

Annual
Report 年報
2023



K & P International Holdings Limited
堅寶國際控股有限公司*

(Incorporated in Bermuda with limited liability) (Stock Code: 675)
(於百慕達註冊成立之有限公司) (股份代號：675)

* *For identification purpose only*
* 僅供識別

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公司資料

Corporate Information

BOARD OF DIRECTORS

Executive directors

Lai Pei Wor (*Chairman*)
Chan Yau Wah (*Deputy Chairman*)

Independent non-executive directors

Mak Kwai Wing
Li Yuen Kwan, Joseph
Pong Suet Hing (appointed on 30 April 2023)
Kung Fan Cheong (resigned on 30 April 2023)

EXECUTIVE COMMITTEE

Lai Pei Wor (*Chairman*)
Chan Yau Wah

AUDIT COMMITTEE

Mak Kwai Wing (*Chairman*)
Li Yuen Kwan, Joseph
Pong Suet Hing (appointed on 30 April 2023)
Kung Fan Cheong (resigned on 30 April 2023)

REMUNERATION COMMITTEE

Pong Suet Hing (*Chairman*) (appointed on 30 April 2023)
Mak Kwai Wing
Li Yuen Kwan, Joseph
Kung Fan Cheong (*Chairman*) (resigned on 30 April 2023)

NOMINATION COMMITTEE

Lai Pei Wor (*Chairman*)
Mak Kwai Wing
Li Yuen Kwan, Joseph
Pong Suet Hing (appointed on 30 April 2023)
Kung Fan Cheong (resigned on 30 April 2023)

COMPANY SECRETARY

Tsang Wai Lun

AUDITOR

Mazars CPA Limited
Certified Public Accountants

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
CMB Wing Lung Bank Limited
The Hongkong and Shanghai Banking Corporation Limited
Dah Sing Bank, Limited
China Construction Bank (Asia) Corporation Limited
Bank of China (Hong Kong) Limited
Agricultural Bank of China

董事會

執行董事

賴培和 (*主席*)
陳友華 (*副主席*)

獨立非執行董事

麥貴榮
李沅鈞
龐雪卿 (於二零二三年四月三十日委任)
孔蕃昌 (於二零二三年四月三十日辭任)

執行委員會

賴培和 (*主席*)
陳友華

審核委員會

麥貴榮 (*主席*)
李沅鈞
龐雪卿 (於二零二三年四月三十日委任)
孔蕃昌 (於二零二三年四月三十日辭任)

薪酬委員會

龐雪卿 (*主席*) (於二零二三年四月三十日委任)
麥貴榮
李沅鈞
孔蕃昌 (*主席*) (於二零二三年四月三十日辭任)

提名委員會

賴培和 (*主席*)
麥貴榮
李沅鈞
龐雪卿 (於二零二三年四月三十日委任)
孔蕃昌 (於二零二三年四月三十日辭任)

公司秘書

曾偉倫

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師

主要往來銀行

星展銀行(香港)有限公司
招商永隆銀行有限公司
香港上海滙豐銀行有限公司
大新銀行有限公司
中國建設銀行(亞洲)股份有限公司
中國銀行(香港)有限公司
中國農業銀行

公司資料 Corporate Information

PRINCIPAL SHARE REGISTRARS AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRARS AND TRANSFER OFFICE

Tricor Tengis Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

HONG KONG LEGAL ADVISER

Reed Smith Richards Butler

BERMUDA LEGAL ADVISER

Conyers Dill & Pearman

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Units 2304-06, 23rd Floor
Riley House
88 Lei Muk Road
Kwai Chung
New Territories
Hong Kong

WEBSITE

www.kpihl.com

STOCK CODE

675

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th floor North Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

股份過戶登記處香港分處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

香港法律顧問

禮德齊伯禮律師行

百慕達法律顧問

Conyers Dill & Pearman

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
新界
葵涌
梨木道88號
達利中心
23樓2304-06室

網址

www.kpihl.com

股份代號

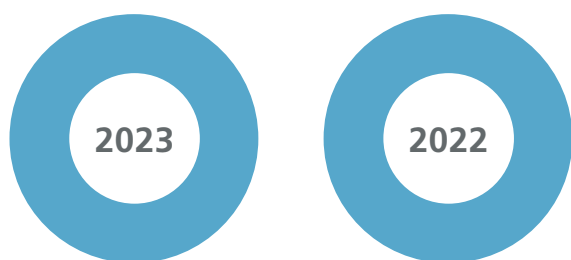
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財務摘要

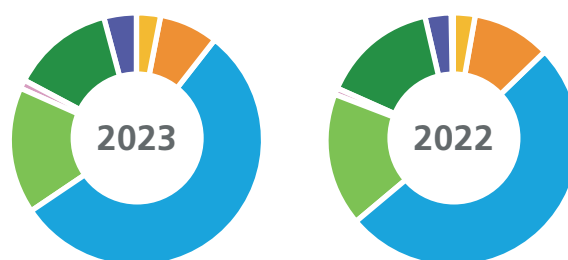
Financial Highlights

		2023 二零二三年 HK\$ million 百萬港元	2022 二零二二年 HK\$ million 百萬港元
Revenue	收入	185.8	272.1
Loss attributable to owners of the Company	本公司擁有人所佔虧損	(26.1)	(0.5)
Property, plant and equipment	物業、廠房及設備	192.4	201.3
Equity	權益	299.8	350.3
Basic loss per share	每股基本虧損	(HK9.77 cents 港仙) (HK0.19 cent 港仙)	

REVENUE BY OPERATING SEGMENT 按經營分類之收入



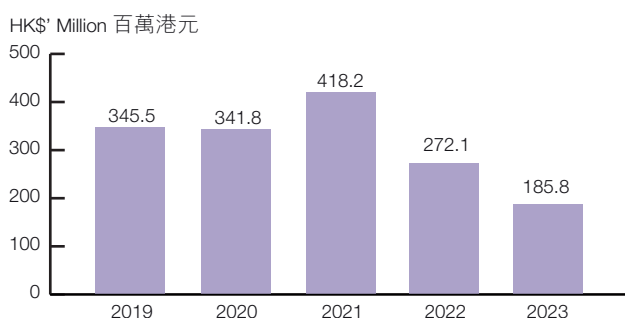
REVENUE BY GEOGRAPHICAL INFORMATION 按地區資料之收入



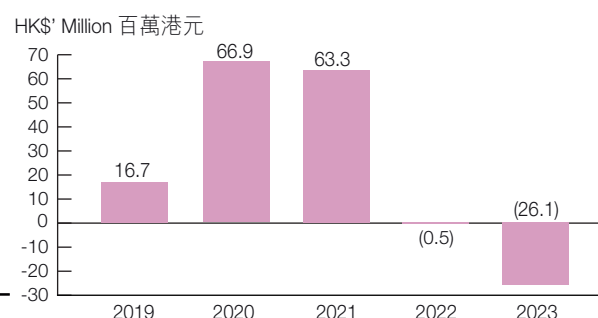
	2023 二零二三年	2022 二零二二年
Precision parts and components	100%	100%
Total	100%	100%

	2023 二零二三年	2022 二零二二年
Hong Kong	3.2%	2.8%
Mainland China	7.6%	9.9%
Japan and other Asian countries	55.0%	51.3%
North America	15.9%	16.9%
South America	1.3%	0.8%
Europe	13.1%	14.9%
Other countries	3.9%	3.4%
Total	100%	100%

REVENUE 收入



(LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY 本公司擁有人所佔(虧損)/溢利



主席報告

Chairman's Statement

On behalf of the Board of Directors (the "Board"), I am pleased to report the annual audited results of the Company together with the subsidiaries (collectively the "Group") for the year ended 31 December 2023.

FINANCIAL RESULTS

The Group's turnover for the year ended 31 December 2023 amounted to approximately HK\$185.8 million, representing a decrease of 31.7% from the previous year. Overall gross profit amounted to approximately HK\$25.6 million, representing a decrease of 53.6% from the previous year. Loss attributable to owners of the Company was approximately HK\$26.1 million (2022: HK\$0.5 million).

Basic loss for the year ended 31 December 2023 amounted to HK9.77 cents (2022: HK0.19 cent) per share.

BUSINESS REVIEW

2023 was a tough year for the Group, which was impacted by the ongoing war in Ukraine, persistent inflation pressure and interest rate hike. The challenging environment weakened the consumer sentiment, particularly in Europe, which was the major market for the Group's top customers. In addition, the weak market demand affected the Group's customers' initiatives to undertake new project development, leading to fewer new revenue streams for the Group. As a result, the Group's turnover dropped as compared with the year 2022. Furthermore, strong United States dollar increased the volatility of Renminbi ("RMB"). Hence, the Group recorded an unrealised fair value loss of approximately HK\$9.8 million (2022: HK\$4.2 million) in the forward currency contracts expiring in years 2024 and 2025. These contracts were entered to manage the influence of the volatility of RMB on manufacturing costs for years 2024 and 2025, which had no impact to the Group's cash flow for year 2023.

For the precision parts and components segment, the turnover decreased by 31.7% to approximately HK\$185.8 million as compared with the year 2022. If excluded the above unrealised fair value net loss of HK\$9.8 million (2022: HK\$4.2 million) on forward currency contracts, the segment loss was approximately HK\$14.5 million (2022: profit of HK\$7.6 million). The segment loss was mainly due to the decline in revenue that led to the lower capacity utilisation of the Group's production facilities, while the direct cost of sales including factory overhead and administrative expenses were not proportionately reduced to the same extent.

本人欣然代表董事會(「董事會」)提呈本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止年度之全年業績。

財務業績

截至二零二三年十二月三十一日止年度，本集團之營業額約185,800,000港元，較去年減少31.7%。整體毛利額約25,600,000港元，較去年減少53.6%。本公司擁有人所佔虧損約26,100,000港元(二零二二年：500,000港元)。

截至二零二三年十二月三十一日止年度，每股基本虧損為9.77港仙(二零二二年：0.19港仙)。

業務回顧

二零二三年是本集團艱難的一年，持續的烏克蘭戰爭、全球通脹陰霾、及利息高企削弱了整體消費意欲，尤其在歐洲，乃本集團核心客戶的主要市場。同時，疲弱的市場需求影響本集團客戶研發新項目的積極性，導致本集團源自新項目的收入進一步減少。因此，本集團的營業額較二零二二年有所下降。此外，強美元增加了人民幣的波動性，令本集團於某些遠期貨幣合約錄得未兌現公平價值淨虧損約9,800,000港元(二零二二年：4,200,000港元)，此等合約將於二零二四及二零二五年到期。購買此等合約為管理因人民幣匯價波動而影響二零二四年及二零二五年本集團之生產成本，對本集團二零二三年現金流無影響。

精密零部件分類之營業額較二零二二年減少31.7%至約185,800,000港元。如不包括上述之遠期貨幣合約未兌現公平價值之淨虧損約9,800,000港元(二零二二年：4,200,000港元)，此分類業務之經營虧損約為14,500,000港元(二零二二年：溢利7,600,000港元)。分類虧損主要源於收入下降導致本集團生產線產能利用率不足，而某些生產成本如廠房固定開支及行政費用並沒有相對的降低。

主席報告

Chairman's Statement

BUSINESS REVIEW (continued)

The gross profit margin of the Group in 2023 had decreased by 6.5 percentage points to 13.8% as compared with the year 2022, mainly due to the decline in turnover. The selling and distribution costs decreased by 13.4% to approximately HK\$16.8 million, while the administrative and other expenses slightly decreased by 1.0% to approximately HK\$23.2 million. The financial costs maintained at HK\$0.5 million, due to the rise of market interest rate in 2023, despite the decline in financing activities.

FUTURE PLANS AND PROSPECTS

Looking ahead, the inflation is continuing its downward trend, and close to the global central banks' expectation. The interest rate is likely at the peak that is the highest among the last 20 years, and appropriate to begin declining. A slow growth in global economy is expected in 2024. The Group's customers had resumed and speeded up the new project development from the beginning of 2024 and the Group's revenue from new projects is expected to pick up again in 2024. The inventories of the Group customers together with their contract manufacturers and end-customers had receded from the peak. The Group expects the orders from our customers will increase in 2024. With the above good signs: new project development, normalisation of inventory level, together with the enhanced flexibility and efficiency in production, we are confident that the Group will have a better year in 2024. After distributed the interim and final dividends in total of approximately HK\$21.3 million in 2023, the Group's financial position remains healthy, and is strong enough to finance any business expansion and daily operation, amid any economic uncertainty in the future.

APPRECIATION

I would like to take this opportunity to thank our board of directors, management team and all our staff for their contribution, and also thank for the support of our shareholders and business partners over the years.

Lai Pei Wor
Chairman

Hong Kong, 22 March 2024

業務回顧(續)

本集團二零二三年之整體毛利率較二零二二年下跌6.5個百分點至13.8%，其主要原因為營業額下跌。銷售及經銷成本減少13.4%至約16,800,000港元，而行政及其他費用減少1.0%至約23,200,000港元。儘管融資活動有所減少，但由於二零二三年市場利率上升，財務成本維持在約500,000港元。

未來計劃及展望

展望未來，通脹呈現持續下降趨勢並接近各國中央銀行的預期目標，預計利率會由過去二十多年的最高水平開始回落，預期全球經濟將於二零二四年緩慢復甦。二零二四年開始本集團客戶已恢復及加速新項目的開發，本集團預期源自新項目之收入於二零二四年將會回升。本集團客戶連同其合約製造商及終端客戶的庫存已由高峰回落，預期二零二四年來自客戶的訂單會有所增加。基於上述利好因素：新項目之開發、庫存正常化以及已提升的生產線之靈活性和效率性，我們有信心二零二四年的經營狀況將會好轉。於二零二三年派發的中期及末期股息合計約21,300,000港元後，本集團財務狀況維持穩健，並足以應付日後任何業務擴張或在經濟不確定時提供充裕資金。

致謝

本人藉此衷心多謝董事會成員、管理人員及全體員工所作出的貢獻，以及多謝各股東及商業伙伴多年來對我們的支持。

主席
賴培和

香港，二零二四年三月二十二日

管理層之討論及分析

Management Discussion and Analysis

OPERATIONS REVIEW

The following highlights the Group's results for the year ended 31 December 2023.

- Turnover decreased by 31.7% from the previous year to approximately HK\$185.8 million for the year.
- Gross profit decreased by HK\$29.7 million from the previous year to approximately HK\$25.6 million in 2023.
- Result before finance costs was worsen by HK\$27.8 million from the previous year's profit of approximately HK\$1.8 million to loss of approximately HK\$26.0 million for the year.
- Finance costs remained the same as the previous year of approximately HK\$0.5 million.
- Loss after tax for the year was approximately HK\$26.1 million.

In the year under review, turnover of the precision parts and components segment had decreased by 31.7% as compared with the previous year.

The Group's overall gross profit had decreased by 53.6% from the previous year.

The Group's finance costs remained the same as the previous year of approximately HK\$0.5 million.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flow and loan facilities provided by its principal bankers and other financial institution in Hong Kong.

The total borrowings from banks included all term loans, import and export loans, which amounted to approximately HK\$7.0 million as at 31 December 2023.

The Group's financial position remains healthy. At the end of the reporting period, the aggregate balance of bank balances and cash of the Group amounted to approximately HK\$100.4 million.

The Group's borrowings are on a floating rate basis and are mainly denominated in Hong Kong dollars or United States dollars. These match with the principal currencies in which the Group conducts its business.

營運回顧

以下是本集團於截至二零二三年十二月三十一日止年度主要業績概況。

- 營業額比去年減少31.7%至本年度約185,800,000港元。
- 毛利比去年減少29,700,000港元至二零二三年約25,600,000港元。
- 本年度未計及融資成本前經營業績比去年溢利約1,800,000港元轉差27,800,000港元至虧損約26,000,000港元。
- 融資成本維持去年水平約500,000港元。
- 本年度除稅後虧損約26,100,000港元。

回顧本年度，精密零部件分類之營業額與上年度相比減少31.7%。

本集團整體毛利較去年減少53.6%。

本集團融資成本維持去年水平約500,000港元。

流動資金及資金來源

本集團一般以內部產生之現金流及其香港之主要往來銀行及其他財務機構所提供之備用信貸作為其營運資金。

於二零二三年十二月三十一日，銀行借貸總額包括銀行所有貸款及進出口貸款約7,000,000港元。

本集團之財務狀況維持穩健。於報告期末，本集團之銀行結餘及現金等值項目之結餘總額約100,400,000港元。

本集團之貸款按浮動息率並以港元或美元結算為主，而本集團名下之業務營運亦以該等貨幣為主。

管理層之討論及分析

Management Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES (continued)

The gearing ratio on the basis of net debt divided by the total capital plus net debt as at 31 December 2023 and 2022 was negative. The negative gearing ratio as at 31 December 2023 and 2022 represents the Group is “net cash” positive (i.e. more bank balances and cash than its debt).

CHARGE ON THE GROUP'S ASSETS

At 31 December 2023 and 2022, none of the Group's machines and equipment was pledged under lease.

CAPITAL STRUCTURE

As at 31 December 2023, the Company had 267,004,800 ordinary shares in issue with total shareholders' equity of the Group amounted to approximately HK\$299.8 million.

FUND RAISING

Other than obtaining general loan facilities to finance the Group's trading requirements, the Group did not have any fund raising activities in 2023.

EMPLOYEES

As at 31 December 2023, the Group had a total workforce of approximately 729 of which approximately 30 were based in Hong Kong, approximately 5 were based in overseas and approximately 694 were based in Mainland China.

Moreover, under the Mandatory Provident Fund Scheme Ordinance of Hong Kong, the Group has operated a defined contribution Mandatory Provident Fund retirement benefits scheme for all its Hong Kong employees. For overseas and Mainland China employees, the Group is required to contribute a certain percentage of its payroll costs to the central pension scheme operated by the respective local governments.

流動資金及資金來源(續)

於二零二三年及二零二二年十二月三十一日，根據債項淨值除以總資本加債項淨值之總和計算之負債比率為負值。於二零二三年及二零二二年十二月三十一日之負債比率為負值說明本集團處於「淨現金」狀況（即銀行結餘及現金多於其債務）。

本集團已抵押資產

於二零二三年及二零二二年十二月三十一日，本集團並無任何機器及設備作為租賃而抵押。

資本結構

於二零二三年十二月三十一日，本公司之已發行股份為267,004,800股普通股，而本集團之總股東權益約299,800,000港元。

籌集資金

除了取得一般備用信貸以支付本集團之買賣需求外，本集團於二零二三年概無資金籌集活動。

僱員

於二零二三年十二月三十一日，本集團共有約729名僱員，其中約30名駐香港、約5名駐海外及約694名駐中國大陸。

此外，本集團根據香港強制性公積金計劃條例，為於香港之所有僱員實施一項定額供款的強制性公積金計劃。至於海外及中國大陸的僱員，本集團須要按照其當地政府所營辦的中央退休金計劃，以僱員薪金的若干百分比作供款。

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE CULTURE

The Company is committed to ensuring that its affairs are conducted in accordance with high ethical standards. This reflects its belief that, in the achievement of its long-term objectives, it is imperative to act with probity, transparency and accountability. By so acting, the Company believes that shareholder wealth will be maximised in the long term and that its employees, those with whom it does business and the communities in which it operates will all benefit.

Corporate governance is the process by which the Board instructs management of the Group to conduct its affairs with a view to ensuring that its objectives are met. The Board is committed to maintaining and developing robust corporate governance practices that are intended to ensure:

- satisfactory and sustainable returns to shareholders;
- that the interests of those who deal with the Company are safeguarded;
- that overall business risk is understood and managed appropriately;
- the delivery of high-quality products to the satisfaction of customers; and
- that high standards of ethics are maintained.

The Group will continuously review and adjust, if necessary, its business strategies and keep track of the changing market conditions to ensure prompt and proactive measures will be taken to respond to the changes and meet the market needs to foster the sustainability of the Group.

企業管治文化

本公司致力於確保其事務按照高道德標準進行。此信念可反映於本公司在實現其長期目標時，亦以廉潔、透明和問責的方式行事。本公司相信通過此信念，股東的財富長遠將獲得最大的增長，而其員工、與其有業務往來的人以及其營運所在的社區均能從中受益。

企業管治是董事會指示集團管理層開展事務以確保實現其目標的過程。董事會致力於維持和發展穩健的企業管治實踐，旨在確保：

- 為股東帶來滿意和可持續的回報；
- 與本公司有業務往來者的利益得到保障；
- 整體業務風險得到理解和適當地處理；
- 交付使客戶滿意的高質素產品；及
- 道德標準維持於高水平。

本集團將不斷檢討及調整（如有需要）其業務策略，並緊隨不斷變化的市場狀況，以確保採取及時和積極的措施應對變化並滿足市場需求，以促進本集團的可持續發展。

企業管治報告

Corporate Governance Report

CORPORATE GOVERNANCE CODE

In the opinion of the directors, the Company has complied with all the code provisions of the Corporate Governance Code, as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, throughout the year ended 31 December 2023, except for the following deviation:

Code Provision C.2.1 stipulates that the roles of Chairman and Chief Executive Officer should be separate and should not be performed by the same individual. The roles of the Chairman and the Chief Executive Officer are not separate and are performed by Mr. Lai Pei Wor. Since the Board will meet regularly to consider major matters affecting the operations of the Company, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and believes that this structure will enable the Company to make and implement decisions promptly and efficiently.

BOARD OF DIRECTORS

The Company is headed by an effective Board which assumes responsibility for its leadership and control and be collectively responsible for promoting the Company's success by directing and supervising the Company's affairs. Directors take decisions objectively in the best interests of the Company.

The Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and regularly reviews the contribution required from a Director to perform his responsibilities to the Company and whether the Director is spending sufficient time performing them that are commensurate with their role and the Board responsibilities. The Board includes a balanced composition of Executive Directors and Independent Non-executive Directors so that there is a strong independent element on the Board, which can effectively exercise independent judgement.

企業管治守則

董事認為，本公司於截至二零二三年十二月三十一日止年度一直遵守香港聯合交易所有限公司證券上市規則附錄C1所載之企業管治守則所載的所有條文，除下述偏離者外：

守則條文第C.2.1條規定，主席及行政總裁之角色應有區分，而且不應由一人同時兼任。主席及行政總裁之角色並未區分，並由賴培和先生擔任。由於董事會將定期舉行會議，以考慮影響本公司營運之重大事宜，因此董事會認為此架構不會影響董事會與本公司管理層之間的權力和授權失衡，並相信此架構能使本公司快速及有效制訂及推行決策。

董事會

本公司由一個有效的董事會領導，董事會負責其領導和控制，並共同負責通過指導和監督本公司事務來促進本公司的成功。董事客觀地做出符合公司最佳利益的決定。

董事會擁有適合本公司業務要求的技能、經驗和多元化觀點，並定期審查董事為履行其對公司的職責所需的貢獻，以及董事是否付出足夠的時間來履行與其角色和董事會的責任所相稱的職責。董事會均衡地由執行董事和獨立非執行董事所組成，使董事會具有很強的獨立性，能夠有效地進行獨立判斷。

企業管治報告

Corporate Governance Report

BOARD OF DIRECTORS (continued)

The Board of the Company currently comprises the following directors:

Executive Directors

Lai Pei Wor (Chairman)

Chan Yau Wah (Deputy Chairman)

Independent Non-Executive Directors

Mak Kwai Wing

Li Yuen Kwan, Joseph

Pong Suet Hing (appointed on 30 April 2023)

Kung Fan Cheong (resigned on 30 April 2023)

Pong Suet Hing, who has been appointed as the Independent Non-executive Director during the financial year ended 31 December 2023, has obtained the legal advice referred to in Rule 3.09D of the Listing Rules as regards the requirements under the Listing Rules that are applicable to her as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange on 24 April 2023, and she has confirmed she understood her obligations as a director of a listed issuer.

The list of directors (by category) is also disclosed in all corporate communications issued by the Company from time to time pursuant to the Listing Rules.

None of the members of the Board is related to one another. During the year ended 31 December 2023, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing more than one-third of the Board with at least one independent non-executive director possessing appropriate professional qualifications, or accounting or related financial management expertise.

董事會 (續)

本公司董事會目前由以下董事組成：

執行董事

賴培和 (主席)

陳友華 (副主席)

獨立非執行董事

麥貴榮

李沅鈞

龐雪卿 (於二零二三年四月三十日委任)

孔蕃昌 (於二零二三年四月三十日辭任)

龐雪卿於二零二三年十二月三十一日止財政年度內獲委任為獨立非執行董事，於二零二三年四月二十四日取得上市規則第3.09D條所述的法律意見，明白《上市規則》中所有適用於其作為上市發行人董事的規定，以及向本交易所作出虛假聲明或提供虛假信息所可能引致的後果，並已確認其了解其作為上市發行人董事的責任。

董事名錄 (按類別) 亦於本公司根據上市規則不時刊發之所有公司通訊內予以披露。

董事會成員之間概無任何關連。截至二零二三年十二月三十一日止年度內，董事會一直符合上市規則有關委任最少三名獨立非執行董事的規定，佔董事會三分之一以上，其中至少一名獨立非執行董事具有適合專業資格或會計或相關財務管理專業的規定。

企業管治報告

Corporate Governance Report

BOARD OF DIRECTORS (continued)

Responsibilities and delegation of functions

The Board of the Company is collectively responsible for the oversight of the management of the business and affairs of the Group with the objective of enhancing shareholders' value. The overall management of the Company's business is vested in the Board. The Board has delegated the day-to-day management of the Company's business to the executive directors. In addition, the Board has established Board committees and has delegated to these Board committees various responsibilities as set out in their respective terms of reference.

The Board focuses its attention on matters affecting the Company's overall strategic policies, finances and shareholders. These include financial statements, dividend policy, significant changes in accounting policy, the annual operating budget, certain material contracts, strategies for future growth, major financing arrangements and major investments, risk management strategies, treasury policies and group structure.

The Board formulates overall strategy of the Group, monitors its financial performance and maintains effective oversight over the management. The Board members are fully committed to their roles and have acted in good faith to maximise the shareholders' value in the long run, and has aligned the Group's goals and directions with the prevailing economic and market conditions. Daily operations and administration are delegated to the management.

The Company has put in place appropriate insurance cover in respect of director's liability.

董事會(續)

責任及授權之職能

本公司董事會共同負責監管本集團業務及各項事務的管理工作，並以提升股東之價值為目標。本公司之整體業務由董事會負責管理。董事會授權執行董事管理本公司之日常業務。另外，董事會已設立委員會，及其之各種職責授權，分別載於職權範圍內。

董事會專注處理可影響本公司整體策略方針、財務及股東的事項。其中包括財務報表、股息政策、會計政策之重大修改、每年經營預算、若干重大合約、未來發展策略、主要融資安排及重大投資、風險管理策略、庫務政策及集團結構。

董事會制定集團整體發展策略、監管其財務表現及對管理層維持有效監督。董事會成員均盡忠職守，並真誠行事，以盡力為股東帶來長遠之價值，且將本集團之目標及方向，與當時經濟及市場狀況配合。日常營運及管理工作則交由管理層處理。

本公司已就董事之責任投保合適之保險。

企業管治報告 Corporate Governance Report

BOARD MEETINGS AND ANNUAL GENERAL MEETING

Number of Meetings and Directors' Attendance

During the year ended 31 December 2023, five regular board meetings were held at approximately quarterly intervals for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company and one annual general meeting was held. The attendance record of each director is set out below:

Name of director	董事姓名	Attendance of annual general meeting in 2023 二零二三年出席股東週年大會次數	Attendance of Board meetings in 2023 二零二三年出席董事會會議次數
Lai Pei Wor	賴培和	1/1	5/5
Chan Yau Wah	陳友華	1/1	5/5
Mak Kwai Wing	麥貴榮	1/1	5/5
Li Yuen Kwan, Joseph	李沅鈞	1/1	5/5
Pong Suet Hing (appointed on 30 April 2023)	龐雪卿 (於二零二三年四月三十日委任)	1/1	2/2
Kung Fan Cheong (resigned on 30 April 2023)	孔蕃昌 (於二零二三年四月三十日辭任)	0/0	3/3

CORPORATE GOVERNANCE FUNCTION

The Company has not set up a corporate governance committee. The Board is responsible for performing the corporate governance duties set out hereunder:

- develop and review the Company's policies and practices on corporate governance and make recommendations;
- review and monitor the training and continuous professional development of the directors and senior management;
- review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- develop, review and monitor the code of conduct and compliance manual (if any) applicable to the employees and directors of the Company;
- review the Company's compliance with the code and disclosure in the corporate governance report; and
- review these terms of reference and their effectiveness and from time to time recommend any necessary changes.

董事會會議及股東週年大會

會議數目及董事出席記錄

截至二零二三年十二月三十一日止年度內，董事會已舉行五次定期會議，約每季度舉行以檢討及批准本集團之財務及經營表現，並考慮及批准本公司之整體策略及政策及已舉行一次股東週年大會。各董事之出席記錄如下：

企業管治職能

本公司並沒有成立企業管治委員會。董事會負責履行載列如下之企業管治職責：

- 制定及檢討本公司之企業管治政策及常規，並提出建議；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於本公司之董事及僱員之操守準則及合規手冊（如有）；
- 檢討本公司遵守守則條文之情況及在企業管治報告內之披露；及
- 檢討此職權範圍及其有效性，並不時建議任何所需之變更。

企業管治報告

Corporate Governance Report

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code Provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

The roles of the chairman and the chief executive officer are not separate and are performed by Mr. Lai Pei Wor. Since the Board will meet regularly to consider major matters affecting the operations of the Company, the Board considers that this structure will not impair the balance of power and authority between the Board and the management of the Company and believes that this structure will enable the Company to make and implement decisions promptly and efficiently.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive directors have contracts with the Company for a specified period of two years and are appointed subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Company's Bye-laws and the CG Code.

Each independent non-executive director has made an annual confirmation of independence to the Company and the Company considers these directors to be independent under Rule 3.13 of the Listing Rules. None of the directors is related to each other.

Mr. Li Yuen Kwan, Joseph, who have been serving as Independent Non-executive Directors of the Company for more than 9 years, have confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr. Li Yuen Kwan, Joseph is still independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

主席及行政總裁

守則條文第C.2.1條規定，主席及行政總裁之角色應有區分，而且不應由一人同時兼任。

主席及行政總裁之角色並未區分，並由賴培和先生擔任。由於董事會將定期舉行會議，以考慮影響本公司營運之重大事宜，因此董事會認為此架構不會影響董事會與本公司管理層之間的權力和授權失衡，並相信此架構能使本公司快速及有效制訂及推行決策。

獨立非執行董事

所有獨立非執行董事均與本公司簽訂兩年年期之合約，並須按本公司之公司細則及企業管治守則，於本公司之股東週年大會上輪席退任和接受重選。

各獨立非執行董事已根據上市規則第3.13條規定，就其獨立性每年向本公司發出確認書，而本公司認為該等董事均屬獨立人士。董事之間互相概無任何關連。

獨立非執行董事李沅鈞先生在任已過9年。彼等已確認其具備《上市規則》第3.13條所述的各項關於獨立性的因素。本公司認為根據《上市規則》所述有關獨立性的指引，李沅鈞先生仍屬獨立人士，並將繼續為董事會提供寶貴的業務經驗、知識和專業，以提升其運作效率。

企業管治報告

Corporate Governance Report

BOARD INDEPENDENCE EVALUATION

The Company has established a Board Independence Evaluation Mechanism during the year which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgment to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence.

During the year ended 31 December 2023, all Directors has completed the independence evaluation in the form of form-filling individually.

During the year ended 31 December 2023, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding directors' securities transactions as set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 of the Listing Rules. Based on specific enquiry of the Company's directors, all directors have complied with the required standard set out in the Model Code throughout the year.

The Company has also established written guidelines on no less exacting terms than the Model Code (the "Employees Written Guidelines") for securities transactions by employees who, because of such office or employment, are likely to possess inside information in relation to the Company or its securities.

No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

董事會獨立性評估

年內，本公司建立了董事會獨立性評估機制，確立了能確保董事會具有強大的獨立元素的流程和程序，使董事會能夠有效地行使獨立判斷，以更好地維護股東利益。

評估的目標是提高董事會的效率，發揮最大的優勢，並確定需要改進或進一步發展的領域。評估過程還闡明了本公司需要採取的行動以維持和提高董事會績效。

根據董事會獨立性評估機制，董事會每年對其獨立性進行審核。

截至二零二三年十二月三十一日止年度，全體董事均以填表形式個別完成了獨立性評估。

截至二零二三年十二月三十一日止年度，董事會檢討董事會獨立性評估機制的執行情況及成效，結果令人滿意。

董事之證券交易

本公司已採納一套就董事進行證券交易的守則，其載於上市規則附錄C3的上市發行人董事進行證券交易的標準守則（「標準守則」）。根據本公司向董事作出特定查詢後，全體董事於整個年度均遵守標準守則所載之規定。

本公司亦就因其職位或工作可能擁有有關本公司或其證券的內幕消息的僱員進行買賣證券事宜，制定以不比標準守則寬鬆的條款之書面指引（「僱員書面指引」）。

本公司並不知悉有任何僱員違反僱員書面指引的情況。

企業管治報告

Corporate Governance Report

CONTINUOUS PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars to develop and refresh their knowledge and skills. All directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals or reading books and articles, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept by the company secretary of the Company.

The individual training record of each director received for the year ended 31 December 2023 is summarised below:

Name of director	董事姓名	Number of training received that are relevant to the business or directors' duties 接受有關業務或董事職責之培訓次數
Lai Pei Wor	賴培和	1
Chan Yau Wah	陳友華	1
Mak Kwai Wing	麥貴榮	2
Li Yuen Kwan, Joseph	李沅鈞	1
Pong Suet Hing (appointed on 30 April 2023)	龐雪卿 (於二零二三年 四月三十日委任)	1
Kung Fan Cheong (resigned on 30 April 2023)	孔蕃昌 (於二零二三年 四月三十日辭任)	2

All the directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

Mr. Tsang Wai Lun ("Mr. Tsang") was appointed as the company secretary of the Company on 3 May 2019. Pursuant to Rule 3.29 of the Listing Rules, Mr. Tsang has taken no less than 15 hours of relevant professional training for the year ended 31 December 2023.

持續專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會或閱讀書本及文章，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書存檔。

截至二零二三年十二月三十一日止年度，各董事所接受培訓之個別記錄概述如下：

Number of training received that are relevant to the business or directors' duties

接受有關業務或董事職責之

培訓次數

全體董事均了解到持續專業發展之重要性，承諾參與任何合適之培訓，以發展及更新彼等之知識及技能。

曾偉倫先生（「曾先生」）於二零一九年五月三日獲委任為本公司公司秘書。根據上市規則第3.29條，曾先生於截至二零二三年十二月三十一日止年度已接受不少於15小時之相關專業培訓。

企業管治報告

Corporate Governance Report

BOARD COMMITTEES

The Board has established four committees, namely, the Executive Committee, Remuneration Committee, Nomination Committee and Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website (except Executive Committee) and are available to shareholders upon request.

The majority of the current members of each Board committee (except Executive Committee) are independent non-executive directors, while all the members of the Executive Committee are executive directors.

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 expense.

EXECUTIVE COMMITTEE

The Executive Committee currently comprises 2 executive directors, namely, Mr. Lai Pei Wor (*chairman*) and Mr. Chan Yau Wah. The Executive Committee shall meet as it may consider appropriate.

The duties of the Executive Committee are as follows:

- (a) to monitor the execution of the Company's strategic plans and operations of all business units of the Company;
- (b) to discuss and make decisions on matters relating to the management and operations of the Company;
- (c) to exercise the functions and responsibilities of the Board between its regular meetings; and
- (d) to review and discuss any other matters as may from time to time be delegated to it by the Board.

董事會委員會

董事會已設立四個委員會，即執行委員會、薪酬委員會、提名委員會及審核委員會，以監督本公司事務之特定方面。本公司所有董事會委員會均按書面界定之職權範圍成立。董事會委員會之職權範圍已於本公司網站刊登(執行委員會除外)及可應要求向股東提供。

目前董事會委員會(執行委員會除外)之主要成員均為獨立非執行董事，唯執行委員會之所有成員均為執行董事。

董事會委員會獲提供足夠資源履行其職務，並可應彼等提出之合理要求，於適當情況下尋求獨立專業意見，費用由本公司負責。

執行委員會

執行委員會目前由兩名執行董事組成，包括賴培和先生(主席)及陳友華先生。執行委員會按合適情況下會面。

執行委員會之職責如下：

- (a) 監察本公司策略計劃之執行及本公司所有分類業務之營運；
- (b) 就有關本公司之管理及營運之事宜進行討論及作出決策；
- (c) 於其定期會議之間執行董事會之職能及責任；及
- (d) 檢討及討論董事會可能不時授權執行之任何其他事宜。

企業管治報告

Corporate Governance Report

REMUNERATION COMMITTEE

The Company has complied with Rule 3.25 of the Listing Rules in relation to the composition of the Remuneration Committee. The Remuneration Committee currently comprises 3 members, all of them are independent non-executive directors. The members of the Remuneration Committee are Ms. Pong Suet Hing (*chairman*) (appointed on 30 April 2023), Mr. Mak Kwai Wing, Mr. Li Yuen Kwan, Joseph and Mr. Kung Fan Cheong (resigned on 30 April 2023).

During the year, the Remuneration Committee held two meetings. The attendance record of each Remuneration Committee member is set out below:

Name of director	董事姓名	二零二三年出席 薪酬委員會會議次數
Pong Suet Hing (<i>Chairman</i>) (appointed on 30 April 2023)	龐雪卿 (<i>主席</i>) (於二零二三年 四月三十日委任)	0/0
Mak Kwai Wing	麥貴榮	2/2
Li Yuen Kwan, Joseph	李沅鈞	2/2
Kung Fan Cheong (<i>Chairman</i>) (resigned on 30 April 2023)	孔蕃昌 (<i>主席</i>) (於二零二三年 四月三十日辭任)	2/2

The major roles and functions of the Remuneration Committee are as follows:

- (a) to make recommendations to the Board on the Company's policy and structure for all directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (c) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management, which should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

薪酬委員會

本公司就薪酬委員會之組成已遵守上市規則第3.25條規定。薪酬委員會目前由三名成員組成，其成員均為獨立非執行董事。薪酬委員會成員為龐雪卿女士 (*主席*) (於二零二三年四月三十日委任)，麥貴榮先生，李沅鈞先生及孔蕃昌先生 (於二零二三年四月三十日辭任)。

本年度內，薪酬委員會已舉行兩次會議。薪酬委員會各成員之出席紀錄如下：

Attendance of Remuneration Committee meeting in 2023

二零二三年出席
薪酬委員會會議次數

薪酬委員會之主要角色及功能如下：

- (a) 就本公司董事及高級管理人員的全體薪酬政策及架構，及就設立正規而具透明度的程序制訂此等薪酬政策，向董事會提出建議；
- (b) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (c) 向董事會建議個別執行董事及高級管理人員的薪酬待遇，此應包括非金錢利益、退休金權利及賠償金額 (包括喪失或終止職務或委任的賠償)；

企業管治報告

Corporate Governance Report

REMUNERATION COMMITTEE (continued)

- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his associates is involved in deciding his own remuneration;
- (i) to review and sanction new or amended salary, incentive bonus and retirement benefit policies for the Group which are substantial in their cost and have an impact on a significant proportion of employees; and
- (j) to review the Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

During the year, the Remuneration Committee made recommendations to the Board on executive directors' remuneration packages and terms of employment. The Remuneration Committee also formulated and evaluated the remuneration policy and structure for the directors and senior management of the Company.

薪酬委員會 (續)

- (d) 就非執行董事的薪酬向董事會提出建議；
- (e) 考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；
- (f) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；
- (g) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；
- (h) 確保任何董事或其任何聯繫人不得參與釐訂他自己的薪酬；
- (i) 檢討及批准本集團牽涉龐大成本及影響大部份僱員之新的或修訂的工資、獎勵花紅及退休福利政策；及
- (j) 檢討委員會的職權範圍及其有效性，並不時向董事會建議任何有需要的變更。

本年度內，薪酬委員會就執行董事之薪酬福利及聘用條款向董事會提出建議。薪酬委員會亦制訂及評估本公司董事及高級管理人員之薪酬政策及結構。

企業管治報告

Corporate Governance Report

REMUNERATION COMMITTEE (continued)

Remuneration Policy

The Company's remuneration policy is to ensure that the remuneration offered to employees, including Directors and senior management, is based on skill, knowledge, responsibilities and involvement in the Company's affairs. The remuneration packages of Executive Directors are also determined with reference to the Company's performance and profitability, the prevailing market conditions and the performance or contribution of each Executive Director. The remuneration for the Executive Directors comprises basic salary, pensions and discretionary bonus. The remuneration policy for Independent Non-executive Directors is to ensure that Independent Non-executive Directors are adequately compensated for their efforts and time dedicated to the Company's affairs, including their participation in Board committees. The remuneration for the Independent Non-executive Directors mainly comprises Director's fee which is determined with reference to their duties and responsibilities by the Board. Individual Directors and senior management have not been involved in deciding their own remuneration.

SENIOR MANAGEMENT REMUNERATION BY BAND

Pursuant to paragraph E.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2023 is set out below:

Remuneration by band	薪酬組別	Number of individuals 組別人數
Nil to HK\$1,000,000	無至1,000,000港元	1
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1
HK\$1,500,001 to HK\$2,000,000	1,500,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$2,500,000	2,000,001港元至2,500,000港元	–

Further particulars regarding directors' emoluments and the five highest paid employees as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in notes 8 and 9 to the consolidated financial statements of this annual report.

薪酬委員會(續)

薪酬政策

本公司的薪酬政策旨在確保向員工(包括董事和高級管理人員)提供的薪酬基於技能、知識、責任和對公司事務的參與程度。執行董事的薪酬待遇亦參考本公司的表現及盈利能力、現行市況以及各執行董事的表現或貢獻而釐定。執行董事的薪酬包括基本薪金、退休金及酌情花紅。獨立非執行董事的薪酬政策是為了確保獨立非執行董事為公司事務所付出的努力和時間得到充分補償，包括他們參與董事會委員會。獨立非執行董事的薪酬主要包括董事袍金，董事酬金由董事會參考其職務及責任釐定。個別董事及高級管理人員並未參與決定其本身的薪酬。

高級管理人員薪酬之組別

根據企業管治守則第E.1.5段，於截至二零二三年十二月三十一日止年度按薪酬組別劃分之高級管理人員薪酬載列如下：

根據上市規則附錄D2須予披露有關董事酬金及五位最高薪酬僱員之進一步詳情載於本年報所載之綜合財務報表附註8及9。

企業管治報告

Corporate Governance Report

NOMINATION COMMITTEE

The Company has complied with Rule 3.27A of the Listing Rules in relation to the composition of the Nomination Committee. The Nomination Committee currently comprises 1 executive director, namely, Mr. Lai Pei Wor (*chairman*) and 3 independent non-executive directors, namely, Mr. Mak Kwai Wing, Mr. Li Yuen Kwan, Joseph, Ms. Pong Suet Hing (appointed on 30 April 2023) and Mr. Kung Fan Cheong (resigned on 30 April 2023).

During the year, the Nomination Committee held two meetings. The attendance record of each Nomination Committee member is set out below:

Name of director	董事姓名	二零二三年出席 提名委員會會議次數
Lai Pei Wor (<i>Chairman</i>)	賴培和 (<i>主席</i>)	2/2
Mak Kwai Wing	麥貴榮	2/2
Li Yuen Kwan, Joseph	李沅鈞	2/2
Pong Suet Hing (appointed on 30 April 2023)	龐雪卿 (於二零二三年 四月三十日委任)	0/0
Kung Fan Cheong (resigned on 30 April 2023)	孔蕃昌 (於二零二三年 四月三十日辭任)	2/2

The duties of the Nomination Committee are as follows:

- to review the structure, size and diversity (including but not limited to age, gender, skills, professional and industry experience, educational background, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- to assess the independence of independent non-executive directors;
- to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

提名委員會

本公司就提名委員會之組成已遵守上市規則第3.27A條規定。提名委員會目前由一名執行董事，賴培和先生 (*主席*) 及三名獨立非執行董事組成，包括麥貴榮先生、李沅鈞先生、龐雪卿女士 (於二零二三年四月三十日委任) 及孔蕃昌先生 (於二零二三年四月三十日辭任)。

本年度內，提名委員會已舉行兩次會議。提名委員會各成員之出席紀錄如下：

Attendance of Nomination Committee meeting in 2023

二零二三年出席
提名委員會會議次數

提名委員會之職責如下：

- 至少每年檢討董事會的架構、人數及成員多元化 (包括但不限於年齡、性別、技能、專業及行業經驗、教育背景、知識及服務任期方面)，並就任何為配合本公司的策略而擬對董事會作出的變動提出建議；
- 物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；
- 評核獨立非執行董事的獨立性；
- 就董事委任或重新委任以及董事 (尤其是主席及行政總裁) 繼任計劃向董事會提出建議；

企業管治報告

Corporate Governance Report

NOMINATION COMMITTEE (continued)

- (e) to review the board diversity policy, as appropriate and the measurable objectives that the board has set for implementing the board diversity policy, and monitor the progress on achieving the objectives;
- (f) to review the Director Nomination Policy; and
- (g) to review the Committee's terms of reference and its own effectiveness and recommend to the Board from time to time any necessary changes.

Board Diversity Policy

The Company recognizes and embraces the benefits of having a diverse Board, and sees diversity at Board level as an essential element in maintaining a competitive advantage. A diverse Board will include and make good use of differences in the age, gender, skills, professional and industry experience, educational background, knowledge and length of service. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments of the members of the Board are made on merit against objective criteria, with due regard for the benefits of diversity on the Board.

Diversity at all levels have been shown to improve retention and reduce the costs associated with employee turnover. In a diverse workplace, employees are more likely remain loyal when they feel respected, valued for their unique contribution and the importance of being able to attract, retain and motivate employees from the widest possible pool of available talent. Employees are more likely to feel comfortable and happy in an environment where inclusivity is a priority. Equality in the workplace is important for encouraging workers from all backgrounds to feel confident in their ability and achieve their best. The Company are committed to diversity at all levels, including gender, age, cultural and educational background, or professional experience. The recruitment and selection practices at all levels are appropriately structured so that a diverse range of candidates are considered. The Company would identify and provide the relevant professional training programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees and that, in time, their skills will prepare them for senior management and board positions.

提名委員會(續)

- (e) 在適當時檢討董事會成員多元化政策及董事會就推行董事會成員多元化政策而制定的可計量目標，並監察達致目標的進度；
- (f) 檢討董事提名政策；及
- (g) 審查委員會的職權範圍及其有效性並不時向董事會建議任何有需要的變更。

董事會多元化政策

本公司了解及認同具有多元化董事會的裨益，並視在董事會層面的多元化為維持競爭優勢的重要元素。一個多元化的董事會將包括具備不同年齡、性別、技能、專業及行業經驗、教育背景、知識及服務年限的董事會，並可加以利用。該等不同將於釐定董事會的最適合組成時予以考慮，並於可能情況下保持適當平衡。董事會成員的所有委任均按客觀條件，並適度顧及董事會多元化的裨益而作出。

各級多元化已顯示可提升人才留置及降低僱員流動相關成本。在多元化的工作場所，僱員更有可能在彼等受到尊重、因彼等的獨特貢獻及在盡可能廣泛的人才池中留聘及激勵僱員的重要性而備受重視時保持忠誠。在優先考慮包容性的環境中，僱員更有可能感到舒適和快樂。工作中的平等對於鼓勵來自不同背景的員工對其能力充滿自信並達致最佳狀態至關重要。本公司致力各級多元化，包括性別、年齡、文化及教育背景或專業經驗。各級招聘及甄選均按適當架構進行，以便能招徠多元背景的人選供本公司委聘。本公司將物色及提供相關專業培訓計劃，有助於更廣泛及更多元化的技術嫻熟及經驗豐富的僱員發展，且其技能將適時為其就任高級管理層及董事會職位作好準備。

NOMINATION COMMITTEE (continued)

Board Diversity Policy (continued)

The Nomination Committee of the Company regularly reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new directors of the Company. The Nomination Committee also oversees the conduct of the annual review of the effectiveness of the Board and will give adequate consideration to this Policy including gender balance of the directors and senior management and their direct reports, and its progress in achieving its diversity objectives.

Selection of individuals will be based on a range of diversity perspectives, including but not limited to age, gender, skills, professional and industry experience, educational background, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected individuals will bring to the Board.

The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were adopted:

- (A) at least one of the members of the Board shall be female;
- (B) at least 33% of the members of the Board shall be non-executive Directors or independent non-executive Directors;
- (C) at least one-third of the members of the Board shall be independent non-executive Directors;
- (D) at least one of the members of the Board shall have obtained accounting or other professional qualifications;
- (E) at least one of the members of the Board shall have more than 10 years of experience in the industry he/she is specialised in;
- (F) at least one of the members of the Board shall have China-related work experience.

The Board is committed to improving the diversity of the Board and achieved the above objectives in 2023.

提名委員會 (續)

董事會多元化政策 (續)

本公司提名委員會定期審閱及評估董事會組成，並就委任本公司新董事向董事會作出推薦建議。提名委員會亦監管董事會有效性年度審閱的進行，且將充分考慮本政策，包括董事及高級管理層以及其直接下屬的性別平衡，以及達致其多元化目標的進度。

本公司將一系列多元化因素作為甄選基準，包括但不限於年齡、性別、技能、專業及行業經驗、教育背景、知識及服務年限。最終決定將基於經甄選人士的長處及將為董事會帶來的貢獻作出。

董事會將考慮設定可衡量的目標以實施董事會多元化政策，並不時檢討該等目標以確保其適當性並確定實現該等目標所取得的進展。

為實施董事會多元化政策，採納了以下可衡量的目標：

- (A) 至少一名董事會成員應為女性；
- (B) 至少33%的董事會成員應為非執行董事或獨立非執行董事；
- (C) 至少三分之一的董事會成員應為獨立非執行董事；
- (D) 至少一名董事會成員應取得會計或其他專業資格；
- (E) 至少一名董事會成員應在其專業領域擁有十年以上的經驗；
- (F) 至少一名董事會成員應具有與中國相關的工作經驗。

董事會致力於提高董事會的多元化，並已於二零二三年實現上述目標。

企業管治報告

Corporate Governance Report

NOMINATION COMMITTEE (continued)

Gender Diversity

The Company values gender diversity across all levels of the Group. The following table sets out the gender ratio in the workforce of the Group, including the Board and senior management as at the date of this Annual Report:

		Female 女性	Male 男性
Board	董事會	20% (1)	80% (4)
Senior Management	高級管理人員	0% (0)	100% (2)
Management	管理人員	8.33% (1)	91.67% (11)
Other employees	其他職員	67.60% (480)	32.40% (230)
Overall workforce	整體員工	66.12% (482)	33.88% (247)

The Board is committed to improving greater gender diversity in the Board and senior management and appointed one female Director on 30 April 2023.

Details on the gender ratio of the Group together with relevant data can be found on pages 47 to 49 of the Environmental, Social and Governance Report 2023.

DIRECTOR NOMINATION POLICY

1. Nomination and Appointment of Directors

(a) Criteria

In evaluating and selecting any candidate for directorship, the following criteria should be considered:

- Character and integrity.
- Qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the Board Diversity Policy that are relevant to the Company's business and corporate strategy.

提名委員會 (續)

性別多元化

本公司重視集團各個層級的性別多元化。下表載列截至本年報日期本集團員工(包括董事會及高級管理層)的性別比例：

	Female 女性	Male 男性
Board	20% (1)	80% (4)
Senior Management	0% (0)	100% (2)
Management	8.33% (1)	91.67% (11)
Other employees	67.60% (480)	32.40% (230)
Overall workforce	66.12% (482)	33.88% (247)

董事會致力於提高董事會和高級管理層的性別多樣性，並已於二零二三年四月三十日委任一名女性董事。

有關集團性別比例的詳細信息以及相關數據，請參閱二零二三年環境、社會及管治報告內第47至49頁。

董事提名政策

1. 董事的提名及委任

(a) 準則

在評估及挑選候選人擔任董事時，下列準則將被考慮：

- 品格與誠實。
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及董事會成員多元化政策所提述的多元化因素。

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Corporate Governance Report

DIRECTOR NOMINATION POLICY (continued)

1. Nomination and Appointment of Directors (continued)

(a) Criteria (continued)

- Any measurable objectives adopted for achieving diversity on the Board.
- Requirement for the Board to have independent directors in accordance with the Hong Kong Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- Any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity.
- Willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company.
- Such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of directors and succession planning.

2. Nomination Process

(a) Appointment of New Director

- (i) The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

董事提名政策 (續)

1. 董事的提名及委任 (續)

(a) 準則 (續)

- 為達致董事會成員多元化而採納的任何可計量目標。
- 根據《上市規則》，董事會需包括獨立非執行董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引。
- 候選人的專業資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻。
- 是否願意及是否能夠投放足夠時間履行身為董事會成員及／或擔任董事會轄下委員會的委員的職責。
- 其他適用於本公司業務及其繼任計畫的其他各項因素，提名委員會及／或董事會可在有需要時修訂有關因素。

2. 提名程序

(a) 委任新董事

- (i) 提名委員會及／或董事會應在收到委任新董事的建議及候選人的個人資料(或相關詳情)後，依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。

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Corporate Governance Report

DIRECTOR NOMINATION POLICY (continued)

2. Nomination Process (continued)

(a) Appointment of New Director (continued)

- (ii) If the process yields one or more desirable candidates, the Nomination Committee and/or the Board should rank them by order of preference based on the needs of the Company and reference check of each candidate (where applicable).
- (iii) The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
- (iv) For any person that is nominated by a shareholder for election as a director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.

Where appropriate, the Nomination Committee and/or the Board should make recommendation to shareholders in respect of the proposed election of director at the general meeting.

(b) Re-election of Director at General Meeting

- (i) The Nomination Committee and/or the Board should review the overall contribution and service to the Company of the retiring director and the level of participation and performance on the Board.
- (ii) The Nomination Committee and/or the Board should also review and determine whether the retiring director continues to meet the criteria as set out above.
- (iii) The Nomination Committee and/or the Board should then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

董事提名政策(續)

2. 提名程序(續)

(a) 委任新董事(續)

- (ii) 如過程涉及一個或多個合意的候選人，提名委員會及／或董事會應根據本公司的需要及每位候選人的證明審查(如適用)排列他們的優先次序。
- (iii) 提名委員會隨後應就委任合適人選擔任董事一事向董事會提出建議(如適用)。
- (iv) 就任何經由股東提名於本公司股東大會上選舉為董事的人士，提名委員會及／或董事會應依據上述準則評估該候選人，以決定該候選人是否合資格擔任董事。

提名委員會及／或董事會應就於股東大會上委任董事的提案向股東提出建議(如適用)。

(b) 於股東大會上重選董事

- (i) 提名委員會及／或董事會應檢討退任董事對本公司的整體貢獻及服務，以及在董事會的參與程度及表現。
- (ii) 提名委員會及／或董事會亦應檢討及確定退任董事是否仍然符合上述準則。
- (iii) 提名委員會及／或董事會應就於股東大會上重選董事的提案向股東提出建議。

企業管治報告 Corporate Governance Report

DIRECTOR NOMINATION POLICY (continued)

2. Nomination Process (continued)

(b) Re-election of Director at General Meeting (continued)

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

The appointment of new directors will be considered and approved by the Board and all new directors are subject to re-election by shareholders at the first general meeting after their appointment and subject to retirement by rotation at least once every three years pursuant to the CG Code.

Mr. Chan Yau Wah and Mr. Li Yuen Kwan, Joseph shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting pursuant to the Company's Bye-laws 85(1) and 85(2).

The Board recommended the re-appointment of the directors standing for re-election at the next forthcoming annual general meeting of the Company.

The Company's circular dated 24 April 2024 contains detailed information of the directors standing for re-election.

AUDITOR'S REMUNERATION

During the year under review, the remuneration paid/payable to the Company's auditor, Messrs. Mazars CPA Limited, is set out as follows:

Services rendered	所提供之服務	Fees paid/payable
		HK\$ 已付／應付費用 港元
Audit services	核數服務	880,000
Non-audit services (taxation services)	非核數服務(稅務服務)	72,000
		<hr/> 952,000

董事提名政策(續)

2. 提名程序(續)

(b) 於股東大會上重選董事(續)

若董事會擬於股東大會上提呈決議案委任或重選某人士為董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，將會按《上市規則》及／或相關適用法律及規則要求載列候選人的有關資料。

新董事之委任須經董事會考慮及批准，所有新董事須按企業管治守則於獲委任後的首次股東大會內接受股東重選並至少三年一次輪席退任。

根據本公司之公司細則第85(1)及85(2)條，陳友華先生及李沅鈞先生將輪席退任於即將舉行之股東週年大會，但彼等均合資格並願意於即將舉行之股東週年大會上膺選連任。

董事會建議於即將舉行之本公司股東週年大會上重新委任該重選之董事。

本公司於二零二四年四月二十四日之通函內載有重選董事之詳情。

核數師酬金

回顧本年度內，本公司已付予／應付予核數師中審眾環(香港)會計師事務所有限公司之酬金如下：

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Corporate Governance Report

AUDIT COMMITTEE

The Company has complied with Rule 3.21 of the Listing Rules in relation to the composition of the Audit Committee. The Audit Committee of the Company comprises three independent non-executive directors. The current members of the Audit Committee are Mr. Mak Kwai Wing, Mr. Li Yuen Kwan, Joseph, Ms. Pong Suet Hing (appointed on 30 April 2023) and Mr. Kung Fan Cheong (resigned on 30 April 2023). The Audit Committee is chaired by Mr. Mak Kwai Wing who has appropriate accounting professional qualifications. Code Provision D.3.3 stipulates that members of the Audit Committee should meet at least twice a year with the Company's auditors. During the year, there were two meetings held between the Audit Committee and the Company's auditors. Besides, the Audit Committee shall meet at least twice a year. During the year, the Audit Committee held three meetings. The attendance record of each Audit Committee member is set out below:

審核委員會

本公司就審核委員會之組成已遵守上市規則第3.21條規定。本公司審核委員會成員由三名獨立非執行董事組成。目前審核委員會之成員包括麥貴榮先生、李沅鈞先生、龐雪卿女士（於二零二三年四月三十日委任）及孔蕃昌先生（於二零二三年四月三十日辭任）。審核委員會主席麥貴榮先生擁有適當之會計專業資格。守則條文第D.3.3條規定，本公司的核數師與審核委員會的成員應至少每年會面兩次。本年度內，審核委員會及本公司核數師之間舉行了兩次會議。此外，審核委員會每年至少舉行兩次會議。本年度內，審核委員會已舉行三次會議。審核委員會各成員之出席紀錄如下：

Attendance of Audit Committee meetings in 2023 二零二三年出席 審核委員會會議次數

Name of director	董事姓名	
Mak Kwai Wing (Chairman)	麥貴榮 (主席)	3/3
Li Yuen Kwan, Joseph	李沅鈞	3/3
Pong Suet Hing (appointed on 30 April 2023)	龐雪卿 (於二零二三年 四月三十日委任)	2/3
Kung Fan Cheong (resigned on 30 April 2023)	孔蕃昌 (於二零二三年 四月三十日辭任)	1/3

The principal roles and functions of the Audit Committee include the review of the Group's consolidated financial statements and reporting process, risk management system and internal control procedures. It also acts as an important link between the Board and the Company's auditors in matters within the scope of the group audit. During the meetings held in 2023, the Audit Committee had performed the following works:

審核委員會之主要角色及功能包括檢討本集團之綜合財務報表及報告程序、風險管理及內部監控程序。委員會亦會就集團審計範圍內的事項擔任董事會與公司核數師之間的重要橋樑。審核委員會於二零二三年舉行之會議完成以下工作：

- (i) reviewed the directors' report and audited consolidated financial statements for the year ended 31 December 2023 and consider any significant or unusual items raised by the internal auditor or external auditor before submission to the Board;
- (ii) reviewed the interim consolidated financial statements for the six months ended 30 June 2023;
- (i) 向董事會提交由內部核數師或外聘核數師提交之董事會報告及經審核綜合財務報表前，審閱截至二零二三年十二月三十一日止年度之董事會報告及經審核財務報告及考慮彼等所提出之任何重大或不尋常事項；
- (ii) 審閱截至二零二三年六月三十日止六個月之中期綜合財務報表；

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AUDIT COMMITTEE (continued)

- (iii) reviewed the re-appointment of the external auditor and the nature and scope of audits;
- (iv) reviewed and recommended for approval by the board the 2023 audit scope and fees;
- (v) reviewed and monitored the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standard;
- (vi) reviewed the effectiveness of risk management and internal control system; and
- (vii) reviewed the Group's financial and accounting policies and practices.

DIRECTORS' AND AUDITOR'S RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors acknowledge their responsibility for preparing the consolidated financial statements of the Group for the year ended 31 December 2023. The directors ensure the preparation of the consolidated financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The directors also ensure the publication of the consolidated financial statements of the Group is in a timely manner.

The statement of the Auditor of the Company about their reporting responsibilities on the Group's consolidated financial statements is set out in the Independent Auditor's Report on pages 55 to 60.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges that it is responsible for the risk management and internal control systems and reviewing their effectiveness on an ongoing basis. Such risk management and internal control systems are designed for managing risks rather than eliminating the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

審核委員會 (續)

- (iii) 檢討外聘核數師之續聘及審計性質和範圍；
- (iv) 檢討二零二三年之審計範圍及核數費用並就此提出建議供董事會批准；
- (v) 檢討及監督外聘核數師之獨立性及客觀性，並按照適用標準檢討審計程序之效率；
- (vi) 檢討風險管理及內部監控系統之效率；及
- (vii) 檢討本集團之財務及會計政策及常規。

董事及核數師就綜合財務報表所承擔之責任

董事確認就編製本集團截至二零二三年十二月三十一日止年度之綜合財務報表承擔責任。董事須確保本集團綜合財務報表的編製符合有關法規及適用之會計準則。董事並確保本集團綜合財務報表適時予以刊發。

本公司核數師就本集團綜合財務報表所作之申報責任聲明列載於第55至60頁之獨立核數師報告內。

風險管理及內部監控

董事會確認對風險管理及內部監控系統負責，並有責任持續檢討其有效性。該風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險，而且就避免重大的失實陳述或損失而言，僅能作出合理而非絕對的保證。

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Corporate Governance Report

RISK MANAGEMENT AND INTERNAL CONTROLS

(continued)

The Board, with the assistance of the Audit Committee, has overall responsibilities for maintaining effective risk management and internal control systems of the Group. During the year, the Board conducted a review of the effectiveness and adequacy of the Group's risk management and internal control systems, covering financial, operational, compliance control and risk management functions. The Group's system of internal control includes the setting up of a management structure with limits of authority, and is designed to help the Group achieve its business objectives, protects its assets against unauthorized use or disposition, ensures the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensures compliance with relevant laws and regulations. After reviewing the Group's risk management and internal control systems, the Board considers that the systems are effective and adequate for the Group as a whole. The Board further considers that there was no material issue relating to the Group's risk management and internal controls systems including financial, operational and compliance controls and risk management functions of the Group and that there were adequate staff with appropriate and adequate qualifications and experience, resources for accounting, internal audit and financial reporting functions, and adequate training programmes had been provided during the year.

The internal control team of the Company plays a major role in monitoring the risk management and internal controls of the Group and reports directly to the Audit Committee. It has full access to review all aspects of the Group's activities, risk management and internal controls. All types of audited reports are circulated to the Audit Committee and key management, which will follow up on any actions and measures taken to improve risk management and internal controls on the recommendations by the internal control team.

The processes used to identify, evaluate and manage significant risks by the Group are summarized as follows:

- Identifies risks that may potentially affect the Group's business and operations.
- Considers the impact on the business and the likelihood of their occurrence.

風險管理及內部監控(續)

董事會在審核委員會的協助下對於維持本集團穩固有效的風險管理及內部監控系統承擔整體責任。於本年度，董事會已對本集團風險管理及內部監控系統於財務、營運、合規控制及風險管理職能方面的成效及充足性進行審查。本集團的內部監控系統包括建立界定權限的管理架構，以協助本集團達致其商業目標、保護資產以防未經授權挪用或處理、確保置存適當的會計記錄作為可靠的財務資料供內部使用或刊印發行，並確保符合相關法律及規例。於審查本集團的風險管理及內部監控系統後，董事會認為該等系統就本集團整體而言乃屬有效及充足。董事會進一步認為，於本年度，本集團於財務營運及合規控制以及風險管理職能方面概無出現任何重大事宜及本集團具合適資歷及經驗的員工人數以及會計、內部審計及財務申報職能部門的資源均屬充裕，且已獲提供足夠的培訓課程。

本公司的控制部在監督本集團風險管理及內部監控事宜上發揮重要作用，並直接向審核委員會匯報。該部門可全面審閱本集團各方面的事務、風險管理及內部監控事宜。所有經審核報告均會交由審核委員會及主要管理層傳閱，並由彼等跟進控制部就有關推薦建議而採取的任何改善風險管理及內部監控的行動及措施。

本集團用於識別、評估及管理重大風險的程序簡介如下：

- 識別可能對本集團業務及營運構成潛在影響之風險。
- 考慮風險對業務之影響及出現之可能性。

RISK MANAGEMENT AND INTERNAL CONTROLS

(continued)

- Determines the risk management strategies and internal control processes to prevent, avoid or mitigate the risks.
- Performs ongoing and periodic monitoring of the risk and ensures that appropriate internal control processes are in place.
- Reports the results of risk monitoring to the Audit Committee and the Board regularly.

INTERNAL AUDIT FUNCTION

The Group's internal audit function is performed by an internal audit team, which reports directly to the Audit Committee and the Board on a periodical basis. The team conducts internal audit reviews on material controls and compliance with policies and procedures of the Group at both operational and corporate levels. Plans for corrective actions and control improvement are identified and communicated with operations management to address any issues, non-compliance or deficiencies identified. The team monitors the implementation of its recommendations by the operations management and reports the outcome to the Audit Committee and the Board.

DIVIDEND POLICY

- The board of directors of the Company adopt the policy that, in recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value.
- The Company does not have any pre-determined dividend payout ratio.
- The Board has the discretion to declare and distribute dividends to the shareholders of the Company, subject to the Articles of the Association of the Company and all applicable laws and regulations and the factors set out below.

風險管理及內部監控 (續)

- 釐定風險管理策略及內部監控程序，以防止、避免或降低風險。
- 持續並定期監察有關風險，以及確保設有適當的內部監控程序。
- 向審核委員會及董事會定期匯報風險監察的結果。

內部審計職能

內部審計小組專責進行本集團的內部審計職能，按期間直接向審核委員會及董事會匯報。小組專責就本集團營運及企業層面上的重大監控及制度與程序的合規事宜，進行內部審計檢討。小組與營運管理人員溝通，就發現的問題、違反規例的事項或不足之處釐定糾正及改善監控的方案。小組會監察營運管理人員執行其建議的情況及向審核委員會及董事會匯報相關結果。

股息政策

- 本公司董事會採納的政策為，在建議或宣派股息時，本公司應維持足夠現金儲備，以應付其資金需求、未來增長以及其股權價值。
- 本公司沒有預設的派息比率。
- 根據本公司細則、所有適用法規及下列因素，董事會有權宣派及分發股息予本公司股東。

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Corporate Governance Report

DIVIDEND POLICY (continued)

- The Board shall also take into account the following factors of the Company and its subsidiaries when considering the declaration and payment of dividends:
 - financial results;
 - cash flow situation;
 - business conditions and strategies;
 - future operations and earnings;
 - capital requirements and expenditure plans;
 - interests of shareholders;
 - any restrictions on payment of dividends; and
 - any other factors that the Board may consider relevant.
- Depending on the financial conditions of the Company and the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period:
 - interim dividend;
 - final dividend;
 - special dividend; and
 - any distribution of net profits that the Board may deem appropriate.
- Any final dividend for a financial year will be subject to shareholders' approval.
- The Company may declare and pay dividends by way of cash or scrip or by other means that the Board considers appropriate.
- Any dividend unclaimed shall be forfeited and shall revert to the Company in accordance with the Company's Articles of Association.

股息政策(續)

- 董事會在考慮宣派股息時，應同時考慮下列有關本公司及其附屬公司的因素：
 - 財務業績；
 - 現金流狀況；
 - 業務狀況及策略；
 - 未來營運及收入；
 - 資金需求及支出計畫；
 - 股東的利益；
 - 任何派付股息的限制；及
 - 董事會可能視為相關的任何其他因素。
- 視乎本公司及本集團的財政狀況以及上述條件及因素，董事會可在財政年度或期間建議及／或宣派下列股息：
 - 中期股息；
 - 年度股息；
 - 特別股息；及
 - 任何董事會認為合適的純利分發。
- 任何年度股息均須由股東批准。
- 本公司可以董事會認為合適的形式宣派及派付股息，包括現金或代息股份或其他形式。
- 任何未領取的股息應被作廢及應根據本公司細則複歸本公司。

企業管治報告

Corporate Governance Report

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of the Securities and Futures Ordinance (the “SFO”) and the Listing Rules. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements or circulars are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

CONSTITUTIONAL DOCUMENTS

During the year under review, the Company has amended its Bye-Laws. Details of the amendments are set out in the circular dated 26 April 2023 to the Shareholders. An up to date version of the Company’s Bye-Laws is also available on the Company’s website and the Hong Kong Stock Exchange’s website.

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The general meetings of the Company provide a forum for communication between the Board and the shareholders. The chairman of the Board as well as chairmen of the Remuneration Committee, Nomination Committee and Audit Committee and, in their absence, other members of the respective committees are available to answer questions at shareholder meetings.

The 2024 Annual General Meeting (“AGM”) will be held on 24 May 2024. The notice of AGM will be sent to shareholders at least 21 clear business days before the AGM.

To promote effective communication with shareholders, the Company maintains a website at www.kpihl.com, where extensive information and updates on the Company’s financial information, corporate governance code and other information are posted and available for public access.

處理及發放內幕消息

本集團遵循證券及期貨條例和上市規則的規定。本集團在合理切實可行的情況下，會儘快向公眾披露內幕消息，除非有關消息屬證券及期貨條例所規定屬於任何安全港範圍內。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團致力確保公告或通函中所載的資料就重大事實而言並不屬虛假或具誤導性，或並不因遺漏重大事實而屬虛假或具誤導性，以清晰及持平的方式呈列資料，即需平等地披露正面及負面事實。

憲章文件

於回顧年度內，本公司修訂公司細則。修訂詳情載於日期為二零二三年四月二十六日致股東之通函。本公司最新版本的公司細則登載於本公司網站及香港聯交所網站。

與股東及投資者之溝通

本公司股東大會為董事與股東提供交換意見的機會。董事會主席以及薪酬委員會，提名委員會及審核委員會之主席，在該委員會主席缺席時，其委員會之另一名成員可於股東大會上回答提問。

二零二四年之股東週年大會將於二零二四年五月二十四日舉行。股東週年大會通告將於股東週年大會舉行前至少足二十一整日向股東發送通知。

為使本公司與股東有效聯繫，本公司設有網站www.kpihl.com，讓公眾人士得悉有關本公司刊登之財務資料、企業管治準則及其他資料以及最新資訊。

企業管治報告

Corporate Governance Report

SHAREHOLDER RIGHTS

Convening a special general meeting (“SGM”)

Pursuant to the bye-laws of the Company, any one or more member(s) (including a recognized clearing house (or its nominees)) holding as at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make a requisition to convene a special general meeting and add resolutions to the meeting agenda at the expense of such requisitioner(s). Such requisition shall be made in writing to the Board or the Secretary of the Company. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene a physical meeting at only one location which will be the Principal Meeting Place in accordance with the provisions of section 74(3) of the Companies Act 1981 of Bermuda. The requisition must specify the purpose of the meeting, and must be signed by the relevant requisitioner(s) and deposited at the head office of the Company in Hong Kong.

If the requisition is in order, the company secretary will ask the Board to convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid, the members concerned will be advised of this outcome and accordingly, a SGM will not be convened as requested.

股東權利

召開股東特別大會(「股東特別大會」)

根據本公司之公司細則，於遞送要求日期持有合共不少於本公司股本中十份之一表決權(按每股一票基準)的任何一名或多名股東(包括認可結算所或其代名人)，亦可要求召開股東特別大會及於會議議程中加入決議案，費用由有關請求人支付。有關要求須以書面形式向本公司董事會或秘書作出。倘遞送後二十一(21)日內，董事會未有召開該大會，則遞送要求人士可根據百慕達一九八一年公司法第74(3)條的規定自發僅於一個地點(將為主要會議地點)召開實體會議。有關要求必須列明大會之目的及由有關請求人簽署，並送達本公司於香港之總辦事處。

倘請求屬適當，本公司秘書將要求董事會透過根據法定要求向所有已註冊股東發出足夠通知以召開股東特別大會。相反，倘請求屬不適當，有關股東將就此結果獲得通知，股東特別大會亦將因此不會按要求召開。

SHAREHOLDER RIGHTS (continued)

Putting Forward Proposals at General Meetings other than a Proposal for Election of Director

The following procedures are subject to the Company's bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation:

1. The Company holds an AGM every year, and may hold a general meeting known as a SGM whenever necessary.
2. Member(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all members having the right to vote at the general meeting; or (ii) not less than 100 members, can submit a written request stating the resolution intended to be moved at the AGM; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.
3. The written request/statements must be signed by the member(s) concerned and deposited at the Company's registered office at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal office at Units 2304-06, 23/F, Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong, for the attention of the company secretary of the Company, not less than six weeks before the AGM in the case of a requisition requiring notice of a resolution and not less than one week before the general meeting in the case of any other requisition.
4. If the written request is in order, the company secretary will ask the Board of the Company (i) to include the resolution in the agenda for the AGM; or (ii) to circulate the statement for the general meeting, provided that the member(s) concerned have deposited a sum of money reasonably determined by the Board sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the member(s) concerned in accordance with the statutory requirements to all the registered members. On the contrary, if the requisition is invalid or the member(s) concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the member(s) concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM; or the statement will not be circulated for the general meeting.

股東權利(續)

於股東大會提呈選舉董事以外之動議

以下程序受本公司之公司細則、百慕達一九八一年公司法及適用法律及法規所限：

1. 本公司每年舉行一次股東週年大會及可於必要時舉行稱為股東特別大會之股東大會。
2. 本公司之股東(i)持有不少於所有有權於股東大會投票之股東投票權總額二十分之一，或(ii)不少於100名股東，可提交列明擬於股東週年大會動議之決議案之書面請求；或一份不多於1,000字，有關任何建議決議案之事項或擬於特定股東大會上處理之事宜之聲明。
3. 書面請求／聲明必須經有關股東簽署，並於股東週年大會前不少於六個星期（倘請求需要決議案通告）或股東週年大會前不少於一個星期（倘為任何其他請求）存放於本公司註冊辦事處Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及其主要辦事處香港新界葵涌梨木道88號達利中心23樓2304-06室，收件人為本公司之公司秘書。
4. 倘書面請求屬適當，公司秘書將要求本公司董事會(i)將該決議案納入股東週年大會議程；或(ii)發佈股東大會聲明，惟有關成員須已存放合理足夠金額以應付本公司根據法例規定向所有已註冊股東發出決議案通知及／或發佈有關股東提交之聲明之費用。相反，倘請求屬不適當或有關股東未能存放足夠金額以供本公司應付就上述事項之費用，則有關股東將就此結果獲得通知，建議決議案亦將因此不會納入股東週年大會議程；或將不會就股東大會發佈該聲明。

企業管治報告

Corporate Governance Report

SHAREHOLDER RIGHTS (continued)

Putting Forward Enquiries to the Board

Members who have enquires about the above procedures or have enquires to put to the Board may write to the company secretary at Units 2304-06, 23/F, Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong.

Note: The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address: Units 2304-06, 23/F., Riley House, 88 Lei Muk Road,
Kwai Chung, N.T., Hong Kong
(For the attention of the Chairman/Company Secretary)
Fax: (852) 2481 3098
Email: enquiry@kpihl.com

For the avoidance of doubt, shareholders must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law. Shareholders may call the Company at (852) 2276 3000 for any assistance.

To safeguard shareholder interests and rights, separate resolutions are proposed at shareholder meetings on each substantial issue, including the election of individual directors.

All resolutions put forward at a shareholder meeting will be taken by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after the shareholder meeting.

股東權利(續)

向董事會提出查詢

倘對上述程序有疑問或有疑問向董事會查詢，股東可以書面向公司秘書提交，地址為香港新界葵涌梨木道88號達利中心23樓2304-06室。

附註：本公司通常不會處理口頭或匿名查詢。

聯絡資料

股東可經以下途徑發送上述查詢或要求：

地址：香港新界葵涌梨木道88號
達利中心23樓2304-06室
(收件人：主席／公司秘書)
傳真：(852) 2481 3098
電子郵件：enquiry@kpihl.com

為免生疑問，股東必須郵寄或發送正式簽署之書面請求、通知或聲明，或查詢(根據情況而定)之原件至上述地址，並提供其全名、聯絡資料及身份證明，以使其查詢生效。股東資料可能按法律要求披露。如需協助，股東可致電(852) 2276 3000聯絡本公司。

以保障股東之利益及權益，就股東大會上之每項實際事宜個別提出決議案，包括選舉個別董事。

根據上市規則，於股東大會上提呈之所有決議案，將以投票方式表決，投票方式表決之結果將於會後在本公司網站及聯交所網站上刊登。

企業管治報告

Corporate Governance Report

SHAREHOLDER RIGHTS (continued)

Shareholders' Communication Policy

The Company has in place a Shareholders' Communication Policy. The policy aims at ensuring Shareholders are provided with prompt and equal access to information about the Company (including but not limited to its financial performance, corporate goals and strategies, significant developments, corporate governance and risk exposure). The Board reviewed the implementation and effectiveness of the Shareholders' Communication Policy and the results were satisfactory.

The Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

(a) Corporate Communication

"Corporate Communication" as defined under the Listing Rules refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to the following documents of the Company: (a) the Directors' report, annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a circular; and (e) a proxy form. The Corporate Communication of the Company will be published on the Stock Exchange's website (www.hkex.com.hk) in a timely manner as required by the Listing Rules. Corporate Communication will be provided to Shareholders and non-registered holders of the Company's securities in both English and Chinese versions or where permitted, in a single language, in a timely manner as required by the Listing Rules.

(b) Announcements and Other Documents pursuant to the Listing Rules

The Company shall publish announcements (on inside information, corporate actions and transactions etc.) and other documents (e.g. Bye-laws) on the Stock Exchange's website in a timely manner in accordance with the Listing Rules.

股東權利 (續)

股東通訊政策

本公司製定了股東通訊政策。該政策旨在確保股東能夠及時和平等地獲取有關公司的信息(包括但不限於其財務業績、公司目標和戰略、重大發展、企業管治和風險)。董事會已檢討股東通訊政策的實施情況及成效，結果令人滿意。

本公司已建立多種渠道與股東保持溝通，詳情如下：

(a) 公司通訊

上市規則所界定的「公司通訊」指本公司已發出或將予發出以供其任何證券持有人參考或採取行動的任何文件，包括但不限於下列本公司文件：(a) 董事報告、年度賬目連同審計報告的副本以及財務摘要報告(如適用)；(b) 中期報告及其中期報告摘要(如適用)；(c) 會議通知；(d) 通函及(e) 委任代表表格。本公司的公司通訊將按上市規則的規定適時刊載於聯交所網站(www.hkex.com.hk)。公司通訊將按照上市規則的要求，以中英文雙語版本或在允許的情況下以單一語言及時提供給股東及本公司證券的非登記持有人。

(b) 符合上市規則的公告及其他文件

本公司須根據上市規則及時於聯交所網站刊發公告(有關內幕消息、企業行動及交易等)及其他文件(例如公司細則)。

企業管治報告

Corporate Governance Report

SHAREHOLDER RIGHTS (continued)

Shareholders' Communication Policy (continued)

(c) Corporate Website

Any information or documents of the Company posted on the Stock Exchange's website will also be published on the Company's website (www.kpihl.com).

(d) Shareholders' Meetings

The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its Shareholders. The Company shall provide Shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable Shareholders to make an informed decision on the proposed resolution(s). Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Where appropriate or required, the Chairman of the Board and other Board members, the chairmen of board committees or their delegates, and the external auditors should attend general meetings of the Company to answer Shareholders' questions (if any).

(e) Shareholders' Enquiries

Enquiries about Shareholdings

Shareholders should direct their enquiries about their shareholdings to the Company's branch share registrar, Tricor Tengis Limited, via its online holding enquiry service at www.tricoris.com, or send email to is-enquiries@hk.tricorglobal.com or call its hotline at 2980 1333, or go in person to its public counter at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

Enquiries about Corporate Governance or Other Matters to be put to the Board and the Company

The Company will not normally deal with verbal or anonymous enquiries. Shareholders may send any enquiries to the Board by email: enquiry@kpihl.com or by post to Units 2304-06, 23/F., Riley House, 88 Lei Muk Road, Kwai Chung, N.T., Hong Kong (For the attention of the Chairman/ Company Secretary).

股東權利(續)

股東通訊政策(續)

(c) 公司網站

刊登於聯交所網站的任何本公司資料或文件亦將刊載於本公司網站 (www.kpihl.com)。

(d) 股東大會

股東週年大會及本公司其他股東大會是本公司與其股東溝通的主要平台。本公司應當按照上市規則的規定，及時向股東提供股東大會決議案的相關信息。所提供的信息應合理必要，以使股東能夠就提議的決議案做出知情決定。鼓勵股東參加股東大會，或者如果他們不能出席會議，則可以指定代理人出席會議並代表他們投票。在適當或需要時，董事會主席及其他董事會成員、董事委員會主席或其代表，以及外聘核數師應出席本公司股東大會，以回答股東提問(如有)。

(e) 股東查詢

股權查詢

股東如欲查詢其持股量，請透過本公司的股份過戶登記分處卓佳登捷時有限公司的網上持股查詢服務 www.tricoris.com，或電郵至 is-enquiries@hk.tricorglobal.com 或致電其熱線2980 1333，或親臨香港夏慤道16號遠東金融中心17樓公眾櫃檯查詢。

有關企業管治或其他須向董事會及本公司提出的查詢

在一般情況下，本公司不會處理口頭或匿名查詢。股東如有任何查詢，可電郵至 enquiry@kpihl.com 或郵寄至香港新界葵涌梨木道88號達利中心23樓2304-06室(收件人：主席／公司秘書)。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

Biographical details of the directors and senior management of the Group are set out as follows:

EXECUTIVE DIRECTORS

Mr. Lai Pei Wor, aged 67, is the chairman and managing director of the Company. Mr. Lai was appointed as an executive director of the Company on 13 September 1996. He is the founder of the Group and has over 42 years of experience in the industry. He is responsible for the Group's overall strategic planning, policy making and financial management. He has been a director of Hi-Tech Precision Industrial Limited since 1984, a director of HTP Industrial Limited (formerly known as Hideki Electronics Limited) since 1989, a director of Coken Development Limited and K. S. (China) Electronics Manufactory Limited since 1990, a director of K & P Group (Holdings) Limited since 1994, a director of Hi-Tech Investment Holdings Limited and Hi-Tech Property Holdings Limited since 1997, a director of E-Dotcom Limited since 2001, a director of Hi-Tech (China) Investment Limited and 中穎(中山)電子有限公司 since 2002, a director of Mars Field Limited and a director and legal representative of 中山市堅城電子有限公司 since 2010 and acted as a director of Technology Trends International Limited since 2001 and a secretary since 2009. He has also been appointed as a director of Sun Ngai Plastic Products Factory Limited, a director of Hunpex Limited, and a director and legal representative of 銀柏達科技(深圳)有限公司 since 2013.

本集團之董事及高級管理人員之簡歷詳情如下：

執行董事

賴培和先生，67歲，本公司主席兼董事總經理。賴先生於一九九六年九月十三日獲委任為本公司之執行董事。彼並為本集團之創辦人，擁有42年以上業內經驗。彼負責本集團之整體策劃、決策及財務之管理工作。彼自一九八四年起出任中穎精密工業有限公司之董事、一九八九年起出任西城(香港)有限公司(前稱西城電子有限公司)之董事、一九九零年起出任確建發展有限公司及堅城(中國)電子廠有限公司之董事、一九九四年起出任K & P Group (Holdings) Limited之董事、一九九七年起出任Hi-Tech Investment Holdings Limited及Hi-Tech Property Holdings Limited之董事、二零零一年起出任E-Dotcom Limited之董事、二零零二年起出任中穎(中國)投資有限公司及中穎(中山)電子有限公司之董事、並自二零一零年出任堅城實業公司之董事及中山市堅城電子有限公司之董事及法定代表人。彼自二零零一年出任Technology Trends International Limited之董事兼自二零零九年出任其公司秘書。彼亦自二零一三年被委任為新藝塑膠製品廠有限公司之董事、銀柏達有限公司之董事及銀柏達科技(深圳)有限公司之董事及法定代表人。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS (continued)

Mr. Chan Yau Wah, aged 65, is the deputy chairman of the Company. Mr. Chan was appointed as an executive director of the Company on 13 September 1996. He is also a general manager in Hi-Tech Investment Holdings Limited. Mr. Chan joined the Group in December 1990. He is responsible for the planning and management in production activities. He holds a higher diploma in production and industrial engineering from The Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) and a diploma in management studies from the Hong Kong Management Association. He has over 42 years of experience in the industry. He has been a director of HTP Industrial Limited (formerly known as Hideki Electronics Limited) and K & P Group (Holdings) Limited since 1994, a director of K. S. (China) Electronics Manufactory Limited since 1995, a director of Hi-Tech Investment Holdings Limited and Hi-Tech Property Holdings Limited since 1997, a director of Technology Trends International Limited since 2001, a director of Hi-Tech (China) Investment Limited and 中穎(中山)電子有限公司 since 2002 and acted as a director of E-Dotcom Limited since 2009. He has also been appointed as a director of Sun Ngai Plastic Products Factory Limited, a director of Hunpex Limited, and a supervisor of 銀柏達科技(深圳)有限公司 since 2013.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Mak Kwai Wing, BSoc.Sc., ATIIHK, FCPA (Aust), aged 74, graduated from The University of Hong Kong with a degree of Bachelor of Social Sciences. He is also a Fellow of CPA Australia and an Associate of the Taxation Institute of Hong Kong. Mr. Mak was appointed as an independent non-executive director of the Company on 3 July 2017. Mr. Mak has over 41 years of experience in the taxation field. In July 2006, Mr. Mak joined Mazars Tax Services Limited ("Mazars Tax") as an executive director, was a managing director of Mazars Tax from January 2008 to August 2014 and was a Senior Advisor of Mazars Tax from September 2014 to June 2017. Before joining Mazars Tax, Mr. Mak was a tax principal at Ernst & Young and took early retirement in January 2004. Currently, Mr. Mak is an independent non-executive director of Tianjin Development Holdings Limited (Stock Code: 00882) and a member of Hong Kong Professionals and Senior Executives Association. Previously, Mr. Mak served as the governor of Rotary International District 3450 and the Chairman of the Tax Specialization Development Working Group of Hong Kong Institute of Certified Public Accountants.

執行董事(續)

陳友華先生，65歲，本公司副主席。陳先生於一九九六年九月十三日獲委任為本公司之執行董事。彼亦為Hi-Tech Investment Holdings Limited之總經理。陳先生於一九九零年十二月加入本集團。彼負責本集團生產之規劃及管理。彼持有香港理工學院(現稱香港理工大學)生產及工業工程高級文憑，並持有香港管理專業協會管理學文憑。彼在業內累積逾42年以上的工作經驗。彼自一九九四年起出任西城(香港)有限公司(前稱西城電子有限公司)及K & P Group (Holdings) Limited之董事、一九九五年起出任堅城(中國)電子廠有限公司之董事、一九九七年起出任Hi-Tech Investment Holdings Limited及Hi-Tech Property Holdings Limited之董事、二零零一年起出任Technology Trends International Limited之董事、二零零二年起出任中穎(中國)投資有限公司及中穎(中山)電子有限公司之董事、並自二零零九年起出任E-Dotcom Limited之董事。彼亦自二零一三年起被委任為新藝塑膠製品廠有限公司之董事，銀柏達有限公司之董事及銀柏達科技(深圳)有限公司之監事。

獨立非執行董事

麥貴榮先生，BSoc.Sc.，ATIIHK，FCPA(Aust)，現年74歲，畢業於香港大學，持有社會科學學士學位。彼亦為澳洲會計師公會資深會員及香港稅務學會會員。麥先生於二零一七年七月三日獲委任為本公司之獨立非執行董事。麥先生於稅務界擁有逾41年之經驗。於二零零六年七月，麥先生加入中審眾環(香港)稅務有限公司(「中審眾環稅務」，前稱瑪澤稅務有限公司)擔任執行董事，於二零零八年一月至二零一四年八月為中審眾環稅務之董事總經理，及後於二零一四年九月至二零一七年六月為中審眾環稅務之資深顧問。於加入中審眾環稅務前，麥先生曾為安永會計師事務所之稅務主管，並於二零零四年一月申請提早退休。目前，麥先生為天津發展控股有限公司之獨立非執行董事(股份代號：00882)及香港專業及資深行政人員協會之會員。於過去，麥先生曾擔任國際扶輪3450地區總監及香港會計師公會稅務專項發展專責小組之主席。

董事及高級管理人員簡歷詳情 Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

(continued)

Mr. Li Yuen Kwan, Joseph, aged 71, graduated from State University of New York at Buffalo in the United States of America and holds a bachelor of science in business administration degree. Mr. Li was appointed as an independent non-executive director of the Company on 24 August 2005. After working in the business sector for 9 years, he joined the Secretariat of Federation of Hong Kong Industries in 1985 as an assistant director and in 1992 he was appointed as a director of the Secretariat of Federation of Hong Kong Industries from which post he retired in January 2005. He has over 35 years experience in serving the manufacturing industry of Hong Kong.

Ms. Pong Suet Hing, aged 70, is currently a director of Odyssey Group (International) Limited, a human resources consultancy company in Hong Kong. Ms. Pong is an affiliate member of the Hong Kong Institute of Human Resource Management ("HKIHRM"). She obtained the Professional Diploma in Human Resource Management from the Hong Kong Management Association in 2018 and obtained several certificates in connection with Hong Kong employment law and an advanced certificate in HR legal compliance from HKIHRM during 2016 to 2018. Ms. Pong was appointed as an independent non-executive director of the Company on 30 April 2023. Ms. Pong has almost 20 years of experiences in human resources and has served as consultant, associate director, director and general manager in various human resources consulting companies in Hong Kong to provide recruitment, payroll, staff training, human resources solutions and compliance services to corporate clients since 2003. Ms. Pong also has vast experiences in the financial field. She worked in several banks in Hong Kong for approximately 30 years from 1971 to 2003 and served positions including Department Head – Branch Banking, Vice President and Manager, and Branch Manager in retail banking with experiences covering management, operation and compliance. She also worked with several wealth management entities in Hong Kong where she had experiences in sales of investment and insurance products and management. She obtained the Professional Diploma in Personal Financial Planning from Li Ka Shing Institute of Professional and Continuing Education of The Open University of Hong Kong (now known as The Hong Kong Metropolitan University) in 2003 and is a licensed insurance intermediary of Insurance Authority in Hong Kong. Since March 2023, Ms. Pong is an independent non-executive director of Universe Entertainment and Culture Group Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1046).

獨立非執行董事 (續)

李沅鈞先生，71歲，畢業於美國水牛城紐約州立大學並持有工商管理學士學位。李先生於二零零五年八月二十四日獲委任為本公司之獨立非執行董事。經過9年於商界工作後，彼於一九八五年獲委任為香港工業總會秘書處之助理幹事及於一九九二年被委任為香港工業總會秘書處之幹事，直至二零零五年一月退任。彼擁有超過35年服務香港製造業之經驗。

龐雪卿女士，現年70歲，現為傲的僑有限公司（香港一間人力資源顧問公司）董事。龐女士為香港人力資源管理學會（「HKIHRM」）附屬會員。彼於二零一八年取得香港管理專業協會人力資源管理專業文憑，並於二零一六至二零一八年間獲得若干張由HKIHRM頒授與香港僱傭法相關的證書及人力資源合規進階證書。龐女士於二零二三年四月三十日獲委任為本公司之獨立非執行董事。龐女士於人力資源界擁有近二十年經驗，自二零零三年起，彼曾在香港多間人力資源諮詢公司擔任顧問、聯席董事、董事及總經理，為企業客戶提供招聘、支薪、員工培訓、人力資源解決方案及合規服務。龐女士在金融界亦有豐富經驗，彼於一九七一至二零零三年於香港若干間銀行工作約三十年，歷任銀行分行部門主管、副總裁及經理、銀行分行經理等職位，具有管理、營運及合規方面的經驗。龐女士亦曾在香港若干間財富管理公司工作，在銷售投資和保險產品及管理方面富有經驗。彼於二零零三年獲得香港公開大學（現為香港都會大學）李嘉誠專業進修學院個人理財專業文憑，亦為香港保險業監管局持牌保險中介人。自二零二三年三月起，龐女士擔任寰宇娛樂文化集團有限公司的獨立非執行董事，該公司股份於聯交所主板上市（股份代號：1046）。

董事及高級管理人員簡歷詳情

Biographical Details of Directors and Senior Management

SENIOR MANAGEMENT

Mr. Wong Man Kit, aged 64, is the marketing director of precision parts and components segment of the Group. Mr. Wong joined the Group in 1984. He is responsible for the marketing and sales. He has over 40 years of experience in the industry.

Mr. Li Kam Keung, aged 63, is the production manager of the precision parts and components segment in Kong Hau factory, Zhongshan. Mr. Li joined the Group in 1985. He is responsible for the operation and management in production segment. He has over 37 years of experience in the industry.

高級管理人員

黃文傑先生，64歲，本集團精密零部件之市務總監。黃先生於一九八四年加入本集團，負責市場推廣及銷售。彼在業內累積逾40年以上的工作經驗。

李錦強先生，63歲，本集團精密零部件中山市港口分廠之生產部主管。李先生於一九八五年加入本集團，負責生產部之營運及管理。彼在業內累積逾37年以上的工作經驗。

董事會報告

Report of the Directors

The directors present their report and the audited consolidated financial statements of the Company and the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding.

The principal activities of the subsidiaries were the manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and parts). There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDEND

The Group's loss for the year ended 31 December 2023 and the state of affairs of the Company and of the Group at that date are set out in the consolidated financial statements on pages 61 to 159.

The directors recommend the payment of a final dividend of HK8 cents (2022: HK6 cents) per ordinary share on Thursday, 11 July 2024 to the shareholders whose names appear on the Register of Members of the Company on Wednesday, 5 June 2024. This recommendation has been incorporated in the financial statements as an allocation of retained profit within the equity section of the statement of financial position.

CLOSURE OF REGISTERS FOR ANNUAL GENERAL MEETING

The Register of Members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the annual general meeting of the Company to be held on Friday, 24 May 2024, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 May 2024.

董事會提呈本公司及本集團截至二零二三年十二月三十一日止年度之董事會報告及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。

各附屬公司主要業務為製造及銷售精密零部件(包括按鍵、合成橡膠及塑膠零部件)。本集團之主要業務於本年度內並無重大改變。

業績及股息

本集團截至二零二三年十二月三十一日止年度之虧損及本公司與本集團於該日之財政狀況載於第61至159頁之綜合財務報表。

董事建議於二零二四年七月十一日(星期四)派發末期股息每股普通股8港仙(二零二二年:6港仙)予於二零二四年六月五日(星期三)名列本公司股東名冊之股東。此項建議已載入財務報表內,作為財務狀況表內權益項目下保留溢利分配。

暫停辦理股東登記作股東週年大會之用

本公司將於二零二四年五月二十一日(星期二)至二零二四年五月二十四日(星期五)期間(包括首尾兩天)暫停辦理股份過戶登記手續,期間內將不會進行任何股份之過戶登記。為確保符合資格之股東出席於二零二四年五月二十四日(星期五)舉行之股東週年大會及於會上表決,所有過戶文件連同有關股票,必須於二零二四年五月二十日(星期一)下午四時三十分前,送交至本公司在香港之股份過戶登記分處,卓佳登捷時有限公司,地址為香港夏慤道16號遠東金融中心17樓。

董事會報告

Report of the Directors

CLOSURE OF REGISTERS FOR FINAL DIVIDEND

The Register of Members of the Company will be closed from Friday, 31 May 2024 to Wednesday, 5 June 2024, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the above final dividend of the Company, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 30 May 2024.

BUSINESS REVIEW

2023 was a tough year for the Group, which was impacted by the ongoing war in Ukraine, persistent inflation pressure and interest rate hike. The challenging environment weakened the consumer sentiment, particularly in Europe, which was the major market for the Group's top customers. In addition, the weak market demand affected the Group's customers' initiatives to undertake new project development, leading to fewer new revenue streams for the Group. As a result, the Group's turnover dropped as compared with the year 2022. Furthermore, strong United States dollar increased the volatility of Renminbi ("RMB"). Hence, the Group recorded an unrealised fair value loss of approximately HK\$9.8 million (2022: HK\$4.2 million) in the forward currency contracts expiring in years 2024 and 2025. These contracts were entered to manage the influence of the volatility of RMB on manufacturing costs for years 2024 and 2025, which had no impact to the Group's cash flow for year 2023.

For the precision parts and components segment, the turnover decreased by 31.7% to approximately HK\$185.8 million as compared with the year 2022. If excluded the above unrealised fair value net loss of HK\$9.8 million (2022: HK\$4.2 million) on forward currency contracts, the segment loss was approximately HK\$14.5 million (2022: profit of HK\$7.6 million). The segment loss was mainly due to the decline in revenue that led to the lower capacity utilisation of the Group's production facilities, while the direct cost of sales including factory overhead and administrative expenses were not proportionately reduced to the same extent.

暫停辦理股東登記作末期股息之用

本公司將於二零二四年五月三十一日(星期五)至二零二四年六月五日(星期三)期間(包括首尾兩天)暫停辦理股份過戶登記手續,期間內將不會進行任何股份之過戶登記。為確保符合資格之股東獲派上述末期股息,所有過戶文件連同有關股票,必須於二零二四年五月三十日(星期四)下午四時三十分前,送交至本公司在香港之股份過戶登記分處,卓佳登捷時有限公司,地址為香港夏慤道16號遠東金融中心17樓。

業務回顧

二零二三年是本集團艱難的一年,持續的烏克蘭戰爭、全球通脹陰霾、及利息高企削弱了整體消費意欲,尤其在歐洲,乃本集團核心客戶的主要市場。同時,疲弱的市場需求影響本集團客戶研發新項目的積極性,導致本集團源自新項目的收入進一步減少。因此,本集團的營業額較二零二二年有所下降。此外,強美元增加了人民幣的波動性,令本集團於某些遠期貨幣合約錄得未兌現公平價值淨虧損約9,800,000港元(二零二二年:4,200,000港元),此等合約將於二零二四及二零二五年到期。購買此等合約為管理因人民幣匯價波動而影響二零二四年及二零二五年本集團之生產成本,對本集團二零二三年現金流無影響。

精密零部件分類之營業額較二零二二年減少31.7%至約185,800,000港元。如不包括上述之遠期貨幣合約未兌現公平價值之淨虧損約9,800,000港元(二零二二年:4,200,000港元),此分類業務之經營虧損約為14,500,000港元(二零二二年:溢利7,600,000港元)。分類虧損主要源於收入下降導致本集團生產線產能利用率不足,而某些生產成本如廠房固定開支及行政費用並沒有相對的降低。

董事會報告

Report of the Directors

BUSINESS REVIEW (continued)

The gross profit margin of the Group in 2023 had decreased by 6.5 percentage points to 13.8% as compared with the year 2022, mainly due to the decline in turnover. The selling and distribution costs decreased by 13.4% to approximately HK\$16.8 million, while the administrative and other expenses slightly decreased by 1.0% to approximately HK\$23.2 million. The financial costs maintained at HK\$0.5 million, due to the rise of market interest rate in 2023, despite the decline in financing activities.

FINANCIAL KEY PERFORMANCE INDICATORS

The Group's turnover for the year ended 31 December 2023 amounted to approximately HK\$185.8 million, representing a decrease of 31.7% from the previous year. Overall gross profit amounted to approximately HK\$25.6 million, representing a decrease of 53.6% from the previous year. Loss attributable to owners of the Company was approximately HK\$26.1 million (2022: HK\$0.5 million).

Basic loss for the year ended 31 December 2023 amounted to HK9.77 cents (2022: HK0.19 cent) per share.

ENVIRONMENTAL POLICIES

We are committed to building an environmentally-friendly corporation that pays close attention to conserving natural resources. We strive to minimize our environmental impact by saving electricity and encouraging recycle of office supplies and other materials. We also require factories operate in compliance with the relevant environmental regulations and rules and possess all necessary permission and approval from the relevant Chinese regulators. Emails and electronic messages have replaced letters for most formal and informal communications, both externally and internally. Further details are set out in the environmental, social and governance report which will be published on the Hong Kong Exchanges and Clearing Limited's and the Company's websites.

業務回顧(續)

本集團二零二三年之整體毛利率較二零二二年下跌6.5個百分點至13.8%，其主要原因為營業額下跌。銷售及經銷成本減少13.4%至約16,800,000港元，而行政及其他費用減少1.0%至約23,200,000港元。儘管融資活動有所減少，但由於二零二三年市場利率上升，財務成本維持在約500,000港元。

主要財務表現指標

截至二零二三年十二月三十一日止年度，本集團之營業額約185,800,000港元，較去年減少31.7%。整體毛利額約25,600,000港元，較去年減少53.6%。本公司擁有人所佔虧損約26,100,000港元(二零二二年：500,000港元)。

截至二零二三年十二月三十一日止年度，每股基本虧損為9.77港仙(二零二二年：0.19港仙)。

環保政策

我們關注保護自然資源並致力創建環保型的工作環境。我們透過節約用電及鼓勵回收辦公用品及其他材料，努力降低對環境的影響。我們亦要求工廠遵守有關環保法規及規則，並取得有關中國監管機構的所有必要許可及批文。電子郵件和電子訊息已取代大部份正式和非正式通訊(不論是對外或內部)中所使用的信件。環境、社會及管治報告之詳盡資料將刊載於香港交易及結算所有限公司及本公司之網站。

董事會報告

Report of the Directors

COMPLIANCE WITH LAWS AND REGULATIONS

The Group's operations are mainly carried out by the Company's subsidiaries while the Company itself is listed on the Stock Exchange. Our establishment and operations accordingly shall comply with relevant laws and regulations in Mainland China, Hong Kong and Bermuda. During the year ended 31 December 2023, we have complied with all the relevant laws and regulations in Mainland China, Hong Kong and Bermuda.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

Being people-oriented, the Group ensures that all staff are reasonably remunerated and it continues to improve and review and update regularly on its policies for remuneration and benefits, training, occupational health and safety. The Group maintains a good relationship with its customers. Customers are encouraged to make recommendations with the aim of improving products quality. The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers on an annual basis.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the Group include strategic, commercial, operational and financial risks.

Strategic risks

The Directors maintain a strategic plan together with a financial budget at the end of each financial year based on their knowledge to the external environments and a number of forecasts and estimates. Given the change of unforeseeable external environments in the industry, the Group is facing significant strategic risks on its capital expenditures and working capital requirements when changing the strategic plans to adopt the unexpected changes of external environments.

Commercial risks

The Group is facing keen competition in the market. To maintain the Group's competitiveness, the management uses cost leadership strategy as well as diversifying its business strategy to tackle other competitors.

遵守法律及法規

本集團的業務主要由本公司的附屬公司進行，而本公司本身於聯交所上市。因此，我們的成立及營運須遵守中國大陸、香港及百慕達的有關法律及法規。截至二零二三年十二月三十一日止年度，我們已遵守中國大陸、香港及百慕達的所有有關法律及法規。

與僱員、顧客及供應商之關係

本集團以人為本，給予僱員合理待遇，同時定期檢討更新薪酬福利、培訓、職業健康與安全等制度。本集團與顧客關係良好。本集團鼓勵顧客提出意見旨在改善產品質素。本集團與供應商關係良好，每年對供應商進行公平及嚴格審核。

主要風險及不確定因素

本集團面對的主要風險及不確定因素包括策略、商業、營運及財務風險。

策略風險

於各財政年度年結時，董事會將根據外部環境以及預測來制訂營運策略及財務預算。鑑於行業內不可預見的外部環境轉變，本集團在更改營運策略以應付外部環境中未能預見的轉變時，本集團的資本開支及營運資金將面對顯著的策略風險。

商業風險

本集團正面對激烈的市場競爭。為保持本集團的競爭力，管理層採用成本領先策略以及業務多元化發展策略來應對其他對手的競爭。

董事會報告

Report of the Directors

PRINCIPAL RISKS AND UNCERTAINTIES (continued)

Operational risks

Management regularly reviews the Group's operations to ensure that the Group's risk of losses, whether financial or otherwise, resulting from fraud, errors, omissions and other operational and compliance matters, are adequately managed.

Financial risks

The principal financial risks are set out in note 32 to consolidated financial statements heading "Financial risk management objectives and policies".

SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on page 160. This summary does not form part of the audited consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in note 13 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the Company's share capital during the year are set out in notes 25 to the consolidated financial statements respectively.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries had purchased, redeemed or sold any of the Company's listed securities during the year.

主要風險及不確定因素 (續)

營運風險

管理層定期審視本集團的營運，以確保本集團因欺詐、錯誤、遺漏以及其他營運和合規事宜而蒙受損失(無論是財務或其他方面)的風險得到充分管控。

財務風險

主要財務風險載於綜合財務報表附註32「財務風險管理目標及政策」。

財務資料概要

本集團於過往五個財政年度之業績及資產與負債概要載於第160頁，該概要乃節錄自經審核綜合財務報表。該概要並不是經審核綜合財務報表之部份。

物業、廠房及設備

有關本集團於本年度內之物業、廠房及設備之變動詳情載於綜合財務報表附註13。

股本

本公司於本年度內的股本之詳情分別載於綜合財務報表附註25。

優先購買權

本公司之公司細則或百慕達之法例並無有關優先購買權條文，規定本公司須按比例提呈發售新股予現有股東。

購買、贖回或出售本公司之上市證券

本公司或其任何附屬公司概無於本年度內購買、贖回或出售任何本公司之上市證券。

董事會報告

Report of the Directors

RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in note 26 to the consolidated financial statements and in the consolidated statement of changes in equity respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution, before proposed dividend, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$31,432,241 (2022: HK\$25,731,132) of which the payment of HK8 cents per ordinary share was recommended as final dividend for the year (2022: HK6 cents). During the year ended 31 December 2023, the Company declared and paid an interim dividend HK2 cents per ordinary share for the year and paid final dividend HK6 cents per ordinary share for 2022. In addition, the Company's share premium account, in the amount of HK\$50,856,881 (2022: HK\$50,856,881) may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND MAJOR SUPPLIERS

In the year under review, sales to the five largest customers accounted for 49.8% of the total sales of the Group for the year and sales to the largest customer included therein amounted to 23.3%. Purchases from the five largest suppliers accounted for 27.4% of the total purchases of the Group for the year and purchases from the largest supplier included therein amounted to 6.8%.

None of the directors of the Company or any of their associates or any shareholders (which, to the best knowledge of the directors, own more than 5% of the Company's issued share capital) had any beneficial interest in the Group's five largest customers or suppliers.

儲備

本年度內本公司及本集團儲備變動之詳情分別載於綜合財務報表附註26及綜合權益變動表。

可分派儲備

於二零二三年十二月三十一日，根據百慕達一九八一年公司法計算，可供本公司以分派之儲備（在建議末期股息前）為31,432,241港元（二零二二年：25,731,132港元），當中並建議派發每股普通股8港仙作本年度之末期股息（二零二二年：6港仙）。截至二零二三年十二月三十一日止年度內，本公司已宣派每股普通股2港仙作為本年度之中期股息及派發每股普通股6港仙作為二零二二年之末期股息。此外，本公司之股份溢價賬50,856,881港元（二零二二年：50,856,881港元）可以以繳足紅股方式分派。

主要客戶及供應商

回顧本年度，五名最大客戶佔本年度之本集團總銷售額49.8%，而其中最大客戶之銷售額佔23.3%。五名最大供應商佔本年度之本集團總採購額27.4%，而其中最大供應商之採購額佔6.8%。

本公司董事或其任何聯繫人或任何股東（據董事所知，擁有本公司已發行股本逾5%權益）於本集團五大客戶或供應商中並無擁有任何實益權益。

董事會報告

Report of the Directors

DIRECTORS

The directors of the Company during the year were:

Executive directors

Lai Pei Wor
Chan Yau Wah

Independent non-executive directors

Mak Kwai Wing
Li Yuen Kwan, Joseph
Pong Suet Hing (appointed on 30 April 2023)
Kung Fan Cheong (resigned on 30 April 2023)

In accordance with bye-laws 85(1) and 85(2) of the Company's bye-laws, Mr. Chan Yau Wah and Mr. Li Yuen Kwan, Joseph shall retire by rotation and being eligible, offer themselves for re-election at the next forthcoming annual general meeting.

Mr. Mak Kwai Wing, Mr. Li Yuen Kwan, Joseph and Ms. Pong Suet Hing, the independent non-executive directors, are appointed for a period of two years. The Company has received annual confirmations of independence from Mr. Mak Kwai Wing, Mr. Li Yuen Kwan, Joseph and Ms. Pong Suet Hing as at the date of this report still considers them to be independent.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the directors of the Company and the senior management of the Group are set out on pages 39 to 42 of the annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for a term of three years commencing from 1 January 2024, and the contract can be terminated by either party giving to the other not less than six months' nor more than seven months' prior notice in writing.

Apart from foregoing, no director proposed for re-election at the next 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.

董事

本公司於本年度之董事如下：

執行董事

賴培和
陳友華

獨立非執行董事

麥貴榮
李沅鈞
龐雪卿 (於二零二三年四月三十日委任)
孔蕃昌 (於二零二三年四月三十日辭任)

根據本公司之公司細則第85(1)及85(2)條，陳友華先生及李沅鈞先生將於即將舉行之股東週年大會輪席退任，但彼等均合資格並願意於即將舉行之股東週年大會上膺選連任。

獨立非執行董事麥貴榮先生、李沅鈞先生及龐雪卿女士任期為兩年。本公司已收到麥貴榮先生、李沅鈞先生及龐雪卿女士就其獨立性每年向本公司所發出的確認書，於本年報刊發日期，本公司一直認為彼等均屬獨立人士。

董事及高級管理人員之簡歷

本公司董事及本集團高級管理人員之簡歷詳情載於本年報第39至42頁。

董事之服務合約

每位執行董事均與本公司訂立服務合約，由二零二四年一月一日起計，為期三年，合約可於其中一方給予不少於六個月但不多於七個月之預先書面通知後予以終止。

除上述外，於即將舉行之股東週年大會上重選連任之董事概無與本公司訂立不可於一年內終止而毋須支付賠償(法定賠償除外)之服務合約。

董事會報告

Report of the Directors

MANAGEMENT CONTRACTS

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

DIRECTORS' REMUNERATION

The directors' fees are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board of the Company with reference to directors' duties, responsibilities and performance and the results of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

After consideration, the directors are of the opinion that no transactions, arrangements and contracts of significant in relation to the Company's business to which the Company's subsidiary was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

EQUITY-LINKED AGREEMENT

No equity linked agreements into which the Company entered subsisted at any time during the year.

管理合約

本年度內，本公司並無就整體業務或任何重要業務之管理或行政工作簽訂或存在任何合約。

董事薪酬

董事之袍金須待股東於股東大會上批准。其他酬金由本公司董事會經參考董事之職務、責任及表現，以及本集團業績後釐定。

董事於交易、安排或合約之權益

經審議後，董事認為於本年度末或本年度內任何時間，概無存在本公司附屬公司作為一方有關本公司業務之重大交易、安排及合約且本公司董事於其中擁有直接或間接之重大權益。

股票掛鈎協議

本公司於年內任何時間概無存有任何已訂立的股票掛鈎協議。

董事會報告

Report of the Directors

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the interests of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in ordinary shares of the Company:

董事於股份及相關股份之權益及短倉

於二零二三年十二月三十一日，根據證券及期貨條例（「證券及期貨條例」）第352條之規定而存置之登記冊所記錄或按董事根據標準守則知會本公司及聯交所，董事於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份權益如下：

本公司普通股之長倉：

Number of shares held, capacity and nature of interest

所持股份數目、身份及權益性質

Name of director	董事姓名	Directly beneficially owned 直接實益持有人	Founder of a discretionary trust 全權信託之創辦人	Total 總數	Percentage of the Company's issued share capital 佔本公司已發行股份之百分比
Lai Pei Wor	賴培和	36,844,000	*97,242,000	134,086,000	50.22
Chan Yau Wah	陳友華	20,000	–	20,000	0.00
		36,864,000	97,242,000	134,106,000	50.22

Note:

* Details of Mr. Lai Pei Wor's interests are set out in the section headed "Substantial shareholders' and other persons' interests and short positions in shares and underlying shares" below.

附註：

* 賴培和先生之權益詳載於下文之「主要股東及其他人士於股份及相關股份之權益及短倉」。

Save as disclosed above, as at 31 December 2023, none of the directors had registered an interest or short position in the shares or underlying shares of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零二三年十二月三十一日，根據證券及期貨條例第352條之規定而存置之本公司登記冊所記錄，或根據標準守則知會本公司及聯交所，各董事在本公司或其任何相聯法團之股份或相關股份概無擁有任何權益或短倉。

董事會報告

Report of the Directors

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' interests and short positions in shares and underlying shares" above, 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 spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, so far as was known to director or chief executives of the Company, the following persons or corporations (other than directors or chief executives of the Company) who had interests and short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

Long positions:

Name	姓名	Number of shares held, capacity and nature of interest 所持股份數目、身份及權益性質			Total	Percentage of the Company's issued share capital 佔本公司已發行股本百分比
		Directly beneficially owned 直接實益持有人	Through spouse or minor children 配偶或未成年子女	Beneficiary of a trust 信託之受益人		
Celaya (PTC) Limited (Note a)	Celaya (PTC) Limited (附註a)	-	-	97,242,000	97,242,000	36.42
Trident Corporate Services (B.V.I.) Limited (Note b)	Trident Corporate Services (B.V.I.) Limited (附註b)	-	-	97,242,000	97,242,000	36.42
Lai Yiu Chun (Note c)	賴耀鎮 (附註c)	3,150,000	21,450,000	-	24,600,000	9.21
Lam Lin Chu (Note c)	林蓮珠 (附註c)	22,434,000	2,166,000	-	24,600,000	9.21

董事認購股份或債券之權利

除於上述「董事於股份及相關股份之權益及短倉」外，本公司於本年度內任何時間概無授予任何董事或彼等各自之配偶或未成年子女藉收購本公司之股份或債券而取得利益之權利，而彼等亦無行使任何該等權利；本公司或其任何附屬公司於年內概無參與訂立任何安排，致使董事可於任何其他法人團體獲得此等權利。

主要股東及其他人士於股份及相關股份之權益及短倉

於二零二三年十二月三十一日，就本公司董事或主要行政人員所知，下列人士或企業（並非本公司董事或主要行政人員）於本公司之股份及相關股份中擁有根據證券及期貨條例第336條須記錄於登記冊而須知會本公司之權益及淡倉如下：

長倉：

董事會報告

Report of the Directors

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

- (a) Celaya (PTC) Limited holds 97,242,000 shares in its capacity as trustee of The Lai Family Unit Trust, of which all units are held by Trident Corporate Services (B.V.I.) Limited in its capacity as trustee of The Lai Family Trust, a discretionary trust of which the issue of Mr. Lai Pei Wor is discretionary objects.
- (b) The shares referred to herein relate to the same parcel of shares referred to in note (a) above.
- (c) Ms. Lam Lin Chu is the wife of Mr. Lai Yiu Chun, who is a brother of Mr. Lai Pei Wor. Both Ms. Lam Lin Chu and Mr. Lai Yiu Chun are declaring interests in the same parcel of shares.

Save as disclosed above, as at 31 December 2023, no person, other than the directors of the Company, whose interests are set out in the section "Directors' interests and short positions in shares and underlying shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

SUFFICIENCY OF PUBLIC FLOAT

Based on the 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 report.

RELATED PARTY TRANSACTIONS

Significant related party transactions entered into by the Group during the year, which constitute exempted connected transactions or continuing connected transactions under the Main Board Listing Rules, are set out in note 29 to the consolidated financial statements.

主要股東及其他人士於股份及相關股份之權益及短倉 (續)

附註：

- (a) Celaya (PTC) Limited以賴氏家族單位信託之受託人身份持有97,242,000股股份。賴氏家族單位信託所有已發行單位由Trident Corporate Services (B.V.I.) Limited以賴氏家族信託(一全權信託，而賴培和先生之子女乃全權信託受益人)之受託人身份持有。
- (b) 此欄所指之股份與附註(a)所指之同一批股份有關。
- (c) 林蓮珠女士為賴耀鎮先生之妻子，而賴耀鎮先生與賴培和先生則屬兄弟關係。林蓮珠女士及賴耀鎮先生申報同一批股份之權益。

除上文所披露者外，於二零二三年十二月三十一日，本公司概無獲知會有任何人士(不包括本公司董事之權益，載於上文「董事於股份及相關股份之權益及短倉」)在本公司股份及相關股份中擁有任何根據證券及期貨條例第336條之規定而須記錄於本公司存置之登記冊之權益或短倉。

公眾持股量充足

根據本公司獲得的已公開之資料及就董事所知，於本年報刊發日期，本公司之全部已發行股本中有至少25%由公眾人士持有。

關連人士交易

本集團於本年度內進行之重大關連人士交易(根據主板上市規則被豁免為關連交易或持續關連交易)載於綜合財務報表附註29。

董事會報告

Report of the Directors

PERMITTED INDEMNITY PROVISIONS

No permitted indemnity provision was in force during the year, or is in force at the date of this report, for the benefit of a then director or a director of the Company (whether made by the Company or otherwise) or a then director or a director of its subsidiary (if made by the Company). The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group.

AUDITORS

Mazars CPA Limited will retire as auditor of the Company at the conclusion of the forthcoming annual general meeting, and a resolution for their reappointment as auditor of the Company will be proposed at such annual general meeting.

ON BEHALF OF THE BOARD

Lai Pei Wor
Chairman

Hong Kong, 22 March 2024

獲許可彌償條文

本年度內或本報告日期並無有關本公司當時董事或某董事(無論由本公司或其他作出)或其附屬公司當時董事或某董事(如由本公司作出)利益而生效之獲許可彌償條文。本公司已安排涵蓋本集團董事及高級職員之適當董事及高級職員責任保險。

核數師

中審眾環(香港)會計師事務所有限公司將於即將舉行之股東週年大會上退任以及一項續聘其為本公司核數師之決議案將於上述股東週年大會上提呈。

代表董事會

主席
賴培和

香港，二零二四年三月二十二日

獨立核數師報告

Independent Auditor's Report

To the shareholders of K & P International Holdings Limited
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of K & P International Holdings Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 61 to 159, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the 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 financial position of the Group as at 31 December 2023, and of its financial performance and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the 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.

致堅寶國際控股有限公司全體股東
(於百慕達註冊成立之有限公司)

意見

我們已審計載於第61至159頁的堅寶國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表，此包括二零二三年十二月三十一日的綜合財務狀況表及截至該日止年度的綜合利潤表、綜合全面收入表、綜合權益變動表、綜合現金流量表以及綜合財務報表附註包括重要會計政策資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實而公允地反映貴集團於二零二三年十二月三十一日的財務狀況及截至該日止年度其財務表現及現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審計。我們在該等準則下的責任已於本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的專業會計師道德守則(「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立核數師報告 (續)

Independent Auditor's Report (continued)

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Key Audit Matter

關鍵審計事項我們的審計

Valuation of land and buildings

土地及樓宇之估值

Refer to notes 3 and 13 to the consolidated financial statements

請參閱綜合財務報表附註3及13

As at 31 December 2023, land and buildings held by the Group were stated at fair value of HK\$139,919,000. Significant estimation and judgement are required by management to determine the fair value of the land and buildings, including the determination of valuation techniques and the selection of different inputs in the models. Management has engaged independent professionally qualified valuer (the "Valuer") whose work has been relied on in the estimation of the fair value of the land and buildings. Therefore, the valuation is considered as a key audit matter because of the significance of the judgement and amounts involved.

於二零二三年十二月三十一日，貴集團持有之土地及樓宇以公平價值列賬為139,919,000港元。管理層需作出重大估計及判斷包括釐定其估值方法及選擇不同輸入數據之模式以釐定此土地及樓宇之公平價值。管理層已外聘獨立合資格專業估值師（「估值師」），並倚賴其工作於估計土地及樓宇之公平價值。因此，估值由於所涉的判斷及金額重大面而被視為關鍵審計事項。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。該等事項已於我們審計整體綜合財務報表及出具意見時處理，而我們不會對該等事項提供獨立的意見。我們已釐定下述事項為須於我們的報告傳達的關鍵審計事項。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Our key audit procedures over valuation of land and buildings included:

我們對土地及樓宇估值所作出的關鍵審計程序包括：

- Understanding and evaluating management's key controls over the fair value assessment process.
了解及評估管理層就公平價值評估過程的關鍵控制方法。
- Evaluating the competence, capabilities and objectivity of the Valuer.
評估估值師的勝任、能力及客觀性。
- Assessing the appropriateness of the work of the Valuer by making enquiries and considering the relevance and reasonableness of key assumptions and methods used, and the relevance and accuracy of the source data used.
向估值師查詢以評估其工作的合適性及考慮該等關鍵假設的相關及合理性、採用的方法及所用資料來源的相關及準確性。

獨立核數師報告 (續)

Independent Auditor's Report (continued)

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the 2023 annual report of the Company but does not include the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible 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。其他資料包括本公司二零二三年年報內所載的資料，但不包括綜合財務報表及我們載於其中的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他資料。我們亦不會對該等其他資料發表任何形式的保證結論。

就我們對綜合財務報表的審計，我們的責任是閱讀其他資料，在此過程中，考慮其他資料與綜合財務報表或我們在審計過程中所知悉的情況是否存在重大抵觸或者看似存在重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。我們就此並無任何事項須報告。

董事及管治負責人員就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製綜合財務報表，使其真實而公允地列報，以及制定董事認為必要的相關內部控制，以使綜合財務報表不存在由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，董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

管治負責人員負責監督貴集團的財務報告過程。

獨立核數師報告 (續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審計綜合財務報表承擔的責任

我們的目標乃對綜合財務報表整體是否存在由欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。本報告僅為閣下(作為整體)根據百慕達一九八一年公司法第90條編製，除此之外本報告別無其他目的。我們不會就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照香港審計準則進行的審計總能發現重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審計其中一環，我們運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足及適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致重大錯誤陳述的風險。
- 瞭解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團的內部控制的有效性發表意見。
- 評價董事所採用會計政策的適當性及作出會計估計和相關披露的合理性。

獨立核數師報告 (續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance 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 those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

核數師就審計綜合財務報表承擔的責任 (續)

- 對董事採用持續經營會計基礎的適當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。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使用者注意綜合財務報表中的相關披露，假若有關的披露不足，則修訂我們的意見。我們的結論乃基於直至核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評價綜合財務報表的整體列報方式、結構及內容(包括披露)事項以及綜合財務報表是否公平地反映相關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

我們與管治負責人員溝通了計劃的審計範圍、時間安排及重大審計發現等，其中包括我們在審計中識別出內部控制的任何重大不足之處。

我們亦向管治負責人員提交聲明，表明我們已符合有關獨立性的相關專業道德要求，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和其他事項以及在適用的情況下相關的防範措施。

獨立核數師報告 (續)

Independent Auditor's Report (continued)

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(continued)

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Mazars CPA Limited

Certified Public Accountants
Hong Kong, 22 March 2024

The engagement director on the audit resulting in this independent auditor's report is:

Chan Hiu Fun

Practising Certificate number: P05709

核數師就審計綜合財務報表承擔的責任 (續)

從與管治負責人員溝通的事項中，我們確定該等對本期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闡釋該等事項，除非法律或法規不允許公開披露這些事項，或在極端罕見的情況下，合理預期倘於我們的報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

中審眾環(香港)會計師事務所有限公司

執業會計師

香港，二零二四年三月二十二日

出具本獨立核數師報告的審計項目董事：

陳曉奮

執業證書號碼：P05709

綜合利潤表

Consolidated Income Statement

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		Notes 附註	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
REVENUE	收入	5	185,786,572	272,102,667
Cost of sales	銷售成本		(160,137,871)	(216,781,642)
Gross profit	毛利		25,648,701	55,321,025
Other income and gains	其他收入及收益	5	5,026,310	10,260,707
Fair value loss on financial liabilities at fair value through profit or loss, net	按公平價值計入損益賬之金融負債公平價值虧損，淨額	15	(9,772,199)	(4,240,771)
Realised loss on financial liabilities at fair value through profit or loss, net	按公平價值計入損益賬之金融負債已變現虧損，淨額	15	(6,931,539)	(16,726,933)
Selling and distribution costs	銷售及經銷成本		(16,793,778)	(19,388,230)
Administrative and other expenses	行政及其他費用		(23,224,000)	(23,451,765)
Finance costs	融資成本	6	(520,757)	(467,848)
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	7	(26,567,262)	1,306,185
Income tax credit/(expense)	所得稅抵免/(開支)	10	469,402	(1,809,221)
LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔本年度虧損		(26,097,860)	(503,036)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔每股虧損			
– Basic and diluted (HK cents)	— 基本及攤薄(港仙)	12	(9.77)	(0.19)

綜合全面收入表

Consolidated Statement of Comprehensive Income

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
LOSS FOR THE YEAR	本年度虧損	(26,097,860)	(503,036)
OTHER COMPREHENSIVE LOSS	其他全面虧損		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益入賬之項目：		
Surplus arising from revaluation of land and buildings	土地及樓宇之重估盈餘	2,470,856	10,326,306
Income tax effect	所得稅影響	(723,276)	(2,224,288)
		1,747,580	8,102,018
Items that may be reclassified subsequently to profit or loss:	其後可重新分類至損益入賬之項目：		
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	(4,781,289)	(14,714,866)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	除稅後本年度其他全面虧損	(3,033,709)	(6,612,848)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔本年度全面虧損總額	(29,131,569)	(7,115,884)

綜合財務狀況表

Consolidated Statement of Financial Position

於二零二三年十二月三十一日
At 31 December 2023

		Notes	2023	2022
		附註	二零二三年 HK\$ 港元	二零二二年 HK\$ 港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	192,445,519	201,318,417
Financial assets at fair value through profit or loss	按公平價值計入損益賬之金融資產	15	680,000	1,259,976
Deferred tax assets	遞延稅項資產	24	1,498,974	698,974
Total non-current assets	非流動資產總計		194,624,493	203,277,367
CURRENT ASSETS	流動資產			
Inventories	存貨	16	47,911,358	81,933,176
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	17	4,281,268	3,337,242
Trade receivables	應收賬項	18	35,895,370	57,813,339
Bank balances and cash	銀行結餘及現金	19	100,355,497	90,535,145
Tax recoverable	可收回稅額		600,219	12,194
Total current assets	流動資產總計		189,043,712	233,631,096
CURRENT LIABILITIES	流動負債			
Financial liabilities at fair value through profit or loss	按公平價值計入損益賬之金融負債	15	8,045,759	4,820,747
Trade payables	應付賬項	20	9,989,918	15,346,781
Accrued liabilities and other payables	應計負債及其他應付款項	21	29,647,646	33,001,348
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	22	7,000,000	4,591,980
Lease liabilities	租賃負債	23	297,727	282,307
Tax payables	應繳稅項		560,398	1,824,861
Total current liabilities	流動負債總計		55,541,448	59,868,024
NET CURRENT ASSETS	流動資產淨值		133,502,264	173,763,072
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		328,126,757	377,040,439

綜合財務狀況表 (續)

Consolidated Statement of Financial Position (continued)

於二零二三年十二月三十一日
At 31 December 2023

		Notes	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
		附註		
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	23	127,463	418,932
Deferred tax liabilities	遞延稅項負債	24	27,092,944	26,369,668
Financial liabilities at fair value through profit or loss	按公平價值入損益賬之 金融負債	15	1,146,464	–
Total non-current liabilities	非流動負債總計		28,366,871	26,788,600
Net assets	資產淨值		299,759,886	350,251,839
EQUITY	權益			
Share capital	股本	25	26,700,480	26,700,480
Reserves	儲備	26(a)	273,059,406	323,551,359
Total equity	權益總額		299,759,886	350,251,839

These consolidated financial statements on pages 61 to 159 were approved and authorised for issue by the Board of Directors on 22 March 2024 and signed on its behalf by

第61頁至159頁所載此等綜合財務報表已於二零二四年三月二十二日獲董事會批准及授權發佈，並由下列人士代表簽署：

Lai Pei Wor
賴培和
Director
董事

Chan Yau Wah
陳友華
Director
董事

綜合權益變動表

Consolidated Statement of Changes in Equity

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		Share capital	Share premium account	Contributed surplus	Asset revaluation reserve 資產 重估儲備	Exchange fluctuation reserve 匯兌 波動儲備	Retained profits	Proposed dividends	Total equity
		股本 HK\$ 港元	股份溢價賬 HK\$ 港元	繳入盈餘 HK\$ 港元	重估儲備 HK\$ 港元	波動儲備 HK\$ 港元	保留溢利 HK\$ 港元	建議股息 HK\$ 港元	權益總額 HK\$ 港元
At 1 January 2023	於二零二三年一月一日	26,700,480	*50,856,881	*660,651	*104,306,101	*(5,359,167)	*157,066,605	*16,020,288	350,251,839
Loss for the year	本年度虧損	-	-	-	-	-	(26,097,860)	-	(26,097,860)
Other comprehensive loss for the year:	本年度其他全面虧損：								
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	(4,781,289)	-	-	(4,781,289)
Surplus arising from revaluation of land and buildings, net of tax	除稅後土地及樓宇之重估盈餘	-	-	-	1,747,580	-	-	-	1,747,580
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	1,747,580	(4,781,289)	(26,097,860)	-	(29,131,569)
Transaction with owners:	與擁有人進行之交易：								
2022 final dividend paid (note 11)	支付二零二二年末期股息 (附註11)	-	-	-	-	-	-	(16,020,288)	(16,020,288)
2023 interim dividend paid (note 11)	支付二零二三年中期股息 (附註11)	-	-	-	-	-	(5,340,096)	-	(5,340,096)
2023 final dividend proposed (note 11)	建議二零二三年末期股息 (附註11)	-	-	-	-	-	(21,360,384)	21,360,384	-
Total transaction with owners	與擁有人進行之交易總額	-	-	-	-	-	(26,700,480)	5,340,096	(21,360,384)
At 31 December 2023	於二零二三年十二月三十一日	26,700,480	*50,856,881	*660,651	*106,053,681	*(10,140,456)	*104,268,265	*21,360,384	299,759,886

* These reserve accounts comprise the consolidated reserves of HK\$273,059,406 (2022: HK\$323,551,359) in the consolidated statement of financial position.

* 於綜合財務狀況表中，這些儲備賬戶包含綜合儲備273,059,406港元（二零二二年：323,551,359港元）。

綜合權益變動表(續)

Consolidated Statement of Changes in Equity (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		Share capital	Share premium account	Contributed surplus	Asset revaluation reserve	Exchange fluctuation reserve	Retained profits	Proposed dividends	Total equity
		股本	股份溢價賬	繳入盈餘	重估儲備	匯兌 波動儲備	保留溢利	建議股息	權益總額
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元
At 1 January 2022	於二零二二年一月一日	26,700,480	*50,856,881	*660,651	*96,204,083	*9,355,699	*189,610,217	*21,360,384	394,748,395
Loss for the year	本年度虧損	-	-	-	-	-	(503,036)	-	(503,036)
Other comprehensive loss for the year:	本年度其他全面虧損：								
Exchange differences on translation of foreign operations	換算海外業務時產生之匯兌差額	-	-	-	-	(14,714,866)	-	-	(14,714,866)
Surplus arising from revaluation of land and buildings, net of tax	除稅後土地及樓宇之重估盈餘	-	-	-	8,102,018	-	-	-	8,102,018
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	8,102,018	(14,714,866)	(503,036)	-	(7,115,884)
Transaction with owners:	與擁有人進行之交易：								
2021 final dividend paid (note 11)	支付二零二一年末期股息(附註11)	-	-	-	-	-	-	(21,360,384)	(21,360,384)
2022 interim dividend paid (note 11)	支付二零二二年中期股息(附註11)	-	-	-	-	-	(5,340,096)	-	(5,340,096)
2022 special dividend paid (note 11)	支付二零二二年特別股息(附註11)	-	-	-	-	-	(10,680,192)	-	(10,680,192)
2022 final dividend proposed (note 11)	建議二零二二年末期股息(附註11)	-	-	-	-	-	(16,020,288)	16,020,288	-
Total transaction with owners	與擁有人進行之交易總額	-	-	-	-	-	(32,040,576)	(5,340,096)	(37,380,672)
At 31 December 2022	於二零二二年十二月三十一日	26,700,480	*50,856,881	*660,651	*104,306,101	*(5,359,167)	*157,066,605	*16,020,288	350,251,839

綜合現金流量表

Consolidated Statement of Cash Flows

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

		Notes 附註	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動之現金流入			
(Loss)/Profit before tax	除稅前(虧損)/溢利		(26,567,262)	1,306,185
Adjustments for:	調整：			
Finance costs	融資成本	6	520,757	467,848
Bank interest income	銀行利息收入		(1,958,029)	(1,449,418)
Depreciation of property, plant and equipment (excluding right-of-use assets)	折舊－物業、廠房及設備(除使用權資產外)		8,832,577	9,725,950
Depreciation of right-of-use assets	折舊－使用權資產		4,090,032	3,803,744
Fair value loss on financial liabilities at fair value through profit or loss, net	按公平價值計入損益賬之金融負債公平價值虧損，淨額		9,772,199	4,240,771
(Gain)/Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之(收益)/虧損，淨額		(142,180)	15,535
			(5,451,906)	18,110,615
Net change in financial assets/liabilities at fair value through profit or loss	按公平價值計入損益賬之金融資產/負債之淨改變		(4,820,747)	20,368,314
Decrease/(Increase) in inventories	預付款項、按金及其他應收款項之減少/(增加)		31,900,692	(1,222,062)
(Increase)/Decrease in prepayments, deposits and other receivables	應收賬項之(增加)/減少		(987,763)	5,860,389
Decrease in trade receivables	應收賬項之減少		21,773,330	48,656,255
Decrease in trade payables	應付賬項之減少		(5,066,992)	(27,652,179)
Decrease in accrued liabilities and other payables	應計負債及其他應付款項之減少		(2,120,802)	(9,452,366)
Cash generated from operations	經營業務所產生之現金		35,225,812	54,668,966
Interest received	已收利息		1,958,029	1,449,418
Interest paid	已付利息		(498,714)	(452,027)
Interest element on lease liabilities	租賃負債之利息部分		(22,043)	(15,821)
Hong Kong profits tax paid	已付香港利得稅		(1,551,960)	(5,843,449)
Overseas taxes paid	已付海外稅項		(556,865)	(277,583)
Net cash flows from operating activities – page 68	經營活動之現金流入淨額 – 第68頁		34,554,259	49,529,504

綜合現金流量表 (續)

Consolidated Statement of Cash Flows (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

			2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Net cash flows from operating activities – page 67	經營活動之現金流入淨額 – 第67頁		34,554,259	49,529,504
CASH FLOWS (USED IN)/FROM INVESTING ACTIVITIES	投資活動之現金(流出)/產生			
(Increase)/Decrease in time deposits with maturity over three months	超過三個月到期定期存款之(增加)/減少		(5,572,125)	20,728,702
Purchases of items of property, plant and equipment	購買物業、廠房及設備		(4,556,104)	(1,227,362)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備所得款項		162,946	5,850
Net cash flows (used in)/generated from investing activities	投資活動之現金(流出)/產生淨額		(9,965,283)	19,507,190
CASH FLOWS USED IN FINANCING ACTIVITIES	融資活動之現金流出			
Dividend paid	已付股息	27	(21,360,384)	(37,380,672)
New unsecured revolving term loans/trust receipt loans	新無抵押循環有期貸款/信託收據貸款	27	12,122,640	4,591,980
Repayment of unsecured revolving term loans/trust receipt loans	償還無抵押循環有期貸款/信託收據貸款	27	(9,714,620)	(18,792,000)
Repayment of lease liabilities	償還租賃負債	27	(282,283)	(255,967)
Net cash flows used in financing activities	融資活動之現金流出淨額		(19,234,647)	(51,836,659)
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值項目之增加淨額		5,354,329	17,200,035
Cash and cash equivalents at beginning of year	年初之現金及現金等值項目		45,318,524	28,407,654
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額		(1,106,102)	(289,165)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終之現金及現金等值項目	19	49,566,751	45,318,524

綜合財務報表附註

Notes to Consolidated Financial Statements

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

1. CORPORATE INFORMATION

K & P International Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda and its shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its registered office is located at Units 2304-06, 23rd Floor, Riley House, 88 Lei Muk Road, Kwai Chung, New Territories, Hong Kong.

During the year, the principal activities of the Company and its subsidiaries (together the “Group”) were manufacture and sale of precision parts and components (comprising keypads, synthetic rubber and plastic components and parts).

There were no significant changes in the nature of the Group’s principal activities during the year.

2.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong and in compliance with the disclosure requirements of the Companies Ordinance. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange (the “Listing Rules”). These consolidated financial statements have been prepared under the historical cost convention, except for land and buildings and financial assets/liabilities measured at fair value through profit or loss, which have been measured at revalued amount and fair value respectively. These consolidated financial statements are presented in Hong Kong dollars.

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2022 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as set out in note 2.2 to the consolidated financial statements. A summary of the principal accounting policies adopted by the Group is set out in note 2.4 to the consolidated financial statements.

1. 公司資料

堅寶國際控股有限公司（「本公司」）是一間於百慕達註冊成立之有限公司及其股份在香港聯合交易所有限公司（「交易所」）主板上市。本公司之註冊辦事處為香港新界葵涌梨木道88號達利中心23樓2304-06室。

本公司及其附屬公司（統稱「本集團」）於本年度內之主要業務為製造及銷售精密零部件（其中包括按鍵、合成橡膠及塑膠零部件）。

集團之主要業務於本年度內並無重大改變。

2.1 編製基準

本綜合財務報表是根據香港財務報告準則（「香港財務報告準則」）編製。此統稱，包括香港會計師公會頒佈之所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋、香港公認會計原則及公司條例之披露規定。本綜合財務報表亦符合香港聯合交易所有限公司證券上市規則（「上市規則」）之適用披露規定。除土地及樓宇及按公平價值計入損益賬之金融資產／負債分別以重估金額及公平價值計量外，本綜合財務報表乃以歷史原值成本法計算。本財務報表以港元呈列。

除採納載於附註2.2與本集團相關並於本年度生效之新訂／經修訂香港財務報告準則，此等綜合財務報表之編製基準與二零二二年綜合財務報表所採納之會計政策貫徹一致。本集團採納主要會計政策之概要載於綜合財務報表附註2.4。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and all of its subsidiaries. The financial statements of the subsidiaries are prepared for the same reporting year as that of the Company using consistent accounting policies.

All intra-group balances, transactions, income and expenses and profits and losses resulting from intra-group transactions are eliminated in full. The results of subsidiaries are consolidated from the date on which the Group obtains control and continue to be consolidated until the date that such control ceases.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. 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 the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests at the date when control is lost. The amounts previously recognised in other comprehensive income in relation to the disposed subsidiary are accounted for on the same basis as would be required if the parent had directly disposed of the related assets or liabilities. Any investment retained in the former subsidiary and any amounts owed by or to the former subsidiary are accounted for as a financial asset, associate, joint venture or others as appropriate from the date when control is lost.

2.1 編製基準 (續)

綜合賬項基準

綜合財務報表包括本公司及其所有附屬公司之財務報表。附屬公司之財務報表的報告年度與本公司相同，並採用一致會計政策編製。

所有集團內公司間之結餘、交易和集團內公司間交易所產生的收入及支出、溢利及虧損均全數抵銷。附屬公司之業績自本集團取得控制權之日期起合併，並繼續合併至該控制權終止日期。

擁有權權益變動

倘本集團於附屬公司之擁有權權益出現變動，但並無導致本集團失去對該附屬公司之控制權，則按權益交易入賬。本集團之權益與非控股權益之賬面值會作出調整，以反映其於附屬公司之相關權益之變動。非控股權益之調整款額與已付或已收代價之公平價值兩者間之任何差額，均直接於權益中確認並歸屬於本公司擁有人。

倘本集團失去對附屬公司之控制權，則出售損益按(i)已收代價之公平價值及於失去控制權當日所釐定任何保留權益之公平價值之總額與(ii)該附屬公司之資產(包括商譽)及負債以及任何非控股權益於失去控制權當日之賬面值之差額計算。先前就已出售附屬公司於其他全面收入確認之款額，會按猶如母公司已直接出售相關資產或負債之所需相同基準入賬。自控制權失去當日起，於前附屬公司保留之任何投資及該前附屬公司所結欠或應收之任何金額，入賬列為金融資產、聯營公司、合營企業或其他(如適用)。

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has applied, for the first time, the following new/revised HKFRSs that are relevant to the Group:

Amendments to HKAS 1	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

Amendments to HKAS 1: Disclosure of Accounting Policies

The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies. Management has reviewed the disclosure of accounting policy information and considered it is consistent with the amendments.

The amendments have no effect on the measurement, recognition or presentation of any items in the consolidated financial statements.

Amendments to HKAS 8: Definition of Accounting Estimates

The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

Amendments to HKAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The amendments narrow the scope of the recognition exemption in paragraphs 15 and 24 of HKAS 12 so that it no longer applies to transactions that, on recognition, give rise to equal taxable and deductible temporary differences.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2.2 會計政策及披露之變動

本集團首次應用以下與本集團相關之新訂／經修訂之香港財務報告準則：

香港會計準則 第1號之修訂	會計政策披露
香港會計準則 第8號之修訂	會計估計的定義
香港會計準則 第12號之修訂	與單一交易產生的資產及負債有關的遞延稅項
香港會計準則 第12號之修訂	國際稅務變革—支柱二 示範規則

香港會計準則第1號之修訂：會計政策披露

該修訂要求公司披露重要會計政策資料，而非重大會計政策。管理階層已審閱會計政策資訊的披露並認為其與修訂後的內容一致。

此修訂不會影響綜合財務報表中任何項目的計量、確認或呈列。

香港會計準則第8號之修訂：會計估計的定義

該修訂澄清了公司如何區分會計政策變更與會計估計變更。

採納此修訂對綜合財務報表並無任何重大影響。

香港會計準則第12號之修訂：與單一交易產生的資產及負債有關的遞延稅項

該修訂縮小了香港會計準則第12號第15段和第24段中確認豁免的適用範圍，不再適用於產生同等應納稅和可抵扣暫時性差異的交易。

採納此修訂對綜合財務報表並無任何重大影響。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

Amendments to HKAS 12: International Tax Reform – Pillar Two Model Rules

The amendments provide entities with temporary relief from accounting for deferred taxes arising from the Organisation for Economic Co-operation and Development's Pillar Two model rules. The amendments also introduce targeted disclosure requirements to help investors understand an entity's exposure to income taxes arising from the rules.

The adoption of the amendments does not have any significant impact on the consolidated financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

At the date of authorisation of these consolidated financial statements, the HKICPA has issued the following new/revised HKFRSs that are not yet effective for the current year, which the Group has not early adopted.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to HKAS 1	Non-current Liabilities with Covenants ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 21	Lack of Exchangeability ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2024

² Effective for annual periods beginning on or after 1 January 2025

³ The effective date to be determined

The directors are in the process of assessing the possible impact on the future adoption of the new/revised HKFRSs, but are not yet in a position to reasonably estimate their impact on the Company's consolidated financial statements.

2.2 會計政策及披露之變動 (續)

香港會計準則第12號之修訂：國際稅務變革—支柱二示範規則

該修訂為企業提供了暫時免除由經濟合作與發展組織的支柱二規則架構所產生的遞延稅項。該修訂還引入了有針對性的披露要求，以幫助投資者瞭解企業因規則而面臨的所得稅風險。

採納此修訂對綜合財務報表並無任何重大影響。

2.3 已頒佈但尚未生效之香港財務報告準則

於授權此等綜合財務報表之日，本集團並無提早採納下列香港會計師公會已頒佈但於本年度尚未生效之新訂／經修訂之香港財務報告準則。

香港會計準則第1號之修訂	負債分類為流動或非流動 ¹
香港會計準則第1號之修訂	附有契約的非流動負債 ¹
香港會計準則第7號及香港財務報告準則第7號之修訂	供應商融資安排 ¹
香港財務報告準則第16號之修訂	售後租回的租賃負債 ¹
香港會計準則第21號之修訂	缺乏可兌換性 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注入 ³

¹ 於二零二四年一月一日或之後開始之年度期間生效

² 於二零二五年一月一日或之後開始之年度期間生效

³ 生效日期有待確定

董事正在評估未來採用該等新修訂／經修訂香港財務報告準則之可能影響，惟尚無法合理估計對本公司綜合財務報表之影響。

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES

Subsidiaries

A subsidiary is an entity that is controlled by the Group. 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 reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

In the Company's statement of financial position which is presented within these notes, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the parent of the Group.
- (b) An entity is related to the Group if any of the following conditions applies:
 - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

2.4 重大會計政策概要

附屬公司

附屬公司乃本集團所控制之實體。倘本集團對一個實體所得之可變動回報承擔風險或享有權利，並有能力透過其對該實體之權力影響該等回報時，則本集團對該實體有控制權。倘有事實及情況顯示其中一項或多項控制權因素出現變動時，則本集團會重新評估是否仍然控制該被投資公司。

附屬公司之投資是按成本減值虧損列賬，其呈列於本公司之財務狀況表附註內。倘其高於可收回金額，投資的賬面值按個別基準調減至其可收回金額。附屬公司的業績由本公司按已收及應收股息基準列賬。

關連人士

關連人士為與本集團有關連的個人或實體。

- (a) 該人士為以下人士或以下人士家庭之近親被視為本集團關連人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司主要管理層之成員。
- (b) 該實體被視為本集團關連人士倘符合下列任何條件：
 - (i) 該實體及本集團為相同集團之成員公司（即各母公司、附屬公司及同系附屬公司為互相關連）。
 - (ii) 一個實體是另一實體的聯營或合營企業（或另一實體為成員公司之集團旗下成員公司之聯營或合營企業）。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Related parties (continued)

(b) (continued)

- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity and include:

- (a) that person's children and spouse or domestic partner;
- (b) children of that person's spouse or domestic partner; and
- (c) dependants of that person or that person's spouse or domestic partner.

In the definition of a related party, an associate includes subsidiaries of the associate and a joint venture includes subsidiaries of the joint venture.

2.4 重大會計政策概要 (續)

關連人士 (續)

(b) (續)

- (iii) 兩個實體皆為相同第三方之合營企業。
- (iv) 一個實體為第三方實體之合營企業，而另一實體為該第三方實體之聯營公司。
- (v) 有關實體為本集團或與本集團有關連之實體為僱員福利而設之離職後福利計劃。
- (vi) 有關實體受(a)項所述人士控制或共同控制。
- (vii) 於(a)(i)項所述人士可對該實體有重大影響力或是該實體(或該實體之母公司)之主要管理層之成員。
- (viii) 該實體或該實體所屬集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

該人士之近親為可能被預期與實體進行交易時影響該人士或受該人士影響之該等家庭成員並包括：

- (a) 該人士之子女及配偶或家庭夥伴；
- (b) 該人士之配偶或家庭夥伴之子女；及
- (c) 該人士或該人士之配偶或家庭夥伴之家屬。

在關連人士的定義，聯營公司包括該聯營附屬公司，而合營企業包括該合營企業附屬公司。

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment are stated at cost or valuation less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation.

Land and buildings are stated at revalued amount, being the fair value at the date of valuation less accumulated depreciation and accumulated impairment losses. Valuations are performed frequently to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. Decrease in valuation are first offset against increase on earlier valuations in respect of the same asset and are thereafter charged to profit or loss. Any subsequent revaluation surplus is credited to profit or loss to the extent of the deficit previously charged and thereafter to revaluation reserve.

Depreciation is calculated on the straight-line basis to write off the cost or valuation of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Land and buildings	2% to 2.7%
Land lease premium	2.7%
Office premises	33.33%
Leasehold improvements	2.5% to 30%
Plant and machinery	10% to 25%
Furniture, fixtures and office equipment	10% to 30%
Motor vehicles	20% to 25%
Moulds	20% to 33.33%

2.4 重大會計政策概要 (續)

物業、廠房及設備

物業、廠房及設備乃以成本或估值減累計折舊及減值虧損後列賬。物業、廠房及設備項目之成本包括購買價及將該資產達至所定之運作情況及地點之任何直接成本。維修及保養費用均自費用產生年度從損益賬扣除。倘達到確認標準，則大型檢查的開支會於資產賬面值中資本化作為一項替換。倘須分期替換物業、廠房及設備的主要部份，則本集團會將該等部分確認為有特定可使用年期及折舊的個別資產。

土地及樓宇乃按重估值列賬，即以估值日期之公平價值減累積折舊及累積減值虧損。重估資產之公平價值會進行頻密之評估以確保不會與其賬面值有重大差別。物業、廠房及設備之價值改變以固定資產重估儲備之變動處理。估值減少乃首先用於抵銷有關同一資產之較早估值增加，而其後於損益賬扣除。其後重估產生之任何盈餘則計入損益賬，惟不得超出先前所扣除之虧蝕數額及其後至重估儲備。

各項物業、廠房及設備之折舊乃以直線法按其估計可使用年期撇銷其成本或估值計算。用以計算折舊之主要年率如下：

土地及樓宇	2%至2.7%
土地租賃費用	2.7%
辦公室	33.33%
租賃物業裝修	2.5%至30%
廠房及機器	10%至25%
傢俬、裝置及辦公室設備	10%至30%
汽車	20%至25%
模具	20%至33.33%

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Property, plant and equipment (continued)

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each reporting period.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset. On disposal of a revaluated asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. 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.

As lessee

The Group applies the recognition exemption to short-term leases and low-value asset leases. Lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

The Group has elected not to separate non-lease components from lease components, and accounts for each lease component and any associated non-lease components as a single lease component.

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component.

2.4 重大會計政策概要 (續)

物業、廠房及設備 (續)

倘若物業、廠房及設備項目之部份具不同使用期限，該項目之成本按合理基準劃分並分開計提折舊。剩餘價值、可使用年期及折舊方法最少於每個報告期末作審閱及在適當時進行調整。

物業、廠房及設備及其他重要部份項目的初步確認，乃於出售後或當預期繼續使用該資產將不會產生未來經濟利益時取消確認。在取消確認該資產的年度於損益賬確認其出售或棄用的數額即出售相關資產所得款項淨額與賬面值之差額。出售已重估之資產時，將先前估值的資產重估儲備中之有關部份將轉撥至保留溢利作儲備變動處理。

租賃

本集團於合約初始時評估合約是否為或包含租賃。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，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃應用確認豁免。該等租賃相關的租賃付款按直線法於租賃期內確認為開支。

本集團已選擇不從租賃組成部分中分離出非租賃組成部分，並對各個租賃組成部分及任何相關非租賃組成部分入賬作為單獨租賃組成部分。

本集團對於租賃合約內各個租賃組成部分單獨入賬作為一項租賃。本集團根據租賃組成部分的相對單獨價格將合約代價分配至各個租賃組成部分。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

Amounts payable by the Group that do not give rise to a separate component are considered to be part of the total consideration that is allocated to the separately identified components of the contract.

The Group recognises a right-of-use asset and a lease liability at the commencement date of the lease.

The right-of-use asset is initially measured at cost, except for leasehold land and buildings, which comprises

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the right-of-use asset (unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise a purchase option – in which case depreciation is provided over the estimated useful life of the underlying asset) as follows:

Office Premises	3 years
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2.4 重大會計政策概要 (續)

租賃 (續)

作為承租人 (續)

本集團未產生單獨組成部分之應付款項被視作分配至合約單獨可識別組成部分之總代價之一部分。

本集團於租賃開始日期確認使用權資產及租賃負債。

除租賃土地及樓宇外使用權資產乃按成本進行初始計量，其中包括：

- 租賃負債的初始計量金額；
- 於開始日期或之前所作的任何租賃付款，減已收取的任何租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產，恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態將予產生的估計成本，除非彼等成本乃因生產存貨而產生。

隨後，使用權資產按成本減任何累計折舊及任何累計減值虧損計量，並就租賃負債的任何重新計量作出調整。於租賃期及使用權資產之估計可使用年期之較短者按直線法計提折舊（相關資產的所有權轉移至本集團或倘使用權資產的成本反映本集團將行使購買選擇權—於該情況下，將於相關資產之估計可使用年內計提折舊）如下：

辦公室	3年
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綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

Right-of-use asset related to leasehold land and buildings where the Group is the registered owner of the leasehold interest are carried at revalued amount, details of which is set out under property, plant and equipment paragraph above.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date of the contract.

The lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

- (a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- (b) variable lease payments that depend on an index or a rate;
- (c) amounts expected to be payable under residual value guarantees;
- (d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- (e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, or where it is not readily determinable, the incremental borrowing rate of the lessee.

Subsequently, the lease liability is measured by increasing the carrying amount to reflect interest on the lease liability and by reducing the carrying amount to reflect the lease payments made.

2.4 重大會計政策概要 (續)

租賃 (續)

作為承租人 (續)

有關租賃的土地及樓宇及本集團為登記的擁有人的使用權資產會以重估金額計量，詳情已載於上述物業、廠房及設備的段落中。

租賃負債乃按於合約開始日期尚未支付之租賃付款現值進行初始計量。

計入租賃負債計量的租賃付款包括下列於租賃期內使用相關資產使用權權利且於開始日期尚未支付之付款：

- (a) 固定付款 (包括實質性固定付款) 減任何應收租賃優惠；
- (b) 取決於一項指數或比率之可變租賃付款；
- (c) 根據剩餘價值擔保預期應付之款項；
- (d) 購買權的行使價 (倘本集團合理確定行使該等權利)；及
- (e) 終止租賃的罰款付款 (倘租賃條款反映本集團行使終止權終止租賃)。

租賃付款使用租賃的隱含利率貼現，或倘該利率無法可靠地釐定，則採用承租人之增量借貸利率。

隨後，租賃負債透過增加賬面值以反映租賃負債之利息及調減賬面值以反映已付的租賃付款進行計量。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

The lease liability is remeasured using a revised discount rate when there are changes to the lease payments arising from a change in the lease term or the reassessment of whether the Group will be reasonably certain to exercise a purchase option.

The lease liability is remeasured by using the original discount rate when there is a change in the residual value guarantee, the in-substance fixed lease payments or the future lease payments resulting from a change in an index or a rate (other than floating interest rate). In case of a change in future lease payments resulting from a change in floating interest rates, the Group remeasures the lease liability using a revised discount rate.

The Group recognises the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset. If the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the remeasurement in profit or loss.

A lease modification is accounted for as a separate lease if

- (a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- (b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

2.4 重大會計政策概要 (續)

租賃 (續)

作為承租人 (續)

當租賃期出現變動而產生租賃付款變動或重新評估本集團是否將合理確定行使購買選擇權時，租賃負債使用經修訂貼現率進行重新計量。

倘餘值擔保出現變動，租賃負債使用原先貼現率，實質性之固定租賃付款或因指數或比率（不包括浮動利率）變動導致之未來租賃付款重新計量。倘因浮動利率變動導致未來租賃付款變動，本集團使用經修訂貼現率重新計量租賃負債。

本集團將租賃負債之重新計量金額確認為對使用權資產之調整。倘使用權資產賬面值減少至零且於租賃負債計量進一步調減，本集團將於損益中確認任何重新計量之剩餘金額。

倘出現以下情況，租賃修改則作為單獨租賃入賬：

- (a) 該修改透過增加一項或以上相關資產之使用權利而擴大租賃範圍；及
- (b) 租賃代價增加之金額相當於經擴大範圍對應之單獨價格及為反映特定合約之情況而對該單獨價格進行之任何適當調整。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

When a lease modification is not accounted for as a separate lease, at the effective date of the lease modification,

- (a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.
- (b) the Group determines the lease term of the modified contract.
- (c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.
- (d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.
- (e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

2.4 重大會計政策概要 (續)

租賃 (續)

作為承租人 (續)

當租賃修改並未於租賃修改生效日期作為單獨租賃入賬。

- (a) 本集團根據上述相對單獨價格將代價分配至經修訂合約。
- (b) 本集團釐定經修訂合約之租賃期。
- (c) 本集團透過於經修訂租賃期使用經修訂貼現率對經修訂租賃付款進行貼現以重新計量租賃負債。
- (d) 就縮減租賃範圍之租賃修改而言，本集團透過減少使用權資產之賬面值將租賃負債之重新計量計入損益，以反映部分或全面終止該租賃及於損益中確認任何與部分或全面終止該租賃相關之收益或虧損。
- (e) 就所有其他租賃修改而言，本集團透過對使用權資產作出相應調整，對租賃負債進行重新計量。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis, except for financial assets mandatorily measured at fair value through profit or loss ("FVPL") which are accounted for on the settlement date basis.

A financial asset is derecognised when and only when (i) the Group's contractual rights to future cash flows from the financial asset expire or (ii) the Group transfers the financial asset and either (a) it transfers substantially all the risks and rewards of ownership of the financial asset, or (b) it neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset but it does not retain control of the financial asset.

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.

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 the financial asset to the extent of its continuing involvement and an associated liability for amounts it may have to pay.

Classification and measurement

Financial assets (except for trade receivables without a significant financing component) are initially recognised at their fair value plus, in the case of financial assets not carried at FVPL, transaction costs that are directly attributable to the acquisition of the financial assets. Such trade receivables are initially measured at their transaction price.

2.4 重大會計政策概要 (續)

金融工具

金融資產

確認及終止確認

金融資產乃當且僅當本集團成為該等工具之合約條文一方時按交易日之基準確認，以結算日基準列賬之金融資產按公平價值計入損益（「FVPL」）除外。

金融資產被終止確認乃當且僅當(i)本集團於獲取金融資產未來現金流量之合約權利到期；或(ii)本集團轉讓金融資產及(a)本集團已轉讓金融資產擁有權的絕大部份風險及回報；或(b)本集團既無轉讓也不保留金融資產擁有權的絕大部份風險及回報但集團不會保留對金融資產之控制權。

倘本集團保留轉讓資產擁有權的絕大部份風險及回報，則繼續確認此金融資產，同時也確認收到之款項作為抵押貸款。

如本集團既無轉讓也不保留金融資產擁有權的絕大部份風險及回報但集團不會保留對金融資產之控制權，本集團會確認此金融資產，惟不得超出持續參與及需要支付的相關負債。

分類及計量

金融資產(除並無重大融資部份的應收賬項外)於首次確認時均按公平價值釐訂，倘金融資產並非按公平價值計入損益列賬，則加上收購金融資產時直接歸屬之交易成本。並無重大融資部份的應收賬項首次按交易價格計量。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and measurement (continued)

On initial recognition, a financial asset is classified as (i) measured at amortised cost; (ii) debt investment measured at fair value through other comprehensive income ("Mandatory FVOCI"); (iii) equity investment measured at fair value through other comprehensive income ("Designated FVOCI"); or (iv) measured at FVPL.

The classification of financial assets at initial recognition depends on the Group's business model for managing the financial assets and the financial asset's contractual cash flow characteristics. Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing them, in which case all affected financial assets are reclassified on the first day of the first annual reporting period following the change in the business model.

1) Financial assets measured at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVPL:

- (i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- (ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses arising from impairment, derecognition or through the amortisation process are recognised in profit or loss.

The Group's financial assets at amortised cost include bank balances and cash, trade receivables and deposits and other receivables.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產 (續)

分類及計量 (續)

首次確認時，金融資產分類為(i)按攤銷成本計量；(ii)按公平價值計入其他全面收益的債務工具（「強制性FVOCI」）；(iii)按公平價值計入其他全面收益的權益工具（「指定FVOCI」）；或(iv)按FVPL。

金融資產於首次確認的分類基於本集團管理該金融資產業務模式以及合約現金流量的特徵而確定。金融資產於首次確認後不會進行重新分類，除非本集團改變管理該金融資產的業務模式。在此情況下，所有受影響的金融資產在業務模式發生變化後的第一個年度報告期的第一天重新分類。

1) 按攤銷成本計量之金融資產

若金融資產符合下列兩個條件且並未指定為按FVPL，則按攤銷成本計量：

- (i) 其持有的業務模式目的是持有金融資產以收取合約現金流量；及
- (ii) 其合約條款於指定日期產生現金流量，這些現金流量僅為本金及未償還本金之利息之付款。

按攤銷成本計量的金融資產其後採用實際利率法計量，並須予減值。由減值、終止確認或攤銷過程產生的收益及虧損於損益賬確認。

本集團按攤銷成本計量的金融資產包括銀行結餘及現金、應收賬項及按金及其他應收款項。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and measurement (continued)

2) Financial assets at FVPL

These investments include financial assets that are not measured at amortised cost or FVOCI, including financial assets held for trading, financial assets designated upon initial recognition as at FVPL, financial assets resulting from a contingent consideration arrangement in a business combination to which HKFRS 3 applies and financial assets that are otherwise required to be measured at FVPL. They are carried at fair value, with any resultant gain and loss recognised in profit or loss, which does not include any dividend or interest earned on the financial assets.

A financial asset is classified as held for trading if it is:

- (i) acquired principally for the purpose of selling it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Financial assets are designated at initial recognition as at FVPL only if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases.

The Group's financial assets mandatorily measured at FVPL include club membership.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產 (續)

分類及計量 (續)

2) 按FVPL之金融資產

該等投資包括並非按攤銷成本或FVOCI計量的金融資產，包括持作買賣及於首次確認時指定按FVPL計量之金融資產，以及香港財務報告準則第3號的業務合併之或然代價安排所產生的金融資產，以及毋須按公平值計入損益的金融資產。它們按公平價值列賬，任何由此產生的收益及虧損於損益賬確認，其不包括金融資產所賺取的任何股息或利息。

倘金融資產分類為持作買賣：

- (i) 被購入之主要目的為於短期內出售；
- (ii) 屬於共同管理之已識別金融工具組合之一部份，並其於近期在首次確認時有短期獲利的實際模式之證據；或
- (iii) 屬於非財務擔保合約或非指定及有效對沖工具之衍生工具。

倘該分類會消除或明顯減少按不同基準計量資產或負債或確認其收益或虧損所產生之不一致計量或確認，則金融資產於初步確認時指定為按FVPL。

本集團強制按FVPL計量的金融資產包括會所會籍。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses (“ECL”) on financial assets that are measured at amortised cost. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

Measurement of ECL

ECL is a probability-weighted estimate of credit losses (i.e. the present value of all cash shortfalls) over the expected life of the financial instrument.

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 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.

Where ECL is measured on a collective basis, the financial instruments are grouped based on the following one or more shared credit risk characteristics:

- (i) past due information
- (ii) nature of instrument
- (iii) nature of collateral
- (iv) industry of debtors
- (v) geographical location of debtors
- (vi) external credit risk ratings

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產及其他項目減值

本集團確認按攤銷成本計量的金融資產預期信貸虧損（「預期信貸虧損」）的虧損撥備。除以下特別處理之詳述外，於各報告日期，倘該金融資產自首次確認起信貸風險大幅上升，本集團按相等於全期信貸虧損的金額計量金融資產的虧損撥備。倘金融資產信貸風險自首次確認起並無大幅上升，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資產的虧損撥備。

預期信貸虧損計量

預期信貸虧損為對金融工具預期年期信貸虧損的概率加權估計（即所有現金不足額現值）。

如屬金融資產，信貸虧損為根據合約應付實體合約現金流量與實體預期收取現金流量之間的差額現值。

全期信貸虧損指於金融工具預期年內所有可能違約事件將引致的預期信貸虧損，而十二個月預期信貸虧損為全期預期信貸虧損的部份，指預期在報告日期後十二個月內因金融工具違約事件而可能引致的信貸虧損。

當預期信貸虧損共同計量時，金融工具會根據下列一項或多項基準之共同信貸風險特徵進行分組：

- (i) 過往逾期資料
- (ii) 工具性質
- (iii) 抵押性質
- (iv) 債務人行業
- (v) 債務人地區位置
- (vi) 外部信貸風險評級

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Measurement of ECL (continued)

Loss allowance is remeasured at each reporting date to reflect changes in the financial instrument's credit risk and loss since initial recognition. The resulting changes in the loss allowance are recognised as an impairment gain or loss in profit or loss with a corresponding adjustment to the carrying amount of the financial instrument, except in the case of Mandatory FVOCI, the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

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 the Group may not receive the outstanding contractual amounts in full if the financial instrument that meets any of the following criteria.

- (i) 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); or
- (ii) there is a breach of financial covenants by the counterparty.

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.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產及其他項目減值 (續)

預期信貸虧損計量 (續)

信貸虧損於各報告期末重新計量，以反映自首次確認起金融工具信貸風險及虧損的變化。信貸虧損變動與金融工具賬面值之相應調整之減值收益或虧損於損益賬確認，惟倘強制性FVOCI之虧損撥備於其他全面收入確認及於公平價值儲備累計(可轉回)。

違約定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，乃因過往經驗顯示倘金融工具符合任何下列準則，本集團或未能悉數收回未償還合約金額：

- (i) 內部產生或獲取自外部來源的資料顯示，債務人不太可能向其債權人(包括本集團)悉數支付(不考慮本集團持有的任何抵押)；或
- (ii) 對方違反財務契諾。

不論上文分析，本集團認為當金融資產逾期超過九十天時，即屬發生違約，除非本集團有合理而有理據資料顯示較寬鬆違約標準更為適用。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Assessment of 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 as at the reporting date with the risk of a default occurring on the financial instrument as 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. In particular, the following information is taken into account in the assessment:

- the debtor's failure to make payments of principal or interest on the due dates;
- an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial instrument has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Notwithstanding 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.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產及其他項目減值 (續)

評估信貸風險顯著上升

於評估金融工具信貸風險是否自首次確認起顯著上升時，本集團將金融工具於報告日期發生之違約風險與金融工具於首次確認日期發生之違約風險比較。作出評估時，本集團考慮合理而有理據的定量及定性資料，包括歷史經驗及毋須花費過度成本或工作而可獲得的前瞻性資料。具體而言，評估時將考慮以下資料：

- 債務人於到期日未能償還本金或利息；
- 金融工具外部或內部信貸評級的實際或預期顯著轉差（如有）；
- 債務人的實際或預期經營業績顯著轉差；及
- 技術、市場、經濟或法律環境之實際或預期變動，使債務人償還本集團債務的能力受到重大不利影響。

不論上述評估結果，本集團假定，當合約付款逾期超過30日，金融工具的信貸風險自初步確認以來已顯著上升。

儘管存在上述情況，倘金融工具於報告日期確定為低信貸風險，本集團假定金融工具之信貸風險自首次確認起並無顯著上升。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Low credit risk

A financial instrument is determined to have low credit risk if:

- (i) it has a low risk of default;
- (ii) the borrower 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.

As detailed in note 32(b) to the consolidated financial statements, other receivables are determined to have low credit risk.

Simplified approach of ECL

For trade receivables without a significant financing components or otherwise for which the Group applies the practical expedient not to account for the significant financing components, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產及其他項目減值 (續)

低信貸風險

金融工具確定為低信貸風險倘：

- (i) 其違約風險低；
- (ii) 借方有強大能力於短期內滿足其合約現金流量責任；及
- (iii) 較長期的經濟及業務狀況不利變動未必將削弱借方履行其合約現金流量責任的能力。

如載於綜合財務報表附註32(b)，其他應收款項被定明為低的信貸風險。

預期信貸虧損簡化方法

就應收賬項而言，概無重大融資成份或者本集團應用權宜之計不計入重大融資成份，本集團採用簡化方法計算預期信貸虧損。本集團於各報告日期按全期預期信貸虧損確認虧損撥備，並根據其過往信貸虧損經驗建立撥備矩陣，並就債務人及經濟環境特定的前瞻性因素進行調整。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Impairment of financial assets and other items (continued)

Credit-impaired financial asset

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 include observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower.
- (b) a breach of contract, such as a default or past due event.
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.
- (e) the disappearance of an active market for that financial asset because of financial difficulties.
- (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

Write-off

The Group writes off a financial asset when the Group has no reasonable expectations of recovering the contractual cash flows on a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities under the Group's procedures for recovery of amounts due, taking into account legal advice if appropriate. Any subsequent recovery is recognised in profit or loss.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融資產及其他項目減值 (續)

信貸減值之金融資產

當一項或多項對金融資產估計未來現金流量產生不利影響的事件發生時，該金融資產為信貸減值。金融資產信貸減值證據包括以下事件之可觀察數據：

- (a) 發行人或借款人出現嚴重財務困難。
- (b) 違反合約，例如違約或逾期事件。
- (c) 借款人的貸款人出於與借款人財務困難相關經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠。
- (d) 借款人很有可能破產或進行其他財務重組。
- (e) 由於財政困難，該金融資產之活躍市場因而消失。
- (f) 以高折扣購買或發行金融資產，反映已發生的信貸虧損。

撇銷

倘本集團並無合理預期收回全部或部分金融資產之合約現金流量時，撇減金融資產。本集團預期收回已撇銷之金額並不顯著。然而，所撇銷之金融資產仍可能根據本集團收回應收金額的程序受強制執行活動所限，且在適當時參考法律意見。任何隨後收回乃於損益賬確認。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities

Recognition and derecognition

Financial liabilities are recognised when and only when the Group becomes a party to the contractual provisions of the instruments.

A financial liability is derecognised when and only when the liability is extinguished, that is, when the obligation specified in the relevant contract is discharged, cancelled or expires.

Classification and measurement

Financial liabilities are initially recognised at their fair value plus, in the case of financial liabilities not carried at FVPL, transaction costs that are directly attributable to the issue of the financial liabilities.

The Group's financial liabilities include trade and other payables, interest-bearing bank and other borrowings, financial liabilities at FVPL and lease liabilities. All financial liabilities, except for financial liabilities at FVPL, 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 insignificant, in which case they are stated at cost.

Financial liabilities at FVPL include financial liabilities held for trading, financial liabilities designated upon initial recognition as at FVPL and financial liabilities that are contingent consideration of an acquirer in a business combination to which HKFRS 3 applies. They are carried at fair value, with any resultant gain and loss (excluding interest expenses) recognised in profit or loss, except for the portion of fair value changes of financial liabilities designated at FVPL that are attributable to the credit risk of the liabilities which is presented in other comprehensive income unless such treatment would create or enlarge an accounting mismatch in profit or loss. The amounts presented in other comprehensive income shall not be subsequently transferred to profit or loss. Upon derecognition, the cumulative gain or loss is transferred directly to accumulated profits or losses. Interest expenses are presented separately from fair value gain or loss.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融負債

確認及終止確認

當且僅當本集團成為工具合約條款的訂約方及於交易日，金融負債予以確認。

當且僅當責任消除時，即相關合同中規定的義務被解除、取消或到期時，金融負債才終止確認。

分類及計量

金融負債於首次確認時按公平價值，倘金融負債並非按FVPL列賬，則加上發行金融負債時直接歸屬之交易成本。

本集團之金融負債包括應付賬項及其他應付款項，帶息銀行及其他借貸、按FVPL之金融負債及租賃負債。除按FVPL之金融負債，所有金融負債首次按其公平價值確認，及其後以實際利率按攤銷成本法計量，惟倘折現之影響並不重大，則按成本列賬。

於利潤表按FVPL之金融負債包括持作買賣之金融負債、於初步確認時指定於利潤表按FVPL之金融負債及業務合併中或然代價安排產生之金融負債(香港財務報告準則第3號適用)，以公平價值列帳，所產生之任何盈虧(不包括利息開支)於利潤表確認，惟不包括於其他綜合收入中呈列之負債信貸風險所產生之指定於利潤表按FVPL之金融負債變動部分，除非有關處理將構成或擴大損益的會計錯配。於其他綜合收入所呈列之金額其後不得轉移至利潤表。於終止確認後，累計收益或虧損已直接轉移至累計利潤表。利息開支與公平價值收益或虧損分開呈列。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities (continued)

Classification and measurement (continued)

A financial liability is classified as held for trading if it is:

- (i) incurred principally for the purpose of repurchasing it in the near term;
- (ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or
- (iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the asset and settle the liability simultaneously.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises cost of direct materials and labour and a proportion of manufacturing overheads. Net realisable value is the estimated selling prices in the ordinary course of business less any estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period of the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2.4 重大會計政策概要 (續)

金融工具 (續)

金融負債 (續)

分類及計量 (續)

金融負債如屬以下各項，則分類為持作買賣：

- (i) 產生之主要目的為於短期內購回；
- (ii) 於初始確認時，其集中管理且有跡象顯示近期出現實際短期獲利之已識別財務工具組合之一部分；或
- (iii) 並非財務擔保合約或並非指定有效對沖工具之衍生工具。

抵銷金融工具

倘現時存在一項可依法執行的權利，可抵銷已確認金額，且亦有意以淨額結算或同時變現資產及償付債務，則財務資產及負債均可予抵銷，並將淨金額列入綜合財務狀況表內。

存貨

存貨按成本值及可變現淨值之較低者列賬。成本值以先進先出基準計算，倘為在製品及製成品，則成本包括直接材料、勞工及製造成本之部份。可變現淨值乃估計日常業務過程中售價減預期必要完成及出售之成本計算。

出售存貨時，該等存貨的賬面值於有關收入確認期間內確認為開支。存貨撇減至可變現淨值的任何金額及所有存貨虧損均於撇減或虧損發生期間內確認為開支。任何存貨撇減的任何撥回，於其撥回期間確認為開支。

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been generally within three months of maturity at acquisition, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For classification in the consolidated statements of financial position, bank balances and cash represent assets similar in nature to cash and which are not restricted as to use.

Impairment of non-financial assets

At the end of each reporting period, the Group reviews internal and external sources of information to assess whether there is any indication that its property, plant and equipment and right-of-use assets may be impaired or impairment loss previously recognised no longer exists or may be reduced. If any such indication exists, the recoverable amount of the asset is estimated, based on the higher of its fair value less costs of disposal and value in use. Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the smallest group of assets that generates cash flows independently (i.e. cash-generating unit).

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately, except where the relevant asset is carried at revalued amount in which case the impairment loss is treated as a revaluation decrease in accordance with the accounting policy relevant to that asset.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately, except where the relevant asset is carried at revalued amount, in which case the reversal of impairment loss is treated as a revaluation increase in accordance to the accounting policy relevant to the asset.

2.4 重大會計政策概要 (續)

現金及現金等值項目

於編製綜合現金流量表時，現金及現金等值項目包括現金及按要求之存款及短期高度流通之投資，該等投資可隨時兌換為可知數額之現金，而該等現金毋須承受價值變動之重大風險，並一般在購入後三個月內到期，及減去按要求償還之銀行透支，而該等投資乃本集團現金管理的一部份。

於綜合財務狀況表分類時，銀行結餘及現金指現金性質與資產類似，其用途並無限制。

非金融資產減值

於每個報告期末，本集團檢討內部及外部資料以評估是否有任何跡象顯示其物業、廠房及設備及使用權資產是否已出現減值，或先前已確認之減值虧損不再存在或可能已經減少。倘存在任何有關跡象，將根據資產公平價值減出售成本與可使用價值兩者中之較高者，估計該等資產之可收回金額。倘不可能估計個別資產之可收回金額，則本集團就獨立產生現金流量之最小資產組別（即現金產生單位）估計可收回金額。

倘本集團估計某項資產或現金產生單位之可收回金額低於其賬面值，則該項資產或現金產生單位之賬面值須減低至其可收回金額。減值虧損乃隨即確認為開支。除非該相關資產以重估價值列賬，在此情況下，減值虧損根據有關會計政策被視作相關資產之重估減少。

減值虧損之撥回以過往年度並無確認減值虧損情況下應以釐定之資產或現金產生單位之賬面值為限。減值虧損之撥回乃隨即於損益賬確認為收入。除非該相關資產以重估價值列賬，在此情況下，減值虧損之撥回根據有關會計政策被視作相關資產之重估增加。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made. Expenditures for which a provision has been recognised are charged against the related provision in the year in which the expenditures are incurred. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount provided is the present value of the expenditures expected to be required to settle the obligation. Where the Group expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period in the countries where the Group operates and generated taxable income.

Deferred tax is provided using the liability method on all temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the end of the reporting period.

2.4 重大會計政策概要 (續)

撥備

倘本集團因過往事件而承擔現時之法定或推定責任，倘履行該責任很可能需要經濟利益之資源流出，及倘該責任之金額可予可靠地估計，則確認撥備。已確認撥備之支出乃於產生支出年度與有關撥備互相抵銷。撥備乃於每個報告期末覆核，並作出調整，以反映當前之最佳估計。倘貨幣時值之影響重大，撥備之金額則為履行責任預期所需支出之現值。倘本集團預期撥備將獲償付，則償付款項確認為單獨資產，惟僅於實際上確定償付時方予確認。

所得稅

所得稅包括本期及遞延稅項。有關損益賬外確認項目的所得稅，不論是否在其他全面收入或直接於權益內確認。

本期間及過往期間的本期稅項資產及負債，乃用已制定或於報告期末大致制定的稅率及稅法，並以本集團業務所在國家及產生之應課稅溢利，按預期退回或付予稅務機關的金額計算。

於報告期末，資產與負債的稅基與作為財務申報用途的資產與負債賬面值之間的所有暫時性差異，須按負債法遞延稅項撥備。

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Income tax (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

2.4 重大會計政策概要 (續)

所得稅 (續)

所有應課稅暫時性差異均會確認為遞延稅項負債，惟以下情況例外：

- 倘若遞延稅項負債的起始時確認為由非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對於涉及附屬公司之投資的應課稅暫時性差異而言，撥回暫時性差異的時間可以控制，而暫時性差異不甚可能在可見將來撥回。

對於所有可予扣減之暫時性差異、承前未動用稅項抵免及未動用稅項虧損，可確認遞延稅項資產。若日後有可能出現應課稅溢利，可用以抵扣該等可予扣減暫時性差異、承前未動用稅項抵免及未動用稅項虧損，則可確認遞延稅項資產，惟以下情況例外：

- 倘若有關可予扣減暫時性差異的遞延稅項資產的起因是起始時確認為由非業務合併交易產生之資產或負債，而於進行交易時對會計溢利或應課稅溢利或虧損均無影響；及
- 對於涉及附屬公司之投資之權益的應課稅暫時性差異而言，只有在暫時性差異有可能在可見將來撥回，而且有可能出現應課稅溢利，可用以抵扣該等暫時性差異時，方會確認遞延稅項資產。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Income tax (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 profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Revenue recognition

Revenue from contracts with customers within HKFRS 15

Nature of goods

The nature of the goods provided by the Group comprises sales of precision parts and components.

2.4 重大會計政策概要 (續)

所得稅 (續)

遞延稅項資產的賬面值，在每個報告期末予以審閱，及若不再可能有足夠應課稅溢利用以抵扣全部或部分相關遞延稅項資產，則扣減遞延稅項資產賬面值。未被確認的遞延稅項資產會於各報告期末重新評估，並在可能有足夠應課稅溢利以收回全部或部分遞延稅項資產時予以確認。

確認資產或償還負債的年度預期適用的稅率，會用作計量遞延稅項資產及負債，並以報告期末當日已經制定或大致制定的稅率及稅法基準。

倘現有可依法執行權利，容許本期稅項資產抵銷本期稅項負債，而該遞延稅項涉及同一稅務實體及同一稅務機關，則遞延稅項資產及遞延稅項負債予以對銷。

收入確認

香港財務報告準則第15號來自客戶合約之收入

貨品性質

本集團提供之貨品性質包括銷售精密零部件。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers within HKFRS 15 (continued)

Identification of performance obligations

At contract inception, the Group assesses the goods promised in a contract with a customer and identifies as a performance obligation each promise to transfer to the customer either:

- (a) a good (or a bundle of goods) that is distinct; or
- (b) a series of distinct goods that are substantially the same and that have the same pattern of transfer to the customer.

A good that is promised to a customer is distinct if both of the following criteria are met:

- (a) the customer can benefit from the good either on its own or together with other resources that are readily available to the customer (i.e. the good is capable of being distinct); and
- (b) the Group's promise to transfer the good to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the good is distinct within the context of the contract).

2.4 重大會計政策概要 (續)

收入確認 (續)

香港財務報告準則第15號來自客戶合約之收入 (續)

識別履約責任

於合約訂立時，本集團評估與客戶合約中承諾的貨品，並將每項轉移給客戶的承諾確認為履約責任：

- (a) 不同的貨品(或一批貨品)；或
- (b) 一系列不同但基本上相同的貨品，並以相同模式轉移給客戶。

如符合以下兩項條件，則承諾給客戶的貨品是不同的：

- (a) 客戶可受惠於以其本身或連同其他資源即時可獲取的貨品(即貨品能夠區分)；及
- (b) 本集團向客戶轉移貨品的承諾可與合約中的其他承諾分開識別(即轉移貨品的承諾在合約範圍內是不同的)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers within HKFRS 15 (continued)

Timing of revenue recognition

Revenue is recognised when (or as) the Group satisfies a performance obligation by transferring a promised good (i.e. an asset) to a customer. An asset is transferred when (or as) the customer obtains control of that asset.

The Group transfers control of a good over time and, therefore, satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

- (a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- (b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or
- (c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If a performance obligation is not satisfied over time, the Group satisfies the performance obligation at a point in time when the customer obtains control of the promised asset. In determining when the transfer of control occurs, the Group considers the concept of control and such indicators as legal title, physical possession, right to payment, significant risks and rewards of ownership of the asset, and customer acceptance.

Sales of precision parts and components are recognised at a point in time at which the customer obtains the control of the promised asset, which generally coincides with the time when the goods are delivered to customers and the title is passed.

2.4 重大會計政策概要 (續)

收入確認 (續)

香港財務報告準則第15號來自客戶合約之收入 (續)

收入確認時間

收入於(或由於)本集團藉向客戶轉移承諾貨品(即資產)而履行合約責任時確認。資產轉移於(或由於)客戶獲得該資產的控制權。

如符合以下其中一項標準，本集團隨時間推移轉移貨品控制權，因而隨時間推移履行履約責任及確認收入：

- (a) 於本集團履約時，客戶同時收取及消耗本集團履行所提供之利益；
- (b) 本集團履行創造或增強資產，客戶隨著資產創造或增強客戶對資產控制權(如在製品)；或
- (c) 本集團履約並無創造對本集團具有替代用途的資產，而本集團擁有迄今已完成履行付款的可強制執行權利。

倘履行履約責任並不是隨時間推移，本集團於客戶取得承諾資產控制權的某一時點履行履約責任。於釐定何時發生控制權轉移時，本集團考慮控制權概念以及法定所有權、實際擁有權、支付權利、資產擁有權的重大風險及回報以及客戶接受程度等指標。

銷售精密零部件於客戶取得承諾資產控制權的某一時點確認，一般與貨品交付到客戶及轉移所有權時間一致。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Interest income

Interest income from financial assets is recognised using the effective interest method. For financial assets measured at amortised cost or Mandatory FVOCI that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the assets while it is applied to the amortised cost (i.e. the gross carrying amount net of loss allowance) in case of credit-impaired financial assets.

Contract assets and contract liabilities

If the Group performs by transferring goods to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. Conversely, if a customer pays consideration, or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good to the customer, the contract is presented as a contract liability when the payment is made or the payment is due (whichever is earlier). A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

For a single contract or a single set of related contracts, either a net contract asset or a net contract liability is presented. Contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

For sales of precision parts and components, it is common for the Group to receive from the customer the whole or some of the contractual payments when the goods are delivered (i.e. the timing of revenue recognition for such transactions). The Group recognises a contract liability until it is recognised as revenue. During that period, any significant financing components, if applicable, will be included in the contract liability and will be expensed as accrued unless the interest expense is eligible for capitalisation.

2.4 重大會計政策概要 (續)

收入確認 (續)

利息收入

利息收入是按金融資產使用實際利率法確認。就按攤銷成本或強制性FVOCI計量且並無出現信貸減值的金融資產而言，按資產的總賬面值採用實際利率。就出現信貸減值的金融資產而言，資產的攤銷成本（即扣除虧損撥備的總賬面值）採用實際利率。

合約資產及合約負債

倘客戶支付代價之前或付款到期之前，本集團履行移交貨品至客戶，該合約呈列為合約資產（不包括任何金額呈列於應收款項）。相反，倘客戶支付代價或本集團向客戶移交貨品之前享有一個無條件的代價金額，本集團應把已支付的金額或到期之付款（以較早者為準）把合約呈列為合約負債。應收款項是本集團在無條件下有權收取之代價或在到期支付代價之前只需要待時間過去。

就與客戶訂立的單一合約或一套相關合約而言，會呈列合約資產淨額或合約負債淨額。不相關合約的合約資產及合約負債不會按淨額基準呈列。

就銷售精密零部件，本集團正常於貨品交付之前收取客戶全部或部份合約付款（即是該等交易之收入確認時間）。本集團確認合約負債直至其確認為收入。本期間內，任何重大的融資成份（倘適用）將包含於合約負債及將作為應計費用支出除非利息開支合資格成資本化。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Dividends

Final dividends proposed by the directors are classified as a separate allocation of retained profits in the consolidated statement of change in equity, until they have been approved by the shareholders in a general meeting. When these dividends have been approved by the shareholders and declared, they are recognised as a liability.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Employee benefits

Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees.

Retirement benefit schemes

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

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the consolidated income statement as they become payable in accordance with the rules of the central pension scheme.

2.4 重大會計政策概要 (續)

股息

董事建議的末期股息，於綜合權益變動表另外列作保留溢利的分配項目，直至股東大會獲得股東批准。股息獲得股東通過及宣派後，方確認為負債。

由於公司細則授予董事會權力宣派中期股息，建議中期股息可即時宣派。因此，中期股息於建議派發及宣派時直接確認為負債。

僱員福利

短期僱員福利

薪金、年度花紅、帶薪年假、界定供款退休計劃供款及非金錢福利之成本，於僱員提供相關服務之年度累計。

退休福利計劃

本集團根據香港強制性公積金計劃條例設立一定額供款強制性公積金退休福利計劃（「強積金計劃」）給本集團僱員。根據該計劃之規定，供款乃按僱員基本薪金之百分比計算，當供款應付時會在綜合利潤表中扣除。該計劃之資產乃與本集團之資產分開並由獨立管理基金持有。該計劃中本集團之僱主供款乃全數歸僱員所有。

本集團在中國大陸經營之附屬公司的員工均須參與由當地市政府實施之中央計劃。該等附屬公司須按其所發放薪金之若干百分比對該中央退休金計劃供款。當供款按中央退休金計劃規定為應付款時會在綜合利潤表中扣除。

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income over the years necessary to match the grant on a systematic basis to the costs that it is intended to compensate.

Foreign currencies

The Group's consolidated financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions are initially recorded by entities in the Group at their respective functional currency spot rates at the date of the transactions first qualifies for recognition. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rates of exchange at the end of the reporting period. All differences are taken to the consolidated income statement. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into Hong Kong dollars, the presentation currency. As at the end of the reporting period, the assets and liabilities of these entities are translated at the closing rate at the end of the reporting period and their income and expenses for each income statement are translated at the average exchange rates. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the consolidated income statement.

2.4 重大會計政策概要(續)

政府補貼

政府補貼乃當可以合理地保證將可收取及將會符合所有附帶條件的情況下，按公平價值予以確認。當補貼與開支項目有關，則於有關期間內確認為收入，以按系統基準將補貼與擬補償的相關成本抵銷。

外幣

本集團之綜合財務報表以港元(本公司之功能貨幣)呈列。本集團屬下各公司自行決定其功能貨幣，而各公司財務報表內之項目均以該功能貨幣計算。本集團實體外幣交易初步乃按其初次符合確認交易日之有關功能貨幣即期匯率記錄。以外幣為單位之貨幣資產及負債均按報告期末之功能貨幣即期匯率換算。所有匯兌差額均列入綜合利潤表處理。非貨幣項目按起始交易日之外幣歷史成本計算匯率。若以公平價值釐定的非貨幣項目則根據公平價值釐定當日之匯率計量其價值。

所有功能貨幣有別於呈報貨幣(「海外業務」)之本集團公司，其業績及財務狀況會換算為港元(即呈報貨幣)。於報告期末，該等公司之資產及負債按報告期末之收市匯率折算，該等公司之收入及支出於各利潤表按平均匯率折算。因此產生之匯兌差額確認於其他全面收入及累積於匯兌波動儲備內。在出售海外業務時，與該特定海外業務有關並於其他全面收入內部份會於綜合利潤表確認。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

2.4 SUMMARY OF PRINCIPAL ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the average exchange rates for the year.

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and assumptions concerning the future and judgements are made by the management in the preparation of the consolidated financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosures made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. Where appropriate, revisions to accounting estimates are recognised in the period of revision and future periods, in case the revision also affects future periods.

Key sources of estimation uncertainty

Inventories

The Group does not have a general provisioning policy on inventories based on ageing given that the inventories are not subject to frequent wear and tear or frequent technological changes. However, as a significant portion of the working capital is devoted to inventories, operational procedures have been in place to monitor this risk. The Group reviews the inventory ageing listing on a periodical basis for those aged inventories. This involves comparison of the carrying value of the aged inventory items with the respective net realisable value. The purpose is to ascertain whether allowance is required to be made in the consolidated financial statements for any obsolete and slow-moving items. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether any allowance needs to be made in respect of obsolete and defective inventories identified.

2.4 重大會計政策概要 (續)

外幣 (續)

就綜合現金流量表而言，海外附屬公司之現金流量按現金流量當日之匯率換算為港元。海外附屬公司在整年產生之現金流量按該年之平均匯率換算為港元。

3. 關鍵會計估計及判斷

編製本綜合財務報表時，管理層作出估計有關未來之假設及判斷。對其影響到本集團會計政策之應用、資產、負債、收入及支出之呈報金額，以及所作出之披露。其會持續評估，並以經驗及有關因素為基礎，包括對相信於有關情況下屬合理之未來事項之預期。於適當情況下，會計估計之修訂會在修訂期間及未來期間（倘有關修訂亦影響未來期間）予以確認。

不確定估計之主要來源

存貨

基於存貨的性質並非經常受到耗損及技術變動影響，本集團並無根據賬齡處理存貨的一般性政策。然而，大部分營運資金均投入存貨之中，故此本集團已設立經營程序，藉以監察是項風險。本集團定期審閱存貨之存貨賬齡。這涉及將陳舊存貨項目的賬面值與各自的可變現淨值互相比較，目的在於確定是否需要在綜合財務報表，就任何陳舊及滯銷存貨作出撥備。此外，所有存貨均定期進行實際盤點，以決定是否需要就任何已識別的陳舊及有瑕疵存貨作出撥備。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty (continued)

Impairment of investments and receivables

The Group assesses annually if investment in subsidiaries has suffered any impairment in accordance with HKAS 36 and follows the guidance of HKFRS 9 in determining whether amounts due from these entities are impaired. Details of the approach are stated in the respective accounting policies. The assessment requires an estimation of future cash flows, including expected dividends, from the assets and the selection of appropriate discount rates. Future changes in financial performance and position of these entities would affect the estimation of impairment loss and cause the adjustments of their carrying amounts.

Impairment of property, plant and equipment/right-of-use assets, other than stated at revalued amounts

Determining an appropriate amount of an impairment requires an estimation of recoverable amounts of the relevant property, plant and equipment and right-of-use assets or the respective cash generating units ("CGU") to which the property, plant and equipment and right-of-use assets belong, which is the higher of value in use and fair value less cost of disposal. If there is any indication that an asset may be impaired, the recoverable amount shall be estimated for individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the Group shall determine the recoverable amount of the CGU to which the asset belongs. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the relevant assets or the CGU and a suitable discount rate in order to calculate the present value. The discount rate represents rate that reflects current market assessments of time value of money and the risks specific to the asset or the CGU for which the future cash flow estimates have not been adjusted. Where the actual future cash flows are less than expected or there is a downward revision of future estimated cash flows due to unfavourable changes in facts and circumstances, an additional impairment loss may arise. At 31 December 2023 and 2022, no impairment losses have been recognised for property, plant and equipment. The carrying amounts of property, plant and equipment other than those stated at revalued amounts were HK\$52,526,519 (2022: HK\$56,346,417).

3. 關鍵會計估計及判斷 (續)

不確定估計之主要來源 (續)

投資及應收款項減值

本集團按香港會計準則第36號每年評估於附屬公司之投資有否減值，並遵循香港財務報告準則第9號之指引釐定應收該等公司之款項有否減值。方法詳情載於相關會計政策。該項評估須估計資產之未來現金流量（包括預期股息）及選用適當折現率。該等實體未來財務表現及狀況之變動會影響減值虧損估計，以致須調整其賬面值。

非按重估價值列賬的物業、廠房及設備／使用權資產之減值

釐定減值之適當金額須估計相關物業、廠房及設備及使用權資產或其所屬各現金產生單位（「現金產生單位」）之可收回金額，即使用價值與公平價值減銷售成本之較高者。倘有任何跡象顯示一項資產可能減值，則須就個別資產估計其可收回金額。倘不能估計個別資產之可收回金額，則本集團須釐定資產所屬現金產生單位之可收回金額。使用價值計算要求本集團估計預期產生自相關資產或現金產生單位之日後現金流量及合適之折現率以計算現值。折現率乃反映目前貨幣時間值及並未調整未來現金流量估計的資產或現金產生單位之特定風險之市場評估。當實際未來現金流量少於預期，或由於事實及情況出現不利變動而下調未來估計現金流量，則可能產生額外減值虧損。截至二零二三年及二零二二年十二月三十一日，並無物業、廠房及設備錄得減值虧損。除按重估金額列賬的物業、廠房及設備之賬面值為52,526,519港元（二零二二年：56,346,417港元）。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Key sources of estimation uncertainty (continued)

Valuation of land and buildings

The Group's land and buildings included in property, plant and equipment are stated at their revalued amounts in the consolidated statement of financial position, which are assessed annually by management with reference to valuations performed by independent professionally qualified valuer. In determining the revalued amounts, the valuer has based on the method of valuations which involve certain estimates. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the method of valuations is reflective of the current market conditions. The carrying amounts of the land and buildings at 31 December 2023 were HK\$139,919,000 (2022: HK\$144,972,000).

Valuation of financial assets/liabilities at FVPL

The Group's financial assets/liabilities at FVPL have been valued based on market-observable data to the extent it is available. The valuation requires the Group to exercise judgement to establish and determine the appropriate valuation techniques and inputs associated with the financial assets/liabilities at FVPL. As at 31 December 2023, the Group has net financial liabilities at FVPL of HK\$8,512,223 (2022: HK\$3,560,771). Details of the techniques and inputs used in the valuation are set out in note 31 to the consolidated financial statements.

Loss allowance for ECL

The Group's management estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables. Details of the key assumption and inputs used in estimating ECL are set out in note 32(b) to the consolidated financial statements.

3. 關鍵會計估計及判斷 (續)

不確定估計之主要來源 (續)

土地及樓宇估值

本集團的土地及樓宇包括物業、廠房及設備以其重估價值於綜合財務狀況表中列賬，該公平價值每年由管理層參考由獨立合資格專業估值師進行之估值計量。於釐定估值時，估值師使用涉及若干估計之估值法。倚賴估值報告時，本公司董事已作出判斷，並信納該估值法反映當時市況。於二零二三年十二月三十一日，土地及樓宇之賬面值為139,919,000港元(二零二二年：144,972,000港元)。

按FVPL之金融資產／負債估值

本集團按FVPL之金融資產／負債乃根據盡可能使用可觀察市場數據而估算。該估值需要本集團按判斷去建立及決定此按FVPL之金融資產／負債的適當輸入數據及估值方法。於二零二三年十二月三十一日，本集團持有按FVPL之金融負債額8,512,223港元(二零二二年：3,560,771港元)，該估值輸入數據及估值方法之詳情載於綜合財務報表附註31。

預期信貸虧損之虧損撥備

本集團管理層使用各種輸入數據及假設(包括違約風險及預期虧損率)估計應收及其他應收賬項的虧損撥備。估計涉及高度不確定性，該不確定性基於本集團的歷史資料、現有市場情況及每個報告期末的前瞻性估值。若預期與原估值不同，該差異將影響應收及其他應收賬項的賬面值。預期信貸虧損估值所使用的主要假設和輸入數據之詳情載於綜合財務報表附註32(b)。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on its products and has two reportable operating segments as follows:

- (a) the precision parts and components segment comprises the manufacture and sale of precision parts and components comprising keypads, synthetic rubber and plastic components and parts; and
- (b) the corporate and others segment comprises the Group's long term investments, together with corporate income and expense items.

Management, the chief operating decision makers, monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted (loss)/profit before tax from continuing operations. The adjusted (loss)/profit before tax is measured consistently with the Group's (loss)/profit before tax except that bank interest income and finance costs are excluded from such measurement.

Intersegment sales and transfers are transacted with reference to the cost of sales and are eliminated on consolidation.

4. 經營分類資料

為有效管理，本集團按照彼等的產品劃分其業務單位，有以下兩個可報告經營分類：

- (a) 精密零部件類別包括製造及銷售精密零部件，包括按鍵、合成橡膠及塑膠零部件；及
- (b) 總部及其他類別包括本集團長期投資及總公司的收入及支出項目。

管理層（主要經營決策者）對本集團各經營分類之業績分別進行監察，以作出有關資源分配及表現評估之決策。分類表現乃根據可報告分類之業績（其為經調整由持續經營除稅前（虧損）／溢利之計量）予以評估。經調整除稅前（虧損）／溢利乃貫徹以本集團之除稅前（虧損）／溢利之計量，惟銀行利息收入及融資成本不包含於該計量。

內部分類銷售及轉付乃參考銷售成本進行，並在綜合賬抵銷。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2023

4. 經營分類資料 (續)

截至二零二三年十二月三十一日止年度

		Precision parts and components 精密零部件 HK\$ 港元	Corporate and others 總部及其他 HK\$ 港元	Total 總計 HK\$ 港元
Segment revenue:	分類收入：			
Sales to external customers	對外客戶銷售	185,786,572	-	185,786,572
Reportable segment revenue and revenue	分類報告收入及收入	185,786,572	-	185,786,572
Segment results	分類業績：	(24,241,878)	(3,762,656)	(28,004,534)
<i>Reconciliation:</i>	<i>調節：</i>			
Bank interest income	銀行利息收入			1,958,029
Finance costs	融資成本			(520,757)
Loss before tax	除稅前虧損			(26,567,262)
Other segment information:	其他分類資料：			
Other income and gains	其他收入及收益	2,989,901	78,380	3,068,281
Depreciation of property, plant and equipment (excluding right-of-use assets)	折舊－物業、廠房及設備 (除使用權資產)	(7,756,313)	(1,076,264)	(8,832,577)
Depreciation of right-of-use assets	折舊－使用權資產	(562,911)	(3,527,121)	(4,090,032)
Gain on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之 收益，淨額	142,180	-	142,180
Surplus/(Deficit) on revaluation of land and buildings credited to other comprehensive income	土地及樓宇重估之盈餘/ (虧蝕)計入其他全面收入	2,852,273	(381,417)	2,470,856
Lease payments under short-term leases on office premises	短期租賃辦公室之租賃款項	-	(203,544)	(203,544)
Foreign exchange gain/(loss), net	匯兌收益/(虧損)，淨額	1,048,424	(85,708)	962,716
Capital expenditure	資本開支	(4,538,510)	(17,594)	(4,556,104)
Fair value loss on financial (liabilities)/ assets at fair value through profit or loss, net	按公平價值計入損益賬之 金融(負債)/資產公平價值 虧損，淨額	(9,772,199)	-	(9,772,199)
Realised loss on financial (liabilities)/ assets at fair value through profit or loss, net	按公平價值計入損益賬之 金融(負債)/資產已變現 虧損，淨額	(6,931,539)	-	(6,931,539)

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2022

4. 經營分類資料 (續)

截至二零二二年十二月三十一日止年度

		Precision parts and components 精密零部件 HK\$ 港元	Corporate and others 總部及其他 HK\$ 港元	Total 總計 HK\$ 港元
Segment revenue:	分類收入：			
Sales to external customers	對外客戶銷售	272,102,667	-	272,102,667
Reportable segment revenue and revenue	分類報告收入及收入	272,102,667	-	272,102,667
Segment results	分類業績：	3,346,702	(3,022,087)	324,615
<i>Reconciliation:</i>	<i>調節：</i>			
Bank interest income	銀行利息收入			1,449,418
Finance costs	融資成本			(467,848)
Profit before tax	除稅前溢利			1,306,185
Other segment information:	其他分類資料：			
Other income and gains	其他收入及收益	8,660,207	151,082	8,811,289
Depreciation of property, plant and equipment (excluding right-of-use assets)	折舊－物業、廠房及設備 (除使用權資產)	(8,757,593)	(968,357)	(9,725,950)
Depreciation of right-of-use assets	折舊－使用權資產	(590,353)	(3,213,391)	(3,803,744)
Loss on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之 虧損，淨額	(15,535)	-	(15,535)
Surplus on revaluation of land and buildings credited to other comprehensive income	土地及樓宇重估之盈餘計入 其他全面收入	6,122,915	4,203,391	10,326,306
Lease payments under short-term leases on office premises	短期租賃辦公室之租賃款項	(42,235)	(162,110)	(204,345)
Foreign exchange gain/(loss), net	匯兌收益／(虧損)，淨額	4,388,326	(256,244)	4,132,082
Capital expenditure	資本開支	(1,218,802)	(8,560)	(1,227,362)
Fair value loss on financial (liabilities)/ assets at fair value through profit or loss, net	按公平價值計入損益賬之 金融(負債)／資產公平價值 虧損，淨額	(4,240,771)	-	(4,240,771)
Realised loss on financial (liabilities)/ assets at fair value through profit or loss, net	按公平價值計入損益賬之 金融(負債)／資產已變現 虧損，淨額	(16,726,933)	-	(16,726,933)

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

4. OPERATING SEGMENT INFORMATION (continued)

Information about major customers

Revenue from external customers contributing 10% or over of the total revenue from Group's precision parts and components segment are as follows:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Customer A	客戶A	43,214,506	65,134,168
Customer B	客戶B	28,917,208	38,152,874
		72,131,714	103,287,042

Geographical information

(a) Revenue from external customers

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Hong Kong	香港	5,942,109	7,516,369
Mainland China	中國大陸	14,205,598	27,083,355
Japan and other Asian countries	日本及其他亞洲國家	102,184,806	139,649,065
North America	北美洲	29,558,019	45,920,122
South America	南美洲	2,360,395	2,253,321
Europe	歐洲	24,352,185	40,419,191
Other countries	其他國家	7,183,460	9,261,244
Total revenue	總收入	185,786,572	272,102,667

The revenue information above is based on the geographical location of the customers.

4. 經營分類資料 (續)

主要客戶資料

來自精密零部件分類之收入佔本集團的收入10%或以上的對外客戶如下：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Customer A	43,214,506	65,134,168
Customer B	28,917,208	38,152,874
	72,131,714	103,287,042

地區資料

(a) 對外客戶收入

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Hong Kong	5,942,109	7,516,369
Mainland China	14,205,598	27,083,355
Japan and other Asian countries	102,184,806	139,649,065
North America	29,558,019	45,920,122
South America	2,360,395	2,253,321
Europe	24,352,185	40,419,191
Other countries	7,183,460	9,261,244
Total revenue	185,786,572	272,102,667

以上收入資料按客戶所在地區劃分。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

4. OPERATING SEGMENT INFORMATION (continued)

Geographical information (continued)

(b) Non-current assets

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Hong Kong	香港	64,957,644	69,713,550
Mainland China	中國大陸	127,084,586	130,922,582
Other countries	其他國家	403,289	682,285
		192,445,519	201,318,417

The non-current assets information above is based on the geographical location of assets and excludes the financial asset at fair value through profit or loss and deferred tax assets.

4. 經營分類資料 (續)

地區資料 (續)

(b) 非流動資產

以上非流動資產資料按資產所在地區劃分，但不包括按公平價值計入損益賬之金融資產及遞延稅項資產。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

5. REVENUE, OTHER INCOME AND GAINS

Revenue represents the net invoiced value of goods sold, after allowances for returns and trade discounts, during the year.

An analysis of the Group's revenue, other income and gains is as follows:

5. 收入、其他收入及收益

收入指本年度內銷售貨品的發票淨值扣除退貨及貿易折扣。

本集團收入、其他收入及收益的分析如下：

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Revenue from contracts with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內來自客戶合約之收入：		
Sale of goods	貨品銷售	185,786,572	272,102,667
Other income and gains:	其他收入及收益：		
Bank interest income calculated using the effective interest method	銀行利息收入，按實際利率方法計算	1,958,029	1,449,418
Tooling charge income	模具收入	68,728	135,485
Sale of scrap	廢料銷售	136,178	1,766,709
Sale of samples	樣品銷售	1,720,203	1,357,507
Gain on disposal of items of property, plant and equipment, net	出售物業、廠房及設備之收益，淨額	142,180	-
Incentive received*	已收獎勵款*	1,554	291,596
Government subsidy#	政府補貼#	-	872,809
Exchange gain, net	匯兌收益，淨額	962,716	4,132,082
Over-provision for sales commission	超額撥備銷售佣金	-	195,622
Others	其他	36,722	59,479
		5,026,310	10,260,707
Total revenue, other income and gains	總收入、其他收入及收益	190,812,882	282,363,374

The amount of revenue recognised for the year that was included in the contract liabilities at the beginning of the year is HK\$3,134,372 (2022: HK\$3,492,519).

本年度確認之收入金額包括於年初之合約負債為3,134,372港元(二零二二年：3,492,519港元)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

5. REVENUE, OTHER INCOME AND GAINS

(continued)

- * During the year ended 31 December 2023, the Group received an allowance named “企業新招員工補貼” of RMB1,400, approximately HK\$1,554 from Ministry of Human Resources and Social Security as the Group employed qualified staff. In 2022, the amount represented an allowance of “Granting Support in Respect of the Unemployment Insurance to Enterprises for Stabilising Employment” of RMB253,140, approximately HK\$291,596 from Social Security Bureau.
- # In 2022, the government subsidies represented a grant received from the Anti-epidemic Fund of the Government of the Hong Kong Special Administration Region under the Employment Support Scheme which aims to retain employment under the COVID-19 environment amounted to HK\$553,592 and an one-off training subsidy for workers amounted to RMB272,835 (approximately HK\$319,217) received from Ministry of Human Resources and Social Security to support enterprises in organising employees to work instead of training under the COVID-19 environment.

6. FINANCE COSTS

An analysis of finance costs is as follows:

5. 收入、其他收入及收益 (續)

- * 截至二零二三年十二月三十一日止年度，本集團從中華人民共和國人力資源和社會保障部收到筆「企業新招員工補貼」的津貼款1,400人民幣(約1,554港元)，以資助本集團聘請合資格的員工。在二零二二年，社會保障局收到一筆「關於失業保險支持企業穩定崗位」的津貼款253,140人民幣(約291,596港元)。
- # 在二零二二年，政府補貼指從香港特別行政區政府「防疫抗疫基金」下推出「保就業計劃」收到政府補貼款553,592港元，因應COVID-19疫情環境下以協助保留現時僱員，及從中華人民共和國人力資源社會保障部收到一筆一次性培訓補貼款272,835人民幣(約319,217港元)，以支持企業組織員工在COVID-19環境下以工作代替培訓。

6. 融資成本

融資成本的分析如下：

		2023	2022
		二零二三年	二零二二年
		HK\$	HK\$
		港元	港元
Interest on bank loans and overdrafts wholly repayable within five years	於五年內償還之銀行貸款及透支利息	498,714	452,027
Interest on lease liabilities (Note 23)	租賃負債利息(附註23)	22,043	15,821
		520,757	467,848

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

7. (LOSS)/PROFIT BEFORE TAX

The Group's (loss)/profit before tax is arrived at after charging/(crediting):

7. 除稅前(虧損)/溢利

本集團除稅前(虧損)/溢利經扣除/(計入):

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Staff costs (including directors' remuneration – note 8)*:	員工開支(包括董事酬金 – 附註8)*:		
Wages and salaries	工資及薪金	67,318,374	77,355,617
Contributions to retirement benefit schemes	退休福利計劃供款	9,903,656	11,575,245
		77,222,030	88,930,862
Cost of inventories sold	已售存貨成本	160,137,871	216,781,642
Auditor's remuneration	核數師酬金	880,000	880,000
Depreciation of property, plant and equipment (excluding right-of-use assets)#	折舊 – 物業、廠房及設備 (除使用權資產)#	8,832,577	9,725,950
Depreciation of right-of-use assets#	折舊 – 使用權資產#	4,090,032	3,803,744
Foreign exchange gain, net	匯兌收益, 淨額	(962,716)	(4,132,082)
Lease payments under short-term leases on office premises	短期租賃辦公室之租賃款項	203,544	204,345
Sales commission	銷售佣金	1,868,432	2,795,430

* The staff cost amounting to HK\$55,798,960 (2022: HK\$70,006,300), depreciation amounting to HK\$8,769,988(2022: HK\$9,652,902) for the year are included in "Cost of sales" in the consolidated income statement.

本年度之員工開支額55,798,960港元(二零二二年: 70,006,300港元)、折舊額8,769,988港元(二零二二年: 9,652,902港元)已分別包含在綜合利潤表之「銷售成本」內。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

8. INFORMATION ABOUT THE BENEFITS OF DIRECTORS

Directors' emoluments, disclosed pursuant to the Listing Rules and the Companies Ordinance, are as follows:

(a) Director's emoluments

(i) Independent non-executive directors

The fees paid to independent non-executive directors during the year were as follows:

Li Yuen Kwan, Joseph	李沅鈞
Mak Kwai Wing	麥貴榮
Pong Suet Hing (appointed on 30 April 2023)	龐雪卿 (於二零二三年 四月三十日委任)
Kung Fan Cheong (resigned on 30 April 2023)	孔蕃昌 (於二零二三年 四月三十日辭任)

There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

8. 有關董事福利資料

根據上市條例及香港公司條例所規定披露之董事酬金如下：

(a) 董事酬金

(i) 獨立非執行董事

本年度內支付予獨立非執行董事之袍金：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Li Yuen Kwan, Joseph	333,936	333,936
Mak Kwai Wing	333,936	333,936
Pong Suet Hing (appointed on 30 April 2023)	223,552	—
Kung Fan Cheong (resigned on 30 April 2023)	111,312	333,936
	1,002,736	1,001,808

本年度內並無應付予獨立非執行董事之其他酬金(二零二二年：無)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

8. INFORMATION ABOUT THE BENEFITS OF DIRECTORS (continued)

(a) Director's emoluments (continued)

(ii) Executive directors

		Fees	Salaries	Discretionary bonus	Contributions to retirement benefit schemes	Other allowances	Total remuneration
		袍金 HK\$ 港元	薪金 HK\$ 港元	酌情花紅 HK\$ 港元	退休福利計劃供款 HK\$ 港元	其他津貼 HK\$ 港元	總薪酬 HK\$ 港元
2023	二零二三年						
Executive directors:	執行董事:						
Lai Pei Wor	賴培和	-	2,880,865	-	-	53,352	2,934,217
Chan Yau Wah	陳友華	-	836,940	-	-	57,412	894,352
		-	3,717,805	-	-	110,764	3,828,569
2022	二零二二年						
Executive directors:	執行董事:						
Lai Pei Wor	賴培和	-	2,880,865	1,278,480	-	-	4,159,345
Chan Yau Wah	陳友華	-	882,180	386,100	-	50,000	1,318,280
		-	3,763,045	1,664,580	-	50,000	5,477,625

(b) Loans, quasi-loans and other dealings in favour of directors

There were no loans, quasi-loans or other dealings in favour of the directors of the Company that were entered into or subsisted during the year (2022: Nil).

(c) Directors' material interest in transactions, arrangements or contracts

After consideration, the directors are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a director of the Company or a connected entity of the director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2022: Nil).

8. 有關董事福利資料 (續)

(a) 董事酬金 (續)

(ii) 執行董事

(b) 以董事為受益人之貸款、準貸款及其他交易

本公司於本年度內並無訂立或存在以董事為受益人之貸款、準貸款或其他交易(二零二二年：無)。

(c) 董事於交易、安排或合約之重大權益

經審議後，董事認為於本年度末或本年度內任何時間，概無存在本公司作為一方有關本公司業務之重大交易、安排及合約且本公司董事或董事之關連實體於其中擁有直接或間接之重大權益(二零二二年：無)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

9. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included 2 (2022: 2) executive directors, details of whose remuneration are set out in note 8 above. Details of the remuneration of the remaining 3 (2022: 3) non-director, highest paid employees for the year are as follows:

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Basic salaries, allowances and benefits in kind	3,596,970	3,596,970
Discretionary bonus	-	1,410,104
Contributions to retirement benefit schemes	36,000	36,000
	3,632,970	5,043,074

The remuneration of non-director, highest paid employees is within the following bands:

	Number of individuals 僱員人數	
	2023 二零二三年	2022 二零二二年
Nil to HK\$1,000,000	1	-
HK\$1,000,001 to HK\$1,500,000	1	2
HK\$1,500,001 to HK\$2,000,000	1	-
HK\$2,000,001 to HK\$2,500,000	-	1
	3	3

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to the five highest paid individuals and other directors, as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, during the years ended 31 December 2023 and 2022, no directors waived any of their emoluments.

9. 五位最高薪僱員

本年度五位最高薪僱員包括兩位(二零二二年: 兩位)執行董事, 詳情已列於上文附註8。餘下三位(二零二二年: 三位)最高薪之非董事僱員之薪酬詳見如下:

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
基本薪金、津貼及實物利益	3,596,970	3,596,970
酌情花紅	-	1,410,104
退休福利計劃供款	36,000	36,000
	3,632,970	5,043,074

最高薪之非董事僱員之薪酬所屬組別如下:

	Number of individuals 僱員人數	
	2023 二零二三年	2022 二零二二年
無至1,000,000港元	1	-
1,000,001港元至1,500,000港元	1	2
1,500,001港元至2,000,000港元	1	-
2,000,001港元至2,500,000港元	-	1
	3	3

截至二零二三年及二零二二年十二月三十一日止, 並無應付予本集團五位最高薪僱員及其他董事之其他酬金, 作為吸引其加盟本集團或加盟後的獎勵或離職補償。同時, 截至二零二三年及二零二二年十二月三十一日止, 並無董事放棄任何薪酬。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

10. INCOME TAX

The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime was signed and gazetted. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of qualifying group entity are taxed at 8.25%, and profits above HK\$2 million are taxed at 16.5%. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime continue to be taxed at a flat rate of 16.5%.

Taxes on assessable profits outside Hong Kong have been provided on the estimated assessable profits for the year, in respect of the Group's operations outside Hong Kong, at the rates of taxation prevailing in the relevant jurisdictions.

10. 所得稅

二零一七年稅務(修訂)(第7號)條例草案(「條例草案」)引入利得稅率兩級制已簽訂及刊憲。根據利得稅率兩級制，合資格集團實體首2,000,000港元之溢利將按稅率8.25%課稅，而超過2,000,000港元之溢利將按稅率16.5%課稅。不符合利得稅率兩級制之集團實體之溢利將繼續按統一稅率16.5%課稅。

香港境外應課稅溢利的稅項已按本年度估計應課稅溢利並根據本集團香港境外經營的相關司法權區之常用稅率撥備。

		2023	2022
		二零二三年	二零二二年
		HK\$	HK\$
		港元	港元
Current – Hong Kong:	本期 – 香港：		
Charge for the year	本年度支出	159,997	4,912,240
Over provision in prior years	往年超額撥備	(29,996)	(587,539)
Current – outside Hong Kong:	本期 – 香港境外：		
Charge for the year	本年度支出	170,742	555,813
Under/(Over) provision in prior years	往年不足／(超額)撥備	29,855	(71,293)
Deferred taxation:	遞延稅項：		
Origination and reversal of temporary difference	暫時性差異的產生及撥回	(800,000)	(3,000,000)
Total tax (credit)/expense for the year	本年度稅項(抵免)／開支	(469,402)	1,809,221

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

10. INCOME TAX (continued)

A reconciliation of the tax (credit)/expense applicable to (loss)/profit before tax at the statutory rates for the jurisdictions in which the Company and the majority of its subsidiaries are operated to the tax (credit)/expense is as follows:

10. 所得稅 (續)

按照適用於本公司及其大多數附屬公司經營的司法權區的除稅前(虧損)/溢利之法定稅率計算出的稅項(抵免)/開支與稅項(抵免)/開支之調節如下:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
(Loss)/Profit before tax	除稅前(虧損)/溢利	(26,567,262)	1,306,185
Tax at the statutory tax rate of 16.5% (2022: 16.5%)	按法定稅率16.5%之稅項 (二零二二年: 16.5%)	(4,383,598)	215,521
Tax effect of two-tiered profits tax rates regime	利得稅率兩級制之影響	-	(165,000)
Effect of different rates for companies operating in other jurisdictions	公司經營於其他司法權區的不同稅率之影響	85,704	129,820
Income not subject to tax	不須繳稅之收入	(405,966)	(582,256)
Expenses not deductible for tax	不可扣減稅項之開支	1,035,521	574,941
Unrecognised temporary differences	未確認之暫時性差異	1,065,211	2,243,186
Utilisation of previously unrecognised tax losses	動用以前未確認之稅項虧損	-	(67,935)
Over provision in prior years	往年超額撥備	(141)	(658,832)
Tax losses not recognised	未確認之稅項虧損	2,095,916	116,665
Others	其他	37,951	3,111
Tax (credit)/expense for the year	本年度稅項(抵免)/開支	(469,402)	1,809,221

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

11. DIVIDEND

11. 股息

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Attributable to the current year:	於本年度所佔：		
Proposed final dividend – HK8 cents (2022: HK6 cents) per ordinary share	建議末期股息 – 每股普通股8港仙 (二零二二年：6港仙)	21,360,384	16,020,288
Interim dividend paid – HK2 cents (2022: HK2 cents) per ordinary share	支付中期股息 – 每股普通股2港仙 (二零二二年：2港仙)	5,340,096	5,340,096
Special dividend paid – Nil (2022: HK4 cents per ordinary share)	支付特別股息 – 無 (二零二二年：每股普通股 4港仙)	–	10,680,192
		26,700,480	32,040,576
Attributable to the previous years, approved and paid during the year:	於年內批准及支付以往年度 所佔：		
Final dividend – HK6 cents (2022: HK8 cents) per ordinary share	末期股息 – 每股普通股6港仙 (二零二二年：8港仙)	16,020,288	21,360,384

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. This dividend has not been recognised as liabilities at the end of the reporting period.

本年度建議末期股息須待本公司於股東週年大會上批准，方可作實。此股息於報告期末並未確認為負債。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

12. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic and diluted loss per share is based on the loss for the year attributable to owners of the Company and the weighted average number of ordinary shares in issue during the year.

The calculations of the basic and diluted loss per share are based on:

12. 本公司擁有人所佔每股虧損

每股基本及攤薄虧損乃根據本公司擁有人所佔本年度虧損及本年度內已發行加權平均普通股數目計算。

每股基本及攤薄虧損乃根據以下計算：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Loss		
Loss attributable to owners of the Company used in the basic and diluted loss per share calculation:	26,097,860	503,036
Shares		
Weighted average number of ordinary shares in issue during the year used in the basic and diluted loss per share calculation	267,004,800	267,004,800

As there were no dilutive potential ordinary shares, diluted loss per share was the same as basic loss per share in 2023 and 2022.

因並無具潛在攤薄的普通股，於二零二三年及二零二二年的每股基本虧損與每股攤薄虧損相同。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Land and buildings	Leasehold improvements	Land lease premium	Office premises	Plant and machinery	Furniture, fixtures and office equipment	Motor vehicles	Moulds	Total
		土地及樓宇	租賃裝修	土地租賃 費用	辦公室	廠房及機器	傢俬、裝置及 辦公室設備	汽車	模具	總計
		HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$	HK\$
		港元	港元	港元	港元	港元	港元	港元	港元	港元
31 December 2023	二零二三年十二月三十一日									
At 31 December 2022 and 1 January 2023:	於二零二二年十二月三十一日 及二零二三年一月一日:									
Cost or valuation	成本或估值	144,972,000	56,763,706	15,596,209	1,250,012	59,543,827	24,655,432	4,675,401	37,622,977	345,079,564
Accumulated depreciation and impairment loss	累計折舊及減值虧損	-	(29,718,831)	(5,685,045)	(574,645)	(42,515,512)	(23,081,515)	(4,562,622)	(37,622,977)	(143,761,147)
Net carrying amount	賬面淨值	144,972,000	27,044,875	9,911,164	675,367	17,028,315	1,573,917	112,779	-	201,318,417
Reconciliation of carrying amount – year ended 31 December 2023	截至二零二三年 十二月三十一日 年度賬面淨值調節									
At 1 January 2023	於二零二三年一月一日	144,972,000	27,044,875	9,911,164	675,367	17,028,315	1,573,917	112,779	-	201,318,417
Additions	添置	-	2,615,727	-	-	1,362,023	208,368	369,986	-	4,556,104
Disposals	出售	-	-	-	-	(18,067)	(2,699)	-	-	(20,766)
Depreciation	折舊	(6,075,854)	(2,276,161)	(283,474)	(279,438)	(3,629,899)	(377,783)	-	-	(12,922,609)
Surplus on revaluation debited to other comprehensive income	重估盈餘計入 其他全面收入	2,470,856	-	-	-	-	-	-	-	2,470,856
Exchange realignment	匯兌調整	(1,448,002)	(721,065)	(200,495)	5,890	(549,955)	(36,529)	(6,327)	-	(2,956,483)
At 31 December 2023, net carrying amount	於二零二三年十二月三十一日 賬面淨值	139,919,000	26,663,376	9,427,195	401,819	14,192,417	1,365,274	476,438	-	192,445,519
At 31 December 2023:	於二零二三年十二月三十一日:									
Cost or valuation	成本或估值	139,919,000	58,174,816	15,296,208	1,260,101	59,157,874	24,668,618	4,991,550	37,622,977	341,091,144
Accumulated depreciation and impairment loss	累計折舊及 減值虧損	-	(31,511,440)	(5,869,013)	(858,282)	(44,965,457)	(23,303,344)	(4,515,112)	(37,622,977)	(148,645,625)
Net carrying amount	賬面淨值	139,919,000	26,663,376	9,427,195	401,819	14,192,417	1,365,274	476,438	-	192,445,519
Analysis of cost or valuation at 31 December 2023:	成本或估值分析 於二零二三年 十二月三十一日:									
At cost	成本	-	58,174,816	15,296,208	1,260,101	59,157,874	24,668,618	4,991,550	37,622,977	201,172,144
At valuation	估值	139,919,000	-	-	-	-	-	-	-	139,919,000
		139,919,000	58,174,816	15,296,208	1,260,101	59,157,874	24,668,618	4,991,550	37,622,977	341,091,144

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT (continued)

13. 物業、廠房及設備 (續)

		Land and buildings 土地及樓宇	Leasehold improvements 租賃裝修	Land lease premium 土地租賃費用	Office premises 辦公室	Plant and machinery 廠房及機器	Furniture, fixtures and office equipment 傢私、裝置及辦公室設備	Motor vehicles 汽車	Moulds 模具	Total 總計
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
31 December 2022	二零二二年十二月三十一日									
At 31 December 2021 and 1 January 2022:	於二零二一年十二月三十一日及二零二二年一月一日:									
Cost or valuation	成本或估值	144,823,000	60,096,804	16,496,208	410,353	63,425,158	24,980,841	5,098,242	56,245,942	371,576,548
Accumulated depreciation and impairment loss	累計折舊及減值虧損	-	(28,561,648)	(5,677,431)	(291,647)	(41,182,110)	(23,206,824)	(4,956,212)	(56,245,942)	(160,121,814)
Net carrying amount	賬面淨值	144,823,000	31,535,156	10,818,777	118,706	22,243,048	1,774,017	142,030	-	211,454,734
Reconciliation of carrying amount – year ended 31 December 2022	截至二零二二年十二月三十一日止年度賬面淨值調節									
At 1 January 2022	於二零二二年一月一日	144,823,000	31,535,156	10,818,777	118,706	22,243,048	1,774,017	142,030	-	211,454,734
Additions	添置	-	201,448	-	838,386	679,974	345,940	-	-	2,065,748
Disposals	出售	-	-	-	-	(9,684)	(11,701)	-	-	(21,385)
Depreciation	折舊	(5,712,510)	(2,441,964)	(294,324)	(275,760)	(4,370,653)	(414,214)	(20,269)	-	(13,529,694)
Surplus on revaluation debited to other comprehensive income	重估盈餘計入其他全面收入	10,326,306	-	-	-	-	-	-	-	10,326,306
Exchange realignment	匯兌調整	(4,464,796)	(2,249,765)	(613,289)	(5,965)	(1,514,370)	(120,125)	(8,982)	-	(8,977,292)
At 31 December 2022, net carrying amount	於二零二二年十二月三十一日，賬面淨值	144,972,000	27,044,875	9,911,164	675,367	17,028,315	1,573,917	112,779	-	201,318,417
At 31 December 2022:	於二零二二年十二月三十一日:									
Cost or valuation	成本或估值	144,972,000	56,763,706	15,596,209	1,250,012	59,543,827	24,655,432	4,675,401	37,622,977	345,079,564
Accumulated depreciation and impairment loss	累計折舊及減值虧損	-	(29,718,831)	(5,685,045)	(574,645)	(42,515,512)	(23,081,515)	(4,562,622)	(37,622,977)	(143,761,147)
Net carrying amount	賬面淨值	144,972,000	27,044,875	9,911,164	675,367	17,028,315	1,573,917	112,779	-	201,318,417
Analysis of cost or valuation at 31 December 2022:	成本或估值分析於二零二二年十二月三十一日:									
At cost	成本	-	56,763,706	15,596,209	1,250,012	59,543,827	24,655,432	4,675,401	37,622,977	200,107,564
At valuation	估值	144,972,000	-	-	-	-	-	-	-	144,972,000
		144,972,000	56,763,706	15,596,209	1,250,012	59,543,827	24,655,432	4,675,401	37,622,977	345,079,564

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's land and buildings were revalued at the end of the reporting period by Chung, Chan & Associates, independent professionally qualified valuer. The land and buildings in Hong Kong were revalued on the basis of market value by the comparison approach, based on their existing state, while the buildings in Mainland China were revalued using the depreciated replacement cost method. No changes were made in the valuation technique(s) during the years ended 31 December 2023 and 2022. A surplus arising from revaluation on the buildings in Mainland China of HK\$3,712,736 (2022: HK\$6,122,915) and deficit arising from revaluation on the land and buildings in Hong Kong of HK\$1,241,880 (2022: surplus of HK\$4,203,391) have been credited to other comprehensive income.

Had the Group's land and buildings been carried at historical cost less accumulated depreciation and impairment losses, their carrying amounts would have been included in the consolidated financial statements at approximately HK\$52,845,000 (2022: HK\$55,768,000) with the original currency of HK\$14,397,000 and RMB34,952,000 (2022: HK\$15,061,000 and RMB36,023,000).

(a) Right-of-use assets

The analysis of the net book value of right-of-use assets by class of underlying assets is as follows:

Leasehold land and buildings held for own use, carried at valuation, with remaining lease terms of:	以估值入賬自用的租賃土地及樓宇，而剩餘租賃期：			
– 10 to 25 years	– 10至25年	(i)	64,821,000	69,590,000
Land lease premium	土地租賃費用	(ii)	9,427,195	9,911,164
Office premises	辦公室	(iii)	401,819	675,367
Net carrying amount	賬面淨值		74,650,014	80,176,531

13. 物業、廠房及設備 (續)

本集團之土地及樓宇於報告期末由獨立專業合資格估值師衡量行重新估值。香港土地及樓宇按比較方式的市場價值及現時的狀況重估，而中國大陸的樓宇則按折舊重置成本法重估。截至二零二三年及二零二二年十二月三十一日止年度內，有關估值方法並無作出任何變動。因上述中國大陸的樓宇估價而產生的重估盈餘3,712,736港元（二零二二年：6,122,915港元）及香港土地及樓宇估價而產生的重估虧損1,241,880港元（二零二二年：盈餘4,203,391港元）已計入其他全面收入。

本集團土地及樓宇以歷史成本減累計折舊及減值虧損列賬，其賬面值已計入綜合財務報表中，其金額約52,845,000港元（二零二二年：55,768,000港元），其原貨幣值為14,397,000港元及34,952,000人民幣（二零二二年：15,061,000港元及36,023,000人民幣）。

(a) 使用權資產

按相關資產類別對使用權資產賬面淨值分析如下：

	2023	2022
	二零二三年	二零二二年
Notes	HK\$	HK\$
附註	港元	港元
(i)	64,821,000	69,590,000
(ii)	9,427,195	9,911,164
(iii)	401,819	675,367
	74,650,014	80,176,531

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

During the year, no additions to right-of-use assets (2022: HK\$838,386, which related to the capitalised lease payments payable under new tenancy agreement).

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

	Notes 附註	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Depreciation charge of right-of-use assets by class of underlying asset:			
Leasehold land and buildings		3,527,120	3,213,391
Land lease premium		283,474	294,324
Office premises		279,438	275,760
Motor vehicles	(iv)	-	20,269
		4,090,032	3,803,744

Details of the maturity analysis of lease liabilities are set out in note 23 of the consolidated financial statements.

(i) Leasehold land and buildings held for own use

The Group holds a commercial building for its daily operations. The Group is the registered owner of the property interest, including the whole or part of undivided share in the underlying land. Payments were made upfront to acquire this property interest from previous registered owners and there are no ongoing payments to be made under the terms of the land lease, other than payments based on rateable values set by the relevant government authorities. These payments vary from time to time and are payable to the relevant government authorities.

13. 物業、廠房及設備 (續)

(a) 使用權資產 (續)

本年內，無新增使用權資產（二零二二年：838,386港元，該金額與根據新租賃協議應付之資本化租賃付款有關）。

有關於損益確認的租賃的開支項目分析如下：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Depreciation charge of right-of-use assets by class of underlying asset:		
Leasehold land and buildings	3,527,120	3,213,391
Land lease premium	283,474	294,324
Office premises	279,438	275,760
Motor vehicles	-	20,269
	4,090,032	3,803,744

租賃負債之期限分析詳情載於綜合財務報表附註23。

(i) 自用的租賃土地及樓宇

本集團持有一個商業樓宇作日常運作之用。本集團為物業權益（包括全部或部分不能分割部份的其中土地）的登記擁有人。向之前擁有人購入有關物業權益之款項已經支付，除有關政府機構按差餉估值計算的款項外，並無任何根據租賃合同需要持續支付的金額。有關政府機構按差餉估值計算的款項會隨著時間而改變。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

13. PROPERTY, PLANT AND EQUIPMENT (continued)

(a) Right-of-use assets (continued)

(ii) Land lease premium

The land lease premium represents the interests in leasehold lands held which are situated in Mainland China and are held under medium term leases of 50 years with the remaining lease terms of 15 to 25 years (2022: 16 to 26 years).

(iii) Office premises

The Group has obtained the right to use a property as its office premises through a tenancy agreement. The lease term is 3 years.

Restrictions or covenants

Most of the leases impose a restriction that, unless approval is obtained from the lessor, the right-of-use asset can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

For lease of property, the Group is required to keep the property in a good state of repair and return the property in its original condition at the end of the lease.

Residual value guarantees

The Group does not provide residual value guarantees for the lease contract of office premises.

(iv) Motor vehicle

The Group leases a motor vehicle under leases, which was pledged, and expired in 2022.

13. 物業、廠房及設備 (續)

(a) 使用權資產 (續)

(ii) 土地租賃費用

土地租賃費用指位於中國大陸租賃的土地權益，而租賃期為五十年，而剩餘租賃期為十五至二十五年（二零二二年：十六至二十六年）。

(iii) 辦公室

本集團透過租賃合同獲得一個物業作辦公室之用，而租賃期為三年。

限制及契約

大部分租賃都設有一項限制，除非獲得出租人批准，否則有關使用權資產只可由本集團使用，並禁止本集團出售或質押相關資產。

就辦公室物業租賃而言，本集團須將辦公室物業保持在良好的維修狀況，並於租賃結束後將辦公室物業回復其原來狀態。

餘值擔保

本集團並無為辦公室物業租賃提供餘值擔保。

(iv) 汽車

本集團租賃一輛汽車已抵押，而租賃期已於二零二二年期滿。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

14. SUBSIDIARIES

Particulars of the principal subsidiaries are as follows:

Company name 公司名稱	Place of incorporation/ registration and operations 成立/註冊及 營業地點	Issued and paid-up share		Percentage of equity interest attributable to the Company 本公司所佔股本 權益百分比		Principal activities 主要業務
		2023	2022	2023	2022	
		二零二三年	二零二二年	二零二三年	二零二二年	
Cokeen Development Limited 確建發展有限公司	Hong Kong 香港	HK\$10,000 10,000港元	HK\$10,000 10,000港元	100	100	Provision of management and administrative services 提供管理及行政服務
E-Dotcom Limited	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股
HTP Industrial Limited 西城(香港)有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Sale of precision parts and components 銷售精密零部件
Hi-Tech (China) Investment Limited 中穎(中國)投資有限公司	Hong Kong 香港	HK\$2,000,000 2,000,000港元	HK\$2,000,000 2,000,000港元	100	100	Investment holding 投資控股
Hi-Tech Investment Holdings Limited	British Virgin Islands 英屬維爾京群島	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Investment holding 投資控股
Hi-Tech Property Holdings Limited	British Virgin Islands/ Mainland China 英屬維爾京群島/ 中國大陸	US\$1 1美元	US\$1 1美元	100	100	Property holding 物業持有
Hi-Tech Precision Industrial Limited 中穎精密工業有限公司	Hong Kong 香港	HK\$1,500,000 1,500,000港元	HK\$1,500,000 1,500,000港元	100	100	Sale of precision parts and components 銷售精密零部件
Hunpex Limited 銀柏達有限公司	Hong Kong 香港	HK\$4,650,000 4,650,000港元	HK\$4,650,000 4,650,000港元	100	100	Investment holding 投資控股
K & P Group (Holdings) Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	US\$1,238,545 1,238,545美元	US\$1,238,545 1,238,545美元	100	100	Investment holding 投資控股
K. S. (China) Electronics Manufactory Limited 堅城(中國)電子廠有限公司	Hong Kong 香港	HK\$2 2港元	HK\$2 2港元	100	100	Investment holding 投資控股
Mars Field Limited 堅城實業公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/ 香港	US\$1 1美元	US\$1 1美元	100	100	Investment holding 投資控股

14. 附屬公司

主要附屬公司詳情如下：

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

14. SUBSIDIARIES (continued)

Company name 公司名稱	Place of incorporation/ registration and operations 成立/註冊及 營業地點	Issued and paid-up share 已發行及繳足股份		Percentage of equity interest attributable to the Company 本公司所佔股本 權益百分比		Principal activities 主要業務
		2023 二零二三年	2022 二零二二年	2023 二零二三年	2022 二零二二年	
Sun Ngai Plastic Products Factory Limited 新藝塑膠製品廠有限公司	Hong Kong 香港	HK\$10,890,000 10,890,000港元	HK\$10,890,000 10,890,000港元	100	100	Inactive 暫無營業
Technology Trends International Limited	British Virgin Islands/ Singapore 英屬維爾京群島/ 新加坡	US\$50,000 50,000美元	US\$50,000 50,000美元	100	100	Sale of precision parts and components 銷售精密零部件
中穎(中山)電子有限公司*	Mainland China 中國大陸	US\$10,000,000 10,000,000美元	US\$10,000,000 10,000,000美元	100	100	Manufacture and sale of precision parts and components 製造及銷售精密零部件
中山市堅城電子有限公司*	Mainland China 中國大陸	US\$3,000,000 3,000,000美元	US\$3,000,000 3,000,000美元	100	100	Manufacture and sale of precision parts and components 製造及銷售精密零部件
銀拍達科技(深圳)有限公司*	Mainland China 中國大陸	HK\$22,125,390 (note i) 22,125,390港元 (附註i)	HK\$22,125,390 (note i) 22,125,390港元 (附註i)	100	100	Inactive 暫無營業

* These entities are Mainland China limited liability companies.

Note:

- (i) On 22 September 2016, the registered share capital increased from HK\$8,000,000 to HK\$23,000,000. The remaining registered share capital of HK\$874,610 is committed by the Group to inject on or before 21 September 2026.

Except for K & P Group (Holdings) Limited, all of the above subsidiaries are indirectly held by the Company. None of the subsidiaries had issued any debt securities during the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

14. 附屬公司 (續)

* 此公司為中國大陸有限責任公司。

附註：

- (i) 於二零一六年九月二十二日，註冊資本由8,000,000港元增加至23,000,000港元。本集團承諾於二零二六年九月二十一日或之前，注入尚餘註冊資本874,610港元。

除K & P Group (Holdings) Limited外，上述所有附屬公司均由本公司間接持有。於本年度，概無附屬公司已發行任何債務證券。

董事認為，上表所列出之本公司附屬公司主要影響本年度業績或構成本集團資產淨值主要部份。董事並認為，提供其他附屬公司的詳細資料，會引致內容過於冗長。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

15. FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS

15. 按公平價值計入損益賬之金融資產／(負債)

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Non-current assets	非流動資產		
Club membership	會所會籍	680,000	680,000
Forward currency contracts	遠期貨幣合約	–	579,976
		680,000	1,259,976
Current liability	流動負債		
Forward currency contracts	遠期貨幣合約	(8,045,759)	(4,820,747)
Non-current liability	非流動負債		
Forward currency contracts	遠期貨幣合約	(1,146,464)	–

Club membership

At 31 December 2023 and 2022, the club membership was issued by a private entity. It is measured at fair value at the end of each reporting period. The fair value of the club membership is determined with reference to the publicly available price information.

會所會籍

於二零二三年及二零二二年十二月三十一日，非上市投資指私募實體發出之會所會籍。於每個報告期末計量其公平價值。此會所會籍之公平價值乃參考公開之格價資料。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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15. FINANCIAL ASSETS/(LIABILITIES) AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Forward currency contracts, at fair values, held for trading

The Group entered into twenty-two (2022: twenty) forward currency contracts at a total of US\$55,465,721 (2022: US\$52,218,292) for the exchange of United States Dollars (“US\$”) with RMB with the forward rates ranged from RMB6.571 to RMB6.997 (2022: RMB6.666 to RMB6.869) per US\$1. The maturity dates of these forward currency contracts are during the period from 16 January 2024 to 10 October 2025 (2022: 17 April 2023 to 15 November 2024).

During the year, the Group has realised loss of HK\$6,931,539 (2022: HK\$16,726,933) arising from nine contracts of a total of US\$23,988,640 on the maturity dates (2022: fifteen forward currency contracts of a total of US\$35,259,480 on the maturity dates and nine contracts of a total of US\$23,988,640 before the maturity dates), for the exchange of US\$ with RMB which depreciated (2022: depreciated). In 2022, the original maturity dates for the nine contracts terminated before maturity date were during the period from 13 January 2023 to 15 June 2023.

The change in the fair value of these currency derivatives amounting to a loss of HK\$9,772,199 (2022: HK\$4,240,771) was recognised in the consolidated income statement for the year ended 31 December 2023.

15. 按公平價值計入損益賬之金融資產／(負債) (續)

按公平價值交易性遠期貨幣合約

本集團簽訂二十二份(二零二二年：二十份)美元(「美元」)兌人民幣總值55,465,721美元(二零二二年：52,218,292美元)的遠期貨幣合約，遠期匯率範圍由每1美元兌6.571人民幣至6.997人民幣(二零二二年：6.666人民幣至6.869人民幣)。該等遠期貨幣合約之到期日範圍由二零二四年一月十六日至二零二五年十月十日(二零二二年：由二零二三年四月十七日至二零二四年十一月十五日)。

本年內，本集團就九份總值23,988,640美元合同(二零二二年：於合同到期日就十五份總值35,259,480美元，及合同到期日前就九份總值23,988,640美元)的美元兌人民幣遠期貨幣合同因人民幣兌美元貶值(二零二二年：貶值)而錄得已變現虧損6,931,539港元(二零二二年：16,726,933港元)。在二零二二年，上述合同到期日前完結的九份合約原有到期日範圍為由二零二三年一月十三日至二零二三年六月十五日。

該等貨幣之衍生工具的公平價值之變更虧損為9,772,199港元(二零二二年：4,240,771港元)並已確認在截至二零二三年十二月三十一日止之利潤表內。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

16. INVENTORIES

Raw materials	原料
Work in progress	在製品
Finished goods	製成品

Less: provision for slow-moving inventories	減：滯銷存貨撥備
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As at 31 December 2023 and 2022, there were no inventories carried at fair value less cost to sell.

17. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

Prepayments	預付款項
Toolings and mould deposits	模具按金
Deposits and other receivables	按金及其他應收款項

16. 存貨

2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
-----------------------------	-----------------------------

20,123,050	26,241,376
10,297,819	10,745,363
18,674,010	46,167,387

49,094,879	83,154,126
(1,183,521)	(1,220,950)

47,911,358	81,933,176
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於二零二三年及二零二二年十二月三十一日，並無任何存貨按公平價值減銷售成本入賬。

17. 預付款項、按金及其他應收款項

2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
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1,108,530	951,662
-	55,637
3,172,738	2,329,943

4,281,268	3,337,242
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綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

18. TRADE RECEIVABLES

			2023	2022
			二零二三年	二零二二年
		Note	HK\$	HK\$
		附註	港元	港元
Trade receivables	應收賬項		35,925,870	57,843,839
Less: loss allowance	減：虧損撥備	32(b)	(30,500)	(30,500)
			35,895,370	57,813,339

Information about the Group's exposure to credit risks and loss allowance for trade and other receivables is included in note 32(b) to the consolidated financial statements.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

18. 應收賬項

有關本集團因應收賬項及其他應收款項所產生的信貸風險及虧損撥備之資料包含在綜合財務報表附註32(b)。

於報告期末應收賬項按發票日期及減除虧損撥備後之賬齡分析如下：

			2023	2022
			二零二三年	二零二二年
			HK\$	HK\$
			港元	港元
Within 90 days	九十天內		33,580,482	52,308,836
91 to 180 days	九十一至一百八十天		2,097,910	4,259,119
Over 180 days	一百八十天以上		216,978	1,245,384
			35,895,370	57,813,339

19. BANK BALANCES AND CASH

			2023	2022
			二零二三年	二零二二年
			HK\$	HK\$
			港元	港元
Time deposits with original maturity over three months	超過三個月原定到期定期存款		50,788,746	45,216,621
As stated in the consolidated statement of cash flows	呈列於綜合現金流量表		49,566,751	45,318,524
			100,355,497	90,535,145

19. 銀行結餘及現金

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

19. BANK BALANCES AND CASH (continued)

At the end of the reporting period, included in the balance of the Group are bank balances and cash deposited in Mainland China and denominated in RMB of HK\$10,031,912 (2022: HK\$4,383,627). RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks are deposited with creditworthy banks with no recent history of default. Time deposits as at 31 December 2023 and 2022 represented bank deposits placed in banks in Hong Kong. The interest rate ranged from 2.28% to 5.21% per annum in 2023 (2022: 2.10% to 3.20%).

20. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

Within 90 days	九十天內
91 to 180 days	九十一至一百八十天
Over 180 days	一百八十天以上

The trade payables are unsecured, non-interest-bearing and are normally settled on terms varying from 60 to 120 days of invoice date.

19. 銀行結餘及現金 (續)

於報告期末，本集團在中國大陸之結餘包括以人民幣計值之銀行結餘及現金為10,031,912港元（二零二二年：4,383,627港元）。人民幣不能自由兌換其他貨幣，惟根據中國大陸外匯管制法規及結存、銷售及支付的管理規定，本集團獲准透過獲授權經營海外業務之銀行將人民幣兌換為外幣。

銀行現金存於有信譽而近期並無違約紀錄的銀行。於二零二三年及二零二二年十二月三十一日的定期存款為存於香港銀行的銀行存款，而於二零二三年其年利率範圍由2.28%至5.21%（二零二二年：2.10%至3.20%）。

20. 應付賬項

於報告期末應付賬項按發票日期之賬齡分析如下：

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Within 90 days	九十天內	9,970,520	14,591,168
91 to 180 days	九十一至一百八十天	5,484	—
Over 180 days	一百八十天以上	13,914	755,613
		9,989,918	15,346,781

應付賬項為無抵押、免息及一般於發票日期之六十至一百二十天償還。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

21. ACCRUED LIABILITIES AND OTHER PAYABLES

Contract liabilities	合約負債
Other accrued liabilities	其他應計負債
Other payables	其他應付款項
Accrued sales commission	應付銷售佣金
Staff cost payables	應付員工開支

Other payables are non-interest-bearing and have an average credit period of 3 months.

(a) Contract liabilities

The amount includes toolings and mould deposits received and sales deposits received.

The movements of toolings and mould deposits received and sales/deposits received from contracts with customers within HKFRS 15 during the year are as follows:

At 1 January	於一月一日
Recognised as revenue	確認為收入
Receipt of advances or recognition of receivables	收到預付款項或 確認應收款項
At 31 December	於十二月三十一日

21. 應計負債及其他應付款項

Note 附註	2023	2022
	二零二三年 HK\$ 港元	二零二二年 HK\$ 港元
21(a)	5,158,304	5,319,731
	29,451	23,851
	3,796,647	5,516,154
	1,852,622	2,657,667
	18,810,622	19,483,945
	29,647,646	33,001,348

其他應付款項為免息及信貸期為平均三個月。

(a) 合約負債

該金額包括已收模具按金及已收銷售按金。

本年度內於香港財務報告準則第15號之來自客戶合約的已收模具按金及已收銷售按金之變動如下：

	2023	2022
	二零二三年 HK\$ 港元	二零二二年 HK\$ 港元
At 1 January	5,319,731	5,328,180
Recognised as revenue	(12,603,987)	(11,949,409)
Receipt of advances or recognition of receivables	12,442,560	11,940,960
At 31 December	5,158,304	5,319,731

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

21. ACCRUED LIABILITIES AND OTHER PAYABLES

(continued)

(a) Contract liabilities (continued)

For the years ended 31 December 2023 and 2022, there is a decrease in the overall contract activities and customer base of the Group, thereby decreasing the amount arising from the receipt of advances or recognition of receivables.

At 31 December 2023, the contract liabilities that are expected to be settled within the next twelve months are HK\$3,489,881 (2022: HK\$4,680,713) and the contract liabilities that are expected to be settled after more than 12 months are HK\$1,668,423 (2022: HK\$639,018). The customer paid for the goods or services in advance and the timing of the transfer of those goods or services is at the discretion of the customer.

Unsatisfied or partially unsatisfied performance obligations

The following table shows unsatisfied performance obligations resulting from toolings and mould deposits received and sales deposits received:

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Aggregate amount of the transaction price allocated to toolings and mould deposits received and sales deposits received that are partially or fully unsatisfied as at 31 December	7,539,437	8,627,138

Management expects that 65% (2022: 87%) of the transaction price allocated to unsatisfied performance obligations as of 31 December 2023 amounted to HK\$4,900,634 (2022: HK\$7,505,610) will be recognised as revenue during the next reporting period. The remaining 35% (2022: 13%) amounted to HK\$2,638,803 (2022: HK\$1,121,528) will be recognised in the 2025 financial year. The amount disclosed above does not include variable consideration which is constrained.

21. 應計負債及其他應付款項 (續)

(a) 合約負債 (續)

截至二零二三年及二零二二年十二月三十一日止，由於本集團整體合約活動及客戶群之減少，收到預付款項或確認應收款項的金額下降。

於二零二三年十二月三十一日，合約負債值3,489,881港元（二零二二年：4,680,713港元）預期於之後十二個月內結清，合約負債值1,668,423港元（二零二二年：639,018港元）預期於超過之後十二個月結清。客人預支貨物或服務款項，並有權決定貨物或服務的結清日期。

未履行或部份未履行的履約責任

已收模具按金及已收銷售按金中未履行的履約責任如下：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Aggregate amount of the transaction price allocated to toolings and mould deposits received and sales deposits received that are partially or fully unsatisfied as at 31 December	7,539,437	8,627,138

管理層預計，於二零二三年十二月三十一日分配至未履行合同的交易價格的65%（二零二二年：87%）將在下一個報告期內確認為收入4,900,634港元（二零二二年：7,505,610港元），其餘35%（二零二二年：13%）2,638,803港元（二零二二年：1,121,528港元）將於二零二五年財政年度確認。上述披露金額不包含受約束的可變對價。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

22. INTEREST-BEARING BANK AND OTHER BORROWINGS

2023

	Effective interest rate (%) per annum 實際年利率(%)	Maturity 到期日	Amount 金額 HK\$ 港元
Revolving term loans – unsecured 循環有期貨款 – 無抵押	7.67-7.69	Fully repayable on 5/1/2024 由二零二四年一月五日全數償還	4,000,000
		Fully repayable on 18/1/2024 由二零二四年一月十八日全數償還	3,000,000
			7,000,000

2022

	Effective interest rate (%) per annum 實際年利率(%)	Maturity 到期日	Amount 金額 HK\$ 港元
Revolving term loans – unsecured 循環有期貨款 – 無抵押	7.44	Fully repayable on 23/2/2023 由二零二三年二月二十三日全數償還	3,000,000
Trust receipt loans 信託收據貸款	5.61	Fully repayable on 17/1/2023 由二零二三年一月十七日全數償還	1,591,980
			4,591,980

The carrying amounts of the Group's borrowings approximate their fair values.

As at 31 December 2023 and 2022, the Group's bank facilities were secured by a corporate guarantee executed by the Company.

22. 帶息銀行及其他借貸

二零二三年

二零二二年

本集團借貸之賬面值與其公平價值相若。

於二零二三年及二零二二年十二月三十一日，本集團作為銀行備用信貸之抵押為本公司簽立之企業擔保。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

23. LEASE LIABILITIES

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the reporting periods:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Current:	流動：		
Within one year	於一年內	297,727	282,307
Non-current:	非流動：		
After one year but within three years	一年後但於三年內	127,463	418,932
		425,190	701,239

The Group has recognised the following amounts for the year:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Lease payments:	租賃款項：		
Short-term leases	短期租賃	203,544	204,345
Expenses recognised in profit or loss	於損益確認的支出	203,544	204,345
Lease payments:	租賃款項：		
Interest on lease liabilities (Note 6)	租賃負債利息(附註6)	22,043	15,821
Under leases	於租賃下	282,283	255,967
		304,326	271,788
Total cash outflow for leases	租賃之總現金流出額	507,870	476,133

Commitment under leases

At 31 December 2023, the Group did not have any commitment to short-term leases (2022: Nil).

23. 租賃負債

於報告期末，本集團按剩餘合約到期的租賃負債如下：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Current:		
Within one year	297,727	282,307
Non-current:		
After one year but within three years	127,463	418,932
	425,190	701,239

本集團於年內確認以下的款項：

	2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Lease payments:		
Short-term leases	203,544	204,345
Expenses recognised in profit or loss	203,544	204,345
Lease payments:		
Interest on lease liabilities (Note 6)	22,043	15,821
Under leases	282,283	255,967
	304,326	271,788
Total cash outflow for leases	507,870	476,133

租賃承擔

於二零二三年十二月三十一日，本集團並無承擔短期租賃(二零二二年：無)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

24. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax (assets)/liabilities

2023

		Fair value change on financial assets/ liabilities at FVPL 按FVPL 金融資產/負債 之公平價值變化 HK\$ 港元	Depreciation allowance in excess of related depreciation 超出相關 折舊之 折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2023	於二零二三年一月一日	(698,974)	871,006	25,498,662	25,670,694
Deferred tax credited to income statement during the year	本年度於利潤表計入之遞延稅項	(800,000)	-	-	(800,000)
Deferred tax charged to other comprehensive income during the year	本年度於其他全面收入扣除之遞延稅項	-	-	723,276	723,276
Gross deferred tax (assets)/liabilities at 31 December 2023	於二零二三年十二月三十一日之遞延稅項(資產)/負債總額	(1,498,974)	871,006	26,221,938	25,593,970

2022

		Fair value change on financial assets/ liabilities at FVPL 按FVPL 金融資產/負債 之公平價值變化 HK\$ 港元	Depreciation allowance in excess of related depreciation 超出相關 折舊之 折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2022	於二零二二年一月一日	2,300,000	872,032	23,274,374	26,446,406
Deferred tax credited to income statement during the year	本年度於利潤表計入之遞延稅項	(3,000,000)	-	-	(3,000,000)
Deferred tax charged to other comprehensive income during the year	本年度於其他全面收入扣除之遞延稅項	-	-	2,224,288	2,224,288
Offsetting	對銷	(700,000) 1,026	872,032 (1,026)	25,498,662 -	25,670,694 -
Gross deferred tax (assets)/liabilities at 31 December 2022	於二零二二年十二月三十一日之遞延稅項(資產)/負債總額	(698,974)	871,006	25,498,662	25,670,694

24. 遞延稅項

本年度內之遞延稅項負債及資產變動如下：

遞延稅項(資產)/負債

二零二三年

		Fair value change on financial assets/ liabilities at FVPL 按FVPL 金融資產/負債 之公平價值變化 HK\$ 港元	Depreciation allowance in excess of related depreciation 超出相關 折舊之 折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2023	於二零二三年一月一日	(698,974)	871,006	25,498,662	25,670,694
Deferred tax credited to income statement during the year	本年度於利潤表計入之遞延稅項	(800,000)	-	-	(800,000)
Deferred tax charged to other comprehensive income during the year	本年度於其他全面收入扣除之遞延稅項	-	-	723,276	723,276
Gross deferred tax (assets)/liabilities at 31 December 2023	於二零二三年十二月三十一日之遞延稅項(資產)/負債總額	(1,498,974)	871,006	26,221,938	25,593,970

二零二二年

		Fair value change on financial assets/ liabilities at FVPL 按FVPL 金融資產/負債 之公平價值變化 HK\$ 港元	Depreciation allowance in excess of related depreciation 超出相關 折舊之 折舊免稅額 HK\$ 港元	Revaluation of properties 物業重估 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2022	於二零二二年一月一日	2,300,000	872,032	23,274,374	26,446,406
Deferred tax credited to income statement during the year	本年度於利潤表計入之遞延稅項	(3,000,000)	-	-	(3,000,000)
Deferred tax charged to other comprehensive income during the year	本年度於其他全面收入扣除之遞延稅項	-	-	2,224,288	2,224,288
Offsetting	對銷	(700,000) 1,026	872,032 (1,026)	25,498,662 -	25,670,694 -
Gross deferred tax (assets)/liabilities at 31 December 2022	於二零二二年十二月三十一日之遞延稅項(資產)/負債總額	(698,974)	871,006	25,498,662	25,670,694

24. DEFERRED TAX (continued)**Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Deductible temporary differences	可予扣減之暫時性差異	4,580,417	720,612
Tax losses	稅項虧損	25,798,838	13,278,953
At end of the reporting period	於報告期末	30,379,255	13,999,565

Pursuant to Mainland China Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. The Group is therefore liable to withholding taxes on dividends to be distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008 onwards.

At 31 December 2023, no deferred tax has been recognised for such withholding taxes that would be payable on the retained earnings of the Group's subsidiaries established in Mainland China that are subject to withholding taxes at distribution. In the opinion of the directors, these accumulated profits, at the present time, are required for financing the continuing operations of the entities and no distribution would be made in the future. The aggregate amount of retained earnings associated with these subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately HK\$12,251,000 at 31 December 2023 (2022: HK\$12,584,000).

24. 遞延稅項 (續)**未列賬遞延稅項資產**

對於未確認遞延稅項資產之項目如下：

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Deductible temporary differences	可予扣減之暫時性差異	4,580,417	720,612
Tax losses	稅項虧損	25,798,838	13,278,953
At end of the reporting period	於報告期末	30,379,255	13,999,565

根據中國大陸企業所得稅法，於中國大陸成立的外商投資企業向外國投資者宣派股息須按10%徵收預扣稅。此規定由二零零八年一月一日起生效，並適用於二零零七年十二月三十一日後的盈利。倘中國大陸與外國投資者的司法權區訂有稅務協議，則可應用較低的預扣稅率。因此，本集團有責任就於中國大陸成立的該等附屬公司於二零零八年一月一日起產生的盈利所分派的股息繳付預扣稅。

於二零二三年十二月三十一日，本集團並無就在中國大陸成立之附屬公司將於分派保留盈利時產生之應付預扣稅確認遞延稅項。董事認為於目前為止該等累計溢利須予支持公司持續經營，並在可預見未來將不作分派。於二零二三年十二月三十一日，並無確認相關中國大陸附屬公司保留盈利總額之遞延稅項負債總計約12,251,000港元(二零二二年：12,584,000港元)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

24. DEFERRED TAX (continued)

Unrecognised deferred tax assets (continued)

At 31 December 2023, the Group has unrecognised tax losses that can be offset against future taxable profits of the respective subsidiaries. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The expiry dates for unrecognised tax losses are as follows:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Tax losses without expiration	無屆滿之稅項虧損	12,347,795	104,667
Tax losses expiring in:	以下屆滿之稅項虧損：		
– 2024	– 二零二四年	10,354,604	10,541,173
– 2025	– 二零二五年	930,623	947,391
– 2026	– 二零二六年	871,050	886,744
– 2027	– 二零二七年	784,837	798,978
– 2028	– 二零二八年	509,929	–
At the end of the reporting period	於報告期末	25,798,838	13,278,953

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

24. 遞延稅項 (續)

未列賬遞延稅項資產 (續)

於二零二三年十二月三十一日，本集團有可供抵銷日後該等附屬公司應課稅溢利的未確認稅項虧損。由於未來溢利走勢未能預測，因此並未就此確認遞延稅項資產。未確認稅項虧損的屆滿日如下：

本公司派付股息予其股東並未對所得稅構成影響。

25. SHARE CAPITAL

25. 股本

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Shares	股份		
Authorised:	法定：		
900,000,000 shares of HK\$0.10 each	900,000,000股每股面值 0.10港元	90,000,000	90,000,000
Issued and fully paid:	已發行及繳足：		
267,004,800 shares of HK\$0.10 each	267,004,800股每股面值 0.10港元	26,700,480	26,700,480

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

26. RESERVES

(a) Group

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 65 and 66 of the consolidated financial statements.

The share premium account represents the excess of the net proceeds or consideration from issuance of the Company's shares over their par value.

The application of the share premium account is governed by Section 40 of the Companies Act 1981 of Bermuda.

The contributed surplus of the Group arose as a result of the Group's reorganisation and represents the excess of the nominal value of the share capital of the former holding company of the Group, K & P Group (Holdings) Limited, prior to the Group's reorganisation in preparation for the listing of the Company's shares in 1996, over the nominal value of the share capital of the Company issued in exchange therefor, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

The asset revaluation reserve of the Group is used to record the increases in the fair value of land and buildings and the decreases to the extent that such decrease relates to an increase on the same asset previously recognised in equity.

The exchange fluctuation reserve of the Group is used to record exchange differences arising from the translation of the financial statements of foreign subsidiaries.

26. 儲備

(a) 集團

本年度及以前年度之本集團儲備及變動已呈列於本綜合財務報表第65及66頁之綜合權益變動表。

股份溢價賬指發行本公司股份籌集之所得款項淨額或代價超過其面值之部份。

股份溢價賬之應用受百慕達一九八一年公司法第40條監管。

本集團之繳入盈餘源自本集團重組，乃指本集團於一九九六年為籌備本公司股份上市之重組前本集團之前控股公司K & P Group (Holdings) Limited之股本面值較本公司為交換該等股份而發行股本面值所多出之金額減資本化以繳付於本公司之註冊成立時所發行未繳款股份之金額。

本集團之資產重估儲備是用作記錄土地及樓宇公平價值之增加，惟其減少之金額限於相同資產於過往因公平價值增加而確認之權益。

本集團之匯兌波動儲備是用於記錄換算海外附屬公司財務報表而產生的匯兌差額。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

26. RESERVES (continued)

(b) Company

		Share premium account 股份溢價賬 HK\$ 港元	Contributed surplus 繳入盈餘 HK\$ 港元	Accumulated losses 累計虧損 HK\$ 港元	Proposed dividend 建議股息 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2022	於二零二二年一月一日	50,856,881	49,999,981	(40,328,053)	21,360,384	81,889,193
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	32,079,492	-	32,079,492
2021 Final dividend paid (note 11)	已付二零二一年末期股息 (附註11)	-	-	-	(21,360,384)	(21,360,384)
Interim dividend paid (note 11)	已付中期股息 (附註11)	-	-	(5,340,096)	-	(5,340,096)
Special dividend paid (note 11)	已付特別股息 (附註11)	-	-	(10,680,192)	-	(10,680,192)
Final dividend proposed (note 11)	建議末期股息 (附註11)	-	-	(16,020,288)	16,020,288	-
At 31 December 2022	於二零二二年十二月三十一日	50,856,881	49,999,981	(40,289,137)	16,020,288	76,588,013
Profit for the year and total comprehensive income for the year	本年度溢利及本年度全面收入總額	-	-	27,061,493	-	27,061,493
2022 Final dividend paid (note 11)	已付二零二二年末期股息 (附註11)	-	-	-	(16,020,288)	(16,020,288)
Interim dividend paid (note 11)	已付中期股息 (附註11)	-	-	(5,340,096)	-	(5,340,096)
Final dividend proposed (note 11)	建議末期股息 (附註11)	-	-	(21,360,384)	21,360,384	-
At 31 December 2023	於二零二三年十二月三十一日	50,856,881	49,999,981	(39,928,124)	21,360,384	82,289,122

The contributed surplus of the Company represents the difference between the underlying consolidated net assets of K & P Group (Holdings) Limited and its subsidiaries at the date on which the Group's reorganisation became effective, referred to in note 26(a) to the consolidated financial statements, over the nominal value of the share capital of the Company issued in exchange therefore, less the amount capitalised to pay up the nil-paid shares issued on the incorporation of the Company.

Under the Companies Act 1981 of Bermuda, the Company may make distributions to its members out of the contributed surplus in certain circumstances. As at 31 December 2023, the Company's reserves available for distribution, calculated in accordance with the Companies Act 1981 of Bermuda, amounted to HK\$31,432,241 (2022: HK\$25,731,132).

26. 儲備 (續)

(b) 公司

本公司之繳入盈餘指K & P Group (Holdings) Limited及其附屬公司於集團重組生效日之綜合資產淨值高出本公司所發行以交換該公司股本面值之金額 (詳情載錄於綜合財務報表附註26(a))，減去繳足資本化以於本公司之註冊成立日所發行未繳款股份之金額。

根據百慕達一九八一年公司法，本公司可在某些情況下從繳入盈餘中撥款向其成員作出分派。於二零二三年十二月三十一日，本公司根據百慕達一九八一年公司法下的計算，可供本公司作分派之儲備為31,432,241港元 (二零二二年：25,731,132港元)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

27. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

Details of the changes in the Group's liabilities from financing activities are as follows:

2023

		Interest-bearing bank and other borrowing 帶息銀行及 其他借貸 HK\$ 港元	Lease liabilities 租賃負債 HK\$ 港元	Dividend payable 應付股息 HK\$ 港元	Total 總計 HK\$ 港元
At beginning of the year	於本年度初	4,591,980	701,239	-	5,293,219
New unsecured revolving term loans/ trust receipt loans	新增無抵押循環有期貸款/ 信託收據貸款	12,122,640	-	-	12,122,640
Declaration of dividend	宣派股息	-	-	21,360,384	21,360,384
Dividend paid	已付股息	-	-	(21,360,384)	(21,360,384)
Repayment of unsecured revolving term loans/trust receipt loans	償還無抵押循環有期貸款/ 信託收據貸款	(9,714,620)	-	-	(9,714,620)
Repayment of lease liabilities	償還租賃負債	-	(282,283)	-	(282,283)
Exchange realignment	匯兌調整	-	6,234	-	6,234
At end of the year	於本年度末	7,000,000	425,190	-	7,425,190

27. 融資活動產生之負債變動

本集團融資活動產生之負債變動之詳情如下：

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綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

27. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

2022

		Interest-bearing bank and other borrowing 帶息銀行及其他借貸 HK\$ 港元	Lease liabilities 租賃負債 HK\$ 港元	Dividend payable 應付股息 HK\$ 港元	Total 總計 HK\$ 港元
At beginning of the year	於本年度初	18,792,000	124,128	-	18,916,128
New unsecured revolving term loans/ trust receipt loans	新增無抵押循環有期貨款/ 信託收據貸款	4,591,980	-	-	4,591,980
New leases	新增租賃	-	838,386	-	838,386
Declaration of dividend	宣派股息	-	-	37,380,672	37,380,672
Dividend paid	已付股息	-	-	(37,380,672)	(37,380,672)
Repayment of unsecured revolving term loans/trust receipt loans	償還無抵押循環有期貨款/ 信託收據貸款	(18,792,000)	-	-	(18,792,000)
Repayment of lease liabilities	償還租賃負債	-	(255,967)	-	(255,967)
Exchange realignment	匯兌調整	-	(5,308)	-	(5,308)
At end of the year	於本年度末	4,591,980	701,239	-	5,293,219

Interest-bearing bank and other borrowings and leases liabilities are disclosed in note 22 and 23 to the consolidated financial statements respectively.

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帶息銀行及其他借貸及租賃負債於綜合財務報表附註22及23分別披露。

28. COMMITMENTS

Except for those disclosed in elsewhere in the consolidated financial statements, at the end of the reporting period, the Group did not have any other capital commitments.

28. 承擔

除披露於綜合財務報表的其他地方外，於報告期末，本集團並無任何資本承擔。

29. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group:

29. 關連人士交易

本集團主要管理人員之報酬：

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Short term employee benefits	短期僱員福利	7,534,460	10,262,152
Contributions to retirement benefit schemes	退休福利計劃供款	18,000	18,000
Total compensation paid to key management personnel	支付予主要管理人員之總報酬	7,552,460	10,280,152

The above compensation for key management personnel of the Group includes emoluments paid to the directors. Further details of directors' emoluments are included in note 8 to the consolidated financial statements.

以上本集團主要管理人員之報酬包括支付予董事之酬金。有關董事酬金之詳細資料包括於綜合財務報表附註8。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

2023

Financial assets as per consolidated statement of financial position:	根據綜合財務狀況表之金融資產：	Financial assets at amortised cost 按攤銷成本之金融資產 HK\$ 港元	Financial asset at FVPL 按FVPL之金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial asset at FVPL – Club membership	按FVPL之金融資產 – 會所會籍	–	680,000	680,000
Financial assets included in prepayments, deposits and other receivables (note 17)	包含於預付款項、按金及其他應收款項之金融資產(附註17)	1,350,329	–	1,350,329
Trade receivables	應收賬項	35,895,370	–	35,895,370
Bank balances and cash	銀行結餘及現金	100,355,497	–	100,355,497
		137,601,196	680,000	138,281,196

2023

Financial liabilities as per consolidated statement of financial position:	根據綜合財務狀況表之金融負債：	Financial liabilities at amortised cost 按攤銷成本之金融負債 HK\$ 港元	Financial liabilities at FVPL 按FVPL之金融負債 HK\$ 港元	Total 總計 HK\$ 港元
Financial liability at FVPL – Forward currency contracts	按FVPL之金融負債 – 遠期貨幣合約	–	9,192,223	9,192,223
Trade payables	應付賬項	9,989,918	–	9,989,918
Financial liabilities included in accrued liabilities and other payables (note 21)	包含於應計負債及其他應付款項之金融負債(附註21)	5,028,285	–	5,028,285
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	7,000,000	–	7,000,000
Lease liabilities	租賃負債	425,190	–	425,190
		22,443,393	9,192,223	31,635,616

30. 金融工具的分類

於報告期末，金融工具各類別的賬面值如下：

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Financial assets at amortised cost 按攤銷成本之金融資產 HK\$ 港元	Financial asset at FVPL 按FVPL之金融資產 HK\$ 港元	Total 總計 HK\$ 港元
–	680,000	680,000
1,350,329	–	1,350,329
35,895,370	–	35,895,370
100,355,497	–	100,355,497
137,601,196	680,000	138,281,196

二零二三年

Financial liabilities at amortised cost 按攤銷成本之金融負債 HK\$ 港元	Financial liabilities at FVPL 按FVPL之金融負債 HK\$ 港元	Total 總計 HK\$ 港元
–	9,192,223	9,192,223
9,989,918	–	9,989,918
5,028,285	–	5,028,285
7,000,000	–	7,000,000
425,190	–	425,190
22,443,393	9,192,223	31,635,616

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

30. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

2022

		Financial assets at amortised cost 按攤銷成本之 金融資產 HK\$ 港元	Financial asset at FVPL 按FVPL之 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets as per consolidated statement of financial position:	根據綜合財務狀況表之 金融資產：			
Financial asset at FVPL	按FVPL之金融資產			
– Club membership	– 會所會籍	–	680,000	680,000
– Forward currency contracts	– 遠期貨幣合約	–	579,976	579,976
Financial assets included in prepayments, deposits and other receivables (note 17)	包含於預付款項、按金及 其他應收款項之金融 資產(附註17)	708,225	–	708,225
Trade receivables	應收賬項	57,813,339	–	57,813,339
Bank balances and cash	銀行結餘及現金	90,535,145	–	90,535,145
		149,056,709	1,259,976	150,316,685

2022

		Financial liabilities at amortised cost 按攤銷成本之 金融負債 HK\$ 港元	Financial liabilities at FVPL 按FVPL之 金融負債 HK\$ 港元	Total 總計 HK\$ 港元
Financial liabilities as per consolidated statement of financial position:	根據綜合財務狀況表之 金融負債：			
Financial liability at FVPL	按FVPL之金融負債			
– Forward currency contracts	– 遠期貨幣合約	–	4,820,747	4,820,747
Trade payables	應付賬項	15,346,781	–	15,346,781
Financial liabilities included in accrued liabilities and other payables (note 21)	包含於應計負債及其他應付 款項之金融負債(附註21)	7,384,705	–	7,384,705
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	4,591,980	–	4,591,980
Lease liabilities	租賃負債	701,239	–	701,239
		28,024,705	4,820,747	32,845,452

30. 金融工具的分類 (續)

二零二二年

二零二二年

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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31. FAIR VALUE MEASUREMENTS

The following presents the assets and liabilities measured at fair value or required to disclose their fair value in these consolidated financial statements on a recurring basis across the three levels of the fair value hierarchy defined in HKFRS 13, Fair Value Measurement, with the fair value measurement categorised in its entirety based on the lowest level input that is significant to the entire measurement. The levels of inputs are defined as follows:

Level 1 (highest level): quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3 (lowest level): unobservable inputs for the asset or liability.

31. 公平價值計量

以下按香港財務報告準則第13號：公平價值計量所界定之公平價值三個等級列出按公平價值計量之資產及負債或須按經常性基準於綜合財務報表披露，公平價值之分類基於其最低等級而對公平價值的整體計量有重大影響的輸入數據。輸入數據等級定義如下：

第一級（最高等級）：本集團在計量日可在活躍市場取得相同資產或負債之報價（未經調整）；

第二級：資產或負債可直接或間接觀察之輸入數據，第一級包括之報價除外；

第三級（最低等級）：資產或負債之不可觀察輸入數據。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
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31. FAIR VALUE MEASUREMENTS (continued)

The following table shows an analysis of assets and liabilities measured at fair value by level of the fair value hierarchy:

2023

		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets	金融資產：				
Financial assets at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
Leasehold land and buildings:	租賃持有土地及樓宇：				
Commercial – Hong Kong	商業 – 香港	–	–	64,821,000	64,821,000
Owned buildings:	擁有樓宇：				
Industrial	工業 – 香港境外	–	–	75,098,000	75,098,000
– outside Hong Kong					
Financial liabilities:	金融負債：				
Financial liabilities at FVPL:	按FVPL之金融負債：				
– Forward currency contracts	– 遠期貨幣合同	–	9,192,223	–	9,192,223

31. 公平價值計量 (續)

下表顯示按公平價值計量的資產及負債，並按公平價值等級分類之分析：

二零二三年

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

2022

31. 公平價值計量 (續)

二零二二年

		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets	金融資產：				
Financial assets at FVPL:	按FVPL之金融資產：				
– Club membership	– 會所會籍				
– outside Hong Kong	– 香港境外	680,000	–	–	680,000
– Forward currency contracts	– 遠期貨幣合同	–	579,976	–	579,976
Leasehold land and buildings:	租賃持有土地及樓宇：				
Commercial – Hong Kong	商業 – 香港	–	69,590,000	–	69,590,000
Owned buildings:	擁有樓宇：				
Industrial – outside Hong Kong	工業 – 香港境外	–	–	75,382,000	75,382,000
Financial liabilities:	金融負債：				
Financial liabilities at FVPL:	按FVPL之金融負債：				
– Forward currency contracts	– 遠期貨幣合同	–	4,820,747	–	4,820,747

During the year ended 31 December 2023, land and building – commercial Hong Kong was transferred into Level 3 with the fair value of HK\$64,821,000 (2022: Nil).

截至二零二三年十二月三十一日止年度內，位於香港之土地及商業樓宇轉入第三層分類，公平價值為64,821,000港元(二零二二年：無)。

The Group's policy is to recognise transfers into and out of Level 3 as at the end of the reporting period in which the transfer occurs.

本集團的政策是於導致轉移的事件發生當日確認第三層分類的轉入及轉出。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

Movements in Level 3 fair value measurements

2023

Description	描述	Land and building: Commercial – Hong Kong	Land and building: Industrial – outside Hong Kong
		土地及樓宇： 商業 – 香港 HK\$ 港元	土地及樓宇： 工業 – 香港境外 HK\$ 港元
At beginning of the reporting period	於報告期初	–	75,382,000
Transferred from level 2 asset to level 3 asset (Note)	由第二級資產轉至第三級資產 (註)	64,821,000	–
Depreciation debited to profit or loss	損益賬扣除之折舊	–	(2,548,734)
Fair value gain on revaluation credited to other comprehensive income	重估公平價值收益計入 其他全面收入	–	3,712,736
Exchange realignment	匯兌調整	–	(1,448,002)
At the end of the reporting period	於報告期末	64,821,000	75,098,000
Unrealised gains for the period included in profit or loss held at the end of the reporting period	本期間包括在損益賬而 於報告期末持有之 未實現收益	–	–

Note: The transfer from Level 2 to Level 3 was due to significant unobservable input is required, resulting from a decrease in market activity for the land and building.

31. 公平價值計量 (續)

第三級公平價值計量之變動

二零二三年

Description	描述	Land and building: Commercial – Hong Kong	Land and building: Industrial – outside Hong Kong
		土地及樓宇： 商業 – 香港 HK\$ 港元	土地及樓宇： 工業 – 香港境外 HK\$ 港元
At beginning of the reporting period	於報告期初	–	75,382,000
Transferred from level 2 asset to level 3 asset (Note)	由第二級資產轉至第三級資產 (註)	64,821,000	–
Depreciation debited to profit or loss	損益賬扣除之折舊	–	(2,548,734)
Fair value gain on revaluation credited to other comprehensive income	重估公平價值收益計入 其他全面收入	–	3,712,736
Exchange realignment	匯兌調整	–	(1,448,002)
At the end of the reporting period	於報告期末	64,821,000	75,098,000
Unrealised gains for the period included in profit or loss held at the end of the reporting period	本期間包括在損益賬而 於報告期末持有之 未實現收益	–	–

註：由於市場上之土地及樓宇交易減少，導致需要重大不可觀察輸入數據作分析，分類由第二層轉至第三層。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

Movements in Level 3 fair value measurements (continued)

2022

31. 公平價值計量 (續)

第三級公平價值計量之變動 (續)

二零二二年

Description	描述	Land and building: Industrial – outside Hong Kong 土地及樓宇： 工業－香港境外 HK\$ 港元
At beginning of the reporting period	於報告期初	76,223,000
Depreciation debited to profit or loss	損益賬扣除之折舊	(2,499,119)
Fair value gain on revaluation credited to other comprehensive income	重估公平價值收益計入 其他全面收入	6,122,915
Exchange realignment	匯兌調整	(4,464,796)
At the end of the reporting period	於報告期末	<u>75,382,000</u>
Unrealised gains for the period included in profit or loss held at the end of the reporting period	本期間包括在損益賬而於報告期末 持有之未實現收益	<u>–</u>

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

Description of the valuation techniques and inputs used in Level 2 fair value measurement

a) Forward currency contracts

The fair value of forward currency contracts is measured by comparing the contracted forward rates and the quoted forward exchange rates for the remaining contractual maturity, by the same bank, which are observable at the end of the reporting period.

Description of the valuation techniques and inputs used in Level 3 fair value measurement

a) Properties located in Mainland China

The fair value of the properties located in Mainland China was revalued by Chung, Chan & Associates, independent professionally qualified valuer, using depreciated replacement cost approach. The valuer considered the subject properties are specialised properties for which there is no readily market observable transaction of similar properties. The estimation of fair value of the subject properties took into account their current cost of replacement or reproduction, less deduction for physical deterioration and all relevant forms of obsolescence and optimisation.

b) Properties located in Hong Kong

The properties located in Hong Kong were revalued by Chung, Chan & Associates, independent professionally qualified valuer, on the basis of market value by the comparison approach, which is based on market observable transactions of similar properties and adjusted for differences in key valuation attributes, such as size and age to reflect the conditions of the subject properties.

31. 公平價值計量 (續)

第二級公平價值計量之輸入數據及估值方法描述

(a) 遠期貨幣合同

遠期貨幣合同之公平價值會比較在相同銀行其於報告期末，可觀察之遠期合同匯率及餘下合同到期日之遠期合同報價匯兌率而計量。

第三級公平價值計量之輸入數據及估值方法描述

(a) 位於中國大陸之物業

位於中國大陸之物業由獨立專業合資格估值師衡量行採用折舊重置成本法重新估值。估值師考慮到該物業之獨特性，市場上並無可觀察之類同物業交易。故估計該物業之公平價值是參考現時的重置或重建成本、扣減實質退化及全部相關型式的廢置及優化。

(b) 位於香港之物業

位於香港之物業由獨立專業合資格估值師衡量行採用比較市場價值的方式重新估值，且可觀察之市場類同物業交易及反映該物業狀況之主要估值方法如大小及樓齡，而對其作出差額調整。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

Quantitative information of the significant unobservable inputs and description of valuation techniques used in Level 3 fair value measurement

The quantitative information of the significant unobservable input and description of valuation techniques used in Level 3 fair value measurement, including the description of the sensitivity to changes in unobservable inputs for recurring Level 3 fair value measurements, are as follows:

31. 公平價值計量 (續)

第三等級公平價值計量所用之重大不可觀察輸入數據之量化資料及估值方法描述

第三級公平價值計量所用之重大不可觀察輸入數據之量化資料及估值方法描述，包括對經常性第三級公平價值計量之不可觀察輸入數據變動之敏感度描述如下：

Description	Fair value at 31 December 2023	Valuation techniques	Unobservable input	Sensitivity of fair value to changes in unobservable inputs
描述	於二零二三年十二月 三十一日之公平價值	估值方法	不可觀察輸入數據	不可觀察輸入數據之 公平價值敏感度變動
Asset				
資產				
<i>Property, plant and equipment</i>				
<i>物業、廠房及設備</i>				
- Properties included in land and building: Industrial outside Hong Kong	HK\$75,098,000 (2022: HK\$75,382,000)	Depreciated replacement cost approach	Estimated costs of construction (HK\$156 (equivalent to RMB142) per sq. ft.) (2022: HK\$156 (equivalent to RMB138) per sq. ft.) of similar type of industrial premises with adjustment on age, condition, utility, etc.	Assuming other factors remain unchanged, the higher the estimated cost of construction, the higher the fair value, and vice versa.
- 物業包括在土地及樓宇：香港境外工業物業	75,098,000港元 (二零二二年： 75,382,000港元)	折舊重置成本法	類同工業物業與樓齡、狀況、設施等調整之估計建築成本(156港元(相約142人民幣)/平方米)(二零二二年：156港元(相約138人民幣)/平方米)。	假設其他因素不變，估計建築成本越高，公平價值越高，反之亦然。
- Commercial property situated in Hong Kong	HK\$64,821,000 (2022: HK\$69,590,000)	Market Comparison Approach	Premium or discount for quality of properties (e.g. view, level and condition of the commercial property), adjustment basically range from about -9.1% to +7.1% (2022: -3.2% to 0%)	Assuming other factors remain unchanged, the higher the market price, the higher the fair value, and vice versa.
- 位於香港之商業物業	64,821,000港元 (二零二二年： 69,590,000港元)	市場比較法	物業質量之溢價或折讓(如商業物業景觀、樓層及狀況)基本調整範圍由約-9.1%至+7.1%(二零二二年：-3.2%至0%)	假設其他因素不變，估計市場價格越高，公平價值越高，反之亦然。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

31. FAIR VALUE MEASUREMENTS (continued)

Quantitative information of the significant unobservable inputs and description of valuation techniques used in Level 3 fair value measurement (continued)

Valuation processes of the Group

The Group has a team comprising of executive directors and finance manager reviewing estimation of fair value of the properties. Fair values of the properties are estimated by the independent professionally qualified valuer on an annual basis. Discussions of the valuation process and results with the executive directors and the Audit Committee are held twice a year, for the Group's interim and annual reporting.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise of interest-bearing bank and other borrowings, and cash and short-term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial instruments such as trade receivables, prepayments, deposits and other receivables, trade payables and accrued liabilities and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

31. 公平價值計量 (續)

第三等級公平價值計量所用之重大不可觀察輸入數據之量化資料及估值方法描述 (續)

集團估值程序

本集團物業之公平價值是由董事及財務主管領導的小組檢討。該等物業之公平價值每年由獨立專業合資格估值師評估。估值程序及結果於每年兩次本集團的中期及年度報告與董事及審核委員會討論。

32. 財務風險管理目標及政策

本集團之主要金融工具包括帶息銀行及其他借貸，以及現金及短期存款。該等金融工具之主要目的是為本集團營運籌集資金。本集團亦有多項直接以營運產生之其他金融工具，例如應收賬項、預付款項、按金及其他應收款項、應付賬項及應計負債及其他應付款項。

本集團金融工具涉及之主要風險為外幣風險、信貸風險及流動資金風險。董事會審閱及同意每項管理該等風險之政策，概述如下：

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Foreign currency risk

The Group has transactional currency exposures. Such exposures arise mainly from (i) the operating units in Hong Kong which maintain cash in Hong Kong dollar, their functional currency, but make sales in USD and purchases in RMB. (ii) the majority of the transactions of the operating units in Mainland China are denominated in RMB but their funds are mainly sourced from Hong Kong operating units. (iii) the operating unit in Singapore which maintain cash in Singapore dollar, its functional currency, but make sales in USD.

32. 財務風險管理目標及政策 (續)

(a) 外幣風險

本集團有交易貨幣風險，此風險源自(i)其在香港營運單位持有港幣現金，此為其功能貨幣，但銷售以美元，而採購以人民幣作計算；(ii)中國大陸營運單位主要以人民幣交易，但其資金主要來自香港營運單位；及(iii)其在新加坡營運單位持有新加坡元現金，此為其功能貨幣，但銷售以美元作計算。

Exposure to foreign currencies 外幣風險

		2023 二零二三年			2022 二零二二年		
		HKD 港元	RMB 人民幣	USD 美元	HKD 港元	RMB 人民幣	USD 美元
		HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元
Financial assets	金融資產	666,120	61,971,812	1,467,658	3	37,377,873	2,407,455
Financial liabilities	金融負債	(46,000,000)	-	(6,226,059)	(46,000,000)	-	(6,231,255)
Net exposure	淨風險	(45,333,880)	61,971,812	(4,758,401)	(45,999,997)	37,377,873	(3,823,800)

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(a) Foreign currency risk (continued)

Sensitivity analysis

In view of the fact that the Hong Kong dollar is pegged to USD and that the Group tries to match its assets and liabilities with the same currency, the Group's exposure to USD foreign currency risk is minimal. The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible changes in the foreign exchange rates, with all other variables held constant and excluding the effect of the forward currency contracts, of the Group's loss after tax (due to changes in the fair value of monetary assets and liabilities).

		2023 二零二三年		2022 二零二二年	
		(Decrease)/ Increase in foreign exchange rates 外幣匯率之 (減少)/增加	(Decrease)/ Increase in loss after tax 除稅後虧損 (減少)/增加 HK\$ 港元	(Decrease)/ Increase in foreign exchange rates 外幣匯率之 (減少)/增加	(Decrease)/ Increase in loss after tax 除稅後虧損 (減少)/增加 HK\$ 港元
Hong Kong dollars	港元	(2%)	(757,076)	(9%)	(3,456,900)
Renminbi	人民幣	2%	(1,034,929)	8%	(2,496,842)
United States dollars	美元	1%	39,733	1%	31,929

32. 財務風險管理目標及政策 (續)

(a) 外幣風險 (續)

敏感度分析

由於港元與美元掛鈎及本集團盡可能以相同貨幣配合其相關資產及負債，本集團所承擔的美元外幣風險甚微。以下表格展示於報告期末其他變數保持不變及不包括遠期貨幣合同之影響，而外幣匯率可能出現合理波動之情況下，本集團除稅後虧損（因貨幣資產及負債的公平價值出現變動）之敏感度分析。

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)**(b) Credit risk**

The carrying amount of financial assets recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

Trade receivables

The Group trades only with recognised creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. Invoices are normally payable within 60 days of issuance, except for certain well-established customers, where the terms are extended from 60 to 90 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise credit risk. Overdue balances are regularly reviewed by senior management.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At the end of the reporting period, the Group had a concentration of credit risk as 38% (2022: 37%) of the balance representing a receivable from two customers (2022: a single customer), which was derived from sales by the precision parts and components segment.

32. 財務風險管理目標及政策 (續)**(b) 信貸風險**

於綜合財務狀況表確認的金融資產賬面值乃扣除減值虧損，代表本集團的信貸風險，惟並未計及所持有任何抵押或其他信貸增值的價值。

應收賬項

本集團僅與有信譽的第三者進行交易。按照本集團的政策，所有擬按信貸期進行交易的客戶，必須經過信貸核實程序後，方可落實。本集團與客戶買賣條款中，主要客戶都享有信用預提，惟新客戶一般需要預付款項。一般發票需要在六十天內支付，良好信譽客戶可享有六十至九十天信用預提。每名客戶均有信用額度。本集團對未償還應收款項有嚴緊控制及有信貸政策以減低信貸風險。高級管理層會定期對逾期應收結餘作審閱。

本集團承受信貸風險之程度主要受各客戶之個別特性影響。客戶所從事之行業及所在之國家之拖欠風險亦影響信貸風險，但程度甚微。客戶的信用質量基於廣泛的信用評級和個人信用額度評估而進行評估，該評估主要基於集團自己的交易記錄。

於報告期末，本集團於應收款項結餘之信貸風險集中度為38% (二零二二年：37%) 乃來自精密零部件分類的兩名客戶 (二零二二年：一名客戶)。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The Group's customer base consists of a wide range of clients and the trade receivables are categorised by common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables.

There was no change in the estimation techniques or significant assumptions made during the year.

32. 財務風險管理目標及政策 (續)

(b) 信貸風險 (續)

應收賬項 (續)

本集團的客戶群由廣泛的客戶組成，應收賬項按共同風險特徵分類，代表客戶按照合約條款支付所有到期款項的能力。本集團採用簡化方法計算應收賬項的預期信貸虧損，並根據每個報告日的全期預期信貸虧損確認虧損撥備，並建立基於其歷史信貸虧損經驗的撥備矩陣，及根據債務人和經濟環境具體的前瞻性因素進行調整。根據過去三年的實際信貸虧損經驗計算每個類別於撥備矩陣使用的預期虧損率，並根據當前和前瞻因素進行調整，以反映收集歷史數據期間的經濟狀況之間的差異、現狀及本集團對未來經濟狀況於應收款項預期年限的估計。

年內所作出之估算方法或重大假設並無變動。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix is summarised below.

As at 31 December 2023

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$ 港元	Loss allowance 虧損撥備 HK\$ 港元	Credit- impaired 信貸減值
Not past due	尚未逾期	0	28,857,200	-	No無
Less than 1 month past due	逾期少於一個月	0	5,145,281	-	No無
1 to 3 months past due	逾期一至三個月	0	1,529,075	-	No無
3 to 6 months past due	逾期三至六個月	0	363,814	-	No無
1 to 2 years past due	逾期一至兩年	100	30,500	30,500	Yes有
			35,925,870	30,500	

As at 31 December 2022

		Expected loss rate 預期虧損率 %	Gross carrying amount 總賬面值 HK\$ 港元	Loss allowance 虧損撥備 HK\$ 港元	Credit- impaired 信貸減值
Not past due	尚未逾期	0	40,052,977	-	No無
Less than 1 month past due	逾期少於一個月	0	11,556,409	-	No無
1 to 3 months past due	逾期一至三個月	0	4,735,199	-	No無
3 to 6 months past due	逾期三至六個月	0	1,468,754	-	No無
1 to 2 years past due	逾期一至兩年	100	30,500	30,500	Yes有
			57,843,839	30,500	

32. 財務風險管理目標及政策 (續)

(b) 信貸風險 (續)

應收賬項 (續)

使用撥備矩陣的應收賬項的信貸風險和預期信貸虧損資料概述如下：

於二零二三年十二月三十一日

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(b) Credit risk (continued)

Trade receivables (continued)

The Group does not hold any collateral over trade receivables as at 31 December 2023 (2022: Nil).

As at 31 December 2023, the Group recognised loss allowance of HK\$30,500 (2022: HK\$30,500) on the trade receivables. The movement in the loss allowance for trade receivables is summarised below.

At beginning of year	於年初
Amount written off	金額撇銷
At end of year	於年末

Other receivables

The Group considers that the other receivables have low credit risk based on the borrowers' strong capacity to meet their contractual cash flow obligations in the near term and low risk of default. Impairment on other receivables is measured on 12-month ECL and reflects the short maturities of the exposures.

In estimating the ECL, the Group has taken into account the historical actual credit loss experience over the past 3 years (2022: 3 years) and the financial position of the counterparties by reference to, among others, their management or audited accounts and available press information, adjusted for forward-looking factors that are specific to the debtors and general economic conditions of the industry in which the counterparties operate, in estimating the probability of default of these financial assets, as well as the loss upon default in each case. The management of the Group considers the ECL of these financial assets to be insignificant after taking into account the financial position and credit quality of the counterparties.

There was no change in the estimation techniques or significant assumptions made during the year.

32. 財務風險管理目標及政策 (續)

(b) 信貸風險 (續)

應收賬項 (續)

於二零二三年十二月三十一日，本集團並無就應收賬項持有任何抵押(二零二二年：無)。

於二零二三年十二月三十一日，本集團就應收賬項確認虧損撥備30,500港元(二零二二年：30,500港元)。應收賬項虧損撥備之變動概述如下：

2023	2022
二零二三年	二零二二年
HK\$	HK\$
港元	港元
30,500	285,479
-	(254,979)
30,500	30,500

其他應收款項

本集團認為其他應收款項的信貸風險較低，基於借款人在短期內履行合約現金流量責任的能力較強及違約風險較低。其他應收款項的減值以十二個月的預期信貸虧損計量，並反映了短期風險。

在估計預期信貸虧損，本集團已考慮債務人過去三年(二零二二年：三年)的歷史實際信貸虧損經驗及對方的財務狀況，其中包括參考其管理層或經審核賬目及可得的刊發資料，並根據債務人特定的前瞻性因素及對方經營所在行業的整體經濟狀況作出調整，以估計該等金融資產的違約概率以及每種情況下的違約損失。經考慮對方的財務狀況及信貸質素後，本集團管理層認為該等金融資產的預期信貸虧損並不重大。

年內所作出之估算方法或重大假設並無變動。

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(c) Liquidity risk

The maturity profile of the Group's non-derivative and derivative financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments is as follows:

	2023 二零二三年				2022 二零二二年					
	Total amount	Within 1 year or on demand 一年內或按 要求	After 1 year but within 2 years 一年後但兩年內	After 2 years but within 5 years 兩年後但五年內	Total amount	Within 1 year or on demand 一年內或按 要求	After 1 year but within 2 years 一年後但兩年內	After 2 years but within 5 years 兩年後但五年內		
	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元	HK\$ 港元		
Non-derivative:	非衍生類：									
Trade payables		應付賬項	9,989,918	9,989,918	-	-	15,346,781	15,346,781	-	-
Financial liabilities included in accrued liabilities and other payables (note 21)		包含於應計負債及其他應付款項之金融負債 (附註21)	5,028,285	5,028,285	-	-	7,384,705	7,384,705	-	-
Interest-bearing bank borrowings		帶息銀行借貸	7,014,953	7,014,953	-	-	4,625,003	4,625,003	-	-
Lease liabilities		租賃負債	443,361	315,332	128,029	-	735,517	304,352	304,352	126,813
Derivative:	衍生類：									
Financial liabilities at FVPL		按FVPL之金融負債	9,192,223	8,045,759	1,146,464	-	4,820,747	4,820,747	-	-
	31,668,740	30,394,247	1,274,493	-	32,912,753	32,481,588	304,352	126,813		

(d) Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

32. 財務風險管理目標及政策 (續)

(c) 流動資金風險

本集團於報告期末以訂約未折讓付款基準計算之非衍生及衍生金融負債如下：

(d) 資本管理

本集團管理資本的首要目標是保障本集團的持續經營能力及維持穩健的資本比率，以支援其業務發展及為股東帶來更大的價值。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

(d) Capital management (continued)

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return of capital to shareholders or issue of new shares. The Group is not subject to any externally imposed capital requirement. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022.

The Group monitors its capital using a gearing ratio, which is net debt divided by the total capital plus net debt. Net debt includes interest-bearing bank and other borrowings, lease liabilities, trade payables, accrued liabilities and other payables less bank balances and cash. Capital includes equity attributable to owners of the Company. The gearing ratios at the end of the reporting periods were as follows:

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
Interest-bearing bank and other borrowings	帶息銀行及其他借貸	7,000,000	4,591,980
Lease liabilities	租賃負債	425,190	701,239
Trade payables	應付賬項	9,989,918	15,346,781
Accrued liabilities and other payables	應計負債及其他應付款項	29,647,646	33,001,348
Less: Bank balances and cash	減：銀行結餘及現金	(100,355,497)	(90,535,145)
Net debt	債項淨值	(53,292,743)	(36,893,797)
Total equity	權益總額	299,759,886	350,251,839
Total capital and net debt	總資本及債項淨值	246,467,143	313,358,042
Gearing ratio (Note)	資本負債比率(註)	N/A	N/A

Note: As at 31 December 2023 and 2022, the Group was in net cash position and the gearing ratio is negative.

32. 財務風險管理目標及政策 (續)

(d) 資本管理 (續)

本集團會因應經濟環境變化管理其資本架構並對其作出調整。為維持或調整資本架構，本集團或會調整支付予股東的股息、發還資本予股東或發行新股份。本集團不需要遵從任何外部的附加資本要求。於截至二零二三年及二零二二年十二月三十一日止年度內，有關管理資本的目標、政策及過程並無作出任何變動。

本集團採用資本負債比率監察其資本情況，其乃債項淨值除以總資本加債項淨值計算。債項淨值包括帶息銀行及其他借貸、租賃負債、應付賬項、應計負債及其他應付款項，並扣除銀行結餘及現金。資本包括本公司擁有人所佔權益。於報告期末之資本負債比率如下：

註：於二零二三年及二零二二年十二月三十一日，本集團處淨現金狀況及負債比率為負值。

綜合財務報表附註 (續)

Notes to Consolidated Financial Statements (continued)

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

33. COMPANY-LEVEL STATEMENT OF FINANCIAL POSITION

33. 公司級別之財務狀況表

		2023 二零二三年 HK\$ 港元	2022 二零二二年 HK\$ 港元
		Notes 附註	
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	附屬公司之投資	58,999,981	58,999,981
Due from subsidiaries	應收附屬公司款項	92,022,839	68,873,812
		151,022,820	127,873,793
CURRENT ASSETS	流動資產		
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	322,275	282,127
Bank balances and cash	現金及現金等值項目	242,109	297,078
		564,384	579,205
CURRENT LIABILITIES	流動負債		
Accrued liabilities and other payables	應計負債及其他應付款項	298,820	285,400
Due to subsidiaries	應付附屬公司款項	42,284,741	24,824,691
Tax payables	應繳稅項	14,041	54,414
		42,597,602	25,164,505
NET CURRENT LIABILITIES	流動負債淨值	(42,033,218)	(24,585,300)
Net assets	資產淨值	108,989,602	103,288,493
EQUITY	權益		
Share capital	股本	25 26,700,480	26,700,480
Reserves	儲備	26(b) 82,289,122	76,588,013
Total equity	權益總額	108,989,602	103,288,493

This statement of financial position was approved and authorised for issue by the board of directors on 22 March 2024 and signed on its behalf by

此財務狀況表已於二零二四年三月二十二日獲董事會批准及授權發佈，並由下列人士代表簽署：

Lai Pei Wor
賴培和
Director
董事

Chan Yau Wah
陳友華
Director
董事

五年財務概要

Five-Year Financial Summary

截至二零二三年十二月三十一日止年度
Year ended 31 December 2023

A summary of the results and of the assets and liabilities of the Group for the last five financial years, as extracted from the published audited consolidated financial statements, is set out below.

以下為本集團於過去五個財政年度之業績、資產及負債概要，此乃摘錄自經公佈審核綜合財務報表。

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
REVENUE	收入	185,787	272,103	418,202	341,758	345,581
(LOSS)/PROFIT BEFORE TAX	除稅前(虧損)/溢利	(26,567)	1,306	72,631	77,609	22,386
TAX CREDIT/(EXPENSES)	稅項抵免/(開支)	469	(1,809)	(9,333)	(10,699)	(5,727)
(LOSS)/PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人所佔(虧損)/溢利	(26,098)	(503)	63,298	66,910	16,659

ASSETS AND LIABILITIES

資產及負債

		31 December 十二月三十一日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	383,668	436,908	531,050	486,665	401,193
Total liabilities	總負債	(83,908)	(86,657)	(136,301)	(136,271)	(114,887)
		299,760	350,251	394,749	350,394	286,306



K & P International Holdings Limited
堅寶國際控股有限公司*

Units 2304-06, 23rd Floor,
Riley House, 88 Lei Muk Road,
Kwai Chung, New Territories, Hong Kong

香港新界葵涌梨木道八十八號
達利中心二十三樓二零四至零六室