



IDT INTERNATIONAL LIMITED 萬威國際有限公司

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock code 股份代號：167)

2023 ANNUAL 年 REPORT 報



創新點亮生活

EMBRACING INNOVATIONS
THAT ENHANCE THE QUALITY OF LIFE



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Director:

Zhu Yongning (Chief Executive Officer, Resigned on 1 February 2024)

Cheung Yuk Ki (Chief Executive Officer, Appointed on 1 February 2024)

Non-Executive Directors:

Cui Xiao

Ng Kwok Ying Isabella (Appointed on 1 February 2024)

Chen Tiger Charles (Appointed on 1 February 2024)

Independent Non-Executive Directors

Zhou Meilin (Resigned on 1 February 2024)

Zhou Rui (Resigned on 1 February 2024)

Xu Jinwen

EXECUTIVE COMMITTEE

Zhu Yongning (Chief Executive Officer, Resigned on 1 February 2024)

Cheung Yuk Ki (Chief Executive Officer, Appointed on 1 February 2024)

AUDIT COMMITTEE

Zhou Meilin (Chairman, Resigned on 1 February 2024)

Xu Jinwen

Zhou Rui (Resigned on 1 February 2024)

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Zhou Rui (Chairman, Resigned on 1 February 2024)

Zhou Meilin (Resigned on 1 February 2024)

Xu Jinwen

REMUNERATION COMMITTEE

Xu Jinwen (Chairman)

Zhou Meilin (Resigned on 1 February 2024)

Zhou Rui (Resigned on 1 February 2024)

Ng Kwok Ying Isabella (Appointed on 1 February 2024)

Chen Tiger Charles (Appointed on 1 February 2024)

COMPANY SECRETARY

Chen Kun (Solicitor of HKSAR)

AUTHORISED REPRESENTATIVES

Zhu Yongning (Chief Executive Officer, Resigned on 1 February 2024)

Cheung Yuk Ki (Chief Executive Officer, Appointed on 1 February 2024)

Chen Kun

董事會

執行董事：

朱永寧(行政總裁，於二零二四年二月一日辭任)

張鈺淇(行政總裁，於二零二四年二月一日獲委任)

非執行董事：

崔嘯

吳國凝(於二零二四年二月一日獲委任)

Chen Tiger Charles(於二零二四年二月一日獲委任)

獨立非執行董事：

周美林(於二零二四年二月一日辭任)

周銳(於二零二四年二月一日辭任)

徐錦文

執行委員會

朱永寧(行政總裁，於二零二四年二月一日辭任)

張鈺淇(行政總裁，於二零二四年二月一日獲委任)

審核委員會

周美林(主席，於二零二四年二月一日辭任)

徐錦文

周銳(於二零二四年二月一日辭任)

提名及企業管治委員會

周銳(主席，於二零二四年二月一日辭任)

周美林(於二零二四年二月一日辭任)

徐錦文

薪酬委員會

徐錦文(主席)

周美林(於二零二四年二月一日辭任)

周銳(於二零二四年二月一日辭任)

吳國凝(於二零二四年二月一日獲委任)

Chen Tiger Charles(於二零二四年二月一日獲委任)

公司秘書

陳坤(香港特別行政區律師)

授權代表

朱永寧(行政總裁，於二零二四年二月一日辭任)

張鈺淇(行政總裁，於二零二四年二月一日獲委任)

陳坤

Corporate Information 公司資料

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank Limited

AUDITOR

Forvis Mazars CPA Limited
(formerly known as Mazars CPA Limited)

LEGAL ADVISORS

Bermuda:
Conyers Dill & Pearman

Hong Kong:
Peter Chen Law Office

SHARE REGISTRARS

Bermuda:
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Hong Kong:
Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

BERMUDA REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 612, 6/F
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

STOCK CODE

167

WEBSITE

www.idt-hk.com

主要往來銀行

香港上海滙豐銀行有限公司
恒生銀行有限公司

核數師

富睿瑪澤會計師事務所有限公司
(前稱為中審眾環(香港)會計師事務所
有限公司)

法律顧問

百慕達:
Conyers Dill & Pearman

香港:
陳坤律師行

股份過戶登記處

百慕達:
Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

香港:
聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

百慕達註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地點

香港
中環
夏慤道12號
美國銀行中心
6樓612室

股份代號

167

網址

www.idt-hk.com

Chairman's Statement

主席報告書

DEAR SHAREHOLDERS,

On behalf of the board (the "Board") of directors (each, a "Director") of IDT International Limited (the "Company", together with its subsidiaries, collectively, the "Group" or "we" or "us"), I am pleased to present the Group's annual results for the year ended 31 December 2023 ("FY2023" and for the year ended 31 December 2022, "FY2022").

FINANCIAL RESULTS

The Group's total revenue for FY2023 amounted to approximately HK\$1.2 million (FY2022: approximately HK\$2.2 million), representing a decrease of approximately 45.5% as compared with the total revenue of FY2022, which was due to suspension of the Group's operation in FY2022 and the adverse market conditions.

致各股東：

本人謹代表萬威國際有限公司(「本公司」，連同其附屬公司統稱為「本集團」或「我們」)之董事(各「董事」)會(「董事會」)欣然提呈本集團截至二零二三年十二月三十一日止年度(「二零二三財政年度」)及截至二零二二年十二月三十一日止年度(「二零二二財政年度」)之年度業績。

財務業績

於二零二三財政年度，本集團錄得總收益約為港幣1.2百萬元(二零二二財政年度：約港幣2.2百萬元)，較二零二二財政年度的總收益減少約45.5%，此乃由於本集團的營運於二零二二財政年度暫停及市況不利。

Chairman's Statement 主席報告書

Gross profit of FY2023 totalled approximately HK\$0.1 million (FY2022: gross loss of approximately HK\$3.0 million). Gross profit was reported in FY2023 due to no write-off of inventories in FY2023, following the early termination of the lease agreement for the Shenzhen factory in FY2022.

Total operating expenses of the Group, including research expenses, distribution and selling expenses and general administrative expenses, amounted to approximately HK\$10.9 million for FY2023 (FY2022: approximately HK\$23.5 million). The total operating expenses decreased by approximately 53.6% since the research expenses and distribution and selling expenses have dropped for approximately 80.0% and 83.3%, respectively. Further, general administrative expense reduced by approximately 51.6% as the Group completed its downsizing process.

Charge of loss allowance on financial assets for FY2023 was nil (FY2022: approximately HK\$2.0 million). Losses from impairment for FY2023 was nil (FY2022: approximately HK\$6.2 million).

Loss for FY2023 was approximately HK\$14.2 million (FY2022: approximately HK\$21.8 million).

二零二三財政年度毛利總額約為港幣0.1百萬元(二零二二財政年度：毛損約港幣3.0百萬元)。二零二三財政年度錄得毛利，乃由於深圳工廠的租賃協議於二零二二財政年度提前終止，而二零二三財政年度並無存貨撤銷所致。

本集團於二零二三財政年度的總營運開支約為港幣10.9百萬元(二零二二財政年度：約港幣23.5百萬元)。該等開支包括研究開支、分銷及銷售開支及一般行政開支。總營運開支減少約53.6%乃由於研究開支、分銷及銷售開支分別下跌約80.0%及83.3%。此外，一般行政開支因本集團完成了人員精簡而減少約51.6%。

二零二三財政年度扣除金融資產虧損撥備為零(二零二二財政年度：約港幣2.0百萬元)。二零二三財政年度的減值虧損為零(二零二二財政年度：約港幣6.2百萬元)。

二零二三財政年度之虧損約為港幣14.2百萬元(二零二二財政年度：約港幣21.8百萬元)。

Chairman's Statement 主席報告書

OUTLOOK

In December 2023, the Group has actively reestablished contacts and negotiations with potential customers and suppliers to recommence the Group's business. The Group's operations gradually resumed in the first quarter of 2024 and have resumed sales of electronic products under the trademark of "Oregon Scientific".

In order to enhance market awareness of the "Oregon Scientific" brand, promote and to advertise and showcase its products, the Group established its own online retail platform (<http://oregonscientific.store>) and set up new online stores on Noon (an online platform headquartered in Dubai) and Mercado Libre (the largest online platform in Latin America) respectively. The aforementioned online stores have started operating progressively in the first half of 2024. Additionally, the Group is continuously expanding its product portfolio to meet new customer demands and enhance the Group's market competitiveness.

With the society and economy returning to normalcy and the diminishing effects of the trade war, the market situation should significantly improve thereafter. Through the Group's efforts in the first half of 2024, the Group's business has gradually recovered and continues to receive new orders from customers. The Company had secured confirmed orders exceeding HK\$70 million, which are expected to be fulfilled and delivered in the third quarter of 2024. The Group's business should remain sustainable in the long run.

For more details, please refer to the announcements of the Company dated 3 January 2024, 10 May 2024 and 2 July 2024.

前景

於二零二三年十二月，本集團已積極與潛在客戶及供應商重新建立聯繫及進行磋商以重啟本集團之業務。本集團的營運已於二零二四年第一季度逐漸恢復，並已恢復銷售「Oregon Scientific」品牌的電子產品。

為提高市場對「Oregon Scientific」品牌的認識、推廣及宣傳並展示其產品，本集團開設自家線上零售平台(<http://oregonscientific.store>)，並分別在Noon(一個總部位於杜拜的線上平台)及Mercado Libre(拉丁美洲最大的線上平台)開設新網店。上述網店已於二零二四年上半年逐步開始營運。此外，本集團正不斷擴大其產品組合，以滿足新的客戶需求並提升本集團的市場競爭力。

隨著社會及經濟復常及貿易戰的影響逐漸減弱，此後市場形勢應該會有顯著改善。通過本集團於二零二四年上半年的努力，本集團的業務已逐步恢復，並持續自客戶獲得新訂單。本公司已接獲金額超逾港幣70百萬元的訂單，預期將於二零二四年第三季度完成並交付。長遠而言，本集團的業務可持續發展。

更多詳情請參閱本公司日期為二零二四年一月三日、二零二四年五月十日及二零二四年七月二日之公佈。

Chairman's Statement 主席報告書

APPRECIATION

On behalf of the Board of Directors, I wish to express my gratitude to all shareholders and business associates for the continuous support. Our deep appreciation also goes to the management team and staff members for their hard work and dedication in the past financial period.

Cheung Yuk Ki

Director

Hong Kong, 9 August 2024

致謝

本人謹代表董事會感謝各股東及業務夥伴一直對本集團之支持，亦感謝管理團隊及全體員工於上個財政期間內的辛勤工作及盡心服務。

董事

張鈺淇

香港，二零二四年八月九日

Directors and Senior Management of the Group 本集團董事及高級管理層

EXECUTIVE DIRECTOR

Zhu Yongning (Resigned on 1 February 2024)

Executive Director and Chief Executive Officer, aged 56. Mr. Zhu graduated from Fudan University of Shanghai with a master degree in international finance, and is a senior economist. He has over 33 years of working experience in the financial sector. Mr. Zhu is the director of Jiangsu Nandasoft Technology Company Limited, whose stock code is 08045. Since 1990, Mr. Zhu served successively of the international business department of China Construction Bank in Jiangsu province, president of a sub-branch of China Investment Bank under its Jiangsu branch, sub-branch of China Everbright Bank.

Cheung Yuk Ki (Appointed on 1 February 2024)

Executive Director and Authorized Representative, aged 25. Ms. Cheung is director of PSME Co., Ltd (a company in Shenzhen, the PRC) since 2023, director, human resources manager and head of art and advertising of Player Base (CKP Online gaming service program) Markham, Canada. Ms. Cheung received Bachelor of Fine Art from School of the Art Institute of Chicago, USA in 2021.

NON-EXECUTIVE DIRECTORS

Cui Xiao

Non-Executive Director, aged 47, joined Hongtu SanPower Advanced Technology Limited ("Hongtu Sanbao"), a wholly-owned subsidiary of Jiangsu Hongtu High Technology Co., Ltd. ("Jiangsu Hongtu") in 2001 and served as Hongtu Sanbao's director of information department, network maintenance department, and is currently working at the human resources corporate governance and administration centre of Hongtu Sanbao. Since 28 February 2020, Mr. Cui is a supervisor of Jiangsu Hongtu. He obtained a bachelor degree in economics and administration management from Nanjing Politics College of People's Liberation Army of China in 2012.

執行董事

朱永寧(於二零二四年二月一日辭任)

執行董事兼行政總裁，56歲。朱先生畢業於上海復旦大學國際金融專業，取得碩士學位，為高級經濟師，彼有超過33年金融專業工作經驗。朱先生現任江蘇南大蘇富特科技股份有限公司(股份代號：08045)之董事。自一九九零年起，朱先生曾先後供職於江蘇省中國建設銀行國際業務部、中國投資銀行江蘇省分行支行行長、中國光大銀行某支行行長。

張鈺淇(於二零二四年二月一日獲委任)

執行董事兼授權代表，25歲，張女士自二零二三年起擔任深圳平上微電子有限公司(一間位於中國深圳的公司)的董事、加拿大萬錦市(Markham) Player Base(CKP Online在線遊戲服務項目)的董事、人力資源經理及藝術與廣告部主管。張女士於二零二一年獲得美國芝加哥藝術學院美術學士學位。

非執行董事

崔嘯

非執行董事，47歲，於二零零一年加盟江蘇宏圖高科技股份有限公司(「江蘇宏圖」)之全資附屬公司宏圖三胞高科技技術有限公司(「宏圖三胞」)，並曾擔任宏圖三胞之信息部部長、網絡維護部部長，現就職於宏圖三胞之人力企管行政中心。自二零二零年二月二十八日起為江蘇宏圖之監事。崔先生於二零一二年自中國人民解放軍南京政治學院獲取經濟與行政管理學士學位。

Directors and Senior Management of the Group 本集團董事及高級管理層

Ng Kwok Ying Isabella (Appointed on 1 February 2024)

Non-Executive Director, and a member of the remuneration committee, aged 37. Ms. Ng is an executive director of China Parenting Network Holdings Limited (stock code: 1736) since 25 August 2023. Prior to joining the Company, Ms. Ng served as the art department head at Kids Gallery Ltd. from 2020 to 2021, the art program lecturer and trainer at the Institute of Advance Learning from 2015 to 2019, the art department head at Kido Town Ltd. from 2014 to 2019, and the art centre department head at LZYE Ltd. from 2011 to 2013. Ms. Ng obtained a bachelor's degree in fine art from the School of the Art Institute of Chicago in 2008 and a master's degree in fine art from RMIT University in 2014.

Chen Tiger Charles (Appointed on 1 February 2024)

Non-Executive Director, and a member of the remuneration committee, aged 26. Mr. Chen received Bachelor of Science in Chemistry from St. Edward's University, USA in 2023.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Zhou Meilin (Resigned on 1 February 2024)

Independent Non-Executive Director, the chairman of the audit committee, a member of nomination and corporate governance committee and remuneration committee of the Board, aged 58. Mr. Zhou is a Chinese practicing lawyer, Chinese certified public accountant (Non-practicing), tax agent, and part-time teacher of Nanjing University of finance and economics.

吳國凝(於二零二四年二月一日獲委任)

非執行董事及薪酬委員會成員，37歲，吳女士自二零二三年八月二十五日起擔任中國育兒網絡控股有限公司(股份代號：1736)的執行董事。於加入本公司前，吳女士於二零二零年至二零二一年擔任Kids Gallery Ltd.藝術部主管，於二零一五年至二零一九年擔任香港專上教育學院藝術課程講師及培訓員，於二零一四年至二零一九年擔任Kido Town Ltd.藝術部主管，以及於二零一一年至二零一三年擔任樂之優兒有限公司藝術中心部主管。吳女士於二零零八年獲得芝加哥藝術學院藝術學士學位，並於二零一四年獲得墨爾本皇家理工大學藝術碩士學位。

Chen Tiger Charles(於二零二四年二月一日獲委任)

非執行董事及薪酬委員會成員，26歲，Chen先生於二零二三年獲得美國聖愛德華大學化學理學士學位。

獨立非執行董事

周美林(於二零二四年二月一日辭任)

獨立非執行董事、董事會審核委員會主席以及提名及企業管治委員會和薪酬委員會成員，58歲。周先生是中國執業律師、中國註冊會計師(非執業)、稅務師、南京財經大學兼職教師。

Directors and Senior Management of the Group

本集團董事及高級管理層

From January 2016, Mr. Zhou joined Jiangsu Deqing law firm as lawyer. Before that, Mr. Zhou worked for Nanjing Xuanwu Tax Bureau from July 1985 to December 2015, took the different positions including tax administration, tax collection and management, financial management, tax audit (from 1995 to 1996, Mr. Zhou worked for Nanjing Shicheng Accounting (Tax) Firm). During the period in the tax bureau, Mr. Zhou was employed as a part-time teacher in tax system, participated in the compilation of provincial and municipal tax system risk platforms and inspection guidelines for many times, and participated in dozens of enterprise bankruptcy, reform, restructuring and merger and acquisition work. By virtue of his profound business skills, Mr. Zhou has won the title of tax system business expert for many times. Mr. Zhou is an independent non-executive director of Jiangsu Nandasoft Technology Company Limited* whose share are listed in Hong Kong with stock code 08045 since 3 December 2020. Mr. Zhou is an independent non-executive director of Jiangsu ZhongQi Technology Company Limited* (stock code: SZ300575) since 22 April 2021.

Mr. Zhou has extensive experience in accounting, internal control, financial statement analysis, tax planning and related laws; he is good at enterprise initial public offerings, reorganisation, merger and acquisition, bankruptcy, tax dispute settlement, tax risk prevention and tax planning. Mr. Zhou holds a bachelor's degree from Nanjing Normal University.

Zhou Rui (Resigned on 1 February 2024)

Independent Non-Executive Director, the chairman of the nomination and corporate governance committee, and a member of the remuneration committee and the audit committee of the Board, aged 38. Mr. Zhou Rui is the vice president of China Galaxy Securities from 2015 up to present, mainly responsible for business development and providing investment, fund-raising consultant service to public and private company. During August 2012 to February 2014, Mr. Zhou Rui worked in Beijing Hony Future Investment Advisor Ltd as a senior manager, responsible for finding right investment project, executing due diligence and investment and after investment management. During August 2009 to August 2012, Mr. Zhou Rui served as a supervisor of China International Capital Corporation Limited, responsible for securities trading system's design and testing. Mr. Zhou Rui holds a master degree in Mathematics from Nanjing University.

自二零一六年一月至今，周先生加入江蘇德擎律師事務所任律師。在此之前，周先生於一九八五年七月至二零一五年十二月期間在江蘇省南京市玄武區稅務局工作，從事過稅政、徵管、財務管理、稽查等崗位（其中一九九五年至一九九六年，周先生就職於南京石城會計（稅務）師事務所）。在稅務局任職期間，周先生被聘為稅務系統兼職教師，多次參加省市稅務系統風險平台和稽查指南的編寫，參加過數十起企業破產、改制、重組、併購工作，憑藉其深厚的業務功力多次獲得稅務系統業務能手的稱號。自二零二零年十二月三日起，周先生獲委任為江蘇南大蘇富特科技股份有限公司（香港上市公司，股份代號：08045）獨立非執行董事。自二零二一年四月二十二日起，周先生獲委任為江蘇中旗科技股份有限公司（股份代號：SZ300575）獨立非執行董事。

周先生在會計、企業內部控制、財務報表分析、稅務籌劃及相關法律等方面有豐富的經驗，擅長企業首次公開發行、重組、併購、破產、稅收爭議的解決、稅務風險防範和稅務籌劃。周先生擁有南京師範大學本科學歷。

周銳（於二零二四年二月一日辭任）

獨立非執行董事、董事會提名及企業管治委員會主席兼薪酬委員會及審核委員會成員，38歲。自二零一五年至今，周銳先生任職中國銀河證券股份有限公司副總裁，主要負責帶領團隊開拓業務及為公眾及私人公司提供投融資顧問服務。周銳先生於二零一二年八月至二零一四年二月擔任北京弘毅遠方投資顧問有限公司高級經理職務，負責投資項目挖掘、調研、投資和投後管理等。周銳先生於二零零九年八月至二零一二年八月擔任中國國際金融有限公司主管，負責證券交易系統的設計和測試工作。周銳先生持有南京大學數學碩士學位。

Directors and Senior Management of the Group 本集團董事及高級管理層

Xu Jinwen

Independent Non-Executive Director and the chairman of the remuneration committee and the nomination and corporate governance committee and the audit committee of the Board, aged 59. Mr. Xu is the chairman of the board, chief executive officer and executive Director of Changjiang Securities International Financial Group Limited. Mr. Xu served as the deputy general manager of China Construction Bank Hubei Provincial Trust and Investment Corporation (中國建設銀行湖北省信託投資公司) from December 1990 to October 1995. He worked in Guotai Securities Limited Hubei Branch* (國泰證券有限公司湖北分公司) as the deputy general manager, and Guotai Junan Securities Limited Jiangxi Branch* (國泰君安證券股份有限公司江西分公司) as the general manager from October 1995 to November 2002. Mr. Xu worked as president in Golden Sun Securities Limited* (國盛證券有限公司) from November 2002 to April 2006. Mr. Xu served as the chairman in Changjiang BNP Paribas Peregrine Securities Co., Ltd. from April 2006 to May 2007. Mr. Xu was the executive vice president and the secretary of the board of Changjiang Securities Company Limited from May 2007 to March 2016. Mr. Xu was independent non-executive Director of Shenzhen Zhongheng Huafa Co., Ltd, from June 2016 to September 2019, the shares of which are listed on the Shenzhen Stock Exchange (SZSE: 000020 and 200020). Mr. Xu has over 30 years of experience working in the financial industry, and he particularly worked in the area of securities for more than 20 years. He is very familiar with China and overseas financial markets and products, with extensive experience in the management of financial institution and investment. Mr. Xu holds a doctorate degree in Management Science and Engineering from Huazhong University of Science and Technology.

徐錦文

獨立非執行董事兼董事會薪酬委員會主席、提名及企業管治委員會以及審核委員會成員，59歲。徐先生現任長江證券國際金融集團有限公司董事會主席兼行政總裁，並為執行董事。徐先生於一九九零年十二月至一九九五年十月擔任中國建設銀行湖北省信託投資公司副總經理。彼於一九九五年十月至二零零二年十一月先後擔任國泰證券有限公司湖北分公司常務副總、國泰君安證券股份有限公司江西分公司總經理。徐先生於二零零二年十一月至二零零六年四月擔任國盛證券有限公司總裁。徐先生於二零零六年四月至二零零七年五月擔任長江巴黎百富勤證券有限責任公司董事長。徐先生於二零零七年五月至二零一六年三月擔任長江證券股份有限公司執行副總裁兼董事會秘書。徐先生於二零一六年六月至二零一九年九月擔任深交所上市公司深圳中恒華髮股份有限公司(股份代號：000020及200020)獨立非執行董事。徐先生從事金融行業三十餘年，證券行業二十餘年，熟知中國境內外金融市場和產品，擁有豐富的金融機構管理和投資經驗。徐先生擁有華中科技大學管理科學與工程博士學位。

* For identification purpose only

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Due to the effect of the COVID-19 pandemic, the Group decided to discontinue production at our Shenzhen factory with effect from 5 March 2022 and the tenancy of factory was terminated on 31 May 2022. The Group's operations had been substantially suspended following the close of the Shenzhen factory. For the year ended 31 December 2023, the Group recorded sales revenue of approximately HK\$1.2 million (FY2022: approximately HK\$2.2 million) and gross profit of approximately HK\$0.1 million (FY2022: gross loss of approximately HK\$3.0 million). Loss for FY2023 decreased by approximately 34.9% to approximately HK\$14.2 million (FY2022: approximately HK\$21.8 million), which was due to the Group completed its downsizing process and the decrease in finance costs.

WORKING CAPITAL

Trade receivables balances as at 31 December 2023 was approximately HK\$1.2 million (FY2022: nil). Trade receivables turnover days increased to 5 days (FY2022: 58 days).

CAPITAL STRUCTURE

As at 31 December 2023, there was 2,599,993,088 issued and fully paid shares with par value of HK\$0.1 each. The net liabilities value per share as at 31 December 2023 was approximately HK13.1 cents loss per share (FY2022: approximately HK12.6 cents loss per share).

業務回顧

由於受COVID-19疫情的影響，本集團決定深圳工廠自二零二二年三月五日起停產而工廠租賃於二零二二年五月三十一日終止。深圳工廠關閉後，本集團的營運已大致暫停。截至二零二三年十二月三十一日止年度，本集團錄得銷售收入約港幣1.2百萬元(二零二二財政年度：約港幣2.2百萬元)，及毛利約港幣0.1百萬元(二零二二財政年度：毛損約港幣3.0百萬元)。二零二三財政年度的虧損減少約34.9%至約港幣14.2百萬元(二零二二財政年度：約港幣21.8百萬元)，乃由於本集團完成了人員精簡以及融資成本減少所致。

營運資金

於二零二三年十二月三十一日，應收賬款結餘約為港幣1.2百萬元(二零二二財政年度：零)。應收賬款週轉日數增加至5日(二零二二財政年度：58日)。

資本架構

於二零二三年十二月三十一日，本集團擁有2,599,993,088股每股面值港幣0.1元的已發行及繳足股份。於二零二三年十二月三十一日，每股股份之負債淨值約為每股虧損港幣13.1仙(二零二二財政年度：約為每股虧損港幣12.6仙)。

Management Discussion and Analysis

管理層討論及分析

The Group actively and regularly reviews and manages its capital structure to enhance its financial strength for the Group's long-term development. There were no changes in the Group's approach to capital management during the year ended 31 December 2023.

GEARING RATIO

As at 31 December 2023, the Group's total assets amounted to approximately HK\$1.8 million (FY2022: approximately HK\$3.3 million). Total liabilities amounted to approximately HK\$342.7 million (FY2022: approximately HK\$330.9 million), the Group expresses its gearing ratio as a percentage of borrowings, including loan from a shareholder, over total assets which was approximately 14,216.7% (FY2022: approximately 7,342.4%). The further decrease in the total assets and resulted in the increase in the gearing ratio.

LIQUIDITY AND TREASURY MANAGEMENT

As at 31 December 2023, bank balances and cash of the Group, including restricted bank balances, amounted to approximately HK\$0.6 million (FY2022: approximately HK\$3.3 million). During FY2023, the bank balances and cash were mainly used in operating activities and financing activities.

The Group recorded net current liabilities of approximately HK\$340.9 million (FY2022: approximately HK\$327.6 million), approximately HK\$13.3 million higher than that of FY2022, which is due to combined effect of decrease in current assets and increase in current liabilities in FY2023.

As at 31 December 2023, the total outstanding amount of borrowing was approximately HK\$59.5 million (FY2022: approximately HK\$57.6 million), all of which (FY2022: approximately HK\$57.6 million) are repayable on demand. As at 31 December 2023, the outstanding amount of the loan from a shareholder was approximately HK\$196.4 million (FY2022: approximately HK\$184.7 million). After the transfer of the loan from Huaneng to Party A, Party A has undertaken that the repayment of the loan to the Group of approximately HK\$196.4 million at 31 December 2023 will be restructured and any remaining outstanding amount as a result of the restructuring will not be requested within twelve months from the date of approval of the consolidated financial statements, unless the Group has obtained funding from other sources and is in a position to meet all repayment obligations at that time.

本集團積極及定期審視及管理其資本架構，以增強其財務實力，促進本集團長遠發展。截至二零二三年十二月三十一日止年度，本集團資本管理之方式並無變動。

資產負債比率

於二零二三年十二月三十一日，本集團的總資產約為港幣1.8百萬元（二零二二財政年度：約港幣3.3百萬元）。總負債約為港幣342.7百萬元（二零二二財政年度：約港幣330.9百萬元）。本集團之資產負債比率（即借款（包括股東貸款）佔總資產之百分比）為約14,216.7%（二零二二財政年度：約7,342.4%）。總資產進一步減少導致資產負債比率增加。

流動資金及財務管理

於二零二三年十二月三十一日，本集團之銀行結餘及現金（包括受限制銀行結餘）約為港幣0.6百萬元（二零二二財政年度：約港幣3.3百萬元）。於二零二三財政年度，銀行結餘及現金主要用於經營活動及融資活動。

本集團錄得流動負債淨額約港幣340.9百萬元（二零二二財政年度：約港幣327.6百萬元），較二零二二財政年度增加約港幣13.3百萬元，乃由於二零二三財政年度之流動資產減少及流動負債增加的綜合影響。

於二零二三年十二月三十一日，未償還借款總額約為港幣59.5百萬元（二零二二財政年度：約港幣57.6百萬元），全部（二零二二財政年度：約港幣57.6百萬元）為應要求償還。於二零二三年十二月三十一日，未償還股東貸款約為港幣196.4百萬元（二零二二財政年度：約港幣184.7百萬元）。華能向訂約方A轉讓貸款後，訂約方A已承諾於二零二三年十二月三十一日向本集團償還約港幣196.4百萬元之貸款重組，而重組後任何餘下未償還款項，於綜合財務報表獲批准日期起計十二個月內將不會要求償還；除非本集團已從其他來源獲得資金，且屆時有能力履行所有還款責任。

Management Discussion and Analysis 管理層討論及分析

As at 31 December 2023, subcontracting fees of approximately HK\$2.8 million and salary and compensations of approximately HK\$2.9 million are due and unpaid. The Board is still in negotiation with related creditors for a settlement plan.

CHARGES ON GROUP ASSETS

At 31 December 2023, there were no charges on the Group's assets.

CAPITAL EXPENDITURE

There was no capital expenditure on property, plant and equipment for FY2023.

There were no material acquisitions or disposals of subsidiaries and associated companies in the course of FY2023.

DIVIDEND

The Directors of the Company do not recommend any dividend for FY2023 (FY2022: Nil).

CONTINGENT LIABILITIES/LITIGATIONS

(a) In December 2020, there was a litigation initiated by a supplier of the Group in Hong Kong claiming the allegedly due and unpaid balance of purchase orders against a subsidiary of the Group in Hong Kong in view of unilateral cancellation of purchase orders by the subsidiary of the Group for a sum of approximately US\$334,000 (equivalent to approximately HK\$2.6 million). The management of the Group, having obtained the legal advice from an independent legal counsel, estimated that the Group will likely be liable to pay for the total and, therefore, the Group had recognised the provision for losses on litigations of approximately HK\$2.3 million in profit or loss for the year ended 31 December 2020.

於二零二三年十二月三十一日，約港幣2.8百萬元的外包費及約港幣2.9百萬元的薪金及賠償已到期及尚未支付。董事會仍與相關債權人就結算方案進行磋商。

本集團資產抵押

於二零二三年十二月三十一日，本集團概無任何用作抵押之資產。

資本開支

於二零二三財政年度，並無物業、機器及設備之資本開支。

於二零二三財政年度，本集團並無進行有關附屬公司及聯營公司之重大收購或出售。

股息

本公司董事不建議派付二零二三財政年度之任何股息(二零二二財政年度：無)。

或然負債／訴訟

(a) 於二零二零年十二月，本集團於香港的一名供應商鑒於本集團附屬公司單方面取消金額約為334,000美元(相當於約港幣2.6百萬元)的採購訂單而提起訴訟，就其聲稱的本集團於香港的一間附屬公司採購訂單之到期未付結餘提出申索。本集團管理層經獲取獨立法律顧問之法律意見後，估計本集團將有可能傾向於支付總額，因此本集團於截至二零二零年十二月三十一日止年度之損益內確認訴訟虧損撥備約港幣2.3百萬元。

Management Discussion and Analysis 管理層討論及分析

Subsequently, on 12 April 2022, the Group has filed a Consent Summons for settlement to the District Court of the Hong Kong Special Administrative Region. According to the Consent Summons, the settlement sum was reduced to approximately US\$130,000 (equivalent to approximately HK\$1.0 million) and was agreed to be settled by instalments on without admission of liability basis. On 11 May 2022, the Consent Summons was approved. As a result, a reversal of provision for losses on litigations of approximately HK\$1.3 million had been recognised in “Provision for losses on litigations, net” in “Other losses, net” in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021.

During the year ended 31 December 2022, the Group has fully settled the unpaid balance of purchase orders.

- (b) In 2020, the Group received a notice from a District Court in the PRC (the “PRC District Court”) stating that a supplier of the Group in the PRC has initiated legal action against certain subsidiaries of the Group in the PRC by claiming the allegedly due and unpaid balance of subcontracting fees from the Group. In respect of the aforesaid due and unpaid balance of subcontracting fees approximately HK\$5.5 million had been recognised in “Trade payables”.

According to final judgements dated 8 August 2022 issued by the PRC District Court, the Group was liable to make payment of approximately RMB4.9 million and approximately RMB0.1 million (equivalent to approximately HK\$5.5 million and approximately HK\$0.1 million) as settlement of subcontracting fees and material costs, respectively.

During the year ended 31 December 2023, the restricted bank balance of HK\$2,863,000 was utilised as settlement of above claim. The remaining subcontracting fees were still outstanding at 31 December 2023.

其後，於二零二二年四月十二日，本集團已向香港特別行政區區域法院提交和解同意傳訊令狀。根據同意傳訊令狀，和解金額減至約130,000美元（相當於約港幣1.0百萬元）並同意在不承認責任之基礎上分期付款結清。於二零二二年五月十一日，同意傳訊令狀獲批准。因此，訴訟虧損撥備撥回約港幣1.3百萬元已於截至二零二一年十二月三十一日止年度的綜合損益及其他全面收益表內「其他虧損，淨額」中的「訴訟虧損撥備，淨額」確認。

截至二零二二年十二月三十一日止年度，本集團已悉數結付購買訂單的未付結餘。

- (b) 於二零二零年，本集團接獲中國地方法院（「中國地方法院」）的通知，稱本集團於中國的一名供應商已針對本集團的若干中國附屬公司提起法律訴訟，就其聲稱的應收本集團分包費之到期未付結餘提出申索。上述到期未付分包費結餘約為港幣5.5百萬元，已於「應付賬款」內確認。

根據中國地方法院日期為二零二二年八月八日之最終判決，本集團須分別支付約人民幣4.9百萬元及約人民幣0.1百萬元（相當於約港幣5.5百萬元及約港幣0.1百萬元）以結算分包費及材料成本。

截至二零二三年十二月三十一日止年度，受限制銀行結餘約港幣2,863,000元動用於解決上述申索。於二零二三年十二月三十一日，餘下分包費用仍未支付。

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- (c) During the year ended 31 December 2021, the Group received several notices from the PRC District Court stating that a group of ten individual former employees and three individual former employees of the Group in the PRC have initiated legal action against subsidiaries of the Group in the PRC by claiming compensation of the dismissal of labour contract in view of breach of terms in employment agreement with the Group. Pursuant to the judgements made by the court of the PRC, the Group was ordered to make payment amounting to approximately HK\$2.8 million which had been recognised in "Provision for losses on litigations, net" in "Other losses, net" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021. The Group has filed for appeals for such judgements to the PRC District Court.

According to the final judgement dated 7 December 2021, the PRC District Court dismissed the appeals and affirmed the original judgement. The Group has been trying to reach a settlement agreement with them subsequent to the final judgement issued by the PRC District Court but yet to reach a settlement agreement subsequent to the 31 December 2023 and up to the date of approving the consolidated financial statements.

Other than the disclosure of above and elsewhere in the consolidated financial statements, at 31 December 2023 and 2022, the Group was not involved in any other material litigation or arbitration. As far as the management of the Group was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. At 31 December 2023 and 2022, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business of the Group. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained with reasonable certainty at present, but the management of the Group believes that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position or results of the Group.

- (c) 於截至二零二一年十二月三十一日止年度，本集團接獲中國地方法院的若干通知，稱由本集團中國的十名個別前任僱員及三名個別前任僱員組成的小組已對本集團於中國的附屬公司提起訴訟，要求就本集團違反僱傭協議中的條款而解除勞動合同獲得賠償。根據中國法院的判決，本集團被責令支付約港幣2.8百萬元，該款項已於截至二零二一年十二月三十一日止年度的綜合損益及其他全面收益表內「其他虧損，淨額」中的「訴訟虧損撥備，淨額」確認。本集團已就該等判決向中國地方法院提出上訴。

根據日期為二零二一年十二月七日的最終判決，中國地方法院駁回上訴並維持原判。在中國地方法院作出最終判決後，本集團一直嘗試與彼等達成和解協議，惟於二零二三年十二月三十一日後及直至批准綜合財務報表日期仍未達成和解協議。

除上述及其他於綜合財務報表中的披露外，於二零二三年及二零二二年十二月三十一日，本集團未牽涉任何其他重大訴訟或仲裁。據本集團管理層所知，本集團並無其他未決或威脅本集團的重大訴訟或申索。於二零二三年及二零二二年十二月三十一日，本集團為若干非重大訴訟的被告，亦於本集團的日常業務過程中牽涉若干訴訟。目前尚無法合理確定該等或有負債、訴訟或其他法律程序的可能結果，但本集團管理層認為，上述案件可能引起的任何可能法律責任將不會對本集團的財務狀況或業績產生任何重大影響。

Management Discussion and Analysis 管理層討論及分析

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a total of 50 employees (FY2022: 100). The total staff cost was approximately HK\$3.1 million (FY2022: approximately HK\$14.5 million) for the year ended 31 December 2023.

The Group fully recognises the importance of its employees who contribute significantly to its success and continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training.

The Group's remuneration policy is to provide compensation packages at market rates which reward individual's performance and attract, retain and motivate high quality employees. The compensation packages offered by the Group are comparable with other organisations of similar size and business nature and are reviewed annually. The components of employee's remuneration package consist of base salary, double pay, fringe benefits including pension scheme, medical insurance, life and personal accident insurance, employee compensation and business travel insurance as well as incentives like discretionary cash bonus.

The Group's remuneration philosophy for senior executives is based upon creating a strong link between performance and reward in accordance with the following principles:

1. Fixed salaries and benefits are set at median-market level against comparable groups of companies selected on the basis of similar size and business nature and benchmarked with the prevailing market conditions; and
2. Performance-related bonus is linked to the achievement of pre-defined performance targets including financial targets, performance index and pre-agreed management objectives.

人力資源及薪酬政策

於二零二三年十二月三十一日，本集團共聘有50名(二零二二財政年度：100名)僱員。截至二零二三年十二月三十一日止年度，員工成本總額約為港幣3.1百萬元(二零二二財政年度：約港幣14.5百萬元)。

本集團深明僱員對本集團取得今日成就實在功不可沒，並為員工提供充足及定期培訓，藉以保持及不斷提升員工之工作表現。

本集團之薪酬政策旨在提供符合市場水平的薪津組合，以回報僱員之個人表現，並且吸引、挽留並激勵能幹員工。本集團之薪津組合可與其他規模和業務性質相若之機構提供薪津組合媲美，而本集團亦會每年對此進行檢討。僱員之薪津組合包括基本薪金、雙糧、額外福利(包括退休保障計劃、醫療保險、人壽及個人意外保險、僱員補償及公幹保險)，以及酌情現金花紅等獎勵。

本集團釐定高級行政人員薪酬之理念為使其表現與回報緊密掛鉤，當中所根據之原則如下：

1. 本集團先選出一系列規模及業務性質相若之公司作比較指標，使固定薪金及福利定於市場水平的中位數，並以現行市況作基準；及
2. 績效花紅與能否達到既定表現目標(包括財務目標、表現指數及預先協議之管理目標)掛鉤。

Management Discussion and Analysis

管理層討論及分析

The emolument of the Directors is recommended by the remuneration committee with reference to companies of comparable business type or scale, and the nature and quantity of work at both Board and Board committee (the "Board Committee") levels (including frequency of meetings and nature of agenda items) in order to compensate Directors reasonably for their time and efforts spent. The Directors' emolument is approved by the Board pursuant to the mandate granted by the shareholders at annual general meetings. Remuneration are paid to a Director for appointment as a member of a particular committee. Non-Executive Directors receive no base pay, benefits, bonus or pension except reimbursement for expenses incurred in connection with their directorship of the Company. No individual Director is allowed to participate in the procedures for deciding his/her individual remuneration package. Full details of the remuneration of and fees paid to the Directors for the Year are set out in note 10 of the consolidated financial statements contained in this annual report.

董事酬金由薪酬委員會參考業務種類或規模相若之公司，以及董事會與董事委員會（「董事委員會」）之工作性質和工作量（包括會議次數及議題性質）後提出建議，務求董事可就所付出之時間及貢獻得到合理報酬。董事酬金由董事會根據股東於股東週年大會上授予之授權而批准。如董事獲委任為個別委員會之成員，其將獲發袍金。除出任本公司董事而獲得之可報銷開支外，非執行董事並不獲發基本薪金、福利、花紅或退休保障。各董事不得參與釐定本身薪酬福利之程序。本年度支付予董事之薪酬及袍金的詳情載於本年報綜合財務報表附註10。

Corporate Governance Report 企業管治報告書

The Group is committed to achieving and maintaining a high standard of corporate governance to safeguard the interests of all shareholders and to enhance corporate value and accountability. Throughout the year ended 31 December 2023 under review, the Company has applied the principles and complied with all code provisions and where applicable, the recommended best practices prescribed in the Corporate Governance Code ("CG Code") in Appendix I4 to the Listing Rules on the Stock Exchange (i.e. the new Appendix C1 with effect from 31 December 2023), save for the deviation from the Code Provision C.2.1 and C.1.8.

BOARD OF DIRECTORS

Board

During FY2023, the Board comprised five Directors of whom one is Executive Director and one is Non-Executive Director and three are Independent Non-Executive Directors.

Brief biographical details of the Directors appear in the Directors and Senior Management of the Group section of this annual report. An updated list of Directors of the Company and their respective roles and functions are posted on the Stock Exchange's website and the Company's website.

Appointment, Re-election and Retirement of Directors

The nomination and corporate governance committee of the Board ("NCGC") reviews the profiles of the candidates and makes recommendations to the Board on the appointment, re-election and retirement of Directors.

The Company recognises the importance of having the appropriate board composition. In deciding the board composition, the attributes, skills and expertise among the Directors are considered appropriate to effectively lead and control the Group, taking into account the scope and nature of its operations. The Directors have a mix of core competencies in areas such as accounting and finance, business and management, industry knowledge and marketing strategies. The size of the Board is conducive to effective discussion and decision-making and has an appropriate balance of independent Directors to exercise independent judgment.

為保障全體股東權益及提升企業價值和問責性，本集團一向承諾恪守奉行高水平之企業管治。於截至二零二三年十二月三十一日止整個回顧年度，本公司已應用並遵守聯交所上市規則附錄十四（即自二零二三年十二月三十一日起之新附錄C1）所載之企業管治守則（「企業管治守則」）的所有原則及守則條文（惟偏離守則條文第C.2.1條及第C.1.8條除外），以及建議最佳常規（如適用）。

董事會

董事會

於二零二三財政年度，董事會由五名董事組成，其中一名為執行董事、一名為非執行董事及三名為獨立非執行董事。

董事之履歷簡表載列於本年報之本集團董事及高級管理層部分。本公司董事最新的名單及各董事之職責及職能載於聯交所網站及本公司網站。

董事之委任、重選及告退

董事會提名及企業管治委員會（「提名及企業管治委員會」）負責考慮審閱候選人之履歷及就董事委任、重選及退任之事宜向董事會作出建議。

本公司深明具備恰當的董事會組合之重要。在考慮董事會組合的事宜上，就本集團之業務範疇及性質而言，董事所具備之特質、技能及專業知識足以令彼等能有效地引領及監控本集團。董事具有各方面如會計及財務、商業及管理、業界知識及市場策略等專才。董事會之規模能促使有效之討論及決策；同時，董事會亦包含獨立董事作為恰當的平衡，以使其能作出獨立判斷。

Corporate Governance Report 企業管治報告書

In accordance with the Company's Bye-Laws, at each annual general meeting (the "AGM"), one-third of the Directors shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election or re-election. Further, any Director appointed by the Board as an additional Board member or fill in a casual vacancy shall hold office until the following AGM and shall then be eligible for re-election at the AGM immediately following their appointments. The new Directors shall not be taken into account in determining the number of Directors who are to retire by rotation at that AGM. Election and re-election of Directors will be done by separate resolution.

The names and biographical details of the Directors who will offer themselves for re-election at the forthcoming AGM will be set out in the circular accompanying the notice of AGM.

BOARD DIVERSITY POLICY

The Board adopted a Board diversity policy setting out the approach to achieve diversity on the Board. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. Board diversity will be considered by the Company from a number of aspects, including but not limited to cultural and educational background, experience, skills, knowledge, length of service, age and gender. The Board composition is reviewed, considered and discussed by the NCGC on an annual basis and it will make recommendations to the Board after the review. The Company's business needs will also be taken into account in determining the optimum composition of the Board. In reviewing and assessing the composition of the Board as well as selecting candidate(s), the NCGC will consider all diversity elements according to the policy and also devised guidelines for ideal board size, optimum number of executive and non-executive directors and board membership criteria. The policy and those guidelines shall be reviewed and revised periodically to meet business needs of the Group.

根據本公司章程細則，於每屆股東週年大會（「股東週年大會」）上，三分之一董事必須退任。每年之退任董事須為彼等自上次獲選或重選以來任期為最長者。再者，獲董事會委任作為新增董事會成員或填補董事空缺之董事將一直留任，直至本公司下屆股東週年大會為止，並須於緊隨彼等獲委任後之股東週年大會上膺選連任。於釐定股東週年大會上須輪值告退之董事人數時，毋須計及該新任董事。選舉及重選董事將以獨立決議案來完成。

將於應屆股東週年大會上膺選連任董事之姓名及履歷將載於隨附股東週年大會通告之通函內。

董事會成員多元化政策

董事會已採納董事會成員多元化政策，其中載有實現董事會成員多元化之方式。本公司明白並深信擁有多元化董事會成員能提高董事會表現質素之裨益。本公司會從多個方面衡量董事會之多元化，包括但不限於文化及教育背景、經驗、專長、知識、服務年期、年齡及性別。董事會之組成每年由提名及企業管治委員會作出檢討、考慮及商討，其於檢討後會向董事會作出建議。本公司之業務需要亦會被考慮在內，以釐定董事會之最佳組合。在考慮及評估董事會組合及挑選候任董事時，提名及企業管治委員會將根據該政策考慮所有多元化因素，以及就董事會之適當成員數目、適當之執行董事及非執行董事人數，以及擔任董事會成員之先決條件制定指引，該政策及該等指引將會定期予以檢討及修訂以合乎本集團的業務需要。

Corporate Governance Report

企業管治報告書

Induction and Continuous Professional Development

Newly appointed Directors of the Company will receive induction and reference materials to enable him/her to familiarise himself/herself with the Group's history, mission, business operations and board and company policies. Each Director is briefed and updated from time to time to ensure that he/she has a proper understanding of the operations and business of the Group and that he/she is fully aware of his/her responsibilities under Statutory and common law, the Listing Rules, applicable legal and other regulatory requirements and the governance policies of the Company and latest Listing Rules and legislation.

Directors are encouraged to participate in continuous professional development so as to refresh their knowledge and skills for discharging their duties and responsibilities. During FY2023, relevant reading materials including regulatory update, seminar handouts and latest regulatory case selection etc. have been provided to the Directors for their reference and studying.

A summary of training activities taken by the Directors during FY2023 is set out as follows:

入職及持續專業發展

本公司新委任董事將獲發指引及參考資料，以便其熟識本集團歷史、使命、業務運作、董事會及公司政策等。各董事不時獲簡要提示最新資料，確保其妥為了解本集團運作及業務，並知悉其根據法定及普通法、上市規則、適用法例及其他監管規定與本公司管治政策須承擔之各項責任、最新上市規則及法例。

本集團鼓勵董事參與持續專業發展，以更新彼等之知識及技能，以便履行其職責。於二零二三財政年度，董事已獲提供相關閱讀材料(包括監管更新資料、研討會材料及最新監管案例選等)，以供彼等參考及學習。

以下列表概述於二零二三財政年度董事所接受之培訓活動：

Training activities including in-house activities/briefings, seminars/talks held by professional organisations and/or reading materials on relevant topics
培訓活動(包括公司內部活動/會議、專業組織舉辦之研討會/講座及/或閱讀相關課題之材料)

Directors	董事	
Executive Director:	執行董事：	
Zhu Yongning	朱永寧	√
Non-Executive Director:	非執行董事：	
Cui Xiao	崔嘯	√
Independent Non-Executive Directors:	獨立非執行董事：	
Zhou Meilin	周美林	√
Zhou Rui	周銳	√
Xu Jinwen	徐錦文	√

Corporate Governance Report 企業管治報告書

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

According to the Code Provision C.2.1, the roles of the chairman and the Chief Executive Officer (the "CEO") should be separate and performed by different individuals to ensure a balance of power and authority so that power is not concentrated in any one individual.

During FY2023, Mr. Zhu Yongning, the CEO of the Company, took up the responsibilities of both the chairman and CEO of the Company. The Board has been trying to recruit a suitable candidate such that the two roles can be separated since then. However, the Board, after Mr. Zhu has assumed the two roles, consider that vesting two roles in the same person could provide the Group with strong and consistent leadership in the development and execution of the Group's business strategies and is beneficial to the Group. Mr. Zhu resigned as an executive director of the Company with effect from 1 February 2024.

Responsibilities of the Board and delegations to management

The Board is responsible to the shareholders for leadership and control of the Company and is collectively responsible for promoting the success of the Company and its businesses by directing and supervising the Company's affairs.

The Board focuses on overall strategies and policies with particular attention paid to the growth and financial performance of the Group. The principal functions of the Board are to:

- establish the strategic direction and development of the Group;
- determine the broad policies, strategic plans and performance objectives of the Group;
- monitor management performance;
- approve financial plans and annual budgets, major funding proposals, key funding and investment proposals;
- oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance;
- approve the nominations of Directors and appointment of key personnel; and
- assume responsibility for corporate governance.

主席及行政總裁

根據守則條文第C.2.1條，主席與行政總裁（「行政總裁」）的角色應有區分，並由不同人士擔任，以確保權力和授權分布均衡，不致權力僅集中於一位人士。

於二零二三財政年度，本公司行政總裁朱永寧先生兼任主席及本公司行政總裁職務。董事會不斷努力招聘適合人選，以便此後將兩個角色加以區分。然而，於朱先生擔任該等兩個角色後，董事會認為賦予同一人士以兩個角色可就本集團業務策略的發展及執行為本集團提供有力且一致的領導，並對本集團有益。朱先生辭任本公司執行董事，自二零二四年二月一日起生效。

董事會職責及管理層指派

董事會就領導及監控本公司向股東負責，並且透過帶領及監管本公司之事務，共同負責促進本公司及其業務之成功。

董事會專注於整體策略及政策，尤其關注本集團之增長及財務表現。董事會之主要功能如下：

- 制訂本集團之策略性方向及發展；
- 決定本集團主要政策、策略計劃及績效目標；
- 監察管理層之表現；
- 批准財政計劃及年度預算、重大撥款建議、主要融資及投資建議；
- 監察內部監控是否足夠的評估過程、風險管理、財務匯報及守規之程序；
- 批准提名董事及委任主要人員；及
- 就企業管治承擔責任。

Corporate Governance Report 企業管治報告書

The Board delegates daily operations of the Group to Executive Directors and senior executives, while reserving certain key matters for its approval. Decisions of the Board are communicated to the management through Executive Directors who have attended at Board meetings and circulation of minutes of Board meetings to the management.

The Board has adopted a set of guidelines to clearly divide the responsibilities of the Board and the management. Matters reserved for decision and consideration of the Board include, among others, all matters of strategic importance, corporate governance practices, legal and regulatory compliance, internal control and risk management, corporate strategy, operating and capital budgets, statutory financial reports, changes in Board members, major transactions and investment commitments and remuneration policy of Directors and senior management, financial authorisation and approval limits for operating and capital expenditure, the procurement of goods and services, and the acquisition and disposal of investments.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Coming from diverse business and professional backgrounds, the Independent Non-Executive Directors of the Company have shared their valuable experience with the Board in the interests of promoting the best interests of the Company and its shareholders. The Independent Non-Executive Directors of the Company have made significant contribution of their skills and expertise to the Board Committees. All Independent Non-Executive Directors are appointed for a fixed term of three years and are subject to retirement by rotation and re-election by shareholders at the AGM of the Company in accordance with the Company's Bye-Laws.

All Independent Non-Executive Directors are expressly identified in all corporate communications that disclose the names of the Directors of the Company. The functions of Independent Non-Executive Directors include, but not limited to:

- participating in Board meetings to bring in independent judgment to bear on issues of corporate strategy, corporate performance, accountability, resources, key appointments and standard of conducts;
- taking the lead where potential conflicts of interests arise;

董事會委派執行董事及高級行政人員處理本集團日常營運事宜，惟保留批准若干重要事項之權利。董事會之決定透過出席董事會會議之執行董事，及給予管理層傳閱董事會會議之會議記錄而下達至管理層。

董事會對須獲其批准之事宜採納一系列指引，以明確界定董事會及管理層之職責。須獲董事會決定及考慮之事宜其中包括所有重大策略性事宜、企業管治常規、法例及規管的遵守、內部監控及風險管理、企業策略、營運及資金預算、法定財務報告、董事會成員變動、主要交易及投資承諾以及董事及高級管理人員之薪酬政策，營運及資本開支、貨物與服務之採用及投資項目之收購與出售之財務授權與批准限額。

獨立非執行董事

為了提高本公司及股東之最佳利益，本公司來自不同業務及專業背景的獨立非執行董事均向董事會分享其寶貴經驗。本公司獨立非執行董事以其專業及技能向董事委員會作出重要的貢獻。所有獨立非執行董事以三年固定任期委任，並須根據本公司章程細則於本公司股東週年大會上輪值告退並由股東重選連任。

所有獨立非執行董事均在披露本公司董事姓名之所有企業通訊中明確識別。獨立非執行董事之職能包括，但不限於：

- 參加董事會會議，就公司策略、公司績效、問責性、資源、委任要員及操守准則作出獨立判斷；
- 在出現潛在利益衝突時引領董事會；

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- serving on Board Committees, if invited; and
- scrutinising the Group's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance.

During FY2023, the Company has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules regarding the appointment of at least three Independent Non-Executive Directors including at least one Independent Non-Executive Director with appropriate professional qualifications or accounting or relating financial management expertise. In assessing the independence of the Directors, the Board has examined the different relationships identified under the Listing Rules that might impair the Directors' independence and objectivity. The Board considers that all of the Independent Non-Executive Directors are independent and are satisfied with the Directors' ability to act with independent judgment. Furthermore, each of the Independent Non-Executive Directors has provided to the Company an annual confirmation of independence required by Rule 3.13 of the Listing Rules. The Company considers all its Independent Non-Executive Directors to be independent. Each Director is subject to retirement by rotation at least once every three years. Any further re-appointment of an Independent Non-Executive Director, who has served the Board for more than nine years, will be subject to separate resolution to be approved by the shareholders of the Company.

The Company has also complied with Rule 3.10A of the Listing Rules that the Independent Non-Executive Directors are representing at least one-third of the Board.

RELATIONSHIP

There is no financial, business, family and other material relationship among other members of the Board.

There has been an effective and balanced Board collectively responsible for the Company's activities and affairs. The Board members are free to discuss issues properly put to the Board meetings and express their views and concerns. No individual or small group can dominate the Board's decision-making process.

- 應邀出任董事會屬下委員會職務(如獲邀請); 及
- 詳查本集團績效是否達到既定的企業目標和目的, 並監察本公司匯報表情況。

於二零二三財政年度, 本公司遵守上市規則第3.10(1)及3.10(2)條有關委任最少三名獨立非執行董事, 其中包括最少一名獨立非執行董事必須具有恰宜之專業資格或會計或有關財務管理專業知識之規定。於評估董事之獨立性時, 董事會已檢查訂明於上市規則內有可能損害董事獨立性及客觀性不同的關係。董事會認為所有獨立非執行董事皆為獨立並信納彼等可作出獨立判斷之能力。再者, 每位獨立非執行董事均按上市規則第3.13條之規定向本公司提供年度獨立確認書。本公司視所有獨立非執行董事皆具獨立性。每位董事皆需最少每三年輪值告退。如再委任任何已服務董事會逾九年之獨立非執行董事, 將須由本公司股東以獨立決議案予以批准。

本公司亦遵守上市規則第3.10A條有關董事會須有至少三分之一成員為獨立非執行董事之規定。

關係

董事會其他成員之間概無任何財務、業務、家族及其他重要關係。

董事會維持高效率及平衡之架構, 並集體負責本公司業務及事務。董事會成員可自由討論於董事會會議上適當提出之事宜, 並表達其意見及關注。概無個別人士或小組可主導董事會之決策過程。

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If a substantial shareholder or a Director has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material, the matter will be dealt with by a physical Board meeting rather than a written resolution of the Board. The Board will take into account the exceptions to the general voting prohibition, as set out in the Listing Rules when considering whether a director shall vote on any board resolution approving any matters in which he has material interests or shall he be counted in the quorum present at the meeting.

MEETINGS

The Board meets regularly at least four times a year and holds additional meetings as and when the Board thinks appropriate. Board Committees also hold regular scheduled meetings to discharge their duties. Meetings via telephone or video-conference are permitted under the Bye-Laws of the Company. Attendance record of the Board and Board Committees meetings during FY2023 is set out below.

All Directors have access to the company secretary who is responsible for ensuring that Board/Board Committees meeting procedures are observed and advising the Board/Board Committees on compliance matters.

In an attempt to accommodate the competing time commitments of Directors who sit on multiple boards, dates of Board/Board Committees meetings are scheduled well in advance at the beginning of every calendar year. The Company has given at least 14 days' notice for regular Board and Board Committees meetings. For all other Board/Board Committees meetings, reasonable notices are given. Draft agendas for Board and Board Committee meetings are circulated to all Directors for comment before the meetings. The Directors were given the opportunities to include matters to be discussed in the agenda for all Board and Board Committees meetings.

The agenda accompanied by detailed Board papers (prepared in such form and manner as will enable the Board to make an informed decision on matters placed before it, including but not limited to, background or explanatory information relating to matters to be brought before the Board and internal financial information such as quarterly management accounts, forecasts and budgets with material variance between projections and actual results explained) are circulated to all Directors in a timely manner and at least three days before the date of scheduled meeting.

倘董事會認為主要股東或董事在董事會將予考慮的事項中存有董事會認為屬重大的利益衝突，該事項將以舉行一次董事會會議而非以董事會書面決議進行議決。董事會在考慮該董事應否放棄於董事會上表決有關批准其擁用重大利益等事宜時或應否計入出席會議之法定人數內時，將會考慮上市規則所載一般禁止表決例外情況。

會議

董事會每年定期舉行最少四次會議及按情況需要召開額外會議。董事委員會亦定期舉行會議以履行其職務。本公司章程細則批准透過電話或視像方式舉行會議。於二零二三財政年度，董事出席董事會及董事委員會會議次數之記錄載列於下文。

全體董事均可聯絡公司秘書；公司秘書負責確保遵守董事會／董事委員會會議程序並向董事會／董事委員會就守規事宜作出建議。

為確保身兼多個董事會職務之董事能抽空出席會議，董事會／董事委員會會議日期於每年年初先行擬定。定期董事會及董事委員會會議通告最少於會議日期前十四天發出。所有其他董事會／董事委員會會議均給予合理之通知時間。董事會及董事委員會會議之草擬議程於會議舉行前給各董事審議。董事均有機會提出將予商討事項，以供列入董事會及董事委員會會議之議程內。

董事會議程連同隨附之文件(編製之形式及方式須能致使董事會就提呈事項作出知情決定，包括但不限於有關向董事會提呈之事項背景或說明數據以及內部財務數據，例如季度管理賬目、預測及預算，並闡釋預期與實際業績間之重大分歧)將適時傳遞予全體董事傳閱，期限為擬舉行會議日期前最少三日。

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Minutes of Board/Board Committees meetings are recorded in detail regarding the matters considered and decisions reached, including concerns raised by Directors or dissenting views expressed. Draft minutes are circulated to relevant Directors/committee members within a reasonable time after the meetings for comments and will then be approved by the Board/Board Committees at the following meeting. Minutes of Board and Board Committees meetings are kept by the company secretary and are open for inspection at any reasonable time on reasonable notice by any Director.

Directors are provided in a timely manner with complete, adequate explanation and information about the Company and its subsidiaries, its activities, performances and its projects particularly including any significant variances from a planned course of actions to enable them to make an informed decision or assessment of the Group's performance, position and prospects and to discharge their duties and responsibilities. In case when the Directors have queries, they are provided with the names and contact details of the Group's senior executives for separate and independent access to them and they are able to obtain more information than is volunteered by the management. Senior executives are from time to time brought into formal and informal contact with the Board at Board meetings and other events.

The Board and Board Committees are provided with sufficient resources to properly discharge their duties including access to independent professional advisers under agreed procedures, upon reasonable request, at the expense of the Company.

The Board held a full board meeting each quarter.

董事會／董事委員會會議之會議記錄均詳盡記錄會議所考慮之事項及達成之決定，包括董事所關注之事宜或發表之反對意見。會議記錄草稿於會議後一段合理時間內傳遞予有關董事／委員會成員審閱並將於下一次會議上由董事會／董事委員會批准。該等記錄由公司秘書存置，並於任何董事發出合理通知後於任何合理時間內供查閱。

董事適時獲提供有關本公司及其附屬公司、其業務、績效及其項目(尤其包括與一系列已計劃之行動有重大差異者)之完整且足夠的闡釋及資料，以便彼等就本集團績效、狀況及前景作出知情決定或評估，並履行彼等之職務及責任。倘董事有任何疑問，彼等可獲取本集團高級行政人員之姓名及聯絡資料，以分別獨立聯絡有關人士，並可要求管理層提供(主動提供以外)其他額外數據。高級行政人員不時與董事會於董事會會議及其他活動作正式及非正式的接觸。

董事會及董事委員會獲得足夠之資源以妥善履行彼等之職責，其中包括在合理要求下按既定程序諮詢獨立專業顧問，有關費用由本公司支付。

董事會每季均會舉行全體成員列席會議。

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Details of the attendance of the meetings of the members of the Board during the Year are as follows:

董事會成員在本年度內出席會議之記錄詳情如下：

Directors	董事	Board meetings 董事會會議	General meetings 股東大會
Executive Director:	執行董事：		
Zhu Yongning	朱永寧	4/4	0/0
Non-Executive Director:	非執行董事：		
Cui Xiao	崔嘯	4/4	0/0
Independent Non-Executive Directors:	獨立非執行董事：		
Zhou Meilin	周美林	4/4	0/0
Zhou Rui	周銳	4/4	0/0
Xu Jinwen	徐錦文	4/4	0/0

In addition to the above regular Board meetings during the Year, the members of the Board of Directors followed the principles of good corporate governance and the best practices of the relevant code provisions and recommendations of the CG Code as set out in Appendix 14 of the Listing Rules and maintained a continuous dialogue with shareholders, especially through the AGM or other plenary meetings to communicate with the shareholders.

除上述本年度內定期董事會會議外，董事會成員遵循《上市規則》附錄十四的《企業管治守則》關於良好企業管治的原則與有關守則條文及建議最佳常規，與股東保持持續對話，尤其是藉股東週年大會或其他全體會議與股東溝通。

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BOARD COMMITTEES

To maximise the effectiveness of the Board and to encourage active participation and contribution from Board members, the Board has established four Board Committees, namely the executive committee (the "EC"), audit committee (the "AC"), NCGC and remuneration committee (the "RC") with specific written terms of reference that clearly deal with their authority and duties, to oversee particular aspects of the Company's affairs, assist in the execution of the Board's responsibilities enable the Board Committees to perform their functions properly. Board Committees report to the Board on their work and findings. They adopt as far as practicable, the principles, procedures and arrangements of the Board in relation to scheduling and conduct of meetings, notice of meetings and inclusion of agenda items, recording and availability of minutes. The written terms of reference of the AC, NCGC and RC, which are in line with the CG Code, are available on the website of the Company and the Stock Exchange and will be reviewed from time to time. The quorum necessary for transaction of business of each Board Committee is two.

EC

During FY2023, the EC comprised of all Executive Directors.

The EC meets as and when required to oversee the day-to-day management of the Group and has all the general powers of the Board except those matters specifically reserved for the Board.

The principal duties of EC include:

- managing the business and investments by overseeing the Group's operations, projects, assets and liabilities, budgets, compliance obligations and financial performance in accordance with the policies and directives of the Board;

董事委員會

為提高董事會效能以及鼓勵董事會成員積極參與及作出貢獻，董事會已成立四個董事委員會分別為執行委員會（「執行委員會」）、審核委員會（「審核委員會」）、提名及企業管治委員會及薪酬委員會（「薪酬委員會」），並列明特定職權範圍以協助各委員會執行職務。該職權範圍清晰列明該等委員會之職權及職責，以監督本公司特定方面之事務，並協助執行董事會之職責，使董事委員會能夠正確履行彼等的職責。董事委員會向董事會報告其工作及調查結果。彼等按實際可行情況採納董事會有關擬定會議時間表及會議進行方式、會議通告及加載議程項目、保存及提供會議記錄等之原則、程序及安排。審核委員會、提名及企業管治委員會及薪酬委員會包含列明符合企業管治守則之職權範圍均載於本公司網站及聯交所網站；並不時作出檢討。每個董事委員會處理事務之法定人數為兩人。

執行委員會

於二零二三財政年度，執行委員會由全體執行董事組成。

執行委員會於需要時舉行會議以便監察本集團日常管理事務並擁有董事會的所有一般權利，除需要董事會作出決定之特別事宜外。

執行委員會之主要職責包括：

- 透過監察本集團之營運、項目、資產與負債、預算、守規責任及財務表現，依照董事會之政策及指示以管理業務及投資；

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- making recommendations to the Board as to the Group's overall policies, strategies and financial objectives in the development of its business and ensuring their implementation and execution; and
- providing leadership to staff and management and nominating key personnel and ensuring appropriate levels of authority are delegated to them.

NCGC

During FY2023, the NCGC is chaired by Mr. Zhou Rui, an Independent Non-Executive Director, and comprised another two Independent Non-Executive Directors, namely, Mr. Xu Jinwen and Mr. Zhou Meilin. The NCGC meets at least once a year. As at 31 December 2023, all NCGC members are Independent Non-Executive Directors.

The principal functions of the NCGC include:

- making recommendations to the Board on all new appointments or reappointments of Directors, the establishment of a succession plan for Directors, in particular the chairman and CEO and the composition of the Board;
- identifying and nominating qualified individuals, subject to the approval of the Board, to be additional Directors or to fill vacancy in the Board as and when they arise;
- reviewing on an annual basis the Board structure, size and composition and the independent element of the Board;
- developing the criteria for selection of Directors;
- assessing the independence of Independent Non-Executive Directors;
- developing and reviewing the Company's policies and practices on corporate governance and make recommendations to the Board;
- reviewing and monitoring the training and continuous professional development of Directors and senior management;

提名及企業管治委員會

於二零二三財政年度，提名及企業管治委員會由一位獨立非執行董事周銳先生擔任主席，另包括兩位獨立非執行董事成員，即徐錦文先生和周美林先生。提名及企業管治委員會每年最少舉行一次會議。於二零二三年十二月三十一日，所有提名及企業管治委員會成員均為獨立非執行董事。

提名及企業管治委員會之主要職責包括：

- 就新委任或續聘董事、制訂董事繼任計劃(尤其是主席及行政總裁)及董事會組合向董事會作出建議；
- 物色及提名合資格之人選(須待董事會批准)為新增董事或於董事會出現空缺時填補人選；
- 每年審閱董事會架構、規模及組成以及董事會之獨立元素；
- 制訂挑選董事之標準；
- 評估獨立非執行董事之獨立性；
- 擬定及檢討本公司的企業管治政策及實務守則，並向董事會作出建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；

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- reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
 - developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors; and
 - reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.
- 檢討及監察本公司的政策及實務守則，確保符合法律及監管規定；
 - 制訂、檢討及監察僱員及董事的操守準則及合規手冊(如有)；及
 - 檢討本公司是否遵守企業管治守則及企業管治報告披露的資料。

The chairman of the NCGC will report to the Board on its proceedings and recommendations after each meeting.

提名及企業管治委員會之主席須於每次會議後向董事會匯報會議進程及向其作出建議。

During the Year, two meetings were held by the NCGC. Details of the attendance of the NCGC meeting are as follows:

於本年度內，提名及企業管治委員會共舉行兩次會議。董事出席提名及企業管治委員會會議之記錄詳情如下：

Directors	董事	Attendance 出席次數
Zhou Rui (Chairman)	周銳(主席)	2/2
Xu Jinwen	徐錦文	2/2
Zhou Meilin	周美林	2/2

The main works performed by NCGC during the Year included reviewing the structure and composition of the Board, assessing independence of existing Independent Non-Executive Directors and putting forward recommendations to the Board on re-election of retiring Directors as well as reviewing the updated board diversity policy and recommending the same to the Board for approval.

提名及企業管治委員會於本年度履行之主要工作包括檢討董事會的結構和組成、評估現任獨立非執行董事的獨立性及向董事會建議重選退任董事與檢討及向董事會建議批准更新的董事會多元化政策。

RC

During FY2023, the RC is chaired by Mr. Xu Jinwen (an Independent Non-Executive Director) and comprised two members, namely, Mr. Zhou Rui and Mr. Zhou Meilin. As at 31 December 2023, all RC members are Independent Non-Executive Directors.

薪酬委員會

於二零二三財政年度，薪酬委員會由徐錦文先生(獨立非執行董事)擔任主席，並包括兩位成員，即周銳先生及周美林先生。於二零二三年十二月三十一日，所有薪酬委員會成員均為獨立非執行董事。

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The RC consults the chairman and the CEO about its proposals relating to the remuneration of other Executive Directors and has access to professional advice if considered necessary. The principal functions of the RC include:

- recommending to the Board on the Company's policies and structure for the remuneration of the Directors and senior management of the Group;
- recommending to the Board the remuneration packages of all Executive Directors and senior management; and
- reviewing and approving the management's remuneration proposals with reference to the Board's corporate goals and objectives.

The chairman of the RC will report to the Board on its proceedings and recommendations, where appropriate, for the Board's consideration and/or approval.

During FY2023, two meetings were held by the RC. Details of the attendance of the RC meeting are as follows:

Directors	董事	Attendance 出席次數
Xu Jinwen (Chairman)	徐錦文(主席)	2/2
Zhou Meilin	周美林	2/2
Zhou Rui	周銳	2/2

The main works performed by RC during FY2023 included reviewing the annual remuneration of Directors and senior management and recommending the remuneration of newly appointed Directors to the Board of Directors.

A general description of the Group's emolument policy and long-term incentive schemes as well as the basis of determining the emolument payable to each Directors for FY2023 are disclosed in the sub-section of "Human Resources and Remuneration Policy" in the section of "Management Discussion and Analysis" of this annual report and note 10 to the consolidated financial statements contained in this annual report.

薪酬委員會就其建議其他執行董事之薪酬事宜徵詢主席及行政總裁之意見，並可於有需要時諮詢專業意見。其主要職能包括：

- 就本集團董事及高級管理層薪酬之本公司政策及架構向董事會作出建議；
- 就所有執行董事及高級管理層之薪酬計劃向董事會作出建議；及
- 根據董事會的企業目的和目標檢討及批准管理層的薪酬建議。

薪酬委員會主席須向董事會匯報會議進程及(如適當)向董事會要求對其建議作出考慮及/或接納。

於二零二三財政年度，薪酬委員會共舉行兩次會議。董事出席薪酬委員會會議之記錄詳情如下：

薪酬委員會於二零二三財政年度履行之主要工作包括檢討董事及高管年度薪酬狀況，及向董事會建議新任命董事的薪酬。

有關本集團之薪酬政策及長期獎勵計劃以及釐訂各董事於二零二三財政年度應收薪酬標準的概括說明載於本年報「管理層討論及分析」章節下「人力資源及薪酬政策」一節以及本年報綜合財務報表附註10。

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AC

During FY2023, the AC consisted of three Independent Non-Executive Directors, namely, Mr. Zhou Meilin (chairman), Mr. Zhou Rui and Mr. Xu Jinwen. The Board is of the opinion that the majority of the members of the AC possess accounting and financial management expertise or experience required to discharge their duties.

The major duties of AC include:

- considering and recommending the appointment, re-appointment and removal of external auditor;
- approving the remuneration and terms of engagement of external auditor, any questions of resignation or dismissal of that auditor;
- reviewing and monitoring external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards;
- discussing with external auditor the nature and scope of the audit and reporting obligations before the audit commences;
- developing and implementing policy on the engagement of an external auditor to supply non-audit services and making recommendation of any measures for improvements to be taken;
- monitoring integrity of financial statements, annual and interim reports and reviewing significant financial reporting judgment contained in them. In this regard, the AC reviews the interim and annual financial statements and the annual and the interim reports before submission to the Board, focusing particularly on:
 - (i) any changes in accounting policies and practices;
 - (ii) major judgmental areas;
 - (iii) significant adjustments resulting from audit;

審核委員會

於二零二三財政年度，審核委員會由三位獨立非執行董事組成，即周美林先生（主席）、周銳先生及徐錦文先生。董事會認為，大部份審核委員會成員均擁有所需會計及財務管理專業知識或經驗，以履行彼等之職務。

審核委員會主要職責包括：

- 考慮及建議委任、續聘及罷免外聘核數師；
- 批准外聘核數師之薪酬、聘用條款及該核數師辭任或辭退之任何問題；
- 根據適用標準審閱及監察外聘核數師之獨立性及客觀性，以及核數程序之有效性；
- 於開始進行核數前與外聘核數師討論有關核數之性質及範疇和申報責任；
- 就聘用外聘核數師提供非審核服務制訂及落實政策，並就需要改善之事宜提出建議措施；
- 監察財務報表、年度及中期報告的完整性，並審閱其所載有關財務申報之重大判斷。就此而言，審核委員會於遞交董事會前先行審閱中期及年度財務報表與年度及中期報告時，尤其集中於以下各項：
 - (i) 任何會計政策及慣例變動；
 - (ii) 涉及重要判斷的地方；
 - (iii) 因核數所產生之重大調整；

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|---|--|
| <ul style="list-style-type: none"> (iv) the going concern assumptions and any qualifications; (v) compliance with accounting standards; (vi) compliance with the Listing Rules and other legal requirements in relation to financial reporting; and (vii) any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function or auditors; | <ul style="list-style-type: none"> (iv) 企業持續經營假設及任何保留意見； (v) 是否遵守會計準則； (vi) 是否遵照上市規則及其他有關財務申報之法例規定；及 (vii) 由本公司負責會計及財務申報工作之員工或核數師所提出之任何事宜； |
| <ul style="list-style-type: none"> • reviewing the Group's financial controls, internal control and risk management systems; • discussing with the management the system of internal control and ensuring that the management has discharged its duty to have an effective internal control system including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget; • considering major investigations of findings on internal control matters as delegated by the Board or on its own initiative and management's response to these findings; • reviewing the internal audit programme, ensuring co-ordination between the internal and external auditors, and ensuring that the internal audit function is adequately resourced and has appropriate standing within the Company and reviewing and monitoring the effectiveness of the internal audit function; • reviewing the external auditor's management letter, any material queries raised by the auditor to management in respect of the accounting records, financial accounts or systems of control and management's response and ensuring that the Board will provide a timely response to the issues raised; • reviewing the Group's financial and accounting policies and practices; | <ul style="list-style-type: none"> • 檢討本集團之財務監控、內部監控及風險管理制度； • 與管理層討論內部監控系統，並確保管理層履行其職責，以維持有效之內部監控制度，包括提供足夠資源、聘請具備足夠資歷之員工負責本公司之會計及財務申報工作以及確保有足夠預算用作該等員工之培訓計劃； • 應董事會的委派或主動就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行重大研究； • 檢討內部審核規劃，確保內部審計部及外聘核數師通力合作，並確保內部審計功能有足夠資源運作，且於本公司內有適當的地位，以及檢討及監控內部審計職能之有效性； • 檢討外聘核數師呈交予管理層的函件，以及核數師就會計記錄、財務賬目或監控系統向管理層提出任何重大疑問及管理層之回應，以確保董事會對提出之事宜及時作出回應； • 檢討本集團之財務及會計政策與慣例； |

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- reviewing the arrangements the Group's employees can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The AC should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; and
- reporting to the Board on matters set out above and to consider other topics, as defined by the Board.

The AC has explicit authority to investigate any matter under the scope of its duties and the authority to obtain independent professional advice. It is given full access to and cooperation of the management. It has been provided with reasonable resources to discharge its duties properly. In the course of reviewing the Group's financial information, the AC members liaise closely with the Board and the chief financial officer to gather relevant information.

During FY2023, two meetings were held by the AC. Details of the attendance of the AC meetings are as follows:

Directors	董事	Attendance 出席次數
Zhou Meilin (Chairman)	周美林(主席)	2/2
Xu Jinwen	徐錦文	2/2
Zhou Rui	周銳	2/2

The major works performed by the AC during FY2023 included the review and consideration of significant accounting and audit issues arising from annual audit of the Group's financial statements; budget; periodic reports from internal audit department; internal audit plan; external auditor's audit and non-audit fees.

Full minutes of the AC are kept at the Board office. Draft and finalised minutes of the AC meetings are circulated to all members of the AC for their comment and records respectively, in both cases within reasonable time after the conclusion of the meetings.

- 檢討為本集團僱員所設的保密安排，讓他們表達關乎財務匯報、內部管控或其他事宜之可能不當行為的關注疑慮。審核委員會應確保設有妥當安排公平獨立調查上述事宜，以及採取適當的跟進行動；及
- 就上述各項所載的事宜向董事會匯報，及研究其他由董事會界定的課題。

審核委員會具有明確權力，按其職責範圍調查任何事宜及有權獲取獨立專業意見，並獲管理層提供全面的支持及通力合作。審核委員會獲提供合理的資源，以妥為履行其職務。在審閱本集團之財務資料的過程中，審核委員會與董事會及財務總監緊密聯繫以取得有關資料。

審核委員會於二零二三財政年度舉行兩次會議。審核委員會會議之出席記錄詳情如下：

於二零二三財政年度，審核委員會履行之主要工作包括審閱及考慮年度審核本集團財務報表所產生之重大會計及審核事宜；預算案；內部審計部之定期報告；內部審核計劃；外聘核數師之審核及非審核費用。

審核委員會之詳盡會議記錄存置於董事會辦公室，審核委員會會議記錄之草稿及最終稿，於會議結束後一段合理時間內傳遞予全體審核委員會成員，以供彼等提出意見及存檔。

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Securities Transactions by Directors and Officers

The Company has adopted a code of conduct by Directors and officers of the Group on terms no less favourable than the standards set out by the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules.

Having made specific enquiries to all Directors, save as disclosed above, all Directors confirmed that they had complied with the required standards set out in the Model Code throughout FY2023.

The Board members have been reminded of their obligation to comply with the Model Code.

Directors as well as officers of the Company who are in possession of unpublished inside information in relation to the Company or its shares are prohibited from dealing in shares of the Company and are also prohibited from dealing in shares during the black-out period.

INSURANCE

Pursuant to code provision C.1.8 of the CG Code, the Company should arrange appropriate insurance cover in respect of legal action against the Directors. During FY2023, no such insurance cover has been arranged for the Directors due to the insurance company refusing to provide service within the Company's budget. The management of the Group believe that all potential claims and legal actions against the Directors can be handled effectively, and the possibility of actual lawsuits against the Directors is remote. The Company will consider making insurance arrangement when a quote within the Company's budget is available. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code.

董事及高級職員進行證券交易

本公司已採納本集團董事及高級職員的行為守則，其條款並不較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（「標準守則」）之條款寬鬆。

向全體董事作出特定查詢後，除上文所披露者外，全體董事確認彼等已於整個二零二三財政年度遵守標準守則所載之標準。

董事會成員獲提醒其有義務遵守標準守則。

被視為知悉有關本公司或其股份未經公佈內幕消息數據之本公司董事及高級職員禁止買賣本公司股份，亦禁止於禁售期間買賣股份。

保險

根據企業管治守則守則條文第C.1.8條，本公司應就董事可能會面對的法律行動作適當的投保安排。於二零二三財政年度，由於保險公司拒絕在本公司預算範圍內提供服務，故概無為董事安排此類保險。本集團管理層相信，針對董事的所有潛在索償及法律訴訟均可有效處理，而針對董事提出實際訴訟的可能性甚微。本公司將在獲得符合本公司預算的報價時考慮作出保險安排。本公司將繼續檢討及加強其企業管治常規，以確保符合企業管治守則。

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ACCOUNTABILITY AND AUDIT

Financial Reporting

The Directors acknowledge their responsibility for preparing the financial statements which give a true and fair view of the state of affairs and results of the Company and of the Group. Their responsibilities have also been stated in the section headed "Independent Auditor's Report" contained in this annual report. In preparing the financial statements for FY2023, the Directors have selected suitable accounting policies and applied them consistently and made accounting judgments and estimates that are prudent and reasonable in the circumstances. With the assistance of the finance department, the Directors ensure that the financial statements of the Group are prepared in accordance with statutory requirements and appropriate financial reporting standards.

Management recognises the importance of providing the Board with appropriate and relevant information on an accurate and timely basis. Quarterly business review and financial reports comparing the Group's actual performance with budget and highlighting major relevant issues are provided to the Board to enable it to make an informed assessment on the Group's performance, position and prospects. Under the CG Code, monthly updates are required to be provided to all Directors.

The Board endeavours to ensure a balanced, clear and understandable assessment of the Group's position and prospects to extend to the Group's financial reporting including annual and interim reports, other price-sensitive announcements and other financial disclosures required under the Listing Rules, and reports to regulators as well as information required to be disclosed pursuant to statutory requirements.

The Company publishes its interim and annual financial results and reports in accordance with the requirements under the Listing Rules.

External Auditor and Auditor's Remuneration

The external auditor of the Company is Forvis Mazars CPA Limited ("Forvis Mazars") (formerly known as Mazars CPA Limited). The AC is responsible for considering the selection, appointment, resignation or dismissal of external auditors. The Board has no disagreement with the AC's view on the re-appointment of external auditor.

問責及審核

財務匯報

董事知悉其責任乃編製反映本公司及本集團真實公平事務狀況及業績之財務報表。彼等之責任亦於本年報之「獨立核數師報告」一節內提及。於編製二零二三財政年度之財務報表時，董事已挑選適合之會計政策及貫徹應用，並作出審慎合理之判斷及估計。在財務部協助下，董事確保本集團之財務報表乃根據法例規定及適當財務報告準則而編製。

管理層認同在準確與及時的基準上向董事會提供適當及相關之數據的重要性。董事會獲提供季度業務回顧及財務報告(載有本集團實際表現與預算案之比較及主要相關事項擇要)，使其對本集團之績效、情況及前景能作出知情評估。根據企業管治守則，每月需向所有董事提供更新數據。

董事會致力確保對本集團之狀況及前景作出客觀、明確及可理解之評估，並將範圍擴大至本集團之年度及中期報告財務申報、其他涉及股價敏感資料的公佈、其他根據上市規則須予披露之財務資料、致監管機構之報告書以及法定須予披露之其他數據。

本公司遵照上市規則之規定刊發中期及全年財務業績及報告。

外聘核數師及核數師酬金

本公司之外聘核數師為富睿瑪澤會計師事務所有限公司(「富睿瑪澤」)(前稱為中審眾環(香港)會計師事務所有限公司)。審核委員會負責考慮甄選、委任、離任及罷免外聘核數師等事宜。董事會於續聘外聘核數師一事並無與審核委員會持不同意見。

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The statement of Forvis Mazars, the independent auditor of the Company, regarding their reporting responsibility on the financial statements of the Group for FY2023 is set out in the section headed “Independent Auditor’s Report” contained in this annual report. Representatives from Forvis Mazars met up with the AC in meetings to answer questions.

For FY2023, fees paid or payable to the auditor of the Company, Forvis Mazars, by the Group are as follows:

本公司獨立核數師富睿瑪澤對其就本集團二零二三財政年度財務報表承擔之報告責任所作聲明載於本年報之「獨立核數師報告」一節內。富睿瑪澤之代表與審核委員會成員會面以回答問題。

於二零二三財政年度，本集團已付或應付本公司核數師富睿瑪澤之費用如下：

		2023 二零二三年 HK\$ million 港幣百萬元	2022 二零二二年 HK\$ million 港幣百萬元
– Audit services	– 審核服務	1.32	1.25
– Non-audit services	– 非審核服務	0.20	–
		1.52	1.25

Risk Management and Internal Controls

The Board is responsible for maintaining a sound and effective risk management and internal control systems of the Group, and for reviewing their design, operational adequacy and effectiveness.

The Group’s risk management and internal control systems encompass their policies, processes, tasks, and other aspects of the Group that taken together:

- facilitate their effective and efficient operation by allowing it to respond appropriately to significant business, operational, financial, compliance and other risks with a view to achieving business objectives. This includes the safeguarding of assets from inappropriate use or from loss and fraud and ensuring that liabilities are identified and managed;
- help ensure maintenance of proper accounting records for the provision of reliable financial information for internal or external reporting; and
- help ensure compliance with relevant legislation and regulations, and also with internal policies with respect to the conduct of business.

風險管理及內部監控

董事會負責維護本集團健全及有效的風險管理及內部監控制度，並審查有關設計、操作的充分性和有效性。

本集團之風險管理及內部監控制度包含其政策、程序、工作，連同本集團其他範疇，旨在：

- 容許其適當地於重大業務、營運、財務、合規及其他風險等方面作出意見，促進營運之效率及成效以達到業務目標。此包括保障資產免受不適當的使用或損失及詐騙，並且保證責任得以確定及處理；
- 確保保存妥當的會計記錄以提供可靠之財務數據供內部使用或對外匯報；及
- 確保遵守相關法例及規定，以及有關工作方式遵守內部政策。

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The risk management and internal control systems are designed to provide reasonable, but not absolute, assurance of no material misstatement or loss and to manage rather than eliminate risks of failure in operational systems and achievement of the Group's objectives.

The key procedures that the Board established to provide effective risk management and internal controls are as follows:

- A distinct organisation structure exists with defined lines of authority and responsibilities. Division/department heads are involved in preparing the strategic plan which lays down the corporate strategies to be pursued in the coming year for achieving the annual operating plan and the annual operational and financial targets. Both the strategic plan and the annual operating plan lay down the foundation for the preparation of the annual budget by which resources are allocated in accordance with identified and prioritised business opportunities. The annual operating plan is submitted for approval by the EC subject to regular review. The strategic plan is presented to the Board by management subject to regular review and the annual budget is approved by the Board yearly;
- A comprehensive monthly management reporting system is in place providing financial and operational performance indicators to the management, and the relevant financial information for reporting and disclosure purposes. Variances against budgets are analysed, and explained, and appropriate actions are taken, if necessary, to rectify deficiencies noted; and
- System and procedures are in place to identify, measure, manage and control risks including legal, credit, market, operational, environmental, behavioral and system risks that may have an impact on the Group.

The Group's internal audit department ("IA") performs audit reviews of the risks and key controls of the Group. IA plays an important role in monitoring the Group's internal governance, evaluating the quality of the risk management and internal control systems and informing the Board whether sound risk management and internal control systems are maintained and operated by the management in compliance with agreed processes and standards. To preserve the independence of the internal audit function, the head of IA reports directly to the AC on audit matters and to the CEO on administrative matters.

風險管理及內部監控制度乃為合理但非絕對地確保防範重大錯誤陳述或損失，以及旨在管理而非消除營運制度失當之風險，以達致本集團之目標。

董事會為提供有效風險管理及內部監控而制訂之主要程序如下：

- 訂定一個權力範圍與責任界定清楚的企業架構。分部／部門主管參與準備策略性計劃，當中列出來年須跟隨之企業策略以達成年度營運計劃及年度營運與財務目標。策略性計劃及年度營運計劃均為準備年度預算案之基礎，其按既定及優先的商業契機分配資源。該年度營運計劃已經由執行委員會提交供批准並須定期進行檢討。策略性計劃已經由管理層向董事會匯報並須定期進行檢討；而年度預算案則由董事會每年批准；
- 訂立每月詳細的管理匯報制度，以向管理層提供財務及營運表現指標，並提供財務資料，供有關匯報及披露用途。對預算差異作出分析及闡釋，並於有需要時採取適當之行動以彌補所知之不足；及
- 訂立制度及程序以識別、衡量、管理及監控可能影響本集團之法律、信貸、市場、營運、環境、行為及制度等風險。

本集團內部審計部（「內部審計部」）就本集團之風險及主要監控進行審核檢討。內部審計部於監察本集團內部管治上、評估風險管理及內部監控制度質素及向董事會匯報管理層是否已遵照協定之程序及標準維持及實施妥善之風險管理及內部監控制度上擔當重要角色。為保留內部審計功能之獨立性，內部審計部主管直接向審核委員會匯報有關審核事宜及向行政總裁匯報行政事宜。

Corporate Governance Report 企業管治報告書

Using a risk management-based approach audit, IA plans its internal audit projects annually in consultation with, but independent of, management. The audit methodology and process adopted by IA include understanding and analysing the business, determining risk areas within key processes; analysing and evaluating the process control effectiveness and communicating results and follow up. Independent reviews of different financial, business and functional operations and activities will be conducted with audit resources being focused on higher risk areas. Ad-hoc reviews will also be conducted on areas of concern identified by the AC and the management.

The Company has established written policies and procedures on daily operations, covering process flow, methodology adopted, reviewing process and reporting system. Division/department heads will be notified of the control deficiencies noted for rectification, and IA will follow up with the implementation of audit recommendations. Significant internal control weaknesses are brought to the attention of the AC and if necessary to the Board, and to the senior management for remedial actions.

During the Year, the Board, through the AC, has conducted reviews on a regular basis, of the effectiveness of the Group's risk management and internal control systems covering all material controls, including financial, operational and compliance controls, and risk management functions and gave due deliberation/consideration to the adequacy of resources, staff qualifications and experience of the accounting and financial reporting function.

Furthermore, the whistleblowing policy has been adopted by the Board for the Group's employees, customers and suppliers to raise concerns, in confidence, about possible improprieties in any matters related to the Group.

內部審計部採用風險管理為本之審核方法，規劃其年度內部審核規劃(會諮詢但獨立於管理層)。內部審計部所採納之審核方法及程序包括理解及分析業務、在主要程序上決定風險範圍、分析及評估程序監控之有效性及傳達結果與跟進。不同之財政、業務、功能運作及活動之獨立檢討將配合審核資源進行，並集中於高風險之範圍。倘審核委員會及管理層識別出值得關注之事宜，亦會以專責方式進行檢討。

本公司已為日常經營、流程、採用方法、評核流程及匯報制度製定列明的政策及程序。分部／部門主管將獲通知監控不足之處以進行修正，而內部審計部將跟進落實審核建議之事宜。重要之內部監控不足將提呈審核委員會請予注意(及如有需要提呈予董事會)，及高級管理層以作出補救行動。

於本年度內，董事會已通過審核委員會定期對本集團風險管理及內部監控制度的有效性(涵蓋所有重大監控、包括財務、營運及合規監控，以及風險管理程序)進行檢討，並對資源、員工在會計及財務匯報的合適性及經驗作謹慎考慮。

再者，董事會採納了舉報政策以讓本集團之僱員、顧客及供貨商對本集團任何可能處理不當之事宜提出保密舉報。

Corporate Governance Report 企業管治報告書

COMMUNICATION WITH SHAREHOLDERS AND SHAREHOLDERS' RIGHT

Shareholders Communication

The Company strives to convey to shareholders pertinent information in a clear, detailed, timely manner and on a regular basis and to take into consideration their views and inputs, and address shareholders' concerns. Their views are communicated to the Board as a whole.

The Company communicates with its shareholders through the publication of annual and interim reports, results announcements, other announcements and documents required to be published pursuant to the Listing Rules, and press releases. All shareholders' communications are also available on the Stock Exchange's website at www.hkex.com.hk or the Company's website at www.idt-hk.com.

The AGM of the Company provides a useful forum for shareholders to exchange views with the Board. The chairman of the Board as well as chairmen of AC, NCGC and/or RC, or in their absence, members of the Board Committees are generally available to answer shareholders' questions.

Separate resolutions are proposed at general meetings on each substantially separate issue, including the election of individual directors. Votes cast on each resolution at the general meetings are properly counted and recorded.

At each general meeting, the shareholders will be informed of the detailed procedures for conducting a poll and answers will be provided if there are any questions from the shareholders. The poll results are posted on the Stock Exchange's website and the Company's website.

與股東之溝通及股東權益

股東溝通

本公司致力向股東傳達明確、詳盡、適時及定期之相關數據，並考慮彼等之意見及建議以及處理股東關注之事宜。彼等之意見會整體向董事會傳達。

本公司透過刊發年報、中期報告、業績公佈、根據上市規則須刊發的公佈及文件，及新聞稿與股東溝通。所有與股東之通訊亦載於聯交所網站www.hkex.com.hk或本公司網站www.idt-hk.com。

本公司股東週年大會為股東與董事會交換意見之有用論壇。董事會主席以及審核委員會、提名及企業管治委員會及／或薪酬委員會之主席（如彼等缺席，則董事委員會成員）通常會出席回答股東之問題。

每一個實質上獨立之個別事項（包括推選個別董事）均以獨立決議案提呈於股東大會上。股東大會上對每項決議案的票數均獲妥為點算及記錄在案。

在每一個股東大會上，股東將獲通知有關投票表決之詳細程序。股東如有任何提問亦將獲得解答。投票結果會於聯交所網站及本公司網站公佈。

Corporate Governance Report 企業管治報告書

PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING (“SGM”)

The Directors of the Company, notwithstanding anything in its Bye-Laws shall, on the requisition of shareholders of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company, forthwith proceed duly to convene a SGM of the Company.

The requisition must state the purposes of the meeting, and must be signed by the requisitionists and addressed to the company secretary and deposited at the Company's principal place of business in Hong Kong.

The request will be verified with the Company's share registrars and upon their confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the SGM.

If the Directors do not within twenty-one days from the date of the deposit of the requisition proceed duly to convene a meeting, the requisitionists, or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting, but any meeting so convened shall not be held after the expiration of three months from the said date.

Procedures for Shareholders to Put Forward Proposals at General Meetings

Shareholders who want to put forward proposals at an AGM or SGM should submit a written notice of those proposals with their detailed contact information to the company secretary at the Company's principal place of business in Hong Kong. The request will be verified with the Company's share registrars and upon their confirmation that the request is proper and in order, the company secretary will ask the Board to include the resolution in the agenda for the general meeting.

股東召開股東特別大會(「股東特別大會」)之程序

即使本公司章程細則另有任何規定，本公司董事須於收到本公司股東(該等股東於送達要求日期當日持有本公司截至該日附帶本公司股東大會投票權的實繳股本不少於十分之一)要求時，立即著手正式召開本公司之股東特別大會。

該要求須述明有關會議之目的，並須由要求人簽署及送達本公司之香港主要營業地點交予公司秘書。

本公司會向本公司之股份過戶登記處核實該要求，於獲得股份過戶登記處確認為正式及妥為提交之要求後，公司秘書將要求董事會在股東特別大會的議程內加入有關決議案。

倘董事於上述要求之送達日期二十一日內並無正式召開會議，要求人(或代表要求人總投票權超過一半以上之任何要求人)可自行召開會議，惟所召開之任何會議不得於上述日期起計三個月屆滿後舉行。

股東於股東大會作出提案之程序

股東若要在股東週年大會或股東特別大會上提出提案，須書面提交該等提案，並連同詳細聯絡資料，送達本公司之香港主要營業地點交予公司秘書。本公司會向本公司之股份過戶登記處核實該要求，於獲得股份過戶登記處確認為正式及妥為提交之要求後，公司秘書將要求董事會在股東大會的議程內加入有關決議案。

Corporate Governance Report 企業管治報告書

Procedures for Shareholders to Send Enquiries to the Board

Shareholders' enquiries must be in writing setting out their contact information and addressed to the company secretary and deposited at the Company's principal place of business in Hong Kong at Unit 612, 6/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

COMPANY SECRETARY

The company secretary reports to the Board and is responsible for assisting the Board to follow the Board procedures and policies. Mr. Chen Kun, the Company Secretary of the Company during FY2023, had attended relevant professional seminars to update his knowledge and skills. He had complied with the Listing Rules and taken no less than 15 hours of relevant professional training.

INVESTOR RELATIONS

The Board recognises that effective communication to investors is the key to establishing investor confidence and attracting new investors.

Measures taken by the Group include:

- Annual and interim reports are prepared and issued to all shareholders. All results announcements and reports are posted on the Stock Exchange's website and the Company's website.
- The Group regularly releases corporate information such as awards received, product launches and the latest news of the Group's developments on the Company's website. The public are welcome to give their comments and make their enquiries through the Company's website and the management will provide their prompt response.
- The constitutional documents of the Company can be found on the websites of the Company and the Stock Exchange and there is no change in the Company's constitutional documents during the period under review.

股東向董事會查詢之程序

股東提出的查詢須以書面方式連同查詢人之聯絡資料送達本公司之香港主要營業地點交予公司秘書，地址為香港中環夏慤道12號美國銀行中心6樓612室。

公司秘書

公司秘書向董事會呈報並負責協助董事會遵循董事會程序及政策。於二零二三財政年度，本公司公司秘書陳坤先生已出席多個相關的專業講座，以更新其知識及技能。彼已遵守上市規則之規定及接受不少於15小時的相關專業培訓。

投資者關係

董事會深知與投資者之有效溝通，乃建立投資者信心及吸引新投資者之關鍵。

本集團所實行之有關舉措包括：

- 本集團編製年度及中期報告，並刊發予全體股東。所有業績公佈及報告均載於聯交所網站及本公司網站。
- 本集團定期於本公司網站公佈公司資料，例如其所獲得獎項、產品推出情況及本集團發展之最新消息等。本集團歡迎公眾人士透過本公司網站提出意見及查詢，管理層將會迅速跟進。
- 本公司之憲章文件可於本公司及聯交所網站查閱。於回顧期內，憲章文件並無任何變動。

Environmental, Social and Governance Report

環境、社會及管治報告

The Group complies with the requirements of the Listing Rules of the Stock Exchange. During the Year, it was committed to raising the environmental, social and governance of the Group to a higher level, and hereby presents its Environmental, Social and Governance Report for the Year prepared in accordance with the Environmental, Social and Governance Reporting Guide contained in Appendix 27 of the Listing Rules.

I. SCOPE

This report is focused on reporting the performance of the Group in promoting corporate social responsibility during the period from 1 January 2023 to 31 December 2023, mainly including the disclosure of the policies and practices which are of material concern to key social institutions and individuals, including investors, employees, customers, government, suppliers and contractors, communities and the public (the “stakeholders”) as well as the key performance indicators, covering the two business segments owned by the Group, and the daily operations of the Group’s Hong Kong office and Shenzhen factory.

The Shenzhen factory was suspended with effect from 5 March 2022, the tenancy of factory was terminated on 31 May 2022.

本集團遵守聯交所上市規則之要求，於本年度內，致力於將本集團的環境、社會及管治提升至更高水平，並按照上市規則附錄二十七《環境、社會及管治報告指引》刊發本集團於本年度之環境、社會及管治報告。

I. 範圍

本報告重點匯報本集團於二零二三年一月一日至二零二三年十二月三十一日期間在推行企業社會責任方面之表現，主要囊括與主要社會機構及個體，包括投資者、僱員、客戶、政府、供應商及承包商、社區及公眾（「權益人」）重要相關的政策常規及關鍵績效指標披露，其中涵蓋本集團所擁有的兩個業務分部，與本集團旗下香港辦公室及深圳工廠之日常營運。

深圳工廠自二零二二年三月五日起停產，而工廠租賃於二零二二年五月三十一日終止。

Environmental, Social and Governance Report

環境、社會及管治報告

2. COMMUNICATION WITH STAKEHOLDERS

The Group has established various channels to allow stakeholders to participate in the Company's operations, and to understand and monitor the Company's operating conditions, so as to promote the formation of a community of harmony and common interest between the Group and stakeholders and realise maximum comprehensive social interest, which includes optimal corporate revenue. Stakeholders can participate in the Company's operations through the following channels:

Stakeholders 權益人	Key targets and interests 主要目標及關注點	Channels and means of communication and participation 溝通參與方式和管道	Company measures 公司措施
Shareholders and investors 股東及投資者	Robust operations, revenue and returns, protection of shareholders' interest, true, accurate and timely disclosure of information. 穩健運營，收益回報，股東權益保護，信息披露真實、準確、及時。	General meetings, investors' conferences and site visits, disclosure of information (including financial statements) and contact information of the Company. 股東大會，投資者諮詢和考察，信息披露(含財務報表)及公司聯繫方式。	Publication of notifications and resolutions of the shareholders' meetings and disclosure of information of the Company in accordance with rules; organisation of various investor activities to enhance investor recognition; publication of the Company's contact information on the Company's website and reports, and ensuring communication channels remain smooth. 按規定發佈股東大會通知和議案，披露公司信息。開展多種形式的投資者活動，提高投資者的認可度。在網站和報告中公開公司聯繫方式，並確保各種溝通管道暢通。

2. 權益人的參與

本集團為權益人開放多種管道參與到本公司運營中，了解和監督本公司的運營狀況，意在營造一個和諧共榮的利益共同體，促進本集團與權益人的和諧共榮，實現包括企業收益最大化在內的社會綜合效益最大化。權益人可從以下途徑參與本公司的運營：

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 權益人	Key targets and interests 主要目標及關注點	Channels and means of communication and participation 溝通參與方式和管道	Company measures 公司措施
Employees 員工	Protection of basic rights, welfare and remuneration, work environment, development opportunities, occupational health and safety, realisation of self-worth. 基本權益保障，福利薪酬待遇，工作環境，發展空間，職業健康與安全，自我價值實現。	Workers union, communication channels between employees and management, feedback boxes, staff activities, training and education. 工會，員工與管理層溝通管道，意見箱，員工活動，培訓與學習。	Establishment of workers union to provide workers with a platform to communicate; payment of salaries and benefits in full and on time; payment of social security insurance in accordance with law; provision of a healthy and safe working environment; establishment of a fair promotion mechanism; caring about our employees, organising employee activities, trainings and learning activities. 成立工會組織，提供員工交流平台；及時足額發放薪酬福利，依法繳納社會保險；提供健康、安全的工作環境；建立公平的晉升機制；關愛員工，說明困難職工，組織員工活動，培訓與學習。
Customers 客戶	Guarantee product quality and delivery, long-term stable cooperation. 產品質量和供貨保證，長期穩定合作。	Regular visits and communication. Strengthening of quality control, assurance of steady production and smooth logistic process; provision of adequate products; entering into long term sales agreements with customers. 定期拜訪，保持日常溝通。加強質量管理，保證生產穩定和運輸通暢，提供足量產品，與客戶簽訂長期銷售協議。	A central email system, Red-Mine, has been implemented throughout the Group, to improve email communication and follow-up efficiency, and a technical study into an automatic reply smart service for our customer email mailbox is in progress. 集團各地已統一使用中央電郵系統Red-Mine以提升電郵溝通及跟進效率，並正進行在顧客電郵信箱加入自動回復之智慧服務方面的技術研究。

Environmental, Social and Governance Report

環境、社會及管治報告

Stakeholders 權益人	Key targets and interests 主要目標及關注點	Channels and means of communication and participation 溝通參與方式和管道	Company measures 公司措施
Government	Lawful operations, payment of tax in accordance with the law, production safety, fulfilment of social responsibility.	Site visits, inspections, work conference and discussion, work reports, submissions and approvals.	Conduction of operation in accordance with the law; compliance management, payment of tax in accordance with the law; strengthening of the Company's safety management; acceptance of government supervision, inspection and examination in accordance with regulations, active assumption of social responsibilities.
政府	合法經營，依法納稅，安全生產，履行社會責任。	現場視察、檢查，工作會議研討，工作報告、報送、審批。	合法經營，合規管理、依法納稅，加強公司安全管理；按規定接受政府監督、檢查及現場考察，積極承擔社會責任。
Suppliers and contractors	Fair bidding, long-term stable cooperation and timely payment.	Public bidding meetings and business meetings, regular communications.	Fair bidding, selection by merit, performance of contractual obligations, strengthening of regular communications, maintenance of long term cooperation with quality suppliers and contractors.
供貨商、承包商	公平招標，長期穩定合作，按時付款。	招投標會議，洽談會，日常溝通。	公平招標，擇優選擇，按約履行合同，加強日常交流，與優質供貨商和承包商保持長期合作。
Community and the public	Job opportunities, community development, ecological environment, compensation and assistance.	Co-hosting of community activities, charity, volunteer service and co-construction of the community.	Promotion of community building and development, provision of volunteer service, establishment of communication channels for the community and the community members; hosting of community activities, promotion of the building of harmonious community.
社區與公眾	就業機會，社區發展，生態環境，補償與援助。	共辦社區活動，慈善援助，志願者服務，社區共建活動。	促進社區建設和發展，提供志願者服務，開放與社區和社區成員的溝通管道；共辦社區活動，促進建設和諧社區。

Environmental, Social and Governance Report

環境、社會及管治報告

3. ENVIRONMENTAL, SOCIAL AND GOVERNANCE PERFORMANCE

3.1 Environment

3.1.1 Emissions

Responding actively to the global trend of emission reduction, the Group is committed to minimising release of greenhouse gases, wastewater, solid wastes and other pollutants in its daily operations. Therefore, a series of environmental policies have been developed to strengthen the control of emissions, including:

Waste reduction

Most of the electronic waste generated in the manufacturing process, including the scrapped circuit boards, scrapped parts and malfunctioned components, are returned or handled directly by recycling companies. At the same time, the Group continues to seek improvements in the manufacturing process and technology in order to increase productivity and reduce generation of scrapped electronic products and parts during the production process.

To reduce the generation of waste from factory logistics, the application of reusable boxes has been increased, reducing waste generated from the use of easily damaged logistics equipment made of paper or plastic.

The Group conducts waste categorisation for proper disposal. Recyclables are identified and sorting bins are placed while waste sorting training programmes are conducted to encourage employees to actively participate in waste recycling.

Electronic products involve application of batteries. The Group understands the far-reaching impact of batteries on the environment and therefore has designated old battery collection locations to promote appropriate handling and recycling of disposed batteries.

3. 環境、社會及管治表現

3.1 環境

3.1.1 排放物

集團積極響應全球關注的減排趨勢，在日常營運中致力避免產生溫室氣體、廢水、固體廢物等污染物，故制定了一系列的環保政策加強排放物控制，其中包括：

減少廢棄物

集團在製造業務上產生的電子廢品，包括報廢的電路板，零部件，壞掉的部件，大部分都會安排退貨或者直接由回收商回收，同時不斷尋求完善製造過程及技術，以提高生產效益，減少在生產過程中報廢的電子產品及部件。

為了減少在工廠物流中所產生的廢棄物，增加周轉箱的應用，減少因採用紙質或塑料等容易損毀的搬運工具而產生的廢棄物。

集團會對不同的廢棄物分類作合適的處理，確認可回收的廢物，並設立分類垃圾桶，舉辦垃圾分類培訓活動以鼓勵員工積極參與回收廢棄物。

電子產品涉及不少電池的應用，集團了解電池對環境的深遠影響，因此設立廢舊電池回收處，且倡導廢舊電池回收處理。

Environmental, Social and Governance Report 環境、社會及管治報告

Other than used batteries, the Group is also concerned with waste cardboard. Therefore, recycling bins have been set up and recycling companies have been engaged to handle waste papers.

The Group regularly evaluates the production process to find out the sources of hazardous wastes, and defines action plans to reduce these wastes. The Group also put labels to differentiate hazardous and non-hazardous wastes to facilitate hazardous wastes being handled properly by the qualified service providers.

Currently, the hazardous wastes produced by the Group include used batteries, sewage sludge, oil rags and contaminated gloves; whereas non-hazardous wastes mainly include disposed capsules and carton wastes.

Due to the impact of the COVID-19 and the suspension of the Group business in March 2022, the Group was unable to collect accurate information regarding the results for the waste reduction. The Group will disclose relevant information once its operations have returned to normal.

Reduction of wastewater discharge

The operation of the Group's factory in Shenzhen was suspended since March 2022.

除了廢電池，集團亦關注紙箱的廢棄，故增設回收箱收集廢紙，並安排回收商前來處理。

集團定期評估生產流程，找出有害廢棄物產生的源頭，制定減少有害廢棄物的行動計劃；並且將有害廢棄物及無害廢棄物作不同標識，以便安排有害廢棄物交由合資格的服務商適當地處置。

目前集團業務所產生的有害廢棄物包括廢電池、廢水處理後的污泥、油抹布、用後受污染的手套等，而一般的無害廢棄物主要為廢膠囊、廢棄包裝箱等。

由於受COVID-19影響及集團業務於二零二二年三月暫停，本集團未能收集有關減廢業績的精確資料。集團將於業務恢復正常後披露相關資料。

減少廢水排放

集團在深圳的工廠自二零二二年三月起暫停運營。

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Reduction of greenhouse gas (GHG) emission

The Group seeks to adopt renewable or other clean energy in replacement of coal combustion facilities in order to reduce the generation and emission of sulphur and nitrogen oxides. In addition, the Group actively implements other administrative means to reduce GHG emissions, including:

Reduction of business trips

The Group thoroughly understands that business trips increase energy consumption and lead to an increase in GHG emissions; therefore, the Group actively decreases the number of business trips to reduce GHG emissions, and switches to other effective communication methods, including avoidance of long-distance meetings which are replaced with telephone and/or video conferences, as well as using bulk courier service instead of conducting delivery ourselves to reduce GHG emissions from additional traffic.

Sourcing from local suppliers

Similar to business trips, sourcing with non-local suppliers requires additional transportation which increases energy consumption and GHG emissions. Preference is given to local suppliers as long as they meet the Group's requirements. In each procurement process, the Group will firstly consider and invite local suppliers to provide quotations and product information, and then giving balanced consideration to factors such as raw material quality, cost and environmental protection. Non-local procurement will be considered only when the local suppliers fail to meet the relevant conditions.

減少溫室氣體排放

集團尋求採用可再生或其他潔淨能源，代替燃煤設備，減少硫化物、氮氧化物的產生和排放。此外，集團積極以其他行政手段減少溫室氣體的排放，包括：

減少商務出差

集團深切理解商務出差會增加能源消耗，導致溫室氣體排放的增加，故積極減少公幹次數，降低因公幹而導致的溫室氣體排放，改用其他有效的溝通方法，包括避免舉行長途會議，以電話及／或視像會議取代，並且以速遞集體寄送物料以取代自行送貨，致力減少由額外交通造成的溫室氣體排放。

支持本地供貨商採購

採用非本地供貨商須要額外的運輸過程，情況如同商務出差，對應增加能源消耗及溫室氣體的排放，故在符合集團要求的條件下，優先選用本地供貨商。在每次的採購過程，集團會先考慮及邀請本地供貨商作報價及提供產品數據，集團會平衡地考慮原料質量、成本、環境保護等因素，只有在本地供貨商供貨不符合相關條件時，才考慮非本地採購。

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Environmental education

The Group understands the long-term impact of the electronics industry on the environment, and hence has taken on an active role in the supply chain to promote the importance of emission reduction. The Group has established environmental management measures for suppliers to follow, including: for all vehicles that enter the Group's premises, engines must be turned off and may not be kept idle which emits exhaust within the factory's premises; the exhaust emissions need to comply with the environmental requirements; all persons within the factory's premises shall abide by the requirements such as waste classification, no littering and no smoking. In addition, the Group requires chemical suppliers and transporters to ensure that chemicals are protected against leakage before arrival and the packaging, containers and labels of chemicals must comply with the relevant regulatory requirements; and the supply of materials, semi-finished products and finished products shall not contain any intentional or unintentional addition of flammable and explosive substances.

The Group also incorporates the concept of environmental protection into employee's annual training program to enhance their environmental awareness. Environmental training topics include RoHS, ISO 14001 environmental awareness, waste classification, chemical safety and so on. For key positions such as manufacturing and cleaning, trainings are provided to new employees of each month to ensure that they can classify and identify hazardous and non-hazardous wastes as well as arrange the qualified recycling companies for handling.

During the reporting period, the Group did not have any non-compliance incidents of environmental legislations.

Due to the impact of the COVID-19 and the suspension of the Group business in March 2022, the Group was unable to collect accurate information regarding the emission volumes of GHG. The Group will disclose relevant information once its operations have returned to normal.

環保教育

集團明白電子產業對環境的長遠影響，故在供應鏈中擔當積極的角色，致力推廣減排的重要性，制定了環境管理措施要求供貨商遵守，包括：凡進入集團內的車輛，停車後必須熄匙，不得保持引擎轉動並在廠區內排放廢氣；尾氣的排放量須符合環保要求；進入廠區所有人員必須遵守垃圾分類、垃圾不落地及禁止吸煙等要求。此外，集團要求化學品供應及運輸商確保化學品在運抵前做好防洩漏措施，而化學品的包裝、容器及標識等必須符合相關法例要求；及供應的物料、半成品和成品亦不得包含任何有意或非故意添加的易燃易爆物質。

集團亦將環境保護概念納入員工的年度培訓計劃中，提升他們的環保意識。環保培訓課題包括RoHS、ISO 14001環保意識、廢棄物分類、化學品安全等。針對製造及清潔等關鍵崗位，更為每月新入職的員工提供培訓，確保他們能分類及標識有害廢棄物與無害廢棄物，並安排合資格的回收公司處理。

在報告期間，集團沒有任何違反環境法例的個案發生。

由於受COVID-19影響及集團業務於二零二二年三月暫停，本集團未能收集有關溫室氣體排放量的精確資料。集團將於業務恢復正常後披露相關資料。

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3.1.2 Use of Resources

The Group understands that the resources on the planet are limited, therefore appropriate measures have been implemented to enhance the efficiency of resources used, including:

Energy saving

The operation of the Group's factory in Shenzhen was suspended since March 2022, limited energy was consumed in FY2023.

An employee's code for energy saving has been formulated, which requires employees to turn off electrical devices in office when off work, in order to ensure all equipment are shut down when out of working hours. The goal is to help employees nurture a habit of "shutting down equipment/machinery when leaving workplace".

Water conservation

The operation of the Group's factory in Shenzhen was suspended since March 2022, limited water was consumed in FY2023.

Additionally, inspection and timely repairs for leakage are conducted on water-consuming equipment in the production workshops and offices to avoid water wastage. Also, water conservation slogans are posted on bulletin boards to enhance employees' awareness of water conservation, and remind employees and visitors of water saving. During meetings, bottled water is replaced by reusable water containers to change the unfavourable employees' habit of using bottled water at meetings.

During the reporting period, the Group did not have any non-compliance incidents of environmental legislations.

3.1.2 資源使用

集團明白地球上的資源有限，故推行適當措施以提升資源使用的效率，包括：

節約能源

集團在深圳的工廠自二零二二年三月起暫停運營，於二零二三財政年度消耗的能源有限。

制定員工節約能源守則，要求員工每天下班離開工作位置時必須關閉辦公用電設備，確保所有設備在下班時都關掉。目標是養成員工「人走關機」的習慣。

節約用水

集團在深圳的工廠自二零二二年三月起暫停運營，於二零二三財政年度消耗的能源有限。

此外，對在生產車間及辦公室的用水設備，進行檢查並及時改善設備滴漏的狀況，防止滴漏浪費水資源。此外，在宣傳欄張貼節約用水標語，加強員工節約用水的意識，提醒員工及訪客節約用水。在舉辦會議時，以可重用的盛水器皿取代瓶裝水，改變員工在會議時使用瓶裝水的壞習慣。

於報告期間，集團並無發生任何違反環保法例的事件。

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Due to the impact of the COVID-19 and the suspension of the Group business in March 2022, the Group was unable to collect accurate information regarding the results of the aforesaid policies and measures for water conservation. The Group will disclose relevant information once its operations have returned to normal.

Saving of office resources

Electronic documentation is promoted in daily operation, hardcopies are replaced by electronic files in computer and whenever possible paperless office operation is implemented to reduce the use of paper consumables. The Group sets targets on paper usage, setting out expectations on paper saving for all departments. Employees are required to practice double-sided printing. When copying or printing files, paper with only one side used should be collected for re-use to save paper. The amount of paper used in 2023 decreased compared to 2022.

During the reporting period, the Group did not have any non-compliance incidents of environmental legislations.

Due to the impact of the COVID-19 and the suspension of the Group business in March 2022, the Group was unable to collect accurate information regarding the key resources consumed. The Group will disclose relevant information once its operations have returned to normal.

由於受COVID-19影響，加上本集團於二零二二年三月暫停營業，本集團未能就上述節約用水政策及措施的成效收集精確資料。本集團將於業務恢復正常後披露相關資料。

節約辦公室資源

在日常營運中提倡文件電子化，使用計算機存盤代替紙質文件，儘量實行無紙化辦公，以減少紙質辦公用品的使用；並設定紙用量的目標指針，對集團各部門定下節約用紙的期望；要求員工紙張採用雙面打印。在複印或打印文件時，將單面用過的紙張回收再利用，節約用紙。二零二三年的用紙量較二零二二年減少。

於報告期間，集團並無發生任何違反環保法例的事件。

由於受COVID-19影響，加上本集團於二零二二年三月暫停營業，本集團未能就所消耗的主要資源收集精確資料。本集團將於業務恢復正常後披露相關資料。

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3.1.3 The Environment and Natural Resources

The Group understands the environmental concerns from both community and customers. The Company promotes policy on green manufacturing and green procurement policy:

Green procurement policy

Subject to fulfilment of the Group's operating and pricing requirements, preference is given to suppliers who are able to provide environmentally friendly products and/or services, including environmentally certified materials or services (such as RoHS and REACH compliant materials), use of products made of natural materials, products free of toxic and hazardous substances, and other products/devices compliant with the relevant environmental regulations. The Group has been actively promoting the proportion of environmental suppliers (the proportion of suppliers providing environmentally friendly materials to the total suppliers), with the goal that the materials provided by suppliers are 100% RoHS compliant.

Green manufacturing policy

The operation of the Group's factory in Shenzhen was suspended since March 2022, limited energy, resources and water were consumed and very limited emission was occurred in FY2023.

3.1.3 環境及自然資源

集團了解社會及客戶對環保議題的關注，公司提倡綠色製造及綠色採購政策：

綠色採購政策

在符合集團營運要求及價格因素的情況下，優先選擇能提供環保產品及／或服務的供應商，覆蓋有環保認證的物料或服務（如RoHS、REACH的合規物料），採用天然材料製造的產品，不含有毒、有害物質的產品及其他符合環境相關法例要求的產品／設備等。集團積極提升環保供應商的比重（提供環保物料的供應商佔全部供應商的比率），目標是供應商提供的物料皆為100%符合RoHS的產品。

綠色製造政策

集團在深圳的工廠自二零二二年三月起暫停運營，於二零二三財政年度消耗的能源、資源及水有限，排放也非常有限。

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3.2 Society

3.2.1 Employment

In addition to complying with local employment regulations, the Group has also formulated a series of employment policies to ensure that employees are treated in a fair and reasonable manner.

Recruitment and promotion

The Group recruits employees through the company's website, email, advertisements, etc., and gives equal opportunity to every job applicant. The Group does not reject applicants out of gender, age, race, and other physical conditions. Employment decisions are solely based on fulfilment of the job requirements, and the Group does not discriminate against physically disabled applicants. Besides local applicants, applicants of other ethnicities and nationalities are also considered at the time of recruitment, including ethnic minorities and expatriates.

Regarding the mechanism for employee's promotion, the Group only refers to the employee's performance, experience and competence, and does not consider other irrelevant attributes such as marital status, physical condition and gender, etc.

Wages and benefits

The Group enters into a contract of employment with its employees in accordance with local laws to ensure employees' legal rights in the employment relationship, including the payment of legal minimum wage, and employees' entitlement to paid holidays, vacation, sick leave and leave for work-related injury. In addition to the purchase of social insurance for employees according to local employment regulations, the Group also purchases commercial insurance beyond the local regulations in order to reduce employee's cost of seeking for medical services. In case of work-related injuries and accidents, the Group will arrange reasonable compensation for its employees and their families in accordance with laws.

3.2 社會

3.2.1 僱傭

集團除了遵守業務當地的僱傭條例要求，亦制定了一系列的僱傭政策，保障僱員獲得公平合理的對待。

招聘及晉升

集團通過公司網站、電郵、廣告等招聘員工，對每位工作應徵者都給予平等的權利，絕不會因性別、年齡、種族及其他身體狀況拒絕應徵者。聘請的決定都是從符合工作要求的角度去考慮，不會歧視身體有障礙的應徵者。在招聘時，除了本地人的申請，還會考慮其他種族及國家的應徵者，包括少數族裔和外籍人士。

對於員工的晉升機制，集團只會參考員工的工作表現、經驗及個人能力，不會考慮其他無關係的因素如婚姻、身體狀況及性別等。

薪酬與福利

集團按業務當地的法例與員工簽定僱傭合約，保障員工在僱傭關係上的法定權益，包括確保最低工資的支付，員工依法享有帶薪節日假期，病假和工傷假等。除了按當地的僱傭條例為員工購買社會保險，更為員工購買法例要求以外的商業保險，降低員工使用醫療服務的成本。遇到工傷事故及意外時，集團會依法對員工及其家屬安排合理賠償。

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During the reporting period, the Group did not discover or receive any violations or complaints regarding discrimination or recruitment. As of 31 December 2023, the total number and distribution of employees within the Group are as follows:

在報告期內，集團並無發現或收到有關於歧視或招聘的違規事件或投訴個案。截至二零二三年十二月三十一日，集團內的員工總數及分佈概述如下：

		Number of employees 僱員人數			
		2023 二零二三年		2022 二零二二年	
Gender	性別	Hong Kong 香港	Shenzhen 深圳	Hong Kong 香港	Shenzhen 深圳
Male	男性	–	20	1	50
Female	女性	3	26	3	46

		Number of employees 僱員人數			
		2023 二零二三年		2022 二零二二年	
Job type	工作類別	Hong Kong 香港	Shenzhen 深圳	Hong Kong 香港	Shenzhen 深圳
Full-time	全職	3	46	4	96
Part-time	兼職	–	–	–	–

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		Number of employees 僱員人數			
		2023 二零二三年		2022 二零二二年	
Age 員工年齡		Hong Kong 香港	Shenzhen 深圳	Hong Kong 香港	Shenzhen 深圳
18–30	18–30	–	–	–	4
31–45	31–45	3	20	3	45
46–60	46–60	–	26	1	47
>60	>60	–	–	–	–
Total	總數	3	46	4	96

		Average monthly employee turnover rate (%) 平均每月僱員流失率(%)			
		2023 二零二三年		2022 二零二二年	
Gender 性別		Hong Kong 香港	Shenzhen 深圳	Hong Kong 香港	Shenzhen 深圳
Male	男性	0.083	2.5	–	5.917
Female	女性	–	1.67	–	15.167

		Average monthly employee turnover rate (%) 平均每月僱員流失率(%)			
		2023 二零二三年		2022 二零二二年	
Age 員工年齡		Hong Kong 香港	Shenzhen 深圳	Hong Kong 香港	Shenzhen 深圳
18–30	18–30	–	0.333	–	0.417
31–45	31–45	–	2.083	–	13.167
46–60	46–60	0.083	1.75	–	7.33
>60	>60	–	–	–	–
Total	總數	0.083	1.389	–	6.971

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3.2.2 Health and Safety

The Group is committed to achieving the goal of zero work accidents through different measures to prevent the occurrence of occupational diseases and work-related injuries and fatalities.

Workplace Safety Management

The Group conducts annual safety monitoring to identify potential safety hazards, and implement corrective and preventive actions in a timely manner. The Group installed protective devices for the production equipment and machinery in the workplace to ensure that employees are not exposed to dangerous parts. The compliance of the workplace is monitored, including the provision of adequate fire equipment and regular safety inspection. In addition, suppliers are requested to follow safety practice within the Group's premises. All vehicles within the premises must be limited to the speed of 10 km/hour with no horns allowed. Their driving routes shall follow the instructions from the security team.

Employee Safety Training

The Group provides personal protective equipment to employees where necessary, and arranges appropriate occupational health and safety trainings, including the proper usage of protective equipment, awareness of safety risks in the work place, content in the material safety data sheet and the use, storage and emergency response to leakage of chemicals. The Group also arranges fire and emergency drills regularly to train employees on the evacuation routes at dangerous situations.

3.2.2 健康與安全

集團致力達致零工作意外的目標，以不同方面的措施防範員工職業病與工業傷亡的發生。

工作場所之安全管理

集團進行年度安全監測工作，找出安全隱患，及時執行糾正及預防措施。對工作場所的生產設備及機器，安裝防護裝置，確保員工接觸不到危險的部份。監控工作場所的合規狀況，包括配備足夠的消防器材，並定期進行安全檢查。此外，要求供貨商在集團範圍內進行安全操作，凡進入公司的車輛一律限速每小時10公里以內，嚴禁鳴按喇叭，行駛路線須按值班保安調度。

員工安全培訓

集團在必要時向員工提供個人防護裝備，並安排適當的職業健康及安全培訓，包括正確使用防護裝備的方法，認識工作處所中的安全風險，物質安全數據表的內容，化學品安全使用、儲存、洩漏應急等方面的培訓。集團亦安排員工定期進行消防及應急演習，培訓員工在危急時的逃生路線。

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Work-life Balance

The Group never forces employees to work overtime, and regularly organises recreational activities, psychological counselling and trainings to help employees relieve stress, including psychological health seminars, family days, tug-of-wars, seaside walk, watching movies, hand-craft, and explores various sport activities amongst employees.

In addition, the Group is very concerned about how employees view the Company, therefore employees' communication channels and suggestion boxes have been set up. The suggestions collected from the employees are followed up on a regular basis. Employee representatives are selected from each department with the Group and they shall meet regularly for discussion and sharing.

During the reporting period, the Group did not discover any violations against the local occupational health and safety regulations. Within the reporting period, no work-related fatality and lost day due to work-related injury was found.

3.2.3 Development and Training

The Group has established a comprehensive training system. Apart from general classroom trainings, the Group emphasises on-the-job exercises and a mentor is assigned to every new employee. Through this apprenticeship programme, the mentor gives hands-on guidance and supervises the new employee in accomplishing his/her work, which enhances training efficiency and the new employee's performance. Adjustments could be made to the apprenticeship program according to the new employee's competence and experience. At the same time, based on the Group's strategies for product and business development, career development plans are formulated for employees to support the sustainable development of the Group's business.

工作與生活的平衡

集團絕不會強迫員工超時工作，並會定期舉辦娛樂活動、心理輔導、培訓等幫助員工減壓，包括曾提供心理健康講座、舉辦家庭親子日、拔河比賽、海濱徒步、觀影、手工製作、開展各式各樣的員工體育活動。

除此之外，集團非常關注員工對公司的意見，故制定員工溝通渠道，設立員工意見收集箱，定期對收集的員工意見跟進。在集團各部門選出員工代表，定期組織員工代表開會、討論與交流。

在報告期間，集團沒有發現違反當地職業健康及安全相關的法例。在報告期內，沒有發現僱員因工作關係而死亡。

3.2.3 發展及培訓

集團建立完善的培訓體系，除了一般的課堂培訓外，集團強調工作實踐，故安排指導工給每位新員工，以「師帶徒」的方式親身指導及監督新員工完成工作，提升培訓效益及新員工的績效。「師帶徒」培訓可以按新員工的不同能力及經驗水平作出彈性調整，同時因應產品開發與業務拓展策略，對員工制定職業發展計劃，及推動集團業務的持續發展。

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During the reporting period, the monthly average percentage of employees who have received training within the Group and the monthly average number of trained hours received by each employee are as follows:

在報告期間，集團內部接受培訓的僱員的每月平均百分比及每名僱員的每月平均培訓時數如下：

Gender	性別	Monthly average percentage of trained employees (%)				Monthly average number of trained hours per employee			
		接受培訓的僱員的每月平均百分比(%)		接受培訓的僱員的每月平均百分比(%)		每名僱員的每月平均培訓時數		每名僱員的每月平均培訓時數	
		2023		2022		2023		2022	
		二零二三年		二零二二年		二零二三年		二零二二年	
		Hong Kong	Shenzhen	Hong Kong	Shenzhen	Hong Kong	Shenzhen	Hong Kong	Shenzhen
		香港	深圳	香港	深圳	香港	深圳	香港	深圳
Male	男性	-	4	-	5.5	-	3	-	2
Female	女性	-	4	-	5.5	-	2	-	2

Employee level	僱員級別	Monthly average percentage of trained employees (%)				Monthly average number of trained hours per employee			
		接受培訓的僱員的每月平均百分比(%)		接受培訓的僱員的每月平均百分比(%)		每名僱員的每月平均培訓時數		每名僱員的每月平均培訓時數	
		2023		2022		2023		2022	
		二零二三年		二零二二年		二零二三年		二零二二年	
		Hong Kong	Shenzhen	Hong Kong	Shenzhen	Hong Kong	Shenzhen	Hong Kong	Shenzhen
		香港	深圳	香港	深圳	香港	深圳	香港	深圳
Senior management	高級管理層	-	50	-	50	-	2	-	2
Middle management	中級管理層	-	20	-	20	-	1	-	1
Junior employee	初級員工	-	-	-	-	-	-	-	-

3.2.4 Labour Standards

The Group strictly prohibits the employment of child labour and will only employ employees aged 18 or above. The Group follows the principle of voluntary overtime to ensure that employees are willing to work and employee's personal freedom is protected. The Group is committed not to force employees to work overtime nor to work in any form of forced labour, including not using any bonded labours such as prison workers.

3.2.4 勞工準則

集團嚴格禁止聘用童工，只會聘請年滿18歲或以上的員工，及奉行自願加班原則，確保員工自願工作，保障員工人身自由，承諾不強迫員工超時工作及不以任何形式強迫僱員工作，包括不使用強迫勞動工如囚工等。

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For effective prevention of child labour, the applicant's identity document will be carefully examined at the time of recruitment to confirm the age of the applicant, and the application from an applicant less than 18 years of age shall be excluded. In addition, the Group's personnel management system set up an alert function to signal any applicant under the age of 18. With this double gate-keeping mechanism, the risk of recruitment of child labour could be avoided. Under the daily management, child labour will be terminated immediately when he/she is discovered within the Group.

The Group has also set up measures to prevent forced labour. Employees are required to submit working hours to their immediate supervisors. The human resources department will review employees' working hours, and would investigate immediately and stop the relevant work assignment in case of involuntarily overtime identified.

During the reporting period, the Group did not discover any employment of child labour nor any violation against the laws and regulations related to forced labour.

3.2.5 Supply Chain Management

The Group has developed supplier management policy for communication to the suppliers the expectations of the Group and the requirements that they need to abide by. The policy covers quality, environmental management, health and safety, social responsibility, and anti-terrorism management, etc. and these aspects are also the criteria for supplier selection. The Group has established a supplier selection and evaluation procedure, which conducted an initial review of new suppliers and an annual evaluation of key suppliers in the form of on-site audits or questionnaires. The contents of the evaluation include product quality, delivery time, environment, use of environmental friendly materials, and management of hazardous substances. After the evaluation, results shall be recorded as monitoring evidence for the subsequent long-term partnership.

為了有效的防止童工，在招聘時會仔細查看應徵者的身份證明文件以確認應徵者的年齡，會剔除未滿18歲應徵者的申請。此外，集團的人事管理系統設置了年齡未滿18歲的提醒功能，在此雙重查核的機制下避免誤聘童工的風險。在日常管理下如發現童工在集團內工作，將會立刻停止僱用。

集團亦制定防止強制勞工的措施，員工需呈交工作時數予其直屬上司，人力資源部查看員工的工時記錄，當發現不自願超時情況，會立刻調查，並制止不自願的超時工作。

在報告期間，集團未有發現聘用童工及違反強制性勞動相關的法律及法例。

3.2.5 供應鏈管理

集團制定供貨商管理政策及要求，向供貨商溝通集團的期望並要求他們及其人員遵守。這些管理政策覆蓋的範圍包括質量、環境管理、健康安全、社會責任、反恐管理等多方面，而該等方面亦是挑選供貨商的準則。集團建立了供貨商選擇及評審程序，對新供貨商進行首次評審及對關鍵供貨商進行年度評審，形式以現場審核或調查表執行。評審內容包括產品質量、交貨期、環境、環保物質使用、有害物質管理，評審後將結果形成記錄作為日後長期合作夥伴的監控依據。

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Besides the aforesaid evaluation scope, procurement preference will be given to local suppliers over their non-local counterparts who demonstrated the same performance level from evaluation. Non-local suppliers shall be considered only when no qualified local supplier available. As of 31 December 2023, the geographical distribution of the Group's suppliers is as follows:

除上述評審範圍外，會優先考慮有相同條件的本地供貨商，在沒有合適的本地供貨商時才會向外採購。截至二零二三年十二月三十一日，集團供貨商的地理分佈如下：

Geographical locations	地理區域	Number of suppliers	
		供貨商數量	
		2023	2022
		二零二三年	二零二二年
China	中國	–	1
Hong Kong	香港	–	–
USA	美國	–	–
Taiwan	台灣	–	–
Germany	德國	–	–
Others	其他	–	–

3.2.6 Product Responsibility

All products of the Group are subject to strict quality inspection/testing before shipping out of the factory, including the sampling and monitoring of hazardous substances in incoming materials such as 2011/65/EU the management procedure for the Restriction of the Use of Hazardous Substances in Electrical and Electronic Products, in-process quality control, and safety verification of the final products.

For product promotion and selling, the Group will ensure that the product information provided to the customer is true and accurate to avoid misleading the customer at the time of purchase. The Group also has designated customer service personnel responsible for responding to customer inquiries and initiating product recall when necessary.

The Group has formulated a complaint handling mechanism to analyse with the quality control department any complaints received from customers, and will report the results of analysis and follow-up actions to customers within the specified time frame.

3.2.6 產品責任

集團所有產品在出廠前均須接受嚴格的質量檢測，包括來料抽樣監測有害物質如2011/65/EU電器電子產品有害物質限制使用管理辦法，過程中的質檢控制，及最終產品須接受的安全驗證。

所有產品在推廣及銷售時，集團確保提供給客戶的產品信息必須是真實及準確，避免客戶在購買時被誤導。集團亦設有售後客戶服務專員，負責跟進客戶的查詢及必要時啟動產品回收程序。

集團制定了投訴處理機制，在收到客戶投訴後會與質量部一同分析個案，在指定期限內把分析結果及跟進工作向客戶反映。

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During the reporting period, the Group did not discover any customer complaint or violation against regulations related to product responsibility; and no item among all products sold was recalled due to product safety and health reasons.

Quality Assurance Process

The Group starts the quality control of products at the source. Materials from suppliers are verified for quality before production, alternatively the supplier is requested to provide a quality verification report for raw materials. During the manufacturing process, production lines are inspected and semi-finished products are sampled for verification to assure the process meets the specified technical requirements. Final verification shall be executed by the quality control department at the end of production; only finished products which pass the verification could be delivered and sold.

Upon identification of abnormal products through either external or internal findings, the Group shall discuss amongst the relevant departments about the need for identification, segregation and recall of the abnormal products when necessary. Whenever product recall is necessary, the Group shall collect the relevant batches of products from the customer, and implement the procedure of nonconforming products for analysis and disposal.

Product Recall/Return Procedure

The Group has established a product recall/return channel that allow customers to report product defects through telephone or email. Internal staff in the Group shall then evaluate the decision on product return upon receipt of customer's report. Whenever product return is deemed necessary, the marketing department shall inform the customer to return the relevant product. The warehouse department will record and track the returned products, and notify the quality department to conduct cause analysis in order to identify solutions and subsequent preventive measures.

在報告期間，集團未有顧客投訴或發現違反產品責任相關的法例；並且在已售產品總數中未有發現有產品因安全與健康理由而需要回收。

質量檢定過程

集團對產品的質量控制由源頭開始。供貨商提供的物料在使用前會驗收其質量，或要求供貨商提供原料的合格驗收報告。在製造過程中，巡查生產線和抽檢半成品以確認過程符合相關的技術要求。製造完成後由質量部進行成品檢驗，只有檢驗合格後方可出售貨品。

不管通過外部或內部的發現，當集團確認異常產品，會與相關部門討論對異常產品的標識、隔離及回收的必要性。如有回收的必要性，集團將會向客戶回收相關批次的產品，並按不良品的程序分析及處理。

產品回收/退貨程序

集團制定了回收/退貨渠道，可讓顧客致電或電郵闡述產品問題，集團內部相關人員在收到意見後會評估產品退貨的決定。若須退貨，市場部會通知顧客以退回相關產品。貨倉部會將所有退回的產品進行記錄跟蹤，並通知質量部進行原因分析，尋找解決方案及日後的預防措施。

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Intellectual Property Protection

All products sold by the Group are newly designed on our own. To confirm intellectual property, products are regularly sampled to check if their designs belong to the Group's own companies. Upon discovery of designs that infringe copyright, the product will immediately be taken off shelves.

The Group only adopts products from its own design centre, and the design centre does not plagiarize the design of other institutions. Design department employees are prohibited by their employment contracts from any acts of plagiarism and are required to undertake that all produced designs are company property and to assume responsibility for the confidentiality of their own produced designs.

Currently, the Group has 5 product patents registered in the USA, 4 product patents registered in the European Union, 9 product patents registered in the PRC, and 1 product patent registered in Hong Kong. For management of information security, the Group has established a Knowledge Management System ("KMS") through which information of the Group's own design and product specifications from customers are encrypted to prevent data leakage.

The Group undertakes not to purchase any pirated office software, and such software shall only be purchased from suppliers who have the appropriate copyright; in addition, the IT Department conducts internal audit to monitor any download of pirated software by employees. When employees are discovered using pirated software, he/she will be instructed to delete the pirated software immediately and issued a warning letter for prevention of recurrence.

知識產權的維護

集團出售的所有產品都是全新自家設計。為了確認知識產權，會定期抽查產品的設計是否由自家公司擁有。當發現有違權的設計，會立刻安排產品下架。

集團只會採用由自家設計中心的產物，設計中心不會抄襲其他機構的設計。在僱傭合約中，要求設計部員工不容許有任何抄襲行為，且須承諾所有設計產物都屬公司資產及須對自己設計的產物承擔保密責任。

到目前為止，集團有5個產品專利在美國註冊，有4個在歐盟註冊，有9個在中國註冊，有1個在香港註冊。在信息安全管理方面，集團建立知識管理系統（「KMS」），自家設計與客戶提供的產品規格等信息均透過此系統加密保護以防數據外泄。

集團承諾不會購買任何盜版辦公軟件，只從持有版權的供貨商採購；另外，信息科技部會進行內審，監察員工有否下載盜版軟件的狀況。如發現員工使用盜版軟件，會立即通知員工移除，並向其發出警告信防止再犯。

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Privacy Protection of Consumer Information

The Group has developed a policy for protection of consumer information and privacy. Consumer information will not be used for publicity or promotion without consumer's permission. If business operations require passing consumer data to contractors, the Group shall enter into a confidentiality agreement with the contractor and require the contractor to have a comprehensive information security management system for preventing leakage and theft of customer information.

3.2.7 Anti-corruption

The Group has established corporate governance policies in accordance with the CG Code from the Stock Exchange. Also, the Group has formulated an anti-corruption policy and prohibits the Company's Directors, managers, employees and other representatives from giving or accepting bribes.

Internal Audit of Corporate Governance

The Group has established an AC which is responsible for developing internal audit control procedures and annual audit plans for the Group. The AC conducts audits in an ongoing and systematic manner in accordance with the annual audit plan and the additional tasks delegated by the top management. Audit reports are regularly communicated with the management and disclosed to the AC. Corrective actions and subsequent follow-ups shall be implemented in accordance with the time frame specified in the audit report.

Moreover, the Group engages an independent third party to audit the Group's financial accounts, to ensure the Company's accounts are clear and accurate for enhancement of internal financial control and supervision so that the interests of shareholders are protected.

消費者數據的私隱保障

集團制定了消費者資料及私隱的保障政策，未經客戶允許一概不會將客戶數據用於公開宣傳。如在業務的運營上有需要將消費者資料交由承包商處理，集團會與承包商簽定保密協議，並要求承包商有完善的信息安全管理系統，以防客戶數據外泄及被盜。

3.2.7 反貪污

集團按照聯交所企業管理守則，制定企業管治政策；並制定反貪污政策，禁止公司董事、經理、員工及其他代表贈送或收授賄賂。

企業管治內部審核

集團設有審計委員會，負責制定集團內部審計管制程序及年度審計計劃，根據年度審計計劃及領導層額外公佈的工作任務，持續有序開展審計項目。審計報告定期與管理層進行溝通並向審計委員會披露，根據審計報告規定的時間整改及進行後續跟進。

此外，集團聘用獨立第三方審計集團的財務賬目，確保公司的賬目分明準確，加強內部財務控制制度與監督，以保障股東的權益。

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Anti-corruption Awareness

Training The Group declares its internal code of integrity at least once a year with an emphasis on the awareness of corporate integrity; this includes the principle that the Group never owes compensation, benefits and bonuses to its employees and never owes payments to its suppliers. Also, additional effort is made to strengthen the awareness of anti-corruption to key departments and positions. The Group communicates anti-corruption and integrity through hotline, website and posters, and has established investigation channel for employees to report suspected fraud or corruption and other illegal incidents such as extortion and money laundering.

Whistle-blowing Procedure

The Group has a whistle-blowing mechanism and communication channel for employees, customers and suppliers to freely report on any fraud, corruption and other illegal incidents. The reporting person may send a written message to the mailbox of IA in confidence and with anonymity. Upon receipt, the IA shall conduct investigation with other relevant departments such as human resources, legal, logistics and career development, and then revert with the investigation results to the reporting person.

Anti-corruption Measures

In addition, the Group has established anti-corruption measures for various aspects, including the declaration of personal interests by new employees upon commencing employment. Further, Directors are required to declare according to the law their own interests including those in the competition business; regarding procurement, evaluation from at least three suppliers is required to obtain fair and reliable quotes for making procurement decision; for approval of service contracts, different levels of personnel are authorized corresponding to different levels of contract amount in order to ensure adequate review.

During the reporting period, the Group did not discover any legal cases or complaints related to corruption.

反貪意識培訓

集團每年至少一次宣佈企業內部誠信準則，強調企業誠信意識，包括從不拖欠員工薪酬、福利及獎金；不拖欠供貨商貨款，並特別對關鍵部門與崗位加強反貪意識。在集團內通過熱線、網站、海報等溝通企業反貪誠信，並設置調查渠道供員工舉報疑似舞弊或貪污及其他違法事件如勒索、洗黑錢等。

舉報程序

集團設有舉報機制及溝通渠道，供員工、客戶及供貨商自由舉報關於任何舞弊、貪污或其他違法事件，舉報人士可以保密及匿名的書面方式發送至內審部郵箱，收到後內審部與其他相關部門如人力、法務、物流及事業發展部門進行調查，把調查結果反饋給舉報人士。

反貪措施

除此以外，集團制定不同範疇的反貪措施：包括新員工在入職時需申報個人利益。另外，董事也按法律規定申報其董事權益及在競爭業務中擁有的權益。對於採購管控，要求收集至少三家供貨商的評估資料才作出採購決定，確保公平公正的採購報價。對於服務合約的審批，針對不同的合約金額授權不同級別的審批人，以確保足夠的查核。

在報告期間，集團未有發現與貪污相關的違例案件或投訴。

Directors' Report 董事會報告書

The Directors of the Company are pleased to present to the shareholders the annual report and audited financial statements of the Group during the year ended 31 December 2023 ("FY2023" or the "Year" and for the year ended 31 December 2022, "FY2022").

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. Its principal subsidiaries are engaged in investment holdings, design, development, manufacturing, sales and marketing of various electronic products. Details of the principal activities of the Group are set out in note 1 to the consolidated financial statements contained in this annual report.

REVENUE AND SEGMENT INFORMATION

Details of revenue and segment information are set out in note 6 to the consolidated financial statements contained in this annual report.

RESULTS

The results of the Group for FY2023 are set out in the consolidated statement of profit or loss and other comprehensive income included in this annual report and further analysis is given in the accompanying notes to the consolidated financial statements.

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out in the section headed "Group Financial Summary" of this annual report.

DIVIDENDS

No interim dividend was paid for FY2023 (FY2022: Nil).

The Directors do not recommend the distribution of a final dividend for FY2023 (FY2022: Nil).

SHARE CAPITAL

Details of movements in the share capital of the Company during FY2023 are set out in note 23 to the consolidated financial statements contained in this annual report.

本公司董事會欣然向各股東呈覽本集團截至二零二三年十二月三十一日止年度(「二零二三財政年度」或「本年度」)及截至二零二二年十二月三十一日止年度(「二零二二財政年度」)之年報及經審核財務報表。

主要業務

本公司乃一間投資控股公司。各主要附屬公司從事投資控股、設計、開發、製造、銷售及市場推廣各種電子產品。本集團主要業務之詳情載於本年報綜合財務報表附註1。

收益及分部資料

收益分部資料詳情載於本年報綜合財務報表附註6。

業績

本集團於二零二三財政年度之業績載於本年報之綜合損益及其他全面收益表，進一步分析則載於隨附之綜合財務報表附註。

本集團過去五個財政年度之業績及資產與負債概要載於本年報「集團財務概要」一節。

股息

本公司並無於二零二三財政年度派付中期股息(二零二二財政年度：無)。

董事會不建議就二零二三財政年度派發末期股息(二零二二財政年度：無)。

股本

本公司於二零二三財政年度股本之變動詳情載於本年報綜合財務報表附註23。

Directors' Report 董事會報告書

RESERVES

Details of movements in reserves of the Group and of the Company during the Year are set out in the consolidated statement of changes in equity contained in this annual report, and the financial information of the Company in note 31 to the consolidated financial statements contained in this annual report.

DISTRIBUTABLE RESERVES

At 31 December 2023, the Company did not have reserves available for distribution as calculated in accordance with the provisions of the laws of Bermuda.

PROPERTY, PLANT AND EQUIPMENT

During FY2023, the Group did not make any spending (FY2022: Nil) on the acquisition of property, plant and equipment for the purpose of business expansion.

Details of movements in property, plant and equipment of the Group during the Year are set out in note 14 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

During FY2023, the Group's total purchase was attributed to a supplier which was the largest supplier to the Group accounted for 100% of the Group's purchase. The Group had no purchase during FY2022.

During FY2023, the Group's total revenue was contributed by one customer, thus the percentage of turnover attributable to the Group's largest customer was approximately 100.0% of the Group's turnover.

None of the Directors, their associates or shareholders of the Company, who to the knowledge of the Directors own more than 5% of the Company's share capital, had any interest in any of the five largest customers.

儲備

本集團及本公司於本年度內儲備之變動詳情載於本年報之綜合權益變動表及本年報綜合財務報表附註31之本公司財務資料。

可供分派儲備

於二零二三年十二月三十一日，根據百慕達法律條文計算，本公司並無可供分派儲備。

物業、機器及設備

本集團於二零二三財政年度並無就業務擴充購置物業、機器及設備之支出(二零二二財政年度：無)。

本集團於本年度內物業、機器及設備之變動詳情載於綜合財務報表附註14。

主要客戶及供貨商

於二零二三財政年度，本集團的採購總額來自一間供應商，該供應商為本集團的最大供應商，佔本集團採購額的100%。於二零二二財政年度，本集團並無採購。

於二零二三財政年度，本集團之總收益由一名客戶貢獻，故來自本集團最大客戶之營業額佔本集團之營業額約100.0%。

各董事、彼等之聯繫人士或據董事所知擁有本公司5%以上股本之本公司股東，概無在任何五大客戶中擁有任何權益。

Directors' Report 董事會報告書

DIRECTORS

The Directors who held office during FY2023 and up to the date of this report are:

Executive Director:

Zhu Yongning (Chief Executive Officer, Resigned on 1 February 2024)

Cheung Yuk Ki (Chief Executive Officer, Appointed on 1 February 2024)

Non-Executive Director:

Cui Xiao

Ng Kwok Ying Isabella (Appointed on 1 February 2024)

Chen Tiger Charles (Appointed on 1 February 2024)

Independent Non-Executive Director:

Zhou Meilin (Resigned on 1 February 2024)

Zhou Rui (Resigned on 1 February 2024)

Xu Jinwen

In accordance with Bye-Law 89 of the Company's Bye-Laws, any Director appointed as an additional Director or to fill a casual vacancy shall hold office only until the next following annual general meeting (the "AGM") of the Company and shall be eligible for re-election but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

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

董事

於二零二三財政年度及直至本報告日期之本公司在任董事如下：

執行董事：

朱永寧(行政總裁，於二零二四年二月一日辭任)

張鈺淇(行政總裁，於二零二四年二月一日獲委任)

非執行董事：

崔嘯

吳國凝(於二零二四年二月一日獲委任)

Chen Tiger Charles(於二零二四年二月一日獲委任)

獨立非執行董事：

周美林(於二零二四年二月一日辭任)

周銳(於二零二四年二月一日辭任)

徐錦文

根據本公司章程細則第89條，額外獲委任加入董事會或填補臨時空缺之任何董事將僅任職直至本公司下屆股東週年大會(「股東週年大會」)，屆時將合資格在會上獲重選連任，惟於釐定應於該股東大會輪值告退的董事人選或董事數目時不應被計入在內。

本公司已接獲各獨立非執行董事根據聯交所上市規則第3.13條之規定每年作出之獨立確認書。本公司視所有獨立非執行董事屬獨立。

Directors' Report 董事會報告書

Mr. Zhou Meilin and Mr. Zhou Rui have resigned as Independent Non-Executive Directors on 1 February 2024. Following the resignation of Mr. Zhou Meilin and Mr. Zhou Rui, the number of independent non-executive Directors fell below the minimum number required under Rule 3.10A of the Listing Rules, the number of audit committee members fell below the minimum number required under Rule 3.21 of the Listing Rules, and the absence of the chairman for the Audit Committee and Nomination Committee does not meet the requirements under Rules 3.21 and Rule 3.27A of the Listing Rules, respectively. Further, composition of the Audit Committee would not include independent non-executive Director with the Qualification as required under Rule 3.21 of the Listing Rules, and the Nomination Committee would not comprise a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules. The Board is endeavoring to identify suitable candidates to fill the vacancies as soon as practicable

DIRECTORS' BIOGRAPHY

Biographical details of the existing Directors are set out in the section of "Directors and Senior Management of the Group" contained in this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the Independent Non-Executive Directors has entered into a service contract with the Company for a term of three years which can be terminated by either party giving a three month's written notice to the other party. Under such service contract, each of the Independent Non-Executive Directors is subject to retirement by rotation at the AGM of the Company in accordance with the Company's Bye-Laws, and is entitled to a fee subject to such adjustments as the Board of the Company considers appropriate and the approval of the shareholders at AGM of the Company. Remuneration shall be paid to a Director for appointment as a member of a particular committee.

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

There were no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, which subsisted at the end of the Year or at any time during the Year.

周美林先生及周銳先生於二零二四年二月一日辭任獨立非執行董事。於周美林先生及周銳先生辭任後，獨立非執行董事人數低於上市規則第3.10A條規定的最低人數，審核委員會成員人數低於上市規則第3.21條規定的最低人數，且審核委員會及提名委員會主席職位懸空不符合上市規則第3.21條及第3.27A條的規定。此外，審核委員會的組成將不包括具備上市規則第3.21條所規定資格的獨立非執行董事，且提名委員會的大部分成員並非上市規則第3.27A條規定的獨立非執行董事。董事會正努力在切實可行的範圍內盡快物色合適人選填補空缺。

董事之履歷

現任董事之履歷詳情載於本年報「本集團董事及高級管理層」一節。

董事服務合約

各獨立非執行董事亦已與本公司訂立服務合約，任期三年，可由其中一方向另一方發出三個月之書面通知予以終止。根據該服務合約，各獨立非執行董事須遵照本公司章程細則於本公司股東週年大會上輪值告退。各獨立非執行董事有權收取袍金，此袍金可由本公司董事會認為適當時予以調整，惟調整需於本公司股東週年大會上經股東批准。如董事獲委任為個別委員會之成員，其將獲發薪酬。

董事概無訂立任何於一年內若無賠償(法定賠償除外)則不可由本集團終止之服務合約。

董事於重要合約之權益

本公司或其任何附屬公司於本年度年終或本年度任何時間概無訂立董事於其中直接或間接擁有重大權益之重要合約。

Directors' Report

董事會報告書

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 in existence during FY2023.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed herein, during the Year, none of the Directors or their respective associates had engaged in or had any interest in any business which competes or may compete with the businesses of the Group.

DIRECTORS' INTERESTS IN SECURITIES

The Directors or chief executives of the Company or any of their associates had, as at 31 December 2023, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under the provisions of the SFO) or which were recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

管理合約

於二零二三財政年度概無簽訂或存在任何有關本公司全部或重要部份業務之管理及行政合約。

董事於具競爭性業務之權益

除本文所披露者外，於本年度，概無董事或彼等各自的聯繫人參與任何與或可能與本集團業務構成競爭的業務或於其中擁有任何權益。

董事之證券權益

於二零二三年十二月三十一日，本公司董事及行政總裁以及彼等之任何聯繫人士，於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所(包括根據該等證券及期貨條例條文被當作或視作擁有之權益或淡倉)或本公司根據證券及期貨條例第352條須予備存之登記冊所記錄或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

Name 姓名	Nature of interests 權益性質	No. of shares held 所持股份數目	% of the issued shared capital 佔已發行股本百分比
Zhu Yongning (Note 1) 朱永寧(附註1)	The interests of the controlled corporation 所控制的法團的權利	753,997,995 (L) (Note 2) (附註2)	29.00%

Notes:

- (1) Zhu Yongning holds 100% of the equity interests of China Huaneng Foundation Construction Investment Ltd ("Huaneng"). Therefore, it is deemed to be interested in the interest in the shares of the Company held by Huaneng through its subsidiary.
- (2) The letter "L" denotes the shareholder's long position in the shares.

附註：

- (1) 朱永寧持有中國華能基礎建設投資有限公司(「華能」)100%股本權益，因而被視為通過其附屬公司擁有華能所持有本公司股份的權益。
- (2) 「L」代表董事在此等股份中所持之好倉。

Directors' Report 董事會報告書

SHARE OPTION SCHEME

The effective share option scheme (the "2012 Share Option Scheme") was adopted by the Company on 29 August 2012. During FY2023, no share was granted, exercised, lapsed or cancelled under the 2012 Share Option Scheme. As at 31 December 2023, there was no outstanding share option of the Company.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

No share options were granted to or exercised by the Directors during FY2023 and there is no outstanding balance as at 31 December 2023.

Save as disclosed above, at no time during FY2023 was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or their respective spouse or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the following persons (other than the Directors or the chief executives of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO or as otherwise notified to the Company:

購股權計劃

本公司現時有效的購股權(「二零一二年購股權計劃」)於二零一二年八月二十九日採納。於二零二三財政年度，根據二零一二年購股權計劃，概無任何購股權被授予、獲行使、失效或被取消。於二零二三年十二月三十一日，本公司並無尚未行使的購股權。

董事購買股份或債權證之權利

於二零二三財政年度董事並無獲授或行使購股權及於二零二三年十二月三十一日並無尚未行使之購股權。

除上文所披露者外，於二零二三財政年度，本公司或其任何附屬公司概無參與任何安排，使董事或其個別之配偶或十八歲以下之子女可藉購買本公司或任何其他法人團體之股份或債權證而獲得利益。

主要股東

於二零二三年十二月三十一日，除本公司董事或行政總裁外，下列人士於本公司之股份及相關股份中，擁有本公司根據證券及期貨條例第336條須予備存之登記冊所記錄或須知會本公司之權益或淡倉：

Name	名稱	No. of shares held 所持股份數目	% of the issued shared capital 佔已發行股本百分比
China Huaneng Foundation Construction Investment Ltd	中國華能基礎建設投資有限公司	753,997,995 (L) (Note 4) (附註4)	29.00%
Zhu Yongning (Note 1)	朱永寧(附註1)	753,997,995 (L) (Note 4) (附註4)	29.00%
Jiangsu Hongtu High Technology Co., Ltd (Note 2)	江蘇宏圖高科技股份有限公司 (附註2)	556,898,770 (L) (Note 4) (附註4)	21.42%
Jiangsu Hongtu High Technology (Hong Kong) Co. Limited (Note 3)	江蘇宏圖高科技(香港)股份有限公司(附註3)	556,898,770 (L) (Note 4) (附註4)	21.42%
Hongtu High Technology Int'l Inc.	Hongtu High Technology Int'l Inc.	556,898,770 (L) (Note 4) (附註4)	21.42%

Directors' Report

董事會報告書

Notes:

- (1) Zhu Yongning holds 100% of the equity interests of Huaneng. Therefore, it is deemed to be interested in the interest in the shares of the Company held by Huaneng through its subsidiary.
- (2) Jiangsu Hongtu High Technology Co., Ltd. holds 100% of the equity interests of Jiangsu Hongtu High Technology (Hong Kong) Co. Limited ("Hongtu (HK)"). Therefore, it is deemed to be interested in the interest in the shares of the Company held by Hongtu (HK) through its subsidiary (see note 3 below).
- (3) Hongtu (HK) holds 100% of the issued share of Hongtu High Technology Int'l Inc. ("Hongtu (Seychelles)"). Therefore, Hongtu (HK) is deemed to be interested in the 556,898,770 shares of the Company beneficially owned by Hongtu (Seychelles) by virtue of its shareholding of Hongtu (Seychelles).
- (4) The letter "L" denotes the shareholder's long position in the shares.

Save as disclosed above, the Company had not been notified by any person (other than the Directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company as at 31 December 2023 which were required to be disclosed to the Company under Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

The Company had no outstanding convertible securities, options, warrants or similar rights at 31 December 2023.

There was no issue or exercise of any convertible securities, options, warrants or similar rights of the Company during FY2023.

REMUNERATION POLICY

Details of the Group's remuneration policy are set out in the section of "Management Discussion and Analysis" contained in this annual report.

附註：

- (1) 朱永寧持有華能100%股本權益，因而被視為通過其附屬公司擁有華能所持有本公司股份的權益。
- (2) 江蘇宏圖高科技股份有限公司持有江蘇宏圖高科技(香港)股份有限公司(「江蘇宏圖香港」)100%股本權益，因而被視為通過其附屬公司(見下文附註3)擁有江蘇宏圖香港所持本公司股份的權益。
- (3) 江蘇宏圖香港持有Hongtu High Technology Int'l Inc.(「Hongtu (Seychelles)」)之已發行股份100%。因此，江蘇宏圖香港因持有Hongtu (Seychelles)之股權而被視為擁有Hongtu (Seychelles)實益擁有的本公司556,898,770股股份之權益。
- (4) 「L」代表股東在此等股份中所持之好倉。

除上文所披露者外，於二零二三年十二月三十一日，本公司並無獲得任何人士(本公司董事或最高行政人員除外)知會，彼於本公司之股份及相關股份中，擁有根據證券及期貨條例第XV部須向本公司披露或本公司根據證券及期貨條例第336條須予備存之登記冊所記錄之權益或淡倉。

可轉換證券、購股權、認股權證或類似權利

本公司於二零二三年十二月三十一日概無任何尚未行使之可轉換證券、購股權、認股權證或類似權利。

於二零二三財政年度，本公司並無任何可轉換證券、購股權、認股權證或類似權利獲發行或行使。

薪酬政策

本集團之薪酬政策詳情載於本年報之「管理層討論及分析」一節。

Directors' Report 董事會報告書

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted its own Code of Conduct for Securities Transactions by Directors (the "Code of Conduct for Securities Transactions"). This is on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules, and has been updated from time to time.

Having made specific enquiries to all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and the Code of Conduct for Securities Transactions throughout the year ended 31 December 2023.

CORPORATE GOVERNANCE

The Group's corporate governance principles and practices are set out in the Corporate Governance Report contained in this annual report.

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

During FY2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

PRE-EMPTIVE RIGHTS

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this report, the Company has maintained sufficient public float throughout FY2023 as required under the Listing Rules.

證券交易之標準守則

本公司已採納一項董事證券交易之行為守則（「證券交易之行為守則」），其條款與上市規則附錄C3所載之上市發行人董事進行證券交易之標準守則（「標準守則」）所規定之標準同樣嚴謹，並不時更新。

向全體董事作出特定查詢後，全體董事確認彼等已於截至二零二三年十二月三十一日止整個年度遵守標準守則及證券交易之行為守則所載之標準。

企業管治

有關本集團之企業管治原則及常規已列載於本年報之企業管治報告書內。

購買、出售或贖回本公司之上市證券

於二零二三年財政年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

優先購買權

本公司章程細則或百慕達法例並無有關本公司須按比例向現有股東發售新股份之優先購買權之規定。

足夠公眾持股量

於本報告書之日期，根據本公司獲得之公開資料及就董事所知悉，本公司於整個二零二三年財政年度內已維持上市規則所規定之足夠公眾持股量。

Directors' Report

董事會報告書

AUDITOR

Forvis Mazars CPA Limited (the "Auditor" or "Forvis Mazars") (formerly known Mazars CPA Limited) as was appointed as auditors of the Company with effect from 27 September 2019 to fill vacancy and was re-elected in the AGMs of the Company held on 24 July 2020, 25 June 2021 and 29 June 2022 and will be subject to reappointment in the forthcoming AGM.

REVIEW OF FINANCIAL STATEMENTS

The Company established an audit committee (the "Audit Committee") with written terms of reference in compliance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Group. As at the date of this report, the Audit Committee comprises one independent non-executive Director, namely Mr. Xu Jinwen.

The audited financial results of the Group for FY2023 have been reviewed by the Audit Committee.

THE BOARD'S RESPONSE TO THE AUDITOR'S OPINION

Basis for Disclaimer of Opinion

The auditor of the Company, being Forvis Mazars, issued a disclaimer of opinion (the "Disclaimer of Opinion") on the financial statements of the Company for FY2023 in relation to going concern of the Company, details of which are set out in note 2 to the consolidated financial statements contained in this annual report.

With respect to the Disclaimer of Opinion, after taking into consideration of the measures (the "Measures") set out in note 2 to the consolidated financial statements contained in this annual report, the Directors are of the opinion that it is appropriate to prepare the consolidation financial statements on a going concern basis.

However, as stated in the independent auditor's report contained in this annual report, the Auditor is of the view that it has not been able to obtain sufficient appropriate audit evidence regarding the use of going concern assumption in the preparation of the consolidated financial statements.

核數師

富睿瑪澤會計師事務所有限公司(「核數師」或「富睿瑪澤」)(前稱為中審眾環(香港)會計師事務所有限公司)自二零一九年九月二十七日起獲委任為本公司核數師以填補空缺，並於本公司於二零二零年七月二十四日、二零二一年六月二十五日及二零二二年六月二十九日舉行的股東週年大會上獲重選為本公司核數師，且將於應屆股東週年大會上獲續聘。

審閱財務報表

本公司根據上市規則成立審核委員會(「審核委員會」)，其具有書面職權範圍。審核委員會的主要職責為審閱及監督本集團財務報告流程及風險管理及內部控制系統。於本報告日期，審核委員會包括一名獨立非執行董事，即徐錦文先生。

本集團於二零二三財政年度的經審核財務業績已經審核委員會審閱。

董事會對核數師意見之回覆

不發表意見之基準

本公司核數師富睿瑪澤，就本公司於二零二三財政年度之財務報表出具不發表意見(「不發表意見」)，內容有關本公司之持續經營，其詳細資料載於本年報綜合財務報表附註2。

就不發表意見而言，經計及本年報綜合財務報表附註2所載措施(「措施」)，董事認為以持續經營基準編製綜合財務報表屬適當。

然而，如本年報獨立核數師報告所載，核數師認為就於編製綜合財務報表時使用持續經營假設而言尚無法取得充分適當審計證據。

Directors' Report 董事會報告書

The Board's Plan to Address the Disclaimer of Opinion

As disclosed in the audited annual results of the Company for the year ended 31 December 2023, the Group recorded a loss attributable to owners of the Group of approximately HK\$14.2 million, net current liabilities and net liabilities of approximately HK\$340.9 million respectively as at 31 December 2023.

The Board understands that the Disclaimer of Opinion was resulted from the auditors not being able to obtain sufficient appropriate audit evidence to satisfy themselves about the appropriateness of the use of the going concern basis of accounting in the preparation of the consolidated financial statements mainly due to: (1) the Group's current liabilities exceeded its current assets, and its total liabilities exceeded its total assets; (2) the Group recorded significant net operating cash outflow for the year ended 31 December 2023; (3) the Group's business operation has been suspended since 5 March 2022; and (4) there are outstanding liabilities from legal proceedings that were due and yet to be settled.

In view of such circumstances, the Directors have carefully considered future liquidity and the financial position of the Group and the Group's available sources of financing and operating cashflow in assessing whether the Group will have sufficient financial resources to continue as a going concern. The Group has taken plans and measures to mitigate its liquidity pressure and improve its financial position, including:

1. Resumption of operation

Since the re-commencement of the Group's operations in December 2023, the Group has resumed sales of electronic products under the "Oregon Scientific" trademark. Additionally, it launched its own online retail platform and established two online stores on foreign platforms. The Group is continuously expanding its product portfolio to meet new customer demands and enhance its market competitiveness. As a result, the Group returned to a profitable position for the six months ended 30 June 2024, based on the books and records currently available.

董事會解決不發表意見之計劃

誠如本公司截至二零二三年十二月三十一日止年度之經審核全年業績所披露，本集團於二零二三年十二月三十一日錄得本集團擁有人應佔虧損約港幣14.2百萬元，及流動負債淨額及負債淨額分別約港幣340.9百萬元。

據董事會所了解，不發表意見乃由於核數師未能獲取充足、適當的審計憑證，以令彼等信納使用持續經營會計基準編製綜合財務報表的恰當性，此乃主要由於：(1)本集團的流動負債超出其流動資產，且其總負債超出總資產；(2)截至二零二三年十二月三十一日止年度，本集團錄得重大經營現金流出淨額；(3)本集團的業務營運已自二零二二年三月五日起暫停；及(4)法律訴訟中有到期但尚未償還的負債。

鑒於上述情況，本公司董事於評估本集團是否將有充足財務資源維持持續經營時，已審慎考慮本集團未來的流動資金及財務狀況，以及本集團的可用融資來源及營運現金流量。本集團已採取計劃及措施以紓解其流動資金壓力及改善其財務狀況，包括：

1. 恢復營運

自本集團於二零二三年十二月重新開始營運以來，本集團已恢復銷售「Oregon Scientific」品牌的電子產品。此外，本集團推出了自家線上零售平台，並在境外平台上開設了兩家網店。本集團正不斷擴展其產品組合，以滿足新的客戶需求並提升其市場競爭力。因此，根據現時可得的賬簿及記錄，截至二零二四年六月三十日止六個月，本集團已重返盈利水平。

Directors' Report

董事會報告書

The Company had secured confirmed orders exceeding HK\$70 million, which are expected to be fulfilled and delivered in the third quarter of 2024. Based on the Board's six-month forecast post 30 June 2024, it is anticipated that the Group will remain profitable and generate positive operating cashflow for the year ending 31 December 2024. As a result, the Group's current assets, especially trade receivables, inventory, and cash and cash equivalents, will increase, which will, in turn, improve the net current liabilities and net liabilities situation of the Group. The disclaimer of opinion concerning the suspension of the Group's business will not recur.

2. Formulation of corporate rescue plan

In light of the above and following the resumption of operation in December 2023, the Group has been working closely with professional advisors in formulating a corporate rescue plan intended for providing relief to the Group's indebtedness and necessary funding for the continuing operations of the Group.

An announcement will be published in accordance with the relevant rules and regulations as and when appropriate.

3. Operational restructuring

Since the suspension of the Group's business operation in March 2022, certain non-core subsidiaries of the Company have ceased operations, resulting in legal proceedings against their outstanding liabilities. The Directors plan to carve-out these non-core subsidiaries with net liabilities by way of including but not limited to winding-up of such entities.

It is anticipated that, upon completion of the abovementioned operational restructuring measures, the Group's net liabilities position will further improve and the outstanding legal proceedings of the non-core subsidiaries will no longer affect the Group's ability to continue as a going concern.

本公司已接獲金額超逾港幣70百萬元的訂單，預期將於二零二四年第三季度完成並交付。根據董事會對二零二四年六月三十日後六個月的預測，預計本集團將保持盈利，並於截至二零二四年十二月三十一日止年度產生經營現金正流入。因此，本集團的流動資產（尤其是應收賬款、存貨以及現金及等同現金項目）將會增加，從而改善本集團的流動負債淨額及負債淨額狀況。關於本集團暫停業務的不發表意見將不會再次出現。

2. 制定企業拯救計劃

鑒於上文所述及於二零二三年十二月恢復營運後，本集團一直與專業顧問緊密合作制訂企業拯救計劃，以減輕本集團的債務及為本集團持續營運提供所需資金。

本集團將根據相關規則及法規適時刊發公佈。

3. 營運重組

自本集團於二零二二年三月暫停業務營運以來，本公司若干非核心附屬公司已停止營運，導致出現針對其未償還負債的法律訴訟。董事計劃透過（包括但不限於）將具有負債淨額的非核心附屬公司清盤的方式，將該等實體分割出來。

預計上述營運重組措施完成後，本集團的負債淨額狀況將獲進一步改善，而非核心附屬公司未完結的法律訴訟將不再影響本集團持續經營的能力。

Directors' Report 董事會報告書

The Directors are of the opinion that, taking into account of the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as they fall due for the foreseeable future. Consequently, the underlying matters leading to the Disclaimer of Opinion could be resolved.

The audit committee concur with the views as stated above.

EVENTS AFTER THE REPORTING PERIOD

Details of the events after the reporting period are set out in note 32 to the consolidated financial statements contained in this annual report.

PERMITTED PROVISION

Pursuant to the Company's Bye-laws, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director

Cheung Yuk Ki

Director

Hong Kong, 9 August 2024

董事認為，經考慮上述計劃及措施，本集團將擁有充足營運資金撥付其營運及履行其於可見將來到期的財務責任。因此，導致不發表意見的相關事宜得以解決。

審核委員會同意上述意見。

報告期後事項

報告期後事項的詳情載於本中期報告之綜合財務報表附註32。

獲批准的條文

根據本公司章程細則，各董事均有權因其作為董事而就其產生或蒙受的一切虧損或負債自本公司資產中獲得補償。

董事

張鈺淇

香港，二零二四年八月九日

Independent Auditor's Report 獨立核數師報告



Forvis Mazars CPA Limited

富睿瑪澤會計師事務所有限公司

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TO THE MEMBERS OF IDT INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of IDT International Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 83 to 171, which comprise the consolidated statement of financial position at 31 December 2023, and the consolidated statement of profit or loss and other 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.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the matter described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements. In all other respects, in our opinion the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致：萬威國際有限公司全體股東

(於百慕達註冊成立之有限公司)

不發表意見

我們受聘審計列載於第83頁至171頁的萬威國際有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表，此等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與截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們對 貴集團之綜合財務報表不發表意見。由於我們報告中不發表意見之基準一節內所述事項之重要性，我們並未能夠取得充足適當審計憑據以就該等綜合財務報表發表之審計意見提供基準。在所有其他方面，我們認為綜合財務報表已根據香港公司條例之披露規定妥為編製。

Independent Auditor's Report 獨立核數師報告

BASIS FOR DISCLAIMER OF OPINION

Material uncertainty related to going concern

As described in the "Going concern" section in note 2 to the consolidated financial statements, the Group reported a loss attributable to the owners of the Company of approximately HK\$14,158,000 for the year ended 31 December 2023 and, at 31 December 2023, the Group had net current liabilities and net liabilities of approximately HK\$340,916,000, respectively. As of 31 December 2023 and up to the date of approval of the consolidated financial statements, the Group is subjected to a number of legal proceedings and the Group is yet to settle majority of those outstanding legal proceedings due to lack of sufficient funds which are set out in note 28 to the consolidated financial statements. Furthermore, the Group's bank balances and cash maintained at a low level of approximately HK\$599,000 as of 31 December 2023.

Following to the suspension of the production of the Group's leased factory in Shenzhen with effect from 5 March 2022, the tenancy of factory was terminated on 31 May 2022 as set out in note 16 to the consolidated financial statements.

The validity of the going concern assumption is dependent on the successful and favourable outcomes of the plans and measures being taken by the management of the Group and the development of the events, in particular, the successful implementation of the liabilities restructuring plan as described in the "Going concern" section in note 2 to the consolidated financial statements. The management of the Group is of the opinion that the Group would be able to continue as a going concern. Therefore, the consolidated financial statements have been prepared on a going concern basis, and do not include any adjustments relating to the recognition of provisions or the realisation and reclassification of non-current assets that may be necessary if the Group is unable to continue as a going concern.

不發表意見之基準

有關持續經營之重大不明朗因素

誠如綜合財務報表附註2「持續經營」一節所述，貴集團匯報截至二零二三年十二月三十一日止年度，貴公司擁有人應佔虧損約港幣14,158,000元，及貴集團於二零二三年十二月三十一日流動負債淨額及負債淨額分別約港幣340,916,000元。於二零二三年十二月三十一日及直至綜合財務報表獲批准日期，貴集團涉及若干法律訴訟，且貴集團因缺乏足夠資金而未能解決大部分該等未完結的法律訴訟，詳情載於綜合財務報表附註28。此外，貴集團於二零二三年十二月三十一日之銀行結餘及現金維持於較低水平，約為港幣599,000元。

貴集團位於深圳的租賃工廠自二零二二年三月五日起停產後，該工廠租約已於二零二二年五月三十一日予以終止（如綜合財務報表附註16所載）。

持續經營假設的有效性取決於綜合財務報表附註2「持續經營」一節所述，貴集團管理層採取的計劃及措施能否達到成功及利好之成果以及事態發展，尤其是能否成功實施負債重組計劃。貴集團管理層認為，貴集團將有能力持續經營。因此，綜合財務報表乃按持續經營基礎編製，而並無包括倘貴集團未能持續經營時可能需要就有關確認撥備或變現及重新分類非流動資產作出之任何調整。

Independent Auditor's Report

獨立核數師報告

We were unable to obtain sufficient appropriate audit evidence about the appropriateness of the use of going concern basis of accounting in the preparation of the consolidated financial statements. Should the Group be unable to operate as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to reclassify non-current assets as current assets, and to provide any further liabilities which may arise. The effects of these adjustments have not been reflected in the consolidated financial statements.

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

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

我們未能就使用持續經營會計基準編製綜合財務報表的恰當性獲取充足、適當的審計憑證。倘 貴集團未能持續經營，則須作出調整，將 貴集團資產的賬面值撇減至其可收回金額，將非流動資產重新分類為流動資產，並就可能產生之任何額外負債計提撥備。該等調整的影響並未反映在綜合財務報表中。

董事及治理層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（「香港會計師公會」）頒佈的香港財務報告準則及香港公司條例的披露要求編製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編製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。

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

治理層須負責監督 貴集團的財務報告過程。

Independent Auditor's Report 獨立核數師報告

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the matter described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these consolidated financial statements.

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.

This report is made solely to you, as a body, in accordance with section 90 of Bermuda Companies Act and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Forvis Mazars CPA Limited

Certified Public Accountants

Hong Kong, 9 August 2024

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

She Shing Pang

Practising Certificate number: P05510

核數師就審計綜合財務報表承擔的責任

我們的責任是根據香港會計師公會頒布的《香港審計準則》對 貴集團的綜合財務報表進行審計，並出具核數師報告。然而，由於我們的報告中不發表意見之基準一節所述之事項，我們未能獲取充足、適當的審計憑證，以便為該等綜合財務報表提供審計意見的基礎。

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，並已履行我們於守則下的其他道德責任。

此報告根據百慕達公司法例第90條僅向閣下（作為整體）作出，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

富睿瑪澤會計師事務所有限公司

執業會計師

香港，二零二四年八月九日

出具本獨立核數師報告的審計項目董事是：

余勝鵬

執業證書編號：P05510

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		NOTE 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Revenue	收益	6	1,221	2,218
Cost of goods sold	銷售成本		(1,124)	(5,248)
Gross profit (loss)	毛利(毛損)		97	(3,030)
Other income	其他收入	7	1	18,773
Other gains (losses), net	其他收益(虧損), 淨額	7	142	(567)
Charge of loss allowance on financial assets	扣除金融資產虧損撥備	8	–	(2,008)
Research expenses	研究開支		(165)	(1,029)
Distribution and selling expenses	分銷及銷售開支		(81)	(565)
General administrative expenses	一般行政開支		(10,624)	(21,948)
Losses from impairment	減值虧損	9	–	(6,223)
Finance costs	融資成本	9	(3,523)	(5,153)
Loss before taxation	除稅前虧損	9	(14,153)	(21,750)
Taxation	稅項	12	(5)	–
Loss for the year	本年度虧損		(14,158)	(21,750)
Other comprehensive income (loss):	其他全面收益(虧損):			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益的項目:</i>			
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額		805	(235)
Total comprehensive loss for the year	本年度全面虧損總額		(13,353)	(21,985)
Loss for the year attributable to:	以下各項應佔本年度虧損:			
– Owners of the Company	– 本公司擁有人		(14,158)	(21,750)
– Non-controlling interests	– 非控股權益		–	–
			(14,158)	(21,750)
Total comprehensive loss for the year attributable to:	以下各項應佔本年度全面虧損總額:			
– Owners of the Company	– 本公司擁有人		(13,353)	(21,985)
– Non-controlling interests	– 非控股權益		–	–
			(13,353)	(21,985)
Loss per share	每股虧損			
Basic and diluted (HK cents)	基本及攤薄(港仙)	13	(0.54)	(0.84)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2023

於二零二三年十二月三十一日

		NOTE 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	14	–	–
Investment properties	投資物業	15	–	–
Right-of-use assets	使用權資產	16	–	–
Goodwill	商譽	17	–	–
			–	–
Current assets	流動資產			
Trade and other receivables	應收賬款及其他應收款項	18	1,221	–
Restricted bank balances	受限制銀行結餘	19	–	2,863
Bank balances and cash	銀行結餘及現金	19	599	430
			1,820	3,293
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	20	74,157	76,271
Borrowings	借款	22	59,534	57,641
Tax payable	應付稅項	12	12,647	12,255
Loan from a shareholder	股東貸款	21	196,398	184,689
			342,736	330,856
Net current liabilities	流動負債淨值		(340,916)	(327,563)
NET LIABILITIES	負債淨值		(340,916)	(327,563)
Capital and reserves	股本及儲備			
Share capital	股本	23	259,999	259,999
Reserves	儲備		(601,008)	(587,655)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(341,009)	(327,656)
Non-controlling interests	非控股權益		93	93
NET DEFICIT	虧絀淨額		(340,916)	(327,563)

The consolidated financial statements on pages 83 to 171 were approved and authorised for issue by the Board of Directors on 9 August 2024 and signed on its behalf by:

第83頁至第171頁之綜合財務報表已於二零二四年八月九日獲董事會批准及授權發行，並由下列人士代表簽署：

Cheung Yuk Ki
Director

張鈺淇
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 本公司擁有人所佔					Non-controlling interests 非控股權益	Total 總計
		Share capital 股本	Share premium 股份溢價	Other reserve 其他儲備	Translation reserve 貨幣換算儲備	Accumulated losses 累計虧損	Sub-total 小計	Total 總計
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
			(Note (a)) (附註(a))	(Note (b)) (附註(b))	(Note (c)) (附註(c))			
At 1 January 2022	於二零二二年一月一日	259,999	165,043	32,466	(102,211)	(660,968)	(305,671)	93 (305,578)
Loss for the year	本年度虧損	-	-	-	-	(21,750)	(21,750)	- (21,750)
Other comprehensive loss	其他全面虧損							
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益的項目：</i>							
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	(235)	-	(235)	- (235)
Total comprehensive loss for the year	本年度全面虧損總額	-	-	-	(235)	(21,750)	(21,985)	- (21,985)
At 31 December 2022	於二零二二年十二月三十一日	259,999	165,043	32,466	(102,446)	(682,718)	(327,656)	93 (327,563)
At 1 January 2023	於二零二三年一月一日	259,999	165,043	32,466	(102,446)	(682,718)	(327,656)	93 (327,563)
Loss for the year	本年度虧損	-	-	-	-	(14,158)	(14,158)	- (14,158)
Other comprehensive income (loss)	其他全面收益(虧損)							
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能會重新分類至損益的項目：</i>							
Exchange differences arising on translation of foreign operations	換算海外業務產生的匯兌差額	-	-	-	805	-	805	- 805
Total comprehensive income (loss) for the year	本年度全面收益(虧損)總額	-	-	-	805	(14,158)	(13,353)	- (13,353)
At 31 December 2023	於二零二三年十二月三十一日	259,999	165,043	32,466	(101,641)	(696,876)	(341,009)	93 (340,916)

Notes:

附註：

- (a) The application of share premium is governed by Section 40 of the Bermuda Companies Act 1981. (a) 股份溢價之應用受百慕達一九八一年《公司法》第40條規管。
- (b) Other reserve has been set up and is dealt with in accordance with the accounting policies adopted for changes in the Group's ownership interest in its subsidiaries which do not result in a loss of control as set out in "Basis of consolidation" of note 4 to the consolidated financial statements. (b) 其他儲備乃根據對本集團於附屬公司之所有權權益變動而並不導致失去控制權所採納之會計政策(如綜合財務報表附註4「綜合基準」所載列)設立及處理。
- (c) Translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. (c) 貨幣換算儲備包括換算海外業務財務報表產生之所有匯兌差額。

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

	NOTE 附註	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
OPERATING ACTIVITIES	經營活動		
Loss before taxation	除稅前虧損	(14,153)	(21,750)
Adjustments for:	調整：		
Finance costs	融資成本	3,523	5,153
Depreciation of property, plant and equipment	物業、機器及設備折舊	–	286
Depreciation of investment properties	投資物業折舊	–	237
Depreciation of right-of-use assets	使用權資產折舊	–	2,139
Gain on early termination of leases	提前終止租賃之收益	–	(18,664)
Charge of loss allowance on financial assets	扣除金融資產虧損撥備	–	2,008
Write-off of inventories	存貨撇銷	–	3,711
Losses from impairment	減值虧損	–	6,223
Exchange differences	匯兌差額	142	(567)
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	(10,488)	(21,224)
Changes in working capital:	營運資金變動：		
Inventories	存貨	–	1,537
Trade and other receivables	應收賬款及其他應收款項	(1,221)	(186)
Restricted bank balances	受限制銀行結餘	2,863	592
Trade and other payables	應付賬款及其他應付款項	9,563	(6,076)
Cash generated from (used in) operations and net cash from (used in) operating activities	營運所得(所用)現金及經營活動所得(所用)現金淨額	717	(25,357)
FINANCING ACTIVITIES	融資活動		
Repayment to loan from a shareholder	償還一名股東貸款	26	(23,697)
Net cash from (used in) financing activities	融資活動所得(所用)現金淨額	(548)	(23,697)
Net increase (decrease) in cash and cash equivalents	現金及等同現金項目之增加(減少)淨額	169	(49,054)
Cash and cash equivalents at beginning of the year	年初之現金及等同現金項目	430	49,484
Cash and cash equivalents at end of the year, represented by bank balances and cash	年終之現金及等同現金項目，即銀行結餘及現金	599	430

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

I. GENERAL INFORMATION

IDT International Limited (the “Company”, together with its subsidiaries are collectively referred to as the “Group”) was incorporated in Bermuda as an exempted company with limited liability. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The addresses of the registered office and principal place of business of the Company is located at Unit 612, 6/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong.

The Company acts as an investment holding company while its subsidiaries are principally engaged in the design, development, manufacture, sales and marketing of various electronic products.

On 19 March 2024, the Company received a statutory demand (the “Statutory Demand”) dated 19 March 2024 from a creditor, demanding the Company to pay an amount of HK\$15,000,000 within 3 weeks from the date of service of the Statutory Demand, failing which the creditor may present a winding-up petition against the Company. The management of the Group had been working closely with professional advisors in formulating a restructuring plan to address the overall indebtedness of the Company.

On 27 May 2024, the Company has filed an ex parte originating summons with the High Court of the Hong Kong Special Administrative Region for the hearing on 13 September 2024 of an application by the Company for an order to convene meeting of the creditors of the Company to consider and, if thought fit, approve, with or without modification, a scheme of arrangement proposed by the Company, pursuant to section 670 of the Hong Kong Companies Ordinance (Cap. 622).

Up to the date of approval of the consolidated financial statements, the Company is still in negotiation with the creditors of the Company for the details and terms of the restructuring plan.

I. 一般資料

萬威國際有限公司(「本公司」，連同其附屬公司統稱「本集團」)乃於百慕達註冊成立之獲豁免有限公司，其股份在香港聯合交易所有限公司(「聯交所」)主板上市。本公司註冊辦事處及主要營業地點位於香港中環夏慤道12號美國銀行中心6樓612室。

本公司乃一間投資控股公司。各附屬公司之主要業務為設計、開發、製造、銷售及推廣多種電子產品。

於二零二四年三月十九日，本公司接獲一份由一名債權人發出的日期為二零二四年三月十九日的法定要求償債書(「法定要求償債書」)，要求本公司於送達法定要求償債書之日起三星期內支付港幣15,000,000元，否則債權人可針對本公司提出清盤呈請。本集團管理層一直與專業顧問密切合作制定重組計劃，以解決本公司整體債務問題。

於二零二四年五月二十七日，本公司已根據香港《公司條例》(第622章)第670條向香港特別行政區高等法院提交單方原訴傳票，以於二零二四年九月十三日就本公司申請要求召開本公司債權人大會藉以考慮及酌情批准(不論是否經修訂)本公司提呈的安排計劃展開聆訊。

直至綜合財務報表獲批准日期，本公司仍與本公司債權人就重組計劃的詳情及條款進行磋商。

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 PRESENTATION

Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA"), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. The consolidated financial statements also comply with the applicable disclosure requirements under the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

The consolidated financial statements are presented in Hong Kong dollars ("HK\$") which is the same as the functional currency of the Company. All amounts have been rounded to the nearest thousand.

The consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2022 consolidated financial statements except for the adoption of the new/revised HKFRSs that are relevant to the Group and effective from the current year as set out in note 3 to the consolidated financial statements.

A summary of the principal accounting policies adopted by the Group is set out in note 4 to the consolidated financial statements.

2. 呈列基準

編製基準

綜合財務報表已根據香港會計師公會（「香港會計師公會」）頒佈之香港財務報告準則（「香港財務報告準則」，包括所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋）、香港公認會計原則及香港《公司條例》之披露規定編製。綜合財務報表亦遵守聯交所證券上市規則（「上市規則」）之適用披露規定。

綜合財務報表以本公司之功能貨幣港幣（「港幣」）呈列。所有金額均已四捨五入至最接近的千位數。

綜合財務報表以與二零二二年綜合財務報表所採用之會計政策一致基準編製，惟採用綜合財務報表附註3所載列對本集團相關且於本年度起生效之新訂／經修訂香港財務報告準則除外。

本集團採納的主要會計政策概要載於綜合財務報表附註4。

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 PRESENTATION (continued)

Going concern

In preparing the consolidated financial statements, the directors of the Company have given careful consideration to the future liquidity of the Group in light of the fact that the Group's current liabilities exceeded its current assets by approximately HK\$340,916,000 at 31 December 2023, the Group's total liabilities exceeded its total assets by approximately HK\$340,916,000 as of that date, and that the Group incurred a loss of approximately HK\$14,158,000 for the year then ended. As of 31 December 2023 and up to the date of approval of the consolidated financial statements, the Group is subjected to a number of legal proceedings and the Group is yet to settle majority of those outstanding legal proceedings due to lack of sufficient funds which are set out in note 28 to the consolidated financial statements. Furthermore, the Group's bank balances and cash maintained at a low level of approximately HK\$599,000 as of 31 December 2023.

The above events and conditions indicate that the existence of a material uncertainty that may cast significant doubt on the Group's ability to continue as a going concern, and, therefore, that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

2. 呈列基準(續)

持續經營

鑒於於二零二三年十二月三十一日，本集團的流動負債超出其流動資產約港幣340,916,000元，截至該日本集團的總負債超出總資產約港幣340,916,000元及本集團截至該日止年度產生虧損約港幣14,158,000元，故在擬備綜合財務報表時，本公司董事已仔細考慮本集團未來的流動資金。於二零二三年十二月三十一日及直至綜合財務報表獲批准日期，本集團涉及若干法律訴訟且本集團因缺乏足夠資金而尚未解決大部分該等未完結的法律訴訟，詳情載於綜合財務報表附註28。此外，本集團於二零二三年十二月三十一日之銀行結餘及現金維持於較低水平，約為港幣599,000元。

上述事件及情況顯示存在重大不明朗因素，可能會對本集團持續經營的能力構成重大疑問，因此，本集團可能無法在正常業務過程中變現資產及清償負債。

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 PRESENTATION (continued)

Going concern (continued)

In view of the above circumstances, the management of the Group has given careful consideration to the future liquidity and performance of the Group, the available sources of financing and have considered the Group's cash flow projection that covered a period of not less than twelve months from 31 December 2023 and up to the date of approval of the consolidated financial statements to assess whether the Group will have sufficient financial resources to continue as a going concern. Certain plans and measures have been taken to mitigate the liquidity position and to improve the Group's financial position which include, but are not limited to the followings:

1. the Group has identified potential investor(s) to provide continuous financial support to the Group as is necessary to enable the Group to meet its day-to-day operations and its financial obligations as they fall due;
2. after the transfer of the loan from China Huaneng Foundation Construction Investment Limited ("Huaneng") to Party A (as defined and disclosed in Note 32(b) to the consolidated financial statements), Party A has undertaken that the repayment of the loan from other creditors to the Group of approximately HK\$196,398,000 at 31 December 2023 will be restructured and any remaining outstanding amount as a result of the restructuring will not be requested within twelve months from the date of approval of the consolidated financial statements, unless the Group has obtained funding from other sources and is in a position to meet all repayment obligations at that time;
3. the Group is implementing measures to tighten cost controls over various operating expenses and to identify and secure new business opportunity in order to enhance its profitability and to improve the cash flow from its operation in future;

2. 呈列基準(續)

持續經營(續)

鑒於上述情況，本集團管理層已審慎考慮本集團之未來流動資金及表現、可用融資來源，並已考慮本集團自二零二三年十二月三十一日起及直至綜合財務報表獲批准日期止不少於十二個月期間的現金流量預測，以評估本集團是否將有足夠財務資源持續經營。本集團已採取若干計劃及措施以緩解流動資金狀況並改善本集團之財務狀況，包括但不限於以下各項：

1. 本集團已識別潛在投資者，於必要時為本集團提供持續財務支持，以確保本集團能夠進行日常營運及履行到期的財務責任；
2. 於中國華能基礎建設投資有限公司(「華能」)將貸款轉讓予訂約方A(如綜合財務報表附註32(b)所界定及披露)後，訂約方A已承諾將會重組於二零二三年十二月三十一日其他債權人向本集團償還之貸款約港幣196,398,000元，且自綜合財務報表獲批准日期起十二個月內不會要求償還任何因重組而產生的餘下未償還金額，除非本集團已從其他來源獲取資金，並於當時處於可履行一切還款責任的狀況；
3. 本集團正實施措施收緊對若干經營開支的成本控制，識別並爭取新商業契機，以提升盈利能力及改善未來經營所得現金流量；

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 PRESENTATION (continued)

Going concern (continued)

4. the Group continues to negotiate/seek opportunities with the financial institutions for the renewal of existing/inception of the new financing arrangement to meet the Group's working capital and financial requirements in the future;
5. the Group is negotiating with different creditors to restructure/reach a settlement plan for the existing liabilities;
6. the Group is actively exploring the availability of alternative source of financing including but not limited to seeking new investment and business opportunities to strengthen the capital bases of the Company; and
7. the Group is continuously expanding its product portfolio to meet new customer demands and enhance the Group's market competitiveness. In December 2023, the Group has launched its own online retail platform and established two online stores on foreign platforms.

Based on the latest information available, the directors of the Company are of the opinion that it is appropriate to prepare the consolidation financial statements on a going concern basis.

Notwithstanding the above, significant uncertainty exists as to whether the management of the Group will be able to implement the abovementioned plans and measures. Whether the Group will be able to continue as a going concern will depend upon the Group's ability to implement any liabilities restructuring plan, obtain adequate extra financing and/or generate sufficient cash flows from operation.

Should the above measures not be able to implement successfully, the Group may not have sufficient funds to operate as a going concern, in which case, adjustments might have to be made to the carrying values of the Company's assets to their recoverable amounts, to reclassify the non-current assets as current assets, and to provide for any further liabilities which might arise. The effect of these adjustments has not been reflected in the consolidated financial statements.

2. 呈列基準(續)

持續經營(續)

4. 本集團繼續與該金融機構磋商／尋求機會續新現有／開始新的融資安排以滿足本集團日後營運資金及財務需求；
5. 本集團正與不同債權人磋商重組／就現有負債達成結算方案；
6. 本集團正積極探討其他融資來源，包括但不限於尋求新投資及商業契機以加強本公司之資本基礎；及
7. 本集團正不斷擴展其產品組合，以滿足新的客戶需求並提升本集團的市場競爭力。於二零二三年十二月，本集團推出了自家線上零售平台，並在境外平台上建立了兩家網店。

根據最新可得資料，本公司董事認為，按持續經營基準編製綜合財務報表屬適當。

儘管以上所述，本集團管理層是否有能力實施上述計劃及措施存在重大不確定性。本集團是否能夠繼續持續經營將取決於本集團實施任何負債重組計劃、獲得足夠額外融資及／或從經營中產生充足現金流量的能力。

倘上述措施無法成功實施，則本集團可能沒有足夠的資金持續經營，在該情況下，可能須將本公司資產之賬面值調整至可收回金額，將非流動資產重新分類為流動資產，以及就可能產生之任何額外負債計提撥備。該等調整的影響並未反映在綜合財務報表中。

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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

3. APPLICATION OF NEW/REVISED HKFRSs

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

Amendments to HKAS 1	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

Amendments to HKAS 1: Disclosure of Accounting Policies

The amendments require companies to disclose their material accounting policy information rather than their significant accounting policies.

The amendments have no effect on the measurement, recognition or presentation of any items in the consolidated financial statements. The management of the Group has reviewed the disclosure of accounting policy information and considered it is consistent with the amendments.

Amendments to HKAS 8: Definition of Accounting Estimates

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

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

3. 新訂／經修訂香港財務報告準則之應用

本集團已首次應用以下適用於本集團的新訂／經修訂香港財務報告準則：

香港會計準則第1號	會計政策披露
(修訂本)	
香港會計準則第8號	會計估計的定義
(修訂本)	
香港會計準則第12號	與一項單一交易
(修訂本)	產生之資產及
	負債有關之
	遞延稅項

香港會計準則第1號(修訂本)：會計政策披露

該等修訂本要求公司披露其重要會計政策資料，而非其重大會計政策。

該等修訂本對綜合財務報表中任何項目的計量、確認或列報均無影響。本集團管理層已審查會計政策資料的披露並認為其與該等修訂本一致。

香港會計準則第8號(修訂本)：會計估計的定義

該等修訂本澄清公司應如何區分會計政策變動及會計估計變動。

採用該等修訂本並不會對綜合財務報表產生任何重大影響。

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. APPLICATION OF NEW/REVISED HKFRSs (continued)

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

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

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

Future changes in HKFRSs

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

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current ¹
Amendments to HKAS 1 Amendments to HK Interpretation 5	Non-current Liabilities with Covenants ¹ Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ¹
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback ¹
Amendments to HKAS 21 Amendments to HKFRS 9 and HKFRS 7	Lack of Exchangeability ² Amendments to the Classification and Measurement of Financial Instruments ³
HKFRS 18 HKFRS 19	Presentation and Disclosure in Financial Statements ⁴ Subsidiaries without Public Accountability: Disclosures ⁴
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁵

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

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

³ Effective for annual periods beginning on or after 1 January 2026

⁴ Effective for annual periods beginning on or after 1 January 2027

⁵ The effective date to be determined

The directors of the Company do not anticipate that the adoption of the new/revised HKFRSs in future periods will have any material impact on the results and financial position of the Group.

3. 新訂／經修訂香港財務報告準則之應用(續)

香港會計準則第12號(修訂本)：與一項單一交易產生之資產及負債有關之遞延稅項

該等修訂本縮窄了香港會計準則第12號第15段及第24段中的確認豁免範圍，使其不再適用於在確認時產生等額應課稅及可扣稅暫時差額的交易。

採用該等修訂本並不會對綜合財務報表產生任何重大影響。

香港財務報告準則之未來變動

於綜合財務報表獲授權日期，本集團並無提早採納香港會計師公會已頒佈但於本年度尚未生效之下列新訂／經修訂香港財務報告準則。

香港會計準則第1號(修訂本)	將負債分類為流動或非流動 ¹
香港會計準則第1號(修訂本) 香港詮釋第5號(修訂本)	附帶契諾的非流動負債 ¹ 財務報表的呈列 – 借款人對包含按按要求償還條款的定期貸款的分類
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ¹
香港財務報告準則第16號(修訂本)	售後租回中的租賃負債 ¹
香港會計準則第21號(修訂本) 香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	缺乏可兌換性 ² 對金融工具分類及計量的修訂 ³
香港財務報告準則第18號 香港財務報告準則第19號	財務報表的呈列及披露 ⁴ 無公眾責任性的附屬公司：披露 ⁴
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間之資產出售或投入 ⁵

¹ 於二零二四年一月一日或之後開始之年度期間生效

² 於二零二五年一月一日或之後開始之年度期間生效

³ 於二零二六年一月一日或之後開始之年度期間生效

⁴ 於二零二七年一月一日或之後開始之年度期間生效

⁵ 生效日期尚待釐定

本公司董事預期日後採用該等新訂／經修訂香港財務報告準則並不會對本集團之業績及財務狀況造成任何重大影響。

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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

4. PRINCIPAL ACCOUNTING POLICIES

Basis of measurement

The measurement basis used in the preparation of the consolidated financial statements is historical cost.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

In the Company's statement of financial position as set out in note 31 to the consolidated financial statements, an investment in subsidiary is stated at cost less impairment loss. The carrying amount of the investment is reduced to its recoverable amount on an individual basis, if it is higher than the recoverable amount. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of subsidiaries acquired or disposed of during the period are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

4. 主要會計政策

計量基準

編製本綜合財務報表所採用之計量基準為歷史成本。

綜合基準

本綜合財務報表包括本公司及本公司所控制的實體及其附屬公司的財務報表。當本公司具有以下能力，即具有控制權：

- 對投資對象行使權力；
- 從參與投資對象活動而面對或有權享有不同形式的回報；及
- 能夠運用其權力影響投資對象回報。

倘事實及情況反映上文所列三項控制因素其中一項或多項改變，則本集團會重估其是否對被投資者擁有控制權。

於載於綜合財務報表附註31之本公司財務狀況表，於附屬公司之投資按成本減減值虧損列賬。倘較可收回金額高，則按個別基準將有關投資之賬面值撇減至可收回金額。本公司按已收取及應收股息基準將附屬公司業績記賬。

當本集團取得附屬公司之控制權時，開始將該附屬公司綜合入賬；當本集團失去附屬公司之控制權時，則停止將該附屬公司綜合入賬。具體而言，於本期間購入或出售的附屬公司的收支已計入綜合損益及其他全面收益表。本集團取得控制權，直至本集團對該附屬公司之控制權終止當日為止。

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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

4. PRINCIPAL ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When 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.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in ownership interest

Changes in the Group's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

4. 主要會計政策(續)

綜合基準(續)

損益及各其他全面收入項目歸屬予本公司擁有人及非控股權益。附屬公司全面收入總額歸屬予本公司擁有人及非控股權益，即使其導致非控股權益出現虧絀。

本集團於需要時會對附屬公司的財務報表作出調整，使其會計政策與本集團會計政策相符。

本集團內公司間一切交易結餘、收入及支出均於綜合賬目時悉數對銷。

於附屬公司的非控股權益與本集團於其中所佔的股權分開呈列，後者指於清盤時持有人可按比例獲得的相關附屬公司淨資產份額的現時所有權權益。

所有權權益變動

並無導致本集團失去對附屬公司之控制權的所有權權益變動，乃按權益交易入賬。控股與非控股權益的賬面金額會作出調整，以反映彼等於附屬公司相關權益的變動。非控股權益的調整金額與已付或已收代價公平值兩者間的任何差額，直接於權益確認並歸屬於本公司擁有人。

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綜合財務報表附註

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Basis of consolidation (continued)

Changes in ownership interest (continued)

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

Goodwill

Goodwill arising on an acquisition of a business is carried at cost less any accumulated impairment losses, if any, and is presented separately in the consolidated statement of financial position.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or groups of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or groups of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to that unit and then to the other assets of the unit on a pro-rata basis based on the carrying amount of each asset in the unit (or groups of cash-generating units).

4. 主要會計政策(續)

綜合基準(續)

所有權權益變動(續)

當本集團失去對附屬公司之控制權時，出售之溢利或虧損按(i)失去控制權當日釐定之已收代價公平值及任何保留權益公平值總額，及(ii)失去控制權當日資產(包括商譽)的賬面值及附屬公司的負債及任何非控股權益之間的差額計算。先前就已出售附屬公司於其他全面收入確認之金額，會按猶如母公司已直接出售相關資產或負債之所需相同基準入賬。自失去控制權當日起，於前附屬公司保留之任何投資及該前附屬公司所結欠或應收之任何金額，乃按金融資產、聯營公司、合營企業或其他(如適用)入賬。

商譽

因收購業務產生之商譽按成本減除任何累積減值虧損(如有)，並於綜合財務狀況表中另行列賬。

為了減值測試的目的，商譽乃被分配到預期可受惠於收購協同效應之各有關本集團的創現單位(或創現單位之組別)，即監察商譽作內部管理目的之最低水平且不大於經營分部。

已獲分配商譽之創現單位(或創現單位之組別)會每年或凡有跡象顯示單位可能出現減值時會更頻繁地進行減值測試。就於報告期間內收購產生之商譽而言，所獲分配商譽之創現單位(或創現單位之組別)於報告期間結束前進行減值測試。當創現單位的可收回金額少於其賬面值，減值虧損會首先分配以削減任何分配至該單位的商譽的賬面值，然後按該單位(或創現單位之組別)內其他資產賬面值比例削減該單位其他資產的賬面值。

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For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

4. PRINCIPAL ACCOUNTING POLICIES (continued)

Property, plant and equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

4. 主要會計政策(續)

物業、機器及設備

持有以用作貨品生產或供應或服務或行政用途的物業、機器及設備，乃按成本值減除其後累積折舊以及累積減值虧損(如有)於綜合財務狀況表列賬。

物業、機器及設備均以直線法，按估計可用年期減去剩餘值計提折舊撥備，以攤銷成本。估計可使用年期、剩餘值及折舊方法乃於各報告期末予以檢討，而任何估計變動的影響均以前瞻性為基礎入賬。

物業、機器及設備之項目於出售時或當預期持續使用該資產不再帶來未來經濟利益時終止確認。因物業、機器及設備出售或報廢而產生之任何收益或虧損(按出售所得款項淨額與資產賬面值之差額計算)乃列入損益。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Investment properties

Investment properties are properties that are held by lessee, to earn rental income. Investment properties include leased properties which are being recognised as right-of-use assets upon application of HKFRS 16 and sub-leased by the Group under operating leases.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over shorter of the lease term and the estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

If an investment property becomes a right-of-use asset because its use has changed as evidenced by the commencement of owner-occupation, the carrying amount of the property at the date of transfer is transferred to the right-of-use asset.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits were expected from its disposal. A leased property which was recognised as a right-of-use asset upon application of HKFRS 16 is derecognised if the Group as an intermediate lessor classified the sublease as a finance lease. 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 profit or loss in the period in which the property is derecognised.

4. 主要會計政策(續)

投資物業

投資物業指為賺取租金收入而由承租人持有之物業。投資物業包括租賃物業，其於應用香港財務報告準則第16號時確認為使用權資產並由本集團根據經營租賃進行分租。

投資物業初步按成本(包括任何直接應佔開支)計量。初步確認後，投資物業以成本減其後累計折舊及任何累計減值虧損列賬。確認折舊時，採用直線法將投資物業的成本按較短的租期及估計可使用年期及考慮其估計剩餘價值後撇銷。

倘投資物業因其使用用途發生改變而變為使用權資產(自擁有人佔用開始時)，則該物業在轉讓之日的賬面值將轉移至使用權資產。

投資物業於出售或當投資物業永久不再使用並預期其出售不會帶來未來經濟利益時終止確認。倘本集團作為中介出租人將分租分類為融資租賃，則於應用香港財務報告準則第16號後確認為使用權資產的租賃物業將終止確認。物業終止確認時產生的任何收益或虧損(按出售所得款項淨額與資產賬面值之間的差額計算)，乃計入該物業終止確認期間內的損益。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Intangible assets

Research and development costs

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Costs incurred on development activities, which involve the application of research findings to a plan or design for the production of new or substantially improved products and processes, are capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete the development. The expenditure capitalised will be the outsourcing costs. Other development expenditure is recognised in profit or loss as an expense as incurred. When the asset is available for use, the capitalised development costs are amortised on a straight-line basis over their estimated useful lives.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instruments. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables without a significant financing component arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss (the "FVTPL")) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

4. 主要會計政策(續)

無形資產

研究及開發成本

研究活動的支出於產生期間確認為開支。涉及將研究結果應用於計劃或設計生產新的或大幅改善的產品及程序之開發活動所產生成本在有關產品或程序技術上及商業上可行且本集團有足夠資源完成開發的情況下資本化。資本化支出將為外判成本。其他開發支出於損益確認為已產生開支。當資產可供使用時，資本化開發成本以直線法按估計可使用年期攤銷。

金融工具

倘集團實體成為該工具合約條文之訂約方，應確認金融資產及金融負債。所有以常規方式購入或出售金融資產乃按交易日期基準確認及終止確認。以常規方式購入或出售指須於市場規定或慣例所訂時限內交付資產的金融資產購入或出售。

金融資產及金融負債初步按公平值計量，惟源於客戶合約沒有重大融資成分的應收賬款按香港財務報告準則第15號初步計量。收購或發行金融資產及金融負債(除按公平值計入損益(「按公平值計入損益」)的金融資產或金融負債)直接應佔之交易成本乃於初步確認時加入金融資產或金融負債之公平值或自其中扣除(如適用)。收購按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

In addition, the Group may irrevocably designate a financial asset that are required to be measured at the amortised cost as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. 主要會計政策(續)

金融工具(續)

實際利率法是計算金融資產或金融負債之攤銷成本，以及在攤分有關期間利息收入及利息支出的方法。該實際利率為將金融資產或金融負債於預計年期或較短期間內(如適用)的預計未來現金收入及付款(包括構成實際利率之所有已付或已收取之費用或點數、交易成本及其他溢價或折扣)準確折現至於初次確認時之賬面淨值之利率。

金融資產

金融資產的分類及其後計量

金融資產之分類及其後計量符合以下條件的金融資產於其後按攤銷成本計量：

- 該金融資產以收取合約現金流量為目的之商業模式下持有；及
- 合約條款令特定日期產生之現金流量謹為支付本金及未償還本金之利息。

此外，本集團可不可撤回地指定一項須按攤銷成本計量的金融資產按公平值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Classification and subsequent measurement of financial assets (continued)

Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below).

For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses (“ECL”) on financial assets which are subject to impairment under HKFRS 9 (including trade and other receivables, finance lease receivables and bank balances and cash). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

攤銷成本及利息收入

利息收入就其後按攤銷成本計量的金融資產以實際利率法確認。利息收入透過將實際利率應用於金融資產總賬面值計算，惟其後已變為信貸減值的金融資產則除外(見下文)。

就其後已變為信貸減值的金融資產而言，利息收入透過將實際利率應用於自下個報告期起計的金融資產攤銷成本確認。倘信貸減值金融工具的信貸風險升高，以使金融資產不再維持信貸減值，則利息收入在釐定資產不再維持信貸減值後，透過將實際利率應用於自報告期開始時起計的金融資產總賬面值確認。

金融資產之減值

本集團就根據香港財務報告準則第9號須予減值的金融資產(包括應收賬款及其他應收款項、融資租賃應收款項及銀行結餘及現金)的預期信貸虧損(「預期信貸虧損」)確認虧損撥備。預期信貸虧損金額於各報告日期更新，以反映自初步確認以來信貸風險的變化。

全期預期信貸虧損指相關工具的預計年期內所有可能的違約事件將產生的預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致的部分全期預期信貸虧損。評估乃根據本集團過往信貸虧損經驗進行，並就債務人特有的因素、一般經濟狀況以及對報告日期的當前狀況及未來狀況預測的評估作出調整。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

The Group always recognises lifetime ECL for trade receivables without significant financing component. The ECL on these assets is assessed collectively using a provision matrix with appropriate groupings.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition.

In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

本集團始終就沒有重大融資成分的應收賬款確認全期預期信貸虧損。該等資產的預期信貸虧損乃採用具合適組別的撥備矩陣進行集體評估。

對於所有其他工具，本集團計量等於12個月預期信貸虧損的虧損撥備，除非自初步確認以來信貸風險大幅增加，則本集團確認全期預期信貸虧損。評估是否應確認全期預期信貸虧損乃基於自初步確認以來發生違約的可能性或風險是否大幅增加。

(i) 信貸風險大幅增加

於評估自初步確認以來信貸風險是否大幅增加時，本集團將金融工具於報告日期發生的違約風險與該金融工具於初步確認日期發生的違約風險進行比較。

進行此評估時，本集團會考慮合理且有理據的定量及定性數據，包括過往經驗及無需付出不必要的成本或努力而可獲得的前瞻性資料。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(i) Significant increase in credit risk (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor; and
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(i) 信貸風險大幅增加(續)

特別是，在評估信貸風險是否大幅增加時會考慮以下數據：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外界市場指標的重大惡化，例如債務人的信貸息差、信貸違約掉期價大幅增加；
- 預計將導致債務人償還其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；及
- 導致債務人償還其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

不論上述評估的結果如何，本集團認為，倘合約付款逾期超過30天，則自初步確認以來信貸風險已大幅增加，除非本集團有合理且有理據的資料可予證明。

本集團定期監控用以識別信貸風險有否大幅增加的標準之有效性，並修訂有關標準(如適用)以確保其能夠在金額逾期前識別信貸風險大幅增加。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for that financial asset because of financial difficulties.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或得自外界來源的數據顯示債務人不大可能悉數向債權人(包括本集團)還款(未計及本集團所持任何抵押品)時發生。

無論上述情形如何，本集團認為，倘金融資產逾期超過90天，則已發生違約事件，除非本集團有合理且有理據的數據顯示更寬鬆的違約標準更為合適。

(iii) 信貸減值金融資產

倘發生一項或多項對金融資產估計未來現金流量有不利影響的違約事件，金融資產出現信貸減值。金融資產信貸減值的證據包括有關下列事件的可觀察數據：

- 發行人或借款人出現嚴重財務困難；
- 違反合約，如違約或逾期事件；
- 借款人的放款人因與借款人出現財務困難有關的經濟或合約理由而給予借款人在一般情況下放款人不予考慮的優惠條件；
- 借款人可能破產或進行其他財務重組；或
- 該金融資產的活躍市場因財務困難而消失。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over three years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(iv) 撇銷政策

倘有數據顯示交易對手處於嚴重財務困難時，且並無實際收回可能(例如交易對手已被清盤或已進入破產程序)，或就應收賬款而言，有關金額逾期超過三年(以較早發生者為準)，本集團會撇銷金融資產。在考慮法律意見(如適當)後，已撇銷的金融資產仍可根據本集團的收回程序實施強制執行。撇銷構成終止確認事件。其後收回的任何資產會於損益內確認。

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約損失率(即倘發生違約的損失程度)及違約風險之函數。違約概率及違約損失率之評估乃基於經前瞻性數據調整之歷史數據作出。預期信貸虧損的估計乃無偏概率加權平均金額，以各自發生違約的風險為權重釐定。

一般而言，預期信貸虧損乃根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額，並按初步確認時釐定之實際利率貼現。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial assets (continued)

Impairment of financial assets (continued)

(v) Measurement and recognition of ECL (continued)

Where ECL is measured on a collective basis or cater for cases where evidence at the individual instrument level may not yet be available, the financial instruments are grouped on the following basis:

- nature of financial instruments (i.e. the Group's trade and other receivables are each assessed as a separate group);
- past-due status;
- nature, size and industry of debtors; and
- external credit ratings where available.

The grouping is regularly reviewed by the management of the Group to ensure the constituents of each group continue to share similar credit risk characteristics.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables and other receivables where the corresponding adjustment is recognised through a loss allowance account.

4. 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產之減值(續)

(v) 預期信貸虧損之計量及確認(續)

倘預期信貸虧損按集體基準計量或迎合個別工具水平證據未必存在的情況，則金融工具按以下基準歸類：

- 金融工具性質(即本集團貿易及其他應收款項各自評為獨立組別)；
- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類工作經本集團管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

本集團透過調整賬面值於損益確認所有金融工具的減值收益或虧損，惟應收賬款及其他應收款項除外，其相關調整乃透過虧損撥備賬予以確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilities and equity instruments

Debt and equity instruments issued by a group entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the group entities are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities including trade and other payables, borrowings and loan from a shareholder are subsequently measured at amortised cost, using the effective interest method.

Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and, if applicable, any cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

4. 主要會計政策(續)

金融工具(續)

金融負債及股本工具

集團實體發行之債務及股本工具乃根據合同安排的內容，以及金融負債及股本工具之定義分類為金融負債或股本工具。

股本工具

股本工具乃代表本集團於扣減所有負債後之資產中擁有剩餘權益的任何合同。集團實體發行之股本工具乃按已收所得款項扣除直接發行成本記賬。

金融負債

金融負債(包括應付賬款及其他應付款項、借款以及股東貸款)乃隨後採用實際利率法按攤銷後成本計量。

終止確認

本集團僅當從資產收取現金流量之合約權利已到期或把金融資產轉讓，並實質上將其於資產擁有權之絕大部份風險及回報轉至另一實體時，才終止確認金融資產。

於終止確認金融資產時，該項資產賬面值，與已收及應收代價及(如適用)已於其他全面收益確認及累積於權益中之任何累計收益或虧損之總數間的差額會直接於損益確認。

本集團僅會在訂明責任解除、注銷或屆滿時，終止確認金融負債。終止確認之金融負債的賬面值與已付或應付代價之間的差額於損益確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Cash equivalents

For the purpose of the consolidated statement of cash flows, cash equivalents represent short-term highly liquid investments which are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, net of bank overdrafts (if any).

Revenue from contracts with customers

Under HKFRS 15, the Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

The Group recognised revenue at a point in time when the control of the goods is transferred.

4. 主要會計政策(續)

等同現金項目

就綜合現金流量表而言，等同現金項目包括可隨時轉換為已知數額現金且價值變動風險極微之短期高流動性投資，扣除銀行透支(如有)。

客戶合約收益

根據香港財務報告準則第15號，當(或於)本集團於完成履約責任時(即於特定履約責任相關的貨品或服務之「控制權」已轉移至客戶時)確認收益。

履約責任指一項明確貨品或服務(或一組貨品或服務)或一系列大致相同的明確貨品或服務。

倘符合下列其中一項標準，而控制權隨時間轉移，收益會參考相關履約責任的已完成進度隨時間確認：

- 客戶於本集團履約時同時收取及消耗本集團履約所提供的利益；
- 本集團履約產生及提升於本集團履約時由客戶控制的資產；或
- 本集團履約並無產生對本集團有替代用途的資產，且本集團有強制執行權收取至今以履約的部分款項。

否則，收益於客戶獲得明確的貨品或服務的控制權時確認。

本集團於貨品的控制權獲轉讓時確認收益。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Contract assets

If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, the contract is presented as a contract asset, excluding any amounts presented as a receivable. A receivable is the Group's right to consideration that is unconditional or only the passage of time is required before payment of that consideration is due.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. 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 retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rate prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributable to non-controlling interests as appropriate).

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 translation reserve.

4. 主要會計政策(續)

合約資產

倘本集團於客戶支付代價或付款到期前將貨品或服務轉讓予客戶，則合約呈列為合約資產，惟不包括呈列為應收款項的任何款項。應收款項指本集團擁有無條件收取代價的權利，或代價到期付款前僅需時間推移。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行的交易均按交易日期所適用匯率換算為功能貨幣記賬。於各報告期末，以外幣定值之貨幣項目均按報告期末所適用匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額均於產生期間在損益內確認。

就呈列綜合財務報表而言，本集團海外經營業務之資產及負債乃按各報告期末所適用匯率換算為本公司之列賬貨幣(即港幣)，其收支項目乃按該期間之平均匯率換算，惟在該期間的匯率大幅波動的情形下，則按交易當日的現行匯率換算。所產生之匯兌差額(如有)乃確認於其他全面收益及累計至貨幣換算儲備(屬於非控股權益(如適用))標題下之權益。

收購境外業務時產生獲收購及識別資產之商譽及公平值調整按該境外業務的資產及負債處理，並按報告期末當行匯率換算。所產生匯兌差額確認於貨幣換算儲備。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost, which comprises all costs of purchase and, where applicable, cost of conversion and other costs that have been incurred in bringing the inventories to their present location and condition, is calculated using the weighted average cost 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.

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

Impairment of tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount of tangible assets are estimated individually, or when it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

4. 主要會計政策(續)

存貨

存貨按成本與可變現淨值之間較低者列賬。成本包括所有購買成本及(如適用)轉換成本及使存貨達致當前位置及狀況所產生的其他成本，並以加權平均成本法計算。可變現淨值即業務日常運作中估計售價減去估計完工成本及估計銷售所需成本。

存貨售出時，該等存貨之賬面值於確認相關收益同期間確認為開支。任何存貨撇減至可變現淨值的金額及所有存貨虧損於發生撇減或虧損期間確認為開支。任何撥回存貨撇減於發生撥回同期間確認為扣減確認為開支之存貨金額。

有形資產減值

於報告期末，本集團審閱其擁有的有形資產之賬面值，以確定是否有任可跡象顯示該等資產蒙受減值虧損。如出現任何有關跡象，則會估計相關資產之可收回金額，以決定減值虧損(如有)之程度。

有形資產的可收回金額個別估計。倘若不大可能個別估計資產的可收回金額，則本集團估計資產所屬創現單位的可收回金額。如分配的合理及一致基準可予識別，則公司資產亦被分配至個別創現單位，或於其他情況下彼等被分配至創現單位的最小組合，而該創現單位的合理及一致分配基準可予識別。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Impairment of tangible assets (continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro-rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so 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 (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

4. 主要會計政策(續)

有形資產減值(續)

可收回金額為公平值減去銷售所需成本及可使用價值之較高者。於評估可使用價值時，將日後現金流之估值以一個能反映現時市場評估金錢時間價值及該資產(或創現單位)之特有風險(而該風險並未在日後現金流之估值中作調整)的稅前折扣率折現至其現值。

倘一項資產(或創現單位)之可收回金額估計少於其賬面值，則該項資產(或創現單位)之賬面值將撇減至其可收回金額。於分配減值虧損時，減值虧損將首先分配至削減任何商譽之賬面值(如適用)，其後以該單位各項資產之賬面值為基準按比例分配到其他資產。資產賬面值不會降至低於其公平值減去出售成本(倘可計算)、其使用價值(倘可確定)及零之最高者。分配至資產的減值虧損數額則按單位的其他資產比例分配。減值虧損會實時於損益確認。

倘某項減值虧損其後撥回，則該項資產(或創現單位)之賬面值須增至其可回收金額經修訂後的估值，惟增加後之賬面值不得超過假設該項資產(或創現單位)於過往年度未有出現減值虧損所釐定的賬面值。減值虧損撥回即實時於損益確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Borrowing costs

Borrowing costs incurred, net of any investment income on the temporary investment of the specific borrowings, that are directly attributable to the acquisition, construction or production of qualifying assets, i.e. assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. Capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised as an expense in the period in which they are incurred.

Provisions and contingent liabilities

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

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

4. 主要會計政策(續)

借款成本

收購、建造或生產合資格資產(即需要一段頗長時間始能達至其擬定用途或出售的資產)應佔的所產生借款成本(扣除具體借款用作短暫投資賺取的任何投資收入),撥充為該等資產之部份成本。該等借款成本於有關資產大體上可作其擬定用途或出售時不再撥充作資本。所有其他借款成本於產生期間支銷。

撥備及或有負債

當本集團因過去的事件需承擔當前法律或推定責任,而很可能需要以代表經濟利益的資源流出抵償此等責任,且有關責任金額可予可靠估計時,則確認撥備。就已確認撥備之開支於產生有關開支期間自相關撥備扣除。撥備於各報告期末獲檢討,並予調整以反映目前最佳估計。如金錢的時間值構成重大影響,所計提撥備為抵償有關責任所需支付的費用現值。如本集團預期撥備會獲報銷,則僅在實質上確認報銷時將報銷確認為獨立資產。

倘不大可能需要經濟利益流出,或不能可靠估計有關金額,除非經濟利益流出可能性非常低,否則有關責任會披露為或然負債。有可能需承擔的責任(即一項或多項未來事件發生或不發生時方確立存有責任),除非經濟利益流出可能性非常低,否則亦會披露為或然負債。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases

The Group assesses whether a contract is, or contains, a lease at inception of the contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As lessee

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

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

The Group accounts for each lease component within a lease contract as a lease separately. The Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and, where applicable, the aggregate stand-alone price of the non-lease components.

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

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

4. 主要會計政策(續)

租賃

本集團於合約開始時評核合約是否屬於或包含租賃。倘合約賦予權利於一段時間內控制已識別資產的用途以換取代價，則該合約為租賃或包含租賃。

作為承租人

本集團對短期租賃及低價值資產租賃確認豁免。與該等租賃相關的租賃付款以直線法按租期確認為開支。

本集團已選擇不將非租賃成分與租賃成分分拆，而是將每項租賃成分與任何相關非租賃成分以單一租賃部分入賬。

本集團對租賃合約中每項租賃成分獨立記賬為租賃。本集團根據租賃成分之相對獨立價格及(如適用)非租賃成分之相對獨立價格總額將合約代價分配至各租賃成分。

不會產生獨立成分的本集團應付金額視作分配至合約獨立獲識別成分之代價總額一部分。

本集團於租賃開始時確認使用權資產及租賃負債。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

The right-of-use asset is initially measured at cost, which comprises:

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

Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and any accumulated impairment losses and adjusted for any remeasurement of the lease liability. Depreciation is provided on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If a property held by the Group as a right-of-use asset and occupied by the Group as an owner-occupied property becomes an investment property. The accounting policy for investment properties is stated in the earlier part of this note. The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. Right-of-use assets that meet the definition of investment property is presented within "Investment properties".

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

4. 主要會計政策(續)

租賃(續)

作為承租人(續)

使用權資產初步按成本計量，其包括：

- (a) 租賃負債之初步計量金額；
- (b) 於開始日期或之前作出之任何租賃付款，減任何已收租賃優惠；
- (c) 本集團產生之任何初步直接成本；及
- (d) 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃條款及條件所規定之狀況時估計所產生之成本(除非該等成本為生產存貨而產生)。

其後，使用權資產按成本計量，減任何累計折舊及任何累計減值虧損，並就租賃負債之任何重新計量作出調整。折舊以直線法按租期與資產之估計可使用年期之間較短者計提。

本集團持作使用權資產之物業及本集團佔用作為業主佔用物業之物業成為投資物業。投資物業的會計政策於本附註的較前部分進行了說明。本集團於綜合財務狀況表中將不符合投資物業定義之使用權資產呈列為單獨項目。符合投資物業定義的使用權資產於「投資物業」內呈列。

租賃負債初步按於合約開始日期未支付租賃付款現值計量。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

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

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

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

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

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

4. 主要會計政策(續)

租賃(續)

作為承租人(續)

計量租賃負債計及的租賃付款包括就開始日期未支付相關資產之使用權之下列款項：

- (a) 固定付款(包括實質固定付款)減任何應收租賃優惠；
- (b) 隨指數或利率浮動之可變租賃付款；
- (c) 根據殘餘值保證預期應付款項；
- (d) 購買權行使價(倘本集團合理確定會行使該選擇權)；及
- (e) 為終止租賃而支付之罰金(倘租賃條款反映正行使終止租賃之選擇權)。

租賃付款採用租賃隱含利率貼現或(倘不能容易釐定)承租人之遞增借款率。

其後，租賃負債之計量方法為增加賬面值以反映租賃負債之利息及扣減賬面值以反映所作租賃付款。

如租期變動或重新評核本集團是否合理確定行使購買權、續約權或終止權而產生租賃付款變動，則租賃負債採用經修訂貼現率重新計量。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

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

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

A lease modification is accounted for as a separate lease if:

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

4. 主要會計政策(續)

租賃(續)

作為承租人(續)

如殘餘值保證、實質固定付款或未來租賃付款因指數或利率變動(浮動息率除外)而出現變動,則租賃負債採用原有貼現率重新計量。如浮動息率變動導致未來租賃付款變動,則本集團採用經修訂貼現率重新計量租賃負債。

本集團將重新計量租賃負債金額確認為對使用權資產作出調整。倘使用權資產之賬面值減至零,且租賃負債計量進一步減少,則本集團將任何重新計量之剩餘金額確認為於損益。

在下列情況下,租賃修訂按獨立租賃記賬:

- (a) 修訂透過增加一項或以上相關資產之使用權增加租賃範圍;及
- (b) 租賃代價以增加範圍單獨價格相等金額及為反映具體合約情況之任何適當單獨價格調整的幅度增加。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessee (continued)

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

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

4. 主要會計政策(續)

租賃(續)

作為承租人(續)

如租賃修訂並非按獨立租賃記賬，則於租賃修訂生效日期，

- (a) 本集團按上述相對單獨價格基準分配經修訂合約的代價。
- (b) 本集團確定經修訂合約的租期。
- (c) 本集團透過採用經修訂貼現率按經修訂租期貼現經修訂租賃付款重新計量租賃負債。
- (d) 就減少租賃範圍之租賃修訂，本集團透過扣減使用權資產之賬面值以反映租賃部分或全面終止，並將任何與租賃部分或全面終止相關之收益或虧損確認於損益，將重新計量租賃負債記賬。
- (e) 就所有其他租賃修訂，本集團透過對使用權資產作相應調整將重新計量租賃負債記賬。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and sublease as two separate contracts. The sublease is classified as an operating lease if the head lease is a short-term lease to which the Group has applied the recognition exemption. Otherwise, the sublease is classified as a finance lease or an operating lease by reference to the right-of-use asset arising from the head lease.

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

4. 主要會計政策(續)

租賃(續)

作為出租人

本集團於租賃開始日期將每項租賃分類為融資租賃或經營租賃。倘租賃實際上將相關資產所有權附帶的所有風險及回報轉移，則獲分類為融資租賃。所有其他租賃獲分類為經營租賃。

如本集團為中間出租人，則將首租與分租記賬為兩項獨立合約。倘首租為本集團應用確認豁免之短期租賃，則分租獲分類為經營租賃。否則，分租經參考首租產生之使用權資產獲分類為融資租賃或經營租賃。

本集團對租賃合約中每項租賃成分記賬為與該合約之非租賃成分獨立之租賃。本集團按相對獨立價格基準將合約代價分配至各租賃成分。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessor (continued)

As lessor – finance lease

Amounts due from lessees under finance leases are recorded 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. The Group applies the derecognition and impairment requirements in HKFRS 9 to the net investment in the finance lease.

The Group accounts for a modification to a finance lease as a separate lease if both:

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

4. 主要會計政策(續)

租賃(續)

作為出租人(續)

作為出租人－融資租賃

根據融資租賃應收承租人之款項按本集團於有關租賃之投資淨額記賬為應收款項。融資租賃收入以反映本集團就租賃之投資淨額收取固定定期回報率分配至會計期間。本集團對融資租賃之投資淨額應用香港財務報告準則第9號之終止確認及減值規定。

在下列情況均出現時，本集團對融資租賃修訂記賬為獨立租賃：

- (a) 修訂透過增加一項或以上相關資產之使用權增加租賃範圍；及
- (b) 租賃代價以增加範圍單獨價格相等金額及為反映具體合約情況之任何適當單獨價格調整的幅度增加。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Leases (continued)

As lessor (continued)

As lessor – finance lease (continued)

For a modification to a finance lease that is not accounted for as a separate lease, the Group accounts for the modification as follows:

- (a) if the lease would have been classified as an operating lease had the modification been in effect at the inception date, the Group:
 - (i) accounts for the lease modification as a new lease from the effective date of the modification; and
 - (ii) measures the carrying amount of the underlying asset as the net investment in the lease immediately before the effective date of the lease modification.
- (b) otherwise, the Group applies the requirements of HKFRS 9.

As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

4. 主要會計政策(續)

租賃(續)

作為出租人(續)

作為出租人－融資租賃(續)

就並非記賬為獨立租賃之融資租賃修訂，本集團按以下方式將修訂記賬：

- (a) 倘修訂於開始日期已生效，租賃即會獲分類為經營租賃，則本集團：
 - (i) 自修訂生效日期將租賃修訂記賬為新訂租賃；及
 - (ii) 計量相關資產之賬面值，作為緊接租賃修訂日期前對租賃之投資淨額。
- (b) 否則，本集團應用香港財務報告準則第9號之規定。

作為出租人－經營租賃

本集團對經營租賃之應收款項應用香港財務報告準則第9號之終止確認及減值規定。

經營租賃修訂自修訂生效日期記賬為新訂租賃，並將與原有租賃相關之任何預付或應計租賃付款計作新訂租賃之部分租賃付款。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Employee benefits

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Retirement benefit costs

Payments to defined contribution retirement benefit plans, Mandatory Provident Fund Scheme and state-managed retirement benefits scheme (together referred to the "Retirement Schemes") are recognised as expenses when employees have rendered service entitling them to the contributions.

Termination benefits

Termination benefits are recognised when, and only when, the Group demonstrably commits itself to terminate employment or to provide benefits as a result of voluntary redundancy by having a detailed formal plan which is without realistic possibility of withdrawal.

4. 主要會計政策(續)

僱員福利

短期僱員福利

短期僱員福利乃按僱員提供服務時預期將予支付之未貼現福利金額確認。所有短期僱員福利均確認為開支，除非香港財務報告準則要求或允許將福利計入資產的成本。

僱員之應計福利(例如工資及薪金、年假及病假)乃於扣減任何已付金額後確認負債。

退休福利費用

向界定供款退休金計劃、強制性公積金計劃及國家管理退休福利計劃(統稱「退休計劃」)之供款乃當僱員提供相關可獲得該供款之服務時確認為支出。

終止福利

終止福利當且僅當本集團有詳細的正式計劃且並無撤回該計劃的實質可能性，並且明確表示會終止僱用或由於自願離職而提供福利時，方予確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from loss before taxation as reported in the consolidated statement of profit or loss and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary difference associated with investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

4. 主要會計政策(續)

稅項

所得稅開支指即期應付稅項及遞延稅項之總和。

即期應付稅項乃按本期應課稅溢利計算。應課稅溢利與綜合損益及其他全面收益表中所報的除稅前虧損不同，乃由於前者不包括其他年度之應課稅或可扣稅的收入或開支，並且不包括毋須課稅或不能扣稅之項目。本集團之即期稅項負債乃採用於報告期末已實施或實質上已實施之稅率計算。

遞延稅項乃按綜合財務報表內資產及負債賬面值與計算應課稅溢利所用相應稅基之差額而確認。遞延稅項負債一般會就所有應課稅暫時差額確認，而遞延稅項資產一般會就所有可扣稅暫時差額在很大機會出現應課稅溢利而可用以抵銷可扣減暫時差額時確認。倘暫時差額自不影響應課稅溢利或會計溢利之交易的資產及負債之初步確認(業務合併除外)而產生，則不會確認該等遞延稅項資產及負債。此外，若暫時差額是源自商譽之首次確認，則不確認遞延稅項負債。

遞延稅項負債就附屬公司的投資所產生之應課稅暫時差額確認入賬，惟本集團可控制暫時差額之撥回而暫時差額不大可能於可預見將來撥回則除外。與該等投資相關之可扣稅暫時差額所產生之遞延稅項資產僅於很大機會有足夠應課稅溢利可以使用暫時差額之利益且預計於可見將來可予撥回時確認。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Taxation (continued)

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Related parties

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

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of the holding company of the Group.

4. 主要會計政策(續)

稅項(續)

遞延稅項資產之賬面值於報告期末檢討，並於不大可能再有足夠應課稅溢利去扣減該項資產之全部或部分之情況作出調減。

遞延稅項資產及負債按預期於償還負債或資產變現期間適用之稅率計算，而有關稅率之基準為於報告期末已實施或實質上已實施之稅率(及稅法)。

遞延稅項負債及資產之計量反映本集團預期於報告期末收回或償還資產及負債賬面值所產生之稅務後果。

即期及遞延稅項於損益確認，惟當與其他全面收益或直接於權益確認之項目有關之情況下，即期及遞延稅項則同樣分別於其他全面收益或直接於權益中確認。

關聯方

關聯方為與本集團有關聯的人士或實體。

- (a) 在下列情況下，有關人士或該人士之直系親屬視為與本集團有關聯：
- (i) 擁有或與他人共同擁有本集團的控制權；
 - (ii) 對本集團發揮重大影響力；或
 - (iii) 為本集團或其控股公司主要管理人員的其中一名成員。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Related parties (continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) the entity and the Group are members of the same group (which means that each holding company, subsidiary and fellow subsidiary is related to the others).
 - (ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) both entities are joint ventures of the same third party.
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
 - (vi) the entity is controlled or jointly controlled by a person identified in (a).
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a holding company of the entity).
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the holding company of the Group.

4. 主要會計政策(續)

關聯方(續)

- (b) 在有關實體符合下列任何一項條件情況下，有關實體視為與本集團有關聯：
- (i) 該實體與本集團屬同一集團(即各控股公司、附屬公司及同系附屬公司)之成員公司。
 - (ii) 一間實體為其他實體之一間聯營公司或合營公司(或其他實體為成員公司之集團旗下成員公司之聯營公司或合營公司)。
 - (iii) 兩間實體均為同一第三方之合營公司。
 - (iv) 一間實體為第三方實體之合營公司而另一實體為該第三方實體之聯營公司。
 - (v) 該實體為本集團或一間與本集團有關聯之實體就僱員的福利而設的離職福利計劃。倘本集團本身為該計劃，則資助僱主亦與本集團有關聯。
 - (vi) 該實體受(a)項所識別人士控制或受共同控制。
 - (vii) 於(a)(i)項所識別人士對實體有重大影響或屬該實體(或該實體控股公司)主要管理人員的其中一名成員。
 - (viii) 實體或其所屬集團旗下任何成員公司向本集團或本集團母公司提供主要管理人員服務。

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4. PRINCIPAL ACCOUNTING POLICIES (continued)

Related parties (continued)

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

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

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

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker ("CODM"). The Company's executive directors and the chief executive officer, who is responsible for allocating resources and assessing performance of, the Group's various lines of business and geographical locations.

Individual material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

4. 主要會計政策(續)

關聯方(續)

有關人士之家族近親為可預期在與有關實體交易時影響有關人士或受有關人士影響，包括：

- (a) 有關人士之子女及配偶或同居伴侶；
- (b) 有關人士之配偶或同居伴侶的子女；及
- (c) 有關人士或有關人士之配偶或同居伴侶的受養人。

就關聯方定義而言，聯繫人包括聯繫人之附屬公司，及合營公司包括合營公司之附屬公司。

分部匯報

經營分部及綜合財務報表所匯報的各分部項目金額與向主要營運決策人（「主要營運決策人」）內部匯報一致方式予以匯報。本公司之執行董事及行政總裁負責對本集團各業務及區域作資源分配並評估其表現。

個別重大經營分部不會為財務報告而合併，除非相關分部具有類似的經濟特徵，且產品及服務性質、生產流程性質、客戶類型或類別、分銷產品或提供服務所用方法及監管環境的性質相似。符合上述多數標準的非個別重大經營分部可予合併。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTIES

In the application of the Group's accounting policies, which are described in note 4 to the consolidated financial statements, the management of the Group is required to make various estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experiences, and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The followings are the key assumptions concerning the future, and key sources of estimation uncertainties at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial reporting period.

Going concern basis

As disclosed in note 2 to the consolidated financial statements, the consolidated financial statements have been prepared on a going concern basis. The appropriateness of the going concern basis is assessed after taking into consideration all relevant available information about the future of the Group, including the outcomes of the Group's plans and measures (including any liabilities restructuring plan), the cash flow forecasts of the Group and financial support from potential investor(s). Such measures inherently involve uncertainties. The future outcome of aforesaid events and conditions could differ significantly and hence render the adoption of the going concern basis inappropriate.

5. 估計涉及不確定性的主要來源

在應用綜合財務報表附註4所述本集團會計政策時，本集團管理層須就不容易從其他來源中明顯辨別出的資產及負債的賬面值作出多項估計及假設。該等估計及相關假設乃基於過往經驗及其他相關因素而作出。實際結果或會與該等估計不同。

估計及相關假設乃按持續基準作檢討。倘會計估計的修訂僅影響估計作出修訂的期間，則修訂於該期間內確認，或倘修訂影響本期間或未來期間，則修訂於作出修訂期間及未來期間內確認。

以下是有關將來的主要假設與其他於報告期末不確定性的估計的主要來源，可能構成於下一個財政報告期間需就資產及負債賬面值作出重大調整之重大風險。

持續經營基準

誠如綜合財務報表附註2所披露，綜合財務報表乃按持續經營基準編製。持續經營基準是否適當，乃經考慮有關本集團未來之所有相關及可取閱資料(包括本集團計劃及措施之成果(包括任何負債重組計劃)、本集團之現金流量預測及潛在投資者之財務支持)後作評估。該等措施本質上涉及不確定性。上述事項及情況之未來結果可能大有逕庭，致使採用持續經營基準不再適當。

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5. KEY SOURCES OF ESTIMATION UNCERTAINTIES (continued)

Impairment assessment 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. Assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or assets group exceeds its recoverable amount, which is the higher of the fair value less costs of disposal and the value in use.

Loss allowance for ECL on trade receivables

The Group recognises lifetime ECL for trade receivables, using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date. The amount of the loss allowance based on ECL model is measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. In addition, trade receivables with credit-impaired are assessed for ECL individually.

5. 估計涉及不確定性的主要來源(續)

物業、機器及設備減值評估

本集團於報告期末評估物業、機器及設備是否出現減值跡象。如有跡象顯示賬面值未必可收回，則對資產進行減值測試。如某一項資產或資產組別之賬面值超出其可收回金額(即公平值減出售成本與使用價值之間較高者)，則存在減值。

應收賬款預期信貸虧損之虧損撥備

本集團使用基於本集團過往信貸虧損經驗的撥備矩陣確認應收賬款之全期預期信貸虧損，並就債務人特有之因素、總體經濟狀況及對報告日期狀況之當前及預測方向之評估作出調整。基於預期信貸虧損模式之虧損撥備金額乃作為根據合約應付本集團之所有合約現金流量與本集團預期收取並按初步確認時釐定之實際利率折現之所有現金流量之間之差額計量。此外，產生信貸減值之應收賬款之預期信貸虧損乃個別進行評估。

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6. REVENUE AND SEGMENT INFORMATION

The Group principally engages in the design, development, manufacture, sales and marketing of various electronic products.

HKFRS 8 Operating Segments requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the executive directors and chief executive officer, being the CODM, in order to allocate resources to the segments and to assess their performance. As the Group has only one reportable operating segment, no further analysis for segment information is presented.

Performance obligations for contracts with customers

Sales of goods (revenue recognised at a point in time)

The Group sells various electronic products to corporate customers. Revenue represents the amounts received and receivable for goods sold by the Group to outside corporate customers, net of sales related taxes. Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specific location (delivery). Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term for customers is normally up to 45 days upon delivery or payment in advance is normally required.

During the years ended 31 December 2023 and 2022, all performance obligations for sales of goods are for period of one year or less. As permitted under HKFRS 15, the transaction price allocated to unsatisfied performance obligations as at the end of the reporting period is not disclosed.

The timing of revenue recognition of all revenue from contracts with customers is at a point in time during the years ended 31 December 2023 and 2022.

6. 收益及分部資料

本集團主要從事設計、開發、製造、銷售及推廣多種電子產品。

香港財務報告準則第8號「經營分部」規定以本集團之執行董事及行政總裁(即主要營運決策人)在對分部作資源分配及評估其表現上所定期審閱的有關本集團不同部門之內部報告作為確定經營分部之基準。由於本集團僅有一個可報告經營分部，故並無呈列分部資料的進一步分析。

就客戶簽訂合約之履約責任

商品銷售(於某時間點確認的收益)

本集團向企業客戶銷售各種電子產品。收益指本集團向外部企業客戶出售產品而已收及應收之款項，扣除相關銷售稅。收益在貨物控制權轉移時確認，即貨物已裝運至客戶的特定地點(交付)。交付後，客戶可以完全自行決定銷售商品的分銷方式和價格，在銷售商品時承擔主要責任，並承擔與貨物相關的陳舊和虧損的風險。客戶的正常信貸期通常至多為交付後45天，或通常須提前付款。

截至二零二三年及二零二二年十二月三十一日止年度，所有銷售商品的履約責任期為一年或以下。如香港財務報告準則第15號所允許，於各報告期末獲分配至未履行履約責任的交易價格不予披露。

截至二零二三年及二零二二年十二月三十一日止年度，所有客戶合約收益之收益確認時間為於某時間點。

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綜合財務報表附註

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6. REVENUE AND SEGMENT INFORMATION (continued)

Geographical information

Information about the Group's revenue from external customers is presented based on the location of customers are detailed below:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
The People's Republic of China (the "PRC") (country of domicile)	中華人民共和國(「中國」)(居住國)	1,221	2,218

The Group reported no non-current assets at 31 December 2023 and 2022.

Information about major customers

Revenue from a customer contributing over 10% of the total revenue of the Group is as follows:

		2023 二零二三年 %	2022 二零二二年 %
Customer "A"	客戶「A」	–	100
Customer "B"	客戶「B」	100	–

6. 收益及分部資料(續)

地區資料

有關本集團來自外界客戶收益的資料乃根據客戶所在地呈列，詳情如下：

於二零二三年及二零二二年十二月三十一日，本集團並無呈報非流動資產。

主要客戶資料

為本集團貢獻逾10%總收益之客戶之收益如下：

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7. OTHER INCOME AND OTHER GAINS (LOSSES), NET

7. 其他收入及其他收益(虧損)，淨額

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Other income	其他收入		
Interest income	利息收入	1	3
Gain on early termination of the leases	提前終止租賃之收益	–	18,664
Subsidy income	補貼收入	–	58
Others	其他	–	48
		1	18,773
Other gains (losses), net	其他收益(虧損)，淨額		
Exchange gain (loss), net	匯兌收益(虧損)，淨額	142	(567)

8. CHARGE OF LOSS ALLOWANCE ON FINANCIAL ASSETS

8. 扣除金融資產虧損撥備

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Charge of loss allowance on trade and other receivables	應收賬款及其他應收款項的扣除虧損撥備	–	2,008

Details of loss allowance on trade and other receivables for the years ended 31 December 2023 and 2022 are set out in note 25 to the consolidated financial statements.

有關截至二零二三年及二零二二年十二月三十一日止年度應收賬款及其他應收款項以及融資租賃應收款項的虧損撥備之詳情載於綜合財務報表附註25。

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綜合財務報表附註

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9. LOSS BEFORE TAXATION

This is stated after charging:

9. 除稅前虧損

經扣除下列各項呈列：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Finance costs	融資成本		
Interest on borrowings	借款利息	3,523	3,682
Interest on lease liabilities	租賃負債利息	–	1,471
		3,523	5,153
Staff costs	員工成本		
Directors' emoluments (note 10)	董事酬金(附註10)	350	350
Retirement benefits scheme contributions for other staff (note i)	其他員工退休福利計劃供款(附註i)	570	2,365
Severance and other termination costs	遣散費及其他解約費用	–	5,733
Salaries and other benefits for other staff	其他員工之工資及其他福利	2,537	6,426
Total staff costs	員工成本總額	3,457	14,874
Losses from impairment	減值虧損		
Loss from impairment of advances to suppliers (note 18)	預付供應商款項之減值虧損(附註18)	–	1,634
Loss from impairment of other tax recoverable (note 18)	其他可收回稅項之減值虧損(附註18)	–	3,422
Loss from impairment of property, plant and equipment (note 14)	物業、機器及設備之減值虧損(附註14)	–	1,167
Total losses from impairment	減值虧損總額	–	6,223
Auditor's remuneration	核數師酬金		
– Audit services	– 審計服務	1,320	1,250
– Non-audit services	– 非審計服務	200	–
Cost of inventories	存貨成本	1,124	5,248
Write-off of inventories (included in "Cost of inventories") (note ii)	存貨撇銷(計入「存貨成本」)(附註ii)	–	3,711
Depreciation of right-of-use assets (included in "General administrative expenses")	使用權資產折舊(計入「一般行政開支」)	–	2,139
Depreciation of property, plant and equipment (included in "General administrative expenses")	物業、機器及設備折舊(計入「一般行政開支」)	–	286
Depreciation of investment properties (included in "General administrative expenses")	投資物業折舊(計入「一般行政開支」)	–	237
Rental expenses recognised under short-term leases (included in "General administrative expenses")	根據短期租賃確認之租金開支(計入「一般行政開支」)	1,527	1,527

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9. LOSS BEFORE TAXATION (continued)

Notes:

- (i) For the years ended 31 December 2023 and 2022, the Group had no forfeited contributions available to reduce its contribution to the Retirement Schemes in future years.
- (ii) During the year ended 31 December 2022, due to the obsolescence and diminishing marketability as a result of changes in the market condition and technology, the management of the Group considered to write off the remaining inventories with carrying amount of approximately HK\$3,711,000. At 31 December 2022 and 2023, there were no inventories held by the Group.

9. 除稅前虧損(續)

附註：

- (i) 截至二零二三年及二零二二年十二月三十一日止年度，本集團並無已沒收供款可用於扣減未來年度之退休計劃供款。
- (ii) 截至二零二二年十二月三十一日止年度，由於市況及技術變動導致存貨陳舊及可銷售程度逐步減少，本集團管理層考慮撇銷賬面值約港幣3,711,000元的餘下存貨。於二零二二年及二零二三年十二月三十一日，本集團並無持有任何存貨。

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

(a) Directors' emoluments

The aggregate amounts of remuneration received and receivable by the directors of the Company are as follows:

Year ended 31 December 2023

		Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<i>Executive director:</i>	執行董事：				
Mr. Zhu Yongning (note 1)	朱永寧先生(附註1)	—	—	—	—
<i>Non-executive director:</i>	非執行董事：				
Mr. Cui Xiao	崔嘯先生	—	—	—	—
<i>Independent non-executive directors:</i>	獨立非執行董事：				
Mr. Xu Jinwen	徐錦文先生	150	—	—	150
Mr. Zhou Meilin (note 2)	周美林先生(附註2)	100	—	—	100
Mr. Zhou Rui (note 2)	周銳先生(附註2)	100	—	—	100
		350	—	—	350

10. 董事及主要行政人員酬金

(a) 董事酬金

本公司董事已收或應收之酬金總額如下：

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

Year ended 31 December 2022

		Fees	Salaries and allowances	Retirement benefits scheme contributions	Total
		袍金	薪金及津貼	退休福利計劃供款	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
<i>Executive director:</i>	<i>執行董事：</i>				
Mr. Zhu Yongning (note 1)	朱永寧先生(附註1)	–	–	–	–
<i>Non-executive director:</i>	<i>非執行董事：</i>				
Mr. Cui Xiao	崔嘯先生	–	–	–	–
<i>Independent non-executive directors:</i>	<i>獨立非執行董事：</i>				
Mr. Xu Jinwen	徐錦文先生	150	–	–	150
Mr. Zhou Meilin (note 2)	周美林先生(附註2)	100	–	–	100
Mr. Zhou Rui (note 2)	周銳先生(附註2)	100	–	–	100
		350	–	–	350

10. 董事及主要行政人員酬金(續)

(a) 董事酬金(續)

截至二零二二年十二月三十一日止年度

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截至二零二三年十二月三十一日止年度

10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (continued)

(a) Directors' emoluments (continued)

Notes:

1. Mr. Zhu Yongning resigned as an executive director of the Company on 1 February 2024.
2. Mr. Zhou Meilin and Mr. Zhou Rui resigned as independent non-executive directors of the Company on 1 February 2024.
3. Ms. Cheung Yuk Ki was appointed as an executive director of the Company on 1 February 2024.
4. Ms. Ng Kwok Ying Isabella and Mr. Chen Tiger Charles were appointed as non-executive directors of the Company on 1 February 2024.

The emoluments of the non-executive directors and independent non-executive directors shown above were for their services as directors of the Company.

(b) Loans, quasi-loans and other dealings in favour of directors

There are no loans, quasi-loans or other dealings in favour of the directors of the Company that were entered into or subsisted during the years ended 31 December 2023 and 2022.

(c) Directors' material interests in transactions, arrangements or contracts

After consideration, the directors of the Company are of the opinion that no transactions, arrangements and contracts of significance in relation to the Company's business to which the Company was a party and in which a director of the Company, or connected entity of the directors of the Company, had a material interest, whether directly or indirectly, subsisted at the end of the years ended 31 December 2023 and 2022 or at any time during the years ended 31 December 2023 and 2022.

10. 董事及主要行政人員酬金(續)

(a) 董事酬金(續)

附註：

1. 朱永寧先生於二零二四年二月一日辭任本公司執行董事。
2. 周美林先生及周銳先生於二零二四年二月一日辭任本公司獨立非執行董事。
3. 張鈺淇女士於二零二四年二月一日獲委任為本公司執行董事。
4. 吳國凝女士及 Chen Tiger Charles 先生於二零二四年二月一日獲委任為本公司非執行董事。

非執行董事及獨立非執行董事之酬金主要就彼等作為本公司董事提供的服務而言。

(b) 以董事為受益人之貸款、類似貸款及其他交易

截至二零二三年及二零二二年十二月三十一日止年度概無訂立或存續任何以本公司董事為受益人之貸款、類似貸款及其他交易。

(c) 董事於交易、安排或合約之重大利益

經考慮後，本公司董事認為，截至二零二三年及二零二二年十二月三十一日止年度年末或於截至二零二三年及二零二二年十二月三十一日止年度任何時間，概無存續任何有關本公司業務之交易、安排或重大合約，乃涉及本公司且本公司董事(或本公司董事之關連實體)直接或間接擁有重大利益。

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截至二零二三年十二月三十一日止年度

II. FIVE HIGHEST PAID INDIVIDUALS

One director (2022: Nil) is included in the aggregate emoluments of the five highest paid individuals during the year ended 31 December 2023.

The emoluments of the four (2022: five) highest paid non-director individuals are as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Salaries and allowances	薪金及津貼	959	1,409
Retirement benefits schemes contributions	退休福利計劃供款	179	331
		1,138	1,740

The emoluments of the four (2022: five) highest paid non-director individuals are within the following bands:

		Number of individuals 僱員數目	
		2023 二零二三年	2022 二零二二年
HK\$Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	4	5

No emoluments were paid or payable by the Group to the directors of the Company or the four (2022: five) highest paid individuals as an inducement to join or upon joining the Group, or as compensation for loss of office during the years ended 31 December 2023 and 2022. There was no arrangement under which a director or the four highest paid individuals waived or agreed to waive any remuneration for the years ended 31 December 2023 and 2022.

II. 五名最高薪酬人士

截至二零二三年十二月三十一日止年度，一名(二零二二年：無)董事計入五名最高薪酬人士酬金總額。

四名(二零二二年：五名)非董事最高薪酬人士之酬金如下：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Salaries and allowances	薪金及津貼	959	1,409
Retirement benefits schemes contributions	退休福利計劃供款	179	331
		1,138	1,740

四名(二零二二年：五名)非董事最高薪酬人士之酬金介乎以下幅度：

		Number of individuals 僱員數目	
		2023 二零二三年	2022 二零二二年
HK\$Nil to HK\$1,000,000	港幣零元至港幣1,000,000元	4	5

截至二零二三年及二零二二年十二月三十一日止年度，本集團概無支付或應付酬金予本公司董事或四名(二零二二年：五名)最高薪酬人士作為彼等加入本集團或加入後之酬金或離職補償金。概無董事或四名最高薪酬人士截至二零二三年及二零二二年十二月三十一日止年度放棄或同意放棄任何酬金之安排。

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截至二零二三年十二月三十一日止年度

12. TAXATION

No provision for income tax has been made as the Group entities either had no estimated assessable profits or incurred tax losses for the year ended 31 December 2022.

Hong Kong Profits Tax has been provided on the Company's estimated assessable profits arising from Hong Kong during the year ended 31 December 2023 in accordance with the two-tiered profits tax rates, as detailed below.

12. 稅項

由於本集團於截至二零二二年十二月三十一日止年度並無估計應課稅溢利或產生稅項虧損，故並無作出所得稅撥備。

截至二零二三年十二月三十一日止年度，香港利得稅按兩級利得稅率對本公司於香港產生的估計應課稅溢利作計提撥備，詳情如下。

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Current tax	即期稅項		
Hong Kong Profits Tax:	香港利得稅：		
Current year	本年度	5	-

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12. TAXATION (continued)

The tax charge for the year is reconciled to the loss before taxation as follows:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Loss before taxation	除稅前虧損	(14,153)	(21,750)
Tax credit at the domestic income tax rate of 16.5%	按本地所得稅率16.5%計算的稅項抵免	(2,335)	(3,589)
Tax effect of expenses not deductible for tax purpose	不可扣稅開支之稅項影響	1,264	1,363
Tax effect of income not taxable for tax purpose	毋須課稅收入之稅項影響	(23)	(4,651)
Tax effect of tax losses not recognised	未獲確認稅項虧損之稅項影響	1,682	8,199
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區經營附屬公司所採用稅率不同之影響	(572)	(1,955)
Tax effect of temporary difference not recognised	未獲確認暫時差額之稅項影響	-	633
Effect of two-tiered tax rate	兩級稅率的影響	(8)	-
Tax concession	稅務優惠	(3)	-
Tax charge for the year	本年度稅項支出	5	-

Entities incorporated in Hong Kong are subject to Hong Kong Profits Tax. On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2,000,000 will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

12. 稅項(續)

本年度稅項支出與除稅前之虧損對賬如下：

	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
於香港註冊成立之實體須繳納香港利得稅。於二零一八年三月二十一日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，引入利得稅兩級制。該條例草案於二零一八年三月二十八日經簽署生效，並於翌日刊憲。根據利得稅兩級制，合資格法團首港幣2,000,000元溢利的利得稅率將為8.25%，其後港幣2,000,000元以上的溢利則按16.5%徵稅。不符合利得稅兩級制資格的法團的溢利將持續劃一按16.5%稅率計算。	(14,153)	(21,750)
按本地所得稅率16.5%計算的稅項抵免	(2,335)	(3,589)
不可扣稅開支之稅項影響	1,264	1,363
毋須課稅收入之稅項影響	(23)	(4,651)
未獲確認稅項虧損之稅項影響	1,682	8,199
於其他司法權區經營附屬公司所採用稅率不同之影響	(572)	(1,955)
未獲確認暫時差額之稅項影響	-	633
兩級稅率的影響	(8)	-
稅務優惠	(3)	-
本年度稅項支出	5	-

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截至二零二三年十二月三十一日止年度

12. TAXATION (continued)

Under the Law of the PRC on Enterprise Income Tax ("EIT Law") and Implementation Regulation of the EIT Law, the tax rate for the PRC subsidiaries is 25% for both years.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

At the end of the reporting period, the Group has unutilised tax losses of approximately HK\$591,623,000 (2022: approximately HK\$591,093,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses due to the unpredictability of future profit streams in the years ended 31 December 2023 and 2022. Included in the unrecognised tax losses were losses of approximately HK\$190,878,000 (2022: approximately HK\$190,692,000) that will expire in the years of 2024 to 2028 (2022: years of 2023 to 2027). Other losses may be carried forward indefinitely.

The Group also has certain deductible temporary differences mainly related to loss from impairment of other receivables and property, plant and equipment, loss allowance on trade receivables and write-down of inventories amounted to approximately HK\$95,229,000 and available for offset against future profits at 31 December 2023 (2022: approximately HK\$95,229,000). No deferred tax asset has been recognised in relation to such deductible temporary differences as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

12. 稅項(續)

按照《中華人民共和國企業所得稅法》(「企業所得稅法」)及企業所得稅法實施條例，中國附屬公司於兩個年度之稅率均為25%。

其他司法權區之稅項乃按照有關司法權區現行之稅率計算。

於報告期末，本集團有尚未動用稅項虧損約港幣591,623,000元(二零二二年：約港幣591,093,000元)可供抵銷日後溢利。由於截至二零二三年及二零二二年十二月三十一日止年度難以預測未來溢利流，故並無就該等虧損確認遞延稅項資產。未獲確認稅項虧損包括將於二零二四年至二零二八年期間(二零二二年：二零二三年至二零二七年期間)到期之虧損約港幣190,878,000元(二零二二年：約港幣190,692,000元)。其他虧損可無限期結轉。

於二零二三年十二月三十一日，本集團亦擁有若干可扣減暫時差額約港幣95,229,000元(二零二二年：約港幣95,229,000元)，主要與其他應收款項以及物業、機器及設備之減值虧損、應收賬款虧損撥備及存貨撇減有關，並可用於抵銷日後溢利。由於不大可能有應課稅溢利可用以抵銷可扣減暫時差額，故概無就有關可扣減暫時差額確認遞延稅項資產。

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截至二零二三年十二月三十一日止年度

12. TAXATION (continued)

Exposures arising from income tax liabilities

Oregon Scientific Italy Limited (“OS Italy”)

An indirect wholly-owned subsidiary of the Company, OS Italy, was involved in a tax dispute with the Italian Tax Authorities. As disclosed in the announcement of the Company dated 6 November 2018, there was a tax dispute between OS Italy and the Italian Tax Authorities (“Tax Dispute”), and the tax charge judgement in relation to the Tax Dispute from the Supreme Court of Cassation of Italy was received. After seeking the independent legal advice, the directors of the Company considered no further legal actions are possible for OS Italy in relation to the Tax Dispute. Based on tax notice received from the Italian Tax Authorities in January 2019, the Group provided a tax provision of approximately Euro (“EUR”) 1.4 million (equivalent to approximately HK\$12.3 million) in profit or loss for the year ended 31 December 2018. OS Italy was declared bankrupt by the Court in July 2019 and a bankruptcy trustee was appointed to in charge of OS Italy’s bankruptcy procedure. After seeking the independent legal advice, the directors of the Company considered that OS Italy was still under bankruptcy procedures and the related tax liabilities had not yet been fully discharged. Accordingly, the Group continued to recognise the aforesaid tax provision of approximately EUR1,466,000 (equivalent to approximately HK\$12,642,000) as tax payable at 31 December 2023 (2022: approximately EUR1,466,000 (equivalent to approximately HK\$12,255,000)). In July 2024, the court has ordered the closure of the bankruptcy procedures and the related tax liabilities has been discharged, as such the tax provision will be reversed.

12. 稅項(續)

所得稅負債產生的風險

Oregon Scientific Italy Limited(「OS Italy」)

本公司之間接全資附屬公司OS Italy牽涉一項與意大利稅務局之稅務糾紛。如本公司日期為二零一八年十一月六日之公佈所披露，OS Italy與意大利稅務局之間存在稅務糾紛(「稅務糾紛」)，並接獲意大利最高上訴法院就稅務糾紛作出的稅收判決。經尋求獨立法律意見後，本公司董事認為，OS Italy不可能就稅務糾紛採取進一步法律行動。根據於二零一九年一月接獲的意大利稅務局發出的稅收通知，本集團於截至二零一八年十二月三十一日止年度之損益內計提稅項撥備約1.4百萬歐元(「歐元」)(相當於約港幣12.3百萬元)。法院於二零一九年七月宣告OS Italy破產，並委任破產信託人負責OS Italy的破產程序。經尋求獨立法律意見後，本公司董事認為OS Italy仍處於破產程序中，且相關稅項負債仍未獲全面解除。因此，於二零二三年十二月三十一日，本集團繼續確認上述稅項撥備約1,466,000歐元(相當於約港幣12,642,000元)為應付稅項(二零二二年：約1,466,000歐元(相當於約港幣12,255,000元))。於二零二四年七月，法院下令結束破產程序，而相關稅項負債已獲解除，因此稅項撥備將予撥回。

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截至二零二三年十二月三十一日止年度

12. TAXATION (continued)

Exposures arising from income tax liabilities (continued)

Oregon Scientific Brasil Ltda (“OS Brazil”)

An indirect wholly-owned subsidiary of the Company, OS Brazil, was involved in a tax dispute with the State of Sao Paulo, the Federative Republic of Brazil, which may cause a maximum tax payment including penalty and interest of approximately Brazilian Real 4,111,000 (equivalent to approximately HK\$6,612,000) (2022: approximately Brazilian Real 3,980,000 (equivalent to approximately HK\$5,869,000)). After considering the available independent legal advice and the current situation, the directors of the Company believe that the outcome and the amount of final payment, if any, are uncertain but the expected value of liability is insignificant to the Group. Therefore, no provision has been made in the consolidated financial statements.

13. LOSS PER SHARE

The calculation of the basic loss per share attributable to the owners of the Company for both years is based on the following data:

		2023 二零二三年	2022 二零二二年
Loss for the year attributable to owners of the Company for the purpose of basic loss per share (HK\$'000)	用以計算每股基本虧損之本公司擁有人應佔之本年度虧損 (港幣千元)	(14,158)	(21,750)
Number of ordinary shares:	普通股份數目：		
Weighted average number of ordinary shares for the purposes of basic loss per share	用以計算每股基本虧損之普通股加權平均數	2,599,993,088	2,599,993,088

Diluted loss per share is the same as basic loss per share as there was no potential ordinary share in issue for both years.

12. 稅項(續)

所得稅負債產生的風險(續)

Oregon Scientific Brasil Ltda (「OS Brazil」)

本公司的間接全資附屬公司OS Brazil與巴西聯邦共和國聖保羅州發生稅務糾紛，可能導致繳納最高稅款(包括罰金及利息)約為4,111,000巴西雷亞爾(相當於約港幣6,612,000元)(二零二二年：約為3,980,000巴西雷亞爾(相當於約港幣5,869,000元))。在考慮現有獨立法律意見及當前狀況後，本公司董事認為結果及最終付款金額(如有)並不確定，惟預期負債值對本集團而言並不重大。因此並無於綜合財務報表計提撥備。

13. 每股虧損

於兩個年度本公司擁有人應佔每股基本虧損乃按下列數據計算：

每股攤薄虧損與每股基本虧損相同，因為兩個年度均無已發行潛在普通股。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、機器及設備

		Furniture, fixture and equipment 傢俬、裝置 及設備 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Plant and machinery 機器及器械 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
COST	成本				
At 1 January 2022, 31 December 2022 and 31 December 2023	於二零二二年一月一日、 二零二二年十二月三十一日 及二零二三年十二月 三十一日	256,300	2,100	258,984	517,384
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES	累計折舊及減值虧損				
At 1 January 2022	於二零二二年一月一日	255,000	2,100	258,831	515,931
Charged for the year	本年度計提	133	–	153	286
Impairment loss	減值虧損	1,167	–	–	1,167
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日 及二零二三年十二月 三十一日	256,300	2,100	258,984	517,384
NET CARRYING AMOUNT	賬面淨值				
At 31 December 2023	於二零二三年十二月三十一日	–	–	–	–
At 31 December 2022	於二零二二年十二月三十一日	–	–	–	–

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截至二零二三年十二月三十一日止年度

14. PROPERTY, PLANT AND EQUIPMENT (continued)

Depreciation is provided to write-off the cost of property, plant and equipment, less their residual values over their estimated useful lives, using the straight-line method, at the following rates per annum:

Furniture, fixture and equipment	10%–25%
Motor vehicles	10%–20%
Plant and machinery	10%–33%

During the year ended 31 December 2022, the Group recorded a continuous loss in the operation of the Group. The management of the Group assessed the recoverable amounts of the property, plant and equipment was minimal due to suspension of the operations and the termination of leases of the Group's factory and office spaces in the PRC during the first half of year 2022 and it led to the recognition of impairment loss of approximately HK\$1,167,000.

At 31 December 2023, the management of the Group considered that the recoverable amounts of the property, plant and equipment was still minimal due to the continuous loss and limited operation during the year ended 31 December 2023, no reversal of impairment loss was considered.

14. 物業、機器及設備(續)

物業、機器及設備均以直線法，按估計可用年期減其剩餘價值計提折舊，以撇銷成本，每年之折舊率如下：

傢俬、裝置及設備	10%–25%
汽車	10%–20%
機器及器械	10%–33%

截至二零二二年十二月三十一日止年度，本集團錄得本集團經營持續虧損。因二零二二年上半年本集團暫停營運及終止租賃本集團位於中國的工廠及辦公室空間，以致本集團管理層評估物業、機器及設備之可收回金額微不足道，並因此確認減值虧損約港幣1,167,000元。

於二零二三年十二月三十一日，本集團管理層認為因於截至二零二三年十二月三十一日止年度出現持續虧損及營運有限，物業、機器及設備的可收回金額屬微不足道，並無考慮減值虧損撥回。

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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

15. INVESTMENT PROPERTIES

15. 投資物業

		Leased properties 租賃物業 HK\$'000 港幣千元
COST	成本	
At 1 January 2022	於二零二二年一月一日	3,196
Early termination of lease (note 16)	提前終止租賃(附註16)	(3,196)
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日及 二零二三年十二月三十一日	–
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES	累計折舊及減值虧損	
At 1 January 2022	於二零二二年一月一日	2,581
Charged for the year	本年度計提	237
Early termination of the leases (note 16)	提前終止租賃(附註16)	(2,818)
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日及 二零二三年十二月三十一日	–
NET CARRYING AMOUNT	賬面淨值	
At 31 December 2023	於二零二三年十二月三十一日	–
At 31 December 2022	於二零二二年十二月三十一日	–

Leasing arrangement – as lessee

The Group's investment properties were leased properties in relation to operating lease used for sub-leasing purpose and the initial lease terms were two years.

The management of the Group is of the view that the Group's investment properties, which was only included leased properties under operating lease with sub-leasing purpose. By using the cost model would provide more relevant information about the Group's financial position and performance.

Leasing arrangement – as lessor

The investment properties were leased to a number of tenants for a fixed period of up to two years, in which the lease term is cancellable (without compensation) with notice periods of one to two months by the tenants with fixed monthly rental charges and the tenants also bear the management fees.

租賃安排 – 作為承租人

本集團的投資物業為經營租賃用於分租用途的租賃物業，首次租期為兩年。

本集團管理層認為，本集團的投資物業僅包括經營租賃項下作分租用途的租賃物業。透過使用成本模式，可就本集團的財務狀況及表現提供更多相關資料。

租賃安排 – 作為出租人

投資物業以固定租期出租予若干租戶，最長為兩年，租戶可於一至兩個月的通知期內撤銷租約(無償)，並收取固定月租，且租戶亦承擔管理費。

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綜合財務報表附註

For the year ended 31 December 2023
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16. LEASES

The Group as lessee

Right-of-use assets

16. 租賃

本集團作為承租人

使用權資產

		Buildings 樓宇 HK\$'000 港幣千元
Reconciliation of carrying amount – years ended 31 December 2022 and 2023	賬面值對賬 – 截至二零二二年及二零二三年 十二月三十一日止年度	
At 1 January 2022	於二零二二年一月一日	5,562
Depreciation	折舊	(2,139)
Early termination of the leases	提前終止租賃	(3,423)
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日及 二零二三年十二月三十一日	–
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日及 二零二三年十二月三十一日	
Cost	成本	–
Accumulated depreciation and impairment losses	累計折舊及減值虧損	–
Net carrying amount	賬面淨值	–

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截至二零二三年十二月三十一日止年度

16. LEASES (continued)

The Group as lessee (continued)

Right-of-use assets (continued)

During the year ended 31 December 2022, given that the Group had not made any lease payments to the landlord since August 2021 which then the Group received several notices from the district court in the PRC (the "PRC District Court") stating that the landlord of factory has initiated legal action against several subsidiaries of the Group in the PRC by claiming the allegedly due and unpaid balance of rental fees. Following with the judgement issued by the PRC District Court, the Group and landlord then entered into an agreement on early termination of the leases of factory and office spaces on 31 May 2022 with (i) forfeiting the rental deposit of approximately RMB3,079,000 (equivalent to approximately HK\$3,473,000) by the Group, (ii) further settlement to the landlord by the Group of approximately RMB11,593,000 (equivalent to approximately HK\$13,078,000) payable within 15 days of agreement and (iii) the landlord agreed to take up those rental income receivables up to 31 May 2022, which was recorded as "Finance lease receivables" and "Investment properties", under the sub-leasing arrangement of the Group's right-of-use assets. Based on the above, the recognition of the gain on early termination of the leases on investment properties, finance lease receivables and right-of-use assets of approximately HK\$378,000, approximately HK\$5,156,000 and approximately HK\$3,423,000, respectively, in profit or loss. Accordingly, the final judgement issued by the PRC District Court to dismissed the appeals and affirmed the original judgement on 31 January 2024.

No cash outflow for leases for the year ended 31 December 2023 (2022: approximately HK\$573,000).

Commitments under leases

At 31 December 2023 and 2022

The Group had no significant commitment for short-term leases.

16. 租賃(續)

本集團作為承租人(續)

使用權資產(續)

截至二零二二年十二月三十一日止年度，鑒於本集團自二零二一年八月起未曾向業主支付任何租賃付款，本集團其後接獲中國地方法院（「中國地方法院」）發出多份通知，指工廠業主已針對本集團若干中國附屬公司提起法律訴訟，就其聲稱租金之到期未付結餘提出申索。繼中國地方法院作出判決後，本集團與業主其後於二零二二年五月三十一日訂立協議以提前終止工廠及辦公室空間租賃，而(i)本集團放棄租金按金約人民幣3,079,000元（相當於約港幣3,473,000元）；(ii)本集團向業主進一步結付約人民幣11,593,000元（相當於約港幣13,078,000元），應於達成協議後15日內支付；及(iii)業主同意根據本集團使用權資產的分租安排承接該等租金收入應收款項，直至二零二二年五月三十一日止，該等應收款項列賬為「融資租賃應收款項」及「投資物業」。基於上文所述，提前終止投資物業租賃、融資租賃應收款項及使用權資產之收益分別約港幣378,000元、約港幣5,156,000元及約港幣3,423,000元，將於損益確認。因此，中國地方法院於二零二四年一月三十一日作出終審判決駁回上訴，並維持原判。

截至二零二三年十二月三十一日止年度，並無租賃現金流出（二零二二年：約港幣573,000元）。

租賃項下承擔

於二零二三年及二零二二年十二月三十一日

本集團並無任何短期租賃之重大承擔。

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綜合財務報表附註

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17. GOODWILL

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
COST	成本		
At 1 January and 31 December	於一月一日及十二月三十一日	33,800	33,800
ACCUMULATED IMPAIRMENT LOSSES	累計減值虧損		
At 1 January and 31 December	於一月一日及十二月三十一日	33,800	33,800
NET CARRYING AMOUNT	賬面淨值		
At 31 December	於十二月三十一日	–	–

Goodwill arising on the acquisition of business in prior years were allocated to two individual cash generating units ("CGUs"), comprising the health and wellness operation and the connected home and communications operation.

During the year ended 31 December 2018, having considered that some products had been loss-making and the relevant operations were either terminated during the year or planned to be terminated in the foreseeable future, the directors of the Company had consequently performed an impairment review for these CGUs and the recoverable amounts were determined from a value in use calculation. As a result of the impairment tests, the director of the Company concluded that the goodwill had been fully impaired.

17. 商譽

過往年度收購業務所產生的商譽獲分配至兩個個別創現單位(「創現單位」)，包括健康及保健營運和智能家居營運。

截至二零一八年十二月三十一日止年度，經考慮若干產品已產生虧損及相關業務會於年內終止或計劃於可見將來終止，本公司董事其後對該等創現單位進行減值檢討，而可收回金額根據使用價值的計算釐定。由於減值測試，本公司董事認為商譽已全額減值。

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For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

18. TRADE AND OTHER RECEIVABLES

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Trade receivables	應收賬款	34,440	33,219
Less: Loss allowance for ECL	減：預期信貸虧損撥備	(33,219)	(33,219)
Other receivables	其他應收款項	1,221	–
		–	–
Total trade and other receivables	應收賬款及其他應收款項總額	1,221	–

The following is the ageing analysis of trade receivables (net of loss allowance for ECL) presented based on the invoice date which approximate the respective revenue recognition date at the reporting date.

於報告日期，應收賬款扣除預期信貸虧損撥備後，按發票日期（該日期與相關收益確認日期相若）呈列之賬齡分析如下。

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
0 to 30 days	0至30日	1,221	–

The Group normally requests its customers to make advance payment, except for certain customers for which the credit terms are generally up to 45 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Before accepting any new customers, the management of the Group will base on the credit quality of the potential customers to define credit limits. Credit limits to customers are reviewed annually. In determining the recoverability of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the reporting date.

除信貸期通常達45日的若干客戶以外，本集團通常要求其客戶提前付款。本集團對其未償還應收款項進行嚴格控制，以盡量減小信貸風險。接納任何新客戶之前，本集團管理層將根據潛在客戶的信貸質素界定信貸限額。向客戶授出的信貸限額會每年進行檢討。於釐定應收賬款是否可予收回時，本集團會考慮自信貸首次獲授當日起至報告日期止應收賬款之信貸質素的任何變動。

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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

18. TRADE AND OTHER RECEIVABLES (continued)

Other receivables

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Advances to suppliers (note)	預付供應商款項(附註)	–	–
Other taxes recoverable (note)	其他可收回稅款(附註)	–	–
		–	–

Note: The Group had made advances to various suppliers for the procurement of raw materials. The directors of the Company reassessed the recoverability of the unutilised advances based on all relevant information available to the Group. At 31 December 2022, the unutilised advances to suppliers amounted to approximately HK\$1,634,000. Furthermore, the other taxes recoverable mainly represented by the value added tax ("VAT") recoverable that have accumulated to date in certain subsidiaries of the Group which can be deducted from VAT recoverable on future sales made.

The directors of the Company reassessed the recoverability of the advances to suppliers and other taxes recoverable based on all relevant information available to the Group. Due to the continuing downturn of the Group's business operation and the status of negotiation with the suppliers, the directors of the Company considered that there was significant uncertainty on the ability of the Group to recover certain part of the advances through either utilisation from future purchases or refunds. Furthermore, following to the further suspension of production in the Group's factory in March 2022, the directors of the Company are of the opinion that the recoverability of other taxes recoverable is remote.

Accordingly, an impairment loss of advances to suppliers and other taxes recoverable of approximately HK\$1,634,000 and approximately HK\$3,422,000, respectively, was recognised in profit or loss for year ended 31 December 2022. No reversal of such impairment loss was considered at 31 December 2023.

At the end of the reporting period, the trade and other receivables are denominated in RMB which is the functional currency of the relevant group entities.

Details of impairment assessment of trade and other receivables for the years ended 31 December 2023 and 2022 are set out in note 25 to the consolidated financial statements.

18. 應收賬款及其他應收款項(續)

其他應收款項

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Advances to suppliers (note)	預付供應商款項(附註)	–	–
Other taxes recoverable (note)	其他可收回稅款(附註)	–	–
		–	–

附註：本集團已為採購原料向若干供應商作出預付款項。本公司董事根據本集團所有可取閱之相關資料重新評估未動用預付款項之可收回程度。於二零二二年十二月三十一日，未動用預付供應商款項達約港幣1,634,000元。此外，其他可收回稅款主要為本集團若干附屬公司迄今累積的可收回增值稅（「增值稅」），可就未來銷售額可回收增值稅扣減。

本公司董事根據本集團所有可取閱之相關資料重新評估預付供應商款項及其他可收回稅款之可收回程度。因本集團業務營運持續下行及本集團與供應商之磋商狀況，本公司董事認為通過未來採購動用或退款使本集團能收回若干部分預付款項之能力存在重大不明朗因素。此外，隨著本集團工廠於二零二二年三月進一步停產，本公司董事認為其他可收回稅款之可收回程度甚低。

因此，截至二零二二年十二月三十一日止年度於損益確認之預付供應商款項及其他可收回稅款減值虧損分別為約港幣1,634,000元及約港幣3,422,000元。於二零二三年十二月三十一日，並無考慮撥回該減值虧損。

於報告期末，應收賬款及其他應收款項以人民幣（相關集團實體的功能貨幣）計值。

截至二零二三年及二零二二年十二月三十一日止年度之應收賬款及其他應收款項減值評估詳情載於綜合財務報表附註25。

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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

19. RESTRICTED BANK BALANCES AND CASH AND CASH EQUIVALENTS

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Bank balances and cash	銀行結餘及現金	599	3,293
Less: Restricted bank balances	減：受限制銀行結餘	-	(2,863)
Cash and cash equivalents	現金及等同現金項目	599	430

Bank balances and cash comprised cash held by the Group and bank deposits which carried interest at prevailing market rates.

At 31 December 2022, restricted bank balances of approximately HK\$2,863,000 were frozen by the order of the courts in the PRC pursuant to the legal claims as set out in note 28 to the consolidated financial statements. Such balance was utilised for settlement of the trade payables during the year ended 31 December 2023.

20. TRADE AND OTHER PAYABLES

The following is the ageing analysis of trade payables presented based on the invoice date at the end of the reporting period:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Over 90 days	90日以上	23,054	25,105
Trade payables	應付賬款	23,054	25,105
Other payables	其他應付款項	51,103	51,166
Trade and other payables	應付賬款及其他應付款項	74,157	76,271

The trade payables are interest-free with normal credit terms up to 90 days (2022: 90 days).

19. 受限制銀行結餘及現金及等同現金項目

	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Bank balances and cash	599	3,293
Less: Restricted bank balances	-	(2,863)
Cash and cash equivalents	599	430

銀行結餘及現金包括本集團持有之現金及銀行存款，有關存款按通行市場利率計息。

於二零二二年十二月三十一日，受限制銀行結餘約港幣2,863,000元根據載列於綜合財務報表附註28的法律訴訟之中國法院法令予以凍結。該等結餘乃用於結算於截至二零二三年十二月三十一日止年度的應付賬款。

20. 應付賬款及其他應付款項

於報告期末，應付賬款按發票日期呈列之賬齡分析如下：

	2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Over 90 days	23,054	25,105
Trade payables	23,054	25,105
Other payables	51,103	51,166
Trade and other payables	74,157	76,271

應付賬款為免息及一般信貸期長達90日(二零二二年：90日)。

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

20. TRADE AND OTHER PAYABLES (continued)

Other payables

		NOTE	2023	2022
		附註	二零二三年	二零二二年
			HK\$'000	HK\$'000
			港幣千元	港幣千元
Payable for staff costs	應付員工成本		3,979	3,770
Payable for audit and non-audit services	審計及非審計服務應付款項		3,242	1,722
Payable for rental expenses for a short-term lease	短期租賃應付租金開支		2,481	954
Other taxes payables	其他應付稅項		1,798	1,798
Payables for early termination of the leases	提前終止租賃應付款項	16	12,708	13,078
Provision for severance and other termination costs	遣散費及其他解約費用撥備		1,520	1,520
Provision for losses on litigations	訴訟虧損撥備	28	2,874	2,874
Refundable deposits from its customers (Remark)	來自其客戶的可退還按金(備註)		18,818	18,818
Others	其他		3,683	6,632
Total other payables	其他應付款項總額		51,103	51,166

Remark: It represent the advances from customer received in previous years.

備註： 其指過往年度收取客戶之墊款。

21. LOAN FROM A SHAREHOLDER

The balance represents loan advanced from a shareholder, Huaneng, for working capital purpose. The loan was unsecured, interest-free and repayable on demand.

21. 股東貸款

結餘指自一名股東(華能)墊支的貸款，用作營運資金。該貸款為無抵押、免息及來索即付。

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For the year ended 31 December 2023

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22. BORROWINGS

22. 借款

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Current (notes i and ii)	非即期(附註i及ii)		
Unsecured borrowings from a financial institution and other creditors	來自一間金融機構及其他債權人的無擔保借款	41,494	42,704
Interest payables	應付利息	18,040	14,937
		59,534	57,641

Notes:

- (i) On 8 December 2017, a subsidiary of the Group, 萬威電子(深圳)有限公司, entered into a loan agreement with a financial institution to borrow approximately RMB30,000,000 at a fixed interest rate of 8.0% per annum for one year and pledged by account receivables of the Group. On 27 March 2020, 萬威電子(深圳)有限公司 entered into a supplementary agreement with the financial institution to extend the repayment date of the borrowing including the interest payables with maturity date on 31 March 2026 at a fixed interest of 8.0% per annum.
- (ii) The borrowings from other creditors were unsecured and guaranteed by the controlling shareholder of the Company, bore interest at 10.0% per annum and repayable on demand. The borrowings were denominated in RMB and US\$.

附註：

- (i) 於二零一七年十二月八日，本集團的附屬公司萬威電子(深圳)有限公司與一家金融機構訂立貸款協議，以按固定年利率8.0%借款約人民幣30,000,000元一年，以本集團應收賬款作抵押。於二零二零年三月二十七日，萬威電子(深圳)有限公司與該金融機構訂立補充協議延長有關借款(包括應付利息)還款日期，到期日為二零二六年三月三十一日，按固定年利率8.0%計息。
- (ii) 來自其他債權人之借款為無抵押及由本公司控股股東擔保，按年息10.0%計息及來索即付。借款均以人民幣及美元計值。

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23. SHARE CAPITAL

23. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 港幣千元
Authorised:	法定：		
Ordinary shares of HK\$0.10 each	每股面值港幣0.10元的普通股份		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、二零二二年 十二月三十一日、二零二三年 一月一日以及二零二三年 十二月三十一日	20,000,000,000	2,000,000
Ordinary shares of US\$0.10 each	每股面值0.10美元的普通股份		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、二零二二年 十二月三十一日、二零二三年 一月一日以及二零二三年 十二月三十一日	10,000	8
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.10 each	每股面值港幣0.10元的普通股份		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、二零二二年 十二月三十一日、二零二三年 一月一日以及二零二三年 十二月三十一日	2,599,993,088	259,999

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24. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of debts and equity balance. In order to maintain or adjust the capital structure, the appropriate of the going concern basis is assessed after taking into consideration all relevant available information about the future of the Group, including the outcomes of the Group's plans and measures (including any liabilities restructuring plan) and financial support from potential investor(s). The Group may raise loan from shareholders and issue new shares to reduce debts.

The capital structure of the Group consists of equity attributable to owners of the Company, comprising issued share capital, reserves, loan from a shareholder and/or financial support from potential investor(s).

The management of the Group reviews the capital structure on a regular basis. As part of this review, the management of the Group considers the cost of capital and the risks associates with the capital, and takes appropriate actions through raising debts to adjust the Group's capital structure.

Categories of financial instruments

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Financial assets at amortised cost	按攤銷成本列賬之金融資產	1,820	3,293
Financial liabilities at amortised cost	按攤銷成本列賬之金融負債	326,771	315,283

24. 資本風險管理

本集團之資本管理旨在確保本集團內之所有實體均可持續經營，同時透過優化債務及股本結構為股東謀求最大回報。為維持或調整資本結構，持續經營基準的適當性乃經考慮所有有關本集團未來的相關可用資料(包括本集團計劃及措施(包括任何負債重組計劃)的結果以及潛在投資者的財務支持)後評估。本集團可能向股東籌集貸款及發行新股以減少債務。

本集團之資本架構包括本公司擁有人應佔權益(包含已發行股本、儲備、股東貸款及/或潛在投資者的財務支持)。

本集團管理層定期審核資本結構。作為該審核之一部分，本集團管理層考慮資本之成本及資本之風險，並會通過獲得債務採取適當措施調整本集團之資本架構。

金融工具類別

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies

The Group's major financial instruments include trade and other receivables, bank balances and cash, trade and other payables, borrowings and loan from a shareholder. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Foreign currency risk

The Group's transactions are mainly denominated in HK\$, US\$ and RMB. The majority of the business transactions were denominated in respective local currencies and there were only insignificant balances of financial assets and liabilities were denominated in foreign currencies at 31 December 2023 and 2022. Hence, the Group is not exposed to significant foreign exchange risk.

As HK\$ is pegged to US\$, the Group considers the risk of movements in exchange rates between HK\$ and US\$ to be insignificant for transactions denominated in US\$. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government.

The Group has not used any financial instruments to hedge against currency risk. However, management constantly reviews the economic situation and its foreign currency risk profile and monitors its foreign exchange exposure, and will implement appropriate hedging measures in future on significant foreign currency exposure should the need arise.

25. 金融工具(續)

財務風險管理目標及政策

本集團之主要金融工具包括應收賬款及其他應收款項、銀行結餘及現金、應付賬款及其他應付款項、借款及股東貸款。該等金融工具詳情於各有關附註披露。與該等金融工具有關之風險包括市場風險(外幣風險和利率風險)、信貸風險及流動資金風險。有關本集團如何降低該等風險的政策載列如下。本集團管理層管理及監察該等風險，以確保及時和有效地採取適當的措施。

外幣風險

本集團的交易主要以港幣、美元及人民幣計值。大部分業務交易以各自的本地貨幣計值，於二零二三年及二零二二年十二月三十一日，以外幣計值的金融資產及負債結餘屬微不足道。因此，本集團並無面臨重大外幣風險。

由於港幣與美元掛鈎，本集團認為就以美元計值的交易而言，港幣與美元之間的匯率變動風險並不重大。人民幣不可自由兌換為其他外幣，而人民幣兌換為外幣受中國政府所頒佈外匯管制規則及規例限制。

本集團並無使用任何金融工具以對沖外幣風險。然而，管理層會持續審視經濟狀況及其外幣風險組合並監察外幣風險，日後如有需要時將就重大外幣風險實施適當的對沖措施。

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Interest rate risk

The Group is exposed to cash flow interest rate risk through the impact of rate changes on bank balances. Fluctuations of prevailing rate quoted by the People's Bank of China are the major sources of the Group's cash flow interest rate risk.

The Group will continue to monitor the exposure on cash flow interest rate risk and will consider hedging the interest rate should the need arise. In the management's opinion, the Group does not have material interest rate risk exposure and hence no sensitivity analysis is presented.

Credit risk

The Group's maximum exposure to credit risk which will cause a financial loss to the Group is arising from the amount of each class of financial assets as disclosed in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade receivables arising from contracts with customers

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals. Before accepting any new customer, the Group uses an internal credit scoring system to assess the potential customer's credit quality and defines credit limits by customer. Limits and scoring attributed to customers are reviewed at least twice a year. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model upon application of HKFRS 9 on trade balances based on provision matrix. In this regard, the management of the Group considers that the Group's credit risk is significantly reduced.

25. 金融工具(續)

財務風險管理目標及政策(續)

利率風險

本集團因銀行結餘利率變動之影響而面臨現金流量利率風險。中國人民銀行所報的現行利率波動為本集團現金流量利率風險的主要來源。

本集團將繼續監督現金流量利率風險的風險承擔並將考慮於有必要時進行利率對沖。管理層認為，本集團並無重大利率風險承擔，故並無呈列敏感度分析。

信貸風險

本集團將導致其產生財務虧損之最大信貸風險承擔乃來自各類金融資產(如綜合財務狀況報表所披露)。本集團並無持有任何抵押品或其他信貸提升措施，以應對其於金融資產相關之信貸風險。

產生自客戶合約之應收賬款

為減低信貸風險，本集團管理層已指定團隊負責釐定信貸限額及信貸審批。於接納任何新客戶前，本集團使用內部信貸評分制度評估潛在客戶的信貸質素，並界定客戶的信貸限額。對客戶的限額及評分每年至少檢討兩次。本集團制訂其他監督程序，以確保採取跟進措施收回逾期債務。此外，於應用香港財務報告準則第9號後，本集團基於撥備矩陣根據預期信貸虧損模式對賬款結餘進行減值評估。就此而言，本集團管理層認為，本集團之信貸風險已大幅減低。

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

The Group's internal credit risk grading assessment comprises the following categories:

Internal

credit rating	Description	Trade receivables	Other financial assets
內部信貸評級	說明	應收賬款	其他金融資產
Low risk	The counterparty has a low risk of default and does not have any past-due amount	Lifetime ECL – not credit-impaired	12m ECL
低風險	對手方有低違約風險且並無任何逾期款項	全期預期信貸虧損 — 並無產生信貸減值	十二個月預期信貸虧損
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit-impaired	12m ECL
觀察清單	債務人經常於逾期日後還款，但通常於到期日後清償	全期預期信貸虧損 — 並無產生信貸減值	十二個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
可疑	透過內部開發之數據或外部資源得知，信貸風險自初步確認以來大幅增加	全期預期信貸虧損 — 並無產生信貸減值	全期預期信貸虧損— 並無產生信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
虧損	有證據表明資產產生信貸減值	全期預期信貸虧損 — 產生信貸減值	全期預期信貸虧損— 產生信貸減值
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據表明債務人陷入嚴重財務困難，且本集團並無收回的確實可能	金額撇銷	金額撇銷

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

本集團之內部信貸風險等級評估包括以下類別：

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

The tables below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

下表詳述本集團金融資產(須進行預期信貸虧損評估)之信貸風險承擔：

2023	NOTE	External credit rating	Internal credit rating	12m or Lifetime ECL 十二個月或全期預期 信貸虧損	Gross amount 總值 HK\$'000 港幣千元	Total gross amount 總值總計 HK\$'000 港幣千元
二零二三年	附註	外部信貸評級	內部信貸評級	信貸虧損		
Financial assets at amortised cost						
按攤銷成本列賬之金融資產						
Bank balances and cash 銀行結餘及現金	19	N/A 不適用	(Note 1) (附註1)	12m ECL 十二個月預期信貸虧損	599	599
Other receivables 其他應收款項		N/A 不適用	(Note 2) (附註2)	Lifetime ECL – credit-impaired 全期預期信貸虧損—產生信貸減值	1,304	1,304
Trade receivables 應收賬款	18	N/A 不適用	(Note 3) (附註3)	Lifetime ECL – not credit-impaired (provision matrix) 全期預期信貸虧損—並無產生信貸減值(撥備矩陣)	1,221	1,221
		N/A 不適用	(Note 3) (附註3)	Lifetime ECL – credit-impaired 全期預期信貸虧損—產生信貸減值	33,219	33,219

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

The tables below details the credit risk exposures of the Group's financial assets, which are subject to ECL assessment: (continued)

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

下表詳述本集團金融資產(須進行預期信貸虧損評估)之信貸風險承擔:(續)

	NOTE	External credit rating	Internal credit rating	12m or Lifetime ECL 十二個月或全期預期 信貸虧損	Gross amount 總值 HK\$'000 港幣千元	Total gross amount 總值總計 HK\$'000 港幣千元
Financial assets at amortised cost						
按攤銷成本列賬之金融資產						
Bank balances and cash 銀行結餘及現金	19	N/A 不適用	(Note 1) (附註1)	12m ECL 十二個月預期信貸虧損	3,293	3,293
Other receivables 其他應收款項		N/A 不適用	(Note 2) (附註2)	Lifetime ECL – credit- impaired 全期預期信貸虧損－產 生信貸減值	1,304	1,304
Trade receivables 應收賬款	18	N/A 不適用	(Note 3) (附註3)	Lifetime ECL – credit- impaired 全期預期信貸虧損－產 生信貸減值	33,219	33,219

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

Notes:

- For bank balances and cash, the management of the Group considered the credit risk has not increased significantly since the initial recognition. According to the historical observed default rates of bank balances and cash, the average loss rate is immaterial.
- For other receivables, the management of the Group considered all the other receivables are credit-impaired.
- For trade receivables, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired debtors, the Group determines the ECL on these items by using a provision matrix, grouped by internal credit rating.

As part of the Group's credit risk management, the Group applies internal credit rating for its customers. The following table provides information about the exposure to credit risk and loss allowance for trade receivables which are assessed collectively based on provision matrix at 31 December 2023 within lifetime ECL (not credit-impaired). At 31 December 2023, the credit-impaired debtors with gross carrying amounts of approximately HK\$33,219,000 (2022: approximately HK\$33,219,000) were assessed individually.

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

附註：

- 就銀行結餘及現金而言，管理層認為信貸風險自初步確認以來並無大幅增加。根據銀行結餘及現金之過往已觀察違約率，平均虧損率並不重大。
- 就其他應收款項而言，本集團管理層認為所有其他應收款項已產生信貸減值。
- 就應收賬款而言，本集團已應用香港財務報告準則第9號內的簡化法計量全期預期信貸虧損的虧損撥備。除產生信貸減值之應收賬款外，本集團使用撥備矩陣釐定該等項目之預期信貸虧損，並按內部信貸評級進行分組。

作為本集團信貸風險管理之一部分，本集團對其客戶進行內部信貸評級。下表提供有關信貸風險承擔及應收賬款虧損撥備之資料，有關虧損撥備於二零二三年十二月三十一日乃按全期預期信貸虧損（並無產生信貸減值）根據撥備矩陣共同進行評估。於二零二三年十二月三十一日，總賬面值約港幣33,219,000元（二零二二年：約港幣33,219,000元）之產生信貸減值之應收賬款乃個別進行評估。

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

2023

Internal credit rating 內部信貸評級	Average loss rate 平均虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Impairment loss allowance 減值虧損撥備 HK\$'000 港幣千元
Low risk 低風險	–	1,221	–

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by the management of the Group to ensure relevant information about specific debtors is updated.

During the year ended 31 December 2023, the Group had not provided loss allowance (2022: Nil) for trade receivables which are not credit-impaired, based on the provision matrix. During the year ended 31 December 2022, further loss allowance of approximately HK\$704,000 was made on the remaining balance of the credit-impaired debtors, which have either been placed under liquidation or in financial difficulties. No reversal of loss allowance on credit-impaired debtors was considered at 31 December 2023.

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

二零二三年

Average loss rate 平均虧損率	Gross carrying amount 總賬面值 HK\$'000 港幣千元	Impairment loss allowance 減值虧損撥備 HK\$'000 港幣千元
–	1,221	–

估計虧損率乃基於債務人於預期年期之過往已觀察違約率估計，並就毋須耗費不當成本或精力即可得之前瞻性資料進行調整。本集團管理層定期審閱分類以確保有關特定債務人之相關資料得以更新。

於截至二零二三年十二月三十一日止年度，本集團並無根據撥備矩陣就未產生信貸減值之應收賬款計提虧損撥備（二零二二年：無）。於截至二零二二年十二月三十一日止年度就產生信貸減值之債務人（其遭清盤或面臨財務困難）之餘額進一步計提虧損撥備約港幣704,000元。於二零二三年十二月三十一日，並無考慮撥回產生信貸減值之債務人之虧損撥備。

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Credit risk (continued)

Trade receivables arising from contracts with customers (continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables under the simplified approach.

		Lifetime ECL (not credit- impaired)	Lifetime ECL (credit-impaired)	Total
		全期預期信貸 虧損(並無產生 信貸減值)	全期預期信貸 虧損(產生信貸 減值)	總額
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 1 January 2022	於二零二二年一月一日	11,200	21,315	32,515
Charged to profit or loss	自損益扣除	–	704	704
Transferred to credit-impaired	轉撥至產生信貸減值	(11,200)	11,200	–
At 31 December 2022 and 31 December 2023	於二零二二年十二月三十一日及 二零二三年十二月三十一日	–	33,219	33,219

At 31 December 2023, the Group had a concentration of credit risk as 100% of the total trade receivables was due from the Group's largest trade debtor and the Group's five largest trade debtors. At 31 December 2022, the Group had no concentration of credit risk within its total trade receivables at 31 December 2022.

25. 金融工具(續)

財務風險管理目標及政策(續)

信貸風險(續)

產生自客戶合約之應收賬款(續)

下表顯示根據簡化方式已就應收賬款確認之全期預期信貸虧損變動。

於二零二三年十二月三十一日，由於總應收賬款的100%為應收本集團最大貿易債務人及本集團五大貿易債務人的款項，故本集團有集中信貸風險。於二零二二年十二月三十一日，本集團於其截至二零二二年十二月三十一日的總應收賬款中並無集中信貸風險。

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25. FINANCIAL INSTRUMENTS (continued)

Financial risk management objectives and policies (continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the Group's operations and mitigates the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its financial liabilities based on the agreed repayment terms. For non-derivative financial liabilities, the table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The maturity dates for other non-derivative financial liabilities are based on agreed repayment dates. The table includes both interest and principal cash flows.

Liquidity and interest risk tables

		Weighted average effective interest rate 加權平均 實際利率 %	On demand or within 1 year 應要求或 一年內 HK\$'000 港幣千元	Over 1 year but within 2 years 一年以上 但兩年內 HK\$'000 港幣千元	Over 2 years but within 5 years 兩年以上 但五年內 HK\$'000 港幣千元	Total undiscounted cash flows 未貼現現金 流量總額 HK\$'000 港幣千元	Total carrying amount at year end 年未 總賬面值 HK\$'000 港幣千元
At 31 December 2023	於二零二三年十二月三十一日						
Non-derivate financial liabilities	非衍生金融負債						
Trade and other payables	應付賬款及其他應付款項	-	70,839	-	-	70,839	70,839
Borrowings	借款	8.4	59,534	-	-	59,534	59,534
Loan from a shareholder	股東貸款	-	196,398	-	-	196,398	196,398
			326,771	-	-	326,771	326,771
At 31 December 2022	於二零二二年十二月三十一日						
Non-derivate financial liabilities	非衍生金融負債						
Trade and other payables	應付賬款及其他應付款項	-	72,953	-	-	72,953	72,953
Borrowings	借款	8.4	57,641	-	-	57,641	57,641
Loan from a shareholder	股東貸款	-	184,689	-	-	184,689	184,689
			315,283	-	-	315,283	315,283

25. 金融工具(續)

財務風險管理目標及政策(續)

流動資金風險

於管理流動資金風險方面，管理層認為本集團已監控及維持足夠之現金及等同現金項目水平，以提供本集團經營業務所需之資金及減低現金流量波動之影響。本集團管理層監控借貸之運用情況及確保遵從貸款契約。

下表詳列按照協定的還款條款，本集團金融負債之餘下合約到期日。就非衍生金融負債而言，該表乃根據按本集團可被要求償還之最早日期計算之金融負債之未貼現現金流量編製。其他非衍生金融負債之到期日則為其協定還款日。該表包括利率及本金的現金流量。

流動資金及利率風險表

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25. FINANCIAL INSTRUMENTS (continued)

Fair value

The fair values of financial assets and financial liabilities at amortised cost are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The management of the Group considers that the carrying amount of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximates to their fair values.

26. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are that for which cash flow was, or future cash flow will be, classified in the Group's consolidated statement of cash flow as cash flow from financing activities.

		Loan from a shareholder 股東貸款 HK\$'000 港幣千元	Borrowings 借款 HK\$'000 港幣千元	Lease liabilities 租賃負債 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
At 1 January 2022	於二零二二年一月一日	203,682	58,009	42,701	304,392
Financing cash flow	融資現金流量	(23,697)	–	–	(23,697)
Exchange differences	匯兌差額	–	(4,050)	–	(4,050)
Finance costs	融資成本	–	3,682	1,471	5,153
Early termination of the leases	提前終止租賃	–	–	(27,621)	(27,621)
Expenses paid on behalf	代支付開支	4,704	–	–	4,704
Transfer to other payables	轉撥至其他應付款項	–	–	(16,551)	(16,551)
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	184,689	57,641	–	242,330
Financing cash flow	融資現金流量	(548)	–	–	(548)
Exchange differences	匯兌差額	–	(1,630)	–	(1,630)
Finance costs	融資成本	–	3,523	–	3,523
Expenses paid on behalf	代支付開支	12,257	–	–	12,257
At 31 December 2023	於二零二三年十二月三十一日	196,398	59,534	–	255,932

25. 金融工具(續)

公平值

按攤銷成本計算之金融資產及金融負債之公平值乃根據以貼現現金流量分析為基礎的公認定價模型釐定。

本集團管理層認為於綜合財務報表中以攤銷成本記錄之金融資產及金融負債之賬面值與其公平值相若。

26. 融資活動所產生負債對賬

下表載列本集團自融資活動所產生負債之變動(包括現金及非現金變動)詳情。自融資活動所產生的負債為本集團於綜合現金流量表分類為融資活動所得現金流量的現金流量或未來現金流量。

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27. DIVIDEND

No dividend was paid or proposed for the years ended 31 December 2023 and 2022, nor has any dividend been proposed since the end of the reporting periods.

28. CONTINGENT LIABILITIES/LITIGATIONS

At beginning of the reporting period	報告期初
Amount reversed	已撥回金額
At end of the reporting period	報告期末

(a) In December 2020, there was a litigation initiated by a supplier of the Group in Hong Kong claiming the allegedly due and unpaid balance of purchase orders against a subsidiary of the Group in Hong Kong in view of unilateral cancellation of purchase orders by the subsidiary of the Group for a sum of approximately US\$334,000 (equivalent to approximately HK\$2,605,000). The management of the Group, having obtained the legal advice from an independent legal counsel, estimated that the Group will likely be liable to pay for the total and, therefore, the Group had recognised the provision for losses on litigations of approximately HK\$2,314,000 in profit or loss for the year ended 31 December 2020.

27. 股息

截至二零二三年及二零二二年十二月三十一日止年度，概無派付或建議派付股息，及自報告期末起並無建議派付股息。

28. 或然負債／訴訟

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
At beginning of the reporting period	報告期初	2,874	3,888
Amount reversed	已撥回金額	-	(1,014)
At end of the reporting period	報告期末	2,874	2,874

(a) 於二零二零年十二月，本集團於香港的一名供應商鑒於本集團附屬公司單方面取消金額約為334,000美元（相當於約港幣2,605,000元）的採購訂單而提起訴訟，就其聲稱的本集團於香港的一間附屬公司採購訂單之到期未付結餘提出申索。本集團管理層經獲取獨立法律顧問之法律意見後，估計本集團將有可能傾向於支付總額，因此本集團於截至二零二零年十二月三十一日止年度之損益內確認計提訴訟虧損約港幣2,314,000元。

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28. CONTINGENT LIABILITIES/LITIGATIONS (continued)

(a) (continued)

On 12 April 2022, the Group has filed a Consent Summons for settlement to the District Court of the Hong Kong Special Administrative Region. According to the Consent Summons, the settlement sum was reduced to approximately US\$130,000 (equivalent to approximately HK\$1,014,000). On 11 May 2022, the Consent Summons was approved. As a result, a reversal of provision for losses on litigations of approximately HK\$1,300,000 had been recognised in "Provision for losses on litigations, net" in "Other losses, net" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021.

During the year ended 31 December 2022, the Group has fully settled the unpaid balance of purchase orders.

- (b) In 2020, the Group received a notice from the PRC District Court stating that a supplier of the Group in the PRC has initiated legal action against certain subsidiaries of the Group in the PRC by claiming the allegedly due and unpaid balance of subcontracting fees from the Group. In respect of the aforesaid due and unpaid balance of subcontracting fees, approximately HK\$5,454,000 had been recognised in "Trade payables".

According to final judgements dated 8 August 2022 issued by the PRC District Court, the Group was liable to make payment of approximately RMB4,914,000 and approximately RMB111,000 (equivalent to approximately HK\$5,543,000 and approximately HK\$125,000) as settlement of subcontracting fees and material costs, respectively.

28. 或然負債／訴訟(續)

(a) (續)

於二零二二年四月十二日，本集團已向香港特別行政區區域法院提交和解同意傳訊令狀。根據同意傳訊令狀，和解金額減至約130,000美元（相當於約港幣1,014,000元）。於二零二二年五月十一日，同意傳訊令狀獲批准。因此，訴訟虧損撥備撥回約港幣1,300,000元已於截至二零二一年十二月三十一日止年度的綜合損益及其他全面收益表內「其他虧損，淨額」中的「訴訟虧損撥備，淨額」確認。

截至二零二二年十二月三十一日止年度，本集團已全數結清採購訂單的未付結餘。

- (b) 於二零二零年，本集團接獲中國地方法院的通知，稱本集團於中國的一名供應商已針對本集團的若干中國附屬公司提起法律訴訟，就其聲稱的應收本集團分包費之到期未付結餘提出申索。上述到期未付分包費結餘約為港幣5,454,000元，已於「應付賬款」內確認。

根據中國地方法院日期為二零二二年八月八日之最終判決，本集團須分別支付約人民幣4,914,000元及約人民幣111,000元（相當於約港幣5,543,000元及約港幣125,000元）以結算分包費及材料成本。

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28. CONTINGENT LIABILITIES/LITIGATIONS (continued)

(b) (continued)

During the year ended 31 December 2023, the restricted bank balance of HK\$2,863,000 was utilised as settlement of above trade payables. The remaining subcontracting fees were still outstanding at 31 December 2023.

(c) During the year ended 31 December 2021, the Group received several notices from the PRC District Court stating that a group of ten individuals former employees and three individuals former employees of the Group in the PRC has initiated legal action against subsidiaries of the Group in the PRC by claiming compensation of the dismissal of labour contract in view of breach of terms in employment agreement by the Group. Pursuant to the judgements made by the court of the PRC, the Group was ordered to make payment amounting to approximately HK\$2,874,000 which had been recognised in "Provision for losses on litigations, net" in "Other losses, net" in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2021. The Group has filed for appeals for such judgements to the PRC District Court.

According to the final judgement dated 7 December 2021, the PRC District Court dismissed the appeals and affirmed the original judgement. The Group has been trying to reach a settlement agreement with them subsequent to the final judgement issued by the PRC District Court but yet to reach a settlement agreement subsequent to the 31 December 2023 and up to the date of approval of the consolidated financial statements.

28. 或然負債／訴訟(續)

(b) (續)

於截至二零二三年十二月三十一日止年度，受限制銀行結餘港幣2,863,000元，已用於結付上述應付賬款。餘下的分包費於二零二三年十二月三十一日仍未結付。

(c) 於截至二零二一年十二月三十一日止年度，本集團接獲中國地方法院的若干通知，稱由本集團中國的十名個別前任僱員及三名個別前任僱員組成的小組已對本集團於中國的附屬公司提起訴訟，要求就本集團違反僱傭協議中的條款而解除勞動合同獲得賠償。根據中國法院的判決，本集團被責令支付約港幣2,874,000元，該款項已於截至二零二一年十二月三十一日止年度的綜合損益及其他全面收益表內「其他虧損，淨額」中的「訴訟虧損撥備，淨額」確認。本集團已就該等判決向中國地方法院提出上訴。

根據日期為二零二一年十二月七日之最終判決，中國地方法院駁回上訴及維持原判；在中國地方法院作出的最終判決後，本集團一直嘗試與彼等達成和解協議，惟於二零二三年十二月三十一日後及直至批准本綜合財務報表日期仍未達成和解協議。

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28. CONTINGENT LIABILITIES/LITIGATIONS (continued)

Other than the disclosure of above and elsewhere in the consolidated financial statements, at 31 December 2023 and 2022, the Group was not involved in any other material litigation or arbitration. As far as the management of the Group was aware, the Group had no other material litigation or claim which was pending or threatened against the Group. At 31 December 2023 and 2022, the Group was the defendant of certain non-material litigations, and also a party to certain litigations arising from the ordinary course of business of the Group. The likely outcome of these contingent liabilities, litigations or other legal proceedings cannot be ascertained with reasonable certainty at present, but the management of the Group believes that any possible legal liability which may be incurred from the aforesaid cases will not have any material impact on the financial position or results of the Group.

29. RELATED PARTY TRANSACTIONS

Apart from the transactions and the balances with related parties disclosed elsewhere in the consolidated financial statements, the Group also entered into the following significant transactions with related parties during the years ended 31 December 2023 and 2022:

28. 或然負債／訴訟(續)

除上述及其他於綜合財務報表中的披露外，於二零二三年及二零二二年十二月三十一日，本集團未牽涉任何其他重大訴訟或仲裁。據本集團管理層所知，本集團並無其他未決或威脅本集團的重大訴訟或申索。於二零二三年及二零二二年十二月三十一日，本集團為若干非重大訴訟的被告，亦於本集團的日常業務過程中牽涉若干訴訟。目前尚無法合理確定該等或有負債、訴訟或其他法律程序的可能結果，但本集團管理層認為，上述案件可能引起的任何可能法律責任將不會對本集團的財務狀況或業績產生任何重大影響。

29. 關聯方交易

除此綜合財務報表其他章節詳述與關聯方的交易及結餘外，本集團於截至二零二三年及二零二二年十二月三十一日止年度曾與關聯方進行以下重大交易：

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Remuneration for key management personnel of the Group:	本集團主要管理人員薪酬：		
Salaries, allowances and other benefits	薪金、津貼及其他福利	507	510
Retirement benefits scheme contributions	退休福利計劃供款	40	40
		547	550

The remuneration of the directors of the Company and other members of key management is determined by the remuneration committee having regard to the performance of individuals and market trends.

本公司董事及其他主要管理人員之薪酬由薪酬委員會按個別人士之表現及市場薪酬水平釐定。

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30. PRINCIPAL SUBSIDIARIES

At 31 December 2023 and 2022, the Company's principal subsidiaries are all indirectly wholly-owned by the Company. Details of the Company's principal subsidiaries at 31 December 2023 and 2022 are as follows:

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment 註冊成立/ 成立地點	Nominal value of issued ordinary share/registered capital 已發行普通 股份面值/註冊資本	Principal activities 主要業務
IDT Technology Limited 萬威科研有限公司	Hong Kong 香港	HK\$2 港幣2元	Trading of electronic products 經銷電子產品
萬威電子(深圳)有限公司 (Note)	The PRC	HK\$35,000,000	Manufacture of electronic products and plastic parts and provision of surface mount technology assembly services
萬威電子(深圳)有限公司(附註)	中國	港幣35,000,000元	製造電子產品及塑膠部件及提供表面接合技術
Oregon Scientific Global Distribution Limited 歐西亞環球有限公司	Hong Kong 香港	HK\$2 港幣2元	Marketing and distribution of electronic products 推廣及分銷電子產品
Oregon Energy Technology Limited 歐西亞能源科技股份有限公司	Hong Kong 香港	HK\$100 港幣100元	Marketing and distribution of electronic products 營銷及分銷電子產品

Note: This is a wholly foreign owned enterprise established in the PRC.

附註：於中國成立之外商獨資企業。

All of the above subsidiaries operate principally in their respective place of incorporation/establishment.

上述所有附屬公司均主要在其註冊成立/成立地點經營。

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affect the results or assets 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.

上表只列出董事認為對本集團業績或資產有重要影響之本公司附屬公司。本公司董事認為詳細列明其他附屬公司之資料將過於冗長。

None of the subsidiaries had issued any debt securities outstanding at the end of the reporting period.

於報告期末，各附屬公司均無發行任何尚未償還之債務證券。

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31. FINANCIAL INFORMATION OF THE COMPANY

Financial information of the Company at the end of the reporting period includes:

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Non-current assets	非流動資產		
Interest in subsidiaries	於附屬公司的權益	–	–
Current assets	流動資產		
Other receivables	其他應收款項	–	–
Bank balances and cash	銀行結餘及現金	11	11
		11	11
Current liabilities	流動負債		
Other payables	其他應付款項	3,444	1,924
Amounts due to subsidiaries	應付附屬公司款項	15,592	15,242
		19,036	17,166
Net liabilities	負債淨值	(19,025)	(17,155)
Capital and reserves	股本及儲備		
Share capital	股本	259,999	259,999
Reserves (Note (a))	儲備(附註(a))	(279,024)	(277,154)
Net deficit	虧絀淨額	(19,025)	(17,155)

The statement of financial position was approved and authorised for issue by the Board of Directors on 9 August 2024 and signed on its behalf by:

Director
Cheung Yuk Ki

31. 本公司的財務資料

於報告期末，本公司的財務資料包括：

		2023 二零二三年 HK\$'000 港幣千元	2022 二零二二年 HK\$'000 港幣千元
Non-current assets	非流動資產		
Interest in subsidiaries	於附屬公司的權益	–	–
Current assets	流動資產		
Other receivables	其他應收款項	–	–
Bank balances and cash	銀行結餘及現金	11	11
		11	11
Current liabilities	流動負債		
Other payables	其他應付款項	3,444	1,924
Amounts due to subsidiaries	應付附屬公司款項	15,592	15,242
		19,036	17,166
Net liabilities	負債淨值	(19,025)	(17,155)
Capital and reserves	股本及儲備		
Share capital	股本	259,999	259,999
Reserves (Note (a))	儲備(附註(a))	(279,024)	(277,154)
Net deficit	虧絀淨額	(19,025)	(17,155)

財務狀況表已於二零二四年八月九日獲董事會批准及授權發行，並由下列人士代表簽署：

張鈺淇
董事

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

31. FINANCIAL INFORMATION OF THE COMPANY (continued)

Note:

(a) Reserves of the Company

		Share premium	Accumulated losses	Total
		股份溢價	累計虧損	總額
		HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元
At 1 January 2022	於二零二二年一月一日	165,043	(440,283)	(275,240)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	–	(1,914)	(1,914)
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	165,043	(442,197)	(277,154)
Loss and total comprehensive loss for the year	本年度虧損及全面虧損總額	–	(1,870)	(1,870)
At 31 December 2023	於二零二三年十二月三十一日	165,043	(444,067)	(279,024)

31. 本公司的財務資料(續)

附註：

(a) 本公司儲備

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

32. EVENT AFTER THE END OF THE REPORTING PERIOD

(a) Resumption of operation

In December 2023, the Group has actively reestablished contacts and negotiations with potential customers and suppliers to restart the Group's business. Following the completion of a sales order of approximately HK\$1,221,000 prior to 31 December 2023, the Group is able to re-gain confidence from the market and therefore, the Group's operations are gradually resumed in the first quarter of 2024 and have resumed sales of electronic products under the trademark of "Oregon Scientific".

In order to enhance market awareness of the "Oregon Scientific" brand, promote and to advertise and showcase its products, the Group established its own online retail platform (<http://oregonscientific.store>) and set up new online stores on Noon (an online platform headquartered in Dubai) and Mercado Libre (the largest online platform in Latin America) respectively. The aforementioned online stores have started operating progressively in the first half of 2024. Additionally, the Group is continuously expanding its product portfolio to meet new customer demands and enhance the Group's market competitiveness.

The Company had secured confirmed orders exceeding HK\$70 million, which are expected to be fulfilled and delivered in the third quarter of 2024. For more details, please refer to the announcements of the Company dated 3 January 2024, 10 May 2024 and 2 July 2024.

32. 報告期末後事項

(a) 恢復營運

於二零二三年十二月，本集團已積極與潛在客戶及供應商重新建立聯繫並進行磋商，以重新開展本集團業務。完成於二零二三年十二月三十一日之前約港幣1,221,000元之銷售訂單後，本集團能夠重新獲得市場信心，故本集團已於二零二四年第一季度逐步恢復營運，並恢復銷售「Oregon Scientific」品牌的電子產品。

為提高市場對「Oregon Scientific」品牌的認識，推廣及宣傳並展示其產品，本集團建立了自家線上零售平台(<http://oregonscientific.store>)，並分別在Noon(一個總部位於杜拜的線上平台)及Mercado Libre(拉丁美洲最大的線上平台)開設新的網店。上述網店已於二零二四年上半年逐步開始營運。此外，本集團正不斷擴展其產品組合，以滿足新的客戶需求並提升本集團的市場競爭力。

本公司已取得金額超逾港幣70百萬元的已確認訂單，預期將於二零二四年第三季度完成並交付。更多詳情載於本公司日期為二零二四年一月三日、二零二四年五月十日及二零二四年七月二日之公佈。

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

32. EVENT AFTER THE END OF THE REPORTING PERIOD (continued)

(b) Transfer of the loan of the Group

In January 2024, a shareholder loan transfer agreement was entered into by Huaneng and its controlling shareholder, the Company, certain subsidiaries of the Group and a third party ("Party A"), pursuant to which Party A has agreed to acquire from Huaneng and its controlling shareholder for the entire amount of Huaneng's loan to the Group.

In February 2024, a loan transfer agreement was entered into by Party A, the Company and a third party ("Party B"), pursuant to which Party B has agreed to acquire from Party A for the amount of HK\$15,000,000 of a portion of Party A's loan to the Group.

In April 2024, a loan transfer agreement was entered into by Party A, the Company and a third party ("Party C"), pursuant to which Party C has agreed to acquire from Party A for the amount of HK\$10,000,000 of a portion of Party A's loan to the Group.

In April 2024, a loan transfer agreement was entered into by Party A, the Company and a third party ("Party D"), pursuant to which Party D has agreed to acquire from Party A for the amount of HK\$10,000,000 of a portion of Party A's loan to the Group.

In April 2024, a loan transfer agreement was entered into by Party A, the Company and a third party ("Party E"), pursuant to which Party E has agreed to acquire from Party A for the amount of HK\$5,000,000 of a portion of Party A's loan to the Group.

32. 報告期末後事項(續)

(b) 轉讓本集團貸款

於二零二四年一月，華能及其控股股東、本公司、本集團若干附屬公司及一名第三方(「訂約方A」)訂立股東貸款轉讓協議，據此，訂約方A同意向華能及其控股股東收購華能向本集團貸款之全數金額。

於二零二四年二月，訂約方A、本公司及一名第三方(「訂約方B」)訂立貸款轉讓協議，據此，訂約方B同意向訂約方A收購部分訂約方A向本集團貸款港幣15,000,000元。

於二零二四年四月，訂約方A、本公司及一名第三方(「訂約方C」)訂立貸款轉讓協議，據此，訂約方C同意向訂約方A收購部分訂約方A向本集團貸款港幣10,000,000元。

於二零二四年四月，訂約方A、本公司及一名第三方(「訂約方D」)訂立貸款轉讓協議，據此，訂約方D同意向訂約方A收購部分訂約方A向本集團貸款港幣10,000,000元。

於二零二四年四月，訂約方A、本公司及一名第三方(「訂約方E」)訂立貸款轉讓協議，據此，訂約方E同意向訂約方A收購部分訂約方A向本集團貸款港幣5,000,000元。

Group Financial Summary

集團財務概要

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
RESULTS	業績					
Revenue	收益	1,221	2,218	17,144	55,365	270,426
Loss before taxation	除稅前虧損	(14,153)	(21,750)	(84,234)	(95,867)	(83,124)
Taxation	稅項	(5)	–	–	–	(20)
Loss for the year	本年度虧損	(14,158)	(21,750)	(84,234)	(95,867)	(83,144)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(14,158)	(21,750)	(84,234)	(95,867)	(83,144)
Non-controlling interests	非控股權益	–	–	–	–	–
		(14,158)	(21,750)	(84,234)	(95,867)	(83,144)
Loss per share	每股虧損					
– Basic and diluted (HK cents)	– 基本及攤薄(港仙)	(0.54)	(0.84)	(3.24)	(3.68)	(3.20)
		At 31 December 於十二月三十一日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	1,820	3,293	81,266	91,770	101,833
Total liabilities	總負債	(342,736)	(330,856)	(386,844)	(313,102)	(226,925)
		(340,916)	(327,563)	(305,578)	(221,332)	(125,092)
Equity attributable to owners of the Company	本公司擁有人應佔權益	(341,009)	(327,656)	(305,671)	(221,425)	(125,185)
Non-controlling interests	非控股權益	93	93	93	93	93
		(340,916)	(327,563)	(305,578)	(221,332)	(125,092)



IDT INTERNATIONAL LIMITED 萬威國際有限公司

