



S&P International Holding Limited 椰豐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 1695

Annual Report 2021 年報



OUR MISSION & VISION

我們的使命與願景

S&P Group is passionate to deliver quality coconut food products with its natural flavour and nutritional attributes in a convenient form to the world whilst committed to achieve superior returns and sharing the success with all involved. We want to be the preferred global supplier of coconut food products.

椰豐集團銳意向全球提供天然風味、營養豐富、方便易食的優質椰類食品，同時致力取得優異回報，與所有參與方共享碩果。我們期待成為備受青睞的全球椰類食品供應商。



目錄

CONTENTS

2	Five-Year Financial Summary 五年財務摘要
3	Corporate Information 公司資料
6	Corporate Structure 公司架構
7	Chairman's Statement 主席報告
9	Profile of Directors and Senior Management 董事及高級管理層簡介
16	Environmental, Social and Governance Report 環境、社會及管治報告
57	Management Discussion and Analysis 管理層討論及分析
66	Corporate Governance Report 企業管治報告

88	Report of the Directors 董事會報告
112	Independent Auditors' Report 獨立核數師報告
118	Consolidated Statement of Profit or Loss and Other Comprehensive Income 綜合損益及其他全面收益表
119	Consolidated Statement of Financial Position 綜合財務狀況表
121	Consolidated Statement of Changes in Equity 綜合權益變動表
122	Consolidated Statement of Cash Flows 綜合現金流量表
125	Notes to the Financial Statements 財務報表附註



五年財務摘要

FIVE-YEAR FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five years, as extracted from the published consolidated financial statements for the financial years ended 31 December 2021, 31 December 2020, 31 December 2019, 31 December 2018 and 31 December 2017 below:

下文載列本集團於過往五年的業績、資產及負債概要，乃摘錄自截至二零二一年十二月三十一日、二零二零年十二月三十一日、二零一九年十二月三十一日、二零一八年十二月三十一日及二零一七年十二月三十一日止財政年度的已公佈的綜合財務報表：

		For the year ended 31 December 截至十二月三十一日止年度				
		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉	2019 二零一九年 RM 馬來西亞令吉	2018 二零一八年 RM 馬來西亞令吉	2017 二零一七年 RM 馬來西亞令吉 Restated 重列
Results (Audited)	業績(經審核)					
Revenue	收益	92,657,153	88,675,007	68,327,729	79,989,035	96,231,559
(Loss)/Profit before taxation	除稅前(虧損)/溢利	(5,808,358)	(1,766,963)	(2,209,758)	8,904,163	4,526,599
Income tax credit/(expense)	所得稅抵免/(開支)	2,403,141	(1,180,243)	345,590	(2,609,280)	(4,337,899)
(Loss)/Profit for the year	年內(虧損)/溢利	(3,405,217)	(2,947,206)	(1,864,168)	6,294,883	188,700
Attributable to: Equity shareholders of the Company	以下人士應佔： 本公司權益 股東	(3,402,980)	(3,017,053)	(1,844,444)	6,295,729	188,700

		As at 31 December 於十二月三十一日				
		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉	2019 二零一九年 RM 馬來西亞令吉	2018 二零一八年 RM 馬來西亞令吉	2017 二零一七年 RM 馬來西亞令吉 Restated 重列
Assets and liabilities (Audited)	資產及負債(經審核)					
Total assets	資產總值	170,461,339	165,162,412	167,084,721	141,812,902	133,468,975
Total liabilities	負債總額	55,522,699	48,767,228	46,839,641	19,058,746	17,992,376
Net assets	資產淨值	114,938,640	116,395,184	120,245,080	122,754,156	115,476,599

* The financial information for 2017 has been restated to take into account the effects of International Financial Reporting Standard 15.

* 二零一七年財務資料已進行重列，以計及國際財務報告準則第15號的影響。

公司資料

CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Tang Koon Fook (*Chairman*)
Mr. Lee Sieng Poon (*Managing Director*)
Mr. Yap Boon Teong
Ms. Wong Yuen Lee

Independent Non-Executive Directors

Mr. Fung Che Wai, Anthony
(resigned on 31 October 2021)
Mr. Lee King Fui (appointed on 1 January 2022)
Mr. Lim Sey Hock
Mr. Ng Hock Boon

BOARD COMMITTEES

Audit Committee

Mr. Fung Che Wai, Anthony
(resigned on 31 October 2021)
Mr. Lee King Fui (*Chairman*)
(appointed on 1 January 2022)
Mr. Lim Sey Hock
Mr. Ng Hock Boon

Remuneration Committee

Mr. Lim Sey Hock (*Chairman*)
Mr. Ng Hock Boon
Mr. Tang Koon Fook

Nomination Committee

Mr. Tang Koon Fook (*Chairman*)
Mr. Ng Hock Boon
Mr. Lim Sey Hock

Sanctions Oversight Committee

Mr. Lee Sieng Poon (*Chairman*)
Ms. Wong Yuen Lee

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN MALAYSIA

No. 27-3 Jalan PJU 5/13, Dataran Sunway
Kota Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F., 148 Electric Road
North Point
Hong Kong

董事會 執行董事

Tang Koon Fook先生(*主席*)
Lee Sieng Poon先生(*董事總經理*)
Yap Boon Teong先生
Wong Yuen Lee女士

獨立非執行董事

馮志偉先生
(於二零二一年十月三十一日辭任)
李勤輝先生(於二零二二年一月一日獲委任)
Lim Sey Hock先生
Ng Hock Boon先生

董事委員會 審計委員會

馮志偉先生
(於二零二一年十月三十一日辭任)
李勤輝先生(*主席*)
(於二零二二年一月一日獲委任)
Lim Sey Hock先生
Ng Hock Boon先生

薪酬委員會

Lim Sey Hock先生(*主席*)
Ng Hock Boon先生
Tang Koon Fook先生

提名委員會

Tang Koon Fook先生(*主席*)
Ng Hock Boon先生
Lim Sey Hock先生

制裁監督委員會

Lee Sieng Poon先生(*主席*)
Wong Yuen Lee女士

馬來西亞總部及 主要營業地點

馬來西亞
雪蘭莪州
八打靈再也白沙
羅鎮三威廣場PJU 5/13路
27號三樓
郵編：47810

香港主要營業地點

香港
北角
電氣道148號31樓



公司資料(續)

CORPORATE INFORMATION (Continued)

REGISTERED OFFICE

89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

LISTING INFORMATION

Place of Listing

Main Board of The Stock Exchange of Hong Kong Limited

Stock Code

1695

Board Lot

5,000 shares

COMPANY'S WEBSITE

www.spfood.com

COMPANY SECRETARY

Ms. Leung Ho Yee
(appointed on 26 August 2021)
31/F., 148 Electric Road
North Point
Hong Kong

AUTHORISED REPRESENTATIVES

Mr. Tang Koon Fook
No. 27-3 Jalan PJU 5/13, Dataran Sunway
Kota Damansara
47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Ms. Leung Ho Yee
(appointed on 26 August 2021)
31/F., 148 Electric Road
North Point
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

註冊辦事處

89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

上市資料

上市地點

香港聯合交易所有限公司主板

股份代號

1695

每手買賣單位

5,000股股份

公司網站

www.spfood.com

公司秘書

梁可怡女士
(於二零二一年八月二十六日獲委任)
香港
北角
電氣道148號31樓

授權代表

Tang Koon Fook先生
馬來西亞
雪蘭莪州
八打靈再也白沙
羅鎮三威廣場
PJU 5/13路27號三樓
郵編：47810

梁可怡女士
(於二零二一年八月二十六日獲委任)
香港
北角
電氣道148號31樓

開曼群島股份過戶登記總處

Ogier Global (Cayman) Limited
89 Nexus Way
Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

公司資料(續)

CORPORATE INFORMATION (Continued)

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point, Hong Kong

香港股份過戶登記分處

寶德隆證券登記有限公司
香港北角
電氣道148號
21樓2103B室

LEGAL ADVISER

As to Hong Kong law
TC & Co. Solicitors
Units 2201–2203, 22/F
Tai Tung Building
8 Fleming Street
Wanchai
Hong Kong

法律顧問

香港法律
崔曾律師事務所
香港
灣仔
菲林明道8號
大同大廈
22樓2201–2203室

INDEPENDENT AUDITORS

Mazars PLT, Chartered Accountants
Public Interest Entity Auditor recognised in accordance with
the Hong Kong Financial Reporting Council Ordinance
Wisma Golden Eagle Realty
11th Floor, South Block, No. 142-A
Jalan Ampang
50450 Kuala Lumpur
Malaysia

獨立核數師

Mazars PLT，特許會計師
於香港財務匯報局條例下的認可公眾利益
實體核數師
Wisma Golden Eagle Realty
11th Floor, South Block, No. 142-A
Jalan Ampang
50450 Kuala Lumpur
Malaysia

PRINCIPAL BANKERS

CIMB Bank Berhad
Level 13, Menara CIMB
Jalan Stesen Sentral 2
Kuala Lumpur Sentral
50470 Kuala Lumpur
Malaysia

聯昌銀行
Level 13, Menara CIMB
Jalan Stesen Sentral 2
Kuala Lumpur Sentral
50470 Kuala Lumpur
Malaysia

HSBC Bank Malaysia Berhad
No. 2, Leboh Ampang
50100 Kuala Lumpur
Malaysia

馬來西亞匯豐銀行有限公司
No. 2, Leboh Ampang
50100 Kuala Lumpur
Malaysia

Public Bank Berhad
A-1, A-2 and A-3
Sunway Giza Mall
Jalan PJU 5/14, Dataran Sunway
Kota Damansara, 47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia

馬來西亞大眾銀行
A-1, A-2 and A-3
Sunway Giza Mall
Jalan PJU 5/14, Dataran Sunway
Kota Damansara, 47810 Petaling Jaya
Selangor Darul Ehsan
Malaysia



公司架構

CORPORATE STRUCTURE

Jurisdiction of Incorporation:

註冊成立司法權區：

● Cayman Islands
開曼群島

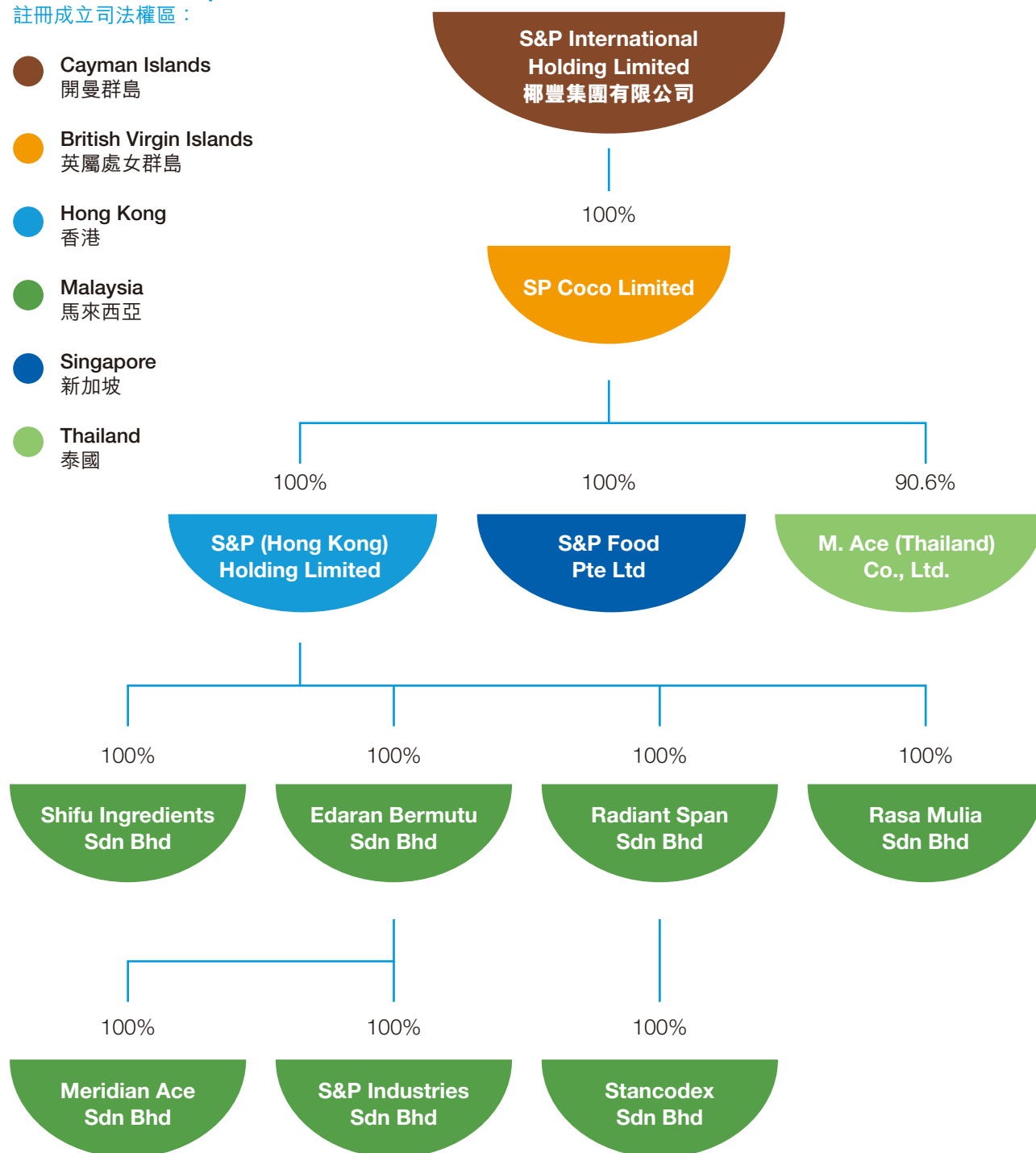
● British Virgin Islands
英屬處女群島

● Hong Kong
香港

● Malaysia
馬來西亞

● Singapore
新加坡

● Thailand
泰國



CHAIRMAN'S STATEMENT

Dear Valued Shareholders,

On behalf of the board of directors (“**Directors**”) of S&P International Holding Limited (“**Company**” or “**S&P International**”), I present to you the annual report of the Company and its subsidiaries (collectively, “**S&P Group**” or “**Group**”) for the financial year ended 31 December 2021 (“**FY2021**”).

INDUSTRY OVERVIEW AND BUSINESS OUTLOOK

The Group is principally engaged in manufacturing and distribution of coconut based food and beverage products. The impact of the novel coronavirus (COVID-19) disease (the “**COVID-19**”) continues to be felt by the Group during 2021. In addition, the recent war in Ukraine represents a challenge to the economy recovery and putting further upward inflationary pressure globally while most businesses are still trying to adjust to the ongoing global supply chain disruptions and to manage the increase in costs due to COVID-19. Despite these challenges, we are expecting a continuous growth in the demand of coconut based food and beverage products due to the increase in its popularity from the health conscious consumers.

GROUP BUSINESS DIRECTION

Notwithstanding the volatilities in the economy, the Group remains steadfast in our commitment to produce innovative coconut based food and beverage products based on the preference of the consumers and we strive to be the preferred global supplier of coconut based food and beverage products.

The Group has adopted a long-term growth strategy to build a sustainable business and a strong in-house brand. In FY2021, we have made intensive efforts and invested on digital brand building to enhance the brand recognition of the Group.

To improve the bottom line, the Group will continue to evaluate our internal processes, seek for alternatives sourcing to drive cost down and look at ways to make our business operations leaner and place emphasis on the variables that are controllable by us.

As for 2022, we foresee that many countries are moving into the endemic phase, therefore our export sales is expected to be improved.

尊敬的股東：

本人謹代表椰豐集團有限公司(「**本公司**」或「**椰豐**」)董事(「**董事**」)會向 閣下呈列本公司及其附屬公司(統稱「**椰豐集團**」或「**本集團**」)截至二零二一年十二月三十一日止財政年度(「**二零二一年財政年度**」)之年報。

行業概覽及業務展望

本集團主要從事製造及分銷椰類餐飲產品。於二零二一年，本集團繼續受到新型冠狀病毒(COVID-19)病(「**COVID-19**」)的影響。此外，近日烏克蘭戰爭對經濟復甦構成挑戰，並為全球帶來進一步的通脹壓力，而大多數企業仍在努力適應全球供應鏈持續中斷並管理因COVID-19疫情而增加的成本。儘管面臨這些挑戰，但隨著椰類餐飲產品愈來愈受健康意識強的消費者青睞，我們預期椰類餐飲產品的需求將持續增長。

集團業務方針

儘管經濟波動，本集團仍始終堅持根據消費者的喜好生產創新的椰類餐飲產品，並努力成為全球首選的椰類餐飲產品供應商。

本集團已採取長期增長策略，以建立可持續發展的業務及自身強大的品牌。於二零二一年財政年度，我們加緊努力及投資數碼品牌建設，提升本集團的品牌知名度。

為提高盈利，本集團將繼續評估我們的內部流程，尋求替代貨源以降低成本，並設法精簡業務營運，將重點放在我們所能控制的變量。

至於二零二二年，我們預計許多國家進入風土病階段，因此我們的出口銷售有望改善。



主席報告(續)

CHAIRMAN'S STATEMENT (Continued)

POTENTIAL EFFECTS OF COVID-19 ON OUR GROUP

While some countries are leading towards a transition from pandemic to endemic and lifted the restrictions, the Directors will continue to be vigilant and identify the potential challenges that may arise to minimise any disruptions to our business operations as events relating to the COVID-19 are still unfolding globally.

In compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Directors will make the necessary announcements if they become aware of any circumstances which may adversely affect the financial and operational performance of the Group.

FINANCIAL PERFORMANCE

The Group has achieved approximately RM92.7 million revenue for FY2021 representing an approximately 4.5% increase as compared to FY2020 of RM88.7 million which was mainly contributed by the increase in demand of coconut milk and other food products and gross profit margin was relatively stable for both FY2021 and FY2020 at 11.9% and 11.8% respectively.

Further explanation of our Group's financial performance of FY2021 is provided in the 'Management Discussion and Analysis' section of this annual report.

APPRECIATION

On behalf of my fellow Directors, I would like to express our gratitude to all our staff in S&P Group for their dedication and continuous commitment and support in achieving an increase of the Group's revenue in 2021 despite of the unpredictable circumstances due to COVID-19. My gratitude also goes to all our valued customers, business associates and government bodies for their confidence and continued cooperation in furthering our business growth.

To our shareholders, we thank you for your confidence in S&P International. We shall commit ourselves to creating sustainable shareholder value and solid financial performance in the years ahead. Last but not least, my heartfelt appreciation also goes to my fellow Directors for their guidance, advice and insight in steering the Group forward.

Mr. Tang Koon Fook
Chairman and Executive Director

Hong Kong, 30 March 2022

COVID-19對本集團的潛在影響

儘管一些國家正由大流行過渡至風土病及取消限制，但由於全球COVID-19風波未平，董事將繼續保持警惕及確定可能出現的潛在挑戰，盡量減少對我們業務營運的干擾。

為遵守香港聯合交易所有限公司證券上市規則，董事將會在其知悉任何可能會對本集團的財務及營運業績造成不利影響的情況時刊發必要的公告。

財務表現

本集團於二零二一年財政年度錄得收益約92.7百萬馬來西亞令吉，較二零二零年財政年度的88.7百萬馬來西亞令吉增加約4.5%，主要由於椰奶及其他食品的需求增加，毛利率於二零二一年財政年度及二零二零年財政年度維持相對穩定，分別為11.9%及11.8%。

有關本集團於二零二零財政年度財務表現的進一步說明載於本年報「管理層討論及分析」一節。

致謝

本人謹代表董事仝仁，感謝椰豐集團全體員工在COVID-19疫情帶來的不可預測局勢之下專心致志，不懈努力，支持本集團於二零二一年實現收益增長。本人亦感謝各位寶貴客戶、業務聯繫人及政府部門的信任及持續合作，推動我們的業務增長。

就股東而言，感謝閣下對椰豐集團寄予的信心。未來我們將努力締造可持續的股東價值及穩健的財務表現。最後，本人亦衷心感謝董事仝仁為推動本集團發展所提供的指引、意見及見解。

Tang Koon Fook先生
主席兼執行董事

香港，二零二二年三月三十日

董事及高級管理層簡介

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

CHAIRMAN AND EXECUTIVE DIRECTOR

Mr. Tang Koon Fook (“Mr. Tang”), aged 59, was appointed as our Director on 10 November 2016 and became our Chairman and Executive Director on 22 March 2017. He is also the Chairman of the Nomination Committee as well as a member of the Remuneration Committee, and a director of various subsidiaries of our Company. He is primarily responsible for the overall management, strategic planning and the day-to-day business operations and financial management of our Group since its establishment.

Mr. Tang has more than 20 years of experience in the food industry. Mr. Tang joined Carrier (Malaysia) Sdn. Bhd., an air-conditioning company, as a credit assistant in January 1986 and last served as a credit officer in January 1990, where he was responsible for credit control. From November 1991 to January 1995, he was the accountant and credit controller of Jasa Kita Trading Sdn. Berhad (a subsidiary of Jasa Kita Berhad), an investment holding company and was listed on the stock exchange of Kuala Lumpur (stock code: 8648), where he was responsible for credit control and account management. From June 1995 to December 1997, Mr. Tang was the chief executive officer of Angkatan Hebat Sdn. Bhd., a fleet management service provider in Malaysia, where he was responsible for the overall management. From January 1998 to December 2007, Mr. Tang worked in S&P Food Industries (M) Sdn. Bhd. (“**S&P Food Industries**”), the business predecessor of our Group, as the general manager and managing director, where he was in charge of the food manufacturing operations.

Mr. Tang received a master’s degree of business administration (banking and finance) from the University of Hull, England in July 1991. He is the sole director of TYJ Holdings Limited, a substantial shareholder of the Company.

主席兼執行董事

Tang Koon Fook 先生 (「Tang 先生」)，59 歲，於二零一六年十一月十日獲委任為董事及於二零一七年三月二十二日成為主席兼執行董事。彼亦為提名委員會主席及薪酬委員會委員，以及本公司多家附屬公司董事。自本集團成立以來，彼主要負責本集團整體管理、策略規劃，以及日常業務營運及財務管理。

Tang 先生於食品行業積累逾20年經驗。Tang 先生於一九八六年一月加入空調公司Carrier (Malaysia) Sdn. Bhd.，任信貸助理，一九九零年一月任信貸主任，負責信貸控制。從一九九一年十一月至一九九五年一月，彼為Jasa Kita Trading Sdn. Berhad (Jasa Kita Berhad的附屬公司)的會計師兼信貸監督，負責信貸控制及賬戶管理，該公司是一家投資控股公司，在吉隆坡證交所上市(股份代號: 8648)。從一九九五年六月至一九九七年十二月，Tang 先生為馬來西亞車隊管理服務供應商Angkatan Hebat Sdn. Bhd.的行政總裁，負責整體管理。從一九九八年一月至二零零七年十二月，Tang 先生任職於本集團業務前身S&P Food Industries (M) Sdn. Bhd. (「**S&P Food Industries**」)，擔任總經理及董事總經理，負責食品製造的營運。

Tang 先生於一九九一年七月在英國赫爾大學取得工商管理(銀行及金融)碩士學位。彼為本公司主要股東TYJ Holding Limited的唯一董事。



董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

MANAGING DIRECTOR AND EXECUTIVE DIRECTOR

Mr. Lee Sieng Poon (“Mr. Lee”), aged 62, was appointed as our Director on 10 November 2016 and became our Managing Director and Executive Director on 22 March 2017. He is also the Chairman of the Sanctions Oversight Committee and a director of various subsidiaries of our Company. He is primarily responsible for the overall management, sales and marketing, research and development, day-to-day management of the sales and marketing and maintenance of customer relationship of our Group since its establishment.

Mr. Lee has over 35 years of experience in the food industry. From September 1984 to October 1987, Mr. Lee was the financial executive of S&P Food Industries, where he was responsible for preparation of the management accounts, planning, sourcing and liaison with the suppliers. From October 1992 to January 2008, he was the executive director of S&P Food Industries, where he was responsible for the sales and marketing and factory operations.

Mr. Lee studied in Sandford Park High School, Ireland until 1978. He is the sole director of Trinity Holdings Limited, a substantial shareholder of the Company.

董事總經理兼執行董事

Lee Sieng Poon先生(「Lee先生」)，62歲，於二零一六年十一月十日獲委任為董事及於二零一七年三月二十二日成為董事總經理兼執行董事。彼亦為制裁監督委員會主席及本公司多家附屬公司董事。自本集團成立以來，彼主要負責本集團整體管理、銷售及市場推廣、研發、日常營銷管理及維繫與客戶的關係。

Lee先生於食品行業積累逾35年經驗。從一九八四年九月至一九八七年十月，Lee先生為S&P Food Industries的財務主管，負責編製管理賬目、規劃、採購及與供應商接洽。從一九九二年十月至二零零八年一月，彼為S&P Food Industries的執行董事，負責銷售與市場推廣以及工廠營運。

Lee先生在愛爾蘭 Sandford Park High School學習至一九七八年。彼為本公司主要股東Trinity Holding Limited的唯一董事。

董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

EXECUTIVE DIRECTORS

Mr. Yap Boon Teong (“Mr. Yap”), aged 55, was appointed as our Executive Director on 22 March 2017. Mr. Yap is a director of S&P Industries Sdn. Bhd. (“**S&P Industries**”), a key operating subsidiary of the Company, and also its general manager of the plant and technical division. He is primarily responsible for the implementation of new projects and provides technical support to factory operations of our Group.

Mr. Yap has over 30 years of experience in the food industry since 1991. From January 1996 to March 1998, Mr. Yap last served as the production manager of Dan Kaffe (Malaysia) Sdn. Bhd., a coffee manufacturer, where he was responsible for overall production. From April 1998 to August 1998, Mr. Yap worked as the factory manager of S&P Food Industries, where he was responsible for overseeing the production and packing department, quality assurance department, purchasing and warehouse department and maintenance department.

Mr. Yap received a bachelor of technology (with honours) in the field of food technology from the Universiti Sains Malaysia in August 1991.

Ms. Wong Yuen Lee (“Ms. Wong”), aged 47, was appointed as our Executive Director on 22 March 2017. Ms. Wong is also a member of the Sanctions Oversight Committee. Ms. Wong is a director of S&P Industries, a key operating subsidiary of the Company. She joined S&P Industries on 1 January 2008 as an executive secretary and was promoted as the human resources manager in January 2011. She has been the general operations manager of S&P Industries since March 2015. She is responsible for human resources and information technology matters and supervising the compliance department.

Ms. Wong has over 17 years of experience in the food industry. Prior to joining our Group, Ms. Wong worked as the retail operations executive of Zitron Enterprise (M) Sdn. Bhd., a mobile phone distributor, from November 1999 to July 2004, where she was responsible for retail operations and customer service. From December 2004 to December 2007, Ms. Wong was an executive secretary of S&P Food Industries, responsible for secretarial and administrative work.

Ms. Wong received a bachelor of arts degree from the Universiti Putra Malaysia in July 1998.

執行董事

Yap Boon Teong先生(「Yap先生」)，55歲，於二零一七年三月二十二日獲委任為執行董事。Yap先生為S&P Industries Sdn. Bhd. (「**S&P Industries**」，本公司的一間主要營運附屬公司)的董事，亦為廠房及技術部總經理。彼主要負責實行新項目，並為本集團工廠營運提供技術支援。

Yap先生自一九九一年起於食品行業積累逾30年經驗。於一九九六年一月至一九九八年三月，Yap先生最後擔任咖啡製造商Dan Kaffe (Malaysia) Sdn. Bhd.的生產經理，其中彼負責整體生產。從一九九八年四月至一九九八年八月，Yap先生任職S&P Food Industries的工廠經理，負責督導生產及包裝部門、品質保證部門、採購及貨倉部門，以及維修部門。

Yap先生於一九九一年八月在馬來西亞理科大學(Universiti Sains Malaysia)取得技術學士榮譽學位(食品技術方向)。

Wong Yuen Lee女士(「Wong女士」)，47歲，於二零一七年三月二十二日獲委任為執行董事。Wong女士亦為制裁監督委員會委員。Wong女士為本公司一間主要營運附屬公司S&P Industries的董事。彼於二零零八年一月一日加盟S&P Industries為行政秘書，並於二零一一年一月晉升為人力資源經理。彼自二零一五年三月為S&P Industries的總營運經理。彼負責人力資源及資訊科技事務，以及監督合規部門。

Wong女士於食品行業積累逾17年經驗。加盟本集團以前，Wong女士從一九九九年十一月至二零零四年七月任職於手機經銷商Zitron Enterprise (M) Sdn. Bhd.的營運人員，負責零售交易營運及客戶服務。從二零零四年十二月至二零零七年十二月，Wong女士為S&P Food Industries的行政秘書，負責秘書及行政工作。

Wong女士於一九九八年七月在馬來西亞博特拉大學(Universiti Putra Malaysia)取得文學士學位。



董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lee King Fui ("KF Lee"), aged 43, obtained a Master's Degree in Accountancy from The Hong Kong Polytechnic University in October 2012. He was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants in January 2012 and became a fellow member in September 2020. Mr. Lee was admitted as a member of the Association of Chartered Certified Accountants in September 2003 and became a fellow member in September 2008. Mr. Lee was also admitted as a chartered accountant of the Malaysian Institute of Accountants in March 2004.

Since July 2019, Mr. Lee is an independent non-executive director of China Creative Digital Entertainment Limited (Stock code 8078) and Easy Repay Finance & Investment Limited (Stock code 8079) which are listed on the GEM of The Stock Exchange of Hong Kong Limited ("**GEM**"). For the period from August 2018 to December 2020, he served as an independent non-executive director of Hang Tai Yue Group Holdings Limited (Stock code 8081), a company listed on the GEM.

Mr. Lee is the founder and managing director of Visionwide Consultancy Limited, a Hong Kong based company which provides management, accounting and advisory services. He has more than 20 years of experience in accounting, audit and corporate finance and advisory services in Malaysia, Hong Kong and Mainland China.

Mr. Lee worked at Tiantian Media Hong Kong Limited from March 2017 to December 2017, and his last position was chief financial officer and Enersoon Technology Limited from January 2016 to December 2016, and his last position was vice president of investment and finance. Mr. Lee had been the chief financial officer of different companies in Hong Kong and China namely, Legend Oilfield Services Limited, Aujet Industry Limited, and Wellable Marine Biotech Holding Limited for the period from August 2011 to April 2015. Prior to the abovementioned positions, Mr. Lee worked in KPMG Hong Kong from October 2006 to March 2011 and his last position was senior manager.

獨立非執行董事

李勤輝先生(「李勤輝先生」)，43歲，於二零一二年十月取得香港理工大學會計碩士學位。彼於二零一二年一月獲認可為香港會計師公會會員，並於二零二零年九月成為資深會員。李先生於二零零三年九月獲認可為英國特許公認會計師公會會員並於二零零八年九月成為資深會員。於二零零四年三月，李先生亦成為馬來西亞會計師協會特許會計師。

自二零一九年七月起，李先生擔任中國創意數碼娛樂有限公司(股份代號：8078)及易還財務投資有限公司(股份代號：8079)之獨立非執行董事，兩間公司均於香港聯合交易所有限公司GEM(「**GEM**」)上市。於二零一八年八月至二零二零年十二月期間，彼曾擔任恒泰裕集團控股有限公司(股份代號：8081)之獨立非執行董事，該公司於GEM上市。

李先生為信宏諮詢服務有限公司之創辦人及董事總經理，該公司植根於香港，提供管理、會計及諮詢服務。彼於馬來西亞、香港及中國內地之會計、審計、公司財務及諮詢服務方面擁有超過20年經驗。

李先生自二零一七年三月至二零一七年十二月任職於天天傳媒香港有限公司，離職前之職位為首席財務官，自二零一六年一月至二零一六年十二月任職於愛能森科技有限公司，離職前之職位為投資及財務副總裁。自二零一一年八月至二零一五年四月期間，李先生於香港及中國的多間公司(即利盛油田服務有限公司、澳捷實業有限公司及華寶海洋生物醫藥有限公司)擔任首席財務官。於擔任上述職位前，李先生自二零零六年十月至二零一一年三月任職於畢馬威會計師事務所香港分部，彼離職前之職位為高級經理。

董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

Mr. Lim Sey Hock (“Mr. Lim”), aged 51, was appointed as our INED on 1 August 2020. Mr. Lim is also the Chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He is responsible for providing independent advice to our Board.

Mr. Lim has extensive experience in accounting, auditing, taxation and financing and information technology (“IT”). From February 1995 to December 2001, he successively served as a junior auditor, senior auditor and audit manager in various audit firms, where he was mainly responsible for audit planning, field audit, taxation and internal controls. From January 2002 to October 2006, Mr. Lim was a Finance Manager and the Head of Finance of Simpee Huat Frozen Food Sdn Bhd, a frozen food distribution company in Malaysia, where he was responsible for strategic planning, financing, accounting system implementation and internal controls.

From November 2006 to October 2008, Mr. Lim was the Finance Manager and the Head of IT of S&P Food Industries Sdn Bhd, a key subsidiary of the Company, where he was responsible for the implementation of the enterprise resources planning (ERP) system, financial reporting and cost control. From October 2008 to September 2019, Mr. Lim was the Chief Financial Officer and a director of Geodis Malaysia Sdn Bhd, a freight forwarding company owned by Geodis Group in France where he was responsible for the overall financial operation, taxation, business excellence, IT and compliance matters. Since September 2019, Mr. Lim is the Finance Transformation Team Lead — APAC of the Geodis Group, a transportation, logistics and supply chain management company where he is responsible for the APAC region of a global finance transformation project.

Mr. Lim was admitted as a fellow member of the Association of Chartered Certified Accountants in the United Kingdom in 2007. He has been a member of the Malaysian Institute of Accountants since 2002 and an ASEAN Chartered Professional Accountant since 2018.

Lim Sey Hock先生(「Lim先生」)，51歲，於二零二零年八月一日獲委任為獨立非執行董事。Lim先生亦為薪酬委員會主席及審計委員會及提名委員會各自之委員。彼負責向董事會提供獨立建議。

Lim先生於會計、審計、稅收、融資及信息技術(「IT」)方面擁有豐富的經驗。自一九九五年二月至二零零一年十二月，彼先後於多家審計事務所擔任初級審計師、高級審計師及審計經理，主要負責審計規劃、現場審計、稅務及內部控制。自二零零二年一月至二零零六年十月，Lim先生曾擔任馬來西亞冷凍食品分銷公司Simpee Huat Frozen Food Sdn Bhd的財務經理兼財務主管，負責戰略規劃、財務、會計系統實施及內部控制。

自二零零六年十一月至二零零八年十月，Lim先生擔任本公司主要附屬公司S&P Food Industries Sdn Bhd的財務經理及IT主管，負責實施企業資源規劃(ERP)系統、財務報告及成本控制。自二零零八年十月至二零一九年九月，Lim先生擔任Geodis Malaysia Sdn Bhd(Geodis Group擁有的法國的一家貨運代理公司)的首席財務官兼董事，負責整體財務運營、稅收、卓越營商、IT及合規性問題。自二零一九年九月以來，Lim先生擔任Geodis Group(一家運輸、物流及供應鏈管理公司)亞太區的金融轉型團隊負責人，負責全球金融轉型項目亞太區。

Lim先生於二零零七年獲接納為英國特許公認會計師公會的資深會員。彼自二零零二年起一直擔任馬來西亞會計師公會會員，及自二零一八年起擔任東盟特許專業會計師。



董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

Mr. Ng Hock Boon (“Mr. Ng”), aged 60, was appointed as our INED on 8 June 2017. Mr. Ng is also a Member of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is responsible for providing independent advice to our Board.

Mr. Ng has over 20 years of experience in company secretarial services. From October 1993 to August 1996, he worked as assistant manager of corporate planning of Arab-Malaysian Merchant Bank Berhad. From May 1998 to June 1999, Mr. Ng was the assistant general manager of Tru-Mix Concrete Sdn. Bhd. From May 2001 to May 2005, Mr. Ng was the corporate affairs and company secretary of Shanghai Chong Kee Construction Sdn. Bhd. From April 2005 to July 2011, he was the personal assistant to the managing director of Shanghai Chong Kee Furniture and Construction Private Limited.

Mr. Ng completed The Institute of Chartered Secretaries and Administrators in February 1985 and was re-elected as an Associate of The Malaysian Institute of Chartered Secretaries and Administrators in January 2017. He received a diploma in commerce (business management) from Tunku Abdul Rahman College in Malaysia in June 1985 and a Master of Business Administration from The Cranfield Institute of Technology, England in June 1993.

CHIEF FINANCIAL OFFICER

Ms. Celine Liew Tong Fung (“Ms. Liew”), aged 57, has been our Chief Financial Officer since 21 August 2020 and is primarily responsible for accounting, financial management, taxation and corporate matters of the Group. Ms. Liew has more than 20 years of experience in accounting, financial management, governance and compliance, taxation and contractual matters. She began her career as a tax assistant in a Big-4 tax firm in Malaysia in 1989. She has held senior financial and project management roles within construction, consultancy, healthcare, manufacturing and shipping industries.

Ms. Liew earned a bachelor's degree in accountancy (with honours) from the University of Malaya in September 1989 and LLB from the University of London in August 2011. She is a member of Malaysia Institute of Accountants.

Ng Hock Boon 先生 (「Ng 先生」)，60歲，於二零一七年六月八日獲委任為獨立非執行董事。Ng 先生亦為審計委員會、薪酬委員會及提名委員會之委員。彼負責向董事會提供獨立建議。

Ng 先生於公司秘書服務積逾20年經驗。從一九九三年十月至一九九六年八月，彼任職Arab-Malaysian Merchant Bank Berhad的企業規劃助理經理。從一九九八年五月至一九九九年六月，Ng 先生為混凝土製造商Tru-Mix Concrete Sdn. Bhd.的助理總經理。從二零零一年五月至二零零五年五月，Ng 先生為Shanghai Chong Kee Construction Sdn. Bhd.的企業事務及公司秘書。從二零零五年四月至二零一一年七月，彼為Shanghai Chong Kee Furniture and Construction Private Limited的董事總經理私人助理。

Ng 先生於一九八五年二月完成英國特許秘書及行政人員公會的课程，並於二零一七年一月獲重選為馬來西亞特許公司秘書及行政主管協會的會士。彼於一九八五年六月在馬來西亞的Tunku Abdul Rahman College 取得商業(業務管理)文憑，及於一九九三年六月在英國The Cranfield Institute of Technology的工商管理碩士學位。

首席財務官

Celine Liew Tong Fung 女士 (「Liew 女士」)，57歲，自二零二零年八月二十一起出任我們的首席財務官，主要負責本集團的會計、財務管理、稅務及企業事宜。Liew 女士於會計、財務管理、管治與合規、稅務及合約事宜擁有逾20年經驗。彼於一九八九年開始在馬來西亞的一家四大稅務公司擔任稅務助理。彼曾於建築、諮詢、醫療保健、製造及航運行業擔任高級財務及項目管理職務。

Liew 女士於一九八九年九月取得馬來亞大學會計學(榮譽)學士學位，並於二零一一年八月取得倫敦大學法學學士學位。彼為馬來西亞會計師協會的成員。

董事及高級管理層簡介(續)

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT (Continued)

DIRECTOR OF SALES AND MARKETING

Ms. Soh Soo Fei (“Ms. Soh”), aged 57 has been our Director of Sales and Marketing since 3rd May 2021 and is responsible for strategic sales planning and marketing strategy of the company branded products in the domestic and international markets and logistics of the Group.

Ms. Soh has more than 30 years of sales related experience within the IT industry. Ms. Soh joined Computer System Advisors Sdn Bhd in July 1989 as a Technical Support Executive and last served as Senior Manager handling Sales Team for Sun Microsystem Products in Jan 2003. From Feb 2003 to Oct 2016, she joined IBM Sdn Bhd as Country Channels Manager for the Software Division, during the tenure in IBM, she held various management positions within IBM, her last served role in IBM was the IBM ASEAN VAD Executive managing over 20 distributors across ASEAN countries. From Oct 2016 to Dec 2020, she joined Tec D Sdn Bhd (Formerly known as Tech Data Sdn Bhd) (“**Tec D**”) as the Product Director. Her last served position in Tec D was Country Sales Director, she was also a company director during her tenure in Tec D.

Ms. Soh holds a Bachelor Degree of Science in Computer Science and Physics from Campbell University, North Carolina, US in 1989 and Diploma in Computer Science and Physics from Tunku Abdul Rahman College in 1989.

銷售及市場推廣總監

Soh Soo Fei女士 (「**Soh女士**」)，57歲，自二零二一年五月三日起出任我們的銷售及市場推廣總監，負責本公司品牌產品在國內外市場的策略銷售規劃及市場推廣策略以及本集團的物流。

Soh女士在IT行業擁有超過30年的銷售相關經驗。Soh女士於一九八九年七月加入Computer System Advisors Sdn Bhd，擔任技術支援主管，並於二零零三年一月擔任昇陽電腦產品銷售團隊的高級經理。從二零零三年三月至二零一六年十月，彼加入IBM Sdn Bhd，擔任軟件部門的國家渠道經理，在IBM任職期間，彼在IBM擔任多個管理職位，她在IBM最後擔任IBM ASEAN VAD主管，管理超過20個遍佈東盟國家的分銷商。從二零一六年十月至二零二零年十二月，彼加入Tec D Sdn Bhd (「**Tec D**」) (前稱Tech Data Sdn Bhd)擔任產品總監。彼在Tec D Sdn Bhd最後擔任國家銷售總監，彼在Tec D Sdn Bhd任職期間亦擔任公司董事。

Soh女士於一九八九年取得美國北卡羅來納州坎貝爾大學的計算機科學及物理學學士學位，於一九八九年取得拉曼大學學院計算機科學及物理學文憑。



環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

ABOUT THIS REPORT

This is the Environmental, Social and Governance (“**ESG**”) Report (the “**Report**”) of S&P International Holding Limited (“**S&P**” or the “**Company**”) and its subsidiaries (collectively known as the “**Group**” or “**We**”). This report addresses a range of material impacts on the Group, outlining our sustainability approaches and disclosing our ESG performances during the period from 1 January 2021 to 31 December 2021 (the “**Reporting Period**”).

Unless otherwise stated, the scope of the Report remains the same as last year, this Report mainly focuses on our core businesses in the manufacturing and distribution of coconut cream powder, low fat desiccated coconut, coconut milk and other related products in Malaysia, i.e. the headquarters (the “**HQ**”) and our plant in Perak, Malaysia (the “**Perak Plant**”), which account for the majority of our total revenue during the Reporting Period.

In preparation of this Report, we have adhered to the Environmental, Social and Governance Reporting Guide (“**ESG Guide**”) set out in Appendix 27 issued by the Hong Kong Exchanges and Clearing Limited (“**HKEx**”) to disclose our sustainability issues in material aspects during the Reporting Period. It is recommended to read this Report in conjunction with the “Corporate Governance Report” included in this Annual Report, regarding the Corporate Governance measures.

We treasure every valuable opinion of our stakeholders. If you have any opinions about this report and our sustainability performances, please do not hesitate to send your feedback to us at info@spfood.com.

關於本報告

此乃椰豐集團有限公司(「**椰豐**」或「**本公司**」)及其附屬公司(統稱「**本集團**」或「**我們**」)的環境、社會及管治(「**環境、社會及管治**」)報告(「**報告**」)。本報告闡述一系列對本集團的重大影響，概述我們的可持續發展方針及披露我們於二零二一年一月一日至二零二一年十二月三十一日期間(「**報告期間**」)的環境、社會及管治表現。

除另有說明外，本報告與去年報告範圍相同，本報告主要專注於在位於馬來西亞(即總部(「**總部**」)及位於馬來西亞霹靂的工廠(「**霹靂工廠**」))製造及分銷椰漿粉、低脂椰蓉、椰奶及其他相關產品的核心業務，該等業務佔我們於報告期間總收益的大部份比例。

於編製本報告時，我們已遵守香港交易及結算所有限公司(「**聯交所**」)發出的附錄二十七所載的《環境、社會及管治報告指引》(「**環境、社會及管治指引**」)，對報告期間各重大方面的可持續發展事宜作出披露。有關企業管治措施，建議本報告與本年報所載的「企業管治報告」一併閱讀。

我們非常重視持份者提出的每一個寶貴意見。如您對本報告及我們的可持續發展表現有任何意見，請隨時將您的反饋發送至 info@spfood.com。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

REPORTING PRINCIPLES

When preparing the Report, we adhered to the following reporting principles: materiality, quantitative, balance and consistency. Please refer to the table below for details:

報告原則

在編製本報告的過程中，我們秉持以下報告原則：重要性、量化、平衡及一致性。詳情請參閱下表：

Reporting Principle 報告原則	Responses from the Group 本集團的回應
Materiality 重要性	S&P reviews and determines the reporting scope based on the materiality of its principal activities and discloses issues of material impact in the Report. At the same time, we identify current material sustainability issues through stakeholder engagement. Factors like corporate operating strategies and stakeholders' concerns, are considered in this process. 椰豐根據主營業務的重要性審視並釐定報告範圍，並於本報告中披露涉及重大影響的議題。同時，我們透過持份者參與來辨識當前的重大可持續發展議題。在此過程中會考慮各種因素，例如企業營運策略和持份者的關注。
Quantitative 量化	S&P discloses environmental and social key performance indicators (the "KPIs") in a quantitative manner, where practicable and applicable. Historical data is also disclosed for comparison purposes. 椰豐會在可行且適用的情況下，以量化方式披露環境和社會關鍵績效指標（「關鍵績效指標」）。同時亦會披露過往的數據，以便作出比較。
Balance 平衡	S&P discloses our ESG achievements and challenges in a fair and transparent manner, to all stakeholders in the Report. 椰豐會公平地披露我們的環境、社會及管治成就及所面對的挑戰，透明地展現予本報告的持份者。
Consistency 一致性	S&P discloses the KPIs for the year and before across different scopes in this Report. We prepare and use these data in a consistent manner so that these data are comparable. 椰豐於本報告中披露不同範疇於年內及過去的關鍵績效指標，我們在準備和採用該等數據時採用一致的方式，使該等數據可作比較。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

ABOUT S&P

Being one of the global major brands among the coconut cream powder industry, we are committed to producing the highest quality products. We are passionate to deliver quality coconut food products with their natural flavour and nutritional attributes being presented in a convenient form to the world whilst being committed to achieve superior results and share the success with all parties involved.

Core Values:



Dedicated to Quality:

- World-class technology for the freshest taste
- Systematic manufacturing processes
- Technological investments
- Uncompromising quality control

In order to fulfil the diverse needs and requirements of our customers in different market sectors, we offer our customers with a variety of products under our different brands, namely “Santan”, “Cosip”, “Kerra” and “Rasa Enak”. Through continuous innovation and refinement, it assists us to maintain steady and excellent product quality.

關於椰豐

作為椰漿粉行業的全球主要品牌之一，我們致力於生產最優質的產品。我們一方面銳意向全球提供天然營養、方便易食的優質椰類食品，一方面致力取得優異成績，與所有參與方共享碩果。

核心價值：

品質至上：

- 一流的保鮮技術
- 系統化的生產流程
- 技術投資
- 嚴格的質量控制

為滿足不同市場領域客戶的多樣化需求及要求，我們為客戶提供不同品牌(即「Santan」、「Cosip」、「Kerra」及「Rasa Enak」)的多種產品。不斷的創新及改進，令我們保持穩定及卓越的產品質量。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

During the Reporting Period, we are engaged in manufacturing and distribution of food products, such as coconut cream powder, low fat desiccated coconut, non-dairy creamer, coconut milk, coconut water, rice dumplings (ketupat) and toasted coconut paste (kerisik). Our footprints cover more than 40 countries, to provide our products to OEM customers, distributors, industrial customers, trading companies and wholesaler customers all over the world.

於報告期間，我們從事食品生產及分銷，如椰漿粉、低脂椰蓉、奶精、椰奶、椰汁、馬來粽(ketupat)及烤椰蓉(kerisik)。我們的業務遍佈40多個國家，向全世界的OEM客戶、分銷商、工業客戶、貿易公司及批發商客戶提供產品。



During the manufacturing process of coconut powder, we extracted natural coconut milk from selected fresh coconuts by spray drying. This way not only secures the natural taste of coconut cream in an instant and convenient form, but also provides a versatile and easy-to-store product for our customers. Therefore, our coconut cream powder become our best-selling products, and is widely used as a cooking ingredient in South-east Asian and Middle Eastern cuisine.

在椰粉的生產過程中，我們通過噴霧乾燥從精選新鮮椰子提取天然椰奶。這種方式不僅可以即時、方便的方式保留椰子奶油的天然味道，亦為客戶提供多用途、易於存儲的產品。因此，椰漿粉成為我們最暢銷的產品，廣泛用於東南亞及中東烹飪的烹飪配料。

We also maintained high quality of production for coconut milk process. Coconut milk are first filtrated to remove all shredded coconut pulp. They are then preserved by the ultra-high-temperature process whereby the milk is rapidly heated to a very high temperature and cooled down. This technology can kill off harmful bacteria while retaining the maximum nutrients and natural flavor of coconut milk. The processed coconut milk is then stored at the aseptic tank before packaging to ensure that our product is hygienic and fresh with long shelf life.

我們亦維持高質量的椰奶生產工藝。首先將椰奶過濾以除去所有碎椰漿。然後經過超高溫工藝保存，將椰奶快速加熱至極高溫度並冷卻。該項技術可殺死有害細菌，同時保留椰奶的最大營養及天然風味。其後，經過加工的椰奶在包裝前存儲在無菌罐中，以確保我們的產品既衛生又新鮮，且保質期長。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

SUSTAINABILITY APPROACH

Sustainability is an integral part of our growth and development, meanwhile, it is deeply embedded in our daily operation. During the Reporting Period, our unwavering commitment to investment in people together with the coordinated strategy of brand building has helped maintained our market leader position in the food and beverage industry and paved the way towards achieving the long-term success of the Group. We are committed to creating value and enriching our effort on the environment and society in which we operate through the following 5 sustainability values.

可持續發展方針

可持續發展是我們增長與發展不可或缺的部份，已融入日常營運中。於報告期間，我們堅定地投資於人才，加上品牌建設的協調策略，讓我們能在餐飲業保持領導地位，並為本集團長遠成功奠定基礎。我們透過以下五大可持續發展價值，致力創造價值並對我們業務所在的環境及社會投入更多精力。



SUSTAINABILITY VALUES
可持續發展價值

Environmental Protection
保護環境

People Orientation
以人為本

Quality Control
質量控制

Supply Chain Management
供應鏈管理

Community Investment
社區投資

Our sustainable growth and success lie in our commitment and perseverance in constantly providing quality food and service to our customers. We pursue to understand and satisfy our customers' needs through our daily operation.

我們努力不懈為顧客提供優質食品及服務，成為業務不斷取得增長與成功的關鍵。我們日常運營的任務就是了解及滿足客戶的需要。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

SUSTAINABILITY GOVERNANCE

We are committed to continually improving our sustainability governance practice.

The Board of Directors is responsible for the oversight of the Group's risk management activities related to the sustainable development of the Group. Through its Audit Committee, which is further supported by compliance department and internal audit function, it supervises the risk management of the entire Group, including the ESG-related risks.

All material risks, which is inclusion of ESG-related risks, are addressed by Board of Directors. Identified risks are prioritized and further mitigation actions will be taken to those issues with higher risks. Compliance Department are then responsible for monitoring the implementation of mitigation measures. Through adjusting and defining risks, the Board of Directors is able to formulate a clear vision and key strategies and to monitor management to ensure that the proper ESG reporting measures and systems are in place.

Thus, the Environmental Regulatory Compliance Monitoring Committee (the “**ERCMC**”), which is chaired by the executive director, is set up and responsible for provide further assistance on establishing environmental-related policy and monitoring work. It is supported by Environmental Performance Monitoring Committee (the “**EPMC**”). EPMC reports to ERCMC on a regular basis and enforce Group sustainability policy and activities.

Monthly meeting was held to plan and monitor the ESG KPIs. ESG performance will be submitted to the Board and changes will be made based on the review result to improve the ESG KPIs and its impact on business activity.

STAKEHOLDER ENGAGEMENT

We believe that understanding the views of our stakeholders lays a solid foundation to the long-term growth and success of the Group. We develop multiple channels to a broad spectrum of stakeholders in order to provide them with the opportunity to express their views on our sustainability performance and future strategies.

To reinforce mutual trust and respect, we are committed to maintaining enduring communication channels, both formally and informally, with stakeholders to better shape our business strategies in order to respond to their needs and expectations, anticipate risks and strengthen key relationships.

可持續發展管治

我們致力於持續提升可持續發展管治常規。

董事會負責監督本集團的可持續發展相關風險管理活動。董事會透過其審計委員會，連同合規部門及內部審核職能的進一步支持，監督整個集團的風險管理，包括環境、社會及管治相關風險。

董事會負責處理包括環境、社會及管治相關風險在內的所有重大風險。已識別的風險將被優先處理，我們並會對風險較高的事項採取進一步減低風險措施。合規部門其後負責監控減低風險措施的執行情況。透過調整及界定風險，董事會能夠定出清晰願景及關鍵策略，監督管理層確保備有妥善之環境、社會及管治報告措施及系統。

因此，本公司已成立由執行董事擔任主席的環境監管合規監督委員會（「**環境監管合規監督委員會**」），負責就建立環境相關政策及監督有關工作提供進一步協助。其由環境績效監督委員會提供協助。環境績效監督委員會（「**環境績效監督委員會**」）定期向環境監管合規監督委員會報告，並執行本集團的可持續發展政策及活動。

本公司每月舉行會議，規劃及監控環境、社會及管治關鍵績效指標。環境、社會及管治表現將提交董事會，根據審閱結果，將予以改動，以改善環境、社會及管治關鍵績效指標及其對業務活動的影響。

持份者參與

我們相信，了解持份者的意見為本集團達致長遠增長及成功奠定堅實基礎。我們為不同領域的持份者提供多種渠道來讓彼等有機會就我們的可持續發展表現及未來策略發表意見。

為加強互信及尊重，我們致力與持份者保持持續的正式及非正式溝通渠道，以更好地制定業務策略，以滿足其需要及期望、預計風險及鞏固重要關係。



環境、社會及管治報告(續)

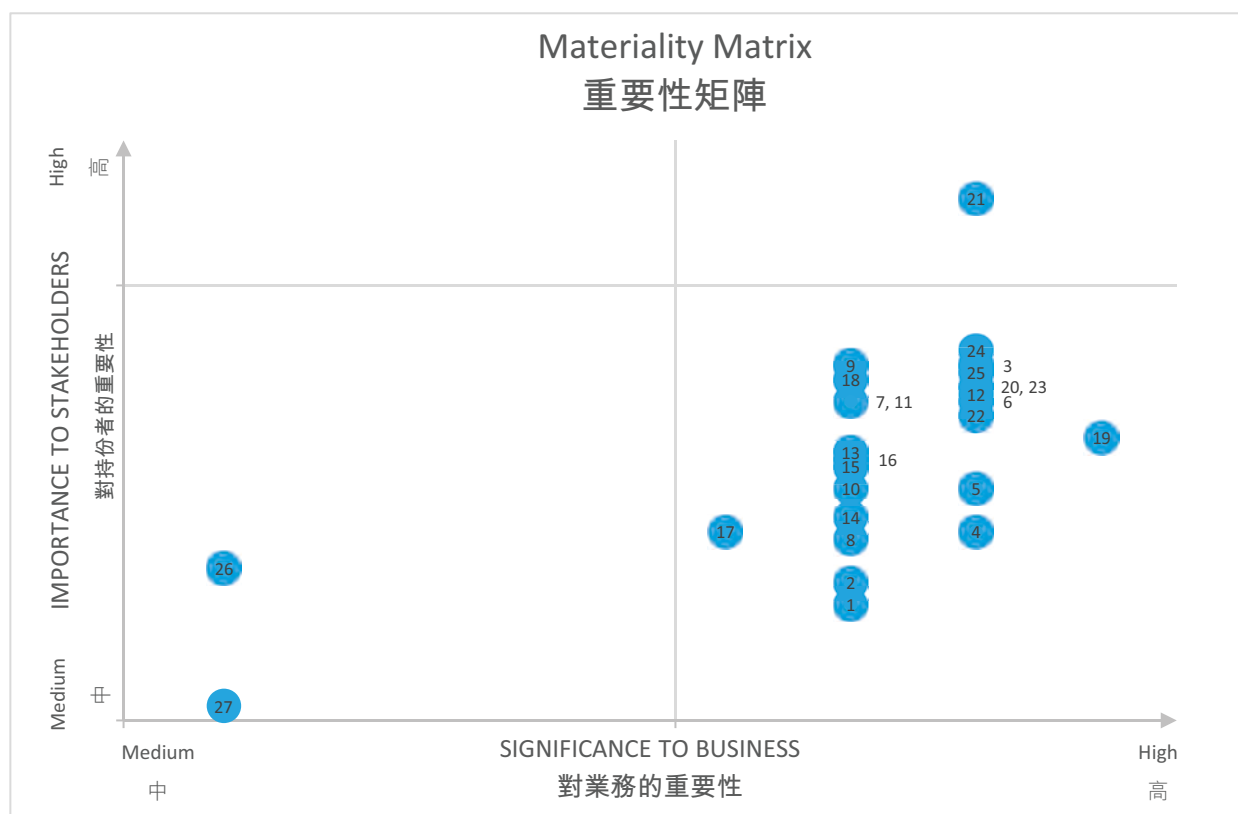
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Employees, customers, business partners, shareholders, suppliers, government and the community are our key stakeholders. To solicit feedback from our key stakeholder groups, we conducted an online and paper survey during the Reporting Period. In accordance with the survey, we have defined the priority aspects with the largest impact on our business and stakeholder businesses through the materiality assessment.

We mapped the results of our materiality assessment onto a matrix to reflect the relative importance and impact of the issues to our stakeholders and our business. We strive to review these issues continuously in order to improve our sustainability performance. The materiality matrix also serves as an underlying basis for the structure of the Report.

僱員、客戶、業務夥伴、股東、供應商、政府及社區是我們的主要持份者。為徵求主要持份者團體的反饋意見，我們於報告期間內進行了網上及實體問卷調查。根據調查結果，我們透過重要性評估，已識別出對我們的業務及持份者的業務最具影響力的首要重點。

我們將重要性評估的結果繪製成矩陣，以反映有關事項對我們的持份者及我們的業務的相對重要性及影響。我們致力於持續審閱該等事項，以提升我們的可持續發展表現。重要性矩陣亦構成報告結構的相關基礎。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

OUR KEY FOCUS AREAS

我們的主要專注範疇

Employee-related issues 僱員相關事項	Environmental Protection and Green Operation 環保及綠色營運	Operating Practices 營運慣例	Product and Service Responsibility 產品及服務責任	Community Contribution 社區貢獻
1. Diversification & Anti-Discriminatory 多元化及反歧視	9. Sewage Disposal 污水排放	18. Supplier Selection Process 供應商選擇程序	21. Product Quality 產品安全	26. Participation in Volunteer Activities 參加志願者活動
2. Employee Turnover Rate 僱員流失比率	10. Greenhouse Gas Emissions 溫室氣體排放	19. Anti-Fraud and Corruption 反欺詐及反貪污	22. Complaints Handling 投訴處理	27. Donations 慈善捐贈
3. Occupational Safety and Health 職業安全與健康	11. Air Emissions 廢氣排放	20. Business Continuity Plan 業務持續營運計劃	23. Intellectual Property 知識產權	
4. Training and Development 培訓及發展	12. Treatment of Hazardous and Non-Hazardous Wastes 有害及無害廢棄物的處理		24. Customer Privacy 客戶隱私	
5. Child and Forced Labour 童工及強制勞工	13. Energy and Water Conservation 節能節水		25. Research and Development 研究及開發	
6. Remuneration and Employee Relationship 薪酬及僱傭關係	14. Natural Resources (Includes Water and Energy) 天然資源 (包括水及能源)			
7. Employee Benefits/ Recreation 僱員福利／康樂	15. Supplier Environmental and Social Assessment and Management 供應商環境及社會評估及管理			
8. Training for Crisis Response and Contingency Operation 危機應對及應急行動培訓	16. Business Model Adaptation and Resilience to Environmental, Social, Political and Economic Risks and Opportunities 商業模型對環境、社會、政治和經濟風險和機遇的適應性和恢復力			
	17. Climate Change Risk Management 氣候變化風險管理			



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

PRODUCT QUALITY AND SAFETY

Quality Control

In S&P, we treat high food quality and safety as the backbone of the customer journey and a fundamental pre-requisite in achieving customer satisfaction. We are committed to make products which are authentic, safe to consume, of high quality and satisfy customer requirements. An in-house chemical and microbiological testing laboratory has been set up to conduct quality checking on the incoming material in accordance with different certification systems. These testing processes are critical in identifying any incoming materials that do not meet our quality standards. Our production system is fully automated and centrally monitored, which allows us to deliver high quality products to our customers consistently.

The Group has been accredited with certifications and standards related to quality management and food safety. They include Hazard Analysis and Critical Control Point (HACCP), FSSC 22000v5 food safety management, MS 1480:2019 Malaysian Food Safety Standard and ISO 9001:2015 Quality management. Moreover, our products have been certified HALAL and KOSHER, allowing us to sell our products to customers in different ethnic communities. These certifications provide our customers confident in our quality and standard upon consumption. Our liquid production plant has also been successfully registered with U.S. Food and Drug Administration pursuant to the Federal Food Drug and Cosmetic Act.

During the Reporting Period, we are not aware of any non-compliance with the applicable laws and regulations including but not limited to the Malaysia's Food Hygiene Regulations 2009, Food Act 1983 (act 281) and Food regulations 1985.

Apart from the above-mentioned certifications, the information relating to the material licences, permits and certificates required in conducting our business during the Reporting Period are as follow:

- Manufacturing license (Issued by Ministry of International Trade and Industry of Malaysia)
- Food premises license (Issued by Ministry of Health of Malaysia)

產品質量與安全

質量控制

椰豐視優良的食品質量與安全為客戶旅程的支柱，亦是達致顧客滿意度的先決條件。我們致力於生產可靠、安全及優質的產品以及滿足客戶需求。我們自設化學及微生物檢測實驗室，根據不同的認證體系對來料進行質量檢測。該等檢測程序對辨別來料能否滿足我們的質量標準至關重要。我們的生產系統已實現全程自動化及集中監控，使我們得以持續向客戶交付優質產品。

本集團已通過與質量管理及食品安全有關的認證及標準，包括危害分析及關鍵控制點(HACCP)、FSSC 22000v5食品安全管理、MS 1480:2019馬來西亞食品安全標準及ISO 9001:2015質量管理。此外，我們的產品已通過清真食品認證及KOSHER認證，使我們能夠將產品銷售給不同族群的客戶。該等認證使我們的客戶在食用時對我們的質量及標準充滿信心。我們的液體生產工廠亦已根據《聯邦食品藥物和化妝品法》於美國食品及藥物管理局成功註冊。

於報告期間，我們未發現任何違反適用法律及法規的情況，包括但不限於馬來西亞《二零零九年食品衛生規例》、《一九八三年食品法(第281號法案)》及《一九八五年食品規例》。

除上述認證外，以下是有關我們業務於報告期間營運所需的重要執照、許可證及證書的資料：

- 生產執照(由馬來西亞國際貿易及工業部頒發)
- 食品業場所執照(由馬來西亞衛生部頒發)

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

- Food establishment licence (Issued by Teluk Intan Municipal Council)
- Permit of scheduled controlled goods (Issued by Ministry of Domestic Trade, Co-operatives and Consumerism)
- Business licence (Issued by Petaling Jaya Municipal Council & Batu Pahat Municipal Council)
- Food establishment licence (Issued by Petaling Jaya Municipal Council)
- 食品機構執照(由Teluk Intan Municipal Council頒發)
- 計劃控制貨品許可證(由國內貿易、合作社與消費部頒發)
- 營業執照(由Petaling Jaya Municipal Council及Batu Pahat Municipal Council頒發)
- 食品機構執照(由Petaling Jaya Municipal Council頒發)

Pre-production phase (packaging and raw materials)

All incoming raw materials are gone through our quality assessment before use. Coconuts and white kernels are checked in respect of their weight, acidity level, physical appearance and odour. For other raw ingredients, they are checked based on their certificates or labels prepared by the suppliers to ensure that they match with the description of goods ordered, physical condition, moisture content and manufacturing date. For food packaging material, swab tests and microbiological analysis will be conducted. If any products are found to be problematic, they would be managed separately.

生產前階段(包裝及原材料)

所有入庫原材料於使用前均通過我們的質量評估。就椰子及白椰肉而言，我們會檢查重量、酸度、外觀及氣味。就其他原料而言，我們會根據供應商提供的化驗證書、標籤進行檢查，以確保與所訂購產品一致，並會檢查其物理狀況、含水量及製造日期。就食品包裝材料而言，我們會進行拭子試驗及微生物分析，如發現任何產品存在問題，則會予以隔離。

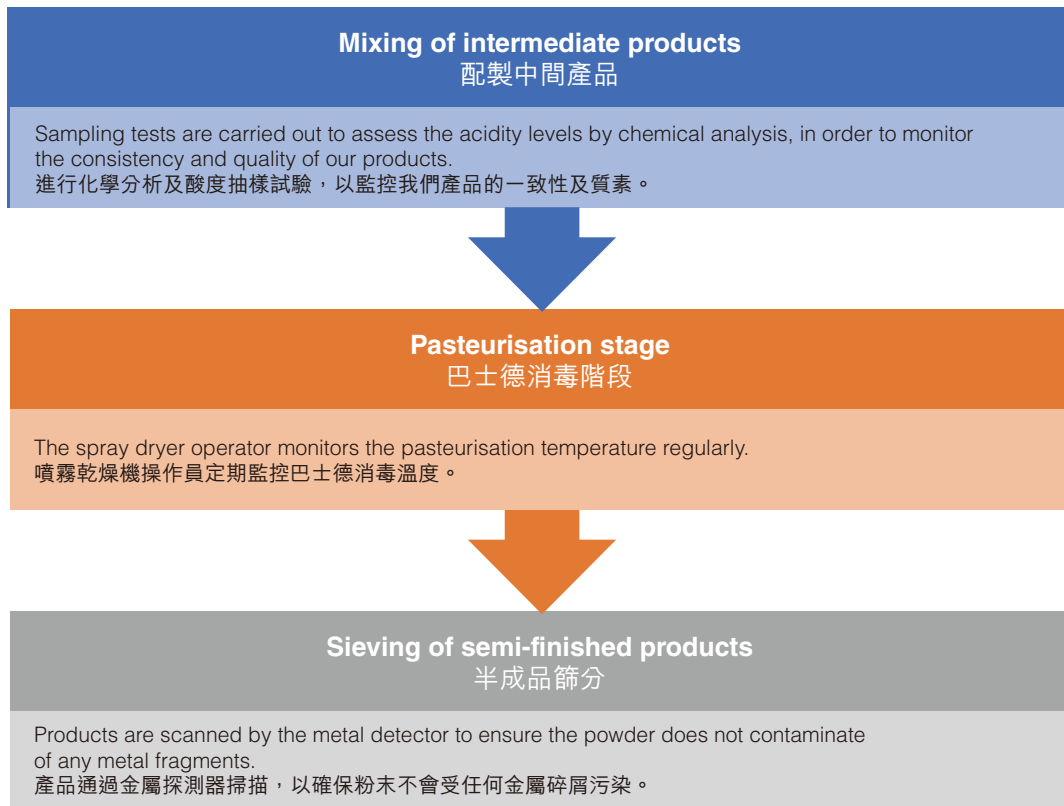


環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Production phase (intermediate products)

生產階段 (中間產品)



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Post-production phase (finished products)

For finished products, a final comprehensive test will be conducted by our Quality Control Department. Random sampling checks and physico-chemical analysis are carried out on various aspects, including acidity and moisture levels, density, solubility, carbohydrate, protein and fat content, and presence of ash. A final microbiological test is also carried out to examine any presence of bacteria and pathogens, such as E.coli, coliform, salmonella, yeast and mould.

Food packaging plays a vital role in preserving food throughout the distribution chain. For the packaging of our finished products, we use different kinds of packaging materials, including PE bag, Woven Bag, Kraft Paper, Carton Box and Aluminium Foil. We have approximately 10 types of packaging materials purchased from suppliers with good credentials. In order to ensure they are readily available and maintained at an ideal level, we keep track on all incoming and outgoing inventories.

生產後階段(製成品)

就製成品而言，質量控制部門將進行最終全面測試，並就多個方面進行隨機抽樣檢查及理化分析，包括酸度及含水量、密度、溶解度、碳水化合物、蛋白質及脂肪含量以及含灰量。同時亦會進行最後微生物測試，檢查有否存在任何大腸桿菌、大腸菌、沙門氏菌、酵母菌及黴菌等細菌和病原體。

食品包裝於整個分銷鏈中在保存食品方面至關重要。就我們製成品的包裝而言，我們使用不同種類的包裝材料，包括塑料袋、編織袋、牛皮紙、紙箱及鋁箔。我們從有良好資質的供應商採購約10種包裝材料。為維持隨時備用及理想的庫存量，我們會跟蹤所有存貨的流入及流出。

	2021 二零二一年	2020 二零二零年	2019 二零一九年	Unit 單位
Total Packaging Materials used for Finished Products 製成品所用包裝材料總數	1,075.98	935.06 ¹	603.57	Tonnes 公噸
Metal 金屬	198.07	210.00	166.41	Tonnes 公噸
Paper 紙張	818.91	561.66	415.32	Tonnes 公噸
Plastic 塑料	59.00	157.87	17.19	Tonnes 公噸
Others ² 其他 ²	-	5.53	4.65	Tonnes 公噸
Total Packaging Materials used for Finished Products 製成品所用包裝材料總量	0.15	0.15	0.14	tonnes/tonne of Production Unit 公噸／公噸生產單位

¹ The launch of new products, which includes coconut milk and coconut water, leads to an increase of packaging material consumption in 2020.

² Others mean used woven bag from 2019 onwards.

¹ 椰奶及椰汁等新產品的推出導致二零二零年的包裝材料耗用量增加。

² 其他指自二零一九年起使用的編織袋。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

ENVIRONMENT

Under the trend of low-carbon and energy-saving development, the Group does not aware of any non-compliance with relevant national laws and regulations related to environmental protection in Malaysia, including Environmental Quality (Industrial Effluent) Regulations, Environmental Quality (Clean Air) Regulations & Environmental Quality Act.

We incorporate the energy conservation and low-carbon concept into every aspect and continue to optimize use of resources. Facing the evolvement of regulatory requirement and the rising expectation of stakeholders on environmental issues, we had established a systematic and quantitative approach to manage our environmental emissions and resources so as to achieve our environmental targets below:

1) Reducing emission throughout our operations

- the Group will actively seek opportunities to reduce the impacts brought by its operation, including greenhouse gases, water and disposable waste, etc.

2) Utilizing resources for better management

- the Group will opt out ineffective business processes and enhance current resources usage, including water, energy and raw materials, to improve resources effectiveness

In order to further improve the energy saving, our three energy saving measures are work in progress. They include the followings:

- 1) Replacement of 150RT centrifugal chiller to 93RT screw chiller
- 2) LED lighting installation
- 3) Compressor maintenance

All of these measures are being closely monitored by engineering department. We believe we will be able to reduce the energy consumption after implementing these energy conservation measures.

During the Reporting Period, we purchased water from municipal water supply and faced no difficulties in sourcing water.

環境

在低碳節能的發展趨勢下，本集團未發現任何違反馬來西亞環境保護相關國家法律及法規的情況，包括《環境質量(工業污水)規例》、《環境質量(潔淨空氣)規例》及《環境質量法》。

我們將節能低碳理念融入各個環節，不斷優化資源使用。面對有關環境事宜的監管規定的演變及持份者預期日益增加，我們已建立一套系統化定量方針，以管理環境排放物及資源，從而達致以下環境目標：

1) 在整個營運過程減少排放

- 本集團將積極尋找機會減少其經營所帶來的影響，包括溫室氣體、水及一次性廢棄物等

2) 利用資源加強管理

- 本集團將淘汰低效的業務流程，並加強對現有資源的使用，包括水、能源及原材料，以提高資源效益

為了進一步提高節能效果，我們正實行三項節能措施，包括：

- 1) 將150RT離心式製冷機替換為93RT螺桿式製冷機
- 2) 安裝LED照明
- 3) 維護壓縮機

工程部門密切監察所有該等措施。我們相信，在實施該等節能措施後，我們能夠降低能源消耗。

於報告期間，我們向市政供水購水，在求取水源方面沒有遇到任何困難。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

The following table shows the environmental KPIs during the Reporting Period, years 2019 and 2020:

下表列示於報告期間，二零一九年及二零二零年的環境關鍵績效指標：

	2021 二零二一年	2020 二零二零年	2019 二零一九年	Unit 單位
Air Emission				
廢氣排放量				
Nitrogen Oxide (NO _x) 氮氧化物	7.75	7.11	4.84	tonnes 公噸
Sulphur Oxide (SO _x) 硫氧化物	1.23	1.37	0.89	tonnes 公噸
Particulate Matter (PM) 懸浮顆粒	88.84	99.36	64.52	tonnes 公噸
GHG Emissions				
溫室氣體排放量				
Total GHG Emissions 溫室氣體排放總量	14,140.71	15,023.19	9,915.06	tonnes of CO ₂ e 公噸二氧化碳當量
Gross GHG Emissions (Scope 1) 總溫室氣體排放量(範圍1)	350.80	331.79	304.12	tonnes of CO ₂ e 公噸二氧化碳當量
GHG Emissions (Scope 2) 溫室氣體排放量(範圍2)	2,993.22	2,618.21	1,718.82	tonnes of CO ₂ e 公噸二氧化碳當量
GHG Emissions (Biogenic) 溫室氣體排放量(生物源)	10,796.69	12,073.19	7,892.11	tonnes of CO ₂ e 公噸二氧化碳當量
Total GHG Emissions Intensity 溫室氣體排放總量密度	2.01	2.33	2.33	tonnes of CO ₂ e/tonne of Production Unit 公噸二氧化碳當量/ 公噸生產單位
Energy				
能源				
Total Energy Consumption 能源消耗總量	34,732.31	39,528.08	26,028.34	MWh 兆瓦時
Purchased Electricity 購電	4,313.00	3,772.63	2,476.69	MWh 兆瓦時
Diesel 柴油	1,196.21	1,257.36	1,149.97	MWh 兆瓦時
Biomass 生物質	29,396.64	34,498.09	22,401.67	MWh 兆瓦時
Energy Consumption Intensity 能源消耗密度	4.94	6.14	6.11	MWh/tonne of Production Unit 兆瓦時/公噸生產單位
Water				
水				
Total Water Consumption 總耗水量	152,729.00	145,079.00	104,769.00	m ³ 立方米
Water Consumption Intensity 用水密度	21.74	22.54	24.60	m ³ /tonne of Production Unit 立方米/公噸生產單位



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

	2021 二零二一年	2020 二零二零年	2019 二零一九年	Unit 單位
Hazardous Waste 有害廢棄物				
SW 409	4.46	2.90	1.13	tonnes 公噸
Hazardous Waste Intensity 有害廢棄物密度	0.64	0.45	0.27	kg/tonne of Production Unit 千克／公噸生產單位
Non-Hazardous Waste¹ 無害廢棄物 ¹				
Total Non-Hazardous Waste 無害廢棄物總量	1,400.61	1,223.59	653.60	tonnes 公噸
Plastic 塑料	33.72	30.40	30.74	tonnes 公噸
Paper 紙張	39.72	24.52	19.24	tonnes 公噸
Rejected coconut 不合格椰子	1,226.78	1,063.36	505.37	tonnes 公噸
Other General Waste 其他一般廢棄物	100.39	105.31	98.25	tonnes 公噸
Non-Hazardous Waste Intensity 無害廢棄物密度	0.20	0.19	0.15	tonne/tonne of Production Unit 公噸／公噸生產單位

¹ Regarding the Non-Hazardous Waste, the amount disclosed for Plastic, Paper and Rejected Coconut are related to the quantity recycled or reused, while the Other General Waste, which is residual ash and office and plant general waste, are disposed of.

¹ 就無害廢棄物而言，所披露的塑料、紙張及不合格椰子數量與回收或再利用數量相關，而其他一般廢棄物（即殘灰以及辦公室及工廠一般廢棄物）則予以出售。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Emission Management

The Group continues to step up efforts for control of air emission and effluent discharge, so as to minimize pollution arisen during operation.

To comply with sewage discharge standard, all effluent is treated before discharge by passing through oil trap, UASB, trickling tower, aeration pond and clarifying pond in our onsite sewage treatment plant.

排放物管理

本集團繼續加大力度控制氣體排放及污水排放，以盡量減少運營期間產生的污染。

為符合污水排放標準，所有廢水在排放前均經過我們現場污水處理廠的隔油池、UASB、滴濾塔、曝氣池及澄清池進行處理。



In accordance with Environmental Quality (Industrial Effluent) Regulation 2009, no parties shall discharge effluent to water body beyond the designated condition. In order to perform closely monitoring on the discharge level, we conduct effluent analysis twice a month, with the use of analysis parameters including Chemical Oxygen Demand (COD), Biochemical Oxygen Demand (BOD) and pH. During the Reporting Period, we are not aware of any non-compliance with all applicable laws and regulations in regard to sewage discharge.

根據《二零零九年環境質量(工業污水)規例》，任何人不得將污水排放至超出指定狀況的水體。為密切監測排放水平，我們使用化學需氧量(COD)、生化需氧量(BOD)及酸鹼度(pH)等分析參數，每個月進行兩次污水分析。於報告期間，我們未發現任何違反有關污水排放的所有適用法律及法規的情況。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

The Group's main air and greenhouse gas emission is generated from the operation of biomass boiler, use of diesel forklift and purchased electricity. In this regard, we had adopted smoke density meter to monitor the air emission regularly. Moreover, we had entrusted third party laboratory to conduct Isokinetic stack sampling and air emission monitoring regularly so as to comply with the requirements of Environmental Quality (Clean Air) Regulations 2014.

To strengthen our monitoring process, we had installed a Continuous Emission Monitoring (CEM) System at our key emission exhaust. This system helps to monitor multiple gas species simultaneously and reduce the number of workforces for monitoring. If there is any abnormal result noted, an ERCMC meeting will be held immediately to identify and adopt the rectification measures as soon as practicable.

Waste Management

Our hazardous waste is mainly produced during the production process, including disposed containers, bags or equipment contaminated with chemicals, pesticides, mineral oil or scheduled wastes, which its hazardous waste code is SW409 as stated in the Environmental Quality (Scheduled Wastes) Regulations 2005. It is stored in an individual cabin which is separated from other non-hazardous wastes. Safety signs are affixed to the door leading to a storage room. All hazardous wastes are placed on pallet to avoid contact with the floor. A qualified third party is responsible for the collection and handling those hazardous wastes on a regular basis.

本集團的主要空氣及溫室氣體排放來自生物質鍋爐的運作、柴油叉車的使用及購電。就此而言，我們使用煙霧密度測量器定期監測氣體排放。此外，我們委託第三方實驗室定期進行等速煙道採樣及氣體排放監測，以遵守《二零一四年環境質量(潔淨空氣)規例》的要求。

為加強我們的監督程序，我們於主要排氣裝置上安裝連續排放監測系統。該系統有助同時監測多種氣體，並減少監督人員數量。如發現任何異常結果，將立即召開環境監管合規監督委員會會議，以便在可行情況下盡快確定並採取整改措施。

廢棄物管理

我們的有害廢棄物主要在生產過程中產生，包括棄置容器、袋子、受化學品、農藥、礦物油污染的設備或《二零零五年環境質量(計劃內廢棄物)規例》所載有害廢棄物代碼為SW409的廢棄物。有害廢棄物存放在與其他無害廢棄物分開的獨立屋內。儲藏室的門上貼有安全標誌。所有有害廢棄物均放在托盤上，以避免與地板接觸。合資格第三方負責定期收集及處理該等有害廢棄物。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Industrial effluent is the primary waste generated from our production process at Perak Plant. It is generated from our Clean-in-place (CIP) system, which discharges nitric and caustic acid, and generated from the process of cleaning our white kernels. We treat the industrial effluent with our on-site industrial effluent treatment plant carefully before discharge.

During the combustion of coconut shells, residual ash is generated from the biomass boiler. It would be collected together with other general waste by a third party for disposal and recycling. To monitor the ash generation, a monitoring system is installed as requested by the Department of Environment in Malaysia. Also, the biomass boiler is examined by the Department of Environment and the Department of Occupational Safety and Health in Malaysia every year.

Mitigation Measures

By formulating the system for energy utilization and implementing measures on energy conservation and emission reduction, the Group continues to improve energy efficiency and push forward low-carbon operation:

Energy-saving

- Give priority to cooling equipment with lower energy consumption and highly efficient electronic appliances
- Use natural light in office as far as possible
- Advocate the application of energy-saving lamps
- Use teleconference or email instead of overseas business trips
- Remind employees to turn off all air-conditioners and power supply during the non-office hours

Water conservation

- Give priority to water-saving equipment and products in the office area
- Promote the water saving idea to all staffs
- Place the poster with the reminder of "Conserve water" near the taps of each water supply system, such as canteen area, sinks, etc
- Install water-saving taps and sanitary fittings and properly design the water supply and drainage systems

工業污水為霹靂工廠生產過程中產生的主要廢棄物，產生自我們的就地清洗系統(該系統排放含氮及腐蝕性酸性液體)，以及在清洗白椰肉過程中產生。在排放前，我們在現場工業污水處理廠小心處理工業污水。

椰子殼燃燒時，生物質鍋爐會產生殘灰。殘灰連同其他一般廢棄物由第三方收集進行處置及回收。為監測殘灰的產生，我們按照馬來西亞環境部門的要求安裝監測系統。此外，生物質鍋爐由馬來西亞環境部門及職業安全與健康部門每年進行檢查。

減低措施

本集團通過制定能源使用制度及實施節能減排措施，不斷提升能源效率，踐行低碳運營：

節能

- 優先考慮低能耗的冷卻設備及高效能電器
- 辦公室盡可能使用自然光
- 提倡使用節能燈
- 以電話會議或電子郵件代替海外商務差旅
- 提醒僱員在非辦公時間關閉所有空調及電源

節水

- 在辦公區域優先考慮節水設備及產品
- 向所有員工推廣節水理念
- 在餐廳、水池等各項供水系統的水龍頭附近張貼「節約用水」的提示海報
- 安裝節水型水龍頭及衛生設施，妥善設計供水及排水系統



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Reduction of paper use

- Adopt electronic document filing system
- Promote the use of electronic communication means for announcement publishing, event reporting, recommendation solicitation and feedback
- Promote the reuse of file folders, envelopes and other stationery

Others

- Hold “Environmental Day” to share knowledge, tips and information on environment protection through fun games and video sharing
- Share tips on saving the environment to all employees
- Encourage employees to bring their own cups and tableware, and avoid using disposable utensils or plastic containers

While highlighting management of energy conservation and emission reduction in operation, we strive to minimize wastes and extend the waste life cycle by implementing different waste reduction measures.

In order to reduce waste production, we pay great effort to fully utilize every single coconut. By adopting the waste-to-energy technology, we use biofuel as our main fuel instead of fossil fuel since 2013. We collect and burn the coconut shells and woodchips as bio-fuel for our biomass boiler to produce heat. With the introduction of biomass boiler and the combustion of coconut shells, we have reduced fuel costs to a great extent.

減少用紙

- 採用電子文件存檔系統
- 倡導利用電子通訊的方式進行通告發佈、事項報告、建議徵收及反饋
- 提倡重複使用檔案夾、信封及其他文具

其他

- 舉辦「環境日」，通過有趣的遊戲及視頻分享，分享有關環保的知識、貼士及資料
- 每月透過電子郵件與全體僱員分享有關拯救環境的貼士
- 鼓勵僱員自備杯子及餐具，避免使用一次性餐具或塑料餐具

在強調運營中的節能減排管理的同時，我們通過實施不同的減廢措施，盡最大努力減少廢棄物，延長廢棄物適用週期。

為減少廢棄物產生，我們力求全面利用每一個椰子。我們採用廢棄物再生能源技術，自二零一三年以來改用生物燃料代替化石燃料作為主要燃料。我們收集及燃燒椰殼及木屑作為產生熱量的生物質鍋爐的生物燃料。隨著生物質鍋爐的使用及燃燒椰子殼，我們在很大程度上降低了燃料成本。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

We are committed to advocating the green and low carbon concept to our stakeholders. Thus, we have initiated the awareness program on environmental policies at our HQ and Perak Plant since 2019. We share environmental policies and data analysis review at the billboard and entrance. We also encourage our employees to participate in the training regarding environmental protection held by the Department of Environment in order to raise their environmental protection awareness. We strive to promote the low carbon, green, sustainability and other environmental protection concepts to the public. We also encourage the public to reduce waste by adopting recyclable carton package. Customer can recycle the package by merely flattening it and send it to the nearest collection centre.

我們致力於向我們的持份者倡導綠色低碳理念。因此，自二零一九年以來，我們已於總部及霹靂工廠啟動環境政策認知計劃。我們在公告牌及入口處分享環境政策及數據分析概覽。我們亦鼓勵僱員參加由環境部門舉辦的環保培訓，以提高其環保意識。我們致力於向公眾倡導低碳、綠色、可持續發展及其他環保理念。我們亦鼓勵公眾接納可回收盒包裝以減少廢棄物。客戶只需將盒包裝壓平並送到最近的回收中心即可進行包裝回收。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Response to Climate Change

As a part of the community, climate change may have unavoidable effect to our daily lives. Although our operations do not pose significant impact to climate change, we are committed to reducing our influence on the environment and optimising resources more efficiently. The Group has formulated "Climate Environmental Risk Assessment" to list out the climate impacts to the Group and the risks associated:

- Reducing supply of raw materials due to increasing climate temperature, draught, and flooding
- Loss of sales due to import/export ban by other countries with new environmental laws and regulations
- Non-compliance to regulatory requirements due to new laws and regulations implemented

The Group has also listed out how it can adapt the changes and relative mitigative measures to the climate impact, including below:

- Consider suppliers which operates with minimal impact to the environment to reduce on greenhouse gases emission
- Prepare emergency respond procedure in case of suspension of work due to extreme weather condition
- Conduct periodic review on new engaging regulatory requirement
- Monitor total consumption level and usage intensity of energy and water regularly

應對氣候變化

作為社區的一分子，氣候變化可能對我們的日常生活產生不可避免的影響。儘管我們的營運不會對氣候變化造成重大影響，但我們仍致力於減少對環境的影響並充分地利用資源。本集團已制訂氣候環境風險評估，列出氣候對本集團的影響及相關風險：

- 氣溫上升、乾旱及洪水，導致原材料供應減少
- 其他國家的新環境法律及法規禁止進出口，導致銷售損失
- 新法律及法規實施，導致不符合監管要求

本集團亦列出如何適應變化及相關緩解氣候影響的措施，包括：

- 考慮選擇對環境影響最少的供應商，以減少溫室氣體排放
- 針對因極端天氣而停工的情況作好應急程序準備
- 定期審視所涉及的新監管要求
- 定期監測能源及水的總消耗水平及使用密度

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)Our People¹

We adhere to the business philosophy of “people-oriented”, and recognizes that employees and communities are fundamental to the substantial development of the Group.

We are dedicated to providing our employees with a safe working environment, attractive compensation and benefits, adequate training and career advancement, where continuous benchmarking to our current mechanism, so that every employee can grow with us.

Staff Overview

We are convinced that success depends entirely on the enthusiasm and excellence of our staff. As of 31 December 2021, the Group employs a total of 343 employees, detailed classifications are as follow:

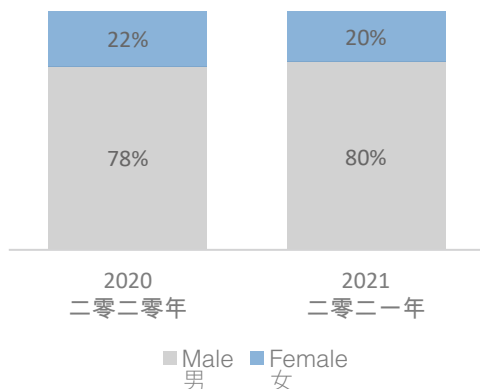
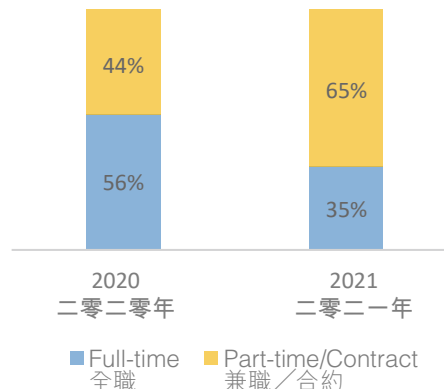
我們的人才¹

我們堅持「以人為本」的業務理念，深知僱員及社區為本集團長遠發展的立足根本。

我們致力於為僱員提供安全的工作環境、具吸引力的薪酬及福利、充分的培訓及職業發展，並持續對標我們的現有機制，以便每位僱員可與我們共同成長。

員工概覽

我們深信，成功全憑具有熱忱及精益求精的員工。截至二零二一年十二月三十一日，本集團合共僱用343名僱員，詳細分類如下：

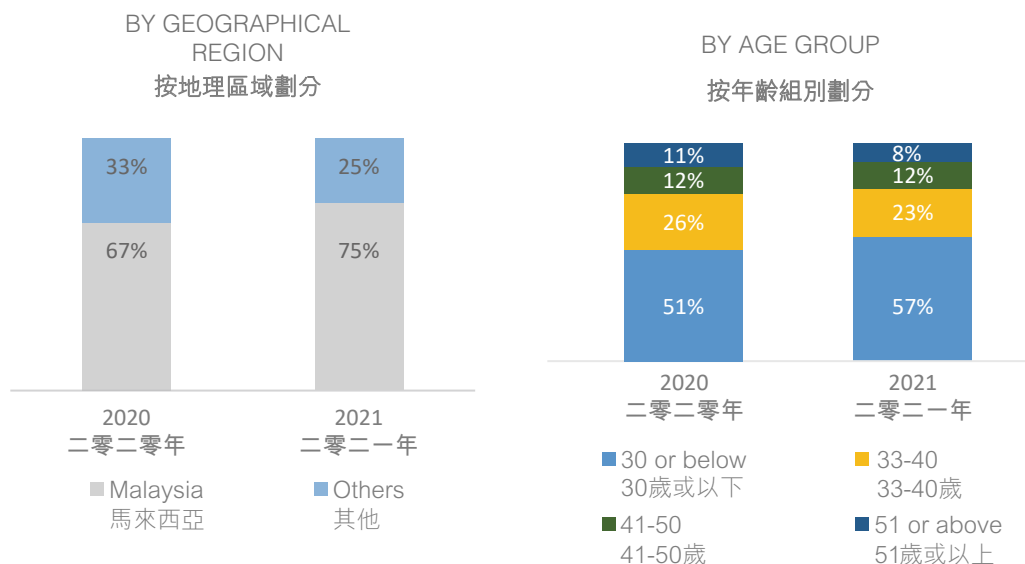
BY GENDER
按性別劃分BY EMPLOYMENT TYPE
按僱傭類別劃分

¹ Our social KPIs mainly make reference to the calculation methodologies stated in “How to prepare an ESG report” published by the HKEx.

¹ 我們的社會關鍵績效指標主要參考聯交所發佈的「如何編備環境、社會及管治報告」所述的計算方法。

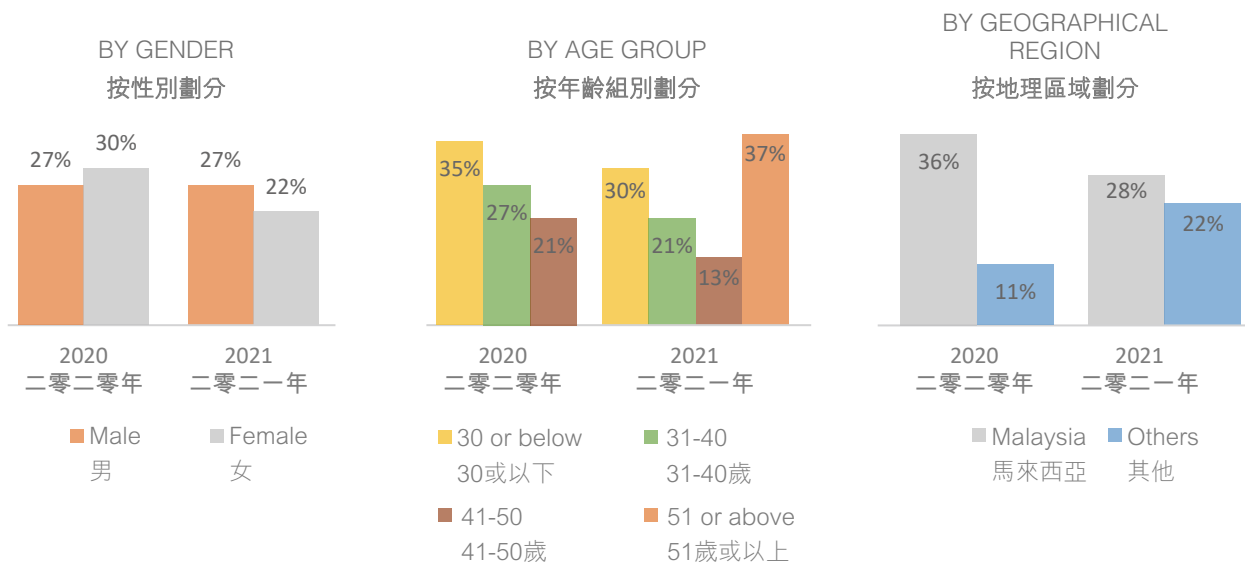


環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Details of the turnover rate are as follow:

流失比率詳情如下：



TALENTS RECRUITMENT

We are dedicated to promoting professional development and providing a harmonious working environment and development platform for our employees.

人才招聘

我們致力於提升專業發展，為我們的僱員提供和諧的工作環境及發展平台。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, creed, colour, national origin, or sex. During the recruitment process, we take a variety of factors into account, such as our development plans, vacancies within our Group, work experience and education background of the candidates. We assess their personal knowledge, technical skills and working attitude through written tests and interviews, thereby recruiting suitable persons. Talented staffs are promoted by assessing their performance, experience and ability. We attach great importance to employees' performance management and incentives. Performance appraisal will be conducted regularly to evaluate and analyse the employees' accomplishment of performance targets.

Upholding the employment principle of "fairness, openness and equity", the Group adopts a zero-tolerance approach towards any form of discrimination and prohibits the use of child and force labour.

There are several roles within our Group that have to be filled by personnel with the requisite skillset, work experience, educational background or qualification. Examples are shown as follow:

我們不會歧視，並且會採取平權行動措施，確保在就業、招聘、招聘廣告、薪酬、解僱、升級、晉升及其他僱傭情況，不因種族、信仰、膚色、國籍或性別而歧視任何僱員及求職者。我們聘用員工時一般會考慮多項因素，如我們的業務計劃、本集團的職位空缺、應徵者的工作經驗及學歷。我們透過筆試及面試評估其個人知識、技術技能及工作態度，藉此聘用合適人才。我們透過評估其表現、經驗及能力晉升優秀員工。我們非常重視僱員的績效管理及獎勵。我們將定期進行績效評核，以評估及分析僱員績效目標的完成情況。

本集團秉持「公平、公開、公正」的僱傭原則，對任何形式的歧視採取零容忍態度，並禁止使用童工及強制勞工。

本集團的多項職位須由具備必要技術、工作經驗、學歷或資格的人士擔任。舉例說明如下：

Project manager

項目經理

- Requires a bachelor degree in engineering or equivalent qualification
- 具備工程學士學位或同等資格

Quality assurance executive/Manager

質量保證員／經理

- Requires a degree, diploma or equivalent qualification in food technology or food science
- 具備食品技術或食品科學學士學位、文憑或同等資格

Boilerman

鍋爐工

- Obtains a boiler certificate issued by the Department of Occupational Safety and Health (jabatan keselamatan dan kesihatan pekerja)
- 具備職業安全與健康部門 (jabatan keselamatan dan kesihatan pekerja) 頒發的鍋爐證書

R&D staff

研發員工

- Requires a degree in food technology or food science
- 具備食品技術或食品科學學位
- At least three years of relevant work experiences
- 至少具備三年相關工作經驗



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

We generally enter into a standard form of employment contract with our employees, which contain confidentiality clauses and standard restrictive covenants. We hire our employees through recruitment channels. During the Reporting Period, we do not aware of any major labour disputes, work stoppages or labour strikes.

REMUNERATION AND WELFARE

Adhering to the principle that corporate growth relies on and benefits employees, the Group establishes a remuneration system based on the characteristics of different posts to reflect the internal fairness and external competitiveness. Remuneration packages consist of basic salary, incentive bonus scheme which encourages employees to improve their individual and departmental performance. Employees are entitled to paid annual leave, marriage leave, maternity leave, replacement leave and other statutory holidays in accordance with the laws, protecting their basic rights.

At the same time, we regularly adjust employees' remuneration package according to their performance and skills, as well as the industry norms, to ensure both external competitiveness and internal equity.

我們一般與僱員訂立標準形式的僱傭合約，當中載有保密條款及標準限制性契諾。我們透過招聘渠道招聘僱員。於報告期間，我們並不知悉任何重大勞工糾紛、停工或罷工。

薪酬及福利

本集團堅持企業發展需依賴及發展惠及僱員的原則，根據不同的崗位特性建立薪酬體系，以體現內部公平性及外部競爭性。薪酬待遇由基本薪金及獎勵花紅計劃(鼓勵僱員提升其個人及部門表現)組成。僱員有權依法享有帶薪年假、婚假、產假、換休及其他法定假日，保障其基本權利。

同時，我們根據僱員的表現及技能以及行業規範定期調整其薪酬待遇，以確保外部競爭性及內部公平性。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

DEVELOPMENT AND TRAINING

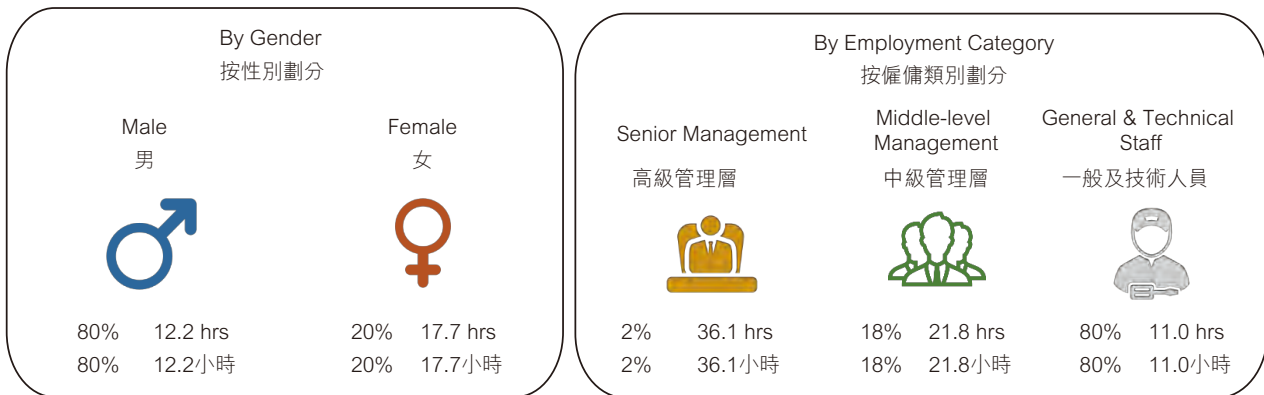
In order to offer better development prospect, the Group elaborately establishes a sound employee training and development program, covering induction training to practical courses of on-the-job training. We also encourage employees to learn advanced knowledge and participate in external training courses. We provide complete course support for employees at each of their career development stage, so as to facilitate their rapid growth. In 2021, 99% of the employees have received trainings. They are trained with different programmes in various sectors such as induction training, computer skills, market trends in food industry, management system training, safety training and product briefing.

發展及培訓

為提供更好發展前景，本集團精心建立了完善的僱員培訓及發展計劃，涵蓋入職培訓至在職培訓的實戰課程。我們亦鼓勵僱員學習先進知識及參加外部培訓課程。我們在僱員的各職業發展階段提供完備的課程支持，協助他們快速成長。於二零二一年，99%僱員接受了培訓。培訓涉及各個領域的不同項目，例如上崗培訓、計算機技能、食品行業的市場趨勢、管理系統培訓、安全培訓及產品簡介。

BREAKDOWN OF EMPLOYEES TRAINED AND AVERAGE TRAINING HOURS

受訓僱員及平均培訓時數明細



For new employees, we organize orientation training and provides tailor-made relevant courses for them so that they can be more familiar with and integrate into the corporate culture, adapt and understand the business operation efficiently.

就新僱員而言，我們組織入職培訓，提供量身定製的相關課程，令他們更加熟悉並融入企業文化，有效地適應及理解業務運營。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

For existing employees, we provide workshops, internal and external trainings for them to improve their understanding and knowledge of work safety issues and hazard identification, risk assessments and risk control issues.

All directors, including the independent non-executive directors, should keep abreast of their responsibilities as directors and our business activities. To facilitate the directors to perform their responsibilities, they are required to attend the training to strengthen their management knowledge and skills.

OCCUPATIONAL HEALTH & SAFETY

The Group takes various measures to create an excellent working and living environment, so as to safeguard the safety and occupational health of our employees. We do not aware of any non-compliance with Occupational Safety and Health Act and all applicable laws and regulations relevant to occupational health and safety during the Reporting Period. In this regard, achieving aim of setting up this act, which is to secure the safety, health and welfare of workers in workplace and protect others against risks to safety or health, are our top priorities. We have set up an occupational safety and health policy as a guideline for the staff of the Group. There were no work-related fatalities for the past three years including the Reporting Period and during the Reporting Period, there is no single lost day due to work-related injuries recorded.

Work and Environment Safety Committee are set up to discuss and address matters related to environmental and occupational health and safety issues of our Group. The committee members include our factory managers and production managers, and personnel from the Human Resources Department. With opinions collected from different departments, we believe we can address our environmental, health and safety issues in a considerate way.

就現有僱員而言，我們為其提供研討會、內部及外部培訓，以提高彼等對工作安全問題及危險辨識、風險評估及風險控制問題的理解及知識。

全體董事(包括獨立非執行董事)應熟知彼等作為董事的責任及我們的業務活動。為促進董事履行其責任，彼等須參與培訓以強化其管理知識及技能。

職業健康與安全

本集團採取多項措施營造良好的工作及生活環境，以保障僱員的安全及職業健康。於報告期間，我們並不知悉任何不遵守《職業安全及健康法》以及與職業健康及安全相關的所有適用法律及法規的情況。就此而言，我們的首要任務為實現頒佈該法的目標，即保障工作場所工人的安全、健康及福利，並保護他人免受安全或健康風險。我們已制定職業安全及健康政策，作為本集團員工的指引。於過往三年(包括報告期間)，未發生任何因工死亡事故，於報告期間，並無因工傷損失的工作日數。

我們成立了工作及環境安全委員會，以討論及解決與本集團環境以及職業健康及安全問題有關的事宜。委員會成員包括我們的工廠經理、生產經理及人力資源部門的人員。透過收集不同部門的意見，我們相信我們可以周全的方式處理我們的環境、健康及安全問題。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Our production sites are equipped with fire protection equipment and tools. Warning signs are placed around the production sites to warn and remind our staff of safety issues. Regular trainings regarding occupational safety, hazardous chemicals handling and fire safety are provided to enhance our employees' health and safety awareness.

Annual health examination and medical insurance are provided to ensure the physical health of our staffs. We also maintain employer's liability insurance, public liability insurance against any damages caused to third parties and consequential loss insurance policies. Besides, we have taken out an insurance policy against any damage that may be caused by our biomass boiler.

OUR RESPONSE TO COVID-19

The world is facing an unprecedented challenge amid the COVID-19 pandemic. During this crisis, the health and safety of our employees is always our top priority. With this regard, we have taken active measures to prevent the spread of pandemic. A COVID-19 Committee has been established to monitor the latest developments around COVID-19 and provide employees with appropriate guidelines and information as needed. In offices and factory, we have mandated health declaration and temperature checks prior to entry. All employees and visitors should sanitize their hands thoroughly upon entering the building or premises. They are also required to wear face mask and maintain social distance with each other at all times possible. Hand sanitizers are available throughout the working area.

We remain vigilant in monitoring the situation as we seek to safeguard the health and well-being of our people and ensure our products available to all customers.

我們的生產場所配備了防火設備及工具。我們在生產場所周圍設置警告標誌，警告及提醒我們的員工注意安全問題。我們定期提供有關職業安全、危險化學品處理及消防安全的培訓，以提高僱員的健康及安全意識。

我們提供年度健康檢查及醫療保險，以確保員工的身體健康。我們亦已為僱員投購僱主責任險及就對第三方造成的任何損失、間接損失投購公共責任險。此外，我們已就我們生物質鍋爐可能造成的任何損害投購保險。

我們對COVID-19的應對措施

因COVID-19疫情大流行，世界正面臨前所未有的挑戰。在這場危機中，我們始終將僱員的健康和安全視為重中之重。為此，我們已積極採取措施防止大流行疫情蔓延。我們成立了COVID-19委員會，以監視有關COVID-19的最新發展，並按需要為僱員提供適當的指導方針及資料。於辦公室和工廠，我們規定在進入前必須進行健康申報和體溫檢查。所有僱員及訪客進入建築物或場所時均應徹底消毒雙手，配戴口罩，並在任何時候保持與他人的社交距離。整個工作區均有提供洗手液。

我們保持警惕，監察局勢，以保障僱員的健康和福祉，並確保我們的產品可供所有客戶使用。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

LABOUR STANDARD

We adhere to the human rights framework that creates an environment where human rights issues can be openly discussed.

Child and forced labour are strictly prohibited during the recruitment process as defined by the laws and regulations. During the hiring process, candidates shall provide identity documents and valid employment visas to ensure that they are legally employable. Human Resources Department will also ensure the identity documents are carefully checked and no child or forced labour are employed by the Group. If any false presentation or fraud committed by the employee is found, the Group or its subsidiaries have the right to terminate the contract of that employee. During the Reporting Period, we do not aware of any non-compliance incidents regarding child and forced labour.

We have been in stringent compliance with the laws and regulations in Malaysia relevant to the Labour Standards, including but not limited to:

- Employment Act 1955 (Amendment 2012)
- Industrial Relations Act 1967 (Amendment 2015)
- Employment (Limitation of Overtime Work) Regulations 1980
- Employment Regulations 1957
- Human Resource Development Act 1992
- Minimum Retirement Age Act 2012
- Children and Young Person (Employment) Act 1966
- Holiday Act 1951

勞工準則

我們堅持人權框架，營造公開討論人權問題的環境。

如法律及法規所界定，在招聘過程中我們嚴格禁止僱用童工及強制勞工。在招聘過程中，應聘者須提供身份證明文件及有效的工作簽證，以確保彼等合法就業。人力資源部門亦將確保仔細檢查身份證明文件及本集團不會僱用童工或強制勞工。若發現僱員有任何虛報或偽造行為，本集團或其附屬公司有權終止該僱員的合約。於報告期間，我們並不知悉任何有關童工及強制勞工的違規事件。

我們恪守有關勞工準則的馬來西亞法律及法規，包括但不限於：

- 《一九五五年僱傭法》(二零一二年修訂)
- 《一九六七年工業關係法》(二零一五年修訂)
- 《一九八零年僱傭(限制超時工作)規例》
- 《一九五七年僱傭規例》
- 《一九九二年人力資源發展法》
- 《二零一二年最低退休年齡法》
- 《一九六六年兒童和青年(僱傭)法》
- 《一九五一年休假法》

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

ETHICAL CULTURE

We uphold the corporate culture of “fairness, justice, honesty and integrity”. We take a zero-tolerance approach with regard to bribery, extortion, fraud and money laundering. In an aim to cultivate an ethical corporate culture and practice, all gifts, banquets and customer rebates are prohibited according to our “No Gift policy”. If any misconduct, fraud, unlawful behaviour or suspected commercial bribery is found, it shall be passed on to judicial authorities for pursuit of charges. In addition, the Group has provided anti-corruption training to directors and staff to uphold the integrity of our operations.

Whistle-blowing channels and policies are set up for our employees or other stakeholders to report any suspected case of non-compliance. Cases reported will be investigated by department head. Confirmed cases are report to human resources department for record and further follow-up actions. During the Reporting Period, we do not aware of any pending or concluded legal proceedings regarding corruption brought against the Group or any of our employees.

SUPPLY CHAIN MANAGEMENT AND CUSTOMER SATISFACTION

The Group believes that successful collaboration with suppliers and business partners is critical to our business operation, which leads us in achieving sustainable development.

We have adopted standardised procurement procedures in order to improve the efficiency of our operations. The procurement procedures are as follow:



道德文化

我們秉承「公平公正、誠信廉潔」的企業文化。我們對賄賂、勒索、欺詐及洗黑錢採取零容忍態度。為培養道德的企業文化及常規，我們的「無禮品政策」禁止一切饋贈、宴請及接收客戶回扣。如有任何不當行為、欺詐、不法行為或涉嫌商業受賄者，一律交由司法機關追究責任。此外，本集團向董事及員工提供反貪污培訓，以維護我們營運的誠信。

我們為僱員及其他持份者建立了舉報渠道和政策，以供舉報可疑的違規情況。部門主管會對舉報的個案進行調查。經證實的個案會向人力資源部報告，以作記錄及進一步跟進。於報告期間，我們並不知悉任何向本集團或我們的任何一位僱員提出有關貪污的未決或已決法律程序。

供應鏈管理及客戶滿意度

本集團相信，與供應商及業務夥伴的成功合作對我們的業務營運至關重要，有助我們實現可持續發展。

我們已採用標準化的採購程序，以提高營運效率。有關採購程序如下：



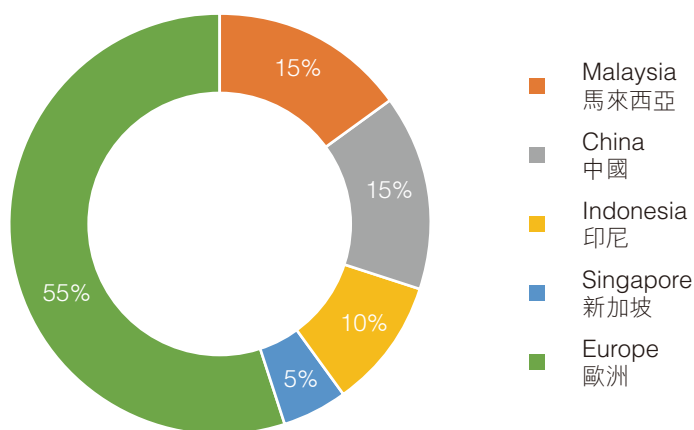
環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

In order to safeguard the quality of our raw materials, all new suppliers will be assessed by their manufacturing practices, capacity, product quality, etc. Our 20 main suppliers are from Malaysia, Singapore, China, Europe and Indonesia.

為保障原材料的質量，我們將對所有新供應商的生產常規、產能、產品質量等進行評估。我們的20個主要供應商來自馬來西亞、新加坡、中國、歐洲及印尼。

Geographical location of our 20 major suppliers
我們20個主要供應商的地域分佈



The Group continues to improve the nutrition value and quality of our products and enhance the customer satisfaction in terms of flavour innovation and packaging design. Customer Complaint Policy and Product Return Policy are established to standardize the procedures of handling customer complaint and ensure any returned products are properly documented. Whenever we receive customer's complaint, we first carry out verification of the complaints. Quality testing on the alleged sub-standard product will be conducted when it is necessary. If our products are found and proved to be defective, we will follow up on the relevant complaint with our customer and our factory. In addition, we will continue to address the issues giving rise to the quality issues or defective packaging until the problem is settled. During the Reporting Period, we do not aware of any recalls, claims against intellectual property and product and service related complaints.

We have maintained product liability insurance to cover any liabilities arising from the sale of our products.

本集團持續提升產品的營養價值及質量，並在風味創新及包裝設計方面提升客戶滿意度。我們已建立客戶投訴政策及產品退回政策，以規範處理客戶投訴的程序，並確保任何被退回的產品得到妥善記錄。我們收到客戶投訴後首先對投訴進行核實，並在必要時對所宣稱的不合格產品進行質量檢測。如我們的產品確實存在缺陷，則與我們的客戶及工廠跟進相關投訴。此外，在問題解決之前，我們會繼續處理導致質量問題或包裝缺陷的問題。於報告期間，我們並不知悉任何產品回收、針對知識產權的索賠以及與產品及服務相關的投訴。

我們投購了產品責任險，以保障因我們出售的產品而導致的任何責任。

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

SUSTAINABLE SOURCING

The Group is committed to maintaining a sustainable supply chain management which address the key focus of upholding fundamental human rights, protecting workers and acting within the laws. The Group has formulated “Sustainable Sourcing Policy” to list out ethical and environmentally sustainable sourcing practices of suppliers, so that the Group can assess its suppliers on below aspects:

- Compliance with laws and regulations;
- Respect for confidentiality;
- Environmentally responsible; and
- Civic and responsible corporate culture.

Examples of sourcing practices include the followings:

- Forced, bonded or non-voluntary prison labour shall not be used;
- Suppliers shall not engage in acts of bribery and corruption and shall not falsify documents and records.
- Demonstrate a commitment to equality of opportunity for individuals and groups enabling them to live their lives free from discrimination and oppression;
- Take appropriate measures to ensure the health and safety of their workforce and the wider public; and
- Dispose productions waste in accordance with national and local laws and regulations.

PRIVACY PROTECTION

The trust of our customers forms the foundation of our business success and brand image. The Group complies with data privacy laws and regulations and respects customer privacy. We collect and handle customer's personal data carefully. Unauthorised use of customer data is strictly prohibited. Customer data are only accessible by authorised personnel within the Group on a need-to-know and need-to-use basis. In order to raise the employees' awareness of the importance of privacy protection, relevant training on managing sensitive customer and company information is provided.

可持續採購

本集團致力於維持可持續的供應鏈管理，重點關注維護基本人權、保護工人及依法行事。本集團制定了《可持續採購政策》，列出供應商在道德及環境方面的可持續採購行為，以便本集團對供應商進行以下方面的評估：

- 遵守法律及法規；
- 尊重保密性；
- 對環境負責；及
- 公民及負責任的企業文化。

採購行為的例子包括：

- 不得使用強迫、抵債或非自願監獄勞工；
- 供應商不得參與賄賂及貪污行為，不得偽造文件及記錄；
- 表現出對個人及群體機會平等的承擔，保障個人及群體不受歧視和壓迫；
- 採取適當措施確保員工及廣大公眾的健康與安全；及
- 根據國家及地方法律及法規處置生產廢棄物。

隱私保護

客戶的信任是我們業務成功及品牌形象的基礎。本集團遵守資料隱私法律及法規並尊重客戶隱私。我們會小心收集及處理客戶的個人資料，並嚴禁未經授權使用客戶資料。只有本集團獲授權的人員在必須知道及必須使用的情況下，方可讀取客戶資料。為提高僱員對隱私保護重要性的認識，我們提供有關管理敏感客戶及公司資料的相關培訓。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

COMMUNITY INVESTMENT

As a responsible corporate citizen, we actively participate in various charity and social welfare issues for the sake of caring for the local communities. Understanding our local communities, foreseeing their needs and promoting a sustainable future are our ultimate goals. We have established CSR campaign during the Reporting Period, in order to raise awareness of needy children while doing goods by giving back to the society.

CASE STUDY — We Care We Share

In 2021, the pandemic has severely impacted Malaysians' livelihood. To show our caring and support to the community, we have contributed more than 2,000 packs of coconut water to different organizations, including medical frontliners, charities and non-profit making organizations. We hope our little refreshment would light up the fellow Malaysians to go through this rough time.

社區投資

作為負責任的企業公民，我們積極參與各種慈善及社會公益事宜，關注當地社區。我們的最終目標是了解我們當地社區、預知其需求及實現可持續發展。為提高貧困兒童的意識，我們於報告期間進行了企業社會責任活動，透過回饋社會投身公益事業。

案例研究 — 關懷共享

於二零二一年，疫情嚴重影響了馬來西亞人的生計。為表達我們對社區的關懷和支持，我們向醫療前線、慈善機構及非牟利組織等不同組織捐贈了超過2,000包椰汁。我們希望我們的小茶點能夠照亮馬來西亞同胞，一同渡過這段艱難的時光。



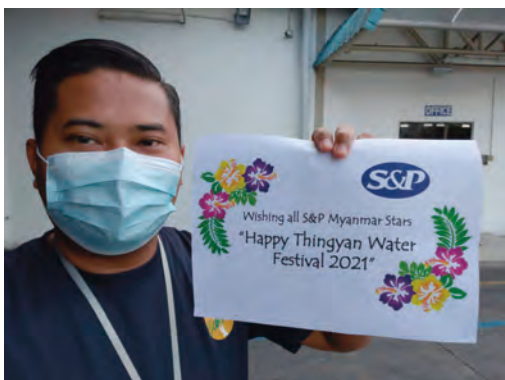
ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

CASE STUDY — Festive Vibes

Festivals are important components to our society and employees. In Southeast Asia, there are a lot of cultural festivals which are valuable and meaningful to a lot of local families. We hope to share the joy and happiness to the festivals and also to respect the local culture on these special occasions. We encourage our employees to celebrate festivals including Deepavali, Thingyan, Raya Bersama and organise Bubur Lambuk to let our employees feel a sense of belonging to be working in S&P.

案例研究 — 歡樂節慶

節日是我們社會及僱員的重要一環。在東南亞，有很多文化節日，對很多當地家庭而言別具價值和意義。我們希望分享節日歡樂和幸福，同時亦尊重這些特別日子的當地文化。我們鼓勵僱員慶祝排燈節、潑水節、開齋節等節日，並送上雜錦粥(Bubur Lambuk)，讓僱員對椰豐更有歸屬感。



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

HKEX ESG REPORTING GUIDE INDEX

香港交易所《環境、社會及管治
報告指引》索引

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
A. Environmental			
A. 環境			
Aspect A1: Emissions			
層面A1：排放物			
General Disclosure	Information on:	Environment	28-35
	(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.		
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：	環境	
	(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。		
KPI A1.1	The types of emissions and respective emissions data.	Environment	29
關鍵績效指標A1.1	排放物種類及相關排放數據。	環境	
KPI A1.2	Greenhouse gas emissions in total and where appropriate, intensity.	Environment	29
關鍵績效指標A1.2	溫室氣體總排放量及(如適用)密度。	環境	
KPI A1.3	Total hazardous waste produced and where appropriate, intensity.	Environment	30
關鍵績效指標A1.3	所產生有害廢棄物總量及(如適用)密度。	環境	
KPI A1.4	Total non-hazardous waste produced and where appropriate, intensity.	Environment	30
關鍵績效指標A1.4	所產生無害廢棄物總量及(如適用)密度。	環境	
KPI A1.5	Description of measures to mitigate emissions and results achieved.	Environment	28-35
關鍵績效指標A1.5	描述減低排放量的措施及所得成果。	環境	
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	Waste Management	32-33
關鍵績效指標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。	廢棄物管理	

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
Aspect A2: Use of Resources			
層面A2：資源使用			
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	Environment	28-35
一般披露	有效使用資源(包括能源、水及其他原材料)的政策。 <i>Note:</i> Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。	環境	
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity.	Environment	29
關鍵績效指標A2.1	按類型劃分的直接及／或間接能源總耗量及密度。	環境	
KPI A2.2	Water consumption in total and intensity.	Environment	29
關鍵績效指標A2.2	總耗水量及密度。	環境	
KPI A2.3	Description of energy use efficiency initiatives and results achieved.	Mitigation Measures	28-35
關鍵績效指標A2.3	描述能源使用效益計劃及所得成果。	減低措施	
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Environment	28
關鍵績效指標A2.4	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。	環境	
KPI A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced.	Product Quality and Safety	27
關鍵績效指標A2.5	製成品所用包裝材料的總量及(如適用)每生產單位佔量。	產品質量與安全	
Aspect A3: The Environment and Natural Resources			
層面A3：環境及天然資源			
General Disclosure	Policies on minimising the issuer's significant impact on the environment and natural resources.	Environment	28-35
一般披露	減低發行人對環境及天然資源造成重大影響的政策。	環境	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	Environment	28-35
關鍵績效指標A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境	
Aspect A4: Climate Change			
層面A4：氣候變化			
General Disclosure	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer.	Environment	28-35
一般披露	識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	環境	
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	Response to Climate Change	36
關鍵績效指標A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	應對氣候變化	



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
B. Social			
B. 社會			
<i>Employment and Labour Practices</i>			
<i>僱傭及勞工常規</i>			
Aspect B1: Employment			
層面 B1：僱傭			
General Disclosure	Information on:	Our People	37-44
	(a) the policies; and		
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.		
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：	我們的人才	
	(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。		
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	Staff Overview	37-38
關鍵績效指標 B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	員工概覽	
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	Staff Overview	38
關鍵績效指標 B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	員工概覽	
Aspect B2: Health and Safety			
層面 B2：健康與安全			
General Disclosure	Information on:	Occupational Health and Safety	42-43
	(a) the policies; and		
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.		
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：	職業健康與安全	
	(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。		

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT (Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
KPI B2.1	Number and rate of work-related fatalities.	Occupational Health and Safety	42
關鍵績效指標B2.1	因工作關係而死亡的人數及比率。	職業健康與安全	
KPI B2.2	Lost days due to work injury.	Occupational Health and Safety	42
關鍵績效指標B2.2	因工傷損失工作日數。	職業健康與安全	
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	Occupational Health and Safety	42-43
關鍵績效指標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。	職業健康與安全	
Aspect B3: Development and Training			
層面B3：發展及培訓			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	Development and Training	41-42
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	
KPI B3.1	The percentage of employees trained by gender and employee category.	Development and Training	41
關鍵績效指標B3.1	按性別及僱員類別劃分的受訓僱員百分比。	發展及培訓	
KPI B3.2	The average training hours completed per employee by gender and employee category.	Development and Training	41
關鍵績效指標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	
Aspect B4: Labour Standards			
層面B4：勞工準則			
General Disclosure	Information on:	Labour Standard	44
	(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.		
一般披露	有關防止童工或強制勞工的：	勞工準則	
	(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。		
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	Labour Standard	44
關鍵績效指標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	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	Labour Standard	44
關鍵績效指標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	
Operating Practices 營運慣例			



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
Aspect B5: Supply Chain Management			
層面B5：供應鏈管理			
General Disclosure	Policies on managing environmental and social risks of the supply chain.	Supply Chain Management and Customer Satisfaction, Sustainable Sourcing	45-47
一般披露	管理供應鏈的環境及社會風險政策。	供應鏈管理及客戶滿意度、可持續採購	
KPI B5.1	Number of suppliers by geographical region.	Supply Chain Management and Customer Satisfaction	46
關鍵績效指標B5.1	按地區劃分的供應商數目。	供應鏈管理及客戶滿意度	
KPI 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 and Customer Satisfaction, Sustainable Sourcing	45-47
關鍵績效指標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。	供應鏈管理及客戶滿意度，可持續採購	
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	Sustainable Sourcing	47
關鍵績效指標B5.3	描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	可持續採購	
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	Sustainable Sourcing	47
關鍵績效指標B5.4	描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	可持續採購	

環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
Aspect B6: Product Responsibility			
層面B6：產品責任			
General Disclosure	Information on:	Product Quality and Safety	24-27
	(a) the policies; and		
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.		
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：	產品質量與安全	
	(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。		
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	No products recalls during this Reporting Period	N/A
關鍵績效指標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。	本報告期間並無產品回收的情況	不適用
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	Supply Chain Management and Customer Satisfaction	46
關鍵績效指標B6.2	接獲關於產品及服務的投訴數目以及應對方法。	供應鏈管理及客戶滿意度	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	Privacy Protection	47
關鍵績效指標B6.3	描述與維護及保障知識產權有關的慣例。	私隱保護	
KPI B6.4	Description of quality assurance process and recall procedures.	Product Quality and Safety	24-27
關鍵績效指標B6.4	描述質量檢定過程及產品回收程序。	產品質量與安全	
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	Privacy Protection	47
關鍵績效指標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	



環境、社會及管治報告(續)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT
(Continued)

Subject Areas, Aspects, General Disclosure and KPIs 主要範疇、層面、一般披露及關鍵績效指標		Chapter/ Disclosure 章節／披露	Page 頁數
Aspect B7: Anti-corruption			
層面B7：反貪污			
General Disclosure	Information on:	Ethical Culture	45
	(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.		
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的：	道德文化	
	(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。		
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Ethical Culture	45
關鍵績效指標B7.1	於報告期間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。	道德文化	
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	Ethical Culture	45
關鍵績效指標B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。	道德文化	
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Ethical Culture	45
關鍵績效指標B7.3	描述向董事及員工提供的反貪污培訓。	道德文化	
Aspect B8: Community Investment			
層面B8：社區投資			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Community Investment	48-49
一般披露	有關以社區參與來了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。	社區投資	
KPI B8.1	Focus areas of contribution.	Community Investment	48-49
關鍵績效指標B8.1	專注貢獻範疇。	社區投資	
KPI B8.2	Resources contributed to the focus area.	Community Investment	48-49
關鍵績效指標B8.2	在專注範疇所動用資源。	社區投資	

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

The Group is engaged in the manufacturing and distribution of coconut based food and beverage products. These include coconut cream powder (the “CCP”), low fat desiccated coconut (the “LFDC”), coconut milk and coconut water manufactured at the Group’s manufacturing facility located at Bagan Datoh, Perak, Malaysia (the “Perak Plant”). The Group also manufactures other food products such as non-dairy creamer and other South-east Asian traditional food ingredients such as rice dumplings (ketupat) and toasted coconut paste (kerisik).

In the year 2021, there was a temporarily suspension of the CCP production due to malfunction of the cyclone system used, which caused emission of CCP and resulted to an estimated loss of the Group’s revenue by approximately RM15 million as announced on 12 May 2021. The CCP production has resumed full operation in September 2021 and due to the demand of coconut milk was more than doubled, the Group has achieved a decent revenue growth in FY2021.

However, it remains a challenge for the Group due to the competitiveness of the market, significant gradual increase of cost of productions including but not limited to the vulnerability of coconut to world price fluctuations and the recent announcement made by the government of Malaysia to increase the monthly minimum wage rate from RM1,200 to RM1,500 effective from 1 May 2022 and likely continuous disruption of supply chain as a result of the novel coronavirus (COVID-19) disease (the “COVID-19”).

As such, going forward, the Group will put effort to build a business model that can adapt to changing market conditions, key drivers and consumer needs, while reducing risk and improving its competitive position by continuing to diversify geographically in regions with rising awareness about the health benefits of coconut milk and coconut water.

In addition, the management team will continue to evaluate the market viability of new product to meet the customers preferences, enhance brand value and awareness through sustainable practices, improved profitability and operational excellence with state-of-the-art technology and develop competencies and skills that increases job efficiency and effectiveness.

To conclude, the outlook of the global coconut demand remains positive and the management team will continue to put effort to manage the external factors of business environment to build a sustainable future of the Group and generate returns to the shareholders.

業務回顧

本集團從事製造及分銷椰類餐飲產品，包括本集團位於馬來西亞霹靂Bagan Datoh的生產設施（「霹靂工廠」）生產的椰漿粉（「椰漿粉」）、低脂椰蓉（「低脂椰蓉」）、椰奶及椰汁。本集團亦生產其他食品，如奶精及其他東南亞傳統食品配料（例如馬來粽(ketupat)及烤椰蓉(kerisik)）。

於二零二一年，由於所使用的旋風系統故障，椰漿粉的生產暫停，造成椰漿粉的排放，因此本集團的收益出現估計虧損約15百萬馬來西亞令吉，誠如於二零二一年五月十二日所公佈。椰漿粉的生產其後已於二零二一年九月全面恢復，由於椰奶的需求增加一倍以上，本集團於二零二一年財政年度實現了可觀的收益增長。

然而，由於市場競爭、生產成本顯著逐步增加（包括但不限於椰子易受世界價格波動的影響，以及馬來西亞政府最近宣佈自二零二二年五月一日起將每月最低工資由1,200馬來西亞令吉提高至1,500馬來西亞令吉）以及新型冠狀病毒病（「COVID-19」）可能導致供應鏈持續中斷，因此本集團仍然面對挑戰。

因此，展望未來，本集團將努力建立能夠適應不斷變化的市場狀況、主要驅動因素及消費者需求的業務模式，同時通過繼續在對椰奶及椰汁的健康益處的認識不斷提高的地區多元化擴展，降低風險並提高競爭地位。

此外，管理團隊將繼續評估新產品的市場可行性，以迎合客戶喜好，通過可持續實踐提高品牌價值及知名度，利用最先進的技術提升盈利能力及卓越營運表現，並培養提高工作效率及成效的能力及技能。

總而言之，全球椰子需求前景依然樂觀，管理團隊將繼續努力管理商業環境的外部因素，以建立本集團的可持續未來並為股東創造回報。



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Review

For FY2021, the Group reported a loss after tax of RM3.41 million as compared to a loss after tax of RM2.95 million for FY2020. The adverse results for FY2021 were mainly attributed by a reduction of other income, an increase in selling and distribution expenses and unrealized losses on foreign exchange as described below.

The Group recognised approximately RM92.66 million in revenue for FY2021, representing an increase of approximately 4.5%, or RM3.98 million, when compared with that for FY2020 of approximately RM88.68 million. The increase in sales was largely contributed by the sales of coconut milk and other food products such as rice dumplings (ketupat) and toasted coconut paste (kerisik).

The Group's cost of sales increased by approximately 4.5%, or RM3.49 million, from approximately RM78.17 million for FY2020 to approximately RM81.66 million for FY2021. The increase in cost of sales was proportionate with the increase in revenue as the Group has gradually adjusted the selling price as a result of the increase in cost while remain competitive.

Consequently, the gross profit margin of the Group for FY2021 increased marginally to 11.9% as compared to 11.8% for FY2020 and the gross profit for FY2021 of the Group increased by approximately 4.7%, or RM0.49 million when compared with that for FY2020.

Coconut related products

The Group's revenue is mainly derived from sales of coconut food products. Revenue for such products for FY2021 was approximately RM86.66 million, representing an increase of approximately RM0.25 million or 0.30% as compared to that for FY2020 of approximately RM86.41 million. Despite a loss of revenue from the temporarily suspension of the CCP production as disclosed in the Business Review section above in FY2021, the demand for coconut milk in FY2021 has doubled as compared to FY2020.

Other revenue is mainly made up of sales of ketupat and kerisik, freight charges to customers and sales of miscellaneous items. In FY2021, other revenue was approximately RM6.00 million, representing an increase of RM3.73 million from RM2.27 million posted in FY2020.

財務回顧

二零二一年財政年度，本集團錄得除稅後虧損3.41百萬馬來西亞令吉，而二零二零年財政年度則錄得除稅後虧損2.95百萬馬來西亞令吉。二零二一年財政年度的不利業績可歸因於其他收入減少、銷售及分銷開支增加以及未變現外匯差額虧損，進一步闡述如下。

本集團二零二一年財政年度確認約92.66百萬馬來西亞令吉的收益，較二零二零年財政年度的約88.68百萬馬來西亞令吉增加約4.5%或3.98百萬馬來西亞令吉。銷售額上升主要歸因於椰奶及其他食品(例如馬來粽(ketupat)及烤椰蓉(kerisik))的銷量。

本集團銷售成本由二零二零年財政年度約78.17百萬馬來西亞令吉增加約4.5%或3.49百萬馬來西亞令吉，至二零二一年財政年度的約81.66百萬馬來西亞令吉。銷售成本增加與收益增加不成比例，乃由於本集團在保持競爭力的同時因成本增加而逐步調整售價。

因此，本集團於二零二一年財政年度的毛利率小幅上升至11.9%，而二零二零年財政年度的則為11.8%，故本集團於二零二一年財政年度的毛利較二零二零年財政年度的增加約4.7%或0.49百萬馬來西亞令吉。

椰子相關產品

本集團收益主要來自銷售椰類食品及飲料。二零二一年財政年度的該等產品收益為約86.66百萬馬來西亞令吉，較二零二零年財政年度的約86.41百萬馬來西亞令吉增加約0.25百萬馬來西亞令吉，或0.30%。儘管誠如上文業務回顧一節所披露於二零二一年財政年度椰漿粉停產，但二零二一年財政年度的椰奶需求較二零二零年財政年度增加一倍。

其他收益主要包括銷售馬來粽(ketupat)及烤椰蓉(kerisik)、向客戶收取的貨運費及銷售其他項目。於二零二一年財政年度，其他收益約為6.00百萬馬來西亞令吉，較二零二零年財政年度的2.27百萬馬來西亞令吉增加3.73百萬馬來西亞令吉。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Other income

In FY2021, other income comprised mainly gain on foreign exchange of RM0.73 million, income from subleasing of right-of-use assets of RM0.18 million and sale of scrap items and other sundry income of RM1.08 million, was approximately RM2.00 million, representing a reduction of RM1.51 million as compared to FY2020 which was mainly due to a reduction of gain on foreign exchange.

Selling and distribution expenses

The Group's selling and distribution expenses of approximately RM4.33 million for FY2021 was approximately RM0.82 million higher than those of approximately RM3.51 million for FY2020. The increase in the selling and distribution expenses was attributed to the digital branding and marketing activities performed.

Administrative expenses

The Group's administrative expenses for FY2021 were approximately RM10.62 million, which represented a decrease of approximately RM1.08 million over those of RM11.70 million in FY2020. Such decrease was due to several cost-cutting measures as part of the continuous efficiency improvement process.

Other expenses

The Group's other expenses for FY2021 were approximately RM3.41 million, which were mainly made up of unrealised foreign exchange loss represented by an increase of approximately RM3.37 million over those of RM0.04 million in FY2020. The foreign exchange loss arose primarily from the fluctuation of RM against the United States Dollar ("USD") during FY2021.

Net finance costs

In FY2021, the Group incurred net finance costs of RM0.44 million as compared to the net finance costs of RM0.52 million in FY2020. The decrease in net finance cost was mainly due to the reduction of interest rate on borrowing facility in FY2021. The loans and borrowings facility was partially used to finance the Group's expansion plans and working capital financing.

其他收入

於二零二一年財政年度，其他收入(主要包括外匯收益0.73百萬馬來西亞令吉、轉租使用權資產的收入0.18百萬馬來西亞令吉以及雜項銷售及其他雜項收入1.08百萬馬來西亞令吉)約為2.00百萬馬來西亞令吉，較二零二零年財政年度減少1.51百萬馬來西亞令吉，主要由於外匯收益減少。

銷售及分銷開支

本集團二零二一年財政年度的銷售及分銷開支約為4.33百萬馬來西亞令吉，較二零二零年財政年度的約3.51百萬馬來西亞令吉增加約0.82百萬馬來西亞令吉。銷售及分銷開支的增加歸因於所開展的數字化品牌及市場推廣活動。

行政開支

本集團二零二一年財政年度的行政開支約為10.62百萬馬來西亞令吉，較二零二零年財政年度的11.70百萬馬來西亞令吉減少約1.08百萬馬來西亞令吉。該減少乃由於實施若干削減成本措施，作為持續提升效率過程的一部分。

其他開支

本集團於二零二一年財政年度的其他開支約為3.41百萬馬來西亞令吉，主要為未變現外匯虧損，較二零二零年財政年度的0.04百萬馬來西亞令吉增加約3.37百萬馬來西亞令吉。外匯虧損主要產生自二零二一年財政年度馬來西亞令吉兌美元(「美元」)匯率波動。

財務成本淨額

於二零二一年財政年度，本集團產生財務成本淨額0.44百萬馬來西亞令吉，而於二零二零年財政年度則為0.52百萬馬來西亞令吉。財務成本減少主要由於二零二一年財政年度借款融資的利息降低所致。該等借貸及借款融資部分用於撥付本集團的擴張計劃及營運資金。



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Income tax credit/(expense)

The Group's income tax credit for FY2021 was approximately RM2.40 million as compared with income tax expenses of approximately RM1.18 million for FY2020. The income tax credit for FY2021 related mainly to overprovision of tax in prior years.

Loss attributable to equity shareholders

The Group recorded a loss attributable to equity shareholders of approximately RM3.41 million for FY2021 as compared to a loss of approximately RM2.95 million in FY2020. The increase in loss for FY2021 was due to a reduction of other income, an increase in selling and distribution cost and unrealized losses on foreign exchange incurred in FY2021.

Future Prospects and Strategies

Despite the loss after tax reported for FY2021, the Group remains optimistic on its long-term prospects and profitability due to growing consumer demand for healthier alternative food products. The management team will continue to emphasize on sales of coconut milk and coconut water.

The Group's strategies remain largely unchanged. The Group will continue to study its own shortcomings, analyse the strategy of its competitor to differentiate itself from the competition based on its' core capabilities and strengths.

The Group will continue to expand the sales network and enhance brand recognition and awareness through marketing and promotion campaigns, participate in exhibitions and provide updated product information on its website.

In addition, the Group will continue to review its internal processes and drive cost-cutting measures for improvement in operational efficiencies affected by increasing cost.

Last but not least, the Group will continue to review its' strategy and adapt in the changing and challenging business environment by taking appropriate prompt measures to improve its' bottom line.

所得稅抵免／(開支)

本集團二零二一年財政年度的所得稅抵免約為2.40百萬馬來西亞令吉，而二零二零年財政年度的則為所得稅開支約1.18百萬馬來西亞令吉。二零二一年財政年度的所得稅抵免主要與過往年度超額撥備有關。

權益股東應佔虧損

本集團於二零二一年財政年度錄得權益股東應佔虧損約3.41百萬馬來西亞令吉，而二零二零年財政年度則為虧損約2.95百萬馬來西亞令吉。二零二一年財政年度的虧損增加歸因於二零二一年財政年度的其他收入減少、銷售及分銷成本增加以及產生未變現外匯差額虧損。

未來前景及策略

儘管二零二一年財政年度錄得除稅後虧損，但鑒於消費者對更健康的替代食品的需求不斷增長，本集團對其長遠前景及盈利能力仍然保持樂觀。管理團隊亦將繼續重視椰奶及椰汁的銷售。

本集團的策略大致維持不變。本集團將繼續研究自身的不足，分析競爭對手的策略，憑藉自身的核心能力及優勢從競爭對手中脫穎而出。

本集團將繼續透過市場推廣及宣傳活動拓展銷售網絡及提高品牌形象及知名度，參加展覽，並於本集團的網站上更新產品資料。

此外，本集團將繼續檢討其內部程序，推進削減成本的措施，提高受成本上升影響的營運效率。

最後，本集團將繼續檢討自身策略，透過及時採取適當措施，適應不斷變化及充滿挑戰的營商環境，以改善盈利。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Significant events during the financial year

(a) COVID-19 outbreak

From 1 January 2021 to 31 May 2021, depending on the COVID-19 condition in each states of Malaysia, the Government of Malaysia announced the implementation of Movement Control Orders (the “**MCOs**”), Conditional Movement Control Order (the “**CMCO**”) and Recovery Movement Control Order (the “**RMCO**”) (collectively known as “**Control Orders**”) and a total lockdown from 1 June 2021 to 28 June 2021 to contain the spread of the COVID-19 locally.

On 15 June 2021, the Prime Minister of Malaysia introduced a four-phase National Recovery Plan (the “**NRP**”) to help the country recover from the COVID-19 pandemic and its economic fallout. Different standard operating procedures (the “**SOPs**”) were applied to each phase.

The Group has continued its operations during the Control Orders and NRP periods with strict compliance of the SOPs.

The Group considered that the potential impact of COVID-19 included, amongst others, our sourcing strategies and distribution network. The Directors will pay close attention to the development of COVID-19 and put effort to mitigate the risk and impact on the supply chain disruptions by promptly evaluating our business continuity plans and alternative distribution channels.

In compliance with the Listing Rules, the Directors will make the necessary announcements if they become aware of any circumstances which may adversely affect the financial and operational performance of the Group.

(b) Temporary Suspension

In May 2021, the Group's CCP production at the Perak Plant operate by one of its subsidiaries, S&P Industries Sdn. Bhd., has been temporarily suspended due to malfunction of the cyclone system used in the CCP, which caused emission of CCP and resulted to an estimated loss of the Group's revenue by approximately RM15 million. The CCP production has resumed operation fully in September 2021.

財政年度內的重大事件

(a) COVID-19 疫情

自二零二一年一月一日至二零二一年五月三十一日，因應馬來西亞各個州份的COVID-19疫情，馬來西亞政府宣佈實施行動管制令(「**行動管制令**」)、有條件行動管制令(「**有條件行動管制令**」)及復原式行動管制令(「**復原式行動管制令**」)(統稱為「**管制令**」)，並自二零二一年六月一日至二零二一年六月二十八日全面封城，以遏制COVID-19在當地傳播。

於二零二一年六月十五日，馬來西亞首相宣佈實施四階段國家復甦計劃(「**國家復甦計劃**」)，以幫助國家從COVID-19疫情及經濟損失恢復。各階段適用不同標準作業程序(「**標準作業程序**」)。

本集團在管制令期間嚴格遵守標準作業程序及國家復甦計劃，繼續開展業務。

本集團認為，COVID-19疫情的潛在影響包括(其中包括)我們的採購策略及分銷網絡。董事將密切關注COVID-19疫情發展，並通過及時評估我們的業務連續性計劃及替代分銷渠道，努力降低風險及減輕供應鏈中斷的影響。

為遵守上市規則，董事將會在其知悉任何可能會對本集團的財務及營運業績造成不利影響的情況時刊發必要的公告。

(b) 暫停生產

於二零二一年五月，本集團其中一間附屬公司S&P Industries Sdn. Bhd.經營的位於霹靂工廠暫停生產椰漿粉，原因為椰粉生產工廠內使用的旋流器系統出現故障，導致椰漿粉排出，本集團估計損失的收益約為為15百萬馬來西亞令吉。椰粉生產工廠已於二零二一年九月全面恢復生產。



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Liquidity, Financial Resources and Capital Structure

The Group maintains a solid financial position and was in a net cash position as at 31 December 2021. The Group is able to meet its obligations when they become due in its ordinary and usual course of business.

Capital Structure

The Group's objectives in managing capital are to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investors, creditors and market confidence and sustain future development of the business.

There were no changes in the Group's approach to capital management during FY2021.

Cash Position

As at 31 December 2021, the Group's cash and cash equivalents were approximately RM13.33 million as compared with approximately RM32.59 million as at 31 December 2020. The decrease of approximately RM19.26 million in cash was mainly due to the capital expenditure incurred for the Perak Plant and the repayment of loans and borrowings during FY2021.

Loans and Borrowings

As at 31 December 2021, the loans and borrowings amounted to approximately RM34.93 million, representing a reduction of approximately RM2.43 million as compared to approximately RM37.36 million as at 31 December 2020, attributable primarily to repayment of loans and borrowings during FY2021.

Gearing Ratio

Gearing ratio equals to total debt divided by total asset. As at 31 December 2021, the gearing ratio was approximately 0.326 (2020: 0.295).

流動資金、財務資源及資本架構

本集團於二零二一年十二月三十一日維持穩健財政狀況並處於淨現金狀況。本集團能夠於一般及日常業務過程中在債務到期時履行其責任。

資本架構

本集團於管理資本時的目標是維持雄厚的資本基礎及保障本集團持續經營業務的能力，以維持投資者、債權人及市場信心，以及保持業務的未來持續發展。

於二零二一年財政年度，本集團的資本管理方法並無變動。

現金狀況

於二零二一年十二月三十一日，本集團的現金及現金等價物約為13.33百萬馬來西亞令吉，而於二零二零年十二月三十一日則約為32.59百萬馬來西亞令吉。現金減少約19.26百萬馬來西亞令吉，乃主要由於二零二一年財政年度就霹靂工廠產生資本支出及償還借貸及借款。

借貸及借款

於二零二一年十二月三十一日，借貸及借款約為34.93百萬馬來西亞令吉，較二零二零年十二月三十一日的約37.36百萬馬來西亞令吉減少約2.43百萬馬來西亞令吉，主要歸因於二零二一年財政年度償還借貸及借款。

負債比率

負債比率等於負債總額除以權益總額。於二零二一年十二月三十一日，負債比率約為0.326(二零二零年：0.295)。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

PLEDGE OF ASSETS

As at the end of the reporting period, the carrying amount of assets pledged to licensed banks for banking facilities granted to the Group were as follows:

		2021 二零二一年 RM 馬來西亞 令吉	2020 二零二零年 RM 馬來西亞 令吉
Freehold land	永久業權土地	1,227,196	1,227,196
Factory buildings and other buildings	工廠樓宇及其他樓宇	20,929,624	20,647,958
Plants and machinery within construction in progress	在建工程內的廠房及機器	38,461,067	44,899,378
		60,617,887	66,774,352

資產質押

於報告期末，就本集團獲授的銀行融資而抵押予持牌銀行的資產賬面值如下：

CAPITAL EXPENDITURES

During FY2021, the Group had incurred capital expenditures of approximately RM19.52 million as compared to approximately RM5.29 million in FY2020. The expenditures related mainly to the purchase of property, plant and equipment and construction works of a new building at the Group's Perak Plant.

資本開支

於二零二一年財政年度，本集團產生資本開支約19.52百萬馬來西亞令吉，而於二零二零年財政年度則為約5.29百萬馬來西亞令吉。開支主要與購置物業、廠房及設備以及本集團霹靂工廠的新樓宇建設工程有關。

SIGNIFICANT INVESTMENTS

The Group did not hold any significant investments as at 31 December 2021 and 31 December 2020.

重大投資

本集團於二零二一年十二月三十一日及二零二零年十二月三十一日並無持有任何重大投資。

MATERIALS ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisition or disposal of subsidiaries, associates and joint ventures during FY2021.

重大收購及出售附屬公司、聯營公司及合營企業

於二零二一年財政年度，本集團並無重大收購或出售附屬公司、聯營公司及合營企業。

FOREIGN EXCHANGE EXPOSURE

The Group undertakes certain transactions denominated in foreign currencies, mainly in USD and HK\$, and hence, exposure to exchange rate fluctuations arises. The Group currently does not have a foreign currency hedging policy. However, management monitors foreign exchange exposure closely and performs foreign currency transactions for the Group's cashflow needs in keeping the net exposure to an acceptable level.

外匯風險

本集團進行的若干交易以外幣(主要為美元及港元)計值，進而產生匯率波動風險。本集團目前並無外匯對沖政策。然而，管理層密切監控外匯風險及為本集團現金流量需求進行外幣交易以將淨風險保持至可接受水平。



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

FINAL DIVIDEND

At the meeting of the Board held on 30 March 2022, the Board has resolved not to recommend the payment of any dividend to the Shareholders for FY2021 (2020: Nil).

ANNUAL GENERAL MEETING

The annual general meeting of the Company (the “AGM”) will be held at 10:00 a.m. on Tuesday, 24 May 2022 at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia and the notice of the AGM will be published and despatched in accordance with the requirements under the Company’s articles of association and the Listing Rules in due course.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders’ rights to attend and vote at the forthcoming AGM, the register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible for attending and voting at the forthcoming AGM, non-registered Shareholders must lodge their duly completed and stamped transfer forms accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 18 May 2022.

EMPLOYEES AND REMUNERATION POLICIES

The Group had 343 and 320 employees as at 31 December 2021 and 31 December 2020, respectively. Remuneration is determined by reference to the prevailing market terms and in accordance with the performance, qualification and experience of each individual employee and the Group’s financial results. Periodic in-house training is provided to the employees to enhance the knowledge of the workforce. Meanwhile, training programs conducted by qualified personnel are also attended by our employees to enhance their skills set and working experience.

末期股息

於二零二二年三月三十日舉行的董事會會議中，董事會已決議不建議就二零二一年財政年度向股東派付任何股息(二零二零年：無)。

股東週年大會

本公司將於二零二二年五月二十四日(星期二)上午十時正假座27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia舉行股東週年大會(「股東週年大會」)，召開股東週年大會的通告將適時根據本公司的組織章程細則及上市規則的規定刊發及寄發。

暫停辦理股份過戶登記手續

為釐定股東出席應屆股東週年大會並於會上投票的權利，本公司將於二零二二年五月十九日(星期四)至二零二二年五月二十四日(星期二)(包括首尾兩日)期間暫停辦理股份過戶登記手續，期間將不會辦理股份過戶登記。為符合出席應屆股東週年大會的資格及能於會上投票，未登記股東須於二零二二年五月十八日(星期三)下午四時三十分前將其填妥及經簽署的過戶表格連同有關股票送交本公司於香港的股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室)，以辦理登記手續。

僱員及薪酬政策

於二零二一年十二月三十一日及二零二零年十二月三十一日，本集團分別擁有343名僱員及320名僱員。薪酬乃經參考現行市場條款並根據各僱員的個人表現、資歷及經驗以及本集團的財務業績釐定。我們定期向僱員提供內部培訓，以提高僱員的知識水平。同時，我們的僱員亦參加由合資格人員開展的培訓項目，以提升彼等的技能及工作經驗。

管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

The Company has adopted a share option scheme (the “**Share Option Scheme**”) with effect from 11 July 2017 to enable the Board to grant share options to eligible participants with an opportunity to have a personal stake in the Company with a view to achieving the following objectives: (i) motivate the eligible participants to optimise their performance efficiency for the benefit of the Group and (ii) attract and retain or otherwise maintain an ongoing business relationship with the eligible participants whose contributions are or will be beneficial to the long-term growth of the Group.

As at 31 December 2021 and the date of this annual report, there was no outstanding share option granted under the Share Option Scheme and no share option lapsed or was granted, exercised or cancelled during FY2021.

CONTINGENT LIABILITIES

The Group did not have any material contingent liabilities as at 31 December 2021 and 31 December 2020.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem any of its Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares during FY2021.

EVENTS AFTER REPORTING PERIOD

The Group is not aware of any important event requiring disclosure that has taken place subsequent to 31 December 2021 and up to the date of this annual report.

本公司已採納購股權計劃(「**購股權計劃**」)，自二零一七年七月十一日生效，以讓董事會向合資格參與者授出購股權，令彼等有機會於本公司擁有個人股權，以達致下列目標：(i)激勵合資格參與者為本集團利益盡量提升彼等的表現效率；及(ii)吸引及挽留合資格參與者或以其他方式與合資格參與者保持持續的業務關係，而該等合資格參與者的貢獻對或將對本集團的長遠發展有利。

於二零二一年十二月三十一日及本年報日期，概無根據購股權計劃授出的任何尚未行使購股權，而於二零二一年財政年度，概無購股權失效或獲授出、行使或註銷。

或然負債

於二零二一年十二月三十一日及二零二零年十二月三十一日，本集團並無任何重大或然負債。

購買、出售或贖回上市證券

本公司於二零二一年財政年度並無贖回其任何於聯交所上市的股份，本公司或其任何附屬公司亦無購買或出售任何相關股份。

報告期後事項

本集團並不知悉任何於二零二一年十二月三十一日後及直至本年報日期發生的須予披露的重大事項。



企業管治報告

CORPORATE GOVERNANCE REPORT

S&P International Holding Limited (the “**Company**”) is committed to fulfilling its responsibilities to shareholders (the “**Shareholders**”) and protecting as well as enhancing Shareholders’ value through good corporate governance.

The directors of the Company (the “**Directors**”) recognise the importance of incorporating elements of good corporate governance in the management structures, internal control and risk management procedures of the Company and its subsidiaries (the “**Group**”) so as to achieve effective accountability.

CORPORATE GOVERNANCE PRACTICES

The Company’s ordinary shares (the “**Shares**”) in issue were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 11 July 2017 (the “**Listing Date**”). The Company has adopted and complied with all applicable code provisions as set out in the Corporate Governance Code as contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**” and the “**CG Code**”, respectively) during the financial year ended 31 December 2021 (“**FY2021**”) and up to the date of this annual report.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as contained in Appendix 10 to the Listing Rules as its own code of conduct governing the securities transactions by the Directors. Following a specific enquiry made by the Company on each of the Directors, all Directors have confirmed that they had complied with the Model Code during FY2021 and up to the date of this annual report.

BOARD OF DIRECTORS

Responsibilities

The board of Directors (the “**Board**”) is primarily responsible for overseeing and supervising the management of the business affairs and the overall performance of the Group. The Board sets the Group’s values and standards and ensures that the requisite financial and human resources support is in place for the Group to achieve its objectives. The functions performed by the Board include but are not limited to formulating the Group’s business plans and strategies, deciding all significant financial (including major capital expenditure) and operational issues, developing, monitoring and reviewing the Group’s corporate governance practices and all other functions reserved to the Board under the Company’s articles of association (the “**Articles of Association**”). The Board has established Board committees as described in the

椰豐集團有限公司(「**本公司**」)一直秉承向股東(「**股東**」)負責的原則，並將通過良好的企業管治保障及提高股東價值。

本公司董事(「**董事**」)深明在本公司及其附屬公司(「**本集團**」)管理架構、內部監控及風險管理程序中融入良好企業管治要素以建立有效問責之重要性。

企業管治常規

本公司已發行普通股(「**股份**」)於二零一七年七月十一日(「**上市日期**」)始在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司於截至二零二一年十二月三十一日止財政年度(「**二零二一年財政年度**」)至本年報日期已採納並遵守聯交所證券上市規則(「**上市規則**」)附錄14所載企業管治守則(「**企業管治守則**」)所載所有適用守則條文。

董事進行證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)作為其本身有關董事進行證券交易的行為守則。經本公司向每位董事作出具體查詢後，全體董事已確認彼等於二零二一年財政年度及直至本年報日期已遵守標準守則。

董事會

職責

董事會(「**董事會**」)主要負責監管及監督本集團的業務事宜及整體表現管理。董事會設定本集團的價值及標準，並確保具備必需的財務及人力資源，以便本集團實現其宗旨目標。董事會履行的職能包括但不限於制定本集團業務計劃及策略、決定所有重大財務(包括主要資本支出)及營運事項決策、發展、監察及審閱本集團的企業管治常規以及所有其他根據本公司組織章程細則(「**組織章程細則**」)須留待董事會處理的職能。董事會轄下已設立下文「**董事委員會**」一節所載的多個董事委員會，並向該等董事委員會轉授其各自職權範圍載列的各項

CORPORATE GOVERNANCE REPORT (Continued)

section headed “Board Committees” below and has delegated to these Board committees various responsibilities as set out in their respective terms of reference. The responsibilities of these Board committees include monitoring the Group’s operational and financial performance, and ensuring that appropriate internal control and risk management are in place. The Board may from time to time delegate certain functions to management of the Group if and when considered appropriate. The management is mainly responsible for the execution of the business plans, strategies and policies adopted by the Board and assigned to it from time to time.

The Directors have full access to information of the Group and management has an obligation to supply the Directors with adequate information in a timely manner to enable the Directors to perform their responsibilities. The Directors are entitled to seek independent professional advice in appropriate circumstances at the Company’s expense.

Composition

The Company is committed to holding and implementing the view that the Board should include a balanced composition of Executive Directors (the “**Executive Directors**”) and Independent Non-Executive Directors (the “**INEDs**”) so that there is a strong independent element on the Board which can effectively exercise independent judgment.

As at the date of this annual report, the Board comprises the following seven Directors, of which the INEDs in aggregate represent more than one-third of the Board members:

Executive Directors

Mr. Tang Koon Fook (*Chairman*)
Mr. Lee Sieng Poon (*Managing Director*)
Mr. Yap Boon Teong
Ms. Wong Yuen Lee

INEDs

Mr. Fung Che Wai, Anthony
(resigned on 31 October 2021)
Mr. Lee King Fui (appointed on 1 January 2022)
Mr. Ng Hock Boon
Mr. Lim Sey Hock

The biographical details of each of the Directors are set out in the section headed “Directors and Senior Management Profile” of this annual report. An updated list of the Directors, including the Executive Directors and the INEDs, identifying their roles and functions is also maintained on the respective websites of the Stock Exchange and the Company.

There was no financial, business, family or other material relationship among the Directors.

責任。該等董事委員會的職責包括監察本集團的經營及財務表現，並確保制定適當的內部監控及風險管理。董事會可於其認為適當時不時授予本集團管理層若干職能。管理層主要負責執行董事會採用及不時獲指派的業務計劃、策略及政策。

董事可隨時取閱本集團的資料，且管理層有責任及時向董事提供充足資料，以便董事履行職責。董事有權在適當情況下尋求獨立專業意見，費用由本公司承擔。

組成

本公司致力秉持宗旨並予以執行，認為董事會應包括適當比例的執行董事（「**執行董事**」）及獨立非執行董事（「**獨立非執行董事**」），致使董事會高度獨立，從而有效作出獨立判斷。

於本年報日期，董事會包括以下七名董事，其中獨立非執行董事合共佔董事會成員人數三分之一以上：

執行董事

Tang Koon Fook先生(主席)
Lee Sieng Poon先生(董事總經理)
Yap Boon Teong先生
Wong Yuen Lee女士

獨立非執行董事

馮志偉先生
(於二零二一年十月三十一日辭任)
李勤輝先生(於二零二二年一月一日獲委任)
Ng Hock Boon先生
Lim Sey Hock先生

各董事的履歷詳情載於本年報「董事及高級管理層簡介」一節。本公司亦在聯交所及本公司各自的網站上存置一份最新的董事(包括執行董事及獨立非執行董事)名單，列明彼等的職責及職能。

董事之間並無財務、商業、家族或其他重要關係。



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

The INEDs have brought in a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in the Board meetings and serving on various Board committees, all INEDs will continue to make various contributions to the Company.

Throughout the FY2021 (save for the disclosure in the section headed "Compliance with the Listing Rules/Code Provisions" below), the Company had three INEDs, which was in compliance with the requirement of the Listing Rules that the number of INEDs must represent at least one-third of the Board members, and that at least one of the INEDs has appropriate professional qualifications or accounting or related financial management expertise.

The Company has received an annual confirmation of independence in writing from each of the INEDs pursuant to Rule 3.13 of the Listing Rules. Based on such confirmation and not aware of the occurrence of any event that would impair the independence of the INEDs, the Company considers that all the INEDs are independent and have met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

In FY2021, the chairman of the Board (the "**Chairman**"), being an Executive Director, had held at least one meeting with the INEDs without the presence of other Executive Directors.

Proper insurance coverage in respect of legal actions against the Directors' liability has been arranged by the Company.

Compliance with the Listing Rules/Code Provisions

Immediately following the resignation of Mr. Fung Che Wai, Anthony as an INED on 31 October 2021, the Company had only two INEDs, hence failing to meet the requirements of having (i) at least three INEDs on the Board under Rule 3.10(1) of the Listing Rules; (ii) INEDs who represent at least one-third of the Board under Rule 3.10A of the Listing Rules; and (iii) the minimum number of non-executive Directors for the formation of the Audit Committee under Rule 3.21 of the Listing Rules. On 1 January 2022, the Company appointed Mr. Lee King Fui as an INED and fulfilled the aforesaid requirements of the Listing Rules and the above code provision.

獨立非執行董事為董事會帶來淵博的業務及財務專業知識、經驗及獨立判斷。通過積極參與董事會會議，在各董事委員會供職，全體獨立非執行董事將繼續為本公司作出多方面貢獻。

本公司於二零二一年財政年度(除下文「遵守上市規則／守則條文」一節所披露者外)有三名獨立非執行董事，符合上市規則規定獨立非執行董事的人數須佔董事會成員人數的至少三分之一，且至少有一名獨立非執行董事具備適當專業資格或會計或相關財務管理專業知識。

本公司已收取各獨立非執行董事根據上市規則第3.13條規定以書面形式提交的年度獨立身份確認書。基於該等確認書及在不知悉發生任何將損害獨立非執行董事的獨立性事件的情況下，本公司認為全體獨立非執行董事均屬獨立且已符合上市規則第3.13條所載的獨立指引。

於二零二一年財政年度，董事會主席(「**主席**」)作為執行董事已至少在其他執行董事避席的情況下，與獨立非執行董事舉行一次會議。

本公司已就董事可能面對的法律訴訟作適當投保。

遵守上市規則／守則條文

緊隨馮志偉先生於二零二一年十月三十一日辭任獨立非執行董事後，本公司僅有兩名獨立非執行董事，故未能符合(i)上市規則第3.10(1)條規定董事會必須包括至少三名獨立非執行董事；(ii)上市規則第3.10A條規定獨立非執行董事必須佔董事會成員人數至少三分之一；及(iii)根據上市規則第3.21條項下規定，成立審計委員會的最低非執行董事人數。於二零二二年一月一日，本公司委任李勤輝先生為獨立非執行董事並符合上述上市規則及上文守則條文之要求。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

Directors' Induction and Continuing Professional Development

Each of the Directors has received a formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of the director's responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies.

During FY2021, each of the Directors had attended a training seminar arranged by the Company's Hong Kong legal advisers on directors' responsibilities.

In compliance with code provision A.6.5 of the CG Code, the Company will from time to time fund and arrange suitable training to all the Directors to partake in the continuous professional development (the "CPD") in order to develop and refresh their knowledge and skills in relation to their duties and responsibilities, such that their contribution to the Board remains informed and relevant. All Directors are also encouraged to attend relevant training courses at the Company's expense and they have been requested to provide the Company with their training records. According to the training records maintained by the Company, the CPD programmes received by each of the Directors during the FY2021 is summarised as follows:

董事就任須知及持續專業發展

各董事於首次接受委任時均已獲提供正式、全面及特為其而設的就任須知，以確保其恰當理解本公司營運及業務情況，及完全清楚董事根據法規及普通法、上市規則、法律及其他監管規定須承擔的責任以及本公司業務及管治政策。

於二零二一年財政年度，各董事已參加由本公司的香港法律顧問所安排有關董事職責的培訓座談會。

為遵守企業管治守則守則條文第A.6.5條，本公司將不時為全體董事斥資安排合適培訓參與持續專業發展(「持續專業發展」)，以發展及更新彼等有關職務及職責的知識及技能，從而在知情情況下為董事會作出切合需要的貢獻。本公司亦鼓勵全體董事參加相關培訓課程，費用由本公司承擔，且全體董事已被要求向本公司提供其培訓記錄。根據本公司保存的培訓記錄，各董事於二零二一年財政年度接受的持續專業發展課程概述如下：

Name of Directors 董事姓名	Type of training 培訓類型
Mr. Tang Koon Fook Tang Koon Fook先生	A and B A及B
Mr. Lee Sieng Poon Lee Sieng Poon先生	A and B A及B
Mr. Yap Boon Teong Yap Boon Teong先生	A and B A及B
Ms. Wong Yuen Lee Wong Yuen Lee女士	A and B A及B
Mr. Fung Che Wai, Anthony (resigned on 31 October 2021) 馮志偉先生(於二零二一年十月三十一日辭任)	A and B A及B
Mr. Ng Hock Boon Ng Hock Boon先生	A and B A及B
Mr. Lim Sey Hock Lim Sey Hock先生	A and B A及B

A: attending training sessions, including but not limited to, seminars/webinars, briefings, conferences, forums and workshops

B: reading newspapers, journals and updates relating to the economy, general business, corporate governance and directors' duties and responsibilities

A: 參加培訓課程，包括但不限於座談會／網絡研討會、簡報會、會議、論壇及研討會

B: 閱讀有關經濟、一般商務、企業管治以及董事職務及職責的報刊、雜誌及最新消息



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

Meetings of the Board and the Shareholders and Directors' Attendance Records

During FY2021, regular meetings of the Board was scheduled four times a year at approximately quarterly intervals with notice given to the Directors at least 14 days in advance. For all other Board meetings, notice has been given in a reasonable time in advance. The Directors are allowed to include any matter in the agenda that is required for discussion and resolution at the meeting. To enable the Directors to be properly briefed on issues arising at each of the Board meetings and to make informed decisions, an agenda and the accompanying Board papers are sent to all Directors at least three days before the intended date of the Board meeting, or such other period as agreed. The company secretary of the Company (the "Company Secretary") is responsible for preparing and circulating the abovementioned draft agenda and board papers. All Board meetings' minutes recorded in sufficient detail the matters considered and decisions reached will be kept by a duly appointed secretary of the meeting. Draft and final versions of the minutes are circulated to the Directors for comments and record respectively within a reasonable time after each meeting and the final version is open for the Directors' inspection.

During the FY2021, the Board held four regular meetings at approximately quarterly intervals on 30 March 2021, 20 May 2021, 26 August 2021 and 22 November 2021, and amongst other matters, approved the audited consolidated financial statements of the Group for the year ended 31 December 2020 and the unaudited consolidated financial statements of the Group for the six months ended 30 June 2021.

The attendance records of each Director at the Board meetings during FY2021 is as follows:

董事會及股東會議以及董事出席記錄

於二零二一年財政年度，董事會預定每年定期舉行四次會議，大約每季舉行一次，並最少於會議14日前向董事發出通知。有關所有其他董事會會議，已事先於合理時間發出通知。董事獲准將任何須於會上討論及議決的事宜納入議程。為了讓董事獲恰當簡報各董事會會議上提出的事宜及作出知情決定，議程及隨附董事會文件於董事會會議的擬定日期前最少三日或所協定的其他期間送交全體董事。本公司的公司秘書(「公司秘書」)負責編製及分發上述起草議程及董事會文件。充分詳列考量事宜及達成決策的所有董事會會議記錄將由會議正式委任的秘書保管。會議記錄草案及定稿於每次會議之後的合理時間內向董事傳閱以供其發表意見及記錄，定稿可供董事查閱。

於二零二一年財政年度，董事會已於二零二一年三月三十日、二零二一年五月二十日、二零二一年八月二十六日及二零二一年十一月二十二日按約每季度一次舉行四次定期會議，以(其中包括)批准本集團截至二零二零年十二月三十一日止年度的經審核綜合財務報表及截至二零二一年六月三十日止六個月的未經審核綜合財務報表。

於二零二一年財政年度，各董事的董事會會議出席記錄如下：

Name of Directors 董事姓名	No. of Attendance/ No. of Meetings 出席次數／會議次數
Mr. Tang Koon Fook Tang Koon Fook先生	4/4
Mr. Lee Sieng Poon Lee Sieng Poon先生	4/4
Mr. Yap Boon Teong Yap Boon Teong先生	4/4
Ms. Wong Yuen Lee Wong Yuen Lee女士	4/4
Mr. Fung Che Wai, Anthony (resigned on 31 October 2021) 馮志偉先生(於二零二一年十月三十一日辭任)	3/3
Mr. Ng Hock Boon Ng Hock Boon先生	4/4
Mr. Lim Sey Hock Lim Sey Hock先生	4/4

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

During FY2021, the Company held its annual general meeting (the “AGM”) on 20 May 2021 which all Directors attended.

The Board held a meeting on 30 March 2022 and, amongst other matters, considered and approved the audited consolidated financial statements of the Group for FY2021.

Board Diversity Policy

The Company has adopted a Board Diversity Policy whereby it recognises and embraces the importance and benefits of a diversity of Board members. It endeavours to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business. All Board nominations, appointments and reappointments will continue to be made on a merit basis with due regard for the benefits of diversity of the Board members and the nomination policy of the Company. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge.

CHAIRMAN AND CHIEF EXECUTIVE

During FY2021 and up to the date of this annual report, Mr. Tang Koon Fook was the Chairman whilst Mr. Lee Sieng Poon was the Managing Director and they will continue to act in such capacities subsequent to the financial year end date of FY2021. Therefore, the Company has complied with code provision A.2.1 of the CG Code, which stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

The Chairman has been responsible for the overall management, strategic planning and the day-to-day business operation and financial management of the Group. The Managing Director has been responsible for the overall management, research and development, the day-to-day management of the sales and marketing, maintenance of customer and supplier relationship of the Group and overseeing the Sanctions Oversight Committee.

BOARD COMMITTEES

The Board has established certain Board committees, including the Audit Committee, the Remuneration Committee, the Nomination Committee and the Sanctions Oversight Committee, to oversee particular aspects of the Company's affairs. All Board committees are provided with sufficient resources to discharge their duties and upon reasonable request, members of the Board committees are able to seek independent professional advice in appropriate circumstances at the Company's expenses.

於二零二一年財政年度，本公司已於二零二一年五月二十日舉行由全體董事出席的股東週年大會(「股東週年大會」)。

董事會已於二零二二年三月三十日舉行一次會議，以(其中包括)審議及批准本集團於二零二一年財政年度的經審核綜合財務報表。

董事會多元化政策

本公司已採納董事會多元化政策，藉此明白並深信董事會成員多元化的重要性及裨益，並致力確保董事會具備適用於本公司業務要求的技巧、經驗及多元化思維的平衡配套。董事會所有提名、委任及續聘將繼續以用人唯才為原則，兼顧董事會成員多元化的利益及本公司的提名政策，並將根據一系列多元化思維(包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能及知識)挑選候選人。

主席及行政總裁

於二零二一年財政年度及直至本年報日期，Tang Koon Fook先生為主席，而Lee Sieng Poon先生為董事總經理，且彼等將於二零二一年財政年度之財政年結日後繼續以該等身份行事。因此，本公司已遵守企業管治守則的守則條文第A.2.1條，其規定主席與行政總裁之角色應有區分，並不應由同一人兼任。

主席負責本集團整體管理、策略規劃以及日常業務營運及財務管理。董事總經理負責本集團整體管理、研發、日常營銷管理、維繫與客戶及供應商的關係及監督制裁監督委員會。

董事委員會

董事會已設立若干董事委員會，包括審計委員會、薪酬委員會、提名委員會及制裁監督委員會，以監督本公司特定方面的事務。所有董事委員會均獲充分資源以履行其職責，且於合理要求時，董事委員會成員均可在適當情況下尋求獨立專業意見，費用由本公司承擔。



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

Audit Committee

The Audit Committee was established on 8 June 2017 with written terms of reference in compliance with the code provisions of the CG Code. Such written terms of reference were revised on 1 January 2019 to conform with the requirements under the CG Code and the Listing Rules. The written terms of reference of the Audit Committee are published on the respective websites of the Stock Exchange and the Company. The existing Audit Committee comprises all the three INEDs, namely Mr. Lim Sey Hock, Mr. Ng Hock Boon and Mr. Lee King Fui (appointed on 1 January 2022) who is the chairman of the Audit Committee. Mr. Fung Che Wai, Anthony was the chairman of the Audit Committee until his resignation on 31 October 2021 during the reporting period.

The principal roles and functions of the Audit Committee include but are not limited to:

- making recommendations to the Board on the appointment, re-appointment and removal of the external auditors, and approving their remuneration and terms of engagement, and handling any questions regarding their resignation or dismissal;
- reviewing and monitoring the external auditors' independence and objectivity and the effectiveness of the audit process in accordance with applicable standards and discussing with the external auditors on the nature and scope of the audit and reporting obligations before the audit commences;
- developing and implementing a policy on engaging external auditors to supply non-audit services and reporting to the Board, identifying and making recommendations on any matters where action or improvement is needed;
- monitoring the integrity of the Company's financial statements and accounts as well as annual report and half-year report, and reviewing significant financial reporting judgments contained in them;
- reviewing the Company's financial reporting system, and risk management and internal control systems;
- discussing the risk management and internal control systems with management to ensure that management has performed its duty to have such effective systems;
- considering major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;

審計委員會

審計委員會於二零一七年六月八日成立，其書面職權範圍符合企業管治守則守則條文。該等書面職權範圍已於二零一九年一月一日修訂，以符合企業管治守則及上市規則的規定。審計委員會的書面職權範圍已分別刊載於聯交所及本公司網站。現時審計委員會由全體三名獨立非執行董事組成，即Lim Sey Hock先生、Ng Hock Boon先生及李勤輝先生（於二零二二年一月一日獲委任）（審計委員會主席）。於報告期間，馮志偉先生於二零二一年十月三十一日辭任前為審計委員會主席。

審計委員會的主要職責及職能包括但不限於：

- 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准其薪酬及聘用條款，及處理任何有關其辭任或辭退的問題；
- 按適用標準檢討及監察外聘核數師是否獨立客觀及核數程序是否有效，並於核數工作開始前與外聘核數師討論核數性質及範疇及有關申報責任；
- 就委聘外聘核數師提供非核數服務制定政策，並予以執行，以及就任何須採取行動或改善的事項向董事會報告，並提出建議；
- 監察本公司的財務報表及賬目以及年度報告及半年度報告的完整性，並審閱其中所載的重大財務申報判斷；
- 審閱本公司的財務申報制度、風險管理及內部監控系統；
- 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統；
- 主動或應董事會的委派，就有關風險管理及內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究；

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

- where an internal audit function exists, ensuring co-ordination between the internal and external auditors, ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company, and reviewing and monitoring its effectiveness;
- reviewing the Group's financial and accounting policies and practices;
- reviewing the external auditors' management letter, any material queries raised by the auditors to management about the accounting records, financial accounts or systems of control and management's response;
- ensuring that the Board will provide a timely response to the issues raised in the external auditors' management letters; and
- considering other topics as defined by the Board.
- 如有內部審核功能，確保內部和外聘核數師的工作得到協調，並確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位，以及檢討及監察其成效；
- 檢討本集團的財務及會計政策及實務；
- 檢查外聘核數師給予管理層的《審核情況說明函件》、外聘核數師就會計紀錄、財務賬目或監控制度向管理層提出的任何重大疑問及管理層作出的回應；
- 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；及
- 研究其他由董事會界定的課題。

During FY2021, two Audit Committee meetings were held on 23 March 2021 and 19 August 2021, respectively; and the Audit Committee, amongst other matters, considered and approved the draft audited consolidated financial statements of the Group for FY2020 and the unaudited consolidated financial statements of the Group for the six months ended 30 June 2021 for presentation to the Board for consideration and approval and audit-related matters.

於二零二一年財政年度，審計委員會分別於二零二一年三月二十三日及二零二一年八月十九日舉行兩次會議，並(其中包括)審議及批准向董事會提呈供審議及批准本集團二零二零年財政年度的經審核綜合財務報表及本集團截至二零二一年六月三十日止六個月的未經審核綜合財務報表草案及審核相關事宜。

The attendance record of each INED at the Audit Committee meetings during FY2021 is as follows:

各獨立非執行董事於二零二一年財政年度的審計委員會會議出席記錄如下：

Name of Directors 董事姓名	No. of Attendance/ No. of Meetings 出席次數／會議次數
Mr. Fung Che Wai, Anthony (resigned on 31 October 2021) 馮志偉先生(於二零二一年十月三十一日辭任)	2/2
Mr. Ng Hock Boon Ng Hock Boon先生	2/2
Mr. Lim Sey Hock Lim Sey Hock先生	2/2



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

The Audit Committee held a meeting on 23 March 2022 and, amongst other matters, considered and approved for presentation to the Board for consideration and approval the draft audited consolidated financial statements of the Group for FY2021. The chairman and the other members of the Audit Committee attended such meeting.

Remuneration Committee

The Remuneration Committee was established on 8 June 2017 with written terms of reference in compliance with the code provisions of CG Code. The written terms of reference of the Remuneration Committee are published on the respective websites of the Stock Exchange and the Company. The existing Remuneration Committee comprises two INEDs, namely Mr. Lim Sey Hock and Mr. Ng Hock Boon and Mr. Tang Koon Fook, the Chairman and an Executive Director. Mr. Lim Sey Hock is the chairman of the Remuneration Committee.

The principal roles and functions of the Remuneration Committee include but are not limited to:

- making recommendations to the Board on the Company's policy and structure for the remuneration of all Directors and senior management and on the establishment of a formal and transparent procedure for developing the remuneration policy;
- reviewing and approving the management's remuneration proposals by reference to the Board's corporate goals and objectives;
- either: (i) to determine, with delegated responsibility, the remuneration packages of individual Executive Directors and senior management; or (ii) to make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management. This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
- making recommendations to the Board on the remuneration of the non-executive Directors;
- considering the salaries paid by comparable companies, time commitment, responsibilities and employment conditions elsewhere in the Group;
- reviewing and approving the compensation payable to the Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with the contractual terms and is otherwise fair and not excessive;

審計委員會於二零二二年三月二十三日舉行一次會議，並(其中包括)審議及批准向董事會提呈相關決議案，以審議及批准本集團於二零二一年財政年度的經審核綜合財務報表草案。審計委員會主席及其他成員均出席了該會議。

薪酬委員會

薪酬委員會於二零一七年六月八日成立，其書面職權範圍符合企業管治守則守則條文。薪酬委員會的書面職權範圍已分別刊載於聯交所及本公司網站。薪酬委員會由兩名獨立非執行董事(即Lim Sey Hock先生及Ng Hock Boon先生)及主席兼執行董事Tang Koon Fook先生組成。Lim Sey Hock先生為薪酬委員會主席。

薪酬委員會的主要職責及職能包括但不限於：

- 就本公司的董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂薪酬政策，向董事會提出建議；
- 因應董事會所制訂的企業方針及目標，檢討及批准管理層的薪酬方案；
- 以下兩者之一：(i)獲董事會轉授責任釐定個別執行董事及高級管理人員的薪酬待遇；或(ii)向董事會建議個別執行董事及高級管理人員的薪酬待遇。此應包括非金錢利益、退休金權利及賠償金額(包括喪失或終止職務或委任的賠償)；
- 就非執行董事的薪酬向董事會提出建議；
- 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件等；
- 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，則賠償亦須公平合理，不致過多；

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

- reviewing and approving the compensation arrangements relating to the dismissal or removal of the Directors for misconduct to ensure that they are consistent with the contractual terms and are otherwise reasonable and appropriate; and
- ensuring that no Director or any of his associates (as defined in the Listing Rules) is involved in deciding his own remuneration.

During FY2021, one Remuneration Committee meeting was held on 23 March 2021 and the chairman and the other members of the Remuneration Committee attended such meeting.

The Remuneration Committee held a meeting on 23 March 2022, and among other things, reviewed and recommended to the Board for consideration certain remuneration-related matters of the Directors and senior management. The chairman and the other members of the Remuneration attended such meeting.

Nomination Committee

The Nomination Committee was established on 8 June 2017 with written terms of reference in compliance with the code provisions of the CG Code. Such written terms of reference were revised on 1 January 2019 to conform with the requirements under the CG Code. The written terms of reference of the Nomination Committee are published on the respective websites of the Stock Exchange and the Company. The existing Nomination Committee comprises two INEDs, namely Mr. Lim Sey Hock and Mr. Ng Hock Boon, and Mr. Tang Koon Fook, the Chairman and an Executive Director. Mr. Tang Koon Fook is the chairman of the Nomination Committee.

The principal roles and functions of the Nomination Committee include but are not limited to:

- reviewing the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- identifying individuals suitably qualified to become members of the Board and selecting or making recommendations to the Board on the selection of individuals nominated for directorships;
- assessing the independence of the INEDs;
- making recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for the Directors, in particular, the Chairman and the chief executive; and

- 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；倘未能與合約條款一致，則有關賠償亦須合理適當；及
- 確保任何董事或其任何聯繫人士(定義見上市規則)不得參與釐定他自己的薪酬。

於二零二一年財政年度，薪酬委員會於二零二一年三月二十三日舉行一次會議，薪酬委員會主席及其他成員均出席了該會議。

薪酬委員會於二零二二年三月二十三日舉行一次會議，並(其中包括)審閱及向董事會建議審議若干與董事及高級管理層薪酬有關的事項。薪酬委員會主席及其他成員均出席了該會議。

提名委員會

提名委員會於二零一七年六月八日成立，其書面職權範圍符合企業管治守則守則條文。該等書面職權範圍已於二零一九年一月一日修訂，以符合企業管治守則的規定。提名委員會的書面職權範圍已分別刊載於聯交所及本公司網站。現時提名委員會由兩名獨立非執行董事(即Lim Sey Hock先生及Ng Hock Boon先生)及主席兼執行董事Tang Koon Fook先生組成。Tang Koon Fook先生為提名委員會主席。

提名委員會的主要職責及職能包括但不限於：

- 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及觀點多元化)並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；
- 就董事委任或重新委任以及董事(尤其是主席及行政總裁)繼任計劃向董事會提出建議；及



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

- reviewing the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives

During FY2021, one Nomination Committee meeting was held on 23 March 2021 and the chairman and the other members of the Nomination Committee attended such meeting.

The Nomination Committee held a meeting on 23 March 2022 and among other things, reviewed the structure, size and composition of the Board, assessed the independence of the INEDs and recommended to the Board for consideration the re-appointment of the retiring Directors at the forthcoming AGM. The chairman and the other members of the Nomination Committee attended such meeting.

Sanctions Oversight Committee

The Sanctions Oversight Committee was established on 28 February 2017. The current members of the Sanctions Oversight Committee are Mr. Lee Sieng Poon and Ms. Wong Yuen Lee, both Executive Directors. Mr. Lee Sieng Poon is the chairman of the Sanctions Oversight Committee.

The principal roles and functions of the Sanctions Oversight Committee include but are not limited to:

- evaluating the sanctions risks prior to determining whether the Group should embark on any business opportunities in the Sanctioned Countries (as defined below) and with Sanctioned Persons (as defined below);

Remarks:

- "Sanctioned Countries" means countries whose governments such as the United States of America ("USA") or Australia, or governmental organisations such as the European Union or the United Nations, have, through an executive order, passing of legislation or other governmental means, implemented measures that impose economic sanctions against such countries or against targeted industry sectors, groups of companies or persons, and/or organisations within such countries.
- "Sanctioned Persons" means certain person(s) and identity(ies) listed on the Specially Designated Nationals and Blocked Persons List of the United States Department of Treasury's Office of Foreign Assets Control ("OFAC") or other restricted parties lists maintained by the USA, the European Union, the United Nations or Australia.

- 檢討董事會多元化政策及董事會不時採納以執行該董事會多元化政策的任何可計量目標，以及檢討目標達成進度。

於二零二一年財政年度，提名委員會於二零二一年三月二十三日舉行一次會議，提名委員會主席及其他成員均出席了該會議。

提名委員會於二零二二年三月二十三日舉行一次會議，並(其中包括)審查董事會的架構、人數及組成，評估獨立非執行董事的獨立性及於應屆股東週年大會上向董事會建議考慮重新委任退任董事。提名委員會主席及其他成員均出席了該會議。

制裁監督委員會

制裁監督委員會於二零一七年二月二十八日成立。制裁監督委員會的現任成員為執行董事Lee Sieng Poon先生及Wong Yuen Lee女士。Lee Sieng Poon先生為制裁監督委員會的主席。

制裁監督委員會的主要職責及職能包括但不限於：

- 於判定本集團是否應把握於受制裁國家(定義見下文)及與受制裁人士(定義見下文)的任何商機前評估制裁風險；

附註：

- 「受制裁國家」指多個國家政府(如美利堅合眾國(「美國」)或澳洲)或政府組織(如歐盟或聯合國)透過行政命令、通過立法或其他政府手段，對某些國家實施經濟制裁的措施，或對該等國家內特定行業、公司組別或人士及／或組織實施經濟制裁。
- 「受制裁人士」指名列美國財政部海外資產控制辦公室(「海外資產控制辦公室」)特別指定國家和被禁實體名單(Specially Designated Nationals and Blocked Persons List)或美國、歐盟、聯合國或澳洲制訂的其他受限制人士名單的若干人士。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

- reviewing and approving all relevant business transaction documentation from customers or potential customers from Sanctioned Countries and with Sanctioned Persons. In particular, reviewing the information (such as the identity and nature of business as well as its ownership) relating to the counterparty to the contract along with the draft business transaction documentation;
- checking the counterparty against the various lists of restricted parties and countries maintained by the USA, the European Union, the United Nations or Australia, including, without limitation, any government, individual or entity that is the subject of any OFAC-administered sanctions which lists are publicly available, and determining whether the counterparty is, or is owned or controlled by, a person located in Sanctioned Countries or a Sanctioned Person; and
- periodically reviewing the Company's internal control policies and procedures with respect to sanctions matters, including but not limited to the global sanctions policy of the Board.
- 審閱及批准所有來自受制裁國家的客戶或潛在客戶及與受制裁人士的相關業務交易文件。具體而言，審閱有關合約對手方的資料(如身份、業務性質及其所有權等)以及業務交易文件草稿；
- 將合約對手方與美國、歐盟、聯合國或澳洲備有的多份受限制方及國家(包括但不限於屬海外資產控制辦公室制裁對象的任何政府、個人或實體)名單(有關名單為公開資料)進行核對，釐定合約對手方是否屬於或是否由位於受制裁國家的人士或受制裁人士擁有或控制；及
- 定期審查本公司有關制裁事宜的內部控制政策及程序，包括但不限於董事會的全球制裁政策。

During FY2021, one Sanctions Oversight Committee meeting was held on 23 March 2021; and the Sanctions Oversight Committee had undertaken review on, amongst other matters, (i) the list of Sanctioned Countries and Sanctioned Persons against the list of customers and potential customers of the Group; (ii) the global sanctions policy adopted by the Company; and (iii) the current procedures put in place to detect and avoid doing business with customers or potential customers from Sanctioned Countries and with Sanctioned Persons.

The attendance record of the Sanctions Oversight Committee meeting during the FY2021 is as follows:

於二零二一年財政年度，制裁監督委員會於二零二一年三月二十三日舉行一次會議，及制裁監督委員會已審閱(其中包括)(i)受制裁國家及受制裁人士名單與本集團客戶及潛在客戶名單；(ii)本公司採納的全球制裁政策；及(iii)目前制定的檢測受制裁國家客戶或潛在客戶及受制裁人士以及避免與其進行業務往來的程序。

於二零二一年財政年度，制裁監督委員會會議的出席記錄如下：

Name of Sanctions Oversight Committee Member 薪酬組別(港元)	No. of Attendance/ No. of Meetings 人數
Mr. Lee Sieng Poon Lee Sieng Poon先生	1/1
Ms. Wong Yuen Lee Wong Yuen Lee女士	1/1

The Sanctions Oversight Committee held a meeting on 23 March 2022 and amongst other things, reviewed the list of Sanctioned Countries and Sanctioned Persons against the list of customers and potential customers of the Group. The chairman and the other member of the Sanctions Oversight Committee attended such meeting.

制裁監督委員會於二零二二年三月二十三日舉行一次會議，以(其中包括)審閱受制裁國家及受制裁人士名單與本集團客戶及潛在客戶名單。制裁監督委員會主席及其他成員均出席了該會議。



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

Corporate Governance Functions

The Audit Committee is responsible for performing the corporate governance functions as set out in code provision D.3.1 of the CG Code, which include but are not limited to:

- developing and reviewing the Company's policies and practices on corporate governance and making recommendations to the Board;
- reviewing and monitoring the training and CPD of the Directors and senior management;
- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and the Directors; and
- reviewing the Company's compliance with the CG Code and disclosure in this report.

NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of the Directors to the Nomination Committee of the Company. Without prejudice to the authority and duties of the Nomination Committee as set out in its terms of reference, the ultimate responsibility for selection and appointment of the Directors rests with the entire Board.

The Nomination Committee will recommend to the Board for the selection, appointment and re-appointment of a Director including an INED in accordance with the following procedures and process:

A. The Nomination Committee

- i will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;

企業管治職能

審計委員會負責履行企業管治守則守則條文第D.3.1條所載的企業管治職能，其中包括但不限於：

- 制訂及檢討本公司企業管治政策及常規，向董事會提出建議；
- 檢討及監察董事及高級管理人員的培訓及持續專業發展；
- 檢討及監察本公司就遵守法律及監管要求的政策及常規；
- 制定、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
- 檢討本公司遵守企業管治守則的情況及在本報告內的披露。

提名政策

董事會已將其甄選及委任董事的責任及權限轉授予本公司提名委員會。在不觸及提名委員會書面職權範圍所載的權限及職責的情況下，甄選及委任董事的最終責任歸屬於全體董事會。

提名委員會將根據下列程序及流程就董事(包括獨立非執行董事)的選舉、委任及續聘向董事會提出建議：

A. 提名委員會

- i 將於適當考慮董事會當前的組成及規模後，首先制定一份所需技能、觀點及經驗清單，以集中物色工作；

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

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| <p>ii may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:</p> <ul style="list-style-type: none"> (a) Diversity in the aspects of, amongst others, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service; (b) Commitment for responsibilities of the Board in respect of available time and relevant interest (details of the Board Diversity Policy is set out on page 71 of this annual report; (c) Qualifications, both academic and professional, including accomplishment and experience in the relevant industries in which the Group's business is involved; (d) Independence (for INEDs); (e) Reputation for integrity; (f) Potential contributions that the individual can bring to the Board; and (g) Plan(s) in place for the orderly succession of the Board. <p>iii may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;</p> <p>iv will consider a broad range of candidates who are in and outside of the Board's circle of contacts;</p> <p>v upon considering a candidate's suitability for the directorship, will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;</p> <p>vi will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate; and</p> | <p>ii 於物色或甄選合適候選人時可諮詢其認為適當的任何來源，例如現有董事的推薦、廣告、第三方代理公司的推薦及股東的建議，並適當考慮(包括但不限於)下列因素：</p> <ul style="list-style-type: none"> (a) 各方面的多樣性，其中包括性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年限； (b) 其能投放於董事會職責的可付出的時間及相關利益(董事會多元化政策的詳情載於本年報第71頁)； (c) 學術及專業資格，包括涉及本集團業務的相關行業的成就和經驗； (d) 獨立性(就獨立非執行董事而言)； (e) 誠信聲譽； (f) 個人可以為董事會帶來的潛在貢獻；及 (g) 為董事會有序繼任而制定的計劃。 <p>iii 可採用其認為適當的任何程序評估候選人的合適性，例如面試、背景調查、演講及第三方背景調查；</p> <p>iv 將考慮在董事會聯絡圈內外的各類候選人；</p> <p>v 在考慮適合擔任董事職位的候選人後，將舉行會議及／或以書面決議案方式向董事會提交委任建議以供酌情批准；</p> <p>vi 將向薪酬委員會提供所選候選人的相關資料，以供考慮該選定的候選人的薪酬待遇；及</p> |
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企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

vii will thereafter make the recommendation to the Board in relation to the proposed appointment.

B. Where a Non-Executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;

C. The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be;

D. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required; and

E. Where the Board proposes a resolution to elect or re-elect a candidate as Director at the following general meeting, the relevant information of the candidate will be disclosed in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting in accordance with the Listing Rules and/or applicable laws and regulations.

vii 其後，將就建議委任向董事會提出建議。

B. 倘考慮非執行董事，薪酬委員會將就薪酬政策及架構向董事會提出建議；

C. 董事會可安排選定的候選人由不屬提名委員會成員的董事會成員進行面試，此後，董事會將審議並決定任命(視情況而定)；

D. 所有董事的任命，將通過提交相關董事表示同意擔任董事的文件(或要求相關董事確認或接受任命為董事的任何其他類似文件(視情況而定))予相關法定機構(如有需要)作存檔予以確認；及

E. 倘董事會於下屆股東大會上提呈決議案選舉或重選董事候選人，有關候選人資料將根據上市規則及／或適用法律及法規於致股東通函及／或有關股東大會通告隨附說明函件內披露。

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the Executive Directors has entered into a service agreement with the Company for a term of three years commencing on 11 July 2017 (the “**Listing Date**”), which may be terminated by not less than three months’ notice served by either party on the other. Such agreements had been renewed for a further three-year term upon its expiry.

Mr. Ng Hock Boon, an INED, has entered into a letter of appointment with the Company for a period of three years commencing on the Listing Date, which had been renewed for a further three-year term upon its expiry. Each of Mr. Lim Sey Hock and Mr. Lee King Fui, both INEDs, has entered into a letter of appointment with the Company for a period of three years commencing on 1 August 2020 and 1 January 2022 respectively. All of the letters of appointment may be terminated by not less than three months’ notice served by either party on the other.

委任及重選董事

各執行董事已與本公司訂立服務協議，自二零一七年七月十一日(「**上市日期**」)起計為期三年，可由一方向另一方送達不少於三個月通知予以終止。有關協議於屆滿時已再續期三年。

獨立非執行董事Ng Hock Boon先生已與本公司訂立委任函，於屆滿時已再續期三年。獨立非執行董事Lim Sey Hock先生及李勤輝先生各自已與本公司訂立委任函，分別自二零二零年八月一日及二零二二年一月一日起計為期三年。所有委任函可由一方向另一方送達不少於三個月通知予以終止。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

None of the Directors has a service agreement or letter of appointment with the Company or any of its subsidiaries other than the agreements/letters of appointment expiring or determinable by the Company within one year without the payment of compensation (other than statutory compensation).

Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his appointment and shall be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

All the Directors, including INEDs, are subject to retirement by rotation and are eligible for re-election in accordance with the Articles of Association. At each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at the AGM at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and does not offer himself for re-election. Any further Directors so to retire shall be those who have been the longest in office since their last re-election or appointment and so that as between the persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

Particulars of the Directors' remuneration for FY2021 are set out in Note 11 to the consolidated financial statements of the Group for FY2021.

Pursuant to code provision B.1.5 of the CG Code, the remuneration of the members of the senior management (other than the Directors) whose particulars are contained in the section headed "Profile of Directors and Senior Management" in this annual report by band is set out below:

概無董事已與本公司或其任何附屬公司訂立任何服務協議或委任函(不包括於一年內屆滿或由本公司於一年內終止而毋須支付賠償(法定賠償除外)的協議/委任函)。

任何獲董事會委任以填補臨時空缺的董事任期將直至其獲委任後首屆股東大會為止，並於該大會上重選連任，而任何獲董事會委任以增加現有董事會人數的董事任期僅至下屆股東週年大會為止，屆時將符合資格重選連任。

全體董事(包括獨立非執行董事)須依據組織章程細則輪席退任及符合資格重選連任。於每屆股東週年大會上，當時三分之一董事(如數目非三之倍數，則取最接近之數，但不得少於三分之一)將輪席退任，惟各董事須最少每三年於股東週年大會退任一次。退任董事將符合資格重選連任，並於其退任的整個大會舉行期間仍以董事身份行事。輪席退任的董事包括(就確保輪值退任的董事人數而言)任何擬退任且不願重選連任的董事。任何其他擬退任的董事指自其上次獲重選或委任以來服務年期最長的董事，故此，於同一日成為或獲重選董事的人士之間，以抽籤決定將退任董事人選，該等董事之間另行作出決定的情況除外。

董事及高級管理層薪酬

二零二一年財政年度董事的薪酬詳情載於本集團二零二一年財政年度之綜合財務報表附註11。

根據企業管治守則守則條文第B.1.5條，高級管理人員(董事除外)薪酬(其資料按組別載於本年報「董事及高級管理層簡介」一節內)載列如下：

Remuneration band (in HK\$) 薪酬組別(港元)	Number of individuals 人數
Nil to 1,000,000 零至1,000,000	1

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

CHANGE IN INDEPENDENT AUDITORS

KPMG PLT had been the Independent Auditors since the Listing Date. On 22 May 2020, KPMG PLT retired as the Independent Auditors at the 2020 AGM and had not seek for re-appointment thereat. On the same date, Mazars PLT was appointed by the Shareholders as the Independent Auditor to hold office until the conclusion of the 2021 AGM. Mazars PLT was re-appointed as the Independent Auditors in the 2021 AGM.

INDEPENDENT AUDITORS' REMUNERATION

For the FY2021, Mazars PLT was engaged as the Group's independent auditors, while JWMG CPA Limited, Corpwerk PAC and Wimonrat Kumluanlom, CPA were engaged as the independent auditors for S&P (Hong Kong) Holding Limited, S&P Food Pte. Ltd (both wholly-owned indirect subsidiaries of the Company), and M. Ace Thailand Co. Ltd. (90.6%-owned indirect subsidiary of the Company), respectively.

The remuneration paid/payable to all independent auditors and their affiliates in respect of FY2021 is set out below:

Services		Fee paid/ payable RM 已付／應付費用 馬來西亞令吉
服務		
Audit services — Auditors' fee of the Company	核數服務 — 本公司核數師費用	280,000
Audit services — Other Auditors fee	核數服務 — 其他核數師費用	19,208
Non-audit services — Taxation	非核數服務 — 稅務	27,100
Total	總計	326,308

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of the consolidated financial statements of the Group for FY2021.

獨立核數師變更

KPMG PLT自上市日期起一直為獨立核數師。於二零二零年五月二十二日，KPMG PLT於二零二零年股東週年大會上退任獨立核數師，且不尋求連任。同日，Mazars PLT獲股東委任為獨立核數師，任期至二零二一年股東週年大會結束時為止。Mazars PLT於二零二一年股東週年大會獲續聘為獨立核數師。

獨立核數師酬金

於二零二一年財政年度，Mazars PLT獲聘為本集團的獨立核數師，而金威萬國會計師事務所有限公司、Corpwerk PAC及Wimonrat Kumluanlom, CPA分別獲聘為本公司間接全資附屬公司S&P (Hong Kong) Holding Limited及S&P Food Pte. Ltd.以及本公司擁有90.6%權益的間接附屬公司M. Ace Thailand Co. Ltd.的獨立核數師。

二零二一年財政年度已付／應付所有獨立核數師及其分公司的薪酬載列如下：

董事對財務報表的責任

董事知悉彼等有責任編製本集團二零二一年財政年度的綜合財務報表。

CORPORATE GOVERNANCE REPORT (Continued)

The Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

In addition, Mazars PLT have stated in its independent auditors' report the responsibilities of the Directors for the consolidated financial statements of the Group for FY2021.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks the Company is willing to take in achieving the Company's strategic objectives, and ensuring that the Company establishes and maintains appropriate and effective risk management and internal control systems. The Board oversees management in the design, implementation and monitoring of the risk management and internal control systems. The Board acknowledges that 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 had reviewed its need for an internal audit function and engaged an external third party professional firm to carry out such function under the leadership of the Board and the Audit Committee during FY2021.

During FY2021, the Board, through the Audit Committee, has overseen the effectiveness of the internal control system of the Group covering all material controls, including financial, operational and compliance as well as risk management on an ongoing basis. The Board considers that the Group's risk management and internal control systems are adequate and effective. The Board expects that a review of the risk management and internal control systems will be performed annually.

DISCLOSURE OF INSIDE INFORMATION

The Group acknowledges its responsibilities under the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong and the Listing Rules and the overriding principle that inside information should be announced promptly. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules as well as the "Guidelines on Disclosure of Inside Information" published by the Securities and Futures Commission of Hong Kong in June 2012;

董事並無發現有任何重大不明朗情況而有關可能對本公司持續經營能力產生重大疑問的事件或情況。

此外，Mazars PLT已於其獨立核數師報告述明董事就本集團二零二一年財政年度綜合財務報表須承擔的責任。

風險管理及內部監控

董事會全面負責評估及釐定本公司達成其策略目標時所願意接受的風險性質及程度，並確保本公司設立及維持合適及有效的風險管理及內部監控系統。董事會監督管理層對風險管理及內部監控系統的設計、實施及監察。董事會知悉有關風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。在董事會及審計委員會領導下，本公司已於二零二一年財政年度審閱是否需要內部審核職能，並已委聘一間外部第三方專業公司來執行有關職能。

於二零二一年財政年度，董事會透過審計委員會已持續監察本集團內部監控系統是否有效，範圍包括財務、經營、合規及風險管理等所有重大控制。董事會認為，本集團的風險管理及內部監控系統充分有效。董事會預計將每年對風險管理及內部監控系統進行審閱。

內幕消息披露

本集團知悉其根據證券及期貨條例(香港法例第571章)及上市規則所應履行的責任，整體原則是內幕消息必須即時公佈。處理及發佈內幕消息的程序及內部控制措施如下：

- 本集團處理事務時會充分考慮上市規則項下的披露規定以及香港證券及期貨事務監察委員會於二零一二年六月頒佈的「內幕消息披露指引」；



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

- the Group has implemented and disclosed its policy on fair disclosure by pursuing broad, non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and the Company's website;
 - the Group has strictly prohibited unauthorised use of confidential or inside information; and
 - the Group has established and implemented procedures for responding to external enquiries about the Group's affairs, so that only the Executive Directors, the Company Secretary and the Chief Financial Officer of the Company are authorised to communicate with parties outside the Group.
- 本集團透過財務報告、公告及本公司網站等途徑向公眾廣泛及非獨家披露資料，以實施及披露其公平披露政策；
 - 本集團已嚴格禁止未經授權使用機密或內幕消息；及
 - 本集團已就外界查詢本集團事務訂立及執行回應程序，據此，只有執行董事、公司秘書及本公司首席財務官方獲授權與本集團外部人士溝通。

COMPANY SECRETARY

The Company Secretary supports the Board by ensuring that reliable and relevant flow of information is maintained amongst members of the Board and that all procedures have been adhered to in accordance with applicable laws, rules and regulations.

Ms. Chan Hau Lai ("**Ms. Chan**") was appointed as Company Secretary on 27 January 2021 in place of Sir Kwok Siu Man KR. Ms. Chan resigned as Company Secretary on 26 August 2021 and Ms. Leung Ho Yee ("**Ms. Leung**") was appointed as Company Secretary in place of Ms. Chan on the same day.

Ms. Leung was nominated by Boardroom Corporate Service (HK) Limited ("**Boardroom**") to be the Company Secretary and Boardroom has been providing certain corporate secretarial services to the Company pursuant to an engagement letter entered into between the Company and Boardroom. The primary person at the Company with whom Ms. Leung has been contacting in respect of company secretarial matters is the Chief Financial Officer, Ms. Celine Liew Tong Fung.

Ms. Leung has undertaken no less than 15 hours of relevant CPD training during FY2021 pursuant to Rule 3.29 of the Listing Rules.

公司秘書

公司秘書透過確保董事會成員之間維持可靠及相關資訊流通以及所有程序均按照適用法律、規則及規例進行而支持董事會。

陳巧麗女士(「**陳女士**」)於二零二一年一月二十七日獲委任為公司秘書，接替郭兆文黎剎騎士勳賢。陳女士於二零二一年八月二十六日辭任公司秘書，梁可怡女士(「**梁女士**」)於同日獲委任為本公司之公司秘書，接替陳女士。

梁女士獲寶德隆企業服務(香港)有限公司(「**寶德隆**」)提名為本公司之公司秘書，而寶德隆已根據本公司與其訂立的委聘函向本公司提供若干公司秘書服務。梁女士就公司秘書事宜進行聯繫的本公司主要負責人為首席財務官Celine Liew Tong Fung女士。

根據上市規則第3.29條，梁女士已於二零二一年財政年度接受不少於15小時的相關持續專業發展培訓。

CORPORATE GOVERNANCE REPORT (Continued)

SHAREHOLDERS' RIGHTS

Procedures for Putting Forward Proposals at Shareholders' Meetings

There are no provisions allowing Shareholders to make proposals or move resolutions at the AGMs under the memorandum of association of the Company and the Articles of Association or the laws of the Cayman Islands. Shareholders who wish to make proposals or move a resolution may, however, convene an extraordinary general meeting (the “**EGM**”) in accordance with the “Procedures for Shareholders to convene an EGM” set out below.

Procedures for Shareholders to Convene an EGM

According to Article 58 of the Articles of Association, any one or more Shareholders holding at the date of deposit of the requisition not less than 10% of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the “**Eligible Shareholder(s)**”) shall at all times have the right, by written requisition to require an EGM to be called by the Board or the Company Secretary for the transaction of any business specified in such requisition, including making proposals or moving a resolution at the EGM.

Eligible Shareholder(s) who wishes to convene an EGM for the purpose of making proposals or moving a resolution at the EGM must deposit a written requisition (the “**Requisition**”) signed by the Eligible Shareholder(s) concerned (the “**Requisitionist(s)**”) at the principal place of business of the Company in Hong Kong (presently at 31/F., 148 Electric Road, North Point, Hong Kong) for the attention of the Company Secretary.

The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding in the Company, the reason(s) to convene an EGM and the proposed agenda.

Following receipt of the Requisition, the identity and shareholding of the Eligible Shareholder(s) will be verified with the Company's branch share registrar in Hong Kong. If the Requisition is found to be proper and in order, the Company Secretary will ask the Board to convene an EGM and/or include the proposal(s) made or the resolution(s) proposed by the Requisitionist(s) at the EGM within 2 months after the deposit of the Requisition. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of the outcome and accordingly, the Board will not call for an EGM nor include the proposal(s) made or the resolution(s) proposed by the Requisitionist(s) at the EGM.

股東權利

在股東大會上提呈建議的程序

根據本公司組織章程大綱及組織章程細則或開曼群島法例，概無條文允許股東於股東週年大會上提呈建議或作出動議。然而，有意提呈建議或作出動議的股東可按照下文所載「股東召開股東特別大會的程序」召開股東特別大會（「**股東特別大會**」）。

股東召開股東特別大會的程序

根據組織章程細則第58條，於提出要求當日持有本公司附有可於本公司股東大會上投票權利的繳足股本不少於10%的任何一名或多名股東（「**合資格股東**」），將可隨時書面要求董事會或公司秘書召開股東特別大會，以審議要求中所指明的任何事項，包括於股東特別大會上提呈建議或作出動議。

有意召開股東特別大會以於股東特別大會上提呈建議或作出動議的合資格股東必須將經有關合資格股東（「**要求人**」）簽署的書面要求（「**要求書**」）遞交至本公司於香港的主要營業地點（現時為香港北角電氣道148號31樓），收件人為公司秘書。

要求書必須清楚列明有關合資格股東的姓名、其於本公司的股權、召開股東特別大會的原因及建議議程。

收到要求書後，合資格股東的身份及股權將由本公司的香港股份過戶登記分處核實。若確定要求書為合適及適當，公司秘書將要求董事會於遞交要求書後兩個月內召開股東特別大會及／或包括要求人於股東特別大會提出的建議或提呈的決議案。相反，倘要求書核實為不適當，則有關合資格股東將獲知會此結果，董事會將不會因而召開股東特別大會及包括要求人於股東特別大會提出的建議或提呈的決議案。



企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

If within 21 days of the deposit of the Requisition, the Board fails to proceed to convene such EGM, 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 Shareholders to Send Enquires to the Board

Shareholders may send their enquiries and concerns to the Board by addressing them by post to the principal place of business of the Company in Hong Kong (presently at 31/F, 148 Electric Road, North Point, Hong Kong) or by email to info@spfood.com, for the attention of the Company Secretary.

Upon receipt of the enquiries, the Company Secretary will forward the communications relating to:

1. the matters within the Board's purview to the Executive Directors;
2. the matters within a Board committee's area of responsibility to the chairman of the appropriate committee; and
3. ordinary business matters, such as suggestions, enquiries and client complaints to the appropriate management of the Company.

COMMUNICATION WITH THE SHAREHOLDERS

The Company has adopted a Shareholders' Communication Policy with the objective of providing the Shareholders with equal and timely access to information about the Company in order to enable the Shareholders to exercise their rights in an informed manner and allow them to engage actively with the Company.

Information will be communicated to the Shareholders through the Company's financial reports, circulars, AGMs and EGMs that may be convened as well as all the published disclosures submitted to the Stock Exchange.

倘董事會未能在要求書遞交後21日內召開有關股東特別大會，則要求人可自行召開股東特別大會，而本公司須向要求人償付因董事會未能召開該大會令要求人產生的所有合理費用。

股東向董事會發出查詢的程序

股東可向董事會提出問題及顧慮，透過郵件送達本公司於香港的主要營業地點(現時為香港北角電氣道148號31樓)或透過電郵送達info@spfood.com，收件人為公司秘書。

收到該等查詢後，公司秘書將轉發以下有關通訊：

1. 有關董事會職權範圍內的事項至執行董事；
2. 有關董事委員會職責領域內的事項至相應委員會主席；及
3. 一般業務事項(例如建議、問題及客戶投訴)至本公司相應管理層。

股東通訊

本公司已採納股東通訊政策，目的為向股東提供可平等及及時取得本公司的信息，使股東在知情情況下行使彼等權利及允許彼等積極參與本公司事務。

資料將透過本公司財務報告、通函、股東週年大會及可能召開的股東特別大會與向聯交所提交的所有已刊發披露資料知會股東。

企業管治報告(續)

CORPORATE GOVERNANCE REPORT (Continued)

DIVIDEND POLICY

On 29 March 2019, the Board approved and adopted a revised dividend policy which sets out the following provisions:

The Company intends to retain all available funds and earnings, if any, to finance the development and expansion of its business. Any future determination for the declaration or recommendation of dividends will be made at the absolute discretion of the Board. It is the policy of the Board, in considering the payment of dividends, to allow the Shareholders to participate in the Company's profits whilst preserving the Company's liquidity to capture future growth opportunities.

In deciding whether to propose a dividend, the Board will take into account, amongst other matters:

- (i) the strategies, business cycle, operations, earnings, financial condition, cash requirements and availability as well as capital expenditure and future development requirements of the Group;
- (ii) the possible effects of the Group's credit-worthiness, the financial covenants to which the Group is subject and any restrictions on the payment of dividends that may be imposed by the Group's lenders;
- (iii) the interests of the Shareholders, the dividend receivable/ received by the Company from its subsidiaries and the taxation consideration;
- (iv) the general economic and political conditions and other internal and external factors that may have an impact on the business and financial performance of the Group;
- (v) any restrictions under all applicable laws (including the Companies Law of the Cayman Islands), rules, codes and regulations, the accounting policies and financial reporting standards that the Group has adopted as well as the Articles of Association; and
- (vi) other factors that the Board may consider relevant.

The Dividend Policy will be reviewed from time to time. There is no assurance that a dividend will be proposed, recommended and/or declared in any amount or at any time from time to time.

CONSTITUTIONAL DOCUMENTS

There were no changes in the constitutional documents of the Company during FY2021.

A consolidated version of the Company's constitutional documents is available on the respective websites of the Stock Exchange and the Company.

股息政策

於二零一九年三月二十九日，董事會批准及採納經修訂股息政策，當中載列以下條文：

本公司擬保留所有現有可得的資金及盈利(如有)，以為發展及擴展其業務撥資。日後確定宣派或建議派付任何股息均將由董事會全權酌情決定。於考慮派付股息時，董事會的政策為允許股東參與分享本公司的溢利，同時保留本公司的流動性，以把握未來增長機遇。

於決定是否擬派股息時，董事會將考慮(其中包括)下列各項：

- (i) 本集團的戰略、業務週期、營運、盈利、財務狀況、現金需求及可用現金以及資本開支及未來發展需求；
- (ii) 本集團信譽的可能影響、本集團受規限的財務契諾以及本集團貸款人可能就派付股息施加的任何限制；
- (iii) 股東的利益、本公司應收／已收其附屬公司的股息及稅務因素；
- (iv) 一般經濟及政治狀況以及可能對本集團的業務及財務表現造成影響的其他內部及外部因素；
- (v) 所有適用法律(包括開曼群島公司法)、規則、守則及規例、本集團已採納的會計政策及財務報告準則以及組織章程細則項下的任何限制；及
- (vi) 董事會可能認為相關的其他因素。

本公司將不時檢討股息政策。無法保證將不時以任何金額或隨時擬派、建議派付及／或宣派股息。

組織章程文件

於二零二一年財政年度，本公司的組織章程文件並無任何變動。

本公司的組織章程文件的綜合版本可分別於聯交所及本公司網站查閱。



董事會報告

REPORT OF THE DIRECTORS

The directors (the “**Directors**”, each a “**Director**”) of S&P International Holding Limited (the “**Company**”) is pleased to present to the shareholders of the Company (the “**Shareholders**”) their report for the year ended 31 December 2021 (the “**Year**” or “**FY2021**”) and the audited consolidated financial statements of the Company and its subsidiaries, the “**Group**”) for the Year (the “**Financial Statements**”).

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of its major subsidiaries are set out in Note 17 to the Financial Statements.

BUSINESS REVIEW

Discussion and analysis of the business of the Group for the Year are set out in the sections headed “Chairman’s Statement” on pages 7 to 8 and “Management Discussion and Analysis” on pages 57 to 65 of this annual report. The discussion and analysis of the Group’s performance in the above sections form part of this report.

RESULTS AND DIVIDENDS

The results of the Group for the Year and the Group’s financial position as at 31 December 2021 are set out in the Financial Statements on pages 118 to 204 of this annual report.

The board of Directors (the “**Board**”) has resolved not to recommend the payment of any final dividend for the Year.

There is no arrangement that a Shareholder has waived or agreed to waive any dividend.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders’ rights to attend and vote at the annual general meeting of the Company (the “**AGM**”) to be held at 10:00 a.m. on Tuesday, 24 May 2022 at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia (the “**2022 AGM**”), the register of members of the Company will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022, both days inclusive, during which period no transfer of shares of the Company (the “**Shares**”) will be registered. In order to be eligible for attending and voting at the 2022 AGM, non-registered Shareholders must lodge all duly completed transfer forms accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 18 May 2022.

椰豐集團有限公司(「本公司」)董事(「董事」)欣然向本公司股東(「股東」)提呈其截至二零二一年十二月三十一日止年度(「本年度」或「二零二一年財政年度」)的年報以及本公司及其附屬公司(「本集團」)於本年度的經審核綜合財務報表(「財務報表」)。

主要業務

本公司的主要業務為投資控股。其主要附屬公司的主要業務載於財務報表附註17。

業務回顧

本集團於本年度的業務討論及分析載於本年報第7至8頁的「主席報告」及第57至65頁的「管理層討論及分析」章節。上節有關本集團表現的討論及分析構成本報告的一部分。

業績及股息

本集團於本年度的業績及本集團於二零二一年十二月三十一日的財務狀況載於本年報第118至204頁的財務報表。

董事會(「董事會」)已決議不建議就本年度派付任何末期股息。

概無股東已放棄或同意放棄任何股息的安排。

暫停辦理股份過戶登記手續

為釐定股東出席本公司將於二零二二年五月二十四日(星期二)上午十時正假座馬來西亞雪蘭莪州八打靈再也白沙羅鎮三威廣場PJU 5/13路27號一樓(郵編: 47810)舉行的股東週年大會(「二零二二年股東週年大會」)並於會上投票的權利,本公司將於二零二二年五月十九日(星期四)至二零二二年五月二十四日(星期二)(包括首尾兩日)期間暫停辦理股份過戶登記手續,期間將不會辦理本公司股份(「股份」)過戶登記。為符合出席二零二二股東週年大會的資格及能於會上投票,未登記股東須於二零二二年五月十八日(星期三)下午四時三十分前將所有填妥的過戶表格連同有關股票送交本公司於香港的股份過戶登記分處寶德隆證券登記有限公司(地址為香港北角電氣道148號21樓2103B室),以辦理登記手續。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results and the assets and liabilities of the Group in the form of a comparative table for the last five financial years is set out on page 2 of this annual report. The summary does not form part of the Financial Statements.

ENVIRONMENTAL POLICIES

Climate change could influence the food security and food supply chain in varying extent. Along the food supply chain, energy, water and other resources are consumed at every step to transport, prepare and package. In light of this, the Group has taken initiatives that facilitate adherence of our operations on the environment to relevant laws and regulations such as Environmental Quality (Industrial Effluent) Regulations 2009 in Malaysia. Additionally, evolving regulatory requirements and escalating stakeholders' expectations on environmental issues serve as the impetus for establishing a systematic and quantitative approach to manage the resources consumed and environmental emissions.

The Group has also dedicated its effort to review and monitor the Group's environmental, social and governance ("ESG") policies and practices to ensure compliance with the relevant legal and regulatory requirements as described in Appendix 27 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange" and the "Listing Rules", respectively).

In addition, the Group is also committed to engaging with its key stakeholders and operating its business in a fair, responsible and transparent manner.

Details of the Group's ESG performance for the Year can be found in the "Environmental, Social and Governance Report" as set out on pages 16 to 56 of this annual report.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group has in place compliance and risk management policies and procedures, and members of the senior management are delegated with the continuing obligation to monitor adherence to and compliance with all significant legal and regulatory requirements by the Group. As far as the Company is aware, the Group has complied in all material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group during the Year and up to the date of this annual report.

五年財務概要

本集團於以往五個財政年度的已公佈業績以及資產及負債概要以對照表的形式載於本年報第2頁。概要並不構成財務報表的一部分。

環境政策

氣候變化可對食品安全及食品供應鏈造成不同程度的影響。在整個食品供應鏈中，運輸、籌備及包裝的每個環節都會消耗能源、水及其他資源。有鑑於此，本集團已採取措施促使我們有關環境的操作符合馬來西亞《二零零九年環境質量(工業污水)規例》等相關法律法規。此外，有關環境事宜的監管規定不斷出台及利益相關者預期不斷上升，促使我們制定系統的定量方針以管理能源消耗及環境排放物。

本集團亦已致力於審閱及監控本集團的環境、社會及管治(「環境、社會及管治」)政策及常規以確保符合香港聯合交易所有限公司證券上市規則(分別為「聯交所」及「上市規則」)附錄27所述的相關法律及監管規定。

此外，本集團亦致力於以公平、負責及透明的方式與其主要利益相關者進行合作及經營其業務。

本集團於本年度的環境、社會及管治表現詳情載於本年報第16至56頁的「環境、社會及管治報告」。

遵守法律法規

本集團訂有合規及風險管理政策及程序，並委派高級管理層成員持續負責監控本集團遵守及符合所有重大法律法規要求的情況。據本公司所知，於本年度內及直至本年報日期，本集團已在所有重大方面遵守對本集團的業務及營運有重大影響的相關法律法規。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are aware that the Group's financial condition, results of operation, businesses and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are set out as follows:

(i) Price fluctuation in and shortage of raw materials and perishability of coconuts may materially and adversely affect business operations

The coconut-related food manufacturing industry depends on a sufficient supply of major raw materials, namely coconuts and white kernels, at commercially reasonable prices. If our suppliers for any particular raw material are unable or unwilling to meet our requirements, we could suffer shortages or significant cost increases. In addition, any shortage or disruption in our supply of coconuts and other raw materials could affect our performance and our ability to satisfy the purchase orders of our customers, which may adversely affect our profitability, results of operations and financial condition.

Coconut is a perishable raw material which may deteriorate due to delivery delays, or poor handling during transportation by suppliers or logistic partners. This may result in failures to operate production of coconut products, thereby damaging our business and/or reputation. If any raw materials or finished products are alleged or found to be spoiled, contaminated, tampered with, incorrectly labelled, unsafe or otherwise associated with food safety incidents, we could be subject to product liability claims, adverse publicity and regulatory investigation, intervention or penalties or product returns, any of which may result in decreased profitability as well as damage to our brands and reputation.

主要風險及不確定因素

董事認為本集團的財務狀況、經營業績、業務及前景或會受到一系列風險及不確定因素的影響。本集團識別的主要風險及不確定因素載列如下：

(i) 原材料價格波動及短缺以及椰子的易腐性或會對業務營運造成重大不利影響

椰子系列食品製造行業有賴按商業合理價格充足供應主要原材料(即椰子及白椰肉)。倘任何特定原材料供應商無法或不願滿足我們的需求，我們可能會遭受短缺或成本大幅上漲。此外，我們的椰子及其他原材料供應有任何短缺或中斷，可能會影響我們的業績及我們應付客戶採購訂單的能力，或會對我們的盈利能力、經營業績及財務狀況造成不利影響。

椰子屬易腐原材料，或會因交貨延誤或供應商或物流合作夥伴運輸過程中處理不當而變質。這可能導致無法生產椰子產品，從而有損我們的業務及／或聲譽。倘任何原材料或製成品被聲稱或發現變質、受污染、損毀、標籤有誤、有害或其他與食品安全事故有關的方面，我們可能會面臨產品責任申索、負面報導及監管調查、調停或處罰或產品退回，任何一種情況均可能導致盈利能力下跌及我們的品牌和聲譽受損。

REPORT OF THE DIRECTORS (Continued)

(ii) Our industry is subject to changes in legislative requirements and laws, national health and safety standards in Malaysia and the respective jurisdictions, where our products are sold

The coconut-related food manufacturing industry in Malaysia is subject to the local food safety laws and regulations. Please refer to “Regulatory overview” of the prospectus of the Company dated 29 June 2017 (the “**Prospectus**”) for further details of the relevant food safety laws and regulations. Failure to meet the government requirements or any instance of contamination could occur in our operations or those of distributors or suppliers. This could result in fines, suspension of operations, loss of production permits, and in more extreme cases, criminal proceedings against our Group and our management. Moreover, negative publicity could be generated from false, unfounded or normal liability claims or limited recalls. Any of those failures or occurrences could negatively affect our business and financial performance. The Group is also subject to stringent legislative requirements and relevant laws in the jurisdictions where our products are being sold. Any changes in the foreign government's policies and measures that are unfavourable to the industry may have an adverse effect on our production process and also our sales and profitability.

(iii) Risks of foreign currency fluctuations

We conduct all our operations in Malaysia and our functional currency is Ringgit Malaysia (“**RM**”). The sales to our customers abroad are mainly billed and settled in United States dollars (“**US\$**”), and sales to our customers located in Malaysia are billed and settled in RM. We source most of our packaging and raw materials locally, which are paid in RM, whereas our coconut milk products and some of our packaging and raw materials are sourced overseas and paid in US\$ (or other foreign currencies). There is no assurance that the exchange rate of RM will remain stable against US\$ (or any other foreign currencies) in the future. Any significant movement of exchange rates of foreign currencies against RM may significantly affect our financial condition and results of operations. In addition, the foreign exchange rate fluctuations mentioned above may result in foreign exchange losses and hence, may have a material adverse effect on our financial condition and results of operations.

For other risks and uncertainties faced by the Group, please refer to the section headed “Risk Factors” in the Prospectus.

(ii) 我們所處行業受馬來西亞及產品銷售所在相關司法權區的法律規定及法律、國家健康及安全標準的變動所影響

馬來西亞的椰子系列食品製造行業受當地食品安全法律及法規所規限。有關相關食品安全法律及法規的進一步詳情，請參閱本公司日期為二零一七年六月二十九日的招股章程(「**招股章程**」)「監管概覽」。我們、分銷商或供應商的營運中可能會出現無法滿足政府規定或受污染的情況。這或會導致罰款、暫停營業、失去生產許可證，更嚴重的是對本集團或管理層提出刑事訴訟。此外，虛假、無事實依據或普通的責任申索或有限的召回可能會促成負面報導。出現任何該等情況或事件均可能對我們的業務及財務表現造成負面影響。本集團亦受產品銷售所在司法權區的嚴格法律規定及相關法律所規限。外國政府政策或措施出現任何不利於行業的變動，可能會對我們的生產程序及銷售及盈利能力造成不利影響。

(iii) 外幣波動的風險

我們在馬來西亞進行所有業務及我們的功能貨幣為馬來西亞令吉(「**馬來亞令吉**」)。本集團向海外客戶作出的銷售乃主要以美元(「**美元**」)出單及結算，我們向位於馬來西亞的客戶作出的銷售以馬來西亞令吉出單及結算。我們在當地採購大多數的包裝及原材料，並以馬來西亞令吉付款，而我們的椰奶產品及若干包裝以及原材料採購自海外，並以美元付款(或其他外幣)。概無保證馬來西亞令吉兌美元(或任何其他外幣)的未來匯率將保持穩定。外幣兌馬來西亞令吉匯率的任何重大變動或會對我們的財務狀況及經營業績造成重大影響。此外，上文所述外匯匯率波動或會造成匯兌虧損，因而對我們的財務狀況及經營業績造成重大不利影響。

有關本集團所面臨的其他風險及不確定因素，請參閱招股章程「風險因素」一節。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

USE OF NET PROCEEDS FROM THE LISTING

Original Use of Proceeds from Initial Public Offering (the “IPO”)

Reference is made to the prospectus of the Company dated 29 June 2017 (the “**Prospectus**”) in relation to the Listing and the IPO of 270,000,000 Shares at HK\$0.48 per Share.

As disclosed in the section headed “Future Plans and Use of Proceeds” of the Prospectus, the Company originally intended to use the net proceeds from the IPO after deducting the relevant one-off and non-recurring listing expenses (the “**Net Proceeds**”) for the following purposes:

- (i) approximately HK\$75.5 million, representing approximately 76.0% of the Net Proceeds for expanding and upgrading the Group’s production facilities at the Perak Plant and facilitating the production of the Group’s coconut milk products by acquiring and installing machinery and equipment for coconut milk production;
- (ii) approximately HK\$9.9 million, representing approximately 10.0% of the Net Proceeds will be used for recommissioning of the Group’s production facility located at Parit Raja, Johor, Malaysia (the “**Johor Plant**”), which would increase the Group’s annual maximum production capacity of its coconut cream powder (the “**CCP**”) and low fat desiccated coconut (the “**LFDC**”) by approximately 2,000 metric tonnes (“**MT**”) and 1,800 MT respectively;
- (iii) approximately HK\$2.5 million or 2.5% of the Net Proceeds will be used for advertising and promotion expenses, to facilitate the sales and marketing efforts of the Group in sourcing new customers in different countries;
- (iv) approximately HK\$2.5 million or 2.5% of the Net Proceeds will be used for investing in new equipment (such as oil extraction equipment) to enhance the Group’s research and development (the “**R&D**”) capabilities; and
- (v) approximately HK\$9.0 million or 9.0% of the Net Proceeds will be used for the Group’s general corporate purposes and working capital.

The Net Proceeds amounted to approximately HK\$90.4 million (equivalent to approximately RM46.8 million based on Bank Negara Malaysia’s midrate as at 29 December 2017 (being the last trading day of 2017) of HK\$1.00:RM0.51795)) (the “**Year End HK\$:RM Rate**”).

上市所得款項淨額用途

首次公開發售(「首次公開發售」)所得款項的初始用途

茲提述本公司日期為二零一七年六月二十九日之招股章程(「招股章程」)，內容有關上市以及270,000,000股每股0.48港元的股份的首次公開發售。

誠如招股章程中「未來計劃及所得款項用途」一節所披露，本集團原計劃將首次公開發售所得款項淨額(扣除有關一次性及非經常性上市開支後)(「**所得款項淨額**」)用作以下用途：

- (i) 約75.5百萬港元(佔所得款項淨額約76.0%)用於收購及安裝生產椰奶產品的機器及設備以擴充及更新本集團霹靂工廠的生產設施並促進本集團椰奶產品的生產；
- (ii) 約9.9百萬港元(佔所得款項淨額約10.0%)將用於恢復本集團位於馬來西亞柔佛巴力拉加工廠的(「柔佛工廠」)營運，此舉可將本集團椰漿粉(「椰漿粉」)及低脂椰蓉(「低脂椰蓉」)的最高年產能分別提高約2,000公噸(「公噸」)及1,800公噸；
- (iii) 約2.5百萬港元或所得款項淨額的2.5%將用作宣傳及推廣開支，以促進本集團在不同國家尋求新客戶時的銷售及營銷工作；
- (iv) 約2.5百萬港元或所得款項淨額的2.5%將用於投資新設備(如油提取設備)，以提高本集團的研發(「研發」)能力；及
- (v) 約9.0百萬港元或所得款項淨額的9.0%將用作本集團的一般公司用途及營運資金。

所得款項淨額約為90.4百萬港元(按馬來西亞國家銀行於二零一七年十二月二十九日(即二零一七年的最後交易日)的中間匯率1.00港元兌0.51795馬來西亞令吉計算，相當於約46.8百萬馬來西亞令吉)(「**年末港元兌馬來西亞令吉匯率**」)。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

As at 31 December 2021, the Group has utilised approximately RM46.1 million of the Net Proceeds, while approximately RM0.7 million remained unutilised. The following sets forth a summary of the original allocation of the Net Proceeds and its utilisation as at 31 December 2021 (before re-allocation).

於二零二一年十二月三十一日，本集團已動用約46.1百萬馬來西亞令吉的所得款項淨額，約0.7百萬馬來西亞令吉未動用。下表載列於二零二一年十二月三十一日(重新分配前)所得款項淨額的初始分配及其動用概要。

Original Use of Net Proceeds	Approximate original allocation of the Net Proceeds	Approximate actual amount of the Net Proceeds utilized before 1 January 2021	Approximate actual amount of the Net Proceeds used in the year ended 31 December 2021	Approximate unused amount of the Net Proceeds as at 31 December 2021	Further Information
所得款項淨額初始用途	所得款項淨額概約 初始分配金額 (RM'million) (百萬馬來西亞令吉)	於二零二一年 一月一日前動用的 所得款項淨額概約 實際金額 (RM'million) (百萬馬來西亞令吉)	截至二零二一年 十二月三十一日 止年度使用的所得款項 淨額概約實際金額 (RM'million) (百萬馬來西亞令吉)	於二零二一年 十二月三十一日 所得款項淨額概約 未使用金額 (RM'million) (百萬馬來西亞令吉)	進一步資料
Expanding and upgrading the production facilities at the Perak Plant 擴充及更新霹靂工廠的生產設施	35.6	35.6	—	—	The full amount has been utilized as intended. 全數按擬定用途使用。
Recommissioning of the Johor Plant 恢復柔佛工廠營運	4.7	—	4.7	—	Change of intended use of the Net Proceeds and the full amount has been utilized as intended. Please see below for details. 所得款項淨額擬定用途變更，全數按擬定用途使用。詳情請見下文。
Advertising and promotion expenses 宣傳及推廣開支	1.2	1.2	—	—	The full amount has been utilized as intended. 全數按擬定用途使用。
Investing in new equipment to enhance the R&D 投資新設備，以提高研發能力	1.2	0.5	—	0.7	Changed of planned utilisation and to be utilized by 31 Dec 2022. Please see below for details. 計劃使用時間變更，計劃於二零二二年十二月三十一日前使用。詳情請見下文。
General corporate purposes and working capital 一般公司用途及營運資金	4.1	4.1	—	—	The full amount has been utilized as intended. 全數按擬定用途使用。
Total / (Note) 總計 (附註)	46.8	41.4	4.7	0.7	

Note:

The Net Proceeds in RM were arrived at after taking into account the Year End HK\$:RM Rate. Should there be any further movement in the foreign exchange rate until the actual utilisation of the Net Proceeds, any upward or downward differences will be taken into "general corporate purposes and working capital".

附註:

以馬來西亞令吉計值的所得款項淨額乃於考慮年末港元兌馬來西亞令吉匯率後得出。倘外匯匯率於所得款項淨額實際動用前發生任何其他變動，則任何上下波動差額將計入「一般公司用途及營運資金」。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

Change in Use of the Net Proceeds and Reasons for Such Change

As at 31 December 2020, the unutilised Net Proceeds amounted to approximately RM5.4 million (the “**Unutilised Net Proceeds**”). After due and careful consideration on the current business environment and the development needs of the Group, the Board has resolved to re-allocate part of the Unutilised Net Proceeds in the amount of RM4.7 million originally allocated for recommissioning of the Johor Plant to investing in coconut water collection station (the “**CW Station**”) at the Perak Plant.

At the time of the IPO, the Group's intention was to recommission the Johor Plant, which would increase the annual production capacity of CCP and LFDC by 2,000 MT and 1,800 MT respectively. However, due to changes in the current market conditions, the sales demand level of the Group's CCP is lower than as was originally anticipated at the time of the IPO. Therefore, there is no immediate need to recommission the Johor Plant as the capacity of the Perak Plant is adequate to meet the current demand. In view of the above, it would not be in the best interests of the Company and its shareholders to recommission the Johor Plant, until after the capacity of the Perak Plant has exceeded its optimum level.

As further stated in the Prospectus, approximately 76% of the Net Proceeds were to be used for expanding and upgrading the production facilities at the Perak Plant, of which have now been fully utilized. The Perak Plant is now capable of producing CCP, LFDC, coconut milk and coconut water. The main raw material for the above products is white kernels produced from mature raw coconuts. Currently, the Group sources both raw coconuts and white kernels from third party suppliers.

As part of the current production process, raw coconut water (which is contained inside the raw coconuts) is thrown away. In view of the increased global demand for packaged coconut water, the Group has identified coconut water as a new source of revenue and intends to collect such raw coconut water to be packaged for sale.

更改所得款項淨額用途及有關更改的理由

於二零二零年十二月三十一日，未動用所得款項淨額約為5.4百萬馬來西亞令吉（「**未動用所得款項淨額**」）。經審慎考慮本集團當前業務環境及發展需求後，董事會已決議將原本分配用作恢復柔佛工廠營運的4.7百萬馬來西亞令吉中的部分未動用所得款項淨額重新分配至投資霹靂工廠的椰汁收集點（「**椰汁收集點**」）。

於首次公開發售時，本集團有意將柔佛工廠恢復營運，此舉將使椰漿粉及低脂椰蓉的年產量分別增加2,000公噸及1,800公噸。然而，由於當前市況變化，本集團椰漿粉的銷售需求水平低於最初於首次公開發售時所預期者。因此，鑒於霹靂工廠的產能足以滿足當前需求，毋須即時將柔佛工廠恢復營運。鑒於上文所述，當霹靂工廠產能超過其最佳水平後，恢復柔佛工廠營運方才符合本公司及其股東的最佳利益。

招股章程進一步指出，所得款項淨額的約76%將用於擴充及更新霹靂工廠的生產設施，該款項已悉數動用。霹靂工廠現時可生產椰漿粉、低脂椰蓉、椰奶及椰汁。上述產品的主要原材料為成熟生椰子產生的白椰肉。目前，本集團自第三方供應商採購生椰子及白椰肉。

作為當前生產過程的一部分，未加工的椰汁（包含在生椰子中）被丟棄。鑒於全球對包裝椰汁的需求不斷增加，本集團已將椰汁確定為新的收益來源，並計劃收集此類未加工的椰汁進行包裝銷售。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

As such, the Group will apply the RM4.7 million originally earmarked for the Johor Plant of the Unutilised Net Proceeds to invest in the CW Station. The CW Station will allow the Group to collect raw coconut water in a controlled and hygienic environment, and use the existing production facilities at the Perak Plant to pack such coconut water into convenient packs for sale. In addition, it will also allow the Group to produce more white kernels in-house for its own use and generate more coconut shells to be used in its current biomass boiler, which is an environmentally friendly source of heat.

The Board is of the view that the re-allocation of the Unutilised Net Proceeds will be able to meet the Group's current business and operational needs and is in line with the Group's latest plan of business development. The Board also considers that the proposed change in the use of the Unutilised Net Proceeds will not have any material adverse effect on the existing business and operation of the Group and is in the best interests of the Company and its shareholders as a whole.

Reference is made to the Company's announcement dated 2 March 2021, S&P Industries Sdn. Bhd. (an indirect wholly-owned subsidiary of the Company) has awarded a construction contract to SP Mega-Marihartta Sdn. Bhd. (an independent third party) with contract sum of RM13.41 million (equivalent to approximately HK\$25.66 million) in relation to construction works at the Group's Perak Plant for the purposes of facility expansion and upgrade. The construction would be funded by the internal resources of the Group, including the remaining net proceeds of RM4.70 million from the IPO originally allocated for recommissioning of the Johor Plant to investing in coconut water collection. The construction has been delayed due to the restrictions imposed during the COVID-19 pandemic. The expected completion time would be June 2022.

As at 31 December 2021, the remaining unutilised Net Proceeds amounted to approximately RM0.7 million which had been planned to be utilized by 31 December 2021. However, due to the spread of the COVID-19 which affected the progress of enhancing the R&D of the Group and the expected timeline for the full utilization of the unutilized Net Proceeds has been changed to 31 December 2022.

Save for the above, the Directors are not aware of any material change to the planned use of the Net Proceeds as at the date of this annual report.

因此，本集團將使用原本指定用於柔佛工廠的未動用所得款項淨額中的4.7百萬馬來西亞令吉投資椰汁收集點。椰汁收集點將使本集團能夠在受控且衛生的環境中收集椰汁，並利用霹靂工廠的現有生產設施將椰汁包裝成方便包裝進行出售。此外，該生產點亦將使本集團能夠在內部生產更多白椰肉供自用，並產生更多可用於當前生物質鍋爐的椰殼，生物質鍋爐乃為環境友好型熱源。

董事會認為重新分配未動用所得款項淨額將滿足本集團現時業務及營運需要，並符合本集團的最新業務發展計劃。董事會亦認為建議變更未動用所得款項淨額的用途將不會對本集團的現有業務及營運有任何重大不利影響，並符合本公司及其股東的整體最佳利益。

茲提述本公司日期為二零二一年三月二日之公告，S&P Industries Sdn. Bhd. (本公司間接全資附屬公司)已就本集團霹靂工廠有關設施擴充及更新之建築工程授予SP Mega-Marihartta Sdn. Bhd. (一名獨立第三方)建築工程合約，合約金額為13.41百萬馬來西亞令吉(相等於約25.66百萬港元)。工程將由本集團的內部資源提供資金，包括首次公開發售之餘下所得款項淨額4.70百萬馬來西亞令吉(原本分配用於恢復柔佛工廠營運，以投資於椰汁收集)。由於COVID-19疫情期間實施的限制，工程已被推遲。預期完工時間為二零二二年六月。

於二零二一年十二月三十一日，餘下未使用所得款項淨額約為0.7百萬馬來西亞令吉，原計劃於二零二一年十二月三十一日前動用。然而，由於COVID-19疫情蔓延，影響本集團提高研發能力的進度，悉數動用未使用所得款項淨額的預期時間改為二零二二年十二月三十一日之前。

除上文所述者外，於本年報日期，董事並不知悉所得款項淨額計劃用途有任何重大變動。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

SHARE CAPITAL

There were no movements in the share capital of the Company during the Year. Details of the Company's share capital as at 31 December 2021 are set out in Note 23 to the Financial Statements.

RESERVES

Movements in the reserves of the Group during the Year are set out in the consolidated statement of changes in equity on page 121 of this annual report and movements in the reserves of the Company are set out in Note 23 to the Financial Statements.

DISTRIBUTABILITY OF RESERVES

At 31 December 2021, the aggregate amount of reserves available for distribution to equity shareholders of the Company, as calculated under the Companies Law of the Cayman Islands, was approximately RM60 million.

MAJOR SUPPLIERS AND CUSTOMERS

The Group's five largest customers accounted for approximately 50% of the total revenue of the Group for the Year whilst the largest customer accounted for approximately 25% of the total revenue of the Group for the Year.

The Group's five largest coconut suppliers accounted for approximately 85% of the Group's total purchases of coconut and white kernel during the Year whilst the largest coconut supplier accounted for approximately 38% of the total purchases of coconut and white kernel of the Group for the Year.

At all times during the Year, none of the Directors or any of their close associates (as defined in the Listing Rules) or any Shareholder (who, to the best knowledge of the Directors, own more than 5% of the number of issued Shares) had an interest in any of the five largest suppliers or the five largest customers of the Group for the Year.

股本

於本年度內，本公司股本概無變動。本公司股本於二零二一年十二月三十一日的詳情載於財務報表附註23。

儲備

本集團於本年度的儲備變動載於本年報第121頁綜合權益變動表，本公司的儲備變動載於財務報表附註23。

儲備的可分配性

於二零二一年十二月三十一日，按開曼群島公司法計算，本公司權益股東的可供分派儲備總額為約60百萬馬來西亞令吉。

主要供應商及客戶

本集團的五大客戶佔本集團於本年度總收益的約50%，而最大客戶則佔本集團於本年度總收益的約25%。

本集團的五大椰子供應商佔本集團於本年度椰子及白椰肉採購總額的約85%，而最大的椰子供應商佔本集團於本年度椰子及白椰肉採購總額的約38%。

於全年內，概無董事或彼等之任何緊密聯繫人(定義見上市規則)或任何股東(彼，據董事所知，擁有已發行股份數目逾5%)於本年度於本集團的任何五大供應商及五大客戶中擁有權益。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

DIRECTORS

The Directors who served for FY2021 and up to the date of this annual report were:

Executive Directors

Mr. Tang Koon Fook (“**Mr. Tang**”) (*chairman*)
 Mr. Lee Sieng Poon (“**Mr. Lee**”) (*managing director*)
 Mr. Yap Boon Teong (“**Mr. Yap**”)
 Ms. Wong Yuen Lee (“**Ms. Wong**”)

Independent Non-executive Directors (the “INEDs”)

Mr. Fung Che Wai, Anthony (“**Mr. Fung**”)
 (resigned on 31 October 2021)
 Mr. Lee King Fui (“**Mr. KF Lee**”)
 (appointed on 1 January 2022)
 Mr. Ng Hock Boon (“**Mr. Ng**”)
 Mr. Lim Sey Hock (“**Mr. Lim**”)

In accordance with article 83(3) of the articles of association of the Company (the “**Articles**”), any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting.

In accordance with Article 84(1), at each AGM, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an AGM at least once every three years.

In accordance with Article 84(2), the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.

Accordingly, Mr. KF Lee will retire from office as Directors at 2022 AGM, and Mr. Tang and Mr. Ng will retire by rotation from office as Directors at the 2022 AGM. Mr. Tang and Mr. KF Lee, being eligible, will offer themselves for re-election.

The Board has been informed by Mr. Ng that he will not offer himself for re-election at the 2022 AGM in order to devote more time on his other business commitments, and will retire as an INED at the conclusion of the 2022 AGM. Upon Mr. Ng’s retirement, he will also cease to be a member of each of the audit committee, the nomination committee and the remuneration committee.

董事

於二零二一年財政年度及直至本年報日期任職的董事為：

執行董事

Tang Koon Fook先生(「**Tang**先生」)(主席)
 Lee Sieng Poon先生(「**Lee**先生」)
 (董事總經理)
 Yap Boon Teong先生(「**Yap**先生」)
 Wong Yuen Lee女士(「**Wong**女士」)

獨立非執行董事(「獨立非執行董事」)

馮志偉先生(「**馮**先生」)
 (於二零二一年十月三十日辭任)
 李勤輝先生(「**李勤輝**先生」)
 (於二零二二年一月一日獲委任)
 Ng Hock Boon先生(「**Ng**先生」)
 Lim Sey Hock先生(「**Lim**先生」)

根據本公司組織章程細則(「**細則**」)第83(3)條，任何獲董事會委任以填補臨時空缺的董事任期將直至其獲委任後首屆股東大會為止，並可於該大會上膺選連任。

根據細則第84(1)條，在每屆股東週年大會上，當時在任的三分之一董事須輪值告退(或倘董事人數並非三的倍數，則為最接近但不少於三分之一)，惟各董事每隔三年至少須在股東週年大會上輪值退任一次。

根據細則第84(2)條，輪值退任的董事包括(就確保輪值退任的董事人數而言)任何擬退任且不願重選連任的董事。

因此，李勤輝先生將於二零二二年股東週年大會上退任董事，Tang先生及Ng先生將於二零二二年股東週年大會上輪值退任董事。Tang先生及李勤輝先生符合資格並願意膺選連任。

Ng先生告知董事會，彼將不會於二零二二年股東週年大會上膺選連任，以投放時間處理彼其他業務，並將於二零二二年股東週年大會結束時退任獨立非執行董事。Ng先生退任後，彼亦將不再擔任審計委員會、提名委員會及薪酬委員會成員。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

In accordance with the requirements of Rule 13.51(2) of the Listing Rules, Mr. Ng has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders regarding his retirement.

The Company will use its best endeavor identify suitable candidate to fill up the vacancy of INED and the vacancy on the audit committee, the nomination committee and the remuneration committee, and in any event within three months from the conclusion of the 2022 AGM as required under Rules 3.11 and 3.23 of the Listing Rules, and will make further announcement as and when appropriate.

PROFILE OF THE DIRECTORS AND SENIOR MANAGEMENT

The profile of the Directors and the senior management of the Group are set out on pages 9 to 15 of this annual report.

DIRECTORS' SERVICE AGREEMENTS/ LETTERS OF APPOINTMENT

Each of the executive Directors has entered into a service agreement with the Company for a term of three years commencing on the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other.

Mr. Ng, an INED, has entered into a letter of appointment with the Company for a period of three years commencing on the Listing Date, which had been renewed for a further three-year term upon its expiry. Each of Mr. Lim and Mr. KF Lee, both INED, has entered into a letter of appointment with the Company for a period of three years commencing on 1 August 2020 and 1 January 2022 respectively. All of the letters of appointment may be terminated by not less than three months' notice served by either party on the other.

None of the Directors has a service agreement or letter of appointment with the Company or any of its subsidiaries other than the agreements/letters of appointment expiring or determinable by the Company employer within one year without the payment of compensation (other than statutory compensation).

All Directors are subject to retirement by rotation and re-election in accordance with the Articles.

根據上市規則第13.51(2)條的規定，Ng先生已確認，彼與董事會並無意見分歧，亦無任何有關彼退任及停任上述職位的事宜需提請股東注意。

本公司將盡最大努力並無論如何按上市規則第3.11及3.23條的規定於二零二二年股東週年大會結束後三個月內物色合適人選以填補獨立非執行董事的空缺以及審計委員會、提名委員會及薪酬委員會的空缺，並將於適當時候作進一步公告。

董事及高級管理層簡介

本集團董事及高級管理層簡介載於本年報第9至15頁。

董事服務協議／委任函

各執行董事已與本公司訂立服務協議，由上市日期起計為期三年，可透過向對方發出不少於三個月提前書面通知而終止。

獨立非執行董事Ng先生已與本公司訂立委任函，於屆滿時已再續期三年。獨立非執行董事Lim先生及李勤輝先生各自已與本公司訂立委任函，分別自二零二零年八月一日及二零二二年一月一日起計為期三年。所有委任函可由一方向另一方送達不少於三個月通知予以終止。

董事概無與本公司或其任何附屬公司訂立任何服務協議或委任函(不包括於一年內屆滿或由本公司於一年內終止而毋須支付賠償(法定賠償除外)之協議／委任函)。

所有董事須遵照細則輪值退任及膺選連任。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

DIRECTORS' MATERIAL INTERESTS IN CONTRACTS

Details of the related party transactions of the Group during the Year are set out in Note 33 to the Financial Statements.

Save as disclosed above, no other transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or an entity connected with a Director had a material interest, whether directly or indirectly, subsisted at any time during the Year or as at the end of the Year.

CONTROLLING SHAREHOLDER'S INTEREST

Save as disclosed in this annual report, no contracts of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in the Listing Rules) of the Company or any of its subsidiaries or any contracts of any significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder of the Company or any of its subsidiaries subsisted at any time during the Year or as at the end of the Year.

董事於合約的重大權益

於本年度內，本集團的關聯方交易詳情載於財務報表附註33。

除上文所披露者外，概無本公司或其任何附屬公司就本集團業務所訂立而董事或與董事有關的實體直接或間接享有重大權益的其他交易、安排及重要合約於本年度內任何時間或本年度末仍然有效。

控股股東的權益

除本年報所披露者外，概無本公司或其任何附屬公司與本公司的一名控股股東(定義見上市規則)或其任何附屬公司之間訂立的重大合約，亦無由本公司控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的任何重要合約於本年度內任何時間或本年度末仍然有效。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

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

As at 31 December 2021, the interests or short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules (the "Model Code"), were as follows:

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證的權益及淡倉

於二零二一年十二月三十一日，董事及本公司主要行政人員於本公司及其相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有：(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記錄在該條所述本公司登記冊的權益或淡倉；或(c)根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）規定須知會本公司及聯交所的權益或淡倉如下：

(i) Long position in the Shares

(i) 於股份之好倉

Name of Directors	Note	Capacity/Nature of interest	Number of Shares interested	Percentage of shareholding interest in the Company
董事姓名	附註	身份／權益性質	擁有權益的股份數目	所佔本公司股權百分比
Mr. Tang Tang先生	1	Interest in a controlled corporation 受控法團權益	567,000,000	52.5%
Mr. Lee Lee先生	2	Interest in a controlled corporation 受控法團權益	243,000,000	22.5%

Notes:

- Mr. Tang, the chairman of the Board and an executive Director, beneficially owned 100% of the issued share capital of TYJ Holding Limited ("TYJ") and he was deemed to be interested in 567,000,000 Shares held by TYJ by virtue of the SFO.

附註：

- Tang先生，董事會主席兼執行董事，實益擁有TYJ Holding Limited（「TYJ」）全部已發行股本。根據證券及期貨條例，彼被視為於TYJ所持567,000,000股股份中擁有權益。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

2. Mr. Lee, the managing Director and an executive Director, beneficially owned 100% of the issued share capital of Trinity Holding Limited ("Trinity") and he was deemed to be interested in 243,000,000 Shares held by Trinity.
3. The percentages of shareholding interest in the Company shown in the table above are calculated on the basis of 1,080,000,000 Shares in issue as at 31 December 2021.

2. Lee先生，董事總經理兼執行董事，實益擁有Trinity Holding Limited (「Trinity」)全部已發行股本。彼被視為於Trinity所持243,000,000股股份中擁有權益。
3. 上表顯示的本公司股權百分比乃按二零二一年十二月三十一日的已發行1,080,000,000股股份之基準計算。

(ii) Long position in the shares of associated corporation

(ii) 於相聯法團股份之好倉

Name of Director	Name of associated corporation	Capacity/Nature of interest	Number and class of share interested 擁有權益的股份數目及類別	Percentage of shareholding interest 股權百分比
董事姓名	相聯法團名稱	身份／權益性質		
Mr. Tang Tang先生	TYJ	Beneficial owner 實益擁有人	1 ordinary share 1股普通股	100%

Save as disclosed above, as at 31 December 2021, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), (b) pursuant to section 352 of the SFO, to be entered in the register of the Company referred to therein, or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二一年十二月三十一日，概無董事或本公司主要行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債權證中擁有：(a)根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉(包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉)；(b)根據證券及期貨條例第352條須記錄在該條所述本公司登記冊的權益或淡倉；或(c)根據標準守則須知會本公司及聯交所的權益或淡倉。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2021, so far as is known to the Directors, the following persons (other than a Director or the chief executive of the Company) and entities had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東於股份及相關股份中的權益及淡倉

於二零二一年十二月三十一日，就董事目前所知，下列人士(不包括本公司董事或主要行政人員)及實體於股份及相關股份中擁有根據證券及期貨條例第336條須記錄在本公司所存置登記冊的權益或淡倉：

Name of Shareholders	Note	Capacity/Nature of interest	Number of Shares interested	Percentage of shareholding interest in the Company
股東名稱	附註	身份／權益性質	擁有權益的股份數目	所佔本公司股權百分比
TYJ	1	Beneficial owner	567,000,000	52.5%
TYJ		實益擁有人		
Ms. Yeow Geok Tiang	1	Interest of spouse	567,000,000	52.5%
(“Ms. Yeow”)				
Yeow Geok Tiang 女士		配偶權益		
(「Yeow 女士」)				
Trinity	2	Beneficial owner	243,000,000	22.5%
Trinity		實益擁有人		
Ms. Goh Soo Cheng	2	Interest of spouse	243,000,000	22.5%
(“Ms. Goh”)				
Goh Soo Cheng 女士		配偶權益		
(「Goh 女士」)				

Notes:

- TYJ was beneficially and wholly owned by Mr. Tang, the husband of Ms. Yeow. By virtue of the SFO, Ms. Yeow was deemed to be interested in the Shares held and deemed to be held by Mr. Tang.
- Trinity was beneficially and wholly owned by Mr. Lee, the husband of Ms. Goh. By virtue of the SFO, Ms. Goh was deemed to be interested in the Shares held and deemed to be held by Mr. Lee.
- The percentages of shareholding interest in the Company shown in the table above are calculated on the basis of 1,080,000,000 Shares in issue as at 31 December 2021.

附註：

- TYJ由Yeow女士的丈夫Tang先生實益全資擁有。根據證券及期貨條例，Yeow女士被視為於Tang先生所持或被視為持有的股份中擁有權益。
- Trinity由Goh女士的丈夫Lee先生實益全資擁有。根據證券及期貨條例，Goh女士被視為於Lee先生所持或被視為持有的股份中擁有權益。
- 上表顯示的本公司股權百分比乃按二零二一年十二月三十一日的已發行1,080,000,000股股份之基準計算。

Save as disclosed above, as at 31 December 2021, so far as the Directors or chief executive of the Company are aware of, no other persons (other than a Director or the chief executive of the Company) or entities had any interests or short positions in the Shares or underlying Shares, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required, pursuant to section 336 of the SFO, to be recorded in the register referred to therein.

除上文所披露者外，於二零二一年十二月三十一日，就董事或本公司主要行政人員所知，概無其他人士(董事或本公司主要行政人員除外)或實體於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須予披露的權益或淡倉或根據證券及期貨條例第336條須於本報告提述有關記錄於登記冊的權益或淡倉。

REPORT OF THE DIRECTORS (Continued)

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Company during the Year or subsisted at the end of the Year.

SHARE OPTION SCHEME

On 23 June 2017 (the “**Adoption Date**”), the Shareholders approved and conditionally adopted a share option scheme (the “**Share Option Scheme**”) to enable the Company to grant options to eligible participants as incentives and rewards for their contribution to the Group. The Share Option Scheme became effective on the Listing Date and no options have been granted since then. As at 31 December 2021, there were no outstanding options and no options were exercised or cancelled or lapsed during the Year.

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

1. Purpose:

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 17 of the Listing Rules and is established to recognise and acknowledge the contributions that the Eligible Participants (as defined in paragraph 2 below) had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants with an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants 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 whose contributions are or will be beneficial to the long-term growth of the Group.

2. Participants:

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 at an exercise price as the Board may determine in accordance with the rules of the Share Option Scheme:

- (i) any full-time or part-time employees, executives or officers of the Company or any of its subsidiaries;
- (ii) any directors (including INEDs) of the Company or any of its subsidiaries; and

股票掛鈎協議

本公司於本年度內並無訂立或於本年度末仍然存續股票掛鈎協議。

購股權計劃

於二零一七年六月二十三日(「**採納日期**」)，股東批准及有條件採納購股權計劃(「**購股權計劃**」)，以讓本公司向合資格參與者授出購股權，作為彼等對本集團作出貢獻之激勵及獎勵。購股權計劃於上市日期生效及此後並無授出購股權。於二零二一年十二月三十一日，概無尚未行使的購股權且於本年度內並無購股權已獲行使、註銷或失效。

以下為購股權計劃的主要條款概要：

1. 目的：

購股權計劃為根據上市規則第17章設立的一項股份獎勵計劃，其設立目的為認可及表彰合資格參與者(定義見下文第2段)對本集團所作出或可能已作出的貢獻。購股權計劃將讓合資格參與者有機會於本公司擁有個人權益，以達致下列目標：

- (i) 激勵合資格參與者為本集團利益盡量提升彼等的表現效率；及
- (ii) 吸引及挽留合資格參與者或以其他方式與合資格參與者保持持續的業務關係，而該等合資格參與者的貢獻對或將對本集團的長遠發展有利。

2. 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，以根據購股權計劃規則按董事會可能釐定的行使價認購董事會可能釐定的相關數目新股份：

- (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(包括獨立非執行董事)；及

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

- (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 or any of its subsidiaries.

3. Total number of Shares available for issue:

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme shall not in aggregate exceed 108,000,000 Shares, representing 10% of the total number of issued Shares as at the Listing Date.

No option has been granted under the Share Option Scheme since the Listing Date and up to 31 December 2021. Accordingly, the number of Shares available for issue upon exercise of options that may be granted under the Share Option Scheme is 108,000,000, representing 10% of the total number of issued Shares as at the date of this annual report.

4. Maximum entitlement of each participant:

- (i) Subject to paragraph (ii) below, 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:
- (a) 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 the options previously granted to such Eligible Participant), the information as required under Rules 17.02(2)(d) and the disclaimer required under 17.02(4) of the Listing Rules; and
- (b) 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/her close associates (as defined in the Listing Rules) (or his/her associates if the Eligible Participant is a connected person (as defined in the Listing Rules)) of the Company abstaining from voting.

- (iii) 任何顧問、諮詢人士、供應商、客戶、分銷商，以及董事會全權認為將會或曾經對於本公司或其任何附屬公司有貢獻的其他人士。

3. 可供發行的股份總數：

於行使根據購股權計劃已授出但尚未行使之所有尚未行使購股權後，可予發行的股份數目上限合共不得超過108,000,000股股份，佔於上市日期的已發行股份總數的10%。

自上市日期起及直至二零二一年十二月三十一日，概無根據購股權計劃授出任何購股權。因此，於行使購股權計劃項下可能授出的購股權後，可予發行的股份數目為108,000,000股，佔於本年報日期已發行股份總數的10%。

4. 向各參與者授出的最大權利：

- (i) 受限於下文(ii)段，在截至授出日期止任何十二個月期間，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)獲行使後，已發行及可能須予發行的股份總數不得超過於授出日期已發行股份的1%。倘進一步授出購股權會導致超過上述1%限額，則須：
- (a) 由本公司發出通函，當中載有合資格參與者的身份、將授出購股權(及過往授予該合資格參與者的購股權)的數目及條款及上市規則第17.02(2)(d)條規定的資料及第17.02(4)條規定的免責聲明；及
- (b) 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，而本公司的該名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關連人士(定義見上市規則)，則為其聯繫人)須放棄投票。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

- (ii) The maximum entitlement of each INED or substantial shareholder (as defined in the Listing Rules) of the Company, or any of their respective associates (as defined in the Listing Rules) in the 12-month period up to and including such date of grant shall not exceed:

- in aggregate over 0.1% (or such other percentage as may from time to time provided under the Listing Rules) of the number of the Shares in issue; and
- an aggregate value in excess of HK\$5 million (or such other sum as may from time to time provided under the Listing Rules), where the value shall be based on the official closing price of the Shares on the date of each grant.

If the Board proposes to grant options to any of the persons or entities above-mentioned, which will result in the number of Shares issued and to be issued upon exercise of options granted and to be granted (including options exercised, cancelled and outstanding) to such person or entity in excess of the above limit(s), such further grant of options shall be subject to the issue of a circular by the Company and the approval of Shareholders in general meeting on a poll, at which all core connected persons (as defined in the Listing Rules) of the Company shall abstain from voting in favour, and/or such other requirements as prescribed under the Listing Rules from time to time.

- (ii) 在截至及包括有關授出日期止十二個月期間，本公司各獨立非執行董事或主要股東(定義見上市規則)或彼等各自之任何聯繫人(定義見上市規則)的最大權利不超過以下各項：

- 合計超過已發行股份數目的0.1% (或上市規則可能不時規定的有關其他百分比)；及
- 根據股份於各授出日期的正式收市價計算之價值，總值超過五百萬港元(或上市規則可能不時規定的有關其他數額)。

倘董事會建議向上述任何人士或實體授出購股權，該名人士或實體所獲授及將獲授的購股權(包括已行使、已註銷及尚未行使的購股權)獲行使後將導致已發行及將予發行股份的數目超過上述限制，有關進一步授出的購股權須待本公司發出通函並經股東在股東大會上以投票表決方式批准，而本公司所有核心關連人士(定義見上市規則)均須放棄投贊成票，及／或須遵守上市規則不時指定的該等其他規定，方可進行。

5. Period during which the options must be exercised to subscribe for Shares:

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date on which the option is deemed to be granted and accepted and prior to the expiry of 10 years from that date or such shorter exercise period as the Board may in its absolute discretion determine in relation to the grant of such options. No option may be exercised more than 10 years after it has been granted.

6. 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 Board.

5. 須行使購股權以認購股份的期間：

購股權可根據購股權計劃的條款於購股權視為已授出並獲接納的日期起至該日或董事會就授出有關購股權可能全權酌情釐定的有關較短行使期起計10年屆滿前期間隨時行使。購股權的行使期不得超過其授出當日起計10年。

6. 於可行使購股權前必須持有購股權的最短期限：

除董事會另行規定者外，並無規定已授出之購股權於可獲行使前須持有之最短期限。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

7. Amount payable on application or acceptance of the option and the period within which payments or calls must or may be made:

Options granted must be taken up within 21 days of the date of offer, upon payment of HK\$1 per grant.

8. Basis of determining the exercise price:

The exercise price for the options that may be granted under the Share Option Scheme shall be determined by the Board in its absolute discretion, save that such price must be at least the highest 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.

9. Remaining life of the Share Option Scheme:

The Share Option Scheme shall be valid and effective for a period commencing on 11 July 2017 and ending on the tenth anniversary of the Adoption Date (both days inclusive), subject to earlier termination by the Company in general meeting or by the Board.

7. 申請或接納購股權時應付的款項及須或可能須繳付款項或催繳款項的期間：

就每次授出支付1港元後，已授出之購股權須於授出日期起計21日內認購。

8. 釐定行使價的基準：

董事會可全權酌情釐定根據購股權計劃可能授出的購股權之行使價，惟該價格必須至少為以下最高者：

- (i) 股份於授出日期(須為聯交所開放進行證券買賣業務的日子)於聯交所每日報價表所報的正式收市價；
- (ii) 股份於緊接授出日期前五個營業日於聯交所每日報價表所報的正式收市價平均數；及
- (iii) 股份的面值。

9. 購股權計劃的剩餘期限：

購股權計劃由二零一七年七月十一日起至採納日期之第十週年止期間(包括首尾兩日)生效及有效，惟可由本公司於股東大會上或由董事會提早終止。

DIRECTORS' RIGHTS TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year were rights to acquire benefits by means of the acquisition of Shares in or debentures of the Company granted to any Director or their respective associates nor was the Company and any of its subsidiaries a party to any arrangement.

CONNECTED TRANSACTIONS

During the Year, to the best of the Directors' knowledge, the Group did not enter into any related party transaction that falls under the definition of one-off connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

董事購買股份及債券的權利

本公司及其任何附屬公司於本年度內任何時間概無向任何董事或彼等各自的聯繫人授出可透過收購本公司股份或債券而取得利益的權利，而本公司或其任何附屬公司亦無訂立任何安排。

關連交易

於本年度，據董事所知，本集團並無訂立屬上市規則第14A章所界定的一次性關連交易或持續關連交易的任何關聯方交易。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

The Group believes that the remuneration package to its employees is in line with local industries. It offers its employees group hospitalisation and personal accident insurance. The Group also offers its employees an incentive bonus scheme which encourages their individual performance and then to contribute to their departmental performance as well.

The emoluments of the Directors are reviewed and approved by the remuneration committee of the Board, having regard to factors, including remuneration paid by comparable companies, time commitment, job duties and responsibilities in respect of the relevant positions. The Company has adopted the Share Option Scheme, details of which are set out under the section headed "Share Option Scheme" in this report above.

Details of the Directors' remuneration and the five highest paid individuals in the Group during the Year are set out in Notes 11 and 12 to the Financial Statements.

During the Year, there was no arrangement under which any Director had waived or agreed to waive any emoluments.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

The Company did not redeem its Shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such Shares during the Year.

CHARITABLE DONATIONS

During the Year, the Group has not made any charitable donations in excess of HK\$10,000 (2020: HK\$10,000).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of the Cayman Islands, which would oblige the Company to offer new Shares on a pro-rata basis to existing Shareholders.

CORPORATE GOVERNANCE

The Directors recognise the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Company so as to achieve effective accountability. The Company is committed to the view that the Board should include a balanced composition of executive Directors and INEDs so that there is a strong independent element on the Board which can effectively exercise independent judgement.

薪酬政策及董事酬金

本集團認為其僱員的薪酬待遇與地方行業相一致。其為僱員提供團體住院及個人意外保險。本集團亦為僱員提供一項獎勵花紅計劃，鼓勵彼等的個人表現以及為部門業績作貢獻。

董事酬金由董事會薪酬委員會經考慮可資比公司支付的酬金、就有關職位所投入的時間及所肩負的工作職責及責任等因素後審閱及批准。本公司已採納購股權計劃，其詳情載於本報告上文「購股權計劃」一節。

本集團於本年度的董事酬金及五名最高薪酬人士的詳情載於財務報表附註11及12。

於本年度內，並無任何董事已放棄或同意放棄任何酬金的安排。

購買、出售或贖回上市證券

於本年度，本公司並無贖回其於聯交所上市的股份，本公司或其任何附屬公司亦無購買或出售任何有關股份。

慈善捐款

於本年度內，本集團並無作出任何超過10,000港元的慈善捐款(二零二零年：10,000港元)。

優先購買權

細則或開曼群島法律並無關於優先購買權的條文，該條文規定本公司須按比例向現有股東發售新股份。

企業管治

董事深明在本公司管理架構及內部監控程序中融入良好企業管治要素以建立有效問責之重要性。本公司致力秉持董事會應包括適當比例的執行董事及獨立非執行董事，以使董事會具備高度獨立性，能有效作出獨立判斷。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

The Company has adopted the code provisions as set out in the Corporate Governance Code as contained in Appendix 14 to the Listing Rules (the “**CG Code**”) as its own code of corporate governance.

During the Year, the Company had complied with all of the applicable code provisions of the CG Code. For details, please refer to the “Corporate Governance Report” which is set out on pages 66 to 87 of this annual report.

The audit committee of the Board (the “**Audit Committee**”), consisting of all three INEDs, namely Mr. KF Lee (chairman of the Audit Committee), Mr. Lim and Mr. Ng, is responsible for reviewing the Company’s corporate governance policies and the Company’s compliance with the CG Code and will make relevant recommendations to the Board as and when required.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”) as its code of conduct governing the Directors’ transactions of listed securities of the Company. All of the Directors has confirmed, upon a specific enquiry made by the Company, that he/she had complied with the Model Code during the FY2021.

INDEPENDENCE OF INEDs

The Company has received from each of its INEDs a written annual confirmation of independence, and the Company considers that each of them is independent and has met the independence guidelines as set out in Rule 3.13 of the Listing Rules.

INTEREST OF DIRECTORS IN A COMPETING BUSINESS

For the Year and up to the date of this annual report, none of the Directors or their respective close associates had interests in businesses which compete or are likely to compete, either directly or indirectly, with the business of the Group.

本公司已採納上市規則附錄14所載企業管治守則(「**企業管治守則**」)的守則條文作為其本身的企業管治守則。

於本年度內，本公司已遵守企業管治守則的所有適用守則條文。詳情請參閱本年報第66至87頁所載的「企業管治報告」。

董事會審計委員會(「**審計委員會**」)(由全體三名獨立非執行董事組成，即李勤輝先生(審計委員會主席)、Lim先生及Ng先生)負責審閱本公司的企業管治政策及本公司遵守企業管治守則的情況，並據此於需要時向董事會提出相關推薦建議。

董事進行證券交易

本公司已採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「**標準守則**」)作為其有關董事進行本公司上市證券交易的行為守則。經本公司作出具體查詢後，全體董事已確認彼等於二零二一年財政年度已遵守標準守則。

獨立非執行董事的獨立性

本公司已接獲其各獨立非執行董事的年度獨立身份確認函，及本公司認為彼等均為獨立人士且符合上市規則第3.13條所載之獨立指引。

董事於競爭業務的權益

於本年度內及直至本年報日期，董事或彼等各自緊密聯繫人概無於直接或間接與本集團業務構成競爭或可能構成競爭的業務擁有權益。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

DEED OF NON-COMPETITION

Pursuant to a deed of non-competition dated 23 June 2017 and executed by TYJ and Mr. Tang (the “**Deed of Non-competition**”), each of TYJ and Mr. Tang has undertaken to the Company that it/he will not engage in, and shall procure its/his close associates (other than members of the Group) not to engage in, any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group. Details of the Deed of Non-competition have been disclosed in the section headed “Relationship with Controlling Shareholders — Deed of Non-competition” of the Prospectus.

The Company has received from TYJ and Mr. Tang an annual confirmation that it/he has fully complied with its/his obligations under the Deed of Non-competition. The independent non-executive Directors have reviewed the confirmation and not being aware of the occurrence of any event which led to the non-compliance of the Deed of Non-competition, they were satisfied that each of TYJ and Mr. Tang had complied with and enforced the provisions of the Deed of Non-competition during the Year.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information publicly available to the Company and within the knowledge of the Directors, the Directors confirmed that the Company has maintained a sufficient public float of the issued Shares (i.e. at least 25% of the issued Shares being held by the public) as required under the Listing Rules, throughout the Year and thereafter up to the date of this annual report.

RELATIONSHIP WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognises that its employees are the valuable assets for the Group’s continuous development. Thus, it provides medical insurance coverage to employees who are retained after the probation period. In order to enhance overall efficiency, employee loyalty and retention, employees of the Group are required to attend orientation sessions when they first join the Group and may attend other training courses held onsite or externally.

The Company has adopted the Share Option Scheme to recognise and motivate contributions of its employees. Further details regarding the Share Option Scheme are set out in the paragraphs headed “Share Option Scheme” above.

The Group provides high quality coconut related products to its customers from both private sector and public sector to fulfil their immediate and long-term needs. The Group also communicates with its customers regularly to maintain close relationship with them.

不競爭契據

根據日期為二零一七年六月二十三日並由TYJ與Tang先生簽立的不競爭契據(「**不競爭契據**」)，TYJ與Tang先生均已向本公司承諾，其將不會並將促使其緊密聯繫人(不包括本集團成員公司)不會從事直接或間接與本集團業務構成競爭或可能構成競爭的任何業務。不競爭契據詳情披露於招股章程「與控股股東的關係 — 不競爭契據」一節。

本公司已接獲TYJ及Tang先生的年度確認書，其已完全遵守其於不競爭契據項下的責任。獨立非執行董事已審閱確認書，且未發現任何導致違反不競爭契據的事項，彼等已信納TYJ及Tang先生於本年度均已遵守並執行不競爭契據的規定。

充足的公眾持股量

根據本公司公開可得的資料及據董事所知，董事確認，於本年度至本年報日期，本公司已根據上市規則規定維持充足的已發行股份公眾持股量(即公眾人士至少持有已發行股份的25%)。

與僱員、客戶及供應商的關係

本集團認為僱員乃本集團持續發展的寶貴資產。因此，其向其通過試用期的僱員提供醫療保險保障。為提升整體效率、僱員忠誠度及留職率，本集團僱員須於首次加入本集團時參加入職會議，並可能參與內部或外部舉辦的其他培訓課程。

本公司已採納購股權計劃以表彰及鼓勵僱員作出貢獻。有關購股權計劃的進一步詳情載於上文「購股權計劃」各段。

本集團為其私營界別及公營界別的客戶提供優質的椰子相關產品以滿足彼等的即時及長期需求。本集團亦與其客戶定期溝通以維持與彼等的緊密關係。



董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

During the Year, there was no material or significant dispute between the Group and its suppliers as the Group has been maintaining fair and cooperative relationships with them.

RETIREMENT BENEFIT PLAN

As required by the Malaysian law, the Group makes contributions to the state pension scheme, the Employees Provident Fund (the “EPF”), a social security institution formed according to the Employees Provident Fund Act 1991 which provides for the retirement benefits for all local employees. Both the employer and employee are required to make contributions into the employee's individual account in the EPF at a specified percentage of the employee's monthly income. As at the date of this annual report, the Group is in compliance with this requirement.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Articles and subject to the applicable laws and regulations, every Director, the independent auditor, the Company Secretary or other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them may sustain or incur by or 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.

The Company has taken appropriate insurance coverage in respect of Directors' and officers' liability for the Year.

RELIEF OF TAXATION

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holding of the Shares. If the Shareholders are unsure about the taxation implications of purchasing, holding, disposing of, dealing in or exercising of any rights in relation to the Shares, they are advised to consult their professional advisers.

MANAGEMENT CONTRACT

No contract (except for the service contracts of the Executive Directors) concerning the management or administration of the whole or any substantial part of the business of the Company was entered into or existed during the Year.

於本年度，由於本集團與其供應商維持公平的合作關係，本集團與其供應商之間並無任何重大或重要糾紛。

退休福利計劃

應馬來西亞法律的要求，本集團向國家退休金計劃作出供款，僱員公積金局(「僱員公積金局」)為一社會保障機構，根據《一九九一年僱員公積金法》而成立，為所有本地僱員提供退休福利。僱主及僱員均須按僱員月收入的指定百分比向僱員於僱員公積金局的個人賬戶供款。於本年報日期，本集團符合該要求。

獲准許彌償條文

根據細則及受適用法律及法規所規限，各董事、本公司的獨立核數師、公司秘書或其他行政人員應就彼等各自的職務執行其職責或假定職責時因所作出、發生的任何作為或不作為而可能招致或蒙受的全部訴訟、費用、收費、損失、損害或開支而獲本公司自其資產及溢利中撥付彌償及確保免受損失。

於本年度，本公司已就董事及行政人員的責任進行適當投保。

稅務寬免

本公司並不知悉股東可由於持有股份而享有任何稅務寬免。如股東不確定於購買、持有、出售、買賣或行使與股份有關的任何權利時所涉及的稅項影響，務請諮詢其專業顧問。

管理合約

於本年度並無訂立或存續有關本公司全部或任何重大部分業務管理或行政管理的合約(執行董事的服務合約除外)。

董事會報告(續)

REPORT OF THE DIRECTORS (Continued)

IMPORTANT EVENT AFTER THE END OF THE YEAR

The Board is not aware of any important event requiring disclosure that has taken place subsequent to 31 December 2021 and up to the date of this annual report.

REVIEW OF THE ANNUAL RESULTS

The Audit Committee had reviewed this annual report (including the Financial Statements) and the annual results announcement of the Company for the Year and had submitted the same to the Board for approval. Members of the Audit Committee are of the opinion that the Financial Statements, the results announcement and this annual report have been prepared in compliance with the applicable accounting standards, the Listing Rules and the relevant statutory provisions and that adequate disclosure has been made.

INDEPENDENT AUDITORS

The Financial Statements have been audited by Mazars PLT, the independent auditors of the Company (the “**Independent Auditors**”). Mazars PLT will retire at the forthcoming 2022 AGM and, being eligible, offer themselves for re-appointment.

A resolution will be proposed at the forthcoming 2022 AGM to re-appoint Mazars PLT as the Independent Auditors until the conclusion of the next AGM and to authorise the Board to fix their remuneration.

CHANGE IN THE INDEPENDENT AUDITORS FOR THE PAST THREE YEARS

KPMG PLT had been the independent auditors of the Company (the “**Independent Auditors**”) since the Listing date. On 22 May 2020, KPMG PLT retired as the Independent Auditors at the 2020 AGM and has not sought for re-appointment thereat. On the same date, Mazars PLT was appointed by the Shareholders to replace KPMG PLT as the Independent Auditors.

On behalf of the Board

Tang Koon Fook

Chairman and Executive Director

Hong Kong, 30 March 2022

年結日後重要事項

董事會並不知悉任何於二零二一年十二月三十一日後及直至本年報日期發生的須予披露的重大事項。

審閱全年業績

審計委員會已審閱本年報(包括財務報表)及本公司於本年度的全年業績公告，並已向董事會提呈以供批准。審計委員會的成員認為財務報表、業績公告及本年報的編製已符合適用的會計準則、上市規則及相關法律規定並已作出充分披露。

獨立核數師

本公司獨立核數師Mazars PLT(「**獨立核數師**」)已對財務報表進行審核。Mazars PLT將於二零二二年股東週年大會上退任，且符合資格並願意應聘連任。

將於二零二二年股東週年大會上提呈決議案以重新委聘Mazars PLT為獨立核數師，直至下屆股東週年大會結束，並授權董事會釐定彼等酬金。

過去三年獨立核數師變更

KPMG PLT自上市日期起獲委任為本公司的獨立核數師(「**獨立核數師**」)。於二零二零年五月二十二日，KPMG PLT在二零二零年股東週年大會上退任獨立核數師，不尋求連任。同日，Mazars PLT獲股東委任以替代KPMG PLT擔任獨立核數師。

代表董事會

Tang Koon Fook

主席兼執行董事

香港，二零二二年三月三十日



獨立核數師報告

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF S&P INTERNATIONAL HOLDING LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of S&P International Holding Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”), which comprise the consolidated statement of financial position as at 31 December 2021, 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 financial year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, as set out on pages 118 to 204.

In our opinion, the accompanying consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2021, and of its consolidated financial performance and its consolidated cash flows for the financial year then ended in accordance with International Financial Reporting Standards 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 International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENCE AND OTHER ETHICAL RESPONSIBILITIES

We are independent of the Group in accordance with the *International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants* (including International Independence Standards) (“**IESBA Code**”), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

致椰豐集團有限公司全體股東
(於開曼群島註冊成立之有限公司)

意見

吾等已審核刊於第118至204頁有關椰豐集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此綜合財務報表包括於二零二一年十二月三十一日之綜合財務狀況表，及截至該日止財政年度之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，其包括重大會計政策概要。

吾等認為，隨附之綜合財務報表已根據國際財務報告準則真實公允地反映了貴集團於二零二一年十二月三十一日之綜合財務狀況及截至該日止財政年度之綜合財務表現及綜合現金流量，且已根據香港公司條例之披露規定妥為編製。

意見之基礎

吾等已根據國際核數準則進行審核。吾等就該等準則承擔的責任在吾等之核數師報告核數師就審核綜合財務報表承擔之責任中進一步闡述。吾等相信，吾等所獲得的審核憑證屬充分及恰當，可為吾等的意見提供基礎。

獨立性及其他道德責任

根據國際會計師職業道德準則理事會之國際職業會計師道德守則(包括國際獨立性準則)(「**IESBA守則**」)，吾等獨立於貴集團，並已履行吾等根據守則的其他道德責任。

INDEPENDENT AUDITOR'S REPORT (Continued)

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the current financial year. 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.

Impairment of Property, Plant and Equipment

Refer to Significant Accounting Judgements and Estimates in note 4; and Property, Plant and Equipment in note 15 to the consolidated financial statements.

The risk:

The Group's property, plant and equipment as at 31 December 2021 amounted to RM104 million.

The Company's management reviews at the end of each reporting period the carrying amounts of property, plant and equipment to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated. After considering the utilisation rates of property, plant and equipment and loss from operations, management had identified indications of impairment in respect of certain assets. Accordingly, management had estimated the recoverable amounts of those assets. Management conducted impairment tests by comparing the carrying amounts of the assets to their respective recoverable amounts.

The estimation of recoverable amounts of those assets require management to make assumptions in the preparation of cash flows projection. The assumptions and judgements adopted by management include forecast for revenue, expenses, growth rates, discount rates, as well as the overall market and economic conditions relating to the Group's products. In view of the significance of property, plant and equipment, the level of judgement exercised by management and the estimation uncertainty, we consider impairment of property, plant and equipment as a key audit matter.

關鍵審核事項

關鍵審核事項乃根據吾等之職業判斷，對本財政年度綜合財務報表之審核最為重要之事項。該等事項乃於吾等審核整體綜合財務報表及就此出具意見時進行處理，及吾等不會就該等事項提供單獨意見。

物業、廠房及設備減值

請參閱綜合財務報表附註4重大會計判斷及估計；附註15物業、廠房及設備。

風險：

貴集團於二零二一年十二月三十一日的物業、廠房及設備為104百萬馬來西亞令吉。

貴公司管理層於各報告期末檢討物業、廠房及設備之賬面值，以確定是否有任何減值跡象。倘出現任何該類跡象，便會估計該資產的可收回金額。經考慮物業、廠房及設備的使用率及經營虧損後，管理層發現若干資產出現減值跡象。因此，管理層已估計該等資產的可收回金額。管理層透過比較資產的賬面值與其各自的可收回金額進行減值測試。

該等資產可收回金額的估計需要管理層在編製現金流量預測時作出假設。管理層採納的假設及判斷包括收益、開支、增長率、折現率的預測，以及與貴集團產品有關的整體市場及經濟狀況。鑒於物業、廠房及設備的重要性、管理層作出的判斷及估計的不確定性，吾等認為物業、廠房及設備的減值為關鍵審核事項。



獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

Our response:

Our audit procedures included, among others, obtained understanding of the Group's process in testing impairment of the property, plant and equipment. We evaluated the methodologies adopted by management in the estimation of recoverable amounts. We tested and challenged the key assumptions and data used by management in the recoverable amounts computation of those assets. We evaluated the basis and reasonableness of cash flows projections, including a retrospective review of past cash flows projections. With the support of our internal specialist, we assessed the appropriateness of the discount rates used by management in the computation of the recoverable amounts. We also assessed sensitivity of key inputs to the impairment testing models, to evaluate the corresponding effect on the recoverable amounts due to possible changes in the key assumptions.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises the information included in the 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.

吾等之回應：

吾等之審核程序包括(其中包括)了解貴集團測試物業、廠房及設備減值的程序。吾等評估管理層在估計可收回金額時採用的方法。吾等測試及質疑管理層在計算該等資產的可收回金額時使用的關鍵假設及數據。吾等評估現金流量預測的基礎及合理性，包括對過往現金流量預測進行回顧性審查。在吾等內部專家的支持下，吾等評估了管理層在計算可收回金額時所使用的折現率是否適當。吾等亦評估了關鍵輸入數據對減值測試模型的敏感性，以評價關鍵假設可能發生的變化對可收回金額造成的相應影響。

綜合財務報表及核數師報告以外之資料

貴公司董事須對其他資料負責。其他資料包括年報所載資料，但不包括綜合財務報表及吾等就此發出之核數師報告。

吾等有關綜合財務報表之意見並無涵蓋其他資料，吾等亦不就此發表任何形式的核證結論。

就審核綜合財務報表而言，吾等之責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或吾等在審核過程中獲悉之資料存在重大不符，或似乎存在重大錯誤陳述。

倘基於吾等已完成之工作，吾等認為其他資料出現重大錯誤陳述。吾等須報告該事實。吾等就此並無任何事項須報告。

INDEPENDENT AUDITOR'S REPORT (Continued)

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance. The directors of the Company are also responsible 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 of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The directors of the Company, as assisted by the audit committee, are responsible for overseeing the Group's financial reporting process.

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

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

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing 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.

董事對綜合財務報表須承擔之責任

貴公司董事須負責根據國際財務報告準則及香港公司條例的披露規定編製真實公允之綜合財務報表，並落實董事認為必要的內部控制，以使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述。

編製綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非貴公司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。

審計委員會協助貴公司董事履行監督貴集團的財務報告過程的責任。

核數師就審核綜合財務報表承擔之責任

吾等的目標為合理確定整體綜合財務報表是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有吾等意見的核數師報告。本報告乃根據吾等協定的委聘條款僅向貴公司整體股東作出，除此以外，不可用作其他用途。吾等概不就本報告的內容對任何其他人士負責或承擔法律責任。

合理保證屬高水平保證，但不能擔保根據國際審核準則進行的審核工作總能發現存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。



獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors of the Company.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements of the Group represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

在根據國際審計準則進行審核之過程中，吾等運用了職業判斷，保持了職業懷疑態度。吾等亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述之風險，設計及執行審核程序以應對該等風險，以及取得充足及適當之審核憑證，作為吾等意見之基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致重大錯誤陳述之風險較因錯誤而導致重大錯誤陳述之風險為高。
- 了解與審核相關之內部控制，以設計適當之審核程序，但非旨在對貴集團內部控制之有效性發表意見。
- 評價貴公司董事所採用會計政策之恰當性以及作出會計估計及相關披露資料之合理性。
- 對董事採用持續經營會計基礎之恰當性作出結論。根據所得之審核憑證，決定是否存在與可能對貴集團持續經營之能力構成重大疑慮之事件或情況有關之重大不確定性。倘吾等認為存在重大不確定性，則有必要在核數師報告中提請使用者對綜合財務報表中相關披露資料之關注。假若有關披露資料不足，則吾等須出具非無保留意見之核數師報告。吾等之結論乃基於截至核數師報告日期止所取得之審核憑證。然而，未來事件或情況可能導致貴集團不能繼續持續經營。
- 評價貴集團綜合財務報表之整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公允反映相關交易及事實。
- 就貴集團中實體或業務活動之財務資料獲取充分、適當之審核憑證，以對綜合財務報表發表意見。吾等負責指導、監督及執行集團審核。吾等對審核意見承擔全部責任。

獨立核數師報告(續)

INDEPENDENT AUDITOR'S REPORT (Continued)

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lee Soo Eng.

吾等就(其中包括)審核之計劃範圍、時間安排及重大審核結果,包括吾等於審核期間所識別內部控制之任何重大缺陷,與貴公司的審計委員會進行了溝通。

吾等亦向貴公司的審計委員會提交聲明,說明吾等已符合有關獨立性之相關職業道德要求,並與彼等溝通所有合理認為會影響吾等獨立性之關係及其他事項,以及為消除威脅採取的行動及防範措施(如適用)。

從與貴公司董事溝通之事項中,吾等決定何種事項對本財政期間綜合財務報表之審核最為重要,因而構成關鍵審核事項。吾等會在核數師報告中描述該等事項,除非法律法規不允許對某件事項作出公開披露,或在極端罕見之情況下,若有合理預期在吾等之報告中溝通某事項而造成之負面後果將會超過其產生之公眾利益,吾等將不會於此等情況下於報告中溝通該事項。

出具本獨立核數師報告之審核項目合夥人為Lee Soo Eng。

MAZARS PLT
Chartered Accountants
Kuala Lumpur, Malaysia

30 March 2022

MAZARS PLT
特許會計師
Kuala Lumpur, Malaysia

二零二二年三月三十日



綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

		Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Revenue	收益	5	92,657,153	88,675,007
Cost of sales	銷售成本		(81,663,857)	(78,174,794)
Gross profit	毛利		10,993,296	10,500,213
Other income	其他收入	6	2,002,370	3,512,268
Selling and distribution expenses	銷售及分銷開支		(4,330,383)	(3,511,032)
Administrative expenses	行政開支		(10,623,802)	(11,704,489)
Other expenses	其他開支		(3,410,586)	(39,841)
Loss from operations	經營虧損		(5,369,105)	(1,242,881)
Finance income	財務收入	7	374,239	541,143
Finance costs	財務成本	8	(813,492)	(1,065,225)
Net finance costs	財務成本淨額		(439,253)	(524,082)
Loss before taxation	除稅前虧損		(5,808,358)	(1,766,963)
Income tax credit/(expense)	所得稅抵免/(開支)	9	2,403,141	(1,180,243)
Loss for the year	年內虧損	10	(3,405,217)	(2,947,206)
Other comprehensive income/ (expense) for the year, net of tax	年內其他全面收益/(開支) (扣除稅項)			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益之項目:</i>			
Foreign currency translation differences for foreign operations	海外業務的外幣換算差額		1,948,673	(902,690)
Total comprehensive loss for the year	年內全面虧損總額		(1,456,544)	(3,849,896)
Loss attributable to:	以下人士應佔虧損:			
Equity shareholders of the Company	本公司權益股東		(3,402,980)	(3,017,053)
Non-controlling interest	非控股權益		(2,237)	69,847
Loss for the year	年內虧損		(3,405,217)	(2,947,206)
Total comprehensive loss attributable to:	以下人士應佔全面虧損總額:			
Equity shareholders of the Company	本公司權益股東		(1,453,888)	(3,920,950)
Non-controlling interest	非控股權益		(2,656)	71,054
Total comprehensive loss for the year	年內全面虧損總額		(1,456,544)	(3,849,896)
Basic and diluted loss per ordinary share (expressed in Sen):	每股普通股基本及攤薄虧損 (以仙表示):	13	(0.32)	(0.28)

The notes on pages 125 to 204 are an integral part of these financial statements

第125至204頁之附註乃該等財務報表之組成部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

二零二一年十二月三十一日 31 December 2021

		Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
ASSETS	資產			
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	103,732,225	89,780,173
Right-of-use assets	使用權資產	16	5,260,107	5,569,969
Deferred tax assets	遞延稅項資產	26	141,023	33,655
			109,133,355	95,383,797
CURRENT ASSETS	流動資產			
Inventories	存貨	18	23,000,185	19,663,151
Current tax asset	即期稅項資產		1,838,896	476,405
Trade and other receivables	貿易及其他應收款項	19	21,036,536	14,783,933
Derivative financial asset	衍生金融資產	20	—	262,940
Pledged time deposits	已抵押定期存款	21	2,120,417	2,000,000
Cash and cash equivalents	現金及現金等價物	22	13,331,950	32,592,186
			61,327,984	69,778,615
TOTAL ASSETS	資產總值		170,461,339	165,162,412
EQUITY AND LIABILITIES	權益及負債			
EQUITY	權益			
Share capital	股本	23	5,941,706	5,941,706
Share premium	股份溢價	23	58,707,916	58,707,916
Reserves	儲備	23	50,224,435	51,678,323
Total equity attributable to equity shareholders of the Company	本公司權益股東應佔權益總額		114,874,057	116,327,945
Non-controlling interest	非控股權益		64,583	67,239
TOTAL EQUITY	權益總額		114,938,640	116,395,184



綜合財務狀況表(續)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

二零二一年十二月三十一日 31 December 2021

		Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
LIABILITIES	負債			
NON-CURRENT LIABILITIES	非流動負債			
Loans and borrowings	貸款及借款	24	24,794,460	29,396,206
Lease liabilities	租賃負債	25	28,452	95,101
Deferred tax liabilities	遞延稅項負債	26	1,184,672	2,268,444
			26,007,584	31,759,751
CURRENT LIABILITIES	流動負債			
Loans and borrowings	貸款及借款	24	10,139,181	7,959,209
Lease liabilities	租賃負債	25	239,679	170,897
Trade and other payables	貿易及其他應付款項	27	17,223,916	7,658,151
Contract liabilities	合約負債	28	1,912,339	1,219,220
			29,515,115	17,007,477
TOTAL LIABILITIES	負債總額		55,522,699	48,767,228
TOTAL EQUITY AND LIABILITIES	權益及負債總額		170,461,339	165,162,412
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		140,946,224	148,154,935

Approved and authorised for issue by the Board of Directors on 30 March 2022.

董事會於二零二二年三月三十日批准及授權刊發。

Tang Koon Fook
Director
Tang Koon Fook
董事

Lee Sieng Poon
Director
Lee Sieng Poon
董事

The notes on pages 125 to 204 are an integral part of these financial statements

第125至204頁之附註乃該等財務報表之組成部分。

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

		Attributable to equity shareholders of the Company 本公司權益股東應佔						Non- controlling interest	Total equity
		Share capital 股本 RM 馬來西亞令吉	Share premium 股份溢價 RM 馬來西亞令吉	Other reserve 其他儲備 RM 馬來西亞令吉	Translation reserve 換算儲備 RM 馬來西亞令吉	Retained earnings 保留盈利 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉	非控股權益 RM 馬來西亞令吉	總權益 RM 馬來西亞令吉
At 1 January 2020	於二零二零年一月一日	5,941,706	58,707,916	150,200	(2,409,044)	57,858,117	120,248,895	(3,815)	120,245,080
Foreign currency translation differences for foreign operations	海外業務的外幣換算 差額	—	—	—	(903,897)	—	(903,897)	1,207	(902,690)
Other comprehensive expense for the year	年內其他全面開支	—	—	—	(903,897)	—	(903,897)	1,207	(902,690)
Loss for the year	年內虧損	—	—	—	—	(3,017,053)	(3,017,053)	69,847	(2,947,206)
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	(903,897)	(3,017,053)	(3,920,950)	71,054	(3,849,896)
At 31 December 2020	於二零二零年 十二月三十一日	5,941,706	58,707,916	150,200	(3,312,941)	54,841,064	116,327,945	67,239	116,395,184
Foreign currency translation differences for foreign operations	海外業務的外幣換算 差額	—	—	—	1,949,092	—	1,949,092	(419)	1,948,673
Other comprehensive income for the year	年內其他全面收益	—	—	—	1,949,092	—	1,949,092	(419)	1,948,673
Loss for the year	年內虧損	—	—	—	—	(3,402,980)	(3,402,980)	(2,237)	(3,405,217)
Total comprehensive loss for the year	年內全面虧損總額	—	—	—	1,949,092	(3,402,980)	(1,453,888)	(2,656)	(1,456,544)
At 31 December 2021	於二零二一年 十二月三十一日	5,941,706	58,707,916	150,200	(1,363,849)	51,438,084	114,874,057	64,583	114,938,640

The notes from pages 125 to 204 are an integral part of these financial statements.

第125至204頁之附註乃該等財務報表之組成部分。



綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

	Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動所得現金流量		
Loss before tax	除稅前虧損	(5,808,358)	(1,766,963)
Adjustments for:	就以下各項作出調整：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	15 5,275,227	6,376,962
Depreciation of right-of-use assets	使用權資產折舊	16 671,267	706,942
Gain on termination of lease	終止租賃的收益	(13,922)	—
Finance costs	財務成本	8 813,492	1,065,225
Finance income	財務收入	7 (374,239)	(541,143)
Net loss/(gain) on unrealised foreign exchange differences	未變現外匯差額虧損／(收益)淨額	10 586,751	(1,551,546)
Property, plant and equipment written off	物業、廠房及設備撇銷	15 289,667	46,590
Operating profit before changes in working capital	營運資金變動前的經營溢利	1,439,885	4,336,067
Change in inventories	存貨變動	(3,337,034)	3,822,089
Change in trade and other receivables	貿易及其他應收款項變動	(5,144,789)	604,834
Change in trade and other payables	貿易及其他應付款項變動	5,962,805	(576,394)
Change in contract liabilities	合約負債變動	693,119	184,465
Cash (used in)/generated from operations	經營活動(所用)／所得現金	(386,014)	8,371,061
Tax refunded	退稅	—	1,965,644
Income tax paid	已付所得稅	(150,490)	(499,194)
Net cash (used in)/generated from operating activities	經營活動(所用)／所得現金淨額	(536,504)	9,837,511
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量		
Acquisition of property, plant and equipment	收購物業、廠房及設備	(i) (16,557,225)	(8,419,635)
Interest received	已收利息	374,239	541,143
(Increase)/Decrease in pledged time deposits	已抵押定期存款(增加)／減少	(120,417)	3,000,000
Net cash used in investing activities	投資活動所用現金淨額	(16,303,403)	(4,878,492)

綜合現金流量表(續)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

			2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
	Note 附註			
CASH FLOW FROM FINANCING ACTIVITIES		融資活動所用現金淨額		
Capital element of lease liabilities paid	(iii)	已付租賃負債的資本部分	(345,350)	(347,675)
Drawdown from borrowing	(iii)	提取新借款	2,862,865	8,394,227
Interest and other borrowing costs paid	(iii)	已付利息及其他借款成本	(825,332)	(929,939)
Interest element of lease liabilities paid	(iii)	已付租賃負債的利息部分	(16,991)	(18,925)
Repayments of loans and borrowings	(iii)	貸款及借款還款	(6,198,996)	(4,052,411)
Net cash (used in)/generate from financing activities		融資活動(所用)/所得現金淨額	(4,523,804)	3,045,277
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		現金及現金等價物(減少)/增加淨額	(21,363,711)	8,004,296
CASH AND CASH EQUIVALENTS AT 1 JANUARY		於一月一日的現金及現金等價物	32,592,186	25,606,417
EFFECT OF FOREIGN EXCHANGE RATE CHANGES		匯率變動的影響	2,103,475	(1,018,527)
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	22	於十二月三十一日的現金及現金等價物	13,331,950	32,592,186

(i) Acquisition of property, plant and equipment

(i) 收購物業、廠房及設備

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Additions during the year	年內添置	19,516,946	5,285,632
Payment for prior year acquisition	過往年度收購的付款	—	1,407,894
Deposit paid during the year	年內支付的按金	2,690,924	1,726,109
Deposit paid in prior year	過往年度支付的按金	(1,726,109)	—
Amount unpaid included in other payables	計入其他應付款項的未付款項	(3,924,536)	—
		16,557,225	8,419,635



綜合現金流量表(續)

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

(ii) Cash outflows for leases as a lessee

(ii) 作為承租人的租賃現金流出

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Included in net cash from operating activities	計入經營活動所得現金淨額		
Payment relating to short-term leases	短期租賃相關付款	263,316	27,346
Included in net cash from financing activities	計入融資活動所得現金淨額		
Interest paid in relation to lease liabilities	已付租賃負債相關利息	16,991	18,925
Payment of lease liabilities	租賃負債付款	345,350	347,675
Total cash outflows for leases	有關租賃的現金流出總額	625,657	393,946

(iii) Reconciliation of movement of liabilities to cash flows arising from financing activities:

(iii) 負債變動與融資活動所得現金流量對賬：

Loans and borrowings

貸款及借款

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
At 1 January	於一月一日	37,355,415	33,613,755
Cash flows:	現金流量：		
Drawdown from borrowing	提取借款	2,862,865	8,394,227
Repayment of loans and borrowings	貸款及借款還款	(6,198,996)	(4,052,411)
Interest paid	已付利息	(825,332)	(929,939)
Non-cash:	非現金：		
Interest expense	利息開支	796,501	1,046,300
Foreign exchange movement	外匯變動	943,188	(716,517)
At 31 December	於十二月三十一日	34,933,641	37,355,415
Lease liabilities	租賃負債		
At 1 January	於一月一日	265,998	486,059
Cash flows:	現金流量：		
Capital element of lease liabilities paid	已付租賃負債的資本部分	(345,350)	(347,675)
Interest paid	已付利息	(16,991)	(18,925)
Non-cash:	非現金：		
Interest expense	利息開支	16,991	18,925
Acquisition of new lease	收購新租賃	430,053	127,614
Termination	終止	(82,570)	—
At 31 December	於十二月三十一日	268,131	265,998

The notes on pages 125 to 204 are an integral part of these financial statements.

第125至204頁之附註乃該等財務報表之組成部分。

NOTES TO THE FINANCIAL STATEMENTS

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

1. GENERAL INFORMATION

S&P International Holding Limited (the “**Company**”) was incorporated in the Cayman Islands under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as an exempted company with limited liability on 10 November 2016.

The Company is an investment holding company. The Company and its subsidiaries (together, the “**Group**”) are principally engaged in manufacturing and distribution of coconut based food and beverage products such as coconut cream powder, low fat desiccated coconut, coconut milk, coconut water and other related products. The Company's shares were listed on The Main Board of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) on 11 July 2017.

2. BASIS OF PREPARATION

(a) Statement of compliance

These financial statements have been prepared in accordance with all applicable International Financial Reporting Standards (“**IFRSs**”), which collective term includes all applicable individual IFRSs, International Accounting Standards (“**IASs**”) and Interpretations issued by the International Accounting Standards Board (“**IASB**”). These financial statements also comply with the disclosure requirements of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Main Board of Stock Exchange. Significant accounting policies adopted by the Group are set out in Note 3.

Application of new or amended standards

In the current year, the Group has applied a number of amendments that become effective mandatorily for the financial periods beginning on or after 1 January 2021. The adoption of the amendments does not have significant impact on the disclosures or on the amounts reported in these financial statements.

1. 一般資料

椰豐集團有限公司(「**本公司**」)於二零一六年十一月十日在開曼群島根據開曼群島一九六一年第3號法例(經綜合及修訂)第22章公司法註冊成立為獲豁免有限公司。

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**」)主要從事生產及分銷椰類食品及飲料，例如椰漿粉、低脂椰蓉、椰奶、椰汁及其他相關產品。本公司股份於二零一七年七月十一日於香港聯合交易所有限公司(「**聯交所**」)主板上市。

2. 編製基準

(a) 合規聲明

該等財務報表乃根據所有適用的國際財務報告準則(「**國際財務報告準則**」)編製。國際財務報告準則包括國際會計準則理事會(「**國際會計準則理事會**」)頒佈的所有適用個別國際財務報告準則、國際會計準則(「**國際會計準則**」)及詮釋。該等財務報表亦符合香港公司條例的披露規定以及聯交所主板證券上市規則的適用披露條文。本集團所採納的重大會計政策載於下文附註3。

應用新訂或經修訂準則

於本年度，本集團已應用多項於二零二一年一月一日或之後開始之財政期間強制生效之修訂。採納該等修訂不會對該等財務報表的披露或報告金額造成重大影響。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

2. BASIS OF PREPARATION (Continued)

(a) Statement of compliance (Continued)

New or amended standards issued that are not yet effective

The Group has not applied the following new standard and amendments that have been issued by the IASB but are not yet effective:

2. 編製基準(續)

(a) 合規聲明(續)

已頒佈但尚未生效的新訂或經修訂準則

本集團尚未應用以下國際會計準則理事會已頒佈但尚未生效的新準則及修訂：

		Effective Date 生效日期
Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41 國際會計準則第1號、國際財務報告準則第9號、國際財務報告準則第16號及國際會計準則第41號的修訂	Annual Improvements to IFRS Standards 2018–2020 國際財務報告準則二零一八年至二零二零年的年度改進	1 January 2022 二零二二年一月一日
Amendments to IFRS 3 國際財務報告準則第3號的修訂	Reference to the Conceptual Framework 對概念框架的提述	1 January 2022 二零二二年一月一日
Amendments to IAS 16 國際會計準則第16號的修訂	Property, Plant and Equipment – Proceeds before Intended Use 物業、廠房及設備 — 於作擬定用途前的所得款項	1 January 2022 二零二二年一月一日
Amendments to IAS 37 國際會計準則第37號的修訂	Onerous Contracts – Cost of Fulfilling a Contract 虧損性合約 — 履行合約之成本	1 January 2022 二零二二年一月一日
IFRS 17 國際財務報告準則第17號	Insurance Contracts 保險合約	1 January 2023 二零二三年一月一日
Amendment to IFRS 17 國際財務報告準則第17號的修訂	Initial Application of IFRS 17 and IFRS 9 – Comparative Information 首次應用國際財務報告準則第17號及國際財務報告準則第9號 — 比較資料	1 January 2023 二零二三年一月一日
Amendments to IAS 1 國際會計準則第1號的修訂	Disclosure of Accounting Policies 披露會計政策	1 January 2023 二零二三年一月一日
Amendments to IAS 1 國際會計準則第1號的修訂	Classification of Liabilities as Current or Non-current 將負債分類為流動或非流動	1 January 2023 二零二三年一月一日
Amendments to IAS 8 國際會計準則第8號的修訂	Definition of Accounting Estimates 會計估計的定義	1 January 2023 二零二三年一月一日
Amendments to IAS 12 國際會計準則第12號的修訂	Deferred Tax related to Assets and Liabilities arising from a Single Transaction 與單一交易所產生的資產及負債有關的遞延所得稅	1 January 2023 二零二三年一月一日
Amendments to IFRS 10 and IAS 28 國際財務報告準則第10號及國際會計準則第28號的修訂	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間的資產出售或注資	Deferred 延期

The adoption of the above new standard and amendments are not expected to have significant impact on the financial position and financial performance of the Group when they become effective.

預期於以上新準則及修訂生效時採納不會對本集團及本公司的財務狀況及財務表現造成重大影響。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

2. BASIS OF PREPARATION (Continued)

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency

The Company and other investment holding subsidiaries incorporated in the Cayman Islands, the British Virgin Islands and Hong Kong have their functional currencies in Hong Kong Dollar (“**HK\$**”) and subsidiaries established in Malaysia, Singapore and Thailand have their functional currencies in Malaysian Ringgit (“**RM**”), Singapore Dollar (“**SGD**”) and Thai Baht (“**THB**”) respectively. As the Group mainly operates in Malaysia, RM is used as the presentation currency of the consolidated financial statements.

2. 編製基準(續)

(b) 計量基準

財務報表按歷史成本基準編製。

(c) 功能及呈列貨幣

本公司及於開曼群島、英屬處女群島及香港註冊成立的投資控股附屬公司以港元(「港元」)作為其功能貨幣，而於馬來西亞、新加坡及泰國成立的其他附屬公司分別以馬來西亞令吉(「馬來西亞令吉」)、新加坡元(「新加坡元」)及泰銖(「泰銖」)作為彼等的功能貨幣。由於本集團主要在馬來西亞經營業務，故馬來西亞令吉被用作綜合財務報表的呈列貨幣。

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities, including structured entities, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Merger accounting is adopted for common control combinations (see below) in which all of the combining entities are ultimately controlled by the same controlling shareholders both before and after the business combination and that control is not transitory.

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. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

3. 重大會計政策

(a) 綜合入賬基準

(i) 附屬公司

附屬公司是指本公司控制的實體(包括結構性實體)。附屬公司的財務報表自取得控制權之日起計入綜合財務報表，直至控制權終止之日止。就共同控制合併(請參閱下文)採用合併會計法，據此，所有合併實體於業務合併前後均受相同控股股東最終控制，且控制並非屬短暫性質。

當本集團從參與某實體的業務獲得或有權獲得可變回報，及有能力對實體行使其權力而影響其回報，則本集團控制該實體。潛在表決權僅於實質存在時，方於分析控制權時予以考慮。雖然無多數表決權，當本集團目前有能力操控對被投資公司回報有重大影響的被投資公司活動，本集團亦視為對該被投資公司有實際權力。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

(i) Subsidiaries (Continued)

Investments in subsidiaries are measured in the Company's separate statement of financial position at cost less any impairment losses. The cost of investment includes transaction costs.

(ii) Business combinations

Business combinations arising from transfers of interests in entities that are under the control of the shareholders that control the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established; for this purpose comparatives are restated. The assets and liabilities acquired are recognised at the carrying amounts recognised from the controlling shareholders' perspective. All differences between the cost of acquisition (fair value of consideration paid) and the amounts at which the assets and liabilities are recorded have been recognised directly in equity as part of the other reserve.

Business combinations are accounted for using the acquisition method from the acquisition date, which is the date on which control is transferred to the Group.

3. 重大會計政策(續)

(a) 綜合入賬基準(續)

(i) 附屬公司(續)

於附屬公司的投資於本公司的單獨財務狀況表中按成本減任何減值虧損計量。投資成本包括交易成本。

(ii) 業務合併

因轉讓由控制本集團的股東控制的實體的權益而產生的業務合併的會計處理，猶如該項收購於所呈列最早可比較期間起或共同控制建立日期(倘為較後者)就已發生；就此重列比較數字。所收購的資產及負債按自控股股東角度確認的賬面值進行確認。收購成本(已付代價的公允價值)與資產及負債入賬金額之間的所有差額已直接於權益確認為其他儲備的一部分。

業務合併自收購日期(即控制權轉移予本集團之日)起採用收購法入賬。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

(ii) Business combinations (Continued)

For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interest in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

For each business combination, the Group elects whether it measures the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets at the acquisition date.

Transaction costs, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

3. 重大會計政策(續)

(a) 綜合入賬基準(續)

(ii) 業務合併(續)

就新收購而言，本集團按下列基準計量於收購日期的商譽成本：

- 已轉讓代價的公允價值；加
- 被收購方任何非控股權益的已確認金額；加
- 倘業務合併分階段完成，則為被收購方現有股權的公允價值；減
- 所收購的可識別資產及所承擔負債的已確認金額淨額（通常為公允價值）。

當差額為負數時，則即時於損益確認議價購買收益。

就各業務合併而言，本集團選擇是否以公允價值或於收購日期分佔被收購方可識別資產淨值的比例，計量於被收購方的非控股權益。

本集團就業務合併產生的交易成本（與發行債券或股本證券有關的交易成本除外）於產生時列為開支。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(a) Basis of consolidation (Continued)

(iii) Non-controlling interest

Non-controlling interest at the end of the reporting period, being the equity in a subsidiary not attributable directly or indirectly to the equity holders of the Company, are presented in the consolidated statement of financial position and statement of changes in equity within equity, separately from equity attributable to the owners of the Company. Non-controlling interest in the results of the Group is presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of the profit or loss and the comprehensive income for the year between non-controlling interest and owners of the Company.

Losses applicable to the non-controlling interest in a subsidiary are allocated to the non-controlling interest even if doing so causes the non-controlling interest to have a deficit balance.

(iv) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements.

(b) Goodwill

Goodwill arises on business combinations and is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is tested for impairment annually and whenever there is an indication that it may be impaired.

3. 重大會計政策(續)

(a) 綜合入賬基準(續)

(iii) 非控股權益

於報告期末，非控股權益（即並非由本公司權益持有人直接或間接應佔的附屬公司權益）於綜合財務狀況表及權益變動表中呈列為權益，並與本公司擁有人應佔權益分開列示。本集團業績中的非控股權益乃於綜合損益及其他全面收益表中呈列，作為年內損益及全面收益於非控股權益及本公司擁有人之間的分配。

附屬公司中非控股權益應佔的虧損分配至非控股權益，即使如此處理會導致非控股權益出現虧絀結餘。

(iv) 綜合入賬時抵銷的交易

集團內公司間結餘及交易以及集團內公司間交易產生的任何未變現收益及開支均於編製綜合財務報表時予以抵銷。

(b) 商譽

商譽自業務合併中產生，及按成本減任何累計減值虧損計量。商譽不予攤銷，惟須每年及當有跡象顯示可能減值時進行減值測試。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency

Transactions in foreign currencies are translated to the respective functional currencies of the entities comprising the Group at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss.

The results of foreign operations are translated into RM at the exchange rates which approximate the foreign exchange rates ruling at the dates of transactions. Statement of financial position items, including goodwill arising on consolidations of foreign operations acquired, are translated into RM at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the translation reserve.

However, if the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the exchange differences is allocated to the non-controlling interest.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

3. 重大會計政策(續)

(c) 外幣

外幣交易按交易當日的匯率換算為本集團旗下實體各自的功能貨幣。

於報告期末以外幣計值的貨幣資產及負債按該日的匯率重新換算為功能貨幣。

以外幣計值的非貨幣資產及負債於報告日期末不予換算，除非按公允價值計量的非貨幣資產及負債按釐定公允價值之日的匯率重新換算為功能貨幣則作別論。

因重新換算而產生的外幣差額於損益確認。

海外業務的業績按與交易當日通行的外匯匯率相若的匯率換算為馬來西亞令吉。財務狀況表項目(包括所收購的海外業務綜合入賬時產生的商譽)於報告期末按收市外匯匯率換算為馬來西亞令吉。所產生的匯兌差額於其他全面收益內確認及分別累積於權益中的換算儲備內。

然而，倘業務屬非全資附屬公司，則應佔換算差額的相關比例則分配至非控股權益。

於出售海外業務時，有關該海外業務的匯兌差額的累計金額於出售溢利或虧損予以確認時從權益重新分類至損益。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(c) Foreign currency (Continued)

In the consolidated financial statements, when settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and are presented in the translation reserve within equity.

(d) Financial instruments

(i) Recognition and initial measurement

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without significant financing component) or a financial liability is initially measured at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issuance. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Financial instrument categories and subsequent measurement

Financial assets

Categories of financial assets are determined on initial recognition and are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change of the business model.

3. 重大會計政策(續)

(c) 外幣(續)

於綜合財務報表中，倘目前並無計劃且可預見將來亦不大可能清償應收或應付海外業務的貨幣項目，則該貨幣項目產生的外匯收益及虧損被視作於海外業務的淨投資部分，並於其他全面收益內確認及於權益的換算儲備內呈列。

(d) 金融工具

(i) 確認及初步計量

金融資產或金融負債乃當及僅當本集團成為工具合約條文的訂約方時於財務狀況表中確認。

金融資產(並無重大融資成分的貿易應收款項除外)或金融負債初步按公允價值加上或扣除(就並非按公允價值計入損益的項目而言)因其收購或發行直接應佔的交易成本計量。並無重大融資成分的貿易應收款項初步按交易價格計量。

(ii) 金融工具分類及其後計量

金融資產

金融資產的分類於初步確認時釐定並於初步確認後不得重新分類，除非本集團改變管理金融資產的業務模式，在此情形下，所有受影響的金融資產在業務模式發生改變後的首個報告期間的首日重新分類。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Financial instruments (Continued)

(ii) Financial instrument categories and subsequent measurement (Continued)

Amortised cost

Amortised cost category comprises financial assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The financial assets are not designated as fair value through profit or loss. Subsequent to initial recognition, these financial assets are measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Interest income is recognised by applying effective interest rate to the gross carrying amount except for credit impaired financial assets where the effective interest rate is applied to the amortised cost.

Fair value through profit or loss

All financial assets not measured at amortised cost as described above are measured at fair value through profit or loss. This includes derivative financial assets (except for a derivative that is a designated and effective hedging instrument). On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at fair value through other comprehensive income as at fair value through profit or loss if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

3. 重大會計政策(續)

(d) 金融工具(續)

(ii) 金融工具分類及其後計量(續)

攤銷成本

已攤銷成本類別包括其業務模式是以持有資產收取合約現金流量為目的且其合約條款規定於特定日期產生的現金流量僅為支付本金及未償還本金金額利息的金融資產。金融資產並非指定為按公允價值計入損益。初步確認後，該等金融資產採用實際利率法按攤銷成本計量。攤銷成本會扣減減值虧損。利息收入、外匯收益及虧損以及減值於損益內確認。終止確認產生的任何收益或虧損於損益內確認。

利息收入採用實際利率法計算總賬面值確認，惟存在信貸減值的金融資產除外，因實際利率法用於計算攤銷成本。

按公允價值計入損益

所有並非按上述攤銷成本計量的金融資產按公允價值計入損益計量，包括衍生金融資產(屬指定有效對沖工具的衍生工具除外)。於初步確認時，本集團可不可撤回地指定金融資產(於其他方面符合按攤銷成本計量或按公允價值計入其他全面收益之規定)為按公允價值計入損益，前提是有關指定可消除或大幅減少會計錯配發生。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Financial instruments (Continued)

(ii) Financial instrument categories and subsequent measurement (Continued)

Fair value through profit or loss (Continued)

Financial assets categorised as fair value through profit or loss are subsequently measured at their fair value. Net gains or losses, including any interest or dividend income, are recognised in the profit or loss.

All financial assets, except for those measured at fair value through profit or loss are subject to impairment assessment.

*Financial liabilities**Amortised cost*

Financial liabilities not categorised as fair value through profit or loss are subsequently measured at amortised cost using the effective interest method.

Interest expense and foreign exchange gains and losses are recognised in the profit or loss. Any gains or losses on derecognition are also recognised in the profit or loss.

(iii) Derecognition

A financial asset or part of it is derecognised when, and only when the contractual rights to the cash flows from the financial asset expire or transferred, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial asset and the sum of consideration received (including any new asset obtained less any new liability assumed) is recognised in profit or loss.

3. 重大會計政策(續)

(d) 金融工具(續)

(ii) 金融工具分類及其後計量(續)

按公允價值計入損益(續)

分類為按公允價值計入損益的金融資產其後按其公允價值計量。盈虧淨額(包括任何利息或股息收入)於損益確認。

所有金融資產(按公允價值計入損益計量者除外)均須進行減值評估。

*金融負債**攤銷成本*

並非分類為按公允價值計入損益的金融負債其後以實際利率法按攤銷成本計量。

利息開支及外匯收益及虧損於損益內確認。終止確認產生的任何收益或虧損亦於損益內確認。

(iii) 終止確認

金融資產或其一部分當且僅當金融資產產生的現金流量的合約權利屆滿或被轉讓，或金融資產轉移至另一方而無保留該資產的控制權或絕大部分風險及回報時終止確認。於終止確認金融資產時，金融資產的賬面值與已收代價總額(包括取得的任何新資產減承擔的任何新負債)的差額於損益中確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(d) Financial instruments (Continued)

(iii) Derecognition (Continued)

A financial liability or a part of it is derecognised when and only when, the obligation specified in the contract is discharged, cancelled or expires. A financial liability is also derecognised when its terms are modified and the cash flows of the modified liability are substantially different, in which case, a new financial liability based on modified terms is recognised at fair value. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(iv) Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group or the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and liability simultaneously.

(e) Property, plant and equipment

(i) Recognition and measurement

Freehold land and property under construction are measured at cost less any accumulated impairment losses. Other items of property, plant and equipment are measured at cost less any accumulated depreciation and any accumulated impairment losses.

3. 重大會計政策(續)

(d) 金融工具(續)

(iii) 終止確認(續)

金融負債或其一部分當且僅當合約列明的責任獲解除、註銷或屆滿時終止確認。倘金融負債的條款被修訂，而經修訂負債的現金流量大幅不同，則亦終止確認金融負債。在此情況下，經修訂條款下的新金融負債按公允價值確認。於終止確認金融負債時，已失效或轉移至另一方的金融負債的賬面值與已付代價的差額(包括已轉讓的任何非現金資產或所承擔的負債)於損益中確認。

(iv) 抵銷

當且僅當本集團或本公司現時擁有法定可執行權利抵銷有關金額，且計劃以淨額結算有關金額或同時變現資產及負債時，該金融資產及金融負債相互抵銷，且淨額於財務狀況表內列示。

(e) 物業、廠房及設備

(i) 確認與計量

永久業權土地及在建物業按成本減任何累計減值虧損計量。其他物業、廠房及設備項目按成本減任何累計折舊及任何累計減值虧損計量。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Property, plant and equipment (Continued)

(i) Recognition and measurement

(Continued)

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located. The cost of self-constructed assets also includes the cost of materials and direct labour. For qualifying assets, borrowing costs are capitalised in accordance with the accounting policy on borrowing costs.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group or the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

3. 重大會計政策(續)

(e) 物業、廠房及設備(續)

(i) 確認與計量(續)

成本包括收購資產直接應佔的支出及令資產符合工作條件作其擬定用途而直接應佔的任何其他成本以及拆卸和搬遷項目及恢復項目所在地原貌的成本。自建資產的成本亦包括物料成本和直接勞工成本。就合資格資產而言，借款成本根據借款成本的會計政策資本化。

所購軟件(屬相關設備的功能所必需)會資本化為該設備的一部分。

倘物業、廠房及設備項目主要部分的可使用年期不同，則有關部分以物業、廠房及設備的獨立項目(主要部分)入賬。

出售物業、廠房及設備項目的收益或虧損乃通過比較出售所得款項與物業、廠房及設備的賬面值釐定，並於損益中確認。

(ii) 後續成本

倘物業、廠房及設備項目被替換部分所具有的未來經濟利益將可能流入本集團或本公司且其成本能夠可靠地計量，則該替換成本按該項目的賬面值確認。被替換部分的賬面值不再於損益確認。物業、廠房及設備的日常服務成本於產生時在損益確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(e) Property, plant and equipment (Continued)

(iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment from the date that they are available for use. Depreciation does not cease when the asset becomes idle or is retired from active use unless the asset is fully depreciated.

Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

Buildings are depreciated over their useful lives or over the remaining land lease period, whichever is shorter.

The principal annual rates of depreciation are as follows:

Factory buildings and other buildings	3%
Plant and machinery	5%–10%
Motor vehicles	20%
Furniture, fittings and equipment	10%–20%

Depreciation methods and useful lives are reviewed at end of the reporting period, and adjusted as appropriate.

3. 重大會計政策(續)

(e) 物業、廠房及設備(續)

(iii) 折舊

折舊乃按資產的成本減其殘值計算。個別資產的重要部分均會予以評估，且倘某部分的可使用年期與該資產其餘部分不同，則該部分會單獨計算折舊。

物業、廠房及設備項目各部分的折舊自其可供使用之日起於其估計可使用年期按直線法於損益中確認。資產於閒置或不再經常使用時繼續計提折舊，除非資產已悉數折舊。

永久業權土地不予折舊。在建物業、廠房及設備於該等資產可作擬定用途前不予折舊。

樓宇於其可使用年期或剩餘土地租賃期間(以較短者為準)折舊。

主要折舊年率如下：

工廠樓宇及其他樓宇	3%
廠房及機器	5%–10%
汽車	20%
傢具、裝置及設備	10%–20%

折舊方法及可使用年期於報告期末予以檢討及調整(倘適當)。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases

(i) Definition of a lease

A contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset — this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the customer has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the customer has the right to direct the use of the asset. The customer has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the customer has the right to direct the use of the asset if either the customer has the right to operate the asset; or the customer designed the asset in a way that predetermines how and for what purpose it will be used.

3. 重大會計政策(續)

(f) 租賃

(i) 租賃的定義

倘合約獲給予權利在一段時間內使用已識別資產以換取代價，則合約為或包括租賃。為評估合約是否獲給予已識別資產之使用權利，本集團會評估：

- 合約是否涉及已識別資產的使用，其可明示和暗示，且實質上有所不同或代表實質不同資產的絕大部分能力。倘供應商具有實質替代權，則該資產不作識別；
- 客戶有權於整個使用期間，自資產的使用中獲得絕大部分經濟利益；及
- 客戶有權指示該資產的使用。當客戶擁有與改變資產使用方式和目的最為相關的決策權時，則享有此權利。於少數情況下，倘所有關於資產使用方式和目的的決策均為預先釐定，且客戶有權經營該資產或客戶按預先釐定使用方式和目的設計該資產，則客戶有權指導該資產的使用。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(i) Definition of a lease (Continued)

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their relative stand-alone prices. However, for leases of properties in which the Group is a lessee, it has elected not to separate non-lease components and will instead account for the lease and non-lease components as a single lease component.

(ii) Recognition and initial measurement

(a) As a lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the respective Group entities' incremental borrowing rate. Generally, the Group entities use their incremental borrowing rate as the discount rate.

3. 重大會計政策(續)

(f) 租賃(續)

(i) 租賃的定義(續)

於包含租賃部分之合約開始或獲重新評估時，本集團根據其獨立價格基準將合約中之代價分配予各租賃及非租賃部分。然而，就本集團為承租人的物業租賃而言，其已選擇不區分非租賃部分及就租賃及相關非租賃部分作為單一租賃部分入賬。

(ii) 確認及初步計量

(a) 作為承租人

本集團於租賃開始日期確認使用權資產及租賃負債。使用權資產初步按成本計量，包括租賃負債初始金額(就於開始日期或之前的任何租賃付款作出調整)，加已產生的任何初始直接成本及拆卸和移除相關資產或復原相關資產或其所處場地的估計成本，減任何已收租賃獎金。

租賃負債初步按於開始日期尚未支付的租賃付款現值計量，使用租賃隱含利率或(倘無法獲取該利率)本集團旗下各實體的增量借款利率折現。本集團旗下各實體一般使用其增量借款利率作為折現率。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(ii) Recognition and initial measurement

(Continued)

(a) As a lessee (Continued)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments less any incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price under a purchase option that the Group is reasonably certain to exercise; and
- penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The Group excludes variable lease payments that linked to future performance or usage of the underlying asset from the lease liability. Instead, these payments are recognised in profit or loss in the period in which the performance or use occurs.

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3. 重大會計政策(續)

(f) 租賃(續)

(ii) 確認及初步計量(續)

(a) 作為承租人(續)

計入租賃負債計量的租賃付款包括以下各項：

- 固定付款，包括實質固定付款減任何應收獎勵；
- 視乎指標或利率釐定的可變租賃付款，初步使用開始日期的指標或利率；
- 預期殘值保證項下的應付款項；
- 本集團合理確定行使的購買選擇權的行使價；及
- 提早終止租賃的違約金，除非本集團合理確定不會提早終止。

本集團排除與租賃負債相關資產的未來表現或用途掛鈎的可變租賃付款。該等付款於表現或使用的期間於損益確認。

本集團選擇不確認使用權資產及租期為12個月或以下的短期租賃或低價值資產租賃的租賃負債。本集團將與該等租賃有關的租賃付款按直線法於租期內確認為開支。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(ii) Recognition and initial measurement

(Continued)

(b) As a lessor

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

If an arrangement contains lease and non-lease components, the Group applies IFRS 15 to allocate the consideration in the contract based on the stand-alone selling prices.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. It assesses the lease classification of a sublease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sublease as an operating lease.

3. 重大會計政策(續)

(f) 租賃(續)

(ii) 確認及初步計量(續)

(b) 作為出租人

倘本集團為出租人，其於租賃開始時釐定各租賃是否為融資租賃或經營租賃。

為對各租賃進行分類，本集團整體評估租賃是否轉讓相關資產擁有權附帶的絕大部分風險及回報。如是，則租賃為融資租賃，否則為經營租賃。

倘一項安排包括租賃及非租賃部分，則本集團應用國際財務報告準則第15號根據獨立售價分配合約代價。

倘本集團為中介出租人，其分開處理其於頭租及轉租的權益。其參考頭租產生的使用權資產評估轉租的租賃分類，而非參考相關資產。倘頭租為本集團應用上述豁免的短期租賃，則將轉租分類為經營租賃。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(f) Leases (Continued)

(iii) Subsequent measurement

(a) As a lessee

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a revision of in-substance fixed lease payments, or if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

(b) As a lessor

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of "other income".

3. 重大會計政策(續)

(f) 租賃(續)

(iii) 其後計量

(a) 作為承租人

使用權資產隨後於開始日期至使用權資產可使用年期結束或租賃期結束(以較早者為準)之期間內,採用直線法計提折舊。使用權資產的估計可使用年期按物業、廠房及設備之相同基準釐定。此外,使用權資產定期扣除減值虧損(如有)並就租賃負債的若干重新計量予以調整。

租賃負債使用實際利率法按攤銷成本計量。倘指標或利率變動導致未來租賃付款有變,倘修訂實質固定租賃付款,倘本集團估計預期應付殘值保證項下的款項有變,或倘本集團更改有關是否行使購買、續租或終止選擇權的評估,則重新計量租賃負債。

於重新計量租賃負債時,使用權資產賬面值亦作出相應調整,或倘使用權資產賬面值減少至零,於損益記錄有關調整。

(b) 作為出租人

本集團將根據經營租賃收取的租賃付款按直線法於租期內確認為收入,列作「其他收入」的一部分。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(g) Inventories

Inventories are measured at the lower of cost and net realisable value.

The cost of inventories is calculated using the weighted average and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of work-in-progress and finished goods, cost includes an appropriate share of production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

(h) Contract assets and contract liabilities

A contract asset is recognised when the Group's right to consideration is conditional on something other than the passage of time. A contract asset is subject to impairment in accordance to IFRS 9, Financial Instruments.

A contract liability is stated at cost and represents the obligation of the Group to transfer goods or services to a customer to a customer for which consideration has been received (or the amount is due) from the customers.

(i) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in fair value with original maturities of three months or less, and are used by the Group in the management of their short term commitments.

3. 重大會計政策(續)

(g) 存貨

存貨按成本與可變現淨值兩者之間的較低者計量。

存貨成本使用加權平均計算，包括購入存貨產生的開支、生產或轉換成本以及將其運至現址及達致現狀所產生的其他成本。就在製品及製成品而言，成本包括根據日常營運能力而適當分佔的間接生產成本。

可變現淨值指於日常業務過程中的估計售價減去估計完成成本及進行出售所必需的估計成本。

(h) 合約資產及合約負債

當本集團收取代價的權利須待時間推移以外的條件方可作實，則確認合約資產。合約資產須根據國際財務報告準則第9號，金融工具進行減值。

合約負債按成本列賬及指本集團因已自客戶收取代價(或到期收取的代價)，而須向客戶轉讓貨品或服務的責任。

(i) 現金及現金等價物

現金及現金等價物包括手頭現金、結餘及銀行存款以及原到期日為三個月或以下的高流動性投資(其公允價值變動的風險並不重大及被本集團用於管理其短期承擔)。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment

(i) Financial assets

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. Expected credit losses are a probability-weighted estimate of credit losses.

The Group measures loss allowances at an amount equal to lifetime expected credit loss, except for debt securities that are determined to have low credit risk at the reporting date, cash and bank balance and other debt securities for which credit risk has not increased significantly since initial recognition, which are measured at 12-month expected credit loss. Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit loss.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit loss, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information, where available.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of the asset, while 12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within the 12 months after the reporting date. The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

3. 重大會計政策(續)

(j) 減值

(i) 金融資產

本集團就按攤銷成本計量之金融資產確認預期信用損失之虧損撥備。預期信用損失為信用損失之機會率加權估算。

本集團以相等於全期預期信用損失金額計量虧損撥備，惟於報告日期被釐定具低信貸風險之債務證券、現金及銀行結餘以及自初步確認以來信貸風險並無顯著增加之其他債務證券除外，上述各項按12個月預期信用損失計量。貿易應收款項之虧損撥備一直按相等於全期預期信用損失金額計量。

在釐定金融資產之信貸風險自初步確認後有否大幅增加及於估計預期信用損失時，本集團會考慮相關及無須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團之過往經驗及已知信貸評估得出之定量及定性資料及分析，並包括前瞻性資料(倘適用)。

全期預期信用損失乃因資產之預計年期內出現之所有潛在違約事件引致之預期信用損失，而12個月預期信用損失乃報告日期後12個月內出現之潛在違約事件引致之預期信用損失之部分。估計預期信用損失時考慮之最大期限為本集團面臨信貸風險之最大合約期限。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment (Continued)

(i) Financial assets (Continued)

The Group estimates the expected credit losses on trade receivables using a provision matrix with reference to historical credit loss experience.

An impairment loss in respect of financial assets measured at amortised cost is recognised in profit or loss and the carrying amount of the asset is reduced through the use of an allowance account.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The gross carrying amount of a financial asset is written off (either partially or full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery amounts due.

(ii) Other assets

The carrying amounts of other assets (except for inventories and deferred tax assets) are reviewed at the end of each reporting period to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated each period at the same time.

3. 重大會計政策(續)

(j) 減值(續)

(i) 金融資產(續)

本集團經參考過往信用損失經驗採用撥備矩陣估計貿易應收款項之預期信用損失。

按攤銷成本計量之金融資產之減值虧損於損益中確認，而該資產之賬面值透過使用撥備賬扣減。

於各報告日期，本集團評估按攤銷成本列賬之金融資產是否已發生信貸減值。當對金融資產的估計未來現金流量具有不利影響的一項或多項事件發生時，該金融資產存在信貸減值。

若日後實際上不可收回款項，金融資產的總賬面值則會(部分或全部)撇銷，此類情況通常是當本集團確定債務人並無資產或收益來源可產生足夠現金流量償還須撇銷的金額時發生。然而，已撇銷的金融資產仍可能受到強制執行活動的影響，以遵守本集團收回逾期款項的程序。

(ii) 其他資產

其他資產(存貨及遞延稅項資產除外)的賬面值於各報告期末進行檢討，以釐定是否有任何減值跡象。倘出現任何該類跡象，便會估計該資產的可收回金額。就商譽而言，可收回金額於各期間相同時間估計。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment (Continued)

(ii) Other assets (Continued)

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units. The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to a cash-generating unit or a group of cash-generating units that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of cash-generating units) on a pro rata basis.

3. 重大會計政策(續)

(j) 減值(續)

(ii) 其他資產(續)

為進行減值測試，資產被集合為最小資產組合，該資產組合從持續使用中產生現金流入，且大致上獨立於其他資產或現金產生單位的現金流入。為進行減值測試，業務合併所取得的商譽分配至預期於合併協同效應中獲益的現金產生單位或現金產生單位組別。

資產或現金產生單位的可收回金額是以其使用價值與公允價值減出售成本兩者中的較高者釐定。在評估使用價值時，會採用反映當時市場評估的貨幣時間值及該資產或現金產生單位的獨有風險的稅前貼現率，將估計未來現金流量貼現至現值。

減值虧損於一項資產或其現金產生單位的賬面值超出其估計可收回金額時確認。

減值虧損於損益中確認。就現金產生單位確認的減值虧損首先會予以分配，以扣減獲分配現金產生單位(現金產生單位組別)的任何商譽的賬面值，及其後按比例扣減現金產生單位(現金產生單位組別)的其他資產的賬面值。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(j) Impairment (Continued)

(ii) Other assets (Continued)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

(k) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not remeasured subsequently.

(i) Issue expenses

Costs directly attributable to the issue of instruments classified as equity are recognised as a deduction from equity.

(ii) Ordinary shares

Ordinary shares are classified as equity.

3. 重大會計政策(續)

(j) 減值(續)

(ii) 其他資產(續)

商譽的減值虧損不會被撥回。就其他資產而言，於以往期間確認的減值虧損會於各報告期末進行評估，以確定是否有任何跡象顯示虧損已減少或不再存在。倘自上一次確認減值虧損以來，用以釐定可收回金額的估計出現變動，則減值虧損會被撥回。僅當資產的賬面值不會超過假設並無確認減值虧損時原應釐定的賬面值(經扣除折舊或攤銷)時，方會撥回減值虧損。減值虧損撥回乃於確認該等撥回的財政年度計入損益。

(k) 權益工具

分類為權益的工具於初步確認時按成本計量，其後不會重新計量。

(i) 發行開支

發行分類為權益的工具直接應佔的成本確認為自權益扣減。

(ii) 普通股

普通股分類為權益。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(I) Employee benefits

(i) Short term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and other benefits are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) Contributions to defined contribution retirement plans

The Group's contributions to statutory pension funds, which are defined contribution retirement plans, are charged to profit or loss in the financial year to which they relate. Contributions are made based on a percentage of the employees' basic salaries. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available. The assets of the pension funds are held separately from those of the Group in independently administered funds.

(iii) Termination benefits

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

3. 重大會計政策(續)

(I) 僱員福利

(i) 短期僱員福利

薪金、年度獎金、有薪年假及其他福利等短期僱員福利義務以不貼現基準計算，並於提供有關服務時列為開支。

倘本集團因僱員過往提供的服務而產生現有法律或推定責任須支付此金額，及責任可以可靠計量，則會就根據預期支付的金額確認負債。

(ii) 界定供款退休計劃供款

本集團的法定公積金供款（此乃界定供款退休計劃）於與法定公積金相關的財政年度於損益中扣除。供款乃根據僱員基本薪金的百分比作出。倘未來出現現金退款或扣減，預付供款確認為資產。退休金基金的資產與本集團的資產分開，並由獨立管理的基金持有。

(iii) 合約終止補償

合約終止補償會在本集團不能撤回提供該等補償與其確認涉及支付合約終止補償的重組成本（以較早者為準）時確認。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(m) Provisions and contingent liabilities

Provisions are recognised when the Group has a 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 expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(n) Revenue and other income

(i) Revenue

Revenue is measured based on the consideration specified in a contract with a customer in exchange for transferring goods or services to a customer, excluding amounts collected on behalf of third parties. The Group recognises revenue when (or as) it transfers control over a product or service to customer. An asset is transferred when (or as) the customer obtains control of the asset.

The Group transfers control of a good or service at a point in time unless one of the following overtime criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided as the Group performs;
- (b) the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date.

3. 重大會計政策(續)

(m) 撥備及或然負債

倘若本集團須就已發生的事件承擔法律或推定責任，而履行該責任預期會導致含有經濟效益的資源外流，並可作出可靠的估計，便會計提撥備。如果貨幣時間價值重大，則按預計履行責任所需開支的現值計提撥備。

倘若並不需要產生含有經濟效益的資源外流，或是無法對有關數額作出可靠的估計，便會將該責任披露為或然負債；除非經濟效益外流的可能性極低則除外。須視乎某個或多個未來事件是否發生才能確定存在與否的潛在義務，亦會披露為或然負債；但如這類經濟效益外流的可能性極低則除外。

(n) 收益及其他收入

(i) 收益

收益按與客戶就交換向客戶轉讓貨品或服務訂立的合約中訂明的代價計量，不包括代表第三方收取的款項。本集團當(或於)貨品或服務的控制權轉移予客戶時確認收益。當(或於)客戶取得資產的控制權時，則予以轉讓資產。

本集團於某一時間點轉移貨品或服務的控制權，除非符合下列其中一項一段時間標準：

- (a) 客戶於本集團履約時同時取得及消耗所提供的利益；
- (b) 本集團的履約創造或增強客戶於資產被創造或增強時控制的資產；或
- (c) 本集團的履約並未創造一項作替代用途的資產，且本集團擁有就迄今為止已完成的履約獲得付款的可強制執行權利。

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(n) Revenue and other income (Continued)

(ii) Rental income from subleasing of right-of-use assets

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income from sub-leased property is recognised as other income.

(iii) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

(o) Borrowing costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditure for the asset is being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or completed.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

3. 重大會計政策(續)

(n) 收益及其他收入(續)

(ii) 來自轉租使用權資產的租金收入

來自投資物業的租金收入按直線法在租期內於損益中確認。所授予的租賃獎勵在租期內確認為租金收入總額的組成部分。來自轉租物業的租金收入確認為其他收入。

(iii) 利息收入

利息收入於其產生時按實際利率法於損益內確認，惟特定為取得合資格資產的借款的臨時投資所產生的利息收入，則根據借款成本的會計政策入賬。

(o) 借款成本

並非直接屬於收購、建造或生產一項合資格資產的借款成本採用實際利率法於損益中確認。

因收購、建造或生產必須耗用一段頗長時間方可作擬定用途或銷售的資產而直接應佔的借款成本均撥作該等資產的部分成本。

屬於合資格資產成本一部分的借款成本，在資產產生開支、借款成本產生及使資產投入擬定用途或銷售所必須的準備工作進行期間開始資本化。在使合資格資產投入擬定用途或銷售所必須的絕大部分準備工作終止或完成時，借款成本便會暫停或停止資本化。

特定借款尚未支付合資格資產支出而用作臨時投資所賺取的投資收入會從合資格資本化的借款成本中扣除。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in these consolidated statements of financial position and their tax bases. Deferred tax is not recognised for the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are not discounted.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

3. 重大會計政策(續)

(p) 所得稅

所得稅開支包括即期及遞延稅項。即期稅項及遞延稅項於損益中確認，惟與業務合併或直接於權益或其他全面收益確認項目相關則除外。

即期稅項乃就年內應課稅收入或虧損根據於報告期末已實施或實質上已實施的稅率計算的預期應付或應收稅項，加上以往財政年度應付稅項的任何調整。

遞延稅項採用負債法確認，按資產及負債在該等綜合財務狀況表的賬面值與稅基兩者的暫時差額作出撥備。並非業務合併且並不影響會計及應課稅溢利或虧損的交易中的資產或負債的初步確認時，遞延稅項不會確認。遞延稅項根據於報告期末已實施或已實質上實施的法律，按預期當暫時差額撥回時對其應用的稅率計算。

已確認的遞延稅項金額按預期變現或清償資產及負債賬面值的方式，以報告日期已頒佈或實質已頒佈的稅率計算。遞延稅項資產及負債均不作貼現。

倘有抵銷流動稅項負債及資產的法定可強制執行的權利，而彼等乃關於相同稅務當局對同一應課稅實體所徵收的所得稅，或對不同稅務實體所徵收但該等實體擬按淨額清償即期稅項資產及負債，或彼等的稅項資產及負債將同時變現，則抵銷遞延稅項資產及負債。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(p) Income tax (Continued)

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at the end of each reporting period and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(q) Earnings per ordinary share

The Group presents basic and diluted earnings per share data for its ordinary shares ("EPS").

Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

(r) Operating segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, including revenue and expenses that relate to transactions with any of the Group's other components. Operating segments' results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and to assess its performance, and for which discrete financial information is available.

3. 重大會計政策(續)

(p) 所得稅(續)

遞延稅項資產僅於日後可能出現應課稅溢利可用以抵銷暫時差額時方予確認。遞延稅項資產於各報告期末審閱，若日後不再可能實現相關稅項利益，則扣減遞延稅項資產。

(q) 每股普通股盈利

本集團呈列其普通股的每股基本及攤薄盈利數據(「每股盈利」)。

每股基本盈利乃以本公司普通股股東應佔盈虧除以年內發行在外的普通股加權平均數計算，並就自身持有的股份進行調整。

每股攤薄盈利乃透過調整普通股股東應佔盈虧及發行在外普通股加權平均數目釐定，並就自身持有的股份進行調整，以落實所有具潛在攤薄效應的普通股，包括可換股票據及授予僱員的購股權。

(r) 經營分部

經營分部是本集團可賺取收益及產生開支(包括與本集團任何其他部分的交易有關的收益及開支)的商業活動的組成部分。經營分部的業績由主要經營決策者定期審閱以對分部作資源分配及評估其表現作出決定，並可獲提供個別財務資料。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Related parties

- (i) A person, or a close member of that person's family, is related to the Group if that person:
 - (a) has control or joint control over the Group;
 - (b) has significant influence over the Group; or
 - (c) is a member of the key management personnel of the Group or the Group's parent.
- (ii) An entity is related to the Group if any of the following conditions applies:
 - (a) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (b) 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).
 - (c) Both entities are joint ventures of the same third party.
 - (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

3. 重大會計政策(續)

(s) 關聯方

- (i) 該人士或該人士的近親與集團有關聯，倘該人士：
 - (a) 控制或共同控制本集團；
 - (b) 對本集團有重大影響；或
 - (c) 為本集團或本集團母公司的主要管理層成員。
- (ii) 實體與本集團有關聯，倘任何下列條件適用：
 - (a) 該實體與本集團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聯)。
 - (b) 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本集團旗下成員公司的聯營公司或合營企業)。
 - (c) 兩間實體均為同一第三方的合營企業。
 - (d) 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。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(s) Related parties (Continued)

(ii) (Continued)

- (e) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (f) The entity is controlled or jointly controlled by a person identified in (i).
- (g) A person identified in (i)(a) 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).
- (h) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

3. 重大會計政策(續)

(s) 關聯方(續)

(ii) (續)

- (e) 該實體為本集團或與本集團有關聯的實體就僱員利益設立的離職福利計劃。
- (f) 該實體受(i)所識別人土控制或受共同控制。
- (g) 於(i)(a)所識別人土對該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。
- (h) 向本集團或本集團母公司提供主要管理人員服務的實體或其所屬集團的任何成員公司。

近親家族成員指預期可對該名人士與實體間的買賣構成影響或與實體間的買賣會受其影響的家族成員。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

3. SIGNIFICANT ACCOUNTING POLICIES

(Continued)

(t) Fair value measurements

Fair value of an asset or a liability, except for lease transactions, is determined as 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 measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market or in the absence of a principal market, in the most advantageous market.

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

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair value are categorised into different levels in a fair value hierarchy based on the input used in the valuation technique as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability

The Group recognises transfers between levels of the fair value hierarchy as of the date of the event or change in circumstances that caused the transfers.

3. 重大會計政策(續)

(t) 公允價值計量

資產或負債的公允價值(租賃交易除外)釐定為市場參與者於計量日期在有序交易中出售資產所收取或轉移負債所支付的價格。計量假定出售資產或者轉移負債的交易在主要市場進行；不存在主要市場的，假定該交易在最有利市場進行。

以公允價值計量非金融資產，考慮市場參與者將該資產用於最佳用途產生經濟利益的能力，或者將該資產出售給能夠用於最佳用途的其他市場參與者產生經濟利益的能力。

計量資產或負債的公允價值時，本集團盡可能使用可觀察市場數據。公允價值根據估值技術所用輸入數據分為以下不同公允價值層級：

第一層級：是相同資產或負債在活躍市場上的報價(未經調整)。

第二層級：是相關資產或負債直接或間接可觀察的輸入數據(第一層級包括的報價除外)。

第三層級：是相關資產或負債的不可觀察輸入數據。

於促使轉移的事件或情況變動日期，本集團於各公允價值層級水平之間確認轉移。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements other than as disclosed below:

Impairment of property, plant and equipment

Annually, the Group carries out a review of impairment indication on property, plant and equipment. Where there is indicator of impairment, the Group estimates the recoverable amount of the property, plant and equipment. The recoverable amount of the property, plant and equipment is estimated based on value-in-use calculations and/or fair value less costs to sell. The value-in-use is determined by discounting the future cash flows generated from the continuing use of the property, plant and equipment and the projected cash flows were prepared based on the financial projections approved by the directors. The values assigned to the key assumptions used in the calculations represent management's estimate of the future income and expenditure which involve significant management's estimations based on various factors at the reporting date.

The Group assessed the recoverable amounts of certain assets after considering the utilisation of those assets and other factors.

During the year ended 31 December 2021, the Group considered that no impairment loss was necessary. The Group has made key assumptions and estimates on the appropriate discount rate, estimated income and expenses. The discount rates adopted in the impairment test model by the Group was 8% (2020: 10%).

4. 重大會計判斷及估計

按照國際財務報告準則編製財務報表需要管理層作出判斷、估計及假設，該等判斷、估計及假設會影響會計政策應用以及所呈報的資產、負債、收入及開支金額。實際結果或有別於該等估計。

估計及相關假設會持續予以檢討。會計估計的修訂於修訂估計的期間及未來受影響期間確認。

除下文所披露者外，採用會計政策時的估計不明朗因素及關鍵判斷並無任何重大方面會對財務報表中確認的金額造成重大影響：

物業、廠房及設備減值

本集團每年均會檢討物業、廠房及設備的減值跡象。當出現減值跡象時，本集團估計物業、廠房及設備的可收回金額。物業、廠房及設備的可收回金額乃根據使用價值及／或公允價值減出售成本計算。使用價值乃透過貼現持續使用物業、廠房及設備所產生之未來現金流量釐定，而預期現金流量乃根據董事批准之財務預測編製。計算中使用的主要假設所獲分配的價值代表管理層對未來收入或支出的估計，當中涉及管理層根據報告日期的各種因素作出的重大估計。

本集團在評估若干資產的可收回金額時，已考慮該等資產的使用情況及其他因素。

於截至二零二一年十二月三十一日止年度，本集團認為毋須作出減值虧損。本集團已就適當的貼現率、估計收入及開支作出關鍵假設及估計。本集團在減值測試模型中採用的貼現率為8% (二零二零年：10%)。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

5. REVENUE AND SEGMENT INFORMATION

The principal activities of the Group are manufacturing and distribution of coconut cream powder, low fat desiccated coconut, coconut milk, coconut water and other related products.

Revenue represented the sales value of coconut cream powder, low fat desiccated coconut, coconut milk, coconut water and other related products to customers net of trade discounts, rebate and returns.

5. 收益及分部資料

本集團的主要業務為製造及分銷椰漿粉、低脂椰蓉、椰奶、椰汁及其他相關產品。

收益指向客戶銷售椰漿粉、低脂椰蓉、椰奶、椰汁及其他相關產品的銷售價值(扣除交易折扣、退款及退貨)。

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Revenue from contracts with customers	來自客戶合約的收益		
— Coconut related products	— 椰子相關產品	86,659,048	86,407,524
— Others	— 其他	5,998,105	2,267,483
		92,657,153	88,675,007

The chief operating decision maker of the Group assesses the performance and allocates the resources of the Group as a whole, as all of the Group's activities are considered to be primarily dependent on the manufacturing and distribution of coconut cream powder, low fat desiccated coconut, coconut milk, coconut water and other related products. Therefore, management considers there is only one operating segment under the requirements of IFRS 8, Operating Segments. In this regard, no segment information is presented.

由於本集團的全部業務被視為主要依賴製造及分銷椰漿粉、低脂椰蓉、椰奶、椰汁及其他相關產品，本集團主要經營決策者評估本集團的整體表現及資源分配。因此，根據國際財務報告準則第8號經營分部規定，管理層認為僅有一個經營分部。就此而言，毋須呈列分部資料。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

5. REVENUE AND SEGMENT INFORMATION (Continued)

Geographical information

The following table sets out information on the geographical locations of the Group's revenue from external customers. The geographical location of customers is based on the location at which the goods are delivered.

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
West Indies	西印度群島	17,671,144	28,365,976
South East Asia	東南亞	35,553,869	15,687,106
Middle East	中東	11,865,057	26,361,507
North America	北美	5,387,633	4,205,536
East Asia	東亞	9,085,334	3,411,756
Other regions	其他地區	13,094,116	10,643,126
		92,657,153	88,675,007

The Group's non-current assets are all located in Malaysia with an aggregate amount of RM109,133,355 (2020: RM95,383,797).

Major customers

Company A and B are the customers (including all common control companies) with individual revenue equal or more than 10% (2020: 10%) of the Group's total revenue:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Company A	公司A	22,884,062	24,471,350
Company B	公司B	13,329,162	10,250,704

5. 收益及分部資料(續)

地域資料

下表載列按地域分佈本集團來自外部客戶收益的資料。客戶的地域分佈乃根據收貨地點而定。

本集團的非流動資產全部位於馬來西亞，總額為109,133,355馬來西亞令吉(二零二零年：95,383,797馬來西亞令吉)。

主要客戶

公司A及B為個別收益等於或超過本集團總收益10%(二零二零年：10%)的客戶(包括全部共同控制公司)：

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

5. REVENUE AND SEGMENT INFORMATION (Continued)

Nature of goods

The following information reflects the typical transactions of the Group:

5. 收益及分部資料(續)

商品性質

以下資料反映本集團之典型交易：

Nature of goods or services 商品或服務性質	Timing of recognition or method used to recognise revenue 收益確認的時間或方法	Significant payment terms 重要支付條款	Variable element in consideration 可變代價成分	Obligation for returns or refunds 退貨或退款責任
Coconut related products 椰子相關產品	Revenue is recognised at point in time when the customer obtains control of goods 收益於客戶獲得商品控制權的時間點確認	Credit period of 7 to 120 days from invoice date 信貸期自發票日期起計7至120日	Sales incentive are given to customers when specific criteria are met 於特定標準獲達成後向客戶支付銷售獎勵	Not applicable 不適用
Others – Freight and shipping charges 其他 — 貨運及運輸費	Revenue for freight and shipping charges is recognised over time 貨運及運輸費的收益隨時間確認	Credit period of 7 to 120 days from invoice date 信貸期自發票日期起計7至120日	Not applicable 不適用	Not applicable 不適用

6. OTHER INCOME

6. 其他收入

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Income from subleasing of right-of-use assets 轉租使用權資產的收入		180,000	200,000
Gain on foreign exchange 外匯收益		734,805	2,699,419
Others 其他		1,087,565	612,849
		2,002,370	3,512,268



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

7. FINANCE INCOME

7. 財務收入

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Interest income of financial assets calculated using the effective interest method at amortised cost	採用實際利率法計算並按 攤銷成本計量的金融資產 利息收入	253,822	541,143
Interest income from pledged time deposit	已抵押定期存款的利息收入	120,417	—
		374,239	541,143

8. FINANCE COSTS

8. 財務成本

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Interest expense of financial liabilities that are not at fair value through profit or loss	並非按公允價值計入損益的 金融負債的利息開支	796,501	1,046,300
Interest expense on lease liabilities	租賃負債的利息開支	16,991	18,925
		813,492	1,065,225

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

9. INCOME TAX (CREDIT)/EXPENSE

- (a) Income tax (credit)/expense in the consolidated statement of profit or loss and other comprehensive income represents:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Current tax — Malaysian Income Tax	即期稅項 — 馬來西亞所得稅		
Current year	本年度	89,679	26,042
Overprovision in prior years	過往年度超額撥備	(1,301,680)	(147,866)
		(1,212,001)	(121,824)
Deferred tax	遞延稅項		
Origination and reversal of temporary differences	產生及撥回暫時差額	(1,315,925)	(522,297)
Underprovision in prior years	過往年度撥備不足	124,785	1,824,364
		(1,191,140)	1,302,067
		(2,403,141)	1,180,243

The Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

Hong Kong Profits Tax rate was 8.25% on estimated assessable profits up to HK\$2 million and 16.5% on any part of the estimated assessable profits over HK\$2 million for the years ended 31 December 2021 and 2020, respectively. The Group is not subject to Hong Kong Profits Tax as it had no assessable income arising in and derived from Hong Kong for the years ended 31 December 2021 and 2020.

Malaysian Income Tax has been provided at the statutory tax rate of 24% (2020: 24%) on the estimated chargeable income arising in Malaysia for the year ended 31 December 2021.

9. 所得稅(抵免)/開支

- (a) 綜合損益及其他全面收益表內所得稅(抵免)/開支指：

本集團毋須繳納開曼群島及英屬處女群島任何所得稅。

截至二零二一年及二零二零年十二月三十一日止年度，2百萬港元以內的估計應課稅溢利的香港利得稅稅率為8.25%，而超過2百萬港元的估計應課稅溢利的任何部分則為16.5%。截至二零二一年及二零二零年十二月三十一日止年度，由於並無來自及源自香港的任何應課稅收入，故本集團毋須繳納香港利得稅。

截至二零二一年十二月三十一日止年度，在馬來西亞產生的估計應課稅收入按24%（二零二零年：24%）的法定稅率計算馬來西亞所得稅。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

9. INCOME TAX (CREDIT)/EXPENSE

(Continued)

- (b) Reconciliation between income tax (credit)/expense and accounting loss at an applicable tax rate:

9. 所得稅(抵免)/開支(續)

- (b) 按適用稅率計算的所得稅(抵免)/開支與會計虧損之間的對賬：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Loss before tax	除稅前虧損	(5,808,358)	(1,766,963)
Taxation at applicable tax rate of 24% (2020: 24%)	按適用稅率24% (二零二零年：24%) 計算的稅項	(1,394,006)	(424,071)
Effect of non-deductible expenses	不可扣除開支的影響	646,343	654,328
Effect of non-taxable income	毋須課稅收入的影響	(478,583)	(873,494)
Deferred tax assets not recognised (Over)/Under provision in prior years	未確認遞延稅項資產 過往年度(超額撥備)/ 撥備不足	—	146,982
		(1,176,895)	1,676,498
		(2,403,141)	1,180,243

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

10. LOSS FOR THE YEAR

Loss before tax is determined after recognising the following expense/(income):

10. 年內虧損

除稅前虧損乃於確認以下開支／(收入)後釐定：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Auditors' remunerations:	核數師酬金：		
— Auditors of the Company	— 本公司核數師	280,000	280,000
— Other auditors	— 其他核數師	19,208	15,267
Material expenses/(income)	重大開支／(收入)		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	5,275,227	6,376,962
Net (gain)/loss on foreign exchange differences	外匯差額(收益)／虧損淨額：		
— Realised	— 已變現	(242,128)	(800,949)
— Unrealised	— 未變現	586,751	(1,551,546)
Personnel expenses (including Directors' emoluments):	人事費用(包括董事薪酬)：		
— Wages, salaries and other benefits	— 工資、薪金及其他福利	13,452,150	14,020,644
— Contributions to defined contribution plans	— 界定供款計劃供款	932,683	949,803
Property, plant and equipment written off	物業、廠房及設備撇銷	289,667	46,590
Expenses/(income) arising from leases	租賃產生的開支／(收入)		
Depreciation of right-of-use assets	使用權資產折舊	671,267	706,942
Expenses relating to short-term leases	短期租賃相關開支	263,316	27,346
Income from subleasing of right-of-use assets	轉租使用權資產收入	(180,000)	(200,000)



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

11. DIRECTORS' EMOLUMENTS

During the financial year, Mr. Fung Che Wai, Anthony resigned as an independent non-executive director of the Group on 31 October 2021.

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follow:

11. 董事薪酬

於本財政年度，馮志偉先生於二零二一年十月三十一日辭任本集團獨立非執行董事。

根據《香港公司條例》第383(1)條及《公司(披露董事利益資料)規例》第2部披露的董事薪酬如下：

		Year Ended 31 December 2021 截至二零二一年十二月三十一日止年度			
		Directors' fees	Salaries, allowances and benefits in kind	Contributions to defined contribution plans	Total
		董事袍金	薪金、津貼及實物利益	界定供款計劃供款	總計
		RM	RM	RM	RM
		馬來西亞令吉	馬來西亞令吉	馬來西亞令吉	馬來西亞令吉
Chairman and Executive Director	主席兼執行董事				
Tang Koon Fook	Tang Koon Fook	230,255	308,253	36,896	575,404
Executive Directors	執行董事				
Lee Sieng Poon	Lee Sieng Poon	138,579	262,493	31,424	432,496
Yap Boon Teong	Yap Boon Teong	42,640	273,289	32,751	348,680
Wong Yuen Lee	Wong Yuen Lee	42,640	226,229	27,154	296,023
Independent Non-executive Directors	獨立非執行董事				
Fung Che Wai Anthony	馮志偉	51,701	—	—	51,701
Ng Hock Boon	Ng Hock Boon	55,965	—	—	55,965
Lim Sey Hock	Lim Sey Hock	55,965	—	—	55,965
		617,745	1,070,264	128,225	1,816,234

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

11. DIRECTORS' EMOLUMENTS (Continued)

11. 董事薪酬(續)

		Year Ended 31 December 2020 截至二零二零年十二月三十一日止年度			
		Directors' fees 董事袍金 RM 馬來西亞令吉	Salaries, allowances and benefits in kind 薪金、津貼及實物利益 RM 馬來西亞令吉	Contributions to defined contribution plans 界定供款計劃供款 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉
Chairman and Executive Director	主席兼執行董事				
Tang Koon Fook	Tang Koon Fook	285,945	340,189	40,728	666,862
Executive Directors	執行董事				
Lee Sieng Poon	Lee Sieng Poon	188,464	277,789	33,240	499,493
Yap Boon Teong	Yap Boon Teong	51,990	226,189	27,072	305,251
Wong Yuen Lee	Wong Yuen Lee	51,990	184,669	22,176	258,835
Independent Non-executive Directors	獨立非執行董事				
Fung Che Wai Anthony	馮志偉	64,988	—	—	64,988
Chong Yew Hoong	Chong Yew Hoong	27,078	—	—	27,078
Ng Hock Boon	Ng Hock Boon	64,988	—	—	64,988
Lim Sey Hock	Lim Sey Hock	27,078	—	—	27,078
		762,521	1,028,836	123,216	1,914,573

During the years ended 31 December 2021 and 2020, no emoluments have been paid to the Directors as inducement upon joining the Group or as compensation for loss of office. No Directors waived or had agreed to waive any emoluments.

截至二零二一年及二零二零年十二月三十一日止年度，本集團並無向董事支付任何薪酬，作為其加入本集團時的獎勵或作為離職補償。概無董事放棄或已同意放棄任何薪酬。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

12. INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four (2020: four) are Directors whose emoluments are as disclosed in Note 11. The aggregate of the emoluments in respect of the other one (2020: one) senior management is as follows:

	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Salaries and other benefits 薪金及其他福利	263,229	238,866
Contributions to defined contribution plans 界定供款計劃供款	31,488	28,598
	294,717	267,464

The emoluments of the above one (2020: one) senior management with the highest emoluments are within the following band:

	2021 二零二一年 Number of individuals 人數	2020 二零二零年 Number of individuals 人數
Nil to HK\$1,000,000 零至1,000,000港元	1	1

During the years ended 31 December 2021 and 2020, no emoluments have been paid to these highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

12. 最高薪酬人士

在五名最高薪酬人士中，四名(二零二零年：四名)人士為董事，彼等的薪酬披露於附註11。另外一名(二零二零年：一名)高級管理層的薪酬總額如下：

上述一名(二零二零年：一名)最高薪酬高級管理層的薪酬屬於以下範圍：

截至二零二一年及二零二零年十二月三十一日止年度，本集團並無向最高薪酬人士支付任何薪酬，作為其加入本集團或於加入本集團時的獎勵或作為離職補償。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

13. LOSS PER ORDINARY SHARE

The calculation of basic loss per ordinary share was based on the loss attributable to ordinary shareholders of RM3,402,980 (2020: RM3,017,053) and the weighted average number of ordinary shares outstanding of 1,080,000,000 (2020: 1,080,000,000) ordinary shares.

		2021 二零二一年 Sen 仙	2020 二零二零年 Sen 仙
Basic loss per ordinary share	每股普通股基本虧損	0.32	0.28

The diluted loss per ordinary share is similar to the basic loss per ordinary share as the Group does not have any potential dilutive ordinary shares in issuance.

14. DIVIDEND

The board has resolved not to recommend the payment of any final dividend for the current financial year.

13. 每股普通股虧損

每股普通股基本虧損乃根據普通股股東應佔虧損3,402,980馬來西亞令吉(二零二零年: 3,017,053馬來西亞令吉)及已發行普通股加權平均數1,080,000,000股(二零二零年: 1,080,000,000股)普通股計算。

14. 股息

董事會已決議不建議就本財政年度派發任何末期股息。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Freehold land 永久業權土地 RM 馬來西亞令吉	Factory buildings and other buildings 工廠樓宇及其他樓宇 RM 馬來西亞令吉	Plant and machinery 廠房及機器 RM 馬來西亞令吉	Motor vehicles 汽車 RM 馬來西亞令吉	Furniture, fittings and equipment 傢具、裝置及設備 RM 馬來西亞令吉	Construction in progress 在建工程 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉
2021 Cost	二零二一年成本							
At 1 January	於一月一日	8,997,828	26,370,302	74,586,239	689,720	4,437,684	4,683,654	119,765,427
Additions	添置	—	267,463	4,351,913	—	196,071	14,701,499	19,516,946
Written-offs	撇銷	—	—	(670,827)	—	(37,201)	(96,149)	(804,177)
Reclassifications	重新分類	—	12,780,112	(6,835,260)	—	2,200	(5,947,052)	—
At 31 December	於十二月三十一日	8,997,828	39,417,877	71,432,065	689,720	4,598,754	13,341,952	138,478,196
Accumulated depreciation	累計折舊							
At 1 January	於一月一日	—	4,392,304	21,951,530	678,913	2,962,507	—	29,985,254
Depreciation charge for the year	年內折舊支出	—	955,958	3,796,582	2,400	520,287	—	5,275,227
Written-offs	撇銷	—	—	(480,989)	—	(33,521)	—	(514,510)
At 31 December	於十二月三十一日	—	5,348,262	25,267,123	681,313	3,449,273	—	34,745,971
Carrying amounts	賬面值							
At 31 December	於十二月三十一日	8,997,828	34,069,615	46,164,942	8,407	1,149,481	13,341,952	103,732,225

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

15. PROPERTY, PLANT AND EQUIPMENT

(Continued)

15. 物業、廠房及設備(續)

		Freehold land 永久業權土地 RM 馬來西亞令吉	Factory buildings and other buildings 工廠樓宇及 其他樓宇 RM 馬來西亞令吉	Plant and machinery 廠房及機器 RM 馬來西亞令吉	Motor vehicles 汽車 RM 馬來西亞令吉	Furniture, fittings and equipment 傢具、裝置及 設備 RM 馬來西亞令吉	Construction in progress 在建工程 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉
2020	二零二零年							
Cost	成本							
At 1 January	於一月一日	8,997,828	25,808,665	23,516,748	677,720	4,171,932	51,367,485	114,540,378
Additions	添置	—	591,720	1,967,042	12,000	199,165	2,515,705	5,285,632
Disposals	出售	—	—	(6,504)	—	(2,746)	—	(9,250)
Written-offs	撇銷	—	—	—	—	(37,112)	(14,221)	(51,333)
Reclassifications	重新分類	—	(30,083)	49,108,953	—	106,445	(49,185,315)	—
At 31 December	於十二月三十一日	8,997,828	26,370,302	74,586,239	689,720	4,437,684	4,683,654	119,765,427
Accumulated depreciation	累計折舊							
At 1 January	於一月一日	—	3,594,526	16,892,522	668,782	2,466,455	—	23,622,285
Depreciation charge for the year	年內折舊支出	—	797,778	5,065,512	10,131	503,541	—	6,376,962
Disposals	出售	—	—	(6,504)	—	(2,746)	—	(9,250)
Written-offs	撇銷	—	—	—	—	(4,743)	—	(4,743)
At 31 December	於十二月三十一日	—	4,392,304	21,951,530	678,913	2,962,507	—	29,985,254
Carrying amounts	賬面值							
At 31 December	於十二月三十一日	8,997,828	21,977,998	52,634,709	10,807	1,475,177	4,683,654	89,780,173

Security

As of the end of the reporting period, the carrying amounts of assets pledged to licensed banks for banking facilities granted to the Group (see Note 24) are as follows:

抵押品

於報告期末，就本集團獲授的銀行融資(請參閱附註24)而抵押予持牌銀行的資產賬面值如下：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Freehold land	永久業權土地	1,227,196	1,227,196
Factory buildings and other buildings	工廠樓宇及其他樓宇	20,929,624	20,647,958
Plant and machinery	廠房及機器	38,461,067	44,899,378
		60,617,887	66,774,532



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

16. RIGHT-OF-USE ASSETS

16. 使用權資產

		Land 土地 RM 馬來西亞令吉	Buildings 樓宇 RM 馬來西亞令吉	Others 其他 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉
2021	二零二一年				
At 1 January	於一月一日	318,898	5,177,518	73,553	5,569,969
Additions	添置	—	305,737	124,316	430,053
Depreciation	折舊	(52,145)	(474,832)	(144,290)	(671,267)
Termination	終止	(45,325)	—	(23,323)	(68,648)
At 31 December	於十二月三十一日	221,428	5,008,423	30,256	5,260,107
2020	二零二零年				
At 1 January	於一月一日	393,621	5,661,172	94,504	6,149,297
Adjustment	調整	(13,808)	(48)	—	(13,856)
Additions	添置	—	—	141,470	141,470
Depreciation	折舊	(60,915)	(483,606)	(162,421)	(706,942)
At 31 December	於十二月三十一日	318,898	5,177,518	73,553	5,569,969

The Group leases a number of warehouses and land that run between 2 years and 3 years, with an option to renew the lease after that date.

本集團租賃多處倉庫及土地，為期兩年至三年，且到期後可選擇續租。

(a) Extension options

Some leases of buildings contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Group seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement whether it is reasonably certain to exercise the extension options. The Group reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant change in circumstances within its control.

(a) 延期選擇權

若干樓宇之租約包括本集團可在直至不可撤銷合約期間結束前一年行使延期選擇權。在可行的情況下，本集團力求於新租賃中包括延期選擇權，以增加運營靈活性。所持有延期選擇權僅可由本集團而非出租人行使。本集團於租賃開始時評估是否合理確定會行使延期選擇權。倘控制範圍內發生重大事件或情況發生重大變化，則本集團會重新評估是否合理確定會行使延期選擇權。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

16. RIGHT-OF-USE ASSETS (Continued)

(b) Ownership interests in leasehold land and buildings held for own use

The Group holds several industrial buildings for its business, where its manufacturing facilities are primarily located. The Group is the registered owner of these property interests, including the whole or part of undivided share in the underlying land. Lump sum payments were made upfront to acquire these property interests from their previous registered owners, and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

(c) Property subjects to operating leases

The Group subleases a portion of its right-of-use assets for a building under an operating lease. The lease typically runs for an initial period of three years, with an option to renew the lease for one year. Lease payments are agreed at a fixed monthly amount. The lease does not include any residual value guarantee.

The operating lease payment to be received is as follows:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Within 1 year	1年內	150,000	180,000

(d) Security

As of the end of the reporting period, the carrying amounts of a building and a leasehold land pledged to a licensed bank for banking facilities granted to the Group (see Note 24(b)) are RM1,813,000 (2020: RM1,897,000) and RM221,428 (2020: RM229,732) respectively.

16. 使用權資產(續)

(b) 於持作自用的租賃土地及樓宇的所有權權益

本集團就其業務持有若干工業樓宇，生產設施主要位於此處。本集團乃該等物業權益之註冊擁有人，包括有關土地之全部或部分不可分割份額。本集團已提前作出一次性付款以自先前註冊擁有人收購該等物業權益，除根據有關政府機構設立之應課差餉租值所作出之付款外，並無按照土地租賃之條款作出持續付款。該等付款不時發生變動，及應付予有關政府機構。

(c) 屬經營租賃之物業

本集團根據一份經營租約轉租樓宇部分使用權資產。該租約一般為期三年，可選擇續租一年。租金已協定為每月固定款項。該租約並不包括任何餘值擔保。

將予收取的經營租賃付款

(d) 抵押品

於報告期末，就本集團獲授的銀行融資(請參閱附註24(b))而抵押予持牌銀行的樓宇及租賃土地賬面值分別為1,813,000馬來西亞令吉(二零二零：1,897,000馬來西亞令吉)及221,428馬來西亞令吉(二零二零年：229,732馬來西亞令吉)。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

17. INVESTMENTS IN SUBSIDIARIES

Details of the subsidiaries as at 31 December 2021 are as follows:

17. 於附屬公司的投資

於二零二一年十二月三十一日附屬公司的詳情如下：

Name of entity 實體名稱	Place and date of incorporation/ establishment 註冊成立／ 成立地點及日期	Place of Operation 經營地點	Issued and fully paid share capital 已發行及繳足股本	Proportion of ownership interest		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	
Directly held 直接持有						
SP Coco Limited	The British Virgin Islands 11 November 2016 英屬處女群島 二零一六年十一月十一日	The British Virgin Islands 英屬處女群島	United States Dollar ("USD") 1 1美元(「美元」)	100%	100%	Investment holding 投資控股
Indirectly held 間接持有						
S&P (Hong Kong) Holding Limited	Hong Kong 25 November 2017 香港 二零一七年十一月二十五日	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding 投資控股
Edaran Bermutu Sdn. Bhd. ("Edaran")	Malaysia 29 November 2001 馬來西亞 二零零一年十一月二十九日	Malaysia 馬來西亞	RM100 100馬來西亞令吉	100%	100%	Investment holding 投資控股
Radiant Span Sdn. Bhd. ("Radiant")	Malaysia 11 July 1998 馬來西亞 一九九八年七月十一日	Malaysia 馬來西亞	RM100 100馬來西亞令吉	100%	100%	Investment holding 投資控股
S & P Industries Sdn. Bhd.	Malaysia 20 December 2004 馬來西亞 二零零四年十二月二十日	Malaysia 馬來西亞	RM5,000,000 5,000,000 馬來西亞令吉	100%	100%	Manufacturing and distribution of coconut cream powder, low fat desiccated coconut, coconut milk, coconut water and related products 製造及分銷椰漿粉、低脂椰蓉、椰奶、椰汁及相關產品

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

17. INVESTMENTS IN SUBSIDIARIES

(Continued)

17. 於附屬公司的投資(續)

Name of entity 實體名稱	Place and date of incorporation/ establishment 註冊成立/ 成立地點及日期	Place of Operation 經營地點	Issued and fully paid share capital 已發行及繳足股本	Proportion of ownership interest 所有權比例		Principal activities 主要業務
				2021 二零二一年	2020 二零二零年	
Rasa Mulia Sdn. Bhd. ("Rasa Mulia")	Malaysia 20 October 1999 馬來西亞 一九九九年 十月二十日	Malaysia 馬來西亞	RM50,000 50,000 馬來西亞令吉	100%	100%	Trading of coconut cream powder, low fat desiccated coconut, coconut milk, ketupat, kerisik and related products 買賣椰漿粉、低脂椰蓉、椰奶、ketupat、kerisik及相關產品
Stancodex Sdn. Bhd.	Malaysia 4 March 1998 馬來西亞 一九九八年 三月四日	Malaysia 馬來西亞	RM2,400,004 2,400,004 馬來西亞令吉	100%	100%	Trading of coconut cream powder, low fat desiccated coconut and related products 買賣椰漿粉、低脂椰蓉及相關產品
Shifu Ingredients Sdn. Bhd. ("Shifu")	Malaysia 4 July 1996 馬來西亞 一九九六年 七月四日	Malaysia 馬來西亞	RM100,000 100,000 馬來西亞令吉	100%	100%	Inactive 暫無業務
Meridian Ace Sdn. Bhd.	Malaysia 13 November 1996 馬來西亞 一九九六年 十一月十三日	Malaysia 馬來西亞	RM100,000 100,000 馬來西亞令吉	100%	100%	Inactive 暫無業務
S&P Food Pte. Ltd.	Singapore 16 November 2015 新加坡 二零一五年 十一月十六日	Singapore 新加坡	SGD50,000	100%	100%	Inactive
			50,000 新加坡元	100%	100%	暫無業務
M. Ace (Thailand) Co., Ltd	Thailand 28 June 2011 泰國 二零一一年 六月二十八日	Thailand 泰國	THB625,000 625,000泰銖	90.57%	90.57%	Inactive 暫無業務

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

18. INVENTORIES

18. 存貨

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Packaging and raw materials	包裝及原材料	7,901,961	5,471,251
Semi-finished goods	半成品	5,683,694	7,358,907
Finished goods	製成品	9,414,530	6,832,993
		23,000,185	19,663,151
The amount of inventories recognised as an expense is as follows:			
Carrying amount of inventories sold		81,093,132	77,703,809

19. TRADE AND OTHER RECEIVABLES

19. 貿易及其他應收款項

		Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Trade receivables	貿易應收款項	19 (a)	16,055,887	10,819,088
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	19 (b)	4,980,649	3,964,845
			21,036,536	14,783,933

(a) Trade receivables

As of the end of the reporting period, the aging analysis of trade receivables based on the invoice date is as follows:

(a) 貿易應收款項

截至報告期末，基於發票日期的貿易應收款項賬齡分析如下：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Within 1 month	1個月內	6,426,225	4,536,525
1 to 2 months	1至2個月	4,551,834	3,517,377
2 to 3 months	2至3個月	4,719,041	2,366,539
Over 3 months	3個月以上	358,787	398,647
		16,055,887	10,819,088

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

19. TRADE AND OTHER RECEIVABLES

(Continued)

(a) Trade receivables (Continued)

The following table provides information about the exposure to credit risk and expected credit losses ("ECLs") for trade receivables as at 31 December 2021 which are grouped together as they are expected to have similar risk nature.

		Gross carrying amount 總賬面值 RM 馬來西亞令吉	Loss allowances 虧損撥備 RM 馬來西亞令吉	Net balance 結餘淨額 RM 馬來西亞令吉
2021	二零二一年			
Current (not past due)	流動(未逾期)	7,232,151	—	7,232,151
1–30 days past due	逾期1至30日	8,373,316	—	8,373,316
31–60 days past due	逾期31至60日	206,778	—	206,778
61–90 days past due	逾期61至90日	40,809	—	40,809
More than 90 days	90日以上	202,833	—	202,833
		16,055,887	—	16,055,887
2020	二零二零年			
Current (not past due)	流動(未逾期)	5,677,335	—	5,677,335
1–30 days past due	逾期1至30日	3,868,636	—	3,868,636
31–60 days past due	逾期31至60日	787,254	—	787,254
61–90 days past due	逾期61至90日	462,758	—	462,758
More than 90 days	90日以上	23,105	—	23,105
		10,819,088	—	10,819,088

(b) Include in prepayments was an amount of RM2,690,924 (2020: RM1,726,109) represents the advance paid in relation to acquisition of machinery.

19. 貿易及其他應收款項(續)

(a) 貿易應收款項(續)

下表載列有關於二零二一年十二月三十一日貿易應收款項(因預期具備類似風險性質而組合在一起)面臨的信貨風險及預期信用損失(「預期信用損失」)資料。

(b) 預付款項包括就收購機器預先支付的款項2,690,924馬來西亞令吉(二零二零年: 1,726,109馬來西亞令吉)。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

20. DERIVATIVE FINANCIAL ASSET

20. 衍生金融資產

		Nominal value 面值 RM 馬來西亞令吉	Assets 資產 RM 馬來西亞令吉	Liabilities 負債 RM 馬來西亞令吉
2021	二零二一年			
Derivatives at fair value through profit or loss	按公允價值計入損益的衍生工具			
— Forward exchange contract	— 遠期外匯合約	—	—	—
2020	二零二零年			
Derivatives at fair value through profit or loss	按公允價值計入損益的衍生工具			
— Forward exchange contract	— 遠期外匯合約	7,493,540	262,940	—

Forward exchange contract is used to manage the foreign currency exposures arising from the Group's receivables denominated in currencies other than the functional currencies of Group's entities. In prior year, the forward exchange contract has maturity of less than one year after the end of the reporting period.

遠期外匯合約用於管理本集團以本集團實體功能貨幣以外貨幣計值的應收款項產生的外匯風險。於上一年度，遠期外匯合約於報告期末後一年內到期。

21. PLEDGED TIME DEPOSITS

21. 已抵押定期存款

	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Time deposits pledged with a licensed bank 抵押予持牌銀行的定期存款	2,120,417	2,000,000

The current time deposits are pledged to a bank to secure a loan of a subsidiary for a tenure of 5 years with effective interest rates at 2.35% (2020: 3.65%) per annum. The maturities of these time deposits are 12 months (2020: 12 months).

目前的定期存款乃抵押予一間銀行，以作為一間附屬公司實際年利率為2.35% (二零二零年：3.65%) 為期五年的貸款的擔保。該定期存款的到期日為12個月(二零二零年：12個月)。

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

22. CASH AND CASH EQUIVALENTS

22. 現金及現金等價物

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Cash on hand	手頭現金	14,908	74,826
Bank balances in licensed banks	於持牌銀行的銀行結餘	13,317,042	32,517,360
Cash and cash equivalents in the consolidated statement of cash flows	於綜合現金流量表的現金及現金等價物	13,331,950	32,592,186

23. SHARE CAPITAL AND RESERVES

23. 股本及儲備

(a) Share capital

Details of the Company's share capital for the year are set out below:

(a) 股本

本公司年內股本詳情載列如下：

		2021 二零二一年 No. of shares 股份數目	HK\$ 港元	2020 二零二零年 No. of shares 股份數目	HK\$ 港元
Authorised:	法定：				
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股	5,000,000,000	50,000,000	5,000,000,000	50,000,000

		2021 二零二一年 No. of shares 股份數目	RM 馬來西亞令吉	2020 二零二零年 No. of shares 股份數目	RM 馬來西亞令吉
Ordinary shares, issued and fully paid off:	普通股，已發行及繳足：				
At 1 January/31 December	於一月一日／十二月三十一日	1,080,000,000	5,941,706	1,080,000,000	5,941,706



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

23. SHARE CAPITAL AND RESERVES

(Continued)

(b) Nature and purposes of reserves

(i) Share premium

The share premium represents the difference between the nominal value of the shares of the Company and proceeds received from the issuance of shares of the Company. Under the Cayman Companies Law, the share premium account of the Company is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company would be in a position to pay off its debts as they fall due in the ordinary course of the business.

(ii) Other reserve

Other reserve of the Group represents the difference between the par value of the Company's shares issued and the aggregate amount of paid-up capital of Edaran, Radiant, Rasa Mulia and Shifu acquired from the controlling shareholders on 29 December 2016 pursuant to the share swap as if the current group structure and share swap had been occurred on 1 January 2016.

Other reserve of the Company represents the difference between the par value of the Company's shares issued and the equity in Edaran, Radiant, Rasa Mulia and Shifu acquired from the controlling shareholders on 29 December 2016.

(iii) Translation reserve

The reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 3(c).

23. 股本及儲備(續)

(b) 儲備性質及用途

(i) 股份溢價

股份溢價指本公司股份賬面值與本公司發行股份收取所得款項之間的差額。根據開曼公司法，本公司股份溢價賬可供分派予本公司股東，惟緊隨建議分派股息之日後，本公司須有能力支付於日常業務過程中到期繳付之債項。

(ii) 其他儲備

本集團其他儲備指根據股份互換發行的本公司股份面值與於二零一六年十二月二十九日向控股股東收購的Edaran、Radiant、Rasa Mulia及Shifu繳足股本總額之間的差額，猶如現行集團架構及股份互換已於二零一六年一月一日發生。

本公司其他儲備指本公司已發行股份面值與於二零一六年十二月二十九日向控股股東收購的Edaran、Radiant、Rasa Mulia及Shifu股權之間的差額。

(iii) 換算儲備

該儲備包括換算海外業務財務報表產生的全部匯兌差額。該儲備按照附註3(c)所載的會計政策處理。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

23. SHARE CAPITAL AND RESERVES

(Continued)

(c) Movement in the Company's equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity at the end of the year are set out below:

23. 股本及儲備(續)

(c) 本公司權益變動

本集團年初及年末各項目的綜合權益的對賬載列於綜合權益變動表。本公司獨立權益項目於年末的變動詳情載列如下：

		Share capital 股本 RM 馬來西亞令吉	Share premium 股份溢價 RM 馬來西亞令吉	Other reserves 其他儲備 RM 馬來西亞令吉	Translation reserve 換算儲備 RM 馬來西亞令吉	Retained earnings 保留盈利 RM 馬來西亞令吉	Total 總計 RM 馬來西亞令吉
At 1 January 2020	於二零二零年 一月一日	5,941,706	58,707,916	49,144,626	(2,190,291)	1,871,082	113,475,039
Loss for the year	年內虧損	—	—	—	—	(527,619)	(527,619)
Other comprehensive expense for the year	年內其他全面開支	—	—	—	(879,310)	—	(879,310)
Loss and total comprehensive expense for the year	年內虧損及全面 開支總額	—	—	—	(879,310)	(527,619)	(1,406,933)
At 31 December 2020/ 1 January 2021	於二零二零年 十二月三十一日/ 二零二一年 一月一日	5,941,706	58,707,916	49,144,626	(3,069,601)	1,343,463	112,068,110
Loss for the year	年內虧損	—	—	—	—	(51,844)	(51,844)
Other comprehensive income for the year	年內其他全面 收益	—	—	—	1,939,042	—	1,939,042
Loss and total comprehensive income for the year	年內虧損及 全面收益總額	—	—	—	1,939,042	(51,844)	1,887,198
At 31 December 2021	於二零二一年 十二月三十一日	5,941,706	58,707,916	49,144,626	(1,130,559)	1,291,619	113,955,308



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

24. LOANS AND BORROWINGS

24. 貸款及借款

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Non-current	非即期		
Term loans — secured	定期貸款 — 有抵押	24,794,460	29,396,206
Current	即期		
Term loans — secured	定期貸款 — 有抵押	10,139,181	7,959,209
		34,933,641	37,355,415

(a) Bank loans

As of the end of the reporting period, the bank loans were repayable as follows:

(a) 銀行貸款

於報告期末，應償還銀行貸款如下：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Within 1 year	1年內	10,139,181	7,959,209
After 1 year but within 2 years	1年後2年內	8,288,339	7,966,550
After 2 years but within 5 years	2年後5年內	13,404,954	15,786,159
After 5 years	5年後	3,101,167	5,643,497
		24,794,460	29,396,206
		34,933,641	37,355,415

(b) Security

The bank loans are secured by freehold land, factory buildings and other buildings and specific debentures by a subsidiary incorporating specific charge over the plant and machinery financed by the bank (see Note 15).

The bank loans are also secured by right-of-use assets for a building and a leasehold land (see Note 16), time deposits pledged (see Note 21) and the corporate guarantees given by the Company (see Note 33(b)).

(b) 抵押品

該等銀行貸款乃以永久業權土地、工廠樓宇及其他樓宇以及計及由該銀行撥資的廠房及機器特定押記的附屬公司特定債權證作抵押（見附註15）。

該等銀行貸款亦以樓宇使用權資產及租賃土地（見附註16）、定期存款（見附註21）及本公司提供的企業擔保（見附註33(b)）作抵押。

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

25. LEASE LIABILITIES

25. 租賃負債

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Within 1 year	1年內	239,679	170,897
After 1 year but within 2 years	1年後2年內	24,980	93,039
After 2 years but within 5 years	2年後5年內	3,472	2,062
		28,452	95,101
		268,131	265,998

26. DEFERRED TAX (LIABILITIES)/ASSETS

26. 遞延稅項(負債)/資產

Deferred tax (liabilities)/assets are attributable to the following:

遞延稅項(負債)/資產歸屬於以下方面：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Property, plant and equipment	物業、廠房及設備	(4,513,776)	(3,833,929)
Unrealised foreign exchange differences	未變現外匯差額	783,187	(30,763)
Tax loss carry-forwards	稅項虧損結轉	205,755	50,969
Provisions	撥備	73,724	131,584
Leases	租賃	(175,463)	(182,353)
Contract liabilities	合約負債	—	170,500
Unabsorbed capital allowances	未吸納資本免稅額	2,582,924	1,459,203
		(1,043,649)	(2,234,789)
Representing:	以下應佔：		
— Deferred tax assets	— 遞延稅項資產	141,023	33,655
— Deferred tax liabilities	— 遞延稅項負債	(1,184,672)	(2,268,444)
		(1,043,649)	(2,234,789)



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

26. DEFERRED TAX (LIABILITIES)/ASSETS

(Continued)

Movements in temporary differences during the year:

26. 遞延稅項(負債)/資產(續)

年內暫時差額變動:

	At 1 January 2020 於二零二零年 一月一日 RM 馬來西亞令吉	Recognised in profit or loss 於損益確認 RM 馬來西亞令吉	At 31 December 2020 於二零二零年 十二月三十一日 RM 馬來西亞令吉	Recognised in profit or loss 於損益確認 RM 馬來西亞令吉	At 31 December 2021 於二零二一年 十二月三十一日 RM 馬來西亞令吉
Property, plant and equipment	(1,996,134)	(1,837,795)	(3,833,929)	(679,847)	(4,513,776)
Unrealised foreign exchange differences	350,355	(381,118)	(30,763)	813,950	783,187
Tax loss carry-forwards	120,830	(69,861)	50,969	154,786	205,755
Provisions	175,036	(43,452)	131,584	(57,860)	73,724
Leases	(375,870)	193,517	(182,353)	6,890	(175,463)
Contract liabilities	51,147	119,353	170,500	(170,500)	—
Unabsorbed capital allowances	741,914	717,289	1,459,203	1,123,721	2,582,924
	(932,722)	(1,302,067)	(2,234,789)	1,191,140	(1,043,649)

No deferred tax asset is recognised in respect of the following items:

概無就以下項目確認遞延稅項資產:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Unabsorbed tax losses	未吸納稅項虧損	—	737,257
Unutilised reinvestment allowance	未動用再投資撥備	36,268,994	7,945,333
Others	其他	—	121
		36,268,994	8,682,711

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

26. DEFERRED TAX (LIABILITIES)/ASSETS

(Continued)

Pursuant to the applicable tax legislation unutilised tax losses and unutilised reinvestment allowance will expire as follows:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Expire in 2026	於二零二六年屆滿	7,945,333	8,067,844
Expire in 2027	於二零二七年屆滿	28,323,661	614,746
		36,268,994	8,682,590

26. 遞延稅項(負債)/資產(續)

根據適用的稅務法例，未動用稅務虧損及未動用再投資撥備將於以下時間屆滿：

27. TRADE AND OTHER PAYABLES

		Note 附註	2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Trade payables	貿易應付款項	27 (a)	7,734,585	4,551,025
Other payables and accruals	其他應付款項及應計費用	27 (b)	9,489,331	3,107,126
			17,223,916	7,658,151

27. 貿易及其他應付款項

(a) As of the end of the reporting period, the ageing analysis of trade payables based on the invoice date or goods receipt date, where applicable, is as follows:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Within 1 month	1個月內	4,912,303	3,802,503
1 to 3 months	1至3個月	2,096,087	655,757
3 to 6 months	3至6個月	726,195	92,765
		7,734,585	4,551,025

(a) 截至報告期末，基於發票日期或收貨日期(如適用)的貿易應付款項賬齡分析如下：

(b) Include in other payables was an amount of RM3,924,536 (2020: nil) owing to supplier in relation to acquisition of machinery.

(b) 其他應付款項包括就收購機器結欠供應商的款項3,924,536馬來西亞令吉(二零二零年：無)。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

28. CONTRACT LIABILITIES

28. 合約負債

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Contract liabilities	合約負債		
Consideration received in advance	預收代價	1,305,285	1,015,382
Other contract related liabilities	其他合約相關負債		
Sales rebates	銷售回扣	607,054	203,838
		1,912,339	1,219,220

The contract liabilities represent the consideration received in advance from customers as at the end of the reporting period are expected to be recognised as revenue within a year.

At the point of sale, a sales rebate and a corresponding adjustment to revenue are recognised for those sales rebate expected to be incurred. Management uses historical experience to estimate the number of sales rebate on a portfolio level using the expected value method.

合約負債指於報告期末預先向客戶收取的代價，預期將於一年內確認為收益。

於銷售時點，就預期產生的銷售回扣確認銷售回扣及收入的相應調整。管理層利用過往經驗，以預期價值法估計組合的銷售回扣數目。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The table below provides an analysis of financial instruments categorised as follows:

(i) Fair value through profit or loss ("FVTPL")

— Mandatorily required by IFRS 9

(ii) Amortised costs ("AC")

29. 金融工具

(a) 金融工具類別

下表提供分類為以下各項的金融工具分析：

(i) 按公允價值計入損益 (「按公允價值計入損益」)

— 國際財務報告準則第9號強制要求

(ii) 攤銷成本 (「攤銷成本」)

			Carrying amount	AC	FVTPL 按公允價值 計入損益 RM
			賬面值 RM 馬來西亞令吉	攤銷成本 RM 馬來西亞令吉	馬來西亞令吉
Note 附註					
2021	二零二一年				
Financial assets	金融資產				
Trade and other receivables*	貿易及其他應收款項*	19	16,665,830	16,665,830	—
Pledged time deposits	已抵押定期存款	21	2,120,417	2,120,417	—
Cash and cash equivalents	現金及現金等價物	22	13,331,950	13,331,950	—
			32,118,197	32,118,197	—
Financial liabilities	金融負債				
Loans and borrowings	貸款及借款	24	34,933,641	34,933,641	—
Trade and other payables**	貿易及其他應付款項**	27	16,979,074	16,979,074	—
			51,912,715	51,912,715	—
2020	二零二零年				
Financial assets	金融資產				
Trade and other receivables*	貿易及其他應收款項*	19	11,434,297	11,434,297	—
Derivatives financial asset	衍生金融資產	20	262,940	—	262,940
Pledged time deposits	已抵押定期存款	21	2,000,000	2,000,000	—
Cash and cash equivalents	現金及現金等價物	22	32,592,186	32,592,186	—
			46,289,423	46,026,483	262,940
Financial liabilities	金融負債				
Loans and borrowings	貸款及借款	24	37,355,415	37,355,415	—
Trade and other payables**	貿易及其他應付款項**	27	7,481,002	7,481,002	—
			44,836,417	44,836,417	—

* excluding prepayments and goods and services tax receivable.

** excluding sales and service tax payable.

* 不包括預付款項及貨品和服務應收稅項。

** 不包括銷售和服務應付稅項。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(b) Net gains and losses arising from financial instruments

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Net gains/(losses) on:	以下各項的收益／(虧損) 淨額：		
Financial asset at fair value through profit or loss	按公允價值計入損益的金融資產		
— Foreign exchange differences	— 外匯差額	(262,940)	199,240
Financial assets at amortised cost	按攤銷成本計量的金融資產		
— Foreign exchange differences	— 外匯差額	924,070	1,165,653
— Finance income	— 財務收入	374,239	541,143
		1,298,309	1,706,796
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
— Foreign exchange differences	— 外匯差額	(1,005,753)	987,602
— Finance costs	— 財務成本	(796,501)	(1,046,300)
		(1,802,254)	(58,698)
		(766,885)	1,847,338

(c) Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

- Credit risk
- Liquidity risk
- Market risk

29. 金融工具(續)

(b) 金融工具產生的收益及虧損淨額

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Net gains/(losses) on:	以下各項的收益／(虧損) 淨額：		
Financial asset at fair value through profit or loss	按公允價值計入損益的金融資產		
— Foreign exchange differences	— 外匯差額	(262,940)	199,240
Financial assets at amortised cost	按攤銷成本計量的金融資產		
— Foreign exchange differences	— 外匯差額	924,070	1,165,653
— Finance income	— 財務收入	374,239	541,143
		1,298,309	1,706,796
Financial liabilities at amortised cost	按攤銷成本計量的金融負債		
— Foreign exchange differences	— 外匯差額	(1,005,753)	987,602
— Finance costs	— 財務成本	(796,501)	(1,046,300)
		(1,802,254)	(58,698)
		(766,885)	1,847,338

(c) 金融風險管理

本集團因使用金融工具而面對以下風險：

- 信貸風險
- 流動資金風險
- 市場風險

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk

Credit risk is the risk of a financial loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's exposure to credit risk arises principally from the individual characteristics of each customers. There are no significant changes as compared to prior periods.

Trade receivables

Risk management objectives, policies and processes for managing the risk

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit facilities.

At each reporting date, the Group assesses whether any of the trade receivables are credit impaired.

The gross carrying amounts of credit impaired trade receivables are written off (either partially or full) when there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. Nevertheless, trade receivables that are written off could still be subject to enforcement activities.

There are no significant changes as compared to previous year.

29. 金融工具(續)

(d) 信貸風險

信貸風險是客戶或金融工具對手方未能履行其合約義務導致財務損失的風險。本集團的信貸風險主要來自各客戶的個人特徵。與過往期間比較並無重大變動。

貿易應收款項

風險管理目標、政策及管理風險的程序

管理層已實施信貸政策並持續監察信貸風險。信貸評估於所有客戶要求信貸融資時進行。

於各報告日期，本集團評估任何貿易應收款項是否出現信貸減值。

倘日後實際上不可收回款項，本集團則會撇銷(部分或全部)信貸減值貿易應收款項的總賬面值。該情況通常出現在本集團確定債務人並無資產或收入來源可產生足夠現金流量以償還應撇銷的金額。然而，已撇銷的貿易應收款項仍可能實施強制執行。

與上一年度比較並無重大變動。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk (Continued)

Trade receivables (Continued)

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk arising from trade receivables are represented by the carrying amounts in the consolidated statement of financial position.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. As at 31 December 2021 and 2020, 53% and 42% of the total trade receivables was due from the Group's major customers (as defined in note 5) and 62% and 56% of the total trade receivables was due from the five largest receivables of the Group respectively.

Concentration of credit risk

The exposure of credit risk for trade receivables as at the end of the reporting period by geographic region was:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
West Indies	西印度群島	2,420,940	2,531,907
South East Asia	東南亞	7,611,856	4,149,032
Middle East	中東	972,206	750,577
North America	北美	1,476,080	1,757,490
East Asia	東亞	846,999	515,731
Other regions	其他地區	2,727,806	1,114,351
		16,055,887	10,819,088

29. 金融工具(續)

(d) 信貸風險(續)

貿易應收款項(續)

信貸風險、信貸質素及抵押物

於報告期末，來自貿易應收款項的最大信貸風險指綜合財務狀況表的賬面值。

本集團面對的信貸風險主要受每名客戶的個別特徵而非客戶經營所屬行業或國家的影響，因此重大信貸集中風險主要由於本集團與個別客戶往來時須承受重大風險所致。於二零二一年及二零二零年十二月三十一日，貿易應收款項總額的53%及42%為應收本集團主要客戶(定義見附註5)款項，而貿易應收款項總額的62%及56%為本集團五大應收款項。

信貸集中風險

於報告期末，貿易應收款項的信貸風險按地區劃分為：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk (Continued)

Trade receivables (Continued)

Recognition and measurement of impairment losses

In managing credit risk of trade receivables, the Company manages its debtors and takes appropriate actions (including but not limited to legal actions) to recover long overdue balances. Generally, trade receivables will pay within 60 days. The Company's debt recovery process is as follows:

- a) Above 90 days past due after credit term, the Company will start to initiate a structured debt recovery process which is monitored by the sales management team; and
- b) Above 120 days past due, the Company will commence a legal proceeding against the customer.

The Group uses an allowance matrix to measure expected credit losses ("ECLs") of all trade receivables. Consistent with the debt recovery process, invoices which are past due 90 days will be considered as credit impaired.

Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to 90 days past due.

Loss rates are based on actual credit loss experience over the past two years. The Company also considers differences between (a) economic conditions during the period over which the historic data has been collected, (b) current conditions and (c) the Company's view of economic conditions over the expected lives of the receivables. Nevertheless, the Company believes that these factors are immaterial for the purpose of impairment calculation for the year.

29. 金融工具(續)

(d) 信貸風險(續)

貿易應收款項(續)

減值虧損的確認及計量

在管理貿易應收款項的信貸風險時，本公司管理其債務人並採取適當行動(包括但不限於法律訴訟)以收回逾期未付餘額。一般而言，貿易應收款項將於60天內支付。本公司的債務收回程序如下：

- a) 信貸期後逾期90天以上，本公司將開始啟動結構性債務收回程序，由銷售管理團隊監控；及
- b) 逾期120天以上，本公司將對客戶展開法律訴訟。

本集團使用撥備矩陣計量所有貿易應收款項的預期信用損失(「預期信用損失」)。與債務收回程序一致，逾期90天的發票將被視為信貸減值。

損失率使用「滾轉率」方法根據應收款項通過連續拖欠階段進展至逾期90天的概率計算。

損失率基於過去兩年的實際信用損失經驗而定。本公司亦考慮(a)收集歷史數據期間的經濟狀況；(b)現時狀況；及(c)本公司對應收款項預期年期的經濟狀況的觀點之間的差異。然而，本公司認為該等因素對本年度的減值計算並不重大。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk (Continued)

Trade receivables (Continued)

Recognition and measurement of impairment losses (Continued)

The Group assessed that there is no significant loss allowance recognised in accordance with IFRS 9 as at 31 December 2021 and 31 December 2020.

The Group does not provide any guarantees which would expose the Group to credit risk.

Cash and cash equivalents

The cash and cash equivalents are held with banks. As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the consolidated statement of financial position.

These banks have low credit risks. The Group is of the view that the loss allowance is not material and hence, it is not provided for.

Other receivables

Credit risks on other receivables are mainly arising from deposits paid for office buildings and fixtures rented. These deposits will be received at the end of each lease terms. The Group manages the credit risk together with the leasing arrangement.

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the consolidated statement of financial position.

As at the end of the reporting period, the Group did not recognise any allowance for impairment losses.

29. 金融工具(續)

(d) 信貸風險(續)

貿易應收款項(續)

減值虧損的確認及計量(續)

本集團評估，於二零二一年十二月三十一日及二零二零年十二月三十一日，並無根據國際財務報告準則第9號確認重大虧損撥備。

本集團並無提供將使其面對信貸風險的任何擔保。

現金及現金等價物

現金及現金等價物於銀行持有。於報告期末，最大信貸風險指其於綜合財務狀況表的賬面值。

該等銀行的信貸風險較低。本集團認為虧損準備並不重大，因此並未作出撥備。

其他應收款項

其他應收款項的信貸風險主要來自就租用辦公樓宇及固定裝置支付的按金。該等按金將於各租賃期結束時收取。本集團與租賃安排一併管理信貸風險。

於報告期末，最大信貸風險指其於綜合財務狀況表的賬面值。

於報告期末，本集團並無就減值虧損確認任何撥備。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk (Continued)

Inter-company loans and advances

Risk management objectives, policies and processes for managing the risk

The Company provides unsecured loans and advances to subsidiaries. The Company monitors the ability of the subsidiaries to repay the loans and advances on an individual basis.

Exposure to credit risk, credit quality and collateral

As at the end of the reporting period, the maximum exposure to credit risk is represented by their carrying amounts in the Company's separate statement of financial position.

Loans and advances provided are not secured by any collateral or supported by any other credit enhancements.

Recognition and measurement of impairment loss

Generally, the Company considers loans and advances to subsidiaries have low credit risk. The Company assumes that there is a significant increase in credit risk when a subsidiary's financial position deteriorates significantly. As the Company is able to determine the timing of payments of the subsidiaries' loans and advances when they are payable, the Company considers the loans and advances to be in default when the subsidiaries are not able to pay when demanded. The Company considers a subsidiary's loan or advance to be credit impaired when:

- The subsidiary is unlikely to repay its loan or advance to the Company in full;
- The subsidiary's loan or advance is overdue for more than 365 days; or
- The subsidiary is continuously loss making and is having a deficit shareholders' fund.

29. 金融工具(續)

(d) 信貸風險(續)

公司間貸款及墊款

風險管理目標、政策及管理風險的程序

本公司向附屬公司提供無抵押貸款及墊款。本公司監控附屬公司個別償還貸款及墊款的能力。

信貸風險、信貸質素及抵押物

於報告期末，最大信貸風險指其於本公司的單獨財務狀況表的賬面值。

所提供的貸款及墊款不以任何抵押物作抵押或由任何其他信貸提升措施支持。

減值虧損的確認及計量

一般而言，本公司認為對附屬公司的貸款及墊款的信貸風險較低。本公司假設信貸風險於附屬公司的財務狀況顯著惡化時顯著增加。由於本公司能夠在應付時確定附屬公司貸款及墊款的支付時間，因此在附屬公司無法按要求支付時，本公司認為貸款及墊款違約。在下列情況下，本公司認為附屬公司的貸款或墊款出現信貸減值：

- 該附屬公司不大可能向本公司全數償還其貸款或墊款；
- 該附屬公司的貸款或墊款逾期超過365天；或
- 該附屬公司持續虧損，並錄得股東資金虧絀。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(d) Credit risk (Continued)

Inter-company loans and advances
(Continued)

*Recognition and measurement of impairment loss
(Continued)*

The Company determines the probability of default for these loans and advances individually using internal information available.

As at the end of the reporting period, the Company did not recognise any allowance for impairment losses.

(e) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises principally from its trade and other payables, loans and borrowings and lease liabilities.

The Group maintains a level of cash and cash equivalents and adequate banking facilities by the management to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as and when they fall due.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

29. 金融工具(續)

(d) 信貸風險(續)

公司間貸款及墊款(續)

減值虧損的確認及計量(續)

本公司使用可獲得的內部資料個別釐定該等貸款及墊款的違約概率。

於報告期末，本公司並無就減值虧損確認任何撥備。

(e) 流動資金風險

流動資金風險指本集團未能償還到期金融負債的風險。本集團面對的流動資金風險主要因其貿易及其他應付款項、貸款及借款以及租賃負債引起。

本集團所維持的現金及現金等價物及足夠的銀行融資，被管理層視為足以盡可能確保其將擁有足夠的流動資金以償還其到期負債。

預期到期日分析中的現金流量不會大幅提早亦不會按截然不同的金額發生。

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(e) Liquidity risk (Continued)

Maturity analysis

The table below summarises the maturity profile of the Group's financial liabilities as at the end of reporting period based on undiscounted contractual payments:

		Carrying amount 賬面值 RM 馬來西亞令吉	Contractual interest rate per annum 合約年利率 %	Contractual cash flows 合約現金流量 RM 馬來西亞令吉	Under 1 year 1年以內 RM 馬來西亞令吉	1-2 years 1至2年 RM 馬來西亞令吉	2-5 years 2至5年 RM 馬來西亞令吉	More than 5 years 5年以上 RM 馬來西亞令吉
2021	二零二一年							
Loans and borrowings	貸款及借款							
— Bank loans	— 銀行貸款	34,933,641	1.80–5.32	36,434,442	10,784,403	8,752,910	13,778,214	3,118,915
Trade and other payables	貿易及其他應付款項	16,979,074		16,979,074	16,979,074	—	—	—
		51,912,715		53,413,516	27,763,477	8,752,910	13,778,214	3,118,915
Lease liabilities	租賃負債	268,131	3.20	273,466	244,616	25,350	3,500	—
		52,180,846		53,686,982	28,008,093	8,778,260	13,781,714	3,118,915
2020	二零二零年							
Loans and borrowings	貸款及借款							
— Bank loans	— 銀行貸款	37,355,415	1.84–5.32	39,531,524	8,700,366	8,601,074	16,443,219	5,786,865
Trade and other payables	貿易及其他應付款項	7,481,002	—	7,481,002	7,481,002	—	—	—
		44,836,417		47,012,526	16,181,368	8,601,074	16,443,219	5,786,865
Lease liabilities	租賃負債	265,998	4.52	275,875	175,365	98,440	2,070	—
		45,102,415		47,288,401	16,356,733	8,699,514	16,445,289	5,786,865

(f) Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and commodity prices that will affect the Group's financial position or cash flows.

29. 金融工具(續)

(e) 流動資金風險(續)

到期日分析

下表概述於報告期末本集團金融負債的到期日情況(基於未貼現合約付款)：

(f) 市場風險

市場風險指市場價格出現變動的風險，市場價格包括將會影響本集團財務狀況或現金流量的利率、外幣匯率及商品價格。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(f) Market risk (Continued)

(i) Interest rate risk

The Group's fixed rate borrowings are exposed to a risk of change in fair value due to changes in interest rates. The Group's floating rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short term receivables and payables are not significantly exposed to interest rate risk.

Risk management objectives, policies and processes for managing the risk

The Group utilises long and short term borrowings for funding its capital expenditure and working capital purposes. The Group manages its interest rate exposure by maintaining a mix of fixed and floating rates borrowings.

Exposure to interest rate risk

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting period are as follows:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Fixed rate instruments	固定利率工具		
Lease liabilities	租賃負債	268,131	265,998
Floating rate instruments	浮動利率工具		
Bank loans	銀行貸款	34,933,641	37,355,415

29. 金融工具(續)

(f) 市場風險(續)

(i) 利率風險

本集團的固定利率借款面對因利率變動導致公允價值變動的風險。本集團的浮動利率借款面對因利率變動導致現金流量變動的風險。短期應收款項及應付款項並無面對重大利率風險。

風險管理目標、政策及管理風險的程序

本集團就為資本開支提供資金及營運資金用途動用長期及短期借款。本集團通過維持固定利率及浮動利率借款組合管理其利率風險。

面對利率風險

於報告期末本集團重要計息金融工具的利率情況(基於賬面值)如下:

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(f) Market risk (Continued)

(i) Interest rate risk (Continued)

*Interest rate risk sensitivity analysis**Fair value sensitivity analysis for fixed rate instruments*

The Group does not account for its fixed rate financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the respective reporting dates would not affect profit or loss.

Cash flow sensitivity analysis for floating rate instruments

A change of 100 basis points ("bp") in interest rates at the end of the reporting period would have (decreased)/increased post-tax profit by the amounts shown below. This analysis assumes that all other variables remain constant.

29. 金融工具(續)

(f) 市場風險(續)

(i) 利率風險(續)

*利率風險敏感度分析**固定利率工具的公允價值敏感度分析*

本集團並無入賬按公允價值計入損益的固定利率金融負債。因此，各報告日期的利率變動不會影響損益。

浮動利率工具的現金流量敏感度分析

於報告期末，利率變動100個基點(「基點」)，除稅後溢利將按以下所示金額(減少)/增加。此分析假定所有其他變量保持不變。

		(Decreased)/Increase post-tax profit (減少)/增加除稅後溢利	
		100 bp increase 增加 100個基點	100 bp decrease 減少 100個基點
		RM 馬來西亞令吉	RM 馬來西亞令吉
2021	二零二一年		
Floating rate instruments	浮動利率工具		
Financial liabilities	金融負債	(265,496)	265,496
2020	二零二零年		
Floating rate instruments	浮動利率工具		
Financial liabilities	金融負債	(283,901)	283,901



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(f) Market risk (Continued)

(ii) Currency risk

The Group is exposed to foreign currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. The currency giving rise to this risk is primarily USD.

Exposure to currency risk

The following table details the Group's exposure to foreign currency (a currency which is other than the functional currency of the Group entities) risk, based on carrying amounts as at the end of the reporting period. For presentation purpose, the amounts of the exposure are expressed in RM, translating using the spot rate at end of the reporting period.

		Denominated in USD 以美元計值	
		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Trade and other receivables	貿易及其他應收款項	9,304,825	6,906,231
Cash and cash equivalents	現金及現金等價物	7,868,758	5,517,072
Trade and other payables	貿易及其他應付款項	(140,789)	(1,042)
Loans and borrowings	貸款及借款	(27,403,519)	(27,264,779)
Forward exchange contract	遠期外匯合約	—	7,493,540
Net exposure	淨風險	(10,370,725)	(7,348,978)

29. 金融工具(續)

(f) 市場風險(續)

(ii) 貨幣風險

本集團就以本集團實體相關功能貨幣以外的貨幣計值的買賣面對外幣風險。引致此風險的貨幣主要為美元。

面對貨幣風險

下表詳列本集團基於報告期末的賬面值面對外幣(本集團實體功能貨幣以外的貨幣)的風險。就呈報目的而言，風險金額乃按報告期末的即期匯率兌換為馬來西亞令吉列示。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

29. FINANCIAL INSTRUMENTS (Continued)

(f) Market risk (Continued)

(ii) Currency risk (Continued)

Currency risk sensitivity analysis

A 10% strengthening of RM against USD at the end of each reporting period would have increased post-tax profit by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Group considered to be reasonably possible at the end of each reporting period. This analysis assumes that all other variables, in particular interest rates, remained constant.

		Increased post-tax profit for the year ended 31 December 截至十二月三十一日止年度的 除稅後溢利增加	
		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
USD	美元	788,175	558,522

A 10% weakening of RM against USD at the end of each reporting period would have had equal but opposite effect on USD to the amounts shown above, on the basis that all other variables remained constant.

(iii) Commodity price risk

Raw materials such as coconuts are major components of cost of inventories. Exposure to fluctuations in the commodity prices of such raw materials is closely monitored by management and managed through adjusting the selling prices.

29. 金融工具(續)

(f) 市場風險(續)

(ii) 貨幣風險(續)

貨幣風險敏感度分析

於各報告期末馬來西亞令吉兌美元上升10%，除稅後溢利將按以下所示金額增加。此分析乃基於本集團認為於各報告期末屬合理可能的外幣匯率變動而作出。此分析假定所有其他變量(尤其是利率)保持不變。

在所有其他變量保持不變的情況下，於各報告期末馬來西亞令吉兌美元下降10%會對美元產生與上表所示金額相等但與之相反的影響。

(iii) 商品價格風險

椰子等原材料乃存貨成本的主要組成部分。有關原材料的商品價格波動風險由管理層密切監督，並透過調整售價管理。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

30. FAIR VALUE INFORMATION

The table below analyses financial instrument carried at fair value.

		Level 1	Level 2	Level 3	Total	Carrying amount
		第一層級	第二層級	第三層級	總計	賬面值
		RM	RM	RM	RM	RM
		馬來西亞令吉	馬來西亞令吉	馬來西亞令吉	馬來西亞令吉	馬來西亞令吉
2021	二零二一年					
Financial asset	金融資產					
Forward exchange contract	遠期外匯合約	—	—	—	—	—
2020	二零二零年					
Financial asset	金融資產					
Forward exchange contract	遠期外匯合約	—	262,940	—	262,940	262,940

The fair value of forward exchange contracts is estimated by discounting the differences between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate.

The table below analyses financial instrument not carried at fair value.

		Level 1	Level 2	Level 3	Total	Carrying amount
		第一層級	第二層級	第三層級	總計	賬面值
		RM	RM	RM	RM	RM
		馬來西亞令吉	馬來西亞令吉	馬來西亞令吉	馬來西亞令吉	馬來西亞令吉
2021	二零二一年					
Financial liability	金融負債					
Loans and borrowings	貸款及借款	—	—	(32,833,460)	(32,833,460)	(34,933,641)
2020	二零二零年					
Financial liability	金融負債					
Loans and borrowings	貸款及借款	—	—	(35,725,408)	(35,725,408)	(37,355,415)

The carrying amounts of other financial assets and financial liabilities reasonably approximate their fair values due to the relatively short term nature of these financial instruments.

下表分析按公允價值列賬的金融工具。

遠期外匯合約的公允價值透過採用無風險利率貼現合約剩餘年期的合約期貨價格與現時期貨價格的差額進行估計。

下表分析並無按公允價值列賬的金融工具。

由於其他金融資產及金融負債的短期性質使然，其賬面值合理地接近其公允價值。

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

31. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investors, creditors and market confidence and to sustain future development of the business.

There were no changes in the Group's approach to capital management during the financial year.

31. 資本管理

本集團於管理資本時的目標是維持雄厚的資本基礎及保障本集團持續經營業務的能力，以維持投資者、債權人及市場信心，以及保持業務的未來持續發展。

於財政年度內，本集團的資本管理方法並無變動。

32. COMMITMENTS

Capital commitments

Capital commitments outstanding at the end of the reporting period not provided for in the consolidated financial statements are as follows:

32. 承擔

資本承擔

於報告期末於綜合財務報表尚未計提撥備的未償還資本承擔如下：

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Property, plant and equipment	物業、廠房及設備		
Authorised but not contracted for	已授權但未訂約	7,105,090	10,390,000
Contracted but not provided for	已訂約但未計提撥備	6,516,002	13,410,000



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

33. RELATED PARTIES TRANSACTIONS

Identify of related parties

For the purposes of the financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control or jointly control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control. Related parties may be individuals or other entities.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

(a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's Directors and certain of the highest paid employees, is as follows:

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Salaries and other benefits	薪金及其他福利	2,314,257	2,554,928
Contributions to defined contribution plans	界定供款計劃供款	203,220	214,585
		2,517,477	2,769,513

33. 關聯方交易

關聯方的身份

就財務報表而言，倘本集團有能力直接或間接控制或共同控制該方或對該方的財務及經營決策發揮重大影響力（反之亦然），或本集團及該方受共同控制，則該方被視為本集團的關聯方。關聯方可為個人或其他實體。

關聯方亦包括主要管理人員，主要管理人員界定為直接或間接對本集團業務的策劃、指示及控制擁有權力及責任的人士。主要管理人員包括本集團所有董事以及本集團若干高級管理層成員。

(a) 主要管理人員薪酬

本集團主要管理人員薪酬(包括支付予本公司董事及若干最高薪酬僱員的金額)如下：

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

33. RELATED PARTIES TRANSACTIONS

(Continued)

Identify of related parties (Continued)

(b) Corporate guarantee by the Company

The Company entered into corporate guarantees in favour of the banks, in respect of the banking facilities of RM62,895,500 (2020: RM61,319,900) granted to a subsidiary, S&P Industries Sdn. Bhd.

(c) Applicability of the Listing Rules relating to connected transactions

Subsequent to the listing of the Company's shares on the Stock Exchange on 11 July 2017, the Group did not enter into any related party transaction that falls under the definition of connected transaction or continuing connected transaction as defined in Chapter 14A of the Listing Rules.

34. EVENTS AFTER REPORTING PERIOD

The Group is not aware of any important event requiring disclosure that has taken place subsequent to 31 December 2021 and up to the date of this annual report.

35. IMMEDIATE HOLDING COMPANY AND ULTIMATE CONTROL PARTY

The Company is a subsidiary of TYJ Holding Limited, which was incorporated in the British Virgin Islands and regarded by the Directors as the Company's immediate holding company as at 31 December 2021 and 2020. The ultimate controlling party of the Group is Mr. Tang Koon Fook. None of these parties produces financial statements available for public use.

33. 關聯方交易(續)

關聯方的身份(續)

(b) 本公司的企業擔保

本公司就附屬公司 S & P Industries Sdn. Bhd. 獲授的銀行融資 62,895,500 馬來西亞令吉(二零二零年: 61,319,900 馬來西亞令吉)以銀行為受益人訂立企業擔保。

(c) 與關連交易相關的上市規則的適用性

本公司股份於二零一七年七月十一日在聯交所上市後, 本集團並無訂立上市規則第14A章所定義的關連交易或持續關連交易的任何關聯方交易。

34. 報告期後事項

董事會並不知悉任何於二零二一年十二月三十一日後及直至本年報日期發生的須予披露的重大事項。

35. 直接控股公司及最終控股方

本公司為於英屬處女群島註冊成立的 TYJ Holding Limited 之附屬公司, 於二零二一年及二零二零年十二月三十一日被董事視為本公司的直接控股公司。本集團的最終控股方為 Tang Koon Fook 先生。該等各方並無編製可供公眾使用的財務報表。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

36. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

36. 公司層面的財務狀況表

		2021 二零二一年 RM 馬來西亞令吉	2020 二零二零年 RM 馬來西亞令吉
Assets	資產		
Non-current assets	非流動資產		
Investment in subsidiaries	於附屬公司的投資	49,144,630	49,144,630
Loan to a subsidiary	給予一間附屬公司的貸款	64,141,000	62,661,942
		113,285,630	111,806,572
Current assets	流動資產		
Other receivables	其他應收款項	913,944	142,184
Cash and bank balances	現金及銀行結餘	33,810	343,076
		947,754	485,260
Total assets	資產總值	114,233,384	112,291,832
Equity and liability	權益及負債		
Equity	權益		
Share capital	股本	5,941,706	5,941,706
Share premium	股份溢價	58,707,916	58,707,916
Reserves	儲備	49,305,686	47,418,488
		113,955,308	112,068,110
Current liability	流動負債		
Other payables	其他應付款項	278,076	223,722
Total equity and liability	權益及負債總值	114,233,384	112,291,832

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

37. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(i) COVID-19 outbreak

From 1 January 2021 to 31 May 2021, depending on the COVID-19 condition in each states of Malaysia, the Government of Malaysia announced the implementation of Movement Control Orders (the “**MCOs**”), Conditional Movement Control Order (the “**CMCO**”) and Recovery Movement Control Order (the “**RMCO**”) (collectively known as “**Control Orders**”) and a total lockdown from 1 June 2021 to 28 June 2021 to contain the spread of the COVID-19 locally.

On 15 June 2021, the Prime Minister of Malaysia introduced a four-phase National Recovery Plan (the “**NRP**”) to help the country recover from the COVID-19 pandemic and its economic fallout. Different standard operating procedures (the “**SOPs**”) applies to each phase.

The Group has continued its operations during the Control Orders period with strict compliance of the SOPs.

The Group considered that the potential impact of COVID-19 which include, amongst others, our sourcing strategies and distribution network. The Directors will pay close attention to the development of COVID-19 and put effort to mitigate the risk and impact on the supply chain disruptions by promptly evaluating our business continuity plans and alternative distribution channels.

(ii) Temporary suspension

In May 2021, the Group's coconut powder production plant located in Perak (the “**CCP**”) operate by one of its subsidiaries, S&P Industries Sdn. Bhd., has been temporarily suspended due to malfunction of the cyclone system used in the CCP, which causes emission of coconut powder and resulted to an estimated loss of the Group's revenue by approximately RM15 million. The CCP production has resumed operation fully in September 2021.

37. 財政年度內的重大事件

(i) COVID-19疫情

自二零二一年一月一日至二零二一年五月三十一日，因應馬來西亞各個州份的COVID-19疫情，馬來西亞政府宣佈實施行動管制令(「**行動管制令**」)、有條件行動管制令(「**有條件行動管制令**」)及復原式行動管制令(「**復原式行動管制令**」)(統稱為「**管制令**」)，並自二零二一年六月一日至二零二一年六月二十八日全面封城，以遏制COVID-19在當地傳播。

於二零二一年六月十五日，馬來西亞首相宣佈實施四階段國家復甦計劃(「**國家復甦計劃**」)，以幫助國家從COVID-19疫情及經濟損失恢復。各階段適用不同標準作業程序(「**標準作業程序**」)。

本集團在管制令期間嚴格遵守標準作業程序，繼續開展業務。

本集團認為，COVID-19疫情的潛在影響包括(其中包括)我們的採購策略及分銷網絡。董事將密切關注COVID-19疫情發展，並通過及時評估我們的業務連續性計劃及替代分銷渠道，努力降低風險及減輕供應鏈中斷的影響。

(ii) 停產

於二零二一年五月，本集團其中一間附屬公司S&P Industries Sdn. Bhd.經營的位於霹靂的椰粉生產工廠(「**椰粉生產工廠**」)暫停生產椰漿粉，原因為椰粉生產工廠內使用的旋流器系統出現故障，導致椰漿粉排出，本集團估計損失的收益約為為15百萬馬來西亞令吉。椰粉生產工廠已於二零二一年九月全面恢復生產。



財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (Continued)

截至二零二一年十二月三十一日止財政年度 For the financial year ended 31 December 2021

38. AUTHORISATION FOR ISSUE OF FINANCIAL STATEMENTS

These financial statements were authorised for issue on 30 March 2022 by the board of directors.

38. 授權刊發財務報表

董事會已於二零二二年三月三十日授權刊發此等財務報表。



S&P International Holding Limited
椰豐集團有限公司

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