰先生擔任行政總裁之職務並履行其職責。

董事會將不時檢討其現行架構。董事會亦正在物色具有合適知識、技能及經驗之人選，及將於適當時候委任適當人選填補行政總裁之空缺。

重選退任董事

根據本公司之組織章程細則第84條，於每屆股東週年大會上，當時三分之一之董事（或倘董事人數並非三或三之倍數，則為最接近但不得少於三分之一）須輪值退任，惟每名董事（包括獲委任特定年期之董事）最少每三年須輪值退任一次。所有退任董事均符合資格膺選連任。根據本公司之組織章程細則第83(3)條，任何獲董事會委任以填補臨時空缺的董事任期將直至其獲委任後的首個股東大會為止，並須於該大會重選連任。

CORPORATE GOVERNANCE REPORT

企業管治報告

In accordance with above mentioned, Directors, who shall retire from office at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

根據上文所述，董事將於應屆股東週年大會上退任及符合資格且願意膺選連任。

ATTENDANCE OF MEETINGS

會議出席情況

The Board meets regularly. During the year 2022, four regular Board meetings were held in which two of the regular Board meetings were for the approval of the Company's interim and annual results. Notices for regular Board meetings were given to all Directors at least 14 days prior to the meetings. Between scheduled meetings, the Company's senior management, from time to time, meets with Directors to discuss the Group's businesses. In addition, Directors have full access to information on the Group and independent professional advice whenever deemed necessary by the Directors.

董事會定期開會。於二零二二年期間，本公司共舉行四次董事會常務會議，其中兩次董事會常務會議旨在批准本公司的中期及年度業績。董事會常務會議通告已於會議舉行前最少十四日向全體董事發出。在已編定會期之間，本公司的高級管理層會不時和董事開會討論本集團的經營情況。此外，董事可於其認為需要時取得本集團資料及獨立的專業意見。

The attendance of each of the Directors at the general meetings (included annual general meeting), Board meetings and meetings of the audit committee, remuneration committee, nomination committee and corporate governance committee held during the year 2022 is set out below:

各董事於二零二二年期間召開的股東大會（包括股東週年大會）、董事會會議及審核委員會、薪酬委員會、提名委員會及企業管治委員會會議的出席情況載列如下：

Directors	General meetings	Number of meetings attended/held				Corporate governance committee
		Board	Audit committee	Remuneration committee	Nomination committee	
董事	股東大會	董事會	審核委員會	薪酬委員會	提名委員會	企業管治委員會
Executive Directors	執行董事					
Mr. YUAN Feng (Deputy Chief Executive Officer)	袁峰先生 (副行政總裁)	1/1	7/7	1/1		
Mr. CHUNG Cheuk Fan Marco	鍾卓勳先生	1/1	7/7			
Non-executive Directors	非執行董事					
Mr. LI Jiong (Chairman)	李冏先生 (主席)	1/1	7/7		1/1	
Mr. XU Jianqiang	許建強先生	1/1	7/7			1/1
Independent non-executive Directors	獨立非執行董事					
Mr. WU Jianfeng	武劍鋒先生	1/1	6/7	2/2	1/1	
Mr. Christopher Wesley SATTERFIELD	Christopher Wesley SATTERFIELD先生	1/1	5/7	2/2	1/1	1/1
Ms. HU Zhaoxia	胡朝霞女士	1/1	6/7	2/2	1/1	1/1

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Directors and officers are indemnified under a directors' and officers' liability insurance against any liability incurred by them in the discharge of their duties while holding office as the Directors and officers of the Company.

SECURITIES TRANSACTIONS BY DIRECTORS AND RELEVANT EMPLOYEES

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the "Model Code") as the code of conduct regarding transactions in securities of the Company by the Directors and the relevant employees of the Company (including directors or employees of subsidiaries of the Company) who are likely to possess inside information of the Company and/or its securities.

Having made specific enquiries, all the Directors confirmed that they had complied with the Model Code in their securities transactions throughout the year 2022. Besides, no incident of non-compliance of the Model Code by the employees was noted by the Company.

The Company has also established written guidelines no less exacting than the Model Code for employees in respect of their dealing in the Company's shares and established written guidelines on inside dealings in relation to the Company and the securities transaction of the Company with reference to Division 4 of the Securities and Futures Ordinance (Cap. 571).

DIRECTORS' CONTINUOUS TRAINING AND PROFESSIONAL DEVELOPMENT

Pursuant to code provision C.1.4 of the Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills so as to ensure their contribution to the Board remains informed and relevant. The Company should be responsible for arranging and funding suitable training, placing an appropriate emphasis on the roles, functions and duties of the Director.

董事及高級職員的責任保險

董事及高級職員按董事及高級職員責任保險獲得彌償保證，以保障彼等擔任本公司董事及高級職員履行職責時所產生的任何責任。

董事及相關僱員進行的證券交易

本公司已採納載列於上市規則附錄10所載有關上市發行人董事進行證券交易之標準守則（「標準守則」），作為董事及持有本公司之內幕消息及／其證券之本公司相關僱員（包括本公司附屬公司之董事或僱員）進行本公司證券交易的行為守則。

經作出具體查詢後，所有董事確認，彼等於二零二二年期間已遵守彼等進行證券交易的標準守則。此外，本公司未發現僱員違反標準守則之事件。

本公司亦已就僱員買賣本公司股份制訂書面指引，其嚴格程度不遜於標準守則，並已根據香港法例第571章證券及期貨條例第4分部，就有關本公司的內幕交易及本公司的證券交易制訂書面指引。

董事持續培訓及專業發展

根據守則之守則條文第C.1.4條，全體董事應參加持續專業發展，以發展及更新彼等的知識及技能，以確保彼等向董事會作出知情及恰當的貢獻。本公司應負責安排及資助合適培訓，適切著重董事的角色、職能及責任。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the year, all the Directors were provided with commentary on the Group's business, operations, and financial matters as well as regular updates on applicable legal and regulatory requirements. The Company had also provided the Directors with the materials and information update including the Directors' obligations as required under the Securities and Futures Ordinance and the Listing Rules. In addition, individual Directors have also participated in other courses relating to the roles, functions and duties of a listed company director or further enhancement of their professional development by way of attending training courses or via online aids or reading relevant materials. All the Directors had provided their training records to the Company for the year under review.

年內，所有董事已收到就本集團業務、營運及財務事宜以及適用法律及監管規定的常規修訂所作之註釋。本公司亦向董事提供資料及修訂內容，包括證券及期貨條例及上市規則所規定的董事職責。此外，個別董事亦有參加其他有關上市公司董事角色、職能及職責的課程，或通過參加培訓課程、網路輔助或閱讀相關資料以進一步加強其專業發展。全體董事均已向本公司提供彼等於回顧年度的培訓紀錄。

Directors 董事		Type of trainings 培訓類型
Executive Directors		
Mr. YUAN Feng	執行董事 袁峰先生	A
Mr. CHUNG Cheuk Fan Marco	鍾卓勳先生	A/B
Non-executive Directors		
Mr. LI Jiong	非執行董事 李罔先生	A
Mr. XU Jianqiang	許建強先生	A
Independent non-executive Directors		
Mr. WU Jianfeng	獨立非執行董事 武劍鋒先生	A
Mr. Christopher Wesley SATTERFIELD	Christopher Wesley SATTERFIELD先生	A/B
Ms. HU Zhaoxia	胡朝霞女士	A
A: attending internal briefing sessions/reading materials in relation to corporate governance and regulatory updates.	A: 出席內部簡報會／閱讀有關企業管治及監管的修訂資料。	
B: attending seminars/courses/conference to develop and refresh their knowledge and skills.	B: 出席研討會／課程／會議以提升知識及技能並取得最新的相關資訊。	

REMUNERATION COMMITTEE

The Company established a remuneration committee (the "Remuneration Committee") on 18 December 2012. Written terms of reference in compliance with the Code has been adopted. The primary duties of the Remuneration Committee are to evaluate the performance and determine the remuneration packages of the Directors and the senior management of the Group, and evaluate the performance and make recommendations on any other employee benefit arrangement.

The Remuneration Committee is responsible for (i) make recommendations to the Board on the Company's policy and structure for all Directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy; (ii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; (iii) make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, which should include benefits in kind, pension rights and compensation payments, and any compensation payable for loss or termination of their office(s) or appointment(s), and to make recommendations to the Board on the remuneration of non-executive Directors; (iv) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Company and any of its subsidiaries; (v) review and approve compensation payable to executive Directors and senior management for any loss or termination of office(s) or appointment(s) to ensure that it is consistent with contractual terms and is otherwise fair and not excessive; (vi) review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; (vii) ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and (viii) make recommendations to the Board as it deems appropriate on any area within its scope of duties where action or improvement is needed.

The Remuneration Committee currently consists of one executive Director, namely, Mr. Yuan Feng, and two independent non-executive Directors, namely, Mr. Wu Jianfeng and Mr. Christopher Wesley Satterfield. Mr. Christopher Wesley Satterfield is the chairman of the Remuneration Committee. Majority of the members of the Remuneration Committee are independent non-executive Directors.

薪酬委員會

本公司於二零一二年十二月十八日成立薪酬委員會（「薪酬委員會」）。符合守則規定之書面職權範圍已獲採納。薪酬委員會的主要職責為評估本集團董事及高級管理層的表現及釐定彼等的薪酬待遇，以及就任何其他僱員福利安排評估表現及作出建議。

薪酬委員會負責(i)就本公司全體董事及高級管理層的薪酬政策及架構以及就設立正式而具透明度的薪酬政策制訂程序，向董事會作出建議；(ii)因應董事會的企業目標及宗旨而審閱並批准管理層有關薪酬的建議；(iii)向董事會建議個別執行董事及高級管理層的薪酬待遇（應包括實物利益、退休金權利及補償款項，以及就喪失或終止職務或委任應付的任何補償），並就非執行董事的薪酬向董事會作出建議；(iv)考慮同類公司所支付的薪金、須付出的時間及責任，以及本公司及其任何附屬公司內其他職位的僱用條件；(v)審閱並批准向執行董事及高級管理層就彼等喪失或終止職務或委任而須支付的補償，以確保相關補償與合約條款一致；倘未能與合約條款一致，則相關補償亦須公平而不致過多；(vi)審閱並批准因董事行為失當而辭退或罷免有關董事所涉及的補償安排，以確保該等安排與合約條款一致；倘未能與合約條款一致，則相關補償亦須合理適當；(vii)確保任何董事或其任何聯繫人並無參與釐定董事自身薪酬；及(viii)當需要採取行動或實施改進時，就其職權範圍內任何範疇的事宜向董事會作出其認為合適的建議。

薪酬委員會現時包括一名執行董事（袁峰先生）及兩名獨立非執行董事（武劍鋒先生及Christopher Wesley Satterfield先生）。Christopher Wesley Satterfield先生為薪酬委員會主席。薪酬委員會大部分成員為獨立非執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

NOMINATION COMMITTEE

The Company established a nomination committee (the “Nomination Committee”) on 18 December 2012. Written terms of reference in compliance with the Code has been adopted. The primary duties of the Nomination Committee are to review the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding nomination of suitable candidate to fill vacancies in the Board.

The Nomination Committee consists of one non-executive Director, namely, Mr. Li Jiong (the Chairman of the Board), and two independent non-executive Directors, namely, Mr. Christopher Wesley Satterfield and Ms. Hu Zhaoxia. Mr. Li Jiong is the chairman of the Nomination Committee. Majority of the members of the Nomination Committee are independent non-executive Directors.

The Nomination Committee considered and reviewed the independence of the independent non-executive Directors, the structure, size, composition and diversity of the Board, and the attendance records of the Board meetings, committees meetings and general meetings for the year ended 31 December 2022. The Nomination Committee recommended the Board to approve the proposed sequence for re-election of retiring Directors in annual general meeting to be held in 2023. The Nomination Committee considers that the existing policy for nomination, selection and recommendation for directorship are suitable. The Nomination Committee also considered and make recommendations to the Board on the proposed appointment of Directors, if any, during the year ended 31 December 2022. Save as disclosed, there were no other new appointment to the Board during the year.

The Company recognises and embraces the benefits of diversity in the boardroom. The Board has therefore adopted a board diversity policy which stated that the Board sees diversity as a wide concept and believes that a diversity of perspectives can be achieved through consideration of a number of factors, including but not limited to skills, regional and industry experience, background, race, gender and other qualities. In informing its perspective on diversity, the Company will also take into account factors based on its own business model and specific needs from time to time.

提名委員會

本公司於二零一二年十二月十八日成立提名委員會（「提名委員會」）。符合守則規定之書面職權範圍已獲採納。提名委員會的主要職責為定期檢視董事會的架構、規模及組成，並就提名合適人選以填補董事會空缺向董事會作出建議。

提名委員會現時包括一名非執行董事（李冏先生（董事會主席）及兩名獨立非執行董事（Christopher Wesley Satterfield先生及胡朝霞女士）。李冏先生為提名委員會主席。提名委員會大部分成員為獨立非執行董事。

提名委員會已考慮並審閱了截至二零二二年十二月三十一日止年度獨立非執行董事之獨立性、董事會之架構、規模、組成及多元化，以及董事會會議、委員會會議及股東大會的出席紀錄。提名委員會已建議董事會批准將於二零二三年召開的股東週年大會上重選退任董事的建議序列。提名委員會認為現行提名、甄選及建議董事人選的政策為合適。提名委員會亦考慮截至二零二二年十二月三十一日止年度之候任董事（如有）及向董事會提出推薦建議。除所披露者外，董事會於年內概無委任其他新成員。

本公司確認並維護董事會多元化的裨益。董事會因此採納董事會多元化政策，表明董事會認為多元化為一個廣泛的概念，並相信多元化的觀點可以通過考慮一些因素而得以實踐，包括但不限於專長、區域和行業經驗、背景、種族、性別和其他素質。在注入多元化的觀點時，本公司將不時根據本身的商業模式和特別需要事宜作考慮。

DIRECTOR NOMINATION POLICY

The Company endeavours to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of its business strategy and in order for the Board to be effective.

The Nomination Committee shall consider, among others, the following criteria in evaluating and selecting candidates for directorships:

- Character and integrity;
- Personal attributes including professional qualifications, skills, knowledge, experience and expertise that are relevant to the Company's business and corporate strategy, and the ability to provide insights and practical wisdom based on those attributes;
- Willingness to devote adequate time to discharge duties as a Board member, other directorships, memberships of various committees and significant commitments;
- For independent non-executive Directors to be appointed in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with senior management of the Company;
- Board Diversity Policy and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board; and
- Any other perspectives appropriate to the Company's business.

董事提名政策

本公司致力確保董事會有適當平衡的專長、經驗和多元化觀點，使其能執行本公司之業務策略及董事會之有效運作。

在評估和選擇董事候選人時，提名委員會會考慮（其中包括）以下準則：

- 品格和誠信；
- 個人屬性，包括與公司業務和公司戰略相關的專業資格、技能、知識、經驗和專業知識，以及基於這些屬性而提供見解和實踐智慧的能力；
- 作為董事會成員、擔任其他董事職位、有關委員會成員和重要位置者，願意投入足夠的時間履行職責；
- 在根據上市規則要求而委任獨立非執行董事時，按上市規則中的獨立指引考慮候選人是否可被視為獨立；
- 能夠與其他董事會成員建立良好的工作關係，並為董事會與公司高級管理層的工作關係作出貢獻；
- 董事會多元化政策以及提名委員會為實現董事會多元化而採取的任何可衡量的目標；及
- 關乎公司業務的任何其他方面。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSITY POLICY

The Company aims to build and maintain a Board with a diversity of Directors, including but not limited to gender, age, cultural and educational background, or professional experience.

A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, race, gender and other qualities of Directors. These differences will be taken into account in determining the optimum composition of the Board. All Board appointments will be based on merit while taking into account diversity (including gender diversity).

The Nomination Committee will discuss and agree annually measurable objectives for implementing diversity on the Board and recommend them to the Board for adoption. The Nomination Committee will report annually, in the Corporate Governance Report, on the Board's composition under diversified perspectives, and monitor the implementation of this policy.

AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 18 December 2012. Written terms of reference in compliance with the Code has been adopted. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Company, nominate and monitor external auditor and provide advice and comments to the Board.

The Audit Committee currently comprises three independent non-executive Directors, namely, Ms. Hu Zhaoxia, Mr. Wu Jianfeng and Mr. Christopher Wesley Satterfield. Ms. Hu Zhaoxia is the chairman of the Audit Committee.

The Audit Committee has met the external auditor of the Group to review the accounting principles and practices adopted by the Group and discussed auditing, risk management and internal control systems and financial reporting matters including the review of this annual report and financial statements of the Group for the year ended 31 December 2022.

董事會成員多元化政策

公司旨在建立及維持董事會具備多元化的董事，包括（但不限於）性別、年齡、文化及教育背景或專業經驗。

一個真正多元化的董事會應包括並善用董事於技能、地區及行業經驗、背景、種族、性別及其他素質等方面之分別。公司在制定董事會成員的最佳組合時，將考慮上述的分別。所有董事會成員之任命，均以用人惟才為原則，並考慮多元化（包括性別多元化）。

提名委員會每年會討論及同意用作推行董事會多元化的可計量目標，並會建議董事會採納該等可計量目標。提名委員會將每年於企業管治報告內匯報董事會於多元化層面的組成及監察本政策之執行。

審核委員會

本公司於二零一二年十二月十八日成立審核委員會（「審核委員會」）。符合守則規定之書面職權範圍已獲採納。審核委員會的主要職責為審閱及監察本公司的財務申報程序、風險管理及內部監控系統、提名及監察外聘核數師以及向董事提供建議及意見。

審核委員會現時由三名獨立非執行董事組成，分別為胡朝霞女士、武劍鋒先生及Christopher Wesley Satterfield先生。胡朝霞女士為審核委員會主席。

審核委員會已與本集團的外聘核數師會晤，以審閱本集團採納的會計準則及實務並討論核數、風險管理及內部監控系統以及包括審閱本年報及本集團截至二零二二年十二月三十一日止年度的財務報表在內的財務申報事項。

During the year ended 31 December 2022, the Audit Committee reviewed with the management and the auditor of the Company their audit findings, the accounting principles and practices adopted by the Company, legal and regulatory compliance, and financial reporting matters. The Audit Committee also considered and made recommendations to the Board on the reappointment of the Company's auditor.

The audited consolidated results of the Group for the year ended 31 December 2022 have been reviewed by the Audit Committee.

CORPORATE GOVERNANCE COMMITTEE

The Company established a corporate governance committee (the "CG Committee") on 18 December 2012. Written terms of reference in compliance with the Code has been adopted. The primary duties of the CG Committee are to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board.

The CG Committee currently consists of one non-executive Director, namely, Mr. Xu Jianqiang, and two independent non-executive Directors, namely, Mr. Christopher Wesley Satterfield and Ms. Hu Zhaoxia. Mr. Xu Jianqiang is the chairman of the CG Committee. Majority of the members of CG Committee are independent non-executive Directors.

During the year 2022, the CG Committee considered and reviewed the progress on the implementation of the Group's corporate governance framework. The CG Committee also reviewed the effectiveness of the internal control system of the Company. Besides, the CG Committee considered and reviewed the environmental, social and governance reporting proposal. The CG Committee considers that the existing policies and practices of corporate governance of the Company are suitable.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors ensure the Group's financial statements are prepared in accordance with the statutory requirements and applicable accounting standards.

The Directors' responsibilities in the preparation of the financial statements and the auditor's responsibilities are set out in the section of "Independent Auditor's Report" in this annual report.

截至二零二二年十二月三十一日止年度，審核委員會連同本公司管理層及核數師已審閱彼等之審核結果、本公司採納的會計原則及慣例、法律及監管合規情況，以及財務報告事宜。審核委員會亦考慮重新委任核數師並向董事會提出推薦建議。

本集團於截至二零二二年十二月三十一日止年度之經審核綜合業績已由審核委員會審閱。

企業管治委員會

本公司於二零一二年十二月十八日設立企業管治委員會（「企業管治委員會」）。符合守則規定之書面職權範圍已獲採納。企業管治委員會的主要職責為制訂及檢視本公司的企業管治政策和措施，以及向董事會提出建議。

企業管治委員會現時包括一名非執行董事（許建強先生）及兩名獨立非執行董事（Christopher Wesley Satterfield先生及胡朝霞女士）。許建強先生為企業管治委員會主席。企業管治委員會大部分成員為獨立非執行董事。

於二零二二年期間，企業管治委員會已考慮並審閱了本集團的企業管治框架的實施進度。企業管治委員會亦審閱了本公司內部監控制度的成效。此外，企業管治委員會考慮並審閱了環境、社會及管治報告建議書。企業管治委員會認為本公司現行政策及企業管治常規為合適。

董事的財務報表責任

董事確保本集團的財務報表乃按照法定要求及適用的會計準則編製。

董事編製財務報表的責任及核數師的責任均載於本年報之「獨立核數師報告」一節。

RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

The Board has overall responsibility for the Group's risk management and internal control systems to safeguard the Company's assets and Shareholders' interests, and, with the Audit Committee, for reviewing areas of risk and uncertainty, the operation and effectiveness of the Group's systems of internal control and the procedures by which these are monitored. In order to reduce the costs, the Board has delegated the Group's compliance department to conduct the enterprise risk assessment and internal control assessment over certain business processes of the Group during the year to ensure and maintain sound internal control functions by monitoring such internal control systems and procedures so as to ensure that they can provide reasonable assurance against misstatement or loss and to manage risks of failure in the Group's operational systems.

During the year under review, the Board reviewed all material internal control, including financial, operational and compliance control. Together with the Audit Committee, the Board received and considered the information from the management, external auditor and the in-house compliance specialist in respect of the effectiveness of the Group's certain internal control systems and have considered the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function. The Board is satisfied that the financial, operational, compliance controls, internal audit, risk management and internal control systems of the Group had been in operation and considered that the Company's risk management and internal control system are effective and adequate.

The risk management and internal control systems are designed to manage but not eliminate business risk, to help safeguard the Group's assets against fraud and other irregularities, and to give reasonable but not absolute assurance against material financial misstatement or loss. In addition, it should provide a basis for the maintenance of proper and fair accounting records and assist in the compliance with relevant rules and regulations.

風險管理及內部監控系統

董事會負責本集團整體風險管理及內部監控系統，以保障本公司的資產及股東利益，並與審核委員會檢視本集團內部監控制度有關風險及不確定性、營運及成效及監控此等過程之程序等範疇。為降低成本，董事會已委託本集團合規部，於年內就本集團若干業務流程進行企業風險評估及內部監控評估，透過監控該等內部監控制度及程序確保及維持健全的內部監控職能，從而確保該等制度及程序可合理保證無不實陳述或缺失，並管理本集團營運系統故障的風險。

於回顧年度內，董事會已審閱所有重要的內部監控措施（包括財政、運營及合規控制）。董事會連同審核委員會已收到及考慮管理層、外聘核數師及內部合規專家有關本集團若干內部監控制度成效之資料，亦已考慮本公司於會計及財務申報職能方面之資源充足度、員工資格及經驗。董事會信納本集團之財務、營運、合規監控、內部審計、風險管理及內部監控制度之運作，並認為本公司之風險管理及內部監控制度有效及合適。

風險管理及內部監控系統旨在管理（而不是消除）經營風險，以幫助保障本集團資產免受欺詐及其他違規，並對避免重大財務錯報或損失給予合理的（但不是絕對的）保證。此外，其應為備存妥善和合理的會計紀錄提供準則，並協助遵守有關規則及法規。

AUDITORS' REMUNERATION

The Group's audit works for the year ended 31 December 2022 were performed by BDO Limited.

The total fee paid/payable in respect of the statutory audit and non-audit services provided by the abovementioned auditors is set out in the following:

Nature of work

工作性質

Amount (HK\$)

金額 (港元)

Audit services	審核服務	1,250,000
Non-audit services	非審核服務	54,300

COMPANY SECRETARY

All Directors have access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that Board procedures are followed and for facilitating communications among Directors as well as with Shareholders and management.

Mr. Shek Wing Wa holds a bachelor degree in business administration and a master degree in corporate governance and is an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute since 2010. He has been engaged in company secretarial work for more than 17 years and has solid experience in company secretarial field gained from both listed companies and professional firms in Hong Kong.

核數師酬金

本集團截至二零二二年十二月三十一日止年度的核數工作已由香港立信德豪會計師事務所有限公司進行。

就上述核數師提供的有關法定審核及非審核服務已付／應付的總費用均載於下表：

公司秘書

所有董事均可向公司秘書諮詢有關意見和服務。公司秘書就董事會管治事宜向主席匯報，並負責確保董事會程序獲得遵從，以及促進董事之間及董事與股東及管理層之間的溝通。

石永華先生持有工商管理學士學位及企業管治碩士學位及自二零一零年起為香港公司治理公會及特許公司治理公會的會員。彼從事公司秘書工作超過十七年，並從多間香港之上市公司及專業服務公司中獲得豐富之公司秘書經驗。

SHAREHOLDERS' RIGHTS

Pursuant to article 58 of the Company's articles of association, any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the Company's paid up capital carrying the right of voting at the Company's general meetings shall at all times have the right, by written requisition to the Board or the company secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

In the event that any Shareholders holding at the date of deposit of the requisition not less than one-tenth of the Company's paid up capital carrying the right of voting at general meetings of the Company would like to call for an extraordinary general meeting, please make a written requisition to the principal office of the Company in Hong Kong from time to time, making attention to "The Board of Directors and the Company Secretary".

There are no provisions allowing Shareholders to put forward proposals at the general meetings under the Company's articles of association. If Shareholders wish to do so, they may request to convene an extraordinary general meeting as stipulated above and specify the proposals in such written requisition.

For any enquiries, Shareholders are welcome to contact the Company by post to the principal office of the Company in Hong Kong, by phone at (852) 2600 7670 or by fax at (852) 3014 6457.

股東權利

根據本公司的組織章程細則第58條，任何一名或多名持有不少於附有權利可於本公司股東大會上投票之本公司繳足股本十分之一（按提交要求召開股東特別大會當日計）的股東有權就該項要求以書面方式呈交董事會或公司秘書，要求董事會就處理該要求所指任何事宜召開股東特別大會；且該大會應於提交有關要求後兩(2)個月內召開。倘董事會未有在提交有關要求後二十一(21)日內召開該大會，呈請人本身可以同樣方式提呈要求，而呈請人因董事會未有召開大會而引致的一切合理費用須由本公司向其彌償。

倘任何持有不少於附有權利可於本公司股東大會上投票之本公司繳足股本十分之一（按提交要求召開股東特別大會當日計）的股東擬召開股東特別大會，請不時以書面方式向本公司於香港的主要辦事處提呈要求，並於封面註明「致董事會及公司秘書」。

本公司的組織章程細則並無列明股東可在股東大會上提呈建議。有意提呈建議之股東可按上述程序要求召開股東特別大會，並於該等書面請求中訂明建議。

如有任何查詢，歡迎股東透過郵寄至本公司於香港的主要辦事處、致電(852) 2600 7670或傳真至(852) 3014 6457與本公司聯絡。

INVESTOR RELATIONS

Communications with Shareholders and investors

The Board is responsible for maintaining an on-going dialogue with the Shareholders. A shareholders' communication policy setting out the principles of the Company in relation to Shareholders' communications, with the objectives of ensuring a transparent and timely communication with Shareholders via various means, had been established and published on the Company's website. And it will be reviewed annually after the annual general meeting. The Company's annual general meetings and other general meetings are valuable forums for the Board to communicate directly with the Shareholders and to answer questions Shareholders may raise. Another key element of effective communication with Shareholders and investors is the prompt and timely dissemination of information in relation to the Group. The Company has announced its 2021 annual results and 2022 interim results in a timely manner as required by the Listing Rules.

Separate resolutions are proposed by the chairman at general meetings for each substantial issue. The detailed procedures of conducting a poll are explained to Shareholders at the commencement of the general meetings, to ensure that Shareholders are familiar with such procedures.

The Company's last annual general meeting ("AGM") was held on Tuesday, 13 May 2022 at 10:30 a.m. at 17/F., One Pacific Place, 88 Queensway, Hong Kong. Notice of the last AGM was sent out on 8 April 2022, i.e. there were 21 clear business days before the last AGM. All the resolutions proposed at the last AGM were approved by the Shareholders by poll. Details of the poll results are available on the Company's website.

The Chairman of the Board attended the general meeting in the year 2022 and also invited the chairman of the Audit, Nomination, Corporate Governance and Remuneration Committees to attend. All the Directors, attended the general meeting in the year 2022. The Auditor was also available during the AGM to answer questions from the Shareholders.

投資者關係

與股東及投資者的溝通

持續與股東保持對話乃董事會的責任所在。本公司已制訂有關與股東溝通的政策並將其刊登於本公司網站，其確立本公司與股東溝通的原則，旨在透過不同途徑以確保與股東進行具透明度而及時的溝通。本公司亦每年於股東週年大會結束後審閱相關政策。本公司的股東週年大會及其他股東大會為董事會及股東提供能夠直接溝通的寶貴討論機會，以回應股東可能提問的問題。而與股東及投資者達致有效溝通的另一關鍵因素乃迅速而及時地發佈有關本集團的資訊，本公司已按上市規則規定及時公佈其二零二一年年度業績及二零二二年中期業績。

於股東大會上，大會主席就各項重大議題提呈獨立決議案。本公司於股東大會開始時向股東解釋有關投票表決的詳細程序，以確保股東熟知相關程序。

本公司已於二零二二年五月十三日（星期二）上午十時三十分假座香港金鐘道88號太古廣場一座17樓舉行上屆股東週年大會（「股東週年大會」），而上屆股東週年大會通告已於二零二二年四月八日（即上屆股東週年大會召開日期足21個營業日前）發出。於上屆股東週年大會上提呈的所有決議案均獲股東表決批准。表決結果詳情請參閱本公司網站。

董事會主席於二零二二年期間已出席股東大會，並邀請審核委員會、提名委員會、企業管治委員會及薪酬委員會主席出席。全體董事均已出席二零二二年期間的股東大會，而核數師亦已於股東週年大會出席以回答股東的提問。

CORPORATE GOVERNANCE REPORT

企業管治報告

The next AGM will be probably held at 17/F, One Pacific Place, 88 Queensway, Hong Kong on Friday, 12 May 2023 at 10:30 a.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 15 May 2023).

The Company's register of members will be closed from Tuesday, 9 May 2023 to Friday, 12 May 2023, both days inclusive, during the period no transfers of Company's shares will be registered. In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration by no later than 4:00 p.m. (Hong Kong time) on Monday, 8 May 2023.

The Company's market capitalisation as at 31 December 2022 was HK\$294,827,050 (issued share capital: 2,033,290,000 Shares at closing market price: HK\$0.145 per Share). The public float was approximately 26.22% as at 31 December 2022.

Stakeholders of the Company could send emails to "enquiry@clsapremium.com" for the communication of their views on various matters related to the Company and the emails would be replied by specific department of the Company.

All corporate communication materials published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.clsapremium.com) as soon as practicable after their release. The Company's constitutional documents are also available on both websites. During the year under review, there is no amendment to the Company's articles of association.

本公司可能將於二零二三年五月十二日(星期五)上午十時三十分假座香港金鐘道88號太古廣場一座17樓舉行下屆股東週年大會(或,如於該日上午九時正在香港懸掛黑色暴雨警告信號或8號或以上熱帶氣旋警告信號,則於二零二三年五月十五日(星期一)於相同時間及地點舉行)。

本公司將於二零二三年五月九日(星期二)至二零二三年五月十二日(星期五)(包括首尾兩天)暫停辦理股份過戶登記手續,期間將不會進行本公司任何股份過戶登記。為符合資格出席股東週年大會及於會上投票,所有過戶文件連同相關股票須不遲於二零二三年五月八日(星期一)下午四時正(香港時間)送達本公司之香港股份過戶及登記分處聯合證券登記有限公司,地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室,以便進行登記。

本公司於二零二二年十二月三十一日的市值為294,827,050港元(已發行股本:2,033,290,000股,收市價:每股股份0.145港元)。於二零二二年十二月三十一日,公眾持股量約為26.22%。

本公司利益相關者可發送電郵至「enquiry@clsapremium.com」,以就與本公司有關的各項事宜發表意見。有關電郵將由本公司特定部門予以回覆。

所有企業通訊資料均會於發出後在可能情況下盡快於聯交所網站(www.hkexnews.hk)及本公司網站(www.clsapremium.com)登載。本公司的組織章程文件亦同時載於該兩個網站以供瀏覽。於回顧年度,本公司組織章程細則並無任何修訂。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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TO THE SHAREHOLDERS OF CLSA PREMIUM LIMITED (incorporated in the Cayman Islands with limited liability)

致CLSA PREMIUM LIMITED股東 (於開曼群島註冊成立的有限公司)

OPINION

意見

We have audited the consolidated financial statements of CLSA Premium Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 71 to 188, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

我們已審核第71至188頁所載CLSA Premium Limited (「貴公司」) 及其附屬公司 (統稱「貴集團」) 之綜合財務報表, 此綜合財務報表包括於二零二二年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合全面收益表、綜合權益變動表及綜合現金流量表, 以及綜合財務報表附註, 包括主要會計政策概要。

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

我們認為, 綜合財務報表已遵照香港會計師公會 (「香港會計師公會」) 頒佈的香港財務報告準則真實公平地反映 貴集團於二零二二年十二月三十一日的綜合財務狀況以及其於截至該日止年度的綜合財務表現及綜合現金流量, 並已按照香港公司條例的披露規定妥為編製。

BASIS FOR OPINION

意見之基準

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

我們乃根據香港會計師公會頒佈的香港核數準則 (「香港核數準則」) 進行審核。我們在該等準則下的責任已於本報告「核數師就審核綜合財務報表須承擔之責任」一節中作進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」), 我們獨立於 貴集團, 並已履行守則中的其他道德責任。我們相信, 我們已取得充分和適當的審核憑證, 足以為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

Revenue recognition from the healthcare products business

The Group's revenue principally comprises the sales of healthcare products, which are recognised as revenue when the control of the goods is transferred to the Group's customers according to the terms of the sales and purchase agreements, transaction records and other relevant documents entered into between the Group and its customers.

Judgement is required to determine whether the Group has the control of the goods before delivering to the customers, and accordingly, whether the Group acts as a principal or an agent in such transactions.

We identified revenue recognition as a key audit matter because revenue is one of the key performance indicators of the Group and therefore there is an inherent risk of manipulation of the timing and amount of recognition of revenue by management to meet specific targets or expectations and significant judgement is involved in determining whether the Group acts as a principal or an agent in certain transactions.

As disclosed in Note 5 to the consolidated financial statements, the sales of healthcare products is a key revenue stream for the Group, which contributed to over 90% of the Group's total income.

關鍵審計事項

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

保健產品業務產生的收益確認

貴集團的收益主要包括保健產品的銷售，乃於貨品的控制權根據 貴集團與其客戶訂立的買賣協議的條款、交易記錄及其他相關文件轉移至 貴集團的客戶時確認為收益。

需釐定 貴集團是否於交付予客戶前擁有貨品的控制權，以及 貴集團於該等交易中是否作為主體或代理作出判斷。

因收益為 貴集團關鍵績效指標之一，我們視收益確認為一項關鍵審計事項，並因此存在管理層為達成特定目標或期望而操控收益確認時間及金額的固有風險，以及於釐定 貴集團於若干交易中是否作為主體或代理時涉及重大判斷。

誠如綜合財務報表附註5所披露，保健產品銷售是 貴集團之主要收益來源，佔 貴集團總收入的90%以上。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

Our audit procedures to address revenue recognition included the following:

- engaging our internal information technology specialists to evaluate the design, implementation and operating effectiveness of key internal controls of online sales which govern the recognition and measurement of revenue;
- inspecting the sale and purchase agreements, transaction records and other relevant documents on a sample basis, for each major revenue stream, to understand the terms and evaluate the appropriateness of revenue recognition, measurement and presentation with reference to the requirements of the prevailing accounting standards, in particular whether the Group acted as a principal or an agent;
- comparing, on a sample basis, settlements received from customers with the relevant details in transaction reports received by the Group from the processing bank and bank statements;
- comparing, on a sample basis, revenue transactions recorded during the year with the underlying sale and purchase agreements for offline sales, transaction records and other relevant documents for online sales for settled balance and assessing whether the related revenue had been recognised in accordance with the Group's revenue recognition policies;
- comparing, on a sample basis, specific revenue transactions recorded before and after the financial year end date with the underlying sale and purchase agreements for offline sales, the transaction details captured by the information technology systems with customers' acknowledgement of receipt of the goods sold and other relevant documents for online sales to determine whether the related revenue had been recognised in the appropriate financial year; and
- performing end-customer interviews to understand the sales and delivery process, substance of customer contracts and other relevant information related to revenue recognition.

我們處理確認收益的審計程序包含以下各項：

- 委聘我們內部資訊科技專家以評估規管收益確認及計量的線上銷售關鍵內部控制的設計、實施及運行有效性；
- 就各項主要收益來源，按抽樣基準檢查買賣協議、交易記錄及其他相關文件，瞭解條款及參考現行會計標準的規定評估收益確認、計量及呈列的適當性，尤其是 貴集團是否作為主體或代理；
- 將從客戶收到的結算與 貴集團從處理銀行收到的交易報告及銀行對賬單中的相關詳情進行抽樣比較；
- 按抽樣基準將年內錄得的收益交易與相關線下銷售買賣協議、交易記錄及結清結餘的其他相關線上銷售文件作比較並評估相關收益是否已根據 貴集團收益確認政策進行確認；
- 按抽樣基準將財政年度結算日前後錄得的特定收入交易與相關線下銷售買賣協議、資訊科技系統採集的交易詳情與客戶收取已售貨品的確認以及其他相關線上銷售文件作比較，釐定相關收益是否已於適當財政年度確認；及
- 進行終端客戶訪問，以瞭解銷售及交付流程、客戶合約的實質及與收益確認有關的其他相關資料。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Net realisable value of inventories

The carrying amount of the Group's inventories as at 31 December 2022 was HK\$37,795,000.

These inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs of completion and estimated costs necessary to make the sale.

In arriving at the carrying amount of the Group's inventories as at the year end, management estimation on the net realisable value of inventories is required. We have identified the net realisable value of inventories as a key audit matter because of the significance of the carrying amount of inventories; and because applying the Group's accounting policies in the net realisable value of inventories involves significant degree of estimation.

Our audit procedures to address the valuation of inventories included the following:

- observing the physical inventory count performed on the Group's inventories as part of the procedures for identifying obsolete or slow-moving inventories;
- checking the ageing analysis of the Group's inventories which was used by management to identify those aged inventories with an indication of possible write-down of inventories; and
- performing substantive procedures relating to the costs and net realisable value with reference to the purchase invoices and subsequent sales records.

存貨的可變現淨值

貴集團於二零二二年十二月三十一日的存貨賬面值為37,795,000港元。

該等存貨按成本與可變現淨值之較低者列賬。可變現淨值為日常業務過程中之存貨估計售價減全部估計完工成本及作出銷售所需之估計成本。

於達致 貴集團於年結日的存貨賬面值時，管理層須對存貨的可變現淨值作出估計。由於存貨賬面值的重要性；及由於將 貴集團的會計政策應用於存貨的可變現淨值時涉及重大估計，我們已將存貨的可變現淨值識別為關鍵審核事項。

我們處理存貨估值的審計程序包含以下各項：

- 監察就 貴集團的存貨進行的實物存貨點算，作為確認陳舊或滯銷存貨程序的一部分；
- 核查 貴集團存貨的賬齡分析，而管理層則運用該分析辨識有跡象顯示有存貨撇減可能性的過時存貨；及
- 經參考採購發票及其後之銷售記錄進行與成本及可變現淨值有關之實質性程序。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

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

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

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

DIRECTORS' RESPONSIBILITIES 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 Standard ("HKFRSs") issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibility in this regard.

其他資料

貴公司董事須對其他資料負責。其他資料包括載於 貴公司年報內之資料，但不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對該等其他資料發表任何形式之鑒證結論。

結合我們對綜合財務報表之審核，我們之責任是閱讀其他資料，並在此過程中，考慮其他資料是否與綜合財務報表或我們在審核過程中所瞭解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。我們就此方面並無任何事宜需要報告。

董事就綜合財務報表須承擔之責任

貴公司董事負責遵照香港會計師公會所頒佈之香港財務報告準則（「香港財務報告準則」）及香港公司條例之披露規定，編製綜合財務報表以真實及公平地反映 貴集團之狀況，並實施董事認為必要之內部監控，以確保編製綜合財務報表並無存在重大錯誤陳述（不論是否因欺詐或錯誤引起）。

於編製綜合財務報表時，董事須負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

董事亦須負責監督 貴集團之財務報告過程。審核委員會就此協助董事履行其責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

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

核數師就審核綜合財務報表須承擔之責任

我們之目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並發出載有我們意見之核數師報告。本報告乃根據委聘條款僅向整體股東作出，除此之外，並無其他用途。我們不會就本報告內容向任何其他人士負上或承擔責任。

合理保證屬高水平之核證，但不能擔保根據香港核數準則進行之審核工作總能發現存在之重大錯誤陳述。錯誤陳述可由欺詐或錯誤引起，倘個別或整體於合理預期情況下可影響使用者根據該等綜合財務報表作出之經濟決定時，則被視為重大錯誤陳述。

根據香港核數準則進行審核時，我們運用專業判斷，並於整個審核過程中抱持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致之重大錯誤陳述風險，因應該等風險設計及執行審核程序，獲得充足及適當審核憑證為我們之意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部控制，因此未能發現由此造成之重大錯誤陳述風險較未能發現由於錯誤而導致之重大錯誤陳述風險更高。
- 瞭解與審核有關之內部控制，以設計恰當之審核程序，但並非旨在對貴集團內部控制之有效程度發表意見。
- 評估所用會計政策是否恰當，以及董事所作會計估計及相關披露是否合理。

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 總結董事採用以持續經營為基礎之會計法是否適當，並根據已獲取之審核憑證，總結是否有對 貴集團持續經營之能力可能構成重大疑問之事件或情況等重大不確定因素。倘我們總結認為存在重大不確定因素，我們須於我們之核數師報告中提請注意綜合財務報表內之相關披露，或倘該等披露不足，則修訂我們之意見。我們之結論以截至我們之核數師報告日期所獲得之審核憑證為基礎。然而，未來事件或情況可能導致 貴集團不再具有持續經營之能力。
- 評估綜合財務報表(包括資料披露)之整體列報、架構及內容，以及綜合財務報表是否公平呈列相關交易及事項。
- 就 貴集團內各實體或業務活動之財務資料獲得充足適當之審核憑證，以就綜合財務報表發表意見。我們須負責指導、監督及執行集團之審核工作。我們須為我們之審核意見承擔全部責任。

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

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

我們就(其中包括)審核工作之計劃範圍及時間安排及重大審核發現，包括我們於審核期間識別出內部控制之任何重大缺陷與審核委員會溝通。

我們亦向審核委員會提交聲明，說明我們已遵守有關獨立性之相關道德要求，並就所有被合理認為可能影響我們之獨立性之關係及其他事宜及為消取威脅而採取之行動或防範措施(如適用)與負責管治之人員溝通。



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

BDO Limited

Certified Public Accountants

Chan Wing Fai

Practising Certificate Number P05443

Hong Kong, 13 March 2023

從與董事溝通之事項中，我們釐定對審核本期綜合財務報表而言最為重要之事項，因而構成關鍵審核事項。除非法律或法規不容許公開披露此事項，或於極罕見之情況下，我們認為披露該等事項可合理預期之不良後果將超越公眾知悉此事項之利益而不應於報告中披露，否則我們會於核數師報告中描述此事項。

香港立信德豪會計師事務所有限公司

執業會計師

陳永輝

執業證書號碼：P05443

香港，二零二三年三月十三日



CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
CONTINUING OPERATIONS	持續經營業務			
Sales of goods from healthcare business	保健產品業務貨品銷售	5	39,129	–
Leveraged foreign exchange and other trading income	槓桿式外匯及其他交易收入		1,262	2,738
Fee and commission income	費用及佣金收入		–	4
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備		183	131
Other income	其他收入	6	2,467	6,156
Total income	收入總額		43,041	9,029
Cost of sales from healthcare business	保健產品業務銷售成本		(31,961)	–
Referral expenses and other charges	轉介開支及其他費用		(2,124)	(629)
Staff costs	員工成本	7	(12,135)	(18,707)
Depreciation – property, plant and equipment	折舊 – 物業、廠房及設備		(711)	(1,837)
Depreciation – right-of-use assets	折舊 – 使用權資產		(1,878)	(9,721)
Other operating expenses	其他經營開支	8	(23,444)	(26,818)
Total expenses	開支總額		(72,253)	(57,712)
Operating loss from continuing operations	持續經營業務產生之經營虧損		(29,212)	(48,683)
Finance cost	融資成本		(209)	(288)
Loss before tax from continuing operations	持續經營業務產生之除稅前虧損		(29,421)	(48,971)
Income tax expense	所得稅開支	10	(97)	–
Loss for the year from continuing operations	持續經營業務產生之年度虧損		(29,518)	(48,971)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
DISCONTINUED OPERATIONS	已終止經營業務		
Loss for the year from discontinued operations	來自已終止經營業務之年度虧損 9	(1,534)	(7,571)
Loss for the year	年度虧損	(31,052)	(56,542)
Other comprehensive expense	其他全面開支		
<i>Item that may be reclassified to profit or loss</i>	<i>可能重新分類至損益之項目</i>		
Currency translation difference	貨幣匯兌差額	(6,905)	(7,757)
Other comprehensive expense for the year, net of tax	年度其他全面開支 (扣除稅項)	(6,905)	(7,757)
Total comprehensive loss for the year	年度全面虧損總額	(37,957)	(64,299)
Loss attributable to:	以下項目應佔虧損：		
Continuing operations	持續經營業務	(29,518)	(48,971)
Discontinued operations	已終止經營業務	(1,534)	(7,571)
		(31,052)	(56,542)
Total comprehensive loss attributable to:	以下項目應佔全面虧損總額：		
Continuing operations	持續經營業務	(31,853)	(50,868)
Discontinued operations	已終止經營業務	(6,104)	(13,431)
		(37,957)	(64,299)
Loss per share for loss attributable to the equity holders of the Company for the year	年度本公司股權持有人應佔虧損之每股虧損	HK cents 港仙	HK cents 港仙
Continuing operations	持續經營業務	(1.45)	(2.41)
Discontinued operations	已終止經營業務	(0.08)	(0.37)
– Basic and diluted (HK cents per share)	—基本及攤薄 (每股港仙)	(1.53)	(2.78)

The Notes on pages 78 to 188 form part of these consolidated financial statements.

第78至188頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

			2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
	Notes 附註			
ASSETS				
Non-current assets		資產		
		非流動資產		
Property, plant and equipment	13	物業、廠房及設備	845	1,656
Intangible assets	14	無形資產	-	-
Right-of-use assets	15	使用權資產	-	9,494
Deposit	18	按金	-	701
Total non-current assets		非流動資產總值	845	11,851
Current assets		流動資產		
Inventories	16	存貨	37,795	-
Trade receivables	17	貿易應收款項	17,991	-
Other receivables, prepayments and deposits	18	其他應收款項、預付款項及按金	6,999	6,527
Tax prepayment		預繳稅項	4	4
Derivative financial instruments	19	衍生金融工具	-	4,579
Balances due from agents	20	應收代理結餘	4,651	33,963
Cash and bank balances and client trust bank balances	21	現金及銀行結餘以及客戶信託銀行結餘	216,025	273,692
Total current assets		流動資產總值	283,465	318,765
Total assets		資產總值	284,310	330,616
EQUITY AND LIABILITIES		權益及負債		
Equity		權益		
Share capital	26	股本	20,333	20,333
Reserves	26	儲備	210,467	248,424
Total equity		權益總額	230,800	268,757

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current liabilities	流動負債			
Lease liabilities	租賃負債	22	-	3,399
Tax payable	應付稅項		97	-
Trade and other payables	貿易及其他應付款項	24	51,486	9,496
Derivative financial instruments	衍生金融工具	19	12	458
Clients' balances	客戶結餘	25	1,915	42,266
Total current liabilities	流動負債總額		53,510	55,619
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	22	-	6,240
Total non-current liabilities	非流動負債總額		-	6,240
Total liabilities	負債總額		53,510	61,859
Total equity and liabilities	總權益及負債		284,310	330,616

The consolidated financial statements on pages 71 to 188 were approved by the Board of Directors on 13 March 2023 and were signed on its behalf.

第71至188頁的綜合財務報表已於二零二三年三月十三日獲董事會批准及由以下董事代為簽署。

Yuan Feng
袁峰

Chung Cheuk Fan Marco
鍾卓勳

The Notes on pages 78 to 188 form part of these consolidated financial statements.

第78至188頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Share premium	Capital reserve	Share option reserve	Currency translation reserve	Accumulated losses	Total equity
		股本	股份溢價	資本儲備	購股權儲備	貨幣匯兌儲備	累計虧損	權益總額
	Notes 附註	HK\$'000 千港元 (Note 26(a)) (附註26(a))	HK\$'000 千港元 (Note 26(b)) (附註26(b))	HK\$'000 千港元				
Balance at 1 January 2021	於二零二一年一月一日之結餘	20,333	180,493	171,892	2,176	(8,636)	(33,202)	333,056
Comprehensive expense	全面開支							
Loss for the year	年度虧損	-	-	-	-	-	(56,542)	(56,542)
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	(7,757)	-	(7,757)
Total comprehensive expense during the year	年度全面開支總額	-	-	-	-	(7,757)	(56,542)	(64,299)
Share option scheme	購股權計劃	28	-	-	(1,618)	-	1,618	-
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日之結餘	20,333	180,493	171,892	558	(16,393)	(88,126)	268,757
Comprehensive expense	全面開支							
Loss for the year	年度虧損	-	-	-	-	-	(31,052)	(31,052)
Other comprehensive expense for the year	年度其他全面開支	-	-	-	-	(6,905)	-	(6,905)
Total comprehensive expense during the year	年度全面開支總額	-	-	-	-	(6,905)	(31,052)	(37,957)
Share option scheme	購股權計劃	28	-	-	(558)	-	558	-
Balance at 31 December 2022	於二零二二年十二月三十一日之結餘	20,333	180,493	171,892	-	(23,298)	(118,620)	230,800

The Notes on pages 78 to 188 form part of these consolidated financial statements.

第78至188頁的附註構成該等綜合財務報表的一部分。

CONSOLIDATED STATEMENT OF CASH FLOW

綜合現金流量表

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

	Notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Loss before tax	除稅前虧損		
Continuing operations	持續經營業務	(29,421)	(48,971)
Discontinued operations	已終止經營業務	(1,558)	(8,941)
		(30,979)	(57,912)
Adjustments for:	調整：		
Depreciation – property, plant and equipment	折舊—物業、廠房及設備	13	1,914
Depreciation – right-of-use assets	折舊—使用權資產	15	9,721
Interest income	利息收入	(1,779)	(99)
Interest expense	利息開支	209	288
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	60	698
Loss on disposal of right-of-use assets	出售使用權資產之虧損	7,567	–
Gain on disposal of lease liabilities	出售租賃負債之收益	(7,675)	–
Net gain from financial assets at fair value through profit or loss	按公允值計入損益之金融資產之收益淨額	6	(159)
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	(183)	(390)
Overprovision of the FMA penalty	金融市場管理局罰款之超額撥備	–	(1,266)
Cash flows used in operating activities before working capital changes	營運資金變動前經營活動所用現金流量	(30,167)	(47,205)
Changes in working capital:	營運資金變動：		
Trade receivables	貿易應收款項	(17,991)	–
Client trust bank balances	客戶信託銀行結餘	32,356	21,173
Balances due from agents	應收代理結餘	27,224	11,659
Derivative financial instruments	衍生金融工具	3,863	(311)
Other receivables, prepayments and deposits	其他應收款項、預付款項及按金	176	1,316
Inventories	存貨	(37,795)	–
Clients' balances	客戶結餘	(37,462)	(23,268)
Trade and other payables	貿易及其他應付款項	42,981	(2,626)
Cash used in operations	經營所用現金	(16,815)	(39,262)
Income tax refund, net of tax paid	所得稅退回，扣除已付稅項	24	–
Net cash used in operating activities	經營活動所用現金淨額	(16,791)	(39,262)

CONSOLIDATED STATEMENT OF CASH FLOW

綜合現金流量表

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

	<i>Notes 附註</i>	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash flows from investing activities			
Interest received		1,779	99
Purchase of property, plant and equipment	13	(3)	(860)
Sales proceeds from disposal of financial assets at fair value through profit or loss		-	2,976
Net cash generated from investing activities		1,776	2,215
Cash flows from financing activities			
Repayment of principal portion of lease liabilities	27	(1,911)	(9,855)
Interest paid		(209)	(288)
Net cash used in financing activities		(2,120)	(10,143)
Net decrease in cash and cash equivalents		(17,135)	(47,190)
Cash and cash equivalents at beginning of year	21	234,467	287,093
Effect of foreign exchange rate changes, net		(5,541)	(5,436)
Cash and cash equivalents at end of year	21	211,791	234,467

The Notes on pages 78 to 188 form part of these consolidated financial statements.

第78至188頁的附註構成該等綜合財務報表的一部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 CORPORATE INFORMATION

1.1 General information

CLSA Premium Limited (the “Company”) was incorporated in the Cayman Islands on 9 November 2010 as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Its registered office address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The Company is an investment holding company and its subsidiaries are principally engaged in the provision of leveraged foreign exchange and other trading, cash dealing business, sales of healthcare products and other services.

The Company’s shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

As disclosed in the Company’s announcements dated 17 November 2022 and 22 November 2022, the Company’s immediate controlling shareholder has been changed from CITIC Securities Overseas Investment Company Limited to CITIC Securities International Limited (“CSI”) (both incorporated in Hong Kong and their holding company are CITIC Securities Company Limited which incorporated in the People’s Republic of China). As at 31 December 2022, 59.03% of the Company’s issued shares are held by CSI, 14.75% of the Company’s issued shares are held by KVB Holdings Limited.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), unless otherwise stated.

1 公司資料

1.1 一般資料

CLSA Premium Limited (「本公司」) 於二零一零年十一月九日根據開曼群島公司法第22章(經綜合及修訂的一九六一年第三號法例)於開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司為一間投資控股公司，其附屬公司主要從事提供槓桿式外匯交易及其他交易、現金交易業務、保健產品銷售及其他服務。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

誠如本公司日期為二零二二年十一月十七日及二零二二年十一月二十二日的公告所披露，本公司的直接控股股東已由中信証券海外投資有限公司變更為中信証券國際有限公司(「中信証券國際」)(均於香港註冊成立，及其控股公司均為於中華人民共和國註冊成立的中信証券股份有限公司)。於二零二二年十二月三十一日，本公司已發行股份的59.03%由中信証券國際持有，及本公司已發行股份的14.75%由KVB Holdings Limited持有。

除非另有說明，綜合財務報表以港元(「港元」)呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The consolidated financial statements of the Company and its subsidiaries (together the “Group”) have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”) and applicable requirements of the Hong Kong Companies Ordinance (Chapter 622). In addition, the financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange. The consolidated financial statements have been prepared under the historical cost except for certain financial assets and financial liabilities (including derivative instruments) measured at fair value as explained in the accounting policies set out below.

The preparation of financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 4.

2 重要會計政策概要

編製該等綜合財務報表所採用的主要會計政策載列如下。除另有說明外，該等政策一直適用於所有呈列年度。

2.1 編製基準

本公司及其附屬公司（統稱「本集團」）的綜合財務報表乃根據所有適用香港財務報告準則（「香港財務報告準則」）及香港公司條例（第622章）之適用規定編製。此外，財務報表包括聯交所證券上市規則規定的適用披露。綜合財務報表乃按歷史成本法編製，惟若干按公允值計量之金融資產及金融負債（包括衍生工具）除外（誠如下文載列之會計政策所解釋）。

編製符合香港財務報告準則規定的財務報表須採用若干關鍵會計估計。管理層在應用本集團的會計政策時須作出其判斷。涉及高度判斷或複雜性的範圍，或假設及估計對財務報表而言屬重大的範圍，在附註4內披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Adoption of new or revised HKFRSs – effective on or after 1 January 2022

The Group has applied the following amendments to HKFRSs issued by The Hong Kong Institute of Certified Public Accountants to these financial statements for the current or prior accounting period:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRS 16	Covid-19 – Related Rent Concessions beyond 30 June 2021 (early adopted)
Amendments to HKAS 16	Property, Plant and Equipment: Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Annual Improvements to HKFRSs 2018-2020	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

These new or amended HKFRSs that are effective from 1 January 2022 did not have any significant impact on the Group's accounting policies.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(a) 採納新訂或經修訂香港財務報告準則 – 於二零二二年一月一日或之後生效

本集團已於當前或以往會計期間對該等財務報表應用以下香港會計師公會發佈之香港財務報告準則之修訂本：

香港財務報告準則第3號之修訂本	提述概念框架
香港財務報告準則第16號之修訂本	二零二一年六月三十日之後之新型冠狀病毒相關租金寬免 (提早採納)
香港會計準則第16號之修訂本	物業、廠房及設備：擬定用途前之所得款項
香港會計準則第37號之修訂本	有償合約 – 履行合約之成本
香港財務報告準則二零一八年至二零二零年年度改進	香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號相應闡釋範例及香港會計準則第41號之修訂本

該等自二零二二年一月一日起生效之新訂或經修訂香港財務報告準則並無對本集團之會計政策產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Adoption of new or revised HKFRSs – effective on or after 1 January 2022 (continued)

Amendments to HKFRS 3: Reference to the Conceptual Framework

The amendments replace a reference to the previous Framework for the Preparation and Presentation of Financial Statements with a reference to the Conceptual Framework for Financial Reporting (the “Conceptual Framework”) issued in June 2018 without significantly changing its requirements. The amendments also add to HKFRS 3 an exception to its recognition principle for an entity to refer to the Conceptual Framework to determine what constitutes an asset or a liability. The exception specifies that, for liabilities and contingent liabilities that would be within the scope of HKAS 37 or HK(IFRIC)-Int 21 if they were incurred separately rather than assumed in a business combination, an entity applying HKFRS 3 should refer to HKAS 37 or HK(IFRIC)-Int 21 respectively instead of the Conceptual Framework. Furthermore, the amendments clarify that contingent assets do not qualify for recognition at the acquisition date. The Group has applied the amendments prospectively to business combinations that occurred on or after 1 January 2022. As there were no contingent assets, liabilities and contingent liabilities within the scope of the amendments arising in the business combination that occurred during the year, the amendments did not have any impact on the financial position and performance of the Group.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(a) 採納新訂或經修訂香港財務報告準則 – 於二零二二年一月一日或之後生效 (續)

香港財務報告準則第3號之修訂本：提述概念框架

該修訂本以二零一八年六月頒佈的財務報告概念框架(「概念框架」)的提述取代先前財務報表編製及呈列框架的提述，而毋須大幅更改其規定。該修訂本亦對香港財務報告準則第3號有關實體參考概念框架以釐定資產或負債構成的確認原則加入一項例外情況。該例外情況規定，對於屬香港會計準則第37號或香港(國際財務報告詮釋委員會) – 詮釋第21號範圍內的負債及或然負債而言，倘該等負債及或然負債屬單獨產生而非於業務合併中產生，則應用香港財務報告準則第3號的實體應分別參考香港會計準則第37號或香港(國際財務報告詮釋委員會) – 詮釋第21號而非概念框架。此外，該修訂本澄清或然資產於收購日期並不符合確認條件。本集團已對二零二二年一月一日或之後發生的業務合併前瞻性地採納該修訂本。由於年內發生的業務合併中並無出現屬於修訂範圍內的或然資產、負債及或然負債，故該修訂本並無對本集團的財務狀況及表現造成任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Adoption of new or revised HKFRSs – effective on or after 1 January 2022 (continued)

Amendments to HKAS 16: Property, Plant and Equipment: Proceeds before Intended Use

The amendments prohibit an entity from deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, an entity recognises the proceeds from selling any such items, and the cost of those items as determined by HKAS 2 *Inventories*, in profit or loss. The Group has applied the amendments retrospectively to items of property, plant and equipment made available for use on or after 1 January 2021. Since there was no sale of items produced prior to the property, plant and equipment being available for use, the amendments did not have any impact on the financial position or performance of the Group.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(a) 採納新訂或經修訂香港財務報告準則 – 於二零二二年一月一日或之後生效 (續)

香港會計準則第16號之修訂本：
物業、廠房及設備：擬定用途前
之所得款項

該修訂本禁止實體從物業、廠房及設備之項目成本中扣除於資產達到管理層所擬定營運方式之必要位置及條件過程中所產生之任何項目出售所得款項。相反，實體於損益中確認出售任何有關項目的所得款項及根據香港會計準則第2號存貨釐定之該等項目成本。本集團已對二零二一年一月一日或之後可供使用的物業、廠房及設備項目追溯應用該修訂本。由於在物業、廠房及設備可供使用之前並無產生銷售項目，故該修訂本並無對本集團的財務狀況或表現造成任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(a) Adoption of new or revised HKFRSs – effective on or after 1 January 2022 (continued)

Amendments to HKAS 37: Onerous Contracts – Cost of Fulfilling a Contract

The amendments clarify that for the purpose of assessing whether a contract is onerous under HKAS 37, the cost of fulfilling the contract comprises the costs that relate directly to the contract. Costs that relate directly to a contract include both the incremental costs of fulfilling that contract (e.g., direct labour and materials) and an allocation of other costs that relate directly to fulfilling that contract (e.g., an allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract as well as contract management and supervision costs). General and administrative costs do not relate directly to a contract and are excluded unless they are explicitly chargeable to the counterparty under the contract. The Group has applied the amendments prospectively to contracts for which it has not yet fulfilled all its obligations at 1 January 2022 and no onerous contracts were identified. Therefore, the amendments did not have any impact on the financial position or performance of the Group.

Annual Improvements to HKFRSs 2018-2020: Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16, and HKAS 41

HKFRS 9 *Financial Instruments*: clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability. These fees include only those paid or received between the borrower and the lender, including fees paid or received by either the borrower or lender on the other's behalf. The Group has applied the amendment prospectively from 1 January 2022. As there was no modification or exchange of the Group's financial liabilities during the year, the amendment did not have any impact on the financial position or performance of the Group.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(a) 採納新訂或經修訂香港財務報告準則—於二零二二年一月一日或之後生效 (續)

香港會計準則第37號之修訂本： 有償合約：履行合約之成本

該修訂本澄清，就根據香港會計準則第37號評估合約是否屬有償而言，履行合約之成本包括與合約直接相關之成本。與合約直接相關之成本包括履行該合約之增量成本（如直接勞工及材料）及與履行該合約直接相關之其他成本分配（如分配履行該合約所用物業、廠房及設備項目之折舊費用以及合約管理與監督成本）。一般及行政費用與合約並無直接關係，除非合約明確向對手方收費，否則將其排除在外。本集團已前瞻性地將該修訂本應用於於二零二二年一月一日尚未履行其全部責任的合約，且概無識別任何有償合約。因此，該修訂本並無對本集團的財務狀況或表現造成任何影響。

香港財務報告準則二零一八年至二零二零年年度改進：香港財務報告準則第1號、香港財務報告準則第9號、香港財務報告準則第16號相應闡釋範例及香港會計準則第41號之修訂本

香港財務報告準則第9號金融工具：澄清於實體評估新訂或經修改的金融負債條款與原金融負債的條款是否存在巨大差異時所包含之費用。該等費用僅包括借款人與貸款人之間已支付或收取之費用（包括借款人或貸款人代表其他人士支付或收取之費用）。本集團已自二零二二年一月一日起前瞻性地應用該修訂本。由於本集團之金融負債於年內並無修改或交換，故該修訂本並無對本集團的財務狀況或表現造成任何影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective

The following new or amended HKFRSs, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ²
HKFRS 17	<i>Insurance Contracts</i> ¹
Amendments to HKFRS 17	<i>Insurance Contracts</i> ^{1, 5}
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i> ⁶
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current (the “2020 Amendments”)</i> ^{2, 4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the “2022 Amendments”)</i> ²
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i> ¹
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i> ¹
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i> ¹

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則

本集團尚未提早採納下列已頒佈但尚未生效且可能與本集團綜合財務報表相關之新訂或經修訂香港財務報告準則。本集團目前擬於其生效日期應用該等變動。

香港財務報告準則第10號及香港會計準則第28號 (二零一一年) 之修訂本	投資者與其聯營公司或合營企業之間的資產出售或出資 ³
香港財務報告準則第16號之修訂本	售後租回的租賃負債 ²
香港財務報告準則第17號	保險合約 ¹
香港財務報告準則第17號之修訂本	保險合約 ^{1, 5}
香港財務報告準則第17號之修訂本	初步應用香港財務報告準則第17號及香港財務報告準則第9號 – 比較資料 ⁶
香港會計準則第1號之修訂本	將負債分類為流動或非流動 (二零二零年修訂本) ^{2, 4}
香港會計準則第1號之修訂本	附帶契約的非流動負債 (二零二二年修訂本) ²
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本	會計政策之披露 ¹
香港會計準則第8號之修訂本	會計估計之定義 ¹
香港會計準則第12號之修訂本	與單一交易產生的資產及負債相關的遞延稅項 ¹

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

- ¹ Effective for annual periods beginning on or after 1 January 2023
- ² Effective for annual periods beginning on or after 1 January 2024
- ³ No mandatory effective date yet determined but available for adoption
- ⁴ As a consequence of the 2022 Amendments, the effective date of the 2020 Amendments was deferred to annual periods beginning on or after 1 January 2024. In addition, as a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion
- ⁵ As a consequence of the amendments to HKFRS 17 issued in October 2020, HKFRS 4 was amended to extend the temporary exemption that permits insurers to apply HKAS 39 rather than HKFRS 9 for annual periods beginning before 1 January 2023
- ⁶ An entity that chooses to apply the transition option relating to the classification overlay set out in this amendment shall apply it on initial application of HKFRS 17

Except for the impact mentioned below, the Group's directors anticipate that the application of the other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

- ¹ 於二零二三年一月一日或之後開始之年度期間生效
- ² 於二零二四年一月一日或之後開始之年度期間生效
- ³ 尚未釐定強制生效日期但可供採納
- ⁴ 由於二零二二年修訂本，二零二零年修訂本之有效期延遲至二零二四年一月一日或之後開始之年度期間。此外，由於二零二零年修訂本及二零二二年修訂本，香港詮釋第5號財務報表之呈列－借款人對包含應要求償還條文的有期貨款的歸類獲修訂，統一了相關措辭但結論並無變動
- ⁵ 由於二零二零年十月頒佈的香港財務報告準則第17號之修訂本，香港財務報告準則第4號獲修訂以延長允許保險公司於二零二三年一月一日前開始之年度期間應用香港會計準則第39號而非香港財務報告準則第9號的暫時豁免
- ⁶ 實體於首次應用香港財務報告準則第17號時應採用該修訂本列明有關分類重疊之過渡選擇權。

除下文所述影響外，本集團董事預期應用其他新訂及經修訂香港財務報告準則將不會於可見將來對綜合財務報表造成重大影響。

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKFRS 10 and HKAS 28 (2011), Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 (2011) in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets between an investor and its associate or joint venture constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 (2011) was removed by the HKICPA in January 2016 and a new mandatory effective date will be determined after the completion of a broader review of accounting for associates and joint ventures. However, the amendments are available for adoption now.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

香港財務報告準則第10號及香港會計準則第28號 (二零一一年) 之修訂本—投資者與其聯營公司或合營企業之間的資產出售或出資

該等修訂本處理香港財務報告準則第10號與香港會計準則第28號 (二零一一年) 兩者有關投資者與其聯營公司或合營企業之間的資產出售或出資處理之規定之不一致情況。該等修訂本規定，當投資者與其聯營公司或合營企業之間的資產出售或出資構成一項業務時，須全數確認下游交易產生的收益或虧損。倘交易涉及不構成一項業務之資產，則該交易所產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營公司或合營企業之權益為限。該等修訂本須予以前瞻性應用。香港會計師公會於二零一六年一月取消香港財務報告準則第10號及香港會計準則第28號 (二零一一年) 之修訂本先前之強制生效日期，並將於完成對聯營公司及合營企業會計處理之更廣泛檢討後釐定新強制生效日期。然而，該等修訂本現時乃可供採納。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) *New or amended HKFRSs that have been issued but are not yet effective* (continued)

Amendments to HKFRS 16, Lease Liability in a Sale and Leaseback

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) *已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)*

香港財務報告準則第16號之修訂本—售後租回的租賃負債

香港財務報告準則第16號之修訂本訂明計量售後租回交易產生的租賃負債所用的賣方—承租人之規定，以確保賣方—承租人不曾確認與所保留使用權有關的任何損益金額。該修訂本於二零二四年一月一日或之後開始的年度期間生效，並須追溯應用於首次應用香港財務報告準則第16號日期（即二零一九年一月一日）後訂立的售後租回交易，亦可提早應用。預期該修訂本不會對本集團之財務報表產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements for classifying liabilities as current or non-current, in particular the determination over whether an entity has a right to defer settlement of the liabilities for at least 12 months after the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability. In 2022, the HKICPA issued the 2022 Amendments to further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. In addition, the 2022 Amendments require additional disclosures by an entity that classifies liabilities arising from loan arrangements as non-current when it has a right to defer settlement of those liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively. Earlier application is permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

香港會計準則第1號之修訂本—將負債分類為流動或非流動

該修訂本澄清將負債分類為流動及非流動的規定，特別是釐定實體是否有權延遲償還負債至報告期後至少12個月。負債的分類不受該實體行使其延遲償還負債權利的可能性的影響。該修訂本亦澄清被視為償還負債的情況。於二零二二年，香港會計師公會頒佈二零二二年修訂本以進一步澄清，在貸款安排產生的負債契約中，僅實體於報告日或之前必須遵守的契約才會影響該負債分類為流動或非流動。此外，二零二二年修訂本要求實體在有權延遲償還貸款安排產生的負債時，將有關負債分類為非流動負債，並要求實體在報告期後12個月內遵守未來契約的情況下進行額外披露。該修訂本於二零二四年一月一日或之後開始的年度期間生效，並須追溯應用，亦可提早應用。提前應用二零二零年修訂本的實體必須同時應用二零二二年修訂本，反之亦然。本集團目前正評估修訂本的影響以及現有貸款協議是否需要修訂。基於初步評估，預期該修訂本不會對本集團之財務報表產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2, Disclosure of Accounting Policies

The amendments require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. Amendments to HKAS 1 are effective for annual periods beginning on or after 1 January 2023 and earlier application is permitted. Since the guidance provided in the amendments to HKFRS Practice Statement 2 is non-mandatory, an effective date for these amendments is not necessary. The Group is currently revisiting the accounting policy disclosures to ensure consistency with the amendments.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

香港會計準則第1號及香港財務報告準則實務報告第2號之修訂本—會計政策之披露

該等修訂本規定實體披露其重要會計政策資料，而非其重大會計政策。倘會計政策資料與實體財務報表所載其他資料一併考慮時，可合理預期會影響一般用途財務報表主要使用者根據該等財務報表作出之決策，則有關資料屬重大。香港財務報告準則實務報告第2號之修訂本就如何將重要性概念應用於會計政策披露提供非強制指引。香港會計準則第1號之修訂本於二零二三年一月一日或之後開始之年度期間生效，亦可提早應用。由於香港財務報告準則實務報告第2號之修訂本所提供指引並非強制，故該修訂本之生效日期並非必要。本集團目前正重新審視會計政策披露，以確保與修訂本的一致性。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKAS 8, Definition of Accounting Estimates

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

香港會計準則第8號之修訂本—會計估計之定義

該修訂本澄清會計估計變動與會計政策變動之間的區別。會計估計界定為財務報表中受計量不確定性限制的貨幣金額。該修訂本亦澄清實體如何使用計量技術及輸入值得出會計估計。該修訂本於二零二三年一月一日或之後開始之年度報告期間生效，並適用於該期間開始時或之後發生之會計政策變動及會計估計變動，亦可提早應用。預期該修訂本不會對本集團之財務報表產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.1 Basis of preparation (continued)

(b) New or amended HKFRSs that have been issued but are not yet effective (continued)

Amendments to HKAS 12, Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments are effective for annual reporting periods beginning on or after 1 January 2023 and shall be applied to transactions related to leases and decommissioning obligations at the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to the opening balance of retained profits or other component of equity as appropriate at that date. In addition, the amendments shall be applied prospectively to transactions other than leases and decommissioning obligations. Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

2 重要會計政策概要 (續)

2.1 編製基準 (續)

(b) 已頒佈但尚未生效之新訂或經修訂香港財務報告準則 (續)

香港會計準則第12號之修訂本—與單一交易產生的資產及負債相關的遞延稅項

該修訂本收窄香港會計準則第12號初始確認的例外情況範圍，使其不再適用於產生相等應課稅及可扣除暫時差異之交易，例如租賃及除役責任。因此，實體須就該等交易產生的暫時差異確認遞延稅項資產（惟須有充足應課稅溢利）及遞延稅項負債。該修訂本於二零二三年一月一日或之後開始之年度報告期間生效，並應適用於在呈列之最早比較期初與租賃及除役責任相關之交易，任何累計影響確認為對該日期適用之保留溢利或權益其他組成部分期初結餘作出之調整。此外，該修訂本須追溯應用於租賃及除役責任以外之交易，亦可提早應用。預期該修訂本不會對本集團之財務報表產生任何重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries

2.2.1 Consolidation

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

The Group applies the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement.

Acquisition-related costs are expensed as incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets.

2 重要會計政策概要 (續)

2.2 附屬公司

2.2.1 綜合賬目

附屬公司是本集團擁有控制權的全部實體(包括結構實體)。本集團對實體的控制權體現為自實體投資錄得可變回報的風險或權利,並擁有對實體行使權力以影響該等回報金額的能力。附屬公司的賬目自其控制權轉移至本集團之日起全面列入綜合賬目,並於本集團失去其控制權時停止綜合入賬。

本集團採用收購法將業務合併入賬。收購一家附屬公司轉讓的代價為所轉讓資產、所產生的負債及本集團發行的股本權益的公允值。所轉讓的代價包括或然代價安排所產生的任何資產或負債的公允值。

收購相關成本於產生時支銷。

在業務合併中所收購的可識別資產以及所承擔的負債及或然負債,初步以其於收購日期的公允值計量。本集團按逐項收購基準,以公允值或按非控股權益所佔被收購方資產淨值比例確認於被收購方的任何非控股權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.2 Subsidiaries (continued)

2.2.1 Consolidation (continued)

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If this is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the statement of comprehensive income.

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

2.2.2 Separate financial statements

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

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

2 重要會計政策概要 (續)

2.2 附屬公司 (續)

2.2.1 綜合賬目 (續)

所轉撥代價、於被收購方的任何非控制性權益金額以及於被收購方的任何先前股權於收購日期的公允值超過本集團應佔所收購可識別淨資產公允值的差額列作商譽。就議價購買而言，倘該差額低於所購入附屬公司的淨資產公允值，則直接在全面收益表中確認有關差額。

公司間的交易、集團公司間的交易結餘及未變現收益予以對銷。未變現虧損亦予以對銷，除非有關交易證明轉撥資產出現減值。附屬公司的會計政策已經變更（倘需要），以確保與本集團採納的政策相一致。

2.2.2 獨立財務報表

於附屬公司之投資按成本減減值入賬。成本包括投資之直接應佔成本。附屬公司之業績在本公司賬目內按已收及應收股息入賬。

倘自附屬公司收取之股息超出宣派股息期間該附屬公司之全面收益總額，或倘獨立財務報表之投資賬面值超出綜合財務報表所示被投資公司之資產淨值（包括商譽）之賬面值，則須對該等附屬公司之投資進行減值測試。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.3 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the person or group that allocates resources to and assesses the performance of the operating segments of an entity. The Group has determined the executive directors and senior management as its chief operating decision maker.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency").

The consolidated financial statements are presented in HK\$, which is the Company's functional and the Group's presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income.

2 重要會計政策概要 (續)

2.3 分部報告

經營分部的報告方式與提供予主要營運決策人的內部報告方式一致。主要營運決策人為向實體分配資源及評估實體經營分部表現的人士或集團。本集團已釐定執行董事及高級管理層作為其主要營運決策人。

2.4 外幣兌換

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目均以有關實體營運的主要經濟環境所用貨幣（「功能貨幣」）計量。

綜合財務報表以本公司的功能貨幣及本集團的呈列貨幣港元呈列。

(b) 交易及結餘

外幣交易按交易當日或項目重新計量的估值日期的通行匯率換算為功能貨幣。因該等交易結算及按年結時匯率換算以外幣計值的貨幣資產及負債而產生的外匯盈虧均於綜合全面收益表確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.4 Foreign currency translation (continued)

(c) Group companies

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

- (i) assets and liabilities for each consolidated statement of financial position presented are translated at the closing rate at the end of each reporting period;
- (ii) income and expenses for each consolidated statements of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- (iii) all resulting exchange differences are recognised in other comprehensive income.

2 重要會計政策概要 (續)

2.4 外幣兌換 (續)

(c) 集團公司

本集團旗下所有功能貨幣與呈列貨幣不同的實體(均非使用超高通脹地區的貨幣)的業績及財務狀況按以下方式換算為呈列貨幣：

- (i) 各綜合財務狀況表所呈列的資產及負債按各報告期末的收市匯率換算；
- (ii) 各綜合全面收益表的收支按平均匯率(除非此平均值並非該等交易日期通行匯率累計影響的合理約數，在此情況下，收支於交易日期換算)換算；及
- (iii) 所有產生的匯兌差額於其他全面收益內確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or are 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 charged to the profit or loss during the financial period in which they are incurred.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	10 years or over the lease term, whichever is shorter
Computer equipment	3 to 5 years
Furniture, fixtures and equipment	3 to 5 years
Motor vehicles	3 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Assets that are subject to depreciation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. The recoverable amount is the higher of the asset's fair value less costs to sell and value in use.

2 重要會計政策概要 (續)

2.5 物業、廠房及設備

物業、廠房及設備按歷史成本減累計折舊及減值(如有)列賬。歷史成本包括收購項目直接應佔開支。

僅當與該項目有關的未來經濟利益很可能流入本集團,而且該項目的成本能可靠計量時,其後成本方可列入資產的賬面值內或確認為獨立資產(如適用)。所有其他維修及保養均於其產生的財政期間於損益表扣除。

物業、廠房及設備於以下估計使用年期採用直線法將成本分配至剩餘價值計算折舊:

租賃物業裝修	十年或租期(以較短期間為準)
電腦設備	三至五年
傢俱、裝置及設備	三至五年
汽車	三至五年

資產的剩餘價值及使用年期於各報告期末檢討,並在適當情況下作出調整。每當有事件發生或情況出現轉變,顯示須作出折舊的資產不可按賬面值收回時,則會審閱有關減值情況。倘資產的賬面值高於其估計可收回金額,則其賬面值即時撇減至其可收回金額。可收回金額為資產的公允價值減銷售成本與使用價值兩者中較高者。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.5 Property, plant and equipment (continued)

Gains and losses on disposals are determined by comparing proceeds with carrying amounts. These are included in 'other operating expenses' in the consolidated statement of comprehensive income.

2.6 Intangible assets

The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic lives (3 to 5 years) and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Intangible assets with indefinite useful lives are tested for impairment annually. Such intangible assets are not amortised. The useful lives of intangible assets with indefinite lives are reviewed annually to determine whether indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

2 重要會計政策概要 (續)

2.5 物業、廠房及設備 (續)

出售時的盈虧乃透過比較所得款項與賬面值而釐定，並計入綜合全面收益表內的「其他經營開支」。

2.6 無形資產

無形資產的使用年期可評估為有限或無限。年期有限的無形資產於可使用經濟年期(三至五年)內攤銷，並評估是否有跡象顯示無形資產可能出現減值。使用年期有限的無形資產的攤銷期及攤銷方法最少於各報告期末檢討一次。

使用年期無限的無形資產於每年進行減值測試。該等無形資產不予攤銷。年期無限的無形資產的使用年期每年進行檢討以釐定無限年期評估是否仍然適用。倘不適用，則對使用年期從無限評定為有限的變動按預期基準入賬。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases

The Group as lessee

All leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

Right-of-use asset

The right-of-use asset should be initially recognised at cost and would comprise:

- (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability);
- (ii) any lease payments made at or before the commencement date, less any lease incentives received;
- (iii) any initial direct costs incurred by the lessee; and
- (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

2 重要會計政策概要 (續)

2.7 租賃

本集團作為承租人

所有租賃（不論為經營租賃或融資租賃）須於財務狀況表資本化為使用權資產及租賃負債，惟向實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

使用權資產

使用權資產應按成本初步確認並將包括：

- (i) 首次計量租賃負債的金額（見下文有關租賃負債入賬的會計政策）；
- (ii) 於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；
- (iii) 承租人產生的任何首次直接成本；及
- (iv) 承租人在租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，該等成本乃為生產存貨而產生則除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

Right-of-use asset (continued)

The Group measures the right-of-use asset applying a cost model. Under the cost model, the Group measures the right-of-use asset at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. Depreciation of right-of-use asset is calculated using the straight-line method to allocate its cost over the lease term.

Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments:

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

2 重要會計政策概要 (續)

2.7 租賃 (續)

使用權資產 (續)

本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。使用權資產的折舊乃使用直線法將其成本於租賃期內進行分配計算得出。

租賃負債

租賃負債乃按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款採用租賃暗含的利率貼現（倘該利率可輕易釐定）。倘該利率無法輕易釐定，則本集團採用本集團的增量借款利率。

下列並非於租賃開始日期就於租賃期內使用相關資產的權利支付的款項被視為租賃付款：

- (i) 固定付款減任何應收租賃獎勵；
- (ii) 按開始日期之指數或利率首次計量的浮動租賃付款（取決於指數或利率）；
- (iii) 承租人根據剩餘價值擔保預期將支付的款項；
- (iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價；及
- (v) 倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

Lease liability (continued)

Subsequent to the commencement date, the Group measures the lease liability by:

- (i) increasing the carrying amount to reflect interest on the lease liability;
- (ii) reducing the carrying amount to reflect the lease payments made; and
- (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised, except the discount rate remains unchanged. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

2 重要會計政策概要 (續)

2.7 租賃 (續)

租賃負債 (續)

於開始日期後，本集團透過下列方式計量租賃負債：

- (i) 增加賬面值以反映租賃負債的利息；
- (ii) 減少賬面值以反映作出的租賃付款；及
- (iii) 重新計量賬面值以反映任何重估或租賃修改，或反映經修訂的實質固定租賃付款。

本集團修訂其對任何租賃年期的估計（例如因為其重新評估承租人行使延期或終止選擇權的可能性）時會調整租賃負債的賬面值，以反映在經修訂年期內須支付的款項，並採用經修訂貼現率貼現。修訂取決於利率或指數的未來租賃付款之可變要素時，同樣修訂租賃負債的賬面值，惟貼現率保持不變。在上述兩種情況下，均會對使用權資產的賬面值進行相應的調整，經修訂的賬面值則於剩餘（經修訂）租賃期內攤銷。倘使用權資產之賬面值調整至零，則任何進一步減扣均於損益中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.7 Leases (continued)

Lease liability (continued)

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for COVID-19-Related Rent Concessions applies (see Note 2.1), if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

2 重要會計政策概要 (續)

2.7 租賃 (續)

租賃負債 (續)

本集團與出租人重新商討租賃合約條款時，倘重新商討後租賃一項或多項額外資產，而相關金額與所獲取額外使用權的單獨價格相稱，則相關修訂將作為一項獨立租賃入賬。於所有其他情況下，倘重新商討後租賃範圍有所增加（不論為延長租賃期或租賃一項或多項額外資產），則採用於修訂日期適用的貼現率重新計量租賃負債，而使用權資產則按相同金額調整。除適用於新型冠狀病毒疫情相關租金優惠的可行權宜方法（見附註2.1）外，倘重新商討後租賃範圍有所縮減，則按相同比例扣減租賃負債及使用權資產的賬面值，以反映終止部分或全部租賃，而任何差額均於損益中確認。其後再進一步調整租賃負債，以確保其賬面值反映經重新商討期限內的經重新商討付款金額，經修訂租賃付款按於修訂日期適用的利率貼現，而使用權資產則按相同金額調整。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.8 Impairment of non-financial assets

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

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.

2 重要會計政策概要 (續)

2.8 非金融資產的減值

無限使用年期的資產毋須攤銷，並每年進行減值測試。每當有事件發生或情況出現轉變，顯示須作出攤銷的資產不可按賬面值收回時，則會審閱有關減值情況。減值虧損按資產賬面值超出其可收回金額的金額確認。可收回金額為資產公允值減銷售成本與使用價值兩者中的較高者。於評估減值時，資產按可獨立識別現金流入（其大致上獨立於其他資產或資產組別（現金產生單位）的現金流入）的最低水平劃分組別。除商譽外，錄得減值的非金融資產於各報告期末審閱減值可否撥回。

於測試現金產生單位減值時，倘可建立合理一致的分配基準，企業資產會分配予相關現金產生單位，否則將分配予可建立合理一致的分配基準的最小現金產生單位組別。本集團會就企業資產所屬的現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別的賬面值作比較。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets

2.9.1 Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income); and
- those to be measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.9.2 Recognition and derecognition

Regular purchases and sales of financial assets are recognised on trade-date – the date on which the Group commits to purchase or sell the assets.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

2 重要會計政策概要 (續)

2.9 金融資產

2.9.1 分類

本集團將其金融資產分類為以下計量類別：

- 其後按公允值 (透過損益或透過其他全面收益) 計量的金融資產；及
- 按攤銷成本計量的金融資產。

該分類取決於本集團管理金融資產的業務模式及現金流量的合約條款。

就按公允值計量的資產而言，收益及虧損將於損益或其他全面收益列賬。

當且僅當本集團管理該等資產的業務模式改變時，方對債務投資進行重新分類。

2.9.2 確認及終止確認

金融資產的常規買賣於交易當日 (即本集團承諾購買或出售資產當日) 確認。

金融資產於自金融資產收取現金流量的權利屆滿或轉讓且本集團已實質上轉移所有權的一切風險及回報後終止確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.9 Financial assets (continued)

2.9.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Gains and losses arising from changes in the fair value of the “financial assets at fair value through profit or loss” category are included directly in consolidated statement of comprehensive income.

Certain financial assets are carried at amortised cost using the effective interest method less impairment if any. The Group’s receivables and deposits, balances due from agents and bank balances fall under this category. These financial assets are measured subsequently at amortised cost using the effective interest rate method. Interest on loans is included in the consolidated statement of comprehensive income and is reported as net interest income.

2.9.4 Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2 重要會計政策概要 (續)

2.9 金融資產 (續)

2.9.3 計量

於初步確認時，本集團按其公允價值加（倘金融資產並非按公允價值計入損益（「按公允價值計入損益」）計量）收購金融資產直接應佔之交易成本計量金融資產。按公允價值計入損益列賬的金融資產的交易成本於損益中支銷。「按公允價值計入損益之金融資產」類別之公允價值變動所產生之收益及虧損直接計入綜合全面收益表。

若干金融資產以實際利率法按攤銷成本減去減值（如有）列賬。本集團的應收款項及按金、應收代理結餘及銀行結餘屬於此類別。該等金融資產隨後使用實際利率法按攤銷成本計量。貸款利息計入綜合全面收益表並呈報為利息收入淨額。

2.9.4 減值

本集團按前瞻性基準評估與其按攤銷成本列賬的金融資產相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.10 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.11 Derivative financial instruments

The Group classifies derivatives as financial assets or financial liabilities at fair value through profit or loss at inception. The Group does not classify any derivatives as hedges in a hedging relationship.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair values. Gains or losses arising from changes in the fair values are recognised in the “leveraged foreign exchange and other trading income” in the period in which they arise.

2.12 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, deposits at banks, bank deposits with original maturities of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash and cash equivalents available for the disposition of the Group and exclude client trust bank balances, and bank deposits held to secure the banking facilities granted to the Group.

2 重要會計政策概要 (續)

2.10 抵銷金融工具

當存在一項法定可執行權利可抵銷已確認金額且亦有意以淨額結算或同時變現資產及償付債務，則金融資產及負債均可予抵銷，且將有關淨額列入綜合財務狀況表內。法定可執行權利必須不得依賴未來事件而定，而在一般業務過程中以及倘本集團或對手方一旦出現違約、無償債能力或破產時亦必須可強制執行。

2.11 衍生金融工具

本集團於開始時將衍生工具分類為按公允值計入損益的金融資產或金融負債。本集團並無將任何衍生工具分類作對沖關係中對沖用途。

衍生工具於訂立衍生工具合約當日初步按公允值確認，其後按公允值重新計量。公允值變動所產生的收益或虧損於其產生期間於「槓桿式外匯及其他交易收入」中確認。

2.12 現金及現金等價物

現金及現金等價物包括手頭現金、銀行存款、原到期日為三個月或以下的銀行存款。

就綜合現金流量表而言，現金及現金等價物為可供本集團處置的現金及現金等價物，不包括客戶信託銀行結餘以及為授予本集團的銀行信貸提供擔保而持有的銀行存款。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.13 Rental, utility and other deposits

Rental, utility and other deposits held on a long term basis are stated at amortised cost using the effective interest method less impairment if any.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the First-In-First-Out method and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. 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. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the writedown or loss occurs.

2.15 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

Due to the short-term nature of the current receivables, their carrying amount is considered to be the same as their fair value.

2 重要會計政策概要 (續)

2.13 租金、公用設施及其他按金

長期持有的租金、公用設施及其他按金按實際利率法以攤銷成本扣減減值(如有)列賬。

2.14 存貨

存貨按成本與可變現淨值之較低者列賬。成本以先進先出法計算，包括所有採購成本、加工成本及將存貨送達至目前地點及現狀所產生之其他成本。可變現淨值為日常業務過程中之估計售價減去估計完工成本及作出銷售所需之估計成本。任何存貨撇減至可變現淨值的減幅及所有存貨虧損於撇減或虧損產生期間確認為開支。

2.15 貿易應收款項

貿易應收款項為日常業務過程中就已售貨品或已提供服務應收客戶之款項。倘貿易及其他應收款項預期可於一年或以內(或倘時間更長，則於業務之正常營運週期內)收回，則分類為流動資產，否則呈列為非流動資產。

貿易應收款項初步以無條件之代價款項確認，惟包含重大融資成分除外，在此情況下則按公允值確認。本集團持有目的為收取合約現金流量之貿易應收款項，因此其後以實際利率法按攤銷成本計量。

由於即期應收款項之短期性質，其賬面值被視為與其公允值一致。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.16 Financial liabilities

Financial liabilities representing other payables and clients' balance are recognised initially at fair value net of transaction costs incurred. Financial liabilities are subsequently stated at amortised cost; any difference between proceeds net of transaction costs and the redemption value is recognised in the profit or loss over the period of the other financial liabilities using the effective interest method. Financial liabilities are derecognised when they are extinguished – that is, when the obligation is discharged, cancelled or expires.

2.17 Trade payables and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade and other payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.18 Provision

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation. When the time value of money is material, provisions are stated at the present value of the expenditure 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 of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

2 重要會計政策概要 (續)

2.16 金融負債

金融負債(指其他應付款項及客戶結餘)最初以公允值確認並扣除所產生的交易成本。金融負債其後以攤銷成本列賬;所得款項(扣除交易成本)與贖回價值之間的差額以實際利率法於其他金融負債期間於損益確認。金融負債在所指定的責任解除、註銷或屆滿時終止確認。

2.17 貿易應付款項及其他應付款項

貿易應付款項為日常業務過程中自供應商購買貨品或服務之付款責任。倘貿易及其他應付款項之付款於一年或以內(或倘時間更長,則於業務之正常營運週期內)到期,則分類為流動負債,否則呈列為非流動負債。貿易及其他應付款項初步按公允值確認,其後以實際利率法按攤銷成本計量。

2.18 撥備

當由於過往事件引致目前出現法定或推定責任,而可能導致日後資源流出以履行責任,並能夠可靠估計責任金額時,則會確認撥備。倘金錢的時間價值重大,撥備會以履行責任預期所需開支的現值列賬。

倘可能毋須流出經濟利益,或金額未能可靠估計,除非流出經濟利益的可能性極低,否則須將該責任披露為或然負債。潛在責任是否存在僅以發生或不發生一項或多項未來事件確定,除非流出經濟利益的可能性極低,否則亦須將其披露為或然負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits

(a) Retirement benefits scheme

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "Scheme") under the Mandatory Provident Fund Schemes Ordinance for all of its employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to the profit or loss as they become payable in accordance with the rules of the Scheme.

The employees of the Group's subsidiary, which operates in New Zealand, are eligible to participate in KiwiSaver plan on a voluntary basis. This subsidiary is required to contribute certain percentage of its payroll costs to the fund only if employees are making contribution to KiwiSaver plan. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the fund.

The employees of the Group's subsidiary, which operates in Australia, are required to participate in employee superannuation fund. This subsidiary is required to contribute certain percentage of its payroll costs to the fund. The contributions are charged to the profit or loss as they become payable in accordance with the rules of the fund.

The assets of the Scheme and other plans as described above are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the Scheme and other plans.

2 重要會計政策概要 (續)

2.19 僱員福利

(a) 退休福利計劃

本集團根據強制性公積金計劃條例，為所有香港僱員設立界定供款的強制性公積金退休福利計劃（「該計劃」）。根據該計劃的規則，供款按僱員基本薪酬的一定百分比作出，並於應付時在損益中扣除。

本集團新西蘭附屬公司的僱員均合資格自願參與KiwiSaver計劃。僅當僱員向KiwiSaver計劃作出供款時，該附屬公司須按薪金成本的一定百分比向該基金作出供款。根據該基金的規則，該等供款於應付時在損益中扣除。

本集團澳洲附屬公司的僱員須參與僱員退休基金。該附屬公司須按薪金成本的一定百分比向該基金作出供款。根據該基金的規則，該等供款於應付時在損益中扣除。

該計劃及上文所述其他計劃的資產乃以獨立管理基金方式與本集團的資產分開持有。本集團向該計劃及其他計劃繳納僱主供款時，該等供款即全數歸僱員所有。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.19 Employee benefits (continued)

(b) Employee leave entitlements

Employee entitlements to annual leave are recognised when they are accrued to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of reporting period.

(c) Bonus

The Group recognises a liability and an expense for bonuses, in which the bonus scheme is at the discretion of the Group's directors based on the Group performance that takes into consideration the profit attributable to the Group after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

2.20 Share-based payment transactions

(a) Equity-settled share-based payment transactions

The Group operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined with reference to the fair value estimated by external valuer under a valuation model commonly used in the market.

2 重要會計政策概要 (續)

2.19 僱員福利 (續)

(b) 僱員假期權益

僱員的年假權利在僱員享有的有關假期產生時確認。本集團為截至報告期末止僱員已提供服務產生的年假的估計負債作出撥備。

(c) 花紅

本集團就花紅確認負債及開支，而有關花紅計劃乃本集團董事根據本集團表現酌情制定，並計及於作出若干調整後本集團應佔的溢利。於出現合約責任或過往慣例引致推定責任時，本集團即確認撥備。

2.20 股份支付交易

(a) 權益結算股份支付交易

本集團設有一項購股權計劃，為對本集團業務成功作出貢獻之合資格參與者提供鼓勵與獎賞。本集團僱員（包括董事）以股份支付交易之方式收取報酬，而僱員則提供服務作為權益工具之代價（「權益結算交易」）。

與僱員進行權益結算交易之成本乃參考其授出當日之公允值計算。公允值乃參考外部估值師根據市場常用估值模型所估計之公允值釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Share-based payment transactions (continued)

(a) Equity-settled share-based payment transactions (continued)

In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company (“market conditions”), if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the year in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the “vesting date”). The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting year has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the profit or loss for a year represents the movement in the cumulative expense recognised as at the beginning and end of that year.

Upon exercise of share options, the amount previously recognised in share option reserve and the proceeds received net of any directly attributable transaction costs up to the nominal value of the share issued are reallocated to share capital with any excess being recorded as share premium.

When the share options are lapsed, forfeited or still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to (accumulated losses)/retained profits.

2 重要會計政策概要 (續)

2.20 股份支付交易 (續)

(a) 權益結算股份支付交易 (續)

在評估權益結算交易時，除與本公司股價相關之條件（「市場條件」）（如適用）外，並不考慮任何表現條件。

權益結算交易之成本，連同權益相應增加部分，在服務條件獲達成之年度（於有關僱員完全有權獲得獎勵之日（「歸屬日期」）結束）內確認。在歸屬日期前，於各報告期末確認之權益結算交易之累積開支，反映歸屬年度已到期部分及本集團對最終將會歸屬之權益工具數目之最佳估計。本年度在損益內扣除或進賬，乃反映累積開支於年初與年終確認之變動。

於購股權獲行使時，先前在購股權儲備確認之數額及所收取之款項（扣除任何直接應佔交易成本，最多為已發行股份之面值）將重新撥入股本，任何超出之金額則入賬為股份溢價。

倘購股權失效、被沒收或於屆滿日期仍未行使，則先前在購股權儲備確認之數額將撥至（累計虧損）／保留溢利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.20 Share-based payment transactions (continued)

(a) Equity-settled share-based payment transactions (continued)

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification, which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

(b) Share-based payment transaction among Group entities

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting periods an increase to investment in subsidiaries undertakings, with a corresponding credit to equity in the parent entity accounts.

2 重要會計政策概要 (續)

2.20 股份支付交易 (續)

(a) 權益結算股份支付交易 (續)

倘權益結算獎勵之條款已修改，則須確認一項最少支出，猶如有關條件並無修改。此外，會就任何修改確認支出，使股份支付安排的總公允值增加，或對僱員有所裨益，猶如修訂日期所計量者。

倘若權益結算獎勵被註銷，應被視為已於註銷日期歸屬，任何尚未確認之獎勵開支，均應立刻確認。然而，若授予新獎勵代替已註銷之獎勵，並於授出日期指定為替代獎勵，則已註銷之獎勵及新獎勵，均應被視為原獎勵之變更，一如前段所述。

計算每股盈利時，未行使購股權之攤薄效應，反映為額外股份攤薄。

(b) 集團實體間股份支付交易

本公司向本集團附屬公司的僱員授予權益工具的購股權，被視為資本投入。所獲得僱員服務的公允值乃參考授出日期的公允值計量，於歸屬期內確認為增加對附屬公司的投資，並相應計入母公司實體賬目內的權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.21 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Dividend on ordinary shares is recognised as a liability in the consolidated financial statements in the period in which it is approved by the shareholders or directors where appropriate.

2.22 Income tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting period in the countries where the Group's subsidiaries operate and generate taxable income. Management periodically evaluates position taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2 重要會計政策概要 (續)

2.21 股本

普通股被分類為權益。直接歸屬於發行新股或購股權的新增成本於扣除稅項後在權益中列為所得款項扣減。

普通股股息於獲股東或董事(如適用)批准期間於綜合財務報表內確認為負債。

2.22 所得稅

年內稅項支出包括即期及遞延稅項。稅項在損益確認，惟與在其他全面收益確認或直接在權益確認的項目相關的情況除外。在該情況下，稅項亦分別在其他全面收益確認或直接在權益確認。

(a) 即期所得稅

即期所得稅支出根據本集團附屬公司營運及產生應課稅收入的國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.22 Income tax (continued)

(b) Deferred income tax

Deferred income tax is recognised in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary difference can be utilised.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2 重要會計政策概要 (續)

2.22 所得稅 (續)

(b) 遞延所得稅

遞延所得稅採用負債法，就資產及負債的計稅基準與資產及負債於綜合財務報表的賬面值之間產生的暫時性差額予以全數確認。遞延所得稅採用在報告期末前已頒佈或實質頒佈，並在變現有關遞延所得稅資產或清償遞延所得稅負債時預期將會適用的稅率（及稅法）而釐定。

遞延所得稅資產僅於可能有未來應課稅溢利將可用作抵銷暫時性差額時確認。

遞延所得稅按於附屬公司的投資所產生的暫時性差額作出撥備，惟倘遞延所得稅負債撥回暫時性差額的時間由本集團控制，而在可見將來不大可能撥回暫時性差額則除外。

當有法定可執行權力將即期稅項資產與即期稅項負債抵銷，且遞延所得稅資產及負債涉及由同一稅務機關向應課稅實體或有意以淨額基準結算結餘的不同應課稅實體徵收所得稅，則可將遞延所得稅資產與負債互相抵銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.23 Goods and Services Tax ("GST")

The financial statements have been prepared so that expenses/costs are stated inclusive of GST, where appropriate. The Group is not a registered person in term of the Goods and Services Tax Act 1985 in New Zealand.

2.24 Revenue recognition

Revenue of the Group is recognised on the following bases:

- (a) Sales of goods from healthcare business, when the control of the products has transferred to the customers, which is the point of acceptance by the customers;
- (i) Right of return
For contracts which provide a customer with a right to return the goods within a specified period, the expected value method is used to estimate the goods that will not be returned because this method best predicts the amount of variable consideration to which the Group will be entitled. The requirements in HKFRS 15 on constraining estimates of variable consideration are applied in order to determine the amount of variable consideration that can be included in the transaction price. For goods that are expected to be returned, instead of revenue, a refund liability is recognised. A right-of-return asset (and the corresponding adjustment to cost of sales) is also recognised for the right to recover products from a customer.
- (b) Leveraged foreign exchange and other trading income, when the services have been rendered;
- (c) fees and commission income, when the services have been rendered;

2 重要會計政策概要 (續)

2.23 商品及服務稅 (「商品及服務稅」)

財務報表已編製以使開支／成本列賬時包括商品及服務稅 (如適用)。就新西蘭一九八五年商品及服務稅法而言，本集團並非註冊人。

2.24 收益確認

本集團的收益乃按以下基準確認：

- (a) 保健產品業務貨品銷售，於產品的控制權已轉讓予客戶時 (即客戶接納產品時) 確認；
- (i) 退貨權
就為客戶提供於指定期間內退貨的權利的合約而言，預期估值法用於估計將不會退回的貨品，因該方法最能預測本集團將有權取得的可變代價金額。本集團已應用香港財務報告準則第15號有關限制可變代價估計的規定，以釐定可計入交易價格的可變代價金額。預期將會退回的貨品會被確認為退款負債而非收益。退貨權資產 (及對銷售成本作出的相應調整) 亦確認為收回客戶產品的權利。
- (b) 槓桿式外匯及其他交易收入，於提供服務時確認；
- (c) 費用及佣金收入，於提供服務時確認；

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.24 Revenue recognition (continued)

- (d) management fees income, when the services have been rendered; and
- (e) interest income, on an accrual basis using the effective interest method by applying the rate that discounts the estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset.

2.25 Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.26 Right-of-return assets

A right-of-return asset is recognised for the right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the goods to be returned, less any expected costs to recover the goods and any potential decreases in the value of the returned goods. The Group updates the measurement of the asset for any revisions to the expected level of returns and any additional decreases in the value of the returned goods.

2.27 Refund liabilities

A refund liability is recognised for the obligation to refund some or all of the consideration received (or receivable) from a customer and is measured at the amount the Group ultimately expects it will have to return to the customer. The Group updates its estimates of refund liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

2 重要會計政策概要 (續)

2.24 收益確認 (續)

- (d) 管理費收入，於提供服務時確認；及
- (e) 利息收入，按應計基準以實際利率法確認，方法為於金融工具的預計年期將估計未來現金收入按利率貼現至金融資產賬面淨值。

2.25 合約負債

合約負債於本集團轉移相關貨品或服務前收取客戶付款或付款到期（以較早發生者為準）時確認。合約負債於本集團履行合約（即將相關貨品或服務的控制權轉移至客戶）時確認為收益。

2.26 退貨權資產

退貨權資產乃確認為收回預期客戶將予退還貨品的權利。資產乃按將予退還貨品的過往賬面值減收回貨品的任何預期成本及已退還貨品的任何潛在減值計量。本集團就預期退還水平的任何修訂及已退還貨品的任何額外減值更新資產的計量。

2.27 退款負債

退款負債乃確認為退還部分或全部自客戶收取（或應收客戶）的代價的責任，並按本集團最終預期將需退還予客戶的金額計量。本集團於各報告期末更新其退款負債（及交易價格的相應變動）的估計。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.28 Cash dealing income

Unleveraged cash dealing services are provided to corporate clients, in particular, those clients engaged in money changing business for the purpose of hedging their cash positions and meeting settlement obligations. The Group is rewarded by the spread between the price quoted to our clients and the price offered by our market makers. Cash dealing income is recognised when cash dealing transactions have been completed by market makers with reference to prevailing exchange rate.

2.29 Government grant

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable and are recognised as other revenue, rather than reducing the related expense.

2.30 Non-current assets (or disposal groups) held-for-sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The non-current assets (except for certain assets as explained below), (or disposal groups), are stated at the lower of carrying amount and fair value less costs to sell.

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographic area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

2 重要會計政策概要 (續)

2.28 現金交易收入

本集團向公司客戶，尤其是該等為對沖彼等現金頭寸及履行結算責任而參與貨幣兌換業務的客戶，提供非槓桿式現金交易服務。本集團從給予客戶的報價與本集團市場莊家提供的價格中賺取差價。現金交易收入於市場莊家完成現金交易時參考現行匯率確認。

2.29 政府補助

政府補助於可合理確定本集團將符合有關附帶條件及將會收取有關補助時方予確認。

倘應收政府補助乃用作補償開支或已發生的虧損或為向本集團提供並無日後相關成本的即時財務支援，則在應收期間於損益中確認，並確認為其他收益，而非扣除相關開支。

2.30 持作出售之非流動資產(或出售組別)及已終止經營業務

倘非流動資產(或出售組別)之賬面值將主要透過出售交易收回且該出售被認為高度可能時，則該等非流動資產(或出售組別)將分類為持作出售。非流動資產(下文所述的若干資產除外)(或出售組別)按賬面值與公允值減出售成本之較低者列賬。

已終止經營業務為本集團業務之組成部分，其經營及現金流量可與本集團其餘業務清晰區分，並代表一個獨立主要業務範圍或地理經營領域，或屬於出售獨立主要業務範圍或地理經營領域之單一統籌計劃之一部分，或僅為轉售而收購之附屬公司。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

2.30 Non-current assets (or disposal groups) held-for-sale and discontinued operations (continued)

When an operation is classified as discontinued, a single amount is presented in the consolidated statement of comprehensive income, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group(s) constituting the discontinued operation.

On 25 January 2022, the Company announced that the Group has decided to suspend the operation of CLSA Premium New Zealand Limited (a subsidiary of the Company in New Zealand, "CLSAP NZ") and to change it as a dormant company until there is any further decision to be made. In June 2022, CLSAP NZ has returned its derivative issuer licence to the Financial Markets Authority of New Zealand (the "FMA").

3 FINANCIAL RISK MANAGEMENT

Risk is inherent in the financial service business and sound risk management is a cornerstone of prudent and successful financial practice. The Group acknowledges that a balance must be achieved between risks, control and business growth. The principal financial risks inherent in the Group's business are credit risk, market risk (including interest rate risk and foreign currency risk) and liquidity risk. The Group's overall risk management objective is to enhance shareholder value while retaining exposure within acceptable thresholds in response to changes in markets. The Group has a robust risk management system in place to identify, analyse, assess and manage risks.

2 重要會計政策概要 (續)

2.30 持作出售之非流動資產(或出售組別)及已終止經營業務 (續)

倘一項業務被分類為已終止經營業務，則將在綜合全面收益表中呈列單一金額，其中包括已終止經營業務之除稅後溢利或虧損及計量構成已終止經營業務之資產或出售組別之公允值減出售成本時或出售時所確認之除稅後收益或虧損。

於二零二二年一月二十五日，本公司宣佈，本集團已決定暫停CLSA Premium New Zealand Limited (本公司於新西蘭的附屬公司，「CLSAP NZ」)之營運，並將其轉為不活動公司直至作出其他決定為止。於二零二二年六月，CLSAP NZ已將其衍生產品發行人牌照歸還予新西蘭金融市場管理局(「金融市場管理局」)。

3 財務風險管理

金融服務業本身存在風險，因此訂立妥善的風險管理制度，乃企業審慎而成功的做法。本集團知悉風險、控制及業務發展之間須達致平衡。本集團的業務存在的主要金融風險為信貸風險、市場風險(包括利率風險及外匯風險)及流動性風險。本集團的總體風險管理目標為於應對市場變動時，將所面對的風險控制於可接受水平內之餘，同時致力提高股東價值。本集團已建立完善的風險管理系統以識別、分析、評估及管理風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

The policies for managing each of these risks are summarised below:

3.1 Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group is exposed to credit risk from bank balances, balances due from agents, derivative financial instruments, trade receivables, other receivables and deposits. After evaluating the clients' risk profiles, the Group sets stop-out levels to the clients. Once their equity drops to the stop-out level the Group's trading system will automatically liquidate the client's positions. Without taking into account any collateral held or other credit enhancements, the maximum exposure to credit risk is the carrying amounts of these assets. The Group monitors the credit risk exposure of the balances on a regular basis, taking into account the financial position and past experience. The Group did not experience any losses from non-performance by the counterparties. The balances due from agents have no defaults in the past.

The Group's bank deposits are held with banks and balances due from agents are held with major financial institutions. Management reviews the banks and financial institutions' creditworthiness on a regular basis.

The Group's trade receivables mainly include receivables from third-party payment platform receivables. The management believes the credit risk is limited because the deposits in transit was held by high-credit-quality financial institutions. There has been no recent history of default in relation to these financial institutions, the credit risk in such trade receivables is low.

3 財務風險管理 (續)

管理該等風險各自的政策概述如下：

3.1 信貸風險

信貸風險指對手方在其合約責任的失責以致本集團蒙受財務損失的風險。本集團就銀行結餘、應收代理結餘、衍生金融工具、貿易應收款項、其他應收款項及按金承受信貸風險。於評估客戶風險狀況後，本集團為客戶設立強制平倉水平。一旦其淨值跌至強制平倉水平，本集團交易系統將自動為客戶平倉。在未計及所持任何抵押品或其他信貸提升情況下，承受的最高信貸風險乃該等資產的賬面值。本集團會定期監察餘額之信貸風險，並考慮財務狀況及過往經驗。本集團並無因對手方未能履約而承受任何虧損。應收代理結餘於過往並無拖欠款項。

本集團銀行存款由銀行持有，而應收代理結餘由重要金融機構持有。管理層定期審閱銀行及金融機構的信譽。

本集團的貿易應收款項主要包括來自第三方支付平台應收款項的應收款項。管理層認為信貸風險有限，原因是未達賬項乃由信譽較高的金融機構持有。該等金融機構近期並無違約歷史，該等貿易應收款項的信貸風險較低。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Credit risk (continued)

(a) Impairment of financial assets

The Group has four types of financial assets that are subject to HKFRS 9 expected credit loss assessment:

- Cash and bank balances and client trust bank balances;
- Trade receivables;
- Balances due from agents; and
- Other receivables and deposits.

The Group measures loss allowances for these financial assets at an amount equal to 12-month expected credit losses ("ECL"), which is an estimate of losses that the Group expects will result from a credit event, such as a payment default.

To measure the expected credit losses, the Group determines the expected loss rates based on the credit default rates of the debtors of these financial assets with reference to the corresponding credit ratings from internationally renowned credit rating agencies. These rates are further adjusted to reflect the possible changes in the current and forwarding looking macroeconomic factors which may result in different default behaviour and credit risks of the debtors. At each reporting date, the credit default rates are updated and changes in the forward-looking estimates are analysed.

As at 31 December 2022, the 12-month ECL calculated by the Group is not material and there has been no significant increase in credit risk since initial recognition.

3 財務風險管理 (續)

3.1 信貸風險 (續)

(a) 金融資產減值

本集團有四類適用於香港財務報告準則第9號預期信貸虧損評估之金融資產：

- 現金及銀行結餘以及客戶信託銀行結餘；
- 貿易應收款項；
- 應收代理結餘；及
- 其他應收款項及按金。

本集團按相等於12個月的預期信貸虧損（「預期信貸虧損」）（即本集團預期因信貸事件（如拖欠付款）而產生的估計虧損）的金額計量該等金融資產之虧損撥備。

為計量預期信貸虧損，本集團根據該等金融資產之債務人之信貸違約率，參考國際知名信貸評級機構提供的相應信貸評級釐定預期虧損率。該等比率會進一步調整以反映當前及前瞻宏觀經濟因素的可能變化，該等因素可能導致債務人的不同違約行為及信貸風險。在各報告日期，已更新信貸違約率並分析前瞻性估計的變動。

於二零二二年十二月三十一日，本集團所計算之12個月的預期信貸虧損並不重大，自初步確認以來信貸風險並無顯著增加。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Credit risk (continued)

(a) Impairment of financial assets (continued)

The movement in the provision for expected credit loss account in respect of bank balances and client trust bank balances, balances due from agents and other receivables and deposits during the year is as follows:

Consolidated statement of financial position (extract)	綜合財務狀況表 (摘錄)	Bank balances and client trust bank balances	Balances due from agents	Other receivables and deposits	Total
		銀行結餘以及客戶信託銀行結餘 HK\$'000 千港元	應收代理結餘 HK\$'000 千港元	其他應收款項及按金 HK\$'000 千港元	總計 HK\$'000 千港元
Balance at 1 January 2021	於二零二一年一月一日結餘	314	277	4	595
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	(311)	(75)	(4)	(390)
Exchange differences	匯兌差額	(3)	(11)	-	(14)
Balance at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日結餘	-	191	-	191
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	-	(183)	-	(183)
Exchange differences	匯兌差額	-	(8)	-	(8)
Balance at 31 December 2022	於二零二二年十二月三十一日結餘	-	-	-	-

3 財務風險管理 (續)

3.1 信貸風險 (續)

(a) 金融資產減值 (續)

年內銀行結餘以及客戶信託銀行結餘、應收代理結餘及其他應收款項及按金之預期信貸虧損賬撥備變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Credit risk (continued)

(b) Maximum exposure to credit risk before collateral held or other credit enhancements

The Group's maximum exposure to credit risk in the event the counterparties fail to perform their obligations as at the end of reporting period, in relation to each class of financial assets, is the amounts of those assets before provision for expected credit loss as indicated in the consolidated statement of financial position. These amounts represent the worst case scenario of credit risk exposure to the Group at 31 December 2022 and 2021, without taking into account any collateral held or other credit enhancements attached.

The amounts of receivables and other assets arising from the course of business of the Group are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade receivables	貿易應收款項	17,991	–
Other receivables and deposits	其他應收款項及按金	3,735	4,037
Derivative financial instruments*	衍生金融工具*	–	4,579
Balances due from agents	應收代理結餘	4,651	34,154
Cash and bank balances and client trust bank balances	現金及銀行結餘以及客戶信託銀行結餘	216,025	273,692
Total gross amounts	總額合計	242,402	316,462

*: Being net amounts of financial assets presented in the consolidated statement of financial position but before netting off collateral or other credit enhancement.

3 財務風險管理 (續)

3.1 信貸風險 (續)

(b) 持有抵押品或其他信貸提升前的最高信貸風險值

倘對手方未能於報告期末履行其責任，則本集團所面臨與各類金融資產相關的最高信貸風險值為綜合財務狀況表內所示該等資產於預期信貸虧損撥備前的金額。該等金額為本集團於二零二二年及二零二一年十二月三十一日所面臨的信貸風險的最差情形，且未計及任何所持抵押品或所附其他信貸提升情況。

於本集團業務過程中產生的應收款項及其他資產金額如下：

*: 指扣除抵押品或其他信貸提升前的綜合財務狀況表內所呈列的金融資產淨額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Credit risk (continued)

- (c) None of the financial assets is either past due or impaired.
- (d) The following table breaks down the Group's major credit exposure at their amounts, as categorised by geographical region as of 31 December 2022 and 2021. The Group has allocated exposures to regions based on the country of domicile of its counterparties. Credit risk exposure by geographical sectors is classified according to the location of counterparties after taking into account the transfer of risk.

As at 31 December 2022

		Hong Kong 香港 HK\$'000 千港元	Asia Pacific excluding Hong Kong 亞太地區 (不包括香港) HK\$'000 千港元	Europe and other regions 歐洲及 其他地區 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade receivables	貿易應收款項	17,991	-	-	17,991
Other receivables and deposits	其他應收款項及按金	3,553	182	-	3,735
Balances due from agents	應收代理結餘	-	34	4,617	4,651
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	190,545	25,479	1	216,025
Total	總計	212,089	25,695	4,618	242,402

3 財務風險管理 (續)

3.1 信貸風險 (續)

- (c) 概無金融資產逾期或減值。
- (d) 下表以金額細分本集團的主要信貸風險，並按截至二零二二年及二零二一年十二月三十一日的地理區域分類。本集團根據其對手方的所在國家分配風險至各地區。按區域劃分的信貸風險經計及轉讓風險後按對手方所在地予以分類。

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

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Credit risk (continued)

(d) (continued)

As at 31 December 2021

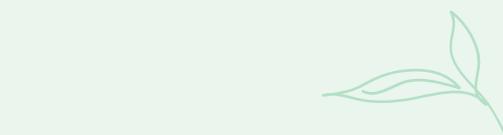
		Hong Kong 香港 HK\$'000 千港元	Asia Pacific excluding Hong Kong 亞太地區 (不包括香港) HK\$'000 千港元	Europe and other regions 歐洲及 其他地區 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Other receivables and deposits	其他應收款項及按金	3,881	156	-	4,037
Derivative financial instruments	衍生金融工具	-	4,579	-	4,579
Balances due from agents	應收代理結餘	-	34,154	-	34,154
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	123,808	126,244	23,640	273,692
Total	總計	127,689	165,133	23,640	316,462

3 財務風險管理 (續)

3.1 信貸風險 (續)

(d) (續)

於二零二一年十二月三十一日



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk

3.2.1 Interest rate risk

The Group is exposed to interest rate risk as the Group invests all surplus funds in accounts with reputable counterparties and is susceptible to movements in call interest rates. Interest rate risk arises from unexpected changes in interest rates that may result in an adverse impact on the Group's current and near future performance. The Group has not used any interest rate swaps nor forward interest rate contracts to hedge its exposure to interest rate risk.

As at 31 December 2022

3 財務風險管理 (續)

3.2 市場風險

3.2.1 利率風險

由於本集團將所有盈餘資金投資於信譽良好對手方的賬戶並受通知存款利率波動的影響，故本集團面臨利率風險。利率風險源自利率的意外波動，有關波動或會導致對本集團的現時及近期表現產生不利影響。本集團並未利用任何利率掉期或遠期利率合約對沖其利率風險。

於二零二二年十二月三十一日

		Floating interest rate	Fixed interest rate	Non-interest bearing	Provision for expected credit loss	Total
		浮動利率	固定利率	免息	預期信貸 虧損撥備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Assets	資產					
Trade receivables	貿易應收款項	-	-	17,991	-	17,991
Other receivables and deposits	其他應收款項及按金	-	-	3,735	-	3,735
Balances due from agents	應收代理結餘	-	-	4,651	-	4,651
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	17,462	198,563	-	-	216,025
Liabilities	負債					
Trade and other payables	貿易及其他應付款項	-	-	51,486	-	51,486
Derivative financial instruments	衍生金融工具	-	-	12	-	12
Clients' balances	客戶結餘	-	-	1,915	-	1,915

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.1 Interest rate risk (continued)

As at 31 December 2021

		Floating interest rate	Fixed interest rate	Non-interest bearing	Provision for expected credit loss 預期信貸 虧損撥備	Total
		浮動利率 HK\$'000 千港元	固定利率 HK\$'000 千港元	免息 HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Assets	資產					
Other receivables and deposits	其他應收款項及按金	-	-	4,037	-	4,037
Derivative financial instruments	衍生金融工具	-	-	4,579	-	4,579
Balances due from agents	應收代理結餘	-	-	34,154	(191)	33,963
Cash and bank balances and client trust bank balances	現金及銀行結餘以及 客戶信託銀行結餘	233,842	38,980	870	-	273,692
Liabilities	負債					
Lease liabilities	租賃負債	-	9,639	-	-	9,639
Other payables	其他應付款項	-	-	7,475	-	7,475
Derivative financial instruments	衍生金融工具	-	-	458	-	458
Clients' balances	客戶結餘	-	-	42,266	-	42,266

Based on the simulations performed and with other variables held constant, should the interest rate increase/decrease by 1%, the loss after taxation for the year ended 31 December 2022 would increase/decrease by approximately HK\$175,000 (2021: approximately HK\$2,338,000) and the equity would decrease/increase by approximately HK\$175,000 (2021: approximately HK\$2,338,000).

根據所進行的模擬及其他可變因素保持不變計算，倘利率提高／下跌1%，則截至二零二二年十二月三十一日止年度的除稅後虧損將增加／減少約175,000港元（二零二一年：約2,338,000港元）及權益將減少／增加約175,000港元（二零二一年：約2,338,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.2 Foreign currency risk

Exchange rate fluctuation is the most significant risk in leveraged foreign exchange trading. The Group takes on exposure to the effects of fluctuations in the prevailing foreign currency exchange rates on its financial position and cash flows. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to New Zealand dollars and Australian dollars. The Group will suffer a loss if it fails to cover a client deal at a better exchange rate. The Group monitors foreign exchange exposure by reviewing the open position of the Group and client trading performance. The risk is measured by the use of sensitivity analysis and cash flow forecasting. Specific risk limits are set to measure and monitor foreign exchange risk. Any excessive foreign exchange risks are passed on to other financial institutions through execution of trades with those institutions. The management sets limits on the level of exposure by currency and in aggregate for both overnight and intra-day positions, which are monitored on an intra-day basis.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group currently does not have a foreign currency policy to hedge its currency exposure arising from the net assets of the Group's foreign operations.

The Group trades in foreign currencies, commodities and other products through its margin trading business. In order to protect against their exposures to fluctuations in foreign exchange rates and commodity prices, the Group has entered into a number of derivative contracts with the Group's counterparties in the normal course of business.

3 財務風險管理 (續)

3.2 市場風險 (續)

3.2.2 外匯風險

匯率浮動乃槓桿式外匯交易中最重大的風險。本集團的財務狀況及現金流量因應當時匯率變動的影響而承擔風險。本集團承受以新西蘭元及澳元為主的各種外匯風險。倘本集團未能按更佳匯率進行客戶交易，則將蒙受損失。本集團透過審查本集團的未平倉合約及客戶交易表現監控外匯風險。風險乃通過利用敏感性分析及現金流量預測等方法進行計量。本集團設有特定風險限制以計量及監控外匯風險。任何重大外匯風險則透過與其他金融機構進行交易轉移至該等機構。管理層對隔夜及即日持倉貨幣及總額所承擔的風險水平設定限額，有關數額於當日時間內予以監察。

本集團持有若干海外業務投資，其資產淨值面臨外幣兌換風險。本集團目前並無制定外幣政策，以對沖因本集團海外業務資產淨值產生的貨幣風險。

本集團透過其保證金交易業務進行外幣、商品及其他產品交易。為保障本集團不受匯率及商品價格波動之風險影響，本集團於正常業務過程中與其交易對手訂立多項衍生合約。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.2 Foreign currency risk (continued)

The tables below summarise the Group's exposure to foreign currency exchange rate risk as at 31 December 2022 and 2021. Included in the tables are the assets and liabilities at carrying amounts in HK\$ equivalent, categorised by the original currency.

As at 31 December 2022

	HK\$	NZD	AUD	US\$	JPY	RMB	Others	Provision for expected credit loss	Total
	港元	新西蘭元	澳元	美元	日圓	人民幣	其他	預期信貸虧損撥備	總計
	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
Assets	資產								
Trade receivables	8,115	-	-	-	-	9,876	-	-	17,991
Other receivables and deposits	46	117	8	970	-	2,594	-	-	3,735
Balances due from agents	-	-	-	4,651	-	-	-	-	4,651
Cash and bank balances and client trust bank balances	7,713	100	8,891	190,976	5	8,328	12	-	216,025
Liabilities	負債								
Trade and other payables	46,878	698	1,356	259	-	3,079	(784)	-	51,486
Derivative financial instruments	-	-	-	12	-	-	-	-	12
Clients' balances	535	5	377	998	-	-	-	-	1,915

3 財務風險管理 (續)

3.2 市場風險 (續)

3.2.2 外匯風險 (續)

下表概述本集團於二零二二年及二零二一年十二月三十一日面臨的外匯風險。下表納入以港元等額賬面值列賬並按原貨幣分類的資產及負債。

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

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.2 Foreign currency risk (continued)

As at 31 December 2021

	HK\$	NZD	AUD	US\$	JPY	RMB	Others	Provision for expected credit loss	Total
	港元	新西蘭元	澳元	美元	日圓	人民幣	其他	預期信貸 虧損撥備	總計
	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
Assets	資產								
Other receivables and deposits	3,881	19	137	-	-	-	-	-	4,037
Derivative financial instruments	-	223	2,985	1,371	-	-	-	-	4,579
Balances due from agents	154	121	56	33,473	280	-	70	(191)	33,963
Cash and bank balances and client trust bank balances	4,306	27,266	25,181	203,852	1,125	10,493	1,469	-	273,692
Liabilities	負債								
Lease liabilities	8,374	-	1,265	-	-	-	-	-	9,639
Other payables	3,658	832	2,030	955	-	-	-	-	7,475
Derivative financial instruments	-	3	21	434	-	-	-	-	458
Clients' balances	315	1,108	18,045	22,571	227	-	-	-	42,266

3 財務風險管理 (續)

3.2 市場風險 (續)

3.2.2 外匯風險 (續)

於二零二一年十二月三十一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Market risk (continued)

3.2.2 Foreign currency risk (continued)

The following table indicates the impact of management's reasonable expectation on the movement in foreign exchange rate on the Group's loss after taxation and on equity as at 31 December 2022 and 2021:

Foreign currency risk	外匯風險	Movement in foreign currency	2022	Movement in foreign currency	2021
		外匯波動	二零二二年 HK\$'000 千港元	外匯波動	二零二一年 HK\$'000 千港元
AUD	澳元	+/-5%	358	+/-5%	350
JPY	日圓	+/-5%	-	+/-5%	59
NZD	新西蘭元	+/-5%	24	+/-5%	1,284
RMB	人民幣	+/-5%	886	+/-5%	525

3.3 Liquidity risk

The Group's operations are subject to various statutory liquidity requirements as prescribed by the relevant authorities. The Group has put in place a monitoring system to ensure that it maintains adequate liquid capital to fund its business commitments and to comply with the regulatory requirements. The liquidity risk of the Group is managed by regularly monitoring current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash and current working capital to meet its liquidity requirements in the short and longer term. The Group holds sufficient cash and deposits on demand to repay its liabilities.

3 財務風險管理 (續)

3.2 市場風險 (續)

3.2.2 外匯風險 (續)

下表列示管理層的合理預期對二零二二年及二零二一年十二月三十一日本集團除稅後虧損及權益的外匯匯率波動的影響：

3.3 流動性風險

本集團的業務受有關機構規定的各種法定流動資金要求所限。本集團已建立監控系統，確保維持充裕的流動資金為本集團的業務承擔提供資金及遵守法規要求。本集團透過定期監控目前及預期流動資金要求管理其流動性風險，確保本集團維持足夠的現金儲備及目前營運資金以滿足其短期及長期流動資金要求。本集團持有充足的現金及活期存款償還其負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.1 Undiscounted cash flows by contractual maturities

The table below presents the cash flows payable by the Group under financial liabilities by remaining contractual maturities as at 31 December 2022 and 2021. The amounts disclosed in the table are the contractual undiscounted cash flows.

As at 31 December 2022

		Up to 1 month	1-3 months	3-12 months	1-5 years	Over 5 years	Total contractual cash flows	Carrying amount of liabilities
		一個月內	一至三個月	三至十二個月	一至五年	逾五年	合約現金流量 總額	負債賬面值
		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
Liabilities	負債							
Trade and other payables	貿易及其他應付款項	51,486	-	-	-	-	51,486	51,486
Clients' balances	客戶結餘	1,915	-	-	-	-	1,915	1,915
		53,401	-	-	-	-	53,401	53,401
Derivative financial instruments	衍生金融工具	12	-	-	-	-	12	12
		53,413	-	-	-	-	53,413	53,413

3 財務風險管理 (續)

3.3 流動性風險 (續)

3.3.1 按合約到期日劃分的未貼現現金流量

下表呈列本集團於二零二二年及二零二一年十二月三十一日按餘下合約到期日劃分的於金融負債項下的應付現金流量。該表所披露的金額為合約未貼現現金流量。

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

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Liquidity risk (continued)

3.3.1 Undiscounted cash flows by contractual maturities (continued)

As at 31 December 2021

	Up to 1 month	1-3 months	3-12 months	1-5 years	Over 5 years	Total contractual cash flows	Carrying amount of liabilities
	一個月內	一至三個月	三至十二個月	一至五年	逾五年	合約現金流量 總額	負債賬面值
	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
Liabilities							
Lease liabilities	326	652	2,818	6,678	-	10,474	9,639
Other payables	7,475	-	-	-	-	7,475	7,475
Clients' balances	42,266	-	-	-	-	42,266	42,266
	50,067	652	2,818	6,678	-	60,215	59,380
Derivative financial instruments	458	-	-	-	-	458	458
	50,525	652	2,818	6,678	-	60,673	59,838

3 財務風險管理 (續)

3.3 流動性風險 (續)

3.3.1 按合約到期日劃分的未貼現現金流量 (續)

於二零二一年十二月三十一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

3.4.1 Financial instruments measured at fair value

The following table represents the carrying value of financial instruments measured at fair value at the end of reporting period across the three levels of the fair value hierarchy defined in HKFRS 7, Financial Instruments: Disclosures, with the fair value of each financial instrument categorised in its entirety based on the lowest level of input that is significant to that fair value measurement. The levels are defined as follows:

Level 1 (highest level): fair values measured using quoted prices (unadjusted) in active markets.

Level 2: fair values measured using quoted price in active markets for similar financial instruments, or using valuation techniques in which all significant inputs are directly or indirectly based on observable market data.

Level 3 (lowest level): fair values measured using valuation techniques in which any significant input is not based on observable market data.

As at 31 December 2022

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Liabilities	負債				
Derivative financial instruments	衍生金融工具	-	12	-	12

3 財務風險管理 (續)

3.4 金融資產及負債的公允值

3.4.1 按公允值計量的金融工具

下表呈列於報告期末按香港財務報告準則第7號「金融工具：披露」所界定的公允值層級的三個等級中的公允值計量的金融工具的賬面值，每種金融工具的公允值根據對該公允值計量屬重大的最低等級參數進行整體歸類。有關等級定義如下：

第1級（最高等級）：使用在活躍市場中的報價（未經調整）計量公允值。

第2級：使用活躍市場類似金融工具的報價，或使用估值技術（其中所有重要參數乃直接或間接來源於可觀察市場數據）計量公允值。

第3級（最低等級）：使用估值技術（其中任何重要參數均不來源於可觀察市場數據）計量公允值。

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

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities (continued)

3.4.1 Financial instruments measured at fair value (continued)

As at 31 December 2021

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets					
	資產				
Derivative financial instruments	衍生金融工具	-	4,579	-	4,579
Liabilities					
	負債				
Derivative financial instruments	衍生金融工具	-	458	-	458

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

The fair value of derivative financial instruments in level 2 are measured by reference to counterparties' quotes.

並非於活躍市場買賣之金融工具，其公允值採用估值技術釐定。該等估值技術充分使用可獲得的可觀察市場數據，並盡可能不依賴公司特定估計。倘按公允值計量一項工具所需的全部重要參數均可觀察獲得，則該項工具會被列入第2級。

第2級衍生金融工具之公允值已參考對手方之報價計量。

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.1 按公允值計量的金融工具 (續)

於二零二一年十二月三十一日

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.2 Financial assets and liabilities not measured at fair value

As at 31 December 2022 and 2021, the fair value of the Group's financial assets and liabilities not measured at fair value are not materially different from their carrying amounts due to their short maturities.

Balances due from agents, other receivables and deposits include the contractual amounts for settlement of trades and other obligations due to the Group.

Clients' balances represent the margin deposits received from clients and the unrealised profit or loss from their trading activities under normal course of business. Their carrying values are a reasonable approximation of fair value.

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.2 並非按公允值計量的金融資產及負債

於二零二二年及二零二一年十二月三十一日，由於本集團並非按公允值計量的金融資產及負債的到期日較短，故其公允值與其賬面值並無重大差異。

應收代理結餘、其他應收款項及按金包括應付本集團用於結付交易的合約款項及其他責任。

客戶結餘指於正常業務過程中收取客戶的保證金存款及彼等進行買賣活動的未變現溢利或虧損。賬面值與其公允值合理相若。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.3 Offsetting financial assets and financial liabilities

(a) Financial assets

The following financial assets are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 December 2022

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債

(a) 金融資產

以下金融資產受抵銷、可強制執行統一淨額結算安排及類似協議規限。

於二零二二年十二月三十一日

		Gross amounts of recognised financial assets		Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position		Net amounts of financial assets presented in the consolidated statement of financial position		Related amounts not set off in the consolidated statement of financial position 並未於綜合財務狀況表抵銷的相關款項		Net amount
		Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Gross amounts of recognised financial assets	Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position	Financial instruments	Cash collateral received			Net amount
		已確認金融資產總額	已確認金融負債總額	已確認金融資產總額	已確認金融負債總額	金融工具	已收現金抵押品			淨額
		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
Derivative financial instruments	衍生金融工具	-	-	-	-	-	-			-
Total	總計	-	-	-	-	-	-			-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.3 Offsetting financial assets and financial liabilities (continued)

(a) Financial assets (continued)

As at 31 December 2021

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(a) 金融資產 (續)

於二零二一年十二月三十一日

		Gross amounts of recognised financial liabilities set off in the consolidated statement of financial position		Net amounts of financial assets presented in the consolidated statement of financial position		Related amounts not set off in the consolidated statement of financial position	
		Gross amounts of recognised financial assets	at consolidated statement of financial position	consolidated statement of financial position	Financial instruments	Cash collateral received	Net amount
		已確認金融資產總額	於綜合財務狀況表內抵銷	綜合財務狀況表內所呈列的金融資產淨額	金融工具	已收現金抵押品	淨額
		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
Derivative financial instruments	衍生金融工具	5,013	(434)	4,579	-	-	4,579
Total	總計	5,013	(434)	4,579	-	-	4,579



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.3 Offsetting financial assets and financial liabilities (continued)

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements.

As at 31 December 2022

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(b) 金融負債

以下金融負債受抵銷、可強制執行統一淨額結算安排及類似協議規限。

於二零二二年十二月三十一日

		Gross amounts of recognised financial liabilities	Gross amounts of recognised financial assets set off in the consolidated statement of financial position	Net amounts of financial liabilities presented in the consolidated statement of financial position	Related amounts not set off in the consolidated statement of financial position 並未於綜合財務狀況表抵銷的相關款項		Net amount
		已確認金融負債總額 HK\$'000 千港元	已確認金融資產總額 HK\$'000 千港元	金融負債淨額 HK\$'000 千港元	Financial instruments HK\$'000 千港元	Cash collateral pledged HK\$'000 千港元	淨額 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	(12)	-	(12)	-	-	(12)
Total	總計	(12)	-	(12)	-	-	(12)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.3 Offsetting financial assets and financial liabilities (continued)

(b) Financial liabilities (continued)

As at 31 December 2021

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(b) 金融負債 (續)

於二零二一年十二月三十一日

		Gross amounts of recognised financial assets set off in the consolidated statement of financial position		Net amounts of financial liabilities presented in the consolidated statement of financial position		Related amounts not set off in the consolidated statement of financial position	
		Gross amounts of recognised financial liabilities	已確認金融負債總額	Net amounts of financial liabilities presented in the consolidated statement of financial position	金融工具	Cash collateral pledged	Net amount
		HK\$'000	千港元	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
Derivative financial instruments	衍生金融工具	(892)	434	(458)	-	-	(458)
Total	總計	(892)	434	(458)	-	-	(458)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Fair value of financial assets and liabilities

(continued)

3.4.3 Offsetting financial assets and financial liabilities (continued)

(b) Financial liabilities (continued)

For the financial assets and liabilities subject to enforceable master netting arrangements or similar arrangements above, each agreement between the Group and the counterparty allows for net settlement of the relevant financial assets and liabilities when both elect to settle on a net basis. In the absence of such an election, financial assets and liabilities will be settled on a gross basis, however, each party to the master netting agreement or similar agreement will have the option to settle all such amounts on a net basis in the event of default of the other party. Per the terms of each agreement, an event of default includes failure by a party to make payment when due; failure by a party to perform any obligation required by the agreement (other than payment) if such failure is not remedied within 30 days after notice of such failure is given to the party; or bankruptcy.

3.5 Financial instruments by category

All financial assets and financial liabilities (including cash and bank balances, client trust bank balances, balances due from agents, other receivables and deposits, trade receivables, clients' balances and trade and other payables) and lease liabilities in the consolidated statement of financial position are carried at amortised cost using the effective interest method except for the derivative financial instruments which are carried at fair value.

3 財務風險管理 (續)

3.4 金融資產及負債的公允值 (續)

3.4.3 對銷金融資產及金融負債 (續)

(b) 金融負債 (續)

就上述受可強制執行統一淨額結算安排或類似安排規限的金融資產及負債而言，本集團與交易對手簽訂的各項協議在雙方選擇按淨額基準結算時，容許淨額結算相關金融資產及負債。在沒有作出該選擇的情況下，金融資產及負債將會按總額基準結算，但一旦統一淨額協議或類似協議的其中一方違約，任何一方均有權選擇按淨額基準結算所有有關金額。根據各項協議的條款，違約事件包括一方未能支付到期款項；任何一方未能履行協議所規定的責任（付款除外），且該訂約方在收到違約通知書後30天期限內未能作出補救措施；或破產。

3.5 按類別劃分的金融工具

綜合財務狀況表內的全部金融資產及金融負債（包括現金及銀行結餘、客戶信託銀行結餘、應收代理結餘、其他應收款項及按金、貿易應收款項、客戶結餘及貿易及其他應付款項）以及租賃負債按攤銷成本以實際利率法入賬，惟以公允值入賬的衍生金融工具除外。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.6 Capital management

The Group's objectives when managing capital, which is a broader concept than the "equity" on the consolidated statement of financial position, are:

- To comply with the liquid capital requirements under the Securities and Futures Commission in Hong Kong, Australian Securities and Investments Commission in Australia and the Securities Commission in New Zealand for its subsidiaries which are licensed corporations;
- To safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- To support the Group's stability and growth; and
- To maintain a strong capital base to support the development of its business.

The Group's gearing ratio at the end of reporting period is shown below:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total debt	債務總額	-	9,639
Total equity	權益總額	230,800	268,757
Gearing ratio	負債比率	N/A 不適用	3.6%

Total debt includes lease liabilities.

All licensed corporations within the Group complied with their required liquid capital during the years ended 31 December 2022 and 2021.

3 財務風險管理 (續)

3.6 資本管理

本集團管理資本(概念較綜合財務狀況表的「權益」更為廣闊)的目標為：

- 就屬持牌法團的附屬公司而言，符合香港證券及期貨事務監察委員會、澳洲的澳洲證券與投資管理委員會及新西蘭證券委員會的流動資金規定；
- 保障本集團的持續經營能力，以繼續為股東及其他利益相關者提供回報及利益；
- 支持本集團的穩定及發展；及
- 維持穩固的資本基礎，以支持其業務發展。

本集團於報告期末的負債比率如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Total debt	債務總額	-	9,639
Total equity	權益總額	230,800	268,757
Gearing ratio	負債比率	N/A 不適用	3.6%

債務總額包括租賃負債。

於截至二零二二年及二零二一年十二月三十一日止年度，本集團的所有持牌法團已遵守其流動資金規定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

4.1 Fair value of share options

The Group determines the fair value of share options at the date at which they are granted. The assumptions used in computing the fair value of the share options are subject to managements' best estimation. Changes in assumptions about these assumptions could affect reported fair value of share options. Management use their judgments to make assumptions that are mainly reference to the historical data of comparable listed companies.

More details of the assumptions made are included in Note 28 to the consolidated financial statements.

4.2 Impairment provision for inventories

The estimation of impairment provision for inventories involves significant management judgment based on the consideration of key factors such as aging profile, estimated future selling prices and selling expenses of the respective inventories. Management reassesses these estimations of impairment provision for inventories at the end of each reporting date.

4 重要會計估計及判斷

估計及判斷經持續評估，並以過往經驗及其他因素為基礎，包括在現實情況下相信對未來事件的合理預期。

本集團會就未來作出估計及假設。由此產生之會計估計顯然很少與相關實際結果相符。估計及假設存在於下一財政年度對資產及負債之賬面值作出重大調整之重大風險討論如下：

4.1 購股權的公允值

本集團釐定購股權於授出日期之公允值。計算購股權之公允值所用之假設須由管理層作出最佳估計。就該等假設產生之假設變動可能影響所呈報之購股權公允值。管理層運用其判斷，並主要參考可資比較上市公司之歷史數據作出假設。

有關所作出假設之更多詳情載於綜合財務報表附註28。

4.2 存貨之減值撥備

存貨減值撥備之估計涉及管理層重大判斷，該判斷需考慮各存貨之庫齡結構、估計未來售價以及銷售開支等關鍵因素。管理層於各報告日期末重新評估存貨減值撥備之該等估計。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

4.3 Revenue from contracts with customers-principal versus agent consideration

The Group applies judgements to determine its role as goods providers to sell healthcare related products to the customers. The Group has controlled the healthcare related products prior to transfer to customers. Therefore, the Group concluded it is a principal in the transactions. Consequently, the Group recorded revenue on a gross basis.

4.4 Disposal groups reclassified as discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business. When an operation is classified as discontinued, a single amount is presented in the consolidated statement of comprehensive income, which comprises the post-tax profit or loss of the discontinued operation and the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal groups constituting the discontinued operation.

4 重要會計估計及判斷 (續)

4.3 來自客戶合約的收益—主體與代理考量

本集團應用判斷以釐定其作為貨品供應商向客戶出售保健相關產品。由於本集團在向客戶轉移前對保健相關產品持有控制權，本集團認為其為該等交易之主體。因此，本集團按總額基準錄得收益。

4.4 分類為已終止經營業務之出售組別

已終止經營業務為本集團業務之組成部分，其經營及現金流量可與本集團其他業務清晰區分，代表一個獨立之主要業務範圍。倘一項經營被分類為已終止經營業務，則將在綜合全面收益表中呈列單獨金額，其中包括已終止經營業務產生之除稅後溢利或虧損及計量構成已終止經營業務之資產或出售組別之公允值減出售成本時或出售時所確認之除稅後收益或虧損。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the executive directors and senior management of the Group. The Group's operating businesses are structured and managed separately according to the natures of their operations and the services they provide. Each of the Group's business segments represents a strategic business unit that offers services which are subject to risks and returns that are different from those of the other business segments. The Board of Directors considers the business from a geographical and service/product perspective.

During the year, the Group has ceased its margin dealing business in New Zealand and returned its derivatives issuer licence to the FMA. In accordance with HKFRS 5, the segments of New Zealand business for the years ended 31 December 2022 and 2021 were presented as discontinued operations in the Group's consolidated financial statements.

Summary details of the business segments from geographical and service/product perspective are as follows:

- (a) the healthcare products segment engages in the sales of healthcare products;
- (b) the margin dealing segment engages in the provision of leveraged foreign exchange, commodity and index trading services in Australia, Hong Kong and New Zealand; and
- (c) unallocated segment engages in the provision of services other than margin dealing and healthcare products business, and the operations of the investment holding companies.

As mentioned above, the operating results from the margin dealing businesses in Australia and Hong Kong are combined and presented as the margin dealing segment. As such, the segment information for the year ended 31 December 2021 has been restated accordingly.

The Group has commenced the healthcare products business and established an online store through internationally renowned online sale platform during the year. The Group sells the healthcare products sourced from its suppliers to end-customers and wholesale customers. The healthcare products business was organically grown and not as result of a business combination.

5 分部報告

經營分部的報告方式與向本集團執行董事及高級管理層提供的內部報告一致。本集團的經營業務乃按其營運性質及所提供服務分開組織及管理。本集團旗下各業務分部均為提供服務的策略業務單位，其服務所承受風險及回報有別於其他業務分部。董事會從地區及服務／產品角度考慮業務。

於年內，本集團已終止其於新西蘭的保證金交易業務並將其衍生產品發行人牌照歸還予金融市場管理局。根據香港財務報告準則第5號，於截至二零二二年及二零二一年十二月三十一日止年度的新西蘭業務分部於本集團綜合財務報表呈列為已終止經營業務。

從地區及服務／產品角度概述的業務分部詳情如下：

- (a) 保健產品分部從事銷售保健產品；
- (b) 保證金交易分部從事於澳洲、香港及新西蘭提供槓桿式外匯、商品及指數交易服務；及
- (c) 未分配分部從事保證金交易及保健產品業務以外的業務，以及投資控股公司的營運。

誠如上文所述，於澳洲及香港的保證金交易業務所得經營業績合併及呈列為保證金交易分部。因此，截至二零二一年十二月三十一日止年度的分部資料已相應重列。

本集團於年內已開展保健產品業務並透過國際知名電商平台成立了一間網店。本集團將自供應商採購的保健產品銷售予其終端客戶及批發客戶。保健產品業務屬自然增長而非業務合併的結果。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT REPORTING (continued)

Inter-segment transactions, if any, are conducted with reference to the prices charged to third parties and there was no change in the basis during the years ended 31 December 2022 and 2021.

The segment information provided to the management for the reportable segments for the years ended 31 December 2022 and 2021 is as follows:

For the year ended 31 December 2022

		Continuing operations 持續經營業務		Discontinued operations 已終止經營業務		Total 總計
		Healthcare products 保健產品 HK\$'000 千港元	Margin dealing 保證金交易 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Margin dealing 保證金交易 HK\$'000 千港元	HK\$'000 千港元
Segment revenue and other income:	分部收益及其他收入：					
Segment revenue from external customers	來自外部客戶的分部收益	39,129	1,262	-	30	40,421
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	-	183	-	-	183
Other (loss)/income	其他(虧損)/收入	(170)	2,391	246	2,965	5,432
Total revenue and other income	收益及其他收入總額	38,959	3,836	246	2,995	46,036
Segment loss	分部虧損	(1,619)	(18,450)	(9,352)	(1,558)	(30,979)
Income tax (expense)/credit	所得稅(開支)/抵免	(10)	(87)	-	24	(73)
Loss for the year	年度虧損	(1,629)	(18,537)	(9,352)	(1,534)	(31,052)
Other segment information:	其他分部資料：					
Depreciation	折舊	-	1,698	891	24	2,613
Lease payments	租賃付款	-	993	575	190	1,758
Finance cost	融資成本	-	74	135	-	209

5 分部報告 (續)

分部間的交易(如有)乃參照向第三方收取的價格進行,有關基準於截至二零二二年及二零二一年十二月三十一日止年度並無變動。

截至二零二二年及二零二一年十二月三十一日止年度,就可報告分部向管理層提供的分部資料如下:

截至二零二二年十二月三十一日止年度

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5 SEGMENT REPORTING (continued)

For the year ended 31 December 2021 (Restated)

5 分部報告 (續)

截至二零二一年十二月三十一日止年度
(經重列)

		Continuing operations 持續經營業務			Discontinued operations 已終止經營業務	
		Healthcare products 保健產品 HK\$'000 千港元	Margin dealing 保證金交易 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Margin dealing 保證金交易 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue and other income:	分部收益及其他收入：					
Segment revenue from external customers	來自外部客戶的分部收益	-	2,742	-	38	2,780
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	-	36	95	259	390
Other income	其他收入	-	3,356	2,800	2,439	8,595
Total revenue and other income	收益及其他收入總額	-	6,134	2,895	2,736	11,765
Segment loss	分部虧損	-	(26,472)	(22,499)	(8,941)	(57,912)
Income tax credit	所得稅抵免	-	-	-	1,370	1,370
Loss for the year	年度虧損	-	(26,472)	(22,499)	(7,571)	(56,542)
Other segment information:	其他分部資料：					
Depreciation	折舊	-	2,558	9,000	77	11,635
Lease payments	租賃付款	-	772	42	314	1,128
Finance cost	融資成本	-	95	193	-	288

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT REPORTING (continued)

The Company is domiciled in Hong Kong. The Group's major income from external customers is derived from its operations in Hong Kong.

5 分部報告 (續)

本公司駐於香港。本集團來自外部客戶的主要收入來自於香港的經營業務。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Continuing operations	持續經營業務		
Hong Kong	香港	41,141	(72)
Australia	澳洲	(750)	2,814
		40,391	2,742
Discontinued operations	已終止經營業務		
New Zealand	新西蘭	30	38
		40,421	2,780

The locations of its non-current assets are as follows:

其非流動資產分佈如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Continuing operations	持續經營業務		
Hong Kong	香港	740	10,314
Australia	澳洲	87	1,465
		827	11,779
Discontinued operations	已終止經營業務		
New Zealand	新西蘭	18	72
		845	11,851

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT REPORTING (continued)

Major customer

During the year ended 31 December 2022, the following external customer contributed more than 10% of the total revenue of the Group.

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	8,333	N/A*不適用*

The corresponding customer did not contribute more than 10% of the total revenue of the Group during the year ended 31 December 2021.

Information on segment assets and liabilities are not disclosed as this information is not presented to the Board of Directors as they do not assess performance of reportable segments using information on assets and liabilities.

5 分部報告 (續)

主要客戶

截至二零二二年十二月三十一日止年度，以下外部客戶貢獻本集團收益總額超過10%。

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Customer A	客戶A	8,333	N/A*不適用*

相應客戶於截至二零二一年十二月三十一日止年度並無貢獻本集團收益總額超過10%。

由於董事會並無使用有關資產及負債的資料評估可報告分部的表現，故有關分部資產及負債的資料並無呈報予董事會，因而並無披露有關資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

6 OTHER INCOME

Other income of continuing operations:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Interest income	利息收入	1,765	99
Management fee income	管理費收入	-	2,700
Government subsidies (note)	政府補貼 (附註)	-	264
Net gain from financial assets at fair value through profit or loss	按公允值計入損益之金融 資產之收益淨額	-	159
Net foreign exchange gain	匯兌收益淨額	514	2,412
Others	其他	188	522
		2,467	6,156

note:

Included in profit or loss for the year ended 31 December 2021 was HK\$264,000 of government subsidies obtained from JobKeeper Scheme (the "Scheme") launched by the Australia Government to support the payroll of the Group's employees. Under the Scheme, the Group had to commit to spend these grants on payroll expenses for a specified period of time. The Group does not have other unfulfilled obligations relating to this program.

6 其他收入

持續經營業務產生之其他收入：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Interest income	利息收入	1,765	99
Management fee income	管理費收入	-	2,700
Government subsidies (note)	政府補貼 (附註)	-	264
Net gain from financial assets at fair value through profit or loss	按公允值計入損益之金融 資產之收益淨額	-	159
Net foreign exchange gain	匯兌收益淨額	514	2,412
Others	其他	188	522
		2,467	6,156

附註：

截至二零二一年十二月三十一日止年度的損益中包括來自澳洲政府推出的JobKeeper計劃(「該計劃」)的政府補貼264,000港元，以支持本集團僱員的薪金。根據該計劃，本集團必須承諾於指定期限內將該等補助金用於薪金開支。本集團並無與此計劃相關的其他未履行責任。

7 STAFF COSTS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Staff costs of continuing operations (including directors' remuneration (Note 30)):	持續經營業務產生之員工成本 (包括董事酬金 (附註30))：		
Salaries, bonus and allowances	工資、花紅及津貼	11,611	17,828
Pension scheme contributions	退休金計劃供款	524	879
		12,135	18,707

7 員工成本

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

8 OTHER OPERATING EXPENSES

Other operating expenses of continuing operations:

8 其他經營開支

持續經營業務產生之其他經營開支：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Other office occupation expenses	其他寫字樓租用開支	484	1,887
Auditors' remuneration	核數師酬金		
– Audit services	– 審核服務	1,793	1,905
– Non-audit services	– 非審核服務	54	36
Information services expenses	資訊服務開支	741	964
Professional and consultancy fee	專業及諮詢費	4,485	10,009
Repair and maintenance (including system maintenance)	維修及維護 (包括系統維護)	3,093	6,097
Marketing, advertising and promotion expenses	市場推廣、廣告及宣傳開支	4,698	315
Travelling expenses	差旅費	174	197
Entertainment expenses	交際應酬費	4	28
Insurance	保險	3,133	2,531
Bank charges	銀行費用	264	91
Staff training	員工培訓	29	56
Lease payments under land and building	土地及樓宇之租賃付款	1,568	814
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	35	602
Others	其他	2,889	1,286
		23,444	26,818

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 DISCONTINUED OPERATIONS

During the year ended 31 December 2022, the Group ceased its margin dealing business in New Zealand due to future uncertainties in this business. In June 2022, the Group has returned its derivatives issuer licence to the FMA. The analysis of the results of discontinued operations is as follows:

9 已終止經營業務

於截至二零二二年十二月三十一日止年度，由於於新西蘭的保證金交易業務的未來不確定性，本集團已終止該業務。於二零二二年六月，本集團已將其衍生產品發行人牌照歸還予金融市場管理局。已終止經營業務的業績分析如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Leverage foreign exchange and other trading income	槓桿式外匯及其他交易收入	8	(21)
Fee and commission income	費用及佣金收入	22	59
Reversal of provision for expected credit loss	撥回預期信貸虧損撥備	-	259
Other income	其他收入	2,965	2,439
Total income	收入總額	2,995	2,736
Referral expenses and other charges	轉介開支及其他費用	(254)	(481)
Staff costs	員工成本	(1,834)	(5,998)
Depreciation – property, plant and equipment	折舊—物業、廠房及設備	(24)	(77)
Other operating expenses	其他經營開支	(2,441)	(5,121)
Total expenses	開支總額	(4,553)	(11,677)
Operating loss from discontinued operations	已終止經營業務產生之經營虧損	(1,558)	(8,941)
Finance cost	融資成本	-	-
Loss before tax from discontinued operations	已終止經營業務產生之除稅前虧損	(1,558)	(8,941)
Income tax	所得稅	24	1,370
Loss for the year from discontinued operations	已終止經營業務產生之年度虧損	(1,534)	(7,571)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

9 DISCONTINUED OPERATIONS (continued)

Net cash flows from discontinued operations are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Operating cash inflows/(outflows)	經營現金流入／(流出)	8,055	(20,389)
Investing cash inflows	投資現金流入	-	68
Financing cash outflows	融資現金流出	(49,901)	-
Total cash outflows	現金流出總額	(41,846)	(20,321)

10 INCOME TAX EXPENSE

Hong Kong profits tax on continuing operations has been provided at the rate of 16.5% (2021: 16.5%) on the estimated assessable profit during the years. Taxation on overseas profits has been calculated on the estimated assessable profit during the years at the rates of taxation prevailing in the countries in which the Group operates. The income tax expenses of the Group are charged at a tax rate of 28% in New Zealand and 30% in Australia (2021: 28% in New Zealand; 30% in Australia and 25% in Mainland China) in accordance with the local tax law.

9 已終止經營業務 (續)

已終止經營業務所得現金流量淨額如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Operating cash inflows/(outflows)	經營現金流入／(流出)	8,055	(20,389)
Investing cash inflows	投資現金流入	-	68
Financing cash outflows	融資現金流出	(49,901)	-
Total cash outflows	現金流出總額	(41,846)	(20,321)

10 所得稅開支

持續經營業務產生之香港利得稅乃按年內的估計應課稅溢利以16.5% (二零二一年：16.5%) 的稅率計提撥備。海外溢利的稅項已按年內估計應課稅溢利以本集團經營所在國家通行的稅率計算。根據當地稅法，本集團於新西蘭按28%及於澳洲按30% (二零二一年：於新西蘭按28%；於澳洲按30%及於中國內地按25%) 的稅率計算所得稅開支。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Current tax:	即期稅項：		
Hong Kong income tax	香港所得稅	97	-
Income tax expense	所得稅開支	97	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

10 INCOME TAX EXPENSE (continued)

10 所得稅開支 (續)

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Loss before income tax from continuing operations	持續經營業務產生之除所得稅前虧損	(29,421)	(48,971)
Tax at the Hong Kong statutory tax rate	按香港法定稅率計算的稅項	(4,854)	(8,080)
Effect of different taxation rates in other countries	其他國家不同稅率的影響	(1,520)	843
Income not subject to tax	無須課稅收入	(421)	(80)
Expenses not deductible for tax	不可扣稅開支	2,174	513
Temporary differences not recognised	未確認暫時性差額	4,718	6,804
Income tax expense	所得稅開支	97	-

11 DIVIDENDS

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

11 股息

董事會不建議派付截至二零二二年十二月三十一日止年度的任何股息(二零二一年：無)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to the equity holders of the Company is based on the following data:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Loss from continuing operations	持續經營業務產生之虧損	(29,518)	(48,971)
Loss from discontinued operations	已終止經營業務產生之虧損	(1,534)	(7,571)
Loss attributable to equity holders of the Company	本公司股權持有人應佔虧損	(31,052)	(56,542)
		No. of shares 股份數目	No. of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,290,000	2,033,290,000
		2022 二零二二年	2021 二零二一年 (Restated) (經重列)
Basic and diluted losses per share (HK cents)	每股基本及攤薄虧損 (港仙)		
Continuing operations	持續經營業務	(1.45)	(2.41)
Discontinued operations	已終止經營業務	(0.08)	(0.37)
Total basic and diluted losses per share (HK cents)	每股基本及攤薄虧損總額 (港仙)	(1.53)	(2.78)

For the years ended 31 December 2022 and 2021, basic loss per share is the same as diluted loss per share.

No share option was granted during the years ended 31 December 2022 and 2021. The Company's outstanding share options have no dilution effect for the years ended 31 December 2022 and 2021 because the exercise price of the Company's share options were higher than the average market price of the share for the years.

12 每股虧損

本公司股權持有人應佔每股基本及攤薄虧損乃按下列數據計算：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元 (Restated) (經重列)
Loss from continuing operations	持續經營業務產生之虧損	(29,518)	(48,971)
Loss from discontinued operations	已終止經營業務產生之虧損	(1,534)	(7,571)
Loss attributable to equity holders of the Company	本公司股權持有人應佔虧損	(31,052)	(56,542)
		No. of shares 股份數目	No. of shares 股份數目
Weighted average number of ordinary shares in issue	已發行普通股的加權平均數	2,033,290,000	2,033,290,000
		2022 二零二二年	2021 二零二一年 (Restated) (經重列)
Basic and diluted losses per share (HK cents)	每股基本及攤薄虧損 (港仙)		
Continuing operations	持續經營業務	(1.45)	(2.41)
Discontinued operations	已終止經營業務	(0.08)	(0.37)
Total basic and diluted losses per share (HK cents)	每股基本及攤薄虧損總額 (港仙)	(1.53)	(2.78)

截至二零二二年及二零二一年十二月三十一日止年度，每股基本虧損與每股攤薄虧損相同。

截至二零二二年及二零二一年十二月三十一日止年度概無任何購股權獲授出。本公司截至二零二二年及二零二一年十二月三十一日止年度之尚未行使購股權並無攤薄效應，原因是本公司購股權的行使價高於該等年度的股份平均市價。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

13 PROPERTY, PLANT AND EQUIPMENT

13 物業、廠房及設備

		Furniture, fixtures and equipment 傢俱、 裝置及設備 HK\$'000 千港元	Computer equipment 電腦設備 HK\$'000 千港元	Leasehold improvements 租賃裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	228	2,165	503	535	3,431
Exchange adjustments	匯兌調整	(6)	(6)	(11)	-	(23)
Additions	添置	256	223	381	-	860
Disposals	出售	(43)	(655)	-	-	(698)
Depreciation	折舊	(129)	(837)	(547)	(401)	(1,914)
Closing net carrying amount	年末賬面淨值	306	890	326	134	1,656
As at 31 December 2021	於二零二一年十二月三十一日					
Cost	成本	3,090	3,924	6,582	2,005	15,601
Accumulated depreciation and impairment	累計折舊及減值	(2,784)	(3,034)	(6,256)	(1,871)	(13,945)
Net carrying amount	賬面淨值	306	890	326	134	1,656
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening net carrying amount	年初賬面淨值	306	890	326	134	1,656
Exchange adjustments	匯兌調整	(5)	(12)	(2)	-	(19)
Additions	添置	-	3	-	-	3
Disposals	出售	(33)	-	(27)	-	(60)
Depreciation	折舊	(96)	(372)	(133)	(134)	(735)
Closing net carrying amount	年末賬面淨值	172	509	164	-	845
As at 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	274	1,514	346	2,005	4,139
Accumulated depreciation and impairment	累計折舊及減值	(102)	(1,005)	(182)	(2,005)	(3,294)
Net carrying amount	賬面淨值	172	509	164	-	845

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

14 INTANGIBLE ASSETS

14 無形資產

		Computer software 電腦軟件 HK\$'000 千港元	Trading right 交易權 HK\$'000 千港元	Total 總計 HK\$'000 千港元
For the year ended 31 December 2021	截至二零二一年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	-	-	-
Written off (<i>note</i>)	撇銷 (<i>附註</i>)	-	-	-
Closing net carrying amount	年末賬面淨值	-	-	-
As at 31 December 2021	於二零二一年十二月三十一日			
Cost	成本	1,384	-	1,384
Accumulated amortisation and impairment	累計攤銷及減值	(1,384)	-	(1,384)
Net carrying amount	賬面淨值	-	-	-
For the year ended 31 December 2022	截至二零二二年十二月三十一日止年度			
Opening net carrying amount	年初賬面淨值	-	-	-
Written off (<i>note</i>)	撇銷 (<i>附註</i>)	-	-	-
Closing net carrying amount	年末賬面淨值	-	-	-
As at 31 December 2022	於二零二二年十二月三十一日			
Cost	成本	-	-	-
Accumulated amortisation and impairment	累計攤銷及減值	-	-	-
Net carrying amount	賬面淨值	-	-	-

note:

During the year ended 31 December 2021, the Group had written off computer software and trading right with cost amounts of approximately HK\$78,955,000 and HK\$1,836,000, respectively. The accumulated amortisation and impairment of these assets with same amounts of the cost had been written off accordingly.

附註:

截至二零二一年十二月三十一日止年度，本集團已撇銷成本金額分別約為78,955,000港元及1,836,000的電腦軟件及交易權。已相應地對成本金額相同的該等資產的累計攤銷及折舊進行撇銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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15 RIGHT-OF-USE ASSETS

(i) Amount recognised in the consolidated statement of financial position

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Buildings	樓宇	-	9,494
Lease liabilities	租賃負債		
Current	流動	-	3,399
Non-current	非流動	-	6,240
		-	9,639

There is no addition to the right-of-use assets in 2022. Additions to the right-of-use assets in 2021 were HK\$8,891,000.

於二零二二年並無增加之使用權資產。於二零二一年增加之使用權資產為8,891,000港元。

(ii) Amount recognised in the Consolidated Statement of Comprehensive Income

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Depreciation charge on right-of-use assets	使用權資產之折舊費用		
Buildings	樓宇	1,878	9,721
Interest expense (included in finance cost)	利息開支 (計入融資成本)	161	288
Expense relating to short-term leases (included in other operating expenses)	短期租賃相關開支 (計入其他經營開支)	1,758	1,128

15 使用權資產

(i) 於綜合財務狀況表確認之金額

(ii) 於綜合全面收益表確認之金額

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

15 RIGHT-OF-USE ASSETS (continued)

(ii) Amount recognised in the Consolidated Statement of Comprehensive Income (continued)

Total cash outflows for leases are as below:

		2022 二零二二年 HK\$000 千港元	2021 二零二一年 HK\$000 千港元
Within operating cash flows	於經營現金流量內	1,758	1,128
Within financing cash flows	於融資現金流量內	2,072	10,143
		3,830	11,271

(iii) The Group's leasing activities and how these are accounted for

The Group leases various offices. Rental contracts are typically made for fixed periods of 1 year (2021: 2 to 4 years).

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. 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.

15 使用權資產 (續)

(ii) 於綜合全面收益表確認之金額 (續)

租賃的現金流出總額如下：

		2022 二零二二年 HK\$000 千港元	2021 二零二一年 HK\$000 千港元
Within operating cash flows	於經營現金流量內	1,758	1,128
Within financing cash flows	於融資現金流量內	2,072	10,143
		3,830	11,271

(iii) 本集團之租賃活動及該等活動之入賬方式

本集團租賃多間辦公室。租約一般固定為期1年(二零二一年：2至4年)。

租賃條款乃按個別基準協商，並包含各種不同之條款及條件。租賃協議並無施加任何契諾，惟出租人所持有之租賃資產之抵押品權益除外。租賃資產不可用作借款之抵押品。

16 INVENTORIES

Finished goods – merchandise

製成品－商品

37,795

–

The cost of goods recognised as cost of sales amounted to approximately HK\$31,961,000 for the year ended 31 December 2022 (2021: nil).

16 存貨

37,795

–

截至二零二二年十二月三十一日止年度，確認為銷售成本之貨品成本約為31,961,000港元(二零二一年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

17 TRADE RECEIVABLES

		2022 二零二二年 HK\$000 千港元	2021 二零二一年 HK\$000 千港元
Trade receivables	貿易應收款項	17,991	–
Less: provision for impairment allowance	減：減值撥備	–	–
		17,991	–

The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management.

An aging analysis of the trade receivables based on invoice date is as follows:

本集團致力嚴格監控其未償還的應收款項並設立信貸監控部門，以盡量減低信貸風險。高級管理層定期審閱逾期結餘。

基於發票日期之貿易應收款項之賬齡分析如下：

		2022 二零二二年 HK\$000 千港元	2021 二零二一年 HK\$000 千港元
Current	即期	9,686	–
Less than 3 months past due	逾期少於三個月	5,821	–
3-6 months past due	逾期三至六個月	1,047	–
Over 6 months past due	逾期多於六個月	1,437	–
		17,991	–

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which use a lifetime expected loss allowance for all trade receivables.

Trade receivables past due but not impaired represents balance that the Group considered to be fully recoverable based on the past experience. As at 31 December 2022, none of the trade receivables (2021: nil) were impaired and the expected credit losses for the trade receivables balance are not significant. No provision was made as at 31 December 2022 (2021: nil).

本集團應用香港財務報告準則第9號的簡化方法計量預期信貸虧損，即對所有貿易應收款項採用全期預期虧損撥備。

已逾期但未出現減值之貿易應收款項指本集團根據以往經驗認為可悉數收回之結餘。於二零二二年十二月三十一日，概無貿易應收款項（二零二一年：無）出現減值，而貿易應收款項結餘之預期信貸虧損並不重大。於二零二二年十二月三十一日，本集團並無作出撥備（二零二一年：無）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

17 TRADE RECEIVABLES (continued)

Trade receivables are denominated in the following currencies:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
RMB	人民幣	9,876	–
HK\$	港元	8,115	–
		17,991	–

All trade receivables' carrying amounts approximate to their fair values.

17 貿易應收款項 (續)

貿易應收款項按以下貨幣計值：

所有貿易應收款項的賬面值與其公允值相若。

18 OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Prepayments	預付款項	3,264	3,191
Right-of-return assets	退貨權資產	2,587	–
Interest receivables	應收利息	978	–
Other receivables	其他應收款項	129	168
Rental and utility deposits	租金及公用設施按金	41	3,869
Total	總計	6,999	7,228
Less: non-current portion	減：非流動部分	–	(701)
Current portion	流動部分	6,999	6,527

The carrying amounts of the Group's other receivables and deposits approximate to their fair values.

18 其他應收款項、預付款項及按金

本集團其他應收款項及按金的賬面值與其公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 DERIVATIVE FINANCIAL INSTRUMENTS

19 衍生金融工具

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Current assets	流動資產		
Derivative contracts	衍生合約	-	4,579
Current liabilities	流動負債		
Derivative contracts	衍生合約	(12)	(458)
Total	總計	(12)	4,121

The Group gains exposures in foreign exchange, commodities and other products from client orders in its margin dealing business. In order to hedge these exposures, the Group enters into a number of derivative contracts with its hedging counterparties in the normal course of business.

The notional principal amounts of the outstanding derivative contracts at 31 December 2021 was HK\$311,937,000.

The derivative contracts usually have no expiry dates. The size of the derivative contracts is adjusted according to overall client activities.

本集團於其保證金交易業務中承受來自客戶訂單的外匯、商品及其他產品風險。為對沖該等風險，本集團於正常業務過程中與其對沖對手訂立多項衍生合約。

於二零二一年十二月三十一日，尚未平倉衍生合約的名義本金額分別為311,937,000港元。

衍生合約通常並無屆滿日期。衍生合約的規模會根據整體客戶活動進行調整。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

20 BALANCES DUE FROM AGENTS

20 應收代理結餘

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Balances due from agents	應收代理結餘	4,651	34,154
Provision for expected credit loss	預期信貸虧損撥備	-	(191)
Total	總計	4,651	33,963

The balances represent margin deposits paid to hedging counterparties and the realised profit or loss from our trading activities under normal course of business. The majority of the balances due from agents are repayable on demand except for certain balance represent margin deposit required for our outstanding derivative contracts with the hedging counterparties. There is no interest bearing for the balances. The carrying amounts of the Group's balances due from agents approximate to their fair values.

該等結餘指於正常業務過程中向對沖對手支付的保證金存款及我們交易活動的已變現溢利或虧損。大部分應收代理結餘須按要求償還，惟與對沖對手之未平倉衍生合約所規定的保證金存款的若干結餘除外。該等結餘為免息。本集團應收代理結餘的賬面值與其公允值相若。

21 CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES

21 現金及銀行結餘以及客戶信託銀行結餘

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	13,228	195,487
Fixed deposits with banks	銀行定期存款	198,563	38,980
Client trust bank balances	客戶信託銀行結餘	4,234	39,225
		216,025	273,692

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

21 CASH AND BANK BALANCES AND CLIENT TRUST BANK BALANCES (continued)

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprises of the following:

21 現金及銀行結餘以及客戶信託銀行結餘 (續)

就綜合現金流量表而言，現金及現金等價物包括以下各項：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	13,228	195,487
Fixed deposits with bank with original maturity within three months	原訂於三個月內到期的 銀行定期存款	198,563	38,980
		211,791	234,467



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 LEASE LIABILITIES

Nature of leasing activities (in the capacity as lessee)

The Group leases a number of offices mainly in Hong Kong and Australia. Under the office leases, the periodic rents are fixed over the lease term.

The movements in lease liabilities:

22 租賃負債

租賃活動性質 (以承租人身份)

本集團主要於香港及澳洲租賃多間辦公室。根據辦公室租賃，定期租金於租賃期內為固定租金。

租賃負債之變動：

		HK\$'000 千港元
Balance as at 1 January 2021	於二零二一年一月一日之結餘	10,699
Additions	添置	8,891
Interest expense	利息開支	288
Lease payments	租賃付款	(10,143)
Exchange adjustment	匯兌調整	(96)
Balance as at 31 December 2021 and 1 January 2022	於二零二一年十二月三十一日及 二零二二年一月一日之結餘	9,639
Interest expense	利息開支	161
Lease payments	租賃付款	(2,072)
Disposal	出售	(7,675)
Exchange adjustment	匯兌調整	(53)
Balance as at 31 December 2022	於二零二二年十二月三十一日之結餘	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 LEASE LIABILITIES (continued)

Future lease payments are due as follows:

		Future lease payments	Interest	Present value
		未來租賃付款	利息	現值
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 31 December 2022 於二零二二年十二月三十一日				
Not later than one year	一年內	-	-	-
Later than one year and not later than two years	一年後但兩年內	-	-	-
Later than two years and not later than five years	兩年後但五年內	-	-	-
		-	-	-

As at 31 December 2021 於二零二一年十二月三十一日				
Not later than one year	一年內	3,796	(397)	3,399
Later than one year and not later than two years	一年後但兩年內	2,504	(261)	2,243
Later than two years and not later than five years	兩年後但五年內	4,174	(177)	3,997
		10,474	(835)	9,639

The present value of future lease payments are analysed as:

未來租賃付款之現值分析如下：

		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Current liabilities	流動負債	-	3,399
Non-current liabilities	非流動負債	-	6,240
		-	9,639

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 DEFERRED TAXATION

Deferred tax assets and liabilities are offset on an individual entity basis when there is a legal right to set off current tax assets against current tax liabilities and when the deferred taxation relates to the same authority. The following amounts, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Deferred tax assets to be recovered after twelve months	遞延稅項資產 (12個月後收回)	-	-
Deferred tax liabilities to be settled after twelve months	遞延稅項負債 (12個月後支付)	-	-
		-	-

The major components of deferred tax assets/(liabilities) recorded in the consolidated statement of financial position and the movements during the year are as follows:

綜合財務狀況表內列賬的遞延稅項資產／(負債) 的主要部分及年內變動如下：

		Employee benefits	Depreciation	Other temporary differences	Total
		僱員福利	折舊	其他暫時性差額	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2021	於二零二一年一月一日	731	(2,243)	124	(1,388)
Credit/(charge) to profit or loss	計入／(扣除自) 損益	(721)	2,213	(122)	1,370
Exchange adjustments	匯兌調整	(10)	30	(2)	18
At 31 December 2021 and 2022	於二零二一年及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

23 DEFERRED TAXATION (continued)

As at 31 December 2022, the Group has estimated unused tax losses of approximately HK\$166,916,000 (2021: HK\$166,816,000) which were available for offset against future profits. No deferred tax asset has been recognised in respect of the estimated tax losses due to the unpredictability of future profit streams. All amount of estimated tax losses have no expiry date.

24 TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項	(b)	41,486	–
Refund liabilities	退款負債		2,676	–
Contract liabilities	合約負債		2,412	–
Other accruals	其他應計費用		2,415	4,482
Accrued audit fees	應計審計費用		1,972	2,422
Employee entitlements	僱員權益		–	2,021
Other payables	其他應付款項		525	345
Commission payable	應付佣金		–	226

(a)

51,486

9,496

notes:

- (a) The carrying amounts of the Group's trade and other payables approximate to their fair values.

23 遞延稅項 (續)

於二零二二年十二月三十一日，本集團可供動用以抵銷未來溢利的估計未動用稅項虧損約為166,916,000港元（二零二一年：166,816,000港元）。由於未來溢利流的不可預測性，本集團並無就估計稅項虧損確認遞延稅項資產。所有估計稅項虧損金額均無屆滿日期。

24 貿易及其他應付款項

	notes 附註	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Trade payables	(b)	41,486	–
Refund liabilities		2,676	–
Contract liabilities		2,412	–
Other accruals		2,415	4,482
Accrued audit fees		1,972	2,422
Employee entitlements		–	2,021
Other payables		525	345
Commission payable		–	226
	(a)	51,486	9,496

附註：

- (a) 本集團貿易及其他應付款項的賬面值與其公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

24 TRADE AND OTHER PAYABLES (continued)

notes: (continued)

- (b) The credit terms of merchandise payables granted by the suppliers are usually current to 90 days. At 31 December 2022, the aging analysis of the merchandise payables based on invoice date is as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within 30 days	30日內	-	-
30 to 90 days	30至90日	41,486	-
90 to 180 days	90至180日	-	-
Over 180 days	180日以上	-	-
		41,486	-

25 CLIENTS' BALANCES

The balances represent margin deposits received from clients and the realised profit or loss from their trading activities under normal course of business. The majority of the clients' balances are repayable on demand except for certain balance represent margin deposit required for the outstanding derivative contracts. There is no interest bearing for the balances. The carrying amounts approximate to their fair values.

24 貿易及其他應付款項 (續)

附註：(續)

- (b) 供應商授予之商品應付款項之信貸期通常為即期至90日。於二零二二年十二月三十一日，基於發票日期之商品應付款項之賬齡分析如下：

25 客戶結餘

該等結餘指於正常業務過程中收取客戶的保證金存款及彼等的交易活動的已變現溢利或虧損。大部分客戶結餘須按要求償還，惟未平倉衍生合約所規定的保證金存款的若干結餘除外。該等結餘為免息。賬面值與其公允值相若。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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26 SHARE CAPITAL AND RESERVES

(a) Share capital

Authorised:	法定：
Ordinary shares of	每股面值0.01港元之
HK\$0.01 each	普通股
Issued and fully paid:	已發行及繳足：
At beginning and end of	於報告期初及末
the reporting period	

26 股本及儲備

(a) 股本

31 December 2022 二零二二年十二月三十一日		31 December 2021 二零二一年十二月三十一日	
Number of shares 股份數目	HK\$'000 千港元	Number of shares 股份數目	HK\$'000 千港元
4,000,000,000	40,000	4,000,000,000	40,000
2,033,290,000	20,333	2,033,290,000	20,333

(b) Reserves

Reserves includes capital reserves which represents the difference between the book value of the net assets of CLSA Premium New Zealand Limited, CLSA Premium Pty Limited and CLSA Premium International (HK) Limited over the par value of the shares issued by LXL Capital II Limited, LXL Capital III Limited and LXL Capital IV Limited in exchange for these subsidiaries as part of the reorganisation completed in 2012.

(b) 儲備

儲備包括資本儲備，指CLSA Premium New Zealand Limited、CLSA Premium Pty Limited及CLSA Premium International (HK) Limited資產淨值的賬面值與LXL Capital II Limited、LXL Capital III Limited及LXL Capital IV Limited作為於二零一二年完成的重組一部分用以交換該等附屬公司而發行的股份面值的差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

27 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The changes in the Group's liabilities from financing activities, including both cash and non-cash changes are as follows:

27 融資活動產生之負債對賬

本集團自融資活動產生之負債變動(包括現金及非現金變動)如下:

		Lease liabilities 租賃負債 HK\$'000 千港元
As at 1 January 2022	於二零二二年一月一日	9,639
Changes from financing cash flows:	來自融資現金流量之變動:	
Lease payments	租賃付款	(1,911)
Interest paid on lease liabilities	租賃負債之已付利息	(161)
Total changes from financing cash flows	來自融資現金流量之變動總額	(2,072)
Exchange adjustments	匯兌調整	(53)
Other changes:	其他變動:	
Disposal of lease liabilities	出售租賃負債	(7,675)
Finance costs	融資成本	161
Total other changes	其他變動總額	(7,514)
As at 31 December 2022	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

27 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES *(continued)*

27 融資活動產生之負債對賬 (續)

		Lease liabilities 租賃負債 HK\$'000 千港元
As at 1 January 2021	於二零二一年一月一日	10,699
Changes from financing cash flows:	來自融資現金流量之變動：	
Lease payments	租賃付款	(9,855)
Interest paid on lease liabilities	租賃負債之已付利息	(288)
Total changes from financing cash flows	來自融資現金流量之變動總額	(10,143)
Exchange adjustments	匯兌調整	(96)
Other changes:	其他變動：	
Additions to lease liabilities	添置租賃負債	8,891
Finance costs	融資成本	288
Total other changes	其他變動總額	9,179
As at 31 December 2021	於二零二一年十二月三十一日	9,639



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 SHARE OPTION SCHEME

On 22 March 2018, the Company granted 40,000,000 share options to 82 individuals (the “2018 Grantees”) for their subscription of new ordinary shares of HK\$0.01 each in the Company’s share capital.

These share options are exercisable at HK\$0.495 per share, with varying vesting period and validity from the date of grant. 37 out of 82 of the 2018 Grantees were granted share options which are exercisable for a period of three years commencing on the date of grant to 21 March 2021. 11 out of 82 of the 2018 Grantees were granted share options which are exercisable for a period of three years commencing on the date falling on the first anniversary of the date of grant to 21 March 2022, with a vesting period of one year from the date of grant. The remaining 34 of the 2018 Grantees were granted options which are exercisable for a period of two years commencing on the date falling on the second anniversary of the date of grant to 21 March 2022, with a vesting period of two years from the date of grant. Among the 40,000,000 share options granted, 12,200,000 share options were granted to the Company’s directors and chief executives.

The Group has no legal or constructive obligation to repurchase or settle the options in cash.

28 購股權計劃

於二零一八年三月二十二日，本公司向82名人士（該「2018獲授人」）授出40,000,000份購股權，供彼等認購本公司股本中每股面值0.01港元的新普通股。

該等購股權可按每股股份0.495港元的價格予以行使，自授出日期起計的歸屬期及有效期有別。該82名2018獲授人中的37名獲授予可於授出日期起計至二零二一年三月三十一日為止三年之期間內行使之購股權。該82名2018獲授人中的11名獲授予可於授出日期一週年當日起計至二零二二年三月三十一日為止三年之期間內行使之購股權，歸屬期為由授出日期起計一年。餘下該34名2018獲授人獲授予可於授出日期兩週年當日起計至二零二二年三月三十一日為止兩年之期間內行使之購股權，歸屬期為由授出日期起計兩年。已授出的40,000,000份購股權中，本公司董事及最高行政人員獲授12,200,000份購股權。

本集團並無法律或推定責任以現金購回或結算購股權。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 SHARE OPTION SCHEME (continued)

Movements in the number of outstanding share options during the year ended 31 December 2022 were as follows:

Grantee	Date of grant	Outstanding as at 1 January 2022 於二零二二年一月一日尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內被沒收	Exercised during the year 於年內行使	Outstanding as at 31 December 2022 於二零二二年十二月三十一日尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Employees of Group companies 集團公司僱員	22 March 2018 二零一八年三月二十二日	1,600,000	-	(1,600,000)	-	-	0.495	22 March 2019 to 21 March 2022 二零一九年三月二十二日至二零二二年三月三十一日
Employees of Group companies 集團公司僱員	22 March 2018 二零一八年三月二十二日	1,100,000	-	(1,100,000)	-	-	0.495	22 March 2020 to 21 March 2022 二零二零年三月二十二日至二零二二年三月三十一日
Consultants 顧問	22 March 2018 二零一八年三月二十二日	550,000	-	(550,000)	-	-	0.495	22 March 2019 to 21 March 2022 二零一九年三月二十二日至二零二二年三月三十一日
		3,250,000	-	(3,250,000)	-	-		

28 購股權計劃 (續)

截至二零二二年十二月三十一日止年度尚未行使的購股權數目變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 SHARE OPTION SCHEME (continued)

Movements in the number of outstanding share options during the year ended 31 December 2021 were as follows:

Grantee	Date of grant	Outstanding as at 1 January 2021 於二零二一年一月一日尚未行使	Granted during the year 於年內授出	Forfeited during the year 於年內被沒收	Exercised during the year 於年內行使	Outstanding as at 31 December 2021 於二零二一年十二月三十一日尚未行使	Exercise price 行使價 HK\$ 港元	Exercise period 行使期間
Stephen Gregory McCoy	22 March 2018 二零一八年三月二十二日	1,000,000	-	(1,000,000)	-	-	0.495	22 March 2018 to 21 March 2021 二零一八年三月二十二日至二零二一年三月二十一日
Employees of Group companies 集團公司僱員	22 March 2018 二零一八年三月二十二日	8,500,000	-	(8,500,000)	-	-	0.495	22 March 2018 to 21 March 2021 二零一八年三月二十二日至二零二一年三月二十一日
Employees of Group companies 集團公司僱員	22 March 2018 二零一八年三月二十二日	1,600,000	-	-	-	1,600,000	0.495	22 March 2019 to 21 March 2022 二零一九年三月二十二日至二零二二年三月二十一日
Employees of Group companies 集團公司僱員	22 March 2018 二零一八年三月二十二日	1,150,000	-	(50,000)	-	1,100,000	0.495	22 March 2020 to 21 March 2022 二零二零年三月二十二日至二零二二年三月二十一日
Consultants 顧問	22 March 2018 二零一八年三月二十二日	550,000	-	-	-	550,000	0.495	22 March 2019 to 21 March 2022 二零一九年三月二十二日至二零二二年三月二十一日
		12,800,000	-	(9,550,000)	-	3,250,000		

28 購股權計劃 (續)

截至二零二一年十二月三十一日止年度尚未行使的購股權數目變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 SHARE OPTION SCHEME (continued)

The Binomial Option Pricing Model has been used to estimate the fair value of the options. 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. Details of the share options granted on 22 March 2018 were as follows:

Weighted average share option price at the grant date:	HK\$0.1735
Risk free interest rate:	1.668%
Expected volatility:	56.39%
Expected dividend yield:	0%
Expected exercise multiple:	Directors: 2.8x exercise price Others: 2.2x exercise price

The measurement date of the share options was 22 March 2018, being the date of grant of the share options. The expected dividend yield is determined with reference to historical dividend payment history of comparable listed companies up to the measurement date. The expected volatility of share price is determined with reference to annualised historical weekly volatility of comparable listed companies' share prices as of the valuation date, as extracted from Bloomberg.

No share option expenses were recognised in the consolidated statement of comprehensive income during the current period (2021: nil).

As at 31 December 2022, there is no exercisable share options granted. Under the current share options scheme which will be expired on 4 June 2023, there are 40,000,000 share options could be granted on or before 2 July 2023.

28 購股權計劃 (續)

二項式期權定價模式獲採納以估計購股權的公允值。計算購股權公允值所用的變數及假設乃基於董事的最佳估計。購股權價值隨某些主觀假設的變數不同而變化。於二零一八年三月二十二日授出的購股權的詳情如下：

於授出日期的加權平均購股權價格：	0.1735港元
無風險利率：	1.668%
預期波幅：	56.39%
預期股息率：	0%
預期行使倍數：	董事：行使價2.8倍 其他：行使價2.2倍

購股權的計量日期為二零一八年三月二十二日，即授出購股權的日期。預期股息率乃參考可資比較上市公司直至計量日期的過往股息付款記錄而釐定。股價的預期波幅乃參考摘錄自彭博的可資比較上市公司的股價截至評估日期的年度化過往每週波幅而釐定。

本期間於綜合全面收益表並無確認任何購股權開支(二零二一年：零)。

於二零二二年十二月三十一日，概無授出可予行使購股權。根據將於二零二三年六月四日屆滿的現有購股權計劃，40,000,000份購股權可於二零二三年七月二日或之前授出。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

29 STATEMENT OF FINANCIAL POSITION AND
RESERVES MOVEMENT OF THE COMPANY

29 本公司之財務狀況表及儲備變動

Statement of Financial Position of the Company

本公司之財務狀況表

		As at 31 December 於十二月三十一日	
		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
ASSET	資產		
Non-current assets	非流動資產		
Investments in subsidiaries (Note 31)	於附屬公司之投資 (附註31)	238,665	151,853
Right-of-use assets	使用權資產	-	8,324
Deposit	按金	-	701
Total non-current assets	非流動資產總值	238,665	160,878
Current assets	流動資產		
Cash and bank balances	現金及銀行結餘	160,607	77,471
Amounts due from subsidiaries	應收附屬公司之款項	15,296	43,217
Prepayments	預付款項	9,070	1,655
Total current assets	流動資產總值	184,973	122,343
Total assets	資產總值	423,638	283,221
EQUITY AND LIABILITIES	權益及負債		
Share capital	股本	20,333	20,333
Reserves (note (a))	儲備 (附註(a))	180,494	181,052
(Accumulated losses)/retained earnings (note (a))	(累計虧損) / 保留盈利 (附註(a))	(97,312)	66,743
Total equity	權益總額	103,515	268,128

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

29 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(continued)

Statement of Financial Position of the Company
(continued)

29 本公司之財務狀況表及儲備變動 (續)

本公司之財務狀況表 (續)

		As at 31 December	
		於十二月三十一日	
		2022	2021
		二零二二年	二零二一年
		HK\$'000	HK\$'000
		千港元	千港元
Current liabilities	流動負債		
Lease liabilities	租賃負債	-	2,134
Amounts due to subsidiaries	應付附屬公司款項	317,953	2,877
Other payables and accrued liabilities	其他應付款項及應計負債	2,170	3,842
Total current liabilities	流動負債總額	320,123	8,853
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	-	6,240
Total liabilities	負債總額	320,123	15,093
Total equity and liabilities	總權益及負債	423,638	283,221

The statement of financial position of the Company was approved by the Board of Directors on 13 March 2023 and was signed on its behalf.

Yuen Feng
袁峰

本公司之財務狀況表經董事會於二零二三年三月十三日批准並由以下董事代為簽署。

Chung Cheuk Fan Marco
鍾卓勳

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

29 STATEMENT OF FINANCIAL POSITION AND RESERVES MOVEMENT OF THE COMPANY

(continued)

Statement of Financial Position of the Company
(continued)

note (a) – Reserves movement of the Company

29 本公司之財務狀況表及儲備變動 (續)

本公司之財務狀況表 (續)

附註(a) – 本公司之儲備變動

		Reserves	(Accumulated losses)/ retained earnings
		儲備	(累計虧損) / 保留盈利
		HK\$'000	HK\$'000
		千港元	千港元
As at 1 January 2021	於二零二一年一月一日	182,511	107,383
Loss for the year	年度虧損	–	(42,099)
Share option scheme	購股權計劃	(1,459)	1,459
As at 31 December 2021	於二零二一年十二月三十一日	181,052	66,743
As at 1 January 2022	於二零二二年一月一日	181,052	66,743
Loss for the year	年度虧損	–	(164,613)
Share option scheme	購股權計劃	(558)	558
As at 31 December 2022	於二零二二年十二月三十一日	180,494	(97,312)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS

(a) Directors' emoluments

Emoluments paid/payable to the Company's directors by the Group during the years ended 31 December 2022 and 2021.

For the year ended 31 December 2022

Name of director	董事姓名	Director fee HK\$'000 千港元	Salary and commission 薪金及佣金 HK\$'000 千港元	Employer's contribution to pension scheme	Discretionary bonuses	Total HK\$'000 千港元
				僱主退休金計劃供款 HK\$'000 千港元	(note (a)) 酌情花紅 (附註(a)) HK\$'000 千港元	
Executive Directors:						
Mr. Yuan Feng	袁峰先生	240	790	-	-	1,030
Mr. Chung Cheuk Fan Marco	鍾卓勳先生	240	-	-	-	240
Non-executive Directors:						
Mr. Li Jiong	李罔先生	120	-	-	-	120
Mr. Xu Jianqiang	許建強先生	120	-	-	-	120
Independent non-executive Directors:						
Mr. Wu Jianfeng	武劍鋒先生	240	-	-	-	240
Mr. Christopher Wesley Satterfield	Christopher Wesley Satterfield先生	240	-	-	-	240
Ms. Hu Zhaoxia	胡朝霞女士	240	-	-	-	240
		1,440	790	-	-	2,230

30 董事及高級管理層的酬金

(a) 董事酬金

本集團截至二零二二年及二零二一年十二月三十一日止年度向本公司董事支付／應付的酬金。

截至二零二二年十二月三十一日止年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

30 DIRECTORS' AND SENIOR MANAGEMENT'S
EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

For the year ended 31 December 2021

Name of director	董事姓名	Director fee HK\$'000 千港元	Salary and commission 薪金及佣金 HK\$'000 千港元	Employer's	Discretionary bonuses (note (a)) 酌情花紅 (附註(a)) HK\$'000 千港元	Total HK\$'000 千港元
				contribution to pension scheme 僱主退休金計劃供款 HK\$'000 千港元		
Executive Directors:		執行董事：				
Mr. Yuan Feng	袁峰先生	240	790	-	-	1,030
Mr. Wu Fei (Resigned on 5 July 2021)	吳飛先生 (於二零二一年七月五日辭任)	123	-	-	-	123
Mr. Chung Cheuk Fan Marco (Appointed on 5 July 2021)	鍾卓勳先生 (於二零二一年七月五日獲委任)	117	-	-	-	117
Non-executive Directors:		非執行董事：				
Mr. Li Jiong	李罔先生	120	-	-	-	120
Mr. Stephen Gregory McCoy (Resigned on 9 March 2021)	Stephen Gregory McCoy先生 (於二零二一年三月九日辭任)	23	-	-	-	23
Mr. Xu Jianqiang	許建強先生	120	-	-	-	120
Independent non-executive Directors:		獨立非執行董事：				
Mr. Wu Jianfeng	武劍鋒先生	240	-	-	-	240
Mr. Christopher Wesley Satterfield	Christopher Wesley Satterfield先生	240	-	-	-	240
Ms. Hu Zhaoxia	胡朝霞女士	240	-	-	-	240
		1,463	790	-	-	2,253

30 董事及高級管理層的酬金 (續)

(a) 董事酬金 (續)

截至二零二一年十二月三十一日止
年度

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

30 DIRECTORS' AND SENIOR MANAGEMENT'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

During the years ended 31 December 2022 and 2021, no directors of the Group waived any emoluments and no emolument was paid to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

note (a): Certain executive directors of the Company are entitled to discretionary bonus payments which are determined with reference to the Group's operating results, individual performance of the directors and relevant market statistics during the year.

30 董事及高級管理層的酬金 (續)

(a) 董事酬金 (續)

截至二零二二年及二零二一年十二月三十一日止年度，概無本集團董事放棄任何酬金，且概無向任何董事支付酬金作為加入本集團或加入時的獎勵或作為離職補償。

附註(a): 本公司若干執行董事享有酌情花紅款項，有關款項乃參考年內本集團的經營業績、董事的個人表現及相關市場統計資料而釐定。

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking	就個人提供擔任董事（不論是公司或其附屬公司）的服務而已付或應收的酬金	1,440	1,463
Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking	就董事提供管理公司或其附屬公司事宜的其他服務而已付或應收的酬金	790	790
		2,230	2,253

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

**30 DIRECTORS' AND SENIOR MANAGEMENT'S
EMOLUMENTS** (continued)

(b) Five highest paid individuals

The five highest paid employees during the years ended 31 December 2022 and 2021 included one director, details of whose remuneration are set out in Note 30(a) above. Details of the remuneration of the remaining non-directors, highest paid employees during the years ended 31 December 2022 and 2021 are as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Salary and commission	薪金及佣金	3,572	3,752
Discretionary bonuses	酌情花紅	-	193
		3,572	3,945

No emoluments have been paid to these individuals as an inducement to join or upon joining the Group or as compensation for loss of office during the years ended 31 December 2022 and 2021.

The emoluments of the highest-paid individuals of the Group other than the directors fall within the following bands:

		2022 二零二二年	2021 二零二一年
Emolument bands	酬金範疇		
- HK\$0 to HK\$1,000,000	- 0港元至1,000,000港元	3	2
- HK\$1,000,001 to HK\$1,500,000	- 1,000,001港元至1,500,000港元	1	2

30 董事及高級管理層的酬金 (續)

(b) 五名最高薪人士

截至二零二二年及二零二一年十二月三十一日止年度，五名最高薪僱員包括一名董事，其酬金詳情載於上文附註30(a)。其餘非董事最高薪僱員於截至二零二二年及二零二一年十二月三十一日止年度的酬金詳情載列如下：

截至二零二二年及二零二一年十二月三十一日止年度，概無向該等人士支付酬金作為加入本集團或加入時的獎勵或作為離職補償。

本集團最高薪人士(除董事外)的酬金屬於以下範疇：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 INVESTMENT IN SUBSIDIARIES

As at 31 December 2022, the Company had direct and indirect interests in the following subsidiaries:

31 於附屬公司之投資

於二零二二年十二月三十一日，本公司於下列附屬公司擁有直接及間接權益：

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/paid-in capital 已發行股本／繳足股本詳情	Equity interest held 持有的股權
公司名稱	註冊成立地點及法律實體類別	主要業務及經營地點		
CLSA Premium Bullion Limited	Hong Kong, limited liability company 香港， 有限責任公司	Provision of leveraged bullion and healthcare products trading services, Hong Kong 提供槓桿式貴金屬及保健產品交易服務，香港	HK\$1,000,000 1,000,000港元	100% (direct) 100% (直接)
CLSA Premium New Zealand Limited	New Zealand, limited liability company 新西蘭， 有限責任公司	Provision of leveraged foreign exchange and other trading services, New Zealand 提供槓桿式外匯及 其他交易服務，新西蘭	NZD24,336,301 24,336,301新西蘭元	100% (direct) 100% (直接)
CLSA Premium Pty Limited	Australia, limited liability company 澳洲， 有限責任公司	Provision of leveraged foreign exchange and other trading services, Australia 提供槓桿式外匯及 其他交易服務，澳洲	AUD15,664,108 15,664,108澳元	100% (direct) 100% (直接)
CLSA Premium International (HK) Limited	Hong Kong, limited liability company 香港， 有限責任公司	Provision of management services, leveraged foreign exchange and other trading services, Hong Kong 提供管理服務、槓桿式外匯及 其他交易服務，香港	HK\$100,000,000 100,000,000港元	100% (direct) 100% (直接)
Yorkastle Capital Limited 盛城資本有限公司	Hong Kong, limited liability company 香港， 有限責任公司	Investment holding, Hong Kong 投資控股，香港	HK\$1,000,000 1,000,000港元	100% (direct) 100% (直接)
LXL Capital I Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$800 800美元	100% (direct) 100% (直接)
LXL Capital II Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$300 300美元	100% (indirect) 100% (間接)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

31 INVESTMENT IN SUBSIDIARIES (continued)

31 於附屬公司之投資 (續)

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ paid-in capital 已發行股本/ 繳足股本詳情	Equity interest held 持有的股權
公司名稱	註冊成立地點及法律實體類別	主要業務及經營地點		
LXL Capital III Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$600 600美元	100% (indirect) 100% (間接)
LXL Capital IV Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$100 100美元	100% (indirect) 100% (間接)
LXL Capital VIII Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$100 100美元	100% (indirect) 100% (間接)
LXL Capital V Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$100 100美元	100% (indirect) 100% (間接)
LXL Capital IX Limited <i>note 附註</i>	British Virgin Islands, limited liability company 英屬處女群島， 有限責任公司	Investment holding, British Virgin Islands 投資控股，英屬處女群島	US\$100 100美元	100% (indirect) 100% (間接)
Zhuhai Yi Pu Li Business Consulting Services Limited* <i>note 附註</i>	People's Republic of China, limited liability company 中華人民共和國， 有限責任公司	Inactive, People's Republic of China 暫無營業，中華人民共和國	RMB50,166,020 人民幣50,166,020元	100% (indirect) 100% (間接)

note: No audited financial statements have been prepared as these companies are incorporated in a jurisdiction which does not have any statutory audit requirements. LXL Capital VIII Limited, LXL Capital IX Limited and Zhuhai Yi Pu Li Business Consulting Services Limited* are liquidated during the financial year 2022.

附註： 由於該等公司註冊成立的司法權區並無任何法定審核規定，故並無編製經審核財務報表。LXL Capital VIII Limited、LXL Capital IX Limited及珠海易普利商業諮詢服務有限公司於二零二二年財政年度清盤。

* For identification only
僅供識別

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS AND BALANCES

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

For the outstanding balance due from or to related parties, net amount is presented when the Group has a legally enforceable right to set off the recognised amounts, and intends to settle on a net basis.

(a) The Group had the following material transactions with its related entities during the year:

32 關聯方交易及結餘

倘一方有能力直接或間接控制另一方或在財務及經營決策上對另一方發揮重大影響力，雙方即屬有關聯。雙方受共同控制者亦屬有關聯。

就應收或應付關聯方的未結算結餘而言，當本集團有權合法強制抵銷已確認金額，並擬按淨額基準結算時呈列金額淨值時。

(a) 本集團於年內與其關聯實體進行下列重大交易：

			2022	2021
			二零二二年	二零二一年
		<i>notes</i>	HK\$'000	HK\$'000
		<i>附註</i>	千港元	千港元
Transactions with related parties	與關聯方進行的交易			
Amount paid for the provision of software maintenance, upgrade and support services from:	向以下公司支付提供軟件維護、升級及支援服務的款項：			
– other related party	– 其他關聯方	<i>(i)</i>	126	2,369
Amount received for the provision of management services from:	向以下公司收取提供管理服務的款項：			
– other related parties	– 其他關聯方	<i>(ii)</i>	–	2,700
Amount paid for the provision of management services from:	向以下公司支付提供管理服務的款項：			
– other related party	– 其他關聯方	<i>(ii)</i>	846	702

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- (a) The Group had the following material transactions with its related entities during the year: (continued)

notes:

- (i) Amounts are paid for the provision of software maintenance, upgrade and support services based on the terms on agreement signed between parties.
 - (ii) Amounts are received and paid for the sharing of the offices based on the agreement signed between parties.
 - (iii) On 9 March 2022, CLSA Premium Pty Limited received a termination notice from CLSA Australia Holdings Pty Ltd to terminate the Novation Deed dated 1 May 2021 and the Service Level Agreement dated 14 February 2020.
 - (iv) On 6 June 2022, the Company and CLSA Limited had entered into another services agreement to replace the new information technology services agreement dated 9 March 2020. Pursuant to Rule 14A.76, the transaction in relation to the services agreement dated 6 June 2022 is fully exempted from the requirements to obtains shareholders' approval, annual review and all disclosure requirements.
- (b) Key management includes directors (executive & non-executive) and the remuneration of the key management personnel of the Group are disclosed in Note 30.

32 關聯方交易及結餘 (續)

- (a) 本集團於年內與其關聯實體進行下列重大交易：(續)

附註：

- (i) 就提供軟件維護、升級及支援服務而支付的款項乃根據各訂約方所簽訂之協議條款而釐定。
 - (ii) 就共用辦公室而收取及支付的款項乃根據各訂約方所簽訂之協議而釐定。
 - (iii) 於二零二二年三月九日，CLSA Premium Pty Limited接獲CLSA Australia Holdings Pty Ltd的終止通知，以終止日期為二零二一年五月一日之更替契據及日期為二零二零年二月十四日之服務水準協議。
 - (iv) 於二零二二年六月六日，本公司與中信里昂證券有限公司訂立另一份服務協議以取代日期為二零二零年三月九日之新資訊科技服務協議。根據第14A.76條，有關日期為二零二二年六月六日之服務協議之交易獲悉數豁免遵守取得股東批准、年度審閱及所有披露規定。
- (b) 本集團主要管理層（包括執行及非執行董事）及主要管理人員的薪酬於附註30披露。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 COMMITMENTS

Operating lease commitments

As lessee

As at the end of the reporting period, the Group had commitments for future minimum lease payments in respect of an office under non-cancellable lease within one year as follows:

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	287	120

Capital commitments

There is no capital commitment for the Group as at 31 December 2022 and 2021.

34 LITIGATIONS AND CONTINGENT LIABILITIES

Contingent liabilities from litigations with Banclogix System Co., Limited

On 6 May 2020, the Company received a writ of summons together with an endorsement of claim dated 6 May 2020 issued in the High Court of The Hong Kong Special Administrative Region by Banclogix System Co., Limited ("Banclogix", the Group's then IT service provider) against the Company and claims (i) that the termination of the IT service agreement by the Company was wrongful; (ii) alleged termination payment of HK\$2.5 million, software maintenance fee of approximately HK\$450,000 and IT infrastructure fee of HK\$1.5 million; and (iii) alleged loss and damages to be assessed.

The above proceedings is to be heard together with the High Court legal action started in 2019 by the Company (joined subsequently by its three licensed subsidiaries as plaintiffs) against Banclogix claiming for, among others, repudiatory breach of the IT service agreement by Banclogix; return of the plaintiffs' data, costs and damages. The Company and Banclogix had a mediation on 23 June 2021. The parties did not reach an agreement.

33 承擔

經營租賃承擔

作為承租人

於報告期末，本集團於不可於一年內撤銷的租賃項下有關辦公室的未來最低租賃付款承擔如下：

		2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Within one year	一年內	287	120

資本承擔

於二零二二年及二零二一年十二月三十一日，本集團並無資本承擔。

34 訴訟及或然負債

與盛匯信息科技有限公司訴訟之或然負債

於二零二零年五月六日，本公司接獲一由盛匯信息科技有限公司（「盛匯」，本集團當時之資訊科技服務供應商）經香港特別行政區高等法院發出日期為二零二零年五月六日之傳訊令狀連同申索書，針對本公司並就(i)本公司終止資訊科技服務協議屬不當；(ii)指稱終止付款2,500,000港元、軟件維護費約450,000港元及資訊科技基礎設施費用1,500,000港元；及(iii)指稱將予評估之損失及損害賠償提出索賠。

上述訴訟將與本公司（隨後其三家持牌附屬公司加入作為原告人）針對盛匯就（其中包括）盛匯違反資訊科技服務協議；退還原告人之數據、訟費及損害賠償提出索賠並已與二零一九年展開聆訊之高等法院法律訴訟一併聆訊。本公司與盛匯已於二零二一年六月二十三日進行一次調解會議，雙方並無達成協議。

34 LITIGATIONS AND CONTINGENT LIABILITIES
(continued)

Contingent liabilities from litigations with Banclogix System Co., Limited (continued)

These two legal proceedings with Banclogix are still ongoing at the end of the reporting period and as at the date of this report, and while the outcome and the potential financial impact are subject to uncertainties and are not practically able to be estimated, the Company's directors consider that no provision is required at this stage of the proceedings as the legal adviser of the Company is cautiously optimistic about the outcome of the two cases with Banclogix. The Company has been contesting the claims made by Banclogix.

Provision for penalty to be imposed by Financial Markets Authority

On 23 June 2020, CLSAP NZ, received a statement of claim filed by the FMA. The FMA had filed on the High Court to impose a financial penalty against CLSAP NZ for alleged breaches of the AML/CFT Act for certain transactions occurred between April 2015 and November 2018. The FMA alleged four causes of action against CLSAP NZ under the AML/CFT Act: failure to conduct standard and enhanced client due diligence; failure to terminate business relationships; failure to submit suspicious transaction reports or suspicious activity reports; and failure to keep records. CLSAP NZ had filed a Notice of Admission and an Agreed Statement of Facts with the FMA.

The penalty hearing had taken place on 5 July 2021. On 10 September 2021, the judgment is entered against CLSAP NZ for the four civil liability acts and a pecuniary penalty of NZD770,000 has been imposed.

The Group had accrued NZD1 million (approximately HK\$5.6 million) as provision for the penalty during the year ended 31 December 2020. The claim was settled after the penalty was paid in October 2021.

34 訴訟及或然負債 (續)

與盛匯信息科技有限公司訴訟之或然負債
(續)

於報告期末及於本報告日期，與盛匯之兩項法律訴訟仍在進行中，結果及潛在財務影響仍屬未知之數且無法實際估計。本公司董事認為，由於本公司法律顧問對盛匯兩項案件之結果持謹慎樂觀態度，故於現階段毋須就訴訟作出撥備。本公司一直對盛匯之索賠提出抗辯。

就金融市場管理局將予施加罰款作出撥備

於二零二零年六月二十三日，CLSAP NZ 收到金融市場管理局之申索陳述書。金融市場管理局入稟高等法院針對CLSAP NZ 指稱就二零一五年四月至二零一八年十一月之若干交易違反AML/CFT法而施加金融罰款。金融市場管理局根據AML/CFT法對CLSAP NZ提出四項起訴理由：未能進行標準及嚴格之客戶盡職調查；未能終止業務關係；未能提交可疑交易報告或可疑活動報告；及未能保存記錄。CLSAP NZ已向金融市場管理局提交接納通知書(Notice of Admission)及議定事實陳述書(Agreed Statement of Facts)。

罰款聆訊已於二零二一年七月五日進行。於二零二一年九月十日，CLSAP NZ 就四項民事責任行為被作出判決，並被處770,000新西蘭元的罰款。

本集團於截至二零二零年十二月三十一日止年度已累算1,000,000新西蘭元(約5,600,000港元)作為罰款撥備。於二零二一年十月支付罰款後，申索已獲解決。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 EFFECT ASSESSMENT OF THE COVID-19 OUTBREAK

The outbreak of the COVID-19 pandemic has impacted economic activities worldwide. Many countries have imposed restrictions on non-essential services and business operations, and have also implemented travel restrictions, border closures and other quarantine measures that have significantly curbed the normal movement of goods, services and people. For the financial year ended 31 December 2022, the impact of COVID-19 have been reflected in this set of consolidated financial statements.

The Group are taking steps to proactively manage the businesses and take the necessary actions to ensure that the long-term business prospects of the Group remain stable.

36. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified, to conform with the current year's presentation and disclosures. The Company's directors consider that such presentation would better reflect the financial performance and position of the Group.

During the current year, net foreign exchange gain of approximately HK\$3,465,000 was classified as "other income". The comparative amounts of approximately HK\$3,585,000 for the year ended 31 December 2021 was reclassified from "other operating expenses" to "other income" in the consolidated statement of comprehensive income to conform with the current year presentation.

37 APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 13 March 2023.

35 新型冠狀病毒疫情爆發的影響評估

爆發新型冠狀病毒疫情對全球各地之經濟活動造成影響。多國對非必要服務及商業活動施加限制，同時亦實施出入境限制、封關及其他檢疫措施。該措施嚴重限制貨物、服務及人員之正常流動。截至二零二二年十二月三十一日止財政年度，新型冠狀病毒之影響已反映於本綜合財務報表中。

本集團現正採取措施積極管理業務經營，並採取必要措施以鞏固本集團之長遠業務前景。

36. 比較金額

若干比較金額已經重新分類，以與本年度之呈列方式及披露保持一致。本公司董事認為，該呈列方式將更妥善反映本集團之財務表現及狀況。

於本年度，匯兌收益淨額約3,465,000港元已分類為「其他收入」。截至二零二一年十二月三十一日止年度之比較金額約3,585,000港元已由綜合全面收益表之「其他經營開支」重新分類至「其他收入」，以與本年度之呈列方式保持一致。

37 批准財務報表

本財務報表由董事會於二零二三年三月十三日批准及授權刊發。



CLSA Premium Limited

(於開曼群島註冊成立之有限公司)

(Incorporated in the Cayman Islands with limited liability)

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