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IN TECHNICAL PRODUCTIONS HOLDINGS LIMITED

(於開曼群島註冊成立的有限公司)

(股份代號：8446)

截至二零二二年十二月三十一日止 七個月的年度業績公告

In Technical Productions Holdings Limited (「本公司」) 董事 (「董事」) 會 (「董事會」) 欣然宣佈本公司及其附屬公司截至二零二二年十二月三十一日止七個月之經審核業績。本公告載列本公司二零二二年六月一日至二零二二年十二月三十一日期間的二零二二年度報告 (「二零二二年度報告」) 全文，並符合香港聯合交易所有限公司 (「聯交所」) GEM 證券上市規則 (「GEM 上市規則」) 有關年度業績初步公告附載的資料規定。本公司二零二二年度報告的印刷版本將會寄發予本公司的股東，並可於二零二三年三月三十一日或之前於聯交所網站 www.hkexnews.hk 及本公司網站 www.intechproductions.com 閱覽。

承董事會命

In Technical Productions Holdings Limited

主席兼執行董事

馬烈

香港，二零二三年三月二十二日

於本公佈日期，董事會由四名執行董事馬烈先生、楊浩廷先生、譚震宇先生及張艷玲女士，以及五名獨立非執行董事崔海濱先生、陳越先生、姜玉娥女士、紀貴寶先生及李曉華先生組成。

本公告資料乃遵照《香港聯合交易所有限公司的GEM證券上市規則》而刊載，旨在提供有關本公司的資料；本公司的董事願就本公告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本公告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本公告或其所載任何陳述產生誤導。

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香港聯合交易所有限公司 (「聯交所」) GEM之特色

GEM乃為較於聯交所上市的其他公司帶有更高投資風險的中小型公司提供上市的市場。潛在投資者應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於在GEM上市之公司一般為中小型公司，在GEM買賣的證券可能會較於主板買賣的證券承受較大的市場波動風險，同時亦無法保證在GEM買賣的證券會有高流通量之市場。

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本報告載有遵照聯交所GEM證券上市規則 (「GEM上市規則」) 而提供有關In Technical Productions Holdings Limited (「本公司」) 及其附屬公司(統稱「本集團」)的資料；本公司董事(「董事」)就本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，並無誤導或欺詐成分，且並無遺漏任何其他事宜，致使當中任何陳述或本報告產生誤導。

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公司資料

Board of Directors

Executive Directors

Mr. Ma Lie (*Chairman of the board*)
Mr. Yeung Ho Ting Dennis (*Chief executive officer*)
Mr. Tam Chun Yu
Ms. Zhang Yan Ling

Independent non-executive Directors

Mr. Chen Yue
Mr. Cui Hai Bin
Mr. Ji Gui Bao
Ms. Jiang Yu E
Mr. Li Xiao Hua

Audit Committee

Mr. Ji Gui Bao (*Chairman*)
Mr. Cui Hai Bin
Mr. Chen Yue
Ms. Jiang Yu E
Mr. Li Xiao Hua

Remuneration Committee

Mr. Cui Hai Bin (*Chairman*)
Mr. Ji Gui Bao
Mr. Chen Yue
Ms. Jiang Yu E
Mr. Li Xiao Hua

Nomination Committee

Mr. Ma Lie (*Chairman*)
Mr. Ji Gui Bao
Mr. Cui Hai Bin
Mr. Chen Yue
Ms. Jiang Yu E
Mr. Li Xiao Hua
Ms. Zhang Yan Ling

Authorised Representatives (For the purposes of the GEM Listing Rules)

Mr. Yeung Ho Ting Dennis
Ms. Leung Yin Fai (*HKICPA, ACCA, CPA Australia*)

Compliance Officer

Mr. Yeung Ho Ting Dennis

Company Secretary

Ms. Leung Yin Fai (*HKICPA, ACCA, CPA Australia*)

董事會

執行董事

馬烈先生(*董事會主席*)
楊浩廷先生(*行政總裁*)
譚震宇先生
張艷玲女士

獨立非執行董事

陳越先生
崔海濱先生
紀貴寶先生
姜玉娥女士
李曉華先生

審核委員會

紀貴寶先生(*主席*)
崔海濱先生
陳越先生
姜玉娥女士
李曉華先生

薪酬委員會

崔海濱先生(*主席*)
紀貴寶先生
陳越先生
姜玉娥女士
李曉華先生

提名委員會

馬烈先生(*主席*)
紀貴寶先生
崔海濱先生
陳越先生
姜玉娥女士
李曉華先生
張艷玲女士

授權代表(就GEM上市規則而言)

楊浩廷先生
梁燕輝女士(*HKICPA、ACCA、CPA(澳洲)*)

合規主任

楊浩廷先生

公司秘書

梁燕輝女士(*HKICPA、ACCA、CPA(澳洲)*)

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Hong Kong Branch Share Registrar

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Cayman Islands Principal Share Registrar and Transfer Agent

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Auditor

Zhonghui Anda CPA Limited
Certified Public Accountants
and Registered Public Interest Entity Auditor
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Legal Adviser

Baker & McKenzie
14/F, One Taikoo Place,
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Principal Banker

The Hongkong and Shanghai Banking Corporation Limited
1 Queen's Road Central, Hong Kong

Company Website

www.intechproductions.com

Stock Code

8446

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Ocorian Trust (Cayman) Limited
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核數師

中滙安達會計師事務所有限公司
執業會計師
及註冊公眾利益實體核數師
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股份代號

8446

Chairman's Statement

主席報告書

To all shareholders,

On behalf of the Board of Directors (the "Board") of the Company, I am pleased to present the audited consolidated annual financial statements of In Technical Productions Holdings Limited (the "Company") and its subsidiaries (together referred as the "Group") for the period from 1 June 2022 to 31 December 2022.

As the COVID-19 outbreak subsided, governments around the world relaxed the implementation of social distancing policies, quarantine orders and travel restrictions, which had a positive impact on the recovery of businesses worldwide. The outbreak of the pandemic in the region where our major operations are located has been largely contained by the effective prevention and control measures taken by the governments of the region, which has had a positive impact on our business. In light of the above, there was an increase in performances and events compared to last year. For the seven-month period ended 31 December 2022, the Group recognized revenue of approximately HK\$20.4 million from providing visual display solutions to its customers in relation to pop concert shows and various other live events, representing an increase of HK\$1.0 million or 5% over that for the year ended 31 May 2022.

Although traditional performances and events have been adversely affected by the COVID-19 outbreak which has impacted our business in recent years, the Group has started to seek and successfully explored new business opportunities that can leverage on our existing video display equipment. The business opportunities arise from the market demand for new technologies, with metaverse technologies defined as the next generation of Internet technologies, covering both the Internet and the real world. These technologies can be widely used for visual displays with visual effects to realize extended reality (xR) performances/events and virtual human performances. On 18 August 2022, the Group completed the acquisition of 22.9% of the then enlarged issued share capital of Shenzhen Xinhang Information Technology Company Limited ("Shenzhen Xinhang"), which is principally engaged in (i) the provision of one-stop technical consulting services and solutions for e-commerce business platforms; and (ii) the metaverse technology business. As the Group has control over the board of directors of Shenzhen Xinhang, the financial results of Shenzhen Xinhang have been consolidated to the Group's consolidated results for the seven-month period ended 31 December 2022 since 18 August 2022. Shenzhen Xinhang under the Group will extend its business into the field of metaverse technology and explore the application of this technology to its existing video display business.

各位股東：

本人謹代表本公司董事會(「董事會」)欣然提呈In Technical Productions Holdings Limited(「本公司」)及其附屬公司(統稱「本集團」)於二零二二年六月一日至二零二二年十二月三十一日期間的經審核綜合年度財務報表。

隨著COVID-19疫情緩和，全球各地政府放寬社交距離政策、隔離令及旅遊限制，為全球商業復蘇帶來積極影響。隨著公司主要經營地政府採取有效防控手段，疫情基本得到控制，對我們的業務產生正面影響。鑑於上述原因，演出及活動較去年增加。截至二零二二年十二月三十一日止七個月期間，本集團就向客戶提供與流行音樂演唱會及多種其他現場活動相關的視像顯示解決方案確認收益約20.4百萬港元，較截至二零二二年五月三十一日止年度增加1.0百萬港元或5%。

儘管傳統演出及活動受COVID-19疫情的影響，近年來對我們的業務造成不利影響，惟本集團已著手並成功探索可利用旗下現有視像顯示設備的新業務機會。業務機會源自新技術帶來的市場需求，其中元宇宙技術被定義為下一代互聯網技術，涵蓋互聯網與現實世界。該等技術能廣泛使用具有視覺效果的視像顯示，實現延展實境(xR)演出/活動及虛擬人演出。於二零二二年八月十八日，本集團完成收購深圳市鑫杭信息科技有限公司(「深圳鑫杭」)當時經擴大已發行股本22.9%，該公司主要從事(i)為電子商務業務平台提供一站式技術諮詢服務及解決方案；及(ii)元宇宙技術業務。由於本集團對深圳鑫杭的董事會擁有控制權，深圳鑫杭的財務業績自二零二二年八月十八日起與本集團截至二零二二年十二月三十一日止七個月期間的綜合業績綜合入賬。本集團旗下深圳鑫杭致力將業務延展至元宇宙技術領域，並探索將此項技術應用於現有視像顯示業務。

Chairman's Statement (Continued) 主席報告書(續)

During the seven-month period ended 31 December 2022, the revenue of provision of information technology consulting services amounted to approximately HK\$19.5 million (representing 48.4% of the total revenue) which was mainly contributed by information technology projects of customers in the People's Republic of China, for the purpose of this report, excluding Hong Kong, Macau Special Administrative Region and Taiwan (the "PRC").

The Group's gross profit for the seven-month period ended 31 December 2022 was approximately HK\$11.0 million, compared to a gross loss of approximately HK\$11.5 million for the year ended 31 May 2022. The net profit of the Group was approximately HK\$7.5 million, compared to the net loss of approximately HK\$24.4 million for the year ended 31 May 2022.

In view of the relaxation of global epidemic control policies and the exploration of new business opportunities, the Board is confident that the business can grow steadily. The Group will continue to strengthen the management's governance and explore more business opportunities to diversify the business for the benefit of our shareholders.

The Board would like to extend its sincere thanks to the shareholders of the Company and the Group, business partners and customers for their utmost support to the Group. The Group would also like to take this opportunity to thank all management members and staff for their hard work and dedication throughout the years.

Ma Lie

Chairman

Hong Kong, 22 March 2023

截至二零二二年十二月三十一日止七個月期間，提供資訊科技諮詢服務的收益約為19.5百萬港元(佔總收益的48.4%)，主要來自中華人民共和國(「中國」，就本報告而言，不包括香港、澳門特別行政區及台灣)客戶的資訊科技項目。

本集團截至二零二二年十二月三十一日止七個月期間的毛利約為11.0百萬港元，而截至二零二二年五月三十一日止年度的毛損約為11.5百萬港元。本集團錄得純利約7.5百萬港元，相對截至二零二二年五月三十一日止年度則產生淨虧損約24.4百萬港元。

隨著全球放寬疫情管控政策，加上積極探索新業務機會，董事會深信業務可穩步增長。本集團將繼續加強管理層的管治，開拓更多業務機會以使業務多元化，最終令股東受惠。

董事會謹此衷心感謝本公司及本集團股東、業務夥伴及客戶對本集團的鼎力支持。本集團亦藉此機會感謝所有管理人員及員工多年來的辛勤工作及奉獻。

主席

馬烈

香港，二零二三年三月二十二日

Management Discussion and Analysis

管理層討論及分析

Business Review

The Group is principally engaged in (1) the provision of visual display solution services and (2) the provision of information technology consulting services.

Visual display solutions

During the seven-month period ended 31 December 2022, the Group was engaged in 154 pop concert shows for Hong Kong and non-Hong Kong artists/bands (year ended 31 May 2022: 107).

The Group derived approximately 34.3% of its total revenue during the seven-month period ended 31 December 2022 from pop concerts (year ended 31 May 2022: 33.7%), the majority of which took place in Hong Kong and the PRC. The remainder of the Group's revenue of visual display solutions business was attributable to other live events, including corporate events, exhibitions, sports and recreational events and other live performances, as well as equipment rental.

Information technology consultation

On 18 August 2022, the Group has completed the acquisition of 22.9% of the then enlarged issued share capital of Shenzhen Xinhang, which is mainly engaged in the provision of information technology consulting services in the PRC and has been a subsidiary of the Company.

During the seven-month period ended 31 December 2022, the revenue of provision of information technology consulting services amounted to approximately HK\$19.5 million (representing 48.4% of the total revenue) which was mainly contributed by an information technology project of a customer in the PRC.

業務回顧

本集團主要從事(1)提供視像顯示解決方案服務及(2)提供資訊科技諮詢服務。

視像顯示解決方案

截至二零二二年十二月三十一日止七個月期間，本集團為香港及非香港藝人／樂隊協辦154場流行音樂演唱會(截至二零二二年五月三十一日止年度：107場)。

截至二零二二年十二月三十一日止七個月期間，本集團總收益其中約34.3%來自流行音樂演唱會(截至二零二二年五月三十一日止年度：33.7%)，大部分於香港及中國進行。本集團視像顯示解決方案業務其餘收益來自企業活動、展覽、體育及休閒活動以及其他現場表演等其他現場活動以及設備租賃。

資訊科技諮詢

於二零二二年八月十八日，本集團完成收購深圳鑫杭當時經擴大已發行股本22.9%，該公司主要於中國從事提供資訊科技諮詢服務，並已是本公司附屬公司。

截至二零二二年十二月三十一日止七個月期間，提供資訊科技諮詢服務的收益約為19.5百萬港元(佔總收益的48.4%)，主要來自一名中國客戶的資訊科技項目。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Principal Risks and Uncertainties

During the seven-month period ended 31 December 2022, the Group faced the following risks and uncertainties that might have affected the Group's financial condition, results of operations, business and prospects:

Financial risk

The Group's operations are exposed to various types of financial risks such as foreign currency risk, credit risk, liquidity risk and interest rate risk. Details of the aforesaid risk factors and the respective risk management measures are shown in note 5 to the consolidated financial statements in this annual report.

Operational risk

The success of the Group's business is largely attributable to the Group's ability to keep pace with the latest development of visual display technology in the market in order to provide feasible and cost-effective visual display solutions to the Group's customers. The Group's executive directors and senior management are responsible for assessing the change in market trends and making decisions to invest in suitable visual display equipment to cope with the latest customer demands and specifications in a timely and cost-effective manner.

The business opportunities arise from the market demand for new technologies, with metaverse technologies defined as the next generation of Internet technologies, covering both the Internet and the real world. These technologies can be widely used for visual displays with visual effects to realize extended reality (xR) performances/events and virtual human performances. Following the investment in Shenzhen Xinhang, the Group will extend its business into the field of metaverse technology and explore the application of this technology to its existing video display business.

主要風險及不明朗因素

截至二零二二年十二月三十一日止七個月期間，本集團面臨以下風險及不明朗因素，可能對本集團的財務狀況、經營業績、業務及前景造成影響：

財務風險

本集團運營面對多種財務風險，例如外匯風險、信貸風險、流動資金風險及利率風險。有關上述風險因素及相關風險管理措施的詳情載於本年報綜合財務報表附註5。

經營風險

本集團業務取得成功很大程度上由於本集團能夠與視像顯示科技市場的最新發展步伐保持一致，向本集團客戶提供可行及高性價比的視像顯示解決方案。本集團執行董事及高級管理層負責評估市場趨勢變動以及作出投資於適合視像顯示設備的決定，力求以高性價比的方式及時滿足客戶的最新需求以及規格。

業務機會源自新技術帶來的市場需求，其中元宇宙技術被定義為下一代互聯網技術，涵蓋互聯網與現實世界。該等技術能廣泛使用具有視覺效果的視像顯示，實現延展實境(xR)演出/活動及虛擬人演出。投資深圳鑫杭後，本集團會將其業務延展至元宇宙技術領域，並探索將此項技術應用於現有視像顯示業務。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cyber risk and security

The Group's computer equipment and website are exposed to attack, damage or unauthorized access in this cyber era. Failure to protect the Group's computer equipment and website from any unauthorized access can result in reputational damage, financial loss and disruptions in operations.

The Group has installed appropriate anti-virus software and internet fire walls to protect the Group's computer equipment and website from any cyber-attacks. Trainings have been provided to the Group's staff to follow a security code setting procedures to minimize the likelihood of any unauthorized access to the Group's computer equipment.

Data fraud or theft

The Group's critical information is kept and managed by the Group's executive directors and key management. Failure to protect the Group's critical information from any data fraud or theft can result in financial loss and disruptions in operations.

Trainings have been provided to the Group's executive directors and key management for keeping and managing the Group's critical information to minimize the likelihood of any data fraud or theft.

Environment and social risks

For details of how the Group addresses to its environment and social risks, where applicable, please refer to the Environmental, Social and Governance Report on pages 39 to 57 of this annual report.

Market risk

The Group's business performance and financial conditions may be affected by the state of economy in the PRC, Hong Kong and Macau. The economy of the PRC is susceptible to material fluctuations, volatility, disruptions or downturn of broader global economic and financial environment. The Group's executive directors are responsible for determining an overall market risk control framework, monitoring and assessing market conditions and devising refined policies in light of any adverse factors affecting the Group's performance and market position.

網絡風險及安全

在網絡時代，本集團電腦設備及網站面臨攻擊、損害或非法登入等風險。倘未能防止本集團電腦設備及網站遭非法登入，可能導致聲譽受損、財務損失及運營中斷。

本集團已安裝適當防毒軟件及互聯網防火牆，以防止本集團電腦設備及網站遭受任何網絡攻擊。本集團向員工提供培訓，透過遵從安全碼設定程式，盡量降低任何非法登入本集團電腦設備的可能性。

數據造假或盜竊

本集團重要資料由本集團執行董事及主要管理層存放及管理。倘未能防止本集團的重要資料出現數據造假或盜竊情況，可能導致財務損失及運營中斷。

本集團就存放及管理本集團重要資料向本集團執行董事及主要管理層提供培訓，力求盡量降低任何數據造假或盜竊的可能性。

環境及社會風險

有關本集團如何應對其環境及社會風險(倘適用)的詳情，請參閱本年報第39至57頁的環境、社會及管治報告。

市場風險

本集團的業務表現及財務狀況或會受到中國、香港及澳門經濟狀況影響。中國經濟易受更廣泛全球經濟及金融環境的重大動盪、波動、中斷或低迷所影響。本集團執行董事負責根據任何影響本集團表現及市場地位的不利因素，決定整體市場風險控制框架，監察及評估市場狀況，並制定更完善的政策。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Financial Review

Revenue

The Group generates revenue from providing (i) visual display solutions to its customers in relation to pop concert shows and various other live events; (ii) information technology consulting services; and (iii) equipment rental.

The following table sets out a breakdown of the Group's revenue by source of income during the seven-month period ended 31 December 2022 with the comparative figures for the year ended 31 May 2022:

		Seven-month period ended 31 December 2022 截至二零二二年 十二月三十一日 止七個月期間		Year ended 31 May 2022 截至二零二二年 五月三十一日止年度	
		HK\$'000	% of total revenue 佔總收益 百分比	HK\$'000	% of total revenue 佔總收益 百分比
		千港元		千港元	
Visual display solutions	視像顯示解決方案	20,354	50.6	19,424	95.5
Information technology consultation	資訊科技諮詢	19,466	48.4	—	—
Equipment rental	設備租賃	419	1.0	923	4.5
Total	總計	40,238	100.0	20,347	100.0

During the seven-month period ended 31 December 2022, the Group principally derived its revenue from the provision of visual display solutions and the provision of information technology consulting services, which accounted for 50.6% of the Group's total revenue (year ended 31 May 2022: approximately 95.5%) and 48.4% of the Group's total revenue respectively (year ended 31 May 2022: Nil). The Group's revenue increased by approximately 97.8% from approximately HK\$20.4 million for the year ended 31 May 2022 to approximately HK\$40.2 million for the seven-month period ended 31 December 2022.

財務回顧

收益

本集團從(i)向客戶提供與流行音樂演唱會及多種其他現場活動相關的視像顯示解決方案；(ii)資訊科技諮詢服務；及(iii)設備租賃產生收益。

下表載列本集團截至二零二二年十二月三十一日止七個月期間按收入來源劃分的收益明細及截至二零二二年五月三十一日止年度的比較數字：

截至二零二二年十二月三十一日止七個月期間，本集團收益主要來自提供視像顯示解決方案及資訊科技諮詢服務，分別佔本集團總收益的50.6%（截至二零二二年五月三十一日止年度：約95.5%）及48.4%（截至二零二二年五月三十一日止年度：無）。本集團收益由截至二零二二年五月三十一日止年度約20.4百萬港元增加約97.8%至截至二零二二年十二月三十一日止七個月期間約40.2百萬港元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Visual display solutions

The following table sets out a breakdown of the Group's revenue from visual display solutions during the seven-month period ended 31 December 2022 with the comparative figures for the year ended 31 May 2022. For the purpose of revenue breakdown presentation, other live events include corporate events, sports and recreation events, exhibitions and other live performances.

視像顯示解決方案

下表載列本集團截至二零二二年十二月三十一日止七個月期間來自視像顯示解決方案的收益明細及截至二零二二年五月三十一日止年度的比較數字。就呈列收益明細而言，其他現場活動包括企業活動、體育及休閒活動、展覽以及其他現場表演。

		Seven-month period ended 31 December 2022 截至二零二二年十二月三十一日止七個月期間				Year ended 31 May 2022 截至二零二二年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per shows (HK\$'000)	No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per shows (HK\$'000)
		演出數目	收益(千港元)	佔視像顯示解決方案總收益百分比	每場演出平均收益(千港元)	演出數目	收益(千港元)	佔視像顯示解決方案總收益百分比	每場演出平均收益(千港元)
Pop concerts	流行音樂演唱會	154	13,808	67.8	90	107	6,857	35.3	64
Other live events	其他現場活動	876	6,545	32.2	7	1,253	12,567	64.7	10
Total revenue from visual display solutions	視像顯示解決方案總收益	1,030	20,353	100.0	20	1,360	19,424	100.0	14

The increase in revenue from pop concerts was mainly attributable to effect of (i) the increase in the number of pop concert shows undertaken by the Group from 107 for the year ended 31 May 2022 to 154 for the seven-month period ended 31 December 2022; and (ii) the increase in the average revenue per show for pop concerts from approximately HK\$64,000 for the year ended 31 May 2022 to approximately HK\$90,000 for the seven-month period ended 31 December 2022.

來自流行音樂演唱會的收益增加，主要由於(i)本集團承接的流行音樂演唱會場數由截至二零二二年五月三十一日止年度的107場增加至截至二零二二年十二月三十一日止七個月期間的154場；及(ii)流行音樂演唱會每場演出的平均收益由截至二零二二年五月三十一日止年度約64,000港元增加至截至二零二二年十二月三十一日止七個月期間約90,000港元的影響所致。

The decrease in revenue from other live events was mainly attributable to effect of (i) the decrease in the number of other live events undertaken by the Group from 1,253 for the year ended 31 May 2022 to 876 for the seven-month period ended 31 December 2022, and (ii) the decrease in the average revenue per show for other live events from approximately HK\$10,000 for the year ended 31 May 2022 to HK\$7,000 for the seven-month period ended 31 December 2022.

來自其他現場活動的收益減少，主要由於(i)本集團承接的其他現場活動數量由截至二零二二年五月三十一日止年度的1,253場減少至截至二零二二年十二月三十一日止七個月期間的876場；及(ii)其他現場活動每場演出的平均收益由截至二零二二年五月三十一日止年度約10,000港元減少至截至二零二二年十二月三十一日止七個月期間的7,000港元的影響所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Revenue analysis by geographical location

The following table sets out a breakdown of the revenue of the Group from pop concerts by geographical location during the seven-month period ended 31 December 2022 with comparative figures for the year ended 31 May 2022:

按地理位置劃分的收益分析

下表載列本集團截至二零二二年十二月三十一日止七個月期間按地理位置劃分流行音樂演唱會的收益明細及截至二零二二年五月三十一日止年度的比較數字：

		Seven-month period ended 31 December 2022 截至二零二二年十二月三十一日止七個月期間				Year ended 31 May 2022 截至二零二二年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from visual solutions	Average revenue per shows (HK\$'000)	No. of shows	Revenue (HK\$'000)	% of total revenue from visual solutions	Average revenue per shows (HK\$'000)
		演出數目	收益(千港元)	佔視像顯示解決方案總收益百分比	每場演出平均收益(千港元)	演出數目	收益(千港元)	佔視像顯示解決方案總收益百分比	每場演出平均收益(千港元)
Pop concerts	流行音樂演唱會								
Hong Kong	香港	129	10,659	77.2	83	106	6,807	99.0	64
PRC	中國	15	51	0.4	3	—	—	—	—
Macau	澳門	1	41	0.3	41	1	50	1.0	50
Others	其他	9	3,057	22.1	340	—	—	—	—
Total revenue from pop concerts	流行音樂演唱會總收益	154	13,808	100.0	90	107	6,857	100.0	64

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The following table sets out a breakdown of the revenue of the Group from other live events by geographical location during the seven-month period ended 31 December 2022 with comparative figures for the year ended 31 May 2022:

下表載列本集團截至二零二二年十二月三十一日止七個月期間按地理位置劃分其他現場活動的收益明細及截至二零二二年五月三十一日止年度的比較數字：

		Seven-month period ended 31 December 2022 截至二零二二年十二月三十一日止七個月期間				Year ended 31 May 2022 截至二零二二年五月三十一日止年度			
		No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per show (HK\$'000)	No. of shows	Revenue (HK\$'000)	% of total revenue from visual display solutions	Average revenue per show (HK\$'000)
		演出數目	收益(千港元)	估視像顯示解決方案總收益百分比	每場演出平均收益(千港元)	演出數目	收益(千港元)	估視像顯示解決方案總收益百分比	每場演出平均收益(千港元)
Other live events	其他現場活動								
Hong Kong	香港	717	5,817	88.8	8	1,167	7,113	56.6	6
PRC	中國	120	510	7.8	4	59	1,738	13.8	29
Macau	澳門	38	154	2.4	4	27	3,716	29.6	138
Others	其他	1	64	1.0	64	—	—	—	—
Total revenue from other live events	其他現場活動總收益	876	6,545	100.0	7	1,253	12,567	100.0	10

Information technology consultation

During the seven-month period ended 31 December 2022, the revenue of provision of information technology consulting services amounted to approximately HK\$19.5 million (representing 48.4% of the total revenue) which was mainly contributed by an information technology project of a customer in the PRC.

資訊科技諮詢

截至二零二二年十二月三十一日止七個月期間，提供資訊科技諮詢服務的收益約為19.5百萬港元(佔總收益的48.4%)，主要來自一名中國客戶的資訊科技項目。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Cost of services

The cost of services of the Group mainly include depreciation of property, plant and equipment, direct labour costs, subcontracting charges, freight and logistics expenses, cost of equipment and spareparts and rental expenses related to lease of equipment. The Group's cost of services decreased by approximately 8.1% from approximately HK\$31.8 million for the year ended 31 May 2022 to approximately HK\$29.2 million for the seven-month period ended 31 December 2022. Such decrease was mainly due to the decrease of depreciation of property, plant and equipment as a shorter accounting period is used for the current period compared with last period.

Gross profit/(loss) and gross profit/(loss) margin

The gross profit of the Group for the seven-month period ended 31 December 2022 amounted to approximately HK\$11.0 million (year ended 31 May 2022: gross loss of approximately HK\$11.5 million), representing a gross profit margin of approximately 27.3% (year ended 31 May 2022: gross loss margin of approximately 56.5%). The change from the gross loss margin to gross profit margin was mainly attributable to the increase in revenue.

Administrative expenses

The administrative expenses of the Group mainly include administrative staff costs, depreciation of right-of-use assets, rental expenses of short-term leases in respect of rental premises and others. The Group's administrative expenses increased by approximately 4.2% from approximately HK\$14.4 million for the year ended 31 May 2022 to approximately HK\$15.0 million for the seven-month period ended 31 December 2022. Such increase was mainly due to administrative expenses incurred for information technology consulting business since 18 August 2022.

Finance costs, net

The finance cost, net of the Group mainly consists of interests on bank borrowings which were all repayable within five years, interest expenses on obligations under finance lease and interest on lease liabilities. The Group's finance costs decrease by approximately 42.7% from HK\$0.6 million for the year ended 31 May 2022 to approximately HK\$0.4 million for the seven-month period ended 31 December 2022 which was mainly due to shorter accounting period of current period compared with last period.

Income tax expense

The Group is subject to income tax on an enterprise basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

服務成本

本集團的服務成本主要包括物業、廠房及設備折舊、直接勞工成本、分包費、運費及物流費、設備及配件成本以及與租賃設備有關的租金開支。本集團的服務成本由截至二零二二年五月三十一日止年度約31.8百萬港元減少約8.1%至截至二零二二年十二月三十一日止七個月期間約29.2百萬港元，主要由於本期間採用的會計期間較上一期間縮短導致物業、廠房及設備折舊減少所致。

毛利／(毛損)及毛利／(毛損)率

本集團截至二零二二年十二月三十一日止七個月期間的毛利約為11.0百萬港元(截至二零二二年五月三十一日止年度：毛損約11.5百萬港元)，毛利率約為27.3%(截至二零二二年五月三十一日止年度：毛損率約為56.5%)。由毛損率逆轉為毛利率主要歸功於收益增長。

行政開支

本集團的行政開支主要包括行政僱員成本、使用權資產折舊，與租用物業的短期租賃有關的租金開支以及其他。本集團的行政開支由截至二零二二年五月三十一日止年度約14.4百萬港元增加約4.2%至截至二零二二年十二月三十一日止七個月期間約15.0百萬港元，主要由於資訊科技諮詢業務自二零二二年八月十八日以來產生行政開支所致。

財務成本淨額

本集團的財務成本淨額主要包括須於五年內全部償還的銀行借款利息、融資租賃承擔利息開支及租賃負債利息。本集團的財務成本由截至二零二二年五月三十一日止年度的0.6百萬港元減少約42.7%至截至二零二二年十二月三十一日止七個月期間約0.4百萬港元，主要由於本期間的會計期間較上一期間縮短所致。

所得稅開支

本集團須就產生或源自本集團成員公司所處及經營所在司法權區的溢利繳納企業所得稅。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During the seven-month period ended 31 December 2022 and the year ended 31 May 2022, all PRC subsidiaries of the Company were subject to the PRC Enterprise Income Tax at the rate of 25.0%.

Pursuant to the current two-tier profit tax rates, the Group's first HK\$2 million of assessable profits under Hong Kong profits tax for the seven-month period ended 31 December 2022 is subject to a tax rate of 8.25%, while the remaining assessable profits are subject to a tax rate of 16.5%. During the seven-month period ended 31 December 2022, no Hong Kong profits tax has been provided for as the Group did not generate any estimated assessable profit (year ended 31 May 2022: same).

The Macau subsidiary of the Company was subject to Macau complementary tax at the rate of 12.0% on the estimated assessable income exceeding MOP600,000 during the seven-month period ended 31 December 2022 and the year ended 31 May 2022.

Our income tax expenses changed from approximately HK\$0.6 million of income tax credit for the year ended 31 May 2022 to approximately HK\$0.1 million of income tax expense for the seven-month period ended 31 December 2022.

Profit/(Loss) for the period

As a result of the foregoing, the Group's profit was approximately HK\$7.5 million for the seven-month period ended 31 December 2022, as compared with a loss of approximately HK\$24.4 million for the year ended 31 May 2022. The profit was mainly due to the gain on bargain purchases amounted to approximately HK\$11.8 million for the seven-month period ended 31 December 2022.

Excluding the gain on bargain purchases, the Group incurred the loss for the period amounted to approximately HK\$4.3 million. The main reason for the loss is because the revenue for the seven-month period ended 31 December 2022, which increased by HK\$19.9 million as compared to that of the year ended 31 May 2022, was insufficient to cover the relatively high cost of services and administrative expenses (including the high equipment depreciation cost).

截至二零二二年十二月三十一日止七個月期間及截至二零二二年五月三十一日止年度，本公司所有中國附屬公司須按25.0%稅率繳納中國企業所得稅。

根據現行兩級制利得稅稅率，本集團截至二零二二年十二月三十一日止七個月期間的應課稅溢利首2百萬港元須按稅率8.25%計算香港利得稅，而剩餘應課稅溢利須按稅率16.5%計算。截至二零二二年十二月三十一日止七個月期間，由於本集團並無產生任何估計應課稅溢利，故未有計提香港利得稅(截至二零二二年五月三十一日止年度：相同)。

截至二零二二年十二月三十一日止七個月期間及截至二零二二年五月三十一日止年度，本公司的澳門附屬公司須就估計應課稅收入超過600,000澳門幣的部分按稅率12.0%繳納澳門所得補充稅。

我們的所得稅開支由截至二零二二年五月三十一日止年度的所得稅抵免約0.6百萬港元轉變為截至二零二二年十二月三十一日止七個月期間的所得稅開支約0.1百萬港元。

期內溢利／(虧損)

基於上述原因，本集團於截至二零二二年十二月三十一日止七個月期間錄得溢利約7.5百萬港元，相對截至二零二二年五月三十一日止年度則產生虧損約24.4百萬港元。有關溢利主要來自截至二零二二年十二月三十一日止七個月期間的議價收購收益約11.8百萬港元。

倘撇除議價收購收益，則本集團於期內產生虧損約4.3百萬港元，主要由於截至二零二二年十二月三十一日止七個月期間的收益雖較截至二零二二年五月三十一日止年度增加19.9百萬港元，惟不足以填補相對較高的服務成本及行政開支(包括高額設備折舊成本)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Business Update

The business of the Group improved significantly yet remained affected by the pandemic during the seven-month period ended 31 December 2022. The outbreak of COVID-19 has adversely affected our business and our industry. Shows and events were forced to be postponed, rescheduled or even cancelled due to various epidemic prevention measures, such as social distancing order and quarantine order imposed by the government, global travel restriction, closure of venues, etc, imposed by local governments globally. The Group has tried to lower the Company's administrative expenses by minimizing the cost of operation, such as no-pay leave for operating staffs in Hong Kong, Macau and the PRC and making rent reduction request to all landlords.

In addition to fighting for survival, in order to overcome the impact of COVID-19 and other possible pandemic viruses in the future, the Group has been actively seeking potential business opportunities and seeking to apply the Group's video display solutions to industries other than the live event industry and to expand the Company's opportunities in upstream and downstream related business in order to broaden the Group's revenue stream and enhance shareholder value. During the shutdown of the concert and show industry, the Group's live event business was significantly impacted. In order to mitigate the adverse impact resulted from having single source of revenue, the Group has sought a new business concept of utilizing the existing video display equipment and introducing it to the television/film industry as well as introducing the application of new technologies.

On 18 August 2022, the Group completed the acquisition of 22.9% issued share capital of Shenzhen Xinhang, after which the Group will extend its business into the field of metaverse technology and explore the application of this technology to its existing video display business.

The management believes that our business will return to the right track as COVID-19 gradually subsides, and may even experience explosive growth in the near future when the COVID-19 outbreak is over.

業務更新

截至二零二二年十二月三十一日止七個月期間，本集團的業務雖有明顯改善，但仍然受到疫情影響。COVID-19疫情對我們所經營業務及行業造成不利影響。受世界各地政府採取各種防疫措施(如政府頒佈社交距離令及隔離令、全球旅遊限制、場館關閉等)影響，演出及活動被迫延期、改期甚至取消。本集團設法縮減營運成本，例如香港、澳門及中國營運人員無薪休假以及向所有業主提出減租要求，力求降低行政開支。

除奮發圖存外，為克服COVID-19及未來可能湧現的其他流行病毒的影響，本集團一直積極發掘潛在業務機會，並尋求將本集團的視頻顯示解決方案應用於現場活動行業以外的行業，同時拓展上下游相關業務機會，力求擴大本集團的收入來源及提升股東價值。於演唱會及表演業停擺期間，本集團的現場活動業務受到重大衝擊。為減輕單一收入來源所帶來的不利影響，本集團覓得新業務理念，利用現有視像顯示設備並將其引入電視／電影行業，同時引進新技術應用。

於二零二二年八月十八日，本集團完成收購深圳鑫杭22.9%已發行股本；隨後，本集團會將其業務延展至元宇宙技術領域，並探索將此項技術應用於現有視像顯示業務。

管理層相信，隨著COVID-19逐步消退，我們的業務將回歸正軌，且有望於不久將來COVID-19疫情結束後迎來爆炸式增長。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Liquidity and Capital Resources

Financial Resources, Liquidity and Capital Structure

The Group finances its operations primarily through cash generated from operating activities and interest-bearing bank borrowing, overdrafts and finance leases. The Group recorded net current assets of approximately HK\$120.6 million as at 31 December 2022 (31 May 2022: net current liabilities of approximately HK\$26.4 million).

As at 31 December 2022, the Group's current ratio was approximately 2.14 (31 May 2022: approximately 0.32) and the Group's gearing ratio calculated based on the total debt (including shareholder's loans) at the end of the period divided by total equity at the end of the period was approximately 23.5% (31 May 2022: approximately 47.1%). The decrease of the Group's gearing ratio in the seven-month period ended 31 December 2022 was mainly due to the increase in total equity.

As at 31 December 2022, the maximum limit of the banking facilities available to the Group amounted to HK\$13 million (31 May 2022: 13 million). The bank borrowings were denominated in Hong Kong dollars, repayable within one year or on demand and interest-bearing at floating rates from 3.4% to 6.6% per annum (31 May 2022: 2.8% to 4.2% per annum).

As at 31 December 2022, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$50.6 million, comprising issued share capital and reserves.

The shares of the Company were listed on GEM of the Stock Exchange on 14 June 2017. There has been no change in the capital structure of the Group since then.

流動資金及資本資源

財務資源、流動資金及資本架構

本集團主要通過經營活動產生的現金、計息銀行借款、透支及融資租賃為營運提供資金。本集團於二零二二年十二月三十一日錄得流動資產淨值約120.6百萬港元(二零二二年五月三十一日：流動負債淨額約26.4百萬港元)。

於二零二二年十二月三十一日，本集團的流動比率約為2.14(二零二二年五月三十一日：約0.32)及本集團的資產負債比率(按期末債務總額(包括股東貸款)除以期末權益總額計算)約為23.5%(二零二二年五月三十一日：約47.1%)。本集團截至二零二二年十二月三十一日止七個月期間的資產負債比率下降，主要由於權益總額增加所致。

於二零二二年十二月三十一日，本集團最大限額銀行融資為13百萬港元(二零二二年五月三十一日：13百萬港元)。銀行借款以港元計值，須於一年內或按要求償還，按浮動年利率介乎3.4%至6.6%(二零二二年五月三十一日：年利率介乎2.8%至4.2%)計息。

於二零二二年十二月三十一日，本集團的資本架構包括本公司擁有人應佔權益約50.6百萬港元(包括已發行股本及儲備)。

本公司股份於二零一七年六月十四日在聯交所GEM上市。自此，本集團的資本架構並無變動。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Foreign Currency Exposure Risks

The Group operates mainly in the PRC and Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to certain purchases with United States dollars (“US\$”) and Macau Patacas (“MOP”). Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the group entities’ functional currency. The Group however did not engage in any derivatives agreements and did not commit to any financial instrument to hedge its foreign exchange exposure during the seven-month period ended 31 December 2022.

Treasury Policies

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the seven-month period ended 31 December 2022. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group’s liquidity position to ensure that the liquidity structure of the Group’s assets, liabilities and other commitments can meet its funding requirements from time to time.

Equity investments at fair value through other comprehensive income

The Group accounted for equity investments at fair values through other comprehensive income at their respective fair values. As at 31 December 2022, the fair value of our unlisted investments classified as equity investments at fair values through other comprehensive income amounted to approximately HK\$33.5 million (31 May 2022: Nil). These equity investments at fair value through other comprehensive income included in an unlisted equity security, which is represented by the equity investments in Guangdong Shango Smart Technology Group Co., Ltd. (廣東省閃狗智慧科技集團有限公司).

The Group considers that, none of the other unlisted and listed investments classified as equity investments at fair value through other comprehensive income in an investment portfolio is a significant investment as none of such investments has a carrying amount that accounts for more than 5.0% of our total assets as at 31 December 2022.

外匯風險

本集團主要於中國及香港經營，並面臨各種貨幣風險所引起的外匯風險，主要涉及若干以美元(「美元」)及澳門幣(「澳門幣」)進行的購買事項。當未來商業交易、確認資產及負債以非集團實體功能貨幣計值時，則會出現外匯風險。然而，截至二零二二年十二月三十一日止七個月期間，本集團並無訂立任何衍生工具協議，亦無使用任何金融工具對沖外匯風險。

庫務政策

本集團對其庫務政策採取審慎的財務管理方法，故截至二零二二年十二月三十一日止七個月期間整段期間保持穩健流動資金狀況。本集團力求通過持續信貸評估及評核客戶財務狀況降低信貸風險。為管理流動性風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動性結構可不時滿足其資金需求。

按公平值計入其他全面收益的權益投資

本集團將按公平值計入其他全面收益的權益投資按其各自的公平值入賬。於二零二二年十二月三十一日，分類為按公平值計入其他全面收益的權益投資的非上市投資的公平值約為33.5百萬港元(二零二二年五月三十一日：無)。該等按公平值計入其他全面收益的權益投資計入非上市股本證券，亦即於廣東省閃狗智慧科技集團有限公司的權益投資。

本集團認為，投資組合中分類為按公平值計入其他全面收益的權益投資的其他非上市及上市投資均不屬於重大投資，因為該等投資的賬面值不超過截至二零二二年十二月三十一日的總資產的5.0%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Significant Investments, Material Acquisitions and Disposals Of Subsidiaries

On 18 August 2022, the Group has completed the acquisition of 22.9% of the then enlarged issued share capital of Shenzhen Xinhang, which is mainly engaged in the provision of information technology consulting services in the PRC. As the Group has control over the board of directors of Shenzhen Xinhang, the financial results of Shenzhen Xinhang were consolidated to the Group's consolidated results for the seven-month period ended 31 December 2022 since 18 August 2022.

Save as disclosed above, during the seven-month period ended 31 December 2022, the Group did not have any significant investments, material acquisitions nor disposals of subsidiaries and affiliated companies.

Capital Commitments and Contingent Liabilities

As at 31 December 2022, the Group did not have any material capital commitments or any material contingent liabilities.

Dividend

The Board does not recommend the payment of a dividend for the seven-month period ended 31 December 2022.

Pledge of Assets

As at 31 December 2022, the Group did not have any pledged short-term bank deposits as security for the Group's banking facilities (31 May 2022: Nil).

重大投資、重大收購及出售附屬公司

於二零二二年八月十八日，本集團完成收購深圳鑫杭當時經擴大已發行股本22.9%，該公司主要於中國從事提供資訊科技諮詢服務。由於本集團對深圳鑫杭的董事會擁有控制權，深圳鑫杭的財務業績自二零二二年八月十八日起與本集團截至二零二二年十二月三十一日止七個月期間的綜合業績綜合入賬。

除上文披露者外，截至二零二二年十二月三十一日止七個月期間，本集團並無任何重大投資、重大收購或出售附屬公司及聯屬公司。

資本承擔及或然負債

於二零二二年十二月三十一日，本集團並無任何重大資本承擔或任何重大或然負債。

股息

董事會不建議派付截至二零二二年十二月三十一日止七個月期間的股息。

資產抵押

於二零二二年十二月三十一日，本集團並無抵押任何短期銀行存款，作為本集團銀行融資的擔保(二零二二年五月三十一日：無)。

Corporate Governance Report

企業管治報告

The Board is committed to establishing and ensuring high standards of corporate governance and adopt sound corporate governance practices. The Company's corporate governance practices are based on the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 15 to the GEM Listing Rules. The Directors strongly believe that reasonable and sound corporate governance practices are essential for the growth of the Group and for safeguarding and enhancing shareholders' interests.

The Company has complied with all code provisions under the CG Code throughout the seven-month period ended 31 December 2022. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

Board of Directors

The key responsibilities of the Board include formulation of the Group's overall strategies, the setting of management targets and supervision of management performance. The management is delegated with the authority and responsibility by the Board for the management and administration of the Group. In addition, the Board has also delegated various responsibilities to the Board committees of the Company. Further details of the Board committees are set out below in this report.

The Board is entrusted with the overall responsibility for promoting the success of the Company by the direction and supervision of the Company's business and affairs and the ultimate responsibility for day-to-day management of the Company which is delegated to the management. To this end, monthly financial and operational information are provided to the Board for assessing the performance of the Company and its subsidiaries. For significant matters that are specifically delegated by the Board, the management must report back to and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Company. The management is responsible for the day-to-day management and operation of the Group and to provide the Board with updates in a timely manner, giving an assessment of the Company's performance and position to enable the Board to discharge its duties.

董事會致力建立並維持高標準的企業管治並採取穩健的企業管治常規。本公司的企業管治常規乃基於GEM上市規則附錄15所載企業管治守則及企業管治報告(「企業管治守則」)。董事深信合理及穩健之企業管治常規為促進本集團增長以及保障與提升股東利益的關鍵。

截至二零二二年十二月三十一日止七個月期間，本公司一直遵守企業管治守則的所有守則條文。本公司將繼續檢討及監察企業管治常規，確保遵守企業管治守則。

董事會

董事會的主要職責包括制訂本集團的整體策略、訂立管理目標，以及監察管理層表現。管理層獲董事會轉授有關本集團管理及行政的授權及責任。此外，董事會亦已將各職責轉授予本公司董事委員會。有關董事委員會之進一步詳情載於本報告下文。

董事會整體上負責指揮及監督本公司的業務及事務，藉此推動本公司邁向成功，而本公司日常管理的最終責任則指派予管理層。就此而言，董事會將每月獲提供財務及營運資料以評估本公司及其附屬公司的表現。就董事會特別委派的重大事項而言，管理層必須於作出決策或代表本公司訂立任何承擔前報告董事會，並取得事先批准。管理層負責本集團的日常管理及營運，並及時向董事會提供更新資料，評估本公司之表現及狀況以使董事會履行其職責。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board is responsible for, among others, performing the corporate governance duties as set out in the code provision A.2.1 of the CG Code, which include:

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

Board Composition

The Board comprises nine Directors, four of whom are executive Directors and the other five are independent non-executive Directors. Details of their composition by category are as follows:

Executive Directors

Mr. Ma Lie (*Chairman*)
Mr. Yeung Ho Ting Dennis (*Chief executive officer*)
Mr. Tam Chun Yu
Ms. Zhang Yan Ling

Independent Non-executive Directors

Mr. Ji Gui Bao
Mr. Cui Hai Bin
Mr. Chen Yue
Ms. Jiang Yu E
Mr. Li Xiao Hua

董事會負責(其中包括)履行企業管治守則守則條文第A.2.1條所載的企業管治職責,包括:

- (a) 制定及檢討本集團的企業管治政策及常規,並提出建議;
- (b) 檢討及監察董事及高級管理層的培訓及持續專業發展;
- (c) 檢討及監察本集團在遵守法律及監管規定方面的政策及常規;
- (d) 制定、檢討及監察適用於董事及僱員的操守準則及合規手冊(如有);及
- (e) 檢討本集團遵守企業管治守則的情況及在企業管治報告內的披露。

董事會組成

董事會由九名董事組成,其中包括四名執行董事及其他五名獨立非執行董事。彼等按類別劃分之組成詳情如下:

執行董事

馬烈先生(主席)
楊浩廷先生(行政總裁)
譚震宇先生
張豔玲女士

獨立非執行董事

紀貴寶先生
崔海濱先生
陳越先生
姜玉娥女士
李曉華先生

All Directors have appropriate professional qualification or substantive experience and industry knowledge. The Board as a whole has an appropriate balance of skills and experience. The composition of the Board satisfies the requirements of Rules 5.05 and 5.05A of the GEM Listing Rules. There are five independent non-executive Directors and at least one of them has accounting professional qualification. With more than one-third of the members of the Board are independent non-executive Directors, the Board has a fairly strong independence element in terms of its composition.

The participation of independent non-executive Directors in the Board brings a diverse range of expertise, skills and independent judgment on issues relating to the Group's strategies, performance, conflicts of interests and management process to ensure that the interests of all shareholders of the Company have been duly considered.

The details of Directors are set out in the section headed "Biographies of Directors and Senior Management" on pages 76 to 81 of this annual report. There are no family or other material relationships among members of the Board.

Number of Meetings and Directors' Attendance

The Board has established three committees, namely, the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee"), on 19 May 2017 with delegated powers for overseeing particular aspects of the Company's affairs. Each of the committees of the Company has been established with written terms of reference.

The Board conducts at least four regular meetings a year. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Company's articles of association (the "Articles"). The chairman of the Board also meets with the independent non-executive Directors at least once a year without the presence of the executive Directors. Notices and agendas of regular Board meetings are served to all Directors at least 14 days before convening the Board meeting. For all other Board and committee meetings, reasonable notice is generally given. All other schedules and the relevant information of each Board and committee meeting are generally made available to Directors or committee members at least three days in advance. The Board and each Director also have separate and independent access to the management whenever necessary.

全體董事均擁有適當專業資格或實質經驗及行業知識。董事會作為一個整體已經實現技能與經驗的適當平衡。董事會乃根據GEM上市規則第5.05及5.05A條的規定組成。有五名獨立非執行董事，且其中至少有一名擁有會計專業資格。董事會有超過三分之一的成員為獨立非執行董事，就其組成而言，董事會體現充分的獨立性。

獨立非執行董事加入董事會能為有關本集團策略、表現、利益衝突及管理過程的事宜帶來多元化的專業知識、技能及獨立判斷，確保已妥為考慮本公司全體股東的利益。

董事之詳情載於本年報第76至81頁「董事及高層管理人員之簡歷」一節。董事會成員之間概無存在親屬或其他重大關係。

會議次數及董事出席情況

董事會已於二零一七年五月十九日成立三個委員會，即審核委員會（「審核委員會」）、薪酬委員會（「薪酬委員會」）及提名委員會（「提名委員會」），各自擁有指定權限以監察本公司不同層面的事務。本公司各委員會於成立之時已書面訂明其職權範圍。

董事會每年舉行至少四次定期會議。董事可親身出席或按本公司章程細則（「章程細則」）所提及的電子交流等其他方式出席。董事會主席亦與獨立非執行董事每年舉行至少一次沒有執行董事列席的會議。常規董事會會議的通知及議程會於董事會會議舉行前最少14日給予全體董事。對於所有其他董事會及委員會會議，一般須發出合理通知。各董事會及委員會會議的所有其他計劃及相關資料一般會提前至少三日送交董事或委員會成員。如有需要，董事會及各董事均可獨自與管理人員聯絡。

Corporate Governance Report (Continued)

企業管治報告(續)

During the seven-month period ended 31 December 2022, the Company held eight Board meetings, three Audit Committee meetings, two Remuneration Committee meetings, two Nomination Committee meetings and two independent board committee meetings. All minutes of the Board meetings and meetings of Board committees were recorded in sufficient detail the matters considered by the Board and the decisions reached. Details of the attendance of Directors are as follows:

截至二零二二年十二月三十一日止七個月期間，本公司已舉行八次董事會會議、三次審核委員會會議、兩次薪酬委員會會議、兩次提名委員會會議及兩次獨立董事委員會會議。董事會會議及董事委員會之所有會議記錄，乃對董事會所考慮事項及達致之決定作足夠詳細之記錄。董事出席情況詳情如下：

Name of Directors	董事姓名	Attendance/Number of meetings 出席次數/會議舉次數					Independent board committee Meeting 獨立董事委員會會議
		Board Meeting (Note 1) 董事會會議 (附註1)	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	General meeting 股東大會	
Executive Directors:	執行董事：						
Mr. Ma Lie	馬烈先生	7/8	—	—	—	—	—
Mr. Yeung Ho Ting Dennis	楊浩廷先生	8/8	—	—	2/2	1/1	—
Mr. Tam Chun Yu	譚震宇先生	4/8	—	—	—	1/1	—
Ms. Zhang Yan Ling (appointed on 22 November 2022)	張豔玲女士 (於二零二二年 十一月二十二日 獲委任)	2/2	—	—	—	—	—
Independent Non-executive Directors:	獨立非執行董事：						
Mr. Chen Yue	陳越先生	8/8	3/3	2/2	2/2	1/1	2/2
Mr. Cui Hai Bin	崔海濱先生	8/8	3/3	2/2	2/2	1/1	2/2
Mr. Ji Gui Bao	紀貴寶先生	8/8	3/3	2/2	2/2	1/1	2/2
Ms. Jiang Yu E	姜玉娥女士	8/8	3/3	2/2	2/2	1/1	2/2
Mr. Li Xiao Hua (appointed on 22 November 2022)	李曉華先生 (於二零二二年 十一月二十二日 獲委任)	1/2	—	—	—	—	—

Note 1: Include a Board meeting where the chairman met non-executive and independent non-executive Directors in the absence of the executive Directors and management.

附註1：包括一次主席與非執行董事及獨立非執行董事會面的董事會會議(執行董事及管理層並無出席)。

The company secretary of the Company (the "Company Secretary") attended all the scheduled Board meetings to report matters arising from corporate governance, risk management, statutory compliance, accounting and finance.

本公司公司秘書(「公司秘書」)出席了所有預定董事會會議，以報告有關企業管治、風險管理、法例遵守、會計及財務方面的事宜。

Practice and Conduct of Meetings

Schedules and draft agenda of each meeting are normally made available to Directors in advance. At least 14 days' notice should be given for a regular Board meeting. For other Board and committee meetings, reasonable notices are generally given.

Minutes of all Board meetings recording sufficient details of matters considered and decisions reached are duly kept by the Company Secretary at the meetings and open for inspection by the Directors.

The Articles contain provisions requiring Directors to abstain from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

Board papers together with all appropriate, complete and reliable information are sent to all Directors at least 3 days before each Board meeting or Audit Committee meeting to keep the Directors apprised of the latest developments and financial position of the Company and to enable them to make informed decisions.

Appointment and Re-election of Directors

The Articles provide that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation and that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Each of the independent non-executive Directors has entered into an appointment letter with the Company. The appointment letter of each of the independent non-executive Directors is for a term of three years, which may be terminated by not less than one month's notice in writing served by either party on the other. The aforesaid appointment letters are subject to termination provisions therein and the retirement and re-election provisions in the Articles. Details of the appointment letters are summarised in the Report of the Board of Directors on page 58 of this annual report.

會議常規及進程

時間表及每次會議草擬議程一般會事先向董事提供。常規董事會會議通告最少於會議日期前14天發出。其他董事會及委員會會議，則一般給予合理時間之通知。

公司秘書已妥善保管記錄有會議所考慮事宜及所作出決定之詳情的董事會會議記錄，該等記錄可供董事查閱。

章程細則規定，有關董事於批准彼等或彼等任何聯繫人擁有重大利益的交易時放棄投票並不計入會議法定人數。

董事會文件連同所有合適、完整及可靠資料，最少於各董事會會議或審核委員會會議前3天送交全體董事，以便董事知悉本公司最新發展及財務狀況以作出知情決定。

委任及重選董事

章程細則規定，在每屆股東週年大會上，當時為數三分之一的董事(或如董事人數並非三(3)的倍數，則為最接近但不少於三分之一之數目)須輪值退任，而每名董事須至少每三年在股東週年大會上輪值退任一次。

各獨立非執行董事與本公司已訂立委任函。各獨立非執行董事之委任函之年期為三年，可由一方向另一方發出不少於一個月的書面通知予以終止。惟上述委任函本身亦有關於終止的條款，並須遵守章程細則的退任及重選條文。委任函詳情概述於本年報第58頁董事會報告。

Corporate Governance Report (Continued)

企業管治報告(續)

Directors' Continuous Training and Professional Development

To assist Directors' continuing professional development, the Company recommends Directors participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. Up to the date of this report, all Directors have participated in continuous professional development by attending training courses or reading relevant materials on the topics related to corporate governance and regulations. Records of the training received by the respective Directors are kept and updated by the Company Secretary.

Independent Non-executive Directors

The independent non-executive Directors are experienced professionals with expertise in respective areas of accounting, finance, industry knowledge and expertise. With their professional knowledge and experience, the independent non-executive Directors serve an important function of advising the senior management on strategy development and ensure that the Board maintains high standards in financial and other mandatory reporting as well as providing adequate checks and balances for safeguarding the interests of the shareholders and the Company as a whole; and independent non-executive Directors will participate in the Company's various committees including the Audit Committee, the Remuneration Committee and the Nomination Committee.

The Company has received from each of its independent non-executive Directors the written confirmation of his/her independence. The Company considers the independent non-executive Directors to be independent in accordance with Rule 5.09 of the GEM Listing Rules.

Chairman and Executive Directors

The chairman of the Board provides leadership to the Board and is also responsible for the effective functioning of the Board in accordance with good corporate governance practice and is responsible for the overall corporate management of the business development strategies of the Group. The executive Directors are responsible for the implementation of the business strategies, policies and objectives set out by the Board and is accountable to the Board for the overall operations of the Group. These functions and responsibilities are currently being shared by the management team.

董事之持續培訓及專業發展

為協助董事的持續專業發展，本公司建議全體董事須參與持續專業發展以增進及更新彼等之知識及技能。有關規定旨在確保各董事在知情情況下向董事會作出切合需要的貢獻。截至本報告日期，全體董事已出席培訓課程或閱覽有關企業管治及規例之資料，藉以參與持續專業發展。各董事的培訓記錄由公司秘書保管及更新。

獨立非執行董事

獨立非執行董事均為經驗豐富的專業人士，彼等具備會計、金融各個領域的專業技能以及行業知識與專長。憑藉彼等的專業知識及經驗，獨立非執行董事在就策略發展向高級管理層提供意見方面扮演重要角色，確保董事會維持高標準的財務及其他強制申報以及提供充足檢查進行充分制衡，以保障股東及本公司的整體利益；及獨立非執行董事將參與包括審核委員會、薪酬委員會及提名委員會在內的本公司各個委員會。

各獨立非執行董事已就其對本公司的獨立性發出書面確認函，本公司亦根據GEM上市規則第5.09條規定確認其為獨立人士。

主席及執行董事

董事會主席負責領導董事會，並負責確保董事會根據良好企業管治常規有效運作並負責本集團業務發展策略的整體企業管理。執行董事負責實施董事會所制定的業務策略、政策及目標，並就本集團整體營運向董事會負責。該等職能及職責現由管理團隊分擔。

Board Committee

Audit Committee

The Company established the Audit Committee on 19 May 2017 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The full terms of reference setting out details of the authority, duties and responsibilities of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee comprises five independent non-executive Directors, namely, Mr. Ji Gui Bao, Mr. Cui Hai Bin, Mr. Chen Yue, Ms. Jiang Yu E and Mr. Li Xiao Hua. Mr. Ji Gui Bao is the chairman of the Audit Committee.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to develop and review the policies of the Group and to perform other duties and responsibilities as assigned by the Board. The full terms of reference setting out details of duties of the Audit Committee is available on both the GEM website and the Company's website.

The Audit Committee is satisfied with the review of the auditors' remuneration, the independence of the auditor, Zhonghui Anda CPA Limited ("Zhonghui Anda CPA Limited"), and recommended the Board to re-appoint Zhonghui Anda CPA Limited as the Company's auditors for the financial year ending 31 December 2023, which is subject to the approval of shareholders at the forthcoming AGM. The Audit Committee has reviewed the Group's audited consolidated financial statements for the seven-month period ended 31 December 2022.

According to the current terms of reference, meetings of the Audit Committee shall be held at least four times a year and the external auditor may request a meeting if they consider it necessary.

Details of the number of Audit Committee meetings held and Directors' attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 21 to 22 of this annual report.

董事委員會

審核委員會

本公司根據GEM上市規則第5.28及5.29條於二零一七年五月十九日成立審核委員會，備有書面職權範圍。載有審核委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

審核委員會由五名獨立非執行董事(即紀貴寶先生、崔海濱先生、陳越先生、姜玉娥女士及李曉華先生)組成。紀貴寶先生為審核委員會主席。

審核委員會之主要職責為透過提供有關本集團財務申報程序、風險管理及內部監控系統的有效性之獨立檢討以協助董事會、監察審核流程、制定及檢討本集團的政策並履行董事會指派的其他職責及責任。載列審核委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

審核委員會信納對核數師薪酬及核數師中滙安達會計師事務所有限公司(「中滙安達會計師事務所有限公司」)獨立性的審閱，並向董事會建議續聘中滙安達會計師事務所有限公司為本公司截至二零二三年十二月三十一日止財政年度的核數師，惟須於應屆股東週年大會上通過股東批准。審核委員會已審閱本集團截至二零二二年十二月三十一日止七個月期間的經審核綜合財務報表。

根據目前的職權範圍，審核委員會會議應至少每年舉行四次及外聘核數師在其認為必要情況下可能要求召開一次會議。

已舉行審核委員會會議次數及出席董事的詳情乃列載於本年報第21至22頁所載「會議次數及董事出席情況」一節。

Corporate Governance Report (Continued)

企業管治報告(續)

Remuneration Committee

The Company established the Remuneration Committee in compliance with Appendix 15 to the GEM Listing Rules, which comprises five independent non-executive Directors, namely Mr. Cui Hai Bin, Mr. Ji Gui Bao, Mr. Chen Yue, Ms. Jiang Yu E and Mr. Li Xiao Hua. Mr. Cui Hai Bin is the chairman of the Remuneration Committee.

The primary duties of the Remuneration Committee include (but without limitation): (a) making recommendations to the Directors regarding the policy and structure for the remuneration of all the Directors and senior management of the Group and on the establishment of a formal and transparent procedure for developing remuneration policies; (b) making recommendations to the Board on the remuneration packages of the Directors and senior management of the Group; (c) reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (d) considering and approving the grant of share options to eligible participants pursuant to the share option scheme conditionally adopted by the sole shareholder of the Company on 19 May 2017 (the "Share Option Scheme"). The full terms of reference setting out details of duties of the Remuneration Committee is available on both the GEM website and the Company's website.

The Remuneration Committee has sufficient resources to perform its duties properly. For the seven-month period ended 31 December 2022, the members of the Remuneration Committee have reviewed the 2021 annual remuneration plan and the 2022 annual remuneration framework for each Director and key management personnel (including senior management) of the Group.

Directors' remuneration by reference to the benchmarking of the market. The Remuneration Committee also looked into individual Director's competence, duties, responsibilities, performance and the results of the Group in determining the exact level of remuneration for each Director.

Pursuant to the terms of reference of the Remuneration Committee, meeting shall be held at least once a year.

Details of the number of Remuneration Committee meeting held and Directors attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 21 to 22 of this annual report.

薪酬委員會

本公司根據GEM上市規則附錄15成立薪酬委員會，由五名獨立非執行董事(即崔海濱先生、紀貴寶先生、陳越先生、姜玉娥女士及李曉華先生)組成。崔海濱先生為薪酬委員會主席。

薪酬委員會的主要職責包括(但不限於)：(a)就本集團全體董事及高級管理人員的薪酬政策及架構以及為制定薪酬政策設立正式及具透明度的程序，向董事作出推薦建議；(b)就本集團董事及高級管理人員的薪酬待遇向董事會作出推薦建議；(c)檢討及批准參考董事會的公司目標及目的而制定的管理層薪酬方案；及(d)根據本公司於二零一七年五月十九日經本公司唯一股東有條件通過之購股權計劃(「購股權計劃」)，考慮及批准向合資格參與者授出購股權。載列薪酬委員會職責詳情的全部職權範圍可於GEM網站及本公司網站查閱。

薪酬委員會擁有足夠的資源使之適當地履行職責。截至二零二二年十二月三十一日止七個月期間，薪酬委員會成員已經審閱本集團每名董事及主要管理人員(包括高級管理層)的二零二一年度薪酬發放方案以及二零二二年度薪酬框架。

通過參考市場基準釐定董事薪酬。薪酬委員會亦考慮董事個人能力、職責、責任、表現及本集團之業績釐定各董事之確切薪酬水平。

根據薪酬委員會的職權範圍，每年應至少舉行一次會議。

已舉行薪酬委員會會議次數及出席董事的詳情乃列載於本年報第21至22頁所載「會議次數及董事出席情況」一節。

Senior Management's remuneration

Senior Management's remuneration payment of the Group for the seven-month period ended 31 December 2022 falls within the following band:

HK\$	港元	Number of individuals 人數
Nil to HK\$1,000,000	0至1,000,000港元	5

Remuneration policy

The remuneration policy of the Group for the Directors and senior management was based on their experience, level of responsibility and general market conditions. Any discretionary bonus and other merit payments are linked to the performance of the Group and the individual performance of the Directors and senior management.

Nomination Committee

The Nomination Committee comprises two executive Directors, namely Mr. Ma Lie, and Ms. Zhang Yan Ling and five independent non-executive Directors, namely Mr. Cui Hai Bin, Mr. Ji Gui Bao, Mr. Chen Yue, Ms. Jiang Yu E and Mr. Li Xiao Hua. Mr. Ma Lie is the chairman of the Nomination Committee.

The primary function of the Nomination Committee is to review the structure, size and composition of the Board on regular basis; identify individuals suitably qualified to become Board members; assess the independence of independent non-executive Directors; and make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors. The full terms of reference setting out details of the authority, duties and responsibilities of the Nomination Committee is available on both the GEM website and the Company's website.

Pursuant to the terms of reference of the Nomination Committee, meeting can be called by the member of the Nomination Committee any time when it is necessary.

高級管理層的薪酬

截至二零二二年十二月三十一日止七個月期間，本集團高級管理層的薪酬支付在以下範圍內：

薪酬政策

本集團董事及高級管理層的薪酬政策乃根據其資歷、職責及一般市況而釐定。任何酌情花紅及其他獎勵付款與本集團業績及董事及高級管理層的個別表現掛鉤。

提名委員會

提名委員會包括兩名執行董事(即馬烈先生及張艷玲女士)及五名獨立非執行董事(即崔海濱先生、紀貴寶先生、陳越先生、姜玉娥女士及李曉華先生)。馬烈先生為提名委員會主席。

提名委員會的主要職責為定期檢討董事會架構、規模及組成；物色適合且合資格成為董事會成員人選；評核獨立非執行董事的獨立性；以及就有關董事委聘或續聘的相關事宜向董事會提供推薦意見。載有提名委員會的職權、職責及責任詳情的全部職權範圍可於GEM網站及本公司網站查閱。

根據提名委員會的職權範圍，會議可由提名委員會成員在其認為必要的情況下於任何時候召開。

Corporate Governance Report (Continued)

企業管治報告(續)

Nomination Procedures:

1. The secretary should give the Nomination Committee members a membership list, listing out the current board members' name, position & duties at the organization.
2. Each year, the Nomination Committee evaluates the current board members to assess whether they are performing satisfactorily and should be considered for re-election. Evaluations may be performed by a subset of the Nomination Committee or an independent third party to ensure the fairness.
3. Next step is to receive recommendations for new board members from management or current board members. The Nomination Committee should review the resumes of potential candidates, assessing their skills and experience to determine if they meet qualifications for the position. In reviewing candidate profiles, the committee should also consider criteria that includes:
 - Proven leadership
 - Previous board experience
 - Knowledge and experience
 - Diversity — including age, gender, ethnicity, race, disabilities, geography
 - Experience with large and complex organization
 - Skillset — including finance, legal, auditing, government affairs, public relations, community experience, and knowledge of the organizations
 - In case of nomination for independent non-executive directors, should consider why the candidate to be independent (should refer to relevant Listing Rules for independence)
4. Provide a list of candidates to the full committee for discussion and review.

提名程序：

1. 秘書應向提名委員會成員提供成員名單，其中列明現任董事會成員姓名、於組織內的職務及職責。
2. 提名委員會每年評估現任董事會成員，以評估彼等是否妥善履職及是否應接受重選連任。評估可由提名委員會小組或獨立第三方進行，以確保公正性。
3. 其後提名委員會將接收管理層或現任董事會成員作出的新董事會成員推薦意見。提名委員會將審閱潛在候選人的簡歷，評估彼等的技能及經驗，以釐定彼等是否符合崗位資歷要求。於審核候選人履歷時，委員會亦考慮多重標準，包括：
 - 卓越領導力
 - 過往董事會經驗
 - 知識及經驗
 - 多元化因素 — 包括年齡、性別、民族、種族、殘疾、地域
 - 在大型及綜合組織的任職經歷
 - 技能 — 包括財務、法務、審計、政府事務、公共關係、社區經驗及組織知識
 - 倘為提名獨立非執行董事，則應考慮候選人屬獨立原因(應參照上市規則有關獨立性之條文)
4. 向全體委員會成員發送候選人名單以供討論及審閱。

5. The committee then contacts each candidate to make an assessment for a high level of personal and professional integrity, as well as to assess their level of commitment to the organization, and availability. This is often done by assigning one member of the Nomination Committee to one candidate, who will bring a candidate summary with recommendations back to the full committee. Additional interviews by the Nomination committee and the chief executive officer may be necessary to ensure due diligence interviews may be conducted with the assistance of a third party.
 6. The committee forms a final slate of recommended candidates to the full board for formal approval. Nominees should not be present at this meeting to allow for open discussion by the board.
5. 其後委員會將與各名候選人聯繫，評估彼等的個人誠信及職業操守以及評估彼等可對組織實現的投入程度以及到任情況。該程序通常以一名提名委員會委員對接一名候選人方式完成，並由該名委員向全體委員反饋候選人概況。於有需要時，提名委員會及行政總裁亦會在第三方協助下額外安排面談，確保作出盡職調查訪談。
 6. 委員會提列推薦候選人最終名單並提交予全體董事會成員作正式審批。獲提名人士不得出席相關會議，以方便董事會成員自由發表意見。

The Nomination Committee has reviewed the structure, size and composition of the Board and the Board diversity policy as well as discussing matters regarding the retirement and re-election of Directors.

提名委員會已檢討董事會的架構、規模及組成以及董事會多元化政策，並討論有關董事退任及重選的事宜。

Details of the number of Nomination Committee meeting held and Directors' attendance are set out in the section headed "Number of Meetings and Directors' Attendance" on pages 21 to 22 of this annual report.

已舉行提名委員會會議次數及出席董事的詳情乃列載於本年報第21至22頁所載「會議次數及董事出席情況」一節。

Accountability and Audit

問責性及審核

Directors' and auditor's responsibilities for the consolidated financial statements

董事及核數師對綜合財務報表的責任

All Directors understand and acknowledge their responsibility for ensuring that the Group's consolidated financial statements for each financial year are prepared to give a true and fair view of the state of affairs, the financial results and cash flows of the Group in accordance with the disclosure requirements of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance") and the applicable accounting standards. In preparing the consolidated financial statements for the seven-month period ended 31 December 2022, the Board has adopted appropriate and consistent accounting policies and made prudent, fair and reasonable judgments and estimates. The Directors are responsible for maintaining proper accounting records which reflect with reasonable accuracy the state of affairs, operating results, cash flows and equity movement of the Group at any time. The Directors confirm that the preparation of the financial statements of the Group is in accordance with statutory requirements and applicable accounting standards.

所有董事理解及承認其確保本集團各財政年度的綜合財務報表均根據香港法例第622章公司條例（「公司條例」）及適用的會計準則的披露要求編製以真實公平地反映本集團事務、財務業績及現金流量狀況的責任。於編製截至二零二二年十二月三十一日止七個月期間的綜合財務報表時，董事會已採納合適及一致的會計政策，並作出謹慎、公平及合理的判斷及估計。董事負責維持適當的會計記錄，以合理準確地反映本集團於任何時間的事務狀況、經營業績、現金流量及股權變動情況。董事確認本集團財務報表的編製乃符合法定要求及適用的會計準則。

Corporate Governance Report (Continued)

企業管治報告(續)

The Directors also confirm that, to the best of their knowledge, information and belief, having made all reasonable enquiries, material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern are disclosed in note 2.1.1 to the consolidated financial statements of this annual report.

The Directors are responsible for taking all reasonable and necessary steps to safeguard the assets of the Group and to prevent and detect fraud and other irregularities. The statement of auditor about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report.

The reporting responsibilities of the Company's auditor, are set out in the Independent Auditor's Report on pages 82 to 86 of this annual report.

董事亦確認，就彼等在作出一切合理查詢後所知、所悉及所信，有關可能對本集團持續經營能力構成重大疑問的事件或情況的重大不確定性於本年報綜合財務報表附註2.1.1披露。

董事負責採取所有合理必要步驟保障本集團的資產，以及避免和偵測欺詐及其他違規行為。有關核數師對綜合財務報表的申報責任的聲明載於獨立核數師報告。

本公司核數師的申報責任載於本年報第82至86頁的獨立核數師報告。

Auditor's Remuneration

The remuneration for the audit and non-audit services provided by the auditor to the Group during the seven-month period ended 31 December 2022 was approximately as follow:

核數師酬金

截至二零二二年十二月三十一日止七個月期間，核數師於向本集團提供審計及非審計服務的酬金大致如下：

Type of services	服務類型	Amount 金額 HK\$ 港元
Audit services	審計服務	720,000
Non-audit services (Review financial report)	非審計服務(審閱財務報告)	130,000
Total	總計	850,000

Corporate Governance Functions

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of the directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc.

The Directors review the Group's corporate governance policies and compliance with the CG Code each financial year and comply with the "comply or explain" principle in the corporate governance report which is or will be included in the annual reports of the Company.

企業管治職能

由於本公司並無成立企業管治委員會，董事會負責執行企業管治職能，如制定及檢討本公司企業管治的政策及常規、為董事及高級管理層提供培訓及持續專業發展、確保本公司政策及常規符合法律及監管規定等。

董事每個財政年度會檢討本集團的企業管治政策及遵守企業管治守則的情況，並遵守本集團的企業管治報告中所載的「遵守或解釋」原則，其現已或將載入本公司的年報。

Board Diversity Policy

The Company has adopted a Board diversity policy in accordance with the requirement as set out in the CG Code, which is summarised as below:

The Board diversity policy of the Company specifies that in designing the composition the Board, Board diversity shall be considered from a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board members' appointment will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity of the Board. Selection of candidates for the Board will be based on a range of diversity perspectives, including but not limited to gender, age, culture, ethnicity and educational background, professional experience, knowledge and skills.

The Company discloses the composition of the Board in corporate governance report every year and the Nomination Committee oversees the implementation of the Board diversity policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

The Board currently comprises nine Directors, four of which are executive Directors and five of which are independent non-executive Directors. Two out of these nine Directors are females. The Board considers its diversity of gender is appropriate and no additional measurable objective is necessary in this respect.

The Board has an appropriate mix of skills, experience and diversity that are relevant to the Company's strategy governance and business. Mr. Ma Lie and Mr. Yeung Ho Ting Dennis are responsible for the day-to-day management and strategic development of the Group. Mr. Tam Chun Yu is responsible for planning, organising, coordinating and implementing visual display solutions of the Group. Ms. Zhang Yan Ling, Mr. Cui Hai Bin and Mr. Chen Yue are responsible for the legal and regulatory matters and risk management of the Group. Mr. Ji Gui Bao and Ms. Jiang Yu E are accounting professionals with financial management expertise. Mr. Li Xiao Hua, together with other independent non-executive Directors, is responsible for providing independent advice to the Board.

Dividend Policy

The Company has adopted a dividend policy on 31 December 2018 which sets out the principles and measures on how the Company may propose a dividend.

董事會成員多元化政策

本公司已根據企業管治守則所載規定採納董事會成員多元化政策，政策摘要如下：

本公司多元化政策確定在設定董事會成員組合時會從多個方面考慮董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任均以用人唯才為原則，並在考慮人選時以適合條件顧及董事會成員多元化的益處。甄選董事會人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、種族及教育背景、專業經驗、知識及技能。

本公司每年在企業管治報告中披露董事會組成，提名委員會監察董事會成員多元化政策的執行。提名委員會將會討論任何或需作出的修訂，再向董事會提出修訂建議，由董事會審批。

董事會目前由九名董事組成，其中四名為執行董事，餘下五名為獨立非執行董事。該九名董事當中兩名為女性。董事會認為其性別多元化性屬恰當，毋須就此作出額外可衡量目標。

董事會具備與本公司策略管治及業務相關的適當技能、經驗及多元化組合。馬烈先生及楊浩廷先生負責本集團日常管理及戰略發展。譚震宇先生負責策劃、組織、協調及實施本集團視覺展示解決方案。張艷玲女士、崔海濱先生及陳越先生負責本集團的法律及監管事務以及風險管理。紀貴賢先生及姜玉娥女士為具備財務管理專業知識的會計專業人士。李曉華先生連同其他獨立非執行董事負責向董事會提供獨立意見。

股息政策

本公司已於二零一八年十二月三十一日採納股息政策，當中載列有關本公司如何建議派付股息的原則及計量方法。

Corporate Governance Report (Continued)

企業管治報告(續)

The Board will account for the following factors when considering the payment of dividends:

- The general financial condition of the Group;
- The actual and future operations and liquidity positions of the Group;
- The future cash requirements and availability;
- Any restrictions on payments of dividends that may be imposed by the Group's lenders;
- The general market conditions; and
- Any other factors that the Board deems appropriate.

Any declaration and payment of future dividends under the dividend policy will be subject to the Board's determination that the same would be in the best interests of the Group and the shareholders of the Company as a whole. In addition, the declaration and payment of dividends may be subject to legal restrictions or any applicable laws, rules and regulations and the Articles.

Securities Transactions by Directors

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct ("Code of Conduct") regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct throughout the seven-month period ended 31 December 2022 and up to the date of this annual report.

Communication with Shareholders

The Company endeavours to maintain an on-going dialogue with the shareholders and in particular, through annual general meetings or other general meetings to communicate with the shareholders and encourage their participation.

The Company will ensure that there are separate resolutions for separate issues proposed at the general meetings. All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the GEM Listing Rules and poll results will be posted on the websites of the Company and the Stock Exchange in a timely manner after each shareholder meeting.

考慮派付股息時，董事會將考慮以下因素：

- 本集團的一般財務狀況；
- 本集團的實際及未來營運以及流動資金狀況；
- 未來現金需要及可動用程度；
- 本集團貸款人可能對派付股息施加的任何限制；
- 整體市況；及
- 董事會認為適當的任何其他因素。

根據股息政策宣派及派付任何未來股息須由董事會確定其是否符合本集團及本公司股東的整體最佳利益後方可作實。此外，宣派及派付股息或會受法律限制或任何適用法律、規則及法規以及章程細則所規限。

董事進行證券交易

本公司已採納GEM上市規則第5.48條至第5.67條作為其本身有關董事進行證券交易之操守準則(「操守準則」)。經向董事作出特定查詢後，本公司已確認全體董事已於截至二零二二年十二月三十一日止七個月期間及直至本年報日期遵守操守準則。

與股東溝通

本公司致力與股東保持持續溝通，特別是透過股東週年大會或其他股東大會與股東溝通，並鼓勵股東參與其中。

本公司將確保就於股東大會提議的各事項作出各決議案。根據GEM上市規則，所有於股東大會上提呈的決議案將以投票方式進行表決。投票結果將於各股東大會後及時刊登於本公司及聯交所網站。

During the seven-month period ended 31 December 2022, the Company considered the communication policy implemented was effective as it helps to promote the Company's business development effectively and efficiently.

The Company will continue to maintain an open and effective investor communication policy and to update investors on relevant information on the Group's business in a timely manner, subject to relevant regulatory requirements.

General Meetings with Shareholders

The Company's forthcoming annual general meeting will be held on 20 June 2023.

Shareholders' Rights

(a) Convening of an extraordinary general meeting on requisition by shareholders

Pursuant to the Articles, extraordinary general meetings shall be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid-up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Company Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitioner(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to the requisitioner(s) by the Company. Shareholders also have the right to propose a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

截至二零二二年十二月三十一日止七個月期間，本公司認為所實施的溝通政策行之有效，有助於有效及高效地促進本公司業務發展。

本公司將繼續維持公開及有效之投資者溝通政策，並在遵守相關監管規定下適時向投資者提供有關本集團業務之最新相關資料。

與股東的股東大會

本公司的應屆股東週年大會將於二零二三年六月二十日舉行。

股東權利

(a) 應股東要求召開股東特別大會

根據章程細則，任何於遞呈要求日期持有不少於本公司繳足股本(附有於股東大會上表決的權利)十分之一的任何一名或以上的股東，於任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明之任何事項；且該大會應於遞呈該要求後兩個月內舉行。倘於有關遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可按相同方式召開大會，遞呈要求人士由於董事會未能召開大會而產生的所有合理費用將由本公司報銷。股東亦有權提名一名人士膺選董事，有關程序可於本公司及聯交所網站查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

(b) Procedures for putting forward proposals at shareholders' meetings

Shareholders are welcomed to put forward proposals relating to the operations and management of the Group to be discussed at shareholders' meetings. The proposals shall be sent to the Company Secretary by a written requisition. Shareholders who wish to put forward a proposal should convene an extraordinary general meeting by following the procedures set out in "Convening of an extraordinary general meeting on requisition by shareholders" above.

(c) Enquiries to the Board

Shareholders may put forward enquiries to the Board to the extent such information is publicly available to the Company Secretary who is responsible for forwarding communications relating to matters within the Board's purview to the executive Directors, communications relating to matters within a Board committee's area of responsibility to the chairman of the appropriate committee, and communication relating to ordinary business matters, such as suggestions, inquiries and consumer complaints, to the appropriate management of the Company, in writing to the principal place of business of the Company in Hong Kong.

(b) 於股東大會提呈議案之程序

本公司歡迎股東提呈有關本集團業務及管理的建議於股東大會上討論。有關建議須透過書面要求寄交予公司秘書。擬提呈建議的股東應遵照上文「應股東要求召開股東特別大會」所載的程序召開股東特別大會。

(c) 向董事會做出查詢

股東有權以書面形式向董事會提出查詢(公司秘書負責將有關董事會職責範圍內的事宜的通訊轉交執行董事,將有關董事委員會職責範圍內的事宜的通訊轉交適當委員會之主席,以及有關日常業務事宜的通訊(例如建議、查詢及顧客投訴)轉交本公司適當的管理人員),有關查詢須提交至本公司於香港之主要營業地點。

Investor Relations

The Company believes that maintaining a high level of transparency is a key to enhancing investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and investment public. The Company updates its shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The website of the Company (<http://www.intechproductions.com>) has provided an effective communication platform to the public and the shareholders.

投資者關係

本公司相信,維持高透明度是提升投資者關係的關鍵,並致力保持向其股東及投資大眾公開及適時披露公司資料的政策。本公司透過年度、中期及季度報告向股東更新其最新業務發展及財務表現。本公司網站(<http://www.intechproductions.com>)已為公眾人士及股東提供一個有效的溝通平台。

Company Secretary

The Company engages an external service provider, Ms. Leung Yin Fai, as its Company Secretary.

Ms. Leung Yin Fai is responsible for advising the Board on corporate governance matters and ensuring compliance with the Board policy and procedures, and the applicable laws, rules and regulations. All Directors have access to the advice and services of the Company Secretary to ensure that the Board procedures and all applicable laws are followed. Moreover, the Company Secretary is responsible for facilitating communications among Directors as well as with management.

Mr. Yeung Ho Ting Dennis, an executive Director and chief executive officer of the Company, is the primary contact person whom Ms. Leung Yin Fai can contact.

During the seven-month period ended 31 December 2022, the Company Secretary has undertaken more than 15 hours of relevant professional training in compliance with Rule 5.15 of the GEM Listing Rules.

Risk Management and Internal Control

The Board has overall responsibilities for establishing and maintaining appropriate and effective risk management and internal control systems of the Group. The Group's systems of risk management and internal control include a defined management structure with limits of authority, which is designed to help achieve business objectives, safeguard assets against unauthorised use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations. The systems are designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

公司秘書

本公司委聘外部服務供應商梁燕輝女士擔任公司秘書。

梁燕輝女士負責就企業管治事宜向董事會提供意見，並確保遵守董事會政策及程序、適用法例、規則及規例。所有董事均可獲得公司秘書的建議及服務以確保董事會進行議事程序及所有適用法律獲得遵守。此外，公司秘書負責促進董事之間以及管理層之間的溝通。

本公司執行董事兼行政總裁楊浩廷先生為梁燕輝女士之主要聯絡人士。

截至二零二二年十二月三十一日止七個月期間，公司秘書已根據GEM上市規則第5.15條進行了超過15小時的相關專業培訓。

風險管理及內部監控

董事會全面負責建立及維持本集團適當而有效的風險管理及內部監控系統。本集團的風險管理及內部監控系統包括一個具有職權限制的界定管理架構，旨在協助達成業務目標、保障資產不被擅自使用或處置、確保備存適當的會計記錄以提供可供內部使用或供發佈的可靠財務資料，以及確保遵守相關法律及法規。系統旨在為防範重大失實陳述或損失提供合理(但非絕對)的保證，並管理(而非消除)營運系統失靈及本集團未能達成目標的風險。

Corporate Governance Report (Continued) 企業管治報告(續)

An organisational structure with operating policies and procedures, lines of responsibility and delegated authority has been established. The division/department head of each core operating division/department is accountable for the conduct and performance of such division/department within the agreed strategies, which are set by themselves and the Board together, and reports directly to the Board.

本集團已建立一套組織架構，訂明相關的營運政策及程序、職責及權限。各核心運營分部／部門的分部／部門主管根據彼等與董事會共同制定的協定策略，對該分部／部門的運作及表現負責，並直接向董事會報告。

In the course of conducting the business, the Group is exposed to various types of risks. During the seven-month period ended 31 December 2022, the following principal risks of the Group were identified and classified into strategic risks, operational risks, financial risks and compliance risks.

在開展本集團業務過程中，其面臨各種風險。於截至二零二二年十二月三十一日止七個月期間，本集團識別及將下列主要風險分類為戰略風險、營運風險、財務風險及合規風險。

Risk Areas 風險領域	Principal Risks 主要風險
Strategic Risks 戰略風險	Sensitivity to government policies; keeping up with new technologies and customers' taste; market competition risk, reputation risk 對政府政策的敏感性，保持新技術及客戶品味，市場競爭風險，聲譽風險
Operational Risks 營運風險	Insufficient labour supply; workplace injury; disruption of IT system 勞動力供給不足，工傷，資訊科技系統中斷
Financial Risks 財務風險	Liquidity risk, credit risk, interest rate risk, foreign exchange risk, inflation risk 流動資金風險，信貸風險，利率風險，外匯風險，通脹風險
Compliance Risks 合規風險	Risk related to occupation safety and health; risk of non-compliance with ordinances related to employment; change of listing rules and relevant company regulations and ordinances 與職業安全和健康有關的風險，不遵守與就業有關的法例的風險，上市規則及相關公司規例及條例更改

The Board is ultimately responsible for the risk management of the Group and it has delegated to executive management to carry out the risk identification and monitoring procedures. The objectives of the risk management are to enhance the governance and corporate management processes as well as to safeguard the Group against unacceptable levels of risks and losses.

董事會最終負責本集團的風險管理，且其已授權行政管理層進行風險識別及監控程序。風險管理的目標是增強管治及企業管理程序，並保障本集團免遭不能接受的風險及損失。

The risk management process of the Group will involve, among others, (i) an annual risk identification and analysis exercise which involves assessment of the consequence and likelihood of risks and the development of risk management plans for mitigating such risks; and (ii) an annual review of the implementation of the risk management plans and fine tuning of the implementation plan when necessary.

本集團的風險管理程序將涉及(其中包括)(i)年度風險識別及分析，包括評估發生風險的後果及可能性以及制定降低相關風險的風險管理計劃；及(ii)年度審閱風險管理計劃的執行情況及必要時完善執行方案。

Corporate Governance Report (Continued)

企業管治報告(續)

During the seven-month period ended 31 December 2022, the Board, through the Audit Committee, has conducted review of both design and implementation effectiveness of the risk management and internal control systems of the Group, covering all material controls, including financial, operational and compliance controls, with a view to ensuring that resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal audit and financial reporting functions are adequate. In this respect, the Audit Committee communicates any material issues to the Board. The Board is of the view that the existing risk management and internal control system is sufficient, effective and adequate.

The Company has hired an internal audit manager to review the Group's system of internal controls and risk management annually and further enhance the Group's internal control and risk management systems as appropriate.

Code of Conduct and Handling of Inside Information

The Group places utmost importance on the ethical, personal and professional standards of the Directors and employees of the Group. In addition to the various policies adopted and implemented by the Group imposing certain conduct requirements on Directors and employees, every employee is required to undertake to adhere to the Group's Code of Conduct, and is expected to achieve the highest standards of behavior including avoiding conflict of interest, discrimination or harassment and bribery and corruption. Employees are required to report any non-compliance with the Code of Conduct to management.

Pursuant to the requirements of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") and the GEM Listing Rules, the Group has an obligation to disclose any inside information as soon as reasonably practicable after such information has come to the knowledge of the Board. The Company has developed its disclosure policy which provides a general guide to the Company's directors, officers, senior management and relevant employees in handling confidential information, monitoring information disclosure and responding to enquiries. Control procedures have been implemented to ensure that unauthorised access and use of inside information are strictly prohibited.

截至二零二二年十二月三十一日止七個月期間，董事會透過審核委員會，檢討本集團風險管理及內部監控系統的設計及實施成效，涵蓋所有重大監控措施，包括財務、營運及合規控制，以確保本集團的會計、內部審核及財務報告職能均具備充足的資源、員工資歷及經驗、培訓項目及預算。在此方面，審核委員會向董事會通報任何重大事項。董事會認為現有風險管理及內部監控系統屬充足、有效及足夠。

本公司已聘請一名內部審核經理每年審閱本集團的內部監控及風險管理系統，進一步加強本集團的內部監控及風險管理系統(如適用)。

行為守則及內部消息處理

本集團極注重本集團董事和僱員的道德、個人及專業準則。除本集團採納及實行的多個政策向董事及僱員施加若干行為要求外，各僱員須承諾堅持遵守本集團行為守則，並預期達到最高行為標準(包括避免利益衝突、歧視或騷擾及賄賂及貪污)。僱員須向管理層報告任何不遵守行為守則的情況。

根據香港法例第571章證券及期貨條例(「證券及期貨條例」)及GEM上市規則的規定，本集團有義務於董事會知悉有關資料後在合理可行情況下盡快披露任何內幕消息。本公司已制定其披露政策，為本公司董事、行政人員、高級管理層及相關僱員提供有關處理機密資料、監察消息披露及回應查詢的一般指引。本公司已實施監控程序，以確保嚴格禁止未經授權獲取及使用內幕消息。

Corporate Governance Report (Continued)

企業管治報告(續)

In addition, if there occurs any significant risk events, the Group will report such risk events to the relevant authorities so that appropriate decisions and measures can be made by the Group in a timely manner to deal with such risk events.

Constitutional Documents

During the seven-month period ended 31 December 2022, the Company proposed to make certain amendments to the amended and restated memorandum and articles of association of the Company. The amendments were considered and approved by shareholders at the annual general meeting on 8 November 2022. The second amended and restated memorandum and articles of association of the Company have been published on the websites of the Stock Exchange and the Company.

Looking Forward

The Group will keep on reviewing its corporate governance standards on a timely basis and the Board endeavours to take the necessary actions to ensure compliance with the required practices and standards including the provisions of the CG Code.

此外，倘發生任何重大風險事項，本集團將向有關當局呈報有關風險事項，以便本集團能夠及時作出適當的決定及措施以應對有關風險事項。

憲章文件

截至二零二二年十二月三十一日止七個月期間，本公司建議對本公司經修訂及重列組織章程大綱及細則作出若干修訂。有關修訂已於二零二二年十一月八日的股東週年大會上獲股東審議通過。本公司第二次經修訂及重列組織章程大綱及細則已登載於聯交所及本公司網站。

展望未來

本集團將繼續及時審閱其企業管治標準，而董事會將竭力採取必要措施，以確保符合規定常規及標準，包括企業管治守則的條文。

Environmental, Social and Governance Report

環境、社會及管治報告

About This Report

Purpose and Objectives

This Environmental, Social and Governance (“ESG”) Report (“ESG Report”) aims to give the Group’s stakeholders a better understanding of its visions, strategies and implementation of sustainability initiatives that be of interest to its various stakeholders.

Reporting Period and Scope

The reporting period for this ESG report is from 1 June 2022 to 31 December 2022, and the scope of this ESG Report covers the businesses in Hong Kong, Macau, and the PRC for the reporting period.

Reporting Standard

The report was prepared in accordance with the Environmental, Social, and Governance Reporting Guide (the “Guide”) as set out in Appendix 20 of the GEM Listing Rules with contents that comply with the disclosure requirements and principles under the Guide.

Reporting Principles

The Report is prepared and presented based on the following reporting principles:

- **Materiality:** Key ESG issues of the Group were identified through materiality assessment and stakeholder engagement, which has been disclosed in the ESG Report.
- **Quantitative:** Information on the standards, methodologies, assumptions and/or calculation tools used, and source of conversion factors used, for the reporting of emissions/energy consumption (where applicable) has been disclosed in the ESG Report.
- **Balanced:** The ESG Report has provided an unbiased picture of the Group’s performance and has not avoided any selections, omissions or presentation formats that may inappropriately influence a decision or judgment by the readers.

關於本報告

目的及目標

本環境、社會及管治(「環境、社會及管治」)報告(「環境、社會及管治報告」)旨在讓本集團持份者更瞭解其願景、策略及各持份者感興趣的可持續發展措施的實施情況。

報告期及範圍

本環境、社會及管治報告的報告期為二零二二年六月一日至二零二二年十二月三十一日，而本環境、社會及管治報告的範圍涵蓋報告期內於香港、澳門及中國的業務。

報告準則

本報告乃根據GEM上市規則附錄20所載環境、社會及管治報告指引(「指引」)編製，內容符合指引項下的披露規定及原則。

報告原則

本報告乃根據以下報告原則編製及呈列：

- **重要性：**透過重要性評估及持份者參與識別本集團的主要環境、社會及管治議題，並已於環境、社會及管治報告中披露有關議題。
- **量化：**有關用於報告排放／能源消耗(如適用)的標準、方法、假設及／或計算工具以及所使用的轉換因素來源的資料已於環境、社會及管治報告中披露。
- **平衡：**環境、社會及管治報告不偏不倚地呈報本集團的表現，且已避免可能會不恰當地影響讀者決策或判斷的任何選擇、遺漏或呈報格式。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

- Consistency: The ESG Report should present information on a consistent basis that stakeholders can analyze and evaluate changes in performance over time. The Group will disclose if there are any changes to the methods or KPIs used, or any other relevant factors affecting a meaning comparison in its subsequent Report.
- 一致性：環境、社會及管治報告應按一致的基準呈列資料，以便持份者分析及評估表現隨時間的變化。本集團將於其隨後的報告中披露所採用的方法或關鍵績效指標或影響作出有意義比較的任何其他相關因素是否有任何變動。

Approval

To the best of knowledge, belief and information of the board of directors of the Company (the “**Board**”), the Report addresses all relevant material issues and fairly presents the ESG performance of the Group. The Board confirms that it has reviewed and approved the Report.

Stakeholder Engagement

The Group strives to maintain supporting and trusting relationships with its stakeholders. Through diversified communication channels, the Group can effectively understand and respond to the expectations and requirements of different stakeholders. The following table summarises the main expectations and concerns of our key stakeholders and the corresponding management responses.

批准

就本公司董事會(「**董事會**」)所知、所信及所悉，本報告闡述所有相關重大事宜，並公平呈列本集團的環境、社會及管治表現。董事會確認其已審閱及批准本報告。

持份者參與

本集團致力與持份者維持支持及信任關係。透過多元化的溝通管道，本集團能有效瞭解及回應不同持份者的期望及要求。下表概述主要持份者的主要期望及關注事項以及相應的管理層回應。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Expectations and Requirements 期望與要求	Communication Channels 溝通管道
Investors and Shareholders 投資者及股東	<ul style="list-style-type: none"> Corporate Governance Returns Company Values 	<ul style="list-style-type: none"> Annual General Meetings Announcements and Circulars Financial Reports ESG Reports 股東週年大會 公告及通函 財務報告 環境、社會及管治報告
Suppliers 供應商	<ul style="list-style-type: none"> Code of Conduct Assessment Criteria 	<ul style="list-style-type: none"> Company Website Emails Phone calls and Meetings 公司網站 電郵 電話及會議
Customers 客戶	<ul style="list-style-type: none"> Service and Product Quality Customer Services 	<ul style="list-style-type: none"> Company Website Emails Phone calls and Meetings 公司網站 電郵 電話及會議
Government 政府	<ul style="list-style-type: none"> Compliance Equality of Employments Occupational Safety 合規 僱傭平等 職業安全 	<ul style="list-style-type: none"> Notices and Filings Emails ESG Report 通知及文檔 電郵 環境、社會及管治報告
Employees 僱員	<ul style="list-style-type: none"> Compensation Occupational Health and Safety Career Development 補償 職業健康與安全 職業發展 	<ul style="list-style-type: none"> Trainings Internal Meetings Emails and Notices 培訓 內部會議 電郵及通知
Community 社區	<ul style="list-style-type: none"> Information Transparency 資訊透明度 	<ul style="list-style-type: none"> Company Website Announcements 公司網站 公告

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Environmental Protection

The Group attaches great importance to environmental protection and also implements sustainable initiatives in areas such as energy saving, water saving, waste management, air quality management into its daily operations so as to minimize the use of resources and reduce various emissions. The Group complied with applicable laws and regulations, including the Environmental Protection Law of PRC and Guideline on the Applicability of the Noise Control Ordinance in Hong Kong.

I. Emissions

Hazardous and Non-hazardous Waste

The Group is principally engaged in providing visual display solution and information technology consulting services, we consume limited natural resources to operate and therefore have a relatively low environmental impact, furthermore, the Group does not produce a significant volume of hazardous waste from the daily business process. The major wastes are solid non-hazardous wastes such as office paper generated from the Group's operations.

Greenhouse Gas Emissions

The Group implemented a number of measures to reduce greenhouse gas emissions in order to alleviate the impacts to the environment. The Group also encourages employees to maximize the use of electronic communication and carry out general discussions and communication through long-distance telephone calls or other online communication tools in order to reduce non-essential business trips and avoid increasing the pollutants emitted by the use of transportation.

The major sources of air and greenhouse gas (GHG) emission that the Group associated are energy consumptions in regard to the purchased electricity used in the Group's offices and daily operation.

The total GHG generated by the Group during the reported period ended 31 December 2022 were 48,940 Kg CO₂-eq, comprising direct emission from motor vehicle gasoline, indirect emission from purchased electricity and other indirect emission from fresh water usage.

環境保護

本集團高度重視環境保護，並將節能、節水、廢棄物管理、空氣質量管理等方面的可持續發展措施落實到日常營運中，以盡量減少資源的使用並減少各種排放物。本集團遵守適用法律及法規，包括《中華人民共和國環境保護法》及香港《噪音管制條例》的適用性指引。

I. 排放物

有害及無害廢棄物

本集團主要從事提供視像顯示解決方案及資訊科技諮詢服務，我們的營運消耗有限的天然資源，因此對環境的影響相對較低，此外，本集團於日常業務過程中並無產生大量有害廢棄物。主要廢棄物為本集團營運所產生辦公室紙張等無害固體廢棄物。

溫室氣體排放

本集團已實施多項措施減少溫室氣體排放，以減輕對環境的影響。本集團亦鼓勵僱員盡量使用電子通訊，透過長途電話或其他線上通訊工具進行日常討論及交流，以減少非必要的商務出差，並避免使用交通工具所排放的污染增加。

與本集團有關的廢氣及溫室氣體排放的主要來源為用於本集團辦公室及日常營運的已購買電力所涉及的能源消耗。

本集團於截至二零二二年十二月三十一日止報告期間產生的溫室氣體總量為48,940千克二氧化碳當量，包括汽車汽油的直接排放、已購買電力的間接排放及淡水使用的其他間接排放。

II. Use of Resource

The Group is committed to conserving resources for the purposes of protecting the environment and enhancing operation efficiency. To pursue the Group's commitment of environmental protection, the Group has implemented multiple measures in enhancing energy efficiency, minimizing the use of paper, reducing water and energy consumption and driving behavioural changes of employees. Through active monitoring and managing the use of resources, the Group aims to reduce the Group's operating costs as well as our carbon footprint.

The following procedures and operation guideline were designed to conserve resources:

Energy

- Room lights and air conditioners must be switched off when they are not in use.
- Use of natural light is maximized as far as practical.
- Use separate light switches for different light zones.
- Air-conditioner filter and fan coil are cleaned regularly.

Water

- Water taps are constantly checked to avoid the water dripping.
- Leakage tests on concealing piping and checking for overflowing tanks are regularly carried out.

Other Office Consumable

- Stationeries are distributed on a needed basis and reusable stationeries are employed.
- Other than formal documents, paperless working environment is promoted in the Group.
- Recycled papers are encouraged to be used whenever possible when photocopy for internal documentation.
- Used ink cartridges are either recycled through public recycle bin or collected by suppliers.

II. 資源使用

本集團致力於節約資源，以保護環境及提高經營效率。為踐行本集團對環境保護的承諾，本集團已實行多項措施，以提高能源效率、減少紙張使用、減少用水及能源消耗，並促使員工行為轉變。透過積極監察及管理資源使用，本集團致力減少本集團經營成本及碳足跡。

以下程式及營運指引乃為節約資源而設立：

能源

- 不使用時關閉室內照明及空調。
- 盡量增加使用自然光。
- 不同照明區使用獨立照明開關。
- 定期清洗空調過濾網及風扇盤管。

水

- 經常檢查水龍頭以避免滴漏水情況。
- 定期對隱蔽管道進行滲漏測試及檢查儲水池是否溢滿。

其他辦公耗材

- 文具按需要分配，並使用可重複使用的文具。
- 除正式檔外，本集團推行無紙化辦公。
- 鼓勵盡可能在影印內部檔時使用再造紙。
- 已使用墨水匣通過公共回收箱回收，或由供應商回收。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The Environmental and Natural Resources

- The nature of the Group's business does not involve in any significant impacts on the environmental and natural resources. The relevant principles and policies on managing emission and use of resources are already disclosed above.

環境及天然資源

- 本集團業務性質不涉及對環境及天然資源產生任何重大影響。管理排放及資源使用的相關原則及政策已於上文中披露。

III. Environmental Performance Indicator

In accordance with the ESG Reporting Guide set out by the Stock Exchange, the data of the "Emission" and "Use of Resource" of the Group during the reporting period as follows.

Emission

Energy use and emission

能源使用及排放

Units

單位

Energy use and emission	能源使用及排放	Units	Seven-month period ended 31 December 2022 截至二零二二年十二月三十一日止七個月期間	Year ended 31 May 2022 截至二零二二年五月三十一日止年度
Electricity	電力	kWh 千瓦時	39,960	9,416
Intensity of energy	能源密度	kWh/employee 千瓦時/僱員	465	200
Motor Vehicle Gasoline	汽車汽油	L 升	3,618	5,422
Intensity of energy	能源密度	L/employee 升/僱員	42	115
GHG	溫室氣體	Kg CO ₂ -eq 千克二氧化碳當量	48,940	43,109
Intensity of GHG	溫室氣體密度	Kg CO ₂ -eq/employee 千克二氧化碳當量/僱員	569	912

III. 環境績效指標

根據聯交所所載環境、社會及管治報告指引，本集團於報告期間的「排放物」及「資源使用」數據如下。

排放物

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Use of Resource

資源使用

Resource use	資源使用	Units 單位	Seven-month period ended 31 December 2022 截至 二零二二年 十二月三十一日 止七個月期間	Year ended 31 May 2022 截至 二零二二年 五月三十一日 止年度
Water	水	m ³ 立方米	347	78
Intensity of water consumption	用水密度	m ³ /employee 立方米/僱員	4.03	1.66

Social

I. Employment and Labour Practice

The Group recognizes the Group's success and market leadership are closely linked to the support from our dedicated, hard-working and task-oriented employees. The Groups recognizes that employees are the Group's most valuable assets and vital to achieving the Group's sustainability and long-term growth.

The Group strictly abide by all applicable laws and regulations in locations where it operates, including but not limited to the "Labour Contract Law of the People's Republic of China", the "Labour Law of the People's Republic of China", the "Law on Protection of Minors of the People's Republic of China", the "Law of Prevention and Control of Occupational Diseases of the People's Republic of China" and Employment Ordinance (Cap 57 of the Laws of Hong Kong). We forbade all kinds of non-compliance employment, forced labour and child labour. During the reporting period, the Group was not aware of any material non-compliance concerning employment-related laws and regulations in all area of operation.

The Group is also committed to safeguarding the legitimate rights and interests of employees, maintaining their physical and mental health and providing various benefit, in addition to providing vast opportunities of career development for every employee, striving to match employee's personal and business development goals of the Group through a comprehensive training system, effective incentive mechanism and fair competition platform, so that the mutual benefits for employees and the enterprise can be achieved.

社會

I. 僱傭及勞工常規

本集團認為，本集團的成功及市場領先地位與我們僱員的奉獻、辛勤工作及任務至上給予的支持緊密相連。本集團認為，僱員乃本集團最寶貴的資產，對本集團持續及長期發展至關重要。

本集團嚴格遵守營運所在地的所有適用法律及法規，包括但不限於《中華人民共和國勞動合同法》、《中華人民共和國勞動法》、《中華人民共和國未成年人保護法》、《中華人民共和國職業病防治法》及《僱傭條例》(香港法例第57章)。我們禁止各類違規僱傭、強迫勞工及童工。於報告期間，本集團並不知悉於所有營運範疇有任何嚴重違反僱傭相關法律及法規的情況。

本集團亦致力保障員工的合法權益，維護員工的身心健康，提供各種福利，同時為每一位員工提供廣闊的職業發展機會，通過完善的培訓體系、有效的激勵機制及公平競爭平台，努力使員工個人與本集團企業發展目標相匹配，實現員工與企業的互利共贏。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Employment Practice

The Group is committed to build a harmonious working atmosphere for employees through encouraging mutual respect which ultimately promotes work creativity, flexibility and commitment.

As at 31 December 2022, the Group had 86 (31 May 2022: 45) employees. In order to cope with the continuously growing of business scale, the Group acquires talents from different aspects and backgrounds to join the Group's globalized team. The Group strictly complies with the relevant laws and regulations in the Group's employment process, such as recruitment, dismissal, promotion and setting up of remuneration packages of employees regardless of where the Group operates. The legitimate rights and interests of employees are protected in accordance with laws and regulations.

Employment

- The Group attaches great importance to the basic rights and interests of the employees, the entering into of employment contracts with all employees, and the provision of relevant social insurances and employee's compensation insurance and medical insurance to all employees.
- The Group is an equal opportunities employer, committed to eliminating sex, age, race, disability and religious discrimination in employment and emphasizing on the performance and experience of the staffs in promotion or recruitment. A fair and structural staff performance assessment is set for making promotion and salary increment decisions. Staff appraisal will be conducted annually to assess work performance.

There was no non-compliance with relevant laws and regulations relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare noted in the seven-month period ended 31 December 2022.

僱傭常規

本集團致力於透過鼓勵相互尊重，為僱員建造和諧工作環境，從根本上提高工作創造力、靈活性及承擔。

於二零二二年十二月三十一日，本集團有86名(二零二二年五月三十一日：45名)僱員。為配合持續增長的業務規模，本集團吸納不同行業背景的人才加入本集團的全球團隊內。無論本集團在何處經營業務，本集團在僱傭過程中，如招聘、解僱、晉升及設立僱員的薪酬待遇時嚴格遵守相關法律及法規。僱員的合法權益受相關法律及法規所保護。

僱傭

- 本集團高度重視僱員的基本權益，與所有僱員訂立僱傭合同，及為所有僱員提供有關社會保險，以及僱員補償保險及醫療保險。
- 本集團是奉行機會平等原則的僱主，致力於消除就業中的性別、年齡、種族、殘障及宗教歧視，並於晉升及招聘中強調員工表現及經驗。本集團已針對晉升及加薪決策制定公平及結構化的員工績效考核。每年將進行員工考評以評核工作績效。

截至二零二二年十二月三十一日止七個月期間，概無違反有關補償及解僱、招聘及晉升、工作時間、休息時間、機會平等、多元化、反歧視，以及其他利益及福利的法律及法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The following table sets out the workforce by gender, employment type, age group and geographical region and as at 31 December 2022 and the employee turnover rate by gender, employment type, age group and geographical region for the seven-month period ended 31 December 2022:

下表載列於二零二二年十二月三十一日按性別、僱傭類別、年齡組別及地理區域劃分的勞動力以及截至二零二二年十二月三十一日止七個月期間按性別、僱傭類別、年齡組別及地理區域劃分的僱員流失率：

		Workforce Headcount	Employee turnover rate%	Gender ratio (Male:Female)
		勞動力總人數	僱員流失率%	性別比例 (男:女)
Gender	性別			
Male	男性	63	5.1	N/A 不適用
Female	女性	23	0	N/A 不適用
Employment type	僱傭類別			
Senior level staff	高級職員	8	0	6:2
Administrative staff	行政僱員	8	0	1:7
Operation staff	營運僱員	70	5.1	56:14
Age group	年齡組別			
30 and below	30歲及以下	43	7.7	N/A 不適用
31-40	31歲-40歲	25	5.6	N/A 不適用
41-50	41歲-50歲	15	0	N/A 不適用
Above 50	50歲以上	3	0	N/A 不適用
Geographical region	地理區域			
Hong Kong	香港	15	0	N/A 不適用
PRC	中國	57	4.3	N/A 不適用
Macau	澳門	8	12.5	N/A 不適用

Health and Safety

- The Group is dedicated to providing a healthy and safe workplace to its employees. The promotion of occupational and health measures at workplace are regarded as essential to our businesses and operations of the Group. The Group committed to undertaking various occupational health and safety measures to relevant laws and regulations, including but not limited to the Law of People's Republic of China on the Prevention and Control of Occupational Diseases and Occupational Safety and Health Ordinance (Cap 509 of the Laws of Hong Kong). Appropriate occupational and health manuals relevant to the Group's businesses are adopted by the core business units. Risk assessments of workstations are conducted constantly to identify and assess the risks to the safety and health of the employees, and to decide whether existing measures are adequate.

健康與安全

- 本集團致力為其僱員提供一個健康安全的工作場所。於工作場所推廣職業健康措施視為本集團業務及營運的重要環節。本集團承諾根據相關法律及法規採取各種職業健康與安全措施，包括但不限於《中華人民共和國職業病防治法》及《職業安全及健康條例》(香港法例第509章)。各核心業務單位已採納與本集團業務相關的適用職業健康手冊，持續對業務站點進行風險評估，以識別及評估僱員安全及健康方面的風險，並確定現有措施是否足夠。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

- First aid kits are located at convenient locations and are properly maintained in the office, workshop(s) and warehouse(s).
- Workplace safety posters were display at prominent location in the warehouse(s) of the Group to remind the staff of safety.

There was no non-compliance with relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards noted for the seven-month period ended 31 December 2022.

The following table sets out the number and rate of work-related fatalities of the Group for the seven-month period ended 31 December 2022:

		Headcount 總人數	Rate 比率
Work-related fatalities	因工作關係而死亡	—	—

For the seven-month period ended 31 December 2022, the Group has not incurred any lost days due to work injury of its employees.

Development and Training

- The Group believes that training is an important path to improve the overall work quality and offer comprehensive development to the employees. The Group encourages our employees to attend external or internal training courses to enhance their competence and job-related knowledge.
- Experienced/Senior employees will provide supervision to the newcomers/subordinates in order to enhance communication and team spirits within the Group, and to improve their technical skills and managerial capability.

- 於辦公室、車間及倉庫方便可得的位置放置急救包，並妥善維護。
- 於本集團倉庫的顯眼位置張貼工作場所安全海報，提醒工作人員注意安全。

截至二零二二年十二月三十一日止七個月期間，概無違反有關提供安全工作環境及保護僱員免受職業危害的相關法律及法規。

下表載列截至二零二二年十二月三十一日止七個月期間本集團因工作關係而死亡的人數及比率：

截至二零二二年十二月三十一日止七個月期間，本集團並無因僱員工傷而損失工作日數。

發展及培訓

- 本集團認為培訓是提高整體工作質量及為僱員提供全面發展的重要途徑。本集團鼓勵其僱員參加外部或內部培訓課程以加強彼等的能力及工作相關知識。
- 經驗豐富／高級僱員將對新入職員工／下屬提供指導監督，以加強本集團內部的溝通及團隊精神，並提高其技術技能及管理能力。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The following table sets out the percentage of employees trained by gender and employment type and the average training hours completed per employee by gender and employment type of the Group for the seven-month period ended 31 December 2022:

下表載列本集團截至二零二二年十二月三十一日止七個月期間按性別及僱傭類別劃分的受訓僱員百分比及按性別及僱傭類別劃分的每名僱員完成受訓的平均時數：

		Percentage of employees trained	Average training hours completed per employee
		受訓僱員百分比	每名僱員完成受訓的平均時數
		%	Hour
		百分比	時數
Gender	性別		
Male	男性	11	2.5
Female	女性	2	2.5
Employment type	僱傭類別		
Administrative staff	行政僱員	0	0
Operation staff	營運僱員	13	2.5

Labour Standard

- The Group respects human rights and has a zero-tolerance policy towards the employment of forced labour and child labour. Upon joining the Group, each staff is required to fill in a recruitment form. Should the staff provide false identity or false personal particulars, he/she would be considered to have committed serious breach of the Group's rules and regulations and his/her employment would be terminated immediately.

There was no non-compliance with relevant laws and regulations relating to preventing child and forced labour noted in the seven-month period ended 31 December 2022.

勞工準則

- 本集團尊重人權並對僱用強制勞工及童工採取零容忍政策。入職本集團時，每名員工須填寫一份招聘表格。倘員工提供虛假身份或虛假個人資料，將被視為嚴重違反本集團的規則及條例並立即終止僱傭關係。

截至二零二二年十二月三十一日止七個月期間，概無違反有關防止僱用童工及強制勞工的相關法律及法規。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

II. Operating Practice

Supply Chain Management

- The goods from the suppliers must be checked by the Group's qualified engineer for product quality and safety and will be stored in our warehouse.
- All parts suppliers of our electronic equipment must comply with national or international safety standard.
- If the suppliers fail to maintain the safety standard of their products, the Group will eliminate the aforesaid supplier from the approved supplier list.
- Annual supplier evaluation will be conducted by management.

Product Responsibility

- The Group poses a fair marketing concept that commits not making dishonest allegation of our competitors in order to mislead the customers during their decision-making. Moreover, the Group would not acquire confidential information of a competitor via espionage, the subordination of the competitor's employees or through any other improper means.
- The Group has committed to supply the goods and services that meet the reasonable expectations of our customers. We provide customers with effective mechanism to lodge complaints and manage such complaints with due care. Besides, the Group respects the confidentiality of our customers and their commercial information. We do not disclose such information to protect their privacy.

There was no non-compliance with relevant laws and regulations relating to health, safety, advertising, bid-rigging and privacy matters relating to products and services provided and methods of redress noted in the seven-month period ended 31 December 2022.

Privacy Protection

- The Group strictly complied with The Personal Data (Privacy) Ordinance (Cap 486 of Laws of Hong Kong)
- The Group committed to upholding intellectual property rights. All employees were educated and expected to protect intellectual property rights and avoid any infringement.

II. 營運慣例

供應鏈管理

- 供應商提供的貨物須經本集團合資格工程師進行產品質量及安全檢查，並存放於我們的倉庫中。
- 電子設備的所有零件供應商須符合國家或國際安全標準。
- 倘供應商未能保持產品安全標準，本集團會將上述供應商從經批准供應商名單中剔除。
- 管理層每年對供應商進行評估。

產品責任

- 本集團秉持公平營銷的理念，不會對競爭對手提出不實指控誤導客戶決策。此外，本集團不會通過間諜活動、僱用競爭對手的僱員或任何其他不正當手段獲取競爭對手的機密資料。
- 本集團承諾提供符合客戶合理期望的商品及服務。本集團設有有效的客戶投訴機制並妥善處理有關投訴。此外，本集團尊重客戶及其商業資訊的保密性。我們不會披露此類資訊，以保護彼等的私隱。

截至二零二二年十二月三十一日止七個月期間，概無違反有關提供產品及服務方面的健康、安全、廣告、招標及私隱事宜及補救措施的相關法律及法規。

私隱保護

- 本集團嚴格遵守《個人資料(私隱)條例》(香港法例第486章)
- 本集團致力維護知識產權。全體僱員均已接受教育，並期望僱員將保護知識產權及避免任何侵權行為。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Anti-corruption

- The Group strictly complied with applicable laws and regulations against corruption, bribery, extortion, fraud and money laundering, including but not limited to the Laws of Anti Competition of the People's Republic of China, the Criminal Law of the People's Republic of China and Prevention of Bribery Ordinance of Hong Kong.
- The Group refuses bribery, corruption, extortion and money laundering activities. Employees shall report any misconduct to its manager. A whistle-blowing email has been setup for reporting such incidents and senior management will be responsible for investigation if deem necessary.
- The Group is listed on the GEM of the Stock Exchange and has strict guidelines for directors and senior management for any disclosure of conflict of interest. Besides, directors or senior management are required to take certain hours of training each year.

There was no non-compliance with relevant laws and regulations against bribery, extortion, fraud and money laundering noted in the seven-month period ended 31 December 2022.

III. COMMUNITY

Community Investment

- Social responsibility is one of the Group's cultures. We are committed to striving for the betterment of society and hold strongly the belief that a business organization should not detach itself from its social responsibility.
- The Group encourage its employee to participate in volunteer activities in order to give back to the society and people in need.

反貪污

- 本集團嚴格遵守有關貪污、賄賂、勒索、欺詐及洗黑錢的適用法律及法規，包括但不限於《中華人民共和國反競爭法》、《中華人民共和國刑法》及香港《防止賄賂條例》。
- 本集團拒絕賄賂、貪污、勒索及洗黑錢活動。僱員應向經理報告任何不當行為。本集團已設立舉報電郵以供報告有關事件，而高級管理層將負責在必要時進行調查。
- 本集團於聯交所GEM上市，已針對董事及高級管理層制定嚴格的利益衝突披露指引。另外，董事或高級管理層每年須接受一定時數的培訓。

截至二零二二年十二月三十一日止七個月期間，概無違反有關賄賂、勒索、欺詐及洗黑錢的相關法律及法規。

III. 社區

社區投資

- 社會責任是本集團文化的其中一部分。我們致力為改善社會獻力並堅信企業組織不應脫離社會責任。
- 本集團鼓勵僱員參與義工活動，以回饋社會及有需要人士。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Index to the ESG Reporting Guide

《環境、社會及管治報告指引》內容索引
 範疇：環境

Area: Environmental
 Disclosure Indicator
 披露指標

Section
 章節

Area: Environmental Disclosure Indicator 披露指標			Section 章節
A1: Emissions	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 air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Emission
A1: 排放物	一般披露	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。	排放物
	A1.1	The types of emissions and respective emissions data.	Emission
	A1.1	排放物種類及相關排放數據。	排放物
	A1.2	Greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Environmental Performance Indicator
	A1.2	溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	環境績效指標
	A1.3	Total hazardous waste produced (in tons) and where appropriate, intensity (e.g. per unit of production volume, per facility).	Emission
	A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
	A1.4	Total non-hazardous waste produced (in tons) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emission
	A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
	A1.5	Description of measures to mitigate emissions and results achieved.	Emission
	A1.5	描述減低排放量的措施及所得成果。	排放物
	A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Emission
	A1.6	描述處理有害及無害廢棄物的方法、減低產生量的措施及所得成果。	排放物

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Disclosure Indicator 披露指標			Section 章節
A2: Use of Resources A2: 資源使用	General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resource 資源使用
	A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Environmental Performance Indicator 環境績效指標
	A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Environmental Performance Indicator 環境績效指標
	A2.3	Description of energy use efficiency initiatives and results achieved. 描述能源使用效益計劃及所得成果。	Use of Resource 資源使用
	A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved. 描述求取適用水源上可有任何問題, 以及提升用水效益計劃及所得成果。	N/A 不適用
	A2.5	Total packaging materials used for finished products (in tons) and, where appropriate, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	N/A 不適用
A3: Environmental and Natural Resources A3: 環境及天然資源	General Disclosure 一般披露	Policies on minimizing the issuer's significant impact 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。	Emission 排放物
	A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	The Environmental and Natural Resources 環境及天然資源

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Area: Social

範疇：社會

Disclosure Indicator
披露指標

Section
章節

Employment and Labour Standard 僱傭及勞工準則

B1: Employment	General Disclosure	Information on the policies and 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.	Employment and Labour Practice
B1：僱傭	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政策，及遵守對發行人有重大影響的相關法律及規例的資料。	僱傭及勞工常規
	B1.1	Total workforce by gender, employment type, age group and geographical region.	Employment Practice
	B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	僱傭常規
	B1.2	Employee turnover rate by gender, age group and geographical region.	Employment Practice
	B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	僱傭常規
B2: Health and Safety	General Disclosure	Information on the policies and 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.	Health and Safety
B2：健康與安全	一般披露	有關提供安全工作環境及保障僱員避免職業性危害的政策，及遵守對發行人有重大影響的相關法律及規例的資料。	健康與安全
	B2.1	Number and rate of work-related fatalities.	Health and Safety
	B2.1	因工作關係而死亡的人數及比率。	健康與安全
	B2.2	Lost days due to work injury.	Health and Safety
	B2.2	因工傷損失工作日數。	健康與安全
	B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Health and Safety
	B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	健康與安全

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Disclosure Indicator 披露指標			Section 章節
B3: Development and Training	General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training
B3: 發展及培訓	一般披露	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。	發展及培訓
	B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management).	Development and Training
	B3.1	按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	發展及培訓
	B3.2	The average training hours completed per employee by gender and employee category.	Development and Training
	B3.2	按性別及僱員類別劃分,每名僱員完成受訓的平均時數。	發展及培訓
B4: Labour Standard	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 preventing child and forced labour.	Labour Standard
B4: 勞工準則	一般披露	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。	勞工準則
	B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standard
	B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。	勞工準則
	B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standard
	B4.2	描述在發現違規情況時消除有關情況所採取的步驟。	勞工準則
Operation Practice			
營運慣例			
B5: Supply Chain Management	General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management
B5: 供應鏈管理	一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理
	B5.1	Number of suppliers by geographical region.	Supply Chain Management
	B5.1	按地區劃分的供應商數目。	供應鏈管理

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Disclosure Indicator 披露指標			Section 章節
	B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	Supply Chain Management
	B5.2	描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目、以及有關慣例的執行及監察方法。	供應鏈管理
B6: Product Responsibility	General Disclosure	Information on the policies and compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility
B6：產品責任	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政策，及遵守對發行人有重大影響的相關法律及規例的資料。	產品責任
	B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	
	B6.1	已售或已運送產品總數中因安全與健康理由而須回收的百分比。	
	B6.2	Number of products and service-related complaints received and how they are dealt with.	Product Responsibility
	B6.2	接獲關於產品及服務的投訴數目以及應對方法。	產品責任
	B6.3	Description of practices relating to observing and protecting intellectual property rights.	Privacy Protection
	B6.3	描述與維護及保障知識產權有關的慣例。	私隱保護
	B6.4	Description of quality assurance process and recall procedures.	
	B6.4	描述質量檢定過程及產品回收程式。	
	B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Privacy Protection
	B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	私隱保護

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Disclosure Indicator 披露指標			Section 章節
B7: Anti-corruption 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 bribery, extortion, fraud and money laundering.	Anti-corruption
B7: 反貪污	一般披露	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。	反貪污
	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.	Anti-corruption
	B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污
	B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Anti-corruption
	B7.2	描述防範措施及舉報程式，以及相關執行及監察方法。	反貪污
Community			
社區			
B8: Community investment	General Disclosure	Policies on community engagement to understand the needs of communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community
B8: 社區投資	一般披露	有關以社區參與來瞭解發行人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。	社區
	B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Community
	B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	社區
	B8.2	Resources contributed (e.g. money or time) to the focus area.	Community
	B8.2	在專注範疇所動用資源(如金錢或時間)。	社區

Report of the Board of Directors

董事會報告

The Directors are pleased to present their report together with the audited consolidated financial statements of the Company for the seven-month period ended 31 December 2022.

Principal Activities

The Company is an investment holding company. The Group is principally engaged in (1) the provision of visual display solution services for concerts and events in Hong Kong, Macau and the People's Republic of China (excluding Hong Kong, Macau and Taiwan for the purpose of this report, the "PRC") and (2) the provision of information technology consulting services in the PRC (the "Business"). The principal activities of its subsidiaries are set out in note 37 to the audited consolidated financial statements.

Results and Dividends

The financial performance of the Group for the seven-month period ended 31 December 2022 and the financial position of the Group as at that date are set out in the audited consolidated financial statements on pages 87 to 93 of this annual report.

The Directors do not recommend the payment of any dividend in respect of the seven-month period ended 31 December 2022.

Financial Summary

A summary of the published results and of the assets and liabilities of the Group for the last five years is set out on page 172 of this annual report.

Significant Investments and Future Plans for Material Investments and Capital Assets

Save as disclosed in the section headed "Significant Investments, Material Acquisitions and Disposals Of Subsidiaries", during the seven-month period ended 31 December 2022, the Group did not have any significant investments.

Property, Plant and Equipment

Details of the movements in property, plant and equipment of the Group during the seven months ended 31 December 2022 are set out in note 18, 19 to the audited consolidated financial statements.

董事欣然呈報截至二零二二年十二月三十一日止七個月期間之董事會報告連同本公司經審核綜合財務報表。

主要業務

本公司為一間投資控股公司。本集團主要從事(1)為香港、澳門及中華人民共和國(於本報告而言並不包括香港、澳門及台灣) (「中國」)的演唱會及活動提供視像顯示解決方案服務及(2)在中國提供資訊科技諮詢服務(「業務」)。其附屬公司的主要業務載於經審核綜合財務報表附註37。

業績及股息

本集團截至二零二二年十二月三十一日止七個月期間的財務表現以及本集團於該日的財務狀況載於本年報第87至93頁之經審核綜合財務報表。

董事不建議就截至二零二二年十二月三十一日止七個月期間派付任何股息。

財務摘要

本集團過往五年之已刊發業績以及資產及負債概要載於本年報第172頁。

重大投資與重大投資及資本資產的未來計劃

除「重大投資、重大收購及出售附屬公司」一節所披露者外，截至二零二二年十二月三十一日止七個月期間，本集團並無任何重大投資。

物業、廠房及設備

截至二零二二年十二月三十一日止七個月，本集團物業、廠房及設備的變動詳情載於經審核綜合財務報表附註18、19。

Report of the Board of Directors (Continued)

董事會報告(續)

Bank Borrowings

Particulars of bank borrowings of the Group at 31 December 2022 are set out in note 27 to the audited consolidated financial statements.

銀行借款

於二零二二年十二月三十一日，本集團銀行借款詳情載於經審核綜合財務報表附註27。

Interest Capitalised

The Group has not capitalised any interest during the seven months ended 31 December 2022.

利息資本化

截至二零二二年十二月三十一日止七個月，本集團並無資本化任何利息。

Share Capital

Details of movements in the share capital of the Company during the seven months ended 31 December 2022 are set out in note 30 to the audited consolidated financial statements.

股本

截至二零二二年十二月三十一日止七個月，本公司股本之變動詳情載於經審核綜合財務報表附註30。

Reserves

Details of movements in reserves of the Group and the Company during the seven months ended 31 December 2022 are set out in note 19 to the consolidated statement of changes in equity and note 31 to the audited consolidated financial statements respectively.

儲備

截至二零二二年十二月三十一日止七個月，本集團及本公司的儲備變動詳情分別載於綜合權益變動表附註19及經審核綜合財務報表附註31。

Distributable Reserves

As at 31 December 2022, the reserves of the Company available for distribution to shareholders amounted to HK\$41,823,810. Under the Companies Law of the Cayman Islands, the share premium of the Company may be applied for paying distributions or dividends to shareholders subject to the provisions of the Company's articles of association and provided that immediately following the payment of distributions or dividends, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

可供分派儲備

於二零二二年十二月三十一日，本公司可分派予股東的儲備為41,823,810港元。根據開曼群島公司法，本公司之股份溢價可能用作本公司向股東作出分派或支付股息，惟須受本公司組織章程細則條文所規限，且本公司於緊隨作出有關分派或支付股息後須有能力支付其於日常業務中到期之債務。

Purchase, Sale or Redemption of Listed Securities

The Company did not redeem its listed securities, nor did the Company or any of its subsidiaries purchase, cancel or sell any of such listed securities for the seven-month period ended 31 December 2022.

購買、出售或贖回上市證券

截至二零二二年十二月三十一日止七個月期間，本公司並無贖回其上市證券，本公司或其任何附屬公司亦無購買、註銷或出售本公司任何上市證券。

Report of the Board of Directors (Continued)

董事會報告(續)

Directors

The Directors of the Company during the seven-month period ended 31 December 2022 and up to the date of this report were as follows:

Executive Directors

Mr. Ma Lie (*Chairman*)
Mr. Yeung Ho Ting Dennis (*Chief executive officer*)
Mr. Tam Chun Yu
Ms. Zhang Yan Ling

Independent Non-Executive Directors

Mr. Chen Yue
Mr. Cui Hai Bin
Mr. Ji Gui Bao
Ms. Jiang Yu E
Mr. Li Xiao Hua

Pursuant to article 108(a) of the Articles, at each annual general meeting, at least one-third of the Directors shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

Confirmation of Independence

Each independent non-executive Director has given the Company an annual confirmation of independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers that all the independent non-executive Directors are independent and meet the independent guidelines set out in Rule 5.09 of the GEM Listing Rules.

Directors' Service Contracts and Letters of Appointment

(a) Executive Directors

Each of the executive Directors entered into a service contract with the Company for a term of three years, which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is subject to retirement by rotation of Directors as set out in the Articles.

董事

截至二零二二年十二月三十一日止七個月期間及直至本報告日期，本公司董事如下：

執行董事

馬烈先生(主席)
楊浩廷先生(行政總裁)
譚震宇先生
張豔玲女士

獨立非執行董事

陳越先生
崔海濱先生
紀貴寶先生
姜玉娥女士
李曉華先生

根據章程細則第108(a)條，於每屆股東週年大會上，至少三分之一的董事須至少每三年輪值退任一次。退任董事有資格膺選連任。

獨立性確認書

各獨立非執行董事已根據GEM上市規則第5.09條向本公司發出有關獨立性之年度確認書。本公司認為，全體獨立非執行董事均獨立，且符合GEM上市規則第5.09條所載之獨立性指引。

董事之服務合約及委任函

(a) 執行董事

各執行董事已與本公司訂立服務合約，任期為三年，服務合約可經一方至少提前一個月向另一方送達通知予以終止。董事的服務期限亦須受章程細則所載董事輪值退任條文所規限。

(b) Independent non-executive Directors

Each of the independent non-executive Directors signed a letter of appointment with the Company for a term of three years, which may be terminated by not less than one month's notice served by either party on the other. The term of service of a Director is subject to the provisions on retirement by rotation of Directors as set out in the Articles.

Save as disclosed above, none of the Directors has or is proposed to have a service contract with the Company or any of its subsidiaries (other than contracts expiring or determinable by the Company or its subsidiaries, as applicable within one year without payment of compensation other than statutory compensation).

Emoluments of Directors and Five Highest Paid Individuals

The emolument of the Directors is recommended by the Remuneration Committee by reference to the benchmarking of the market. The Company also looks into individual Director's competence, duties, responsibilities, performance.

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in notes 14 to the audited consolidated financial statements.

Directors' and Senior Management's Biographies

Biographical details of the Directors and the senior management of the Group are set out on pages 76 to 81 of this annual report.

Directors' and Controlling Shareholders' Interests in Contracts

Save as disclosed in this annual report, none of the Directors or an entity connected with any of them had any material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance in relation to the business of the Group to which the Company or any of its subsidiaries, parent company or subsidiaries of the parent company was a party and subsisting at any time during or at the end of the seven months ended 31 December 2022.

(b) 獨立非執行董事

各獨立非執行董事已與本公司訂立委任函，為期三年，可經一方至少提前一個月向另一方送達通知予以終止。董事的服務期限亦須受章程細則所載董事輪值退任條文所規限。

除上文所披露者外，概無董事與本公司或其任何附屬公司訂立或擬訂立任何服務合約（於一年內屆滿或可由本公司或其附屬公司（如適用）免付賠償（法定賠償除外）而終止的合約除外）。

董事及五名最高薪酬人士之薪酬

董事薪酬由薪酬委員會參考市場基準建議。本公司亦會考慮個別董事的能力、職責、責任及表現。

本集團董事及五名最高薪酬人士之薪酬詳情載於經審核綜合財務報表附註14。

董事及高級管理層人員之履歷

本集團董事及高級管理層之履歷詳情載於本年報第76至81頁。

董事及控股股東於合約的權益

除本年報披露者外，概無任何董事或與彼等有關連的實體於本公司或其任何附屬公司、母公司或母公司的附屬公司於截至二零二二年十二月三十一日止七個月任何時間或期末訂立及存續的對本集團業務而言屬重大之任何交易、安排或合約中直接或間接擁有任何重大權益。

Report of the Board of Directors (Continued) 董事會報告(續)

As at 31 December 2022, 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.

於二零二二年十二月三十一日，本公司或其任何附屬公司並無與本公司控股股東或彼等的任何附屬公司訂立重大合約。

Director's Rights to Acquire Shares or Debt Securities

Save as disclosed in this annual report, at no time during the seven months ended 31 December 2022 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its specified undertakings as defined in the Companies (Directors' Report) Regulation or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

董事購入股份或債券的權利

除本年報所披露者外，於截至二零二二年十二月三十一日止七個月任何時間，本公司或其任何附屬公司或其任何同系附屬公司概無訂立任何安排，致使董事或本公司主要行政人員(包括彼等的配偶或十八歲以下的子女)有權認購本公司或其任何指明企業(定義見公司(董事報告)規例)的證券或藉購入本公司或任何其他法人團體的股份或債權證而獲取利益。

Management Contracts

As at 31 December 2022, the Company did not enter into or have any management and/or administration contracts in respect of the whole or any principal business of the Company.

管理合約

於二零二二年十二月三十一日，本公司並無訂立或擁有與本公司全部或任何主要業務的管理及/或行政管理有關的合約。

Directors' and Controlling Shareholders' Interests in Competing Business

During the seven months ended 31 December 2022 and up to the date of this annual report, the Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group from the listing date to the date of this annual report.

董事及控股股東在競爭業務中的權益

於截至二零二二年十二月三十一日止七個月及直至本年報日期，董事並不知悉董事或本公司控股股東或彼等各自的任何緊密聯繫人(定義見GEM上市規則)於上市日期起至本年報日期擁有任何對本集團業務構成或可能構成競爭的業務及權益，亦不知悉任何有關人士與本集團存在或可能存在任何其他利益衝突。

Compliance of Non-Competition Undertakings

Subsequent to the disposal of a total of 65% equity interest in the Group by Next Vision Management Limited (“Next Vision” or the “Original Controlling Shareholder”) on 18 February 2022 and 7 March 2022, Mr. Yeung Ho Ting Dennis, Mr. Chang Yu-shu, UCP Co., Ltd, Ms. Ching Hsiang-yun and Next Vision have ceased to hold, whether individually or collectively, 30% or more of the total number of issued shares of the Company and thus ceased to be regarded as controlling shareholders (as defined in the GEM Listing Rules). Therefore, the deed of non-competition entered into by Mr. Yeung Ho Ting Dennis, Mr. Chang Yu-shu, UCP Co., Ltd, Ms. Ching Hsiang-yun and Next Vision in favour of the Company (for itself and each of its subsidiaries) on 22 May 2017 (the “Deed of Non-Competition”) has ceased to have effect from 7 March 2022 according to its terms.

遵守不競爭承諾

Next Vision Management Limited (「Next Vision」或「原控股股東」)於二零二二年二月十八日及二零二二年三月七日出售所持本集團合共65%股權後，楊浩廷先生、張育書先生、UCP Co., Ltd、金祥雲女士及Next Vision不再單獨或共同持有本公司已發行股份總數30%或以上，故不再被視為控股股東(定義見GEM上市規則)。因此，楊浩廷先生、張育書先生、UCP Co., Ltd、金祥雲女士及Next Vision於二零一七年五月二十二日以本公司(為其本身及其各附屬公司)為受益人訂立的不競爭契據(「不競爭契據」)根據其條款自二零二二年三月七日起失效。

Report of the Board of Directors (Continued)

董事會報告(續)

Disclosure of Directors' Interests

(a) Interests and short positions of Directors and chief executive in the 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 or the chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

(i) Interests in the Company

Name of Director	Capacity/Nature of interest	Number of Shares (Note 1)	Percentage of shareholding
董事姓名	身份/權益性質	股份數目 (附註1)	持股百分比
Mr. Ma Lie 馬烈先生	Interest in a controlled corporation (Note 2) 受控制法團權益(附註2)	440,000,000 (L)	55.0%
Mr. Yeung Ho Ting Dennis 楊浩廷先生	Interest in a controlled corporation (Note 3) 受控制法團權益(附註3)	56,000,000 (L)	7.0%
Ms. Jiang Yu E 姜玉娥女士	Beneficial Owner 實益擁有人	2,994,000 (L)	0.37%
Mr. Cui Hai Bin 崔海濱先生	Beneficial Owner 實益擁有人	1,000,000 (L)	0.13%
Ms. Zhang Yan Ling 張豔玲女士	Beneficial Owner 實益擁有人	1,404,000 (L)	0.18%

Notes:

- The letter "L" denotes the person's long position in the shares.
- ST MA LTD is wholly owned by Mr. Ma Lie, the chairman, an executive Director and a controlling shareholder of the Company.
- Next Vision was beneficially owned by Mr. Yeung Ho Ting Dennis as to 75%. By virtue of the SFO, Mr. Yeung Ho Ting Dennis was deemed to be interested in the shares held by Next Vision.

董事權益之披露

(a) 董事及主要行政人員於本公司及其相聯法團的股份、相關股份及債權證中的權益及淡倉

於二零二二年十二月三十一日，董事或本公司最高行政人員於本公司或其相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第352條列入該條規定存置之登記冊的權益及淡倉；或根據GEM上市規則第5.46條所述董事進行證券交易的規定標準另行知會本公司及聯交所的權益及淡倉如下：

(i) 本公司權益

附註：

- 字母「L」代表相關人士於股份中的好倉。
- ST MA LTD由本公司主席、執行董事及控股股東馬烈先生全資擁有。
- Next Vision由楊浩廷先生實益擁有75%。根據證券及期貨條例，楊浩廷先生被視為於Next Vision持有的股份中擁有權益。

Report of the Board of Directors (Continued) 董事會報告(續)

(ii) Interest in associated corporation of the Company

(ii) 於本公司相聯法團中權益

Name of Director	Name of associated corporation	Capacity	Number of shares (Note 1) 股份數目 (附註1)	Percentage of shareholding 持股百分比
董事姓名	相聯法團名稱	身份	股份數目 (附註1)	持股百分比
Mr. Ma Lie 馬烈先生	ST MA LTD (Note 2) ST MA LTD (附註2)	Beneficial owner 實益擁有人	50,000,000 (L)	100.0%

Notes:

1. The letter "L" denotes the person's long position in the shares.
2. ST MA LTD is wholly owned by Mr. Ma Lie, the chairman, an executive Director and controlling shareholder of the Company.

附註：

1. 字母「L」代表相關人士於股份中的好倉。
3. ST MA LTD由本公司主席、執行董事及控股股東馬烈先生全資擁有。

Save as disclosed above, as at the date of this annual report, 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 or its associated corporations (within the meaning of Part XV of the SFO) which were recorded in the register required to be kept under section 352 of the SFO; or (ii) otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors as referred to in Rule 5.46 of the GEM Listing Rules.

除上文所披露者外，於本年報日期，概無董事或本公司最高行政人員於本公司或其相關法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有根據證券及期貨條例第352條列入該條規定存置之登記冊的權益或淡倉；或(ii)根據GEM上市規則第5.46條所述董事進行證券交易的規定標準另行知會本公司及聯交所的權益或淡倉。

Report of the Board of Directors (Continued) 董事會報告(續)

(b) Interests and short positions of the substantial shareholders and other persons in the shares and underlying shares of the Company

As at 31 December 2022, so far as it is known to the Directors, the following persons (not being a Director or chief executive of the Company) had interests or short positions in shares or underlying shares of the Company which were recorded in the register required to be kept under Section 336 of the SFO:

Name of shareholder	Capacity/Nature of interest	Number of Shares held/ Interested (Note 1) 持有／擁有 權益的 股份數目 (附註1)	Percentage of shareholding
股東名稱	身份／權益性質		持股百分比
ST MA LTD (Note 2) ST MA LTD (附註2)	Beneficial owner 實益擁有人	440,000,000 (L)	55.0%
Next Vision (Note 3) Next Vision (附註3)	Beneficial owner 實益擁有人	56,000,000 (L)	7.0%

Notes:

- The letter "L" denotes the person's long position in the shares.
- ST MA LTD is wholly owned by Mr. Ma Lie, the chairman, an executive Director and a controlling shareholder of the Company.
- Next Vision was beneficially owned by Mr. Yeung Ho Ting Dennis as to 75%. By virtue of the SFO, Mr. Yeung Ho Ting Dennis was deemed to be interested in the shares held by Next Vision.

Save as disclosed above, as at 31 December 2022, no interests or short positions in the shares or underlying shares of the Company was recorded in the register required to be kept pursuant to Section 336 of the SFO.

(b) 主要股東及其他人士於本公司的股份及相關股份中的權益及淡倉

於二零二二年十二月三十一日，據董事所知，下列人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有根據證券及期貨條例第336條列入該條規定存置之登記冊的權益或淡倉：

Name of shareholder	Capacity/Nature of interest	Number of Shares held/ Interested (Note 1) 持有／擁有 權益的 股份數目 (附註1)	Percentage of shareholding
股東名稱	身份／權益性質		持股百分比
ST MA LTD (Note 2) ST MA LTD (附註2)	Beneficial owner 實益擁有人	440,000,000 (L)	55.0%
Next Vision (Note 3) Next Vision (附註3)	Beneficial owner 實益擁有人	56,000,000 (L)	7.0%

附註：

- 字母「L」代表相關人士於股份中的好倉。
- ST MA LTD由本公司主席、執行董事及控股股東馬烈先生全資擁有。
- Next Vision由楊浩廷先生實益擁有75%。根據證券及期貨條例，楊浩廷先生被視為於Next Vision持有的股份中擁有權益。

除上文披露者外，於二零二二年十二月三十一日，概無於本公司股份或相關股份中擁有根據證券及期貨條例第336條列入該條規定存置之登記冊的權益或淡倉。

Share Option Scheme

The then sole shareholder of the Company conditionally adopted on 19 May 2017 the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out as follows:

1. Purpose of the Share Option Scheme

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 23 of the Listing Rules and is established to recognise and acknowledge the contributions that the Eligible Participants (as defined below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants (as defined below) an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivate the Eligible Participants (as defined below) to optimise their performance efficiency for the benefit of the Group; and (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants (as defined below) whose contributions are or will be beneficial to the long-term growth of the Group.

2. Participants of the Share Option Scheme

The Board may, at its discretion, offer to grant an option to the following persons (collectively the "Eligible Participants") to subscribe for such number of new shares as the Board may determine: (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries; (ii) any directors (including non-executive directors and independent non-executive directors) of the Company or any of its subsidiaries; and (iii) any advisers, consultants, suppliers, customers, distributors and such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Company and/or any of its subsidiaries.

3. Total number of shares available for issue under the Share Option Scheme and percentage of issued shares

As at the Latest Practicable Date, no share option has been granted under the Share Option Scheme. The maximum number of shares in respect of which options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 80,000,000 shares, representing 10% of the total number of shares in issue as at the Latest Practicable Date.

購股權計劃

本公司之當時唯一股東於二零一七年五月十九日有條件採納購股權計劃，購股權計劃之主要條款概要載列如下：

1. 購股權計劃的目的

購股權計劃為根據上市規則第23章而籌備的一項股份獎勵計劃，旨在肯定及嘉許合資格參與者(定義見下文)對本集團作出或可能已作出的貢獻。購股權計劃將向合資格參與者(定義見下文)提供機會於本公司擁有個人權益，以達致下列目標：(i)激勵合資格參與者(定義見下文)為本集團的利益而優化其表現效率；及(ii)吸引及挽留合資格參與者(定義見下文)或以其他方式與該等合資格參與者保持持續業務關係，而該等合資格參與者的貢獻乃對或將會對本集團的長遠發展有利。

2. 購股權計劃參與者

董事會可酌情決定向下列人士(統稱「合資格參與者」)授出購股權，以認購董事會可能釐定的相關新股份數目：(i)本公司或其任何附屬公司的任何全職或兼職僱員、行政人員或高級職員；(ii)本公司或其任何附屬公司的任何董事(包括非執行董事及獨立非執行董事)；及(iii)董事會全權認為將對或已對本公司及/或其任何附屬公司作出貢獻的任何顧問、諮詢人、供應商、客戶、分銷商及其他有關人士。

3. 根據購股權計劃可供發行的股份總數及已發行股份百分比

於最後實際可行日期，概無根據購股權計劃授出任何購股權。根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限合共不得超過80,000,000股股份，佔於最後實際可行日期已發行股份總數之10%。

Report of the Board of Directors (Continued) 董事會報告(續)

4. Maximum entitlement of each participant under the Share Option Scheme

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised and outstanding options) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant. Any further grant of options in excess of this 1% limit shall be subject to: (i) the issue of a circular by the Company containing the identity of the Eligible Participant, the numbers of and terms of the options to be granted (and options previously granted to such participant), the information as required under Rules 23.02(2)(d) and the disclaimer required under 23.02(4) of the GEM Listing Rules; and (ii) the approval of the Shareholders in general meeting and/or other requirements prescribed under the Listing Rules from time to time with such Eligible Participant and his close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a core connected person) abstaining from voting.

5. The period within which an option must be exercised under the Share Option Scheme and performance target

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, but shall not be more than 10 years from the date upon which the option is deemed to be granted and accepted. A grantee may be required to achieve any performance targets as the Board may then specify in the grant before any options granted under the Share Option Scheme can be exercised.

6. The minimum period for which an option must be held before it can be exercised

There is no minimum period for which an option granted must be held before it can be exercised except otherwise imposed by the Directors.

4. 根據購股權計劃每名參與者的配額上限

已發行及因於直至授出日期止任何12個月期間根據購股權計劃及本公司任何其他購股權計劃向每名合資格參與者授出的購股權(包括已行使及尚未行使的購股權)獲行使而可予發行的股份總數不得超過於授出日期已發行股份的1%。任何進一步授出超過該1%限額的購股權須待:(i)本公司發出通函,當中載列合資格參與者的身份、將予授出購股權(及過往授予該參與者的購股權)的數目及條款、GEM上市規則第23.02(2)(d)條規定的資料及第23.02(4)條規定的免責聲明;及(ii)經股東在股東大會上批准及/或符合上市規則不時訂明的其他規定,而有關合資格參與者及其緊密聯繫人(定義見上市規則)(或倘合資格參與者為核心關連人士,則為其聯繫人)須放棄投票。

5. 須根據購股權計劃行使購股權的期限及表現目標

購股權可於董事釐定並知會各承授人的期限內根據購股權計劃的條款隨時行使,惟該期限不得超過於購股權被視為已授出並獲接納日期起計10年。承授人可能須達到董事會在授出任何購股權前指定的任何表現目標,方可行使根據購股權計劃授出的任何購股權。

6. 購股權行使前須持有的最短期限

概無規定已授出的購股權行使前須持有的最短期限,惟董事另行規定者除外。

7. The basis of determining the exercise price

The exercise price of a Share in respect of any particular option granted under the Share Option Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price must be at least the higher of: (i) the official closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of grant, which must be a day on which the Stock Exchange is open for the business of dealing in securities; (ii) the average of the official closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share.

8. The amount payable on application or acceptance of the option and the period within which payments or calls must or may be made or loans for such purposes must be repaid

The grantee shall pay HK\$1.00 to the Company by way of consideration for the grant on or before the relevant acceptance date of the option.

9. The remaining life of the Share Option Scheme

The Share Option Scheme, unless otherwise terminated or amended, will remain in force for a period of 10 years from the Adoption Date, i.e. 19 May 2017.

Since the adoption of the Share Option Scheme, no share options were granted, exercised or cancelled by the Company under the Share Option Scheme. There were no outstanding share options under the Share Option Scheme as at the date of this annual report.

Equity-Linked Agreements

Save for the Share Option Scheme as set out in the sub-section headed "Share Option Scheme" above, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2022.

7. 釐定行使價的基準

根據購股權計劃所授出任何特定購股權所涉及股份的行使價須由董事會全權酌情釐定，惟該價格須至少為下列各項當中的最高者：(i) 股份於授出日期(須為聯交所開市買賣證券的日子)於聯交所每日報價表所報的正式收市價；(ii) 緊接授出日期前五個營業日股份於聯交所每日報價表所報的正式平均收市價；及(iii) 股份面值。

8. 申請或接納購股權須付金額以及須作出或可能作出付款或催繳通知的期限或償還申請購股權貸款的期限

於相關購股權獲接納日期或之前，承授人須向本公司支付1.00港元作為授出代價。

9. 購股權計劃的餘下年期

除非另行終止或修訂，購股權計劃將於採納日期(即二零一七年五月十九日)起計10年期間內有效。

自採納購股權計劃起，本公司並無根據購股權計劃授出、行使或註銷購股權。於本年報日期，並無購股權計劃項下的尚未行使購股權。

股權掛鈎協議

除上文「購股權計劃」分節所載購股權計劃外，截至二零二二年十二月三十一日止年度，本集團概無訂立或存在股權掛鈎協議。

Report of the Board of Directors (Continued)

董事會報告(續)

Compliance with the Relevant Laws and Regulations

As far as the Directors are aware, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the seven-month period ended 31 December 2022, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

Major Customers and Suppliers

For the seven months ended 31 December 2022, the aggregate amount of turnover attributed to the Group's largest and the five largest customers accounted for approximately 3.5% and 11.5% (31 May 2022: approximately 5.9% and 16.0%) of the total revenue of the Group, respectively. For the seven months ended 31 December 2022, the Group's purchase from the largest and the five largest suppliers of equipment accounted for approximately 28.7% and 84.5% (31 May 2022: approximately 50.5% and 97.5%) of the total purchases of the Group, respectively. At no time during the seven months ended 31 December 2022 did the Directors, their associates or any shareholder of the Company (which to the knowledge of the Directors, owns more than 5% of the Company's issued share capital) have any interest in the Group's major customers or suppliers as disclosed above.

Connected Transactions and Continuing Connected Transactions

During the seven-month period ended 31 December 2022, the Group had the following fully exempted connected transactions: (1) On 22 July 2022, ST MA LTD, the controlling shareholder, entered into a loan agreement with the Group and agreed to provide a loan in the principal amount of HK\$40,000,000 to the Company. (2) On 12 December 2022, the Group entered into a share subscription agreement with ST MA LTD, pursuant to which ST MA LTD has conditionally agreed to subscribe for 13,157,894 subscription shares at the subscription price of HK\$7.60 per subscription share for a total consideration of approximately HK\$100 million. On 17 January 2023, the above connected transaction in relation to the issue of new shares to the controlling shareholder was approved at the extraordinary general meeting of the Company.

遵守相關法例及規例

就董事所知悉，本集團在各重大方面已遵守對本集團業務及營運有重大影響的相關法例及規例。於截至二零二二年十二月三十一日止七個月期間，本集團概無嚴重違反或不遵守適用法例及規例的情況。

主要客戶及供應商

截至二零二二年十二月三十一日止七個月，本集團最大及五大客戶所貢獻總營業額分別佔本集團總收益之約3.5%及11.5%（二零二二年五月三十一日止：約5.9%及16.0%）。截至二零二二年十二月三十一日止七個月，本集團自最大及五大設備供應商之採購分別佔本集團總採購之約28.7%及84.5%（二零二二年五月三十一日止：約50.5%及97.5%）。於截至二零二二年十二月三十一日止七個月任何時間，概無本公司董事、彼等聯繫人或任何股東（就董事所知擁有本公司已發行股本逾5%者）於上文所披露之本集團主要客戶或供應商中擁有任何權益。

關連交易及持續關連交易

截至二零二二年十二月三十一日止七個月期間，本集團發生以下全面豁免的關聯交易：(1) 二零二二年七月二十二日，控股股東ST MA LTD與本集團訂立貸款協議，同意向本公司提供本金額為40,000,000港元的貸款。(2) 二零二二年十二月十二日，本集團與ST MA LTD訂立股份認購協議，ST MA LTD已有條件同意認購13,157,894股認購股份，認購價為每股認購股份7.60港元，總代價約為100百萬港元。並且於二零二三年一月十七日，公司股東特別大會通過上述向股東控股發行新股份之關聯交易。

Report of the Board of Directors (Continued)

董事會報告(續)

The above fully-exempt connected transactions have been disclosed to the public by way of announcements. Please refer to the relevant announcements and circulars.

Details of the material related party transactions are set out in note 32 to the audited consolidated financial statements of this annual report. These related party transactions did not constitute connected transactions or continuing connected transactions pursuant to Chapter 20 of the GEM Listing Rules.

Remuneration to key management personnel of the Group, including Directors described in note 14 to the Group's audited consolidated financial statements are continuing connected transactions exempt from the connected transaction requirements under Rule 20.93 of the GEM Listing Rules.

Corporate Governance

Details of the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 19 to 38 of this annual report.

Sufficiency of Public Float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this annual report, the Company has maintained a sufficient public float as required under the GEM Listing Rules.

Pre-Emptive Rights

There are no provision for pre-emptive or similar rights under the laws of Caymans Islands or the Articles which would oblige the Company to offer new shares on a pro-rata basis to the existing shareholders.

上述全面豁免的關聯交易均已以公告形式向公眾進行披露，請查看相關公告及通函。

重大關聯方交易的詳情載於本年報經審核綜合財務報表附註32。根據GEM上市規則第20章，該等關聯方交易並不構成關連交易或持續關連交易。

載於本集團經審核綜合財務報表附註14的本集團主要管理人員(包括董事)之薪酬乃豁免遵守GEM上市規則第20.93條關連交易規定的持續關連交易。

企業管治

本公司所採納之企業管治常規的詳情載於本年報第19至38頁的企業管治報告。

充足公眾持股量

根據本公司可公開獲得的資料及就董事所知，於本年報日期，本公司已維持GEM上市規則所規定的充足公眾持股量。

優先購買權

開曼群島法律及章程細則概無就本公司須按比例向現有股東提呈發售新股份之優先購買權或類似權利作出任何規定。

Report of the Board of Directors (Continued)

董事會報告(續)

Permitted Indemnity Provision

Subject to the Companies Ordinance, every Director is entitled under the Articles to be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as he or she shall incur or sustain through their own fraud or dishonesty.

The Company has maintained a directors and officers liability insurance during the seven-month period ended 31 December 2022. To the extent as permitted by the Companies Ordinance, a directors' liability insurance is currently in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

Employees and Remuneration Policies

As at 31 December 2022, the Group had 86 employees (31 May 2022: 45 employees). The remuneration package of the Group offered to the Group's employees includes salary, bonuses and other cash subsidies. In general, the Group determines employees' salaries based on each employee's qualifications, position and seniority. The Group has designed an annual review system to assess the performance of the Group's employees, which forms the basis of the Group's decisions with respect to salary raises, bonuses and promotions.

Relationship with Stakeholders

The Group understands the importance of maintaining a good relationship with its key stakeholders, including its employees, customers and suppliers, to meet its immediate and long-term business goals. During the seven-month period ended 31 December 2022, there were no material and significant disputes between the Group and its employees, customers and suppliers.

獲准許的彌償條文

根據公司條例，每名董事均有權根據組織章程細則從本公司之資產獲得彌償，就各自之職務或信託執行彼等職責或假定職責時因所作出、發生之作為或不作為而招致或蒙受之所有訴訟、費用、收費、損失、損害及開支，可獲確保免就此受任何損害，惟該等(如有)由其招致或蒙受欺詐或不忠誠者除外。

截至二零二二年十二月三十一日止七個月期間，本公司已購買董事及行政人員責任保險。在公司條例允許之情況下，目前已備有適當的董事責任保險以保障董事在針對董事索償時產生的潛在成本及責任。

僱員及薪酬政策

於二零二二年十二月三十一日，本集團擁有86名僱員(二零二二年五月三十日止：45名僱員)。本集團向本集團僱員提供的薪酬組合包括薪金、花紅及其他現金補貼。一般而言，本集團根據各僱員的資歷、職位及年資釐定僱員薪金。本集團已制定年度檢討機制以評估本集團僱員的表現，此機制亦是本集團提升薪金、花紅及升職決定的基準。

與利益相關者的關係

本集團了解維持與其主要利益相關者(包括員工、客戶及供應商)保持良好關係以實現其即時及長期的業務目標的重要性。截至二零二二年十二月三十一日止七個月期間，本集團與其員工、客戶及供應商之間概無重大爭議。

Report of the Board of Directors (Continued)

董事會報告(續)

The Group recognises employees as one of its valuable assets and strictly complies with the labour laws and regulations and reviews regularly the existing staff benefits for improvement. Apart from the reasonable remuneration packages, the Group also offers other employee benefits, such as medical insurance. The Group provides good quality services to its customers and keeps a database for direct communications with recurring customers for developing a long-term trusted relationship. The Group also maintains effective communication and develops a long-term business relationship with the suppliers.

Business Review

A fair review of the business of the Company as well as a discussion and analysis of the Group's performance during the seven-month period ended 31 December 2022 and the material factors underlying its results and financial position can be found in the management discussion and analysis set out on pages 6 to 18 of this annual report. These discussions form part of this report.

Environmental, Social and Governance Report

The environmental, social and governance report, which forms part of this report, is set out on pages 39 to 57 of this annual report.

Annual General Meeting

The forthcoming annual general meeting (the "AGM") of the Company will be held on 20 June 2023, the notice of which shall be sent to the shareholders of the Company in accordance with the Articles, the GEM Listing Rules and other applicable laws and regulations.

Closure of Register of Members

In order to ascertain entitlements to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 15 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no transfer of shares will be registered.

本集團確認員工為其寶貴的資產之一，並嚴格遵守勞動法律法規，定期檢討現有職工福利，以求發展。除了合理的薪酬制度外，本集團亦提供其他員工福利，如醫療保險。本集團為客戶提供優質的服務，並保留經常性客戶數據庫便於與其直接溝通，以發展長期信任關係。本集團亦與供應商保持有效的溝通，並建立長期業務關係。

業務回顧

有關截至二零二二年十二月三十一日止七個月期間，本公司業務的公平回顧及本集團表現的討論及分析，以及與業績及財務狀況有關的重大因素載列於本年報第6至18頁所載的管理層討論及分析。有關討論構成本報告一部分。

環境、社會及管治報告

構成本報告一部分的環境、社會及管治報告載於本年報第39至57頁。

股東週年大會

本公司將於二零二三年六月二十日召開應屆股東週年大會(「股東週年大會」)，大會通告將根據章程細則、GEM上市規則及其他適用法律及法規寄發予本公司股東。

暫停辦理股份過戶登記手續

為確定享有出席應屆股東週年大會及於會上投票的資格，本公司將於二零二三年六月十五日(星期四)至二零二三年六月二十日(星期二)(包括首尾兩日)暫停辦理股份過戶登記手續，期間將不會辦理任何股份過戶登記。

Report of the Board of Directors (Continued)

董事會報告(續)

Shareholders are reminded to ensure that all completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 14 June 2023.

Events After the Reporting Period

As far as the Directors are aware, the following events after the reporting period have taken place subsequent to 31 December 2022 and up to the date of approval of this report:

On 3 March 2023 (after trading hours), Shenzhen Kingdom Travel Company Limited ("Kingdom Travel"), Zeng Yan, Huang Wenqing, Hu Zhongqiang, Zhong Weiwen, Lai Jian and Li Jiangming (collectively, the "Vendors") entered into an equity transfer agreement (the "Equity Transfer Agreement") with Guangzhou Yiciyuan Technology Company Limited ("Guangzhou Yiciyuan"), an indirect wholly-owned subsidiary of the Company, and Shenzhen Jinlv World Travel Agency Company Limited (the "Target Company"), pursuant to which the Vendors agreed to conditionally transfer and Guangzhou Yiciyuan agreed to conditionally purchase the entire equity interests in the Target Company (the "Acquisition").

The consideration for the Acquisition is RMB900,000, which was determined after arm's length negotiation between the parties with reference to, among others, the business prospect of the Target Company. The Directors are of the view that the consideration for the Acquisition is fair and reasonable and on normal commercial terms and is in the interests of the Company and its shareholders as a whole. For details, please refer to the announcement of the Company dated 3 March 2023.

On 7 March 2023 (after trading hours), the Company entered into a memorandum of understanding (the "MOU") with Shenzhen Moni Technology Co., Ltd (深圳市魔擬科技有限公司) ("Moni Technology", pursuant to which the Company intends to acquire the equity interest in Moni Technology by way of capital injection or transfer of equity interest (the "Proposed Acquisition").

The (i) amount of equity interest in Moni Technology to be acquired by the Company and (ii) the consideration for the Proposed Acquisition are subject to further negotiations between the parties to the MOU before entering into any formal agreement. For details, please refer to the announcement of the Company dated 7 March 2023.

股東務須確保所有填妥的股份過戶表格連同相關股票，最遲須於二零二三年六月十四日(星期三)下午四時三十分前交回本公司的香港股份過戶登記分處卓佳證券登記有限公司(地址為香港夏慤道16號遠東金融中心17樓)。

報告期後事項

據董事所知，於二零二二年十二月三十一日後及直至本報告獲批准日期的報告期後事項如下：

於二零二三年三月三日(交易時段後)，深圳市金證旅遊有限公司(「金證旅遊」)、曾艷、黃文青、胡仲強、鍾偉文、賴劍及李建明(統稱「賣方」)與廣州異次元科技有限公司(「廣州異次元」，本公司的間接全資附屬公司)及深圳金旅天下旅行社有限公司(「目標公司」)訂立股權轉讓協議(「股權轉讓協議」)，據此，賣方同意有條件轉讓而廣州異次元同意有條件購買目標公司全部股本權益(「收購事項」)。

收購事項代價為人民幣900,000元，乃由訂約方經參考(其中包括)目標公司之業務前景後公平磋商釐定。董事認為，收購事項代價屬公平合理並按一般商業條款訂立，且符合本公司及其股東整體利益。詳情請參閱本公司日期為二零二三年三月三日的公告。

於二零二三年三月七日(交易時段後)，本公司與深圳市魔擬科技有限公司(「魔擬科技」)訂立諒解備忘錄(「諒解備忘錄」)，據此，本公司擬透過注資或轉讓股權方式收購魔擬科技之股權(「建議收購事項」)。

(i)本公司將予收購之魔擬科技股權數量及(ii)建議收購事項代價須待諒解備忘錄之訂約方於訂立任何正式協議前進一步磋商後方可作實。詳情請參閱本公司日期為二零二三年三月七日的公告。

Report of the Board of Directors (Continued)

董事會報告(續)

Auditor

The Company changed its auditor from PricewaterhouseCoopers to Zhonghui Anda CPA Limited with effect from 17 June 2022. For details, please refer to the announcement of the Company dated 17 June 2022.

The consolidated financial statements for the seven-month period ended 31 December 2022 have been audited by Zhonghui Anda CPA Limited, who shall retire at the forthcoming annual general meeting and, being eligible, offer themselves for re-appointment.

Change of Financial Year End Date

The Company's financial year end date has been changed from 31 May to 31 December and the reporting financial period in this report covers a seven-month period from 1 June 2022 to 31 December 2022.

核數師

自二零二二年六月十七日起，本公司核數師由羅兵咸永道會計師事務所更改為中滙安達會計師事務所有限公司。詳情請參閱本公司日期為二零二二年六月十七日的公告。

截至二零二二年十二月三十一日止七個月期間的綜合財務報表已由中滙安達會計師事務所有限公司審核，而其將於應屆股東週年大會上退任並符合資格及願意膺選連任。

更改財政年度結算日

本公司的財政年度結算日已由五月三十一日更改為十二月三十一日，本報告內報告財政期間涵蓋二零二二年六月一日起至二零二二年十二月三十一日止七個月期間。

By order of the Board
In Technical Productions Holdings Limited
Ma Lie
Chairman

22 March 2023

承董事會命
In Technical Productions Holdings Limited
主席
馬烈

二零二三年三月二十二日

Biographies of Directors and Senior Management 董事及高層管理人員之簡歷

Executive Directors

Mr. Ma Lie, aged 44, was appointed as an executive Director and the chairman of the Board of the Company on 11 May 2022. Mr. Ma is primarily responsible for the formulation of the Group's development strategies and the diversification of its business. Prior to joining the Group, Mr. Ma worked in Shenzhen Shengshi Great Wall Advertising Co., Ltd. (深圳市盛世長城廣告有限公司) ("Shenzhen Shengshi") between 2006 and 2019 with the last position as the general manager. Shenzhen Shengshi is principally engaged in the provision of branding, advertising and marketing services and has accumulated extensive entertainment media resources. Mr. Ma is also the supervisor of Shenzhen Qianhai Zhongyu International Asset Management Co., Ltd. (深圳市前海中宇國際資產管理有限公司) which is principally engaged in investment and asset management and has acquired investment-related expertise which has brought positive impact on the diversification of the Group's business.

Mr. Yeung Ho Ting Dennis (楊浩廷), aged 49, was appointed as a Director on 4 November 2016 and re-designated as an executive Director, chief executive officer and chairman of the Board on 10 November 2016. He resigned as the chairman of the Board on 11 May 2022 but remained as an executive Director and chief executive officer of the Company. Mr. Yeung is also the founder, chief executive officer of the Group and a director of each of ITP (BVI), ITP (HK), Intechpro Macau Limited, and the executive director, general manager and legal representative of each of Shiji Tiansheng Cultural Communication (Shenzhen) Limited (世紀天盛文化傳播(深圳)有限公司) and Shanghai Yingtegao Stage Arts Limited (上海英特高舞台藝術有限公司). Mr. Yeung founded the Group in April 2009 and is primarily responsible for devising strategies to develop the Group and overseeing the business and financial performance of the Group. Throughout the years of serving the Group, Mr. Yeung led the Group to adopt a number of latest LED and projection technologies for creative applications for pop concerts, such as Mesh LED and transparent LED panels. Mr. Yeung has nearly 13 years of experience in video equipment rental and services. Prior to founding the Group, Mr. Yeung worked as a senior manager of I-MAG International Limited, a company which is principally engaged in video equipment rental business where he was responsible for customer accounts handling from April 2007 to May 2009. During the course of his promotion of video equipment rental service for I-MAG International Limited to its customers, Mr. Yeung acquired the relevant knowledge of the video equipment and visual display industry. From July 1999 to March 2007, Mr. Yeung worked in various companies and was responsible for sales of products and customer services.

執行董事

馬烈先生，44歲，於二零二二年五月十一日獲委任為本公司執行董事、董事會主席。馬先生主要負責制定本集團的發展策略及業務多元化的拓展。加入本集團前，馬先生於二零零六年至二零一九年任職於深圳市盛世長城廣告有限公司（「深圳盛世」），最後職位為總經理。深圳盛世主要從事提供品牌、廣告及市場營銷服務，積累了豐富的娛樂媒體資源。馬先生亦為深圳市前海中宇國際資產管理有限公司的監事，該公司主要從事投資及資產管理，獲得投資的相關專業能力，為本集團實現多元化業務帶來積極的影響。

楊浩廷先生，49歲，於二零一六年十一月四日獲委任為董事，並於二零一六年十一月十日調任為執行董事、行政總裁兼董事會主席。彼於二零二二年五月十一日辭任董事會主席，惟留任本公司執行董事及行政總裁。楊先生亦為本集團創辦人及行政總裁、ITP (BVI)、ITP (HK)及英特高澳門一人有限公司的董事兼世紀天盛文化傳播(深圳)有限公司及上海英特高舞台藝術有限公司的執行董事、總經理及法定代表人。楊先生於二零零九年四月創辦本集團並主要負責制定本集團的發展策略以及監督本集團的業務及財務表現。服務本集團多年以來，楊先生帶領本集團採納多項最新的LED及投射技術以創意方式應用於流行音樂會，如網格LED及透明LED顯示屏。楊先生於視頻設備租賃及服務方面擁有近13年經驗。創辦本集團前，楊先生曾於二零零七年四月至二零零九年五月任I-MAG International Limited的高級經理，該公司主要從事視頻設備租賃業務，彼在該公司負責處理客戶賬務。於彼為I-MAG International Limited向客戶推廣視頻設備租賃服務期間，楊先生獲得視頻設備及視像顯示行業的相關知識。於一九九九年七月至二零零七年三月，楊先生任職於多家公司，負責產品銷售及客戶服務。

Biographies of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Mr. Yeung obtained a Bachelor of Civil Engineering degree from Monash University, Clayton Campus in Australia in May 1998.

Mr. Tam Chun Yu (譚震宇), aged 45, was appointed as an executive Director on 10 November 2016. Mr. Tam joined the Group as an operation manager in June 2009 and is primarily responsible for planning, organising, coordinating and implementing visual display solutions of the Group. Mr. Tam has over 17 years of experience in video equipment rental and visual display solutions. Prior to joining the Group, Mr. Tam worked as a technician of I-MAG International Limited from April 2007 to June 2009 and Cosmo Pro AV Co. from February 2002 to February 2006. Mr. Tam attended his secondary school education in Hong Kong from September 1990 to August 1993.

Ms. Zhang Yan Ling (張艷玲), aged 60, was appointed as an executive Director on 17 November 2022. Ms. Zhang joined the Group as administrative manager in November 2022. Ms. Zhang graduated from Tianjin University of Finance & Economics with a bachelor degree in Economics. She worked in the Agricultural Bank of China between 1984 and 2018 with the last position as a bank manager at the Shenzhen Yuanling branch (園嶺支行).

Independent non-executive Directors

Mr. Ji Gui Bao (紀貴寶), aged 58, was appointed as an independent non-executive Director on 11 May 2022. Mr. Ji has been registered as a Certified Public Accountant of the PRC since 1995 and has extensive experience in the accounting field. He has been working for Shenzhen Wanda Accounting Firm (深圳萬達會計師事務所) since January 2005 and is currently a partner of the firm.

Mr. Cui Hai Bin (崔海濱), aged 39, was appointed as an independent non-executive Director on 11 May 2022. Mr. Cui graduated from China University of Geosciences (中國地質大學) in 2007 with a major in laws. Mr. Cui is a lawyer in the PRC and currently a partner of Guangdong Promise-U (Qianhai) Law Firm (廣東普羅米修(前海)律師事務所). Mr. Cui was admitted as a lawyer in the PRC in 2009. His practice covers complex corporate reorganisations and equity capital markets transactions.

楊先生於一九九八年五月獲得澳大利亞克萊頓校區蒙納什大學土木工程學士學位。

譚震宇先生，45歲，於二零一六年十一月十日獲委任為執行董事。譚先生於二零零九年六月加入本集團擔任營運經理，主要負責為本集團計劃、組織、協調及執行視覺顯示解決方案。譚先生於視頻設備租賃及視像顯示解決方案方面擁有逾17年經驗。於加入本集團之前，譚先生於二零零七年四月至二零零九年六月任I-MAG International Limited的技術員，於二零零二年二月至二零零六年二月期間任Cosmo Pro AV Co.的技術員。於一九九零年九月至一九九三年八月，譚先生於香港接受中學教育。

張艷玲女士，60歲，於二零二二年十一月十七日獲委任為執行董事。張女士於二零二二年十一月加入本集團擔任行政經理。張女士畢業於天津財經大學，獲經濟學學士學位。彼於一九八四年至二零一八年期間任職於中國農業銀行，最後職位為深圳園嶺支行的銀行行長。

獨立非執行董事

紀貴寶先生，58歲，於二零二二年五月十一日獲委任為獨立非執行董事。紀先生於一九九五年起註冊為中國註冊會計師。彼於會計領域擁有豐富經驗。彼自二零零五年一月起一直任職於深圳萬達會計師事務所，目前擔任該所的合夥人。

崔海濱先生，39歲，於二零二二年五月十一日獲委任為獨立非執行董事。崔先生於二零零七年畢業於中國地質大學，主修法學。彼為中國律師，目前為廣東普羅米修(前海)律師事務所的合夥人。崔先生於二零零九年獲准成為中國律師。其執業範圍涵蓋複雜企業重組及股權資本市場交易。

Biographies of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Mr. Chen Yue (陳越), aged 53, was appointed as an independent non-executive Director on 11 May 2022. Mr. Chen obtained a Master of Business Administration from Sun Yat-sen University in 2012. Mr. Chen has extensive experience in business development and management. He is the chief executive officer of Shenzhen Laihatching Internet Company Limited (深圳來孵蛋互聯網有限公司), which is principally engaged in internet investment. Mr. Chen was the general manager of the marketing and promotion department and the public relations department of China Resources C'estbon Beverage (China) Co., Ltd., a company based in the PRC focusing on the beverage business from 2006 to December 2021.

Ms. Jiang Yu E (姜玉娥), aged 50, was appointed as an independent non-executive Director on 11 May 2022. Ms. Jiang the chairman of Shandong Ansuyue Technology Company Limited* (山東安速越科技有限公司). She has been the chairman of Shenzhen Hawfeng Ballerina Decoration Co., Ltd. (深圳市華豐百花園飾品有限公司) since 2013. She has extensive experience in sales and corporate management.

Mr. Li Xiao Hua (李曉華), aged 71, was appointed as an independent non-executive Director on 17 November 2022. Mr. Li founded Huada International Holdings Co. Limited in 1988 and served as the chairman of the board of directors since then, which businesses cover China, Japan, Southeast Asia and South America. He has been elected as the member of the 9th National Committee of the Chinese People's Political Consultative Conference, the Honorary Chairman of the China Charity Federation, member of the Standing Committee of the All-China Federation of Industry and Commerce and director of the China Overseas Friendship Association.

With effect from 6 October 2022, Mr. Li acts as a non-executive director of Great China Holdings (Hong Kong) Limited (Stock Code: 21), a company listed on the Stock Exchange.

陳越先生，53歲，於二零二二年五月十一日獲委任為獨立非執行董事。陳先生於二零一二年獲得中山大學的工商管理碩士學位。陳先生於業務發展及管理方面具備豐富經驗。彼目前為深圳來孵蛋互聯網有限公司的行政總裁。該公司的主營業務為互聯網投資項目。彼於二零零六年至二零二一年十二月為華潤怡寶飲料(中國)有限公司的市場營銷部兼公共關係部總經理，該公司總部設於中國，主要從事飲料業務。

姜玉娥女士，50歲，於二零二二年五月十一日獲委任為獨立非執行董事。姜女士目前為山東安速越科技有限公司的董事長。彼自二零一三年至今亦為深圳市華豐百花園飾品有限公司的董事長，彼擁有在銷售及企業管理的豐富經驗。

李曉華先生，71歲，於二零二二年十一月十七日獲委任為獨立非執行董事。李先生於一九八八年創辦華達國際控股集團有限公司，並一直擔任董事局主席至今，其業務遍佈中國、日本、東南亞及南美等地。彼曾當選第九屆全國政協委員、中華慈善總會榮譽會長、中華全國工商業聯合會常委及中華海外聯誼會理事。

自二零二二年十月六日起，李先生擔任大中華控股(香港)有限公司(一間於聯交所上市的公司，股份代號：21)之非執行董事。

Biographies of Directors and Senior Management (Continued)

董事及高層管理人員之簡歷(續)

Senior Management

Ms. Ng Tsz Ning Loretta (吳紫鈴), aged 50, is an accountant of the Group. Ms. Ng joined the Group in June 2015 and is primarily responsible for overseeing the day-to-day operation of financial activities of the Group. Ms. Ng has over 25 years of experience in accounting and finance. Prior to joining the Group, Ms. Ng was an accounting supervisor of ASB Biodiesel (HK) Limited from March 2014 to June 2015, an accountant of Team Success (Pacific) Limited from February 2012 to November 2013, an accounting manager of Jiawei Solarchina Company Limited from April 2011 to September 2011, an assistant accounting manager of Saraya Hong Kong Co. Ltd. from March 2010 to February 2011, an accounting manager of New Ocean Technology Limited from March 2003 to December 2009 and an accounting and administration manager of VK Holdings (HK) Limited from February 2000 to February 2003.

Ms. Ng obtained a bachelor degree in accountancy from University of South Australia by distance learning in April 2003.

Mr. Lau Kai Chu Kevin (劉佳柱), aged 49, is the internal audit manager of the Group. Mr. Lau joined the Group in October 2016 and is primarily responsible for company policy setting, performing internal audit, and monitoring internal control of operation. Mr. Lau has over 22 years of experience in accounting and internal audit. Prior to joining the Group, Mr. Lau was a director of JR Corporate Services Limited from July 2013 to September 2016. He also worked in CCT Telecom (HK) Limited from April 2012 to December 2012, last served as an internal audit manager. He was also a regional manager, control and compliance of J.V. Fitness Limited from October 2008 to October 2010 and an internal auditor of Michel of HK from December 2006 to October 2008.

Mr. Lau was admitted as a certified internal auditor of the Institute of Internal Auditors in May 2006. Mr. Lau obtained his bachelor's degree of commerce from University of Manitoba in Canada in May 1996.

高層管理人員

吳紫鈴女士，50歲，為本集團會計師。吳女士於二零一五年六月加入本集團，主要負責監督本集團財務活動的日常運作。吳女士於會計及財務領域擁有逾25年經驗。加入本集團之前，於二零一四年三月至二零一五年六月，吳女士擔任ASB Biodiesel (HK) Limited之會計主管、於二零一二年二月至二零一三年十一月，擔任天成(太平洋)有限公司會計師、於二零一一年四月至二零一一年九月，擔任珈偉太陽能(中國)有限公司會計經理、於二零一零年三月至二零一一年二月，擔任莎羅雅香港有限公司助理會計經理、於二零零三年三月至二零零九年十二月，擔任新洋科技有限公司會計經理；及於二零零零年二月至二零零三年二月，擔任富輝集團(香港)有限公司會計及行政經理。

吳女士透過遠程學習於二零零三年四月於南澳大學取得會計學學士學位。

劉佳柱先生，49歲，為本集團內部審核經理。劉先生於二零一六年十月加入本集團，主要負責制定公司政策、進行內部審核及監管營運的內部控制。劉先生於會計及內部審計領域擁有逾22年經驗。加入本集團前，於二零一三年七月至二零一六年九月期間，劉先生擔任JR Corporate Services Limited之董事。彼於二零一二年四月至二零一二年十二月期間，亦於中建電訊(香港)有限公司工作，最後擔任內部審計經理。於二零零八年十月至二零一零年十月期間，彼亦擔任J.V. Fitness Limited之控制及合規區域經理及於二零零六年十二月至二零零八年十月，擔任Michel of HK之內部審計師。

劉先生於二零零六年五月獲認許為國際內部審計師協會的註冊內部審計師。劉先生於一九九六年五月獲得加拿大曼尼托巴大學商業學士學位。

Biographies of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Mr. Xu Minghuan (徐明喚), aged 38, is the project supervisor of Shiji Tiansheng Cultural Communication (Shenzhen) Limited (世紀天盛文化傳播(深圳)有限公司). Mr. Xu joined the Group in February 2009 and is primarily responsible for organising, coordinating and implementing visual display solutions in PRC. Mr. Xu has over 11 years of experience in visual display solutions and operating of visual equipment. Prior to joining the Group, Mr. Xu served as a technical engineer at I-MAG International Limited, a company which was principally engaged in the business of video equipment rental, from May 2007 to June 2009, where he was primarily responsible for coordinating and implementing visual display solutions. From February 2004 to May 2007, Mr. Xu served as the technical director at Black Leopard Performance Equipment Limited (黑豹演藝設備有限公司), a company which was principally engaged in the business of production of lighting and LED and rental of equipment, where he was primarily responsible for repair and installation of equipment.

Mr. Xu received his vocational secondary education regarding electrical and mechanical integration in Guangdong Mechanical & Electrical Polytechnic (廣東省機電學校) in July 2003.

Mr. Pei Mingzhong (裴明忠), aged 39, is the deputy general manager of Shenzhen Shiji Tiansheng Technology Limited (深圳市世紀天盛科技有限公司). Mr. Pei joined the Group in June 2013 and is primarily responsible for equipment development and maintenance. Mr. Pei has over nine years of experience in visual equipment development. Prior to joining the Group, Mr. Pei was a technical director of research and development department of Shenzhen Zhongxiang Innovation Optoelectronics Limited (深圳中祥創新光電有限公司) from December 2012 to June 2013 and a manager of research and development department of Shenzhen Broad Horizon Optoelectronics Limited (深圳大眼界光電科技有限公司) from August 2008 to December 2012.

Mr. Pei received his tertiary education in mechatronics from Jiangxi Yuzhou Electronic Industrial College (江西渝州電子工業學院) in July 2003.

徐明喚先生，38歲，為世紀天盛文化傳播(深圳)有限公司的項目主管。徐先生於二零零九年二月加入本集團，主要負責於中國組織、協調及執行視像顯示解決方案。徐先生於視像顯示解決方案及視像設備營運方面擁有逾11年經驗。加入本集團前，徐先生於二零零七年五月至二零零九年六月擔任I-MAG International Limited(一間主要從事視頻設備租賃業務的公司)的技術工程師，主要負責協調及執行視像顯示解決方案。於二零零四年二月至二零零七年五月，徐先生擔任黑豹演藝設備有限公司(一間主要從事燈光設備及LED生產以及設備租賃業務的公司)的技術總監，主要負責設備維修及安裝。

徐先生於二零零三年七月於廣東省機電學校接受其有關電積分法及機械積分法的中等職業教育。

裴明忠先生，39歲，為深圳市世紀天盛科技有限公司副總經理。裴先生於二零一三年六月加入本集團，主要負責設備開發及維護。裴先生於視像設備開發方面擁有逾9年經驗。加入本集團之前，於二零一二年十二月至二零一三年六月，裴先生擔任深圳中祥創新光電有限公司研發技術部總監及於二零零八年八月至二零一二年十二月，擔任深圳大眼界光電科技有限公司研發部經理。

裴先生於二零零三年七月於江西渝州電子工業學院接受其機械電子學高等教育。

Biographies of Directors and Senior Management (Continued) 董事及高層管理人員之簡歷(續)

Company Secretary

Ms. Leung Yin Fai (梁燕輝), aged 58, was appointed as the Group's company secretary on 10 November 2016. Ms. Leung has been a director of K E Corporate Services Limited (a company secretarial services provider) since April 2016, the managing director of K E Management & Consultancy (Shanghai) Co., Ltd. since August 2015 and an independent non-executive director of Lotus Horizon Holdings Limited (Hong Kong Stock Code: 6063) since March 2020. Ms. Leung was a director of KCS Hong Kong Limited from August 2008 to October 2014 and an independent non-executive director of Green Leader Holdings Group Limited (Hong Kong Stock Code: 0061) from April 2014 to January 2020.

Ms. Leung was admitted as a fellow of the Association of Chartered Certified Accountants (currently known as Chartered Association of Certified Accountants) in the United Kingdom in July 1995. Ms. Leung was also admitted as a fellow member of the CPA Australia in May 2004 and is currently a member of HKICPA. Ms. Leung obtained a master's degree in commerce from the University of New South Wales, Australia in November 2002.

Some English names of Chinese laws and regulations, government authorities, departments, entities, institutions, natural persons, facilities, certificates, titles and the like for which no official English translation exists have been unofficially translated for identification purposes only. In the event of any inconsistency, the Chinese name will prevail.

公司秘書

梁燕輝女士，58歲，於二零一六年十一月十日獲委任為本集團公司秘書。梁女士自二零一六年四月一直為K E Corporate Services Limited(一間公司秘書服務供應商)之董事、自二零一五年八月為K E管理諮詢上海有限公司之常務董事及自二零二零年三月為智中國際控股有限公司(香港股份代號：6063)之獨立非執行董事。梁女士從二零零八年八月至二零一四年十月間為KCS香港有限公司之董事及從二零一四年四月至二零二零年一月為綠領控股集團有限公司(香港股份代號：0061)之獨立非執行董事。

梁女士於一九九五年七月獲得英國特許註冊會計師公會(現為特許註冊會計師公會)的會員資格。梁女士亦於二零零四年五月獲得澳大利亞註冊會計師協會會員資格，現為香港會計師公會會員。梁女士於二零零二年十一月獲得澳大利亞新南威爾士大學商學碩士學位。

中國法律及法規、政府當局、部門、實體、機構、法人、設施、證書、職稱等英文名稱不存在官方英文譯文的英文名稱已經被非正式翻譯且僅供識別。如有不一致之處，以中文名稱為準。

Independent Auditor's Report

獨立核數師報告



中匯
ZHONGHUI

To the Shareholders of In Technical Productions Holdings Limited
(incorporated in the Cayman Islands with limited liability)

致In Technical Productions Holdings Limited 股東
(於開曼群島註冊成立之有限公司)

Opinion

We have audited the consolidated financial statements of In Technical Productions Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as “the Group”) set out on pages 87 to 171, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the period from 1 June 2022 to 31 December 2022, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 period from 1 June 2022 to 31 December 2022 in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“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 are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

意見

我們已審計列載於第87至171頁的In Technical Productions Holdings Limited(「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表，此財務報表包括於二零二二年十二月三十一日的綜合財務狀況表與於二零二二年六月一日至二零二二年十二月三十一日期間的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括主要會計政策概要。

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 貴集團於二零二二年十二月三十一日的綜合財務狀況及於二零二二年六月一日至二零二二年十二月三十一日期間的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

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。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。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。

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.

Estimated useful lives of visual display equipment

Refer to Note 4 and Note 18 to the consolidated financial statements.

As at 31 December 2022, the Group held visual display equipment of approximately HK\$60.6 million. For the period ended 31 December 2022, depreciation of approximately HK\$10.6 million for the visual display equipment was recognised under "cost of services" in the consolidated statement of comprehensive income.

Depreciation of visual display equipment is calculated using a straight-line method to allocate the cost over their estimated useful lives of 8 years, except for the equipment which are custom made for a particular project or event and their cost is depreciated over the duration of the project or event.

Management estimates useful lives of the visual display equipment with reference to the durability, expected repairs and maintenance and future demand of the equipment.

Management also takes into account the industry practice and expectation on technical or commercial obsolescence arising from changes or improvements in the market relevant to their business.

We focused on this area because the carrying amount of visual display equipment is significant to the consolidated financial statements and the determination of estimated useful lives of visual display equipment, which has a direct impact on the calculation of depreciation, requires the use of significant judgements and estimates.

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就此出具意見時進行處理的，及我們不會對這些事項提供單獨的意見。

視像顯示設備的估計可使用年期

請參閱綜合財務報表附註4及附註18。

於二零二二年十二月三十一日，貴集團擁有視像顯示設備約60.6百萬港元。截至二零二二年十二月三十一日止期間，視像顯示設備已於綜合全面收益表「服務成本」中確認折舊約10.6百萬港元。

視像顯示設備折舊乃採用直線法計算，在其預計可使用年期為8年的情況下分配成本，但為特定項目或活動定製的設備除外及此類設備的成本按項目或活動持續期間折舊。

管理層乃經參考設備的耐用性、預期維修及維護以及未來需求，估計視像顯示設備的可使用年期。

管理層亦考慮行業慣例及因其業務相關市場變化或改善導致技術或商業方面過時的預期。

我們著重此領域是因為視像顯示設備的賬面值對綜合財務報表意義重大，且釐定對折舊的計算構成直接影響的視像顯示設備的估計可使用年期均須使用重大判斷及估計。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

Our audit procedures included, among others:

- Understanding and evaluating the management's internal control and assessment process of estimation useful lives of visual display equipment 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;
- Assessing the reasonableness of the useful lives adopted by the Group by reviewing the historical usage of the equipment, discussing with management and making reference to, where available, independent research report on durability, expected repairs and maintenance and future demand of visual display equipment;
- Testing on a sample basis, whether additions to visual display equipment have been recorded in proper categories for the calculation of depreciation; and
- Observing the Group's physical count procedures on visual display equipment and the physical condition of the relevant assets to identify whether there is any damaged or obsolete visual display equipment.

We consider that the Group's estimated useful lives of the visual display equipment are supported by the available evidence.

Impairment test on property, plant and equipment

Refer to Note 18 to the consolidated financial statements.

The Group tested the amount of property, plant and equipment for impairment. This impairment test is significant to our audit because the balance of property, plant and equipment of HK\$60.7 million as at 31 December 2022 is material to the consolidated financial statements. In addition, the Group's impairment test involves application of judgement and is based on assumptions and estimates.

Our audit procedures included, among others:

- Assessing the identification of the related cash generating units;
- Assessing the arithmetical accuracy of the value-in-use calculations;
- Comparing the actual cash flows with the cash flow projections;

我們的審計程序包括(其中包括):

- 了解及評估管理層對視像顯示設備的估計可使用年期的內部控制及評估過程，並透過考慮估計不確定性的程度及其他固有風險因素(如複雜性、主觀性、變動及對管理層偏見或欺詐的敏感程度)水平，評估重大錯誤陳述的固有風險；
- 透過審閱設備過去用途、與管理層進行討論及參照(倘有)有關視像顯示設備耐用性、預期維修及維護及未來需求的獨立研究報告，評估貴集團所採納可使用年期的合理性；
- 抽樣測試貴集團於計算折舊時是否已將新增視像顯示設備記錄於適當類別；及
- 核查貴集團視像顯示設備的實際計算程序及相關資產的實際狀況，以識別是否存在任何受損或過時的視像顯示設備。

我們認為，貴集團視像顯示設備的估計可使用年期有可得之憑證作為支持。

物業、廠房及設備的減值測試

請參閱綜合財務報表附註18。

貴集團已對物業、廠房及設備金額進行減值測試。該減值測試對我們的審計至關重要，原因為於二零二二年十二月三十一日的物業、廠房及設備結餘60.7百萬港元對綜合財務報表而言屬重大。此外，貴集團的減值測試運用判斷並以假設及估計為基準。

我們的審計程序包括(其中包括):

- 評估對有關現金產生單位之識別；
- 評估計算使用價值之算術準確性；
- 將實際現金流量與現金流量預測作比較；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

- Assessing the reasonableness of the key assumptions (including revenue growth, profit margins, terminal growth rates and discount rates); and
- Checking input data to supporting evidence.

We consider that the Group's impairment test for property, plant and equipment is supported by the available evidence.

Other Information

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

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

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

Responsibilities of Directors for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and

- 評估主要假設(包括收益增長、利潤率、最終增長率及貼現率)之合理性；及
- 查核支持憑證之輸入數據。

我們認為，貴集團就物業、廠房及設備之減值測試有可得之憑證作為支持。

其他信息

董事須對其他信息負責。其他信息包括貴公司年報內的所有信息，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，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須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》的披露規定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

Independent Auditor's Report (Continued) 獨立核數師報告(續)

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.

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, 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.

A further description of our responsibilities for the audit of the consolidated financial statements is located at the HKICPA's website at:

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

This description forms part of our auditor's report.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants
Yeung Hong Chun
Audit Engagement Director
Practising Certificate Number P07374

Hong Kong, 22 March 2023

經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

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，並出具包括我們意見的核數師報告，我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。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，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或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。

我們就審核綜合財務報表所承擔之責任的進一步描述載於香港會計師公會網站：

<https://www.hkicpa.org.hk/en/Standards-setting/Standards/Our-views/auditre>

該描述構成我們的核數師報告之一部分。

中滙安達會計師事務所有限公司
執業會計師
楊匡俊
審計項目董事
執業牌照編號P07374

香港，二零二三年三月二十二日

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the period ended 31 December 2022 截至二零二二年十二月三十一日止期間

		Notes 附註	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Revenue	收益	8	40,238,260	20,347,460	4,070,943
Cost of services	服務成本		(29,245,735)	(31,835,111)	(11,832,044)
Gross profit/(loss)	毛利/(毛損)		10,992,525	(11,487,651)	(7,761,101)
Interest revenue	利息收益		722	496	109
Other income	其他收入	9	2,134,555	2,957,579	758,890
Other losses, net	其他虧損淨額	10	(179,106)	(247,076)	(218,593)
Gain on bargain purchase on acquisition of a subsidiary	收購附屬公司的議價收購收益	35(b)	11,768,234	—	—
Administrative expenses	行政開支		(14,981,615)	(14,392,010)	(7,158,675)
Net impairment losses on trade receivables	貿易應收款項減值虧損淨額		(1,839,118)	(1,164,018)	(1,162,264)
Profit/(loss) from operation	經營溢利/(虧損)		7,896,197	(24,332,680)	(15,541,634)
Finance costs	財務成本	11	(368,213)	(644,225)	(269,775)
Profit/(loss) before tax	除所得稅前溢利/(虧損)		7,527,984	(24,976,905)	(15,811,409)
Income tax (expense)/credit	所得稅(開支)/抵免	12	(61,094)	567,617	359,325
Profit/(loss) for the period/year	期/年內溢利/(虧損)	13	7,466,890	(24,409,288)	(15,452,084)
Other comprehensive (loss)/income after tax:	除所得稅後其他全面(虧損)/收益:				
<i>Item that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的項目:</i>				
Changes in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資的公平值變動		(267,179)	—	—
<i>Item that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益的項目:</i>				
Exchange differences on translating foreign operations	換算海外業務的匯兌差額		(4,574,916)	16,143	16,144
Other comprehensive (loss)/income for the period/year, net of tax	期/年內其他全面(虧損)/收益(扣除稅項)		(4,842,095)	16,143	16,144
Total comprehensive income/(loss) for the period/year	期/年內全面收益/(虧損)總額		2,624,795	(24,393,145)	(15,435,940)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the period ended 31 December 2022 截至二零二二年十二月三十一日止期間

		Notes 附註	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Profit/(loss) for the period/year attributable to:	以下人士應佔期/年內溢利/(虧損):				
— Owners of the Company	— 本公司擁有人		4,233,548	(24,243,425)	(15,383,509)
— Non-controlling interests	— 非控股權益		3,233,342	(165,863)	(68,575)
			7,466,890	(24,409,288)	(15,452,084)
Total comprehensive income/(loss) for the period/year attributable to:	以下人士應佔期/年內全面收益/(虧損)總額:				
— Owners of the Company	— 本公司擁有人	17	4,164,853	(24,227,464)	(15,367,548)
— Non-controlling interests	— 非控股權益		(1,540,058)	(165,681)	(68,392)
			2,624,795	(24,393,145)	(15,435,940)
Earnings/(loss) per share	每股盈利/(虧損)	16			
Basic and diluted (HK cents)	基本及攤薄(港仙)		0.53	(3.03)	(1.92)

Consolidated Statement of Financial Position

綜合財務狀況表

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	60,739,462	68,229,458
Right-of-use assets	使用權資產	19	3,747,040	4,499,988
Prepayments and deposits	預付款項及按金	20	2,438,176	2,294,846
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收 益的權益投資	21	33,512,821	—
Deferred tax asset	遞延稅項資產	28	853,324	140,016
			101,290,823	75,164,308
Current assets	流動資產			
Trade receivables	貿易應收款項	20	11,973,451	4,176,190
Prepayments, deposits and other receivables	預付款項、按金及其他 應收款項	20	191,570,735	7,286,243
Bank and cash balances	銀行及現金結餘	22	22,559,361	830,303
			226,103,547	12,292,736
Current liabilities	流動負債			
Trade payables	貿易應付款項	23	165,467	—
Other payables and accrued liabilities	其他應付款項及應計負債	24	52,218,763	19,293,959
Amount due to a related party	應付關聯方款項	26	37,294,025	4,331,226
Bank borrowings and overdrafts	銀行借款及透支	27	9,576,832	11,513,753
Lease liabilities	租賃負債	29	3,707,898	2,967,170
Taxation payable	應付稅項		2,491,470	628,764
			105,454,455	38,734,872
Net current asset/(liabilities)	流動資產/(負債)淨額		120,649,092	(26,442,136)
Total assets less current liabilities	總資產減流動負債		221,939,915	48,722,172

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

As at 31 December 2022 於二零二二年十二月三十一日

		Notes 附註	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	29	309,508	1,838,803
Contract liabilities	合約負債	25	900,800	944,000
			1,210,308	2,782,803
Net assets	資產淨值		220,729,607	45,939,369
Capital and reserves	股本及儲備			
Share capital	股本	30	8,000,000	8,000,000
Reserves	儲備	31	42,626,973	38,462,120
Equity attributable to owners of the Company	本公司擁有人應佔權益		50,626,973	46,462,120
Non-controlling interests	非控股權益	17	170,102,634	(522,751)
Total equity	權益總額		220,729,607	45,939,369

The consolidated financial statements on pages 87 to 171 were approved and authorised for issue by Board of Directors on 22 March 2023 and are signed on behalf of by:

第87至171頁的綜合財務報表於二零二三年三月二十二日獲董事會批准及授權刊發：

Ma Lie
馬烈
Director
董事

Yeung Ho Ting Dennis
楊浩廷
Director
董事

Consolidated Statement of Changes in Equity

綜合權益變動表

For the period ended 31 December 2022 截至二零二二年十二月三十一日止期間

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

		Share capital	Share premium	Capital reserve	Exchange reserve	Statutory reserve	Investment reserve	Retained earnings/	Non-controlling interests	Total equity	
								(accumulated losses)			
		股本	股份溢價	資本儲備	匯兌儲備	法定儲備	投資儲備	保留盈利/ (累計虧損)	總計	非控股權益	權益總額
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元	港元
At 1 June 2021	於二零二一年 六月一日	8,000,000	56,496,624	773,744	304,866	332,296	—	4,782,054	70,689,584	(357,070)	70,332,514
Total comprehensive income/ (loss) for the year	年內全面收益/ (虧損)總額	—	—	—	15,961	—	—	(24,243,425)	(24,227,464)	(165,681)	(24,393,145)
At 31 May 2022	於二零二二年 五月三十一日	8,000,000	56,496,624	773,744	320,827	332,296	—	(19,461,371)	46,462,120	(522,751)	45,939,369
At 1 June 2022	於二零二二年 六月一日	8,000,000	56,496,624	773,744	320,827	332,296	—	(19,461,371)	46,462,120	(522,751)	45,939,369
Total comprehensive (loss)/ income for the period	期內全面(虧損)/ 收益總額	—	—	—	(7,537)	—	(61,158)	4,233,548	4,164,853	(1,540,058)	2,624,795
Acquisition of a subsidiary (note 35(b))	收購附屬公司 (附註35(b))	—	—	—	—	—	—	—	—	172,165,443	172,165,443
At 31 December 2022	於二零二二年 十二月三十一日	8,000,000	56,496,624	773,744	313,290	332,296	(61,158)	(15,227,823)	50,626,973	170,102,634	220,729,607

Consolidated Statement of Cash Flows

綜合現金流量表

For the period ended 31 December 2022 截至二零二二年十二月三十一日止期間

		Notes 附註	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元
Cash flows from operating activities	經營活動所得現金流量			
Profit/(loss) before tax	除稅前溢利/(虧損)		7,527,984	(24,976,905)
Adjustment for:	就下列各項作出調整：			
Interest revenue	利息收益		(722)	(496)
Finance costs	財務成本		368,213	644,225
Depreciation of property, plant and equipment	物業、廠房及設備折舊		10,673,583	19,271,456
Depreciation of right-of-use assets	使用權資產折舊		1,874,617	2,975,839
Provision for impairment of trade receivables	貿易應收款項減值撥備		1,839,118	1,164,018
Gain on bargain purchase	議價收購收益	35(b)	(11,768,234)	—
Operating profit/(loss) before working capital changes	營運資金變動前經營溢利/(虧損)		10,514,559	(921,863)
Change in trade receivables	貿易應收款項變動		646,198	(633,895)
Change in prepayments, deposits and other receivables	預付款項、按金及其他應收款項變動		(26,232,069)	1,591,472
Change in contract liabilities	合約負債變動		(43,200)	584,000
Change in trade payables	貿易應付款項變動		(426,999)	—
Change in other payables and accrued liabilities	其他應付款項及應計負債變動		(429,913)	5,501,484
Cash (used in)/generated from operations	經營(所用)/所得現金		(15,971,424)	6,121,198
Hong Kong profits tax paid	已付香港利得稅		—	(640,100)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額		(15,971,424)	5,481,098
Cash flows from investing activities	投資活動所得現金流量			
Interest received	已收利息		722	496
Payment for acquisition of property, plant and equipment	收購物業、廠房及設備付款		(3,359,955)	(8,675,175)
Net cash inflow from acquisition of a subsidiary	收購附屬公司的現金流入淨額	35(b)	11,633,559	—
Repayment from the immediate holding company	直接控股公司還款		—	50,000
Net cash generated from/(used in) investing activities	投資活動所得/(所用)現金淨額		8,274,326	(8,624,679)

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the period ended 31 December 2022 截至二零二二年十二月三十一日止期間

		Notes 附註	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元
Cash flows from financing activities	融資活動所得現金流量			
Proceed of bank borrowings and overdrafts	銀行借款及透支所得款項		—	7,330,217
Repayment of bank borrowings	償還銀行借款		(1,936,921)	(5,324,891)
Proceed of other borrowings	其他借款所得款項		4,189,804	—
Advance from a related party	關聯方墊款		32,962,799	4,331,226
Payments of principal element of lease liabilities	償還租賃負債本金部分		(1,904,890)	(2,973,684)
Payments of interest element of lease liabilities	償還租賃負債利息部分		(129,953)	(278,517)
Bank loan interest paid	已付銀行貸款利息		(238,260)	(365,708)
Net cash generated from financing activities	融資活動所得現金淨額		32,942,579	2,718,643
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額		25,245,481	(424,938)
Effect of foreign exchange rate changes	外匯匯率變動的影響		(3,516,423)	88,558
Cash and cash equivalents at beginning of the period/year	期/年初現金及現金等價物		830,303	1,166,683
Cash and cash equivalents at end of the period/year	期/年末現金及現金等價物		22,559,361	830,303
Analysis of cash and cash equivalents	現金及現金等價物分析			
Bank and cash balances	銀行及現金結餘		22,559,361	830,303

Notes to the Consolidated Financial Statements

綜合財務報表附註

1. General information

In Technical Productions Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 4 November 2016 as an exempted company with limited liability under the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time. The address of its registered office is Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1008 Cayman Islands. The principal place of business of the Company is located at Unit D2, 5/F, Hoi Bun Industrial Building, 6 Wing Yip Street, Kwun Tong, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (together the “Group”) are principally engaged in the provision of visual display solution services for concerts and events and information technology consultation services primarily in Hong Kong, Macau, the People’s Republic of China (the “PRC”) and Taiwan (the “Business”). The Company’s shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing”) on 14 June 2017.

2. Adoption of new and revised Hong Kong financial reporting standards

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) that are relevant to its operations and effective for its accounting period beginning on 1 June 2022. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised HKFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs would have a material impact on its results of operations and financial position.

1 一般資料

In Technical Productions Holdings Limited (「本公司」) 於二零一六年十一月四日根據開曼群島公司法(經修訂)(經不時修訂、補充或以其他方式修改)在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Clifton House, 75 Fort Street, P.O. Box 1350, Grand Cayman, KY1-1008 Cayman Islands。本公司主要營業地點位於香港九龍觀塘榮業街6號海濱工業大廈5樓D2室。

本公司為一間投資控股公司。本公司及其附屬公司(統稱「本集團」)主要從事為香港、澳門、中華人民共和國(「中國」)及台灣的演唱會及活動提供視象顯示解決方案服務以及資訊科技諮詢服務(「業務」)。本公司股份於二零一七年六月十四日於香港聯合交易所有限公司(「聯交所」)GEM上市(「上市」)。

2. 採納新訂及經修訂香港財務報告準則

本期間，本集團已採納下文所述香港會計師公會(「香港會計師公會」)所頒佈的所有與其業務相關的新訂及經修訂香港財務報告準則(「香港財務報告準則」)，該等準則於二零二二年六月一日開始的會計期間生效。香港財務報告準則包括香港財務報告準則(「香港財務報告準則」)、香港會計準則(「香港會計準則」)及詮釋。採納此等新訂及經修訂香港財務報告準則並無導致本集團會計政策、本集團綜合財務報表之呈列及本年度及過往年度呈報金額出現重大變動。

本集團並無應用已頒佈但尚未生效的新訂及經修訂香港財務報告準則。本集團已開始就該等新訂及經修訂香港財務報告準則的影響作出評估，但尚未能確定該等新訂及經修訂香港財務報告準則會否對其經營業績及財務狀況構成任何重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies

These consolidated financial statements have been prepared in accordance with HKFRSs, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through profit or loss, which are carried at their fair values.

During the period, the Group changed its financial year end date from 31 May to 31 December in order to align its financial year end date with that of the Company's principal subsidiaries incorporated in the PRC, which are statutorily required to prepare their accounts with the financial year end date of 31 December. The current period consolidated financial statements cover a seven-month period ended 31 December 2022, the comparative financial statements cover a twelve months period ended 31 May 2022 and an unaudited comparative financial statements cover a five-month period ended 31 May 2022. The comparative amounts are therefore not entirely comparable.

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain key assumptions and estimates. It also requires the directors to exercise their judgements in the process of applying the accounting policies. The areas where assumptions and estimates are significant to these consolidated financial statements are disclosed in note 4 to these consolidated financial statements.

The significant accounting policies applied in the preparation of these consolidated financial statements are set out below.

3. 主要會計政策

該等綜合財務報表已根據香港財務報告準則、香港公認的會計原則以及聯交所GEM上市規則及香港公司條例的適用披露規定編製而成。

該等綜合財務報表乃按歷史成本常規編製，並根據按公平值計量的按公平值計入損益的金融資產重估進行修改。

期內，本集團將財政年度結算日由五月三十一日更改為十二月三十一日，致使其財政年度結算日與本公司在中國註冊成立的主要附屬公司的財政年度結算日一致，該等附屬公司依法須以十二月三十一日為財政年度結算日編製賬目。本期間綜合財務報表涵蓋截至二零二二年十二月三十一日止七個月期間，而比較財務報表則涵蓋截至二零二二年五月三十一日止十二個月期間及未經審核比較財務報表涵蓋截至二零二二年五月三十一日止五個月期間。因此，比較金額並不完全具有可比性。

遵照香港財務報告準則編製綜合財務報表須採用若干主要假設及估計，亦要求董事在採納會計政策過程中作出判斷。對該等綜合財務報表有重大影響的假設及估計的範疇，已於綜合財務報表附註4中披露。

編製該等綜合財務報表所應用的主要會計政策載列如下。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

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

3. 主要會計政策(續)

綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止的財務報表。附屬公司指本集團控制的實體。倘本集團因參與實體而面對回報有所不同的風險或有權享有回報，並且有能力透過其權力影響實體的該等回報，則本集團控制該實體。本集團現時有能力指導相關活動(如對實體回報產生重大影響的活動)時，即本集團有權控制該實體。

在確定控制權時，本集團會考慮其潛在的投票權及其他人士持有的潛在的投票權以決定其是否有控制權。只有在持有人有實踐能力以行使該權利時才會考慮此潛在的投票權。

附屬公司自其控制權轉移予本集團當日起綜合入賬，並於控制權終止當日取消綜合入賬。

導致失去控制權之出售附屬公司之損益指(i)銷售代價之公平值加在該附屬公司保留之任何投資之公平值；與(ii)本公司應佔該附屬公司之資產淨值加與該附屬公司有關之任何保留商譽和任何相關累計外幣換算儲備之間之差額。

集團內公司間的交易、結餘及未變現溢利已對銷。未變現虧損亦會對銷，除非該交易有證據顯示所轉讓資產出現減值則作別論。附屬公司的會計政策已按需要變更，以確保與本集團所採納政策貫徹一致。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Consolidation (Continued)

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

3. 主要會計政策(續)

綜合賬目(續)

非控股股東權益為非本公司直接或間接應佔的附屬公司權益。非控股股東權益於綜合財務狀況表及綜合權益變動表之權益內呈列。非控股股東權益於綜合損益及其全面收益表內呈列為非控股股東與本公司擁有人間應佔本年度損益及全面收益總額的分配。

即使導致非控股股東權益出現虧絀結餘，其損益及其他全面收益之各個組成部分仍歸屬予本公司擁有人及非控股股東。

業務合併及商譽

於業務合併中收購的附屬公司採用收購法入賬。收購成本乃按所獲資產、所發行權益工具、所產生負債以及或然代價於收購當日的公平值計量。收購相關成本於有關成本產生及獲提供服務期間確認為開支。收購時，附屬公司的可識別資產及負債按其於收購當日的公平值計量。

收購成本超出本公司應佔附屬公司可識別資產及負債公平淨值的差額列作商譽。本公司應佔可識別資產及負債公平淨值超出收購成本的任何差額於綜合損益確認為本公司應佔議價收購收益。

於附屬公司的非控股權益初步按非控股股東於收購當日應佔附屬公司可識別資產及負債公平淨值的比例計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

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 ("functional currency"). The consolidated financial statements are presented in Hong Kong Dollars (HK\$), which is the Company's presentation currency. The functional currency of the Company is HK\$ and Renminbi ("RMB"). The directors consider that choosing HK\$ as the presentation currency best suits the needs of the shareholders and investors.

(b) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

Non-monetary items that are measured at fair values in foreign currencies are translated using the exchange rates at the dates when the fair values are determined.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

3. 主要會計政策(續)

外幣匯兌

(a) 功能及呈列貨幣

本集團各實體的財務報表所載項目，乃採用有關實體營運業務所在地的主要經濟環境的貨幣(「功能貨幣」)計量。綜合財務報表以港元(「港元」)呈列，而港元乃本公司的呈列貨幣。本公司的功能貨幣為港元及人民幣(「人民幣」)。董事認為選用港元作為呈列貨幣最符合股東及投資者的需要。

(b) 各實體財務報表的交易及結餘

外幣交易於首次確認時按交易當日通行的匯率換算為功能貨幣。以外幣為單位的貨幣資產及負債，按各報告期末適用的匯率換算。此換算政策引致的收益及虧損乃於損益中確認。

按公平值計量及以外幣計值的非貨幣項目乃按釐定公平值當日的匯率換算。

當非貨幣項目的收益或虧損於其他全面收益確認時，該收益或虧損的任何匯兌部分於其他全面收益內確認。當非貨幣項目的收益或虧損於損益內確認時，該收益或虧損的任何匯兌部分於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Foreign currency translation (Continued)

- (c) Translation on consolidation
- The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:
- (i) 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;
 - (ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
 - (iii) All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in profit or loss during the period in which they are incurred.

3. 主要會計政策(續)

外幣匯兌(續)

- (c) 綜合賬目的換算
- 所有本集團實體的業績及財務狀況的功能貨幣如有別於本公司的呈列貨幣，均按以下方式換算為本公司的呈列貨幣：
- (i) 於各財務狀況表呈列的資產及負債乃按有關財務狀況表日期的收市匯率換算；
 - (ii) 收支乃按平均匯率換算(除非該平均匯率並非在有關交易當日通行匯率累積影響的合理估計內，在該情況下，收支按有關交易當日的匯率換算)；及
 - (iii) 所有因此而產生的匯兌差額均於外幣匯兌儲備內確認。

於綜合賬目時，因換算於海外實體投資淨額及借款而產生的匯兌差額，均於外幣匯兌儲備內確認。當出售海外業務時，有關匯兌差額於綜合損益表中確認為出售的部分損益。

購入海外實體所產生的商譽及公平值調整，乃作為該海外實體的資產及負債處理，並按收市匯率折算。

物業、廠房及設備

物業、廠房及設備按成本減累計折舊及任何減值虧損列賬。

往後成本計入資產的賬面值或確認為獨立資產(如適用)，但只在與該項目相關的未來經濟利益有綜合可能流入本集團且項目成本能可靠計量時方會按上述方式處理。所有其他維修及保養在產生的期間內在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Property, plant and equipment (Continued)

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

Visual display equipment 視像顯示設備	8 years or over the duration of the event, where appropriate 8年或於活動期內(如適當)
Furniture and other equipment 傢俱及其他設備	4 years 4年
Motor vehicles 汽車	3–5 years 3至5年
Leasehold improvements 租賃裝修	Over the lease term 於租期內

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in profit or loss.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal lease terms are as follows:

— Premises — 物業	1–3 years 一至三年
— Office equipment — 辦公設備	1–3 years 一至三年

3. 主要會計政策(續)

物業、廠房及設備(續)

物業、廠房及設備折舊乃按足以在其估計可使用年期內撇銷其成本減剩餘價值的折舊率以直線法計算。主要可使用年期如下：

Visual display equipment 視像顯示設備	8 years or over the duration of the event, where appropriate 8年或於活動期內(如適當)
Furniture and other equipment 傢俱及其他設備	4 years 4年
Motor vehicles 汽車	3–5 years 3至5年
Leasehold improvements 租賃裝修	Over the lease term 於租期內

剩餘價值、可使用年期及折舊方法於各報告期末進行檢討及調整(如適用)。

出售物業、廠房及設備的收益或虧損指出售所得款項淨額與相關資產賬面值之間的差額，並在損益內確認。

租賃

本集團為承租人

租賃於租賃資產可供本集團使用時確認為使用權資產及相應的租賃負債。使用權資產列賬為成本減去累計折舊及減值虧損。使用權資產折舊以直線法按資產的可使用年期及租賃期(以較短者為準)撇銷其成本計算。主要租期如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

The Group as lessor

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in profit or loss.

3. 主要會計政策(續)

租賃(續)

本集團為承租人(續)

使用權資產按成本(包括租賃負債、租賃預付款、初始直接成本及修復成本的初始計量金額)計量。租賃負債包括按租賃中隱含的利率(如可釐定)或本集團的增量借款利率貼現的租賃付款淨現值。每項租賃付款會分配為負債或財務成本。財務成本在租賃期內計入損益，以根據租賃負債之餘下結餘按固定利率計算。

與短期租賃及低價值資產相關的付款在租賃期內按直線法於損益中確認為開支。短期租賃為初始租賃期為12個月或以下的租賃。低價值資產指價值低於5,000美元的資產。

本集團作為出租人

資產擁有權的絕大部分風險及回報並未轉移至承租人的租約入賬列作經營租約。經營租賃租金收入於有關租期內以直線法確認。

金融工具之確認及終止確認

金融資產及金融負債於本集團成為工具合約條文的訂約方時，在財務狀況表內確認。

倘有關收取資產現金流量的合約權利屆滿；或本集團將資產所有權絕大部分風險及回報轉讓；或本集團既無轉讓亦無保留資產所有權絕大部分風險及回報，但無保留資產控制權，則金融資產將終止確認。於終止確認金融資產時，有關資產的賬面值與所收取代價之總和間的差額將於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Recognition and derecognition of financial instruments (Continued)

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost; and
 - Equity investments at fair value through other comprehensive income.
- (a) Financial assets at amortised cost
- Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:
- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
 - the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

3. 主要會計政策(續)

金融工具之確認及終止確認(續)

金融負債於相關合約項下責任獲解除、取消或屆滿時終止確認。終止確認金融負債的賬面值與所付代價的差額，於損益內確認。

金融資產

倘屬於根據資產合約條款規定須於有關市場所規定之期限內交付資產之購入或出售資產，則金融資產按交易日基準確認入賬及終止確認，並按公平值加直接應佔交易成本作初步確認，惟按公平值計入損益的投資成本則除外。收購按公平值計入損益的投資的直接應佔交易成本即時於損益確認。

本集團的金融資產分為以下幾類：

- 按攤銷成本入賬的金融資產；及
 - 按公平值計入其他全面收益的權益投資。
- (a) 按攤銷成本入賬的金融資產
- 該類別項下的金融資產(包括貿易及其他應收款項)須同時符合下列條件：
- 資產乃按目的為持有資產以收取合約現金流的業務模式持有；及
 - 資產的合約條款於特定日期產生僅為支付本金及未償還本金利息的現金流量。

有關項目其後以實際利息法按攤銷成本減預期信貸虧損的虧損撥備計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Financial assets (Continued)

- (b) Equity investments at fair value through other comprehensive income

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments that are not held for trading as at fair value through other comprehensive income.

Equity investments at fair value through other comprehensive income are subsequently measured at fair value with gains and losses arising from changes in fair values recognised in other comprehensive income and accumulated in the equity investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the equity investment revaluation reserve are not reclassified to profit or loss.

Dividends on these investments are recognised in profit or loss, unless the dividends clearly represent a recovery of part of the cost of the investment.

Loss allowances for expected credit losses

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets at amortised cost. ECL are the weighted average of credit losses with the respective risks of a default occurring as the weights.

At the end of each reporting period, the Group measures the loss allowance for a financial instrument at an amount equal to the ECL that result from all possible default events over the expected life of that financial instrument ("lifetime ECL") for trade receivables, or if the credit risk on that financial instrument has increased significantly since initial recognition.

3. 主要會計政策(續)

金融資產(續)

- (b) 按公平值計入其他全面收益的權益投資

於初步確認時，本集團可以不可撤回地選擇(按個別工具基準)將並非持作買賣的權益工具投資指定為按公平值計入其他全面收益。

按公平值計入其他全面收益的權益投資其後按公平值計量，而公平值變動產生的收益及虧損於其他全面收益確認，並於權益投資重估儲備累計。於終止確認一項投資時，過往於權益投資重估儲備累計的累計收益或虧損不會重新分類至損益。

除非該等投資的股息明確代表收回部分投資成本，否則相關股息於損益確認。

預期信貸虧損的虧損撥備

本集團就按攤銷成本列賬的金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損為加權平均信貸虧損，並以發生違約風險的金額作為加權數值。

於各報告期末，就貿易應收款項而言，或倘金融工具的信貸風險自初步確認以來大幅增加，則本集團按相等於該金融工具的預期其年限內之所有可能發生違約事件所引致的預期信貸虧損(「全期預期信貸虧損」)金額，計量金融工具的虧損撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Loss allowances for expected credit losses (Continued)

If, at the end of the reporting period, the credit risk on a financial instrument (other than trade receivables) has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to the portion of lifetime ECL that represents the ECL that result from default events on that financial instrument that are possible within 12 months after the reporting period.

The amount of ECL or reversal to adjust the loss allowance at the end of the reporting period to the required amount is recognised in profit or loss as an impairment gain or loss.

Bank and cash balances

For the purpose of the statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value. Bank overdrafts which are repayable on demand and form an integral part of the Group's cash management are also included as a component of cash and cash equivalents.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under HKFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

3. 主要會計政策(續)

預期信貸虧損的虧損撥備(續)

於各報告期末，倘金融工具(不包括貿易應收款項)的信貸風險自初步確認以來並無大幅增加，則本集團會按相等於反映該金融工具於報告期後12個月內可能發生的違約事件所引致的預期信貸虧損的部分全期預期信貸虧損的金額計量金融工具的虧損撥備。

預期信貸虧損金額或為調整報告期末虧損撥備至所需金額所作撥回金額乃於損益確認為減值收益或虧損。

銀行及現金結餘

就現金流量表而言，現金及現金等價物指銀行及手頭現金、銀行及其他財務機構的活期存款以及短期而流動性極高的投資，而此等投資可以隨時換算為已知金額的現金且沒有涉及重大價值轉變的風險。現金及現金等價物亦包括須按要求償還及構成本集團現金管理部分的銀行透支。

金融負債及股本工具

金融負債及股本工具乃根據所訂立合約安排之實質內容及根據香港財務報告準則金融負債和股本工具的定义分類。股本工具乃證明本集團於經扣除所有負債後之資產中擁有剩餘權益的任何合約。下文為就特定金融負債及股本工具採納的會計政策。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

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.

Trade and other payables

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue from contracts with customers

Revenue is measured based on the consideration specified in a contract with a customer with reference to the customary business practices and excludes amounts collected on behalf of third parties. For a contract where the period between the payment by the customer and the transfer of the promised product or service exceeds one year, the consideration is adjusted for the effect of a significant financing component.

The Group recognises revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Depending on the terms of a contract and the laws that apply to that contract, a performance obligation can be satisfied over time or at a point in time. A performance obligation is satisfied over time if:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance;

3. 主要會計政策(續)

借款

借款初步按公平值扣除所產生之交易成本確認，其後使用實際利率法按攤銷成本計量。

借款乃劃分為流動負債，除非本集團有權無條件將結算負債之期限延遲至報告期間後最少12個月。

貿易及其他應付款項

貿易及其他應付款項初步按公平值確認，其後則利用實際利率法按攤銷成本計量；如貼現影響並不重大，則會按成本列賬。

股本工具

本公司發行之股本工具乃按已收所得款項(扣除直接發行成本)入賬。

客戶合約收益

收益乃根據商業慣例按與客戶訂立的合約中訂明的代價計量，並不包括代表第三方收取的金額。客戶付款及轉移協定產品或服務的期間超過一年的合約，代價會就重大融資部分的影響調整。

本集團於完成向客戶轉讓產品或服務控制權的履約責任時確認收入。履約責任可於一段時間內或一個時間點完成，視乎合約條款及有關合約適用的法例而定。倘屬以下情況，則可於一段時間內完成履約責任：

- 客戶同時收取及消耗本集團履約所提供的利益；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

- the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; 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.

If a performance obligation is satisfied over time, revenue is recognised by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the product or service.

Other revenue

Interest income is recognised using the effective interest method.

Rental income is recognised on a straight-line basis over the lease term.

Employee benefits

(a) Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

3. 主要會計政策(續)

客戶合約收益(續)

- 本集團履約而創造或提升客戶於資產被創造或提升時控制的資產；或
- 本集團履約並無創造供本集團用於其他用途的資產，且本集團有權就迄今為止已完成的履約部分強制付款。

倘履約責任可於一段時間內完成，收益根據圓滿完成有關履約責任的進度確認。否則，收益於客戶獲得產品或服務控制權的時間點確認。

其他收益

利息收入採用實際利率方法確認。

租金收入在租賃期內按直線法確認。

僱員福利

(a) 僱員應享假期

僱員年假及長期服務假期之權利，在僱員應享有時確認。截至報告期末因僱員已就提供之服務而產生的年假及長期服務假期的估計負債已計提撥備。

僱員享有病假及產假之權利不作確認，直至員工正式休假為止。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Employee benefits (Continued)

(b) Pension obligations

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme ("MPF Scheme") in Hong Kong under the Hong Kong Mandatory Provident Fund Schemes Ordinance, for those employees who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme.

The Group also participates in a defined contribution retirement scheme organised by the government in the PRC. The Group is required to contribute a specific percentage of the payroll of its employees to the retirement scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the retirement scheme. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

(c) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs and involves the payment of termination benefits.

Borrowing costs

All borrowing costs are recognised in the profit or loss in the period in which they are incurred.

3. 主要會計政策(續)

僱員福利(續)

(b) 退休金責任

本集團根據香港強制性公積金計劃(「強積金計劃」)條例為合資格參與強積金計劃的僱員營辦定額供款強積金計劃。供款乃按僱員基本薪金的某一百分比計算，並根據強積金計劃之規則在應付時自損益中扣除。強積金計劃的資產獨立持有，與本集團其他資金分開管理。本集團之僱主供款於向強積金計劃供款時即全數撥歸僱員所有。

本集團亦參與中國政府籌劃的定額供款退休計劃。本集團須按其僱員工資的某個特定百分比向退休計劃供款。供款於其根據退休計劃規定應付時於損益內扣除。僱主不可使用沒收供款降低現有供款水平。

(c) 離職福利

離職福利於本集團無法取消提供該等福利或本集團確認重組成本並涉及支付離職福利當日(以較早者為準)確認。

借款成本

所有借款成本於產生期間在損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

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

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

3. 主要會計政策(續)

政府補助

當有合理保證本集團將符合政府補助附帶之條件及將會取得補貼時，則會確認政府補助。

作為已承擔開支或虧損的補償或向本集團提供即時財務援助而可收取(並無日後相關成本)的政府補助，乃於其成為可收取的期間於損益內確認。

稅項

所得稅指本期應付稅項及遞延稅項的總和。

本期應付稅項乃按本年度的應課稅溢利計算。應課稅溢利與損益內所確認溢利不同，乃由於前者不包括在其他年度應課稅或可扣稅的收入或開支，且不包括從未課稅或扣稅的項目。本集團當期稅項的負債乃按報告期末前已實行或大致上已實行的稅率計算。

綜合財務報表資產及負債賬面值與計算應課稅溢利所用相應稅基間的差異確認為遞延稅項。所有應課稅暫時差異一般確認為遞延稅項負債，而可能出現可用作抵扣可扣稅暫時差異、未動用稅項虧損及未動用稅務抵免的應課稅溢利時，則可確認遞延稅項資產。因商譽或業務合併以外交易中既不影響應課稅溢利亦不影響會計溢利的其他資產及負債之初步確認而引致的暫時差異，則不會確認該等資產及負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Segment reporting

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

3. 主要會計政策(續)

稅項(續)

遞延稅項負債按投資於附屬公司產生的應課稅暫時差異確認，惟若本集團可控制暫時差異的撥回及暫時差異可能於可見將來不會撥回之情況則除外。

遞延稅項資產的賬面值會於各報告期末作檢討，並在不再可能有足夠應課稅溢利收回全部或部分資產時作調減。

遞延稅項乃以於報告期末前已制定或大致上已制定的稅率為基準，按預期於負債清償或資產變現期間內的適用稅率計算。遞延稅項會於損益內確認，惟倘與其他全面收益有關的項目或直接於權益中確認，則該遞延稅項亦會於其他全面收益內確認或直接於權益確認。

遞延稅項資產及負債的計量反映本集團預期於報告期末可收回或償還其資產及負債賬面值的方式所產生的稅務結果。

遞延稅項資產與負債僅可在即期稅項資產與負債有合法權利互相抵銷及遞延所得稅涉及同一稅務機關及本集團擬以淨額結算即期稅項資產及債務的情況下，方可互相抵銷。

分部報告

財務報表的經營分部及各分部項目的呈報金額乃自定期提供予本集團主要管理層人員以分配資源及以及評估本集團各業務的表現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Segment reporting (Continued)

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

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities are joint ventures of the same third party.
 - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 主要會計政策(續)

分部報告(續)

就財務報告目的而言，個別重要經營分部不會綜合呈報，除非此等分部具有類似經濟特徵，以及在產品及服務性質、生產程序性質、客戶類型或類別、分銷產品或提供服務所採用的方式及監管環境性質方面類似。倘個別非屬重大的經營分部共同擁有上述大部份特徵，則可綜合計算。

關聯方

關聯方為與本集團有關連的個人或實體。

- (a) 倘屬以下人士，即該人士或該人士之近親與本集團有關連：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理層成員。
- (b) 倘符合下列任何條件，即實體與本集團有關連：
 - (i) 該實體與本公司屬同一集團的成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
 - (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司的集團旗下成員公司之聯營公司或合營企業)。
 - (iii) 兩間實體均為同一第三方的合營企業。
 - (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Related parties (Continued)

(b) (Continued)

- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

Impairment of assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets except deferred tax asset, investments and receivables to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

3. 主要會計政策(續)

關聯方(續)

(b) (續)

- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連。
- (vi) 實體受(a)所識別人土控制或受共同控制。
- (vii) 於(a)(i)所識別人土對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 實體或屬實體其中一部分的集團旗下任何成員公司為向本公司或本公司母公司提供主要管理人員服務。

資產減值

本集團於各報告期末檢討其有形資產(不包括遞延稅項資產、投資以及應收款項)之賬面值，以確定該等資產有否出現任何減值虧損跡象。倘出現上述跡象，即估計該等資產之可收回金額，藉以確認減值虧損金額。倘不能估計個別資產的可收回金額，本集團則估計資產所屬的現金產生單位的可收回金額。

可收回金額乃根據公平值減出售成本與使用價值的較高者而計算。在釐定使用價值時，估計未來現金流量以反映當前市場評估金錢時間價值及資產具體風險的除稅前貼現率貼現至現值計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Impairment of assets (Continued)

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

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

3. 主要會計政策(續)

資產減值(續)

倘估計資產(或現金產生單位)的可收回金額低於賬面值，則將該項資產(或現金產生單位)的賬面值減至其可收回金額。減值虧損即時於損益確認，除非倘有關資產按重估價值入賬，則減值虧損將視作重估減少。

倘於其後撥回減值虧損，則該項資產(或現金產生單位)的賬面值會增加至經修訂的估計可收回金額，但隨之增加後的賬面值不得超逾該項資產或現金產生單位假設於過往年度並無確認減值虧損所計算的賬面值(減攤銷或折舊)。減值虧損撥回即時於損益確認，除非有關資產按重估價值入賬，則減值虧損撥回將視作重估增加。

撥備及或然負債

當本集團因已發生的事件須承擔現有法定或推定責任，而履行責任有可能導致經濟利益流出，並可準確估計責任金額的情況下，須對該等時間或金額不確定之負債確認撥備。倘貨幣的時間價值重大，則撥備之金額乃按預期用於解除該責任之支出之現值列賬。

倘需要流出經濟利益的機會不大，或責任金額無法可靠估計，則責任乃披露為或然負債，除非經濟利益流出之可能性極低則另作別論。可能出現之責任，即是否存在將取決於日後是否會發生一宗或多宗事件，除非經濟利益流出之可能性極低，否則該等責任亦披露為或然負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

3. Significant accounting policies (Continued)

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

4. Critical judgements and key estimates

Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements apart from those involving estimations, which are dealt with below.

Consolidation of entity of less than 50% equity interest

Although the Group owns less than 50% of the equity interest in Shenzhen Xinhang Information Technology Company Limited ("Shenzhen Xinhang"), Shenzhen Xinhang is treated as a subsidiary because the Group is able to control the relevant activities of Shenzhen Xinhang as a result of the shareholders' agreement between the Group and other shareholders of Shenzhen Xinhang.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

3. 主要會計政策(續)

報告期後事項

於報告期後事項可提供有關本集團於報告期結束時之狀況的額外資料或顯示持續經營假設並不適宜的報告期後事項乃調整事項，於綜合財務報表中反映。非屬調整事項的報告期後事項如為重要者，在綜合財務報表附註中披露。

4. 關鍵判斷及主要估計

應用會計政策時的關鍵判斷

於應用會計政策過程中，董事作出以下對綜合財務報表內確認金額具有最重大影響的判斷，惟涉及估計者除外，詳情載於下文。

綜合入賬50%以下股權的實體

儘管本集團擁有深圳市鑫杭信息科技有限公司(「深圳鑫杭」)少於50%股權，但由於本集團可根據本集團與深圳鑫杭其他股東所訂立股東協議而控制深圳鑫杭的相關活動，深圳鑫杭乃按附屬公司方式入賬。

估計不確定因素之主要來源

有關未來之主要假設及於報告期末估計不確定因素之其他主要來源(具有可導致下一個財政年度之資產與負債賬面值出現大幅調整之重大風險)載於下文。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4. Critical judgements and key estimates (Continued)

Key sources of estimation uncertainty (Continued)

- (a) Useful lives of property, plant and equipment
Management determines the estimated useful lives, and related depreciation charge for its property, plant and equipment. The estimates are based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions, the durability, the expected repairs and maintenance and the future demand of equipment. Management will increase the depreciation charge where useful lives are less than previously estimated useful lives. It will write off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Actual economic lives may differ from estimated useful lives. Periodic review could result in a change in depreciable lives and therefore affect the depreciation charge in future periods.
- (b) Impairment of property, plant and equipment
Property, plant and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is determined with reference to the present value of estimated future cash flows. Where the future cash flows are less than expected or there are unfavourable events and change in facts and circumstance which result in revision of future estimate cash flows, a material impairment loss may arise.
- (c) Impairment loss for bad and doubtful debts
The Group makes impairment loss for bad and doubtful debts based on assessments of the recoverability of the trade and other receivables and contract assets, including the current creditworthiness and the past collection history of each debtor. Impairments arise where events or changes in circumstances indicate that the balances may not be collectible. The identification of bad and doubtful debts requires the use of judgement and estimates. Where the actual result is different from the original estimate, such difference will impact the carrying value of the trade and other receivables and loan receivables and doubtful debt expenses in the year in which such estimate has been changed. If the financial conditions of the debtors were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

4. 關鍵判斷及主要估計(續)

估計不確定因素之主要來源(續)

- (a) 物業、廠房及設備的可使用年期
管理層釐定其物業、廠房及設備的估計可使用年期及相關折舊費用。估計乃基於有關類似性質及功能的物業、廠房及設備的實際可使用年期、耐用性、預期維修及維護費用及設備未來需求的過往經驗而作出。管理層將於可使用年期較過往估計的可使用年期短時增加折舊費用。其將撇銷或撇減已報廢或出售的技術陳舊或非策略性資產。實際經濟年期可能與估計可使用年期不同。定期審閱會使折舊年期出現變動，並因此影響未來期間的折舊費用。
- (b) 物業、廠房及設備的減值
當發生事件或情況變動表示資產賬面值超過其可收回淨額時，會檢視物業、廠房及設備是否減值。可收回金額參考估計未來現金流量現值釐定。倘未來現金流量少於預期或出現不利事件及事實和情況變動導致對未來估計現金流量作出修改，則可能出現重大減值虧損。
- (c) 呆壞賬減值虧損
本集團根據對貿易及其他應收款項以及合約資產的可收回性(包括每名債務人現時信譽及過往收款歷史)的評估，就呆壞賬作出減值虧損。當有事件或情況表明結餘可能無法收回時，即產生減值。確定呆壞賬需要使用判斷及估計。倘實際結果不同於原估計，差額將影響估計改變年度的貿易及其他應收款項及應收貸款之賬面值及呆賬開支。倘債務人的財務狀況日趨惡劣，以致無力償債，或須作額外撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

4. Critical judgements and key estimates (Continued)

Key sources of estimation uncertainty (Continued)

(d) Income taxes

The Group is subject to income taxes in several jurisdictions. Significant estimates are required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

5. Financial risk management

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group operates mainly in Hong Kong and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to United States dollars ("US\$"), Macau Patacas ("MOP") and Renminbi ("RMB"). Foreign exchange risk arises when future commercial transactions, recognised assets and liabilities are denominated in a currency that is not the Group entities' functional currency.

In the opinion of the directors of the Company, US\$ is reasonably stable with HK\$ under the Linked Exchange Rate System, and accordingly, the Group considers the foreign exchange risk is low and no sensitivity analysis is performed relative to US\$.

4. 關鍵判斷及主要估計(續)

估計不確定因素之主要來源(續)

(d) 所得稅

本集團於多個司法權區須繳納所得稅。在釐定所得稅撥備時，須作出重大估計。在日常業務過程中有多項交易及計算方式，均會導致未能確定最終所定稅項。倘若該等事情最終所得的稅項與最初錄得的款額有所差異，有關差額將影響有關判斷期間的所得稅及遞延稅項撥備。

5. 金融風險管理

本集團業務面對各項金融風險：外匯風險、信貸風險、流動資金風險及利率風險。本集團之整體風險管理計劃針對金融市場的不穩定性，著眼於盡量減低對本集團財務表現造成之潛在不利影響。

(a) 外匯風險

本集團主要在香港營運，並面對多種貨幣所產生的外匯風險，主要與美元(「美元」)、澳門幣(「澳門幣」)及人民幣(「人民幣」)有關。外匯風險於未來商業交易、已確認資產及負債的計值貨幣並非集團實體功能貨幣時產生。

本公司董事認為，在聯繫匯率制度下，港元對美元合理穩定，因此，本集團認為與美元有關的外匯風險較低且並無進行敏感度分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(a) Foreign currency risk (Continued)

At 31 December 2022 and 31 May 2022, if RMB had weakened/strengthened by 5% against HK\$ with all other variables held constant, profit (31 May 2022: loss) for the period/year ended 31 December 2022 would have been approximately HK\$211,314 higher/lower (31 May 2022: HK\$233,356 lower/higher), mainly as a result of foreign exchange gains on translation of payables denominated in RMB.

(b) Credit risk

The carrying amounts of cash at banks, trade receivables, deposits and other receivables included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets.

The Group has two types of financial assets that are subject to the expected credit loss models:

- Trade receivables; and
- Other financial assets carried at amortised cost.

Trade receivables

Trade receivables of the Group represent amounts due from reputable companies in the entertainment industry and e-commerce industry. The Group has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The Group applies the HKFRS 9 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The Group measures the expected credit losses on a combination of both individual and collective basis.

5. 金融風險管理(續)

(a) 外匯風險(續)

於二零二二年十二月三十一日及二零二二年五月三十一日，倘人民幣兌港元貶值/升值5%，而所有其他變量保持不變，截至二零二二年十二月三十一日止期間/年度的溢利(二零二二年五月三十一日：虧損)將分別增加/減少約211,314港元(二零二二年五月三十一日：減少/增加233,356港元)，主要由於換算以人民幣計值的應付款項的外匯收益所致。

(b) 信貸風險

計入綜合財務狀況表的銀行現金、貿易應收款項、按金及其他應收款項的賬面值代表本集團就其金融資產所承擔的最大信貸風險。

本集團有兩類金融資產須遵守預期信貸虧損模式：

- 貿易應收款項；及
- 按攤銷成本列賬的其他金融資產。

貿易應收款項

本集團的貿易應收款項為應收娛樂及電子商務行業中信譽良好公司的款項。本集團已設有一套信貸政策並對有關信貸風險進行持續監察。

本集團應用香港財務報告準則第9號之簡化方法計量預期信貸虧損，為所有貿易應收款項使用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據共同信貸風險特徵及逾期天數分組。本集團結合個別及共同基準計量預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(b) Credit risk (Continued)

Measurement of expected credit loss on collective basis
Expected credit losses also estimated by grouping the receivables based on similar credit risk characteristics and collectively assessed for likelihood of recovery, taking into account the customers' ageing category and historical payment profiles, and applying the expected credit loss rates to the respective gross carrying amounts of the receivables.

The expected credit loss rates were determined based on historical default rates and were adjusted to the effects of current market conditions as well as forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Impairment losses on trade receivables are presented as "net impairment loss on trade receivables" within operating loss. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited in the consolidated statement of profit or loss and other comprehensive income.

Other financial assets carried at amortised cost

The Group's other financial assets carried at amortised cost include bank and cash balance, deposits and other receivables in the consolidated statement of financial position. The impairment loss of other financial assets carried at amortised cost is measured based on the 12-month expected credit loss. The 12-month expected credit loss is the portion of lifetime expected credit loss that results from default events on a financial instrument that are possible within twelve months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime expected credit loss.

Management considered the credit risk of deposits and other receivables as low as the counterparties have the capacity to meet their contractual cash flow obligations in the near term.

5. 金融風險管理(續)

(b) 信貸風險(續)

按共同基準計量預期信貸虧損
預期信貸虧損透過根據相似信貸風險特徵對應收款項進行分組後估計，以及整體評估收回的可能性，當中已考慮客戶的賬齡類別及歷史支付概況，並將預期信貸虧損率應用於應收款項的賬面總值。

預期信貸虧損率乃根據歷史違約率釐定，並根據當前市況的影響及影響客戶結算應收款項能力的宏觀經濟因素的前瞻性資料作出調整。

貿易應收款項的減值虧損於經營虧損內呈列為「貿易應收款項減值虧損淨值」。當應收款項無法收回時，該金額在應收款撥備賬中撇銷。其後收回先前已撇銷的金額則撥入綜合全面收益表。

按攤銷成本列賬的其他金融資產
本集團按攤銷成本列賬的其他金融資產包括綜合財務狀況表內的銀行及現金結餘、按金以及其他應收款項。按攤銷成本列賬的其他金融資產的減值虧損乃基於12個月預期信貸虧損計量。12個月預期信貸虧損為於報告日期後十二個月內可能發生的金融工具違約事件導致的部分全期預期信貸虧損。然而，倘信貸風險自初始以來大幅增加，則將基於全期預期信貸虧損計提撥備。

由於交易對手有能力於近期履行其合約現金流量責任，管理層認為按金及其他應收款項的信貸風險較低。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(b) Credit risk (Continued)

Other financial assets carried at amortised cost (Continued)

The majority of the Group's cash and cash equivalents are deposited in major financial institutions located in Hong Kong, Macau and the PRC which are of high credit rating. Management does not expect any losses arising from non-performance by these financial institutions.

The majority of the Group's rental deposits are placed with various landlords in Hong Kong, Macau and the PRC, and are due to refund upon the expiry of the tenancy agreements and handover of the leased premises. The Group has not experienced any defaults by the landlords.

The majority of the Group's rental deposits for equipment are placed with various reputable companies in Hong Kong and the PRC, and are due to refund upon the termination of equipment rental contracts and return of the leased visual display equipment. The Group has not experienced any defaults by the counterparties.

The receivables from newly acquired subsidiary's former shareholders are closely monitored by the directors of the Company. Management does not expect any loss arising from the borrower.

Therefore, the Group has assessed that the expected credit losses for these financial assets carried at amortised costs were close to zero under 12-month expected losses method, and therefore no provision was recognised.

5. 金融風險管理(續)

(b) 信貸風險(續)

按攤銷成本列賬的其他金融資產(續)

本集團大部分現金及現金等價物乃存放於位於香港、澳門及中國的高信評級大型金融機構。管理層預期不會出現任何因該等金融機構不履約而產生的虧損。

本集團大部分租賃按金乃存放於香港、澳門及中國的多名業主，並可於租賃協議到期及移交租用物業時退還。本集團並無經歷任何業主違約的事件。

本集團大部分設備租賃按金乃存放於香港及中國的多間信譽良好的公司，並可於終止設備租賃合約及歸還租賃視像顯示設備時退還。本集團並無經歷任何交易對手違約的事件。

本公司董事密切監察應收新收購附屬公司前股東款項。管理層預期借方不會招致任何虧損。

因此，本集團已根據12個月預期虧損方法評估該等按攤銷成本列賬的金融資產的預期信貸虧損為近乎零，因此並無已確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis, based on undiscounted cash flow, of the Group's financial liabilities is as follows:

5. 金融風險管理(續)

(c) 流動資金風險

本集團的政策為定期監察其現有及預期流動資金需求，以確保其維持足夠的現金儲備以應付短期及長期的流動資金要求。

基於未貼現現金流量所呈列本集團金融負債的到期分析如下：

		Within 1 year/ repayable on demand 一年內/ 按要求償還 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Total 總計 HK\$ 港元
At 31 December 2022	於二零二二年 十二月三十一日				
Amount due to a related party	應付關聯方款項	37,294,025	—	—	37,294,025
Trade payables	貿易應付款項	165,467	—	—	165,467
Other payables and accrued liabilities	其他應付款項及 應計負債	52,218,763	—	—	52,218,763
Lease liabilities	租賃負債	4,043,943	423,175	20,434	4,487,552
Bank borrowings and overdrafts	銀行借款及透支	10,055,674	—	—	10,055,674
		103,777,872	423,175	20,434	104,221,481

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(c) Liquidity risk (Continued)

		Repayable on demand or less than 1 year 按要求償還或一年內 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Total 總計 HK\$ 港元
At 31 May 2022	於二零二二年五月三十一日				
Amount due to a related party	應付關聯方款項	4,331,226	—	—	4,331,226
Other payables and accrued liabilities	其他應付款項及應計負債	19,293,959	—	—	19,293,959
Lease liabilities	租賃負債	3,136,486	1,673,184	213,391	5,023,061
Bank borrowings and overdrafts	銀行借款及透支	12,089,441	—	—	12,089,441
		38,851,112	1,673,184	213,391	40,737,687

(d) Interest rate risk

At 31 December 2022 and 31 May 2022, the Group does not have any interest bearing financial assets or liabilities except for cash at banks and bank overdrafts at floating rates and bank borrowings at fixed rates. The Group's cash at banks earns interest at low interest rates, which are not significant. Hence, bank borrowings at fixed rates are what expose the Group to fair value interest rate risk.

At 31 December 2022 and 31 May 2022, the directors of the Company consider that the interest rate risk in relation to the Group's cash at banks and bank borrowings is not significant as the fluctuation of the interest rates are minimal.

5. 金融風險管理(續)

(c) 流動資金風險(續)

		Repayable on demand or less than 1 year 按要求償還或一年內 HK\$ 港元	Between 1 and 2 years 1至2年 HK\$ 港元	Between 2 and 5 years 2至5年 HK\$ 港元	Total 總計 HK\$ 港元
At 31 May 2022	於二零二二年五月三十一日				
Amount due to a related party	應付關聯方款項	4,331,226	—	—	4,331,226
Other payables and accrued liabilities	其他應付款項及應計負債	19,293,959	—	—	19,293,959
Lease liabilities	租賃負債	3,136,486	1,673,184	213,391	5,023,061
Bank borrowings and overdrafts	銀行借款及透支	12,089,441	—	—	12,089,441
		38,851,112	1,673,184	213,391	40,737,687

(d) 利率風險

於二零二二年十二月三十一日及二零二二年五月三十一日，除按浮動利率計算的銀行現金及銀行透支以及按固定利率計算的銀行借款外，本集團並無任何計息金融資產或負債。本集團的銀行現金以低利率賺取利息，惟有關款項乃微不足道。因此，按固定利率計算的銀行借款使本集團面臨公平值利率風險。

於二零二二年十二月三十一日及二零二二年五月三十一日，本公司董事認為，由於利率波動很小，與本集團的銀行現金及銀行借款有關的利率風險並不重大。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

5. Financial risk management (Continued)

(e) Categories of financial instruments

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Financial assets:	金融資產：		
Equity investments fair value through other comprehensive income	按公平值計入其他全面收益的權益投資	33,512,821	—
Financial assets at amortised cost (including cash and cash equivalents)	按攤銷成本列賬的金融資產 (包括現金及現金等價物)	200,852,612	11,340,903
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	103,272,493	39,944,911

(f) Fair value

Except as disclosed in note 6 to the consolidated financial statements, the carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公平值

除綜合財務報表附註6所披露者外，綜合財務狀況表所示的本集團金融資產及金融負債的賬面值與其各自的公平值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

6. Fair value measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

(a) Disclosures of level in fair value hierarchy at 31 December:

6. 公平值計量

公平值為市場參與者於計量日期進行的有序交易中出售資產所收取或轉移負債所支付的價格。以下公平值計量披露資料所用的公平值架構按用以計量公平值的估值方法所使用的輸入資料分為三個層級：

第一級輸入資料：本集團於計量日期可獲得的相同資產或負債於活躍市場的報價(未經調整)。

第二級輸入資料：除第一級包含的報價外，資產或負債的可觀察輸入資料(不論直接或間接)。

第三級輸入資料：資產或負債的不可觀察輸入資料。

本集團的政策為確認截至事件或變化日期導致轉讓的任何三個級別轉入及轉出情況。

(a) 於十二月三十一日按公平值層級的級別披露：

Description 說明

Recurring fair value measurements:

Equity investments at fair value through other comprehensive income
— Private equity investments

經常性公平值計量：

按公平值計入其他全面收益的
權益投資
— 私募股權投資

Total recurring fair value measurements

經常性公平值計量總額

**Fair value
measurements
using:
使用以下層級
計量公平值：
Level 3
第三級
HK\$
港元**

33,512,821

33,512,821

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

6. Fair value measurements (Continued)

- (b) Reconciliation of assets and liabilities measured at fair value based on level 3:

Description

說明

Description	說明	Equity investments at fair value through other comprehensive income 按公平值計入其他全面收益的權益投資 HK\$ 港元
At 1 June 2022	於二零二二年六月一日	—
Total gains or losses recognised in other comprehensive income	於其他全面收益確認的收益或虧損總額	(267,179)
Acquisition of a subsidiary	收購附屬公司	34,688,000
Exchange gain	匯兌收益	(908,000)
At 31 December 2022	於二零二二年十二月三十一日	33,512,821

The total gains or losses recognised in other comprehensive income are presented in other reserve in the consolidated statement of profit or loss and other comprehensive income.

於其他全面收益確認的收益或虧損總額於綜合損益及其他全面收益表內其他儲備呈列。

- (c) Disclosure of valuation process used by the Group and valuation techniques and inputs used in fair value measurements at 31 December 2022:

- (c) 本集團於二零二二年十二月三十一日所用估值程序以及公平值計量所用估值技術及輸入資料的披露：

The Group's financial controller is responsible for the fair value measurements of assets and liabilities required for financial reporting purposes, including level 3 fair value measurements. The financial controller reports directly to the board of directors for these fair value measurement. Discussions of valuation processes and results are held between the financial controller and the board of directors at least twice a year.

本集團的財務總監負責就財務報告進行所需的資產及負債公平值計量(包括第三級公平值計量)。財務總監直接向董事會匯報相關公平值計量事宜。財務總監與董事會每年至少就估值程序及相關結果進行兩次討論。

For level 3 fair value measurements, the Group will normally engage an independent professional valuer with the recognised professional qualifications and recent experience to perform the valuations.

就第三級公平值計量而言，本集團通常會委聘具有認可專業資格及近期經驗的獨立專業估值師進行估值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

6. Fair value measurements (Continued)

(c) (Continued)

Level 3 fair value measurements

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 31 December 2022
說明	估值技術	不可觀察輸入資料	範圍	增加輸入資料對公平值的影響	二零二二年十二月三十一日公平值 HK\$ 港元
Private equity investment classified as equity investments at fair value through other comprehensive income	Share of net assets	N/A	N/A	N/A	33,512,821
分類為按公平值計入其他全面收益的權益投資的私募股權投資	分佔資產淨值	不適用	不適用	不適用	

7. Segment information

For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the chief executive of the group) reviews the overall results and financial position of the Group, which are prepared based on the same accounting policies set out in note 3.

The Group has two reportable segments as follows:

Provision of visual display solution services segment — engaged in visual display solutions services for concerts and events and equipment central income;

Information technology consulting services — engaged in one-stop technical consulting services and solutions for e-commerce business platforms; and the metaverse technology business.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

6. 公平值計量(續)

(c) (續)

第三級公平值計量

Description	Valuation technique	Unobservable inputs	Range	Effect on fair value for increase of inputs	Fair value 31 December 2022
說明	估值技術	不可觀察輸入資料	範圍	增加輸入資料對公平值的影響	二零二二年十二月三十一日公平值 HK\$ 港元
Private equity investment classified as equity investments at fair value through other comprehensive income	Share of net assets	N/A	N/A	N/A	33,512,821
分類為按公平值計入其他全面收益的權益投資的私募股權投資	分佔資產淨值	不適用	不適用	不適用	

7. 分部資料

為分配資源及評估表現，主要經營決策者(即本集團行政總裁)審閱本集團的整體業績及財務狀況(按附註3所載相同會計政策編製)。

本集團有以下兩個可報告分部：

提供視覺顯示解決方案服務分部 — 從事演唱會及活動的視覺顯示解決方案服務以及設備中央收入；

資訊科技諮詢服務 — 從事為電子商務業務平台提供一站式技術諮詢服務及解決方案，以及元宇宙技術業務。

本集團的可報告分部乃提供不同產品及服務的戰略業務單位。由於所需技術及營銷策略有別，各項業務須個別管理。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

7. Segment information (Continued)

The accounting policies of the operating segments are the same as those described in note 3 to the consolidated financial statements.

Information about reportable segment profits or losses, assets and liabilities:

7. 分部資料(續)

經營分部的會計政策與綜合財務報表附註3所述者相同。

可報告分部損益、資產及負債相關資料：

		Visual display solution services 視覺顯示 解決方案服務 HK\$ 港元	Information technology consulting services 資訊科技 諮詢服務 HK\$ 港元	Total 總計 HK\$ 港元
<i>For the period ended</i>	<i>截至二零二二年</i>			
<i>31 December 2022</i>	<i>十二月三十一日止期間</i>			
Revenue from external customers	外部客戶收益	20,772,539	19,465,721	40,238,260
Segment (loss)/profit	分部(虧損)/溢利	(9,075,447)	16,542,337	7,466,890
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,673,583	—	10,673,583
Depreciation of right-of-use assets	使用權資產折舊	1,725,273	149,344	1,874,617
Interest revenue	利息收入	722	—	722
Interest expense	利息開支	(360,497)	(7,716)	(368,213)
Income tax credit/(expenses)	所得稅抵免/(開支)	713,308	(774,402)	(61,094)
Additions to segment non-current assets	添置分部非流動資產	3,958,919	522,705	4,481,624
<i>For the year ended 31 May 2022</i>	<i>截至二零二二年</i>			
	<i>五月三十一日止年度</i>			
Revenue from external customers	外部客戶收益	20,347,460	—	20,347,460
Segment loss	分部虧損	(24,409,288)	—	(24,409,288)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	19,271,456	—	19,271,456
Depreciation of right-of-use assets	使用權資產折舊	2,975,839	—	2,975,839
Interest revenue	利息收入	496	—	496
Interest expense	利息開支	(644,225)	—	(644,225)
Income tax credit	所得稅抵免	567,617	—	567,617
Additions to segment non-current assets	添置分部非流動資產	15,399,683	—	15,399,683
<i>As at 31 December 2022</i>	<i>於二零二二年十二月三十一日</i>			
Segment assets	分部資產	83,109,552	244,284,818	327,394,370
Segment liabilities	分部負債	97,167,881	9,496,882	106,664,763
<i>As at 31 May 2022</i>	<i>於二零二二年五月三十一日</i>			
Segment assets	分部資產	87,457,044	—	87,457,044
Segment liabilities	分部負債	41,517,675	—	41,517,675

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8. Revenue

Revenue represents the fair value of amounts received and receivable from provision of visual display solution services, information technology consulting services and equipment rental income. An analysis of the Group's revenue is as follow:

8. 收益

收益指提供視像顯示解決方案服務及資訊科技諮詢服務的已收及應收款項以及設備租賃收入的公平值。本集團的收益分析如下：

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Revenue from visual display solution services	來自視像顯示解決方案服務的收益	20,353,539	19,424,061	3,969,142
Revenue from information technology consulting services	來自資訊科技諮詢服務的收益	19,465,721	—	—
Equipment rental income	設備租賃收入	419,000	923,399	101,801
		40,238,260	20,347,460	4,070,943

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

8. Revenue (Continued)

Disaggregation of revenue from contracts with customers:

For the period ended 31 December 2022

8. 收益(續)

來自客戶的合約收益明細：

截至二零二二年十二月三十一日止期間

		Visual display solution services 視像顯示 解決方案服務 HK\$ 港元	Information technology consulting services 資訊科技 諮詢服務 HK\$ 港元	Total 總計 HK\$ 港元
Revenue:	收益：			
Hong Kong	香港	16,901,784	—	16,901,784
PRC	中國	555,652	19,465,721	20,021,373
Macau	澳門	194,733	—	194,733
Others	其他	3,120,370	—	3,120,370
		20,772,539	19,465,721	40,238,260
Timing of revenue recognition	收益確認時間			
At a point in time	某一時間點	—	19,465,721	19,465,721
Over time	隨時間	20,772,539	—	20,772,539
Total	總計	20,772,539	19,465,721	40,238,260

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8. Revenue (Continued)

Disaggregation of revenue from contracts with customers:
(Continued)

For the year ended 31 May 2022

Geographic information

地區資料

Revenue:	收益：
Hong Kong	香港
PRC	中國
Macau	澳門
Others	其他

8. 收益(續)

來自客戶的合約收益明細：(續)

截至二零二二年五月三十一日止年度

Visual display
solution service
視像顯示
解決方案服務
HK\$
港元

14,361,869
1,889,591
3,886,000
210,000

20,347,460

Timing of revenue recognition

收益確認時間

At a point in time
Over time

某一時間點
隨時間

1/6/2021 to
31/5/2022
二零二一年
六月一日至
二零二二年
五月三十一日
HK\$
港元

—
20,347,460

Total

總計

20,347,460

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8. Revenue (Continued)

The Group's non-current assets other than equity investments at fair value through other comprehensive income were located as follows:

8. 收益(續)

本集團非流動資產(按公平值計入其他全面收益的權益投資除外)位於下列地區:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Non-current assets:	非流動資產:		
Hong Kong	香港	59,617,848	66,079,387
PRC	中國	7,459,327	8,040,078
Macau	澳門	700,827	1,044,843
		67,778,002	75,164,308

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8. Revenue (Continued)

Information about major customers

Revenue attributed from customers that accounted for 10% or more of the Group's total revenue during the period/year is as follows:

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Customer A	客戶A	13,823,086	N/A不適用*	N/A不適用*
Customer B	客戶B	N/A不適用*	5,677,000	1,080,000

* The corresponding revenue did not contribute over 10% of the total revenue of the Group

Revenue from visual display solution services

Revenue from visual display solution services is recognised over the show or event period of a project as customers have simultaneously received and consumed the benefits provided by the Group's services. Revenue is recognised using the output method by reference to the progress towards complete satisfaction of the performance obligation, which is directly measured by the value of each show or event being performed.

A performance obligation is a contractual promise to transfer a distinct good or service to a customer and is the unit of account under HKFRS 15. Contracts of the Group include various services which is integrated into a single deliverable and are therefore generally accounted for as a single performance obligation.

The Group derives revenue primarily under fixed price contracts. If at any time the costs to complete the contract are estimated to exceed the remaining amount of the consideration under the contract, then a provision is recognized.

8. 收益(續)

有關主要客戶的資料

於期/年內，佔本集團總收益10%或以上的客戶之應佔收益如下：

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Customer A	客戶A	13,823,086	N/A不適用*	N/A不適用*
Customer B	客戶B	N/A不適用*	5,677,000	1,080,000

* 相應的收益並無為本集團總收益貢獻10%以上。

來自視像顯示解決方案服務的收益

來自視像顯示解決方案服務的收益於演出或項目活動進行的期間確認，因為客戶同時取得並消耗本集團的服務所提供的利益。收益乃參照完全履行履約責任的進度使用輸出法確認，完成履行履約責任的進度直接按所進行每場演出或活動的價值計量。

履約責任為向客戶轉讓明確貨品或服務之合約承諾，並為香港財務報告準則第15號項下之會計單位。本集團的合約包括多種服務，其整合為單一可交付成果，因此一般作為單一履約責任入賬。

本集團的收益主要來自固定價格合約。倘於任何時間估計完成合約的成本超過合約代價的剩餘金額，則確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

8. Revenue (Continued)

Revenue from information technology consulting services

The Group provides information technology consulting services to the customers. Information technology consulting service fee income is recognised when the information technology consulting service is rendered and there is no unfulfilled obligation that could affect the customer's acceptance of the service.

8. 收益(續)

來自資訊科技諮詢服務的收益

本集團向客戶提供資訊科技諮詢服務。資訊科技諮詢服務費收入於提供資訊科技諮詢服務時確認，當中不存在影響客戶接受服務的未履行義務。

9. Other income

9. 其他收入

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Government grants (Note)	政府補助(附註)	652,832	273,798	80,000
Equipment repairment, technical consultancy, project management income and sales of equipment	設備維修、技術諮詢、項目管理收入及設備銷售	1,456,509	2,683,781	678,890
Others	其他	25,214	—	—
		2,134,555	2,957,579	758,890

Note: Government grants represented subsidies obtained from the Employment Support Scheme of the Government of the Hong Kong Special Administrative Region and subsidies obtained from the local governments in Mainland China and Macau to subsidise the operating costs of the Group's subsidiaries. There were no unfulfilled conditions attached to these grants as at the end of the period/year.

附註：政府補助指自香港特別行政區政府「保就業」計劃獲得的補貼及自中國內地及澳門地方政府獲得的補貼，以補貼本集團附屬公司的經營成本。於期/年末，該等補助並無附帶未達成條件。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

10. Other losses, net

10. 其他虧損淨額

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Exchange losses, net	匯兌虧損淨額	(114,505)	(247,076)	(218,593)
Government subsidies	政府補助	1,712	—	—
Others	其他	(66,313)	—	—
		(179,106)	(247,076)	(218,593)

11. Finance costs

11. 財務成本

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Interest on bank borrowings	銀行借款利息	238,260	365,708	167,375
Interest on lease liabilities	租賃負債利息	129,953	278,517	102,400
Finance costs	財務成本	368,213	644,225	269,775

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

12. Income tax (expense)/credit

12. 所得稅(開支)/抵免

	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Current tax — PRC Enterprise Income Tax (“EIT”) and other jurisdictions	(774,402)	—	—
Deferred income tax (Note 28)	713,308	567,617	359,325
	(61,094)	567,617	359,325

During the seven-month period ended 31 December 2022 and year ended 31 May 2022, no Hong Kong profits tax has been provided for as the Group did not generate any estimated assessable profit.

截至二零二二年十二月三十一日止七個月期間及截至二零二二年五月三十一日止年度，由於本集團並無產生任何估計應課稅溢利，故並無計提香港利得稅撥備。

The companies of the Group established in the PRC are subject to the PRC corporate income tax at the rate of 25% for the seven-month period ended 31 December 2022. During the year ended 31 May 2022, no PRC corporate income tax has been provided for as the Group did not generate any estimated assessable profit.

截至二零二二年十二月三十一日止七個月期間，本集團在中國成立的公司須按稅率25%繳納中國企業所得稅。截至二零二二年五月三十一日止年度，本集團並無產生任何估計應課稅溢利，故未有就中國企業所得稅計提撥備。

Companies incorporated and operating in Macau are subject to Macau complementary tax, under which taxable income of up to MOP600,000 is exempted from taxation with amounts beyond this amount to be taxed at a fixed rate of 12% for the seven-month period ended 31 December 2022 and year ended 31 May 2022. During the seven-month period ended 31 December 2022 and year ended 31 May 2022, no Macau complementary tax have been provided for as the Group did not generate any estimated assessable profit.

在澳門註冊成立及營運的公司須繳納澳門所得補充稅，據此，於截至二零二二年十二月三十一日止七個月期間及截至二零二二年五月三十一日止年度，最多600,000澳門幣的應課稅收入獲豁免繳稅，超出此數額則按固定稅率12%繳稅。截至二零二二年十二月三十一日止七個月期間及截至二零二二年五月三十一日止年度，本集團並無產生任何估計應課稅溢利，故未有就澳門所得補充稅計提撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

12. Income tax (expense)/credit (Continued)

Taxes on profits assessable elsewhere have been calculated at the applicable rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

The taxation on the loss before income tax differs from the theoretical amount that would arise using the taxation rate of Hong Kong as follows:

12. 所得稅(開支)/抵免(續)

其他地方應課稅溢利的稅項乃按本集團經營所在司法權區現行的適用稅率，根據其現有法律、詮釋及慣例計算。

除所得稅前虧損的稅項有別於使用香港稅率計算所得理論金額，如下所示：

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Profit/(loss) before tax	除稅前溢利/(虧損)	7,527,984	(24,976,905)	(15,811,409)
Calculated at a taxation rate of 16.5%	按稅率 16.5% 計算	1,242,117	(4,121,189)	(2,608,883)
Effect of different tax rates for different countries	不同國家的不同稅率影響	612,868	375,397	237,642
Tax effect of income not taxable for tax purpose	毋須繳稅收入之稅項影響	(1,980,993)	—	—
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅項影響	104,357	319,829	202,465
Tax effect of estimated tax losses not recognised	未確認估計稅項虧損之稅項影響	167,797	3,051,864	1,931,956
Utilisation of previously unrecognised tax loss	動用先前未確認稅項虧損	(85,052)	(193,518)	(122,505)
Income tax expense/(credit)	所得稅(開支)/抵免	61,094	(567,617)	(359,325)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

13. Profit/(loss) for the period/year

13. 期／年內溢利／(虧損)

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
The Group's profit/(loss) for the period/year is stated after charging the following:	本集團期／年內溢利／(虧損)乃經扣除下列各項列賬：			
Auditor's remuneration	核數師酬金	720,000	650,000	125,000
Cost of equipment and spare parts	設備及配件成本	294,599	383,754	130,760
Directors' remuneration (note 14)	董事薪酬(附註14)	1,828,005	1,925,648	824,635
Other staff costs:	其他僱員成本：			
Salaries and other benefits	薪金及其他福利	7,785,364	6,659,734	2,689,918
Retirement benefit schemes contributions	退休福利計劃供款	770,048	1,313,602	516,804
Total staff costs	僱員成本總額	10,383,417	9,898,984	4,031,357
Depreciation of property, plant and equipment	物業、廠房及設備折舊	10,673,583	19,271,456	8,179,431
Depreciation of right-of-use assets	使用權資產折舊	1,874,617	2,975,839	1,212,195

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14. Directors', chief executive's and employees' emoluments

(a) Directors' and chief executive's emoluments

The emoluments paid or payable to directors and chief executive of the Company are as follows:

14. 董事、行政總裁及僱員薪酬

(a) 董事及行政總裁薪酬

已付或應付本公司董事及行政總裁的薪酬如下：

		Salaries, other allowance and benefits	Retirement scheme contributions	Total
		薪金、 其他津貼及 袍金	退休計劃 供款	總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元
Executive directors	執行董事			
Mr. Ma Lie (Chairman of the Board) (appointed on 11 May 2022)	馬烈先生(董事會主席) (於二零二二年 五月十一日獲委任)	—	439,726	— 439,726
Mr. Yeung Ho Ting Dennis (Chief Executive Officer)	楊浩廷先生 (行政總裁)	—	714,140	10,500 724,640
Mr. Tam Chun Yu	譚震宇先生	—	342,650	9,975 352,625
Ms. Zhang Yan Ling (appointed on 17 November 2022)	張艷玲女士(於二零二二年 十一月十七日獲委任)	14,795	—	— 14,795
Independent non-executive directors	獨立非執行董事			
Mr. Ji Gui Bao (appointed on 11 May 2022)	紀貴寶先生(於二零二二年 五月十一日獲委任)	70,356	—	— 70,356
Mr. Cui Hai Bin (appointed on 11 May 2022)	崔海濱先生(於二零二二年 五月十一日獲委任)	70,356	—	— 70,356
Mr. Chen Yue (appointed on 11 May 2022)	陳越先生(於二零二二年 五月十一日獲委任)	70,356	—	— 70,356
Ms. Jiang Yu E (appointed on 11 May 2022)	姜玉娥女士(於二零二二年 五月十一日獲委任)	70,356	—	— 70,356
Mr. Li Xiao Hua (appointed on 17 November 2022)	李曉華先生(於二零二二年 十一月十七日獲委任)	14,795	—	— 14,795
Total for period ended 31 December 2022	截至二零二二年十二月 三十一日止期間總計	311,014	1,496,516	20,475 1,828,005

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14. Directors', chief executive's and employees' emoluments (Continued)

14. 董事、行政總裁及僱員薪酬(續)

(a) Directors' and chief executive's emoluments (Continued)

(a) 董事及行政總裁薪酬(續)

		Salaries, other allowance and benefits	Retirement scheme contributions	Total
		薪金、 其他津貼及 袍金	退休計劃 供款	總計
		Fee HK\$ 港元	HK\$ 港元	HK\$ 港元
Executive directors		執行董事		
Mr. Ma Lie (Chairman of the Board) (appointed on 11 May 2022)	馬烈先生(董事會主席) (於二零二二年 五月十一日獲委任)	—	42,339	—
Mr. Yeung Ho Ting Dennis (Chief Executive Officer)	楊浩廷先生 (行政總裁)	—	1,224,240	18,000
Mr. Tam Chun Yu	譚震宇先生	—	328,950	15,023
Independent non-executive directors		獨立非執行董事		
Mr. Ji Gui Bao (appointed on 11 May 2022)	紀貴寶先生(於二零二二年 五月十一日獲委任)	6,774	—	—
Mr. Cui Hai Bin (appointed on 11 May 2022)	崔海濱先生(於二零二二年 五月十一日獲委任)	6,774	—	—
Mr. Chen Yue (appointed on 11 May 2022)	陳越先生(於二零二二年 五月十一日獲委任)	6,774	—	—
Ms. Jiang Yu E (appointed on 11 May 2022)	姜玉娥女士(於二零二二年 五月十一日獲委任)	6,774	—	—
Mr. Li Kai Sing (resigned on 11 May 2022)	李啟承先生(於二零二二年 五月十一日辭任)	90,000	—	—
Mr. Ma Tsz Chun (resigned on 11 May 2022)	馬時俊先生(於二零二二年 五月十一日辭任)	90,000	—	—
Ms. Loh Lai Ping, Phillis (resigned on 11 May 2022)	羅麗萍女士(於二零二二年 五月十一日辭任)	90,000	—	—
Total for year ended 31 May 2022	截至二零二二年 五月三十一日止年度總計	297,096	1,595,529	33,023
				1,925,648

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

14. Directors', chief executive's and employees' emoluments (Continued)

(a) Directors' and chief executive's emoluments (Continued)

None of the directors received or will receive any retirement benefits during the period (year ended 31 May 2022: Nil).

None of the directors received or will receive any termination benefits during the period (year ended 31 May 2022: Nil).

None of the directors waived or agreed to waive any emoluments during the period (year ended 31 May 2022: Nil).

During the period, the Company did not pay consideration to any third parties for making available directors' services (year ended 31 May 2022: Nil).

There were no loans, quasi-loans and other dealings in favor of directors, controlled bodies corporate by and connected entities with such directors during the period (year ended 31 May 2022: Nil).

No significant transactions, arrangements and contracts in relation to the Company'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 the period or at any time during the period (year ended 31 May 2022: Nil).

14. 董事、行政總裁及僱員薪酬(續)

(a) 董事及行政總裁薪酬(續)

期內概無董事收到或將收到任何退休福利(截至二零二二年五月三十一日止年度:無)。

期內概無董事收到或將收到任何終止福利(截至二零二二年五月三十一日止年度:無)。

期內並無董事放棄或同意放棄任何酬金(截至二零二二年五月三十一日止年度:無)。

於期內,本公司概無就獲董事服務向任何第三方支付代價(截至二零二二年五月三十一日止年度:無)。

期內概無有關以董事、該等董事之受控制法團及關連實體為受益人之貸款、準貸款及其他交易(截至二零二二年五月三十一日止年度:無)。

於期末或期內任何時間,本公司並無參與本公司董事直接或間接擁有重大權益而有關本公司業務之重大交易、安排及合約存續(截至二零二二年五月三十一日止年度:無)。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

14. Directors', chief executive's and employees' emoluments (Continued)

(b) Employees' emoluments

The five individuals whose emoluments were the highest in the Group for the period ended 31 December 2022 include three directors (31 May 2021: two directors). The emoluments paid/payable to the five highest paid individuals are as follows:

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元
Salaries and other benefits	薪金及其他福利	2,078,441	2,384,910
Retirement benefit schemes contributions	退休福利計劃供款	40,076	77,996
		2,118,517	2,462,906

The emoluments fell within the following bands:

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 Number of employees 僱員人數	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	5	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	—	1
		5	5

During the period ended 31 December 2022 and year ended 31 May 2022, no emoluments were paid by the Group to any of the directors or other members of the five highest paid individuals as an inducement to join, upon joining the Group, leaving the Group or as compensation for loss of office.

14. 董事、行政總裁及僱員薪酬 (續)

(b) 僱員薪酬

本集團於截至二零二二年十二月三十一日止期間的五名最高薪酬人士包括三名董事(二零二一年五月三十一日:兩名董事)。已付/應付五名最高薪酬人士的酬金如下:

酬金介於以下範圍:

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 Number of employees 僱員人數	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 Number of employees 僱員人數
Nil to HK\$1,000,000	零至1,000,000港元	5	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至 1,500,000港元	—	1
		5	5

截至二零二二年十二月三十一日止期間及截至二零二二年五月三十一日止年度,本集團概無向任何董事或五名最高薪酬人士中的其他成員支付酬金,作為吸引其加入本集團、加入本集團後、離開本集團的獎勵或作為離職補償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

15. Dividends

No dividend was paid, declared or proposed by the Company for the period ended 31 December 2022 (year ended 31 May 2022: Nil).

15. 股息

本公司截至二零二二年十二月三十一日止期間並無支付、宣派或或擬派任何股息(截至二零二二年五月三十一日止年度：無)。

16. Earnings/(loss) per share

The calculation of the basic and diluted earnings/(loss) per share is based on the following:

16. 每股盈利/(虧損)

每股基本及攤薄盈利/(虧損)乃按以下各項計算：

Earnings/(loss)

盈利/(虧損)

	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Earnings/(loss) for the purpose of calculating basic profit/(loss) per share	就計算每股基本溢利/(虧損)而言的盈利/(虧損) 4,233,548	(24,243,425)	(15,383,509)

Number of shares

股份數目

	1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元	1/1/2022 to 31/5/2022 二零二二年 一月一日至 二零二二年 五月三十一日 HK\$ 港元 (unaudited) (未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic earnings/(loss) per share	就計算每股基本盈利/(虧損)而言的普通股加權平均數 800,000,000	800,000,000	800,000,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

16. Earnings/(loss) per share (Continued)

No diluted earnings per share are present as the Company did not have any dilutive potential ordinary shares during the period ended 31 December 2022 and year ended 31 May 2022.

16. 每股盈利／(虧損) (續)

截至二零二二年十二月三十一日止期間及截至二零二二年五月三十一日止年度，由於本公司並無任何潛在攤薄普通股，故未有呈列每股攤薄盈利。

17. Non-controlling interests

The following table shows information of subsidiaries that have non-controlling interests ("NCI") material to the Group. The summarised financial information represents amounts before inter-company eliminations.

17. 非控股權益

下表顯示擁有對本集團屬重大的非控股權益(「非控股權益」)的附屬公司的資料。扼要財務資料反映公司間對銷前的金額。

Name 名稱	Shenzhen Xinhang 深圳鑫杭
Principal place of business/country of incorporation 主要營業地點／註冊成立國家	PRC 中國
% of ownership interests/voting rights held by NCI 非控股權益持有的所有權權益／投票權百分比	77.1%

		HK\$ 港元
At 31 December 2022:	於二零二二年十二月三十一日：	
Non-current assets	非流動資產	34,035,526
Current assets	流動資產	210,143,239
Current liabilities	流動負債	(22,923,311)
Net Assets	資產淨值	221,255,454
Accumulated NCI	累計非控股權益	(70,610,080)
For the period ended 31 December 2022	截至二零二二年十二月三十一日止期間	
Revenue	收益	19,465,721
Profit	溢利	4,060,795
Total comprehensive income	全面收益總額	(1,900,724)
Profit allocated to NCI	分配至非控股權益的溢利	3,130,873
Net cash generated from operating activities	經營活動所得現金淨額	12,878,680
Net cash generated from investing activities	投資活動所得現金淨額	25,214
Net cash used in financing activities	融資活動所用現金淨額	(13,151,680)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(247,786)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

18. Property, plant and equipment

18. 物業、廠房及設備

		Visual display equipment 視像顯示 設備 HK\$ 港元	Furniture and other equipment 傢俱及 其他設備 HK\$ 港元	Motor vehicles 汽車 HK\$ 港元	Leasehold improvements 租賃裝修 HK\$ 港元	Total 總計 HK\$ 港元
COST	成本					
At 1 June 2021	於二零二一年六月一日	200,926,513	1,478,430	1,247,247	1,648,044	205,300,234
Additions	添置	13,013,635	5,400	—	—	13,019,035
Exchange difference	匯兌差額	(133,992)	(345)	—	(2,877)	(137,214)
At 31 May 2022 and 1 June 2022	於二零二二年 五月三十一日及 二零二二年六月一日	213,806,156	1,483,485	1,247,247	1,645,167	218,182,055
Additions	添置	3,313,781	46,174	—	—	3,359,955
Exchange differences	匯兌差額	(278,686)	(2,239)	(104,922)	(7,768)	(393,615)
At 31 December 2022	於二零二二年 十二月三十一日	216,841,251	1,527,420	1,142,325	1,637,399	221,148,395
ACCUMULATED DEPRECIATION	累計折舊					
At 1 June 2021	於二零二一年六月一日	126,836,124	1,324,820	1,096,381	1,480,708	130,738,033
Charge for the year	年內支出	19,007,140	77,673	58,400	128,243	19,271,456
Exchange differences	匯兌差額	(54,918)	(331)	—	(1,643)	(56,892)
At 31 May 2022 and 1 June 2022	於二零二二年 五月三十一日及 二零二二年六月一日	145,788,346	1,402,162	1,154,781	1,607,308	149,952,597
Charge for the period	期內支出	10,586,283	33,779	34,067	19,454	10,673,583
Exchange differences	匯兌差額	(104,039)	(2,246)	(104,923)	(6,039)	(217,247)
At 31 December 2022	於二零二二年 十二月三十一日	156,270,590	1,433,695	1,083,925	1,620,723	160,408,933
CARRYING AMOUNT	賬面值					
At 31 December 2022	於二零二二年 十二月三十一日	60,570,661	93,725	58,400	16,676	60,739,462
At 31 May 2022	於二零二二年 五月三十一日	68,017,810	81,323	92,466	37,859	68,229,458

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

19. Right-of-use assets

Disclosure of lease-related items:

19. 使用權資產

租賃相關項目披露如下：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Right-of-use assets	使用權資產		
— Premises	— 物業	3,713,422	4,499,988
— Office equipment	— 辦公設備	33,618	—
		3,747,040	4,499,988
The maturity analysis, based on undiscouted cash flows, of the Group's lease liabilities is as follows:	本集團租賃負債根據未折現現金流作出的到期日分析如下：		
— Less than 1 year	— 1年內	4,043,943	3,136,486
— Between 1 and 2 years	— 1至2年	423,175	1,673,184
— Between 2 and 5 years	— 2至5年	20,434	213,391
		4,487,552	5,023,061

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

19. Right-of-use assets (Continued)

19. 使用權資產(續)

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元
Period/year ended:	期/年末:		
Depreciation of right-of-use assets	使用權資產折舊		
— Premises	— 物業	1,872,217	2,973,119
— Office equipment	— 辦公設備	2,400	2,720
		1,874,617	2,975,839
Lease interests	租賃權益	129,953	278,517
Expenses related to short-term leases	短期租賃相關開支	2,388,185	2,378,706
Cash outflow for leases	有關租賃之現金流出		
— Payments for short-term leases in respect of rental premises and equipment	— 有關租用物業及設備之短期租賃之付款	2,388,185	2,378,706
— Payments of principal and interest element of lease liabilities	— 償還租賃負債本金及利息部分	2,034,843	3,252,201
		4,423,028	5,630,907
Additions to right-of-use assets	添置使用權資產	1,121,669	2,380,648

The Group leases various premises and office equipment. Rental contracts are typically made for fixed periods of 1 to 3 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the rental deposits in the leased assets that are held by the lessors. Leased assets were not be used as security for borrowing purposes.

There are no extension and termination options included in the lease contracts.

本集團租賃各類物業及辦公設備。租賃合約固定期限一般設為1至3年。租賃條款按單獨基準協商，且包含多種不同條款及條件。除出租人所持租賃資產的租賃按金外，租賃協議並無施加任何契諾。租賃資產不得用作借款抵押。

租賃合約並無包含延長及終止選擇權。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

20. Trade and other receivables, prepayments and deposits

20. 貿易及其他應收款項、預付款項及按金

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Trade receivables	貿易應收款項	23,426,816	13,790,437
Less: allowance for bad and doubtful debts	減：呆壞賬撥備	(11,453,365)	(9,614,247)
Trade receivables, net	貿易應收款項淨額	11,973,451	4,176,190
Prepayments for purchase of equipment	購買設備的預付款項	2,105,041	1,972,934
Deposits for equipment rental	設備出租按金	4,825,915	5,660,593
Other receivables, prepayment and deposits (note a)	其他應收款項、預付款項及按金(附註a)	27,320,455	1,947,562
Receivables from newly acquired subsidiary's former shareholders (note b)	應收新收購附屬公司前股東款項(附註b)	159,757,500	—
		205,982,362	13,757,279
Less: Non-current portion	減：非流動部分		
Prepayments for purchase of equipment	購買設備預付款項	(2,105,041)	(1,972,934)
Prepayments and rental deposits	預付款項及租賃按金	(333,135)	(321,912)
		(2,438,176)	(2,294,846)
Current portion	流動部分	203,544,186	11,462,433

Notes:

- (a) The other receivables are mainly the IT services provider's prepayments regarding the NFT virtual reality platform development.
- (b) The receivables from newly acquired subsidiary's former shareholders are fully settled up to the date of this report.

附註：

- (a) 其他應收款項主要為IT服務商預付NFT虛擬現實平台開發費用。
- (b) 應收新收購附屬公司前股東款項截至本報告日期已清償。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

20. Trade and other receivables, prepayments and deposits (Continued)

The carrying amounts of the Group's trade and other receivables, prepayments and deposits were denominated in the following currencies:

20. 貿易及其他應收款項、預付款項及按金

本集團貿易及其他應收款項、預付款項及按金的賬面值以下列貨幣計值：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
HK\$	港元	6,393,418	6,699,481
US\$	美元	4,804,704	4,013,168
EUR	歐元	117,058	—
RMB	人民幣	194,591,079	3,000,676
MOP	澳門幣	76,103	43,954
		205,982,362	13,757,279

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

20. Trade and other receivables, prepayments and deposits (Continued)

(a) Trade receivables

The Group's trade receivables are generally settled by cash on delivery or credit period of 90 days after provision of services. As at 31 December 2022 and 31 May 2022, the Group's ageing analysis of the gross trade receivables based on invoice date is as follows:

0-30 days	0至30天
31-60 days	31至60天
61-90 days	61至90天
Over 90 days	超過90天

As at 31 December 2022 and 31 May 2022, trade receivables of HK\$18,323,533 and HK\$11,395,332 were past due respectively, and impairment of trade receivables of HK\$11,453,365 (31 May 2022: HK\$9,614,247) have been provided for.

20. 貿易及其他應收款項、預付款項及按金(續)

(a) 貿易應收款項

本集團的貿易應收款項一般在交貨時或提供服務後90天的信用期內以現金結算。於二零二二年十二月三十一日及二零二二年五月三十一日，本集團基於發票日期的總貿易應收款項賬齡分析如下：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
0-30 days	0至30天	2,961,716	1,291,105
31-60 days	31至60天	1,697,354	110,000
61-90 days	61至90天	444,213	994,000
Over 90 days	超過90天	18,323,533	11,395,332
		23,426,816	13,790,437

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributable to customers are reviewed regularly.

於接受任何新客戶之前，本集團會評估潛在客戶的信貸質素並確定客戶的信貸額度。本集團會定期檢討客戶的信貸額度。

於二零二二年十二月三十一日及二零二二年五月三十一日，分別為18,323,533港元及11,395,332港元的貿易應收款項已逾期，並已計提貿易應收款項減值撥備11,453,365港元(二零二二年五月三十一日：9,614,247港元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

20. Trade and other receivables, prepayments and deposits (Continued)

(a) Trade receivables (Continued)

Movement on the provision for impairment of trade receivables is as follows:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
At beginning of the period/year	期/年初	9,614,247	8,450,229
Provision for impairment for the period/year	期/年內減值撥備	1,839,118	1,164,018
At end of the period/year	期/年末	11,453,365	9,614,247

The Group applies the simplified approach under HKFRS 9 to provide for expected credit losses using the lifetime expected loss provision for all trade receivables. In determining the expected credit losses for trade receivables, the management of the Group has taken into account the historical default experience and the future prospect of the industries and/or considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of the trade receivables occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

20. 貿易及其他應收款項、預付款項及按金(續)

(a) 貿易應收款項(續)

貿易應收款項減值撥備的變動如下：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
At beginning of the period/year	期/年初	9,614,247	8,450,229
Provision for impairment for the period/year	期/年內減值撥備	1,839,118	1,164,018
At end of the period/year	期/年末	11,453,365	9,614,247

本集團應用香港財務報告準則第9號之簡化方法計提預期信貸虧損，為所有貿易應收款項使用全期預期虧損撥備。於釐定貿易應收款項的預期信貸虧損時，本集團管理層已考慮歷史違約經驗及行業的前景，及/或考慮各種實際及預測的經濟來源之外部來源(如適用)，以估計每項貿易應收款項在其各自虧損評估時間範圍發生違約的可能性以及違約損失。

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

20. Trade and other receivables, prepayments and deposits (Continued)

(a) Trade receivables (Continued)

		Current (not yet due) 即期(尚未 到期)	1-90 days past due 逾期 1至90日	91-180 days past due 逾期 91至180日	181-365 days past due 逾期 181至365日	> 1 year past due 逾期 超過1年	Total 總計
At 31 December 2022	於二零二二年 十二月三十一日						
Weighted average expected loss rate	加權平均預期 虧損率	54%	43%	16%	22%	97%	
Receivable amount (HK\$)	應收款項 (港元)	5,103,283	976,358	2,793,526	8,306,031	6,247,618	23,426,816
Loss allowance (HK\$)	虧損撥備(港元)	2,742,505	419,720	438,735	1,796,472	6,055,933	11,453,365
At 31 May 2022	於二零二二年 五月三十一日						
Weighted average expected loss rate	加權平均預期 虧損率	54%	42%	50%	60%	96%	
Receivable amount (HK\$)	應收款項(港元)	2,395,105	1,245,049	3,151,411	1,265,727	5,733,145	13,790,437
Loss allowance (HK\$)	虧損撥備(港元)	1,284,582	527,467	1,562,419	754,942	5,484,837	9,614,247

(b) Other receivables, prepayments and deposits

Other receivables, prepayments and deposits mainly represent rental and utility deposits and prepayments for insurance and maintenance and also the receivables from former shareholders. The Company has not provided for impairment loss because the status of the subsequent settlement of the debtors is satisfactory. The Company does not hold any collateral over balances.

20. 貿易及其他應收款項、預付款項及按金(續)

(a) 貿易應收款項(續)

(b) 其他應收款項、預付款項及按金

其他應收款項、預付款項及按金主要指租金及公用服務按金及保險及維護預付款項，以及應收前股東款項。由於債務人後續結算狀況良好，本公司未有計提減值虧損撥備。本公司並無就相關結餘持有任何抵押品。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

21. Equity investments at fair value through other comprehensive income

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Included in non-current assets	計入非流動資產		
— Private equity investment	— 私募股權投資	33,512,821	—

The above investments are intended to be held for the medium to long term. Designation of these investments as equity investments at fair value through other comprehensive income can avoid the volatility of the fair value changes of these investments to profit or loss.

21. 按公平值計入其他全面收益的權益投資

	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
	33,512,821	—

上述投資擬中長期持有。指定相關投資為按公平值計入其他全面收益的權益投資可避免相關投資的公平值變動導致損益波動。

22. Bank and cash balances

Bank and cash balances were denominated in the following currencies:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
HK\$	港元	3,743,204	647,508
RMB	人民幣	18,616,695	111,991
Others	其他	199,462	70,804
		22,559,361	830,303

Cash at banks earned interest at floating rates based on daily bank deposit rates. The Group's cash and cash equivalents denominated in RMB were deposited with banks in Hong Kong and the PRC. The conversion of the RMB denominated balances into foreign currencies and the remittance of funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the Government of the People's Republic of China.

22. 銀行及現金結餘

銀行及現金結餘乃按以下貨幣計值：

	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
	3,743,204	647,508
	18,616,695	111,991
	199,462	70,804
	22,559,361	830,303

銀行現金根據每日銀行存款利率，按浮動利率賺取利息。本集團以人民幣計值的現金及現金等價物乃存放於香港及中國銀行內。人民幣計值的結餘兌換外幣以及向中國境外匯款須遵守中華人民共和國政府出台的外匯管制規則及法規。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

23. Trade payables

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Trade payables	貿易應付款項	165,467	—

The following is an aged analysis of trade payables based on the invoice date at the end of the reporting period.

於報告期末，基於發票日期的貿易應付款項賬齡分析如下。

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
31–60 days	31至60天	4,565	—
Over 90 days	超過90天	160,902	—
		165,467	—

24. Other payables and accrued liabilities

24. 其他應付款項及應計負債

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Payables for equipment purchases	採購設備應付款項	5,783,587	7,090,316
Equipment rental payable	應付設備租金	4,333,370	4,494,735
Other accruals and payables	其他應計費用及應付款項	8,900,089	7,708,908
Other borrowings (note a)	其他借款(附註a)	33,201,717	—
		52,218,763	19,293,959

Note:

(a) The amount is unsecured, non-interest bearing and has no fixed repayment terms.

附註：

(a) 有關款項為無抵押、免息及無固定還款期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

24. Other payables and accrued liabilities (Continued)

As at 31 December 2022 and 31 May 2022, the Group's aging analysis of the payables for equipment based on invoice date is as follows:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Over 90 days	超過90天	5,783,587	7,090,316

The carrying amounts of the Group's other payables and accrued liabilities were denominated in the following currencies:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
RMB	人民幣	42,228,185	7,756,975
HK\$	港元	8,496,102	9,245,195
US\$	美元	1,382,260	2,202,168
MOP	澳門幣	112,216	89,621
		52,218,763	19,293,959

24. 其他應付款項及應計負債 (續)

於二零二二年十二月三十一日及二零二二年五月三十一日，本集團基於發票日期的設備應付款項賬齡分析如下：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Over 90 days	超過90天	5,783,587	7,090,316

本集團其他應付款項及應計負債的賬面值以下列貨幣計值：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
RMB	人民幣	42,228,185	7,756,975
HK\$	港元	8,496,102	9,245,195
US\$	美元	1,382,260	2,202,168
MOP	澳門幣	112,216	89,621
		52,218,763	19,293,959

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25. Contract liabilities

Disclosures of revenue-related items:

As at	於	31 December 2022 二零二二年 十二月三十一日 HK\$ 港元	31 May 2022 二零二二年 五月三十一日 HK\$ 港元	1 June 2021 二零二一年 六月一日 HK\$ 港元
Contract liabilities (non-current liabilities)	合約負債 (非流動負債)	900,800	944,000	360,000
Contract receivables (included in trade receivables)	合約應收款項 (包括貿易應收款項)	11,973,451	4,176,190	4,706,312

25. 合約負債

與收益相關的項目披露如下：

Transaction prices allocated to performance obligations unsatisfied at end of period/ year and expected to be recognised as revenue in:	於期/年末分配至未達成履約責任並預期於以下年度確認為收益之交易價格：	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
— 2024	— 二零二四年	316,800	360,000
— 2025	— 二零二五年	584,000	584,000
		900,800	944,000

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

25. Contract liabilities (Continued)

Significant changes in contract liabilities during the period/year:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Increase due to operations in the period/year	期/年內因營運而增加	—	584,000
Transfer of contract liabilities to revenue	合約負債轉為收益	(43,200)	—

A contract liability represents the Group's obligation to transfer products or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

As at 31 December 2022, contract liabilities amounted to HK\$900,800 (31 May 2022: HK\$944,000). The amount is expected to be recognised as revenue within 3 years and the amount does not include variable consideration which is constrained.

25. 合約負債(續)

期/年內合約負債之重大變動：

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Increase due to operations in the period/year	期/年內因營運而增加	—	584,000
Transfer of contract liabilities to revenue	合約負債轉為收益	(43,200)	—

合約負債指本集團因收取客戶代價(或代價金額到期)而須轉讓產品或服務予客戶之責任。

於二零二二年十二月三十一日，合約負債為900,800港元(二零二二年五月三十一日：944,000港元)。有關款項預期將於3年內確認為收益，且有關款項不包括受限制的可變代價。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

26. Amounts due to a related party

The amount is unsecured, interest-free and repayable on demand.

26. 應付關聯方款項

有關款項為無抵押、免息及須按要求償還。

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
ST MA LTD (Note a)	ST MA LTD (附註a)	35,756,788	—
Next Vision Management Limited (Note b)	Next Vision Management Limited (附註b)	1,537,237	4,331,226

Notes:

- (a) ST MA LTD is beneficially owned by Mr. Ma Lie as to 100%, who is the director of the Company.
- (b) Next Vision Management Limited is beneficially owned by Mr. Yeung Ho Ting Dennis as to 75%, who is the director of the Group.

附註：

- (a) ST MA LTD由馬烈先生實益擁有100%，其為本公司董事。
- (b) Next Vision Management Limited由楊浩廷先生實益擁有75%，其為本集團董事。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

27. Bank borrowings and overdrafts

As at 31 December 2022 and 31 May 2022, bank borrowings and overdrafts were repayable as follows:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Bank overdrafts	銀行透支	—	991,146
Bank borrowings, secured:	銀行借款，有抵押：		
Balances repayable within one year classified as current liabilities	須於一年內償還及分類為 流動負債的結餘	3,653,132	3,638,841
Balances repayable after one year, with clause of repayable on demand classified as current liabilities	須於一年後償還、包含按 要求償還條款及分類為 流動負債的結餘	5,923,700	6,883,766
		9,576,832	11,513,753

The above bank borrowings bear interests ranging from 3.38% to 6.63% per annum for the period/year ended 31 December 2022 (year ended 31 May 2022: 2.75% to 4.19%).

As at 31 December 2022 and 31 May 2022, the fair value of current bank borrowings approximated their carrying amount, as the impact of discounting is not significant.

27. 銀行借款及透支

於二零二二年十二月三十一日及二零二二年五月三十一日，須償還的銀行借款及透支如下：

	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Bank overdrafts	—	991,146
Bank borrowings, secured:		
Balances repayable within one year classified as current liabilities	3,653,132	3,638,841
Balances repayable after one year, with clause of repayable on demand classified as current liabilities	5,923,700	6,883,766
	9,576,832	11,513,753

以上銀行借款於截至二零二二年十二月三十一日止期間／年度之年利率介乎3.38%至6.63%（截至二零二二年五月三十一日止年度：2.75%至4.19%）。

於二零二二年十二月三十一日及二零二二年五月三十一日，由於貼現影響不大，當期銀行借款的公平值與其賬面值相若。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

27. Bank borrowings and overdrafts (Continued)

As at 31 December 2022 and 31 May 2022, the Group's bank borrowings based on the scheduled repayment dates as set out in the loan agreements and ignoring the effect of any repayment on demand clause were repayable as follows:

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Within 1 year	1年內	3,653,132	4,629,986
Between 1 and 2 years	1至2年	1,717,780	1,692,141
Between 2 and 5 years	2至5年	3,478,937	3,910,222
Over 5 years	超過5年	726,983	1,281,404
		9,576,832	11,513,753

The bank borrowings were denominated in HK\$ (31 May 2022: HK\$).

The Group's bank borrowings as at 31 December 2022 and 31 May 2022 were secured by guarantees under the SME Financing Guarantee Scheme by HKMC Insurance Limited ("HKMCI"), corporate guarantee and director's personal guarantee.

The Group has complied with the financial covenants of its borrowing facilities during the period/year ended 31 December 2022 and 31 May 2022.

27. 銀行借款及透支(續)

於二零二二年十二月三十一日及二零二二年五月三十一日，本集團銀行借款須於以下期限償還(根據貸款協議所載計劃還款日期，忽略任何按要求還款條款的影響)：

銀行借款均以港元計值(二零二二年五月三十一日：港元)。

本集團於二零二二年十二月三十一日及二零二二年五月三十一日的銀行借款由香港按證保險有限公司(「香港按證保險」)根據中小企融資擔保計劃提供的擔保、公司擔保及董事個人擔保作抵押。

截至二零二二年十二月三十一日及二零二二年五月三十一日止期間/年度，本集團已遵守其借款融資的財務契諾。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

27. Bank borrowings and overdrafts (Continued)

Banking facilities

As at 31 December 2022, the Group had total banking facilities of HK\$13,000,000 (31 May 2022: HK\$13,000,000), of which HK\$9,576,832 (31 May 2022: HK\$11,513,753) were utilised. The Group's banking facilities were secured by the following:

- (i) as at 31 December 2022, the issue of guarantees under the SME Financing Guarantee Scheme by HKMCI which is wholly owned by the government of Hong Kong Special Administrative Region to the extent of HK\$10,000,000 (31 May 2022: HK\$10,000,000); and
- (ii) as at 31 December 2022 and 31 May 2022, corporate guarantee by the Company and the personal guarantee by a director of the Company.

27. 銀行借款及透支(續)

銀行融資

於二零二二年十二月三十一日，本集團的銀行融資總額為13,000,000港元(二零二二年五月三十一日：13,000,000港元)，其中9,576,832港元(二零二二年五月三十一日：11,513,753港元)已動用。本集團的銀行融資以下列各項作抵押：

- (i) 於二零二二年十二月三十一日，香港按證保險(由香港特別行政區政府全資擁有)根據中小企融資擔保計劃發出最多10,000,000港元(二零二二年五月三十一日：10,000,000港元)的擔保；及
- (ii) 於二零二二年十二月三十一日及二零二二年五月三十一日，本公司提供的公司擔保及本公司一名董事提供的個人擔保。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

28. Deferred taxation

The movement in deferred income tax assets and liabilities prior to offsetting of balances within the same taxation jurisdiction is as follows:

		Accelerated tax depreciation	Provision for impairment of trade receivables	Tax losses	Right-of- use assets and lease liabilities	Total
		加速 稅項折舊	貿易應收款 項減值撥備	稅項虧損	使用權資產 及租賃負債	總計
		HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元
At 1 June 2021	於二零二一年六月一日	7,079,126	(990,839)	(5,592,731)	(67,955)	427,601
(Credited)/charged to profit or loss	(計入損益)/自損益扣除	(711,767)	(168,273)	310,115	2,308	(567,617)
At 31 May 2022 and 1 June 2022	於二零二二年 五月三十一日及 二零二二年六月一日	6,367,359	(1,159,112)	(5,282,616)	(65,647)	(140,016)
(Credited)/charged to profit or loss	(計入損益)/自損益扣除	(592,873)	(297,290)	157,924	18,931	(713,308)
At 31 December 2022	於二零二二年 十二月三十一日	5,774,486	(1,456,402)	(5,124,692)	(46,716)	(853,324)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. As at 31 December 2022, the Group did not recognise deferred tax assets of approximately HK\$2,512,448 (31 May 2022: HK\$2,076,332) in respect of accumulated tax losses of the PRC and Macau subsidiaries amounting to approximately HK\$10,934,054 (31 May 2022: HK\$8,523,008) that can be carried forward against future taxable income. The tax losses of these PRC subsidiaries is amounting to approximately HK\$9,233,551 (31 May 2022: HK\$8,104,394), will expire within 5 years, while the tax losses of the Macau subsidiary is amounting to approximately HK\$1,700,503 (31 May 2022: HK\$418,614), do not have an expiry date.

抵銷同一稅務司法權區內結餘前遞延所得稅資產及負債的變動如下：

僅於有可能通過未來應課稅利潤變現相關稅務利益的情況下，方會就結轉稅項虧損確認遞延所得稅資產。於二零二二年十二月三十一日，本集團並無就中國及澳門附屬公司可結轉抵銷未來應課稅收入的累計稅項虧損約10,934,054港元(二零二二年五月三十一日：8,523,008港元)確認遞延稅項資產約2,512,448港元(二零二二年五月三十一日：2,076,332港元)。該等中國附屬公司的稅項虧損約9,233,551港元(二零二二年五月三十一日：8,104,394港元)將於5年內屆滿，而澳門附屬公司的稅項虧損約1,700,503港元(二零二二年五月三十一日：418,614港元)並無屆滿日期。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

29. Lease liabilities

29. 租賃負債

		Lease payments 租賃付款		Present value of lease payments 租賃付款現值	
		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元	As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Within one year	一年內	4,043,943	3,136,486	3,707,898	2,967,170
In the second to fifth years, inclusive	第二至第五年 (包括首尾兩年)	443,609	1,886,575	309,508	1,838,803
		4,487,552	5,023,061		
Less: Future finance charges	減：未來融資開支	(470,146)	(217,088)		
Present value of lease liabilities	租賃負債現值	4,017,406	4,805,973	4,017,406	4,805,973
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：於12個月內到期並 須結清的款項 (於流動負債下 列示)			(3,707,898)	(2,967,170)
Amount due for settlement after 12 months	於12個月後到期並須結 清的款項			309,508	1,838,803

At 31 December 2022, the average borrowing rate was 5.5% (31 May 2022: 5.5%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.

於二零二二年十二月三十一日，平均借款利率為5.5%（二零二二年五月三十一日：5.5%）。利率於合約日期釐定，本集團因此面臨公平值利率風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

30. Share capital

30. 股本

		Number of shares 股份數目	Share capital 股本 HK\$ 港元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定：		
At 1 June 2021, 31 May 2022 and 31 December 2022	於二零二一年六月一日、 二零二二年五月三十一日及 二零二二年十二月三十一日	3,000,000,000	30,000,000
Issued and fully paid:	已發行及繳足：		
At 1 June 2021, 31 May 2022 and 31 December 2022	於二零二一年六月一日、 二零二二年五月三十一日及 二零二二年十二月三十一日	800,000,000	8,000,000

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to owners through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior period/year.

本集團管理其資本，旨在透過在債務與權益間作出最佳平衡，確保本集團實體可持續經營，亦為股東締造最大回報。本集團的整體策略與上一期間/年度比較維持不變。

The capital structure of the Group consists of debt, which includes amount due to a related party, bank borrowings and overdraft as disclosed in notes 26 and 27, net of cash and cash equivalents and equity of the Group, comprising issued share capital and reserves. Management of the Group reviews the capital structure regularly taking into account the cost of capital and the risk associated with the capital. The Group will balance its overall capital structure through issue of new shares, raise of new borrowings or repayment of existing borrowings.

本集團的資本架構包括債務(包括附26及27內披露的應付關聯方款項、銀行借款及透支，已扣除現金及現金等價物)及本集團股權(包括已發行股本及儲備)。本集團管理層定期檢討資本架構，當中考慮資本成本及與資本有關的風險。本集團透過發行新股份、籌集新借款或償還現有借款，以平衡其整體資本架構。

The Company operates a share option scheme (the "Scheme") which became effective on 19 May 2017. Eligible participants of the Scheme include the Group's directors and employees, etc. During the period ended 31 December 2022, no options were granted (31 May 2022: same).

本公司經營一項購股權計劃(「該計劃」)，於二零一七年五月十九日起生效。該計劃的合資格參與者包括本集團董事及僱員等。截至二零二二年十二月三十一日止期間，概無授出購股權(二零二二年五月三十一日：相同)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

31. Reserves

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Company

31. 儲備

(a) 本集團

本集團的儲備金額及其變動乃於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 本公司

		Share premium 股份溢價 HK\$ 港元	Capital reserve 股本儲備 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
At 1 June 2021	於二零二一年六月一日	56,496,624	32,709,141	(33,862,572)	55,343,193
Loss and total comprehensive loss for the year	年內虧損及全面虧損 總額	—	—	(16,881,072)	(16,881,072)
At 31 May 2022 and 1 June 2022	於二零二二年 五月三十一日及 二零二二年六月一日	56,496,624	32,709,141	(50,743,644)	38,462,121
Profit and total comprehensive income for the period	期內溢利及全面收益 總額	—	—	3,361,689	3,361,689
At 31 December 2022	於二零二二年 十二月三十一日	56,496,624	32,709,141	(47,381,955)	41,823,810

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

32. Related party transactions

Key management compensation

Key management includes directors and other key management of the Group. The compensation paid or payable to key management for employee services is shown below:

		1/6/2022 to 31/12/2022 二零二二年 六月一日至 二零二二年 十二月三十一日 HK\$ 港元	1/6/2021 to 31/5/2022 二零二一年 六月一日至 二零二二年 五月三十一日 HK\$ 港元
Salaries, other allowances and benefits	薪金、其他津貼及福利	2,558,374	2,783,025
Pension costs — contributions to defined contribution plans	退休金費用—向定額供款計劃供款	142,697	235,595
		2,701,071	3,018,620

33. Employee benefits

(i) Employee leave entitlements

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

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Bonus plans

The Group recognises a liability and an expense for bonuses, based on performance and taking into consideration the profit attributable to the Company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

32. 關聯方交易

主要管理人員薪酬

主要管理人員包括本集團的董事及其他主要管理人員。就僱員服務而已付或應付主要管理人員薪酬列示如下：

33. 僱員福利

(i) 僱員應享假期

僱員享有年假的權利於僱員應享有時確認。已就截至期間結算日僱員所提供服務產生的估計年假負債作出撥備。

僱員享有的病假及產假權利於休假時方予確認。

(ii) 獎金計劃

本集團根據業績及考慮若干調整後歸屬於本公司股東之溢利來確認負債及獎金開支。本集團於承擔合約責任或因以往慣例而產生推定責任時確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

33. Employee benefits (Continued)

(iii) Pension obligation

The Group operates various defined contribution retirement benefit plans which are available to all relevant employees. These plans are generally funded through payments to schemes established by governments or trustee administered funds. A defined contribution plan is a pension plan under which the Group pays contributions on mandatory, contractual or voluntary basis into a separate entity. The Group has no legal or constructive obligations 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 periods. The Group's contributions to the defined contribution plans are expensed as incurred.

34. Contingent liabilities

The Group had no material contingent liabilities as at 31 December 2022 and 31 May 2022.

33. 僱員福利(續)

(iii) 退休金責任

本集團營運多項全體有關僱員均可享受的定額供款退休福利計劃。該等計劃一般透過向政府設立的計劃或受託人管理的基金供款作為資金來源。定額供款計劃為一項退休金計劃，本集團根據該計劃，按強制規定、合約或自願基準向單獨實體供款。倘該基金未能持有足夠的資產以向全部僱員支付有關當前及過往期間僱員服務的福利，本集團概無法律或推定責任作出進一步供款。本集團向定額供款計劃作出的供款於產生時支銷。

34. 或然負債

於二零二二年十二月三十一日及二零二二年五月三十一日，本集團並無重大或然負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

35. Notes to the consolidated statement of cash flow

(a) Change in liabilities arising from financing activities

The following table shows the Group's changes in liabilities arising from financing activities during the year/period.

		Other borrowings	Amount due related parties 應付關聯方	Lease liabilities	Bank borrowings	Total
		其他借款 HK\$ 港元	款項 HK\$ 港元	租賃負債 HK\$ 港元	銀行借款 HK\$ 港元	總計 HK\$ 港元
At 1 June 2021	於二零二一年六月一日	—	—	5,406,916	9,508,427	14,915,343
Changes in cash flows	現金流量變動	—	4,331,226	(3,252,201)	1,639,618	2,718,643
Non-cash changes:	非現金變動：					
— Additions	— 添置	—	—	2,380,648	—	2,380,648
— Interest charged on lease liabilities	— 租賃負債利息開支	—	—	278,517	365,708	644,225
— Exchange difference	— 匯兌差額	—	—	(7,907)	—	(7,907)
At 31 May 2022 and 1 June 2022	於二零二二年五月三十一日及 二零二二年六月一日	—	4,331,226	4,805,973	11,513,753	20,650,952
Changes in cash flows	現金流量變動	4,189,804	32,962,799	(2,034,843)	(2,175,181)	32,942,579
Non-cash changes:	非現金變動：					
— Additions	— 添置	—	—	598,964	—	598,964
— Acquisition on business combination	— 業務合併時收購	29,011,913	—	542,512	—	29,554,425
— Interest charged	— 利息開支	—	—	129,953	238,260	368,213
— Exchange difference	— 匯兌差額	—	—	(25,153)	—	(25,153)
At 31 December 2022	於二零二二年十二月三十一日	33,201,717	37,294,025	4,017,406	9,576,832	84,089,980

(b) Acquisition of a subsidiary

On 18 August 2022, the Group completed the acquisition of 22.9% of the then enlarged issued share capital of Shenzhen Xinhang, which is principally engaged in (i) the provision of one-stop technical consulting services and solutions for e-commerce business platforms; and (ii) metaverse technology business, by capital injection of RMB34,000,000 (approximately HK\$39,312,501). As the Group has control over the board of director of Shenzhen Xinhang, the financial results of Shenzhen Xinhang have been consolidated to the Group for the period ended 31 December 2022 since 18 August 2022.

35. 綜合現金流量表附註

(a) 融資活動所產生負債的變動

下表載列年／期內本集團融資活動所產生負債的變動。

(b) 收購附屬公司

於二零二二年八月十八日，本集團透過注資人民幣34,000,000元（約39,312,501港元）完成收購深圳鑫杭當時經擴大已發行股本22.9%，該公司主要從事(i)為電子商務業務平台提供一站式技術諮詢服務及解決方案；及(ii)元宇宙技術業務。由於本集團對深圳鑫杭的董事會擁有控制權，深圳鑫杭的財務業績自二零二二年八月十八日起與本集團截至二零二二年十二月三十一日止期間的業績綜合入賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

35. Notes to the consolidated statement of cash flow (Continued)

(b) Acquisition of a subsidiary (Continued)

The fair value of the identifiable assets and liabilities of Shenzhen Xinhang acquired as at its date of acquisition, which has no significant difference from its carrying amount, is as follows:

35. 綜合現金流量表附註(續)

(b) 收購附屬公司(續)

所收購深圳鑫杭可識別資產及負債於收購日期的公平值與其賬面值並無重大差異，詳情如下：

		HK\$ 港元
Net assets acquired:	所收購淨資產：	
Equity investments at fair value through other comprehensive income	按公平值計入其他全面收益的權益投資	34,688,000
Right-of-use assets	使用權資產	522,705
Trade receivables	貿易應收款項	10,283,422
Prepayments, deposit and other receivables	預付款項、按金及其他應收款項	197,506,687
Cash and bank balances	現金及銀行結餘	11,633,559
Trade payables	貿易應付款項	(592,466)
Lease liabilities	租賃負債	(542,512)
Tax payable	應付稅項	(1,088,304)
Other payables and accrued liabilities	其他應付款項及應計負債	(29,164,913)
		223,246,178
Less: Non-controlling interests	減：非控股權益	(172,165,443)
		51,080,735
Gain on bargain purchase on acquisition of a subsidiary	收購附屬公司的議價收購收益	(11,768,234)
Satisfied by:	以下列方式償付：	
Deemed consideration by the capital injection	注資視為代價	39,312,501
Net cash inflow arising on acquisition:	收購產生的現金流入淨額：	
Cash and cash equivalents acquired	所收購現金及現金等價物	11,633,559

Notes to the Consolidated Financial Statements (Continued) 綜合財務報表附註(續)

35. Notes to the consolidated statement of cash flow (Continued)

(b) Acquisition of a subsidiary (Continued)

The Group recognised a gain on bargain purchase of HK\$11,768,234 in the business combination. The gain is included in other income. The business combination results in a gain on bargain purchase because the net asset of Shenzhen Xinhang was HK\$51,080,735, while the Group acquired Shenzhen Xinhang by capital injection of RMB34,000,000, which is approximately HK\$39,312,501.

Shenzhen Xinhang contributed approximately HK\$4,060,795 and HK\$19,465,721 to the Group profit for the period for the period between the date of acquisition and the end of the reporting period.

If the acquisition had been completed on 1 June 2022, total Group revenue for the period would have been HK\$51,048,000, and profit for the period would have been HK\$8,422,000. The pro forma information is for illustrative purposes only and is not necessarily an indication of the revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 June 2022, nor is intended to be a projection of future results.

35. 綜合現金流量表附註(續)

(b) 收購附屬公司(續)

本集團就業務合併確認議價收購收益11,768,234港元。收益計入其他收入。業務合併產生的議價收購收益源自深圳鑫杭的淨資產51,080,735港元，而本集團透過注資人民幣34,000,000元收購深圳鑫杭，涉及約39,312,501港元。

深圳鑫杭於收購日期至報告期末期間為本集團貢獻期內溢利約4,060,795港元及19,465,721港元。

倘收購於二零二二年六月一日完成，本集團期內總收益將為51,048,000港元，而期內溢利將為8,422,000港元。備考資料僅供說明用途，並非旨在反映收購於二零二二年六月一日完成的情況下本集團實際將錄得的收益及經營業績，亦無意預測未來業績。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

36. Statement of financial position of the company

36. 本公司的財務狀況表

		As at 31 December 2022 於 二零二二年 十二月三十一日 HK\$ 港元	As at 31 May 2022 於 二零二二年 五月三十一日 HK\$ 港元
Non-current assets	非流動資產		
Investments in a subsidiary	於附屬公司的投資	84,021,650	44,709,149
Current assets	流動資產		
Prepayments and other receivables	預付款項及其他應收款項	9,729	122,132
Amount due from a subsidiary	應收附屬公司款項	1,050,087	5,659,896
Cash and cash equivalents	現金及現金等價物	2,640,947	57,718
		3,700,763	5,839,746
Current liabilities	流動負債		
Other payables and accrued liabilities	其他應付款項及應計負債	37,898,603	4,086,774
		37,898,603	4,086,774
Net current (liabilities)/assets	流動(負債)/資產淨值	(34,197,840)	1,752,972
Net assets	資產淨值	49,823,810	46,462,121
Capital and reserves	資本及儲備		
Share capital	股本	8,000,000	8,000,000
Reserves	儲備	41,823,810	38,462,121
Total equity	權益總額	49,823,810	46,462,121

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

37. Subsidiaries

Particulars of the subsidiaries held by the Group as at 31 December 2022 and 31 May 2022 are as follows:

37. 附屬公司

本集團於二零二二年十二月三十一日及二零二二年五月三十一日持有的附屬公司的詳情如下：

Name 名稱	Place and date of incorporation 註冊成立地點 及日期	Issued and fully paid share capital 已發行及 繳足股本	Percentage of equity held as at 31 December 於十二月三十一日 所持權益百分比		Principal activities 主要活動
			31 December 2022 二零二二年 十二月三十一日 %	31 May 2022 二零二二年 五月三十一日 %	
Direct subsidiaries 直接附屬公司					
In Technical Productions (B.V.I.) Limited ("ITP (BVI)")	The BVI 9 November 2016	US\$100	100	100	Investment holding in Hong Kong 於香港投資控股
In Technical Productions (B.V.I.) Limited ("ITP (BVI)"])	英屬處女群島· 二零一六年十一月九日	100美元			
Indirect subsidiaries 間接附屬公司					
ITP (HK)	Hong Kong, 10 March 2009	HK\$10,000	100	100	Provision of video display solution services for concerts and events in Hong Kong, Macau, the PRC and Taiwan 為香港、澳門、中國及台灣的演唱會及活動提供視像顯示解決方案服務
ITP (HK)	香港· 二零零九年三月十日	10,000港元			
Shiji Tiansheng Cultural Communication (Shenzhen) Limited*	The PRC, 4 July 2012	RMB3,500,000	100	100	Provision of video display solution services for concerts and events in the PRC 為中國的演唱會及活動提供視像顯示解決方案服務
世紀天盛文化傳播(深圳)有限公司*	中國· 二零一二年七月四日	人民幣3,500,000元			
Shanghai Yingtegao Stage Arts Limited*	The PRC, 14 October 2014	RMB1,000,000	100	100	Provision of stage design and equipment installation services in the PRC 在中國提供舞台設計及設備安裝服務
上海英特高舞臺藝術有限公司*	中國· 二零一四年十月十四日	人民幣1,000,000元			

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

37. Subsidiaries (Continued)

37. 附屬公司(續)

Name 名稱	Place and date of incorporation 註冊成立地點 及日期	Issued and fully paid share capital 已發行及 繳足股本	Percentage of equity held as at 31 December 於十二月三十一日 所持權益百分比		Principal activities 主要活動
			31 December 2022 二零二二年 十二月三十一日 %	31 May 2022 二零二二年 五月三十一日 %	
Shenzhen Shiji Tiansheng Technology Limited [#]	The PRC, 11 July 2013	RMB500,000	70	70	Import and export and wholesale of video equipment and parts and related support services in the PRC
深圳市世紀天盛科技 有限公司 [#]	中國， 二零一三年七月十一日	人民幣500,000元			在中國進口及出口及批發視 像設備及部件以及相關 支持服務
InTechPro Macau Limited	Macau, 27 November 2017	MOP500,000	100	100	Provision of video display solution services for concerts and events in Macau
英特高澳門一人有限公司	澳門， 二零一七年十一月二十七日	500,000澳門幣			為澳門的演唱會及活動提供 視像顯示解決方案服務
Shenzhen Xinhang [#]	The PRC, 11 June 2020	RMB1,485,957,180	22.9	—	Information technology consulting service
深圳鑫杭 [#]	中國， 二零二零年六月十一日	人民幣1,485,957,180元			資訊科技諮詢服務
Guangzhou Yichiyuan Technology Limited [#]	The PRC, 11 July 2022	RMB50,000,000	100	—	Information technology consulting service
廣州異次元科技有限公司 [#]	中國， 二零二二年七月十一日	人民幣50,000,000元			資訊科技諮詢服務
Anxu Technology Limited	Hong Kong, 25 May 2022	HK\$1,000,000	100	—	Information technology consulting service
安緒科技有限公司	香港， 二零二二年五月二十五日	1,000,000港元			資訊科技諮詢服務

* The company is established as a wholly foreign-owned enterprise in the PRC.

* 該公司為於中國成立的外商獨資企業。

The company is established as a limited liability company in the PRC.

該公司為於中國成立的有限責任公司。

Note: The English names of certain subsidiaries referred to above represent the best effort by management of the Company in translating their Chinese names as they do not have official English names.

附註：由於上述若干附屬公司並無官方英文名稱，其英文名稱乃由本公司管理層盡最大努力翻譯自其中文名稱。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

37. Subsidiaries (Continued)

Although the Group owns less than 50% of the equity interest in Shenzhen Xinhang Information Technology Company Limited (“Shenzhen Xinhang”), Shenzhen Xinhang is treated as a subsidiary because the Group is able to control the relevant activities of Shenzhen Xinhang as a result of the shareholders’ agreement between the Group and other shareholders of Shenzhen Xinhang.

38. Event occurring after the reporting period

On 3 March 2023 (after trading hours), Shenzhen Kingdom Travel Company Limited (“Kingdom Travel”), Zeng Yan, Huang Wenqing, Hu Zhongqiang, Zhong Weiwen, Lai Jian and Li Jiangming (collectively, the “Vendors”) entered into an equity transfer agreement (the “Equity Transfer Agreement”) with Guangzhou Yiciyuan Technology Company Limited (“Guangzhou Yiciyuan”), an indirect wholly-owned subsidiary of the Company, and Shenzhen Jinlv World Travel Agency Company Limited (the “Target Company”), pursuant to which the Vendors agreed to conditionally transfer and Guangzhou Yiciyuan agreed to conditionally purchase the entire equity interests in the Target Company (the “Acquisition”).

The Board is pleased to announce that on 7 March 2023 (after trading hours), the Company entered into a memorandum of understanding (the “MOU”) with Shenzhen Moni Technology Co., Ltd (深圳市魔擬科技有限公司) (“Moni Technology”), pursuant to which the Company intends to acquire the equity interest in Moni Technology by way of capital injection or transfer of equity interest (the “Proposed Acquisition”).

39. Approval of consolidated financial statements

These consolidated financial statements were approved and authorised for issue by the Board of Directors on 22 March 2023.

37. 附屬公司(續)

儘管本集團擁有深圳市鑫杭信息科技有限公司(「深圳鑫杭」)少於50%股權，但由於本集團可根據本集團與深圳鑫杭其他股東所訂立股東協議而控制深圳鑫杭的相關活動，深圳鑫杭乃按附屬公司方式入賬。

38. 報告期後事項

於二零二三年三月三日(交易時段後)，深圳市金證旅遊有限公司(「金證旅遊」)、曾艷、黃文青、胡仲強、鍾偉文、賴劍及李建明(統稱「賣方」)與廣州異次元科技有限公司(「廣州異次元」，本公司的間接全資附屬公司)及深圳金旅天下旅行社有限公司(「目標公司」)訂立股權轉讓協議(「股權轉讓協議」)，據此，賣方同意有條件轉讓而廣州異次元同意有條件購買目標公司全部股本權益(「收購事項」)。

董事會欣然宣佈，於二零二三年三月七日(交易時段後)，本公司與深圳市魔擬科技有限公司(「魔擬科技」)訂立諒解備忘錄(「諒解備忘錄」)，據此，本公司擬透過注資或轉讓股權方式收購魔擬科技之股權(「建議收購事項」)。

39. 批准綜合財務報表

該等綜合財務報表已於二零二三年三月二十二日獲董事會批准及授權刊發。

Financial Summary

財務摘要

Result

業績

		For the year ended 31 May				For the period ended 31 December
		截至五月三十一日止年度				截至 十二月三十一日 止期間
		2019	2020	2021	2022	2022
		二零一九年	二零二零年	二零二一年	二零二二年	二零二二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Revenue	收益	94,273	44,715	12,349	20,347	40,238
Cost of services	服務成本	(48,135)	(42,001)	(34,850)	(31,835)	(29,246)
Gross profit/(loss)	毛利/(毛損)	46,138	2,714	(22,501)	(11,488)	10,993
Profit/(loss) for the year	年內溢利/(虧損)	22,536	(24,305)	(35,078)	(24,409)	7,467

Assets and Liabilities

資產及負債

		As at 31 May				As at 31 December
		於五月三十一日				於十二月 三十一日
		2019	2020	2021	2022	2022
		二零一九年	二零二零年	二零二一年	二零二二年	二零二二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Non-current assets	非流動資產	90,475	98,823	86,271	75,164	101,291
Current assets	流動資產	69,977	31,245	14,826	12,293	226,104
Non-current liabilities	非流動負債	7,589	6,699	3,851	2,783	1,210
Current liabilities	流動負債	23,200	18,068	26,913	38,735	105,454
Net current assets/ (liabilities)	流動資產/(負債) 淨額	46,777	13,177	(12,087)	(26,442)	120,649
Net assets	資產淨值	129,663	105,301	70,333	45,939	220,730

The summary above does not form part of the audited consolidated financial statements.

上述摘要並不構成經審核綜合財務報表之一部分。