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**2023** ANNUAL REPORT  
年報



**中澤豐國際有限公司**

**RENZE HARVEST INTERNATIONAL LIMITED**  
(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號 : 01282)



<http://www.hk1282.com>



**RENZE HARVEST  
INTERNATIONAL LIMITED**  
中澤豐國際有限公司

Renze Harvest International Limited (the “**Company**”) was established in 2009 and listed on the main board of The Stock Exchange of Hong Kong Limited on 15 December 2010 (Stock Code: 01282.HK). The Company and its subsidiaries (the “**Group**”) are principally engaged in the business of automation, property investment and development, financial services, and securities investment.

The Group is one of the leaders in the distribution of automation equipment in the PRC. It maintains a close relationship and collaboration with key business partners in the PRC. It is committed to seizing the opportunities brought by the smart manufacturing transformation under “Made in China 2025” and the opportunities for 5G market development.

The Group’s property investment and development segment is engaged with a number of property projects in Hong Kong and various major cities in the PRC, covering projects including commercial complexes, upscale residences, hotels, commercial apartments and office buildings. It will continue to explore quality property projects in the Greater Bay Area to increase its land reserves for future development.

The Group holds licences to provide financial services, including securities and futures trading, asset management and money lending in Hong Kong and the PRC.

Adhering to its philosophy of “sustainable development and giving back to the community”, the Group is committed to providing allrounded quality products and services to maximise return for its shareholders, and at the same time contributing to the well-being of the society as a whole. Looking ahead, the Group will rise to the challenges of the formidable business environment and look for local and overseas partners to promote the overall development of the Group.

中澤豐國際有限公司(「**本公司**」)於二零零九年成立，並於二零一零年十二月十五日在香港聯合交易所有限公司主板上市(股份代號：01282.HK)。本公司及其附屬公司(「**本集團**」)主要從事自動化、物業投資及發展、金融服務及證券投資。

本集團是中國自動化設備分銷的其中一個領頭人。本集團與其中國主要業務合作夥伴維持著緊密的關係和合作，並致力抓緊在「中國製造2025」下的智能製造轉型所帶來的機遇以及5G市場發展的機遇。

本集團的物業投資及發展分部於香港及中國各主要城市經營多個物業項目，包括商業綜合體、高檔住宅及酒店、商務公寓及商業辦公大樓。本集團將繼續在大灣區探求優質物業項目，以增加其土地儲備作未來發展之用。

本集團持有可在香港及中國提供金融服務，包括證券及期貨交易、資產管理及放債的牌照。

本集團秉承「持續發展，回饋社會」的理念，致力提供全方位的優質產品和服務，既為其股東爭取最大回報，也履行企業社會責任，關顧有需要的社群。展望未來，面對嚴峻的營商環境，本集團將迎難而上，尋找本地及海外合作夥伴，以促進本集團之全面發展。

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## BOARD OF DIRECTORS

### Executive Directors

Mr. Yao Jianhui — *Chairman and Chief Executive Officer*  
(resigned on 20 April 2023)

Mr. Huang Wansheng — *Chairman and Chief Executive Officer*  
(appointed on 20 April 2023)

Mr. Li Minbin

Mr. Huang Wei  
(resigned on 31 July 2023)

### Non-Executive Directors

Mr. Zhang Chi

### Independent Non-Executive Directors

Mr. Wong Chun Bong  
(resigned on 31 July 2023)

Ms. Zhang Juan  
(appointed on 1 August 2023)

Professor Lee Kwok On, Matthew  
(resigned on 31 July 2023)

Mr. Chan Manwell  
(appointed on 1 November 2023)

Ms. Zhao Yizi

## AUDIT COMMITTEE

Mr. Wong Chun Bong — *Chairman*  
(resigned on 31 July 2023)

Ms. Zhang Juan — *Chairman*  
(appointed on 1 August 2023)

Professor Lee Kwok On, Matthew  
(resigned on 31 July 2023)

Mr. Chan Manwell  
(appointed on 1 November 2023)

Mr. Zhang Chi

## NOMINATION COMMITTEE

Mr. Yao Jianhui — *Chairman*  
(resigned on 20 April 2023)

Mr. Huang Wansheng — *Chairman*  
(appointed on 20 April 2023)

Mr. Wong Chun Bong  
(resigned on 31 July 2023)

Ms. Zhang Juan  
(appointed on 1 August 2023)

Ms. Zhao Yizi

## 董事會

### 執行董事

姚建輝先生 — *主席兼首席執行官*  
(於二零二三年四月二十日辭任)

黃萬勝先生 — *主席兼首席執行官*  
(於二零二三年四月二十日獲委任)

李敏斌先生

黃煒先生  
(於二零二三年七月三十一日辭任)

### 非執行董事

張弛先生

### 獨立非執行董事

王振邦先生  
(於二零二三年七月三十一日辭任)

張娟女士  
(於二零二三年八月一日獲委任)

李國安教授  
(於二零二三年七月三十一日辭任)

陳文偉先生  
(於二零二三年十一月一日獲委任)

趙伊子女士

## 審核委員會

王振邦先生 — *主席*  
(於二零二三年七月三十一日辭任)

張娟女士 — *主席*  
(於二零二三年八月一日獲委任)

李國安教授  
(於二零二三年七月三十一日辭任)

陳文偉先生  
(於二零二三年十一月一日獲委任)

張弛先生

## 提名委員會

姚建輝先生 — *主席*  
(於二零二三年四月二十日辭任)

黃萬勝先生 — *主席*  
(於二零二三年四月二十日獲委任)

王振邦先生  
(於二零二三年七月三十一日辭任)

張娟女士  
(於二零二三年八月一日獲委任)

趙伊子女士

# CORPORATE INFORMATION

## 公司資料

### REMUNERATION COMMITTEE

Professor Lee Kwok On, Matthew — *Chairman*  
(resigned on 31 July 2023)

Mr. Chan Manwell — *Chairman*  
(appointed on 1 November 2023)

Mr. Yao Jianhui  
(resigned on 20 April 2023)

Mr. Huang Wansheng  
(appointed on 20 April 2023)

Mr. Wong Chun Bong  
(resigned on 31 July 2023)

Ms. Zhang Juan  
(appointed on 1 August 2023)

### INVESTMENT COMMITTEE

Mr. Yao Jianhui — *Chairman*  
(resigned on 20 April 2023)

Mr. Huang Wansheng — *Chairman*  
(appointed on 20 April 2023)

Mr. Li Minbin

### STRATEGIC COMMITTEE

Mr. Yao Jianhui — *Chairman*  
(resigned on 20 April 2023)

Mr. Huang Wansheng — *Chairman*  
(appointed on 20 April 2023)

Mr. Li Minbin

Professor Lee Kwok On, Matthew  
(resigned on 31 July 2023)

Mr. Chan Manwell  
(appointed on 1 November 2023)

### COMPANY SECRETARY

Mr. Ho Lik Kwan, Luke  
(resigned on 31 July 2023)

Mr. Yuen Kit Wai  
(appointed on 18 August 2023)

### AUTHORISED REPRESENTATIVES

Mr. Huang Wansheng

Mr. Yuen Kit Wai

### PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited

Chong Hing Bank Limited

United Overseas Bank Limited

### 薪酬委員會

李國安教授 — 主席  
(於二零二三年七月三十一日辭任)

陳文偉先生 — 主席  
(於二零二三年十一月一日獲委任)

姚建輝先生  
(於二零二三年四月二十日辭任)

黃萬勝先生  
(於二零二三年四月二十日獲委任)

王振邦先生  
(於二零二三年七月三十一日辭任)

張娟女士  
(於二零二三年八月一日獲委任)

### 投資委員會

姚建輝先生 — 主席  
(於二零二三年四月二十日辭任)

黃萬勝先生 — 主席  
(於二零二三年四月二十日獲委任)

李敏斌先生

### 戰略委員會

姚建輝先生 — 主席  
(於二零二三年四月二十日辭任)

黃萬勝先生 — 主席  
(於二零二三年四月二十日獲委任)

李敏斌先生

李國安教授  
(於二零二三年七月三十一日辭任)

陳文偉先生  
(於二零二三年十一月一日獲委任)

### 公司秘書

何力鈞先生  
(於二零二三年七月三十一日辭任)

阮傑偉先生  
(於二零二三年八月十八日獲委任)

### 授權代表

黃萬勝先生

阮傑偉先生

### 主要往來銀行

中國建設銀行(亞洲)股份有限公司

創興銀行有限公司

大華銀行有限公司

### LEGAL ADVISER

King & Wood Mallesons  
Lee & Company, Eddie

### AUDITOR

Moore CPA Limited (formerly known as Moore Stephens CPA Limited)  
Certified Public Accountants and  
Registered Public Interest Entity Auditor Hong Kong

### REGISTERED OFFICE

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman, KY1-1111  
Cayman Islands

### HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1908, 19/F., Tower 2, Lippo Centre,  
No. 89 Queensway,  
Admiralty,  
Hong Kong

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586, Gardenia Court, Camana Bay,  
Grand Cayman, KY1-1100,  
Cayman Islands

### BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited  
17/F., Far East Finance Centre,  
16 Harcourt Road,  
Hong Kong

### LISTING VENUE/STOCK CODE

Main Board of The Stock Exchange of Hong Kong Limited/01282

### BOARD LOT

8,000 shares

### COMPANY WEBSITE

<http://www.hk1282.com>

### 法律顧問

金杜律師事務所  
李偉明律師行

### 核數師

大華馬施雲會計師事務所有限公司  
執業會計師及  
香港註冊公眾利益實體核數師

### 註冊辦事處

Cricket Square, Hutchins Drive  
P.O. Box 2681, Grand Cayman, KY1-1111  
Cayman Islands

### 香港總辦事處及主要營業地點

香港  
金鐘  
金鐘道89號  
力寶中心二座19樓1908室

### 開曼群島股份過戶登記總處

Suntera (Cayman) Limited  
Suite 3204, Unit 2A, Block 3, Building D,  
P.O. Box 1586, Gardenia Court, Camana Bay,  
Grand Cayman, KY1-1100,  
Cayman Islands

### 香港股份過戶登記分處

卓佳證券登記有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 上市地／股份代號

香港聯合交易所有限公司主板／01282

### 每手股數

8,000股股份

### 公司網址

<http://www.hk1282.com>

# FINANCIAL HIGHLIGHTS

## 財務摘要

### FINANCIAL HIGHLIGHTS

### 財務摘要

For the 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\$'million	HK\$'million	HK\$'million	HK\$'million	HK\$'million
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
<b>OPERATING RESULTS</b>	<b>營運業績</b>					
Revenue (Note 1)	收益(附註1)	<b>740.3</b>	811.4	2,614.8	1,573.5	10,887.8
Gross profit (Note 1)	毛利(附註1)	<b>138.6</b>	182.2	605.5	338.1	1,953.7
EBITDA (Note 1&2)	EBITDA(附註1及2)	<b>155.4</b>	(503.1)	119.7	(135.5)	1,930.4
EBIT (Note 1&3)	EBIT(附註1及3)	<b>99.2</b>	(549.5)	53.6	(187.3)	1,851.5
Profit/(loss) from operations (Note 1)	營運溢利/(虧損) (附註1)	<b>117.6</b>	(440.0)	66.0	(203.3)	1,830.8
Profit/(loss) attributable to owners of the Company	本公司擁有人應佔 溢利/(虧損)	<b>102.5</b>	(551.5)	(189.0)	(217.3)	684.3



# FINANCIAL HIGHLIGHTS

## 財務摘要

		As of 31 December 於十二月三十一日				
		2023 二零二三年 HK\$'million 百萬港元	2022 二零二二年 HK\$'million 百萬港元	2021 二零二一年 HK\$'million 百萬港元	2020 二零二零年 HK\$'million 百萬港元	2019 二零一九年 HK\$'million 百萬港元
<b>FINANCIAL POSITION</b>	<b>財務狀況</b>					
Total assets	資產總值	11,643.1	7,940.5	9,884.2	33,124.2	29,439.1
Net assets	資產淨值	7,099.3	5,111.4	6,334.0	10,862.1	10,761.3
Net current assets	流動資產淨額	1,985.7	1,051.1	1,765.4	7,789.3	4,235.6
<b>KEY STATISTICS</b>	<b>主要統計</b>					
Gross profit margin (Note 1)	毛利率(附註1)	19%	22%	23%	21%	18%
Operating profit/(loss) margin (Note 1)	經營溢利/(虧損)率(附註1)	16%	(54%)	3%	(13%)	17%
Net profit/(loss) margin	淨溢利/(虧損)率	7%	(66%)	(1%)	(7%)	9%
Return on equity	股本回報率	1%	(11%)	(1%)	(5%)	9%
Interest coverage (Note 4)	利息覆蓋比率(附註4)	(3.2)	(13.2)	(0.8)	(9.4)	3.7
Earnings/(loss) per share (HK cents)	每股盈利/(虧損)(港仙)					
— Basic	— 基本	4.74	(35.14)	(0.60)	(0.71)	2.55
— Diluted	— 攤薄	4.74	(35.14)	(0.60)	(0.71)	2.55
Dividend per share (HK cent)	每股股息(港仙)	—	—	—	—	—
Current ratio	流動比率	1.6	1.4	1.5	1.6	1.3

Notes:

- The revenue, gross profit, EBITDA, EBIT, profit/(loss) from operations, gross profit margin and operating profit/(loss) margin in 2023 and 2022 represent the operating results.
- EBITDA is calculated at profit/(loss) before income tax subtracted by finance costs — net and adding back depreciation of property, plant and equipment and amortisation of intangible assets.
- EBIT is calculated at profit/(loss) before income tax subtracted by finance costs — net.
- Interest coverage is calculated at profit/(loss) before income tax subtracted by finance costs — net and divided by finance cost — net.

附註：

- 二零二三年及二零二二年的收益、毛利、EBITDA、EBIT、經營溢利/(虧損)、毛利率及經營溢利/(虧損)率指經營業績。
- EBITDA乃根據除所得稅前溢利/(虧損)減以財務成本 — 淨額，再加回物業、廠房及設備折舊及無形資產攤銷計算。
- EBIT乃根據除所得稅前溢利/(虧損)減以財務成本 — 淨額計算。
- 利息覆蓋比率乃根據除所得稅前溢利/(虧損)減以財務成本 — 淨額並除以財務成本 — 淨額計算。

# FINANCIAL HIGHLIGHTS

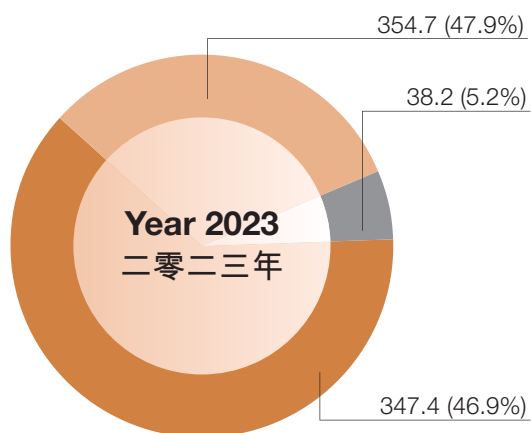
## 財務摘要

### Revenue

#### 收益

(APPROX. HK\$740.3 MILLION)

(約740.3百萬港元)

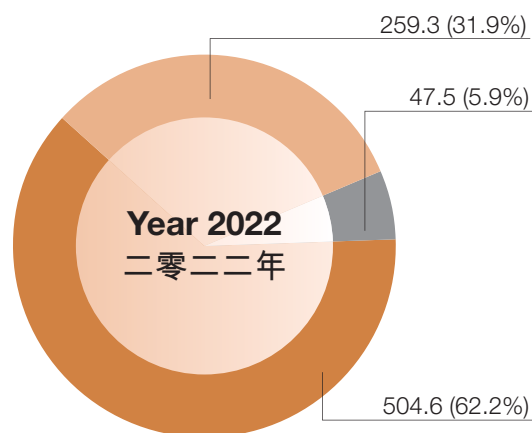


### Revenue

#### 收益

(APPROX. HK\$811.4 MILLION)

(約811.4百萬港元)



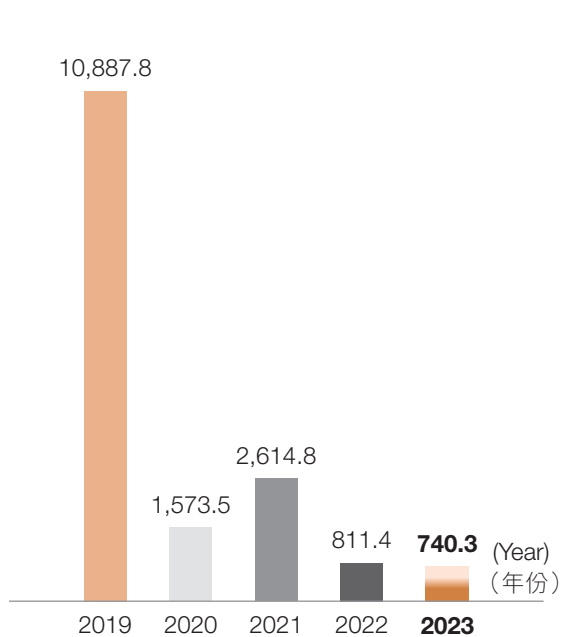
● Property Investment and Development  
 ● Financial Services  
 ● Automation and others  
 ● 物業投資及發展  
 ● 金融服務  
 ● 自動化及其他

### Revenue

#### 收益

(HK\$ million)

(百萬港元)

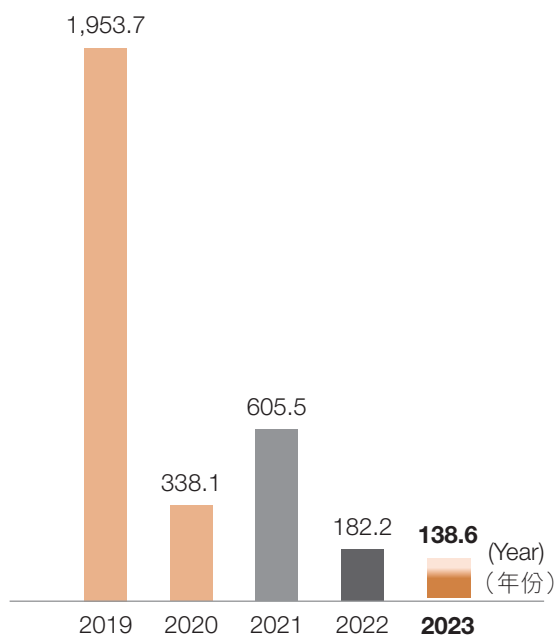


### Gross Profit

#### 毛利

(HK\$ million)

(百萬港元)

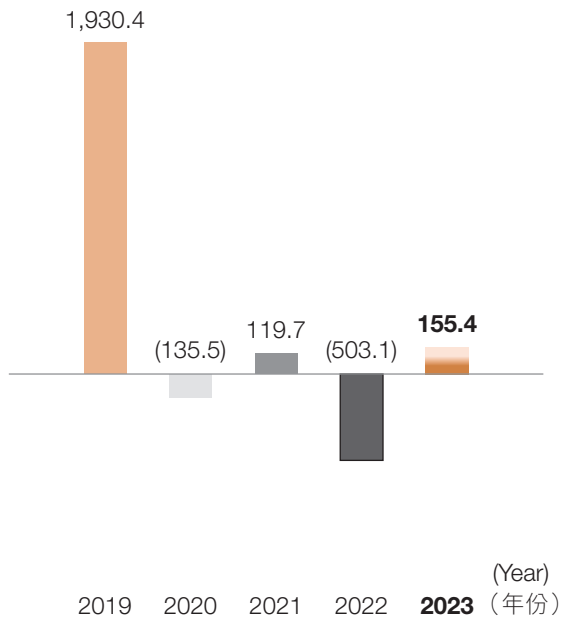


# FINANCIAL HIGHLIGHTS

## 財務摘要

### EBITDA

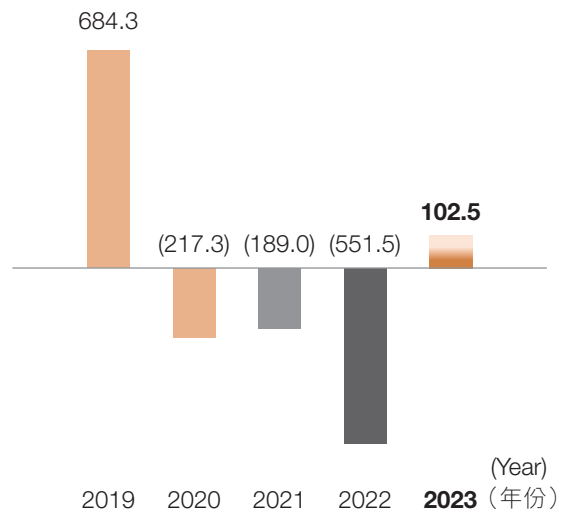
(HK\$ million)  
(百萬港元)



### (Loss)/Profit Attributable to Owners of the Company

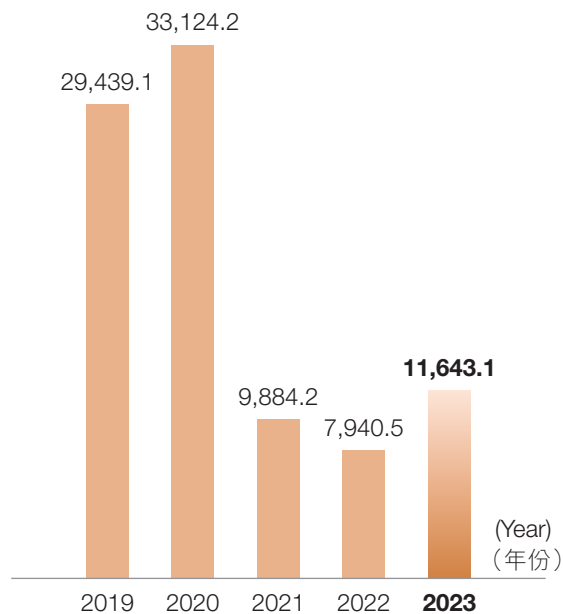
本公司擁有人應佔(虧損)/溢利

(HK\$ million)  
(百萬港元)



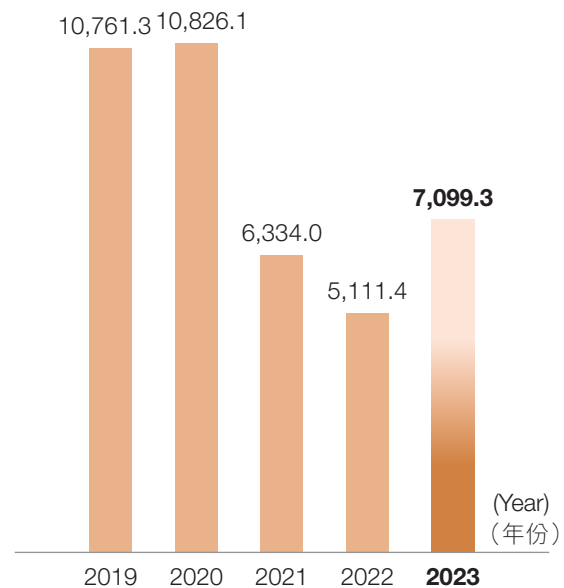
### Total Assets

資產總值  
(HK\$ million)  
(百萬港元)



### Net Assets

資產淨值  
(HK\$ million)  
(百萬港元)



# CHAIRMAN'S STATEMENT

## 主席報告

### DEAR SHAREHOLDERS,

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Renze Harvest International Limited (the “**Company**”), I am pleased to present the results of the Company and its subsidiaries (collectively, the “**Group**”) for the year ended 31 December 2023 (the “**Year**”).

The Group recorded a revenue of approximately HK\$740.3 million, representing an decrease of approximately 8.8% in revenue from approximately HK\$811.4 million as recorded in the previous financial year. The decrease in revenue was mainly due to the decrease of trading volume of automation business in the Year as compared with those in the previous year.

The Company recorded a profit for the Year of approximately HK\$55.3 million (2022: loss for the Year of approximately HK\$537.4 million). The increase in the profit for the Year as compared to the previous financial year was primarily attributable to the recognition of gain on bargain purchase arising from the business combination of approximately HK\$550.5 million in the Year (2022: nil) and recovery of impairment losses on financial assets arising from acquisition of a subsidiary of approximately HK\$259.1 million for the Year (2022: nil).

### 尊敬的各位股東：

本人謹代表中澤豐國際有限公司(「本公司」)董事(「董事」)會(「董事會」)，欣然呈列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(「本年度」)之業績。

本集團錄得收益約740.3百萬港元，較上一財年錄得的收益約811.4百萬港元減少約8.8%。收益減少主要由於本年度自動化業務的交易量相較於過往年度有所減少。

本公司於本年度錄得溢利約55.3百萬港元(二零二二年：年度虧損約537.4百萬港元)。本年度溢利較上一財政年度增加主要是由於於本年度由業務合併產生的議價購買確認收益約550.5百萬港元(二零二二年：無)及於本年度收購一間附屬公司產生的金融資產減值虧損收回約259.1百萬港元(二零二二年：無)。

### MARKET OVERVIEW

The global market was an ever-changing landscape in 2023. Although the COVID-19 pandemic has come to an end, the global economy remained under its aftermath and unforeseen effects. Hong Kong has experienced volatility in 2023. During the economic downturn, the property market returned to the level of 2018 and the stock market returned to the level of 1997. The decline in the share prices of majority of the shares listed in Hong Kong has shrunk investors' assets and diminish their desire to invest, leading to a continuous slump of turnover. The overall market sentiment has been affected and Hong Kong stocks have continuously slumped in 2023.

### Automation Business

In 2023, the consumer electronic market was weak, and global smartphone shipments declined compared to 2022. This has led manufacturers to be more prudent in their investments in automation equipment. As the economy further recovered, inventory conditions of manufacturers improved and new products were launched, the consumer electronics market has gradually reversed its downturn at a slow and steady pace since the third quarter of 2023. With the gradual perfection of the intelligent manufacturing system, the era of Industrial 4.0 represented by artificial intelligence, big data, 5G and other technologies has arrived. The AI wave will usher in industry innovation and various electronic product manufacturers are actively exploring new opportunities for integration and development of AI large models. The rapidly growing computational power requirements will drive demand for related equipment, and it is expected that the market demand for electronic manufacturing equipment will continue to rise in the future. With the continuous upgrading of industrial structure and the increasing cost of labor, major manufacturing companies are increasingly demanding automation equipment. More manufacturing companies place emphasis on intelligent manufacturing, which has driven the growth in demand for SMT equipment.

### 市場概覽

二零二三年，環球市場形勢風雲變色，儘管新冠疫情已經結束，全球經濟仍受到疫情餘波及未能預計的影響。香港於二零二三年經歷陰晴不定，在經濟不景下，樓市重返二零一八年的水平，而股市更曾重返一九九七年的水平。大部分在香港上市的股票股價下滑，令投資者資產萎縮，投資意欲減弱，導致成交呈現不斷萎縮的現象。整體大市氣氛受累，港股於二零二三年持續下挫。

### 自動化業務

二零二三年，消費電子市場疲弱，全球智能手機市場出貨量較二零二二年下跌，令製造廠商對自動化設備投資審慎。由於經濟進一步復甦，廠商庫存狀況改善及推出新的產品，消費電子市場自二零二三年第三季度開始正以緩慢而穩定的速度逐步扭轉低迷狀態。隨著智能製造體系建設的逐漸完善，以人工智能、大數據、5G等技術為代表的工業4.0時代已經到來，AI浪潮將開啟行業革新，各類電子產品製造廠商正在積極探索與AI大模型融合發展的新契機，算力快速增長的需求將帶動對相關設備的需求，預計未來市場對電子製造設備的需求仍將持續增長。隨著產業結構不斷升級以及人工成本越來越高，各大製造企業對於自動化設備的需求也將越來越高，越來越多製造企業重視智能製造，推動了對SMT機器需求的增長。

### Property Investment and Development Business

In 2023, the real estate market in the PRC continued to adjust at the bottom. The Central Government adopted a stable policy before relaxing, with the Politburo's meeting in July serving as a turning point by stating that "there has been a significant shift in the supply and demand in the industry". The policy focus has been gradually shifting towards a combination of support and utilization. In particular, on the demand side, policies such as reducing down payment, lowering interest rates, grant of loans based on buyers' houses and tax refund for deferred housing replacement have successively been implemented to support purchases of properties by mortgage loans. On the supply side, relief measures such as the extension of "16 financial policies", "three no lowers" and the "white list of real estate enterprises" have been introduced to alleviate the liquidity pressure on property enterprises. The relaxation of local policies has accelerated, by loosening policies 622 times in 273 provinces and cities from third- and fourth-tier cities to core first- and second-tier cities, and almost all restrictive administrative measures have been lifted.

The Central Government mentioned the "Three Major Projects" for the first time in 2023, namely planning and construction of affordable housing, renovation of urban villages and public infrastructure for ordinary and urgent uses. The "Three Major Projects" were highlighted at the Politburo's meetings both in April and July 2023. In July 2023, the State Council issued a document to promote the renovation of urban villages, which mainly targeted 22 super- and mega-cities with urban population of more than 5 million. In August 2023, the Standing Committee of the State Council considered and approved the "Guiding Opinions on Planning and Construction of Affordable Housing", striving to build a new housing supply pattern of "Ensure rigid demand being satisfied and sufficient supply for housing improvement being available". It specifies that the affordable housing targets at wage earners, and shall be sold based on the pricing principle of capital preservation with moderate profits.

### 物業投資及發展業務

中國房地產市場在二零二三年繼續底部調整。中央政策力度前穩後鬆，以七月的政治局會議定調「行業供需關係發生重大轉變」為分水嶺，政策力度逐漸轉向「托舉並用」。在需求端方面，降首付、降利率、認房不認貸、延期置換退稅等政策接連落地，支持居民按揭購房。在供給端方面，續期「金融16條」、「三個不低於」、「房企白名單」等紓困措施相繼提出，緩解房企資金壓力。地方政策鬆綁加力提速，273省市622次政策鬆綁，從三四線到核心一二線反向傳導，限制性行政措施幾乎都已退出。

中央在二零二三年首提「三大工程」，即作出規劃建設保障性住房、城中村改造及平急兩用基礎設施三方面重要部署。於二零二三年四月及七月的兩次政治局會議中均重點提及「三大工程」。在二零二三年七月，國務院發文推進城中村改造，主要面向22個城區人口超500萬的超大特大城市。在二零二三年八月，國常會審議通過《關於規劃建設保障性住房的指導意見》，致力於構建「剛需有保障、改善有商品」的住房供給新格局，明確保障對象為工薪階層，採取保本微利定價原則配售。

### Financial Services Business

In 2023, the asset management sector is experiencing significant growth in the global financial industry, from actively managed products aiming to achieve market alpha and passive funds like exchange-traded funds (ETFs). The Hong Kong Government took proactive measures to enhance this sector by implementing various measures and revitalizing investment schemes. These initiatives were designed to attract more family offices and high-net-worth individuals to Hong Kong. It is expected that long-term macro factors, such as the expansion of the capital market, increasing investor awareness and recognition of professional asset management services, and enhanced distribution efforts, will contribute to the continuous growth of the industry.

Looking ahead, the Company wishes that the Hong Kong's economy will get back on track for stable growth. Building a diversified, sustainable and dynamic financing platform has always been the direction of Hong Kong's efforts to enhance its competitiveness. In addition to consolidating and leveraging Hong Kong's advantages as an international financial hub, China's move to expand domestic demand will provide new growth impetus for Hong Kong's economic development.

### BUSINESS REVIEW

Established in 2009 and listed on the main board of The Stock Exchange of Hong Kong Limited in December 2010, the Group is principally engaged in the business of automation, property investment and development, financial services and securities investment. Over the past years, the Group has been adhering to its philosophy of "sustainable development and giving back to the community" with its commitment to provide all-rounded quality products and services to maximise return for its shareholders and contribute to the well-being of the society. In the face of a challenging business environment, the Group will strive to improve its business planning and operating performance in 2024 to promote its long-term growth.

### 金融服務業務

於二零二三年，資產管理行業在全球金融業中經歷顯著成長，從旨在實現阿爾法策略的主動型管理基金，乃至交易所買賣基金(ETF)等被動型基金。香港政府積極採取各種措施，透過實施各種措施及振興投資計劃以推動行業增長。該等措施旨在吸引更多家族辦公室及高淨值人士落戶香港。預計資本市場擴張、投資者對專業資產管理服務的認識及認知提高、分銷力度加大等長期宏觀因素將有助行業持續增長。

展望未來，本公司希望香港經濟將重上穩定增長的軌道。努力建設多元化、可持續化、活力化的融資平台，一直是香港提升其競爭力的努力方向。除了繼續鞏固和發揮國際金融中心的優勢，國家拓展內需市場還將為香港經濟發展提供新的增長動力。

### 業務回顧

本集團成立於二零零九年，二零一零年十二月於香港聯合交易所有限公司主板上市，主要從事自動化、物業投資及發展、金融服務及證券投資。過去多年來，本集團秉承「持續發展，回饋社會」的理念，致力提供全方位的優質產品和服務，既為其股東爭取最大回報，也致力為社會的福祉做出貢獻。面對嚴峻的營商環境，本集團將迎難而上，完善二零二四年的業務規劃及竭力提升經營業績，以促進本集團之長遠發展。

### AUTOMATION BUSINESS

For the year ended 31 December 2023, the revenue of the automation segment recorded approximately HK\$431.8 million (2022: approximately HK\$574.6 million), representing a decrease of 24.9% over the last year and accounting for approximately 58.3% (2022: approximately 70.8%) of the Group's total revenue. The operating profit decreased by 51.0% to approximately HK\$12.6 million (2022: approximately HK\$25.7 million). The decrease in revenue and operating profit were primarily due to decline in orders of machineries as the China's manufacturing sector is experiencing the impact of post-pandemic and economic uncertainties, thus have a longer delivery cycle of suppliers and a sluggish consumer electronics market.

Gallant Tech Limited (“**Gallant Tech**”), a wholly-owned subsidiary of the Group, focuses on the sales of high-end intelligent manufacturing equipment, such as SMT and semiconductor production equipment, and provides ancillary services for the equipment sold, including technical support and equipment rental. Currently, Gallant Tech is one of the top three major suppliers of SMT production equipment and semiconductor packaging and testing equipment in the PRC market. Gallant Tech's vision is to become a leading supplier of high-end smart manufacturing equipment and solution provider in the electronics manufacturing industry in China, as well as the most trusted partner in smart manufacturing, making smart manufacturing simpler with more added values.

In order to provide customers with world-class intelligent manufacturing equipment and technical services, Gallant Tech's business model will be based on the objective of timely response to the rapidly changing technological environment and customer needs, and adopting the strategy of maintaining product competitiveness and upgrading core technologies, while setting the standards of comprehensively improving product quality, service level and personnel quality. The customers of Gallant Tech are mainly well-known manufacturers in the telecommunications, computer, automotive battery, smart charging station, new energy, integrated circuit and other electronics and information technology industries. The company is the brand agent of ITW MPM printing machines, Koh Young inspection systems and Fuji SMT pick-and-place machines, all of which are top sellers among similar brands in China. Starting from the early days of computers and displays industries, developing into mobile phones and smart home appliances, and now the booming new energy vehicles, 5G, photovoltaic and others, Gallant Tech has accompanied every industrial development and industrial upgrading of China's electronics manufacturing industry. As artificial intelligence continues to expand into peoples' horizons, intelligent and automated production modes will further proliferate deeply into a more extended scope of the electronics manufacturing industry, and the demand for advanced intelligent manufacturing equipment by Chinese enterprises will further increase.

### 自動化業務

截至二零二三年十二月三十一日止年度，自動化分部錄得收益約431.8百萬港元（二零二二年：約574.6百萬港元），較上一年度減少24.9%，佔本集團總收益約58.3%（二零二二年：約70.8%）。經營溢利減少51.0%至約12.6百萬港元（二零二二年：約25.7百萬港元）。收益及經營溢利下降乃主要由於中國製造業正經歷疫情後及經濟不明朗因素的影響，導致供應商交付周期延長而消費者電子市場不景氣，使機器訂單減少。

本集團的全資附屬公司佳力科技有限公司（「佳力科技」）專注於高端智慧製造設備（如SMT及半導體生產設備）的銷售，且對於已銷售設備提供技術支持與設備租賃等配套服務。目前，佳力科技是中國市場主要的SMT生產設備及半導體封裝檢測設備的三大供應商之一。佳力科技的願景是成為中國電子製造行業領先的高端智慧製造裝備供應商、解決方案服務商及最值得信賴的智慧製造合作夥伴，讓智慧製造更簡單、更具價值。

為了給客戶提供世界級標準的智慧製造設備和技術服務，佳力科技的業務模式將以及時應對高速變化的技術環境和客戶需求為宗旨、以採取保持產品競爭力和提升核心技術為策略、以綜合提升產品質素、服務水平、人員素養為標準。佳力科技的客戶主要為通訊、電腦、汽車電池、智慧充電站、新能源、積體電路等電子資訊產業知名製造企業。公司代理的品牌ITW MPM印刷機、Koh Young檢測設備、Fuji貼片機均為同類品牌中國銷量第一。從早期的電腦、顯示器行業起步，發展至手機、智慧家電行業，再到現在蓬勃發展的新能源汽車、5G、光伏等行業，佳力科技伴隨著中國電子製造行業的每一次產業發展與產業升級。隨著人工智能不斷深入人們的視野，智慧化、自動化的生產模式將會在更深層級，更廣領域的電子製造行業內傳播開來，中國企業對高維度的智慧製造設備的需求會進一步提升。



Gallant Tech has been closely following every generation in the development of China's electronics manufacturing industry, and has accompanied its suppliers and customers to achieve leapfrog development. With the advent of the Industrial Internet era, the demand and requirements of enterprises for high-end intelligent manufacturing equipment are constantly rising. Together with top international partners, Gallant Tech is committed to assist customers in building intelligent factories and help them move towards the era of Industry 4.0 by providing advanced intelligent and automated production equipment as well as digital solutions and customised service solutions.

Looking back to 2023, Gallant Tech has strengthened and improved the development of MES (Manufacturing Execution System) service modules. In the market environment with rapid product update and iteration today, it is increasingly common to see the corporate production mode of multi product varieties, small quantities and short cycles. Against this backdrop, the advantages of MES in manufacturing to improve production efficiency and standardise production process will make the enterprises' production more transparent and production management more efficient. It has become a trend to develop a tailor-made MES according to the industrial form and specific needs of enterprises. To actively respond to this trend, Gallant Tech has set up an MES execution department, and developed the GT LINK MES system at the end of 2023. GT LINK system is a one-stop, integrated system that collects, records and aggregates real-time production data from the customers' workshops by linking up the intelligent equipment that Gallant Tech carries. By consistently improving and developing the GT LINK system, Gallant Tech will provide customers with better customised services and more intelligent solutions for production lines management.

佳力科技緊貼中國電子製造業發展的每一個時代，伴隨供應商及客戶實現跨越式發展。隨著工業互聯網時代的到來，企業對高端智慧製造裝備的需求和要求在不斷提升，佳力科技將攜手國際頂級合作夥伴，通過提供先進的智慧化、自動化生產設備及數位化解決方案、個性化服務方案，致力協助客戶打造智慧工廠，助力客戶邁向工業4.0時代。

回顧二零二三年，佳力科技加強與完善了對於MES(生產執行系統)服務模塊的開發。在如今產品更新疊代速度飛快的市場環境中，多品種、小批量、短週期的企業生產模式越來越常見。在此背景下，MES在生產製造中所起到的提高生產效率、規範生產流程等優勢，將使企業的生產製造更加透明化，生產管理更加高效，針對企業的產業形態和特殊需求定製開發MES已成為了一種趨勢。為了積極響應這個趨勢，佳力科技於二零二三年年底已成立MES執行部門，且研發出GT LINK MES系統。GT LINK系統可以將佳力科技所代理的智慧設備串聯起來，一站式、一體化的收集、記錄、匯總客戶車間的實時生產數據。通過對於GT LINK系統的不斷完善與開發，佳力科技將為客戶提供更卓越的定製化服務與更具智慧的產線管理方案。

### PROPERTY INVESTMENT AND DEVELOPMENT BUSINESS

For the year ended 31 December 2023, the revenue of the property investment and development segment was approximately HK\$354.7 million (2022: approximately HK\$259.3 million), accounting for approximately 47.9% (2022: approximately 31.9%) of the Group's total revenue. The increase in revenue was mainly due to the increase in scale of property sales made handover to the customers during the Year as compared with those in 2022.

For the year ended 31 December 2023, the operating loss of the property investment and development segment was approximately HK\$249.5 million, compared to the operating loss of approximately HK\$82.4 million recorded in the previous year. The increase of the operating loss was primarily due to the recognition of the write down of inventory properties amounting to approximately HK\$170 million provided during the Year 2023.

### Shenzhen Bangkai Science and Technology Industrial Park Project

Bangkai Science and Technology Industrial Park (formerly known as "Baixin Science and Technology Industrial Park"), located at Fenghuang Town Industrial Zone in the hinterland of Guangming Science City in Guangming District, Shenzhen, is one of the 18 key development zones in Shenzhen. It is adjacent to Fenghuang Town Station of Metro Line 6 and Guangmingcheng Railway Station, and 1 km away from Guangming Exit of Longda Expressway. Occupying an area of 114,502 square meters and with a total construction area of 547,850 square meters, this project plans to build an industry-city complex integrating science and technology research and development, pilot plant, headquarters base, business office, smart apartment and leisure and business. The project consists of three phases, of which Phases I and II, consisting a total of seven buildings, have been completed, with a total area of 187,199 square meters in property ownership certificates and a rentable area of 187,379 square meters, including office, R&D plant, apartments, hotel and ancillary business. The Phase III of the project is currently under construction, and has been included in the list of major industrial projects in Shenzhen.

### 物業投資及發展業務

截至二零二三年十二月三十一日止年度，物業投資及發展分部帶來收益約354.7百萬港元(二零二二年：約259.3百萬港元)，佔本集團總收益約47.9%(二零二二年：約31.9%)。收益增加主要由於本年度向客戶移交的物業銷售規模較二零二二年有所增加。

截至二零二三年十二月三十一日止年度，物業投資及發展分部產生經營虧損約249.5百萬港元，而去年錄得經營虧損約82.4百萬港元。經營虧損增加主要由於二零二三年確認撇減庫存物業約170百萬港元。

### 深圳邦凱科技園項目

邦凱科技園(前稱「寶新科技園」)位於深圳市光明區光明科學城腹地鳳凰城產業片區，是深圳18個重點發展片區之一，鄰近地鐵6號線鳳凰城站及光明城高鐵站，距龍大高速光明出口1公里。項目佔地面積114,502平方米，總建築面積547,850平方米，規劃建成集科技研發、中試廠房、總部基地、商務辦公、智慧公寓、休閒商業等為一體的產城綜合體。項目分三期建設，已建成第一及二期共7棟，共計房產證面積187,199平方米，可出租面積達187,379平方米。業態包括辦公、研發廠房、公寓、酒店、配套商業。三期項目正在建設中，該項目被列入深圳市重大工業項目名錄。

In 2023, closely focusing on the government's policy orientation, the park, based on the spatial characteristics, actively introduced relevant institutions and enterprises to move in with intelligent manufacturing as the leading industry, and science & technology finance and information service industry as the auxiliary industries. Thanks to superior geographical location and comprehensive industrial supporting services, the park has attracted more than 100 enterprises to move in so far. As of 31 December 2023, the occupancy rate of the project was 94.92%, and there were more than 1,000 customers with various project sizes in various business forms that have moved into the park, including approximately 900 apartments and more than 100 corporate customers, which included 1 company listed on the STAR Market, 14 national high-tech enterprises, 7 small and medium-sized science and technology enterprises, 1 giant specialised new enterprise, 6 small and medium-sized specialised new enterprises in Shenzhen, 8 small and medium-sized innovative enterprises and 11 supporting service businesses in Shenzhen.

In 2023, with the efforts of the team, the park achieved satisfactory business performance while also facing some challenges: (1) due to the sluggish property industry and the continuously severe economic situation throughout the year, many customers in the park were affected to different extents; (2) due to the post-epidemic effect and the national policy, the economic development slowed down, and the market demand for properties decreased sharply, thus there were many difficulties in selling out inventories and reserving customers; and (3) the rental prices of properties have decreased due to fierce market competition as a large number of similar properties in the surrounding areas have been introduced to the market.

In response to these difficulties, Bangkai team has taken the following steps, including (1) adopting a flexible rental portfolio policy to strengthen customer stickiness and drive investment promotion by key customers, and the investment promotion personnel took the initiative to preach from door to door, thus speeding up the progress of investment promotion and inventory sold-out; (2) organizing a variety of activities, both online and offline, to promote the project brand image; (3) advancing the education of service awareness of team members to improve the quality of property services in the park, establishing comprehensive information files for enterprises in the park to provide policy interpretation and declaration assistance for them, and assisting many companies to declare rent subsidies of the science and technology innovation industrial park; and (4) through self-built declaration channels and investment introduction, building a multi-dimensional industrial space to meet the needs at different stages from start-up teams, small and micro science and technology enterprises, national high-tech enterprises to intelligent manufacturers.

在二零二三年，園區緊密圍繞政府政策導向，依託空間特性，以智能製造為主導產業，以科技金融業、信息服務業為輔助產業，積極引入相關機構及企業進駐。憑藉優越的地理位置及全面的產業配套服務，目前園區已吸引百餘家企業入駐。截至二零二三年十二月三十一日，在出租率方面，項目出租率為94.92%；在入駐客戶方面，入住項目的大小及各業態客戶1000餘家，其中公寓約900戶、企業客戶100餘戶、有科創板上市企業1家、國家高新技術企業14家、科技型中小企業7家、專精特新小巨人企業1家、深圳市專精特新中小企業6家及深圳市創新型中小企業8家及配套服務業11家。

在二零二三年，在團隊的努力下，園區取得了理想的經營業績，同時也面臨一些挑戰，包括(1)由於地產行業萎靡不振，全年經濟形勢持續嚴峻的影響，園區內諸多客戶受到不同程度的影響；(2)由於疫情後遺症及國家政策原因，經濟發展放緩，市場對物業需求急劇減少，去存化與儲客均有較大難度；及(3)周邊同類物業大量集中上市，導致市場競爭激烈，各類物業租賃價格不漲反降。

面對這些困難，邦凱團隊作出了以下應對，包括(1)採取靈活的租賃組合政策，加強客戶粘性，以重點客戶帶動招商，招商員主動出擊，上門宣講，從而加快招商去化進度；(2)組織多樣化的線上線下活動以推廣項目品牌形象；(3)加強團隊員工的服務意識教育，提升園區物業服務品質，建立完善的園區企業信息檔案，為園區企業提供政策解讀及申報協助，協助多家企業進行科技創新產業園；及(4)通過自建申報與招商引入，構建多維度產業空間，滿足從初創團隊、科技小微企業、國高企業到智能製造企業的不同階段需求。

# CHAIRMAN'S STATEMENT

## 主席報告

### Ganzhou Real Estate Project

The Company develops two large-scale comprehensive real estate projects in Ganzhou, Jiangxi, namely Century Plaza and Taigu Plaza. The residential buildings and apartments of the two projects were all sold out. Currently, office buildings and parking lots are available for sale while hotels and office buildings are available for rent. The shopping malls of the two projects, namely Universal Square\* (環球匯) and Joyous Square\* (歡樂匯), are operated by the company in Ganzhou.

In 2023, the main tenants of Ganzhou Century Plaza are in the business forms of hotels, real estate industry, financial industry, department store industry and e-commerce industry. The main operating business forms of Ganzhou Taigu Plaza are commercial buildings and hotels. In terms of investment promotion, Ganzhou team positioned the operation of two business projects in March 2023, and decided to recommence investment promotion and marketing on the premise of cost reduction and efficiency improvement. In 2023, the Universal Square\* (環球匯) and Joyous Square\* (歡樂匯) projects successfully attracted several well-known brands to settle in, recording good business performance and becoming popular comprehensive shopping centres in the local area of Ganzhou.

### The Shantou Property Project

In March 2023, the Group completed the acquisition of 51% equity interest in Shantou Taisheng Technology Limited (“**Shantou Taisheng**”). Shantou Taisheng is engaged in the development of a real estate construction project - Shantou Times Bay\* (汕頭時代灣) located at Longhu District, Shantou City, Guangdong Province, the PRC, with a total land area of approximately 167,000 sq.m. and a gross floor area of approximately 951,000 sq.m., which is divided into three zones, and involve office and commercial buildings, residential units and loft apartments.

In 2023, although the Shantou Taisheng team encountered a number of challenges in terms of sales, the team focused on the sales of the existing office buildings in the Southern District of the project. The team also made full efforts to expand to potential customer groups to increase customer sources and develop targeted sales policies to promote sales transactions.

As for business solicitation, the team timely adjusted its policies on new leases, lease renewals and team incentives in accordance with the market situation and customers' circumstances to reduce customers' resistance and facilitate leasing transactions. In addition, the team actively approached the government for assistance to attract enterprises, and explored the upstream and downstream entities to facilitate office leasing transactions through various activities such as segmented marketing activities, revitalizing the business, further broadening the park's business base and attracting more customers flow.

### 贛州房地產項目

本公司於江西省贛州市發展兩個名為世紀城及太古城的大型綜合性地產項目。兩個項目的住宅、公寓物業已經全部銷售，目前寫字樓、車位在售，酒店、寫字樓出租，兩個項目的商場（環球匯及歡樂匯）由贛州公司自營。

在二零二三年，贛州世紀城出租主要客戶群體業態為酒店、房地產行業、金融行業、百貨行業及電商行業。贛州太古城現經營主要業態為商業、酒店。在招商方面，贛州團隊在二零二三年三月確定兩個商業項目的經營方向，在降本增效的前提下，確定重啟招商及推廣。於二零二三年，環球匯及歡樂匯重點引進多個知名品牌入駐，業績表現良好，成為贛州當地熱門綜合購物中心。

### 汕頭房地產項目

本集團於二零二三年三月完成收購汕頭市泰盛科技有限公司（「汕頭市泰盛」）的51%股權。汕頭市泰盛於中國廣東省汕頭市龍湖區從事開發房地產建設項目－汕頭時代灣。該項目總土地面積約16.7萬平方米，總建築面積約95.1萬平方米，分為三個區域，涉及辦公及商業建築、住宅單位及閣樓公寓。

在二零二三年，在銷售方面，汕頭市泰盛儘管遇到不少挑戰，但團隊聚焦項目南區寫字樓現樓銷售，發力拓展潛在客戶群體，增加客戶來源，制定針對性銷售政策，促進成交。

在招商方面，團隊根據市場態勢及客戶情況，適時調整相應的新租賃、續租、團隊激勵等政策，降低客戶抗性，促成租賃交易。此外，團隊積極接洽政府引進企業，並拓展上下游單位，以圈層活動等多維度促成寫字樓租賃成交，煥發商務新活力，進一步豐富園區業態及吸引人流。

The Company also has certain investment properties in Hong Kong for the purpose of leasing. Currently, these properties have no vacancies.

本公司也於香港持有若干投資物業用於出租，該等物業目前處於空置狀態。

### FINANCIAL SERVICES BUSINESS

The Group provides comprehensive financial services in Hong Kong through its subsidiaries, and has been striving to connect the capital markets onshore and offshore over the years. The Group makes contribution to the economy through financial services and offers all-aspect financial services to its customers based on its operational concept of being stable and innovative.

### 金融服務業務

本集團透過附屬公司在香港提供綜合金融服務，多年來致力於成為連接境內與海外資本市場的橋樑，以金融服務實體經濟，秉持穩建創新經營理念為客戶提供全方位金融服務。

For the year ended 31 December 2023, the financial services segment netted approximately HK\$38.2 million in revenue (2022: approximately HK\$47.5 million), representing a year-on-year decrease of approximately 19.6% and approximately 5.2% of the Group's total revenue (2022: 5.9%). The operating loss amounted to approximately HK\$70.5 million (2022: approximately HK\$118.4 million).

截至二零二三年十二月三十一日止年度，金融服務分部賺取約38.2百萬港元收益（二零二二年：約47.5百萬港元），按年減少約19.6%，相當於本集團總收益約5.2%（二零二二年：5.9%）。經營虧損約70.5百萬港元（二零二二年：約118.4百萬港元）。

### Securities Brokerage Services

Over the past years, the securities brokerage team is committed to providing more comprehensive professional and convenient services to its clients, including: agency securities trading, margin financing services, placing and underwriting services for listed issuers, financial products business and one-stop integrated investment and financing services for high net-worth clients, etc. The securities brokerage team is committed to providing more comprehensive professional and convenient services to its clients.

### 證券經紀服務

過去多年，證券經紀團隊致力為其客戶提供更為全面專業便捷的服務，包括：代理買賣證券、提供孖展融資服務、為上市發行人提供配售與包銷服務、金融產品業務及為高淨值客戶提供一站式綜合投融資服務等。

During the period under review, the Hong Kong Hang Seng Index (HSI) fell from 19,781 points at the close of 2022 to 17,047 points at the close of 2023, a decline of 13.8%, as the investment market continued to face multiple impacts of rising global interest rates, high inflation and slowing economic growth. The continued downturn in the market has dampened investors' desire to enter the market, resulting in a decrease in the industry's overall commission income. The high cost of capital has also led to a decline in spread income, resulting in a decrease in revenue from the securities brokerage business during the period under review as compared to the same period last year.

回顧期內，投資市場持續面臨環球利率攀升、通脹高企及經濟增長放緩等多重打擊，香港恒指從二零二二年收市的19,781點跌至二零二三年收市17,047點，跌幅13.8%。市況持續低迷令投資者入市意欲下降，行業整體佣金收入減少；資金成本高漲亦導致息差收入下跌，令回顧期內證券經紀業務收益較去年同期下跌。

### Asset Management Services

Atlantic Asset Management Limited, a wholly owned subsidiary of the Group, manages its own funds and provides investment advisory services to high-net-worth individuals, corporations, and institutional clients in global markets. As at the date of this report, it acts as the investment manager for 2 segregated portfolio company funds which encompass 3 segregated portfolios with total assets under management at around HK\$165 million.

### 資產管理服務

本集團全資附屬公司大西洋資產管理有限公司管理自有基金，並向全球市場的高淨值人士、公司及機構客戶提供投資諮詢服務。於本報告日期，其擔任2個獨立投資組合公司基金（涵蓋3個獨立投資組合）的投資經理，資產管理規模約為165百萬港元。

### Wealth Management Services

For Year 2023, following the disposal of the subsidiaries operating wealth management business in May 2023, the Group ceased to provide wealth management services (2022: In 2022, the Company provided diversified wealth management service to its client so as to fulfill their different wealth management needs).

### Money-lending Business

The Group, through its wholly owned subsidiary, namely Glory Sun Credit Limited (“**Glory Sun Credit**”), engaged in the money lending business primarily on the provision of short-term and long-term share mortgage loans and property mortgage loans to customers in Hong Kong under the Money Lenders Ordinance (Cap. 163) (the “**MLO**”).

In light of the challenging economic and property environment, Glory Sun Credit has adopted stringent credit control to conduct its share mortgage loan and property mortgage loan business to reduce associated credit risks. As at 31 December 2023, the overall weighted average loan-to-value ratio of its loan portfolio was at 68.0% (2022: 95.4%).

### Compliance with Ordinances and Regulations

Glory Sun Credit has strictly complied with all relevant laws and regulations. The MLO and the Anti-Money Laundering and Counter-Terrorist Financing Ordinance (Cap. 615) (the “**AMLO**”) have a significant influence on the money lending business during the current year.

The MLO acts as the principal ordinance governing the money lending business in Hong Kong while the AMLO governs the matters in relation to the money laundering and terrorist financing. During the current year, Glory Sun Credit did not receive any objection from the Registrar of Money Lenders (the “**Registrar**”) nor the Commissioner of Police regarding the renewal of the money lenders licence. Glory Sun Credit has also established policies and procedures to strictly follow the Guideline on Compliance of Anti-Money Laundering and Counter-Terrorist Financing Requirements for Licensed Money Lenders (the “**AML-CTF Guideline**”) issued by the Registrar for the money lending business operations to mitigate the risks of money laundering and terrorist financing.

To the best of its knowledge, Glory Sun Credit has complied with the MLO and AMLO in all material aspects, and that it is not aware of any matter that might come to its attention that the money lenders licence would be suspended, terminated or would not be renewed in foreseeable future.

### 財富管理服務

於二零二三年，隨著於二零二三年五月出售經營財務管理服務之附屬公司，本集團不再提供財富管理服務(二零二二年：於二零二二年，本公司為客戶提供多元化的財富管理服務，以滿足不同客戶之理財要求)。

### 放貸業務

本集團透過其全資附屬公司寶新信貸有限公司(「**寶新信貸**」)從事放貸業務，主要為根據香港法例第163章《放債人條例》(「**放債人條例**」)向香港客戶提供短期及長期股份按揭貸款及物業按揭貸款。

鑑於經濟及樓市環境充滿挑戰，寶新信貸採取嚴格的信貸控制進行其股份按揭貸款及物業按揭貸款業務，以減低相關信貸風險。於二零二三年十二月三十一日，其貸款組合的整體加權平均貸款價值比率為68.0%(二零二二年：95.4%)。

### 遵守條例及規例

寶新信貸嚴格遵守所有相關法例及規例。放債人條例及香港法例第615章《打擊洗錢及恐怖分子資金籌集條例》(「**打擊洗錢條例**」)對本年度的放貸業務有重大影響。

放債人條例是規管香港放貸業務的主要條例，而打擊洗錢條例則規管洗錢及恐怖分子資金籌集的相關事宜。於本年度，寶新信貸並無就續領放債人牌照遭放債人註冊處處長(「**處長**」)或警務處處長反對。寶新信貸亦已制定政策及程序，嚴格遵守處長就經營放債業務發佈的《持牌放債人遵從打擊洗錢及恐怖分子資金籌集規定的指引》(「**打擊洗錢及恐怖分子資金籌集指引**」)，以減低洗錢及恐怖分子資金籌集的風險。

就其所深知，寶新信貸已在所有重大方面遵守放債人條例及打擊洗錢條例，且其並不知悉放債人牌照將於可見將來遭吊銷、終止或不予重續而可能需提請其注意的任何事宜。

### Business Model and Loan Portfolios

Glory Sun Credit mainly offers share mortgage loans and property mortgage loans.

For share mortgage loans, Glory Sun Credit granted secured loans to customers and held collaterals against loan receivables in the form of mortgages over listed shares owned by these customers. All of these collaterals were listed in Hong Kong. The gross share mortgage loans receivable was accounted for approximately 64.1% of the entire gross loan receivable of Glory Sun Credit as at 31 December 2023 (2022: 15.4%). The interest rates of the share mortgage loans, mainly determined with reference to factors such as the quality and liquidity of the collaterals provided by the customers, loan-to-value ratios, loan amounts, tenors, and customers' net worth, ranged from 8.0% to 18.0% (2022: 8.0% to 18.0%).

For property mortgage loans, Glory Sun Credit granted secured loans to customers and held collaterals against loan receivables in the form of mortgages over properties owned by these customers. All of these collaterals were located in Hong Kong, of which more than 34.0% of them were residential properties. The gross property mortgage loans receivable was accounted for approximately 32.6% of the entire gross loan receivable of Glory Sun Credit as at 31 December 2023 (2022: 5.3%). The interest rates of the property mortgage loans, mainly determined with reference to factors such as the quality, type and location of the collaterals provided by the customers, type of mortgages, loan-to-value ratios, loan amounts, tenors, and customers' net worth, ranged from 6.0% to 9.5% (2022: 9.5% to 9.5%).

During the current year, the customers comprised individuals and corporations in Hong Kong and were all independent third parties (within the meaning of Chapter 14A of the Listing Rules).

As at 31 December 2023, Glory Sun Credit had 7 (2022: 6) active accounts, of which 3 (2022: 1) of them were individual customers and the remaining of 4 (2022: 5) were corporate customers; and of which 3 (2022: 2) of them were share mortgage loan customers and 3 (2022: 1) of them were property mortgage loan customers.

During the current year, the top five customers (as determined by interest income generated) accounted for approximately 99.8% (2022: 97.8%) of the total revenue of the Group, and the single largest customer accounted for approximately 79.1% (2022: 85.5%) of the total revenue.

### 業務模式及貸款組合

寶新信貸主要提供股份按揭貸款及物業按揭貸款。

就股份按揭貸款而言，寶新信貸向客戶授出有抵押貸款，並以就該等客戶所擁有的上市股份設置按揭抵押的形式持有應收貸款的抵押品。所有該等抵押品均於香港上市。於二零二三年十二月三十一日，應收股份按揭貸款總額佔寶新信貸全部應收貸款總額約64.1%（二零二二年：15.4%）。股份按揭貸款的利率主要參考客戶提供抵押品的質素及流通性、貸款價值比率、貸款金額、期限及客戶淨值等因素釐定，介乎8.0%至18.0%（二零二二年：8.0%至18.0%）。

就物業按揭貸款而言，寶新信貸向客戶授出有抵押貸款，並以就該等客戶所擁有的物業設置按揭抵押的形式持有應收貸款的抵押品。所有該等抵押品均位於香港，其中34.0%以上為住宅物業。於二零二三年十二月三十一日，應收物業按揭貸款總額佔寶新信貸全部應收貸款總額約32.6%（二零二二年：5.3%）。物業按揭貸款的利率主要參考客戶提供抵押品的質素、類型及位置、按揭類別、貸款價值比率、貸款金額、期限及客戶淨值等因素釐定，介乎6.0%至9.5%（二零二二年：9.5%至9.5%）。

於本年度，客戶包括香港的個人及公司，且均為獨立第三方（定義見上市規則第14A章）。

於二零二三年十二月三十一日，寶新信貸擁有7個（二零二二年：6個）活躍賬戶，其中個人客戶3名（二零二二年：1名），其餘4名（二零二二年：5名）為公司客戶；股份按揭貸款客戶3名（二零二二年：2名），物業按揭貸款客戶3名（二零二二年：1名）。

於本年度，五大客戶（按所產生的利息收入釐定）佔本集團總收入約99.8%（二零二二年：97.8%），單一最大客戶佔總收入約79.1%（二零二二年：85.5%）。

# CHAIRMAN'S STATEMENT

## 主席報告

As at 31 December 2023, the largest and top five customers (as determined by loan receivable balance) of the total gross loan receivables balance accounted for 50.8% (2022: 77.3%) and 95.6% (2022: 99.8%) respectively.

### Credit Approval Processes and Credit Risk Assessment Policies

All information and data provided by customers for loan applications will have to go through credit assessment and approval procedures in accordance with credit risk policies.

Prior to the acceptance of any loan application submitted by customers, Glory Sun Credit will carry out know-your-customer procedures (“**KYC procedures**”) to verify the identities of customers and assess the credit risk associated with these customers by referring to documents, data and information available from reliable and independent sources, such as government and public authorities. It will also assess the risk of money laundering and terrorist financing associated with the customers in accordance with its established policy and the AML-CTF Guideline.

Glory Sun Credit will verify the ownership of the collaterals provided by the customers and confirm if there is any incumbency on them.

With reference to the application information and the results of the KYC procedures, the credit team would make recommendations to the management on the proposed terms of the loan. Here are the main factors being taken into consideration during the loan approval stage:

(i) For property mortgage loan applications

- the quality, type and location of the properties provided by customers as collaterals;
- type of mortgages (i.e. first mortgage or second mortgage);
- loan-to-value ratios;
- loan amounts;
- tenors; and
- customers' net worth.

(ii) For share mortgage loan applications

- the quality and liquidity of the collaterals provided by customers;
- loan-to-value ratios;
- loan amounts;
- tenors; and
- customers' net worth.

於二零二三年十二月三十一日，最大及五大客戶(按應收貸款結餘釐定)分別佔應收貸款結餘總額的50.8%(二零二二年：77.3%)及95.6%(二零二二年：99.8%)。

### 信貸審批程序及信貸風險評估政策

客戶所提供有關貸款申請的所有資料及數據均須根據信貸風險政策進行信貸評估及審批程序。

在受理客戶提交的任何貸款申請之前，寶新信貸將執行了解客戶程序(「**了解客戶程序**」)，參考從可靠、獨立的來源(如政府及公眾主管機關)所獲得的文件、數據及資料，核實客戶身份並評估該等客戶的相關信貸風險。寶新信貸亦將根據其既定政策及打擊洗錢及恐怖分子資金籌集指引評估與客戶相關的洗錢及恐怖分子資金籌集風險。

寶新信貸將核實客戶所提供抵押品的所有權，並確認其是否有任何產權負擔。

信貸團隊將參考申請資料及了解客戶程序的結果，就貸款的擬議條款向管理層提出推薦建議。於貸款審批階段將考慮的主要因素如下：

(i) 物業按揭貸款申請

- 客戶所提供作為抵押品的物業的質素、類型及位置；
- 按揭類別(即首次按揭或二次按揭)；
- 貸款價值比率；
- 貸款金額；
- 期限；及
- 客戶淨值。

(ii) 股份按揭貸款申請

- 客戶所提供抵押品的質素及流通性；
- 貸款價值比率；
- 貸款金額；
- 期限；及
- 客戶淨值。



### Loan Impairment Assessment

The Group has developed policies and procedures to appropriately assess and measure the expected credit loss (“ECL”) in accordance with impairment requirements of HKFRS 9. Details of the movement of provision for impairment and written-off of loan and interest receivables are disclosed in Note 23.

### SECURITIES INVESTMENT

The Group has been investing in listed shares in Hong Kong, the PRC and foreign countries and adjusting its investment strategy to ensure that it is sufficiently prudent to cope with the uncertainties in the financial market. For the year ended 31 December 2023, the securities investment business generated a loss of approximately HK\$84.4 million (2022: approximately HK\$70.0 million). The operating loss of the segment amounted to approximately HK\$86.1 million (2022: approximately HK\$71.2 million).

### OTHER INVESTMENTS

As at 31 December 2023 and 31 December 2022, the Company held 32% equity interest in Yunnan International Holding Group Limited, an associate principally engaged in the business of clean energy, health, investment management, new energy and financial services. Through the cooperation with the shareholders of the associate, the Company vigorously participated in the strategic construction brought by The Belt and Road Initiative.

### PROSPECT

Looking ahead to 2024, following the pace of global economic recovery in the post-epidemic era, the Company will shift the focus of industrial development from quantitative to qualitative growth, seeking innovation while maintaining stability, and supporting the country's development direction of new productive forces. The Company will actively and steadily promote the development of its various business segments to maintain Hong Kong's unique status as an international financial center.

### 貸款減值評估

本集團已制定政策及程序，以根據香港財務報告準則第9號的減值規定適當評估及計量預期信貸虧損（「預期信貸虧損」）。應收貸款及利息減值撥備及撇銷之變動於附註23披露。

### 證券投資

本集團一直以來投資在香港、中國及外國上市的股份，且一直調整投資策略，確保以十分謹慎的態度應對金融市場不明朗因素。於截至二零二三年十二月三十一日止年度，證券投資業務產生虧損約84.4百萬港元（二零二二年：約70.0百萬港元）。該分部的經營虧損約為86.1百萬港元（二零二二年：約71.2百萬港元）。

### 其他投資

於二零二三年十二月三十一日及二零二二年十二月三十一日，本公司持有雲能國際控股集團有限公司32%的股權，雲能國際為一家主要從事有關潔淨能源、健康、投資管理、新能源及金融服務業務的聯營公司。透過與聯營公司股東的合作，本公司積極參與「一帶一路」戰略建設。

### 展望

展望二零二四年，跟隨著后疫情時代全球經濟復蘇的步伐，公司產業發展重心將由量變轉為質變，在穩健中尋求創新，擁護國家提出的新質生產力發展方向。積極穩步推進公司各類業務板塊的發展，維護香港國際金融中心的獨特地位。

### Prospects of Automation Business

The automation segment has been providing automation manufacturing devices and services for the industries of smartphones, Internet of Things, semi-conductors, automobile electronics in the PRC. The application of automation manufacturing equipment, including SMT production equipment, in key industries in the PRC is still in the rising stage of development. Following the gradual sophistication of 5G application business regimes together with the accelerating progress proposed by China in terms of the new infrastructure facilities construction as representative of 5G, Artificial Intelligence, Industrial Internet and Internet of Things, there will be a new source of vitality to benefit the development of the automation segment.

To enhance sales revenue and market competitiveness, the Company will further enrich its product portfolio by continuing to develop new products in terms of semiconductor equipment, other automation equipment and related materials. It will also seek to obtain more authorisations to act as suppliers' agent. Considering the increasing number of manufacturing clients establishing production bases overseas, the Company will conduct business with a global mindset and implement overseas market strategies in a timely manner. In terms of overseas market expansion, the Company will follow the footsteps of its clients to align with their overseas market layouts and provide long-term service planning.

The Company will focus on leveraging its core strengths, combining market demand with technological development trends, and strategically positioning itself in business areas with growth potential. It aims to create competitive new products and services to meet the diverse needs of customers. By enhancing its R&D capabilities and strengthening collaborations with intelligent manufacturing industry partners, the Company will gradually transform from a distribution-based enterprise to a technology manufacturing enterprise.

### Prospects of Property Investment and Development Business

In 2024, the Bangkai Science and Technology Industrial Park will focus on investment promotion and payment collection, striving to improve the overall occupancy rate and collection rate of receivables of the properties and speed up the construction of Phase III. In terms of industries, by closely following the government policy guidance, the park will continue to focus on dominant industries, introduce national high-tech enterprises with better quality and specialised new enterprises, and improve the total output value of the park, as well as strengthen the service quality of the park, so as to further enhance the property brand value of the park.

### 自動化業務的展望

自動化分部一直為中國智慧手機、物聯網、半導體、汽車電子等行業提供自動化製造裝備及服務。包括SMT生產設備在內的自動化製造設備在中國的主要應用產業仍處於發展的上升期，隨著5G應用商業模式日漸成熟，加上中國提出加快以5G、人工智慧、工業互聯網、物聯網為代表的新型基礎設施建設進度，將為自動化分部發展帶來新動力。

為提升銷售收入和市場競爭力，本公司將進一步豐富產品結構，在半導體設備、其它自動化設備及相關材料方面繼續開發新的產品，增加供應商代理授權資格。鑒於越來越多的製造業客戶於海外設立生產基地，本公司將以全球化的思維開展業務，適時實施海外市場策略。在海外市場的拓展，本公司採取跟隨客戶出海步伐的策略，配合客戶在海外市場進行佈局，提供服務的長期規劃。

本公司將注重發揮自身的核心優勢，結合市場需求和技術發展趨勢，選擇具有發展潛力的業務領域進行佈局，打造具有競爭力的新產品和服務，滿足客戶的多元化需求。通過提升自身研發能力及與智能製造業合作夥伴加強合作，逐步從分銷型企業向科技製造企業轉型。

### 房地產投資及開發業務的展望

邦凱科技園在二零二四年將重點抓招商及回款，力爭提升物業整體出租率及應收回款率，同時加快三期項目建設。園區產業方面將緊跟政府政策導向，繼續聚焦主導產業，引入更加優質的國高企業及專精特新企業，提升園區總產業產值，加強園區服務品質，進一步提升園區的物業品牌價值。

In 2024, the Ganzhou project will adjust the policy on office sales in a timely manner in accordance with market conditions, increase efforts to expand office customers and seek the overall underwriting of office buildings and the sales of hotels in Ze Feng Biz Hub\* (澤豐中心). In terms of parking space sales, the policies in relation to sales of parking space will be adjusted, and preferential sales policies will be released in due course, to promote some wait-and-see buyers to make deals. In the commercial sector, Ganzhou team will focus on building the characteristics of the ancient tree plaza of the Universal Square\* (環球匯) to differentiate the competing projects, making the project form a customer gathering effect and extend to the surrounding shops, so as to drive the mobility of customers all over the project. It will also adjust investment promotion direction and business planning in line with the market, and introduce large-scale children play and catering companies to move in, enhancing the business atmosphere of the project.

In 2024, the Shantou project will focus on the two major objectives of sales and timely delivery of completed buildings, concentrating in the sales of existing buildings, and making every effort to optimise sales and deliver buildings. The team will expand new sales in the Southern District through multiple channels, with the whole team focusing on exploring partners from occupied units whose upstream and downstream connections may provide opportunities for transactions, as well as expedite the progress of large transactions and new transactions related to existing customers. As for the business solicitation team, they will focus on broadening the customer pipeline, taking measures including (1) actively participating in renewing the tenders with existing major customers and government customers and secure contract renewal; (2) releasing project product information and policy advantage to tap potential customers; (3) improving market tracking and policy updates to timely adjust the investment promotion direction and strategy; and (4) increasing the number of events in the park to enhance the sense of belonging of the resident enterprises and to facilitate the increase in the ratio of bringing in new customers from existing occupants.

### Prospects of Financial Services Business

Notwithstanding the uncertainties plaguing the global economic outlook, the Group's securities brokerage team will continue to capitalise on the opportunities brought about by the economic recovery in the financial markets in 2024 proactively, and continue to optimise the trading experience of its clients in order to enhance the competitiveness of its market segments. At the same time, the securities brokerage team will adhere to its prudent approach in reviewing its financing services and adopting appropriate strategies to minimise downside risks, with a view to maintaining stable business development.

贛州項目在二零二四年將根據市場情況適時調整寫字樓銷售政策，加大對寫字樓拓客的力度，並尋求辦公樓整體包銷及澤豐中心酒店的銷售。在車位銷售方面，將調整車位促銷的相關政策，適時釋放銷售優惠政策，促進部分觀望業主成交。在商業版塊方面，贛州團隊將重點打造環球匯古樹廣場特色，對競品項目形成差異化，使項目形成聚客效應，擴散至周邊商舖，帶動整場顧客流動性，結合市場調整招商方向及業態規劃，引進大型兒童遊樂及餐飲進駐，提升項目經營氛圍。

汕頭項目在二零二四年將圍繞加大銷售和保交樓兩大目標，重點消化現樓銷售，全力以赴做好銷售及交樓工作。團隊將多管道拓展南區新增銷售，團隊全員上陣，著力挖掘合作夥伴、已入駐單位上下游關聯單位成交可能，加快大宗交易進程以及老帶新成交。招商團隊則重點拓寬客戶管道，採取措施包括(1)積極參加現有大型客戶、政府類客戶續簽招投標，並達成合同續簽；(2)釋放項目產品資訊及政策利好，挖掘潛在客戶；(3)完善市場跟蹤及政策更新，及時調整招商方向及策略；及(4)增加園區運營活動，提升入駐企業歸屬感，提升老帶新比例。

### 金融服務業務的展望

儘管有多個不明朗因素困擾環球經濟前景，本集團的證券經紀團隊在二零二四年將繼續積極把握經濟復蘇為金融市場帶來的機遇，持續優化客戶交易體驗，以提升其市場板塊競爭力。同時證券經紀團隊將堅守其審慎的方針，審視其融資服務並採取適當策略減下行風險，致力維持穩定的業務發展。

## CHAIRMAN'S STATEMENT

### 主席報告

In 2024, under the macro-environment of accelerating global market integration and constant geopolitical events, the asset management team of the Company will continue to adopt scientific and rational investment analysis strategies to screen investment targets in the global market and evaluate their investment value, and implement rebalancing strategies for major assets based on regional market characteristics. The Company will continue to rely on the advantages of Hong Kong as an international financial center to focus on investment opportunities in the Greater China region.

In 2024, the Group will continue to capture the development opportunities and strive to create better returns to its shareholders.

By Order of the Board

**Renze Harvest International Limited**

**Huang Wansheng**

*Chairman*

Hong Kong, 28 March 2024

二零二四年，在全球市場加速融合和地域事件不斷的宏觀環境下，本公司資產管理團隊將持續秉持科學理性的投資分析方法，針對全球市場標的進行篩選和評估其投資價值，根據區域性市場特點進行大類資產再平衡策略。本公司將繼續依托於香港國際金融中心的優勢，聚焦大中華地區的投資機會。

於二零二四年，本集團將持續把握發展機遇，力爭為股東創造更大回報。

承董事會命

中澤豐國際有限公司

主席

黃萬勝

香港，二零二四年三月二十八日

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### FINANCIAL REVIEW

The total liabilities of the Group as at 31 December 2023 increased by 60.6% to approximately HK\$4,543.9 million due to the acquisition of a subsidiary during the Year (2022: approximately HK\$2,829.1 million). The gearing ratio, which is calculated at borrowings divided by net assets value was decreased to 24.3% (2022: 27.6%).

#### Revenue

The Group's revenue for the year ended 31 December 2023 decreased by approximately 8.8% (2022: 69.0%) to approximately HK\$740.3 million (2022: approximately HK\$811.4 million). The revenue analysis by segment is presented as follows:

		2023 二零二三年		2022 二零二二年		% change 百分比變動
		HK\$' million 百萬港元	Proportion to total revenue 佔總收益比例	HK\$' million 百萬港元	Proportion to total revenue 佔總收益比例	
Automation	自動化	431.8	58.3%	574.6	70.8%	-24.90%
Financial Services	金融服務	38.2	5.2%	47.5	5.9%	-19.6%
Property Investment and Development	物業投資及發展	354.7	47.9%	259.3	31.9%	36.8%
Securities Investment	證券投資	(84.4)	(11.4)%	(70.0)	(8.6%)	-20.6%
		740.3	100%	811.4	100%	-8.8%

During the year, automation and property investment and development segments were the major source of revenue for the Group, accounting for approximately 58.3% (2022: 70.8%) and approximately 47.9% (2022: 31.9%) of total revenue, respectively.

### 財務回顧

本集團於二零二三年十二月三十一日的負債總額增加60.6%至約4,543.9百萬港元(二零二二年:約2,829.1百萬港元),乃由於本年度收購一間附屬公司所致。資產負債比率(按借貸除以資產淨值計算)減少至24.3%(二零二二年:27.6%)。

#### 收益

本集團截至二零二三年十二月三十一日止年度的收益減少約8.8%(二零二二年:69.0%)至約740.3百萬港元(二零二二年:約811.4百萬港元)。分部收益分析呈列如下:

於年內,自動化以及物業投資及發展分部為本集團的主要收益來源,分別佔總收益約58.3%(二零二二年:70.8%)及約47.9%(二零二二年:31.9%)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### **Gross Profit and Margin**

The gross profit for the year has decreased by approximately 23.9% to approximately HK\$138.6 million (2022: approximately HK\$182.2 million), while the gross profit margin decreased to 18.7% (2022: 22.5%). The change was mainly due to the increase in competition of automation segment and property investment and development segment in the Year which narrows the gross margin achievable as compared with those in 2022.

### **Other Loss/Gains – Net**

The net other loss during the year was approximately HK\$7.4 million (2022: the net other gains during the year was approximately HK\$53.8 million), which was mainly due to decrease of recovery of bad debt written off in prior years amounting to approximately HK\$53.3 million during the Year 2022.

### **Other Income**

The other income decreased by approximately 71.2% to approximately HK\$15.2 million (2022: approximately HK\$52.8 million) due to the decrease in sundry income from approximately HK\$49.5 million in 2022 to approximately HK\$12.1 million in 2023.

### **Distribution Costs**

The distribution costs decreased by approximately 2.9% to approximately HK\$20.1 million (2022: approximately HK\$19.6 million), accounting for 2.7% (2022: 2.4%) of the total revenue. There was no significant fluctuation comparing with last year.

### **Administrative Expenses**

The administrative expenses decreased by approximately 25.3% to approximately HK\$244.6 million (2022: approximately HK\$327.4 million), mainly due to the written off of loans and advance has dropped by HK\$53 million and foreign exchange loss has dropped by HK\$38 million comparing between two years.

### **Finance Costs – Net**

The net finance costs during the Year 2023 was approximately HK\$31.1 million (2022: net finance income of approximately HK\$41.5 million). The increase in net finance costs was because of the decrease in interest income on financial assets at amortised cost of approximately HK\$112.2 million in the Year 2022

### **毛利及毛利率**

年內毛利減少約23.9%至約138.6百萬港元(二零二二年：約182.2百萬港元)，而毛利率則減少至18.7%(二零二二年：22.5%)。該變動主要因本年度自動化分部以及物業投資及發展分部競爭加劇，導致可實現毛利率較二零二二年有所下降。

### **其他虧損／收益 — 淨額**

年內其他虧損淨額約7.4百萬港元(二零二二年：年內其他收益淨額約53.8百萬港元)，主要由於二零二二年收回過往年度已撇銷壞賬減少約53.3百萬港元。

### **其他收入**

其他收入減少約71.2%至約15.2百萬港元(二零二二年：約52.8百萬港元)，乃由於雜項收入由二零二二年約49.5百萬港元減少至二零二三年約12.1百萬港元。

### **分銷成本**

分銷成本減少約2.9%至約20.1百萬港元(二零二二年：約19.6百萬港元)，佔總收益的2.7%(二零二二年：2.4%)。與去年相比並無大幅波動。

### **行政費用**

行政費用減少約25.3%至約244.6百萬港元(二零二二年：約327.4百萬港元)，乃主要由於兩年間撇銷貸款及墊款減少53百萬港元以及匯兌虧損減少38百萬港元所致。

### **財務成本 — 淨額**

於二零二三年，財務成本淨額約31.1百萬港元(二零二二年：財務收入淨額約41.5百萬港元)。財務成本淨額增加的原因是按攤銷成本計量的金融資產的利息收入於二零二二年減少約112.2百萬港元。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Income Tax Expense

During the year ended 31 December 2023, the Group recorded an income tax expense of approximately HK\$12.8 million (2022: approximately HK\$29.4 million) which was mainly due to the decrease in taxable profits for the Year.

### Profit/Loss Attributable to Owners of the Company

For the year ended 31 December 2023, the Company recorded a profit attributable to the owners of the Company of approximately HK\$102.5 million (2022: loss of approximately HK\$551.5 million).

## FINANCIAL RESOURCES REVIEW

### Liquidity and Financial Resources

By adopting a prudent financial management approach, the Group continued to maintain a healthy financial position. As at 31 December 2023, the Group's cash and cash equivalents of approximately HK\$562.3 million (2022: approximately HK\$486.3 million). The working capital represented by net current assets amounted to approximately HK\$1,985.7 million (2022: approximately HK\$1,051.1 million). The current ratio was approximately 1.6 (2022: approximately 1.4). The gearing ratio, which is calculated at borrowings divided by net asset value, was 24.3% (2022: 27.6%).

The borrowings of the Group as at 31 December 2023 included corporate bonds of approximately HK\$313.0 million (2022: approximately HK\$341.0 million), trust receipt loans of approximately HK\$nil (2022: approximately HK\$8.8 million) and bank loans of approximately HK\$422.8 million (2022: approximately HK\$966.2 million), and other loans of approximately HK\$987.6 million (2022: approximately HK\$92.5 million).

The borrowings as at 31 December 2023 were secured by (i) guarantees provided by the Company, shareholder of the Company, certain of its subsidiaries and related parties; (ii) property, plant and equipment of approximately HK\$198.3 million (2022: approximately HK\$199.6 million); (iii) investment properties of approximately HK\$1,832.5 million (2022: approximately HK\$1,749.3 million); and (iv) pledged bank deposit of approximately HK\$237.8 million (2022: HK\$nil).

### 所得稅開支

截至二零二三年十二月三十一日止年度，本集團錄得所得稅開支約12.8百萬港元(二零二二年：約29.4百萬港元)，乃主要由於本年度應稅溢利減少。

### 本公司擁有人應佔溢利／虧損

截至二零二三年十二月三十一日止年度，本公司錄得本公司擁有人應佔溢利約102.5百萬港元(二零二二年：虧損約551.5百萬港元)。

## 財務資源回顧

### 流動資金及財務資源

藉採取審慎的財務管理方針，本集團繼續維持健康的財政狀況。於二零二三年十二月三十一日，本集團的現金及現金等價物約為562.3百萬港元(二零二二年：約486.3百萬港元)。流動資產淨額所反映的營運資金約1,985.7百萬港元(二零二二年：約1,051.1百萬港元)。流動比率約1.6(二零二二年：約1.4)。根據借貸除以資產淨值計算的資產負債比率是24.3%(二零二二年：27.6%)。

本集團於二零二三年十二月三十一日的借貸包括公司債券約313.0百萬港元(二零二二年：約341.0百萬港元)、信託收據貸款約零港元(二零二二年：約8.8百萬港元)、銀行貸款約422.8百萬港元(二零二二年：約966.2百萬港元)及其他貸款約987.6百萬港元(二零二二年：約92.5百萬港元)。

於二零二三年十二月三十一日的借貸由以下各項作抵押：(i)本公司、本公司股東、本公司若干附屬公司及關聯方提供的擔保；(ii)物業、廠房及設備約198.3百萬港元(二零二二年：約199.6百萬港元)；(iii)投資物業1,832.5百萬港元(二零二二年：約1,749.3百萬港元)；及(iv)已抵押銀行存款約為237.8百萬港元(二零二二年：零港元)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Capital and Other Commitments

As at 31 December 2023, the Group had contracted but not provided for capital commitments of approximately HK\$215.2 million, HK\$3,585.1 million and HK\$1,255.0 million relating to the investment in an associate and investment properties and property development expenditures and the second tranche acquisition payment of the equity interest of Shantou Taisheng, respectively (2022: approximately HK\$215.2 million and HK\$424.1 million relating to the investment in an associate and investment properties and property development expenditures, respectively).

### Currency Exposure and Management

During the year, the Group's receipts were mainly denominated in Hong Kong dollars, Renminbi ("RMB"), and US dollars. The Group's payments were mainly made in Hong Kong dollars, RMB and US dollars.

As the business activities of the Group's automation and property investment and development segments were mainly conducted in the mainland China, most of the Group's labour costs and manufacturing overheads were settled with the RMB. As such, fluctuation of the RMB exchange rate will have an impact on the Group's profitability. The Group will closely monitor movements of the RMB and, if necessary, consider entering into foreign exchange forward contracts with reputable financial institutions to reduce potential exposure to currency fluctuations. During the year, the Group did not enter into any foreign exchange forward contract.

### Future Plans for Capital Investment and Expected Source of Funding

The Group finances its operating and capital expenditures mainly by internal resources such as operating cash flow and shareholders equity and bank facilities. The Group expects to have sufficient resources and banking facilities to meet its capital expenditure and working capital requirement.

### 資本及其他承擔

於二零二三年十二月三十一日，本集團已訂約但未撥備的資本承擔約215.2百萬港元、3,585.1百萬港元及1,255.0百萬港元，分別與聯營公司的投資、投資物業及物業發展開支，以及有關汕頭市泰盛股權的第二階段收購款項有關(二零二二年：約215.2百萬港元及424.1百萬港元，分別與聯營公司的投資以及投資物業及物業發展開支有關)。

### 貨幣風險及管理

於年內，本集團的收款主要以港元、人民幣(「人民幣」)及美元列值。本集團主要以港元、人民幣及美元付款。

由於本集團自動化及物業投資及發展分部的業務活動主要在中國內地進行，故本集團大部分勞工成本及製造費用均以人民幣結算。因此，人民幣匯率波動將影響本集團的盈利能力。本集團將密切監察人民幣走勢，並在有需要時考慮與信譽良好的金融機構訂立外匯遠期合約，以減低貨幣波動的潛在風險。於年內，本集團並無訂立任何外匯遠期合約。

### 未來資本投資計劃及預期資金來源

本集團的經營及資本開支主要透過營運現金流及股東權益等內部資源及銀行融資提供資金。本集團預期會有充裕資源及銀行融資來應付其資本開支及營運資金需要。



# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Fund raising for future business development

When the Group considers that there are funding needs for the expansion of its businesses and development of new businesses, it will explore possible fund raising methods, such as debt financing, placing of new shares or issuance of corporate bonds.

### Employees and Remuneration Policy

As at 31 December 2023, the Group had 406 (2022: 292) full-time employees in Hong Kong and the PRC. Employees' remuneration is determined in accordance with individual's responsibility, competence and skills, experience and performance as well as market pay level. Staff benefits include medical insurance, provident funds and other competitive fringe benefits.

To provide incentives or rewards to the staff, the Company adopted a share option scheme on 2 June 2020 and share options will be granted to eligible employees in accordance with the share option scheme.

### USE OF PROCEEDS FROM SHARE SUBSCRIPTION IN JULY 2019

On 10 July 2019, the Company entered into a subscription agreement with Bao Xin Development Limited (the "BXD"), in relation to the subscription of 4,000,000,000 new shares of the Company (the "Share(s)") at a subscription price of HK\$0.25 per Share (the "BXD Share Subscription"). Please refer to the announcement of the Company dated 10 July 2019 and the circular of the Company dated 10 October 2019 (the "2019 Circular") for more details regarding the BXD Share Subscription.

### 為未來業務發展籌集資金

當本集團認為其擴大業務及開發新業務有資金需求時，其將探索可能的融資方式，如債務融資，配售新股或發行公司債券。

### 僱員及薪酬政策

於二零二三年十二月三十一日，本集團主要在香港及中國內地僱有406名(二零二二年：292名)全職僱員。僱員之薪酬乃根據個別人士之責任、才幹及技能、經驗及表現以及市場薪酬水平釐定。員工福利包括醫療保險、公積金及其他具競爭力之額外福利。

本公司於二零二零年六月二日採納一項購股權計劃，以激勵或獎賞員工，購股權將根據購股權計劃授予合資格僱員。

### 二零一九年七月股份認購所得款項之用途

於二零一九年七月十日，本公司與寶新發展有限公司(「寶新發展」)訂立認購協議，內容有關認購本公司4,000,000,000股新股份(「股份」)，認購價為每股股份0.25港元(「寶新發展股份認購」)。有關寶新發展股份認購的更多詳情，請參閱本公司日期為二零一九年七月十日的公告和本公司日期為二零一九年十月十日的通函(「二零一九年通函」)。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

On 17 December 2019, the Company issued and allotted 2,400,000,000 new Shares to BXD and received a proceeds of HK\$600.0 million. On 8 May 2020, the Company issued and allotted 1,600,000,000 new Shares to BXD and received a proceeds of HK\$400.0 million. The net proceeds of the BXD Share Subscription were approximately HK\$999.4 million, HK\$943.8 million of which had been utilised as follows:

於二零一九年十二月十七日，本公司向寶新發展發行及配發2,400,000,000股新股份，收取所得款項為600.0百萬港元。於二零二零年五月八日，本公司向寶新發展發行及配發1,600,000,000股新股份，收取所得款項為400.0百萬港元。寶新發展股份認購的所得款項淨額約為999.4百萬港元，其中943.8百萬港元已用於以下用途：

		HK\$' million 百萬港元
1.	Provision of brokerage service and corporate finance	
(i)	securities brokerage and margin financing; and	130.0
(ii)	investment	57.1
(iii)	corporate finance division	26.7
2.	Expansion of asset management business	180.0
3.	Expansion of money lending business	250.0
4.	General working capital	300.0
		943.8

As at the date of this report, out of the net proceeds of HK\$999.4 million from the BXD Share Subscription, the amount of HK\$55.6 million, dedicated to the corporate finance division, remained unutilised. Following the cessation of the operation of the corporate finance business by the end of 31 December 2023, the Company would like to apply such amount for the repayment of maturing indebtedness, with a view to reducing the costs of borrowings. Save as disclosed above, all net proceeds of the BXD Share Subscription have been used for the intended uses as set out in the 2019 Circular.

於本報告日期，寶新發展股份認購所得的999.4百萬港元所得款項淨額中，劃撥企業融資部的55.6百萬港元尚未動用。隨著企業融資部於二零二三年十二月三十一日終止營運，本公司希望將有關金額用於償還到期債務，以降低借貸成本。除上文所披露者外，寶新發展股份認購全部所得款項淨額已按二零一九年通函所載擬定用途悉數使用。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### USE OF PROCEEDS FROM PLACING IN FEBRUARY 2023

On 27 February 2023, the Company entered into a placing agreement with Glory Sun Securities Limited (the “**Placing Agent**”), pursuant to which the Placing Agent will procure on a best effort basis not less than six Placees to subscribe for up to 313,875,122 new shares of the Company at a placing price of HK\$0.34 per placing share (the “**Placing**”). The placing shares will be allotted and issued pursuant to the general mandate approved in the annual general meeting in June 2022. Please refer to the announcement of the Company dated 27 February 2023 for more details regarding the Placing.

On 22 March 2023, the Company issued and allotted 310,624,390 new Shares to the Placees and received proceeds of approximately HK\$105.6 million. The net proceeds of the Placing were approximately HK\$104.4 million, approximately 90% of which will be applied for the repayment of maturing indebtedness and the rest will be applied as general working capital of the Group.

As at the date of this report, the net proceeds of approximately HK\$104,412,293 have been fully utilised as intended.

### USE OF PROCEEDS FROM SHARE SUBSCRIPTION IN APRIL 2023

On 20 April 2023, the Company entered into a subscription agreement with China Grand Developments Limited (“**China Grand**”) in relation to the subscription of 800,000,000 new shares of the Company at a subscription price of HK\$0.281 per Share (the “**China Grand Share Subscription**”). Please refer to the announcement of the Company dated 20 April 2023 and the circular of the Company dated 2 June 2023 for more details regarding the China Grand Share Subscription.

On 26 July 2023, the Company issued and allotted 800,000,000 new Shares to China Grand and received proceeds of HK\$224.8 million. The net proceeds of the China Grand Share Subscription were approximately HK\$224.7 million, approximately 90% of which will be applied for the repayment of maturing indebtedness and the rest will be applied as general working capital of the Group. The net proceeds designated for general working capital will be utilised for the (i) distribution costs of the Group including but not limited to staff costs, advertising, promotion and exhibition expenses and (ii) administrative expenses of the Group including but not limited to utilities expenses.

As at the date of this announcement, out of the net proceeds of HK\$224.7 million from the China Grand Share Subscription, the amount of approximately HK\$134.0 million and HK\$8.6 million, dedicated to the repayment of maturing indebtedness and general working capital of the Group, respectively, remained unutilised. The unutilised net proceeds were deposited with the banks in Hong Kong.

### 二零二三年二月配售事項所得款項之用途

於二零二三年二月二十七日，本公司與寶新證券有限公司（「**配售代理**」）訂立配售協議，據此，配售代理將按竭誠原則促使不少於六名承配人按配售價每股配售股份0.34港元認購最多313,875,122股本公司新股份（「**該配售事項**」）。配售股份將根據於二零二二年六月的股東週年大會批准的一般授權配發及發行。有關該配售事項的更多詳情，請參閱本公司日期為二零二三年二月二十七日的公告。

於二零二三年三月二十二日，本公司向承配人配發及發行310,624,390股新股份並收到所得款項約105.6百萬港元。該配售事項的所得款項淨額為約104.4百萬港元，其中約90%將用於償還到期債務，其餘將用作本集團一般營運資金。

於本報告日期，所得款項淨額約104,412,293港元已按擬定用途悉數動用。

### 二零二三年四月股份認購所得款項之用途

於二零二三年四月二十日，本公司與中浩發展有限公司（「**中浩發展**」）訂立認購協議，按每股0.281港元的認購價認購800,000,000股本公司新股（「**中浩發展股份認購**」）。有關中浩發展股份認購的更多詳情，請參閱本公司日期為二零二三年四月二十日的公告及本公司日期為二零二三年六月二日的通函。

於二零二三年七月二十六日，本公司向中浩發展發行及配發800,000,000股新股份，並收取款項224.8百萬港元。中浩發展股份認購的所得款項淨額約為224.7百萬港元，其中約90%將用於償還到期債務，餘款將用作本集團一般營運資金。指定用作一般營運資金的所得款項淨額將用於(i)本集團的分銷成本，包括但不限於員工成本、廣告、推廣及展覽開支及(ii)本集團的行政費用，包括但不限於水電費。

於本公告日期，中浩發展股份認購所得的224.7百萬港元所得款項淨額中，分別撥償還到期債務及本集團一般營運資金的134.0百萬港元及8.6百萬港元尚未動用。尚未動用的所得款項淨額已存放於香港銀行。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no material contingent liabilities (2022: nil).

### SHARE OPTION SCHEME OF THE COMPANY

The Company adopted a share option scheme (the “Share Option Scheme”) pursuant to a resolution in writing passed by the shareholders of the Company on 2 June 2020. As at the date of this announcement, the total number of shares of the Company available for issue under the Share Option Scheme is 156,937,561, representing approximately 5.86% of the entire issued share capital of the Company as at the date of the adoption of the Share Option Scheme.

As at the date of this announcement, no option had been granted by the Company under the Share Option Scheme.

### KEY RISKS AND UNCERTAINTIES

The Group’s financial conditions, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The key risks and uncertainties identified by the Group are discussed in this section. There may be other risks and uncertainties in addition to those illustrated below, which are not known to the Group or which may not be material now but could become material in the future. Furthermore, risks can never be eliminated completely due to the inherent limitations in measures taken to address them. Nevertheless, risks may be accepted for strategic reasons or if they are deemed not cost-effective to mitigate.

#### Operational Risk

Operational risk is the risk of financial loss or reputational damage resulting from inadequate or failed internal processes, people and systems. Responsibility for managing the Group’s operational risks rests with every function at both divisional and departmental levels.

Key functions in the Group are guided by standard operating procedures, limits of authority and a reporting framework. The Group will identify and assess key operational exposures and report such risk issues to the senior management as early as possible so that appropriate risk responses can be taken.

### 或然負債

於二零二三年十二月三十一日，本集團概無重大或然負債（二零二二年：無）。

### 本公司之購股權計劃

本公司採用一項購股權計劃（「購股權計劃」），該計劃乃根據本公司股東於二零二零年六月二日通過的書面決議案。於本公告日期，本公司根據購股權計劃可發行的股份總數為156,937,561股，相當於截至採用購股權計劃之日本公司全部已發行股本之約5.86%。

於本公告日期，本公司概無根據購股權計劃授出購股權。

### 主要風險及不確定因素

本集團的財務狀況、經營業績、業務和前景可能受到一些風險和不確定因素的影響。本集團將討論已識別的主要風險和不確定因素。除下文所列明者外，可能還存在其他風險和不確定因素，本集團尚未悉知該等風險和不確定因素，或者彼等現在可能並非重大的，但日後可能為重大。此外，由於解決這些問題所採取的措施的固有局限性，永遠不能完全消除風險。然而，倘認為減輕風險不具成本效益，風險可能由於戰略原因而被接受。

#### 操作風險

操作風險是由於內部流程、人員和系統不適當或失效而導致的財務損失或聲譽損失的風險。本集團管理操作風險的責任在於分支及部門層面的每項職能。

本集團的主要職能由標準操作程序、權限限制和報告框架指導。本集團將識別及評估關鍵業務風險，並儘早向高級管理層報告此類風險問題，以便採取適當的風險應對措施。

### Industry Risk

The financial services business of the Group is subject to extensive regulations. Among others, operating subsidiaries such as Glory Sun Securities Limited and Atlantic Asset Management Limited are obliged to operate in accordance with the Securities and Futures Ordinance (Cap. 571) (the “SFO”). The Group is required to ensure consistent compliance with all applicable laws, regulations and guidelines and satisfy the relevant regulatory authorities that it remains fit and proper to be licensed. If there is any change or tightening of relevant laws, regulations and guidelines, the Group will face a higher compliance requirement for its business activities. In addition, if the Group fails to comply with the applicable rules and regulations from time to time, it may face fines or restrictions on its business activities or even suspension or revocation of some or all of its licenses for operating the financial services business. Furthermore, the financial services business, like all other businesses of the Group, is not immune from market changes. Any downturn in the financial market may also adversely affect the financial services business of the Group.

The automation business of the Group operates in a highly competitive environment. The Group faces fierce competition from global technology companies and rapid technological changes which may render technologies developed and employed by the Group obsolete. As such, the Group’s products may lose its competitiveness, adversely affecting the Group’s ability to maintain its market share. Failure to maintain the Group’s competitive position may lead to a material adverse effect on the results and profit margins of these business segments. Furthermore, the current trade war between the PRC and the US may have an impact on the business environment in the PRC. The Group is prepared to pay close attention to market conditions and will establish a contingency plan if the trade war persists over a period of time.

The securities investment business of the Group is sensitive to market conditions and fluctuations in the prices of the securities held by the Group. Any significant downturn in the securities market may affect the market value of the Group’s securities investments and may adversely affect the results of the Group.

### 行業風險

本集團的金融服務業務須遵守多項規定。其中包括營運附屬公司(如寶新證券有限公司及大西洋資產管理有限公司)需根據證券及期貨條例(「證券及期貨條例」)(香港法例第571章)開展業務。本集團需要確保持續遵守所有適用法例、規例及指引，以及讓相關監管當局信納我們繼續為持牌人的適當人選。倘相關法例、規例及指引有任何變動或收緊，本集團的業務活動將面對更高的合規要求。此外，倘本集團未能符合不時的適用規則及規例，我們將可能面臨罰款或限制我們進行業務活動，甚或暫停或收回我們經營金融服務業務的全部或部分牌照。此外，一如本集團所有其他業務，金融服務業務亦不能避開市場變動。金融市場不景亦可能會對本集團的金融服務業務造成不利影響。

本集團的自動化業務在競爭激烈的環境中經營。本集團面臨來自全球技術公司的激烈競爭和快速的技術變革，這可能使本集團開發和使用的技術過時。因此，本集團的產品可能失去其競爭性，對本集團維持市場份額的能力造成不利影響。未能維持本集團的競爭地位，可能對此等業務分部的業績和利潤造成重大不利影響。此外，中國及美國近期的貿易戰對中國內地的營商環境將有影響。若中美貿易戰將維持一段時間，本集團需密切注意市場環境及將制定另一套計劃應對。

本集團的證券投資業務對市場情況及本集團持有的證券價格波動頗為敏感。證券市場的任何重大衰退都可能影響本集團證券投資的市值，並可能對本集團的業績造成不利影響。

# MANAGEMENT DISCUSSION AND ANALYSIS

## 管理層討論及分析

### Financial Risk

In the course of its business activities, the Group is exposed to various financial risks, including market, liquidity and credit risks. The changes in the currency environment and interest rate cycles may significantly affect the Group's financial position and results of its operations in the PRC.

The Group's earnings and capital or its ability to meet its business objectives may be adversely affected by movements in foreign exchange rates, interest rates and equity prices. In particular, any depreciation in the Group's functional currency may affect its gross profit margin. The Group closely monitors the relative foreign exchange positions of its assets and liabilities and allocates its holdings of different currencies accordingly in order to minimise foreign currency risk.

The Group may be subject to liquidity risk if it is unable to obtain adequate funding to finance its operations. In managing liquidity risk, the Group monitors its cash flows and maintains an adequate level of cash and credit facilities to enable it to finance its operations and reduce the effects of fluctuations in cash flows.

The Group is subject to credit risk from its clients. To minimise risk, new clients will undergo stricter credit evaluation, while the Group continuously monitors its existing clients to further improve its risk control measures.

### Manpower and Retention Risk

The competition for human resources in the countries that the Group operates in may result in the Group not being able to attract and retain key personnel with the desired skills, experience and levels of competence. The Group will continue to provide remuneration packages and incentive plans to attract, retain and motivate suitable candidates and personnel.

### Business Risk

The Group constantly faces the challenge of gauging and responding promptly to market changes within the sectors that it operates in. Any failure to interpret market trends properly and adapt its strategy to such changes accordingly may have a material adverse effect on the Group's business, financial position, results of operations and prospects.

### 財務風險

在經營活動中，本集團面臨各種金融風險，包括市場、流動性和信貸風險。貨幣環境改變和利率週期，可能對本集團於中國的財務狀況和經營業績產生重大影響。

本集團的盈利及資本或其達致業務目標的能力可能會因匯率、利率及股票價格變動而受到不利影響。特別是，本集團功能貨幣的任何貶值可能影響其毛利率。本集團密切監控其資產和負債的相關外匯狀況，並相應地分配其持有的不同貨幣，以盡量減少外匯風險。

如果本集團無法獲得足夠的資金為其業務融資，則可能面臨流動性風險。在管理流動性風險時，本集團監控其現金流量，並維持足夠水平的現金和信用額度，以便為其業務融資並減少現金流量波動的影響。

本集團面對客戶的信貸風險。為盡量減低風險，對新客戶加強信用評估。而本集團繼續監察現有客戶，進一步完善風險控制措施。

### 人力及自留風險

本集團在經營業務的國家的人力資源競爭可能導致本集團無法吸引和留住具備滿足其要求的技能、經驗和能力水平的關鍵人才。本集團將繼續提供薪酬待遇和獎勵計劃，以便吸引、留住和激勵合適的候選人和人員。

### 業務風險

本集團不斷面對衡量及應對其所經營行業內的市場變化的挑戰。任何未能正確解釋市場趨勢及相應地調整策略以適應此等變動可能對本集團的業務、財務狀況、經營業績及前景造成重大不利影響。

### EXECUTIVE DIRECTORS

**Mr. Huang Wansheng (黃萬勝)**, aged 43, graduated from the University of Science and Technology Beijing with a degree in Metal Material Engineering. He serves as a director to multiple subsidiaries of the Company. He also serves as the chairman of each of the Nomination Committee, Strategic Committee and Investment Committee of the Company and is a member of the Remuneration Committee of the Company.

Mr. Huang has extensive experience in corporate management. From August 2022 to October 2022, he served as a deputy general manager of Shenzhen Sunray Group Co., Ltd. From February 2018 to April 2020, he served as a director of CRM (HONG KONG) TRADING LIMITED. From April 2014 to August 2022, he served as a deputy general manager of CRM (HONG KONG) HOLDINGS LIMITED.

**Mr. Li Minbin (李敏斌)**, aged 43, was appointed as a Non-executive Director of the Company in August 2015 and re-designated as an Executive Director in November 2015. He has been the Vice President of the Company since January 2016. He serves as a director to multiple subsidiaries of the Company. He also serves as a member of each of the Strategic Committee and Investment Committee of the Company.

Mr. Li obtained the Master's degree of Business Administration from the Chinese University of Hong Kong. He has comprehensive experience in operation and management of logistics, real estate, investment and financial industries. He was an executive director of Glory Sun Land from December 2018 to May 2019. He served as the supervisor, assistant to general manager and representative of securities affair of Dasheng Times Cultural Investment Group Co., Ltd. from July 2010 to March 2014 and acted as director and secretary to the board of directors of Dasheng Times Cultural Investment Group Co., Ltd. from March 2014 to March 2016.

### 執行董事

**黃萬勝先生**，43歲，畢業於北京科技大學，獲得金屬材料工程學位。彼擔任本公司多個附屬公司的董事。彼亦為本公司提名委員會、戰略委員會及投資委員會的主席，並且為本公司薪酬委員會的成員。

黃先生具有豐富的企業管理經驗。於二零二二年八月至二零二二年十月，彼擔任深圳市物潤(集團)有限公司的副總經理。於二零一八年二月至二零二零年四月，彼擔任中國鐵路物資(香港)貿易有限公司的董事。於二零一四年四月至二零二二年八月，彼擔任中國鐵路物資(香港)控股有限公司的副總經理。

**李敏斌先生**，43歲，於二零一五年八月起獲委任為本公司的非執行董事及於二零一五年十一月調任為執行董事。他自二零一六年一月開始擔任本公司副總裁，並同時擔任本公司多間附屬公司的董事。彼亦為本公司戰略委員會及投資委員會成員。

李先生持有香港中文大學工商管理碩士學位。李先生於物流、房地產、投資及金融等行業擁有全面的營運及管理經驗。彼於二零一八年十二月至二零一九年五月擔任寶新置地的執行董事。於二零一零年七月至二零一四年三月擔任大晟時代文化投資股份有限公司的監事、總經理助理及證券事務代表，及於二零一四年三月至二零一六年三月擔任大晟時代文化投資股份有限公司的董事及董事會秘書。

## DIRECTORS AND KEY PERSONNELS

### 董事及主要人員

#### NON-EXECUTIVE DIRECTOR

**Mr. Zhang Chi (張弛)**, aged 35, was appointed as an Executive Director of the Company in July 2017 and re-designated as a Non-executive Director in August 2019. He also serves as a member of the Audit Committee of the Company.

Mr. Zhang graduated with a Bachelor's degree in Laws from the Shenzhen University and obtained a Master's degree of Science in Management from New York University. He is experienced in fund investment. He served as an officer in the investment department in Shenzhen Sichuang Technology Development Co. Ltd.\* (深圳思創科技發展有限公司) from January 2013 to June 2013. He worked in Shenzhen Creative Investment Group Limited\* (深圳市創新投資集團有限公司) and served as an intern in the fund management headquarter from September 2015 to April 2016, an officer in the fund management headquarter since April 2016, and has acted as an investment manager in a management headquarter managing a Government Guide Fund since October 2016.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Ms. Zhao Yizi (趙伊子)**, aged 35, was appointed as an Independent Non-executive Director of the Company on 3 October 2022.

Ms. Zhao received her Bachelor of Laws from the Shenzhen University in 2011. She was admitted as a lawyer in the People's Republic of China in 2017. From July 2011 to May 2015, Ms. Zhao served as a manager in the credit department of Industrial Bank Co., Ltd. Futian Technology Branch\* (興業銀行福田科技支行). From May 2015 to August 2016, she served as a manager in the legal department of Guangdong Zhongmeng Group Holdings\* (廣東中盟控股集團). From August 2016 to September 2021, she successively served as a trainee lawyer and a lawyer in Guangdong Shenxin Law Office\* (廣東深信律師事務所). She has worked as a partner in Guangdong Chunting Law Office\* (廣東春霆律師事務所) since September 2021.

**Ms. Zhang Juan (張娟)**, aged 50, has been an independent non-executive Director of the Company since 1 August 2023. She serves as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.

Ms. Zhang graduated from Central University of Finance and Economics with a degree in Accounting. She has extensive managerial experience in accounting and taxation advisory business. She has been a certified tax agent in the PRC since 2011. She has been a manager of the audit department and a partner of Shenzhen Jinnuo Tax Agency Co., Ltd.\* (深圳市金諾稅務師事務所有限公司) since November 2008.

#### 非執行董事

張弛先生，35歲，於二零一七年七月獲委任為本公司的執行董事，並於二零一九年八月調任為非執行董事。彼亦為本公司審核委員會成員。

張先生畢業於深圳大學，獲授法學學士學位。張先生亦獲得紐約大學管理學理學碩士學位。彼在基金投資方面具備相關經驗。二零一三年一月至二零一三年六月，彼為深圳思創科技發展有限公司投資部部長。於二零一五年九月至二零一六年四月期間，彼任職於深圳市創新投資集團有限公司，擔任該公司基金管理總部實習生、於二零一六年四月起出任基金管理總部部長，並自二零一六年十月起擔任管理總部之投資經理，管理政府引導基金。

#### 獨立非執行董事

趙伊子女士，35歲，於二零二二年十月三日獲委任為本公司獨立非執行董事。

趙女士於二零一一年獲得深圳大學法學學士學位。彼於二零一七年獲認許為中華人民共和國律師。自二零一一年七月至二零一五年五月，趙女士擔任興業銀行福田科技支行信貸部經理。自二零一五年五月至二零一六年八月，彼擔任廣東中盟控股集團法務部經理。自二零一六年八月至二零二一年九月，彼先後擔任廣東深信律師事務所的實習律師及律師。彼自二零二一年九月起擔任廣東春霆律師事務所的合夥人。

張娟女士，50歲，自二零二三年八月一日起擔任本公司獨立非執行董事。彼擔任審核委員會主席，以及提名委員會及薪酬委員會各自的成員。

張女士畢業於中央財經大學，獲得會計學位。彼於會計及稅務諮詢業務具有豐富管理經驗。彼自二零一一年起成為中國註冊稅務師。彼自二零零八年十一月起擔任深圳市金諾稅務師事務所有限公司審計部經理兼合夥人。

\* For identification purpose only



## DIRECTORS AND KEY PERSONNELS

### 董事及主要人員

**Mr. Chan Manwell (陳文偉)**, aged 45, has been an independent non-executive Director of the Company since 1 November 2023. He serves as the chairman of the Remuneration Committee and a member of each of the Audit Committee and Strategic Committee.

Mr Chan graduated from Sun Yat-sen University with a degree in Public Administration. He has over 20 years of experience in political and business sectors in Hong Kong. He is currently the director of the Hong Kong Youth Affairs Development Foundation. From 2020 to present, he has been the vice-chairman of Area Committee, Tuen Mun North East. From 2008 to 2019, he was a member of the Tuen Mun District Council. He is currently a member of the Appeal Tribunal Panel under the Buildings Ordinance, a member of the Tenth Chinese People's Political Consultative Conference of Haifeng County, Shanwei City, the Vice President of the Confederacy of Hong Kong Shanwei Clansmen, an honorary advisor of Pok Oi Hospital, the Vice President of the Hong Kong Youth Innovation and Entrepreneurship Association, the Vice President of Hong Kong Youth Power Association, the Vice Treasurer of the 16th Executive Committee of Y.Elites Association, the President of Y's Men's Club (New Territories), a director of the Yuen Yuen Institute Chan Kwok Chiu Hing Tak Primary School, an advisor of The Federation of Tuen Mun District Association and an advisor of Tuen Mun Merchants Association. He was awarded the Chief Executive's Commendation for Community Service and the Medal of Honour in 2018 and 2023 respectively.

### KEY PERSONNELS

**Mr. Sze Wing Fung (施穎峯)**, aged 36, joined the Group in October 2023 as the Chief Financial Officer. He holds a Bachelor of Commerce in Accounting and Finance from Monash University in Australia, and a Master of Corporate Governance degree from the Hong Kong Polytechnic University. He is a member of each of the CPA Australia, the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. Mr. Sze has over 10 years of solid experience in professional accounting, financial management, auditing and company secretarial matters. Prior to joining the Group, he served as the group financial controller of a company listed on the Main Board of the Stock Exchange.

**Mr. Zhou Ming Jia (周明佳)**, aged 36, joined the Group in April 2023 as the Group Vice President and is in charge of domestic finance and financing business. He holds a Master of Economics degree from Jinan University and a professional qualification of Certified Public Accountant in the PRC. Mr. Zhou has served at Shenzhen branch of the Agricultural Bank of China, Huaneng Guicheng Trust Corp., Ltd. and Pearl River Life Insurance Co., Ltd.. He works in the financial industry in the PRC for over 10 years and has extensive experience in investment and financing.

**Mr. Yuen Kit Wai (阮傑偉)**, aged 38, joined the Group in July 2015 and act as the Company Secretary of the Group. He graduated from The University of Birmingham in the United Kingdom with a Bachelor's degree in law with business studies. Mr. Yuen has over 10 years of experience in legal, compliance and corporate governance matters.

**陳文偉先生**，45歲，自二零二三年十一月一日起擔任本公司獨立非執行董事。彼擔任薪酬委員會主席，以及審核委員會及戰略委員會各自的成員。

陳先生畢業於中山大學公共行政管理專業。彼於香港的政商界擁有逾二十年經驗。彼現為香港青年事務發展基金會的理事長。於二零二零年至今，彼擔任屯門東北分區委員會副主席。於二零零八年至二零一九年，彼擔任屯門區議會議員。彼現時為《建築物條例》上訴審裁小組成員、汕尾市海豐縣第十屆政治協商會議委員、香港廣東汕尾市同鄉總會副會長、博愛醫院名譽顧問、香港青年創新業協會副會長、香港青年動力協會副會長、香港菁英會第十六屆執行委員會副司庫、國際聯青社(新界)社長、圓玄學院陳國超興德學校校董、屯門各界協會顧問及屯門商會顧問。彼曾分別於二零一八年及二零二三年獲頒發行政長官社區服務獎及榮譽勳章。

### 主要人員

**施穎峯先生**，36歲，於二零二三年十月加入本集團，擔任首席財務官。彼擁有澳洲蒙納許大學會計與金融商業學士學位以及香港理工大學企業管治碩士學位。彼為澳洲會計師公會、香港公司治理公會及英國特許公司治理公會各自的會員。施先生在專業會計、財務管理、審計及公司秘書事務方面擁有超過十年的扎實經驗。加入本集團前，彼曾於一間在聯交所主板上市的公司擔任集團財務總監。

**周明佳先生**，36歲，於二零二三年四月加入本集團，擔任集團副總裁職務，主管境內財務及融資業務。彼擁有暨南大學經濟學碩士學位，中國註冊會計師專業資格。周先生先後任職於中國農業銀行深圳分行，華能貴誠信託有限公司，珠江人壽保險股份有限公司，在中國金融行業工作超過十年，擁有豐富的投資融資工作經驗。

**阮傑偉先生**，38歲，畢業於英國伯明翰大學，獲得法律與商業研究學士學位。彼於二零一五年七月加入本公司，在法律、合規及企業管治事項有超過十年經驗。

# DIRECTORS AND KEY PERSONNELS

## 董事及主要人員

### CHANGE IN INFORMATION OF DIRECTORS

The change in the information of the Directors of the Company since the publication of the 2021 annual report of the Company required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

### 董事資料變更

根據上市規則第13.51B(1)條之規定，本公司須予披露自本公司二零二一年年報刊發以來之董事資料之變更載列如下：

#### Name of Directors

董事姓名

#### Details of Changes

變動詳情

#### Executive Director

執行董事

Mr. Yao Jianhui

姚建輝先生

Resigned as an executive Director and ceased to be the chairman of each of the Nomination Committee, Strategic Committee and Investment Committee and a member of the Remuneration Committee with effect from 20 April 2023  
辭任執行董事及不再擔任提名委員會、戰略委員會及投資委員會各自的主席以及薪酬委員會成員，自二零二三年四月二十日起生效

Mr. Huang Wansheng

黃萬勝先生

Appointed as an executive Director, the chairman of each of the Nomination Committee, Strategic Committee and Investment Committee and a member of the Remuneration Committee with effect from 20 April 2023  
獲委任為執行董事，以及提名委員會、戰略委員會及投資委員會各自的主席及薪酬委員會成員，自二零二三年四月二十日起生效

Mr. Huang Wei

黃煒先生

Resigned as an executive Director and ceased to be a member of the Investment Committee with effect from 31 July 2023  
辭任執行董事及不再擔任投資委員會成員，自二零二三年七月三十一日起生效

## DIRECTORS AND KEY PERSONNELS

### 董事及主要人員

Name of Directors 董事姓名	Details of Changes 變動詳情
<b>Independent Non-executive Director</b> 獨立非執行董事	
Mr. Wong Chun Bong 王振邦先生	Resigned as an independent non-executive Directors and ceased to be the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 31 July 2023 辭任獨立非執行董事及不再擔任審核委員會主席，以及提名委員會及薪酬委員會各自的成員，自二零二三年七月三十一日起生效
Professor Lee Kwok On, Matthew 李國安教授	Resigned as an independent non-executive Directors and ceased to be the chairman of Remuneration Committee and a member of each of the Audit Committee and the Strategic Committee with effect from 31 July 2023 辭任獨立非執行董事及不再擔任薪酬委員會主席，以及審核委員會及戰略委員會各自的成員，自二零二三年七月三十一日起生效
Ms. Zhang Juan 張娟女士	Appointed as an independent non-executive Directors and the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 1 August 2023 獲委任為獨立非執行董事及審核委員會主席，以及提名委員會及薪酬委員會各自的成員，自二零二三年八月一日起生效
Mr. Chan Manwell 陳文偉先生	Appointed as an independent non-executive Directors and the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Strategic Committee with effect from 1 November 2023 獲委任為獨立非執行董事及薪酬委員會主席，以及審核委員會及戰略委員會各自的成員，自二零二三年十一月一日起生效

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules. The updated biographical details of the Directors of the Company are set out in the preceding section headed "Directors and Key Personnels".

除上文所披露者外，概無其他資料須根據上市規則第13.51B(1)條之規定而予以披露。本公司董事之更新履歷詳情載於上文「董事及主要人員」一節。

# REPORT OF THE DIRECTORS

## 董事會報告

The Board is pleased to present this annual report together with the audited consolidated financial statements of Renze Harvest International Limited and its subsidiaries for the year ended 31 December 2023.

### PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of its principal subsidiaries are set out in Note 38 to the consolidated financial statements.

A business review of the Group during the year under review and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2023 are provided in the section headed "Chairman's Statement" on pages 10 to 26 and the section headed "Management Discussion and Analysis" on pages 27 to 36 of this annual report.

An analysis of the Group's performance during the year ended 31 December 2023 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 27 to 36 of this annual report.

### RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the consolidated financial statements on pages 80 to 83.

董事會欣然呈列中澤豐國際有限公司及其附屬公司截至二零二三年十二月三十一日止年度本年報及經審核綜合財務報表。

### 主要業務

本公司的主要業務為投資控股，其主要附屬公司的業務載於綜合財務報表附註38。

回顧年度內本集團的業務回顧、探討未來業務發展和可能面對的風險及不明朗因素，以及討論截至二零二三年十二月三十一日止年度內發生並對本公司構成影響的重要事件，均載於本年報第10至26頁的「主席報告」及第27至36頁的「管理層討論及分析」。

使用財務表現指標對本集團於截至二零二三年十二月三十一日止年度內的表現進行的分析載於本年報第27至36頁的「管理層討論及分析」。

### 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的業績及本集團於該日的事務狀況載於第80至83頁的綜合財務報表。

### Final Dividend

The Board does not recommend the payment of final dividend for the year ended 31 December 2023 (2022: nil).

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods for determining eligibility to attend and vote at the 2023 annual general meeting:

Latest time to lodge transfer documents for registration:  
4:30 p.m., Friday, 31 May 2024

Closure of register of members:  
Monday, 3 June 2024 to Thursday, 6 June 2024  
(both days inclusive)

Record Date:  
Thursday, 6 June 2024

In order to be eligible to attend and vote at the 2024 annual general meeting, all transfer of share(s), accompanied by the relevant share certificate(s) with the properly completed transfer form(s) either overleaf or separately, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than the respective latest dates and time set out above.

### SUMMARY FINANCIAL INFORMATION

A summary of the published results and assets, liabilities and noncontrolling interests of the Group for the past five financial years, as extracted from the consolidated financial statement, and restated as appropriate, is set out on the inside front cover. This summary does not form part of the consolidated financial statements.

### DONATIONS

During the year ended 31 December 2023, the Group made external donations of approximately HK\$1,500,000 (2022: approximately HK\$200,000).

### 末期股息

董事會不建議派付截至二零二三年十二月三十一日止年度的末期股息(二零二二年：無)。

### 暫停辦理股份過戶登記手續

為釐定股東出席二零二三年股東週年大會及於會上投票的資格，本公司將於下列期間暫停辦理股份過戶登記：

遞交股份過戶文件以作登記的最後時限：  
二零二四年五月三十一日(星期五)

下午四時三十分

暫停辦理股份過戶登記：  
二零二四年六月三日(星期一)至  
二零二四年六月六日(星期四)  
(包括首尾兩天)

記錄日期：  
二零二四年六月六日(星期四)

為確保符合資格出席二零二四年股東週年大會及於會上投票，所有股份過戶文件連同有關股票及已填妥背面或另頁之過戶表格，最遲須於上述各個最後時限前送達本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓，辦理登記。

### 財務資料概要

本集團過去五個財政年度的已公佈業績及資產、負債及非控股權益概要乃摘錄自綜合財務報表，已按適當方法重列並載於封面內頁。此概要並非綜合財務報表的一部分。

### 捐款

截至二零二三年十二月三十一日止年度，本集團對外作出捐款約1,500,000港元(二零二二年：約200,000港元)。

# REPORT OF THE DIRECTORS

## 董事會報告

### PRE-EMPTIVE RIGHTS

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

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries, purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2023.

### RESERVES

Details of movements in the reserves of the Company and the Group during the year are set out in Note 35 to the consolidated financial statements and in the consolidated statement of changes in equity on page 85.

### DISTRIBUTABLE RESERVES

As of 31 December 2023, the Company's reserves available for distribution, calculated in accordance with the provisions of the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) (the "Companies Law") of the Cayman Islands, amounted to approximately HK\$5,933.3 million (2022: HK\$2,403.3 million). No dividend (2022: nil) has been proposed for the year. Under the Companies Law, HK\$4,778.9 million as of 31 December 2023 (2022: HK\$4,453.5 million) is distributable from share premium account of the Company to the shareholders of the Company provided that immediately following the date on which the dividend, if any, is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The Company's share premium account may be distributed in the form of fully paid bonus shares.

### 優先購股權

本公司組織章程細則或開曼群島(即本公司註冊成立的司法權區)法例並無任何促使本公司須向現有股東按比例發售新股份的優先購股權規定。

### 購買、出售或贖回本公司上市證券

於截至二零二三年十二月三十一日止年度，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

### 儲備

年內本公司及本集團之儲備變動詳情分別載於綜合財務報表附註35及第85頁的綜合權益變動表。

### 可分派儲備

截至二零二三年十二月三十一日，根據開曼群島第22章公司法(一九六一年法例三，經綜合及修訂)(「公司法」)計算之本公司可供分派儲備約為5,933.3百萬港元(二零二二年：2,403.3百萬港元)。本年度並無建議派發股息(二零二二年：無)。根據公司法，本公司於二零二三年十二月三十一日股份溢價賬為4,778.9百萬港元(二零二二年：4,453.5百萬港元)，倘於緊隨建議分派股息(如有)日期後，本公司可清償在日常業務過程中到期之債務，則股份溢價賬可分派予本公司股東。本公司的股份溢價賬可以繳足紅股方式派付。

### MAJOR CUSTOMERS AND SUPPLIERS

During the year, 37.5% (2022: 70.8%) of the Group's revenue and 61.0% (2022: 72.1%) of the Group's purchases, were attributable to the Group's five largest customers and five largest suppliers, respectively; and 9.2% (2022: 6.0%) of the Group's revenue and 47.4% (2022: 38.0%) of the Group's purchases were attributable to the Group's largest customer and supplier, respectively.

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.

### DIRECTORS

The Directors of the Company during the year were:

#### Executive Directors

Mr. Yao Jianhui (*Chairman*)

(*resigned as Executive Director on 20 April 2023*)

Mr. Huang Wansheng (*Chairman*)

(*appointed as Executive Director on 20 April 2023*)

Mr. Li Minbin

Mr. Huang Wei

(*resigned as Executive Director on 31 July 2023*)

#### Non-Executive Director

Mr. Zhang Chi

#### Independent Non-Executive Directors

Mr. Wong Chun Bong

(*resigned as Independent Non-Executive Director on 31 July 2023*)

Professor Lee Kwok On, Matthew

(*resigned as Independent Non-Executive Director on 31 July 2023*)

Ms. Zhao Yizi

Ms. Zhang Juan

(*appointed as Independent Non-Executive Director on 1 August 2023*)

Mr. Chan Manwell

(*appointed as Independent Non-Executive Director on 1 November 2023*)

### 主要客戶及供應商

於年內，本集團五大客戶及五大供應商分別佔本集團收益的37.5%（二零二二年：70.8%）及本集團採購額的61.0%（二零二二年：72.1%）；而本集團的最大客戶及供應商分別佔本集團收益的9.2%（二零二二年：6.0%）及本集團採購額的47.4%（二零二二年：38.0%）。

本公司董事、彼等任何聯繫人或任何據董事所深知擁有本公司已發行股本5%以上的股東，概無於本集團五大客戶或供應商中擁有任何實益權益。

### 董事

年內本公司董事為：

#### 執行董事

姚建輝先生 (*主席*)

(*於二零二三年四月二十日辭任*)

*執行董事*)

黃萬勝先生 (*主席*)

(*於二零二三年四月二十日獲委任為*)

*執行董事*)

李敏斌先生

黃煒先生

(*於二零二三年七月三十一日辭任*)

*執行董事*)

#### 非執行董事

張弛先生

#### 獨立非執行董事

王振邦先生

(*於二零二三年七月三十一日辭任*)

*獨立非執行董事*)

李國安教授

(*於二零二三年七月三十一日辭任*)

*獨立非執行董事*)

趙伊子女士

張娟女士

(*於二零二三年八月一日獲委任為*)

*獨立非執行董事*)

陳文偉先生

(*於二零二三年十一月一日獲委任為*)

*獨立非執行董事*)

## REPORT OF THE DIRECTORS

### 董事會報告

The Company has received from each of the Independent Non- Executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules and considers all the Independent Non-Executive Directors to be independent.

### DIRECTORS' BIOGRAPHIES

The biographical details of the current Directors of the Company are set out on pages 37 to 41 of the annual report and can be found on the Company's website.

### DIRECTORS' SERVICE CONTRACTS

All of the executive Directors and non-executive Director had respectively entered into a service contracts with the Company. Details of the service contracts include: (1) a term of directorship for three years with effect from the date of appointment, reappointment or re-election; and (2) the contracts shall be terminated according to the terms of each contract.

Each of the independent non-executive Directors had signed a letter of appointment with the Company. Details of the letter of appointments mainly include: (1) a term of directorship for three years with effect from the date of appointment, reappointment or reelection; and (2) the letter of appointment shall be terminated according to the terms of each letter of appointment.

None of the Directors proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

### REMUNERATION OF THE DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the Directors and the five highest paid individuals are set out in Notes 11 and 9, respectively to the consolidated financial statements.

The remuneration of the Directors is determined with reference to the Directors' duties, responsibilities and performance and the Group's results.

### DIRECTORS' INTERESTS IN CONTRACTS

None of the Directors had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries, holding companies or fellow subsidiaries was a party during the year.

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼等之獨立身份而發出之年度確認書。本公司認為全體獨立非執行董事均屬獨立人士。

### 董事履歷

本公司現任董事履歷載於年報第37至41頁及本公司網站。

### 董事服務合約

全體執行董事及非執行董事已各自與本公司訂立服務合約。服務合約詳情包括：(1) 董事任期為三年，由其獲委任、續聘或重選日期起生效；及(2)有關合約將根據各合約的條款終止。

各獨立非執行董事均與本公司簽署一份委任函。委任函詳情主要包括：(1)董事任期為三年，由其獲委任、續聘或重選日期起生效；及(2)有關委任函將根據各委任函的條款終止。

本公司並無與擬於應屆股東週年大會上膺選連任的董事訂立任何不可於一年內由本公司無償終止(法定賠償除外)的服務合約。

### 董事及五名最高薪人士的酬金

董事及五名最高薪人士的酬金詳情分別載於綜合財務報表附註11及9。

董事酬金按董事職務、職責及表現以及本集團業績釐定。

### 董事於合約的權益

於年內概無董事於本公司或其任何附屬公司、控股公司或同系附屬公司訂立且對本集團業務而言屬重大的合約中直接或間接擁有重大權益。



### MANAGEMENT CONTRACTS

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

### DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As of 31 December 2023, none of the Directors or chief executives of the Company or their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO; or (ii) to be recorded in the register maintained by the Company under section 352 of the SFO; or (iii) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from the Scheme (as defined in the section headed "SHARE OPTION SCHEME OF THE COMPANY" below), at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries, holding companies or fellow subsidiaries a party to any arrangements to enable the Directors or the chief executives of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate. Save for the disclosed, none of the Directors or chief executives of the Company or their spouses or children under the age of 18, was granted any right to subscribe for the equity or debt securities of the Company or any other body corporate nor had exercised any such right during the year ended 31 December 2023.

### 管理合約

於年內概無訂立或存在任何有關本公司整體或任何重大部分業務之管理及行政合約。

### 董事及主要行政人員於本公司股份、相關股份及債券之權益與淡倉

截至二零二三年十二月三十一日，董事或本公司主要行政人員或彼等各自的聯繫人概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中，擁有或視作擁有(i)根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所；或(ii)任何須記錄在本公司根據證券及期貨條例第352條規定所存置的登記冊內；或(iii)根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則規定須知會本公司及聯交所的權益或淡倉。

### 董事購買股份或債券的權利

除該計劃（定義見下文「本公司之購股權計劃」一節）外，截至二零二三年十二月三十一日止年度內任何時間，本公司或其任何附屬公司、控股公司或同系附屬公司概無參與任何安排，致使董事或本公司主要行政人員可藉購入本公司或任何其他法人團體的股份或債券而獲益。除披露者外，於截至二零二三年十二月三十一日止年度內，概無董事或本公司主要行政人員或彼等的配偶或十八歲以下子女獲授予任何可認購本公司或任何其他法人團體的股本或債務證券的權利，或行使任何該等權利。

# REPORT OF THE DIRECTORS

## 董事會報告

### PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director, other officer and auditor shall be entitled to be indemnified out of assets of the Company against all losses or liabilities incurred or sustained by him/her as a Director, Auditor or other officer of the Company about the execution of the duties of his/her office or otherwise in relation thereto. The Company has arranged appropriate Directors' and Officers' liability insurance coverage for the Directors and officers of the Company.

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

As at 31 December 2023, so far as is known to the Directors, the following, not being a Director or the chief executives of the Company, have an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 of Part XV of the SFO and are recorded in the register kept by the Company under section 336 of the SFO:

#### Interests and short positions in the shares and underlying shares of the Company

Name of Shareholder	Capacity in which interests in shares are held	Number of shares held	Approximate percentage of shares in issue as at 31 December 2023 於二零二三年十二月三十一日 已發行股份的概約百分比 (Note 1) (附註1)
股東名稱	於股份中持有權益的身份	持有股份數目	
Ma Jianghao 馬江浩	Interest in controlled corporation 受控制企業權益	800,000,000 (L) (Note 2) (附註2)	29.85
China Grand Developments Limited 中浩發展有限公司	Beneficial owner 實益擁有人	800,000,000 (L)	29.85

Note 1: As at 31 December 2023, the total issued share capital of the Company amounted to 2,680,000,000 shares.

Note 2: 800,000,000 shares of the Company are held by China Grand Developments Limited, which is wholly owned by Mr. Ma Jianghao ("Mr. Ma"). Pursuant to Division 7 and 8 of Part XV of the SFO, Mr. Ma is deemed to be interested in all the shares of the Company in which China Grand Developments Limited has, or deemed to have an interest.

Abbreviations: "L" stands for long position

Save as disclosed above, as of 31 December 2023, the Company had not been notified of any interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register kept by the Company under section 336 of the SFO.

### 獲准許的彌償保證條文

根據本公司組織章程細則，每位董事、其他高級管理人員及核數師均有權從其作為執行董事、核數師或其他高級管理人員執行其職務而可能遭致或發生與此相關之一切損失或責任從本公司資產中獲得賠償。本公司已為本集團董事及高級職員投購適當的董事及高級職員責任保險以作保障。

### 主要股東及其他人士於股份及相關股份之權益與淡倉

於二零二三年十二月三十一日，就董事所知，以下為非本公司董事或主要行政人員的人士於本公司股份或相關股份中擁有根據證券及期貨條例第XV部第2及第3條的規定向本公司披露及根據證券及期貨條例第336條記錄並存置於本公司之登記冊中的權益或淡倉：

#### 於本公司股份及相關股份之權益與淡倉

Name of Shareholder	Capacity in which interests in shares are held	Number of shares held	Approximate percentage of shares in issue as at 31 December 2023 於二零二三年十二月三十一日 已發行股份的概約百分比 (Note 1) (附註1)
股東名稱	於股份中持有權益的身份	持有股份數目	
Ma Jianghao 馬江浩	Interest in controlled corporation 受控制企業權益	800,000,000 (L) (Note 2) (附註2)	29.85
China Grand Developments Limited 中浩發展有限公司	Beneficial owner 實益擁有人	800,000,000 (L)	29.85

附註1：於二零二三年十二月三十一日，本公司已發行股本總額為2,680,000,000股。

附註2：本公司800,000,000股股份由中浩發展有限公司持有，而其由馬江浩先生（「馬先生」）全資擁有。根據證券及期貨條例第XV部第7及8分部，馬先生被視為於中浩發展有限公司擁有或被視為擁有權益的所有本公司股份中擁有權益。

縮寫：「L」表示好倉

除上文所披露者外，於二零二三年十二月三十一日，本公司並無獲知會任何須記錄在本公司根據證券及期貨條例第336條規定所存置的登記冊內的本公司股份或相關股份的權益或淡倉。

## RETIREMENT SCHEMES

The Group participates in several defined contribution retirement plans which cover the Group's eligible employees in the PRC, and a mandatory provident fund scheme for the employees in Hong Kong. Particulars of these retirement plans are set out in Note 9 to the consolidated financial statements.

## SHARE OPTION SCHEME OF THE COMPANY

On 2 June 2020, the Company adopted a share option scheme (the “**Share Option Scheme**”) and the major terms of the Share Option Scheme were summarised as follows:

### (a) Purpose of the Share Option Scheme

The purpose of the Share Option Scheme was (i) to attract and retain the best quality personnel for the development of the Company's businesses; (ii) to provide additional incentives to employees; and (iii) to promote the long term financial success of the Company by aligning the interests of option holders to its shareholders.

### (b) Participants of the Share Option Scheme

Pursuant to the Share Option Scheme, the Company may at its absolute discretion grant options to any employee of the Company or its subsidiaries (including any director, whether executive or non-executive and whether independent or not, of the Company or its subsidiaries) who is in full-time or part-time employment with the Company or its subsidiaries at the time when an option is granted to such employee, or any person who, in the sole discretion of the Board, have contributed or may contribute to the Group.

### (c) Total number of shares available for issue under the Share Option Scheme

As at the date of this report, the total number of shares of the Company available for issue under the Share Option Scheme is 156,937,561, representing approximately 5.86% of the entire issued share capital of the Company as of the date of this report.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the total number of shares in issue from time to time.

## 退休計劃

本集團為中國的合資格僱員參與多項定額供款退休計劃及為香港僱員參與強制性公積金計劃。該等退休計劃之詳情載於綜合財務報表附註9。

## 本公司之購股權計劃

於二零二零年六月二日，本公司採納一項新購股權計劃（「**購股權計劃**」），購股權計劃之主要條款概述如下：

### (a) 購股權計劃的目的

購股權計劃的目的為(i)為本公司業務的發展吸引及挽留優秀人才；(ii)向僱員提供額外獎勵；及(iii)使購股權持有人及其股東擁有一致權益，促進本公司長期財務成功。

### (b) 購股權計劃的參與者

根據購股權計劃，本公司可全權酌情向獲授購股權時為本公司或其附屬公司的全職或兼職僱員（包括本公司或其附屬公司任何董事，不論為執行或非執行董事，亦不論其是否獨立董事），或董事會全權酌情認為曾對或可能對本集團作出貢獻的任何人士授出購股權。

### (c) 根據購股權計劃可發行的股份總數

於本報告日期，根據購股權計劃可發行的股份總數為156,937,561股，相當於本報告日期本公司已發行股份總數之約5.86%。

於根據購股權計劃及本公司任何其他計劃已授出但尚未行使的所有未行使購股權獲行使時可予發行的股份數目，最高不得超過不時已發行股本總數的30%。

### (d) Maximum entitlement of each participant

The total number of shares issued and to be issued upon exercise of the options granted to each participant (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue, unless approved by the shareholders in the manner as stipulated in the Share Option Scheme.

### (e) Time of exercise of options

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to each grantee, which may commence on the date on which the offer for the grant of options is made but shall end in any event not later than 10 years from the date of the grant of the option subject to the provisions for early termination thereof. No minimum period for which the option must be held before it can be exercised is specified in the Share Option Scheme.

### (f) The subscription price per Share

The subscription price per share in respect of an option granted under the Share Option Scheme is such price as determined by the Board at the time of the grant of the options, but in any case the subscription price shall not be lower than the higher of:

- the closing price of the share as stated in the daily quotation sheets issued by the Stock Exchange on the date on which the options are offered, which must be a business day;
- the price being the average closing price of the shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date on which the options are offered; and
- the nominal value of a share on the date on which the options are offered.

### (g) Payment on acceptance of option

A non-refundable sum of HK\$1 or other amount as determined by the Board by way of consideration for the grant of an option is required to be paid by each of the grantee upon acceptance of the granted option.

### (d) 每名參與者可獲授的權利上限

除非經股東以購股權計劃所訂明的方式批准，於任何十二個月期間，於每名參與者所獲授的購股權（包括已行使及尚未行使的購股權）獲行使時已發行及將予發行的股份總數，不得超過已發行股份總數的1%。

### (e) 購股權的行使期限

購股權可於董事釐定並知會各承授人的期間內隨時根據購股權計劃的條款行使，該期間可於提呈授出購股權當日開始，惟無論如何不得遲於購股權授出日期起計十年終止，惟可根據其條文提前終止。購股權計劃並無規定購股權可行使前須持有的最短期間。

### (f) 每股認購價

根據購股權計劃授出的購股權的每股認購價為本公司董事會於授出購股權時釐定的價格，惟於任何情況下，該認購價不得低於下列最高者：

- 於提呈購股權當日（必須為營業日）聯交所發出的每日報價表所列股份的收市價；
- 緊接提呈購股權當日前五個營業日聯交所發出的每日報價表所列股份的平均收市價；及
- 股份於提呈購股權當日的面值。

### (g) 接納購股權時支付的金額

於接納獲授的購股權時，各承授人須支付1港元（或由董事會所釐定的其他金額）的不可退回款項作為所獲授購股權的代價。

**(h) Duration of the Share Option Scheme**

The Share Option Scheme will remain in force for a period of 10 years from its adoption date (i.e. 2 June 2020). The Share Option Scheme will terminate or expire (as the case may be) on the earlier of (i) the approval of the shareholders in a general meeting, and (ii) at the close of business on the day immediately preceding the tenth anniversary of the adoption date (the “**Share Option Scheme Period**”).

After the Share Option Scheme Period, the Company cannot grant new options but for so long as there are options granted but not yet exercised, outstanding vested or unvested options, the Share Option Scheme will remain in full force and effect of such outstanding vested or unvested options or otherwise as may be required in accordance with the Share Option Scheme. As at the date of this report, no option had been granted by the Company under the Share Option Scheme.

**CONTINUING CONNECTED TRANSACTIONS**

On 14 April 2021, Shenzhen Baokai Investment Holding Company Limited\* (“**Baokai Investment**”), an indirect wholly-owned subsidiary of the Company, entered into a property management services framework agreement (the “**Framework Agreement**”) with Shenzhen Jixiang Property Services Group Limited\* (“**Shenzhen Jixiang**”), pursuant to which, Shenzhen Jixiang agrees to provide property management services to Baokai Investment and its subsidiaries in accordance with the Framework Agreement for the period between 14 April 2021 and 31 December 2023. The transaction contemplated under the Framework Agreement constituted a continuing connected transaction for the Group.

As Shenzhen Jixiang ceased to be a connected person of the Group in or about October 2022, the transaction contemplated under the Framework Agreement would no longer be subject to the annual review and reporting requirements from the financial year ended 31 December 2023 onwards.

**(h) 購股權計劃的年期**

購股權計劃自其採納日期(即二零二零年六月二日)起十年期間內一直有效。購股權計劃將於發生以下情況時(以最早者為準)終止或屆滿(視情況而定)(i)股東於股東大會批准,及(ii)緊接採納日期十週年(「**購股權計劃期間**」)前一日營業時間結束時。

於購股權計劃期間後,本公司不可授出新購股權,惟只要有已授出但仍未行使之購股權、尚未行使之已歸屬或尚未歸屬購股權,購股權計劃將就該等尚未行使之已歸屬或尚未歸屬購股權或根據購股權計劃可能規定之其他方面仍具十足效力及作用。於本報告日期,本公司概無根據購股權計劃授出購股權。

**持續關連交易**

於二零二一年四月十四日,本公司間接全資附屬公司深圳寶開投資控股有限公司(「**寶開投資**」)與深圳吉祥服務集團有限公司(「**深圳吉祥**」)訂立物業管理服務框架協議(「**框架協議**」),據此,深圳吉祥同意根據框架協議向寶開投資及其附屬公司提供物業管理服務,期限自二零二一年四月十四日起至二零二三年十二月三十一日為止。框架協議項下擬進行之交易構成本集團一項持續關連交易。

由於深圳吉祥約於二零二二年十月終止為本集團之關連人士,故自截至二零二三年十二月三十一日止財政年度起,框架協議項下擬進行之交易不再須遵守年度審閱及匯報之規定。

# REPORT OF THE DIRECTORS

## 董事會報告

### DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Each of the Group's Executive Directors, Non-Executive Director and Independent Non-Executive Directors has confirmed that none of them is engaged in, or interested in any business which, directly or indirectly, competes or may compete with the business of the Group.

### SUFFICIENCY OF PUBLIC FLOAT

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

### AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENTS

The Audit Committee was established on 28 November 2009 with written terms of reference set out in the Corporate Governance Code (the “**CG Code**”). The principal duties of the audit committee includes the review of the Group's financial reporting matters, risk management and internal control procedures.

At present, the Audit Committee comprises one Non-Executive Director, namely Mr. Zhang Chi and two Independent Non-Executive Directors, namely Ms. Zhang Juan and Mr. Chan Manwell, of which Ms. Zhang Juan is the Chairman.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed auditing, internal controls and financial reporting matters, including the review of the audited financial statements of the Group for the year ended 31 December 2023. The consolidated financial statements for the year ended 31 December 2023 have been audited by the Company's independent auditor, Moore CPA Limited.

### 董事於競爭業務中的權益

本集團各執行董事、非執行董事及獨立非執行董事確認，彼等概無從事任何與本集團業務直接或間接競爭，或可能構成競爭的業務，或於其中擁有權益。

### 足夠公眾持股量

根據本公司公開可得資料及據董事所知悉，於本年報刊發日期，本公司已維持上市規則所規定的足夠公眾持股量。

### 審核委員會及財務報表審閱

本集團於二零零九年十一月二十八日成立審核委員會，並訂明企業管治守則（「**企業管治守則**」）所載書面職權範圍。審核委員會的主要職責包括檢討本集團的財務申報事宜、風險管理與內部監控程序。

現時，審核委員會由一名非執行董事，即張弛先生，及兩名獨立非執行董事，即張娟女士及陳文偉先生組成，其中張娟女士為主席。

審核委員會已與管理層審閱本集團採納之會計原則及慣例，並就審核、內部監控及財務申報事宜進行討論，包括審閱本集團截至二零二三年十二月三十一日止年度的經審核財務報表。截至二零二三年十二月三十一日止年度的綜合財務報表已由本公司獨立核數師大華馬施雲會計師事務所有限公司審核。

### CORPORATE GOVERNANCE

Details of the corporate governance of the Group are set out in the section headed “Corporate Governance Report” in this annual report.

### AUDITOR

Moore CPA Limited will retire and, being eligible, offer themselves for re-appointment at the forthcoming annual general meeting. A resolution for the re-appointment of Moore CPA Limited as the auditors of the Company is to be proposed at the forthcoming annual general meeting of the Company.

By order of the Board

**Huang Wansheng**

*Chairman*

Hong Kong, 28 March 2024

### 企業管治

有關本集團的企業管治的詳情載於本年報「企業管治報告」一節。

### 核數師

大華馬施雲會計師事務所有限公司將退任，惟符合資格並願於應屆股東週年大會膺聘連任。本公司將於應屆股東週年大會提呈決議案，續聘大華馬施雲會計師事務所有限公司為本公司核數師。

承董事會命

主席

黃萬勝

香港，二零二四年三月二十八日

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

The Company is committed to achieving high standards of corporate governance. An internal corporate governance policy was adopted by the Board aiming at providing greater transparency, quality of disclosure as well as more effective risk management and internal control. The execution and enforcement of the Company's corporate governance system is monitored by the Board under its terms of reference as formally adopted on 2 November 2015, including but not limited to the development and review of the Company's policies and practices on corporate governance and to ensure their compliance with legal and regulatory requirements, and to review and monitor the training and continuous professional development of the Directors and senior members of the Company.

In line with the best corporate governance practice, the Company has established an Audit Committee, a Remuneration Committee, a Nomination Committee, a Strategic Committee and an Investment Committee. The Board and all subordinate committees evaluate and monitor their respective effectiveness on a regular basis in accordance with their terms of reference.

The Company believes that its commitment to high standard practices will translate into long-term value and ultimately making returns to shareholders. The Company's management pledges to building longer-term interests for shareholders via, for example, conducting business in a socially responsible and professional manner.

The Board procedures are in compliance with the articles of association (the "Articles") of the Company as well as relevant rules and regulations. For the year ended 31 December 2023, there were no significant changes to the Articles.

## CORPORATE SOCIAL RESPONSIBILITY & ENVIRONMENTAL MATTERS

The Group is determined to be a good corporate citizen by fulfilling its corporate social responsibilities and contributing to the society for the good of the community. In 2023, the Group provided a donations to help the needy. Meanwhile, it cares for its employees by providing safe and healthy working environment and regularly hosting events and activities for the employees to benefit from work-life balance.

The Group encourages its employees to minimise the use of paper by using e-files. While ensuring the observance of high level of confidentiality, employees are prompted to use reusable papers. The Group has largely replaced its lighting systems from metal halide lamps to light-emitting diode (LED) energy-saving lighting to reduce carbon emissions.

本公司一直致力推行高水平的企業管治。董事會已採納內部企業管治政策，以提高透明度及披露質素，以及進行更有效的風險管理及內部監控。董事會按照其於二零一五年十一月二日正式採納的職權範圍監控本公司企業管治制度的執行及實施，包括但不限於制定及檢討本公司的企業管治政策及常規並確保彼等遵守法例及監管規定，審查及監控董事及本公司高級管理層的培訓及持續專業發展。

為貫徹最佳企業管治常規，本公司已成立審核委員會、薪酬委員會、提名委員會、戰略委員會及投資委員會。董事會及轄下所有委員會根據其職權範圍定期評估及審查其工作的有效性。

本公司相信，其對高水平常規的堅持，將帶來長遠價值，繼而為股東創造回報。本公司管理層致力藉著履行社會責任及以專業的方式經營業務等，從而為股東爭取長遠利益。

董事會程序符合本公司的組織章程細則（「細則」）以及相關規則及法規。截至二零二三年十二月三十一日止年度，細則並無重大變動。

## 企業社會責任及環保事宜

為造就更好的社區，本集團致力於透過達成其企業社會責任成為良好企業公民並回饋社會。於二零二三年，本集團向有需要人士提供捐款幫助。同時，本集團關懷其僱員，提供安全健康的工作環境，並為僱員定期舉辦項目及活動，達至工作與生活的平衡。

本集團鼓勵其僱員使用電子檔案以減少用紙。於確保高度保密同時，亦提示僱員使用可重複使用的紙。本集團已大範圍以發光二極管 (LED) 節能照明系統取代金屬鹵化物燈照明系統，減少碳排放。



# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Details of the environmental policies and performance of the Group are disclosed in the 2023 Environmental, Social and Governance Report to be published in compliance with the requirements under the Listing Rules.

### CORPORATE GOVERNANCE

The Company maintains a high standard of corporate governance with a view to enhancing the management of the Company as well as preserving the interests of the shareholders as a whole. During the year under review, the Board is of the view that the Company has complied with the code provisions set out in the Corporate Governance Code (the “CG Code”) in Appendix 14 to the Listing Rules, except the deviations disclosed herein.

According to the code provision C.2.1 of the CG code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Huang Wansheng assumed the roles of both the Chairman and the Chief Executive Officer of the Company. The Company deviates from this provision as it believes that by holding both roles, Mr. Huang will be able to provide the Group with strong and consistent leadership. It allows for more effective and efficient business planning and decisions as well as execution of long-term business strategies of the Group. As such, the structure is beneficial to the business prospects of the Group. Furthermore, the Company's present management structure comprises sufficient number of independent non-executive directors and all major decisions are made after consultation with the Board, appropriate Board Committees and key personnel. The Board, therefore, believes that a balance of power and authority have been and will continue to be maintained.

Pursuant to Rule 3.10 of the Listing Rules, the board of a listed issuer must include at least three independent non-executive directors (“INED(s)”). Pursuant to Rule 3.21 of the Listing Rules, the audit committee of a listed issuer must comprise a minimum of three members and the majority of the audit committee members must be INEDs. Pursuant to Rule 3.25 of the Listing Rules, the remuneration committee of a listed issuer must be chaired by an INED and comprise a majority of INEDs. Following the resignation of Professor Lee Kwok On, Matthew with effect from 31 July 2023, the number of INEDs and the composition of the Audit Committee and the Remuneration Committee have failed to meet the relevant requirements under the Listing Rules.

Following the appointment of Mr. Chan Manwell, the number of INEDs and the composition of the Audit Committee and the Remuneration Committee have complied with the relevant requirements under the Listing Rules.

有關本集團之環境政策及表現之詳情，將於根據上市規則規定將予刊發之二零二三年環境、社會及管治報告中披露。

### 企業管治

為加強本公司管理並保障股東的整體利益，本公司致力維持高水平的企業管治。於本回顧年度，董事會認為本公司已遵守上市規則附錄十四企業管治守則（「企業管治守則」）所載的守則條文，惟與以下披露者有所偏差。

根據企業管治守則之守則條文第C.2.1條，主席及行政總裁之職能應有區分，不應由一人同時兼任。黃萬勝先生出任本公司主席兼首席執行官。本公司對此條文有所偏離，因為本公司相信由黃先生兼任兩個職位，將對本集團發揮強大且貫徹一致的領導，並能更高效地進行業務規劃及決策以及執行本集團的長期業務策略。因此，該架構有利於本集團的業務前景。此外，本公司目前的管理架構包括充足的獨立非執行董事人數及所有重大決定都與董事會、合適的董事會委員會及主要人員協商後作出。因此，董事會相信此舉可維持並將繼續維持權力與授權的平衡。

根據上市規則第3.10條，上市發行人董事會必須包括最少三名獨立非執行董事（「獨立非執行董事」）。根據上市規則第3.21條，上市發行人審核委員會必須最少由三名成員組成，而審核委員會的大多數成員必須是獨立非執行董事。根據上市規則第3.25條，上市發行人薪酬委員會必須由獨立非執行董事擔任主席，並由過半數獨立非執行董事組成。自李國安教授於二零二三年七月三十一日起辭任後，獨立非執行董事的人數及審核委員會及薪酬委員會的組成均未能符合上市規則的相關規定。

於陳文偉先生獲委任後，獨立非執行董事人數以及審核委員會及薪酬委員會的組成均符合上市規則的相關規定。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

Following the resignation of Mr. Ho Lik Kwan, Luke as the company secretary (the “**Company Secretary**”) and authorised representative (the “**Authorised Representative**”) of the Company, the Company had no Company Secretary, and was not be able to meet the requirements under Rule 3.28 of the Listing Rules and the requirement that an issuer should appoint two authorised representatives under Rule 3.05 of the Listing Rules.

Following the appointment of Mr. Yuen Kit Wai as the Company Secretary and Authorised Representative, the relevant requirements under the Listing Rules have been complied with.

### THE BOARD

The Board provides leadership and guidance to the Group’s activities, overseeing the Group’s businesses, strategic decisions and financial performances. The Board has delegated its powers to the management for the Group’s daily management and operations.

### BOARD COMMITTEES

The Board has established an audit committee, a remuneration committee, a nomination committee, a strategic committee and an investment committee with clearly defined written terms of reference. Each committee reports to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so.

#### Audit Committee

The Company has established the Audit Committee on 28 November 2009, with written terms of reference in compliance with the Listing Rules. The principal duties of the Audit Committee include the review and supervision of the Group’s financial reporting matters, risk management and internal control procedures. The Audit Committee comprises one non-executive director, namely Mr. Zhang Chi and two independent non-executive directors, namely Ms. Zhang Juan and Mr. Chan Manwell, of which Ms. Zhang Juan is the Chairman. The Audit Committee has reviewed and approved the preliminary announcement of the Group’s results for the year ended 31 December 2023.

何力鈞先生辭任本公司公司秘書(「**公司秘書**」)及授權代表(「**授權代表**」)後，本公司並無公司秘書，不能符合上市規則第3.28條的規定以及上市規則第3.05條項下發行人須委任兩名授權代表的規定。

於阮傑偉先生獲委任為公司秘書及授權代表後，已符合上市規則的相關規定。

### 董事會

董事會負責領導及指導本集團的活動，監督本集團的業務、策略方針及財務表現。董事會已授權管理層負責本集團的日常管理及運作。

### 董事委員會

董事會已成立審核委員會、薪酬委員會、提名委員會、戰略委員會及投資委員會，並以書面清楚列明其職權範圍。各委員會就其決定或建議向董事會作出報告，惟按法定或監管規定限制其作出有關報告者除外。

### 審核委員會

本公司已於二零零九年十一月二十八日成立審核委員會，並遵照上市規則以書面列明職權範圍。審核委員會的主要職責包括檢討及監督本集團的財務申報事宜、風險管理與內部監控程序。審核委員會由一名非執行董事(即張弛先生)及兩名獨立非執行董事(即張娟女士及陳文偉先生)組成，其中張娟女士為主席。審核委員會已審閱及批准本集團截至二零二三年十二月三十一日止年度業績之初步公告。

### Nomination Committee

The Company has established the Nomination Committee on 28 November 2009, with written terms of reference consistent with those set out in the CG Code. The principal duties of the Nomination Committee include considering and recommending to the Board on the appointment of all the Directors. The Nomination Committee comprises three members, namely Mr. Huang Wansheng, Ms. Zhang Juan and Ms. Zhao Yizi, of which Mr. Huang Wansheng is the Chairman. During the year, the Nomination Committee has duly discharged the above duties.

### Remuneration Committee

The Company has established the Remuneration Committee on 28 November 2009, with written terms of reference consistent with those set out in the CG Code. The principal duties of the Remuneration Committee include determining and reviewing the remuneration packages of all the Directors and senior management of the Company. The senior management of the Company comprises only the Executive Directors of the Company. The Remuneration Committee comprises three members, namely Mr. Chan Manwell, Mr. Huang Wansheng and Ms. Zhang Juan, of which Mr. Chan Manwell is the Chairman. During the year, the Remuneration Committee has duly discharged the above duties.

### Strategic Committee

The Company has established the Strategic Committee on 28 March 2012. The principal duties of the Strategic Committee include considering and recommending to the Board on the Group's business strategies and investment opportunities. The Strategic Committee comprises four members, namely Mr. Huang Wansheng, Mr. Li Minbin and Mr. Chan Manwell, of which Mr. Huang Wansheng is the Chairman. During the year, the Strategic Committee has duly discharged the above duties.

### Investment Committee

The Company has established Investment Committee on 26 August 2016. The principal duties of the Investment Committee include the consideration of the proposals regarding investment, fundraising, acquisition and disposal made by the Company and its subsidiaries. The Investment Committee comprises two members, namely Mr. Huang Wansheng and Mr. Li Minbin, of which Mr. Huang Wansheng is the Chairman. During the year, the Investment Committee has duly discharged the above duties.

### 提名委員會

本公司於二零零九年十一月二十八日成立提名委員會，並以書面列明符合企業管治守則所載職權範圍。提名委員會的主要職責包括考慮委任全體董事，並就此向董事會提出建議。提名委員會由三名委員組成，即黃萬勝先生、張娟女士及趙伊子女士，其中黃萬勝先生為主席。年內，提名委員會已充分履行以上職責。

### 薪酬委員會

本公司於二零零九年十一月二十八日成立薪酬委員會，並以書面列明符合企業管治守則所載職權範圍。薪酬委員會的主要職責包括釐定及檢討全體董事及本公司高級管理層的薪酬組合。本公司高級管理層僅包括本公司執行董事。薪酬委員會由三名委員組成，即陳文偉先生、黃萬勝先生及張娟女士，其中陳文偉先生為主席。年內，薪酬委員會已充分履行以上職責。

### 戰略委員會

本公司於二零一二年三月二十八日成立戰略委員會。戰略委員會的主要職責包括考慮本集團的商業戰略和投資機遇，並就此向董事會提出建議。戰略委員會由四名委員組成，即黃萬勝先生、李敏斌先生及陳文偉先生，其中黃萬勝先生為主席。年內，戰略委員會已充分履行以上職責。

### 投資委員會

本公司於二零一六年八月二十六日成立投資委員會。投資委員會之主要職責包括考慮本公司及其附屬公司之投資、融資、收購及出售建議。投資委員會由兩名委員組成，即黃萬勝先生及李敏斌先生，其中黃萬勝先生為主席。年內，投資委員會已妥為履行上述職責。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### ATTENDANCE OF DIRECTORS AT VARIOUS MEETINGS

The attendance of individual members of the Board at Board meetings, meetings of the Board Committees and general meetings during the year ended 31 December 2023, as well as the number of such meetings held, are set out as follows:

### 董事會議出席率

截至二零二三年十二月三十一日止年度，董事會個別成員參與董事會會議、董事委員會會議及股東大會之出席率，以及舉行有關會議之數目載列如下：

Directors	Board Meetings	Audit Committee Meetings	Nomination Committee Meetings	Remuneration Committee Meetings	Strategic Committee Meetings	Investment Committee Meetings	General Meetings
董事	董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	戰略委員會會議	投資委員會會議	股東大會
<b>Executive Directors</b>							
<b>執行董事</b>							
Mr. Huang Wansheng (Note 1)	9/9		2/2	2/2	0/0	3/3	2/2
Mr. Yao Jianhui (Note 2)	2/2		1/1	1/1	0/0	1/1	1/1
Mr. Li Minbin	9/9				0/0	4/4	3/3
Mr. Huang Wei (Note 3)	2/2					1/1	0/1
<b>Non-Executive Director</b>							
<b>非執行董事</b>							
Mr. Zhang Chi	11/11	10/10					3/3
<b>Independent Non-Executive Directors</b>							
<b>獨立非執行董事</b>							
Mr. Wong Chun Bong (Note 4)	4/4	4/4	2/2	1/1			3/3
Professor Lee Kwok On, Matthew (Note 5)	4/4	4/4		1/1	0/0		3/3
Ms. Zhao Yizi	11/11		3/3				3/3
Ms. Zhang Juan (Note 6)	7/7	6/6	1/1	2/2			0/0
Mr. Chan Manwell (Note 7)	3/3	2/2		1/1	0/0		0/0

Notes:

- Mr. Huang Wansheng was appointed as an Executive Director on 20 April 2023.
- Mr. Yao Jianhui resigned as an Executive Director on 20 April 2023.
- Mr. Huang Wei resigned as an Executive Director on 20 April 2023.
- Mr. Wong Chun Pong resigned as an Independent Non-executive Director on 31 July 2023.
- Professor Lee Kwok On, Matthew resigned as an Independent Non-executive Director on 31 July 2023.
- Ms. Zhang Juan was appointed as an Independent Non-executive Director on 1 August 2023.
- Mr. Chan Manwell was appointed as an Independent Non-executive Director on 1 November 2023.

附註：

- 黃萬勝先生於二零二三年四月二十日獲委任為執行董事。
- 姚建輝先生於二零二三年四月二十日辭任執行董事。
- 黃煒先生於二零二三年四月二十日辭任執行董事。
- 王振邦先生於二零二三年七月三十一日辭任獨立非執行董事。
- 李國安教授於二零二三年七月三十一日辭任獨立非執行董事。
- 張娟女士於二零二三年八月一日獲委任為獨立非執行董事。
- 陳文偉先生於二零二三年十一月一日獲委任為獨立非執行董事。

### BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy setting out the approach to achieve diversity on the Board. The Company considered that diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversified perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be made upon the merits of the selected candidates and their contribution to the Board.

### DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

Directors must keep abreast of their collective responsibilities. Each newly appointed Director or alternate Director would receive materials covering the Group's businesses and director's duties and responsibilities. The Company provides the Directors with market news and regulatory updates for them to understand the latest development of regulatory and compliance issues.

During the year ended 31 December 2023, the Directors participated in the following trainings:

#### Directors 董事

##### Executive Directors

Mr. Yao Jianhui (resigned on 20 April 2023)  
Mr. Huang Wansheng (appointed on 20 April 2023)  
Mr. Li Minbin  
Mr. Huang Wei (resigned on 31 July 2023)

##### Non-Executive Director

Mr. Zhang Chi

##### Independent Non-Executive Directors

Mr. Wong Chun Bong (resigned on 31 July 2023)  
Professor Lee Kwok On, Matthew  
(resigned on 31 July 2023)  
Ms. Zhao Yizi  
Ms. Zhang Juan (appointed on 1 August 2023)  
Mr. Chan Manwell (appointed on 1 November 2023)

A: attending seminars and/or conferences and/or forums  
B: reading newspapers, journals and updates relating to the economy, latest changes and development of the Listing Rules, corporate governance practices, and etc.

### 董事會多元化政策

董事會已採納董事會多元化政策，其中載有達致董事會多元化的方針。本公司認為可透過多方面考慮達致董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將以用人唯才為原則，並在考慮候選人時以客觀準則充分顧及董事會多元化的裨益。

甄選候選人將以一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。

### 董事培訓及專業發展

董事均須了解其集體職責。每名新委任的董事或替任董事將於上任時獲得包括介紹本集團業務的資料及董事職責及責任。本公司向董事提供市場新聞及法規更新，以使其了解法規及合規性問題的最新發展。

截至二零二三年十二月三十一日止年度，董事參與以下培訓：

#### Types of training 培訓類型

##### 執行董事

姚建輝先生(於二零二三年四月二十日辭任) A, B  
黃萬勝先生(於二零二三年四月二十日獲委任) A, B  
李敏斌先生 A, B  
黃煒先生(於二零二三年七月三十一日辭任) A, B

##### 非執行董事

張弛先生 A, B

##### 獨立非執行董事

王振邦先生(於二零二三年七月三十一日辭任) A, B  
李國安教授  
(於二零二三年七月三十一日辭任) A, B  
趙伊子女士  
張娟女士(於二零二三年八月一日獲委任) A, B  
陳文偉先生(於二零二三年十一月一日獲委任) A, B

A: 出席研討會及/或會議及/或論壇  
B: 閱讀有關經濟、上市規則之最新變動及發展、企業管治常規等報章、刊物及更新資料

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

### MODEL CODE FOR SECURITIES TRANSACTIONS

The Company adopts the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) set out in Appendix 10 to the Listing Rules as the code of conduct of the Group regarding securities transactions of the Directors. All Directors have confirmed that throughout the year ended 31 December 2023, they have complied with the provisions of the Model Code.

### TERM OF APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Each of the Independent Non-executive Directors has signed a letter of appointment with the Company, with a term of directorship for 3 years with effect from the date of appointment, reappointment or reelection. Upon the expiry of the aforesaid term of 3 years, the appointments shall be subject to the approval by the Board of the Company. The term of appointment shall be terminable by either the Independent Non-executive Director or the Company by giving the other party not less than 3 months’ prior notice in writing.

### INTERNAL CONTROL

#### Risk management and internal control report

The Group has established and adopted the “Renze Harvest Group Risk Management System” as a simple and effective management procedure for all business units. Pursuant to which, risks were identified, reviewed and prioritised to facilitate resources allocation for the appropriate risk management. The Group has also engaged independent consultants to conduct review of the internal control system of our business segments. The management, through the framework, also developed clear understanding on the material risks faced by the Group, which formed the basis for its decision and project implementation, thereby enabling the Group to deliver better operating results.

It is the sole responsibility of the Board to build and maintain a comprehensive and effective risk management and internal control system for the Group for the purpose of safeguarding shareholders’ investment and the Group’s assets. Such system is designed to identify and manage the risk of failure to achieve business objectives. This risk management and internal control report describes the structure and major features of the risk management and internal control system.

### 證券交易的標準守則

本公司採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》（「**標準守則**」）作為本集團就董事進行證券交易的行為守則。全體董事已確認，於截至二零二三年十二月三十一日止整個年度，彼等均已遵守標準守則的條文。

### 獨立非執行董事委任年期

各獨立非執行董事均與本公司簽署一份委任函，董事任期為三年，由其獲委任、續聘或重選日期起生效。於上述三年年期屆滿時，委任須經本公司董事會批准。委任年期可由獨立非執行董事或本公司任何一方向另一方發出不少於三個月事先書面通知終止。

### 內部監控

#### 風險管理及內部監控報告

本集團已制定及採納「中澤豐集團風險管理制度」，為各業務單位提供簡單而有效的管理程序，用作識別和檢討風險，對風險定出優先次序以分配資源作出合適的風險管理。本集團同時委聘獨立顧問為其業務分部檢視內部監控系統。管理層亦可通過這體系清晰掌握集團所面對的重大風險，並據此作出決定和執行項目，從而有助達致更佳業務表現。

董事會全權負責設立及維持本集團完備且有效的風險管理及內部監控制度，以保障股東投資及本集團資產。該制度旨在識別及管理未能實現業務目標的風險。此風險管理及內部監控報告描述了風險管理及內部監控制度的架構和主要特點。

### Risk management structure

Based on the different functions performed by each component, the risk management structure of the Group is organised into three basic lines of defence under the leadership of the Board, namely the business departments and subordinate units directly under the Group; the Risk Management Taskforce; and the Audit Committee and internal audit.

### 風險管理架構

根據各組成部分的職責不同，本集團的風險管理組織架構分為董事會領導下的三道基本防線，即本集團直屬業務部門及下屬單位；風險管理專責小組；審核委員會及內部審計。

#### Functions & Duties

#### 功能及職責

#### Ultimate responsible body 最終責任機構

Board  
董事會

- The right to give guidance and final decision on the risk management system and risk response plan.
- 有權對風險管理的制度以及風險應對方案進行指引和最終決策。
- To monitor the dynamics among staff, corporate strategy, risk, internal control and compliance.
- 監察員工、企業戰略、風險、內部控制、合規性之間的配合。

#### Monitoring (third line of defence) 監督層面 (第三道防線)

Audit Committee and  
Internal Audit  
審核委員會及  
內部審計

- Monitor the implementation of risk management and the timely report of outcomes to the Board.
- 負責對風險管理的實施情況進行監控，並及時向董事會報告結果。
- To review the risk assessment report and review the effectiveness of the risk management mechanism of the Group at least once a year.
- 覆核風險評估報告及最少每年一次檢討集團風險管理機制的有效性。

#### Management (second line of defence) 管理層面 (第二道防線)

Risk Management  
Taskforce  
風險管理專責小組

- Responsible for the establishment and optimisation of the risk management framework of the Group and the supervision and coordination of risk identification, assessment, mitigation, as well as the risk management report and presentation.
- 負責建立及完善本集團的風險管理體系、負責領導及協調包括風險識別、風險評估、風險應對，以及風險管理匯報工作。

#### Implementation (first line of defence) 執行層面 (第一道防線)

Business departments and  
subordinate units directly  
under the Group  
本集團直屬業務部門  
及下屬單位

- To perform self-review and inspection of the risk management work by the respective department or its subordinate units of the Group, so as to identify and rectify deficiencies in a timely manner.
- 對本集團相應部門或下屬單位的風險管理工作進行自查和檢驗，及時發現缺陷並改進。

### Risk Management Methodology

The Group adopts the enterprise risk management framework of the Committee of Sponsoring Organizations of the Treadway Commission in establishing the risk management system, which illustrates the key elements necessary for managing risks and their integration at all levels.

The top-down approach is adopted in the Group's risk management system. This is facilitated by strong oversight exercised by the Board of Directors, the Audit Committee and the Risk Management Taskforce in the establishment and maintenance of the risk management policy and risk management system. These oversight components provide leadership and guidance that the business needs to focus, balance risk and reward and steer the Group to the planned direction. This approach ensures clarity of the top extreme/high risks involved in shaping the Group's objectives and performance, supports risk related decisions at the Board/senior management level and ensures communication amongst the management teams. It is based on risk appetite and broad understanding of themes.

The risk assessment comprises of five stages:

#### 1. Risk Identification:

Business departments that directly oversee their respective processes should identify potential risks of their processes through daily operations, operating and financial data analysis, changes in operations, etc. All of the risks identified during the risk identification process should be input into a risk inventory which summarises the risks that the Group is facing. The risk identification process should be performed at least once a year to take into account changes in the business environment and determine whether adjustment to the risk inventory is required.

#### 2. Risk Assessment and Prioritization

Risks in the risk inventory shall be evaluated by business departments using a predetermined assessment criteria. Both qualitative and quantitative criteria shall be used to measure different aspects of the risks. Ratings of 1, 2 and 3 will be assigned to the risks in the risk inventory after completion of the assessment. Prioritization will be performed according to the total score of the risks which indicate their level of significance. This facilitates the determination of action plan and timeline for mitigating the risks.

### 風險管理方法

本集團採用美國反舞弊性財務報告委員會的企業風險管理框架，建立風險管理系統，該系統闡述了管理風險及其於各層面之整合所必需的關鍵要素。

本集團於風險管理系統中採用自上而下的方法。此乃得益於董事會、審核委員會及風險管理專責小組於建立及維護風險管理政策及風險管理系統時的強力監督。這些監督組成部分提供了方向及指引，即開展業務須專注、平衡風險並取得回報，從而引領本集團朝預定的方向發展。該方法確保形成本集團目標及表現時，區分所涉風險為極高／高，於董事會／高級管理層層面支持涉及風險的決策並確保管理團隊之間的有效溝通。該方法基於風險偏好及對主題的廣泛理解。

風險評估包括五個階段：

#### 1. 風險識別：

直接監督其各自流程的業務部門應透過日常經營、經營及財務數據分析、經營變動等識別流程中的潛在風險。於風險識別過程中識別的所有風險應輸入概述本集團目前所面臨風險的風險清單中。風險識別過程應至少每年執行一次，以考慮業務環境的變化並確定是否需要對風險清單進行調整。

#### 2. 風險評估及優先排序

風險清單中的風險應由業務部門採用預先確定的評估標準進行評估。應同時採用定量及定性標準評估風險的不同方面。評估完成後按1、2及3評級順序對風險清單中的風險進行評級。根據風險的總得分（顯示其重要程度）進行優先排序。這將有助於確定緩解風險的行動計劃及時間表。



### 3. Risk Response

The risk inventory is submitted to the Risk Management Taskforce for review. The Risk Management Taskforce is responsible for assigning risk owners from business departments to top risk events. The number of risk events identified as top risks is determined by the Board, Audit Committee and Risk Management Taskforce depending on the Group's overall risk appetite.

Risk owners involved in the operations of their respective processes are responsible for formulating risk mitigation plans for the top risks assigned to them. They should consider the risks' impact and vulnerability when determining the appropriate risk mitigation plan.

In generally, four types of risk responses can be adopted:

(i) *Acceptance:*

Risks are considered immaterial and acceptable based on Group's risk appetite and therefore no action is considered necessary.

(ii) *Reduction:*

Risks cannot be considered immaterial. Actions have to be taken to reduce the impact and vulnerability to an acceptable level.

(iii) *Sharing:*

Risks cannot be considered immaterial and the Group cannot effectively reduce the risks to an acceptable level by itself, therefore a portion of the risks has to be transferred to or shared with other parties. Common ways of risks sharing are purchasing of insurance, and outsourcing.

(iv) *Avoidance:*

Risks are so significant that there is no internal nor external measures available to reduce the risk to an acceptable level, or the mitigation actions are associated with unreasonably high costs. Activities giving rise to the risks should be avoided.

Risk response should at least include the risk owners and risk mitigation plans, reviewed and approved by the Risk Management Taskforce before implementation.

### 3. 風險應對

風險清單將遞交風險管理專責小組審閱。風險管理專責小組負責從業務部門中指派最高風險事件的風險負責人。已識別為最高風險的風險事件數目由董事會、審核委員會及風險管理專責小組視乎本集團整體風險偏好而釐定。

參與其各自經營流程的風險負責人負責為指派彼等的最高風險制定風險緩解計劃。彼等於確定適當的風險緩解計劃時須考慮風險的影響及漏洞。

總之，可採取四類風險回應：

(i) *接受：*

風險根據本集團風險偏好被認為屬不重大且尚可接受，因此被認為毋須採取行動。

(ii) *減少：*

風險不可視為不重大。必須採取行動以減輕影響及漏洞至可接受範圍。

(iii) *分擔：*

風險不可視為不重大且本集團未能自身有效降低風險至可接受範圍，因此部分風險必須轉移至其他方或與其共同分擔。風險分擔的普遍方式為投購保險及外包。

(iv) *防範：*

風險相當重大，以致並無可用的內外措施可降低風險至可接受範圍，或緩解措施會產生極高成本。應避免參與產生此類風險的活動。

風險應對措施至少應包括風險負責人及風險緩解計劃，並在實施前由風險管理專責小組進行審核和批准。

#### 4. Risk Monitoring

Monitoring is a key component of the Group's risk management system. It enables the Board, Audit Committee, Risk Management Taskforce and business departments to determine whether the system is functioning effectively as they should and to ensure that risks are identified and communicated in a timely manner to those responsible for taking corrective action and to the Board as appropriate.

Risk owners assigned to oversee and manage a particular risk are responsible for implementing or ensuring the implementation of risk mitigation plan for the assigned risks.

Annual review on the risk management system should be performed. The Risk Management Taskforce shall examine whether all of the required information (i.e. risk event, risk mitigation plan, reporting frequency and period, responsible department) have been filled in by the risk owners, and have been properly supported by supporting documents or other data if applicable.

#### 5. Risk Reporting

The Risk Management Taskforce shall report top risks of the year and the corresponding risk mitigation plans to the Audit Committee and the Board for endorsement annually. It should perform the independent review on the risk management system and report the result to the Audit Committee.

The above risk management system aims at managing but not eliminating the risk of failure to achieve business objectives. Furthermore, the Board will only give reasonable but not absolute assurance that there will be no material misrepresentation or loss.

#### 4. 風險監測

監測乃本集團風險管理系統的關鍵部分。監測可令董事會、審核委員會、風險管理專責小組及業務部門確定系統是否有效如常運作，確保可識別風險並及時告知負責採取訂正措施的人員以及適時向董事會報告。

獲指派監督及管理特定風險的風險負責人負責落實或確保實施該指派風險的風險緩解計劃。

應對風險管理系統進行年度審閱。風險管理專責小組應檢查風險負責人是否已提交所有的必要資料(即風險事件、風險緩解計劃、匯報頻率及期間、負責部門)，且有關資料是否有支持文件或其他數據(如適用)的合理支持。

#### 5. 風險報告

風險管理專責小組應每年向審核委員會及董事會匯報年度最高風險及相應的風險管理計劃供其確認。該小組應對風險管理系統進行獨立檢討並向審核委員會報告結果。

上述風險管理系統旨在管理而非消除未能達成業務目標的風險，而且董事會只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。

### Review on system effectiveness

The review on effectiveness of the risk management and internal control system for 2022 covers the year ended 31 December 2023, in which the Board has performed annual review on the effectiveness of the risk management and internal control system of the Group through the Audit Committee, and was of the opinion that the existing risk management and internal control system was sufficient and effective. During the review, the Board has reviewed the adequacy of resources, staff qualification and experience of the audit and financial reporting function of the Group through the Audit Committee, and has not identified any material deficiencies. The Board was not aware of any material issues that may affect the shareholders and require their attention, and was of the view that the internal control of the Group was in full compliance with all of the code provisions relating to internal control under the Corporate Governance Code.

In conclusion, the Board strives to enhance the risk management and internal control system of the Group on an on-going basis.

### Procedures and internal controls for the handling and dissemination of inside information

In accordance with the requirements of the Securities and Futures Ordinance and the Listing Rules, the Group shall disclose to the public any insider information as soon as possible after such information comes to the attention of the Group, unless such information is within the scope under any safe harbours provision in the Securities and Futures Ordinance. The Group will ensure such information will be kept confidential before it is fully announced to the public. If the Group considers that the confidentiality required cannot be kept, or such information may have leaked already, such information will be disclosed to the public immediately. We also endeavour to ensure that the information contained in the annual report shall not be deceptive or misleading in all material aspects, and there are no other material matters the omission of which would make the information contained therein to be deceptive or misleading, such that the insider information disclosed can be made available to the public in an equal, timely and effective manner.

### 系統成效的檢討

二零二二年的風險管理及內部監控系統成效檢討涵蓋截至二零二三年十二月三十一日止年度，其中董事會已透過審核委員會就本集團的風險管理及內部監控系統是否有效進行年度檢討，並認為現有的風險管理及內部監控系統足夠而有效。於檢討過程中，董事會已透過審核委員會審閱本集團會計及財務匯報職能方面的資源、員工資歷及經驗是否充足，且並無發現重大缺漏。董事會並不察覺任何可能影響股東而須予關注的重要事項，並相信本集團的內部監控完全符合企業管治守則中各項有關內部監控的守則條文。

最後，董事會矢志持續改善本集團的風險管理及內部監控系統。

### 處理及發佈內幕消息的程序和內部監控措施

本集團遵從證券及期貨條例和上市規則的規定，於本集團知悉任何該等消息後，在合理地切實可行的範圍內，會盡快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。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。我們亦致力確保年報中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，使公眾能平等、適時及有效地取得所披露的內幕消息。

# CORPORATE GOVERNANCE REPORT

## 企業管治報告

In addition, if there occurs any significant risk events, the related information will be disclosed to appropriate authorities and personnel in a complete, accurate and timely manner, so that appropriate decisions and measures can be made and implemented by the Group to deal with such risk events. Meanwhile, in order to further develop the risks management culture of the enterprise, as well as to enhance the risk awareness of our staff, the Group has already rolled out training programs, so that we can assure to maintain the balance between business expansion and risk management in our operation.

### ACCOUNTABILITY AND AUDIT

The Directors are responsible for overseeing the preparation of financial statements of each financial year, which give a true and fair view of the state of affairs of the Group and of the results and cash flows for that year. In preparing the financial statements for the year ended 31 December 2023, the Directors have selected suitable accounting policies and applied them consistently, approved adoption of all Hong Kong Financial Reporting Standards, made appropriate judgement and estimates, prepared the financial statements on a going-concern basis.

### AUDITOR'S REMUNERATION

On 6 December 2023, Crowe (HK) CPA Limited has resigned as the auditors of the Company and Moore CPA Limited was appointed as auditors of the Company.

The remuneration in respect of services provided by the external auditors of the Company for the year ended 31 December 2023 is summarised as follows:

如發生重大風險事件，有關的資訊會被完整、準確、及時地披露給適當的部門和人員，使本集團能夠作出及時及適當的決定和措施以處理風險事件。同時，為加強企業風險管理文化建設及增強全員風險意識，本集團已開展相關培訓，確保經營活動在業務拓展和風險控制之間取得平衡。

### 問責及審核

董事負責監督編製可真實公平反映本集團各財政年度事務狀況、業績及現金流量的財務報表。編製截至二零二三年十二月三十一日止年度的財務報表時，董事貫徹選用合適的會計政策、批准採納所有香港財務報告準則、作出合適的判斷與估計，並按持續經營基準編製財務報表。

### 核數師酬金

於二零二三年十二月六日，國富浩華(香港)會計師事務所有限公司已辭任本公司核數師，而大華馬施雲會計師事務所有限公司獲委任為本公司核數師。

截至二零二三年十二月三十一日止年度，就本公司外部核數師提供服務支付的酬金概述如下：

		HK\$'000 千港元
Audit services	審核服務	
— Annual audit services	— 年度核數服務	2,350
Non-audit services	非審核服務	
— Review of interim financial statements	— 審閱中期財務報表	180
— Others (mainly reporting accountant's work in connection with the notifiable transaction)	— 其他(主要為報告有關須予公佈交易的會計師工作)	798
		<hr/>
		3,328

### DIRECTORS' AND OFFICERS' LIABILITIES INSURANCE

The Company has arranged appropriate insurance cover for the Directors' and officers' liabilities in respect of legal actions against the Directors and officers of the Company and its subsidiaries arising out of corporate activities of the Group.

### COMMUNICATION WITH SHAREHOLDERS

The Board established a shareholders communication policy in 2014 and made it available on the Company's website. The policy is subject to review on a regular basis to ensure its effectiveness.

The Group has established and maintains different communication channels with its shareholders. Annual reports and other corporate communications are published on the websites of the Company and the Stock Exchange. General meetings and investor meetings were held either face-to-face or via telephone conference. The Group reports to the shareholders twice a year and maintains a regular dialogue with investors.

Shareholders are provided with contact details of the Company, including email address and postal address, in order for them to make queries that they may have with respect to the Company. They can also send their enquiries to the Board by these means. In addition, shareholders can contact Tricor Investor Services Limited, the share registrar of the Company, if they have any enquiries about their shareholdings and entitlements to dividend. The website of the Company has also set out details on how shareholders can convene an extraordinary meeting, and the procedures for shareholders to put forward proposals at shareholders' meeting.

The annual general meeting provides an useful forum for shareholders to exchange their views with the Board.

### 董事及高級職員的責任保險

本公司已就本公司及其附屬公司的董事及高級職員因本集團企業活動而可能面對的法律行動，為董事及高級職員的責任作出適當的投保安排。

### 與股東的溝通

董事會於二零一四年已制定股東通訊政策並於本公司網站登載，該政策須定期檢討以確保其有效性。

本集團已建立及維持不同渠道與其股東溝通。年報及其他公司通訊會刊登於本公司及聯交所網站。本集團曾以會面或電話會議形式舉行股東大會及投資者會議。本集團每年向股東作出兩次報告，並定期與投資者對話。

本公司向股東提供聯絡資料，包括電郵地址及郵寄地址，以便股東提出任何有關本公司的查詢。股東亦可以透過此等方法向董事會提出查詢。此外，股東如對其股權及股息配額有任何查詢，可以聯絡本公司的股份過戶登記處卓佳證券登記有限公司。本公司網站亦已載列有關股東召開特別大會的方法及股東於股東大會提呈建議的程序的詳情。

股東週年大會為股東提供有效平台與董事會交流意見。

### SHAREHOLDER'S RIGHTS

#### (i) Procedures for Shareholders to convene an Extraordinary General Meeting (“EGM”)

The Board shall, on the requisition in writing by the shareholder(s) to the Secretary of the Company of not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, forthwith proceed to convene an EGM in accordance with the Memorandum and Articles of Association of the Company.

If within twenty-one days of such deposit the Board fails to proceed to convene the EGM, the requisitionist(s), or any of them representing more than one half of the total voting rights of all of them, may themselves do so but any meeting so convened shall not be held after the expiration of three months from the said date.

#### (ii) Procedures for putting forward proposals at General Meeting (“GM”)

Shareholders can submit a written requisition to move a resolution at GM. The number of shareholders shall represent at least 5% of the total voting rights of all the shareholders having at the date of the requisition a right to vote at the GM.

The written requisition must state the resolution, accompanied by a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the GM. It must also be signed by all of the shareholders concerned and be deposited at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong for the attention of the “Company Secretary” no less than six weeks before the GM in case of a requisition requiring notice of a resolution and no less than one week before the GM in case of any other requisitions.

### 股東權利

#### (i) 股東召開股東特別大會（「股東特別大會」）的程序

根據本公司的組織章程大綱及細則，董事會須於持有不少於附帶權利可於本公司股東大會投票的本公司繳足股本十分之一的股東向本公司秘書發出書面請求時隨即召開股東特別大會。

倘董事會於遞呈該項請求後二十一日內未能召開股東特別大會，則請求人或代表全體呈請人總投票權過半數的任何人士本身可召開股東特別大會，惟因此而召開的任何大會不得於所述日期起計滿三個月屆滿後舉行。

#### (ii) 於股東大會（「股東大會」）提呈建議的程序

股東可提出書面請求於股東大會動議決議案。股東人數須佔於提出請求日期有權於股東大會投票的所有股東的總投票權不少於5%的股東。

有關書面請求須列明有關決議案，連同一份不多於一千字的聲明，內容有關任何所提呈決議案提述的事宜或將在股東大會處理的事務。該書面請求亦須由全體有關股東簽署，並交回香港金鐘道89號力寶中心二座19樓1908室，註明收件人為「公司秘書」。如屬須發出決議案通知的請求，則須在股東大會舉行前不少於六個星期送達，如屬任何其他請求，則須在股東大會舉行前不少於一個星期送達。

# CORPORATE GOVERNANCE REPORT

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The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses giving the notice of the resolution and circulating the statement submitted by the shareholders concerned under applicable laws and rules.

If the requisition is verified to be not in order or the requisitionists have failed to deposit sufficient money to meet the Company's expenses for the said purpose, the requisitionists will be advised of the result and accordingly, no action will be taken by the Company in that regard.

### (iii) Shareholders' Enquiries

Shareholders may make enquiries or direct concerns to the Board in writing by addressing for the attention of the "Company Secretary" by mail at Unit 1908, 19/F., Tower 2, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong.

## DIRECTORS' AND AUDITOR'S ACKNOWLEDGEMENT

All Directors acknowledge their responsibility for preparing the financial statements for the year ended 31 December 2023.

The auditors of the Company acknowledges its reporting responsibilities in the auditor's report on the consolidated financial statements for the year ended 31 December 2023.

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

On behalf of the Board

**Huang Wansheng**  
Chairman

Hong Kong, 28 March 2024

有關股東須寄存一筆合理足夠款項，用以支付本公司根據適用法例及規則發出決議案通知及傳閱有關股東提交的聲明所需的開支。

倘若該請求經查實為不符合程序或有關請求人未能存放足夠款項應付本公司為上述目的而作出的開支，有關請求人將獲通知有關結果，而本公司將不會採取相關行動。

### (iii) 股東查詢

股東如欲向董事會作出查詢或提出意見，可以郵遞致函香港金鐘道89號力寶中心二座19樓1908室，註明收件人為「公司秘書」。

## 董事及核數師確認

全體董事確認彼等編製截至二零二三年十二月三十一日止年度財務報表的責任。

本公司核數師於截至二零二三年十二月三十一日止年度綜合財務報表的核數師報告中確認其申報責任。

董事提呈本公司截至二零二三年十二月三十一日止年度的董事會報告及綜合財務報表。

代表董事會

主席  
黃萬勝

香港，二零二四年三月二十八日

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告



### Moore CPA Limited

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### To the shareholders of Renze Harvest International Limited

*(Incorporated in the Cayman Islands with limited liability)*

## OPINION

We have audited the consolidated financial statements of Renze Harvest International Limited (formerly known as Glory Sun Financial Group Limited) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 80 to 262, which comprise the consolidated statement of financial position as at 31 December 2023, and 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 consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated 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 Hong Kong Companies Ordinance.

## BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSA**s”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditors responsibilities for the audit of the consolidated financial statements* section of our report. We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (the “**Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### 致中澤豐國際有限公司股東之獨立核數師報告

*(於開曼群島註冊成立的有限公司)*

## 意見

我們已審計中澤豐國際有限公司(前稱寶新金融集團有限公司)及其附屬公司(統稱「**貴集團**」)列載於第80至262頁的綜合財務報表，包括於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全面收益表、綜合權益變動表及綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈的《香港財務報告準則》(「**香港財務報告準則**」)真實而中肯地反映了貴集團於二零二三年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

## 意見的基礎

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



# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### Purchase price allocation for business combinations

Refer to notes 4.1 and 41 to the consolidated financial statements.

During the year ended 31 December 2023, the Group completed the acquisition of 51% of the total equity of interest and actual paid-up registered capital of Shantou Taisheng Technology Limited (“**Shantou Taisheng**”) for an aggregate consideration of approximately RMB1,175,550,000 and performed purchase price allocation for the acquisition.

Gain on bargain purchase of approximately HK\$550,515,000 arising from the business combination is recognised.

In performing purchase price allocation, the management of the Company has:

- (a) Assessed the identification of the assets acquired and the liabilities assumed, as well as recognised any additional assets and liabilities that are identified on the date of acquisition;
- (b) Engaged an independent valuer to estimate the fair value of the net identifiable assets acquired and liabilities assumed; and
- (c) Performed the purchase price allocation of the total cost against the Group's share of the fair value of the net identifiable acquired assets and liabilities assumed.

We identified the purchase price allocation as key audit matter due to the assessment of fair value of net identifiable assets acquired and liabilities assumed of the acquired subsidiary involved significant management judgement and high level of estimation uncertainty.

### 關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

#### 業務合併之購買價格分配

請參閱綜合財務報表附註4.1及41。

於二零二三年十二月三十一日止年度，貴集團完成收購汕頭市泰盛科技有限公司（「**汕頭市泰盛**」）總股權及實際繳足註冊資本的51%，總代價約人民幣1,175,550,000元，並為收購進行購買價格分配。

已確認業務合併所產生的議價購買收益約550,515,000港元。

在進行購買價格分配時，貴集團管理層曾：

- (a) 評估所收購資產及所承擔負債的識別情況，以及確認在收購日期識別的任何額外資產及負債；
- (b) 委聘獨立估值師對已收購可識別資產及已承擔負債淨值進行公平值估計；及
- (c) 按貴集團於已收購可識別資產及已承擔負債淨值之公平值所佔比重，就總成本進行購買價格分配。

由於評估所收購附屬公司之已收購可識別資產及已承擔負債淨值之公平值涉及重大管理層判斷及高度估計不確定性，我們將購買價格分配識別為關鍵審計事項。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Purchase price allocation for business combinations (Continued)

##### Our response:

Our procedures in relation to assessing the appropriateness of the purchase price allocation included:

- Evaluating the design and testing the operating effectiveness of key controls over the purchase price allocation for business combinations, including the review and approval of assumptions and data input, based on approved budget, used in the valuation;
- Assessing the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- Discussing with the management of the Company and checking the related acquisition agreements to understand the background and other related important information related to the acquisitions;
- Obtaining the valuation report as prepared by the independent valuer for the fair values of the net identifiable assets acquired and liabilities assumed and consideration at the acquisition date;
- Assessing the independence, competence, capabilities and relevant experiences of the independent valuer in conducting valuation of business value of companies with similar industry; and
- Performing the following procedures with our internal valuation specialists:
  - (a) Discussing the rationale and process of identification of any additional assets and liabilities with the management of the Company and the independent valuer;
  - (b) Assessing the appropriateness of the valuation methodologies and assumptions used in determining the fair value of the identifiable assets acquired and liabilities assumed and comparing source and market data used in the underlying assumptions for valuation of the assets acquired with reference to comparable companies or transactions; and
  - (c) Checking the accuracy and relevance of the input data and mathematical accuracy of the valuation calculation and the underlying data used in the calculation.

### 關鍵審計事項 (續)

#### 業務合併之購買價格分配 (續)

##### 我們的回應：

我們評估購買價格分配之恰當程度時的程序包括：

- 評估就企業合併進行購買價格分配的關鍵控制之設計並測試其操作有效性，包括基於經審批的預算，審查及批准用於估值的假設及數據輸入；
- 通過考慮估計不確定性程度以及其他固有風險因素（如複雜性、主觀性、變動性以及對管理層偏見或欺詐的敏感性），評估重大錯誤陳述的固有風險；
- 與貴公司管理層討論並核查相關收購協議，以了解與收購有關的背景及其他重要信息；
- 獲取由獨立估值師編製已收購可識別資產及已承擔負債淨值之公平值的估值報告，以及於收購日期的代價金額；
- 評估獨立估值師在進行同類行業公司之商業價值估值方面的獨立性、勝任度、能力以及相關經驗；及
- 與我們的內部估值專家進行下列各項：
  - (a) 與貴公司管理層及獨立估值師討論任何額外資產及負債的識別理據及過程；
  - (b) 評估用於確定所購買可識別資產及所承擔可識別負債公平值的估值方法及假設是否恰當，並參考可資比較公司或交易數據，將資產估值的相應假設中的數據來源及市場數據作比較；及
  - (c) 檢查計算估值時的輸入數據的準確性及相關性，以及計算時所用相應數據的數學準確度。

### KEY AUDIT MATTERS (Continued)

#### Assessment of valuation of investment properties

Refer to notes 4.6, 5(b)(v) and 16 to the consolidated financial statements.

The Group's investment properties amounted to approximately HK\$5,465,774,000 as at 31 December 2023 and a fair value loss of approximately HK\$20,704,000 was recognised in the fair value loss on investment properties in the consolidated statement of comprehensive income for the year.

Management has engaged independent professional valuers (the "IP Management Expert") to assist the management in performing the valuation of the Group's investment properties at the end of the reporting period. Valuations of the Group's investment properties are dependent on certain key inputs and assumptions that require significant management judgement. The valuation was inherently subjective due to the significant estimates used and significant changes in these estimates could result in material changes to the fair value of the investment properties.

#### Our response:

Our procedures in relation to assessing the appropriateness of the valuation of the investment properties included:

- Understanding the managements process for reviewing and evaluating the work of the IP Management Expert;
- Evaluating the independence, competence, capabilities and objectivity of the IP Management Expert;
- Obtaining an understanding from the IP Management Expert about the valuation techniques, the performance of the property markets, significant assumptions adopted in the valuations; and
- Engaging our internal valuation specialists to assist in evaluating the valuation performed by the IP Management Expert, including the reasonableness of significant unobservable inputs and the accuracy of the source data adopted by the management of the Group and the IP Management Expert by comparing them, on a sample basis, to existing tenancy profiles, market data for a selection of investment properties, publicly available information of similar comparable properties and our knowledge of the real estate industry.

### 關鍵審計事項 (續)

#### 投資物業的估值評估

請參閱綜合財務報表附註4.6、5(b)(v)及16。

於二零二三年十二月三十一日，貴集團的投資物業約為5,465,774,000港元，公平值虧損約20,704,000港元已於年內綜合全面收益表內的「投資物業的公平值收益」確認。

管理層已委聘獨立專業估值師（「投資物業管理層專家」）協助管理層於報告期末對貴集團的投資物業進行估值。貴集團投資物業的估值取決於若干關鍵輸入及假設，需要管理層作出重大判斷。由於已使用重大估計，因此估值本質上為主觀，可能導致投資物業的公平值出現重大變化。

#### 我們的回應：

我們評估投資物業估值的恰當程度時的程序包括：

- 了解管理層審查及評估投資物業管理層專家工作的流程；
- 評估投資物業管理層專家是否獨立、勝任、具備所需能力及足夠客觀性；
- 從投資物業管理層專家了解估值技術、房地產市場表現、估值中所採用的重要假設；及
- 委聘我們的內部估值專家協助投資物業估值專家的估值工作，包括主要不可觀察輸入數據的合理性及貴集團管理層及投資物業管理層專家所採用的數據的準確性，方法是將之與現有租戶組合、選定投資物業的市場數據、同類可資比較物業的公開信息以及我們對房地產行業的了解，抽樣進行比較。

### KEY AUDIT MATTERS (Continued)

#### Assessment of net realisable value of inventories of properties

Refer to notes 4.11, 5(b)(vi), 21, 22 to the consolidated financial statements.

We identified the assessment of net realisable value (the “**NRV**”) of the Group's inventories of properties as a key audit matter due to the significant estimates involved in the determination of the NRV of these properties. As disclosed in the consolidated financial statements, the Group had properties under development for sale of HK\$1,600,065,000 and completed properties for sale of HK\$1,284,471,000 respectively (collectively the inventories of properties) as at 31 December 2023, which are situated in the PRC.

The management of the Group determined the NRV of the inventories of properties by reference to the estimated selling prices of the inventories of properties, which takes into account a number of factors including prevailing real estate market conditions in the PRC, estimated costs to completion, and costs necessary to make the sales. Based on management's estimation of the NRV of the inventories of properties, a write-down of inventories of properties amounting to approximately HK\$170,009,000 was recognised in the profit or loss for the year ended 31 December 2023.

#### Our response:

Our procedures in relation to the appropriateness of assessing NRV of the inventories of properties included:

- Obtaining an understanding on the managements process of determining of the NRV of the inventories of properties;
- Evaluating the reasonableness of the estimated future costs to completion of the properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group;
- Comparing the estimated selling expenses to be incurred which is estimated based on a certain percentage of selling price with the actual average selling expenses to revenue ratio of the Group in recent years; and
- Assessing the reasonableness of the estimated selling prices used by management with reference to market prices achieved in the same projects or by comparable properties, including an evaluation of the appropriateness of the comparable properties used by management of the Group based on our knowledge of the Group's business and real estate industry in the PRC.

### 關鍵審計事項 (續)

#### 評估物業存貨可變現淨值

請參閱綜合財務報表附註4.11、5(b)(vi)、21及22。

我們將評估貴集團物業存貨可變現淨值(「**可變現淨值**」)識別為關鍵審計事項，因為釐定這些物業的可變現淨值時涉及重大估計。根據綜合財務報表所披露，截至二零二三年十二月三十一日，貴集團分別擁有發展中待售物業1,600,065,000港元及已完工待售物業1,284,471,000港元(統稱物業存貨)，全部位於中國。

貴集團管理層根據物業存貨的預計銷售價格釐定物業存貨的可變現淨值，當中涉及中國物業市場狀況、預計完工成本及銷售所需成本等多個因素。根據管理層對物業存貨可變現淨值的估計，物業存貨的撇減金額約為170,009,000港元，已計入截至二零二三年十二月三十一日止年度的損益。

#### 我們的回應：

我們就評估物業存貨可變現淨值的恰當程度的程序包括：

- 了解管理層計算物業存貨可變現淨值的過程；
- 抽樣評估估計物業未來完工成本的合理性，方法為將之與貴集團同類已完工物業的實際開發成本相比；
- 將即將產生的估計銷售費用(將銷售價格按某個百分比計算)與貴集團近年的實際平均銷售費用相對於收入的比率相比；及
- 根據我們對貴集團業務和中國房地產的認識，參考同一項目或同類物業所變現的市場價格，評估管理層所使用的估計銷售價格的合理性，包括評估貴集團管理層所使用的可資比較物業的適當性。

### KEY AUDIT MATTERS (Continued)

#### Impairment assessment of loans and advances, trade receivables and other receivables

Refer to notes 4.9(ii), 5(b)(iii), 23, 24 and 26 to the consolidated financial statements.

As at 31 December 2023, the Group had loans and advances, trade receivables and other receivables of approximately HK\$132,339,000, HK\$80,432,000 and HK\$838,110,000, respectively after loss allowance for expected credit losses (“ECL”) of approximately HK\$721,612,000, HK\$13,159,000 and HK\$21,581,000 respectively.

Management performed the assessment on the recoverability of the loans and advances, trade receivables, other receivables and the sufficiency of loss allowance for ECL. Assessment on the recoverability of certain loans and advances, trade receivables, other receivables and the sufficiency of the related loss allowance for ECL are performed with the assistance of an independent professional valuer (the “ECL Management Expert”).

In carrying out impairment assessment on loans and advances, trade receivables and other receivables under the ECL model, significant management judgement was used to determine the underlying estimations.

#### Our response:

Our key procedures in relation to the managements impairment assessment of loans and advances, trade receivables and other receivables included:

- Assessing whether the loans and advances, trade receivables and other receivables had been appropriately grouped by management based on their shared credit risk characteristics;
- Assessing the appropriateness of the key input data used by management and the ECL Management Expert to develop the historical loss rates and assessing the sufficiency, reliability and relevance of that data;
- Involving an auditor’s expert to assist our assessment on the appropriateness of methodology in determining the historical loss rates on certain loans and advances, trade receivables and other receivables;

### 關鍵審計事項 (續)

#### 貸款及墊款、應收貿易賬款及其他應收賬款的減值評估

請參閱綜合財務報表附註4.9(ii)、5(b)(iii)、23、24及26。

於二零二三年十二月三十一日，分別扣除約721,612,000港元、13,159,000港元及21,581,000港元的預期信貸虧損(「預期信貸虧損」)的虧損撥備後，貴集團的貸款及墊款、應收貿易賬款及其他應收賬款分別約為132,339,000港元、80,432,000港元及838,110,000港元。

管理層對貸款及墊款、應收貿易賬款及其他應收賬款的可收回性及預期信貸虧損的虧損撥備的充足性進行了評估。若干貸款及墊款、應收貿易賬款及其他應收賬款的可收回性以及預期信貸虧損的相關虧損撥備的充足性於獨立專業估值師(「預期信貸虧損管理層專家」)的協助下進行了評估。

在進行根據預期信貸虧損模型進行貸款及墊款、應收貿易賬款及其他應收賬款減值評估時，重大管理層判斷被用來釐定相關估計。

#### 我們的回應：

有關管理層的貸款及墊款、應收貿易賬款及其他應收賬款評估的關鍵程序包括：

- 評估貸款及墊款、應收貿易賬款及其他應收賬款是否由管理層根據其共有的信貸風險特徵進行適當分組；
- 評估管理層及預期信貸虧損管理層專家用作釐定歷史虧損率時採用關鍵輸入數據的適當性，並評估該等數據的充足性、可靠性及相關性；
- 涉及核數師專家協助我們評估方法的適當性，以釐定若干貸款及墊款、應收貿易賬款及其他應收賬款的歷史虧損率；

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### KEY AUDIT MATTERS (Continued)

#### Impairment assessment of loans and advances, trade receivables and other receivables (Continued)

##### Our response: (Continued)

- Assessing the reasonableness and relevancy of the external information used by the Group as the forward looking information including economic data and forecasts published by government bodies and monetary authorities, such as Gross Domestic Product (“GDP”) growth rates and Consumer Price Index (“CPI”) rates;
- Testing the calculation of ECL provisions by applying the ECL rates to the respective categories of the loans and advances and trade receivables outstanding at the reporting date; and
- Evaluating the independence, competence, capabilities and objectivity of the ECL Management Expert and auditor’s expert.

### OTHER MATTER

The consolidated financial statements for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 19 April 2023.

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON

The directors of the Company are responsible for the other information. The other information comprises all the information included in the annual report, other than the consolidated financial statements and our auditors 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.

### 關鍵審計事項 (續)

#### 貸款及墊款、應收貿易賬款及其他應收賬款的減值評估 (續)

##### 我們的回應：(續)

- 評估貴集團使用作為前瞻性資料的外部資料的合理性及相關性，包括政府部門及貨幣當局所發佈的經濟數據及預測，例如國內生產總值增長率及消費者價格指數比率；
- 透過應用預期信貸虧損率至報告日期未償還貸款及墊款以及應收貿易賬款的個別分類，計算預期信貸虧損撥備；及
- 評估預期信貸虧損管理專家及核數師專家是否獨立、勝任、具備所需能力及足夠客觀性。

### 其他事宜

截至二零二二年十二月三十一日止年度的綜合財務報表由另一名核數師審核，其於二零二三年四月十九日對該等報表發表了無保留意見。

### 綜合財務報表及相關審計報告以外之其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

# INDEPENDENT AUDITOR'S REPORT

## 獨立核數師報告

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENT AND AUDITOR'S REPORT THEREON (Continued)

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 THE DIRECTORS 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 Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors of the Company are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

### AUDITORS 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, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### 綜合財務報表及相關審計報告以外之其他信息 (續)

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

### 董事就綜合財務報表須承擔的責任

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》披露規定擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，貴公司董事負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將貴集團清盤或停止經營，或別無其他實際的替代方案。

審核委員會監督貴集團的財務匯報過程，協助貴公司董事履行職責。

### 核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

### AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

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.
- 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.

### 核數師就審計綜合財務報表承擔的責任 (續)

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或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。

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 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。如果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，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事件或情況可能導致貴集團不再持續經營。



### AUDITORS RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

- 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 the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with the Audit Committee, 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.

#### Moore CPA Limited

Certified Public Accountants

**Hung, Wan Fong Joanne**

Practising Certificate Number: P05419

Hong Kong, 28 March 2024

### 核數師就審計綜合財務報表承擔的責任 (續)

- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、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。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有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，為消除威脅而採取的行動或防範措施。

我們從與審核委員會溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為披露此等事項可合理預期的不良後果將超越公眾知悉此等事項的利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

大華馬施雲會計師事務所有限公司

執業會計師

**洪緝舫**

執業證書編號：P05419

香港，二零二四年三月二十八日

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益	6	740,268	811,389
Cost of sales	銷售成本		(601,688)	(629,214)
<b>Gross profit</b>	<b>毛利</b>		<b>138,580</b>	182,175
Other (loss)/gains – net	其他(虧損)/收益 – 淨額	7	(7,391)	53,799
Other income	其他收入	7	15,218	52,780
Fair value (loss)/gain on investment properties	投資物業之公平值 (虧損)/收益	16	(20,704)	8,240
Recovery of impairment losses on financial assets arising from acquisition of a subsidiary	收購一間附屬公司產生的金融 資產減值虧損收回	23(b)	259,117	–
Gain on bargain purchase from acquisition of a subsidiary	收購一間附屬公司產生的議價 購買收益	41	550,515	–
Impairment losses on financial assets and contract assets – net	金融資產及合約資產的減值虧 損 – 淨額	8	(382,958)	(283,821)
Write-down of inventories of properties	撇減物業存貨		(170,009)	(106,203)
Distribution costs	分銷成本		(20,121)	(19,562)
Administrative expense	行政費用		(244,617)	(327,426)
<b>Profit/(loss) from operations</b>	<b>來自經營業務的溢利/(虧損)</b>		<b>117,630</b>	(440,018)
Finance costs – net	財務成本 – 淨額	10	(31,061)	41,548
Share of results of associates	應佔聯營公司的業績	17	(18,472)	(109,490)
<b>Profit/(loss) before income tax</b>	<b>除所得稅前溢利/(虧損)</b>		<b>68,097</b>	(507,960)
Income tax expense	所得稅開支	12	(12,816)	(29,392)
<b>Profit/(loss) for the year</b>	<b>年內溢利/(虧損)</b>	8	<b>55,281</b>	(537,352)
<b>Profit/(loss) attributable to:</b>	<b>應佔溢利/(虧損)：</b>			
Owners of the Company	本公司擁有人		102,497	(551,522)
Non-controlling interests	非控股權益	39	(47,216)	14,170
			<b>55,281</b>	<b>(537,352)</b>

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

## 綜合全面收益表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Profit/(loss) for the year</b>	年內溢利／(虧損)	<b>55,281</b>	(537,352)
<b>Other comprehensive expense:</b>	其他全面開支：		
<i>Items that may be reclassified to profit or loss:</i>	可重新分類至損益的項目：		
Currency translation differences	貨幣換算差額	<b>(147,273)</b>	(270,107)
Share of other comprehensive income of associates	分佔聯營公司其他全面收益	<b>(19,984)</b>	(50,020)
<i>Items that will not be reclassified to profit or loss:</i>	將不會重新分類至損益的項目：		
Net changes in the fair value of equity instruments designated at fair value through other comprehensive income	指定為按公平值計入其他全面收益的權益工具的公平值淨變動	<b>(52,937)</b>	(220,086)
<b>Other comprehensive expense for the year</b>	年內其他全面開支	<b>(220,194)</b>	(540,213)
<b>Total comprehensive expense for the year</b>	年內全面開支總額	<b>(164,913)</b>	(1,077,565)
<b>Total comprehensive expense for the year attributable to:</b>	應佔年內全面開支總額：		
Owners of the Company	本公司擁有人	<b>(57,667)</b>	(1,090,016)
Non-controlling interests	非控股權益	<b>(107,246)</b>	12,451
		<b>(164,913)</b>	(1,077,565)
		<b>HK cents 港仙</b>	HK cents 港仙 (restated) (重述)
<b>Earnings/(loss) per share</b>	每股盈利／(虧損)		
– Basic and diluted	– 基本及攤薄	<b>4.74</b>	(35.14)

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2023

二零二三年十二月三十一日

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Notes 附註		
<b>ASSETS AND LIABILITIES</b>	<b>資產及負債</b>			
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	15	479,882	410,824
Investment properties	投資物業	16	5,465,774	3,471,220
Intangible assets	無形資產	18	151,199	151,247
Investments in associates	於聯營公司的投資	17	97,529	135,985
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益的金融資產	19	38,076	122,578
Finance lease receivables	融資租賃應收款項	29(b)(ii)	840	2,866
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	-	3,440
Deferred tax assets	遞延稅項資產	33	19,662	20,138
			<b>6,252,962</b>	<b>4,318,298</b>
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	20	48,652	60,750
Properties under development	發展中物業	21	1,600,065	-
Completed properties held for sale	已完工持作出售物業	22	1,284,471	547,031
Loans and advances	貸款及墊款	23	132,339	1,929,023
Trade receivables	應收貿易賬款	24	80,432	154,221
Contract assets	合約資產	25(a)	14,344	20,515
Finance lease receivables	融資租賃應收款項	29(b)(ii)	1,113	16,610
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	26	838,110	87,008
Current tax recoverable	可收回即期稅項		38,893	1,905
Financial assets at fair value through profit or loss	按公平值計入損益的金融資產	27	141,807	147,735
Client trust bank balances	客戶信託銀行結餘	28	132,285	150,024
Pledged bank deposits and restricted deposits	已抵押銀行存款及受限制存款	28	515,367	21,053
Cash and cash equivalents	現金及現金等價物	28	562,293	486,342
			<b>5,390,171</b>	<b>3,622,217</b>
<b>Total assets</b>	<b>資產總值</b>		<b>11,643,133</b>	<b>7,940,515</b>

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 綜合財務狀況表

31 December 2023

二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and bills payables	應付貿易賬款及應付票據	30	1,119,629	510,640
Contract liabilities	合約負債	25(b)	530,471	23,280
Accruals and other payables	應計費用及其他應付款項	31	473,242	477,316
Borrowings	借貸	32	1,090,562	1,383,664
Lease liabilities	租賃負債	29(a)	1,278	2,378
Current tax liabilities	即期稅項負債		189,300	173,874
			<b>3,404,482</b>	2,571,152
<b>Net current assets</b>	<b>流動資產淨額</b>		<b>1,985,689</b>	1,051,065
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>8,238,651</b>	5,369,363
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other payables	其他應付款項	31	13,921	10,133
Borrowings	借貸	32	632,831	24,800
Lease liabilities	租賃負債	29(a)	1,442	1,962
Deferred tax liabilities	遞延稅項負債	33	491,205	221,044
			<b>1,139,399</b>	257,939
<b>Total liabilities</b>	<b>負債總額</b>		<b>4,543,881</b>	2,829,091
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>7,099,252</b>	5,111,424
<b>EQUITY</b>	<b>權益</b>			
Share capital	股本	34	26,800	3,138,751
Reserves	儲備	35	5,050,827	1,666,131
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>5,077,627</b>	4,804,882
Non-controlling interests	非控股權益	39	2,021,625	306,542
<b>TOTAL EQUITY</b>	<b>權益總額</b>		<b>7,099,252</b>	5,111,424

The consolidated financial statements on pages 80 to 262 were approved and authorised for issue by the board of directors on 28 March 2024 and were signed on its behalf:

第80至第262頁之綜合財務報表已於二零二四年三月二十八日獲董事會批准及授權刊發並由下列董事代為簽署：

**Huang Wansheng**  
黃萬勝  
Chairman  
主席

**Li Minbin**  
李敏斌  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Merger reserve	Capital reserve	Statutory reserve	Other reserves	Financial assets at fair value through other comprehensive income reserve	Exchange reserve	Retained earnings	Sub-Total	Non-controlling interests	Total
		股本	股份溢價	合併儲備 (Note 35(a) (附註35(a))	資本儲備 (Note 35(b) (附註35(b))	法定儲備 (Note 35(c) (附註35(c))	其他儲備 (Note 35(d) (附註35(d))	按公平值計入其他全面收益的金融資產儲備	匯兌儲備	保留盈利	小計	非控股權益	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 January 2022</b>	於二零二二年一月一日	3,138,751	3,266,781	(215,150)	12,411	138,707	24,867	(2,343,201)	156,620	1,760,173	5,939,959	394,090	6,334,049
(Loss)/profit for the year	年內(虧損)/溢利	-	-	-	-	-	-	-	-	(551,522)	(551,522)	14,170	(537,352)
Other comprehensive (loss)/income:	其他全面(虧損)/收益:												
Net change in fair value of equity instruments at fair value through other comprehensive income <sup>1</sup>	按公平值計入其他全面收益的權益工具的公平值變動淨額	-	-	-	-	-	-	(220,086)	-	-	(220,086)	-	(220,086)
Share of other comprehensive income of associates	分佔聯營公司其他全面收益	-	-	-	-	-	(50,020)	-	-	-	(50,020)	-	(50,020)
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	-	(268,388)	-	(268,388)	(1,719)	(270,107)
<b>Total other comprehensive expense</b>	<b>其他全面開支總額</b>	-	-	-	-	-	(50,020)	(220,086)	(268,388)	-	(538,494)	(1,719)	(540,213)
<b>Total comprehensive (expense)/income</b>	<b>全面(開支)/收益總額</b>	-	-	-	-	-	(50,020)	(220,086)	(268,388)	(551,522)	(1,090,016)	12,451	(1,077,565)
Transactions with non-controlling interests (note 39(b))	與非控股權益的交易 (附註39(b))	-	-	-	-	-	(45,061)	-	-	-	(45,061)	(64,939)	(110,000)
Dividend paid to non-controlling interests	派付予非控股權益的股息	-	-	-	-	-	-	-	-	-	-	(35,060)	(35,060)
Transfer to statutory reserve	轉入法定儲備	-	-	-	-	625	-	-	-	(625)	-	-	-
Transfer of reserve to retained earnings upon disposal of equity instruments at fair value through other comprehensive income	於出售按公平值計入其他全面收益的權益工具後轉撥儲備至保留盈利	-	-	-	-	-	-	4,596	-	(4,596)	-	-	-
<b>At 31 December 2022</b>	於二零二二年十二月三十一日	3,138,751	3,266,781	(215,150)	12,411	139,332	(70,214)	(2,568,691)	(111,768)	1,203,430	4,804,882	306,542	5,111,424

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital	Share premium	Merger reserve	Capital reserve	Statutory reserve	Other reserves	Financial assets at fair value through other comprehensive income reserve	Exchange reserve	Retained earnings	Sub-Total	Non-controlling interests	Total
		股本	股份溢價	合併儲備 (Note 35(a)) (附註 35(a))	資本儲備 (Note 35(b)) (附註 35(b))	法定儲備 (Note 35(c)) (附註 35(c))	其他儲備 (Note 35(d)) (附註 35(d))	按公平值計入 其他全面收益 的金融資產 儲備	匯兌儲備	保留盈利	小計	非控股權益	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>At 1 January 2023</b>	於二零二三年一月一日	3,138,751	3,266,781	(215,150)	12,411	139,332	(70,214)	(2,558,691)	(111,768)	1,203,430	4,804,882	306,542	5,111,424
Profit/(loss) for the year	年內溢利/(虧損)	-	-	-	-	-	-	-	-	102,497	102,497	(47,216)	55,281
Net change in fair value of equity instruments at fair value through other comprehensive income <sup>7</sup>	按公平值計入其他全面收益的權益工具的公平值變動淨額	-	-	-	-	-	-	(52,937)	-	-	(52,937)	-	(52,937)
Share of other comprehensive income of associates	分佔聯營公司其他全面收益	-	-	-	-	-	(19,984)	-	-	-	(19,984)	-	(19,984)
Currency translation differences	貨幣換算差額	-	-	-	-	-	-	-	(87,242)	-	(87,242)	(60,031)	(147,273)
<b>Total other comprehensive expense</b>	<b>其他全面開支總額</b>	-	-	-	-	-	(19,984)	(52,937)	(87,242)	-	(160,163)	(60,031)	(220,194)
<b>Total comprehensive (expense)/income</b>	<b>全面(開支)/收益總額</b>	-	-	-	-	-	(19,984)	(52,937)	(87,242)	102,497	(57,666)	(107,247)	(164,913)
Reduction of capital upon capital reorganisation (note 34(a))	資本重組時削減股本(附註 34(a))	(3,123,057)	-	-	-	-	-	-	-	3,123,057	-	-	-
Placing of new shares, net of transaction costs (note 34(b))	配售新股份，扣除交易成本(附註 34(b))	11,106	319,305	-	-	-	-	-	-	-	330,411	-	330,411
Acquisition of a subsidiary (note 41)	收購一間附屬公司(附註 41)	-	-	-	-	-	-	-	-	-	-	1,822,330	1,822,330
Transfer of reserve to retained earnings upon disposal of equity instruments at fair value through other comprehensive income	於出售按公平值計入其他全面收益的權益工具後轉撥備至保留盈利	-	-	-	-	-	-	58,374	-	(58,374)	-	-	-
<b>At 31 December 2023</b>	於二零二三年十二月三十一日	26,800	3,586,086	(215,150)	12,411	139,332	(90,198)	(2,553,254)	(199,010)	4,370,610	5,077,627	2,021,625	7,099,252

# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動產生的現金流量</b>		
Cash generated from operations	40(a)	158,835	574,157
Hong Kong Profits Tax refunded		1,507	3,509
PRC enterprise income tax paid		(22,662)	(35,073)
<b>Net cash generated from operating activities</b>	<b>經營活動所得現金淨額</b>	<b>137,680</b>	<b>542,593</b>
<b>Cash flows from investing activities</b>	<b>投資活動產生的現金流量</b>		
Additions of property, plant and equipment		(2,024)	(11,751)
Payment for construction costs of investment properties		(159,765)	(78,382)
Acquisition of investment properties		(130,517)	–
Purchase of financial assets at fair value through other comprehensive income		(2,850)	(81,040)
Disposal of subsidiaries, net of cash disposed		(618)	–
Proceeds received from disposal of property, plant and equipment		1,108	231
Proceeds received from disposal of financial assets at fair value through other comprehensive income		24,659	16,245
Proceeds received from disposal of financial assets at fair value through profit and loss		10,653	–
Proceeds received from disposal of investment properties		67,570	–
Interest received		84,549	93,429
Dividend received from other investments		65	1
Net cash inflows arising from the acquisition of a subsidiary	41	3,525	–
Payment of consideration in relation to acquisition of subsidiaries		–	(110,000)
(Increase)/decrease in pledged bank deposits and restricted deposits		(472,867)	12,571
<b>Net cash used in investing activities</b>	<b>投資活動所用的現金淨額</b>	<b>(576,512)</b>	<b>(158,696)</b>



# CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註			
<b>Cash flows from financing activities</b>		<b>融資活動產生的現金流量</b>		
Drawdown of bank borrowings and other loans	40(b)	提取銀行借貸及其他貸款	1,244,995	638,921
Repayments of bank borrowings and other loans	40(b)	償還銀行借貸及其他貸款	(884,101)	(1,153,919)
Repayment of principal portion on lease liabilities	40(b)	償還租賃負債本金部分	(1,784)	(10,716)
Repayment of interest portion on lease liabilities	40(b)	償還租賃負債利息部分	(452)	(2,639)
Proceeds from issuance of corporate bonds	40(b)	發行公司債券所得款項	313,000	8,000
Interest paid	40(b)	已付利息	(77,933)	(37,984)
Settlement of corporate bonds	40(b)	結算公司債券	(341,000)	(23,000)
Proceeds from placement of shares, net of transaction costs	40(b)	配售股份所得款項，扣除交易成本	330,411	-
Transactions with non-controlling interests	40(b)	與非控股權益交易	-	(35,060)
<b>Net cash generated from/(used in) financing activities</b>		<b>融資活動所得/(所用)現金淨額</b>	<b>583,136</b>	(616,397)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>現金及現金等價物增加/(減少)淨額</b>	<b>144,304</b>	(232,500)
<b>Cash and cash equivalents at beginning of year</b>		<b>年初現金及現金等價物</b>	<b>486,342</b>	730,076
<b>Effect of foreign exchange rate changes</b>		<b>外匯匯率變動的影響</b>	<b>(68,353)</b>	(11,234)
<b>Cash and cash equivalents at end of year</b>	28	<b>年末現金及現金等價物</b>	<b>562,293</b>	486,342

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 1. GENERAL INFORMATION

Renze Harvest International Limited (formerly known as Glory Sun Financial Group Limited) (the “**Company**”), together with its subsidiaries (the “**Group**”), was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business is Unit 1909, 19/F, Tower Two, Lippo Centre, No. 89 Queensway, Admiralty, Hong Kong.

The Company is an investment holding company. The principal activities of its subsidiaries are set out in note 38 to the consolidated financial statements.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### 2. BASIS OF PREPARATION

#### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), and the disclosure requirements of the Hong Kong 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. Significant accounting policies adopted by the Group are disclosed below.

The HKICPA has issued certain new and amendments to HKFRSs which are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these consolidated financial statements.

### 1. 一般資料

中澤豐國際有限公司(前稱寶新金融集團有限公司)(「**本公司**」), 連同其附屬公司統稱「**本集團**」在開曼群島根據開曼群島法例第22章公司法(一九六一年法例三, 經綜合及修訂)註冊成立為獲豁免有限公司。其註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1 – 1111, Cayman Islands、其主要營業地點為金鐘金鐘道89號力寶中心二座19樓1909室。

本公司為一間投資控股公司。其附屬公司之主要業務載於綜合財務報表附註38。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

### 2. 編製基準

#### (a) 合規聲明

此等綜合財務報表乃按照所有適用的香港財務報告準則(「**香港財務報告準則**」)(該統稱包括香港會計師公會(「**香港會計師公會**」)頒佈的所有適用的香港財務報告準則、香港會計準則及詮釋)以及香港公司條例的披露規定而編製。此等綜合財務報表亦遵守聯交所證券上市規則的適用披露條文。本集團所採納的主要會計政策披露如下。

香港會計師公會已頒佈若干於本集團本會計期間首次生效或可供提早採納的新訂及經修訂香港財務報告準則。附註3就此等綜合財務報表內所反映初次應用該等於本會計期間與本集團有關的準則所導致的任何會計政策變動提供資料。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 2. BASIS OF PREPARATION (Continued)

#### (a) Statement of compliance (Continued)

The comparative figures of loss per share are restated to adjust for the effect of share consolidation completed during the year ended 31 December 2022. Details of the restatement is set out in note 14 to the consolidated financial statements.

#### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2023 comprise the Company and its subsidiaries (together referred to as the “**Group**”) and the Group’s interests in associates.

Items included in the financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates (the “**functional currency**”). The consolidated financial statements are presented in Hong Kong dollar (“**HKD**”), which is the Company’s functional and presentation currency.

The preparation of financial statements in accordance with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying amounts of assets and liabilities not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 5.

### 2. 編製基準 (續)

#### (a) 合規聲明 (續)

每股虧損之比較數字已予重列，以調整於截至二零二二年十二月三十一日止年度期間完成之股份合併的影響。重列的詳情載於綜合財務報表附註14。

#### (b) 財務報表的編製基準

截至二零二三年十二月三十一日止年度的綜合財務報表包括本公司及其附屬公司(統稱「**本集團**」)及本集團於聯營公司的權益。

本集團各實體的財務報表所載項目均以該實體經營所在主要經濟環境的貨幣(「**功能貨幣**」)計量。綜合財務報表乃以港元(「**港元**」)呈列，港元為本公司的功能及呈列貨幣。

根據香港財務報告準則編製財務報表時，管理層須作出影響政策應用以及所呈報資產、負債、收入及開支金額的判斷、估計及假設。該等估計及相關假設乃基於過往經驗及相信於有關情況下屬合理的多項其他因素作出，其結果構成無法從其他來源即時獲得的資產及負債賬面值作出判斷的基礎。實際結果可能有別於該等估計。

該等估計及相關假設會持續檢討。倘會計估計的修訂僅影響修訂估計的期間，則會於該期間確認會計估計的修訂；倘有關修訂影響現時及未來期間，則會於修訂的期間及未來期間確認會計估計的修訂。

管理層就應用對財務報表構成重大影響的香港財務報告準則所作的有關判斷及估計不明朗因素的主要來源載於附註5。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### 3.1 New and amendments to HKFRSs that are mandatorily effective for the current year

The HKICPA has issued several new and amendments to HKFRSs that are first effective for the current accounting period of the Group.

HKFRS 17 (including the October 2020 Insurance Contracts and February 2022 Amendments to HKFRS 17)	
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 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except for the below, the application of the above new or amendments and HKFRSs has had no material impact on the Group's financial performance and position for the current and prior periods and/or the disclosures set out in these consolidated financial statements.

### 3. 採納香港財務報告準則（「香港財務報告準則」）

#### 3.1 本年度強制生效之新訂及經修訂香港財務報告準則

香港會計師公會已頒佈於本集團的本會計期間首次生效的多項新訂及經修訂香港財務報告準則。

香港財務報告準則第17號 (包括二零二零年十月及二零二二年二月香港財務報告準則第17號(修訂本))	保險合約
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單一交易產生的資產及負債相關的遞延稅項
香港會計準則第12號(修訂本)	國際稅務改革 – 支柱二立法模版
香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	會計政策的披露

除下文所述者外，應用上述新訂或經修訂香港財務報告準則對本集團於本期間及過往期間的財務表現及狀況及／或該等綜合財務報表所載的披露並無重大影響。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

#### 3.1 New and amendments to HKFRSs that are mandatorily effective for the current year

(Continued)

##### **Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies**

The Group has applied the amendments for the first time in the current year. HKAS 1 Presentation of Financial Statements is amended to replace all instances of the term “significant accounting policies” with “material accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 Making Materiality Judgements (the “**Practice Statement**”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

### 3. 採納香港財務報告準則(「香港財務報告準則」)(續)

#### 3.1 本年度強制生效之新訂及經修訂香港財務報告準則

(續)

##### **應用香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)會計政策的披露的影響**

本集團於本年度首次應用該等修訂。香港會計準則第1號「財務報表的呈列」已予修訂，以「重大會計政策資料」取代所有「重要會計政策」一詞。倘與實體財務報表所載之其他資料一併考慮時，可合理預期會影響一般用途財務報表之主要使用者基於該等財務報表作出之決定，則會計政策資料屬重大。

該等修訂亦釐清，由於相關交易、其他事件或情況之性質，即使金額並不重大，會計政策資料亦可能屬重大。然而，並非所有有關重大交易、其他事件或情況之會計政策資料本身均屬重大。倘實體選擇披露不重大之會計政策資料，則有關資料不得隱瞞重大會計政策資料。

香港財務報告準則實務聲明第2號「作出重大判斷」(「**實務聲明**」)亦予以修訂，以說明實體如何將「四個步驟之重大程序」應用於會計政策披露及判斷有關會計政策之資料是否對其財務報表屬重大。指引及例子已加入實務聲明。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

#### 3.1 New and amendments to HKFRSs that are mandatorily effective for the current year (Continued)

##### **Impacts on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 Disclosure of Accounting Policies** (Continued)

The application of the amendments has had no material impact on the Group’s financial positions and performance but has affected the disclosure of the Group’s accounting policies set out in this note 4 to the consolidated financial statements.

##### **Impacts on application of Amendments to HKAS 12 Deferred Tax related to Assets and Liabilities arising from a Single Transaction**

The Group has applied the amendments for the first time in the current year. The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 Income Taxes so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

In the opinion of the directors of the Company, the application of the amendments in the current year had no material impact on the Group’s financial position and performance.

### 3. 採納香港財務報告準則 (續)

#### 3.1 本年度強制生效之新訂及經修訂香港財務報告準則 (續)

##### **應用香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)會計政策的披露的影響(續)**

應用該等修訂對本集團財務狀況及表現概無重大影響，惟影響到本集團披露綜合財務報表本附註4所載的會計政策。

##### **應用香港會計準則第12號(修訂本) – 與單一交易產生的資產及負債相關的遞延稅項的影響**

本集團於本年度首次應用該等修訂。該等修訂收窄香港會計準則12號「所得稅」第15及24段中有關遞延稅項負債及遞延稅資產的可豁免確認範圍，不再適用於在初始確認時產生等額的應課稅及可扣減暫時性差異的交易。

本公司董事認為，本年度應用該等修訂對本集團財務狀況及表現概無重大影響。

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### 3. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSS”) (Continued)

#### 3.2 Amendments to HKFRSs in issue but not yet effective

The Group has not early applied the following amendments to HKFRSs that have been issued but are not yet effective:

		<b>Effective for annual periods beginning on or after</b> 於下列日期或之後開始的年度期間生效
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號 (修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間之資產出售或注資	To be determined 待定
Amendments to HKAS 1 香港會計準則第1號(修訂本)	Classification of Liabilities as Current or Non-current and Related Amendments to Hong Kong Interpretation 5 (2020) 流動或非流動負債分類以及香港詮釋第5號(二零二零年)之相關修訂	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 香港會計準則第1號(修訂本)	Non-current Liabilities with Covenants 附帶契諾的非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16 香港財務報告準則第16號 (修訂本)	Lease Liability in a Sale and Leaseback 售後租回之租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 7 and HKFRS 7 香港會計準則第7號及香港財務報告準則第7號	Supplier Finance Arrangements 供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to HKAS 21 香港會計準則第21號	Lack of Exchangeability 缺乏可兌換性	1 January 2025 二零二五年一月一日

The directors of the Company have concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

### 3. 採納香港財務報告準則(續)

#### 3.2 已發佈但尚未生效之香港財務報告準則修訂

本集團並無提前應用下列已頒佈但尚未生效之香港財務報告準則修訂本：

**Effective for annual periods beginning on or after**  
於下列日期或之後開始的年度期間生效

Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及香港會計準則第28號 (修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營企業之間之資產出售或注資	To be determined 待定
Amendments to HKAS 1 香港會計準則第1號(修訂本)	Classification of Liabilities as Current or Non-current and Related Amendments to Hong Kong Interpretation 5 (2020) 流動或非流動負債分類以及香港詮釋第5號(二零二零年)之相關修訂	1 January 2024 二零二四年一月一日
Amendments to HKAS 1 香港會計準則第1號(修訂本)	Non-current Liabilities with Covenants 附帶契諾的非流動負債	1 January 2024 二零二四年一月一日
Amendments to HKFRS 16 香港財務報告準則第16號 (修訂本)	Lease Liability in a Sale and Leaseback 售後租回之租賃負債	1 January 2024 二零二四年一月一日
Amendments to HKAS 7 and HKFRS 7 香港會計準則第7號及香港財務報告準則第7號	Supplier Finance Arrangements 供應商融資安排	1 January 2024 二零二四年一月一日
Amendments to HKAS 21 香港會計準則第21號	Lack of Exchangeability 缺乏可兌換性	1 January 2025 二零二五年一月一日

本公司董事認為，採納該等準則不大可能會對綜合財務報表產生重大影響。

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## 綜合財務報表附註

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截至二零二三年十二月三十一日止年度

### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

#### 4.1 Business combination and basis of consolidation

The consolidated financial statements comprise the financial statements of the Group. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the dates of acquisition or up to the dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

The Group accounts for business combinations using the acquisition method when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive processes and whether the acquired set has the ability to produce outputs.

### 4. 綜合財務報表之編製基準及重大會計政策資料

#### 4.1 業務合併及綜合基準

綜合財務報表包括本集團之財務報表。公司間交易及集團公司間結餘連同未變現溢利均於編製綜合財務報表時悉數對銷。未變現虧損亦會對銷，除非有關交易可提供所轉讓資產之減值證據，在此情況下，虧損乃在損益中確認。

已收購或出售之附屬公司於年內之業績計入自收購日期起或直至出售日期(如適用)為止之綜合全面收益表。如有需要，附屬公司之財務報表會作出調整，以使其會計政策與本集團其他成員公司所使用者貫徹一致。

當所收購一組活動及資產符合業務之定義及控制權轉移至本集團時，本集團利用收購法將業務合併入賬。本集團通過評估所收購一組活動及資產是否至少需要實質性投入以及收購的資產組是否可以有實際產出以判斷一組活動及資產是否為一項業務。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.1 Business combination and basis of consolidation (Continued)

The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure the non-controlling interests that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments in which case the costs are deducted from equity.

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests in the subsidiary is the amount of those interests at initial recognition plus such non-controlling interests share of subsequent changes in equity. Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to owners of the Company. Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to such non-controlling interests even if this results in those non-controlling interests having a deficit balance.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.1 業務合併及綜合基準(續)

收購成本按所轉讓資產、所產生之債務及本集團(作為收購方)所發行之股權於收購日之公平值總和計量。所收購之可識別資產及所承擔之負債主要按收購日之公平值計量。本集團先前於被收購方持有之股權按收購日之公平值重新計量，產生之收益或虧損於損益內確認。本集團可選擇，以逐筆交易基準，按公平值或被收購方可識別的資產淨值之適當份額計量代表目前於附屬公司擁有權益之非控股權益。所有其他非控股權益乃以公平值計量，惟香港財務報告準則規定之其他計量基準則除外。收購產生之費用以開支列賬，惟發行股本工具所產生之費用從權益扣除。

收購事項後，代表附屬公司當前所有者權益的非控股權益的賬面價值為初始確認時的該等權益加上此類非控股權益應佔的其後權益變動。非控股權益在綜合財務狀況報表之權益項目中呈列，並與本公司擁有人應佔權益分開呈列。損益及其他全面收入內各組成部分歸予本公司擁有人及非控股權益。即使導致該等非控股權益出現赤字餘額，全面收入總額亦歸於該等非控股權益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.1 Business combination and basis of consolidation (Continued)

When the Group loses control of a subsidiary (except for disposal of subsidiaries by way of distribution in specie by the Company, where the disposed subsidiaries are ultimately under control of the same parties before and after the distribution), the gain 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 and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for on the same basis as would be required if the relevant assets or liabilities were disposed of.

#### 4.2 Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: (i) power over the investee, (ii) exposure, or rights, to variable returns from the investee, and (iii) the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.1 業務合併及綜合基準(續)

當本集團失去對附屬公司的控制權時(惟本公司以實物分派方式出售附屬公司除外,在此情況下,所出售附屬公司於分派前後最終受同一方的控制),出售收益或虧損的計算方法為(i)已收代價的公平值與任何保留權益的公平值的總額及(ii)資產的先前的賬面金額(包括商譽),及附屬公司的負債及任何非控股權益。有關該附屬公司先前於其他全面收益中確認的金額,須按與出售相關資產或負債時相同的金額入賬。

#### 4.2 附屬公司

附屬公司指本公司能對其行使控制權之被投資公司。倘具備以下全部三項元素,本公司即對被投資公司擁有控制權:(i)對被投資公司擁有權力;(ii)來自被投資方可變回報之風險或權利;及(iii)對其行使權力影響有關可變回報之能力。倘有事實及情況顯示任何該等控制權元素可能有變,將會重新評估有關控制權。

於本公司之財務狀況表中,於附屬公司之投資按成本減減值虧損(如有)列賬。附屬公司之業績由本公司按已收取及應收取的股息入賬。

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## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.3 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors interests in the associate. The investors share in the associates profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of investment, after reassessment, is recognised immediately in profit or loss. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.3 聯營公司

聯營公司為本集團對其擁有重大影響力的實體，既非附屬公司，亦非合營企業。重大影響力指有權力參與投資對象的財務及經營決策，但並非對該等政策擁有控制或聯合控制權。

聯營公司乃採用權益法入賬，據此聯營公司按成本初步確認，此後其賬面值於聯營公司的資產淨值內調整以反映本集團應佔收購後變動，惟超過本集團於聯營公司的權益的虧損不會確認，除非有責任彌補該等虧損。

本集團與其聯營公司之間的交易產生的損益僅於不相關投資人於聯營公司擁有權益時方才確認。該等交易產生的投資人分佔聯營公司溢利及虧損與聯營公司的賬面值對銷。倘未變現虧損證明資產轉移的減值，則即時於損益中確認。

聯營公司已付任何溢價高於已收購本集團應佔可識別資產、負債及或然負債的公平值撥充資本，計入聯營公司的賬面值。本集團應佔可識別資產及負債的公平值淨額超出投資成本的任何差額，經重新評估後，即時於損益確認。倘客觀證據證明聯營公司投資有減值，則投資的賬面值與其他非金融資產相同方式測試減值。

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## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.4 Goodwill

Where the fair value of net identifiable assets acquired and liabilities assumed exceed the aggregate of the fair value of consideration paid, the amount of any non-controlling interest in the acquiree and the acquisition date fair value of the acquirers previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

Goodwill is measured at cost less impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash-generating units (“CGU(s)”) that are expected to benefit from the synergies of the combination. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, by comparing its carrying amount with its recoverable amount (see note 4.16), and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year.

#### 4.5 Property, plant and equipment

Property, plant and equipment other than construction-in-progress are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and the costs directly attributable to the acquisition of the items.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.4 商譽

如已收購可識別資產及已承擔負債淨值之公平值超出已付代價之公平值、被收購方之任何非控股權益之金額及收購方之前於被收購方中持有股本權益於收購日期之公平值之總和，則有關差額於重估後於收購日期於損益確認。

商譽以成本扣除減值虧損計算。就減值測試而言，收購產生之商譽會分配至預期受惠於合併所帶來協同效益之各相關現金產生單位（「現金產生單位」）。現金產生單位是其產生之現金流入基本上獨立於其他資產或資產組別之現金流入之最小可識別資產組合。獲分配商譽之現金產生單位會每年透過將其賬面值與其可收回金額作比較而進行減值測試（見附註4.16）及於有跡象顯示該單位可能出現減值時進行減值測試。

就於某財政年度收購產生之商譽而言，獲分配商譽之現金產生單位於該財政年度結束之前測試減值。

#### 4.5 物業、廠房及設備

除在建工程外，物業、廠房及設備均以成本減累計折舊及任何累計減值虧損列賬。物業、廠房及設備之成本包括其購買價及購置項目直接應佔的成本。

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## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.5 Property, plant and equipment (Continued)

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

Property, plant and equipment are depreciated so as to write off their cost net of expected residual value over their estimated useful lives on a straight-line basis. The useful lives, residual value and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period. The useful lives are as follows:

Ownership interests in land and buildings held for own use	20-40 years
Leasehold improvement	Shorter of assets expected useful lives and lease term
Furniture and fixtures and office equipment	2-10 years
Machinery and factory equipment	2-10 years
Computer equipment	25 years
Motor vehicles	4-10 years
Land and properties leased for own use	Shorter of assets expected useful lives and lease term

An asset is written down immediately to its recoverable amount if its carrying amount is higher than the assets estimated recoverable amount. The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.5 物業、廠房及設備(續)

如項目相關之未來經濟利益可能歸入本集團，而其成本能可靠計算，則項目之其後成本方會計入資產之賬面值，或如適當則當作一項獨立資產確認。重置部分的賬面值會被終止確認。所有其他修理及維修則在其產生的財政期間在損益中支銷。

物業、廠房及設備以直線法按估計可用年期折舊以撇銷其成本(減預期剩餘價值)。可用年期、剩餘價值及折舊方法於各報告期間完結時檢討，並於適當時調整。可用年期如下：

持作自用土地及樓宇的擁有權益	20 – 40年
租賃物業裝修	資產預計可使用年期及租賃期限兩者中較短者
家具、裝置及辦公室設備	2 – 10年
機械和工廠設備	2 – 10年
電腦設備	25年
汽車	4 – 10年
租賃作自用的土地及物業	資產預計可使用年期及租賃期限兩者中較短者

倘一項資產之賬面值高於其估計可收回金額，則應立即撇減至其可收回金額。出售物業、廠房及設備項目的盈虧乃出售所得款項淨額與其賬面值的差額，並於出售時於損益內確認。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

#### 4.6 Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under construction for such purposes). Investment properties include land held for undetermined future use, which is regarded as held for capital appreciation purpose.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under construction are capitalised as part of the carrying amount of the investment properties under construction.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the item is derecognised.

Transfers are made to (or from) investment property only when there is a change in use. If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment and its fair value at the date of reclassification becomes its cost for accounting purposes.

### 4. 綜合財務報表之編製基準及重大會計政策資料 *(續)*

#### 4.6 投資物業

投資物業指持作賺取租金及／或待資本增值之物業（包括為此目的之建造中物業）。投資物業包括持作未釐定未來用途的土地，其被視作為資本增值目的持有。

投資物業初步按成本（包括任何直接應佔開支）計量。於初始確認後，投資物業按公平值計量。投資物業之公平值變動所產生之盈虧於產生期間計入損益。

建造中投資物業所產生之建造成本會資本化，作為建造中投資物業部分賬面值。

投資物業乃於出售後或當投資物業永久不再使用及預期出售物業不會產生未來經濟利益時終止確認。終止確認該物業時產生之任何盈虧（按出售所得款項淨額與該資產之賬面值之差額計算）計入該項目終止確認期間之損益內。

僅當用途發生變動時，方轉入或轉出投資物業。倘一項投資物業成為自用，則被重新分類為物業、廠房及設備，而其於重新分類日期之公平值就會計處理而言成為其成本。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.7 Leases

###### (i) As a lessee

All leases are required to be capitalised in the consolidated statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

###### *Right-of-use asset*

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.7 租賃

###### (i) 作為承租人

所有租賃須於綜合財務狀況表中資本化為使用權資產及租賃負債，但存在可供主體選擇不將(i)屬短期租賃的租賃及／或(ii)相關資產為低價值的租賃資本化的會計政策。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

###### *使用權資產*

使用權資產應按成本確認並將包括：(i)首次計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii)於開始日期或之前作出的任何租賃付款減已收取的任何租賃優惠；(iii)承租人產生的任何首次直接成本；及(iv)承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，除非該等成本乃為生產存貨而產生則除外。除了符合投資物業之定義之使用權資產外，本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權，並就租賃負債的任何重新計量作出調整。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.7 Leases (Continued)

##### (i) As a lessee (Continued)

###### Right-of-use asset (Continued)

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value. For right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at cost less accumulated depreciation and any accumulated impairment losses.

The group presents right-of-use assets that do not meet the definition of investment property in “property, plant and equipment”.

###### Lease liability

The lease liability is recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group’s incremental borrowing rate.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.7 租賃(續)

##### (i) 作為承租人(續)

###### 使用權資產(續)

本集團為出租或資本增值目的而持有的租賃土地及樓宇將繼續根據香港會計準則第40號入賬，並以公平值列賬。符合持作自用租賃土地及樓宇定義的使用權資產，按成本減累計折舊及任何累計減值虧損列賬。

本集團將不符合投資物業定義之使用權資產呈列於「物業、廠房及設備」。

###### 租賃負債

租賃負債應按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款將採用租賃隱含的利率貼現（倘該利率可輕易釐定）。倘該利率無法輕易釐定，本集團將採用本集團的增量借款利率。



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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.7 Leases (Continued)

##### (i) As a lessee (Continued)

###### Lease liability (Continued)

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modification, or to reflect revised in substance fixed lease payments.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.7 租賃(續)

##### (i) 作為承租人(續)

###### 租賃負債(續)

下列於租賃期內就相關資產使用權支付惟並非於租賃開始日期支付的款項被視為租賃付款：(i) 固定付款(扣除任何應收租賃優惠)；(ii) 取決於指數或利率的浮動租賃付款(初步按於開始日期之指數或利率計量)；(iii) 承租人根據剩餘價值擔保預期將支付的款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v) 倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，本集團透過以下方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 削減賬面值以反映已作出的租賃付款；及(iii) 重新計量賬面金額以反映任何重新評估或租賃修改，或反映實質上已修改的固定租賃付款。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.7 Leases (Continued)

##### (i) As a lessee (Continued)

###### Lease liability (Continued)

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate. An equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term. If the carrying amount of the right-of-use asset is adjusted to zero, any further reduction is recognised in profit or loss.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.7 租賃(續)

##### (i) 作為承租人(續)

###### 租賃負債(續)

當本集團修訂其任何租賃期限的估計時(例如,由於其重新評估承租人延期或行使終止選擇權的可能性),其會調整租賃負債的賬面值以反映於經修訂期限內作出的付款,該付款乃使用經修訂貼現率進行貼現。會對使用權資產的賬面值進行等額調整,而經修訂賬面值於剩餘(經修訂)租賃期內予以攤銷。倘使用權資產的賬面值調整至零,則任何進一步削減於損益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.7 Leases (Continued)

##### (i) As a lessee (Continued)

###### Lease liability (Continued)

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount. With the exception to which the practical expedient for Covid-19-Related Rent Concessions applies, if the renegotiation results in a decrease in the scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date and the right-of-use asset is adjusted by the same amount.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.7 租賃(續)

##### (i) 作為承租人(續)

###### 租賃負債(續)

當本集團與出租人重新磋商租賃合約條款時，倘重新磋商導致以與獲得的額外使用權的單獨價格相稱的金額租賃一項或多項額外資產，則該修訂入賬列為單獨租賃，在所有其他情況下，倘重新磋商增加租賃範圍(無論是延長租期，或租賃一項或多項額外資產)，則使用修訂日期適用的貼現率重新計量租賃負債，且按相同金額調整使用權資產。除採用新冠疫情相關減租的可行權宜方法外，倘重新磋商導致租賃範圍減少，則租賃負債及使用權資產的賬面金額按相同比例減少，以反映部分或全部終止租賃，並在損益內確認任何差額。租賃負債其後進行進一步調整，以確保其賬面值反映重新磋商期限內重新磋商的付款金額，且經修訂租賃付款按於修訂日期適用的比率進行貼現，而使用權資產按相同金額進行調整。

本集團將租賃負債在綜合財務狀況表呈列為單獨項目。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.7 Leases (Continued)

##### (ii) As a lessor

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased assets to the lessee. All other leases are classified as operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

Any changes in the scope of the consideration for a lease that was not part of the original terms and conditions of the lease are accounted for as lease modifications. The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, recognising the remaining lease payments as income on either a straight-line basis or another systematic basis over the remaining lease term. The Group applies the derecognition requirements of HKFRS 9 to recognise modification or derecognition gain or loss on the net investment in the finance lease.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.7 租賃(續)

##### (ii) 作為出租人

凡租賃條款將租賃資產擁有權的絕大部分風險及回報撥歸承租人的租賃均分類為融資租賃。所有其他租賃則分類為經營租賃。

經營租約之租金收入乃按相關租約年期以直線法於損益賬內確認。磋商及安排經營租賃產生的初始直接成本，會加入所租賃資產的賬面值，並於租賃期內以直線法確認為開支。

根據融資租賃應收承租人的款項確認為應收款項，金額按本集團對租賃的淨投資額而定。融資租賃收入分配至各會計期間，以反映本集團就有關租賃之未收回投資淨額之固定定期回報率。

不屬於原始租賃條款和條件的租賃代價範圍的任何變化均作為租賃修改入賬。本集團將經營租賃的修改自修改生效之日起作為新租賃進行會計處理，剩餘租賃付款在剩餘租賃期內按直線法或其他系統法確認為收入。本集團應用香港財務報告準則第9號的終止確認規定確認融資租賃投資淨額的修改或終止確認損益。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.8 Intangible assets (other than goodwill)

##### (i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with finite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation of intangible assets with finite useful lives is charged to profit or loss on a straight-line basis over their useful lives as follows:

Contractual customer relationships	7 years
License	Indefinite
Trademarks and patents	3-10 years
Other intangible assets	5-8 years

##### (ii) Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the Group is able to sell the product; and
- sale of the product will generate future economic benefits; and expenditure on the project can be measured reliably.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.8 無形資產(不包括商譽)

##### (i) 收購無形資產

獨立收購之無形資產初步按成本確認。於業務合併中所收購無形資產之成本為收購日期之公平值。其後，具有有限可使用年期之無形資產按成本減累計攤銷及累計減值虧損列賬。

具有有限可用年期之無形資產之攤銷於其可用年期內以直線法計入損益如下：

合約客戶關係	7年
牌照許可	無限期
商標及專利權	3-10年
其他無形資產	5-8年

##### (ii) 內部產生之無形資產(研發費用)

內部開發產品開支，在出現下列情況時可被撥充資本：

- 在技術上可開發產品以供銷售；
- 有足夠資源完成開發；
- 有意完成和銷售產品；
- 本集團有能力銷售產品；及
- 銷售產品會產生未來經濟利益；及可準確計量項目支出。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.8 Intangible assets (other than goodwill) (Continued)

##### (ii) Internally generated intangible assets (research and development costs) (Continued)

Capitalised development costs are amortised over the periods the Group expects to benefit from selling the products developed.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in profit or loss as incurred.

##### (iii) Impairment

Intangible assets with finite lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (see note 4.17).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as revaluation decrease to the extent of its revaluation surplus.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.8 無形資產(不包括商譽)(續)

##### (ii) 內部產生之無形資產(研發費用)(續)

資本化的開發成本會按本集團預期可從銷售所研發產品中獲利的期間攤銷。

不能滿足以上條件的開發支出，及於內部項目研發階段所產生的支出，於產生時在損益內確認。

##### (iii) 減值

如有跡象顯示資產可能減值，則具有限使用年期的無形資產作減值測試。具無限使用年期的無形資產及尚未能使用的無形資產每年進行減值測試，而不管有否任何跡象顯示其可能減值。無形資產按比較其賬面值與其可收回金額的方式進行減值測試(見附註4.17)。

倘某資產的可收回金額估計比賬面值少，資產的賬面值乃調低至其可收回金額。減值虧損即時確認為開支，除非有關資產乃以重估金額列賬，在此情況下，減值虧損視為重估減值，減值以重估盈餘為限。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.9 Financial Instruments

###### (i) Financial assets

A financial asset (unless it is a trade receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the market place.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.9 金融工具

###### (i) 金融資產

金融資產(除非是不含重大融資部分的應收貿易賬款)初步按公平值及(如相關項目並非按公平值計入損益(「按公平值計入損益」)因收購或發行相關項目直接應佔的交易成本計量。不含重大融資部分的應收貿易賬款按交易價初始確認。

所有一般買賣之金融資產概於交易日,即本集團承諾購買或出售資產之日期,予以確認。一般買賣指須於市場規定或慣例通常所訂時限內交付資產的金融資產買賣。

附帶嵌入式衍生工具之金融資產於釐定其現金流量是否純粹為支付本金及利息時作整體考慮。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (i) Financial assets (Continued)

###### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Group classifies its debt instruments:

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (i) 金融資產(續)

###### 債務工具

債務工具的後續計量取決於本集團管理該項資產時之業務模式和該項資產的現金流量特點。本集團將其債務工具分為兩種計量類別：

**按攤銷成本計量：**為收取合約現金流而持有且其現金流僅為支付本金和利息的資產按攤銷成本計量。按攤銷成本計量的金融資產其後按實際利率法計量。利息收入、匯兌收益及虧損以及減值於損益確認。終止確認的任何收益於損益確認。



#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.9 Financial Instruments (Continued)

###### (i) Financial assets (Continued)

###### Debt instruments (Continued)

FVTPL: Financial assets at FVTPL include financial assets held for trading, financial assets designated upon initial recognition at FVTPL, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at FVTPL, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost as described above, debt instruments may be designated at FVTPL on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.9 金融工具(續)

###### (i) 金融資產(續)

###### 債務工具(續)

按公平值計入損益：按公平值計入損益的金融資產包括持作買賣的金融資產，於初始確認時指定按公平值計入損益的金融資產，或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。除被指定為有效對沖工具之衍生工具外，所有衍生工具（包括獨立嵌入式衍生工具）亦分類為持作買賣。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收益分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入損益。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (i) Financial assets (Continued)

###### Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investments fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income (“FVOCI”) are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (i) 金融資產(續)

###### 權益工具

於初次確認並非持作買賣用途的股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。按公平值計入其他全面收益(「按公平值計入其他全面收益」)之股本投資按公平值計量。除非股息收入明確表示收回部分投資成本，否則股息收入於損益中確認。其他收益及虧損淨額於其他全面收益中確認，且不會重新分類至損益。所有其他股本工具乃分類為按公平值計入損益，而公平值、股息及利息收入的變動乃於損益確認。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.9 Financial Instruments (Continued)

###### (ii) Impairment loss on financial assets

The Group recognises loss allowances for expected credit loss (“ECL”) on trade receivables, contract assets and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets original effective interest rate.

The Group measured loss allowances for trade receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.9 金融工具(續)

###### (ii) 金融資產減值虧損

本集團就按攤銷成本計量的應收貿易賬款、合約資產及金融資產的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損按以下基準之一計量：(1)十二個月的預期信貸虧損：報告日期後十二個月內可能發生的違約事件而導致的預期信貸虧損；及(2)年限內預期信貸虧損：金融工具在預計年限內所有可能發生的違約事件而導致的預期信貸虧損。於估計預期信貸虧損時所考慮的最長期間為本集團面臨信貸風險的最長合約期間。

預期信貸虧損是信貸虧損的概率加權估計。信貸虧損以本集團根據合約應收的所有合約現金流量與本集團預期收到的所有現金流量之間的差額計量。該差額其後按資產原有實際利率相近的差額貼現。

本集團已用香港財務報告準則第9號簡化法計量應收貿易賬款及合約資產之虧損撥備，並已根據年限內預期信貸虧損計算預期信貸虧損。本集團已根據本集團的過往信貸虧損經驗建立了一個撥備矩陣，並針對特定於債務人的前瞻性因素和經濟環境進行了調整。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (ii) Impairment loss on financial assets (Continued)

For other debt financial assets, the ECLs are based on the 12 months ECLs. However, when there has been a significant increase in credit risk since initial recognition, the allowance will be based on the lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when: the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to action such as realising security (if any is held); or the financial asset is more than 90 days past due.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (ii) 金融資產減值虧損(續)

對於其他債務性金融資產，預期信貸虧損根據十二個月的預期信貸虧損釐定。然而，自初步確認以來信貸風險顯著增加時，撥備將以年限內預期信貸虧損為基準。

當釐定金融資產的信貸風險是否自初始確認後大幅增加，並於估計預期信貸虧損時，本集團考慮相關及無須付出過多成本或努力後即可獲得的合理及可靠資料。此包括根據本集團的過往經驗及已知信貸評估得出定量及定性之資料分析，並包括前瞻性資料。

倘某項金融資產逾期超過30天，則本集團假設該金融資產之信貸風險顯著上升。

本集團於下列情況下將金融資產視為違約：債務人不可能在本集團對如變現抵押(如持有)等行為無追索權的情況下向本集團悉數支付其信貸義務；或金融資產逾期超過90日。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.9 Financial Instruments (Continued)

###### (ii) Impairment loss on financial assets (Continued)

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

The Group considers a financial asset to be credit-impaired when:

- significant financial difficulty of the debtor;
- a breach of contract, such as a default or being 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;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.9 金融工具(續)

###### (ii) 金融資產減值虧損(續)

視乎金融工具的性質，信貸風險大幅上升的評估乃按個別基準或共同基準進行。倘評估為按共同基準進行，金融工具則按共同的信貸風險特徵（如逾期狀況及信貸風險評級）進行分組。

倘出現下列情況，本集團視金融資產為信貸減值：

- 債務人陷入重大財務困難；
- 違反合約，如違約或逾期90日以上，除非本集團有合理有據資料能說明更寬鬆的違約標準更為合適，則作別論；
- 本集團按本集團於其他情況下不會考慮的條款重組貸款或墊款；
- 債務人可能破產或進行其他財務重組；或
- 因財政困難而導致證券失去活躍市場。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (ii) Impairment loss on financial assets (Continued)

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

##### *Write-off policy*

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (ii) 金融資產減值虧損(續)

本集團就所有金融工具於損益確認減值收益或虧損，並通過虧損撥備賬對彼等的賬面值作出相應調整。

出現信貸減值的金融資產的利息收入乃根據金融資產的攤銷成本(即總賬面值減虧損撥備)計算。並無出現信貸減值的金融資產的利息收入則根據總賬面值計算。

##### *核銷政策*

當有資料顯示債務人陷入嚴重財務困難及無實際收回可能時(如債務人遭清盤或啟動破產程序)，本集團會核銷金融資產。於適當情況下考慮法律意見後，本集團仍可能根據收回程序強制執行被核銷的金融資產。任何收回款項會於損益中確認。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

##### *Financial liabilities at amortised cost*

Financial liabilities at amortised cost including trade and bills payables, accruals and other payables, lease liabilities and borrowings are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

##### (iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

##### (v) Equity instruments

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

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (iii) 金融負債

本集團按負債產生的目的對其金融負債進行分類。按攤銷成本計量的金融負債初步按公平值扣減所產生的直接應佔成本計量。

##### *以攤銷成本計量之金融負債*

以攤銷成本計量之金融負債，包括應付貿易賬款及應付票據、應計及其他應付款項、租賃負債及借貸，其後採用實際利息法按攤銷成本計量。相關利息開支於損益確認。

於終止確認的負債及在攤銷過程中，收益或虧損將在損益中確認。

##### (iv) 實際利息法

實際利息法是一種計算金融資產或金融負債的攤銷成本並在相關期間分配利息收入或利息費用的方法。實際利率指可透過金融資產或負債的預期年期或(如適用)較短期間內準確貼現估計未來現金進款或付款的利率。

##### (v) 權益工具

本公司發行的權益工具以收到的所得款項扣除直接發行成本後的金額入賬。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (vi) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at FVTPL is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with the accounting policy set out in note 4.9(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

##### (vii) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (vi) 財務擔保合約

財務擔保合約乃規定發行人向持有人支付指定金額，以補償持有人由於指定債務人未能根據債務工具原始或經修訂條款於到期時付款而蒙受損失的合約。由本集團發行的並非指定為按公平值計入損益的財務擔保合約初步按公平值減發行財務擔保合約的直接應佔交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保合約：(i) 虧損撥備金額，即根據附註4.9(ii)所載會計政策計量的預期信貸虧損撥備；及(ii) 初步確認金額減(如適當)根據香港財務報告準則第15號的原則確認的累計攤銷。

##### (vii) 終止確認

當有關金融資產之未來現金流量之合約權利屆滿，或當金融資產經已轉讓且轉讓符合香港財務報告準則第9號規定的取消確認準則，則本集團取消確認該金融資產。

當相關合約中規定之義務解除、取消或屆滿時，取消確認金融負債。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Financial Instruments (Continued)

##### (viii) 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 a currently enforceable legal right to offset the recognised amount and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### 4.10 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is calculated using the first-in first-out method. Net realisable value represents the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### 4.11 Properties under development and properties held for sale

Properties under development and completed properties held for sale are stated at the lower of cost and net realisable value. Net realisable value is determined by reference to the anticipated sales proceeds of properties sold in the ordinary course of business, less estimated selling expenses and the anticipated costs to completion and the estimated costs necessary to make the sale.

Development cost of property comprises cost of land, development costs, borrowing costs and other direct costs attributable to the development of such properties.

Properties under development are classified as current assets when the construction of the relevant properties commences unless the construction period of the relevant property development project is expected to complete beyond normal operating cycle.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.9 金融工具(續)

##### (viii) 抵銷金融工具

倘現時可強制執行法定權利抵銷已確認金額及有意向以淨額結算，或同時變現資產及清償負債，則金融資產與金融負債方可互相抵銷，並在綜合財務狀況表呈報淨額。

#### 4.10 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者中的較低者確認。成本包括所有採購成本、加工成本及將存貨送至現有地點及達致現有狀況所需的其他成本。成本採用先進先出法計算。可變現淨值指日常業務過程中的估計售價減去完成的估計成本和進行銷售所需的估計成本。

#### 4.11 發展中物業及已完工持作出售物業

發展中物業及已完工持作出售物業按成本及可變現淨值兩者間的較低者列賬。可變現淨值乃經參考日常業務過程中已售物業的預期銷售所得款項減估計銷售開支及完工的預計成本及須作銷售的預計成本釐定。

物業發展成本包括土地成本、發展成本、借貸成本及其他歸屬於該等物業發展的直接成本。

除非有關物業發展項目的建築期預期將超過正常營運週期，否則相關物業開始動工時，發展中物業則分類為流動資產。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.12 Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Depending on the terms of the contract and the laws that apply to the contract, control of the goods or service may be transferred over time or at a point in time. Control of the goods or service is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- 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 control of the goods or services transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods or service.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.12 收益確認

來自與客戶的合約收益於貨品或服務控制權轉移至客戶時確認，其金額反映本集團預期就交換該等貨品或服務而有權獲得之代價(不包括代表第三方收取的金額)。收益不包括增值稅或其他銷售稅，並已扣除任何貿易折扣。

貨品或服務的控制權是在一段時間內還是某一時點轉移，取決於合約的條款與適用於合約的法律規定。貨品或服務的控制權是在一段時間內轉移，倘本集團履約過程中：

- 提供客戶同時收到且消耗的所有利益；
- 產生或增強由客戶控制的資產(如本集團執行)；或
- 本集團不會產生具有可替代用途的資產，且本集團有權就累計至今已完成的履約部分進行收益確認。

倘貨品或服務的控制權在一段時間內轉移，參照在整個合約期間已完成履約義務的進度進行收益確認。否則，收益於客戶獲得貨品或服務控制權的該時點確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.12 Revenue recognition (Continued)

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amounts receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. For contracts where the period between the payment and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

##### (i) Sales of goods

Customers obtain control of the goods when the automated production related products are delivered to and have been accepted. Revenue is thus recognised upon when the customers accepted goods. There is generally only one performance obligation.

Some of the Group's contracts with customers from the sale of automated production related products provides customers a right of return (a right to exchange another product). These rights of return do not allow the returned goods to be refund in cash. The right of return gives rise to variable consideration. The variable consideration is estimated at contract inception and constrained until the associated uncertainty is subsequently resolved. The application of the constraint on variable consideration increases the amount of revenue that will be deferred.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.12 收益確認(續)

倘合約包含融資部分，就向客戶轉移貨品或服務為客戶提供重大融資利益超過一年，則收益於合約初期按應收款項的現值計量，並使用本集團與客戶間的單獨融資交易中反映的貼現率貼現。倘合約包含為本集團提供重大融資利益的融資部分，則根據該合約確認的收益包括按實際利率法計算的合約負債所產生的利息開支。就付款與約定貨品或服務轉移間隔一年或以下的合約而言，交易價格不會就重大融資部分的影響作出調整，並採用香港財務報告準則第15號切實可行的權宜方法。

##### (i) 貨品銷售

客戶於自動化生產相關產品交付及接納時獲得貨品控制權。因此，收益於客戶接納貨品時確認。履約義務通常僅有一項。

本集團部分自動化生產相關產品銷售之客戶合約向客戶提供退還權(更換另一種產品的權利)。該退還權不允許以現金方式退還退回貨品。退貨權產生可變代價。可變代價在合約開始時估計，並受限制，直到相關的不確定性隨後得到解決。對可變代價施加限制增加遞延收益金額。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.12 Revenue recognition (Continued)

##### (ii) Sales of properties

The Group develops and sells residential and commercial properties. Revenue is recognised when control over the property has been transferred to the customer.

The properties have generally no alternative use for the Group due to contractual restrictions. However, an enforceable right to payment does not arise until the control has passed to the customer. Therefore, revenue is recognised at a point in time when customer obtains control of completed properties. The control is transferred when the buyer obtains the physical possession of the completed property.

In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

##### (iii) Commission and brokerage income

Commission and brokerage income on dealings in securities and futures contracts are recognised as revenue when the relevant transactions have been arranged or the relevant services have been rendered.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.12 收益確認(續)

##### (ii) 物業銷售

本集團發展及出售住宅及商業物業。收益於物業的控制權轉移至客戶時確認。

由於合約限制，物業一般對本集團而言並無替代用途。然而，當控制權轉移到客戶時，方產生可強制收回款項的權利。因此，收益於客戶獲得已完工物業控制權的該時點確認。控制權於買方獲得已完工物業的實際管有權時轉移。

在確定交易價格時，如果融資部分的影響很大，本集團會對承諾的對價金額進行調整。

##### (iii) 佣金及經紀收入

證券及期貨合約交易的佣金及經紀收入在相關交易已經商定或相關服務已經提供時確認為收益。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.12 Revenue recognition (Continued)

##### (iv) Interest income

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

##### (v) Rental income

Rental income under operating leases is recognised on a straight-line basis over the term of the relevant lease.

##### (vi) Others

- Management fee income and performance fee income are recognised when services are rendered.
- Installation income and maintenance income are recognised when services are rendered.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.12 收益確認(續)

##### (iv) 利息收入

利息收入按實際利率乘以金融資產賬面總額計算，後續會發生信貸減值的金融資產除外。就信貸減值的金融資產而言，其利息收入是用實際利率乘以金融資產賬面淨額(經扣除虧損撥備)得出。

##### (v) 租金收入

經營租賃的租金收入在相關租賃期限內以直線法確認。

##### (vi) 其他

- 管理費收入及績效費收入於提供服務時確認。
- 安裝收入及維修收入於提供服務時確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.12 Revenue recognition (Continued)

##### (vi) Others (Continued)

- Revenue arising from property management services is recognised in the accounting period in which the services are rendered. The Group bills the customers for each month of service provided and recognises as revenue in the amount to which the Group satisfies performance obligations by transferring the services to its customers.

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primary responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue and all related property management costs as its cost of service. For property management services income from properties managed under commission basis, the Group only recognises the commission, which is calculated by fixed percentage of the costs involved in the management of the property units, as its revenue.

- Dividend income is recognised when the right to receive the dividend is established.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.12 收益確認(續)

##### (vi) 其他(續)

- 物業管理服務產生的收入在提供服務的會計期間確認。本集團就提供的服務每月向客戶開具賬單，並將本集團通過向其客戶轉讓服務而履行履約義務所獲金額確認為收益。

就按包幹制管理的物業所得物業管理服務收入而言，本集團作為主理人，主要負責向業主提供物業管理服務，本集團將已收或應收業主的費用確認為收益，並將所有相關物業管理成本確認為服務成本。對於佣金制管理的物業的物業管理服務收入，本集團僅將按物業單位管理成本的固定百分比計算的佣金確認為收入。

- 股息收入在確立股息收取權時確認。

#### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.12 Revenue recognition (Continued)

###### (vi) Others (Continued)

###### *Contract assets and liabilities*

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Contract asset is recognised when the Group has the right to consideration under the contracts with customer from the sale of automated production related products but not billed because the rights are conditioned on the Group's future performance in achieving specified milestones at the reporting date on the product certification. Any amount previously recognised as a contract asset is reclassified to trade receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

#### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

##### 4.12 收益確認(續)

###### (vi) 其他(續)

###### *合約資產及負債*

合約資產是指本集團為換取尚未無條件轉讓給客戶的服務而獲得對價的權利。相比之下，應收款項代表本集團無條件收取對價的權利，即只有經過一段時間才能支付該對價。

合約負債是指本集團因已向客戶收取對價(或應付對價金額)，而具有的向客戶轉讓服務的義務。

合約資產在以下情況下確認：本集團有權根據與客戶的合約從銷售貨品中考慮代價，但未開具賬單，因為該權利取決於本集團於報告日在實現特定里程碑時產品認證的未來表現。先前確認為合約資產的任何金額在向客戶開具發票時將重新分類為應收賬款。如果對價(包括從客戶收到的墊款)超過按產出法確認的收入，則本集團就差額確認合約負債。

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## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.13 Income taxes

Income taxes for the year comprise current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income tax.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill not deductible for tax purposes and initial recognition of assets and liabilities that are not part of the business combination which affect neither accounting nor taxable profits and at the time of transaction does not give rise to equal taxable and deductible temporary differences, taxable temporary differences arising on investments in subsidiaries and associates where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period, and reflects any uncertainty related to income taxes.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.13 所得稅

年內所得稅包括即期稅項及遞延稅項。

即期稅項乃基於日常業務的溢利或虧損，對就所得稅而言毋須課稅或不可扣減的項目作出調整，並採用已頒佈或實質上已頒佈的稅率計算。應付或應收即期稅項金額乃預期將支付或收取的稅項金額的最佳估計，該估計反映與所得稅有關的任何不確定性。

遞延稅項乃按就財務報告目的而言的資產及負債的賬面值與就稅務目的所用相應數值之間的暫時差額確認。除就稅項而言不可扣減的商譽及初步確認不屬於業務合併的一部分且不會影響會計或應課稅溢利且在交易時不會產生等額的應課稅及可扣減暫時差額的資產及負債外，投資附屬公司及聯營公司產生的應課稅暫時差額，倘本集團能控制暫時差額的撥回且暫時差額將極有可能不會於可見未來撥回，則就所有應課稅暫時差額確認遞延稅項負債。遞延稅項資產於有可能動用應課稅溢利抵銷可扣減暫時差額的情況下確認，惟可扣減暫時差額並非由初步確認於交易(而非業務合併)且不會影響應課稅溢利或會計溢利且在交易時不會產生等額應課稅及可扣減暫時差額的資產及負債而產生。遞延稅項乃按適用於變現或結算資產或負債賬面值的預期方式及於報告期末已頒佈或實質上已頒佈的稅率計量，並反映與所得稅有關的任何不確定性。



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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.13 Income taxes (Continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income tax levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

An exception to the general requirement in determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 Investment Property. Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.13 所得稅(續)

倘有可依法強制執行權利將即期稅項資產與即期稅項負債抵銷及倘彼等與同一稅務機構徵收的所得稅有關，且本集團擬按淨額基準結算其即期稅項資產及負債，則可抵銷遞延稅項資產及負債。

遞延稅項資產的賬面值乃於各報告日期進行檢討，並予以相應扣減，直至不再可能獲得足夠應課稅溢利可供收回全部或部份資產為止。

有關釐定計量遞延稅項金額所用適當稅率的一般規定有例外情況，即當投資物業為根據香港會計準則第40號「投資物業」按公平值列賬時。除非該假設被推翻，否則該等投資物業的遞延稅項金額乃使用該等投資物業於報告日期的賬面值出售時適用的稅率計量。當投資物業可予折舊，並於旨在隨時間消耗物業所包含的絕大部分經濟利益而非透過出售的業務模式內持有時，有關假設會被推翻。

所得稅乃於損益確認，惟倘所得稅與其他全面收益中確認的項目有關，在此情況下，稅項亦於其他全面收益中確認，或倘所得稅與直接於權益確認的項目有關，在此情況下，稅項亦直接於權益確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.14 Foreign currency

Transactions entered into by group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve (attributed to non-controlling interests as appropriate).

Exchange differences recognised in profit or loss of group entities separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.14 外幣

集團實體以其經營所在的主要經濟環境貨幣以外的貨幣進行的交易按交易發生時的匯率入帳。外幣貨幣資產及負債按報告期末的適用匯率換算。以外幣計值按公平值列賬的非貨幣項目按公平值釐定日期的現行匯率重新換算。以外幣歷史成本計量的非貨幣項目毋須重新換算。

結算與換算貨幣項目產生的匯兌差額於其產生期間於損益確認。重新換算按公平值列賬的非貨幣項目產生的匯兌差額計入期內損益，惟重新換算有關收益及虧損於其他全面收益內確認的非貨幣項目產生的差額除外，在此情況下，匯兌差額亦於其他全面收益內確認。

於綜合入賬時，海外業務的收支項目按年內的平均匯率換算為本集團的呈列貨幣(即港元)，惟匯率於期內大幅波動則除外，在此情況下，則使用與交易進行時所用匯率相若的匯率。海外業務的所有資產及負債按報告期末的匯率換算。所產生的匯兌差額(如有)於其他全面收益內確認，並於權益內累計為匯兌儲備(歸屬於非控股權益(如適用))。

於集團實體的個別財務報表的損益賬內確認的匯兌差額於換算長期貨幣項目(構成本集團於有關海外業務的淨投資的一部分)時重新歸類為其他全面收益，並於權益內累計為匯兌儲備。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.14 Foreign currency (Continued)

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of reporting period. Exchange differences arising are recognised in the exchange reserve.

#### 4.15 Employee benefits

##### (i) Short term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related service.

##### (ii) Defined contribution retirement plan

Contributions to defined contribution retirement plans are recognised as an expense in profit or loss when the services are rendered by the employees.

##### (iii) Termination benefits

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

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.14 外幣(續)

於出售海外業務時，就該業務截至出售日期而於匯兌儲備內確認的累計匯兌差額，乃重新分類至損益作為出售損益的一部分。

收購海外業務產生的已收購可識別資產之商譽及公平值調整，被視為該海外業務的資產及負債，並按報告期末的適用匯率換算。由此產生的匯兌差額於匯兌儲備確認。

#### 4.15 僱員福利

##### (i) 短期僱員福利

短期僱員福利乃指預計在僱員提供相關服務的年度呈報期末後十二個月以前將全數結付的僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務的年度內確認。

##### (ii) 界定退休供款計劃

本集團對界定退休供款計劃作出的繳款於僱員提供服務時於損益確認為開支。

##### (iii) 離職福利

離職福利乃於本集團不能撤回所提供的福利時及本集團確認涉及離職福利付款的重組成本時(以較早者為準)確認。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.16 Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- intangible assets; and
- investments in subsidiaries and associates.

If the recoverable amount (i.e. the greater of the fair value less costs of disposal and value in use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRS.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit (see note 4.4), discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.16 資產(非金融資產)減值

本集團於各報告期末審閱下列資產的賬面值，以確定是否有跡象顯示該等資產出現減值虧損或過往已確認的減值虧損是否已不存在或減少：

- 物業、廠房及設備；
- 無形資產；及
- 於附屬公司及聯營公司的投資。

資產的可收回金額(即公平值減出售成本與公平值減使用價值兩者的較高者)估計少於其賬面值時，則資產賬面值將減至其可收回金額。減值虧損隨即按開支確認，除非相關資產根據另一項香港財務報告準則按重估金額列賬，在此情況下，減值虧損被視為香港財務報告準則項下的重估減少。

倘其後撥回減值虧損，則將資產的賬面值增加至其經修訂的估計可收回金額，惟所增加的賬面值不得超過倘過往年度並無就資產確認減值虧損而原應釐定的賬面值。減值虧損撥回即時確認為收益，除非相關資產根據另一項香港財務報告準則按重估金額列賬，在此情況下，減值虧損撥回被視為香港財務報告準則項下的重估增加。

使用價值乃根據預期來自資產或現金產生單位(參見附註4.4)的估計未來現金流量計算，以可以反映貨幣時間價值的當前市場評估及資產或現金產生單位的特定風險的稅前貼現率貼現至其現值。

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION *(Continued)*

#### 4.17 Capitalisation of borrowing costs

Borrowing costs attributable directly to the acquisition, construction or production of qualifying assets which require a substantial period of time to be ready for their intended use or sale, are capitalised as part of the cost of those assets. Income earned on temporary investments of specific borrowings pending their expenditure on those assets is deducted from borrowing costs capitalised. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

#### 4.18 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

#### 4.19 Client trust bank balances

The Group maintains trust and segregated accounts with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group has classified the clients' monies as client trust bank balances under the current assets in the consolidated statement of financial position as the Group is allowed to retain some or all of the interest income on the clients' monies and recognised corresponding accounts payable to the respective customers in the current liabilities clients on grounds that it is liable for any loss or misappropriation of clients' monies. Under the Hong Kong Securities and Futures Ordinance (Cap. 571), the Group is not allowed to use the clients' monies to settle its own obligation.

### 4. 綜合財務報表之編製基準及重大會計政策資料 *(續)*

#### 4.17 借貸成本資本化

收購、興建或生產合資格資產（即需要長時間籌備方可作擬定用途或銷售的資產）直接應佔借貸成本將資本化為該等資產成本的一部分。特定借貸在用作該等資產開支前暫作投資所賺取的收入自己資本化的借貸成本扣除。所有其他借貸成本於其產生期間在損益確認。

#### 4.18 現金及現金等價物

綜合現金流量表中，現金及現金等價物包括手頭現金及活期存款，以及原有到期日為三個月或以內之其他短期高流通量投資。

#### 4.19 客戶信託銀行結餘

本集團於獲授權金融機構開設信託及隔離賬戶，以維持客戶於正常業務交易所產生之存款。本集團將客戶款項歸類為綜合財務狀況表流動資產項下的客戶信託銀行結餘，原因為本集團獲准保留客戶款項的部分或全部利息收入，並基於其對客戶款項的任何損失或挪用負責而確認應付流動負債賬戶內有關客戶的相應款項。根據香港證券及期貨條例（第571章），本集團不得動用客戶款項清償其自身債務。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.20 Fiduciary activities

Apart from the client trust bank balances as mentioned above, the Group provides brokerage and asset management services and the Group acts in a fiduciary capacity which results in the holding or placing of assets on behalf of its customers. These assets and any gains or losses arising thereon are not included in these consolidated financial statements as the Group has no contractual rights to these assets and its gains or losses under fiduciary activities.

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

#### (a) Critical judgements

##### (i) Assessment of fund investments as structured entities

Management has assessed whether the funds in which it invests should be classified as structured entities. Management has considered the voting rights and other similar rights afforded to investors in these funds, including the rights to remove the fund manager or redeem holdings. Judgement is made on an individual investment in each fund where the Group has ownership interest or acts as fund manager or both. Management has evaluated whether these rights of investors are the dominant factor in controlling the funds, or whether the contractual agreement with the fund manager is the dominant factor in controlling these funds. Management concluded that the Group had control over the funds.

### 4. 綜合財務報表之編製基準及重大會計政策資料(續)

#### 4.20 受託活動

除上文所述的客戶信託銀行結餘外，本集團提供經紀服務及資產管理服務，本集團在當中以受託人身份行事，以致須代其客戶持有或配售資產。該等資產及其所產生的任何收益或虧損不會計入該等綜合財務報表，原因為本集團對該等資產及其根據受託活動的收益或虧損概無合約權利。

### 5. 重要會計判斷及估計不確定性的主要來源

#### (a) 重要判斷

##### (i) 評估作為結構性實體的基金投資

管理層已評估其所投資的基金應否分類為結構性實體。管理層已考慮該等基金給予投資者的投票權及其他類似權利，包括將基金經理免職或贖回持股的權利。判斷乃基於每個由本集團擁有所有權權益、或作為基金經理行事、或兩者兼備的基金之個別投資而作出。管理層已評估投資者的該等權利是否為控制基金的主要因素或與基金經理訂立的合約協議是否為控制該等基金的主要因素。管理層的結論為本集團對該等基金具控制權。

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (a) Critical judgements (Continued)

##### (ii) Deferred tax for investment properties

For the purposes of measuring deferred tax liabilities or deferred tax assets arising from investment properties that are using the fair value model, the directors of the Company have reviewed the Group's investment property portfolios and concluded that the Group's investment properties situated in Hong Kong are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time rather than through sale whereas those situated in the Peoples Republic of China (the "PRC") are held under such a business model. Therefore, the presumption that the carrying amounts of investment properties are recovered entirely through sale is rebutted for properties situated in the PRC but is not rebutted for properties situated in Hong Kong. As a result, the Group has not recognised any deferred taxes on changes in fair value of these investment properties located in Hong Kong as the Group is not subject to any income tax on disposal of these investment properties. The presumption that the carrying amount of the Group's investment properties in the PRC is to recover through sale rather than through use has been rebutted and deferred tax on the changes in fair value is recognised according to the relevant tax rules.

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (a) 重要判斷 (續)

##### (ii) 投資物業之遞延稅項

就計量使用公平值模式之投資物業所產生之遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團之投資物業組合及確定本集團位於香港之投資物業並非根據隨時間而非透過銷售消耗該投資物業所包含之絕大部分經濟利益之商業模式而持有，而位於中華人民共和國（「中國」）之物業則根據有關業務模式持有。因此，就位於中國之物業而言，有關投資物業之賬面值乃全數透過銷售而收回之假設已被推翻，但就位於香港之物業而言則無被推翻。因此，本集團並無就該等位於香港之投資物業之公平值變動確認任何遞延稅項，原因是本集團毋須就出售該等投資物業繳付任何所得稅。有關本集團位於中國之投資物業之賬面值透過銷售而非透過使用收回之假設已被推翻，且與公平值變動有關之遞延稅項已根據相關稅務規則確認。

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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (a) Critical judgements (Continued)

##### (iii) Principal versus agent consideration

Significant judgements include determining whether the Group is acting as the principal in a transaction. The Group is a principal in a transaction if the Group obtains control of the products sold or services provided before they are transferred to customers. If control is unclear, when the Group is primarily obligated in a transaction, is subject to inventory risk, has latitude in establishing prices and selecting suppliers, or has several but not all of these indicators, the Group records revenues on a gross basis. Otherwise, the Group records the net amount earned as commissions from products sold or services provided.

#### (b) Key sources of estimation uncertainty

In addition to disclosed elsewhere in the consolidated financial statements, other key sources estimation uncertainty that have a significant risk of resulting a material adjustment to the carrying amounts of assets and liabilities within next financial period are as follows:

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (a) 重要判斷 (續)

##### (iii) 主理人與代理人的考量

重大判斷包括決定本集團是否作為交易的主理人。倘本集團向客戶轉讓產品或服務前控制所售出的產品或提供的服務，則本集團為交易的主理人。若不能確定控制權，於本集團在交易中承擔主要責任、承擔存貨風險、可自由訂立價格及選擇供應商或擁有若干但非全部該等指標時，本集團收益按總額入賬。否則，本集團將所賺取淨額入賬列為出售產品或提供服務的佣金。

#### (b) 估計不確定性之主要來源

除本綜合財務報表其他地方披露者外，有關估計不確定性之其他主要來源具有可導致資產與負債的賬面值於下一個財政期間內出現大幅調整之重大風險如下：



### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty

##### (i) Impairment of property, plant and equipment

The Group assesses whether there are any indicators of impairment for property, plant and equipment at the end of the reporting period. The property, plant and equipment are tested for impairment when there are indicators that the carrying amounts may not be recoverable. For the purposes of impairment testing, assets are allocated to its respective CGUs. Management judgement is required in the area of asset impairment particularly in assessing: (i) whether the carrying amount of an asset can be supported by the recoverable amount, being the higher of fair value less cost of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

As at 31 December 2023, the carrying amount of property, plant and equipment is approximately RMB479,882,000 (2022: RMB410,824,000), after taking into account the accumulated depreciation and impairment loss of approximately RMB176,095,000 (2022: RMB124,728,000) that have been recognised in the Group's consolidated statement of financial position.

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源

##### (i) 物業、廠房及設備的減值

本集團會於各報告期末評估物業、廠房及設備以及投資物業是否出現任何減值跡象。物業、廠房及設備在有跡象顯示賬面值可能無法收回時作出減值測試。就減值測試而言，資產分配予其各自的現金產生單位。管理層釐定資產減值須運用判斷，尤其為評估：(i) 可收回金額（即公平值減出售成本或使用價值後的金額）是否與資產賬面值相若；及(ii) 編製現金流量預測時將採用的適當關鍵假設，包括該等現金流量預測是否使用適當的折現比率。

於二零二三年十二月三十一日，計及已在本集團的綜合財務狀況表中確認的累計折舊及減值虧損約人民幣176,095,000元（二零二二年：人民幣124,728,000元），物業、廠房及設備的賬面值約為人民幣479,882,000元（二零二二年：人民幣410,824,000元）。

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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (ii) Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the CGU to which goodwill has been allocated. For the purposes of impairment testing, goodwill is allocated to its respective CGUs. Management judgement is required in the area of goodwill impairment particularly in assessing: (i) whether the carrying amount of an CGU can be supported by the recoverable amount, being the higher of fair value less cost of disposal or value in use; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

As at 31 December 2023, the carrying amount of goodwill is approximately RMB147,958,000 (2022: RMB147,958,000). Details of the recoverable amount calculation are disclosed in note 18(a).

##### (iii) Impairment allowances of financial assets and contract assets

The measurement of impairment losses of financial assets and contract assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances.

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源 (續)

##### (ii) 商譽減值

釐定商譽有否減值須估計獲分配商譽之現金產生單位之可收回金額。就減值測試而言，商譽被分配予其各自的現金產生單位。管理層須對商譽減值之範圍作出判斷，特別是評估：(i) 現金產生單位的賬面值是否能以可收回金額來支撐（即以公平值減出售成本或使用價值中的較高者為準）；及(ii) 編製現金流量預測時將採用的適當關鍵假設，包括該等現金流量預測是否使用適當的折現比率。

截至二零二三年十二月三十一日，商譽的賬面值約為人民幣147,958,000元（二零二二年：人民幣147,958,000元）。計算可收回金額之詳情於附註18(a)披露。

##### (iii) 金融資產及合約資產的減值撥備

計量金融資產及合約資產的減值虧損需要作出判斷，具體而言，釐定減值虧損及評估信貸風險大幅增加時，須估計未來現金流量及抵押品價值及時間。該等估計是由若干因素驅動，因素的變動會導致減值準備出現不同的結果。

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (iii) Impairment allowances of financial assets and contract assets (Continued)

At each reporting date, the Group assesses whether there has been a significant increase in credit risk for exposures since initial recognition by comparing the risk of default occurring over the expected life between the reporting date and the date of initial recognition. The Group considers reasonable and supportable information that is relevant and available without undue cost or effort for this purpose. This includes quantitative and qualitative information and also, forward-looking analysis. The information about the ECL and the Group's financial assets and contract assets are disclosed in note 44.1(b).

##### (iv) Estimates of current tax and deferred tax

The Group is mainly subject to income taxes in jurisdictions in PRC. There are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred income tax provisions in the period in which such determination is made.

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源 (續)

##### (iii) 金融資產及合約資產的減值撥備 (續)

於各報告日期，本集團會將通過對由報告日期至初步確認日期之間的預計年期內發生的違約風險進行比較，以評估自初步確認以來信貸風險是否有顯著增加。本集團就此考慮無需過度成本或努力即可獲得的合理並有支持的資料。這包括定量及定性資料，亦包括前瞻性分析。有關預期信貸虧損、本集團之金融資產及合約資產的資料於附註44.1(b)披露。

##### (iv) 即期稅項及遞延稅項的估計

本集團主要繳納中國司法權區的所得稅。於日常業務過程中有若干未能確定最終稅項的交易及計算。本集團根據對額外稅項是否將會到期的估計，確認預計稅務審核事宜的負債。倘該等事宜的最終稅務結果與初步記錄的金額不同，有關差異將影響作出釐定的期間內即期稅項及遞延所得稅的撥備。

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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (iv) Estimates of current tax and deferred tax

(Continued)

The Group is subject to land appreciation tax (“LAT”) in the PRC. However, the implementation and settlement of these taxes varies among various tax jurisdictions in cities of the PRC, and the Group has not finalised its LAT calculation and payments with any local tax authorities in the PRC. Accordingly, significant judgement is required in determining the amount of the land appreciation and its related taxes. The Group recognises these LAT based on managements best estimates according to the understanding of the tax rules, by using a single best estimate of the most likely outcome approach. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and deferred tax provisions in the periods in which such taxes have been finalised with local tax authorities.

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源 (續)

##### (iv) 即期稅項及遞延稅項的估計 (續)

本集團須繳付中國土地增值稅(「土地增值稅」)。然而，中國各城市不同稅務司法權區對有關稅項的執行及繳付的規定各異，而本集團尚未與中國任何地方稅務機關落實土地增值稅的計算及支付方法。因此，釐定土地增值及有關稅項時須作出重大判斷。本集團根據管理層按其對稅項規則的理解作出的最佳估計，確認該等土地增值稅所採用的是最可能結果下的單一最佳估計。最終稅項結果可能與初步記錄的金額有所差異，而有關差額將影響與地方稅務機關落實有關稅項期間的所得稅開支及遞延稅項撥備。

### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (v) Fair value of investment properties

Investment properties are stated at fair value based on the valuation performed by independent professional valuers. In determining the fair value, the valuers have based on a method of valuation which involves certain estimates of market condition. In relying on the valuation report, the directors of the Company have exercised their judgement and are satisfied that the assumptions used in the valuation are reflective of the current market conditions. Changes to these assumptions would result in changes in the fair values of the Group's investment properties and the corresponding adjustments to the amount of gain or loss reported in the consolidated statement of comprehensive income.

As at 31 December 2023, the carrying amount of investment properties is approximately HK\$5,465,774,000 (2022: HK\$3,471,220,000).

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源 (續)

##### (v) 投資物業的公平值

投資物業乃按獨立專業估值師進行之估值按公平值列賬。於釐定公平值時，估值師乃依據涉及若干市況估計之估值方法。於依賴估值報告時，本公司董事已行使其判斷並信納估值所用假設反映現時市況。該等假設之變動會導致本集團投資物業的公平值變動，並須對綜合全面收益表內呈報的收益或虧損金額作出相應調整。

於二零二三年十二月三十一日，投資物業之賬面值約為5,465,774,000港元(二零二二年：3,471,220,000港元)

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### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### (b) Key sources of estimation uncertainty (Continued)

##### (vi) Net realisable value of inventories of properties

Included in the consolidated statement of financial position at 31 December 2023 is inventories of properties with an aggregate carrying amount of approximately HK\$2,870,031,000 (2022: HK\$547,031,000), which is stated at the lower of the cost and net realisable value. Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the net realisable value of the underlying properties by reference to the estimated market prices of the properties under development and completed properties held for sale, which takes into account a number of factors including the recent selling price of the properties and the prevailing real estate market conditions in the PRC. If the actual net realisable values of the underlying inventories of properties are more or less than expected as a result of change in market condition and/or significant variation in the budgeted development costs, material reversal of or write-down may result. The directors of the Company estimate the costs to completion and costs necessary to make the sale by reference to the actual development cost of other similar completed projects of the Group.

As at 31 December 2023, the carrying amount of inventories of properties is approximately HK\$2,884,536,000 (2022: HK\$547,031,000).

### 5. 重要會計判斷及估計不確定性的主要來源 (續)

#### (b) 估計不確定性之主要來源 (續)

##### (vi) 物業存貨的可變現淨值

根據二零二三年十二月三十一日的綜合財務狀況表所載，物業存貨的總賬面值約為2,870,031,000港元(二零二二年：547,031,000港元)，其以成本與可變現淨值兩者中的較低者列示。根據本公司董事的經驗及相關資產的性質，本公司董事參考發展中物業及已完工持作出售物業的估計市價，並經考慮諸如有關物業的最近售價以及中國現行房地產市場狀況，決定相關物業的可變現價值淨額。倘市況變動及／或預算發展成本出現重大變動而令相關物業存貨之實際可變現淨值高於或低於預期，或會導致重大撥回或撇減。本公司董事乃參考本集團其他類似完工項目之實際發展成本估測完工成本及須作銷售的成本。

於二零二三年十二月三十一日，物業存貨之賬面值約為2,884,536,000港元(二零二二年：547,031,000港元)

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors of the Company that make strategic decisions.

The reportable segments were classified as follows:

- Automation segment represents the trading of automated production related equipment trading business in Hong Kong and the PRC;
- Financial Services segment represents regulated business activities in respective to financial services under the Hong Kong Securities and Future Ordinance (SFO) in Hong Kong;
- Property Investment and Development segment represents the properties investment activities, property development project, hotel and restaurant operations and provision of construction works in Hong Kong and the PRC; and
- Securities Investment segment represents the investment activities through direct investments in listed and unlisted securities.

### 6. 分部資料

經營分部的報告方式應與提供予主要經營決策者的內部報告一致。主要經營決策者負責分配資源及評估經營部門的績效，被識別為本公司執行戰略決策的執行董事。

可報告分部乃劃分為如下：

- 自動化分部指於香港及中國經營自動化生產相關設備之貿易業務；
- 金融服務分部指根據香港證券及期貨條例下與金融服務有關的受規管業務活動；
- 物業投資及發展分部指於香港及中國進行物業投資活動、物業發展項目、酒店和餐館經營及提供建築工程；及
- 證券投資分部指通過直接投資上市和非上市證券進行的投資活動。

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION (Continued)

The revenue from external parties is measured in a manner consistent with that in the consolidated financial statements.

Inter-segment pricing is based on similar terms as those available to other external parties.

Revenue from Automation segment are derived from the sales of automated production related products net of returns and installation and maintenance income. Revenue from Securities Investment segment is derived from realised and unrealised gains/(losses) of financial assets at FVTPL and commission income on dealing in securities. Revenue from Financial Services segment includes commission and brokerage income on dealings in securities and future contracts, interest income from money lending, management fee and performance fee income from financial services. Revenue from Property Investment and Development segment is derived from the sale of properties, rental income and property management income.

The CEO assesses the performance of the operating segments based on a measure of operations, which is in a manner consistent with that of the consolidated financial statements. The measurement of segment results excludes the effect of unallocated corporate income and expenses, as these type of activities are managed by central finance and accounting function, which manages the working capital of the Group. In addition, share of results of associates, impairment losses on financial assets and contract assets, gain on bargain purchase from acquisition of a subsidiary, recovery of impairment losses on financial assets arising from acquisition of a subsidiary are not allocated to segments.

### 6. 分部資料 (續)

外來方收益以與綜合財務報表一致的方式計量。

分部間定價乃基於向其他外界人士提供的類似條款。

自動化分部之收益來自於銷售自動化生產相關產品的收益淨額以及安裝及維護收入。證券投資分部所得收益來自按公平值計入損益的金融資產的已實現和未實現收益／(虧損)及證券交易佣金收入。金融服務分部所得收益包括證券及期貨合約交易的佣金及經紀收入、放債產生的利息收入、金融服務產生的管理費收入和績效費收入。物業投資及發展分部所得收益來自物業銷售、租金收入及物業管理收入。

首席執行官根據經營計量評估經營分部的表現，其方式與綜合財務報表一致。分部業績的計量不包括未分配企業收入及支出的影響，因該類活動由中央財務及會計職能管理，該職能管理本集團的營運資金。此外，應佔聯營公司的業績、金融資產及合約資產的減值虧損、收購附屬公司產生的議價購買收益、收購附屬公司產生的金融資產減值虧損收回未分配至分部。



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### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results

		Automation	Financial Services	Property Investment and Development	Securities Investment	Total
		自動化	金融服務	物業投資及發展	證券投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Year ended 31 December 2023</b>	截至二零二三年十二月三十一日止年度					
<b>Revenue</b>	收益	440,433	40,526	360,068	(84,445)	756,582
<b>Inter-segment revenue</b>	分部間收益	(8,586)	(2,347)	(5,381)	-	(16,314)
<b>Revenue from external customers</b>	來自外部客戶的收益	431,847	38,179	354,687	(84,445)	740,268
<b>Segment results</b>	分部業績	12,598	(70,531)	(249,479)	(86,120)	(393,532)
Share of results of associates	應佔聯營公司的業績					(18,472)
Unallocated impairment losses on financial assets and contract assets – net	未分配的金融資產及合約資產減值虧損 – 淨額					(252,640)
Unallocated other gains – net	未分配的其他收益 – 淨額					1,802
Unallocated other income	未分配的其他收入					1,158
Unallocated administrative expenses	未分配的行政費用					(33,128)
Unallocated finance costs – net	未分配的財務成本 – 淨額					48,779
Gain on bargain purchase from acquisition of a subsidiary	收購一間附屬公司產生的議價收購收益					550,515
Recovery of impairment losses on financial assets arising from acquisition of a subsidiary	收購一間附屬公司產生的金融資產減值虧損收回					163,615
<b>Profit before income tax</b>	除所得稅前溢利					68,097

### 6. 分部資料 (續)

#### 分部收益及業績

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

		Automation	Financial Services	Property Investment and Development 物業投資及發展	Securities Investment	Total
		自動化 HK\$'000 千港元	金融服務 HK\$'000 千港元	投資及發展 HK\$'000 千港元	證券投資 HK\$'000 千港元	總計 HK\$'000 千港元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Revenue	收益	574,660	49,650	261,162	(70,033)	815,439
Inter-segment revenue	分部間收益	-	(2,170)	(1,880)	-	(4,050)
Revenue from external customers	來自外部客戶的收益	574,660	47,480	259,282	(70,033)	811,389
Segment results	分部業績	25,655	(118,439)	(82,400)	(71,192)	(246,376)
Share of results of associates	應佔聯營公司的業績					(109,490)
Unallocated impairment losses on financial assets and contract assets – net	未分配的金融資產及合約資產減值虧損 – 淨額					(254,080)
Unallocated other gains – net	未分配的其他收益 – 淨額					53,742
Unallocated other income	未分配的其他收入					604
Unallocated administrative expenses	未分配的行政費用					(47,923)
Unallocated finance costs – net	未分配的財務成本 – 淨額					95,563
Loss before income tax	除所得稅前虧損					(507,960)

The Group's revenue derived from external customers located in Hong Kong and the PRC, is approximately HK\$287,734,000 (2022: HK\$472,652,000) and approximately HK\$551,569,000 (2022: HK\$529,629,000) respectively. The remaining balances of the Group's revenue represented securities trading in Financial Services segment and Securities Investment segment, represents securities investment loss of approximately HK\$99,035,000 (2022: HK\$190,892,000).

### 6. 分部資料 (續)

#### 分部收益及業績 (續)

本集團來自位於香港及中國的外部客戶收益分別約為287,734,000港元(二零二二年: 472,652,000港元)及約551,569,000港元(二零二二年: 529,629,000港元)。本集團收益餘額為金融服務分部及證券投資分部的證券交易, 證券投資的虧損約為99,035,000港元(二零二二年: 190,892,000港元)。

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION (Continued)

#### Other segment information

		Automation	Financial Services	Property Investment and Development	Securities Investment	Unallocated	Total
		自動化	金融服務	物業投資及發展	證券投資	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
<b>Year ended 31 December 2023</b>	<b>截至二零二三年十二月三十一日止年度</b>						
Depreciation and amortisation	折舊及攤銷	2,605	4,539	48,267	112	705	56,228
Reversal of/(provision for) impairment losses on financial assets and contracts assets	金融資產及合約資產的減值虧損撥回/(撥備)	362	(124,573)	(6,107)	(1)	(252,639)	(382,958)
Write-down of inventories of properties	物業存貨撇減	-	-	(170,009)	-	-	(170,009)
Finance income	財務收入	2,573	-	269	170	79,442	82,454
Finance costs	財務成本	(1,671)	(4,548)	-	(76,633)	(30,663)	(113,515)
Finance income/(costs) – net	財務收入/(成本) – 淨額	902	(4,548)	269	(76,463)	48,779	(31,061)
Additions to/(disposal of) non-current assets (other than financial assets and deferred tax assets)	非流動資產添置/(出售) (金融資產及遞延稅項資產除外)	821	1,190	171,478	(10)	-	173,499

### 6. 分部資料 (續)

#### 其他分部資料

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## 綜合財務報表附註

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### 6. SEGMENT INFORMATION (Continued)

#### Other segment information (Continued)

		Automation	Financial Services	Property Investment and Development	Securities Investment	Unallocated	Total
		自動化	金融服務	物業投資及發展	證券投資	未分配	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度						
Depreciation and amortisation	折舊及攤銷	3,838	17,501	24,189	132	729	46,389
(Provision for)/reversal of impairment losses on financial assets and contracts assets	金融資產及合約資產的減值虧損(撥備)/撥回	(4,922)	(30,012)	-	5,193	(254,080)	(283,821)
Written off of loans and advances	貸款及墊款撇銷	-	53,397	-	-	-	53,397
Written off of intangible assets	無形資產撇銷	-	8,100	-	-	-	8,100
Write-down of inventories of properties	物業存貨撇減	-	-	106,203	-	-	106,203
Finance income	財務收入	423	4,915	263	2,408	131,626	139,635
Finance costs	財務成本	(480)	(5,649)	(55,369)	(526)	(36,063)	(98,087)
Finance income/(costs) – net	財務收入/(成本) – 淨額	(57)	(734)	(55,106)	1,882	95,563	41,548
Additions to non-current assets (other than financial assets and deferred tax assets)	非流動資產添置(金融資產及遞延稅項資產除外)	9,608	3,507	168,023	-	-	181,138

#### Segment assets and liabilities

The information provided to the CEO with respect to total assets and liabilities are measured in a manner consistent with that of the consolidated financial statements. Segment assets comprise all assets exclude assets held by head office and the inactive subsidiaries and other unallocated assets that are not directly attributable to the reportable segments. Segment liabilities comprise all liabilities exclude liabilities held by head office and the inactive subsidiaries and other unallocated liabilities that are not directly attributable to the reportable segments.

### 6. 分部資料(續)

#### 其他分部資料(續)

#### 分部資產及負債

提呈予首席執行官有關資產及負債總值的資料按與綜合財務報表相符的方式計量。分部資產包括所有資產，但不包括總部及不活躍附屬公司持有的資產以及其他未直接歸屬於可報告分部的未分配資產。分部負債包括所有負債，但不包括總部及非活躍附屬公司持有的負債以及其他未直接歸屬於可報告分部的未分配負債。

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### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

The total amount of non-current assets (other than financial assets and deferred tax assets) located in the PRC and Hong Kong is approximately HK\$5,604,113,000 (2022: HK\$3,480,867,000) and approximately HK\$590,273,000 (2022: HK\$688,409,000) respectively.

Reportable segment assets and liabilities are reconciled to total assets and total liabilities as follows:

### 6. 分部資料 (續)

#### 分部資產及負債 (續)

於中國及香港，非流動資產（金融資產及遞延稅項資產除外）總金額分別約為5,604,113,000港元（二零二二年：3,480,867,000港元）及590,273,000港元（二零二二年：688,409,000港元）。

可報告分部資產及負債與資產總值及負債總額的對賬如下：

		Automation	Financial Services	Property Investment and Development	Securities Investment	Total
		自動化	金融服務	物業投資及發展	證券投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>As at 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>					
<b>Segment assets</b>	<b>分部資產</b>	<b>480,448</b>	<b>729,356</b>	<b>9,487,929</b>	<b>22,305</b>	<b>10,720,038</b>
Unallocated assets:	未分配資產：					
Property, plant and equipment	物業、廠房及設備					2,076
Investments in associates	於聯營公司的投資					97,529
Financial assets at FVOCI	按公平值計入其他全面收益之金融資產					10,019
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項					16,711
Loans and advances	貸款及墊款					35,238
Cash and cash equivalents	現金及現金等價物					761,522
<b>Total assets</b>	<b>資產總值</b>					<b>11,643,133</b>
<b>Segment liabilities</b>	<b>分部負債</b>	<b>148,933</b>	<b>134,831</b>	<b>3,279,947</b>	<b>22,483</b>	<b>3,586,194</b>
Unallocated liabilities:	未分配負債：					
Accruals and other payables	應計費用及其他應付款項					26,128
Borrowings	借貸					927,748
Deferred tax liabilities	遞延稅項負債					3,811
<b>Total liabilities</b>	<b>負債總額</b>					<b>4,543,881</b>

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### 6. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

		Automation	Financial Services	Property Investment and Development	Securities Investment	Total
		自動化	金融服務	物業投資及發展	證券投資	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
As at 31 December 2022	於二零二二年十二月三十一日					
Segment assets	分部資產	483,183	1,133,537	4,559,282	223,219	6,399,221
Unallocated assets:	未分配資產：					
Property, plant and equipment	物業、廠房及設備					1,998
Investments in associates	於聯營公司的投資					135,985
Financial assets at FVOCI	按公平值計入其他全面收益之金融資產					15,441
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項					212
Loans and advances	貸款及墊款					1,324,559
Cash and cash equivalents	現金及現金等價物					63,099
Total assets	資產總值					7,940,515
Segment liabilities	分部負債	140,618	194,796	1,712,927	20,748	2,069,089
Unallocated liabilities:	未分配負債：					
Accruals and other payables	應計費用及其他應付款項					77,323
Borrowings	借貸					678,868
Deferred tax liabilities	遞延稅項負債					3,811
Total liabilities	負債總額					2,829,091

### 6. 分部資料 (續)

#### 分部資產及負債 (續)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 6. SEGMENT INFORMATION (Continued)

Disaggregation of the Group's revenue from major products or service lines:

### 6. 分部資料 (續)

本集團來自主要產品或服務線之收益明細：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Revenue:</b>	<b>收益：</b>		
<i>Revenue from contracts with customers within the scope of HKFRS 15</i>	香港財務報告準則第15號範圍內之來自與客戶的合約收益		
– Sale of goods	– 商品銷售	413,499	558,509
– Sale of properties	– 物業銷售	196,149	112,704
– Installation and maintenance income	– 安裝及維護收入	4,653	5,011
– Commission and brokerage income	– 佣金及經紀收入	12,992	38,884
– Management fee and performance fee income	– 管理費及績效費收入	533	25,261
– Others	– 其他	1,579	1,569
		<b>629,405</b>	741,938
<i>Revenue from other sources</i>	其他來源之收益		
– Securities investment loss	– 證券投資虧損	(99,035)	(190,892)
– Interest income	– 利息收入	42,925	111,836
– Rental income	– 租金收入	166,973	148,507
		<b>110,863</b>	69,451
<b>Total revenue</b>	<b>總收益</b>	<b>740,268</b>	811,389
<b>Timing of revenue recognition</b>	<b>收益確認時間</b>		
At a point in time	於某一時間點	624,219	711,666
Transferred over time	隨時間轉移	5,186	30,272
		<b>629,405</b>	741,938





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## 綜合財務報表附註

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### 8. PROFIT/(LOSS) FOR THE YEAR

Profit/(loss) for the year is stated after charging/(crediting):

### 8. 年內溢利／（虧損）

年內溢利／（虧損）乃經扣除／（計入）後列示：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Auditor's remuneration	核數師酬金		
– Audit services	– 核數服務	3,328	2,200
Cost of inventories and inventories of properties recognised as expenses	確認為開支的存貨及物業存貨成本	563,394	573,233
Amortisation of intangible assets	無形資產攤銷	48	6,359
Depreciation of property, plant and equipment	物業、廠房及設備折舊	56,180	40,030
Directors and chief executives emoluments (Note 11)	董事及行政總裁之酬金（附註11）	6,399	7,448
Employee benefit expenses (Note 9)	僱員福利開支（附註9）	94,164	88,123
Foreign exchange loss	外匯虧損	22,462	60,440
Short-term lease expenses	短期租賃費用	2,535	6,234
Written off of loans and advances	貸款及墊款撇銷	–	53,397
Written off of intangible assets	無形資產撇銷	–	8,100
Write-down of inventories of properties	物業存貨撇減		
– properties under development	– 發展中物業	54,229	–
– completed properties held for sale	– 已完工持作出售物業	115,780	106,203
		<b>170,009</b>	106,203
Impairment losses/(reversal of impairment losses) on financial assets and contract assets - net:	金融資產及合約資產的減值虧損／（減值虧損撥回）- 淨額：		
– receivables from non-controlling interest (Note 26)	– 非控股權益應收賬款（附註26）	16,168	–
– loans and advances (Note 23)	– 貸款及墊款（附註23）	351,386	292,567
– trade receivables (Note 24)	– 應收貿易賬款（附註24）	10,022	189
– other receivables (Note 26)	– 其他應收款項（附註26）	5,413	(8,925)
– contract assets (Note 25)	– 合約資產（附註25）	(31)	(10)
		<b>382,958</b>	283,821

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### 9. EMPLOYEE BENEFIT EXPENSES (EXCLUDING BENEFITS AND INTERESTS OF DIRECTORS)

### 9. 員工福利開支(不包括董事福利及權益)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Wages and salaries	工資及薪酬	84,772	77,836
Other employee benefits	其他員工福利	2,029	2,638
Pension costs-defined contribution plans and social security costs	退休金成本 – 定額供款計劃及社會保障成本	7,363	7,649
		<b>94,164</b>	88,123

(i) The Group has arranged for its Hong Kong employees to join the Mandatory Provident Fund Scheme (the “MPF Scheme”), which is a defined contribution scheme managed by an independent trustee. Under the MPF Scheme, each of the subsidiaries operating in Hong Kong (the employer) and its Hong Kong employees make monthly contributions to the scheme at 5% of the employees’ earnings as defined under the Mandatory Provident Fund legislation. The monthly contributions of each of the employer and the employee are subject to a cap of HK\$1,500 and thereafter contributions are voluntary.

(i) 本集團已安排其香港僱員參加強制性公積金計劃(「強積金計劃」)，其為由獨立受託人管理的定額供款計劃。根據強積金計劃，於香港營運的各附屬公司(僱主)與其每名香港僱員須各自每月向計劃作出相等於僱員入息(定義見強制性公積金法例)5%的供款。僱主與僱員各自的每月供款均以1,500港元為上限，而超出上限的供款則屬自願性質。

(ii) As stipulated by the rules and regulations in the PRC, the subsidiaries operating in the PRC contribute to state-sponsored retirement plans for its employees. These subsidiaries are required to contribute certain percentage of the employees’ basic salaries and has no further obligations for the actual payment of pensions or post- retirement benefits beyond the contributions. The state-sponsored retirement plans are responsible for the entire pension obligations payable to the retired employees.

(ii) 中國的規則及規例訂明，於中國營運的附屬公司為其僱員向國家營辦之退休計劃作出供款。該等附屬公司必須繳納若干比例的員工基本薪酬，且除供款外，並無實際支付退休金或退休後福利的任何其他責任。國家營辦之退休計劃負責支付應付予已退休僱員之全部退休金。

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### 9. EMPLOYEE BENEFIT EXPENSES (EXCLUDING BENEFITS AND INTERESTS OF DIRECTORS)

(Continued)

#### (iii) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group include one director (2022: two directors), whose emoluments are reflected in the analysis presented in note 11. The emoluments payable to the remaining four individuals (2022: three individuals) during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Basic salaries, bonuses, other allowances and benefits in kind	基本薪金、花紅、其他津貼及實物利益	5,158	5,534
Bonuses	花紅	2,653	2,481
Retirement benefit-defined contribution scheme	退休福利 – 定額供款計劃	155	149
		<b>7,966</b>	<b>5,683</b>

The emoluments fell within the following bands:

		Number of individuals 人數	
		2023 二零二三年	2022 二零二二年
Emolument bands	酬金範疇		
HK\$1,500,001-HK\$2,000,000	1,500,001 港元 至 2,000,000 港元	3	2
HK\$2,000,001-HK\$2,500,000	2,000,001 港元 至 2,500,000 港元	1	1

No inducement for joining the Group or compensation for loss of office was paid or payable to any five highest paid individuals during the year (2022: nil).

### 9. 員工福利開支(不包括董事福利及權益)(續)

#### (iii) 五名最高薪人士

本集團五名最高薪人士包括一名董事(二零二二年:兩名董事),其酬金已於附註11呈列的分析反映。於年內應付予餘下四名人士(二零二二年:三名人士)的酬金載列如下:

酬金屬於以下範疇:

於年內,本集團並無已付或應付獎勵款項予任何五名最高薪人士,作為吸引彼等加入本集團的禮聘或作為離職的補償(二零二二年:無)。

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## 綜合財務報表附註

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### 10. FINANCE COSTS – NET

### 10. 財務成本 – 淨額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finance income:	財務收入：		
– Interest income on bank deposits	– 銀行存款利息收入	35,608	1,222
– Interest income on financial assets at amortised cost	– 按攤銷成本計量的金融資產之利息收入	26,185	138,413
		<b>61,793</b>	139,635
Finance costs:	財務成本：		
– Bank loans	– 銀行貸款	(9,273)	(53,294)
– Obligation under repurchase agreements	– 回購協議下的承擔	–	(2,799)
– Corporate bonds	– 公司債券	(16,477)	(30,396)
– Other loans	– 其他貸款	(66,484)	(8,959)
– Lease liabilities	– 租賃負債	(620)	(2,639)
		<b>(92,854)</b>	(98,087)
Finance costs – net	財務成本 – 淨額	<b>(31,061)</b>	41,548

Note:

- (a) The weighted average capitalisation rate for the year on borrowings is at a rate of 7.1% (2022: nil) per annum.

附註：

- (a) 年內借款的加權平均資本化率為每年7.1% (二零二二年：零)。

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## 綜合財務報表附註

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### 11. BENEFITS AND INTERESTS OF DIRECTORS

#### Directors and chief executive's emoluments

The remuneration of each director and the chief executive of the Company paid/payable by the Group for the year ended 31 December 2023 is set out below:

Name of directors	董事名稱	Fees 袍金 HK\$'000 千港元	Salaries allowances and benefit in kind (Note a)	Discretionary bonuses (Note b)	Employer's contribution to pension scheme	Total 總計 HK\$'000 千港元
			薪酬、津貼及實物福利 (附註 a) HK\$'000 千港元	酌情花紅 (附註 b) HK\$'000 千港元	僱主退休金計劃供款 HK\$'000 千港元	
<b>Executive directors</b>						
	<b>執行董事</b>					
Huang Wansheng (Note c)	黃萬勝 (附註 c)	418	442	-	-	860
Yao Jianhui (Note d)	姚建輝 (附註 d)	182	1,716	-	39	1,937
Li Minbin	李敏斌	540	1,395	93	144	2,172
Huang Wei (Note e)	黃煒 (附註 e)	210	-	-	-	210
<b>Non-executive director</b>						
	<b>非執行董事</b>					
Zhang Chi	張弛	312	195	-	68	575
<b>Independent non-executive directors</b>						
	<b>獨立非執行董事</b>					
Wong Chun Bong (Note f)	王振邦 (附註 f)	245	-	-	-	245
Lee Kwok On, Matthew (Note g)	李國安 (附註 g)	210	-	-	-	210
Zhao Yiz	趙伊子	120	-	-	-	120
Zhang Juan (Note h)	張娟 (附註 h)	50	-	-	-	50
Chan Manwell (Note i)	陳文偉 (附註 i)	20	-	-	-	20
		<b>2,307</b>	<b>3,748</b>	<b>93</b>	<b>251</b>	<b>6,399</b>

Notes:

- Being salaries, allowances and benefits in kind paid or payable in connection with the management of the affairs of the Company and its subsidiaries
- Discretionary bonuses are determined on the performance of the employees
- Appointed on 20 April 2023
- Resigned on 20 April 2023
- Resigned on 31 July 2023
- Resigned on 31 July 2023
- Resigned on 31 July 2023
- Appointed on 1 August 2023
- Appointed on 1 November 2023

附註：

- 與本公司及其附屬公司的事務管理有關的已付或應付薪金、津貼或實物福利
- 酌情花紅根據僱員的表現來決定
- 於二零二三年四月二十日獲委任
- 於二零二三年四月二十日辭任
- 於二零二三年七月三十一日辭任
- 於二零二三年七月三十一日辭任
- 於二零二三年七月三十一日辭任
- 於二零二三年八月一日獲委任
- 於二零二三年十一月一日獲委任

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 11. BENEFITS AND INTERESTS OF DIRECTORS

(Continued)

#### Directors and chief executive's emoluments (Continued)

The remuneration of each director and the chief executive of the Company paid/payable by the Group for the year ended 31 December 2022 is set out below:

Name of directors	董事名稱	Fees	Salaries	Discretionary	Employer's	Total
			allowances and benefit in kind (Note a)		bonuses (Note b)	
		袍金	薪酬、津貼及實物福利 (附註 a)	酌情花紅 (附註 b)	僱主退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors</b>						
<b>執行董事</b>						
Yao Jianhui	姚建輝	600	1,677	-	29	2,306
Li Minbin	李敏斌	540	1,444	213	149	2,346
Huang Wei	黃煒	360	-	-	-	360
Lau Wan Po (Note c)	劉雲浦 (附註 c)	330	502	-	5	837
<b>Non-executive director</b>						
<b>非執行董事</b>						
Zhang Chi	張弛	312	210	-	73	595
<b>Independent non-executive directors</b>						
<b>獨立非執行董事</b>						
Wong Chun Bong	王振邦	420	-	-	-	420
Lee Kwan Hung (Note d)	李均雄 (附註 d)	195	-	-	-	195
Lee Kwok On, Matthew	李國安	360	-	-	-	360
Zhao Yizi (Note e)	趙伊子 (附註 e)	29	-	-	-	29
		3,146	3,833	213	256	7,448

Notes:

- (a) Being salaries, allowances and benefits in kind paid or payable in connection with the management of the affairs of the Company and its subsidiaries
- (b) Discretionary bonuses are determined on the performance of the employees
- (c) Resigned on 7 March 2022
- (d) Resigned on 17 July 2022
- (e) Appointed on 3 October 2022

### 11. 董事福利及權益 (續)

#### 董事及行政總裁之酬金 (續)

截至二零二二年十二月三十一日止年度，本集團已付／應付的本公司每名董事及行政總裁的薪酬如下：

Name of directors	董事名稱	Fees	Salaries	Discretionary	Employer's	Total
			allowances and benefit in kind (Note a)		bonuses (Note b)	
		袍金	薪酬、津貼及實物福利 (附註 a)	酌情花紅 (附註 b)	僱主退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Executive directors</b>						
<b>執行董事</b>						
Yao Jianhui	姚建輝	600	1,677	-	29	2,306
Li Minbin	李敏斌	540	1,444	213	149	2,346
Huang Wei	黃煒	360	-	-	-	360
Lau Wan Po (Note c)	劉雲浦 (附註 c)	330	502	-	5	837
<b>Non-executive director</b>						
<b>非執行董事</b>						
Zhang Chi	張弛	312	210	-	73	595
<b>Independent non-executive directors</b>						
<b>獨立非執行董事</b>						
Wong Chun Bong	王振邦	420	-	-	-	420
Lee Kwan Hung (Note d)	李均雄 (附註 d)	195	-	-	-	195
Lee Kwok On, Matthew	李國安	360	-	-	-	360
Zhao Yizi (Note e)	趙伊子 (附註 e)	29	-	-	-	29
		3,146	3,833	213	256	7,448

附註：

- (a) 與本公司及其附屬公司的事務管理有關的已付或應付薪金、津貼或實物福利
- (b) 酌情花紅根據僱員的表現來決定
- (c) 於二零二二年三月七日辭任
- (d) 於二零二二年七月十七日辭任
- (e) 於二零二二年十月三日獲委任

### 11. BENEFITS AND INTERESTS OF DIRECTORS

*(Continued)*

#### Directors and chief executive's emoluments *(Continued)*

For the year ended 31 December 2023, there were no arrangements under which a director waived or agreed to waive any emoluments. No inducement for joining the Group or compensation for loss of office was paid or payable to any directors during the year (2022: same).

The remuneration shown represented remuneration received from the Group by these directors in their capacity as employee to the Group and/or in their capacity as directors of the Company.

During the year ended 31 December 2023, the Group does not pay consideration to any third parties for making available directors services (2022: Nil).

As at 31 December 2023, there is no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and connected entities with such directors (2022: Nil).

Save as disclosed in note 46, no significant transactions, arrangements and contracts in relation to the Group's business to which the Group 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 (2022: Nil).

### 11. 董事福利及權益 (續)

#### 董事及行政總裁之酬金 (續)

截至二零二三年十二月三十一日止年度，概無董事放棄或同意放棄任何酬金的安排。於年內，本集團並無已付或應付獎勵款項予任何董事，作為吸引彼等加入本集團或作為離職的補償（二零二二年：相同）。

上述酬金指該等董事身為本集團僱員及／或身為本公司董事身份收取本集團的酬金。

截至二零二三年十二月三十一日止年度，本集團並無就提供董事服務向任何第三方支付代價（二零二二年：無）。

於二零二三年十二月三十一日，概無以董事、董事之受控制法團及關聯實體為受益人之貸款、準貸款或其他交易安排（二零二二年：無）。

除附註46所披露者外，本集團概無訂立與本集團業務有關，而本公司董事直接或間接擁有重大權益且於年末或年內任何時間存在之重大交易、安排及合約（二零二二年：無）。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 12. INCOME TAX EXPENSE

Income tax has been recognised in profit or loss as following:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Current tax</b>	<b>即期稅項</b>		
– Hong Kong Profits Tax	– 香港利得稅	7,931	4,504
– PRC enterprise income tax	– 中國企業所得稅	1,581	2,097
– PRC LAT	– 中國土地增值稅	13,388	30,628
		<b>22,900</b>	37,229
(Over)/under provision in prior years	過往年度(超額撥備)/撥備不足	(18)	4,618
		<b>22,882</b>	41,847
<b>Deferred tax (Note 33)</b>	<b>遞延稅項(附註33)</b>	<b>(10,066)</b>	(12,455)
		<b>12,816</b>	29,392

Hong Kong Profits Tax has been provided at the rate of 16.5% on the estimated assessable profit for the year (2022:16.5%), except for one subsidiary of the Company which is a qualifying corporation under the two-tiered Profits Tax rate regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%.

The statutory income tax rate applicable to the subsidiaries operating in the PRC is 25% (2022: 25%).

LAT is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including leasehold land payments and all property development expenditures. The Group has estimated the tax provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations.

### 12. 所得稅開支

所得稅已於損益中確認如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	7,931	4,504
	1,581	2,097
	13,388	30,628
	<b>22,900</b>	37,229
	(18)	4,618
	<b>22,882</b>	41,847
	<b>(10,066)</b>	(12,455)
	<b>12,816</b>	29,392

本年度香港利得稅撥備按估計應課稅溢利的16.5%(二零二二年:16.5%)計算,惟本公司的其中一間附屬公司為符合利得稅兩級稅率制度下的合資格法團。該附屬公司的應課稅溢利的首二百萬港元按8.25%的稅率徵稅,其餘應課稅溢利按16.5%的稅率徵稅。

於中國經營的附屬公司的法定稅率為25%(二零二二年:25%)。

土地增值稅乃按土地價格增值額30%至60%的累進稅率計算,增值額為銷售物業所得款項減除租賃土地付款以及所有物業發展開支等可扣稅開支。本集團已根據中國相關稅務法律及法規所訂明的規定估計土地增值稅稅項撥備。



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 12. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to profit/(loss) before income tax in the consolidated statement of comprehensive income at applicable tax rates as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit/(Loss) before income tax	除所得稅前溢利／(虧損)	68,097	(507,960)
Tax calculated at domestic tax rates applicable in the respective jurisdictions	按適用於相關司法權區之當地稅率計算之稅項	14,529	(98,653)
Tax effect of revenue not taxable for tax purposes	毋須納稅收益之稅務影響	(178,073)	(32,275)
Tax effect of expenses not deductible for tax purposes	不可用作扣稅開支之稅務影響	84,458	99,511
Tax effect of share of results of associates	分佔聯營公司業績之稅務影響	3,049	18,067
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	91,010	22,718
Utilisation of tax losses previously not recognised	動用先前並未確認之稅項虧損	(12,180)	(6,104)
Provision for LAT	土地增值稅撥備	13,388	30,628
LAT deductible for calculation of income tax	計算所得稅時可扣減之土地增值稅	(3,347)	(7,657)
(Over)/under provision in prior years	過往年度(超額撥備)／撥備不足	(18)	4,618
Others	其他	-	(1,461)
Income tax expense	所得稅開支	12,816	29,392

### 12. 所得稅開支(續)

本年度所得稅開支可與綜合全面收益表內按適用稅率徵稅的除所得稅前溢利／(虧損)對賬如下：

### 13. DIVIDENDS

No dividend was paid or proposed for ordinary shareholders of the Company during the reporting period, nor has any dividend been proposed since the end of the reporting period (2022: Nil).

### 13. 股息

報告期內，本公司並無向本公司普通股股東派發或擬派股息，自報告期末以來亦無擬派任何股息(二零二二年：無)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

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### 14. EARNINGS/(LOSS) PER SHARE

The basic earnings/(loss) per share for the year is calculated by dividing the profit/(loss) attributable to owners of the Company by the weighted average number of ordinary shares in issue of 2,160,411,000 (2022: 1,569,376,000 (restated)) during the year. There were no potential dilutive ordinary share outstanding for both years and therefore the dilutive earnings/(loss) per share is the same as basic earnings/(loss) per share.

The weighted average number of ordinary shares for the purpose of calculating basic loss per share for the year ended 31 December 2022 had been adjusted, taking into account the effect of share consolidation approved in November 2022 and effective on 17 February 2023, and assuming the event has been completed on 1 January 2022. The comparative figures were restated to adjust the effect of share consolidation which was omitted in the consolidated financial statements for the year ended 31 December 2022. The weighted average number of ordinary shares applied in the calculation of earnings per share in the published consolidated financial statements for the year ended 31 December 2022 were 31,387,512.

### 14. 每股盈利／(虧損)

年內每股基本盈利／(虧損)乃根據本公司擁有人應佔溢利／(虧損)除以年內已發行普通股的加權平均數2,160,411,000股(二零二二年：1,569,376,000股(經重列))計算。由於兩個年度均無尚未發行潛在攤薄普通股，因此每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

計及於二零二二年十一月批准及於二零二三年二月十七日生效的股份合併的影響，並假設該事件已於二零二二年一月一日完成，用以計算截至二零二二年十二月三十一日止年度每股基本虧損的普通股加權平均數已予調整。比較數據已予重列，以調整股份合併的影響，而其於截至二零二二年十二月三十一日止年度之綜合財務報表內被忽略。截至二零二二年十二月三十一日止年度的已刊發綜合財務報表中用於計算每股盈利的普通股加權平均數為31,387,512股。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT

### 15. 物業、廠房及設備

		Ownership interests in land and buildings held for own use	Leasehold improvement, furniture and fixtures and office equipment 租賃物業 持作自用 土地及樓宇的 擁有權益	Machinery and factory equipment 機器及 廠房設備	Computer equipment 電腦設備	Motor vehicles 汽車	Land and properties leased for own use 租賃作 自用的土地 及物業	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>For the year ended 31 December 2022</b>	<b>截至二零二二年十二月三十一日</b>							
	<b>止年度</b>							
Opening net book amount	年初賬面淨額	384,645	10,726	4,112	1,888	2,880	50,228	454,479
Additions	添置	-	2,143	9,467	128	13	1,377	13,128
Transfer from investment properties (Note 16)	轉撥自投資物業(附註16)	37,725	-	-	-	-	-	37,725
Disposals	出售	-	(6)	-	-	(177)	-	(183)
Depreciation	折舊	(24,667)	(3,098)	(1,331)	(694)	(484)	(9,756)	(40,030)
Termination of leases	終止租賃	-	-	-	-	-	(37,659)	(37,659)
Exchange realignment	匯兌調整	(16,142)	(188)	(218)	(45)	(43)	-	(16,636)
Closing net book amount	年終賬面淨額	381,561	9,577	12,030	1,277	2,189	4,190	410,824
<b>At 31 December 2022</b>	<b>於二零二二年十二月三十一日</b>							
Cost	成本	448,002	29,897	31,379	13,903	5,724	6,647	535,552
Accumulated depreciation and Impairment	累計折舊及減值	(66,441)	(20,320)	(19,349)	(12,626)	(3,535)	(2,457)	(124,728)
Net book amount	賬面淨值	381,561	9,577	12,030	1,277	2,189	4,190	410,824

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

### 15. 物業、廠房及設備 (續)

		Ownership interests in land and buildings held for own use	Leasehold improvement, furniture and fixtures and office equipment	Machinery and factory equipment	Computer equipment	Motor vehicles	Land and properties leased for own use	Total
		持作自用土地及樓宇的擁有權權益	租賃物業裝修、家具及裝置、以及辦公室設備	機器及廠房設備	電腦設備	汽車	租賃作自用的土地及物業	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>For the year ended 31 December 2023</b>	<b>截至二零二三年十二月三十一日止年度</b>							
Opening net book Amount	年初賬面淨額	381,561	9,577	12,030	1,277	2,189	4,190	410,824
Additions	添置	-	1,966	-	58	-	-	2,024
Acquisition of a subsidiary (Note 41)	收購一間附屬公司(附註41)	-	7,943	-	86	94	-	8,123
Transfer from investment properties (Note 16)	轉撥自投資物業(附註16)	119,571	-	-	-	-	-	119,571
Disposals	出售	-	(4)	(1,096)	(8)	-	-	(1,108)
Depreciation	折舊	(44,102)	(7,493)	(1,702)	(535)	(733)	(1,615)	(56,180)
Write off	撤銷	-	-	(712)	(2)	-	-	(714)
Exchange realignment	匯兌調整	(2,211)	(244)	(98)	(98)	(7)	-	(2,658)
Closing net book amount	年終賬面淨額	454,819	11,745	8,422	778	1,543	2,575	479,882
<b>At 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>							
Cost	成本	564,582	53,457	11,520	13,719	6,052	6,647	655,977
Accumulated depreciation and impairment	累計折舊及減值	(109,763)	(41,712)	(3,098)	(12,941)	(4,509)	(4,072)	(176,095)
Net book amount	賬面淨值	454,819	11,745	8,422	778	1,543	2,575	479,882

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## 綜合財務報表附註

For the year ended 31 December 2023  
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### 15. PROPERTY, PLANT AND EQUIPMENT (Continued)

Notes:

(a) Ownership interests in land and buildings held for own use with carrying value amounted to approximately HK\$149,072,000 (2022: HK\$216,529,000) have been pledged to bank to secure the Group's bank borrowings (Note 32).

(b) Right-of-use assets

The analysis of the carrying amount of right-of-use assets by class of underlying asset is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Ownership interests in land and buildings held for own use, carried at depreciated cost, with remaining lease term of:	持作自用土地及樓宇的擁有權權益，按折舊成本列賬，餘下租期如下：		
- 50 years or more	- 50年或以上	310,221	216,529
- between 10 and 50 years	- 10至50年	144,599	165,032
		454,820	381,561
Land and properties leased for own use, carried at depreciated cost (see note (i) below)	租賃作自用的土地及物業，以折舊成本列示(見下文附註(i))	2,575	4,190

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets by class of underlying asset:	按有關資產類別劃分的使用權資產的折舊費用：		
Ownership interests in leasehold land and buildings	租賃土地及樓宇的擁有權權益	44,102	24,667
Land and properties leased for own use	租賃作自用的土地及物業	1,615	9,756
		45,717	34,423
Interest on lease liabilities	租賃負債利息	620	2,639
Expense relating to short-term leases	短期租賃費用	2,535	6,234

The total cash outflow for leases for the year ended 31 December 2023 was HK\$2,661,000 (2022: HK\$19,589,000). Details of the maturity analysis of lease liabilities are set out in note 26(a).

Properties leased for own use

As at 31 December 2023, the Group has obtained the right to use properties as its various offices through tenancy agreements with independent third parties and a related party, a company in which Mr. Yao has significant influence over the related party. The leases with independent third parties typically run for an initial period of 2 to 6 years (2022: 2 to 6 years). The lease with the related party runs for an initial period of 20 years (2022: 20 years).

### 15. 物業、廠房及設備(續)

附註：

(a) 賬面值約149,072,000港元(二零二二年：216,529,000港元)的持作自用土地及樓宇的擁有權權益已作為本集團的銀行借貸款抵押(附註32)。

(b) 使用權資產

按有關資產類別劃分的使用權資產賬面值分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Ownership interests in land and buildings held for own use, carried at depreciated cost, with remaining lease term of:	持作自用土地及樓宇的擁有權權益，按折舊成本列賬，餘下租期如下：		
- 50 years or more	- 50年或以上	310,221	216,529
- between 10 and 50 years	- 10至50年	144,599	165,032
		454,820	381,561
Land and properties leased for own use, carried at depreciated cost (see note (i) below)	租賃作自用的土地及物業，以折舊成本列示(見下文附註(i))	2,575	4,190

與在損益中確認的租賃有關的開支項目分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets by class of underlying asset:	按有關資產類別劃分的使用權資產的折舊費用：		
Ownership interests in leasehold land and buildings	租賃土地及樓宇的擁有權權益	44,102	24,667
Land and properties leased for own use	租賃作自用的土地及物業	1,615	9,756
		45,717	34,423
Interest on lease liabilities	租賃負債利息	620	2,639
Expense relating to short-term leases	短期租賃費用	2,535	6,234

截至二零二三年十二月三十一日止年度，租賃的現金流出總額為2,661,000港元(二零二二年：19,589,000港元)。租賃負債的到期日分析詳細資料載於附註26(a)。

租賃作自用的物業

於二零二三年十二月三十一日，本集團已通過與獨立第三方及關聯方(姚先生對關聯方具有重大影響力的公司)的租賃協議，獲得將物業用作其多個辦公室的使用權。與獨立第三方的租賃通常為期2至6年(二零二二年：2至6年)。與關聯方的租賃初始期限為20年(二零二二年：20年)。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. INVESTMENT PROPERTIES

### 16. 投資物業

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	3,471,220	3,629,657
Acquisition of a subsidiary (Note 41)	收購一間附屬公司(附註41)	2,078,434	-
Transfer to property, plant and equipment (Note 15)	轉撥至物業、廠房及設備(附註15)	(119,571)	(37,725)
Additions	添置	130,517	-
Capitalised subsequent expenditure	其後開支撥充資本	32,835	168,010
Fair value (loss)/gain	公平值(虧損)/收益	(20,704)	8,240
Exchange realignment	匯兌調整	(106,957)	(296,962)
At 31 December	於十二月三十一日	5,465,774	3,471,220

The Group measured the deferred tax relating to the temporary differences of these investment properties using the tax rates and the tax bases that are consistent with the expected manner of recovery of these investment properties.

本集團使用與收回該等投資物業預期方式相符的稅率及稅基，計量該等投資物業暫時性差異的遞延稅項。

Investment properties with carrying value amounted to approximately HK\$1,847,803,000 (2022: HK\$1,749,311,000) have been pledged as securities to secure the Group's bank borrowings (Note 32).

賬面值為約1,847,803,000港元(二零二二年：1,749,311,000港元)之投資物業已質押為擔保本集團銀行借貸的抵押(附註32)。

#### (a) Amounts recognised in profit and loss for investment properties

#### (a) 就投資物業於損益確認之金額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Rental income	租金收入	166,973	148,507
Direct operating expenses from properties that generated rental income	產生租金收入之物業之直接經營開支	8,731	12,744
Direct operating expenses from properties that did not generate rental income	未產生租金收入之物業之直接經營開支	2,707	2,152

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

##### (i) Fair value hierarchy

The following table presents the fair value of the Group's investment properties measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13 Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量

##### (i) 公平值等級

下表列示於報告期末按經常性基準計量的本集團投資物業公平值，並分類為香港財務報告準則第13號公平值計量界定的三級公平值層級。公平值計量層級的劃分乃參考估值技術所採用輸入數據的可觀察程度及重要性釐定，載述如下：

- 第一級估值：只使用第一級輸入數據計量其公平值，即於計量日以相同資產及負債在活躍市場之未經調整報價。
- 第二級估值：使用第二級輸入數據計量其公平值，即未能符合第一級之可觀察輸入數據及不使用重大不可觀察輸入數據。不可觀察輸入數據乃市場數據未能提供之輸入數據。
- 第三級估值：使用重大不可觀察輸入數據計量公平值。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023  
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### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (i) Fair value hierarchy (Continued)

Description	描述	Fair value measurements at 31 December 2023	Fair value measurements at 31 December 2022
		於二零二三年十二月三十一日計量的公平值	於二零二二年十二月三十一日計量的公平值
		Significant unobservable inputs (Level 3)	Significant unobservable inputs (Level 3)
		重大不可觀察輸入數據 (第三層級)	重大不可觀察輸入數據 (第三層級)
		HK\$'000	HK\$'000
		千港元	千港元
<b>Recurring fair value measurements</b>	<b>經常性公平值計量</b>		
Investment properties:	投資物業：		
– Office, workshop, dormitory, shop, car parks, hotel and shopping arcade	– 辦公室、工場、宿舍、店舖、停車場、酒店及購物商場		
– the PRC	– 中國	5,398,774	3,303,645
– Office	– 辦公室		
– Hong Kong	– 香港	67,000	167,575
		<b>5,465,774</b>	<b>3,471,220</b>

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量 (續)

##### (i) 公平值等級 (續)



### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

(Continued)

##### (i) Fair value hierarchy (Continued)

There were no transfers among level 1, level 2 and level 3 in the fair value hierarchy during the years ended 31 December 2023 and 2022.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

The fair value measurement is based on the above properties highest and best use, which does not differ from their actual use.

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量

(續)

##### (i) 公平值等級 (續)

截至二零二三年及二零二二年十二月三十一日止年度，公平值層級中的第一層級、第二層級及第三層級之間概無任何轉移。

本集團政策是於導致轉撥事件或情況變動發生當日確認公平值層級之間之轉入及轉出。

公平值計量是基於上述物業的最高及最佳使用，與其實際使用並無不同。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

(Continued)

##### (i) Fair value hierarchy (Continued)

Fair value measurements using significant unobservable inputs (Level 3)

The fair value of investment properties is a level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Opening balance (level 3 recurring fair value)	期初結餘(第三級經常性公平值)	3,471,220	3,629,657
Acquisition of subsidiaries (Note 41)	收購附屬公司(附註41)	2,078,434	-
Transfer to property, plant and equipment (Note 15)	轉撥至物業、廠房及設備(附註15)	(119,571)	(37,725)
Additions	添置	130,517	-
Capitalised subsequent expenditure	其後開支撥充資本	32,835	168,010
Fair value gain	公平值收益	(20,704)	8,240
Exchange realignment	匯兌調整	(106,957)	(296,962)
Closing balance	期末結餘	5,465,774	3,471,220

### 16. 投資物業(續)

#### (b) 投資物業的公平值計量

(續)

##### (i) 公平值等級(續)

使用重大不可觀察輸入數據的公平值計量(第三層級)

投資物業的公平值為第三層級經常性公平值計量。期初及期末的公平值結餘的調節表載於下文：

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (ii) Valuation techniques and inputs

###### *Valuation processes of the Group*

Independent valuations of the Group's investment properties located in the PRC were performed by the external valuer, Valtech Valuation Advisory Limited (“**Valtech**”) to determine the fair value of the investment properties as at 31 December 2023 (2022: same).

For the investment properties located in Hong Kong, the valuations were performed by the external valuer, APAC Asset Valuation and Consulting Limited (“**APAC**”) as at 31 December 2023 (2022: same).

Valtech and APAC are independent and professionally qualified valuers that hold recognised relevant professional qualification and have recent experience in the locations and category of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

The Group's finance department includes a team that reviews the valuations performed by the independent valuers for financial reporting purposes. This team reports directly to the chief financial officer (“**CFO**”). Discussions of valuation processes and results are held between the CFO, the valuation team and external valuers at least once every six months, in line with the Group's interim and annual reporting dates.

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量 (續)

##### (ii) 估值技術及輸入數據

###### *本集團的估值程序*

外聘估值師方程評估有限公司(「**方程**」)已就本集團位於中國的投資物業進行獨立估值，以釐定投資物業於二零二三年十二月三十一日的公平值(二零二二年：相同)。

就位於香港的投資物業而言，外聘估值師亞太資產評估及顧問有限公司(「**亞太資產評估**」)已於二零二三年十二月三十一日進行估值(二零二二年：相同)。

方程及亞太資產評估為持有認可相關專業資格並於所估值投資物業的位置及分類方面有近期經驗的獨立專業估值師。就所有投資物業而言，現有使用相等於其最高及最佳使用。

為作財務報告用途，本集團財務部門設有一團隊審閱獨立估值師所進行的估值。該團隊直接向首席財務官(「**首席財務官**」)報告。首席財務官、估值團隊及外聘估值師至少每六個月會就估值程序及結果進行一次商討，時間與本集團的中期及年度報告日期一致。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (ii) Valuation techniques and inputs (Continued)

###### Valuation processes of the Group (Continued)

At each interim and annual reporting periods, the finance department:

- Verifies all major inputs in the independent valuation reports;
- Assesses property valuation movements when compared to the prior year valuation reports; and
- Holds discussions with the independent valuers.

###### Valuation techniques

Completed properties in Shenzhen, the PRC

As at 31 December 2023, the valuations were determined using income approach (term and reversionary method) based on the following significant unobservable inputs (2022: same):

Term and reversionary yield

定期及復歸收益率

Current market rent unit rates

現行市場租金單位費率

Based on actual location, size and quality of the properties and taking into account market data (including vacancy rates) at the valuation date.

根據物業實際地點、面積及質素，並考慮於估值日期的市場數據(包括空置率)釐定。

Based on the actual location, type and quality of the properties and supported by the terms of any existing lease, other contracts and external evidence such as current market rents for similar properties.

根據物業實際地點、類型、質素釐定，並獲任何現有租約條款、其他合約及外部憑證(例如類似物業的現行市租)作證明。

### 16. 投資物業(續)

#### (b) 投資物業的公平值計量 (續)

##### (ii) 估值技術及輸入數據 (續)

###### 本集團的估值程序(續)

於各中期及年度報告期間，財務部門會：

- 核實獨立估值報告的所有主要輸入數據；
- 與去年估值報告比較，評估物業估值變動；及
- 與獨立估值師商討。

###### 估值技術

於中國深圳的已完工物業

於二零二三年十二月三十一日，估值使用收入法(租期及復歸法)根據以下重大不可觀察輸入數據釐定(二零二二年：相同)：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023  
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### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

(Continued)

##### (ii) Valuation techniques and inputs (Continued)

Valuation techniques (Continued)

Properties under construction in Shenzhen, the PRC

As at 31 December 2023, the valuations were determined using market approach based on the following significant unobservable inputs (2022: same):

Accommodation value

樓面地價

Incurred construction costs

已產生施工成本

Completed properties in Ganzhou, the PRC

As at 31 December 2023, the valuations were determined using direct comparison approach based on the following significant unobservable input (2022: same):

Current market value unit rate  
(RMB per square meter)

現行市值單位費率(每平方米人民幣)

Accommodation value represents the unit rate where the transaction price is divided by permitted plot ratio gross floor area.

樓面地價代表單位價格，其中交易價格除以允許的容積率總建築面積。

Incurred construction cost represented the accumulated construction cost incurred as of date of valuation.

已產生施工成本指已發生的累計施工成本，作為估值日的成本。

Taking into account the differences in time, location, condition, size, age and other individual factors between the comparables and the properties.

考慮了可資比較公司與該物業於時間、位置、狀況、規模、年限及其他個別因素方面的差異。

### 16. 投資物業(續)

#### (b) 投資物業的公平值計量

(續)

##### (ii) 估值技術及輸入數據

(續)

估值技術(續)

於中國深圳的在建物業

於二零二三年十二月三十一日，估價是基於以下重大不可觀察輸入數據，採用市場法確定的(二零二二年：相同)：

於中國贛州的已完工物業

於二零二三年十二月三十一日，估價是根據以下重大不可觀察輸入數據使用直接比較法而釐定(二零二二年：相同)：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (ii) Valuation techniques and inputs (Continued)

###### Valuation techniques (Continued)

Completed properties in Shantou, the PRC

As at 31 December 2023, the valuations were determined using direct comparison approach based on the following significant unobservable input (2022: same):

Current market value unit rate  
(RMB per square meter)

現行市值單位費率(每平方米人民幣)

Properties under construction in Shantou, the PRC

As at 31 December 2023, the valuations were determined using direct comparison approach based on the following significant unobservable input (2022: same):

Current market value unit rate (RMB per  
square meter)

現行市值單位費率(每平方米人民幣)

Taking into account the differences in time, location, condition, size, age and other individual factors between the comparables and the properties.

考慮了可資比較公司與該物業於時間、位置、狀況、規模、年限及其他個別因素方面的差異。

Taking into account the differences in time, location, condition, size, age and other individual factors between the comparables and the properties.

考慮了可資比較公司與該物業於時間、位置、狀況、規模、年限及其他個別因素方面的差異。

### 16. 投資物業(續)

#### (b) 投資物業的公平值計量 (續)

##### (ii) 估值技術及輸入數據 (續)

###### 估值技術(續)

於中國汕頭市的已完工物業

於二零二三年十二月三十一日，估值是根據以下重大不可觀察輸入數據使用直接比較法而釐定(二零二二年：相同)：

於中國汕頭市的在建物業

於二零二三年十二月三十一日，估值是根據以下重大不可觀察輸入數據使用直接比較法而釐定(二零二二年：相同)：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

(Continued)

##### (ii) Valuation techniques and inputs (Continued)

Valuation techniques (Continued)

Completed properties in Hong Kong

As at 31 December 2023, the valuation of properties located in Hong Kong were determined using income approach, which had taken into consideration of existing tenancies. The fair value measurement of these properties were classified as Level 3 with the following significant unobservable input (2022: same):

Term and reversionary yield

定期及復歸收益率

Current market value unit rate

現行市值單位費率

Based on actual location, size and quality of the properties and taking into account market data at the valuation date.

根據物業實際地點、面積及質素，並考慮於估值日期的市場數據釐定。

Based on actual location, type and quality of the properties and supported by external evidence such as current market value for similar properties.

根據物業的實際位置、類型及質素並以類似物業的現行市值等外部證據作為支撐。

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量

(續)

##### (ii) 估值技術及輸入數據

(續)

估值技術(續)

於香港的已完工物業

於二零二三年十二月三十一日，位於香港的物業估值採用收入法釐定，並已考慮現有租約。該等物業的公平值計量分類為第三級，並採用以下重大不可觀察輸入數據(二零二二年：相同)：

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023  
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### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (ii) Valuation techniques and inputs (Continued)

##### Valuation inputs

Below is a summary of the valuation technique used and the key inputs to the valuation of investment properties included in Level 3 in the fair value hierarchy:

Description 描述	Fair value at 31 December 於十二月三十一日的公平值		Valuation technique(s) 估值技術	Unobservable inputs 不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據範圍		Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元			2023 二零二三年	2022 二零二二年	
Completed properties in Shenzhen, the PRC 於中國深圳的已完工物業	1,441,622	1,265,035	Income approach 收入法	Term and reversionary yield 定期及復歸收益率	7-8%	7-8%	The higher the term and reversionary, the lower the fair value 定期及復歸收益率越高，則公平值越低
				Current market rent rates 現行市場租金費率	RMB30-RMB60 per square meter per month 每月每平方米 人民幣30元至 人民幣60元	RMB29-RMB63 per square meter per month 每月每平方米 人民幣29元至 人民幣63元	The higher the current market rent rate, the higher the fair value 現行市場租金費率越高，則公平值越高
Properties under construction in Shenzhen, the PRC 於中國深圳的在建物業	993,150	1,082,557	Market approach 市場法	Accommodation value 樓面地價	RMB1,280 per square meter 每平方米 人民幣1,280元	RMB1,333 per square meter 每平方米 人民幣1,333元	The higher the accommodation value, the higher the fair value 樓面地價越高，則公平值越高
				Incurred construction costs 已產生施工成本	RMB2,600 per square meter 每平方米 人民幣2,600元	RMB2,701 per square meter 每平方米 人民幣2,701元	The higher the incurred construction costs, the higher the fair value 已產生施工成本越高，則公平值越高

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量 (續)

##### (ii) 估值技術及輸入數據 (續)

##### 估值輸入數據

以下為計入公平值等級第三層級的投資物業估值所用估值技術及主要輸入數據概要：



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### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties (Continued)

##### (ii) Valuation techniques and inputs (Continued)

Valuation inputs (Continued)

Description 描述	Fair value at 31 December 於十二月三十一日的公平值		Valuation technique(s) 估值技術	Unobservable inputs 不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據範圍		Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元			2023 二零二三年	2022 二零二二年	
Completed properties in ShanTou, the PRC 於中國汕頭市的已完 工物業	958,942		- Direct comparison approach 直接比較法	Current market value unit rate (RMB per square meter) 現行市值單位費率 (每平方米人民幣)	RMB11,000- RMB20,900 per square meter 每平方米 人民幣11,000元至 人民幣20,900元	N/A	The higher the term and reversionary, the lower the fair value 定期及復歸收益率越高，則公平值越低
Properties under construction in ShanTou, the PRC 於中國汕頭市的在建物業	1,049,429		- Direct comparison approach 直接比較法	Current market value unit rate (RMB per square meter) 現行市值單位費率 (每平方米人民幣)	RMB11,000- RMB20,900 per square meter 每平方米 人民幣11,000元至 人民幣20,900元	N/A	The higher the accommodation value, the higher the fair value 樓面地價越高，則公平值越高

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量 (續)

##### (ii) 估值技術及輸入數據 (續)

估值輸入數據 (續)

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## 綜合財務報表附註

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### 16. INVESTMENT PROPERTIES (Continued)

#### (b) Fair value measurement of investment properties

(Continued)

##### (ii) Valuation techniques and inputs (Continued)

Valuation inputs (Continued)

Description 描述	Fair value at 31 December 於十二月三十一日的公平值		Valuation technique(s) 估值技術	Unobservable inputs 不可觀察輸入數據	Range of unobservable inputs 不可觀察輸入數據範圍		Relationship of unobservable inputs to fair value 不可觀察輸入數據與公平值的關係
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元			2023 二零二三年	2022 二零二二年	
Completed properties in Ganzhou, the PRC 於中國贛州的已完工物業	955,631	966,053	Direct comparison approach 直接比較法	Current market value unit rate (RMB per square meter) 現行市值單位費率(每平 方米人民幣)	RMB5,000- RMB15,000 per square meter 每平方米 人民幣5,000元至 人民幣15,000元	RMB5,000- RMB15,000 per square meter 每平方米 人民幣5,000元至 人民幣15,000元	The higher the market value unit rate, the higher the fair value 市值越高，則公平值越高
Completed properties in Hong Kong 於香港的已完工物業	67,000	167,575	Income approach 收入法	Term and reversionary yield 定期及復歸收益率	1.7%-1.9% 1.7%-1.9%	1.7%-1.9% 1.7%-1.9%	The higher the reversionary yield, the lower the fair value 復歸收益率越高，則公平值越低
				Current market value unit rate 現行市值單位費率	HK\$35,925- HK\$36,549 35,925港元至 36,549港元	HK\$36,318- HK\$37,778 per square foot 每平方呎 36,318港元至 37,778港元	The higher the current market value unit rate, the higher fair per square foot value 現行市值單位費率越高，則每平方呎公 平值越高

The valuation for investment properties under construction was arrived at by making reference to comparable sales as available in the relevant market. The construction cost incurred as at the date of valuation are also taken into account.

在建投資物業之估值乃參考相關市場之可資比較銷售得出。此外，亦考慮了在估值日期產生的施工成本。

### 16. 投資物業 (續)

#### (b) 投資物業的公平值計量

(續)

##### (ii) 估值技術及輸入數據

(續)

估值輸入數據 (續)

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## 綜合財務報表附註

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### 17. INVESTMENTS IN ASSOCIATES

### 17. 於聯營公司的投資

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	<b>135,985</b>	295,495
Share of results of associates	分佔聯營公司業績	<b>(18,472)</b>	(109,490)
Share of other comprehensive loss of associates	分佔聯營公司其他全面虧損	<b>(19,984)</b>	(50,020)
At 31 December	於十二月三十一日	<b>97,529</b>	135,985

The associates as listed below have share capital consisting solely of ordinary shares, which are held directly by the Group. All associates are accounted for using equity method.

下文載列的聯營公司的股本僅由普通股組成，由本集團直接持有。所有聯營公司使用權益法入賬。

Name 名稱	Country of incorporation 註冊成立國家	Place of business 營業地點	Ownership interest 擁有權權益		Principal activities 主要業務
			2023 二零二三年	2022 二零二二年	
Advanced Radio Device Technologies, Inc. ("ARDT")	Korea	Korea	43%	43%	Research and development, manufacturing sales and marketing of semiconductors for communication and related equipment
Advanced Radio Device Technologies, Inc. (「ARDT」)	韓國	韓國			研發、製造、銷售及市場推廣通訊及相關設備的半導體
Yunnan international Holding Group Limited ("Yunnan")	Hong Kong	Hong Kong	32%	32%	Investment holdings
雲能國際股份有限公司(「雲能」)	香港	香港			投資控股

ARDT and Yunnan are private companies and there is no quoted market price available for their shares. There are no contingent liabilities relating to the Group's interest in the associates.

ARDT及雲能為私人公司，其股份並無市場報價。概無有關本集團於聯營公司之權益之或然負債。

The Group has fully impaired the interest in ARDT in prior years and did not have any unrecognised share of losses of associates.

過往年度本集團就於ARDT之權益悉數作出減值，並無任何未確認之分佔聯營公司虧損。

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## 綜合財務報表附註

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### 17. INVESTMENTS IN ASSOCIATES (Continued)

#### Summarised financial information for the associates material to the Group

The following table illustrates the summarised financial information of material associates, adjusted for any differences in accounting policies, and reconciled to the carrying amount in the consolidated financial statements:

#### Yunnan and its subsidiaries (“Yunnan Group”)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>As at 31 December</b>	<b>於十二月三十一日</b>		
Current assets	流動資產	509,137	554,401
Current liabilities	流動負債	(329,473)	(299,667)
Non-current assets	非流動資產	251,190	313,653
Non-current liabilities	非流動負債	(126,075)	(143,433)
Net assets	資產淨值	304,779	424,954
<b>Group's share of net assets of Yunnan Group for the year</b>	<b>年內本集團分佔雲能集團的資產淨值</b>	<b>97,529</b>	135,985
<b>Year ended 31 December</b>	<b>截至十二月三十一日止年度</b>		
Revenue for the year	本年度收益	-	-
Loss for the year	年度虧損	(57,726)	(342,155)
Other comprehensive loss for the year	年內其他全面虧損	(62,450)	(156,312)
Total comprehensive loss for the year	年內全面虧損總額	(120,176)	(498,467)
<b>Group's share of total comprehensive loss of Yunnan Group for the year</b>	<b>年內本集團分佔雲能集團全面虧損總額</b>	<b>(38,456)</b>	(159,510)

### 17. 於聯營公司的投資 (續)

#### 對本集團屬重大之聯營公司之財務資料概要

下表列示重要聯營公司之財務資料概要，已就會計政策的任何差異作出調整以及與綜合財務報表內的賬面值對賬：

#### 雲能及其附屬公司 (「雲能集團」)

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## 綜合財務報表附註

For the year ended 31 December 2023

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### 18. INTANGIBLE ASSETS

### 18. 無形資產

		Goodwill 商譽 HK\$'000 千港元 (Note (a)) (附註(a))	Trademark and patents 商標及專利權 HK\$'000 千港元	Contractual customers relationships 合約客戶關係 HK\$'000 千港元	License 牌照許可 HK\$'000 千港元	Other intangible assets 其他無形資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2022</b>	於二零二二年一月一日						
Cost	成本	147,958	4,014	55,710	10,997	4,440	223,119
Accumulated amortisation and impairment	累計攤銷及減值	-	(4,014)	(49,812)	-	(3,587)	(57,413)
Net book amount	賬面淨值	147,958	-	5,898	10,997	853	165,706
<b>For the year ended 31 December 2022</b>	截至二零二二年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	147,958	-	5,898	10,997	853	165,706
Amortisation	攤銷	-	-	(5,898)	-	(461)	(6,359)
Written off	撇銷	-	-	-	(8,100)	-	(8,100)
Closing net book amount	年末賬面淨值	147,958	-	-	2,897	392	151,247
<b>At 31 December 2022</b>	於二零二二年十二月三十一日						
Cost	成本	147,958	4,014	55,710	2,897	4,440	215,019
Accumulated amortisation and impairment	累計攤銷及減值	-	(4,014)	(55,710)	-	(4,048)	(63,772)
Net book amount	賬面淨值	147,958	-	-	2,897	392	151,247
<b>For the year ended 31 December 2023</b>	截至二零二三年十二月三十一日止年度						
Opening net book amount	年初賬面淨值	147,958	-	-	2,897	392	151,247
Amortisation	攤銷	-	-	-	-	(48)	(48)
Closing net book amount	年末賬面淨值	147,958	-	-	2,897	344	151,199
<b>At 31 December 2023</b>	於二零二三年十二月三十一日						
Cost	成本	147,958	4,014	55,710	2,897	4,440	215,019
Accumulated amortisation and impairment	累計攤銷及減值	-	(4,014)	(55,710)	-	(4,096)	(63,820)
Net book amount	賬面淨值	147,958	-	-	2,897	344	151,199

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## 綜合財務報表附註

For the year ended 31 December 2023  
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### 18. INTANGIBLE ASSETS (Continued)

#### (a) Impairment test for goodwill

Goodwill is allocated to the Group's CGUs that are expected to benefit from the synergies of the combination. Impairment testing is performed annually on goodwill allocated to the CGUs included in the Automation and Financial Services segments.

As of 31 December 2023, the carrying amounts of goodwill allocated to the Automation and Financial Services segments amounted to approximately HK\$43,722,000 (2022: HK\$43,722,000) and approximately HK\$104,236,000 (2022: HK\$104,236,000) respectively.

The recoverable amounts of the CGUs are determined based on value in use calculations or fair value less cost of disposal with reference to market price, whichever is higher.

For value in use calculations, management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGUs. The growth rates are based on industry growth forecasts.

### 18. 無形資產 (續)

#### (a) 商譽減值測試

商譽會分配至本集團預期受惠於合併所帶來協同效益之現金產生單位。本集團每年對分配至自動化及金融服務分部現金產生單位的商譽進行減值測試。

於二零二三年十二月三十一日，分配予自動化及金融服務分部的商譽賬面值分別約為43,722,000港元(二零二二年：43,722,000港元)及約104,236,000港元(二零二二年：104,236,000港元)。

現金產生單位的可收回金額乃通過使用價值計算或公平值減出售成本(以較高者為準)參照市場價格而釐定。

就使用價值計算而言，管理層使用反映對貨幣時間價值的當前市場評估及現金產生單位特定風險的除稅前比率估計貼現率。增長率乃基於行業增長預測而作出。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 18. INTANGIBLE ASSETS (Continued)

#### (a) Impairment test for goodwill (Continued)

For Automation segment and Financial Services segment, the Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for the next five years with a terminal value related to the future earnings potential of CGUs beyond the next five years to determine the recoverable amount of CGUs. The financial budgets and growth rates are estimated based on past performance and its expectations of market development. The key assumptions used for the value in use calculations are as follows:

		Automation 自動化	Financial Services 金融服務
<b>For the year ended 31 December 2023</b>	<b>截至二零二三年十二月三十一日止年度</b>		
Growth rate	增長率	5%	5%
Discount rate	貼現率	11%	11%
<b>For the year ended 31 December 2022</b>	<b>截至二零二二年十二月三十一日止年度</b>		
Growth rate	增長率	5%	5%
Discount rate	貼現率	15%	11%

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of each of the CGUs to exceed its respective recoverable amount.

### 18. 無形資產 (續)

#### (a) 商譽減值測試 (續)

於自動化分部及金融服務分部方面，為釐定現金產生單位的可收回金額，本集團編製現金流量預測，乃源自管理層批准的未來五年的最近期財務預算，而最終價值反映未來五年後現金產生單位的未來盈利潛力。財務預算及增長率則根據過往表現及其市場發展預測而估計。使用價值計算所用的主要假設如下：

管理層相信，任何該等假設發生任何合理可能變動均不會導致各現金產生單位的賬面值超過其各自的可收回金額。

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### 19. FINANCIAL ASSETS AT FVOCI

Equity investments designated at FVOCI	指定為按公平值計入 其他全面收益的權益投資	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Listed shares:	上市股份：		
– Equity securities Norway	– 股本證券 – 挪威	5,776	10,717
– Equity securities the USA	– 股本證券 – 美國	37	518
– Equity securities Hong Kong	– 股本證券 – 香港	28,057	107,137
		<b>33,870</b>	118,372
Unlisted shares	非上市股份	4,206	4,206
		<b>38,076</b>	122,578

The above equity investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

As at 31 December 2023, unlisted securities which quoted market price is not available of aggregated carrying amount of approximately HK\$4,206,000 (2022: HK\$4,206,000) are measured at fair value and determined by market approach using backsolve method which are not based on observable inputs.

The fair values of listed securities are determined on the basis of their quoted market prices at the end of reporting period.

Changes in fair value of the above equity securities are recognised in other comprehensive income and accumulated within the financial assets at FVOCI reserve within equity. The Group transfers amounts from FVOCI reserve to retained earnings when the relevant equity securities are derecognised.

### 19. 按公平值計入其他全面收益之金融資產

上述權益投資不可撤回地指定為按公平值計入其他全面收益，原因是本集團認為該等投資屬策略性質。

於二零二三年十二月三十一日，總賬面值約4,206,000港元(二零二二年：4,206,000港元)的不可用未報市價的非上市證券乃以公平值計量並採用使用反向結算法的市場法(並非基於可觀察輸入數據)釐定。

上市證券的公平值根據報告期末的市場報價確定。

上述股本證券的公平值變動於其他全面收益中確認並於權益內按公平值計入其他全面收益的金融資產儲備中累計。終止確認相關股本證券後，本集團將按公平值計入其他全面收益的儲備轉撥至保留盈利。



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### 19. FINANCIAL ASSETS AT FVOCI (Continued)

Financial assets at FVOCI are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NOK dollar	克朗	5,776	10,717
US dollar	美元	4,243	4,724
Hong Kong dollar	港元	28,057	107,137
		38,076	122,578

### 19. 按公平值計入其他全面收益之金融資產(續)

按公平值計入其他全面收益的金融資產以下列貨幣計價：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NOK dollar	克朗	5,776	10,717
US dollar	美元	4,243	4,724
Hong Kong dollar	港元	28,057	107,137
		38,076	122,578

### 20. INVENTORIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finished goods	完成品	48,652	60,567
Others	其他	-	183
		48,652	60,750

### 20. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finished goods	完成品	48,652	60,567
Others	其他	-	183
		48,652	60,750

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### 21. PROPERTIES UNDER DEVELOPMENT

### 21. 發展中物業

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
The balance comprises:	結餘包含：		
– Land cost	– 土地成本	438,992	–
– Construction cost	– 施工成本	1,134,061	–
– Capitalised interests	– 資本化利息	81,241	–
– Write-down of properties under development	– 發展中物業撇減	(54,229)	–
Expected to be completed and available for sale more than one year but not more than two years	預期於超過一年但未超過兩年內完工及可供出售	1,600,065	–

The properties under development are all located in the PRC. The relevant land use rights in the PRC are on leases of 40 to 70 years.

發展中物業全部位於中國。相關中國土地使用權期限介乎40至70年。

As at 31 December 2023, all the balance of properties under development is derived from the acquisition of Shantou Taisheng Technology Limited (汕頭市泰盛科技有限公司), for more details of this acquisition, please refer to note 41.

於二零二三年十二月三十一日，所有發展中物業結餘均源自收購汕頭市泰盛科技有限公司，就此宗收購的更多詳情，請參閱附註41。

The management of the Group determined the NRV of the properties under development by reference to the estimated selling prices of the inventories of properties, which takes into account a number of factors including prevailing real estate market conditions in the PRC, estimated costs to completion, and costs necessary to make the sales.

本集團管理層參考物業存貨的估計售價以釐定發展中物業的可變現淨值，當中考慮多項因素，包括中國現行房地產市場狀況、估計完工成本及銷售所需成本。

As at 31 December 2023, properties under development of approximately HK\$438,992,000 were pledged as collateral for the borrowings of the non-controlling interests of the Group (Notes 32 and 41).

於二零二三年十二月三十一日，發展中物業約438,992,000港元已予質押，作為本集團非控股權益借貸的抵押品(附註32及41)。

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### 22. COMPLETED PROPERTIES HELD FOR SALE

The completed properties held for sale are all located in the PRC. The relevant land use rights in the PRC are on leases of 40 to 70 years.

The management of the Group determined the NRV of the completed properties held for sale by reference to the estimated selling prices of the completed properties held for sale, which takes into account a number of factors including prevailing real estate market conditions in the PRC, and costs necessary to make the sales.

For the year ended 31 December 2023, write-down of completed properties held for sale to net realisable value of approximately HK\$115,780,000 (2022: HK\$106,203,000) was recognised in the profit or loss.

### 23. LOANS AND ADVANCES

Loans and advances  
Margin loans receivables

貸款及墊款  
應收孖展貸款

減：減值撥備

### 22. 已完工持作出售物業

已完工持作出售物業全部位於中國。相關中國土地使用權期限介乎40至70年。

本集團管理層參考已完工持作出售物業的估計售價以釐定已完工持作出售物業的可變現淨值，當中考慮多項因素，包括中國現行房地產市場狀況及銷售所需成本。

截至二零二三年十二月三十一日止年度，已完工持作出售物業撇減至可變現淨值約115,780,000港元(二零二二年：106,203,000港元)已於損益中確認。

### 23. 貸款及墊款

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loans and advances	貸款及墊款	(a), (b)	802,190	2,469,388
Margin loans receivables	應收孖展貸款	(c)	51,761	88,978
			853,951	2,558,366
Less: Provision for impairment	減：減值撥備		(721,612)	(629,343)
			132,339	1,929,023

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### 23. LOANS AND ADVANCES (Continued)

An analysis of the loans and advances and margin loans receivables (net of impairment), determined based on the time to maturity of the loans and advances, as at the end of the reporting period is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
To be due within:	於以下期限到期：		
Within 90 days or on demand	90天內或按要求	111,291	1,255,529
91 days to 180 days	91天至180天	1,804	536,767
181 days to 1 year	181天至1年	4,016	136,727
1 year to 2 years	1年至2年	15,228	-
		<b>132,339</b>	1,929,023

An aging analysis of the gross amounts of loans and advances and margin loans receivables which had been past due based on the number of past due days is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Not past due	未逾期	22,297	818,082
Within 30 days	30天內	-	-
31 days to 90 days	31天至90天	-	11,566
91 days to 180 days	91天至180天	230,874	1,074,811
181 days to 1 year	181天至1年	276,099	195,399
1 year to 2 years	1年至2年	-	379,567
2 year to 5 years	2年至5年	324,681	78,941
		<b>853,951</b>	2,558,366

Notes:

- (a) The gross amounts of loans and advances of approximately HK\$442,055,000 (2022: HK\$783,466,000) are secured by charges over the properties and listed securities of the borrowers, and/or backed by guarantee. Credit limits are set for borrowers based on the quality of collateral held and the financial background of the borrowers. There is no significant changes in the quality of those collaterals as a result of deterioration or changes in the collateral policies of the entity during both reporting periods.

The loans and advances are interest bearing at fixed rates, ranging from 5% to 18% (2022: 5% to 18%) per annum.

### 23. 貸款及墊款(續)

於報告期末貸款及墊款及應收孖展貸款(扣除減值)(按貸款及墊款的到期時限釐定)之分析載列如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
To be due within:	於以下期限到期：		
Within 90 days or on demand	90天內或按要求	111,291	1,255,529
91 days to 180 days	91天至180天	1,804	536,767
181 days to 1 year	181天至1年	4,016	136,727
1 year to 2 years	1年至2年	15,228	-
		<b>132,339</b>	1,929,023

已逾期貸款及墊款及應收孖展貸款總額根據逾期日數之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Not past due	未逾期	22,297	818,082
Within 30 days	30天內	-	-
31 days to 90 days	31天至90天	-	11,566
91 days to 180 days	91天至180天	230,874	1,074,811
181 days to 1 year	181天至1年	276,099	195,399
1 year to 2 years	1年至2年	-	379,567
2 year to 5 years	2年至5年	324,681	78,941
		<b>853,951</b>	2,558,366

附註：

- (a) 貸款及墊款總額約442,055,000港元(二零二二年：783,466,000港元)由借款人的物業及上市證券作抵押，及/或由擔保人擔保。根據持有的抵押品質量和借款人的財務背景，對借款人設定信貸限額。於兩個報告期間，該等抵押品的質素並無因實體的抵押品政策惡化或變動而出現重大變動。

貸款及墊款按介乎5%至18%(二零二二年：5%至18%)的固定年利率計息。

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### 23. LOANS AND ADVANCES (Continued)

Notes: (Continued)

- (b) Balance at 31 December 2022 included an unsecured term loan at interest rate of 8% or 12% per annum to GSLG, as defined in note 41. The loan was due on 18 December 2022 which comprised RMB denominated loans with principal amount of approximately RMB537.1 million and Hong Kong dollars-denominated loans with principal amount of HK\$523.0 million. The loan principal balances due together with the corresponding interest accrued of RMB155,700,000 (equivalent to totaling HK\$1,326,544,000) were agreed by the Group and the Vendor (defined in note 41) to be offset against the consideration payable by the Group for acquisition of a company engaging in property development and investment in the PRC (Note 41). As a result of the acquisition, the Group reverse an impairment loss made in prior years of HK\$259,117,000 and recognised it in the profit or loss for the year.

- (c) The credit facility limits granted to margin clients are determined by the discounted market value of the collateral securities accepted by the Group.

The loans to margin clients are secured by the underlying pledged securities and are interest bearing at fixed rates, ranging from 5.6% to 18% (2022: 5.6% to 18%) per annum. The Group maintains a list of approved stocks for margin lending at a specified loan to collateral ratio. Any excess in the lending ratio will trigger a margin call and the clients have to make good the shortfall.

As at 31 December 2023, margin loan receivables were secured by securities pledged by the clients to the Group as collateral with undiscounted market value of approximately HK\$284,470,000 (2022: HK\$3,661,111,000). There is no significant change in the quality of those collaterals as a result of deterioration or changes in the collateral policies of the entity during both reporting periods.

- (d) Loans and advances and margin loans receivables are denominated in the following currencies:

US dollar	美元
Hong Kong dollar	港元
RMB	人民幣

- (e) Movements on the provision for impairment of loans and advances and margin loans receivables are as follows:

At 1 January 2022	於二零二二年一月一日	375,743
Provision for impairment	減值撥備	292,567
Written off	撇銷	(38,967)
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	<b>629,343</b>
Provision for impairment	減值撥備	<b>351,386</b>
Recovery of impairment losses on financial assets arising from acquisition of a subsidiary (Note (b))	收購一間附屬公司產生的金融資產減值虧損收回(附註(b))	<b>(259,117)</b>
At 31 December 2023	於二零二三年十二月三十一日	<b>721,612</b>

### 23. 貸款及墊款(續)

附註：(續)

- (b) 於二零二二年十二月三十一日的結餘包括向寶新置地提供的無抵押定期貸款(定義見附註41)，年利率為8%或12%。該貸款已於二零二二年十二月十八日到期，包括本金約人民幣537.1百萬元的人民幣貸款及本金523.0百萬港元的港元貸款。到期貸款本金餘額連同相應應計利息人民幣155,700,000元(相當於合共1,326,544,000港元)乃經本集團與賣方(定義見附註41)協定予以抵銷本集團收購一家於中國從事物業開發及投資的公司的應付代價(附註41)。由於收購，本集團撥回過往年度計提的減值虧損259,117,000港元，並於本年度損益中確認。

- (c) 授予孖展客戶的信貨額度上限通過本集團接受的抵押證券的貼現市值釐定。

給予孖展客戶的貸款由相關抵押證券擔保並按介乎5.6%至18%(二零二二年：5.6%至18%)的固定年利率計息。本集團設有一份經認可股份清單，以按特定貸款抵押品比率給予孖展借款。任何超額的貸款比率將觸發孖展追加，客戶必須彌補短缺。

於二零二三年十二月三十一日，應收孖展貸款乃透過客戶抵押予本集團作為抵押品之證券擔保，未貼現市值為約284,470,000港元(二零二二年：3,661,111,000港元)。於兩個報告期間，該等抵押品的質素並無因實體的抵押品政策惡化或變動而出現重大變動。

- (d) 貸款及墊款及應收孖展貸款乃按以下貨幣計值：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	12	187
	207,018	820,767
	646,921	1,737,412
	<b>853,951</b>	<b>2,558,366</b>

- (e) 貸款及墊款及應收孖展貸款減值撥備變動如下：

	HK\$'000 千港元
At 1 January 2022	375,743
Provision for impairment	292,567
Written off	(38,967)
At 31 December 2022 and 1 January 2023	<b>629,343</b>
Provision for impairment	<b>351,386</b>
Recovery of impairment losses on financial assets arising from acquisition of a subsidiary (Note (b))	<b>(259,117)</b>
At 31 December 2023	<b>721,612</b>

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### 24. TRADE RECEIVABLES

Trade receivables	應收貿易賬款
Less: Provision for impairment	減：減值撥備
Trade receivables net	應收貿易賬款淨額

For customers of Automation, a credit period ranging from 30 days to 60 days (2022: 30 days to 60 days) after acceptance is generally granted with exception of some trade customers where the credit period of 6 to 12 months (2022: 6 to 12 months) are granted. For customers of Property Investment and Development, the balances are due upon issuance of invoices or within 2 days (2022: upon issuance of invoices or within 2 days). The Group does not hold any collateral over these balances.

The ageing analysis of gross trade receivables based on invoice date are as follows:

### 24. 應收貿易賬款

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
93,591	157,358
(13,159)	(3,137)
80,432	154,221

對於自動化的客戶，通常在接受後的信用期為30天至60天(二零二二年：30天至60天)，但若干貿易客戶的信用期為6到12個月(二零二二年：6至12個月)。對於物業投資及發展的客戶，餘額會於發行發票時或2天內(二零二二年：開具發票時或2天內)到期。本集團並無對該等結餘持有任何抵押品。

應收貿易賬款總額基於發票日期的賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 to 30 days	0至30日	30,147	60,467
31 to 60 days	31至60日	6,223	25,623
61 to 90 days	61至90日	2,031	17,972
91 to 120 days	91至120日	12,228	12,468
Over 120 days	120日以上	42,962	40,828
		93,591	157,358

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## 綜合財務報表附註

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### 24. TRADE RECEIVABLES (Continued)

Trade receivables are denominated in the following foreign currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US dollar	美元	31,308	65,897
Hong Kong dollar	港元	17,867	28,299
RMB	人民幣	40,017	59,105
Euro ("EUR")	歐元(「歐元」)	325	999
Japanese Yen ("JPY")	日圓(「日圓」)	4,074	3,055
Singapore dollar ("SGP")	新加坡元(「新元」)	-	3
		<b>93,591</b>	<b>157,358</b>

Movements on the provision for impairment of trade receivables are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	3,137	2,948
Provision for impairment	減值撥備	10,022	189
At 31 December	於十二月三十一日	<b>13,159</b>	<b>3,137</b>

### 24. 應收貿易賬款(續)

應收貿易賬款乃按以下外幣計值：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US dollar	美元	31,308	65,897
Hong Kong dollar	港元	17,867	28,299
RMB	人民幣	40,017	59,105
Euro ("EUR")	歐元(「歐元」)	325	999
Japanese Yen ("JPY")	日圓(「日圓」)	4,074	3,055
Singapore dollar ("SGP")	新加坡元(「新元」)	-	3
		<b>93,591</b>	<b>157,358</b>

應收貿易賬款減值撥備的變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	3,137	2,948
Provision for impairment	減值撥備	10,022	189
At 31 December	於十二月三十一日	<b>13,159</b>	<b>3,137</b>

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### 25. CONTRACT ASSETS AND CONTRACT LIABILITIES

#### (a) Contract assets

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Contract assets arising from:</b>	<b>合約資產來自：</b>		
Sale of goods	銷售貨品	14,416	20,618
Less: Provision for impairment	減：減值撥備	(72)	(103)
		<b>14,344</b>	<b>20,515</b>

Notes:

- (i) Typical payment terms which impact on the amount of contract assets are as follows:

Contract assets arising from sales of goods are initially recognised for revenue earned from the sale of automated production related equipment as the receipt of consideration is conditional on successful completion of product certification by the technicians. Upon completion of the product certification and when the rights to consideration become unconditional, the amounts recognised as contract assets are reclassified to trade receivables.

The Group's credit terms and credit policy with customers are disclosed in notes 24 and 44.1(b) to the consolidated financial statements respectively.

### 25. 合約資產及合約負債

#### (a) 合約資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>合約資產來自：</b>			
銷售貨品		14,416	20,618
減：減值撥備		(72)	(103)
		<b>14,344</b>	<b>20,515</b>

附註：

- (i) 影響合約資產金額的一般付款條款如下：

貨品銷售產生的合約資產最初以銷售自動化生產相關設備所獲得的收益確認，因為代價的接收取決於技術人員成功完成產品認證。產品認證完成後，當代價權成為無條件時，確認為合約資產的金額將重新分類為應收貿易賬款。

本集團目前與客戶訂立的信貸條款及信貸政策分別於綜合財務報表分別附註24及44.1(b)中披露。



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## 綜合財務報表附註

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### 25. CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

#### (a) Contract assets (Continued)

Notes: (Continued)

- (ii) The expected timing of recovery or settlement for contract assets are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	14,344	20,515

- (iii) Movements on the provision for impairment of contract assets are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	103	113
Reversal of impairment	減值撥回	(31)	(10)
At 31 December	於十二月三十一日	72	103

### 25. 合約資產及合約負債 (續)

#### (a) 合約資產 (續)

附註：(續)

- (ii) 合約資產收回或結算的預期時間如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	14,344	20,515

- (iii) 合約資產減值之撥備的變動如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	103	113
Reversal of impairment	減值撥回	(31)	(10)
At 31 December	於十二月三十一日	72	103

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### 25. CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

#### (b) Contract liabilities

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Contract liabilities from customers arising from:</b>	來自客戶的合約負債產生自		
	以下各項：		
Sale of goods	銷售貨品	10,500	23,234
Sales of properties	物業銷售	519,971	46
		<b>530,471</b>	<b>23,280</b>

The Group receives payments from customers based on billing schedule as established in contracts.

Significant changes in contract liabilities were as follows:

The significant changes in contract liabilities as at 31 December 2023 are related to increase in payment in advance of sales of properties net of the impact on revenue recognised related to those contract liabilities, which mainly due to the acquisition of Shantou Taisheng Technology Limited (Note 41).

The following table shows the revenue recognised for the year related to carried-forward contract liabilities:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised during the year that was included in the contract liabilities at the beginning of the year	年內確認的收益計入年初合約負債	(21,820)	(50,563)

### 25. 合約資產及合約負債 (續)

#### (b) 合約負債

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Contract liabilities from customers arising from:</b>	來自客戶的合約負債產生自		
	以下各項：		
Sale of goods	銷售貨品	10,500	23,234
Sales of properties	物業銷售	519,971	46
		<b>530,471</b>	<b>23,280</b>

本集團根據合約中規定的結賬時間表收取客戶付款。

合約負債的重大變動如下：

於二零二三年十二月三十一日，合約負債的重大變化乃由於預售物業（扣除就該等合約負債確認的收益所受影響）的付款增加，其主要由於收購汕頭市泰盛科技有限公司（附註41）所致。

下表顯示目前本年度內已確認的收益中與結轉合約負債有關：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised during the year that was included in the contract liabilities at the beginning of the year	年內確認的收益計入年初合約負債	(21,820)	(50,563)

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### 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

### 26. 預付款項、按金及其他應收款項

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments and other deposits	預付款及其他按金	(a)	262,514	17,258
Interest receivable	應收利息		2,078	24,834
Value-added and other tax recoverable	增值稅及其他可退回稅項		62,485	13,350
Other receivables from related parties	其他應收關聯方的款項	46(b)	–	4,059
Other receivables from non-controlling interest	其他應收非控股權益款項	(b)	497,860	–
Other receivables	其他應收款項		34,754	30,947
Less: Provision for impairment	減：減值撥備		(21,581)	–
			838,110	90,448
Less: Non-current portion	減：非流動部分		–	(3,440)
Current portion	流動部分		838,110	87,008

The directors of the Company consider the balances of prepayments, deposits and other receivables are recoverable by reference to the nature of these balances and credit history of counterparties where applicable.

經考慮預付款項、按金及其他應收款項結餘的性質及對手方的信貸記錄（如適用）後，本公司董事認為可收回該等結餘。

Notes:

附註：

- (a) As at 31 December 2023 and 2022, the balances of prepayments and other deposits substantially represented prepayments made to the contractors of property development and investment projects of the Group. During the year, the Group acquired Shantou Taisheng, defined in Note 41, and the balance of prepayments and other deposits including the balance of Shantou Taisheng.
- (b) It represented amount due from GSLG, as defined in note 41, on acquisition of Shantou Taisheng. The movement on the provision for impairment of other receivables from non-controlling interest are as follows. For more details, please refer to note 41.

- (a) 於二零二三年及二零二二年十二月三十一日，預付款項及其他按金的餘額主要是向本集團物業發展及投資項目的分包商支付的預付款項。於本年度，本集團收購汕頭市泰盛（定義見附註41），故預付款項及其他按金的結餘包括汕頭市泰盛的結餘。
- (b) 其指就收購汕頭市泰盛應收實新置地（定義見附註41）款項。非控股權益的其他應收款項的減值撥備變動如下。詳情請參閱附註41。

		2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	–
Provision for impairment	減值撥備	16,168
At 31 December	於十二月三十一日	16,168

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### 26. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (Continued)

Movement on the provision for impairment of deposits and other receivables other than other receivables from non-controlling interest are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	-	8,928
Provision for/(reversal of) impairment	減值撥備/(撥回)	5,413	(8,925)
Exchange realignment	匯兌調整	-	(3)
At 31 December	於十二月三十一日	5,413	-

### 27. FINANCIAL ASSETS AT FVTPL

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Listed securities:	上市證券：		
– Equity securities – Hong Kong	– 股本證券 – 香港	12,957	23,368
Debt investments at FVTPL	按公平值計入損益的債務投資	128,850	124,367
		141,807	147,735

The fair value of the listed securities are based on their current bid prices in an active market.

As at 31 December 2023, no financial assets at FVTPL have been pledged as securities for the Group's other borrowings (Note 32) (2022: no financial assets at FVTPL have been pledged as securities for the Group's other borrowings).

### 26. 預付款項、按金及其他應收款項(續)

按金及其他應收款項(其他應收非控股權益除外)減值撥備的變動如下：

### 27. 按公平值計入損益的金融資產

上市證券的公平值基於其於活躍市場的現時買入價計算。

於二零二三年十二月三十一日，概無按公平值計入損益的金融資產已作為本集團其他借貸的抵押品(附註32)(二零二二年：概無按公平值計入損益的金融資產已作為本集團其他借貸的抵押品)。

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### 27. FINANCIAL ASSETS AT FVTPL (Continued)

Financial assets at FVTPL are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US dollar	美元	128,850	124,367
Hong Kong dollar	港元	12,957	23,368
		<b>141,807</b>	<b>147,735</b>

### 27. 按公平值計入損益的金融資產(續)

按公平值計入損益的金融資產乃按以下貨幣計值：

### 28. CASH AND CASH EQUIVALENTS, PLEDGED BANK DEPOSITS, RESTRICTED DEPOSITS AND CLIENT TRUST BANK BALANCES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash in hand	手頭現金	89	113
Cash at banks	銀行現金	373,278	449,047
Short-term bank deposits with original maturity less than three months	原到期日少於三個月的短期銀行按金	188,926	37,182
Cash and cash equivalents	現金及現金等價物	<b>562,293</b>	<b>486,342</b>
Pledged bank deposits and restricted deposits	已抵押銀行存款及受限制存款	515,367	21,053
Client trust bank balances	客戶信託銀行結餘	132,285	150,024

### 28. 現金及現金等價物、已抵押銀行存款、受限制存款及客戶信託銀行結餘

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### 28. CASH AND CASH EQUIVALENTS, PLEDGED BANK DEPOSITS, RESTRICTED DEPOSITS AND CLIENT TRUST BANK BALANCES (Continued)

Cash and cash equivalents, pledged bank deposits, restricted deposits and client trust bank balances are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
RMB	人民幣	134,594	237,583
US dollar	美元	574,557	51,325
Hong Kong dollar	港元	439,142	331,007
Others	其他	61,652	37,504
		<b>1,209,945</b>	657,419

The conversion of RMB into foreign currencies and remittance of RMB out of bank balances in the PRC are subject to the rules and regulations of the foreign exchange control promulgated by the government of the PRC.

### 28. 現金及現金等價物、已抵押銀行存款、受限制存款及客戶信託銀行結餘 (續)

現金及現金等價物、已抵押銀行存款、受限制存款及客戶信託銀行結餘乃按以下貨幣計值：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
RMB	134,594	237,583
US dollar	574,557	51,325
Hong Kong dollar	439,142	331,007
Others	61,652	37,504
	<b>1,209,945</b>	657,419

中國內地銀行的人民幣存款兌換為外幣和人民幣匯出受到中國政府頒佈的外匯管制法規所規限。

### 28. CASH AND CASH EQUIVALENTS, PLEDGED BANK DEPOSITS, RESTRICTED DEPOSITS AND CLIENT TRUST BANK BALANCES (Continued)

The Group maintains trust and segregated accounts of approximately HK\$132,285,000 (2022: HK\$150,024,000) with authorised financial institutions to hold clients' deposits arising from normal business transactions. The Group has classified in the consolidated statement of financial position the clients' deposits as client trust bank balances in the current assets section and recognised the corresponding trade payables to the respective clients in the current liabilities section, on the grounds that the Group is liable for any misappropriation of the respective clients deposits as stipulated under the Hong Kong Securities and Futures Ordinance ("SFO"). The Group is not allowed to use the clients' monies to settle its own obligations under the SFO. As such, these monies are not included in cash and cash equivalents of the Group for cash flow purposes in the consolidated statement of cash flows.

The Group's pledged bank deposits represented deposits of HK\$237,791,000 which have been pledged as securities for bank borrowings granted to the Group (Note 32) (2022: HK\$nil have been pledged as securities for bank borrowings granted to the Group).

Part of the Group's restricted deposits represented the guarantee deposits of approximately HK\$16,273,000 (2022: HK\$21,053,000) for construction of properties. In accordance with certain PRC regulations, property development companies of the Group are required to place the proceeds received from pre-sale of properties as guarantee deposits for constructions of properties. The deposits can only be used to pay for relevant property development projects when approval from the PRC State-Owned Land and Resource Bureau is obtained. The restriction will be released according to the completion stage of the related pre-sold properties. And another part of the Group's restricted deposits represented the short-term deposits with an original maturity more than three months of approximately HK\$261,303,000 (2022: nil). As at 31 December 2023, this short-term deposit with maturity date on 6 November 2024 and fixed interest at 5.42%.

### 28. 現金及現金等價物、已抵押銀行存款、受限制存款及客戶信託銀行結餘 (續)

本集團與經授權財務機構維持信託及隔離賬戶約132,285,000港元(二零二二年：150,024,000港元)，以維持客戶於正常業務交易所產生之存款。本集團已在綜合財務狀況表中將客戶存款列為流動資產部分中的客戶信託銀行結餘，並在流動負債部分確認相應應付貿易賬款予各客戶，因為根據香港證券及期貨條例(「證券及期貨條例」)規定，本集團須對盜用各客戶存款的情況負責。本集團不得使用客戶的款項來履行其於證券及期貨條例下的責任。因此，這些款項不包括在綜合現金流量表中用於現金流量目的的本集團現金及現金等價物。

本集團已抵押銀行存款為已予抵押作為授予本集團的銀行借貸的擔保的存款237,791,000港元(附註32)(二零二二年：零港元已予抵押作為授予本集團的銀行借貸的擔保)。

本集團的受限制存款為在建物業的擔保金約16,273,000港元(二零二二年：21,053,000港元)。根據若干中國法規，本集團的物業發展公司須存放預售物業所得款項，作為建設物業的擔保存款。該存款僅可於獲得中國國有土地資源管理局批准後用於支付有關物業發展項目。該限制將根據相關預售物業的竣工階段予以解除。本集團另一部分受限制存款為原到期日超過三個月的短期存款約261,303,000港元(二零二二年：無)。截至二零二三年十二月三十一日，該短期存款的到期日為二零二四年十一月六日，固定利率為5.42%。

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### 29. LEASES

#### (a) Lease liabilities

The following table shows the remaining contractual maturities of the Group's lease liabilities at the end of the current reporting period:

		Total minimum lease payments 最低租賃付款總額		Present value of minimum lease payments 最低租賃付款之現值	
		2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元	2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元
Within one year	一年內	1,404	2,561	1,278	2,378
Later than one year and not later than five years	遲於一年且不遲於五年	1,504	2,086	1,442	1,962
		2,908	4,647	2,720	4,340
Less: total future interest expenses	減：未來利息開支總額	(188)	(307)		
Present value of lease liabilities	租賃負債現值	2,720	4,340		
The present value of future lease payments are analysed as follows:	未來租賃付款的現值分析如下：				
Current liabilities	流動負債	1,278	2,378		
Non-current liabilities	非流動負債	1,442	1,962		
		2,720	4,340		

### 29. 租賃

#### (a) 租賃負債

下表顯示本集團於當前報告期末租賃負債的剩餘合約到期日：



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## 綜合財務報表附註

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### 29. LEASES (Continued)

#### (b) The Group as lessor

##### (i) Operating lease

The Group's investment properties are leased to a number of tenants for varying terms. The future minimum lease payments receivable under non-cancellable operating leases of the Group were as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	91,317	80,748
Later than one year and not later than two years	遲於一年且不遲於兩年	74,564	60,381
Later than two years and not later than three years	遲於兩年且不遲於三年	58,838	47,470
Later than three years and not later than four years	遲於三年且不遲於四年	52,277	40,449
Later than four years and not later than five years	遲於四年且不遲於五年	48,509	38,845
More than five years	五年以上	131,207	135,178
		<b>456,712</b>	403,071

##### (ii) Finance lease

The Group leases machineries to its customers. These leases are classified as finance leases and have remaining lease terms of 1 year to 3 years (2022: 1 year to 3 years). The customers shall purchase or have an option to purchase the leased machineries at the end of lease terms of the finance lease.

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finance lease receivables	融資租賃應收款項		
– Non-current portion	– 非流動部分	840	2,866
– Current portion	– 流動部分	1,113	16,610
		<b>1,953</b>	19,476

### 29. 租賃(續)

#### (b) 本集團作為出租人

##### (i) 經營租賃

本集團的投資物業以不同的條款租賃給許多租戶。本集團不可撤銷的經營租賃應收的未來最低租賃付款如下：

##### (ii) 融資租賃

本集團向其客戶出租機器。該等租賃被分類為融資租賃，剩餘租賃期為1年至3年(二零二二年：1年至3年)。客戶應在融資租賃的租賃期滿時購買或選擇購買租賃的機器。

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### 29. LEASES (Continued)

#### (b) The Group as lessor (Continued)

##### (ii) Finance lease (Continued)

The total future minimum lease receivables under finance leases and their present values were as follows:

		Minimum lease receivables 最低租賃應付款		Present value of minimum lease receivables 最低租賃應付款之現值	
		2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元	2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元
Within one year	一年內	1,246	17,611	1,111	16,610
Later than one year and not later than two years	遲於一年且不遲於兩年	873	2,158	842	2,011
Later than two years and not later than three years	遲於兩年且不遲於三年	—	886	—	855
		2,119	20,655	1,953	19,476
Unearned finance income	未取得財務收入	(166)	(1,179)		
Total net finance lease receivables	淨融資租賃應收款總額	1,953	19,476		
Portion classified as current assets	分類為流動資產的部分	(1,113)	(16,610)		
Non-current portion	非流動部分	840	2,866		

### 29. 租賃 (續)

#### (b) 本集團作為出租人 (續)

##### (ii) 融資租賃 (續)

融資租賃下的未來最低租賃應收款總額及其現值如下：

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### 30. TRADE AND BILLS PAYABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade payables	應付貿易賬款	1,076,783	500,374
Bills payables	應付票據	42,846	10,266
		<b>1,119,629</b>	510,640

The ageing analysis of trade and bills payables based on invoice date is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0 to 30 days	0至30日	207,664	459,025
31 to 60 days	31至60日	2,991	3,883
61 to 90 days	61至90日	4,996	8,011
91 to 120 days	91至120日	2,961	3,851
Over 120 days	120日以上	901,017	35,870
		<b>1,119,629</b>	510,640

The average credit period of trade payables ranged from 30 days to 60 days (2022: 30 days to 60 days) for suppliers of Automation; ranged from 1 day to 2 days (2022: 1 day to 2 days) after the trade date where the transactions are executed in relation to provision of securities brokerage services; and ranged from 180 days to 365 days (2022: 180 days to 365 days) in relation to Property Investment and Development.

### 30. 應付貿易賬款及應付票據

根據發票日期應付貿易賬款及應付票據的賬齡分析如下：

自動化供應商的應付貿易賬款平均信貸期介乎30日至60日(二零二二年：30日至60日)；就執行提供證券經紀服務的交易而言，則介乎交易日後1日至2日(二零二二年：1日至2日)；及就物業投資及發展而言，則介乎180日至365日(二零二二年：180日至365日)。

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### 30. TRADE AND BILLS PAYABLES (Continued)

The carrying amounts of the trade and bills payables are denominated in the following foreign currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
RMB	人民幣	894,961	236,793
US dollar	美元	117,961	103,554
Hong Kong dollar	港元	23,905	157,518
EUR	歐元	423	2,059
JPY	日圓	82,380	10,693
Others	其他	-	23
		<b>1,119,629</b>	<b>510,640</b>

### 31. ACCRUALS AND OTHER PAYABLES

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accrued operating expenses	應計經營開支		13,888	37,588
Other tax payables	其他應付稅項		5,886	8,421
Deposits received	已收按金		42,557	25,808
Payables for construction costs	應付建設成本		111,884	238,814
Interest payables	應付利息		70,805	56,504
Other payables to a non-controlling interest	其他應付非控股權益的款項	46(b)	-	35,824
Other payables to related parties	其他應付關聯方的款項	46(b)	-	1,383
Financial guarantee contract	財務擔保合約		17,306	-
Provisions and other payables	撥備及其他應付款項		224,837	83,107
			<b>487,163</b>	<b>487,449</b>
Less: Non-current portion	減：非流動部分		<b>(13,921)</b>	<b>(10,133)</b>
			<b>473,242</b>	<b>477,316</b>

Notes:

- (a) As at 31 December 2023, approximately 79% (2022: 78%) of the carrying amounts of accruals and other payables are denominated in RMB, the remaining are mainly denominated in Hong Kong dollar.
- (b) Other payables to a non-controlling interest and related parties are unsecured, non-interest bearing and repayable on demand.

### 30. 應付貿易賬款及應付票據 (續)

應付貿易賬款及應付票據的賬面值乃按以下外幣計值：

### 31. 應計費用及其他應付款項

附註：

- (a) 於二零二三年十二月三十一日，約79%（二零二二年：78%）應計費用及其他應付款項的賬面值以人民幣計值，而其餘則主要以港元計值。
- (b) 其他應付非控股權益及關聯方之款項為無抵押、免息及按要求償還。

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### 32. BORROWINGS

### 32. 借貸

		2023 二零二三年		2022 二零二二年	
		Current 流動 千港元 HK\$'000 千港元	Non-current 非流動 千港元 HK\$'000 千港元	Current 流動 千港元 HK\$'000 千港元	Non-current 非流動 千港元 HK\$'000 千港元
		Notes 附註			
<b>Secured</b>	<b>有抵押</b>				
Bank loans	銀行貸款	(a) 422,800	-	966,158	-
Trust receipts loans	信託收據貸款	-	-	8,768	-
Other loans	其他貸款	(d) -	632,831	-	-
<b>Total secured borrowings</b>	<b>有抵押借貸總額</b>	(c) 422,800	632,831	974,926	-
<b>Unsecured</b>	<b>無抵押</b>				
Corporate bonds	公司債券	(b) 313,000	-	316,200	24,800
Other loans	其他貸款	(d) 354,762	-	92,538	-
<b>Total unsecured borrowings</b>	<b>無抵押借貸總額</b>	667,762	-	408,738	24,800
<b>Total borrowings</b>	<b>借貸總額</b>	1,090,562	632,831	1,383,664	24,800

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## 綜合財務報表附註

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### 32. BORROWINGS (Continued)

The Group's borrowings at the end of the reporting period were repayable as follows:

	Bank borrowings 銀行借貸		Other borrowings 其他借貸	
	2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元	2023 二零二三年 千港元 HK\$'000 千港元	2022 二零二二年 千港元 HK\$'000 千港元
Within one year or on demand 一年內或按需求	422,800	974,926	667,762	408,738
More than one year, but not exceeding two years 超過一年，但未超過兩年	-	-	-	24,800
More than two years, but not exceeding five years 超過兩年但未超過五年	-	-	632,831	-
	422,800	974,926	1,300,593	433,538

As at 31 December 2023, the effective interest rates of bank and other borrowings ranged from 5.0% to 12.0% (2022: ranged from 4.3% to 8.0%) per annum.

Notes:

- (a) As at 31 December 2023, bank loans of approximately HK\$297,020,000 (2022: HK\$890,639,000) included in current liabilities are not scheduled to repay within one year. They are classified as current liabilities as the related loan agreements contain a clause that provides the lenders with an unconditional right to demand repayment at any time at its own discretion.

### 32. 借貸(續)

本集團於本報告期末的借貸應按以下方式償還：

於二零二三年十二月三十一日，銀行及其他借貸的實際利率介乎5.0%至12.0%（二零二二年：每年介乎4.3%至8.0%）。

附註：

- (a) 於二零二三年十二月三十一日，約297,020,000港元的銀行貸款（二零二二年：890,639,000港元）計入流動負債，並無計劃於一年內償還。彼等乃分類為流動負債，因相關貸款協議包含賦予授貸人無條件權利隨時酌情決定要求還款的條款。

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## 綜合財務報表附註

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### 32. BORROWINGS (Continued)

Notes: (Continued)

(b) As at 31 December 2023, the Group had corporate bonds denominated in Hong Kong dollar with an aggregated amount of approximately HK\$313,000,000 (2022: HK\$341,000,000) to several parties with coupon rates ranged from 7.0% to 8.0% (2022: 7.0% to 8.0%) per annum and repayable within 1 year (2022: 1 to 2 years) from the respective issue dates according to the repayment schedule agreed between the Group and the bondholders.

(c) As at 31 December 2023, the Group's bank borrowings of approximately HK\$422,800,000 were secured by:

- (i) guarantee provided by the Company, certain of its subsidiaries and related parties and shareholder of the Company;
- (ii) the Group's property, plant and equipment (Note 15); and
- (iii) the Group's investment properties (Note 16).
- (iv) the Group's pledged bank deposits (Note 28).

As at 31 December 2022, the Group's bank borrowings of approximately HK\$974,926,000 were secured by:

- (i) guarantee provided by the Company, certain of its subsidiaries and related parties and shareholder of the Company;
- (ii) the Group's property, plant and equipment (Note 15); and
- (iii) the Group's investment properties (Note 16).

(d) As at 31 December 2022, the Group's other borrowings of approximately HK\$632,831,000 were secured by the Group's investment properties (Note 16).

As at 31 December 2022, no other borrowings were secured.

Foreign currencies:

Hong Kong dollar                      港元  
RMB    人民幣

### 32. 借貸 (續)

附註：(續)

(b) 於二零二三年十二月三十一日，本集團擁有以港元計值的公司債券合共約313,000,000港元(二零二二年：341,000,000港元)港元予若干方，債券票面年利率介乎7.0%至8.0%(二零二二年：7.0%至8.0%)，並根據本集團與債券持有人商定的還款時間表自相關發行日期起1年(二零二二年：1至2年)內償還。

(c) 於二零二三年十二月三十一日，本集團的銀行借貸約422,800,000港元以下各項作抵押：

- (i) 本公司、其若干附屬公司及關聯方，以及本公司股東提供的擔保；
- (ii) 本集團的物業、廠房及設備(附註15)；及
- (iii) 本集團的投資物業(附註16)。
- (iv) 本集團的已抵押銀行存款(附註28)。

於二零二二年十二月三十一日，本集團的銀行借貸約974,926,000港元以下各項作抵押：

- (i) 本公司、其若干附屬公司及關聯方，以及本公司股東提供的擔保；
- (ii) 本集團的物業、廠房及設備(附註15)；及
- (iii) 本集團的投資物業(附註16)。

(d) 於二零二二年十二月三十一日，本集團其他借貸約632,831,000港元由本集團的投資物業作抵押(附註16)。

於二零二二年十二月三十一日，概無其他借貸作抵押。

外幣：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong dollar	港元	682,772	672,215
RMB	人民幣	1,040,622	736,249
		<b>1,723,394</b>	1,408,464

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## 綜合財務報表附註

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### 33. DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to the same fiscal authority. The following balances, determined after appropriate offsetting, are shown in the consolidated statement of financial position:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	19,662	20,138
Deferred tax liabilities	遞延稅項負債	(491,205)	(221,044)

The net movements on the deferred tax liabilities/(assets) are as follows:

### 33. 遞延稅項

當有合法可強制執行的權利以即期稅項資產抵銷即期稅項負債，且該等遞延稅項與同一財政機關有關，即以遞延稅項資產抵銷遞延稅項負債。以下結餘乃經適當抵銷後釐定，於綜合財務狀況表內載列：

遞延稅項負債／(資產)的變動淨額如下：

		Accelerated tax depreciation allowance		Unrealised (profits)/losses in inventories of properties		Tax loss		Fair value gains/(losses)		Unrealised profits in financial assets at fair value through profit or loss		Intangible assets identified in acquisition		Total	
				未變現物業存貨 (溢利)/虧損				公平值收益/(虧損)		按公平值計入損益的金融資產之未變現溢利		收購時識別的無形資產		總計	
		2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
At 1 January	於一月一日	32,115	26,062	(39,354)	(13,009)	(5,384)	(9,863)	191,583	195,802	19,980	19,108	1,966	3,007	200,906	221,107
Charged/(credited) to the profit or loss (Note 12)	扣除自/(計入)損益 (附註12)	9,650	8,160	(9,711)	(31,186)	1,225	4,479	(11,608)	6,261	378	872	-	(1,041)	(10,066)	(12,455)
Acquisition of a subsidiary (Note 41)	收購一間附屬公司 (附註41)	-	-	-	-	-	-	300,836	-	-	-	-	-	300,836	-
Currency translation difference	貨幣換算差額	(1,445)	(2,107)	-	4,841	-	-	(18,688)	(10,480)	-	-	-	-	(20,133)	(7,746)
At 31 December	於十二月三十一日	40,320	32,115	(49,065)	(39,354)	(4,159)	(5,384)	462,123	191,583	20,358	19,980	1,966	1,966	471,543	200,906



### 33. DEFERRED TAX (Continued)

Deferred tax assets are recognised for tax loss carry-forwards to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred tax assets in respect of losses amounting to approximately HK\$781,714,000 (2022: HK\$396,739,000) that can be carried forward against future taxable income due to uncertainty of availability of future taxable income. Except for tax losses of approximately HK\$269,284,000 (2022: HK\$59,658,000) that will be expired in 5 years, the remaining tax losses do not have expiry date.

As at 31 December 2023, the Group has deductible temporary difference of approximately HK\$608,873,000 (2022: HK\$551,876,000) relating to ECLs provision of loans and advances, trade receivables, contract assets, other receivables and the fair value loss on FVOCI. No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Pursuant to relevant laws and regulations in the PRC, withholding tax is imposed at 10% on dividends declared to foreign investors in respect of profit earned by PRC subsidiaries from 1 January 2008 onward. At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of PRC subsidiaries for which deferred tax have not been recognised is approximately HK\$1,358,195,000 (2022: HK\$534,061,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

### 33. 遞延稅項 (續)

倘可能透過未來應課稅溢利變現相關稅務利益，則就結轉稅項虧損確認遞延稅項資產。由於日後可得應課稅收入存在不穩定因素，因此本集團並無就虧損約781,714,000港元(二零二二年：396,739,000港元)確認遞延稅項資產，而該遞延稅項資產可結轉與未來應課稅收入對銷。除稅項虧損約269,284,000港元(二零二二年：59,658,000港元)將於五年內到期外，其保留稅項虧損並無到期日。

於二零二三年十二月三十一日，本集團有關貸款及墊款、應收貿易賬款、合約資產、其他應收款項的預期信貸虧損撥備以及按公平值計入其他全面收益的公平值虧損的可扣減暫時差額約為608,873,000港元(二零二二年：551,876,000港元)。由於不大可能動用應課稅溢利用作抵銷可扣減暫時差額，故並無就該等可扣減暫時差額確認遞延稅項資產。

根據中國相關法律法規，自二零零八年一月一日起，就中國附屬公司賺取的利潤向外國投資者宣告的股息徵收10%的預提稅。於報告期末，與未確認遞延稅項的中國附屬公司的未分配收益相關的暫時性差異總額約為1,358,195,000港元(二零二二年：534,061,000港元)。由於本集團能夠控制暫時性差異轉回的時間，且該等差異在可預見的未來很可能不會轉回，因此並無就該等差異確認負債。

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### 34. SHARE CAPITAL

### 34. 股本

		Number of shares 股份數目 (thousand) (千股)	Share capital 股本 HK\$'000 千港元
<b>Authorised:</b>	<b>法定：</b>		
As at 1 January 2022	於二零二二年一月一日	500,000,000	50,000,000
2022 Share Consolidation (Note (a)(i))	二零二二年股份合併(附註(a)(i))	(475,000,000)	-
As 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	<b>25,000,000</b>	<b>50,000,000</b>
2023 Capital Reduction and Share Subdivision (Note (a)(ii) and (iii))	二零二三年股本削減及股份拆細 (附註(a)(ii)及(iii))	<b>4,975,000,000</b>	-
<b>At at 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>	<b>5,000,000,000</b>	<b>50,000,000</b>
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>		
As at 1 January 2022	於二零二二年一月一日	31,387,512	3,138,751
2022 Share Consolidation (Note (a)(i))	二零二二年股份合併(附註(a)(i))	(29,818,136)	-
As 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	<b>1,569,376</b>	<b>3,138,751</b>
2023 Capital Reduction and Share Subdivision (Note (a)(ii) and (iii))	二零二三年股本削減及股份拆細 (附註(a)(ii)及(iii))	-	<b>(3,123,057)</b>
New shares issued (Note (b))	已發行新股(附註(b))	<b>1,110,624</b>	<b>11,106</b>
<b>At at 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>	<b>2,680,000</b>	<b>26,800</b>

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### 34. SHARE CAPITAL (Continued)

Notes:

- (a) Pursuant to a special resolution of the Company passed on 24 November 2022, a capital reorganisation was approved. It comprised the following changes to the capital structure:
- (i) every twenty issued existing shares of HK\$0.1 each in share capital of the Company were consolidated into one consolidated share of HK\$2.0 (the **"2022 Share Consolidation"**) with effective on 28 November 2022;
- (ii) the par value of each issued consolidated share was reduced from HK\$2.0 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$1.99 on each issued consolidated share (the **"2023 Capital Reduction"**) with effective on 17 February 2023. Immediately following the 2023 Capital Reduction, all the credits arising from the capital reduction was transferred to retained earnings of the Company; and
- (iii) immediately following the 2023 Capital Reduction, each of the authorised but unissued consolidated shares of par value of HK\$2.0 each will be sub-divided (the **"Share Subdivision"**) into 200 new shares of par value of HK\$0.01 each with effective on 17 February 2023.
- (b) On 27 February 2023, arrangement was made for a placement to a placing agent of 313,875,122 ordinary shares of HK\$0.01 each of the Company at a price of HK\$0.34 per ordinary share representing a premium of approximately 91.01% to the closing market price of the Company's ordinary shares on 21 March 2023. The placing was completed on 22 March 2023. The proceeds were used to repay the maturing indebtedness and to provide additional working capital for the Company. As disclosed in the announcement on 22 March 2023, a total of 310,624,390 placing shares have been successfully placed by the placing agent.

On 20 April 2023, arrangement was made for a placement to a placing agent of 800,000,000 ordinary shares of HK\$0.01 each of the Company at a price of HK\$0.28 per ordinary share representing a premium of approximately 100% to the closing market price of the Company's ordinary shares on 25 July 2023. The placing was completed on 26 July 2023. The proceeds were used to repay the maturing indebtedness and to provide additional working capital for the Company.

### 34. 股本 (續)

附註：

- (a) 根據本公司於二零二二年十一月二十四日通過的特別決議案，資本重組已獲批准。其中包含對資本結構的以下變化：
- (i) 本公司股本中每二十股每股面值0.1港元的已發行現有股份合併為一股面值2.0港元的合併股份（「二零二二年股份合併」），自二零二二年十一月二十八日起生效；
- (ii) 透過註銷本公司的繳足股本（按每股已發行合併股份註銷1.99港元為限），使每股已發行合併股份的面值由2.0港元削減至0.01港元（「二零二三年股本削減」），自二零二三年二月十七日起生效。緊隨二零二三年股本削減後，股本削減產生的所有進賬立即轉撥至本公司的保留盈利；及
- (iii) 緊隨二零二三年股本削減後，每股面值2.0港元的法定未發行合併股份將分拆（「股份拆細」）為200股每股面值0.01港元的新股，由二零二三年二月十七日起生效。
- (b) 於二零二三年二月十七日，本公司向配售代理配售313,875,122股每股面值0.01港元的普通股，配售價格為每股普通股0.34港元，較本公司普通股於二零二三年三月二十一日的收市價溢價約91.01%。配售已於二零二三年三月二十二日完成。所得款項用於償還到期債務及為本公司提供額外營運資金。誠如二零二三年三月二十二日之公告所披露，合共310,624,390股配售股份已成功由配售代理配售。

於二零二三年四月二十日，本公司向配售代理配售800,000,000股每股面值0.01港元的普通股，配售價格為每股普通股0.28港元，較本公司普通股於二零二三年七月二十五日的收市價溢價約100%。配售已於二零二三年七月二十六日完成。所得款項用於償還到期債務及為本公司提供額外營運資金。

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### 35. RESERVES

Details of the movements of the Group's reserves are set out in the consolidated statement of changes in equity of the financial statements.

- (a) Merger reserve represents (i) the difference between the share capital of the Company and the combined share capital of the subsidiaries (after eliminating intra-group investments and share capital) acquired by the Company pursuant to the Group reorganisation in 2009 and (ii) impact on business combination under common control.
- (b) Capital reserve of the Group represents the net assets attributable to non-controlling shareholders which were acquired pursuant to the Group reorganisation in 2009, and is treated as a deemed contribution from equity holders and the release of share-based compensation reserve upon the incentive shares under share incentive scheme approved and adopted by the Group in 2008.
- (c) The PRC laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the net profit (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holder. All statutory reserves are created for specific purposes. The PRC company is required to appropriate 10% of statutory net profits to statutory reserve, upon distribution of its post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory reserve is more than 50% of its registered capital. The statutory reserves shall only be used to make up losses of the companies, to expand the companies' production operations, or to increase the capital of the companies. In addition, a company may make further contribution to the discretionary surplus reserve using its post-tax profits in accordance with resolutions of the board of directors.
- (d) Other reserves represented (i) share of other comprehensive income of associates; (ii) gains/losses arising from changes in Group's interests in subsidiaries that do not result in a loss of control; and (iii) revaluation surplus upon transfer of owner-occupied properties to investment properties and the tax arising from revaluation thereof.

### 35. 儲備

本集團儲備變動詳情載於財務報表之綜合權益變動表。

- (a) 合併儲備指(i)本公司根據二零零九年集團重組，收購的本公司股本與附屬公司合併後股本(扣除集團內投資及股本後)之間的差額及(ii)對同一控制下業務合併的影響。
- (b) 本集團資本儲備指根據二零零九年集團重組購入非控股股東應佔資產淨值並視同權益持有者的出資，而本集團於二零零八年批准及採納的股份獎勵計劃項下獎勵股份歸屬時解除以股份為基礎的報酬儲備。
- (c) 中國法律及法規規定，在中國註冊的公司從各自法定財務報表所呈報的淨利潤(抵銷以往年度的累計虧損後)中，於向權益持有者分派利潤前分配款項，以提撥若干法定儲備。所有法定儲備均為特定用途而設立。中國公司於分派當年度的除稅後利潤時，須向法定儲備分配法定淨利潤的10%。當公司法定儲備的總和超過其註冊資本的50%時，公司可停止分配。法定儲備只可用作彌補公司的虧損、擴大公司的生產營運或增加公司的資本。此外，按照董事會的決議案，公司可使用其除稅後利潤向酌情盈餘儲備作出進一步供款。
- (d) 其他儲備指(i)所佔採用聯營公司之其他全面收益；(ii)本集團於附屬公司的不會導致失去控制權的權益變動所產生的收益／虧損；及(iii)將業主佔用的物業轉為投資物業時的重估盈餘及重估所產生的稅項。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 35. RESERVES (Continued)

### 35. 儲備 (續)

#### The Company

#### 本公司

		Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元 (Note) (附註)	Other reserves 其他儲備 HK\$'000 千港元	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	3,266,781	3,138,751	24,867	1,760,173	4,670,226
Loss for the year	年內虧損	-	-	-	(551,522)	(551,522)
Share of other comprehensive income of associates	分佔聯營公司其他全面收益	-	-	(50,020)	-	(50,020)
Transactions with non-controlling interests	與非控股權益進行交易	-	-	(45,061)	-	(45,061)
Transfer to statutory reserve	轉入法定儲備	-	-	-	(625)	(625)
Transfer of reserve to retained earnings upon disposal of equity instruments at fair value through other comprehensive income	於出售按公平值計入其他全面收益的權益工具後轉撥儲備至保留盈利	-	-	-	(4,596)	(4,596)
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	<b>3,266,781</b>	<b>3,138,751</b>	<b>(70,214)</b>	<b>1,203,430</b>	<b>7,538,748</b>
Profit for the year	年內溢利	-	-	-	<b>102,497</b>	<b>102,497</b>
Share of other comprehensive income of associates	分佔聯營公司其他全面收益	-	-	<b>(19,984)</b>	-	<b>(19,984)</b>
Reduction of capital upon capital reorganization	股本重組後削減股本	-	<b>(3,123,057)</b>	-	<b>3,123,057</b>	-
Placing of new shares	配售新股	<b>319,305</b>	<b>11,106</b>	-	-	<b>330,411</b>
Transfer of reserve to retained earnings upon disposal of equity instruments at fair value through other comprehensive income	於出售按公平值計入其他全面收益的權益工具後轉撥儲備至保留盈利	-	-	-	<b>(58,374)</b>	<b>(58,374)</b>
At 31 December 2023	於二零二三年十二月三十一日	<b>3,586,086</b>	<b>26,800</b>	<b>(90,198)</b>	<b>4,370,610</b>	<b>7,893,298</b>

Note: Capital reserve of the Company arising from the Group reorganisation in 2009 represents the difference between the nominal value of shares issued by the Company pursuant to the reorganisation and the aggregated net assets values of subsidiaries acquired.

附註：二零零九年本集團重組產生的本公司資本儲備指本公司根據重組發行的股份面值與購入附屬公司資產淨值總額之差額。

### 36. SHARE-BASED PAYMENTS

#### Share option scheme adopted by the Company

The Company adopted a share option scheme on 2 June 2020 (the “2020 Share Option Scheme”).

The 2020 Share Option Scheme remain in force for ten years commencing on the adoption date. The number of shares in respect of which options may be granted under the 2020 Share Option Scheme and any other share option schemes is not permitted to exceed 30% of the shares of the Company in issue from time to time. The maximum number of shares issued and to be issued upon exercise of options granted and to be granted pursuant to the 2020 Share Option Scheme and any other share options schemes of the Company to any person (including both exercised and outstanding options) in any 12-month period up to the date of grant of options shall not exceed 1% of the shares of the Company in issue.

The exercise price is determined by the directors of the Company at the time of the grant of the options and will not be less than the higher of (i) the official closing price of the Company's share as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant; (ii) the average closing price of the Company's share as stated in the daily quotation sheets issued by the Stock Exchange for the five trading days immediately preceding the date of grant; and (iii) the nominal value of the Company's share. The options are exercisable in ten years starting from the date of grant. The Group has no legal or constructive obligation to repurchase or settle options in cash.

During the years ended 31 December 2023 and 2022, no share option was granted, exercised, cancelled or lapsed under the 2020 Share Option Scheme and no outstanding option as at 31 December 2023 and 2022.

### 36. 以股份為基礎的付款

#### 本公司採納的購股權計劃

本公司於二零二零年六月二日採納購股權計劃（「二零二零年購股權計劃」）。

二零二零年購股權計劃自採納日期起計十年內持續有效。根據二零二零年購股權計劃及任何其他購股權計劃授出的購股權可予發行的股份數目不得超過本公司不時已發行股份的30%。在截至購股權授出日期止的任何12個月期間內，因根據二零二零年購股權計劃及本公司任何其他購股權計劃已授出及將授出的購股權（包括已行使及尚未行使的購股權）獲行使而向任何人士發行及將予發行的最高股份數目，不得超過本公司不時已發行股份的1%。

購股權行使價由本公司董事於授出之時釐定，且不會低於下列之最高者：(i) 聯交所於授出日期發佈的每日報價表所列每股本公司股份的正式收市價；(ii) 聯交所於緊接授出日期前五個交易日發佈的每日報價表所列每股本公司股份的平均收市價；及(iii) 本公司股份之面值。購股權可於授出日期起十年內行使。本集團概無以現金購回或結算購股權的法定或推定責任。

截至二零二三年及二零二二年十二月三十一日止年度，二零二零年購股權計劃下的購股權並無授出、行使、註銷，而於二零二三年及二零二二年十二月三十一日並沒有未行使的購股權。

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## 綜合財務報表附註

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

### 37. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

### 37. 本公司財務狀況表

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Property, plant and equipment		1,277	1,916
Investment in an associate		97,529	135,985
		<b>98,806</b>	137,901
<b>Current assets</b>			
Loans and advances		—	646,446
Other receivables		554	428
Financial assets at fair value through profit or loss		7	26
Amounts due from subsidiaries		6,833,958	6,288,380
Cash and cash equivalents		717,539	60,180
		<b>7,552,058</b>	6,995,460
<b>Total assets</b>		<b>7,650,864</b>	7,133,361
<b>Current liabilities</b>			
Accrual and other payables		9,851	25,733
Amounts due to subsidiaries		998,123	934,506
Borrowings		682,772	631,096
		<b>1,690,746</b>	1,591,335
<b>Net current assets</b>		<b>5,861,312</b>	5,404,125
<b>NET ASSETS</b>		<b>5,960,118</b>	5,542,026
<b>EQUITY</b>			
Share capital	34	26,800	3,138,751
Reserves	35	5,933,318	2,403,275
<b>TOTAL EQUITY</b>		<b>5,960,118</b>	5,542,026

The financial statements were approved by the board of directors on 28 March 2024 and were signed on its behalf:

本財務報表由董事會於二零二四年三月二十八日批准，並由以下董事代為簽署：

**Yao Jianhui**  
姚建輝  
Chairman  
主席

**Li Minbin**  
李敏斌  
Director  
董事

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## 綜合財務報表附註

For the year ended 31 December 2023

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### 38. PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries as at 31 December 2023 are as follows, which in the opinion of the directors of the Company, principally affect the results, assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

### 38. 主要附屬公司

於二零二三年十二月三十一日主要附屬公司的詳情如下，本公司董事認為，該等詳情主要影響本集團的業績、資產及負債。本公司董事認為，提供其他附屬公司之詳情將會導致篇幅過於冗長。

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment/operation and kind of legal entity	Issued/fully paid up/registered share capital	Effective interest held by the Company	Principal activities
附屬公司名稱	註冊成立/成立日期	註冊成立/成立/ 經營地點及法人類型	已發行/已繳足/ 已登記股本	本公司持有 的實際權益	主要業務
<b>Directly held:</b>					
直接持有：					
Great Sphere Developments Limited	3 July 2012	The British Virgin Islands (The "BVI")/Hong Kong, limited liability company	1 ordinary share of US\$1	100%	Investment holding
	二零一二年七月三日	英屬處女群島 (「英屬處女群島」)/ 香港有限公司	1 股每股面值 1 美元的 普通股股份		投資控股
Success Charm Holdings Limited	11 May 2009	The BVI/Hong Kong, limited liability company	27,774,264 ordinary shares of US\$1 each	100%	Investment holding
祥成控股有限公司	二零零九年五月十一日	英屬處女群島/香港有限公司	27,774,264 股每股面值 1 美元的普通股股份		投資控股
<b>Indirectly held:</b>					
間接持有：					
ACE Grand Limited	3 October 2012	Hong Kong, limited liability company	1 ordinary share, HK\$1	100%	Property investment
	二零一二年十月三日	香港有限公司	1 股普通股，1 港元		物業投資
Glory Sun Asset Management Limited	30 March 2012	Hong Kong, limited liability company	14,000,000 ordinary shares, HK\$14,000,000	100%	Providing asset management services
寶新資產管理有限公司	二零一二年三月三十日	香港有限公司	14,000,000 股普通股， 14,000,000 港元		提供資產管理服務
Glory Sun Bullion Limited	4 June 2013	Hong Kong, limited liability company	20,000,000 ordinary shares, HK\$20,000,000	100%	Providing bullion trading services
寶新金業有限公司	二零一三年六月四日	香港有限公司	20,000,000 股普通股， 20,000,000 港元		提供金銀貿易服務



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## 綜合財務報表附註

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截至二零二三年十二月三十一日止年度

### 38. PRINCIPAL SUBSIDIARIES (Continued)

### 38. 主要附屬公司 (續)

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment/operation and kind of legal entity	Issued/fully paid up/registered share capital	Effective interest held by the Company	Principal activities
附屬公司名稱	註冊成立/成立日期	註冊成立/成立/ 經營地點及法人類型	已發行/已繳足/ 已登記股本	本公司持有 的實際權益	主要業務
<b>Indirectly held: (Continued)</b>					
間接持有：(續)					
Glory Sun Credit Limited	24 October 2014	Hong Kong, limited liability company	553,333,330 ordinary shares, HK\$553,333,330	100%	Providing money lending services
寶新信貸有限公司	二零一四年十月二十四日	香港有限公司	553,333,330 股普通股， 553,333,330 港元		提供借貸服務
Glory Sun Financial Investment Limited	13 March 2014	Hong Kong, limited liability company	4,000,000 ordinary shares, HK\$4,000,000	100%	Investment holding
寶新金融投資有限公司	二零一四年三月十三日	香港有限公司	4,000,000 股普通股，4,000,000 港元		投資控股
Glory Sun Securities Limited	30 October 1998	Hong Kong, limited liability company	1,003,347,067 ordinary shares, HK\$1,003,737,067	100%	Providing securities brokerage services
寶新證券有限公司	一九九八年十月三十日	香港有限公司	1,003,347,067 股普通股， 1,003,737,067 港元		提供證券經紀服務
Glory Sun Services Limited	28 October 2016	Hong Kong, limited liability company	1 ordinary share, HK\$1	100%	Providing back office support to the Group
寶新服務有限公司	二零一六年十月二十八日	香港有限公司	1 股普通股，1 港元	100%	向本集團提供辦公室後勤服務
Glory Sun Wealth Management Limited	30 March 2012	Hong Kong, limited liability company	4,600,000 ordinary shares, HK\$4,600,000	100%	Providing insurance services
寶新財富管理有限公司	二零一二年三月三十日	香港有限公司	4,600,000 股普通股， 4,600,000 港元		提供保險服務
Glory Sun Capital Limited	27 August 2018	Hong Kong, limited liability company	15,000,000 ordinary shares, HK\$15,000,000	100%	Inactive
寶新融資有限公司	二零一八年八月二十七日	香港有限公司	15,000,000 股普通股， 15,000,000 港元		暫無業務
Gallant Tech Limited	10 May 2007	Hong Kong, limited liability company	5,000,000 ordinary shares, HK\$5,000,000	100%	Trading of machines and spare parts and investment holding
佳力科技有限公司	二零零七年五月十日	香港有限公司	5,000,000 股普通股， 5,000,000 港元	100%	機器及零部件貿易以及投資控股

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### 38. PRINCIPAL SUBSIDIARIES (Continued)

### 38. 主要附屬公司 (續)

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment/operation and kind of legal entity	Issued/fully paid up/registered share capital	Effective interest held by the Company	Principal activities
附屬公司名稱	註冊成立/成立日期	註冊成立/成立/ 經營地點及法人類型	已發行/已繳足/ 已登記股本	本公司持有 的實際權益	主要業務
<b>Indirectly held: (Continued)</b>					
間接持有：(續)					
Handmoon Investments Limited	31 October 2016	The BVI/Hong Kong, limited liability company	1 ordinary share of US\$1	100%	Property investment
恒滿投資有限公司	二零一六年十月三十一日	英屬處女群島/香港有限公司	1股每股面值1美元的普通股股份		物業投資
Harvest Joy Investments Limited	26 October 2016	The BVI/Hong Kong, limited liability company	1 ordinary share of US\$1	100%	Property investment
豐欣投資有限公司	二零一六年十月二十六日	英屬處女群島/香港有限公司	1股每股面值1美元的普通股股份		物業投資
Hong Kong Bao Xin Asset Management Limited	23 April 2012	Hong Kong, limited liability company	1 ordinary share, HK\$1	100%	Investment holding and securities investment
香港寶新資產管理有限公司	二零一二年四月二十三日	香港有限公司	1股普通股·1港元		投資控股及證券投資
Laihua TaiSheng Limited*	8 June 2011	The PRC, limited liability company	Registered RMB1,650,000,000	100%	Property development
萊華泰盛有限公司	二零一一年六月八日	中國有限責任公司	已登記人民幣1,650,000,000元		物業開發
Laihua TaiFeng Limited*	10 January 2012	The PRC, limited liability company	Registered RMB600,000,000	100%	Property development
萊華泰豐有限公司	二零一二年一月十日	中國有限責任公司	已登記人民幣600,000,000元		物業開發
Lin Dong Corporate Management Consulting (Shanghai) Co., Limited*	21 August 2017	The PRC, limited liability company	Registered RMB2,000,000	100%	Consultation on corporate management
霖動企業管理諮詢(上海)有限公司	二零一七年八月二十一日	中國有限責任公司	已登記人民幣2,000,000元		企業管理諮詢
Shanghai Chuanguang Electronics Co., Limited*	7 April 2017	The PRC, limited liability company	Registered RMB5,000,000	100%	Trading of machines and spare parts
上海創光電子有限公司	二零一七年四月七日	中國有限責任公司	已登記人民幣5,000,000元		機器及零部件貿易
Shanghai Hunlcar Investment Management Co., Ltd*	4 May 2014	The PRC, limited liability company	Registered RMB50,000,000	100%	Investment management
上海雄倫投資管理有限公司	二零一四年五月四日	中國有限責任公司	已登記人民幣50,000,000元	100%	投資管理
Shenzhen Baokai Investment Holding Company limited	11 April 2016	The PRC, limited liability company	Registered RMB1,800,000,000	100%	Investment holding
深圳寶開投資控股有限公司	二零一六年四月十一日	中國有限責任公司	已登記人民幣1,800,000,000元	100%	投資控股

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### 38. PRINCIPAL SUBSIDIARIES (Continued)

### 38. 主要附屬公司 (續)

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment/operation and kind of legal entity	Issued/fully paid up/registered share capital	Effective interest held by the Company	Principal activities
附屬公司名稱	註冊成立/成立日期	註冊成立/成立/ 經營地點及法人類型	已發行/已繳足/ 已登記股本	本公司持有 的實際權益	主要業務
<b>Indirectly held: (Continued)</b>					
間接持有：(續)					
Shantou Taisheng Technology Limited	1 November 2016	The PRC, limited liability company	Registered RMB2,310,000,000	51%	Property investment
汕頭市泰盛科技有限公司	二零一六年十一月一日	中國有限責任公司	已登記人民幣2,310,000,000元		物業投資
Shenzhen B&K New Energy Co., Limited* ("Shenzhen B&K")	4 November 1999	The PRC, limited liability company	Registered RMB720,000,000	75.5%	Property investment
深圳邦凱新能源股份有限公司(「深圳邦凱」)	一九九九年十一月四日	中國有限責任公司	已登記人民幣720,000,000元		物業投資
Shenzhen Bangkai Commercial Property Co., Ltd*	26 February 2014	The PRC, limited liability company	Registered RMB30,000,000	100%	Inactive
深圳市邦凱商置有限公司	二零一四年二月二十六日	中國有限責任公司	已登記人民幣30,000,000元		暫無業務
Shenzhen Bao Da Financial Services Co., Ltd*	12 October 2015	The PRC, limited liability company	Registered RMB5,000,000	100%	Investment holding
深圳市寶達金融服務有限公司	二零一五年十月十二日	中國有限責任公司	已登記人民幣5,000,000元		投資控股
Shenzhen Gallant Financial Leasing Co., Ltd.*	8 November 2016	The PRC, limited liability company	Registered HK\$500,000,000	100%	Finance leasing
深圳佳力融資租賃有限公司	二零一六年十一月八日	中國有限責任公司	已登記500,000,000港元	100%	融資租賃
Shenzhen Gallant Tech Co., Ltd.*	23 June 2006	The PRC, limited liability company	Registered RMB260,000,000	100%	Trading of machines and spare parts
深圳市佳力興業電子科技有限公司	二零零六年六月二十三日	中國有限責任公司	已登記人民幣260,000,000元		機器及零部件貿易
Shenzhen Qianhai Bao Xin Equity Investment Fund Management Co., Ltd.*	1 April 2017	The PRC, limited liability company	Registered RMB50,000,000	100%	Investment management
深圳市前海寶信股權投資基金管理有限公司	二零一七年四月一日	中國有限責任公司	已登記人民幣50,000,000元		投資管理

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 38. PRINCIPAL SUBSIDIARIES (Continued)

### 38. 主要附屬公司 (續)

Name of subsidiary	Date of incorporation/ establishment	Place of incorporation/ establishment/operation and kind of legal entity 註冊成立/成立/ 經營地點及法人類型	Issued/fully paid up/registered share capital 已發行/已繳足/ 已登記股本	Effective interest held by the Company 本公司持有 的實際權益	Principal activities
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#### Indirectly held: (Continued)

間接持有：(續)

Smart Riches Limited	13 January 2011 二零一一年一月十三日	The BVI/Hong Kong, limited liability company 英屬處女群島/香港有限公司	1 ordinary share of US\$1 1股每股面值1美元的普通股股份	100%	Inactive 暫無業務
Ultra Glory Investments Limited	17 May 2016 二零一六年五月十七日	The BVI/Hong Kong, limited liability company 英屬處女群島/香港有限公司	1 ordinary share of US\$1 1股每股面值1美元的普通股股份	100%	Property investment 物業投資
World Fair International Limited	27 December 1996 一九九六年十二月二十七日	Hong Kong, limited liability company 香港有限公司	10,000 ordinary share, HK\$10,000 10,000股普通股, 10,000港元	100%	Inactive 暫無業務

\* For identification purpose only

None of the subsidiaries had issued debt securities at the end of the year.

於年末，概無附屬公司發行債務證券。

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## 綜合財務報表附註

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截至二零二三年十二月三十一日止年度

### 39. NON-CONTROLLING INTERESTS

#### (a) Material non-controlling interests

##### **Summarised financial information on subsidiaries with material non-controlling interests**

Set out below are the summarised consolidated financial information for subsidiaries that have non-controlling interests that are material to the Group. The information presented below represents the amounts before any inter-company elimination.

		2023 二零二三年 Shenzhen B&K 深圳邦凱	2023 二零二三年 Shantou Taisheng 汕頭市泰盛	2022 二零二二年 Shenzhen B&K 深圳邦凱
Percentage of equity interests held by non-controlling interests	非控股權益持有的權益百分比	24.50%	49.00%	24.50%

##### **Summarised consolidated statement of financial position as at 31 December**

##### **於十二月三十一日的綜合財務狀況表概要**

		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Current assets	流動資產	18,663	3,281,119	34,947
Current liabilities	流動負債	(302,737)	(1,529,209)	(962,021)
Non-current assets	非流動資產	2,305,627	2,012,761	2,335,734
Non-current liabilities	非流動負債	(775,023)	(262,170)	(157,470)
Net assets	資產淨值	1,246,530	3,502,501	1,251,190
Net assets allocated to non-controlling interests	分配予非控股權益的資產淨值	305,400	1,716,225	306,542

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 39. NON-CONTROLLING INTERESTS (Continued)

#### (a) Material non-controlling interests (Continued)

##### Summarised consolidated statement of comprehensive income for the year ended 31 December

		2023 二零二三年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元	2023 二零二三年 Shantou Taisheng 汕頭市泰盛 HK\$'000 * 千港元*	2022 二零二二年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元
Revenue	收益	117,843	128,821	121,885
(Loss)/profit for the year	年度(虧損)/溢利	(10,806)	(90,957)	57,837
Total comprehensive loss	全面虧損總額	(10,806)	(90,957)	(92,225)
Total comprehensive loss allocated to non-controlling interests	分配予非控股權益的全面虧損總額	(2,647)	(44,569)	(22,595)

##### Summarised consolidated statement of cash flows for the year ended 31 December

		2023 二零二三年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元	2023 二零二三年 Shantou Taisheng 汕頭市泰盛 HK\$'000 * 千港元*	2022 二零二二年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元
Cash flow from operating activities	經營活動產生的現金流量	(4,637)	(26,951)	110,386
Cash flow from investing activities	投資活動產生的現金流量	22,577	(1)	(70,893)
Cash flow from financing activities	融資活動產生的現金流量	21,828	25,291	(50,988)
Net cash inflows/(outflows)	現金流入/(流出)淨額	39,768	(1,661)	(11,495)

\* This company was acquired by the Group on 22 March 2023. For more information, please refer to note 41.

##### 截至十二月三十一日止年度的綜合全面收益表概要

	2023 二零二三年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元	2023 二零二三年 Shantou Taisheng 汕頭市泰盛 HK\$'000 * 千港元*	2022 二零二二年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元
Revenue	117,843	128,821	121,885
(Loss)/profit for the year	(10,806)	(90,957)	57,837
Total comprehensive loss	(10,806)	(90,957)	(92,225)
Total comprehensive loss allocated to non-controlling interests	(2,647)	(44,569)	(22,595)

##### 截至十二月三十一日止年度的綜合現金流量表概要

	2023 二零二三年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元	2023 二零二三年 Shantou Taisheng 汕頭市泰盛 HK\$'000 * 千港元*	2022 二零二二年 Shenzhen B&K 深圳邦凱 HK\$'000 千港元
Cash flow from operating activities	(4,637)	(26,951)	110,386
Cash flow from investing activities	22,577	(1)	(70,893)
Cash flow from financing activities	21,828	25,291	(50,988)
Net cash inflows/(outflows)	39,768	(1,661)	(11,495)

\* 該公司於二零二三年三月二十二日由本集團收購。其他資料請參閱附註41。

### 39. NON-CONTROLLING INTERESTS (Continued)

#### (b) Transactions with non-controlling interests

The following transactions with non-controlling interests were accounted for as equity transactions as the changes in the Group's ownership interest did not result in a loss of control over its subsidiaries.

- (i) On 28 January 2022, Glory Sun Financial Holdings Limited ("GSFHL"), a wholly-owned subsidiary of the Company, entered into a share transfer agreement with an independent third party to acquire additional 14.73% equity interest in GAL, a then non-wholly owned subsidiary of the Company, at the consideration of HK\$110,000,000. Upon the completion date, GAL became a wholly-owned subsidiary of GSFHL and the Company. The Group recognised a decrease in non-controlling interests of approximately HK\$64,939,000 and an decrease in equity attributable to owners of the Company of approximately HK\$45,061,000.
- (ii) On 22 March 2023, Shenzhen Baokai Investment Holding Company Limited, an indirectly wholly-owned subsidiary of the Company, entered into a share transfer agreement with an independent third party to acquire 51% equity interest in Shantou Taisheng Technology Limited. For more information, please refer to note 41.

### 39. 非控股權益 (續)

#### (b) 與非控股權益交易

由於本集團所有權權益的變動並無導致失去對附屬公司的控制權，故以下具有非控股權益的交易以權益交易列賬。

- (i) 於二零二二年一月二十八日，寶新金融控股有限公司（「寶新金融控股」，本公司全資附屬公司）與一名獨立第三方訂立股份轉讓協議，以收購金裕有限公司（本公司當時之非全資附屬公司）額外14.73%股權，代價為110,000,000港元。於完成日期後，金裕有限公司成為寶新金融控股及本公司的全資附屬公司。本集團確認非控股權益減少約64,939,000港元及本公司擁有人應佔權益減少約45,061,000港元。
- (ii) 於二零二三年三月二十二日，深圳寶開投資控股有限公司（本公司間接全資附屬公司）與一名獨立第三方訂立股份轉讓協議，以收購汕頭市泰盛科技有限公司之51%股權。其他資料請參閱附註41。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

### 40. 綜合現金流量表附註

#### (a) Reconciliation of loss before income tax for the year to cash generated from operations:

#### (a) 本年度除所得稅前虧損與經營業務所得的現金之對賬：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit/(loss) before income tax from operations 來自經營業務的除所得稅前溢利/(虧損)	<b>68,097</b>	(507,960)
Adjustments for: 作出以下調整：		
– Interest income – 利息收入	<b>(61,793)</b>	(251,471)
– Finance costs (Note 10) – 財務成本(附註10)	<b>92,854</b>	98,087
– Dividend income (Note 7) – 股息收入(附註7)	<b>(65)</b>	(1)
– Depreciation of property, plant and equipment (Note 15) – 物業、廠房及設備折舊(附註15)	<b>56,180</b>	40,030
– Amortisation of intangible assets (Note 18) – 攤銷無形資產(附註18)	<b>48</b>	6,359
– Gain on disposal of property, plant and equipment (Note 7) – 出售物業、廠房及設備的收益(附註7)	<b>(28)</b>	(48)
– Loss on disposal of subsidiaries (Note 7) – 出售附屬公司虧損(附註7)	<b>618</b>	–
– Loss on early termination of lease – 提前終止租賃的虧損	<b>–</b>	(4,327)
– Loss allowance on financial guarantee contract (Note 7) – 財務擔保合約虧損撥備(附註7)	<b>9,517</b>	–
– Fair value loss/(gain) on investment properties (Note 16) – 投資物業的公平值虧損/(收益)(附註16)	<b>20,704</b>	(8,240)
– Gain on bargain purchase from acquisition of a subsidiary – 收購一間附屬公司產生的議價購買收益	<b>(550,515)</b>	–
– Written off of intangible assets (Note 18) – 無形資產撇銷(附註18)	<b>–</b>	8,100
– Impairment losses on loans and advances (Note 23) – 貸款及墊款減值虧損(附註23)	<b>351,386</b>	292,567
– Recovery of impairment losses on financial assets arising from acquisition of a subsidiary (Note 23) – 收購一間附屬公司產生的金融資產減值虧損收回(附註23)	<b>(259,117)</b>	–
– Impairment losses/(reversal of impairment losses) on other receivables (Note 26) – 其他應收款項減值虧損/(減值虧損撥回)(附註26)	<b>5,413</b>	(8,925)
– Impairment losses on trade receivables (Note 24) – 應收貿易賬款減值虧損(附註24)	<b>10,022</b>	189
– Reversal of impairment losses on contract assets (Note 25) – 合約資產減值虧損撥回(附註25)	<b>(31)</b>	(10)
– Write-down of inventories of properties – 撇減物業存貨	<b>170,009</b>	106,203
– Write off of property, plant and equipment – 物業、廠房及設備撇銷	<b>714</b>	–
– Share of results of associates (Note 18) – 分佔聯營公司業績(附註18)	<b>18,472</b>	109,490
– Written off on loans and advances (Note 8) – 撇銷貸款及墊款(附註8)	<b>–</b>	53,397
Operating profit before working capital changes 營運資金變動前的營業溢利	<b>(67,515)</b>	(66,560)



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (a) Reconciliation of loss before income tax for the year to cash generated from operations: (Continued)

### 40. 綜合現金流量表附註(續)

#### (a) 本年度除所得稅前虧損與經營業務所得的現金之對賬：(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Changes in working capital:	營運資金變動：		
– Inventories	– 存貨	51,267	(20,547)
– Loans and advances	– 貸款及墊款	377,871	424,007
– Client trust bank balances	– 客戶信託銀行結餘	17,739	45,380
– Completed properties held for sale and properties under development	– 已完工持作出售物業及發展中物業	66,259	85,957
– Trade and other receivables and contract assets	– 應收貿易賬款及其他應收款項及合約資產	132,581	138,742
– Finance lease receivables	– 應收融資租賃款項	17,523	34,360
– Financial assets at FVTPL	– 按公平值計入損益的金融資產	(13,054)	178,765
– Trade and other payables and contract liabilities	– 應付貿易賬款及其他應付款項及合約負債	(424,106)	(245,947)
Cash generated from operations	經營所得現金	<b>158,835</b>	574,157

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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

### 40. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

#### (b) Reconciliation of liabilities arising from financing activities:

This section sets out an analysis the movements in liabilities from financing activities for each of the periods presented.

### 40. 綜合現金流量表附註(續)

#### (b) 融資活動所產生負債之對賬：

本節載列各呈報期間融資活動所產生負債之變動分析。

	Corporate bonds (Note 32) HK\$'000 千港元	Bank and other borrowings (Note 32) HK\$'000 千港元	Interest payables (Note 31) HK\$'000 千港元	Lease liabilities (Note 26(a)) HK\$'000 千港元	Other payables to a non-controlling Interest 其他應付非控股權益款項 (Note 31) HK\$'000 千港元	Other payables to related parties 其他應付關聯方的款項 (Note 31) HK\$'000 千港元	Placement of Shares (Note 35) HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2022 於二零二二年一月一日	(356,000)	(1,650,343)	(8,385)	(54,138)	-	(5,492)	-	(2,074,358)
New leases 新租賃	-	-	-	(1,377)	-	-	-	(1,377)
Termination of leases 終止租賃	-	-	-	41,986	-	-	-	41,986
Financing cash outflows 融資現金流出	15,000	514,998	37,984	13,355	35,060	-	-	616,397
Finance costs 財務成本	-	-	-	(95,448)	(2,639)	-	-	(98,087)
Others 其他	-	-	-	-	(72,500)	3,808	-	(68,692)
Exchange realignment 匯兌調整	-	67,881	9,345	(1,527)	1,616	301	-	77,616
As 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	(341,000)	(1,067,464)	(56,504)	(4,340)	(35,824)	(1,383)	-	(1,506,515)
Financing cash outflows/(inflows) 融資現金流出/(流入)	28,000	(360,894)	77,933	2,236	-	-	(330,411)	(583,136)
Finance costs 財務成本	-	-	(92,234)	(620)	-	-	-	(92,854)
Others 其他	-	-	-	-	35,824	1,383	-	37,207
Exchange realignment 匯兌調整	-	17,965	-	4	-	-	-	17,969
As at 31 December 2023 於二零二三年十二月三十一日	(313,000)	(1,410,393)	(70,805)	(2,720)	-	-	(330,411)	(2,127,329)

### 41. ACQUISITION OF A SUBSIDIARY

#### Acquisition of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) (the “Shantou Taisheng”)

On 19 October 2022, the Company procured Shenzhen Baokai Investment Holding Company Limited\*, an indirectly wholly-owned subsidiary of the Company (深圳寶開投資控股有限公司) (the “Purchaser”) and Glory Sun Land Group Limited (“GSLG”) procured Shenzhen Hong Jia Xin Technology Limited\*, an indirectly wholly-owned subsidiary of Glory Sun Land Group (深圳宏佳新科技有限公司) (the “Vendor”) to enter into an agreement, pursuant to which the Purchaser conditionally agrees to acquire, and the Vendor conditionally agrees to sell, 100% of the total equity interest and actual paid-up registered capital of Shantou Taisheng in two tranches. The 1st tranche acquisition (representing 51% of the total equity interest and actual paid-up registered capital of the Shantou Taisheng) was completed on 22 March 2023.

2nd tranche acquisition is subject to the satisfaction (or waiver, as the case may be) of the conditions precedent set forth in the aforementioned agreement, the Vendor shall dispose the 2nd tranche sale equity interest (representing the remaining 49% of the total equity interest and actual paid-up registered capital of the Shantou Taisheng held by the Vendor) to the Purchaser within twelve months from 1st tranche completion.

The 1st and 2nd tranche considerations are amounting to RMB1,175,550,000 and RMB1,129,450,000 respectively.

### 41. 收購一間附屬公司

#### 收購汕頭市泰盛科技有限公司 (「汕頭市泰盛」)

於二零二二年十月十九日，本公司促使深圳寶開投資控股有限公司(本公司的間接全資附屬公司，「買方」)及寶新置地集團有限公司(「寶新置地」)促使深圳宏佳新科技有限公司(寶新置地集團的間接全資附屬公司，「賣方」)訂立協議，據此，買方有條件同意收購而賣方有條件同意分兩批出售汕頭市泰盛總股權及實際繳足註冊資本的100%。第一批收購(佔汕頭市泰盛總股權及實際繳足註冊資本的51%)已於二零二三年三月二十二日完成。

第二階段收購須於滿足(或豁免，視情況而定)上述協議所載先決條件後方告作實，賣方將於第一階段完成後十二個月內向買方出售第二階段銷售股權(即賣方持有汕頭市泰盛之剩餘49%總股權及實際繳足註冊資本)。

第一及第二階段代價分別為人民幣1,175,550,000元及人民幣1,129,450,000元。

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## 綜合財務報表附註

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### 41. ACQUISITION OF A SUBSIDIARY (Continued)

#### Acquisition of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) (the “Shantou Taisheng”)

(Continued)

The 1st tranche consideration should be paid by cash and set-off loans principal together with the corresponding interest due from GSLG (Note 23(b)) of RMB12,100,000 (equivalent to HK\$16,285,000) and RMB1,163,400,000 (equivalent to HK\$1,326,544,000) respectively.

Shantou Taisheng has certain balances due from subsidiaries of GSLG (“GSLG Group”). As at the date of agreement, the balance outstanding was RMB415,000,000. In addition, Shantou Taisheng has granted a land charge (“Land Charge”) to Xiamen International Trust Co., Ltd. for securing the loan of RMB360,000,000 (“Secured Loan”) granted to GSLG Group which shall be mature on 19 October 2026. Pursuant to the agreement, the 2nd tranche consideration should be offset with the amount due from GSLG Group and the Group shall direct the payment of consideration to repay the Secured Loan and the corresponding interest.

Shantou Taisheng is a company established in the PRC with limited liability and is solely engaged in a development and construction project located at Longhu District, Shantou City, Guangdong Province, the PRC, with total land area of approximately 167,000 sq.m. which involve office and commercial buildings, residential units and loft apartments.

For details, please refer to the announcements of the Company dated 3 October 2022 and 22 March 2023 and the circular of the Company dated 28 February 2023. The shareholders of the Company have approved the acquisition 100% equity interest in Shantou Taisheng in March 2023.

### 41. 收購一間附屬公司(續)

#### 收購汕頭市泰盛科技有限公司 (「汕頭市泰盛」)(續)

第一階段代價應以現金及抵銷應收寶新置地之貸款本金及相應利息(附註23(b))分別為人民幣12,100,000元(相當於16,285,000港元)及人民幣1,163,400,000元(相當於1,326,544,000港元)支付。

汕頭市泰盛擁有若干應收寶新置地附屬公司(「寶新置地集團」)的結餘。於協議日期，未償還結餘為人民幣415,000,000元。此外，汕頭市泰盛已向廈門國際信託有限公司授予土地抵押(「土地抵押」)，以擔保向寶新置地集團授予人民幣360,000,000元之貸款(「有抵押貸款」)，該貸款將於二零二六年十月十九日到期。根據協議，第二階段代價應抵銷應收寶新置地集團款項，而本集團應指示支付代價以償還有抵押貸款及相應利息。

汕頭市泰盛為一間於中國成立的有限公司，位於中國廣東省汕頭市龍湖區，從事開發建設項目，總土地面積約167,000平方米，涉及辦公及商業建築、住宅單位及閣樓公寓。

有關詳情，請參閱本公司日期為二零二二年十月三日、二零二三年三月二十二日的公告以及本公司日期為二零二三年二月二十八日的通函。本公司股東已於二零二三年三月批准收購汕頭市泰盛之全部股權。

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## 綜合財務報表附註

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### 41. ACQUISITION OF A SUBSIDIARY (Continued)

#### Acquisition of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) (the “Shantou Taisheng”)

(Continued)

Fair value of net identifiable assets acquired and liabilities assumed on date of acquisition were as follow:

### 41. 收購一間附屬公司(續)

#### 收購汕頭市泰盛科技有限公司 (「汕頭市泰盛」)(續)

於收購日期已收購可識別資產及已承擔負債淨值之公平值如下：

		HK\$'000 千港元
Investment properties	投資物業	2,078,434
Properties under development	發展中物業	1,669,266
Properties held for sales	持作出售物業	943,945
Amount due from GLSG Group – settlement arrangement under the 2nd tranche consideration (Note (a))	應收寶新置地集團款項 – 第二階段代價之結算安排(附註(a))	496,447
Prepayment for construction	預付工程款	329,744
Prepayment for land appreciation tax (“LAT”)	土地增值稅(「土地增值稅」)之預付款項	24,992
Cash and cash equivalents	現金及現金等價物	21,861
Others	其他	18,886
<b>Total assets</b>	<b>資產總值</b>	<b>5,583,575</b>
Trade and other payables, accruals and bill payable	應付貿易賬款及其他應付款項、應計費用 及應付票據	(969,278)
Contract liabilities	合約負債	(594,427)
Deferred tax liabilities	遞延稅項負債	(300,836)
Financial guarantee issued (Note (b))	已發行財務擔保(附註(b))	(6,595)
<b>Total liabilities</b>	<b>負債總額</b>	<b>(1,871,136)</b>
<b>Net identifiable assets acquired and liabilities assumed</b>	<b>已收購可識別資產及已承擔負債淨值</b>	<b>3,712,439</b>
Less: Non-controlling interest (49%)	減：非控股權益(49%)	1,819,095
<b>Attributed to purchaser</b>	<b>買方應佔</b>	<b>1,893,344</b>
<b>Consideration transfer</b>	<b>轉讓代價</b>	
Cash consideration	現金代價	16,285
Set off against loan receivable from GSLG and interest accrued	抵銷應收寶新置地集團的貸款及應計利息	1,326,544
<b>Total consideration</b>	<b>總代價</b>	<b>1,342,829</b>
<b>Gain on bargain purchase (Note (c))</b>	<b>議價購買收益(附註(c))</b>	<b>550,515</b>
<b>Net cash inflow on acquisition</b>	<b>收購產生的現金流入淨額</b>	<b>3,525</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 41. ACQUISITION OF A SUBSIDIARY (Continued)

#### Acquisition of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) (the “Shantou Taisheng”)

(Continued)

Notes:

- (a) Shantou Taisheng has an amount due from GSLG Group of RMB415,000,000 on the date of entering into the acquisition. The counterparties have agreed to have this balance being considered as part of the settlement for the 2nd tranche acquisition. The management of the Group considered the fair value of the amount due is approximate to the amount agreed to offset.
- (b) Balance represents financial guarantees issued by Shangtou Taisheng for the Secured Loan. Fair value of the financial guarantees on acquisition date was determined by the AP Appraisal Limited, a firm of professional valuer. The counterparties have agreed to have the consideration payable by the Group for the 2nd tranche acquisition to be directed to the relevant lenders.
- (c) The Group has engaged a professional valuer to evaluate the fair values of the target company at the date of acquisition and the difference represents the fair value over their net book values at the acquisition date.

The asset approach is applied in the valuation of the 100% equity interests of the target company. The asset approach determines a fair value indication of a business, business ownership interest, security, or intangible asset by using one or more methods based on the value of the assets net of liabilities. Value is established based on the cost of reproducing or replacing the property, less depreciation from physical deterioration and functional and economic obsolescence, if present and measurable.

The gain on bargain purchase of approximately HK\$550,515,000 is attributable to the Group's bargaining power and ability in negotiating the agreed terms of the transaction with its counter party, especially, the Vendor disposing Shangtou Taisheng at a discount due to lack of funding to repay the loan and corresponding interest payable upon expiry (Note 23(b)), and is immediately recognised in the consolidated statement of comprehensive income.

The acquisition enables the Group to participate in the project adheres to the Group's business strategies in further expanding its property investment and development portfolio. The project forms part of a large scale urban development in Shantou City, comprising intelligent complex integrating high-end residence, cultural centre, five-star hotel, top-notch business, office buildings, offices and aesthetic mansions. The urban development is designed to promote regional development and innovation, encourage industrial upgrading of the city and to stimulate economic growth.

### 41. 收購一間附屬公司(續)

#### 收購汕頭市泰盛科技有限公司 (「汕頭市泰盛」)(續)

附註：

- (a) 於收購日期，汕頭市泰盛應收實新置地集團款項為人民幣415,000,000元。交易對手已協定將該結餘視為償還第二階段收購金額的一部分。本集團管理層認為應付款項的公平值與協定抵銷的金額相若。
- (b) 該結餘指汕頭市泰盛就有抵押貸款所發出的財務擔保。財務擔保於購買日期的公平值由專業估值師AP Appraisal Limited釐定。交易對手已協定將本集團就第二階段收購應付的代價直接支付予相關貸款人。
- (c) 本集團已聘請專業估值師評估目標公司於收購日期的公平值，差距代表於收購日期公平值超出其賬面淨值的金額。

資產法應用於目標公司100%股權的估值。資產法乃根據資產扣除負債後的價值，利用一種或多種方法去釐定一項業務、業務擁有權益、證券或無形資產的公平值指標。價值乃按財產複製或重置的成本，減去實質損耗以及功能及經濟性陳舊所引致之折舊（倘存在及可計量）確定。

議價收購收益約550,515,000港元乃歸因於本集團的議價及就交易與對手方商討協定條款的能力，特別是由於缺乏資金於償還到期貸款及相關應付利息，因此賣方折扣出售汕頭市泰盛（附註23(b)），且即時於綜合全面收益表內確認。

收購事項使本集團能夠參與項目，符合本集團進一步擴大物業投資及發展組合的業務策略。項目乃汕頭市大規模城市發展的一部分，包括集高端住宅、文化中心、五星級酒店、一流商業、辦公樓、寫字樓及美學豪宅為一體的智能綜合體。城市發展旨在促進區域發展及創新，鼓勵城市產業升級，刺激經濟增長。

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

### 42. CAPITAL AND OTHER COMMITMENTS

Capital and other expenditure contracted for at the end of the year but not yet incurred by the Group were as follows:

### 42. 資本及其他承擔

本集團於年終已訂約但尚未產生的資本及其他開支如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Contracted but not provided for:</b>	<b>已訂約但未撥備：</b>		
Investment properties and property development expenditures	投資物業及物業發展支出	<b>3,585,118</b>	424,050
Investment in an associate	投資一間聯營公司	<b>215,158</b>	215,158
The 2nd tranche acquisition payment for non-controlling interest (Note 41)	就非控股權益支付第二階段收購款項(附註41)	<b>1,255,000</b>	–
		<b>5,055,276</b>	639,208

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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### 43. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts of the Group's financial assets and liabilities as recognised at the end of the year are analysed into the following categories. See note 4.9 for explanations about how the category of financial instruments affects their subsequent measurement.

### 43. 按類別劃分的金融資產及金融負債概要

本集團於年末確認的金融資產及負債的賬面值按下列分類作出分析。有關金融工具的分類對其後計量的影響，請參閱附註4.9的說明。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
<i>Measured at fair value</i>	<i>按公平值計量</i>		
– Financial assets at FVOCI	– 按公平值計入其他全面收益之金融資產	<b>38,076</b>	122,578
– Financial assets at FVTPL	– 按公平值計入損益的金融資產	<b>141,807</b>	147,735
<i>Measured at amortised cost</i>	<i>按攤銷成本計量</i>		
– Trade receivables	– 應收貿易賬款	<b>80,432</b>	154,221
– Finance lease receivables	– 融資租賃應收款項	<b>1,953</b>	19,476
– Loans and advances	– 貸款及墊款	<b>132,339</b>	1,929,023
– Deposits and other receivables	– 按金及其他應收款項	<b>54,748</b>	67,153
– Client trust bank balances	– 客戶信託銀行結餘	<b>132,285</b>	150,024
– Pledged bank deposit and restricted deposits	– 已抵押銀行存款及受限制存款	<b>515,367</b>	21,053
– Cash and cash equivalents	– 現金及現金等價物	<b>562,293</b>	486,342
		<b>1,659,300</b>	3,097,605
<b>Financial liabilities</b>	<b>金融負債</b>		
<i>Measured at amortised cost</i>	<i>按攤銷成本計量</i>		
– Trade and bills payables	– 應付貿易賬款及應付票據	<b>1,119,629</b>	510,640
– Accruals and other payables	– 應計費用及其他應付款項	<b>487,163</b>	487,449
– Borrowings	– 借貸	<b>1,723,393</b>	1,408,464
– Lease liabilities	– 租賃負債	<b>2,720</b>	4,340
		<b>3,332,905</b>	2,410,893



## 44. FINANCIAL RISK MANAGEMENT

### 44.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, price risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group under policies approved by the directors of the Company.

#### (a) Market risk

##### *Foreign exchange risk*

The Group operates principally in Hong Kong and in the PRC. It is exposed to foreign exchange risk primarily with respect to Hong Kong dollar and RMB denominated transactions. Foreign exchange risk arises where future commercial transactions, recognised assets and liabilities are denominated in currency that is not the respective Company's functional currency.

As at 31 December 2023 and 2022, the Group's cash and bank balances, deposits and other receivables and loans and advances are mainly denominated in Hong Kong dollar, RMB and US dollar other than the functional currency of the relevant group companies. Since Hong Kong dollar is pegged to US dollar, the Group believes the exposure of transactions denominated in Hong Kong dollar which are entered into the Group to be insignificant.

As at 31 December 2023 and 2022, if RMB had strengthened/weakened by 5% with all other variables held constant, profit after income tax would have been approximately HK\$2,708,000 higher/lower (2022: HK\$36,492,000 lower/higher).

## 44. 財務風險管理

### 44.1 財務風險因素

本集團業務承受多項財務風險，即市場風險（包括外匯風險、價格風險及利率風險）、信貸風險及流動資金風險。本集團的整體風險管理方案著眼金融市場的不可預測情況，致力減低對本集團財務表現的潛在不利影響。本集團的高級管理層乃根據本公司董事批准的政策進行風險管理。

#### (a) 市場風險

##### *外匯風險*

本集團主要於香港及中國經營業務。本集團承受的外匯風險主要與以港元及人民幣計值的交易有關。當未來商業交易、已確認資產及負債以本公司各功能貨幣以外貨幣計值時，便會產生外匯風險。

於二零二三年及二零二二年十二月三十一日，除相關集團公司的功能貨幣外，本集團的現金及銀行結餘、按金及其他應收款項及貸款及墊款主要以港元、人民幣及美元計值。由於港元與美元掛鈎，因此本集團相信，本集團訂立以港元計值的交易的風險並不重大。

於二零二三年及二零二二年十二月三十一日，倘人民幣升值／貶值5%，在所有其他變數不變的情況下，除所得稅後溢利將會增加／減少約2,708,000港元（二零二二年：減少／增加36,492,000港元）。

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## 綜合財務報表附註

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

The Group manages its exposures to foreign currency transactions by monitoring the level of foreign currency receipts and payments. The Group ensures that the net exposure to foreign exchange risk is kept to an acceptable level from time to time. The Group also regularly reviews the portfolio of suppliers and the currencies in which the transactions are denominated so as to minimise the Group's exposure to foreign exchange risk.

##### Price risk

The Group is exposed to equity price change arising from its financial assets at FVTPL and financial assets at FVOCI. The Group's financial instruments are equity securities which are subject to change in market prices of the securities. To manage its price risk arising from investments in equity securities, the Group diversity its portfolio.

For those equity investments at FVTPL and FVOCI with quoted market price. The sensitivity analyses below have been determined based on the exposure to equity price risk at the end of the reporting period. If equity prices had been 10% higher/lower (2022: 10% higher/lower):

Loss after tax for the year ended 31 December 2023 would decrease/increase by approximately HK\$11,841,000 (2022: approximately HK\$2,337,000) due to the change in fair value of financial assets at FVTPL; and

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (a) 市場風險 (續)

本集團監察外匯收款及付款水平，藉以管理外匯交易的風險。本集團確保所承受的外匯風險淨額不時維持於可接受水平。同時，本集團定期檢討供應商組合及交易貨幣，盡量減低本集團的外匯風險。

##### 價格風險

本集團承受按公平值計入損益的金融資產及按公平值計入其他全面收益的金融資產引起的股權價格變動。本集團的金融工具為隨證券市價變動的股本證券。為管理因投資於股票證券而產生的價格風險，本集團將其投資組合予以多元化。

就以市場報價的按公平值計入損益及按公平值計入其他全面收益的股權投資而言，以下的敏感性分析，是根據報告期末股價所面對的風險確定的。倘股價上漲／下跌10%（二零二二年：上漲／下跌10%）：

截至二零二三年十二月三十一日止年度的除稅後虧損將減少／增加約11,841,000港元（二零二二年：約2,337,000港元），乃由於按公平值計入損益的金融資產的公平值變動所致；及

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### Price risk (Continued)

other comprehensive income (2022: other comprehensive expense) for the year ended 31 December 2023 would increase/decrease by approximately HK\$3,179,000 (2022: decrease/increase by HK\$11,837,000) as a result of the changes in fair value of financial assets at FVOCI.

The Group is not exposed to significant commodity price risk as at 31 December 2023 and 2022.

###### Interest rate risk

Except for the cash held at banks, loans and advances and financial lease receivables, the Group has no other significant interest bearing assets. The Group's income and operating cash flows are substantially independent of changes in market interest rates. At 31 December 2023, if interest rates on cash held at banks, loans and advances and finance lease receivables had been 25 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,969,000 higher/lower (2022: HK\$1,692,000 lower/higher), mainly as a result of higher/lower interest income on cash at banks, loans and advances and finance lease receivables.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### 價格風險 (續)

截至二零二三年十二月三十一日止年度的其他全面收益(二零二二年：其他全面開支)將增加／減少約3,179,000港元(二零二二年：減少／增加11,837,000港元)，乃由於按公平值計入其他全面收益的金融資產發生了變化。

本集團二零二三年及二零二二年十二月三十一日並無承擔重大的商品價格風險。

###### 利率風險

除銀行現金存款、貸款及墊款以及融資租賃應收款項外，本集團並無其他重大計息資產。本集團收入及營運現金流量基本上不受市場利率變動影響。於二零二三年十二月三十一日，倘若銀行現金存款、貸款及墊款以及融資租賃應收款項利率調高／調低25個基點，在所有其他變數不變的情況下，年內的除稅後溢利將會分別增加／減少約1,969,000港元(二零二二年：減少／增加1,692,000港元)，主要由於銀行現金存款、貸款及墊款以及融資租賃應收款項利息收入增加／減少所致。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (a) Market risk (Continued)

###### Interest rate risk (Continued)

The Group's interest rate risk arises from bank and other borrowings which are interest bearing at floating rates and are repayable based on the repayment schedules. Borrowings issued at floating rates expose the Group to cash flow interest-rate risk.

At 31 December 2023, if interest rates on bank and other borrowings had been 25 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been approximately HK\$1,348,000 lower/higher (2022: HK\$2,437,000 higher/lower), mainly as a result of higher/lower interest expense on floating rate borrowings.

##### (b) Credit risk

Credit risk mainly arises from financial assets at amortised cost.

As at 31 December 2023, the top five debtors and the largest debtor accounted for approximately 34% (2022: 32%) and 9% (2022: 11%) of the Group's trade receivables balance, respectively. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group normally conducts credit checks on new customers and requires them, and other customers with credit histories that the management is not satisfied with, to pay a deposit, or to provide the Group with a letter of credit when placing orders.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (a) 市場風險 (續)

###### 利率風險 (續)

本集團的利率風險來自浮息銀行及其他借貸，須按還款期予以償還。所授浮息借貸令本集團承受現金流量利率風險。

於二零二三年十二月三十一日，倘若銀行及其他借貸利率調高／調低25個基點，在所有其他變數不變的情況下，年內的除稅後溢利將會分別減少／增加約1,348,000港元（二零二二年：增加／減少2,437,000港元），主要由於浮息借貸利息開支增加／減少所致。

##### (b) 信貸風險

信貸風險主要來自其他按攤銷成本計量的金融資產。

於二零二三年十二月三十一日，五大債務人及最大債務人佔本集團應收貿易賬款結餘分別約34%（二零二二年：32%）及9%（二零二二年：11%）。本集團制定數項政策，確保產品銷售的客戶對象均具有適當的信貸記錄。本集團一般會對新客戶進行信貸審查，並會要求彼等及信貸記錄未能令管理層滿意的其他客戶，支付訂金，或者於訂貨時向本集團發出信用狀。

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

The Group provides clients with securities brokerage and margin financing for securities transactions, which are secured by clients' securities or deposits held as collateral. Each client has a maximum credit limit based on the quality of collateral held and the financial background of the client. Management has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken overdue debts. The overdue balances for margin clients are reviewed daily, and force-sell action may be taken against clients with overdue balances on case by case basis.

For other loans and advances, prior to the lending of loan, the financial strength, purpose of the borrowing and repayment ability of the borrower is reviewed to ensure the default probability is acceptably low.

Except for the financial guarantee given by the Group as set out in note 45, the Group does not provide any other guarantees which would expose the Group to credit risk. The maximum exposure to credit risk in respect of these financial guarantees at the end of the reporting period is disclosed in note 45.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

本集團就證券交易向客戶提供證券經紀及孖展融資服務，以客戶的證券及持作抵押品的按金作擔保。基於該客戶持有抵押品的質量及財務背景，各客戶有最高信貸上限。管理層已委派團隊負責釐定信貸上限、信貸審批及其他監控程序以確保對逾期債務採取後續行動。本集團每日均會對保證金客戶的逾期結餘進行審查，並可能按個別情況就逾期結餘對客戶採取強制出售行動。

至於其他的貸款及墊款，於借出貸款前，將會審核借款人的財務能力、借款目的及償還能力以確保違約的可能性為可接受的低水平。

除附註45中規定的本集團提供的財務擔保外，本集團未提供其他任何可能使本集團面臨信貸風險的擔保。於本報告期末，有關該等財務擔保的最大信貸風險於附註45中披露。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

In order to minimise the credit risk of the Group, the management has implemented internal control procedures to ensure that follow-up action is taken to recover overdue debts.

##### *Impairment and provision policies*

The Group's impairment requirements under HKFRS 9 are based on an expected credit loss model. The Group applies simplified approach to measure ECL on trade receivables and contract assets; and general approach to measure ECL on loans and advances to customers and other financial assets accounted for at amortised cost. Under the simplified approach, the Group measures the loss allowance on trade receivables and contract assets at an amount equal to lifetime ECL. Under the general approach, financial assets migrate through the following three stages based on the change in credit risk since initial recognition: Stage 1: 12-month ECL, Stage 2: Lifetime ECL not credit-impaired and Stage 3: Lifetime ECL credit-impaired.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

為盡量減低本集團的信貸風險，管理層已實施內部監控程序，確保採取跟進行動，收回過期的負債。

##### *減值撥備政策*

本集團在香港財務報告準則第9號下的減值要求以預期信貸虧損模型為依據。本集團應用簡易方法計量應收貿易賬款及合約資產的預期信貸虧損；並應用一般方法計量給予客戶的貸款及墊款、及其他按攤銷成本入賬的金融資產的預期信貸虧損。根據簡易方法，本集團基於全期的預期信貸虧損計量應收貿易賬款及合約資產的虧損撥備。按照一般方法，金融資產乃基於初步確認後的信貸風險變動，透過下列三個階段予以轉撥：第1階段：十二個月的預期信貸虧損、第2階段：並無信貸減值的全期預期信貸虧損及第3階段：信貸減值的全期預期信貸虧損。

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

###### *Assessment of significant increase in credit risk*

When determining whether the risk of default has increased significantly since initial recognition, the Group considers both quantitative and qualitative information and analysis based on the Group's historical experience and expert credit risk assessment, including forward-looking information. The loan and advances use different indicators, including but not limited to the number of days past due and loan-to-collateral value to determine significant increase in credit risk. Credit risk is deemed to have increased significantly if the credit rating has significantly deteriorated at the reporting date relative to the credit rating at the date of initial recognition.

The Group rebutted the presumption of default under ECL model when the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

###### *Financial assets with credit risk exposure*

##### (a) Bank balances and client trust bank balances

The counterparties of all client trust bank balances are located in Hong Kong and the majority of cash and bank balances are located in Hong Kong and the PRC. The credit risk on cash and bank balances and client trust bank balances are limited because the counterparties are banks with high credit-rating assigned by international credit-rating agencies or with good reputation.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

###### *評估信貸風險大幅增加*

於釐定自初始確認以來違約風險是否大幅增加時，本集團兼顧定量及定性資料以及基於本集團過往經驗及專家信貸風險評估的分析，包括前瞻性資料。貸款及墊款採用不同指標，包括但不限於逾期天數及貸款與抵押品價值比，釐定信貸風險是否大幅增加。倘於報告日期的信貸評級相對初步確認日期的信貸評級而言大幅轉差，則信貸風險被視為大幅增加。

當本集團擁有合理及有依據的資料證明採用更寬鬆的違約標準更為合適時，本集團會反駁有關預期信貸虧損模式下違約的推定。

###### *面臨信貸風險的金融資產*

##### (a) 銀行結餘及客戶信託銀行結餘

所有客戶信託銀行結餘的交易對手位於香港，而大部分現金及銀行結餘均位於香港及中國。現金及銀行結餘以及客戶信託銀行結餘的信貸風險有限，因為交易對手為國際信貸評級機構指定高信貸評級或聲譽良好的銀行。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (b) Trade receivables and contract assets

The counterparties of the majority of trade receivables and contract assets are mainly located in Hong Kong and the PRC. As the Group trades with a large number of diversified clients, in the opinion of the directors, the concentration of credit risk of trade receivables and contract assets is manageable.

The Group measures loss allowances for trade receivables and contract assets at an amount equal to lifetime ECL, which is calculated using a provision matrix. As the Group's historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group's different customer bases.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (b) 應收貿易賬款及合約資產

大部分應收貿易賬款及合約資產的交易對手主要居於香港及中國。由於本集團與大量各行各業的客戶交易，故董事認為應收貿易賬款及合約資產集中信貸風險在可管理範圍之內。

本集團按等同於全期預期信貸虧損的金額計量應收貿易賬款及合約資產的虧損撥備，預期信貸虧損乃利用撥備矩陣進行計算。由於本集團的過往信貸虧損經驗並無顯示不同客戶分部的虧損模式有重大差別，本集團並無進一步區分其不同客戶基礎之間按逾期狀況釐定的虧損撥備。



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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (b) Trade receivables and contract assets (Continued)

As at 31 December 2023, ECL rate of contract assets with a gross carrying amount of approximately HK\$14,416,000 (2022: HK\$20,618,000) is assessed to be 0.5% (2022: 0.5%). The loss allowance provision for contract assets was approximately HK\$223,766 (2022: HK\$103,000).

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (b) 應收貿易賬款及合約資產 (續)

於二零二三年十二月三十一日，賬面總值約14,416,000港元(二零二二年：20,618,000港元)的合約資產的預期信貸虧損率經評估為0.5%(二零二二年：0.5%)。合約資產的虧損撥備約為223,766港元(二零二二年：103,000港元)。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

##### (b) Trade receivables and contract assets (Continued)

The following table provides information about the Group's exposure to credit risk and ECL for trade receivables as at the end of reporting period:

		31 December 2023 二零二三年十二月三十一日			31 December 2022 二零二二年十二月三十一日		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備	Expected loss rate 預期虧損率	Gross carrying amount 賬面總值	Loss allowance 虧損撥備
		%	HK\$000 千港元	HK\$000 千港元	%	HK\$000 千港元	HK\$000 千港元
Current (not past due)	即期(未逾期)	0%-1.56%	51,081	797	0%-2.60%	78,893	81
1-30 days past due	逾期1至30日	0%-4.54%	4,796	218	0%-0.02%	36,346	2
31-60 days past due	逾期31至60日	0%-6.60%	7,487	494	0%-0.07%	10,121	1
61-90 days past due	逾期61至90日	0.01%-8.53%	1,247	106	0.01%-0.12%	2,459	2
91-120 days past due	逾期91至120日	0.01%-9.83%	3,227	317	0.01%-0.22%	6,822	2
121-365 days past due	逾期121至365日	0.01%-44.00%	25,513	11,227	0.01%-52.90%	22,717	3,049
			93,591	13,159		157,358	3,137

Expected loss rates are based on actual loss experience over the past 5 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

預期虧損率乃基於過往5年的實際虧損經驗計算。該等預期虧損率經過調整以反映收集歷史數據期間的經濟狀況、當前狀況以及本集團對應收款項預期壽命期的經濟狀況的看法之間的差異。

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

面臨信貸風險的金融資產 (續)

##### (b) 應收貿易賬款及合約資產 (續)

下表提供有關本報告期末本集團的信貸風險以及應收貿易賬款的預期信貸虧損的資料：

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (c) Loans and advances

The counterparties of the majority of loans and advances (including margin loans and other loan financing) are mainly located in Hong Kong and the PRC. The management prepares an analysis of key margin clients to avoid excessive concentration of risk. As at 31 December 2023, the credit risk of the Group on loans and advances are concentrated on 3 (2022: 3) customers with gross aggregate carrying amount of HK\$764,893,000 (2022: HK\$1,760,274,000). The remaining customers are diversified into a large number.

The Group measures loss allowances for loans and advances on either 12-month or lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. ECL is calculated using the key parameters include probability of default ("PD"), loss given default ("LGD"), exposure at default, time value of money with reference to the quantitative analysis of historical statistics (such as ratings of counterparties and types of collaterals).

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (c) 貸款及墊款

大部分的貸款及墊款(包括孖展貸款及其他貸款融資)的交易對手主要居於香港及中國。管理層編製主要孖展客戶分析，以期避免過度集中的風險。於二零二三年十二月三十一日，本集團貸款及墊款的信貸風險集中在3個(二零二二年：3個)客戶，賬面值總額合計764,893,000港元(二零二二年：1,760,274,000港元)。其餘客戶大量分散。

本集團按視乎信貸風險自初步確認以來是否有重大增加或資產是否被視為發生信貸減值按12個月或全期基準計量貸款及墊款的虧損撥備。預期信貸虧損使用關鍵參數計算，包括違約概率(「違約概率」)、違約損失率(「違約損失率」)、違約風險敞口、貨幣的時間價值，並參考歷史統計數據的定量分析(如交易對手的評級及抵押品類型)。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (c) Loans and advances (Continued)

The Group considers the probability of default from initial recognition of loans and advances and whether there has been a significant increase in credit risk on an ongoing basis. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the loans and advances, generally on individual basis, as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information. The following indicators are generally incorporated: (i) external credit rating (if any); (ii) actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet their obligations; and (iii) significant actual and expected changes in the performance and behaviour of the counterparties, including changes in the payment status of counterparties in the Group and changes in the operating results of the counterparties.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (c) 貸款及墊款 (續)

本集團持續考慮初始確認貸款和墊款的違約概率以及信貸風險是否顯著增加。為評估信貸風險是否顯著增加，本集團一般按個別基準比較貸款及墊款於報告日發生違約的風險與初始確認日的違約風險。考慮可用的合理及支持性前瞻性資料。一般包括以下指標：(i)外部信貸評級(如有)；(ii)預期會導致交易對手履行義務的能力發生重大變化的業務、財務或經濟狀況的實際或預期重大不利變化；及(iii)交易對手的表現及行為的重大實際及預期變化，包括本集團交易對手支付狀況變化及交易對手經營成果變化。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (c) Loans and advances (Continued)

For margin loan receivables, credit assessments are part of the normal process before approving loans to applicants. The Group considers that the credit risk arisen is significantly mitigated by the collaterals.

There have been no significant changes in estimation technique or significant assumptions made during the reporting period.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (c) 貸款及墊款 (續)

對於應收孖展貸款，信貸評估是批准向申請人提供貸款前的正常流程的一部分。本集團認為所產生的信貸風險已因抵押品而顯著減輕。

於報告期內的估計方法或所作重大假設並無任何重大變動。

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## 綜合財務報表附註

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截至二零二三年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

##### (c) Loans and advances (Continued)

The following table provides information about movement of allowance for impairment losses on loans and advances as at the end of reporting period:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	-	72,785	556,558	629,343
Provision for impairment	減值撥備	-	-	92,269	92,269
Written off	撇銷	-	-	-	-
At 31 December 2023	於二零二三年十二月三十一日	-	72,785	684,827	721,612
Gross amount as at 31 December 2023	於二零二三年十二月三十一日的總金額	-	22,297	831,654	853,951
		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	10,641	38,772	326,330	375,743
(Reversal of)/provision for impairment	減值(撥回)/撥備	(10,641)	34,013	269,195	292,567
Written off	撇銷	-	-	(38,967)	(38,967)
At 31 December 2022	於二零二二年十二月三十一日	-	72,785	556,558	629,343
Gross amount as at 31 December 2022	於二零二二年十二月三十一日的總金額	34,212	838,549	1,685,605	2,558,366

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

面臨信貸風險的金融資產 (續)

##### (c) 貸款及墊款 (續)

下表提供有關貸款及墊款於報告期末的減值虧損撥備變動的資料：

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

Financial assets with credit risk exposure (Continued)

##### (c) Loans and advances (Continued)

The significant changes in the loss allowance in loans and advances are as follows:

31 December 2023

- (i) There is none of loans and advances transfer from stage 1 to stage 2 and stage 3.

31 December 2022

- (i) Transfer of loans and advances of approximately HK\$1,151,270,000 from stage 1 to stage 2 and stage 3, resulting in an increase in loss allowance of approximately HK\$288,287,000.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

面臨信貸風險的金融資產 (續)

##### (c) 貸款及墊款 (續)

貸款及墊款虧損撥備的重大變動如下：

二零二三年十二月三十一日

- (i) 概無由第1階段轉撥至第2階段及第3階段的貸款及墊款。

二零二二年十二月三十一日

- (i) 貸款及墊款約1,151,270,000港元由第1階段轉撥至第2階段及第3階段，導致虧損撥備增加約288,287,000港元。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (b) Credit risk (Continued)

*Financial assets with credit risk exposure (Continued)*

##### (d) Other receivables and deposits

In respect of other receivables and deposits, the Group monitors the exposures and manages the other receivables and deposits based on historical settlement records and past experience. At the reporting date, the credit risk on other receivables and deposits have not increased significantly since initial recognition, the Group measures loss allowances for other receivables and deposits at an amount equal to 12 months ECL.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (b) 信貸風險 (續)

*面臨信貸風險的金融資產 (續)*

##### (d) 其他應收款項及按金

就其他應收款項及按金而言，本集團根據歷史結算記錄及過往經驗監控風險並管理其他應收款項及按金。截至本報告日期，自初始確認後，其他應收款項及按金的信貸風險並未顯著增加，本集團以減去相當於十二個月預期信貸虧損的其他應收款項及按金的撥備計量。



### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (c) Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to settle the payables of the Group. Due to the dynamic nature of the underlying businesses, senior management of the Group aims to maintain flexibility in funding by keeping committed credit lines available. In addition, due to the conversion of RMB into foreign currencies is subject to the rules and regulations of foreign exchange control promulgated by the PRC government management aims to monitor and manage its operating cashflows and transactions denominated in RMB regularly to minimise the respective liquidity risk.

Management monitors rolling forecasts of the Group's liquidity reserve which comprise undrawn borrowing facilities and cash and cash equivalents on the basis of expected cash flows. The Group aims to maintain flexibility in funding while minimising its overall costs by keeping a mix of committed and uncommitted credit lines available.

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (c) 流動資金風險

審慎的流動資金風險管理包括維持充裕的現金及有價證券，透過足夠的已承諾信貸額提供備用資金以及清償本集團應付款項的能力。由於本集團的有關業務性質多變，故本集團高級管理層擬維持可用的已承諾信貸額，以保持資金的靈活彈性。此外，由於人民幣兌換為外幣須受中國政府頒佈的外匯管制法規所規限，管理層旨在定期監控並管理其經營現金流量，以使使用人民幣計值交易的相對流動資金風險減至最低。

管理層依據預期現金流量，監控本集團流動資金儲備的滾動預測，其中包括未提取的借貸額度以及現金及現金等價物。本集團維持可用的已承諾及無指定用途的信貸組合，保持資金的靈活彈性，同時將整體成本減至最低。

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截至二零二三年十二月三十一日止年度

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

The table below analyses the Group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Within one year or on demand 一年內或 按要求 HK\$'000 千港元	Between one and two years 一至兩年 HK\$'000 千港元	Between two and five years 兩至五年 HK\$'000 千港元	Over five years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>					
Trade and bill payables	應付貿易賬款及應付票據	1,119,629	-	-	-	1,119,629
Accruals and other payables	應計費用及其他應付款項	473,242	3,788	2,537	7,596	487,163
Borrowings	借貸	1,052,283	143,290	674,461	-	1,870,034
Lease liabilities	租賃負債	1,404	1,152	352	-	2,908
		<b>2,646,558</b>	<b>148,230</b>	<b>677,350</b>	<b>7,596</b>	<b>3,479,734</b>
<b>Financial guarantee issued</b>	<b>已發行財務擔保</b>					
Maximum amount guarantee	最高金額擔保	440,379	-	-	-	440,379
<b>At 31 December 2022</b>	<b>於二零二二年十二月三十一日</b>					
Trade and bill payables	應付貿易賬款及應付票據	510,640	-	-	-	510,640
Accruals and other payables	應計費用及其他應付款項	477,316	2,537	1,981	5,615	487,449
Borrowings	借貸	1,396,341	30,917	-	-	1,427,258
Lease liabilities	租賃負債	2,561	1,099	988	-	4,648
		<b>2,386,858</b>	<b>34,553</b>	<b>2,969</b>	<b>5,615</b>	<b>2,429,995</b>
<b>Financial guarantee issued</b>	<b>已發行財務擔保</b>					
Maximum amount guarantee	最高金額擔保	3,223	-	-	-	3,223

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

下表為本集團的非衍生金融負債分析，根據由報告期末至合約到期日的尚餘年期把負債分配到有關到期組別。表內所披露金額為合約未貼現現金流量。

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For the year ended 31 December 2023

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.1 Financial risk factors (Continued)

##### (c) Liquidity risk (Continued)

Where the loan agreement contains a repayable on demand clause which gives the lender the unconditional right to call the loan at any time, the amounts repayable are classified in the earliest time bracket in which the lender could demand repayment. Based on the internal information provided by management, it is expected that the lender will not exercise its rights to demand repayment. The expected cash flows with reference to the schedule of repayments set out in the loan agreements are as follows:

		Within one year 一年內 HK\$'000 千港元	Between one and two years 一至兩年 HK\$'000 千港元	Between two and five years 兩至五年 HK\$'000 千港元	Over five years 超過五年 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 31 December 2023</b>	於二零二三年十二月三十一日					
Borrowings	借貸	1,064,802	143,290	674,461	31,534	1,914,087
<b>At 31 December 2022</b>	於二零二二年十二月三十一日					
Borrowings	借貸	1,183,403	181,345	81,253	26,327	1,472,328

### 44. 財務風險管理 (續)

#### 44.1 財務風險因素 (續)

##### (c) 流動資金風險 (續)

倘貸款協議內載有可讓貸款人擁有無附帶條件的權利隨時要求償還貸款的還款要求條款，則償還之款項按貸款人可要求還款的最早時限期間分類。根據管理層所提供內部資料，預期貸款人並不會行使其權利以要求償還款項。經參考貸款協議所載還款時間表，預期現金流量如下：

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as going concern in order to provide returns for shareholders and benefits for stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group's overall strategy remains unchanged from prior year.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or dispose of assets to reduce debt.

The capital structure of the Group consists of borrowings and shareholders equity. Capital is managed so as to maximise the return to shareholders while maintaining a capital base to allow the Group to operate effectively in the marketplace and sustain future development of the business. Consistent with others in the industry, the Group monitors capital on the basis of gross gearing ratio. This ratio is calculated as total borrowings divided by total equity.

The Group's total borrowings and total equity and gross gearing ratio at 31 December 2023 and 2022 were as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Total borrowings	借貸總額	1,723,393	1,408,464
Total equity	權益總額	7,099,252	5,111,424
Gross gearing ratio (%)	總負債比率 (%)	24.3	27.6

### 44. 財務風險管理 (續)

#### 44.2 資本風險管理

本集團管理其資本以確保本集團能夠持續經營，為股東提供回報及使權益持有者獲得利益，同時保持最佳的資本結構以減低資本成本。本集團的整體策略自去年以來維持不變。

為保持或調整資本結構，本集團可能調整派付予股東的股息金額、發行新股或出售資產以減低債項。

本集團的資本結構包括借貸及股東權益。資本受管理以將股東回報最大化並維持資本基礎以使本集團能夠在市場上有效經營及持續進行未來業務發展。本集團以總負債比率監控資本，與業內其他同行一致。該比率乃按借貸總額除以權益總額計算。

本集團於二零二三年及二零二二年十二月三十一日的借貸總額及權益總額以及總負債比率如下：

### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.3 Fair value estimation

The fair value measurements of financial instruments of the Group that are measured at fair value in the consolidated statement of financial position are disclosed by level of the following fair value measurement hierarchy:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1. For the year ended 31 December 2023 and 2022, instruments included in level 1 comprise listed investments classified as financial assets at FVTPL and financial assets at FVOCI.

### 44. 財務風險管理 (續)

#### 44.3 公平值估計

按綜合財務狀況表內所列公平值計算本集團的金融工具，按照下列公平值計量層級予以披露：

- 根據活躍市場中相同資產或負債的未經調整報價（第一層級）。
- 第一層級所使用的報價以外的輸入數據，有關輸入數據為可直接（即如價格）或間接（即由價格衍生）就資產或負債觀察得出（第二層級）。
- 選擇使用不基於可觀察市場參數的資產或負債輸入數據（不可觀察輸入數據）（第三層級）。

於交投活躍市場買賣金融工具的公平值，是按結算日所報市價計算。只要可隨時及定期從交易所、交易商、經紀、業界組織、定價服務或監管機構獲得報價，有關市場則被視為活躍論，而有關價格代表按公平基準進行實際及定時進行的市場交易。本集團持有的金融資產所用市場報價為當時買入價。該等工具列入第一層級。截至二零二三年及二零二二年十二月三十一日止年度，第一層級的工具包括歸類為按公平值計入損益的金融資產及按公平值計入其他全面收益的金融資產的上市投資。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.3 Fair value estimation (Continued)

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Instruments included in level 2 comprise certain debt investments classified as financial assets at FVTPL.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Instruments included in level 3 comprise unlisted investments classified as financial assets at FVOCI that do not have a quoted market price in an active market as of 31 December 2023 and 2022.

Specific valuation techniques used to value financial instruments include: Quoted market prices or dealer quotes for similar instruments. Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

### 44. 財務風險管理 (續)

#### 44.3 公平值估計 (續)

並非於交投活躍市場買賣的金融工具的公平值乃利用估值技巧釐定。該等估值方法最大限度地使用了可獲得的可觀察市場數據，從而最大限度地減低了對實體特定估計的依賴程度。倘按公平值計量一項工具的所有重大輸入數據均可觀察獲得，則該項工具會被列入第二層級。計入第二層級的工具包括分類為按公平值計入損益的金融資產的若干債務投資。

倘一個或多個重大輸入數據並非根據可觀察市場數據釐定，則該項工具會被列入第三層級。列入第三層級的工具包括分類為按公平值計入其他全面收益的金融資產的非上市投資，截至二零二三年及二零二二年十二月三十一日並無活躍市場報價。

用以衡量金融工具價值的特定估值方法包括：同類工具的市場報價或交易商報價。其他方法，例如貼現現金流量分析，均被用於釐定其餘金融工具的公平值。

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## 綜合財務報表附註

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

### 44. 財務風險管理 (續)

#### 44.3 Fair value estimation (Continued)

#### 44.3 公平值估計 (續)

The following table presents the Group's financial assets that are measured at fair value at 31 December 2023 and 2022:

下表為二零二三年及二零二二年十二月三十一日按公平值計量的本集團金融資產：

		Level 1 第1階段 HK\$'000 千港元	Level 2 第2階段 HK\$'000 千港元	Level 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 31 December 2023</b>	於二零二三年 十二月三十一日				
<b>Assets</b>	<b>資產</b>				
Financial assets at FVTPL	按公平值計入損益的金融 資產	<b>141,807</b>	–	–	<b>141,807</b>
Financial assets at FVOCI	按公平值計入其他全面收益 之金融資產	<b>33,870</b>	–	<b>4,206</b>	<b>38,076</b>
		<b>175,677</b>	–	<b>4,206</b>	<b>179,883</b>
<b>As at 31 December 2022</b>	於二零二二年 十二月三十一日				
<b>Assets</b>	<b>資產</b>				
Financial assets at FVTPL	按公平值計入損益的金融 資產	137,082	10,653	–	147,735
Financial assets at FVOCI	按公平值計入其他全面收益 之金融資產	118,372	–	4,206	122,578
		255,454	10,653	4,206	270,313

There were no transfers between level 1, level 2 and level 3 during the years.

兩個年度內並無第一、二及三層級之間之轉移。

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.3 Fair value estimation (Continued)

The following table presents the changes in level 3 financial assets:

		Financial assets at FVOCI 按公平值計入 其他全面收益 之金融資產 HK\$'000 千港元	Derivative financial asset put option 衍生金融資產 —認沽期權 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	4,206	—
Fair value loss of financial assets at FVOCI recognised in FVOCI reserve	按公平值計入其他全面收益的儲備以按公平值計入其他全面收益的金融資產的公平值虧損計量	—	—
At 31 December 2022 and at 1 January 2023	於二零二二年十二月三十一日及 於二零二三年一月一日	<b>4,206</b>	—
Fair value loss of financial assets at FVOCI recognised in FVOCI reserve	按公平值計入其他全面收益的儲備以按公平值計入其他全面收益的金融資產的公平值虧損計量	—	—
At 31 December 2023	於二零二三年 十二月三十一日	<b>4,206</b>	—

Note: As at 31 December 2023 and 2022, the Group valued its investments in unlisted shares classified as financial assets at FVOCI using back-solve method which is not based on observable inputs.

附註：於二零二三年及二零二二年十二月三十一日，本集團對分類為按公平值計入其他全面收益的金融資產之非上市股份投資使用並非基於可觀察輸入數據的倒推法進行估值。

### 44. 財務風險管理 (續)

#### 44.3 公平值估計 (續)

下表呈列第三層級金融資產之變動：



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## 綜合財務報表附註

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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.4 Fair value measurements using significant unobservable inputs (Level 3)

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements.

### 44. 財務風險管理 (續)

#### 44.4 使用重大不可觀察輸入數據的公平值計量 (第三層級)

本集團的政策是在導致轉移的事件或情況發生變化之日確認轉入和轉出公平值層級。下表概述經常性第三層級公平值計量所使用的重大不可觀察輸入數據的量化資料。

Description	Fair value at 31 December	Valuation technique(s)	Unobservable inputs		Range		Relationship of unobservable (weighted average)
					(weighted average)		
描述	於十二月三十一日的公平值	估值方法	不可觀察輸入數據		範圍		不可觀察輸入數據與公平值的關係 (加權平均值)
	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年	2022 二零二二年	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	
Unlisted shares	4,206	4,206 Market approach using back-solve method	Volatility	Volatility	50%	50%	The higher the volatility, the higher the fair value
非上市股份		採用反向結算法之市場法	波幅	波幅			波幅越高，則公平值越高

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## 綜合財務報表附註

For the year ended 31 December 2023  
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### 44. FINANCIAL RISK MANAGEMENT (Continued)

#### 44.5 Group's valuation processes

The Group's finance department performs the valuations of financial assets required for financial reporting purposes. The level 1 and level 2 fair values of financial assets are measured by reference to quoted market prices. For the years ended 31 December 2023 and 2022, the Group has engaged independent professionally qualified valuer, Kroll (formerly known as Duff & Phelps), to assist the Group in determining the fair value of financial instruments in level 3 for financial reporting purposes. The responsibility for determining the fair value rests with the Group.

At each financial year end, the finance department reviews all significant unobservable inputs and valuation adjustments used to measure the fair values of financial instruments in level 3. Changes in level 2 and 3 fair values are analysed at each reporting date. As part of that discussion, the finance department presents a report that explains the reasons for the fair value movements.

#### 44.6 Fair value of financial assets and financial liabilities measured at amortised cost

The fair value of financial assets and financial liabilities measured at amortised cost approximate their carrying amounts.

### 44. 財務風險管理 (續)

#### 44.5 本集團之估值程序

本集團之財務部門進行財務報告目的所需金融資產估值。第一層級及第二層級金融資產公平值乃參考市場報價計量。截至二零二三年及二零二二年十二月三十一日止年度，本集團已委聘獨立專業合資格估值師Kroll諮詢公司(前稱道衡及方程評估有限公司)協助本集團為財務報告目的釐定第三層級金融工具的公平值。釐定公平值的責任在於本集團。

於各財政年度末，財務部門會審閱有關用作計量第三層級金融工具公平值的所有重大非可觀察的數據及估值調整。第二層級及第三層級公平值變動於每個報告日期進行分析。作為討論之一部分，財務部門會呈交一份解釋公平值變動原因的報告。

#### 44.6 按攤銷成本計量的金融資產及金融負債的公平值

按攤銷成本計量的金融資產及金融負債的公平值與其賬面值相若。

### 45. FINANCIAL GUARANTEES

The Group provided guarantees in respect of mortgage facilities granted by certain banks relating to mortgage loans arranged for certain purchasers of the Group's properties in the PRC of approximately HK\$440,379,000 (2023: HK\$3,223,000). Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group will be responsible for repaying the outstanding mortgage principals together with accrued interest and penalty owed by the defaulted purchasers to the banks whilst the Group will then be entitled to take over the legal title and possession of the related properties. Such guarantees will terminate upon issuance of the relevant property ownership certificates. The directors of the Company consider that the likelihood of default in payments by purchasers is minimal.

In addition, Shantou Taisheng has granted a land charge to Xiamen International Trust Co., Ltd. for securing the loan of RMB360,000,000 granted to GSLG Group which shall be mature on 19 October 2026.

### 46. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Save as those disclosed elsewhere in these financial statements, the Group had the following significant related party transactions during the period.

### 45. 財務擔保

本集團已為若干銀行就本集團於中國之物業約為440,379,000港元(二零二三年: 3,223,000港元)之若干買家的按揭貸款授予之相關按揭融資提供擔保。根據擔保條款,倘該等買家未能履約支付按揭款項,本集團將需負責向銀行償還違約買家尚未償還之按揭本金,連同應計利息及罰金,屆時本集團將有權接管相關物業之產權及所有權。待相關物業之產權證明發出後,該等擔保即告終止。本公司董事認為,買方拖欠付款的可能性極低。

此外,汕頭市泰盛已向廈門國際信託有限公司授予土地抵押,以擔保向寶新置地集團授予人民幣360,000,000元之貸款,該貸款將於二零二六年十月十九日到期。

### 46. 關聯方交易

凡有能力直接或間接控制另一方或在財務及經營決策上對另一方發揮重大影響力者,雙方即屬有關聯。彼等受共同控制或共同重大影響者亦屬有關聯。

除本財務報表其他地方所披露者外,本集團本期間發生以下重大關聯方交易。

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## 綜合財務報表附註

For the year ended 31 December 2023  
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### 46. RELATED PARTY TRANSACTIONS (Continued)

#### (a) Key management compensation

Key management includes the board of directors and the chief executive, and their compensation disclosed as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Directors' fees	董事袍金	2,307	3,146
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及實物利益	3,841	4,046
Contributions to pension plans	退休金計劃供款	251	256
		<b>6,399</b>	<b>7,448</b>

#### (b) Related parties balances

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other receivables from related parties	其他應收關聯方的款項	(i), (ii), (iii)	497,860	4,059
Other payables to related parties	其他應付關聯方的款項	(i), (ii)	-	(1,383)
Loan and advances to related parties	給予關聯方的貸款及墊款	(i), (ii)	5,095	1,010,441

Notes:

- (i) A former director, Mr. Yao, who has resigned from the Group on 20 April 2023, has significant influence over the related parties in 2022.
- (ii) The transaction were entered into at terms mutually agreed with the related party in the ordinary course of the Group's business.
- (iii) The transaction were derived from the acquisition of Shantou Taisheng, for more details, please refer to note 41.

### 46. 關聯方交易 (續)

#### (a) 主要管理層薪酬

主要管理人員包括董事會及行政總裁，其薪酬披露如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Directors' fees	董事袍金	2,307	3,146
Basic salaries, housing allowances, other allowances and benefits in kind	基本薪金、房屋津貼、其他津貼及實物利益	3,841	4,046
Contributions to pension plans	退休金計劃供款	251	256
		<b>6,399</b>	<b>7,448</b>

#### (b) 關聯方餘額

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other receivables from related parties	其他應收關聯方的款項	(i), (ii), (iii)	497,860	4,059
Other payables to related parties	其他應付關聯方的款項	(i), (ii)	-	(1,383)
Loan and advances to related parties	給予關聯方的貸款及墊款	(i), (ii)	5,095	1,010,441

附註：

- (i) 前任董事姚先生於二零二三年四月二十日自本集團辭任，彼於二零二二年對關聯方具有重大影響。
- (ii) 該等交易乃按與關聯方共同協定的條款於本集團日常業務過程中訂立。
- (iii) 該等交易乃來自收購汕頭市泰盛，詳情請參閱附註41。

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## 綜合財務報表附註

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### 46. RELATED PARTY TRANSACTIONS (Continued)

#### (c) Related parties transactions

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註			
Interest expenses on corporate bond	公司債券利息開支	(ii)	-	4515
Rental income	租金收入	(i), (ii)	-	(625)
Administrative expenses	行政費用	(i), (ii)	-	497
Interest income on loans and advances	貸款及墊款利息收入	(i), (ii)	-	(114,188)
Property management services	物業管理服務	(iii)	-	488

Notes:

- (i) A former director, Mr. Yao, who has resigned from the Group on 20 April 2023, has significant influence over the related parties in 2022.
- (ii) The transaction were entered into at terms mutually agreed with the related party in the ordinary course of the Group's business.
- (iii) During the year ended 31 December 2022, these transactions constituted continuing connected transactions of the Group under the Listing Rules. Further details of these above transactions of continuing connected transactions are set out in the Company's announcement dated 14 April 2021.

附註：

- (i) 前任董事姚先生於二零二三年四月二十日自本集團辭任，彼於二零二二年對關聯方具有重大影響。
- (ii) 該等交易乃按與關聯方共同協定的條款於本集團日常業務過程中訂立。
- (iii) 截至二零二二年十二月三十一日止年度，根據上市規則，該等交易構成本集團的持續關連交易。上述持續關連交易的進一步詳情載於本公司日期為二零二一年四月十四日的公告。

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## 綜合財務報表附註

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### 47. EVENTS AFTER THE REPORTING DATE

#### 47.1 The Second Tranche of Acquisition of Equity Interest in a PRC Company

On 19 October 2022, the Company procured Shenzhen Baokai Investment Holding Company Limited\*, an indirectly wholly-owned subsidiary of the Company (深圳寶開投資控股有限公司) (the “Vendor”) and Glory Sun Land Group procured Shenzhen Hong Jia Xin Technology Limited\*, an indirectly wholly-owned subsidiary of Glory Sun Land Group (深圳宏佳新科技有限公司) (the “Purchaser”) to enter into an agreement, pursuant to which the Purchaser conditionally agrees to acquire, and the Vendor conditionally agrees to sell, 100% of the total equity interest and actual paid-up registered capital of Shantou Taisheng Technology Limited\* (汕頭市泰盛科技有限公司) in two tranches. The 1st tranche acquisition (representing 51% of the total equity interest and actual paid-up registered capital of the Target Company) has been completed on 22 March 2023. And the Vendor shall dispose the 2nd Tranche Sale Equity Interest (representing the remaining 49% of the total equity interest and actual paid-up registered capital of the Target Company held by the Vendor) to the Purchaser within twelve (12) months from 1st Tranche Completion. For details, please refer to the announcements of the Company dated 3 October 2022 and 22 March 2023 and the circular of the Company dated 28 February 2023.

#### Consideration transferred

		HK\$'000 千港元
Cash	現金	794,000
Set-off loans and advances from Glory Sun Land Group	寶新置地集團的貸款及墊款抵銷	461,000
		<hr/>
		1,255,000

\* For identification purpose only

### 47. 報告期後事項

#### 47.1 收購一間中國公司的股權的第二階段

於二零二二年十月十九日，本公司促使深圳寶開投資控股有限公司(本公司的間接全資附屬公司，「賣方」)及寶新置地集團促使深圳宏佳新科技有限公司(寶新置地集團的間接全資附屬公司，「買方」)訂立協議，據此，買方有條件同意收購而賣方有條件同意分兩批出售汕頭市泰盛科技有限公司總股權及實際繳足註冊資本的100%。第一批收購(佔目標公司總股權及實際繳足註冊資本的51%)已於二零二三年三月二十二日完成。且賣方將於第一階段完成後十二(12)個月內向買方出售第二階段銷售股權(即賣方持有目標公司之剩餘49%總股權及實際繳足註冊資本)。有關詳情，請參閱本公司日期為二零二二年十月三日及二零二三年三月二十二日的公告以及本公司日期為二零二三年二月二十八日的通函。

#### 已轉讓代價

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## 綜合財務報表附註

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### 47. EVENTS AFTER THE REPORTING DATE (Continued)

#### 47.1 The Second Tranche of Acquisition of Equity Interest in a PRC Company (Continued)

##### Consideration transferred (Continued)

For the more details of the Target Company's financial information, please refer to note 41.

On 22 March 2024, at the request of the purchaser, since additional time is required for the satisfaction of the conditions precedent set forth in the "Sale and Purchase Agreement – Conditions precedent – 2nd Tranche Acquisition" in the letter from the Board in the Circular, the Purchaser and the Vendor have mutually agreed to an extension of the 2nd Tranche Completion to 30 June 2024.

#### 47.2 Disposal of Properties in the PRC

Comprising the Commercial Properties and the Parking Lots located at Jiangxi Province, the PRC (The "**Disposal Properties**") were offered by way of listing for auction sale in the PRC in mid November 2023 in which Ganzhou Tongtai Cultural Tourism Industry Co., Ltd. (贛州通泰文旅產業有限公司), a company established in the PRC and an Independent Third Party (the "**Purchaser**") was the successful bidder for the sale of the Disposal Properties. In furtherance of the Purchaser's successful bid for the Disposal Properties, on 8 December 2023, the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Sale and Purchase Agreement with the Purchaser, pursuant to which the Purchaser conditionally agreed to purchase and the Vendor conditionally agreed to sell the Disposal Properties, comprising the Commercial Properties and the Parking Lots located at Jiangxi Province, the PRC, for the total Consideration of approximately RMB116,323,000 (equivalent to approximately HK\$129,677,000).

### 47. 報告期後事項 (續)

#### 47.1 收購一間中國公司的股權的第二階段 (續)

##### 已轉讓代價 (續)

有關目標公司財務資料的其他詳情，請參閱附註41。

於二零二四年三月二十二日，應買方的要求，由於需要額外時間滿足該通函內董事會函件「買賣協議 – 先決條件 – 第二階段收購」中所述先決條件，買方及賣方已共同協定將第二階段完成延後至二零二四年六月三十日。

#### 47.2 出售中國物業

包括位於中國江西省的商用物業及停車位(「出售物業」)於二零二三年十一月中旬在中國以掛牌拍賣方式發售，贛州通泰文旅產業有限公司(一間於中國成立的公司，且屬獨立第三方)(「買方」)為就出售物業而言的中標人。買方投得出售物業後，為促成交易，於二零二三年十二月八日，賣方(本公司的間接全資附屬公司)與買方訂立買賣協議，據此買方有條件同意購買，而賣方有條件同意出售出售物業，包括位於中國江西省的商用物業及停車位，總代價約為人民幣116,323,000元(相當於約129,677,000港元)。

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## 綜合財務報表附註

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### 47. EVENTS AFTER THE REPORTING DATE (Continued)

#### 47.2 Disposal of Properties in the PRC (Continued)

##### Assets to be disposed of

##### (i) The Commercial Properties

The Commercial Properties comprise the hotel, restaurants and offices located on the fifth (5th) to twenty-third (23rd) floor of Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 29,553.53 sq.m. Portions of the Commercial Properties with gross floor area of around 19,000.00 sq.m. are subject to various tenancies at a total monthly rental of around RMB560,000.00, while the remaining portions are vacant.

##### (ii) The Parking Lots

The Parking Lots comprise 134 parking lots located at the Baoneng Taigu Plaza, East Jiangyuan Avenue, Ganzhou City, Jiangxi Province, the PRC\* (中國江西省贛州市東江源大道寶能太古城), with a gross floor area of approximately 4,329.84 sq.m. The Parking Lots are currently leased to Independent Third Parties with varying terms of tenancies.

##### Consideration

The total Consideration for the Disposal Properties is approximately RMB116,323,000 (equivalent to approximately HK\$129,677,000), comprising (a) approximately RMB112,303,000 (equivalent to approximately HK\$125,196,000) for the Commercial Properties; and (b) approximately RMB4,020,000 (equivalent to approximately HK\$4,481,000) for the Parking Lots.

The net asset value of the Disposal Properties as at 31 December 2023 was approximately RMB127,801,000 (equivalent to approximately HK\$141,028,000).

### 48. COMPARATIVE FIGURES

Certain comparative figures have been restated to conform with current year's presentation.

### 47. 報告期後事項 (續)

#### 47.2 出售中國物業 (續)

##### 待出售資產

##### (i) 商用物業

商用物業包括位於中國江西省贛州市東江源大道寶能太古城第五(5)至第二十三(23)層的酒店、餐廳及辦公室，總建築面積約29,553.53平方米。商用物業總建築面積約19,000.00平方米的部分由不同租戶佔用，每月總租金約為人民幣560,000.00元，其餘部分為空置。

##### (ii) 停車位

停車位包括位於中國江西省贛州市東江源大道寶能太古城的134個停車位，總建築面積約4,329.84平方米。停車位目前出租予獨立第三方，租約條款各不相同。

##### 代價

出售物業的總代價約為人民幣116,323,000元(相當於約129,677,000港元)，包括(a)商用物業約人民幣112,303,000元(相當於約125,196,000港元)；及(b)停車位約人民幣4,020,000元(相當於約4,481,000港元)。

出售物業於二零二三年十二月三十一日的資產淨值約為人民幣127,801,000元(相當於約141,028,000港元)。

### 48. 比較數字

若干比較數字已予重列以符合本年度的列報方式。



# PARTICULARS OF PROPERTIES

## 物業詳情

### MAJOR PROPERTIES HELD BY THE GROUP

### 本集團所持主要物業

#### (A) Property Held for Development and/or Sale:

#### (A) 持作發展及／或出售之物業：

Location	Classification	Approximate gross floor area 概約總建築面積 (sq.m.) (平方米)	Progress in development 完工進度 (Note) (附註)	Estimated date of completion 估計完成日期	Equity attributable to the Group 本集團應佔權益
地點	分類				
Baoneng Taigu Plaza Lot No. K21, No. 38 Meiguan Avenue, Zhangjiang New District, Ganzhou City, Jiangxi Province 寶能太古城 江西省贛州市章江新區梅關大道38號第K21號地塊	Commercial 商業	42,466	Completed and up for sale 完工待售	Completed 已完成	100%
Baoneng Plaza Lot No. H25, Ganjiangyuan Avenue, Zhangjiangxin District, Ganzhou City, Jiangxi Province 寶能城 江西省贛州市章江新區贛江源大道第H25號地塊	Commercial 商業	29,761	Completed and up for sale 完工待售	Completed 已完成	100%
Baoneng Plaza Lot No. H26, Ganjiangyuan Avenue, Zhangjiangxin District, Ganzhou City, Jiangxi Province 寶能城 江西省贛州市章江新區贛江源大道第H26號地塊	Commercial 商業	8,400	Completed and up for sale 完工待售	Completed 已完成	100%
Gangzhou Baoneng Centre Lot No. H26, Ganjiangyuan Avenue, Zhangjiangxin District, Ganzhou City, Jiangxi Province 贛州寶能中心 江西省贛州市章江新區贛江源大道第H26號地塊	Office 寫字樓	39,641	Completed and up for sale 完工待售	Completed 已完成	100%
Shantou Taisheng Science and Innovation Park (Phase 1, 3) Baoneng Times Bay, Junction between Jinwan Second West Street and Shangang Road, East New Harbour City, Longhu District, Shantou 汕頭泰盛科創園(一、三期) 汕頭市龍湖區東海岸新城津灣西二街及 汕港路交界處寶能時代灣	Complex <sup>^</sup> 綜合商業 <sup>^</sup>	398,965	Phase 1: Completed; Phase 3: Superstructure under way 一期：已完成； 三期：上蓋工程進行中	January 2024 二零二四年一月	85.00%

# PARTICULARS OF PROPERTIES

## 物業詳情

### (B) Property Held for Investment:

### (B) 持作投資物業：

Location 地點	Classification 分類	Approximate gross floor area 概約總建築面積 (sq.m.) (平方米)	Progress in development 完工進度 (Note) (附註)	Estimated date of completion 估計完成日期	Lease expiry 業權約滿年份	Equity attributable to the Group 本集團應佔權益
Baoxin Technology Park (Phase 1-3) No. 9 Bangkai Road, Guangming Gaoxin District, Shenzhen, the PRC 寶新科技園(第一至三期) 中國深圳市光明高新區邦凱街9號	Office, Industrial, Dormitory 寫字樓、工業、宿舍	426,878	Phase 1, 2: In service; Phase 3: Groundwork 一、二期：投入使用； 二期：投入工程 三期：地基工程	Aug 2022	2055	75.5%
Tower 2, Lippo Centre, No. 89 Queenway, Hong Kong 香港金鐘道89號力寶中心2座	Office 寫字樓	718	In service 投入使用	Completed 已完成	2059	100%
Baoneng Taigu Plaza Lot No. K21, No. 38 Meiguan Avenue, Zhangjiang New District, Ganzhou City, Jiangxi Province 寶能太古城 江西省贛州市章江新區梅關大道38號第K21號地塊	Shopping Mall 購物中心	22,868	In service 投入使用	Completed 已完成	2052	100%
Baoneng Plaza Lot No. H26, Ganjiangyuan Avenue, Zhangjiangxin District, Ganzhou City, Jiangxi Province 寶能城 江西省贛州市章江新區贛江源大道第H26號地塊	Shopping Mall 購物中心	81,386	In service 投入使用	Completed 已完成	2052	100%
Baoneng Plaza Lot No. H26, Ganjiangyuan Avenue, Zhangjiangxin District, Ganzhou City, Jiangxi Province 寶能城 江西省贛州市章江新區贛江源大道第H26號地塊	Hotel 酒店	22,190	In service 投入使用	Completed 已完成	2052	100%
Shantou Taisheng Science and Innovation Park (Phase 1, 2) Baoneng Times Bay, Junction between Jinwan Second West Street and Shangang Road, East New Harbour City, Longhu District, Shantou 汕頭泰盛科創園(一、二期) 汕頭市龍湖區東海岸新城津灣西二街及汕港路交界處寶能時代灣	Complex <sup>^</sup> 綜合商業 <sup>^</sup>	273,484	Phase 1: Completed; Phase 2: Groundwork 一期：已完成； 二期：地基工程	January 2025	2057	85.00%
Shantou Taisheng Science and Innovation Park Baoneng Times Bay, Junction between Jinwan Second West Street and Shangang Road, East New Harbour City, Longhu District, Shantou 汕頭泰盛科創園 汕頭市龍湖區東海岸新城津灣西二街及汕港路交界處寶能時代灣	Commercial (Bay Culture Centre) 商業(海灣文化中心)	7,483	In service 已投入使用	Completed 已完成	2057	85.00%

