



中國儲能科技發展有限公司

CHINA ENERGY STORAGE TECHNOLOGY DEVELOPMENT LIMITED

(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 : 1143)

2024

ANNUAL REPORT 年報

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CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Lin Dailian (*Chairman*)
Ms. Lin Xiaoshan
Mr. Liu Zhiwei
Ms. Bian Sulan
Mr. Wang Qi (*appointed on 24 September 2024*)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Li Huiwu
Mr. Wu Chi King
Ms. Zhang Xiulin

AUDIT COMMITTEE

Mr. Wu Chi King (*Chairman*)
Mr. Li Huiwu
Ms. Zhang Xiulin

NOMINATION COMMITTEE

Mr. Lin Dailian (*Chairman*)
Mr. Li Huiwu
Mr. Wu Chi King

REMUNERATION COMMITTEE

Mr. Li Huiwu (*Chairman*)
Mr. Lin Dailian
Mr. Wu Chi King

COMPANY SECRETARY

Ms. Tam Mei Chu

REGISTERED OFFICE

PO Box 1350
Windward 3, Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

執行董事

林代聯先生(主席)
林曉珊女士
劉志威先生
卞蘇蘭女士
王琪先生(於二零二四年九月二十四日獲委任)

獨立非執行董事

李慧武先生
胡子敬先生
張秀琳女士

審核委員會

胡子敬先生(主席)
李慧武先生
張秀琳女士

提名委員會

林代聯先生(主席)
李慧武先生
胡子敬先生

薪酬委員會

李慧武先生(主席)
林代聯先生
胡子敬先生

公司秘書

譚美珠女士

註冊辦事處

PO Box 1350
Windward 3, Regatta Office Park
Grand Cayman KY1-1108
Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG OFFICE

Flat 1905, 19/F
Tower 3, China Hong Kong City
Tsim Sha Tsui, Kowloon
Hong Kong

MAINLAND OFFICE

No. 11 Guang Cong Sixth Road
First Industrial Zone
Zhuliao, Baiyun Area
Guangzhou
Guangdong Province
PRC

STOCK CODE

1143

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17th Floor
Far East Finance Centre
16 Harcourt Road
Hong Kong

PRINCIPAL BANKERS

Standard Chartered Bank (Hong Kong) Limited
Nanyang Commercial Bank, Ltd.
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

McMillan Woods (Hong Kong) CPA Limited
24/F., Siu On Centre
188 Lockhart Road
Wan Chai
Hong Kong

香港辦事處

香港
九龍尖沙咀
中港城第三座
19樓1905室

內地辦事處

中國
廣東省
廣州市
白雲區竹料
第一工業區
廣從六路11號

股份代號

1143

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心
17樓

主要往來銀行

渣打銀行(香港)有限公司
南洋商業銀行有限公司
香港上海滙豐銀行有限公司

核數師

長青(香港)會計師事務所有限公司
香港
灣仔
駱克道188號
兆安中心24樓

FINANCIAL HIGHLIGHTS

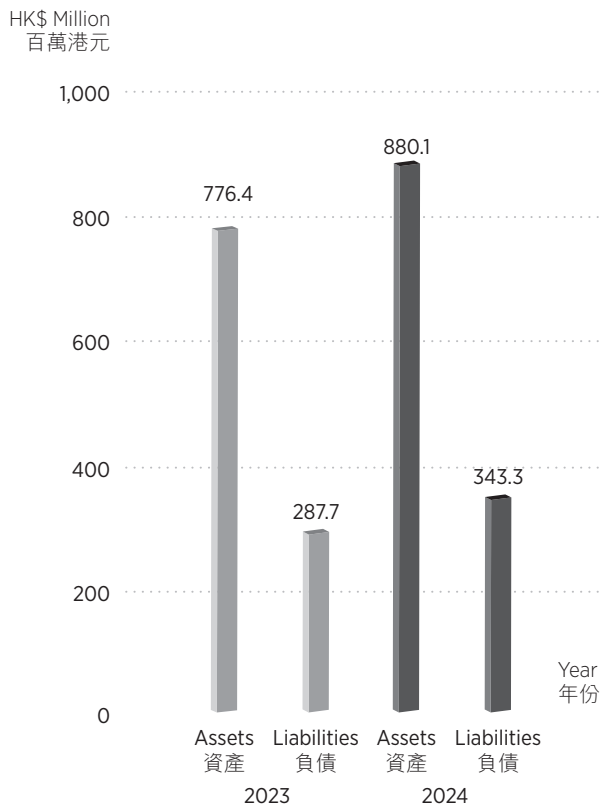
財務摘要

HK\$ Million, except otherwise stated
 百萬港元，除另有指明者外

		2024 二零二四年	2023 二零二三年 (Re-presented) (經重列)
Revenue from continuing operation	持續經營業務的收入	479.3	491.6
Profit for the year from continuing operation	持續經營業務的年度溢利	6.5	4.9
Profit attributable to owners of the Company	本公司擁有人應佔溢利	8.0	5.3
Profit per share (HK cents)	每股溢利(虧損)(港仙)	3.870	3.060
Average inventory turnover day (days)	平均存貨周轉天數(天)	51.16	56.5
Average trade receivable turnover day (days)	平均應收貿易賬款周轉天數(天)	100.0	96.8
Average trade payable turnover day (days)	平均應付貿易賬款周轉天數(天)	69.2	59.2
Total assets	資產總值	880.1	776.4
Total liabilities	負債總額	343.3	287.7

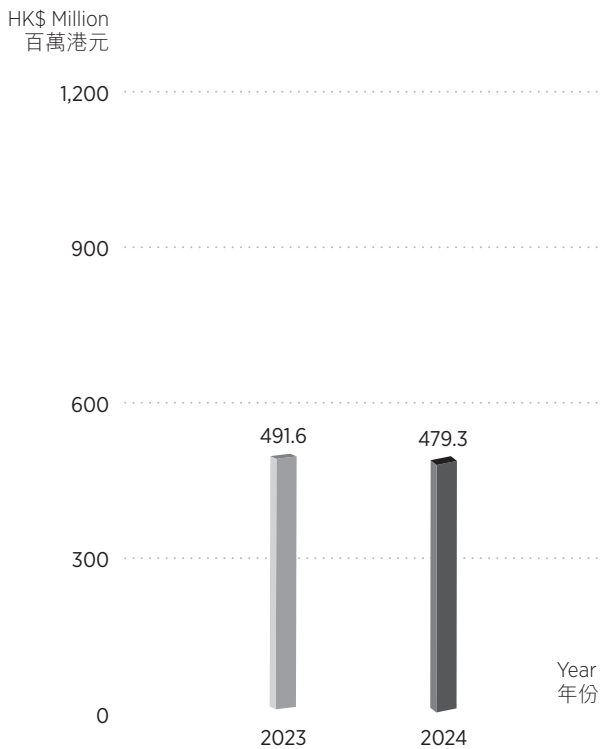
Financial position

財務狀況



Revenue

收入



CHAIRMAN'S STATEMENT

主席報告書

Dear Shareholders,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”), I hereby present the audited consolidated financial results of Link-Asia International MedTech Group Limited. (the “**Company**”) and its subsidiaries (collectively the “**Group**”) for the year ended 31 December 2024 (the “**Year**”).

In Year 2024, the global economic recovery is sluggish, and many uncertainties such as geopolitical conflicts, inflationary pressures and industrial chain restructuring continue to ferment. At the same time, the China's economic transformation is facing phased challenges. The Group's business declined slightly due to the complex internal and external environment and the weakening demand from Europe and the United States. As a result, the revenue from continuing operations of the Group slightly decreased from approximately HK\$491.6 million for the year ended 31 December 2023 to approximately HK\$479.3 million for the year ended 31 December 2024.

In view of this, the Group is accelerating the transformation of the energy storage business. In terms of the new energy economy, the government regards energy storage as a key supporting technology to achieve the “dual carbon” goals (carbon peak before 2030 and carbon neutrality before 2060) and build a new power system. Driven by the policies of the government, the Group has commenced the energy storage business in 2023. During the year ended 31 December 2024, the Company generated approximately HK\$11.9 million revenue from real estate supply chain services and energy storage products segments.

At present, the global industry is in a critical window period of technological upgrading and demand differentiation. The management of the Company will maintain its core business and explore structural opportunities as the keynote, steadily develop the Group's EMS business, and follow the use of proceeds of the funds raised by the Company through the placing during the year 2024.

致各股東：

本人謹代表董事(「**董事**」)會(「**董事會**」)提呈環亞國際醫療科技集團有限公司(「**本公司**」)及其附屬公司(統稱「**本集團**」)截至二零二四年十二月三十一日止年度(「**本年度**」)之經審核綜合財務業績。

二零二四年，全球經濟復甦乏力，地緣政治衝突、通脹壓力、產業鏈重組等眾多不確定性因素持續發酵。同時，中國經濟轉型面臨階段性挑戰。受內外環境複雜、歐美需求減弱等因素影響，本集團業務略有下滑。因此，本集團來自持續經營業務的收益由截至二零二三年十二月三十一日止年度的約491,600,000港元輕微減少至截至二零二四年十二月三十一日止年度的約479,300,000港元。

有見及此，本集團正加快儲能業務的轉型。在新能源經濟方面，政府將儲能視為實現「雙碳」目標(二零三零年前達到碳排放峰值，二零六零年前實現碳中和)及建立新電力系統的關鍵配套技術。在政府政策的推動下，本集團已於二零二三年開展儲能業務。截至二零二四年十二月三十一日止年度，本公司來自房地產供應鏈服務及儲能產品分部的收益約為11,900,000港元。

目前，全球產業正處於技術升級和需求分化的關鍵視窗期。本公司管理層將以鞏固核心業務、發掘結構性機遇為基調，穩步發展本集團的電子製造服務業務，並掌握本公司於二零二四年通過配售募集資金的使用情況。

CHAIRMAN'S STATEMENT

主席報告書

Finally, on behalf of the Board, I would like to express my heartfelt gratitude to our staff for their diligence and dedication during the year. I would also thank all our shareholders, stakeholders, customers and business partners for their unfailing supporting and trust for the Group.

Lin Dailian

Chairman

30 April 2025

最後，本人謹此代表董事會衷心感謝全體員工於本年度的辛勤工作及付出，同時亦感謝全體股東、持份者、客戶及商業夥伴一如既往的支持及對本集團的信任。

林代聯

主席

二零二五年四月三十日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

During the year 2024, the global economic environment is facing complex and multiple uncertainties. In addition, China's economic transformation has slowed down than expected, with the property crisis, local debt problems and lack of consumer confidence weighing on China's economic growth. As a result, the revenue from continuing operations of the Group slightly decreased from approximately HK\$491.6 million for the year ended 31 December 2023 to approximately HK\$479.3 million for the year ended 31 December 2024.

At the same time, Russia-Ukraine war and the situation in the Middle East has been affected the European market in the past few years. In 2024, the revenue of EMS segment was increased by approximately HK\$10.9 million was mainly due to the increase in the business of European market.

In terms of the new energy economy, the government regards energy storage as a key supporting technology to achieve the “dual carbon” goals (carbon peak before 2030 and carbon neutrality before 2060) and build a new power system. Driven by the policies of the government, the Group has changed its name to China Energy Storage Technology Development Co., Ltd. in 2023 and commenced the energy storage business in 2023. During the year ended 31 December 2024, the Company generated approximately HK\$11.9 million revenue from real estate supply chain services and energy storage products segments.

The Group commenced a Money Lending business in 2022 which generated approximately HK\$0.2 million for the year ended 31 December 2024.

As at 31 December 2024, the Group had bank and cash balances from continuing operations totaling approximately HK\$312.1 million (2023: HK\$271.6 million) with efforts made to maintain a healthy financial position.

業務回顧

二零二四年，全球經濟環境面臨複雜多重不確定性。此外，中國的經濟轉型比預期放緩，房地產危機、地方債務問題及消費者信心不足，都對中國的經濟增長構成壓力。因此，本集團來自持續經營業務的收益由截至二零二三年十二月三十一日止年度約491,600,000港元輕微減少至截至二零二四年十二月三十一日止年度約479,300,000港元。

與此同時，過去幾年來，俄羅斯與烏克蘭的戰爭以及中東的局勢對歐洲市場造成影響。於二零二四年，電子製造服務分部的收益增加約10,900,000港元，主要由於歐洲市場的業務增加所致。

在新能源經濟方面，政府將儲能作為實現「雙碳」目標（2030年前碳達峰、2060年前碳中和）、建構新型電力體系的關鍵支撐技術。在政府政策的推動下，本集團於二零二三年更名為中國儲能科技發展有限公司，並於二零二三年開展儲能業務。於截至二零二四年十二月三十一日止年度，本公司自房地產供應鏈服務及儲能產品分部產生收益約11,900,000港元。

二零二二年，本集團開始經營放貸業務，截至二零二四年十二月三十一日止年度的收入約為200,000港元。

於二零二四年十二月三十一日，本集團持續經營業務的銀行及現金結餘合共約為312,100,000港元（二零二三年：271,600,000港元），努力維持穩健的財務狀況。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

REVIEW OF OPERATIONS

The EMS and Distribution of Communications Products Businesses

For the year ended 31 December 2024, the revenue from EMS increased by 2.5% to HK\$455.1 million (2023: HK\$444.2 million), whereas the revenue from Distribution segment decreased by 98.0% to HK\$0.2 million (2023: HK\$10.4 million).

In EMS segment, there are two main groups of products, namely communication and non-communications products whereas non-communication products mainly included appliances and appliances control products and multimedia products.

The increase in the revenue of EMS segment was resulting mainly from the increase in the business of European market.

The Distribution segment was discontinued due to continuing decreasing demand of the business line telephone system product in North America. The common practice of work from home or choosing hybrid work model or online meeting via internet become more popular which lessen the use of communication product in office. Thus, we plan to close down the subsidiary in the Distribution Segment in coming year.

Real Estate Supply Chain Services and Energy Storage Products (the “RES and ESP”)

Revenue from the Real Estate Supply Chain Services operation provides two types of services, comprising the real estate advisory service and real estate purchase service related to investment opportunities in Southeast Asia and Pan Asia markets on behalf of customers. In 2023, the Company changed the Company name to China Energy Storage Technology Development Limited in order to develop the energy storage business. Revenue of Real Estate Supply Chain Services is recognised at a point in time upon completion of each service. The revenue from RES and ESP segment decreased by approximately 40.1% to HK\$11.9 million (2023: HK\$19.8 million) for the year ended 31 December 2024. The decreased RES and ESP’s revenue due to the ESP business decreased by approximately HK\$3.8 million.

營運回顧

電子製造服務及分銷通訊產品業務

於截至二零二四年十二月三十一日止年度，來自電子製造服務的收入增加2.5%至455,100,000港元(二零二三年：約444,200,000港元)，而來自分銷通訊產品業務的收入則減少98.0%至200,000港元(二零二三年：10,400,000港元)。

電子製造服務分部中有兩大組別產品，即通訊與非通訊產品，而非通訊產品主要包括電器及電器控制產品以及多媒體產品。

電子製造服務業務收入增加主要是由於歐洲市場業務增加。

由於過去幾個財政年度北美市場對商業電話系統產品的需求持續減少，分銷分部已停止經營。在家工作、選擇混合工作模式或透過互聯網進行在線會議的普遍做法變得越來越流行，從而減少辦公室通訊產品的使用。因此，我們計劃於來年關閉分銷分部的附屬公司。

房地產供應鏈服務及儲能產品(「RES及ESP」)

房地產供應鏈服務業務所產生的收入提供兩種服務，包括與代客戶在東南亞及泛亞市場物色投資機會相關的房地產諮詢服務和房地產購置服務。於二零二三年，本公司將其公司名稱更改為中國儲能科技發展有限公司以發展儲能業務。房地產供應鏈服務的收入於各項服務完成後的某一時間點確認。於截至二零二四年十二月三十一日止年度，來自RES及ESP分部的收入減少40.1%至約11,900,000港元(二零二三年：19,800,000港元)。RES及ESP收入減少，乃由於ESP業務減少約3,800,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Securities and Other Assets Investment and Others

The Securities and Other Assets Investment and Others business contributed revenue of approximately HK\$19.0 million (2023: HK\$27.3 million) to the Group during the year ended 31 December 2024.

Money Lending

The money lending operations of the Group was commenced in 2022, and are managed through our wholly-owned subsidiary – Be Smart Finance Limited with money lenders licenses issued under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). The Group's money lending business is broadly classified into four loan categories, including: (i) property mortgage loans; (ii) other secured loans; (iii) guaranteed loans; and (iv) unsecured loans. During the year ended 31 December 2024, the Group's money lending business was focused on unsecured loans. The Group plans to explore further potential money lending business opportunities and the Group's assessment of achieving reasonable risk and returns. There is no specific target customer group. The source of customers of the Group during the year ended 31 December 2024 were mainly through the referrals of past and existing customers of the Group. The source of funds for the money lending business is generally funded by the internal resources of the Group.

Loan Portfolio

During the year ended 31 December 2024, we had 4 active loan accounts, all of them are individual customers and unsecured loans. The interest rate of all the loans accounts were 10% per annum. As at 31 December 2024, all loans have been collected during the year.

During the year ended 31 December 2024, the Group's money lending segment generated revenue of approximately HK\$0.2 million, accounting for approximately 0.03% of overall revenue. Operating profit from this business segment amounted to approximately HK\$0.5 million.

The management remains alert and will prudently maintain effective controls and procedures for loan approvals, credit monitoring as well as recovery and compliance matters applicable to all aspects of the money lending business.

證券及其他資產投資及其他

於截至二零二四年十二月三十一日止年度，證券及其他資產投資及其他業務為本集團貢獻收入約19,000,000港元（二零二三年：27,300,000港元）。

放貸

本集團於二零二二年開始經營放貸業務，透過我們全資附屬公司 – Be Smart Finance Limited（持有根據香港法例第163章放債人條例頒發的放債人牌照）管理。本集團的放貸業務大致分為四個貸款類別，包括：(i) 物業按揭貸款；(ii) 其他有抵押貸款；(iii) 擔保貸款；及(iv) 無抵押貸款。截至二零二四年十二月三十一日止年度，本集團的放貸業務專注於無抵押貸款。本集團計劃進一步探索潛在的放貸商機及本集團對達致合理風險及回報的評估。本集團沒有特定的目標客戶群體，截至二零二四年十二月三十一日止年度的客戶來源主要是通過本集團過往客戶及現有客戶的轉介。放貸業務的資金來源一般由本集團內部資源提供。

貸款組合

於二零二四年十二月三十一日止年度，我們擁有4個活躍貸款賬戶，全部為個人客戶及屬無抵押貸款。所有貸款賬戶的利率均為每年10%。截至二零二四年十二月三十一日，全部貸款已於年內收回。

於截至二零二四年十二月三十一日止年度，本集團的放貸分部錄得收入約200,000港元，佔整體收入約0.03%。此業務分部的經營溢利約500,000港元。

管理層保持警惕並將審慎地維持貸款審批、信貸監控及追收以及適用於放貸業務所有方面的合規事宜的有效控制及程序。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As at 31 December 2024, the Group had no (2023: 4) active accounts, all of them were individual loans unsecured loans (2023: 4).

During the Year, interest income generated from the top five customers accounted for approximately 0.05% (2023: 0.05%) of the Group's total revenue, while the single largest customers accounted for approximately 0.01% (2023: 0.02%) of the Group's total revenue.

As at 31 December 2024, the entire of the loan and interest receivables balance have been collected.

Internal Control

The Group is dedicated to achieving a robust balance between its business operations and risk management by adhering to comprehensive credit policies designed to safeguard the quality of its loan portfolio. In light of heightened economic uncertainties, management remains vigilant and is committed to prudently maintaining stringent controls and procedures across loan approvals, credit monitoring, recovery efforts, and compliance. This cautious approach includes a proactive stance on recognising impairments where necessary, ensuring potential risks are addressed promptly to protect the Group's financial stability.

The Group has established strict credit policies and controls to reduce all associated credit risks. Various approval criteria are carefully considered during the credit assessment stage, including verification of identity, repayment ability, and relevant investigative results after carrying out due diligence during the application procedure. The Group's management are responsible for assessing and approving loans within predetermined credit limits. They also regularly oversee the Group's credit policies and credit quality of the Group's loan portfolio. Increasing effort has also been put in the recovery procedures for loans receivables. Legal actions will be taken on a case-by-case basis, having considered the normal market practice as well as the actual circumstances during the Group's credit collection processes and negotiations with relevant customers in order to minimise any possible credit losses.

於二零二四年十二月三十一日，本集團並無（二零二三年：4個）活躍賬戶，全部（二零二三年：4個）均為個人無抵押貸款。

年內，來自前五大客戶的利息收入佔本集團總收入的約0.05%（二零二三年：0.05%），而單一最大客戶佔本集團總收入的約0.01%（二零二三年：0.02%）。

於二零二四年十二月三十一日，已經收回整筆應收貸款及利息結餘。

內部控制

本集團致力於在業務營運與風險管理之間取得穩健平衡，恪守保障貸款組合品質的全面信貸政策。有見經濟去向未明情況日增，管理階層仍保持警覺，致力審慎維持貸款審批、信貸監察、款項收回及遵從法規的嚴格控制及程序。這審慎紀法包括在必要時積極確認減值，確保迅速處理潛在風險，保障本集團的財務穩定。

本集團已制定嚴格的信貸政策及控制措施，以降低所有相關信貸風險。於信用評估階段，會仔細考慮各種審批標準，包括身份驗證、還款能力以及在申請過程中進行盡職調查後的相關調查結果。本集團管理層負責評估及批准預定信貸限額內的貸款。彼等亦定期監督本集團的信貸政策及本集團貸款組合的信貸質素。此外，亦加大制定應收貸款的追收程序的努力。經考慮正常市場慣例以及本集團信貸收回流程的實際情況以及與相關客戶的談判情況後，將視乎個別情況採取法律行動，以將任何可能的信貸虧損降至最低。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The size of the loans and determination of Loan Terms

As at 31 December 2023, the size of the loan receivables from these four customers ranges from approximately HK\$500,000 to HK\$800,000, and totaling approximately HK\$2.4 million. These four loan receivables were granted in August 2022, the credit period for each was one year and repayable in August 2023, at the initial agreement, respectively. Each of the loan receivables complies with the credit assessment policy at the initial grant of the loans. The interest rate for the loan receivable was at market rate. In view of the assets proof provided by the borrowers, no security has been considered necessary. During the year ended 31 December 2023, each of the borrowers of these loan receivables requested an extension for 1 to 2 years, with the reasons of capital need, respectively. During the negotiating of the extension, the borrowers and the Group mutually agreed to maintain the interest rate, as a result of careful assessment of the historical repayment records and assets proofs. As of the year ended 31 December 2024 and up to the date of this report, the entire of the loan and interest receivables balance have been collected.

Borrowers' natures and their credit assessment

Each of the borrowers of the loan receivables is an independent third party. Credit assessments have been performed on each of the borrowers and complied with the Company's credit rating policy.

Loan Approval

Before any loan applications can be granted, internal credit assessments would have to be performed to decide the proposed loan size and interest rate charged. The internal credit assessment include, but is not limited to, (i) verification and background checking, such as the identity documents and statutory records (i.e. identity card, address proof, business registration certificate, latest annual return, etc.); (ii) income or asset proof of the borrower and guarantor, such as share certificates, bank statements and securities statements, etc.; (iii) the evaluation of the value of collateral; and (iv) the verification of the authenticity of the information provided. Furthermore, the Group would perform public searches on the borrower and guarantor to ensure compliance with the relevant requirements and regulations of anti-money laundering and counter-terrorist financing (“**AML & CTF**”). There are no specific requirements on their income and/or asset threshold set by the Group. Normally, the management would determine and approve the loan amount and interest rates based on the relevant financial strength, repayment ability as well as the overall quality of borrowers/guarantors and the respective collaterals, subject to business negotiations and market conditions.

貸款規模及釐定貸款條款

於二零二三年十二月三十一日，來自該四名客戶的貸款應收款項規模介乎約500,000港元至800,000港元，總額約為2,400,000港元。該四項貸款應收款項乃於二零二二年八月授出，各自的信貸期為一年，並分別按初始協議於二零二三年八月償還。每項貸款應收款項均符合初始授出貸款時的信貸評級政策。貸款應收款項的利率以市場利率計算。鑑於借款人提供的資產證明，管理層認為並無必要提供擔保。截至二零二三年十二月三十一日止年度，該等貸款應收款項的各名借款人分別以資金需求為由，請求延期一至兩年。於延期磋商期間，借款人與本集團經仔細評估過往還款記錄及資產證明後，一致同意維持利率不變。截至二零二四年十二月三十一日止年度及直至本報告日期，整筆貸款不應收利息結餘已收回。

借款人的性質及其信貸評級

貸款應收款項的各名借款人均為獨立第三方。已對各名借款人進行信貸評級，並已遵守本公司的信貸評級政策。

貸款審批

於批准任何貸款申請之前，本集團將進行內部信貸評估，以決定擬議的貸款規模及所收取之利率。內部信貸評估包括但不限於(i)核實及背景調查，例如身份證明文件及法定記錄(即身份證、地址證明、商業登記憑證、最新週年申報表等)；(ii)借款人及擔保人的收入或資產證明，例如股票、銀行對帳單及證券對帳單等；(iii)評估抵押品的價值；及(iv)核實所提供信息的真實性。此外，本集團將對借款人及擔保人進行公開查詢，以確保遵守反洗黑錢及反恐融資(「**反洗黑錢及反恐融資**」)之相關要求及法規。本集團並未對彼等之收入及／或資產關值設定特殊要求。一般而言，管理層將根據借款人／擔保人的相關財務實力、還款能力及整體質素以及有關抵押品釐定及批准貸款金額及利率，此可經業務磋商及視市況而定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loan Renewal

For loan renewal, the Group would carry out an updated assessment similar to that during the loan approval stage. In addition, the Group would assess the borrower's past repayment record and changes in market circumstance before making a decision on loan renewal and the relevant interest rate charged.

The management should prudently considered each of the extension requests with all the information obtained at the application, the repayment records of the borrowers, and the assets proof.

The loan impairment policies and the basis of impairment assessments

The Group adopted the requirements in respect of the expected credit loss (“ECL”) assessment set forth in HKFRS 9 issued by the HKICPA in determining the impairment loss allowance for its loan receivables. The Group regularly perform impairment assessment on each of the loan and interest receivables under money lending business. The Group's impairment losses relate primarily to the ECL allowance for loans and interest receivables. Generally speaking, ECL assessments are done based on the Group's historical credit loss experience adjusted for factors that are specific to particular debtors, general economic conditions and an assessment of both the current conditions as at the reporting date as well as the forecast of future conditions. The ECL on loans receivables are assessed individually for those debtors with significant balances. Each grouping is regularly reviewed by management to ensure that each of its constituents continues to share similar credit risk characteristics.

貸款重續

就貸款重續而言，本集團將進行與於貸款審批階段進行者類似的更新評估。另外，決定貸款重續及所收取的利率前，本集團會評估借款人的過往還款記錄及市況變動。

管理層應審慎考慮各項延期請求，以及申請時獲得的所有資料、借款人還款記錄以及資產證明。

貸款減值政策及減值評級基礎

在釐定其貸款應收款項減值虧損撥備時，本集團已採用香港會計師公會頒佈的香港財務報告準則第9號所載有關預期信貸虧損（「**預期信貸虧損**」）評估的規定。本集團定期對放貸業務項下的各項貸款及利息應收款項進行減值評估。本集團的減值虧損主要涉及貸款及應收利息的預期信貸虧損撥備。一般而言，根據本集團的歷史信貸虧損經驗完成預期信貸虧損評估，就具體債務人、總體經濟狀況及於報告日期的現時狀況及未來狀況預測評估之特定因素作出調整。於評估應收貸款的預期信貸虧損時，對結餘重大的債務人進行個別評估。管理層對各組別進行定期審閱，以確保各組員持續共享類似信貸風險特徵。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

For the purpose of impairment assessment, loans of the Group are classified as stage 1, 2 and 3 according to the prevailing accounting standard.

就減值評估而言，本集團的貸款根據現行會計準則可分類為第一、二及三階段。

Stage 1 are loans with no significant increase in credit risk of the financial instrument since their initial recognition.

第一階段 指自初始確認以來金融工具的信貨風險並無顯著增加的貸款。

Stage 2 are loans with increase in credit risk of the financial instrument since their initial recognition.

第二階段 自初始確認以來金融工具的信貨風險有所增加的貸款。

Stage 3 loans has significant increase in credit risk of the financial instrument since initial recognition and considered as credit-impaired. Impairment was assessed for each of the loans and the ECL model for internal impairment assessment has taken into account the following:

第三階段 貸款自初始確認以來，金融工具的信貨風險出現顯著增加，並被視為已發生信貸減值。已就每筆貸款進行減值評估，且內部減值評估的預期信貸虧損模式已考慮以下各項：

- (1) expected life and contractual terms of a financial instrument
金融工具的預期年期及合約條款
- (2) market probability of default
市場違約機率
- (3) market loss given default or discounted recovery rate and
違約造成的市場虧損或貼現收回率及
- (4) forward-looking market data.
前瞻性市場數據。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Loan collection

The management will continuously monitor the credit quality of each borrower regularly.

In order to minimise the Group's exposure to credit risk and follow up closely with its customers as to the deadlines in payment of interest and principal of the loans, (i) the relevant staff of Be Smart is responsible for monitoring the status of loan repayment and keeping accounting records for monthly audit of the loan balance to ensure that all borrowers have made repayment on time in accordance with the terms of the relevant loan agreement; (ii) the relevant staff of Be Smart will communicate regularly with the borrowers regarding their financial positions and credit profile to have an up-to-date understanding of their repayment ability and creditworthiness; (iii) the relevant staff is required to report to the directors of Be Smart immediately in the event of late repayment, material change to the repayment ability or creditworthiness of the borrowers or any other events which indicate the recovery of the loan may be at risk; and (iv) the management is required to report the repayment status of all the Group's loans to the Directors on a quarterly basis so that the Directors can review the loan portfolio and discuss actions to be taken. In any case if it may think fit, legal action will be taken against the borrowers to minimise any possible credit losses.

Recovery and Compliance Matters

After the loan is granted, the Group would conduct review on the repayment records and loan portfolio on a regular basis, and in particular, any past due loan accounts. When considered appropriate, the Group would further (i) obtain relevant updated information and documents from the borrower; and (ii) perform public searches on the borrower to assess the recoverability of loan. Putting every possible effort on loan recovery, appropriate course of actions, such as sending legal demand letters, legal proceeding arrangements, etc., would be considered by the Group, subject to the recovery situation of the loans and negotiation with customers.

As a licenced money lender in Hong Kong, the Group shall ensure compliance with the applicable laws, regulations and codes of all the relevant regulatory authorities, in particular, the Money Lenders Ordinance and the relevant requirements and regulations of AML & CTF.

催收貸款

管理層將定期持續監察各名借款人的信貸質素。

為盡量減低本集團所面臨的信貸風險，並就貸款利息及本金的支付期限與客戶密切跟進，(i) Be Smart的相關員工負責監察貸款償還狀況及保存會計記錄，以便每月審核貸款結餘，確保所有借款人均根據相關貸款協議的條款按時還款；(ii) Be Smart的相關員工將定期與借款人就其財務狀況及信貸狀況進行溝通，以便對其還款能力及信譽有最新了解；(iii) 倘發生逾期還款、借款人的還款能力或信譽發生重大變化或任何其他表明收回貸款可能面臨風險的事件，則相關員工須立即向Be Smart的董事匯報；及(iv) 管理層須按季向董事匯報本集團所有貸款的償還狀況，以便董事能夠審閱貸款組合併討論應採取的行動。在任何情況下，只要其可能認為合適，本集團將對借款人採取法律行動，以盡量減少任何可能的信貸虧損。

追收及合規事宜

授出貸款後，本集團將定期審閱還款記錄及貸款組合，特別是逾期貸款賬戶。本集團適時將進一步(i) 自借款人獲取相關更新資料及文件；及(ii) 對借款人進行公開查詢，以評估貸款之可收回性。本集團將盡一切可能收回貸款，並考慮採取適當行動，如發出法律催款書、進行法律訴訟等，惟視乎貸款的收回情況以及與客戶的磋商情況。

作為香港持牌放債人，本集團將確保遵守適用法例、規例及所有有關監管當局的守則，特別是放債人條例以及反洗黑錢及反恐融資之相關規定及規例。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In order to ensure the compliance with the abovementioned requirements throughout the course of conducting the money lending business, loan transaction review would be conducted upon the grant of the loan as an on-going monitoring purpose. The overall internal control system, which includes the implementation of the Group's credit policy, operation manual and other related internal control measures would be reviewed by the management on a regular basis and the policies would be devised and revised from time to time when considered necessary.

Interest rates

In addition to the aforementioned factors included in the Group's credit approval policy, when deciding the interest rate for loans, the Group would also take a holistic view in the assessments of setting loan terms based on the general market environment at the time, interest rate of competitors at the time, the amount of the Group's funds available and also the overall quality of the borrower.

For the Group's existing loan portfolio as at 31 December 2024, the effective interest rates were matched and charged to customers of differing risk levels, at 10% per annum. The major terms of loans granted include loans receivable, interest rate and maturity date.

All the Group's loans have been collected during the year ended 31 December 2024. The effective interest rates were matched and charged to customers of differing risk levels, at 10% per annum during the year ended 31 December 2024. The major terms of loans granted include loans receivable, interest rate and maturity date. For the year ended 31 December 2024, the Group has not recorded any impairment loss on loans and interest receivable. The Group's impairment losses relate primarily to the expected credit loss ("ECL") allowance for loans and interest receivables. Generally speaking, ECL assessments are done based on the Group's historical credit loss experience adjusted for factors that are specific to particular debtors, general economic conditions and an assessment of both the current conditions as at the reporting date as well as the forecast of future conditions. The ECL on loans receivables are assessed individually for those debtors with significant balances and/or those collectively using a provision matrix with appropriate groupings. Each grouping is regularly reviewed by management to ensure that each of its constituents continues to share similar credit risk characteristics.

為確保於進行借貸業務的整個過程中遵守上述規定，於授出貸款後，將對貸款交易進行審查以達持續監察目的。管理層將定期審閱整個內部監控系統（包括本集團的信貸政策、營運手冊及其他有關內部監控措施的實施情況），並於適當情況下不時訂立及修訂政策。

利率

除本集團的信貸審批政策所包括的上述因素外，在決定貸款利率時，本集團亦會根據當時的整體市場環境、競爭對手當時的利率、本集團的可用資金量及借款人的整體質素來評估釐定貸款條款。

就本集團於二零二四年十二月三十一日的現有貸款組合，匹配實際利率並向不同風險級別的客戶收取費用，年利率為10%。已授出貸款的主要條款包括應收貸款、利率及到期日。

截至二零二四年十二月三十一日止年度，全部貸款已於截至二零二四年十二月三十一日止年度收回。匹配實際利率並向不同風險級別的客戶收取費用，年利率為10%。已授出貸款的主要條款包括應收貸款、利率及到期日。截至二零二四年十二月三十一日止年度，本集團並無錄得貸款及應收利息的任何減值虧損。本集團的減值虧損主要涉及貸款及應收利息的預期信貸虧損（「預期信貸虧損」）撥備。一般而言，根據本集團的歷史信貸虧損經驗完成預期信貸虧損評估，就具體債務人、總體經濟狀況及於報告日期的現時狀況及未來狀況預測評估之特定因素作出調整。於評估應收貸款的預期信貸虧損時，對結餘重大的債務人進行個別評估及／或以適當組別採用撥備矩陣進行集體評估。管理層對各組別進行定期審閱，以確保各組員持續共享類似信貸風險特徵。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Geographical Analysis

Revenue from the major European countries (Switzerland, Belgium and France) totalled approximately HK\$188.9 million (2023: HK\$174.6 million), and accounted for approximately 39.4% (2023: 35.5%) of the Group's revenue for the year ended 31 December 2024. The U.S.A. market contributed approximately HK\$99.3 million (2023: HK\$112.5 million) in revenue and accounted for approximately 20.7% (2023: 22.9%) of the Group's revenue. The PRC (including Hong Kong) and other countries accounted for approximately HK\$56.7 million (2023: HK\$84.9 million) and HK\$134.5 million (2023: HK\$119.6 million), respectively, representing approximately 11.8% (2023: 17.3%) and 28.1% (2023: 24.3%) of the Group's revenue.

FINANCIAL REVIEW

Revenue Generated from Continuing Operations

For the year ended 31 December 2024, the Group recorded total revenue of HK\$479.3 million (2023: HK\$491.6 million).

The Group's reporting segments are strategic business units that offer different products and services. There are two broad groups of business units for segment accounting purpose, EMS and Distribution whereas the latter representing the distribution of communication products. In EMS segment, there are two main groups of products, namely communication and non-communications products whereas non-communication products mainly included appliances and appliances control products and multimedia products.

For the year ended 31 December 2024, the revenue from EMS increased by 2.5% to HK\$455.1 million (2023: HK\$444.2 million).

The increase in the revenue of EMS segment was resulting mainly from the increase in the business of European market.

地區分析

於截至二零二四年十二月三十一日止年度，來自歐洲主要國家（瑞士、比利時及法國）的總收入約為188,900,000港元（二零二三年：174,600,000港元），約佔本集團收入的39.4%（二零二三年：35.5%）。美國市場貢獻收入約為99,300,000港元（二零二三年：112,500,000港元），約佔本集團收入的20.7%（二零二三年：22.9%）。中國（包括香港）及其他國家分別錄得約56,700,000港元（二零二三年：84,900,000港元）及134,500,000港元（二零二三年：119,600,000港元），分別約佔本集團收入的11.8%（二零二三年：17.3%）及28.1%（二零二三年：24.3%）。

財務回顧

來自持續經營業務之收入

於截至二零二四年十二月三十一日止年度，本集團錄得總收入479,300,000港元（二零二三年：491,600,000港元）。

本集團之報告分部為提供不同產品及服務的策略性業務單位。就分部會計而言，有兩大業務單位組別：電子製造服務與分銷（指分銷通訊產品）。電子製造服務分部中有兩大組別產品，即通訊與非通訊產品，而非通訊產品主要包括電器及電器控制產品以及多媒體產品。

截至二零二四年十二月三十一日止年度，電子製造服務的收入增加2.5%至455,100,000港元（二零二三年：444,200,000港元）。

電子製造服務分部收入增加主要是由於歐洲市場業務增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Distribution of communications products segment was discontinued due to continuing decreasing demand of the business line telephone system product in North America. The common practice of work from home or choosing hybrid work model or online meeting via internet become more popular which lessen the use of communication product in office. Thus, the Group plans to close down the subsidiary in the Distribution of communications products segment in coming year.

Cost of Sales

Cost of sales is slightly decreased of approximately HK\$4.1 million of approximately HK\$355.7 million for the year ended 31 December 2024 (2023: HK\$359.8 million). The decreased of cost of sales was in line with the decreased of revenue for the year ended 31 December 2024.

Gross Profit

Gross profit decreased by 6.2% from HK\$131.8 million to HK\$123.6 million, while the gross profit margin slightly decreased by 1.0% which was mainly affected by the change in product mix during the year.

Impairment losses

The Group made overall reversal of impairment losses of approximately HK\$21.3 million on certain assets for the year ended 31 December 2024 (2023: impairment losses of approximately HK\$7.5 million). It was mainly comprised of impairment losses on intangible assets of approximately HK\$7.2 million and impairment losses on trade receivables of approximately HK\$2.1 million, which offset by reversal of impairment losses on loan to other parties (net) of approximately HK\$22.6 million and reversal of impairment losses on other receivables (net) of approximately HK\$7.9 million.

由於過去幾個財政年度北美市場對商業電話系統產品的需求持續減少，分銷通訊產品分部已停止經營。在家工作、選擇混合工作模式或透過互聯網進行在線會議的普遍做法變得越來越流行，從而減少辦公室通訊產品的使用。因此，我們計劃於來年關閉分銷通訊產品分部的附屬公司。

銷售成本

截至二零二四年十二月三十一日止年度，銷售成本略微減少約4,100,000港元，約為355,700,000港元（二零二三年：359,800,000港元）。截至二零二四年十二月三十一日止年度，銷售成本的減少與收益的減少一致。

毛利

毛利由131,800,000港元減少6.2%至123,600,000港元，而毛利率則略減至1.0%，主要受年內產品組合變動所致。

減值虧損

本集團於截至二零二四年十二月三十一日止年度就若干資產錄得整體減值虧損撥回約21,300,000港元（二零二三年：減值虧損：7,500,000港元）。此乃主要包括無形資產減值虧損約7,200,000港元及應收貿易賬款減值虧損約2,100,000港元，其被向其他人士貸款減值虧損撥回（淨額）約22,600,000港元及其他應收款項減值虧損撥回（淨額）約7,900,000港元所抵銷。

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Other Income

The other income is increased from approximately HK\$13.1 million for the year ended 31 December 2023 to approximately HK\$17.9 million for the year ended 31 December 2024. The increase was mainly due to the compensation from revision of intangible asset term of approximately HK\$6.8 million and the increase of interest income on bank fixed deposit and bank deposit which offset by the decrease of interest income on loan to individual D and loan to independent third party C.

Selling and distribution expenses

Selling and distribution expenses of HK\$38.4 million (2023: HK\$36.5 million) accounted for approximately 8.0% in 2024 and 7.4% in 2023 of the Group's revenue respectively. The increase are mainly caused by the increase in the staff cost of approximately HK\$2.9 million.

Administration expenses

Administration expenses of HK\$99.1 million (2023: HK\$85.6 million) accounted for approximately 20.7% in 2024 and 17.4% in 2023 of the Group's revenue respectively. The increase are mainly caused by the increased equity-settled share-based payments of approximately HK\$7.9 million.

Research and development expenditure

Research and development expenditure slightly decreased by approximately HK\$0.3 million from approximately HK\$13.1 million for the year ended 31 December 2023 to approximately HK\$12.8 million for the year ended 31 December 2024.

Finance costs

The Group's finance costs were approximately HK\$4.8 million for the year ended 31 December 2024 and HK\$3.1 million for the year ended 31 December 2023, represented approximately 1.0% and 0.6% of the Group's revenue for the year ended 31 December 2024 and 2023, respectively. The finance costs increased was mainly due to the increase of finance lease liabilities and interest expenses on borrowings during the year ended 31 December 2024.

其他收入

其他收入由截至二零二三年十二月三十一日止年度的約13,100,000港元增加至截至二零二四年十二月三十一日止年度的約17,900,000港元。增加主要是由於銀行定期存款及銀行存款利息收入上升及經修訂無形資產期限補償約6,800,000港元所致，惟被向個人D貸款及向獨立第三方C貸款的利息收入減少所抵銷。

銷售及分銷開支

銷售及分銷開支38,400,000港元(二零二三年：36,500,000港元)分別佔二零二四年及二零二三年本集團收入約8.0%及7.4%。該增加主要是由於員工成本增加2,900,000港元。

行政開支

行政開支99,100,000港元(二零二三年：85,600,000港元)分別佔二零二四年及二零二三年本集團收入約20.7%及17.4%。該增加主要是由於以權益結算之股份付款增加約7,900,000港元。

研究及開發支出

研究及開發支出自截至二零二三年十二月三十一日止年度的約13,100,000港元略微減少約300,000港元至截至二零二四年十二月三十一日止年度的約12,800,000港元。

融資成本

截至二零二四年十二月三十一日止年度及截至二零二三年十二月三十一日止年度本集團之融資成本分別約為4,800,000港元及3,100,000港元，分別佔截至二零二四年及二零二三年十二月三十一日止年度本集團之收入約1.0%及0.6%。截至二零二四年十二月三十一日止年度，融資成本增加乃主要由於融資租賃負債及借款利息開支增加。

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Income tax expense

Income tax expense during the year ended 31 December 2024 included approximately HK\$3.9 million of current tax charge (2023: HK\$3.2 million). The tax charges mainly represented the income tax provision at the applicable tax rate in accordance with the relevant laws and regulations in Hong Kong, the PRC and the U.S.A..

所得稅開支

截至二零二四年十二月三十一日止年度的所得稅開支包括即期稅項支出約3,900,000港元(二零二三年：3,200,000港元)。稅項開支主要指根據香港、中國及美國的有關法律及法規按適用稅率計提的所得稅撥備。

Profit attributable to owners of the Company

The profit attributed to owners of the Company was approximately HK\$6.3 million for the year ended 31 December 2024 (2023: HK\$5.2 million). The Group's net profit margin from the continuing operations attributable to owners of the Company for the year ended 31 December 2024 was approximately 1.3% (2023: profit margin 1.1%).

本公司擁有人應佔溢利

截至二零二四年十二月三十一日止年度本公司擁有人應佔溢利約為6,300,000港元(二零二三年：5,200,000港元)。截至二零二四年十二月三十一日止年度本公司擁有人應佔本集團持續經營業務淨溢利率約為1.3%(二零二三年：溢利率1.1%)。

Loss for the year attributable to non-controlling interests

Loss for the year attributable to non-controlling interests amounted to approximately HK\$1.7 million for the year ended 31 December 2024 (2023: loss of approximately HK\$92,000).

非控股權益應佔年度虧損

截至二零二四年十二月三十一日止年度，非控股權益應佔年度虧損約為1,700,000港元(二零二三年：虧損約92,000港元)。

LIQUIDITY AND CAPITAL RESOURCES

The Group generally finances its operations and capital expenditure by internally generated cashflows.

流動資金及資本資源

本集團一般以內部產生現金流量撥付其業務營運及資本開支。

As at 31 December 2024, the bank and cash balances from continuing operations amounted to approximately HK\$312.1 million (2023: HK\$271.6 million), representing a increase of approximately HK\$40.5 million from 2023. Respective sum of approximately 18.4%, 70.4% and 11.2% of the bank and cash balances was denominated in RMB, USD and HKD, respectively.

於二零二四年十二月三十一日，自持續經營業務的銀行及現金結餘約為312,100,000港元(二零二三年：271,600,000港元)，較二零二三年增加約40,500,000港元。銀行及現金結餘中約18.4%、70.4%及11.2%分別以人民幣、美元及港元計值。

As at 31 December 2024, the Group's current ratio remains in a healthy position at 2.7 times (2023: 2.6 times).

於二零二四年十二月三十一日，本集團流動比率保持在2.7倍(二零二三年：2.6倍)的穩健水平。

As at 31 December 2024, the carrying amounts of the borrowings and bonds payable were approximately HK\$14.3 million and HK\$25.0 million respectively. The borrowings represented the loans from financial institutions and loan from an independent third party of approximately HK\$14.3 million (2023: HK\$4.3 million) and HK\$nil million (2023: HK\$0.5 million), respectively.

於二零二四年十二月三十一日，借款及應付債券的賬面值分別約為14,300,000港元及25,000,000港元。借款指金融機構貸款及來自一名獨立第三方的貸款分別約為14,300,000港元(二零二三年：4,300,000港元)及零港元(二零二三年：500,000港元)。

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Exchange risk exposure

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and USD, respectively. As at 31 December 2024, the Group had minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities were principally denominated in the respective functional currencies, i.e. RMB and USD, used by the respective group entities, or in USD for the respective group entities with HKD being the functional currency. As HKD is pegged to USD, the Group considers the risk of movements in exchange rates between HKD and USD to be insignificant for transactions denominated in USD. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. As at 31 December 2024, the Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate.

Capital commitments and expenditures

Capital expenditure for 2024 amounted to HK\$2.5 million and capital commitments as at 31 December 2024 amounted to HK\$1.0 million. Both the capital expenditure and capital commitments were mainly related to the acquisition of plant and machinery to maintain the capacity of the business volume.

Pledge of assets

As at 31 December 2024 and 2023, the Group had no pledged assets.

外匯風險

本集團存在交易貨幣風險。該等風險來自中國及香港分別以人民幣及美元計值的業務營運。於二零二四年十二月三十一日，本集團的外匯風險極小，因為其大部分業務交易、資產及負債主要以相關集團實體使用的相關功能貨幣計值（即人民幣及美元）或功能貨幣為港元的相關集團實體使用的美元計值。由於港元與美元掛鉤，本集團認為港元兌美元匯率變動風險對以美元計值的交易影響不大。人民幣不可自由兌換為其他外幣，人民幣兌換為外幣須遵守中國政府頒佈的外匯管制規則及法規。於二零二四年十二月三十一日，本集團並無就其外幣資產及負債設定外幣對沖政策。本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或作對沖用途的其他財務安排，以減低任何貨幣風險，亦無進行任何場外或然遠期交易。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。

資本開支及承擔

二零二四年的資本開支約為2,500,000港元。於二零二四年十二月三十一日，資本承擔約為1,000,000港元。資本開支及資本承擔主要與購置廠房及機器以維持業務量的產能有關。

資產抵押

於二零二四年及二零二三年十二月三十一日，本集團概無資產抵押。

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Financial guarantee contract

As at 31 December 2024 and 2023, the Group had an outstanding guarantee (the “**Guarantee**”) to one of the suppliers of an overseas subsidiary (the “**Disposed Subsidiary**”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2.6 million (equivalent to approximately HK\$20.3 million), representing a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary had agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5.1 million). In this regards, as at 31 December 2024 and 2023, the Group had an outstanding guarantee of the sum limited to US\$650,000, subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued counter guarantee to the Company to indemnify the Company for any loss in relation to the Guarantee.

Contingent liabilities

The Group and the Company did not have any significant contingent liabilities.

財務擔保合約

於二零二四年及二零二三年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「已出售附屬公司」）之其中一名供應商有尚未償付擔保（「該擔保」），其有關支付2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零二四年及二零二三年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保造成之任何損失為本公司提供彌償保證。

或然負債

本集團及本公司並無任何重大或然負債。

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SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES, AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Except for disclosed in the Company's announcement dated 13 December 2024 in related to the Major Transaction and the disposal of a wholly-owned subsidiary of the Company as disclosed, there was no significant investment held, material acquisition and disposal of subsidiaries and associates by the Company during the year ended 31 December 2024. The Group will make every endeavor to keep abreast of the changing market conditions, proactively identify investment opportunities in order to broaden the revenue base of the Group, enhance its future financial performance and profitability.

Human resources

As at 31 December 2024, the Group had approximately 835 employees in various operating units located in Hong Kong, U.S.A. and the PRC. In order to attract and retain high quality talents to ensure smooth operation and cater for the Group's constant expansion, it offers competitive remuneration packages, with reference to market conditions, individual qualifications and experience.

The emoluments of the Directors are recommended and decided by the remuneration committee and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

Share option scheme

On 17 February 2020, the Company proposed to the shareholders of the Company at the extraordinary general meeting to be held on 10 March 2020 (the **"2020 EGM"**) to terminate the share option scheme adopted by the Company on 31 December 2010 (the **"2010 Share Option Scheme"**) and to approve and adopt a new share option scheme (the **"2020 Share Option Scheme"**). Details of the New Share Option Scheme are set out in the circular of the Company dated 17 February 2020.

所持重大投資、有關附屬公司、聯營公司及合營企業的重大收購及出售及重大投資及資本資產的未來計劃

除於本公司日期為二零二四年十二月十三日披露有關主要交易的公告及披露出售本公司全資附屬公司外，截至二零二四年十二月三十一日止年度，本公司並無持有重大投資、由本公司發起的附屬公司及聯營公司的重大收購。本集團會竭力與時並進、緊貼日新月異的市況，並會積極物色投資機遇，藉此開拓本集團收入基礎、提升日後財政表現及盈利能力。

人力資源

於二零二四年十二月三十一日，本集團位於香港、美國及中國的各個營運單位僱用約835名僱員。為招攬及延挽優質精英，以確保營運順暢及滿足本集團持續拓展需要，本集團參照市況、個人資歷及經驗提供具競爭力的薪酬待遇。

董事之酬金分別由薪酬委員會及董事會經考慮本公司之經營業績、個人表現及可比較市場統計數字後建議及決定。

購股權計劃

於二零二零年二月十七日，本公司於二零二零年三月十日舉行的股東特別大會（「**二零二零年股東特別大會**」）向本公司股東提呈終止本公司於二零一零年十二月三十一日採納的購股權計劃（「**二零一零年購股權計劃**」），且批准並採納新購股權計劃（「**二零二零年購股權計劃**」）。有關新購股權計劃的詳情載於本公司日期為二零二零年二月十七日的通函。

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On 10 March 2020, at the 2020 EGM, the proposed adoption of the 2020 Share Option Scheme and the termination of the 2010 Share Option Scheme were duly passed by the Shareholders by way of poll.

On 28 January 2021, 35,671,850 share options to subscribe for the ordinary shares of HK\$0.02 each in the share capital of the Company were granted to certain Directors and employees of the Group (the “Grantees”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 10 March 2020. The share options granted shall vest in the Grantees in accordance with their respective the timetable.

Details of the grant of share options are set out in the announcement of the Company dated 28 January 2021.

On 14 June 2022, 53,328,000 share options to subscribe for the ordinary shares of HK\$0.02 each in the share capital of the Company were granted to certain employees of the Group, subject to acceptance of the employees, under the share option scheme adopted by the Company on 10 March 2020.

Details of the grant of share options are set out in the announcement of the Company dated 14 June 2022.

On 8 June 2023, at the annual general meeting (the “**2023 AGM**”), the Company proposed adoption of 2023 Share Option Scheme and 2023 Share Award Plan and termination of the 2020 Share Option Scheme were duly passed by the Shareholders by way of poll. Details of the 2023 Share Option Scheme and 2023 Share Award Plan are set out in the circular of the Company dated 11 May 2023 and the poll result of the 2023 AGM are set out in the announcement of the Company dated 8 June 2023.

於二零二零年三月十日，於二零二零年股東特別大會上，股東以投票表決方式正式通過建議採納二零二零年購股權計劃及終止二零一零年購股權計劃。

於二零二一年一月二十八日，根據本公司於二零二零年三月十日所採納的購股權計劃，35,671,850份購股權獲授予本集團若干董事及僱員（「承授人」），以認購本公司股本中每股面值0.02港元的普通股，惟須獲承授人接納後，方可作實。授出的購股權應根據其各自的時間表歸屬予承授人。

有關授出購股權的詳情載於本公司日期為二零二一年一月二十八日的公告。

於二零二二年六月十四日，根據本公司於二零二零年三月十日所採納的購股權計劃，53,328,000份購股權獲授予本集團若干僱員，以認購本公司股本中每股面值0.02港元的普通股，惟須獲僱員接納後，方可作實。

有關授出購股權的詳情載於本公司日期為二零二二年六月十四日的公告。

於二零二三年六月八日，於股東週年大會（「**二零二三年股東週年大會**」）上，本公司建議採納二零二三年購股權計劃及二零二三年股份獎勵計劃以及終止二零二零年購股權計劃以投票表決方式獲股東正式通過。有關二零二三年購股權計劃及二零二三年股份獎勵計劃的詳情載於本公司日期為二零二三年五月十一日的通函，及二零二三年股東週年大會的投票結果載於本公司日期為二零二三年六月八日的公告。

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On 3 November 2023, 15,695,082 share options to subscribe for the ordinary share of HK\$0.2 each in the share capital of the Company were granted to certain employees and Director of the Group, subject to acceptance of the employees and Directors, under the share option scheme adopted by the Company on 8 June 2023. The share options granted shall vest in the guarantees in accordance with their respective timetable. Details of the grant of share options are set out in the announcement of the Company dated 3 November 2023 and 13 November 2023.

The weighted average closing price of the shares of the Company immediately before the dates on which share options were exercised during the year ended 31 December 2024 was HK\$0.325 per share (31 December 2023: HK\$1.9 per share).

As at 1 January 2024 and 31 December 2024, the total number of share options available for grant under the share option scheme were 1,557,836 respectively.

The total number of shares that may be issued in respect of options granted under all schemes of the Company during the year ended 31 December 2024 divided by the weighted average number of Shares in issue for the year ended 31 December 2024 was approximately 8.8%.

As at the date of the 2024 Annual Report, the total number of shares available for issue under the Share Option Scheme was 18,316,378, representing approximately 8.2% of the issued shares of the Company as at such date.

於二零二三年十一月三日，根據本公司於二零二三年六月八日所採納的購股權計劃，15,695,082份購股權獲授予本集團若干僱員及董事，以認購本公司股本中每股面值0.2港元的普通股，惟須獲僱員及董事接納後，方可作實。所授予的購股權將根據各自的時間表歸屬予承授人。有關授予購股權的詳情載於本公司日期為二零二三年十一月三日及二零二三年十一月十三日的公告。

截至二零二四年十二月三十一日止年度，本公司股份於緊接購股權獲行使日期前的加權平均收市價為每股0.325港元（二零二三年十二月三十一日：每股1.9港元）。

於二零二四年一月一日及二零二四年十二月三十一日，購股權計劃項下可供授予的購股權總數分別為1,557,836份。

截至二零二四年十二月三十一日止年度，根據本公司所有計劃授予的購股權而可予發行的股份總數除以截至二零二四年十二月三十一日止年度已發行的股份加權平均數為約8.8%。

於二零二四年年報日期，購股權計劃項下可供發行的股份總數為18,316,378股，相當於本公司於該日已發行股份的約8.2%。

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Details of the share option movements during the period from 1 January 2024 to 31 December 2024 under the New Share Option Scheme are as follows:

有關於二零二四年一月一日至二零二四年十二月三十一日期間新購股權計劃項下的購股權變動詳情如下：

Holder of Share Options	Date of Grant	Exercise period	Exercise price per Share (note 2)	Outstanding as at 1 January 2024	Number of share options			Outstanding as at 31 December 2024
					Grant during the year ended 31 December 2024	Exercised during the year ended 31 December 2024	Lapsed/cancelled during 2024	
購股權持有人	授出日期	行使期間	每股行使價 (附註2) (HK\$) (港元)	於二零二四年一月一日尚未行使	截至二零二四年十二月三十一日止年度授出	截至二零二四年十二月三十一日止年度獲行使	截至二零二四年十二月三十一日止年度失效/註銷	於二零二四年十二月三十一日尚未行使
Executive Directors								
執行董事								
Lin Dailian 林代聯	28-Jan-21 二一年一月二十八日	2021.7.28-2026.1.27 二零二一年七月二十八日至 二零二六年一月二十七日	3.46	533,309	-	-	-	533,309
	3-Nov-23 二三年十一月三日	2024.11.3 - 2026.11.2 二零二四年十一月三日至 二零二六年十一月二日	2.5	1,725,291	-	-	-	1,725,291
Bian Sulan 卞蘇蘭	3-Nov-23 二三年十一月三日	2024.11.3 - 2026.11.2 二零二四年十一月三日至 二零二六年十一月二日	2.5	1,725,291	-	-	-	1,725,291
Employees								
僱員								
	28-Jan-21 二一年一月二十八日	2022.1.28 - 2026.1.27 二零二二年一月二十八日至 二零二六年一月二十七日	3.46	2,087,987	-	-	-	2,087,987
Employees 僱員	3-Nov-23 二三年十一月三日	2024.11.3 - 2026.11.2 二零二四年十一月三日至 二零二六年十一月二日	2.5	12,244,500	-	-	-	12,244,500
Total 總計				18,316,378	-	-	-	18,316,378

Notes:

附註：

- | | |
|---|---|
| <p>(1) The closing price of the Company's share immediately before the date (28 January 2021) on which the share options were granted was HK\$0.35.</p> <p>(2) The exercise price per share of share options has reflected the adjustment in relation to the share consolidation which completed on 30 March 2023.</p> <p>(3) The closing price of the Company's share immediately before the date (2 November 2023) on which the share options were granted was HK\$1.9.</p> <p>(4) The number of share option available grant as at 31 December 2024 was 1,557,836.</p> | <p>(1) 本公司股份於緊接授出購股權日期(二零二一年一月二十八日)前的收市價為0.35港元。</p> <p>(2) 購股權的每股行使價已反映有關於二零二三年三月三十日完成的股份合併的調整。</p> <p>(3) 本公司股份於緊接授出購股權日期(二零二三年十一月二日)前的收市價為1.9港元。</p> <p>(4) 於二零二四年十二月三十一日，可供授予的購股權數目為1,557,836份。</p> |
|---|---|

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Summary of matters relating to the share option scheme reviewed by the Remuneration Committee

Grant of share options under the scheme

Having considered that the past performance and contributions to the Group of the Grantees, the Remuneration Committee and the Board consider that the grant of such share options with a short vesting period:

- (i) aligns the interests of the Grantees with that of the Company and the shareholders of the Company as a whole;
- (ii) rewards and recognises the contribution of the Grantees to the Group; and
- (iii) provides incentive to the Grantees to continue to work for the success and improved performance of the Group. All of these are consistent with the purpose of the Scheme.

Performance target

There is no performance target attached with the share options. The Remuneration Committee has noted that the purpose of the share option scheme is to provide incentive or reward to the Grantees for their contribution to the Group and that the share option scheme does not restrictively specify the contribution. The Remuneration Committee has also considered (a) the importance of the roles and responsibilities of the Grantees; (b) the past performance and contributions of the Grantees; and (c) the expected contributions of the Grantees to be made to the future development of the Group and is of the view that the grant of share options without any performance target aligns with the purpose of the share option scheme.

Clawback mechanism

There is no clawback mechanism attached to the share options. The share options granted shall lapse and cannot be exercised with immediate effect if the Grantees, who is an employee (including any director), ceases to be an employee of the Group or a Director on the ground including, but without limitation to, that he or she has been guilty of serious misconduct.

薪酬委員會審閱購股權計劃相關事項的概要

根據計劃授予購股權

經考慮承授人的過往表現及對本集團的貢獻，薪酬委員會及董事會認為，授予該類歸屬期較短的購股權：

- (i) 使承授人的利益與本公司及本公司股東的利益整體上一致；
- (ii) 獎勵及認可承授人對本集團的貢獻；及
- (iii) 激勵承授人繼續為本集團的成功及改善表現而努力。所有所述者均符合計劃的目的。

表現目標

購股權並無附帶表現目標。薪酬委員會注意到，購股權計劃的目的為就承授人對本集團所作貢獻向其提供激勵或獎勵，而購股權計劃並未對貢獻作出限制性規定。薪酬委員會亦已考慮(a)承授人的角色及責任的重要性；(b)承授人的過往表現及貢獻；及(c)預期承授人對本集團的未來發展將作出貢獻，並認為授予並無任何表現目標的購股權符合購股權計劃的目的。

回撥機制

購股權並無附帶回撥機制。如身為僱員(包括任何董事)的承授人因包括但不限於犯有嚴重不當行為而不再為本集團的僱員或董事，則所授予的購股權將立即失效且不能行使。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Eligible Participants

Eligible participants include any (i) Employee Participant; (ii) Related Entity Participant; and (iii) Service Provider.

The maximum entitlement of each participant

The maximum number of shares issued or to be issued in respect of all options and awards granted to a participant at any one time or in aggregate under the 2023 Share Award Plan and all other share schemes (excluding any options and awards lapsed in accordance with the terms of the respective share schemes) in any 12-month period up to and including the date of such relevant grant should not exceed 1% of the issued share capital of the Company (the “**Individual Limit**”). Where any award to a participant may result in exceeding the Individual Limit, the Company shall not grant such Options unless it is separately approved by the Shareholders in general meeting, with such Selected Participant and his close associates (or Associates if the Selected Participant is a Connected Person) abstaining from voting.

Where any award to an independent non-executive Director or substantial shareholder of the Company, or any of his associates would result in the shares issued and to be issued in respect of all options and awards granted to such person under the 2023 Share Award Plan and all other share schemes (excluding any options or awards lapsed in accordance with the terms of the respective share schemes) in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the issued share capital of the Company, such award must be approved by the Shareholders in general meeting, with such Selected Participant, his associates and all core connected persons of the Company abstaining from voting in favour at such general meeting.

The remaining life of the Share Award Plan

Subject to any early termination determined by the Board in accordance with the rules of the Share Award Scheme, the Share Award Scheme is valid and effective for a term of 10 years commencing on its adoption date (i.e. 8 June 2023 to 7 June 2033).

合資格參與者

合資格參與者包括任何(i)僱員參與者；(ii)關聯實體參與者；及(iii)服務提供商。

每名參與者的最高權益

於直至相關授出日期(包括該日)止任何12個月期間根據二零二三年股份獎勵計劃及所有其他股份計劃就任何一次或合共授予參與者的所有購股權及獎勵(不包括根據相應股份計劃的條款已失效的任何購股權及獎勵)所發行或將予發行的股份最高數目，不得超過本公司已發行股本1% (「**個別限額**」)。如任何授予參與者的獎勵可能導致超過個別限額，則本公司不得授出該等購股權，除非在股東大會上另行獲得股東批准，而有關選定參與者及其緊密聯繫人(或倘選定參與者為關連人士，則為其聯繫人)須放棄投票。

倘授予本公司獨立非執行董事或主要股東或其任何聯繫人的任何獎勵將導致於直至授出日期(包括該日)止12個月期間根據二零二三年股份獎勵計劃及所有其他股份計劃授予該人士的所有購股權及獎勵(不包括根據相應股份計劃條款已失效的任何購股權或獎勵)所發行及將予發行的股份總數超過本公司已發行股本0.1%，則該獎勵必須經股東於股東大會上批准，而有關選定參與者、其聯繫人及本公司所有核心關連人士須於該股東大會上放棄投贊成票。

股份獎勵計劃的剩餘年期

受限於董事會根據股份獎勵計劃規則所決定的任何提早終止，股份獎勵計劃自其採納日期起計十年(即二零二三年六月八日至二零三三年六月七日)內有效及生效。

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In respect of the share options granted during the year ended 31 December 2023, the Remuneration Committee considers that the Scheme is intended to reward eligible participants who have contributed to the business development of the Group and to encourage eligible participants to work towards enhancing the value of the Company for the benefit of the Company and its shareholders as a whole. In addition, the Remuneration Committee also consider that: (a) the Grantees are eligible participants under the Scheme who would contribute directly to the overall business performance and sustainable development of the Group; (b) the granting of share options to the Grantees is a recognition for their past contributions to the Group; and (c) the share options are subject to the terms of the share option scheme which provides for circumstances under which the share options may lapse. Saved as disclosed above, the Company did not make any grant of share options to the directors and/or senior managers of the Group as set forth in Rules 17.03F, 17.06B(7) and 17.06B(8) of the Listing Rules during the year ended 31 December 2024.

SIGNIFICANT EVENTS DURING THE YEAR ENDED 31 DECEMBER 2024

(i) Placing of new shares

On 29 April 2024, an aggregate of 11,260,000 shares of the Company with a nominal value of HK\$0.2 each has been successfully placed at HK\$1.59 per share. The net proceeds from the placing shares (after deduction of commission and other expenses of said placing of new shares) amounted to approximately HK\$17.5 million. The Placing Shares have been placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK\$17.5 per Placing Share. The closing price per share of the Company on the Stock Exchange on 29 April 2024 was HK\$1.9. The net price per Placing Share was approximately HK\$1.55. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing. For details, please refer to the announcements of the Company dated 15 April 2024 and 29 April 2024.

就截至二零二三年十二月三十一日止年度授予的購股權而言，薪酬委員會認為，計劃旨在獎勵對本集團業務發展作出貢獻的合資格參與者，並鼓勵合資格參與者為本公司及其股東的整體利益而努力提升本公司的價值。此外，薪酬委員會亦認為，(a)承授人為計劃的合資格參與者，彼等將對本集團的整體業務表現及可持續發展作出直接貢獻；(b)向承授人授予購股權為確認彼等過去對本集團所作貢獻；及(c)購股權受制於購股權計劃的條款，其中規定購股權可能失效的情況。除上文所披露者外，截至二零二四年十二月三十一日止年度，本公司並無根據上市規則第17.03F、17.06B (7)及17.06B (8)條向本集團董事及／或高級管理人員授予任何購股權。

截至二零二四年十二月三十一日止年度的重大事項

(i) 配售新股份

於二零二四年四月二十九日，本公司合共11,260,000股每股面值0.2港元的股份已按每股股份1.59港元成功配售。配售事項所得款項淨額（經扣除配售新股份的配售佣金及其他開支）約為17,500,000港元。配售股份已由配售代理按配售價每股配售股份17.5港元配售予不少於六(6)名承配人。本公司每股股份於二零二四年四月二十九日在聯交所的收市價為1.9港元。每股配售股份的淨價格約為1.55港元。據董事作出一切合理查詢後深知、盡悉及確信，承配人及其最終實益擁有人（如適用）均為獨立第三方，且概無承配人因配售事項而成為本公司之主要股東（定義見上市規則）。詳情請參閱本公司日期為二零二四年四月十五日及二零二四年四月二十九日的公告。

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(ii) Placing of new shares

On 7 October 2024, an aggregate of 17,256,000 shares of the Company with a nominal value of HK\$0.2 each has been successfully placed at HK\$1.51 per share. The closing price per share of the Company on the Stock Exchange on 7 October 2024 was HK\$2.35. The net price per Placing Share was approximately HK\$1.28. The net proceeds from the placing shares (after deduction of commission and other expenses of said placing or new shares) amounted to approximately HK\$22.1 million. The Placing Shares have been placed by the Placing Agent to not less than six (6) Placees at the Placing Price of HK\$1.51 per Placing Share. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (where applicable) are Independent Third Parties, and none of the Placees has become a substantial shareholder (as defined in the Listing Rules) of the Company as a result of the Placing. For details, please refer to the announcements of the Company dated 16 September 2024 and 7 October 2024.

(iii) Proposed Right Issue, proposed change in board lot size and major transaction in relation of the assignment of distribution rights

(a) Proposed Right Issue

The Board is pleased to announce that on 13 December 2024, the Company proposes to raise gross proceeds of up to approximately HK\$94.2 million (assuming full subscription under the Rights Issue) by way of issuing up to 448,578,370 Rights Shares (assuming no change in the number of Shares in issue on or before the Record Date) at the Subscription Price of HK\$0.21 per Rights Share on the basis of two (2) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders at the close of business on the Record Date.

Assuming there will be no change in the number of Shares in issue on or before the Record Date and full subscription of the Rights Issue, the maximum net proceeds from the Rights Issue (after deducting the estimated expenses of approximately HK\$2.2million) is expected to be approximately HK\$92.0 million.

(ii) 配售新股份

於二零二四年十月七日，本公司合共17,256,000股每股面值0.2港元的股份已成功配售，配售價為每股1.51港元。本公司每股股份於二零二四年十月七日在聯交所之收市價為2.35港元。每股配售股份淨價約為1.28港元。配售股份所得款項淨額（經扣除上述配售或新股之佣金及其他開支）約為22,100,000港元。配售股份已由配售代理按配售價每股配售股份1.51港元配售予不少於六(6)名承配人。據董事經作出一切合理查詢後所深知、盡悉及確信，承配人及其最終實益擁有人（如適用）均為獨立第三方，且概無承配人因配售事項而成為本公司之主要股東（定義見上市規則）。有關詳情，請參閱本公司日期為二零二四年九月十六日及二零二四年十月七日的公告。

(iii) 建議供股、建議更改每手買賣單位及有關轉讓分銷權的主要交易

(a) 建議供股

董事會欣然宣佈，於二零二四年十二月十三日，本公司擬透過發行最多448,578,370股供股股份（假設於記錄日期或之前已發行股份數目並無變動），按於記錄日期營業時間結束時合資格股東每持有一(1)股現有股份獲發兩(2)股供股股份的基準，以每股供股股份0.21港元的認購價，籌集最多約94,200,000港元的所得款項總額（假設供股獲全數認購）。

假設於記錄日期或之前已發行股份數目並無變動，以及供股獲全數認購，預期供股所得款項淨額最多（經扣除估計開支約2,200,000港元）約為92,000,000港元。

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The net price per Rights Share after deducting the relating expenses of the Rights Issue will be approximately HK\$0.205. The Company intends to apply the net proceeds from the Rights Issue as to (i) approximately 29.3% (or approximately HK\$27.0million) as procurement costs to suppliers; (ii) approximately 48.9% (or approximately HK\$45.0 million), for acquiring the rights under the Agency Distribution Agreement; (iii) approximately 10.9% (or approximately HK\$10.0million) for research and development of energy storage system technology; and (iv) approximately 10.9% (or approximately HK\$10.0 million) for enhancing general working capital of the Group.

(b) Proposed change in board lot size

On 13 December 2024, the Company proposed that the board lot size of the Shares for trading on the Stock Exchange will be changed from 4,000 Shares to 8,000 Shares.

(c) Major transaction in relation of the assignment of distribution rights (the “**Major Transaction**”)

The Board is pleased to announce that on 13 December 2024 (after trading hours of the Stock Exchange), the Assignor, as the assignor, the Assignee, as the assignee, and the Company, entered into the Deed of Assignment, pursuant to which the Assignor conditionally agreed to assign to the Assignee, all his rights, obligations, title, interests, and benefit in and to the Agency Distribution Agreement in accordance with the terms and conditions set out in the Deed of Assignment, at the consideration of HK45,000,000.

The completion of proposed Right Issue, proposed change in board lot size and major transaction in relation of the assignment of distribution rights are subject to the Conditions Precedent stated in the announcement of the company on 13 December 2024.

The details of the proposed Right Issue, proposed change in board lot size and major transaction in relation of the assignment of distribution rights, please refer to the announcement of the Company on 13 December 2024.

扣除供股的相關開支後，每股供股股份的淨價將約為0.205港元。本公司擬將供股所得款項淨額(i)約29.3% (或約27,000,000港元)用作供應商採購成本；(ii)約48.9% (或約45,000,000港元)用作收購代理分銷協議項下之權利；(iii)約10.9% (或約10,000,000港元)用作研究及開發儲能系統技術；及(iv)約10.9% (或約10,000,000港元)用作提升本集團的一般營運資金。

(b) 建議更改每手買賣單位

於二零二四年十二月十三日，本公司建議將每手買賣單位由4,000股股份更改為8,000股股份。

(c) 有關轉讓分銷權的主要交易(「**主要交易**」)

董事會欣然宣佈，於二零二四年十二月十三日(聯交所交易時段後)，轉讓人(作為轉讓人)、受讓人(作為受讓人)及本公司訂立轉讓契據，據此，轉讓人有條件同意根據轉讓契據所載條款及條件，向受讓人轉讓其在代理分銷協議中及就此享有的所有權利、義務、擁有權、權益及利益，代價為45,000,000港元。

建議供股、建議更改每手買賣單位及有關轉讓分銷權的主要交易須待本公司於二零二四年十二月十三日刊發之公告所述之先決條件達成後，方告完成。

有關建議供股、建議更改每手買賣單位及有關轉讓分銷權的主要交易的詳情，請參閱本公司於二零二四年十二月十三日刊發的公告。

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(iv) The disposal of a wholly-owned subsidiary of the company

On 18 November 2024, the Group entered into a sales and purchase agreement with an independent third party to dispose of 100% equity interests of Zhongxixin Trading (Shenzhen) Co. Ltd and Zhongxixin Trading (Shanghai) Co. Ltd (collectively referred as the “**Disposal Group**”) at a cash consideration of RMB575,000 (equivalent to approximately HK\$621,000). The Disposal Group was principally engaged in trading of electronic products. The consideration was satisfied by cash on 23 December 2024. Upon the completion of the disposal, the Disposal Group has ceased to be subsidiaries of the Company and its financial results is no longer be consolidated into the consolidated financial statements of the Group.

(iv) 出售本公司一間全資附屬公司

於二零二四年十一月十八日，本公司與一名獨立第三方訂立出售協議，以出售於中禧信商貿（深圳）有限公司及中禧信商貿（上海）有限公司（統稱「**出售集團**」）的100%股權，現金代價為人民幣575,000元（相當於約621,000港元）。出售集團主要從事買賣電子產品。代價於二零二四年十二月二十三日以現金支付。出售完成後，出售集團不再為本公司之附屬公司，其財務業績亦不再綜合入本集團之綜合財務報表。

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USE OF PROCEEDS

Fund Raising Activity of the Company in the Past Twelve Months

Set out below is the summary of equity fund raising activity of the Company during the past twelve months immediately preceding the date of this report:

所得款項用途

本公司過去十二個月的集資活動

下文載列本公司於緊接本報告日期前過去十二個月的股權集資活動概要：

Date of announcement	Fund raising activity	Net proceeds (approximately) 所得款項淨額 (概約)	Intended use of net proceeds	Actual use of net proceeds as 31 December 2024 於二零二四年十二月三十一日 所得款項淨額實際用途
公告日期	集資活動		所得款項淨額擬定用途	所得款項淨額實際用途
15 October 2021, 1 November 2021 and 22 November 2021 二零二一年十月十五日、 二零二一年十一月一日及 二零二一年十一月二十二日	Rights issue on the basis of one (1) rights share for every two (2) existing shares held on the record date 按於記錄日期每持有兩(2) 股現有股份獲發一(1) 股供股股份的基準進行 供股	HK\$58.7 million 58,700,000 港元	Approximately (i) HK\$34.2 million for the expansion of the Group's product range under the EMS and Distribution Products Businesses; (ii) HK\$17.1 million for the funding of potential merger and acquisition opportunities of assisted reproductive services-licensed providers located in regions in the PRC; and (iii) HK\$7.4 million for general corporate and working capital purposes. 約(i) 34,200,000 港元用於擴展本集 團在電子製造服務及分銷產品業 務下之產品系列；(ii) 17,100,000 港元用於提供資金抓緊中國多個 地區持牌輔助生殖服務提供者之 潛在併購機遇；及(iii) 7,400,000 港元用作一般企業及營運資金用 途。	Approximately (i) HK\$34.2 million was utilized for the expansion of the Group's product range under the EMS and Distribution Products Businesses; (ii) HK\$4.8 million was utilised for general corporate and working capital purposes. The remaining proceeds of approximately HK\$17.1 million has been change the use of proceeds on 19 December 2023. The remaining proceeds of approximately HK\$17.1 million was utilised for general working capital. (Notes 1) 約(i) 34,200,000 港元用於擴展本集 團在電子製造服務及分銷產品業 務下之產品系列；(ii) 4,800,000 港元用作一般企業及營運資金用 途。剩餘所得款項約17,100,000 港元已於二零二三年十二月十九 日更改所得款項用途。剩餘所得 款項約17,100,000 港元已用作一 般營運資金。(附註1)

MANAGEMENT DISCUSSION AND ANALYSIS

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Notes:

- (1) Reference to the announcement on 19 December 2023, due to Covid-19 pandemic outbreak in the past few years, the financial conditions of most enterprises in the market have not yet been recovered and the Target Group's business has not resume to the best financial situation. In addition, the Group's administrative expenses still in high value for maintaining the daily operation. The Company's administrative expenses for the year ended 31 December 2022 and for the six months ended 30 September 2023 was approximately HK\$105.0 million and HK\$51.1 million respectively.

In view of aforementioned, the Board has resolved to re-allocate the Unutilised Net Proceeds of approximately HK\$17.1 million for general working capital of the Group. The reallocation of the Unutilised Net Proceeds as set out above would enable more resources for the operation and in line with the current business strategy of the Group.

The revised unutilised net proceeds are expected to be fully utilised by the end of 2024.

The Board considers that the aforementioned change of the use of unutilised net proceeds is fair and reasonable and 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.

The use of the unutilised original net proceeds in the revised manner is set out as below:

	Revised allocation of the unutilised original net proceeds as disclosed in the Right Issue Prospectus	Actual use of utilised original net proceeds up to the date of change of use proceeds as at 19 December 2023	Unutilised Net Proceeds as at the date of change of use proceeds as at 19 December 2023	Revised allocation of the original net proceeds	Net proceeds utilised as of 31 December 2024
	截至所得款項 用途變動日期 二零二三年 十二月十九日 供股章程所披露 未動用原始 所得款項淨額的 經修訂分配 HK\$'million 百萬港元 (approximately) (概約)	於所得款項 用途變動日期 二零二三年 十二月十九日 已動用 原始所得款項 淨額的實際用途 HK\$'million 百萬港元 (approximately) (概約)	於所得款項 用途變動日期 二零二三年 十二月十九日 未動用所得款項 淨額 HK\$'million 百萬港元 (approximately) (概約)	原始所得款項 淨額的經修訂分配 HK\$'million 百萬港元 (approximately) (概約)	截至 二零二四年 十二月三十一日 已動用所得款項 淨額 HK\$'million 百萬港元 (approximately) (概約)
Expansion on EMS and Distribution Products Business	擴大電子製造服務及 分銷產品業務	34.2	34.2	—	34.2
Potential merger and acquisition opportunities of ARS-licensed providers	抓緊併購持牌 輔助生殖服務提供者的 潛在機遇	17.1	—	17.1	—
General working capital (note 1)	一般營運資金(附註1)	7.4	7.4	—	17.1
	58.7	41.6	17.1	17.1	58.7

Note 1:

The proceeds were used as general working capital, which approximately HK\$6.8 million was used for office rental expenses and approximately HK\$10.3 million was used for staff cost, from the completion of the Right issues up to 31 December 2024.

附註：

- (1) 茲提述於二零二三年十二月十九日所刊發公告，由於過去數年爆發新型冠狀病毒疫情，市場上大多數企業的財務狀況尚未恢復，而目標集團的業務尚未回復至最佳財務狀況。此外，本集團的行政開支對於維持日常營運而言仍屬高價值。截至二零二三年十二月三十一日止年度及截至二零二三年九月三十日止六個月，本公司的行政開支分別約為105,000,000港元及51,100,000港元。

基於上文所述，董事會已議決將未動用所得款項淨額約17,100,000港元重新分配為本集團一般營運資金。上述未動用所得款項淨額的重新分配將為業務營運提供更多資源，並符合本集團現行業務策略。

預期將於二零二四年年底前悉數動用經修訂未動用所得款項淨額。

董事會認為，上述改變未動用所得款項淨額用途屬公平合理，且不會對本集團現有業務及營運造成任何重大不利影響，並符合本公司及其股東整體最佳利益。

未動用原始所得款項淨額的經修訂用途載列如下：

附註1：

自供股完成起至二零二四年十二月三十一日，所得款項用作一般營運資金，其中約6,800,000港元用作辦公室租金開支及約10,300,000港元用作員工成本。

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Date of announcement	Fund raising activity	Net proceeds (approximately)	Intended use of net proceeds		Actual use of net proceeds as 31 December 2024	
公告日期	集資活動	所得款項淨額(概約)	所得款項淨額擬定用途		於二零二四年十二月三十一日 所得款項淨額實際用途	
13 September 2022 and 6 February 2023	Subscription of new shares under specific mandate	HK\$95.5 million 95,500,000 港元	(i)	approximately HK\$14.0 million for the repayment of borrowings;	(i)	approximately HK\$14.0million was used for the repayment of borrowings;
二零二二年九月十三日及 二零二三年二月六日	根據特別授權認購新股份		(i)	約 14,000,000 港元用於償還借 款；	(i)	約 14,000,000 港元已用於償 還借款；
			(ii)	approximately HK\$19.5 million for the expansion of product portfolio of the EMS and Distribution Products Businesses;	(ii)	approximately HK\$19.5 million was utilized for the expansion of product portfolio of the EMS and Distribution Business;
			(ii)	約 19,500,000 港元用於擴大電 子製造服務及分銷產品業務的 產品組合；	(ii)	約 19,500,000 港元用於擴大 電子製造服務及分銷產品業 務的產品組合；
			(iii)	approximately HK\$21.0 million for upgrading the equipment of the EMS and Distribution Products Businesses; and		
			(iii)	約 21,000,000 港元用於升級電 子製造服務及分銷產品業務的 設備；及		
			(iv)	approximately HK\$41.0 million as general working capital of the Group		
			(iv)	約 41,000,000 港元用作本集團 的一般營運資金		

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Date of announcement	Fund raising activity	Net proceeds (approximately)	Intended use of net proceeds	Actual use of net proceeds as 31 December 2024
公告日期	集資活動	所得款項淨額(概約)	所得款項淨額擬定用途	於二零二四年十二月三十一日 所得款項淨額實際用途
				(iii) approximately HK\$3.5 million was utilised for upgrading the equipment of the EMS and Distribution Business and remaining proceeds of approximately HK\$17.5 million will be fully utilised as intended by 31 December 2025 (Notes a and b); and
				(iii) 約3,500,000港元用於升級電子製造服務及分銷產品業務的設備，所得款項餘額約17,500,000港元將於二零二五年十二月三十一日前按擬定用途悉數使用(附註a及b)；及
				(iv) approximately HK\$41.0 million was fully utilised as general working capital of the Group
				(iv) 約41,000,000港元已悉數用作本集團的一般營運資金

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Date of announcement	Fund raising activity	Net proceeds (approximately)	Intended use of net proceeds	Actual use of net proceeds as 31 December 2024
公告日期	集資活動	所得款項淨額(概約)	所得款項淨額擬定用途	於二零二四年十二月三十一日 所得款項淨額實際用途
28 September 2023 and 20 October 2023 二零二三年九月二十八日及 二零二三年十月二十日	Placing of new shares under general mandate 根據一般授權配售新股份	HK\$30.9 million 30,900,000 港元	Approximately HK\$30.9 million to the development of renewable energy charging solutions specialized for electric vehicles 約 30,900,000 港元用於開發電動汽車 專用可再生能源充電解決方案	Approximately HK\$30.9 million was used to the development of renewable energy charging solutions specialized for electric vehicles. 約 30,900,000 港元已用於開發電動汽 車專用可再生能源充電解決方案。
15 April 2024 and 29 April 2024 二零二四年四月十五日及 二零二四年四月二十九日	Placing of new shares under general mandate 根據一般授權配售新股份	HK\$17.5 million 17,500,000 港元	Approximately (i) HK\$6.9 million will (i) be utilized for the development of renewable energy charging solutions specialized for electric vehicles; and (ii) HK\$10.6 million will be utilized as working capital of the Group 約 (i) 6,900,000 港元用於開發電動汽車 專用可再生能源充電解決方案；及 (ii) 約 10,600,000 港元用作本集團的 營運資金	approximately HK\$1.0 million was used to for the development of renewable energy charging solutions specialized for electric vehicles and HK\$10.6 million was utilised as working capital of the Group. The remaining unutilised net proceeds of approximately HK\$5.9 million will be fully used as intended by 31 March 2025 (note c) (i) 約 1,000,000 港元已用於開發 電動汽車專用可再生能源充 電解決方案，而 10,600,000 港元已用作為本集團的營運 資金。餘下未動用所得款項 5,900,000 港元將於二零二五 年三月三十一日前按擬定用 途悉數使用(附註 c) (ii) approximately HK\$10.6 million was fully utilised as general working capital of the Group (ii) 約 10,600,000 港元已悉數用 作本集團的一般營運資金

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Date of announcement	Fund raising activity	Net proceeds (approximately)	Intended use of net proceeds	Actual use of net proceeds as 31 December 2024
公告日期	集資活動	所得款項淨額(概約)	所得款項淨額擬定用途	於二零二四年十二月三十一日 所得款項淨額實際用途
16 September 2024 二零二四年九月十六日	Placing of 17,256,000 new shares at the placing price of HK\$1.51 per placing share under general mandate granted to the Directors at the 2024 AGM 根據於二零二四年股東週年大會上授予董事的一般授權以每股配售股份1.51港元的配售價配售17,256,000股新股份	HK\$25.3 million 25,300,000 港元	For (i) development of energy storage system equipment specialized for renewable energy charge for electric vehicles; and (ii) general working capital of the Group 用於(i)開發電動汽車專用可再生能源充電的儲能系統設備；及(ii)本集團一般營運資金	HK\$3.2 million have been utilised; and the remaining HK\$22.1 million will be utilised as intended before 31 March 2025. 已使用3,200,000港元，餘下22,100,000港元將按計劃於二零二五年三月三十一日前使用。

Notes:

- (a) The expected timeline for utilising the remaining net proceeds is made based on the best estimation of the Company taking into account, among others, prevailing and future market conditions and business developments and need, and therefore is subject to change.
- (b) The unutilised net proceeds from the subscription of new shares under the specific mandate are expected to be used in accordance with the Company's plan as disclosed in the circular except the original timeline for utilising the remaining net proceeds as disclosed in the circular has been delayed due to, among others, the business environment being affected by the global economic challenging such as the impacts of high interests rates, geopolitical tension and going military confrontation in East Europe and Middle East regions. The Group is still under communication with the production department for planning the upgrade of facilities.
- (c) The management consider to integrate the EV Charging Solution and ESS Equipment when selling to the charging point operator. Therefore, the remaining proceeds will be fully used as intended by 31 March 2025.

附註：

- (a) 使用剩餘所得款項淨額之預期時間表乃基於本公司經考慮(其中包括)現行及未來市況、業務發展及需求後作出之最佳估計，因此可能會有所變動。
- (b) 根據特定授權認購新股之未動用所得款項淨額預期將根據通函所披露之本公司計劃使用，惟通函所披露之使用剩餘所得款項淨額之原定時間表因(其中包括)營商環境受全球經濟挑戰(如高利率、地緣政治緊張以及東歐及中東地區的軍事對峙)之影響而有所延遲。本集團仍在與生產部門溝通，以規劃設施升級。
- (c) 管理層考慮整合再生能源充電解決方案及可再生能源充電的儲能系統設備，向充電單位營運者銷售。因此，餘下所得款項將於二零二五年三月三十一日前按擬定用途悉數使用。

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The remaining unutilised net proceeds as at 31 December 2024 of approximately HK\$45.5 million is estimated to be fully utilised according to the intentions in the year 2025.

PROSPECTS

The China's energy storage industry is ushering in a period of rapid development, driven by the "dual carbon" goals (carbon peaking and carbon neutrality) and the transformation of the energy structure. The PRC government has listed energy storage as a key development direction in the energy sector and has issued various policies. In addition, various provinces have launched mandatory energy storage ratio policies, and the peak-to-valley electricity price gap has widened to stimulate energy storage demand. At the same time, the electronic energy market is being reformed, the ancillary service market and the spot market are gradually improving, and energy storage can obtain benefits through peak regulation and frequency regulation.

In view of the above, the Group believes that the China's energy storage industry will maintain rapid growth, driven by policy, technology and market demand, mainly lithium battery energy storage in the short term, and develop in the medium and long term in the direction of multi-technology route and multi-scenario integration. The Group needs to pay attention to technological innovation, business model optimization and global layout to seize the energy storage dividend in the carbon neutrality era.

At present, the global economy is facing different challenging, including high interest rates, geopolitical conflicts, debt crises, and repeated inflation, which have weakened growth momentum. The Group will continue to closely monitor the market conditions and take necessary measures to adjust the business development strategy.

於二零二四年十二月三十一日的餘下未動用所得款項淨額約45,500,000港元估計將於二零二五年按擬定用途悉數動用。

前景

在「雙碳」目標（碳達峰和碳中和）和能源結構轉型的推動下，中國儲能行業正迎來快速發展期。中國政府將儲能列為能源行業的重點發展方向，並推出了多項政策。此外，各省相繼推出強制性儲能比例政策，峰谷電價差距拉大，刺激儲能需求。同時，電子能源市場正在進行改革，輔助服務市場和現貨市場逐步完善，儲能可以透過調峰調頻獲得收益。

有鑒於此，本集團認為中國儲能產業在政策、技術和市場需求的帶動下，短期內將保持以鋰電池儲能為主的快速增長，中長期將向多技術路徑、多場景融合的方向發展。本集團需要注重技術創新、商業模式優化和全球化佈局，搶佔碳中和時代的儲能紅利。

目前，全球經濟面臨高利率、地緣政治衝突、債務危機、通膨反覆等挑戰，成長動力減弱。本集團將持續密切關注市場狀況，採取必要措施調整業務發展策略。

CORPORATE GOVERNANCE REPORT

企業管治報告

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance to protect the interests of the shareholders of the Company.

The new Corporate Governance Code (the “**New CG Code**”) as set out in existing Appendix 14 to the Listing Rules has come into effect on 1 January 2022, their requirements are applicable to the financial year commencing on 1 January 2022. Currently, the Company has adopted the code provisions on Corporate Governance Code and Corporate Governance Report (the “**Previous CG Code**”) as set out in the previous Appendix 14 to the Listing Rules before the New CG Code came into effect.

The Directors are of the opinion that the Company has complied with the code provisions set out in the Corporate Governance Code (the “**Code**”) under Appendix C1 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) throughout the year ended 31 December 2024, except for the deviation from code provision C.2.1 and C.1.6 of the Code as described below.

Code Provision C.2.1

Under code provision C.2.1 of the Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. The Company does not have any officer with the title of “chief executive officer” and this is deviated from the code provision C.2.1 of the Code.

Mr. Lin Dailian, who acts as the Chairman and an executive Director of the Company since 12 July 2019, is also responsible for overseeing the general operations of the Group. The Board will meet regularly to consider major matters affecting the operations of the Group. The Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Group. The roles of the respective executive directors and senior management, who are in charge of different functions complement the role of the chairman and chief executive officer. The Board believes that this structure is conducive to strong and consistent leadership enabling the Group to operate efficiently.

企業管治

本公司致力維持高水準的企業管治，以保障本公司股東的利益。

載於現有上市規則附錄十四的新企業管治守則（「**新企業管治守則**」）已於二零二二年一月一日生效，其規定適用於二零二二年一月一日開始的財政年度。現時，本公司已採納新企業管治守則生效前上市規則附錄十四所載企業管治守則及企業管治報告（「**先前企業管治守則**」）所載守則條文。

董事認為，本公司於截至二零二四年十二月三十一日止年度內一直遵守證券上市規則（「**上市規則**」）附錄C1下的《企業管治守則》（「**守則**」）所載的守則條文，惟下文所述就守則的守則條文第C.2.1條及第C.1.6條有所偏離的情況除外。

守則條文第C.2.1條

根據守則的守則條文第C.2.1條，主席及行政總裁的角色應分開及不應由同一人士擔任。本公司並無任何職銜為「行政總裁」的高級職員，此偏離守則的守則條文第C.2.1條。

林代聯先生自二零一九年七月十二日起為本公司主席兼執行董事，亦負責監督本集團整體運作。董事會定期召開會議考慮影響本集團運作的重大事宜。董事會認為此架構無損董事會與本集團管理層之間的權力均衡和權責。各執行董事及主管不同職能的高級管理層的角色與主席及行政總裁的角色相輔相成。董事會相信，此架構有利於建立鞏固而連貫的領導，讓本集團有效運作。

CORPORATE GOVERNANCE REPORT

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Code Provision C.1.6

Under the code provision C.1.6, independent non-executive directors should generally attend general meetings to gain and develop a balanced understanding of the views of shareholders. Due to other pre-arranged business commitments, Mr. Liu Zhiwei and Ms. Lin Xiaoshan were not able to attend the annual general meeting of the Company held on 3 June 2024.

The Company understands the importance to comply with the code provision C.2.1 and C.1.6 and will continue to consider the feasibility to comply with the said code provision. If compliance with the said provision is determined, appropriate persons will be nominated to assume the different roles of chairman and chief executive officer.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules (the “**Model Code**”) as the required standard for securities transactions by the directors. The Company has made specific enquiries of all Directors and all Directors confirmed that they have complied with the required standards set out in the Model Code and its code of conduct regarding Directors’ securities transactions throughout the year ended 31 December 2024.

BOARD OF DIRECTORS

The Board currently comprises five executive Directors and three independent non-executive Directors. The three independent non-executive Directors account for more than one-third of the Board. The composition of the Board is set out as follows:

Executive Directors:

Mr. Lin Dailian (*Chairman*)
Ms. Lin Xiaoshan
Mr. Liu Zhiwei
Ms. Bian Sulan
Mr. Wang Qi (appointed on 24 September 2024)

Independent non-executive Directors:

Mr. Li Huiwu
Mr. Wu Chi King
Ms. Zhang Xiulin

守則條文第C.1.6條

根據守則條文第C.1.6條，獨立非執行董事一般應出席股東大會，以對股東之意見有公正之了解。由於其他事先安排之業務承諾，劉志威先生及林曉珊女士未能出席本公司於二零二四年六月三日舉行的股東週年大會。

本公司明白遵守守則條文第C.2.1條及第C.1.6條的重要性，並將繼續考慮遵守上述守則條文的可行性。如決定遵守上述條文，本公司將提名合適人選分別擔任主席及行政總裁之職。

進行證券交易的標準守則

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「**標準守則**」）作為其董事進行證券交易所需的標準。本公司經向全體董事作個別查詢後，所有董事均確認彼等於截至二零二四年十二月三十一日止年度已遵守標準守則載列的所需標準及有關董事進行證券交易的行為守則。

董事會

董事會現時由五名執行董事及三名獨立非執行董事組成。該三名獨立非執行董事佔董事會三分之一以上。董事會的成員如下：

執行董事：

林代聯先生（主席）
林曉珊女士
劉志威先生
卞蘇蘭女士
王琪先生（於二零二四年九月二十四日獲委任）

獨立非執行董事：

李慧武先生
胡子敬先生
張秀琳女士

CORPORATE GOVERNANCE REPORT

企業管治報告

The biographical details of the Directors are disclosed in the section headed “Biographical Details of Directors” on pages 53 to 56 in this annual report. The composition of the Board ensures a balance of skills and experiences appropriate to the requirements of the businesses of the Group and to exercise of independence and is well balanced. Each of the Directors has relevant expertise and extensive corporate and strategic planning experiences that may contribute to the business of the Group. The Board members have no financial, business, family or other material/relevant relationships with each other. All independent non-executive Directors also meet the guidelines for assessment of their independence as set out in Rule 3.13 of the Listing Rules.

Functions of the Board

The Board supervises the management of the business and affairs of the Company. The Board’s primary duty is to ensure the viability of the Company and to ensure that it is managed in the best interests of the shareholders as a whole while taking into account the interests of other stakeholders. The Group has adopted internal guidelines in setting forth matters that require the Board’s approval. Apart from its statutory responsibilities, the Board approves the Group’s strategic plans, key operational initiatives, major investments and funding decisions. It also reviews the Group’s financial performance, identifies principal risks of the Group’s business and ensures implementation of appropriate systems to manage these risks. Daily business operations and administrative functions of the Group are delegated to the management.

Independent Non-executive Directors

All independent non-executive Directors have been appointed for a fixed term. Every Director is subject to re-election on retirement by rotation in accordance with the Articles of Association of the Company. The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules and still considers the independent non-executive Directors to be independent as at the date of this annual report.

董事的履歷詳情披露於本年報第53至56頁的「董事履歷詳情」一節。董事會之組成確保集各方專長技能及經驗，以滿足本集團之業務需求，達致獨立判斷及平衡作用。各董事擁有相關專業及豐富的企業及策略計劃經驗，均可為本集團業務作出貢獻。董事會成員各自之間並無財務、業務、親屬或其他重大／相關的關係。全體獨立非執行董事亦符合上市規則第3.13條所載對其獨立性的評估指引。

董事會職能

董事會監督本公司業務及事務的管理。董事會的主要職責為確保本公司的可存續性，並確保其以符合股東整體最佳利益同時顧及其他持份者利益的方式管理。本集團已採納內部指引，列出需要董事會批准的事宜。除法定責任外，董事會批准本集團的策略計劃、重點營運舉措、主要投資及融資決定。其亦負責檢討本集團財務表現，識別本集團業務的重大風險並確保實施合適制度管控有關風險。本集團日常業務營運及行政職能乃轉授管理層處理。

獨立非執行董事

全體獨立非執行董事的任命均有固定任期。根據本公司的組織章程細則，每名董事均須輪值告退並膺選連任。本公司已接獲各獨立非執行董事根據上市規則第3.13條呈交的年度確認書，確認其獨立性。本公司於本年報日期仍視獨立非執行董事具獨立性。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Meetings, Annual General Meeting and Procedures

Board members were provided with complete, adequate and timely information to allow them to fulfill their duties properly. In compliance with code provision C.1.3 of the Code, at least 14 days' notice has been given for a regular Board meeting to give all Directors an opportunity to attend. Notice, agenda and board papers of regular Board meetings are sent to all Directors within reasonable time and at least 3 days prior to the meetings. Directors are free to contribute and share their views at meetings and major decisions will only be taken after deliberation at Board meetings. Directors who are considered having conflict of interests or material interests in the proposed transactions or issues to be discussed will not be counted in the quorum of meeting and will abstain from voting on the relevant resolutions. Full minutes are prepared after the meetings and the draft minutes are sent to all Directors for their comment on the final version of which are endorsed in the subsequent Board meeting.

The Board meetings and Shareholder meetings attended by each Director during the year ended 31 December 2024 is set out below:

董事會會議、股東週年大會及程序

董事會成員獲提供完整、充分和及時的資料，以便妥善履行其職責。根據守則之守則條文第C.1.3條之規定，董事會召開例行會議須發出至少14天通知，以便所有董事都能出席。有關董事會例行會議之通告、議程及文件乃於會議前合理時間內（最少三天前）發送予所有董事。董事可於會上各抒己見，而任何重大決策均須經董事會會議審議後始行落實。若任何董事就建議交易事項或待討論事項涉及利益衝突或重大利益，則不得計入該次會議的法定人數，亦不得就相關決議案投票。會後須編製完整會議記錄，草擬本交全體董事評議，最終定稿則於隨後董事會會議上審批。

各董事於截至二零二四年十二月三十一日止年度內出席的董事會會議及股東大會如下：

		Number of meetings attended/held 出席會議次數／召開會議次數	
		Shareholder meeting 股東大會	Board meeting 董事會會議
Name of member	成員姓名		
<i>Executive Directors:</i>			
Mr. Lin Dailian (<i>Chairman</i>)	林代聯先生 (<i>主席</i>)	1/1	19/19
Ms. Lin Xiaoshan	林曉珊女士	0/1	2/19
Mr. Liu Zhiwei	劉志威先生	0/1	10/19
Ms. Bian Sulan	卞蘇蘭女士	1/1	18/19
Mr. Wang Qi ¹	王琪先生 ¹	N/A 不適用	6/7
<i>Independent Non-executive Directors:</i>			
Mr. Li Huiwu	李慧武先生	1/1	16/19
Ms. Zhang Xiulin	張秀琳女士	1/1	16/19
Mr. Wu Chi King	胡子敬先生	1/1	9/19

¹ Appointed on 24 September 2024

¹ 於二零二四年九月二十四日獲委任

The Board has reviewed the contribution required from each Director to perform his/her responsibilities to the Company and is satisfied that each Director has been spending sufficient time in performing his/her responsibilities during the year ended 31 December 2024.

董事會已審閱各名董事履行其對本公司職責所需的貢獻，並信納各名董事於截至二零二四年十二月三十一日止年度內均付出足夠時間履行其職責。

CORPORATE GOVERNANCE REPORT

企業管治報告

Directors' Training and Professional Development

Newly appointed Directors are provided with necessary induction and information to ensure that they have a proper understanding of the Company's business and operations, as well as awareness of Director's responsibilities and obligations under the Listing Rules and relevant regulatory requirements.

Pursuant to code provision C.6.5 of the Code, the Directors should participate in continuous professional development to develop and refresh their knowledge and skills, so as to ensure that their contribution to the Board remains informed and relevant. The Directors committed to participating in appropriate continuous professional development activities by way of attending training or reading materials relevant to the Company's business or to the Directors' duties and responsibilities. During the year ended 31 December 2024, the Directors have been provided with regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. The Directors are also briefed on the latest development and changes in the Listing Rules and other relevant regulatory requirements from time to time. All directors are encouraged to participate in continuous professional development programs to develop and refresh their professional knowledge and skills.

董事培訓及專業發展

新獲委任之董事均獲提供必要的入職培訓及資料，以確保其對本公司之業務及營運以及董事於上市規則及相關監管規定項下之責任及義務有適當程度的了解。

根據守則的守則條文第C.6.5條，董事須參加持續專業培訓，以增進及重溫彼等的知識及技能，以確保彼等具備充分資訊及切合所需的情況下對董事會作出貢獻。董事透過參與培訓或閱讀與本公司業務或董事職務及責任相關資料，致力達致相關的持續專業發展。截至二零二四年十二月三十一日止年度，董事已獲提供有關本公司業績、狀況及前景之定期最新資料，以便董事會整體及各董事履行其職責。董事亦不時獲提供有關上市規則及其他相關監管規定之發展及變動之最新簡報。本公司鼓勵所有董事參與持續專業發展計劃，以增進及重溫彼等的專業知識及技能。

CORPORATE GOVERNANCE REPORT

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Training for Directors

During the year ended 31 December 2024 the Directors participated in the following trainings:

董事培訓

截至二零二四年十二月三十一日止年度，董事參加以下培訓：

		Type of training 培訓類型
<i>Executive Director:</i>		
Mr. Lin Dailian	執行董事：林代聯先生	A, B
Ms. Lin Xiaoshan	林曉珊女士	A, B
Ms. Bian Sulan	卞蘇蘭女士	B
Mr. Liu Zhiwei	劉志威先生	A, B
Mr. Wang Qi (appointed on 24 September 2024)	王琪先生(於二零二四年九月二十四日獲委任)	B
		B
<i>Independent Non-Executive Directors:</i>		
Mr. Wu Chi King	獨立非執行董事：胡子敬先生	B, C
Mr. Li Huiwu	李慧武先生	B, C
Ms. Zhang Xiulin	張秀琳女士	B

A: attending in house training sessions.

B: reading newspapers, journals and updates distributed by the Group relating to economy, general business and regulatory matters.

C: attending training sessions required by the relevant professional bodies of which he is a member.

A: 參加內部培訓課程。

B: 閱讀本集團分發的有關經濟、一般業務及監管事宜的報紙、期刊及最新消息。

C: 參加其所在相關專業團體要求的培訓課程。

DIVIDEND POLICY

The Company has adopted a dividend policy (“**Dividend Policy**”), pursuant to which the Company may declare and distribute dividends to the shareholders of the Company to allow shareholders of the Company to share the Company’s profits and for the Company to retain adequate reserves for future growth.

The Board will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

股息政策

本公司已採納股息政策(「**股息政策**」)，根據該政策，本公司可能向本公司股東宣派及分派股息，可讓本公司股東分享本公司溢利及可讓本公司就未來增長保留充足儲備。

董事會將持續檢討股息政策，並保留其唯一及絕對酌情權利隨時更新、修訂及／或修改股息政策，且股息政策絕不會構成本公司須派付任何特定金額的股息之具法律約束力承諾及／或令本公司有義務須隨時或不時宣派股息。

CORPORATE GOVERNANCE REPORT

企業管治報告

APPOINTMENT, RE-ELECTION AND REMOVAL OF DIRECTORS

The non-executive Directors of the Company are appointed for a specific term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company.

In accordance with Article 108(a) of the Articles of Association of the Company, at each annual general meeting, at least one third of the Directors are required to retire from office by rotation. Each Director shall retire from office at least once every three years and shall include those who have been longest in office since their last election or re-election.

In accordance with Article 112 of the Articles of Association of the Company, new Directors appointed by the Board during the year shall retire and submit themselves for re-election at the annual general meeting immediately following their appointments.

BOARD COMMITTEES

The Board has established specific committees, namely the Audit Committee, Remuneration Committee and Nomination Committee, with written terms of reference to assist them in the efficient implementation of their functions. Specific responsibilities have been delegated to the above committees.

The Board committees are provided with sufficient resources to discharge their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstances, at the Company's expenses.

The Board shall establish other committees for specific purposes from time to time to facilitate the Company's operations.

Audit Committee

The Company established the Audit Committee on 31 December 2010. As at 31 December 2024, the Audit Committee had three members comprising three independent non-executive Directors, namely Mr. Wu Chi King (Chairman), Mr. Li Huiwu and Ms. Zhang Xiulin.

董事委任、重選及罷免

本公司非執行董事任期為三年，惟於本公司股東週年大會上輪值告退及重選。

根據本公司組織章程細則第108(a)條，於每年股東週年大會上最少須有三分之一董事輪席退任。各名董事須最少每三年退任一次，當中須包括自上次獲委任或重選為董事時間最長的董事。

根據本公司組織章程細則第112條，本年度內獲董事會委任之新董事須退任並於緊隨獲委任後之股東週年大會上提呈重選。

董事委員會

董事會已成立具書面職權範圍的特定委員會（即審核委員會、薪酬委員會及提名委員會），以協助其有效實行其職能。上述委員會已獲轉授特定職責。

董事委員會獲提供足夠的資源以履行其職務，並且於提出合理要求時，可以在合適的情況下尋求獨立專業建議，費用由本公司承擔。

董事會可不時為特定目的成立其他委員會，以推動本公司的業務運作。

審核委員會

本公司已於二零一零年十二月三十一日成立審核委員會。於二零二四年十二月三十一日，審核委員會由三名成員組成，包括三名獨立非執行董事胡子敬先生（主席）、李慧武先生及張秀琳女士。

CORPORATE GOVERNANCE REPORT

企業管治報告

The primary duties of the Audit Committee are mainly to review and supervise the financial reporting process and internal control system of the Group. The written terms of reference which describes the authority and duties of the Audit Committee have been revised by the Board on 24 February 2016 to conform to the provisions of the Revised Code, a copy of which is posted to the websites of the Company and the Stock Exchange.

The works performed by the Audit Committee in 2024 included the following:

- to review the financial results and reports of the Company;
- to review the reports from external auditor, management letters and management response;
- to review the matters in relation to internal audit and the effectiveness of the internal control and risk management system;
- to review the Group's compliance with statutory and regulatory requirements;
- to review corporate governance matters; and
- to review the re-appointment of the external auditor.

Three meetings of the Audit Committee were held during the year ended 31 December 2024 and the individual attendance of each member is set out below:

審核委員會之基本職務主要為審閱及監察本集團之財務報告程序及內部監控系統。載列審核委員會的權力及職責的書面職權範圍已於二零一六年二月二十四日經董事會作出修訂，以符合經修訂守則的條文。該份經修訂職權範圍已刊登於本公司及聯交所網站。

審核委員會於二零二四年履行的工作包括以下所列者：

- 審閱本公司財務業績及報告；
- 審閱外聘核數師報告、管理層函件及管理層回應；
- 審閱有關內部審計及內部監控及風險管理系統有效性的事宜；
- 審閱本集團遵守法定及監管規定的情況；
- 審閱企業管治事宜；及
- 審閱外部核數師的續聘事宜。

審核委員會於截至二零二四年十二月三十一日止年度舉行了三次會議及各成員的個別出席率載列如下：

Name of member	成員姓名	Number of meetings attended/held
		出席會議次數／舉行會議次數
Mr. Li Huiwu	李慧武先生	3/3
Mr. Wu Chi King (<i>Chairman</i>)	胡子敬先生(主席)	3/3
Ms. Zhang Xiulin	張秀琳女士	3/3

The Company's annual results for the year ended 31 December 2024 have been reviewed by the Audit Committee.

本公司截至二零二四年十二月三十一日止年度的年度業績已經由審核委員會進行審閱。

CORPORATE GOVERNANCE REPORT

企業管治報告

Remuneration Committee

The Remuneration Committee was established on 31 December 2010. The Remuneration Committee had three members comprising two independent non-executive Directors, namely Mr. Wu Chi King (Chairman), Mr. Li Huiwu and one executive Director, namely Mr. Lin Dailian.

The Remuneration Committee is governed by its terms of reference, which have been revised by the Board on 30 March 2012 and further revised on 31 March 2023 pursuant to the Revised Code. The terms of reference are currently available on the websites of the Company and the Stock Exchange.

The primary duties of the Remuneration Committee are mainly to (i) review and determine the terms of remuneration packages, bonuses and other compensation payable to the Directors and senior management; (ii) to make recommendation to the Board on the Group's policy and structure for all remuneration of the Directors and senior management; and (iii) making recommendations on the remuneration packages of the non-executive directors (including independent non-executive directors). No Director shall participate in any discussion about his or her own remuneration. The remuneration of the Directors was determined with reference to their respective experience, responsibilities with the Group and general market conditions.

Two meetings of the Remuneration Committee were held during the year ended 31 December 2024 to review the remuneration package of the Directors and senior management. The individual attendance of each member is set out below.

薪酬委員會

本公司於二零一零年十二月三十一日成立薪酬委員會。薪酬委員會由三名成員組成，包括兩名獨立非執行董事胡子敬先生(主席)、李慧武先生及一名執行董事林代聯先生。

薪酬委員會受其職權範圍監管，董事會於二零一二年三月三十日根據經修訂守則修訂其職權範圍，並於二零二三年三月三十一日進一步修訂。職權範圍現已刊登於本公司及聯交所網站。

薪酬委員會基本職責主要為(i)審閱及釐定應付董事及高級管理層之薪酬待遇、花紅及其他補償；(ii)就本集團所有董事及高級管理層薪酬的政策及架構向董事會提出建議；及(iii)就非執行董事(包括獨立非執行董事)的薪酬待遇提出建議。概無董事參與任何涉及其本人薪酬的討論。董事薪酬參考其各自經驗、於本集團的職責及整體市場狀況釐定。

截至二零二四年十二月三十一日止年度薪酬委員會召開了兩次會議，以檢討董事及高級管理層的薪酬待遇。各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held
		出席會議次數／舉行會議次數
Mr. Wu Chi King (<i>Chairman</i>)	胡子敬先生(主席)	2/2
Mr. Lin Dailian	林代聯先生	2/2
Mr. Li Huiwu	李慧武先生	2/2

CORPORATE GOVERNANCE REPORT

企業管治報告

Nomination Committee

The Company established the Nomination Committee on 31 December 2010 with written terms of reference which are in compliance with the code provision of the Code. The primary duties of the Nomination Committee include the making of recommendations to the Board on appointment of Directors and succession planning for the Directors. The specific terms of reference of the Nomination Committee are currently available on the websites of the Company and the Stock Exchange.

The following is a summary of the work of the Nomination Committee during the year ended 31 December 2024:

- review the structure, size composition (including but without limitation, the skills, knowledge and experience) and diversity of the Board;
- reviewing the board diversity policy;
- review the retirement of Directors by rotation and the re-appointment of the retiring Directors at the 2024 Annual General Meeting;
- review the re-appointment of Directors during the year; and
- reviewing and assessing the independence of the independent non-executive Directors.

The Nomination Committee consisted of three members, comprising one executive Director, namely Mr. Lin Dailian (Chairman) and two independent non-executive Directors, namely Mr. Li Huiwu and Mr. Wu Chi King.

Two meetings of the Nomination Committee were held during the year ended 31 December 2024 and the individual attendance of each member is set out below.

提名委員會

本公司於二零一零年十二月三十一日成立提名委員會，並書面訂立符合守則的守則條文之職權範圍。提名委員會主要職責包括就董事委任及董事替任計劃向董事會提出建議。提名委員會的具體職權範圍現刊登於本公司網站及聯交所網站。

截至二零二四年十二月三十一日止年度，提名委員會工作總結如下：

- 檢討董事會的架構、人數組成（包括但不限於技能、知識及經驗方面）及多元化；
- 檢討董事會的多元化政策；
- 檢討於二零二四年股東週年大會上，需輪值退任之董事及重新委任之退任董事；
- 檢討當年之董事續聘；及
- 檢討及評核獨立非執行董事的獨立性。

提名委員會由三名成員組成，包括一名執行董事林代聯先生（主席）、兩名獨立非執行董事李慧武先生及胡子敬先生。

提名委員會於截至二零二四年十二月三十一日止年度舉行了兩次會議，各成員的個別出席率如下。

Name of member	成員姓名	Number of meetings attended/held
		出席會議次數／舉行會議次數
Mr. Lin Dailian (Chairman)	林代聯先生(主席)	2/2
Mr. Li Huiwu	李慧武先生	2/2
Mr. Wu Chi King	胡子敬先生	2/2

CORPORATE GOVERNANCE REPORT

企業管治報告

Board diversity policy

The Company recognises that the Board with a reasonable balance of skills and experience and sufficient diversity of perspectives appropriate to the business and operation of the Group would be beneficial to the Company and its shareholders as a whole and enhance the quality of its performance.

The Board has adopted a board diversity policy (“**Board Diversity Policy**”) which sets out the approach to achieve and maintain diversity on the Board.

Pursuant to the Board Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, educational background, professional experience and qualifications, relevant industry experience, skills, knowledge and length of service. The ultimate decision will be made according to the merits of candidates and their contribution to the Board.

As at the date of this report, the Board comprises eight Directors. Three of them are independent non-executive Directors, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of age, educational background, professional experience, skills, and knowledge.

DIRECTORS' INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENT

The Directors acknowledge their responsibility for the preparation of the financial statements which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that period.

The statement by the auditor of the Company about its responsibilities for the financial statements is set out in the independent auditor's report contained in the Annual Report. There are no material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

董事會成員多元化政策

本公司深明，董事會成員的技能及經驗維持合理的平衡且具備對本集團業務及營運適用的足夠多元化視野，會對本公司及其股東整體有利，並可改善其表現質素。

董事會已採納董事會成員多元化政策（「**董事會成員多元化政策**」），該政策載列達致及維持董事會成員多元化的方法。

根據董事會成員多元化政策，本公司從多個因素考慮（包括但不限於性別、年齡、教育背景、專業經驗及資歷、相關行業經驗、技能、知識及服務任期）達致董事會成員多元化。最終決定將根據候選人優勢及其對董事會所作貢獻作出。

於本報告日期，董事會由八名董事組成。其中三名為獨立非執行董事，藉此促進管理過程之重要審核及控制。無論於考慮年齡、教育背景、專業經驗、技能及知識等方面，董事會亦體現為高度多元化。

董事保險

本公司已就針對董事的潛在法律訴訟安排適當的保險。

董事對財務報表的責任

董事明白其須負責編製財務報表，以真實及公平地反映本集團的事務狀況以及有關期間的業績和現金流量。

本公司核數師對財務報表的責任陳述載於本年報獨立核數師報告內。並無重大不明朗事件或情況對本公司持續經營的能力造成重大疑問。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDITOR'S REMUNERATION

The Company engaged McMillan Woods (Hong Kong) CPA Limited as its external auditor for the Year. Analysis of the remuneration in respect of audit services provided by the external auditor is included in note 13 to the financial statements in the Annual Report. For the Year, the total fee paid in respect of the non-audit services is approximately HK\$Nil. The non-audit services was paid for tax filing services.

COMPANY SECRETARY

Ms. Tam Mei Chu (“**Ms. Tam**”) is the company secretary of the Company, with effective from 31 August 2021. For the year ended 31 December 2024, Ms. Tam had complied with Rule 3.29 of the Listing Rules by taking no less than 15 hours of relevant professional training. Ms. Tam is a member of the Hong Kong Institute of Certified Public Accountants.

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board is responsible for maintaining and reviewing the effectiveness of system of internal controls and risk management within the Group. The system is set up to address key business risks of failure to meet corporate objectives and to provide reasonable, but not absolute, assurance against material misstatement or loss. The purpose of such system is to manage and control risks properly, but not eliminate it.

The Board has through the Audit Committee reviewed the effectiveness of the Group's system of internal controls, internal audit and risk management, including financial, operational and compliance controls on annual basis. The Board considered the system is effective and adequate. The review has also considered the adequacy of resources, qualifications and experience of staff in respect of the Company's accounting and financial reporting function, and their training programmes and budget. The Board ensures the existing resources, qualifications and experience of staff and their training programmes and budget should be adequate in respect of the Group's accounting and financial reporting function.

核數師薪酬

本公司委聘長青(香港)會計師事務所有限公司為本年度的外聘核數師。有關外聘核數師就所提供審核服務收取的薪酬分析載於本年報財務報表附註13。於本年度，就非審核服務支付的總費用約為零港元。已付非審核服務為稅務申報服務。

公司秘書

譚美珠女士(「**譚女士**」)為本公司的公司秘書，自二零二一年八月三十一日起生效。截至二零二四年十二月三十一日止年度，譚女士已遵守上市規則第3.29條，接受不少於15小時的相關專業培訓。譚女士為香港會計師公會會員。

內部監控及風險管理

董事會負責維持及檢討本集團內部監控制度及風險管理的功效。設立該系統旨在減少導致無法達到公司目標之主要業務風險，並提供合理而非絕對保證，以免出現重大錯誤陳述或損失。該系統的功能在於妥善管理及監控風險，而非撇除風險。

董事會已透過審核委員會按年度基準檢討本集團內部監控、內部審核及風險管理制度之功效，包括財務、營運及合規監控。董事會認為該制度屬有效並充分。檢討亦已考慮本公司在會計及財務匯報職能方面之資源、人員之資歷及經驗是否足夠，以及員工所接受之培訓課程及有關預算是否充足。董事會確保就履行本集團的會計及財務匯報職能而言，現時之資源、員工資歷及經驗，以及員工所接受之培訓課程及有關預算應屬足夠。

CORPORATE GOVERNANCE REPORT

企業管治報告

In view of the size, nature and complexity of the business of the Group, the Board has appointed external independent professionals to perform internal control review. As approved by the Audit Committee, the external independent professionals made assessment on various business and operation risks of the Group. Internal control review of business and operation cycles is conducted under rotation basis every year. The Audit Committee reviewed the findings from the external independent professionals periodically and discussed the recommended actions needed to be taken to develop and improve the effectiveness of the Group's internal control system. The Board will continue to improve the Group's internal control and risk management systems through periodic reviews and recommendations from the external auditors during their audit and external independent professionals during their internal control review.

Regarding the procedures and internal control for the handling and dissemination of inside information, the Company is aware of its disclosure obligations under the Listing Rules and Part XIVA of the Securities and Futures Ordinance ("**Inside Information Provisions**"), and any information required to be disclosed under Rule 13.09 of the Listing Rules or any inside information required to be disclosed under the Inside Information Provisions should be announced immediately.

SHAREHOLDERS' RIGHTS

Convening of extraordinary general meeting on requisition by shareholders

The general meetings of the Company provide an opportunity for communication between the shareholders and the Board. An annual general meeting of the Company shall be held in each year. Each general meeting, other than an annual general meeting is referred to as an extraordinary general meeting.

According to article 64 of the Articles of Association of the Company, the Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (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.

鑒於本集團業務之規模、性質及複雜性，董事會已委派外聘獨立專業人士履行內部監控檢閱。經審核委員會批准，外聘獨立專業人士對本集團各類業務及經營風險作出評估。每年業務及經營週期之內部監控是按照交替輪換基準進行檢閱。審核委員會定期審閱外聘獨立專業人士所作之評估結果，並就完善及提升本集團內部監控系統有效性之建議措施作出討論。董事會將透過定期檢討及就外聘核數師於核數過程中與外聘獨立專業人士於內部監控檢閱過程中所提供之建議繼續改善本集團之內部監控及風險管理制度。

就處理及發佈內幕消息之程序及內部監控方面，本公司已知悉其於上市規則以及證券及期貨條例第XIVA部（「**內幕消息條文**」）項下之披露責任，而任何須根據上市規則第13.09條規定予以披露之資料或任何須根據內幕消息條文規定予以披露之內幕消息應即時作出公佈。

股東權利

股東請求召開股東特別大會

本公司的股東大會提供機會讓股東及董事會進行溝通。本公司每年舉行一次股東週年大會。股東週年大會以外的各個股東大會稱為股東特別大會。

根據本公司組織章程細則第64條，董事會可在其認為適合時召開股東特別大會。股東特別大會亦須應一名或多名股東要求召開，該等股東於遞呈請求書當日須持有不少於十分之一本公司有權於股東大會上投票的繳足股本。該項請求書須以書面形式向董事會或秘書呈提，要求董事會召開股東特別大會，以處理有關請求書中指明的任何事項。該大會須於該項請求書遞呈後兩個月內舉行。倘於有關遞呈後21日內，董事會未有召開該大會，則遞呈請求書的人士可自行以相同方式召開大會，本公司須償還遞呈請求書的人士因董事會沒有妥為召開會議而產生的所有合理費用。

CORPORATE GOVERNANCE REPORT

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Shareholders who wish to move a resolution at general meetings may follow the procedures set out in the preceding paragraph.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Board recognised that effective communication to shareholders and potential investors is very important to gain their confidence and attract new investors.

The Group has taken following measures to enhance the communication with shareholders and investors of the Group:

- (1) Annual and interim reports are prepared and issued to all shareholders within the prescribed period stipulated by the Stock Exchange. All results announcements and reports are posted on the Stock Exchange's website and the Company's website www.link-asia.com.hk.
- (2) The Group releases business update through voluntary announcement posted on the Stock Exchange's website and the Company's website to keep all shareholders updated about the business development of the Group.
- (3) The Group has provided enquiry mailbox (enquiry@1143.com.hk) and phone number on the Company's website. Shareholders, investors and interested parties are welcome to make their enquiries through email and phone and the management will provide their timely response.

Constitutional Documents

During the Year, the Company has amended its Articles of Association to among other things, confirm with the amendments to the Listing Rules and applicable laws of the Cayman Islands. The current version of the Articles of Association is available on the Company's website and the Stock Exchange's website.

股東如欲於股東大會動議決議案，可遵循前段所述的程序。

與股東及投資者的溝通

董事會認為與股東及潛在投資者有效溝通對增加彼等的信心及吸引新投資者非常重要。

本集團已採取以下措施加強與本集團股東及投資者的溝通：

- (1) 於聯交所規定期間內編製年度及中期報告，並刊發予全體股東。所有業績公告及報告均載於聯交所網站及本公司網站 www.link-asia.com.hk。
- (2) 本集團透過於聯交所網站及本公司網站刊登自願公告發佈最新業務資料，以知會全體股東有關本集團業務發展的最新情況。
- (3) 本集團已於本公司網站提供查詢電郵 (enquiry@1143.com.hk) 及電話號碼，歡迎股東、投資者及有興趣人士透過電郵及電話作出查詢，管理層將及時作出回應。

組織章程文件

本年度，本公司修訂了組織章程細則，以（其中包括）符合上市規則的修訂及開曼群島的適用法律。當前版本的組織章程細則可於本公司網站及聯交所網站查閱。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

DIRECTORS

Executive Directors

Mr. Lin Dailian (“Mr. Lin”), aged 44, joined the Group in July 2019. Mr. Lin graduated from Anhui University of Finance and Economics and later studied at Fudan University. He is a well-known venture capitalist in China. Mr. Lin has over 17 years of experience in entrepreneurship and investment, successfully led or participated in the equity investment and listing of nearly 30 projects. Mr. Lin has been adhering to the concept of value investment, real estate finance, corporate strategic planning and business model shaping. He has extensive practical experience and professional knowledge in business management, mergers and acquisitions, and restructuring of companies. With rich entrepreneurial experience and value investment philosophy, Mr. Lin has been recognized in the financial industry. He has won the Top 100 Best Venture Capitalists of Hurun 2016 and the Top 30 Outstanding Innovative People of China's Equity Investment in China.

Ms. Lin Xiaoshan (“Ms. Lin”), aged 35, holds a Bachelor of Communication and Information System Management* (通信與信息系統管理) from Chinese People's Liberation Army National University of Defense Technology, School of Information Communication* (中國人民解放軍國防科技大學信息通信學院). She has over 10 years of experience in operation management and medical business management. Before joining the Group, she was a general manager of overseas projects of Shenzhen Jinjiayuan Import and Export Limited* (深圳金嘉源進出口有限公司), the managing director of Chaoshang Investment (Shenzhen) Holdings Limited* (潮商投資控股(深圳)有限公司), and executive director of Qianhai Aesthetics and Plastics Surgery Medical Group (Shenzhen) Holdings Limited* (前海醫美醫生集團(深圳)控股有限公司).

Mr. Liu Zhiwei (“Mr. Liu”), aged 55, obtained a Specialist Certificate of General Higher Education in Clinical Medicine from Sun Yat-sen University of Medical Sciences in 1992, a Bachelor's Degree in Clinical Medicine in Chinese and Western Medicine from Hunan University of Chinese Medicine in 2015 and an EMBA degree from Jilin University in 2017. In addition, Mr. Liu is currently an executive vice president of the Meixian Chamber of Commerce in the PRC. Prior to joining the Group, he was the chairman of Shenzhen Xinxin Medical Technology Development Co., Ltd.* (深圳市新鑫醫療科技發展有限公司) and the chairman of Yuanta Chinese Medicine Chain (Shenzhen) Co., Ltd. Mr. Liu has over 30 years of experience in Chinese medical business and over 20 years of experience in the operation and management of Chinese medicine healthcare institutions. He also has solid theoretical knowledge in the field of Chinese medicine technology and health preservation by food.

董事

執行董事

林代聯先生(「林先生」)，44歲，於二零一九年七月加入本集團。林先生畢業於安徽財經大學，其後就讀於復旦大學。彼為中國著名的風險投資家。林先生擁有超過17年的創業及投資經驗，成功領導或參與近30個股權投資及上市項目。林先生秉承價值投資、房地產金融、企業策略規劃及商業模式塑造的理念。彼在企業管理、兼併及收購以及公司重組方面擁有豐富的實踐經驗及專業知識。憑藉豐富的創業經驗及價值投資理念，林先生在金融界備受認可。彼贏得胡潤2016年度中國最佳創業投資人TOP100及中國股權投資傑出創新人物TOP30殊榮。

林曉珊女士(「林女士」)，35歲，持有中國人民解放軍國防科技大學信息通信學院的通信與信息系統管理學士學位。彼在營運管理及醫療業務管理方面擁有逾10年的經驗。在加入本集團之前，彼為深圳金嘉源進出口有限公司的海外項目總經理、潮商投資控股(深圳)有限公司的董事總經理，以及前海醫美醫生集團(深圳)控股有限公司的執行董事。

劉志威先生(「劉先生」)，55歲，分別於一九九二年在中山醫科大學臨床醫學取得普通高等教育專科證書、二零一五年於湖南中醫藥大學取得中西醫臨床醫學學士學位，以及二零一七年於吉林大學取得高級管理人員工商管理碩士學位。同時，劉先生現時是中國梅縣商會常務副會長。在加入本集團之前，彼為深圳市新鑫醫療科技發展有限公司的董事長以及元大中醫連鎖(深圳)有限公司的董事長。劉先生在中醫醫療業務方面擁有逾30年的經驗，中醫醫療機構營運管理有超過20年經驗，並在中醫藥技術及食療養生領域擁有紮實的理論知識。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Ms. Bian Sulan (“Ms. Bian”), aged 57, has over 30 years of working experience in marketing, promotion and media business management. Before joining the Group, Ms. Bian worked as the general director of a company mainly engaged in social media business in the PRC, mainly responsible to manage the company’s daily operations, including but not limited to marketing promotion, customer management, product sales and review of the company brand development. She has extensive experience in sales planning, marketing management and wide personal networks in different industries.

Mr. Wang Qi (“Mr. Wang”), aged 40, has over 15 years of working experience in operations management, resource management and big data management. Before joining the Group, Mr. Wang worked (i) as a purchasing manager at the England branch of Redcave Industry Ltd in 2010, mainly responsible for telecommunications value-added service management, food retail and wholesale (Redcave Industry Ltd was a supply chain management company affiliated with Cadbury Foods, the largest food company in the west of the UK); (ii) from 2013 to 2017, Mr. Wang worked in Xinhua (Daqing) Property Rights Exchange Co., Ltd * (新華(大慶)產權交易所有限公司) as the director of Market Center, mainly responsible for the development of national market and the establishment of operation center. Xinhua (Daqing) Property Rights Exchange Co., Ltd., which was a wholly-owned subsidiary of Xinhua (Daqing) International Petroleum Information Center Co., Ltd* (新華(大慶)國際石油資訊中心有限公司), provided venues and platform services for various property rights, public resources, assets, environmental energy trading activities; property rights transaction visas services, information, consulting, training, and financial advisory services as a comprehensive trading platform; and (iii) from 2018 to 2024, Mr. Wang served as the Chief Executive Officer of Shenzhen Doudou Interactive Technology Co., Ltd.* (深圳市豆豆互動科技有限公司), mainly responsible for the daily operation management and business activities of the company which was a domestic start-up cloud computing and data service provider. Mr. Wang has extensive experiences in marketing management in different industries and in pursuing extensive personal network.

卞蘇蘭女士(「卞女士」)，57歲，擁有逾30年營銷、推廣及媒體業務管理的工作經驗。於加入本集團前，卞女士於中國一間主要從事社交媒體業務的公司擔任總監，主要負責管理該公司的日常營運，包括但不限於市場推廣、客戶管理、產品銷售及公司品牌發展審閱。彼於不同行業的銷售規劃、營銷管理及廣泛個人網絡擁有豐富的經驗。

王琪先生(「王先生」)，40歲，擁有逾15年營運管理、資源管理及大數據管理的工作經驗。於加入本集團前，王先生於(i)二零一零年於Redcave Industry Ltd英國分部任職採購經理。主要負責電信增值服務管理，食品零售及批發(Redcave Industry Ltd是一家英國西部最大的食品吉百利食品的下屬供應鏈管理公司)；(ii)於二零一三年至二零一七年期間，王先生於新華(大慶)產權交易所有限公司擔任市場中心總監一職。主要負責全國市場開拓及運營中心的建立。新華(大慶)產權交易所有限公司是新華(大慶)國際石油資訊中心有限公司全資子公司，是為各類產權、公共資源、資產、環境能源交易活動提供場所和平台服務；提供產權交易簽證服務，提供資訊，諮詢，培訓，財務顧問服務於一體的綜合類交易平台；及(iii)於二零一八年至二零二四年期間，王先生於深圳市豆豆互動科技有限公司擔任首席執行官，主要負責公司日常營運管理和業務活動。深圳市豆豆互動科技有限公司是一家為國內初創的雲計算及數據服務提供商。王先生於不同行業的營銷管理及廣泛個人網絡擁有豐富的經驗。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Independent non-executive Directors

Mr. Wu Chi King (“Mr. Wu”), aged 43, received a Bachelor of Computer Science from Monash University and is a Certified Practising Accountant (CPA) of Certified Practising Accountant Australia. He has accumulated extensive experience in finance and accounting by working in various listed and sizable companies in Hong Kong. Mr. Wu is currently the financial controller of Hang Heung Cake Shop Company Limited, a private company incorporated in Hong Kong with limited liability which is a food product manufacturer. Mr. Wu is also an independent non-executive director of (i) Palinda Group Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (Stock Code: 8179) since September 2022; (ii) Mansion International Holdings Limited, a company whose shares are listed on GEM of the Stock Exchange (Stock Code: 8456) since June 2021; and (iii) Wan Cheng Metal Packaging Company Limited, a company whose shares are listed on GEM of the Stock Exchange (Stock Code: 8291) since June 2020.

Ms. Zhang Xiulin (“Ms. Zhang”), aged 64, has over 20 years of experience in corporate management and human resources management. Ms. Zhang served as the executive vice president of Shanghai Resource Property Consultancy Co., Ltd. (上海策源置業顧問股份有限公司) from 2002 to 2010; from 2011 to 2013, she served as the general manager of Shanghai Fujie Decoration Construction Co., Ltd.* (上海複杰裝飾工程有限公司), which is a joint venture company of Shanghai Resource Property Consultancy Co., Ltd., where she was mainly responsible for the company’s annual budget planning, guiding the establishment and improvement of the company’s various management systems, as well as the organizing and planning of the company’s important meetings and major events. Ms. Zhang acted as the deputy secretary-general of the Shanghai Jiaxing Chamber of Commerce* (上海市嘉興商會) from 2013 to 2020, and was mainly responsible for event coordination and daily administrative management of the chamber. Ms. Zhang graduated from the Department of Business Management of Shanghai Polytechnic University (上海第二工業大學) in 1996 with a bachelor’s degree, and later completed a postgraduate program in human resource development and management at East China Normal University (華東師範大學) in 2006.

獨立非執行董事

胡子敬先生(「胡先生」)，43歲，在蒙納士大學取得計算機科學學士學位，並為澳洲會計師公會的執業會計師。彼曾於多家香港大型上市公司任職，積累了豐富的財務及金融工作經驗。胡先生現為恆香老餅家有限公司(一家於香港註冊成立的私人有限公司，其為食品製造商)的財務總監。胡先生亦(i)自二零二二年九月起擔任百利達集團控股有限公司(其股份於聯交所GEM上市，股份代號：8179)的獨立非執行董事；(ii)自二零二一年六月起擔任民信國際控股有限公司(其股份在聯交所GEM上市，股份代號：8456)的獨立非執行董事；及(iii)自二零二零年六月起擔任萬成金屬包裝有限公司(其股份在聯交所GEM上市，股份代號：8291)的獨立非執行董事。

張秀琳(「張女士」)，64歲，於企業管理、人力資源管理方面逾20年的經驗。張女士於二零零二年至二零一零年於上海策源置業顧問股份有限公司任行政副總裁；自二零一一年至二零一三年，擔任上海複杰裝飾工程有限公司(上海策源置業顧問股份有限公司的合資公司)總經理，主要負責公司年度預算計劃，指導建立健全了公司的各項管理制度以及負責公司重要會議、重大活動的組織籌劃工作。張女士於二零一三年至二零二零年在上海市嘉興商會擔任副秘書長的職位，主要負責商會的活動統籌以及日常的行政管理。張女士於一九九六年畢業於上海第二工業大學企業管理系專業，持有學士學位，及其後於二零零六年於華東師範大學修畢人力資源開發與管理專業在職人員研究生課程。

BIOGRAPHICAL DETAILS OF DIRECTORS

董事履歷詳情

Mr. Li Huiwu (“Mr. Li”), aged 47, was appointed in October 2019. Mr. Li obtained a bachelor degree in accounting from Wuhan Polytechnic University, the People’s Republic of China in June 2002. He is currently an affiliated member of The Association of International Accountants and a certified tax planner and a certified intermediate accountant in the PRC. He has approximately 16 years of experience in financial accounting, internal audit and risk management. Mr. Li held various senior positions in the internal audit department in certain companies listed on the Shanghai Stock Exchange where he was mainly responsible for internal control and risk management matters.

李慧武先生(「李先生」)，47歲，於二零一九年十月獲委任。李先生於二零零二年六月自中華人民共和國武漢理工大學取得會計學學士學位。彼目前為國際會計師公會附屬會員以及中國註冊納稅籌劃師及中級審計師。彼於金融會計、內部審計及風險管理方面積累約16年經驗。李先生曾於多間上海證券交易所上市公司之內部審計部門擔任多個高級職位，主要負責內部監控及風險管理事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THIS REPORT

The Group is pleased to present this Environmental, Social and Governance Report 2024 (the “**Report**”) to provide an overview of the Group’s management of significant issues affecting the operation, including environmental, social and governance issues. This Report is prepared by the Group with the professional assistance of APAC Compliance Consultancy and Internal Control Services Limited.

PREPARATION BASIS AND SCOPE

This Report is prepared in accordance with Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) – “Environmental, Social and Governance Reporting Guide” and has complied with the “comply or explain” provision in the Listing Rules.

This Report summarises the performance of the Group in respect of corporate environmental and social responsibility, covering its operating activities which are considered as material by the Group – (i) electronic manufacturing services (“**EMS**”) for consumer electronic products with the manufacturing plant located in Guangzhou (“**Guangzhou Factory**”) through offering one-stop solutions to a number of international brand owners (the “**EMS**” business); (ii) securities and other assets investments in Hong Kong; and (iii) provision of real estate advisory service and real estate purchase service in Southeast Asia; (the “**Investments and real estate supply chain services**” business) The Group’s headquarter office is located in Hong Kong and its operation location in PRC with its diversified customer base covering Japan, Asia-Pacific region, America and Europe.

REPORTING PERIOD

This Report demonstrates our sustainability initiatives during the reporting period from 1 January 2024 to 31 December 2024.

CONTACT INFORMATION

The Group welcomes your feedback on this Report for our sustainability initiatives. Please give your suggestions or share your views with the Group via the Group’s social media platforms or email at enquiry@1143.com.hk.

關於本報告

董事會欣然提呈二零二四年環境、社會及管治報告(「**本報告**」)，以提供本集團管理層對影響營運重大事宜(包括環境、社會及管治事宜)的概覽。本報告由本集團在亞太合規顧問及內控服務有限公司提供專業協助下編製。

編製基準及範圍

本報告乃根據香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**上市規則**」)附錄C2「環境、社會及管治報告指引」而編製，並已遵守上市規則之「不遵守就解釋」條文。

本報告概述本集團於企業環境及社會責任方面之表現，內容涵蓋本集團認為重大的營運活動(i)位於廣州的生產廠房(「**廣州廠房**」)開展的電子製造服務(「**電子製造服務**」)，透過生產消費電子產品向多間國際品牌擁有人提供一站式解決方案(「**電子製造服務**」業務)；(ii)於香港的證券及其他資產投資；及(iii)於東南亞提供房地產諮詢服務及房地產購置服務(「**投資及房地產供應鏈服務**」業務)。本集團總辦事處位於香港，營運地點位於中國，其多元化客戶群覆蓋日本、亞太地區、美國及歐洲。

報告期間

本報告列載二零二四年一月一日起至二零二四年十二月三十一日止報告期間我們的可持續發展措施。

聯絡資料

本集團歡迎閣下對本報告提出任何可持續發展措施方面的反饋意見。敬請閣下透過本集團的社交媒體平台或電郵至 enquiry@1143.com.hk聯絡。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

INTRODUCTION

The Group is achieving and benchmarking with well-recognized International Guidelines and protocols of Sustainable development. As a responsible corporation, the Group is committed to maintaining the highest environmental and social standards to ensure the sustainable development of its business. The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. The Group understands a better future depends on everyone's participation and contribution. It has encouraged employees, customers, suppliers and other stakeholders to participate in environmental and social activities which benefit the community as a whole. The Group maintains strong relationships with its employees, has enhanced cooperation with its suppliers and has provided high-quality products and services to its customers so as to ensure sustainable development.

STAKEHOLDER ENGAGEMENT AND MATERIALITY ASSESSMENT

The Group understands the success of the Group's business depends on the support from its key stakeholders, who (a) have invested or will invest in the Group; (b) have the ability to influence the outcomes within the Group; and (c) are interested in or affected by or have the potential to be affected by the impact of the Group's activities, products, services and relationships. It allows the Group to understand risks and opportunities. The Group will continue to ensure effective communication and maintain good relationships with each of its key stakeholders.

Stakeholders are prioritised from time to time in view of the Group's roles and duties, strategic plan and business initiatives. The Group engages with its stakeholders to develop mutually beneficial relationships and to seek their views on its business proposals and initiatives as well as to promote sustainability in the marketplace, workplace, community and environment.

The Group acknowledges the importance of intelligence gained from the stakeholders' insights, inquiries and continuous interest in the Group's business activities. The Group has identified key stakeholders that are important to our business and established various channels for communication. The following table provides an overview of the Group's key stakeholders, and various platforms and methods of communication are used to reach, listen and respond.

緒言

本集團致力於達致及遵守公認的國際可持續發展指引及協議。作為一間具社會責任的企業，本集團致力維持最高要求之環境及社會標準，以確保其業務可持續發展。本集團已遵守所有與其業務有關的相關法律及法規，包括健康及安全、工作環境條件、就業及環境。本集團明白有賴所有人的參與及貢獻才能成就美好將來，亦因此鼓勵僱員、客戶、供應商及其他持份者參與環境及社會活動，惠及整個社區。本集團與其僱員維持緊密關係，加強與其供應商之間的合作，並為其客戶提供優質產品及服務，以確保可持續發展。

持份者的參與及重要性評估

本集團深知本集團業務之成功取決於(a)已投資或將投資本集團；(b)有能力影響本集團事宜；及(c)於本集團活動、產品、服務及關係中擁有權益或受其影響或潛在影響的關鍵持份者。本集團因而得以了解風險及機遇。本集團將繼續確保與其各關鍵持份者有效溝通及保持良好關係。

本集團不時因應其角色及職責、戰略規劃及業務計劃而將持份者按緩急輕重排序。本集團與其持份者建立關係，藉此發展互惠關係，尋求彼等對業務計劃及方案的意見，以及促進在市場、職場、社區及環境的可持續發展。

本集團承認從持份者的洞察、查詢及對本集團業務活動的持續關注而獲得之情報的重要性。本集團已識別對我們業務而言屬重要的關鍵持份者，並建立多個溝通渠道。下表概述了本集團的主要持份者、用於接觸、傾聽及回應持份者的各種平台及溝通方式。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Government 政府	- Compliance with the applicable laws and regulations 遵守適用法律及法規 - Proper tax payment 依法納稅	- Annual reports, interim reports and announcements 年度報告、中期報告及公告 - Company website 公司網站
Shareholders and investors 股東及投資者	- Low risk 低風險 - Return on the investment 投資回報 - Information disclosure and transparency 信息披露及透明度 - Protection of interests and fair treatment of shareholders 保障股東權益及公平待遇	- Annual general meetings and other shareholder meetings 股東週年大會及其他股東大會 - Annual reports, interim reports and announcements 年度報告、中期報告及公告 - Company website 公司網站 - Meetings with investors and analysts 與投資者及分析員的會議
Employees 僱員	- Safeguard the rights and interests of employees 保障僱員權益 - Working environment 工作環境 - Career development opportunities 事業發展機會 - Health and Safety 健康與安全	- Training, seminars, briefing sessions 培訓、研討會及簡介會 - Newsletters 新聞稿 - Intranet and emails 內聯網和電郵
Customers 客戶	- Safe and high-quality products 安全及優質產品 - Stable relationship 穩定關係 - Information transparency 信息透明度 - Integrity 誠信 - Business ethics 商業道德	- Annual reports, interim reports and announcements 年度報告、中期報告及公告 - Company website 公司網站 - Email and customer service hotline 電郵及客戶服務熱線 - Regular meetings 定期會議

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Stakeholders 持份者	Expectations 預期	Engagement channels 參與渠道
Suppliers and partners 供應商及夥伴	- Long-term partnership 長期夥伴關係 - Honest cooperation 坦誠合作 - Fairness and openness 公平公開 - Information resources sharing 信息資源共享 - Risk reduction 降低風險	- Business meetings and phone calls 業務會議及電話 - Regular meetings 定期會議 - Reviews and assessments 檢討及評估
Financial institutions 金融機構	- Compliance with the applicable laws and regulations 遵守適用法律及法規 - Disclosure of information 信息披露	- Consulting 諮詢 - Information disclosure 信息披露 - Annual reports, interim reports and announcements 年度報告、中期報告及公告
Media 媒體	Information transparency 信息透明度	- Company website 公司網站 - Interviews 面訪
Public and communities 公眾及社區	- Community involvement 社區參與 - Social responsibilities 社會責任	Annual reports, interim reports and announcements 年度報告、中期報告及公告

Through general communication with stakeholders, the Group understands the expectations and concerns of stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

透過與持份者的一般性溝通，本集團了解到持份者的期望及擔憂。獲得的反饋使本集團能夠做出更明智的決定，更好地評估及管理產生的影響。

The Group has adopted the principle of materiality in ESG reporting by understanding the key ESG issues that are important to the business of the Group. All the key ESG issues and key performance indicators (KPIs) are reported in the Report according to recommendations of the ESG Reporting Guide (Appendix C2 of the Listing Rules) and the Global Reporting Initiative Guidelines. The Group has evaluated the materiality and importance of ESG aspects through the following steps:

本集團據對本集團業務為重要的主要環境、社會及管治事宜的了解，於環境、社會及管治報告採納重大性原則。所有主要環境、社會及管治事宜及關鍵績效指標(KPI)乃根據環境、社會及管治報告指引(上市規則附錄C2)及全球報告舉措組織指引的建議於本報告內呈報。本集團已按以下步驟評估環境、社會及管治方面的重大性及重要性：

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Step 1: Identification — Industry Benchmarking

- Relevant ESG areas were identified through the review of relevant ESG reports of the local and international industry peers.
- The materiality of each ESG area was determined based on the importance of each ESG area to the Group through internal discussion of the management and the recommendation of the ESG Reporting Guide (Appendix C2 of the Listing Rules).

Step 2: Prioritisation — Stakeholder Engagement

- The Group discussed with key stakeholders on key ESG areas identified above to ensure all the key aspects were covered.

Step 3: Validation — Determining Material Issues

- Based on the discussion with key stakeholders and internal discussion among the management, the Group's management ensured that all the key and material ESG areas, which were important to the business development, were reported and in compliance with the ESG Reporting Guide.

As a result of this process carried out in 2024, those important ESG areas to the Group were discussed in this Report.

ESG GOVERNANCE

Board's oversight of ESG issues

Board's overall vision and strategy in managing ESG issues

The board of directors ("Board") has a primary role in overseeing the management of the Group's sustainability issues. During the reporting period, the Board and the ESG Sustainability Working Group spent significant time evaluating the impact of ESG-related risks on our operation and formulating relevant policies for dealing with the risks. The oversight of the Board is to ensure the management has all the right tools and resources to oversee the ESG issues in the context of strategy and long-term value creation.

步驟1：識別－行業基準

- 相關的環境、社會及管治議題透過檢討本地及國際業內同行的相關環境、社會及管治報告作出識別。
- 每個環境、社會及管治議題的重大性將透過管理層的內部討論按每個環境、社會及管治議題對本集團的重要性，並根據環境、社會及管治報告指引(上市規則附錄C2)之建議而釐定。

步驟2：排序－持份者的參與

- 本集團與主要持份者討論上文已識別的主要環境、社會及管治議題，確保其涵蓋所有主要方面。

步驟3：確認－釐定重要議題

- 根據與主要持份者的討論及管理層之間的內部討論，本集團管理層確保所有主要及重大且對業務發展屬重要的環境、社會及管治議題已呈報，並且符合環境、社會及管治報告指引。

由於二零二四年進行了該程序，該等對本集團屬重要的環境、社會及管治議題於本報告中討論。

環境、社會及管治治理

董事會對環境、社會及管治事宜的監督

董事會在管理環境、社會及管治事宜的總體願景及策略

董事會(「董事會」)在監督本集團可持續發展事宜的管理中起主要作用。於報告期內，董事會及環境、社會及管治可持續發展工作小組投入大量時間評估與環境、社會及管治相關的風險對運營的影響，並制定應對風險的相關政策。董事會的職責為確保管理層擁有所有適當權利工具及資源，以在策略和創造長期價值的前提下監督環境、社會及管治事宜。

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環境、社會及管治報告

ESG Working Group

To demonstrate our commitment to transparency and accountability, our Group has established an ESG Working Group, which has clear terms of reference that set out the powers delegated to it by the Board. We highly value the opinions of each stakeholder and treat them as the cornerstone for the development of the Group.

The ESG Working Group is primarily responsible for reviewing and supervising the ESG process, and risk management of the Group. Different ESG issues were reviewed by the ESG Working Group at the meetings. During the reporting period, the ESG Working Group and the management reviewed the ESG governance and different ESG issues.

Board's ESG management approach and strategy for material ESG-related issues

In order to better understand the opinions and expectations of different stakeholders on our ESG issues, materiality assessment is conducted each year. We ensure various platforms and channels of communication are used to reach, listen and respond to our key stakeholders. Through general communication with stakeholders, the Group is to understand the expectations and concerns from stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impact.

The Group has evaluated the materiality and importance of ESG aspects through the steps: (1) material ESG area identification by industry benchmarking; (2) key ESG area prioritization with stakeholder engagement; and (3) validation and determining material ESG issues based on results of communication among stakeholders and the management. Hence, this can enhance understanding of their degree and change of attention to each significant ESG issue and can enable us to more comprehensively plan our sustainable development work in the future. Those important and material ESG areas identified during our material assessment were discussed in this Report.

環境、社會及管治工作小組

為展示我們對透明度及問責性的承擔，本集團已成立環境、社會及管治工作小組，並為其制訂列明董事會所轉授權力的明確職權範圍。我們高度重視每一位持份者的意見，視之為本集團發展的基石。

環境、社會及管治工作小組主要負責審查及監督環境、社會及管治流程以及本集團的風險管理。環境、社會及管治工作小組於會議上檢討各項不同環境、社會及管治事宜。於報告期內，環境、社會及管治工作小組與管理層檢討了環境、社會及管治治理及各項環境、社會及管治事宜。

董事會的環境、社會及管治管理方法及重大環境、社會及管治相關事宜的策略

為了更好地了解不同持份者對我們環境、社會及管治事宜的意見及期望，我們每年都會進行重要性評估。我們確保利用各種平台及渠道與主要持份者進行溝通、聆聽和回應。透過與持份者的全面溝通，本集團了解持份者的期望和關注。所獲得的反饋令本集團能作出更明智的決定，並更好地評估及管理由此產生的影響。

本集團已透過以下步驟評估環境、社會及管治方面的實質性及重要性：(1) 藉助行業標桿識別重要的環境、社會及管治領域；(2) 在持份者的參與下確定關鍵環境、社會及管治領域的優先級；及(3) 根據持份者與管理層的溝通結果，驗證和確定重要的環境、社會及管治事宜。因此，這可加強了解彼等對各項重要環境、社會及管治事宜的關注程度及變化，令我們能夠更全面規劃未來的可持續發展工作。本報告中對我們在重大評估中識別的重要及重大環境、社會及管治領域進行了討論。

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Board reviews progress against ESG-related goals and targets

The progress of target implementation and the performance of the goals and targets should be closely reviewed from time to time. Rectification may be needed if the progress falls short of expectations. Effective communication about the goals and target process with key stakeholders such as employees is essential, as this enables them to be engaged in the implementation process, and to feel they are part of the change that the company aspires to achieve.

Setting strategic goals for the coming three to five years enables the company to develop a realistic roadmap and focus on results in achieving the visions.

Setting targets requires the ESG Working Group to carefully examine the attainability of the targets which should be weighed against the company's ambitions and goals. The ESG Working Group specifies whether the target is to be set on an absolute basis or intensity basis is essential for target setting.

A. ENVIRONMENTAL ASPECTS

To demonstrate the Group's commitments to sustainable development and compliance with applicable Regional Laws and Regulations relating to environmental protection, we endeavour to maintain green manufacturing processes and office operational practices in order to minimize the adverse environmental impacts of our business activities.

Achieving the balance among another two pillars of society and economy of sustainable development, the Group is dedicated to contributing to the environment, the third pillar of sustainability and following these principles to minimize our adverse impacts on the environment:

- Complying with all the applicable Regional Laws and Regulations from all levels and functions of the organization
- Assuring needs, expectations and/or applicable legal requirements (if any) of the relevant interested parties; the person or organization that can affect, be affected by, like shareholders and/or stakeholders including customers, suppliers, communities, regulators, non-governmental organizations, investors and employees relating to environmental protection being communicated and understood

董事會根據ESG相關目標審查進展情況

應時常密切關注目標實施的進展情況及目標的執行情況。如進展情況不達預期，可能需要進行糾正。就目標進展情況與主要持份者（如員工）進行有效溝通十分重要，這有助彼等參與到實施過程中，並用心感受公司力求實現的變革。

制定未來三到五年的戰略目標，可令公司制定切實可行的路線圖，並關注實現願景的結果。

設定目標需要ESG工作小組仔細審查目標的可實現性，有關目標應與公司的理想及目標相匹配。ESG工作小組明確是按絕對基準或程度基準設定目標，對目標的設定至關重要。

A. 環境層面

為展示本集團對可持續發展的承諾及遵守有關環境保護的適用地區法律及法規，我們盡力維持綠色的生產流程及辦公室作業常規，以降低我們的業務活動帶來的不利環境影響。

為達致與可持續發展中另外兩大支柱——社會與經濟的平衡，本集團致力為可持續發展的第三大支柱——環境作出貢獻，並遵循下列原則，盡量降低我們對環境的不利影響：

- 遵守各職能機構及部門的所有適用地方法律及法規
- 確保傳達及了解相關利益方（可能影響股東及／或持份者等（包括客戶、供應商、社區、監管機構、非政府組織、投資者及僱員）或受其影響的人士或機構）就環境保護的需求、預期及／或適用法律規定（如有）

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- Employing ISO-14001 Environmental Management System to adopt a systematic approach to effectively protect the environment and respond to changing environmental conditions in balance with socio-economic needs
- Ensuring sufficient investments and resources for the environmental-friendly facilities, equipment and instruments that are operating safely, effectively and more efficient
- Reinforcing promotion of conservation commitments, educational training, and enhancing staff's environmental protection awareness
- Incorporating environmental targets and objectives into our business strategic visions and competitive implications by aligning them with business priorities and decision-making
- 採用ISO-14001環境管理系統，以採用系統的方法有效保護環境及處理不斷變化的環境狀況與社會經濟需求之間的平衡
- 確保向安全、有效及高效運作的環保型設施、設備及工具投入足夠的資金及資源
- 加強推廣節能減排承諾、教育培訓及提升員工的環保意識
- 使環境目標及宗旨與業務優先事項及決策保持一致，將其納入我們的業務策略願景及競爭意識中

A1. EMISSIONS

The Group acknowledges its responsibility to the environment and has ethical duties to reduce emissions. Given the nature of our business, the impacts on the environment and natural resources are not significant. In spite of this, we are committed to minimizing our environmental impacts by responsibly managing our business operations, reducing our carbon footprint and using resources effectively.

In the meantime, we have fully complied with all of the relevant environmental laws and regulations where we operated such as the Atmospheric Pollution Prevention and Control Law of the People's Republic of China (2015) in the PRC, the Motor Vehicle Idling (Fixed Penalty) Ordinance (Cap. 611), and the Road Traffic Ordinance (Cap. 374) in Hong Kong. Besides, no concluded case (2023: nil). regarding emissions was brought against us or our employees during the reporting period.

A1. 排放

本集團明確其對環境的責任，並有減少排放的道德義務。鑒於我們業務的性質，對環境及自然資源的影響並不顯著。儘管如此，我們致力於透過負責任地管理我們的業務運營、盡量減少我們的碳足跡及有效利用資源，將我們對環境的影響降至最低。

同時，我們已全面遵守我們經營所在地的所有相關環境法律及法規，如中國的《中華人民共和國大氣污染防治法》（二零一五年）、香港的《汽車引擎空轉（定額罰款）條例》（第611章）和《道路交通條例》（第374章）。此外，報告期內沒有針對我們或我們員工提出有關排放的已結案案件（二零二三年：無）。

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A1.1 Air Pollutant Emissions

The Group attaches great importance to mitigating the possible adverse impact of its EMS business on the environment and considers the environmental protection mindset an important obligation during its production and operating activities. The Group's major environmental aspects mainly include energy consumption and waste generation. Nevertheless, the impact on natural resources is minimal due to our business nature.

During our operation, the petrol consumption came from vehicle use for business transportation purposes. The burning of LPG, and the consumption of diesel and petrol generated nitrogen oxides (NO_x), sulphur dioxides (SO₂) and particulate matter (PM) to the environment nearby. Furthermore, the Group targets to reduce the emission of air pollutants by 2% by 2025.

A1.1 大氣污染物排放

本集團極為重視降低其電子製造服務業務對環境的潛在不利影響，並將環保觀念視為其生產及經營活動的一項重要責任。本集團的重大環境問題主要包括能源消耗及產生廢棄物。儘管如此，我們的業務性質決定了我們對自然資源的影響極微。

於我們運營期間，汽油消耗來自於商業運輸用途的車輛。燃燒液化石油氣、使用柴油和汽油會向周圍環境產生氮氧化物、二氧化硫及懸浮粒子。此外，本集團的目標為截至二零二五年減少2%的空氣污染物排放。

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The details of air pollutant emissions during the reporting period were as follows:

於報告期內，空氣污染物排放詳情如下：

Air Pollutions 空氣污染物	Unit 單位	EMS 電子製造服務	Investment and real estate supply chain services 投資及房地產 供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
Nitrogen oxides (NO _x) 氮氧化物	kg 千克	31.82	-	31.82	47.50
— Stationary combustion — 來自固定燃燒源	kg 千克	31.29	-	31.29	46.93
— Mobile combustion — 來自移動燃燒源	kg 千克	0.53	-	0.53	0.57
Sulfur oxides (SO _x) 硫氧化物	kg 千克	0.87	-	0.87	1.20
— Stationary combustion — 來自固定燃燒源	kg 千克	0.67	-	0.67	1.00
— Mobile combustion — 來自移動燃燒源	kg 千克	0.20	-	0.20	0.20
Particulate matter (PM) 顆粒物	kg 千克	4.09	-	4.09	6.09
— Stationary combustion — 來自固定燃燒源	kg 千克	3.99	-	3.99	5.98
— Mobile combustion — 來自移動燃燒源	kg 千克	0.10	-	0.10	0.11

Emissions from production

Volatile organic compounds (VOCs) are the major organic waste produced during the paint spraying process for our products. Therefore, the governance of industrial waste gases containing VOCs is the focus and control area for our product fabrication processes. Besides VOCs discharges, benzene, toluene, xylene, total non-methane hydrocarbons, lead and tin are also the air pollutant being produced during our production process. During the reporting period, a licensed party was outsourced by the Group to carry out an inspection assessment regarding to the average density and speed of waste gases emissions from our factory on a specific date.

生產的排放

於產品的噴漆過程中，揮發性有機化合物為主要的有機廢棄物。因此，治理包含揮發性有機化合物的工業廢氣為我們產品製造過程的主要重點及控制領域。除揮發性有機化合物排放外，我們的生產過程亦會產生空氣污染物苯、甲苯、二甲苯、非甲烷碳氫化合物總量、鉛及錫。於報告期內，本集團向一名持牌方外判業務，對我們工廠指定日期廢氣排放量的平均密度及速率進行檢查評估。

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The assessment results provided by the licensed party showed that our waste gases emission has met the standard discharge limit of the relevant environmental regulations in the PRC, the assessment results of the density and speed of waste gases emissions are shown in the following tables:

持牌方提供的評估結果顯示我們的廢氣排放符合中國相關環境法規標準排放限額，廢氣排放的密度及速率的評估結果載列於下表：

Average density
Year 2024

平均密度
二零二四年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	mg/m ³ 毫克／立方米	Not-Detected (ND) 未檢出	1.96X10 ⁻⁴
New factory production unit 新工廠生產單位	mg/m ³ 毫克／立方米	Not-Detected (ND) 未檢出	2.03X10 ⁻⁴
Standard Discharge limit 標準排放限額	mg/m ³ 毫克／立方米	≤ 0.7	≤ 8.5
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: SGT-HJ24050909
評估報告編號：SGT-HJ24050909

Sampling Collection Date: 17 May 2024
取樣日期：二零二四年五月十七日

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Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Organic waste gas emission from old factory production unit 來自舊有工廠生產單位的有機廢氣排放	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	3.75
Waste gas emission from new factory production unit 來自新工廠生產單位的廢氣排放	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	Not-Detected (ND) 未檢出	3.26
Waste gas emission exhaust port from plastic injection after waste gas treatment 廢氣處理後注塑料生產的廢氣排放口	mg/m ³ 毫克/立方米	0.01	0.11	0.14	2.94
Waste gas emission exhaust port from assembly pad printing and spray painting after waste gas treatment 廢氣處理後組裝移印及噴漆生產的廢氣排放口	mg/m ³ 毫克/立方米	Not-Detected (ND) 未檢出	0.02	0.01	2.30
Standard Discharge limit 標準排放限額	mg/m ³ 毫克/立方米	≤ 12	≤ 40	≤ 70	Not-Applicable (N/A) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	N/A 不適用

Assessment Report Number: SGT-HJ24050910, SGT-HJ24050909

評估報告編號：SGT-HJ24050910，SGT-HJ24050909

Sampling Collection Date: 17 May 2024, 23 May 2024

取樣日期：二零二四年五月十七日、二零二四年五月二十三日

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Average density Year 2023

平均密度
二零二三年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	mg/m ³ 毫克／立方米	Not-Detected (ND) 未檢出	8.0X10 ⁻⁵
New factory production unit 新工廠生產單位	mg/m ³ 毫克／立方米	Not-Detected (ND) 未檢出	1.1X10 ⁻⁴
Standard Discharge limit 標準排放限額	mg/m ³ 毫克／立方米	≤ 0.7	≤ 8.5
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: SGT-HJ23052309
評估報告編號：SGT-HJ23052309

Sampling Collection Date: 2 June 2023, 12 June 2023
取樣日期：二零二三年六月二日、二零二三年六月十二日

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Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Organic waste gas emission from old factory production unit 來自舊有工廠生產單位的有機廢氣排放	mg/m ³ 毫克／立方米	0.02	0.04	0.13	1.69
Waste gas emission from new factory production unit 來自新工廠生產單位的廢氣排放	mg/m ³ 毫克／立方米	0.06	0.21	0.27	1.83
Waste gas emission exhaust port from plastic injection after waste gas treatment 廢氣處理後注塑生產的廢氣排放口	mg/m ³ 毫克／立方米	0.02	0.07	0.2	2.5
Waste gas emission exhaust port from assembly pad printing and spray painting after waste gas treatment 廢氣處理後組裝移印及噴漆生產的廢氣排放口	mg/m ³ 毫克／立方米	Not-Detected (ND) 未檢出	0.5	0.17	3.33
Standard Discharge limit 標準排放限額	mg/m ³ 毫克／立方米	≤ 12	≤ 40	≤ 70	Not-Applicable (N/A) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	N/A 不適用

Assessment Report Number: SGT-HJ23052308, SGT-HJ23052309

評估報告編號：SGT-HJ23052308，SGT-HJ23052309

Sampling Collection Date: 2 June 2023, 12 June 2023

取樣日期：二零二三年六月二日、二零二三年六月十二日

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Average speed
Year 2024

平均速率
二零二四年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	kg/h 公斤／小時	6.6X10 ⁻⁵	2.6X10 ⁻⁶
New factory production unit 新工廠生產單位	kg/h 公斤／小時	6.1X10 ⁻⁵	2.5X10 ⁻⁶
Standard Discharge limit 標準排放限額	kg/h 公斤／小時	≤ 6.8X10 ⁻³	≤ 0.48
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: SGT-HJ24050909
評估報告編號：SGT-HJ24050909

Sampling Collection Date: 17 May 2024
取樣日期：二零二四年五月十七日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Waste gas emission exhaust port from plastic injection factory 來自注塑工廠生產的廢氣排放口	kg/h 公斤／小時	2.7×10^{-4}	3.1×10^{-3}	3.8×10^{-3}	8.1×10^{-2}
Standard Discharge limit of waste gas emission exhaust port from plastic injection factory 來自注塑工廠生產的廢氣排放口的標準排放限額	kg/h 公斤／小時	≤ 0.35	≤ 2.2	≤ 0.70	Not-Applicable (N/A) 不適用
Waste gas emission exhaust port from pad printing and spray painting 來自移印及噴漆生產的廢氣排放口	kg/h 公斤／小時	4.6×10^{-5}	1.8×10^{-4}	9.1×10^{-5}	2.1×10^{-2}
Standard Discharge limit of waste gas emission exhaust port from pad printing and spray painting 來自移印及噴漆生產的廢氣排放口的標準排放限額	kg/h 公斤／小時	≤ 0.5	≤ 3.2	≤ 1.0	Not-Applicable (N/A) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	N/A 不適用

Assessment Report Number: SGT-HJ24050910

評估報告編號：SGT-HJ24050910

Sampling Collection Date: 17 May 2024

取樣日期：二零二四年五月十七日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Average speed Year 2023

平均速率
二零二三年

Waste gases of emissions 廢氣排放	Unit 單位	Lead and its compounds 鉛及其化合物	Tin and its compounds 錫及其化合物
Old factory production unit 舊有工廠生產單位	kg/h 公斤／小時	6.5×10^{-5}	1.0×10^{-6}
New factory production unit 新工廠生產單位	kg/h 公斤／小時	6.2×10^{-5}	1.3×10^{-6}
Standard Discharge limit 標準排放限額	kg/h 公斤／小時	$\leq 6.8 \times 10^{-3}$	≤ 0.48
Results 結果	-	Pass 通過	Pass 通過

Assessment Report Number: SGT-HJ23052309
評估報告編號：SGT-HJ23052309

Sampling Collection Date: 2 June 2023, 12 June 2023
取樣日期：二零二三年六月二日、二零二三年六月十二日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

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Waste gases of emissions 廢氣排放	Unit 單位	Benzene 苯	Toluene 甲苯	Xylene 二甲苯	Volatile organic compounds (VOC) 揮發性有機化合物
Waste gas emission exhaust port from plastic injection factory 來自注塑工廠生產的廢氣排放口	kg/h 公斤/小時	5.1×10^{-4}	1.8×10^{-3}	5.1×10^{-3}	6.4×10^{-2}
Standard Discharge limit of waste gas emission exhaust port from plastic injection factory 來自注塑工廠生產的廢氣排放口的標準排放限額	kg/h 公斤/小時	≤ 0.35	≤ 2.2	≤ 0.70	Not-Applicable (N/A) 不適用
Waste gas emission exhaust port from pad printing and spray painting 來自移印及噴漆生產的廢氣排放口	kg/h 公斤/小時	4.5×10^{-5}	4.5×10^{-3}	1.5×10^{-3}	3.0×10^{-2}
Standard Discharge limit of waste gas emission exhaust port from pad printing and spray painting 來自移印及噴漆生產的廢氣排放口的標準排放限額	kg/h 公斤/小時	≤ 0.5	≤ 3.2	≤ 1.0	Not-Applicable (N/A) 不適用
Results 結果	-	Pass 通過	Pass 通過	Pass 通過	N/A 不適用

Assessment Report Number: SGT-HJ23052308
評估報告編號：SGT-HJ23052308

Sampling Collection Date: 2 June 2023
取樣日期：二零二三年六月二日

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During the reporting period, a licensed party was outsourced by the Group to carry out an assessment on 17 May 2024 regarding the number of discharges of VOCs, benzene, toluene, xylene, and non-methane hydrocarbons. In addition, the Group also outsourced the licensed party to carry out another assessment on 17 May 2024 regarding the amount of lead and tin emissions.

於報告期內，本集團向一名持牌方外判業務，於二零二四年五月十七日對若干揮發性有機化合物、苯、甲苯、二甲苯及非甲烷碳氫化合物的排放量進行評估。此外，本集團亦向一名持牌方外判業務，於二零二四年五月十七日對鉛及錫排放量進行另一項評估。

A1.2 Greenhouse Gas (“GHG”) Emissions

The Paris Agreement sends a clear signal that the shift to a low-carbon economy is inevitable, and everyone must play their part as a corporate citizen. In order to facilitate such a transition, the Group has continued participation in the Carbon Disclosure Project (CDP) supply chain program which aims to help CDP highlight and spur meaningful action on tackling climate change by capturing vital data on climate change.

This can improve collaboration and encourage transparency. Our GHG emission is reported on the platform in July on an annual basis. We will strive to meet our air pollutant reduction target of 2% by 2025.

The GHG emissions produced by the Group mainly arise from indirect emissions (Scope 2) from purchased electricity for the production factory. In addition, we also had direct emissions (Scope 1) principally resulting from the consumption of liquefied petroleum gas for burning of diesel fuel and vehicle uses. The GHG scope 1 emission mobile combustion and GHG scope 2 emission generation intensity in 2024 remained stable as the effective implementation of energy saving initiatives strategies during the reporting period.

A1.2 溫室氣體（「溫室氣體」）排放

巴黎協議發出明確信號，轉向低碳經濟乃大勢所趨，每個人均需發揮作為企業公民的作用。為促進該轉型，本集團已繼續參加碳排放披露項目供應鏈計劃，該計劃旨在透過收集氣候變化的重要數據，幫助找出並推行應對氣候變化的有效行動。

該措施能夠改善合作並提高透明度。我們每年七月在該平台報告溫室氣體排放。我們將努力實現到二零二五年空氣污染物減少2%的目標。

本集團的溫室氣體排放主要來自生產工廠購買電力的間接排放（範圍2）。此外，我們亦有直接排放（範圍1），主要來自、燃燒柴油以及使用車輛消耗液化石油氣。由於報告期內有效實施節能措施策略，二零二四年的溫室氣體範圍1排放移動燃燒及溫室氣體範圍2排放產生強度保持穩定。

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The details of GHG emissions during the reporting period were as follows:

於報告期內，溫室氣體排放詳情如下：

Type of GHG emissions ¹	Unit	EMS	Investment and real estate supply chain services 投資及房地產供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
溫室氣體排放種類 ¹	單位	電子製造服務			
Scope 1 ² – Stationary combustion 範圍1 ² – 固定燃燒源	tonnes of CO ₂ -e 噸二氧化碳當量	2.96	-	2.96	4.45
Scope 1 ² – Mobile combustion 範圍1 ² – 移動燃燒源	tonnes of CO ₂ -e 噸二氧化碳當量	5.83	-	5.83	5.92
Scope 2 ³ 範圍2 ³	tonnes of CO ₂ -e 噸二氧化碳當量	3,463.78	94.56	3,558.34	6,032.37
Total GHG emissions 溫室氣體排放總量	tonnes of CO ₂ -e 噸二氧化碳當量	3,472.57	94.56	3,567.13	6,042.74
GHG emissions intensity 溫室氣體排放密度	tonnes of CO ₂ -e/employee 噸二氧化碳當量/ 僱員	4.58	2.78		EMS: 7.37 電子製造服務: 7.37 Investment: 4.34 投資: 4.34

¹ The calculation of the GHG emission is based on the “Corporate Accounting and Reporting Standard” from GHG Protocol published by World Resources Institute and World Business Council for Sustainable Development.

² Scope 1: Direct emissions from sources that are owned or controlled by the Group.

³ Scope 2: Indirect emissions from the generation of purchased electricity consumed by the Group.

¹ 溫室氣體排放量基於世界資源研究院及世界企業永續發展協會發佈之溫室氣體盤查議定書中的「企業會計與報告標準」計量。

² 範圍1：本集團所擁有或控制的資源之直接排放。

³ 範圍2：本集團消耗的已購電力產生之間接排放。

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A1.3 Hazardous Waste

The Group is dedicated to managing waste in a responsible way and strives to optimize the use of resources. The Guangzhou factory has established a comprehensive hazardous waste management system and carries out the disposal of hazardous waste in accordance with relevant PRC laws and regulations.

Our hazardous waste mainly includes waste-activated charcoal with organic matter, waste lubricant and engine oil, waste emulsion oil, waste paint and paint residual. There is a separate storage area in the factory for storing hazardous solid waste. Our factory also works with institutions which are qualified to handle disposal of hazardous waste. The amount of solid hazardous waste generated remained stable as there was effective implementation of solid hazardous waste management strategies during the reporting period. Furthermore, the decrease in the total amount of hazardous waste generated in 2024 was mainly attributable to effective implementation of waste reduction strategies during the year. The Group has set a comprehensive reduction target by 5% for reducing hazardous waste generation by 2025.

A1.3 有害廢棄物

本集團致力於以負責任的方式管理廢棄物，並盡力優化資源利用。廣州廠房已建立全面的有害廢棄物管理系統，並根據相關中國法律及法規處理有害廢棄物。

我們的有害廢棄物主要包括有機廢物活性炭、廢棄潤滑油及機油、廢棄乳化油、廢漆及油漆殘留物。該廠房設有用於存放有害固體廢棄物的存放區域。廠房已與合資格機構合作以處理有害廢棄物。由於報告期內有效實施固體有害廢棄物的管理策略，故產生的固體有害廢棄物數量保持穩定。此外，於二零二四年產生的有害廢棄物總數減少，乃主要由於年內有效實施減廢策略。本集團已設定到二零二五年有害廢棄物產生量減少5%的全面減排目標。

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The details of hazardous waste generated by the Group during the reporting period were as follows:

本集團於報告期內產生的有害廢棄物詳情如下：

Hazardous wastes generated	Unit	EMS	Investment and real estate supply chain services	2024 Total	2023 Total
所產生的有害廢棄物	單位	電子製造服務	投資及房地產供應鏈服務	二零二四年總計	二零二三年總計
Circuit board 電路板	tonnes 噸	0.025	-	0.025	0.014
Steel bin 鋼桶	tonnes 噸	0.286	-	0.286	0.475
Active charcoal 活性炭	tonnes 噸	0.482	-	0.482	1.071
Storage battery 蓄電池	tonnes 噸	-	-	-	0.023
Rag 碎布	tonnes 噸	0.010	-	0.010	0.097
Light tube 燈管	tonnes 噸	0.012	-	0.012	0.005
Waste resin 廢樹脂	tonnes 噸	0.324	-	0.324	0.400
Hazardous waste produced — Solid waste 所產生的有害廢棄物 — 固體廢棄物	tonnes 噸	1.139	-	1.139	2.085
Waste organic solvent 廢棄有機溶劑	tonnes 噸	0.302	-	0.302	0.720
Paint 油漆	tonnes 噸	0.028	-	0.028	0.052
Waste ink 廢墨	tonnes 噸	0.010	-	0.010	0.020
Hazardous waste produced — Aqueous waste 所產生的有害廢棄物 — 液體廢棄物	tonnes 噸	0.340	-	0.340	0.792
Total hazardous waste generated 所產生的有害廢棄物總量	tonnes 噸	1.479	-	1.479	2.877
Hazardous waste generated intensity 所產生的有害廢棄物密度	tonnes/unit of production volume 噸/產量單位	0.001	-	0.001	0.001

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A1.4 Non-hazardous Waste

Our non-hazardous waste generated from the Guangzhou factory operation mainly consists of scrap, wasted packaging materials, waste residual from sewer and filter tanks, as well as other domestic waste. Wasted packaging materials mainly include cardboard boxes for product wrap up.

We consider the principle of environmentally friendly in our packaging design and select more eco-friendly packaging materials for our packaging process.

In addition, the Group continues to implement the “Four R’s”, Reduce, Reuse, Recycle, Repurpose, such as double-sided printing, reminding staff to have environmentally-friendly photocopying practices and recyclable waste materials such as paper, wood, and plastic are collected and sold to third parties for recycling purposes. Recycling bins are placed in the office to regularly collect recyclable waste. Employees are encouraged to read and send files electronically to reduce printing.

With the increase in the production volume of the EMS segment during the reporting period, the amount of Scrap and wasted packaging materials generated increased. Furthermore, the amount of waste residual from the sewer and filter tank generated in 2024 remained stable as the effective implementation of water-saving policies during the year. The Group targets to reduce the generation of total non-hazardous waste of 5% by 2025.

A1.4 無害廢棄物

我們廣州廠房營運所產生的無害廢棄物主要包括廢料、廢棄包裝材料、下水道及濾池廢渣以及其他生活垃圾。廢棄包裝材料主要包括產品包裝用的紙箱。

我們在包裝設計上秉持環保原則並在包裝過程中選用更加環保的包裝材料。

此外，本集團持續踐行4R（減少使用、再使用、循環再造、回收再用）原則，例如雙面打印、提醒員工保持環保的影印習慣及收集紙張、木材及塑膠等可回收利用的廢料並售予第三方作回收用途。辦公室備有回收箱，以定期收集可回收利用的廢棄物，並鼓勵員工閱讀及發送電子文檔，減少打印。

報告期內，隨著電子製造服務分部產量增加，所產生的廢料及廢棄包裝材料數量亦相應增加。再者，二零二四年產生的下水道及濾池廢渣數量維持穩定，主要由於年內有效實施節水政策。本集團的目標是到二零二五年將無害廢棄物總量減少5%。

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The details of non-hazardous waste generated by the Group during the reporting period were as follows:

本集團於報告期內產生的無害廢棄物詳情如下：

Non-hazardous waste generated 所產生的無害廢棄物	Unit 單位	EMS 電子製造服務	Investment and real estate supply chain services 投資及房地產供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
Scrap and wasted packaging materials ⁴ 廢料及廢棄包裝材料 ⁴	kg 公斤	73,768	-	73,768	62,725
Waste residual from sewer and filter tank 下水道及濾池廢渣	kg 公斤	120,000	-	120,000	120,000
Domestic waste 生活垃圾	kg 公斤	136,096	132	136,228	136,697
Total non-hazardous waste generated 所產生的無害廢棄物總量	kg 公斤	329,864	132	329,996	319,422
Non-hazardous waste generated intensity 所產生的無害廢棄物密度	kg/unit of production volume 公斤／產量單位	0.013	-		EMS: 0.014 Investment: -
	tonnes/ employee 噸／僱員	0.435	0.006		電子製造服務： 0.014 投資： - EMS: 0.414 Investment: 0.008 電子製造服務： 0.414 投資： 0.008

⁴ Scrap and wasted packaging materials include the packaging wastes and plastic wastes.

⁴ 廢料及廢棄包裝材料包括包裝廢棄物及塑料廢棄物。

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A2. USE OF RESOURCES

The Group adheres to the concept of energy conservation and emission reduction for green production. The major resources used by the Group are principally attributed to electricity, water and packaging materials consumed at the factory in Guangzhou. We aim to improve our energy utilization efficiency to achieve low-carbon practices and emission reduction throughout our production and operation and strive to save resources.

The Group has implemented guidelines and policies for energy-saving management which include in-house rules for both office and factory employees to follow. Besides, we have devised a follow-up plan after the third-party certifications for the ISO-14001 standard. Our environmental management team helps set up energy-saving targets, emissions reduction levels and environmental management programmes. Moreover, our General Affairs Department is responsible for carrying out the monitoring work for effective uses of energy and natural resources.

A2. 資源利用

本集團遵循節能減排的理念，以實現綠色生產。本集團使用的主要資源主要歸因於廣州廠房消耗的電力、水及包裝材料。我們致力於在生產及經營過程中提高能源利用率，實現低碳減排目標，並努力節約資源。

本集團已實施節能管理指引及政策，包括辦公室及工廠僱員均須遵守的內部規則。此外，我們已根據ISO-14001標準在獲得第三方認證後制定跟進計劃。我們的環境管理團隊協助設定節能目標、減排水準及環境管理方案。此外，我們的總務部負責對能源及自然資源的有效利用進行監督。

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A2.1 Energy Consumption

We have implemented a range of measures designed to reduce emissions and minimize the consumption of energy and natural resources. We also promote a paperless office and encourage staff to reduce electricity and water usage in their daily work to maintain a green office.

In order to reduce the electrical energy consumption, the Group gradually replaced the traditional lighting tubes with energy-saving tubes which have higher energy efficiency and longer life cycles by 6-8 times.

We have established a maintenance and conservation policy for equipment which aims at enhancing the optimal use of machinery.

In addition, a number of energy conservation promotional banners and posters are posted in various places to remind workers in production areas. Through catchy slogans and posters, every worker can pay high attention to environmental protection and resource conservation. Moreover, we are engaging in the periodical reporting on energy consumption surveys conducted by interested parties like clients and regional governmental bureau.

The Group has set an inclusive total energy reduction target by 2% by 2025. The energy consumption of purchased electricity and petrol in 2024 remained stable as the effective implementation of energy consumption policies during the year.

A2.1 能源消耗

我們已實施多項措施，旨在降低排放及盡量減少其能源及自然資源消耗。我們亦推行無紙化辦公室，鼓勵員工在日常工作中減少水電使用量，創建綠色辦公室。

為減少電能消耗，本集團逐步將傳統燈管更換為能效更高、使用壽命延長6至8倍的節能燈管。

我們已為設備制定維護及保護政策，以增強機器的最佳使用。

此外，我們於多個地方張貼若干節能宣傳標語及海報，以提醒生產區的工人。透過顯眼的標語及海報，每名工人都高度重視環境保護及資源節約。而且，我們正進行由利益相關方，如客戶及地區政府部門開展的能源消耗調查的定期報告。

本集團已設定到二零二五年總能耗減少2%的目標。於二零二四年的購買電力和汽油的能源消耗維持穩定，由年內有效實施能源消耗政策。

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The details of energy consumption were as follows:

能源消耗詳情如下：

Type of energy 能源類型	Unit 單位	EMS 電子製造服務	Investment and real estate supply chain services 投資及房地產 供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
Purchased electricity 購買電力	MWh 兆瓦時	7,355.99	166.61	7,522.60	7,539.72
Diesel 柴油	MWh 兆瓦時	11.30	-	11.30	16.96
Petrol 汽油	MWh 兆瓦時	23.74	-	23.74	24.13
Total energy consumption 能源消耗總量	MWh 兆瓦時	7,391.03	166.61	7,557.64	7,580.81
Energy consumption intensity 能源消耗密度	MWh/employee 兆瓦時／僱員	9.74	4.90		EMS: 9.24 電子製造服務： 9.24 Investment: 5.79 投資： 5.79

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A2.2 Water Consumption

Currently, the water supply is mainly from the municipal water supply. The Group has a strong focus on water conservation and therefore tries to prevent water pollution which is mainly generated by workers' living activities. The Guangzhou factory uses the sewage bio-chemical treatment facility and adopts water reuse so as to reduce water consumption and ensure water is used sustainably.

We build our own sewage treatment facilities in the factory to undertake sewage treatment before discharging, the water from the reclaimed water tank is used for irrigation in staff living quarters. Moreover, the factory has applied push-button taps instead of screwdriver faucets in order to reduce water wastage. The Group targets to achieve the reduction of the total water consumption by 2% by 2025. The reduction in water consumption was mainly attributed to the water-saving policies that were implemented effectively during the reporting period.

The details of water consumption were as follows:

A2.2 用水

目前，水源供應主要來自市政供水。本集團重點關注水資源保護，因此盡力預防主要產生自工人生活活動的水污染。廣州廠房推行污水生物化學處理設施及廢水回用，從而降低水消耗量及確保水可持續使用。

我們在廠房內建立了自己的污水處理設施，在排放前對污水進行處理，將員工宿舍中回收水箱內收集的水用於灌溉。此外，廠房已使用按壓式水龍頭，取代螺旋式水龍頭，以減少水浪費。本集團的目標為到二零二五年實現總用水量減少2%。用水減少乃主要由於報告期內實施有效的節水政策。

用水詳情如下：

Water consumption 用水	Unit 單位	EMS 電子製造服務	Investment and real estate supply chain services 投資及房地產 供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
Water consumption 用水	m ³ 立方米	57,048	1,074	58,122	63,199
Water consumption intensity 用水密度	m ³ /employee 立方米／僱員	75.16	31.59		EMS: 77.96 電子製造服務： 77.96 Investment: 22.60 投資： 22.60

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A2.5 Packaging Material

Our packaging materials for finished goods mainly include paper packing materials, plastic bags, labels and Styrofoam. The Group is dedicated to consuming the least packaging materials possible. It is the Group's practice to implement production planning on a timely basis so as to assess the least amount of packaging materials needed.

The Group is also committed to sourcing recyclable packaging materials from suppliers with eco-friendly practices and engagement. The Group targets to achieve the reduction of the total packaging material consumption by 5% by 2025. The reduction in packaging material amount consumed in 2024 was mainly attributed to the packaging material-saving policies that were implemented effectively during the reporting period.

During the reporting period, the packaging materials consumption was shown in the following table:

A2.5 包裝材料

製成品的包裝材料主要包括紙包裝材料、塑料袋、標籤及聚苯乙烯泡沫塑料。本集團致力於盡量降低包裝材料使用量。本集團的慣例是適時實施生產計劃，以評估所需包裝材料的最少數量。

本集團亦致力向踐行環保慣例及實踐的供應商採購可循環使用的包裝材料。本集團的目標為到二零二五年實現包裝材料消耗總量減少5%。二零二四年包裝材料消耗量減少乃主要由於報告期內有效實施包裝材料節約政策。

於報告期內，包裝材料消耗情況如下表所示：

Type of packaging material 包裝材料類型	Unit 單位	EMS 電子製造服務	Investment and real estate supply chain services 投資及房地產 供應鏈服務	2024 Total 二零二四年 總計	2023 Total 二零二三年 總計
Label 標籤	kg 千克	811	-	811	872
Paper packing material 紙包裝材料	kg 千克	596,118	-	596,118	641,113
Plastic bag 塑料袋	kg 千克	12,760	-	12,760	12,373
Styrofoam 聚苯乙烯泡沫塑料	kg 千克	595	-	595	567
Total 總計	kg 千克	610,284	-	610,284	654,925
Packaging material intensity 包裝材料密度	kg/unit of production volume 千克／產量單位	0.02	-		EMS: 0.03 電子製造服務： 0.03 Investment: - 投資： -

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A3. THE ENVIRONMENT AND NATURAL RESOURCES

The Group has established an “Environmental and Safety Objectives, Indices and Plans Control Procedures” policy to identify the Group’s environmental targets, implement environmental plans and validate the achievement results.

The Group acts as a responsible corporate citizen by complying with all the applicable regional environmental laws and regulations for our business activities in the PRC. Besides, the Guangzhou factory has obtained the ISO-14001 Environmental certification.

It is the Group’s ambition to sustain compliance obligation, safe production, resource conservation, pollution mitigation, waste reduction, accident-free, as well as packaging materials recycling.

The Group is continuously incorporating environmental targets into business decision-making, we believe that protecting the environment is always a crucial concern for our manufacturing nature business.

A3.1 Significant Impacts of Activities on the Environment and Natural Resources

Under the rapid pace of industrialization, most of the provinces and direct-controlled municipalities are facing smog in the PRC. This weather would affect people’s lives and it is not beneficial to the enhancement of sustainability rationale.

Hence, sustainable development could be boosted if the corporations allocate the work based on the life cycles and periods of renewable resources during the growth process.

During the reporting period, the Group was not aware of any material non-compliance with relevant laws and regulations in relation to environmental protection for our business activities. Still, the Group has different measures to save energy consumption and emissions, and to reduce the impacts of the business activities on the environment and natural resources.

A3. 環境及自然資源

本集團已制定「環境與安全目標、指標及計劃控制程序」政策，以明確本集團的環境目標，實施環境計劃，並檢驗成果。

本集團作為一個負責任的企業公民，遵守在中國有關我們業務活動的所有適用地區環保法律及法規。此外，我們的廣州廠房已獲得ISO-14001環境認證。

本集團的目標是遵紀守法、安全生產、節約資源、降低污染、減少浪費、零事故及循環利用包裝材料。

本集團將持續於業務決策中納入環境目標，我們認為保護環境一直是我們製造業企業的重要關注事項。

A3.1 業務活動對環境及自然資源的重大影響

在工業化的快速發展下，中國大部分省份及直轄市均面臨霧霾問題。該氣候影響人類生活，不利於促進可持續發展。

因此，倘企業於增長過程中根據可再生資源的生命週期及期限分配工作，則有利於可持續發展。

報告期內，本集團並不知悉我們的業務活動對有關環保的法律及法規的重大不合規情況。本集團已採取不同措施，節約能源消耗及排放，減少業務活動對環境及自然資源的影響。

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A4. CLIMATE CHANGE

Governance

Our group addresses climate-related risks based on the nature of the risk to our operations. The physical impacts of climate change, including extreme weather events, or damage to facilities have immediate operational impacts and are treated as operational risks. Long-term challenges, such as emerging ESG issues and climate-related risks and opportunities, may be discussed by the Group's ESG Working Group.

Supported by our ESG Working Group, our Board oversees climate-related issues and risks regularly during board meetings and ensures that they are incorporated into our strategy.

To ensure our Board keeps up with the latest trends of climate-related issues, climate competence training will be provided to ensure it has the necessary expertise and skills to oversee the management of climate-related issues. Our Board also seeks professional advice from external experts when necessary to better support the decision-making process.

Our ESG Working Group provides effective governance for integrating and addressing ESG issues, including climate change, within our business. The ESG Working Group is responsible for approving operational emissions targets for the Group and commissioning an ESG benchmarking, as well as a gap analysis exercise to identify gaps in both disclosure and policy relative to best practice standards.

Moreover, the ESG Working Group works closely with the Group's different operation departments, with an aim to develop consistent and enhanced approaches to addressing ESG risk issues and reporting to the management.

A4. 氣候變化

管治

本集團根據業務風險的性質應對與氣候相關的風險。氣候變化的物理影響（包括極端天氣事件或損害設備）會直接影響營運並被視為營運風險。本集團環境、社會及管治工作小組或會對新出現的環境、社會及管治問題及氣候相關的風險及機遇等長期挑戰進行討論。

在環境、社會及管治工作小組的支持下，董事會於董事會會議期間定期監督與氣候相關事宜及風險，並確保將其納入我們的戰略。

為確保董事會跟上氣候相關事宜的最新趨勢，我們將提供氣候知識培訓，以確保其擁有必要的專業知識及技能以監督氣候相關事宜的管理。董事會亦於必要時向外部專家尋求專業意見，以更好的支持決策程序。

我們的環境、社會及管治工作小組在我們的業務範圍內為整合及解決環境、社會及管治問題（包括氣候變化）進行有效管治。環境、社會及管治工作小組負責批准本集團的運營排放目標，同時制定環境、社會及管治標準及進行不足分析，找尋本集團在披露以及政策方面距離最佳水準不足的地方。

此外，環境、社會及管治工作小組與本集團不同的運營部門緊密合作，旨在制定一致、更完善的方法來處理環境、社會及管治風險問題，並向管理層報告。

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Strategy

Climate change risk forms part of our overall risk profile through its role in increasing the frequency and intensity of certain diseases, and the health and mortality impacts resulting from natural disasters. We assess the overall level of risk by taking into consideration a range of diverse risk factors across the many categories in our product or service range. This diversity of risk combined with our business strategy and broad geographic footprint helps us distribute risk and provide protection against the impacts of short-term climate change effects.

Our products and services continue to provide protection for people in our communities against weather and heat-related disease. Besides, we continue to explore opportunities to engage our business partners and encourage them to develop climate resilience and reduce their operational carbon footprint by taking into consideration different climate-related scenarios, including a “2°C or lower scenario” through the following steps:

Step 1: Set Future Images Assuming Climate Change Effects

As climate change measures proceed, there is a possibility that the industry will be exposed to substantial changes, such as stricter policies including the introduction of and increases in carbon pricing, as well as advances in technology and changes in customer awareness.

In light of these climate change effects, based on the International Energy Agency (“IEA”) scenarios and others, we developed multiple future images of 2030 as the external environment that will surround our Group. With regard to the IEA scenarios, we focus on the 2°C scenario (2DS) and pictured future images in cases where climate change measures do not progress and where such measures progress further (Beyond 2°C scenario).

戰略

氣候變化風險構成我們整體風險的一部分，因其增加若干疾病發生率及強度以及自然災害對健康及死亡的影響。我們於評估整體風險水平時，會考慮到我們的產品或服務範圍內多個類別的一系列不同風險因素。該等風險的多樣性與我們的業務戰略及廣泛的地理分佈相結合，有助於我們分散風險，並針對短期氣候變化的影響提供保障。

我們的產品及服務持續為我們所處社區的大眾提供氣候及高溫相關疾病保障。此外，我們不斷發掘機會，與我們的業務夥伴合作，並通過以下措施鼓勵他們思考各種氣候相關情景（包括「2°C或以下的情景」），從而積極應對氣候變化並減少營運中的碳排放足跡：

第一步：設定氣候變化影響可能造成的未來場景

隨著應對氣候變化措施的持續落實，行業可能面臨重大變化，例如推出及上調碳定價等更嚴厲的政策，以及技術進步和客戶觀念的變化。

鑒於該等氣候變化影響，我們基於國際能源署（「IEA」）發佈的情景及其他情景設定了二零三零年本集團將面對的外部周圍環境的多種未來場景。關於IEA情景，我們重點關注2°C情景（2DS），並分別製作在氣候變化應對措施並無進展及該等措施進一步落實（2°C情景以外）兩種情況下的未來場景。

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Step 2: Consider the Impacts

We considered the impacts on our Group for each of the future images developed in Step 1. We believe that in such a society, it will be possible to expand carbon dioxide reduction effects.

With regard to effects on raw material procurement and production, the introduction of, and increase in carbon pricing is anticipated in accordance with the global advance of climate change measures, leading to the possibility of higher raw material procurement and production costs.

On the other hand, in the case where climate change measures are not adequate throughout society, production interruptions and supply chain disruptions are likely to increase as a result of higher frequency and intensification of natural disasters such as flooding.

Step 3: Respond to the Strategies

Our Group will begin promoting the reduction of non-renewable energy during the production. This strategy will allow for flexible and strategic responses to each demand for the regions where the emission factors of purchased electricity consumptions are high. By promoting real carbon emissions reductions throughout the world through these types of initiatives, we are working to achieve zero carbon emission in the life cycle of the product.

We are also working toward zero carbon emission from the plants in the production stage and reducing carbon emissions through comprehensive energy-saving and the introduction of renewable energy and hydrogen. With respect to renewable energy in particular, we have set a new target to achieve a 10% reduction rate for purchased electricity by 2025. With regard to the ongoing confirmation of the suitability and progress of the Group's strategies, we believe that we will have opportunities for stable funding and sustainable increases in corporate value through appropriate information disclosure, and dialogue with institutional investors and other stakeholders.

第二步：考慮影響

我們已考慮第一步所設定的各種未來場景對本集團造成的影響。我們認為在該社會環境中，可能須加大二氧化碳減排力度。

對原材料採購及生產的影響方面，隨著全球加強氣候變化應對措施，預計將推出及上調碳定價，進而可能推高原材料採購和生產成本。

另一方面，當針對整個社會的氣候變化應對措施不足時，由於洪水等自然災害頻繁發生且程度加劇而導致生產停頓和供應鏈中斷的可能性將會增加。

第三步：戰略對策

本集團將開始在生產中推廣減少不可再生能源的使用。該策略可以靈活及策略性地應對採購用電的排放係數較高地區的需求。這些舉措促進了全世界碳排放的真正減少，同時我們正致力於在產品的生命週期內實現零碳排放。

此外，我們致力於在生產階段實現工廠零碳排放，並通過全面節能及引入可再生能源和氫氣以減少碳排放。具體而言，於可再生能源方面，我們已設定於二零二五年前將購電量減少10%的新目標。而對於持續確認本集團策略的適切性和進展，我們相信通過適當的資料披露、與機構投資者及其他持份者的溝通，我們將有機會獲得穩定資金及實現企業價值的可持續增長。

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Risk Management

Our Group identifies the climate change related risks or tests the existing risk management strategies under climate change with the aid of risk assessment. Hence, the areas where new strategies are needed could be identified.

The risk assessment takes a standard risk-based approach using national data, local information and expert knowledge, which can identify how climate change may compound existing risks or create new ones. The risk assessment is conducted through the following steps:

Step 1: Establish the context

- Objective/goal
- Scale
- Time frame
- Climate change scenario for most climate variables and sea level

Step 2: Identify existing risk (past and current)

- Identify the record of occurrence of climatic hazard in the past in the area
- Risk management strategies in place to tackle future occurrence of the hazard

Step 3: Identify future risk and opportunities

- Explore climate change projections for the selected time frame(s) and emission scenario(s)
- Identify potential hazards
- Investigate whether any existing risk from Step 2 may get worse under future projected changes
- Identify new risks that can emerge under future projected changes

Step 4: Analyse and evaluate risk

- Identify a set of decision areas or systems (i.e., geographical areas, business operation, assets, ecosystems, etc.) that has the potential to be at risk in future

風險管理

本集團已確定氣候變化相關風險或借助風險評估測試在氣候變化下現有的風險管理策略。因此能夠發現需要實施新策略的領域。

風險評估採用基於風險的標準方法，並利用國家數據、本地資料及專家知識，能夠識別氣候變化如何加劇現有風險或產生新風險。該風險評估按以下步驟進行：

第一步：建立背景

- 目標／願景
- 規模
- 時間表
- 根據多數氣候可變因素及海平面設定的氣候變化情景

第二步：確定現有風險（過去及現在）

- 搜集本地區過去發生氣候災害的記錄
- 現有可應對未來災害的風險管理策略

第三步：確定未來的風險及機遇

- 探索選定時間範圍內的氣候變化預測及排放情景
- 識別潛在危害
- 根據未來預測變化分析第二步的任何現有風險是否可能加劇
- 識別未來預測變化中可能出現的新風險

第四步：分析及評估風險

- 確定一組未來可能存在風險的決策領域或系統（如地區、業務運營、資產、生態系統等）

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As outlined within the Governance section above, the Group has robust risk management and business planning processes that are overseen by the board of directors in order to identify, assess and manage climate-related risks. The Group is to engage with government and other appropriate organisations in order to keep abreast of expected and potential regulatory and/or fiscal changes.

We continue to raise awareness of climate change in regard to monitoring of carbon and energy footprint in our daily operation. However, there remains gaps in understanding how such climate risks and opportunities may impact our operations, assets and profits. Our Group assesses how the business addresses climate change risks and opportunities and takes the initiative to monitor and reduce their environmental footprint.

A4.1 Significant Climate-related Issues

During the reporting period, the significant climate-related physical risks and transition risks, which have impacted and/or may impact may impact our Group's business and strategy in (i) operations, products and services, (ii) supply chain and value chain, (iii) adaptation and mitigation activities, (iv) investment in research and development, and (v) financial planning, as well as the steps taken to manage these risks, are as follows:

誠如上文管治一節所述，本集團擁有穩健有效的風險管理及業務規劃流程，該等流程受董事會監督，以確定、評估及管理氣候相關風險。本集團將與政府及其他合適的機構合作，與時俱進，掌握預期及可能作出的監管及／或財政政策變動。

我們於日常營運中持續監控碳及能源足跡，不斷加強有關氣候變化的意識。然而，在理解該等氣候風險及機遇如何影響我們的營運、資產及溢利方面仍存在不足之處。本集團將評估業務如何應對氣候變化的風險及機遇，並採取措施以監控並減少其環境影響。

A4.1 重大氣候相關事宜

於報告期內，已經及／或可能對本集團於(i)營運、產品及服務、(ii)供應鏈及價值鏈、(iii)適應及緩解活動、(iv)研發投資及(v)財務規劃方面的業務及策略產生影響的氣候相關的重大實質風險及過渡風險，以及為管理該等風險而採取的措施載列如下：

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環境、社會及管治報告

Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Physical Risk 實體風險 Acute physical risks 急性實體風險		
- Increased severity and frequency of extreme weather events such as cyclones floods, and strong wind. Staff are easily injured. Also, under extreme weather events, the costs of transportation, communications and living increase, which may lead to financial loss. - 極端天氣事件(如龍捲風、洪水及強風)的嚴重性和頻率增加。員工容易受傷。此外，於極端天氣事件下，運輸、通信及生活成本均會上漲，可能導致財務損失。	- Operating cost increases - 營運成本增加。	- Adopted scenario analysis to disclose an organization's planning under future scenarios, most notably one with in a 2°C scenario to collect, manage and measure the climate change impacts such as emissions and use of resources etc. - 已採用情景分析以披露組織應對未來情景的計劃，重點關注2°C情景中的應對計劃，以收集、管理和測量氣候變化的影響，如排放和資源使用等。
- Increased likelihood and severity of wildfire, which may hinder the operations of factories. Financial loss occurs due to the interruption of supply chain, logistics and transportation. - 發生山火的可能性及嚴重性增加，可能阻礙工廠營運。供應鏈、物流及運輸中斷可能引致財務損失。	- Expenditures increase in monitoring and execution of the contingency plan. - 監控及執行應急計劃的開支增加。	- Planned to establish a natural disaster emergency plan. - 已計劃制定自然災害應急方案。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
- For more than a decade, the Guangzhou factory has been in the supply chain of the Automotive Industry. It is mandatory requirements for the manufacturing site to have its contingency plan to satisfy customer requirements in the event of an emergency such as utility interruptions, labour shortages, key equipment failure and field returns. - 十幾年來，廣州廠房一直處於汽車行業的供應鏈中。根據現有強制規定，於緊急情況下（例如公用事業中斷，勞動力短缺，關鍵設備故障和現場退貨），製造工廠應制定應急計劃以滿足客戶需求。	- Expenditures increase in monitoring and execution of the contingency plan. - 監控及執行應急計劃的開支增加。	- Contingency plans were periodically tested for their effectiveness. Records were kept for their compliance. - 定期測試應急方案的有效性，並保留其落實情況的記錄。
Chronic physical risks 慢性實體風險		
- Prolonged hot weather may increase the energy consumption. - 持續高溫天氣可能令能源消耗增加。	- Revenue is reduced from decreased production capacity and the negative impacts of workforce. - 產能下降及工人受到的負面影響導致收益減少。	- Active energy management and implementation of various improvement measures in accordance with regulations and customer requirements. - 根據法規及客戶要求進行主動能源管理並落實各項改進措施。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
- Climate change brings uncertainties to the environments of production and sales. Although direct losses will not incur by the enterprises, they may still affect and limit the sales and production of the enterprises significantly. - 氣候變化為生產及銷售環境帶來不確定性。儘管企業不會產生直接虧損，但企業的銷售及生產仍可能受到重大影響及限制。	- Administrative costs for daily operations increase. - 日常運營的行政成本增加。	- Engagement with local or national governments and local stakeholders on local resilience. - 就當地應對措施與本地或國家政府及本地持份者合作。
- Prolonged climate change may detriment the human's health. Continuation of temperature rise can increase the fatality rates and incidence rates of some diseases, especially the one related to cardiac and respiratory system; the spread of some climate-sensitive diseases such as malaria and dengue fever may increase. - 持續的氣候變化可能損害人類健康。氣溫不斷攀升會增加某些疾病的死亡率和發病率，尤其是與心臟和呼吸系統有關的疾病；可能會加劇部分對氣候敏感的疾病，例如瘧疾和登革熱的傳播。	- Revenue reduces from decreased production capacity and the negative impacts of workforce. - 產能下降及工人受到的負面影響導致收益減少。	- Planned improvements, retrofits, relocations, or other changes to facilities that may reduce their vulnerability to climate impacts and increase the climate resilience in long term. - 計劃進行設施改進、改造、搬遷或其他變更，長遠而言可能會提高其對氣候影響的抵禦能力，並提高氣候適應能力。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
		- Involving in the Carbon Disclosure Project (CDP) to have declaration to: - Reporting Scope 1 & 2 emissions, - Report an emissions intensity &/or allocated emissions, - Set an emissions reduction target, - Report emissions reduction activities. - 參與碳披露項目 (CDP) 以申報： - 報告範圍 1 及 2 的排放情況， - 報告排放密度及／或分配的排放量， - 設立減排目標， - 報告減排活動。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Transitional Risk 過渡風險 Policy risk 政策風險		
- As a result of energy efficiency requirements, carbon-pricing mechanisms increase the price of fossil fuels, or policies to encourage sustainable land use, hindering the area of expansion, which increases the operation cost. - 由於節能要求，碳定價機制推高化石燃料的價格，或鼓勵土地可持續利用的政策阻礙領域擴張，增加營運成本。	- Operating costs increase due to increased insurance premiums for the factories. - 工廠保險費增加導致營運成本增加。	- Planned to be involved in carbon trading - 計劃參與碳交易。
- Mandates on and regulation of existing products and services. Contractors have to spend much cost (compliance cost) to update or maintain the equipment to fulfil the new regulations. - 對現有產品及服務的授權及規管。分包商須花費大量成本(合規成本)更新或維護設備，以符合新的規定。	- Administrative costs for regulation compliance on mandatory equipment standards. - 遵守強制性設備標準法規的行政成本。	- Planned to purchase an extra amount of renewable energy sources and adopt clean energy in the operations to reduce the carbon emissions. - 計劃購買額外數量的可再生能源資源及在營運中採用清潔能源以減少碳排放。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Legal risk 法律風險		
- Exposure to litigation. Manufacturers have to adapt the tightened law and regulations issued by the government due to climate change, and they have the risk of litigation once they failed to obligate the new rules. - 訴訟風險。由於氣候變化，生產者必須適應政府頒佈的更嚴格的法律及法規，一旦未能遵守新規則，則面臨訴訟風險。	- Operating cost increases for high compliance costs and increased insurance premiums for the Group. - 合規成本較高及本集團保險費增加致使營運成本增加。	- Monitored the updates of environmental laws and regulations and implemented GHG emissions calculations in advance. - 監察環境法律及法規的更新情況，提前進行溫室氣體排放的計算。
- Enhanced emissions-reporting obligations. Manufacturers may have to spend much time on fulfilling the report standards to comply the new obligations. - 加強排放報告義務。生產者可能需要花費更多時間達致報告準則，以履行新的義務。	- Inspection costs increase for environmental emissions. - 環境排放計量增加檢測成本。	- Environmental emission data were verified by third-party laboratories or consultants. - 環境排放數據由第三方實驗室或顧問進行核實。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Technology risk 技術風險		
- Developing the low carbon energy-saving products and energy saving technologies, the capital investment and R&D expense increase consequently. - 開發低碳節能產品及節能技術、資本投資及研發費用隨之增加。	- Capital investment in technology development increases. - 技術開發的資本投資增加。	- Planned to invest in the innovations of energy saving products. - 計劃投資節能產品創新。
- More green building strategies with low-carbon, energy-saving technologies are adopted by industry peers. Lagging behind may weaken our competitive edges. - 更多低碳、節能技術綠色建設策略被業內同行採納。策略滯後可能會削弱我們的競爭優勢。	- Administrative costs for daily operations. - 日常營運行政成本增加。	- Examined the feasibility and efficiency of applying the latest environmental technologies. - 審查應用最新環保技術的可行性及效率。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Market risk 市場風險		
- More customers are considering climate-related risks and opportunities, which may lead to changes in customers' demand for products. - 更多的客戶考慮氣候相關風險及機遇，可能導致客戶對產品需求的改變。	- Revenue decreases for the change in revenue mix and sources. - 收入結構及來源的變化導致收入最少。	- Tightened the control of the environmental hazardous materials in our products and studied the application of recycled materials. - 加強對我們產品中對環境有害物質的控制及研究可再生材料的應用。
- Uncertainty in market signals. "How environmentally friendly the product is" becomes one of the factors to affect the product selling price. - 市場信號的不確定因素。「產品的環保程度如何」成為影響產品售價的因素之一。	- Administrative costs increase for compliance and sales drop for non-environmentally friendly product design. - 合規行政成本增加，非環保產品設計導致銷售下降。	- Bought and selected different green materials for the raw materials of the products. - 搜羅及選取不同綠色材料作為產品的原材料。
- Increased cost of raw materials. More environmentally-friendly raw materials may be much expensive, which may increase the cost. - 原材料成本增加。更環保的原材料可能更加昂貴，或會增加成本。	- Production cost increases due to changing input prices and output requirements. - 投入價格及產出規定的變化導致生產成本增加。	- Reduce and simplify the packaging of the products, to lower the unnecessary costs. - 減少及簡化產品的包裝，以降低不必要的成本。

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Climate-related risk description 氣候相關風險的描述	Financial Impact 財務影響	Steps taken to manage the risks 為管理該等風險而採取的措施
Reputational risk 信譽風險		
- Unable to fulfil the expectations of the customers, damage the Group's reputation and image. - 未能滿足客戶期望、損害本集團的聲譽及形象。 - Stigmatization of our business sector, such as more stakeholder concern or negative stakeholder feedback on the product designed in a less environmentally-friendly way. - 我們的業務部門的污名化，如對以較不環保方式設計的產品的更多持份者關注或負面持份者反饋。	- Revenue decreases from decreased demand for goods and the decrease in production capacity. - 產品需求減少及產能下降導致收入減少。 - Operating costs increases from negative impacts on workforce management and planning. - 勞動力管理及規劃的負面影響致使營運成本增加。	- Supported the green productions. - 支持綠色產品。 - Corporate sustainability responsibility policy was adopted by fulfilling the social responsibility by organizing more activities or executing actions to demonstrate how we place importance on climate change. - 採納企業可持續發展責任政策，通過組織更多活動或開展行動表明我們對氣候變化的重視，以此履行社會責任。

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During the reporting period, the primary climate-related opportunities and the corresponding financial impacts were as follows:

於報告期間，主要的氣候相關機遇及對應的財務影響如下：

Description of climate-related opportunities 氣候相關機遇的詳細描述	Financial Impact 財務影響
Resource efficiency 資源效率 - Reduce more packaging material usage 減少使用較多包裝材料 - Reduce water usage and consumption 減少水資源的使用及消耗	Operating cost reduces through efficiency gains and cost reductions 透過增益降本減少營運成本
Energy source 能源來源 - Use of lower-emission fuel sources 使用低排放燃料來源 - Use of supportive policy incentives 使用扶持性政策措施 - Use of new technologies 使用新技術	- Operating cost reduces through use of lowest cost abatement 透過使用低成本減排減少營運成本 - Returns on investment in low-emission technology 低排放技術投資回報
Products and services 產品及服務 - Development of climate adaptation and insurance risk solutions 制定氣候適應及保險風險解決方案 - Ability to diversify business activities 多元化業務活動的能力	Revenue increases through new solutions to adaptations needs, such as insurance risk transfer products and services 透過如保險風險轉移產品及服務等適應需求的新解決方案增加收入
Markets 市場 Access to new markets 進入新市場	Revenue increases through access to new and emerging markets 透過進入新的及新興市場增加收入

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Description of climate-related opportunities

氣候相關機遇的詳細描述

Resilience

彈性

- Participation in renewable energy programs and adoption of energy-efficiency measures
參與可再生能源計劃及採取節能措施
- Resource substitution or diversification
資源替代或多元化

Financial Impact

財務影響

- Market valuation increases through resilience planning, such as infrastructure, land and buildings
透過如基礎設施、土地及樓宇等彈性規劃增加市場估值
- Reliability of supply chain and ability to operate under various condition increase
供應鏈可靠性及在各種條件下營運的能力增強
- Revenue increases through new products and services related to ensuring resiliency
透過確保彈性相關的新產品及服務增加收入

Metrics and Target

Our Group adopts the key metrics to assess and manage climate-related risks and opportunities. The energy consumption and GHG emissions indicators are the key metrics used to assess and manage relevant climate-related risks where we consider such information to be material and crucial for evaluating the impact of our operation on global climate change during the reporting period. Our Group regularly tracks our energy consumption and GHG emissions indicators to assess the effectiveness of emission reduction initiatives, as well as set targets to contribute to our effort to have minimal impact on global warming.

The details of the time frames over which the target applies and the base year from which progress is measured are described in section A1: "Emissions" and section A2: "Use of Resources" of this Report. Our Group adopts an absolute target to manage climate-related risks, opportunities and performance.

衡量標準及目標

本集團採納關鍵衡量標準以評估及管理氣候相關風險及機遇。倘我們認為有關資料就我們業務於報告期間對全球氣候變化影響的評估而言屬重大及關鍵，則能源消耗及溫室氣體(GHG)排放指標乃用於評估及管理相關氣候相關風險的關鍵衡量標準。本集團定期追蹤能源消耗及溫室氣體排放指標以評估減排措施的效益，並設定目標，為盡量減低對全球變暖的影響作出貢獻。

有關目標涵蓋的時間框架及計量進展的基準年的詳情載於本報告第A1節「排放物」及第A2節「資源利用」。本集團已採納絕對目標以管理氣候相關風險及機遇以及表現。

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B. SOCIAL ASPECTS

B1. EMPLOYMENT

Quality talents are the Group's valuable assets for maintaining business sustainability. The Group has implemented practices in accordance with our "Staff Handbook" with respect to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and welfare and other benefits which comply with the Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China and other relevant laws and regulations of Hong Kong.

Equal opportunity

The Group places a high priority on achieving equality of opportunity for all employees in relation to all personnel matters including recruitment, training, promotion, transfer, benefits and dismissal. The dignity and individuality of each employee are respected, and the privacy and confidentiality of employee records are safeguarded. The performance of employees is assessed solely according to their individual ability to meet job requirements.

Promotion and appraisal

The Group offers internal promotion to employees, whenever possible, within the Group. Promotion to a higher grade normally depends on the availability of vacancy, individual performance and potential to take up the new position.

The Group provides an open, challenging and participative environment for all employees. We aim to provide opportunities for the development of the skills of employees to the fullest extent possible, consistent with the needs of the Group. Job performance is reviewed annually, and this serves as an opportunity for the supervisor to evaluate employee's performance in an objective and open manner, to discuss concerns, strengths and suggestions for further improvement. Employees' remuneration and pay scale adjustments are made reference to individual's performance and appraisal results, industrial standards and market trend.

B. 社會方面

B1. 僱傭

優秀人才是本集團維持業務可持續性的寶貴資產。本集團已根據「員工手冊」實施有關薪酬及解聘、聘用及晉升、工作時數、假期、平等機會、多元化、反歧視及福利及其他待遇方面的常規，所有資料及程序均遵守《中華人民共和國勞動法》、《中華人民共和國勞動合同法》及香港其他相關法律法規的規定。

平等機會

就包括聘用、培訓、晉升、轉崗、福利及離職在內的所有僱員事宜方面，本集團高度重視實現全體僱員機會均等。每名僱員的尊嚴及個性將獲得尊重及僱員的個人資料及隱私將得到保障。僱員的個人表現將僅依據彼等滿足工作要求的能力進行評估。

晉升及評估

本集團於適當時候為僱員提供本集團的內部晉升。晉升至更高職位級別通常取決於職位空缺、個人表現及擔任新職務的潛在能力。

本集團將為全體僱員提供一個可參與公開競爭的環境。我們旨在提供機會，盡可能以最大限度發展僱員符合本集團需求的技能。工作表現將進行年度檢討，而此為主管提供機會以客觀及公開方式評估僱員的表現，並討論有待改善的問題、能力及建議。僱員的薪酬及支付級別乃參照個人表現及評估結果、行業標準及市場趨勢作出調整。

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Employee welfare

For the Hong Kong subsidiaries, the Group offers special arrangements to employees to leave work early on important traditional days which are not public holidays such as the Mid-Autumn Festival, Winter Solstice, Christmas Eve and Chinese New Year's Eve. The Group regularly organises internal events to strengthen the sense of belonging within the Group and boost communication transparency among all levels of employees.

The Group strives to create a fair and inclusive workplace where all its employees are treated with dignity and respect. The Group provides equal opportunity in all aspects of employment and prohibits discrimination or harassment against any individual on their gender, age, nationality, marital status, disability, race, colour, religion and any other characteristics protected by the relevant laws.

The Group is in strict compliance with the relevant laws and regulations in the PRC and Hong Kong, including the Labour Law of the PRC, the Labour Contract Law of the PRC, the Employment Ordinance (Cap. 57 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong), the Sex Discrimination Ordinance (Cap. 480 of the Laws of Hong Kong) and the Race Discrimination Ordinance (Cap. 602 of the Laws of Hong Kong). During the reporting period, the Group was not aware of any material non-compliance with those applicable laws and regulations.

僱員福利

就香港附屬公司而言，本集團為僱員作出特別安排，以便僱員於並非屬公眾假期的重要傳統節日（如中秋節、冬至、平安夜及除夕）提早放工。本集團定期舉辦內部活動，以提升全體僱員於本集團的歸屬感，加強溝通透明度。

本集團致力於營造一個公平、包容的工作環境，讓所有員工均得到尊嚴和尊重。本集團在僱傭的各個方面提供平等機會，並禁止歧視或騷擾任何個人的性別、年齡、國籍、婚姻狀況、殘疾、種族、膚色、宗教及受相關法律保護的任何其他特徵。

本集團嚴格遵守中國及香港的相關法律及法規，包括《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《僱傭條例》（香港法例第57章）、《強制性公積金計劃條例》（香港法例第485章）、《性別歧視條例》（香港法例第480章）及《種族歧視條例》（香港法例第602章）。於報告期間，本集團並不知悉任何重大不遵守該等適用法律及法規的情況。

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B1.1 Total Workforce

As at 31 December 2024, the employee compositions (in percentage of employees) by gender, employment type, age group and geographical region were as follows:

B1.1 僱員總數

於二零二四年十二月三十一日，僱員的組成（以僱員百分比率計）按性別、僱傭類別、年齡組別及地理區域劃分如下：

Employee compositions	僱員組成	2024 二零二四年	2023 二零二三年
By gender	按性別劃分		
— Male	— 男性	36%	33%
— Female	— 女性	64%	67%
By age group	按年齡組別劃分		
— 30 or below	— 30歲或以下	10%	12%
— 31-40	— 31至40歲	30%	29%
— 41-50	— 41至50歲	37%	36%
— 51 or above	— 51歲或以上	23%	23%
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	3%	3%
— Middle management	— 中級管理層	7%	5%
— General	— 一般	89%	91%
— Contract/short term	— 合約／短期	1%	1%
By geographical region	按地理區域劃分		
— PRC	— 中國	95%	96%
— Hong Kong	— 香港	5%	4%

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B1.2 Employment Turnover Rate

Our Group's employee annual turnover rate breakdown by gender, age group and geographical region during the reporting period was as follows:

B1.2 僱員流失比率

本集團於報告期內按性別、年齡組別及地理區域劃分的僱員每年流失比率明細如下：

Employee turnover rate	僱員流失比率	2024 二零二四年	2023 二零二三年
By gender	按性別劃分		
— Male	— 男性	27%	20%
— Female	— 女性	22%	38%
By age group	按年齡組別劃分		
— 30 or below	— 30歲或以下	112%	113%
— 31-40	— 31至40歲	16%	32%
— 41-50	— 41至50歲	12%	13%
— 51 or above	— 51歲或以上	11%	18%
By geographical region	按地理區域劃分		
— PRC	— 中國	24%	32%
— Hong Kong	— 香港	9%	27%
Overall	整體	24%	32%

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B2. HEALTH AND SAFETY

The Group rigorously complies with the “Law of the People’s Republic of China on Work Safety” (《中華人民共和國安全生產法》) and other relevant laws and regulations of Hong Kong in order to maintain health and safety working environment. Employment safety rules is included in the Group’s Staff Handbook for regulating occupational health and safety and on-the-job training is provided for the employees in order to minimize the potential risk of accidents, injuries and exposure in relation to health risks.

The Guangzhou factory obtained Occupational Health and Safety Certification (ISO-45001) formulated by the International Organisation for Standardisation (“**ISO**”). Thus, there is effective guarantee of a healthy, safe and stable working environment. Daily operations are inspected by various departments according to the occupational health and safety requirements of the respective region. Any non-compliance will also be identified and rectified on a timely basis. For the Hong Kong office, we have implemented the Occupational Health and Safety Management System, and maintained the operations of the system to fulfil the requirements of OHSAS45001: 2018.

Besides, the Group has established the Environmental Health and Safety Steering Committee within the Occupational Safety and Hygiene Management Committee. The committee provides management support for the implementation of this policy and sufficient financial resources.

Furthermore, the Guangzhou factory has implemented several workplace safety policies so as to avoid fire and industrial accidents, these include:

- Fire-fighting facilities like fire extinguishers are well equipped.
- Designated staff conducts inspection from time to time so as to ensure the exit passageway is clear and unblocked.
- Fire drills are organized twice per year.

B2. 健康與安全

本集團嚴格遵守《中華人民共和國安全生產法》及香港其他相關法律及法規，以維持健康與安全的工作環境。本集團員工手冊已載有僱傭安全規則，以規範職業健康與安全，我們亦向僱員提供在職培訓，以盡量降低潛在事故及受傷風險以及相關健康風險。

廣州廠房已取得國際標準化組織（「**ISO**」）制定的職業健康安全認證（ISO-45001），為健康、安全、穩定的工作環境提供有力的保障。日常操作由各部門按相關地區的職業健康與安全規定進行檢查，並及時糾正發現的不遵守情況。就香港辦事處而言，我們推行職業健康和安全管理體系，並維持其運作以符合OHSAS45001：2018的規定。

另外，本集團已在職業安全及衛生管理委員會內部設立環境衛生及安全指導委員會。該委員會為本政策的實施提供管理支援及充足的財務資源。

此外，廣州廠房已推行多項工作場所安全政策，以避免火災及工業事故，包括：

- 已配備滅火筒等適當的滅火消防器材。
- 專責人員不時巡查以確保安全通道暢通無阻。
- 每年組織兩次火警演習。

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B2.1 Number and Rate of Work-related Fatalities

Below is our Group's number of work-related injuries and fatalities, and the rate of work-related injuries that occurred in each of the past three years:

Health and Safety 健康與安全	Unit 單位	2024 二零二四年	2023 二零二三年	2022 二零二二年
Work-related injuries 因工受傷	cases 例	2	9	6
Work-related fatalities 因工亡故	cases 例	-	-	-
Rate of work-related fatalities 因工亡故比率	%	-	-	-

B2.1 因工亡故的人數及比率

本集團於過往三年各年發生的因工受傷及死亡人數以及因工受傷比率如下：

B2.2 Lost Days due to Work Injury

Below is our Group's number of lost days due to work injury of the past three years:

Health and Safety 健康與安全	Unit 單位	2024 二零二四年	2023 二零二三年	2022 二零二二年
Lost days due to work injury 因工傷損失工作日數	days 天	74	193	43

B2.2 因工傷損失工作日數

本集團於過往三年的因工傷損失工作日數如下：

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B3. DEVELOPMENT AND TRAINING

The Group places a strong emphasis on the career development of individual employees. Employees are encouraged to keep abreast of the changing world and pursue continuing education, so as to cope with the rapidly changing society and meet the evolving corporate development needs.

The Group encourages its employees to participate in individual continuing education programs which are related to their job duties, strengthen the professional career training of its staff teams, promote the professional expertise of management teams and stimulate the potential abilities of employees. In addition, in order to enable new staff to fit into the Group and comprehend the Group's policy and corporate culture as soon as possible.

We provide basic orientation training for all new staff and provide its management personnel and employees with on-the-job education, training and other opportunities to improve their skills and knowledge. The Group continues to intensify its efforts to promote staff training programmes. This helps provide the necessary protection for talent reserves for corporate development.

B3. 發展及培訓

本集團一直重視僱員個人的事業發展，並鼓勵僱員要與時並進，持續進修，以應付社會日新月異的變化與企業急速發展的需要。

本集團鼓勵員工參與跟工作崗位相關的個人進修課程，加強員工隊伍的職業培訓，提升管理團隊的專業知識及激發員工的潛能。此外，為使新進員工能夠盡快融入本集團，了解本集團的政策和企業文化。

本集團為所有新員工提供入職基礎培訓，並向我們的管理人員及員工提供在職教育、培訓及其他機會，以提升彼等的技能及知識。本集團持續加強推行員工培訓課程，為企業的發展做好人才儲備提供必要的保障。

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B3.1 Percentage of Employees Trained

During the reporting period, the percentages of employees received training by gender and employment category were as follows:

Training	培訓	2024 二零二四年	2023 二零二三年
Percentage of employees trained	受訓僱員百分比		
By gender	按性別劃分		
— Male	— 男性	90%	91%
— Female	— 女性	97%	110%
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	114%	96%
— Middle management	— 中級管理層	82%	96%
— General	— 一般	96%	104%
— Contract/short term	— 合約／短期	0%	133%
Overall	總計	95%	104%

During the reporting period, the composition of employees received training by gender and employment category was as follows:

Composition of Employees Received Training	受訓僱員構成	2024 二零二四年	2023 二零二三年
By gender	按性別劃分		
— Male	— 男性	34.2%	29.3%
— Female	— 女性	65.8%	70.7%
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	3.7%	2.9%
— Middle management	— 中級管理層	6.0%	5.1%
— General staff	— 一般	90.2%	91.5%
— Contract/short term	— 合約／短期	—	0.5%

B3.1 受訓僱員百分比

於報告期內，按性別及僱傭類別劃分的受訓僱員百分比如下：

於報告期內，按性別及僱傭類別劃分的受訓僱員構成如下：

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B3.2 Average Training Hours Completed per Employees

During the reporting period, the average training hours by gender and employment categories were as follows:

Training	培訓	2024 二零二四年	2023 二零二三年
Average training hours (hours/employee)	平均受訓時數(時數/僱員)		
By gender	按性別劃分		
— Male	— 男性	64.1	73.8
— Female	— 女性	24.2	35.4
By employment category	按僱傭類別劃分		
— Senior management	— 高級管理層	59.9	60.6
— Middle management	— 中級管理層	46.1	54.4
— General	— 一般	14.6	14.6
— Contract/short term	— 合約/短期	—	20.0

B3.2 每名僱員完成受訓的平均時數

於報告期內，按性別及僱傭類別劃分的平均受訓時數如下：

B4. LABOUR STANDARDS

The Group strictly complies with International Labour Standards and the PRC's "Provision on the Prohibition of Using Child Labour" (《禁止使用童工規定》). Besides, no juveniles under 16 years old are recruited.

In order to maintain a harmonious labour relationship, the Group firmly eradicates any forced labour, employment discrimination and occupational discrimination. The Group protects the rights of staff in terms of providing rest and leave days according to relevant government laws and regulations. During the reporting period, the Group strictly complied with laws and regulations relating to employment and labour practices in the PRC and Hong Kong.

B4. 勞工準則

本集團嚴格遵守國際勞工準則及中國的《禁止使用童工規定》。此外，我們並無聘用年齡不滿16歲的童工。

為保持和諧的勞資關係，本集團堅決杜絕任何強迫勞動、聘用歧視及職業歧視。本集團會依照政府的相關法律及法規，保護員工休息及休假的權利。於報告期內，本集團嚴格遵守中國及香港的僱傭及勞工慣例相關法律法規。

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B5. SUPPLY CHAIN MANAGEMENT

The principal raw materials used in Guangzhou factory production mainly include ICs, PCBs, plastic, motors and batteries. At present, the majority of manufacturing materials are purchased domestically. The factory typically procures raw materials and components upon receipt of purchase orders from its customers.

In order to ensure that the raw materials and components procured are of the requisite standards, our Purchasing Department is responsible for procurement of raw materials, and managing the sourcing arrangement for our supply chain. An approved vendor list is maintained for our principal raw materials and components and the vendor list is reviewed periodically.

During the reporting period, the breakdown of suppliers by geographic region was as follows:

B5. 供應鏈管理

廣州廠房使用的主要原材料包括集成電路、印刷電路板、塑料、發動機及電池。目前，大部分生產材料購自國內。工廠一般於接獲客戶的採購訂單後採購原材料及組件。

為確保所採購的原材料及組件符合規定的標準，採購部負責採購原材料並管理供應鏈的採購安排。我們已為各種主要原材料及組件建立經認可供應商名單，並定期對其進行審查。

於報告期內，按地區劃分的供應商明細如下：

Number of suppliers	供應商數量	2024 二零二四年	2023 二零二三年
By geographic region	按地區劃分		
— Hong Kong	— 香港	182	213
— PRC	— 中國	194	165
— Taiwan	— 台灣	17	18
— Europe	— 歐洲	13	12
— USA	— 美國	6	6
— Australia	— 澳洲	1	1
— Israel	— 以色列	1	1
— Japan	— 日本	1	1
— Swaziland	— 瑞士	1	1
— Singapore	— 新加坡	1	1
— Cambodia	— 柬埔寨	1	1
Total	總數	418	420

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To enhance supply chain management, the Group has formulated management systems and regulates the supplier selection process to systematically evaluate and qualify new suppliers. This enables top notch suppliers to enter its supply system and become its qualified suppliers, thereby facilitating its stable procurement development. According to the Group's "Standard Operating Procedure" and quality management system relating to the supplier management process, the Group is to carefully manage and selects qualified suppliers and carries out regular evaluations to safeguard the quality of raw materials. Apart from the quality, the Group selects the suppliers based on the price, locations and flexibility. After the comparisons between various aspects, the supervisor of the department will choose the most suitable supplier and report to the Operation Director. Once non-compliance of the supplier is discovered, the supervisor of the department will inform the supplier to make corrective actions within a time limit. If no improvement is made, the supervisor of the department and the Operation Director have the right to terminate the cooperation.

Besides, we ensure our product delivery schedules are properly fulfilled, and establish a foundation for providing quality products to our customers. Customers become more concerned about environmental issues and stress the importance of using environmental-friendly materials. We will continue to communicate these demands with our suppliers, strengthen our cooperation with suppliers regarding their ability to deliver environmentally friendly materials, coordinate with them in sampling trials, and work with them to maximize societal benefits.

為加強供應鏈管理，本集團已制定管理制度及規範供應商甄選流程，對新供應商進行系統的評估及認可，使優秀的供應商能進入其供貨體系，成為其合資格供應商，以實現穩定的採購。根據本集團的《標準作業流程》及供應商管理流程相關的品質管理制度體系，本集團審慎管理及甄選合資格供應商，並定期進行考評，以確保原材料的品質。除質量外，本集團亦根據價格、地區位置及靈活性選擇供應商。部門主管在比較各方面後選擇最合適的供應商並向營運總監報告。一旦發現供應商不符合要求，部門主管及營運總監會通知供應商限期整改。如沒有改善，部門主管有權終止合作。

此外，我們會確保產品的交貨期，為向客戶提供優質產品奠定基礎。客戶對環境問題日益關注及重視使用環保材料。我們將繼續就該等需求與供應商溝通，加強與供應商在提供環保材料能力方面的合作，配合供應商進行樣品試驗，與供應商攜手致力實現社會效益最大化。

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B6. PRODUCT RESPONSIBILITY

The Group is committed to supplying quality products and providing quality services that consistently meet or even exceed our customers' expectations. The Group has placed a strong emphasis on quality assurance and adopted stringent quality assurance procedures at different stages of its business operation including the pre-production process, the procurement of raw materials and components, the monitoring of production processes and the inspections of finished products to ensure the qualities meet our standards.

B6.1 Percentage of Total Products Sold or Shipped subject to Recalls

During the reporting period, neither the products sold nor shipped (2023: nil) were subject to recalls for safety and health reasons.

B6.2 Customer Relationship Management

Customer satisfaction is the foundation of an enterprise's competitiveness, and the Group is to continuously strive to improve on this aspect. The Group has a customer-oriented focus and strives to provide high quality products and services by continuously addressing the concerns customers are looking for. A policy "Communication and Service with Customers Manual" (《與顧客的溝通及服務控制程序》) has been set to standardize the procedure for customer communication in order to promote operational consistency and faster responsiveness to customers' changing needs. The Group collects customers' feedback relating to its products which is used as an important reference in its constant efforts to improve product quality and promote customer satisfaction. The Group is always trying to improve and handle the complaints or feedback quickly to resolve any issues. A Customer Services Department has been set up to maintain ongoing communication with customers and ensure the Group can provide excellent service. During the reporting period, 6 cases (2023: 11) of products-related complaints were received by the Group.

B6. 產品責任

本集團致力提供滿足甚至超越客戶期望的優質產品及服務。本集團重視質量檢定，並在生產作業各環節（包括生產前工序、原材料和組件採購、生產工序監察及製成品檢查等）採取嚴格的質量檢定程序，以確保質量符合我們的標準。

B6.1 已售或已運送產品總數中須回收的百分比

於報告期內，概無已售或已運送產品（二零二三年：無）因安全與健康理由而須回收。

B6.2 客戶關係管理

客戶滿意度乃企業競爭力的基礎，本集團持續致力提升客戶的滿意度。本集團堅持客戶至上的原則，通過不斷了解顧客的需求，為其提供優質的產品和服務。本集團已制定《與顧客的溝通及服務控制程序》，通過標準化客戶溝通的程序，提升經營的一致性及更快速響應不斷變化的客戶需求。本集團收集客戶對產品的反饋意見，作為不斷提高產品質量和提升客戶滿意度的重要參考。本集團一直致力快速改善及處理客戶的投訴或反饋，解決客戶提出的問題。本集團設有客戶服務部，與客戶長期保持溝通，確保為客戶提供優質服務。於報告期內，本集團接獲6起（二零二三年：11起）與產品有關的投訴。

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The Group responded to the cases immediately and explained to the clients. The situation has improved after the adjustment of the working schedule of employees and the increase in consumer service training.

B6.3 Intellectual Property

Our legal department is in charge of protecting our intellectual property. In addition to highlighting and protecting intellectual property and ensuring we respect the intellectual property of others; we protect the fair competition environment and comply with industry standards and criteria. During the reporting period, the Group had not experienced any infringement of its intellectual property rights by third parties. In addition, the Group was not involved in any material violation, litigation or legal proceedings for violation of intellectual property rights during the reporting period.

B6.4 Quality Assurance

The Group's production facilities have been successfully transited to the new version of Quality management systems ISO-9001:2015 and IATF-16949:2016 certified for the manufacture of printed circuit board assemblies since 2011. Moreover, the updates of the two certificates have been obtained in December 2023. In addition, the Guangzhou factory was ISO-13485:2016 certified for Medical Devices certified 2013 and during the reporting period.

本集團已立即回應該等事件並向客戶解釋。在調整僱員的工作時間及增加消費者服務培訓後，情況已有所改善。

B6.3 知識產權

我們的知識產權保障由法務部負責。我們除重視及保護知識產權，尊重他人的知識產權外，亦維護公平競爭環境，以及遵守行業標準與規範。於報告期內，本集團並無遇上第三方侵犯其知識產權的事件。另外，於報告期內，本集團並無涉及任何侵犯知識產權的重大違規、訴訟或法律程序。

B6.4 質量檢定

本集團的生產設施自二零一一年起成功過渡至新版質量管理體系ISO-9001:2015及印刷電路板組件生產的IATF-16949:2016認證。此外，兩項認證已於二零二三年十二月更新。另外，廣州廠房於二零一三年及報告期內，通過醫療器械ISO-13485:2016認證。

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The Guangzhou factory has a team that is responsible for quality control and quality assurance. It also has an independent quality assurance department that reports directly to the top management on product quality matters.

Quality assurance functions are performed throughout the production processes from the raw materials and components procurement stages to product delivery stages, with an aim to ensure that the products can meet the required national standards and certain industry standards applicable to such products. Industry standards for products adopted by the factory mainly include:

- (i) IPC-A-610F Acceptability of Electronics Assemblies for PCBA workmanship requirements;
- (ii) RoHS (Restriction of Hazardous Substances Directives 2002/95/EC); and
- (iii) REACH (Registration, Evaluation, Authorisation and Restriction of Chemical Substances).

Our products are also in compliance with various international safety standards including:

- (i) FCC standards — product standards which are applicable to telephone and IT;
- (ii) UL standards — standards for product safety;
- (iii) CSA standards — standards for product safety and performance;
- (iv) China Compulsory Certification — a mandatory certification system concerning product safety in China; and
- (v) CE — European Union consumer safety, health or environmental requirements.

廣州廠房有一支團隊負責質量控制及質量檢定。廣州廠房亦設有一個獨立的質量檢定部門，直接向最高管理人員匯報產品質量事宜。

從原材料及組件採購階段至產品付運階段的整個生產工序，都一一履行質量檢定，確保產品達致規定的國家標準及有關產品適用的行業標準。該廠房就產品採納的行業標準包括：

- (i) PCBA工藝要求的IPC-A-610F電子組件可接受性；
- (ii) 有害物質禁用指令 (RoHS2002/95/EC)；及
- (iii) 化學品註冊、評估、授權及限制法規(REACH)。

我們的產品亦符合多項國際安全標準，包括：

- (i) FCC標準 — 適用於電話及資訊科技的產品標準；
- (ii) UL標準 — 產品安全標準；
- (iii) CSA標準 — 產品安全及性能標準；
- (iv) 中國強制性產品認證 — 有關中國產品安全的強制性產品認證制度；及
- (v) CE — 歐盟消費者安全、健康或環境規定。

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Most of our products and services that are provided to our customers are mainly environmentally friendly and lesser-impacts-to-climate. In addition, Green Purchasing Policies adopted for the selection of raw materials for our manufacturing which are conforming to legislative requirements of RoHS and REACH.

我們為客戶提供的大部分產品及服務主要是環保及對氣候的影響較小的。此外，就用於生產的原材料選擇而言，我們採納了綠色採購政策，符合RoHS及REACH的法律要求。

B6.5 Consumer Data Protection

The Group puts great emphasis on protecting customer privacy and implements stringent internal management for marketing activities to safeguard customer information security. Only authorized staff is allowed to handle the private consumer data, and consent must be obtained from the Board to provide the consumer data to the externals. If the consumer data is leaked, the Group may pursue legal responsibility for the relevant staff.

B6.5 消費者資料保障

本集團重視保護客戶的私隱，在營銷活動中嚴格推行內部管理，保障客戶的資訊安全。只有獲授權的員工能處理消費者的個人資料，對外提供消費者資料須事先經董事會同意。如消費者資料被洩露，本集團可追究相關人員的法律責任。

B7. ANTI-CORRUPTION

As corruption is detrimental to fair competition and corporate integrity, anti-corruption has become one of the main corporate business ethics principles for many of the world's premier enterprises. We advocate honest operation and fair competition. Besides, we require our staff to comply with the national laws and regulations, as well as the Group's regulations in relation to anti-corruption practices. To promote compliance in the workplace, we also focus on anti-corruption and anti-bribery principles for staff.

B7. 反貪污

貪污行為損害公平競爭，破壞企業誠信，反貪污是企業主要商業道德原則之一，並已成為全球優秀企業的共識。我們提倡誠實經營及公平競爭，同時要求員工遵守有關反貪污的國家法律法規及本集團規章制度。我們亦重視向員工宣傳反貪污及反賄賂原則，在工作中貫徹合規文化。

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B7.1 Number of Concluded Legal Cases Regarding Corrupt Practices

During the reporting period, the Group did not receive any non-compliance (2023: nil) with relevant laws and regulations related to anti-corruption.

B7.2 Preventive Measures and Whistle-blowing Procedures

As part of the Group's efforts to make anti-corruption an important corporate management culture, it sets up whistle-blowing channels to help prevent any misconduct, malpractice and irregularities. All staff must comply with the Group's business code of conduct, which aims to prevent corruption from a system perspective. The Group also continues to improve its internal control and monitoring system. If problems are identified, the Group will take immediate corrective action and have a zero-tolerance approach to corruption in order to prevent irregularities.

B7.1 已審結的貪污訴訟案件的數目

於報告期內，本集團並無知悉任何違反反貪污相關法律及規例的違規行為(二零二三年：無)。

B7.2 防範措施及舉報程序

本集團將反貪污作為企業管理文化的一項重要工作，並設立舉報通道以協助防範不當行為、舞弊及不合規行為。所有員工必須遵守本集團制定的商業行為守則，從制度上防止貪污。本集團亦不斷完善內部控制及監督制度。一旦發現問題，本集團將立即處理，對貪污零容忍，致力杜絕不合規行為。

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B7.3 Anti-corruption Training Provided to Directors and Staff

The Group provided training sessions on anti-corruption to the directors and staff. At the end of the reporting period, the number of employees received anti-corruption training and the training hours by employment category were as follows:

Anti-corruption training		2024 二零二四年	2023 二零二三年
Number of employees received training	受訓僱員人數		
— Board of directors	— 董事會	—	—
— Senior management	— 高級管理層	15	12
— Middle management	— 中級管理層	34	31
— General staff	— 一般員工	691	740
Total employees	僱員總數	740	783
Number of training hours	受訓時數		
— Board of directors	— 董事會	—	—
— Senior management	— 高級管理層	25	19
— Middle management	— 中級管理層	67	61
— General staff	— 一般員工	1,377	1,475
Total training hours	總受訓時數	1,469	1,555

B7.3 向董事及員工提供的反貪污培訓

本集團向董事及員工提供反貪污培訓課程。於報告期末，按僱傭類別劃分的接受反貪污培訓的僱員人數及受訓時數載列如下：

B8. COMMUNITY INVESTMENT

B8.1 Focus Areas of Contribution

In terms of community involvement, the Group continues to organize a corporate social responsibility program in order to encourage employees to participate in community services and contribute to the care needs of the community. For the Shanghai office, the company places social responsibility on the importance of business development.

During the reporting period, the Group has applied “The Caring Company Scheme 2023/24” which is organised by The Hong Kong Council of Social Service (HKCSS). We look forward to having cross-sectoral dialogue opportunities, enabling us to gain a comprehensive understanding of the community’s needs. By engaging in these dialogues, we can align our corporate social responsibility (CSR) efforts with the specific requirements of the community, thereby maximizing our impact.

B8. 社區投資

B8.1 專注貢獻範疇

在社區參與方面，本集團繼續推進企業社會責任計劃，鼓勵僱員參與社區服務，關愛弱勢群體。至於上海辦事處，本公司注重社會責任對業務發展的重要性。

於報告期內，本集團已申請由香港社會服務聯會組織的「2023/24年度商界展關懷計劃」。我們期望透過與不同界別的對話，全面了解社會的需要。通過參與該等對話，我們可使我們的企業社會責任工作與社區的具體要求保持一致，從而最大限度地發揮我們的影響力。

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B8.2 Resources Contributed

As part of our efforts to promote education, the Guangzhou factory has established the “migrant workers’ child education subsidize program” to support the education of the worker’s children. The table below shows the number of migrant workers who benefited from the “migrant workers’ child education subsidize program” and the total amount subsidized to them:

Community Investment 社區投資	Unit 單位	2024 二零二四年	2023 二零二三年
Number of migrant workers benefited 受益民工人數	people 人	246	228
Total amount of subsidy to the workers 工人補貼總額	RMB 人民幣元	249,000	228,000

The Group also supports community development by cash donations. The table below summarises the cash donated by the Group to different charities during the previous reporting period:

Cash Donation 現金捐贈	Unit 單位	2024 二零二四年	2023 二零二三年
The Hong Kong Council of the Church of Christ — Partnership Fund for the Disadvantaged 基督教會香港區會 — 攜手扶弱基金	HKD 港元	250,000	250,000
HONG KONG FAMILY — TOGETHER WE BUILD RESILIENCE 香港家庭 — 共同創建堅定不移	HKD 港元	46,122	-
The Hong Kong Council of Social Service — Invitation to Donate in Support of the Caring Company Scheme 香港社會服務聯會 — 邀請捐款支持 商界展關懷計劃	HKD 港元	1,000	-
Total 總計	HKD 港元	297,122	250,000

B8.2 所動用資源

為促進教育，廣州工廠成立「民工子女教育補貼計劃」，以支持工人子女的教育。從「民工子女教育補貼計劃」受益的民工人數及補貼總額載於下表：

本集團亦透過現金捐贈來支持社區發展。下表概述本集團於上一報告期內向不同慈善機構捐贈的現金款項：

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KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored	“Supply Chain Management”	112
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	「供應鏈管理」	
KPI B5.4	Descriptions of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored	“Supply Chain Management”	113
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	「供應鏈管理」	

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Subject areas, aspects, general disclosures and Key Performance Indicators (KPIs)

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「產品責任」

KPI B6.1

Percentage of total products sold or shipped
subject to recalls for safety and health reasons

No product sold or shipped
was subject to recall for safety
and health reasons during the
reporting period

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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

於報告期內沒有已售或已運送產
品因安全與健康理由而須回收

KPI B6.2

Number of products and service-related
complaints received and how they are dealt
with

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「產品責任 — 客戶關係管理」

KPI B6.3

Description of practices relating to observing
and protecting intellectual property rights

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描述與維護及保障知識產權有關的慣例

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Description of quality assurance process and
recall procedures

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描述質量檢定過程及產品回收程序

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Description of consumer data protection and
privacy policies, how they are implemented
and monitored

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描述消費者資料保障及私隱政策，以及相關執
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ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

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關鍵績效指標 B7.1	於報告期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果	「反貪污」	
KPI B7.2	Description of preventive measures and whistle — blowing procedures, how they are implemented and monitored	“Anti-corruption”	118
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	「反貪污」	
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REPORT OF THE DIRECTORS

董事會報告

The Board is pleased to present their report together with the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. Details of the principal activities and other particulars of the Company's subsidiaries are set out in note 22 to the consolidated financial statements. There were no significant changes in the nature of the Group's principal activities during the year.

BUSINESS REVIEW

Overview

Details of (i) business review; (ii) principal risks and uncertainties; (iii) future development of the Group's business; (iv) the Company's environmental policies and performance; and (v) the Company's compliance with the relevant laws and regulations that have a significant impact on the Company, are set out respectively in the "Business overview", "Key risks and uncertainties", "Prospects", "Environmental, social and corporate responsibility" and "Compliance with laws and regulations" sections under "Management Discussion and Analysis" of the annual report.

An analysis of the Group's performance during the Year using financial key performance indicators is set out in the Group's Five-year Financial Summary on pages 274 to 275 of this annual report.

The Group has complied with all relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. Details of discussion of the Group's environmental policies and performance are set out in this Environmental Social and Governance (ESG) Report.

董事會欣然提呈董事會報告及本集團截至二零二四年十二月三十一日止年度的經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務及其他細節的詳情載於綜合財務報表附註22。本年度內，本集團之主要業務性質並無任何重大變動。

業務回顧

概覽

有關(i)業務回顧；(ii)主要風險及不明朗因素；(iii)本集團業務未來發展；(iv)本公司的環境政策及表現；及(v)本公司就對本公司產生重大影響的相關法律及法規的合規情況之詳情分別載於本年報「管理層討論及分析」內「業務回顧」、「主要風險及不明朗因素」、「前景」、「環境、社會及企業責任」及「遵守法律及法規」各節。

以主要財務表現指標對本集團於本年度之表現作出之分析，載於本年報第274至275頁本集團之五年財務概要。

本集團已遵守所有與其業務有關的法律及法規，包括健康及安全、工作環境、就業及環境。有關本集團環境政策及表現的討論詳情載於本環境、社會及管治報告內。

REPORT OF THE DIRECTORS

董事會報告

The Group understands the success of the Group's business depends on the support from its key stakeholders, including employees, customers, suppliers, banks, regulators and shareholders. The Group will continue to ensure effective communication and maintain good relationship with each of its key stakeholders.

During the year, as far as the Board is aware, there was no material non-compliance with applicable laws and regulations by the Group that has a significant impact on the Group's business and operations.

RESULTS AND DIVIDEND

The Group's loss for the year ended 31 December 2024 and the Group's financial position at that date are set out in the audited consolidated financial statements on pages 151 to 154.

The Board does not recommend the payment of a dividend for the year ended 31 December 2024 (2023: Nil).

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements is set out on pages 274 to 275. This summary does not form part of the audited consolidated financial statements in this annual report.

CHARITABLE DONATIONS

Charitable donations made by the Group during the Year amounted to approximately HK\$0.3 million (2023: HK\$250,000).

SHARE CAPITAL

Details of movements in the Company's share capital during the Year are set out in note 35 to the consolidated financial statements in this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association or the laws of the Cayman Islands, the jurisdiction in which the Company was incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

本集團深明本集團業務的成功有賴主要持份者的支持，包括僱員、客戶、供應商、銀行、監管機構及股東。本集團將繼續確保與各主要持份者保持有效溝通及維繫良好關係。

就董事會所知悉，本集團於年內並無出現對本集團業務及經營有重大影響的重大不遵守適用法律及法規的情況。

業績及股息

本集團截至二零二四年十二月三十一日止年度之虧損及本集團於該日之財務狀況載於第151至154頁之經審核綜合財務報表。

董事會不建議派發截至二零二四年十二月三十一日止年度之股息(二零二三年：無)。

財務概要

本集團過去五個財政年度之已刊發業績與資產、負債及非控股權益之概要載於第274至275頁，乃摘錄自經審核綜合財務報表。該概要並非本年報中經審核綜合財務報表一部分。

慈善捐款

本集團於本年度內作出的慈善捐款達約300,000港元(二零二三年：250,000港元)。

股本

本公司股本於本年度之變動詳情載於本年報綜合財務報表附註35。

優先購買權

本公司組織章程細則或本公司註冊成立所在司法權區開曼群島之法例均無任何有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股份。

REPORT OF THE DIRECTORS

董事會報告

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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of the subsidiaries during the year ended 31 December 2024.

RESERVES

The Company's reserves available for distribution comprise share premium and accumulated losses/retained profits. Under the Companies Law of the Cayman Islands and the provisions of the Memorandum and Articles of Association of the Company, the Company's share premium account may be applied by the Company in paying distributions or dividend to shareholders of the Company provided that immediately following the date on which the distribution or dividend is proposed to be paid, the Company shall be able to pay its debts as they fall due in the ordinary course of business.

As at 31 December 2024, the Company's distributable reserve was approximately HK\$127.2 million.

RELATED PARTIES TRANSACTIONS

Related parties transactions of the Group during the Year are disclosed in note 43 to the consolidated financial statements in this annual report. None of such related party transactions constitutes connected transaction which is subject to the reporting, annual review, announcement and/or shareholders' approval requirements under Chapter 14A of the Listing Rules.

購買、贖回或出售本公司之上市證券

於截至二零二四年十二月三十一日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

本公司之可供分派儲備包括股份溢價及累計虧損／保留溢利。根據開曼群島公司法及本公司組織章程大綱及細則條文，本公司可動用其股份溢價賬，以向本公司股東作出分派或派付股息，惟於緊隨建議分派或派付股息當日後，本公司須有能力支付日常業務中到期之債務。

於二零二四年十二月三十一日，本公司可供分派儲備約為127,200,000港元。

關連方交易

本集團於本年度之關連方交易乃於本年報之綜合財務報表附註43披露。該等關連方交易概無構成須遵守上市規則第14A章項下申報、年度審閱、公告及／或股東批准規定的關連交易。

REPORT OF THE DIRECTORS

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, total sales to the Group's five largest customers accounted for approximately 83.8% of the Group's sales for the Year and sales to the largest customer included therein amounted to 53.8%. Total purchases from the Group's five largest suppliers accounted for approximately 22.7% of the Group's cost of sales.

None of Directors, their associates or any substantial shareholder (which to the knowledge of the directors own more than 5% of the listed issuers share capital) has any interest in the Group's five largest suppliers and customers.

EMOLUMENT POLICY

The Remuneration Committee was established for reviewing the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices. The Company has also adopted a share option scheme to provide additional incentive to its employees. For details, please see the section headed "Share Option Scheme" below.

主要客戶及供應商

於本年度內，本集團五大客戶之總銷售額佔本集團於本年度銷售額之約83.8%，其中最大客戶之銷售為53.8%。本集團五大供應商之總購買額佔本集團銷售成本之約22.7%。

概無董事、其聯繫人士或任何主要股東（就董事所知，擁有上市發行人股本逾5%者）於本集團五大供應商及客戶擁有任何權益。

薪酬政策

薪酬委員會之設立旨在根據本集團之經營業績、個人表現及可作比較之市場慣例，檢討本集團之薪酬政策及所有董事及高級管理層之薪酬架構。本公司亦採納了購股權計劃為員工提供額外激勵。詳細信息請參閱以下「購股權計劃」一節。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS

The Directors of the Company during the Year and up to the date of this report are:

Executive Directors:

Mr. Lin Dailian (*Chairman*)

Ms. Lin Xiaoshan

Mr. Liu Zhiwei

Ms. Bian Sulan

Mr. Wang Qi (appointed on 24 September 2024)

Independent non-executive Directors:

Mr. Li Huiwu

Mr. Wu Chi King

Ms. Zhang Xiulin

In accordance with Article 108(a) of the Articles of Association of the Company and code provision A.4 of the Code under Appendix 14 of the Listing Rules, Mr. Wang Qi, Mr. Liu Zhiwei, Mr. Lin Dailian and Ms. Lin Xiaoshan will retire by rotation at the forthcoming annual general meeting and, being eligible, will offer themselves for re-election.

The Company has received confirmations of independence from Mr. Li Huiwu, Mr. Wu Chi King and Ms. Zhang Xiulin, and as at the date of this annual report, the Company still considers them to be independent.

董事

於本年度及截至本報告日期，本公司董事為：

執行董事：

林代聯先生(主席)

林曉珊女士

劉志威先生

卞蘇蘭女士

王琪先生(於二零二四年九月二十四日獲委任)

獨立非執行董事：

李慧武先生

胡子敬先生

張秀琳女士

據本公司組織章程細則第108(a)條及上市規則附錄十四項下守則第A.4條守則條文，王琪先生、劉志威先生、林代聯先生及林曉珊女士將於應屆股東週年大會上輪值退任，且彼等均符合資格及願意重選連任。

本公司已接獲李慧武先生、胡子敬先生及張秀琳女士發出之獨立身份確認書，於本年報日期，本公司仍認為彼等屬獨立人士。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' BIOGRAPHIES

Biographical details of the Directors of the Group are set out on pages 53 to 56 of this annual report.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

REMUNERATION OF THE DIRECTORS AND FIVE INDIVIDUAL WITH HIGHEST EMOLUMENTS

Details of the Directors' remuneration and the five highest paid individuals in the Group are set out in notes 14 and 15 to the consolidated financial statements in this annual report.

No Director has waived or has agreed to waive any emoluments during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group subsisted at the end of the Year or at any time during the Year to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party.

MANAGEMENT CONTRACTS

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

董事履歷

本集團董事之履歷詳情載於本年報第53至56頁。

董事服務合約

擬於應屆股東週年大會上重選連任之董事概無與本公司訂立任何本公司不得於一年內終止而不作出補償(法定補償除外)之服務合約。

董事的薪酬及五名最高薪人士

有關本集團董事的薪酬及五名最高薪人士的詳情載於本年報綜合財務報表附註14及15。

截至二零二四年十二月三十一日止年度，概無董事已放棄或同意放棄任何酬金。

董事之合約權益

董事概無於任何由本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立對本集團業務而言屬重大、且於本年度年結日或本年度任何時間內依然存續之合約中，直接或間接擁有重大權益。

管理合約

本年度內並無訂立或存在任何涉及本公司全部或任何重大部分業務之管理及行政之合約。

REPORT OF THE DIRECTORS

董事會報告

PERMITTED INDEMNITY PROVISION

Under Article 191 of the Company's Articles of Association, the directors 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 shall or may incur or sustain 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, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may be attached to any of them. Such permitted indemnity provision is currently in force and was in force throughout the financial year.

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

As at 31 December 2024, no interests and short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) were held by the Directors and chief executives of the Company which are required (i) 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 were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of the Company contained in the Listing Rules to be notified to the Company and the Stock Exchange.

As at 31 December 2024, neither the Directors nor the chief executive of the Company which has an interest or a short position in the shares of the Company (the “Shares”) or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

許可彌償條文

根據本公司組織章程細則第191條，董事將獲得以本公司資產及溢利作為彌償及擔保，使其不會因彼等或彼等任何一方於執行其各自的職務的職責或假定職責期間或關於執行職責而作出、同意或遺漏的任何行為而將會或可能招致或蒙受的一切訴訟、成本、收費、損失、損害賠償及開支而蒙受損害，唯該彌償不得涉及任何有關任何欺詐或不誠實行為的事宜。該許可彌償條文目前已生效，並在整個財政年度生效。

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券之權益及淡倉

於二零二四年十二月三十一日，各董事及本公司之主要行政人員並無於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須(i)根據證券及期貨條例第XV部第7及8分部條文知會本公司及聯交所（包括根據證券及期貨條例之有關條文被當作或被視為擁有之權益及淡倉）；(ii)根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)根據上市規則所載本公司董事進行證券交易的標準守則知會本公司及聯交所之權益及淡倉。

於二零二四年十二月三十一日，概無董事或本公司之主要行政人員於在本公司股份（「股份」）或本公司相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司披露之權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

Upon the completion of Right Issue on 23 November 2021 and the share consolidation effective on 30 March 2023, the adjustment in relation to the Right Issue and share consolidation, total 533,309 options are granted to one executive director of the Company and adjusted exercise price of HK\$3.46 per Shares with an exercise period of 28 July 2021 to 27 January 2026.

On 3 November 2023, total 3,450,582 options are granted to two executive Directors of the Company to subscribe for Shares upon exercise of such share options at an exercise price of HK\$2.5 per shares with an exercise period of 3 November 2024 to 2 November 2026.

於二零二一年十一月二十三日供股完成及於二零二三年三月三十日股份合併生效，就供股及股份合併作出調整後，共向本公司一名執行董事授出533,309份購股權，其經調整行使價為每股3.46港元，行使期為二零二一年七月二十八日至二零二六年一月二十七日。

於二零二三年十一月三日，共向本公司兩名執行董事授出3,450,582份購股權，於行使該等購股權後可認購股份，行使價為每股2.5港元，行使期為二零二四年十一月三日至二零二六年十一月二日。

Name	Capacity	Number of underlying shares held/interested pursuant to Share Options	Long or short position	Percentage of issued share capital of the Company
		根據購股權持有／ 擁有權益的 相關股份的數目		佔本公司 已發行股本百分比
Lin Dailian 林代聯	Beneficial Owner 實益擁有人	2,258,600	Long position 好倉	1.01%
Bian Sulan 卞蘇蘭	Beneficial Owner 實益擁有人	1,725,291	Long position 好倉	0.77%

Save as disclosed above, as at 31 December 2024, to the knowledge of the Board, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be: (i) 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 the Directors and chief executive were taken or deemed to have under such provisions of the SFO); (ii) recorded in the register kept by the Company pursuant to Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二四年十二月三十一日，據董事會所知，董事或本公司主要行政人員概無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、相關股份及債權證中，擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所的任何權益或淡倉（包括董事及主要行政人員根據證券及期貨條例相關條文被視作有或被視為擁有的權益或淡倉）；(ii)根據證券及期貨條例第352條記錄於本公司須存置的登記冊內的任何權益或淡倉；或(iii)根據標準守則須知會本公司及聯交所的任何權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

INTEREST AND/OR SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS OF THE COMPANY IN THE SHARES AND UNDERLYING SHARES

As at 31 December 2024, the register of substantial shareholders maintained by the Company pursuant to section 336 of Part XV of the SFO shows the following shareholders had notified the Company of relevant interests, being 5% or more of the issued share capital of the Company.

本公司主要股東於股份及相關股份之權益及／或淡倉

於二零二四年十二月三十一日，按根據證券及期貨條例第XV部第336條本公司須存置之主要股東登記冊所記錄，下列股東已知會本公司其相關權益（即佔本公司已發行股本5%或以上）。

Name 姓名／名稱	Capacity 身份	Number of shares held 所持股份數目	Long or short position 好倉或淡倉	Percentage of Issued Share Capital of the Company 佔本公司已發行 股本百分比 31 December 2024 二零二四年 十二月三十一日
CES Development Limited (Note 1) 中儲能發展有限公司(附註1)	Beneficial Owner 實益擁有人	51,760,000	Long position 好倉	23.08%
Mr. Chen Dezhu 陳德柱先生	Held by controlled corporation 由受控制法團持有	51,760,000	Long position 好倉	23.08%
China DIFI Holdings Limited (Note 2) 中國數字金融控股有限公司(附註2)	Beneficial Owner 實益擁有人	9,028,000	Long position 好倉	4.03%
Mr. Wang Qi 王琪先生	Held by controlled corporation 由受控制法團持有	9,028,000	Long position 好倉	4.03%

Note:

1. CES Development Limited (formerly known as China New Retail Holding Group Limited), which is a company incorporated in Hong Kong with limited liabilities, is wholly owned by Mr. Chen Dezhu.
2. China DIFI Holdings Limited (formerly known as China Southern International Holdings Ltd.) which is a company incorporated in Hong Kong with limited liabilities, which hold by Mr. Wang Qi (being an executive Director), Mr. Zhang Zhikui and Ms. Sun Lingling of holding approximately 33%, 34% and 33% respectively.

附註：

1. 中儲能發展有限公司(前稱中國新零售控股集團有限公司)為一家於香港註冊成立的股份有限公司，由陳德柱先生全資擁有。
2. 中國數字金融控股有限公司(前稱China Southern International Holdings Ltd.)為一間於香港註冊成立的有限公司，由王琪先生(執行董事)、Zhang Zhikui先生及Sun Lingling女士分別持有約33%、34%及33%權益。

Save as disclosed above, as at 31 December 2024, to the knowledge of the Directors, no other person (other than a Director or chief executive of the Company) had, or were deemed or taken to have interest or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於二零二四年十二月三十一日，據董事會所知，概無人士(董事或本公司主要行政人員除外)於股份或相關股份中擁有或被視為或被視作擁有根據證券及期貨條例第XV部第2及第3分部須向本公司披露或根據證券及期貨條例第336條記錄於本公司須存置之登記冊內的任何權益或淡倉。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR 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, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

COMPETING INTERESTS

During the Year, none of the Directors or controlling shareholders of the Company nor their respective associates is considered to have interests in a business that competes or is likely to compete, either directly or indirectly, with the businesses of the Group other than those businesses where the Directors have been appointed or were appointed as Directors to represent the interests of the Company.

THE SHARE OPTION SCHEME

On 10 March 2020, the Company has passed the resolution in a shareholders' meeting for the termination of the share option scheme adopted on 31 December 2010 (the **"2010 Share Option Scheme"**) and the adoption of a new share option scheme (the **"2020 Share Option Scheme"**) for the purpose of providing incentives and rewards to eligible participants (i.e. any director or employee (whether full time or part time), executives or officers, any advisers, consultants, suppliers, customers, any of the subsidiaries and agents of the Group) who contribute to the success of the Group's operations. The 2020 Share Option Scheme became effective on 10 March 2020 and will remain valid until 10 March 2030. The participants of the 2020 Share Option Scheme may include directors, employees, consultants, professionals, customers, suppliers, agents, business or joint venture partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company. An offer shall be deemed to have been accepted within 21 days from the date on which an option is offered to an eligible participant and a non-refundable payment of HK\$1.00 in favour of the Company as consideration for the grant thereof. The subscription price for any share under the 2020 Share Option Scheme will be a price determined by the Board at its absolute discretion and notified to each grantee and will be not less than the highest of (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option; (ii) an amount equivalent to the average closing price of the share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and (iii) the nominal value of a share on the date of the grant.

董事購買股份或債券之權利

本公司於本年度內任何時間概無向任何董事或彼等各自之聯繫人士授出可藉收購本公司股份或債券而獲益之權利，而彼等亦無行使任何該等權利；或本公司、其控股公司或其任何附屬公司或同系附屬公司概無訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

競爭權益

於本年度內，概無董事或本公司控股股東或彼等各自之聯繫人士被視為於與本集團業務直接或間接構成或可能構成競爭之業務（董事獲委任或曾獲委任為董事以代表本公司權益之業務除外）中擁有權益。

購股權計劃

於二零二零年三月十日，本公司於股東會議通過決議案，終止二零一零年十二月三十一日採納的購股權計劃（「二零一零年購股權計劃」）及採納新購股權計劃（「二零二零年購股權計劃」），以獎勵及回報為本集團經營之成功作出貢獻之合資格參與者（即董事或僱員（無論全職或兼職）、行政人員或高級職員、任何顧問、諮詢人、供應商、客戶、本集團任何附屬公司及代理）。二零二零年購股權計劃自二零二零年三月十日起生效，將一直有效，直至二零三零年三月十日為止。二零二零年購股權計劃的參與者可包括本集團或本集團持有權益的公司或該公司的附屬公司的董事、僱員、顧問、專業人士、客戶、供應商、代理、業務或合營夥伴、諮詢人及承包商。倘本公司向合資格參與者提呈購股權當日起計21日內連同以本公司為受益人的不可退還付款1.00港元作為授出購股權的代價，則要約被視為已接納。二零二零年購股權計劃項下任何股份的認購價將為董事會全權酌情釐定的價格並告知各承授人，惟將不低於以下各項的最高者：(i) 股份於相關購股權授出日期在聯交所每日報價表所列的收市價；(ii) 相等於股份於緊接相關購股權授出日期前五個營業日在聯交所每日報價表所列的平均收市價的金額；及(iii) 股份於授出日期的面值。

REPORT OF THE DIRECTORS

董事會報告

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes involving the issue or grant of options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 10% of the shares in issue from time to time. Notwithstanding anything contrary to the terms of the 2020 Share Option Scheme, no options may be granted under any scheme of the Company if this will result in the said 30% limit being exceeded.

The total number of shares issued and to be issued upon exercise of the options already granted or to be granted to each participant under the 2020 Share Option Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) in any 12-month period up to and including the date of such grant should not exceed 1% aggregate of the shares in issue as at the date of such grant. Any grant of further options above this 1% limit shall be subject to approval of the shareholders of the Company at general meetings, with such participant and his associates abstaining from voting.

The total number of shares of the Company which may be issued upon exercise of all options to be granted under the existing scheme mandate limit of the 2020 Share Option Scheme which was refreshed on 31 May 2021 is 51,353,857 Shares. Since the adoption of the 2020 Share Option Scheme and up to this report date, and taking into account the Right Issues which completed on 23 November 2021 and the share consolidation of the Company which took effect on 30 March 2023, the Company has granted options relating to 8,998,969 Shares under the 2020 Share Option Scheme representing approximately 5.16% of the total issued Shares as at this report date, of which options relating to 3,098,279 Shares are valid and outstanding, and options relating to 5,332,800 Shares had been exercised, options relating to 567,890 Shares had been lapsed. Each option gives the holder the right to subscribe for one share of HK\$0.2 each of the Company.

根據新購股權計劃及涉及發行或授出購股權或對本公司股份或其他證券的類似權利的任何其他計劃授出但尚未行使的所有尚未行使購股權獲行使而可予發行的股份最高數目，合共不得超過不時已發行股份的10%。儘管二零二零年購股權計劃條款有任何相反規定，倘根據本公司任何計劃授出購股權將導致超過上述30%限額，則不得授出購股權。

直至有關授出日期（包括當日）止12個月期間根據二零二零年購股權計劃及本公司任何其他購股權計劃已授予或將授予各參與者的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將發行的股份總數不超過於有關授出當日已發行股份總數的1%。進一步授出超過該1%限額的任何購股權須在股東大會上獲得本公司股東批准，而有關參與者及其聯繫人須放棄投票。

因根據二零二零年購股權計劃（於二零二一年五月三十一日更新）現有計劃授權上限將授出的所有購股權獲行使而可能發行的本公司股份總數為51,353,857股。自採納二零二零年購股權計劃起及直至本報告日期，考慮到本公司供股於二零二一年十一月二十三日完成及股份合併於二零二三年三月三十日生效，本公司根據二零二零年購股權計劃授出有關8,998,969股股份之購股權，相當於截至本報告日期已發行股份總數約5.16%。該等購股權當中，有關3,098,279股股份之購股權已生效但尚未行使，有關5,332,800股股份之購股權已獲行使，有關567,890股股份之購股權已失效。每份購股權授予持有人有權認購本公司每股0.2港元的一股股份。

REPORT OF THE DIRECTORS

董事會報告

Pursuant to the terms of the 2020 Share Option Scheme, the Board may at any time terminate the operation of the 2020 Share Option Scheme, and in such event, no further options will be offered but the provisions of the 2020 Share Option Scheme shall remain in force in all other respects to the extent necessary to give effect to the exercise of the options granted prior to the termination.

As the Share Consolidation had taken effect on 30 March 2023, adjustments were made to the exercise price and the number of shares of the Company falling to be issued in respect of the outstanding share options in accordance with the terms and conditions of the 2020 Share Option Scheme and the Listing Rules.

As at 31 December 2024, there were Share Options for 2,621,296 shares (after Share Consolidation) valid and outstanding under the 2020 Share Option Scheme.

On 8 June 2023, the Company passed the resolution in a shareholders' meeting for the adoption of a new share option scheme (the **"2023 Share Option Scheme"**) and adoption of the 2023 share award plan (the **"2023 Share Award Plan"**) for the purpose of providing the Company with a flexible means of giving incentive to, rewarding, remunerating, compensating and/or providing benefits to the directors and employees of the Group and for such other purposes as the Directors may approve from time to time. For detailed information, please refer to the circular of the Company dated 11 May 2023 and the announcement of the Company dated 8 June 2023.

The 2023 Share Option Scheme

The purpose of the 2023 Share Option Scheme is to recognise and acknowledge the contributions that eligible participants (the **"Eligible Participants"**) have made or may make to the Group, and to provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company with the view to achieving the principal objectives of (a) motivating the Eligible Participants to optimise their performance and efficiency for the benefit of the Group; and (b) attract and retain or otherwise maintain ongoing business relationship with the Eligible Participants whose contributions are, will or expected to be beneficial to the Group. A summary of the principal rules of the 2023 Share Option Scheme is set out in Appendix III to the AGM circular of the Company dated 11 May 2023 (the **"AGM Circular"**). The Directors believe that the provisions as well as such other terms as may be determined by the Board, will serve to protect the value of the Company as well as to achieve the purpose of the 2023 Share Option Scheme.

根據二零二零年購股權計劃條款，董事會可於任何時間終止實行二零二零年購股權計劃，於該情況下不得進一步提呈購股權，惟二零二零年購股權計劃條文於所有其他方面仍具效力，並在必要範圍內使終止前授出的任何購股權可獲有效行使。

由於股份合併自二零二三年三月三十日起生效，故根據二零二零年購股權計劃條款及條件以及上市規則，就尚未行使的購股權對本公司擬發行股份的行使價及數目作出調整。

於二零二四年十二月三十一日，根據二零二零年購股權計劃，2,621,296股股份（股份合併後）之購股權已生效但尚未行使。

於二零二三年六月八日，本公司於股東會議通過決議案，以採納新購股權計劃（「二零二三年購股權計劃」）及採納二零二三年股份獎勵計劃（「二零二三年股份獎勵計劃」），使本公司能夠以靈活的方式給予本集團董事及僱員激勵、獎勵、酬金、報酬及／或福利，以及達致董事可能不時批准的其他目的。詳情請參閱本公司二零二三年五月十一日的通函及本公司二零二三年六月八日的公告。

二零二三年購股權計劃

二零二三年購股權計劃的目的在於表揚及肯定合資格參與者（「合資格參與者」）已經或可能對本集團作出的貢獻，為合資格參與者提供一個獲得本公司所有權權益的機會，以達致以下主要目標：(a)激勵合資格參與者為本集團的利益提高其表現及效率；及(b)吸引及挽留其貢獻已經、將會或預期對本集團有利的合資格參與者，或以其他方式與該等合資格參與者維持持續的業務關係。有關二零二三年購股權計劃主要規則之概要載於本公司於二零二三年五月十一日刊發的股東週年大會通函（「股東週年大會通函」）附錄三。董事認為，有關條文以及董事會可能釐定之有關其他條款，將可保障本公司之價值，以及達成二零二三年購股權計劃之目的。

REPORT OF THE DIRECTORS

董事會報告

None of the Directors is a trustee of the 2023 Share Option Scheme or has a direct or indirect interest in the trustees of the 2023 Share Option Scheme (if any). There is no trustee appointed for the purposes of the 2023 Share Option Scheme.

As at 31 December 2024, there were share Options for 15,695,082 shares (after Share Consolidation) valid and outstanding under 2023 Share Option Scheme.

The 2023 Share Award Plan

The purpose and objective of the 2023 Share Award Plan, which involves the issue or repurchase of Shares, are: (i) to recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group and to give incentives thereto in order to retain them for continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group. The reason for the Company to adopt the 2023 Share Award Scheme is because it provides for the award of Awarded Shares to Eligible Participants, who are not required to pay for those Shares either on grant or on vesting of the award.

A summary of the principal rules of the 2023 Share Award Plan is set out in Appendix IV to the AGM Circular. The Directors believe that the provisions as well as such other terms as may be determined by the Board, will serve to protect the value of the Company as well as to achieve the purpose of the 2023 Share Award Plan.

None of the Directors is a trustee of the 2023 Share Award Plan or has a direct or indirect interest in the trustees of the 2023 Share Award Plan. Tricor Services Limited has been appointed as trustee for the purposes of the 2023 Share Award Plan.

The total number of shares of the Company which may be issued in respect of all share options and all share awards to be granted under the 2023 Share Option Scheme and the 2023 Share Award Plan of the Company must not in aggregate exceed 10% of the shares of the Company in issue as at the date of adoption. Pursuant to Rule 17.07(3) of the Listing Rules, as at 31 December 2024 and the date of this report, the total number of shares of the Company which may be issued under the 2023 Share Option Scheme and the 2023 Share Award Plan is 1,557,836 shares.

董事均並非二零二三年購股權計劃受託人，於二零二三年購股權計劃的受託人(如有)中亦並無直接或間接權益。概無為二零二三年購股權計劃委任受託人。

於二零二四年十二月三十一日，二零二三年購股權計劃下有15,695,082股股份(股份合併後)的購股權有效且尚未行使。

二零二三年股份獎勵計劃

二零二三年股份獎勵計劃(涉及發行或購回股份)的目的及目標為：(i)認可及獎勵為本集團增長及發展付出貢獻的若干合資格參與者，並給予獎勵，以留聘彼等為本集團的持續營運及發展提供服務；及(ii)為本集團的進一步發展招攬合適人才。本公司採用二零二三年股份獎勵計劃的原因是該計劃規定向合資格參與者授出獎勵股份，而彼等毋須在獎勵授出或歸屬時就該等股份付款。

有關二零二三年股份獎勵計劃主要規則之概要載於股東週年大會通函附錄四。董事認為，有關條文以及董事會可能釐定之其他條款，將可保障本公司之價值，以及達成二零二三年股份獎勵計劃之目的。

董事均並非二零二三年股份獎勵計劃受託人，於二零二三年股份獎勵計劃的受託人中亦並無直接或間接權益。卓佳專業商務有限公司就二零二三年股份獎勵計劃獲委任為受託人。

因根據本公司二零二三年購股權計劃及二零二三年股份獎勵計劃將予授出的所有購股權及所有股份獎勵而可能發行的本公司股份總數，合共不得超過於採納日期本公司已發行股份的10%。根據上市規則第17.07(3)條，於二零二四年十二月三十一日及本報告日期，根據二零二三年購股權計劃及二零二三年股份獎勵計劃而可能發行的本公司股份總數為1,557,836股。

REPORT OF THE DIRECTORS

董事會報告

The total number of Share that may be issued in respect of options granted under all schemes of the Company during the year ended 31 December 2024 divided by the weighted average number of Shares in issue for the year ended 31 December 2024 was approximately 8.8%.

As at the date of this report, the total number of shares available for issue under the share option scheme was 18,316,378, representing approximately 8.2% of the issue shares of the Company as at such date.

The number of share options available for grant under the 2023 Share Option Scheme were 1,557,836 as at 1 January 2024 and 31 December 2024, respectively (taking into account the Share Consolidation).

With the effectiveness of the new Chapter 17 of the Listing Rules with effect from 1 January 2023, the Company shall comply with the relevant rules of the new Chapter 17 of the Listing Rules under the transitional arrangements before the Share Option Scheme is amended to comply with the new Chapter 17 of the Listing Rules.

Further details of the Share Option Scheme are set out in section headed “Management Discussion And Analysis” of 2024 Annual Report.

RETIREMENT BENEFITS SCHEME

The Company has participated in an approved Mandatory Provident Fund retirement benefits scheme (the “**MPF Scheme**”) under the Mandatory Provident Fund Schemes Ordinance, for all its employees in Hong Kong. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently-administered fund. The Company’s employer contributions vest fully with the employees when contributed into the MPF Scheme. The Company’s contributions to the MPF Scheme are recognised as an expense in the statement of profit or loss as incurred.

For the year ended 31 December 2024, no forfeited contribution to the retirement benefits scheme was credited to the statement of profit or loss (2023: nil).

因根據本公司截至二零二四年十二月三十一日止年度的所有計劃授出的購股權而可能發行的股份總數除以截至二零二四年十二月三十一日止年度已發行股份加權平均數約為8.8%。

於本報告日期，根據購股權計劃可供發行的股份總數為18,316,378股，約佔本公司於該日已發行股份的8.2%。

截至二零二四年一月一日及二零二四年十二月三十一日，根據二零二三年購股權計劃可供授出的購股權數目分別為1,557,836份（經計及股份合併）。

隨著新的上市規則第17章於二零二三年一月一日生效後，在修訂購股權計劃以符合新的上市規則第17章之前，本公司應根據過渡性安排遵守新的上市規則第17章的相關規則。

有關購股權計劃的更多詳情，請參閱二零二四年年報「管理層討論及分析」一節。

退休福利計劃

本公司根據強制性公積金計劃條例規定為其全體香港僱員安排參與認可之強制性公積金退休福利計劃（「**強積金計劃**」）。供款按僱員基本薪金之若干百分比作出，並於根據強積金計劃規則成為應付時自損益表扣除。強積金計劃之資產與本公司資產分開，由獨立管理之基金持有。本公司之僱主供款於向強積金計劃作出供款時即悉數歸屬僱員。本公司向強積金計劃之供款於產生時於損益表確認為支銷。

截至二零二四年十二月三十一日止年度，概無被沒收之退休福利計劃供款計入損益表（二零二三年：無）。

REPORT OF THE DIRECTORS

董事會報告

CORPORATE GOVERNANCE

The Company has adopted the code provisions set out in the Code contained in Appendix 14 to the Listing Rules. Since the Listing Date, the Company has complied with the code provisions of the Code, save for the exceptions explained in the Corporate Governance Report in this annual report.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at the date of this annual report as required under Rule 8.08 of the Listing Rules.

TAX RELIEF

The Company is not aware of any relief from taxation to which the Shareholders are entitled by reason of their holding of the Shares.

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed above, there was no other material events after the reporting period up to the date of this report.

AUDITOR

The consolidated financial statements of the Group for the year ended 31 December 2024 have been audited by McMillan Woods (Hong Kong) CPA Limited who retires and, being eligible, offers themselves for re- appointment at the forthcoming annual general meeting of the Company.

ON BEHALF OF THE BOARD

Lin Dailian

Chairman

Hong Kong
30 April 2025

企業管治

本公司已採納上市規則附錄十四守則所載的守則條文。自上市日期以來，本公司已遵守守則的守則條文，惟本年報內企業管治報告所述者除外。

足夠公眾持股量

據本公司可獲得之公開資料及董事所知悉，於本年報日期，按上市規則8.08條之要求，本公司已發行股本總額中最少25%由公眾人士持有。

稅務寬減

本公司並不知悉有股東因持有股份而享有任何稅務寬減。

報告期後事件

除上述披露者外，直至本報告日期概無其他重大報告期後事項。

核數師

本集團截至二零二四年十二月三十一日止年度的綜合財務報表已由長青(香港)會計師事務所有限公司審核，長青(香港)會計師事務所有限公司退任，惟合資格並願意於本公司應屆股東週年大會上膺選連任。

代表董事會

林代聯

主席

香港
二零二五年四月三十日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



TO THE SHAREHOLDERS OF
CHINA ENERGY STORAGE TECHNOLOGY DEVELOPMENT LIMITED
(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Energy Storage Technology Development Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 151 to 273, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss, consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致中國儲能科技發展有限公司
(於開曼群島註冊成立的有限公司)
全體股東

意見

我們已審核列載於第151至273頁中國儲能科技發展有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)之綜合財務報表，此綜合財務報表包括於二零二四年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益表、綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註(包括重大會計政策資料)。

我們認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則會計準則真實公平地反映 貴集團於二零二四年十二月三十一日之綜合財務狀況及其截至該日止年度之綜合財務表現及綜合現金流量，並已按照香港公司條例之披露規定妥善編製。

意見基準

我們已按照香港會計師公會頒佈之香港審計準則(「**香港審計準則**」)進行審核。我們於該等準則下之責任於我們的報告內「核數師就審計綜合財務報表須承擔的責任」一節進一步闡述。根據香港會計師公會之專業會計師道德守則(「**守則**」)，我們獨立於 貴集團，並已根據守則履行其他道德責任。我們相信，我們所獲得之審計證據可充足和適當地為我們的意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER

Key audit matter is the matter that, in our professional judgement, was of most significance in our audit of the consolidated financial statements of the current period. This matter was 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 this matter. The key audit matter we identified is as follows:

關鍵審計事項

關鍵審計事項為根據我們的專業判斷，認為於我們對本期間之綜合財務報表審計中最為重要之事項。我們在對綜合財務報表整體進行審計並就此達致意見時處理這事項，而不會就這事項發表單獨之意見。我們確定之關鍵審計事項為：

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

Impairment of loans to other parties and other receivables

向其他人士作出的貸款及其他應收款項減值

Refer to notes 6(b), 25 and 26 of the consolidated financial statements.

參閱綜合財務報表附註6(b), 25及26。

Loans to other parties and other receivables represent a significant portion of the Group's assets. A loss allowance for 12-month or lifetime expected credit loss ("ECL") is made on all loans to other parties and other receivables.

向其他人士作出的貸款及其他應收款項佔 貴集團資產的重要部分。所有向其他人士作出的貸款及其他應收款項均已計提12個月或全期預期信貸虧損(「預期信貸虧損」)的虧損撥備。

As at 31 December 2024, the Group has loans to independent third parties and individual with outstanding principal and accrued interest totaling of approximately HK\$1,163,000 (net of allowance of credit losses of approximately HK\$16,186,000). During the year, reversal of allowance for ECL of approximately HK\$22,579,000 was recognised in profit or loss due to the settlement of approximately HK\$28,635,000.

於二零二四年十二月三十一日，貴集團向獨立第三方及個人作出的貸款的未償還本金及應計利息總額約為1,163,000港元(扣除信貸虧損撥備約16,186,000港元)。年內，由於償付約28,635,000港元，於損益已確認預期信貸虧損撥備撥回約為22,579,000港元。

- Obtaining an understanding of the Group's impairment policy and design and implementation of key internal controls related to impairment assessment.
- 了解 貴集團的減值政策及有關減值評估的關鍵內部控制的設計與實施。
- Checking the supporting documents including loan agreement, repayment agreement and repayment record on sampling basis.
- 抽樣檢查包括貸款協議、還款協議及還款記錄在內的證明文件。
- Evaluating management's assessment of whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition of material loans.
- 評估管理層對初步確認重大貸款以來信貸風險是否顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度的評估。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTER (Continued)

關鍵審計事項(續)

Key Audit Matter

關鍵審計事項

As at 31 December 2024, the Group has other receivables of approximately HK\$33,918,000 (net of allowance of credit losses of approximately HK\$6,935,000). During the year, reversal of ECL of approximately HK\$7,924,000 was recognised in profit or loss due to the settlement.

於二零二四年十二月三十一日，貴集團其他應收款項約為33,918,000港元(扣除信貸虧損撥備約6,935,000港元)。年內，因結付關係，於損益已確認預期信貸虧損撥回約為7,924,000港元。

With the assistance of an independent external valuer appointed by the Company, the management is required to exercise significant judgement in determining whether there has been a significant increase in credit risk or the credit risk of the financial asset has increased to a point that it is considered credit-impaired since initial recognition, and in estimating 12-month and lifetime ECL on the loans to other parties and other receivables. Accordingly, this is considered as a key audit matter.

在貴公司委任的獨立外部估值師的協助下，管理層須作出重大判斷，以釐定自初步確認以來信貸風險是否出現顯著增加或金融資產的信貸風險已增加至被視為信貸減值的程度，以及估計向其他人士作出的貸款及其他應收款項的12個月及全期預期信貸虧損。因此，此被視為關鍵審計事項。

How our audit addressed the Key Audit Matter

我們進行審計時如何處理關鍵審計事項

- Evaluating the independent external valuer's competence, capabilities and objectivity.
- 評估獨立外部估值師的資歷、能力及客觀性。
- With the assistance of our valuation specialists, assessing the appropriateness of the impairment models used by management to estimate ECL; comparing the inputs to the models to external data; and assessing the appropriateness of any forward looking adjustments in light of available information about current and forecast future economic conditions.
- 在我們的估值專家的協助下，評估管理層用於估計預期信貸虧損的減值模型的適當性；將模型的輸入數據與外部數據進行比較；及根據有關當前及預測未來經濟狀況的可用資料評估任何前瞻性調整的適當性。
- Assessing the adequacy of the Group's disclosure of the allowance for impairment of loans to other parties and other receivables and the related credit risk.
- 評估貴集團就向其他人士作出的貸款及其他應收款項減值撥備及其相關信貸風險之披露的充足性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors 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 Audit Committee assists the directors of the Company in discharging their responsibilities for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括年報內的所有資料，惟不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表作出的意見並無涵蓋其他資料，我們亦不對該等其他資料發表任何形式的核證結論。

就我們審計綜合財務報表而言，我們的責任為閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於我們已執行的工作，倘若我們認為其他資料存在重大錯誤陳述，我們須報告有關事實。我們就此並無須報告事項。

董事及審核委員會就綜合財務報表須承擔之責任

貴公司董事須負責根據香港會計師公會頒佈之香港財務報告準則會計準則及按照香港公司條例之披露規定編製真實及公平之綜合財務報表，及落實其認為編製綜合財務報表所必要的內部監控，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

貴公司審核委員會協助董事履行監督 貴集團財務報告流程的責任。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

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

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

核數師就審計綜合財務報表須承擔的責任

我們的目標為合理確定此等綜合財務報表整體而言是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們僅向全體股東報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高層次的保證，惟不能保證根據香港審計準則進行的審計工作總能發現所存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，倘可合理預期彼等個別或整體影響使用者根據綜合財務報表作出的經濟決定，則被視為重大錯誤陳述。

在根據香港審計準則進行審計的過程中，我們運用專業判斷，並且在整個審計過程中保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或凌駕內部監控的情況，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.
- 評估董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。倘我們認為存在重大不確定性，則有必要在核數師報告中提請注意綜合財務報表中的相關披露資料。倘有關披露資料不足，則修改我們意見。我們的結論乃基於截至核數師報告日期止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團無法持續經營。
- 評估綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否中肯反映相關交易和事項。
- 規劃並執行集團審計，以取得與 貴集團內實體或業務單位財務資訊相關的充分適當審計憑證，作為對綜合財務報表發表意見的基礎。我們負責指導、監督及審閱為進行集團審計而執行的審計工作。我們僅為我們的審計意見承擔責任。

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

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

我們與審核委員會溝通了(其中包括)計劃的審計範圍及時間安排、重大審計發現等事項，包括我們在審計過程中識別的內部監控的任何重大缺失。

我們亦向審核委員會提交聲明，說明我們已符合有關獨立性的相關道德要求，並與彼等溝通可能合理地被認為會影響我們獨立性的所有關係及其他事宜，以及為消除威脅而採取的行動或所採用的防範措施(如適用)。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

From the matters communicated with the Audit Committee, we determine the matter that was of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matter. We describe the matter 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.

從與審核委員會溝通的事項中，我們確定對本期間綜合財務報表的審計最為重要的事項，因而構成關鍵審計事項。我們在核數師報告中描述該等事項，除非法律或法規不允許公開披露該等事項，或在極端罕見的情況下，倘合理預期在我們報告中傳達某事項造成的負面後果超過其產生的公眾利益，則我們決定不應在報告中傳達該事項。

McMillan Woods (Hong Kong) CPA Limited
Certified Public Accountants

Sham Tsz Leung Desmond
Audit Engagement Director
Practising Certificate Number P08234
24/F, Siu On Centre,
188 Lockhart Road,
Wan Chai, Hong Kong

31 March 2025

長青(香港)會計師事務所有限公司
執業會計師

沈子量
審計項目董事
執業證書編號：P08234
香港灣仔
駱克道188號
兆安中心24樓

二零二五年三月三十一日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務			
Revenue	收入	8	479,317	491,597
Cost of sales	銷售成本		(355,716)	(359,842)
Gross profit	毛利		123,601	131,755
Other income	其他收入	9	17,926	13,143
Other gains and losses, net	其他收益及虧損，淨額	10	2,723	8,841
Selling and distribution expenses	銷售及分銷開支		(38,406)	(36,459)
Administrative expenses	行政費用		(99,076)	(85,599)
Reversal of impairment losses on loans to other parties, net	向其他人士貸款減值虧損 撥回，淨額		22,579	4,466
Provision of impairment losses on trade receivables, net	應收貿易賬款減值虧損撥備， 淨額		(2,080)	(179)
Reversal (provision) of impairment losses on other receivables, net	其他應收款項減值虧損撥回 (撥備)，淨額		7,924	(9,153)
Provision of impairment losses on intangible assets	無形資產減值虧損撥備		(7,172)	(2,620)
Research and development expenditure	研究及開發支出		(12,835)	(13,092)
Profit from operations	經營溢利		15,184	11,103
Finance costs	融資成本	11	(4,829)	(3,065)
Profit before tax	除稅前溢利		10,355	8,038
Income tax expense	所得稅開支	12	(3,898)	(3,157)
Profit for the year from continuing operations	持續經營業務的年度溢利	13	6,457	4,881
Discontinued operation	已終止經營業務			
(Loss) profit for the year from discontinued operation	已終止經營業務的年度 (虧損)溢利	17	(129)	284
Profit for the year	年度溢利		6,328	5,165
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		8,036	5,257
Non-controlling interests	非控股權益		(1,708)	(92)
			6,328	5,165

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Earnings per share	每股盈利	18		
From continuing and discontinued operations	來自持續經營及已終止經營業務			
Basic (HK cents per share)	基本 (每股港仙)		3.87	3.06
Diluted (HK cents per share)	攤薄 (每股港仙)		N/A 不適用	N/A 不適用
From continuing operations	來自持續經營業務			
Basic (HK cents per share)	基本 (每股港仙)		3.94	2.89
Diluted (HK cents per share)	攤薄 (每股港仙)		N/A 不適用	N/A 不適用
Profit for the year	年度溢利		6,328	5,165
Other comprehensive income (expense):	其他全面收益 (開支) :			
<i>Items that may be reclassified to profit or loss:</i>	<i>可重新分類至損益的項目 :</i>			
Exchange differences on translating foreign operations	換算海外業務之匯兌差額		(11,624)	(6,991)
Reclassification of cumulative translation reserve upon disposal of an associate and subsidiaries and deregistration of a subsidiary	出售一間聯營公司及附屬公司以及撤銷註冊一間附屬公司後重新分類累計匯兌儲備		29	(1,159)
Other comprehensive expense for the year, net of tax	年度其他全面開支，扣除稅項		(11,595)	(8,150)
Total comprehensive expense for the year	年度全面開支總額		(5,267)	(2,985)
Attributable to:	以下各方應佔：			
Owners of the Company	本公司擁有人		(3,559)	(2,893)
Non-controlling interests	非控股權益		(1,708)	(92)
			(5,267)	(2,985)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2024 於二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	19	9,184	14,421
Right-of-use assets	使用權資產	20	43,529	18,674
Intangible assets	無形資產	21	22,709	34,113
Rental deposits	租金按金	25	3,224	3,279
Total non-current assets	非流動資產總值		78,646	70,487
Current assets	流動資產			
Inventories	存貨	23	45,050	54,660
Trade receivables	應收貿易賬款	24	117,294	145,309
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	25	322,185	223,568
Loans to other parties	向其他人士提供的貸款	26	1,163	6,949
Amounts due from directors	應收董事款項	43	3,748	3,878
Bank and cash balances	銀行及現金結餘	27	312,051	271,567
Total current assets	流動資產總值		801,491	705,931
TOTAL ASSETS	資產總值		880,137	776,418
EQUITY AND LIABILITIES	權益及負債			
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	35	44,858	39,155
Reserves	儲備	37	491,673	447,508
			536,531	486,663
Non-controlling interests	非控股權益		354	2,062
Total equity	權益總額		536,885	488,725

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2024 於二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
LIABILITIES	負債			
Non-current liabilities	非流動負債			
Bonds payable	應付債券	33	5,041	–
Lease liabilities	租賃負債	30	37,081	15,002
Total non-current liabilities	非流動負債總額		42,122	15,002
Current liabilities	流動負債			
Trade payables	應付貿易賬款	28	58,434	76,471
Accruals and other payables	預提費用及其他應付款項	29	194,204	179,770
Lease liabilities	租賃負債	30	10,177	6,894
Borrowings	借貸	31	14,300	4,849
Product warranty provisions	產品保用撥備	32	–	696
Bonds payable	應付債券	33	20,000	–
Current tax liabilities	即期稅項負債		4,015	4,011
Total current liabilities	流動負債總額		301,130	272,691
TOTAL EQUITY AND LIABILITIES	權益及負債總額		880,137	776,418

Approved by the Board of Directors on 31 March 2025 and are signed on its behalf by:

董事會於二零二五年三月三十一日批准並由下列人士代為簽署：

Lin Dailian
林代聯

BIAN Su Lan
卞蘇蘭

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔												
		Share capital 股本	Share premium account 股份溢價賬	Share option reserve 購股權儲備	Merger reserve 合併儲備	Foreign currency translation reserve 匯兌儲備	Contributed surplus 應入盈餘	Statutory reserve 法定儲備	Capital reserve 資本儲備	Capital contribution 資本出資	Accumulated losses 累計虧損	Total 總計	Non-controlling interests 非控股權益	Total equity 權益總值
		(note 35)	(note 37) (b)(i)	(note 37) (b)(ii)	(note 37) (b)(iii)	(note 37) (b)(iv)	(note 37) (b)(v)	(note 37) (b)(vi)	(note 37) (b)(vii)	(note 37) (b)(viii)				
		(附註 35)	(附註 37) (b)(i)	(附註 37) (b)(ii)	(附註 37) (b)(iii)	(附註 37) (b)(iv)	(附註 37) (b)(v)	(附註 37) (b)(vi)	(附註 37) (b)(vii)	(附註 37) (b)(viii)				
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	24,154	813,592	5,577	3,171	14,545	18,298	2,502	4,275	11,280	(537,532)	359,862	2,154	362,016
Total comprehensive expense for the year	年度全面開支總額	-	-	-	-	(8,150)	-	-	-	-	5,257	(2,893)	(92)	(2,985)
Issuance of shares upon subscription (note 35(a))	於認購時發行股份 (附註 35(a))	10,352	85,663	-	-	-	-	-	-	-	-	96,015	-	96,015
Issuance of shares upon placing (note 35(c))	於配售時發行股份 (附註 35(c))	4,649	26,346	-	-	-	-	-	-	-	-	30,995	-	30,995
Lapsed of share options	購股權失效	-	-	(775)	-	-	-	-	-	-	775	-	-	-
Recognition of equity-settled share-based payments	確認以股權結算以股份為基礎之付款	-	-	2,684	-	-	-	-	-	-	-	2,684	-	2,684
Changes in equity for the year	年度權益變動	15,001	112,009	1,909	-	(8,150)	-	-	-	-	6,032	126,801	(92)	126,709
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	39,155	925,601	7,486	3,171	6,395	18,298	2,502	4,275	11,280	(531,500)	486,663	2,062	488,725
Total comprehensive expense for the year	年度全面開支總額	-	-	-	-	(11,595)	-	-	-	-	8,036	(3,559)	(1,708)	(5,267)
Issuance of shares upon placing (notes 35(d) and (e))	於配售時發行股份 (附註 35(d) 及 (e))	5,703	37,111	-	-	-	-	-	-	-	-	42,814	-	42,814
Recognition of equity-settled share-based payments	確認以股權結算以股份為基礎之付款	-	-	10,613	-	-	-	-	-	-	-	10,613	-	10,613
Changes in equity for the year	年度權益變動	5,703	37,111	10,613	-	(11,595)	-	-	-	-	8,036	49,868	(1,708)	48,160
At 31 December 2024	於二零二四年十二月三十一日	44,858	962,712	18,099	3,171	(5,200)	18,298	2,502	4,275	11,280	(523,464)	536,531	354	536,885

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Profit before tax	除稅前溢利		
Continuing operations	持續經營業務	10,355	8,038
Discontinued operation	已終止經營業務	(130)	290
		10,225	8,328
Adjustments for:	調整：		
Provision of impairment losses on trade receivables, net	應收貿易賬款減值虧損撥備，淨額	2,080	179
(Reversal) provision of impairment losses on other receivables, net	其他應收款項減值虧損(撥回)撥備，淨額	(7,924)	9,153
Reversal of impairment losses on loans to other parties, net	向其他人士貸款之減值虧損撥回，淨額	(22,579)	(4,466)
Provision of impairment losses on intangible assets	無形資產減值虧損撥備	7,172	2,620
Reversal (provision) of allowance on inventories, net	存貨撥備撥回(撥備)，淨額	2,001	(101)
Amortisation of intangible assets	無形資產攤銷	4,232	4,647
Depreciation of property, plant and equipment	物業、廠房及設備折舊	7,190	8,909
Depreciation of right-of-use assets	使用權資產折舊	12,117	15,539
Finance costs	融資成本	4,829	3,065
Gain on disposal of an associate	出售一間聯營公司之收益	-	(6,582)
Gain on deregistration of a subsidiary	註銷一間附屬公司之收益	-	(120)
Loss on disposal of subsidiaries	出售一間附屬公司之虧損	23	-
(Gain) loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)虧損	(32)	82
Interest income on loans to other parties	向其他人士貸款之利息收入	(114)	(3,801)
Bank interest income and bank fixed deposit interest income	銀行利息收入及銀行定期存款利息收入	(10,395)	(8,878)
Compensation from revision of intangible asset term	來自修訂無形資產條款的賠償	(6,848)	-
Provision on product warranty, net of reversal	產品保用撥備，扣除撥回	(696)	(511)
Equity-settled share-based payments	以股權結算以股份為基礎的付款	10,613	2,684
Realised fair value loss on the investment at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)的投資之已變現公平值虧損	111	-

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Operating profit before working capital changes	營運資金變動前經營溢利	12,005	30,747
Decrease in inventories	存貨減少	6,826	2,240
Decrease (increase) in trade receivables	應收貿易賬款減少(增加)	25,459	(30,291)
Increase in prepayments, deposits and other receivables	預付款項、按金及其他應收款項增加	(105,816)	(140,623)
Increase in loans to other parties	向其他人士貸款增加	(156)	(239)
(Decrease) increase in amounts due from directors	應收董事款項(減少)增加	130	(4,027)
Decrease in trade payables	應付貿易賬款減少	(17,902)	36,285
Increase (decrease) in accruals and other payables	預提費用及其他應付款項增加(減少)	14,937	(18,427)
Cash used in operations	經營所用現金	(64,517)	(124,335)
Income tax paid	已支付所得稅	(3,890)	(1,894)
Finance costs paid	已支付融資成本	(1,710)	(953)
Interest on lease liabilities	租賃負債利息	(3,078)	(2,112)
Net cash used in operating activities	經營活動所用現金淨額	(73,195)	(129,294)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Disposal of an associate	出售一間聯營公司	6,891	6,117
Disposal of subsidiaries	出售附屬公司	(683)	-
Bank interest received	已收銀行利息	10,395	8,878
Repayment from loans to other parties	其他人士貸款還款	28,635	9,589
Purchases of property, plant and equipment	購置物業、廠房及設備	(2,473)	(2,792)
Proceed on disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	324	69
Received of compensation from revision of intangible asset term	來自修訂無形資產條款的賠償	6,848	-
Refund of consideration upon termination of intangible assets	終止無形資產之代價退還	-	27,000
Purchase of investment at FVTPL	購買按公平值計入損益的投資	(2,980)	-
Proceeds from disposal of investment at FVTPL	出售按公平值計入損益的投資所得款項	2,869	-
Net cash from investing activities	投資活動所得現金淨額	49,826	48,861

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量			
Proceeds from issuance of shares upon subscription	於認購時發行股份所得款項	35(a)	-	96,015
Proceeds from issuance of shares upon placing	於配售時發行股份所得款項	35(c),(d) and (e) 35(c),(d) 及 (e)	42,814	30,995
Principal elements of lease payments	租賃付款本金部分	39(e)	(11,503)	(16,466)
Borrowings raised	籌集借款		12,000	2,800
Repayment of borrowings	償還借款		(2,000)	(11,500)
Bonds payable raised	籌集應付債券		25,000	-
Net cash from financing activities	融資活動所得現金淨額		66,311	101,844
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額		42,942	21,411
Effect of foreign exchange rate changes	匯率變動影響		(2,458)	(2,053)
CASH AND CASH EQUIVALENTS AT 1 JANUARY	於一月一日的現金及 現金等價物		271,567	252,209
CASH AND CASH EQUIVALENTS AT 31 DECEMBER	於十二月三十一日的 現金及現金等價物	27	312,051	271,567

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 18 May 2010. The address of its registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and principal place of business is Flat 5, 19/F, Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 22 to the consolidated financial statements.

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with all applicable HKFRS Accounting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). HKFRS Accounting Standards comprise HKFRS Accounting Standards; Hong Kong Accounting Standards ("**HKAS**"); and Interpretations. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange and with the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). Material accounting policies adopted by the Group are disclosed in note 4.

The HKICPA has issued certain new and revised HKFRS Accounting Standards that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these consolidated financial statements.

1. 一般資料

本公司於二零一零年五月十八日根據公司法在開曼群島註冊成立為獲豁免有限公司。其註冊辦事處地址為Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，主要營業地點則為香港九龍尖沙咀廣東道33號中港城第三座19樓5室。本公司股份在香港聯合交易所有限公司（「**聯交所**」）主板上市。

本公司為投資控股公司，其附屬公司的主要業務載於綜合財務報表附註22。

2. 編製基準

該等綜合財務報表乃根據香港會計師公會（「**香港會計師公會**」）頒佈之所有適用香港財務報告準則會計準則編製。香港財務報告準則會計準則包括香港財務報告準則會計準則、香港會計準則（「**香港會計準則**」）及詮釋。該等綜合財務報表亦符合聯交所證券上市規則（「**上市規則**」）的適用披露條文及香港公司條例（第622章）的披露規定。本集團採納之重大會計政策於附註4披露。

香港會計師公會已頒佈若干新訂及經修訂香港財務報告準則，該等準則於本集團本會計期間首次生效或可供提早採納。在與本集團有關之範圍內首次應用此等新訂及經修訂之準則所引致當前及過往會計期間之會計政策的任何變更，已於此等綜合財務報表內反映，有關資料載列於附註3。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

(a) Application of amendments to HKFRS Accounting Standards

The Group has applied the following amendments to HKFRS Accounting Standards issued by the HKICPA for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Hong Kong Interpretation 5 ("HK Int 5")(Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The application of the amendments to HKFRS Accounting Standards in the current year had no material impact on the Group's financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

3. 採納新訂香港財務報告準則會計準則及其修訂本

(a) 應用香港財務報告準則會計準則(修訂本)

本集團已首次應用以下由香港會計師公會發佈的香港財務報告準則會計準則修訂本，該等修訂本就編製綜合財務報表而言於二零二四年一月一日或之後開始的年度期間強制生效：

香港會計準則第1號(修訂本)	將負債分類為流動或非流動
香港會計準則第1號(修訂本)	附有契諾的非流動負債
香港財務報告準則第16號(修訂本)	售後租回交易中的租賃負債
香港詮釋第5號(「香港詮釋第5號」)(經修訂)	財務報表的呈列 – 借款人對載有按要求償還條款的定期貸款的分類
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

本年度應用香港財務報告準則會計準則的修訂本對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載披露並無重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

- (b) New and amendments to HKFRS Accounting Standards in issue but not yet effective

The Group has not applied any new standard, amendments to standards that have been issued but are not yet effective for the financial year beginning 1 January 2024. The new standard, amendments to standards include the following which may be relevant to the Group:

3. 採納新訂香港財務報告準則會計準則及其修訂本(續)

- (b) 已頒佈但尚未生效之新訂香港財務報告準則會計準則及其修訂本

本集團並無採用任何已頒佈但尚未於二零二四年一月一日開始的財政年度生效的新準則、準則修訂。以下新準則、準則修訂可能與本集團有關：

**Effective for
accounting periods
beginning on or after
於以下日期或之後開始
的會計期間有效**

Amendments to HKAS 21 and HKFRS 1 – Lack of Exchangeability 香港會計準則第21號及香港財務報告準則第1號(修訂本) – 缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to HKFRS 9 and HKFRS 7 – Contract Referencing Nature – dependent Electricity 香港財務報告準則第9號及香港財務報告準則第7號(修訂本) – 涉及依賴自然的電力合約	1 January 2026 二零二六年一月一日
Amendments to HKFRS 9 and HKFRS 7 – Classification and Measurement of Financial Instruments 香港財務報告準則第9號及香港財務報告準則第7號(修訂本) – 金融工具的分類及計量	1 January 2026 二零二六年一月一日
Annual Improvements to HKFRS Accounting Standards – Volume 11 香港財務報告準則會計準則的年度改進 – 第11冊	1 January 2026 二零二六年一月一日
HKFRS 18 – Presentation and Disclosure in Financial Statements 香港財務報告準則第18號 – 財務報表的呈報及披露	1 January 2027 二零二七年一月一日
Amendments to HK Int 5 – Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 香港詮釋第5號(修訂本) – 財務報表的呈報 – 借款人對包含可隨時要求償還條款的定期貸款的分類	1 January 2027 二零二七年一月一日
Amendments to HKFRS 10 and HKAS 28 – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 香港財務報告準則第10號及香港會計準則第28號(修訂本) – 投資者與其聯營公司或合資企業之間的資產出售或出資	To be determined by the HKICPA 待香港會計師公會確定

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. ADOPTION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

- (b) New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

The Group is in the process of making an assessment of what the impact of these amendments and new standards is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except for the new HKFRS Accounting Standard mentioned below:

HKFRS 18 “Presentation and Disclosure in Financial Statements”

HKFRS 18 will replace HKAS 1 “Presentation of financial statements”, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though HKFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, HKFRS 18 introduces significant changes to the presentation of financial statements, with a focus on information about financial performance present in the statement of profit or loss, which will affect how the Group present and disclose financial performance in the financial statements. The key changes introduced in HKFRS 18 relate to (i) the structure of the statement of profit or loss, (ii) required disclosures for management-defined performance measures (which are referred to alternative or non-GAAP performance measures), and (iii) enhanced requirements for aggregation and disaggregation of information.

The directors of the Company are currently assessing the impact of applying HKFRS 18 on the presentation and the disclosures of the consolidated financial statements.

3. 採納新訂香港財務報告準則會計準則及其修訂本(續)

- (b) 已頒佈但尚未生效之新訂香港財務報告準則會計準則及其修訂本(續)

本集團正在評估該等修訂及新訂準則於首次應用期間的預期影響。本集團目前認為，採用該等準則不大可能對綜合財務報表造成重大影響，惟不包括下文所述新訂香港財務報告準則會計準則：

香港財務報告準則第18號「財務報表的呈報及披露」

香港財務報告準則第18號將取代香港會計準則第1號「財務報表的呈報」，引入新要求，將有助實現類似實體財務業績的可比性及向使用者提供更多相關資料和透明度。雖然香港財務報告準則第18號將不會影響項目於綜合財務報表中的確認或計量，但香港財務報告準則第18號對財務報表的呈報引入重大改變，集中於損益表所呈報有關財務業績的資料，將會對本集團於財務報表中呈報及披露財務業績的方式產生影響。香港財務報告準則第18號所引入的主要變動乃關於(i)損益表的結構；(ii)就管理層定義的業績指標(乃指替代或非公認會計原則業績指標)所要求的披露；及(iii)強化資料匯總及分解的要求。

本公司董事目前正在評估應用香港財務報告準則第18號對綜合財務報表的呈報及披露之影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared under the historical cost convention, unless mentioned otherwise in the accounting policies below.

The preparation of financial statements in conformity with HKFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 5.

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

(a) Consolidation

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

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

4. 重大會計政策資料

此等綜合財務報表乃根據歷史成本慣例編製，惟下文的會計政策另有說明者除外。

編製符合香港財務報告準則會計準則之財務報表需使用若干主要會計估計，亦需要管理層於應用本集團會計政策之過程中作出判斷。涉及較高層次判斷或複雜性之範疇，或對綜合財務報表屬重大之假設及估計之範疇，於附註5披露。

編製該等綜合財務報表時所應用之重大會計政策載述如下。

(a) 綜合賬目

綜合財務報表包括本公司及其附屬公司截至十二月三十一日止之財務報表。附屬公司乃本集團對其擁有控制權之實體。當本集團通過參與實體業務而享有或有權享有浮動回報，並有能力通過對實體之權力而影響該等回報時，即對該實體具有控制權。當本集團擁有令其目前能夠指揮相關活動（即對實體回報造成重大影響之活動）之現有權利時，本集團即對實體擁有權力。

在評估控制權時，本集團會考慮其潛在投票權以及由其他各方持有之潛在投票權。僅於持有人有實際能力行使潛在投票權時方會考慮該等權利。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Consolidation (Continued)

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

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

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

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

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

4. 重大會計政策資料(續)

(a) 綜合賬目(續)

附屬公司自控制權轉入本集團的日期起綜合計算。彼等於控制權終止的日期起不再綜合入賬。

出售附屬公司(導致失去控制權之情況下)之損益乃指(i)出售代價公平值連同於該附屬公司之任何保留投資之公平值與(ii)本公司分佔該附屬公司資產淨值連同與該附屬公司有關之任何餘下商譽以及任何累計匯兌儲備兩者間之差額。

集團內公司間之交易、結餘及未變現溢利均予以對銷。除非有關交易提供證據證明已轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司之會計政策已在需要時作修改，確保其與本集團採納之政策一致。

非控股權益指並非直接或間接歸屬於本公司之附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表之權益內列賬。於綜合損益表及綜合損益及其他全面收益表內，非控股權益呈列為年度溢利或虧損及全面收益總額在非控股股東與本公司擁有人之間的分配。

溢利或虧損及其他全面收益各組成部份歸屬於本公司擁有人及非控股股東，即使導致非控股權益結餘出現虧絀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(a) Consolidation (Continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment loss, unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

(b) Business combination and goodwill

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

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

4. 重大會計政策資料(續)

(a) 綜合賬目(續)

本公司於附屬公司之所有權權益之變動(不會導致失去控制權)作為權益交易入賬(即與擁有人(以彼等之擁有人身份)進行交易)。控股及非控股權益之賬面值經調整以反映其於該附屬公司相關權益之變動。非控股權益經調整之金額與已付或已收代價公平值之間之任何差額須直接於權益內確認並歸屬於本公司擁有人。

於本公司之財務狀況表中，於附屬公司之投資按成本減減值虧損列賬，惟投資分類為持作銷售(或計入分類為持作銷售之出售組別)則除外。

(b) 業務合併及商譽

本集團採用收購法為業務合併時收購附屬公司列賬。於業務合併時轉讓的代價乃按所獲資產於收購日期之公平值、所發行之權益工具及所產生之負債以及任何或然代價計量。收購相關成本於有關成本產生及接獲服務期間確認為開支。於收購時附屬公司之可識別資產及負債，均按其於收購日期之公平值計量。

所轉讓代價超出本集團應佔附屬公司可識別資產及負債之公平值淨額之差額乃列作商譽。任何本集團分佔可識別資產及負債之公平值淨額超出所轉讓代價金額之差額乃於綜合損益內確認為本集團應佔議價收購之收益。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(b) Business combination and goodwill (Continued)

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the sum of the consideration transferred in a business combination to calculate the goodwill.

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

After initial recognition, goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs") or groups of CGUs that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the Group at which the goodwill is monitored for internal management purposes. Goodwill impairment reviews are undertaken annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to its recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

4. 重大會計政策資料(續)

(b) 業務合併及商譽(續)

對於分階段進行之業務合併，先前已持有之附屬公司之權益乃按收購日期之公平值重新計量，而由此產生之損益於綜合損益內確認。公平值會加入至業務合併時所轉讓的代價金額以計算商譽。

於附屬公司之非控股權益初步按非控股股東分佔該附屬公司於收購當日之可識別資產及負債之公平值淨額之比例計算。

初步確認後，商譽按成本減累計減值虧損計量。就減值測試而言，於業務合併時收購之商譽分配至預期將從該業務合併的協同效應中受惠之各現金產生單位(「現金產生單位」)或現金產生單位組別。獲分配商譽的各單位或單位組別為本集團就內部管理目的監控商譽的最低級別。倘發生事件或變化的情況表明有潛在減值的跡象，則會每年或更頻繁地進行商譽減值審閱。包含商譽的現金產生單位賬面值與其可收回金額比較，可收回金額為使用價值與公平值減出售成本之較高者。任何減值即時確認為支出且不會於後續撥回。

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(c) Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Hong Kong Dollars (“**HK\$**”), which is the Company's functional and presentation currency.

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

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

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

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

4. 重大會計政策資料(續)

(c) 外幣換算

(i) 功能及呈列貨幣

納入本集團各實體財務報表的項目乃按實體經營業務所在的主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表以港元(「**港元**」)呈列。港元是本公司的功能及呈列貨幣。

(ii) 於各實體財務報表之交易及結餘

以外幣進行之交易乃於初步確認時採用交易當日之適用匯率換算為功能貨幣。以外幣計值之貨幣資產及負債乃採用各報告期末之匯率換算。因此項換算政策導致之收益及虧損於損益確認。

按公平值計量及以外幣計值之非貨幣項目乃按釐定公平值當日之匯率換算。

當非貨幣項目之收益或虧損於其他全面收益確認時，該收益或虧損之任何匯兌部分於其他全面收益內確認。當非貨幣項目之收益或虧損於損益確認時，該收益或虧損之任何匯兌部分於損益確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(c) Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates for the period (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of monetary items that form part of the net investment in foreign entities are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are reclassified to consolidated profit or loss as part of the gain or loss on disposal.

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

4. 重大會計政策資料(續)

(c) 外幣換算(續)

(iii) 綜合賬目時換算

當本集團所有實體之功能貨幣與本公司之呈列貨幣不同時，其業績及財務狀況乃按下列方式換算為本公司之呈列貨幣：

- 於各財務狀況表呈列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支乃按期內平均匯率換算(除非此項平均值並不能合理地接近於交易日期之適用匯率之累計影響，在此情況下，收入及開支則按交易日期之匯率換算)；及
- 所有因此而產生之匯兌差額乃於其他全面收益確認並於匯兌儲備累計。

於綜合賬目時，因換算構成部分海外實體投資淨額的貨幣項目產生之匯兌差額於其他全面收益確認及於匯兌儲備累計。當出售海外業務時，該等匯兌差額於綜合損益內重新分類為出售收益或虧損之一部分。

因收購海外實體而產生之商譽及公平值調整，均視作該海外實體之資產及負債，並按收市匯率換算。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(d) Property, plant and equipment

Property, plant and equipment are held for use in the production or supply of goods or services, or for administrative purposes. Property, plant and equipment are stated in the consolidated statement of financial position at cost, less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

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

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

Leasehold improvements	Over the lease term or 20%–25%
Plant, machinery, moulds and tools	10%–50%
Furniture and equipment	10%–20%
Motor vehicles	18%–33 $\frac{1}{3}$ %

The residual values, useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

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

4. 重大會計政策資料(續)

(d) 物業、廠房及設備

物業、廠房及設備乃持作生產、供應貨物或服務或者行政用途。物業、廠房及設備乃於綜合財務狀況表內按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

其後產生之成本僅於與該項目有關之未來經濟利益可能會流入本集團，而該項目之成本能可靠地計量時，方會列入資產之賬面值或確認為一項獨立資產(如適用)。所有其他維修及保養費用於產生期間於損益內確認。

物業、廠房及設備按其估計可使用年期以直線法，按足以撇銷其成本減去其剩餘價值之折舊率計算折舊。主要年折舊率如下：

租賃改善工程	按租期或 20%–25%
廠房、機器、 模具及工具	10%–50%
傢俬及設備	10%–20%
汽車	18%–33 $\frac{1}{3}$ %

剩餘價值、可使用年期及折舊方法乃於各報告期末審閱及調整(如適用)，估計任何變動的影響按前瞻基準入賬。

出售物業、廠房及設備之收益或虧損指銷售所得款項淨額與有關資產賬面值之差額，並於損益中確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Leases

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

The Group as a lessee

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.

Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

4. 重大會計政策資料(續)

(e) 租賃

本集團會於合約初始生效時評估該合約是否屬租賃或包含租賃。倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬租賃或包含租賃。倘客戶有權主導可識別的資產的使用及從該使用中獲取絕大部分經濟利益，則表示控制權已轉讓。

本集團作為承租人

倘合約包含租賃部分及非租賃部分，本集團已選擇不區分非租賃部分，並將各租賃部分及任何相關非租賃部分視作為所有租賃的單一租賃部分。

於租賃開始日期，本集團確認使用權資產及租賃負債，惟租賃期為12個月或更短的短期租賃除外。與該等不作資本化租賃相關的租賃款項在租期內按系統基準確認為開支。

當將租賃資本化時，租賃負債初步按租期內應付租賃款項的現值確認，並使用租賃中隱含的利率或（倘該利率難以釐定）使用相關的增量借貸利率貼現。初步確認後，租賃負債按攤銷成本計量，而利息開支則採用實際利率法計算。

不取決於指數或利率的可變租賃付款並不計入租賃負債的計量，故於其產生的會計期間自損益扣除。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Leases (Continued)

The Group as a lessee (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third-party financing; and
- makes adjustments specific to the lease, eg term, country, currency and security.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the group entities use that rate as a starting point to determine the incremental borrowing rate.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes 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, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for the right-of-use assets that meet the definition of investment property are carried at fair value.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

4. 重大會計政策資料(續)

(e) 租賃(續)

本集團作為承租人(續)

為釐定增量借款利率，本集團：

- 在可行情況下，以個別承租人最近獲得的第三方融資為基準作出調整，以反映自獲得第三方融資以來融資條件的變動；
- 使用累加法，首先就本集團持有租賃的信貸風險(最近並無第三方融資)調整無風險利率；及
- 針對租賃做出特定調整，如期限、國家、貨幣及抵押。

若個別承租人可以獲取(透過近期融資或市場數據)與租賃付款特徵相似且可觀察的分期貸款利率，則集團實體將以該利率作為釐定增量借款利率的基準。

將租賃資本化時所確認之使用權資產初始按成本計量，其中包括租賃負債之初始金額，加於開始日期或之前支付之任何租賃款項，以及所產生之任何初始直接成本。在適用情況下，使用權資產之成本亦包括拆除及移除相關資產或恢復相關資產或其所在地點之成本估算，並貼現至其現值及扣減任何已獲的租賃優惠。使用權資產其後按成本減累計折舊及減值虧損列賬，惟符合投資物業定義之使用權資產按公平值列賬除外。

本集團合理確定可於租期結束時取得相關租賃資產所有權的使用權資產由開始日期起至可使用年期結束止計提折舊。在其他情況下，使用權資產按直線法於其估計可使用年期及租期(以較短者為準)內計提折舊。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(e) Leases (Continued)

The Group as a lessee (Continued)

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, 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.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("**lease modification**") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

The Group 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. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

4. 重大會計政策資料(續)

(e) 租賃(續)

本集團作為承租人(續)

已付的可退回租金按金乃根據香港財務報告準則第9號入賬，並初步按公平值計量。初步確認公平值的調整被視為額外租賃款項，並計入使用權資產的成本內。

當未來租賃款項因指數或比率的變化而發生改變，或本集團剩餘價值擔保下預計應付的金額估計發生變化，或當重新評估本集團是否將合理確定行使購買、延長或終止選擇權而產生變動，則會重新計量租賃負債。當租賃負債以此方式重新計量，對使用權資產的賬面值作出相應調整，或倘若使用權資產的賬面值已經減至零，則記入損益。

當租賃範疇發生變化或租賃合約原先並無規定的租賃代價發生變化(「**租賃修改**」)，且未作為單獨的租賃入賬時，則亦要重新計量租賃負債。在該情況下，租賃負債根據經修訂的租賃付款及租賃期限，使用經修訂的貼現率在修改生效日期重新計量。

本集團作為出租人

倘本集團為出租人，其於租賃初始階段釐定一項租賃為融資租賃或經營租賃。倘租賃轉移相關資產的所有權附帶的絕大部分所有風險及回報，則該租賃應分類為融資租賃。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Intangible assets acquired separately

(i) Intangible assets with defined useful lives — customer relationship

Customer relationship are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives as follows:

Customer relationship	3–6 years
Computer software	3 years

(ii) Intangible assets with defined useful lives — exclusive agency rights for real estate projects

The exclusive agency rights represent exclusive right to sell certain properties in Thailand within agreed agency periods:

Exclusive agency rights 獨家代理權	Agency Period 代理期	Number of units 單位數量
Level Condominium ("EAR-1") (「獨家代理權-1」)	from 1 January 2020 to 17 March 2021, and further extended from 17 March 2021 to 30 November 2025 於二零二零年一月一日至二零二一年三月 十七日，及進一步由二零二一年三月十七 日延長至二零二五年十一月三十日	228 apartments (both furnished and without decoration) 228套公寓 (帶家具但不含裝修)
LA VIE ("EAR-2")	from 18 August 2020 to 24 November 2021 and further extended from 24 November 2021 to 24 May 2023, terminated on 5 September 2024	77 villas planned to be constructed
LA VIE (「獨家代理權-2」)	於二零二零年八月十八日至二零二一年 十一月二十四日，及進一步由二零二一年 十一月二十四日延長至二零二三年五月 二十四日，於二零二四年九月五日終止	規劃建設的77棟別墅

The exclusive agency rights are stated at cost less accumulated amortisation and impairment losses.

The initial cost includes payments made to project owner or property developer for the acquisition of exclusive agency rights.

4. 重大會計政策資料(續)

(f) 個別收購的無形資產

(i) 具有限可使用年期的無形資產 — 客戶關係

客戶關係按成本減累計攤銷及減值虧損列示。攤銷按直線法於其估計可使用年期內計算如下：

客戶關係	3–6 年
電腦軟件	3 年

(ii) 具有限可使用年期的無形資產 — 房地產項目的獨家代理權

獨家代理權為在協定的代理期內在泰國出售若干物業的獨家權利：

獨家代理權按成本減累計攤銷及減值虧損列賬。

初始成本包括為獲得獨家代理權而支付予項目所有者或物業開發商的款項。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(f) Intangible assets acquired separately (Continued)

(ii) Intangible assets with defined useful lives — exclusive agency rights for real estate projects (Continued)

The amortisation of exclusive agency rights is calculated by the number of units sold during the period over the total number of units granted, after taking into consideration of any residual value. The residual value of exclusive agency right is the estimated amount that the Group would currently obtain from disposal of the asset, after deducting the estimated costs of disposal, if the assets were already of the age and in the condition expected at the end of its useful life.

At each financial reporting period end, the management will review the forecast of units sold over the remaining agency period and the estimation of residual value, and consider whether it is necessary to adjust the amortised cost shared by each unit.

(iii) Intangible assets with defined useful lives — agency right for testing and measuring equipments products (“EAR-3”)

The agency rights represented (i) exclusive agency right to distribute a list of testing and measuring equipments products (the “**Products**”) and the right for after-sale service in Hong Kong and in Macau; and (ii) non-exclusive agency right to distribute the Products and the right for after-sale service in the regions of Asia outside the mainland China, except Hong Kong and Macau, within agreed agency periods from the date of acquisition to 6 December 2031.

The exclusive agency rights are stated at cost less accumulated amortisation and impairment losses.

The initial cost includes payments made to an assignor for the acquisition of the agency right. Amortisation is recognised on a straight-line basis over their estimated useful lives.

4. 重大會計政策資料(續)

(f) 個別收購的無形資產(續)

(ii) 具有限可使用年期的無形資產 — 房地產項目的獨家代理權(續)

獨家代理權的攤銷乃根據期內售出的單位數量除以獲授的單位總數計算，並已考慮任何剩餘價值。獨家代理權的剩餘價值為倘資產已老化及預計可使用年期將結束，本集團出售資產現時可取得之估計金額(扣除出售估計成本後)。

於各財務報告期末，管理層將審閱對剩餘代理期內售出的單位的預測及對剩餘價值的估計，並考慮是否有必要調整每個單位應分攤的攤銷成本。

(iii) 具有限可使用年期的無形資產 — 檢測及測量設備產品的代理權(「獨家代理權-3」)

代理權指於收購日期起至二零三一年十二月六日的協定代理期內(i)在香港及澳門分銷檢測及測量設備產品(「**產品**」)清單及售後服務權利的獨家代理權；及(ii)在中國內地以外亞洲地區(香港及澳門除外)分銷產品及售後服務權利的非獨家代理權。

獨家代理權按成本減累計攤銷及減值虧損列賬。

初始成本包括為獲得代理權而支付予轉讓人的款項。攤銷按直線法於其估計可使用年期內確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(g) Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's product development activity is recognised only if all of the following conditions are met:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- Management intends to complete the intangible asset and use or sell it;
- There is ability to use or sell the intangible asset;
- It can be demonstrated how the intangible asset will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
- The expenditure attributable to the intangible asset during its development can be reliably measured.

Internally generated intangible assets are stated at cost less accumulated amortisation and impairment losses. Amortisation is calculated on a straight-line basis over their estimated useful lives. Where no internally generated intangible asset can be recognised, development expenditure is recognised in profit or loss in the period in which it is incurred.

4. 重大會計政策資料(續)

(g) 研究及開發支出

研究活動之支出於產生期間內確認為開支。本集團之產品開發活動所產生之內部產生無形資產僅於符合下列所有條件下，方獲確認：

- 完成該無形資產於技術上屬可行，以致其可供使用或銷售；
- 管理層有意完成該無形資產並使用或出售；
- 有能力使用或出售該無形資產；
- 能夠證明無形資產如何將產生可能之未來經濟利益；
- 有足夠的技術、財務和其他資源以完成開發並使用或出售該無形資產；及
- 無形資產在開發期內應佔之支出能夠可靠地計量。

內部產生無形資產以成本減累計攤銷及減值虧損列賬。攤銷乃按其估計可使用年期以直線法計算。當並無內部產生無形資產可予確認時，開發支出於產生期間內於損益中確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(h) Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out basis. The cost of finished goods and work in progress comprises raw materials, direct labour and an appropriate proportion of all production overhead expenditure, and where appropriate, subcontracting charges. 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.

(i) Recognition and derecognition of financial instruments

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

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss “FVTPL”) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

4. 重大會計政策資料(續)

(h) 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以先進先出基準釐定。製成品及半成品之成本包括原材料、直接人工及適當比例之所有生產間接成本，及外判費用(如適用)。可變現淨值乃於日常業務過程中之估計售價減估計完成成本及估計出售時所需之費用。

(i) 確認及終止確認金融工具

金融資產及金融負債在本集團實體成為工具合約條文之訂約方時，於綜合財務狀況表內確認。

金融資產及金融負債初步按公平值計量。於初步確認時，收購或發行金融資產及金融負債而直接應佔的交易成本(按公平值計入損益(「按公平值計入損益」)的金融資產及金融負債除外)會按適用情況加入或扣減自該等金融資產或金融負債的公平值。直接自收購按公平值計入損益的金融資產或金融負債產生之交易成本即時於損益中確認。

本集團僅在從資產收取現金流量之合約權利到期，或在本集團將金融資產及該資產擁有權之絕大部分風險及回報轉讓予另一實體的情況下，方終止確認金融資產。倘本集團既無轉移亦無保留擁有權的絕大部分風險及回報並繼續控制已轉讓資產，則本集團會確認其於該資產的保留權益及可能需要支付的相關負債款項。倘本集團保留已轉讓金融資產擁有權的絕大部份風險及回報，本集團繼續確認金融資產，亦就已收取的所得款項確認有抵押借款。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(i) Recognition and derecognition of financial instruments (Continued)

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

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

(j) Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

4. 重大會計政策資料(續)

(i) 確認及終止確認金融工具(續)

本集團僅在本集團的責任獲解除、取消或到期時終止確認金融負債。終止確認之金融負債之賬面值與已付及應付代價之間的差額(包括任何已轉移非現金資產或已承擔負債)於損益內確認。

當有可合法強制執行權利可抵銷已確認金額，並有意按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並在資產負債表呈報其淨額。可合法強制執行權利不得取決於未來事件而定，且須在一般業務過程中以及在有關公司或對手方一旦出現拖欠還款、無力償債或破產時可強制執行。

(j) 金融資產

所有以常規方式購入或出售之金融資產均按買賣日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產之金融資產購入或出售。視乎金融資產的分類，所有已確認的金融資產其後全面按攤銷成本或公平值進行計量。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(j) Financial assets (Continued)

Debt investments

Debt investments held by the Group are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method.
- Fair value through other comprehensive income (“**FVTOCI**”) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of ECL, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- FVTPL if the investment does not meet the criteria for being measured at amortised cost or FVTOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

4. 重大會計政策資料(續)

(j) 金融資產(續)

債務投資

本集團持有的債務投資分類為以下其中一個計量類別：

- 攤銷成本，倘持有投資的目的為收取合約現金流量，即純粹為獲取本金及利息付款。投資所得利息收入乃使用實際利率法計算。
- 按公平值計入其他全面收益（「**按公平值計入其他全面收益**」）— 可劃轉，倘投資的合約現金流量僅包括本金及利息付款，且投資乃按其目的為同時收取合約現金流量及出售的業務模式持有。公平值變動於其他全面收益確認，惟預期信貸虧損、利息收入（使用實際利率法計算）及匯兌收益及虧損則於損益確認。當投資被終止確認，於其他全面收益累計的金額從權益劃轉至損益。
- 按公平值計入損益，倘投資不符合按攤銷成本計量或按公平值計入其他全面收益（可劃轉）的標準。投資的公平值變動（包括利息）於損益確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(j) Financial assets (Continued)

Equity investments

An investment in equity securities is classified as FVTPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an election to designate the investment at FVTOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVTPL or FVTOCI, are recognised in profit or loss as other income.

(k) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset.

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses.

(l) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL.

4. 重大會計政策資料(續)

(j) 金融資產(續)

股權投資

股本證券投資分類為按公平值計入損益，除非股本投資並非持作買賣用途，且於初步確認投資時，本集團選擇指定投資為按公平值計入其他全面收益(不可劃轉)，以致公平值的後續變動於其他全面收益確認。有關選擇以個別工具為基準作出，惟僅或會在發行人認為投資符合股本的定義的情況下作出。作出有關選擇後，於其他全面收益內累計的金額仍將保留在公平值儲備(不可劃轉)內直至投資出售為止。出售時，於公平值儲備(不可劃轉)內累計的金額轉撥至保留溢利，且不會劃轉至損益。股本證券投資的股息(不論分類為按公平值計入損益或按公平值計入其他全面收益)於損益內確認為其他收入。

(k) 應收貿易賬款及其他應收款項

應收款項於本集團擁有無條件權利可收取代價時予以確認。倘代價僅隨時間推移即會成為到期應付，則收取代價的權利為無條件。倘於本集團擁有無條件權利可收取代價之前已確認收入，則有關金額呈列為合約資產。

應收款項按攤銷成本(採用實際利率法)扣除信貸虧損撥備列賬。

(l) 現金及現金等價物

現金及現金等價物包括銀行及手頭現金、銀行及其他金融機構之活期存款以及短期及流通性高的投資，而該等投資隨時可轉換為已知數額之現金，價值變動的風險較低且在購入時距離到期日不超過三個月。現金及現金等價物就預期減值虧損進行評估。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(m) Financial liabilities and equity instruments

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

(n) Borrowings and bonds payable

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

Borrowings and bonds payable are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

(o) Trade and other payables

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

(p) Equity instruments

An equity instrument is any contract that evidence a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

4. 重大會計政策資料(續)

(m) 金融負債及權益工具

金融負債及權益工具乃根據所訂立合約安排之實質內容及香港財務報告準則會計準則中金融負債及權益工具之定義予以分類。權益工具為可證明經扣除其所有負債後於本集團資產之餘額權益之任何合約。就特定金融負債及權益工具採納之會計政策載於下文。

(n) 應付借貸及債券

應付借貸及債券初始按公平值扣除所產生之交易成本確認，其後則採用實際利率法按攤銷成本計量。

應付借貸及債券被分類為流動負債，惟本集團有權無條件地將清償負債延遲報告期後至少12個月的則除外。

(o) 應付貿易賬款及其他應付款項

應付貿易賬款及其他應付款項初始按其公平值列賬，並於其後採用實際利率法按攤銷成本計量，除非折現之影響輕微，在此情況下則按成本列賬。

(p) 權益工具

權益工具指能證明於實體扣除其所有負債後資產中擁有剩餘權益的任何合約。由本公司發行的權益工具乃按收取的所得款項減直接發行成本記錄。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(q) Revenue and other income

Revenue is recognised when control over a product or service is transferred to the customer, at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

- (i) Revenue from the sale of electronic products, medical equipment products and energy storage products are recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the channel and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. A receivable is recognised by the Group when the goods are delivered to the customer as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment is due.
- (ii) The real estate supply chain services operation provides two type of services, the real estate advisory service and real estate purchase service. The real estate advisory service provides the customer with real estate investment advice and help them to source investment opportunities in South East Asia and Pan Asia markets. Real estate purchase service provides services for obtaining the legal title of real estate investment on behalf of customer. The customer will negotiate the price of the two services together, and the customer usually pay a lump sum fee that represents the sum of the consideration of the two services.

4. 重大會計政策資料(續)

(q) 收入及其他收入

收入在產品或服務的控制權按本集團預期有權獲取的承諾代價金額(不包括代表第三方收取的金額)轉移至客戶時確認。收入不包括增值稅或其他銷售稅,並經扣除任何貿易折扣。

- (i) 來自電子產品、醫療設備產品及儲能產品銷售的收入乃於貨品控制權轉移時(即貨品送達客戶指定地點(交付)時)確認。於交付後,客戶可全權酌情決定產品的銷售途徑及價格,並承擔轉售商品的主要責任及商品報廢及損失的風險。本集團於貨品交付至客戶時確認應收款項,原因是此代表收取代價權利成為無條件的一個時間點,於款項到期前只須待時間過去。
- (ii) 提供房地產諮詢服務及房地產購置服務兩種服務的房地產供應鏈服務業務產生收入。房地產諮詢服務為客戶提供房地產投資意見並幫助客戶物色在東南亞及泛亞市場的投資機會。房地產購置服務提供代客戶獲得房地產投資法定業權的服務。客戶會一併磋商兩種服務的價格,且通常一次性支付相當於兩種服務代價金額的合計費用。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(q) Revenue and other income (Continued)

(ii) (Continued)

Real estate advisory service and real estate purchase service are two distinct performance obligations. The transaction price is allocated to each performance obligation on a relative stand-alone selling price basis estimated using the expected cost plus a margin approach.

The Group recognises revenue from real estate advisory service and real estate purchase service at a point in time upon completion of each service.

According to the related terms of real estate purchase services, the Group has contracted to arrange delivery and transfer of legal title to the customers within a period specified in the service agreement. If the Group fails to fulfil the obligation on time, the customer has the unilateral right to cancel the contract, and recover all the payments made to the Group, together with the interest determined based on the formula specified in the service agreement.

The Group recognises revenue from real estate advisory service only to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognised to date will not occur should the legal title to the subject real estate not be transferred to the customer within the timeframe specified in the service agreement.

- (iii) Management fee, consultancy fee and commission are recognised when the services are rendered.

4. 重大會計政策資料(續)

(q) 收入及其他收入(續)

(ii) (續)

房地產諮詢服務及房地產購置服務為兩項不同的履約義務。交易價格根據使用預期成本加利潤方法估算的相對獨立銷售價格分配予各履約義務。

本集團於每項服務完成後的某個時間點確認房地產諮詢服務及房地產購置服務產生之收入。

根據房地產購置服務的相關條款，本集團已訂約於服務協議指定期間內向客戶安排交付及轉讓法定業權。倘本集團未能按時履行責任，則客戶有單邊權利取消合約以及收回向本集團支付的所有款項連同按服務協議指定公式釐定的利息。

本集團僅在以下情況下確認房地產諮詢服務的收入：倘目標房地產的法定業權未於服務協議訂明的時間範圍內轉移予客戶，迄今已確認累積收入金額亦不大可能出現大幅撥回。

- (iii) 管理費、顧問費及佣金於提供服務時確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(q) Revenue and other income (Continued)

(iv) Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost, the effective interest rate is applied to the gross carrying amount of the asset.

(v) Dividend income is recognised when the shareholders' rights to receive payment are established.

(vi) Rental income receivable under operating leases is recognised in profit or loss in equal instalments over the periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the use of the leased asset.

(r) Employee benefits

(i) Employee leave entitlements

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

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

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged to profit or loss represents contributions payable by the Group to the funds.

4. 重大會計政策資料(續)

(q) 收入及其他收入(續)

(iv) 利息收入於產生時按實際利率法確認。就按攤銷成本計量的金融資產而言，實際利率用於該資產的賬面總值。

(v) 股息收入於確立股東收款權利時確認入賬。

(vi) 經營租賃的應收租金收入在租期所涵蓋的會計期間內，以等額分期方式在損益內確認，惟如有其他基準能更清楚地反映租賃資產所產生的收益模式則除外。

(r) 僱員福利

(i) 僱員應享假期

僱員之年假及長期服務假期於賦予僱員時確認。截至報告期末止已就僱員因所提供服務享有之年假及長期服務假期之估計負債作出撥備。

僱員病假及產假於僱員休假時始確認。

(ii) 退休金承擔

本集團向定額供款退休金計劃作出供款，全體僱員均可參與該計劃。計劃供款由本集團及僱員按僱員基本薪金之百分比作出。自損益扣除之退休福利計劃成本指本集團應向該基金支付之供款。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(r) Employee benefits (Continued)

(ii) Pension obligations (Continued)

For LSP obligation, the Group accounts for the employer MPF contributions expected to be offsetted as a deemed employee contribution towards the LSP obligation in term of HKAS 19 paragraph 93(a) and it is measured on a net basis. The estimated amount of future benefit is determined after deducting the negative service cost arising from the accrued benefits derived from the Group's MPF contributions that have been vested with employees, which are deemed to be contributions from the relevant employees.

(iii) Termination benefits

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

(s) Share-based payments

The Group issues equity-settled share-based payments to certain directors and employees.

Equity-settled share-based payments to directors and employees are measured at the fair value (excluding the effect of non-market based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

4. 重大會計政策資料(續)

(r) 僱員福利(續)

(ii) 退休金承擔(續)

就長期服務金負債而言，根據香港會計準則第19第93(a)段，本集團將預期抵銷的僱員強積金供款視為對長期服務金負債的僱員供款入賬並以淨額計量長期服務金負債。未來福利之估計金額乃於扣除由本集團強積金供款所產生並已歸屬僱員之累計福利所產生的負值服務成本後釐定，而該等金額被視為相關僱員之供款。

(iii) 離職福利

在本集團不再能夠取消提供該等福利之日及在本集團確認重組成本及涉及支付離職福利之日(以較早者為準)，離職福利方予確認。

(s) 以股份為基礎的付款

本集團發行以股權結算以股份為基礎的付款予若干董事及僱員。

授予董事及僱員的以股權結算以股份為基礎的付款乃按授出日期權益工具之公允值(不包括非市場形式歸屬條件影響)計量。於以權益結算的股份付款授出日期釐定之公允值乃根據本集團對最終將歸屬之股份估計並經就非市場形式歸屬條件影響調整，於歸屬期按直線法列作開支。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(t) Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint arrangements, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

4. 重大會計政策資料(續)

(t) 稅項

所得稅指即期稅項及遞延稅項之總額。

現時應付稅項乃按年度應課稅溢利計算。因其他年度之應課稅或應扣減之收入或開支項目及可作免稅或不可作稅項扣減之項目，故應課稅溢利與於損益確認之溢利不同。本集團之當期稅項負債按其於報告期末前已頒佈或大致上頒佈之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用相應稅基之暫時差額予以確認。遞延稅項負債一般按所有應課稅暫時差額確認，遞延稅項資產則一般於應課稅溢利很可能可供用作抵銷可扣減暫時差額、未動用稅項虧損或未動用稅項抵免之情況下按所有可扣減暫時差額予以確認。倘暫時差額因商譽或因初步確認(業務合併除外)一項交易涉及之其他資產及負債所產生，而不會影響應課稅溢利或會計溢利，並在交易時不會引致相等之應課稅及可扣減暫時差額，則有關資產及負債不予確認。

遞延稅項負債就於附屬公司及聯營公司之投資及於合營安排之權益所產生應課稅暫時差額予以確認，惟若本集團有能力控制暫時差額撥回，而暫時差額將很可能不會於可見將來撥回則除外。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(t) Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxable profit will be available against which the deductible temporary differences can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its tax assets and liabilities on a net basis.

4. 重大會計政策資料(續)

(t) 稅項(續)

遞延稅項資產之賬面值乃於各報告期末進行檢討，並予以相應扣減，直至不可能有足夠應課稅溢利可供全部或部分資產可予收回為止。

遞延稅項根據於報告期末前已頒佈或大致上頒佈之稅率，按預期適用於負債清償或資產變現期間之稅率計算。遞延稅項於損益中確認，除非遞延稅項關乎於其他全面收益或直接於權益中予以確認之項目，在該情況下，遞延稅項亦於其他全面收益或直接於權益中確認。

遞延稅項資產及負債之計量反映根據本集團預期於報告期末收回或結算其資產及負債之賬面值之方式將產生之稅務結果。

就本集團確認使用權資產及相關租賃負債的租賃交易計量遞延稅項而言，本集團首先釐定使用權資產或租賃負債是否應佔稅項扣減。

就稅項扣減歸屬於租賃負債之租賃交易而言，本集團會對使用權資產及租賃負債分開應用香港會計準則第12號之規定。本集團確認與租賃負債相關的遞延稅項資產，惟以可能有應課稅溢利可用於抵銷可扣減稅暫時差額為限，並就所有應課稅暫時差額確認遞延稅項負債。

當擁有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，及當有關權利涉及由同一稅務當局徵收之所得稅，以及本集團計劃按淨額基準結算其稅項資產及負債時，遞延稅項資產及負債則互相抵銷。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(u) Impairment of non-financial assets

The carrying amounts of non-financial assets are reviewed at each reporting date for indications of impairment and where an asset is impaired, it is written down as an expense through the consolidated statement of profit or loss to its estimated recoverable amount unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. If this is the case, recoverable amount is determined for the CGU to which the asset belongs. Recoverable amount is the higher of value in use and the fair value less costs of disposal of the individual asset or the CGU.

Value in use is the present value of the estimated future cash flows of the asset/CGU. Present values are computed using pre-tax discount rates that reflect the time value of money and the risks specific to the asset/CGU whose impairment is being measured.

Impairment losses for CGUs are allocated first against the goodwill of the unit and then pro rata amongst the other assets of the CGU. Subsequent increases in the recoverable amount caused by changes in estimates are credited to profit or loss to the extent that they reverse the impairment unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

4. 重大會計政策資料(續)

(u) 非金融資產減值

非金融資產之賬面值於各報告日期檢討有無減值跡象，倘資產已減值，則作為開支透過綜合損益表撇減至其估計可收回金額，惟有關資產按重估值列賬除外，在此情況下，減值虧損視為重估減值處理。可收回金額就個別資產釐定，惟倘資產並無產生大部分獨立於其他資產或資產組合之現金流入，則可收回金額就資產所屬之現金產生單位釐定。可收回金額按個別資產或現金產生單位之使用價值與其公平值減出售成本兩者中之較高者計算。

使用價值為資產／現金產生單位估計未來現金流量之現值。現值按反映貨幣時間價值及資產／現金產生單位(已計量減值)之特有風險之稅前貼現率計算。

現金產生單位減值虧損首先就該單位之商譽進行分配，然後按比例在現金產生單位其他資產間進行分配。因估計轉變而造成其後可收回金額增加將計入損益，除非有關資產按重估值列賬，否則撥回減值，在此情況下，減值虧損之撥回視為重估增值。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets

The Group recognises a loss allowance for ECL on investments in debt instruments that are measured at amortised cost, trade receivables, deposits, other receivables and loans to other parties, as well as on financial guarantee contracts. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group always recognises lifetime ECL for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Group recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

4. 重大會計政策資料(續)

(v) 金融資產減值

本集團就按攤銷成本計量的債券工具投資、應收貿易賬款、按金、其他應收款項及向其他人士貸款以及財務擔保合約確認預期信貸虧損的虧損撥備。預期信貸虧損金額於各報告日期更新，以反映信貸風險自初始確認有關金融工具以來的變動。

本集團一直確認應收貿易賬款的全期預期信貸虧損。該等金融資產的預期信貸虧損乃根據本集團過往的信貸虧損經驗採用撥備矩陣估計，並就債務人獨有因素、整體經濟狀況以及於報告日期對現行及預測經濟狀況發展方向的評估(包括貨幣之時間價值(如適用))作出調整。

就所有其他金融工具而言，倘信貸風險自初始確認後顯著增加，則本集團確認全期預期信貸虧損。然而，倘金融工具的信貸風險自初始確認後並無顯著增加，則本集團按相等於十二個月預期信貸虧損的金額計量該金融工具的虧損撥備。

全期預期信貸虧損指於金融工具預計年期內所有可能違約事件導致的預期信貸虧損。相對而言，十二個月預期信貸虧損指全期預期信貸虧損中預期於報告日期後十二個月內金融工具可能發生違約事件預期導致的部份。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets (Continued)

Significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument at the reporting date with the risk of a default occurring on the financial instrument at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. Forward-looking information considered includes the future prospects of the industries in which the Group's debtors operate, obtained from economic expert reports, financial analysts, governmental bodies, relevant think-tanks and other similar organisations, as well as consideration of various external sources of actual and forecast economic information that relate to the Group's core operations.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk for a particular financial instrument;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- significant increases in credit risk on other financial instruments of the same debtor;

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸風險大幅增加

於評估金融工具的信貸風險自初始確認以來是否大幅增加時，本集團比較於報告日期就金融工具發生違約的風險與於初始確認日期就金融工具發生違約的風險。於作出此評估時，本集團考慮屬合理及可支持的定量及定性資料，包括過往經驗及在並無不必要成本或努力下可得的前瞻性資料。所考慮到的前瞻性資料包括來自經濟專家的報告、金融分析、政府機構、相關智囊團及其他類似組織獲得的有關本集團債務人經營所在行業的未來前景，以及與本集團核心業務有關的實際及預測經濟資料的各種外部資料來源等考慮因素。

尤其是，在評估自初始確認以來信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(倘可獲得)或內部信貸評級實際或預期明顯轉差；
- 特定金融工具信貸風險的外部市場指標明顯轉差；
- 預期將導致債務人履行其債務責任的能力明顯下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人的經營業績實際或預期明顯轉差；
- 相同債務人的其他金融工具的信貸風險顯著增加；

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date. A financial instrument is determined to have low credit risk if:

- (i) the financial instrument has a low risk of default,
- (ii) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term, and
- (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has external credit rating of "investment grade" in accordance with the globally understood definition or if an external rating is not available, the asset has an internal rating of "performing". Performing means that the counterparty has a strong financial position and there is no past due amounts.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸風險大幅增加(續)

- 導致債務人履行其債務責任的能力明顯下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估的結果如何，本集團假定倘合約付款逾期超過30天，則金融資產的信貸風險自初始確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管如前文所述，本集團假設倘金融工具於報告日期被釐定為信貸風險較低，則金融工具的信貸風險自初始確認以來並無顯著增加。倘：

- (i) 金融工具的違約風險低，
- (ii) 債務人有強大能力於近期內履行其合約現金流量責任，及
- (iii) 經濟及業務狀況的長期不利變動可能但未必會削弱借款人履行其合約現金流量責任的能力，則金融工具被釐定為信貸風險較低。

本集團認為，倘根據公認的定義，金融資產的外部信貸評級為「投資級別」，或倘不可獲得外部評級，該資產具有「履約」內部評級，則該金融資產具有較低信貸風險。履約意味著交易對手擁有強勁的財務狀況及並無逾期款項。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets (Continued)

Significant increase in credit risk (Continued)

For financial guarantee contracts, the date that the Group becomes a party to the irrevocable commitment is considered to be the date of initial recognition for the purposes of assessing the financial instrument for impairment. In assessing whether there has been a significant increase in the credit risk since initial recognition of a financial guarantee contract, the Group considers the changes in the risk that the specified debtor will default on the contract.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable.

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above analysis, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸風險大幅增加(續)

就財務擔保合約而言，就評估金融工具減值而言，本集團成為不可撤銷承諾訂約方之日視為初始確認日期。於評估信貸風險自財務擔保合約初始確認以來是否有大幅增加，本集團會考慮指定債務人違約的風險的變動。

本集團定期監察用以識別信貸風險是否大幅上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險大幅上升。

違約的定義

由於過往經驗表明滿足下列標準的應收款項一般不可收回，本集團認為就內部信貸風險管理而言，下列情況構成違約事件。

- 倘交易對手違反金融契約；或
- 內部形成或自外部來源獲得的資料表明債務人不大可能向其債權人(包括本集團)悉數還款(未計及本集團持有的任何抵押品)。

無論上述分析結果如何，本集團認為倘金融資產逾期超過90天，則發生違約事件，除非本集團有能說明更寬鬆的違約標準更為合適的合理可靠資料，則作別論。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets (Continued)

Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the counterparty;
- a breach of contract, such as a default or past due event;
- the lender(s) of the counterparty, for economic or contractual reasons relating to the counterparty's financial difficulty, having granted to the counterparty a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the counterparty will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, including when the debtor has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

信貸減值金融資產

倘發生對金融資產的估計未來現金流量產生不利影響的一項或多項事件，則該金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或交易對手出現重大財務困難；
- 違反合約，如違約或逾期事件；
- 交易對手的貸款人因有關交易對手財務困難的經濟或合約原因向交易對手授出貸款人不會另作考慮的特權；
- 交易對手有可能將告破產或進行其他財務重組；或
- 因財務困難而導致該金融資產之活躍市場消失。

撇銷政策

倘有資料顯示債務人有嚴重財務困難且無實際可收回期望(包括債務人已進行清算或已進入破產程序)或(倘為應收貿易賬款)賬款逾期超過兩年(以較早發生者為準)，本集團會撇銷金融資產。根據本集團收回程序並考慮法律建議(如適用)，已撇銷金融資產可能仍受到執法活動約束。任何收回均於損益中確認。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(v) Impairment of financial assets (Continued)

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date; for financial guarantee contracts, the exposure includes the amount drawn down as at the reporting date, together with any additional amounts expected to be drawn down in the future by default date determined based on historical trend, the Group's understanding of the specific future financing needs of the debtors, and other relevant forward-looking information.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

For a financial guarantee contract, as the Group is required to make payments only in the event of a default by the debtor in accordance with the terms of the instrument that is guaranteed, the expected loss allowance is the expected payments to reimburse the holder for a credit loss that it incurs less any amounts that the Group expects to receive from the holder, the debtor or any other party.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

4. 重大會計政策資料(續)

(v) 金融資產減值(續)

預期信貸虧損的計量及確認

預期信貸虧損的計量為違約可能性、違約虧損率(即出現違約時的虧損幅度)及違約風險的函數。違約可能性及違約虧損率的評估乃按照歷史數據進行,並就上文所述的前瞻性資料作出調整。就金融資產而言,違約風險為該資產於報告日期的賬面總值;就財務擔保合約而言,風險包括於報告日期提取的金額連同任何基於歷史趨勢、本集團對債務人特定未來融資需求的理解以及其他相關前瞻性資料釐定的預計將於未來違約日期前提取的額外金額。

就金融資產而言,預期信貸虧損按根據合約應付本集團的所有合約現金流量與本集團預期將收取按原有實際利率貼現的所有現金流量之間的差額進行估計。

就財務擔保合約而言,由於根據擔保工具條款,本集團僅須於債務人違約時作出付款,預期虧損撥備為償還持有人所產生信貸虧損的預計付款減本集團預計自持有人、債務人或任何其他方收取的任何金額。

倘本集團已於過往報告期間按相等於全期預期信貸虧損的金額計量金融工具的虧損撥備,惟於本報告日期釐定全期預期信貸虧損條件不再達成,則本集團於本報告日期會按相等於十二個月預期信貸虧損的金額計量虧損撥備,惟運用簡化法的資產除外。

本集團就所有金融工具於損益中確認減值收益或虧損,並透過虧損撥備賬對彼等賬面值作出相應調整。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

(w) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

When it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

(x) Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- the amount determined in accordance with the ECL model under HKFRS 9; and
- the amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of HKFRS 15.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

4. 重大會計政策資料(續)

(w) 撥備及或然負債

倘本集團須就已發生之事件承擔現有法律或推定責任，而且履行責任可能涉及經濟效益之流出，並可作出可靠之估計，則須就不確定時間或數額之負債確認撥備。倘貨幣之時間價值重大，則撥備將會以預計履行責任之支出現值列示。

倘不大可能涉及經濟效益之流出，或是無法對有關數額作出可靠之估計，則將責任披露為或然負債，惟經濟效益流出之可能性極低則除外。須視乎某宗或多宗未來事件是否發生或不發生方能確定是否存在之可能責任，亦會披露為或然負債，惟經濟效益流出之可能性極低則除外。

(x) 財務擔保合約

財務擔保合約於發出擔保時確認為金融負債。負債初始按公平值計量及隨後按以下較高者計量：

- 根據香港財務報告準則第9號項下預期信貸虧損模式釐定的金額；及
- 初始確認的金額減(倘適用)根據香港財務報告準則第15號原則確認的累計收入金額。

財務擔保的公平值釐定為債務工具項下所須合約付款與在並無擔保下將須作出的付款之間的現金流量之差額之現值，或就承擔責任而將應付予第三方的估計金額。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

In applying the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(i) Critical judgements in applying accounting policies

In the process of applying the accounting policies, the directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimates, which are dealt with below).

(a) Significant increase in credit risk

As explained in note 4(v), ECL are measured as an allowance equal to 12-month ECL for stage 1 assets, or lifetime ECL for stage 2 or stage 3 assets. An asset moves to stage 2 when its credit risk has increased significantly since initial recognition. HKFRS 9 does not define what constitutes a significant increase in credit risk. In assessing whether the credit risk of an asset has significantly increased the Group takes into account qualitative and quantitative reasonable and supportable forward looking information.

5. 關鍵判斷及主要估計

於應用附註4所述的本集團會計政策時，本公司董事須作出對已確認金額有重大影響的判斷（涉及估計的判斷除外），以及對不易從其他來源獲得的資產及負債的賬面值作出估計及假設。該等估計及相關假設乃基於過往經驗及被視為相關的其他因素。實際結果可能與該等估計有所不同。

估計及相關假設按持續基準進行檢討。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂只會於該期間內確認；倘會計估計的修訂對現時及未來期間均產生影響，則會在作出該修訂期間及未來期間內確認。

(i) 應用會計政策的關鍵判斷

在應用會計政策時，董事已作出下列對綜合財務報表確認的款項有最大影響之判斷（除涉及估計者外，其於下文處理）。

(a) 信貸風險顯著增加

誠如附註4(v)闡釋，預期信貸虧損按照相等於第一階段資產的十二個月預期信貸虧損或第二階段或第三階段資產的全期預期信貸虧損資產的撥備計量。當信貸風險因初始確認而顯著增加時，資產轉入第二階段。香港財務報告準則第9號並無界定構成信貸風險顯著增加的因素。本集團根據定性及定量的合理及可支持前瞻性資料，評估資產的信貸風險是否顯著增加。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

- (i) Critical judgements in applying accounting policies
(Continued)

(b) Determining the lease term

In determining the lease term at the commencement date for leases that include renewal options exercisable by the Group, the Group evaluates the likelihood of exercising the renewal options taking into account all relevant facts and circumstances that create an economic incentive for the Group to exercise the option, including favourable terms, leasehold improvements undertaken and the importance of that underlying asset to the Group's operation.

Generally, periods covered by an extension option in other properties leases have not been included in the lease liability because the Group could replace the assets without significant cost or business disruption. Further information is set out in note 20.

The lease term is reassessed when there is a significant event or significant change in circumstance that is within the Group's control. During the current financial year, no lease term has been reassessed.

5. 關鍵判斷及主要估計(續)

- (i) 應用會計政策的關鍵判斷(續)

(b) 釐定租期

為於開始日期就包括本集團可行使續租選擇權的租賃釐定租期，本集團考量對本集團產生經濟誘因以行使該選項的所有相關事實及情況後，評估行使續租選擇權的可能性，包括有利條款、租賃裝修承擔及相關資產對本集團運營之重要性。

一般而言，其他物業租賃的續租選擇權所涵蓋的期間並未計入租賃負債，因為本集團可在不產生重大成本或業務中斷的情況下替代資產。有關進一步資料載於附註20。

倘發生重大事件或情況出現重大變動而該等事件或變動受本集團控制，則將重新評估租期。於本財政年度，概無重新評估租期。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgement and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belong. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

The carrying amount of property, plant and equipment and right-of-use assets as at 31 December 2024 was approximately HK\$9,184,000 (2023: HK\$14,421,000) and HK\$43,529,000 (2023: HK\$18,674,000) respectively.

5. 關鍵判斷及主要估計(續)

(ii) 估計不明朗因素之主要來源

於報告期末對未來的主要假設及其他估計不明朗因素之主要來源(對下一財政年度之資產及負債的賬面值造成重大調整之重大風險)在下文討論。

(a) 物業、廠房及設備以及使用權資產的減值

物業、廠房及設備及使用權資產按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須作出判斷及估計，尤其需要評估：(1)是否發生可能影響資產價值的事件或任何跡象；(2)資產的賬面值能否以使用價值(即根據持續使用資產估計的未來現金流量之淨現值)的可收回金額支持；及(3)估計可收回金額時所採用的適當主要假設，包括現金流量預測及適當貼現率。倘不可能估計個別資產的可收回金額(包括使用權資產)，則本集團估計該資產所屬的現金產生單位的可收回金額。假設的變動及估計(包括貼現率或現金流量預測增長率)會對於減值測試中所使用的淨現值產生重大影響。

於二零二四年十二月三十一日，物業、廠房及設備以及使用權資產的賬面值分別約為9,184,000港元(二零二三年：14,421,000港元)及43,529,000港元(二零二三年：18,674,000港元)。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(b) Impairment of agency rights EAR-3

If circumstances indicate that the carrying value of the EAR-3 may not be recoverable, the assets may be considered “impaired”, and an impairment loss may be recognised in accordance with HKAS 36 Impairment of Assets. Under HKAS 36, these assets are tested for impairment whenever events or changes in circumstances indicate that their recorded carrying amounts may not be recoverable. When such a decline has occurred, the carrying amount is reduced to recoverable amount. The recoverable amount is the greater of its fair value less costs of disposal and the value in use. In determining the value in use, expected cash flows generated by the asset are discounted to their present value, which requires significant judgements and estimates relating to future revenue and profit margin. The Group uses all readily available information in determining an amount that is a reasonable approximation of recoverable amount. However, actual revenue, profit margin and pre-tax discount rate may be different from assumptions which may require a material adjustment to the carrying amount of the assets affected.

As at 31 December 2024, the carrying amount of EAR-3 was approximately HK\$22,009,000 (2023: HK\$31,779,000) and impairment loss on EAR-3 of approximately HK\$6,172,000 (2023: Nil) was recognised during the year ended 31 December 2024.

5. 關鍵判斷及主要估計(續)

(ii) 估計不明朗因素之主要來源(續)

(b) 獨家代理權獨家代理權-3減值

倘有情況顯示獨家代理權-3的賬面值可能未能收回，該等資產將被視作「已減值」，並可能須根據香港會計準則第36號資產減值確認減值虧損。根據香港會計準則第36號，該等資產將於發生事件或情況出現變動顯示彼等入賬的賬面值可能未能收回時進行減值測試。倘可收回金額減少，其賬面值將減少至可收回金額。可收回金額為公允值(減出售成本)及使用價值的較高者。於釐定使用價值時，來自資產的預期現金流將貼現自其現值，進行貼現時須就未來收入及利率作出重大判斷及估計。本集團採用所有可得資料釐定可收回金額的合理數額。然而，實際收入、利率及稅前貼現率可能與假設不同，因而可能須對受影響資產的賬面值作出重大調整。

於二零二四年十二月三十一日，獨家代理權-3的賬面值約為22,009,000港元(二零二三年：31,779,000港元)，及截至二零二四年十二月三十一日止年度已確認獨家代理權-3的減值虧損約為6,172,000港元(二零二三年：無)。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(c) Impairment of trade receivables, other receivables, and loans to other parties

The management of the Group estimates the amount of impairment loss for ECL on trade receivables, other receivables and loans to other parties based on their credit risk. The amount of the impairment loss based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. Where the future cash flows are less than expected, or being revised downward due to changes in facts and circumstances, further impairment loss could be necessary.

As at 31 December 2024, the carrying amount of trade receivables was approximately HK\$117,294,000 (net of allowance for trade receivables of approximately HK\$3,085,000) (2023: HK\$145,309,000 (net of allowance for trade receivables of approximately HK\$1,005,000)).

As at 31 December 2024, the carrying amount of other receivables was approximately HK\$33,918,000 (net of allowance for other receivables of approximately HK\$6,935,000) (2023: HK\$11,883,000 (net of allowance for other receivables of approximately HK\$14,859,000)).

As at 31 December 2024, the carrying amount of loans to other parties was approximately HK\$1,163,000 (net of allowance for loans to other parties of approximately HK\$16,186,000) (2023: HK\$6,949,000 (net of allowance for loans to other parties of approximately HK\$38,765,000)).

5. 關鍵判斷及主要估計(續)

(ii) 估計不明朗因素之主要來源(續)

(c) 應收貿易賬款、其他應收款項以及向其他人士貸款之減值

本集團管理層根據應收貿易賬款、其他應收款項以及向其他人士貸款之信貸風險估計應收貿易賬款、其他應收款項以及向其他人士貸款之預期信貸虧損之減值虧損金額。基於預期信貸虧損模式的減值虧損金額乃按根據合約應付本集團的所有合約現金流量與本集團預期將收取的所有現金流量的差額計量，並按初始確認時釐定的實際利率貼現。倘未來現金流量少於預期，或因事實及情況變動而需下調，則有必要作出進一步減值虧損。

於二零二四年十二月三十一日，應收貿易賬款之賬面值約為117,294,000港元(扣除應收貿易賬款撥備約3,085,000港元)(二零二三年：145,309,000港元(扣除應收貿易賬款撥備約1,005,000港元))。

於二零二四年十二月三十一日，其他應收款項之賬面值約為33,918,000港元(扣除其他應收款項撥備約6,935,000港元)(二零二三年：11,883,000港元(扣除其他應收款項撥備約14,859,000港元))。

於二零二四年十二月三十一日，向其他人士貸款之賬面值約為1,163,000港元(扣除向其他人士貸款撥備約16,186,000港元)(二零二三年：6,949,000港元(扣除向其他人士貸款撥備約38,765,000港元))。

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5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

(ii) Key sources of estimation uncertainty (Continued)

(d) Allowance for slow-moving inventories

Allowance for slow-moving inventories is made based on the ageing and estimated net realisable value of inventories. The assessment of the allowance amount involves judgement and estimates. Where the actual outcome in future is different from the original estimate, such difference will impact the carrying value of inventories and allowance charge/write-back in the period in which such estimate has been changed.

As at 31 December 2024, the carrying amount of inventories was approximated HK\$45,050,000 (2023: HK\$54,660,000) net of the accumulated allowance for slow-moving inventories of approximately HK\$14,842,000 (2023: HK\$16,843,000) which was included in cost of sales.

(e) Share-based payments

The fair value of share options granted is estimated by independent professional valuer based on the various assumptions on volatility, life of options, dividend paid out rate and annual risk-free interest rate, excluding the impact of any non-market vesting conditions, which generally represent the best estimate of the fair value of the share options at the date of grant.

For the year ended 31 December 2024, approximately HK\$10,613,000 (2023: HK\$2,684,000) recognised in profit or loss and correspondingly to share option reserve.

5. 關鍵判斷及主要估計(續)

(ii) 估計不明朗因素之主要來源(續)

(d) 滯銷存貨撥備

滯銷存貨撥備乃以存貨貨齡及估計可變現淨值為基準計算。評估撥備金額涉及判斷及估計。倘日後之實際結果有別於原來估計，該等差額將影響上述估計出現變動期間存貨賬面值及撥備開支／撥回。

於二零二四年十二月三十一日，存貨賬面值約45,050,000港元(二零二三年：54,660,000港元)，扣除滯銷存貨累計撥備約14,842,000港元(二零二三年：16,843,000港元)，該筆款項計入銷售成本。

(e) 以股份為基礎之付款

授出購股權的公平值由獨立專業估值師根據波動、購股權之年期、股息支付率及年度無風險利率的各種假設進行估值，不包括任何非市場歸屬條件的影響，該等條件一般指授出購股權之日最優估計的公平值。

截至二零二四年十二月三十一日止年度，約10,613,000港元(二零二三年：2,684,000港元)於損益及相應於購股權儲備中確認。

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6. FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: foreign currency risk, credit risk, liquidity risk and interest rate risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

(a) Foreign currency risk

The Group has certain exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in the functional currencies of the Group entities. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group monitors its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

The following table indicates the instantaneous change in the Group's profit for the year and equity that would have been arisen if foreign exchange rates to which the Group has significant exposure at the end of reporting period had changed at that day, assuming all other risk variables remained constant.

6. 財務風險管理

本集團業務活動承受各種財務風險：外幣風險、信貸風險、流動資金風險及利率風險。本集團的總體風險管理項目專注於金融市場的不可預測性及致力降低對本集團財務表現的潛在不利影響。

(a) 外幣風險

本集團需承受若干外幣風險，原因是大部分業務交易、資產及負債主要以本集團實體之功能貨幣列值。本集團現時並無制定有關其他外幣交易、資產及負債的外幣對沖政策。本集團密切監察其外幣風險，需要時會考慮對沖重大的外幣風險。

假設所有其他風險變數維持不變，本集團於報告期末所承擔重大風險的匯率於該日如有變動，本集團年度溢利虧損及權益可能出現的即時變化如下表所示。

		Foreign currency strengthened/ (weakened) by 外幣升值／ (貶值)	Increase/ (decrease) in consolidated profit after tax 除稅後綜合溢利 增加／(減少) HK\$'000 千港元
Year ended 31 December 2024	截至二零二四年十二月三十一日 止年度		
Renminbi ("RMB")	人民幣("人民幣")	5%/(5%)	2,684/(2,684)
Year ended 31 December 2023	截至二零二三年十二月三十一日 止年度		
RMB	人民幣	5%/(5%)	2,547/(2,547)

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (including trade and other receivables, loans to other parties and amounts due from directors) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

The Group's exposure to credit risk arising from cash and cash equivalents is limited because the counterparties are banks and financial institutions with high credit-rating assigned by international credit-rating agencies, for which the Group considers to have low credit risk.

Trade receivables

Customer credit risk is managed by each business unit subject to the Group's established policy, procedures and control relating to customer credit risk management. Individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are due within 30-120 days from the date of billing. Debtors with balances that are more than 3 months past due are requested to settle all outstanding balances before any further credit is granted. Normally, the Group does not obtain collateral from customers.

6. 財務風險管理(續)

(b) 信貸風險

信貸風險乃因交易對手無法履行金融工具或客戶合約項下債務而引致金融虧損的風險。本集團因其經營活動(包括應收貿易賬款、其他應收款項、向其他人士提供的貸款及應收董事款項)及因其融資活動(包括銀行及其他金融機構之存款、外匯交易及其他金融工具)而承受信貸風險。

由於交易對手為國際信貸評級機構賦予高評級且因而被本集團視為信貸風險低之銀行及金融機構，故本集團承受現金及現金等價物引致之信貸風險有限。

應收貿易賬款

各業務單元在本集團既有關於客戶信貸風險管理的政策、程序及監控規限下，管理客戶信貸風險。所有超出若干信貸金額的客戶需要進行個別信貸評估。該等評估集中於客戶過往到期付款的記錄及現時的付款能力，並考慮客戶特有的資料以及客戶營運所在經濟環境的相關資料。應收貿易賬款由發票日期起計30至120天內到期。結餘已逾期三個月以上的債務人須清償所有未償還結餘方可再獲授任何信貸。一般而言，本集團不會要求客戶索取抵押品。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

The following table provides information about the Group's exposure to credit risk and ECL for trade receivables as at 31 December 2024:

		2024 二零二四年		
		Expected loss rate	Gross carrying amount	Loss allowance
		預期虧損率	賬面總值	虧損撥備
		%	HK\$'000	HK\$'000
		%	千港元	千港元
Current (not past due)	即期(未逾期)	2.39	105,895	2,534
1-90 days past due	逾期1至90日	2.72	13,998	381
91-180 days past due	逾期91至180日	11.75	315	37
More than 180 days past due	逾期180日以上	77.78	171	133
			120,379	3,085

6. 財務風險管理(續)

(b) 信貸風險(續)

應收貿易賬款(續)

本集團按相等於全期預期信貸虧損的金額計量應收貿易賬款的虧損撥備，有關預期信貸虧損金額使用撥備矩陣計算。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式存在重大差別，故本集團並無進一步區分其不同客戶基礎之間按逾期狀況釐定的虧損撥備。

下表載列有關本集團於二零二四年十二月三十一日承擔的信貸風險及應收貿易賬款預期信貸虧損的資料：

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

		2023 二零二三年		
		Expected loss rate 預期虧損率 %	Gross carrying amount 賬面總值 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current (not past due)	即期(未逾期)	0.10	110,579	106
1-90 days past due	逾期1至90日	2.40	34,199	821
91-180 days past due	逾期91至180日	4.64	1,013	47
More than 180 days past due	逾期180日以上	5.93	523	31
			146,314	1,005

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

The Group has certain concentration of credit risk, as the Group's largest three debtors account for 69.6% (2023: 84.1%) of trade receivables as at 31 December 2024.

6. 財務風險管理(續)

(b) 信貸風險(續)

應收貿易賬款(續)

預期虧損率基於過去三年的實際虧損經驗計算。該等比率根據過往數據收集期間的經濟狀況、當前狀況及本集團認為應收款項預計年期的經濟狀況之間所反映的差異進行調整。

本集團承受若干信貸集中風險，原因是本集團三大債務人所佔二零二四年十二月三十一日的應收貿易賬款為69.6%(二零二三年：84.1%)。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Trade receivables (Continued)

Movement in the loss allowance account in respect of trade receivables during the year is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	1,005	826
Impairment losses recognised for the year	年內確認減值虧損	2,080	186
Reversal of allowance	撥備撥回	-	(7)
At 31 December	於十二月三十一日	3,085	1,005

Financial assets measured at amortised cost

All financial assets measured at amortised cost other than loans to certain other parties and certain other receivables are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12-month expected losses. For loan to certain other parties and certain other receivables, lifetime expected losses were recognised if credit risk has increased significantly since initial recognition or if they are credit-impaired.

6. 財務風險管理(續)

(b) 信貸風險(續)

應收貿易賬款(續)

年內，就應收貿易賬款虧損撥備賬之變動如下：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	1,005	826
Impairment losses recognised for the year	2,080	186
Reversal of allowance	-	(7)
At 31 December	3,085	1,005

按攤銷成本計量的金融資產

本集團按攤銷成本計量的所有金融資產(向特定其他人士貸款及若干其他應收款項除外)被視為信貸風險低，因此，期內已確認的虧損撥備限制為十二個月預期虧損。就向特定其他人士貸款及若干其他應收款項而言，倘信貸風險自初始確認以來大幅增加或倘其出現信貸減值，本集團方會確認全期預期虧損。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Financial assets measured at amortised cost (Continued)

The Group's internal credit risk grading assessment comprises the following categories:

6. 財務風險管理 (續)

(b) 信貸風險 (續)

按攤銷成本計量的金融資產 (續)

本集團之內部信貸風險評估級別包括以下類別：

Internal credit rating 內部信貸評級	Description 詳述	Trade receivables 應收貿易賬款	Other financial assets/ other items 其他金融資產／其他項目
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 交易對手違約風險低，亦無任何逾期款項	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	12m ECL 十二個月預期信貸虧損
Watch list 觀察名單	Debtor frequently repays after due dates but usually settle in full 債務人頻密於到期日後才結清，並通常一次過償還	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	12m ECL 十二個月預期信貸虧損
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 透過內部產生之資料或外界資源得知，信貸風險自初始確認以來明顯增加	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值	Lifetime ECL — not credit-impaired 全期預期信貸虧損 — 無信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據顯示該資產已出現信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 信貸減值	Lifetime ECL — credit-impaired 全期預期信貸虧損 — 信貸減值
Write-off 撇銷	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據顯示債務人有嚴重財政困難，本集團並無收回款項之務實期望	Amount is written off 款項予以撇銷	Amount is written off 款項予以撇銷

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Financial assets measured at amortised cost (Continued)

The tables below detail the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

		Note	Internal credit rating	12m or lifetime ECL	31 December 2024 Gross carrying amount 二零二四年十二月三十一日 賬面總值 HK\$'000 千港元	Loss allowance	31 December 2023 Gross carrying amount 二零二三年十二月三十一日 賬面總值 HK\$'000 千港元	Loss allowance
		附註	內部信貸評級	十二個月或全期預期信貸虧損				虧損撥備 HK\$'000 千港元
Financial assets at amortised cost	按攤銷成本計量的金融資產							
Other deposits	其他按金	25	note (ii) 附註(ii)	12m 十二個月	4,730	-	6,085	-
Other receivables	其他應收款項	25	note (iii) 附註(iii)	12m 十二個月 Stage 2 lifetime ECL 第二階段全期預期信貸虧損 Credit-impaired 信貸減值	34,053 - 6,800	(490) - (6,445)	4,487 7,010 15,245	- (2,115) (12,744)
Loans to other parties	向其他人士貸款	26	note (iii) 附註(iii)	Stage 2 lifetime ECL 第二階段全期預期信貸虧損 Credit-impaired 信貸減值	- 17,349	- (16,186)	2,479 43,235	(748) (38,017)
Amount due from non-controlling interest	應收非控股權益款項	25	note (ii) 附註(ii)	12m 十二個月	4,451	-	5,577	-
Amount due from a key management personnel	應收一名主要管理人員款項	25	note (ii) 附註(ii)	12m 十二個月	-	-	1,536	-
Amounts due from directors	應收董事款項	43	note (ii) 附註(ii)	12m 十二個月	3,748	-	3,878	-
Bank balances	銀行結餘	27	note (i) 附註(i)	12m 十二個月	311,894	-	270,713	-

Notes:

- (i) Bank balances are deposited with financial institutions with high credit rating and are considered low credit risk financial assets. The management considers these assets are short-term in nature and the probability of default is negligible as they are banks with high-credit ratings. Therefore, no impairment allowance is made on these balances

6. 財務風險管理(續)

(b) 信貸風險(續)

按攤銷成本計量的金融資產(續)

下表詳細列出了需要進行預期信貸虧損評估的本集團金融資產的信貸風險：

附註：

- (i) 銀行結餘存放於信貸評級較高的金融機構，被視為低信貸風險的金融資產。管理層認為該等資產屬短期性質，而由於其信貸評級較高，違約概率可忽略不計。因此，並無就該等結餘計提減值撥備。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Financial assets measured at amortised cost (Continued)

Notes: (Continued)

- (ii) For deposits, amounts due from directors, amount due from a key management personnel and amount due from non-controlling interest, the Group measures the loss allowance equal to 12m ECL. The Group applies internal credit risk management to assess whether credit risks has increased significantly since initial recognition, in which case the Group recognises lifetime ECL. The credit risk on deposits, amounts due from directors, amount due from a key management personnel and amount due from non-controlling interest are limited having considered the credit quality of the counterparties and the probability of default is negligible. Therefore, no impairment allowance is made on these balances.
- (iii) The Group applies internal credit risk management to assess whether credit risk has increased significantly since initial recognition, in which case the Group recognises lifetime ECL. Except for other receivables of HK\$nil (2023: HK\$7,010,000) and for loans to other parties of HK\$nil (2023: HK\$2,479,000) which are under stage 2 lifetime ECL, other receivables of HK\$6,800,000 (2023: HK\$15,245,000) and loans to other parties of HK\$17,349,000 (2023: HK\$43,235,000) which are credit-impaired and ECL has been provided amounting to HK\$6,445,000 (2023: HK\$12,744,000) and HK\$16,186,000 (2023: HK\$38,017,000), respectively, the credit risk on remaining other receivables of HK\$34,053,000 (2023: HK\$4,487,000) with loss allowance of HK\$490,000 (2023: HK\$nil) under 12m ECL are limited because the counterparties have no historical default record and the ECL on these items are considered insignificant.

6. 財務風險管理(續)

(b) 信貸風險(續)

按攤銷成本計量的金融資產(續)

附註：(續)

- (ii) 就按金、應收董事款項、應收一名主要管理人員款項及應收非控股權益款項而言，本集團按相等於十二個月預期信貸虧損之金額計量虧損撥備。本集團採用內部信貸風險管理，以評估自初步確認以來信貸風險是否顯著增加，在此情況下，本集團確認全期預期信貸虧損。考慮到交易對手之信貸質素及違約概率可忽略不計，按金、應收董事款項、應收一名主要管理人員款項及應收非控股權益款項之信貸風險有限。因此，並無就該等結餘計提減值撥備。
- (iii) 本集團採用內部信貸風險管理，以評估自初步確認以來信貸風險是否顯著增加，在此情況下，本集團確認全期預期信貸虧損。除於第二階段全期預期信貸虧損的其他應收款項零港元(二零二三年：7,010,000港元)及向其他人士貸款零港元(二零二三年：2,479,000港元)外，其他應收款項6,800,000港元(二零二三年：15,245,000港元)及向其他人士貸款17,349,000港元(二零二三年：43,235,000港元)乃信貸減值且已分別計提預期信貸虧損撥備6,445,000港元(二零二三年：12,744,000港元)及16,186,000港元(二零二三年：38,017,000港元)，由於交易對手並無違約歷史紀錄且有關項目的預期信貸虧損視為不大，因此，已計提十二個月預期信貸虧損之虧損準備金490,000港元(二零二三年：零港元)的餘下其他應收款項34,053,000港元(二零二三年：4,487,000港元)的信貸風險有限。

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6. FINANCIAL RISK MANAGEMENT (Continued)

(b) Credit risk (Continued)

Financial assets measured at amortised cost (Continued)

Movement in the loss allowance for financial assets measured at amortised cost during the year is as follows:

		Other receivables 其他應收款項			Loans to other parties 向其他人士貸款		
		Not credit impaired (12m)	Not credit impaired (Lifetime ECL)	Credit impaired (Lifetime ECL)	Not credit impaired (12m)	Not credit impaired (Lifetime ECL)	Credit impaired (Lifetime ECL)
		無信貸減值 (十二個月)	無信貸減值 (全期預期 信貸虧損)	信貸減值 (全期預期 信貸虧損)	無信貸減值 (十二個月)	無信貸減值 (全期預期 信貸虧損)	信貸減值 (全期預期 信貸虧損)
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2023	於二零二三年一月一日	215	3,991	1,765	53	-	43,178
Transfer	轉撥	-	(3,991)	3,991	(53)	53	-
Amount written off	撇銷金額	-	-	(265)	-	-	-
Impairment losses recognised for the year	年內確認減值虧損	-	2,115	7,253	-	695	-
Reversal of allowance	撥備撥回	(215)	-	-	-	-	(5,161)
At 31 December 2023 and 1 January 2024	於二零二三年十二月 三十一日及二零二四年 一月一日	-	2,115	12,744	-	748	38,017
Impairment losses recognised for the year	年內確認減值虧損	490	-	-	-	-	-
Reversal of allowance	撥備撥回	-	(2,115)	(6,299)	-	(748)	(21,831)
At 31 December 2024	於二零二四年 十二月三十一日	490	-	6,445	-	-	16,186

6. 財務風險管理 (續)

(b) 信貸風險 (續)

按攤銷成本計量的金融資產 (續)

年內，按攤銷成本計量的金融資產虧損撥備之變動如下：

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

6. FINANCIAL RISK MANAGEMENT (Continued)

(c) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The maturity analysis based on contractual undiscounted cash flows of the Group's financial liabilities is as follows:

6. 財務風險管理(續)

(c) 流動資金風險

本集團的政策為定期監察現時及預期的流動資金需要，以確保本集團維持足夠現金儲備以應付短期及較長期的流動資金需要。

本集團金融負債的合約非貼現現金流量到期日分析如下：

		Weighted average interest rate	Less than 1 year and on demand 1年以下及 於提出要求時	Between 1 and 2 years 介乎1至2年	Between 2 and 5 years 介乎2至5年	Over 5 years 超過5年	Total undiscounted cash flows 非貼現 現金流量總額	Carry amount 賬面值
		%	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 31 December 2024	於二零二四年 十二月三十一日							
Trade payables	應付貿易賬款	-	58,434	-	-	-	58,434	58,434
Other payables	其他應付款項	-	14,859	-	-	-	14,859	14,859
Lease liabilities	租賃負債	5.43	12,800	12,277	29,242	-	54,319	47,258
Borrowings	借貸	18.4	15,087	-	-	-	15,087	14,300
Bonds payable	應付債券	8.0	20,800	200	600	5,400	27,000	25,041
At 31 December 2023	於二零二三年 十二月三十一日							
Trade payables	應付貿易賬款	-	76,471	-	-	-	76,471	76,471
Other payables	其他應付款項	-	9,965	-	-	-	9,965	9,965
Lease liabilities	租賃負債	5.95	8,204	5,329	10,576	1,523	25,632	21,896
Borrowings	借貸	10.6	5,365	-	-	-	5,365	4,849

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6. FINANCIAL RISK MANAGEMENT (Continued)

(d) Interest rate risk

The Group's loans to other parties, bonds payable and borrowings bear interests at fixed interest rates and therefore are subject to fair value interest rate risks.

The Group's exposure to interest-rate risk arises from its bank deposits. These deposits bear interests at variable rates varied with the then prevailing market condition. At 31 December 2024 and 2023, the management of the Group considers that the exposure to the Group arising from interest rate risk is limited and no sensitivity analysis is therefore prepared.

(e) Categories of financial instruments at 31 December

6. 財務風險管理(續)

(d) 利率風險

本集團向其他人士貸款、應付債券及按固定利率計息的借貸，因此面臨公平值利率風險。

本集團需承受其銀行存款的利率風險。該等存款按浮動利率計息，利率按當時市況而定。於二零二四年及二零二三年十二月三十一日，本集團管理層認為本集團所面臨的利率風險是有限的，因此並無進行敏感度分析。

(e) 於十二月三十一日的金融工具類別

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets measured at amortised cost	按攤銷成本計量的金融資產	477,447	451,293
Financial liabilities:	金融負債：		
Financial liabilities at amortised cost	按攤銷成本列賬的金融負債	159,893	113,181

(f) Fair values

The carrying amounts of the Group's financial assets and financial liabilities as reflected in the consolidated statement of financial position approximate their respective fair values.

(f) 公平值

本集團於綜合財務狀況表所載金融資產及金融負債的賬面值與其各自的公平值相若。

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7. SEGMENT INFORMATION

The Group has four operating segments as follows:

EMS	— Electronic manufacturing services
Securities and Other Assets Investment and Others	— Equity investment, property agency service and other operations
Real Estate Supply Chain Services and Energy Storage Products	— Real estate advisory service and real estate purchase service and energy storage products
Money Lending	— Provision of loan services by licensed corporation

One operation (Marketing and distribution of communications products) was discontinued in the current year. The segment information reported does not include any amounts for the discontinued operation, which is described in more detail in note 17.

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the operating segments are the same as those described in note 4 to the consolidated financial statements. Segment profits or losses do not include interest expense, depreciation, equity-settled share-based payments and unallocated expenses. Segment assets do not include unallocated bank and cash balances, unallocated property, plant and equipment, unallocated right-of-use assets and unallocated prepayments, deposits and other receivables. Segment liabilities do not include unallocated lease liabilities, unallocated borrowings, bonds payable and unallocated accruals and other payables.

The Group accounts for intersegment sales and transfers as if the sales or transfers were to third parties, i.e. at current market prices.

7. 分部資料

本集團四個營運分部如下：

電子製造服務	— 電子製造服務
證券及其他資產投資及其他	— 股權投資、物業代理服務及其他經營
房地產供應鏈服務及儲能產品	— 房地產諮詢服務及房地產購置服務及儲能產品
借貸	— 由獲許可公司提供貸款服務

一項業務（電子產品營銷及分銷）已於本年度內終止經營。所呈報之分部資料並無包括已終止經營業務之任何數額，更詳盡之說明載於附註17。

本集團的報告分部為提供不同產品及服務的策略性業務單位。各分部獨立管理，原因是各業務需要不同的技術及營銷策略。

經營分部的會計政策與綜合財務報表附註4所述者相同。分部損益並不包括利息開支、折舊、以股權結算以股份為基礎的付款及未分配開支。分部資產並不包括未分配銀行及現金結餘、未分配物業、廠房及設備、未分配使用權資產及未分配預付款項、按金及其他應收款項。分部負債並不包括未分配租賃負債、未分配借貸、應付債券及未分配預提費用及其他應付款項。

本集團按當前市價把分部間銷售及轉讓入賬，猶如對第三方銷售或轉讓。

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7. SEGMENT INFORMATION (Continued)

- (a) Information about operating segment profit or loss, assets and liabilities from continuing operations:

7. 分部資料 (續)

- (a) 關於來自持續經營業務之營運分部溢利或虧損、資產及負債的資料：

		EMS	Securities and other assets investment and others	Real estate supply chain services and energy storage products	Money lending	Total
		電子製造服務	證券及其他投資及其他	房地產供應鏈服務及儲能產品	借貸	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2024	截至二零二四年十二月三十一日止年度					
Continuing operations	持續經營業務					
Revenue from external customers	來自外來客戶收入	455,081	12,200	11,880	156	479,317
Segment profit/(loss)	分部溢利/(虧損)	36,027	(14,227)	3,507	542	25,849
Interest income	利息收入	10,376	18	1	-	10,395
Interest expense	利息開支	(2,977)	(34)	(67)	-	(3,078)
Depreciation	折舊	(14,396)	(2,313)	(898)	-	(17,607)
Amortisation	攤銷	-	(3,598)	-	(634)	(4,232)
Other material non-cash items:	其他重大非現金項目：					
Reversal of impairment losses for loans to other parties, net	向其他人士貸款的減值虧損撥回，淨額	-	21,831	-	748	22,579
(Provision) reversal of impairment losses for trade receivables, net	應收貿易賬款減值虧損(撥備)撥回，淨額	-	(2,405)	(29)	354	(2,080)
Reversal of impairment losses for other receivables, net	其他應收款項減值虧損撥回，淨額	-	7,924	-	-	7,924
Provision of impairment losses for intangible assets	無形資產減值虧損撥備	-	(6,172)	(1,000)	-	(7,172)
Additions to segment non-current assets	分部非流動資產增添	2,473	-	-	-	2,473
As at 31 December 2024	於二零二四年十二月三十一日					
Segment assets	分部資產	522,894	44,609	312,782	11	880,296
Segment liabilities	分部負債	248,844	29,080	26,600	28	304,552

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

7. SEGMENT INFORMATION (Continued)

(a) Information about operating segment profit or loss, assets and liabilities from continuing operations: (Continued)

7. 分部資料(續)

(a) 關於來自持續經營業務之營運分部溢利或虧損、資產及負債的資料：(續)

		EMS	Securities and other investment and others	Real estate supply chain services and energy storage products	Money lending	Total (Restated) (經重列)
		電子製造服務 HK\$'000 千港元	證券及其他 資產投資及其他 HK\$'000 千港元	房地產 供應鏈服務 及儲能產品 HK\$'000 千港元	借貸 HK\$'000 千港元	總計 HK\$'000 千港元
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度					
Continuing operations	持續經營業務					
Revenue from external customers	來自外來客戶收入	444,171	27,333	19,846	247	491,597
Segment profit/(loss)	分部溢利/(虧損)	30,964	1,329	(11,330)	(1,148)	19,815
Interest income	利息收入	8,852	3,819	7	-	12,678
Interest expense	利息開支	(1,725)	(110)	(60)	-	(1,895)
Depreciation	折舊	(15,006)	(3,786)	(797)	-	(19,589)
Amortisation	攤銷	-	(4,014)	-	(633)	(4,647)
Other material non-cash items:	其他重大非現金項目：					
Reversal (provision) of impairment losses for loans to other parties, net	向其他人士貸款的減值虧損撥備(撥回)，淨額	-	5,161	-	(695)	4,466
(Provision) reversal of impairment losses for trade receivables, net	應收貿易賬款減值虧損(撥備)撥回，淨額	7	(85)	-	(101)	(179)
Provision of impairment losses for other receivables, net	其他應收款項減值虧損撥備，淨額	-	(9,153)	-	-	(9,153)
Provision of impairment losses for intangible assets	無形資產減值虧損撥備	-	-	(2,620)	-	(2,620)
Additions to segment non-current assets	分部非流動資產增添	2,773	-	19	-	2,792
As at 31 December 2023	於二零二三年十二月三十一日					
Segment assets	分部資產	484,320	52,375	252,055	2,430	791,180
Segment liabilities	分部負債	223,295	45,797	12,149	32	281,273

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7. SEGMENT INFORMATION (Continued)

(b) Reconciliations of segment revenue and profit or loss from continuing operations:

7. 分部資料(續)

(b) 來自持續經營業務之分部收入及溢利或虧損的對賬：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收入		
Total revenue of reportable segments	報告分部收入總額	479,317	491,597
Profit or loss	溢利或虧損		
Total profit of reportable segments	報告分部溢利總額	25,849	19,815
Unallocated amounts:	未分配金額：		
Interest expense	利息開支	(1,751)	(1,170)
Depreciation	折舊	(1,700)	(4,859)
Equity-settled share-based payments	以股權結算以股份為基礎的付款	(10,613)	(2,684)
Other unallocated head office and corporate expenses	其他未分配總辦事處及公司開支	(1,430)	(3,064)
Consolidated profit before tax from continuing operations	來自持續經營業務之除稅前綜合溢利	10,355	8,038

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7. SEGMENT INFORMATION (Continued)

(c) Reconciliations of segment assets and liabilities:

7. 分部資料(續)

(c) 分部資產及負債的對賬：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Assets	資產		
Total assets of reportable segments	報告分部資產總值	880,296	791,180
Assets relating to discontinued operation	有關已終止經營業務之資產	-	1,047
Elimination of intersegment assets	分部間資產抵銷	(3,837)	(22,982)
Unallocated amounts:	未分配金額：		
Bank and cash balances	銀行及現金結餘	7	6
Property, plant and equipment	物業、廠房及設備	2,955	4,567
Right-of-use assets	使用權資產	358	1,353
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	358	1,247
Consolidated total assets	綜合資產總值	880,137	776,418
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Liabilities	負債		
Total liabilities of reportable segments	報告分部負債總額	304,552	281,273
Liabilities relating to discontinued operation	有關已終止經營業務之負債	-	22,940
Elimination of intersegment liabilities	分部間負債抵銷	(3,837)	(22,982)
Unallocated amounts:	未分配金額：		
Accruals and other payables	預提費用及其他應付款項	2,831	568
Borrowings	借貸	14,300	4,300
Bonds payable	應付債券	25,041	-
Lease liabilities	租賃負債	365	1,594
Consolidated total liabilities	綜合負債總額	343,252	287,693

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7. SEGMENT INFORMATION (Continued)

(d) Geographical information:

The Group's revenue from external customers by location of operations and information about its non-current assets by location are detailed below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
(Continuing operations)	(持續經營業務)		
Revenue	收入		
The People's Republic of China (the "PRC") (including Hong Kong)	中華人民共和國(「中國」) (包括香港)	56,729	84,928
United States of America ("U.S.A.")	美利堅合眾國(「美國」)	99,263	112,459
Switzerland	瑞士	62,894	55,882
France	法國	92,748	72,272
Belgium	比利時	33,232	46,462
Thailand	泰國	27,103	13,034
Malaysia	馬來西亞	9,816	22,167
Brazil	巴西	16,812	7,742
Others	其他	80,720	76,651
Consolidated total	綜合總額	479,317	491,597

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current assets	非流動資產		
The PRC (including Hong Kong)	中國(包括香港)	78,646	70,487
Consolidated total	綜合總額	78,646	70,487

7. 分部資料(續)

(d) 地區資料：

本集團來自外來客戶按業務所在地劃分的收入以及按所在地劃分之非流動資產相關資料詳述如下：

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7. SEGMENT INFORMATION (Continued)

(e) Revenue from major customers:

An analysis of revenue from major customers which account for 10 percent or more of the Group's revenue is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
EMS segment	電子製造服務分部		
Customer A	客戶 A	230,641	235,380
Customer B	客戶 B	76,718	68,880

8. REVENUE

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products or service lines for the year from continuing operations is as follows:

7. 分部資料(續)

(e) 來自主要客戶的收入：

佔本集團收入10%或以上的主要客戶收入分析如下：

8. 收入

收入分拆

本年度持續經營業務中來自客戶合約收入按主要產品或服務條目分拆如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Revenue from contracts with customers within the scope of HKFRS 15	屬香港財務報告準則第15號範圍內的客戶合約收入		
Disaggregated by major products or service lines	按主要產品或服務條目分拆		
— Sales of goods	— 銷售貨品	475,206	483,200
— Provision of real estate supply chain service	— 提供房地產供應鏈服務	3,955	8,150
		479,161	491,350
Revenue from other sources	來自其他來源的收入		
Rental income	租金收入	—	8
Loan interest income	貸款利息收入	156	239
		479,317	491,597

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8. REVENUE (Continued)

Disaggregation of revenue (Continued)

The Group derives revenue from the transfer of goods and services and at a point in time in the following major product lines and geographical regions:

8. 收入(續)

收入分拆(續)

本集團從下列主要產品線及地理區域按某一時間點轉讓貨品及服務產生收入：

		Electronic manufacturing services		Securities and other assets investment and others		Real estate supply chain services and energy storage products		Money lending		Total	
		電子製造服務		證券及其他資產投資及其他		房地產供應鏈服務及儲能產品		借貸		總計	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Primary geographical markets	主要地區市場										
– The PRC	– 中國	32,493	37,502	12,200	27,333	11,880	19,846	156	247	56,729	84,928
– U.S.A	– 美國	99,263	112,459	-	-	-	-	-	-	99,263	112,459
– Switzerland	– 瑞士	62,894	55,882	-	-	-	-	-	-	62,894	55,882
– France	– 法國	92,748	72,272	-	-	-	-	-	-	92,748	72,272
– Belgium	– 比利時	33,232	46,462	-	-	-	-	-	-	33,232	46,462
– Thailand	– 泰國	27,103	13,034	-	-	-	-	-	-	27,103	13,034
– Malaysia	– 馬來西亞	9,816	22,167	-	-	-	-	-	-	9,816	22,167
– Brazil	– 巴西	16,812	7,742	-	-	-	-	-	-	16,812	7,742
– Others	– 其他	80,720	76,651	-	-	-	-	-	-	80,720	76,651
Segment revenue	分部收入	455,081	444,171	12,200	27,333	11,880	19,846	156	247	479,317	491,597
Revenue from external customers	來自外來客戶收入	455,081	444,171	12,200	27,333	11,880	19,846	156	247	479,317	491,597
Timing of revenue recognition	收入確認之時間點										
Products and services transferred at a point in time	於某一時間點轉移的產品及服務	455,081	444,171	12,200	27,333	11,880	19,846	-	-	479,161	491,350
Services transferred over time	隨時間轉移的服務	-	-	-	-	-	-	156	247	156	247
Total	總計	455,081	444,171	12,200	27,333	11,880	19,846	156	247	479,317	491,597

The transfer goods and services are for periods of one year or less. The Group elected to apply the practical expedient. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

轉讓貨品及服務的期限為一年或以下。本集團選擇採用實際權宜方法。按香港財務報告準則第15號所允許，分配予該等未履行合約的交易價格並未披露。

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9. OTHER INCOME

9. 其他收入

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Continuing operations	持續經營業務		
Interest income on:	就以下各項所得的利息收入：		
Bank deposits	銀行存款	6,110	1,702
Bank fixed deposits	銀行定期存款	4,285	7,175
Loan to Individual D	向個人D貸款	-	1,545
Loan to Independent Third Party C	向獨立第三方C貸款	114	2,256
Total interest income	利息收入總值	10,509	12,678
Government subsidy (Note)	政府資助(附註)	115	139
Sale of scrap materials	銷售廢料	275	89
Compensation from revision of intangible asset term	來自修訂無形資產條款的賠償	6,848	-
Other	其他	179	237
		17,926	13,143

Note: The amount mainly represents service trade subsidy and employment stability from the PRC government. During the year ended 31 December 2024, an amount of approximately HK\$115,000(2023: 80,000) was recognised as other income.

附註：該金額主要指來自中國政府的服務貿易補貼及穩就業補貼。於截至二零二四年十二月三十一日止年度，金額約115,000港元(二零二三年：80,000港元)確認為其他收入。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

10. OTHER GAINS AND LOSSES, NET

10. 其他收益及虧損，淨額

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Continuing operations	持續經營業務		
Gain on disposal of an associate	出售一間聯營公司之收益	-	6,582
Loss on disposal of subsidiaries (note 39(a))	出售一間附屬公司之收益 (附註 39(a))	(23)	-
Gain on deregistration of a subsidiary	一間附屬公司撤銷註冊之收益	-	120
Realised fair value loss on the investment at FVTPL	按公平值計入損益的投資之 已變現公平值虧損	(111)	-
Net foreign exchange gains	匯兌收益淨額	2,825	2,221
Gain (loss) on disposal of property, plant and equipment	出售物業、廠房及設備之 收益(虧損)	32	(82)
		2,723	8,841

11. FINANCE COSTS

11. 融資成本

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Continuing operations	持續經營業務		
Interest expenses on lease liabilities	租賃負債之利息開支	3,078	2,112
Interest on borrowings	借貸之利息	1,710	953
Interest on bonds payable	應付債券之利息	41	-
		4,829	3,065

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

12. INCOME TAX EXPENSE

Income tax relating to continuing operations has been recognised in profit or loss as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the year	年度撥備	3,941	3,410
Over-provision in prior years	過往年度超額撥備	(6)	(288)
		3,935	3,122
Current tax — Overseas	即期稅項 — 海外		
Provision for the year	年度撥備	5	35
Over-provision in prior years	過往年度超額撥備	(42)	-
		(37)	35
		3,898	3,157

Under the two-tiered profits tax regime, profits tax rate for the first HK\$2,000,000 of assessable profits of qualifying corporations established in Hong Kong will be lowered to 8.25% (2023: 8.25%), and profits above that amount will be subject to the tax rate of 16.5% (2023: 16.5%). For the other Hong Kong established subsidiaries, Hong Kong Profits Tax has been provided at a rate of 16.5% (2023: 16.5%) on the estimated assessable profits.

Tax charge on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

12. 所得稅開支

有關持續經營業務的所得稅已於損益確認如下：

根據兩級制利得稅制度，於香港成立的合資格企業的首2,000,000港元應課稅溢利的利得稅率將調低至8.25%（二零二三年：8.25%），而超過該金額的溢利將按16.5%（二零二三年：16.5%）的稅率徵稅。就其他香港成立的附屬公司而言，香港利得稅按估計應課稅溢利的16.5%（二零二三年：16.5%）計提撥備。

其他地方應課稅溢利的稅項費用乃按本集團經營所在國家當前稅率，根據當地現行法例、詮釋及慣例計算。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

12. INCOME TAX EXPENSE (Continued)

The reconciliation between the income tax expense and the product of profit before tax multiplied by the Hong Kong Profits Tax rate is as follows:

12. 所得稅開支(續)

所得稅開支與除稅前溢利乘以香港利得稅稅率所計算出之數額的積對賬如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Profit before tax (from continuing operations)	來自持續經營業務的 除稅前溢利	10,355	8,038
Tax at the Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	按香港利得稅稅率16.5% (二零二三年：16.5%)計算之稅項	1,708	1,326
Tax effect of income that is not taxable	毋須課稅收入的稅務影響	(6,347)	(4,125)
Tax effect of expenses that are not deductible	不可扣減費用的稅務影響	4,922	5,803
Tax effect of temporary differences not recognised	未確認暫時差異的稅務影響	(93)	(48)
Tax effect of tax concession	優惠稅率的稅務影響	(1,476)	(1,099)
Over-provision in prior years	過往年度超額撥備	(48)	(288)
Tax effect of utilisation of tax losses not previously recognised	動用過往未確認稅項虧損的稅務影響	(1,671)	(1,948)
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	6,324	3,518
Effect of different tax rates of subsidiaries	附屬公司稅率差異的影響	579	18
Income tax expense	所得稅開支	3,898	3,157

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13. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS

The Group's profit for the year from continuing operations is stated after charging (crediting) the followings:

13. 來自持續經營業務之年度溢利

本集團來自持續經營業務之年度溢利在扣除(計入)以下各項後載列如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)
Auditor's remuneration	核數師酬金		
— audit services	— 審核服務	2,137	2,327
— other services	— 其他服務	—	44
		2,137	2,371
Cost of sales (note (i))	銷售成本(附註(i))		
Cost of inventories sold	已售存貨成本	354,558	352,155
Allowance on inventories (note (ii))	存貨撥備(附註(ii))	8,694	12,203
Reversal of allowance on inventories (note (ii))	存貨撥備撥回(附註(ii))	(10,695)	(12,304)
		352,557	352,054
Amortisation on EAR-3	獨家代理權 — 3之攤銷	3,598	4,014
Amortisation on computer software	電腦軟件之攤銷	634	633
Depreciation on property, plant and equipment	物業、廠房及設備折舊	7,190	8,909
Depreciation on right-of-use assets	使用權資產折舊	12,117	15,539
Research and development expenditure (note (iii))	研究及開發支出(附註(iii))	12,835	13,092
Reversal of impairment losses on loans to other parties, net	向其他人士貸款減值虧損撥回，淨額	(22,579)	(4,466)
Provision of impairment losses on trade receivables, net	應收貿易賬款減值虧損撥備，淨額	2,080	179
(Reversal) provision of impairment losses on other receivables, net	其他應收款項減值虧損(撥回)撥備，淨額	(7,924)	9,153
Provision of impairment losses on intangible assets	無形資產減值虧損撥備	7,172	2,620
Expense relating to short-term lease	短期租賃相關開支	2,399	1,795
Equity-settled share-based payments	以股權結算以股份為基礎的付款	10,613	2,684
(Gain) loss on disposal and written off of property, plant and equipment	出售及撇銷物業、廠房及設備之(收益)虧損	(32)	82

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

13. PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS (Continued)

Notes:

- (i) During the year ended 31 December 2024, cost of sales includes approximately HK\$72,072,000 (2023: HK\$71,083,000) relating to employee benefits expense, amounts of which are also included in the respective total amounts disclosed separately above and note 14 to the consolidated financial statements for each of these types of expenses.
- (ii) The Group makes allowance on inventories under respective aged criteria in different segments. The reversal of such allowance represents the amount of inventories subsequently used in production or sold.
- (iii) During the year ended 31 December 2024, research and development expenditure includes approximately HK\$12,835,000 (2023: HK\$13,092,000) relating to employee benefits expense, amounts of which are set out in note 14 to the consolidated financial statements.

14. EMPLOYEE BENEFITS EXPENSE

13. 來自持續經營業務之年度溢利(續)

附註：

- (i) 截至二零二四年十二月三十一日止年度，銷售成本包括有關僱員福利開支約72,072,000港元(二零二三年：71,083,000港元)，該等金額亦計入上文及綜合財務報表附註14個別披露各類開支的總額中。
- (ii) 本集團對貨齡逾各自類別的賬齡準則的存貨作出撥備。撥備撥回指其後用於生產或出售的存貨金額。
- (iii) 截至二零二四年十二月三十一日止年度，研究及開發支出包括有關僱員福利開支約12,835,000港元(二零二三年：13,092,000港元)，該等金額載於綜合財務報表附註14。

14. 僱員福利開支

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Employee benefits expense	僱員福利開支(包括董事酬金)：		
(including directors' emoluments):			
Salaries, bonuses and allowances	薪金、花紅及津貼	147,220	140,628
Equity-settled share-based payments	以股權結算以股份為基礎的付款	10,613	2,684
Retirement benefit scheme contributions	退休福利計劃供款	11,367	11,793
		169,200	155,105

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14. EMPLOYEE BENEFITS EXPENSE (Continued)

Five highest paid individuals:

The five highest paid individuals in the Group during the year included none (2023: none) directors whose emoluments are reflected in the analysis presented in note 15(a). The emoluments of the remaining five (2023: five) individuals are set out below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, bonuses and allowances	薪金、花紅及津貼	32,952	28,989
Retirement benefit scheme contributions	退休福利計劃供款	287	288
		33,239	29,277

The emoluments fell within the following band:

酬金屬於下列範圍：

		Number of individuals 人數	
		2024 二零二四年	2023 二零二三年
HK\$2,500,001 to HK\$3,000,000	2,500,001港元至3,000,000港元	-	1
HK\$3,000,001 to HK\$3,500,000	3,000,001港元至3,500,000港元	1	-
HK\$5,000,001 to HK\$5,500,000	5,000,001港元至5,500,000港元	1	-
HK\$5,500,001 to HK\$6,000,000	5,500,001港元至6,000,000港元	-	1
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	-	1
HK\$6,500,001 to HK\$7,000,000	6,500,001港元至7,000,000港元	-	1
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	-	1
HK\$7,500,001 to HK\$8,000,000	7,500,001港元至8,000,000港元	2	-
HK\$8,500,001 to HK\$9,000,000	8,500,001港元至9,000,000港元	1	-
		5	5

During the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

截至二零二四年及二零二三年十二月三十一日止年度，本集團概無向任何五名最高薪酬人士支付薪酬，作為加入本集團或加入本集團後的獎勵或作為離職補償。

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15. BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of every director is set out below:

15. 董事福利及權益

(a) 董事薪酬

各董事薪酬載列如下：

			Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking 就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬				
			Fees	Salaries	Employer's contribution to a retirement benefit scheme 僱員退休福利計劃供款	Equity-settled share-based payments 以股權結算以股份為基礎的付款	Total
			費用 HK\$'000 千港元	薪金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Name of directors	董事姓名						
<i>Executive directors</i>	<i>執行董事</i>						
Mr. Lin Dailian (Chairman)	林代聯先生(主席)		-	2,000	18	1,694	3,712
Ms. Lin Xiaoshan	林曉珊女士		-	300	12	-	312
Mr. Liu Zhiwei	劉志威先生		-	267	-	-	267
Mr. Li Yinxiang	李銀祥先生	(iii)	-	240	-	-	240
Ms. Bian Sulan	卞蘇蘭女士	(ii)	-	180	-	1,694	1,874
Mr. Wang Qi	王琪先生	(viii)	-	97	-	-	97
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>						
Mr. Li Huiwu	李慧武先生		240	-	-	-	240
Mr. Wu Chi King	胡子敬先生	(vi)	240	-	-	-	240
Ms. Zhang Xiu Lin	張秀琳女士	(vii)	180	-	-	-	180
Total for 2024	二零二四年總計		660	3,084	30	3,388	7,162

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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

The remuneration of every director is set out below:

15. 董事福利及權益(續)

(a) 董事薪酬(續)

各董事薪酬載列如下：

Emoluments paid or receivable in respect of a person's services as a director, whether of the Company or its subsidiary undertaking
就作為董事(無論於本公司或其附屬公司任職)的個人服務已付或應收的薪酬

			Fees	Salaries	Employer's contribution to a retirement benefit scheme 僱員退休福利計劃供款	Equity-settled share-based payments 以股權結算以股份為基礎的付款	Total
			費用 HK\$'000 千港元	薪金 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	總計 HK\$'000 千港元
Name of directors		董事姓名					
<i>Executive directors</i>		<i>執行董事</i>					
Mr. Lin Dailian (Chairman)		林代聯先生(主席)	-	2,000	18	338	2,356
Ms. Lin Xiaoshan		林曉珊女士	-	600	18	-	618
Mr. Liu Zhiwei		劉志威先生	-	1,000	-	-	1,000
Mr. Wang Guozhen		王國鎮先生	(i)	522	5	11	538
Mr. Li Yinxiang		李銀祥先生	(iii)	162	-	-	162
Ms. Bian Sulan		卞蘇蘭女士	(ii)	100	-	327	427
<i>Independent non-executive directors</i>		<i>獨立非執行董事</i>					
Mr. Chak Chi Shing		翟志勝先生	(v)	175	-	-	175
Mr. Li Huiwu		李慧武先生		240	-	-	240
Mr. Yang Weidong		楊偉東先生	(iv)	108	-	-	108
Mr. Wu Chi King		胡子敬先生	(vi)	77	-	-	77
Ms. Zhang Xiu Lin		張秀琳女士	(vii)	6	-	-	6
Total for 2023		二零二三年總計	606	4,384	41	676	5,707

Notes:

- (i) Resigned on 4 April 2023.
- (ii) Appointed on 12 June 2023.
- (iii) Appointed on 3 March 2023 and resigned on 14 August 2023.
- (iv) Resigned on 12 June 2023.
- (v) Resigned on 23 September 2023.
- (vi) Appointed on 6 September 2023.
- (vii) Appointed on 20 December 2023.

附註：

- (i) 於二零二三年四月四日辭任。
- (ii) 於二零二三年六月十二日獲委任。
- (iii) 於二零二三年三月三日獲委任及於二零二三年八月十四日辭任。
- (iv) 於二零二三年六月十二日辭任。
- (v) 於二零二三年九月二十三日辭任。
- (vi) 於二零二三年九月六日獲委任。
- (vii) 於二零二三年十二月二十日獲委任。

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15. BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(a) Directors' emoluments (Continued)

None of the directors waived any emoluments during the years ended 31 December 2024 and 2023.

During the years ended 31 December 2024 and 2023, no emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office.

(b) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate and connected entities

The information about loans, quasi-loans and other dealings entered into by the Company or subsidiary undertaking of the Company in favour of directors is as follows:

Name of director	董事姓名	Total amount payable	Outstanding amount at the beginning of the year	Outstanding amount at the end of the year	Maximum outstanding amount during the year	Amount due but not paid	Provision for doubtful debts made	Term	Interest rate	Security
		應付總款項 HK\$'000 千港元	尚未償還款項 HK\$'000 千港元	尚未償還款項 HK\$'000 千港元	尚未償還款項 HK\$'000 千港元	支付款項 HK\$'000 千港元	作出呆賬撥備 HK\$'000 千港元	期限 HK\$'000 千港元	利率 HK\$'000 千港元	抵押 HK\$'000 千港元
As at 31 December 2024	於二零二四年十二月三十一日									
Quasi-loans or credit transactions:	準貸款或信貸交易：									
Mr. Lin Dailian	林代聯先生	Nil	3,878	3,748	3,878	Nil	Nil	Nil	Nil	Nil
As at 31 December 2023	於二零二三年十二月三十一日									
Quasi-loans or credit transactions:	準貸款或信貸交易：									
Mr. Lin Dailian	林代聯先生	Nil	(149)	3,878	3,878	Nil	Nil	Nil	Nil	Nil
Mr. Wang GuoZhen (Note)	王國鎮先生(附註)	Nil	536	(Note)(附註)	(Note)(附註)	Nil	Nil	Nil	Nil	Nil

Note: Mr. Wang GuoZhen resigned as director of the Company and reappointed as key management personnel. The outstanding balance reallocated to amount due from key management personnel.

附註：王國鎮先生辭任本公司董事並重新獲委任為主要管理人員。未償清結餘重新分配至應收主要管理人員款項。

(c) Directors' material interests in transactions, arrangements or contracts

So far disclosed in note 43 to the consolidated financial statements, no other significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company and the director's connected party had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

15. 董事福利及權益(續)

(a) 董事薪酬(續)

於截至二零二四年及二零二三年十二月三十一日止年度，概無董事放棄任何酬金。

截至二零二四年及二零二三年十二月三十一日止年度，本集團概無向任何董事支付薪酬，作為加入本集團或加入本集團後的獎勵或作為離職補償。

(b) 有關向董事、受控制法團及關連實體出具的貸款、準貸款及其他買賣的資料

有關本公司或附屬公司訂立以董事為受益人之貸款、準貸款及其他買賣之資料如下：

(c) 董事於交易、安排或合約的重大權益

據綜合財務報表附註43所披露，概無於年末或年內任何時間存續且本公司為其中訂約方及本公司董事及董事之關連方直接或間接擁有重大權益的有關本集團業務的其他重大交易、安排及合約。

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16. DIVIDENDS

No dividends have been paid or proposed during the year ended 31 December 2024, nor has any dividend been proposed since the end of the reporting period (2023: Nil).

16. 股息

截至二零二四年十二月三十一日止年度概無已派發或擬派發股息，且自報告期末以來亦無擬派發任何股息（二零二三年：無）。

17. DISCONTINUED OPERATION

During the year 2024, a Company's subsidiary namely, Telefield NA Inc, ceased its business relating to distribution of communication products operation, which representing the Group's distribution of communication products operation segment ("Discontinued Operation"). The results for the year from the Discontinued Operation up to the date of cessation of business are set out below. The comparative figures in the consolidated statement of profit or loss and other comprehensive income have been restated to present the Discontinued Operation as a discontinued operation.

17. 已終止經營業務

於二零二四年，本公司附屬公司Telefield NA Inc終止經營有關分銷通訊產品的業務，該業務為本集團所有分銷通訊產品的業務（「已終止經營業務」）。已終止經營業務的截至業務終止當日的年內業績載列如下。綜合損益表及其他全面收益表的比較數字已經重列，以呈列已終止經營業務為已終止經營業務。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit for the year from discontinued operation	來自己終止經營業務之年度溢利		
Revenue	收入	205	10,402
Cost of sales	銷售成本	(235)	(5,290)
Gross (loss)/profit	(毛損)/毛利	(30)	5,112
Other income and gains	其他收入及收益	1,322	1
Selling expenses	銷售開支	(1)	(1,529)
Administrative expenses	行政費用	(1,421)	(3,177)
Research and development expenditure	研究及開發支出	-	(117)

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17. DISCONTINUED OPERATION (Continued)

17. 已終止經營業務(續)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(Loss) profit before tax	除稅前(虧損)溢利	(130)	290
Income tax credit (expense)	所得稅抵免(開支)	1	(6)
(Loss) profit for the year from discontinued operation (attributable to owners of the Company)	本公司擁有人應佔來自已終止經營業務之年度(虧損)溢利	(129)	284
Profit for the year from discontinued operation includes the following:	來自己終止經營業務的年度溢利包括以下項目：		
Cost of inventories sold	已售存貨成本	235	5,290
Reversal of impairment loss on inventories (included in other income and gains)	撥回存貨減值虧損(計入其他收入及收益)	(625)	-
Reversal of provision for product warranty, net (included in other income and gains)	產品保用撥備撥回淨額(計入其他收入及收益)	(696)	(510)
Staff costs	員工成本		
— Salaries and allowances	— 薪金及津貼	521	1,965
Cash flows from discontinued operation:	來自己終止經營業務的現金流量：		
Net cash outflows used in operating activities	經營活動所用現金流出淨額	(1,217)	(410)
Net cash inflows from financing activities	融資活動所得現金流入淨額	978	-
Effect of foreign exchange rate changes	匯率變動影響	1	20
Net cash outflows	現金流出淨額	(238)	(390)

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18. EARNINGS PER SHARE

From continuing and discontinued operations

The calculation of the basic and diluted earnings per share is based on the following:

18. 每股盈利

來自持續經營及已終止經營業務

每股基本及攤薄盈利按下列方式計算：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Earnings	盈利		
Earnings attributable to owners of the Company for the purpose of basic earnings per share	用於計算每股基本盈利之本公司擁有人應佔盈利	8,036	5,257
		2024 二零二四年	2023 二零二三年
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	用於計算每股基本盈利之普通股加權平均數	207,426,836	171,818,161

No diluted earnings per share for years ended 31 December 2024 and 2023 are presented as the exercise price of those options was higher than the average market price of shares.

截至二零二四年及二零二三年十二月三十一日止年度，由於該等購股權之行使價高於股份之平均市價，故並無呈列每股攤薄盈利。

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18. EARNINGS PER SHARE (Continued)

From continuing and discontinued operations (Continued)

For the purpose of calculation of basic and diluted earnings per share for the years ended 31 December 2024 and 2023, the share consolidation being effective on 30 March 2023 was deemed to be effective throughout the period from 1 January 2023 to 31 December 2024.

From continuing operations

The calculation of the basic earnings per share from continuing operations is based on the following:

18. 每股盈利(續)

來自持續經營及已終止經營業務(續)

就計算截至二零二四年及二零二三年十二月三十一日止年度之每股基本及攤薄盈利而言，於二零二三年三月三十一日生效之股份合併被視為於二零二三年一月一日至二零二四年十二月三十一日期間生效。

來自持續經營業務

來自持續經營業務之每股基本盈利按下列方式計算：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Earnings	盈利		
Earnings for the purpose of calculating basic earnings per share	用於計算每股基本盈利之盈利	8,036	5,257
Loss (profit) for the year from discontinued operation	來自已終止經營業務之年度虧損(溢利)	129	(284)
Earnings for the purpose of calculating diluted earnings per share from continuing operations	用於計算來自持續經營業務之每股攤薄盈利之盈利	8,165	4,973

The weighted average numbers of ordinary shares used as denominators in calculating the basic and diluted earnings per share are the same.

From discontinued operation

Basic loss (2023: earnings) per share from the discontinued operation is HK0.07 (2023: HK0.17) cents per share, based on the loss (2023: profit) for the year from discontinued operation attributable to the owners of the Company of approximately HK\$129,000 (2023: HK\$284,000) and the denominators used are the same as those detailed above for both basic and diluted earnings per share.

計算每股基本及攤薄盈利時，已使用同一普通股加權平均數作為分母。

來自已終止經營業務

根據本公司擁有人應佔來自已終止經營業務之年度虧損(二零二三年：溢利)約129,000港元(二零二三年：284,000港元)，且所使用的分母與上文所詳述用於計算每股基本及攤薄盈利的分母相同，來自已終止經營業務之每股基本虧損(二零二三年：盈利)為每股0.07港仙(二零二三年：0.17港仙)。

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19. PROPERTY, PLANT AND EQUIPMENT

19. 物業、廠房及設備

		Leasehold improvements 租賃改善工程 HK\$'000 千港元	Plant, machinery, moulds and tools 廠房、機器、 模具及工具 HK\$'000 千港元	Furniture and equipment 傢俬及設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本					
At 1 January 2023	於二零二三年一月一日	32,840	97,106	16,346	1,477	147,769
Additions	購置	223	2,003	566	-	2,792
Disposal	出售	-	(982)	-	-	(982)
Written off	撇銷	-	(1,098)	(44)	-	(1,142)
Exchange differences	匯兌差額	(535)	(1,991)	(164)	(6)	(2,696)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	32,528	95,038	16,704	1,471	145,741
Additions	購置	110	1,707	306	350	2,473
Disposal	出售	(339)	(1,666)	(305)	-	(2,310)
Written off	撇銷	-	-	-	(438)	(438)
Exchange differences	匯兌差額	(567)	(2,218)	(199)	(8)	(2,992)
At 31 December 2024	於二零二四年十二月三十一日	31,732	92,861	16,506	1,375	142,474
Accumulated depreciation	累計折舊					
At 1 January 2023	於二零二三年一月一日	29,538	87,279	8,741	1,153	126,711
Charge for the year	年度費用	2,142	4,461	2,207	99	8,909
Disposal	出售	-	(836)	-	-	(836)
Written off	撇銷	-	(1,093)	(44)	-	(1,137)
Exchange differences	匯兌差額	(509)	(1,680)	(132)	(6)	(2,327)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	31,171	88,131	10,772	1,246	131,320
Charge for the year	年度費用	1,083	3,539	2,306	262	7,190
Disposal	出售	(47)	(1,666)	(305)	-	(2,018)
Written off	撇銷	-	-	-	(438)	(438)
Exchange differences	匯兌差額	(563)	(2,023)	(171)	(7)	(2,764)
At 31 December 2024	於二零二四年十二月三十一日	31,644	87,981	12,602	1,063	133,290
Carrying amount	賬面值					
At 31 December 2024	於二零二四年十二月三十一日	88	4,880	3,904	312	9,184
At 31 December 2023	於二零二三年十二月三十一日	1,357	6,907	5,932	225	14,421

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

20. RIGHT-OF-USE ASSETS

20. 使用權資產

		Leased properties 租賃樓宇 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	33,240
Additions	購置	1,995
Depreciation	折舊	(15,539)
Deregistration of a subsidiary	註銷一間附屬公司	(337)
Exchange differences	匯兌差額	(685)
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	18,674
Additions	購置	38,548
Depreciation	折舊	(12,117)
Disposal of subsidiaries (note 39(a))	出售附屬公司(附註39(a))	(126)
Exchange differences	匯兌差額	(1,450)
At 31 December 2024	於二零二四年十二月三十一日	43,529

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

20. RIGHT-OF-USE ASSETS (Continued)

20. 使用權資產(續)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Depreciation expenses on right-of-use assets	使用權資產之折舊開支	12,117	15,539
Interest expense on lease liabilities (included in finance costs)	租賃負債之利息開支 (計入融資成本)	3,078	2,112
Expenses relating to short-term lease (included in cost of sales and administrative expenses)	有關短期租賃的開支 (計入售貨成本及行政費用)	2,399	1,795

Lease liabilities of approximately HK\$47,258,000 (2023: HK\$21,896,000) are recognised with related right-of-use assets of approximately HK\$43,529,000 (2023: HK\$18,674,000) as at 31 December 2024. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

於二零二四年十二月三十一日，已確認租賃負債約47,258,000港元(二零二三年：21,896,000港元)及相關的使用權資產約43,529,000港元(二零二三年：18,674,000港元)。除出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他契約。租賃資產不得用於借款擔保。

Details of total cash outflow for leases is set out in note 39(d).

租賃現金流出總額的詳情載於附註39(d)。

For both years, the Group leases various offices, factories and staff quarters for its operations. Lease contracts are entered into for fixed term of one to ten years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

於兩年期間，本集團就其營運租賃多個辦公室、工廠及員工宿舍。租賃合約按一至十年的固定年期訂立。租賃條款按個別基準磋商，並包含各種不同的條款及條件。於釐定租期及評估不可撤回期間長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

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21. INTANGIBLE ASSETS

21. 無形資產

		Customer relationship (note (a)) 客戶關係 (附註(a)) HK\$'000 千港元	EAR-1 (note (b)) 獨家代理權一 (附註(b)) HK\$'000 千港元	EAR-2 (note (c)) 獨家代理權二 (附註(c)) HK\$'000 千港元	EAR-3 (note (d)) 獨家代理權三 (附註(d)) HK\$'000 千港元	Computer software (note (e)) 電腦軟件 (附註(e)) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
At 1 January 2023	於二零二三年一月一日	13,707	25,000	27,000	37,800	1,900	105,407
Termination	購置	-	-	(27,000)	-	-	(27,000)
At 31 December 2023, 1 January 2024 and 31 December 2024	於二零二三年十二月三十一日、 二零二四年一月一日及 二零二四年十二月三十一日	13,707	25,000	-	37,800	1,900	78,407
Accumulated amortisation and impairment losses	累計攤銷及減值虧損						
At 1 January 2023	二零二三年一月一日	13,707	20,680	-	2,007	633	37,027
Amortisation for the year	年度攤銷	-	-	-	4,014	633	4,647
Impairment during the year	年度減值	-	2,620	-	-	-	2,620
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	13,707	23,300	-	6,021	1,266	44,294
Amortisation for the year	年度攤銷	-	-	-	3,598	634	4,232
Impairment during the year	年度減值	-	1,000	-	6,172	-	7,172
At 31 December 2024	於二零二四年十二月三十一日	13,707	24,300	-	15,791	1,900	55,698
Carrying amount	賬面值						
At 31 December 2024	於二零二四年十二月三十一日	-	700	-	22,009	-	22,709
At 31 December 2023	於二零二三年十二月三十一日	-	1,700	-	31,779	634	34,113

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21. INTANGIBLE ASSETS (Continued)

Notes:

- (a) Customer relationship represents the future economic benefit to the Group arising from regular contact between individual customer and the business entity before business combination. The amortising period of customer relationship was 3-6 years.
- (b) The Group paid HK\$25,000,000 to BXG in FY2019 as prepayment and has reclassified that prepayment as intangible assets in FY2020, which represents EAR-1 for certain number of apartments (both furnished and without decoration). Due to the effect of the pandemic, the terms of the EAR-1 were extended and revised. The Group determines the amortisation of EAR-1 based on the allocation of costs corresponds to the actual number of units sold during the reporting period over the total number of units with exclusive agency rights granted under EAR-1. The Group has the rights to sell the apartments from 1 January 2020 to 17 March 2021. On 1 December 2022, BXG further extended the appointment of the Group as its exclusive agent to 30 November 2025. Details of impairment assessment are set out below.

As at 31 December 2024 and 2023, due to the poor performance of the real estate supply chain services and energy storage products segment, the Group performed impairment assessment on the CGU of EAR-1 belongs. The recoverable amount represented its value in use determined based on discounted cashflow forecast prepared by the management of the Group. The Group estimates the value in use of the EAR-1 using a discount rate of 14.7% (2023: 13.1%). The EAR-1 was impaired to its recoverable amount of approximately HK\$700,000 (2023: HK\$1,700,000), which is its carrying value at year end and the impairment of approximately HK\$1,000,000 (2023: HK\$2,620,000) has been recognised in profit or loss during the year.

21. 無形資產(續)

附註：

- (a) 客戶關係指在業務合併前個人客戶及業務實體定期接觸對本集團產生的未來經濟利益。客戶關係的攤銷期為3至6年。
- (b) 本集團於二零一九財政年度向BXG支付25,000,000港元作為預付款項並於二零二零財政年度將該預付款項重新分類為無形資產，指若干間公寓(有傢俬及無裝修)的獨家代理權一1。由於疫情影響，獨家代理權一1的條款進行了延長及修訂。本集團按根據報告期內已出售單位實際數量佔根據獨家代理權一1授出的獨家代理權單位總數的比例相應分配到的成本釐定據獨家代理權一1的攤銷。本集團有權自二零二零年一月一日至二零二一年三月十七日出售公寓。於二零二二年十二月一日，BXG進一步委任本集團作為其獨家代理，期限延至二零二五年十一月三十日。減值虧損的詳情在下文載列。

於二零二四年及二零二三年十二月三十一日，由於房地產供應鏈服務及儲能產品分部業績不佳，故本集團對獨家代理權一1所屬之現金產生單位作減值評估。可收回金額指根據本集團管理層編製的貼現現金流預測釐定的使用價值。本集團按貼現率14.7% (二零二三年：13.1%) 估計獨家代理權一1的使用價值。獨家代理權一1減值至其可收回金額約700,000港元(二零二三年：1,700,000港元)，即為其年底賬面值且減值約1,000,000港元(二零二三年：2,620,000港元)已於年內損益確認。

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21. INTANGIBLE ASSETS (Continued)

Notes: (Continued)

- (c) On 18 August 2020, the Group acquired the EAR-2 from Ratchaphruek Global Group Co., Ltd. (“Vendor”) for the rights to sell 77 villa units (“Target Properties”) planned to be constructed under a project (“Project”) of a developer company (“Developer”). The Group determines the amortisation of EAR-2 based on the allocation of costs corresponds to the actual number of units sold during the reporting period over the total number of units with exclusive agency rights granted under EAR-2. The Group has the rights to sell the Target Properties for a remaining term of not less than 12 months from 18 August 2020, and may be extended by another 6 months upon expiration. On 19 January 2022, the Developer further extended the appointment of the Group as its exclusive agent from 24 November 2021 to 24 May 2022. On 17 May 2022, the Developer further extended the appointment of the Group as its exclusive agent to 24 May 2023. The Group signed the termination agreement with the vendor on 9 September 2023 and the remaining consideration of approximately HK\$27,000,000 was refunded on 21 November 2023.

- (d) The Group settled approximately HK\$37,800,000 by the allotment and issue of 230,000,000 shares of the Company to a scientific instruments manufacturer (the “Assignor”) in 2022 for an intangible asset, which represents (i) the exclusive agency right to distribute the Products and the right for after-sale service in Hong Kong and in Macau; and (ii) the non-exclusive agency right to distribute the Products and the right for after-sale service in the regions of Asia outside the mainland China, except Hong Kong and Macau within agreed agency periods from the date of acquisition to 6 December 2031 under EAR-3. Further details of impairment assessment of EAR-3 are set out below and in the note 5(ii)(b).

On 30 June 2024 the Group entered into an agreement with the Assignor to early terminate the minimum revenue guarantee undertaken by the Assignor. In consideration of this early termination, the Assignor paid a compensation of approximately HK\$6,848,000 to the Group during the year ended 31 December 2024.

As at 31 December 2024, due to the early termination of minimum revenue guarantee abovementioned, the Group performed impairment assessment on the CGU of EAR-3 belongs. The recoverable amount represented its value in use determined based on discounted cashflow forecast prepared by the management of the Group. The Group estimates the value in use of the EAR-3 using a discount rate of 18.3%. The EAR-3 was impaired to its recoverable amount of approximately HK\$23,600,000 and the impairment of approximately HK\$6,172,000 has been recognised in profit or loss during the year.

- (e) Computer software represents software acquired for money lending business and is stated at cost less accumulated amortisation and any accumulated impairment losses. The system software is amortised on a straight-line basis over a period of 3 years.

21. 無形資產 (續)

附註：(續)

- (c) 於二零二零年八月十八日，本集團自 Ratchaphruek Global Group Co., Ltd. (「賣方」) 取得獨家代理權 -2，有權銷售一間發展商公司 (「發展商」) 項目 (「該項目」) 項下規劃建設的 77 套別墅單位 (「目標物業」)。本集團按根據報告期內已出售單位實際數量佔根據獨家代理權 -2 授出的獨家代理權單位總數的比例相應分配到的成本釐定獨家代理權 -2 的攤銷。本集團有權自二零二零年八月十八日起按不少於 12 個月的剩餘年期出售目標物業，並於屆滿時可再續期 6 個月。於二零二二年一月十九日，發展商進一步委任本集團作為其獨家代理的期限，由二零二一年十一月二十四日至二零二二年五月二十四日。於二零二二年五月十七日，發展商進一步委任本集團作為其獨家代理，期限延至二零二三年五月二十四日。本集團於二零二三年九月九日與賣方簽訂終止協議，且剩餘代價約 27,000,000 港元已於二零二三年十一月二十日退還。

- (d) 於二零二二年，本公司透過向一名科學儀器製造商 (「轉讓人」) 配發及發行 230,000,000 股股份就無形資產償付約 37,800,000 港元，有關無形資產指於收購日期起至二零三一年十二月六日的協定代理期內根據獨家代理權 -3(i) 在香港及澳門分銷產品及售後服務權利的獨家代理權；及 (ii) 在中國內地以外亞洲地區 (香港及澳門除外) 分銷產品及售後服務權利的非獨家代理權。獨家代理權 -3 的減值評估的更多詳情載於下文附註 5(ii)(b)。

於二零二四年六月三十日，本集團與轉讓人訂立協議，提早終止轉讓人承諾的最低收入保證。作為提早終止的代價，轉讓人於截至二零二四年十二月三十一日止年度向本集團支付補償約 6,848,000 港元。

於二零二四年十二月三十一日，由於提早終止上述最低收入保證，本集團對獨家代理權 -3 所屬之現金產生單位作減值評估。可收回金額指根據本集團管理層所編製之貼現現金流量預測而釐定的使用價值。本集團以 18.3% 之貼現率估計獨家代理權 -3 的使用價值。獨家代理權 -3 已減值至其可收回金額約 23,600,000，而年內約 6,172,000 港元之減值已於損益中確認。約 1,591,000 港元的攤銷已由減值日期起至年結日確認。

- (e) 電腦軟件指為放貸業務購買的軟件，以成本減累計攤銷及任何累計減值虧損列賬。系統軟件按直線法於 3 年期限內攤銷。

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22. INVESTMENTS IN SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2024 are as follows:

22. 於附屬公司的投資

於二零二四年十二月三十一日附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/operation 註冊成立／ 成立／經營地點	Issued and paid up share capital/registered capital 已發行及繳足股本／ 註冊資本	Percentage of ownership interest/ voting power/profit sharing 所有權權益／ 投票權／溢利分佔百分比				Principal activities 主要業務
			2024 二零二四年		2023 二零二三年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Charm Year International Limited 創年國際有限公司	British Virgin Islands ("B.V.I.") 英屬處女群島 (「英屬處女群島」)	100 ordinary shares of US\$1 each 100 股每股面值1美元的 普通股	100%	-	100%	-	Investment holding 投資控股
China Khan Limited 華將有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100 股每股面值1美元的 普通股	100%	-	100%	-	Investment holding 投資控股
Natural Perseverance Limited 天毅有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100 股每股面值1美元的 普通股	100%	-	100%	-	Investment holding 投資控股
Powered Limited 權領有限公司	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100 股每股面值1美元的 普通股	100%	-	100%	-	Investment holding 投資控股
Sheer Victory Limited	B.V.I. 英屬處女群島	100 ordinary shares of US\$1 each 100 股每股面值1美元的 普通股	100%	-	100%	-	Investment holding 投資控股
Dayshine Global Investments Limited	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元的 普通股	-	100%	-	100%	Inactive 暫無業務
Ever Billion Industrial Limited 億恒實業有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Investment holding 投資控股
Link-Asia International Cell Technology Group Limited 環亞國際細胞科技集團有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Investment holding 投資控股
Be Smart Finance Limited	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Provision of loan services 提供貸款服務
Link-Asia International Electronic Technology Limited 環亞國際電子科技有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Inactive 暫無業務

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22. INVESTMENTS IN SUBSIDIARIES (Continued)

22. 於附屬公司的投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/operation 註冊成立／ 成立／經營地點	Issued and paid up share capital/registered capital 已發行及繳足股本／ 註冊資本	Percentage of ownership interest/ voting power/profit sharing 所有權權益／ 投票權／溢利分佔百分比				Principal activities 主要業務
			2024 二零二四年		2023 二零二三年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Sino Achieve Limited 中禧有限公司	Hong Kong 香港	Ordinary shares of HK\$5,000,000 5,000,000 港元的普通股	-	100%	-	100%	Investment holding and trading 投資控股及貿易
Space Wisdom Limited 智航有限公司	B.V.I. 英屬處女群島	1 ordinary share of US\$1 each 1股每股面值1美元的 普通股	-	100%	-	100%	Inactive 暫無業務
Talent-Asia Holdings Co. Limited 天賦環亞控股有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000,000 1,000,000 港元的普通股	-	100%	-	100%	Investment holding and provision of real estate advisory service and real estate purchase service 投資控股及提供房地產 諮詢服務和房地產 購置服務
Talent-Asia GC Company Limited 環亞苟盤有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000,000 1,000,000 港元的普通股	-	51%	-	51%	Provision of real estate advisory service and real estate purchase service 提供房地產諮詢服務和 房地產購置服務
Telefield Holdings Limited	B.V.I. 英屬處女群島	410,000 ordinary shares of US\$1 each 410,000 股每股面值1美元的 普通股	-	100%	-	100%	Investment holding 投資控股
Telefield Limited 中慧有限公司	Hong Kong 香港	Ordinary shares of HK\$20,000,000 and non-voting deferred shares of HK\$5,000,000 20,000,000 港元的普通股 及 5,000,000 港元的 無投票權遞延股份	-	100%	-	100%	Investment holding, electronic manufacturing services for telecommunications, security, car electronics, home appliances, other consumer and industrial electronic products 投資控股、電訊、保安、 汽車電子產品、家電、 其他消費及工業電子 產品的電子製造服務
Telefield Medical Devices Limited 中慧醫療器材有限公司	Hong Kong 香港	Ordinary shares of HK\$1,000 1,000 港元的普通股	-	100%	-	100%	Inactive 不活躍
Telefield Universal Limited 中慧環球有限公司	Hong Kong 香港	Ordinary shares of HK\$15,600,000 15,600,000 港元的普通股	-	100%	-	100%	Investment holding and trading of telecommunication products 投資控股及電訊產品貿易

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22. INVESTMENTS IN SUBSIDIARIES (Continued)

22. 於附屬公司的投資(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/operation 註冊成立／ 成立／經營地點	Issued and paid up share capital/registered capital 已發行及繳足股本／ 註冊資本	Percentage of ownership interest/ voting power/profit sharing 所有權權益／ 投票權／溢利分佔百分比				Principal activities 主要業務
			2024 二零二四年		2023 二零二三年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Telefield NA Inc.	U.S.A. 美國	Share capital of US\$2,000,000 股本2,000,000美元	-	100%	-	100%	Trading of business telephone systems before ceasing business in 2024 於2024年終止業務前為 商業電話系統貿易
Well Dragon Electronics Limited 益龍電子有限公司	Hong Kong 香港	Ordinary share of HK\$1,000,000 1,000,000 港元的普通股	-	100%	-	100%	Manufacturing services of home appliances, other consumer and industrial electronic products 家電、其他消費及工業 電子產品的製造服務
Sota Acoustics Limited 蘇達音響有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Sale of audio equipment 音頻設備的銷售
Link-Asia International Assisted Reproductive Technology Group Limited 環亞國際輔助生殖科技集團有限公司	Hong Kong 香港	Ordinary share of HK\$1 1港元的普通股	-	100%	-	100%	Investment holding 投資控股
Guangzhou Telefield Limited (“GTL”)* 廣州中慧電子有限公司(「廣州中慧」)	PRC 中國	Registered capital of US\$11,060,000 註冊資本11,060,000 美元	-	100%	-	100%	Manufacture of telecommunications and other products 電訊及其他產品的製造
Guangzhou Zhong Sui Limited* 廣州中穗電子有限公司	PRC 中國	Registered capital of US\$1,500,000 註冊資本1,500,000 美元	-	100%	-	100%	Manufacture and sale of consumable electronic products 消費電子產品的製造及 銷售
Guangzhou Zhuo Feng Plastics Co., Limited* 廣州卓豐塑料製品有限公司	PRC 中國	Registered capital of US\$2,000,000 註冊資本2,000,000 美元	-	100%	-	100%	Inactive 暫無業務
Huashi Management Consultancy (Shenzhen) Limited* 華氏管理諮詢(深圳)有限公司	PRC 中國	Registered capital of RMB300,000,000 註冊資本人民幣 300,000,000 元	-	100%	-	100%	Inactive 暫無業務
Ding Cheng Investment (Yangzhou) Limited* 鼎成投資(揚州)有限公司	PRC 中國	Registered capital of RMB200,000,000 註冊資本人民幣 200,000,000 元	-	100%	-	100%	Investment holding 投資控股
Huashi Medical Assistive Technology (Shenzhen) Limited 華氏醫療輔助技術(深圳)有限公司	PRC 中國	Registered capital of RMB500,000,000 註冊資本人民幣 500,000,000 元	-	100%	-	100%	Investment holding 投資控股
Shanghai Tiantian Lvke Energy Storage Technology Limited 上海天賦綠科儲能科技有限公司	PRC 中國	Registered capital of RMB100,000,000 註冊資本人民幣 100,000,000 元	-	100%	-	100%	Provision of consultancy service 提供諮詢服務

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22. INVESTMENTS IN SUBSIDIARIES (Continued)

Name of subsidiary	Place of incorporation/ establishment/operation	Issued and paid up share capital/registered capital	Percentage of ownership interest/ voting power/profit sharing				Principal activities
附屬公司名稱	註冊成立/ 成立／經營地點	已發行及繳足股本／ 註冊資本	所有權權益／ 投票權／溢利分佔百分比				主要業務
			2024 二零二四年		2023 二零二三年		
			Direct 直接	Indirect 間接	Direct 直接	Indirect 間接	
Huanya Holdings (Shenzhen) Co., Limited* 環亞控股(深圳)有限公司	PRC 中國	Registered capital of RMB10,000,000 註冊資本人民幣 10,000,000 元	-	51%	-	51%	Provision of real estate advisory services and real estate purchase service 提供房地產諮詢服務和 房地產購置服務
Zhongxixin Trading (Shenzhen) Co., Limited** 中禧信商貿(深圳)有限公司*	PRC 中國	Registered capital of RMB200,000 註冊資本人民幣 200,000 元	-	-	-	100%	Manufacturing services 製造服務
Fast Wealth Holdings Limited 富迅集團有限公司 (Acquired on 8 May 2024 at consideration of HK\$1) (於二零二四年五月八日按代價1港元收購)	HK 香港		-	100%	-	-	Investment holding 投資控股
Jiangsu Bize Technology Development Co., Limited 江蘇碧澤科技發展有限公司 (Incorporated on 4 December 2024) (於二零二四年十二月四日註冊成立)	PRC 中國	Registered capital of RMB50,000,000 註冊資本人民幣 50,000,000 元	100%	-	-	-	Provision of energy storage technology development products 提供能源儲存技術開發產品

* English names are for identification purpose.

Disposal during the year ended 31 December 2024.

截至二零二四年十二月三十一日止年度已出售。

Except for Huanya Holdings (Shenzhen) Co., Limited which established in the PRC in the form of limited liability company, all subsidiaries established in the PRC are wholly foreign-owned enterprises.

除在中國以有限責任公司形式成立的環亞控股(深圳)有限公司外，所有在中國成立的附屬公司均為外商獨資企業。

As at 31 December 2024, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$57,207,000 (2023: HK\$70,336,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於二零二四年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約57,207,000港元(二零二三年：70,336,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定的規限。然而，本集團獲准可透過認可進行外匯交易之銀行將人民幣兌換成其他貨幣。

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23. INVENTORIES

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Raw materials	原材料	18,255	23,616
Work in progress	半成品	11,782	10,885
Finished goods	製成品	8,178	11,063
Goods in transit	在運貨品	6,835	9,096
		45,050	54,660

23. 存貨

24. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 120 days. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the directors.

The aging analysis of trade receivables, based on the invoice date, and net of allowance, is as follows:

24. 應收貿易賬款

本集團與客戶主要以信貸方式進行買賣。信貸期一般介乎30至120天。每名客戶均有最高信貸限額。新客戶一般須支付預付款項。本集團致力對尚未收回應收款項維持嚴格監控。董事定期審閱逾期結餘。

按發票日期的應收貿易賬款(扣除撥備)賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 to 90 days	0至90天	98,302	125,406
91 to 180 days	91至180天	18,670	18,436
181 to 365 days	181至365天	292	946
Over 365 days	365天以上	30	521
		117,294	145,309

Further details of credit risk assessment is set out in note 6(b).

信貸風險評估的進一步詳情載於附註6(b)。

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24. TRADE RECEIVABLES (Continued)

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
United States dollars ("USD")	美元(「美元」)	110,475	126,783
HK\$	港元	–	14,896
RMB	人民幣	6,819	3,630
Total	合計	117,294	145,309

24. 應收貿易賬款(續)

本集團應收貿易賬款之賬面值使用以下貨幣計值：

25. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

25. 預付款項、按金及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Prepayments	預付款項	279,426	201,766
Other receivables	其他應收款項	33,918	11,883
Purchase and other deposits	採購及其他按金	7,614	6,085
Amount due from key management personnel (Note)	應收主要管理人員款項 (附註)	–	1,536
Amount due from non-controlling interest	應收非控股權益款項	4,451	5,577
		325,409	226,847
Analysis:	分析為：		
Current portion	即期部分	322,185	223,568
Non-current portion	非即期部分	3,224	3,279
		325,409	226,847

Note: Disclosed in note 15(b), Mr. Wang GuoZhen resigned as director of the Company and appointed as a key management personnel.

附註：誠如附註15(b)所披露，王國鎮先生辭任本公司董事並獲委任為主要管理人員。

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26. LOANS TO OTHER PARTIES

The Group has engaged external independent valuers to assist the management to assess the ECL rates at end of reporting period.

26. 向其他人士貸款

本集團已外聘獨立估值師以協助管理層評估於報告期末的預期信貸虧損率。

Name	Terms of loan		Principal balance at 31 December 2024 於二零二四年十二月三十一日之本金結餘 HK\$'000 千港元	Accrued interest as at 31 December 2024 於二零二四年十二月三十一日之應計利息 HK\$'000 千港元	ECL rate 預期信貸虧損率 %	Cumulative allowance 累計撥備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
姓名／名稱	貸款條款						
Independent Third Party C 獨立第三方 C	Unsecured, repayable on 31 December 2024 and bears interest of 10% p.a. ("Loan Z") 無抵押、須於二零二四年十二月三十一日償還及按年利率10%計息(「貸款 Z」)	(i)	6,150	6,971	93.29%	(12,241)	880
Individual D 個人 D	Unsecured, repayable on 31 December 2024 and bears interest of 16% p.a. ("Loan X") 無抵押、須於二零二四年十二月三十一日償還及按年利率16%計息(「貸款 X」)	(ii)	-	4,076	93.30%	(3,803)	273
Independent Third Party F 獨立第三方 F	Unsecured, repayable on 15 September 2021 and bears interest of 12% p.a. ("Loan W") 無抵押、須於二零二一年九月十五日償還及按年利率12%計息(「貸款 W」)	(iii)	-	152	93.42%	(142)	10
Total	總計		6,150	11,199		(16,186)	1,163

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26. LOANS TO OTHER PARTIES (Continued)

26. 向其他人士貸款(續)

Name	Terms of loan		Principal balance at 31 December 2023 於二零二三年 十二月三十一日 之本金結餘 HK\$'000 千港元	Accrued interest as at 31 December 2023 於二零二三年 十二月三十一日 之應計利息 HK\$'000 千港元	ECL rate	Cumulative allowance	Total
姓名/名稱	貸款條款				預期信貸虧損率 %	累計撥備 HK\$'000 千港元	總計 HK\$'000 千港元
Independent Third Party C 獨立第三方 C	Unsecured, repayable on 31 December 2024 and bears interest of 10% p.a. ("Loan Z") 無抵押、須於二零二四年十二月三十一日 償還及按年利率10%計息(「貸款 Z」)	(i)	21,150	6,866	88.13%	(24,691)	3,325
Individual D 個人 D	Unsecured, repayable on 31 December 2024 and bears interest of 16% p.a. ("Loan X") 無抵押、須於二零二四年十二月三十一日 償還及按年利率16%計息(「貸款 X」)	(ii)	8,500	6,567	87.61%	(13,200)	1,867
Independent Third Party F 獨立第三方 F	Unsecured, repayable on 15 September 2021 and bears interest of 12% p.a. ("Loan W") 無抵押、須於二零二一年九月十五日償還 及按年利率12%計息(「貸款 W」)	(iii)	-	152	82.89%	(126)	26
Others 其他	Unsecured, repayable in August 2024, and bears interest of 10% p.a. 無抵押、須於二零二四年八月償還 及按年利率10%計息	(iv)	2,390	89	30.17%	(748)	1,731
Total	總計		32,040	13,674		(38,765)	6,949

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26. LOANS TO OTHER PARTIES (Continued)

Notes:

- (i) Loan Z was originally due on 21 February 2021, but Independent Third Party C failed to repay the principal and interest on that day. On 27 April 2022, Independent Third Party C rescheduled payment by monthly instalments and the last payment date would be 31 December 2022, with interest calculated at 10% p.a. for the extended period, and was secured by personal guarantee given by the sole director and sole shareholder of Independent Third Party C. During the year ended 31 December 2024, an amount of HK\$15,000,000 was recovered. The Group recognised ECL of approximately HK\$12,241,000 as credit-impaired as an default event have been observed.
- (ii) Loan X was originally due on 30 June 2020, but Individual D failed to repay the principal and interest on that day. On 30 June 2020, Individual D rescheduled payment by monthly instalments and the last payment date would be 28 February 2021 with all other terms remain unchanged. During the year ended 31 December 2021, an amount of HK\$2,000,000 was recovered. On 22 April 2022, individual D rescheduled payment and the last payment date would be 30 September 2022, with interest calculated at 16% p.a. for the extended period. During the year ended 31 December 2024, an amount of HK\$11,000,000 was recovered. The Group recognised ECL of approximately HK\$3,803,000 as credit-impaired as default events have been observed.
- (iii) Loan W was originally due on 15 September 2021, but Independent Third Party F failed to repay the principal and interest on that day. During the year ended 31 December 2022, Independent Third Party F fully repaid the principal amount of RMB1,000,000 (equivalent to approximately HK\$1,225,000). Up to the date of report, Independent Third Party F did not made any repayment of loan interest receivables. The Group recognised impairment of approximately HK\$142,000 as they are credit-impaired.
- (iv) Loans were originally due in 2023. During the year ended 31 December 2023, the Group received the loan interest receivables of approximately HK\$239,000 and signed loan extension agreement with "Others" and the loans will be repaid within 1 year. During the year ended 31 December 2024, all outstanding loan principal and interest were fully recovered. The previously recognised ECL provision of approximately HK\$748,000 was fully reversed during the year ended 31 December 2024.

26. 向其他人士貸款(續)

附註：

- (i) 貸款Z原定於二零二一年二月二十一日到期，惟獨立第三方C未能於該日償還本金及利息。於二零二二年四月二十七日，獨立第三方C重新製訂了按月分期還款的時間表，其中最後一筆付款的日期應為二零二二年十二月三十一日，延長期間按年利率10%計算，並由獨立第三方C的唯一董事及唯一股東提供個人擔保作抵押。截至二零二四年十二月三十一日止年度，收回15,000,000港元。由於違約事件已發生，故本集團將約12,241,000港元的預期信貸虧損確認為信貸減值。
- (ii) 貸款X原定於二零二零年六月三十日到期，惟個人D未能於該日償還本金及利息。於二零二零年六月三十日，個人D重新製訂了按月分期還款的時間表，其中最後一筆付款的日期應為二零二一年二月二十八日，所有其他條款維持不變。截至二零二一年十二月三十一日止年度，收回2,000,000港元。於二零二二年四月二十二日，個人D重新製訂了還款時間表，其中最後一筆付款的日期應為二零二二年九月三十日，延長期間按年利率16%計息。截至二零二四年十二月三十一日止年度，收回11,000,000港元。由於違約事件已發生，故本集團將約3,803,000港元的預期信貸虧損確認為信貸減值。
- (iii) 貸款W原定於二零二一年九月十五日到期，惟獨立第三方F未能於該日償還本金及利息。截至二零二二年十二月三十一日止年度，獨立第三方F悉數償還本金人民幣1,000,000元（相當於約1,225,000港元）。截至本報告日期，獨立第三方F尚未償還任何應付貸款利息。由於彼等乃信貸減值，故本集團確認減值約142,000港元。
- (iv) 貸款原定於二零二三年到期。本集團於截至二零二三年十二月三十一日止年度收到應收貸款利息約239,000港元，並與「其他」簽署貸款延期協議，而貸款將於一年內償還。截至二零二四年十二月三十一日止年度，所有未償還貸款本金及利息悉數收回。之前確認的748,000港元的預期信貸虧損撥備已於截至二零二四年十二月三十一日止年度悉數撥回。

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27. BANK AND CASH BALANCES

27. 銀行及現金結餘

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash on hand	庫存現金	157	854
Fixed deposits	定期存款	116,728	117,453
Cash at bank	銀行現金	195,166	153,260
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	312,051	271,567

The bank and cash balances of the Group are denominated in the following currencies:

本集團銀行及現金結餘乃按以下貨幣計值：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
USD	美元	219,724	184,947
HK\$	港元	35,059	16,225
RMB	人民幣	57,267	70,394
Others	其他	1	1
		312,051	271,567

As at 31 December 2024, the bank balances of the Group's subsidiaries in the PRC denominated in RMB and deposited with banks in the PRC were amounted to approximately HK\$57,207,000 (2023: HK\$70,336,000). Conversion of RMB into foreign currencies is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations. However, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

於二零二四年十二月三十一日，本集團的中國附屬公司以人民幣計值及存放於中國的銀行的銀行結餘為約57,207,000港元(二零二三年：70,336,000港元)。人民幣兌換為外幣須受中國外匯管理條例及結匯、售匯及付匯管理規定規限。然而，本集團獲准可透過認可進行外匯交易之銀行將人民幣兌換成其他貨幣。

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28. TRADE PAYABLES

The aging analysis of trade payables, based on invoice date, is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 to 90 days	0至90天	26,695	60,096
91 to 180 days	91至180天	7,458	1,436
181 to 365 days	181至365天	17,804	14,925
Over 365 days	365天以上	6,477	14
		58,434	76,471

The carrying amounts of the Group's trade payables are denominated in the following currencies:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
USD	美元	17,268	48,850
HK\$	港元	37,356	21,384
RMB	人民幣	3,754	6,237
Others	其他	56	-
Total	合計	58,434	76,471

28. 應付貿易賬款

按發票日期的應付貿易賬款的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
0 to 90 days	0至90天	26,695	60,096
91 to 180 days	91至180天	7,458	1,436
181 to 365 days	181至365天	17,804	14,925
Over 365 days	365天以上	6,477	14
		58,434	76,471

本集團應付貿易賬款之賬面值使用以下貨幣計值：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
USD	美元	17,268	48,850
HK\$	港元	37,356	21,384
RMB	人民幣	3,754	6,237
Others	其他	56	-
Total	合計	58,434	76,471

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29. ACCRUALS AND OTHER PAYABLES

29. 預提費用及其他應付款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Accrued salaries	預提薪金	146,275	134,637
Accrued expenses	預提開支	18,682	19,681
Customer deposits	客戶按金	14,388	15,487
Amount due to individual A (Note)	應付個人A款項(附註)	-	4,902
Other payables	其他應付款項	14,859	5,063
		194,204	179,770

Note: Individual A is the shareholder and sole director of non-controlling interest. The amount in non trade nature, which is unsecured, interest-free and have no fixed repayment term.

附註：個人A為非控股權益的股東及唯一董事。該款項為非貿易性質，無擔保、免息且無固定還款期限。

30. LEASE LIABILITIES

30. 租賃負債

		Present value of minimum lease payments 最低租賃款項之現值	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	10,193	6,894
In the second to fifth years, inclusive	第二年至第五年(包括首尾兩年)	10,312	13,522
After five years	五年以上	26,753	1,480
		47,258	21,896
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：12個月內到期應付款項 (於流動負債下列示)	(10,177)	(6,894)
Amount due for settlement after 12 months (shown under non-current liabilities)	12個月後到期應付款項 (於非流動負債下列示)	37,081	15,002

The weighted average incremental borrowing rates applied to lease liabilities ranged from 4.02% to 7.86% (2023: from 2.41% to 9.58%).

應用於租賃負債的加權平均增量借款利率介乎4.02%至7.86%(二零二三年：2.41%至9.58%)。

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31. BORROWINGS

31. 借貸

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Loan from an Independent Third Party G (note (i)) 來自獨立第三方G的貸款(附註(i))	-	549
Loans from financial institutions (note (ii)) 來自金融機構的貸款(附註(ii))	14,300	4,300
	14,300	4,849

Notes:

- (i) The amount represents loan from an independent third party, which is non-interest bearing, unsecured and repayable on demand.
- (ii) The amount represents loan from financial institutions, which carries interest at a fixed rate, guaranteed by a director of the Company and repayable within one year.

附註：

- (i) 該金額為來自一名獨立第三方的貸款，為無息、無抵押及按要求償還。
- (ii) 該金額為來自金融機構的貸款，按固定利率計息，由本公司一名董事擔保及須於一年內償還。

Certain borrowings of approximately HK\$14,300,000 (2023: HK\$4,300,000) are arranged at fixed interest rates. Borrowings are denominated in HK\$. The directors estimate the fair value of the Group's borrowings at 31 December 2024 and 2023 approximate to their carrying amounts.

若干借貸約14,300,000港元(二零二三年：4,300,000港元)按固定利率計息。借貸均以港元計值。董事估計本集團於二零二四年及二零二三年十二月三十一日的借貸的公平值與其賬面值相若。

32. PRODUCT WARRANTY PROVISIONS

The movement in the Group's product warranty provisions are analysed as follows:

32. 產品保用撥備

本集團產品保用撥備變動分析如下：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January 於一月一日	696	1,207
Additional provisions 額外撥備	-	696
Reversal of provisions 撥備撥回	(696)	(1,207)
At 31 December 於十二月三十一日	-	696

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32. PRODUCT WARRANTY PROVISIONS (Continued)

The Group has committed to repurchase its products from or offer replacement of its products to certain distributors when these distributors receive returned goods from unsatisfied ultimate consumers. Such kind of provision for product warranties are recognised based on past experience of level of repairs and returns, discounted to their present value as appropriate.

33. BONDS PAYABLE

On 18 October 2024, the Company issued a bond of HK\$5,000,000 at the rate of 4% per annum with a term of 7 years to an independent third party, which will be due by 17 October 2031.

On 31 December 2024, the Company issued a bond of HK\$20,000,000 at the rate of 3% per four months to an independent third party, which will be due by 30 April 2025.

The Company has used all of the net proceeds from the bonds for fulfilling working capital and other general corporate purposes.

During the year ended 31 December 2024, interest expense of approximately HK\$41,000 (2023: HK\$Nil) was recognised in profit or loss.

34. DEFERRED TAX

At the end of the reporting period, the Group has unused tax losses of approximately HK\$392,248,000 (2023: HK\$365,488,000) available for offset against future profits. No deferred tax asset in relation to unused tax losses has been recognised due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of approximately HK\$52,055,000 (2023: HK\$53,244,000) that will expire within 5 years. Other tax losses may be carried forward indefinitely.

32. 產品保用撥備(續)

當若干分銷商自不滿最終客戶收取退貨時，本集團承諾向該等分銷商購回產品或更換產品。該類產品保用撥備根據修理及退貨水平的過往經驗確認，並折現至其現值(如適用)。

33. 應付債券

於二零二四年十月十八日，本公司向一名獨立第三方發行5,000,000港元、年息率4%的7年期債券，其將於二零三一年十月十七日到期。

於二零二四年十二月三十一日，本公司向一名獨立第三方發行20,000,000港元、息率為每四個月3%的債券，其將於二零二五年四月三十日到期。

本公司已將債券所得款項淨額全數用作營運資金及其他一般企業用途。

截至二零二四年十二月三十一日止年度，已於損益表確認利息開支約41,000港元(二零二三年：零港元)。

34. 遞延稅項

於報告期末，本集團獲得未動用稅項虧損約為392,248,000港元(二零二三年：365,488,000港元)，可用於抵扣未來溢利。由於未能預測未來溢利流，故並無確認有關未動用稅項虧損的遞延稅項資產。未確認稅項虧損包括將於五年內屆滿的虧損約為52,055,000港元(二零二三年：53,244,000港元)。其他稅項虧損可無限期結轉。

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35. SHARE CAPITAL

35. 股本

		2024 二零二四年		2023 二零二三年	
		Number of shares 股數	Amount 金額 HK\$'000 千港元	Number of shares 股數	Amount 金額 HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.2 each	每股面值0.2港元普通股				
At the beginning of the year	於年初	7,500,000,000	1,500,000	75,000,000,000	1,500,000
Share consolidation (note (b))	股份合併(附註(b))	-	-	(67,500,000,000)	-
At the end of the year	於年末	7,500,000,000	1,500,000	7,500,000,000	1,500,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.2 each	每股面值0.2港元普通股				
At the beginning of the year	於年初	195,773,185	39,155	1,207,691,855	24,154
Issuance of shares upon subscription (note (a))	於認購時發行股份(附註(a))	-	-	517,600,000	10,352
Share consolidation (note (b))	股份合併(附註(b))	-	-	(1,552,762,670)	-
Issuance of shares upon placing (notes (c), (d) and (e))	於配售時發行股份(附註(c)、(d)及(e))	28,516,000	5,703	23,244,000	4,649
At the end of the year	於年末	224,289,185	44,858	195,773,185	39,155

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35. SHARE CAPITAL (Continued)

Notes:

- (a) On 13 September 2022, the Company entered into the subscription agreement with China New Retail Holding Group Limited, which conditionally agreed to allot and issue 517,600,000 new shares at the subscription price of HK\$0.1855 per subscription share, resulting in an aggregate consideration of approximately HK\$96,015,000. The subscription was completed on 6 February 2023. The subscription price was HK\$0.1855 per share and amounted to approximately HK\$96,015,000, of which HK\$10,352,000 and HK\$85,663,000 was credited to the Company's share capital and share premium accounts, respectively.
- (b) On 30 March 2023, the Company implemented a share consolidation on the basis that every 10 issued and unissued ordinary shares of HK\$0.02 each would be consolidated into 1 consolidated share of HK\$0.2 each.
- (c) On 20 October 2023, an aggregate of 23,244,000 shares of the Company with a nominal value of HK\$0.2 each has been substantially placed at HK\$1.37 per shares. The net proceeds from the placed shares (after deduction of commission and other expenses of the placing) amounted to approximately HK\$30,995,000.
- (d) On 29 April 2024, an aggregate of 11,260,000 shares of the Company with a nominal value of HK\$0.2 each has been substantially placed at HK\$1.59 per share. The net proceeds from the placed shares (after deduction of commission and other expenses of the placing) amounted to approximately HK\$17,534,000.
- (e) On 7 October 2024, an aggregate of 17,256,000 shares of the Company with a nominal value of HK\$0.2 each has been substantially placed at HK\$1.51 per share. The net proceeds from the placed shares (after deduction of commission and other expenses of the placing) amounted to approximately HK\$25,273,000.

35. 股本(續)

附註：

- (a) 於二零二二年九月十三日，本公司與中國新零售控股集團有限公司訂立認購協議，據此，中國新零售控股集團有限公司有條件同意按認購價每股認購股份0.1855港元配發及發行517,600,000股新股份，導致總代價約為96,015,000港元。認購事項已於二零二三年二月六日完成。認購價為每股0.1855港元，金額約為96,015,000港元，其中10,352,000港元及85,663,000港元分別計入本公司股本及股份溢價賬。
- (b) 於二零二三年三月三十日，本公司按每10股每股面值0.02港元已發行及未發行普通股合併為1股每股面值0.2港元合併股份的基準實施股份合併。
- (c) 於二零二三年十月二十日，合共23,244,000股本公司股份(每股面值0.2港元)已基本按每股1.37港元配售。配售股份所得款項淨額(經扣除配售佣金及其他開支)約為30,995,000港元。
- (d) 於二零二四年四月二十九日，合共11,260,000股本公司股份(每股面值0.2港元)已基本按每股1.59港元配售。配售股份所得款項淨額(經扣除配售佣金及其他開支)約為17,534,000港元。
- (e) 於二零二四年十月七日，合共17,256,000股本公司股份(每股面值0.2港元)已基本按每股1.51港元配售。配售股份所得款項淨額(經扣除配售佣金及其他開支)約為25,273,000港元。

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35. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-adjusted capital ratio. This ratio is calculated as total debt divided by adjusted capital. Total debt comprises borrowings (except for bank overdrafts). Adjusted capital comprises all components of equity (i.e. share capital, retained profits/accumulated losses and other reserves) except for non-controlling interests.

During the year ended 31 December 2024, the Group's strategy, which was unchanged from 2023, was to maintain the debt-to-adjusted capital ratio at reasonable level. The debt-to-adjusted capital ratios at 31 December 2024 and 2023 were as follows:

35. 股本(續)

本集團管理資本的目標是維護本集團的持續經營能力，並通過優化債項及權益結餘，為股東帶來最大回報。本集團整體策略與上一年度相比並無改變。

本集團按風險比例釐定資本金額。本集團因應經濟狀況的變動及相關資產的風險特性管理資本結構並作出調整。為維持或調整資本結構，本集團可調整股息款項、發行新股、購回股份、籌集新債、贖回現有債項或出售資產以減債。

本集團根據債務對經調整資本比率監察資本。該比率乃按總債務除以經調整資本計算。總債務包括借貸(銀行透支除外)。經調整資本包括所有權益成份(即股本、保留溢利／累計虧損及其他儲備)(非控股權益除外)。

截至二零二四年十二月三十一日止年度，本集團之策略與二零二三年相比並無變動，為將債務對經調整資本比率維持於合理水平。於二零二四年及二零二三年十二月三十一日的債務對經調整資本比率如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total debt	總債務	39,341	4,849
Adjusted capital	經調整資本	536,531	486,663
Debt-to-adjusted capital ratio	債務對經調整資本比率	7.3%	1.0%

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36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

(a) Statement of financial position of the Company

36. 本公司之財務狀況表及儲備變動

(a) 本公司之財務狀況表

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備		53	754
Right-of-use assets	使用權資產		357	1,353
Investments in subsidiaries	於附屬公司的投資	22	138	138
			548	2,245
Current assets	流動資產			
Amounts due from subsidiaries	應收附屬公司款項	36(c)	237,425	188,706
Amount due from a director	應收一名董事款項		3,718	1,501
Prepayments, deposits, other receivables	預付款項、按金、其他應收款項		7,762	7,798
Loans to other parties	向其他人士提供的貸款		1,163	5,192
Bank and cash balances	銀行及現金結餘		4,455	1,074
Total current assets	流動資產總值		254,523	204,271
Total assets	資產總值		255,071	206,516

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36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Statement of financial position of the Company (Continued)

36. 本公司之財務狀況表及儲備變動(續)

(a) 本公司之財務狀況表(續)

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
EQUITY AND LIABILITIES	權益及負債			
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	35	44,858	39,155
Reserves	儲備	36(b)	159,776	150,553
Total equity	權益總額		204,634	189,708
Non-current liabilities	非流動負債			
Bonds payable	應付債券		5,041	-
Lease liabilities	租賃負債		94	-
Total non-current liabilities	非流動負債總額		5,135	-
Current liabilities	流動負債			
Accruals and other payables	預提費用及其他應付款項		10,731	10,914
Lease liabilities	租賃負債		271	1,594
Borrowings	借貸		14,300	4,300
Bonds payable	應付債券		20,000	-
Total current liabilities	流動負債總額		45,302	16,808
Total equity and liabilities	權益及負債總額		255,071	206,516

Approved by the Board of Directors on and are signed on 31 March 2025 its behalf by:

董事會於二零二五年三月三十一日批准並由下列人士代為簽署：

Lin Dailian
林代聯

BIAN Sulan
卞蘇蘭

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

36. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(b) Reserve movement of the Company

		Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Merger reserve 合併儲備 HK\$'000 千港元	Capital contribution 資本出資 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	813,592	5,577	3,171	11,280	(682,869)	150,751
Total comprehensive expense for the year	年度全面開支總額	-	-	-	-	(114,891)	(114,891)
Recognition of equity-settled share-based payments	確認以股權結算以股份為基礎 之付款	-	2,684	-	-	-	2,684
Issuance of shares upon subscriptions (note 35 (a))	於認購時發行股份(附註 35(a))	85,663	-	-	-	-	85,663
Issuance of shares upon placing (note 35 (c))	於配售時發行股份(附註 35(c))	26,346	-	-	-	-	26,346
Lapsed of share options	購股權失效	-	(775)	-	-	775	-
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	925,601	7,486	3,171	11,280	(796,985)	150,553
Total comprehensive expense for the year	年內全面開支總額	-	-	-	-	(38,501)	(38,501)
Issuance of shares upon placing (notes 35 (d) and (e))	於配售時發行股份(附註 35(d)及(e))	37,111	-	-	-	-	37,111
Recognition of equity-settled share-based payments	確認以股權結算以股份為基礎 之付款	-	10,613	-	-	-	10,613
At 31 December 2024	於二零二四年十二月三十一日	962,712	18,099	3,171	11,280	(835,488)	159,776

(c) The amounts due from subsidiaries are unsecured, interest free and have no fixed terms of repayments.

36. 本公司之財務狀況表及儲備變動(續)

(b) 本公司之儲備變動

(c) 應收附屬公司款項為無抵押、免息及無指定還款期。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. RESERVES

(a) Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) Nature and purpose of reserves

(i) Share premium account

Share premium represents the amount of the excess of issue price of the Company's shares over its par value.

(ii) Share option reserve

The share option reserve represents the fair value of the actual or estimated number of unexercised share options granted to employees of the Group recognised in accordance with the accounting policy adopted for equity-settled share-based payments in note 4(s) to the consolidated financial statements.

(iii) Merger reserve

The merger reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the group reorganisation.

(iv) Foreign currency translation reserve

The foreign currency translation 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 4(c)(iii) to the consolidated financial statements.

37. 儲備

(a) 本集團

本集團儲備金額及其變動於綜合損益及其他全面收益表及綜合權益變動表內呈列。

(b) 儲備性質及目的

(i) 股份溢價賬

股份溢價代表本公司股份的發行價超過其面值的金額。

(ii) 購股權儲備

購股權儲備指根據綜合財務報表附註4(s)就以股權結算以股份為基礎之付款所採納的會計政策確認授予本集團僱員之未行使實際或估計數目購股權之公平值。

(iii) 合併儲備

合併儲備代表因集團重組本公司發行股份的面值以換取其附屬公司股本面值之差額。

(iv) 匯兌儲備

匯兌儲備包括換算海外業務財務報表產生的所有外匯差異。該儲備根據綜合財務報表附註4(c)(iii)所載會計政策處理。

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37. RESERVES (Continued)

(b) Nature and purpose of reserves (Continued)

(v) Contributed surplus

The contributed surplus of the Group represents the difference between the nominal value of shares of the subsidiaries acquired pursuant to a group reorganisation in 1997, over the nominal value of shares of Telefield Holdings Limited issued in exchange therefor.

(vi) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

(vii) Capital reserve

The capital reserve represents gains/losses directly reflect in equity resulted from change of equity interests in subsidiaries without change of control.

(viii) Capital contribution

The amount represents the difference between inception fair value and proceeds of non-interest bearing loan from shareholder, which regarded as capital contribution.

37. 儲備(續)

(b) 儲備性質及目的(續)

(v) 繳入盈餘

本集團的繳入盈餘指於一九九七年根據集團重組收購附屬公司股份面值超逾 Telefield Holdings Limited 為換取該等股份發行的股份面值之間的差額。

(vi) 法定儲備

法定儲備為不可分派，乃根據中國適用法律及法規自本集團中國附屬公司除稅後溢利中劃撥。

(vii) 資本儲備

資本儲備為因並無改變控制權的附屬公司權益變動引致且直接於權益內反映的收益／虧損。

(viii) 資本出資

該款項指初始公平值與來自股東免息貸款所得款項之間的差額，被視為注資。

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38. SHARE-BASED PAYMENTS

Equity-settled share option scheme

The Company operates a share option scheme (the “**2020 Share Scheme**”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations on 10 March 2020. Eligible participants include the any director, employee, consultant, professional, customer, supplier, agent, business or joint venture partner or adviser of or contractor of the Company and the Company’s subsidiaries. The 2020 Share Scheme became effective on 10 March 2020 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

During the year ended 31 December 2023, the Group adopted a new share option scheme (the “**2023 Share Scheme**”) and 2023 Share Award Plan on 8 June 2023 and terminated the 2020 Share Option Scheme. Upon the 2023 Share Option Scheme is effective from 8 June 2023, the 2020 Share Option Scheme of the Company is terminated without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the 2020 Share Option Scheme.

The 2023 Share Option Scheme is a share incentive scheme and is established to recognise and acknowledge the contributions that Eligible Participants include Employee Participant; Related Entity Participant; and Service Provider had made or may make to the Group. Options may be granted to Eligible Participants under the 2023 Share Option Scheme during the period of 10 years commencing on the effective date of the 2023 Share Option Scheme.

38. 以股份為基礎之付款

以股權結算購股權計劃

於二零二零年三月十日，本公司實行一項購股權計劃（「**二零二零年股份計劃**」）以嘉許及獎勵為本集團經營之成功作出貢獻之合資格參與者。合資格參與者包括本公司及本公司附屬公司之任何董事、僱員、顧問、專業人士、客戶、供應商、代理、業務或合營夥伴或諮詢人或承包商。二零二零年股份計劃於二零二零年三月十日生效，除非另行予以註銷或修訂，否則將於該日起十年維持有效。

於截至二零二三年十二月三十一日止年度，本集團於二零二三年六月八日採納一項新購股權計劃（「**二零二三年股份計劃**」）及二零二三年股份獎勵計劃，並終止二零二零年購股權計劃。二零二三年購股權計劃於二零二三年六月八日生效後，本公司的二零二零年購股權計劃即告終止，但不影響根據二零二零年購股權計劃授出的任何尚未行使的購股權所附帶的權利及利益。

二零二三年購股權計劃是一項股權激勵計劃，旨在認可及表彰合資格參與者（包括僱員參與者、關聯實體參與者及服務提供商）對本集團作出或可能作出的貢獻。自二零二三年購股權計劃生效之日起10年內，可根據二零二三年購股權計劃向合資格參與者授予購股權。

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38. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

The total number of shares of the Company which may be issued in respect of all share options and all share awards to be granted under the 2023 Share Option Scheme and the 2023 Share Award Plan of the Company must not in aggregate exceed 10% of the shares of the Company in issue as at the date of adoption. The maximum number of shares issuable under 2023 Share Option Scheme and the 2023 Share Award Plan to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of shares options in excess of this limit is subject to shareholders' approval.

Share options granted to a Connected Person of the Company or any of his/her/its Associate must be approved by the independent non-executive Directors of the Company. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the offer of the share options or the expiry date of the Scheme, if earlier.

The exercise price of the share options is determinable by the Board, but may not be less than the highest of (i) the closing price of a Share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant Option, which must be a Business Day; (ii) an amount equivalent to the average closing price of the Share as stated in the Stock Exchange's daily quotation sheets for the five Business Days immediately preceding the date of grant of the relevant Option; and (iii) the nominal value of a Share on the date of the grant, when applicable.

38. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

根據本公司二零二三年購股權計劃及二零二三年股份獎勵計劃授出的所有購股權及所有股份獎勵可發行的本公司股份總數，合計不得超過本公司在採納日期已發行股份的10%。在任何12個月期間，根據二零二三年購股權計劃及二零二三年股份獎勵計劃可向該計劃的每名合資格參與者發行的股份上限，不得超過公司在任何時間已發行股份的1%。任何超出此限額的購股權的進一步授出須待股東批准後方可作實。

授予本公司之關連人士或彼等之任何聯繫人士之購股權，須取得本公司獨立非執行董事批准。此外，任何授予本公司主要股東或獨立非執行董事或彼等之任何聯繫人士之購股權於十二個月期間內之任何時候，超過本公司已發行股份之0.1%，均須預先得到股東於股東大會上批准。

承授人可於要約日期起21天內支付象徵式代價合共1港元，以接納授予購股權之要約。獲授購股權之行使期由董事釐定，並於某歸屬期後開始及於不遲於提出購股權要約日期起計10年之日期或於該計劃到期日(如為較早)結束。

購股權之行使價由董事會釐定，惟不得低於以下之最高者：(i)股份於授出相關購股權日期(須為營業日)在聯交所每日報價表所載之收市價；(ii)股份於緊接授出相關購股權日期前五個營業日在聯交所每日報價表所載之平均收市價之同等金額；及(iii)股份於授出日期之面值(如適用)。

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38. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Share options do not confer rights on the holder to dividends or to vote at shareholders' meetings.

Share options outstanding at the 31 December 2024 and 2023 have the following expiry dates and exercise prices:

38. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

購股權不賦予持有人享有股息或於股東大會上投票之權利。

於二零二四年及二零二三年十二月三十一日，尚未行使購股權的屆滿日及行使價如下：

Date of grant	Vesting period	Exercise period	Original exercise price	Adjusted exercise price (Note a and b)	Number of adjusted share options (Note a and b)	
授出日期	歸屬期	行使期間	原行使價 HK\$ 港元	經調整行使價 (附註a及b) HK\$ 港元	2024 二零二四年	2023 二零二三年
Directors						
董事						
2020 Share Scheme						
二零二零年股份計劃						
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 July 2021 二零二一年一月二十八日至 二零二一年七月二十七日	28 July 2021 to 27 January 2026 二零二一年七月二十八日至 二零二六年一月二十七日	0.359	3.46	133,328	133,328
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2022 二零二一年一月二十八日至 二零二二年一月二十七日	28 January 2022 to 27 January 2026 二零二二年一月二十八日至 二零二六年一月二十七日	0.359	3.46	133,327	133,327
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 July 2022 二零二一年一月二十八日至 二零二二年七月二十七日	28 July 2022 to 27 January 2026 二零二二年七月二十八日至 二零二六年一月二十七日	0.359	3.46	133,327	133,327
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2023 二零二一年一月二十八日至 二零二三年一月二十七日	28 January 2023 to 27 January 2026 二零二三年一月二十八日至 二零二六年一月二十七日	0.359	3.46	133,327	133,327
					533,309	533,309
2023 Share Scheme						
二零二三年股份計劃						
3 November 2023 二零二三年十一月三日	3 November 2023 to 2 November 2024 二零二三年十一月三日至 二零二四年十一月二日	3 November 2024 to 2 November 2026 二零二四年十一月三日至 二零二六年十一月二日	2.500	2.500	3,450,582	3,450,582

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38. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

38. 以股份為基礎之付款 (續)

以股權結算購股權計劃 (續)

Date of grant	Vesting period	Exercise period	Original exercise price	Adjusted exercise price (Note a and b)	Number of adjusted share options (Note a and b)	
授出日期	歸屬期	行使期間	原行使價 HK\$ 港元	經調整行使價 (附註a及b) HK\$ 港元	2024 二零二四年	2023 二零二三年
Employees						
僱員						
2020 Share Scheme						
二零二零年股份計劃						
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 July 2021 二零二一年一月二十八日至 二零二一年七月二十七日	28 July 2021 to 27 January 2026 二零二一年七月二十八日至 二零二六年一月二十七日	0.359	3.46	133,328 (note c)	133,328 (note c)
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2022 二零二一年一月二十八日至 二零二二年一月二十七日	28 January 2022 to 27 January 2026 二零二二年一月二十八日至 二零二六年一月二十七日	0.359	3.46	444,262	444,262
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 July 2022 二零二一年一月二十八日至 二零二二年七月二十七日	28 July 2022 to 27 January 2026 二零二二年七月二十八日至 二零二六年一月二十七日	0.359	3.46	133,327 (note c)	133,327 (note c)
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2023 二零二一年一月二十八日至 二零二三年一月二十七日	28 January 2023 to 27 January 2026 二零二三年一月二十八日至 二零二六年一月二十七日	0.359	3.46	444,263	444,263
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2024 二零二一年一月二十八日至 二零二四年一月二十七日	28 January 2024 to 27 January 2026 二零二四年一月二十八日至 二零二六年一月二十七日	0.359	3.46	466,404	466,404
28 January 2021 二零二一年一月二十八日	28 January 2021 to 27 January 2025 二零二一年一月二十八日至 二零二五年一月二十七日	28 January 2025 to 27 January 2026 二零二五年一月二十八日至 二零二六年一月二十七日	0.359	3.46	466,403	466,403
					2,087,987	2,087,987
2023 Share Scheme						
二零二三年股份計劃						
3 November 2023 二零二三年十一月三日	3 November 2023 to 2 November 2024 二零二三年十一月三日至 二零二四年十一月二日	3 November 2024 to 2 November 2026 二零二四年十一月三日至 二零二六年十一月二日	2.500	2.500	12,244,500	12,244,500
					18,316,378	18,316,378

Note a: The number of share options granted and the relevant exercise price are adjusted to reflect the effect of rights issue on 23 November 2021.

Note b: The number of share options granted, and the relevant exercise price are adjusted to reflect the effect of shares consolidation as defined in note 35(b).

Note c: Mr. Wang Guo Zhen resigned as director of the Company and recruited as key management personnel.

附註a: 已授出的購股權數目及相關行使價已作出調整，以反映於二零二一年十一月二十三日供股的影響。

附註b: 已授出的購股權數目及相關行使價已作出調整，以反映附註35(b)所界定的股份合併的影響。

附註c: 王國鎮先生辭任本公司董事並獲聘為主要管理人員。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. SHARE-BASED PAYMENTS (Continued)

Equity-settled share option scheme (Continued)

Details of the movement of share options during the year are as follows:

38. 以股份為基礎之付款(續)

以股權結算購股權計劃(續)

於年內購股權變動詳情概述如下：

		2024 二零二四年		2023 二零二三年	
		Number of share options 購股權數目 HK\$'000 千港元	Weighted average exercise price 加權 平均行使價 HK\$'000 千港元	Number of share options 購股權數目 HK\$'000 千港元	Weighted average exercise price 加權 平均行使價 HK\$'000 千港元
Outstanding at the beginning of the year	於年初尚未行使	18,316,378	2.640	30,982,791	0.346
Adjustment upon share consolidation during the year	於年內股份合併後調整	-	-	(27,884,512)	N/A
Granted during the year	於年內授出	-	-	15,695,082	2.500
Lapsed during the year	於年內失效	-	-	(476,983)	3.460
Outstanding at the end of the year	於年末尚未行使	18,316,378	2.640	18,316,378	2.640
Exercisable at the end of the year	於年末可行使	17,849,975	2.620	1,688,490	3.460

The options outstanding at the end of the year have a weighted average remaining contractual life of 1.73 years (2023: 2.73 years) and the adjusted exercise prices of HK\$2.64 (2023: HK\$2.64). During the year, approximately HK\$10,613,000 (2023: HK\$2,684,000) recognised in profit or loss and correspondingly to share option reserve.

於年末尚未行使購股權的加權平均剩餘合約年期為1.73年(二零二三年：2.73年)，經調整行使價為2.64港元(二零二三年：2.64港元)。於年內，約10,613,000港元(二零二三年：2,684,000港元)於損益及相應於購股權儲備中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Disposal of subsidiaries

On 18 November 2024, the Group entered into a sales and purchase agreement with an independent third party to dispose of 100% equity interests of Zhongxixin Trading (Shenzhen) Co. Ltd and Zhongxixin Trading (Shanghai) Co. Ltd (collectively referred as the “**Disposal Group**”) at a cash consideration of RMB575,000 (equivalent to approximately HK\$621,000). The Disposal Group was principally engaged in trading of electronic products. The consideration was satisfied by cash on 23 December 2024. Net assets of the Disposal Group at the date of disposal were as follows:

39. 綜合現金流量表附註

(a) 出售附屬公司

於二零二四年十一月十八日，本集團與一名獨立第三方簽訂了一份買賣協議，以出售中禧信商貿(深圳)有限公司及中禧信商貿(上海)有限公司(統稱為「**出售集團**」)之全部權益，現金代價為人民幣575,000元(相等於約621,000港元)。出售集團主要從事買賣電子產品。代價已於二零二四年十二月二十三日以現金支付。於出售日期，出售集團之資產淨額如下：

		HK\$'000 千港元
Right-of-use-assets	使用權資產	126
Inventories	存貨	783
Trade and other receivables	應收貿易賬款及其他應收款項	2,215
Bank and cash balances	銀行及現金結餘	1,304
Trade and other payables	應付貿易賬款及其他應付款項	(911)
Lease liabilities	租賃負債	(129)
Current tax liabilities	即期稅項負債	(3)
Amount due to the Company	應付本公司款項	(2,770)
Net assets disposed of	已出售資產淨值	615
Loss on disposal of subsidiaries:	出售附屬公司虧損：	
Consideration received by cash	已收現金代價	621
Net assets disposed of	已出售資產淨值	(615)
Release of foreign currency translation reserve	解除匯兌儲備	(29)
Loss on disposal of subsidiaries	出售附屬公司虧損	(23)
Net cash inflow arising on disposal:	因出售產生的現金流入淨額：	
Cash consideration received	已收現金代價	621
Cash and cash equivalents disposed	已出售現金及現金等價物	(1,304)
Net cash outflow	現金流出淨額	(683)

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Disposal of an associate — Shanghai Rongshu Business Consulting Co., Ltd.

On 23 March 2021, the Group entered into a share transfer agreement to dispose of all its entire 49% equity interest in Rongshu to the controlling shareholder of the associate with a consideration of RMB15,000,000 (equivalent to approximately HK\$16,443,000). The Group completed the disposal of 49% equity interest in Rongshu on 7 March 2023 as the agreement condition has been fulfilled. The Group received RMB5,500,000 (equivalent to approximately HK\$6,117,000) and RMB3,000,000 (equivalent to approximately HK\$3,353,000) during the years ended 31 December 2023 and 2021, respectively. During the year ended 31 December 2024, the Group received the remaining consideration of RMB6,500,000 (equivalent to approximately HK\$6,891,000) and there was no outstanding balance as at 31 December 2024.

(c) Major non-cash transactions

Additions to right-of-use assets and lease liabilities during the year of approximately HK\$38,548,000 (2023: HK\$1,995,000) were financed by lease liabilities of new lease agreements.

39. 綜合現金流量表附註(續)

(b) 出售一間聯營公司 — 上海榕書商務諮詢有限公司

於二零二一年三月二十三日，本集團訂立股份轉讓協議，以人民幣15,000,000元(相等於約16,443,000港元)的代價向聯營公司的控股股東出售其於榕書的全部49%股權。由於協議條件已達成，本集團已於二零二三年三月七日完成出售於榕書的49%股權。截至二零二三年及二零二一年十二月三十一日止年度，本集團分別收取人民幣5,500,000元(相當於約6,117,000港元)及人民幣3,000,000元(相當於約3,353,000港元)。本集團於截至二零二四年十二月三十一日止年度內已收到餘下人民幣6,500,000元(相當於約6,891,000港元)之代價，於二零二四年十二月三十一日概無餘額尚未收取。

(c) 主要非現金交易

年內添置使用權資產及租賃負債約38,548,000港元(二零二三年：1,995,000港元)乃由新租賃協議的租賃負債撥付。

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(d) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

39. 綜合現金流量表附註(續)

(d) 融資活動產生之負債對賬

本集團因融資活動而產生之負債的變動，包括現金及非現金變動，已詳列於下表。由融資活動產生的負債，即為該負債過去或將來的現金流量，於本集團的綜合現金流量表中分類為融資活動之現金流量。

		Lease liabilities 租賃負債 HK\$'000 千港元	Borrowings 借貸 HK\$'000 千港元	Bonds payable 應付債券 HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	37,510	13,565	-
Addition	購置	1,995	-	-
Net cashflows	現金流量淨額	(18,578)	(8,700)	-
Deregistration of a subsidiary	註銷一間附屬公司	(384)	-	-
Interest expenses	利息開支	2,112	-	-
Exchange difference	匯兌差額	(759)	(16)	-
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	21,896	4,849	-
Addition	購置	38,548	-	-
Net cashflows	現金流量淨額	(14,581)	10,000	25,000
Disposal of subsidiaries (note 39 (a))	出售附屬公司(附註39(a))	(129)	-	-
Interest expenses	利息開支	3,078	-	41
Transferred to other payables	已轉讓至其他應付款項	-	(549)	-
Exchange difference	匯兌差額	(1,554)	-	-
As at 31 December 2024	於二零二四年十二月三十一日	47,258	14,300	25,041

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

39. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(e) Amounts included in the consolidated statement of cash flows for leases comprise the following:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	5,477	3,907
Within financing cash flows	融資現金流量內	11,503	16,466
		16,980	20,373

These amounts relate to the following:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease rental paid	已付租賃租金	16,980	20,373

40. CONTINGENT LIABILITIES

The Group and the Company did not have any significant contingent liabilities.

39. 綜合現金流量表附註(續)

(e) 綜合現金流量表中的租賃金額包括以下各項：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within operating cash flows	經營現金流量內	5,477	3,907
Within financing cash flows	融資現金流量內	11,503	16,466
		16,980	20,373

該等金額與以下各項有關：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease rental paid	已付租賃租金	16,980	20,373

40. 或然負債

本集團及本公司並無任何重大或然負債。

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41. CAPITAL COMMITMENTS

The Group's capital commitments at the end of the reporting period are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Plant and machinery	廠房及機器		
Contracted but not yet incurred	已訂約但未產生	1,005	280

42. FINANCIAL GUARANTEE CONTRACT

As at 31 December 2024 and 2023, the Group had an outstanding guarantee (the “**Guarantee**”) with one of the suppliers of an overseas subsidiary (the “**Disposed Subsidiary**”), which was disposed on 7 October 2015, for payment in relation to a sum of US\$2,600,000 (equivalent to approximately HK\$20,300,000), which represents a trade balance under dispute between the Disposed Subsidiary and the supplier. The supplier subsequently sold the trade balance to a third party.

During 2017, the Disposed Subsidiary agreed with the third party for a final settlement by instalment of US\$650,000 (equivalent to approximately HK\$5,100,000). In this regards, as at 31 December 2021, the Group had an outstanding guarantee of the sum limited to US\$650,000 subject to the full payment of the final settlement effected by the Disposed Subsidiary.

The Disposed Subsidiary had issued a counter guarantee to indemnify the Group for any loss in relation to the Guarantee. The management of the Group after taking legal advice are of the opinion that it is highly unlikely that liabilities will be brought against the Group on the above matter.

41. 資本承擔

本集團於報告期末的資本承擔如下：

42. 財務擔保合約

於二零二四年及二零二三年十二月三十一日，本集團對已於二零一五年十月七日出售之海外附屬公司（「已出售附屬公司」）之其中一名供應商有尚未償付擔保（「該擔保」），其有關支付合共2,600,000美元（相當於約20,300,000港元）之款項，此乃已出售附屬公司與該供應商之爭議貿易結餘。隨後供應商已出售貿易結餘予第三方。

於二零一七年，已出售附屬公司已與第三方達成最終和解，分期付款650,000美元（相當於約5,100,000港元）。就此而言，於二零二一年十二月三十一日，本集團擁有尚未償付擔保金額上限為650,000美元，視乎已出售附屬公司實際悉數支付的最終和解款項而定。

已出售附屬公司已向本公司發出反擔保，以就該擔保之任何損失為本公司提供彌償保證。本集團之管理層於聽取法律意見後認為，本集團不太可能就上述事項承擔法律責任。

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43. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Amounts due from directors (note)	應收董事款項(附註)	3,748	3,878
Amount due from a key management personnel (note)	應收一名主要管理人員款項(附註)	-	1,536

Note: The amounts represent a balance, which is unsecured, interest-free bearing and repayment on demand.

The details of remuneration of key management personnel, represents the emoluments of directors of the Company paid during the year and set out in note 15.

44. COMPARATIVE FIGURES

Following the Discontinued Operation as disclosed in note 17 to the consolidated financial statements, which is classified as discontinued operation under HKFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", certain comparative figures were restated to distinguish the results of the Discontinued Operation from continuing operations.

45. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 31 March 2025.

43. 關連方交易

除綜合財務報表其他地方披露的關連方交易及結餘外，本集團於年內與關連方有以下交易：

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Amounts due from directors (note)	3,748	3,878
Amount due from a key management personnel (note)	-	1,536

附註：該等金額指餘額，無抵押、免息及須按要求償還。

主要管理層成員的薪酬(即本公司董事於年內獲支付的酬金)詳情載於附註15。

44. 比較數字

如綜合財務報表附註17已終止經營業務所披露，出售集團根據香港財務報告準則第5號「持作出售的非流動資產及已終止經營業務」列為已終止經營業務，其後，若干比較數字已重新列示，以區別已終止經營業務與持續經營業務的業績。

45. 批准綜合財務報表

董事會已於二零二五年三月三十一日批准及授權刊發綜合財務報表。

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The consolidated results of the Group for the year ended 31 December 2024 and the consolidated assets, liabilities and equity of the Group as at 31 December 2024 are those set out in the audited financial statements.

本集團截至二零二四年十二月三十一日止年度的綜合業績及本集團於二零二四年十二月三十一日的綜合資產、負債及權益載於經審核財務報表內。

The summary below does not form part of the audited financial statements.

以下的概要並不構成經審核財務報表的部份。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元 (Restated) (經重列)	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
RESULTS	業績					
Revenue	收入	479,317	491,597	529,251	675,523	595,023
Cost of sales	銷售成本	(355,716)	(359,842)	(427,855)	(530,635)	(440,311)
Gross profit	毛利	123,601	131,755	101,396	144,888	154,712
Other income, other gains and losses, net	其他收入、其他收益及虧損、淨額	20,649	21,984	16,321	25,512	9,642
Selling and distribution expenses	銷售及分銷開支	(38,406)	(36,459)	(29,988)	(29,232)	(56,317)
Administrative expenses	行政費用	(99,076)	(85,599)	(105,039)	(154,230)	(178,158)
Other operating expenses	其他經營費用	8,416	(20,578)	(27,056)	(27,619)	(82,076)
Profit (loss) from operations	經營溢利(虧損)	15,184	11,103	(44,366)	(40,681)	(152,197)
Share of profits (losses) of associates	應佔聯營公司溢利(虧損)	-	-	-	1,098	(12,622)
Finance costs	融資成本	(4,829)	(3,065)	(4,051)	(4,169)	(4,928)
Profit (loss) before tax	除稅前溢利(虧損)	10,355	8,038	(48,417)	(43,752)	(169,747)
Income tax (expense) credit	所得稅(開支)抵免	(3,898)	(3,157)	(3,592)	(3,395)	(3,323)
Profit (loss) for the year from continuing operations	持續經營業務之年度溢利(虧損)	6,457	4,881	(52,009)	(47,147)	(173,070)
(Loss) profit for the year from discontinued operation	已終止經營業務之年度(虧損)溢利	(129)	284	-	-	-
Profit (loss) for the year	年度溢利(虧損)	6,328	5,165	(52,009)	(47,147)	(173,070)

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Attributable to:	以下各方應佔：					
Owners of the Company	本公司擁有人	8,036	5,257	(54,042)	(46,397)	(173,052)
Non-controlling interests	非控股權益	(1,708)	(92)	2,033	(750)	(18)
		6,328	5,165	(52,009)	(47,147)	(173,070)
ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS	資產、負債及非控股權益					
Total assets	資產總值	880,137	776,418	659,233	677,978	657,405
Total liabilities	負債總額	(343,252)	(287,693)	(297,217)	(311,980)	(361,471)
Non-controlling interests	非控股權益	(354)	(2,062)	(2,154)	(121)	(472)
		536,531	486,663	359,862	365,877	295,462

Note: The Group ceased its business relating to distribution of communication products operation during the year ended 31 December 2024. The results of the relevant subsidiary for the year presented have been reclassified for separate disclosure as discontinued operation above.

附註：本集團於截至二零二四年十二月三十一日止年度終止經營有關分銷通訊產品的業務。有關附屬公司於呈列年度的業績已重新分類，以於上文獨立披露為已終止經營業務。

INFORMATION FOR INVESTORS

投資者資料

LISTING INFORMATION

Listing: Hong Kong Stock Exchange
Stock code: 1143
Ticker Symbol
Reuters: 1143.HK
Bloomberg: 1143 HK Equity

KEY DATES

27 January 2011
Listed on Hong Kong Stock Exchange

28 March 2024
Announcement of 2023 Annual Results

REGISTRAR & TRANSFER OFFICES

Principal:

Royal Bank of Canada Trust Company (Cayman)
Limited
Suite 3204, Unit 2A, Block 3, Building D
P.O. Box 1586, Gardenia Court, Camana Bay
Grand Cayman KY1-1110
Cayman Islands

Hong Kong Branch:

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Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE

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上市資料

上市：香港聯合交易所
股份代號：1143
股票簡稱
路透社：1143.HK
彭博：1143 HK Equity

重要日子

二零一一年一月二十七日
於香港聯合交易所上市

二零二四年三月二十八日
公佈二零二三年年度業績

過戶登記處

總處：

Royal Bank of Canada Trust Company (Cayman)
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Suite 3204, Unit 2A, Block 3, Building D
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Cayman Islands

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中國儲能科技發展有限公司

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