

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (“CG Code”) as its code of corporate governance. During the Year, the Company complied with all the applicable code provisions as set out in the CG Code then in force, except for the deviation mentioned in the section headed “Chairman and chief executive officer” on page 26 of this annual report.

DIRECTORS’ SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the required standard of dealings and the code of conduct regarding securities transactions by Directors adopted by the Company during the Year.

BOARD OF DIRECTORS

Composition of the Board

As at the date of this annual report, the Board consisted of five executive Directors namely Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol, who was appointed on 5 May 2020), Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. Lin Ting and Ms. So Wai Yee Betty (who was appointed on 7 August 2020), and three independent non-executive Directors namely Mr. Hon Ming Sang (who was appointed on 24 June 2020), Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze BBS, JP (who was appointed on 21 August 2020). Mr. Lam Ho Pong resigned as an executive Director with effect from 31 July 2020 and Mr. Shi Shaowu resigned as an executive Director with effect from 19 May 2020. Mr. Lo Yu Man resigned as a non-executive Director with effect from 5 May 2020. Mr. Lam Kai Yeung retired as an independent non-executive Director with effect from 24 June 2020 and Mr. Zhong Shi resigned as an independent non-executive Director with effect from 21 August 2020. The Board was chaired by Mr. Chan Wai Lung from 1 January 2020 to 18 May 2020 and by Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol) from 19 May 2020 to 31 December 2020 and as at the date of this annual report.

As at the date of this annual report, none of the Directors have any relationship (including financial, business, family or other material/relevant relationship) with each other.

The biographical details of all the Directors are set out on pages 36 to 40 of this annual report.

企業管治常規

本公司已採納GEM上市規則附錄15所載企業管治守則（「企業管治守則」）所載之守則條文作為其企業管治守則。於年內，本公司遵守當時已生效之企業管治守則所載的所有適用守則條文，惟本年報第26頁「主席及行政總裁」一節所述之偏離除外。

董事進行證券交易

本公司已就董事進行證券交易採納行為守則，其條款之嚴格程度不遜於GEM上市規則第5.48至5.67條所載之規定交易準則。經向全體董事作出特定查詢後，全體董事已確認彼等於年內已遵守規定交易準則及本公司就董事進行證券交易所採納之行為守則。

董事會

董事會成員

於本年報日期，董事會成員包括五名執行董事田一好女士（前度名字為田琬善，於二零二零年五月五日獲委任）、陳偉龍先生、林靜儀女士、林靈女士及蘇慧兒女士（於二零二零年八月七日獲委任）及三名獨立非執行董事韓銘生先生（於二零二零年六月二十四日獲委任）、李筠翎女士及羅詠詩女士銅紫荊星章，太平紳士（於二零二零年八月二十一日獲委任）。林浩邦先生自二零二零年七月三十一日起辭任執行董事及史少武先生自二零二零年五月十九日起辭任執行董事。羅宇聞先生自二零二零年五月五日起辭任非執行董事。林繼陽先生自二零二零年六月二十四日起退任獨立非執行董事及鍾實先生自二零二零年八月二十一日起辭任獨立非執行董事。自二零二零年一月一日至二零二零年五月十八日，董事會由陳偉龍先生擔任主席及自二零二零年五月十九日至二零二零年十二月三十一日及於本年報日期，董事會由田一好女士（前度名字為田琬善）擔任主席。

於本年報日期，概無董事彼此之間擁有任何關係（包括財務、業務、家族或其他重大／相關關係）。

全體董事之履歷詳情載於本年報第36至40頁。

Functions and responsibilities of the Board

The Board is collectively responsible for overseeing the management of business, strategic decisions and financial performance of the Company for the best interests of the Shareholders. The Board has established various Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. All Directors have carried out their duties in good faith and in compliance with the standards of applicable laws and regulations, and have acted in the interests of the Company and the Shareholders as a whole at all times.

The Board takes responsibility for all major matters of the Company, including the approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (particularly those that may involve conflicts of interest), financial information, appointment of Directors and other significant financial and operational matters.

During the Year, twenty-six Board meetings were held to perform the abovementioned duties and responsibilities and details of attendance of each Board member are set out in the section headed “Attendance of Directors at Meetings” on page 30 of this annual report.

All Directors have full and timely access to all relevant information as well as the advice and services of the company secretary of the Company (“Company Secretary”), with a view to ensuring that the Board’s procedures and all applicable rules and regulations are followed. Each Director is normally able to seek independent professional advice in appropriate circumstances at the Company’s expense, upon making request to the Board.

Delegation of powers

The Board delegates the day-to-day management authority, administration and operation of the Group to the executive Directors and the senior management of the Group, while reserving certain key matters in strategic decision making for its approval. When the Board delegates certain aspects of its management and administration functions to management, it gives clear directions as to the powers of management, in particular, with respect to the circumstances where management needs to report back to and obtains prior approval from the Board before making decisions or entering into any commitments on behalf of the Group. During the Year, the executive Directors, who also represented the senior management of the Group, provided all members of the Board with monthly updates pursuant to code provision C.1.2 of the CG Code while the Board regularly reviewed its arrangement on delegation of authority and responsibilities to ensure that such delegations are appropriate in view of the Group’s prevailing circumstances.

董事會職能及責任

董事會須共同負責監督本公司業務管理、策略決策及財務表現，以符合股東的最佳利益。董事會已成立多個董事委員會並向該等董事委員會轉授其各自職權範圍載列之各項責任。全體董事均真誠履行職責及遵守適用法律及法規之標準，並一直以本公司及股東之整體利益行事。

董事會負責本公司之所有重大事項，包括審批及監控所有政策事項、整體策略及預算、內部監控及風險管理機制、重大交易（尤其是可能涉及利益衝突者）、財務資料、董事委任及其他重大財務及營運事項。

於年內曾舉行二十六次董事會會議以執行上述職能及責任，而各董事會成員之出席詳情載於本年報第30頁「董事出席會議情況」一節。

全體董事均可全面適時取得所有相關資料以及本公司公司秘書（「公司秘書」）提供之意見及服務，以確保符合董事會程序以及遵守所有適用規則及規例。一般而言，向董事會提出要求後，各董事均可於適當情況下徵詢獨立專業意見，費用由本公司承擔。

授出權力

董事會將本集團日常管理權力、行政及經營交由本集團之執行董事及高級管理層處理，同時保留若干關鍵決策事宜，留待董事會批准。董事會將其若干管理及行政職能交予管理層，董事會對管理層的權力有清晰指示，特別是於管理層須向董事會匯報並事先向其取得批准方可作出決定或代表本集團訂立任何承擔之情況。於年內，執行董事（亦即本集團高級管理層）已根據企業管治守則之守則條文第C.1.2條向全體董事會成員提交每月更新資料，而董事會已定期檢討其權力及職責轉授安排，以確保有關轉授就本集團現況而言屬適當。

Directors' appointment and re-election

The appointment of a new Director is made on the recommendation of the nomination committee ("Nomination Committee") of the Company or by the Shareholders in general meetings. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of Mr. Chan Wai Lung (an executive Director), Ms. Lam Ching Yee (an executive Director), Ms. Lin Ting (an executive Director) and Mr. Shi Shaowu (an executive Director who resigned on 19 May 2020) has entered into a service contract with the Company for a term of one year from 1 January 2020 to 31 December 2020 (both days inclusive). Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol, an executive Director appointed on 5 May 2020 and appointed as the chairman of the Board on 19 May 2020) has entered into a service contract with the Company for the period from 5 May 2020 to 31 December 2020 (both days inclusive). Ms. So Wai Yee Betty (an executive Director appointed on 7 August 2020) has entered into a service contract with the Company for the period from 7 August 2020 to 31 December 2021 (both days inclusive). Each of Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. So Wai Yee Betty and Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol) has been re-appointed for a term of three years on the same terms commencing on 1 January 2021 and ending on 31 December 2023 (both days inclusive). Ms. Lin Ting has been re-appointed for a term of one year on the same term commencing on 1 January 2021 and ending on 31 December 2021 (both days inclusive). Mr. Lam Ho Pong (an executive Director who resigned on 31 July 2020) had entered into a service contract with the Company for the period from 5 December 2019 to 31 December 2020 (both days inclusive). Mr. Lo Yu Man (a non-executive Director who resigned on 5 May 2020) had entered into an appointment agreement with the Company for the period from 1 January 2020 to 31 December 2020 (both days inclusive).

Currently, all independent non-executive Directors are appointed for a specific term pursuant to code provision A.4.1 of the CG Code. Ms. Lee Kwun Ling, May Jean has entered into an appointment agreement with the Company for a term of one year from 1 January 2020 to 31 December 2020 (both days inclusive), and has been re-appointed for a term of three years commencing on 1 January 2021 and ending on 31 December 2023 (both days inclusive).

董事委任及重選

委任新董事須由本公司提名委員會（「提名委員會」）推薦或股東在股東大會上建議。董事會委任以填補臨時空缺之任何董事的任期僅至其獲委任後本公司首次股東大會為止，並須於該大會上膺選連任。任何由董事會委任作為現有董事會增補董事之董事的任期僅至本公司下屆股東週年大會為止，屆時將符合資格膺選連任。

陳偉龍先生（執行董事）、林靜儀女士（執行董事）、林靈女士（執行董事）及史少武先生（於二零二零年五月十九日辭任執行董事）各自已與本公司訂立服務合約，自二零二零年一月一日至二零二零年十二月三十一日止（包括首尾兩日）為期一年。田一好女士（前度名字為田琬善，於二零二零年五月五日獲委任為執行董事及於二零二零年五月十九日獲委任為董事會主席）已與本公司訂立服務合約，自二零二零年五月五日至二零二零年十二月三十一日止（包括首尾兩日）。蘇慧兒女士（於二零二零年八月七日獲委任為執行董事），已與本公司訂立服務合約，自二零二零年八月七日至二零二一年十二月三十一日止（包括首尾兩日）。陳偉龍先生、林靜儀女士、蘇慧兒女士及田一好女士（前度名字為田琬善）已按相同條款獲續聘，自二零二一年一月一日至二零二三年十二月三十一日止（包括首尾兩日）為期三年。林靈女士已按相同條款獲續聘，自二零二一年一月一日至二零二一年十二月三十一日止（包括首尾兩日）為期一年。林浩邦先生（於二零二零年七月三十一日辭任執行董事）已與本公司訂立服務合約，任期為自二零一九年十二月五日至二零二零年十二月三十一日止（包括首尾兩日）。羅宇聞先生（於二零二零年五月五日辭任非執行董事）已與本公司訂立委任合同，任期為自二零二零年一月一日至二零二零年十二月三十一日止（包括首尾兩日）。

目前，全體獨立非執行董事均根據企業管治守則守則條文第A.4.1條按特定任期委任。李筠翎女士已與本公司訂有委任合同，任期為自二零二零年一月一日至二零二零年十二月三十一日止（包括首尾兩日）為期一年，及已獲續聘，自二零二一年一月一日至二零二三年十二月三十一日止（包括首尾兩日）為期三年。

Mr. Hon Ming Sang has entered into an appointment agreement with the Company commencing from his date of appointment on 24 June 2020 to 31 December 2020 (both days inclusive), and has been re-appointed for a term of three years commencing on 1 January 2021 and ending on 31 December 2023 (both days inclusive). Ms. Lo Wing Sze BBS, JP has entered into an appointment agreement with the Company commencing from her date of appointment on 21 August 2020 to 31 December 2021 (both days inclusive), and has been re-appointed for a term of three years commencing on 1 January 2021 and ending on 31 December 2023 (both days inclusive). Each of Mr. Lam Kai Yeung, who retired on 24 June 2020, and Mr. Zhong Shi, who resigned on 21 August 2020, had entered into an appointment agreement with the Company for a term of one year from 1 January 2020 to 31 December 2020 (both days inclusive).

All Directors are subject to retirement by rotation at least once every three years pursuant to code provision A.4.2 of the CG Code. By virtue of article 112 of the articles of association of the Company, the Board shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an additional Director provided that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting of the Company.

Pursuant to article 108(a) of the articles of association of the Company, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation and all such retiring Directors, being eligible, will offer themselves for re-election. Details of the Directors to be retired by rotation and, where applicable, subject to re-election at the forthcoming annual general meeting of the Company will be contained in the circular to be despatched to the Shareholders in due course. None of the Directors who are being proposed for re-election at the forthcoming annual general meeting of the Company has a service contract or an appointment agreement with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

Independent non-executive Directors

The Company has been in compliance with Rules 5.05(1) and (2), and 5.05A of the GEM Listing Rules during the Year, in which the Company has three independent non-executive Directors, representing at least one-third of the Board. Among the three independent non-executive Directors, Mr. Hon Ming Sang has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors are or have remained independent.

韓銘生先生已與本公司訂有委任合同，任期為自其委任日期二零二零年六月二十四日至二零二零年十二月三十一日止（包括首尾兩日），及已獲續聘，自二零二一年一月一日至二零二三年十二月三十一日止（包括首尾兩日）為期三年。羅詠詩女士銅紫荊星章，太平紳士已與本公司訂有委任合同，任期為自其委任日期二零二零年八月二十一日至二零二一年十二月三十一日止（包括首尾兩日），及已獲續聘，自二零二一年一月一日至二零二三年十二月三十一日止（包括首尾兩日）為期三年。林繼陽先生（於二零二零年六月二十四日退任）及鍾實先生（於二零二零年八月二十一日辭任）各已與本公司訂有委任合同，自二零二零年一月一日至二零二零年十二月三十一日止（包括首尾兩日）為期一年。

根據企業管治守則守則條文第A.4.2條，全體董事均須至少每三年輪值退任一次。根據本公司組織章程細則第112條，董事會有權不時及隨時委任任何人士為董事填補董事會之臨時空缺或作為增補董事，惟所委任之董事人數不得超過股東於本公司股東大會上不時釐定之上限。

根據本公司組織章程細則第108(a)條，於本公司各屆股東週年大會上，當時董事人數的三分之一須輪席告退，而有關退任董事全部均符合資格並將願意重選連任。有關將於本公司應屆股東週年大會上輪值退任及（如適用）接受重選連任的董事詳情將載於適時寄發予股東的通函。概無擬於本公司應屆股東週年大會應選連任之董事與本公司訂有服務合約或委任合同，而本公司或其任何附屬公司不能於一年內在毋須支付賠償（法定賠償除外）下終止。

獨立非執行董事

本公司於年內已遵守GEM上市規則第5.05(1)及(2)條以及第5.05A條。本公司有三名獨立非執行董事，佔董事會人數不少於三分之一。於三名獨立非執行董事中，韓銘生先生擁有適當專業資格或會計或相關財政管理專業知識。

本公司已接獲各獨立非執行董事根據GEM上市規則第5.09條發出之獨立性年度確認書。本公司認為，全體獨立非執行董事均為或仍為獨立人士。

Nomination policy

The Board has adopted a nomination policy ("Nomination Policy"). Such policy aims to improve transparency around the criteria and procedure adopted by the Nomination Committee in selecting and recommending candidates as Directors and to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. Selection of candidates shall be based on a range of criteria, including but not limited to, integrity and reputation, professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy, gender, age, cultural and educational background, ethnicity, and length of service. The Nomination Committee shall convene a meeting to discuss and consider the recommendation of any candidate to the Board for appointment, election or re-election as a Director by the Board or at a general meeting of the Company.

Board diversity policy

The Board has adopted a board diversity policy ("Board Diversity Policy") in accordance with the requirements set out in the CG Code. Such policy aims to set out the approach to achieve diversity on the Board. Accordingly, all Board appointments shall be based on meritocracy and candidates shall be considered against objective criteria, having due regard to the benefits of diversity on the Board. Selection of candidates shall be based on a range of diversity perspectives, including but not limited to, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision shall be based on the merit and contribution the selected candidates could bring to the Board. The Nomination Committee, from time to time, oversees the implementation of the Board Diversity Policy, and reviews, as appropriate, the Board Diversity Policy to ensure the effectiveness of the Board Diversity Policy and continues to give adequate consideration to these measurable objectives when making recommendations of candidates for appointment to the Board.

Dividend policy

The Board has adopted a dividend policy ("Dividend Policy"). Dividends may be paid out by way of cash or by other means that the Directors consider appropriate. Declaration and payment of any dividends would require the recommendation of the Board and will be at its discretion. In addition, any final dividends for a financial year will be subject to the approval of the Shareholders. A decision to declare or to pay any dividends in the future, and the amount of any dividends, depends on a number of factors, including the results of operations and financial condition of the Group, the payment by the Company's subsidiaries of cash dividends to the Company, and other factors the Board may deem relevant. Declaration and payment of dividends by the Company is subject to compliance with applicable laws and regulations including the laws of the Cayman Islands and the articles of association of the Company.

提名政策

董事會已採納提名政策（「提名政策」）。該政策旨在提高提名委員會在選擇及推薦候選人為董事時所採用的標準及程序的透明度，並確保董事會在技能、經驗及適合公司業務要求的多樣性方面保持平衡。選擇候選人須以一系列標準為基準，包括但不限於誠信及聲譽、專業資格、技能、與公司業務及公司戰略相關的知識及經驗、性別、年齡、文化及教育背景、種族及服務年限。提名委員會須召開會議，以討論及考慮董事會或本公司股東大會委任、選舉或重選任何候選人為董事的建議。

董事會成員多元化政策

董事會已根據企業管治守則所載之規定採納董事會成員多元化政策（「董事會成員多元化政策」）。有關政策旨在載列達致董事會成員多元化的方針。因此，董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀標準充分顧及董事會成員多元化的裨益。甄選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、文化及教育背景、種族、專業經驗、技能、知識及服務年限。最終決定將按經甄選人選的優點及其可為董事會提供的貢獻而作出。提名委員會不時監察董事會成員多元化政策的實施並在適當時候作出檢討，以確保該董事會成員多元化政策行之有效，並在就委任人選向董事會作出推薦建議時持續充分考慮該等可衡量目標。

股息政策

董事會已採納股息政策「（股息政策）」。股息或以現金或董事認為合適的其他方式派付。宣派及派付任何股息須由董事會酌情提出建議。此外，財政年度的任何末期股息須經股東批准。日後宣派或派付任何股息及任何股息的金額的決定將視乎多項因素而定，包括本集團的經營業績及財務狀況、本公司的附屬公司向本公司支付的現金股息以及董事會可能認為有關的其他因素。本公司股息的宣派與派付須遵守適用法律及法規，包括開曼群島法律及本公司組織章程細則。

The Board will review the Dividend Policy from time to time and may exercise its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary.

There is no assurance that dividends will be declared or paid in any particular amount for any given period.

Chairman and chief executive officer

According to code provision A.2.1 of the CG Code, the roles of the chairman and the chief executive officer should be separate and should not be performed by the same individual. During the Year, the role of the chairman of the Board was performed by Mr. Chan Wai Lung (resigned as the chairman of the Board with effect from 19 May 2020) and Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol, appointed as the chairman of the Board with effect from 19 May 2020). During the Year, the office of the chief executive officer of the Company remained vacated since the Company has not been able to identify a suitable candidate for the position.

However, the Board will keep reviewing the current structure of the Board from time to time and should any candidate with suitable knowledge, skill and experience be identified, the Company will make appointment to fill the position as appropriate.

Continuing professional development

According to code provision A.6.5 of the CG Code, all Directors shall participate in continuous professional development to develop and refresh their knowledge and skills to ensure their contribution to the Board remains informed and relevant.

During the Year, each of the Directors received regular updates and presentations on changes and developments to the Group's business and to the legislative and regulatory environments in which the Group operates, and was also encouraged to attend relevant training courses. During the Year, each of Mr. Chan Wai Lung, Ms. Lam Ching Yee, Ms. Lin Ting, Ms. So Wai Yee Betty (appointed on 7 August 2020), Mr. Lam Ho Pong (resigned on 31 July 2020), Mr. Shi Shaowu (resigned on 19 May 2020), Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol, appointed on 5 May 2020), Mr. Lo Yu Man (resigned on 5 May 2020), Mr. Hon Ming Sang (appointed on 24 June 2020), Mr. Lam Kai Yeung (retired on 24 June 2020), Ms. Lee Kwun Ling, May Jean, Ms. Lo Wing Sze *BBS, JP* (appointed on 21 August 2020), and Mr. Zhong Shi (resigned on 21 August 2020) participated in appropriate continuous professional development activities by way of attending training or reading materials relevant to the Group's business, the GEM Listing Rules or directors' duties, and provided his or her training records to the Company on a yearly basis.

董事會將不時檢討股息政策並可能行使其全權酌情權在其認為適當及必要時隨時更新、修訂及／或修改股息政策。

概不保證股息將就任何特定期間以任何特定金額宣派或派付。

主席及行政總裁

根據企業管治守則守則條文第A.2.1條，主席及行政總裁之職責應以區分，並不應由同一人兼任。於年內，董事會主席角色由陳偉龍先生（於二零二零年五月十九日辭任董事會主席）及田一好女士（前度名字為田琬善，於二零二零年五月十九日獲委任為董事會主席）擔任。於年內，由於本公司未能物色到該職位的合適人選，本公司行政總裁一職仍然懸空。

然而，董事會將持續不時檢討董事會現有架構，倘成功物色任何擁有適合知識、技能及經驗之人選，本公司將適時委任有關人士以填補該職位。

持續專業發展

根據企業管治守則守則條文第A.6.5條，全體董事須參與持續專業發展，以培養及更新其知識及技能，確保其對董事會作出知情及有關之貢獻。

於年內，各董事已獲得有關本集團業務以及本集團經營所在地的法律與監管環境變動及發展之定期更新資料及演示材料，本公司亦鼓勵各董事參加相關培訓課程。於年內，陳偉龍先生、林靜儀女士、林靈女士、蘇慧兒女士（於二零二零年八月七日獲委任）、林浩邦先生（於二零二零年七月三十一日辭任）、史少武先生（於二零二零年五月十九日辭任）、田一好女士（前度名字為田琬善，於二零二零年五月五日獲委任）、羅宇聞先生（於二零二零年五月五日辭任）、韓銘生先生（於二零二零年六月二十四日獲委任）、林繼陽先生（於二零二零年六月二十四日退任）、李筠翎女士、羅詠詩女士 *銅紫荊星章，太平紳士*（於二零二零年八月二十一日獲委任）及鍾實先生（於二零二零年八月二十一日辭任）已透過參加有關本集團業務、GEM上市規則或董事職責的相關培訓或閱讀相關資料，參加適當的持續專業發展活動，並每年向本公司提供其培訓記錄。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' and officers' liabilities insurance and indemnity

The Company has arranged for appropriate insurance covering the liabilities in respect of any legal action against the Directors that may arise out of the corporate activities, so as to comply with the CG Code. The insurance coverage is reviewed on an annual basis.

BOARD COMMITTEES

1. Audit Committee

The Company established an audit committee ("Audit Committee") of the Company on 10 September 2013 with written terms of reference posted on the websites of GEM and of the Company. Such written terms of reference were revised and adopted by the Board on 29 December 2015 in accordance with the revised CG Code taking effect on 1 January 2016. The primary duties of the Audit Committee are, among other matters, to review the Company's financial information and to monitor the Company's financial reporting system, risk management and internal control systems.

From 1 January 2020 to 23 June 2020, the Audit Committee comprised three independent non-executive Directors, namely Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Audit Committee was chaired by Mr. Lam Kai Yeung. From 24 June 2020 to 20 August 2020, the Audit Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Audit Committee was chaired by Mr. Hon Ming Sang. From 21 August 2020 to 31 December 2020 and as at the date of this annual report, the Audit Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP*, and the Audit Committee was chaired by Mr. Hon Ming Sang.

The Audit Committee has reviewed the accounting standards and practices adopted by the Group and discussed with the management about the internal control and financial reporting matters for the Year. During the Year, the Audit Committee also reviewed the effectiveness of the Group's risk management and internal control systems and internal audit function. The Group's quarterly, half-yearly and annual results for the Year have also been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures had been made.

During the Year, eight Audit Committee meetings were held and the details of attendance of each Audit Committee member are set out in the section headed "Attendance of Directors at Meetings" on page 30 of this annual report.

董事及職員責任保險及彌償

本公司已作出適當保險安排，涵蓋有關針對董事之任何法律行動（可能於企業活動產生）之責任以符合企業管治守則。保險涵蓋範圍每年檢討一次。

董事委員會

1. 審核委員會

本公司於二零一三年九月十日成立本公司審核委員會（「審核委員會」），其書面職權範圍刊載於GEM及本公司網站。該等書面職權範圍已由董事會根據自二零一六年一月一日起生效之經修訂企業管治守則於二零一五年十二月二十九日修訂及採納。審核委員會之主要職責為（其中包括）審閱本公司財務資料及監察本公司財務報告系統、風險管理及內部監控系統。

自二零二零年一月一日起至二零二零年六月二十三日，審核委員會包括三名獨立非執行董事，即林繼陽先生、李筠翎女士及鍾實先生。林繼陽先生為審核委員會主席。自二零二零年六月二十四日起至二零二零年八月二十日，審核委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及鍾實先生。韓銘生先生為審核委員會主席。於二零二零年八月二十一日起至二零二零年十二月三十一日及於本年報日期，審核委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及羅詠詩女士 *銅紫荊星章，太平紳士*。韓銘生先生為審核委員會主席。

審核委員會審閱本集團採納之會計準則及常規，並與管理層討論本年度之內部監控及財務報告事宜。於年內，審核委員會亦已審閱本集團風險管理及內部監控系統及內部審核職能的成效。本集團本年度之季度、中期及全年業績亦已由審核委員會審閱，其認為編製有關業績時已遵守適用會計標準，並已作出充分披露。

於年內，審核委員會曾舉行八次會議，有關各審核委員會成員之出席詳情載於本年報第30頁「董事出席會議情況」一節。

2. Remuneration Committee

The Company established the Remuneration Committee on 10 September 2013 with written terms of reference in accordance with the CG Code which are posted on the websites of GEM and of the Company. The primary duties of the Remuneration Committee are, among other matters, to review and make recommendations to the Board on the terms of remuneration packages of the executive Directors and senior management of the Company and on the establishment of a formal and transparent procedure for developing the remuneration policy.

From 1 January 2020 to 23 June 2020, the Remuneration Committee comprised three independent non-executive Directors, namely Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Remuneration Committee was chaired by Mr. Lam Kai Yeung. From 24 June 2020 to 20 August 2020, the Remuneration Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Remuneration Committee was chaired by Mr. Hon Ming Sang. From 21 August 2020 to 31 December 2020 and as at the date of this annual report, the Remuneration Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP*, and the Remuneration Committee was chaired by Mr. Hon Ming Sang.

During the Year, the Remuneration Committee reviewed and made recommendations to the Board on the remuneration packages of the Directors and senior management of the Company, and reviewed and approved certain new remuneration proposals with reference to the Board's corporate objectives and the prevailing market conditions, assessed the performance of the executive Directors and approved the terms of the executive Directors' service contracts.

During the Year, eight Remuneration Committee meetings were held and the details of attendance of each Remuneration Committee member are set out in the section headed "Attendance of Directors at Meetings" on page 30 of this annual report.

Details of the remuneration of each of the Directors for the Year are set out in note 15 to the consolidated financial statements.

3. Nomination Committee

The Company established the Nomination Committee on 10 September 2013 with written terms of reference in accordance with the code provisions set out in the CG Code which are posted on the websites of GEM and of the Company. The primary duties of the Nomination Committee are, among other matters, to formulate the Nomination Policy and make recommendations to the Board on the nomination and appointment of the Directors and the succession planning for the Directors.

2. 薪酬委員會

本公司於二零一三年九月十日成立薪酬委員會，並根據企業管治守則訂立書面職權範圍，有關職權範圍刊載於GEM及本公司網站。薪酬委員會之主要職責為（其中包括）審閱本公司執行董事及高級管理層之薪酬組合條款及就制訂薪酬政策設立正規而具透明度的程序並向董事會作出推薦建議。

自二零二零年一月一日起至二零二零年六月二十三日，薪酬委員會包括三名獨立非執行董事，即林繼陽先生、李筠翎女士及鍾實先生。薪酬委員會由林繼陽先生擔任主席。自二零二零年六月二十四日起至二零二零年八月二十日，薪酬委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及鍾實先生。韓銘生先生為薪酬委員會主席。於二零二零年八月二十一日起至二零二零年十二月三十一日及於本年報日期，薪酬委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及羅詠詩女士 *銅紫荊星章，太平紳士*。薪酬委員會由韓銘生先生擔任主席。

於年內，薪酬委員會審閱本公司董事及高級管理層之薪酬組合，並就此向董事會作出推薦建議，以及參考董事會之企業目標及現行市場狀況審閱及批准若干新的薪酬方案，評估執行董事之表現及批准執行董事服務合約之條款。

於年內，薪酬委員會已舉行八次會議，有關各薪酬委員會成員之出席詳情載於本年報第30頁「董事出席會議情況」一節。

各董事於本年度之薪酬詳情載於綜合財務報表附註15。

3. 提名委員會

本公司於二零一三年九月十日成立提名委員會，並根據企業管治守則所載守則條文訂立書面職權範圍，有關書面職權範圍刊載於GEM及本公司網站。提名委員會之主要職責為（其中包括）制定提名政策並就董事提名及委任以及董事繼任計劃向董事會作出推薦建議。

From 1 January 2020 to 23 June 2020, the Nomination Committee comprised three independent non-executive Directors, namely Mr. Lam Kai Yeung, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Nomination Committee was chaired by Mr. Lam Kai Yeung. From 24 June 2020 to 20 August 2020, the Nomination Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Mr. Zhong Shi, and the Nomination Committee was chaired by Mr. Hon Ming Sang. From 21 August 2020 to 31 December 2020 and as at the date of this annual report, the Nomination Committee comprised three independent non-executive Directors, namely Mr. Hon Ming Sang, Ms. Lee Kwun Ling, May Jean and Ms. Lo Wing Sze *BBS, JP*, and the Nomination Committee was chaired by Mr. Hon Ming Sang.

During the Year, seven Nomination Committee meetings were held and details of attendance of each Nomination Committee member are set out in the section headed "Attendance of Directors at Meetings" on page 30 of this annual report.

During the Year, the Nomination Committee reviewed the structure, size, diversity and composition of the Board, the existing Board Diversity Policy and its implementation, assessed the independence of the independent non-executive Directors and reviewed the annual confirmations of independence received from them. The Nomination Committee also reviewed the nomination procedures, process and criteria to select and recommend candidates for directorship and made recommendations on the nomination and appointment of new Directors.

4. Compliance Committee

The Company established a compliance committee ("Compliance Committee") of the Company on 10 September 2013 with written terms of reference which are posted on the websites of GEM and of the Company.

During the Year and as at the date of this annual report, the Compliance Committee comprised two executive Directors, namely Ms. Lam Ching Yee (chairman) and Ms. Lin Ting. The principal duties of the Compliance Committee include:

- to establish, execute and maintain the compliance and corporate governance system of the Group;
- to support and provide instructions to ensure that each business unit of the Group can establish, execute and maintain its compliance and corporate governance system;
- to produce the compliance manual of the Group and keep it updated;
- to conduct education and training programmes on compliance for the Group, including compliance seminars;
- to monitor the status of the compliance and corporate governance system of the Group; and

自二零二零年一月一日起至二零二零年六月二十三日，提名委員會包括三名獨立非執行董事，即林繼陽先生、李筠翎女士及鍾實先生。提名委員會由林繼陽先生擔任主席。自二零二零年六月二十四日起至二零二零年八月二十日，提名委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及鍾實先生。韓銘生先生為提名委員會主席。於二零二零年八月二十一日起至二零二零年十二月三十一日及於本年報日期，提名委員會包括三名獨立非執行董事，即韓銘生先生、李筠翎女士及羅詠詩女士 *銅紫荊星章，太平紳士*。提名委員會由韓銘生先生擔任主席。

於年內，提名委員會已舉行七次會議，有關各提名委員會成員之出席詳情載於本年報第30頁「董事出席會議情況」一節。

於年內，提名委員會審閱董事會的結構、規模、成員多元化及組成情況、現有董事會成員多元化政策及其實施情況，並評估獨立非執行董事的獨立性及檢討自彼等所獲得有關獨立性的年度確認。提名委員會亦審閱提名程序、甄選及推薦董事候選人之流程及標準以及就提名及委任新董事作出推薦建議。

4. 合規委員會

本公司於二零一三年九月十日成立本公司合規委員會（「合規委員會」），其書面職權範圍刊載於GEM及本公司網站。

於年內及於本年報日期，合規委員會包括兩名執行董事，即林靜儀女士（主席）及林靈女士。合規委員會的主要職責包括：

- 設立、執行及維持本集團的合規及企業管治制度；
- 支持及發出指示，以確保本集團各業務單位能夠設立、執行及維持其合規及企業管治制度；
- 備制本集團合規手冊及不斷更新；
- 就本集團合規事宜舉行教育及培訓課程，包括合規講座；
- 監控本集團合規及企業管治制度的狀況；及

- to investigate compliance problems of the Group and take appropriate measures when one arises (it may instruct the relevant department(s) to deal with the problem depending on its nature).

During the Year, the members of the Compliance Committee monitored the status of the compliance and corporate governance system of the Group from time to time, and the Compliance Committee was of the view that there was no compliance issue of the Group which required the Compliance Committee to resolve by way of a meeting. Therefore, no meeting of the Compliance Committee was held during the Year.

- 調查本集團合規問題及於出現合規問題時採取適當措施（委員會可指示相關部門按問題性質處理問題）。

於年內，合規委員會成員已不時監控本集團合規及企業管治制度的狀況，而合規委員會認為本集團不存在需由合規委員會以會議方式解決的合規問題。因此，合規委員會於年內並無舉行任何會議。

ATTENDANCE OF DIRECTORS AT MEETINGS

Directors	董事	Number of meetings attended/entitled to attend (note 1)					
		Annual general meeting	Extraordinary general meeting	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Nomination Committee meetings
		股東週年大會	股東特別大會	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議
Executive Directors	執行董事						
Ms. Tin Yat Yu Carol (note 2)	田一妤女士 (附註2)	1/1	N/A 不適用	22/23	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Chan Wai Lung (note 3)	陳偉龍先生 (附註3)	1/1	N/A 不適用	26/26	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Lam Ching Yee	林靜儀女士	0/1	N/A 不適用	21/26	N/A 不適用	N/A 不適用	N/A 不適用
Ms. Lin Ting	林霆女士	0/1	N/A 不適用	25/26	N/A 不適用	N/A 不適用	N/A 不適用
Ms. So Wai Yee Betty (note 4)	蘇慧兒女士 (附註4)	N/A 不適用	N/A 不適用	14/14	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Lam Ho Pong (note 5)	林浩邦先生 (附註5)	1/1	N/A 不適用	10/10	N/A 不適用	N/A 不適用	N/A 不適用
Mr. Shi Shaowu (note 6)	史少武先生 (附註6)	N/A 不適用	N/A 不適用	4/5	N/A 不適用	N/A 不適用	N/A 不適用
Non-executive Director	非執行董事						
Mr. Lo Yu Man (note 7)	羅宇聞先生 (附註7)	N/A 不適用	N/A 不適用	2/3	N/A 不適用	N/A 不適用	N/A 不適用
Independent Non-executive Directors	獨立非執行董事						
Mr. Hon Ming Sang (note 8)	韓銘生先生 (附註8)	N/A 不適用	N/A 不適用	19/19	5/5	4/4	2/2
Ms. Lee Kwun Ling, May Jean	李筠翎女士	1/1	N/A 不適用	23/26	8/8	7/8	6/7
Ms. Lo Wing Sze <i>ass. JP</i> (note 9)	羅詠詩女士 (前香港測量師，太平紳士 (附註9))	N/A 不適用	N/A 不適用	9/11	4/4	2/2	N/A 不適用
Mr. Lam Kai Yeung (note 10)	林繼陽先生 (附註10)	0/1	N/A 不適用	6/6	3/3	3/3	4/4
Mr. Zhong Shi (note 11)	鍾實先生 (附註11)	0/1	N/A 不適用	12/15	4/4	5/5	6/6

Notes:

1. Attendances of the Directors appointed/resigned/retired during the Year were made by reference to the number of such meetings held during their respective tenures.
2. Ms. Tin Yat Yu Carol (former name as Tin Yuen Sin Carol) was appointed as an executive Director with effect from 5 May 2020 and the chairman of the Board with effect from 19 May 2020.
3. Mr. Chan Wai Lung resigned as the chairman of the Board with effect from 19 May 2020.
4. Ms. So Wai Yee Betty was appointed as an executive Director with effect from 7 August 2020.
5. Mr. Lam Ho Pong resigned as an executive Director with effect from 31 July 2020.

董事出席會議情況

Number of meetings attended/entitled to attend (note 1)
出席/有權出席會議次數 (附註1)

Annual general meeting	Extraordinary general meeting	Board meetings	Audit Committee meetings	Remuneration Committee meetings	Nomination Committee meetings
股東週年大會	股東特別大會	董事會會議	審核委員會會議	薪酬委員會會議	提名委員會會議
Executive Directors	執行董事				
Ms. Tin Yat Yu Carol (note 2)	田一妤女士 (附註2)	1/1	N/A 不適用	22/23	N/A 不適用
Mr. Chan Wai Lung (note 3)	陳偉龍先生 (附註3)	1/1	N/A 不適用	26/26	N/A 不適用
Ms. Lam Ching Yee	林靜儀女士	0/1	N/A 不適用	21/26	N/A 不適用
Ms. Lin Ting	林霆女士	0/1	N/A 不適用	25/26	N/A 不適用
Ms. So Wai Yee Betty (note 4)	蘇慧兒女士 (附註4)	N/A 不適用	N/A 不適用	14/14	N/A 不適用
Mr. Lam Ho Pong (note 5)	林浩邦先生 (附註5)	1/1	N/A 不適用	10/10	N/A 不適用
Mr. Shi Shaowu (note 6)	史少武先生 (附註6)	N/A 不適用	N/A 不適用	4/5	N/A 不適用
Non-executive Director	非執行董事				
Mr. Lo Yu Man (note 7)	羅宇聞先生 (附註7)	N/A 不適用	N/A 不適用	2/3	N/A 不適用
Independent Non-executive Directors	獨立非執行董事				
Mr. Hon Ming Sang (note 8)	韓銘生先生 (附註8)	N/A 不適用	N/A 不適用	19/19	5/5
Ms. Lee Kwun Ling, May Jean	李筠翎女士	1/1	N/A 不適用	23/26	8/8
Ms. Lo Wing Sze <i>ass. JP</i> (note 9)	羅詠詩女士 (前香港測量師，太平紳士 (附註9))	N/A 不適用	N/A 不適用	9/11	4/4
Mr. Lam Kai Yeung (note 10)	林繼陽先生 (附註10)	0/1	N/A 不適用	6/6	3/3
Mr. Zhong Shi (note 11)	鍾實先生 (附註11)	0/1	N/A 不適用	12/15	4/4

附註：

1. 於年內獲委任/辭任/退任的董事的出席情況乃參考於其任期內所舉行的有關會議次數計算。
2. 田一妤女士 (前度名字為田琬善) 自二零二零年五月五日起獲委任為執行董事，並自二零二零年五月十九日起獲委任為董事會主席。
3. 陳偉龍先生自二零二零年五月十九日起辭任董事會主席。
4. 蘇慧兒女士自二零二零年八月七日起獲委任為執行董事。
5. 林浩邦先生自二零二零年七月三十一日起辭任執行董事。

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6. Mr. Shi Shaowu resigned as an executive Director with effect from 19 May 2020.
 7. Mr. Lo Yu Man resigned as a non-executive Director with effect from 5 May 2020.
 8. Mr. Hon Ming Sang was appointed as an independent non-executive Director, and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 24 June 2020.
 9. Ms. Lo Wing Sze *BBS, JP* was appointed as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 21 August 2020.
 10. Mr. Lam Kai Yeung retired as an independent non-executive Director, and the chairman of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 24 June 2020.
 11. Mr. Zhong Shi resigned as an independent non-executive Director, and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 21 August 2020.
6. 史少武先生自二零二零年五月十九日起辭任執行董事。
 7. 羅宇聞先生自二零二零年五月五日起辭任非執行董事。
 8. 韓銘生先生自二零二零年六月二十四日起獲委任為獨立非執行董事及審核委員會、薪酬委員會及提名委員會各自之主席。
 9. 羅詠詩女士 *銅紫荊星章*，*太平紳士* 自二零二零年八月二十一日起獲委任為獨立非執行董事及審核委員會、薪酬委員會及提名委員會各自之成員。
 10. 林繼陽先生自二零二零年六月二十四日起退任獨立非執行董事及審核委員會、薪酬委員會及提名委員會各自之主席。
 11. 鍾實先生自二零二零年八月二十一日起退任獨立非執行董事及審核委員會、薪酬委員會及提名委員會各自之成員。

ACCOUNTABILITY AND AUDIT

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

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for each financial period to give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing the consolidated financial statements for the Year, the Board has selected suitable accounting policies and applied them consistently, made judgments and estimates that are prudent, fair and reasonable and prepared the consolidated financial statements on a going concern basis. 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 Directors continue to adopt the going concern approach in preparing the consolidated financial statements of the Group and are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The reporting responsibilities of the Company's external auditor, RSM Hong Kong, are set out in the section headed "Independent Auditor's Report" on pages 57 to 63 of this annual report.

Change of Auditor

With effect from 25 November 2020, PKF Hong Kong Limited has resigned as the auditor of the Company as the Company was unable to reach an agreement with PKF Hong Kong Limited on the auditor's remuneration for the financial year ended 31 December 2020. Following the resignation of PKF Hong Kong Limited, RSM Hong Kong has been appointed as the new auditor of the Company.

During the Year, the Board did not take a different view from the Audit Committee on the appointment of external auditors.

問責及審核

董事及核數師有關綜合財務報表的責任

董事確認彼等須就各個財務期間編製本集團的綜合財務報表承擔責任，乃旨在真實及公平地反映本集團於該期間的事務狀況及業績及現金流量。編製本年度的綜合財務報表時，董事會已選定合適的會計政策並加以貫徹應用，作出審慎、公平合理的判斷及估計，並按持續經營基準編製綜合財務報表。董事負責採取一切合理及必需之步驟，以保障本集團的資產，及防止及偵察欺詐及其他不當行為。董事於編製本集團綜合財務報表時繼續採納持續經營方式，且並不知悉任何有關可能導致本公司持續經營能力受重大質疑之事件或情況之重大不明朗因素。

本公司外部核數師羅申美會計師事務所的申報責任載於本年報第57頁至63頁「獨立核數師報告」一節。

更換核數師

由於本公司無法與大信梁學濂(香港)會計師事務所有限公司就截至二零二零年十二月三十一日止財政年度之核數師酬金達成協議，故大信梁學濂(香港)會計師事務所有限公司辭任本公司核數師，自二零二零年十一月二十五日起生效。在大信梁學濂(香港)會計師事務所有限公司辭任後，羅申美會計師事務所獲委任為本公司新核數師。

於年內，董事會與審核委員會有關委任外部核數師的意見一致。

Auditor's Remuneration

During the Year, the remuneration paid or payable to the Group's external auditor for the audit and non-audit services provided amounted to HK\$680,000 and HK\$59,000 respectively. The non-audit services comprised fees for the tax services.

CORPORATE GOVERNANCE FUNCTIONS

The Board has not established a corporate governance committee. According to code provision D.3 of the CG Code, the Board is responsible for performing the corporate governance duties of the Company. The Board shall have the following duties and responsibilities for performing the corporate governance duties of the Company:

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

The Board reviewed the Company's policies and practices on corporate governance and compliance with the CG Code, reviewed and monitored the training and continuous professional development of Directors and senior management, and the Group's policies and practices on compliance with legal and regulatory requirements during the Year as well as the disclosure in this Corporate Governance Report.

核數師之酬金

於年內，就本集團外部核數師所提供之審核及非審核服務已付或應付予其之酬金分別為680,000港元及59,000港元。非審核服務包括稅務服務的費用。

企業管治職能

董事會並未成立企業管治委員會。根據企業管治守則之守則條文第D.3條，董事會負責執行本公司之企業管治職責。董事會就執行本公司的企業管治職責承擔下列職責及責任：

- 制定及檢討本集團的企業管治政策及常規並提出推薦建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本集團有關遵守法律及監管規定之政策及常規；
- 制定、檢討及監察董事及僱員適用的行為守則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及於本公司企業管治報告的披露資料。

董事會審閱本公司有關企業管治及遵守企業管治守則的政策及常規、檢討及監察董事及高級管理層的培訓及持續專業發展，及本集團於年內有關遵守法律及監管規定的政策及常規的情況及於本企業管治報告的披露資料。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the effectiveness of the Group's risk management and internal control systems on an ongoing basis. The main features of the risk management and internal control systems of the Group include the identification, assessment and evaluation of risks, the development and continuous updating of mitigation measures, and the ongoing review of internal control procedures to ensure their effectiveness. The Group has also established an organisational structure in such control systems, clearly defining the power and obligations of each department in the Group, in order to protect the Group's assets against improper use and ensure compliance with rules and regulations. Such risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable but not absolute assurance against material misstatement or loss.

The Company has an internal control manual containing policies on information disclosure which is applicable to all employees of the Company and regularly reminds Directors and employees to properly comply with relevant policies on inside information while notifying the Directors (who are also the senior management of the Group) and employees the latest guidance announced by the regulatory body on disclosure of such information from time to time to keep all of them abreast of the latest information.

Process used to identify, evaluate and manage significant risks

The Group's risk management process involves the identification, evaluation, response, monitoring and reporting of risks. After risks that may potentially affect the Group's business and operations are identified by the management of the Company, the Board will perform risk assessment by prioritising the identified risks to determine key risks exposed to the Group and discuss measures to mitigate such key risks. Besides, existing risk mitigation measures are subject to regular monitoring by the management of the Company, which will review the Group's risk management strategies, and report such results and make appropriate suggestions to the Board.

風險管理及內部監控

董事會確認其持續維持本集團風險管理及內部監控系統有效性之責任。本集團風險管理及內部監控系統的主要特點包括風險識別、評估及評價、緩解措施的制定及持續更新，以及持續檢討內部監控程序以確保其有效性。本集團亦已在此監控系統中建立組織架構，明確界定本集團各部門的權力及責任，以保護本集團資產免遭不當使用及確保遵守規則及規例。該風險管理及內部監控系統旨在管理而非消除未能實現業務目標之風險，並僅可就避免重大錯誤陳述或損失提供合理但並非絕對之保證。

本公司有包含適用於本公司所有僱員的信息披露政策的內部監控手冊，並定期提醒董事及僱員適當遵守內幕消息的相關政策，並會不時知會董事（彼等亦為本集團的高級管理層）及僱員有關監管機構公佈的上述信息披露的最新指引，以令彼等全體獲得最新資訊。

用於識別、評估及管理重大風險的流程

本集團的風險管理流程涉及識別、評估、回應、監控及報告風險。本公司管理層識別可能潛在影響本集團業務及營運的風險後，董事會將進行風險評估，確定所識別風險的優先次序，以確定本集團所面對的主要風險，並討論減輕該等主要風險的措施。此外，現有的風險緩解措施由本公司管理層定期監控，並將檢討本集團的風險管理策略，向董事會報告有關結果並提出適當建議。

The Board has in place an internal audit function within the Group as required under code provision C.2.5 of the CG code. The Group conducts review of the risk management and internal control systems on annual basis. During the Year, to strengthen the risk management and internal control of the Group, the Company has engaged an independent professional adviser (“Internal Control Adviser”) to perform independent appraisal of the adequacy and effectiveness of certain subsidiary’s risk management and internal control system for the Year. The scope of review for the Year included revenue and receipt cycle as well as risk assessment and management over revenue cycle of a principal operating subsidiary. The Internal Control Adviser has reported major findings and areas for improvement to the Audit Committee. All recommendations from the Internal Control Adviser would be followed up closely to ensure that they are implemented within a reasonable period of time. The Board is of the opinion that the Group’s risk management and internal control systems are effective and adequate and that nothing has come to its attention to cause the Board to believe the Group’s risk management and internal control systems are inadequate. The Board has also considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company’s accounting and financial reporting function.

The Group believes that good corporate governance practices are very important for maintaining and promoting investor confidence and for the sustainable growth of the Group. The Group has therefore made continued efforts to uplift the quality of its corporate governance.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company communicates with the Shareholders, the potential investors and the investment community (collectively, “Investors”) of the Company mainly in the following ways:

- the holding of annual general meetings and extraordinary general meetings, if any, which may be convened for specific purposes and provide opportunities for the Shareholders and the Investors to communicate directly with the Board;
- the publication of quarterly, interim and annual reports, circulars, announcements and notices of Shareholders’ meetings as required under the GEM Listing Rules and/or press releases of the Company providing updated information of the Group; and
- the provision of the latest information of the Group on the websites of GEM and of the Company.

Pursuant to article 65 of the articles of association of the Company, the annual general meetings or extraordinary general meetings of the Company called for the passing of a special resolution shall be called by at least 21 days’ notice in writing. The meetings of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a special resolution shall be called by at least 14 days’ notice in writing.

董事會已根據企業管治守則的守則條文第C.2.5條於本集團內設立內部審核職能。本集團按年對風險管理及內部監控系統進行檢討。於年內，為加強本集團的風險管理及內部監控，本公司已委聘一名獨立專業顧問（「內部監控顧問」）對若干附屬公司於本年度的風險管理及內部監控系統的充足性及有效性展開獨立評估。本年度檢討的範圍包括一間主要營運附屬公司的收益及收款週期以及收益週期間的風險評估及管理。內部監控顧問已向審核委員會報告主要調查結果及改善範圍。內部監控顧問的所有推薦建議會予以密切跟進，確保於合理的時間範圍內實施。董事會認為本集團的風險管理及內部監控系統屬充足有效，及董事會並無發現令其認為本集團的風險管理及內部監控屬不充足的事項。董事會亦已考慮本公司會計及財務申報職能方面之資源、員工資歷及經驗，以及員工接受之培訓課程及有關預算是否足夠。

本集團相信良好的企業管治常規對於維持及促進投資者信心及自身的可持續發展至關重要。因此，本集團一直致力於提升其企業管治水準。

與股東及投資者之溝通

本公司主要以下列方式與本公司的股東、潛在投資者及投資界（統稱「投資者」）進行交流：

- 舉行股東週年大會及可能就特定目的而召開的股東特別大會（如有），從而為股東及投資者提供與董事會直接交流的機會；
- 按GEM上市規則規定刊發季度報告、中期報告及年報、通函、公告及股東大會通告及／或刊發有關本集團更新資料的本公司新聞稿；及
- 於GEM及本公司之網站提供本集團的最新資料。

根據本公司組織章程細則第65條，本公司股東週年大會或為通過特別決議案而召開的股東特別大會須發出最少二十一日的書面通告召開。股東週年大會或為通過特別決議案而召開的股東特別大會以外的本公司大會則須發出最少十四日的書面通告召開。

SHAREHOLDERS' RIGHTS

Convening an extraordinary general meeting by Shareholders

Pursuant to article 64 of the articles of association of the Company, any 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 of the Company shall at all times have the right, by requisition in writing to the Board or the Company Secretary, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. 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 requisitionist(s) himself/herself/themselves may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

Procedures for sending enquiries and proposals to the Board

Shareholders may send their enquiries and/or put forward proposals to the Company, for the attention of the Board or the Company Secretary, by posting the same to Unit Nos. 1209-10, 12/F., Prosperity Millennia Plaza, No. 663 King's Road, North Point, Hong Kong.

For the avoidance of doubt, Shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

COMPANY SECRETARY

Ms. Wong Kei Lam, the former Company Secretary and the financial controller ("FC") of the Company, resigned as the Company Secretary and the FC with effect from 21 August 2020. Following the resignation of Ms. Wong Kei Lam, Ms. So Wai Yee Betty, an executive Director, was appointed by the Board as the Company Secretary and the chief financial officer of the Company with effect from 21 August 2020. Both of them undertook not less than 15 hours of relevant professional training to update their skills and knowledge during the Year.

CONSTITUTIONAL DOCUMENTS

During the Year, there was no significant change to the memorandum and articles of association of the Company.

股東權利

股東召開股東特別大會

根據本公司組織章程細則第64條，任何一位或以上於遞呈要求日期持有不少於本公司繳足股本（附有本公司股東大會上之投票權）十分之一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的任何事項，且該大會應於遞呈該要求後兩個月內舉行。倘遞呈後二十一日內，董事會未有召開該大會，則遞呈要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而合理產生的所有開支須由本公司向要求人作出償付。

向董事會寄發查詢及建議的程序

股東可向本公司發送查詢及／或提出建議，抬頭請註明董事會或公司秘書收，地址為香港北角英皇道663號泓富產業千禧廣場12樓1209-10室。

為免產生疑問，股東須將正式簽署之書面要求通知或聲明或查詢（視情況而定）之正本存置及寄發至上述地址，並提供其全名、聯絡詳情及身份以令有關文件生效。股東資料可根據法律規定予以披露。

公司秘書

本公司之前任公司秘書及財務總監（「財務總監」）黃紀琳女士辭任公司秘書及財務總監，自二零二零年八月二十一日起生效。於黃紀琳女士辭任後，執行董事蘇慧兒女士獲董事會委任為本公司之公司秘書及財務總監，自二零二零年八月二十一日起生效。於年內，彼等均已接受不少於15小時的相關專業培訓，以更新彼等之技能及知識。

組織章程文件

於年內，本公司的組織章程大綱及章程細則概無重大變動。