



SITC International Holdings Company Limited
海豐國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1308

2023

ANNUAL REPORT





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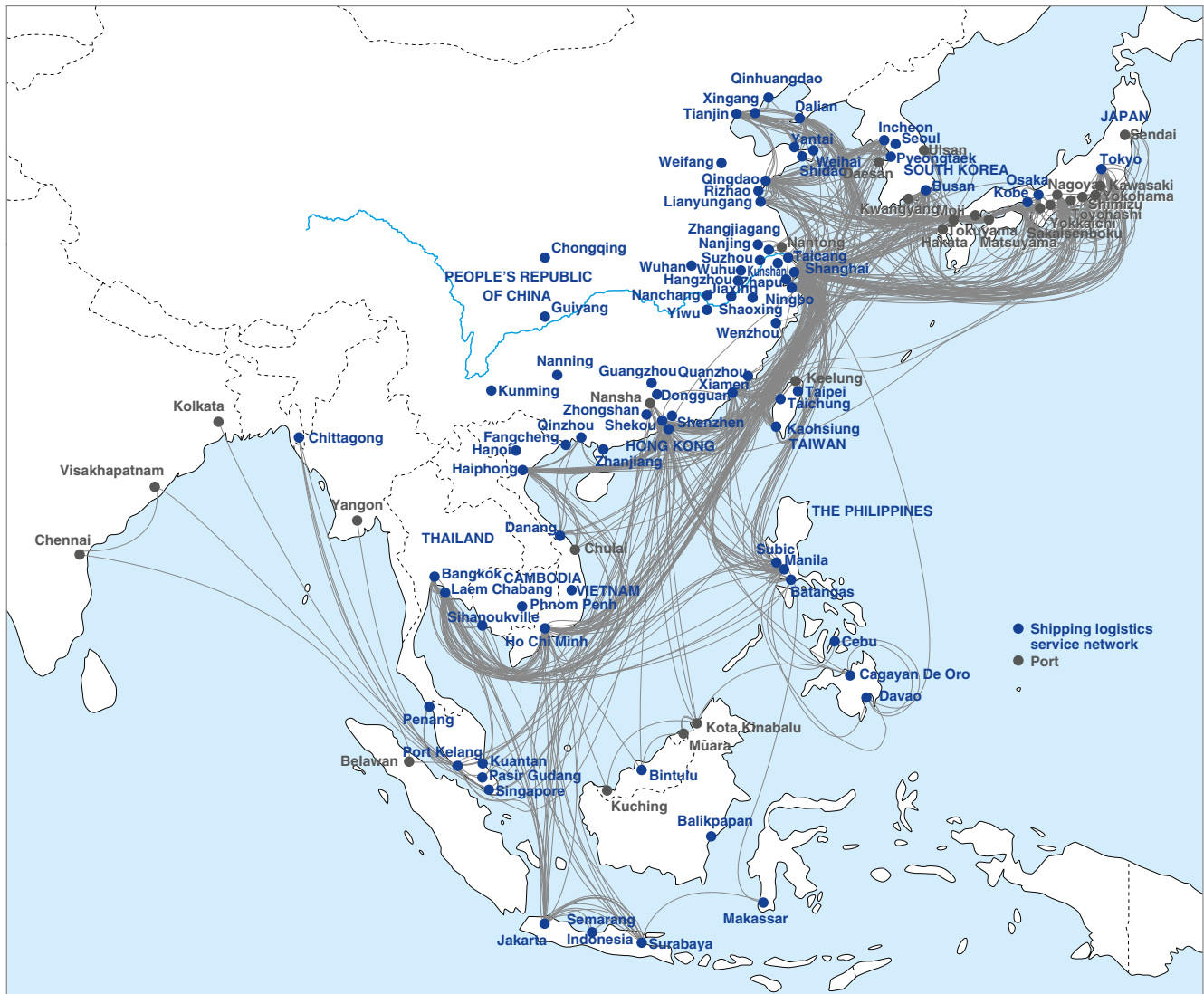
2023

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Corporate Profile

SITC International Holdings Company Limited (the “Company” or “SITC” or “we”) is an Asia’s leading shipping logistics company that provides integrated transportation and logistics solutions. As at 31 December 2023, we ranked the 13th among international container shipping companies in terms of shipping capacity. We focus exclusively on servicing the Asia trade market, which is the largest in the world and one of the fastest growing market in terms of shipping volume, according to Drewry Maritime Services (Asia) Pte Ltd, an independent industry consultant.

The following map illustrates the Asia container shipping routes (including trade lanes operated through joint services and container slot exchange arrangements) and shipping logistics service network of the Group as of 31 December 2023:



Our business covers integrated shipping logistics services, such as the provision of container transportation, freight forwarding, shipping agency, depot, warehousing services, container vessel leasing, land leasing and other services.

Corporate Information

DIRECTORS

Executive Directors

YANG Xianxiang (*Chairman*)

XUE Mingyuan (*Chief Executive Officer*)

LIU Kecheng

LAI Zhiyong

Non-Executive Director

YANG Xin (*Vice-Chairman*)

Independent Non-Executive Directors

TSE Siu Ngan

LIU Ka Ying, Rebecca

HU Mantian (Mandy)

BOARD COMMITTEES

Audit Committee

LIU Ka Ying, Rebecca (*Chairman*)

TSE Siu Ngan

HU Mantian (Mandy)

Remuneration Committee

TSE Siu Ngan (*Chairman*)

YANG Xianxiang

Yang Xin

LIU Ka Ying, Rebecca

HU Mantian (Mandy)

Nomination Committee

HU Mantian (Mandy) (*Chairman*)

Yang Xianxiang

Yang Xin

TSE Siu Ngan

LIU Ka Ying, Rebecca

Risk Management Committee

TSE Siu Ngan (*Chairman*)

Xue Mingyuan

Liu Kecheng

LIU Ka Ying, Rebecca

HU Mantian (Mandy)

Disclosure Committee

XUE Mingyuan (*Chairman*)

LIU Kecheng

LAI Zhiyong

Sustainable Development Committee

XUE Mingyuan (*Chairman*)

LIU Kecheng

LAI Zhiyong

REGISTERED OFFICE

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

CORPORATE HEADQUARTER

31/F, Shui On Centre

6-8 Harbour Road,

Wanchai

Hong Kong

AUTHORIZED REPRESENTATIVES

LIU Kecheng

XUE Peng

COMPANY SECRETARY

XUE Peng (*FCG, HKFCG*)

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited

Royal Bank House – 3rd Floor,

24 Shedden Road, P.O. Box 1586

Grand Cayman KY1-1110

Cayman Islands

Corporate Information

HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai
Hong Kong

PLACE OF LISTING

The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")

NAME OF STOCK

SITC International Holdings Company Limited

STOCK CODE

01308

PRINCIPAL BANKERS (by alphabetical order)

ANZ Bank
Bank of China
Bank of China (Hong Kong) Limited
China Merchants Bank
Citibank, N.A
Standard Chartered Bank (Hong Kong) Limited
Sumitomo Mitsui Banking Corporation
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

Ernst & Young

LEGAL ADVISORS

As to Hong Kong law:

Sidley Austin
Level 39, Two International Finance Centre
8 Finance Street
Central
Hong Kong

As to Cayman Islands law:

Conyers Dill & Pearman
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

WEBSITE

www.sitc.com

Financial and Operating Highlights

		2023	2022	Change
Results				
Turnover	US\$'000	2,428,959	4,112,955	(40.9)%
Profit attributable to shareholders of the Company	US\$'000	531,393	1,944,425	(72.7)%
Basic earnings per share	US\$	0.20	0.73	(72.6)%
Profit margin	%	22.1	47.4	(25.3) pt.
Net cash flows from operating activities	US\$'000	672,213	2,002,565	(66.4)%
Financial Position				
Equity attributable to shareholders of the Company	US\$'000	1,914,536	2,150,540	(11.0)%
Net current assets	US\$'000	123,585	740,606	(83.3)%
Interest bearing bank borrowings	US\$'000	169,034	271,438	(37.7)%
Financial Ratio				
Return on equity (note 1)	%	26.2	105.9	(79.7) pt.
Return on assets (note 2)	%	18.7	67.2	(48.5) pt.
Assets turnover ratio (note 3)	times	0.85	1.42	(0.57)
Gearing ratio (note 4)	%	13.4	0	13.4 pt.
Operating Statistics				
Number of container vessels operated as at year end	vessels	103	108	(5)
Container shipping volume - Container shipping and supporting logistics	TEU	3,224,498	3,261,939	(37,441)

Note 1

Return on equity is calculated by using the profit for the year and the average balance of total equity as at beginning of year and end of year.

Note 2

Return on assets is calculated by using the profit of the year and the average balance of total assets as at beginning of year and end of year.

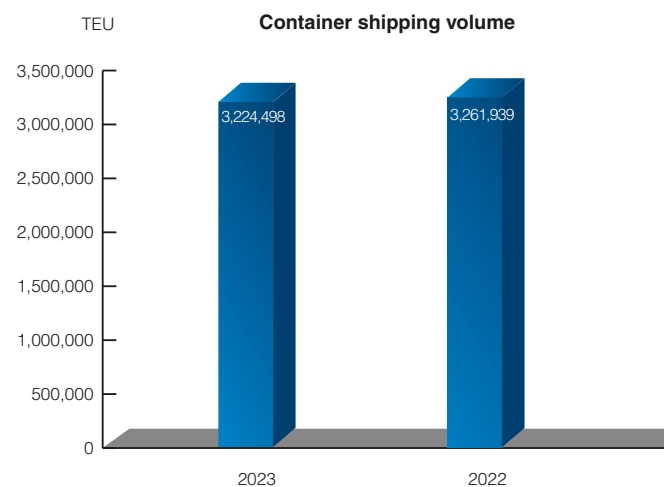
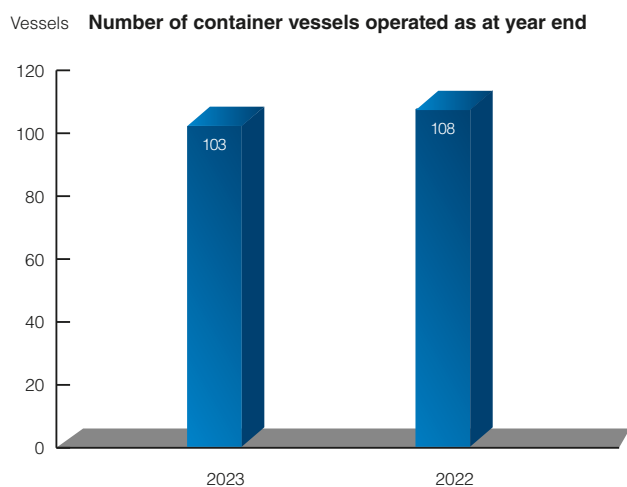
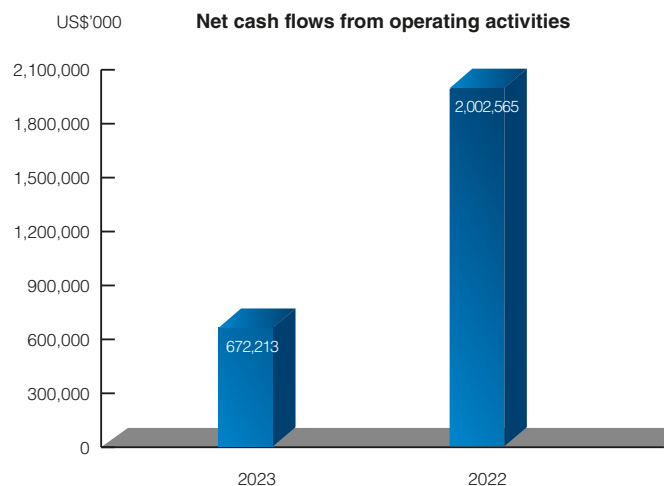
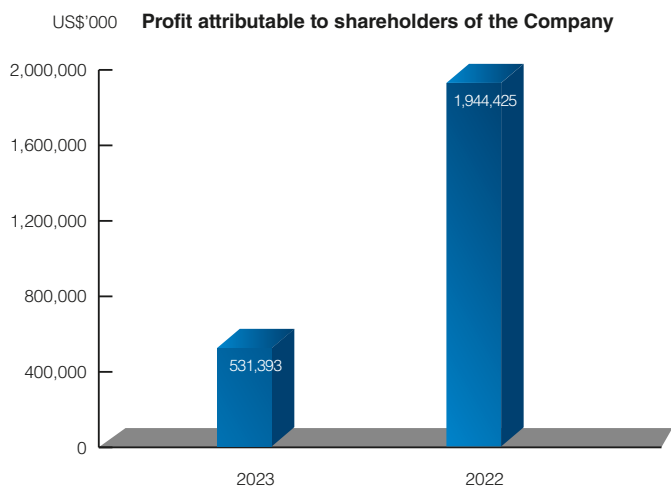
Note 3

Assets turnover ratio is calculated by using the turnover and the average balance of total assets as at beginning of year and end of year.

Note 4

Gearing ratio is calculated by using net debt divided by the adjusted capital plus net debt. Net debt includes bank borrowings, lease liabilities, trade and other payables and accruals, less cash and cash equivalents. Adjusted capital includes equity attributable to owners of the parent less the hedging reserve.

Financial and Operating Highlights



Major Milestones in 2023

On 18 January 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Qiming".

On 31 January 2023, SITC and Dae Sun Shipbuilding held a grand delivery ceremony for the new vessel "SITC Anhe".

On 17 January 2023, the maiden voyage ceremony of Southeast Asian route of SITC Container Lines to Kuching was successfully held. The opening of the new route further expands the service scope of SITC Container Lines (SARAWAK), increases the voyage frequency of the lanes, and provides customers with more and more convenient options for sea cargo transportation.

On 21 February 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Shunde".

On 23 February 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Changming".

On 3 March 2023, SITC visited Dalian Maritime University, and the two parties will continue to deepen cooperation and contribute to the shipping industry and the country in terms of talent training, technological innovation, and supply chain security.

On 20 March 2023, the opening ceremony of SITC Experimental Building of Shandong Jiaotong University was held at Weihai Campus of Shandong Jiaotong University.

On 4 April 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Shengming".

On 20 April 2023, SITC and Dae Sun Shipbuilding held a grand delivery ceremony for the new vessel "SITC Fenghe".

In May 2023, SITC Shipping Management (Shanghai) Co., Ltd. successfully passed the annual DOC audit of China Classification Society.

On 18 May 2023, SITC Container Lines Tianjin's sea-rail intermodal train adopting "One Bill System" was officially opened, achieving seamless integration between railway and maritime transportation through a unified railway container till the final destination.

On 30 May 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Huiming".

On 19 June 2023, SITC entered into a tripartite strategic cooperation agreement with Qingdao Port under Shandong Port Group and Hisense Group in Qingdao, Shandong. The three parties will leverage their respective industrial advantages and overall organizational strengths. Through a model of resource sharing, mutual benefit, and complementary advantages, they will jointly explore and promote collaboration in strategy, industry, and platform development. Together, they aim to establish new milestones of cooperation between enterprises, ports and shipping while making greater contributions to national strategies as well as economic and social development.

On the morning of 27 June 2023, SITC and Dae Sun Shipbuilding held a grand delivery ceremony for the new vessel "SITC Yuhe".

In June 2023, in the election of "2023 Asia (ex-Japan) Executive Team Honored Companies" held by Institutional Investor, an international financial magazine, SITC won 12 comprehensive rankings in transportation sector in Mainland China and overall (small and medium-sized market capitalization), including "Best CEO", "Best CFO", "Best IR Professional", "Best IR Team", "Best ESG" and "Best Company Board". SITC ranked 2nd and 3rd in transportation sector in Mainland China and overall (small and medium-sized market capitalization), respectively, and was also recognized as one of the "Most Admired Companies in 2023" in Mainland China by Institutional Investor.

On 30 June 2023, SITC and Yangzijiang Shipbuilding held a grand delivery ceremony for the new vessel "SITC Ruiming".

On 6 July 2023, the opening ceremony of SITC Intermodal Chongqing Co., Ltd. was successfully held in Chongqing.

On 25 July 2023, the Fortune Plus APP released the 2023 Fortune Top 500 Companies in China. SITC tops the list of return on equity (ROE) with an ROE of 90%.

Major Milestones in 2023

On 1 September 2023, SITC and Dae Sun Shipbuilding held a grand delivery ceremony for the new vessel "SITC Renhe".

In September 2023, SITC won the first place in the "Most Outstanding Company in Hong Kong Transport Industry" award for two consecutive years in the "2023 Asian Excellence Award" organized by Asiamoney, an international financial publishing agency.

On 6 September 2023, SITC Logistics and Zhejiang ZMeta Port entered into a strategic cooperation agreement at the launching ceremony of "Yiwu China Goods City • RCEP Silk Road Express" in Zhejiang. In the future, more special lines for Silk Road Express will sail to Thailand, Indonesia and other regions to help China's micro, small and medium-sized enterprises to go abroad smoothly.

On 15 October 2023, the opening ceremony of the 6th Mini-MBA Shipping Orientation Training Class of Shanghai Maritime University was successfully held at the SITC Academic Exchange Center of Shanghai Maritime University.

On 6 November 2023, general manager of SITC Logistics East China/SITC Intermodal, won the "Excellent Women Award in International Shipping" at the presentation ceremony of the 3rd International Shipping "Yunfan Award".

On 10 November 2023, the ribbon-cutting ceremony for the delivery of Malaysia's first powered stacking machine was successfully held at SITC's West Malaysia Depot. SITC has taken the first step in the green and smart development of the depot industry in Malaysia.

From 21 to 23 November 2023, SITC was awarded the titles of "Customer Satisfied Container Liner", "Customer Satisfied Special Transport Enterprise", "Customer Satisfied NVOCC" and "Top 50 Freight Forwarding Brands in China" at the release ceremony of the 20th "Golden Vessel Cup" China Freight Service Quality Tracking Survey.

In November 2023, SITC entered into a strategic cooperation agreement with CAS Venture Capital Management Co., Ltd., a professional institution established by the Chinese Academy of Sciences. The two parties agreed to explore and study the promotion and application of green methanol in shipping logistics, lead the formulation of green methanol technical standards in the industry, further promote the industrialization of major green methanol technologies, create a green methanol industry ecology, develop a liquid solar economy, and contribute to the realization of the strategies of peak carbon dioxide emissions and carbon neutrality in all countries and regions around the world.

On 10 December 2023, the graduation ceremony of the 2nd SITC Shipping Elite Training Class was successfully held in Dalian Maritime University. The two parties will continue to deepen exchanges in talent training, scientific research and innovation, green shipping, and supply chain security, so as to facilitate the green, low-carbon, and intelligent development of the shipping industry, and contribute to the high-quality and sustainable development of the shipping industry.

On 14 December 2023, "SITC Cagayan" vessel successfully rescued two Filipino fishermen in distress in Philippine waters.

On 15 December 2023, SITC and Dae Sun Shipbuilding held a delivery ceremony for the new vessel "SITC Yihe".

From 20 to 21 December 2023, SITC Ship Management (Shandong) Co., Ltd. successfully passed the annual DOC audit of China Classification Society Qingdao Branch.

On 24 December 2023, the 6th SITC Mini-MBA Shipping Orientation Training Class was successfully held at the SITC Academic Exchange Center of Shanghai Maritime University.

On 29 December 2023, the 2nd session of "SITC Class" jointly organized by Shandong Foreign Trade Vocational College and SITC was successfully completed, and 40 students won the "SITC Scholarship".

Chairman's Statement



The Group will continue to optimize its unique operation model, expand its service network, increase the voyage frequency of its lanes, and extend the sea-land integrated service value chain to meet customer's demand for supply chain management. At the same time, the Group will optimize its fleet structure by capturing vessel price and rent dynamics based on its insight into the relationship between supply and demand of vessels, to secure a long-term cost-competitive position and reduce hazardous gas emissions.

Focusing on the improvement of operational efficiency, the Group will continue to improve its organization process and information technology systems, and strive for the goal in becoming a world-class integrated logistics service provider.

Chairman's Statement

Dear Shareholders,

On behalf of the Board (the "**Board**") of Directors (the "**Directors**") of SITC International Holdings Company Limited ("**SITC**" or the "**Company**", together with its subsidiaries referred to as the "**Group**"), I hereby present to you the Group's annual results for the year ended 31 December 2023.

Since the beginning of this year, the container shipping and logistics market has faced the dual pressure from a substantial increase in effective shipping capacity and a sharp decline in demand caused by the economic cycle, and the industry has gradually fallen into a downturn. The Group continued to optimize its unique operation model, adhere to the sea-land integrated service to meet customer's demand for supply chain management, and strive to become a world-class integrated logistics service solutions provider. At the same time, with its insight into the relationship between supply and demand of the industry, the Group has flexibly adjusted its shipping capacity, and reduced the average vessel age to 8 years, so as to maintain long-term cost advantages and continuously reduce harmful emissions. The Group's outstanding performance in terms of efficiency, effectiveness and cash flow can still bring sustainable and stable returns to all stakeholders.

SITC is a leading shipping logistics company dedicated to serving the intra-Asia trade market. The Group leverages on the comprehensive coverage of its shipping and logistics supply chain, unique business model, high quality customer base and its high-density, high frequency container shipping route and logistics network covering major ports in Asia to derive full benefits of the growth in the trade and economies of China and other Asian countries. Although the adjustment in global economic trade and inventory cycle in 2023, as well as the increased transportation capacity, and sector competition has led to a significant decline in unit freight revenue, the Company's differentiated and low-cost strategy has maintained strong profitability. The Group's operation still performed well during the year under review, with turnover reaching approximately US\$2,429.0 million, representing a decrease of approximately 40.9% as compared with 2022. Meanwhile, gross profit reached approximately US\$623.0 million, representing a decrease of approximately 68.5% as compared with 2022. Profit before tax amounted to approximately US\$553.4 million, representing a decrease of approximately 72.0% from 2022. Profit attributable to owners of the parent amounted to approximately US\$531.4 million and earnings per share was approximately US\$0.20. For the year ended 31 December 2023, the Board resolved to recommend the payment of a final dividend of HK\$50 cents per share.

Over the past years, SITC continued to record significant increase in container shipping volume and outperform many of its peers by actively capitalizing on the intra-Asia economic development. The total container shipping volume for the year decreased by approximately 1.1% to 3,224,498 TEUs, with average freight rate of US\$623.3/TEU (excluding slot exchange fee rate), down 43.3% year-on-year. SITC maintained stable growth in intra-Asia shipping market share in 2023.

The Group leveraged on its strong operating cash flow to expand its operations amidst the unfavorable industrial trend, and pursued development opportunities at low costs. SITC has actively pursued expansion of its fleet. In 2023, a total of 12 new vessels were delivered. The Group's total fleet capacity at the end of 2023 reached 162,851 TEUs. The Group considers that the new vessel orders placed at a time of low vessel price help the Group expand its self-owned fleet and secure a long-term cost advantage for SITC. As at 31 December 2023, the Group had 97 self-owned container vessels and 6 chartered container vessels.

The Group continued to implement various extension and upgrade to certain container shipping route services networks. As of 31 December 2023, the Group operated 76 trade lanes, including 16 trade lanes through joint services and 26 trade lanes through container slot exchange arrangements. In addition, the Group actively developed the land-based third party logistics businesses and operated (including through joint ventures) approximately 1.89 million m² of depot and 128 thousand m² of warehousing space.

While the global shipping industry is expected to face various difficulties and challenges in 2024, the Group's management remains confident about the business environment in intra-Asia logistics market in the year of 2024. As its business expands, SITC will continue to optimize its unique business model, expand its intra-Asia service network, work for the objective of becoming the first choice of customers, provide its customers with quality services through construction of comprehensive logistics facilities and tailor-made logistics solutions, and bring itself closer to the goal of becoming a world-class integrated logistics service provider.

Finally, I would like to extend my heartfelt gratitude to our shareholders for their concern and support to the Group. I would like to express my appreciation to all the Directors of the Company, members of senior management and staff of the Group for their hard work during the past year. I believe that SITC is progressing towards its goal of becoming a world-class shipping logistics enterprise and will deliver more outstanding results in the future.

Yang Xianxiang

Chairman

7 March 2024

Management Discussion and Analysis

OVERVIEW

SITC is one of Asia's leading shipping logistics companies that provides integrated transportation and logistics solutions.

Business Review

The Group's business covers integrated shipping logistics services, such as the provision of container transportation, freight forwarding, shipping agency, depot, warehousing services, container vessel leasing, land leasing and other services. During the year ended 31 December 2023, the Group's business continued to provide container transportation and integrated logistics services that focused exclusively on the Asian market, as the Company believes that the Asian market will continue to experience healthy growth.

As at 31 December 2023, the Group operated 76 trade lanes, including 16 trade lanes through joint services and 26 trade lanes through container slot exchange arrangements. These trade lanes and land-based integrated logistics business network covered 79 major ports in various countries and regions including the Chinese Mainland, Japan, Korea, Taiwan, Hong Kong, Vietnam, Thailand, the Philippines, Cambodia, Indonesia, Singapore, Malaysia, Brunei, Bengal, Myanmar and India. As at 31 December 2023, the Group operated a fleet of 103 vessels with a total capacity of 162,851 TEU, comprised of 97 self-owned (155,713 TEU) and 6 chartered vessels (7,138 TEU), with an average age of 7.9 years. Of these 103 vessels, 79 were of less than 2,000 TEU, and 24 were of 2,000 TEU to 3,000 TEU. For the year ended 31 December 2023, US\$269.0 million out of US\$348.9 million of paid out capital expenditure were attributable to vessel purchases. In addition, the Group also operated (including through joint ventures) approximately 1,890,000 m² of depot and 128,000 m² of warehousing space.

Revenue of the Group for the year ended 31 December 2023 decreased by approximately 40.9% from approximately US\$4,113.0 million for the year ended 31 December 2022 to approximately US\$2,429.0 million for the year ended 31 December 2023. The decrease was a result of a combined effect, where (i) container shipping volume decreased by approximately 1.1% from 3,261,939 TEUs in 2022 to 3,224,498 TEUs in 2023; and (ii) average freight rate (excluding slot exchange fee income) decreased by approximately 43.3% from US\$1,099.6/TEU in 2022 to US\$623.3/TEU in 2023.

Market Review and Outlook

Despite the global economic and trade downturn in 2023, coupled with inventory cycle adjustments, increased capacity delivery and industry competition, which led to a significant decline in unit freight revenue, the Company still maintained strong profitability by adhering to a differentiated and low-cost strategy.

According to The World Bank's forecast, the global economy will slow down for the third consecutive year in 2024. The outlook of international organizations such as the IMF and OECD also indicates that economic demand will continue to decline. However, with the relocation of industries in Asia, the trade routes and logistics needs are being reshaped in Southeast Asia and India.

Although the overall supply of container vessels will peak in 2024, the market is more cautious about investing in small container vessels. The average age of this type of vessel fleet has reached 15.3 years, of which 29.2% vessels are more than 20 years old. Relevant analysts expect a negative growth in the supply of small container vessels, falling by 0.1% in 2024 and about 5% in 2025.

The Company will continue its business in Asia, and is confident that it will continue to leverage its unique advantages to provide customers with low-carbon, environmentally friendly, high-quality supply chain services, create higher value for all stakeholders in society, and strive towards becoming a world-class integrated logistics service solution provider.

Financial Overview

	For the year ended 31 December			
	2023	2022	2022	2022
	Total	Total	Container shipping and logistics	Dry bulk and others
	US\$'000	US\$'000	US\$'000	US\$'000
Revenue	2,428,959	4,112,955	4,102,223	10,732
Container shipping and supporting logistics income	2,197,486	3,810,805	3,810,805	–
Other container logistics income	224,682	291,418	291,418	–
Other income	6,791	10,732	–	10,732
Cost of sales	(1,805,925)	(2,133,873)	(2,127,660)	(6,213)
Equipment and cargos transportation costs	(925,542)	(1,010,115)	(1,010,115)	–
Voyage costs	(408,463)	(542,194)	(542,194)	–
Container shipping vessels cost	(296,734)	(355,962)	(355,962)	–
Other container logistics costs	(172,472)	(219,389)	(219,389)	–
Other costs	(2,714)	(6,213)	–	(6,213)
Gross profit	623,034	1,979,082	1,974,563	4,519
Other income and gains (excluding bank interest income, other investment income and fair value gain on a financial asset)	38,175	137,792	125,004	12,788
Administrative expenses	(136,047)	(165,651)	(165,267)	(384)
Share of profits of:				
Joint ventures	20,013	21,706	21,706	–
Associates	(213)	461	461	–
Other expenses, net	(4,085)	(5,383)	(5,383)	–
Segment results	540,877	1,968,007	1,951,084	16,923
Finance costs	(18,753)	(17,492)		
Bank interest, other investment income and fair value gain on a financial asset	31,290	22,527		
Profit before tax	553,414	1,973,042		
Income tax	(17,240)	(23,235)		
Profit for the year	536,174	1,949,807		
Profit attributable to:				
Owners of the parents	531,393	1,944,425		
Non-controlling interests	4,781	5,382		
	536,174	1,949,807		

Management Discussion and Analysis

The following table sets forth the number of trade lanes and port calls per week of the Group as at 31 December 2022 and 2023, and the average freight rate for the year ended 31 December 2022 and 2023:

Year ended 31 December		As at 31 December			
2023	2022	2023	2022	2023	2022
Aggregate freight rate		Number of trade lanes		Port calls per week	
<i>(US\$ per TEU, excluding slot exchange fee rate)</i>					
623.3	1,099.6	76	75	464	458

Revenue

The Group's total revenue decreased by approximately 40.9% from approximately US\$4,113.0 million for the year ended 31 December 2022 to approximately US\$2,429.0 million for the year ended 31 December 2023. The decrease was result of a combined effect, where (i) container shipping volume decreased by approximately 1.1% from 3,261,939 TEUs in 2022 to 3,224,498 TEUs in 2023; and (ii) average freight rate (excluding slot exchange fee income) decreased by approximately 43.3% from US\$1,099.6/TEU in 2022 to US\$623.3/TEU in 2023.

Cost of Sales

The Group's cost of sales decreased by approximately 15.4% from approximately US\$2,133.9 million for the year ended 31 December 2022 to approximately US\$1,805.9 million for year ended 31 December 2023. The decrease was mainly attributable to (i) the decrease in bunker costs of approximately US\$136.3 million due to a decrease in bunker rate and an improvement in vessel bunker efficiency; and (ii) the year-on-year decrease in container shipping vessel costs of approximately US\$59.2 million due to the expansion of self-owned vessels in replacement of chartered vessels.

Gross Profit and Gross Profit Margin

As a result of the foregoing, the gross profit decreased from approximately US\$1,979.1 million for the year ended 31 December 2022 to approximately US\$623.0 million for the year ended 31 December 2023. The Group's gross profit margin decreased from approximately 48.1% for the year ended 31 December 2022 to approximately 25.7% for the year ended 31 December 2023.

Other Income and Gains (excluding bank interest income, other investment income and fair value gain on a financial asset)

For the year ended 31 December 2023, the other income and gains (excluding bank interest income, other investment income and fair value gain on a financial asset) decreased by approximately US\$99.6 million from approximately US\$137.8 million for the year ended 31 December 2022 to approximately US\$38.2 million for the year ended 31 December 2023. The decrease was a result of a combined effect, reflecting (i) the gains on disposal of vessels of approximately US\$22.1 million from the disposal of 4 container vessels in 2023, as compared to approximately US\$119.1 million from the disposal of 4 container vessels and 5 dry bulk vessels in 2022; (ii) a year-on-year increase of approximately US\$1.7 million in the fair value gains on derivative instruments; and (iii) a year-on-year decrease of approximately US\$3.4 million in foreign exchange gain.

Bank Interest Income, Other Investment Income and Fair Value Gain on a Financial Asset

The Group's amount of bank interest income, other investment income and fair value gain on a financial asset was approximately US\$22.5 million and US\$31.3 million for the year ended 31 December 2022 and 2023, respectively. The increase was mainly attributable to the increase in average deposit interest rate.

Administrative Expenses

The Group's administrative expenses decreased from approximately US\$165.7 million for the year ended 31 December 2022 to approximately US\$136.0 million for the year ended 31 December 2023, representing a decrease of approximately 17.9%. The decrease was primarily attributable to the overall decrease in staff bonus costs.

Share of Profits and Losses of Joint Ventures

The Group's share of profits and losses of joint ventures recorded profits of approximately US\$21.7 million and US\$20.0 million in 2022 and 2023, respectively. The decrease was mainly attributable to the decline in the profits of part of the jointly controlled depot companies.

Share of Profits and Losses of Associates

The Group's share of profits and losses of associates were profits of approximately US\$0.5 million and losses of approximately US\$0.2 million for 2022 and 2023, respectively. The decrease was mainly attributable to the decrease in profits shared from some associates which were engaged in provision of depot.

Other Expenses, net

The Group's other expenses, net, decreased by approximately US\$1.3 million from approximately US\$5.4 million for the year ended 31 December 2022 to approximately US\$4.1 million for the year ended 31 December 2023. There was no material change in the amount.

Finance Costs

The Group's finance costs increased from approximately US\$17.5 million for the year ended 31 December 2022 to approximately US\$18.8 million for the year ended 31 December 2023. The increase was mainly attributable to the increase in borrowing interest rate.

Profit before Tax

As a result of the foregoing, the Group's profit before tax decreased from approximately US\$1,973.0 million for the year ended 31 December 2022 to approximately US\$553.4 million for the year ended 31 December 2023.

Income Tax Expenses

The Group's income tax expense was approximately US\$23.2 million and US\$17.2 million for the year ended 31 December 2022 and 2023, respectively. The decrease was primarily attributable to the decrease in taxable profit of the Group.

Profit for the Year

The Group's profit for the year ended 31 December 2023 was approximately US\$536.2 million, representing a decrease of approximately 72.5% as compared to the profit of approximately US\$1,949.8 million for the year ended 31 December 2022.

LIQUIDITY, FINANCIAL AND CAPITAL RESOURCES

Total assets of the Group decreased by approximately 14.0% from approximately US\$3,082.9 million as at 31 December 2022 to approximately US\$2,652.5 million as at 31 December 2023. As at 31 December 2023, the Group had cash and cash equivalents amounting to approximately US\$416.3 million, mainly denominated in US dollar, Renminbi, Japanese Yen and other currencies.

Total liabilities of the Group decreased by approximately 21.4% from approximately US\$917.8 million as at 31 December 2022 to approximately US\$721.4 million as at 31 December 2023. At 31 December 2023, the Group had interest-bearing bank loans of approximately US\$104.2 million repayable within one year or on demand, approximately US\$13.0 million within the second year, approximately US\$51.8 million within third to fifth years.

Further, the Group has transactional currency exposures. Such exposures arise from sales or purchases by operating units in currencies other than the units' functional currencies. As at 31 December 2023, the Group had no foreign exchange hedging instruments (31 December 2022: nil) of its foreign currency sales.

As at 31 December 2023, the Group had current ratio (being the current assets divided by the current liabilities) of approximately 1.2 compared to that of 2.5 as at 31 December 2022. The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. The Group's policy is to maintain a healthy gearing ratio. Net debt includes interest-bearing bank borrowings, trade and other payables, accruals, amounts due to related companies, less cash and cash equivalents. Adjusted capital includes equity attributable to owners of the parent less the hedging reserve. The Group's gearing ratio was 0% and 13.4% as at 31 December 2022 and 31 December 2023, respectively.

Management Discussion and Analysis

CONTINGENT LIABILITIES

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

CHARGE ON ASSETS

The Group's bank loans were secured by mortgages over the Group's vessels and land which had a net carrying amount of approximately US\$232.6 million (2022: US\$459.5 million) and US\$9.8 million (2022: Nil), respectively, as at 31 December 2023.

EMPLOYEE AND REMUNERATION POLICIES

As at 31 December 2023, the Group had an aggregate of 2,142 full-time employees (excluding crew member, 31 December 2022: 2,060). The related employees' costs for the period (including directors' emoluments) amounted to approximately US\$209.9 million (31 December 2022: US\$240.1 million). The Group recruited and promoted individual persons according to their strength and development potential. The Group determined the remuneration packages of all employees (including the directors) with reference to corporate performance, individual performance appraisal and current market salary scale. Further, the Group has in place the post-IPO share option scheme and adopted a share award scheme on 13 September 2017 (the "**Share Award Scheme**"). Further information of the post-IPO share option scheme and the Share Award Scheme are set out in the section headed "Report of the Board of Directors – Share Schemes" of this annual report.

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

On 21 September 2023, the Company entered into a sale and purchase agreement with SITC Investment Co., Ltd., pursuant to which the Company agreed to procure one of its wholly-owned subsidiaries to acquire, and SITC Investment Co., Ltd. agreed to sell (i) 100% of the issued share capital of six target companies, which in turn hold the titles to 5 container vessels and 700 flat racks; and (ii) loans advanced by SITC Investment Co., Ltd. to the target companies in the aggregate amount of US\$21,089,428.06, for an aggregate consideration of US\$39,770,516.67 (the "**First Acquisition**").

On the same date, SITC Shipowning Group Company Limited (a wholly-owned subsidiary of the Company), SITC Investment Co., Ltd. and Huanghai Shipbuilding Co., Ltd. entered into two novation and transfer agreements, pursuant to which SITC Investment Co., Ltd. agreed to novate and transfer its rights to two container vessels undergoing construction at Huanghai Shipbuilding Co., Ltd. to SITC Shipowning Group Company Limited, for an aggregate consideration of US\$18,442,856 (the "**Second Acquisition**").

Further details of the First Acquisition and the Second Acquisition are set out in the Company's announcement dated 21 September 2023. As at the date of this annual report, completion of the First Acquisition and the Second Acquisition has taken place.

During the year ended 31 December 2023, a total of 12 new container vessels were delivered. Save as disclosed above, for the year ended 31 December 2023, the Group did not have any significant investments or material acquisitions or disposals of subsidiaries, associates and joint ventures.

FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Company will continue to purchase container vessels and containers, and invest in logistics projects, as and when appropriate. The Company expects that the internal financial resources and bank borrowings will be sufficient to meet the necessary funding requirements. 9 new container vessels are expected to be delivered in 2024. Save as disclosed, the Company does not have any future plans for significant investments or capital assets as at the date of this announcement.

PURCHASE, SALE AND REDEMPTION OF SHARES

During the period from 26 April 2023 to 13 December 2023, the trustee of the Share Award Scheme purchased on the market an aggregate of 13,031,000 Shares for the purpose of the Share Award Scheme at an average consideration of approximately HK\$14.02 per share, totalling approximately HK\$182.7 million for the purpose of the Share Award Scheme.

Save as disclosed above, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities during the year ended 31 December 2023.

Directors and Senior Management

Mr. Yang Xianxiang (楊現祥), aged 57, is the chairman of the Board, an executive Director, a member of the remuneration committee and nomination committee of the Company. Mr. Yang has been a Director and chief executive officer of the Company since January 2008. He is actively involved in the management and the decision-making process of the Company. Mr. Yang graduated from Asia International Open University (Macau) with a master's degree in Business Administration in 2000 and completed a chief executive officer class in Tsinghua University in 2003. He also received a master's degree in business administration from China Europe International Business School in 2006. He completed a non-degree course in Sinology in Fudan University in 2009, which is a course on Chinese heritage classical study, and completed another non-degree Chief Executive Officer Class at the Cheung Kong Graduate School of Business in 2010. Mr. Yang has over 34 years of experience in the shipping industry through his employment in the shipping companies. In July 1987, Mr. Yang joined Lufeng Shipping Co., Ltd. (魯豐航運有限公司) ("**Lufeng Shipping**"), a container shipping company, and was subsequently promoted to be a manager before he left in July 1997. From August 1997 to December 2001, he served as a general manager in SITC Container Lines (Shandong) Co., Ltd. (山東省海豐船務有限公司). Between January 2002 and January 2005, he served as executive vice president in SITC Maritime Group Co., Ltd. (山東海豐國際航運集團有限公司) ("**Shandong SITC**") and as president in the same company between January 2005 and May 2007. From May 2007 to January 2008, he served as president of SITC Container Lines and as a chief executive officer of SITC Steamship (Shanghai) Co., Ltd. Mr. Yang was appointed as an executive Director on 9 April 2010. Mr. Yang has been appointed as an independent non-executive director of Js Global Lifestyle Company Limited (stock code: 01691) since October 2019 and a non-independent director of Shanghai Fortune Techgroup Co., Ltd. (stock code: 300493) since 2021.

Mr. Xue Mingyuan (薛明元), aged 50, is the chief executive officer of the Company, an executive Director, the chairman of the sustainable development committee and disclosure committee of the Company, and a member of the risk management committee of the Company. Mr. Xue has been appointed as an executive Director since 11 March 2013. He has been serving as the president of SITC Shipping Group and the general manager of SITC Container Lines since December 2012. Mr. Xue obtained a master degree in international shipping and logistics management from The Hong Kong Polytechnic University (香港理工大學) in November 2004. He received a master degree in business administration from China Europe International Business School in September 2012. Mr. Xue has over 29 years of experience in the shipping industry. During the period from August 1997 to November 2012, Mr. Xue had served as the export supervisor of SITC Lianji (Shandong) Co., Ltd. (山東海豐聯集有限公司) ("**Shandong SITC Lianji**"), the manager of the customers service department and the sales and marketing department of SITC Container Lines, the deputy general manager and general manager of SITC Container Lines (Korea) Co., Ltd. and the general manager of SITC Container Lines.

Directors and Senior Management

Mr. Liu Kecheng (劉克誠), aged 50, is an executive Director, chief financial officer, authorized representative, a member of the disclosure committee, the sustainable development committee and the risk management committee of the Company, and the general manager of the finance center and investment center of the Company. Mr. Liu has been a Director of the Company since December 2006 and appointed as an executive Director on 9 April 2010. From September 2010 to May 2013, he served as joint company secretary of the Company. Since October 2010, Mr. Liu has been appointed as the director for investment and securities, responsible for investments and equity funding. Since May 2013, Mr. Liu has been appointed as the chief financial officer of the Company, responsible for finance accounting and cash management in the Company. Since July 2017, Mr. Liu has been appointed as the general manager of the finance center and investment center of the Group. Mr. Liu graduated from Shandong Foreign Economic and Trade School in 1994. He received a master's degree in business administration from China Europe International Business School in 2007. Mr. Liu has over 30 years of experience in the shipping industry through his employment in the shipping companies. Mr. Liu worked with the finance department of Shandong Foreign Trade Corporation from July 1994 to June 1998. Mr. Liu joined SITC in 1998, and has served successively as finance manager, deputy general manager of finance center, deputy general manager of planning & development center, general manager of the investment and development center, chief financial officer, directorate secretary & general manager of the investment management center of SITC International Holdings. Mr. Liu has served as a director of Hisense Group Holding Company Limited since December 2020.

Mr. Lai Zhiyong (賴智勇), aged 51, is an executive Director, a member of the sustainable development committee and the disclosure committee of the Company. Mr. Lai has been appointed as an executive Director since 11 March 2013. He has been serving as the president of SITC Logistics Group since December 2012. Mr. Lai graduated from Ocean University of China (中國海洋大學) in July 1994 specialising in international trade, and received a master degree in business administration from China Europe International Business School in 2017. Mr. Lai has over 27 years of experience in the shipping industry. During the period from August 1997 to November 2012, Mr. Lai had served as the supervisor of the import division of Shandong SITC Lianji, the manager of the import department, operation department and marketing department of SITC Container Lines and the general manager of SITC Container Lines (Hong Kong) Co., Ltd. (新海豐集運(香港)有限公司).

Ms. Yang Xin (楊馨), aged 40, has been appointed as a non-executive Director since March 2021 and is currently the vice-chairman of the Board and a member of the remuneration committee and nomination committee of the Company. Ms. Yang is currently the chairman of Qingdao Hisense Business Management Co., Ltd. (青島海信商業管理股份有限公司) (“**Hisense Business Management**”), the vice chairman and general manager of Qingdao Hisense Donghai Commerce Trade Co., Ltd. (青島海信東海商貿有限公司) (“**Hisense Donghai**”). From 2006 to 2009, Ms. Yang served as the assistant vice president and vice president of HSBC Bank (China) Company Limited. From 2010 to 2014, she served as the chairman and general manager of Qingdao Highness Trading Co., Ltd. (青島海伊思貿易有限公司). From 2014 to 2021, she served as the chairman of Qingdao Hui Sheng Huo Trading Company (青島會生活商貿有限公司). From 2014 to 2017, she served as the vice chairman of Hisense Donghai and subsequently served as the general manager of the Hisense Plaza of Hisense Donghai from 2017 to 2018. Since 2018, she has been appointed as the chairman of Hisense Business Management and the vice president of Hisense Donghai. Since 2020, she has been appointed as the general manager of Hisense Donghai and the supervisor of Hisense Group Holdings Co., Ltd.. Ms. Yang obtained a bachelor's degree in Accounting and Finance from Warwick Business School of The University of Warwick, a master's degree in investment management from Cass Business School of City, University of London, and a degree of executive master of business administration from China Europe International Business School. Ms. Yang is the daughter of Mr. Yang Shaopeng, the controlling shareholder of the Company.

Mr. Tse Siu Ngan (謝少毅), aged 50, has been appointed as an independent non-executive Director since October 2020, and is currently the chief independent non-executive Director, the chairman of the remuneration committee and the risk management committee of the Company, and a member of the audit committee and nomination committee of the Company. Mr. Tse received a Master of Science in IT Manufacturing from University of Warwick in 1997. Mr. Tse completed the Senior Executive Program of Harvard Business School in 2010 and the Global CEO Program of Harvard Business School in 2013. Mr. Tse has extensive experience working at Fortune 500 companies, with 16 years of experience in senior management positions. From April 2001 to April 2004, Mr. Tse served as the managing director of Triaton China, Ltd, responsible for the overall operations and business development of the company. During the period from April 2004 to April 2017, Mr. Tse served various management positions at Hewlett Packard with his last position as the vice president and general manager in the HP enterprise services Greater China department, responsible for the overall management of the group's enterprise services in Greater China. From April 2017 to April 2018, Mr. Tse served as the senior vice president and general manager in the digital business services department of SAP SE (Greater China region). From April 2018 to February 2020, Mr. Tse served as the general manager in the global technology services department of IBM (Greater China region). From June 2020 to October 2023, Mr. Tse served as the Greater China general manager of Zebra Technologies. Mr. Tse is currently the partner of Business Operation Technologies Ltd..

Dr. Liu Ka Ying Rebecca, aged 54, has been appointed as an independent non-executive Director since December 2020, and is currently the chairman of the audit committee, and a member of the nomination committee, remuneration committee and risk management committee of the Company. Dr. Liu has more than 20 years of experience in the operation and management of multinational companies, with extensive experience in real estate development, fund management, accounting, auditing, international financial management and corporate investment and financing. Dr. Liu is currently the senior vice president of Fortune (Shanghai) Limited (subsidiary of CP Group), mainly responsible for assisting company

in formulating strategic planning and business planning, participate in major company merge and acquisition, coordinate company business arrangements, adjust internal company structure. Dr. Liu also held senior positions in asset management company, work scope covered asset management and private equity investment funds, focused on fund management, IPO and investment in various stock market for clients. Dr. Liu experienced in securities investment and private equity fund management operation. From June 1996 to March 2002, Dr. Liu served as the general manager for the Asia and China region of The PRG-Schultz International, Inc., (a company listed on NASDAQ), mainly responsible for the operation and management of professional audit services for the world's top 500 clients. Dr. Liu has been appointed as an independent non-executive director of Logan Group Company Limited (stock code: 3380) since November 2013, Renaissance Asia Silk Road Group Limited (stock code: 274) since August 2022 and Paradise Entertainment Limited (stock code: 1180) since March 2023. She also has been appointed as a non-executive director and the vice chairman of the board of Culturecom Holdings Limited (stock code: 343) since January 2023 and an independent non-executive director of Paradise Entertainment Limited (stock code: 1180) since March 2023.

Dr. Liu is a member of the American Institute of Certified Public Accountants (AICPA), Illinois CPA Society (ICPAS) of the United States and Hong Kong Institute of Certified Public Accountants (HKICPA). Dr. Liu obtained a doctoral's degree in business administration from Victoria University of Switzerland in November 2011. She also obtained a double bachelor's degree in business administrative studies from York University, Canada with major in management and in accounting (with honour) in 1992 and 1994, respectively. Dr. Liu is a member of the Hong Kong Institute of Bankers, Association of Women Accountants (Hong Kong) Limited and Hong Kong Professionals and Senior Executives Association. She was also a former member of the Tenth and the Eleventh Jilin Provincial Committee of the Chinese People's Political Consultative Conference. Dr. Liu supports and actively participates in various activities of the China and Hong Kong Government and make various contributions to the country.

Directors and Senior Management

Hu Mantian (胡曼恬), aged 42, has been appointed as an independent non-executive Director since October 2020, and is currently the chairman of nomination committee, and a member of the remuneration committee, risk management committee and audit committee of the Company. Dr. Hu received a B.A. in Economics from Fudan University in 2003, an M.A. in Economics from Tufts University in 2005, an M.Phil. in Marketing and a Ph.D. in Marketing, both from New York University, in 2009 and 2012, respectively. Dr. Hu is associate professor in the department of marketing and at the Chinese University of Hong Kong. She is also the director of the Center for Consumer Insights. She serves as honorary advisor of Hong Kong Digital Analytics Association and provides consulting services to marketing research firms, telecom companies and handset manufacturers. She is the chief scientist of consumer behavior at Nanjing Huasu Technology Co., Ltd. Her research focuses on using quantitative models to study and explain consumer behaviors using big data in industries such as telecommunication, automobile, e-commerce and FinTech.

Mr. Xue Peng (薛鵬), aged 53, is the company secretary, authorized representative and the general manager of the operations management center of the Company. Mr. Xue has been a Director of the Company from January 2008 to March 2021. From January 2008 to May 2013, he served as a chief financial officer of the Company. Mr. Xue has been appointed as the general manager of the operations management center of the Group since July 2017. Mr. Xue graduated from Shandong Province Foreign Trade and Economic University in 1991 majoring in financial accounting, and graduated from Shandong University of Economics in 1997 majoring in accounting. He was qualified as an intermediate accountant in 2004 and also obtained an undergraduate degree in accounting from Renmin University of China in 2006. He received a master's degree in business administration from China Europe International Business School in 2011. He obtained a Master's degree in Corporate Governance from Hong Kong Open University and also qualified of the fellowship of the Hong Kong Institute of Chartered Secretaries and the Chartered Governance Professional by the end of the year 2019. Mr. Xue has over 28 years of experience in the shipping industry through his employment in the shipping companies. From March 1993 to March 1996, Mr. Xue worked in Lufeng Shipping, a container shipping company. From March 1996 to January 1998, he served as a financial manager in Guang Lian Shipping Agency (Shandong) Company Limited (山東廣聯船務有限公司), a company that is principally engaged in the shipping agency business. Between January 1998 and March 1999, he served as a financial manager in SITC Container Lines (Shandong) Co., Ltd. and Shandong SITC respectively. From March 1999 to February 2002, he served as the finance manager of SITC Japan Co., Ltd. Between February 2002 and January 2003, he served as the general manager of the supervision department in Shandong SITC. He served as a deputy general manager of the finance center of Shandong SITC from January 2003 to April 2006, and as the general manager of the finance department of SITC Holding between April 2006 and January 2008. Between April 2006 and January 2008, he also served as the financial manager of SITC Holding and SITC Shipping Agency (HK) Company Limited (新海豐船務代理(香港)有限公司), respectively. Mr. Xue was appointed as a joint company secretary on 3 May 2013 and has subsequently been re-designated as the sole company secretary of the Company from 18 October 2019. Mr. Xue has been appointed as an independent non-executive director of Shenzhen Investment Holdings Bay Area Development Company Limited (stock code: 737) since 4 February 2022.

Report of the Board of Directors

REPORT OF THE BOARD OF DIRECTORS

The Directors of the Company are pleased to present their report and the audited financial statements of the Group for the year ended 31 December 2023.

MAJOR BUSINESS

The Company is an Asian shipping logistics company that provides integrated transportation and logistics solutions. The analysis of the revenue of the Group for the year is set out in Note 5 to the Financial Statements.

A review of the business of the Group during the year under review and a discussion on the Group's future business development, possible risks and uncertainties that the Group may be facing and important events affecting the Company occurred during the year ended 31 December 2023 are provided in the section headed "Chairman's Statement" on pages 9 to 11, the section headed "Management Discussion and Analysis" on pages 12 to 16 and the paragraph headed "Risks and Uncertainties" of this section of this annual report.

An analysis of the Group's performance during the year ended 31 December 2023 using financial performance indicators is provided in the section headed "Management Discussion and Analysis" on pages 12 to 16 of this annual report.

FINANCIAL STATEMENTS

The results of the Group for the year ended 31 December 2023 are set out in the Consolidated Statement of Profit or Loss and Other Comprehensive Income. The financial position as of 31 December 2023 of the Group is set out in the Consolidated Statement of Financial Position. The cash flow position of the Group during the year ended 31 December 2023 is set out in the Consolidated Statement of Cash Flows.

SHARE CAPITAL

As of 31 December 2023, the Company had 2,682,623,360 Shares in issue.

The changes in the share capital of the Group during the year ended 31 December 2023 are set out in Note 31 to the Financial Statements.

FINAL DIVIDEND

At the Board meeting held on 7 March 2024 (Thursday), it was proposed that a final dividend of HK\$50 cents (equivalent to US\$6.39 cents) per ordinary share would be paid on 21 May 2024 (Tuesday) to the shareholders of the Company whose names appear on the Company's register of members at the close of business at 4:30 p.m. on 8 May 2024 (Wednesday). The proposed final dividend is subject to approval by the shareholders at the annual general meeting of the Company to be convened and held on 26 April 2024 (Friday) (the "**Annual General Meeting**").

There is no arrangement that a shareholder of the Company has waived or agreed to waive any dividends.

ANNUAL GENERAL MEETING

The Annual General Meeting will be convened and held on 26 April 2024 (Friday). A notice convening the Annual General Meeting will be published on the the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sitc.com) and disseminated to the shareholders of the Company in due course.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 23 April 2024 (Tuesday) to 26 April 2024 (Friday), both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 22 April 2024 (Monday).

Report of the Board of Directors

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from 3 May 2024 (Friday) to 8 May 2024 (Wednesday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfers of shares documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 2 May 2024 (Thursday).

RESERVE

Details of the changes in reserve of the Group during the year ended 31 December 2023 are set out in Note 33 to the Financial Statements.

DISTRIBUTABLE RESERVES

Under the Companies Act of the Cayman Islands, the share premium of the Company is available for distribution of dividends to the shareholders subject to the provisions of the Company's articles of association (the "Articles of Association"), with the sanction of an ordinary resolution, dividend may be declared and paid out of share premium account of any other fund or account which can be authorised for this purpose. As of 31 December 2023, the Company had distributable reserves of approximately US\$541 million.

PROPERTY, PLANT AND EQUIPMENTS

The changes in property, plant and equipment during the year ended 31 December 2023 are set out in Note 14 to the Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the aggregate purchase amount attributable to the Group's five largest suppliers and the aggregate revenue attributable to the Group's five largest customers were both less than 30% of the Group's total revenue.

RELATIONSHIPS WITH EMPLOYEES, SUPPLIERS AND CUSTOMERS

The Group understands that employees are valuable assets. The Group provides competitive remuneration package to attract and motivate the employees. The Group regularly reviews the remuneration package of employees and makes necessary adjustments to conform to the market standard.

The Group's business is built on a customer-oriented culture, and are focused on establishing relationships with blue-chip companies globally. The Group also understands that it is important to maintain good relationship with its suppliers and customers to fulfil its immediate and long-term goals. To maintain its market competitiveness within the industry, the Group aims at delivering constantly high standards of quality in the service to its customers. During the year under review, there was no material and significant dispute between the Group and its suppliers and/or customers.

DONATION

During the year, the charitable contributions and other donations amounted to approximately US\$0.571 million.

DIRECTORS

The Directors in office during the year under review and as of the date of this annual report are as follows:

Executive Directors

YANG Shaopeng (*resigned on 7 March 2024*)

YANG Xianxiang (*Chairman*)

XUE Mingyuan (*Chief Executive Officer*)

LIU Kecheng

LAI Zhiyong

Non-executive Director

YANG Xin (*Vice-Chairman*)

Independent non-executive Directors

TSE Siu Ngan

LIU Ka Ying, Rebecca

HU Mantian (Mandy)

Details of the resume of the Directors and senior management are set forth in the section headed “Directors and Senior Management” of this annual report.

Pursuant to the terms of the Articles of Association and the Corporate Governance Code (the “**CG Code**”) contained in Appendix 14 (which has been renumbered to Appendix C1 with effect from 31 December 2023) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Mr. Yang Xianxiang, Mr. Liu Kecheng, Ms. Yang Xin, Mr. Tse Siu Ngan, Dr. Liu Ka Ying, Rebecca and Dr. Hu Mantian (Mandy) will retire in the forthcoming Annual General Meeting, and being qualified, have offered to be re-elected and re-appointed at the Annual General Meeting.

SERVICE CONTRACTS OF DIRECTORS

Details of service contracts for executive Directors are set out under the section headed “Appointment and Re-election of Director” of the Corporate Governance Report. There was no service contract entered by the Company and any Directors to be re-elected in the coming Annual General Meeting stipulating that the Company may not terminate the appointment within one year without compensation payment (other than the statutory compensation).

DISCLOSURE OF DIRECTORS’ INFORMATION PURSUANT TO RULE 13.51B(1) OF THE LISTING RULES

With effect from 1 April 2024, the Directors’ fees will be revised as follows:–

Name of Director	Revised Director’s fee (HK\$ per annum)
Yang Xianxiang	4,740,000
Xue Mingyuan	3,240,000
Yang Xin	2,020,000

DIRECTORS’ INTERESTS IN CONTRACTS

Other than those transactions disclosed in Note 37 to the Financial Statements and in the section headed “Continuing Connected Transactions” below, there was no other significant contract with any member of the Group as the contracting party and in which the Directors possessed direct or indirect substantial interests, and which was still valid on the year end date or any time during the year and related to the business of the Group.

DIRECTORS’ INTERESTS IN COMPETITIVE BUSINESS

Mr. Yang Shaopeng, through a family trust controls 100% of the issued shares of Better Master Limited (“**Better Master**”), which in turn holds 100% of the issued shares of Resourceful Link Management Limited (“**Resourceful Link**”) and by virtue of his direct interest, owns approximately 41.32% of the issued share capital in the Company as at the date of this annual report. Mr. Yang Shaopeng was a former director of the Company and, together, Better Master and Resourceful Link are the controlling shareholders of the Company. Ms. Liu Rongli, the spouse of Mr. Yang Shaopeng and the mother of Ms. Yang Xin, a non-executive Director, also owns as to approximately 43.08% in SITC Maritime Group Company Limited (青島海豐國際航運集團有限公司) (“**Qingdao SITC**”), which is involved in various business which had been excluded from the deed of non-competition provided by the controlling shareholders of the Company and as supplemented by a supplemental deed of non-competition entered into between the Company and Qingdao SITC (hereinafter, the “**Deed of Non-Competition**”). Pursuant to the Deed of Non-Competition, the following businesses have been excluded from the Deed of Non-Competition provided by the Company’s controlling shareholders to the Company:

- (a) SITC Steamship (Shandong) Co., Ltd. (山東海豐航運有限公司) (“**Shandong Steamship**”), a wholly-owned subsidiary of Qingdao SITC which is principally engaged in the ship-owning business, continues to hold operating licenses for the mainland China-Taiwan routes. The vessels that operate on this route belong to the Company but are chartered to Shandong Steamship for the mainland China-Taiwan route. These vessels are being used to operate such routes on terms that permit the Company to enjoy the charter fee revenues derived from such operation.

Report of the Board of Directors

- (b) During the year under review, Shandong Steamship owned one PRC-registered vessels named Hai Feng Lian Xing. According to the PRC Regulations Governing the Registration of Ships (中華人民共和國船舶登記條例) promulgated by the State Council on 2 June 1994 and effective as of 1 January 1995, only Chinese enterprises which are owned by Chinese investors as to not less than 50% are permitted to own Chinese flag vessels, and the Company is therefore unable to acquire control of this vessel under applicable laws and regulations for the time being. However, this vessel is subject to a lease to SITC Container Lines Co., Ltd., a subsidiary of the Company.

The Company has received an annual written confirmation from each of the Company's controlling shareholders in respect of the compliance by them and their associates with the Deed of Non-Competition entered into by and among the Company, the controlling shareholders of the Company, Mr. Yang Shaopeng, Better Master and Resourceful Link.

The independent non-executive Directors have reviewed the Deed of Non-Competition and whether the controlling shareholders of the Company have abided by the Deed of Non-Competition. The independent non-executive Directors confirmed that they had determined that the controlling shareholders of the Company have not been in breach of the Deed of Non-Competition during the year ended 31 December 2023.

Save as disclosed, none of the Directors or their respective connected persons have any interests in any business that competed or might compete with the Group's business during the year ended 31 December 2023.

SHARE SCHEMES

Post-IPO Share Option Scheme

On 10 September 2010, the Company adopted a share option scheme (the "**Post-IPO Share Option Scheme**") whereby the Board can grant options for the subscription of the shares of the Company (the "**Shares**") to the employees, managerial staff and senior employees and those other persons that the Board considers that they will contribute or have contributed to the Group (the "**Post-IPO Scheme Participants**") as described in the Post-IPO Share Option Scheme in order to serve as compliment and to reciprocate their contribution to the Group.

The maximum number of Shares that can be issued according to the Post-IPO Share Option Scheme was 260,000,000 shares which is equivalent to 10% of the issued capital of the Company after completion of the Global Offering (as defined in the prospectus of the Company dated 20 September 2010 (the "**Prospectus**")), representing approximately 9.69% of the issued Shares as at the date of this report.

The number of options that may be granted pursuant to the terms of the Post-IPO Share Option Scheme shall not exceed 10% of the issued Shares immediately after the completion of the Global Offering. Unless otherwise approved by the shareholders of the Company in a general meeting, the number of Shares that may be granted to the Post-IPO Scheme Participants under the options shall not exceed 1% within any 12-month period (other than those granted to the substantial shareholders (as defined in the Listing Rules), or the total number of Shares that may be granted under the options to the independent non-executive Directors or any of their respective connected persons shall not exceed 0.1% of the shares in issue of the Company from time to time.

There is no minimum period that the options must be held before they become exercisable, and the options granted shall be exercised within the period decided by the Board, however no options shall be exercised 10 years after they have been granted. The exercise price of the option shall be the higher of (a) the closing price of the Shares on the daily quotation sheet of the Stock Exchange on the date of grant; (b) the average closing price of the Shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of grant; and (c) nominal value of the Share. Each grantee shall pay a consideration of HK\$1.00 at the time the option is granted.

The Post-IPO Share Option Scheme shall take effect from the date it is adopted and shall remain effective within a period of 10 years from that date, which has expired on 9 September 2020.

The following are details of the options granted pursuant to the Post-IPO Share Option Scheme but not yet exercised during the year ended 31 December 2023:

Grantee and position	Date of grant of options	Number of options outstanding as at 1 January 2023	Number of options of granted during the year	Number of options exercised during the year	Number of options cancelled during the year	Number of options lapsed during the year	Number of options not yet exercised as at 31 December 2023
Other employees							
Employees of the Group (Note)	10 March 2015	840,000	–	122,000	–	–	718,000
Total		840,000	–	122,000	–	–	718,000

Note: The weighted average closing price immediately before the date on which the share options were exercised was HK\$15.6.

On 10 March 2015, the Company granted a total of 13,800,000 share options pursuant to the Post-IPO Share Option Scheme with an exercise price of HK\$4.378 per share and shall be exercisable from 10 March 2016 to 10 March 2025. The closing price of the Shares immediately before the date of grant of such share options was HK\$4.35.

As at 31 December 2023, the Company had 718,000 share options outstanding under the Post-IPO Scheme, which represented approximately 0.03% of the Shares in issue as at the date of this annual report.

Share Award Scheme

A share award scheme was adopted by the Board on 13 September 2017 (the “Share Award Scheme”) to:

- (a) recognise and motivate the contributions by certain eligible participants, being any employee of the Company and/or any member of the Group and non-executive directors of the Company and/or any member of the Group (excluding those who have tendered his/her resignation or who have been given a notice of dismissal by the Company and/or the relevant member of the Group) and to give incentives thereto in order to retain them for the continual operation and development of the Group;

- (b) attract suitable personnel for further development of the Group; and
- (c) provide certain eligible participants with a direct economic interest in attaining a long-term relationship between the Group and certain eligible participants.

The Board shall, after having taking into regard the results and all relevant circumstances and affairs of the Group, determine from time to time the maximum amount of the fund to be contributed by the Company for purchasing Shares for the Shares pool under the Share Award Scheme. At no point in time shall the independent trustee (the “Trustee”) be holding more than 5% of the total number of Shares in issue under the Share Award Scheme. As at 31 December 2023, such 5% limit represented 134,131,168 Shares, of which 40,866,939 Shares were held by the Trustee pursuant to the Share Award Scheme. Accordingly, the number of Shares that the Trustee may further purchase from the open market or subscribe for the purpose of the Share Award Scheme as at 31 December 2023 was 93,264,229 Shares, representing approximately 3.48% of the issued Shares as at the date of this annual report.

Report of the Board of Directors

There is no maximum entitlement of each selected participant under the Share Award Scheme. The Board may, from time to time, at its absolute discretion select any eligible participant(s) for participation in the Share Award Scheme as a selected participant and, subject to compliance with the Listing Rules, determine the number of Shares to be awarded.

The Share Award Scheme does not specify a minimum vesting period or any amount payable on application or acceptance of the award. Subject to the fulfilment of all vesting conditions specified by the Board at the time of making the award and become entitled to the Shares forming the subject of the award, the Trustee shall transfer

the relevant vested Shares to that selected participant at no cost.

The Share Award Scheme shall be valid and effective for a term of ten years commencing on the date of adoption (i.e. 13 September 2017), unless otherwise early terminated by the Board. As at the date of this annual report, the remaining life of the Share Award Scheme is approximately 3 years and 6 months.

Details of the rules of the Share Award Scheme (the "Scheme Rules") are set out in the announcement of the Company dated 13 September 2017.

The following are details of the awards granted or to be granted pursuant to the Share Award Scheme during the year ended 31 December 2023:

Grantee and position	Date of grant of awards	Number of unvested awards as at 1 January 2023	Number of awards granted during the year	Number of awards vested during the year	Number of awards cancelled during the year	Number of awards lapsed during the year	Number of unvested awards as at 31 December 2023
Directors							
Yang Xianxiang	20 March 2020 ⁽¹⁾	190,470	–	190,470 ⁽⁶⁾	–	–	–
	12 March 2021 ⁽²⁾	145,902	–	–	–	–	145,902
	8 March 2022 ⁽³⁾	700,000	–	–	–	–	700,000
	17 August 2023 ⁽⁴⁾	–	1,783,317 ⁽⁵⁾	–	–	–	1,783,317
Liu Kecheng	20 March 2020 ⁽¹⁾	167,216	–	167,216 ⁽⁶⁾	–	–	–
	12 March 2021 ⁽²⁾	131,312	–	–	–	–	131,312
	8 March 2022 ⁽³⁾	420,000	–	–	–	–	420,000
	17 August 2023 ⁽⁴⁾	–	740,450 ⁽⁵⁾	–	–	–	740,450
Xue Mingyuan	20 March 2020 ⁽¹⁾	202,937	–	202,937 ⁽⁶⁾	–	–	–
	12 March 2021 ⁽²⁾	218,854	–	–	–	–	218,854
	8 March 2022 ⁽³⁾	700,000	–	–	–	–	700,000
	17 August 2023 ⁽⁴⁾	–	1,365,994 ⁽⁵⁾	–	–	–	1,365,994
Lai Zhiyong	20 March 2020 ⁽¹⁾	183,807	–	183,807 ⁽⁶⁾	–	–	–
	12 March 2021 ⁽²⁾	131,312	–	–	–	–	131,312
	8 March 2022 ⁽³⁾	300,000	–	–	–	–	300,000
	17 August 2023 ⁽⁴⁾	–	316,210 ⁽⁵⁾	–	–	–	316,210
Yang Xin	17 August 2023 ⁽⁴⁾	–	5,000 ⁽⁵⁾	–	–	–	5,000

Grantee and position	Date of grant of awards	Number of unvested awards as at 1 January 2023	Number of awards granted during the year	Number of awards vested during the year	Number of awards cancelled during the year	Number of awards lapsed during the year	Number of unvested awards as at 31 December 2023
Liu Ka Ying, Rebecca	8 March 2022 ⁽³⁾	5,000	–	–	–	–	5,000
	17 August 2023 ⁽⁴⁾	–	5,000 ⁽⁵⁾	–	–	–	5,000
Tse Siu Ngan	8 March 2022 ⁽³⁾	5,000	–	–	–	–	5,000
	17 August 2023 ⁽⁴⁾	–	5,000 ⁽⁵⁾	–	–	–	5,000
Hu Mantian	8 March 2022 ⁽³⁾	5,000	–	–	–	–	5,000
	17 August 2023 ⁽⁴⁾	–	5,000 ⁽⁵⁾	–	–	–	5,000
		3,506,810	4,225,971	744,430	–	–	6,988,351
Other employees							
Employees of the							
Group	20 March 2020 ⁽¹⁾	6,493,367	–	6,486,205 ⁽⁶⁾	7,162	–	–
	12 March 2021 ⁽²⁾	4,149,842	–	–	44,916	–	4,104,926
	8 March 2022 ⁽³⁾	10,893,420	–	–	118,489	–	10,774,931
	17 August 2023 ⁽⁴⁾	–	17,261,462 ⁽⁵⁾	–	218,799	–	17,042,663
		21,536,629	17,261,462	6,486,205	389,366	–	31,922,520
Total		25,043,439	21,487,433	7,230,635	389,366	–	38,910,871

Notes:

- (1) On 20 March 2020, an aggregate of 6,769,105 awarded Shares were granted to the selected participants. Subject to the terms of the Scheme Rules and the fulfilment of all vesting conditions specified by the Board, the awarded Shares shall be vested on 20 March 2023 or an earlier date as approved by the Board.
- (2) On 12 March 2021, an aggregate of 4,887,657 awarded Shares were granted to the selected participants. Subject to the terms of the Scheme Rules and the fulfilment of all vesting conditions specified by the Board, the awarded Shares shall be vested on 9 March 2024 or an earlier date as approved by the Board.
- (3) On 8 March 2022, an aggregate of 13,151,716 awarded Shares were granted to the selected participants. Subject to the terms of the Scheme Rules and the fulfilment of all vesting conditions specified by the Board, the awarded Shares shall be vested on 8 March 2025 or an earlier date as approved by the Board.
- (4) On 17 August 2023, an aggregate of 21,487,433 awarded Shares were granted to the selected participants. Subject to the terms of the Scheme Rules and the fulfilment of all vesting conditions specified by the Board, the awarded Shares shall be vested on 17 August 2026 or an earlier date in the same year as approved by the Board. The vesting of the Awarded Shares is not subject to any performance targets. The closing price of the Shares immediately before the date of grant of such awarded Shares was HK\$14.84.

Report of the Board of Directors

- (5) Please refer to Note 2.4 and Note 32 to the Financial Statements for the fair value of awards at the date of grant and the accounting standard and policy adopted.
- (6) The weighted average closing price of the Shares immediately before the dates on which the awarded Shares were vested was HK\$16.0.
- (7) The five highest paid individuals during the year ended 31 December 2023 were Mr. Yang Shaopeng, Mr. Yang Xianxiang, Mr. Liu Kecheng, Mr. Xue Mingyuan and Mr. Lai Zhiyong. Save as disclosed, none of the five highest paid individuals were granted other options or awards under the Post-IPO Share Option Scheme or the Share Award Scheme.

The aggregate number of options and awards available for grant under the Post-IPO Share Option Scheme and the Share Award Scheme as at 1 January 2023 and 31 December 2023 is set out below:

	As at 1 January 2023	As at 31 December 2023
Number of options available for grant under the Post-IPO Share Option Scheme	–	–
Number of awards available for grant under the Share Award Scheme	109,081,629	93,264,229
Total number of options and awards available for grant	109,081,629	93,264,229

During the year ended 31 December 2023, no share option was granted under the Post-IPO Share Option Scheme. The aggregate of 21,487,433 awarded Shares granted to the selected participants during the year ended 31 December 2023 have been purchased by the Trustee from the open market pursuant to the Share Award Scheme. Accordingly, no Shares will be issued in respect of the awards granted under the Share Award Scheme during the year ended 31 December 2023. The number of Shares that may be issued in respect of options and awards granted under all schemes of the

Company during the year ended 31 December 2023 divided by the weighted average number of Shares in issue for the year ended 31 December 2023 is therefore not applicable.

DEBENTURES

The Company did not issue any debentures for the year ended 31 December 2023.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the paragraphs headed “Share Schemes” in this section, at any time during the year under review, the Company, its holding company or its subsidiaries were not the contracting parties of any arrangements from which the Directors could make a profit by purchasing the shares or debentures of the Company or any other companies.

INTEREST AND SHORT POSITIONS OF DIRECTORS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES

As at 31 December 2023, the interest or short position of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)) as recorded in the register required to be kept by the Company under section 352 of the SFO, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 (which has been renumbered to Appendix C3 with effect from 31 December 2023) of the Listing Rules, were as follows:

(i) Interest in the Shares

Name of Director	Nature of interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Yang Shaopeng ⁽²⁾	Founder of a discretionary trust	1,097,794,544 (L)	40.92%
	Beneficial owner	10,619,000 (L)	0.40%
Yang Xianxiang ⁽³⁾	Interest in controlled corporation	233,814,950 (L)	8.72%
	Beneficial owner	8,870,394 (L)	0.33%
Liu Kecheng ⁽⁴⁾	Interest in controlled corporation	43,780,737 (L)	1.63%
	Beneficial owner	510,307 (L)	0.02%
Lai Zhiyong ⁽⁵⁾	Beneficiary of the Go Thrive Trust	1,537,847 (L)	0.06%
	Beneficial owner	1,488,046 (L)	0.06%
Xue Mingyuan ⁽⁵⁾	Beneficiary of the Go Thrive Trust	926,100 (L)	0.03%
	Beneficial owner	2,869,664 (L)	0.11%
Yang Xin	Beneficiary of a trust	1,097,794,544 (L)	40.92%
Tse Siu Ngan	Beneficial owner	9,000 (L)	0.00%
Hu Mantian (Mandy)	Beneficial owner	2,000 (L)	0.00%

Notes:

- (1) The letters “L” denotes the person’s long position in the Shares.
- (2) 1,097,794,544 Shares were held by Resourceful Link, which was owned as to 100% by Better Master, which was in turn owned as to 100% by TMF (Cayman) Ltd., the trustee of a family trust established Mr. Yang Shaopeng.
- (3) 233,814,950 Shares were held by JIXIANG Limited, which was owned as to 100% by Mr. Yang Xianxiang.
- (4) 43,780,737 Shares were held by YICHENG Group Limited, which was owned as to 100% by Mr. Liu Kecheng.
- (5) 1,537,847 Shares and 926,100 Shares were held by Go Thrive Limited, which was wholly owned by Mr. Zhao Zhiyong, as the trustee holding such interests for the beneficiaries of Go Thrive Trust, including Mr. Lai Zhiyong and Mr. Xue Mingyuan.

Report of the Board of Directors

(ii) Interest in the underlying Shares

Name of Director	Nature of interest	Number of Shares in the Company subject to vesting under the Share Award Scheme	Approximate percentage of shareholding attributable to the Shares subject to vesting under the Share Award Scheme
Yang Xianxiang	Beneficial owner	2,629,219	0.10%
Liu Kecheng	Beneficial owner	1,291,762	0.05%
Xue Mingyuan	Beneficial owner	2,284,848	0.09%
Lai Zhiyong	Beneficial owner	747,522	0.03%
Yang Xin	Beneficial owner	5,000	0.00%
Liu Ka Ying, Rebecca	Beneficial owner	10,000	0.00%
Tse Siu Ngan	Beneficial owner	10,000	0.00%
Hu Mantian	Beneficial owner	10,000	0.00%

Save as disclosed above, as at 31 December 2023, none of the Directors or the chief executive of the Company had or were deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as 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.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 31 December 2023, the following persons (other than the Directors and chief executive of the Company) had interest and/or short position in the Shares or the underlying Shares which were recorded in the register required to be kept by the Company under section 336 of the SFO:

Interest in the Shares

Name	Capacity	Number of Shares ⁽¹⁾	Percentage of shareholding
Liu Rongli ⁽²⁾	Interest of spouse	1,108,413,544 (L)	41.32%
Resourceful Link ⁽³⁾	Beneficial owner	1,097,794,544 (L)	40.92%
Better Master ⁽³⁾	Interest in controlled corporation	1,097,794,544 (L)	40.92%
TMF (Cayman) Ltd. ⁽³⁾	Trustee	1,097,794,544 (L)	40.92%
JIXIANG Limited	Beneficial owner	233,814,950 (L)	8.72%

Notes:

(1) The letters "L" denotes the person's long position in the Shares.

(2) Ms. Liu Rongli is the spouse of Mr. Yang Shaopeng and deemed to be interested in all the Shares held by Mr. Yang Shaopeng by virtue of the SFO.

(3) 1,097,794,544 Shares were held by Resourceful Link, which was owned as to 100% by Better Master, which was in turn owned as to 100% by TMF (Cayman) Ltd., the trustee of a family trust established Mr. Yang Shaopeng.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any person or corporation, other than the Directors or the chief executive of the Company, who had interest or short position in the Shares and underlying Shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

SUBSIDIARIES

Details of the major subsidiaries of the Company as of 31 December 2023 are set out in Note 1 to the Financial Statements.

MANAGEMENT CONTRACTS

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

The following table sets forth the annual caps for the transactions contemplated under the 2023 Master Charter Agreement:

	For the year ended 31 December 2023	For the year ending 31 December 2024	For the year ending 31 December 2025
	(US\$)	(US\$)	(US\$)
Provision of vessel chartering services	20,000,000	20,000,000	20,000,000

During the year under review, the total actual amount of service fees paid by the Company pursuant to the 2023 Master Charter Agreement was US\$15,461,989 and the annual cap for the year ended 31 December 2023 had not been exceeded.

CONTINUING CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the following continuing connected transactions were entered into with its connected persons and/or subsisted during the year under review. Details of the continuing connected transactions of the Company are as follows:

CONTINUING CONNECTED TRANSACTIONS EXEMPT FROM THE INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENT BUT ARE SUBJECT TO THE REPORTING AND ANNOUNCEMENT REQUIREMENTS

2023 Master Charter Agreement

On 16 December 2022, the Company entered into a renewed master charter agreement (the "**2023 Master Charter Agreement**") with Qingdao SITC, pursuant to which it is agreed that Qingdao SITC will provide vessel chartering services to the Group for a fixed term of three years from 1 January 2023 to 31 December 2025 (both days inclusive).

Details of the 2023 Master Charter Agreement are set out in the announcements of the Company dated 16 December 2022.

Qingdao SITC is a company owned as to 43.08% by Ms. Liu Rongli, the spouse of Mr. Yang Shaopeng, a former Director and the controlling shareholder of the Company, and the mother of Ms. Yang Xin, a non-executive Director. Accordingly, Qingdao SITC is a connected person of the Company under Chapter 14A of the Listing Rules.

Report of the Board of Directors

Continuing connected transactions reviewed by independent non-executive Directors

All independent non-executive Directors have reviewed the above continuing connected transactions, and confirmed that those transactions were entered into:

1. in the ordinary and usual course of business of the Group;
2. under normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
3. in accordance with the agreements related to the above continuing connected transactions, the terms of which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

Confirmation from the auditor of the Company

Based on the work performed, the auditor of the Company confirmed to the Board that the aforesaid continuing connected transactions:

1. have been approved by the Board;
2. are in accordance with the pricing policy of the Group;
3. have been entered into under the terms of the related agreements governing the transactions; and
4. have not exceeded the relevant cap allowed by the Stock Exchange in the previous announcements.

RELATED PARTY TRANSACTIONS

Details of the related party transactions entered into by the Company during the year ended 31 December 2023 are set out in Note 37 to the Financial Statements. The related party transactions set out in the note above also constitute “connected transaction” or “continuing connected transaction” under Chapter 14A of the Listing Rules. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

MATERIAL INTERESTS OF DIRECTORS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed, during the year ended 31 December 2023, none of the Directors or any entity connected with the Directors was materially interested in, either directly or indirectly, any transactions, arrangements or contracts of significance relating to the business of the Company to which the Company or any of its subsidiaries is a party.

CONTROLLING SHAREHOLDERS’ INTERESTS IN CONTRACTS OF SIGNIFICANCE

Saved as disclosed, neither the Company nor any of its subsidiaries entered into any significant contracts with the controlling shareholders of the Company or any of its subsidiaries for the year ended 31 December 2023.

INDEMNITY AND INSURANCE PROVISIONS

The Articles of Association provides that every Director shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses as a result of any act or failure to act in carrying out his/her functions. The Company has arranged appropriate directors’ and officers’ liability insurance in respect of legal action against Directors.

DISCLOSURE UNDER RULE 13.20 OF THE LISTING RULES

The Directors are not aware of any circumstances resulting in the responsibility of disclosure under Rule 13.20 of the Listing Rules regarding the provision of advance by the Company to an entity.

FIVE YEAR FINANCIAL SUMMARY

The summary of the results, assets and liabilities of the Group in the past five years is set out on page 148 of this annual report.

PRE-EMPTIVE RIGHTS

There is no provision regarding pre-emptive rights in the Articles of Association or the ordinance of Cayman Islands. It is stipulated that any new shares shall be offered according to the respective shareholding of the existing shareholders of the Company when new shares are issued by the Company.

TAX RELIEF AND EXEMPTION TO HOLDERS OF LISTED SECURITIES

The Company is not aware of any tax relief or exemption available to the shareholders of the Company due to their holding of the Company's securities.

EQUITY LINKED AGREEMENTS

Save as disclosed in the paragraphs headed "Share Schemes" in this section, no equity-linked agreement was entered into by the Group during the year under review or subsisted at the end of the year.

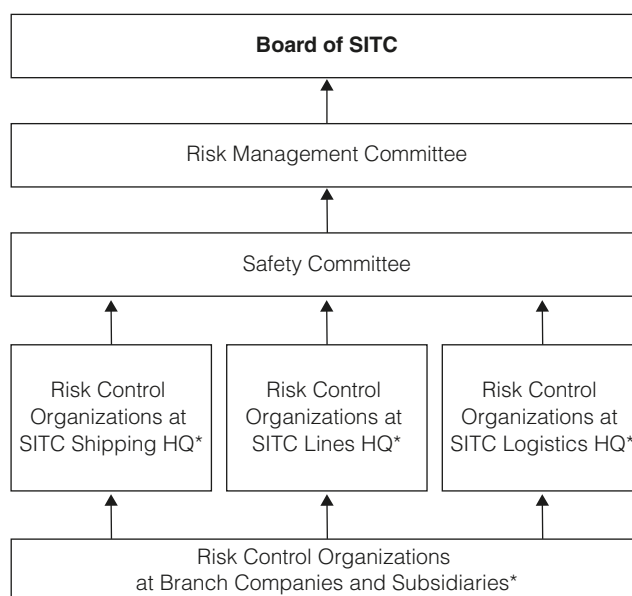
SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules throughout the year ended 31 December 2023 and as at the date of this annual report.

RISKS AND UNCERTAINTIES

The Group's financial condition, results of operations, businesses and prospects may be affected by a number of risks and uncertainties. The followings are the key risks and uncertainties identified by the Group. There may be other risks and uncertainties which are not known to the Group or which may not be material now but could turn out to be material in the future.

In terms of organizational development, the Company has established an integrated risk control management organization with several branches under the Board, and clarified the positions and person responsible for the prevention and control of various risks.



Remarks:

* Risk control organizations include risk management teams and crisis PR teams

Report of the Board of Directors

In terms of corporate strategies, the Group's business is subject to the ever-changing market conditions. Facing the risks arising from the ever-changing market conditions, the Board has been able to lead the Company to make timely responses to the changes in the market. Risks arising from market fluctuations have been avoided through unique business model of developing frequent and sophisticated sea-land integrated logistics services and effective cost control. In addition, the Company has set up a mechanism for holding regular strategic risk seminar at the board level, organize a group-wide risk point survey at least once a year in the form of a questionnaire survey, and strive to detect risks as early as possible and take precautions. For example, in 2023, the Company organized a review of the major risks it faced, and newly identified eight major risks, such as "interest rate change risk" and "bill of lading management risk", and focused on the improvement and implementation of risk prevention and control measures, while fifteen risks, such as "credit risk of a deposit bank" and "risk brought about by the signing of RCEP", were no longer considered to be major risks it faced.

In terms of operational risks, in order to reduce the risks related to ship navigation, transportation of dangerous goods, depot operations, etc., the Company has optimized and perfected the safety system, operation specifications and emergency plans, been fully equipped with necessary safety personnel, safety facilities and equipment, and carefully conducted the maintenance and update of safety facilities; strengthened training and safety drills to improve the safety awareness and skills of employees; strengthened supervision and conducted regular safety inspections and evaluations, to ensure the implementation of safety systems, and promptly discover and eliminate hidden dangers; implemented accountabilities by keeping strictly the rules for reward and punishment; made accident case analysis to sum up experience and lessons; publicly released requirements for declaration and handling of dangerous goods, instilled risk awareness to customers, and carried out operations and inspection and supervision in strict compliance with relevant safety management systems and processes. In respect of the risks related to overdue in delivery of imported goods and bad debts regarding payment on delivery, the Group has enhanced the qualification inspection on consignors and has built its negative list, rejected to take order or received deposits in advance. In face of operational risks relating to vessel owners and container leasing companies, the Company has included relevant contract clauses during negotiation, prudently selected and ensured the diversity of its suppliers, cooperated with vessel owners and container leasing companies

with good reputation and strong financial condition, and increased the charterers' liability insurance. Besides, the Group's operating results are mainly affected by the risk arising from its major costs component, such as fluctuations in fuel price and quality. Through its creditworthy and long-term suppliers, monitoring of fuel price fluctuations and cargo fuel surcharges which has reduced the impacts of fuel price fluctuations, the Company has been able to maintain its operating results despite the volatile fuel price fluctuations.

In terms of employees, the Company has developed a regular rotation system and an audit system which should be carried out before rotation or suspension for particular roles including the senior management and the financial officers to avoid the risks arising from changes of employees' positions. Conditions for avoiding conflict of interest and non-compete clauses have also been included in the relevant employment contracts. The Company has also established an optimized safety production management system, enhanced training courses, formulated plans for crisis management, organized regular drills, installed safety monitoring equipment such as probes on vessels and purchased insurance to reduce the risk of casualties.

In terms of asset risks, in order to mitigate risks in relation to the vessels and container assets, the Company has carefully conducted background investigation on sellers, held insurance policies and added protection clauses in the procurement contracts, and maintained communication with relevant departments before asset delivery to predict risks and prepare for contingency plans. In terms of currency risks, the Group has maintained a reasonable currencies mix and settled payments in time according to the guiding exchange rates. As for risks relating to accounts receivable, the Company has conducted an overall qualification check on the existing credit sales customers, strictly examined and approved new customers on credit terms, and conducted dynamic supervision on the operations of existing credit customers by implementing red-light customer and blacklist customer management for those with poor payment records.

In terms of internal control and systemic risks, as for risks relating to the absence of system, the Company has conducted annual comprehensive review according to the actual operation and management practices, and updated the compilation of management system and made amendments from time to time. In terms of internal control risks, the Company has focused on internal control risks in routine and special audits, updated and improved system specifications, and compiled cases. In respect of malpractice and

corruption risks, the Company has strengthened the construction of anti-fraud and corruption system, optimized and improved business, finance and other related systems, separated incompatible positions, and rotated key positions on a regular basis; paid attention to the moral character of employees in the recruitment and employment process, strengthened training and publicity, increased its efforts in internal audit and supervision, and broadened the channels for complaints and whistleblowing. In terms of legal and compliance risks, the Group has maintained close communication with relevant regulatory agencies to keep abreast of relevant policy changes and trends, and the headquarters of the Group have taken the lead in organizing branches in various countries and regions to collate, analyze and share the latest local policies in a timely manner, exchange what is needed, strengthen learning, and operate in compliance with such laws and regulations. For the risks relating to transaction contracts, the Company's legal advisors participates in the formulation of standardized contract templates, and the Company reviews each contract before execution. The Company has assessed contracts annually, including the credit terms, settlement methods and service quality of its counterparties. As for information system risks, in order to minimize risks of emergencies and hacker attacks, the Company has improved its disaster recovery system, purchased and installed antivirus software, engaged a third-party security company to conduct vulnerability detection; evaluated and optimized the network structure, strengthened daily monitoring, and standardized the use of the Internet; and enhanced safety awareness of its employees to prevent information leakage. For IT equipment risks, the Company has stipulated rules on the useful life of IT equipment.

In terms of public relations risks, the Company has paid close attention to industry public opinions proactively, established a variety of channels to release information to the public regularly, maintained communication with the public, and promptly refuted rumors through the communication channels.

In terms of force majeure risks, the Company has established risk alerting mechanism and information feedback mechanism, formulated risk prevention and control plans in advance, and maintained flexibility with operating leverage. The Company has performed its safe keeping and insurance obligation for the containers under respective container leasing agreement. The Company has timely adopted preventive measures (e.g., avoid entering war zones, etc.) according to relevant alerts issued by insurance companies. The Company has also stipulated relevant risks, related trade and war

provisions in the ship charter agreement. In addition, the Company has a regular internal rotation and provide data and system security for remote offices.

ENVIRONMENTAL PROTECTION

As a responsible enterprise, the Group has endeavoured to comply with laws and regulations regarding environmental protection and adopted effective environmental technologies to ensure that the conducting of the Group's business meets the applicable local standards and ethics in respect of environmental protection. The Group puts great emphasis in environmental protection and sustainable development. Through the establishment of an ever-improving management system, enhancement on procedure monitoring, energy conservation and environment protection were strongly promoted, leading to the remarkable achievement of environmental management. The Group strictly complies with IMO 2020 and Chinese environmental regulations on the use of low-sulphur oil.

Several measures have been implemented in order to mitigate environmental pollution, such as reducing fuel consumption; enhancing machines and equipment; carrying out maintenance for optimal operation condition; proactively developing new vessels and replacing old vessels with new ones to improve fuel efficiency; and developing an Office Automation ("OA") paperless office system to minimise office wastage.

Further, the Group has actively promoted material-saving and environmentally friendly working environment so as to protect the environment and improve air quality within the community.

The Company will publish separately an Environmental, Social and Governance Report in respect of the financial year ended 31 December 2023 (the "ESG Report") on the the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sitc.com) at the same time as this annual report is published.

The ESG Report will be available for access under the "Investor Relations – Regular Reports" section of the Company's website. Notwithstanding the above, shareholders of the Company who wish to receive a printed form of the ESG Report may send written request to the Company in the same manner as putting forward enquiries to the Board, details are set out in the paragraphs "Putting forward enquiries to the Board" and "Contact details" in the section headed "Corporate Governance Report" of this annual report.

Report of the Board of Directors

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

In 2022, SITC Container Lines' three shipping lane sections including Korea – Southeast Asia, Korea – Japan and Korea – China were subject to antitrust investigation by the Korea Fair Trade Commission (all major maritime merchants in Korea were investigated), respectively, and were found to have violated the Maritime Shipping Law and the Monopoly Control and Fair Trade Law and were required to pay a fine of US\$1.705 million. The Company has appealed the aforesaid judgment and is awaiting a final judgment.

Save as disclosed above, as far as the Company is aware of, the Group complies with all relevant rules and regulations promulgated by the relevant regulatory bodies to which the Group operates its business in and holds relevant required licences for provision of its services. The Group's management must ensure that the conduct of business is in conformity with the applicable laws and regulations.

To protect the Group's intellectual property rights, the Group has registered its domain name and various trademarks have been applied for or registered in various classes in over 20 countries and regions including mainland China and Hong Kong. "SITC" has been used in all principal operation regions of the Group. The Group has established a trademark management system for strict management of the registration, renewal, transfer and use of trademarks. There has been no incident or dispute in relation to the infringement or counterfeiting of trademarks since its listing.

As a listed company, the Company has been in strict compliance with the requirements of the Listing Rules and has promptly responded to the amendments of the Listing Rules.

In respect of the safety of vessels, the Group has complied with SOLARS Convention, STCW Convention and MLC2006 Convention in line with the characteristics of the industry. In respect of sea transportation service, the Group has complied with the relevant laws and regulations such as the Maritime Code (《海商法》) and the Contract Law (《合同法》), and formulated corresponding procedures and complementary systems within the Company.

WORKPLACE QUALITY

The Group is an equal opportunity employer and does not discriminate on the basis of personal characteristics. The Group has employee handbooks outlining terms and conditions of employment, expectations for employees' conduct and behaviour, employees' rights and benefits. The Group establishes and implements policies that promote a harmony and respectful workplace.

The Group believes that employees are the valuable assets of an enterprise and regards human resources as its corporate wealth. It will continue to provide on-the-job training and development opportunities to enhance our employees' career progression. Through different training, staff's professional knowledge in corporate operations, occupational and management skills are enhanced. The Group also organised charitable and staff-friendly activities for employees, such as outings, outward bound training and competitions to provide communication opportunities among staff, which are vital to promote staff relationship and physical fitness.

HEALTH AND SAFETY

The Group prides itself on providing a safe, effective and congenial work environment. Adequate arrangements, training and guidelines are implemented to ensure the working environment is healthy and safe. The Group provided health and safety communications for employees to present the relevant information and raise awareness of occupational health and safety issues.

The Group values the health and well-being of staff. In order to provide employees with health coverage, staff are entitled to medical insurance benefits as well as other health awareness programs.

TRAINING AND DEVELOPMENT

The Group is committed to the professional and personal development and growth of all employees and considers training and development a continual process. Many on- and off-the-job training courses and programs are provided to help employees develop and maintain consistency, proficiency and professionalism. Structured training programmes including courses, seminars and workshops are offered to staff at all levels with the objective of grooming and unleashing their full potential, supporting, organizational development and facilitating team synergies. Employees are encouraged to take advantage of these programmes in order to equip themselves with the skills and knowledge for expanded career opportunities within the Group.

EVENT AFTER THE REPORTING PERIOD

As at the date of this annual report, no significant event has taken place subsequent to the reporting period.

AUDIT COMMITTEE

The Audit Committee consists of three independent non-executive Directors, namely Dr. Liu Ka Ying, Rebecca, Mr. Tse Siu Ngan and Dr. Hu Mantian (Mandy). The chairman of the Audit Committee is Dr. Liu Ka Ying, Rebecca. The annual results of the Group for the year ended 31 December 2023 have been reviewed by the Audit Committee.

AUDITOR

The Company appointed Ernst & Young as the auditor of the Company for the year ended 31 December 2023. The Company will submit a resolution in the coming Annual General Meeting to re-appoint Ernst & Young as the Auditor of the Company.

For and on behalf of the Board

Yang Xianxiang

Chairman

7 March 2024

Corporate Governance Report

CORPORATE GOVERNANCE REPORT

The Board is pleased to present this Corporate Governance Report in the annual report of the Group for the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICES

The Board is committed to maintaining high corporate governance standards.

The Board believes that high corporate governance standards are essential in providing a framework for the Group to safeguard the interests of the shareholders of the Company, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company's corporate governance practices are based on the principles and code provisions as set out in the CG Code contained in Appendix 14 (which has been renumbered to Appendix C1 with effect from 31 December 2023) to the Listing Rules.

The Board is of the view that throughout the year ended 31 December 2023, the Company has complied with all the code provisions as set out in the CG Code.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted its own Company Code regarding Directors' dealings in the Company's securities on terms no less exacting than the Model Code as set out in Appendix 10 (which has been renumbered to Appendix C3 with effect from 31 December 2023) to the Listing Rules.

Specific enquiry has been made of all the Directors and the Directors have confirmed that they have complied with the Company Code throughout the year ended 31 December 2023.

The Company has also established written guidelines (the "Employees Written Guidelines") no less exacting than the Model Code for securities transactions by employees who are likely to be in possession of unpublished price-sensitive information of the Company. No incident of non-compliance of the Employees Written Guidelines by the employees was noted by the Company.

BOARD OF DIRECTORS

The Board oversees the Group's businesses, strategic decisions and performance and should take decisions objectively in the best interests of the Company.

The Board should regularly review the contribution required from a Director to perform his/her responsibilities to the Company, and whether the Director is spending sufficient time performing them.

Board composition

As at the date of this annual report, the Board currently comprises eight Directors, consisting of four executive Directors, one non-executive Director and three independent non-executive Directors. The composition of the Board is set out below:

Executive Directors

Mr. YANG Xianxiang	<i>Chairman</i>
Mr. XUE Mingyuan	<i>Chief Executive Officer</i>
Mr. LIU Kecheng	
Mr. LAI Zhiyong	

Non-executive Director

Ms. YANG Xin	<i>Vice-Chairman</i>
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Independent non-executive Directors

Mr. TSE Siu Ngan
Dr. LIU Ka Ying, Rebecca
Dr. HU Mantian (Mandy)

The biographical information of the Directors and the relationships between the members of the Board are set out and disclosed in the section headed “Directors and Senior Management” on pages 17 to 20 of this annual report.

None of the members of the Board is related to one another.

Chairman and Chief Executive Officer

The positions of chairman of the Board (the “**Chairman**”) and chief executive officer of the Company (the “**Chief Executive Officer**”) are held by Mr. Yang Xianxiang and Mr. Xue Mingyuen, respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The Chief Executive Officer focuses on the Company’s business development and daily management and operations generally. Their respective responsibilities are clearly defined and set out in writing.

Independent non-executive Directors

During the year ended 31 December 2023, the Board at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive directors representing one-third of the board, with at least one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all the independent non-executive Directors as independent.

The Board has also established mechanisms to ensure independent views are available to the Board, including providing the Directors with sufficient resources to perform its duties and shall seek, at the Company’s expense, independent professional advice to perform its responsibilities if necessary.

The Board shall at all times comprise at least three independent nonexecutive Directors that represent at least one-third of the Board, such that there is always a strong element of independence on the Board which can effectively exercise independent judgement.

All the Directors, including the independent non-executive Directors, are given equal opportunity and channels to communicate and express their views to the Board and have separate and independent access to the management of the Group in order to make informed decisions. The chairman of the Board will hold meetings with the independent non-executive Directors without the involvement of other Directors at least annually to discuss any issues and concerns.

Any Director or his/her associate who has a conflict of interest in a matter to be considered by the Board will be dealt with by a physical Board meeting rather than by written resolutions. Such Director will be required to declare his/her interests before the meeting and abstain from voting and not counted towards the quorum on the relevant resolutions. Independent non-executive Directors who, and whose associates, have no interest in the matter should attend the Board meeting.

The Board has reviewed and considered that the mechanisms are effective in ensuring that independent views and input are provided to the Board during the year ended 31 December 2023.

On 7 March 2024, Mr. Tse Siu Ngan has been appointed as the chief independent non-executive director of the Company (the “**Chief Non-Executive Director**”). The Chief Non-Executive Director is not an executive position in the Company and does not have any management role in the Group. As the Chief Independent Non-executive Director, Mr. Tse will have the following roles: (i) balancing the functions of the Chairman, executive Directors and other independent non-executive Directors; (ii) assessing the performance of the Chairman; (iii) chairing the independent board committee established by the Board from time to time to consider matters involving conflict of interests, in order to protect the interests of minority shareholders; (iv) monitoring related-party transactions; and (v) performing other duties as the Board may designate from time to time.

Appointment and re-election of Directors

In accordance with the Company’s Articles of Association, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting of the Company, provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall be eligible for re-election at the annual general meeting of the Company.

Corporate Governance Report

In accordance with the letters of appointment signed between each of the non-executive Directors (including the independent non-executive Directors) and the Company, the term of appointment of each non-executive Director and independent non-executive Director is one year subject to re-election by the shareholders at each annual general meeting of the Company.

Responsibilities of the Directors and Management

The Board should assume responsibility for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All the Directors, including the independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and coordinating the daily operation and management of the Company are delegated to the management.

Continuous professional development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills to ensure that their contribution to the Board remains informed and relevant. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2023, the Company organized a training session for all the Directors. Such training session covers a wide range of relevant topics including the risk disclosure framework and updates on the recent amendments to the Listing Rule.

The Company encourages the Directors to participate continuous professional development courses and seminars organized by professional institutions or professional firms and reading materials on relevant topics so that they can continuously update and further improve their relevant knowledge and skills.

According to the records maintained by the Company, a summary of continuous professional development received by the Directors for the year ended 31 December 2023 is as follows:

Name of Directors	Type of continuous professional development	
	Training coordinated by the Company	Attending seminars/briefings/conferences
<i>Executive Directors</i>		
Mr. Yang Shaopeng (resigned on 7 March 2024)	√	√
Mr. Yang Xianxiang	√	√
Mr. Xue Mingyuan	√	√
Mr. Liu Kecheng	√	√
Mr. Lai Zhiyong	√	√
<i>Non-executive Director</i>		
Ms. Yang Xin	√	√
<i>Independent Non-executive Directors</i>		
Mr. Tse Siu Nga	√	√
Dr. Liu Ka Ying, Rebecca	√	√
Dr. Hu Mantian (Mandy)	√	√

BOARD COMMITTEES

The Board has established six committees, namely, the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management Committee, Disclosure Committee and Sustainable Development Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with specific written terms of reference which deal clearly with their authority and duties. The terms of reference of each of the Audit Committee, Nomination Committee, Remuneration Committee, Risk Management Committee and Sustainable Development Committee are posted on the websites of the Company and the Stock Exchange, and the terms of reference of the Disclosure Committee are posted on the website of the Company, and each of such terms of reference is also available to the Company's shareholders upon request.

Except for the Disclosure Committee and Sustainable Development Committee, the majority of the members of each Board committee are independent non-executive Directors and the list of the respective chairman and members of each board committee is set out under the section headed "Corporate Information" on page 3 of this annual report.

Audit Committee

As at the date of this annual report, the Audit Committee consists of three independent non-executive Directors, namely Dr. Liu Ka Ying, Rebecca, Mr. Tse Siu Ngan and Dr. Hu Mantian (Mandy). Dr. Liu Ka Ying, Rebecca is the chairman of the Audit Committee.

The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code. The main duties of the Audit Committee include assisting the Board in reviewing and overseeing the financial reporting system, internal control principles and risk management systems of the Company, monitoring the effectiveness of the internal audit function, determining the scope of audit and appointment of external auditors, and to review arrangements that employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

Corporate Governance Report

During the year ended 31 December 2023, the Audit Committee held five meetings to review the annual and interim financial results and reports for the year ended 31 December 2022 and for the six months ended 30 June 2023 and significant issues on financial reporting, operational and compliance controls, effectiveness of the risk management and internal control systems, internal audit function, appointment of external auditors and relevant scope of works, and to review connected transactions of the Company and arrangements for employees to raise concerns about possible improprieties. The Audit Committee has met with the external auditors once without the presence of the executive Directors.

Nomination Committee

As at the date of this annual report, the Nomination Committee consists of five members, namely Mr. Yang Xianxiang, being the executive Director, Ms. Yang Xin, being the non-executive Director; Dr. Hu Mantian, Mr. Tse Siu Ngan and Dr. Liu Ka Ying, Rebecca, being the independent non-executive Directors. Dr. Hu Mantian is the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code. The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment and succession planning of Directors, and assessing the independence of independent non-executive Directors.

In assessing the composition of the Board, the Nomination Committee would take into account various aspects as well as factors concerning board diversity as set out in the Company's Board Diversity Policy, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and industry and regional experience. The Nomination Committee would discuss and agree on measurable objectives for achieving diversity on the Board, where necessary, and recommend them to the Board for adoption.

The Nomination Committee has reviewed the nomination procedures for selection of candidates for directorship of the Company by making reference to the Company's Board Diversity Policy, characters, skills, experience, professional knowledge, personal integrity, independency and time commitments of such individuals, the Company's needs and other relevant statutory requirements and regulations to complement the corporate strategy and board diversity, where appropriate, before making recommendation to the Board. External recruitment professionals may be engaged to carry out selection process, where necessary.

During the year ended 31 December 2023, the Nomination Committee held one meeting to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the Annual General Meeting. The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained.

Remuneration Committee

As at the date of this annual Report, the Remuneration Committee consists of five members, namely, Mr. Yang Xianxiang, being the executive Director; Ms. Yang Xin, being the non-executive Director; Mr. Tse Siu Ngan, Dr. Liu Ka Ying, Rebecca and Dr. Hu Mantian, being the independent non-executive Directors. Mr. Tse Siu Ngan is the Chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code. The primary functions of the Remuneration Committee include reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management, the policy and structure for all Directors' and senior management remuneration, and establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

During the year ended 31 December 2023, the Remuneration Committee held two meetings to review and make recommendation to the Board on the grant of share awards under the Share Award Scheme, the remuneration policy and structure of the Company, and the remuneration packages of the executive Directors and senior management and other related matters.

In considering the grant of share awards to the Directors and senior management under the Share Award Scheme during the year ended 31 December 2023, the Remuneration Committee considered, among other matters, the appropriateness of the grant, taking into account the purpose of the Share Award Scheme, individual performance and potential of the awardees, their roles and responsibilities within the Group, and the importance of retaining the selected participants for the continual operation and development of the Group. The Remuneration Committee considered that the grant of share awards will provide with a personal stake in the Company, thereby motivating them to optimize their performance and efficiency.

Furthermore, the share awards granted during the year ended 31 December 2023 have a vesting period of not less than 12 months, and the vesting of the share awards is conditional on the selected participant remaining an eligible participant under the Share Award Scheme. In the event that a selected participant ceases to be a member of the Group due to resignation or dismissal, the relevant part of the share awards shall lapse automatically in accordance with the Share Award Scheme. As such, the Remuneration Committee considered that additional performance targets and clawback mechanism were not necessary, and the grant of the share awards aligned with the purpose of the Share Award Scheme.

Risk Management Committee

As at the date of this annual report, the Risk Management Committee consists of five members, namely Mr. Xue Mingyuan and Mr. Liu Kecheng, being the executive Directors, Dr. Liu Ka Ying, Rebecca, Mr. Tse Siu Ngan and Dr. Hu Mantian (Mandy), being the independent non-executive Directors. Mr. Tse Siu Ngan is the chairman of the Risk Management Committee.

The principal duties of the Risk Management Committee include reviewing and monitoring risk management system and internal control system (except for financial control system), regularly oversee and advise the Board on the risk exposures of the Group, identifying new risk types and to ensure that appropriate arrangements are in place to effectively control and mitigate risks, formulating comprehensive risk management strategy and to establish an effective communication mechanism with the other committees of the Board.

During the year ended 31 December 2023, the Risk Management Committee held three meetings to review and make recommendation to the Board on the current risk exposures and future risk strategy of the Company, and the effectiveness of the risk management system and internal control system of the Company.

Disclosure Committee

As at the date of this annual report, the Disclosure Committee consists of three members, namely Mr. Xue Mingyuan, Mr. Liu Kecheng and Mr. Lai Zhiyong, all being the executive Directors. Mr. Xue Mingyuan is the chairman of the Disclosure Committee.

The principal duties of the Disclosure Committee include (a) considering and making recommendations to the Board in relation to the Company's disclosure policy and guidelines regarding inside information (as defined under Part XIVA of the SFO); (b) evaluating the information proposed to be disclosed by the secretary of the Board and, if necessary, obtain professional advice and report to the Board with relevant details; (c) setting up disclosure plan in respect of information required to be disclosed; (d) understanding and overseeing the Company's business affairs, financial conditions, events occurred or may occur and their impact on the Company; (e) actively investigating and obtaining information required for making decision; and (f) considering any other businesses as authorized by the Board.

Sustainable Development Committee

As at the date of this annual report, the Sustainable Development Committee consists of three members, namely Mr. Xue Mingyuan, Mr. Liu Kecheng and Mr. Lai Zhiyong, all being the executive Directors. Mr. Xue Mingyuan is the chairman of the Sustainable Development Committee.

Corporate Governance Report

The principal duties of the Sustainable Development Committee include (a) considering and submitting proposals for (i) long term development planning and sustainable development policy of the Company; (ii) sustainable development areas of the Company including but not limited to policies in relation to health and safety, community relations, environment, human rights and anti-corruption, ensuring the Company's position and performance on global sustainable development issues are in line with the current standards; (iii) reputation of the parties related to the key interests of the Company; (b) supervising and continuously optimizing the culture, management framework, affairs, risk management, capacity building and other matters in the fields of environment, social responsibility and sustainable development of the Company; (c) deliberating and reviewing the policies, management framework and daily operations in the fields of the environment, social responsibility and sustainable development of the Company half yearly and submitting opinions and proposals to the Board on the relevant matters; (d) advising on the corrective and preventive measures for material internal control incidents; (e) reviewing the Company's annual environmental, social and governance report before the deliberation and approval by the Board and the publication of such report; (f) reviewing, supervising and responding to emerging issues in the areas of environment, social responsibility and sustainable development and, where appropriate, submit proposals to the Board for the Company to make continuous progresses in such areas; (g) supervising the relevant Company's risk management, external engagement related to sustainable development matters and their fulfillment, all matters related to corporate governance and the formulation of relevant policies; and (h) supervising the implementation of such policies by the management of the Company, including deliberating the reports on policy implementation submitted by the management.

Summary of the Board Diversity Policy

The Company's Board Diversity Policy (the "**Diversity Policy**") was adopted by the Company pursuant to the resolution of the Board passed on 14 August 2013. The Diversity Policy aims to set out the approach to diversity on the Board. The Diversity Policy applies to the Board and does not apply to diversity in relation to the employees of the Company, nor the board or employees of any subsidiary of the Company. In reviewing and assessing the Board composition, the Nomination Committee will consider a number of aspects, including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge, industry, regional experience and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Nomination Committee will review the Diversity Policy, as appropriate, to ensure the effectiveness of the Diversity Policy and will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval. The Company aims to maintain an appropriate balance of diversity perspectives of the Board in supporting the attainment of its strategic objectives and its sustainable development.

During the year ended 31 December 2023, the Board reviewed the implementation and effectiveness of the Diversity Policy and discussed the above measurable objectives, including but not limited to skills, knowledge, professional experience and cultural and educational background, and agreed that these measurable objectives were achieved for the diversity of the Board which contributed to the corporate strategy and the business development of the Company.

The Board currently comprises three female Directors and five male Directors. The Board considers that the Company has achieved gender diversity at the Board level and targets to maintain at least the current level of female representation. The Company will ensure that gender diversity is taken into account when recruiting staff members of mid to senior level and ensure that sufficient resources are available for providing appropriate trainings and career development to develop a pipeline of potential successors to the Board and maintain gender diversity.

Corporate governance functions

The Board, through the Audit Committee, is responsible for performing the functions set out in the code provision A.2.1 of the CG Code. During the year ended 31 December 2023, the Board reviewed the Company's corporate governance policies and practices, training and continuous professional development of the Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Company Code, Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosure in this corporate governance report.

Nomination Policy

The Company has adopted a Nomination Policy which sets out the selection criteria and process and the board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- character and integrity;
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;

- requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

The Nomination Committee will review the Nomination Policy, as appropriate, to ensure its effectiveness.

Directors' remuneration policy

The Company has put in place a Directors' remuneration policy to determine the remuneration packages of Directors to ensure that there is an appropriate level of remuneration to attract and retain experienced people of high calibre to oversee the Group's business and development.

The remuneration of Directors is reviewed at least annually and determined with reference to the skills and knowledge of the Directors, their job responsibilities and level of involvement in the Group's affairs, corporate performance, individual performance as well as prevailing market conditions. Remuneration comprise Directors' fees, salaries, allowances and performance-related bonuses, equity-settled share based payments and retirement benefit contributions.

Corporate Governance Report

ATTENDANCE RECORD OF DIRECTORS AND COMMITTEE MEMBERS

The attendance record of each Director at the Board, Nomination Committee, Remuneration Committee, Risk Management Committee and Audit Committee meetings and the general meeting of the Company held during the year ended 31 December 2023 is set out in the table below:

Name of Director	Attendance/Number of meetings					Risk Management Committee	Annual General Meeting
	Board	Nomination Committee	Remuneration Committee	Audit Committee			
Yang Shaopeng (<i>resigned on 7 March 2024</i>)	5/5	1/1	N/A	N/A	N/A	N/A	1/1
Yang Xianxiang	5/5	N/A	2/2	N/A	N/A	3/3	1/1
Xue Mingyuan	5/5	N/A	N/A	N/A	N/A	N/A	1/1
Liu Kecheng	5/5	N/A	N/A	N/A	N/A	N/A	1/1
Lai Zhiyong	5/5	N/A	N/A	N/A	N/A	N/A	1/1
Yang Xin	5/5	N/A	N/A	N/A	N/A	3/3	1/1
Liu Ka Ying, Rebecca	5/5	N/A	2/2	5/5	5/5	3/3	1/1
Tse Siu Nga	5/5	1/1	2/2	5/5	5/5	3/3	1/1
Hu Mantian (Mandy)	5/5	1/1	N/A	5/5	5/5	3/3	1/1

Apart from regular Board meetings, Mr. Yang Shaopeng, former Chairman of the Board also held a meeting with the independent non-executive Directors without the presence of the other executive Directors during the year ended 31 December 2023.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended 31 December 2023.

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

The statement of the auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditor's Report on pages 50 to 54.

REMUNERATION OF MEMBERS OF SENIOR MANAGEMENT BY BAND

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

Annual remuneration by band

Annual remuneration by band	Number of individuals
HK\$4,000,000 to HK\$5,000,000	1
HK\$3,000,000 to HK\$4,000,000	1
HK\$2,000,000 to HK\$3,000,000	1
HK\$1,000,000 to HK\$2,000,000	2
HK\$0 to HK\$1,000,000	3

Details of the remuneration of the Directors for the year ended 31 December 2023 are set out in Note 9 to the Financial Statements.

DIVERSITY AT WORKFORCE LEVEL

In terms of employment, the Group insists on the principle of fairness and equal treatment regardless of citizenship, nationality, race, gender, religious belief and cultural background, and does not impose any restrictive requirements on gender, ethnicity, nationality and region.

The gender ratio in the workforce of the Group, including senior management, as of 31 December 2023 is set out below:

Indicator	As of 31 December 2023	
	Number of persons (excluding crew members)	Percentage of total number of employees
Male employees	1,157	54%
Female employees	985	46%

The Group encourages gender diversity across its workplace and is committed to increase the proportion of onshore female employees to 50%. To achieve diversity at workforce level, the Group has put in place appropriate recruitment and selection practices such that a diverse range of candidates are considered. The Group has also established talent management and training programs to provide career development guidance and promotion opportunities to develop a broad and diverse pool of skilled and experienced employees.

During the year under review, the Board was not aware of any mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

AUDITOR'S REMUNERATION

An analysis of the remuneration paid to the external auditor of the Company, Ernst & Young, in respect of audit services and non-audit services for the year ended 31 December 2023 is set out below:

Service Category	Fee paid/Payable (HK\$'000)
Audit services	3,300
Non-audit services	
– Tax advisory services	427
– Limited assurance services	170
– Non-assurance services	400
	997
Total:	4,297

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledge its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. A review of the effectiveness of the Group's risk management and internal control systems will be conducted at least annually.

The Audit Committee and the Risk Management Committee assist the Board in leading the management, overseeing and monitoring the design and implementation of the risk management and internal control systems.

Corporate Governance Report

The Company has developed and adopted various risk management procedures and guidelines with defined authority for implementation by key business processes and office functions. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department. All divisions/departments conduct internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance, information security, and environmental, social and governance related matters.

The management, in coordination with division/department heads, assesses the likelihood of risk occurrence, provides treatment plans, and monitors the risk management and internal control systems and reports to the Audit Committee, the Risk Management Committee and the Board on all findings and the effectiveness of the systems.

The Board, through the Audit Committee and the Risk Management Committee, has reviewed the effectiveness of the risk management and internal control systems of the Company and its subsidiaries for the year ended 31 December 2023, including the adequacy of resources, staff qualification and experience, training programmes and budget of the Company's accounting and reporting function.

The Board, as supported by the Audit Committee and the Risk Management Committee, assessed the effectiveness of the risk management and internal control systems by reviewing the management report and the internal audit findings and considered that, for the year ended 31 December 2023, the risk management and internal control systems of the Company are effective and adequate.

DISSEMINATION OF INSIDE INFORMATION

The Group has in place a framework for the disclosure of inside information by reference to the Guidelines on Disclosure of Inside Information issued by the Securities and Futures Commission. The framework sets out the procedures and internal controls for the handling and dissemination of inside information in an appropriate and timely manner, such as steps to ascertain sufficient details, conduct internal assessment of the matter and its likely impact on the Company, seek professional advice where required and verification of the facts. Before the information is fully disclosed to the public, any persons who possess the knowledge of such information must ensure strict confidentiality and must not deal in any of the Company's securities.

COMPANY SECRETARY

Mr. Xue Peng was appointed as the sole company secretary of the Company with effect from 18 October 2020. Mr. Xue Peng reports to the Chairman, Mr. Yang Xianxiang, and/or the Chief Executive Officer, Mr. Xue Mingyuan, depends on various matters, respectively.

Mr. Xue Peng undertook not less than 15 hours of relevant professional training during the year ended 31 December 2023.

SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at the general meetings of the Company, including but not limited to the election of individual Directors. All resolutions put forward at the general meetings of the Company will be voted on by poll pursuant to the Listing Rules and the poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting of the Company.

PROCEDURES FOR CONVENING AN EXTRAORDINARY GENERAL MEETING ("EGM") AND PUTTING FORWARD PROPOSALS AT EGM

Pursuant to article 58 of the Articles of Association, the Board may, whenever it thinks fit, convene an EGM.

Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require an EGM to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The requisition must state clearly the name of the requisitionists, their shareholding in the Company, the reason(s) to convene an EGM, the agenda proposed to be included and the details of the business(es) proposed to be transacted in the EGM and signed by the requisitionists.

Putting forward enquiries to the Board

For putting forward any enquiries to the Board, shareholders of the Company may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact details

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

Address: 31/F, Shui On Centre, 6-8 Harbour Road,
Wan Chai, Hong Kong
(For the attention of the Company Secretary)

Fax: 852-2824 3748

Tel: 852-2850 0302

Email: ir@sitc.com

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

COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

Summary of Shareholders Communication Policy

The Company considers that effective communication with its shareholders is essential for enhancing investor relations and investor understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with its shareholders and in particular, through annual general meetings and other general meetings, publishing corporate communications such as interim results and annual results, financial reports, announcements and circulars. Shareholders may make enquiries with the Company through channels as mentioned above, and provide comments and recommendations to the Directors. Upon receipt of enquiries from shareholders, the Company will respond as soon as practicable.

The chairman of the Board, respective chairman of the Audit Committee, Remuneration Committee, Nomination Committee, Risk Management Committee, Disclosure Committee and Sustainable Development Committee, or, in their absence, other members of the respective board committees, will make themselves available at the annual general meetings to meet shareholders of the Company, answer their enquiries, and to understand their views.

During the year under review, an annual general meeting of the Company was held on 24 April 2023 at which all the Directors attended either by person or by means of electronic facilities to communicate with the shareholders of the Company. In addition, all corporate communications and regulatory announcements were published by the Company on its website and the website of the Stock Exchange in a timely manner. The Board considers that the shareholders communication policy is effective during the year ended under review.

Constitutional Documents

At the Company's annual general meeting held on 24 April 2023, the shareholders of the Company passed a special resolution to approve the amendments to the memorandum of association and articles of association of the Company by way of adoption of the second amended and restated memorandum of association and articles of association of the Company (the "**Memorandum and Articles of Association**"). An up-to-date version of the Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

Dividend Policy

The Company has adopted a policy on payment of dividends on 26 October 2018. The Board may determine to pay dividends at its own discretion in the future after considering the profits, cash flows, working capital requirements, general financial condition, regulatory limitations in the PRC and other subsidiaries of the Company, ability to distribute dividends to shareholders and any other factors that the Board considers relevant.

The rate of dividend payout of the Company is not more than 100% of the annual distributable profit attributable to the shareholders of the Company.

Independent Auditor's Report



Ernst & Young
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Quarry Bay, Hong Kong

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To the shareholders of SITC International Holdings Company Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of SITC International Holdings Company Limited (the "Company") and its subsidiaries (the "Group") set out on pages 55 to 147, which comprise the consolidated statement of financial position as 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.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

KEY AUDIT MATTERS (continued)

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment of property, plant and equipment and right-of-use assets</i></p>	<p>We evaluated the assumptions and data used by the Group in the forecast and, with the assistance of our internal valuation specialists, the methodology adopted for the impairment assessment and the discount rate used in the recoverable amount calculation of the Group's property, plant and equipment and right-of-use assets prepared by management.</p> <p>We also assessed the adequacy of the related disclosures in the notes to the financial statements.</p>
<p>The carrying amounts of the property, plant and equipment and right-of-use assets of the Group as at 31 December 2023 were US\$1,661,852,000 and US\$215,463,000, respectively, which in aggregate represented 71% of the Group's total assets.</p>	
<p>Management is required to perform impairment assessment on an asset if there is an indicator that the recoverable amount of the asset may be lower than its carrying amount. The Group performed an impairment assessment of its property, plant and equipment and right-of-use assets in accordance with Hong Kong Accounting Standard ("HKAS") 36 <i>Impairment of Assets</i> issued by the HKICPA and concluded that these assets may be impaired, given that there is a downturn in container shipping industry resulting in a significant decline in operating profit flowing from the assets during the year. Accordingly, the Group estimated the recoverable amounts of its assets using a value-in-use calculation based on the discounted cash flow method. Such assessment requires, inter alia, management's estimation on the expected future cash flows from the assets and a suitable discount rate in order to calculate the present value of those cash flows.</p>	
<p>Given the complexity and judgmental nature of the impairment assessment, we considered this a key audit matter.</p>	
<p>Related disclosures are included in notes 2.4, 3, 14 and 15 to the financial statements.</p>	

Independent Auditor's Report

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

(continued)

As part of an audit in accordance with HKSAAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

Independent Auditor's Report

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

(continued)

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

The engagement partner on the audit resulting in this independent auditor's report is Anthony S.T. Leung.

Ernst & Young

Certified Public Accountants

Hong Kong

7 March 2024

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
REVENUE	5	2,428,959	4,112,955
Cost of sales		(1,805,925)	(2,133,873)
Gross profit		623,034	1,979,082
Other income and gains, net	6	69,465	160,319
Administrative expenses		(136,047)	(165,651)
Other expenses, net		(4,085)	(5,383)
Finance costs	7	(18,753)	(17,492)
Share of profits and losses of:			
Joint ventures	19(b)	20,013	21,706
Associates	20(b)	(213)	461
PROFIT BEFORE TAX	8	553,414	1,973,042
Income tax	11	(17,240)	(23,235)
PROFIT FOR THE YEAR		536,174	1,949,807
OTHER COMPREHENSIVE INCOME/(LOSS)			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:			
Cash flow hedges:			
Effective portion of changes in fair value of hedging instruments arising during the year		(2,861)	23,642
Reclassification adjustments for gains included in profit or loss		(7,669)	(6,415)
		(10,530)	17,227
Exchange differences on translation of foreign operations		(5,823)	(16,109)
Share of other comprehensive loss of joint ventures	19(b)	(4,591)	(5,003)
Share of other comprehensive loss of associates	20(b)	(372)	(847)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods		(21,316)	(4,732)
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF INCOME TAX		(21,316)	(4,732)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		514,858	1,945,075

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2023

	Note	2023 US\$'000	2022 US\$'000
Profit for the year attributable to:			
Shareholders of the Company		531,393	1,944,425
Non-controlling interests		4,781	5,382
		536,174	1,949,807
Total comprehensive income for the year attributable to:			
Shareholders of the Company		511,223	1,942,025
Non-controlling interests		3,635	3,050
		514,858	1,945,075
EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY			
Basic (US\$ per share)	13	0.20	0.73
Diluted (US\$ per share)		0.20	0.72

Consolidated Statement of Financial Position

31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	14	1,661,852	1,396,647
Right-of-use assets	15(a)	215,463	262,923
Advance payments for the acquisition of vessels	16	70,833	111,722
Goodwill	17	998	1,019
Other intangible assets	18	1,579	1,579
Investments in joint ventures	19	57,965	57,777
Investments in associates	20	12,604	9,630
Derivative financial instruments	21	4,584	12,589
Total non-current assets		2,025,878	1,853,886
CURRENT ASSETS			
Bunkers		43,324	53,205
Trade receivables	22	113,333	139,051
Prepayments, deposits and other receivables	23	37,340	34,487
Derivative financial instruments	21	1,485	5,116
Financial assets at fair value through profit or loss	24	14,780	15,580
Cash and bank balances	25	416,323	981,531
Total current assets		626,585	1,228,970
CURRENT LIABILITIES			
Trade payables	26	203,514	209,102
Other payables and accruals	27	137,265	177,092
Derivative financial instruments	21	–	2,992
Bank borrowings	28	104,219	34,829
Lease liabilities	15(b)	50,937	54,841
Income tax payables		7,065	9,508
Total current liabilities		503,000	488,364
NET CURRENT ASSETS		123,585	740,606
TOTAL ASSETS LESS CURRENT LIABILITIES		2,149,463	2,594,492

Consolidated Statement of Financial Position

31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
TOTAL ASSETS LESS CURRENT LIABILITIES		2,149,463	2,594,492
NON-CURRENT LIABILITIES			
Bank borrowings	28	64,815	236,609
Lease liabilities	15(b)	150,733	189,758
Provision for reinstatement costs	29	2,857	3,114
Total non-current liabilities		218,405	429,481
Net assets		1,931,058	2,165,011
EQUITY			
Equity attributable to shareholders of the Company			
Issued capital	31	34,583	34,582
Reserves	33(a)	1,879,953	2,115,958
Non-controlling interests		1,914,536	2,150,540
		16,522	14,471
Total equity		1,931,058	2,165,011

YANG Xianxiang
Director

XUE Mingyuan
Director

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

Notes	Attributable to shareholders of the Company												
	Issued capital US\$'000	Share premium account US\$'000	Shares held under the share award scheme account US\$'000	Share-based compensation reserve US\$'000	Capital and other reserves US\$'000 (note 33(b))	Hedging reserve US\$'000	Fair value reserve US\$'000	Exchange fluctuation reserve US\$'000	Reserve funds US\$'000 (note 33(c))	Retained profits US\$'000	Total US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
At 1 January 2022	34,581	401,956	(70,195)	18,511	(7,623)	3,460	21	4,731	6,296	1,109,949	1,501,687	13,997	1,515,684
Profit for the year	-	-	-	-	-	-	-	-	-	1,944,425	1,944,425	5,382	1,949,807
Other comprehensive income/(loss) for the year:													
Cash flow hedges, net of income tax	-	-	-	-	-	17,227	-	-	-	-	17,227	-	17,227
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(13,777)	-	-	(13,777)	(2,332)	(16,109)
Share of other comprehensive loss of:													
Joint ventures	-	-	-	-	-	-	-	(5,003)	-	-	(5,003)	-	(5,003)
Associates	-	-	-	-	-	-	-	(847)	-	-	(847)	-	(847)
Total comprehensive income/(loss) for the year	-	-	-	-	-	17,227	-	(19,627)	-	1,944,425	1,942,025	3,050	1,945,075
Capital contribution from non-controlling equity holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	280	280
Issue of shares upon exercise of share options under the post-PO share option scheme	1	84	-	(19)	-	-	-	-	-	-	66	-	66
Exercise of share awards under the share award scheme	-	-	13,022	(13,022)	-	-	-	-	-	-	-	-	-
Repurchase of shares under the share award scheme	-	-	(22,013)	-	-	-	-	-	-	-	(22,013)	-	(22,013)
Share award expense	-	-	-	27,747	-	-	-	-	-	-	27,747	-	27,747
Transfer to reserve funds	-	-	-	-	-	-	-	-	407	(407)	-	-	-
Dividends declared to non-controlling equity holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(2,856)	(2,856)
Final 2021 dividend paid	-	-	-	-	-	-	-	-	-	(478,591)	(478,591)	-	(478,591)
Interim 2022 dividend declared	-	-	-	-	-	-	-	-	-	(820,381)	(820,381)	-	(820,381)
At 31 December 2022	34,582	402,040*	(79,176)*	33,207*	(7,623)*	20,887*	21*	(14,896)*	6,703*	1,756,995*	2,150,540	14,471	2,165,011

Consolidated Statement of Changes in Equity

For the year ended 31 December 2023

Notes	Attributable to shareholders of the Company											Total equity US\$'000	
	Issued capital US\$'000	Share premium account US\$'000	Shares held under the share award scheme account US\$'000	Share-based compensation reserve US\$'000	Capital and other reserves US\$'000 (note 33(b))	Hedging reserve US\$'000	Fair value reserve US\$'000	Exchange fluctuation reserve US\$'000	Reserve funds US\$'000 (note 33(c))	Retained profits US\$'000	Total US\$'000		Non-controlling interests US\$'000
At 1 January 2023	34,582	402,040	(79,176)	33,207	(7,623)	20,687	21	(14,896)	6,703	1,754,995	2,150,540	14,471	2,165,011
Profit for the year	-	-	-	-	-	-	-	-	-	531,383	531,383	4,781	536,174
Other comprehensive income/(loss) for the year:	-	-	-	-	-	(10,530)	-	-	-	-	(10,530)	-	(10,530)
Cash flow hedges, net of income tax	-	-	-	-	-	-	-	(4,677)	-	-	(4,677)	(1,146)	(5,823)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(4,591)	-	-	(4,591)	-	(4,591)
Share of other comprehensive income/(loss) of:	-	-	-	-	-	-	-	(372)	-	-	(372)	-	(372)
Joint ventures	-	-	-	-	-	-	-	-	-	-	-	-	-
Associates	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income/(loss) for the year	-	-	-	-	-	(10,530)	-	(9,640)	-	531,383	511,223	3,635	514,858
Non-controlling interest capital injection	-	-	-	-	-	-	-	-	-	-	-	84	84
Issue of shares upon exercise of share options under the post-IPO share option scheme	1	87	-	(20)	-	-	-	-	-	-	68	-	68
Exercise of share awards under the share award scheme	-	-	6,666	(6,666)	-	-	-	-	-	-	-	-	-
Repurchase of shares under the share award scheme	-	-	(23,753)	-	-	-	-	-	-	-	(23,753)	-	(23,753)
Share award expense	-	-	-	28,429	-	-	-	-	-	-	28,429	-	28,429
Transfer to reserve funds	-	-	-	-	-	-	-	-	1,725	(1,725)	-	-	-
Dividends declared to non-controlling equity holders of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(1,568)	(1,568)
Final 2022 dividend paid	-	-	-	-	-	-	-	-	-	(546,782)	(546,782)	-	(546,782)
Interim 2023 dividend declared	-	-	-	-	-	-	-	-	-	(205,189)	(205,189)	-	(205,189)
Deregistration of subsidiaries	-	-	-	-	(1,839)	-	-	-	-	1,839	-	-	-
At 31 December 2023	34,583	402,127	(96,263)	54,930	(9,462)	10,157	21	(24,536)	8,428	1,534,531	1,914,536	16,522	1,931,058

* These reserve accounts comprise the consolidated reserves of US\$1,879,953,000 (2022: US\$2,115,958,000) in the consolidated statement of financial position as at 31 December 2023.

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	Notes	2023 US\$'000	2022 US\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		553,414	1,973,042
Adjustments for:			
Finance costs	7	18,753	17,492
Share of profits of joint ventures		(20,013)	(21,706)
Share of loss/(profits) of associates		213	(461)
Bank interest income	6	(30,649)	(19,508)
Investment income of principal-protected investment deposits at fair value through profit or loss	6	(641)	(217)
Gain on disposal of property, plant and equipment, net	6	(22,050)	(119,072)
Fair value losses/(gains), net:			
Cash flow hedges (transfer from equity)	6	(7,669)	(6,415)
Financial assets at fair value through profit or loss	6	–	(2,802)
Derivative instruments – transactions not qualifying as hedges	8	(447)	3,495
Depreciation of property, plant and equipment	8	99,973	88,312
Depreciation of right-of-use assets	8	58,788	57,332
Impairment of trade receivables, net	8	55	284
Share award expense	32	28,429	27,747
		678,156	1,997,523
Decrease/(increase) in bunkers		9,881	(11,729)
Decrease in trade receivables		25,663	17,703
Decrease/(increase) in prepayments, deposits and other receivables		(3,018)	7,266
Decrease/(increase) in derivative financial assets		19,752	(12,667)
Increase/(decrease) in trade payables		(5,588)	7,245
Increase/(decrease) in other payables and accruals		(39,592)	3,427
Decrease in derivative financial liabilities		(13,522)	(749)
Effect of foreign exchange rate changes, net		(1,202)	10,691
		670,530	2,018,710

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	Note	2023 US\$'000	2022 US\$'000
Interest income received		30,814	12,806
Interest paid		(9,448)	(7,702)
Hong Kong profits tax paid		(211)	(440)
Overseas income tax paid		(19,472)	(20,809)
Net cash flows from operating activities		672,213	2,002,565
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchases of property, plant and equipment		(260,645)	(412,832)
Proceeds from disposal of property, plant and equipment		44,067	241,744
Assets acquisition through acquisition of subsidiaries	34	(39,770)	–
Advance payments for the acquisition of vessels		(48,511)	(75,340)
Investments in joint ventures		(64)	(51)
Investments in associates		(4,339)	–
Purchase of financial assets at fair value through profit or loss		(14,094)	(88,244)
Proceeds from disposal of financial assets at fair value through profit or loss		14,894	104,769
Proceeds from investment income of principal-protected investment deposits at fair value through profit or loss		641	217
Increase in non-pledged time deposits with original maturity of over three months		(294,113)	(436,868)
Decrease in non-pledged time deposits with original maturity of over three months		436,868	225,217
Dividends received from joint ventures		15,246	12,239
Dividends received from an associate		780	478
Withholding tax paid on dividends received		(145)	(524)
Net cash flows used in investing activities		(149,185)	(429,195)

	Notes	2023 US\$'000	2022 US\$'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issue of shares	31	68	66
Repurchase of shares	32	(23,753)	(22,013)
Capital contribution from non-controlling equity holders of subsidiaries		84	280
New bank borrowings	35(b)	95,171	110,067
Repayment of bank borrowings	35(b)	(198,313)	(166,336)
Payment of dividends	35(b)	(751,971)	(1,574,077)
Principal portion of lease payments	35(b)	(63,728)	(63,028)
Payment of reinstatement costs		(502)	(352)
Dividends paid to non-controlling equity holders of subsidiaries		(1,668)	(2,856)
Net cash flows used in financing activities		(944,612)	(1,718,249)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
Cash and cash equivalents at beginning of year		544,663	694,264
Effect of foreign exchange rate changes, net		(869)	(4,722)
CASH AND CASH EQUIVALENTS AT END OF YEAR		122,210	544,663
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances other than time deposits		86,650	222,850
Time deposits		329,673	758,681
Cash and cash equivalents as stated in the consolidated statement of financial position		416,323	981,531
Less: Non-pledged time deposits with original maturity of over three months when acquired		(294,113)	(436,868)
Cash and cash equivalents as stated in the consolidated statement of cash flows		122,210	544,663

Notes to Financial Statements

31 December 2023

1. CORPORATE AND GROUP INFORMATION

SITC International Holdings Company Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”). The registered office address of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the Company’s principal place of business in Hong Kong is located at 31/F, Shui On Centre, 6-8 Harbour Road, Wan Chai, Hong Kong.

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were principally engaged in the provision of integrated shipping logistics services, including the provision of container transportation, freight forwarding, shipping agency, depot, warehousing services, container vessel leasing, land leasing and other services.

The immediate holding company of the Company is Resourceful Link Management Limited, which is incorporated in the British Virgin Islands (the “BVI”), and, in the opinion of the directors of the Company, the ultimate holding company of the Company is Better Master Limited, which is incorporated in the BVI.

Information about principal subsidiaries

Particulars of the Company’s principal subsidiaries, which are all indirectly held by the Company, are as follows:

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
HITC Container Service (Thailand) Co. Ltd. #	Thailand	THB5,000,000	74	Provision of container maintenance services
New SITC Container Lines Vietnam Co., Ltd	Vietnam	VND2,328,200,000	80	Provision of freight forwarding services
New SITC International Shipping Agency (Shanghai) Co., Ltd. * #	People’s Republic of China (“PRC”)/ Chinese Mainland	RMB2,000,000	100	Provision of shipping agency services
PT SITC Indonesia	Indonesia	IDR6,000,000,000	67	Provision of shipping agency services
PT SITC Logistik Indonesia	Indonesia	IDR14,461,000,000	89	Provision of freight forwarding services
SITC Batangas Shipping Company Limited	Hong Kong	HK\$100	100	Vessel holding and chartering services
SITC Busan Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Cagayan Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid-up capital	Percentage of equity attributable to the Company	Principal activities
SITC Cebu Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Chenming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Chunming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Container Lines Company Limited	Hong Kong	HK\$470,000,000	100	Provision of container marine transportation services
SITC Container Lines (Cambodia) Co., Ltd. #	Cambodia	US\$200,000	100	Provision of shipping agency services
SITC Container Lines (Korea) Co., Ltd. #	Korea	KRW600,000,000	80	Provision of shipping agency services
SITC Container Lines Malaysia SDN. BHD #	Malaysia	MYR1,000,000	70	Provision of shipping agency services
SITC Container Lines Philippines, Inc.	Philippines	PHP10,600,000	80	Provision of shipping agency services
SITC Container Lines (SARAWAK) SDN BHD #	Malaysia	MYR500,000	70	Provision of shipping agency services
SITC Container Lines (Shanghai) Co., Ltd. * #	PRC/Chinese Mainland	US\$16,000,000	100	Provision of shipping agency services
SITC Container Lines (Thailand) Co., Ltd.	Thailand	THB12,000,000	61.25	Provision of shipping agency services
SITC Cowin Supply Chain (Shanghai) Limited ^ #	PRC/Chinese Mainland	RMB10,000,000	60	Provision of multimodal transportation services
SITC Customs Broker Co., Ltd * #	PRC/Chinese Mainland	RMB10,000,000	100	Provision of customs declaration services
SITC Shipping and Service Company Limited	Hong Kong	HK\$1	100	Provision of marine services

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31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
SITC Insurance Brokers (HK) Company Limited	Hong Kong	HK\$500,000	100	Provision of marine services
SITC Ship Brokers Co., Ltd.	PRC/Chinese Mainland	RMB1,500,000	100	Provision of marine services
SITC Shipping Brokers (Shanghai) Co., Ltd.	PRC/Chinese Mainland	RMB1,000,000	100	Provision of marine services
SITC Ships Management Co., Ltd.	PRC/Chinese Mainland	RMB6,000,000	100	Shipping management services
SITC Shipping Management (Shanghai) Co., Ltd.	PRC/Chinese Mainland	US\$1,000,000	100	Shipping management services
SITC Dalian Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Fangcheng Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Fujian Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Guangdong Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Guangxi Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Hainan Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Haiphong Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Hakata Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Hanshin Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Hebei Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid-up capital	Percentage of equity attributable to the Company	Principal activities
SITC Hochiminh Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Inchon Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Intermodal Japan Co. Ltd. #	Japan	JPY10,000,000	100	Provision of multimodal transportation services
SITC Japan Co., Ltd.	Japan	JPY10,000,000	100	Provision of shipping agency services
SITC Jiangsu Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Kanto Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Keelung Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Kwangyang Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Lianyungang Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Liaoning Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Licheng Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Logistics Co., Ltd. * #	PRC/Chinese Mainland	RMB150,000,000	100	Provision of freight forwarding services
SITC Logistics (HK) Limited	Hong Kong	HK\$1	100	Investment holding and provision of freight forwarding services

Notes to Financial Statements

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
SITC Logistics (Japan) Co., Ltd.	Japan	JPY10,000,000	100	Provision of freight forwarding services
SITC Logistics (Myanmar) Co. LTD #	Myanmar	US\$210,000	70	Provision of freight forwarding services
SITC Logistics (PTY) Ltd. #	South Africa	US\$1,320,000	55	Provision of warehousing services
SITC Macao Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Makassar Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Manila Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Moji Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Nansha Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Ocean Shipping Company Limited	Hong Kong	HK\$1	100	Provision of freight forwarding services
SITC Osaka Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Penang Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Pinghe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Port Klang Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Pyeongtaek Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
SITC (Qingdao) Cross-Border E-commerce Service Co., Ltd. ^ #	PRC/Chinese Mainland	RMB3,000,000	60	Provision of freight forwarding services
SITC Qingdao International Shipping and Logistics Co., Ltd. * #	PRC/Chinese Mainland	US\$50,000,000	100	Land and building holding
SITC Qingdao Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Qinzhou Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Qiuming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Sendai Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Shandong Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Shanghai Intelligent Technology Company Limited ^ #	PRC/Chinese Mainland	RMB2,000,000	60	Provision of technology support services
SITC Shanghai Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Shengde Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Shekou Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Shenzhen Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Shidao Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services

Notes to Financial Statements

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
SITC Shimizu Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Shipping Agency (HK) Company Limited	Hong Kong	HK\$5,000,000	100	Provision of shipping agency services
SITC Shipping (Hainan) Company Limited * #	PRC/Chinese Mainland	US\$10,000,000	100	Vessel holding and chartering services
SITC Singapore Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Subic Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Taicang Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Technologies (Shanghai) Co., Ltd. * #	PRC/Chinese Mainland	RMB10,000,000	100	Provision of technology support services
SITC Tokuyama Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Toyohashi Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Weihai Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Wende Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Xiande Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Xingde Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid-up capital	Percentage of equity attributable to the Company	Principal activities
SITC Yantai Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Yokkaichi Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Yuanming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Zhaoming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Zhejiang Shipping Company Limited	Hong Kong	US\$100	100	Vessel holding and chartering services
SITC Anhe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Fenghe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Yuhe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Qiming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Renhe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Changming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Shengming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Huiming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services

Notes to Financial Statements

31 December 2023

1. CORPORATE AND GROUP INFORMATION (continued)

Information about principal subsidiaries (continued)

Company name	Place of incorporation/ registration and operations	Nominal value of registered/paid- up capital	Percentage of equity attributable to the Company	Principal activities
SITC Yihe Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Ruiming Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Hengde Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
SITC Shunde Shipping Company Limited	Hong Kong	US\$1	100	Vessel holding and chartering services
Smart Depot Service (Malaysia) Sdn. Bhd.	Malaysia	MYR4,000,000	70	Provision of warehouse and logistics services
Qingdao SITC Logistics Park Management Company Limited * #	PRC/Chinese Mainland	RMB60,000,000	100	Land and building holding

^ Registered as a limited liability company under PRC law

* Registered as wholly-foreign-owned enterprises under PRC law

The English names of these companies represent the best effort made by the management of the Company to directly translate their official Chinese, Japanese and Korean names as they have not registered any official English names.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

2 ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and debt and equity investments, which have been measured at fair value. These financial statements are presented in the United States dollars (the “US\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

Profit or loss and each component of other comprehensive income are attributed to the shareholders of the Company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

Notes to Financial Statements

31 December 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 17	<i>Insurance Contracts</i>
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The nature and the impact of the new and revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The adoption of amendments to HKAS 12 did not have any significant impact on the Group's financial statements.

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (d) Amendments to HKAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. The Group has applied the amendments and the mandatory temporary exception retrospectively. Further disclosures are included in note 11 to the financial statements.

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> (the "2020 Amendments") ^{1, 4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants</i> (the "2022 Amendments") ^{1, 4}
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to HKAS 21	<i>Lack of Exchangeability</i> ²

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 No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 *Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause* was revised to align the corresponding wording with no change in conclusion

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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS (continued)

Further information about those HKFRSs that are expected to be applicable to the Group is described below.

- (a) Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.
- (b) Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e., 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.
- (c) The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of the reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.
- (d) Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.
- (e) Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

2.4 MATERIAL ACCOUNTING POLICIES

Investments in associates and joint ventures

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The Group's investments in associates and joint ventures are stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of associates and joint ventures is included in the consolidated profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate or joint venture, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associates or joint ventures are eliminated to the extent of the Group's investments in the associates or joint ventures, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associates or joint ventures is included as part of the Group's investments in associates or joint ventures.

Upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Asset acquisitions, business combinations and goodwill

Asset acquisitions

When the Company or its subsidiaries acquire a group of assets and liabilities that do not constitute a business, the Company or its subsidiaries identify and recognise the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

The Company and its subsidiaries can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

Business combinations under common control

Business combinations under common control are accounted for using the merger method of accounting. Under the merger method of accounting, the net assets of the combining entities or businesses are combined using their existing book values from the controlling parties' perspective. No amount is recognised in respect of goodwill or excess of the acquirer's interest in the net fair value of acquiree's identifiable assets, liabilities and contingent liabilities over the cost of investment at the time of common control combination. The consolidated statement of profit or loss and other comprehensive income includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under common control, where this is a shorter period, regardless of the date of the common control combination.

Other business combinations

Other business combinations are accounted for using the acquisition method of accounting. Under the acquisition method of accounting, the consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether it measures the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Asset acquisitions, business combinations and goodwill (continued)

Other business combinations (continued)

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill forms part of a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures its derivative financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Notes to Financial Statements

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than bunkers and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value-in-use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. 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. An impairment loss is charged to profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and 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 a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Plant and equipment, other than construction in progress and buildings, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Notes to Financial Statements

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

Freehold land	Not depreciated
Buildings	3% to 7%
Vessels	4% to 6%
Containers	9% to 20%
Computers, furniture and equipment	10% to 33 $\frac{1}{3}$ %
Motor vehicles	12% to 25%

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

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Construction in progress is stated at cost less any impairment losses, and is not depreciated. It is reclassified to the appropriate category of property, plant and equipment when completed and ready for use.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis.

Trademarks and golf club membership

Trademarks and golf club membership have indefinite useful lives and are stated at cost less any impairment losses.

Leases

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

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, reinstatement costs expected to incur and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land	3 to 50 years
Offices	2 to 8 years
Containers	1 to 12 years
Vessel	10 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value.

Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

- (a) Financial assets at amortised cost (debt instruments)
Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.
- (b) Financial assets at fair value through other comprehensive income (debt investments)
For debt investments at fair value through other comprehensive income, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to profit or loss.
- (c) Financial assets designated at fair value through other comprehensive income (equity investments)
Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

- (d) Financial assets at fair value through profit or loss
Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in profit or loss when the right of payment has been established.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Subsequent measurement (continued)

(d) Financial assets at fair value through profit or loss (continued)

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, 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 and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

General approach (continued)

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, derivative financial instruments and interest-bearing bank and other borrowings.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Financial liabilities (continued)

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

- (a) Financial liabilities at fair value through profit or loss
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities designated upon initial recognition as at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at fair value through profit or loss are recognised in profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to profit or loss. The net fair value gain or loss recognised in profit or loss does not include any interest charged on these financial liabilities.

- (b) Financial liabilities at amortised cost (trade and other payables, and borrowings)
After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

Offsetting of financial instruments

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

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as interest rate swaps, to hedge its interest rate risk. These derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or
- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment; or
- hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is “an economic relationship” between the hedged item and the hedging instrument.
- The effect of credit risk does not “dominate the value changes” that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

Hedges which meet all the qualifying criteria for hedge accounting are accounted for as follows:

Notes to Financial Statements

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting (continued)

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedge item.

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment to which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in other comprehensive income must remain in accumulated other comprehensive income if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to profit or loss as a reclassification adjustment. After the discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated other comprehensive income is accounted for depending on the nature of the underlying transaction as described above.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting (continued)

Hedges of a net investment

Hedges of a net investment in a foreign operation, including a hedge of a monetary item that is accounted for as part of the net investment, are accounted for in a similar way to cash flow hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised in other comprehensive income while any gains or losses relating to the ineffective portion are recognised in profit or loss. On disposal of the foreign operation, the cumulative value of any such gains or losses recorded in equity is transferred to profit or loss.

Shares held under a share award scheme

Own equity instruments which are issued by way of issue of new shares and/or repurchased from the market and held by the Company or the Group (treasury shares) under the share award scheme of the Company are recognised directly in equity at cost, which are measured at the grant date fair value of the new shares and cost for the repurchase of the shares, respectively. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Upon vesting, the related costs of the vested awarded shares issued by the Company or repurchased from the market are credited to the shares held under share award scheme account, with a corresponding decrease in the share-based compensation reserve for awarded shares.

For vesting of forfeited or unallocated shares regranted, the related costs of the forfeited or unallocated shares regranted are credited to the shares held under share award scheme account, and the related fair value of the shares regranted is debited to the share-based compensation reserve. The difference between the cost and the fair value of the shares regranted is credited to the share premium account if the fair value is higher than the cost or debited against retained profits if the fair value is less than the cost.

Bunkers

Bunkers represent fuels and are stated at the lower of the cost and net realisable value. Cost is determined on the weighted average basis.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, which are repayable on demand and form an integral part of the Group's cash management.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of (i) the amount that would be recognised in accordance with the general policy for provisions above; and (ii) the amount initially recognised less, when appropriate, the amount of income recognised in accordance with the policy for revenue recognition.

Income tax

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

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except that deferred tax is not recognised for the Pillar Two income taxes.

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

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

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

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

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

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

Where the grant relates to an asset, the fair value is credited to a deferred income account and is released to profit or loss over the expected useful life of the relevant asset by equal annual instalments or deducted from the carrying amount of the asset and released to profit or loss by way of a reduced depreciation charge.

Where the Group receives non-monetary grants of assets, the grants are recorded at the fair value of the non-monetary assets and released to profit or loss over the expected useful lives of the relevant assets by equal annual instalments.

Where the Group receives government loans granted with no or at a below-market rate of interest for the construction of a qualifying asset, the initial carrying amount of the government loans is determined using the effective interest rate method, as further explained in the accounting policy for "Financial liabilities" above. The benefit of the government loans granted with no or at a below-market rate of interest, which is the difference between the initial carrying value of the loans and the proceeds received, is treated as a government grant and released to profit or loss over the expected useful life of the relevant asset by equal annual instalments.

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31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

- (a) Revenue from container shipping activities is recognised over time as the performance obligation is satisfied, including a share of revenue from incomplete voyages as at the end of the reporting period. Detention and demurrage fees are recognised over time up until the time of the customer's late return or pick-up of containers.
- (b) Revenue from shipping agency, freight forwarding and logistics management activities are recognised over time upon the services have been rendered.

Other revenue

- (a) Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.
- (b) Revenue from a time charter is recognised on the straight-line basis over the period of the charter.
- (c) Rental income is recognised on a time proportion basis over the lease terms.

Contract liabilities

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Share-based payments

Share option schemes

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted and the fair value is determined by an external valuer using a binomial model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised, where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Share award scheme

The Group operates a share award scheme for the purpose of providing incentive for employees to achieve performance goals and aligning the interests of employees directly to the shareholders of the Company through ownership of shares of the Company.

The amount to be expensed as share-based compensation expenses is determined by reference to the fair value of the awarded shares granted, taking into account all non-vesting conditions associated with the grants. The total expense is recognised over the relevant vesting periods (or on the grant date if the shares vest immediately), with a corresponding credit to the share-based compensation reserve under equity.

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2.4 MATERIAL ACCOUNTING POLICIES (continued)

Share-based payments (continued)

Share award scheme (continued)

For those awarded shares which are amortised over the vesting periods, the Group revises its estimates of the number of awarded shares that are expected to ultimately vest based on the vesting conditions at the end of each reporting period. Any resulting adjustment to the cumulative fair value recognised in prior years is recognised in profit or loss in the current year, with a corresponding adjustment to the share-based compensation reserve.

Retirement benefit schemes

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

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

Certain subsidiaries outside Hong Kong and Chinese Mainland are required to contribute a certain percentage of their payroll costs to pension schemes operated by the respective governments. The only obligation of the Group with respect to the pension schemes is to pay the required ongoing contributions. Contributions under the schemes are charged to profit or loss as they become payable in accordance with the rules of the pension schemes.

Borrowing costs

Borrowing costs 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. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Dividends

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

Final dividends are recognised as a liability when they have been approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

2.4 MATERIAL ACCOUNTING POLICIES (continued)

Foreign currencies

These financial statements are presented in United States dollar, which is the Company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in profit or loss.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of certain overseas subsidiaries are currencies other than the United States dollar. As at the end of each reporting period, the assets and liabilities of these entities are translated into United States dollar at the exchange rates prevailing at the end of each reporting period and their statements of profit or loss are translated into United States dollar at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange translation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries are translated into United States dollar at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of these subsidiaries which arise throughout the year are translated into United States dollar at the weighted average exchange rates for the year.

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

The key judgements, estimates and assumptions, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial 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 a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

Leases – Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate ("IBR") to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group "would have to pay", which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

Estimated useful lives and residual values of shipping vessels

Shipping vessels are depreciated on the straight-line basis over their estimated remaining useful lives after allowance for their estimated residual values. Significant judgement and estimate are required in determining the useful life and residual value of a shipping vessel.

In determining the useful lives of its shipping vessels, the Group considers its business model and asset management policy, the industry practice, and factors like expected usage of each shipping vessel, expected repair and maintenance, and technical or commercial obsolescence arising from changes or improvements in the shipping vessel market. In respect of capitalised drydocking costs included in the cost of a shipping vessel, the Group estimates the useful life of these costs by reference to regulatory requirements, the average periods between drydocking cycles of shipping vessels of similar age and the expected usage of a shipping vessel until its next drydocking.

In determining the residual value of a shipping vessel, the Group considers net proceeds that would be obtained from the disposal of the shipping vessel in the resale or scrap markets, by reference to the lightweight tonnage of the shipping vessel provided by the shipyard and fluctuations in scrap steel prices.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimated useful lives and residual values of shipping vessels (continued)

The Group will review the useful life and residual value of each of its shipping vessels at the end of each reporting period based on the conditions of the shipping vessels, the market condition and other regulatory requirements. The depreciation expense in future periods will change where the estimated useful life or residual value of a shipping vessel is different from the previous estimate. The carrying amount of the Group's shipping vessels carried as assets in the consolidated statement of financial position as at 31 December 2023 was US\$1,513,620,000 (2022: US\$1,291,753,000) in aggregate, further details of which are set out in note 14 to the financial statements.

Significant judgement in determining the lease term of contracts with renewal options

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate the lease (e.g., significant customisation to the leased asset).

Recognition of a deferred tax liability for withholding taxes

The new Corporate Income Tax Law of the PRC, which became effective on 1 January 2008, states that the distribution of dividends by a foreign invested enterprise established in Chinese Mainland to its foreign investors, from its earnings in 2008 and thereafter, shall be subject to withholding corporate income tax at a rate of 5% or 10%. The Group carefully evaluates the necessity of dividend distribution of its PRC subsidiaries out of profits earned after 1 January 2008 based on senior management's judgement. Further details are given in note 30(b) to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The Group did not recognise any deferred tax assets as at 31 December 2023 (2022: Nil).

Income taxes

Significant management judgements on the future tax treatment of certain transactions are required in determining income tax provisions. The Group carefully evaluates tax implications of transactions and tax provisions are set up accordingly. The tax treatment of such transactions is reconsidered periodically to take into account all changes in tax legislation.

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4. OPERATING SEGMENT INFORMATION

Year ended 31 December 2023

The Group's operating income was derived from the provision of container transportation, freight forwarding, shipping agency, depot, warehousing services, container vessel leasing, land leasing and other services. For the purposes of resource allocation and performance assessment, the chief operation decision maker (i.e. the executive directors of the Company) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment.

Year ended 31 December 2022

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

- (a) the container shipping and logistics segment, which is engaged in the provision of integrated logistics services, including the provision of container transportation, freight forwarding, shipping agency, depot and warehousing services; and
- (b) the dry bulk and others segment, which is engaged in the provision of dry bulk vessel leasing, land leasing and other services.

Segment assets exclude cash and bank balances, derivative financial instruments and other unallocated corporate assets as these assets are managed on a group basis.

Segment liabilities exclude bank borrowings, derivative financial instruments, dividend payables, income tax payables and other unallocated corporate liabilities as these liabilities are managed on a group basis.

4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2022

	Container shipping and logistics US\$'000	Dry bulk and others US\$'000	Total US\$'000
Segment revenue (note 5)			
Sales to external customers	4,102,223	10,732	4,112,955
Segment results	1,951,084	16,923	1,968,007
<i>Reconciliation:</i>			
Bank interest income			19,508
Investment income of principal-protected investment deposits at fair value through profit or loss			217
Fair value gain on a financial asset at fair value through profit or loss			2,802
Finance costs			(17,492)
Profit before tax			1,973,042
At 31 December 2022			
Segment assets	1,513,395	18,972	1,532,367
<i>Reconciliation:</i>			
Corporate and other unallocated assets			1,550,489
Total assets			3,082,856
Segment liabilities	587,567	437	588,004
<i>Reconciliation:</i>			
Corporate and other unallocated liabilities			329,841
Total liabilities			917,845

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4. OPERATING SEGMENT INFORMATION (continued)

Year ended 31 December 2022 (continued)

	Container shipping and logistics US\$'000	Dry bulk and others US\$'000	Total US\$'000
Other segment information:			
Share of profits and losses of:			
Joint ventures	21,706	–	21,706
Associates	461	–	461
Depreciation of property, plant and equipment	83,941	4,371	88,312
Depreciation of right-of-use assets	56,863	469	57,332
Gain on disposal of property, plant and equipment, net	106,277	12,795	119,072
Impairment of trade receivables, net	284	–	284
Investments in joint ventures	57,777	–	57,777
Investments in associates	9,630	–	9,630
Capital expenditure*	488,172	–	488,172

* Capital expenditure consists of additions to property, plant and equipment and advance payments for the acquisition of vessels.

Geographical information

The Group's non-current assets are primarily dominated by its vessels. The directors of the Company consider that the nature of the Group's business and the way in which costs are allocated preclude a meaningful allocation of vessels, their operating profits and related capital expenditure to specific geographical areas as defined under HKFRS 8 *Operating Segments* issued by the HKICPA. These vessels are primarily utilised across the geographical markets for shipment of cargoes throughout Asia. Accordingly, geographical information is only presented for revenue.

The following revenue information by geographical area is based on the locations of customers:

	2023 US\$'000	2022 US\$'000
Greater China*	942,529	1,980,749
Southeast Asia	790,401	1,159,406
Japan	527,012	742,682
Others	169,017	230,118
Total revenue	2,428,959	4,112,955

* Greater China includes Chinese Mainland, Hong Kong and Taiwan.

Major customer information disclosure

During the year, there were no sales to any single customer which contributed 10% or more of the Group's revenue (2022: Nil).

5. REVENUE

An analysis of the Group's revenue is as follows:

	2023 US\$'000	2022 US\$'000
Revenue from contracts with customers	2,422,168	4,102,223
Revenue from other sources:		
Vessels time charter income	4,722	9,131
Other rental income	2,069	1,601
Subtotal	6,791	10,732
Total	2,428,959	4,112,955

Notes:

(a) *Disaggregated revenue information*

Year ended 31 December 2023

Segments	2023 US\$'000	2022 US\$'000
Types of services		
Container shipping and supporting logistics income	2,197,486	3,810,805
Other container logistics income*	224,682	291,418
Total	2,422,168	4,102,223
Revenue from other sources	6,791	10,732
Total revenue	2,428,959	4,112,955
Geographical markets		
Greater China#	942,529	1,974,427
Southeast Asia	790,401	1,158,875
Japan	527,012	742,682
Others	162,226	226,239
Total	2,422,168	4,102,223
Revenue from other sources	6,791	10,732
Total revenue	2,428,959	4,112,955
Timing of revenue recognition		
Services transferred over time	2,422,168	4,102,223
Revenue from other sources	6,791	10,732
Total revenue	2,428,959	4,112,955

* Other container logistics income includes freight forwarding income, shipping agency income, depot and warehousing income.

Greater China includes Chinese Mainland, Hong Kong and Taiwan.

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5. REVENUE (continued)

Notes: (continued)

(b) Performance obligations

Information about the Group's performance obligations in contracts with customers is summarised below:

Container shipping and supporting logistics income

The performance obligation relates to the provision of container marine transportation and is satisfied over time as services are rendered and payment is generally due within 15 days upon the completion of the voyage, except for selected customers, where the payment term can be extended up to 3 months.

Other container logistics income

The performance obligation is satisfied when the services including of integrated freight forwarding, and shipping agency, etc. are rendered and payment is generally due within 15 days from the date of billing.

Remaining performance obligations

The amount of transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 was US\$34,095,000 (2022: US\$49,732,000), which is expected to be recognised within one year from the end of the reporting period.

6. OTHER INCOME AND GAINS, NET

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

	2023	2022
	US\$'000	US\$'000
Other income		
Bank interest income	30,649	19,508
Investment income of principal-protected investment deposits at fair value through profit or loss	641	217
Government subsidies*	3,436	4,133
Others	145	376
Total other income	34,871	24,234
Gains, net		
Gain on disposal of property, plant and equipment, net	22,050	119,072
Fair value gains, net:		
Cash flow hedges (transfer from equity)	7,669	6,415
Financial assets at fair value through profit or loss	–	2,802
Derivative instruments – transactions not qualifying as hedges	447	–
Foreign exchange differences, net	4,428	7,796
Total gains	34,594	136,085
Total other income and gains, net	69,465	160,319

* The amount represented subsidies of US\$3,436,000 (2022: US\$3,998,000) received from certain governmental authorities in Chinese Mainland and Japan for the Group's operation of container shipping and logistics businesses, where there are no unfulfilled conditions or contingencies relating to these grants during the year. In addition, subsidies of US\$135,000 received from the Employment Support Scheme in Hong Kong during the year ended 31 December 2022 which the Group was required to undertake not to implement redundancy in the subsidy period and to use the subsidy to pay wages of the employees, all conditions relating to these grants had been fulfilled.

7. FINANCE COSTS

	Notes	2023	2022
		US\$'000	US\$'000
Interest on bank borrowings		9,410	7,922
Interest on lease liabilities	15(b)	9,217	9,448
Increase in discounted amounts of provision for reinstatement costs arising from the passage of time	29	126	122
Total finance costs		18,753	17,492

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8. PROFIT BEFORE TAX

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

	Notes	2023 US\$'000	2022 US\$'000
Cost of services provided:			
Cost of bunkers consumed		316,807	453,084
Others		1,489,118	1,680,789
Total		1,805,925	2,133,873
Depreciation of property, plant and equipment	14	99,973	88,312
Less: Included in cost of services provided		(95,955)	(84,493)
Total		4,018	3,819
Depreciation of right-of-use assets	15(a)	58,788	57,332
Less: Included in cost of services provided		(56,173)	(53,930)
Total		2,615	3,402
Lease payments not included in the measurement of lease liabilities		111,477	199,220
Less: Included in cost of services provided		(108,918)	(196,037)
Total		2,559	3,183
Auditor's remuneration		421	409
Employee benefit expense (including directors' remuneration (note 9)):			
Wages and salaries		168,592	200,681
Share award expense	32	28,429	27,747
Pension scheme contributions (defined contribution schemes)*		12,895	11,630
Subtotal		209,916	240,058
Less: Included in cost of services provided		(101,152)	(103,027)
Total		108,764	137,031
Impairment of trade receivables, net**	22(c)	55	284
Fair value losses/(gains), net:			
Cash flow hedges (transfer from equity)		(7,669)	(6,415)
Derivative instruments – transaction not qualifying as hedges		(447)	3,495**

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

** These items are included in "Other expenses, net" on the face of the consolidated statement of profit or loss and other comprehensive income.

9. DIRECTORS' REMUNERATION

Directors' remuneration for the year, disclosed pursuant to The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the "Listing Rules"), section 383 (1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2023 US\$'000	2022 US\$'000
Fees	293	282
Other emoluments:		
Salaries, allowances and benefits in kind	2,858	2,128
Performance-related bonuses	3,866	8,365
Share award expense	4,400	3,160
Pension scheme contributions	46	13
Subtotal	11,170	13,666
Total	11,463	13,948

Certain directors were granted share options and share awards in the current year and prior years, in respect of their services to the Group, under the share option scheme and the share award scheme of the Company, further details of which are set out in note 32 to the financial statements. The fair values of these options and share awards, which have been recognised in profit or loss over the vesting period, were determined as at the respective dates of grant and the amounts included in the financial statements for the current year are included in the above directors' remuneration disclosures.

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9. DIRECTORS' REMUNERATION (continued)

An analysis of the directors' remuneration, on a named basis, is as follows:

	Fees US\$'000	Salaries, allowances and benefits in kind US\$'000	Performance- related bonuses US\$'000	Share award expense US\$'000	Vested pension scheme contributions US\$'000	Total remuneration US\$'000
Year ended 31 December 2023						
Executive directors:						
Mr. Yang Shaopeng*	28	1,111	1,430	–	12	2,581
Mr. Yang Xianxiang ^{™, ^}	28	830	1,073	1,467	18	3,416
Mr. Liu Kecheng	28	279	368	854	12	1,541
Mr. Xue Mingyuan [#]	28	415	590	1,449	2	2,484
Mr. Lai Zhiyong	28	223	405	605	2	1,263
Subtotal	140	2,858	3,866	4,375	46	11,285
Non-executive director:						
Ms. Yang Xin	31	–	–	1	–	32
Independent non-executive directors:						
Mr. Tse Siu Ngan	42	–	–	8	–	50
Dr. Hu Mantian (Mandy)	40	–	–	8	–	48
Dr. Liu Ka Ying, Rebecca	40	–	–	8	–	48
Subtotal	122	–	–	24	–	146
Total	293	2,858	3,866	4,400	46	11,463

9. DIRECTORS' REMUNERATION (continued)

	Fees US\$'000	Salaries, allowances and benefits in kind US\$'000	Performance- related bonuses US\$'000	Share award expense US\$'000	Vested pension scheme contributions US\$'000	Total remuneration US\$'000
Year ended 31 December 2022						
Executive directors:						
Mr. Yang Shaopeng	28	849	3,375	–	5	4,257
Mr. Yang Xianxiang [∞]	28	632	2,484	953	2	4,099
Mr. Liu Kecheng	28	192	844	638	2	1,704
Mr. Xue Mingyuan	28	284	1,296	1,043	2	2,653
Mr. Lai Zhiyong	28	171	366	511	2	1,078
Subtotal	140	2,128	8,365	3,145	13	13,791
Non-executive director:						
Ms. Yang Xin	26	–	–	–	–	26
Independent non-executive directors:						
Mr. Tse Siu Ngan	40	–	–	5	–	45
Dr. Hu Mantian (Mandy)	38	–	–	5	–	43
Dr. Liu Ka Ying, Rebecca	38	–	–	5	–	43
Subtotal	116	–	–	15	–	131
Total	282	2,128	8,365	3,160	13	13,948

* Subsequent to the end of the reporting period, on 7 March 2024, Mr. Yang Shaopeng retired as the executive director of the Company.

[∞] Mr. Yang Xianxiang was also the chief executive officer of the Company.

[^] Subsequent to the end of the reporting period, on 7 March 2024, Mr. Yang Xianxiang retired as the chief executive officer of the Company.

[#] Subsequent to the end of the reporting period, on 7 March 2024, Mr. Xue Mingyuan is appointed as the chief executive officer of the Company.

There was no arrangement under which a director waived or agreed to waive any remuneration during the year (2022: Nil).

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10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year are five (2022: five) executive directors, details of whose remuneration are set out in note 9 above.

11. INCOME TAX

An analysis of the Group's income tax is as follows:

	2023 US\$'000	2022 US\$'000
Current:		
Hong Kong	647	694
Overprovision in prior years – Hong Kong	(41)	(213)
Chinese Mainland	4,962	5,709
Elsewhere	11,672	17,045
Total tax expense for the year	17,240	23,235

Notes:

- (a) Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%). Taxes on profits assessable in Chinese Mainland and elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

11. INCOME TAX (continued)

Notes: (continued)

- (b) A reconciliation of the tax expense applicable to profit before tax at the statutory tax rates for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the tax expense at the effective tax rates, and a reconciliation of the applicable tax rates (i.e., the statutory tax rates) to the effective tax rates, are as follows:

Year ended 31 December 2023

	Chinese Mainland		Hong Kong		Elsewhere		Total	
	US\$'000	%	US\$'000	%	US\$'000	%	US\$'000	%
Profit before tax	33,800		481,887		37,727		553,414	
Tax expenses at the statutory tax rate	8,450	25.0	79,493	16.5	14,634	38.8	102,577	18.5
Lower tax rate(s) for specific provinces or enacted by local authority	(486)	(1.4)	(21)	–	–	–	(507)	(0.1)
Effect of withholding tax at 5% of the distributable profits of the Group's PRC joint ventures	278	0.8	–	–	–	–	278	0.1
Adjustments in respect of current tax of previous periods	–	–	(41)	–	–	–	(41)	–
Profits and losses attributable to joint ventures and associates	(3,201)	(9.5)	(55)	–	(1,225)	(3.2)	(4,481)	(0.8)
Income not subject to tax	(472)	(1.4)	(113,547)	(23.6)	(18,072)	(47.9)	(132,091)	(23.9)
Expenses not deductible for tax	393	1.2	34,777	7.2	16,335	43.3	51,505	9.3
Tax expense at the Group's effective tax rate	4,962	14.7	606	0.1	11,672	31.0	17,240	3.1

Year ended 31 December 2022

	Chinese Mainland		Hong Kong		Elsewhere		Total	
	US\$'000	%	US\$'000	%	US\$'000	%	US\$'000	%
Profit before tax	35,062		1,573,410		364,570		1,973,042	
Tax expenses at the statutory tax rate	8,765	25.0	259,613	16.5	37,266	10.2	305,644	15.5
Lower tax rate(s) for specific provinces or enacted by local authority	(90)	(0.2)	(21)	–	–	–	(111)	–
Effect of withholding tax at 5% of the distributable profits of the Group's PRC joint ventures	959	2.7	–	–	–	–	959	–
Adjustments in respect of current tax of previous periods	–	–	(213)	–	–	–	(213)	–
Profits and losses attributable to joint ventures and associates	(3,905)	(11.1)	–	–	(1,217)	(0.3)	(5,122)	(0.3)
Income not subject to tax	(1,331)	(3.8)	(264,998)	(16.8)	(35,510)	(9.7)	(301,839)	(15.3)
Expenses not deductible for tax	1,272	3.6	6,088	0.4	16,506	4.5	23,866	1.2
Tax losses not recognised	39	0.1	12	–	–	–	51	–
Tax expense at the Group's effective tax rate	5,709	16.3	481	0.1	17,045	4.7	23,235	1.1

- (c) The share of tax expense attributable to joint ventures amounting to US\$5,550,000 (2022: US\$6,202,000) and the share of tax expense attributable to associates amounting to US\$182,000 (2022: US\$152,000) are included in "Share of profits and losses of joint ventures and associates" in the consolidated statement of profit or loss and other comprehensive income.

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11. INCOME TAX (continued)

Notes: (continued)

- (d) As stated in note 2.2(d) to the financial statements, the Group has applied the mandatory exception to recognising and disclosing information about deferred tax asset and liabilities arising from Pillar Two income taxes, and will account for the Pillar Two income taxes as current tax when incurred. Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions in which the Group operates, and the legislation will be effective for the Group's financial year beginning 1 January 2024.

The Group is in scope of the enacted or substantively enacted legislation and is in the process of assessing the potential exposure arising from Pillar Two legislation based on the information available for the financial year ended 31 December 2023. Based on the assessment carried out so far, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. Only few jurisdictions where the transitional safe harbour relief may not apply and none of those jurisdictions have already enacted or substantively enacted Pillar Two legislation, hence the Group does not expect a material top-up tax exposure in those jurisdictions yet. Quantitative information to indicate potential exposure to Pillar Two income taxes is currently not known or reasonably estimable. The Group continues to progress the assessment and expects to complete the assessment in the financial year 2024.

12. DIVIDENDS

	2023		2022	
	HK\$'000	US\$'000 equivalent	HK\$'000	US\$'000 equivalent
Interim – HK\$0.60 (equivalent to approximately US\$0.08) (2022: HK\$2.40, equivalent to approximately US\$0.31) per ordinary share	1,609,574	205,189	6,437,895	820,381
Proposed final – HK\$0.50 (equivalent to approximately US\$0.06) (2022: HK\$1.60, equivalent to approximately US\$0.20) per ordinary share	1,341,312	171,370	4,292,151	546,782*

The proposed final dividend for the year is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

- * These was a difference of US\$93,000 between the amount of the 2022 final dividend disclosed above and the amount disclosed in the consolidated financial statements for the year ended 31 December 2022, which arose from a decrease in the amount of the 2022 final dividend translated in US\$ of US\$93,000, as a result of the difference in the exchange rate used for converting HK\$ into US\$ for the amount of the proposed 2022 final dividend disclosed in the consolidated financial statements for the year ended 31 December 2022 and that prevailing on the 2022 final dividend settlement date.

13. EARNINGS PER SHARE ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

The calculation of the basic earnings per share is based on the profit for the year attributable to shareholders of the Company, and the weighted average number of ordinary shares in issue during the year less shares held under the share award scheme of the Company.

The calculation of the diluted earnings per share is based on the profit for the year attributable to shareholders of the Company; and the weighted average number of ordinary shares used in the calculation is the total of (i) the weighted average number of ordinary shares in issue during the year as used in the basic earnings per share calculation; (ii) the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all outstanding share options into ordinary shares; and (iii) the weighted average number of ordinary shares assumed to have been awarded at no consideration on the deemed exercise of all rights of shares held under the share award scheme of the Company.

The calculations of the basic and diluted earnings per share amounts are based on:

	2023 US\$'000	2022 US\$'000
Earnings		
Profit attributable to shareholders of the Company, used in the basic and diluted earnings per share calculation	531,393	1,944,425
	Number of shares	
	2023	2022
Shares		
Weighted average number of ordinary shares in issue during the year less shares held under the share award scheme, used in the basic earnings per share calculation	2,647,318,962	2,654,356,094
Effect of dilution – weighted average number of ordinary shares:		
Share options	503,943	713,580
Shares held under the share award scheme	35,286,976	28,087,153
Weighted average number of ordinary shares during the year, used in the diluted earnings per share calculation	2,683,109,881	2,683,156,827

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14. PROPERTY, PLANT AND EQUIPMENT

	Buildings US\$'000	Land US\$'000	Vessels US\$'000	Containers US\$'000	Computers, furniture and equipment US\$'000	Motor vehicles US\$'000	Construction in progress US\$'000	Total US\$'000
31 December 2023								
At 1 January 2023:								
Cost	52,390	–	1,753,440	89,729	58,054	4,812	–	1,958,425
Accumulated depreciation	(19,516)	–	(461,687)	(41,778)	(35,674)	(3,123)	–	(561,778)
Net carrying amount	32,874	–	1,291,753	47,951	22,380	1,689	–	1,396,647
Net carrying amount:								
At 1 January 2023	32,874	–	1,291,753	47,951	22,380	1,689	–	1,396,647
Additions	3,924	9,672	292,130	20,007	21,414	610	2,288	350,045
Assets acquisition through acquisition of subsidiaries (note 34)	–	–	36,874	2,896	–	–	–	39,770
Depreciation provided during the year	(2,085)	–	(85,240)	(5,938)	(6,278)	(432)	–	(99,973)
Disposals/write-off	(17)	–	(21,746)	(69)	(1,887)	(73)	–	(23,792)
Exchange realignment	(658)	168	(151)	(11)	(165)	(23)	(5)	(845)
At 31 December 2023	34,038	9,840	1,513,620	64,836	35,464	1,771	2,283	1,661,852
At 31 December 2023:								
Cost	55,177	9,840	2,043,791	114,373	73,222	4,648	2,283	2,303,334
Accumulated depreciation	(21,139)	–	(530,171)	(49,537)	(37,758)	(2,877)	–	(641,482)
Net carrying amount	34,038	9,840	1,513,620	64,836	35,464	1,771	2,283	1,661,852

14. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings US\$'000	Vessels US\$'000	Containers US\$'000	Computers, furniture and equipment US\$'000	Motor vehicles US\$'000	Total US\$'000
31 December 2022						
At 1 January 2022:						
Cost	48,458	1,441,220	90,398	48,691	4,851	1,633,618
Accumulated depreciation	(18,999)	(452,944)	(36,356)	(34,398)	(3,217)	(545,914)
Net carrying amount	29,459	988,276	54,042	14,293	1,634	1,087,704
Net carrying amount:						
At 1 January 2022	29,459	988,276	54,042	14,293	1,634	1,087,704
Additions	8,017	497,951	131	14,930	573	521,602
Depreciation provided during the year	(1,923)	(74,789)	(6,059)	(5,176)	(365)	(88,312)
Disposals/write-off	–	(118,927)	(86)	(876)	(6)	(119,895)
Exchange realignment	(2,679)	(758)	(77)	(791)	(147)	(4,452)
At 31 December 2022	32,874	1,291,753	47,951	22,380	1,689	1,396,647
At 31 December 2022:						
Cost	52,390	1,753,440	89,729	58,054	4,812	1,958,425
Accumulated depreciation	(19,516)	(461,687)	(41,778)	(35,674)	(3,123)	(561,778)
Net carrying amount	32,874	1,291,753	47,951	22,380	1,689	1,396,647

Note: At 31 December 2023, certain of the Group's vessels and land with an aggregate net carrying amount of approximately US\$232,649,000 (2022: US\$459,536,000) and US\$9,840,000 (2022: Nil), respectively, were pledged to secure bank loans granted to the Group (note 28(a)).

Notes to Financial Statements

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15. LEASES

The Group as a lessee

The Group has lease contracts for various items of land, offices and containers (2022: land, offices and containers). Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 2 to 50 years. No ongoing payments will be made under the terms of these land leases. Leases of offices generally have lease terms between 2 and 8 years, while containers generally have lease terms between 1 and 12 years. A vessel is accounted for as a finance lease and has a lease term of 10 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There is a lease contract that includes an extension option, which is further discussed below.

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Land US'000	Offices US'000	Containers US'000	Vessel US'000	Total US'000
As at 1 January 2022	43,880	5,917	179,726	3,666	233,189
Additions	12,554	3,598	75,545	–	91,697
Depreciation charge	(3,932)	(3,399)	(49,464)	(537)	(57,332)
Early termination of leases	–	(340)	(90)	–	(430)
Exchange realignment	(3,900)	(301)	–	–	(4,201)
As at 31 December 2022 and 1 January 2023	48,602	5,475	205,717	3,129	262,923
Additions	561	3,204	8,526	–	12,291
Depreciation charge	(4,177)	(2,611)	(51,464)	(536)	(58,788)
Early termination of leases	–	–	(164)	–	(164)
Exchange realignment	(748)	(51)	–	–	(799)
As at 31 December 2023	44,238	6,017	162,615	2,593	215,463

15. LEASES (continued)

The Group as a lessee (continued)

(b) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

	Note	2023 US\$'000	2022 US\$'000
Carrying amount at 1 January		244,599	216,595
New leases		11,987	84,392
Early termination of leases		–	(129)
Accretion of interest recognised during the year	7	9,217	9,448
Payments		(63,728)	(63,028)
Exchange realignment		(405)	(2,679)
Carrying amount at 31 December		201,670	244,599
Analysed into:			
Current portion		50,937	54,841
Non-current portion		150,733	189,758

The maturity analysis of lease liabilities is disclosed in note 40 to the financial statements.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	2023 US\$'000	2022 US\$'000
Interest on lease liabilities	9,217	9,448
Depreciation charge of right-of-use assets	58,788	57,332
Expense relating to short-term leases (included in cost of sales and administrative expenses)	111,477	199,220
Total amount recognised in profit or loss	179,482	266,000

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15. LEASES (continued)

The Group as a lessee (continued)

(d) *Extension option*

The Group has three land lease contracts that includes an extension option. This option is negotiated by management to provide flexibility in managing the leased-asset portfolio and it is aligned with the Group's business needs. The undiscounted potential future rental payments relating to periods following the exercise date of the extension option that is not included in the lease term are US\$1,265,000 (2022: US\$231,000), which are payable within five years.

(e) The total cash outflow for leases is disclosed in note 35(c) to the financial statements.

The Group as a lessor

The Group leases certain of its land and buildings to third parties and joint ventures under operating lease arrangements. Leases for land and buildings are for terms ranging from 1 to 5 years (2022: 2 to 7 years).

Rental income recognised by the Group during the year was US\$6,791,000 (2022: US\$10,732,000), details of which are included in note 5 to the financial statements.

At 31 December 2023, the undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenants are as follows:

	2023 US\$'000	2022 US\$'000
Within one year	1,354	146
After one year but within two years	1,172	–
After two years but within three years	1,086	–
After three years but within four years	1,086	–
After four years but within five years	131	–
Total	4,829	146

16. ADVANCE PAYMENTS FOR THE ACQUISITION OF VESSELS

The balance represented advance payments for the purchase of container vessels. Further details of the capital commitments resulting from the purchase of container vessels are set out in note 36 to the financial statements.

17. GOODWILL

	2023 US\$'000	2022 US\$'000
Cost and net carrying amount at 1 January	1,019	1,111
Exchange realignment	(21)	(92)
Cost and net carrying amount at 31 December	998	1,019

Impairment testing of goodwill

Goodwill of the Group arose from the acquisition of Tianjin Xin Hua Xi Logistics Co., Ltd. ("Tianjin Xin Hua Xi") in 2014. Tianjin Xin Hua Xi is engaged in the provision of depot services and is considered a cash-generating unit that generates independent cash flows.

The goodwill so arising was allocated to the Tianjin Xin Hua Xi cash-generating unit for impairment testing.

The recoverable amount of the Tianjin Xin Hua Xi cash-generating unit has been determined based on a value-in-use calculation using pre-tax cash flow projection of financial budget covering a five-year period approved by senior management. The discount rate applied to the cash flow projection is 15.7% (2022: 15.4%). The growth rate used to extrapolate the cash flows of the business beyond the five-year period is 2% (2022: 2%). This growth rate represents the average growth rate of the industry in which the business operates. Assumptions were used in the value-in-use calculation of the Tianjin Xin Hua Xi cash-generating unit. The following describes each key assumption which management has adopted for its cash flow projection for the purpose of undertaking the impairment testing of the goodwill:

Budgeted gross margin – The basis used to determine the value assigned to the budgeted gross margin is the average gross margin achieved in the years before the budget year.

Discount rate – The discount rate used is before tax and reflects specific risks relating to the cash-generating unit.

18. OTHER INTANGIBLE ASSETS

	Golf club membership US\$'000	Trademarks US\$'000	Total US\$'000
Cost and net carrying amount: At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	558	1,021	1,579

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19. INVESTMENTS IN JOINT VENTURES

	2023 US\$'000	2022 US\$'000
Share of net assets	57,965	57,777

Notes:

(a) Particulars of the Group's principal joint ventures, which are all indirectly held by the Company, are as follows:

Company name	Registered capital	Place of registration and operations and business	Percentage of			Principal activities
			Ownership interest	Voting power	Profit sharing	
Smart International Logistics Co., Ltd.*	RMB25,000,000	PRC/Chinese Mainland	51%	50%	51%	Provision of depot, warehousing and freight forwarding services
Singamas Logistics (Qingdao) Co., Ltd.*	RMB47,455,820	PRC/Chinese Mainland	40%	40%	40%	Provision of depot and warehousing services
SITC-Dinhvu Logistics Co., Ltd.	US\$12,000,000	Vietnam	51%	50%	51%	Provision of depot and warehousing services

* The English names of these companies represent the best effort made by the management of the Company to directly translate their official Chinese names as they have not registered any official English names.

The above table lists the joint ventures of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other joint ventures would, in the opinion of the directors, result in particulars of excessive length.

(b) In the opinion of the directors, all joint ventures of the Group are not individually material and the following table illustrates their financial information in aggregate:

	2023 US\$'000	2022 US\$'000
Share of joint ventures' profit for the year	20,013	21,706
Share of joint ventures' other comprehensive loss	(4,591)	(5,003)
Share of joint ventures' total comprehensive income	15,422	16,703
Aggregate carrying amount of the Group's investments in joint ventures	57,965	57,777

(c) The Group's trade receivable balances and trade payable balances with joint ventures are disclosed in notes 22(d) and 26(b) to the financial statements, respectively.

20. INVESTMENTS IN ASSOCIATES

	2023 US\$'000	2022 US\$'000
Share of net assets	12,604	9,630

Notes:

(a) Particulars of the Group's principal associates, which are all indirectly held by the Company, are as follows:

Company name	Registered/ paid-up/issued capital	Place of registration and operation	Percentage of ownership interest attributable to the Group	Principal activities
APL-SITC Terminal Holdings Pte. Ltd.	10 ordinary shares of US\$1 each	Singapore	20%	Investment holding
Hisense Vietnam Company Limited	34,002,500,000 ordinary shares of VND1 each	Vietnam	29%	Wholesale of household products
Shanghai Shengfeng International Container Development Ltd*	20,000,000 ordinary shares of RMB1 each	PRC/ Chinese Mainland	40%	Provision of container repairing services

* The English name of this company represents the best effort made by the management of the Company to directly translate their official Chinese names as it has not registered any official English name.

(b) In the opinion of the directors, all associates of the Group are not individually material and the following table illustrates their financial information in aggregate:

	2023 US\$'000	2022 US\$'000
Share of associates' (loss)/profit for the year	(213)	461
Share of associates' other comprehensive loss	(372)	(847)
Share of associates' total comprehensive loss	(585)	(386)
Aggregate carrying amount of the Group's investments in associates	12,604	9,630

(c) The Group's trade receivable balances and trade payable balances with associates are disclosed in notes 22(d) and 26(b) to the financial statements, respectively.

Notes to Financial Statements

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21. DERIVATIVE FINANCIAL INSTRUMENTS

	Notes	2023		2022	
		Assets US\$'000	Liabilities US\$'000	Assets US\$'000	Liabilities US\$'000
Forward currency contracts	(a)	13	–	1,117	2,992
Interest rate swaps	(b)	6,056	–	16,588	–
Total		6,069	–	17,705	–
Portion classified as non-current – Interest rate swaps		(4,584)	–	(12,589)	–
Current portion		1,485	–	5,116	2,992

Notes:

- (a) The Group has entered into various forward currency contracts to manage its exchange rate exposures. These forward currency contracts are not designated for hedge purposes and are measured at fair value through profit or loss. A net gain on fair value changes in non-hedging forward currency contracts amounting to US\$447,000 (2022: net loss of US\$3,511,000) was recognised in profit or loss during the year.
- (b) The Group has entered into various interest rate swap contracts to manage its interest rate exposures. Certain interest rate swap contracts are not designated for hedge purposes and are measured at fair value through profit or loss. No fair value changes in interest rate swaps (2022: net gain of US\$16,000) was recognised in profit or loss during the year. The remaining interest rate swap contracts are designated as hedging instruments in cash flow hedge of interest rate risk and are measured at fair value through other comprehensive income.
- (c) Derivative financial instruments of the Group were conducted with creditworthy banks.

Cash flow hedge – Interest rate risk

At 31 December 2023, the Group had interest rate swap agreements in place whereby it receives interest at variable rate of Secured Overnight Financing Rate (“SOFR”) (2022: London Interbank Offered Rate (“LIBOR”)) plus and pays interest at fixed rates based on 0.45% to 1.62% of the notional amount. The swap is used to hedge the exposure to changes in the fair value of certain of its US\$ secured loan.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the interest rate swaps match the terms of the variable rate loans (i.e., notional amount, maturity, payment and reset dates). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the interest rate swaps is identical to that of the hedged risk components (variable loan interest rates). To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instrument against the changes in fair value of the hedged item attributable to the hedged risk.

21. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Cash flow hedge – Interest rate risk (continued)

The hedge ineffectiveness can arise from:

- differences in the timing of cash flows of the hedged items and the hedging instruments
- the counterparties' credit risks differently impacting the fair value movements of the hedging instruments and the hedged items

The effects of the cash flow hedge on the statement of profit or loss and the statement of comprehensive income are as follows:

	Total hedging (losses)/ gains recognised in other comprehensive income		Gain reclassified from other comprehensive income to profit or loss		Line item in the statement of profit or loss
	2023 US\$'000	2022 US\$'000	2023 US\$'000	2022 US\$'000	
Secured bank loans	(10,530)	14,606	(3,663)	(1,151)	Finance cost

22. TRADE RECEIVABLES

	Notes	2023 US\$'000	2022 US\$'000
Trade receivables	(a)	113,811	139,535
Impairment	(c)	(478)	(484)
Net carrying amount		113,333	139,051

Notes to Financial Statements

31 December 2023

22. TRADE RECEIVABLES (continued)

Notes:

- (a) The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 15 days, extending up to three months for selected customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.
- (b) An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2023 US\$'000	2022 US\$'000
Within 1 month	92,187	114,280
1 to 2 months	13,756	18,225
2 to 3 months	4,609	4,902
Over 3 months	2,781	1,644
Total	113,333	139,051

- (c) The movements in the loss allowance for impairment of trade receivables are as follows:

	2023 US\$'000	2022 US\$'000
At beginning of year	484	261
Impairment loss, net	55	284
Amount written off as uncollectible	(61)	(61)
At end of year	478	484

The Group applies the simplified approach to providing for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rate of 0.1% (2022: 0.1%) is provided for the external customers with good credit. External customers with credit deterioration (i.e. overdue by more than 3 months) will be assessed on an individual basis for the provision of expected credit losses. Generally, trade receivables will be written off when past due for more than one year and are not subject to enforcement activity.

Receivables that were neither past due nor impaired related to a large number of diversified customers for whom there was no recent history of default.

- (d) Included in the Group's trade receivables as at 31 December 2023 are amounts of US\$18,060,000 (2022: US\$14,788,000), US\$183,000 (2022: Nil), and US\$508,000 (2022: US\$170,000) due from joint ventures, associates, and companies controlled by the Controlling Shareholder, respectively, which are repayable on credit terms similar to those offered to the selected customers of the Group.

23. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2023	2022
	US\$'000	US\$'000
Prepayments	15,428	13,212
Deposits and other receivables (note)	21,912	21,275
Total	37,340	34,487

Note: None of these assets is either past due or impaired. The financial assets included in the above balances relate to receivables for which there was no recent history of default.

24. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2023	2022
	US\$'000	US\$'000
Principal-protected investment deposits	14,095	3,895
Unlisted investment	685	11,685
Total	14,780	15,580

Note: These unlisted investment deposits and unlisted investment were made with creditworthy banks and securities firm in the PRC, respectively. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

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25. CASH AND BANK BALANCES

	2023 US\$'000	2022 US\$'000
Cash and bank balances other than time deposits	86,650	222,850
Time deposits	329,673	758,681
Cash and bank balances	416,323	981,531

Notes:

- (a) At the end of the reporting period, cash and bank balances of the Group denominated in Renminbi ("RMB") amounted to US\$16,138,000 (2022: US\$26,018,000). The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates. Time deposits are made for varying periods ranging between seven days and one year depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

26. TRADE PAYABLES

- (a) An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

	2023 US\$'000	2022 US\$'000
Within 1 month	161,108	158,363
1 to 2 months	19,997	24,331
2 to 3 months	4,642	4,999
Over 3 months	17,767	21,409
Total	203,514	209,102

- (b) Included in the Group's trade payables as at 31 December 2023 are amounts of US\$6,747,000 (2022: US\$4,439,000), US\$523,000 (2022: Nil) and US\$13,883,000 (2022: US\$11,399,000) due to joint ventures, associates, and companies controlled by the Controlling Shareholder, respectively, which are repayable within 30 days.
- (c) The trade payables are non-interest-bearing and are normally settled on terms ranging from 15 to 45 days.

27. OTHER PAYABLES AND ACCRUALS

	Notes	2023 US\$'000	2022 US\$'000
Other payables	(a)	71,979	80,904
Accruals		51,456	81,385
Contract liabilities	(b)	11,287	14,803
Provision for litigation	(c)	2,543	–
Total		137,265	177,092

Notes:

- (a) Other payables are non-interest-bearing and have an average credit term of three months.
- (b) Contract liabilities represented advance payments received from the customers for the container shipping service, which will be recognised as revenue as the performance obligation is satisfied.
- (c) In February 2023, there was a marine incident in connection with the operation of a vessel of the Group. In March 2023, a plaintiff commenced legal proceedings and claimed against the Group for the loss of property. In June 2023 and December 2023, the courts in the PRC handed down judgments and decided that the marine incident was a single incident, and the Group provided a letter of undertaking to the court setting up the Maritime Liability Limitation Fund with available funds of approximately US\$2.4 million in accordance with maritime law of the PRC. The Group has provided US\$2.5 million for the litigation and, as advised by the external legal adviser to the Group, having considered the facts and circumstances of the incident, the provision was considered to be adequate.

28. BANK BORROWINGS

	2023			2022		
	Effective interest rate (%)	Maturity	US\$'000	Effective interest rate (%)	Maturity	US\$'000
<i>Current</i>						
Bank loans – Unsecured	2.20-4.77	2024	19,205	2.20	2023	1,438
Current portion of long term bank loans – secured	Bangkok Interbank Offered Rate (“BIBOR”)+1.20	2024	1,211			
	SOFR+0.29-SOFR+1.20	2024	71,900	LIBOR+0.29-LIBOR+1.20	2023	5,280
	SOFR*+0.95-SOFR*+1.65	2024	11,903	LIBOR*+0.95-LIBOR*+1.65	2023	28,111
Total – current			104,219			34,829
<i>Non-current</i>						
Non-current portion of long term bank loans – secured	BIBOR+1.20	2025-2026	4,842			
	SOFR+0.29-SOFR+1.20	2025-2032	–	LIBOR+0.29-LIBOR+1.20	2024-2031	78,299
	SOFR*+0.95-SOFR*+1.65	2025-2032	59,973	LIBOR*+0.95-LIBOR*+1.65	2024-2031	158,310
Total – non-current			64,815			236,609
Total bank borrowings			169,034			271,438
Analysed into bank loans repayable:						
Within one year or on demand			104,219			34,829
In the second year			13,035			105,141
In the third to fifth years, inclusive			51,780			101,897
After five years			–			29,571
Total			169,034			271,438

* The SOFR (2022: LIBOR) is fixed at 0.45% to 1.62% under interest rate swap contracts.

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28. BANK BORROWINGS (continued)

Notes:

(a) The Group's bank loans was secured by mortgages over the Group's vessels and land which had a net carrying amount of approximately US\$232,649,000 (2022: US\$459,536,000) and US\$9,840,000 (2022: Nil), respectively, as at 31 December 2023.

(b) An analysis of the carrying amounts of the bank borrowings by types and currencies is as follows:

	2023 US\$'000	2022 US\$'000
US\$:		
Fixed rate loans	71,876	187,859
Floating rate loans	71,900	83,579
Subtotal	143,776	271,438
THB:		
Floating rate loan	6,053	-
HKD:		
Fixed rate loan	4,744	-
RMB:		
Fixed rate loan	14,094	-
VND:		
Fixed rate loan	367	-
Total	169,034	271,438

29. PROVISION FOR REINSTATEMENT COSTS

The carrying amount of provision for reinstatement costs and the movements during the year are as follows:

	2023 US\$'000	2022 US\$'000
Carrying amount at 1 January	3,114	2,801
Additional provision	119	543
Accretion of interest recognised during the year (note 7)	126	122
Payments	(502)	(352)
Carrying amount at 31 December	2,857	3,114

Provision for reinstatement costs represents the present value of the estimated cost for the restoration work of the Group's leased containers agreed to be carried out upon the expiry of the relevant leases. The amount of the provision for the reinstatement costs is estimated based on past experience of the level of restoration work performed. The estimation basis is reviewed on an ongoing basis and revised where appropriate. The related reinstatement costs, upon initial recognition, have been included as right-of-use assets in the consolidated statement of financial position.

30. DEFERRED TAX

- (a) The Group did not have tax losses arising in Hong Kong during the year (2022: Nil).

At 31 December 2023, the Group had tax losses arising in Chinese Mainland of US\$2,000 (2022: US\$2,000), that will expire in one to five years for offsetting against future taxable profits. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

- (b) The Group is liable for withholding taxes on dividends distributed by those subsidiaries and joint ventures established in Chinese Mainland in respect of earnings generated from 1 January 2008. The applicable rate is 5% or 10% for the Group.

At 31 December 2023, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries and joint ventures established in Chinese Mainland. In the opinion of the directors, it is not probable that these subsidiaries and joint ventures will distribute such earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in subsidiaries and joint ventures in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately US\$25,735,000 (2022: US\$40,315,000) and US\$31,077,000 (2022: US\$33,010,000), as at 31 December 2023, respectively.

- (c) There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

31. SHARE CAPITAL

Shares

	2023		2022	
	HK\$'000	US\$'000 equivalent	HK\$'000	US\$'000 equivalent
Authorised:				
5,000,000,000 ordinary shares of HK\$0.1 each	500,000		500,000	
Issued and fully paid:				
2,682,623,360 (2022: 2,682,501,360) ordinary shares of HK\$0.1 each	268,262	34,583	268,250	34,582

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31. SHARE CAPITAL (continued)

Shares (continued)

A summary of movements in the Company's issued share capital during the current and prior years is as follows:

	Notes	Number of issued and fully paid ordinary shares	Issued capital US\$'000	Share premium account US\$'000	Shares held under the share award scheme US\$'000	Total US\$'000
At 1 January 2022		2,682,382,160	34,581	461,368	(70,195)	425,754
Exercise of share options granted under the post-IPO share option scheme		119,200	1	84	–	85
Repurchase of ordinary shares for the share award scheme	32	–	–	–	(22,013)	(22,013)
Exercise of share awards under the share award scheme	32	–	–	–	13,032	13,032
At 31 December 2022 and 1 January 2023		2,682,501,360	34,582	461,452	(79,176)	416,858
Exercise of share options granted under the post-IPO share option scheme		122,000	1	87	–	88
Repurchase of ordinary shares for the share award scheme	32	–	–	–	(23,753)	(23,753)
Exercise of share awards under the share award scheme	32	–	–	–	6,666	6,666
At 31 December 2023		2,682,623,360	34,583	461,539	(96,263)	399,859

During the year ended 31 December 2023, subscription rights attaching to 122,000 (2022: 119,200) share options granted under the post-IPO share option scheme were exercised at the subscription prices of HK\$4.378 (2022: HK\$4.378) per share (note 32), respectively, resulting in the issue of a total of 122,000 (2022: 119,200) shares of HK\$0.1 each for a total cash consideration, before expenses, of approximately HK\$534,000 (2022: HK\$516,000) (equivalent to approximately US\$68,000 (2022: US\$66,000)). An amount of HK\$153,000 (2022: HK\$148,000) (equivalent to approximately US\$20,000 (2022: US\$19,000)) was transferred from the share option reserve to the share premium account upon the exercise of the share options.

Share options and share awards

Details of the Company's share option schemes, share award scheme, the share options granted under the share option schemes and the shares held under the share award scheme are included in note 32 to the financial statements.

32. SHARE OPTION AND SHARE AWARD SCHEMES

Post-IPO Share Option Scheme

The Company operates a share option scheme (the "Post-IPO Share Option Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Post-IPO Share Option Scheme include the Company's directors, including independent non-executive directors, and other employees of the Group. The Post-IPO Share Option Scheme became effective on 10 September 2010 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The Post-IPO Share Option Scheme has expired on 9 September 2020.

The maximum number of unexercised share options currently permitted to be granted under the Post-IPO Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Post-IPO Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive officer or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, or in excess of 0.1% of the shares of the Company in issue at any time, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

There are no cash settlement alternatives. The Group does not have a past practice of cash settlement for these share options. The Group accounts for the Scheme as an equity-settled plan.

On 10 March 2015, the Company granted a total of 13,800,000 share options pursuant to the Post-IPO Share Option Scheme with an exercise price of HK\$4.378 per share and shall be exercisable from 10 March 2016 to 10 March 2025.

The following share options were outstanding under the Post-IPO Share Option Scheme during the year:

	2023		2022	
	Weighted average exercise price HK\$ per share	Number of options '000	Weighted average exercise price HK\$ per share	Number of options '000
At 1 January	4.378	840	4.378	959
Exercised during the year	4.378	(122)	4.378	(119)
At 31 December	4.378	718	4.378	840

The weighted average share price at the date of exercise of share options during the year was HK\$15.0 per share (2022: HK\$23.8 per share).

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32. SHARE OPTION AND SHARE AWARD SCHEMES (continued)

Post-IPO Share Option Scheme (continued)

The exercise prices and exercise periods of the share options outstanding under the Post-IPO Share Option Scheme as at the end of the reporting period are as follows:

Number of options		Exercise price*	
'000		HK\$	
2023	2022	per share	Exercise period
718	840	4.378	10 March 2016 to 10 March 2025

* The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

At 31 December 2023, the Company had 718,000 share options outstanding under the Post-IPO Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 718,000 additional ordinary shares of the Company and additional share capital of HK\$71,800 (equivalent to approximately US\$9,000) and share premium of HK\$3,143,000 (equivalent to approximately US\$402,000) before any issue expenses and without taking into account any transfer of the share-based compensation reserve to the share premium account.

Subsequent to the end of the reporting period, no share options issued under the Post-IPO Share Option Scheme were exercised.

At the date of approval of these financial statements, the Company had 718,000 share options outstanding under the Post-IPO Option Scheme, which represented approximately 0.03% of the Company's shares in issue as at that date.

Share Award Scheme

The board of directors of the Company approved the adoption of a share award scheme (the "Share Award Scheme") with effect from 13 September 2017 (the "Adoption Date"). The purpose of the Share Award Scheme is to (i) recognise and motivate the contributions by certain eligible participants and to give incentives thereto in order to retain them for the continual operation and development of the Group; (ii) attract suitable personnel for further development of the Group; and (iii) provide certain eligible participants with a direct economic interest in attaining a long-term relationship between the Group and certain eligible participants. Unless otherwise early terminated by the resolution of the board, the Share Award Scheme is valid and effective for a period of 10 years from the Adoption Date.

The Share Award Scheme is operated through a trustee which is independent of the Group. The shares to be awarded under the Share Award Scheme will be (i) issued by way of new issue of shares; and/or (ii) acquired by the trustee from the open market after the notification and instruction by the Company. The trustee shall not hold more than 5% of the total number of issued shares of the Company.

On 17 August 2023 (2022: 8 March 2022), the Company granted an aggregate of 4,225,971 awarded shares to eight directors, namely Messrs. Yang Xianxiang, Liu Kecheng, Xue Mingyuan, Lai Zhiyong, Yang Xin, Liu Ka Ying, Rebecca, Tse Siu Ngan and Hu Muntian, (2022: 2,135,000 awarded shares to seven directors, namely Messrs. Yang Xianxiang, Liu Kecheng, Xue Mingyuan, Lai Zhiyong, Liu Ka Ying, Rebecca, Tse Siu Ngan and Hu Muntian), and 17,261,462 awarded shares (2022: 11,016,716) (collectively referred to as the "Awarded Shares") to other employees of the Group (collectively referred to as the "Selected Participants"). Subject to the acceptance of the Selected Participants and that the Selected Participants remain as employees of the Group on the vesting date of the Awarded Shares, the Awarded Shares shall vest in them in accordance with the Scheme Rules on a date specified by the Board and on 7 August 2026 (2022: 8 March 2025) or an earlier date as approved by the Board, respectively, at which time the Awarded Shares will be transferred to the Selected Participants at nil consideration. The closing price of the shares immediately before the date of grant of such awarded shares was HK\$14.8. The closing price of the Company's shares at the date of grant was HK\$14.3 on 17 August 2023 (equivalent to approximately US\$1.8) ((2022: HK\$30.1 and HK\$30.0 per share on 13 January 2022 and 8 March 2022) (equivalent to approximately US\$3.8 and US\$3.8), respectively).

32. SHARE OPTION AND SHARE AWARD SCHEMES (continued)

Share Award Scheme (continued)

The fair value of the share awards granted on 17 August 2023 (2022: 13 January 2022 and 8 March 2022) was HK\$308,130,000 (equivalent to approximately US\$39,354,000) ((2022: HK\$60,358,000 and HK\$393,894,000) (equivalent to approximately US\$7,699,000 and US\$50,241,000), respectively).

The fair value of share awards granted during the year was estimated as at the date of grant by reference to the closing price per share as stated in the daily quotation sheets issued by the Stock Exchange, taking into account all non-vesting conditions associated with the grants. No other feature of the awards granted was incorporated into the measurement of fair value.

During the year, 7,065,039 share awards were exercised by the Selected Participants.

During the year, the Company repurchased 13,031,000 (2022: 10,385,155) shares of the Company through the trustee of the Share Award Scheme from the open market. The total amount paid to acquire the shares was HK\$183,309,000 (equivalent to approximately US\$23,753,000) (2022: HK\$172,584,000 (equivalent to approximately US\$22,013,000)) and has been deducted from shareholders' equity. The Awarded Shares that are not yet vested were recorded in shares held under the share award scheme account of the Group. The Group recognised a share award expense of HK\$222,588,000 (equivalent to approximately US\$28,429,000) (2022: HK\$217,215,000 (equivalent to approximately US\$27,747,000)) during the year ended 31 December 2023 in respect of the Awarded Shares granted in the current and prior years. As at 31 December 2023 there were 40,866,939 (2022: 34,900,978) shares held through the trustee of the Share Award Scheme.

Movements in the number of the Awarded Shares under the shares held under the share award scheme and their related average repurchase cost are as follows:

	2023		2022	
	Weighted average repurchase cost US\$ per share	Number of shares	Weighted average repurchase cost US\$ per share	Number of shares
At 1 January	2.27	34,900,978	2.16	32,569,376
Exercise of share awards	0.94	(7,065,039)	1.62	(8,053,553)
Repurchase of ordinary shares during the year	1.82	13,031,000	2.12	10,385,155
At 31 December	2.36	40,866,939	2.27	34,900,978

At the date of approval of these financial statements, the Company had 36,259,394 shares held under the share award scheme, which represented approximately 1.5% of the Company's shares in issue as at that date.

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33. RESERVES

(a) The amounts of the Group's reserves and the movements for the current and prior years are presented in the consolidated statement of changes in equity.

(b) Capital and other reserves

The capital and other reserves comprise the following:

- (i) the par value of ordinary shares of the Company which had been repurchased and cancelled in prior years;
- (ii) the excess of the Company's share of the nominal value of the paid-up capital of the subsidiaries acquired, over the Company's cost of acquisition of the subsidiaries under common control; the capital contribution from the then holding companies of the Group's subsidiaries; and the deemed distributions to the Controlling Shareholder and the acquisition of subsidiaries through business combinations under common control; and
- (iii) the premium paid on repurchase of the Company's own ordinary shares in prior years over their par values.

(c) Reserve funds

Pursuant to the relevant laws and regulations, a portion of the profits of the Company's subsidiaries established in the PRC and other countries has been transferred to statutory reserve funds which are not distributable in the form of cash dividends.

34. ASSETS ACQUISITION THROUGH ACQUISITION OF SUBSIDIARIES

On 21 September 2023, the Company (as purchaser) entered into a sale and purchase agreement with SITC Investment Co., Ltd. (as vendor), a company indirectly owned as to 100% by SITC Maritime Group Company Limited (青島海豐國際航運集團有限公司), the equity interests of which were owned as to approximately 43.08% by Ms. Liu Rongli (the spouse of Mr. Yang Shaopeng and the mother of Ms. Yang Xin), for the acquisition of 100% equity interests in SITC Danang Shipping Company Limited ("Danang Shipping"), HF Spirit Shipping Company Limited ("HF Spirit"), HF Fortune Shipping Company Limited ("HF Fortune"), HF Lucky Shipping Company Limited ("HF Lucky"), HF Wealth Shipping Company Limited ("HF Wealth") and Hai Lian Shipping Enterprises Inc. ("Hai Lian") (collectively, the "Target Companies"), at an aggregate consideration of US\$39,770,000. The consideration consisted of (i) US\$18,681,000 paid for the relevant shares of these Target Companies; and (ii) repayment of outstanding shareholder's loans owed by Target Companies to the vendor of US\$21,089,000. These companies held only vessels or containers as at the date of acquisition and therefore substantially all of the fair value of the gross assets acquired was concentrated in a single identifiable asset. Accordingly, the Group's management assesses that the acquisition is not considered as a business combination under HKFRS 3 but as an acquisition of assets.

The acquisition transaction constitutes connected transactions as defined under Chapter 14A of Listing Rules. Further details are disclosed in the announcement of the Company dated 21 September 2023.

For accounting purposes, the costs of the acquisition for the acquisition have been allocated to the identifiable assets of the acquired subsidiaries as at the date of acquisition were as follows:

	Note	Danang Shipping US\$'000	HF Spirit US\$'000	HF Fortune US\$'000	HF Lucky US\$'000	HF Wealth US\$'000	Hai Lian US\$'000	Total US\$'000
Property, plant and equipment	14	5,750	6,374	8,250	8,250	8,250	2,896	39,770
Satisfied by:								
Cash consideration		5,750	6,374	8,250	8,250	8,250	2,896	39,770

34. ASSETS ACQUISITION THROUGH ACQUISITION OF SUBSIDIARIES (continued)

An analysis of the cash flows in respect of the acquisition of subsidiaries that was accounted for as an acquisition of assets is as follows:

	2023 US\$'000
Cash consideration paid and net outflow of cash and bank balances included in cash flows from investing activities	39,770

35. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transaction

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of US\$12,291,000 (2022: US\$91,697,000) and US\$11,987,000 (2022: US\$84,392,000), respectively, in respect of lease arrangements for land, offices and containers.

(b) Changes in liabilities arising from financing activities

	Notes	Bank borrowings		Lease liabilities		Dividend payables	
		2023 US'000	2022 US'000	2023 US'000	2022 US'000	2023 US'000	2022 US'000
At 1 January		271,438	327,721	244,599	216,595	–	270,829
Changes from financing cash flows		(103,142)	(56,269)	(63,728)	(63,028)	(751,971)	(1,574,077)
Non-cash changes:							
Dividend declared	12	–	–	–	–	751,971	1,298,972
New leases	15(b)	–	–	11,987	84,392	–	–
Early termination of leases	15(b)	–	–	–	(129)	–	–
Accretion of interest recognised during the year	7	–	–	9,217	9,448	–	–
Amortisation of issuance cost		670	436	–	–	–	–
Exchange realignment		68	(450)	(405)	(2,679)	–	4,276
At 31 December		169,034	271,438	201,670	244,599	–	–

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

	2023 US\$'000	2022 US\$'000
Within operating activities	111,477	199,220
Within financing activities	63,728	63,028
Total	175,205	262,248

36. CAPITAL COMMITMENTS

At 31 December 2023, the Group had capital commitments of US\$188,352,000 (2022: US\$359,856,000) and US\$11,825,000 (2022: Nil), which are contracted, but not provided for, in respect of acquisition of vessels and construction of intelligent depot respectively.

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37. RELATED PARTY DISCLOSURES

(a) The Group had the following material transactions with related parties during the year:

	Notes	2023 US\$'000	2022 US\$'000
Companies controlled by the Controlling Shareholder:			
Container marine transportation service income [#]	(i)	26,953	33,767
Container vessel rental expenses*	(ii)	15,462	21,949
Container rental expenses	(ii)	–	606
Shipping agency fee expenses [#]	(iii)	1,591	1,796
Joint ventures:			
Container marine transportation service income	(i)	119,525	218,407
Freight forwarding service income	(i)	148,268	204,299
Warehousing expenses	(iii)	4,418	13,592
Freight forwarding service expenses	(iii)	2,673	11,039
Shipping agency fee expenses	(iii)	–	15
Rental income from land and buildings	(iv)	2,384	1,787
Technology outsourcing service income	(iv)	426	368
Container maintenance income	(iv)	785	149

Notes:

- (i) The service income from companies controlled by the Controlling Shareholder and joint ventures was received according to the published prices and conditions similar to those offered to the selected customers of the Group.
- (ii) The container vessel and container rental expenses paid to companies controlled by the Controlling Shareholder are based on market prices.
- (iii) These expenses paid and payable to companies controlled by the Controlling Shareholder and joint ventures were charged according to the published prices and conditions similar to those offered by the major suppliers of the Group.
- (iv) These income from joint ventures are based on market prices.
- * These transactions also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.
- # The entire economic interest and risks of these transactions were captured and borne by the Group.

(b) Key management personnel of the Group are directors of the Company, details of whose emoluments are included in note 9 to the financial statements.

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of the reporting period are as follows:

At 31 December 2023

Financial assets

	Financial assets at fair value through profit or loss – designated as such upon initial recognition US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
Trade receivables	–	113,333	113,333
Financial assets included in prepayments, deposits and other receivables	–	21,912	21,912
Derivative financial instruments	6,069	–	6,069
Financial assets at fair value through profit or loss	14,780	–	14,780
Cash and bank balances	–	416,323	416,323
Total	20,849	551,568	572,417

Financial liabilities

	Financial liabilities at fair value through profit or loss – designated as such upon initial recognition US\$'000	Financial liabilities at amortised cost US\$'000	Total US\$'000
Trade payables	–	203,514	203,514
Financial liabilities included in other payables and accruals	–	71,979	71,979
Bank borrowings	–	169,034	169,034
Lease liabilities	–	201,670	201,670
Total	–	646,197	646,197

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38. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

At 31 December 2022

Financial assets

	Financial assets at fair value through profit or loss – designated as such upon initial recognition US\$'000	Financial assets at amortised cost US\$'000	Total US\$'000
Trade receivables	–	139,051	139,051
Financial assets included in prepayments, deposits and other receivables	–	21,275	21,275
Derivative financial instruments	17,705	–	17,705
Financial assets at fair value through profit or loss	15,580	–	15,580
Cash and bank balances	–	981,531	981,531
Total	33,285	1,141,857	1,175,142

Financial liabilities

	Financial liabilities at fair value through profit or loss – designated as such upon initial recognition US\$'000	Financial liabilities at amortised cost US\$'000	Total US\$'000
Trade payables	–	209,102	209,102
Financial liabilities included in other payables and accruals	–	80,904	80,904
Derivative financial instruments	2,992	–	2,992
Bank borrowings	–	271,438	271,438
Lease liabilities	–	244,599	244,599
Total	2,992	806,043	809,035

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and bank balances, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, and dividend payables approximate to their carrying amounts largely due to the short term maturities of these instruments. In addition, management considers that the Group's exposure to fair value and cash flow interest rate risks on the bank borrowings is insignificant as the majority of the balances bear interest at fixed interest rates.

The Group's finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the Chief Financial Officer and the Audit Committee.

At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amounts at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (a) The Group places principal-protected investment deposits with creditworthy banks, and their fair values are determined with reference to market observable inputs currently available for investments with similar terms and credit risk. The carrying amounts of principal-protected investment deposits are the same as their fair values.
- (b) The Group places into derivative financial instruments with various counterparties, principally financial institutions of creditworthy banks. Derivative financial instruments, including forward currency contracts and interest rate swaps, are measured using valuation techniques similar to forward pricing and swap models, using present value calculations. The models incorporate various market observable inputs including the credit quality of counterparties, foreign exchange spot and forward rates and interest rate curves.

The carrying amounts of forward currency contracts and interest rate swaps are the same as their fair values.

- (c) The fair value of unlisted fund is based on the reported net asset value in the monthly statement provided by the fund administrator. The net asset value is determined with reference to unobservable inputs for the underlying assets, using the best available assumptions for the purposes of the pricing of underlying assets. The carrying amount of unlisted fund investment is the same as its fair value.

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39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value

At 31 December 2023

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Derivative financial instruments	–	6,069	–	6,069
Principal-protected investment deposits at fair value through profit or loss	–	14,095	–	14,095
Unlisted investment at fair value through profit or loss	–	–	685	685
Total	–	20,164	685	20,849

At 31 December 2022

	Fair value measurement using			Total US\$'000
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	
Derivative financial instruments	–	17,705	–	17,705
Principal-protected investment deposits at fair value through profit or loss	–	3,895	–	3,895
Unlisted investment at fair value through profit or loss	–	–	11,685	11,685
Total	–	21,600	11,685	33,285

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Liabilities measured at fair value

At 31 December 2023

	Fair value measurement using			Total US\$'000		
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000			
	Derivative financial instruments	–	–		–	–

At 31 December 2022

	Fair value measurement using			Total US\$'000		
	Quoted prices in active markets (Level 1) US\$'000	Significant observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000			
	Derivative financial instruments	–	2,992		–	2,992

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 (2022: Nil) and no transfer into or out of Level 3 for both financial assets and financial liabilities (2022: Nil).

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise bank loans and cash and short term deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

The Group also enters into derivative transactions, including principally interest rate swaps and forward currency contracts. The purpose is to manage the interest rate and currency risks arising from the Group's operations and its sources of finance.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below. The Group's accounting policies in relation to derivatives are set out in note 2.4 to the financial statements.

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's debt obligations with a floating interest rate.

The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts. To manage this mix in a cost-effective manner, the Group enters into interest rate swaps, in which the Group agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. At 31 December 2023, after taking into account the effect of the interest rate swaps, approximately 54% (2022: 69%) of the Group's borrowings are at fixed interest rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings).

	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax US\$'000
2023		
US\$	100	(718)
THB	100	(61)
US\$	(100)	718
THB	(100)	61
2022		
US\$	100	(836)
THB	100	–
US\$	(100)	836
THB	(100)	–

Foreign currency risk

The Group has minimal transactional currency exposure as most of the Group's sales and purchases by operating units are denominated in the functional currencies of the relevant operating units. The Group manages its foreign currency risk by closely monitoring the movement of the foreign currency rates.

The Group shall use derivative contracts to hedge against its exposure to currency risk only when it is required. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness. At 31 December 2023, the Group had no foreign exchange hedging instruments (2022: Nil) of its foreign currency sales.

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB and JPY exchange rates against US\$, with all other variables held constant, of the Group's profit before tax (arising from RMB and JPY denominated financial instruments) and the Group's equity (due to changes in the fair value of certain bank borrowings designated as hedging instruments).

	Increase/ (decrease) in rate %	Increase/ (decrease) in profit before tax US\$'000	Increase/ (decrease) in equity US\$'000
2023			
If US\$ weakens against RMB	(5.0)	(1,244)	–
If US\$ strengthens against RMB	5.0	1,244	–
If US\$ weakens against JPY	(5.0)	(130)	–
If US\$ strengthens against JPY	5.0	130	–
2022			
If US\$ weakens against RMB	(5.0)	(559)	–
If US\$ strengthens against RMB	5.0	559	–
If US\$ weakens against JPY	(5.0)	(179)	3
If US\$ strengthens against JPY	5.0	179	(3)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and bank balances, financial assets at fair value through profit or loss, deposits and other receivables and certain derivative financial instruments arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. There are no significant concentrations of credit risk within the Group as the customer bases of the Group's trade receivables are widely dispersed in different sectors.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade receivables are disclosed in note 22 to the financial statements.

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40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank loans. The Group's policy is that not more than 90% of borrowings should mature in any 12-month period. 63% (2022: 15%) of the Group's debts will mature in less than one year from 31 December 2023 based on the carrying values of borrowings included in the financial statements.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

	Within one year or on demand US\$'000	In the second year US\$'000	In the third to fifth years, inclusive US\$'000	In the sixth to tenth years, inclusive US\$'000	Total US\$'000
At 31 December 2023					
Trade payables	203,514	–	–	–	203,514
Financial liabilities included in other payables and accruals	71,979	–	–	–	71,979
Bank borrowings	108,625	12,942	49,925	–	171,492
Lease liabilities	51,473	36,186	80,388	54,146	222,193
Total	435,591	49,128	130,313	54,146	669,178

	Within one year or on demand US\$'000	In the second year US\$'000	In the third to fifth years, inclusive US\$'000	In the sixth to tenth years, inclusive US\$'000	Total US\$'000
At 31 December 2022					
Trade payables	209,102	–	–	–	209,102
Financial liabilities included in other payables and accruals	80,904	–	–	–	80,904
Bank borrowings	47,041	44,216	185,685	30,939	307,881
Lease liabilities	66,559	50,606	91,432	78,451	287,048
Total	403,606	94,822	277,117	109,390	884,935

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022.

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. The Group's policy is to maintain a healthy ratio. Net debt includes bank borrowings, lease liabilities, trade and other payables and accruals, less cash and bank balances. Adjusted capital includes equity attributable to shareholders of the Company less hedging reserve. The gearing ratios as at the end of the reporting periods were as follows:

	31 December 2023 US\$'000	31 December 2022 US\$'000
Bank borrowings	169,034	271,438
Lease liabilities	201,670	244,599
Trade payables	203,514	209,102
Other payables and accruals	137,265	177,092
Less: Cash and bank balances	(416,323)	(981,531)
Net debt	295,160	–*
Equity attributable to shareholders of the Company	1,914,536	2,150,540
Less: Hedging reserve	(10,157)	(20,687)
Adjusted capital	1,904,379	2,129,853
Adjusted capital and net debt	2,199,539	2,050,917
Gearing ratio	13.4%	0%

* Net debt is zero when the amount of cash and bank balances is higher than gross debt.

Notes to Financial Statements

31 December 2023

41. EVENT AFTER THE REPORTING PERIOD

Saved as disclosed above, there are no other significant events occurred subsequent to the reporting period.

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company as at the end of the reporting period is as follows:

	2023	2022
	US\$'000	US\$'000
NON-CURRENT ASSETS		
Investment in a subsidiary	59,413	59,413
Total non-current assets	59,413	59,413
CURRENT ASSETS		
Due from a subsidiary	487,799	8,864
Dividend receivable	–	500,000
Deposits and other receivables	3,829	2,419
Cash and bank balances	34	208
Total current assets	491,662	511,491
CURRENT LIABILITIES		
Other payables	21,873	19,091
Dividend payables	2	9
Total current liabilities	21,875	19,100
NET CURRENT ASSETS	469,787	492,391
TOTAL ASSETS LESS CURRENT LIABILITIES	529,200	551,804
Net assets	529,200	551,804
EQUITY		
Issued capital	34,583	34,582
Reserves (note)	494,617	517,222
Total equity	529,200	551,804

42. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note: A summary of the Company's reserves is as follows:

	Notes	Share premium account US\$'000	Shares held under the share award scheme account US\$'000	Share-based compensation award reserve US\$'000	Capital and other reserves US\$'000	Retained profits US\$'000	Total US\$'000
At 1 January 2022		461,368	(70,195)	13,914	202	125,282	530,571
Profit for the year and total comprehensive income for the year		-	-	-	-	1,279,824	1,279,824
Issue of shares upon exercise of share options under the Post-IPO share option scheme	31	84	-	(19)	-	-	65
Exercise of share awards under the share award scheme	32	-	13,032	(13,032)	-	-	-
Repurchase of shares under the share award scheme	32	-	(22,013)	-	-	-	(22,013)
Share award expense	32	-	-	27,747	-	-	27,747
Final 2021 dividend paid		-	-	-	-	(478,591)	(478,591)
Interim 2022 dividend declared	12	-	-	-	-	(820,381)	(820,381)
At 31 December 2022 and 1 January 2023		461,452	(79,176)	28,610	202	106,134	517,222
Profit for the year and total comprehensive income for the year		-	-	-	-	724,623	724,623
Issue of shares upon exercise of share options under the Post-IPO share option scheme	31	87	-	(20)	-	-	67
Exercise of share awards under the share award scheme	32	-	6,666	(6,666)	-	-	-
Repurchase of shares under the share award scheme	32	-	(23,753)	-	-	-	(23,753)
Share award expense	32	-	-	28,429	-	-	28,429
Final 2022 dividend paid	12	-	-	-	-	(546,782)	(546,782)
Interim 2023 dividend declared	12	-	-	-	-	(205,189)	(205,189)
At 31 December 2023		461,539	(96,263)	50,353	202	78,786	494,617

43. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 7 March 2024.

Five Year Financial Summary

A summary of the consolidated results and of the assets, liabilities and equity of SITC International Holdings Company Limited (the "Company") and its subsidiaries (together the "Group") for the last five financial years, as extracted from the published audited financial statements for the year ended 31 December 2023 and the annual report for the year ended 31 December 2022, is set out below.

The summary below does not form part of the audited financial statements.

	2023 US\$'000	Year ended 31 December			
		2022 US\$'000	2021 US\$'000	2020 US\$'000	2019 US\$'000
RESULTS					
REVENUE	2,428,959	4,112,955	3,012,447	1,685,167	1,553,718
Cost of sales	(1,805,925)	(2,133,873)	(1,693,074)	(1,240,136)	(1,255,566)
Gross profit	623,034	1,979,082	1,319,373	445,031	298,152
Other income and gains, net	69,465	160,319	24,267	22,911	22,406
Administrative expenses	(136,047)	(165,651)	(154,764)	(96,970)	(80,246)
Other expenses, net	(4,085)	(5,383)	(4,493)	(2,452)	(4,344)
Finance costs	(18,753)	(17,492)	(15,663)	(13,531)	(14,482)
Share of profits and losses of:					
Joint ventures	20,013	21,706	15,578	9,863	8,585
Associates	(213)	461	368	145	442
PROFIT BEFORE TAX	553,414	1,973,042	1,184,666	364,997	230,513
Income tax	(17,240)	(23,235)	(17,487)	(11,309)	(8,998)
PROFIT FOR THE YEAR	536,174	1,949,807	1,167,179	353,688	221,515
Profit attributable to:					
Shareholders of the Company	531,393	1,944,425	1,162,714	351,624	219,977
Non-controlling interests	4,781	5,382	4,465	2,064	1,538
	536,174	1,949,807	1,167,179	353,688	221,515

	2023 US\$'000	At 31 December			
		2022 US\$'000	2021 US\$'000	2020 US\$'000	2019 US\$'000
ASSETS, LIABILITIES AND EQUITY					
TOTAL ASSETS	2,652,463	3,082,856	2,716,423	2,040,839	1,749,544
TOTAL LIABILITIES	(721,405)	(917,845)	(1,200,739)	(845,451)	(729,974)
NET ASSETS	1,931,058	2,165,011	1,515,684	1,195,388	1,019,570
Represented by:					
Equity attributable to shareholders of the Company	1,914,536	2,150,540	1,501,687	1,184,487	1,010,243
Non-controlling interests	16,522	14,471	13,997	10,901	9,327
TOTAL EQUITY	1,931,058	2,165,011	1,515,684	1,195,388	1,019,570