

金邦達 Goldpac

金邦達寶嘉控股有限公司
GOLDPAC GROUP LIMITED

(於香港註冊成立的有限公司)

(incorporated in Hong Kong with limited liability)

股份代號 Stock Code : 03315



2022

ANNUAL REPORT 年報

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CORPORATE INFORMATION 企業資料

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)

STOCK CODE

3315

EXECUTIVE DIRECTORS

Mr. LU Run Ting (*Chairman*)
Mr. HOU Ping
Mr. LU Runyi
Mr. WU Siqiang
Mr. LING Wai Lim
Ms. LI Yijin

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. MAK Wing Sum Alvin
Ms. YE Lu
Mr. LAI Tung Kwok (appointed on 17 May 2022)
Mr. YANG Geng (retired on 17 May 2022)

AUDIT COMMITTEE

Mr. MAK Wing Sum Alvin (*chairman*)
Ms. YE Lu
Mr. LAI Tung Kwok (appointed on 17 May 2022)
Mr. YANG Geng (retired on 17 May 2022)

REMUNERATION COMMITTEE

Ms. YE Lu (*chairman*)
Mr. LU Run Ting
Mr. MAK Wing Sum Alvin

NOMINATION COMMITTEE

Mr. LU Run Ting (*chairman*)
Mr. HOU Ping
Mr. MAK Wing Sum Alvin
Ms. YE Lu
Mr. LAI Tung Kwok (appointed on 17 May 2022)
Mr. YANG Geng (retired on 17 May 2022)

上市地點

香港聯合交易所有限公司(「聯交所」)

股份代號

3315

執行董事

盧閏霆先生(*主席*)
侯平先生
盧潤怡先生
吳思強先生
盧威廉先生
李易進女士

獨立非執行董事

麥永森先生
葉淥女士
黎棟國先生(於2022年5月17日獲委任)
楊廣先生(於2022年5月17日退任)

審核委員會

麥永森先生(*主席*)
葉淥女士
黎棟國先生(於2022年5月17日獲委任)
楊廣先生(於2022年5月17日退任)

薪酬委員會

葉淥女士(*主席*)
盧閏霆先生
麥永森先生

提名委員會

盧閏霆先生(*主席*)
侯平先生
麥永森先生
葉淥女士
黎棟國先生(於2022年5月17日獲委任)
楊廣先生(於2022年5月17日退任)

CORPORATE INFORMATION (CONTINUED) 企業資料(續)

LEGAL ADVISOR

Mayer Brown
16th–19th Floors, Prince’s Building
10 Chater Road
Central
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor, Prince’s Building
Central
Hong Kong

COMPANY SECRETARY

Ms. Li Yijin

AUTHORISED REPRESENTATIVES

Mr. LU Run Ting
Ms. Li Yijin

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Nanyang Commercial Bank Limited
Bank of China Limited
Industrial and Commercial Bank of China Limited
Agricultural Bank of China Limited
Bank of Communications Co., Ltd.
Postal Savings Bank of China

法律顧問

孖士打律師行
香港
中環
遮打道10號
太子大廈16–19樓

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

公司秘書

李易進女士

授權代表

盧閔霆先生
李易進女士

主要銀行

中國銀行(香港)有限公司
南洋商業銀行有限公司
中國銀行股份有限公司
中國工商銀行股份有限公司
中國農業銀行
交通銀行股份有限公司
中國郵政儲蓄銀行

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REGISTERED OFFICE, HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1301, 13th Floor
Bank of East Asia Harbour View Center
No. 56 Gloucester Road, Wanchai, Hong Kong

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

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

COMPANY WEBSITE

www.goldpac.com

INVESTOR RELATION

Email: goldpac@goldpac.com

註冊辦事處、總部及在香港的 主要營業地點

香港灣仔告士打道56號
東亞銀行港灣中心
13層1301室

香港股份過戶登記處及 股東名冊登記處

卓佳證券登記有限公司
香港夏慤道16號
遠東金融中心17樓

公司網址

www.goldpac.com

投資者關係

電郵：goldpac@goldpac.com

FINANCIAL HIGHLIGHTS

財務摘要

CONSOLIDATED RESULTS 綜合業績

		For the year ended 31 December 截至12月31日止之年度		
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	Change 變化
Revenue	收入	1,530,251	1,376,524	11.2%
Profit for the year attributable to owners of the Company	本公司擁有人應佔年度利潤	147,427	138,184	6.7%
Net profit margin	淨利率	10.5%	10.0%	0.5PP 百分點

REVENUE ANALYSIS 收入分析

		For the year ended 31 December 截至12月31日止之年度		
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	Change 變化
Embedded software and secure payment products	嵌入式軟件和安全支付產品	1,009,115	752,828	34%
Platform and service	平台及服務	521,136	623,696	-16.4%
Total	合計	1,530,251	1,376,524	11.2%

FINANCIAL POSITIONS 財務狀況

		At 31 December 於12月31日		
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	Change 變化
Total assets	總資產	2,813,857	2,609,965	7.8%
Total liabilities	總負債	(743,294)	(601,360)	23.6%
Net assets	淨資產	2,070,563	2,008,605	3.1%

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2022 MAJOR EVENTS 2022年大事記

INNOVATION DRIVEN BY TECHNOLOGY 科技驅動創新發展



金邦達數字人民幣硬件錢包順利通過2.0流通層運營機構POC測試
The Digital RMB Hardware Wallet Successfully Passed the POC Test of the Level 2 Digital Currency Operator



金邦達UMV平台上線AI語音外呼及智慧圖審功能為金融行業數字化轉型賦能
UMV Platform Launched AI Voice Call and Intelligent Image Audit Functions, Empowering Digital Transformation of Finance Industry



金邦達榮獲「2022財聯社ESG致遠獎•社會責任先鋒企業獎」
Goldpac was Awarded the 2022 CLS•ESG ZhiYuan Award – Social Pioneer Enterprise Award

2022

金邦達數字貨幣產品亮相中國國際服務貿易交易會獲得客戶一致好評
Goldpac Displayed Digital Currency Products at the China International Fair for Trade and Service and Received Wide Praise from Consumers



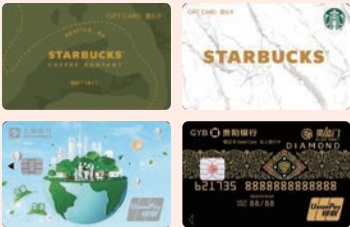
入圍中國聯通電信卡供應商資格為金融電信跨領域應用融合奠定基礎
Goldpac Being Shortlisted for China Unicom Telecom Card Supplier Qualification, Lays the Foundation for Cross-domain Application Integration of Finance and Telecom



聚焦「雙碳」目標 環保卡推動綠色金融發展
Focusing on the "Dual Carbon" Goals, Goldpac Launched Eco-friendly Cards to Promote Green Finance



2022 MAJOR EVENTS 2022年大事記




再次榮獲四項ICMA大獎
匠心鑄就出彩工藝
Goldpac Honored Again with
Four ICMA Elan Awards
Craftsman Spirit Creates
Outstanding Design



三地備份凸顯優勢
疫情期間保產保供
憑實力獲得多家客
戶信賴
The Advantages
of Data Backup in
Three Locations
Ensured Production
and Supply During
Pandemic, Winning
the Trust of
Consumers


金邦達通過SA8000社會責任管理體系認證將持續優化環境、社會及管治監管框架
Goldpac Obtained the SA8000 Social Responsibility Management System Certification, Continuously Enhancing the ESG Regulatory Framework



通過ITSS資訊技術運行維護服務能力成熟度三級(ITSS三級)認證為客戶構建完善的運行維護管理體系
Passed the ITSS (Information Technology Service Standards) Information Technology Operation and Maintenance Service Capability Maturity Level 3 Certification, Establishing a Perfect Operation & Maintenance Management System for Consumers



珠海市金融科技中心投入使用
促進大灣區協同發展
Zhuhai Fintech Center Has Been Put Into Service, Promoting the Coordinated Development of the Greater Bay Area



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CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

On behalf of the board of directors (the “**Directors**” and “**Board**” respectively) of Goldpac Group Limited (the “**Company**”), I am delighted to present the Annual Report of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2022.

尊敬的各位股東：

本人欣然代表董事會（以下分別簡稱「**董事**」及「**董事會**」）向閣下提呈金邦達寶嘉控股有限公司（以下簡稱「**本公司**」）及其附屬公司（以下合稱「**本集團**」）截至2022年12月31日止之年度報告。

Chairman & Executive Director:
董事會主席兼執行董事：

LU Run Ting
盧閔霆



CHAIRMAN'S STATEMENT (CONTINUED)

主席報告(續)

In 2023, the Group marked the 30th anniversary of its founding and the 10th anniversary of its IPO. During the past 30 years, the Group has fully grasped the opportunities of China's rapid economic development, led the trends in innovation along the development of the financial technology ("Fintech") industry, and adhered to security and compliance requirements. The Group gradually established itself as a global industry leader and achieved compelling results.

With its core competitiveness in secure payment products and solutions, the Group has won the trust and support of more than 1,000 financial institutions and other customers worldwide while maintaining a steady growth trend. 2022 was a turbulent year, one which the International Monetary Fund called the "the weakest growth period", and saw geopolitical turmoil combining with COVID-19 outbreaks and lockdowns to cause global supply chain fluctuations and dampening in consumer demand. Benefiting from the appropriate marketing strategies and the trust of global customers, the Group still achieved double-digit growth both in revenue and net profit.

Looking back over the past 30 years, "innovation" and "security" have been the backbone of the Group's success.

By leveraging "innovation", the Group has closely followed the evolving needs of consumers in the financial industry, applied cutting-edge technologies to financial business scenarios, and created a number of "firsts" in secure payment products and service solutions. In every critical period of Fintech breakthroughs and innovations, from the launch of the Golden Card Project, the large-scale application of secure payment chips, the independent secure chip operating system to digital currencies, the Group has always maintained its leading competitive advantages.

In "Security", the Group successfully passed one of the world's most stringent laboratory destructive security testings, recognizing the world-class level of the Group's technologies. These technologies provide secure and convenient payment tools to more than 5 billion consumers from global financial institutions. The Group has not only been one of the most reliable partners of global financial customers, but has also made contributions to defending the security of financial system as a whole.

2023年，本集團迎來了成立30周年和上市10周年紀念。過往30年裏，本集團充分把握中國經濟高速發展的機遇，引領金融科技產業發展的創新趨勢，堅守安全合規底線，逐漸建立了全球產業的領導者地位，取得了讓人欣慰的成績。

憑藉安全支付產品和解決方案軟硬件的核心競爭力，本集團贏得了全球超過1000多家大中型金融機構等客戶的信賴與支持，始終保持穩健的發展態勢。即使是在被國際貨幣基金組織稱「最疲弱時期」的2022年，地緣政治動蕩疊加COVID-19疫情防務，造成全球供應鏈的波動和消費者需求萎縮，但是得益於準確的市場策略和全球客戶的信任，本集團依然取得了收入與淨利潤的雙位數增長。

回首過往30年，本集團的成功可以總結為兩個詞，即「創新」與「安全」。

因「創新」，本集團緊貼金融業客戶不斷升級的需求，將前沿技術應用於金融業務場景，開創安全支付產品和服務模式的多項「第一」。在每一個金融科技突破創新的關鍵時期，從金卡工程啓動、安全支付芯片大規模應用、自主安全芯片操作系統到數字貨幣，本集團始終保持了「快人一步」的競爭優勢。

因「安全」，本集團成功通過世界最嚴苛之一的安全破壞性實驗測試，驗證了本集團的世界級技術水平。本集團以這些技術為全球超過50億金融機構的C端消費者提供了安全、便捷的支付工具，不僅成為全球金融客戶最值得信賴的夥伴之一，也為保衛金融體系安全貢獻力量。

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CHAIRMAN'S STATEMENT (CONTINUED) 主席報告(續)

These 30 years of steady development represents the fruition of the efforts of all shareholders and all employees. The Group has been adhering to return values to shareholders. During the 10 years since its listing, the Group has declared dividends of more than HKD1,300 million.

Building on the steady development of the past 30 years is the mission for the new generation of the Group. The fundamentals to realizing this vision includes the envisioning the development trends of Fintech in the future, sensing the needs of the financial industry, inheriting innovation and security "DNA" of the Group, and creating leading products, services, and solutions.

Looking ahead, firstly, digitalization and individualization are the inevitable trends for future societies, and the future development of Fintech and financial industry will also follow this trend. Secondly, the application of new technologies such as Artificial Intelligence ("A.I.") will significantly improve the operational efficiency of financial institutions, as well as the ability to capture and cater for the trends of personalized consumption. Thirdly, open banking will become the core feature of banks, reshaping the open new business architecture and implementing the open transformation of IT architecture. The effective integration of the massive data generated from these three factors above, will bring explosive power to the financial industry, radically multiplying its effect on business.

The Group's core strategy is to keep up with consumer needs, promoting innovation and security, and actively advance the transformation of digitization and platformization. The UMV platform is the key of this strategy.

The inner core of the UMV platform forms the Group's core operation and management capability for digitalization. Utilizing a unified technical foundation, the UMV platform realizes the standardization of data flow and information flow for the entire operation process, reshapes the production process and design techniques, minimizes manual processes, significantly improves the operational efficiency of data processing, and accelerates the delivery of products and services. Being designed with a data-centric core, the UMV platform is more compatible with the future digital transformation needs of small, customized personalized and differentiated production batches within financial institutions to enhance operational efficiency, thus further strengthen the Group's core competitive advantage.

30年的穩健發展亦離不開全體股東和全體員工的共同努力。本集團始終堅持以價值回饋股東，上市10年，派息超過港幣13.0億元。

延續過去三十年的穩健發展，是新一代本集團人矢志不渝的夢想。洞察未來金融科技的發展趨勢，敏銳把握金融業的升級需求，傳承本集團的創新和安全的基因，開創引領性的產品、服務和模式，則是實現這一夢想的基本邏輯。

展望未來，首先，數字化和個性化是未來社會的必然趨勢，未來的金融科技和金融業的發展也必將跟隨這一潮流。其次，人工智能等新技術的應用在提升金融機構運營效率的同時，也將極大的提升金融機構捕捉、迎合個性化消費潮流的能力。第三，開放銀行會發展成為未來智慧銀行的核心特徵，將重塑開放化新業務架構，實施 IT 架構開放化轉型。而基於以上三個層面所產生的大量的數據的有效整合將給金融業帶來爆發式的力量，起到事半功倍的效果。

緊跟客戶需求，傳承創新和安全的基因，全力推進數字化、平台化轉型，是本集團明確的核心戰略。UMV平台是承載這一戰略的核心產品。

UMV平台的內核是本集團數字化的核心運營能力。以統一的技術底座，實現整個運營流程的數據流、信息流的標準化，重塑生產流程和工藝技術，最大程度減少人工參與，大幅度提升數據處理的運行效率，加快產品與服務的交付速度。基於數字化的內核，UMV平台能夠更加匹配未來小批量、定制化、個性化和差異化的金融機構內部提升運營效率的數字化轉型需求，從而成為更進一步強化本集團的核心競爭優勢。

CHAIRMAN'S STATEMENT (CONTINUED)

主席報告(續)

The expansion of the UMV platform focuses on adapting to future personalized consumption scenarios, which provides support for financial institutions to meet the business needs arising from the diversified and personalized consumption scenarios. This in turn enables an outward extension to multiple applications of non-core payment business for all financial institutions. Since the entire platform is established on a unified digital inner core, the extension of the UMV platform has the capability to continuously and flexibly adapt with constantly changing times.

By extensively leveraging A.I. technology, privacy computing, and Big Data technology, the UMV platform covers multiple aspects such as the supply chain, customer service, product design, image processing, and intelligent voice assistant, which collectively help to significantly reduce manual processes. The UMV platform not only contributes to efficient decision-making within the Group and for financial institutions, but also enhances operational effectiveness and consumer acquisition capabilities for financial institutions, and helps strengthen consumer stickiness and stability.

The mission of the Group is to build a new ecosystem for the secure payment value chain. The new generation of the Group will adhere to the trend of integration between Fintech innovation and the digital transformation demands of financial institutions and will continue to bolster the combination of innovation and security. The Group will act as a participant and advocator in the disruptive change of the ecosystem of the secure payment value chain.

Standing at the turn of a new historical starting point, I believe the success story of the Group will no doubt continue to flourish!

Last but not least, I would like to take this opportunity to extend my sincere gratitude to all our shareholders, members of the Board, management teams, staff and business partners of the Group.

Lu Run Ting
Chairman & Executive Director

Hong Kong, 21 March 2023

UMV平台外延則聚焦於適應未來個性化的消費場景，能够輕鬆支持金融機構滿足C端消費者多元化、個性化消費場景所產生的業務需求，並向外延伸至所有金融機構非核心支付業務的多個領域。因為整個平台基於統一的數字化內核，UMV平台的外延可以靈活、便利的跟隨時代的發展而不斷擴展。

UMV平台大量的運用了AI人工智能技術、隱私計算、大數據分析技術，覆蓋供應鏈、客戶服務、產品設計、圖像處理、智能語音等多個環節，大幅減少人力介入，不僅可幫助金融機構和集團內部實現高效決策，更可以為金融機構建立和提升精準運營、精準獲客能力，助力強化客戶粘性和穩定性。

構建安全支付產業鏈的全新生態是本集團的目標。新一代本集團人將堅持緊跟金融科技創新與金融機構數字化轉型需求的融合發展趨勢，繼續堅持創新與安全的結合，參與和推動安全支付產業鏈生態顛覆性變革。

站在新的歷史起點，我相信，本集團的成功故事必將延續！

最後，衷心感謝本公司全體股東、董事會成員、管理團隊、全體員工和合作夥伴的鼎力支持與幫助。

盧閔霆
主席及執行董事

香港，2023年3月21日

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MANAGEMENT DISCUSSION AND ANALYSIS

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Executive Director & CEO:
執行董事兼首席執行官：

HOU Ping
侯平

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

2022 was full of changes and challenges. A great number of challenges including geopolitical turmoil in combination with the COVID-19 pandemic caused global supply chain chaos and a decrease in consumer demand. Benefiting from appropriate marketing strategies and the trust of worldwide consumers, the Group effectively tackled the challenges from difficult external environment and achieved double-digit growth both in revenue and net profit.

Facing the fluctuating and ever-changing times, the Group has made remarkable achievements with solid steps to its forward-looking development plans. Firstly, the Group follows the tendency of financial industry, timely adjusts its resource allocation with appropriate marketing strategies, and continuously improves its business structure. Secondly, with core competitiveness in secure payment products and solutions, the Group consistently provides high quality products and services to over 1,000 consumers worldwide, supporting a steady growth performance. Lastly, the Group actively seizes the opportunity of the upgrade of third-generation of social security cards and expands related business.

FINANCIAL ANALYSIS

For the year ended 31 December 2022, the Group recorded revenue of approximately RMB1.53 billion, representing a year-on-year growth of approximately 11.2%. The Group continued to promote its digital and platform-based development strategy to further consolidate its core competitive advantages in the payment sector with Fintech innovation. Using digital and platform-based marketing tools to continuously explore new markets, the Group's revenue in overseas, Hong Kong and Macao was approximately RMB250.9 million for the year, which achieved a breakthrough growth of approximately 107.5%. Meanwhile, due to the mature business continuity management system, its revenue of core business of the embedded software and secure payment products grew strongly with a year-on-year growth of approximately 34.0%.

2022年是充滿變數與挑戰的一年，國際地緣政治動蕩疊加COVID-19疫情防控等不利因素，造成全球供應鏈波動和消費者需求萎縮，但得益於準確的市場策略與全球客戶的信賴，本集團有效地破解了外部環境造成的困局，依舊取得了收入與淨利潤的雙位數增長。

面對時代發展的潮起潮落，瞬息萬變，本集團憑藉前瞻性的發展規劃，穩扎穩打，成績顯著。首先，緊跟金融行業發展趨勢，以恰當的市場策略適時調整資源配置，不斷優化業務結構；其次，憑藉安全支付產品和解決方案軟硬件的核心競爭力，持續穩定為全球1,000多家客戶提供優質產品與服務，支撐業績穩健增長；最後，本集團積極把握中國內地第三代社會保障卡升級換代機遇，拓寬發展空間。

財務分析

截至2022年12月31日止之年度，本集團錄得收入約人民幣15.3億元，同比增長約11.2%。本集團持續推進數字化、平台化發展戰略，以金融科技創新在支付領域進一步鞏固核心競爭優勢。借助數字化、平台化的營銷手段不斷開拓新的市場，本年度於海外、香港和澳門地區錄得收入合計約人民幣250.9億元，取得約107.5%的突破性增長。同時，得益於本集團多年來打造的業務持續性管理體系，其核心業務嵌入式軟件及安全支付產品的收入增長強勁，同比增長約34.0%。

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管理層討論及分析(續)

Due to the disruption of the global supply chain and the rising cost of chips and other raw materials, the Group's gross profit for the year was approximately RMB403.1 million, representing a year-on-year decrease of approximately 0.2%. The Group further enhanced operational efficiency through intelligent operations and process re-engineering, and optimized supply chain management through strategic cooperation with upstream and downstream resources, which effectively mitigated some of the cost pressure, thus still maintaining its profitability.

During the year, the Group recorded net profit of approximately RMB161.0 million, representing a year-on-year increase of approximately 16.7%. Net profit margin was approximately 10.5%, representing a year-on-year increase of 0.5 percentage point. Benefiting from the Group's revenue growth in overseas regions, Hong Kong and Macao, overlaid with the effect of the appreciation of USD against RMB, the exchange gain for the year was approximately RMB46.3 million.

As at 31 December 2022, the Group's total current assets amounted to approximately RMB1,819.0 million, representing a year-on-year increase of approximately 1.9%. The Group's current ratio and quick ratio were approximately 2.6 and 2.1 respectively, while its gearing ratio was approximately 26.4%. The Group still maintained a high level of liquidity and a low gearing ratio. The Group will adhere to a prudent financial management policy and optimize its capital structure.

The Board proposed to declare a final dividend of HK12.0 cents (equivalent to approximately RMB10.5 cents) per ordinary share (HK10.0 cents in 2021) and a special dividend of HK4.0 cents (equivalent to approximately RMB3.5 cents) per ordinary share (HK4.0 cents in 2021) for the year ended 31 December 2022.

受全球供應鏈持續趨緊，芯片等主要原材料成本上漲，本年度錄得毛利約人民幣4.031億元，同比下降約0.2%。本集團通過智慧運營、流程再造等手段進一步提升運營效率，同時，通過與產業鏈上下游的戰略合作優化供應鏈管理，有效地緩解了部分成本壓力，因此仍保持良好的盈利能力。

本年度本集團錄得淨利潤約人民幣1.610億元，同比增長約16.7%。淨利率約10.5%，同比上漲0.5個百分點。受益於本集團於海外、香港和澳門地區的收入增長，疊加美元兌人民幣升值的影響，本年度匯兌收益約人民幣46.3百萬元。

於2022年12月31日，本集團流動資產合計約人民幣18.190億元，同比增長約1.9%。流動比率約2.6，速動比率約2.1，資產負債率約26.4%，依舊保持了較高的流動性和較低的資產負債率。本集團將繼續秉持穩健的財務管理策略，持續優化資本結構。

董事會建議就截至2022年12月31日止之年度派發末期股息每股普通股港幣12.0仙(折合約人民幣10.5分)(2021年度為港幣10.0仙)，以及特別股息普通股港幣4.0仙(折合約人民幣3.5分)(2021年度為港幣4.0仙)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

BUSINESS REVIEW

In 2022, China's digital economy developed rapidly, and the digital transformation of the financial industry was accelerated in a gradually regulated process as the industrial digitalization is further promoted. The Group adhered to its innovation concept of "Finance-based, Technology-orientated" to accelerate its pace of digital and platform-based transformation, develop together with the industry, embrace changes, continuously consolidate its leading market position in core businesses, and generate new growth momentum in the future.

During the year, the Group's embedded software and secure payment products business segment recorded revenue of approximately RMB1,009.1 million, representing a significant increase of approximately 34.0% year-on-year.

In order to fulfill the needs of the global market, the Group not only launched its independent and controllable embedded software and products to satisfy the needs of the Chinese market, but also launched embedded software and secure payment products that meet the technical specifications required by overseas markets and meet the diverse needs of each country through localized development. With clear competitive advantages of secure payment embedded software in the global market, the revenue in overseas, Hong Kong and Macao grew rapidly with approximately 203.2% year-on-year to approximately RMB233.3 million.

At the same time, the market potential of the third-generation social security cards in the Chinese mainland continued to increase, the Group seized the opportunities and actively expanded its business by undertaking the third-generation of social security cards issuance projects and related solutions in various provinces and cities in China, resulting in rapid growth in both the quantity and order value. During the year, the Group recorded revenue of approximately RMB775.8 million from embedded software and secure payment products business segment in the Chinese mainland, representing a year-on-year increase of approximately 14.8%.

業績回顧

2022年，中國數字經濟快速發展，在產業數字化深入推進中，金融行業的數字化變革正在逐漸規範的進程中不斷加速。本集團堅持「金融為本、科技為器」的守正創新理念，加速推進數字化、平台化轉型步伐，與行業共同發展，擁抱變革，不斷穩固核心業務領先的市場地位，佈局未來新的增長動能。

本年度本集團嵌入式軟件及安全支付產品業務板塊錄得收入約人民幣10.091億元，同比大幅增長約34.0%。

為迎合全球各國市場發展需求，本集團不僅推出符合中國市場所需的自主安全可控的嵌入式軟件及產品，也推出符合海外市場的技術規範要求且通過當地語系化開發滿足各國多元化需求的嵌入式軟件及安全支付產品。藉助安全支付嵌入式軟件在全球市場較為明顯的競爭優勢，本集團海外、香港和澳門地區該板塊收入增速迅猛，同比增長約203.2%至約人民幣2.333億元。

同時，中國內地第三代社會保障卡的市場潛力持續釋放，本集團緊握發展機遇，積極拓展相關業務，承接中國多個省市的第三代社會保障卡發行項目及相關解決方案，訂單數量和金額均取得快速增長。本年度嵌入式軟件及安全支付產品業務板塊於中國內地市場錄得收入約人民幣7.758億元，同比增加約14.8%。

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MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

Affected by the lockdown due to the COVID-19, the revenue of the platform and service business segment dropped back to approximately RMB521.1 million, representing a year-on-year decrease of approximately 16.4% and accounting for approximately 34.1% of the Group's revenue. A lag in project implementation due to delay in the delivery and installation of digital equipment, led to a fall in revenue with approximately 17.2% year-on-year. However, as the impact of the COVID-19 is gradually easing off and the pace of digital transformation of financial institutions accelerates, the platform and service business segment still has strong growth potential.

OUTLOOK – BUILDING “DIGITAL GOLDPAC” TO GENERATE THE MOMENTUM OF TRANSFORMATION AND DEVELOPMENT WITH INNOVATION

The wave of digitalization is sweeping, and the digital transformation process of the global financial industry continues to accelerate. The Group follows closely the trend of digital development, and unswervingly promotes the digital and platform-based strategy. By leveraging on decades of its technological leadership in the field of secure payments, the Group has been improving its marketing and business portfolio. The Group will continue to enhance its digital operation capabilities and realize the future leapfrog transformation through digital innovation.

Firstly, digitalization and individualization are the inevitable trend of the future society, and the further phases of Fintech and financial industry will also follow this trend. Secondly, the application of new technologies such as A.I. will significantly improve the operational efficiency of financial institutions, as well as their ability to capture and cater for the trend of personalized consumption. Thirdly, open banking will become the core feature of banks, reshaping the open new business architecture and implementing the open transformation of IT architecture.

The Group will focus on three key strategies of “Fully Promoting the Digital and Platform-based Construction of the UMV”, “Seizing the Opportunities and Expanding Core Business” and “Enhancing Cross-domain Application Ability and Broadening Service Scenarios”.

受COVID-19疫情封控影響，本集團平台及服務業務板塊收入有所回降，錄得收入約人民幣5.211億元，同比下降約16.4%，於本集團收入佔比約達34.1%。其中，數字化設備的發貨及安裝調試受較嚴重影響，導致項目實施工作滯後，其收入同比下降約17.2%。但隨著疫情影響減弱，金融機構數字化轉型趨勢加快，平台及服務業務板塊依舊具有較強的增長潛力。

未來展望－建設「數字金邦達」，以創新催生轉型發展源動力

數字化浪潮席捲而來，全球金融業數字化轉型進程持續加速。本集團緊跟數字化發展趨勢，堅定不移推進數字化、平台化發展戰略，充分發揮過去30年在安全支付領域積累的技術領先優勢，變革營銷服務模式與業務組合，提升數字化經營管理能力，以數字化創新實現集團未來跨越式轉型升級。

首先，數字化和個性化是未來社會的必然趨勢，未來的金融科技和金融業的發展也必將跟隨這一潮流。其次，人工智能等新技術的應用在提升金融機構運營效率的同時，也將極大地提升金融機構捕捉、迎合個性化消費潮流的能力。第三，開放銀行會發展成為未來智慧銀行的核心特徵，將重塑開放化新業務架構，實施IT架構開放化轉型。

本集團將圍繞「全力推進UMV數字化、平台化建設」、「把握時代機遇，提升核心業務規模」、「增強跨領域融合應用能力，拓寬產品服務場景」這三大重點戰略發展舉措進行業務推進落地。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

Firstly, Fully Promoting the Digital and Platform-based Construction of the UMV

The goal of the Group's transformation and development is to build an innovative ecosystem of the secure payment value chain.

Internally, the Group will digitalize its core operational capabilities through the UMV platform, integrate upstream and downstream resources in the industry including product and service resources, technology resources and business channel resources, and reshape business processes to activate the Group's endogenous momentum for development, in order to better promote positive interaction among participants including financial institutions, bank card organizations, card issuers and C-end consumers in the entire industry chain.

Externally, the Group will build an one-stop digital integrated financial business platform through the UMV platform to support financial institutions to meet the diversified and personalized consumption needs of the new generation of C-end consumers, and is able to extend outward to multiple areas of non-core payment businesses of all financial institutions. The UMV platform has the capability to improve the abilities of financial institutions to acquire consumers precisely, while strengthening consumer stickiness and stability, comprehensively improving consumer value, and expanding its advantages to other related financial business areas.

The Group will adhere to the trend of integration between Fintech innovation and the digital transformation demands of financial institutions. By leveraging on "innovation" and "security", the Group determines to adding new momentum for the innovative development of secure payment industry.

Secondly, Seizing the Opportunities and Expanding Core Business

As one of the countries with the highest speed in promoting digital currency products, the scope of digital RMB pilot project and application in China has gradually expanded and shown an accelerated trend. Based on our years of experience in the field of financial security payments, the Group has developed solutions that combine digital currency hardware wallets and terminal products to effectively enhance our core business competitiveness.

第一、全力推進UMV數字化、平台化建設

構建安全支付產業鏈的創新生態是本集團轉型發展的目標。

對內，本集團將通過UMV平台打造核心運營能力的數字化，整合行業上下游資源，將產品與服務資源、技術資源、業務渠道資源等進行融合，重塑業務流程，激發集團發展內生動力，促進金融機構、卡組織、發卡機構、C端用戶等全產業鏈參與者的良性互動。

對外，本集團將通過UMV平台建設一站式數字化綜合金融業務平台，支持金融機構滿足新生代C端客戶多元化、個性化消費需求，並向外延伸至金融機構非核心業務，提升金融機構精準獲客能力，同時增強客戶粘性與穩定性，全面提升客戶價值，並協同擴展優勢到其他相關金融業務領域。

本集團將緊跟金融科技創新與金融機構數字化轉型需求的融合發展趨勢，緊跟「創新」與「安全」並行，為安全支付行業創新發展注入新動能。

第二、把握時代機遇，提升核心業務規模

中國為全球數字貨幣產品推進進程最快的國家之一，數字人民幣試點與應用範圍逐步擴大，並呈現加速態勢。本集團基於在金融安全支付領域內的多年經驗積累，開發出數字貨幣硬件錢包產品及終端產品互相結合的解決方案，有效提升核心業務競爭力。

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The Group actively advances the expansion of digital currency product markets. The Group's digital RMB hardware wallet has successfully passed the POC ("Proof of Concept") test of the level 2 digital currency operator, and the Group displayed relevant digital RMB application solutions at the 2022 China International Fair for Trade and Service. Meanwhile, the Group has signed a cooperation memorandum with Bank of China Zhuhai Branch to jointly build a pilot digital RMB platform in the Guangdong-Hong Kong-Macao Greater Bay Area. In the future, the Group will also assist more financial institutions to accelerate integration between digital currency ecosystem and digital financial inclusion. Furthermore, the Group will explore target consumers in new regions, and continuously increase the breadth and quality of its financial services for a wider regional coverage of the Group's financial security payment business in the global market.

Aligning with the rural revitalization policy proposed by the Chinese government, the Group relies on headquarter-level partnership with strategic partners such as China Post to assist their implementation of the rural revitalization with our mature and leading secure payment products and solutions. The Group will expand the coverage of its products and services in urban, rural and other areas which contribute further growth in the core business scale.

Thirdly, Enhancing Cross-domain Application Ability and Broadening Service Scenarios

With the rapid development of 5G, block chain, A.I., and other new technologies, the financial industry is embracing the evolution of multidisciplinary integration applications driven by digital transformation. Based on the Group's core competitive advantages, the Group will increase its investment in the research and application of innovative financial technology, accelerate the expansion of secure payment products and solutions to more industries such as government affairs, transportation and telecommunications by continuously enhancing its intelligent, digital and scenario-based service capabilities to further amplify the commercial value of the Group's leading technologies and products.

本集團積極推進數字貨幣產品市場的開拓，數字人民幣硬件錢包產品已順利通過2.0流通層運營機構POC測試，且相關數字人民幣應用場景解決方案在2022年中國國際服務貿易交易會亮相。此外，本集團亦與中國銀行珠海分行簽訂合作備忘錄，將共同打造粵港澳大灣區園區數字人民幣試點高地。未來也將助力更多金融機構加速融入數字貨幣生態體系，打造數字化普惠金融；同時進一步拓展新地域的目標客戶，延伸金融服務觸角，不斷提升金融服務的質量，擴大本集團金融安全支付業務在全球市場的區域覆蓋。

緊跟中國政府提出的鄉村振興政策，本集團依托與中國郵政集團等戰略合作夥伴的總對總合作關係，以成熟領先的安全支付產品及解決方案助力合作夥伴落實鄉村振興的重大工作舉措，擴大集團的產品與服務在城鎮鄉村等下沉市場的滲透與覆蓋，以實現核心業務規模進一步增長。

第三、增強跨領域融合應用能力，拓寬產品服務場景

隨著5G、區塊鏈、人工智能等新一代科技的快速發展，金融行業在數字化變革驅動下，勢必迎接跨領域融合應用發展。本集團基於核心競爭力優勢，加大金融科技創新技術的研發應用投入，加速推動安全支付產品與解決方案向政務、交通、電信等更多行業進行拓展，不斷提升服務能力的智能化、數字化及場景化，以進一步放大集團領先技術和產品的商業價值。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

In the field of government affairs, the Group will focus on expanding social security, convenience and age-adapted service scenarios. In the transportation sector, the Group will deepen its strategic partnership to create secure payment products with in-depth integration of finance and transportation, while accelerating a wider commercial promotion and application. In the telecommunication sector, the Group is already qualified as a USIM (short for “**Universal Subscriber Identity Module**”) card and IoT (short for “**Internet of Things**”) card provider for leading telecommunications operators in the Chinese mainland. With the booming development of 5G, the Group is bound to have a great future in the convergence of secure payment and communication applications.

THE ZHUHAI FINTECH CENTER

The Zhuhai Fintech Center (“**Center**”) is a technology park with the theme of Fintech, which has been put into service in the fourth quarter of 2022. The Group will leverage on high quality resources of the Center to jointly promote relevant industrial projects with the local government, attracting talents, projects, and enterprises from the Guangdong-Hong Kong-Macao Greater Bay Area through combination of industry, academia and research. The Center aims to establish a new regional benchmark of China’s Fintech industry to boost innovation in the Greater Bay Area, and provide strong momentum for the Group’s platform-based development strategy.

SUBSEQUENT EVENTS

No material events occurred subsequent to 31 December 2022 and up to the date of this Annual Report.

在政務領域，重點拓展社保、便民、適齡化等服務場景。在交通領域，本集團將深化與戰略合作夥伴關係，打造金融與交通深度融合的安全支付產品，同時加快更大範圍的商業推廣應用。在電信領域，本集團已獲得中國內地領先電信運營商的全球用戶識別卡(USIM卡)和物聯網卡供應商的資質，借勢5G蓬勃發展，未來在安全支付與通信的融合應用領域勢必將大有可為。

珠海市金融科技中心

珠海市金融科技中心是以金融科技為主題的產業集聚園區，已於2022年第四季度投入使用。本集團將借助該中心的優質資源，與當地政府共同推進相關產業項目落地，通過產、學、研結合的方式吸引粵港澳大灣區的優質人才、項目與企業入駐，打造中國金融科技產業新的區域性標杆，助力粵港澳大灣區金融科技創新與發展騰飛，同時也為本集團的平台化發展戰略提供強勁動力。

期後事項

自2022年12月31日至本報告發佈之日概無重大事件發生。

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管理層討論及分析(續)

CLOSURE OF REGISTER OF MEMBERS

In order to be eligible for attendance and for voting at the forthcoming annual general meeting of the Company to be held on Monday, 15 May 2023, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Tuesday, 9 May 2023. The register of members of the Company will be closed from Wednesday, 10 May 2023 to Monday, 15 May 2023, both days inclusive, during which period, no transfer of shares will be registered.

In order to determine who are entitled to the proposed final dividend and special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 31 May 2023. The register of members of the Company will be closed from Thursday, 1 June 2023 to Monday, 5 June 2023, both days inclusive, during which period no transfer of shares will be registered. Subject to shareholders' approval of the proposed dividends at the annual general meeting of the Company to be held on Monday, 15 May 2023, the dividends will be paid on Friday, 30 June 2023 to the shareholders whose names appear on the register of members of the Company at the close of business on Monday, 5 June 2023.

USE OF PROCEEDS RAISED FROM THE INITIAL PUBLIC OFFERING

The Company's shares were listed on the Main Board of the Stock Exchange on 4 December 2013 with net proceeds from the global offering of approximately RMB975.0 million (after deducting underwriting commissions and related expenses). As at 31 December 2022, the Company utilized approximately RMB854.7 million for the purposes of production capacity expansion, innovative product and service research and development, investment in associates and acquisition, market expansion outside of China, working capital supplementation and other general corporate purposes. The balances of the net proceeds were deposited in banking account. The Company has utilized and will utilize the net proceeds pursuant to the purposes and the proportions as disclosed in the prospectus of the Company dated 22 November 2013.

暫停辦理股份過戶登記手續

為確定股東有權出席並於2023年5月15日(星期一)舉行之股東周年大會上投票，所有過戶表格連同有關股票須於2023年5月9日(星期二)下午四時三十分前，送達本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。本公司將於2023年5月10日(星期三)至2023年5月15日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續。

為確定股東有權獲派本次建議之末期股息及特別股息，所有過戶表格連同有關股票須於2023年5月31日(星期三)下午四時三十分前，送達本公司之股份登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。本公司將於2023年6月1日(星期四)至2023年6月5日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續。待於2023年5月15日(星期一)舉行之股東周年大會上取得批准後，上述股息將於2023年6月30日(星期五)派發予於2023年6月5日(星期一)營業時間結束時名列本公司股東名冊之股東。

初次公開發售所得款項用途

本公司股份於2013年12月4日在聯交所主板掛牌，該首次全球發售所得款項淨額約人民幣975.0百萬元(扣除包銷佣金及相關費用後)。截至2022年12月31日止，本公司已動用約人民幣854.7百萬元，用於擴充產能、新產品及服務研發、公司合營與收購、中國境外市場拓展、補充公司營運資金和其他一般公司用途。所得款項淨額的餘額存入銀行賬戶。本公司已經且將按公司2013年11月22日發佈的招股章程所披露的方式和比例使用所得款淨額。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

An analysis of the utilization of the net proceeds from the initial public offering and the unused amount as at 31 December 2022 is set out below:

於2022年12月31日，初次公開發售所得款項使用及所得款餘額之分析如下：

		% of net proceeds	Net proceeds	Utilized amount as at 31 December 2022	Unutilized amount as at 31 December 2022	Expected timeline for fully utilizing the remaining net proceeds (Note)
	募集資金比例	募集資金	於2022年12月31日已使用金額	於2022年12月31日未使用金額	悉數動用餘下所得款項淨額之預期時間	
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	
R&D of new products and services	35%	341,113	341,113	0	N/A	
Expansion to production facilities, upgrades and other improvements to existing card production and data processing facilities	35%	341,113	286,509	54,604	≤5年	
Financing future strategic alliances with complementary companies	10%	97,461	32,120	65,341	≤5年	
Further strengthening presence in existing markets outside the Chinese mainland	10%	97,461	97,461	0	N/A	
Working capital and other general corporate purposes	10%	97,461	97,461	0	N/A	
Total	100%	974,609	854,664	119,945	≤5年	

Note: The expected timeline for utilizing the remaining net proceeds is based on the best estimation of the future market conditions made by the Group. It remains subject to change based on market conditions.

附註：動用餘下所得款項淨額之預期時間乃本集團基於未來市況所作之最佳估計。該時間仍會基於市況而有所變動。

The balances of the net proceeds were deposited in banking account. The Company has utilized and will utilize the net proceeds pursuant to the purposes and the proportions as disclosed in the prospectus of the Company dated 22 November 2013.

所得款項淨額的餘額存入銀行賬戶。本公司已經且將按本公司於2013年11月22日發佈的招股章程所披露的方式和比例使用所得款項淨額。

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MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

LIQUIDITY AND FINANCIAL RESOURCES

By taking a conservative financial management attitude, the Group continued to maintain a healthy financial position.

As at 31 December 2022, the Group's aggregate amount of bank balances and cash, fixed bank deposits and pledged bank deposits reached approximately RMB1,349.2 million (2021: approximately RMB1,233.6 million), of which approximately RMB728.4 million (2021: approximately RMB767.1 million) was denominated in RMB, representing approximately 54.0%, and approximately RMB620.8 million (2021: approximately RMB466.5 million) was denominated in USD and HKD, etc., representing approximately 46.0%.

As at 31 December 2022, the Group had no financial assets at FVTPL (2021: approximately RMB180.2 million).

As at 31 December 2022, the Group had bank borrowings amounted to approximately RMB44.8 million (2021: Nil). All the bank borrowings are unsecured and repayable within one year. The carrying amounts are denominated in HKD.

As at 31 December 2022, the Group's trade receivables was approximately RMB340.3 million (2021: approximately RMB342.3 million).

As at 31 December 2022, the Group's total current assets amounted to approximately RMB1,819.0 million (2021: approximately RMB1,785.2 million), representing an increase of approximately 1.9% compared to that of the previous year.

流動性及財務資源

本集團秉持審慎的財務管理政策，保持了穩健的財務狀況。

於2022年12月31日，本集團銀行存款及現金、銀行定期存款、已抵押銀行存款總共約人民幣1,349.2百萬元（2021：約人民幣1,233.6百萬元），其中，人民幣約728.4百萬元（2021：人民幣約767.1百萬元）佔比約54.0%，美元、港幣及其他等折合約人民幣620.8百萬元（2021：約人民幣466.5百萬元），佔比約46.0%。

於2022年12月31日，本集團無按公允價值計入損益之金融資產（2021：約人民幣180.2百萬元）。

於2022年12月31日，本集團銀行借款約人民幣44.8百萬元（2021：無），所有銀行借款均為無抵押且於一年內到期。借款之賬面金額以港幣計。

於2022年12月31日，本集團應收貨款約人民幣340.3百萬元（2021：約人民幣342.3百萬元）。

於2022年12月31日，本集團流動資產總額約人民幣1,819.0百萬元（2021：約人民幣1,785.2百萬元），比2021年末增加約1.9%。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

As at 31 December 2022, the Group's current ratio was approximately 2.6 (2021: approximately 3.2), while its quick ratio was approximately 2.1 (2021: approximately 2.6), representing a high liquidity.

As at 31 December 2022, the Group's gearing ratio (the gearing ratio is equivalent to total liabilities divided by total assets as at the end of the year) was approximately 26.4% (2021: approximately 23.0%).

CURRENCY EXPOSURE

In terms of currency exposure, the Group's sales were mainly denominated in RMB, USD and HKD while the operating expenses and purchases were mainly denominated in RMB with certain portions in USD and HKD. The Group manages its foreign currency risk by closely monitoring the fluctuation of foreign currency rates.

CAPITAL EXPENDITURE

For the year ended 31 December 2022, the Group's capital expenditure was approximately RMB67.0 million (2021: approximately RMB81.7 million). The capital expenditure represents the expenses incurred in purchasing fixed assets.

CAPITAL COMMITMENT

The aggregate capital commitment of the Group as at 31 December 2022 was approximately RMB24.0 million (2021: approximately RMB33.0 million).

PLEDGED ASSETS

As at 31 December 2022, bank deposits of approximately RMB227.0 million (2021: approximately RMB219.2 million) were pledged to secure the bills payables and bank guarantee.

於2022年12月31日，本集團流動比率約2.6（2021：約3.2），速動比率約2.1（2021：約2.6），流動性良好。

於2022年12月31日，本集團資產負債率（資產負債率等於總負債除以總資產）約26.4%（2021年：約23.0%）。

外匯風險

本集團之銷售主要以人民幣、美元及港幣結算，營運開支及採購主要以人民幣結算，部分開支以美元和港幣結算。本集團透過密切監控外幣匯率的變動來管控其外幣風險。

資本開支

於截至2022年12月31日止之年度，本集團資本開支總額約人民幣67.0百萬元。（2021：約人民幣81.7百萬元）。該資本開支為固定資產之開支。

資本承擔

於2022年12月31日，本集團的資本承擔總額約人民幣24.0百萬元（2021：約人民幣33.0百萬元）。

資產之抵押

於2022年12月31日，約人民幣227.0百萬元之銀行存款（2021：約人民幣219.2百萬元）已作為應付票據及銀行保函之抵押品。

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管理層討論及分析(續)

SIGNIFICANT INVESTMENTS

The Group had no significant investments for the year ended 31 December 2022.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group has no future plans for material investment or capital assets during 2023.

CONTINGENT LIABILITIES

As at 31 December 2022, the Group had no material contingent liabilities.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

In February 2021, two external professional firms were appointed by the court to act as the liquidation administrators of Sichuan Zhongruan Technology Ltd. (“**SCZR**”), which is the associate of the Group, pursuant to the court order ((2020)川0104破4號決定書). The operation and management of SCZR during the period of bankruptcy and liquidation is undertaken by the bankruptcy administrator. On 24 November 2021, the court declared the bankruptcy of SCZR. In June 2022, the bankruptcy administrator announced the distribution plan of SCZR’s remaining assets, but the liquidation process was still in progress at the end of the year 2022. Therefore, according to HKAS28R (“Investments in Associates and Joint Ventures”), the Group has reclassified the equity investment of SCZR from the interest in an associate to FVTPL as the Group has lost significant influence over SCZR. The Group has reviewed and estimated the fair value of SCZR on a regular basis under the requirement of HKFRS9.

重大投資

本集團於截至2022年12月31日止之年度內無重大投資。

重大投資或資本資產之未來計劃

於2023年內，本集團無重大投資或資本資產之未來計劃。

或有負債

於2022年12月31日，本集團並無任何重大或有負債。

對附屬公司、聯營公司及合營企業的重大收購及處置

於2021年2月，法院根據法院令((2020)川0104破4號決定書)，委托兩家外部專業公司擔任本集團聯營公司四川中軟科技有限公司(「四川中軟」)清算管理人。四川中軟在破產清算期間的經營管理由破產管理人執行。當地法院於2021年11月24日宣佈四川中軟破產。2022年6月，破產管理人宣佈了四川中軟剩餘資產的分配計畫。截至2022年底，四川中軟的清算工作仍在進行中。因此，根據香港會計準則第28號之修訂(「於聯營公司及合資企業之投資」)，由於本集團已失去對四川中軟的重大影響，本集團已將四川中軟的權益投資從「於聯營公司之權益」重分類為「按公允價值計入損益之金融資產」，本集團並已按照香港財務報告準則第9號的要求，對四川中軟的公允價值進行定期的複核和評估。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

PURCHASE, SALE OR REDEMPTION OF SECURITIES

For the year ended 31 December 2022, the Company purchased 5,114,000 ordinary shares of the Company on the Stock Exchange at an aggregate price of approximately HKD7,899,000 (equivalent to approximately RMB6,867,000). The shares were acquired at an average price of HKD1.54 per share, with prices ranging from HKD1.28 to HKD1.65. All the shares purchased were cancelled in November 2022.

The details of the purchase of shares are as follows:

Month 月份		Number of shares purchased 回購 股份數量	Highest price per share (HKD) 每股最高價格 (港幣)	Lowest price per share (HKD) 每股最低價格 (港幣)	Aggregate consideration paid (HKD) 合計 已支付對價 (港幣)
July 2022	2022年7月	916,000	1.65	1.59	1,494,305.16
August 2022	2022年8月	2,208,000	1.65	1.54	3,573,463.49
September 2022	2022年9月	1,206,000	1.53	1.45	1,810,618.48
October 2022	2022年10月	784,000	1.30	1.28	1,021,005.89
Total 合計		5,114,000			7,899,393.02

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

購買、出售或贖回上市證券

於截至2022年12月31日止之年度，本公司在香港聯合交易所，以合計約7,899,000港幣（折合人民幣約6,867,000元）購買本公司5,114,000股普通股。每股交易價格在港幣1.28元至港幣1.65元之間，平均每股交易價格為港幣1.54元。已於2022年11月全部註銷。

股份回購詳情如下：

除上述披露外，本公司及其附屬公司於期內均無購買、出售或贖回任何本公司股份。

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MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

The Group is committed to maintaining high levels of environmental and social standards to ensure sustainable development of its business. During the year ended 31 December 2022, the Group's environmental, social and governance ("ESG") management team had managed, monitored, recommended and reported on environmental and social aspects. An ESG report is prepared with reference to Appendix 27 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (Environmental, Social and Governance Reporting Guide) and will be published on the Company's and the Stock Exchange's websites.

The Group has complied with all relevant laws and regulations in relation to its business including anti-corruption, health and safety, workplace conditions, employment and the environment in all material aspects during the period ended 31 December 2022. The Group encourages its employees, customers, suppliers and other stakeholders to participate in environmental and social activities.

The Group maintains strong relationships with its employees. The Group also enhances cooperation with its suppliers to jointly foster a fair business environment, and provides high quality products and services to its customers so as to ensure continued and sustainable development.

環境、社會及企業管治

本集團致力維持高要求之環境及社會標準，以確保其業務可持續發展。於截至2022年12月31日止之年度，本集團環境、社會及管治管理團隊，在環保及社會層面進行管理、監控、建議及報告工作。環境、社會及管治報告乃經參考香港聯合交易所有限公司證券上市規則（「**上市規則**」）附錄二十七所載列之環境、社會及管治報告指引而編製，並將於本公司及聯交所網站刊發。

於截至2022年12月31日期間，本集團在各重大方面已遵守所有與其業務有關的相關法例及法規，包括反貪腐、健康及安全、工作環境、就業及環境。本集團鼓勵員工、客戶、供應商及其他相關者參與環境保護及社會活動。

本集團與員工維持緊密關係。本集團亦加強與供應商之間的合作，共同營造公平公正的營商環境，並為客戶提供優質產品及服務，以確保可持續發展。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

HUMAN RESOURCES AND REMUNERATION POLICIES

As at 31 December 2022, the Group had 1,583 employees (as at 31 December 2021: 1,624), with a decrease of 41 employees as compared to that as at 31 December 2021. Total employee benefits expenses including Directors' emoluments, for the year ended 31 December 2022, amounted to approximately RMB250.9 million (for the year ended 31 December 2021: approximately RMB216.3 million).

The human resources are one of the Group's most important assets. In addition to offering competitive remuneration and welfare packages, the Group is also committed to providing specialized and challenging career development and training programs. Generally, a salary review is conducted annually. The Group also adopted the Pre-IPO share option scheme, the share option scheme and the share award scheme to motivate prospective employees. Apart from basic remuneration, for employees in the Chinese mainland, the Group makes contributions towards employee mandatory social security funds, pensions, work-related injury insurance, maternity insurance and medical and unemployment insurance in accordance with the applicable laws and regulations of the Chinese mainland. The Group also provides full coverage of housing provident fund contributions as required by applicable local laws and regulations in the Chinese mainland. For employees in Hong Kong and other countries, the Group also makes contributions towards relevant insurance schemes, pension schemes and provident fund as required by applicable local laws and regulations.

The Group emphasises on employee performance and development, and is committed to enhancing their knowledge and skills. The Group provides comprehensive internal and external trainings, such as compulsory orientation, job skills training, improvement training, information security training, compliance and legal training, business etiquette training and etc.

員工及薪酬政策

於2022年12月31日，本集團聘用1,583名（於2021年12月31日為1,624名）員工，較2021年年末減少41人。於截至2022年12月31日止之年度，包括董事酬金的員工待遇費用合計約為人民幣250.9百萬元（於截至2021年12月31日止之年度：約為人民幣216.3百萬元）。

人力資源是本集團最重要的資產之一。除了提供具有競爭力的薪酬福利方案外，本集團亦為員工提供專門並具有挑戰性的職業發展及培訓計劃。整體而言，本集團將每年進行一次薪酬檢討。本集團亦實施了首次開發售前的購股權計劃、購股權計劃和股份獎勵計劃以激勵有潛力的員工。對本集團於中國內地的員工，除薪金外，本集團根據中國內地的相關法律、法規為中國內地的全部員工提供退休、失業、工傷、生育和醫療等社會保險計劃。本集團亦按照中國當地規定為中國內地員工實施住房公積金計劃。對本集團於香港及其他國家的員工，亦按照當地適用的法律要求購買保險、退休金計劃及公積金。

本集團十分注重員工培訓與發展，致力提升僱員的知識水平及技能，為員工提供全面的內部和外部培訓，包括入職培訓、崗位技能培訓、在職提高培訓、信息安全培訓、合規法律培訓、項目管理等。

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DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層



DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層 (續)

DIRECTORS

The Board is consisted of nine Directors, including six executive Directors and three independent non-executive Directors. The following table sets forth certain information relating to the Directors:

Name 姓名	Age 年齡	Position in the Group 集團職務
Executive Directors 執行董事		
LU Run Ting 盧閏霆	68	Chairman & Executive Director 主席及執行董事
HOU Ping 侯平	62	Executive Director & Chief Executive Officer 執行董事及首席執行官
LU Runyi 盧潤怡	65	Executive Director & Senior Vice President 執行董事及高級副總裁
WU Siqiang 吳思強	50	Executive Director & Chief Operating Officer 執行董事及首席運營官
LING Wai Lim 盧威廉	36	Executive Director & Senior Vice President 執行董事及高級副總裁
LI Yijin 李易進	52	Executive Director & Chief Audit Executive & Company Secretary 執行董事、審計長及公司秘書
Independent Non-executive Directors 獨立非執行董事		
MAK Wing Sum Alvin 麥永森	70	Independent Non-executive Director 獨立非執行董事
YE Lu 葉淥	60	Independent Non-executive Director 獨立非執行董事
LAI Tung Kwok 黎棟國	71	Independent Non-executive Director 獨立非執行董事

董事

董事會由九名董事組成，包括六名執行董事，三名獨立非執行董事。以下表格為各董事情況：

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DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層(續)

Executive Directors

Mr. LU Run Ting (盧閔霆), aged 68, is the chairman of the Board (“Chairman”) and an executive Director, and the founder of the Group. He was first appointed as Director on 10 December 2004 and was designated as an executive Director with effect from 15 November 2013. Chairman LU is primarily responsible for the overall strategic planning and overseeing the general management of the Group. He has over 30 years of experience in financial card industry and was honored as the finalist award of CNBC Asia Business Leaders Award in October 2015. Chairman LU has been the Chairman of the Company and the Company’s subsidiaries, Goldpac Datacard Solutions Company Limited and Goldpac Limited (formerly named as “Goldpac Secur-Card (Zhuhai) Limited”) since 2011 and also has been the director of Goldpac Fintech Private Limited (formerly named as “Goldpac Fintech Singapore Private Limited), the Company’s subsidiary, from 2016 to July 2018, and has been the director of Goldpac Investment Limited, the Company’s subsidiary, since 2016, and has been the director of Goldpac Innovation Limited, the Company’s subsidiary, since 2018, and has been the director of Goldpac Fintech (Zhuhai) Limited Company and UMV International Holding Limited, the Company’s subsidiaries, from 2020.

Prior to the establishment of the Group in 1995, Chairman LU wholly owns the entire issued share capital of Goldpac International (Holding) Limited (“GIHL”), the Company’s controlling shareholder and is a director of GIHL since 1993. Chairman LU also served as various management positions at the subsidiaries of the Industrial and Commercial Bank of China prior to the establishment of GIHL in 1993. He currently also serves as the chairman of GIHL. Chairman LU received a Master of Business Administration degree from the Hong Kong Polytechnic University in November 2004. Chairman LU had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

The ordinary shares of GIHL are 100% directly held by Golden Wellness Investment Limited, which is wholly owned by Golden Lake Investment Limited (“GLIL”). GLIL is wholly owned by a family trust, the trustee of which is Cititrust Private Trust (Cayman) Limited, established by Chairman LU as the founder for the benefit of his family members (including Mr LING Wai Lim, an executive Director). Chairman LU (i) is the elder brother of Mr. LU Runyi, an executive Director and a senior vice president of the Company, and (ii) is the father of Mr. LING Wai Lim, an executive Director.

執行董事

盧閔霆先生，68歲，董事會主席（「主席」）兼執行董事，亦是本集團創始人。他早於2004年12月10日獲委任為董事，後於2013年11月15日調任為執行董事，主要負責本集團的整體戰略規劃和監督本集團的整體管理。他於金融卡行業擁有超過30年的經驗，於2015年10月榮膺CNBC亞洲傑出商業領袖入圍獎。盧主席自2011年起擔任本公司、本公司之附屬公司金邦達數據有限公司和金邦達有限公司（原為「珠海市金邦達保密卡有限公司」）的主席，以及自2016年至2018年7月期間擔任本公司之附屬公司Goldpac Fintech Private Limited（原為「Goldpac Fintech Singapore Private Limited」）董事，自2016年起至今擔任本公司之附屬公司金邦達投資有限公司董事，自2018年起擔任本公司之附屬公司Goldpac Innovation Limited董事，亦自2020年擔任本公司之附屬公司珠海市金邦達金融科技發展有限公司及金科智融國際控股有限公司董事。

於1995年本集團成立之前，盧主席自1993年起擁有本公司控股股東金邦達國際（集團）有限公司（以下簡稱「金邦達國際」）的權益並擔任董事。在1993年建立金邦達國際之前，盧主席曾於中國工商銀行旗下擔任多個管理職位。目前盧主席亦擔任金邦達國際的主席。盧主席於2004年11月獲得香港理工大學的工商管理碩士學位。盧主席於過往3年未曾擔任其他香港或海外上市公司的董事。

金邦達國際的普通股由Golden Wellness Investment Limited 100%直接持有，其為金湖投資管理有限公司（「金湖投資」）的全資子公司。金湖投資為家族信托公司，受托人為Cititrust Private Trust (Cayman) Limited，即由盧主席設立且受益人為其家族成員（包括盧威廉先生，執行董事）的家族信托。盧主席為(i)執行董事兼高級副總裁盧潤怡先生的胞兄，及(ii)執行董事盧威廉先生的父親。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層 (續)

Mr. HOU Ping (侯平), aged 62, is an executive Director and the chief executive officer of the Company, and joined the Group in 2011. He was first appointed as a Director on 30 August 2011, and was designated as an executive Director with effect from 15 November 2013. He is primarily responsible for the overall management of the Group. Mr. HOU has over 30 years of experience in the banking industry, including approximately 25 years of experience in the card industry. He has been a Director and the chief executive officer of the Company since 2011. He has also served as a director of Goldpac Datacard Solutions Company Limited and Goldpac Limited respectively, since 2011. He has also served as a director of seven subsidiaries of the Company, including as a director of Goldpac Fintech Private Limited since 2016, and a director of Goldpac Technology Service Limited (Hengqin), SecureTech Holdings Limited and Goldpac Fintech Hong Kong Limited, the Company's subsidiaries, since 2018, a director of Goldpac Fintech (Zhuhai) Limited Company and UMV Technology Limited (Zhuhai) since 2020, and also a director of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. (through the VIE Agreements, Zhirong Financial Services has been an indirect subsidiary of the Company as 100% of its equity interest is attributed to the Company indirectly) since 2021.

Prior to joining the Group, Mr. HOU was the head of credit card centre at Deutsche Bank (China) Co., Ltd, and was seconded to Huaxia Bank as chief executive officer of the credit card centre from 2006 to 2011. Mr. HOU served various positions at Bank of China group and subsequently, BOC Credit Card (International) Limited since 1999, including as deputy general manager of BOC Credit Card (International) Limited in Hong Kong from 1999 to 2004. Mr. HOU received a Master of Business Administration degree from the Hong Kong Baptist University in December 2003. Saved as disclosed herein, Mr. HOU had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

侯平先生，62歲，本公司執行董事兼首席執行官，於2011年加入本集團。他早於2011年8月30日獲委任為董事，於2013年11月15日調任為執行董事，主要負責本集團的整體管理。侯先生於銀行業擁有超過30年的經驗，其中於卡類行業擁有近25年經驗。自2011年起，他擔任本公司的董事兼首席執行官，同樣自2011年起擔任金邦達數據有限公司董事和金邦達有限公司董事，其亦擔任本公司七家附屬公司的董事，自2016年起擔任Goldpac Fintech Private Limited的董事，亦自2018年起擔任本公司之附屬公司金邦達科技服務(橫琴)有限公司、SecureTech Holdings Limited和金邦達金融科技香港有限公司的董事，自2020年起擔任本公司之附屬公司珠海市金邦達金融科技發展有限公司及金科智融科技(珠海)有限公司的董事，亦自2021年起擔任智融金服科技(珠海)有限公司(通過VIE協議，智融金服成為本公司的一家間接附屬公司，本公司間接佔其100%股權)的董事。

於加入本集團前，侯先生曾於2006年至2011年擔任德意志銀行(中國)有限公司信用卡中心總經理，其後借調至華夏銀行擔任信用卡中心首席執行官。侯先生自1999年起先後在中國銀行集團及中銀信用卡(國際)有限公司擔任多個職位，包括於1999年至2004年期間擔任中銀信用卡(國際)有限公司於香港的副總經理。侯先生於2003年12月獲得香港浸會大學的工商管理碩士學位。除上述披露外，侯先生於過往3年未曾擔任其他香港或海外上市公司的董事。

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董事及高級管理層(續)

Mr. LU Runyi (盧潤怡), aged 65, is an executive Director and a senior vice president of the Company, and joined the Group in 1995. He was first appointed as a Director in December 2004, and was designated as an executive Director with effect from November 2013. He is primarily responsible for the management of the sales department of the Group. Mr. LU Runyi, has almost 30 years of experience in the security payment industry. He has been a senior vice president of the Group since 2004 and has been the director of GIHL from June 2006 to March 2021, and has been director of Goldpac Datacard Solutions Company Limited and Goldpac Limited respectively since 2011, and has served as a director of Goldpac Technology Service Limited (Hengqin) since 2018, and has also served as a director of Goldpac Fintech (Zhuhai) Limited Company since 2020. Mr. LU Runyi had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

Mr. LU Runyi is the younger brother of Chairman LU, and is the uncle of Mr. LING Wai Lim, who is an executive Director of the Company.

Mr. WU Siqiang (吳思強), aged 50, is an executive Director and the chief operating officer of the Company, and joined the Group in 2001. Mr. WU is primarily responsible for the overall operation of the Group, he was appointed as an executive Director with effect from 18 May 2017, and has more than 20 years of experience in the security payment industry. Mr. Wu was a manager of the production division, vice general manager of the operation division, general manager of the production management division of Goldpac Limited from 2001 to 2011 successively, and has been the chief operating officer of Goldpac Limited since 2011. Mr. WU served as a manager of the procurement division of Goldpac Limited from 2004 to January 2021, and has been the general manager and legal representative since February 2021. Mr. WU has also served as a director of Goldpac Technology Service Limited (Hengqin) since 2018. Mr. WU had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

Mr. WU graduated from the Guangdong Mechanics University (廣東機械學院)(now part of Guangdong University of Technology (廣東工業大學)) with a Bachelor of Mechatronics degree in July 1993.

盧潤怡先生，65歲，本公司執行董事兼高級副總裁，於1995年加入本集團。他早於2004年12月獲委任為董事，後於2013年11月調任為執行董事，主要負責管理本集團的銷售部門。盧潤怡先生於安全支付行業擁有近30年的經驗。他自2004年起擔任本集團的高級副總裁，以及自2006年6月至2021年3月期間擔任金邦達國際董事，自2011年起擔任金邦達數據有限公司和金邦達有限公司董事，自2018年起擔任金邦達科技服務(橫琴)有限公司董事，亦自2020年起擔任珠海市金邦達金融科技發展有限公司的董事。盧潤怡先生於過往3年未曾擔任其他香港或海外上市公司的董事。

盧潤怡先生為盧主席的胞弟，且為本公司執行董事盧威廉先生的叔叔。

吳思強先生，50歲，本公司執行董事兼首席運營官，於2001年加入本集團。吳先生主要負責本集團的整體運營，其於2017年5月18日獲委任執行董事，並在安全支付行業擁有超過20年的經驗。吳先生於2001年至2011年先後擔任金邦達有限公司的生產部經理、運作部副總經理及生產管理部總經理，並自2011年起擔任金邦達有限公司的首席運營官。吳先生自2004年至2021年1月間擔任金邦達有限公司採購部經理，並自2021年2月起擔任金邦達有限公司總經理兼法定代表人。吳先生亦自2018年起擔任金邦達科技服務(橫琴)有限公司董事。吳先生於過往三年未曾擔任其他香港或海外上市公司的董事。

吳先生在1993年7月畢業於廣東機械學院(現為廣東工業大學的一部分)的機械電子工程學士學位。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層 (續)

Mr. LING Wai Lim (盧威廉) (formerly known as Mr. Wai Lim (威廉) and Mr. LING Wai Lim (凌威廉)), aged 36, joined the Company as non-executive Director on 18 May 2017. He was designated as an executive Director with effect from 15 March 2019 and was appointed as senior vice president of the Company upon the effective date of 22 January 2021. Mr. LING has also served as a director of six subsidiaries of the Company, including as a director of Goldpac Technology Service Limited (Hengqin) since 2018, a director of UMV Technology Limited (Zhuhai) since 2020 and also a director of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. since 2021, a director of Goldpac Fintech Hong Kong Limited since 6 July 2022, a director of SecureTech Holdings Limited since 22 July 2022, and a director of Goldpac Fintech Private Limited since 27 November 2022. Mr. LING has over 10 years of experience in biomedical research and research project management. Mr. LING served as a project analyst, a project manager and the senior scientific advisor, respectively, of China Regenerative Medicine International Limited (Stock Code: 8158), a company listed on GEM operated by the Stock Exchange of Hong Kong Limited, from June 2015 to December 2018. Mr. LING served as a research assistant of The University of Hong Kong, Department of Paediatrics and Adolescent Medicine, from December 2010 to May 2012. Mr. LING had not been a Director of any other listed Companies in Hong Kong or overseas in the past three years.

Mr. LING received the Bachelor of Science (Biotechnology) from the University of Hong Kong in 2008, the Master of Philosophy in Microbiology from the University of Hong Kong in 2010, and also the Doctor of Philosophy in Immunology from The University of Hong Kong in 2015.

Mr. LING is the son of Chairman LU. He is also the nephew of Mr. LU Runyi, who is an executive Director and senior vice president of the Company.

盧威廉先生 (前度姓名「威廉」及「凌威廉」)，36歲，於2017年5月18日加入本集團並獲委任為非執行董事。其於2019年3月15日調任為執行董事，並於2021年1月22日獲委任為本公司高級副總裁。盧先生亦擔任本公司六家附屬公司的董事，自2018年起擔任金邦達科技服務(橫琴)有限公司董事，自2020年起擔任金科智融科技(珠海)有限公司董事，亦自2021年起擔任智融金服科技(珠海)有限公司的董事，自2022年7月6日起擔任金邦達金融科技香港有限公司的董事，自2022年7月22日起擔任SecureTech Holdings Limited的董事，亦自2022年11月27日起擔任Goldpac Fintech Private Limited的董事。盧先生在生物醫學研究和科研項目管理方面擁有超過10年的經驗。盧先生於2015年6月至2018年12月服務於中國再生醫學國際有限公司(一家於香港聯合交易所有限公司創業板上市的公司，股份代號：8158)，曾分別擔任項目分析師、項目經理和資深科學顧問。盧先生於2010年12月至2012年5月擔任香港大學兒科及青少年醫學系研究助理。盧先生於過往三年未曾擔任其他香港或海外上市公司的董事。

盧先生於2008年獲得香港大學科學系生物科技學士學位，於2010年獲得香港大學微生物學哲學碩士學位，並於2015年獲得香港大學免疫學博士學位。

盧先生乃盧主席之子，亦為本公司之執行董事兼高級副總裁盧潤怡先生之侄子。

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DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層(續)

Ms. LI Yijin (李易進), aged 52, is an executive Director, the chief audit executive of the Company and company secretary, and joined the Group in 2001 and was appointed as an executive Director with effective from 18 May 2020. She has nearly 30 years of experience in the accounting, auditing and financial reporting matters. Ms. LI was the financial controller of the Company from 2004 to 2012, and has been appointed as a director of Sichuan Zhongruan Technology Ltd. (“SZCR”) since 2011, and was the chief financial officer of the Company from 2012 to April 2019, and has been designated as the chief audit executive of the Company since May 2019. Ms. LI has also served as supervisors of three subsidiaries of the Company, supervisors of Goldpac Fintech (Zhuhai) Limited Company and UMV Technology Limited (Zhuhai) since 2020, and a supervisor of Zhirong Financial Services Technology (Zhuhai) Co., Ltd. since 2021.

Ms. LI received an Executive Master of Business Administration degree from the Hong Kong University of Science & Technology in November 2012. Ms. LI has been a member of CPA (Certified Public Accountants) Australia since October 2004, a Fellow of CPA Australia (FCPA) since May 2020, and the Hong Kong Institute of Certified Public Accountants since May 2013. Ms. LI had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

李易進女士，52歲，本公司執行董事，公司秘書兼任審計長，於2001年加入本集團，並於2020年5月18日獲委任為執行董事。其於會計、審計及財務報告事宜方面擁有近30年的經驗。李女士自2004年至2012年擔任本公司的財務總監，自2011年起委派為四川中軟科技有限公司(「四川中軟」)董事，自2012年至2019年4月擔任本公司的首席財務官，並自2019年5月起調任為本公司審計長。李女士擔任本公司三家附屬公司之監事，自2020年起擔任本公司之附屬公司珠海市金邦達金融科技發展有限公司及金科智融科技(珠海)有限公司的監事，亦自2021年起擔任本公司之附屬公司智融金服科技(珠海)有限公司監事。

李女士於2012年11月獲得香港科技大學的行政人員工商管理碩士學位。李女士自2004年10月起為澳洲會計師公會會員，自2020年5月起為澳洲會計師公會資深會員，自2013年5月起為香港會計師公會會員。李女士於過往三年未曾擔任其他香港或海外上市公司的董事。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層(續)

Independent Non-executive Directors

Mr. MAK Wing Sum Alvin (麥永森) (also known as Mr. MAK Wing Sum), aged 70, is an independent non-executive Director. He joined the Group on 15 November 2013, when he was appointed as an independent non-executive Director. Mr. MAK is currently an independent non-executive director of Hong Kong Technology Venture Company Limited (formerly known as Hong Kong Television Network Limited, a company listed on the Stock Exchange, Stock Code: 1137), Luk Fook Holdings (International) Limited (Stock Code: 590), Lai Fung Holdings Limited (Stock Code: 1125) and Crystal International Group Limited (Stock Code: 2232). He was also an independent non-executive director of I.T. Limited (Stock Code: 999) from 31 March, 2012 to December 2, 2019. Mr. Mak is a member of Hong Kong Housing Society, and is currently a member of its Supervisory Board, Human Resource and several other committees. Mr. MAK, after working in Citibank for over 26 years, went into his retirement in April 2012. Whilst at Citibank, he has held various senior positions, managing the regional global asset management business and financial control for North Asia, he last served as the Head of Markets and Banking for Citibank Hong Kong.

Mr. MAK graduated from the University of Toronto in Canada with a Bachelor of Commerce degree in June 1976. He has been a Chartered Accountant of the Canadian Institute of Chartered Accountants since September 1979, a Chartered Professional Accountant of the Canadian Institute of Chartered Accountants since November 2012 and currently also a member of the Hong Kong Institute of Certified Public Accountants. Save as disclosed herein, Mr. MAK had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

獨立非執行董事

麥永森先生，70歲，獨立非執行董事。他於2013年11月15日加入本集團並獲委任為獨立非執行董事。麥先生目前擔任香港科技探索有限公司(前稱為香港電視網絡有限公司，一家於聯交所上市的公司，股份代號：1137)、六福集團(國際)有限公司(股份代號：590)、麗豐控股有限公司(股份代號：1125)以及晶苑國際集團有限公司(股份代號：2232)的獨立非執行董事。彼亦於2012年3月31日至2019年12月2日服務於I.T. Limited(股份代號：999)，曾擔任獨立非執行董事。麥先生作為香港房屋協會委員，現任該協會監事會、人力資源委員及其他若干委員會委員。在花旗銀行工作超過26年之後，於2012年4月退休。彼於花旗銀行任職期間，曾出任多個高級職位，包括管理北亞地區的全球資產管理業務及財務控制，在香港花旗銀行最後擔任的職務為市場及銀行業務主管。

麥先生於1976年6月畢業於加拿大多倫多大學，獲得商業學士學位。他自1979年9月起為加拿大特許會計師公會會員，自2012年11月起為加拿大特許會計師公會特許專業會計師，目前亦是香港會計師公會會員。除前述所披露者外，麥先生於過往三年未曾擔任其他香港或海外上市公司的董事。

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董事及高級管理層(續)

Ms. YE Lu (葉淥), aged 60, is an independent non-executive Director. She joined the Group on 18 May 2017 when she was appointed as an independent non-executive Director.

Ms. YE Lu has more than 30 years of experience in cross border commercial dispute resolution. Ms. YE joined King & Wood Mallesons in 2004, and is currently a partner of King & Wood Mallesons. Ms. YE was a member the Council of Singapore Court of International Arbitration and a member of the Council of the London Court of International Arbitration. She is currently a director of the Council of the Singapore Court of International Arbitration, and also an arbitrator of China International Economic and Trade Arbitration Commission, Hong Kong International Arbitration Center and Singapore International Arbitration Center.

Ms. YE received the Bachelor of Laws from the Law School of Peking University in June 1983, and received the Master of Laws from the Law School of Chinese Academy of Social Sciences in June 1986, and also received the Master of Laws from the Harvard Law School in June 1994. Ms. YE is qualified as a lawyer in the People's Republic of China and has passed New York State Bar Exam. Ms. YE had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

葉淥女士，60歲，獨立非執行董事。她於2017年5月18日加入本集團並獲任為獨立非執行董事。

葉淥女士在跨境商業糾紛解決領域有超過30年的經驗。葉女士於2004年加入金杜律師事務所，目前為金杜律師事務所的合夥人。葉女士曾為新加坡國際仲裁院理事會理事及倫敦國際仲裁院理事會理事，現任新加坡國際仲裁院理事會董事，亦為中國國際經濟貿易仲裁委員會仲裁員、香港國際仲裁中心仲裁員以及新加坡國際仲裁中心仲裁員。

葉女士於1983年6月獲得北京大學法學院法學學士學位，於1986年6月獲得中國社會科學院研究生院法學碩士學位，並於1994年6月獲得美國哈佛大學法學院法學碩士學位。葉女士擁有中國執業律師資格，并通過美國紐約州執業律師資格考試。葉女士於過往三年未曾擔任其他香港或海外上市公司董事。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層 (續)

Mr. LAI Tung Kwok (黎棟國), aged 71, joined the Company as independent non-executive Director on 17 May 2022. He was awarded GBS (Golden Bauhinia Star), SBS (Silver Bauhinia Star), IDSM (Immigration Distinguished Service Medals), JP (Justice of the Peace), former Secretary for Security of Hong Kong, the Executive Vice Chairman of the New People's Party.

Mr. LAI joined the Immigration Department as Assistant Immigration Officer in 1973. He was appointed by the Central People's Government as Director of Immigration from 2002 to 2008, by the Chief Executive as Under Secretary of Security of Hong Kong from 2009 to 2012 and by the Central People's Government as Secretary of Security of Hong Kong from 2012 to 2017. Mr. LAI has been the executive Vice Chairman of the New People's Party since 2018 and has been a Legislative Council member (Election Committee) of the HKSAR since 1 January 2022.

Mr. LAI Tung Kwok received Bachelor of Laws (Honours) from University of London (External) in 1989. Mr. LAI had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

黎棟國先生，71歲，於2022年5月17日加入本集團並獲委任為獨立非執行董事。黎先生榮獲GBS(金紫荊星章)、SBS(銀紫荊星章)、IDSM(入境事務卓越獎章)、JP(太平紳士)，香港特別行政區前保安局局長，新民黨常務副主席。

黎先生1973年入職人民入境事務處(回歸後改稱入境事務處)為助理入境事務主任，彼於2002至2008年獲中央人民政府委任為香港入境事務處處長，2009至2012年獲行政長官委任為香港保安局副局長，2012至2017年獲中央人民政府委任為香港保安局局長。彼於2018年加入新民黨，任常務副主席至今，並於2022年1月1日擔任香港特別行政區立法會議員(選舉委員會)。

黎棟國先生於1989年獲得倫敦大學(校外課程)法學士。黎先生於過往三年未曾擔任其他香港或海外上市公司的董事。

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DIRECTORS AND SENIOR MANAGEMENT (CONTINUED)

董事及高級管理層(續)

SENIOR MANAGEMENT

高級管理層

Name 姓名	Gender 性別	Age 年齡	Position 職務
LI Yingjie 利應傑	Male 男	40	Chief Financial Officer 首席財務官
LI Yijin 李易進	Female 女	52	Chief Audit Executive 審計長

Mr. LI Yingjie (利應傑), aged 40, is the chief financial officer of the Company, and joined the Group in 2014. He is primarily responsible for the management of the accounting and finance departments of the Group. Mr. LI has more than 15 years of experience in accounting and auditing. He was the director of internal audit of the Company from September 2014 to April 2019, and has served as the chief financial officer of the Company since May 2019.

利應傑先生，40歲，本公司首席財務官，於2014年加入本集團。他主要負責管理本集團的會計及財務部門。利先生於會計和審計領域擁有超過15年的經驗。他自2014年9月至2019年4月擔任本公司的內部審計總監，並自2019年5月起擔任本公司首席財務官。

Prior to joining the Group, Mr. LI worked as the manager of internal audit in Galaxy Entertainment Group (a company listed on the Stock Exchange, Stock Code: 0027.HK) from 2010 to 2014, and acted as senior auditor in Deloitte Touche Tohmatsu from 2005 to 2010. He graduated from Sun Yat-sen University and received a bachelor of arts in 2005. He is a fellow member of the Association of Chartered Certified Accountants. Mr. LI had not been a director of any other listed companies in Hong Kong or overseas in the past three years.

於加入本集團前，利先生於2010年至2014年間擔任銀河娛樂集團有限公司（一家於聯交所上市的公司，股份代號：0027.HK）內部審計部門經理，並於2005年至2010年間擔任德勤關黃陳方會計師行高級審計師。其2005年畢業於中山大學，獲文學學士學位。利先生為特許公認會計師公會資深會員。利先生於過往三年未曾擔任其他香港或海外上市公司的董事。

Ms. LI Yijin (李易進), aged 52, is the chief audit executive of the Company, and joined the Group in 2001. She is responsible for the internal control matters of the Group.

李易進女士，52歲，為本公司審計長，於2001年加入本集團，負責本集團的內審事宜。

Please refer to the paragraph headed "Directors and Senior Management — Executive Directors" above for the biography of Ms. LI.

有關李女士的履歷詳情請參閱上文「董事及高級管理層 — 執行董事」一段。

DIRECTORS AND SENIOR MANAGEMENT (CONTINUED) 董事及高級管理層(續)

COMPANY SECRETARY

Ms. LI Yijin (李易進), aged 52, is the company secretary of the Company, and joined the Group in 2001. She is responsible for the secretarial matters of the Group.

Please refer to the paragraph headed “Directors and Senior Management — Executive Directors” above for the biography of Ms. LI.

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information on Directors are as follows:

1. Mr. YANG Geng retired as the independent non-executive Director of the Company on 17 May 2022, and Mr. LAI Tung Kwok has been appointed as the independent non-executive Director of the Company with the effect from the same date.
2. Mr. LING Wai Lim has newly been appointed as directors of three indirect subsidiaries of the Company, a director of Goldpac Fintech Hong Kong Limited since 6 July 2022, a director of SecureTech Holdings Limited since 22 July 2022, and a director of Goldpac Fintech Private Limited since 27 November 2022.

Save as disclosed in the disclosure above, during the year and up to the date of this report, there is no other change in information of Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

公司秘書

李易進女士，52歲，為本公司的公司秘書，於2001年加入本集團，負責本集團的公司秘書事宜。

有關李女士的履歷詳情請參閱上文「董事及高級管理層 — 執行董事」一段。

董事資料變更

根據上市規則第13.51B(1)條規定，有關董事資料的變更如下：

1. 楊廣先生於2022年5月17日退任本公司獨立非執行董事，黎棟國先生自當日被委任為本公司獨立非執行董事。
2. 盧威廉先生新擔任本公司三家間接附屬公司的董事，自2022年7月6日起擔任金邦達金融科技香港有限公司的董事，自2022年7月22日起擔任SecureTech Holdings Limited的董事，亦自2022年11月27日起擔任Goldpac Fintech Private Limited的董事。

除上述的披露外，於本年度至自本報告發佈之日，根據上市規則第13.51B(1)條規定，沒有其他需要披露的董事資料變更。

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ABOUT THE REPORT

Introduction

The Group (or we) prepared and released the Environmental, Social and Governance (“ESG”) Report 2022 (“Report”), which is in compliance with the ESG Reporting Guide set out in Appendix 27 of the Listing Rules of the Hong Kong Stock Exchange and is based on the Group’s actual conditions. The Report presents the Group’s environmental and social policies, strategies, practices and performance in 2022. For more information on corporate governance, please refer to the “Corporate Governance Report” of the annual report.

Reporting Period and Scope

This Report supplements the remaining parts of the Group’s annual report and discloses performance and progress on sustainable development from 1 January to 31 December 2022. The scope of this Report covers the Company and its major subsidiaries. The information stated in this Report was obtained from the Group’s various reports and records of daily operations.

Reporting Principles

Materiality: We conduct stakeholder communication and materiality assessments annually to identify significant environmental, social and governance issues. For more details, please refer to “Stakeholder Communication and Engagement” and “Materiality Assessment” sections.

Quantitative: The standards, methodologies and source of conversion factors used in calculating the data are disclosed in due course.

Consistency: This report has been prepared in a consistent manner with previous years in order to enhance coherence and provide a meaningful comparison with previous years’ performance. Appropriate disclosure and explanation will be provided for any changes in methodologies.

關於本報告

報告概要

本集團(或我們)根據香港聯合交易所上市規則附錄二十七《環境、社會及管治報告指引》的要求以及本集團實際情況，編制並發佈2022年度的《環境、社會及管治(「ESG」)報告》(「本報告」)。本報告概述了本集團2022年度在環境和社會相關領域的方針、策略、實踐及表現。有關企業管治的資料，請參閱本年報「企業管治報告」部分。

報告期間及範圍

本報告披露本集團於2022年1月1日至2022年12月31日的可持續發展表現和進展情況，與年報其餘內容相輔相成。本報告範圍涵蓋本公司及其主要附屬公司，所載資料皆來自本集團各類報告或日常作業記錄。

匯報原則

重要性：我們每年進行利益相關方溝通及重要性評估，以識別與環境、社會及管治相關的重大議題。更多詳情請參閱「利益相關方溝通及參與」、「重要性議題評估」章節。

量化：我們適時附註列明計算數據時採用的標準、方法以及所使用的轉換係數來源。

一致性：我們採用與往年一致的編備方式編制本報告，旨在增強連貫性及同往年表現作出更有意義的比較。所採用方法如有變動，將提供適當披露及解釋。

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Feedback

The Group considers sustainable development as its imperative long-term goal. We would highly appreciate any comments on improving the content and information delivery of this Report. If you have any queries or suggestions, please feel free to contact us.

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SUSTAINABILITY MANAGEMENT

Governance Structure

As a global leader in offering smart secure payment total solutions, the Group upholds the mission of “Making Transactions More Secure and Convenient” and the vision of “Becoming a Trustworthy Provider for Fintech Products and Services” to deliver quality products and services for customers across the world.

The Board of the Group understands the importance of sustainable development for the community and the Group itself, actively integrates ESG factors into important business decisions and is committed to being a responsible leader in the industry. The Board is ultimately responsible for the Group’s ESG issues and the Board acknowledges its responsibility to ensure the integrity of the Report and to the best of its knowledge that this Report addresses all material issues and fairly presents the Group’s ESG performance. The Board confirms that it has reviewed and approved this Report.

We are the only secure payment solution provider in China to hold simultaneous certifications by China UnionPay, VISA, MasterCard, American Express, JCB and Diners. Ensuring product quality and customer data security are defined as our top priorities. At the same time, we endeavour to explore and investigate suitable corporate operational processes to cohere with the Group’s sustainability development pattern. In 2022, the Group successfully obtained SA8000 certification for its social responsibility management system and was awarded the “2022 CLS-ESG ZhiYuan Award – Social (S) Pioneer Enterprise Award” for its outstanding practical achievements in the areas of sustainable development, fintech digital strategy, industry contribution, environmental protection, social care and employee development. In addition to the exploration and application of frontier technologies, we continue to practice ESG concepts and actively fulfill our social responsibility and achieve high-quality corporate development.

意見反饋

本集團視可持續發展為長遠發展方針。我們高度重視您對本報告內容或信息傳達方面的寶貴意見。若閣下對本報告有任何疑問或建議，歡迎隨時聯繫我們。

聯繫方式

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可持續發展管理

管治架構

本集團作為全球智能交易整體解決方案的引領者，以「讓交易更安全、更便捷」為使命，以「成為值得信賴的金融科技產品和服務提供商」為願景，為全球客戶提供優質的產品與服務。

本集團董事會深知可持續發展對社會及企業自身發展的重要性，積極將ESG因素融入重要業務決策中，矢志成為負責任的行業領導者。董事會對本集團ESG管治工作及報告負最終責任，肩負起確保本報告的完整性的責任，承諾公正地披露ESG表現，及盡其所知涵蓋所有有關的重大事宜。董事會已審閱批准本報告。

本集團是中國唯一一家同時獲得中國銀聯、維薩、萬事達、美國運通、JCB和大萊六大信用卡組織認證的金融科技企業。保證產品質量和客戶數據安全是本集團的首要工作。同時，我們更是在企業運營過程中不斷發掘、探討和嘗試適合本集團的可持續發展模式。2022年，本集團成功通過SA8000社會責任管理體系認證，並憑藉在可持續發展、金融科技數字化戰略、行業貢獻、綠色環保、社會關愛、員工發展等領域的突出實踐成果，榮獲「2022財聯社ESG致遠獎•社會(S)先鋒企業獎」。我們在堅持前沿科技探索與創新應用的同時，也在持續踐行ESG理念，積極履行社會責任，實現企業高質量發展。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group is committed to integrating its businesses with the development of environment and society, pursuing a sustainable development. We have established an effective ESG governance structure: The Board is responsible for making decisions on ESG management policies and strategies, assessing and identifying ESG-related risks, overseeing the implementation of related matters and the approval of ESG reports; Management and management representative are responsible for formulating ESG-related measures in accordance with ESG management policies, and reporting implementation progress and feedback; employees of all departments are the practitioners of ESG works, who implement ESG measures into their daily practice. During the year, we continued to promote the collection and reporting of environmental and social performance information through collaboration among various departments, e.g. internal control department, corporate business management department, human resource department, administration department, engineering department and etc. Staff at all levels fully cooperated with sustainability management work to implement the concept of sustainable development into practice.

本集團一直致力將業務與環境和社會共同發展相結合，推動本集團實現可持續發展的願景。我們建立了有效的ESG管治架構：董事會負責ESG管理方針及策略方面的決策，評估及確認ESG相關風險，監管相關事宜的實施情況及ESG報告審批；管理層和管理者代表負責根據ESG管理方針制定相關ESG政策措施，並向上匯報實施工作進程和反饋；各部門員工是ESG工作的實踐者，將ESG措施落實到日常工作中。回顧年內，通過由內控部、企管部、人力資源部、行政部、工程部等多部門配合的模式，我們持續推進環境和社會表現信息的收集和匯報工作；各級員工全力配合相關管理工作，將可持續發展理念落到實處。



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In order to manage sustainable development better, we continuously communicate with stakeholders, assess and prioritise the identified ESG issues based on their materiality, and set up key goals and work plans. For goals and measures, please refer to “Environmental Management” section.

The Board oversees the overall management of Group’s risks, continually overseeing the Group’s risk management and internal control system and reviewing their effectiveness through Audit Committee. The Group has in place a risk management framework, which enables the Group to adopt a proactive and systematic approach to identify and manage risks (including ESG-related risks) as well as to evaluate risk severity and likelihood of occurrence.

To achieve environmental sustainability, the Group complies with all related environmental laws, regulations (Appendix 1) and standards. Starting from the energy saving, emission reduction and waste management as key aspects, we established a series of internal procedures and systems to help our employees properly handle the wastes generated in the operation process. As a result, we are able to enhance operation efficiency, reduce the negative impact on the environment, and fully shoulder the responsibility of environmental protection.

The Group not only abides by relevant laws and regulations relating to employment and safety (Appendix 1), but also pays considerable attention to employee welfare and safety, and at the same time it devotes itself to a well-established management and training system, offering employees a broader development space in an inclusive, fair, safe, healthy and harmonious work environment, to realise the talents sustainable development.

Appendix 1 presents the list including but not limited to laws and regulations relating to ESG issues and with significant impacts on the Group.

Stakeholder Communication and Engagement

We are grateful to every stakeholder for their support on our growth and improvement. In order to lay a solid foundation for the success of our sustainable development, we have made great efforts to understand opinions suggested by stakeholders, e.g. investors, customers, suppliers, employees, community, government. We have established multiple communication channels for stakeholders to deliver their comments on our ESG performance and future policies to us.

為更好進行可持續發展管理，我們與各利益相關方持續溝通，對識別出的ESG議題進行重要性評估和排序，制定重要目標及工作計劃。有關目標及措施，請查閱「環境管理」章節。

董事會全權監督本集團整體的風險管理，持續監控本集團的風險管理及內部監控系統，並透過審核委員會檢討其成效。本集團建立了風險管理辦法，該辦法為集團提供一個清晰和系統的方法去識別和管理風險（包括ESG相關風險），以及評估風險的嚴重性和發生的機會。

為實現環境可持續發展，本集團遵從與公司運營和產品有關的環境法律法規（附錄1）及標準，以節能減排和廢棄物管理為重點，通過制定一系列的內部程序和制度，使員工能夠更有效地妥善處理廢棄物，提高營運效率，減少對環境的負面影響，全面肩負對環境保護的責任。

本集團除遵守相關僱傭和安全法規（附錄1）外，亦關注員工的福利和身心健康安全，為員工提供包容、公平、安全、健康、愉快的工作環境，同時通過完善的管理程序和培訓，為員工提供充分的發展空間，實現人才可持續發展。

附錄1呈列（但不限於）與環境、社會及管治議題相關且對本集團具有重大影響的主要法律法規列表。

利益相關方溝通及參與

本集團的成長與進步離不開各利益相關方的支持，因此我們努力了解投資者、客戶、供貨商、員工、社區、政府等利益相關方的期望及訴求，致力為各利益相關方創造持久價值，為本集團的持續發展奠定良好基礎。本集團建立了多重溝通渠道，以便各利益相關方向我們傳遞他們對於可持續發展績效和未來政策的意見。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Stakeholders 利益相關方	Areas of concern 關注領域	Communication and engagement channels 溝通及參與渠道
Investors	<ul style="list-style-type: none"> Financial performance Business strategies Operation in conformance of laws and regulations and corporate governance Sustainable development and risk control 	<ul style="list-style-type: none"> Annual general meeting Regular disclosure on financial and operational information Investor relations management The Group's website
投資者	<ul style="list-style-type: none"> 財務表現 業務策略 合規經營與企業管治 可持續發展與風險管控 	<ul style="list-style-type: none"> 股東大會 定期披露財務信息及運營信息 投資者關係管理 本集團網站
Customers	<ul style="list-style-type: none"> Product and service quality Client information security Business ethics 	<ul style="list-style-type: none"> Customer service specialist Customer satisfaction survey The Group's website Social media, e.g. WeChat official account
客戶	<ul style="list-style-type: none"> 產品及服務質量 客戶信息安全 商業操守 	<ul style="list-style-type: none"> 客戶服務專員 客戶滿意度調查 本集團網站 社交媒體，如微信官方公眾號
Suppliers	<ul style="list-style-type: none"> Fair competition and dealing Mutual benefit and long-term cooperation Business ethics 	<ul style="list-style-type: none"> Supplier site visit Regular assessments Continuous direct communications
供貨商	<ul style="list-style-type: none"> 公平競爭與交易 互利共贏與長期合作 商業操守 	<ul style="list-style-type: none"> 供貨商現場走訪 定期評估 持續直接溝通
Employees	<ul style="list-style-type: none"> Training and development Remuneration and welfare policies Occupational health and safety Equal opportunities and culture inclusion 	<ul style="list-style-type: none"> Management mailbox Performance assessments Employee training Internal exchange forum
員工	<ul style="list-style-type: none"> 培訓與發展 薪酬及福利政策 職業健康及安全 平等機會與文化包容 	<ul style="list-style-type: none"> 管理層信箱 績效評估 員工培訓 內部交流座談會
Community	<ul style="list-style-type: none"> Fair employment and opportunities Environmental protection Epidemic prevention and control 	<ul style="list-style-type: none"> Regular communications to pay attention to society issues and neighborhood Social Media, e.g. WeChat Official Account Community activities
社區	<ul style="list-style-type: none"> 公平就業機會 環境保護 疫情防控 	<ul style="list-style-type: none"> 定期溝通，關注社會民生 社交媒體，如微信官方公眾號 社區活動
Government	<ul style="list-style-type: none"> Operation in conformance of laws and regulations Business strategies and sustainability 	<ul style="list-style-type: none"> Forums, thematic meetings, trainings Visiting relevant government departments Regular compliance reports
政府	<ul style="list-style-type: none"> 合規經營 商業策略及可持續性 	<ul style="list-style-type: none"> 論壇、專題會議、培訓 走訪政府相關部門 定期合規報告

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環境、社會及管治報告(續)

We believe that proactive two-way communications with stakeholders will help formulate business strategies better conforming to their expectations and requirements, improve the ability of risk forecast, strengthen crucial relationships, and finally realise sustainable development in economies, society and environment together.

我們堅信，與各利益相關方的積極雙向溝通，有助於我們制訂更加符合其需求與期望的業務戰略，提升風險預見能力，鞏固重要關係，攜手各方共同實現經濟、社會和環境的可持續發展。

Materiality Assessment

We identified 26 ESG issues with reference to industry-related laws and regulations, the important topics identified by global industry peers, the business scope of the Group, ESG risks identified, macro policies and hot topics. Questionnaires and interviews were conducted to understand the views of management and stakeholders on these issues, and to assess the materiality of these issues. The results serve as an important basis for the preparation of this Report and the promotion of future sustainable development efforts. The assessment result has been reviewed and approved by the Board.

重要性議題評估

本集團通過參考行業相關法律法規及全球同行已識別的議題，結合集團經營範圍、ESG風險識別、宏觀政策及熱點等共梳理出26項ESG議題。我們通過問卷調查及訪談的方式，了解管理層和各利益相關方對這些議題的看法，從而對這些議題的重要性進行評估。其結果作為編寫本報告和提升未來可持續發展工作的重要依據和基礎。本年度評估結果已提交至董事會審核確認。



ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Environment Protection 環境保護

- | | |
|--|--|
| <p>1. Usage and recycling of materials
物料的使用及回收再利用情況</p> <p>2. Energy consumption and saving measures
能源消耗及節能措施</p> <p>3. Usage of water resources and saving measures
水資源使用及節水措施</p> <p>4. Greenhouse gas emissions and reduction measures
溫室氣體排放及減排措施</p> <p>5. Wastes and their disposal
廢棄物的產生及處置</p> <p>6. Air pollutant emissions and reduction measures
廢氣排放及減排措施</p> | <p>7. Wasted water discharge and reduction measures
廢水排放及減排措施</p> <p>8. R&D on clean technologies and green products
清潔技術及綠色產品的研究與開發</p> <p>9. Compliance with environmental laws and regulations
遵守環境法律法規情況</p> <p>10. Protection of biodiversity
保護生物多樣性</p> <p>11. Concerns and responds for climate change
關注及應對氣候變化</p> |
|--|--|

Employee Policy 員工政策

- | | |
|---|--|
| <p>12. Talent management policies and status
人才管理政策及現狀</p> <p>13. Protection of employees occupational health and safety
保障僱員職業健康與安全</p> <p>14. Employee development and training
僱員發展與培訓</p> | <p>15. Internal communications
內部溝通情況</p> <p>16. Anti-Child and Anti-Forced labour
反童工及反強制勞工</p> <p>17. Compliance with laws and regulations of protection of labour rights and interests
遵守勞工權益保障法律法規情況</p> |
|---|--|

Operation Management 運營管理

- | | |
|--|---|
| <p>18. Guarantee the quality of products and services
保障產品及服務質量</p> <p>19. Protection of information security
保障信息安全</p> <p>20. Customer complaints dealing with and customer satisfaction improvement
處理客戶投訴及提升客戶滿意度</p> <p>21. Protection of intellectual properties and research outcomes
保護知識產權及研究成果</p> | <p>22. Compliance with industry-specific laws and regulations, and business ethics
遵守行業法律法規及商業道德</p> <p>23. Supplier status
供應商現狀</p> <p>24. Supplier policies and management
供應商政策及管理</p> <p>25. Anti-Corruption policies and performance
反貪污政策及表現</p> |
|--|---|

Community Contribution 社區貢獻

26. Community engagement
社區參與

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Looking ahead, we will interact with stakeholders and review our performance as always. We persist in taking the social and environmental responsibilities, optimising our sustainability initiatives and integrating our business with environmental management and social impact to stimulate business growth.

INFORMATION SECURITY

The Group believes that information security is the primary prerequisite for creating secure and quality financial technology services, and we have always attached a strategic importance on the application of information security technologies and the protection of information security.

The Group strictly complies with applicable laws and regulations and adheres to the protection of information security. The compliance risk of newly issued laws, regulations and regulatory requirements is also a key concern. The Group has successfully passed a number of certifications such as ISO27001 Information Security Management System, SAS-UP certification of Global System for Mobile Communications Association ("**GSMA**"), the National Network Security Level Protection Level 3 Certification, and PCI 3.0 Annual Audit of global Payment Card Industry organisation and global credit card organisations. Meanwhile, the *Information Security Management System Manual* and its subordinate documents were issued to all the staffs within the Group, in order to comprehensively define the security management structure and information security objectives and planning, and specify the specific security requirements for information processing.

展望未來，我們會持續與各利益相關方開展溝通工作，檢視自身發展表現。我們將繼續肩負社會和環境責任，優化各項促進可持續發展的相關措施，持續把業務與環境管理及社會影響相結合，致力促進業務增長。

信息安全

本集團堅信保障信息安全是創造安全、優質金融科技服務的首要前提，我們始終把對信息安全技術的應用和信息安全的保護放在重要的戰略地位。

本集團嚴格遵守適用的法律及法規，堅持保護信息安全。新發佈法律法規和監管要求的合規風險亦是需要時刻關注的關鍵。本集團順利通過了ISO27001信息安全管理體系、全球通信組織SAS-UP、國家網絡安全等級保護3級認證、全球支付卡行業組織和全球信用卡組織的安全標準PCI3.0年度審核等多項認證。亦向全體員工頒布的《信息安全管理體系手冊》及其下級文件，全面定義了安全管理架構與信息安全目標、規劃等，明確了信息處理的具體安全要求。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Based on the nature of technological innovation in the Group, we have continuously increased our investment in digital transformation and platform building, proactively using information technologies to identify and control risks with a comprehensive upgrade of the information security system software and hardware. After the Group was granted by the certification of ISO/IEC20000 Information Technology Service Management System in 2020, we has certificated by CMMI Level 5 – Optimisation Level, the highest level internationally used to evaluate the maturity of an enterprise’s software development capabilities in 2021. And in 2022, the Group successfully passed the ITSS (Information Technology Service Standards) Information Technology Operation and Maintenance Service Capability Maturity Level 3 certification, which represents the effort we make to maintain an industry-leading level in the construction of standardised IT service systems and our ability in innovation and change, and we have also stepped up to a next level in our Operation & Maintenance service process management capability. The development of Internet technologies increases the risk of hacking attacks, which are continuous and constantly changing. The Group’s top management has authorised the Information Security Management Group to formulate information security policies, taking into account the internal and external circumstances of the Group. We consistently adhere to the information security policy of “full participation, prevention-oriented, risk control and continuous improvement”, doing a comprehensive job in all-oriented information security control and data protection, and continues to maintain the ‘double-zero’ standard which indicates zero incidents and zero complaints. We are committed to providing a safer, more convenient and more accurate services to our customers.

基於集團的科技創新基因，我們持續加大對數字化轉型和平台建設的投入，積極運用信息技術，識別預防和控制風險，對信息安全系統軟件和硬件進行全面升級。繼本集團於2020年通過ISO/IEC20000信息技術服務管理體系認證、2021年通過國際上用於評價企業軟件開發能力成熟度的CMMI最高級別五級—優化級認證後，本集團於2022年順利通過ITSS信息技術運行維護服務能力成熟度三級認證，這標誌著我們在信息技術服務標準化體系建設和創新變革能力上持續保持行業領先水平，在運維服務過程管理能力方面也邁上了一個新台階。互聯網技術的發展帶來的黑客攻擊風險，這些風險都是持續的、不斷發展變化的。集團最高管理層授權信息安全管理小組，結合集團內部和外部情況制定信息安全方針，我們始終堅持「全員參與、預防為主、控制風險、持續改進」的信息安全方針，全面做好各項信息安全管控和數據保護工作，全面信息安全繼續保持零事故，零投訴的雙零高標準。致力於為客戶提供更安全、更便捷、更準確的服務。

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The Group emphasises the risk awareness in information security among its internal staff, based on the management of employees with “integrity” as the primary element of its corporate culture and values, and prevent security issues through efficient implementation of security systems and comprehensive internal oversight checks. The Group permeates the management of information security in all aspects of its operations. Through safety awareness training, all staff to be equipped with risk awareness, actively participate in the safety management process, and assume the corresponding safety responsibilities. When signing employment contracts, employees are required to sign a *Non-Disclosure Agreement*. We also insist on doing annual information security training for all staff and quarterly information security training for professional information security positions to improve staff’s risk awareness, and continuously optimise the security system through risk assessment. In daily work, the Group continuously enhances the security awareness of employees. The Group forbids any employees to send information to unauthorised colleagues or outsiders, or duplicate any confidential information and/or sensitive information.

Apart from educating and popularising information security management within the Group, the Group also assist local community to promote anti-fraud training to raise public awareness of the need to protect sensitive information. We are also subject to security checks by industry regulators, card organisations, customers and professional bodies at all times. We successfully passed the annual certification audit and flight inspection of China UnionPay, as well as the industry management on-site audit and regulatory assessment of over 200 customers, which again ensured the reliability of our services and achieved high standards of security management.

For independent intellectual property, the Group has developed *Intellectual Property Management Manual* and other relevant procedures to clarify intellectual property management principles and objectives, and standardise the management of existing information assets and intellectual property rights. The Group identifies, obtains and updates applicable intellectual property legal information and other requirements in a timely manner and communicates them to employees. We will be mindful of suppliers’ relevant intellectual property information when purchasing to avoid the purchase of infringing products. Intellectual property rights in R&D activities will be tracked and monitored to timely adjust R&D strategies and contents, make reasonable use of intellectual property rights of others, and avoid infringement risks. We also monitor our intellectual property rights in the product market, timely track and investigate if our intellectual property rights are infringed, and actively take measures to protect our rights. The Group successfully renewed the Intellectual Property Management System Certification in 2022.

本集團強調內部人員信息安全風險意識，以「誠信」為企業文化和價值觀的首要因素，以人員管理為基礎，通過安全體系和制度建設高效執行、全面的內部監督檢查，預防安全問題的發生。本集團將信息安全管理滲透至運營的各個環節。通過全員安全意識培訓使員工具備風險意識，積極主動的參與安全管理過程，並承擔相應的安全責任。簽訂僱傭合約時，員工須簽訂《保密協議》。並且堅持對全員做信息安全年度培訓和信息安全專業崗位的季度信息安全培訓，持續進行安全意識培訓以確保員工風險意識的不斷提升，並通過風險評估不斷優化安全體系。日常工作中，本集團不斷增強員工的安全意識，禁止任何員工擅自將信息發送給未經授權的同事或外部人員，亦嚴禁複製任何保密及／或敏感信息。

除了對集團內進行信息安全管理的教育和普及，本集團也協助社區推進反欺詐培訓和宣導，提高市民對保護敏感信息的意識。我們亦隨時接受行業監管機構、卡組織、客戶及專業機構的安全檢查，連年通過了中國銀聯年度認證審核和飛行檢查，以及200多家客戶的行業管理現場審核和監管評估，再次保證我們服務的可靠性，實現高標準的安全管理。

對於自主知識產權，本集團制定了《知識產權管理工作手冊》等相關管理文件，明確知識產權管理方針、目標，規範現有信息資產和知識產權的管理。本集團及時識別、獲取及更新適用的知識產權法律信息和其他要求，並傳達給員工；採購時注意收集供方的相關知識產權信息，以避免採購侵權產品；跟踪與監控研究開發活動中的知識產權，適時調整研究開發策略和內容，合理利用他人知識產權，規避侵權風險；對產品市場實施知識產權監控，及時跟踪和調查相關知識產權被侵權情況，積極採取維權措施。本集團已於2022年成功續期《知識產權管理體系認證證書》。

OPERATIONAL EXCELLENCE

Our commitment to upholding the highest level of business ethics and integrity connects to what we do and we believe, and that it is our competitive advantage.

Product and Service Quality

Following the quality policy “All for better meeting customer requirements, exceeding customer expectations and improving customer satisfaction!”, the Group pursues to achieve operational excellence in line with the value of “Customer-oriented”. Guided by such policy, the Group has established a quality management system supported by a set of policy documents, e.g. *Quality Manual for Payment Products*, *Quality Manual for Data Processing Services* and subordinate documents. The Group has successfully renewed the ISO9001 Quality Management System Certificate. With the joint efforts of all departments, our products and services are subject to strict safety standards and comply with the requirements of relevant laws and regulations. The Group has been granted certifications by the six global credit card organisations.

Regarding product quality, we have established quality management department, which is in charge of carrying out quality check during the operating process for raw materials, goods in progress and finished goods, in accordance with quality management system and industry requirements. Unqualified products will be analysed and reviewed, adjusted, improved, re-manufactured or even disposed according to the *Unqualified Products Control Procedure*. If the products need to be recalled, we will arrange the logistics provider to pick up and return the products, and quality management department will be responsible for the return inspection of the products. Those products will be adjusted, improved or re-manufactured based on the specific situations, and then re-deliver to customers. In 2022, there was no occurrence of any recall of the Group’s products sold or delivered due to safety and health concerns.

營運卓越

本集團承諾遵守最高標準的商業道德及誠信要求，這與我們的營運息息相關，也是我們的競爭優勢。

產品及服務質量

本集團以『一切為了更好地滿足客戶的需求，超越客戶的期望，持續提高客戶滿意度！』為質量方針，本著『以客戶為中心』的價值觀，致力追求運營卓越。在上述方針的指引下，本集團建立了一套完整的質量管理體系文件，例如《支付產品質量手冊》、《數據處理服務質量手冊》及其下級文件，並成功續期ISO9001質量管理體系認證。在各部門的共同努力下，我們的產品和服務實行嚴格的安全標準且符合相關法律法規的要求。本集團已獲得全球六大信用卡組織資質認證。

於產品質量方面，我們成立了質量管理部。根據質量管理體系，結合行業要求，該部門對運營過程中所有原材料、半成品及產成品進行嚴格的檢驗。不符合要求的產品按《不合格品控制程序》進行分析評審，予以調整、改善、重制或銷毀。如遇到需要退回產品的情況，我們會安排物流商將產品運回，由品質管理部負責對產品進行返檢，根據具體情況對產品進行調整、改善或重制，然後再重新運送給客戶。於2022年，本集團並未發生因安全及健康理由而須對已售或已運送產品進行回收的事件。

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In terms of customer service, we dedicate in offering high quality services to our customers. For each customer, the sales staff will design a tailored sales strategy and a customer service person will be designated to follow up after-sale issues. Both our product quality and services and communication have received a high appraisal from customers. Our *Customer Complaint Management Procedure* defines the measures and procedures in dealing with customer complaints, by which we effectively enhance our internal management, assist customers to solve problems and continuously improve customer satisfaction according to customer suggestions. We also built a special team to record, internally coordinate and summarise customer complaints for future reference. In 2022, the Group received 47 complaints (36 cases in 2021), mainly related to delivery delays due to the impact of the epidemic on the supply chain, card appearance defect (ink spots, scratches) and quality of supplier products. After receiving customer complaints, we put them on record, verified the contents of customer complaints, informed relevant departments to investigate, worked out solutions and fed back to customers. We followed up customers' opinions after implementing the solutions. For customer complaints received during the year, we provided feedback to customers within two working days, and most of the complaints were closed in the same month or the following month. During the year, we do not find any cases about privacy leak or significant accidents that have material effects on the Group in terms of product quality and services.

於客戶服務方面，我們致力為客戶提供優質服務。每個客戶均由指定銷售人員量身定制銷售策略並安排客戶服務人員進行售後跟蹤。本集團的產品質量和服務溝通工作均獲得了客戶的高度評價。《客戶投訴管理程序》為我們提供了完善的應對和處理客戶投訴的措施與流程，幫助我們根據客戶建議，有效地改善內部管理，協助客戶解決問題，不斷提高客戶滿意度。我們成立了專責小組，負責記錄、內部協調和總結所有投訴，供日後參考。2022年，本集團共接獲投訴47宗（2021年：36宗），主要是因疫情影響供應鏈導致的交付延遲，以及卡面外觀（墨點、劃痕）及供應商供貨質量等問題。在收到客戶的投訴後，我們對客戶投訴進行立案，核實客戶投訴的內容，通知相關部門進行調查，擬定解決方案並反饋給客戶，在解決方案實施後跟蹤回訪客戶的意見。對年內收到的客戶投訴，我們均在兩個工作日內向客戶做出反饋，且大部分投訴均在當月或次月結案。於本年內，未發現涉及隱私泄露、對本集團造成重大影響的產品質量與服務事故。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

In the first half of 2022, an epidemic closure occurred in Tianjin and Shanghai, and the Tianjin Data Processing Centre and Shanghai Data Processing Centre were forced to cease operations. In order to ensure the daily operation of data processing services for our customers, the Group generated workflows closely together to deploy and switch the data processing to the base in Zhuhai's production in a well-organised manner. The progress of issuance and mailing work for our customers were highly guaranteed, which was praised and affirmed by our customers and highlights the significant effectiveness of the three-location disaster responding mechanism. The Group has always aimed to deliver a professional, all-round and multi-dimensional service quality to our customers and play the role as a trusted supplier of financial technology products and services to provide a safer, more comprehensive and more intimate financial technology services.

2022年的上半年，天津、上海先後突發疫情封控，天津數據處理中心及上海數據處理中心突然停止運營。為保證核心客戶數據處理服務的正常運轉，集團上下緊密協作部署，有條不紊地將數據處理切換至珠海生產基地。最大限度上保障了客戶的銀行卡的發行及郵寄工作的順利進行，確保了交付，得到了客戶的表揚和肯定，凸顯行業內唯一的三地災備機制的優勢。本集團一直以專業、全方位、多維度的服務質量作為目標與客戶合作，為客戶提供更安全、更全面、更貼心的金融科技服務，發展成為值得信賴的金融科技產品和服務提供商。



Client Appreciation Letter
客戶感謝信

The Group also adheres to business ethics in advertising and marketing. All product brochures we provide are reviewed to ensure the completeness and accuracy of information. Product design and use of product logo are strictly in accordance with the requirements of credit card organisations. In 2022, the Group is not aware of any material breaches of laws and regulations relating to privacy, health and safety, advertising, labelling and the products and services provided.

本集團在廣告宣傳及營銷時亦謹守道德要求，我們提供的產品宣傳冊都經過審閱，以確保數據的完整性和準確性。產品的設計及產品標識的使用亦嚴格遵守各信用卡組織的要求。於2022年，本集團並不知悉任何與隱私權、健康及安全、廣告、標籤及所提供的產品和服務有關的嚴重違反法律和法規的行為。

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Product Innovation

The Group has been upholding the core values of “virtue, innovation, efficiency and cooperation”, keeping pace with market development and customer needs, and continuously strengthening technological innovation to forge superior quality. We continue to promote the innovative development of payment diversification and accelerate our digitalisation and platform development strategy to build an innovative ecosystem of secure payment value chain. The Group not only launched its independent and controllable embedded software and products to satisfy the needs of the Chinese market, but also launched embedded software and secure payment products that meet the technical specifications required by overseas markets and meet the diverse needs of each country through localized development.

The “Pudong Development Yangtze River Delta Card – Shopping Theme Edition”, launched by the Group in collaboration with Pudong Development Bank, has won the 2022 CGD Contemporary Good Design Award attributed to its innovative design, highlighting innovative warming technology and a perfect combination of design quality and unique humanistic care, among many entries from around the world. Contemporary Good Design (CGD) is an international design award organised by the German Red Dot Award, one of the most authoritative industrial design awards in the world. This award is regarded as recognition of our innovative capabilities in product design and also demonstrates our determination of continuing to improve our design and technical capabilities. We also attach great importance to the social and cultural values behind our products. The Group insists on the integration of product design and aesthetic technology, pursuing excellence in card materials, card appearance design and innovative empowerment, and has launched a number of personalised and customised financial payment products that combine high value and high technology.



2022 CGD Contemporary Good Design Award
榮獲2022 CGD當代好設計獎

產品創新

本集團一直秉持『厚德、創新、高效、合作』的核心價值觀，緊跟市場發展和客戶需求的步伐，持續強化科技創新，鑄就卓越品質。我們不斷推進支付多元化的創新發展，並加速數字化、平台化發展戰略，打造安全支付產業鏈的創新生態。本集團不僅推出符合中國市場所需的自主安全可控的嵌入式軟件及產品，也推出符合海外市場的技術規範要求且通過當地語系化開發滿足各國多元化需求的嵌入式軟件及安全支付產品。

本集團攜手浦發銀行推出的「浦發長三角卡之購物主題版」，以新穎的設計突出創新溫變科技，將設計品質與獨特人文關懷完美結合，在眾多來自全球的參賽作品中脫穎而出，榮獲2022 CGD當代好設計獎。CGD當代好設計獎（Contemporary Good Design，簡稱CGD）是由德國紅點獎機構主辦的國際化設計大獎，世界權威的三大工業設計獎之一。此次獲得當代好設計獎是對金邦達產品設計創新能力的又一肯定，彰顯了我們在持續提升設計水平與技術實力的同時，亦十分重視產品背後的社會文化價值。本集團堅持產品設計與美學科技一體化，在卡片材質、卡面設計、創新賦能等方面追求卓越，相繼推出多款集高顏值與高科技於一身的個性化、定制化金融支付產品。



<UHO-STAR Transportation Card>
<UHO-STAR交通卡>

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group has entered into a strategic cooperation with HUIYEE in the areas of transportation, financial services and product innovation, and jointly launched the UHO-STAR Transportation Card, a financial and creative product. The product is based on Goldpac's own IP "UHO-STAR" cartoon image and aims to provide a more trendy and personalised travel service experience for the young "Generation Z" clientele. In terms of practical functions, cardholders can enjoy public transport in 327 cities at prefectural level or above, truly realising the concept of "one card in hand, travel across the country". Consisting with the concept of "creating more value for our customers", the Group actively builds a new service system of "finance + technology + culture", empowering IP culture innovation with financial technology, and then making IP culture feed the financial industry, providing financial institutions with "one-stop" innovative marketing solutions including product design, mobile internet payment, operation and promotion.

During the year, the Group presented our advanced secure payment products, UMV platform and portable self-service kiosks at the 24th China Hi-Tech Fair ("Hi-Tech Fair"), the 14th China International Aviation and Aerospace Exhibition ("Airshow China") and the 2022 China International Fair for Trade in Services ("CIFTS"), displaying our latest innovations in the field of financial technology. The Group adheres to technology-driven financial innovation and uses modern technological achievements to transform and innovate financial products, business models and business processes to promote quality and efficiency in financial development. Based on 5G network as the underlying communication foundation, we will strengthen the deep integration of artificial intelligence, big data, cloud computing, Internet of Things and other emerging disruptive technologies with financial businesses to promote continuous optimisation and innovation, thereby providing a constant source of innovative vitality for financial development.



Goldpac's Showcase
金邦達展台



本集團與匯宜文創旗下淘卡品牌在交通出行、金融服務、產品創新等領域達成戰略合作，聯袂推出<UHO-STAR交通卡>金融文創產品。該產品以金邦達自主IP「UHO-STAR」卡通形象為依托，旨在為「Z世代」年輕客群提供更潮流、個性的出行服務體驗。在實用功能上，持卡人可以享受全國327個地級以上城市公共交通一卡暢游服務，真正實現了「一卡在手，全國暢游」。本集團秉持「為客戶創造更多價值」的理念，積極構建「金融+科技+文化」服務新體系，以金融科技賦能IP文化創新，再使IP文化反哺金融產業，為金融機構提供包括產品設計、移動互聯網支付、運營推廣等「一站式」創新營銷解決方案。

年內，本集團携國際領先技術水平的安全支付產品、UMV平台以及便攜式自助制卡設備精彩亮相第二十四屆中國國際高新技術成果交易會(簡稱「高交會」)、第十四屆中國國際航空航天博覽會(簡稱「中國航展」)、2022年中國國際服務貿易交易會(簡稱「服貿會」)等重要展會，展示了我們在金融科技領域最新的創新成果。本集團堅持技術驅動的金融創新，運用現代科技成果改造或創新金融產品、經營模式、業務流程等，推動金融發展提質增效。以5G網絡為底層通信基礎，加強人工智能、大數據、雲計算、物聯網以及其他新興顛覆性技術與金融業務的深度融合，促進持續優化和創新，進而為金融發展提供源源不斷的創新活力。

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Anti-corruption

During the year, according to *Anti-Corruption Programme - A Guide for Listed Companies* released by the Hong Kong Independent Commission of Corruption, and in accordance with relevant laws and regulations, the Group established *Corruption Prevention System*, firmly stated the Group's zero-tolerance of corruption, further ensured the awareness of the roles and responsibilities of each staff under the anti-corruption programme, upheld the integrity requirements for directors and staff as well as the corruption prevention requirements for all stakeholders. At the same time, the Group also established a *Code of Conduct* to set out the basic standard of conduct expected of all directors and staff, and the Group's policy on acceptance of advantage and handling of conflict of interest when dealing with the Group's business.

The code of conduct to prevent corruption has been set out in *Staff Manual* to enhance self-discipline among employees. Our *Anti-Fraud Reporting Management System* strictly manages our businesses with all business partners, including our customers, suppliers, creditors and debtors. We encourage stakeholders reporting on any suspected behaviours against policies and protect the whistleblowers against any punishment due to his/her accurate report. The whistleblowers' identities are strictly kept confidential unless it is necessary for investigation, malicious reporting or required by relevant laws and regulations. We treat with and fight against fraud and bribery in any forms such as cash or gifts seriously.

Whistleblowers can report to the Chairman of the Group's audit committee or to the Chairman of the Board. Materials will be forwarded to the other audit committee members for internal investigation or to other department for investigations if it is in line with the best interests of the Group. Meanwhile, we set up a mailbox for the president to receive reports and comments. Regular evaluations on our management system ensure the compliance with all relevant laws and regulations and their effectiveness.

反貪腐

本集團於本年內按照香港廉政公署發佈的《上市公司防貪系統實務指南》，依據相關法律及法規，專項建立《防貪系統》，旗幟鮮明地列明本集團對貪腐問題採取零容忍的態度，進一步明確每位員工在防貪系統中擔當的角色與責任，規管董事及員工的誠信規定以及對利益相關方的防貪規定。同時，本集團一並制定《紀律守則》，列明董事及員工必須恪守的基本行為標準，以及在處理集團事務時應遵守有關收受利益和申報利益衝突的政策。

《員工手冊》中明確了有關防止腐敗的行為準則，以增強員工的自我約束意識。《反舞弊舉報管理制度》嚴格管理本集團與所有業務合作夥伴的關係，包括客戶、供貨商、債權人和債務人。我們鼓勵相關方舉報任何涉嫌違規的行為，並保護舉報人不會因其真實的舉報而受到任何處罰。除配合調查需要、惡意舉報行為、或相關法律和法規要求之外，舉報人的身份將被嚴格保密。我們更嚴厲打擊以金錢、禮品和任何形式的欺詐或賄賂行為。

舉報人可以向本集團的審核委員會主席或董事會主席作出舉報。相關資料將會轉至其他審核委員會成員進行內部審查，或授權其他部門協助，在符合本集團最佳利益的前提下作出其他調查行動。同時，在辦公場所設立總裁信箱，接受舉報和意見。我們的管理體系亦進行定期檢討，確保遵守有關的法律和法規及其有效性。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

To prevent misconducts such as corruption, the Group has adopted a series of preventive measures and methods, such as the adoption of prior monitoring, checks and balances through segregation of duties, staff rotation, mandatory leave, review and team strategies; monitoring through an information-based financial system to decrease human intervention; conducting due diligence on business partners and including integrity pledges and corruption prevention clauses in relevant contracts. The Group conducts training on business ethics including anti-corruption topics for all staff, such as special training on anti-corruption systems and legal classes to promote and popularise relevant legal knowledge and cases among staff, so as to further strengthen the education on business ethics for staff. During the year, the Group has one concluded legal case regarding corrupt practices which related to embezzlement by canteen employees, and the Group has recovered the majority of the loss. In 2022, the Group complied with the relevant laws and regulations relating to bribery, extortion, fraud and money laundering which had a significant impact on the Group.

Supply Chain Management

The Group believes that effective management on suppliers and good cooperation with suppliers will help us reduce costs and cooperation risks, improve the quality of products and services, and build up an excellent brand. As such, we have developed *Supplier Evaluation and Control Procedures* to ensure that all the Group's suppliers possess adequate capacity and are able to maintain suitable and reliable quality.

We also maintain regular communication with suppliers to ensure that both sides are well prepared to forecast capacity (mainly monthly and quarterly) and supply. Where feasible, we will prepare multiple suppliers so that, in addition to maintaining the supply cost advantage, the Group has standby suppliers. Under this mechanism, when a supplier is at risk in its supply chain, we can quickly switch to another supplier to ensure that the product can be completed on time. The Group maintains 3 or more suppliers for major materials (financial chips, key base material for cards, etc.) and smart kiosks. In addition to reasonable prices, environmental and health considerations are also taken into account in the procurement review. The Group will sign contracts with suppliers based on a reasonable account period and payment method, and suppliers are required to sign an *Anti-Corruption Commitment* to emphasise the requirement of honest cooperation between both sides. At the same time, the Group will cooperate with suppliers to jointly explore the market, so as to promote long-term cooperation and achieve win-win results.

為防止貪污腐敗等不當行為，本集團採取了一系列防範措施和方法，如：採用職責分工、職員輪調、強制休假、覆核、團隊策略等進行事前的監察與制衡；通過信息化的財務系統減少人為干預；對商業夥伴進行盡職調查，並在相關合約中加入廉政承諾、防貪等條款。本集團對全體員工進行包含反貪腐專題在內的商業道德規範培訓，如防貪系統專項培訓、開設《金日學法》小課堂，向員工宣傳普及相關法律知識及案例，進一步加強對員工的商業道德規範教育。於2022年內，本集團有一宗已審結的貪污訴訟案件，為員工食堂廚師職務侵佔罪案件，本集團已經將大部分損失款項追回。本集團已遵守有關防止賄賂、勒索、欺詐及洗黑錢等對集團有重大影響的相關法律及規例。

供應鏈管理

本集團認為對供應商進行有效管理，並與供應商保持良好的合作關係，將有助於我們降低成本，減少合作風險，提高產品和服務質量，樹立卓越品牌。為此，我們制定了《供貨商評估控制程序》，以確保與本集團合作的供貨商擁有充足的產能和合適可靠的質量水平。

我們亦會跟供應商保持經常性溝通，確保雙方在預測產能（主要分為月度和季度）和供應上能夠充分準備。在可行情況下，我們會準備多個供應商，除保持供應成本優勢外，本集團的供應商能夠實現備份。在此機制下，當某一供應商於其供應環節出現風險時，我們能夠快速切換，確保產品能夠按時完成。本集團主要材料（金融芯片、主要卡片材料等）和智能設備的供應商都保持在3家或以上。採購評審時，除了考慮合理價錢外，我們也會加入對環境與健康的考慮。本集團和供應商簽訂合同時會按合理的帳期和支付方式落實，並要求供應商簽署《反舞弊承諾書》，強調雙方廉潔合作的要求。同時，我們亦會聯合供應商共同開拓市場，藉以推動雙方長遠合作，實現共贏。

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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED) 環境、社會及管治報告(續)

During the year, the Group has 195 suppliers, 181 of which are in the Chinese mainland and 14 in other regions. According to 2022 annual supplier evaluation, 91% of suppliers assessed as satisfactory (including 54% as of excellent suppliers) and 9% are in need of continuous communication and improvement. We keep building healthy relationships with supplies, achieving mutual benefits and growth.

We track the daily supply and service quality of our suppliers to form monthly statistics, which serve as an important basis for the annual review. Meanwhile, we continue to evaluate new suppliers, which are assessed from different perspectives by various departments, including application of new technologies, quality, delivery, cost, environment, safety management and etc.. After each assessment, we issue the corresponding evaluation reports and update the list of qualified suppliers, so as to provide reference for screening suppliers.

On the other hand, according to *Risk Management Procedures*, the Group regularly conducts supply chain risks assessment, evaluates the possibility and severity of related environmental and social risk events, keeps communication with suppliers and formulates and implements management measures to proactively control related risks.

於本年度，本集團共有供應商195家，其中181家在中國內地，14家在其他地區。2022年進行了年度供應商評估，評估為合格的供應商佔91%（含優秀的供應商54%），需持續溝通改善的供應商佔9%。我們堅持建立與供應商的健康良好的關係，互利共贏，共同成長。

我們對合作的供應商日常的供應質量和服務水平進行跟踪，形成月度統計數據，並作為年度評審的重要依據。同時，我們持續進行新供應商評估，由多個部門從不同專業角度評核供應商，包括新技術應用、質量、交付、成本、環境、安全管理等。每次供貨商評估工作完成後，我們將出具相應評估報告，並更新合格供貨商清單，為供貨商篩選工作提供參考。

另一方面，本集團根據《風險管理辦法》，定期評估供應鏈風險，評估發生相關環境和社會風險事件的可能性和嚴重性，與供應商保持溝通，制定並實施管理措施，以主動控制有關風險。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

Increasing the proportion of eco-friendly products or renewable materials is the key strategy of the Group's long-term development. We actively promote green procurement practice, and during supplier assessment, suppliers are required to ensure that their products comply with ISO14001 and HSF (Hazardous Substance Free), and will not contain the materials that are harmful to the environment and human body and are prohibited by Chinese standards and EU RoHS (Restriction of Hazardous Substances). For products using eco-friendly materials, we will evaluate and record the supplier's environment-related certifications, including UL safety certification and Forest Stewardship Council (FSC) certification for the supplier's products and supply chain. In the meantime, the Group reviews suppliers regularly to check whether the relevant production control procedures conducive to environmental protection are properly managed and implemented, and continuously introduces biodegradable or recycled raw materials to improve the sustainability of the products. Moreover, along with the industry's acceptance and maturity of eco-friendly products, we will look for new suppliers and run product testing in advance to gradually increase the proportion of eco-friendly products.

ENVIRONMENTAL MANAGEMENT

Our main principles in environmental sustainability are to diminish consumption of materials and energy and optimise waste management, achieving the "energy saving and emission reduction" goal; and to reduce negative influence on eco-environment, creating an eco-friendly enterprise.

In addition to seeking business growth by providing high quality and high class techniques, products and services to customers, the Group, as a trusted financial technology service provider, always concerns environmental management to mitigate negative influence on eco-environment through operational excellence. The Group's major impacts to the environment were mainly resulted from the energy consumption and emissions caused by the operation processes of smart secure payment products. Through risk control and measures on minimising resource usage, we will continue to monitor the impacts on the human being and the environment. The Group has strictly abided by all relevant environmental laws and regulations in the Chinese mainland, Hong Kong and other regions where the Group's subsidiaries locate. During 2022, we did not find any practices or issues caused by environmental problems may significantly influence the environment or the Group. During the year, the Group complied with the relevant laws and regulations relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste which had a significant impact on the Group.

提高環保產品或可再生材料的使用比例是本集團長遠發展的重點之策略。我們積極推廣綠色採購實踐，在供應商評估環節中要求供應商確保其提供的產品符合ISO14001和HSF（無有害物質），並且不會含有中國標準和歐盟RoHS（限制有害物質）條例中所禁止的對環境和人體有害的物質。在採用環保材料的產品中，我們會評估並記錄供應商相關的環保方面的認證，包括UL安全檢定和林業管理公會等機構發出對供應商產品和相關供應鏈的認可資質。同時，本集團定期對供應商進行審查，檢查有利於環境保護的相關生產控制程序是否有妥善管理和執行；持續地引入可生物降解或經回收循環再造等原材料，提高產品的可持續發展能力。另一方面，我們會隨著行業對環保產品的接納和成熟程度，預先開拓供應商和產品測試，逐步提高本集團環保產品的比例。

環境管理

減少物料及能源消耗和優化廢棄物管理，實現『節能減排』目標；減少對生態環境產生的不良影響，創建環境友好型企業，是我們環境可持續發展的重要原則。

本集團作為值得信賴的金融科技服務提供商，在致力推動業務可持續發展，為客戶提供優質技術、一流產品及服務的同時，也時刻關注環境管理，通過卓越的運營降低對生態環境的負面影響。本集團對環境所產生的影響包括能源的消耗及排放物的產生，主要來自智能安全支付產品的運營過程。通過實施風險控制和資源耗用最小化措施，我們持續監察運營過程對環境與人類的影響。本集團恪守中國內地、香港以及分支機構所在地的相關環境法律法規。於2022年，本集團並沒有發現任何對環境，或由於環境問題而對本集團造成重大影響的行為。於2022年內，集團已遵守有關廢棄及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等對集團有重大影響的相關法律及規例。

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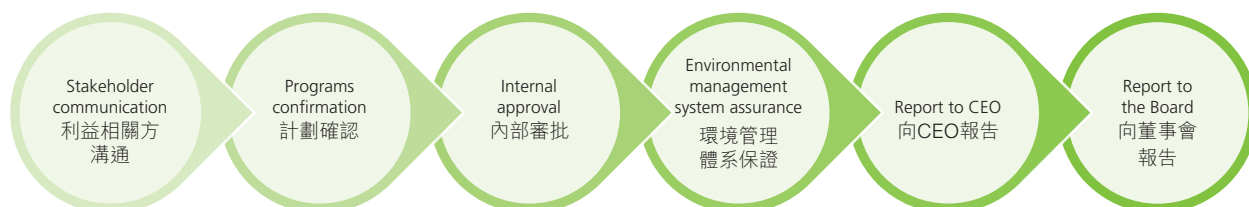
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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED) 環境、社會及管治報告(續)

Guided by standards under the ISO14001 Environmental Management System and referring to environmental factors, the Group has established an environmental management system in which *Environment and Occupational Health and Safety Management Manual* provides the general guidelines and other subordinate documents describe the implementation details, in order to make best utilisation of raw materials and resources and to reduce pollution, eventually realising the sustainable development goal. In addition, management designates environmental management representative to communicate with stakeholders and understand their opinions, to confirm environmental management plans and internal approval, and to report to the CEO to ensure the environmental management system functions well.

本集團以ISO14001環境管理體系標準為導向，參照環境因素信息建立了以《環境和職業健康安全手冊》為總指導方針，配合其他多級文件為實施細則的環境管理體系，致力於充分使用原材料和資源，減少污染，以實現可持續發展的目標。另外，管理層委派環境管理代表，與利益相關方保持溝通，確認環境管理計劃及進行內部審批，並向首席執行官匯報相關工作，以確保環境管理系統得以貫徹實施。



To maximise the value of stakeholders, the Group integrates environmental protection concepts with its business to realise the vision of environmental friendly and a harmonious development mode between economy and environment.

為實現利益相關方價值最大化，本集團不斷將保護環境的概念融入業務，以實現環境友好為目標，達成經濟與環境相統一的和諧發展。

Resources Consumption

The Group's energy consumptions are mainly due to electricity usage in operation facilities and office activities, fuels used by automobiles, and liquefied petroleum gas ("LPG") consumed by cooking stoves. We have strengthened the management of resource usage by a series of management procedures, such as *Energy and Resource Consumption Control Procedures, Regulations on Electricity Consumption, and Regulations on Automobile Safety*. We make timely adjustments to the supply and usage of electricity including lighting system, air conditioning system, ventilating and operation facilities. We analyse the energy efficiency based on the collected data and computed statistics. If any exceptions are noted, necessary improvements will be carried out. We actively implement the concept of "energy saving and emission reduction" and adopt a series of control measures to improve energy efficiency:

- Electrical engineers should be qualified to guarantee an effective allocation and management of electricity to avoid waste;
- Electrical facilities shall be switched on and off at the right time and shall be at closed state when off duty or when people leave the offices;
- Carrying out energy saving projects, such as air pressure system improvement, installation of central dust collection system, using energy-saving lamps in the workshop and offices, and using energy efficient stoves in canteen;
- Automatic modification of central air conditioning in office area to achieve smart control;
- Regular maintenance of air conditioning equipment to ensure cooling effect;
- Considering energy-saving equipment when purchasing new equipment;
- Regular vehicle inspections and maintenance to maintain engine efficiency and reduce fuel waste;
- Planning driving routes in advance to optimise fuel consumption.

資源使用

本集團能源消耗主要來自運營設施和辦公活動對電力的消耗，汽車燃料的使用以及飯堂爐具對液化石油氣（「LPG」）的消耗。我們通過《能資源消耗控制程序》、《節約用電管理規定》、《汽車安全管理規定》等一系列管理辦法，加強對資源使用的管理。我們對包括照明、空調系統、通風和運營設施在內的電力供應和使用作出定期且適當的調整。我們定期收集能源消耗數據並做出統計，以分析能源效率。若發現異常情況，及時採取改善措施。我們積極貫徹『節能減排』理念，通過一系列控制措施來提升能源使用效益：

- 電工持證上崗，確保其有能力進行有效的調配與管理，減少電的浪費；
- 用電設備適時開關，下班或人員離開時應關閉用電設備；
- 開展能源節省項目，如空壓系統改良，安裝中央吸塵系統，車間及辦公區域使用節能燈具；
- 辦公區域中央空調自動化改造，以實現中央空調的智能控制；
- 定期維護空調設備，確保製冷效果；
- 購買新設備時引進節能設備；
- 車輛定期檢查及保養，保持發動機效率，減少燃料浪費；
- 提前規劃行車路線，優化油耗。

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Energy consumption figures are summarised as follows:

能源消耗及其密度表現概述如下：

Resource type 資源種類	Unit 單位	2022	2021	Unit 單位	2022	2021
LPG 液化石油氣	KG 公斤	17,103	20,250	MWh 兆瓦時	238	282
Unleaded petrol 汽油	Litre 升	7,134	7,217	MWh 兆瓦時	69	70
Diesel oil 柴油	Litre 升	1,173	2,977	MWh 兆瓦時	13	32
Electricity 電力	kWh 千瓦時	14,399,443	13,960,570	MWh 兆瓦時	14,399	13,961
Total energy consumption 能源消耗總量				MWh 兆瓦時	14,719	14,344
Energy intensity 能源密度				MWh/RMB million revenue 兆瓦時／人民幣 百萬收入	10	10

Notes:

備註：

- The above consumption figures' calculation methods and relevant conversion factors refer to *How to Prepare an ESG Report? – Appendix 2: Reporting guidance on Environmental KPIs* issued by the Hong Kong Stock Exchange and *Energy Statistics Manual – Annex 3 Units and Conversion Equivalents* issued by the International Energy Agency.
- In 2022, the Group's revenue was approximately RMB1,530 million (2021: approximately RMB1,377 million). This figure is also used to calculate other intensity data.

- 以上能源消耗量的計算方法及相關轉換因子乃參考香港聯合交易所發行的《如何準備環境、社會及管治報告 – 附錄二：環境關鍵績效指標匯報指引》以及國際能源署發佈的《能源數據手冊 – 附錄三單位及轉換當量》。
- 於2022年，本集團的收入約人民幣1,530百萬元（2021年：約人民幣1,377百萬元）。該數據也用於計算其他密度數據。

By effective implementation of various measures, the Group has successfully achieved the energy consumption target for 2022: 10 MWh per RMB million revenue. the Group's electricity consumption has increased after Zhuhai Fintech Center has partially placed into use from September 2022, but in terms of the overall energy consumption level among the Group, the energy consumption intensity remains within the target range. The Group will continue to implement measures to enhance energy efficiency and strive to achieve the energy consumption intensity target of 10 MWh/RMB million revenue in 2023 for former business operation scope. Meanwhile, the annual electricity consumption of the Zhuhai Fintech Center will continue to be monitored in order to set the reasonable energy intensity targets subsequently.

通過有效執行各項措施，本集團成功實現2022年能耗目標：10兆瓦時／人民幣百萬收入。2022年9月珠海市金融科技中心部分投入使用後，集團電力消耗有所上升，但就集團整體能源消耗水平來看，能源消耗密度仍控制在目標範圍內。本集團將繼續執行提升能源效率的各項措施，努力實現原有業務運營範圍內的2023年能源消耗密度目標10兆瓦時／人民幣百萬收入，同時將繼續監測珠海市金融科技中心全年用電量以便後續制定合理的能耗密度目標。

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In terms of water consumption, our operation activities do not involve massive water usage. Our water consumption is mainly from daily office and life activities. Our water source is municipal water supply and we do not face any problem or risk in accessing sufficient water source. Administration department and engineering department are responsible for daily management and control of water consumption, collecting and analysing monthly consumption figures. We are committed to water consumption reducing and water saving, so timely renewal and modification of water pipes are carried out to avoid water leakage caused by pipe rupture, replacing traditional faucets with time-lapse faucets to reduce waste of water, advocating water-saving information to employees to improve their water-saving awareness and encourage them to develop a habit of conscious water use. Water consumption figures are listed below:

Resource type 資源種類	Unit 單位	2022	2021	Intensity unit 密度單位	2022	2021
Water (former business operation scope) 自來水(原有業務運營範圍)	Tonne 噸	77,920	77,225	Tonne/RMB million revenue 噸/人民幣百萬收入	51	56
Water (Zhuhai Fintech Center) 自來水(珠海市金融科技中心)	Tonne 噸	26,919	20,941			
Total water consumption 自來水總量	Tonne 噸	104,839	98,166	Tonne/RMB million revenue 噸/人民幣百萬收入	69	71

Within the former scope of business operations, the Group successfully achieved the water efficiency target for 2022: 56 tonnes per RMB million revenue. The Group's water consumption increased after Zhuhai Fintech Center partially put into use in September 2022, but in terms of the Group's overall water consumption level, the consumption intensity remained within the reasonable range. The Group will continue to implement various measures to conserve water and strive to achieve the water efficiency target of 56 tonnes per RMB million revenue in 2023 for former business operation scope. Meanwhile, the annual water consumption of the Zhuhai Fintech Center will continue to be monitored in order to set the reasonable total water consumption targets subsequently.

水資源使用方面，我們的運營過程不存在大量用水的工序，主要水資源消耗為員工日常辦公、生活所需。我們的取水來源為市政供水，不面臨求取適用水源方面的問題及風險。行政部及工程部負責對水資源消耗進行日常管理控制，統計分析每月消耗情況。我們致力減少耗水、節約用水，為此我們適時更新改造用水管道，避免因管道破裂造成漏水浪費；用延時關閉水龍頭代替傳統水龍頭，減少人為的水資源浪費；向員工宣傳節約水源信息，提高員工節約意識，鼓勵員工養成節約用水的習慣。用水及其密度表現概述如下：

針對原有業務運營範圍，本集團成功實現2022年用水效益目標：56噸/人民幣百萬收入。2022年9月珠海市金融科技中心部分投入使用後，集團水資源消耗有所上升，但就集團整體水資源消耗水平來看，消耗密度仍控制合理範圍內。本集團將繼續執行節約用水的各項措施，努力實現原有業務運營範圍內的2023年用水效益目標56噸/人民幣百萬收入，同時將繼續監測珠海市金融科技中心全年用水量以便後續制定合理的總量目標。

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In addition, the Group also established OA system to promote paperless office, achieving paperless operation of office processes such as document release and process approval. Double-sided or multi-page printing is encouraged to reduce paper waste. We post warning signs around printers and copiers to remind staff not to over-print to avoid unnecessary paper waste. The Group also advocates the "Clean your plate" initiative to reduce food waste.

Emissions Reduction

In order to effectively reduce the emission of various pollutants, the Group on one hand strictly complies with applicable laws and regulations; on the other hand, specific pollution preventing procedures have been formulated to standardise pollutant emission processes from business operations and office activities, and to control the discharge and release of exhaust air, greenhouse gas, sewage and noise.

Each department is responsible for the control and prevention of the possible water, air and noise pollutions generated during their operation and office activities. Engineering department takes the responsibility of regular maintenance and management of the equipment. Quality management department works together with qualified testing organisations to monitor pollutions. They will compare the testing results with standards set by relevant laws and regulations and report to the environmental management representative. Once any inconformity is noted, departments involved have to investigate and solve the problem in accordance with *Corrective and Preventive Measures Control Procedures*, and then propose improvement measures.

此外，本集團亦建立OA系統推行無紙化辦公，實現公文發佈、流程審批等辦公流程的無紙化操作；推行雙面打印、多頁縮印，在打印機和複印機周圍貼上提示標誌，提醒員工切勿過量打印以免產生不必要的紙張廢物。本集團亦積極倡導「光盤」行動，減少食物浪費。

減少排放

為有效減少各類污染物的排放，本集團一方面嚴格遵守相關法律法規；另一方面制定了專門的污染防治程序，用以規範經營、辦公活動所產生的污染物排放流程，控制廢氣、溫室氣體、污水、噪音等的排放與釋放。

各部門根據運營過程的操作和預防規定負責控制和防治運營、辦公過程中可能產生的水、氣和噪音污染。工程部根據設備操作規定期維護和管理相關的設備。本集團的質量管理部與有資質的檢測機構維持緊密聯繫，共同進行污染監測工作，將檢查結果與有關法規和法例標準進行比較，並向環境管理代表報告。若發現超標情況，相關部門將按照《糾正和預防措施控制程序》進行調查及處理，並制定進一步的預防措施。



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In 2022, independent testing organisation has tested the quality of noise, sewage and exhaust air in Goldpac Tech Park located in Zhuhai. It indicates a qualified result when comparing with relevant national standards or local standards in Guangdong Province.

The main sources of the Group's exhaust air emission come from fuel combustion, vehicle exhaust and volatile organic compounds ("VOCs") during operating processes. Based on the Group's records on fuel and vehicles usage, we calculate and convert the amount of air pollutant emissions as presented below:

Air pollutants 廢氣污染物	Unit 單位	2022	2021
Sulfur oxides (SOx) 硫氧化物(SOx)	KG 公斤	0.1	0.2
Nitrogen oxides (NOx) 氮氧化物(NOx)	KG 公斤	16	16
Particulate matter (PM) 顆粒物(PM)	KG 公斤	1	1

Note: The above emission figures' calculation methods and relevant emission factors refer to *How to Prepare an ESG Report? – Appendix 2: Reporting guidance on Environmental KPIs* issued by the Hong Kong Stock Exchange.

The Group was successful in achieving its 2022 emissions target, with NOx emissions controlled at 16 kg or less and SOx and PM emissions reduced compared to 2021, representing a success in control measures. The Group will continue to control vehicle usage, regularly inspect and maintain vehicles, reduce fuel waste and optimise fuel consumption in an effort to achieve the 2023 emissions target which should be essentially the same level of emissions as in 2022.

於2022年，本集團珠海園區的環境檢測交由獨立檢測機構進行，對噪音、廢水和廢氣質量進行檢驗。結果顯示珠海園區符合國家或廣東省地方相關標準。

本集團廢氣排放源主要為燃料燃燒、汽車尾氣和運營過程中產生的揮發性有機物(VOCs)。根據本集團燃料及車輛的使用情況，我們折算出廢氣污染物排放量列示如下：

備註：以上排放量的計算方法及相關排放係數乃參考香港聯合交易所發行的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》。

本集團成功實現2022年排放量目標，氮氧化物排放量控制在16公斤以內，硫氧化物及顆粒物排放量與2021年相比有所下降，控制措施略有成效。本集團將持續控制車輛的使用，定期檢查及保養車輛，減少燃料浪費，優化油耗，努力實現2023年的排放量目標與2022年排放量水平基本持平。

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The Group's operation and office activities, such as fuel combustion, vehicle fuel usage and electricity consumption, lead to both direct and indirect carbon emissions. We dedicate to integrating the concept of environmental protection into our corporate culture and encourage low-carbon office activities. During daily operation, we actively advocate employees' awareness of environmental protection through documents, slogans, training, publicity boards and etc. Environmental and occupational health and safety training is not only a mandatory item for new employees, but also a regular item for all employees every year. The emissions of greenhouse gases are presented as below:

本集團的經營與辦公活動，如燃料燃燒、汽車燃油使用、電力消耗等，會直接或間接產生碳排放。我們致力將綠色環保理念融入到企業文化中，鼓勵低碳辦公的行為。日常經營中，我們積極通過文件、標語、培訓、宣傳欄等方式提升員工環保意識，環境和職業健康安全培訓不僅是新員工入職的必修項目，也是每年全體員工的常規項目。溫室氣體排放情況如下表列示：

Scope of greenhouse gas (CO ₂ e) emissions 溫室氣體(二氧化碳當量) 排放範圍	Unit 單位	2022	2021	Intensity Unit 密度單位	2022	2021
Scope I: direct emission 範圍一：直接排放	Tonne 噸	74	88	Tonne/RMB million revenue 噸/人民幣 百萬收入	0.048	0.1
Scope II: indirect emission 範圍二：間接排放	Tonne 噸	11,577	11,224	Tonne/RMB million revenue 噸/人民幣 百萬收入	8	8

Note: The above emission figures' calculation methods and relevant emission factors refer to *How to Prepare an ESG Report? – Appendix 2: Reporting guidance on Environmental KPIs* issued by the Hong Kong Stock Exchange and *Baseline emission factors of China's regional power grids for emission reduction projects in 2019* released by the Ministry of Ecology and Environment of the PRC.

備註：以上排放量的計算方法及相關排放係數乃參考香港聯合交易所發行的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》以及中華人民共和國生態環境部發佈的《2019年度減排項目中國區域電網基準線排放因子》。

The major sources of the Group's greenhouse gas emissions are direct greenhouse gases emission from LPG and fuel consumption (Scope I) and indirect greenhouse gases emission from electricity consumption (Scope II). The Group has achieved 2022 emission intensity targets through controlling the use of vehicles and energy saving measures. 2023 Scope I and Scope II emission intensity targets for former business operation scope are 0.1 tonne/RMB Million revenue and 8 tonnes/RMB Million revenue, respectively. Meanwhile, the annual emission of the Zhuhai Fintech Center will continue to be monitored in order to set the reasonable intensity targets subsequently.

本集團溫室氣體排放的主要包括源自液化石油氣及燃油使用的直接溫室氣體排放(範圍一)及消耗電力產生的間接溫室氣體排放(範圍二)，通過持續控制車輛的使用及相關節能措施，本集團成功實現2022年溫室氣體範圍一和範圍二排放密度目標。2023年原有業務運營範圍內範圍一和範圍二的排放量密度目標分別為0.1噸/人民幣百萬收入及8噸/人民幣百萬收入。我們將繼續監測珠海市金融科技中心全年用電量以便後續制定合理的排放目標。

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In order to meet the emission standards of exhaust air and reduce carbon emissions, we have developed a series of control measures:

- Upgrading VOCs exhaust gas processing system, the processing efficiency increase by 40%. Specifically, the device has the capacity to filter tiny PMs and VOCs are absorbed by activated carbon. After desorption and catalytic combustion, VOCs are finally decomposed into non-hazardous gases and water, and then discharged into the atmosphere. The desorbed adsorption material can be reused for adsorption after cooling, which can largely reduce the replacement frequency of activated carbon;
- Gradually replacing the high-VOCs printing ink by eco-friendly UV ink;
- Adopting advanced technologies and processes to reduce errors and wastes, and improve efficiencies;
- After entering the Tech Park, vehicles must stop and turn off the engine to reduce exhaust emissions;
- Encouraging employees to choose public transportation;
- Using teleconferencing instead of business travel whenever possible.

The Group has been treating sewage and effluent according to wastewater treatment plan made in compliance with applicable laws and regulations, to mitigate the impacts on the environment. Zhuhai Fintech Center is designed with wastewater treatment facilities and used to monitor the discharge standards, which can handle wastewater including domestic sewage from the kitchen and toilet.

Waste Reduction and Recycling

Waste management is another key focus for the Group's environmental management. Under the requirements set out in relevant laws and regulations, we published *Waste Disposal Control Procedures* which manages the generation, storage, marking and disposal of wastes, to pursue wastes deduction in operation activities and to prevent and lower the negative impacts on environment.

為實現廢氣達標排放以及減少碳排放，我們制定了一系列的控制措施：

- 升級VOCs廢氣處理系統，處理效率提升40%。具體而言，細小的空氣懸浮顆粒被過濾去除，而有機物則被活性炭吸附，通過脫附、催化燃燒後，最終分解為無害氣體和水，然後排放至大氣中。脫附後的吸附材料冷卻後又可重新投入吸附使用，可以最大程度節約活性炭等耗材的更換頻率；
- 逐步將部分VOCs含量高的絲印油墨替換成環保的UV油墨；
- 採取先進的技術及流程，有效減少誤差和廢棄物產生，提高運營效率；
- 車輛進入園區後必須停車並關閉發動機，減少尾氣排放；
- 鼓勵員工出行盡量選擇公共交通工具；
- 盡可能使用電話視頻會議代替商務旅行。

本集團遵照相關環境法律和法規，根據合乎規範的廢水處理方案對污水進行處理後排放，減少對環境的影響。珠海市金融科技中心建有污水處理設施並有監測排放標準，可處理包括來自廚房和衛生間的生活污水。

循環減廢

對廢棄物的管理亦是本集團環境管理中的一項工作重點。根據有關法律法規的要求，我們發佈《廢棄物處理控制程序》以控制廢棄物的產生、存放、標識及處理，致力減少運營過程所產生的廢棄物，預防和減輕對環境的負面影響。

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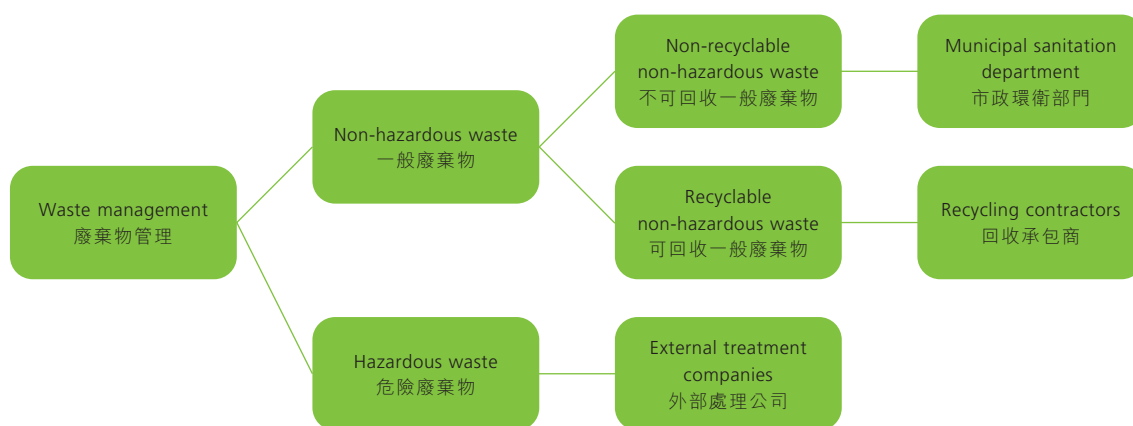
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We compile a detailed list of wastes annually to conduct a comprehensive review on the waste production and treatment and submit it to environmental management representative for approval. Wastes are classified into non-hazardous wastes and hazardous wastes, while the non-hazardous wastes are further classified into non-recyclable non-hazardous wastes and recyclable non-hazardous wastes. Through collaboration among departments, specific waste management is designed to each type of waste according to their classifications. Departments where the wastes are generated account for collection and storage. Administration department is responsible to contact qualified waste management contractors for treatment and final disposal of recyclable non-hazardous wastes and hazardous wastes. For non-recyclable non-hazardous wastes, they are disposed with the assistance of the municipal sanitation department contacted by administration department.

我們每年編制廢棄物清單，全面審查廢棄物的產生和處理情況，交由環境管理代表批准。根據廢棄物是否有害，本集團廢棄物分為一般廢棄物和危險廢棄物；一般廢棄物又分為不可回收一般廢棄物和可回收一般廢棄物。我們根據廢棄物的種類，通過各部門的分工與協作，對廢棄物進行有針對性的管理。廢棄物產生部門負責收集並集中放置。行政部門負責聯絡有資質的廢棄物處理承包商，對可回收一般廢棄物和危險廢棄物進行處理和最終棄置；對於不可回收一般廢棄物，行政部門聯絡市政環衛部門進行處理。



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During reporting period, the Group's wastes are mainly recyclable non-hazardous wastes, e.g. leftover materials, wasted packaging materials, wasted paper and etc.. Hazardous wastes, mainly from printing process, account for only a small part of total wastes. Our waste management system, following the 5R principle of "Reduction, Replace, Reuse, Recycle and Reduce", allows most of the materials to be recycled so that environmental impacts were significantly reduced. Wastes-related figures are presented as below:

於本報告期內，本集團廢棄物主要為可回收一般廢棄物，主要包括物料邊角料、廢棄的包裝物料、廢辦公用紙等。危險廢棄物只佔廢棄物總量的一小部分，主要來自產品印刷。我們的廢棄物管理系統遵循切實可行的「物盡其用、取代使用、廢物利用、循環再用、減少使用」5R原則，讓大部分物料得以循環利用，顯著地降低對環境的負面影響。於廢棄物有關數據列示如下：

Waste type 廢棄物種類		Unit 單位	2022	2021	Intensity Unit 密度單位	2022	2021
Hazardous wastes 危險廢棄物	Wasted ink 廢油墨	Tonne 噸	15	19	KG/RMB million revenue 公斤／人民幣百萬收入	10	14
	Developer/fixative solution 顯／定影廢液	Tonne 噸	11	10	KG/RMB million revenue 公斤／人民幣百萬收入	7	7
	Wasted rags and gloves with ink 含油墨廢抹布、手套	Tonne 噸	19	28	KG/RMB million revenue 公斤／人民幣百萬收入	12	20
	Wasted empty barrel 廢空桶	Tonne 噸	5	7	KG/RMB million revenue 公斤／人民幣百萬收入	3	5
	Others (eg. Used activated carbon) 其他(廢活性炭等)	Tonne 噸	11	0.1	KG/RMB million revenue 公斤／人民幣百萬收入	7	0.1
	Total hazardous wastes 危險廢棄物總量	Tonne 噸	60	64	KG/RMB million revenue 公斤／人民幣百萬收入	40	46
	Non-hazardous wastes 一般廢棄物	Recyclable 可回收	Tonne 噸	289	271	KG/RMB million revenue 公斤／人民幣百萬收入	189
Non-recyclable 不可回收		Tonne 噸	36	16	KG/RMB million revenue 公斤／人民幣百萬收入	23	11
Total non-hazardous wastes 一般廢棄物總量	Tonne 噸	325	287	KG/RMB million revenue 公斤／人民幣百萬收入	212	208	

Note: Other hazardous waste in 2022 is mainly waste activated carbon generated from the replacement of activated carbon in the exhaust gas treatment system of approximately 8 tonnes and waste toner cartridges, etc. of approximately 2 tonnes. It is estimated that 4.6 tonnes of waste activated carbon may be generated in 2023.

備註：2022年其他危險廢棄物主要為廢氣處理系統更換活性炭產生廢活性炭約8噸、廢硒鼓墨盒等約2噸。預計2023年可能產生4.6噸廢活性炭。

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The Group successfully achieved its 2022 hazardous waste density target, which was kept within the overall target range of 50 kg/RMB million revenue. Hazardous waste has increased in 2022 compared to 2021 due to the upgrade of equipment and resulting in a total amount of waste activated carbon exceeding the original expected tonnage. Non-recyclable Non-hazardous waste has increased compared to 2021, with most of the increase derived of green waste disposed of nearby, and more waste generated in the office area coming from takeaway meal leftovers and packaging, due to the suspension of dine-in meals on several occasions in response to the requirements of the epidemic prevention and control policy. Taking into account the above factors, the control target for hazardous waste in 2023 is 50 kg/RMB million revenue, and the control target for non-hazardous waste in 2023 is 212 kg/RMB million revenue.

In our operation process, packaging materials are mainly composed of paper boxes, paper carton boxes, tags, tapes and fillers. These materials are necessary to prevent the smart secure payment products from any damage. Packing materials are strictly forbidden to be discarded randomly, and are regularly recycled by professional companies.

本集團順利達成2022年危險廢棄物密度目標，整體控制在50公斤／人民幣百萬收入目標範圍以內。2022年其他危險廢棄物較2021年增加，因設備更新升級，廢活性炭總量超過原定預期噸數。不可回收一般廢棄物較2021年增加，其中大部分增長來自於就近處理的綠化垃圾，也因響應疫情防控政策要求，我們多次暫停堂食，辦公區域廢棄物的產生更多來自外賣餐餘和包裝。綜合考慮以上因素，2023年危險廢棄物的控制目標為50公斤／人民幣百萬收入，一般廢棄物的控制目標為212公斤／人民幣百萬收入。

我們運營過程中採用的包裝物料主要包括紙盒、紙箱、標籤、膠帶、填充物等，均為保護智能安全支付產品免受損壞的必要包裝物。包裝物料嚴禁隨意丟棄，均由專業公司進行定期回收處理。

Packaging type 包裝材料類型	Unit 單位	2022	2021	Intensity Unit 密度單位	2022	2021
Paper box 紙盒	Unit 個	1,547,418	1,503,200	Unit/RMB Million revenue 個／人民幣百萬收入	1,011	1,092
Paper carton box 紙箱	Unit 個	184,823	189,438	Unit/RMB Million revenue 個／人民幣百萬收入	121	138
Tag 標籤	Piece 張	4,852,500	5,673,200	Piece/RMB Million revenue 張／人民幣百萬收入	3,172	4,120
Tape 膠紙	Roll 卷	39,583	37,589	Roll/RMB Million revenue 卷／人民幣百萬收入	26	27
Filler 填充物	Piece 張	256,300	384,670	Piece/RMB Million revenue 張／人民幣百萬收入	168	279

Green Product

As an excellent technology enterprise, the Group actively undertakes corporate social responsibility, takes the lead in practicing green and low-carbon development, increasingly invest in the development of eco-friendly manufacturing industry, and dedicates to being a green and low-carbon practitioner in the fintech industry, contributing to achieving China's "3060" carbon peaking and carbon neutrality goals as planned.

綠色產品

作為一家優秀的科技企業，本集團積極承擔企業社會責任，率先踐行綠色低碳發展理念，在環保製造業發展佈局中持續「加碼」，力爭做金融科技行業的綠色低碳踐行者，助力中國「3060」雙碳目標的如期實現。

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In the past 30 years, the Group has been adhering to the exploration and innovative application of cutting-edge technologies. We have actively practiced the concept of green and low-carbon life, leading in the research and development of “eco-friendly cards” manufactured by eco-friendly materials, such as recycled materials, biodegradable materials, bio-based materials and others. Currently, RPVC (rigid polyvinyl chloride) materials have been localised and are certified to be put into production by Intertek and UL and licensed by MasterCard and VISA. The physical and chemical properties of RPVC are similar to PVC, which can completely replace PVC. The recycling material content of RPVC eco-friendly cards is as high as 93%, and the production of the same amount of RPVC eco-friendly cards will emit about 44% less CO₂ than the traditional PVC cards. In 2022, RPVC has started to be used in bulk by overseas banks and the total number of cards issued has exceeded 1.8 million.

The Group’s eco-friendly cards are respond to the international community’s goals of “low carbon”, “plastic ban” and “biodegradable”, and are in line with environmental requirements. It is also a manifestation of the Group’s mission to fulfill its environmental, social and corporate governance responsibilities. The Group will continue to follow the green needs of the financial market, focus on green resources and technological innovation, and continue to actively explore the environmental protection and low-carbon fields to achieve longer-term and more in-depth sustainable development.

近三十年，本集團一直堅持前沿科技的探索與創新應用，積極踐行綠色低碳生活的理念，領先研發出多款分別由回收再生材料、可生物降解材料、生物基材料等環保材料加工製作的『環保卡』。目前，RPVC(硬質聚氯乙烯)材料已實現本土化且均已通過Intertek、UL的認證並獲得萬事達、維薩的生產許可。RPVC理化性能與PVC相近，可完全替代PVC。RPVC環保卡中再循環材料含量高達93%，生產相同數量的RPVC環保卡比傳統PVC卡少排放約44%的CO₂。2022年，RPVC在海外銀行客戶有開始批量使用，總發卡量已超過180萬張。

本集團精心打造的環保卡契合國際社會「低碳」、「禁塑」、「可降解」的發展目標，符合環保要求，也是本集團踐行環境、社會與企業管治的重大責任使命的體現。展望未來，綠色環保依然是時代發展主旋律，本集團將時刻跟隨金融業市場的綠色需求，關注綠色資源和技術創新，持續在環保、低碳領域積極探索，實現更長遠、更有深度的可持續發展。

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Concerns and Responds for Climate Change

The Group is also concerned with climate change related issues, constantly identifies and evaluates the risk of climate change on our business operations, and formulates policies to manage the identified risks based on *Risk Management Procedures*.

Physical risks

Acute risks

These risks are mainly related to extreme events under climate change (such as super typhoons, floods, epidemics, etc.) which may bring risks to the assets of the Group, affect our ability to operate, make damage to our reputation and cause loss of business. Through *Business Continuity Management Procedure*, we developed business continuity plans for the events of non-destructive and destructive natural disasters. By using flexible working arrangements and preventive measures to ensure the daily production, the Group continuing to operate and provide uninterrupted service to our customers.

Chronic risks

These risks refer to risks arising from long-term shifts in climate patterns, such as chronic heat waves and rising sea level. For example, an increase in average temperature would increase the demand for cooling equipment in data centres and failure to meet this requirement could adversely affect the Group's service provision. Thus, we monitor the risks closely so as to take timely measures.

關注及應對氣候變化

本集團亦關注氣候變化相關議題，我們根據《風險管理辦法》，持續識別和評估氣候變化對我們業務運營的風險，並制定策略以管理已識別的風險。

實體風險

急性風險

此等風險主要系氣候變化下極端事件(如超級颱風、水災、流行病等)，可能會對本集團的資產構成風險，影響我們的營運能力，令我們的聲譽受損，造成業務損失。我們通過《業務持續性管理程序》擬定了當出現非毀滅性和毀滅性自然災害時的業務持續計劃，採用靈活的工作安排和預防措施，以確保我們的業務能夠持續營運，為客戶提供無間斷的服務。

慢性風險

此等風險指日積月累的氣候變化衍生的風險，如持續高溫、海平面上升等。例如，平均氣溫上升會提高數據中心對冷卻設備的需求，而未能滿足此要求可能會對本集團的服務供應產生不利影響。為此，我們持續關注有關情況，以便及時採取措施。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

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Transition risks

Policy and legal risks

The introduction of policies and measures related to carbon peak and carbon neutrality may bring about legal and regulatory changes, which may increase the legal risks faced by the Group. We will continue to monitor climate change related trends, policies and regulations to avoid cost increases and/or compliance risks caused by delayed response.

過渡風險

政策及法律風險

有關碳达峰碳中和的政策措施出台或會帶來法律和監管方面的變化，可能令本集團面臨的法律風險上升，我們將持續關注氣候變化相關趨勢、政策和法規，以避免響應延遲而導致的成本增加及／或合規風險。

Market risks

The Group will be at risk if it fails to keep pace with the growing demand for green products from its banking and retail customers. After years of exploration and innovative application of cutting-edge technology, the Group has developed a number of “eco-friendly cards” and implemented a number of projects, which largely improve our market attractiveness and competitiveness, and turn risks into opportunities.

市場風險

銀行及零售客戶對綠色產品的需求與日俱增，如果不能緊跟市場需求變化的步伐，將會給本集團帶來風險。經過多年來在前沿科技的探索與創新應用，本集團領先研發出多款『環保卡』並有多項落地項目，大力提升了我們的市場吸引力及競爭力，將風險轉變為機遇。

Reputation risks

As a responsible fintech company, we must strongly support sustainable development. If we fail to address the climate change issues proactively, we will expose to the risk of losing recognition from our customers and society. Therefore, we actively monitor the climate change issues, continuously assess related risks and opportunities, and take actions to control risks and seize opportunities.

聲譽風險

作為一家負責任的金融科技企業，我們必須大力支持可持續發展。若我們不能積極應對氣候變化議題，將有機會失去客戶和社會的認可。所以，我們積極關注氣候變化議題，持續評估其帶來的風險和機遇，採取行動以努力控制風險並抓住發展機遇。

PEOPLE AND COMMUNITY

Employees are critical support to our on-going development. We treat our people well to bring mutual advancement. The Group's operations also need to cooperate with the community. Thus, we proactively contribute to the community and endeavour for mutual prosperity.

員工及社區

員工是我們得以持續發展的重要支持。我們善待員工，邁向共同發展。本集團運營亦需社區的配合，為此我們積極回饋社會，實現共同繁榮。

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Recruitment Policy

The Group regularly reviews *Human Resource Management Procedure* and *Staff Manual*, which specify the Group's requirements and procedures for employment, including recruitment, dismissal, promotion, remuneration, working hours, rest periods, diversity and other benefits. Under the principle of being open, fair and just and merit-based selection, we treat every candidate equally regardless of their race, ethnicity, colour, religion, gender, age, region, marital status or disability. However, child labour is strictly prohibited. We will verify the age of candidates to avoid child labour. Once we discover that individuals below the legal working age are hired, the Group will take immediate action to rectify the situation. The Group also forbids any form of forced, bonded or forced labour, and no employee will be required to surrender original identification documents or lodge deposits as a condition of employment. Candidates need to pass rigorous written tests and interviews in order to obtain the offer. Besides specific professional skills and working capabilities, candidates should be honest, possess a correct working attitude and a high professional dedication and comply with laws, regulations and ethics. The Group is committed to creating a diverse, inclusive, egalitarian and collaborative workplace for its employees and protecting them from discrimination and harassment. Any employee who is intimidated, humiliated, bullied, harassed (including sexual harassment) or discriminated in any way can report to human resources department or file complaints directly to the management representative or the general manager. Upon receiving the above complaints, human resources department will cooperate with relevant departments to investigate, and the relevant personnel will be seriously dealt with if the complaint is true. Similarly, procedures for termination or cancellation of employment also follow the requirements and procedures stated in the above documents and comply with the statutory requirements of the place of operation. Human resources department will also conduct exit interviews with employees in conjunction with employees' department to gain insight on employees' opinions and suggestions to ensure the implementation of relevant policies. The Group treasures every staff, pays attention to staff mind and takes action to retain talents as early as possible.

The Group's employment policies comply with all relevant labour laws and regulations at each operation location. During 2022, the Group observed no violations of any applicable labour laws and regulations including child labour and forced labour issues.

僱傭政策

本集團定期審閱《人力資源管理程序》和《員工手冊》等指引文件，其詳細規定了本集團關於僱傭方面的要求與流程，包括招聘、解僱、晉升、薪酬、工作時間、休息時間、多元化和其他福利待遇等內容。我們遵循公開、公平、公正、擇優錄用的選拔原則，不論種族、民族、膚色、宗教、性別、年齡、地域、婚姻狀況或殘疾狀況等均平等對待所有求職者，但嚴禁僱傭童工。我們通過對求職者進行年齡驗證來避免出現僱傭童工的情況。一旦發現僱用了低於法定工作年齡的個人，本集團將立即採取行動以糾正這種情況。本集團亦禁止任何形式的強迫、抵債或強制勞動，沒有任何員工會被要求交出身份證明文件原件或繳納按金作為僱傭條件。在整個招聘過程中，求職者需經過嚴格的筆試和麵試。除需具備指定的專業技能和工作能力，求職者還必須誠實守信，秉持端正的勞動態度和高度的敬業精神，遵守法律法規和社會公德。本集團致力於為員工創建多元共融、平等互助的職場氛圍，保護員工不受歧視和騷擾。任何受到恐嚇、羞辱、欺凌、騷擾(包括性騷擾)或以任何方式歧視的員工都可以向人力資源部報告，或直接向管理者代表或總經理投訴。而本集團在接獲上述投訴後，人力資源部將聯合有關部門進行調查，如情況屬實將對有關人員進行嚴肅處理。同樣地，終止／解除勞動合同亦須遵守上述文件中的流程規定以及符合運營所在地的法定要求。人力資源部亦會聯合同工部門與員工進行離職面談，以便了解員工的意見和建議以確保相關政策制度的落實和執行。本集團珍視每一位員工，及時了解員工動向，及時採取措施挽留人才。

本集團的僱傭規定遵守業務運營所在地相關勞動法律法規要求。於2022年，本集團無獲悉任何違反僱傭法律法規，以及僱用童工及強制勞工等情況。

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As at 31st December 2022, employee-related figures are as follows: 於2022年12月31日，僱員有關數據如下：

	2022	2021
Total number of active employees 在職僱員總數	1,583	1,624
By gender 按性別劃分		
Male 男性	907	928
Female 女性	676	696
By employment type 按僱傭類型劃分		
Direct labour 前綫員工	776	799
Indirect labour 非前綫員工	807	825
By age group 按年齡組別劃分		
Under 30 years old 少於30歲	403	461
30 to 50 years old 30至50歲	1,131	1,111
Over 50 years old 50歲以上	49	52
By geographical region 按地區劃分		
The Chinese mainland 中國內地	1,557	1,597
Other regions 其他地區	26	27

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	2022	2021
Employee turnover rate 僱員流失率	16%	28%
By gender 按性別劃分		
Male 男性	16%	27%
Female 女性	15%	28%
By age group 按年齡組別劃分		
Under 30 years old 少於30歲	28%	54%
30 to 50 years old 30至50歲	11%	17%
Over 50 years old 50歲以上	35%	19%
By geographical region 按地區劃分		
The Chinese mainland 中國內地	14%	28%
Other regions 其他地區	4%	4%

Employee Benefits

With the progress and development of the economy and society, the change of industrial policies and talent policies, it increases the possibility that the human resources policies not achieving their objectives in formulation and implementation of corporate human resources policies. The loss of talent and the shortage of highly skilled personnel in line with business development are the main aspects of human resources risk management and control.

員工待遇

隨著經濟和社會的不斷進步和發展，國家對產業政策和人才政策的調整，在企業人力資源政策的制定與實施過程中，存在人力資源政策無法實現其目標的可能性，人才的流失和符合業務發展的高技能人才短缺是人力資源風險管理及控制的主要方面。

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Remunerations are determined and adjusted based on factors including economic conditions, personal experience, performance assessment and operational results. To motivate employees at every level to fully reach their potentials, in addition to basic salaries, we also offer bonuses, allowances, shares award schemes and other benefits. Employees are entitled to paid leaves, including but not limited to annual leave, overtime leave, marital leave and maternity leave, as stated in applicable laws of their working places. Working hours also complies with local laws and regulation, as well as the industry norms. Forced labour is prevented within the Group and we do not encourage employees to work overtime under normal circumstances, while legal and reasonable subsidies will be provided to suitable voluntary overtime and special positions. In 2022, there was a significant improvement in overall staff retention compared to the previous year. Under the serious epidemic, the Group still adopted a humane policy, allowing employees to work from home but no decrease in their salary income according to the needs of their positions, and the Covid infected employees who were unable to attend are also under the basic salary protection. Through the cultivation of the talent team in each department and increasing internal training opportunities, we strive to enhance the job satisfaction of our staff, and create a pleasant working environment.

Statutory benefits are offered to employees under the requirements of local laws and regulations. Such benefits include insurances and paying entity's section of accumulation funds on time. The Group also arranges physical examinations for all staff every year and bears all expenses. The physical examinations of 2022 were successfully completed in the fourth quarter. The group companies convey policies about settling down in local household to employees and support them on such issue. In order to help employees of the Chinese mainland solve the problems of children's education and settlement of residency for fresh graduates, the Group companies promptly conveyed the settlement policy and actively assisted employees in settling their residency, so as to solve their worries. The Group has been providing humanistic care to its staff by offering holiday benefits to female staff and granting them half-day holidays for Women's Day, conducting thematic talks on female care from time to time to help female staff achieve a work-life balance, paying attention to the health of female staff and enhancing the medical check-up program for female staff in the annual physical examination, and setting up a separate mother's hut (mother and baby room) in the office building to provide special care to female staff during breastfeeding.

本集團根據宏觀經濟環境、個人資歷、績效考核、經營效益等因素厘定及調整僱員薪酬。除基本工資外，亦實施獎金、津貼、股份計劃等福利政策以激勵各個級別員工充分發揮個人潛力。員工享有工作地當地的法定帶薪假期，包括且不限於年假、加班調休、婚假、產假等。工作時數亦符合工作地當地法律法規及行業指標標準。本集團嚴禁強制勞動，在正常情況下並不鼓勵員工加班，對於適當的自願性加班及特殊崗位給予合法合理的補貼。2022年人員整體留存情況較上年有明顯改善。在疫情嚴峻的情況下，本集團依然採取人性化應對政策，根據崗位需求，允許員工居家辦公且不影响薪資收入，感染新冠的員工無法正常出勤的都能得到基本的薪資保障。我們通過不斷完善各部門人才梯隊，增加內部培訓機會，提升員工工作滿意度，努力營造愉快的工作環境。

本集團按照各地政府法律法規，為員工提供法定福利，包括各種保險及公積金，按時繳納企業應繳金額。本集團亦每年組織全體員工進行身體檢查並承擔全部費用，2022年的體檢安排已於第四季度順利完成。為幫助中國內地員工解決子女教育及應屆畢業生落戶問題，各集團公司及時傳達入戶政策並積極協助員工辦理落戶事宜，解決員工後顧之憂。金邦達切實保障員工人文關懷，給女員工派發婦女節節日福利並給予女員工半天假期，不定期開展女性關愛主題座談，協助女員工達成工作與生活的平衡，關注女員工健康並在年度體檢加強女員工體檢項目，在辦公大樓設有獨立的愛心媽媽小屋(母嬰室)，對哺乳期的女員工給予特別關懷。

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Development and Training

In 2022, in order to effectively improve the overall quality of staff, strengthen professional skills, expand career development horizons, and at the same time cultivate a group of excellent lecturers, gradually build a learning organization and create a career development platform that integrates learning, communication and interaction, and ultimately improve the comprehensive ability of individuals and enhance the core competitiveness of the Group for the purpose of achieving win-win development, the Group launched an internal training lecturers and selection program to promote the development and promotion of the Group's internal courses.

員工發展與培訓

2022年，為有效提升員工的綜合素質，強化專業技能，拓展職業發展視野，同時培養一批優秀的講師隊伍，逐步打造學習型的組織並創建一個集學習、交流、互動於一體的職業發展平台，最終提高個人綜合能力並增強集團核心競爭力以實現共贏發展的目的，集團開展了內訓師培訓和選拔計劃，推進集團內部課程的開發和宣傳。



Internal training lecturers selection
金邦達培訓學院內部培訓講師選拔賽總結

Data on employee training in 2022 are as follows:

2022年僱員培訓有關數據如下：

	Percentage of employees trained 受訓僱員百分比		Average training hours (hours) 平均受訓時數(小時)	
	2022	2021	2022	2021
Total 總僱員	97%	91%	14.47	11.73
By gender 按性別劃分				
Male 男性	97%	92%	15.09	12.50
Female 女性	97%	89%	13.63	10.69
By employment type 按僱員類別劃分				
Direct labour 前線員工	96%	91%	14.26	9.43
Indirect labour 非前線員工	98%	90%	14.66	13.95

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group has always attached importance to staff training and development, and is committed to enhancing the professional skills and professionalism of its staff. The development of corporate staff is also an important factor in assessing the sustainable development of a company. The management capability of human resources should match the needs of the new business model and control model, and should support the Group's strategic planning. The length and scope of employee training in 2022 are significantly higher than last year under the Group's strategy of building a talent-rich enterprise. In order to encourage employees to add value to their knowledge and to increase investment in talent cultivation, the Group innovated and launched the "Dynamic Image Training Mode" in 2022, which is suitable for various training application scenarios such as newcomers' induction and transfer training in conjunction with the strategic process of digitalisation and platformisation and was highly appreciated by the staff. We have developed an effective *Training Management System* to provide comprehensive internal and external training and a comprehensive and effective evaluation system for our employees. Internal training includes mandatory induction training, job skills training, on-the-job improvement training and information security training. External training includes conferences and training courses organised by various organisations, for which the Group will provide appropriate allowances as appropriate. During the year, training activities were successfully held in various ways, both online and offline. At the end of the training, the trained staff are required to participate in the evaluation to ensure the effectiveness of the training.

本集團一直重視員工培養與發展，致力提升員工職業技能與職業素養，企業員工的發展亦是評估企業可持續發展的重要因素。人力資源的管理能力應匹配新的業務模式和管控模式的需求，以支持集團的戰略規劃。2022年員工培訓時長和受訓範圍在堅持人才興企的戰略下較去年有顯著成效。我們鼓勵員工知識增值，並加大人才培育投入，2022年創新推出「動態影像培訓模式」，結合企業數字化、平台化的戰略進程，適合新人入職、轉崗培訓等多種培訓應用場景，受到廣大員工的高度肯定。我們制定了行之有效的《培訓管理體系》，為員工提供全面的內外部培訓及全面、有效的評估體系。內部培訓包括必須參加的入職培訓、崗位技能培訓、在職提高培訓、信息安全培訓等。外部培訓包括會議、各類機構組織的培訓課程，本集團會視情況提供相應津貼。本年度的培訓以線上、線下多種方式，成功舉辦了一系列的培訓活動。在培訓結束後，受訓員工需參與評核，以確保培訓的有效性。

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According to *Management Method of Performance Appraisal*, employees are assessed on a regular basis, that is, performance appraisal, to review their work progress, quality and effectiveness, so as to set further improvement plans and better goals in the future. Performance appraisals are carried out every month, quarter and year and its contents should be specific and quantified. The results serve as a vital reference in deciding salary, promotion and training opportunities, as well as a platform to strengthen communications between department and employees. In order to enhance the overall quality and competitiveness of employees, we continue to improve our *Management Method of Performance Appraisal* and promotion process, and a broader platform could be provided to qualified employees through comprehensive assessments under the principles of being open, fair and just. Meanwhile, the Group becomes energetic with positive competitions which also lay a good foundation of greater progresses in the future.

Occupational Health and Safety

Employee health and safety is a key aspect of human resource risk management and control. The Group is committed to continuous investment in occupational health and safety and attaches great importance to the issue of employee health and safety, through the introduction of a series of health policy measures, including the management of the health classification of all employees, travel control, control of the flow of people in the Tech Parks, continuous operation protection, environmental cleaning and disinfection, emergency dormitory allocation, emergency response and other aspects, which strongly guarantee the efficient and continuous operation of the Tech Parks. The Group has obtained OHSAS18001 (upgraded to ISO45001) Occupational Health and Safety Management System Certificate since 2012, and has successfully renewed the certificate. The Group issues *Environment and Occupational Health and Safety Management Manual* as a general policy, together with other subordinated documents as specific procedures. Our occupational health and safety related policy complies with all applicable laws, regulations and standards, aiming to improve the Group's management on occupational health and safety, manage risks and mitigate the operational impacts on employees and create a safe and harmonious environment.

集團根據《績效考核管理辦法》定期對員工進行評估，即績效考核，檢視其工作進度、工作質量和工作效率，以便制定進一步的改善方案，及鼓勵員工制定將來的提升目標。績效考核周期分為月度、季度、年度，內容需細化及量化，其結果是決定員工薪酬、晉升和培訓機會的重要參考依據，亦是一個加強部門溝通和人員管理的平台。為提升員工的整體素質和競爭力，我們持續改善《績效考核管理辦法》和晉升流程，秉著公開、公平、公正的原則，為員工提供更加廣闊的發展平台。內部的良性競爭為本集團帶來活力，為取得未來更大的進步奠定良好的基礎。

職業健康安全

員工健康安全是人力資源風險管理及控制的主要方面。本集團致力持續投入職業健康與安全，高度重視員工健康安全問題，通過出台制定的一系列健康政策，措施涉及全員健康分類管理，出差出行管控，園區人流管控、持續運營保障、環境清潔消毒，應急宿舍配置、應急響應等方面，有力保障各園區高效、持續運營。自2012年起，本集團獲得並已成功續期 OHSAS18001 (現已升級為 ISO45001) 職業健康安全管理體系認證。為此，本集團頒布了《環境和職業健康安全管理手冊》作為總的指導方針並相應制定了多級文件作為具體指導程序。我們的職業健康與安全政策旨在恪守適用的法律法規及標準，提高本集團職業健康安全管理水平，控制並減少營運過程對員工的影響，創造一個安全、和諧的環境。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

We encourage employees to engage in the management of occupational health and safety and work together to establish a safe workplace. The Group has appointed the management representative to implement the management of occupational health and safety. Employee representatives are also selected to act as a communication bridge with management to reflect employees' opinions about matters related to occupational health and safety. In addition, there are regular internal monitors by quality management team to ensure the effectiveness and compliance of the health and safety management system, operational controls and emergency preparation control procedures. To promote occupational health and safety education, the Group strictly implements employee safety training. During the year, we organised a series of occupational safety training such as fire drill and safety production.

There was no work-related fatality occurred in the past 3 years. There were 78 lost days recorded due to work injury in current year. The employees were accidentally injured while carrying goods or walking. To ensure they can fully recover, we provided the injured employees with the adequate period for medical treatment and subsequent rehabilitation. Facing the epidemic, the Group responded quickly, and effectively protected the health and safety of employees via making detailed prevention and control plans, providing epidemic prevention guidelines to employees, purchasing and distributing protective tools, and strictly disinfecting operation and office sites. We constantly tracked the changing situations of the epidemic, updating and implementing necessary health control measures in real time. We complied with the government's epidemic prevention and control requirements, and implemented the epidemic prevention and control measures for trucks entering and leaving Guangdong and Hong Kong to ensure the safety of employees and goods. We also actively cooperated with the community to facilitate employees' vaccination against COVID-19. In 2022, the Group complied with the relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards which had a significant impact on the Group.

我們鼓勵員工參與職業健康和安全管理工 作，共同營造安全的工作場所。本集團已 任命管理者代表負責執行具體的職業健康 與安全管理工作。選舉員工代表，作為與 管理層溝通的橋梁，反映員工對職業健康 安全相關事宜的意見。另外，質量管理小 組亦定期開展內部監測，調查健康安全管 理體系、運行控制、應急準備控制程序的 有效性和合規情況。為推動職業健康安全 教育，本集團嚴格執行員工安全培訓。於 年內，我們組織了消防演練、安全生產等 一系列職業安全培訓活動。

於過往三年，本集團並無發生因工亡故事 件；本年內錄得因工傷損失工作日數78天。 系員工在搬運貨物、行走時不慎扭傷等， 為確保員工身體完全康復，我們為受傷員 工提供了足夠的醫療期及後續康復期。面 對疫情，本集團迅速反應，緊密部署制訂 防控方案，對員工進行防疫指引培訓，統 一採購配發防護工具，對運營、辦公場所 進行嚴格消毒管控，切實有效地保護了員 工的健康安全。我們亦持續跟踪疫情變化， 實時更新並落實各項健康管控措施；積極 配合政府防疫要求，認真執行粵港兩地貨 車出入境的疫情防控管理工作，確保員工 及貨物出運零風險；積極配合社區，為員 工接種新冠疫苗提供便利。於2022年內， 集團已遵守有關提供安全工作環境及保障 僱員避免職業性傷害等對集團有重大影響 的相關法律及規例。

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Community Engagement

The Group is committed to growing together with the community. We understand the importance of community engagement and encourage our employees to participate in community activities to strengthen our relationship with the local community. As a fintech company, the Group is also actively taking social responsibilities while providing quality services and products. Our smart products and services not only serve for people's livelihood in the fields of social security, transportation, medical care, etc., but also promote the sustainable development of charity and philanthropy and spread positive energy. The Group have participated in charity and donations many times to grow and progress with the society. Over the years, we have actively engaged in poverty alleviation, education assistance, anti-epidemic relief, public facilities construction, voluntary services, etc., and participated in charitable donation projects in several cities such as Zhuhai, Lushui, Yingde, Yangchun, and Guangzhou to practice social responsibilities and promote social development.

In addition, the Group has always attached great importance to the cooperation between industry, university and research, fully tapping the resources of scientific research teams, promoting the commercialisation of scientific research achievements, and realising cutting-edge technologies and talent reserve. At present, the Group has established partnerships with colleges and universities on projects and talent trainings, including joint laboratory of Internet of Things with Wuhan University, talent training programs with Zhaoqing Science and Technology School, Zhuhaiishi New Thinking Secondary Vocational School and Zhongshan Torch Polytechnic, teaching and practice base for Jinan University, Beijing Normal University Zhuhai Campus and other colleges and universities.

In response to collaboration and paired assistance between the eastern and western regions, giving full play to the important role of labour cooperation in paired assistance, the Group actively responded to the call of government to engage in the labour cooperation between Zhuhai and Zunyi and went to Fenggang and Wuchuan in Zunyi. The Group studied the situation of their labour force and employment demand and released the requirements of recruitment to provide targeted assistance, and further communicated with two local secondary vocational colleges in talent training and talent delivery. Over the years, the Group has proactively carried out activities to promote the employment of people with disabilities, combining the characteristics of the enterprise to provide stable employment for people with disabilities.

社區參與

本集團致力與社會一同成長和進步。我們了解社區參與的重要性，積極鼓勵員工參與社區活動，促進我們與當地社區的關係。作為一家金融科技企業，本集團在提供優質服務與產品的同時也在積極地承擔社會責任。我們的智能產品和服務不僅在社保、交通、醫療等領域承擔了民生服務的使命，也一直助力公益慈善事業的可持續發展，傳播著正能量。本集團多次響應參與慈善和捐贈活動，與社會一同成長和進步。多年來在扶貧、助學、抗疫救災、公共設施建設、志願服務等方面積極實踐，參與了珠海、瀘水、英德、陽春、廣州等多個地市的慈善捐贈項目，用行動踐行社會責任使命，推動社會的和諧美好發展。

此外，本集團一直重視產學研合作，充分挖掘院校科研團隊資源，推進科研成果轉化，並實現前沿技術及人才儲備，目前已與多家高等院校開展項目合作和人才培養合作：包括與武漢大學成立物聯網聯合實驗室，與廣東肇慶理工中等職業學校、珠海新思維學校和中山火炬學校開展人才培養合作，同時也成為暨南大學、北京師範大學珠海校區等院校的教學實習基地。

為響應東西部協作，深化定點幫扶，充分發揮勞務協作在東西部結對幫扶中的重要作用，本集團積極響應政府號召，參加珠海市對口遵義市東西部勞務協作工作，前往遵義市鳳岡、務川兩縣，了解當地勞動力情況和就業需求，發佈招聘需求進行精準幫扶，並與當地兩所中等職業院校在人才培養和人才輸送方面進行溝通與探索。金邦達積極主動開展促進殘疾人就業活動，結合企業特點，為殘疾人提供穩定就業崗位。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (CONTINUED)

環境、社會及管治報告(續)

The Group has also played an important role in the development of inclusive finance, and in 2022, it has provided a number of small and micro enterprise cards to a number of banks in China to promote the long-term sustainable development of small and micro enterprises. By the end of 2022, it also provided a total of around 8 million rural revitalisation cards to dozens of banks in China. The rural revitalisation card is a series of special bank cards issued by China UnionPay in conjunction with commercial banks for users in rural areas for use in scenarios such as agricultural production and living, to implement financial services for rural revitalisation and to enhance the efficiency and level of rural financial services.

During the epidemic period, the Group actively cooperated with epidemic prevention and control works of the local communities and undertook the epidemic prevention responsibility. In addition to doing well in our own epidemic prevention and investigation, we also gave great support to the community team. In 2022, in order to help the frontline fight against the epidemic, the Group donated epidemic prevention and heat protection materials to Fengshan Street, Sanxi Town and Chancheng Hospital respectively, and organised volunteers to support the community prevention and control work.



Supporting the community in epidemic prevention
支持社區防疫工作

By leveraging our experience and expertise, we offer supports in a wide range of areas in infrastructure construction, technology development, education, and etc., fostering the development of the community and giving back to our society.

在普惠金融的發展之路，金邦達也發揮了重要力量。2022年，本集團已為國內多家銀行提供了多款小微企業卡，促進小微企業實現長期可持續發展。截至2022年底，也累計為國內數十家銀行提供鄉村振興卡約800萬張，鄉村振興卡是中國銀聯聯合商業銀行，面向農村地區用戶發行，用於農業生產生活等場景的特色銀行卡系列產品，落實金融服務鄉村振興並提升農村金融服務的效率和水平。

疫情期間，本集團主動配合屬地社區的疫情防控工作，積極承擔防疫責任，除了做好園區的防疫排查工作，更大力支持社區防控工作。2022年，為助力一線抗疫，分別向珠海市香洲區鳳山街道、珠海市香洲區三溪小鎮和禪城醫院捐贈防疫消暑物資，並組織志願者支援社區防疫工作。

我們運用所累積的經驗和專長，在業務發展的同時，為社會在基礎設施建設、科技發展、教育等廣泛領域提供支持和便利，一同促進社區的發展，積極回饋社會。

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Subject Areas, Aspects, General Disclosures and KPIs

主要範疇、層面、一般披露及關鍵績效指標

A. Environment

A.環境

Aspect A1

層面A1

General Disclosure

一般披露

KPI A1.1

Emissions

排放物

Information on:

- (a) the policies; and
- (b) compliance with relevant laws and regulations that have a significant impact on the issuer

relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：

- (a) 政策；及
- (b) 遵守對發行人有重大影響的相關法律及規例的資料。

The types of emissions and respective emissions data.

排放物種類及相關排放數據。

Section/Remarks

章節／備注

Governance Structure
管治架構
Stakeholder Communication and Engagement
利益相關方溝通及參與
Materiality Assessment
重要性議題評估
Reporting Principles
匯報原則
Reporting Period and Scope
報告期間及範圍

Section/Remarks

章節／備注

Environmental Management
Emissions Reduction
Waste Reduction and Recycling
Appendix 1

環境管理
減少排放
循環減廢
附錄1

Emissions Reduction

減少排放

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KPI A1.2	<p>Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>直接(範圍1)及能源間接(範圍2)溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	<p>Emissions Reduction</p> <p>減少排放</p>
KPI A1.3	<p>Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	<p>Waste Reduction and Recycling</p> <p>循環減廢</p>
KPI A1.4	<p>Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).</p> <p>所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。</p>	<p>Waste Reduction and Recycling</p> <p>循環減廢</p>
KPI A1.5	<p>Description of emissions target(s) set and steps taken to achieve them.</p> <p>描述所訂立的排放量目標及為達到這些目標所採取的步驟。</p>	<p>Emissions Reduction</p> <p>減少排放</p>
KPI A1.6	<p>Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.</p> <p>描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。</p>	<p>Waste Reduction and Recycling</p> <p>循環減廢</p>
Aspect A2 層面A2	Use of Resources 資源使用	
General Disclosure	Policies on the efficient use of resources including energy, water and other raw materials.	Resources Consumption
一般披露	有效使用資源(包括能源、水及其他原材料)的政策。	資源使用

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KPI A2.1	<p>Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).</p> <p>按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。</p>	<p>Resources Consumption</p> <p>資源使用</p>
KPI A2.2	<p>Water consumption in total and intensity (e.g. per unit of production volume, per facility).</p> <p>總耗水量及密度(如以每產量單位、每項設施計算)。</p>	<p>Resources Consumption</p> <p>資源使用</p>
KPI A2.3	<p>Description of energy use efficiency target(s) set and steps taken to achieve them.</p> <p>描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。</p>	<p>Resources Consumption</p> <p>資源使用</p>
KPI A2.4	<p>Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.</p> <p>描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。</p>	<p>Resources Consumption</p> <p>資源使用</p>
KPI A2.5	<p>Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.</p> <p>製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。</p>	<p>Waste Reduction and Recycling</p> <p>循環減廢</p>

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Aspect A3 層面A3	The Environment and Natural Resources 環境及天然資源	
General Disclosure 一般披露	Policies on minimising the issuers' significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental Management Resources Consumption Emissions Reduction 環境管理 資源使用 減少排放
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental Management Resources Consumption Emissions Reduction 環境管理 資源使用 減少排放
Aspect A4 層面A4	Climate Change 氣候變化	
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Concerns and Responds for Climate Change 關注氣候變化
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Concerns and Responds for Climate Change 關注氣候變化

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B. Social

B.社會

Employment and Labour Practices

僱傭及勞工常規

Aspect B1

Employment

層面B1

僱傭

General Disclosure

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

Recruitment Policy
 Employee Benefits
 Appendix 1

一般披露

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

僱傭政策
 員工待遇
 附錄1

KPI B1.1

Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region.
 按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。

Recruitment Policy

僱傭政策

KPI B1.2

Employee turnover rate by gender, age group and geographical region.
 按性別、年齡組別及地區劃分的僱員流失比率。

Recruitment Policy

僱傭政策

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Aspect B2 層面B2	Health and Safety 健康與安全	
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的：	Occupational Health and Safety Appendix 1 職業健康安全 附錄1
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括匯報年度)每年因工亡故的人數及比率。	Occupational Health and Safety 職業健康安全
KPI B2.2	Lost days due to work injury. 因工傷損失工作日數。	Occupational Health and Safety 職業健康安全
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Occupational Health and Safety 職業健康安全

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Aspect B3 層面B3	Development and Training 發展及培訓	
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Development and Training 員工發展與培訓
KPI B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(如高級管理層、中級管理層)劃分的受訓僱員百分比。	Development and Training 員工發展與培訓
KPI B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Development and Training 員工發展與培訓
Aspect B4 層面B4	Labour Standards 勞工準則	
General Disclosure 一般披露	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child or forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Recruitment Policy Employee Benefits Appendix 1 僱傭政策 員工待遇 附錄1
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Recruitment Policy 僱傭政策
KPI B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Recruitment Policy 僱傭政策

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Operating Practices 營運慣例		
Aspect B5 層面B5	Supply Chain Management 供應鏈管理	
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
KPI B5.1	Number of suppliers by geographical region. 按地區劃分的供貨商數目。	Supply Chain Management 供應鏈管理
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供貨商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理

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Aspect B6 層面B6	Product Responsibility 產品責任	
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product and Service Quality Information Security Appendix 1
一般披露	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	產品及服務質量 信息安全 附錄1
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product and Service Quality 產品及服務質量
KPI B6.2	Number of products and service related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product and Service Quality 產品及服務質量
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Information Security 信息安全
KPI B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程序。	Product and Service Quality 產品及服務質量
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored. 描述消費者數據保障及私隱政策，以及相關執行及監察方法。	Information Security 信息安全

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

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APPENDIX 1 LIST OF LAWS AND REGULATIONS WITH SIGNIFICANT IMPACT ON THE GROUP

The following table presents the list including but not limited to the laws and regulations relating to ESG issues and with significant impacts on the Group.

GENERAL

Constitution of the PRC
Civil Code of the PRC
Criminal Law of the PRC
Company Law of the PRC
PRC tax laws
The Basic Law of the Hong Kong Special
Administration Region of the PRC
Companies Ordinance (Hong Kong)
Inland Revenue Ordinance (Hong Kong)

LISTING

Listing Rules (Hong Kong)
Securities and Futures Ordinance (Hong Kong)
Rules of Securities and Futures (Listing on Stock Markets) (Hong Kong)

OPERATION ISSUES

Information security

Measures for the Regulation of Risks in the Information Technology
Outsourcing by Banking and Insurance Institutions
Cybersecurity Law of the PRC
Data Security Law of the PRC
Personal Information Protection Law of the PRC
Patent Law of the PRC
Copyright Law of the PRC
Trademark Law of the PRC
Regulations of the PRC on Customs Protection of Intellectual
Property Rights

附錄1 對本集團具有重大影響的法 律法規列表

下表呈列(但不限於)與環境、社會及管治議題相關且對本集團具有重大影響的主要法律法規列表。

綜合類

《中華人民共和國憲法》
《中華人民共和國民法典》
《中華人民共和國刑法》
《中華人民共和國公司法》
中華人民共和國相關稅法
《中華人民共和國香港特別行政區基本法》
《公司條例》(香港)
《稅務條例》(香港)

上市

《上市規則》(香港)
《證券及期貨條例》(香港)
《證券及期貨(在證券市場上市)規則》(香港)

運營議題相關

信息安全

《銀行保險機構信息科技外包風險監管辦法》
《中華人民共和國網絡安全法》
《中華人民共和國數據安全法》
《中華人民共和國個人信息保護法》
《中華人民共和國專利法》
《中華人民共和國著作權法》
《中華人民共和國商標法》
《知識產權海關保護條例》

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Card organisation

Rules and guidelines on the qualification certifications, quality control certifications, security management for product manufacturing and personalisation enterprises
PCI¹ Card Production Physical Security Requirements
PCI Card Production Logical Security Requirements

Product and service quality

Law of the PRC on Work Safety
Product Quality Law of the PRC
Regulation of the PRC on the Administration of Production License for Industrial Products
Regulation on the Administration of Commercial Cipher Codes
Advertisement Law of the PRC
Regulation on the Administration of Outdoor Advertising Facilities Recruitment and Establishment in Special Economic Zone of Zhuhai
Specification for Identification Code and Card Number of Bank Card Issuer
Specification for Format and Use of Bank Card Magnetic Stripe Information

Anti-corruption

Law of the PRC Against Unfair Competition
Anti-Monopoly Law of the PRC
The Bidding Law of the PRC
Prevention of Bribery Ordinance (Hong Kong)

ENVIRONMENTAL PROTECTION ISSUES

Environmental Protection Law of the PRC
Water Pollution Prevention and Control Law of the PRC
Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Wastes
Energy Conservation Law of the PRC
Law of the PRC on the Prevention and Control of Atmospheric Pollution
Law of the PRC on Noise Pollution Prevention and Control
National Catalogue of Hazardous Waste

¹ PCI stands for Payment Card Industry

卡組織

各卡組織產品企業資質認證規則、產品質量管理認證規則、生產企業安全管理指南、個人化企業安全管理指南等
《支付卡行業卡片生產物理安全要求》
《支付卡行業卡片生產邏輯安全要求》

產品及服務質量

《中華人民共和國安全生產法》
《中華人民共和國產品質量法》
《中華人民共和國工業產品生產許可證管理條例》
《商用密碼管理條例》
《中華人民共和國廣告法》
《珠海經濟特區戶外廣告設施招牌設置管理條例》
《銀行卡發卡行標識代碼及卡號》
《銀行卡磁條信息格式和使用規範》

反貪污

《中華人民共和國反不正當競爭法》
《中華人民共和國反壟斷法》
《中華人民共和國招標投標法》
《防止賄賂條例》(香港)

環境保護議題相關

《中華人民共和國環境保護法》
《中華人民共和國水污染防治法》
《中華人民共和國固體廢棄物污染環境防治法》
《中華人民共和國節約能源法》
《中華人民共和國大氣污染防治法》
《中華人民共和國噪聲污染防治法》
《國家危險廢物名錄》

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EMPLOYEE AND COMMUNITY ISSUES

Labour Law of the PRC
Labour Contract Law of the PRC
Regulation on Work-Related Injury Insurances
Law of the PRC on the Prevention and Control of Occupational Diseases
Law of the PRC on the Prevention and Treatment of Infectious Diseases
Social Insurance Law of the PRC
Provisions on Prohibition of Child Labour
Provisions of the State Council on Working Hours of Workers and Staff
Labour Relations Ordinance (Hong Kong)
Employment Ordinance (Hong Kong)

員工及社區議題相關

《中華人民共和國勞動法》
《中華人民共和國勞動合同法》
《工傷保險條例》
《中華人民共和國職業病防治法》
《中華人民共和國傳染病防治法》
《中華人民共和國社會保險法》
《禁止使用童工規定》
《國務院關於職工工作時間的規定》
《勞資關係條例》(香港)
《僱傭條例》(香港)

The Board hereby presents this Annual Report together with the Consolidated Financial Statements of the Group for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

Incorporated in Hong Kong on 8 October 2004, the Company was publicly listed on the Main Board of the Stock Exchange on 4 December 2013. Primarily operated through its subsidiaries in the Chinese mainland and Hong Kong, the Group is specialised in delivering embedded software, secure payment products and A.I. financial self-service kiosks for global customers and leveraging innovative Fintech to provide data processing, system platforms and other total solutions for customers in a wide business range including finance, government, healthcare, transportation and retails. The Group is the only secure payment products supplier in the PRC certified by all six of the world-leading credit card organisations of China UnionPay, VISA, MasterCard, American Express, JCB and Diners Club.

As a global leading secure payment total solution supplier, the Group is actively involved in drafting and formulating industrial standards and criteria. Driven by customers' diversified demands and evolving technologies in innovation, the Group watches the cutting-edge technologies trends with the closest interests, covering digital currencies, A.I., mobile payment, IoT, to reinforce the Group's leading industrial position and boost the whole industry's evolution. Motivated by the strong R&D aptitudes and affluent practical experiences, the Group was actively involved in numerous significant industrial events and projects, including China's secure and reliable financial IC card chip promotion project, the first EMV (Europay, MasterCard and VISA) projects in Hong Kong and the Chinese mainland, the first provincial social security card project, the first financial social security card project, the first citizen card project and the first healthcare card project in the Chinese mainland. Adhering to the spirit of "Virtue, Innovative, Efficiency and Cooperation" and leveraging its leading technologies, preminent qualities and premium service, the Group is fully engaged in promoting a wider and in-depth Fintech application. At the same time, inspired by the Chinese government's "Belt and Road" initiative, the Group is now continuously expanding its international market and extending its superior solutions and services to a wider geographical area and delivering convenient, secure and easy payment experiences to people around the globe.

The principal activities of the Group for the year 2022 are set out in Note 5 to the Consolidated Financial Statements on page 259 to page 264 of this Annual Report.

董事會欣然提呈本集團截至2022年12月31日止之年度報告及綜合財務報表。

主要業務

本公司於2004年10月8日在香港註冊成立，於2013年12月4日在聯交所主板上市。本集團主要通過在內地和香港的附屬公司進行運作，主要業務是為全球客戶提供智能安全支付領域的嵌入式軟件、安全支付產品和智能金融自助設備，同時融合創新金融科技，為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理、系統平台及其他整體解決方案，是中國唯一一家同時獲得中國銀聯、維薩、萬事達、美國運通、JCB和大萊六大信用卡組織認證的安全支付產品提供商。

作為全球領先的安全支付整體方案提供商，本集團在積極參與相關行業標準編製、起草的同時，堅持對數字貨幣、人工智能、移動支付、物聯網等技術領域持續研發投入，以客戶需求和前沿技術驅動創新，使本集團始終處於行業前沿，引領行業發展。憑藉雄厚的技術實力和豐富的項目實施經驗，本集團承擔中國安全可靠金融IC卡芯片推廣項目，並成功參與內地及香港首批EMV (Europay, 萬事達及維薩) 項目、內地首批省級社保卡、金融社保卡、市民卡以及居民健康卡等項目的實施。持續秉承「厚德、創新、高效、合作」的企業精神，本集團始終以領先的技術、優秀的品質以及完善的服務，全力促進金融科技在更廣泛領域的應用。本集團也將依托中國政府「一帶一路」發展戰略，不斷擴展國際市場，將卓越的多元化產品與服務拓展到更為廣闊的地理網絡，為全球客戶帶來安全、便捷、極致的支付體驗。

本集團於2022年度主要業務分析詳見本年報第259頁至264頁中的綜合財務報表附註5。

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RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income on pages 188 and 189 of this Annual Report.

A final dividend of HK12.0 cents (2021: HK10.0 cents) and a special dividend of HK4.0 cents (2021: HK4.0 cents) per ordinary share in respect of the year ended 31 December 2022 has been proposed by the Board of Directors.

PERFORMANCE

A discussion and analysis of the Group's performance during the year 2022, the material factors underlying its results and financial position and details of the Group's principal activities are provided in the section headed "Management Discussion and Analysis" on page 12 to page 27 of this Annual Report.

CLOSURE OF REGISTER OF MEMBERS

In order to be eligible for attendance and for voting at the forthcoming annual general meeting of the Company to be held on Monday, 15 May 2023, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Tuesday, 9 May 2023. The register of members of the Company will be closed from Wednesday, 10 May 2023 to Monday, 15 May 2023, both days inclusive, during which period, no transfer of shares will be registered.

In order to determine who are entitled to the proposed final dividend and special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on Wednesday, 31 May 2023. The register of members of the Company will be closed from Thursday, 1 June 2023 to Monday, 5 June 2023, both days inclusive, during which period no transfer of shares will be registered. Subject to shareholders' approval of the proposed dividends at the annual general meeting of the Company to be held on Monday, 15 May 2023, the dividends will be paid on Friday, 30 June 2023 to the shareholders whose names appear on the register of members of the Company at the close of business on Monday, 5 June 2023.

業績和股息分派

本集團於截至2022年12月31日止之年度業績載於本年報第188頁及189頁綜合損益及其他全面收入表中。

董事會建議就截至2022年12月31日止之年度派發末期股息每股普通股港幣12.0仙(2021年度為港幣10.0仙)，以及特別股息港幣4.0仙(2021年度為港幣4.0仙)。

經營表現

關於本集團2022年度內的經營表現，業績的主要影響因素，財務狀況以及本集團的主要業務情況的討論與分析載於本年報第12頁至27頁的「管理層討論及分析」中。

暫停辦理股份過戶登記手續

為確定股東有權出席並於2023年5月15日(星期一)舉行之股東周年大會上投票，所有過戶表格連同有關股票須於2023年5月9日(星期二)下午四時三十分前，送達本公司之股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。本公司將於2023年5月10日(星期三)至2023年5月15日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續。

為確定股東有權獲派本次建議之末期股息及特別股息，所有過戶表格連同有關股票須於2023年5月31日(星期三)下午四時三十分前，送達本公司之股份登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。本公司將於2023年6月1日(星期四)至2023年6月5日(星期一)，包括首尾兩天，暫停辦理股份過戶登記手續。待於2023年5月15日(星期一)舉行之股東周年大會上取得批准後，上述股息將於2023年6月30日(星期五)派發予於2023年6月5日(星期一)營業時間結束時名列本公司股東名冊之股東。

PRINCIPAL RISKS AND UNCERTAINTIES

A number of factors may affect the results and business operations of the Group, some of which are inherent to the payment solutions business and some are from external sources. Major risks are summarized below.

(i) The financial performance of the Group depends on the future growth of the consumer financial services industry

As the Group relies on financial institutions, government agencies (such as social security, public health and transportation agencies) and other organisations that issue financial cards as its customers or potential customers, the financial performance of the Group depends on the future growth of the consumer financial services industry and trends in that industry towards greater outsourcing of certain functions such as the production of financial payment products and data processing. The consumer financial services industry is characterised by rapid launches of new products and services, continuous technological advancement, evolving industry standards and changing customer needs, all of which translate to shorter life cycles for new products and services. Organisations that issue financial cards or other relevant products, such as the Group's customers, may face difficulty in anticipating changes in consumer tastes, preferences and requirements and designing financial products to meet such changes, which could lead to a lower demand for financial payment products and in turn decrease these organisations' demand for the products and services, which may adversely affect the financial results of the Group.

主要風險及不明朗因素

本集團的業績及業務營運受多個因素的影響，若干為支付解決方案行業所固有，若干則來源於外界。主要風險概述如下。

(i) 本集團的財務表現依賴消費者金融服務業的未來增長

由於本集團依賴金融機構、政府機關(如社保、公共健康及交通機關)及其他需發行金融卡的組織作為本集團的客戶或潛在客戶，故本集團的財務表現依賴消費者金融服務業的未來增長，以及業內對金融支付產品及數據處理等若干工作的外包需求增加。消費者金融服務業的特點是新產品和服務更新換代時間短、技術持續升級、行業標準不斷轉變及客戶需要變化不定，以上種種因素使得新產品和服務只有較短的生命周期。發行金融卡或相關金融支付產品的組織(如本集團的客戶)於預測消費者品味、喜好及要求上的轉變，以及設計能迎合有關轉變的金融產品方面可能遇到困難，因而可能令對彼等金融支付產品的需求有所下降，從而降低該等組織對本集團產品及服務的需求，可能會對本集團的財務業績帶來不利影響。

(ii) As a supplier to financial institutions and government agencies, the Group is subject to rigorous industry standards and/or government regulations

Many of the industry organisations, government regulatory agencies and other bodies to which the Group's customers belong or are subject to have issued their own sets of standards and criteria relating to the facilities and products of payment solutions providers, which the Group must satisfy in order to be eligible to supply products and services to these customers. For example, as required by the Group's financial institution customers, the Group has obtained certifications from all six of the leading worldwide payment card organisations (VISA, MasterCard, American Express, China UnionPay, JCB, and Diners Club) with respect to the Group's card manufacturing and personalisation services. To maintain such certifications, the Group is subject to rigorous periodic audits by these payment card organisations to review the Group's compliance with their standards and criteria. The Group makes significant investments in order to meet these standards and criteria, which vary depending on the organisation or body, including investments required to satisfy changes adopted from time to time by these organisations and bodies in their respective standards and criteria. Further investments to meet these standards and criteria may be costly, and if the Group is unable to continue to meet these standards and criteria, the Group may become ineligible to provide products and services that have constituted in the past an important part of the Group's revenue and profitability.

(iii) The Group faces significant competition in each of the markets in which it operates, which could affect its profitability

The Group's market position depends upon its ability to anticipate and proactively deal with changes in economic and market conditions and evolving industry trends, as well as the following factors: introduction of new or superior products and services or more advanced technologies, adoption of more flexible pricing strategies by the Group's competitors and changes in customers' needs and preferences. The Group cannot assure that its current or potential competitors will not produce the same or similar products or products of a better quality and/or provide similar or higher quality services at the same or lower prices than the prices at which the Group's products and services are provided.

(ii) 作為金融機構和政府機關的供應商，本集團須遵守嚴格的行業標準及／或政府法規

本集團客戶所屬的許多行業組織或監管本集團客戶的政府監管機構和其他機構均已頒佈有關支付解決方案提供商的設施和產品的標準和規範。為向這些客戶供應產品和服務，本集團必須遵守相關標準和規範。例如，本集團已應金融機構客戶的要求，就本集團的卡片製造及數據處理服務取得全球六大領先支付卡組織（維薩、萬事達、美國運通、中國銀聯、JCB及大萊）的認證。為保持有關認證，本集團須定期接受該等支付卡組織的嚴格審核，審閱本集團是否遵守彼等的標準及要求。這些標準和規範因組織或機構不同而各異，為加以遵守，本集團須作出重大投資，包括為配合相關組織和機構各自標準和規範的不時變動所需的投資。符合這些標準和規範的進一步投資可能花費巨大，倘本集團未能持續遵守這些標準和規範，本集團可能不合資格提供過去構成本集團收益和盈利重要組成部分的產品和服務。

(iii) 本集團在所經營的各個市場面臨激烈競爭，可能會影響本集團的盈利能力

本集團的市場地位取決於本集團預測和積極應付經濟和市場狀況變化和不斷轉變的行業走勢的能力，同時亦取決於以下因素：出現全新或優質產品和服務或更先進技術、競爭對手採取更靈活的定價策略以及客戶需要和喜好的改變等。本集團不能保證現有或潛在的競爭對手不會提供類似或質量更佳的产品及／或服務，而價格與本集團提供的產品或服務相同或甚至更低。

The Group's competitors may also react more quickly to new or emerging technologies or changes in customer preferences. In addition, the Group may face greater than expected downward pricing pressure as a result of possible price competition by competitors seeking to stimulate demand in order to maintain or increase market share. Such competition could adversely affect the Group's results of operations and business prospects. Any adverse changes in the Group's competitive environment could cause a reduction in the sales quantity, its market share, or the sales price of its products, which would lower the Group's profitability. As a supplier to the major financial institutions in China, the Group's performance and profitability may be adversely affected if its customers, when faced with operational difficulties and decreasing profit margins, seek to demand more favourable trading terms from the Group in relation to price and credit period. The Group's performance and profitability will also be adversely affected if any of its customers faces cost control or cash flow problems due to such operational difficulties.

(iv) Fluctuations in consumer spending and financial services in the PRC may significantly affect the Group's business and financial performance

During the past few years, the Group derived most of the Group's revenue from operations in the PRC. The Group's sales and growth are dependent on consumer spending and consumer banking, which in turn depend on continued improvement of macroeconomic conditions, in Asia generally but in the PRC in particular. There are many factors affecting the level of consumer spending and consumer banking, including but not limited to, interest rates, currency exchange rates, recession, inflation, deflation, political uncertainty, taxation, stock market performance, unemployment levels and general consumer confidence. In addition, the Group believes that the Group's historical growth rates were largely dependent on the general growth of the PRC economy. The Group can provide no assurance that the PRC economy will continue to grow at historical rates, or that it will not grow at all, and any slowdowns or declines in the PRC economy or consumer spending or consumer banking may adversely affect the Group's business, financial condition, results of operations and growth prospects.

本集團的競爭對手還可能對全新或前沿技術或客戶喜好改變作出更快的反應。此外，由於競爭對手為維持或增加市場份額而致力於刺激需求而導致價格競爭，本集團可能會面臨比預期更大的價格下調壓力。上述競爭可能對本集團的經營業績及業務前景造成不利影響。本集團的競爭環境出現上述任何不利變動均可導致本集團產品銷量、市場份額或售價下降，繼而降低本集團的盈利能力。作為中國主要金融機構的供應商，如果本集團的客戶面臨經營困境和利潤率下降，並要求本集團就價格和信貸期給予更優惠的貿易條款，則本集團的業績和盈利能力會受不利影響。倘本集團任何客戶因經營困境而進行成本控制或面臨現金流量問題，本集團的業績和盈利能力也會受不利影響。

(iv) 中國消費者支出和金融服務的波動會對本集團的業務和財務表現造成重大影響

於過往幾年，本集團的大部分收益源自中國的營運。本集團的銷售和增長有賴消費支出和消費者銀行業務，而兩者均依賴整個亞洲(尤其是中國)宏觀經濟環境的持續發展。消費支出和消費者銀行業務受諸多因素的影響，包括但不限於利率、匯率、經濟衰退、通脹、通縮、政治的不確定性、稅務、股市表現、失業人數和整體消費者信心。此外，本集團認為，本集團的歷史增長率在很大程度上依賴中國經濟的整體增長。本集團無法保證中國經濟會按歷史增長率持續增長，或者中國經濟根本不會增長，而中國經濟或消費支出或消費者銀行業的任何放緩或下滑，均可能對本集團的業務、財務狀況、經營業績和增長前景產生不利影響。

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(v) Changes in economic, political and social conditions as well as government policies in the Chinese mainland may adversely affect the Group

The majority of the Group's revenue is derived from its subsidiaries in the Chinese mainland. Therefore, the economic, political and social conditions as well as government policies in the Chinese mainland may affect the Group's business, financial conditions, results and prospects.

Firstly, as the Chinese economy has become increasingly linked with the global economy, it is affected in various respects by downturns and recessions of major economies as well as natural disasters around the world which are beyond the Group's control.

Secondly, the Chinese economy differs from the economies of most developed countries in many respects, including the degree of government involvement, the level of development, the growth rate, the inflation rate and the allocation of resources. The Chinese government exercises significant control over China's economic growth through strategically allocating resources, controlling the foreign exchange, setting monetary policy and providing preferential treatment to particular industries and enterprises. While the Chinese economy has grown significantly in the past decades, such growth may not continue and any slowdown may have a negative effect on the Group's business and the industry. Any adverse change in the economic, political and social conditions as well as government policies, laws, regulations and policies in China could materially and adversely affect China's overall economic growth, and such impact could adversely affect the Group's business, which could adversely affect the Group's competitive position.

Thirdly, although the Chinese government has undergone various economic reforms in the last few decades, laws, regulations and policies related to such reforms are expected to be refined, adjusted and modified from time to time based on economic and social conditions, and interpretation of the laws and regulations relating to such reforms may not be entirely clear. Such refinement, adjustment or modification, interpretation of the laws and regulations may impact the Group's business operations in ways that the Group cannot predict, and may materially and adversely affect the Group's results of operations and financial condition.

(v) 中國內地的經濟、政治及社會狀況以及政府政策的變動可能對本集團造成不利影響

本集團的大部分收入源自中國內地的附屬公司。因此，中國內地的經濟、政治及社會狀況以及政府政策將影響本集團的業務、財務狀況、業績以及前景。

首先，隨著中國經濟與全球經濟的聯繫日益緊密，中國經濟在各方面亦受到主要經濟體的低迷及衰退以及世界各地的自然災害所影響，而該等因素本集團無法控制。

其次，中國的經濟在許多方面有別於大多數發達國家的經濟，其中包括政府參與程度、發展水平、增長率、通脹率及資源分配方面。中國政府採取策略性資源分配、外匯管制、制定貨幣政策及向特定行業或公司提供優惠待遇來對中國的經濟增長施以重大管控。儘管中國的經濟於過去數十年顯著增長，但亦無法保證增長的持續，而一旦放緩可能對本集團的業務和行業構成不利影響。中國的經濟、政治及社會狀況以及中國法律、法規及政策項下的政府政策出現任何不利變動，也均可能會對中國整體的經濟增長構成重大不利影響，且該等影響可能會對本集團的業務構成不利影響，從而對本集團的競爭地位產生不利影響。

再次，儘管中國政府於近數十年來進行多項經濟改革，但該等改革相關的法律、法規及政策均根據經濟及社會狀況不時作出優化、調整及修改，而相關法律法規的詮釋未必完全明確。有關法律法規及政策的優化、調整及修改、詮釋均可能會以本集團無法預測的方式影響本集團的業務營運，或會對本集團的經營業績及財務狀況造成重大不利影響。

(vi) Natural disasters, health epidemics such as COVID-19, social disruption and other outbreaks could significantly disrupt the Group's operations

The Group may be vulnerable to social and natural catastrophic events that are beyond the Group's control, such as natural disasters, health epidemics, and other catastrophes, which may materially and adversely affect the Group's business. Natural disasters may give rise to water supply disruption, electricity disruption, transport disruption, server interruption and system failures, which could adversely affect the Group's operation. The Group's business could also be adversely affected if the employees are affected by health epidemics. In addition, the Group's revenue could be adversely affected to the extent that any health epidemic harms the economy in general, for example, the outbreak of COVID-19 has severely impacted China and the rest of the world. In an effort to contain the spread of COVID-19, China has taken precautionary measures that reduced economic activities, such as measures of stay-at-home quarantine and traffic control, resulting in a situation which employees are unable to return to work and an interruption in the Group's operation. The frequency and magnitude of effect brought by these risks are beyond the Group's control. In addition, the outbreak may severely affect and restrict the level of economic activities as the government may impose regulatory or administrative measures quarantining affected areas or other measures to control or contain the outbreak of the infectious disease, which in turn may have a material and adverse effect on the Group's business, financial position and results. There is also no assurance that COVID-19 outbreak will not further escalate with new variant cases entailing re-imposed restrictive measures which may in turn have a material adverse effect on the Group's operations. Consequently, if any natural disasters, health epidemics or other public safety concerns were to affect the Group, the Group's operations may experience material disruptions, which may materially and adversely affect the Group's business, financial conditions and results.

(vi) 自然災害、流行病（如 COVID-19）和社會動亂以及其他爆發有關的風險可能導致本集團的營運受到嚴重幹擾

本集團易受無法控制的社會及自然災害事件的影響，例如自然災害、流行病及其他災害，該等事件或會對本集團的業務造成重大不利影響。自然災害可能引致供電、供水中斷、交通受阻、服務器中斷、系統故障等，對本集團運營造成不利影響。倘僱員受到流行病影響，本集團的業務亦可能受到不利影響。此外，倘任何流行病危及整體經濟，本集團的收入亦或會受到不利影響，例如COVID-19爆發對中國及世界其他地區造成嚴重影響。為遏止COVID-19蔓延，中國採取了使經濟活動減少的預防措施，如人員居家隔离、交通管制等措施，導致本集團員工無法返崗，營運受阻。該等風險帶來影響的頻率及程度超出本集團的控制範圍。此外，由於政府或會實行監管或行政措施隔離受影響地區或實施其他措施以控制或遏止傳染病爆發，因此有關爆發可能會嚴重影響及限制經濟活動程度，從而可能會對本集團的業務、財務狀況及業績造成重大不利影響。本集團亦無法保證COVID-19的爆發不會隨新變種病例進一步升級而導致再度實施限制措施，繼而對本集團的經營造成重大不利影響。因此，倘任何自然災害、流行病或其他公眾安全問題影響本集團運營，則本集團的營運可能遭受重大幹擾，繼而可能對本集團的業務、財務狀況及業績造成重大不利影響。

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(vii) Data security risk may adversely affect the Group

All countries and regions continue to heighten their supervision over data security and personal privacy. The Group attaches great importance on protecting and safeguarding data of the customers and the Group, and continues to pay attention to the changes and updates of the laws and policies related to privacy and data protection in various countries and regions, and is fully aware that any loss or leakage of such data could have a significant negative impact on customers, which may cause adverse effect to the Group's business.

As a global leader in offering smart secure payment total solutions, the Group attaches great importance on data security and data protection of the customers. Regarding security as the first lifeline, the Group strictly complies with applicable laws and regulations, insists on protecting the data privacy and security of the customers and the Group, and strives to provide the highest level of protection on customers' data. In this regard, the Company has formulated and kept optimizing control measures to protect such data. Data security is ensured through effective management systems certificated by industry regulators, encryption technology, access restrictions and controls, the establishment of appropriate and effective management processes, and continuous improvement of the business continuity and three-location disaster responding mechanism. In addition, the Group arranges regular reviews by independent information security management specialists and designates chief information security officer to supervise the Group's data protection practices. At the same time, the Group provides training for all staff and relevant parties to enhance their awareness of information security.

(vii) 數據安全風險可能對本集團造成不利影響

各國及地區對數據安全與個人信息保護的監管力度持續加強。本集團重視客戶及自身數據的保護，亦持續關注隱私和數據保護的相關法規及政策的變動及更新，並意識到若敏感信息丟失或被竊取，將對客戶造成重大影響，對本集團的業務造成不利影響。

本集團作為全球智能交易整體解決方案的引領者，高度重視客戶的數據安全與數據保密。安全為第一道生命線，本集團嚴格遵守相關的法律及法規，堅持保護客戶及本集團的數據的隱私和安全，將客戶數據列為本集團最高級別的敏感信息，並已建立及持續完善敏感信息管理的相關制度和控制措施來確保敏感信息及數據的安全，包括但不限於建立經行業監管部門認證有效的信息管理系統、加密技術、控制資料訪問權限及建立合理有效的管理流程，並持續加強三地備份災備機制的建設。同時，本集團已設置獨立的信息安全管理團隊及任命首席信息安全官，定期對敏感信息及數據的保護及管理進行檢查，也會定期開展對全體員工及相關方的信息安全意識培訓和宣導，提高本集團全體員工及相關方對保護敏感信息的意識。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

(viii) The Group's business may be adversely affected by the introduction of new payment technologies

The Group faces competition from new payment technologies, which could reduce the demand for financial cards as a payment method. If there are any new payment technologies which will reduce the demand for financial card products or other new products the Group may introduce from time to time, including new products arising from the Group's research and development activities, the Group may experience material and adverse effects on its business, financial condition and results of operations.

(ix) The Group's adoption of contract-based arrangements and/or structures in certain lines of businesses brings about certain risks

Please refer to the paragraph headed "Risks relating to the Contractual Arrangement" under the section headed "Information on Contractual Arrangement" in the Report of Directors.

Information on the Contractual Arrangement

As disclosed in the announcement of the Group dated 8 February 2021, UMV Technology Limited (Zhuhai) (the "WFOE") has entered into the VIE Agreements with Zhirong Financial Services Technology (Zhuhai) Co., Ltd. (the "OPCO") and/or Mr. Xian Jun (the "PRC Equity Owner") on 8 February 2021. Through the following agreements (the "VIE Agreements"), the Group was able to exercise 100% control over the OPCO in substance notwithstanding the absence of legal ownership of the company.

(viii) 引入新的支付技術可能會對本集團的業務造成不利影響

本集團面對新支付技術的競爭，有關技術可能成為減少金融卡作為一種支付方式的需求。倘任何新支付技術減少對金融卡產品或本集團可能不時推出的其他新產品（包括因本集團的研發活動產生的新產品）的需求，則本集團的業務、財務狀況及經營業績或會遭受重大不利影響。

(ix) 本集團在若干業務線中採用基於合同的協議及／或結構會帶來若干風險

請參閱董事會報告「關於合約協議的資料」章節中「與合約協議有關的風險」的段落內容。

關於合約協議的資料

如2021年2月8日本集團發佈的公告披露，金科智融科技(珠海)有限公司(「WFOE」)與智融金服科技(珠海)有限公司(「OPCO」)及／或閑竣先生(「中國股權擁有人」)於2021年2月8日已訂立VIE協議。通過以下協議(「VIE協議」)，本集團對OPCO雖沒有合法所有權，但能夠在實質上對OPCO行使100%控制權。

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REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

1. Particulars of the OPCO and its registered owners and the WFOE

The OPCO is a limited liability company established and subsisting under the laws of the PRC. Pursuant to the VIE Agreements entered into between the OPCO, its registered shareholders, namely the PRC Equity Owner, and the WFOE, the WFOE was allowed to exercise control of and enjoy economic benefits generated from the OPCO.

The PRC Equity Owner is a nephew of each of Mr. Lu Run Ting and Mr. Lu Runyi. Mr. Lu Run Ting is the Chairman, an executive Director and the controlling shareholder of the Company and Mr. Lu Runyi is an executive Director of the Company, and therefore, the PRC Equity Owner is a deemed connected person of the Company under the Listing Rules.

The WFOE is a wholly foreign-owned enterprise established and subsisting under the laws of the PRC. The WFOE is principally engaged in technical services, technical development, technical consultation, technology exchange, technology transfer and technology promotion. As at 31 December 2022, the entire equity interest of the WFOE is owned by the Company.

2. Description of OPCO's business

The OPCO is principally engaged in (i) computer software and hardware, (ii) research and development in network technology, and (iii) information service platform for online data processing and transactions processing services as well as information service businesses (the “**Restricted Business**”, and collectively, the “**Subject Business**”). The OPCO has obtained the Value-added Telecommunication Business Operation Licence (“**VAT Licence**”) under the applicable laws and regulations in the PRC to operate the Restricted Business.

1. OPCO及其註冊所有者和WFOE詳情

OPCO是根據中國法律成立並存續的有限責任公司。依照OPCO，其註冊股東（即中國股權擁有人）和WFOE簽訂的VIE協議，WFOE獲准控制並享有OPCO產生的經濟收益。

中國股權擁有人是盧閏霆先生和盧潤怡先生的外甥。盧閏霆先生為本公司董事會主席、執行董事和控股股東，盧潤怡先生為本公司執行董事，因此，依據上市規則中國股權擁有人被視為本公司的關連人士。

WFOE是根據中國法律成立並存續的外商獨資企業。WFOE主要從事技術服務、技術開發、技術諮詢、技術交流、技術轉讓以及技術推廣。截至2022年12月31日，WFOE的全部股權歸本公司所有。

2. OPCO的業務描述

OPCO主要從事(1)計算機軟件和硬件；(2)網絡技術研發；及(3)在線數據處理和交易處理服務以及信息服務業務的信息服務平台（「**限制性業務**」，統稱為「**標的業務**」）。OPCO已根據中國適用的法律和條例獲得增值電信業務經營許可證（「**VAT許可證**」）以經營限制性業務。

REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

3. Summary of the major terms of the underlying contracts of the Contractual Arrangement (the "VIE Agreements")

A summary of the terms of the VIE Agreements is set out below.

(1) The Exclusive Technological Consultation and Services Agreement

Date: 8 February 2021

Parties: (i) the WFOE; and
(ii) the OPCO.

Duration: From 8 February 2021 up until all of the PRC Equity Owner's equity interest in the OPCO is transferred to the WFOE and/or its designated nominee in accordance with the Exclusive Purchase Right Agreement. The WFOE may at any time terminate the Exclusive Technological Consultation and Services Agreement by giving thirty (30) days' advance written notice to the OPCO and the PRC Equity Owner. The OPCO has no right to terminate the Exclusive Technological Consultation and Services Agreement on its own initiative.

Major terms: The OPCO shall engage the WFOE on an exclusive basis to provide technological consultation and services, including but not limited to consulting services on company management and business strategy; website design, design, installation, debugging and maintenance services for computer network systems; system integration, system maintenance, server maintenance, database support and software services; and other related services at the OPCO's request.

3. 合約協議(「VIE協議」)的主要條款摘要

VIE協議的條款摘要如下：

(1) 獨家技術諮詢及服務協議

日期：2021年2月8日

訂約方：(i) WFOE；及
(ii) OPCO。

年期：由二零二一年二月八日起，直到根據獨家購買權協議中國股權擁有人於OPCO的權益全部轉移到WFOE及／或其指定代名人之前，WFOE可隨時向OPCO及中國股權擁有人發出三十(30)日事先書面通知終止獨家技術諮詢及服務協議，而OPCO無權自行終止獨家技術諮詢及服務協議。

主要條款：OPCO應獨家委聘WFOE提供技術諮詢及服務包括但不限於公司管理和業務戰略諮詢服務；計算機網絡系統的網站設計、設計、安裝、調試和維護服務；系統集成、系統維護、服務器維護、數據庫支持和軟件服務；以及應OPCO要求提供的其他相關服務。

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Fee determination: The service fee shall be paid on an annual basis and calculated by deducting all costs and expenses approved by the WFOE from the revenue generated by the OPCO for the relevant financial year. Furthermore, the WFOE shall be entitled to adjust the service fee, taking into account the scope of services as well as the operating conditions and development needs of the OPCO, without the OPCO's consent. The WFOE shall fix the service fee taking into account the complexity and difficulty of the services provided by the WFOE, the time incurred by the WFOE's employees for the provision of the services, the actual services and commercial value of the services provided by the WFOE, and the prevailing market rates for the same type of services.

Intellectual property rights: The WFOE shall enjoy exclusively the rights, interests and intellectual property arising from the performance of the Exclusive Technological Consultation and Services Agreement, including but not limited to copyrights, trademarks, patents, technology secrets and trade secrets, irrespective of whether they are developed by the WFOE or the OPCO, unless the relevant government authority requires such rights to be held by the OPCO or if such rights are the prerequisites for the OPCO to renew its operating licence and permit.

費用釐定：服務費應按年度支付，並基於從OPCO在相關財政年度產生的收入中扣除WFOE批准的所有成本和費用來計算。此外，WFOE有權在未徵得OPCO同意的情况下，根據OPCO的服務範圍、運營條件和發展需求調整服務費。WFOE應考慮到WFOE提供的服務的複雜性和難度、WFOE僱員提供服務的時間、WFOE所提供服務的實際服務價值和商業價值以及同一類型服務的現行市場費率，從而確定服務費。

知識產權：WFOE應獨家享有因履行獨家技術諮詢和服務協議而產生的一切權利、利益和知識產權(包括但不限於版權、商標、專利、技術秘密和商業秘密，無論是由WFOE或OPCO開發)，除非有關政府當局要求OPCO持有這些權利，或如果這些權利是OPCO延長營業執照和許可證的先決條件。

REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

(2) The Exclusive Business Co-operation Agreement

Date: 8 February 2021

Parties: (i) the WFOE;
(ii) the OPCO; and
(iii) the PRC Equity Owner.

Duration: From 8 February 2021 up until the OPCO is dissolved in accordance with the PRC laws. The WFOE may extend the term of the Exclusive Business Co-operation Agreement before expiry. The OPCO and the PRC Equity Owner shall have no right to terminate the Exclusive Business Co-operation Agreement before expiry. The WFOE may at any time terminate the Exclusive Business Co-operation Agreement by giving thirty (30) days' advance written notice to the OPCO and the PRC Equity Owner.

Major terms: Unless prior written consent has been obtained from the WFOE or its designated nominee(s), the OPCO shall not carry on any transaction or conduct any act that may materially adversely affect the assets, business, personnel, obligations, rights or operation of the OPCO, including but not limited to: (i) carrying out or conducting any activities or operating the OPCO in a manner that is beyond the OPCO's usual and ordinary scope of business; (ii) selling to, acquiring from or otherwise disposing to any third party any assets or rights (including but not limited to any intellectual property) worth more than RMB100,000; and (iii) assigning any rights and obligations of the OPCO under the Exclusive Business Co-operation Agreement to any third party.

(2) 獨家業務合作協議

日期：2021年2月8日

訂約方：(i) WFOE；
(ii) OPCO；及
(iii) 中國股權
擁有人。

年期：由二零二一年二月八日至OPCO根據中國法律解散。WFOE可在獨家業務合作權協議到期前進行協議延期。OPCO及中國股權擁有人無權在到期前終止獨家業務合作協議。WFOE可隨時向OPCO及中國股權擁有人發出三十(30)日事先書面通知終止獨家業務合作協議。

主要條款：除非取得WFOE或其指定代名人的事先書面同意，否則OPCO不得進行任何可能對OPCO資產、業務、人員、義務、權利或運營產生重大不利影響的交易或行為，包括但不限於：(i) OPCO以超出OPCO通常和一般業務範圍的方式開展或進行任何活動或經營；(ii)向任何第三方出售、獲取或以其他方式處置價值超過人民幣100,000元的任何資產或權利(包括但不限於任何知識產權)；(iii)將獨家業務合作協議下OPCO的任何權利和義務轉讓給任何第三方。

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The OPCO and the PRC Equity Owner shall accept and strictly implement the suggestions and instructions provided by the WFOE from time to time on matters such as employment and dismissal of employees, daily operation and management, and the financial management system of the OPCO. The OPCO and the PRC Equity Owner shall elect or appoint persons designated by the WFOE to serve as directors (or executive directors) and supervisors of the OPCO in accordance with the procedures prescribed by laws, regulations and the OPCO's articles of association, and shall procure the election and appointment of such persons designated by the WFOE as the chairman (if there is a board of directors), general manager, chief financial officer and other members of the senior management of the OPCO. The PRC Equity Owner shall sign a power of attorney to irrevocably authorise the WFOE to exercise all his shareholder's rights in the OPCO on his behalf (the **"Irrevocable Power of Attorney"**). The WFOE may in its sole discretion designate a nominee to exercise such shareholders' rights granted under the Irrevocable Power of Attorney.

OPCO和中國股權擁有人應接受並嚴格執行WFOE不時提供的，關於OPCO的員工聘用和解聘，日常經營管理，及財務管理制度等事項的建議和指示。OPCO和中國股權擁有人應按照法律、法規和OPCO章程規定的程序，選舉或任命WFOE指定的人員擔任OPCO的董事(或執行董事)及監事，並應選舉和任命WFOE指定的人員擔任OPCO的董事長(如設董事會)、總經理、首席財務官和高級管理層的其他成員。中國股權擁有人應簽署一份委託書，不可撤銷地授權WFOE代表其行使其在OPCO中的所有股東權利(「不可撤銷的授權委託書」)。WFOE可自行決定指定一名代名人行使根據不可撤銷的授權委託書授予的股東權利。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

(3) The Exclusive Purchase Right Agreement

- Date: 8 February 2021
- Parties: (i) the WFOE;
- (ii) the PRC Equity Owner; and
- (iii) the OPCO.

Duration: From 8 February 2021 up until all of the PRC Equity Owner's equity interest in the OPCO is transferred to the WFOE and/or its designated nominee in accordance with the Exclusive Purchase Right Agreement. Notwithstanding, the WFOE may at any time terminate the Exclusive Purchase Right Agreement by giving thirty (30) days' advance written notice to the PRC Equity Owner and the OPCO. Neither the PRC Equity Owner nor the OPCO shall have the right to terminate the Exclusive Purchase Right Agreement on his/its own initiative.

Major terms: The PRC Equity Owner unconditionally and irrevocably granted the WFOE an exclusive right to, to the extent permissible under the PRC laws, purchase or nominate any third party to purchase, on one or more occasions, all or part of the PRC Equity Owner's equity interest in the OPCO. The purchase price shall be the lower of: (i) the actual amount contributed by the PRC Equity Owner to acquire the registered capital of the OPCO; or (ii) the lowest price permissible under the PRC laws (the "**Permissible Minimum Price**") (Note 1).

(3) 獨家購買權協議

- 日期：2021年2月8日
- 訂約方：(i) WFOE；
- (ii) 中國股權擁有人；及
- (iii) OPCO。

年期：由二零二一年二月八日起，直到根據獨家購買權協議中國股權擁有人於OPCO的權益全部轉移到WFOE及／或其指定代名人。儘管如此，WFOE可隨時向中國股權擁有人及OPCO發出三十(30)日事先書面通知終止獨家購買權協議。中國股權擁有人及OPCO均無權自行終止獨家購買權協議。

主要條款：中國股權擁有人無條件地且不可撤銷地授予WFOE獨家權利，在中國法律允許的範圍內，購買或指定任何第三方在一種或多種情況下購買中國股權擁有人在OPCO的全部或部分股權。購買價格需為以下兩者中的較低者：(i)中國股權擁有人為獲得OPCO註冊資本而出資的實際金額；或(ii)中國法律允許的最低價(「法律允許的最低購買價」)(附註1)。

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董事會報告(續)

Unless with the prior written consent of the WFOE, neither the PRC Equity Owner nor the OPCO shall assign or transfer any of his/its rights and obligations under the Exclusive Purchase Right Agreement. The obligations under the Exclusive Purchase Right Agreement shall be binding on the PRC Equity Owner, the OPCO and any of his/its successors, assignees and transferees. Upon prior written notice given to the PRC Equity Owner, the WFOE may, to the extent permissible under the PRC laws, assign all or any of its rights and obligations under the Exclusive Purchase Right Agreement to any third party.

Note 1: As advised by Jincheng Tongda & Neal (the “**PRC Legal Advisers**”), under the PRC laws, there is no legal requirement on the value of the Permissible Minimum Price. The Permissible Minimum Price is to be agreed between the parties, and for illustration purpose, it can be as low as RMB1. Nevertheless, if the Group is to acquire all the equity interest in the OPCO (assuming there is no restriction on foreign investment) and if the consideration/equity transfer income for the equity interest of the OPCO received by the PRC Equity Owner is regarded as too low and without any reasonable ground, pursuant to the Measures for the Administration of Individual Income Tax on Equity Transfer Income (for Trial Implementation)* (《股權轉讓所得個人所得稅管理辦法(試行)》), the tax authority may assess such equity transfer income and charge 20% tax thereof.

除非獲得WFOE事先書面同意，中國股權擁有人及OPCO均不得分配及轉讓其在獨家購買權協議下的任何權利及義務。獨家購買權協議規定的義務對中國股權擁有人、OPCO及其任何繼承人、受讓人及承讓人均具有約束力。在事先書面通知中國股權擁有人後，WFOE可在中國法律允許的範圍內，將其獨家購買權協議下的所有或任何權利和義務轉讓給任何第三方。

附註1：金誠同達律師事務所(「**中國法律顧問**」)表示，根據中國法律，並無法律允許的最低購買價值的法律規定。法律允許的最低購買價將由訂約方協定，為方便說明，有關購買價可低至人民幣1元。然而，倘本集團要收購OPCO全部股權(假設並無外資限制)及倘中國股權擁有人就OPCO股權收取的代價／股權轉讓所得被視為過低且沒有任何合理根據，根據《股權轉讓所得個人所得稅管理辦法(試行)》，稅局可就有關股權轉讓所得評稅並徵收20%稅項。

REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

Undertaking and covenants: The PRC Equity Owner undertook (inter alia) that, prior to the exercise of the exclusive purchase right by the WFOE or its designated nominee to acquire all of the equity interest in the OPCO, he shall not, without prior written consent from the WFOE or its designated nominee: (i) increase or reduce the OPCO's registered capital or otherwise change the registered capital structure of the OPCO; (ii) procure the OPCO to enter into or carry on any transactions or actions that will materially adversely affect the assets, responsibilities, operations, equity, and other legal rights of the OPCO (except those which are in its usual and ordinary course of business or those disclosed to and with the prior written consent of the WFOE); (iii) sell, transfer, pledge or otherwise dispose of any legal or beneficial interest in the OPCO's equity, or allow any other security interest to be placed on it, or procure the shareholders' meetings of the OPCO to approve these acts.

In addition, the PRC Equity Owner and the OPCO jointly and severally undertook that, prior to the exercise of the exclusive purchase right and acquisition of all of the equity interest in the OPCO by the WFOE or its designated nominee, the OPCO shall not, without written consent from the WFOE or its designated nominee commit certain acts, including but not limited to (i) entering into any transaction that will or may have a material adverse effect on the OPCO's assets, responsibilities, operations, equity and other legal rights (other than in its usual and ordinary course of business, or prior disclosure has been made and written consent has been given by the WFOE); (ii) distributing dividends or equity entitlements in any form to its shareholders; and (iii) dissolving or liquidating (unless mandatorily required by the PRC laws).

承諾和契諾：中國股權擁有人承諾，在WFOE或其指定的代名人行使獨家購買權收購OPCO的全部股權之前，未取得WFOE或其指定代名人書面同意，其不得：(i)增加或減少OPCO的註冊資本或以其他方式改變OPCO的註冊資本結構；(ii)促使OPCO進行對OPCO的資產、責任、運營、股權和其他法律權利產生重大不利影響的任何交易或實施行動（除在通常和正常業務過程中的交易或行動或向WFOE披露並經WFOE事先書面同意的交易或行動）；(iii)出售、轉讓、質押或以其他方式處置OPCO股權中的任何合法或受益權，或允許將任何其他擔保權益置於其之上，或促使OPCO的股東會批准這些行為。

此外，中國股權擁有人 and OPCO共同和分別承諾，在WFOE或其指定代名人行使獨家購買權和收購OPCO的所有股權之前，未經WFOE或其指定代名人書面同意，OPCO不得：(i)出售、轉讓、質押或以其他方式處置OPCO的任何資產、業務或收入，或對OPCO的資產、業務或收入設定任何其他擔保權益（除通常和正常業務外，或事先向WFOE披露，並得到WFOE的書面同意）；(ii)以任何形式向股東分配股息或股本權益；及(iii)解散或清算（除非中國法律有強制要求）。

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(4) The Equity Pledge Agreement

Date: 8 February 2021

Parties: (i) the WFOE;

(ii) the PRC Equity Owner; and

(iii) the OPCO.

Duration: Effective upon the Equity Pledge Agreement being duly executed and registered by the relevant administrative authority and shall remain binding until the WFOE's written confirmation of the discharge by the PRC Equity Owner and the OPCO of all their obligations under the Exclusive Technological Consultation and Services Agreement, the Exclusive Business Co-operation Agreement, the Loan Agreement, the Exclusive Purchase Right Agreement and the Irrevocable Power of Attorney (the "**Contractual Obligations**").

Major terms: The PRC Equity Owner agreed to pledge all of his equity interest in the OPCO and any interests arising therefrom during the term of the Equity Pledge Agreement in favour of the WFOE to secure the due performance of the Contractual Obligations and as guarantee for all the representations, undertakings and/or warranties made to the WFOE by the PRC Equity Owner or the OPCO under the Exclusive Technological Consultation and Services Agreement, the Exclusive Business Co-operation Agreement, the Loan Agreement, the Exclusive Purchase Right Agreement and the Irrevocable Power of Attorney.

(4) 股權質押合同

日期：2021年2月8日

訂約方：(i) WFOE；

(ii) 中國股權
擁有人；
及

(iii) OPCO。

年期：於股權質押合同正式簽署，經有關行政機關登記後生效，並直至WFOE書面確認中國股權擁有人和OPCO全面履行其於獨家技術諮詢和服務協議、獨家業務合作協議、借款協議、獨家購買權協議和不可撤銷的授權委託書（「**合同義務**」）下的所有責任止之前，持續具有約束力。

主要條款：中國股權擁有人同意將其OPCO的所有股權以及其在股權質押合同期間產生的任何利益質押給WFOE，以確保合同義務的適當履行，並作為中國股權擁有人或OPCO根據獨家技術諮詢和服務協議、獨家業務合作協議、借款協議、獨家購買權協議和不可撤銷的授權委託書向WFOE作出的所有陳述、承諾和／或保證的擔保。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

(5) The Spousal Consent Letter

Date: 8 February 2021

Parties: Ms. Zhao (the spouse of the PRC Equity Owner)

Major terms: Ms. Zhao unconditionally and irrevocably agreed, confirmed and undertook that:

- (i) she does not possess any rights or entitlements to the equity interest of the OPCO;
- (ii) all the equity interest held by the PRC Equity Owner in the OPCO and all the benefits derived therefrom shall not form part of the matrimonial property between her and the PRC Equity Owner;
- (iii) the performance, amendments, termination and execution by the PRC Equity Owner of the Equity Pledge Agreement, the Exclusive Business Co-operation Agreement, the Irrevocable Power of Attorney and the Exclusive Purchase Right Agreement (the “**Transaction Documents**”) did not require her authorisation or consent;
- (iv) she shall sign all necessary documents and take all necessary actions to ensure the due performance of the Transaction Documents (as amended from time to time); and
- (v) if she shall acquire any equity interest in the OPCO for any reason, she shall be bound by and comply with the Transaction Documents (as amended from time to time), and upon the WFOE’s request, she shall sign a series of documents essentially with the same form and content as the Transaction Documents (as amended from time to time).

(5) 配偶同意函

日期： 2021年2月8日

訂約方： 趙女士（中國股權擁有人的配偶）

主要條款：趙女士無條件和不可撤銷地同意、確認和承諾：

- (i) 其對OPCO的股權沒有任何權利或權益；
- (ii) 中國股權擁有人所持OPCO全部股權以及該等股權產生的所有利益不構成其與中國股權擁有人之間的婚姻財產的一部分；
- (iii) 中國股權擁有人履行、修改、終止和執行股權質押合同、獨家業務合作協議、不可撤銷的授權委託書和獨家購買權協議（「**交易文件**」）不需要其授權或同意；
- (iv) 其應簽署所有必要文件，並採取一切必要行動，確保交易文件（不時修訂）得到適當履行；及
- (v) 因任何理由，若其獲得OPCO任何股權，其應受交易文件（不時修訂）的約束並予以遵守，並基於WFOE的要求，其應簽署一系列文件，其形式和內容與交易文件（不時修訂）相同。

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(6) The Loan Agreement

Date: 8 February 2021

Parties: (i) the WFOE; and
(ii) the PRC Equity Owner.

Duration: The term of the loan granted under the Loan Agreement shall commence from the date of the Loan Agreement for five years, which shall be automatically renewed for another five years and a further five years after expiration of each period of automatic renewal.

Major terms: The WFOE shall provide to the PRC Equity Owner a non-interest bearing loan in the sum of RMB10,000,000, and the PRC Equity Owner shall accept such loan in accordance with the Loan Agreement. Such loans will be used for the PRC Equity Owner's contribution to the paid-up capital of the OPCO. The loan will become due and payable upon the WFOE's demand under any of the following circumstances:

- (i) the PRC Equity Owner is dead, or has limited or no civil capacity;
- (ii) the PRC Equity Owner engages in any criminal acts or is involved in any criminal activities;
- (iii) failure of the PRC Equity Owner to repay any debts owed by him or taking up of any material personal debts which may affect his ability to repay the loans under the Loan Agreement; or

(6) 借款協議

日期：2021年2月8日

訂約方：(i) WFOE；及
(ii) 中國股權擁有人。

年期：根據借款協議授予的借款期限應從借款協議之日起開始五年，該借款協議應自動續延五年，並在每一自動續延期屆滿後再續延五年。

主要條款：WFOE應向中國股權擁有人提供一筆金額為人民幣10,000,000元的無息借款，中國股權擁有人應按照借款協議接受該借款。這些借款將用於中國股權擁有人對OPCO繳足股本的出資。在下列任何一種情況下，貸款將根據WFOE的要求到期和支付：

- (i) 中國股權擁有人死亡，或者為限制民事行為能力或沒有民事行為能力；
- (ii) 中國股權擁有人從事任何犯罪行為或參與任何犯罪活動；
- (iii) 中國股權擁有人不能償還其所欠的任何債務，或其承擔了可能影響其償還本借款協議下借款之能力的重大個人債務；或

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- (iv) the WFOE gives written notice to the PRC Equity Owner in accordance with the Loan Agreement to exercise its right to purchase the equity interest in the OPCO to the extent permissible under the PRC laws.

- (iv) 根據借款協議，WFOE向中國股權所有人發出書面通知，在中國法律允許的範圍內行使其購買OPCO股權的權利。

Dispute resolution clauses

The VIE Agreements are governed by and will be construed in accordance with the PRC laws. Any dispute arising from the VIE Agreements between the parties should first be resolved through negotiation. In case the dispute cannot be resolved within 30 days, any party may submit the said dispute to the Zhuhai Arbitration Commission* (珠海仲裁委員會) in accordance with its arbitration rules. The arbitrators may award remedies over the equity interest or assets of the OPCO, grant injunctive relief (e.g. mandatory transfer of assets) and/or order the winding up of the OPCO. The results of the arbitration shall be final and binding. When the arbitral award is granted, any party can apply for its enforcement in any courts of competent jurisdictions such as courts in Hong Kong, the PRC and locations where the principal assets of the WFOE or the OPCO are located.

爭議解決條款

VIE協議受中國法律規管並將根據中國法律詮釋。各方之間由VIE協議所導致的任何爭議應首先通過協商解決。倘糾紛無法於30日內解決，任何一方可將有關糾紛提交珠海仲裁委員會根據其仲裁規則解決。仲裁員可對OPCO的股權或資產頒佈補救措施、禁制令(例如強制轉讓資產)及/或責令將OPCO清盤。仲裁結果具有終局性和約束力。仲裁判決一經授出，任何一方可於有管轄權的任何法院(如香港、中國及WFOE或OPCO主要資產所在地的法院)申請強制執行。

4. Revenue and assets subject to the Contractual Arrangement

The consolidated total revenue of the OPCO for the year ended 31 December 2022 was approximately RMB0.3 million. The consolidated total assets and net assets of the OPCO as at 31 December 2022 amounted to approximately RMB9.6 million and approximately RMB1.3 million respectively.

4. 合約協議下的收入和資產

截至2022年12月31日止之年度，OPCO的綜合總收入約為人民幣0.3百萬元。於2022年12月31日綜合總資產和淨資產分別約為人民幣9.6百萬元和人民幣1.3百萬元。

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5. *Background and reasons for use of the Contractual Arrangement*

Regulations on foreign-invested telecommunications

According to the Regulations on the Administration of Foreign-invested Telecommunication Enterprises (2016 Amended)* (《外商投資電信企業管理規定(2016年修訂)》) (the “**FITE Regulations**”), (i) the ratio of investment by a foreign investor in a company providing value-added telecommunications services shall not exceed 50%, and (ii) a foreign investor who invests in a value-added telecommunications services company shall have a good track record and operational experience in providing value-added telecommunications business (the “**Qualification Requirement**”) in the PRC.

According to the Administrative Measures of Foreign Investment Admission (Negative List) (2020 Revision)* (《外商投資准入特別管理措施(負面清單)(2020年版)》) (the “**2020 Negative List**”), value-added telecommunications businesses are classified as industries where foreign investments are restricted, and the proportion of foreign investment shall not exceed 50% (except for e-commerce, domestic multi-party communication, storage and forward, and call centre businesses).

Reasons for adopting the Contractual Arrangement

Pursuant to the FITE Regulations and the 2020 Negative List, (i) the ratio of investment by a foreign investor in a company providing value-added telecommunications services shall not exceed 50%; and (ii) a foreign investor who invests in a value-added telecommunications services company shall have the Qualification Requirement in the PRC.

5. *使用合約協議的背景及理由*

外商投資電信管理條例

根據《外商投資電信企業管理規定(2016年修訂)》(「**FITE法規**」)，(i)外國投資者對提供增值電信服務的公司的投資比例不得超過50%；及(ii)投資增值電信服務公司的外國投資者，在提供增值電信業務(「**資格要求**」)方面，應具有良好的歷史記錄和業務經驗。

根據《外商投資准入特別管理措施(負面清單)(2020年版)》(「**2020年負面清單**」)，增值電信業務被歸類為限制外國投資的行業，外國投資比例不得超過50%(電子商務、國內多方通訊、存儲轉發以及呼叫中心業務除外)。

採納合約協議的理由

根據FITE法規和2020年負面清單，(i)外國投資者對提供增值電信服務的公司的投資比例不得超過50%；及(ii)外國投資者對增值電信服務公司的投資應符合中國的資格要求。

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As advised by the PRC Legal Advisers, there lacks a clear guidance or interpretation on the Qualification Requirement. Furthermore, due to the foreign ownership restrictions as outlined above and based on the formal consultation with the officer of the Guangdong Communications Administration by the PRC Legal Advisers on 19 November 2020, since the Group had no operational experience in value-added telecommunications business in the PRC nor had it previously acquired any equity interest in a PRC enterprise engaged in telecommunications business, the PRC Legal Advisers have taken the view that from a regulatory perspective, unless it is through Contractual Arrangement, the Group would not be able to engage in the value-added telecommunications business in the PRC directly or hold any equity interest of the OPCO. In the event that the Group holds any equity interest in the OPCO, the application to renew the VAT Licence of the OPCO would not be approved. The PRC Legal Advisers have confirmed that all possible actions or steps taken to enable it to reach its legal conclusions had been taken.

As advised by the PRC Legal Advisers, the Group has reasonably assessed the requirements under all applicable rules, committed financial and other resources and implemented all the PRC Legal Advisers' recommendations prior to establishing the Contractual Arrangement.

In view of the above, the VIE Agreements were entered into among the WFOE, the OPCO and the PRC Equity Owner. Through the VIE Agreements, the WFOE will have effective control over the finance and operation of the OPCO and will enjoy the entire economic interests and benefits generated by the OPCO despite the lack of registered equity ownership.

正如中國法律顧問所建議的，現對於資格要求缺乏明確的指導或解釋。此外，由於上文所述的外國所有權限制，並根據中國法律顧問就於二零二零年十一月十九日與廣東省電信管理局政府人員的正式諮詢，由於本集團在中國沒有增值電信業務的業務經驗，而且以前也沒有在中國從事電信業務的企業中獲得任何股權，中國法律顧問認為，從監管的角度來看，除非通過合約協議，本集團將無法直接在中國從事增值電信業務，也無法持有OPCO的任何股權。如果本集團持有OPCO的股權，延長OPCO的VAT許可證的申請將不予批准。中國法律顧問確認，已採取一切可能的行動或步驟，使其能夠得出法律結論。

根據中國法律顧問的建議，本集團合理地評估了所有適用規則下的要求，承諾財務和其他資源，並在訂立合約協議之前執行了中國法律顧問的所有建議。

鑒於上述情況，WFOE、OPCO和中國股權擁有人訂立VIE協議。通過VIE協議，WFOE將實際控制OPCO的財務和運營，並在即使缺乏登記股權所有權的情況下仍將享受OPCO產生的全部經濟利益及得益。

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The Company has discussed with its auditors and confirms that the financial results of the OPCO has been and will be consolidated into the consolidated financial statements of the Group under the prevailing accounting principles. On the basis of the aforesaid confirmation and pursuant to Rule 1.01 of the Listing Rules, the Company further confirms that the OPCO is an indirect subsidiary of the Company as 100% of its equity interest is attributable to the Company through the WFOE.

Commercial Benefits of the Transactions

The Group aims to become the world's leading supplier of Fintech products and services and a leader in the financial payment products. Accordingly, the Group has been actively looking for opportunities to tap into the Subject Business, including the Restricted Business. As outlined above, due to the foreign ownership restriction, the Group would not be able to engage in the Restricted Business other than adopting the Contractual Arrangement (namely, entering into the VIE Agreements). After in-depth discussion of the management of the Company, it was decided that the PRC Equity Owner, who is a deemed connected person of the Company and a current employee of the Group and as such whose interest would be more aligned with that of the Group and the potential conflict of interest would be mitigated, is a suitable person to establish the OPCO with the principal business of offering information service platform for online data processing and transactions processing services as well as information service businesses which will then enter into the Contractual Arrangement with the Group.

本公司已與審計人員討論並確認，根據現行會計原則，OPCO的財務業績將並入本集團的綜合財務報表。基於上述確認及根據上市規則第1.01條，本公司進一步確認，OPCO將為本公司的一間間接附屬公司，而本公司透過WFOE應佔其100%股權。

交易產生的商業效益

本集團的目標是成為世界領先的金融科技產品和服務供應商和金融支付產品的領導者。因此，本集團一直在積極尋找機會，開拓包括限制性業務在內的標的業務。如上所述，由於外國所有權限制，除通過採用合約協議（即簽訂VIE協議），本集團將不能從事受限制的業務。經本公司管理層內部深入地討論並決定，中國股權擁有人作為本公司的一名關連人士和本集團的一名現任僱員，其利益將與本集團的利益更加一致，且潛在利益衝突可得到緩解，其應為設立OPCO的合適人員。OPCO的主營業務為提供在線數據處理和交易處理服務以及信息服務業務的信息服務平台，並將隨後與本集團訂立合約協議。

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Apart from the regulatory benefits, adopting the Contractual Arrangement will bring the following commercial benefits to the Group:

- (i) It allows the Group to have effective control over the finance and operation of the OPCO and to enjoy the entire economic interests and benefits granted by the OPCO. By introducing the Subject Business, the OPCO will create a new business driver to the Company and generate a long-term return to the Shareholders.
- (ii) It enables the Group to obtain the VAT Licence necessary for providing the value-added telecommunication services in the PRC and enhances the competitiveness and adaptability of the Group in the market.

6. Risks relating to the Contractual Arrangement

The Group will bear economic risks which may arise from financial difficulties in the operation of the OPCO

As the primary beneficiary of the OPCO, the Group will bear economic risks which may arise from financial difficulties in the operation of business of the OPCO. In such events, the WFOE will have to provide financial support to the OPCO. Accordingly, the Group's financial results and financial position may be adversely affected by the worsening financial performance of the OPCO and the need to provide financial support to the OPCO. As discussed above, none of the VIE Agreements provides that the WFOE is obliged to share the losses of the OPCO or provide financial support to the OPCO. However, since the Group conducts the Subject Business through the OPCO and the financial results of the OPCO would be consolidated into the financial statements of the Group, any losses suffered by the OPCO would be reflected in the Group's consolidated financial statements and the Group's consolidated financial position such as the consolidated earnings and profits would be adversely affected.

除監管利益外，透過合約協議可為本集團帶來以下商業利益：

- (i) 它使本集團能夠有效控制OPCO的財務和運作，並享有OPCO帶來的全部經濟利益及得益。通過引入標的業務，OPCO將為本公司創造一個新的商業驅動力，並為股東創造長期回報。
- (ii) 它使本集團能夠獲得在中國提供增值電信服務所需的VAT許可證，並提高本集團在市場上的競爭力及適應性。

6. 與合約協議有關的風險

本集團可能須承受因OPCO業務經營困難而產生的經濟風險

作為OPCO的主要受益人，本集團將承受可能因OPCO業務經營困難而產生的經濟風險。在這種情況下，WFOE將需要向OPCO提供財務支援。因此，本集團的財務業績及財務狀況或會因OPCO的財務表現轉差及需要向OPCO提供財務支援而受到不利影響。正如上述討論，VIE協議並無規定WFOE有義務分擔OPCO的損失或為OPCO提供財政支援。然而，由於本集團透過OPCO開展標的業務，而OPCO的財務業績已並入本集團的財務報表，OPCO蒙受的任何虧損將反映於本集團的綜合財務報表內，本集團的綜合財務狀況（如綜合收入及溢利）將受到不利影響。

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There is no assurance that the VIE Agreements could comply with future changes in the regulatory requirements in the PRC and the PRC Government may determine that the VIE Agreements do not comply with applicable regulations

Despite there is currently no indication that the VIE Agreements will be interfered or objected by any PRC regulatory authorities, the PRC Legal Advisers have advised that there is a possibility that the relevant PRC regulatory authorities may have different opinions on the interpretation of the relevant regulations and would not agree that the VIE Agreements comply with the PRC laws, and the authorities may deny the validity, effectiveness and enforceability of the VIE Agreements.

Substantial uncertainties exist with respect to the interpretation and implementation of the Foreign Investment Law and how it may impact the viability of the current corporate structure, corporate governance and business operations

The Foreign Investment Law stipulates certain forms of foreign investment. However, the Foreign Investment Law does not explicitly stipulate the contractual arrangements as a form of foreign investment.

概不保證VIE協議可符合中國監管規定日後變動，而中國政府可能釐定VIE協議並不符合適用法規

儘管目前並無跡象表明VIE協議將受到任何中國監管機關干預或反對，惟中國法律顧問表示，中國相關監管機關可能會對相關法規的詮釋有不同意見及不同意VIE協議乃符合中國法律，而有關機關可能拒絕承認VIE協議的有效性、效力及可強制執行性。

在《外商投資法》的解釋和執行方面，以及在如何影響目前公司結構、公司治理和業務運作的可行性方面，存在著很大的不確定性

《外商投資法》規定了若干形式的外國投資。然而，《外國投資法》沒有明確規定合約協議是一種外國投資形式。

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As discussed above and advised by the PRC Legal Advisers, since contractual arrangements are not specified as investments under the Foreign Investment Law, and if future laws, administrative regulations and provisions of the State Council do not incorporate contractual arrangements as a form of foreign investment, the Contractual Arrangement as a whole and each of the VIE Agreements will not be affected. Notwithstanding the above, the Foreign Investment Law stipulates that foreign investment includes “foreign investors invest through any other methods under laws, administrative regulations or provisions prescribed by the State Council”. Therefore, there are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a form of foreign investment, and in such events it would be uncertain whether the Contractual Arrangement will be recognised as foreign investment, whether the Contractual Arrangement will be deemed to be in violation of the foreign investment access requirements. Therefore, there is no guarantee that the Contractual Arrangement and the business of the OPCO will not be materially and adversely affected in the future.

The Contractual Arrangement may not be as effective as direct ownership in providing control over the OPCO

The Group relies on the Contractual Arrangement to operate the business of the OPCO. The Contractual Arrangement may not be as effective in providing the WFOE with control over the OPCO as direct ownership. If the WFOE has direct ownership of the OPCO, it will be able to exercise its rights as a shareholder to effect changes in the board of directors of the OPCO, which in turn could effect changes, subject to any applicable fiduciary obligations, at the management level. However, under the VIE Agreements, the Group relies on the performance by the PRC Equity Owner of his obligations under the VIE Agreements to exercise control over the OPCO. Therefore, the VIE Agreements with the PRC Equity Owner may not be as effective in ensuring the WFOE’s control over the OPCO as direct ownership would be.

如上文所述，並由中國法律顧問提出建議，由於《外商投資法》沒有規定合約協議為投資，如果未來的法律、行政法規和國務院的規定沒有將合約協定作為外商投資的一種形式，則整個合約協議和每一項VIE協議都不會受到影響。儘管如此，《外商投資法》規定，外商投資包括「外國投資者根據法律、行政法規或國務院規定的其他方式進行的投資」。因此，未來的法律、行政法規或國務院的規定有可能將合約協議視為外國投資的一種形式，在這種情況下，不確定合約協議是否將被認定為外國投資，合約協議是否將被視為違反外國投資准入要求。因此，不保證合約協議和OPCO業務在未來不受到重大及不利影響。

合約協議在提供對OPCO控制權方面的效用可能不及直接擁有權

本集團依靠根據合約協議經營OPCO的業務。有關合約協議在為WFOE提供對OPCO控制權方面的效用可能不及直接擁有權。倘WFOE具有OPCO的直接擁有權，其將可行使身為股東的權利以改變OPCO的董事會，繼而於任何適用受信義務規限下作出管理變動。然而，根據VIE協議，本集團依靠中國股權擁有人履行其於VIE協議項下的責任而控制OPCO。因此，與中國股權擁有人訂立的VIE協議在確保WFOE對OPCO控制權方面的效用可能不及直接擁有權。

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The PRC Equity Owner may potentially have a conflict of interest with the Group

The Group's control over the OPCO is based on the Contractual Arrangement. Therefore, conflict of interests of the PRC Equity Owner will adversely affect the interests of the Company. Conflict of interests may occur when the interest of the PRC Equity Owner no longer align with that of the Group. In such events, the PRC Equity Owner may breach or cause the OPCO to breach the VIE Agreements. If the Group fails to resolve this internally, it may have to resort to dispute resolution, other legal means, or ultimately removing and replacing the PRC Equity Owner, which might affect the WFOE's business, prospects or results of operation and the investors' confidence in the Contractual Arrangement.

Certain terms of the VIE Agreements may not be enforceable under the PRC laws

The VIE Agreements provide that the arbitration tribunal of the PRC may award remedies over the equity interest or assets of the OPCO (e.g. in relation to its conduct of business, transfer of assets and equity interest) or winding up of the OPCO. The VIE Agreements also provide that any party thereto may seek temporary injunctive relief from the courts in Hong Kong, the PRC and the location where the principal assets of the Company or the OPCO are located.

However, the PRC Legal Advisers have taken the view that pursuant to the PRC laws, the arbitration tribunal may have no power to grant the aforementioned remedies or injunctive relief or to order the winding up of the OPCO. In addition, even though the VIE Agreements provide that overseas courts (e.g. courts in Hong Kong) shall have the power to grant certain relief or remedies, such relief or remedies may not be recognised or enforced under the PRC laws. As a result, in the event that the OPCO or any of the PRC Equity Owner breaches the terms of the VIE Agreements, the Company may not be able to obtain sufficient remedies in a timely manner, and its ability to exert effective control over the OPCO may be materially and adversely affected.

中國股權擁有人可能與本集團存在利益衝突

本集團對OPCO的控制權乃基於合約協議。因此，中國股權擁有人的利益衝突將對本公司的利益構成不利影響。當中國股權擁有人的權益不再與本集團相一致時，便可能出現利益衝突。在這種情況下，中國股權擁有人可能違反或促使OPCO違反VIE協議。倘本集團未能內部解決此事，或須訴諸爭議調解、其他法律途徑或最終罷免及更換中國股權擁有人，這可能影響WFOE業務、預期或經營結果，及投資者對合約協議的信心。

根據中國法律VIE協議若干條款未必可強制執行

VIE協議規定中國仲裁庭可就OPCO的股權或資產頒佈補救措施(例如與經營業務或轉讓資產及股權相關)或責令將OPCO清盤。VIE協議還規定，相關訂約方可向香港、中國及本公司或OPCO主要資產所在地的法院尋求臨時禁制令。

然而，中國法律顧問認為，根據中國法律，仲裁庭可能無權授出上述補救措施或禁制令或責令將OPCO清盤。此外，即使VIE協議規定海外法院(例如香港法院)將有權授出若干濟助或補救措施，該等濟助或補救措施未必可根據中國法律予以承認或強制執行。因此，倘OPCO或任何中國股權擁有人違反VIE協議的條款，本公司未必能夠及時獲授足夠補救措施，而其對OPCO施加實際控制的能力可能受到重大不利影響。

Limitations in acquiring ownership in the equity interest of the OPCO

In case the WFOE exercises its option to acquire all or part of the equity interest of the OPCO under the Exclusive Purchase Right Agreement, such acquisition may only be conducted to the extent permissible under the PRC laws and will be subject to necessary approvals and relevant procedures under the PRC laws. In addition, the aforementioned acquisitions may be subject to a minimum price limitation (such as an appraised value for the entire equity interest in the OPCO) or other limitations as imposed by the applicable PRC laws. Further, a substantial amount of taxes, other necessary costs (if any), expenses and time may be involved in acquiring and transferring the ownership of the OPCO, which may have a material adverse impact on the WFOE and/or the OPCO's businesses, prospects and results of operation.

The Company does not have any insurance which covers the risks relating to the VIE Agreements and the transactions contemplated thereunder

The insurance of the Group does not cover the risks relating to the VIE Agreements and the transactions contemplated thereunder. If any risk arises from the VIE Agreements in the future, such as those affecting the enforceability of the VIE Agreements and the operation of VIE Agreements, the results of the Group may be adversely affected. To this end, the Group will monitor the relevant legal and operational environment from time to time to comply with the applicable laws and regulations. The Company will continue evaluating the feasibility, the cost and the benefit of insuring the transactions contemplated under the VIE Agreements.

收購OPCO股權擁有權的限制

倘WFOE行使其選擇權收購獨家購買權協議下全部或部分OPCO股權，該收購僅可在適用中國法律許可情況下進行，並將須遵守適用中國法律下的所需批准及相關程序。此外，上述收購或須遵守適用中國法律的最低購買價限制（如OPCO的全部權益的評估值）或其他限制。此外，收購及轉讓OPCO擁有權或涉及大量稅收、其他必要費用（如有）、費用和時間，這可能對WFOE及／或OPCO的業務、前景及盈利能力造成重大不利影響。

本公司並無就與VIE協議及其項下擬進行交易有關的風險投保

本集團的保險並未涵蓋與VIE協議及其項下擬進行交易有關的風險。倘日後因VIE協議而產生任何風險（例如影響VIE協議的可執行性及VIE協議的運作），則本集團的業績可能受到不利影響。為此，本集團將不時監控相關法律及營運環境，以遵守適用法律法規。本公司將繼續評估就VIE協議項下擬進行交易投保的可行性、成本及效益。

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The VIE Agreements may not be subject to scrutiny of the PRC tax authorities and additional tax may be imposed

The Group could face adverse tax consequences if the PRC tax authorities determine that the arrangements under the VIE Agreements were not entered into based on arm's length negotiations, and as such the tax authorities may adjust income and expenses of the WFOE and/or the OPCO for the PRC tax purposes, which could result in higher tax liabilities on the WFOE and/or the OPCO. The operating and financial results of the WFOE may be adversely affected if the tax liabilities of the OPCO or those of the WFOE increase significantly or if they are required to pay interest on late payments and other penalties.

7. Internal control measures implemented by the Group

With a view to enhancing effective control over and safeguarding the assets of the OPCO, the Exclusive Purchase Right Agreement provides that the PRC Equity Owner shall not sell, transfer, pledge or otherwise dispose of any of his interests in the OPCO or create any encumbrances on them without the prior written consent of the WFOE. Under the Exclusive Purchase Right Agreement, the WFOE has the right to request for the OPCO's financial information to ascertain its consolidated profit before tax from time to time.

In addition, the Company has also put in place the following internal control measures:

- (i) the seals, chops, incorporation documents of the OPCO are kept at the office of the WFOE to the extent permissible under the PRC laws;
- (ii) the WFOE is involved in making corporate management and strategic planning of the OPCO;

VIE協議可能無須受中國稅務機關審查並須繳納額外稅項

倘中國稅務機關確定VIE協議項下的安排並非按公平磋商原則訂立，則本集團可能面對重大不利稅務後果，並且稅務機關可能就中國稅務目的調整WFOE及／或OPCO的收入及開支，此情況或會導致WFOE及／或OPCO的稅務負債增加。倘OPCO或WFOE的稅務負債大幅增加或須就逾期付款支付利息及其他罰款，則WFOE的經營及財務業績可能受到重大不利影響。

7. 本集團實施的內部監控措施

為加強對OPCO資產的有效控制及保障，獨家購買權協議規定，未經WFOE事先書面同意，中國股權擁有人不得出售、轉讓、質押或以其他方式處置於OPCO的任何權益，亦不准就此設立任何產權負擔。根據獨家購買權協議，WFOE有權不時要求索取OPCO的財務資料以不時確定其除稅前綜合溢利。

此外，本公司亦採取以下內部控制措施：

- (i) 在中國法律允許的情況下，將OPCO的印章、圖章及註冊文件保存在WFOE的辦事處；
- (ii) WFOE參與制訂OPCO的公司管理與業務計劃；

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

- (iii) the WFOE shall nominate directors, supervisors, general manager and other senior management staffs of the OPCO; and
- (iv) the WFOE is involved in assessing financial matters of the OPCO.

8. Material change

There has not been any material change in the Contractual Arrangement and/or the circumstances under which they were adopted during the year ended 31 December 2022.

9. Termination of Contractual Arrangement

The Company will unwind the Contractual Arrangement as soon as the PRC laws allow the Restricted Business to be operated without the Contractual Arrangement, and the Company or its nominee may acquire the equity interest in the OPCO held by the PRC Equity Owner and/or the assets of the OPCO are allocated to the Subject Business to the extent permissible under the PRC laws. In the event the WFOE exercises the right under the Exclusive Purchase Right Agreement to acquire the equity interest in the OPCO held by the PRC Equity Owner and/or the assets of the OPCO to unwind the Contractual Arrangement, each of the PRC Equity Owner and the OPCO has undertaken to return to the WFOE any consideration he/it shall receive.

However, as at 31 December 2022, there has not been any termination of the Contractual Arrangement.

- (iii) WFOE應提名OPCO的董事、監事、總經理和其他高級管理人員；及
- (iv) WFOE參與評估OPCO的財務事宜。

8. 重大變更

截至2022年12月31日止之年度內，合約協議及／或被採納的情形無任何重大變更。

9. 合約協議的終止

一旦中國法律允許在沒有合約協議的情況下經營受限制的業務，本公司將儘快解除合約協議，本公司或其被提名人可以獲得由中國股權所有者持有的OPCO的股權，並且／或將OPCO的資產在中國法律允許的範圍內分配給標的業務。倘WFOE行使獨家購買權協議下的權利收購中國股權擁有人所持OPCO股權及／或OPCO資產以解除合約協議，則中國股權擁有人及OPCO均應各自承諾將任何應收取的報酬退還予WFOE。

然而，於2022年12月31日，無任何合約協議終止。

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KEY RELATIONSHIPS

(i) Employees

Human resources are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly important. The Group wants to continue to be an attractive employer for committed employees.

The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills. The Group provides pre-employment and on-the-job training and development opportunities to its staff members. The training programs cover areas such as managerial skills, R&D capacity, innovative technologies, sales and production, customer services, quality control, workplace ethics, information security, compliance and legal and training of other areas relevant to the industry. In addition, the Group seriously consider all those valuable feedback from its employees for enhancing workplace productivity and harmony.

Generally, a salary review is conducted annually. Aside from basic remuneration, for all employees in the Chinese mainland, the Group provides employee with mandatory social security funds, pensions, work-related injury insurance, maternity insurance, medical and unemployment insurance, and full coverage of housing provident fund contributions in accordance with the applicable laws and regulations of the Chinese mainland. For employees in Hong Kong and other countries, the Group also makes contributions towards relevant insurance schemes, pension schemes and provident fund required by applicable local laws and regulations.

重要關係

(i) 員工

人力資源為本集團的最大資產之一，本集團高度重視員工的個人發展，且致力於繼續成為具吸引力僱主。

本集團致力以清晰的事業發展路徑以及提高和完善技能的機會激勵員工。本集團為員工提供職前及在職培訓及發展機會。培訓課程包括管理技能、研發能力、創新科技、銷售與生產、客戶服務、質量監控、工作操守、信息安全、合規法律及其他與行業相關範疇的培訓。此外，本集團會慎重考慮員工有關提升工作效率及和諧工作氣氛的所有寶貴反饋意見。

整體而言，本集團每年進行一次薪酬檢討。本集團根據內地的相關法律、法規為內地的全部員工提供退休、失業、工傷、生育和醫療等社會保險計劃。本集團亦按照內地規定為員工實施住房公積金計劃。對於本集團於香港及其他國家工作員工，亦按照當地適用的法律要求購買保險、退休金計劃及公積金。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Meanwhile the Group adopted the Pre-IPO Share Option Scheme (has expired on 3 December 2019), Share Option Scheme and Share Award Scheme to recognize and motivate the contribution of the employees and attract suitable personnel for the long-term growth and further strategic expansion of the Group. For the year ended 31 December 2022, no shares or share options have been granted or agreed to be granted to any selected participants or eligible employees (2021: Nil) under the Share Award Scheme and the Share Option Scheme, respectively.

(ii) Suppliers

The Group has developed long-standing relationships with a number of its suppliers and takes great care to ensure that they share the Group's commitment to quality and ethics. The Group carefully selects its suppliers and requires them to satisfy certain assessment criteria including track record, experience, financial strength, reputation, products qualities and quality control effectiveness. The Group also requires its suppliers to comply with the Group's anti-bribery policy.

(iii) Clients

The Group is committed to maintain and develop its diversified clients' portfolio consisting of the governmental organizations, world-leading financial institutions, transportations projects and multinational companies. The Group maximizes client value by offering professional and effective operation model and innovative and differentiated products and services, to intensify the interaction and viscosity between clients and the Group and enhances the client experience.

同時，本公司亦實施了首次公開發售前購股權計劃（已於2019年12月3日到期），購股權計劃以及股份獎勵計劃，以嘉獎和鼓勵員工之貢獻，吸引合適人才推動本集團戰略拓展。於截至2022年12月31日止之年度，沒有股份或購股權依照股份獎勵計劃和購股權計劃分別授予或同意授予任何計劃參與者或符合條件的員工（2021：無）。

(ii) 供應商

本集團已與多家供應商建立長期的合作關係，並盡力確保其遵守本集團對品質及道德的承諾。本集團審慎挑選供應商，並要求其滿足若干評估標準，包括跟踪記錄、經驗、財務實力、聲譽、產品質量及質量控制效力。本集團亦要求供應商遵守本集團的反賄賂政策。

(iii) 客戶

本集團致力於維護和擴大由政府組織、世界領先的金融機構、交通項目以及跨國企業所組成的多元化的客戶群。本集團秉承為客戶創造最大價值的理念，通過專業化、精準化的運營模式以及差異化的創新產品和服務，加強本集團與客戶間的互動和粘性，提升用戶體驗。

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REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries in the Chinese mainland and Hong Kong while the Company itself is listed on the Stock Exchange. The Group's operations accordingly shall comply with relevant laws and regulations in the Chinese mainland and Hong Kong. During the year 2022, the Group have complied with all the relevant laws and regulations in the Chinese mainland, Hong Kong and other regions where the Group's subsidiaries locate.

RESERVES

Details of movements in the reserves of the Group and the Company during the year 2022 are set out on pages 192 and 193 of this Annual Report and in Note 43 to the Consolidated Financial Statements on page 311 of this Annual Report respectively.

PROPERTY, PLANT AND EQUIPMENT

In February 2017, the Group acquired the 50-year land use right of a land parcel with new industry related use with RMB26,669,442 in Zhuhai. The total area is approximately 20,999.56 square meters situated in the No. 88, Zhiyun Road, Xiangzhou District, Zhuhai, Guangdong Province, where the operation of the Group is located, for the future development of the Group.

In October 2018, with the support of Zhuhai municipal government, the Group started the construction of "Zhuhai Fintech Center" on this land parcel, with a total construction area of approximately 56,000 square meters, which was capped in December 2019 and was be put into use in the 4th quarter 2022 as the Group's R&D center office and as R&D offices for attracting Fintech enterprises, and no more than 15% of the area of the center will be used as commercial rental. Through its own funds and bank loans, the total investment for the center has reached approximately RMB262.5 million by the end of 2022, and the Group expects the total investment for the center will be approximately RMB320.0 million. The Group will leveraging its own industry resources accumulated over the years in the field of Fintech to bring together global professionals in the IoT, intelligent security payment, data encryption, integrated circuits and other industries, and will jointly make forward-looking technological exploration and technological innovation in areas such as block chain, A.I., big data, biometrics and other areas.

遵守法律及法規

本集團的業務主要由本公司於中國內地和香港的附屬公司進行，而本公司本身於聯交所上市。因此，本集團之營運須遵守中國內地及香港的有關法律及法規。於2022年，本集團已遵守中國內地、香港和分支機構所在地的所有有關法律及法規。

儲備

本集團及本公司於2022年的儲備變動詳情分別載於本年度報告第192頁和193頁以及第311頁的綜合財務表附註43。

物業、廠房及設備

2017年2月，本集團在珠海以人民幣26,669,442元，取得位於廣東省珠海市香洲區志云路88號的一塊總面積為20,999.56平方米的新型產業用地的土地使用權，年期為50年，用於本集團未來發展。

2018年10月，在珠海市政府支持下，本集團在該地塊啟動〈珠海市金融科技中心〉建設，總建築面積約5.6萬平方米，已於2022年第四季度投入使用，作為本集團研發中心辦公室，以及作為吸納金融科技企業入駐的研發辦公樓使用，另將有不超過15%的面積用於商業配套出租。本集團通過自有資金和銀行貸款對該中心的總開發投資截至2022年底已達到約人民幣2.6億元，預計總投資額將達到約人民幣3.2億元。本集團將發揮自身在金融科技領域多年積累的產業資源，通過〈珠海市金融科技中心〉吸納物聯網、智能安全支付、數據加密、集成電路等多個熱門產業的全球專業人材，共同在區塊鏈、人工智能、大數據、生物識別等前瞻領域展開技術探索和科技創新。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

In 2016, the Group acquired the property located in 13th Floor, Bank of East Asia Harbour View Centre No. 56 Gloucester Road, Wanchai, Hong Kong for HKD178 million (equivalent to approximately RMB159.0 million) with a total area of 7857 feet. More than half of this property is used as the headquarters office of the Group, and the remainder is currently leased for office use by an independent third-party enterprise for 3 years from 1 March 2022.

Details of movements in the property, plant and equipment of the Group during the year 2022 are set out in Note 15 to the Consolidated Financial Statements on pages 277 and 278 of this Annual Report.

BANK LOANS

As at 31 December 2022, the Group had bank loans amounted to approximately RMB44.8 million (2021: Nil).

SHARE CAPITAL

Details of movements in the share capital of the Company during the year 2022 are set out in Note 33 to the Consolidated Financial Statements on pages 299 and 300 of this Annual Report.

DISTRIBUTABLE RESERVES OF THE COMPANY

The Company's reserves available for the distribution to the shareholders as at 31 December 2022 amounted to approximately RMB74.1 million (31 December 2021: approximately RMB99.5 million).

BUSINESS REVIEW AND FINANCIAL KEY PERFORMANCE

The business review of the Group for the year 2022 is set out in the Management Discussion and Analysis of this Annual Report, which forms part of this Directors' Report. An analysis of the Group's performance during the year 2022 using financial key performance indicators is provided in the section headed "Financial Highlights" on page 5 of this Annual Report.

FINANCIAL SUMMARY OF THE PAST FIVE YEARS

The results, assets and liabilities of the past five years of the Group are set out in the Financial Summary on page 312 of this Annual Report.

本集團於2016年，以1.78億港幣(折合約人民幣1.59億元)購得位於香港灣仔告士打道56號東亞銀行港灣中心13層的物業，總面積為7857英呎，超過一半作為本集團總部辦公室使用，剩餘部分目前出租給一獨立第三方企業作辦公用途，租約期從2022年3月1日開始，為期3年。

本集團物業、廠房及設備於2022年的變動詳情載於第277頁以及278頁綜合財務報表附註15。

銀行貸款

於2022年12月31日，本集團銀行借款約人民幣44.8百萬元(2021：無)。

股本

有關本公司於2022年的股本詳情載於本年度報告中第299頁以及300頁綜合財務報表附註33。

可供分派的儲備

本公司於2022年12月31日的可分派給股東的儲備約人民幣74.1百萬元(於2021年12月31日：約人民幣99.5百萬元)。

業績回顧及關鍵表現指標

本集團2022年度業績回顧請詳見本年報的管理層討論及分析部分，也是董事會報告的一部分內容。在本年報告第5頁的「財務摘要」部分列載了利用關鍵表現指標對本集團2022年度業績的分析。

五年財務概要

本集團於過去五個財政年度的業績、資產及負債概要載於本年報中第312頁之財務概要。

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INCENTIVE SCHEMES

(a) Share Option Scheme

The share option scheme was conditionally adopted pursuant to a written resolution passed by the shareholders of the Company on 15 November 2013 (the “**Share Option Scheme**”) for the primary purpose of recognising and acknowledging the contributions of any full-time or part-time employees, executives or officers, any Directors, any advisors, consultants, suppliers, customers and agents of the Group, or such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group, and the principle terms are as follows:

- (i) The maximum number of shares in respect of which options may be granted shall not exceed 10% of the total number of shares in issue at the date of listing of the shares of the Company on the Main Board of the Stock Exchange;
- (ii) The maximum entitlement of each eligible participant in any 12-month period up to the date of offer to grant shall not exceed 1% of the shares in issue as at the date of offer to grant;
- (iii) Options granted should be taken up on payment of HKD1.0 by the grantee on or before the relevant acceptance date. The exercise price is determined by the Directors of the Company at their discretion and will not be lower than the highest of: (a) the closing price of the ordinary shares on the Stock Exchange at the offer date, which must be a trading day; (b) the average closing price of the ordinary shares on the Stock Exchange for the five business days immediately preceding the offer date; and (c) the nominal value of the Company’s share. The period during which an option may be exercised will be determined by the Board in its absolute discretion, except that no option may be exercised more than ten years after it has been granted; and
- (iv) There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

激勵計劃

(a) 購股權計劃

購股權計劃(「**購股權計劃**」)於2013年11月15日通過的股東決議中所批准，旨在認可及獎勵本集團的任何全職或兼職僱員、行政人員或高級職員，任何董事、任何顧問、諮詢人、供應商、客戶及代理、以及董事會全權認為將會或一直對本集團有貢獻的其他人士，對本集團曾經作出或可能已作出的貢獻，主要條款為如下所列：

- (i) 購股權授出最大股份數不得超過本公司在聯交所主板上市之日的總股數的10%；
- (ii) 在任一個要約授出之日之前的12個月期間內，授予任一合格參與者的最高股份數額不得超過要約授出之日已發行股份的1%；
- (iii) 授出的購股權需在相關受理日期或之前支付港幣1.0元的價格予以承授。行使價格由本公司董事酌情商定且不低於以下最高者：(a)普通股在聯交所要約日(需為交易日)之收盤價；(b)普通股在聯交所緊接授出日期前五個營業日的普通股平均收盤價；及(c)本公司股份面值。購股權行使的期限將由董事會全權酌情決定，除非授出後超過十年未行使；及
- (iv) 除非董事會另有規定，授出的購股權在行使前，無最短持有期限的限制。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

For the year ended 31 December 2022, no options were granted or agreed to be granted pursuant to the Share Option Scheme, and no options were exercised, cancelled and lapsed. As at 1 January 2022 and 31 December 2022, there was no outstanding option not exercise under the Share Option Scheme.

Assuming all options under the Share Option Scheme have been granted, the total number of shares available for issue under the Share Option Scheme shall be 80,000,000 ordinary shares of the Company, representing approximately 9.76% of the total number of shares of the Company in issue as at the date of this Annual Report. As at 1 January 2022 and 31 December 2022, the total number of shares of the Company available for grant under the Share Option Scheme were both 80,000,000 shares.

Subject to early termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective to 4 December 2023 from the adoption date. As at 31 December 2022, the remaining life of the Share Option Scheme is less than one year.

In any event, any grant of the share options under the Share Option Scheme shall comply with Chapter 17 of the Listing Rules taking effect from 1 January 2023.

(b) Share Award Scheme

The Company adopted a share award scheme (the “**Share Award Scheme**”) on 30 November 2015 (the “**Adoption Date**”) with a duration of 15 years commencing from 11 December 2015. As at 31 December 2022, the remaining life of the Share Award Scheme is approximately 8 years. The objectives of the Share Award Scheme are to (i) align the interests of any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group whom the Directors in their sole discretion consider may contribute or have contributed to the Group (the “**Participants**”); (ii) recognise and motivate the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attract suitable personnel for the long-term growth and further strategic expansion of the Group, and the principal terms are as follows:

截至2022年12月31日止之年度，概無根據購股權計劃已授出或同意授出的購股權，且並無購股權被行使、撤銷或失效。於2022年1月1日及2022年12月31日，購股權計劃下無未行使的期權。

倘若購股權計劃下所有購股權均被授出，購股權計劃下股份總數目可為80,000,000股普通股，約佔本公司於本年報之日已發行總股數的9.76%。於2022年1月1日及2022年12月31日，在購股權計劃下，本公司可供授予的股份總數均為80,000,000股。

除非在本公司的股東大會或董事會上被提前終止，否則購股權計劃的有效期限自採納日起，為期十年（即2023年12月4日）。於2022年12月31日，購股權計劃的剩餘有效期少於1年。

在任何情況下，購股權計劃下任何購股權的授予都應符合自2023年1月1日起生效的上市規則第17章的規定。

(b) 股份獎勵計劃

本公司於2015年11月30日（「採納日」）採納股份獎勵計劃（「股份獎勵計劃」），股份獎勵計劃自2015年12月11日起計有效期為15年。於2022年12月31日，股份獎勵計劃的剩餘有效期約為8年。計劃之目的為(i)使董事認為已經或將會對本集團作出貢獻之僱員、參事、顧問、代理、承辦商、顧客或供應商（「計劃參與者」）之利益與本集團利益一致；(ii)嘉獎和鼓勵計劃參與者之貢獻，並給予激勵，以挽留計劃參與者，為本集團的持續經營及發展效力；及(iii)吸引合適人才推動本集團長期增長及進一步戰略拓展，主要條款為如下所列：

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董事會報告(續)

- (i) The Company has engaged BOCI-Prudential Trustee Limited (the “Trustee”) to administer and hold the Company’s shares before they are vested and transferred to the Participants. The Trustee purchases the Company’s shares being awarded from the open market with funds provided by the Company by way of contribution;
 - (ii) The maximum number of restricted shares in respect of which awards may be granted shall not exceed 10% of the total number of issued shares of the Company at the Adoption Date (restricted shares awarded but cancelled, lapsed and/or not yet vested are all excluded);
 - (iii) Unless specifically approved by the shareholders of the Company, the aggregate number of new shares to be granted as restricted shares in each financial year shall not exceed 3% of the total number of issued shares of the Company as at the Adoption Date;
 - (iv) The maximum number of restricted shares which may be awarded to each Participant under the scheme shall not exceed 1% of the total number of issued shares of the Company as at the Adoption Date; and
 - (v) There is no restrictions on vesting period, the purchase price or the amount payable on application or acceptance of the restricted shares awarded except otherwise imposed by the Directors.
- (i) 本公司已委任中銀國際英國保誠信託有限公司(「受託人」)管理及持有本公司之股份，直至將歸屬股份轉讓予計劃參與者。受託人在公開市場買入公司現有股份，費用由本公司支付；
 - (ii) 股份獎勵計劃下的股份授出之所有限制性股份數目合共不得超過股份獎勵計劃採納當日本公司已發行股份總數之10%(已授予但已取消、失效和/或尚未歸屬的限制性股票均被排除在外)；
 - (iii) 除非得到本公司股東的特別批准，否則在每個財政年度中，作為限制性股份授予的新股的總數不得超過股份獎勵計劃採納當日本公司已發行股份總數之3%；
 - (iv) 授予任何一位選定參與者的最高限制性股份數額不得超過股份獎勵計劃採納當日本公司已發行股份總數之1%；及
 - (v) 除非董事會另有規定，授出的限制性股份無歸屬期、購買價或申請或接納獎勵須付金額的限制。

In May 2017, the Group granted 10,374,000 shares under the Share Award Scheme to the Participants. The shares awarded shall be vested in three years on each anniversary of the first vesting date, which is 26 November 2017, in equal portions. The estimated fair value of the shares award granted at the grant date were approximately HKD27,564,000 (equivalent to RMB24,239,000) based on the market price of the relevant shares at the grant date.

於2017年5月，本集團將10,374,000股股份獎勵計劃持有股份授予計劃參與者。獎勵股份應從首個歸屬日(即2017年11月26日)起分3年歸屬，每年歸屬的數量相同。按授予日的市場價格估算，獎勵股份於授予日的公允價值約港幣27,564,000元(折合約人民幣24,239,000元)。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

As at 31 December 2020, all these shares were either vested or forfeited.

During the year ended 31 December 2022, the Trustee did not acquire any ordinary shares of the Company (2021: Nil), no shares have been granted or agreed to be granted to any selected participants during the period (2021: Nil), and the Group did not recognise any expense for the year ended 31 December 2022 in relation to the share awards (for year ended 31 December 2021: Nil).

As at 31 December 2022, 8,146,000 shares of the Company under the Share Award Scheme were held by the Trustee (As at 31 December 2021: 8,146,000 shares).

Under the Share Award Scheme, the maximum number of new shares available for issue shall be 24,990,900 shares of the Company in each financial year, representing approximately 3.0% of the total number of shares of the Company in issue as at the date of this Annual Report.

As at 1 January 2022 and 31 December 2022, the total number of shares of the Company available for grant under the Share Award Scheme were both 72,929,000 shares.

In any event, any grant of the share awards under the Share Award Scheme shall comply with Chapter 17 of the Listing Rules taking effect from 1 January 2023.

DIRECTORS

The Directors of the Company during the year 2022 and up to the date of this Annual Report were:

Executive Directors

Mr. LU Run Ting (*Chairman*)
Mr. HOU Ping
Mr. LU Runyi
Mr. WU Siqiang
Mr. LING Wai Lim
Ms. LI Yijin

於2020年12月31日，所有以上授予的獎勵股份已歸屬或已失效。

截至2022年12月31日止之年度，受託人並無收購任何本公司普通股(2021：無)，於期間內無股份依照股份獎勵計劃授予或同意授予任何計劃參與者(2021：無)，故本集團確認無授出獎勵股份之開支(截至2021年12月31日止之年度：無)。

於2022年12月31日，受託人持有股份獎勵計劃之8,146,000股(於2021年12月31日：8,146,000股)。

股份獎勵計劃下，本公司每個財政年度可予發行的新股股份總數不得超過24,990,900股，佔本公司于本年報之日已發行股份總數的約3.0%。

於2022年1月1日及2022年12月31日，本公司可供授予股份獎勵計劃的股份總數均為72,929,000股。

在任何情況下，股份獎勵計劃下任何股份獎勵的授予都應符合自2023年1月1日起生效的上市規則第17章的規定。

董事

於2022年度內及至本年度報告日止，公司董事為：

執行董事

盧閏霆先生(主席)
侯平先生
盧潤怡先生
吳思強先生
盧威廉先生
李易進女士

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Independent Non-executive Directors

Mr. MAK Wing Sum Alvin
Ms. YE Lu
Mr. LAI Tung Kwok (appointed on 17 May 2022)
Mr. YANG Geng (retired on 17 May 2022)

DIRECTORS' PROFILES

Details of the Directors' profiles are set out in the "Directors and Senior Management" on pages 28 to 39 of this Annual Report.

DIRECTORS OF SUBSIDIARIES

The directors who have served on the boards of the subsidiaries of the Company during the year 2022 and up to the date of this Annual Report are as follows:

Goldpac Limited

Mr. LU Run Ting
Mr. HOU Ping
Mr. LU Runyi

Goldpac Technology Service Limited (Hengqin)

Mr. HOU Ping
Mr. LU Runyi
Mr. LING Wai Lim
Mr. WU Siqiang
Ms. HUANG Minjie

Goldpac Datacard Solutions Company Limited

Mr. LU Run Ting
Mr. HOU Ping
Mr. LU Runyi

Goldpac Investment Limited

Mr. LU Run Ting

Goldpac Innovation Limited

Mr. LU Run Ting

SecureTech Holdings Limited

Mr. HOU Ping
Mr. HUI Oliver Siu-Pang
Mr. LING Wai Lim (appointed on 22 June 2022)

獨立非執行董事

麥永森先生
葉 淥女士
黎棟國先生(自2022年5月17日獲委任)
楊廣先生(自2022年5月17日退任)

董事介紹

董事介紹詳情載於本年度報告第28頁至39頁之「董事及高級管理層」章節。

附屬公司董事

於2022年度內及至本年度報告日止，本公司之附屬公司之董事如下：

金邦達有限公司

盧閏霆先生
侯 平先生
盧潤怡先生

金邦達科技服務(橫琴)有限公司

侯 平先生
盧潤怡先生
盧威廉先生
吳思強先生
黃敏桀女士

金邦達數據有限公司

盧閏霆先生
侯 平先生
盧潤怡先生

金邦達投資有限公司

盧閏霆先生

Goldpac Innovation Limited

盧閏霆先生

SecureTech Holdings Limited

侯 平先生
許少鵬先生
盧威廉先生(自2022年6月22日起獲委任)

REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

Goldpac Fintech Private Limited

Mr. HOU Ping
Mr. HUI Oliver Siu-Pang
Mr. YAP Mung Hong
Ms. HUANG Minjie
Mr. LING Wai Lim (appointed on 27 November 2022)

Goldpac Fintech Hong Kong Limited

Mr. HOU Ping
Mr. HUI Oliver Siu-Pang
Mr. LING Wai Lim (Appointed on 6 July 2022)

Goldpac Fintech Philippines Limited Inc.

Mr. NG Chun Hung
Mr. Marcos Joao Fernandes
Mr. XU Muping
Mr. Marvin Pico
Ms. Jennifer Del Villar

Goldpac Fintech (Zhuhai) Limited Company

Mr. LU Run Ting
Mr. HOU Ping
Mr. LU Runyi

UMV International Holding Limited

Mr. LU Run Ting

UMV Technology Limited (Zhuhai)

Mr. HOU Ping
Mr. LING Wai Lim
Mr. WU Yixiang

Zhirong Financial Services Technology (Zhuhai) Co.

Mr. HOU Ping
Mr. LING Wai Lim
Mr. WU Yixiang

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a term of three years, which shall be terminated by not less than three months' notice in writing served by either the executive Director or the Company. Each of independent non-executive Directors has signed an appointment letter with the Company for a term of three years. The appointment of each Director is subject to the provisions of appointment and retirement of directors under the Articles of Association of the Company.

Goldpac Fintech Private Limited

侯平先生
許少鵬先生
YAP Mung Hong先生
黃敏傑女士
盧威廉先生(自2022年11月27日起獲委任)

金邦達金融科技香港有限公司

侯平先生
許少鵬先生
盧威廉先生(自2022年7月6日起獲委任)

Goldpac Fintech Philippines Limited Inc.

吳振鴻先生
Marcos Joao Fernandes
徐木平先生
Marvin Pico先生
Jennifer Del Villar女士

珠海市金邦達金融科技發展有限公司

盧閔霆先生
侯平先生
盧潤怡先生

金科智融國際控股有限公司

盧閔霆先生

金科智融科技(珠海)有限公司

侯平先生
盧威廉先生
吳益翔先生

智融金服科技(珠海)有限公司

侯平先生
盧威廉先生
吳益翔先生

董事服務合同

每一位執行董事都與本公司訂有為期三年的服務合同，並約定各方可以通過提前三個月發出書面通知以終止服務合同。每一位獨立非執行董事均與本公司訂有為期三年的任命書。所有董事的任命和退任均遵守本公司的章程細則。

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In accordance with the Company's Articles of Association, Mr. WU Siqiang, Ms. LI Yijin and Ms. YE Lu shall retire at the forthcoming annual general meeting. All the retiring Directors, being eligible, will offer themselves for re-elections at the forthcoming annual general meeting.

None of the Directors has unexpired service contract which is not determinable by the Company or any of its subsidiaries within one year without payment compensation, other than statutory compensation.

CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors, namely Mr. MAK Wing Sum Alvin, Ms. YE Lu and Mr. LAI Tung Kwok, the confirmation of their respective independence pursuant to Rule 3.13 of the Listing Rules. The Company has duly reviewed the confirmation of independence of each of these Directors. The Company considers that the independent non-executive Directors had been independent from the date of their appointment to 31 December 2022.

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

As at 31 December 2022, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any associated corporations (all within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong ("SFO")), which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules ("**Model Code**"), were as follows:

根據本公司章程細則，吳思強先生、李易進女士以及葉淥女士將在即將召開的股東週年大會上退任董事職務。所有退任的董事均符合資格且願意於即將召開的股東週年大會上膺選連任。

概無董事訂有不可於一年內被公司或其附屬公司終止而無須作出補償(法定補償除外)的未到期服務合約。

獨立非執行董事的獨立性確認

本公司已收到每一位獨立非執行董事，即麥永森先生、葉淥女士和黎棟國先生，根據上市規則第3.13條就其獨立性發出的年度確認書。本公司已經充分檢討了每一位董事發出的獨立性確認書。本公司認為本公司的獨立非執行董事從任命之日至2022年12月31日均具有獨立性。

董事和最高行政人員於本公司及其關聯法團股份、相關股份及債券之權益及淡倉

於2022年12月31日，董事和最高行政人員在本公司或任何相聯法團(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)之任何股份、相關股份及債券之權益及淡倉，要求(a)根據證券及期貨條例第XV部第7及第8分部須告知本公司及證券交易所(包括根據證券及期貨條例該等條文取得或視為擁有的權益及淡倉)；(b)根據證券及期貨條例第352條，須按其中所述記入登記冊；或(c)根據上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)須告知本公司及證券交易所，如下：

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Interests in Shares

股份權益

Name of Director 董事姓名	Capacity/Nature of Interests 權益性質	Number of securities held ⁽¹⁾ 所持證券數目 ⁽¹⁾	Approximate percentage of interest in the Company (%) ⁽⁸⁾ 所佔本公司權益概約百分比(%) ⁽⁸⁾
Mr. LU Run Ting (Chairman) 盧閔霆先生(主席)	Founder of a discretionary trust who can influence how the trustee exercise his discretion ⁽²⁾⁽ⁱ⁾ 可影響受托人如何行使其酌情權的酌情信托成立人 ⁽²⁾⁽ⁱ⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
	Beneficial owner ⁽²⁾⁽ⁱⁱ⁾ 受益人 ⁽²⁾⁽ⁱⁱ⁾	1,740,000 shares (L) 1,740,000股(L)	0.21%
Mr. HOU Ping 侯平先生	Beneficial owner ⁽³⁾ 受益人 ⁽³⁾	12,000,000 shares (L) 12,000,000股(L)	1.46%
Mr. LU Runyi 盧潤怡先生	Beneficial owner ⁽⁴⁾ 受益人 ⁽⁴⁾	48,321,000 shares (L) 48,321,000股(L)	5.90%
Mr. WU Siqiang 吳思強先生	Beneficial owner ⁽⁵⁾ 受益人 ⁽⁵⁾	725,004 shares (L) 725,004股(L)	0.09%
Mr. LING Wai Lim 盧威廉先生	Beneficiary of a trust (other than a discretionary interest) ⁽⁶⁾⁽ⁱ⁾ 信托受益人(酌情權益除外) ⁽⁶⁾⁽ⁱ⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
	Beneficial owner ⁽⁶⁾⁽ⁱⁱ⁾ 受益人 ⁽⁶⁾⁽ⁱⁱ⁾	16,000 shares (L) 16,000股(L)	0.002%
Ms. LI Yijin 李易進女士	Beneficial owner ⁽⁷⁾ 受益人 ⁽⁷⁾	2,044,000 shares (L) 2,044,000股(L)	0.25%

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REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Notes:

- (1) The letter "L" denotes the Directors' long position in the shares of the Company.
- (2) Mr. LU Run Ting's interests are consisted of: (i) 299,759,422 shares held by GIHL. On 8 November 2022, through allotment of shares and conversion of shares, the 100% control in GIHL is changed from Chairman LU to Golden Wellness Investment Limited, a company 100% controlled by GLIL, which is in turn 100% held by Cititrust Private Trust (Cayman) Limited as the trustee of a family trust set up by Chairman LU. This family trust is a discretionary trust. As the founder of this discretionary trust, Chairman LU can influence how the trustee exercises his discretion. Accordingly, Chairman LU is still deemed to be interested in GIHL's interest in the Company by virtue of the SFO; and (ii) 1,740,000 shares held directly by Mr. LU Run Ting as beneficial owner.
- (3) Mr. HOU Ping's interests are consisted of: (i) 300,000 shares issued by options granted under the Pre-IPO Share Option Scheme (this scheme has expired on 3 December 2019) and exercised on 25 August 2015; and (ii) 1,200,000 shares awarded on 26 May 2017 under the Share Award Scheme; (iii) 10,500,000 shares transferred from GIHL on 10 June 2020.
- (4) Mr. LU Runyi's interests are consisted of: (i) 2,120,000 shares and 45,000,000 shares respectively transferred from GIHL on 20 March 2015 and 10 June 2020; (ii) 400,000 shares issued by options granted under the Pre-IPO Share Option Scheme (this scheme has expired on 3 December 2019) and exercised on 25 August 2015; and (iii) 801,000 shares awarded on 26 May 2017 under the Share Award Scheme.
- (5) Mr. WU Siquang's interests are consisted of: (i) 130,000 shares as beneficial owner; and (ii) 801,000 shares awarded on 26 May 2017 under the Share Award Scheme, and because of the expenses caused by this scheme, 205,996 shares was deducted on 26 November 2019 which was the final vesting date.
- (6) Mr. LING Wai Lim's interests are consisted of: (i) 299,759,422 shares (other than a discretionary interest) as the beneficiary of the family trust set up by Chairman LU; and (ii) 16,000 shares as beneficial owner.
- (7) Mr. LI Yijin holds 2,044,000 shares as beneficial owner.
- (8) As at 31 December 2022, the number of issued shares of the Company was 819,577,000 shares.

附註:

- (1) 「L」代表董事於本公司股份中所持有的好倉。
- (2) 盧潤霆先生之權益包括：(i)金邦達國際所持299,759,422股。於2022年11月8日，金邦達國際通過增發新股及股份轉換，其100%控制權從盧主席變更為Golden Wellness Investment Limited，該公司由金湖投資100%控制。而金湖投資則為盧主席設立的家族信託的受託Cititrust Private Trust (Cayman) Limited 100%持有。該家族信託為酌情信託。盧主席作為酌情信託成立人，可影響受託人如何行使其酌情權。因此，根據證券及期貨條例，盧主席仍被視作於金邦達國際所持之本公司權益中擁有權益；以及(ii)1,740,000股由盧主席作為受益人直接持有。
- (3) 侯平先生之權益包括：(i)於2015年8月25日通過行使首次公開發售前購股權計劃（該計劃已於2019年12月3日到期）發行股份300,000股；以及(ii)於2017年5月26日股份獎勵計劃下授予股份1,200,000股；(iii)於2020年06月10日受讓於金邦達國際10,500,000股。
- (4) 盧潤怡先生之權益包括：(i)分別於2015年3月20日和2020年06月10日分別受讓於金邦達國際2,120,000股和45,000,000股；(ii)於2015年8月25日通過行使首次公開發售前購股權計劃（該計劃已於2019年12月3日到期）發行股份400,000股；以及(iii)於2017年5月26日股份獎勵計劃下授予股份801,000股。
- (5) 吳思強先生之權益包括：(i)作為受益人持有130,000股；以及(ii)於2017年5月26日股份獎勵計劃下授予股份801,000股，並因該計劃產生的相關費用，於2019年11月26日，即最後一個授予日，扣除股份205,996股。
- (6) 盧威廉先生之權益包括：(i)於2022年11月8日，作為盧主席設立的家族信託的受益人持有299,759,422股（酌情權益除外）；以及(ii)作為受益人持有的16,000股。
- (7) 李易進女士作為受益人持有2,044,000股。
- (8) 於2022年12月31日，本公司已發行股份數為819,577,000股。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Save as disclosed above, as at 31 December 2022 none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

DIRECTORS' INTERESTS IN CONTRACTS

No transaction, arrangement or contract of significance, to which the Company, any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with any Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2022 or as at 31 December 2022.

DIRECTOR'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, at no time during the year ended 31 December 2022 or as at 31 December 2022 was the Company or any of its subsidiaries a party to any arrangements which enable the Directors to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

No contract of significance had been entered into between the Company or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries during the year ended 31 December 2022.

DIRECTORS' INTERESTS IN COMPETING BUSINESSES

Pursuant to Rule 8.10 of the Listing Rules, for the year ended 31 December 2022, no Director had interests in any business apart from the Company's business which competes or is likely to compete, either directly or indirectly, with the businesses of the Company.

除上文披露外，於2022年12月31日本公司董事或最高行政人員均無於本公司及其關聯法團股份、相關股份及債券之權益及淡倉(定義見證券及期貨條例第XV部分)，要求：(a)根據證券及期貨條例第XV部第7及第8分部須告知本公司及證券交易所(包括根據證券及期貨條例該等條文取得或視為擁有的權益及淡倉)；(b)根據證券及期貨條例第352條，須按其中所述記入登記冊；或(c)根據標準守則須告知本公司及證券交易所。

董事享有權益之合約

於截至2022年12月31日止之年度或於2022年12月31日，本公司或其任何附屬公司、任何附屬公司的附屬公司均未直接或者間接地訂立有與本公司董事或任何本公司董事相關連實體享有重大權益之交易、安排或重要合約。

董事獲得股份或債券的權利

除本報告上文所披露外，於截至2022年12月31日止之年度或於2022年12月31日任何時候本公司及其附屬公司概無參與任何使董事通過收購本公司或任何其他法人團體的股份或債券以獲利的協議。

與控股股東的合約

於截至2022年12月31日止之年度，本公司或其任何附屬公司並無與本公司或其任何附屬公司之控股股東訂立任何重大合約。

董事就與本集團構成競爭業務之利益申報

根據上市規則第8.10條之規定，於截至2022年12月31日止之年度，概無董事與本集團業務直接或者間接構成競爭或者可能構成競爭的除本公司業務以外的任何業務中存在利益。

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REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

PERMITTED INDEMNITY PROVISION

The Company has arranged for appropriate insurance cover for the Directors and Senior Management in respect of certain liabilities arising out of corporate activities. As required by Section 470(1) and (2) of the Hong Kong Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), it is confirmed that the permitted indemnity provision mentioned above is/was in force for the benefit of the Directors/then Directors of Company, and the directors/then directors of any of its subsidiaries when the Directors’ Report prepared by the Directors is approved in accordance with section 391(1)(a) of the Companies Ordinance; and has been in force throughout the financial year ended 31 December 2022, respectively. Pursuant to the Company’s Articles of Association, subject to the provisions of the Companies Ordinance, every Director or other officer or auditor may be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him as an officer or auditor of the Company and in which judgment is given in his favour or in which he is acquitted, or incurred in connection with any application in which relief is granted to him by the court from liability in respect of any such act or omission.

EQUITY-LINKED AGREEMENT

Details of the share option scheme of the Company are set out in the section headed “Incentive Schemes” above.

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

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year 2022.

DIRECTORS’ EMOLUMENTS

The emoluments of the Directors for the year 2022 are set out in Note 11 to the Consolidated Financial Statements on pages 267 to 272 of this Annual Report.

准許彌償條文

本公司已就其董事及高級管理層可能面對因企業活動產生之若干負債，作適當之投保安排。根據香港公司條例(香港法例第622章)(「**公司條例**」)第470(1)及(2)條的規定，本公司確認於董事編製之董事會報告書根據公司條例第391(1)(a)條獲通過時及於截至2022年12月31日止之整個財政年度內，上述獲准許彌償條文正於惠及／曾經惠及本公司董事／前董事，及其附屬公司董事/前董事的情況下有效。根據本公司的章程細則，在公司條例的條文所規限下，但在不損害董事可享有的任何彌償的情況下，本公司各董事或其他高級人員或核數師因於任何民事或刑事法律程序作抗辯產生的任何負債、損失或支出，凡涉及其作為本公司高級人員或核數師而作出或沒有作出或其指稱已作出或沒有作出的任何事宜，而有關法律程序判其勝訴或獲無罪開釋，或凡屬因法院寬免其就作出或沒有作出任何行為負上法律責任的任何用途而產生，均獲本公司以其資產作出彌償。

與權益掛鈎協議

有關本公司購股權計劃之詳情載於上文「激勵計劃」一節。

除上述所披露者外，本公司概無於年內訂立或於年末存在任何與權益掛鈎協議將會或可能導致本公司發行股份，或規定本公司訂立任何協議將會或可能導致本公司發行股份。

管理合約

於2022年，概無訂立或存在有關本公司整體或任何重大部分業務管理及行政的任何合約。

董事薪酬

於截至2022年12月31日止之年度，本公司董事之薪酬以具名方式詳列於本年報中第267頁至272頁綜合財務報表附註11。

NON-COMPETE UNDERTAKINGS

Each of the controlling shareholders has confirmed to the Company of his/its compliance with the non-compete undertakings provided to the Company under the Deed of Non-Competition (as defined in the Prospectus). The independent non-executive Directors have reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-Competition have been complied with by the controlling shareholders.

EMOLUMENT POLICY

The Group's emolument policies are based on the merit, qualifications and competence of individual employees and are reviewed by the Remuneration Committee periodically.

The emoluments of the Directors are recommended by the Remuneration Committee to the Board and are decided by the Board, having regard to the Group's operating results, individual performance and comparable market statistics.

The Company has adopted one share option scheme and one share award scheme to motivate and reward its Directors and eligible employees. Details of these schemes are set out in the paragraph headed "Incentive Schemes" above and Note 34 to the Consolidated Financial Statements on the pages 300 to 301 of this Annual Report.

None of the Directors waived any emoluments during the year 2022.

PENSION SCHEMES

The qualifying employees of the Group's subsidiaries in the Chinese mainland are members of the state-managed pension schemes operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the pension schemes to fund the benefits. The only obligation of the Group with respect to the pension schemes is to make the required contributions under the schemes. The Group participates in Mandatory Provident Fund ("MPF") schemes for its qualifying employees in Hong Kong. Under the rules of MPF schemes, the employer and its employees are required to contribute 5% of the employee's salaries, up to a maximum of HKD1,500 per employee per month. For qualifying employees in other countries, the local subsidiaries also pay a certain percentage of their payroll to the legally required pension contributions in accordance with local laws. The pension contributions paid above are defined contribution plans, the Group does not have the right to confiscate the contributions and therefore has no use of the contributions.

Save for the above contributions, the Group does not have any other major payment obligation in respect of pension benefits.

不競爭承諾

各控股股東已向本公司確認，其已遵守根據不競爭契約(定義見招股章程)向本公司提供的不競爭承諾。獨立非執行董事已審視其遵例情況，並確認控股股東已遵守根據不競爭契約的所有承諾。

薪酬政策

本集團的薪酬政策乃基於個別僱員的貢獻、資歷及能力，並定期由薪酬委員會審閱。

董事的薪酬乃由薪酬委員會參考本集團的經營業績、個人表現及可比較的市場統計數據向董事會做出建議，並由董事會決定。

本公司已採納一項購股權計劃及一項股份獎勵計劃，以激勵及獎勵其董事及合資格僱員。有關該等計劃的詳情載於上文「激勵計劃」一段及本年報中第300頁至301頁綜合財務報表附註34。

於2022年內，概無董事放棄任何酬金。

退休金計劃

本集團於中國內地附屬公司的合資格僱員參加由中國政府運作的國家管理退休金計劃。該等附屬公司須按其工資總額的一定比例向退休金計劃供款。本集團就退休金計劃的唯一責任是根據該計劃的規定提供供款。本集團於香港的合資格員工參加香港強制性公積金(「強積金」)計劃。香港強積金計劃要求，僱主需要繳納員工相關收入的5%，以每月港幣1,500元為上限。本集團於其他國家的退休金合資格僱員，也均按當地法律，由當地附屬公司按其工資總額的一定比例繳付法定需要繳付的退休金。以上繳付的退休金供款屬於界定供款計劃，本集團並無沒收相關供款的權利，因此亦無使用供款的情形。

除上述供款外，本集團並無其他的重大退休金福利付款責任。

REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES OF THE COMPANY

As at 31 December 2022, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) and entities had interests or short positions in the Shares and underlying Shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於公司股份和相關 股份之權益及淡倉

於2022年12月31日，就董事會所知，以下人士（本公司董事或最高行政人員除外）及實體，根據《證券及期貨條例》第XV部第2及第3分部須予以披露或根據《證券及期貨條例》第336條須記錄於本公司備存的登記冊內，於本公司股份及相關股份中擁有的權益或淡倉：

Name 姓名	Capacity/Nature of Interests 權益性質	Number of securities held ⁽¹⁾ 所持證券數目 ⁽¹⁾	Approximate shareholding percentage ⁽⁵⁾ 概約持股百分比 ⁽⁵⁾
Cititrust Private Trust (Cayman) Limited	Interest of Controlled Corporation ⁽²⁾ 受控制法團權益 ⁽²⁾	299,759,422 shares (L) 299,759,422股(L)	36.57%
Ms. ZHANG Jian 張健女士	Spouse ⁽³⁾ 配偶 ⁽³⁾	301,499,422 shares (L) 301,499,422股(L)	36.79%
Agende des participations de l'Etat ("APE")	Interest of Controlled Corporation ⁽⁴⁾ 受控制法團權益 ⁽⁴⁾	152,931,181 shares (L) 152,931,181股(L)	18.66%

Notes:

- (1) The letter "L" denotes a person's long position in the shares of the Company.
- (2) 299,759,422 shares are held by GIHL. On 8 November 2022, through allotment of shares and conversion of shares, the 100% control in GIHL is changed from Chairman LU to Golden Wellness Investment Limited, a company 100% controlled by GLL, which is in turn 100% held by Cititrust Private Trust (Cayman) Limited as the trustee of a family trust set up by Chairman LU. This family trust is a discretionary trust. As the founder of this discretionary trust, Chairman LU can influence how the trustee exercises his discretion. Accordingly, Chairman LU is still deemed to be interested in GIHL's interest in the Company by virtue of the SFO.
- (3) Ms. ZHANG Jian, the spouse of Chairman LU, is deemed to be interested in Chairman LU's interests in the Company by virtue of the SFO.
- (4) The disclosed interest represents the interest in the Company held by Gemplus International S.A. ("GISA"), which is wholly-owned by Gemalto N.V. ("Gemalto"). Based on the disclosure of interests forms filed by Thales, Gemalto is owned by Thales as to 85.51% and Thales is owned by APE as to 35.68%. Therefore, APE is deemed to be interested in GISA's interest in the Company by virtue of the SFO.
- (5) As at 31 December 2022, the number of issued shares of the Company was 819,577,000 shares.

附註：

- (1) 「L」代表有關人士於本公司股份所持的好倉。
- (2) 金邦達國際所持有299,759,422股。於2022年11月8日，金邦達國際通過增發新股及股份轉換，其100%控制權從盧主席變更為Golden Wellness Investment Limited，該公司由金湖投資100%控制。而金湖投資則為盧主席設立的家族信托的受託Cititrust Private Trust (Cayman) Limited 100%持有。該家族信托為酌情信托。盧主席作為酌情信托成立人，可影響受託人如何行使其酌情權。因此，根據證券及期貨條例，盧主席仍被視作於金邦達國際所持之本公司權益中擁有權益。
- (3) 張健女士為盧主席的配偶，根據證券及期貨條例，被視作於盧主席所持的本公司權益中擁有權益。
- (4) 所披露權益為Gemplus International S.A. (「GISA」)所持本公司權益，而GISA由Gemalto N.V. (「Gemalto」)全資擁有。根據由Thales填報的披露權益表格，Thales持有Gemalto 85.51%的股份，同時，APE持有Thales 35.68%的股份。因此，根據證券及期貨條例，APE被視作於GISA所持之本公司權益中擁有權益。
- (5) 於2022年12月31日，本公司已發行股份數為819,577,000股。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Save as disclosed above, as at 31 December 2022, so far as the Directors were aware, no other persons (other than the Directors or chief executives of the Company) or entities had any interests or short positions in the shares or underlying shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.

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

For the year ended 31 December 2022, the Company purchased 8,870,000 ordinary shares of the Company on the Stock Exchange at an aggregate price of approximately HKD7,899,000 (equivalent to approximately RMB6,867,000) in order to simplify the company's capital structure. The shares were acquired at an average price of HKD1.54 per share, with prices ranging from HKD1.28 to HKD1.65. All the shares purchased were cancelled in November 2022.

The details of the purchase of shares are as follows:

Month 月份		Number of shares purchased 回購股份數量	Highest price per share (HKD) 每股最高價格 (港幣)	Lowest price per share (HKD) 每股最低價格 (港幣)	Aggregate consideration paid (HKD) 合計 已支付對價 (港幣)
July 2022	2022年7月	916,000	1.65	1.59	1,494,305.16
August 2022	2022年8月	2,208,000	1.65	1.54	3,573,463.49
September 2022	2022年9月	1,206,000	1.53	1.45	1,810,618.48
October 2022	2022年10月	784,000	1.30	1.28	1,021,005.89
Total 合計		5,114,000			7,899,393.02

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

The Directors were of the view that the purchases and subsequent cancellation of the shares can result in an enhancement of the net asset value per share and earnings per share and were therefore beneficial to the company and the shareholders as a whole.

除上文披露，截至2022年12月31日，據董事會所知，無其他人士(本公司董事或最高行政人員除外)及實體，根據《證券及期貨條例》第XV部第2及第3分部須予以披露或根據《證券及期貨條例》第336條須記錄於本公司備存的登記冊內，於本公司股份及相關股份中擁有權益或淡倉。

購買、出售或贖回上市證券

於截至2022年12月31日止之年度，為了簡化資本結構，本公司在香港聯合交易所，以合計約港幣7,899,000(折合人民幣約6,867,000元)購買本公司5,114,000股普通股。每股交易價格在港幣1.28元至港幣1.65元之間，平均每股交易價格為港幣1.54元。所有購回股份已於2022年11月全部註銷。

股份回購詳情如下：

除上述披露外，本公司及其附屬公司於期內均無購買、出售或贖回任何本公司股份。

董事會認為購買及其後註銷股份可提高每股資產淨值及每股盈利，因此對公司及股東整體有利。

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MAJOR CUSTOMERS AND SUPPLIERS

Aggregate sales to the Group's largest and five largest customers accounted for approximately 9.0% (2021: 11.0%) and approximately 30.3% (2021: approximately 34.9%), respectively, of the Group's total revenue from continuing operations.

Aggregate purchases from the Group's largest and five largest suppliers accounted for approximately 20.9% (2021: approximately 18.8%) and approximately 53.8% (2021: approximately 51.5%), respectively, of the Group's total purchases from suppliers.

None of the Directors, their close associates or shareholders of the Company (which to the knowledge of the Directors own more than 5% of the shares of the Company in issue) had interests in any of such suppliers and customers of the Group.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Mutual Supply Agreement with Gemalto

The Group has been purchasing certain microprocessors composed of an electronic component embedding a card operating system, also known as IC chips (the "**Gemalto IC Chips**"), from Gemalto (a substantial shareholder of the Company and hence a connected person of the Company). On 25 February 2016, the Company, Goldpac Datacard Solutions Company Limited, Goldpac Limited (the "**Goldpac Entities**") entered into a mutual supply agreement for a term from 1 January 2016 until 31 December 2018 (the "**Mutual Supply Agreement**") with Gemalto, pursuant to which (i) the Goldpac Entities shall supply to Gemalto with, among others, products such as banking card modules, cardbody and personalisation machines, equipment, spare parts and relevant consumables (the "**Supply of Goldpac Products**"); and (ii) Gemalto shall supply to the Goldpac Entities with Gemalto IC Chips (the "**Purchase of Gemalto IC Chips**").

主要客戶及供應商

向本集團最大及五大客戶的銷售總額分別約佔本集團來自持續經營業務的收入總額約9.0% (2021: 約11.0%) 及約30.3% (2021: 約34.9%)。

向本集團最大及五大供應商的採購總額分別約佔本集團向供應商的總採購額約20.9% (2021: 約18.8%) 及約53.8% (2021: 約51.5%)。

本公司董事或其緊密聯繫人或本公司的股東(據本公司董事所知, 持有本公司5%以上已發行股份), 概無於任何本集團之此類供應商及客戶中持有任何權益。

關連交易及持續關連交易

與金雅拓訂立的相互供應協議

本集團過往從金雅拓(本公司主要股東, 因此亦為本公司關連人士)採購若干含有嵌入式卡片操作系統電子元件的微處理器, 亦稱智能卡芯片(「**金雅拓智能卡芯片**」)。於2016年2月25日, 本公司、金邦達數據有限公司、金邦達有限公司(合稱「**金邦達實體**」)與金雅拓訂立一份相互供應協議(「**相互供應協議**」), 有效期自2016年1月1日至2018年12月31日。據此, (i)金邦達實體將向金雅拓供應之產品, 包括但不限於銀行卡模塊、卡體、個人化機器、設備、零配附件和相關耗材(「**金邦達產品供應**」); 以及(ii)金雅拓將向金邦達實體供應金雅拓智能卡芯片(「**金雅拓智能卡芯片採購**」)。

The Mutual Supply Agreement was not renewed upon its expiration on 31 December 2018. For the year ended 31 December 2022, both the actual transaction amount in respect of the Supply of Goldpac Products and the Purchase of Gemalto IC Chips amounted to RMB0. The Supply of Goldpac Products and the Purchase of Gemalto IC Chips are expected to continue to be conducted in the ordinary and usual course of business and on normal commercial terms, and each of the applicable percentage ratios (other than the profits ratio) for such transactions calculated in accordance with Rule 14.07 of the Listing Rules is expected to continue to be below 0.1% on an annual basis, such transactions, if any, will fall within the de minimis threshold as stipulated under Rule 14A.76(1) of the Listing Rules and will be exempt from the reporting, annual review, announcement and independent shareholders' approval requirements.

The Contractual Arrangement

According to the section headed "Information on the Contractual Arrangement" disclosed above, certain transactions contemplated under the VIE Agreements constitute connected transactions and continuing connected transactions of the Company under Chapter 14A of the Listing Rules for the year ended 31 December 2022.

For the transactions contemplated under the Exclusive Purchase Right Agreement, as the Group has discretion to exercise the right to purchase all or part of the PRC Equity Owner's equity interest in the OPCO under the Exclusive Purchase Right Agreement, the acquisition of the right is classified based on the amount of premium payable by the Group in accordance to Rule 14A.79(2) of the Listing Rules. As no premium is payable by the Group under the Exclusive Purchase Right Agreement, all of the applicable percentage ratios (other than profits ratio) with reference to the Exclusive Purchase Option Agreement are less than 0.1%, the connected transaction contemplated thereunder is fully exempt under Rule 14A.76(1) (a) of the Listing Rules.

For the transactions contemplated under the Loan Agreement, as all the applicable percentage ratios (other than profits ratio) exceed 0.1% but all are less than 5%, the connected transaction contemplated thereunder is subject to the reporting requirement under Chapter 14A of the Listing Rules.

Moreover, the transactions contemplated under the Exclusive Technological Consultation and Service Agreement constitute a continuing connected transaction of the Company.

該相互供應協議於2018年12月31日到期後未予以更新。截至2022年12月31日止之年度，金邦達產品供應和金雅拓智能芯片採購的金額均為人民幣0元。鑒於金邦達產品供應和金雅拓智能卡芯片採購預計繼續基於正常商業條款，按照日常業務流程進行，且對該交易所適用的每一個比例（除了利潤比率外）均按照上市規則的第14.07條計算，預計將繼續保持每年在0.1%以下，故該類交易符合上市規則第14A.76(1)條所規定的最低限額，並將豁免提交報告、年度覆核、公告及獨立股東的批准要求。

合約協議

根據上文披露的「關於合約協議的資料」章節，VIE協議項下截至2022年12月31日止之年度進行的若干交易構成上市規則第14A章規定的本公司的關連交易及持續關連交易。

就獨家購買權協議項下進行的交易，由於本集團依據獨家購買權協議可酌情行使購買中國股權擁有人於OPCO的全部或部分股權的權利，上市規則第14A.79(2)條規定該權利的獲得列為本集團應付的溢價金額。由於獨家購買權協議項下本集團無應付溢價，所有涉及獨家購買權協議的適用百分比率（除了利潤比率外）均低於0.1%，據此進行的關連交易完全豁免於上市規則第14A.76(1)(a)條規定。

就借款協議項下進行的交易，由於所有適用百分比率（除了利潤比率外）均超過0.1%但均低於5%，該關連交易符合上市規則第14A章的報告要求。

此外，獨家技術諮詢和服務協議項下進行的交易構成了本公司的持續關連交易。

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REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

The Company has applied for, and the Stock Exchange has granted, a waiver pursuant to Rule 14A.102 of the Listing Rules from (i) setting a fixed term for each of the VIE Agreements for a period of not exceeding three years pursuant to Rule 14A.52 of the Listing Rules; and (ii) setting a maximum aggregate annual cap pursuant to Rule 14A.53 of the Listing Rules for the services fees payable by the OPCO to the WFOE under the Exclusive Technological Consultation and Services Agreement.

The independent non-executive Directors noted that the transaction amount of the continuing connected transaction was nil for the year ended 31 December 2022, and accordingly:

- (i) no services have been provided by the Group to the OPCO under the Exclusive Technological Consultation and Service Agreement during the year ended 31 December 2022 and no profit was generated by the OPCO for the year;
- (ii) no dividends or other distributions were made by the OPCO to its equity owner, which were not otherwise subsequently assigned or transferred to the Group; and
- (iii) no new contract was entered into, renewed nor reproduced between the Group and the OPCO during the year ended 31 December 2022.

The Company's auditor, PricewaterhouseCoopers, was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2022 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued a letter to the Directors confirming that they have reviewed the Contractual Arrangement and confirmed that no transaction amount had been incurred under the Exclusive Technological Consultation and Service Agreement during the year ended 31 December 2022 and nothing has come to their attention that causes them to believe that there have been any transactions which (i) have not received the approval of the Directors; (ii) have not been entered into in accordance with the relevant VIE Agreements; or (iii) any dividends or distributions which have been made by the OPCO to the PRC Equity Owner which have not been otherwise subsequently assigned or transferred to the Group. A copy of this letter has been provided to the Stock Exchange.

本公司根據上市規則第14A.102條已申請且證券交易所已批准豁免遵守(i)上市規則第14A.52條規定為每項VIE協議設定不超過三年的固定期限；及(ii)上市規則第14A.53條規定為OPCO向WFOE依據獨家技術諮詢及服務協議支付的服務費設定最高年度總上限。

獨立非執行董事已知悉截至2022年度12月31日止之年度該持續關連交易未發生交易金額，故：

- (i) 截至2022年度12月31日止之年度，獨家技術諮詢和服務協議項下本集團未向OPCO提供服務，且本年度OPCO未產生任何溢利；
- (ii) OPCO未向中國股權擁有人分配其未被受讓或轉讓本集團的股息或作出其他分配；及
- (iii) 截至2022年度12月31日止之年度本集團未與OPCO訂立、續期或重訂任何新條約。

根據香港鑒證業務準則第3000號(經修訂)「除審計或審閱歷史財務資料以外的鑒證業務」及香港會計師公會發出的參考實務說明第740號(經修訂)「香港上市規則規定的有關持續關連交易的核數師函件」，本公司核數師羅兵咸永道會計事務所負責報告本集團截至2022年12月31日止之年度的持續關聯交易。核數師已向董事會發出函件以確認彼等已審閱合約協議，並確認截至2022年12月31日止之年度內獨家技術諮詢及服務協議未發生交易金額，且並未注意到任何事項使他們相信有任何交易(i)未經董事會批准；(ii)未按照相關VIE協議訂立；或(iii) OPCO向中國股權擁有人支付股息或作出其他分派且其後未另行轉撥或轉讓予本集團。本函的副本已提供給證券交易所。

REPORT OF DIRECTORS (CONTINUED)

董事會報告(續)

Please also refer to the details set out in the section headed “Information on Contractual Arrangement” above and the announcement of the Company dated 8 February 2021.

請同時參閱上文「關於合議協議的資料」章節中的詳述和本公司於2021年2月8日發布的公告。

RELATED PARTY TRANSACTIONS

Save as disclosed in the section headed “Continuing Connected Transactions” in this report, none of the related party transactions as disclosed in Note 39 to the consolidated financial statements fall under the definition of “connected transaction” or “continuing connected transaction” in Chapter 14A of the Listing Rules and are subject to annual review, reporting, announcement and independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules. The Company has fully complied with the disclosure requirements under Chapter 14A of the Listing Rules.

關聯方交易

除本報告「持續關連交易」所披露外，綜合財務報表附注39所披露關聯方交易並非上市規則第14A章「關連交易」或「持續關連交易」所定義者及無須遵守上市規則第14A章有關年度審核、報告、公告及獨立股東批准的規定。本公司已遵守上市規則第14A章的披露規定。

SUFFICIENCY OF THE PUBLIC FLOAT

Based on information that was publicly available to the Company and to the knowledge of the Directors, the Company had maintained the prescribed minimum percentage of public float permitted under the Listing Rules since listing of the shares of the Company on the Main Board of the Stock Exchange until the date of this Annual Report.

充足的公眾持股量

自本公司股份於聯合交易所主板上市交易之日至本年報之日，基於本公司可公開獲取的信息以及董事所知，本公司維持保有聯交所批准，且符合上市規則所允許的最低公眾持股百分比。

CODE ON CORPORATE GOVERNANCE PRACTICES

Details of the Company’s corporate governance practices are set out in the “Corporate Governance Report” in this Annual Report.

企業管治常規守則

有關本公司企業管治之詳情載於本年報「企業管治報告」內。

SUBSEQUENT EVENTS

No material events occurred subsequent to 31 December 2022 and up to the date of this Annual Report.

期後事項

自2022年12月31日至本年報發佈之日概無重大事件發生。

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REPORT OF DIRECTORS (CONTINUED) 董事會報告(續)

AUDITOR

Deloitte Touche Tohmatsu (“**Deloitte**”) resigned as the auditor of the Company with effect from 19 June 2020. The Board appointed PricewaterhouseCoopers as the new auditor of the Company with effect from 19 June 2020 to fill the casual vacancy following the resignation of Deloitte.

PricewaterhouseCoopers will retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of PricewaterhouseCoopers as auditor of the Company will be proposed at the forthcoming annual general meeting on 15 May 2023.

Save as disclosed above, there has been no other change in auditor of the Company in the preceding three years.

On behalf of the Board

LU Run Ting

Chairman & Executive Director

Hong Kong, 21 March 2023

核數師

德勤•關黃陳方會計師行(「**德勤**」)於2020年6月19日辭任本公司核數師。董事會委任羅兵咸永道會計師事務所為本公司新任核數師，自2020年6月19日生效，以填補德勤辭任後的臨時空缺。

羅兵咸永道會計師事務所將在即將召開的股東週年大會上退任，但表示願意留任。在本公司於2023年5月15日召開的股東大會上，將提呈續聘羅兵咸永道會計師事務所為本公司核數師之議案。

除上述披露外，過去三年本公司核數師無其他變動。

承董事會命

盧閔霆

主席兼執行董事

香港，2023年3月21日

CORPORATE GOVERNANCE PRACTICES

The Board of the Company is committed to achieving good corporate governance standards.

The Board believes that good corporate governance standards are essential in providing a framework for the Group to safeguard the interests of shareholders and to enhance corporate value and accountability.

The Company has adopted the code provisions (“**Code Provisions**”) as set out in the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 of the Listing Rules.

In the opinion of the Directors, throughout the year under review, the Company has complied with all the Code Provisions as set out in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its code of conduct regarding directors’ securities transactions.

Specific enquiry was made with all the Directors and the Directors confirmed that they had complied with the Model Code throughout the year ended 31 December 2022.

The Company has also established written guidelines as stringent as the Model Code for securities transactions of employees who are likely to be in possession of unpublished price-sensitive information of the Company (the “**Employees Written Guidelines**”). No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

企業管治常規

本公司董事會致力於達成良好的企業管治水平。

董事會深信良好的企業管治標準是必不可少的，它為本集團提供一個架構以維護股東利益、提升企業價值和管理責任。

本公司已採用上市規則附錄十四所載之企業管治守則（「企業管治守則」）中的守則條文（「守則條文」）。

縱觀全年之審查，董事們認為本公司已經遵守了企業管治守則所載之全部守則條文。

證券交易標準守則

本公司已採納標準守則作為規範董事進行本公司證券交易之操守守則。

在向所有董事做出特定查詢後，所有董事已確認於截至2022年12月31日止之年度內均遵守標準守則。

針對可能會持未公開的價格敏感信息的有關僱員，本公司已就有關僱員買賣證券事宜設立了書面指引（「僱員書面指引」），該僱員書面指引之內容與標準守則同樣嚴格。公司暫未發現有僱員不遵守公司書面指引的情況。

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CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

BOARD OF DIRECTORS

The Board currently comprises nine members, consisting of six executive Directors and three independent non-executive Directors. Below is the list of Directors:

Executive Directors:

Mr. LU Run Ting (*Chairman and Chairman of the Nomination Committee and Member of the Remuneration Committee*)
Mr. HOU Ping (*Chief Executive Officer and Member of the Nomination Committee*)
Mr. LU Runyi (*Senior Vice President*)
Mr. WU Siqiang (*Chief Operating Officer*)
Mr. LING Wai Lim (*Senior Vice President*)
Ms. LI Yijin (*Chief Audit Executive and Company Secretary*)

Independent Non-executive Directors:

Mr. MAK Wing Sum Alvin (*Chairman of the Audit Committee and Member of the Nomination Committee and the Remuneration Committee*)
Ms. YE Lu (*Chairman of the Remuneration Committee and Member of the Audit Committee and the Nomination Committee*)
Mr. LAI Tung Kwok (*Member of the Audit Committee and the Nomination Committee*)

The biographical information of the Directors are set out in the section headed "Directors and Senior Management" on pages 28 to 39 of this Annual Report.

The relationships between the members of the Board are disclosed under "Directors and Senior Management" on pages 28 to 39 of this Annual Report.

Chairman and Chief Executive Officer

The positions of Chairman and Chief Executive Officer are held by Mr. LU Run Ting and Mr. HOU Ping respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company's business development and daily management and operations generally.

董事會

董事會現由九位成員組成，其中六名執行董事，三名獨立非執行董事。以下是董事成員列表：

執行董事：

盧閏霆先生(主席兼提名委員會主席與薪酬委員會成員)
侯平先生(首席執行官兼提名委員會成員)
盧潤怡先生(高級副總裁)
吳思強先生(首席運營官)
盧威廉先生(高級副總裁)
李易進女士(審計長兼公司秘書)

獨立非執行董事：

麥永森先生(審核委員會主席兼提名委員會與薪酬委員會成員)
葉淥女士(薪酬委員會主席兼審核委員會與提名委員會成員)
黎棟國先生(審核委員會與提名委員會成員)

董事個人簡歷登載於本年報內第28頁至39頁，標題為「董事及高級管理層」。

董事會成員之間的關係也在本年報中第28頁至39頁披露，標題為「董事及高級管理層」。

主席與首席執行官

主席和首席執行官分別由盧閏霆先生和侯平先生擔任。主席領導並確保董事會的有效機能正常運作。首席執行官負責管理公司的業務發展和日常管理運作。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Independent Non-executive Directors

During the year ended 31 December 2022, the Board at all times had complied with the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received written annual confirmation from each of the independent non-executive Directors in respect of his/her independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Appointment and Re-election of Directors

Code Provision B.2.2 of the CG Code stipulates that every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Each of the Directors is appointed for a term of three years and is subject to retirement in accordance with the Company's Articles of Association.

Under the Articles of Association of the Company, at each annual general meeting, one-third of the Directors for the time being, or if their number is not three of a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. A retiring Director shall be eligible for re-election.

The Company's Articles of Association also provides that all Directors appointed by the Directors, either to fill a casual vacancy or as an additional director, shall retire at the next following annual general meeting and shall be eligible for re-election.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company and oversees the Group's businesses, strategic decisions and performance and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. The Board takes decisions objectively in the interests of the Company.

獨立非執行董事

於截至2022年12月31日止之年度內，董事會一直遵照上市規則有關必須委任至少三名獨立非執行董事及獨立非執行董事須佔董事會人數三分之一的規定，同時該三名獨立非執行董事中至少有一名具備適當的專業資格或會計或相關財務管理專業知識。

本公司已接獲各獨立非執行董事根據上市規則第3.13條之規定有關彼等之獨立性的年度確認書。本公司認為，全體獨立非執行董事均為獨立人士。

董事的委任及重選

企業管治守則第B.2.2條規定每名董事(包括有指定任期的董事)應輪流退任，至少每三年一次。每位董事任期三年，並根據公司章程退任。

根據公司章程，在各股東周年大會上，三分之一董事，或如其人數不是三或三的倍數，則最接近但至少三分之一的人數，須輪值退任，惟每名董事須至少每三年一次輪值退任。退任的董事可膺選連任。

公司章程還規定，由董事委任的所有董事，無論是填補有關董事空缺或增任為董事，均須於下屆股東周年大會上退任，並合資格膺選連任。

董事會及管理層的職責、責任和貢獻

董事會負責領導和控制本公司並監管本集團業務、戰略決策及表現，負責通過指導及監管本公司業務推動其成功發展。董事會以本公司利益做出客觀決策。

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CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

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

The Directors shall disclose to the Company details of other offices held by them and the Board regularly reviews the contribution required from each Director to perform his/her responsibilities to the Company.

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

Continuous Professional Development of Directors

Directors keep themselves abreast of responsibilities as Directors of the Company and of the conduct, business activities and development of the Company.

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

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant.

During the year ended 31 December 2022, each of Mr. LU Run Ting (Chairman), Mr. HOU Ping, Mr. LU Runyi, Mr. WU Siqiang, Mr. LING Wai Lim, Ms. LI Yijin, Mr. MAK Wing Sum Alvin, Ms. YE Lu and Mr. LAI Tung Kwok has read books/journals and attended relevant training to facilitate the discharge of their responsibilities.

In addition, relevant reading materials including legal and regulatory update have been provided to the Directors for their reference and studying. Continuing briefing and professional development for Directors will be arranged where necessary.

全體董事均為董事會帶來多種領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

董事須向本公司披露彼等擔任的其他職務的詳情，而董事會定期審閱各董事向本公司履行其職責時所作出的貢獻。

董事會負責決定所有重大事宜，其中涉及企業文化、政策事宜、戰略及預算、內部監控及風險管理、環境與企業責任、重大交易（尤其或會涉及利益衝突）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理的職責則委託予管理層。

董事的持續專業發展

全體董事均知悉其作為董事的責任，以及負責引導公司業務活動和發展的職責。

每名新任命的董事於首次獲委任時將接收到正式、全面及針對性入職介紹，以確保新董事可恰當了解本公司業務及營運，並完全知悉上市規則及相關法規下的董事職責及責任。

所有董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續對董事會作出全面及切合所需的貢獻。

於截至2022年12月31日止之年度，盧閻霆先生（主席）、侯平先生、盧潤怡先生、吳思強先生、盧威廉先生、李易進女士、麥永森先生、葉淥女士及黎棟國先生均有閱讀專業書籍／期刊和參加相關培訓以幫助履行董事職責。

此外，相關閱讀資料包括法律和規則更新均已發送給各位董事作為學習與參考。於必要時，亦將為董事提供持續通報與職業發展培訓。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All board committees of the Company are established with defined written terms of reference. The terms of reference of the board committees are posted on the Company's website and the Stock Exchange's website and are available to shareholders upon request.

The majority of the members of each board committee of the Company are independent non-executive Directors and the list of the Chairman and members of each board committee is set out under "Corporate Information" on pages 2 to 4 of this Annual Report.

Audit Committee

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, internal control procedures and risk management system, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

The Board has also delegated the corporate governance duties to the Audit Committee for performing the functions set out in the Code Provision A.2.1 of the CG Code.

The Audit Committee has reviewed the Company's annual results and Annual Report for the year ended 31 December 2022.

During the year, the Audit Committee held two meetings to review the annual financial results and the annual report in respect of the year ended 31 December 2021, the interim results and the interim report in respect of the six months ended 30 June 2022 and significant issues on the financial reporting and compliance procedures, internal control and risk management systems, scope of work and appointment of external auditors, connected transactions, arrangements for employees to raise concerns about possible improprieties, the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Employees Written Guidelines, and the Company's compliance with the CG Code and disclosure in the Corporate Governance Report. The Audit Committee comprises three members, namely, Mr. MAK Wing Sum Alvin (Chairman of Audit Committee), Ms. YE Lu and Mr. LAI Tung Kwok.

董事委員會

董事會下設三個委員會，即審核委員會、薪酬委員會和提名委員會，以監督公司特定範疇之事宜。本公司所有的董事委員會乃根據已釐定之職權範圍成立，有關各董事委員會之權職範圍已載於本公司網站和聯交所的網站，並可根據股東要求予以提供。

本公司各董事委員會的多數成員均為獨立非執行董事，各董事委員會的主席和成員名單已載於本年報第2頁至4頁企業資料。

審核委員會

審核委員會的主要職責是協助董事會檢討審查財務信息、報告流程、內部監控程序以及風險管理體系、審核計劃及與外聘核數師之關係，以及確保本公司的僱員可秘密地就涉及財務報告、內部監控以及本公司其他事宜中潛在的不正當行為提出異議。

董事會也已將企業管治之職責委派給審核委員會，由其履行企業管治守則第A.2.1條中規定的職責。

審核委員會已經審閱本公司截至2022年12月31日止之年度業績以及本年度報告。

於本年度內審核委員會已召開兩次會議，以審閱2021年12月31日止之年度的業績及年度報告、截至2022年6月30日止六個月之中期業績及中期報告，以及有關財務報告和投訴程序、內部監控和風險管理體系、外聘核數師的委任和工作範圍、關連交易、僱員反舞弊投訴、公司企業管治政策和慣例、董事和高級管理人員培訓和持續性職業發展、本公司對法律法規要求遵守的政策和慣例、標準守則及書面僱員指引的合規、公司遵守企業管治準則以及於企業管治報告內的披露等重大問題。審核委員會現由三名成員組成，即麥永森先生(審核委員會主席)、葉淥女士和黎傑國先生。

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企業管治報告(續)

The Audit Committee also met with the external Auditor twice without the presence of the executive Directors.

審核委員會亦在執行董事不在場的情況下，已與外聘核數師進行了兩次會面。

Remuneration of the Senior Management

高級管理層的薪酬

For the year ended 31 December 2022, the remuneration of the senior management (other than the Directors) is listed as below by band:

於截至2022年12月31日止之年度，高級管理層(除董事外)的薪酬按組列表如下：

Band of remuneration	薪酬組別	Number of person 人數
RMB500,001 to RMB1,000,000	人民幣500,001元至人民幣1,000,000元	1

Further details of the remuneration of Directors, Chief Executive and Employees are set out in Note 11 to the Consolidated Financial Statements on the pages 267 to 272 of this Annual Report.

有關董事、首席執行官與僱員的薪酬詳情載於本年報中第267頁至272頁綜合財務報表附註11。

Remuneration Committee

薪酬委員會

According to the amendments to Chapter 17 of the Listing Rules relating to Share Scheme, the Company has updated the Terms of Reference of the Remuneration Committee, and published on 16 December 2022. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration adjustment principle of all employees as a whole, the remuneration packages of individual executive Directors and senior management, the remuneration policy and structure for all Directors and senior management; and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his associates will participate in deciding his own remuneration; approve the new grant of share award or option, and any changes to terms of the granted share award or option.

根據上市規則第十七章股份計劃的條文修訂，本公司更新了薪酬委員會的職權範圍，並於2022年12月16日進行了披露。更新後的薪酬委員會的主要職責包括檢討有關僱員整體薪酬調整原則，各執行董事和高級管理層的薪酬方案、全體董事和高級管理層的薪酬政策及架構，並向董事會提供建議；以及設立透明的程序制訂薪酬政策及架構，以確保任何董事或其任何關連人士均不得參與有關其本身薪酬的決策；批准新股份獎勵或期權的授出，及已授出股份獎勵或期權的任何變更。

In determining the remuneration of the Directors and the senior management, the Remuneration Committee would consider factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors and the senior management, performance and contributions of the Directors and the senior management and the change in market conditions.

於確定董事和高級管理人員的薪酬時，薪酬委員會將考慮同行業企業支付的薪酬、董事和高級管理人員的時間投入和職責、業績和貢獻以及市場狀況的變化等因素。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

During the year, the Remuneration Committee met once to review and make recommendation to the Board on the remuneration adjustment principle of all employees as a whole, the remuneration policy and structure of the Company, and the remuneration packages of the Executive Directors and other related matters. At the same time, the Remuneration Committee has reviewed the share award scheme and share option scheme which are still in effect. For the year ended 31 December 2022, no options were granted or agreed to be granted pursuant to the Share Option Scheme and no shares were granted or agreed to be granted to any selected participants pursuant to the Share Award Scheme (2021: Nil). As at the date of this Annual Report, there was no outstanding option not exercised under the Share Option Scheme. Currently the Remuneration Committee comprises three members, namely, Ms. YE Lu (Chairman of Remuneration Committee), Mr. MAK Wing Sum Alvin and Mr. LU Run Ting.

Nomination Committee

The principal duties of the Nomination Committee include reviewing the board composition, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the board composition, the Nomination Committee would take the Board Diversity Policy and Director Nomination Policy into consideration, to ensure that the Board has the appropriate balance of skills, experience and diversity of perspectives necessary. In the case of a candidate for independent non-executive Director, satisfaction of independent requirements of the Listing Rules and Policy on Independence of Directors of the Company is needed. All of these can enhance the effectiveness of the Board and to maintain high standards of corporate governance.

於本年度內，薪酬委員會已召開一次會議檢討公司的薪酬政策及架構、僱員整體薪酬調整原則，執行董事的薪酬方案及其他相關事宜，並向董事會提供建議。同時，薪酬委員會於本年度內已審閱了本公司當前仍然生效的購股權計劃及股份獎勵計劃。截至2022年12月31日止之年度，概無根據購股權計劃已授出或同意授出的購股權，且無股份依照股份獎勵計劃授予或同意授予任何計劃參與者(2021：無)。於本年報之日，購股權計劃下無未行使的期權。薪酬委員會現包括三位成員，即葉淥女士(薪酬委員會主席)、麥永森先生和盧閏霆先生。

提名委員會

提名委員會的主要職責包括檢討董事會架構、發展以及明確董事提名和任命的相關程序，就董事委任及繼任計劃向董事會提出建議及評估獨立非執行董事的獨立性。

在評估董事會構成時，提名委員會須考慮到董事提名政策以及董事會成員多元化政策，以確保董事會成員在技能、經驗以及視角的多元化方面達到適當的平衡。就獨立非執行董事的候選人而言，需符合上市規則及本公司董事獨立性政策的獨立性要求。以上均確保了董事會有效運作的持續性並保持較高標準的企業管治水平。

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企業管治報告(續)

In evaluating and selecting any candidate for directorship, the Nomination Committee should consider the Board Diversity Policy, including but not limited to character and integrity, qualifications (including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy), any measurable objectives adopted for achieving diversity on the Board, independent aspects under the Policy on Independence of Directors for independent Non-executive Director and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules, any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity, and willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committees of the Company.

The Nomination Committee evaluates such candidate (include any person that is nominated by a shareholder for election as a director at the general meeting of the Company) based on the criteria as set out above to determine whether such candidate is qualified for directorship. If the process yields one or more desirable candidates, the Nomination Committee should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable), and recommend to the Board (as applicable).

For the re-election of Director at General Meeting, the Nomination Committee should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board, review and determine whether the retiring director continues to meet the criteria as set out above, and make recommendation to shareholders. The Nomination Committee will conduct regular review on the structure, size and composition of the Board and this Policy and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and business needs.

At the same time, in assessing the board composition, the Nomination Committee would take into account various aspects set out in the Board Diversity Policy, including but not limited to gender, age, race, language, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee would review the Board Diversity Policy at least annually and discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

在考慮及挑選候選人擔任董事時，提名委員會須考慮到董事會成員多元化政策，包括但不限於品格與誠實，資格（包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素），為達致董事會成員多元化而採納的任何可計量目標，董事獨立性政策所提述的獨立非執行董事的獨立性因素，以及參考上市規則內列明候選人是否被視為獨立的指引，候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻，是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責，以及其他適用於本公司業務及其繼任計劃的其他各項因素。

提名委員會依據上述準則評估該候選人（含經由股東提名於本公司股東大會上選舉為董事的人士），以決定該候選人是否合資格擔任董事。如過程涉及一個或多個合意的候選人，提名委員會及應根據本公司的需要及每位候選人的證明審查（如適用）排列他們的優先次序，並向董事會提出建議（如適用）。

對於於股東大會上重選的董事，提名委員會應檢討退任董事對本公司的整體貢獻及服務，以及其在董事會的參與程度及表現，應檢討及確定退任董事是否仍然符合上述準則，並向股東提出建議。提名委員會將會定期為董事會的架構、規模及組成及本政策舉行檢討，並在有需要時向董事會提出修訂建議，以完善企業策略及切合業務需要。

同時，在評估董事會構成時，提名委員會須考慮到董事會成員多元化政策，包括但不限於性別、年齡、種族、語言、文化和教育背景、專業資格、技能、知識、行業和地域經驗。提名委員會須每年至少一次討論董事會成員多元化政策，討論可估量目標，並達成統一意見，如有需要，推薦予董事會考慮及採納。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

During the year, the Nomination Committee met once to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election and to consider and recommend to the Board on the appointment of independent non-executive Director at the annual general meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The Nomination Committee comprises five members currently, namely, Mr. LU Run Ting (Chairman of Nomination Committee), Mr. HOU Ping, Mr. MAK Wing Sum Alvin, Ms. YE Lu and Mr. LAI Tung Kwok.

BOARD DIVERSITY POLICY

The Company has adopted a Board Diversity Policy which sets out the approach to achieve diversity of the Board. It aims to maintain an appropriate balance of diversity perspectives that are relevant to the Company's business growth.

The Company recognizes and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to diversity at all levels and will consider a number of aspects, including but not limited to gender, age, race, language, cultural background, educational background, skills, knowledge, industry experience and professional experience.

於本年度內，提名委員會已召開一次會議檢討董事會架構、規模和組成，及獨立非執行董事的獨立性，以考慮退任董事在股東週年大會上重選的資格，以及考慮並向董事會推薦獨立非執行董事的任命。提名委員會認為董事會保持了合適及均衡的多元化構成。提名委員會現包括五位成員，即盧閏霆先生(提名委員會主席)、侯平先生、麥永森先生、葉淥女士和黎棟國先生。

董事會成員多元化政策

本公司採納了董事會成員多元化政策，載列了實現董事會多元化的途徑。其目標是保持與本公司業務增長相關的多元化範疇達到適當的平衡。

本公司認同亦深信達致董事會成員多元化的益處，亦將董事會多元化視為維持本公司競爭優勢的一個基本要素。

根據董事會成員多元化政策，提名委員會將至少每年檢討董事會的結構、人數及組成，亦就任何為配合本公司的公司戰略而對董事會作出的變動提出建議，以確保董事會保持一種均衡的多元化狀態。在檢討和評估董事會組成方面，提名委員會致力於全方位多元化，亦將審議若干方面問題，包括但不限於性別、年齡、種族、語言、文化背景、教育背景、技能、知識、行業經驗和專業經驗。

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企業管治報告(續)

At present, the Board comprises nine members with extensive experience in the fields of management, banking, law, finance, sales, operation and government affairs, which provide favourable support and protection to ensure the good functioning of the Board. Among them, there are three independent non-executive Directors, representing one third of the Board. At the same time, two members of the Board are women, representing a 7:2 ratio of men to women. As a result of review, the Nomination Committee considers that the Board Diversity Policy is effective and will continue to ensure that there is at least one woman on the Board.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness. At the same time, the Company will examine such objectives from time to time to review their appropriateness and effectiveness, and ensure the progress made towards achieving those objectives.

STAFF DIVERSITY

The Company is preparing a staff diversity policy which sets out the approach to achieve diversity of the staff.

The Company has always been committed to promote diversity in the teams, and is able to achieve through a number of measures. The Company strictly complies with relevant laws and regulations, and the code of conduct to prevent discrimination or harassment has been set out in staff manual. The Company also offers diversity training to new and old staff and applies the principle of equal opportunity to all policies related to human resources, remuneration and benefits, to ensure employment opportunities for people of all kinds. Any discrimination or harassment against employees owing to their marital status, pregnancy, disability, family status, race or gender are prohibited. During the year, our female employees accounted for approximately 43% of the total workforce; the senior management consists of one female member and one male member.

Going forward, the Company will further diversify the staff team in various aspects, to enhance the Company's culture in inclusion. Recently, the Company is establishing the related policies on eliminating discrimination to help the Company exercise more comprehensive consideration and judgment in appointment and promotion. At the same time, the Company is also formulating measurable goals and will strive to keep the proportion level of female employees at 40% or above, and the proportion level of female members in senior management no less than 20%.

目前，本集團董事會成員共九名，分別在管理、銀行、法律、財務、銷售、運營、政府事務等領域具有豐富經驗，對確保本集團董事會良好的運行提供了有利的支持與保障。其中，獨立非執行董事三名，達到董事會成員1/3的人數。同時，董事會成員中已有兩名女性，男女性別比例為7:2。故經檢討，提名委員會認為董事會成員多元化政策行之有效，並將繼續確保董事會至少有一名女性成員。

提名委員會將適當地檢討董事會成員多元化政策，以確保持其持之有效。同時，本公司也將不時審查已制定的可計量目標，以檢討這些目標的適當性和有效性，亦確保在實現這些目標方面取得進展。

成員多元化

本公司正在擬定成員多元化政策，將載列實現員工多元化的途徑。

本公司長期以來致力促進多元化的員工團隊，並通過多項措施確保目標達成。本公司在制度上嚴格遵守有關法例法規，在員工手冊中明確了有關防止歧視或騷擾行為準則；在思想上，向新老員工推出相關培訓；在行動上，將平等機會原則應用於所有人力資源及薪酬福利政策，以保障各類人士的就業機會，絕不容許員工因婚姻狀況、懷孕、喂哺母乳／集乳、殘疾、家庭崗位、種族、性別等而受到歧視或騷擾。年內，本公司全體員工中女性員工比例佔全體員工的約43%；高級管理層由一名女性成員和一名男性成員組成。

接下來，本公司將從各方面進一步加深員工團隊的多元化程度，提升本公司共融文化理念。目前本公司正在制定有關於消除歧視的相關政策，以助力本公司在任免提拔過程中，作出更為周全的選擇。同時，本公司也在擬定可計量目標，力爭繼續保持女性員工佔比40%以上的水平，以及高級管理層中女性成員佔比不低於20%的水平。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Company will review the staff diversity policy, as appropriate, to ensure its effectiveness. At the same time, the Company will examine such objectives from time to time to review their appropriateness and effectiveness, and ensure the progress made towards achieving those objectives.

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.
- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.

本公司將適當地檢討成員多元化政策，以確保持其持之有效。同時，本公司也將不時審查已制定的可計量目標，以檢討這些目標的適當性和有效性，亦確保在實現這些目標方面取得進展。

董事提名政策

董事會已將其甄選和任命本公司董事的責任和權力授予本公司提名委員會。

本公司採納了董事提名政策，載列本公司有關提名及委任董事的甄選準則、程序、以及董事會繼任計劃的相關考慮，目的是確保董事會成員具備切合本公司業務所需的技巧、經驗和多元化觀點，亦確保本公司董事會的持續性及維持其領導角色。

董事提名政策列出了評估擬委任候選人適宜性和對董事會潛在貢獻的因素，包括但不限於以下方面：

- 品格與誠實。
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提及的多元化因素。
- 為達致董事會成員多元化而採納的任何可計量目標。
- 根據上市規則，董事會需包括獨立非執行董事的規定，以及參考上市規則內列明候選人是否被視為獨立的指引。
- 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻。
- 是否願意及是否能夠投放足夠時間履行身為董事會成員及擔任董事會轄下委員會的委員的職責。

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- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.
- 其他適用於本公司業務及其繼任計劃的其他各項因素，提名委員會及／或董事會可在有需要時修訂有關因素。

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings, details are as follows:

董事提名政策亦載列新董事甄選及委任程序，以及在股東大會上重選董事的程序，詳情如下：

(a) Appointment of new director

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the factors as set out above to determine whether such candidate is qualified for directorship.
- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the factors as set out above to determine whether such candidate is qualified for directorship.

(a) 委任新董事

- (i) 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述因素評估該候選人，以決定該候選人是否合資格擔任董事。
- (ii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。
- (iii) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議(如適用)。
- (iv) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述因素評估該候選人，以決定該候選人是否合資格擔任董事。提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議(如適用)。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

(b) Re-election of director at general meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the factors as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

The Nomination Committee will review the Director Nomination Policy, as appropriate, to ensure its effectiveness.

POLICY ON INDEPENDENCE OF DIRECTORS

To ensure independent views and input are available to the Board, and the sustainable and healthy development, the Company has adopted Policy on Independence of Directors which assesses the independence of the Board, particularly independent non-executive Directors, and deals clearly with the further appointment of the Independent Non-executive Directors served more than nine years on the Board.

(b) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述因素。
- (iii) 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。

提名委員會將適當地檢討董事會提名政策，以確保其有效性。

董事獨立性政策

為確保董事會可獲得獨立的觀點及意見，以及確保可持續健康發展，本公司採納了董事獨立性政策以評估董事會（特別是獨立非執行董事）的獨立性，及就在任超過九年的獨立非執行董事的續任事宜作出規範。

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CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The General Principles of Policy on Independence of Directors for evaluating the independence of independent non-executive Directors are that independent non-executive Directors should not have any substantive or material interest with the Group, the management of the Group or the Controlling Shareholder of the Group. In assessing the independence of the independent non-executive Directors, Policy on Independence of Directors sets out factors that the Board should take into account, including but not limited to the following:

- Stock Ownership Relationship.
- Employment and Compensation Relationship.
- Business Relationship.
- Professional Service Relationship.
- Cross-directorships and Other Links.
- Financial Dependence Relationship.
- Other: notwithstanding the absence of the abovementioned circumstances, the Nomination Committee and the Remuneration Committee will assess the independence of the independent non-executive Directors in accordance with the guidelines set out in the Listing Rules.

董事獨立性政策評估有關獨立非執行董事獨立性的一般原則是，獨立非執行董事不應與本集團、本集團的管理層或本集團的控股股東存在任何重大或實質性的利益關係。在評估獨立非執行董事獨立性標準時，董事獨立性政策列出了董事會應考慮的因素，包括但不限於以下幾個方面：

- 股權關係。
- 僱傭及薪酬關係。
- 業務關係。
- 專業服務關係。
- 相互擔任對方公司的董事職務或其他聯繫關係。
- 財政上的倚賴關係。
- 其他：即使獨立非執行董事並不存在上述任何一種情況，提名委員會及薪酬委員會仍可參考《上市規則》的有關指引作出判斷。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

During the year, the Board reviewed the implementation and effectiveness of the Policy on Independence of Directors and the results were satisfactory.

The Board will review Policy on Independence of Directors, as appropriate, to ensure its effectiveness.

CORPORATE GOVERNANCE FUNCTIONS

The Board has adopted terms of reference for corporate governance functions set out in the CG Code and is responsible for performing the corporate governance duties set out therein. The Board has reviewed the Company's compliance with the CG Code for the year ended 31 December 2022 and other legal and regulatory requirements.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends, it aims to provide the shareholders with stable and sustainable returns. According to the Dividend Policy, the Company intends to distribute no less than 20% of its annual net profits as dividends to its shareholders. In proposing any dividend payout, the Board will depend on the financial results, cash flow situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, interests of shareholders, any restrictions on payment of dividends and any other factors that the Board may consider relevant, to propose and/or declare dividends during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

COMPANY SECRETARY

The company secretary of the Company is Ms. LI Yijin. Details of the biography of the company secretary of the Company are set out in the section headed "Directors and Senior Management" of this Annual Report. Ms. LI confirmed that she took no less than 15 hours of relevant professional training in the year ended 31 December 2022 as required by the Listing Rules.

在本年度內，董事會檢討了關於董事獨立性政策的執行情況和有效性，結果令人滿意。

董事會將適時地檢討董事獨立性政策，以確保其有效性。

企業管治職能

董事會已採納了企業管治守則中所載的企業管治職能的職權範圍，並負責履行其中所載的企業管治職責。董事會已審閱本公司截至2022年12月31日止之年度對企業管治守則及其他法律及監管要求的遵守情況。

股息政策

本公司就股息的派付採納了股息政策，其旨在為股東提供穩定及可持續的派息。根據股息政策，本公司擬分發不少於其年度淨利20%予本公司股東作為股息。在建議派發任何股息時，董事會將根據本集團的財務業績、現金流狀況、業務狀況及策略、未來運營及收入、資金需求及支出計劃、股東的利益、任何派發股息的限制以及董事會可能視為相關的任何其他因素，在財政年度內建議和/或宣派股息，而任何財政年度之末期股息均須由股東批准。

公司秘書

本公司公司秘書為李易進女士。本公司公司秘書的履歷載於本年報的「董事及高級管理層」一節。於截至2022年12月31日止之年度內，李女士確認其已根據上市規則的規定參與不少於15小時的相關專業培訓。

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CORPORATE GOVERNANCE REPORT (CONTINUED) 企業管治報告(續)

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

董事及委員會成員的出席記錄

The attendance record of each Director at the Board and board committee meetings and the general meetings of the Company held during the year ended 31 December 2022 is set out in the table below:

每位董事參與本公司於截至2022年12月31日止之年度內舉行的董事會、委員會會議及股東大會的出席記錄如下表所示：

Name of Directors 董事姓名	Attendance/Number of Meetings 出席次數／會議次數				Annual General Meeting 股東週年大會
	Board 董事會	Nomination Committee 提名委員會	Remuneration Committee 薪酬委員會	Audit Committee 審核委員會	
Executive Directors 執行董事					
Mr. LU Run Ting 盧閏霆先生	4/4	1/1	1/1	N/A	1/1
Mr. HOU Ping 侯平先生	4/4	1/1	N/A	N/A	1/1
Mr. LU Runyi 盧潤怡先生	4/4	N/A	N/A	N/A	1/1
Mr. WU Siqiang 吳思強先生	4/4	N/A	N/A	N/A	1/1
Mr. LING Wai Lim 盧威廉先生	4/4	N/A	N/A	N/A	1/1
Ms. LI Yijin 李易進女士	4/4	N/A	N/A	N/A	1/1
Independent Non-executive Directors 獨立非執行董事					
Mr. MAK Wing Sum Alvin 麥永森先生	4/4	1/1	1/1	2/2	1/1
Ms. YE Lu 葉淥女士	4/4	1/1	1/1	2/2	1/1
Mr. YANG Geng (Note 1) 楊廣先生(附註1)	3/3	1/1	N/A	1/1	1/1
Mr. LAI Tung Kwok (Note 2) 黎棟國先生(附註2)	1/1	N/A	N/A	1/1	N/A

Note 1: Mr. YANG Geng retired as an Independent Non-executive Director on 17 May 2022.

附註1：楊廣先生於2022年5月17日退任獨立非執行董事。

Note 2: Ms. LAI Tung Kwok was appointed as an Independent Non-executive Director on 17 May 2022, so he just attended one Board meeting and one audit committee meeting during the year 2022.

附註2：黎棟國先生於2022年5月17日獲委任為獨立非執行董事，故其於2022年僅出席一場董事會會議及一場審核委員會會議。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Apart from regular board meetings, the Chairman also held meetings with independent non-executive Directors without the presence of executive Directors during the year 2022.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2022.

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

The statement of the independent auditor of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 176 to 187 of this Annual Report.

AUDITOR'S REMUNERATION

The remuneration paid to the Company's external auditor of the Company in respect of audit services and non-audit services for the year ended 31 December 2022 amounted to RMB1,377,000 and RMB402,000 respectively.

An analysis of the remuneration paid to the external auditor of the Company, PricewaterhouseCoopers, in respect of audit services and non-audit services for the year ended 31 December 2022 is set out below:

Service Category	服務種類	Fees Paid/Payable	
		已付	應付費用
		RMB	
		人民幣	
Audit Services	核數服務		1,377,000
Non-audit Services	非核數服務		
— Interim review	— 中期審閱		402,000
			1,779,000

除了常規的董事會會議，於2022年主席亦和獨立非執行董事召開了沒有執行董事出席的會議。

董事就財務報表的職責

董事確認其知悉編製本公司截至2022年12月31日止之年度財務報表的職責。

董事並不知悉任何有關可能會令本公司持續經營能力受到重大質疑的事件或情況的重大不明確因素。

關於公司獨立核數師對財務報表匯報職責的陳述載於本年報之獨立核數師報告第176頁至187頁。

核數師的酬金

支付予本公司外聘核數師有關截至2022年12月31日止之年度的核數服務及非核數服務之酬金分別為人民幣1,377,000元和人民幣402,000元。

支付予本公司外聘核數師羅兵咸永道會計師事務所有關截至2022年12月31日止之年度核數服務及非核數服務之酬金的分析如下：

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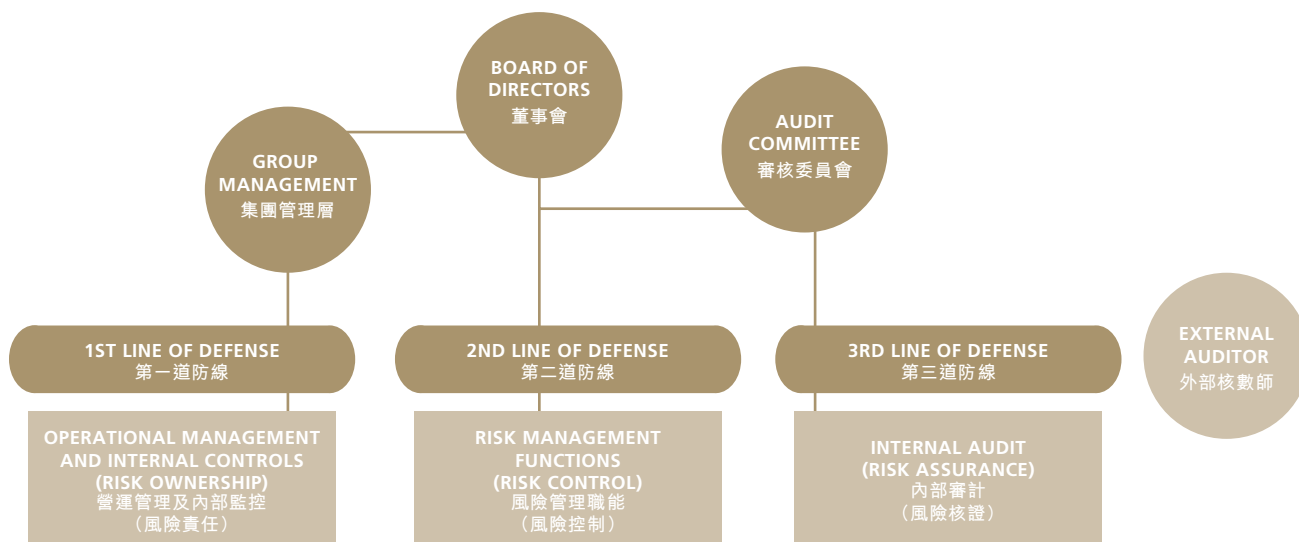
RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for continually overseeing the Group's risk management and internal control system and reviewing their effectiveness at least annually through Audit Committee. The Audit Committee assists the Board in fulfilling its oversight and corporate governance role in the Group's financial, operational, compliance, risk management and internal controls and the resourcing of the finance and internal audit functions.

Risk Management Structure

The Group has established an organizational structure with defined level of responsibility and reporting procedures. The Board oversees the overall management of Group's risks, with assistant from the Audit Committee on reviewing and monitoring key risks. Management is responsible for designing and implementing the risk management and internal control system. Management is also committed to fostering a risk aware and control conscious environment. Operating units are responsible for the identification and management of risks in their operations and a comprehensive approach is adopted for enterprise-wide risk. Responsibility for risk management resides at all levels within the Group, from the Board through the organisation to each manager and employee.

The Group's risk management framework is guided by the Three Lines of Defense model as shown below:



風險管理與內部監控

董事會確認其有責任持續地監控本集團的風險管理及內部監控系統，並透過審核委員會至少每年檢討其成效。審核委員會協助董事會履行其監控及企業管治職責，涵蓋本集團的財務、運營、合規、風險管理及內部監控，以及財務資源及內部審計職能。

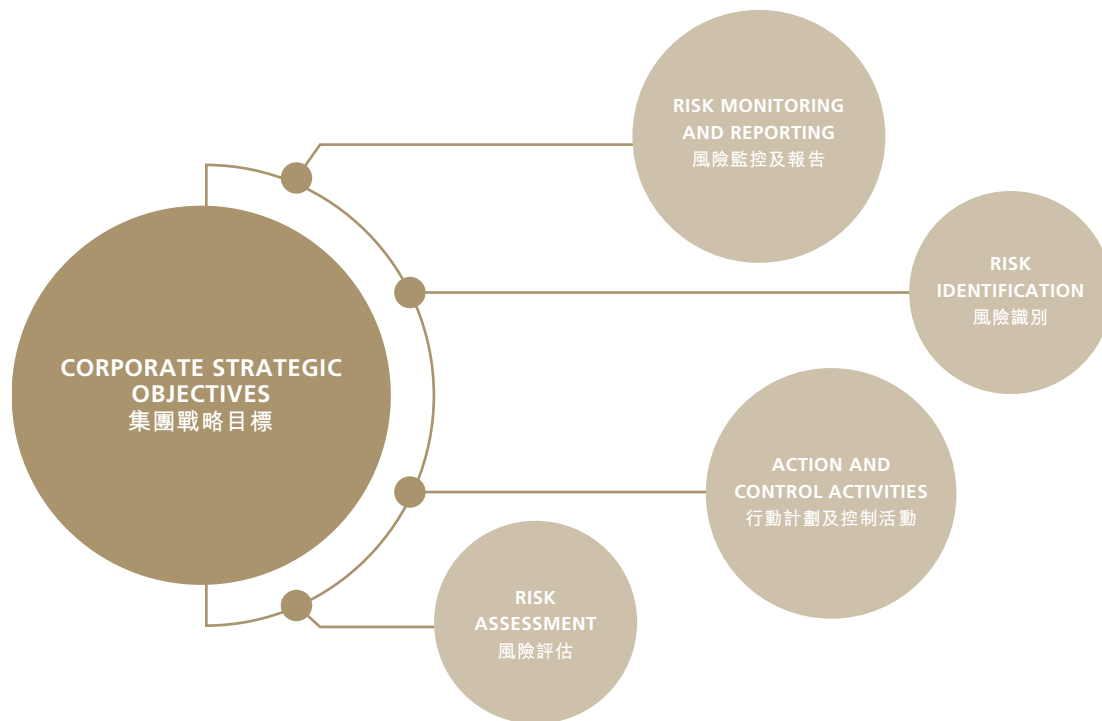
風險管理架構

本集團已建立一個具備明確職責及報告程序的組織架構。本公司董事會全權監督集團整體的風險管理，並由審核委員會協助本公司董事會檢視和監控重大的風險。管理層負責風險管理和內部監控系統的設計及實施，致力促進集團風險管理和內部監控的意識及文化。業務部門負責其職權範圍內日常營運的風險識別和管理。集團的風險管理工作由本公司董事會至每位經理及員工共同協力完成。

本集團的風險管理架構以下圖列示的「三道防線」模式作為指引：

Risk Management Framework

The Group has in place a risk management framework to effectively identify, assess, mitigate and monitor key business, financial, operational, compliance and environment, social and governance risks. The framework enables the Group to adopt a proactive and systematic approach to identifying and managing risks across the organisation to evaluate risk severity and likelihood of occurrence. The framework also sets out the procedures of risk management and clarifies the roles and responsibilities of various departments in relation to risk management.



The Group has embedded its risk management systems into the core operating practices of the business. On an ongoing basis, the respective operating units of the Company review and access the status of potential risks which may impact on their ability to achieve their business objectives and/or those of the Group, determine and implement treatment plans where risk mitigations are actionable. This review process includes assessment as to whether the existing internal controls continue to remain relevant, adequately address potential risks, and/or should be supplemented.

風險管理辦法

集團建立了風險管理辦法以有效識別、評估、減輕和監控主要業務、運營、財務、合規及環境、社會及管治風險。該辦法為集團提供一個清晰和系統的方法去識別和管理風險，以及評估風險的嚴重性和發生的機會。同時，該辦法確定了集團的風險管理流程，明確了各部門在風險管理工作中的職責分工。

本集團已將風險管理系統貫穿至核心業務中。各部門持續地檢討及評估可能對達成該部門或本集團業務目標的能力造成影響的潛在風險的狀況，制定及實施可行的風險舒緩措施。相關檢討流程包括評估現有內部監控系統是否繼續切合業務需要、是否足夠應對潛在風險及是否需要予以補充。

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企業管治報告(續)

Appropriate policies and controls have been designed and established to ensure that assets are safeguarded against improper use or disposal, relevant rules and regulations are adhered to and complied with, reliable financial and accounting records are maintained in accordance to relevant accounting standards and regulatory reporting requirements, and key risks that may impact the Group's performance are appropriately identified and managed. The system and internal controls can only provide reasonable but not absolute assurance against material misstatement or loss, as they are designed to be managed, rather than eliminate the risk of failure to achieve business objectives.

A description of the Group's main risk factors is shown on pages 99 to 127 of this Annual Report. The Group continuously works to improve its risk management framework in order to keep pace with the changing business environment.

Internal Control

Internal Audit Department conducts independent reviews on the Group's risk management and internal control system. Internal Audit Department reports directly to the Audit Committee to ensure identified internal control weaknesses are communicated and rectified effectively.

Internal Audit Department adopts a risk-oriented audit approach. The annual audit plan covers major activities and processes of the Group's compliance, financial, procurement, operations and environment, social and governance. On a regular basis, Internal Audit Department reports to the Audit Committee the results of their activities during the preceding period pertaining to the adequacy and effectiveness of internal controls, and follows up the progress of rectification for control weaknesses.

The Group has established and oversees a whistleblower policy and a set of comprehensive procedures whereby employees, customers, suppliers and other concerned parties can report any actual or suspected occurrence of improper conduct involving the Company, and for such matters to be investigated and dealt with efficiently in an appropriate and transparent manner.

The Company formulated the insider information policy and regularly reminds the Directors and employees about due compliance with all policies regarding the insider information. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements.

適當的政策及監控已經制定，以確保資產不會在未經許可下使用或處置，依從及遵守相關條例及規定，根據相關會計標準及監管申報規定保存可靠的財務及會計記錄，以及適當地識別及管理可能影響本集團表現的主要風險。有關系統及內部監控僅可合理而非絕對保證可防範重大失實陳述或損失，因為其目的旨在管理，而非消除未能達成業務目標的風險。

集團的主要風險因素載於本年報第99頁至127頁內。本集團將不斷致力於完善風險管理機制，緊貼不斷變化的業務環境。

內部監控

集團內部審計對本集團風險管理及內部監控系統的成效展開獨立評估，內部審計部門直接向審核委員會匯報以確保內部控制缺陷得到有效的溝通及糾正。

內部審計部門採取以風險為導向的審核方法。內部審計的全年工作計劃，涵蓋合規、財務、採購、運營及環境、社會及管治等集團的各項主要工作及程序。內部審計部門於定期會議上向審核委員會匯報其於上一個期間有關內部監控是否足夠及其成效等的工作結果，並跟進其發現問題的進展。

本集團亦已制定並監督一項舉報政策。據此，僱員、客戶、供應商及其他相關方能對涉及本集團的任何實際或疑似不當行為作出舉報，從而使有關事宜可按照適當及具透明度的方式立即展開調查及得到有效處理。

本公司已制定內幕信息及知情人管理制度並定期提醒董事及僱員妥善遵守所有有關內幕消息的政策。本公司將編製或更新合適指引或政策以確保遵守監管規定。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

The Board reviews annually the Group's risk management and internal control system. During the year, the Board conducted a review of the effectiveness of the risk management and internal control system of the Group, including the adequacy of resources of environmental, social and governance performance and report, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function. The key areas of the Group's risk management and internal control systems are effectively implemented, thus the Board and the Audit Committee considered the Group's risk management and internal control systems are effective and sufficient.

In addition to the review of risk management and internal controls undertaken within the Group, the external auditor also assessed the adequacy and effectiveness of certain key risk management and internal controls as part of their statutory audits. The external auditor's recommendations also provide enhancements to the risk management and internal controls.

SHAREHOLDERS' RIGHTS

To safeguard shareholder interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

Right to call a General Meeting

General meetings may be convened by the Board on requisition of shareholder(s) of the Company representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings or by such shareholder(s) who made the requisition (as the case may be) pursuant to Sections 566 and 568 respectively of the Companies Ordinance. The general nature of the business to be dealt with at the meeting must be stated in the request. Shareholders should follow the requirements and procedures as set out in the Companies Ordinance for convening a general meeting.

董事會每年對集團的風險管理及內部監控系統進行檢討。在本年度內，董事會已檢討本集團風險管理及內部監控系統的有效性，包括環境、社會及管治表現和匯報相關的資源充足性、員工資質、經驗、培訓計劃及本集團財務預算及財務報告功能。本集團的風險管理及內部監控系統的主要部分已得到有效的實施，故董事會及審核委員會認為本集團的風險管理及內部監控有效且充分。

除本集團對風險管理及內部監控進行檢討外，外聘核數師的法定審核工作內容亦包括對若干重要的風險管理及內部監控的有效性進行評估，其建議亦有助於改善風險管理及內部監控。

股東權益

為保障股東的權益和權利，股東大會上將對重要獨立事項分別提議獨立決議案，包括個別董事的選舉。所有在股東大會上提出的決議案將依照上市規則進行投票決議，決議結果將於每個股東大會結束後在公司網站和聯交所網站公佈。

召開股東大會的權利

根據公司條例第566條及第568條，股東可要求董事會或由該呈請人自行召開股東大會（按情況而定）。如董事會收到佔全體有權在股東大會上表決的股東的總表決權至少5%的股東要求召開股東大會，則董事會須召開股東大會。該要求須述明有待於該會議上處理的事務的一般性質。股東應遵從公司條例所載之規定和程序召開股東大會。

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Right to Circulate Resolution at Annual General Meeting

Pursuant to Section 615 of the Companies Ordinance, shareholder(s) representing at least 2.5% of the total voting rights of all shareholders; or at least 50 shareholders (as the case may be) who have a right to vote at the relevant Annual General Meeting, may request to circulate a resolution to be moved at an Annual General Meeting. Shareholders should follow the requirements and procedures as set out in the Companies Ordinance for circulating a resolution for annual general meeting.

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Room 1301, 13th Floor
Bank of East Asia, Harbour View Center
No. 56 Gloucester Road, Wanchai, Hong Kong
(For the attention of the Company Secretary)

Fax: +852 2834 6759
Email: goldpac@goldpac.com

For the avoidance of doubt, shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

於股東週年大會上傳閱決議的權利

根據公司條例第615條，佔全體有權在週年股東大會上表決的股東的總表決權至少2.5%的公司股東或最少50名有權在股東大會上表決的股東(按情況而定)，可要求傳閱擬在該股東大會動議的決議。股東應遵從公司條例所載有關傳閱週年股東大會決議之規定和程序。

向董事會提出詢問

若須對董事會提出任何詢問，股東可向本公司發送書面詢問。本公司一般不會處理口頭或匿名查詢。

聯繫方式

股東可將其上述詢問或要求發送到以下地址：

地址：香港灣仔告士打道56號
東亞銀行港灣中心
13層1301室
(請註明收件人為公司秘書)

傳真：+852 2834 6759
電郵：goldpac@goldpac.com

為避免疑問，股東須將簽署的請求、通知或聲明(視情況而定)的書面正本，遞交和寄送至上述地址，並提供其全名、聯繫方式和身份信息才能生效。按法律規定，股東信息有可能被披露。

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted shareholders' communications policy ("**Shareholders' Communication Policy**"), and commits to maintain on-going and effective communication with its shareholders. The Board attaches a high degree of importance to continuous communication with shareholders, and firmly believes that effective learning of shareholders' views and needs will help the Company to develop and improve its future development strategy.

In addition to the direct dialogue with shareholders at the Company's annual general meeting, the Company also communicates actively with the investment community in the forms of meetings, conferences, roadshows, and one-to-one communication. During the pandemic, the Company has adjusted the mode of convening the annual general meeting flexibly, ensuring effective communication with shareholders while complying with the Companies Ordinance and other applicable disease prevention regulations as well as the requirements of the Company's Articles of Association.

In order that shareholders can have a better understanding of the agenda items to be discussed at the annual general meeting and to encourage their active participation so that exchange of views and communication can be further enhanced, the Company has always provided detailed information on the annual general meeting in a circular to shareholders which will include introduction to the proposed resolutions to be approved at the annual general meeting, information on the retiring Directors who are eligible for re-election, as well as information on voting, live webcast (if applicable) and other issues relating to the annual general meeting voting.

All the Board members were present at the Company's 2021 annual general meeting held on 17 May 2022 at Room 1301, 13th Floor, Bank of East Asia Harbour View Centre No. 56 Gloucester Road, Wanchai, Hong Kong. Representatives of PricewaterhouseCoopers, being the auditor of the Company, and Mayer Brown, being the legal advisor of the Company, were also present at the Company's 2021 annual general meeting to respond to enquiries raised by shareholders.

與股東的溝通及投資者關係

本公司採納股東通訊政策，並承諾與股東進行持續而有效的溝通。董事會高度重視與股東的有效互動，堅信有效獲悉股東的看法及其所需，將有利於本公司制定和完善未來發展策略。

除藉著於股東週年大會與股東直接溝通之外，本公司也通過會議、發佈會、路演及一對一交流的形式與投資界積極溝通。在疫情之下，本公司靈活調整股東週年大會召開方式，確保在符合公司條例及其他適用的防疫規定，以及本公司組織章程細則要求的同時，可以通過有效渠道與股東進行溝通。

為使股東能更了解提呈於股東週年大會審議的事項，並藉此鼓勵股東積極參與本公司股東大會，加強雙邊交流及溝通，本公司一直以來於致股東通函中向股東提供關股東週年大會的詳細資料，包括擬在股東週年大會上通過的決議案的說明、退任及重選連任董事的資料、網上直播(如適用)的詳情，以及關於股東週年大會投票事宜。

全體董事會成員均出席了本公司於2022年5月17日於香港灣仔告士打道56號東亞銀行港灣中心13層1301室舉行的2021年股東週年大會。作為本公司核數師羅兵咸永道會計師事務所及律師顧問孖士打律師行的代表亦出席了本公司2021年股東週年大會，以回應股東於會上提出的查詢。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

Apart from the Shareholders' Communications Policy, the Company's investor relations also follows investor relations management system, and communicates with existing and potential investors of the Company's securities, analysts and securities market professionals in meetings, conferences and road-shows to enhance their knowledge and understanding of the Company's development and strategies, aiming to provide clear and timely information that is reasonably required for them to make a fair investment decision. These discussions generally involve public information, including disclosed financial information and historical data, markets and product strategies, business strengths and weaknesses, growth opportunities and threats. Any topic will be discussed so long as it is not considered to be material non-public information.

The Shareholders' Communications Policy will be reviewed by the Board annually to ensure effectiveness. During the year, the Board reviewed the implementation and effectiveness of the Shareholders' Communications Policy by receiving an annual work report from the Company's Investor Relations, and reviewed it with the Internal Control Department, confirming that the Policy continues to be effective. For the year under review, the Board was of the view that such policy remained sufficient and effective in that:

- (i) affected by the COVID-19 epidemic, the Company adopted flexible communication modes. During the year, the Company conducted briefings via teleconferences and network broadcast with analysts and the press to apprise them of the Company's strategy implementation, operating results, business development and outlook as well as to answer their questions;
- (ii) the company conducted one-to-one communication with major institutional shareholders and potential shareholders via email, teleconferences, and communication software and platforms;
- (iii) the company published latest information of the Group on its official website and financial investment platforms, including financial results and reports, announcements and circulars.

另外，本公司投資者關係除遵循股東通訊政策，亦有採納投資者關係管理制度。其主要通過會議、研討會及路演的渠道提升本公司證券現時及潛在的投資者、分析員及證券業專業從業員對本公司發展與策略的認識和了解，以便他們進行合理的投資決策時可以具備關鍵訊息。相關討論一般涉及公開的信息，包括已公佈的財務訊息及歷史數據、本公司的市場及產品策略、業務優勢及弱點、增長機遇及挑戰等。任何不屬於重要非公開信息亦可予以討論。

董事會每年進行檢討股東通訊政策，以確保其成效。在本年度內，董事會通過聽取本公司投資者關係對於年度工作情況的匯報，以及與內控部的複核，檢討了有關於股東溝通政策的執行情況及其有效性。董事會認為由於以下理由，該政策屬於充分及有效的：

- (i) 受新冠肺炎疫情影響，本公司採取靈活的溝通方式。本年度公司通過電話會議及網絡直播的方式召開業績發佈會及路演交流會，就本公司的戰略執行、經營業績、業務發展及前景展望等進行線上推介及互動交流；
- (ii) 通過電郵、電話會議、通訊軟件平台等方式與主要機構股東及潛在股東進行一對一交流；
- (iii) 本公司於公司官方網站及財經投資平台刊登有關本集團的最新資料，包括財務業績及報告、公告及通函。

CORPORATE GOVERNANCE REPORT (CONTINUED)

企業管治報告(續)

In addition, the Company can collect investors' opinions, understand the market expectations and assist in the Company's strategic formulation. The consistent innovative practices and market recognition from the capital market promote the improvement of investor relations practices. In future, the Company would improve the multiple communication mechanism, connect with global investors and keep a good transparency in information disclosure.

CONSTITUTIONAL DOCUMENTS

During the year 2022, the Company has not made any changes to its Articles of Association. An up to date version of the Company's Articles of Association is also available on the Company's website and the Stock Exchange's website.

此外，本公司收集投資者的想法和意見，了解市場預期，並協助本公司的戰略思考。持續的創新實踐和市場的眾多肯定，也促進了投資者關係工作的不斷提升。未來，本公司將持續完善多元化市場溝通機制，與全球投資者開展更廣泛交流，保持良好的公司透明度。

章程文件

於2022年度內，本公司並無對本公司章程進行任何改動。本公司最新的公司章程可在聯交所網站和本公司網站上查閱。

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羅兵咸永道

To the Shareholders of Goldpac Group Limited
(incorporated in Hong Kong with limited liability)

致金邦達寶嘉控股有限公司股東
(於香港註冊成立的有限公司)

OPINION

意見

What we have audited

我們審計的內容

The consolidated financial statements of Goldpac Group Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 188 to 311, comprise:

我們已審計載於第188頁至311頁金邦達寶嘉控股有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)的綜合財務報表，包括：

- the consolidated statement of financial position as at 31 December 2022;
 - the consolidated statement of profit or loss and other comprehensive income for the year then ended;
 - the consolidated statement of changes in equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include significant accounting policies and other explanatory information.
- 於2022年12月31日的綜合財務狀況表；
 - 截至該日止年度的綜合損益及其他全面收入表；
 - 截至該日止年度的綜合權益變動表；
 - 截至該日止年度的綜合現金流量表；及
 - 對綜合財務報表的註釋，包括主要會計政策和其他解釋性信息。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

OPINION (Continued)

Our opinion

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 (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSA”) 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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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.

Key audit matters identified in our audit are summarised as follows:

- Write-down of inventories to net realisable values
- Impairment assessment of trade receivables

意見(續)

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映了 貴集團於2022年12月31日的綜合財務狀況及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妥為編製。

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

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專業道德責任。

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。

我們審計中識別的關鍵審計事項如下：

- 減記存貨至可變現淨值
- 應收貨款之減值評估

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KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何應對關鍵審計事項
<p>Write-down of inventories to net realisable values 減記存貨至可變現淨值</p> <p>Refer to notes 2.15, 4(a) and 20 to the consolidated financial statements. 請參見綜合財務報表附註2.15、4(a)和20。</p> <p>As at 31 December 2022, the carrying amount of the Group's inventories amounted to RMB362,621,000 (2021: RMB286,921,000), after considering of a write-down of inventories to net realisable value of RMB68,266,000 (2021: RMB46,260,000). 於2022年12月31日，扣除減記存貨至可變現淨值的金額人民幣68,266,000元(2021年：人民幣46,260,000元)，貴集團的存貨賬面價值為人民幣362,621,000元(2021年：人民幣286,921,000元)。</p>	<p>Our procedures in relation to the write-down of inventories to net realisable values included: 我們對減記存貨至可變現淨值之程序包括：</p> <ul style="list-style-type: none">— We obtained an understanding of management's internal controls and process of the write-down of inventories to net realisable values and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud.— 我們了解了管理層對減記存貨至可變現淨值的內部控制和過程，並通過考慮估計的不確定性和其他固有風險因素的程度例如複雜性，主觀性，變化和易受管理層主觀偏見或欺詐，對重大錯報的固有風險進行評估。— We understood, evaluated and tested key controls over the write-down of inventories to net realisable values.— 我們了解、評估和測試了有關減記存貨至可變現淨值的關鍵控制；— We understood the basis of the write-down of inventories to net realisable values and evaluated the appropriateness of the basis adopted.— 我們瞭解了減記存貨至可變現淨值的基礎，並評估了所採用基礎的合理性；

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何應對關鍵審計事項
<p>Write-down of inventories to net realisable values (Continued) 減記存貨至可變現淨值(續)</p>	
<p>Management estimated net realisable values based on ageing of inventories, current market price and estimated future market demand. Such estimation required the use of significant judgment and key assumptions which take into consideration of historical sales records, utilisation records, ageing and expectations for future sales orders. Such judgment was subject to uncertainties as a result of future changes in market trends and customer demands. 管理層根據存貨賬齡、當前市場價格和預計未來市場需求估計可變現淨值。這些估計需要使用重要的判斷和關鍵假設，這些判斷和假設考慮了歷史銷售記錄、使用記錄、賬齡和未來銷售訂單的預期。由於市場趨勢和客戶需求的未來變化，這些判斷存在不確定性。</p>	<p>Our procedures in relation to the write-down of inventories to net realisable values included: (Continued) 我們對減記存貨至可變現淨值之程序包括：(續)</p> <ul style="list-style-type: none"> — We tested the accuracy of the inventories ageing report on a sample basis by tracing to the purchase invoices and delivery documents; — 我們對採購發票和交貨憑證進行抽樣檢查，以測試存貨賬齡報告的準確性。 — We tested key assumptions used in the assessment process, including expectations for future sales orders by tracing to the related source documents, such as the historical sales records and usage records. — 我們對評估過程中使用的關鍵假設(包括對未來銷售訂單的預期)通過抽查歷史銷售及使用紀錄的源文件進行測試。 — On a sample basis, we examined the subsequent requisition documents of raw materials to test the subsequent utilisation of raw materials. — 我們抽查了原材料的期後領用憑證以測試原材料的期後使用情況； — On a sample basis, we examined the subsequent selling invoices to check if any significant differences between the estimated selling prices and subsequent actual selling prices. — 我們抽查了期後銷售發票，以查看估計的銷售價格與後續的實際銷售價格之間是否存在重大差異；

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KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何應對關鍵審計事項

Write-down of inventories to net realisable values (Continued)

減記存貨至可變現淨值(續)

We focused on this area because of the significance of the inventories balance in the Group's consolidated financial statements and significant judgments were involved in estimating the net realisable values of inventories.

由於貴集團綜合財務報表中存貨餘額金額重大，並且估計存貨的可變現淨值涉及重大判斷，我們予以重點關注。

Our procedures in relation to the write-down of inventories to net realisable values included: (Continued)
我們對減記存貨至可變現淨值之程序包括：(續)

- We assessed the reasonableness and the accuracy of the estimated costs to completion, other costs necessary to make the sale and the related taxes by comparing with the historical costs to completion, other costs necessary to make the sale and the related taxes for the similar inventories.
- 我們通過與完成歷史成本，進行銷售所需的其他成本以及類似存貨的相關稅費進行比較，評估了估計完成成本，進行銷售所需的其他費用及相關稅費的合理性和準確性；
- We tested the mathematical accuracy of the calculation of the write-down of inventories to net realisable values.
- 我們測試了減記存貨至可變現淨值計算的數學準確性。

Based on our work performed, we considered the judgments and estimates made by management in relation to their write-down of inventories to net realisable values to be supportable.

根據所做的工作，我們認為現有證據可以支持管理層在評估減記存貨至可變現淨值時做出的判斷和估計。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter 關鍵審計事項	How our audit addressed the Key Audit Matter 我們的審計如何應對關鍵審計事項
<p>Impairment assessment of trade receivables 應收貨款減值評估</p>	<p>Our procedures in relation to the impairment assessment of trade receivables included: 我們對應收貨款減值評估之程序包括：</p> <ul style="list-style-type: none"> — We obtained an understanding of management's internal control and assessment process of the provision for impairment of trade receivables and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors, such as complexity, subjectivity, changes and susceptibility to management bias or fraud. — 我們了解了管理層對應收貨款的減值評估的內部控制和評估過程，並通過考慮估計的不確定性和其他固有風險因素的程度例如複雜性，主觀性，變化和易受管理層主觀偏見或欺詐，對重大錯報的固有風險進行評估。 — We understood, evaluated and tested the key controls that the Group has implemented over trade receivables portfolio grouping and ECL determination. — 我們了解，評估和驗證了貴集團對應收貨款組合分組和預期信用損失確定的關鍵控制。

Refer to notes 2.13(d), 2.16, 3.1(b), 4(b) and 21 to the consolidated financial statements.
請參見綜合財務報表附註2.13(d)、2.16、3.1(b)、4(b)和21。

As at 31 December 2022, the Group had gross trade receivables of RMB345,271,000 (2021: RMB347,374,000) against which expected credit loss ("ECL") provision of RMB4,949,000 (2021: RMB5,035,000) were made. ECL provision for impairment losses on trade receivables was made using simplified approach.

於2022年12月31日，本集團的應收貨款總額為人民幣345,271,000元（2021年：人民幣347,374,000元），應收貨款的預期信貸虧損為人民幣4,949,000元（2021年：人民幣5,035,000元）。應收貨款按照簡易模型計提減值準備。

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KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何應對關鍵審計事項

Impairment assessment of trade receivables (Continued)

應收貨款減值評估(續)

The approach was assessed based on the provision matrix through grouping of various debtors that have similar credit risk characteristics, with consideration of their corresponding estimated default rates and loss rates, together with the forward-looking information.

計提方法是基於撥備矩陣，通過將具有相似信用風險特徵的各種債務人分組，並考慮其相應的估計違約率和損失率，以及前瞻性信息來評估的。

Management used estimations and judgments to estimate default rates and loss rates by making reference to the credit rating given by external ranking agency and forward-looking information on macroeconomic factors.

管理層通過參考外部評級機構給出的信用評級和有關宏觀經濟因素的前瞻性信息，使用估計和判斷來估計違約率和損失率。

Our procedures in relation to the impairment assessment of trade receivables included: (Continued)
我們對應收貨款減值評估之程序包括：(續)

- We evaluated the reasonableness of the judgment that management made in grouping various debtors by assessing credit risk characteristics.
- 我們通過評估信用風險特徵，評估了管理層對各種債務人分組時進行判斷的合理性。
- We evaluated the reliability of the key data input to calculate estimated default rate, including related credit rating and current status of each portfolio, trade receivables lifetime recovery information and other relevant data.
- 我們評估了關鍵數據輸入的可靠性，以計算估計的違約率，包括相關的信用評級和每個應收款組合的當前狀態，應收貨款的存續期回收信息以及其他相關數據。
- We understood and evaluated the reasonableness of the factors used in making forward-looking estimation, including changes of future economics, GDP growth rate forecast and market environment.
- 我們了解並評估了用於進行前瞻性估計的因素的合理性，這些因素包括未來經濟形勢，GDP增長率預測和市場環境的變化。
- On a sample basis, we tested the accuracy of the ageing analysis of trade receivables by tracing to the relevant supporting documents, including the sales invoice.
- 我們通過追蹤包括銷售發票在內的證明文件，抽測了應收貨款賬齡分析的準確性。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何應對關鍵審計事項

Impairment assessment of trade receivables (Continued)

應收貨款減值評估(續)

We focused on this area due to the magnitude of the trade receivables and the assessment of the ECL provision involved significant accounting estimations and judgments.

由於應收貨款預期信貸虧損金額重大且確定預期信貸虧損撥備的計提涉及重大判斷和估計，因此我們予以重點關注。

Our procedures in relation to the impairment assessment of trade receivables included: (Continued)
我們對應收貨款減值評估之程序包括：(續)

- We obtained ECL determination documents of each portfolio of trade receivables and examined their mathematical accuracy.
- 我們取得應收貨款各組合的預期信貸虧損計算文件，審查有關計算的準確性。
- On a sample basis, we also tested the subsequent settlement of trade receivables after 31 December 2022 by tracing to the related supporting documents including the bank receipts.
- 我們抽樣檢查了銀行收款回單以抽樣檢查財政年度末後有關2022年12月31日的應收貨款期後現金收款情況。

Based on the procedures performed, we considered that the judgment and estimates adopted by management in determining the expected credit losses of the trade receivables were supported by the obtained evidence.

根據所執行的程序，我們認為管理層確定應收貨款的預期信貸虧損時所採用的判斷和估計可以被現有證據支持。

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OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

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

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了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。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們並無任何報告。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他可行的替代方案。

審核委員會須負責監督貴集團的財務報告過程。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance 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 scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表 承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並按照香港公司條例第405條的規定僅向全體股東出具包括我們意見的核數師報告。除此以外，我們的報告不可用作其他用途。本行並不就本報告之內容對任何其他人士承擔任何責任或接受任何義務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，總能在某一重大錯誤陳述存在時發現其的存在。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非是對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

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INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

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

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

核數師就審計綜合財務報表 承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評估綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，採取措施消除威脅或採取防範措施。

INDEPENDENT AUDITOR'S REPORT (CONTINUED) 獨立核數師報告(續)

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

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

The engagement partner on the audit resulting in this independent auditor's report is YAO WenPing.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 March 2023

核數師就審計綜合財務報表 承擔的責任(續)

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是姚文平。

羅兵咸永道會計師事務所
執業會計師

香港，2023年3月21日

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綜合損益及其他全面收入表

For the year ended 31 December 2022 截至2022年12月31日止之年度

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Revenue	收入	5	1,530,251	1,376,524
Cost of sales	銷售成本	8	(1,127,115)	(972,382)
Gross profit	毛利		403,136	404,142
Other income	其他收入	6	49,169	46,297
Other gains/(losses) — net	其他收益/(虧損) — 淨額	7	47,889	(8,432)
Research and development expenses	研發成本	8	(112,955)	(120,502)
Selling and distribution expenses	銷售及分銷費用	8	(172,822)	(126,500)
Administrative expenses	行政開支	8	(41,623)	(40,499)
Reversal of impairment loss on trade receivables	應收貨款減值虧損撥回		169	1,806
Impairment loss on amount due from an associate	應收聯營公司款項之減值虧損	25	(394)	(590)
Finance costs — net	財務成本 — 淨額	9	(8,499)	(783)
Profit before income tax	除所得稅前溢利		164,070	154,939
Income tax expense	所得稅費用	12	(3,091)	(16,988)
Profit for the year	年度利潤		160,979	137,951
Other comprehensive income/(expense) for the year	年度其他全面收入/(開支)			
Item that may be subsequently reclassified to profit or loss:	可於期後重新分類至損益之項目:			
— exchange differences arising on translation of foreign operations	— 換算海外業務產生的匯兌差額		5,709	(2,283)
Total comprehensive income for the year	年度全面收入總額		166,688	135,668

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

綜合損益及其他全面收入表(續)

For the year ended 31 December 2022 截至2022年12月31日止之年度

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Profit/(loss) for the year attributable to:	應佔年度利潤／(虧損)：			
Owners of the Company	本公司擁有人		147,427	138,184
Non-controlling interests	非控股權益		13,552	(233)
			160,979	137,951
Total comprehensive income/(loss) attributable to:	應佔全面收入／(虧損)總額：			
Owners of the Company	本公司擁有人		153,136	135,901
Non-controlling interests	非控股權益		13,552	(233)
			166,688	135,668
Earnings per share	每股盈利	13		
— Basic (RMB cents)	— 基本(人民幣分)		18.1	16.8
— Diluted (RMB cents)	— 攤薄(人民幣分)		18.1	16.8

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

上述綜合損益及其他全面收入表應與後附附註一併閱讀。

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於2022年12月31日

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	312,722	413,365
Right-of-use assets	使用權資產	16	32,896	37,825
Investment property	投資物業	17	192,436	50,997
Deferred tax assets	遞延稅項資產	31	25,946	7,694
Other receivables	其他應收款	24	84,500	—
Pledged bank deposits	已抵押銀行存款	26	219,841	211,916
Fixed bank deposits	銀行定期存款	26	126,500	102,975
Total non-current assets	非流動資產總額		994,841	824,772
Current assets	流動資產			
Inventories	存貨	20	362,621	286,921
Trade receivables	應收貨款	21	340,322	342,339
Contract assets	合約資產	23	10,637	14,054
Other receivables and prepayments	其他應收和預付款	24	102,587	43,006
Financial assets at fair value through profit or loss (“FVTPL”)	按公允價值計入損益之金融資產(「公允價值計入損益」)	22	—	180,205
Pledged bank deposits	已抵押銀行存款	26	7,112	7,294
Fixed bank deposits	銀行定期存款	26	368,143	594,630
Cash and cash equivalents	現金及現金等價物	26	627,594	316,744
Total current assets	流動資產總額		1,819,016	1,785,193
Total assets	資產總額		2,813,857	2,609,965
EQUITY	資本及儲備			
Share capital	股本	33	1,192,362	1,192,362
Reserves	儲備		864,563	815,049
Equity attributable to owners of the Company	本公司擁有人應佔權益		2,056,925	2,007,411
Non-controlling interests	非控股權益		13,638	1,194
Total equity	權益總額		2,070,563	2,008,605

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED) 綜合財務狀況表(續)

At 31 December 2022 於2022年12月31日

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	16	2,991	7,221
Deferred tax liabilities	遞延稅項負債	31	33,397	27,453
Total non-current liabilities	非流動負債總額		36,388	34,674
Current liabilities	流動負債			
Trade and bills payables	應付貨款及應付票據	27	336,693	422,506
Contract liabilities	合約負債	29	177,298	28,053
Other payables	其他應付款	30	114,559	87,710
Bank borrowings	銀行借款	28	44,818	—
Lease liabilities	租賃負債	16	5,883	7,107
Income tax payables	應付所得稅		27,655	21,310
Total current liabilities	流動負債總額		706,906	566,686
Total liabilities	負債總額		743,294	601,360
Total equity and liabilities	權益與負債總額		2,813,857	2,609,965

The consolidated financial statements on pages 188 to 311 were approved and authorised for issue by the Board of Directors on 21 March 2023 and are signed on its behalf by:

董事會已於2023年3月21日審核並通過第188頁至311頁綜合財務報表的發佈，並由以下董事會代表簽署：

LU RUN TING

盧閔霆

Chairman and Executive Director

董事會主席兼執行董事

HOU PING

侯平

Executive Director and Chief Executive Officer

執行董事兼首席執行官

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

上述綜合財務狀況表應與後附附註一併閱讀。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至2022年12月31日止之年度

		Attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital	Shares held under shares award scheme 股份獎勵計劃 持有股份	Exchange translation reserves 匯兌儲備	Other reserves 其他儲備	Statutory reserves 法定儲備	Retained earnings 未分配利潤	Sub-total	Non-controlling interests 非控股權益	Total 合計
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元 (Note i) (附註 i)	RMB'000 人民幣千元 (Note ii) (附註 ii)	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	1,192,362	(13,516)	(1,023)	108,440	172,655	537,191	1,996,109	1,427	1,997,536
Profit/(loss) for the year	年度利潤/(虧損)	—	—	—	—	—	138,184	138,184	(233)	137,951
Other comprehensive expense for the year	年度其他全面開支	—	—	(2,283)	—	—	—	(2,283)	—	(2,283)
Total comprehensive (loss)/income for the year	年度全面(虧損)/收入總額	—	—	(2,283)	—	—	138,184	135,901	(233)	135,668
Repurchase of shares	股份回購	—	—	—	—	—	(12,661)	(12,661)	—	(12,661)
Dividends recognised as distribution (Note 14)	分派股息(附註14)	—	—	—	—	—	(111,938)	(111,938)	—	(111,938)
		—	—	—	—	—	(124,599)	(124,599)	—	(124,599)
At 31 December 2021	於2021年12月31日	1,192,362	(13,516)	(3,306)	108,440	172,655	550,776	2,007,411	1,194	2,008,605

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

綜合權益變動表(續)

For the year ended 31 December 2022 截至2022年12月31日止之年度

		Attributable to owners of the Company 本公司擁有人應佔權益								
		Share capital	Shares held under shares award scheme	Exchange translation reserves	Other reserves	Statutory reserves	Retained earnings	Sub-total	Non-controlling interests	Total
		股本 RMB'000 人民幣千元	持有股份 獎勵計劃 RMB'000 人民幣千元	匯兌儲備 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元 (Note i) (附註 i)	法定儲備 RMB'000 人民幣千元 (Note ii) (附註 ii)	未分配利潤 RMB'000 人民幣千元	合計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	合計 RMB'000 人民幣千元
At 1 January 2022	於2022年1月1日	1,192,362	(13,516)	(3,306)	108,440	172,655	550,776	2,007,411	1,194	2,008,605
Profit for the year	年度利潤	—	—	—	—	—	147,427	147,427	13,552	160,979
Other comprehensive expense for the year	年度其他全面開支	—	—	5,709	—	—	—	5,709	—	5,709
Total comprehensive income for the year	年度全面收入總額	—	—	5,709	—	—	147,427	153,136	13,552	166,688
Repurchase of shares (Note 33)	股份回購(附註33)	—	—	—	—	—	(6,867)	(6,867)	—	(6,867)
Dividends recognised as distribution (Note 14)	分派股息(附註14)	—	—	—	—	—	(97,008)	(97,008)	—	(97,008)
Transaction with non-controlling interest (Note 42)	與非控股權益進行交易(附註42)	—	—	—	253	—	—	253	(1,108)	(855)
		—	—	—	253	—	(103,875)	(103,622)	(1,108)	(104,730)
At 31 December 2022	於2022年12月31日	1,192,362	(13,516)	2,403	108,693	172,655	594,328	2,056,925	13,638	2,070,563

Notes:

- (i) Other reserves represent the aggregate of capitalisation of statutory reserves and retained earnings into capital of subsidiaries, contribution from a shareholder and share of other reserves of associates and amounts arising from transactions with non-controlling interests that do not result in a loss of control.

There was capitalisation of statutory reserves into capital of a subsidiary of the Company, Goldpac Limited, in 2011.

There was a transaction with non-controlling interest of a subsidiary of the Company, SecureTech Holdings Limited, in 2022.

- (ii) Under the relevant regulations in the People's Republic of China (the "PRC"), certain subsidiaries of the Company which established in the PRC are required to make appropriation to the statutory reserves at 10% of their profit after tax based on their statutory financial statements until their statutory reserves reach 50% of their share capital individually. The statutory reserves may only be used, upon approval by the relevant authorities, to offset accumulated losses or to increase the capital of those subsidiaries. Except for those subsidiaries with losses during the year, an eligible subsidiary of the Company had made enough appropriation to the statutory reserves during previous years and no further appropriation required.

附註:

- (i) 其他儲備指法定儲備資本化和留存收益轉入附屬公司資本、股東出資、聯營公司應占其他儲備以及與非控股性權益進行交易但不會導致失去控制權的金額的總和。

於2011年，法定儲備已被資本化為本公司附屬公司金邦達有限公司的資本。

於2022年，與附屬公司SecureTech Holdings Limited的非控股股東進行交易。

- (ii) 根據中華人民共和國(「中國」)的有關法規，若干於中國成立之本公司之附屬公司需按其法定財務報表中除稅後淨利潤的10%計提法定儲備直到其法定儲備達到其股本的50%。該法定儲備僅能在得到有關部門批准後，方可用於彌補該等附屬公司累計虧損或者增加其資本。除累計虧損的附屬公司外，其中一家子公司已在以前年度計提足夠的法定儲備，無需進一步計提。

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述綜合權益變動表應與後附附註一 閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止之年度

		Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cash flows from operating activities	經營活動產生之現金流量			
Cash generated from operations	經營活動所得現金	32	44,172	9,897
Income tax paid	已付所得稅		(9,054)	(14,647)
Net cash inflow/(outflow) from operating activities	經營活動產生/(所用)之現金淨額		35,118	(4,750)
Cash flows from investing activities	投資活動產生之現金流量			
Redemption of financial assets at FVTPL	贖回按公允價值計入損益之金融資產		181,467	536,859
Withdrawals of fixed bank deposits	提取銀行定期存款		1,028,419	1,401,998
Withdrawals of pledged bank deposits	提取已抵押銀行存款		–	133,965
Increase in amount due from an associate	應收聯營公司款項增加		(394)	(590)
Placement of fixed bank deposits	存放銀行定期存款		(829,845)	(1,309,221)
Purchase of financial assets at FVTPL	購買按公允價值計入損益之金融資產		–	(455,000)
Placement of pledged bank deposits	存放已抵押銀行存款		–	(182,958)
Purchase of property, plant and equipment	購買物業、廠房及設備		(66,961)	(81,686)
Interest received	已收利息		24,326	31,378
Net cash inflow from investing activities	投資活動產生現金淨額		337,012	74,745

CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

綜合現金流量表(續)

For the year ended 31 December 2022 截至2022年12月31日止之年度

	Notes 附註	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	
Cash flows from financing activities	融資活動產生之現金流量			
Draw down of bank borrowings	提取銀行借款	140,664	-	
Repayment of bank borrowings	償還銀行借款	(96,000)	-	
Interest paid for bank borrowings	支付銀行借款利息	(2,166)	-	
Principal elements of lease payments	償還租賃負債之本金部分	(6,028)	(5,371)	
Payments for shares bought back	股份回購	(6,867)	(12,661)	
Repayment of interest portion of leases liabilities	償還租賃負債之利息部分	(593)	(782)	
Dividends paid to the Company's shareholders	股息支付	(97,008)	(111,938)	
Transactions with non-controlling interests	與非控股股東的交易	(855)	-	
Net cash outflow from financing activities	融資活動所用現金淨額	(68,853)	(130,752)	
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	303,277	(60,757)	
Cash and cash equivalents at the beginning of the financial year	年初現金及現金等價物	316,744	376,578	
Effects of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等價物的影響	7,573	923	
Cash and cash equivalents at the end of the year	年終現金及現金等價物	627,594	316,744	
Analysis of the balances of cash and cash equivalents	現金及現金等價物結餘分析			
Bank balances and cash	銀行存款及現金	438,003	252,490	
Fixed bank deposits which matured within three months	3個月內到期的銀行定期存款	189,591	64,254	
		627,594	316,744	

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與後附附註一併閱讀。

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綜合財務報表附註

For the year ended 31 December 2022 於截至2022年12月31日止之年度

1 GENERAL INFORMATION

The Company is an investment holding company and the principal activities of its subsidiaries (together, the “**Group**”) are to engage in embedded software and secure payment products for smart secure payment and provision of data processing services, digital equipment, system platform, Artificial Intelligence (A.I.) self-service kiosks and other total solutions for customers in a wide business range including financial, government, healthcare, transportation and retails by leveraging innovative financial technology (“**Fintech**”).

The Company is a public limited company incorporated in Hong Kong and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of the registered office is Room 1301, 13th Floor, Bank of East Asia, Harbour View Center, No. 56 Gloucester Road, Wanchai, Hong Kong.

The controlling shareholder of the Company is Cititrust Private Trust (Cayman) Limited, the trustee of a family trust established by Mr. Lu Run Ting (the Chairman and an executive director of the Company). The ultimate controlling party of the Company is Mr. Lu Run Ting.

The Group’s consolidated financial statements are presented in Renminbi (“**RMB**”), unless otherwise stated.

1 一般資料

本公司是一家投資控股有限公司，本公司及其附屬公司（統稱「**本集團**」）的主要業務是為全球客戶提供智能安全支付領域的嵌入式軟件和安全支付產品，同時融合創新金融科技（「**金融科技**」），為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理服務、數字化設備、系統平台、智能自助設備及其他整體解決方案。

本公司是一家在香港註冊的公眾有限公司，本公司股票在香港聯合交易所有限公司（「**聯交所**」）主板上市交易。註冊辦事處地址為香港灣仔告士打道56號，東亞銀行港灣中心13層1301室。

公司的控股股東為Cititrust Private Trust (Cayman) Limited，其為盧閏霆先生（本公司主席及執行董事）的家族信托信託人。本公司的最終控制方為盧閏霆先生。

本集團之綜合財務報表以人民幣（「**人民幣**」）呈列，除非另作說明。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with HKFRSs issued by the HKICPA and requirements of the Hong Kong Companies Ordinance (Cap. 622) (“**Companies Ordinance**”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and requirements of the Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies.

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

2 主要會計政策

2.1 編製基礎

本集團之綜合財務報表乃按照符合香港會計師公會頒佈之香港財務報告準則及香港《公司條例》(《公司條例》)第622章要求的會計政策編製。此外，綜合財務報表已載有香港聯合交易所有限公司證券上市規則(《上市規則》)及《公司條例》要求的適當披露。

除某些於報告期期末以公允價值計量之金融工具，如會計政策中所描述，本綜合財務報表乃按照歷史成本法編製。

編製符合香港財務報告準則的財務報表需要使用若干關鍵會計估計。這亦需要管理層在應用本集團的會計政策過程中行使其判斷。涉及高度的判斷或高度複雜性的範疇，或涉及對綜合財務報表作出重大假設和估計的範疇，在附註4中披露。

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綜合財務報表附註(續)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.2 New and amended standards adopted by the Group

The Group has applied the following new and amendments to HKFRSs and HKASs issued by the HKICPA for the first time for accounting periods beginning on 1 January 2022:

- COVID-19 – Related Rent Concessions – Amendments to HKFRS 16
- Property, Plant and Equipment: Proceeds before Intended Use – Amendments to HKAS 16
- Reference to the Conceptual Framework – Amendments to HKFRS 3
- Onerous Contracts – Cost of Fulfilling a Contract – Amendments to HKAS 37
- Annual Improvements to HKFRS Standards 2018-2020, and
- Revised Accounting Guideline 5 Merger Accounting for Common Control Combinations (AG5)

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

2 主要會計政策(續)

2.2 本集團採納的新訂和經修訂準則

本集團於2022年1月1日開始之年度首次採納了以下由香港會計師公會頒佈之新頒佈和經修訂香港財務報告準則和香港會計準則：

- COVID-19 – 相關租金減免 – 香港財務報告準則第16號之修訂
- 物業、廠房及設備：擬定用途之前的所得款 – 香港會計準則第16號之修訂
- 參考概念框架 – 香港財務報告準則第3號之修訂
- 虧損合約—履行合約的成本 – 香港會計準則第37號之修訂
- 香港財務報告準則2018 – 2020週期年度改進，和
- 共同控制之合併的會計處理 – 會計指引第5號之修訂

本年度對新訂及經修訂香港財務報告準則和香港會計準則的採納，並未對本集團本年度及之前年度的財務狀況及表現和於綜合財務報表中所披露情況造成重大影響。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.3 New standards and interpretations that have been issued but are not yet effective for the financial year beginning on or after 1 January 2023 and have not been early adopted by the Group

2 主要會計政策(續)

2.3 已頒佈但尚未於2023年1月1日或之後生效的新準則及解釋，本集團亦無提早採納

		Effective for accounting periods beginning on or after 年度期間開始或之後生效
Insurance Contracts 保險合約	Amendments to HKFRS 17 香港財務報告準則第17號之修訂	1 January 2023 2023年1月1日
Classification of Liabilities as Current or Non-current 流動或非流動負債的分類	Amendments to HKAS 1 香港會計準則第1號之修訂	1 January 2023 2023年1月1日
Disclosure of Accounting Policies 會計政策披露	Amendments to HKAS 1 and HKFRS Practice Statement 2 香港會計準則第1號及香港財務報告準則實務聲明2之修訂	1 January 2023 2023年1月1日
Definition of Accounting Estimates 會計估計的定義	Amendments to HKAS 8 香港會計準則第8號之修訂	1 January 2023 2023年1月1日
Deferred Tax related to Assets and Liabilities arising from a Single Transaction 與單一交易產生的資產和負債相關的遞延稅項	Amendments to HKAS 12 香港會計準則第12號之修訂	1 January 2023 2023年1月1日
Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 借款人對載有按要求還款條款的定期貸款的分類	HK Int 5 (2020) 香港解釋公告第5號(2020年)	1 January 2023 2023年1月1日
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與聯營公司或合營公司之間的資產出售或注資	Amendments to HKAS 28 and HKFRS 10 香港會計準則第28號及香港財務報告準則第10號之修訂	To be determined 尚未確定

These standards, amendments or interpretations are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

預計該等準則、修訂或解釋對於本集團現時或未來報告期間及對可見未來交易不會造成重大影響。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Principles of consolidation and equity accounting

(a) Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the Group.

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

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

2 主要會計政策(續)

2.4 合併及權益核算原則

(a) 附屬公司

附屬公司指本集團對其具有控制權的所有實體(包括結構性實體)。當本集團因為參與該實體而承擔可變回報的風險或享有可變回報的權益,並有能力透過其對該實體的權力影響此等回報時,本集團即控制該實體。附屬公司於控制權轉移至本集團之日起合併入賬,並於控制權終止之日起停止合併入賬。

本集團採用購買會計法對業務合併進行會計處理。

集團內公司之間的交易、交易結餘及未實現收益須予以對銷。未實現虧損亦予以對銷,除非交易提供證據證明所轉讓的資產出現減值。附屬公司的會計政策已按需要作出改變,以確保與本集團採用的政策符合一致。

附屬公司業績及權益中的非控股權益分別於綜合損益及其他全面收入表、綜合權益變動表及綜合財務狀況表中單獨呈列。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Principles of consolidation and equity accounting (Continued)

(b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting, after initially being recognised at cost.

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.

Where the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.12.

2 主要會計政策(續)

2.4 合併及權益核算原則(續)

(b) 聯營公司

聯營公司指本集團對其行使重大影響力而無控制權或共同控制權之實體。通常本集團持有20%至50%的投票權。對聯營公司之投資於初始確認為成本後，採用權益法進行核算。

根據權益法，投資初始以成本確認，其後再因應本集團在損益中確認的在被投資方的收購後損益中所佔的份額及本集團在其他全面收入中確認的在被投資方的其他全面收入變動所佔的份額而作出調整。已收或應收聯營公司股息確認為投資賬面價值的減少。

倘本集團享有權益入賬投資的虧損等於或超過其在該實體的權益(包括任何其他無抵押長期應收款)，則本集團不確認進一步虧損，除非本集團已產生義務或已代其他實體付款。

本集團與其聯營公司之間的未實現收益按集團在該等實體的權益予以對銷。未實現虧損亦予以對銷，除非交易提供證據證明所轉讓的資產出現減值。權益入賬投資的會計政策已按需要作出改變，以確保與本集團採用的政策一致。

權益入賬投資的賬面價值按照附註2.12中所述的政策進行減值測試。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.4 Principles of consolidation and equity accounting (Continued)

(c) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Goldpac Group Limited.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities.

This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRSs.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

2 主要會計政策(續)

2.4 合併及權益核算原則(續)

(c) 所有權權益變動

本集團將其與不導致失去控制權的非控股權益的交易視為與本集團權益擁有者的交易。所有權權益的變化須調整控股和非控股權益的賬面價值，以反映其在附屬公司中的相對權益。非控股權益調整金額與已付或已收對價之間的任何差額，應在金邦達寶嘉控股有限公司擁有者應佔權益內的單獨儲備中確認。

當本集團由於失去控制、共同控制或重大影響而終止對投資進行合併或權益入賬時，該實體的任何保留權益均按其公允價值重新計量，其賬面價值的變動計入損益。公允價值為就保留權益的後續入賬而言的初始賬面價值，作為聯營公司、合營企業或金融資產。此外，之前就該實體在其他全面收入中確認的任何數額，均視同本集團已直接處置相關資產和負債而入賬。

這意味著之前在其他全面收入中確認的數額重新分類至損益或轉至由適用的香港財務報告準則指定或允許的其他權益類別。

倘合營企業或聯營公司的權益持有被削減但仍享有共同控制或保留重大影響力，只有按比例將之前在其他全面收入中確認的數額重新分類至損益(如適當)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Business combination

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business;
- equity interests issued by the Group;
- fair value of any asset or liability resulting from a contingent consideration arrangement; and
- fair value of any pre-existing equity interest in the subsidiary.

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

Acquisition-related costs are expensed as incurred.

2 主要會計政策(續)

2.5 業務合併

本集團採用購買會計法將所有業務合併入賬，不論是否已購買權益工具或其他資產。購買一家附屬公司轉讓的對價包括：

- 所轉讓資產的公允價值；
- 被收購業務之前擁有人所產生負債；
- 本集團已發行股本權益；
- 或有對價安排所產生任何資產或負債的公允價值；及
- 附屬公司任何先前存在的股本權益的公允價值。

在業務合併中所購買的可識別資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允價值計量。本集團以逐項購買基準，按公允價值或按非控股權益所佔被收購實體可識別資產淨值的比例確認於被收購實體的任何非控股權益。

購買相關成本在產生時支銷。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.5 Business combination (Continued)

The excess of the:

- consideration transferred;
- amount of any non-controlling interest in the acquired entity; and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

2 主要會計政策(續)

2.5 業務合併(續)

針對以下：

- 所轉讓對價；
- 被收購實體的任何非控股權益數額；及
- 在被收購實體之前任何權益在收購日期的公允價值

超過購入可識別淨資產公允價值的數額記錄為商譽。倘該等款項低於所收購業務的可識別資產淨值的公允價值，則差額將直接於損益中確認為議價購買。

倘現金對價的任何部分的結算延期，則未來應付數額於匯兌日貼現為現值。所使用的貼現率為實體的增量借款利率，即在可比較條款及條件下從獨立融資機構取得類似借款的利率。或有對價分類為權益或金融負債。分類為金融負債的金額其後將重新按公允價值計量，而公允價值變動於損益中確認。

倘業務合併分階段進行，收購方之前在被收購方持有權益於收購日期的賬面價值，按收購日期的公允價值重新計量，重新計量產生的任何盈虧在損益中確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.6 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.

2.7 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, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company's Chairman that make strategic decisions.

2 主要會計政策(續)

2.6 獨立財務報表

附屬公司投資按成本扣除減值列賬。成本包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

倘股息超過宣派股息期內附屬公司的總綜合收益，或倘在獨立財務報表的投資賬面價值超過綜合財務報表中被投資公司淨資產(包括商譽)的賬面價值，則必須對附屬公司投資作減值測試。

2.7 分部報告

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。

首席經營決策者被認定為作出策略性決定的本公司之主席，負責分配資源和評估經營分部的表現。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 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 RMB, which is the Company's functional and presentation currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

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

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

2 主要會計政策(續)

2.8 外幣折算

(a) 功能及列報貨幣

本集團每個實體的財務報表所列項目均以該實體經營所在的主要經濟環境的貨幣計量(「**功能貨幣**」)。綜合財務報表以人民幣列報，人民幣為本公司的功能及列報貨幣。

(b) 交易及結餘

外幣交易乃按交易日的匯率換算為功能貨幣。結算此等交易產生之匯兌收益和虧損以及將外幣計值之貨幣資產及負債以年終匯率折算產生之匯兌收益和虧損在損益中確認。

所有其他匯兌收益和虧損在綜合損益表中的「其他收益／(虧損)－淨額」中以淨額列報。

按公允價值計量的外幣非貨幣性項目，採用公允價值確定日的匯率折算。按公允價值列賬的資產及負債的折算差額乃作為公允價值收益或虧損的一部分列報。例如，非貨幣性資產及負債(例如按公允價值計入損益之權益)的折算差額列報為公允價值收益或虧損的一部分。非貨幣性資產(譬如按公允價值計入其他全面收入之權益)的折算差額於其他全面收入中確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.8 Foreign currency translation (Continued)

(c) Group companies

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

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

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

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2 主要會計政策(續)

2.8 外幣折算(續)

(c) 集團公司

其功能貨幣與列報貨幣不同的海外業務(無惡性通貨膨脹經濟體的貨幣)之業績和財務狀況按如下方法換算為列報貨幣:

- 每份所呈列財務狀況表內之資產和負債按該財務狀況表日期的收市匯率換算;
- 每份綜合損益表及全面收入表內的收益和費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數,在此情況下,收支項目按交易日期的匯率換算);及
- 所有由此產生的匯兌差額在其他全面收入中確認。

合併時,對海外實體的任何投資淨額以及指定為此類投資套期的借款和其他金融工具進行折算產生的匯兌差額在其他全面收入中確認。當出售海外業務或償還投資淨額部分的任何借款時,相關的匯兌差額重分類至損益,作為銷售收益或虧損的一部分。

收購海外業務而產生的商譽及公允價值調整被視為該海外業務的資產和負債,並按期末匯率折算。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Property, plant and equipment

All property, plant and equipment other than construction in progress, are stated at historical cost less depreciation. 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 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. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

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

Buildings	20 to 30 years
Furniture, fixtures and equipment	3 to 5 years
Motor vehicles	5 to 10 years
Plant and machinery	10 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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 (Note 2.12).

2 主要會計政策(續)

2.9 物業、廠房及設備

所有物業、廠房及設備，除在建工程，按歷史成本減折舊列賬。歷史成本包括購買該等項目直接應佔的開支。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益，而該項目的成本能可靠計量時，才包括在資產的賬面價值或確認為一項單獨資產(按適用)。替換作為單獨資產核算的組成部分時，終止確認其賬面價值。所有其他維修及保養費用在產生之報告期間內於損益中支銷。

折舊採用以下的估計可使用年期將其成本按直線法分攤至其剩餘價值計算：

樓宇	20 – 30年
傢私、裝置及設備	3 – 5年
汽車	5 – 10年
廠房及機器	10年

資產的剩餘價值及可使用年期在每個報告期末進行檢討，並在適當時調整。

若資產的賬面價值高於其估計可收回金額，其賬面價值即時撇減至可收回金額(附註2.12)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.9 Property, plant and equipment (Continued)

Construction in progress is stated at cost less impairment losses. Cost comprises direct costs of construction as well as borrowing costs capitalised during the periods of construction and installation. Capitalisation of these costs ceases and the construction in progress is transferred to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of construction in progress until it is completed and ready for its intended use.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

2.10 Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequently, they are stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated using the straight-line method to allocate their cost, over their estimated useful lives.

2 主要會計政策(續)

2.9 物業、廠房及設備(續)

在建工程按成本扣除減值虧損列賬。成本包括建造的直接成本以及在建造和安裝期間資本化的借貸成本。當資產達到擬定用途所需的幾乎所有活動完成時，終止該等成本的資本化，並將在建工程轉至適當類別的物業、廠房和設備。在建工程竣工並準備投入使用之前，不計提折舊。

處置產生的收益和虧損按所得款項與賬面價值的差額釐定。該等收益和虧損計入損益。

2.10 投資物業

投資物業，主要包括土地及樓宇，持有為獲得長期租金收益或資本增值或兩者兼有，但並非由本集團佔用。投資物業最初按成本計算，包括相關的交易成本及(如適用)借貸成本。其後，其按成本減累計折舊及累計減值虧損列賬。折舊是於估計可使用年期內按直線法分攤其成本。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Intangible assets

(a) Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(b) Trademarks

Separately acquired trademarks and licences are shown at historical cost. Trademarks acquired in a business combination are recognised at fair value at the acquisition date. Trademarks are with finite useful lives and are amortised on a straight-line basis over periods of 5 to 9 years (2021: 5 to 9 years).

2 主要會計政策(續)

2.11 無形資產

(a) 商譽

收購附屬公司產生之商譽計入無形資產。商譽無需攤銷，但每年須就減值進行測試，或當有事件出現或情況改變顯示可能出現減值時，則進行更頻密減值測試，按成本減累計減值虧損列賬。處置實體的收益和虧損包括與出售實體相關的商譽之賬面價值。

商譽分配至現金產生單位以進行減值測試。預期因業務合併而受惠的現金產生單位或現金產生單位組別將獲分配從業務合併產生的商譽。單元或單元組之識別是基於內部管理對商譽進行監測的最低層次，即經營分部。

(b) 商標

分開購入的商標及許可證按歷史成本列賬。在業務合併中購入的商標按購買日的公允價值列賬。商標具有有限使用年限，且在5到9年(2021：5到9年)內以直線法攤銷。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Intangible assets (Continued)

(c) Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

An internally-generated intangible asset arising from development activities (or from the development phase of an internal project) is recognised if, and only if, all of the following have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible asset is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

2 主要會計政策(續)

2.11 無形資產(續)

(c) 研發成本

研究活動的費用於產生期間確認為開支。

僅當以下所有條件均能被證明時，方可確認為來自開發活動(或內部項目開發階段)的內部產生的無形資產：

- 在技術上完成該無形資產以使其可供使用或銷售是可行的；
- 有意圖完成並使用或出售該無形資產；
- 有能力使用或出售該無形資產；
- 該無形資產將如何產生未來經濟利益；
- 有足夠的技術、財務和其他資源完成開發、使用或銷售該無形資產；及
- 能可靠地計量該無形資產在開發期內應佔的開支。

內部生成的無形資產的初始確認金額為使該無形資產首次達到上述確認標準之日起的已發生費用總和。倘內部生成的無形資產未能被確認，開發費用於發生當期計入損益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.11 Intangible assets (Continued)

(c) Research and development costs (Continued)

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses (if any), on the same basis as intangible assets that are acquired separately.

During the year ended 31 December 2022 and 2021, the research and development costs are recognised in profit or loss and there was no internally-generated intangible asset recognised.

2.12 Impairment of non-financial assets

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

2 主要會計政策(續)

2.11 無形資產(續)

(c) 研發成本(續)

初始確認後，內部生成的無形資產的計量與單獨收購的無形資產的計量方式一樣，按成本扣除累計攤銷和累計減值虧損(如有)計量。

截至2022年12月31日及2021年12月31日止年度，研發成本都在損益中確認及未有確認內部產生的無形資產。

2.12 非金融資產的減值

商譽和無特定使用年限的無形資產無需攤銷，但每年須就減值進行測試，或當有事件出現或情況改變顯示可能出現減值時，進行更頻密減值測試。其他資產於有事件出現或情況變動顯示賬面價值可能無法收回時進行減值測試。減值虧損按資產的賬面價值超出其可收回金額的差額確認。可收回金額為使用價值與資產公允價值減出售成本之較高者。於評估減值時，資產將按可獨立識別的現金流量的最低層次分組，該現金流入與其他資產或資產組合(現金產生單元)的現金流入很大程度上獨立開來。除商譽外，已蒙受減值的非金融資產於每個報告期末均就減值是否可以轉回進行檢討。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Investments and other financial assets

(a) Classification

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

- those to be measured subsequently at fair value; and
- those to be measured at amortised cost.

The classification depends on the entity'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.

(b) Recognition and derecognition

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

2 主要會計政策(續)

2.13 投資及其他金融資產

(a) 分類

本集團將其金融資產分類為以下計量類別：

- 後續按公允價值計量之金融資產；及
- 按攤銷成本計量的金融資產。

該分類取決於實體管理金融資產的業務模式以及該資產的合約現金流量特徵。

對於按公允價值計量的金融資產，其收益和虧損計入損益。

(b) 確認及終止確認

常規方式購買及出售的金融資產於交易日確認。交易日是指本集團承諾購買或出售資產的日期。當收取金融資產現金流量的權利已到期或已轉讓，且本集團已經轉移了金融資產所有權上幾乎所有的風險和報酬，金融資產即終止確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Investments and other financial assets (Continued)

(c) 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, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Investment income from financial assets at FVTPL is included in the "other gains/(losses) – net". See Note 7 below.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in "other gains/(losses) – net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of profit or loss.

2 主要會計政策(續)

2.13 投資及其他金融資產(續)

(c) 計量

對於不被分類為按公允價值計入損益的金融資產，本集團以其公允價值加上可直接歸屬於獲得該項金融資產的交易費用進行初始確認。按公允價值計入損益的金融資產產生的交易成本於損益內支銷。

按公允價值計入損益之金融資產投資收入計入「其他收益／(虧損)－淨額」。請參見下文附註7。

債務工具

債務工具的後續計量取決於本集團管理該資產的業務模式以及該資產的現金流量特徵。本集團將債務工具分為以下兩種計量類別：

- 按攤銷成本計量：對於持有以收取合約現金流量的資產，如果合約現金流量僅代表對本金和利息的支付，則該資產按攤銷成本計量。該等金融資產的利息收入以實際利率法計算，計入財務收入。終止確認時產生的收益或虧損直接計入損益，並與匯兌收益和虧損一同列示在「其他收益／(虧損)－淨額」中。減值虧損作為單獨的科目在綜合損益表中列報。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.13 Investments and other financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

- Fair value through profit or loss: Assets with contractual cash flows do not represent solely payments of principal and interest are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within "other gains/(losses) – net" in the period in which it arises.

(d) Impairment

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

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see Note 3.1(b) for further details.

2 主要會計政策(續)

2.13 投資及其他金融資產(續)

(c) 計量(續)

債務工具(續)

- 按公允價值計入損益：合約現金流不僅僅代表支付本金和利息的資產，應按公允價值計入損益計量。對於後續按公允價值計入損益的債務工具，其收益或虧損計入損益，並於產生期間以淨額在「其他收益／(虧損)－淨額」中列示。

(d) 減值

對於按攤銷成本計量的債務工具，本集團就其預期信貸虧損做出前瞻性評估。減值方法取決於其信用風險是否顯著增加。

對於應收貨款，本集團採用香港財務報告準則第9號允許的簡化方法，在初始確認時計量應收款項整個存續期的預期信用損失，詳見附註3.1(b)。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.14 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated statement of financial position where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

2.15 Inventories

Raw materials, work in progress and finished goods

Raw materials, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Costs of purchased inventory are determined after deducting rebates and discounts. 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.

2 主要會計政策(續)

2.14 抵銷金融工具

當本集團有法定可執行權力可抵銷已確認金額，並有意圖按淨額基準結算或同時變現資產和結算負債時，金融資產與負債可互相抵銷，並在綜合財務狀況表報告其淨額。本集團亦訂立了不符合抵銷標準之安排，但仍容許在某些情況下(例如破產或合約終止)抵銷相關數額。

2.15 存貨

原材料、半成品及成品

原材料、半成品及成品以成本及可變現淨值兩者之較低者入賬。成本包括直接材料、直接勞工及適當攤分之可變與固定間接費用，後者按照正常經營能力分攤。成本乃按照加權平均成本分攤至存貨的各個項目。存貨採購之成本於扣除返利與折扣後確定。可變現淨值指在日常經營活動中預計售價減預計完成成本及預計銷售所需成本。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.16 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection or trade receivables is expected in one year or less, they are classified as current assets. Otherwise, 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 of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. See Note 21 for further information about the Group's accounting for trade receivables and Note 3.1(b) for a description of the Group's impairment policies.

2.17 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

2 主要會計政策(續)

2.16 應收貨款

應收貨款為在日常經營活動中就銷售貨物或提供服務而應收客戶的款項。如果預期應在一年或更短的時間內回收收款或應收貨款，則將其分類為流動資產。否則，將其列為非流動資產。

應收貨款按可無條件獲得的對價金額進行初始確認，但當其包含重大融資成分時，按公允價值進行初始確認。本集團持有應收貨款的目的是收取合約現金流量，因此後續使用實際利率法按攤銷成本計量應收貨款。關於本集團應收貨款會計處理的更多信息，請參見附註21。關於本集團的減值政策，請參見附註3.1(b)。

2.17 現金及現金等價物

就綜合現金流量表的編製而言，現金及現金等價物包括庫存現金、金融機構通知存款、原始期限為三個月或以下的可轉換為已知數額現金且其價值變動風險很小的其他短期高流動性投資以及銀行透支。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.18 Share capital and shares held for employee share scheme

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.

Where any group company purchases the Company's equity instruments, for example as the result of a share buy-back or a share-based payment plan, the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the owners of the Company as treasury shares until the shares are cancelled or reissued. Where such ordinary shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to the owners of the Company.

Shares held by the Group Employee Share Trust are disclosed as shares held under share award scheme and deducted from equity.

2.19 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 60 to 180 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

2 主要會計政策(續)

2.18 股本及為僱員參股計畫持有的股份

普通股被分類為權益。

直接歸屬於發行新股或期權的新增成本在權益中列為所得款的減少(扣除稅項)。

倘任何集團公司購買本公司之權益工具，例如通過股份回購或以股份為基礎的支付計劃購買，則將已付代價(包括任何直接應佔增量成本(扣除所得稅))作為庫存股份從歸屬於本公司擁有人之權益中扣除，直至股份撤銷或重新發行。倘該等普通股期後重新發行，則已收之任何代價(扣除任何直接應佔增量交易成本及相關所得稅影響)均計入歸屬於本公司擁有人之權益。

集團僱員股份信託持有的股份被披露為根據股份獎勵計劃持有的股份，並從權益中扣除。

2.19 應付貨款及其他應付款

該等金額乃會計年度結束前本集團購入貨物及服務之未支付款項所產生負債。應付貨款及其他應付款無擔保，並通常在確認60至180天內予以支付。應付貨款及其他應付款的支付日期在報告期末後12個月以內，其被列報為流動負債。應付貨款及其他應付款以公允價值為初始確認，其後利用實際利率法按攤銷成本計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.20 Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (Net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are removed from the consolidated statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

2 主要會計政策(續)

2.20 借款

借款按公允價值並扣除產生的交易成本為初始確認。借款按攤銷成本進行後續計量。所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內在損益確認。倘很可能會提取部分或全部貸款額度，設立貸款額度時支付的費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。倘沒有證據證明很可能會提取部分或全部貸款額度，則該費用資本化作為流動資金服務的預付款，並按有關的貸款額度期間進行攤銷。

當合約列明的義務被解除、取消或到期時，借款自綜合財務狀況表中刪除。已消除或轉撥至另一方的金融負債的賬面價值與已付對價的差額，包括任何已轉撥的非現金資產或承擔的負債，在損益中確認為財務成本。

倘金融負債的條款重新商討，而實體向債權人發行權益工具，以消除全部或部分負債(債轉股)，該項金融負債賬面價值與所發行權益工具公允價值的差額在損益表中確認為利得或損失。

除非本集團可無條件將負債的結算遞延至報告期後最少12個月，否則借款分類為流動負債。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.21 Borrowing costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.22 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

2 主要會計政策(續)

2.21 借貸成本

收購、建設或生產合資格資產直接應佔的一般及特定借貸成本，於完成並使其可供投入作擬定用途或出售期間內完成資本化。合資格資產乃指需要耗費大量時間方可供投入作擬定用途或出售的資產。

就特定借款，因有待合資格資產的支出而臨時投資賺取的投資收入，應自合資格資產資本化的借貸成本中扣除。

其他借貸成本在產生期內支銷。

2.22 即期及遞延所得稅項

本期所得稅費用或抵免為按各地區適用所得稅率計算的本期應課稅收入的應付稅費（根據歸屬於暫時性差異及未利用稅項虧損的遞延所得稅資產及負債的變動進行相應調整）。

即期所得稅項

即期所得稅項支出根據本公司與附屬公司及聯營公司經營和產生應課稅收入的國家已頒佈或實質上已頒佈的稅務法例於報告期末進行計算。管理層就適用稅務法例解釋所規限之情況定期評估報稅表之狀況，並考慮稅務機關是否可能接受不確定之稅務處理。本集團可通過最可能金額法或預期值法計量其稅項結餘，這取決於那一種方法能更好地預測對不確定性的消除情況。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Current and deferred income tax (Continued)

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

2 主要會計政策(續)

2.22 即期及遞延所得稅項(續)

遞延稅項

遞延稅項採用負債法全額計提資產和負債的稅基與資產和負債在綜合財務報表的賬面價值的差額而產生的暫時性差異。然而，倘遞延稅項負債源自商譽的初始確認，則其不會被確認。倘遞延稅項源自在交易中(業務合併除外)對資產或負債的初始確認，而在交易時並不影響會計或應課稅利潤或虧損且不產生相等的應納稅和可抵扣暫時性差異，亦不作入賬處理。遞延稅項採用在報告期末前已頒佈或實質上已頒佈，並在相關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延稅項資產僅在可能有未來應課稅利潤可動用以抵銷暫時性差異之情況下確認。

對於海外業務投資之賬面價值與稅基的暫時性差異，若本公司能夠控制暫時性差異撥回之時機並且該等差異可能不會於可預見的未來撥回，則不確認遞延稅項負債及資產。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.22 Current and deferred income tax (Continued)

Deferred income tax (Continued)

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.23 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

2 主要會計政策(續)

2.22 即期及遞延所得稅項(續)

遞延稅項(續)

倘有合法可強制執行的將即期稅項資產與負債抵消，且當相關遞延所得稅結餘涉及同一稅務機關時，遞延稅項資產及負債可相互抵消。當實體有合法可強制執行的權利抵銷，且擬以淨額結算，或同時變現資產和結算負債時，即期稅項資產及負債可相互抵銷。

即期及遞延稅項於損益中確認，惟倘即期及遞延稅項涉及於其他全面收入表確認或於直接於權益中確認之項目，則即期及遞延稅項亦分別於其他全面收入表或直接於權益中確認。

2.23 員工待遇

(i) 短期義務

工資及薪金負債，包括非貨幣福利及預期在員工提供相應服務期末後12個月內結算之累計病假，根據截至報告期末的員工服務進行確認，並按負債結算時預期支付的金額計量。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.23 Employee benefits (Continued)

(ii) Pension obligations and other social welfare benefits

The Group contributes on a monthly basis to various defined contribution plans organised by the relevant governmental authorities. The Group's liability in respect of these plans is limited to the contributions payable in each period. The Group's contributions to these plans are recognised as an expense when employees have rendered service entitling them to the contributions. Assets of the plans are held and managed by government authorities and are separated from those of the Group.

The Group has no legal or constructive to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee services in the current and prior years. The Group's contributions to the defined contribution plans are expensed as incurred and not reduced by contributions forfeited by those employees who leave the plans prior to vesting fully in the contributions.

2 主要會計政策(續)

2.23 員工待遇(續)

(ii) 退休金責任及其他社會福利

本集團每月向有關政府機構組織的多個定額供款計劃作出供款。而本集團對該等計劃的責任以各報告期末應付的供款為限。集團對這些計劃的供款在僱員提供令其有權獲取供款之服務時確認為開支。計劃資產由政府機關持有及管理並與本集團的資產分開。

若該基金未持有足夠資產以支付所有僱員在本年度及過往年度與僱員服務有關的福利，本集團並無法律或推定性支付進一步供款。本集團對設定供款計劃的供款在發生時計入費用，並且不會因那些在完全歸屬供款前離開計劃的僱員沒收的供款而減少。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

Share-based compensation benefits are provided to employees via Pre-IPO Share Option Scheme, Share Option Scheme and Share Award Scheme.

The fair value of equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share award reserve/share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share award reserve/share options reserve.

Under the share award scheme, BOCI-Prudential Trustee Limited (the "Trustee") administers and holds the Company's shares before they are vested and transferred to the Participants. The Trustee purchases the Company's shares being awarded from the open market with funds provided by the Company.

2 主要會計政策(續)

2.24 股份支付

授予僱員及其他提供相似服務人員的以權益結算的股份支付按權益工具授出日的公允價值計量。

通過首次公開發售前購股權計劃、購股權計劃和股份獎勵計劃向員工提供以股份為基礎的薪酬福利。

未考慮非市場歸屬條件的以權益結算的股份支付於授出日的公允價值，基於本集團對最終歸屬的權益工具的估計，於歸屬期間內按直線法攤銷，而所有者權益(股份獎勵儲備/購股權儲備)相應增加。於各報告期末，本集團根據對所有相關非市場歸屬條件的評估修訂其對於最終歸屬權益工具數之估計。對原有估計的修訂所產生的影響，如有，在損益中確認，因而累計開支反映經修訂之估計數，並於股份獎勵儲備/購股權儲備作相應調整。

股份獎勵計劃下，中銀國際英國保誠信託有限公司(「受託人」)管理及持有本公司之股份，直至股份歸屬及轉讓給股份獎勵計畫參與者為止。受託人於合適的時候在公開市場買入公司現有股份，費用由本公司支付。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.24 Share-based payments (Continued)

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share capital. When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to retained earnings.

Tax laws or regulations may oblige an entity to withhold an amount for an employee's tax obligation associated with a share-based payment and transfer that amount, normally in cash, to the tax authority on the employee's behalf. To fulfil this obligation, the terms of the share-based payment arrangement may permit or require the Group to withhold the number of equity instruments equal to the monetary value of the employee's tax obligation from the total number of equity instruments that otherwise would have been issued to the employee upon exercise (or vesting) of the share-based payment (i.e. the share-based payment arrangement has a "net settlement feature").

The Group accounts for the withholding of shares to fund the payment to the tax authority in respect of the employee's tax obligation associated with the share-based payment as repurchase of vested equity instruments, therefore, the payment made shall be accounted for as a deduction from equity for the shares withheld, except to the extent that the payment exceeds the fair value at the net settlement date of the equity instruments withheld.

2 主要會計政策(續)

2.24 股份支付(續)

當購股權獲行使時，早前於購股權儲備確認之數額將轉撥至股本。倘購股權於歸屬日後被收回或於屆滿日期尚未行使，早前於購股權儲備確認之數額將轉撥至未分配利潤。

稅務法律法規可能要求實體保留一部分與以股份為基礎的支付相關的金額，作為僱員的納稅義務，並將該部分一般以現金形式代表僱員轉交稅務部門。為履行該義務，以股份為基礎的支付協議條款可能允許或要求本集團從本應於行權或歸屬時發放給僱員的全部權益工具中保留一部分等值於僱員納稅義務貨幣價值的權益工具，即以股份為基礎的支付協議具有「淨額結算特徵」。

本集團通過回購已歸屬的權益工具，以保留股份向稅務機關繳納與以股份為基礎的支付相關的僱員納稅義務。因此，該稅項的支付應被作為保留股份權益的扣減，除非該支付額超過保留權益工具於淨額結算日的公允價值。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.25 Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.26 Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods and services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

2 主要會計政策(續)

2.25 撥備

當本集團因已發生的事件而產生現有的法律或推定債務；很可能需要資源的流出以結算債務；及金額已被可靠估計時，應就法律索償、服務保證和良好債務的撥備予以確認。未來經營虧損不會確認撥備。

倘有多項類似債務，則通過整體考慮債務類別以確定結算時需要資源流出的可能性。即使同一債務類別所包含的任何一個項目相關的資源流出的可能性極低，仍須確認撥備。

撥備乃按照管理層對報告期末結算當期債務所需支出之最佳估計數之現值計量。用於確定現值的折現率是稅前利率，其反映當前對貨幣時間價值的市場評估及負債特定風險。隨著時間過去而增加的撥備確認為利息費用。

2.26 收入確認

本集團在符合履約責任時確認收入，即符合特定履約責任的貨物或服務的「控制權」轉移至客戶時。

履約責任適用於一件或一項可區分的貨物(或服務或一組貨物或服務)，或者多個本質相同但可區分的貨物或服務。

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good and service.

A contract asset represents the Group's right to consideration in exchange for goods and services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer goods and services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

2 主要會計政策(續)

2.26 收入確認(續)

控制權於一段時間內被轉移，倘符合下述標準之一，則收入亦應根據以完全滿足履約責任為目標的相關履約責任完成進度，於該段時間內被確認：

- 客戶同時收到並使用由本集團的履約行為提供的利益；
- 本集團的履約行為產生由客戶控制的資產並為該資產增值；或
- 本集團的履約行為未產生一項可供集團備用的資產且本集團對已完成的履約行為的支付款項具有可執行權。

否則，當客戶取得可區分貨物或服務的控制權時，收入就應於該時點被確認。

合約資產指本集團對已轉移至客戶的貨物或服務作為交換而獲取報酬但還未構成無條件的權利。根據香港財務報告準則第9號應對其進行減值評估。而應收款項則指本集團取得報酬的無條件權利，即在報酬的應支付日前僅需要經過一定時間。

合約負債指本集團有義務將已收到(或應收到)報酬的貨物或服務轉移至客戶。

與同一合約相關的合約資產和合約負債以淨額入賬和呈列。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

(a) Performance obligation for contracts with customers

(i) Sales of embedded software and secure payment products

The Group sells embedded software and secure payment products to financial institutions, government agencies, retail businesses, healthcare businesses, public transportation operators and others. Revenue on sales of embedded software and secure payment products is recognised at the point of time when control of the goods has transferred to the customers, being when the goods have been shipped to the designed location and accepted by customers.

(ii) Sales of data processing services

The data processing services, including encode cardholder information and/or develop and load custom software applications to embedded software and secure payment products, which are considered to be a distinct service as it is regularly supplied by the Group to customers on a stand-alone basis. The transaction price of data processing service per each activity makes reference to the quotation that the Group offered to the customers and revenue is recognised over time as the performance obligation is satisfied through creating or enhancing an asset that the customer controls.

2 主要會計政策(續)

2.26 收入確認(續)

(a) 與客戶合約之履約責任

(i) 嵌入式軟件和安全支付產品之銷售

本集團將嵌入式軟件和安全支付產品售往金融機構、政府機關、零售企業、醫療保健企業、公共交通運營商等。嵌入式軟件和安全支付產品之銷售收入於貨物控制權轉移至客戶時確認，即貨物已運至指定地點並客戶驗收合格時。

(ii) 數據處理服務之銷售

因為本集團慣常以獨立的方式向客戶提供該服務，數據處理服務被視為一項可區分的服務，包括對持卡人信息進行編碼和/或開發及加載定制軟件應用程序於嵌入式軟件和安全支付產品。每項活動的數據處理服務的交易價格均參考本集團向客戶提供的報價，隨著通過創建或增強客戶控制的資產來履行履約責任，收入隨時間而確認。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

(a) Performance obligation for contracts with customers (Continued)

(iii) Sales of digital equipment

The Group also provides self-service kiosks and on-site card issuance system solution to its customers. Revenue on sales of self-service kiosks and on-site card issuance system is recognised at the point of time when control of the goods has transferred to the customers, being when the goods have been shipped to the designed location and installation of the digital equipment is completed with customers' acceptance.

(b) Contracts with multiple performance obligations (including allocation of transaction price)

For contracts that contain more than one performance obligations (i.e. embedded software and secure payment products for smart secure payment and data processing solution) the Group allocates the transaction price to each performance obligation on a relative stand-alone selling price basis.

The stand-alone selling price of the distinct good or service underlying each performance obligation is determined at contract inception. It represents the price at which the Group would sell a promised good or service separately to a customer.

2 主要會計政策(續)

2.26 收入確認(續)

(a) 與客戶合約之履約責任(續)

(iii) 數字化設備之銷售

本集團亦向客戶提供自助設備和現場發卡系統解決方案。自助設備和現場發卡系統的銷售收入於貨物控制權轉移至客戶時確認，即貨物已運至指定地點，設備安裝完成且客戶驗收合格。

(b) 有多種履約義務之合約(包括交易價格的分配)

對於包含一項以上履約義務的合約(如智能安全支付領域的嵌入式軟件和安全支付產品，及數據處理解決方案)，本集團按相對獨立的銷售價格為每項履約義務分配交易價格。

每項履約義務所依據的可區分商品或服務的獨立銷售價格於合約訂立時確定。該價格表示本集團將承諾的產品或服務單獨出售給客戶的價格。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.26 Revenue recognition (Continued)

(b) Contracts with multiple performance obligations (including allocation of transaction price) (Continued)

If a stand-alone selling price is not directly observable, the Group estimates it using appropriate techniques such that the transaction price ultimately allocated to any performance obligation reflects the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customer.

The normal credit period is 30-150 days upon delivery. Retentions held by customers are normally payable between 6 months to 1 year by the customers from the date of issuance of invoice. Such retentions include retentions for embedded software and secure payment products required by customers to insure performance of Integrated Circuit (“IC”) chips during the warranty period. The card issuance system solutions also have retentions ranging from 5% to 10%, which are payable after the expiration of the warranty period. These warranties associated with the goods cannot be purchased separately and they serve as an assurance that the goods sold comply with agreed-upon specifications. Accordingly, the Group accounts for warranties in accordance with HKAS 37 Provisions, Contingent Liabilities and Contingent Assets

The contracts for embedded software and secure payment products, digital equipment and data processing services are for periods of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

2 主要會計政策(續)

2.26 收入確認(續)

(b) 有多種履約義務之合約(包括交易價格的分配)(續)

如果獨立銷售價格不可直接觀測，本集團使用適當的方法進行估計，以求分配至任何履約義務的最終交易價格反映本集團預計將承諾的商品或服務轉移至客戶後可換取的對價。

正常的信用期是交貨後30至150天。客戶持有的保留款通常由客戶於發票開具日起6個月至1年內支付。該等保留款包括客戶為確保集成電路(「IC」)芯片於質保期的性能而要求的對嵌入式軟件和安全支付產品的保留款。發卡系統解決方案也有5%至10%的保留款，於質保期到期後支付。該等與貨物有關的質保不能單獨購買，其作為所售貨物符合雙方商定規格的保證。因此，本集團根據香港會計準則第37號撥備、或然負債及或然資產對質保金進行會計處理。

嵌入式軟件和安全支付產品、數字化設備及數據處理服務的合約期限為一年或更短。如香港財務報告準則第15號所准許，並無披露分配至該等未獲履行合約的交易價格。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.27 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

2.28 Dividend income

Dividends are received from financial assets measured at FVTPL. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment.

2 主要會計政策(續)

2.27 每股盈利

(i) 每股基本盈利

每股基本盈利的計算方法為：

- 歸屬於公司擁有者的利潤。
- 除以本會計年度之已發行的加權平均普通股股數，並根據本年度已發行普通股(不包括庫存股份)之分紅要素進行調整。

(ii) 每股攤薄盈利

每股攤薄盈利調整用於確定每股基本盈利的金額，並考慮：

- 與稀釋潛在普通股相關的利息的所得稅後影響和其他融資成本；以及
- 假設轉換所有稀釋潛在普通股後，未行使的額外普通股加權平均數。

2.28 股息收入

按公允價值計入損益的金融資產產生股息。當本集團已確立收取股息支付的權利時，股息確認為其他收益而計入損益。即使股息是從收購前利潤中支付的，這一規定仍然適用，除非股息明顯代表對部分投資成本的收回。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

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.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;

2 主要會計政策(續)

2.29 租賃

本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

合約可能同時包含租賃和非租賃組成部分。本集團基於其租賃與非租賃組成部分的單獨價格相對比例分攤合約對價。不過，對於本集團作為承租人的房地產租賃，本集團已選擇不拆分租賃與非租賃組成部分，而是將其作為一項單一的租賃組成部分進行會計處理。

租賃條款是獨立協商的，包含各種不同的條款和條件。除出租人持有租賃資產的擔保權益外，租賃協議不附加任何契約。租賃資產不得作為借款擔保。

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款額的淨現值：

- 固定付款(包括實質上固定的付款)減去任何應收租賃獎勵款項；
- 取決於指數或費率的可變租賃付款，在開始日使用該指數或費率進行初始計量；
- 本集團預期將予支付的剩餘價值擔保金額；

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases (Continued)

- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

2 主要會計政策(續)

2.29 租賃(續)

- 本集團合理確定將行使購買選擇權的行使價；及
- 終止租賃的罰款金額，倘本集團在租賃期內行使該選擇權。

當本集團合理確定將行使續租選擇權時，租賃付款額也納入負債的計量中。

租賃付款額按租賃內含利率折現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的增量借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

在可能的情况下，本集團以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化，以確認增量借款利率。

倘承租人(通過最近的融資或市場數據)獲悉可觀察的攤銷貸款利率，且其支付情況與該租賃類似，則本集團實體將該利率作為確定增量借款利率之起點。

本集團未來可能會面臨基於指數或利率確定的可變租賃付款額增加的風險，這部分可變租賃付款額在實際發生時納入租賃負債。當基於指數或利率對租賃付款額進行調整時，租賃負債應予以重估並根據使用權資產調整。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases (Continued)

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

2 主要會計政策(續)

2.29 租賃(續)

租賃付款額在本金和財務成本之間進行分攤。財務成本在租賃期內計入損益，按照固定的週期性利率對各期間負債結餘計算利息。

使用權資產按成本計量，包括：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的租賃付款額扣除收到的租賃激勵；
- 初始直接費用；以及
- 復原成本。

使用權資產一般在資產的使用年限與租賃期兩者孰短的期間內按直線法計提折舊。倘本集團合理確定會行使購買權，則在標的資產的使用年限內對使用權資產計提折舊。

與設備及車輛的短期租賃和所有低價值資產租賃相關的付款額按直線法在損益中確認為費用。短期租賃是指租賃期為12個月或者小於12個月且沒有購買選擇權的租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.29 Leases (Continued)

The Group has adopted Amendment to HKFRS 16 – COVID-19-Related Rent Concessions retrospectively from 1 January 2020. The amendment provides an optional practical expedient allowing lessees to elect not to assess whether a rent concession related to COVID19 is a lease modification. Lessees adopting this election may account for qualifying rent concessions in the same way as they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met: a. the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; b. any reduction in lease payments affects only payments due on or before 30 June 2021; and c. there is no substantive change to other terms and conditions of the lease.

The Group has early adopted Amendment to HKFRS 16 – COVID-19-Related Rent Concessions beyond 30 June 2021, which extended the practical expedient to lease payments that were due on or before 30 June 2022.

The Group has applied the practical expedient to all qualifying COVID-19-related rent concessions.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

2 主要會計政策(續)

2.29 租賃(續)

本集團已自2020年1月1日起採納香港財務報告準則第16號的修訂– COVID-19相關租金優惠。修訂提供了一個可選的實務變通方法，允許承租人選擇不評估與新型冠狀病毒疫情相關的租金減免是否為租賃修改。採用這種選擇的承租人可能會以與不是租賃修改時相同的方式來符合租金減免的條件。實務變通方法僅適用於作為新型冠狀病毒疫情的直接後果而發生的租金減免，並且僅在滿足以下所有條件的情況下：a.租賃付款額的變動導致修改後的租賃對價與緊接變更前的租賃對價基本相同或更少；b.任何租賃付款的減少僅影響2021年6月30日或之前到期的付款；和c.租賃的其他條款和條件沒有實質性變化。

本集團於2021年6月30日之後已提早採用了香港財務報告準則第16號之修訂–COVID-19相關租金減免，將實務變通方法擴大到2022年6月30日或之前到期的租賃付款。

本集團已將實務變通方法應用於所有符合條件的COVID-19相關租金優惠。

本集團為出租人的經營租賃的租賃收益按直線法於租賃期內確認收益。

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

2.30 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.31 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

2.32 Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in profit or loss as part of other income. See Note 6 below.

2 主要會計政策(續)

2.30 股息分配

就於報告期末或之前已宣派但尚未分配的任何股息金額，即已獲適當授權且不再由實體酌情釐定的金額，本公司計提相應撥備。

2.31 政府補貼

當能合理確定本集團將遵守附帶條件及將會收到補貼時，將政府提供的補貼按其公允價值確認入賬。

與成本有關之政府補貼遞延入賬，並按擬補償之成本在其所需期間於損益中確認。

與購買物業、廠房及設備有關之政府補貼列入非流動負債作為遞延收益，並按有關資產之預計年期以直線法在損益中確認。

2.32 利息收入

金融資產利息收入按實際利率乘以金融資產賬面總額計算，後續會發生信用減值之金融資產除外。對於已信用減值之金融資產，其利息收入按實際利率乘以金融資產賬面價值減去損失撥備後的淨額計算。

以攤銷成本計量的金融資產利用實際利率法計算的利息收入於損益內確認為部分其他收入。請參見下文附註6。

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綜合財務報表附註(續)

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3 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risk: market risk (including foreign exchange risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of the financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out under policies approved by the directors of the Company. The Directors provide principles for an overall risk management, as well as policies covering specific areas.

3.1 Financial risk factors

(a) Market risk

(i) Foreign exchange risk

The Group mainly operates in the PRC with most of the transactions originally denominated and settled in RMB. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollars ("USD") and Hong Kong dollars (HKD). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in these currencies.

During the year ended 31 December 2022, the Group has not entered into any derivative instruments to hedge its foreign exchange exposures (2021: Nil).

3 財務風險管理

本集團的活動使其面臨多種的財務風險：市場風險（包括外匯風險及現金利率風險）、信貸風險及流動性風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求儘量減低對本集團財務表現的潛在不利影響。

風險管理按照本公司董事批准的政策執行。董事提供全面風險管理的原則以及涵蓋特定領域的政策。

3.1 財務風險因素

(a) 市場風險

(i) 外匯風險

本集團主要在中國經營，大部分交易最初以人民幣計價和結算。本集團面臨多種因不同貨幣而產生的外匯風險，主要涉及美元和港幣。外匯風險來自於以這些貨幣計價的未來商業交易以及已確認的資產和負債。

於截至2022年12月31日止年度，本集團並無訂立任何衍生工具以對沖其外匯風險（2021年：無）。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

The Group's exposure to foreign currency risk at the end of the reporting period, expressed in RMB, was as follows:

		2022		2021	
		USD	HKD	USD	HKD
		美元	港幣	美元	港幣
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
Trade receivables	應收貨款	2,940	–	3,062	–
Other receivables	其他應收款	3,470	3,954	2,954	61
Fixed bank deposits and Cash and cash equivalents	銀行定期存款和現金及現金等價物	367,114	224,478	377,936	72,317
Trade payables	應付貨款	(15,440)	–	(1,496)	–
Other payables	其他應付款	–	(2,704)	(1,471)	(2,442)
Bank borrowings	銀行借款	–	(44,818)	–	–
Net monetary assets	淨貨幣資產	358,084	180,910	380,985	69,936

If RMB had strengthened/weakened by 5% against the relevant foreign currencies, with all other variable held constant, the post-tax profit would have been (lower)/higher as follows:

		2022		2021	
		USD	HKD	USD	HKD
		美元	港幣	美元	港幣
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
(Lower)/higher on post-tax profit	除稅後利潤(減少)/增加				
– Strengthened by 5%	– 升值5%	(13,428)	(6,784)	(14,287)	(2,623)
– Weakened by 5%	– 貶值5%	13,428	6,784	14,287	2,623

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(i) 外匯風險(續)

本集團於報告期末面臨的外匯風險(以人民幣表示)如下:

倘人民幣兌相關外幣升值/貶值5%，而其他所有變量維持不變，除稅後利潤應會(減少)/增加如下:

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from fixed rate pledged bank deposits and fixed bank deposits (see Note 26 for details), which expose the Group to fair value interest rate risk.

The Group is exposed to cash flow interest rate risk through the impact of rate changes on interest bearing financial assets, mainly interest bearing bank balances. The Group cash flow interest rate is mainly concentrated on the fluctuation of interest rates quoted by the People's Bank of China arising from the Group's RMB denominated bank balances. The Group currently does not have an interest rate hedging policy.

The sensitivity analysis below has been determined based on the exposure to interest rates for interest bearing bank balances at the end of the reporting period and assumed that the amount of assets outstanding at the end of the reporting period was outstanding for the whole year. 50 basis points were used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公允價值利率風險

本集團的主要利率風險來自固定利率已抵押銀行存款和銀行定期存款，使本集團面臨公允價值利率風險(詳見附註26)。

本集團的現金流利率風險主要為利率變動對計息金融資產的影響，主要是對計息銀行存款的影響。本集團的現金流利率主要集中於中國人民銀行對利率報價之變動對本集團人民幣計息銀行結餘產生的影響。本集團目前沒有利率對沖政策。

以下敏感度分析是基於在本報告期末，所承受的計息銀行存款的利率風險並假設於本報告期末未償還資產金額為全年度未償還金額。在向內部主要的管理人員匯報利率風險時和管理評估利率合理的變動時採用50個基點。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(ii) Cash flow and fair value interest rate risk (Continued)

If interest rates on bank balances had been 50 basis points higher(lower) and all other variables were held constant, the potential effect on profit for the year is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Increase/(decrease) in profit for the year	年度利潤增加/(減少)		
• 50 basis points higher	• 上升50個基點	2,706	1,695
• 50 basis points lower	• 下降50個基點	(2,706)	(1,695)

In management's opinion, the sensitivity analysis is unrepresentative of the inherent interest risk as at the year end exposure does not reflect the exposure during the year.

3 財務風險管理(續)

3.1 財務風險因素(續)

(a) 市場風險(續)

(ii) 現金流量及公允價值利率風險(續)

倘銀行存款利率上升(下降)50個基點，並且所有其他變量不變，對年度利潤潛在的影響如下：

管理層認為，由於年終的利率風險暴露不能反映年內之風險暴露，因此敏感度分析不具有代表性。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to perform an obligation by the counterparties at the end of the reporting period in relation to each class of recognised financial assets is the carrying amount of those assets as stated in the consolidated statement of financial position of the Group. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables and contract assets

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit approvals. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under Expected Credit Loss ("ECL") model upon application of HKFRS 9 on trade receivables and contract assets based on credit rating. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The Group's concentration of credit risk by geographical locations is mainly in the Chinese mainland and Hong Kong.

The Group has concentration of credit risk as 52% (2021: 46%) of the total trade receivables as at 31 December 2022 which was due from customers engaged in the banking industry.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險

因交易方未能於報告期末就各類已確認的金融資產履行其責任，對本集團造成財務虧損的信貸風險上限分別為該等資產於本集團綜合財務狀況表內所示的賬面價值。本集團並無就其金融資產持有任何抵押品或其他可降低信用風險的信用提升物品。

應收貨款及合約資產

為了盡可能降低信貸風險，本集團管理層已委派信貸批准小組。開展其他監控措施以確保採取了跟進措施收回逾期債務。此外，本集團自採納香港財務報告準則第9號後，根據預期信貸虧損模式並基於信用評級，對應收貨款和合約資產進行減值評估。基於上述措施，本公司董事認為本集團的信用風險大幅下降。

本集團按區域劃分的集中信貸風險主要集中於中國內地和香港。

本集團存在集中信貸風險，因為截至2022年12月31日應收貨款總額中52%（2021年：46%）為應收銀行業客戶的款項。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Other receivables, pledged bank deposits, fixed bank deposits and cash and cash equivalents

The Group also has concentration of credit risk on pledged bank deposits and fixed bank deposits which are deposited with banks with high credit rating. Other than the above, the Group does not have any other significant concentration of credit risk. The credit risks on pledged bank deposits, fixed bank deposits and cash and cash equivalents are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

The Group has considered that credit risk on other receivables, pledged bank deposits, fixed bank deposits and cash and cash equivalents has not increased significantly since initial recognition and has assessed the expected credit loss rate under 12 month expected credit loss (“ECL”) method based on the Group’s assessment in the risk of default of the respective counterparties.

As at 31 December 2022, the Group has assessed that the expected loss rates for other receivables, pledged bank deposits, fixed bank deposits and cash and cash equivalents were insignificant. Thus, no loss allowance for other receivables, pledged bank deposits, fixed bank deposits and cash and cash equivalents was recognised.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

其他應收款，已抵押銀行存款，銀行定期存款及現金及現金等價物

本集團存放在具有高信用等级銀行的已抵押銀行存款及銀行定期存款亦存在集中信貸風險。除上述內容，本集團並無其他重大集中信貸風險。由於已抵押銀行存款、銀行定期存款及現金及現金等價物存放於被國際信用評級機構評定為較高信用等级之銀行，故信貸風險有限。

本集團認為其他應收款、已抵押銀行存款、銀行定期存款和現金及現金等價物的信貸風險自初始確認起無顯著增加，並且基於本集團對對方違約風險的評估，按照12個月預期信貸虧損法評估了預期信貸虧損率。

於2022年12月31日，本集團評估其他應收款、已抵押銀行存款、銀行定期存款和現金及現金等價物的預期虧損率不重大。因此未確認其他應收款、已抵押銀行存款、銀行定期存款和現金及現金等價物的虧損撥備。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Amount due from an associate

The directors of the Company make periodic individual assessment on the expected credit loss of amount due from an associate based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there is a significant increase in credit risk of this amount since initial recognition and the Group provided impairment based on lifetime ECL. For the year ended 31 December 2022 and 2021, the Group assessed the ECL for amount due from an associate, RMB394,000 (2021: RMB590,000) loss allowance was recognised.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

應收聯營公司款項

本公司董事根據歷史結算記錄、以往經驗，以及定量和定性信息(即合理的、支持性的前瞻性的信息)，對應收聯營公司款項的預期信貸虧損進行定期的獨立評估。本公司董事認為，自初始確認以來，該金額的信貸風險顯著增加，本集團按終身預期信貸虧損計提減值虧損。截至2022年12月31日和2021年12月31日止之年度，本集團評估應收聯營公司款項預期信貸虧損金額，確認了人民幣394,000元(2021年：人民幣590,000元)的虧損撥備。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

Category 類別	Description 描述	Trade receivables and contract assets 應收貨款及合約資產	Other financial assets 其他金融資產
Performing 正常	The counterparty has a low risk of default and does not have any past-due amounts 對方違約風險較低且無逾期金額	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 未信用減值	12 month ECL 12個月預期信貸虧損
Watch list 關注	Debtor frequently repays after due dates but usually settle after due date 債務人多次逾期還款且通常逾期結算	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 未信用減值	12 month ECL 12個月預期信貸虧損
Doubtful 可疑	There has been a significant increase in credit risk since initial recognition through information developed internally or external resources 內部產生的或外部獲取的信息顯示信貸風險自初始確認後出現顯著增加	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 未信用減值	12-month ECL 12個月預期信貸虧損
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據表明資產已信用減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 已信用減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 已信用減值
Write-off 核銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據表明債務人出現嚴重財務困難且本集團未來無望收回	Amount is written off 金額被核銷	Amount is written off 金額被核銷

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本集團內部信貸風險級別評估包括以下類別：

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The estimated loss rates are estimated based on estimate default rates and loss rates by making reference to the credit rating given by external ranking agency over the expected lives of the debtors and are adjusted for forward-looking information, including but not limited to changes of future economics, GDP growth rate forecast and market environment, that available without undue cost or effort.

For trade receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Trade receivables and contract assets are assessed based on the provision matrix through grouping of various debtors that have similar credit risk characteristics, with consideration of their corresponding estimated default rates and loss rates, together with the forward-looking information.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

預估虧損率是根據債務人於其債務期內的參考外部評級機構給出的信用評級來估計違約率和損失率並結合無需過多成本或精力即可獲得的前瞻性信息(包括但不限於未來經濟形勢，GDP增長率預測和市場環境的變化)而估計得到的。

本集團已採納香港財務報告準則第9號簡化法計量應收貨款及合約資產的終身預期信貸虧損的虧損撥備。應收貨款和合同資產是根據撥備矩陣，通過將具有有相似信用風險特徵的各種債務人分組，並考慮其相應的估計違約率和損失率，以及前瞻性信息來評估的。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The table below details the credit risk exposures of the Group's financial assets, contract assets, which are subject to ECL assessment:

	Notes 附註	Internal credit rating 內部信用 評級	12-month or lifetime ECL 12個月預期信貸虧損 或終身預期信貸虧損	Gross carrying amount 賬面價值總額	
				2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
				Financial assets at amortised cost 按攤銷成本計量之金融資產	
Trade receivables – contracts with customers 應收貨款– 與客戶合約	21	Performing 正常	Lifetime ECL by provision matrix – not credit-impaired 通過撥備矩陣獲得的終身預期信 貸虧損 – 未信用減值	261,952	199,870
		Watch list 關注	Lifetime ECL by provision matrix – not credit-impaired 通過撥備矩陣獲得的終身預期信 貸虧損 – 未信用減值	80,057	94,880
		Doubtful 可疑	Lifetime ECL by provision matrix – not credit-impaired 通過撥備矩陣獲得的終身預期信 貸虧損 – 未信用減值	1,692	51,187
		Loss 虧損	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 已信用減值	1,570	1,437
Other receivables 其他應收款	24	Performing 正常	12-month ECL 12個月預期信貸虧損	131,456	32,591

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

下表詳列本集團金融資產、合約資產基於預期信貸虧損評估的信貸風險：

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

	Notes 附註	Internal credit rating 內部信用 評級	12-month or lifetime ECL 12個月預期信貸虧損 或終身預期信貸虧損	Gross carrying amount 賬面價值總額	
				2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Financial assets at amortised cost (Continued) 按攤銷成本計量之金融資產(續)					
Amount due from an associate 應收聯營公司款項	25	Loss 虧損	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 已信用減值	14,295	13,901
Pledged bank deposits, fixed bank deposits and cash and cash equivalents 已抵押銀行存款、銀行定期存款 和現金及現金等價物	26	Performing 正常	12-month ECL 12個月預期信貸虧損	1,349,190	1,233,559
Other items 其他項目					
Contract assets 合約資產	23	Performing 正常	Lifetime ECL by provision matrix – not credit-impaired 通過撥備矩陣獲得的終身預期信 貸虧損 – 未信用減值	10,637	14,054

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

As part of the Group's credit risk management, the Group applies internal credit rating for its customers in relations to its operation. The following table provides information about the exposure to credit risk for trade receivables which is assessed based on provision matrix within lifetime ECL (Not credit-impaired). A Debtor with credit-impaired with gross carrying amount of RMB1,570,000 as at 31 December 2022 (2021: RMB1,437,000) was assessed individually.

Gross carrying amount

At 31 December 2022 於2022年12月31日		Average loss rate 平均虧損率	Trade receivables 應收貨款 RMB'000 人民幣千元	Average loss rate 平均虧損率	Contract assets 合約資產 RMB'000 人民幣千元
Internal credit rating	內部信用評級				
Performing	正常	0.85%	261,952	0.85%	10,637
Watch list	關注	1.30%	80,057	–	–
Doubtful	可疑	6.29%	1,692	–	–
			343,701		10,637

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

作為本集團信貸風險管理的一部分，本集團對其運營相關的客戶進行內部信用評級。下表為應收貨款在終身預期信貸虧損(未信用減值)模式下基於撥備矩陣評估的信貸風險。於2022年12月31日，對賬面價值總額為人民幣1,570,000元(2021年：人民幣1,437,000元)的已信用減值的債務人進行了單獨評估。

賬面價值總額

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Gross carrying amount (Continued)

At 31 December 2021 於2021年12月31日	Average loss rate 平均虧損率	Trade receivables 應收貨款 RMB'000 人民幣千元	Average loss rate 平均虧損率	Contract assets 合約資產 RMB'000 人民幣千元
Internal credit rating 內部信用評級				
Performing 正常	0.65%	199,870	0.65%	14,054
Watch list 關注	1.09%	94,880	-	-
Doubtful 可疑	2.45%	51,187	-	-
		345,937		14,054

In the opinion of the directors of the Company, the trade receivables within performing, watch list and doubtful at the end of the reporting period which have been past due over 90 days are not considered as in default with the consideration that most of the customers are banking institutes and the expected subsequent and historical repayment from trade debtors.

In the opinion of the directors of the Company, the amount due from an associate was within the category of loss. There is evidence indicating that the debtor is credit-impaired. Impairment loss on amount due from an associate amounted to RMB394,000 (2021: RMB590,000) is provided.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

賬面價值總額(續)

考慮到大多數客戶是銀行機構和負債人的預期後續還款及歷史還款情況，本公司董事認為於報告期末逾期超過90日，屬於正常、關注和可疑類別下的應收貨款並未違約。

本公司董事認為應收聯營公司款項屬於虧損類別。有證據顯示債務人已信用減值。因此對應收聯營公司款項計提減值虧損人民幣394,000元(2021年：人民幣590,000元)。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

In the opinion of the directors of the Company, the contract assets was within the category of performing. Since the assessed probability of default of contract assets is minimal, no impairment loss (2021: nil) is provided.

For the year ended 31 December 2022, the Group performed impairment assessment and did not provide allowance for credit losses for financial assets other than trade receivables, contract assets and amount due from an associate as the calculated provision is insignificant after considering the probability of default, loss rate and adjustment with forward-looking information.

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

本公司董事認為，合約資產屬於正常類別。由於估計的合約資產違約概率很小，因此不計提減值虧損(2021年：無)。

截至2022年12月31日止之年度，本集團對應收貨款、合同資產和應收聯營公司款項以外的金融資產進行了減值評估且未計提信貸虧損撥備，因為考慮到違約的可能性、損失率和具有前瞻性信息的調整，而計算得出的撥備並不重大。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (Non-credit impaired) 終身預期 信貸虧損 (未信用減值) RMB'000 人民幣千元	Lifetime ECL (credit- impaired) 終身預期 信貸虧損 (已信用減值) RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	5,422	1,471	6,893
Changes due to financial instruments recognised as at 1 January:	由1月1日確認之金融工具引起的變化：			
– Impairment losses reversed	– 減值虧損撥回	(5,386)	–	(5,386)
New financial assets originated	新增金融資產	3,580	–	3,580
Currency translation difference	匯兌調整	(18)	(34)	(52)
As at 31 December 2021	於2021年12月31日	3,598	1,437	5,035
Changes due to financial instruments recognised as at 1 January:	由1月1日確認之金融工具引起的變化：			
– Impairment losses reversed	– 減值虧損撥回	(3,479)	–	(3,479)
New financial assets originated	新增金融資產	3,310	–	3,310
Currency translation difference	匯兌調整	(50)	133	83
As at 31 December 2022	於2022年12月31日	3,379	1,570	4,949

3 財務風險管理(續)

3.1 財務風險因素(續)

(b) 信貸風險(續)

下表顯示於簡化法下應收貨款已確認的終身預期信貸虧損的變動。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. Our Group's liquidity risk is further mitigated through the availability of financing through its own cash resources to meet its financial commitments. In the opinion of our directors, our Group does not have any significant liquidity risk.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows.

		Repayable on demand or less than 3 months	3 months to 1 year	1 year to 2 years	2 years to 5 years	Total undiscounted cash flows	Carrying amount
		可隨時 或少於三個月 內償還	三個月 至一年	一年 至兩年	兩年 至五年	未貼現 現金流總額	賬面價值
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2022	於2022年12月31日						
Trade and bill payables	應付貨款及應付票據	336,693	-	-	-	336,693	336,693
Other payables	其他應付款	62,984	-	-	-	62,984	62,984
Bank borrowings	銀行借款	741	45,158	-	-	45,899	44,818
Lease liabilities	租賃負債	1,466	4,738	2,976	93	9,273	8,874
		401,884	49,896	2,976	93	454,849	453,369

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險

謹慎的流動性風險管理意味著維持足夠的現金及現金等價物。本集團可通過其自身現金資源進行融資以履行其財務承諾，從而進一步降低其流動性風險。本集團董事認為本集團不具有重大流動性風險。

下表詳列本集團非衍生金融負債的剩餘合約期限。該表乃基於本集團須作出支付的最早日期的金融負債的未貼現現金流編製。其他非衍生金融負債到期日按協定的付還日期。該表包括利息和本金現金流。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

	Repayable on demand or less than 3 months 可隨時 或少於三個月 內償還 RMB'000 人民幣千元	3 months to 1 year 三個月 至一年 RMB'000 人民幣千元	1 year to 2 years 一年 至兩年 RMB'000 人民幣千元	2 years to 5 years 兩年 至五年 RMB'000 人民幣千元	Total undiscounted cash flows 未貼現 現金流總額 RMB'000 人民幣千元	Carrying amount 賬面價值 RMB'000 人民幣千元
At 31 December 2021	於2021年12月31日					
Trade and bill payables	應付貨款及應付票據	422,506	-	-	422,506	422,506
Other payables	其他應付款	22,694	-	-	22,694	22,694
Lease liabilities	租賃負債	2,055	4,651	5,614	2,789	15,109
		447,255	4,651	5,614	2,789	460,309
						459,528

3 財務風險管理(續)

3.1 財務風險因素(續)

(c) 流動性風險(續)

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.2 Fair value estimation

(a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

3 財務風險管理(續)

3.2 公允價值估計

(a) 按公允價值經常性計量的本集團金融資產的公允價值

本集團部分金融資產於每個報告期末按公允價值計量。關於該等金融資產公允價值是如何定義的(特別是估價方法及使用的輸入數據),以及基於計量公允價值的輸入數據可觀察程度而分類的公允價值層級(第1層級至第3層級)信息由下表提供。

- 第1層級公允價值計量指使用相同資產或負債於活躍市場的報價(未經調整)計量;
- 第2層級公允價值計量指使用除第1層級涵蓋的報價外,資產或負債直接(例如價格)或間接(例如按價格計算所得)可觀察的輸入數據計量;及
- 第3層級公允價值計量指估值方法中使用無法基於可觀察的市場數據(不可觀察輸入數據)的資產或負債輸入數據計量。

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3 FINANCIAL RISK MANAGEMENT (Continued)

3.2 Fair value estimation (Continued)

- (a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Reconciliation of Level 3 Measurement

The following table presents the reconciliation of Level 3 Measurement of the financial assets:

Financial asset	Fair value	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship unobservable inputs to fair value
金融資產	公允價值	公允價值層級	估值方法及主要輸入數據	重大不可觀察輸入數據	不可觀察輸入數據與公允價值之關係
Structured deposits	As at 31 December 2022: RMB Nil (as at 31 December 2021: RMB180,205,000)	Level 3	Discounted cash flow – future cash flows are estimated based on estimated return, and discounted at a rate that reflects the credit risk of various counterparties.	As at 31 December 2022: not applicable (estimated return ranged from 1.05% to 3.55% at 31 December 2021)	The higher the estimated return, the higher the fair value and vice versa.
結構性存款	於2022年12月31日：人民幣無 (2021年12月31日：人民幣180,205,000元)	第3層級	折現現金流 – 未來現金流根據預計收益率來估計，並以能反映各交易方信用風險的利率來貼現。	於2022年12月31日：無 (於2021年12月31日：預計收益範圍為1.05%至3.55%)	預計收益越高，公允價值越高，反之亦然。
Unlisted equity (Sichuan Zhongruan Technology Ltd. ("SCZR"))	As at 31 December 2022: RMB Nil (as at 31 December 2021: RMB Nil)	Level 3	Asset-based valuation method – fair value is estimated by multiplying the carrying amount of the recoverable net assets of investee which is in the state of bankruptcy and liquidation, with a certain discount ratio	Discount ratio	The higher the discount ratio, the lower the fair value and vice versa.
非上市股權(四川中軟科技有限公司「四川中軟」)	2022年12月31日：人民幣無 (2021年12月31日：人民幣無)	第3層級	資產估值法 – 公允價值以被投資單位處於破產清算狀態的可收回淨資產的賬面價值乘以一定折現率估算	折現率	貼現率越高，公允價值越低，反之亦然。

3 財務風險管理(續)

3.2 公允價值估計(續)

- (a) 按公允價值經常性計量的本集團金融資產的公允價值(續)

第3層級計量對賬

下表呈列金融資產的第3層級計量對賬：

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.2 Fair value estimation (Continued)

(a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

		RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	256,733
Net gain on financial assets	金融資產淨收益	5,331
Purchase of financial assets	購買金融資產	455,000
Redemption of financial assets	贖回金融資產	(536,859)
At 31 December 2021	於2021年12月31日	180,205
Net gain on financial assets	金融資產淨收益	1,262
Redemption of financial assets	贖回金融資產	(181,467)
At 31 December 2022	於2022年12月31日	-

Except for the reclassifying of the equity investment of SCZR from interest in an associate to FVTPL (see Note 22) during the year ended 31 December 2021, there were no transfers into or out of Level 3 during the year ended 31 December 2022 and 2021.

The total gains for the year included a realised gain of RMB1,262,000 and no unrealised gain relating to financial assets that are measured at fair value at the end of each reporting period (2021: a realised gain of RMB5,126,000 and an unrealised gain RMB205,000). Such fair value gains are included in "other gains/(losses) – net".

3 財務風險管理(續)

3.2 公允價值估計(續)

(a) 按公允價值經常性計量的本集團金融資產的公允價值(續)

除2021年間四川中軟從聯營公司的權益轉入公允價值計量且其變動計入當期損益(見附註22)外, 2021年和2022年期間均無轉入或轉出第3層級。

按公允價值計量的金融資產於報告期末已實現收益人民幣1,262,000元, 無未實現收益(2021年: 已實現收益人民幣5,126,000元及未實現收益人民幣205,000元)。該公允價值變動產生的收益計入「其他收益/(虧損) – 淨額」。

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3 FINANCIAL RISK MANAGEMENT

(Continued)

3.2 Fair value estimation (Continued)

- (a) Fair value of the Group's financial assets that are measured at fair value on a recurring basis (Continued)

Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses the market value as stated on the quotation report issued by financial institutions.

In estimating the fair value of unlisted equity ("SCZR"), the Group uses the investee's financial statements as the basis for calculating the fair value of unlisted equity ("SCZR") under the asset-based valuation method.

Information about the valuation techniques and inputs used in determining the fair value of various assets are disclosed above.

- (b) Fair value of financial instruments at amortised cost

The management of the Group considers that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of each reporting period.

3 財務風險管理(續)

3.2 公允價值估計(續)

- (a) 按公允價值經常性計量的本集團金融資產的公允價值(續)

公允價值計量及估值過程

在估計一項資產或負債的公允價值時，本集團使用金融機構開具的報價報告載明的市場價值。

在估計非上市股權(四川中軟)的公允價值時，本集團以被投資單位的財務報表為基礎，採用資產評估法計算非上市股權(四川中軟)的公允價值。

決定各項資產公允價值所用的估值方法及使用的輸入數據等相關信息已於上述披露。

- (b) 按攤銷成本計量的金融工具的公允價值

本集團管理層認為，於每個報告期末按攤銷成本列於綜合財務報表的金融資產及金融負債的賬面價值與其公允價值相若。

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4 CRITICAL ESTIMATES AND JUDGMENTS 4 關鍵會計估計及判斷

(a) Write-down of inventories to net realisable values

Management estimated net realisable values based on ageing of inventories, current market price and estimated future market demand.

Such estimation required the use of significant judgment and key assumptions which take into consideration historical sales records, utilisation records, ageing and expectations for future sales orders. Such judgment was subject to uncertainties as a result of future changes in market trends and customer demands.

(b) Impairment of financial assets

The impairment provision for financial assets are assessed based on the provision matrix through grouping of various debtors that have similar credit risk characteristics, with consideration of their corresponding estimated default rates and loss rates, together with the forward-looking information. The Group uses estimations and judgments to estimate default rates and loss rates by making reference to the credit rating given by external ranking agency and forward-looking information on macroeconomic factors. Details of the key assumptions and inputs used are disclosed in the tables in Note 3.1(b).

(a) 減記存貨至可變現淨值

管理層根據存貨賬齡、當前市場價格和預計未來市場需求估計可變現淨值。

這些估計需要使用重要的判斷和關鍵假設，這些判斷和假設考慮了歷史銷售記錄、使用記錄、賬齡和未來銷售訂單的預期。由於市場趨勢和客戶需求的未來變化，這些判斷和假設存在不確定性。

(b) 金融資產之減值

金融資產減值撥備是基於撥備矩陣，通過將具有相似信用風險特徵的各種債務人分組，並考慮其相應的估計違約率和損失率，以及前瞻性信息來評估的。本集團通過參考外部評級機構給出的信用評級和有關宏觀經濟因素的前瞻性信息，使用估計和判斷來估計違約率和損失率。本集團所使用的關鍵假設和輸入數據詳情披露於附註3.1(b)的表格中。

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5 REVENUE AND SEGMENT INFORMATION

(a) Description of segments and principal activities

Segment information has been identified on the basis of internal management reports which are reviewed by the Chairman of the Company, being the chief operating decision maker, in order to allocate resources to the operating and reportable segments and to assess their performance.

The Group's operating and reportable segments under HKFRS 8 are as follows:

Embedded software and secure payment products –

嵌入式軟件和安全支付產品

Platform and service –

平台及服務

Each operating and reportable segment derives its revenue from the sales of products and provision of data processing services. They are managed separately because each product requires different production and marketing strategies.

Segment results represent the gross profits earned by each segment.

5 收入及分部資料

(a) 分部描述與主要活動

分部資料以公司內部管理報告為基礎而確立，此內部管理報告經由公司經營決策者-本公司主席審閱，以利於向經營及可報告分部分配所需資源並評估其表現。

根據香港財務報告準則第8號，本集團經營及可報告分部如下：

Design, development, manufacture and sale of embedded software and secure payment products for smart secure payment

設計、開發、生產和銷售智能安全支付領域的嵌入式軟件和安全支付產品

Provision of data processing, digital equipment, system platforms and other total solutions for customers in a wide business range including financial, government, healthcare, transportation and retails by leveraging innovative Fintech

融合創新金融科技，為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理、數字化設備、系統平台及其他整體解決方案

各經營及可報告分部通過銷售產品和提供數據處理服務取得其收入。因為不同產品需要不同的生產及市場營銷策略，各分部實行單獨管理。

分部業績指各分部所取得的毛利。

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5 REVENUE AND SEGMENT INFORMATION (Continued)

5 收入及分部資料(續)

(a) Description of segments and principal activities (Continued)

(a) 分部描述與主要活動(續)

The following is an analysis of the Group's revenue and results by reportable segment:

以下為本集團按可報告分部的收入及業績之分析：

		Revenue 收入		Results 業績	
		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Sales to external parties of – embedded software and secure payment products – platform and service	向外部客戶之銷售 – 嵌入式軟件和 安全支付產品 – 平台及服務	1,009,115	752,828	221,250	186,089
		521,136	623,696	181,886	218,053
		1,530,251	1,376,524	403,136	404,142
Other income	其他收入			49,169	46,297
Other gains/(losses) – net	其他收入／(虧損) – 淨額			47,889	(8,432)
Research and development costs	研發成本			(112,955)	(120,502)
Selling and distribution costs	銷售及分銷費用			(172,822)	(126,500)
Administrative expenses	行政開支			(41,623)	(40,499)
Reversal of impairment loss on trade receivables	應收貨款減值虧損撥回			169	1,806
Impairment loss on amount due from an associate	應收聯營公司款項之減值虧損			(394)	(590)
Finance costs – net	財務成本 – 淨額			(8,499)	(783)
Profit before income tax	除所得稅前溢利			164,070	154,939

The management of the Group makes decisions according to the gross profit of each segment. No information of segment assets and liabilities is available for the assessment of performance of different business activities. Therefore, no information about segment assets and liabilities is presented.

本集團管理層根據各分部毛利作出決策。概無分部資產或負債資料可用以評估不同業務活動的表現。因此，並無呈報分部資產及負債資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Revenue

The segment information for the year ended 31 December 2022 and 2021 by business segment are as follows:

		For the year ended 31 December 2022 截至2022年12月31日止之年度		
		Embedded software and secure payment products 嵌入式軟件和安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Types of goods or services	貨物或服務種類			
Embedded software and secure payment products	嵌入式軟件和安全支付產品	1,009,115	–	1,009,115
Data processing	數據處理	–	203,385	203,385
Digital equipment	數字化設備	–	317,751	317,751
Total	合計	1,009,115	521,136	1,530,251

Revenue from sale of embedded software and secure payment products and sale of digital equipment are recognised at a point in time, and revenue from data processing services are recognised over time.

嵌入式軟件和安全支付產品的銷售收入及數字化設備的銷售收入在某個時間點確認，而數據處理服務的收入則於一段時間內確認。

5 收入及分部資料(續)

(b) 收入

截至2022年12月31日及2021年12月31日止之年度各業務分部之分部資料如下：

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Revenue (Continued)

5 收入及分部資料(續)

(b) 收入(續)

		For the year ended 31 December 2022 截至2022年12月31日止之年度		
		Embedded software and secure payment products 嵌入式軟件和安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Geographical markets	地區市場			
The Chinese mainland	中國內地	775,798	503,553	1,279,351
Overseas and the special administrative regions of Hong Kong ("Hong Kong") and Macao ("Macao")	海外及香港特別行政區(「香港」)和澳門特別行政區(「澳門」)	233,317	17,583	250,900
Total	合計	1,009,115	521,136	1,530,251
		For the year ended 31 December 2021 截至2021年12月31日止之年度		
		Embedded software and secure payment products 嵌入式軟件和安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Types of goods or services	貨物或服務種類			
Embedded software and secure payment products	嵌入式軟件和安全支付產品	752,828	–	752,828
Data processing	數據處理	–	239,988	239,988
Digital equipment	數字化設備	–	383,708	383,708
Total	合計	752,828	623,696	1,376,524

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Revenue (Continued)

		For the year ended 31 December 2021 截至2021年12月31日止之年度		
		Embedded software and secure payment products 嵌入式軟件和安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Geographical markets	地區市場			
The Chinese mainland	中國內地	675,872	579,763	1,255,635
Overseas and Hong Kong and Macao	海外及香港和澳門	76,956	43,933	120,889
Total	合計	752,828	623,696	1,376,524

(c) Other information

Information about the Group's non-current assets except for financial instruments and deferred tax assets by location of assets is presented as below:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Hong Kong	香港	141,105	134,869
The Chinese mainland	中國內地	396,949	367,318
		538,054	502,187

5 收入及分部資料(續)

(b) 收入(續)

		For the year ended 31 December 2021 截至2021年12月31日止之年度		
		Embedded software and secure payment products 嵌入式軟件和安全支付產品 RMB'000 人民幣千元	Platform and service 平台及服務 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Geographical markets	地區市場			
The Chinese mainland	中國內地	675,872	579,763	1,255,635
Overseas and Hong Kong and Macao	海外及香港和澳門	76,956	43,933	120,889
Total	合計	752,828	623,696	1,376,524

(c) 其他資料

本集團除金融工具及遞延稅項資產以外之所有非流動資產按資產所在地劃分呈現如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Hong Kong	香港	141,105	134,869
The Chinese mainland	中國內地	396,949	367,318
		538,054	502,187

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5 REVENUE AND SEGMENT INFORMATION (Continued)

(c) Other information (Continued)

Information about major customer

For the year ended 31 December 2022, there was no customer with revenue in aggregate (2021: one customer with revenue of RMB151,888,000 in aggregate) from the segments of both embedded software and secure payment products and platform and service which accounted for more than 10% of the Group's total revenue.

5 收入及分部資料(續)

(c) 其他資料(續)

有關主要客戶的資料

截至2022年12月31日止之年度，嵌入式軟件和安全支付產品和平台及服務分部均沒有單一客戶的收入總計佔本集團總收入的10%以上(2021年：有一名客戶的收入總計為人民幣151,888,000元)。

6 OTHER INCOME

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Government grants	政府補貼	4,186	6,272
Interest income from bank deposits	銀行存款利息收入	27,681	23,900
Value-added tax refund	增值稅退稅	14,195	14,088
Rental income from investment property	投資物業的租金收入	2,034	1,463
Others	其他	1,073	574
		49,169	46,297

6 其他收入

7 OTHER GAINS/(LOSSES) – NET

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Net exchange gains/(losses)	匯兌收益/(虧損)淨值	46,301	(13,709)
Investment income from financial assets at FVTPL (Note 3.2)	按公允價值計入損益之金融資產投資收入(附註3.2)	1,262	5,126
Unrealised gain from financial assets at FVTPL (Note 3.2)	按公允價值計入損益之金融資產之未實現收益(附註3.2)	-	205
Gain on lease modification	修改租約收益	741	-
Loss on disposal of property, plant and equipment	處置固定資產虧損	(447)	(4)
Others	其他	32	(50)
		47,889	(8,432)

7 其他收益/(虧損) – 淨額

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8 EXPENSES BY NATURE

8 按性質分類的費用

		Note	2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
		附註		
Cost of inventories sold	已售存貨成本	20	933,325	826,971
Write-down of inventories to net realisable values	減記存貨至可變現淨值		22,006	(9,510)
Employee benefits expenses	員工待遇費用	10	250,861	216,325
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15	33,232	30,802
Depreciation of right-of-use assets	使用權資產折舊	16	6,244	7,284
Depreciation of investment property	投資物業折舊	17	3,879	2,056
Amortisation of intangible assets	無形資產攤銷	18	–	2,096
Reversal of warranty provision	質保金撥備撥回		–	(3,062)
Legal and professional fees	法律和專業費用		3,571	2,983
Auditor's remuneration	核數師酬金			
– audit services	– 核數服務		1,377	1,311
– non-audit services	– 非核數服務		402	415
Business entertainment expenses	業務招待費用		6,803	7,348
Freight and duties	運費及關稅		13,552	18,526
Professional service fees	專業服務費		69,656	32,490
Testing fees	檢測費		9,561	13,858
Travelling and transportation expenses	差旅費		13,032	20,364
Other expenses	其他費用		87,014	89,626
Total cost of sales, research and development costs, selling and distribution expenses and administrative expenses	銷售成本，研發成本，銷售及分銷開支以及行政開支合計		1,454,515	1,259,883

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9 FINANCE COSTS – NET

9 財務成本－淨額

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Unwinding interest income from deposits paid to suppliers	供應商保證金折現產生之利息收入	2,498	–
Finance income	財務收入	2,498	–
Interest expense discounted from deposits paid to suppliers	供應商保證金折現產生之利息費用	(8,084)	–
Borrowing costs	借款費用	(2,320)	–
Interest expense on lease liabilities	租賃負債利息費用	(593)	(782)
Others	其他	–	(1)
Finance costs expensed	財務費用支出	(10,997)	(783)
Net finance costs	財務費用淨值	(8,499)	(783)

10 EMPLOYEE BENEFITS EXPENSES

10 員工待遇費用

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Directors' emoluments (Note 11)	董事酬金(附註11)	16,218	15,724
Retirement benefits scheme contributions (Note)	退休福利計劃供款(附註)	14,417	12,795
Staff costs	僱員成本	220,226	187,806
Total employee benefit expenses	員工待遇費用合計	250,861	216,325

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10 EMPLOYEE BENEFITS EXPENSES

(Continued)

Note: The Group participates in MPF for its qualifying employees in Hong Kong. Under the rules of MPF Scheme, the employer and its employees are required to contribute 5% of the employee's salaries, up to a maximum of HKD1,500 per employee per month. The assets of MPF are held separately from those of the Group companies in an independently administered fund.

The qualifying employees of the Group's subsidiaries in the Chinese mainland are members of the state-managed retirement benefits scheme operated by the PRC government. The subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefits scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefits scheme is to make the required contributions under the scheme.

Save for the above, the Group has no other obligation. No forfeited contributions (by employers on behalf of employees who leave the scheme prior to vesting fully in such contributions) may be used by the employer to reduce the existing level of contributions.

11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Directors' fees	袍金	565	547
Other emoluments to executive directors	其他予執行董事的酬金		
– basic salaries and allowances	– 基本薪金與津貼	10,224	9,901
– bonus	– 獎金	5,348	5,196
– retirement benefits scheme contributions	– 退休福利計劃供款	81	80
		16,218	15,724

Unless indicated otherwise, bonus of the directors was discretionary and determined with reference to the Group's performance, individual performances and comparable market statistics.

10 員工待遇費用(續)

*附註：*本集團於香港的合格員工參加香港強積金。香港強積金要求，僱主需要繳納員工相關收入的5%，以每月港幣1,500元為上限。強積金的資產與本集團分開，由受託人獨立管理。

本集團於中國內地附屬公司的合格僱員參加由中國政府運作的國家管理退休福利計劃。該等附屬公司須按其工資總額的一定比例向退休福利計劃供款。本集團就退休福利計劃的唯一責任是根據該計劃的規定提供供款。

除上述者，本集團並無其他責任。概無已被沒收之供款(由僱主代該等在供款悉數歸屬前退出計畫之僱員作出)可供僱主用以削減現有水準之供款。

11 董事、首席執行官與五位最高薪酬員工酬金

除非另作說明，董事會獎金依照本集團業績、個人表現以及可比的市場統計資料酌情釐定。

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

Mr. Hou Ping is also the chief executive (the "Chief Executive") of the Company and his emoluments disclosed below include those for services rendered by him as the Chief Executive.

Directors' and chief executive's emoluments for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance is as follows:

For the year ended 31 December 2022:

11 董事、首席執行官與五位最高薪酬員工酬金(續)

侯平先生也是本公司首席執行官，他的酬金在下表披露，包括由其擔任首席執行官所提供服務的酬金。

根據適用之上市規則及公司條例所披露之董事及首席執行官本年度之酬金如下：

截至2022年12月31日止之年度：

		Basic salaries and allowances 基本薪金與津貼 RMB'000 人民幣千元	Directors' fees 袍金 RMB'000 人民幣千元	Bonus 獎金 RMB'000 人民幣千元	Retirement benefits scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
(A) Executive directors	(A) 執行董事					
Mr. Lu Run Ting	盧閔霆先生	3,576	-	2,290	-	5,866
Mr. Lu Runyi	盧潤怡先生	1,247	-	556	15	1,818
Mr. Hou Ping	侯平先生	2,548	-	1,832	15	4,395
Mr. Wu Siqiang	吳思強先生	642	-	300	21	963
Mr. Ling Wai Lim	盧威廉先生	765	-	264	15	1,044
Ms. Li Yijin (Note)	李易進女士	1,446	-	106	15	1,567
(B) Independent non-executive directors	(B) 獨立非執行董事					
Ms. Ye Lu	葉淥女士	-	169	-	-	169
Mr. Mak Wing Sum Alvin	麥永森先生	-	226	-	-	226
Mr. Lai Tung Kwok (Note)	黎棟國先生(附註)	-	106	-	-	106
Mr. Yang Geng (Note)	楊廣先生(附註)	-	64	-	-	64
		10,224	565	5,348	81	16,218

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

For the year ended 31 December 2021:

11 董事、首席執行官與五位最高薪酬員工酬金(續)

截至2021年12月31日止之年度：

		Basic salaries and allowances 基本薪金與津貼 RMB'000 人民幣千元	Directors' fees 袍金 RMB'000 人民幣千元	Bonus 獎金 RMB'000 人民幣千元	Retirement benefits scheme contributions 退休福利計劃供款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
(A) Executive directors	(A) 執行董事					
Mr. Lu Run Ting	盧閔霆先生	3,468	-	2,221	-	5,689
Mr. Lu Runyi	盧潤怡先生	1,208	-	539	15	1,762
Mr. Hou Ping	侯平先生	2,471	-	1,777	15	4,263
Mr. Wu Siqiang	吳思強先生	610	-	300	20	930
Mr. Ling Wai Lim	盧威廉先生	742	-	154	15	911
Ms. Li Yijin	李易進女士	1,402	-	205	15	1,622
(B) Independent non-executive directors	(B) 獨立非執行董事					
Ms. Ye Lu	葉淥女士	-	164	-	-	164
Mr. Mak Wing Sum Alvin	麥永森先生	-	219	-	-	219
Mr. Yang Geng	楊廣先生	-	164	-	-	164
		9,901	547	5,196	80	15,724

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

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

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

Note:

- Mr. Yang Geng retired as an independent non-executive Director with effect from 17 May 2022.
- Mr. Lai Tung Kwok was appointed as an independent non-executive Director with effect from 17 May 2022.

The five highest paid individuals for the year ended 31 December 2022 included four (2021: four) directors of the Company, details of whose emoluments are set out above. The remuneration of the remaining one (2021: one) highest paid individuals who is neither a director nor Chief Executive of the Company during the year was as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Employee	員工		
- basic salaries and allowances	- 基本薪金與津貼	1,711	1,659
- bonus	- 獎金	86	83
- retirement benefits scheme contributions	- 退休福利計劃供款	1	15
		1,798	1,757

11 董事、首席執行官與五位最高薪酬員工酬金(續)

上述執行董事之酬金為其管理本公司及本集團事務之服務費。

上述獨立非執行董事之袍金主要為其作為本公司董事之服務費。

附註：

- 楊廣先生自2022年5月17日起退任獨立非執行董事。
- 黎棟國先生於2022年5月17日獲委任為獨立非執行董事。

截至2022年12月31日止之年度五位最高薪酬人士包括四位(2021年：四位)董事，其酬金詳情載於上表。除董事及首席執行官外，本年度餘下的一位(2021年：一位)最高薪酬人士的酬金如下：

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

The number of the highest paid employees who are not the directors of the Company whose fell within the following bands is as follows:

		Number of employees 員工人數	
		2022	2021
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至 人民幣2,000,000元	1	1

During the year, no emoluments were paid by the Group to the directors or the five highest paid individuals (including directors and employees) as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director or the Chief Executive waived or agreed to waive any emoluments during the year.

Directors' retirement and termination benefits

None of the directors received or will receive any retirement and termination benefits during the year (2021: Nil).

Consideration provided to third parties for making available directors' services

No consideration was provided to or receivable by any third parties for making available directors' services during the year (2021: Nil).

Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

No loans, quasi-loans and other dealing arrangements in favour of the directors of the Company, or controlled bodies corporate by and connected entities with such directors subsisted at the end of the year or at any time during the year.

11 董事、首席執行官與五位最高薪酬員工酬金(續)

除董事以外最高薪酬人士的人數在下表範圍內：

		Number of employees 員工人數	
		2022	2021
RMB1,500,001 to RMB2,000,000	人民幣1,500,001元至 人民幣2,000,000元	1	1

於本年度內，本集團沒有向董事或五名薪酬最高人士(包括董事及員工)支付任何額外的酬金作為吸引其加入本集團的報酬或失去職位的補償。概無董事或首席執行官於年內放棄或同意放棄任何酬金。

董事退休及終止僱傭福利

於年內，概無董事已收取或將收取任何退休及終止僱傭福利(2021年：零)。

就獲得董事服務向第三方提供的代價

於年內，概無就獲得董事服務而向任何第三方提供或應付第三方任何代價(2021年：零)。

有關以董事、受該等董事控制的法人團體及該等董事的關連實體為受益人的貸款、准貸款及其他交易的資料

於每年年終時或年內任何時間，概無以本公司董事或受該等董事控制的法人團體及該等董事的關連實體為受益人的貸款、准貸款及其他交易安排。

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11 DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of each of the year or at any time during the year.

12 INCOME TAX EXPENSE

This note provides an analysis of the Group's income tax expense, and shows what amounts are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates made in relation to the Group's tax position.

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current income tax	即期所得稅項		
The Chinese mainland corporate income tax	中國內地企業所得稅	3,972	1,950
Hong Kong Profits Tax	香港利得稅	11,427	7,638
		15,399	9,588
Deferred income tax	遞延稅項	(12,308)	7,400
Income tax expense	所得稅費用	3,091	16,988

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

11 董事、首席執行官與五位最高薪酬員工酬金(續)

董事於交易、安排或合約中的重大利益

於年終時或年內任何時間，本公司概無訂立與本集團業務有關且本公司董事於當中直接或間接擁有重大權益的重大交易、安排及合約。

12 所得稅費用

本條附註分析了本集團的所得稅費用，並列示了直接於權益確認的金額以及無需課稅和不可抵扣項目如何影響稅項支出，還解釋了與本集團的稅務狀況相關的重大估計。

兩個年度的香港利得稅乃按估計應課稅利潤的16.5%計算。

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12 INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HKD2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HKD2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, starting from the year ended 31 December 2019, the Hong Kong Profits Tax is calculated at 8.25% on the first HKD2,000,000 of the estimated assessable profits and at 16.5% on the estimated assessable profits above HKD2,000,000 for Goldpac Datacard Solutions Company Limited.

The Chinese mainland corporate income tax is calculated at the applicable rates in accordance with the relevant laws and regulations in the Chinese mainland.

The Company’s subsidiaries in the Chinese mainland are subject to Chinese mainland corporate income tax at 25%, except that Goldpac Limited which is approved for 3 years as an enterprise satisfied as a High-New Technology Enterprise and is entitled to the preferential tax rate of 15% in 2017, 2018 and 2019. Goldpac Limited has obtained the renewal in 2020 and continued to be entitled to the preferential tax rate of 15% in 2020, 2021 and 2022.

According to a joint circular of Ministry of Finance and the State Administration of Taxation, Cai Shui (2008) No. 1, only the profits earned prior to 1 January 2008, when distributed to foreign investors, can be grandfathered with the exemption from withholding tax. Whereas, pursuant to Articles 3 and 27 of the Corporate Income Tax Law and Article 91 of its Implementation Rules, dividend distributed out of the profit generated thereafter, shall be subject to corporate income tax at 10% or reduced tax rate if tax treaty or arrangement applies. Under the relevant tax arrangement, withholding tax rate on dividend distribution to the qualifying Hong Kong resident companies is 5%. Deferred tax liability on the undistributed profits earned by Goldpac Limited since 1 January 2008 have been accrued at the tax rate of 5%.

12 所得稅費用(續)

香港立法會於2018年3月21日通過了《2017年稅務(修訂)(第7號)條例草案》(「**條例草案**」)。該條例草案引入利得稅兩級制，已於2018年3月28日簽署成為法律並於翌日刊憲。在利得稅兩級制下，對於符合資格的集團實體首港幣2,000,000元溢利的利得稅率為8.25%，超過港幣2,000,000元溢利的部分的利得稅率為16.5%。無資格應用利得稅兩級制的集團實體則繼續統一以16.5%為利得稅率。相應地，由截至2019年12月31日止年度開始，金邦達數據有限公司之首港幣2,000,000元估計應課稅溢利的香港利得稅應用8.25%計算，超過港幣2,000,000元部分的香港利得稅則應用16.5%計算。

中國內地企業所得稅根據中國內地有關法律法規按適用的稅率計算。

本公司的中國內地附屬公司按25%的稅率繳納中國內地企業所得稅，惟金邦達有限公司已被認定為高新技術企業，並可於2017年、2018年及2019年三年內享受15%的優惠稅率。金邦達有限公司已於2020年獲得續約，並可於2020年、2021年及2022年三年內繼續享受15%的優惠稅率。

根據財政部及國家稅務總局財稅(2008)第1號聯合通知，於向境外投資者作出分派時，只有於2008年1月1日之前賺取的溢利可免繳預扣稅。然而，根據企業所得稅法第3條及27條及其實施細則第91條規定，以其後產生的利潤分派股息時，須按10%或(倘稅收協定或安排適用)較低的稅率繳納企業所得稅。根據相關稅收安排，分配予合資格香港居民公司股息的預扣稅率為5%。金邦達有限公司自2008年1月1日起賺取的未分配溢利遞延稅項負債已按5%的稅率計提。

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12 INCOME TAX EXPENSE (Continued)

Income tax expense for the year is reconciled to profit before tax as follows:

12 所得稅費用(續)

年度所得稅費用與除稅前溢利的對賬如下：

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Profit before tax	除稅前溢利	164,070	154,939
Tax at PRC tax rate of 25% (2021: 25%)	按25%中國稅率計算的稅項(2021年: 25%)	41,018	38,735
Tax effect of amounts not taxable for tax purpose	毋需扣稅金額的稅務影響	(13,934)	(222)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	2,955	2,646
Previously unrecognised tax losses now recouped to reduce current tax expenses	以前年度未確認稅務虧損本期抵減當期所得稅費用	(580)	-
Tax effect of tax concession	稅項優惠的稅務影響	(23,330)	(26,999)
Tax effect of different tax rate of subsidiaries operating in other tax jurisdiction	在其他稅務司法轄區經營的附屬公司的不同稅率的稅務影響	(5,838)	(2,310)
Withholding EIT on undistributed profits in the PRC	未分配溢利的中國預扣企業所得稅	2,743	5,694
Others	其他	57	(556)
Income tax expense for the year	年度的所得稅費用	3,091	16,988

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13 EARNINGS PER SHARE

The basic earnings per share attributable to the owners of the Company is calculated by dividing:

- the profit attributable to owners of the Company
- by the weighted average number of ordinary shares outstanding during the financial year

		2022	2021
Profit for the year attributable to owners of the Company (RMB'000)	本公司擁有人應佔年度利潤(人民幣千元)	147,427	138,184
Weighted average number of ordinary shares for the purpose of basic earnings per share (thousand) (Note)	計算每股基本盈利所採用的加權平均普通股股數(千股)(附註)	814,817	823,410
Basic earnings per share (RMB cents)	基本每股盈利(人民幣分)	18.1	16.8

Note: The weighted average number of ordinary shares adopted in the calculation of basic and diluted earnings per share for both years have been arrived at after deducting the shares held in trust for the Company by an independent trustee under the shares award scheme of the Company.

For the year ended 31 December 2022 and 2021, diluted earnings per share were same as the basic earnings per share as there was no potential dilutive ordinary shares outstanding during the year.

13 每股盈利

歸屬於本公司擁有人的每股基本盈利是根據以下方面進行計算：

- 本公司擁有人應佔利潤
- 除以本會計年度之已發行的加權平均普通股股數

附註：計算兩年每股基本及攤薄盈利加權平均普通股股數時，均已扣除本公司股份獎勵計劃項目下由獨立信託公司代本公司持有的股份。

截至2022年12月31日及2021年12月31日止之年度，每股攤薄盈利與每股基本盈利相同，因為年度並無具潛在攤薄效應的已發行普通股。

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14 DIVIDENDS

14 股息

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
2022 Interim – nil (2021 Interim – HK2.5 cents) per ordinary share	2022年年度中期 – 無 (2021年年度中期–每股普通 股港幣2.5仙)	–	17,143
2021 Final – HK10.0 cents (2020 Final – HK10.0 cents) per ordinary share	2021年年度末期–每股普通股 港幣10.0仙(2020年年度 末期 – 每股普通股 港幣10.0仙)	69,292	67,711
2021 Special – HK4.0 cents (2020 Special – HK4.0 cents) per ordinary share	2021年年度特別股息–每股 普通股港幣4.0仙(2020年 年度特別股息 – 每股普通股 港幣4.0仙)	27,716	27,084
		97,008	111,938

Subsequent to the end of the reporting period, a final dividend of HK12.0 cents (2021: HK10.0 cents) and a special dividend of HK4.0 cents (2021: HK4.0 cents) per ordinary share in respect of the year ended 31 December 2022 have been proposed by the Board of Directors and is subject to approval by the shareholders of the Company at the forthcoming annual general meeting. The dividend declared after 31 December 2022 has not been recognised as a liability as at 31 December 2022.

報告期末後，董事會建議就截至2022年12月31日止之年度派發末期股息每股普通股港幣12.0仙(2021年為港幣10.0仙)，以及特別股息每股普通股港幣4.0仙(2021年為港幣4.0仙)，且須獲得在即將舉行的股東周年大會上本公司股東之批准。於2022年12月31日後宣派的股息未被確認為於2022年12月31日之負債。

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15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Buildings	Furniture, fixtures and equipment	Motor vehicles	Plant and machinery	Construction in progress	Total
		樓宇	傢私、裝置及設備	汽車	廠房及機器	在建工程	合計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Cost	成本						
At 1 January 2021	於2021年1月1日	159,042	74,969	5,208	328,135	151,324	718,678
Additions	添置	-	3,793	1,328	5,074	71,491	81,686
Disposals	處置	-	(43)	-	(13)	-	(56)
Transfers	轉移	-	-	-	3,754	(3,754)	-
Exchange realignment	匯兌調整	(2,894)	(33)	(268)	-	-	(3,195)
At 31 December 2021	於2021年12月31日	156,148	78,686	6,268	336,950	219,061	797,113
Additions	添置	-	2,774	133	5,334	58,720	66,961
Disposals	處置	-	(1,411)	(94)	(21,855)	-	(23,360)
Transfers	轉移	121,810	-	-	8,407	(130,217)	-
Transfer to Investment Property (Note 17)	轉移至投資性房地產(附註17)	-	-	-	-	(140,692)	(140,692)
Exchange realignment	匯兌調整	9,109	96	181	-	-	9,386
At 31 December 2022	於2022年12月31日	287,067	80,145	6,488	328,836	6,872	709,408

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15 PROPERTY, PLANT AND EQUIPMENT

(Continued)

15 物業、廠房及設備(續)

		Buildings	Furniture, fixtures and equipment 傢私、裝置 樓宇 RMB'000 人民幣千元	Motor vehicles 汽車 RMB'000 人民幣千元	Plant and machinery 廠房及機器 RMB'000 人民幣千元	Construction in progress 在建工程 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Depreciation	折舊						
At 1 January 2021	於2021年1月1日	47,113	61,760	3,949	240,644	–	353,466
Provided for the year	年內撥備	5,805	4,281	426	20,290	–	30,802
Eliminated on disposals	處置時對銷	–	(43)	–	(9)	–	(52)
Exchange realignment	匯兌調整	(419)	(24)	(25)	–	–	(468)
At 31 December 2021	於2021年12月31日	52,499	65,974	4,350	260,925	–	383,748
Provided for the year	年內撥備	7,431	4,464	498	20,839	–	33,232
Eliminated on disposals	處置時對銷	–	(1,049)	(84)	(21,780)	–	(22,913)
Exchange realignment	匯兌調整	1,619	899	101	–	–	2,619
At 31 December 2022	於2022年12月31日	61,549	70,288	4,865	259,984	–	396,686
Carrying values	賬面價值						
At 31 December 2022	於2022年12月31日	225,518	9,857	1,623	68,852	6,872	312,722
At 31 December 2021	於2021年12月31日	103,649	12,712	1,918	76,025	219,061	413,365

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

16 LEASES

This note provides information for leases where the Group is a lessee.

(i) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

Right-of-use assets 使用權資產		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	25,239	16,681	41,920
Additions	添置	–	3,189	3,189
Depreciation	折舊	(564)	(6,720)	(7,284)
At 31 December 2021	於2021年12月31日	24,675	13,150	37,825
At 1 January 2022	於2022年1月1日	24,675	13,150	37,825
Additions	添置	–	2,384	2,384
Depreciation	折舊	(564)	(5,680)	(6,244)
Lease modification	租賃變更	–	(1,069)	(1,069)
At 31 December 2022	於2022年12月31日	24,111	8,785	32,896
		2022 RMB'000 人民幣千元		2021 RMB'000 人民幣千元
Lease liabilities	租賃負債			
Current	現期		5,883	7,107
Non-current	非現期		2,991	7,221
			8,874	14,328

16 租賃

本附註提供的租賃信息中本集團為承租人。

(i) 綜合財務狀況表中確認的金額

綜合財務狀況表中與租賃相關的金額如下：

Right-of-use assets 使用權資產		Leasehold lands 租賃土地 RMB'000 人民幣千元	Leased properties 租賃物業 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	25,239	16,681	41,920
Additions	添置	–	3,189	3,189
Depreciation	折舊	(564)	(6,720)	(7,284)
At 31 December 2021	於2021年12月31日	24,675	13,150	37,825
At 1 January 2022	於2022年1月1日	24,675	13,150	37,825
Additions	添置	–	2,384	2,384
Depreciation	折舊	(564)	(5,680)	(6,244)
Lease modification	租賃變更	–	(1,069)	(1,069)
At 31 December 2022	於2022年12月31日	24,111	8,785	32,896
		2022 RMB'000 人民幣千元		2021 RMB'000 人民幣千元
Lease liabilities	租賃負債			
Current	現期		5,883	7,107
Non-current	非現期		2,991	7,221
			8,874	14,328

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

16 LEASES (Continued)

(ii) Amounts recognised in the consolidated statement of profit or loss

The consolidated statement of profit or loss shows the following amounts relating to leases:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Depreciation charge of right-of-use assets	使用權資產折舊費用		
Leasehold lands	租賃土地	564	564
Leased properties	租賃物業	5,680	6,720
		6,244	7,284
Expense relating to short-term leases (included in cost of goods sold and administrative expenses)	與短期租賃相關的開支 (計入銷售成本和行政開支)	195	151

The total cash outflow for leases during the year ended 31 December 2022 was RMB6,621,000 (2021: RMB6,153,000) excluding short-term leases.

16 租賃(續)

(ii) 綜合損益表中確認的金額

綜合損益表中與租賃相關的金額如下：

於截至2022年12月31日止之年度，租賃現金流出總額為人民幣6,621,000元（2021年：人民幣6,153,000元），其中不包括短期租賃。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

16 LEASES (Continued)

(iii) The Group's leasing activities and how these are accounted for

The Group leases various leasehold lands and properties for its operations. Lease contracts are entered into for fixed term of 50 years for leasehold lands and 2 years to 5 years for properties.

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.

(iv) Variable lease payments

A lease of equipment is either with only fixed lease payments or contain variable lease that is based on the volume of printing and minimum annual lease payment that is fixed over the lease term. The amount of fixed and variable lease payment paid/payable to relevant lessor for the years ended:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Fixed payments	固定付款	720	1,440
Variable payments	可變付款	344	173
Total payments	總付款合計	1,064	1,613

16 租賃(續)

(iii) 本集團的租賃活動以及如何進行會計處理

本集團為其經營租賃各類租賃土地及物業。租賃土地合約的固定期限為50年，物業的期限為2年至5年。

租賃條款是獨立協商的，包含各種不同的條款和條件。除出租人持有租賃資產的擔保權益外，租賃協議不附加任何契約。租賃資產不得作為借款擔保。

(iv) 可變租賃付款

設備之租賃為僅有固定租賃款項或包含基於印刷量的可變租賃及在租賃期內固定的最低年租賃款。截至本年度，已付或應付至相關出租人的固定和可變租賃款的金額為：

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

17 INVESTMENT PROPERTY

17 投資物業

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
	Note 附註		
Non-current assets – at cost	非流動資產 – 按成本		
Opening balance as at 1 January	1月1日期初結餘	60,789	62,576
Transfer from property, plant and equipment	從固定資產轉移	140,692	–
Exchange realignment	匯兌調整	5,626	(1,787)
Closing balance as at 31 December	12月31日期末結餘	207,107	60,789
Depreciation	折舊		
Opening balance as at 1 January	1月1日期初結餘	9,792	7,994
Provided for the year	年內撥備	3,879	2,056
Exchange realignment	匯兌調整	1,000	(258)
Closing balance as at 31 December	12月31日期末結餘	14,671	9,792
Carrying values	賬面價值		
At 31 December	於12月31日	192,436	50,997

(i) Amounts recognised in profit or loss for investment properties

(i) 投資物業已在損益內確認的金額

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Rental income from operating leases	經營租賃收入	2,034	1,463
Direct operating expenses from property that generated rental income	產生租賃收入的物業的直接經營費用	(2,206)	(2,056)
Direct operating expenses from property that did not generate rental income	不產生租賃收入的物業的直接經營費用	(1,673)	–

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

17 INVESTMENT PROPERTY (Continued)

(ii) Leasing arrangement

The investment properties are leased to tenants under operating leases with rentals payable monthly. Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term.

The fair value of the Group's investment properties at 31 December 2022 were RMB54,231,000 for investment property located in Hong Kong (2021: RMB51,198,000) and RMB189,404,000 for investment property located in Zhuhai (2021: n/a), separately. The fair value has been arrived at based on a series of valuation carried out by Asset Appraisal Limited for investment property located in Hong Kong and Zhuhai Chengxinda Real Estate Evaluation Co., Ltd for investment property located in Zhuhai, both independent valuers, and consideration of management by reference to market value comparison.

The valuation has been arrived by reference to direct comparison method as available in the market and where appropriate, on the basis of referencing to the sales transactions of similar commercial properties in Hong Kong and Zhuhai.

In estimating the fair value of the property, the highest and best use of the property is their current use.

Details of the Group's investment property and information about the fair value hierarchy as at the end of the reporting period are as follows:

		2022		2021	
		Carrying amount	Fair value at level 3 Hierarchy	Carrying amount	Fair value at level 3 Hierarchy
		RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
investment property located in Hong Kong	位於香港的投資物業	53,503	54,231	50,997	51,198
investment property located in Zhuhai	位於珠海的投資物業	138,933	189,404	-	-

The above investment properties are depreciated for 20-30 years on a straight-line basis.

17 投資物業(續)

(ii) 租賃安排

投資物業根據經營租賃租賃給租戶，租金按月支付。集團為出租人的經營租賃產生的租賃收入在租賃期內按直線法確認為收入。

於2022年12月31日，本集團位於香港的投資物業的公允價值為人民幣54,231,000元（2021年：人民幣51,198,000元）。本集團位於珠海的投資物業的公允價值為人民幣189,404,000元（2021年：不適用）。公允價值是根據獨立評估機構中誠達資產評估顧問有限公司和珠海誠信達土地房地產及資產評估有限公司及管理層參考市值進行評估得出。

估值乃使用直接比較法比較市場上現有的價值，並在適當情況下參考香港和珠海同類商業物業的銷售交易。

在評估物業的公允價值時，對該物業的最高和最佳使用是其當前的使用。

截至本報告期末，本集團投資物業的詳情及公允價值層級資料如下：

上述投資物業按直線法於20-30年期限內折舊。

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18 INTANGIBLE ASSETS

18 無形資產

		Trademarks 商標 RMB'000 人民幣千元	Goodwill 商譽 RMB'000 人民幣千元	Total 共計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日			
Cost	成本	18,318	1,375	19,693
Accumulated amortisation and impairment	累計攤銷和減值	(16,222)	–	(16,222)
Net book amount	賬面淨值	2,096	1,375	3,471
Year ended 31 December 2021	截至2021年12月31日止 之年度			
Opening net book amount	期初賬面淨值	2,096	1,375	3,471
Impairment charge	減值開支	–	(1,375)	(1,375)
Amortisation charge	攤銷開支	(2,096)	–	(2,096)
Closing net book amount	期末賬面淨值	–	–	–
At 31 December 2021	於2021年12月31日			
Cost	成本	18,318	1,375	19,693
Accumulated amortisation and impairment	累計攤銷和減值	(18,318)	(1,375)	(19,693)
Net book amount	賬面淨值	–	–	–

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

18 INTANGIBLE ASSETS (Continued)

18 無形資產(續)

		Trademarks 商標 RMB'000 人民幣千元	Goodwill 商譽 RMB'000 人民幣千元	Total 共計 RMB'000 人民幣千元
Year ended 31 December 2022	截至2022年12月31日止之年度			
Opening net book amount	期初賬面淨值	-	-	-
Impairment charge	減值開支	-	-	-
Amortisation charge	攤銷開支	-	-	-
Closing net book amount	期末賬面淨值	-	-	-
At 31 December 2022	於2022年12月31日			
Cost	成本	18,318	1,375	19,693
Accumulated amortisation and impairment	累計攤銷和減值	(18,318)	(1,375)	(19,693)
Net book amount	賬面淨值	-	-	-

The trademarks are with finite useful lives and are amortised on a straight-line basis over periods of 5 to 9 years. During the year ended 31 December 2021, the trademarks were fully amortised.

商標具有有限使用年限，且在5到9年內以直線法攤銷。截至2021年12月31日止之年度，商標已全部攤銷。

19 INTERESTS IN ASSOCIATES

19 於聯營公司之權益

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Unlisted investments in associates, at cost	投資於非上市之聯營公司，按成本	2,200	2,200
Share of post-acquisition results and reserves	應佔收購之後業績及儲備	1,300	1,300
Impairment loss on interests in an associate	於聯營公司之權益之減值虧損	(3,500)	(3,500)
		-	-

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綜合財務報表附註(續)

For the year ended 31 December 2022 於截至2022年12月31日止之年度

19 INTERESTS IN ASSOCIATES (Continued)

Details of the Group's associates at the end of the reporting period are as follows:

Name of entity 實體名稱	Country of incorporation and operation 成立和運營國家	Proportion of issued ordinary share and capital indirectly held by the Group 由本集團非直接持有的已發行普通股及資本之佔比		Principal activity 主要業務
		2022	2021	
Kaixin Holdings Limited 凱鑫控股有限公司	The British Virgin Islands 英屬維爾京群島	45%	45%	Investment holding 控股公司
Goldpac ACS Technologies Inc. ("Goldpac ACS")	Philippines 菲律賓	45%	45%	Data processing 數據處理
Sichuan Zhongruan Technology Ltd. ("SCZR") 四川中軟科技有限公司 (「四川中軟」)	The Chinese Mainland 中國內地	19.68% (Note i) (附註i)	19.68% (Note i) (附註i)	Smart city platform 智慧城市平台

Note i: In February 2021, two external professional firms were appointed by the court to act as the liquidation administrators of SCZR pursuant to the court order ((2020)川0104破4號決定書). The operation and management of SCZR during the period of bankruptcy and liquidation is undertaken by the bankruptcy administrator. In November 2021, the court declared the bankruptcy of SCZR. In June 2022, the bankruptcy administrator announced the distribution plan of SCZR's remaining assets but the liquidation process was still in progress at 31 December 2022. Therefore, according to HKAS28R ("Investments in Associates and Joint Ventures"), the Group has reclassified the equity investment of SCZR from interest in an associate to FVTPL as the Group has lost significant influence over SCZR. The Group has reviewed and estimated the fair value of SCZR on a regular basis under the requirement of HKFRS9. Please refer to Note 3.2 for more details about the fair value of the equity investment as at 31 December 2022.

19 於聯營公司之權益(續)

於本報告期末本集團聯營公司之詳細信息如下：

附註i：2021年2月，法院根據法院令((2020)川0104破4號決定書)委派了兩家外部專業機構擔任四川中軟的清算管理人。四川中軟在破產清算期間的經營管理由破產管理人承擔。當地法院於2021年11月宣佈四川中軟破產。2022年6月，破產管理人宣佈了四川中軟剩餘資產的分配計畫。截至2022年底，四川中軟的清算工作仍在進行中。因此，根據香港會計準則第28號之修訂(「對聯營公司及合營企業的投資」)，由於本集團已失去對四川中軟的重大影響力，本集團已將四川中軟的股權投資從於聯營公司的權益重新分類為按公允價值計入損益之金融資產。本集團已根據香港財務報告準則第9號的規定，定期覆核及評估四川中軟之公允價值。股權投資於2022年12月31日的公允價值詳見附註3.2。

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19 INTERESTS IN ASSOCIATES (Continued)

Aggregate information of associates that are not individually material

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
The Group's share of losses of associates	本集團應佔聯營公司之虧損	-	-
Aggregate carrying amount of the Group's interests in these associates	本集團於聯營公司權益之賬面價值合計	-	-

The Group has discontinued recognition of its share of loss of associates because the Group's share of losses of the associates in previous years has exceeded its investment costs. The amounts of the unrecognised share of losses of the associates, both for the year and cumulatively, are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Unrecognised share of losses of the associates for the year	本年未確認應佔聯營公司之虧損	(144)	(1,185)
Accumulated unrecognised share of losses of the associates	累計未確認應佔聯營公司之虧損	(5,260)	(5,116)

個別非重大聯營公司的滙總信息

本集團已停止確認應佔聯營公司之虧損，因為本集團之前數年應佔聯營公司虧損金額已超過其投資成本。未確認應佔聯營公司之虧損金額（本年數和累計數）如下：

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20 INVENTORIES

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Raw materials	原材料	260,157	207,034
Work in progress	半成品	2,449	5,369
Finished goods	成品	168,281	120,778
		430,887	333,181
Less: write-down of inventories to net realisable values	減：減記存貨至可變現淨值	(68,266)	(46,260)
		362,621	286,921

Inventories recognised as an expense during the year ended 31 December 2022 amounted to RMB933,325,000 (2021: RMB826,971,000). These were included in cost of sales. Write-down of inventories to net realisable values amounted to RMB22,006,000 (2021: RMB(9,510,000)). These were recognised as an expense during the year ended 31 December 2022 and included in cost of sales in the statement of profit or loss and other comprehensive income (Note 8).

於截至2022年12月31日止之年度，存貨及耗材成本確認為費用，並計入銷售成本為人民幣933,325,000元(2021年：人民幣826,971,000元)。於截至2022年12月31日止之年度，減記存貨至可變現淨值確認為費用，並計入綜合損益及其他全面收入表的銷售成本為人民幣22,006,000元(2021年：人民幣(9,510,000元))(附註8)。

21 TRADE RECEIVABLES

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Trade receivables	應收貨款	345,271	347,374
Less: Loss allowance (Note)	減：虧損撥備(附註)	(4,949)	(5,035)
		340,322	342,339

Note: Information about the impairment of trade receivables and the Group's exposure to credit risk can be found in note 3.1(b).

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. The assessment resulted in a decrease of the loss allowance on 31 December 2022 by RMB86,000 for trade receivables. Note 3.1(b) provides for details about the calculation of the allowance.

附註：有關應收貨款減值、本集團面臨的信貸風險的資訊，請參見附註3.1(b)。

本集團採用香港財務報告準則第9號簡化法計量預期信貸虧損，即對所有應收貨款進行終身預期虧損撥備。2022年12月31日應收貨款虧損撥備因此減少人民幣86,000元。虧損撥備計算詳情見附註3.1(b)。

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21 TRADE RECEIVABLES (Continued)

The carrying amounts of trade receivables approximate their fair values.

Payment terms with customers are mainly on credit. Invoices are normally payable in 30 to 150 days by the customers from date of issuance. The following is an ageing analysis of trade receivables net of provision for impairment loss presented based on the invoice date:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Ageing	賬齡		
0 – 90 days	0-90日	237,750	260,511
91 – 180 days	91-180日	47,892	34,250
181 – 365 days	181-365日	28,408	33,458
Over 1 year	超過一年	26,272	14,120
		340,322	342,339

22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

(i) Classification of financial assets at FVTPL:

The Group classifies the structured deposits at FVTPL:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current assets – Structured deposits	流動資產 – 結構性存款	-	180,205

The Group classifies the unlisted equity SCZR as FVTPL, please refer to Note 3.2 for more details about the fair value of the equity investment as at 31 December 2022.

21 應收貨款(續)

應收貨款的賬面價值接近公允價值。

與客戶的付款條款主要為賒賬。發票一般於開具日期起計30日至150日內由客戶支付。按貨物發票日期呈列的應收貨款(扣除減值虧損撥備)賬齡分析如下:

22 按公允價值計入損益之金融資產

(i) 按公允價值計入損益之金融資產分類

本集團對以下結構性存款分類為按公允價值計入損益:

本集團將於四川中軟的未上市股權分類為公允價值計量且其變動計入當期損益，股權投資於2022年12月31日的公允價值詳見附註3.2。

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22 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

(ii) Risk exposure and fair value measurements

Information about the Group's exposure to price risk is provided in Note 3.1. For information about the methods and assumptions used in determining fair value refer to note 3.2.

22 按公允價值計入損益之金融資產(續)

(ii) 風險敞口及公允價值計量

有關本集團面臨的價格風險的信息，請參見附註3.1。有關確定公允價值的方法及假設等相關信息，請參見附註3.2。

23 CONTRACT ASSETS

23 合約資產

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Embedded software and secure payment products	嵌入式軟件和安全支付產品	1,352	1,986
Digital equipment	數字化設備	9,285	12,068
		10,637	14,054

The contract assets primarily relate to the Group's right to receive remaining payments from customers and not billed because rights are conditioned on the satisfaction of quality over the products delivered at the reporting date. The contract assets are transferred to trade receivables when the rights become unconditional. The condition is fulfilled upon the completion of retention period which is normally between 6 months to 1 year.

合約資產主要指在報告期發出產品有質保條件時，本集團對未開票收款部分擁有之權利。當該權利變為無條件時，合約資產則轉為應收貨款。通常質保期為6個月至1年。

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24 OTHER RECEIVABLES AND PREPAYMENTS

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current	流動		
- Deposits paid to suppliers	- 支付給供應商的押金	32,086	15,752
- Rental and utility deposits	- 租金及水電押金	1,720	1,592
- Tender deposits	- 投標保證金	8,590	9,606
- Prepayment to suppliers	- 支付給供應商的預付款	55,631	10,415
- Tax refund receivables	- 應收退稅款	2,541	2,602
- Employee welfare	- 員工福利	1,777	1,720
- Others	- 其他	242	1,319
Non-current	非流動		
- Deposits paid to suppliers	- 支付給供應商的押金	84,500	-
		187,087	43,006

25 AMOUNT DUE FROM AN ASSOCIATE

During the year ended 31 December 2022, the Group provided borrowings with a total of RMB394,000 (2021: RMB590,000) to Goldpac ACS for maintaining its daily operation.

The balance is unsecured, interest-free and repayable on demand.

As at 31 December 2022 and 2021, the directors of the Company believe that there is significant increase in credit risk of the amount due from an associate since initial recognition and the Group provided impairment based on lifetime ECL. Accordingly, an expected credit loss of RMB394,000 (2021: RMB590,000) was recognised in profit or loss as an impairment loss on amount due from an associate.

Details of impairment assessment of amount due from an associate are set out in Note 3.1(b).

24 其他應收和預付款

25 應收聯營公司款項

截至2022年12月31日止年度，本集團向Goldpac ACS提供借款共計人民幣394,000元（2021年：人民幣590,000元）以維持其日常經營。

結餘為無抵押、免息且應按要求償還。

於2022年12月31日和2021年12月31日，本公司董事認為自初始確認以來應收聯營公司款項的信貸風險顯著增加，故本集團基於終身預期信貸虧損計提減值虧損。因此，預期信貸虧損人民幣394,000元（2021年：人民幣590,000元）於損益中確認為應收聯營公司款項減值虧損。

應收聯營公司款項減值評估的詳情於附註3.1(b)披露。

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26 PLEDGED BANK DEPOSITS, FIXED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

26 已抵押銀行存款、銀行定期存款和現金及現金等價物

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cash at banks and in hand	銀行存款及現金	438,003	252,490
Short-term bank deposits with an original maturity of three months or less	三個月或以內到期的短期存款	189,591	64,254
Cash and cash equivalent	現金及現金等價物	627,594	316,744

Cash and cash equivalents comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less.

The pledged bank deposits are pledged for bills payables and carry fixed interest rate ranging from 0.30% to 3.99% (2021: 0.30% to 3.99%) per annum. As at 31 December 2022, RMB226,953,000 (2021: RMB219,210,000) represents bank deposits pledged to banks for the Group's bank facilities.

Bank balances held by the Group carry interest at the floating rate of 0% to 0.30% (2021: 0% to 0.30%) per annum.

Fixed bank deposits held by the Group are denominated in RMB and carry interest at the fixed rate of 2.65% to 4.68% (2021: 0.89% to 4.13%) per annum. Fixed bank deposits of RMB126,500,000 will be matured over one year as at 31 December 2022(2021: RMB102,975,000).

Details of impairment assessment of pledged bank deposits, fixed bank deposits and cash and cash equivalents are set out in Note 3.1(b).

現金及現金等價物包括本集團所持有的現金及三個月或在三個月以內到期的短期存款。

已抵押銀行存款為應付票據抵押，按0.30%至3.99%（2021年：0.30%至3.99%）的固定年利率計息。於2022年12月31日，人民幣226,953,000元（2021年：人民幣219,210,000元）的銀行存款已抵押於銀行以備本集團銀行融資。

本集團持有的銀行存款按浮動年利率0%至0.30%（2021年：0%至0.30%）計息。

本集團持有的銀行定期存款以人民幣計價，按2.65%至4.68%（2021年：0.89%至4.13%）的固定年利率計息。於2022年12月31日，人民幣126,500,000元的定期銀行存款會在一年以上到期（2021：RMB102,975,000）。

已抵押銀行存款、銀行定期存款和現金及現金等價物的減值評估細節載於附註3.1(b)。

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27 TRADE AND BILLS PAYABLES

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Trade payables	應付貨款	259,465	321,963
Bills payables – secured	有抵押應付票據	77,228	100,543
		336,693	422,506

Trade payables are unsecured and are usually paid within 60 to 180 days of recognition. The bills payables are secured by pledged bank deposits.

The carrying amounts of trade and bills payables are considered to be the same as their fair values, due to their short-term nature.

The following is an ageing analysis of trade and bills payables based on invoice date and bill issuance date respectively at the end of the year.

27 應付貨款及應付票據

應付貨款無擔保，並通常在確認後60日至180日內予以支付。應付票據以已抵押銀行存款作為抵押。

由於期限較短，應付貨款及應付票據的賬面價值被視為與其公允價值相等。

以下為各年度末應付貨款及應付票據按發票日期或票據開具日期的賬齡分析。

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Ageing	賬齡		
0 – 90 days	0-90日	272,295	344,496
91 – 180 days	91-180日	52,520	76,338
181 – 365 days	181-365日	8,799	904
Over 1 year	超過一年	3,079	768
		336,693	422,506

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28 BANK BORROWINGS

28 銀行借款

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Current liabilities	流動負債		
Bank borrowings – unsecured	銀行借款 – 無抵押	44,818	–

(a) All the bank borrowings are at floating rates.

(a) 所有銀行借款均為浮動利率。

(b) All the bank borrowings are credit loan and the carrying amounts of the bank borrowings are denominated in HKD.

(b) 所有銀行借款均為信用貸款，銀行借款的賬面金額以港幣計。

(c) All the bank borrowings are repayable within one year.

(c) 所有銀行借款均應在一年內償還。

29 CONTRACT LIABILITIES

29 合約負債

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Embedded software and secure payment products	嵌入式軟件和安全支付產品	177,298	28,053

The Group receives 10% to 100% of the contract value as deposit from customers when they sign the contracts with customers. Contract liabilities represent the receipts in advance from customers which is recognised as revenue at a point in time when the control of the goods is transferred to the customers. During the year ended 31 December 2022, revenue recognised in the current year relating to contract liabilities at the beginning of the year is RMB25,552,000 (2021: RMB43,734,000).

當與客戶簽訂合約時，本集團收取客戶合約金額的10%至100%作為客戶保證金。合約負債為客戶預收款，當貨物控制權於某一時點轉移至客戶時則確認收入。截至2022年12月31日止之年度，確認與年初合約負債相關的收入人民幣25,552,000元（2021年：人民幣43,734,000元）。

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30 OTHER PAYABLES

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Payroll and welfare payables	應付工資及福利	45,913	37,145
Delivery and postage payables	應付運費及郵資	5,015	4,833
Other tax payables	其他應付稅項	5,662	27,871
Accrued expenses	預提費用	54,576	13,827
Others	其他	3,393	4,034
		114,559	87,710

31 DEFERRED INCOME TAX

Deferred income taxes are calculated in respect of temporary differences under the liability method using the tax rates enacted or substantively enacted by the reporting period date.

The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial positions:

		2022	2021
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net deferred income tax assets recognised	已確認的遞延稅項資產淨額	25,946	7,694
Net deferred income tax liabilities recognised	已確認的遞延稅項負債淨額	(33,397)	(27,453)
		(7,451)	(19,759)

30 其他應付款

31 遞延稅項

遞延稅項是根據負債法針對暫時性差異使用報告期日前已頒佈或實質上已頒佈的稅率計算的。

以下金額經適當抵銷後於綜合財務狀況表中列示如下：

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31 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax assets are as follows:

31 遞延稅項(續)

以下為遞延稅項資產的變動：

		Temporary differences arising from loss allowance and write-down of inventories to net realisable values 由虧損撥備及減記存貨至可變現淨值產生的暫時性差異 RMB'000 人民幣千元	Accrued expenses, salaries payable and others 預提費用，應付薪酬及其他 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	9,400	–	9,400
Charged to profit or loss during the year (Note 12)	年內於損益中扣除 (附註12)	(1,706)	–	(1,706)
At 31 December 2021	於2021年12月31日	7,694	–	7,694
Credited to profit or loss during the year (Note 12)	年內於損益中增加 (附註12)	3,276	14,976	18,252
At 31 December 2022	於2022年12月31日	10,970	14,976	25,946

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31 DEFERRED INCOME TAX (Continued)

The movements in the deferred income tax liabilities are as follows:

		The PRC's withholding tax on undistributed earnings 未分配利潤的 中國境內預扣稅 RMB'000 人民幣千元	Unrealised interest income 未實現的 利息收入 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	(21,759)	–	(21,759)
Charged to profit or loss during the year (Note 12)	年內於損益中扣除 (附註12)	(5,694)	–	(5,694)
At 31 December 2021	於2021年12月31日	(27,453)	–	(27,453)
Charged to profit or loss during the year (Note 12)	年內於損益中扣除 (附註12)	(2,743)	(3,201)	(5,944)
At 31 December 2022	於2022年12月31日	(30,196)	(3,201)	(33,397)

As at 31 December 2022, the Group has unused tax loss to be carried forward against future taxable income amounting to RMB16,313,000 (2021: RMB7,362,000). No deferred tax asset has been recognised in relation to the unused tax losses due to the unpredictability of future profit streams. Losses may be carried forward indefinitely.

以下為遞延稅項負債的變動：

於2022年12月31日，本集團可用於抵扣未來盈利之未使用的稅務虧損人民幣16,313,000元（2021年：人民幣7,362,000元）。由於未來溢利的不可預測性，概無就未使用之稅務虧損確認遞延稅項資產。該虧損的抵扣無固定期限。

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32 CASH FLOW INFORMATION

32 現金流量資料

Cash generated from operations

經營活動所得現金

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Cash flows from operating activities	經營活動產生之現金流量		
Profit before income tax	除所得稅前溢利	164,070	154,939
Adjustments for:	經下列各項調整：		
Gain on fair value changes of financial assets at FVTPL	按公允價值計入損益之金融資產公允價值變動收益	-	(205)
Investment income from financial assets at FVTPL	按公允價值計入損益之金融資產投資收入	(1,262)	(5,126)
Interest income from bank deposits	銀行存款利息收入	(27,681)	(23,900)
Interest expense for bank borrowings	銀行借款利息開支	2,320	-
Unwinding interest income from deposits paid to suppliers	供應商保證金折現產生之利息收入	(2,498)	-
Interest expense discounted from deposits paid to suppliers	供應商保證金折現產生之利息支出	8,084	-
Depreciation of property, plant and equipment	物業、廠房及設備折舊	33,232	30,802
Depreciation of right-of-use assets	使用權資產折舊	6,244	7,284
Depreciation of investment property	投資物業折舊	3,879	2,056
Amortisation of intangible assets	無形資產攤銷	-	2,096
Impairment of intangible assets	無形資產減值	-	1,375
Loss on disposal of property, plant and equipment	處置物業、廠房及設備虧損	447	4
Impairment loss on amount due from an associate	應收聯營公司之減值虧損	394	590
Modification of lease liabilities	租賃變更	(741)	-
Interest expense on lease liabilities	租賃負債利息開支	593	782
		187,081	170,697

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32 CASH FLOW INFORMATION (Continued)

Cash generated from operations (Continued)

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Operating profit before working capital changes in:	營運資金變動前的經營溢利		
– Inventories	– 存貨	(75,561)	(96,583)
– Contract assets	– 合約資產	3,417	(542)
– Trade receivables	– 應收貨款	3,660	(71,726)
– Other receivables and prepayments	– 其他應收款及預付款	(147,999)	(21,730)
– Contract liabilities	– 合約負債	149,245	(22,811)
– Trade and bills payables	– 應付貨款及應付票據	(86,898)	57,256
– Other payables	– 其他應付款	11,227	(2,806)
– Government grants	– 政府補貼	–	(1,858)
Cash generated from operations	經營活動所得現金	44,172	9,897

33 SHARE CAPITAL

		Number of ordinary shares 普通股數量 '000 千	Amount 金額 HKD'000 港幣千元
Issued and fully paid:	已發行且繳足：		
At 31 December 2021	2021年12月31日	828,005	1,499,498
Shares bought back on-market and cancelled	股票在市場上回購並註銷	(8,428)	–
At 31 December 2022	2022年12月31日	819,577	1,499,498
			RMB'000 人民幣千元
Shown in the consolidated financial statements as of 31 December 2021 and 2022	列示於綜合財務報表 – 於2021年12月31日及2022年12月31日		1,192,362

32 現金流量資料(續)

經營活動所得現金(續)

33 股本

		Number of ordinary shares 普通股數量 '000 千	Amount 金額 HKD'000 港幣千元
Issued and fully paid:	已發行且繳足：		
At 31 December 2021	2021年12月31日	828,005	1,499,498
Shares bought back on-market and cancelled	股票在市場上回購並註銷	(8,428)	–
At 31 December 2022	2022年12月31日	819,577	1,499,498
			RMB'000 人民幣千元
Shown in the consolidated financial statements as of 31 December 2021 and 2022	列示於綜合財務報表 – 於2021年12月31日及2022年12月31日		1,192,362

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33 SHARE CAPITAL (Continued)

From July to October 2022 the Company purchased 5,114,000 ordinary shares on-market in order to simplify the company's capital structure, and cancelled those 5,114,000 ordinary shares in November 2022. Additionally, 3,314,000 ordinary shares purchased in 2021 were cancelled in January 2022. The buy-back and cancellation were approved by shareholders at last year's annual general meeting, and the payment was made out of the company's distributable profits with no reduction of capital.

The shares were acquired at an average price of HKD1.54 per share, with prices ranging from HKD1.28 to HKD1.65. The total amount of HKD7,899,000 (RMB6,867,000) paid to acquire the shares has been deducted from retained earnings within shareholders' equity.

34 SHARE-BASED PAYMENT TRANSACTIONS

Share award scheme

The Company adopted a share award scheme (the "**Share Award Scheme**") on 30 November 2015 (the "**Adoption Date**") with a duration of 15 years commencing from 11 December 2015. The objectives of the Share Award Scheme are to (i) align the interests of any employee, adviser, consultant, agent, contractor, client or supplier of any member of the Group whom the directors in its sole discretion considers may contribute or have contributed to the Group (the "**Participants**"); (ii) recognise and motivate the contribution of the Participants and to provide incentives in retaining the Participants for future operation and development of the Group; and (iii) attract suitable personnel for the long-term growth and further strategic expansion of the Group.

The Company has engaged the Trustee to administer and hold the Company's shares before they are vested and transferred to the Participants. The Trustee purchases the Company's shares being awarded from the open market with funds provided by the Company by way of contributions.

33 股本(續)

在2022年7月至10月期間，公司在市場上購買了5,114,000股普通股，以簡化公司的資本結構。並於2022年11月註銷了5,114,000股。此外，2021購買的3,314,000股普通股於2022年1月註銷。本次回購註銷事項已於去年股東大會上經股東大會審議通過，以公司可分配利潤支付，不減資。

股份以每股港幣1.54元的平均價格被收購，價格介乎港幣1.28元至港幣1.65元。為收購股份支付的總金額為港幣7,899,000元（人民幣6,867,000元），已從股東權益內的留存收益中扣除。

34 以股份為基礎的支付交易

股份獎勵計劃

本公司於2015年11月30日（「採納日」）採納股份獎勵計劃（「股份獎勵計劃」），股份獎勵計劃自2015年12月11日起計有效期為15年。計劃之目的為(i)使董事認為已經或將會對本集團作出貢獻之員工、參事、顧問、代理、承辦商、顧客或供應商（「計劃參與者」）之利益與本集團利益一致；(ii)嘉獎和鼓勵計劃參與者之貢獻，並給予獎勵，以挽留計劃參與者，為本集團的持續經營及發展效力；及(iii)吸引合適人才推動本集團長期增長及進一步戰略拓展。

本公司已委任受託人管理及持有本公司之股份，直至將歸屬股份轉讓予計劃參與者。受託人於合適的時候在公開市場買入公司現有股份，費用由本公司支付。

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34 SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share award scheme (Continued)

In May 2017, the Group granted 10,374,000 shares under the Share Award Scheme to the Participants. The shares awarded shall be vested in three years on each anniversary of the first vesting date, which is 26 November 2017, in equal portions. The estimated fair value of the shares awarded granted at the grant date were approximately HKD27,564,000 (equivalent to RMB24,239,000) based on the market price of the relevant shares at the grant date.

As at 31 December 2022, all these shares were either vested or forfeited; for which a total of 8,146,000 shares of the Company were held by the Trustee at the year end date.

During the year ended 31 December 2022, the Trustee did not acquire any ordinary shares of the Company (2021: Nil), and no shares were granted to employees under the Share Award Scheme during the year. The Group did not recognise any expense for the year ended 31 December 2022 in relation to the share awards granted by the Company (2021: nil). At 31 December 2022, 8,146,000 ordinary shares of the Company (2021: 8,146,000 shares) are held by the Trustee.

34 以股份為基礎的支付交易 (續)

股份獎勵計劃(續)

於2017年5月，本集團將10,374,000股股份獎勵計劃持有股份授予計劃參與者。獎勵股份應從首個歸屬日(即2017年11月26日)起分3年歸屬，每年歸屬的數量相同。按授予日的市場價格估算，獎勵股份於授予日的公允價值約港幣27,564,000元(折合約人民幣24,239,000元)。

於2022年12月31日，所有獎勵股份已歸屬或已失效，受託人於年末持有本公司8,146,000股普通股。

截至2022年12月31日止年度，受託人未收購本公司任何普通股(2021年：無)，年內未根據股份獎勵計劃授予員工任何股份。截至2022年12月31日止年度，本集團並無就本公司授出的股份獎勵確認任何開支(2021年：無)。於2022年12月31日，受託人持有本公司8,146,000股普通股(2021年：8,146,000股)。

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35 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or the future cash flows will be, classified in the Group's consolidated statement of cash flows from financing activities.

35 融資活動產生之負債調節表

下表詳細列明本集團因融資活動產生的負債變動，包括現金及非現金變動。因融資活動產生的負債指在本集團綜合現金流量表中被分類為或將要被分類為融資活動的現金流或未來現金流相關的負債。

		Dividend payable 應付股息 RMB'000 人民幣千元	Lease liabilities 租賃負債 RMB'000 人民幣千元	Bank borrowings 銀行借款 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
As at 1 January 2021	於2021年1月1日	–	16,510	–	16,510
Financing cash flow	融資活動現金流	(111,938)	(6,153)	–	(118,091)
Dividend declared	宣派股息	111,938	–	–	111,938
New leases entered	新簽訂之租賃	–	3,189	–	3,189
Interest on lease liabilities	租賃負債利息	–	782	–	782
At 31 December 2021	於2021年12月31日	–	14,328	–	14,328
As at 1 January 2022	於2022年1月1日	–	14,328	–	14,328
Financing cash flow	融資活動現金流	(97,008)	(6,621)	44,664	(58,965)
Dividend declared	宣派股息	97,008	–	–	97,008
New leases entered	新簽訂之租賃	–	2,384	–	2,384
Modification of lease	租賃變更	–	(1,810)	–	(1,810)
Interest on lease liabilities	租賃負債利息	–	593	–	593
Interest on bank borrowings	銀行借款利息	–	–	2,320	2,320
Interest payments for bank borrowings	銀行借款利息支付	–	–	(2,166)	(2,166)
At 31 December 2022	於2022年12月31日	–	8,874	44,818	53,692

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36 OPERATING LEASES

The Group as lessor

Operating leases, in which the Group is the lessor, relate to investment property owned by the Group with lease terms from one year to ten years, without an extension option. The lessee does not have an option to purchase the property at the expiry of the lease period.

Minimum lease payments receivable on leases are as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Within one year	一年內	4,678	1,172
In the second year	第二年	6,006	1,118
In the third year	第三年	4,988	1,305
In the fourth year	第四年	2,269	-
In the fifth year	第五年	816	-
Over five years	超過五年	3,546	-
		22,303	3,595

37 CAPITAL COMMITMENTS

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment	有關收購物業、廠房及設備的已訂約但未列入本綜合財務報表內的資本開支	23,971	32,962

36 經營租賃

本集團作為出租人

本集團作為出租人的經營租賃涉及本集團擁有的投資性房地產，租賃期1-10年，無延期選擇權。承租人在租賃期滿時無權購買該物業。

租賃最低應收租金款如下：

37 資本承擔

於年終已簽訂合約但未確認為負債的重大資本開支如下：

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38 FINANCIAL INSTRUMENTS BY CATEGORY

The Group holds the following financial instruments:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本計量之金融資產		
Trade receivables	應收貨款	340,322	342,339
Other receivables	其他應收款	131,456	32,591
Pledged bank deposits	已抵押銀行存款	226,953	219,210
Fixed bank deposits	銀行定期存款	494,643	697,605
Cash and cash equivalents	現金及現金等價物	627,594	316,744
		1,820,968	1,608,489
Financial assets at FVTPL	按公允價值計入損益之金融資產	-	180,205
		1,820,968	1,788,694
Financial liabilities	金融負債		
Financial liabilities at amortised cost	按攤銷成本計量之金融負債		
Trade and bill payables	應付貨款及應付票據	336,693	422,506
Other payables	其他應付款	62,984	22,694
Bank borrowings	銀行借款	44,818	-
Lease liabilities	租賃負債	8,874	14,328
		453,369	459,528

The Group's exposure to various risks associated with the financial instruments is discussed in Note 3. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

有關本集團面臨的各種與金融工具相關的風險討論參見附註3。報告期末，本集團面臨的最大信貸風險為上述各類金融資產的賬面價值。

39 RELATED PARTY TRANSACTIONS

Other than the transactions and balances with related parties disclosed elsewhere in these consolidated financial statements, during the period, the Group has no significant transactions with related parties.

The details of compensation of key management personnel and remuneration of the directors of the Company are set out in Note 11.

39 關聯方交易

除本綜合財務報表其他部分披露的與關聯方的交易及餘額外，期內，本集團與關聯方無重大交易。

主要管理層人員的薪酬及公司董事的酬金明細詳載於附註11。

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40 SUBSIDIARIES

The Company's principal subsidiaries at 31 December 2022 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Company, and the proportion of ownership interests held equals the voting rights held by the Company. None of the principal subsidiaries of the Company issued any debt securities as at the date of this Annual Report. The country of incorporation or registration is also their principal place of business.

Name of subsidiary 附屬公司	Place of incorporation and kind of legal entity 註冊成立地點及法定主體類別	Principal activities 主要業務	Particulars of issued share capital and debt securities 已發行股本及債務性證券詳情	Ownership interest held by the Company 本公司擁有的所有權權益	
				2022	2021
Goldpac Investment Limited (Note i) 金邦達投資有限公司(附註i)	Hong Kong, limited liability company 香港, 有限責任公司	Property holding 物業持有	Ordinary share – HKD1 普通股份 – 港幣1元	100%	100%
Goldpac Datacard Solutions Company Limited (Note i) 金邦達數據有限公司(附註i)	Hong Kong, limited liability company 香港, 有限責任公司	(Note ii) (Note iii) and investment holding (附註ii)(附註iii)及控股公司	Ordinary shares – HKD500,000 普通股份 – 港幣500,000元	100%	100%
Goldpac Innovation Limited (Note i)	The British Virgin Islands, limited liability company 英屬維爾京群島, 有限責任公司	Investment holding 控股公司	Ordinary shares – USD100 普通股份 – 美元100元	100%	100%
SecureTech Holdings Limited	The British Virgin Islands, limited liability company 英屬維爾京群島, 有限責任公司	Investment holding 控股公司	Ordinary shares – USD100 普通股份 – 美元100元	70%	60%
Goldpac Fintech Private Limited	Singapore, limited liability company 新加坡, 有限責任公司	(Note iii) (附註iii)	Ordinary shares – SGD100 普通股份 – 新加坡幣100元	70%	60%
Goldpac Fintech Philippines Limited Inc.	The Philippines, limited liability company 菲律賓, 有限責任公司	(Note iii) (附註iii)	Ordinary shares – PHP11,000,000 普通股份 – 菲律賓比索11,000,000元	70%	60%

40 附屬公司

於2022年12月31日, 本公司擁有的主要的附屬公司詳情載於下表。除非另有說明, 附屬公司的股本僅由本公司直接持有的普通股構成, 而本公司擁有的所有權權益與投票權相當。於本年報日期, 本公司概無主要附屬公司發行任何債務證券。附屬公司成立或註冊的國家同時也是其主要業務地點。

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40 SUBSIDIARIES (Continued)

40 附屬公司(續)

Name of subsidiary 附屬公司	Place of incorporation and kind of legal entity 註冊成立地點及法定主體類別	Principal activities 主要業務	Particulars of issued share capital and debt securities 已發行股本及債務性證券詳情	Ownership interest held by the Company 本公司擁有的所有權益	
				2022	2021
Goldpac Fintech Hong Kong Limited 金邦達金融科技香港有限公司	Hong Kong, limited liability company 香港, 有限責任公司	(Note ii) (Note iii) (附註ii)(附註iii)	Ordinary share – HKD1 普通股份 – 港幣1元	70%	60%
Goldpac Limited (Note i) 金邦達有限公司(附註i)	The Chinese mainland, limited liability company* 中國內地, 有限責任公司*	(Note ii) (Note iii) and investment holding (附註ii)(附註iii)及控股公司	Registered capital – USD43,000,000 註冊資本 – 美元43,000,000元	100%	100%
Goldpac Technology Service Limited (Hengqin) 金邦達科技服務(橫琴)有限公司	The Chinese mainland, limited liability company# 中國內地, 有限責任公司#	(Note iv) (附註iv)	Registered capital – RMB20,000,000 註冊資本 – 人民幣20,000,000元	100%	100%
Goldpac Fintech (Zhuhai) Limited Company (Note i) 珠海市金邦達金融科技發展有限公司(附註i)	The Chinese mainland, limited liability company* 中國內地, 有限責任公司*	Investment holding 控股公司	Registered capital – USD10,000,000 註冊資本 – 美元10,000,000元	100%	100%
UMV International Holding Limited (Note i) 金科智融國際控股有限公司(附註i)	Hong Kong, limited liability company 香港, 有限責任公司	Investment holding 控股公司	Ordinary share – HKD1,000 普通股份 – 港幣1,000元	100%	100%
UMV Technology Limited (Zhuhai) (“UMV Zhuhai”) 金科智融科技(珠海)有限公司(「金科智融」)	The Chinese mainland, limited liability company* 中國內地, 有限責任公司*	(Note v) (附註v)	Registered capital – RMB10,000,000 註冊資本 – 人民幣10,000,000元	100%	100%
Zhirong Financial Services Technology (Zhuhai) Co., Ltd. (“Zhirong”) 智融金服科技(珠海)有限公司(「智融金服」)	The Chinese mainland, limited liability company# 中國內地, 有限責任公司#	(Note vi) (附註vi)	Registered capital – RMB10,000,000 註冊資本 – 人民幣10,000,000元	(Note vii) (附註vii)	(Note vii) (附註vii)

* Registered as wholly foreign owned enterprises under PRC law

* 根據中國法律註冊為外商獨資企業

Registered under PRC law

根據中國法律註冊

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40 SUBSIDIARIES (Continued)

Notes:

- (i) Directly held by the Company.
- (ii) Embedded software and secure payment products for smart secure payment.
- (iii) Provision of data processing, system platforms, other total solutions and digital equipment for customers in a wide business range including financial, government, healthcare, transportation and retails by leveraging innovative Fintech.
- (iv) Provision of logistical auxiliary service.
- (v) Provision of consultancy services on information technology research and development.
- (vi) Provision of computer software and hardware, research and development in network technology and the restricted business (the “**Subject Business**”).
- (vii) On 8 February 2021, UMV Zhuhai, entered into a series of Variable Interest Entity agreements (“**Contractual Arrangements**” which include The Exclusive Technological Consultation, and Services Agreement, The Exclusive Business Co-operation Agreement, The Exclusive Purchase Right Agreement, The Equity Pledge Agreement, The Spousal Consent Letter and The Loan Agreement) with Zhirong and Zhirong’s PRC Equity Owner. Such Contractual Arrangements enable the Group to control Zhirong. The PRC Equity Owner is a nephew of both Mr. Lu Run Ting and Mr. Lu Runyi. Mr. Lu Runyi is an executive Director of the Company. Upon entering into the Contractual Arrangements, the financial results of Zhirong were consolidated into the consolidated financial statements of UMV Zhuhai and Zhirong became an indirect subsidiary of the Company.

Zhirong was wholly owned by the PRC Equity Owner and is principally engaged in the Subject Business. As advised by the PRC legal advisers and set out below, information service platform for online data processing and transactions processing services as well as information service businesses (the “**Restricted Business**”) of the Subject Business fall within the scope of “Value-added Telecommunication (“**VAT**”) Services” and Zhirong has obtained the VAT License under the applicable laws and regulations in the PRC to operate the above services.

40 附屬公司(續)

附註：

- (i) 由本公司直接持有。
- (ii) 智能安全支付領域的嵌入式軟件和安全支付產品。
- (iii) 為金融、政府、衛生、交通、零售等廣泛領域客戶提供數據處理、系統平台、其他整體解決方案及數字化設備。
- (iv) 提供物流輔助服務。
- (v) 提供有關資訊科技研究及發展的顧問服務。
- (vi) 提供計算機軟硬件、網絡技術研發及受限業務(「**標的業務**」)。
- (vii) 2021年2月8日，金科智融與智融金服和智融金服的中國股權擁有人簽訂了一系列可變利益實體協議(「**合約安排**」，包括獨家技術諮詢和服務協議、獨家業務合作協議、獨家購買權協議、股權質押協議、配偶同意書和貸款協議)。該等合約安排使本集團能夠控制智融金服。中國股權擁有人為盧潤霆先生及盧潤怡先生的外甥。盧潤怡先生為本公司執行董事。訂立合約安排後，智融金服的財務業績並入金科智融的綜合財務報表，智融金服成為本公司的間接附屬公司。

智融金服由中國股權擁有人全資擁有，主要從事標的業務。經中國法律顧問告知並載於下文，標的業務的在線數據處理和交易處理服務的信息服務平台以及信息服務業務(「**限制業務**」)屬於「增值電信(「**增值電信**」)服務」的範圍和智融金服已根據中國適用的法律法規獲得增值電信許可證以經營上述服務。

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40 SUBSIDIARIES (Continued)

Notes: (Continued)

(viii) (Continued)

Pursuant to Contractual Arrangements, Zhirong shall engage UMV Zhuhai on an exclusive basis to provide technological consultation and services. Unless prior written consent has been obtained from UMV Zhuhai or its designated nominee(s), Zhirong shall not carry on any transaction or conduct any act that may materially adversely affect the assets, business, personnel, obligations, rights or operation of Zhirong. UMV Zhuhai shall provide a non-interest bearing loan in the sum of RMB10,000,000 to the PRC Equity Owner of Zhirong, and the PRC Equity Owner shall accept such loan in accordance with the loan agreement.

In November 2021, UMV Zhuhai provided a non-interest bearing loan of RMB10,000,000 to the PRC Equity Owner of Zhirong, and such loan was totally used by the PRC Equity Owner to inject into Zhirong as capital. During the year ended 31 December 2022 and 2021, UMV Zhuhai did not provide any technological consultation and services to Zhirong.

Due to the implementation of the share award schemes of the Group, the Group has also set up a structured entity (the “**Group Employee Share Trust**”) in 2015, and its particulars are as follows:

Structured entity 結構性實體

Group Employee Share Trust

集團僱員股份信託

Principal activities 主要業務

Administering and holding the Company's shares before they are vested and transferred to the Participants

管理及持有本公司之股份，直至達到歸屬條件，歸屬股份將轉讓予計劃參與者

As the Group has the power to govern the financial and operating policies of the Group Employee Share Trust and can derive benefits from the contributions of the eligible persons who are awarded with the shares by the schemes, the directors of the Company consider that it is appropriate to consolidate the Group Employee Share Trust.

40 附屬公司(續)

附註：(續)

(viii) (續)

根據合約安排，智融金服將獨家委聘金科智融提供技術諮詢及服務。除非事先獲得金科智融或其指定代理人的書面同意，否則智融金服不得進行任何可能對智融金服的資產、業務、人員、義務、權利或經營產生重大不利影響的交易或行為。金科智融將向智融金服的中國股權擁有人提供金額為人民幣10,000,000元的無息貸款，而中國股權擁有人將根據貸款協議接受該筆貸款。

2021年11月，金科智融向智融金服中國股權擁有人提供人民幣10,000,000元無息貸款，該筆貸款全部由中國股權擁有人作為資本注入智融金服。截至2022年和2021年12月31日止年度，金科智融未向智融金服提供任何技術諮詢和服務。

由於實施本集團股份獎勵計劃，本集團亦於2015年成立了一間結構性實體（「**集團僱員股份信託**」），其詳情如下：

由於本集團有權監管集團僱員股份信託的財務及營運政策，並可自合資格人士（透過其持續於本集團任職而獲計劃授出股份）服務中受益，故本公司董事認為合併集團僱員股份信託的賬目乃屬恰當。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 綜合財務報表附註(續)

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41 COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation as the directors of the Company consider that the new presentation is more relevant and appropriate to the consolidated financial statements.

42 TRANSACTIONS WITH NON-CONTROLLING INTERESTS

On 21 June 2022, the Group acquired an additional 10% of the issued shares of SecureTech Holdings Limited, one of subsidiaries, for RMB855,000. Immediately prior to the purchase, the carrying amount of the existing 40% non-controlling interest in SecureTech Holdings Limited was RMB4,432,000. The Group recognised a decrease in non-controlling interests of RMB1,108,000 and an increase in equity attributable to owners of the parent of RMB253,000. The effect on the equity attributable to the owners of SecureTech Holdings Limited during the year is summarised as follows:

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Carrying amount of non-controlling interests acquired	取得非控股權益的賬面金額	1,108	-
Consideration paid to non-controlling interests	支付的對價	(855)	-
Difference of consideration paid recognised in the transactions with non-controlling interests reserve within equity	與非控股權益股東交易對權益的影響	253	-

There were no transactions with non-controlling interests in 2021.

41 比較數據

某些比較數據已被重新分類，以符合本年度之列報，因為本公司董事們認為新的列報方式與綜合財務報表更相關更合適。

42 與非控股權益股東的交易

2022年6月21日，本集團以人民幣855,000元收購了其附屬公司SecureTech Holdings Limited 10%的已發行股份。收購前，SecureTech Holdings Limited 40%非控股權益的賬面價值為人民幣4,432,000元。集團確認非控股權益減少人民幣1,108,000元，歸屬於母公司所有者的權益增加人民幣253,000元。本年度對SecureTech Holdings Limited所有者權益的影響總結如下：

2021年度未發生與非控股權益股東的交易。

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43 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

		2022 RMB'000 人民幣千元	2021 RMB'000 人民幣千元
Non-current assets	非流動資產		
Property, plant and equipment	物業、廠房及設備	76	127
Investments in subsidiaries	於附屬公司之投資	348,786	435,696
		348,862	435,823
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	910,537	610,154
Fixed bank deposits	銀行定期存款	368,143	514,361
Cash and cash equivalents	現金及現金等價物	78,413	145,944
		1,357,093	1,270,459
Current liabilities	流動負債		
Other payables	其他應付款	4,206	3,291
Amounts due to subsidiaries	應付附屬公司款項	411,106	386,947
		415,312	390,238
Net current assets	流動資產淨值	941,781	880,221
Net assets	資產淨值	1,290,643	1,316,044
Capital and reserves	資本及儲備		
Share capital	股本	1,192,362	1,192,362
Reserves	儲備	98,281	123,682
Total equity	權益總額	1,290,643	1,316,044

The balance sheet of the Company was approved and authorised for issue by the board of directors on 21 March 2023 and are signed on its behalf by:

LU RUN TING

盧潤霆

Chairman and Executive Director
董事會主席兼執行董事

HOU PING

侯平

Executive Director and Chief Executive Officer
執行董事兼首席執行官

董事會已於2023年3月21日審核並通過本公司資產負債表的發布，並由以下董事會代表簽署：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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For the year ended 31 December 2022 於截至2022年12月31日止之年度

43 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

Reserve movement of the Company

		Shares held under share award scheme 股份獎勵計劃 所持有股份 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Retained earnings 未分配溢利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
At 1 January 2021	於2021年1月1日	(13,516)	37,681	234,238	258,403
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	(10,122)	(10,122)
Purchase of shares	股份回購	-	-	(12,661)	(12,661)
Dividends recognised as distribution (Note 14)	分派股息(附註14)	-	-	(111,938)	(111,938)
At 31 December 2021	於2021年12月31日	(13,516)	37,681	99,517	123,682

		Shares held under share award scheme 股份獎勵計劃 所持有股份 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Retained earnings 未分配溢利 RMB'000 人民幣千元	Total 合計 RMB'000 人民幣千元
Profit and total comprehensive income for the year	年度溢利及全面收入總額	-	-	78,474	78,474
Purchase of shares (Note 33)	股份回購(附註33)	-	-	(6,867)	(6,867)
Dividends recognised as distribution (Note 14)	分派股息(附註14)	-	-	(97,008)	(97,008)
At 31 December 2022	於2022年12月31日	(13,516)	37,681	74,116	98,281

43 本公司資產負債表及儲備變動表(續)

本公司之儲備變動表

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		Year ended 31 December 於截至12月31日止之年度					2022
		2018	2019	2020	2021		RMB'000
		RMB'000	RMB'000	RMB'000	RMB'000		人民幣千元
		人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元
Results	業績						
Revenue	收入	1,411,127	1,415,665	1,281,903	1,376,524		1,530,251
Profits before taxation	除稅前利潤	207,802	206,882	169,242	154,939		164,070
Income tax expense	所得稅費用	(33,154)	(30,459)	(23,982)	(16,988)		(3,091)
Profit for the year	年度利潤	174,648	176,423	145,260	137,951		160,979
Attributable to	應佔						
– Owners of the Company	– 本公司擁有人	175,187	177,125	145,665	138,184		147,427
– Non-controlling interests	– 非控股權益	(539)	(702)	(405)	(233)		13,552
		174,648	176,423	145,260	137,951		160,979
		At 31 December 於12月31日					2022
		2018	2019	2020	2021		RMB'000
		RMB'000	RMB'000	RMB'000	RMB'000		人民幣千元
		人民幣千元	人民幣千元	人民幣千元	人民幣千元		人民幣千元
Assets and liabilities	資產和負債						
Total assets	總資產	2,628,452	2,635,228	2,577,263	2,609,965		2,813,857
Total liabilities	總負債	(648,369)	(630,824)	(579,727)	(601,360)		(743,294)
Net assets	淨資產	1,980,083	2,004,404	1,997,536	2,008,605		2,070,563
Attributable to	應佔						
– Owners of the Company	– 本公司擁有人	1,977,549	2,002,572	1,996,109	2,007,411		2,056,925
– Non-controlling interests	– 非控股權益	2,534	1,832	1,427	1,194		13,638
		1,980,083	2,004,404	1,997,536	2,008,605		2,070,563

金邦達 Goldpac

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