



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands and its members' liability is limited) Stock Code: 2314

(於開曼群島註冊成立及其成員責任為有限) 股份代號: 2314

ANNUAL REPORT 年報

2023



* 僅供識別

* For identification purposes only

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ABOUT LEE & MAN PAPER 關於理文造紙



PRODUCTS

產品

Kraft Linerboard	牛咭紙
Test Linerboard	掛面牛咭紙
Coated Duplex Board	塗布白板紙
High Strength Corrugating Medium	高強瓦楞芯紙
Pulp	木漿
Tissue Paper	衛生紙
Pulp Board	漿板

AREA

地區

- | | |
|-------------------------|------------|
| 1 Dongguan (Huangyong) | 東莞 (黃涌) |
| 2 Jiangsu (Changshu) | 江蘇 (常熟) |
| 3 Guangdong (Hongmei) | 廣東 (洪梅) |
| 4 Chongqing (Yongchuan) | 重慶 (永川) |
| 5 Jiangxi (Jiujiang) | 江西 (九江) |
| 6 Vietnam (Hau Giang) | 越南 (后江) |
| 7 Malaysia (Selangor) | 馬來西亞 (雪蘭莪) |
| 8 Indonesia (Batam) | 印度尼西亞 (巴淡) |
| 9 Guangxi (Chongzuo) | 廣西 (崇左) |

1 Dongguan Lee & Man

東莞理文

Annual production capacity: 590,000 tons of paper
年產能：59萬噸紙

2 Jiangsu Lee & Man

江蘇理文

Annual production capacity: 1.12 million tons of paper
年產能：112萬噸紙

3 Guangdong Lee & Man

廣東理文

Annual production capacity: 2.30 million tons of paper and 110,000 tons of tissue paper
年產能：230萬噸紙及11萬噸衛生紙

4 Chongqing Lee & Man

重慶理文

Annual production capacity: 900,000 tons of paper, 550,000 tons of pulp and 575,000 tons of tissue paper
年產能：90萬噸紙、55萬噸木漿及57.5萬噸衛生紙

5 Jiangxi Lee & Man

江西理文

Annual production capacity: 720,000 tons of paper, 300,000 tons of pulp and 310,000 tons of tissue paper
年產能：72萬噸紙、30萬噸木漿及31萬噸衛生紙

6 Vietnam Lee & Man

越南理文

Annual production capacity: 550,000 tons of paper/products
年產能：55萬噸紙／產品

7 Malaysia Lee & Man

馬來西亞理文

Annual production capacity: 1.40 million tons of paper and 400,000 tons of pulp board
年產能：140萬噸紙及40萬噸漿板

8 Indonesia Lee & Man

印度尼西亞理文

Annual production capacity: 240,000 tons of pulp board
年產能：24萬噸漿板

9 Guangxi Chongzuo Lee & Man

廣西崇左理文

Annual production capacity: 350,000 tons of pulp and 100,000 tons of tissue paper
年產能：35萬噸木漿及10萬噸衛生紙
Planned production capacity: 200,000 tons of tissue paper
計劃產能：20萬噸衛生紙

BOARD OF DIRECTORS

Executive directors

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Lee Man Bun *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Non-executive director

Professor Poon Chung Kwong *GBM GBS JP*
(retired on 9 May 2023)

Independent non-executive directors

Mr. Wong Kai Tung Tony (resigned on 2 August 2023)
Mr. Peter A. Davies (resigned on 2 August 2023)
Mr. Chau Shing Yim David
Ms. Lo Wing Sze *BBS JP*
(appointed on 2 August 2023)
Mr. Chan Wai Yan Ronald (appointed on 2 August 2023)

AUDIT COMMITTEE

Mr. Chau Shing Yim David (*Chairman*)
Mr. Wong Kai Tung Tony (resigned on 2 August 2023)
Mr. Peter A. Davies (resigned on 2 August 2023)
Ms. Lo Wing Sze *BBS JP*
(appointed on 2 August 2023)
Mr. Chan Wai Yan Ronald (appointed on 2 August 2023)

REMUNERATION COMMITTEE

Mr. Chau Shing Yim David (*Chairman*)
Mr. Wong Kai Tung Tony (resigned on 2 August 2023)
Mr. Peter A. Davies (resigned on 2 August 2023)
Ms. Lo Wing Sze *BBS JP*
(appointed on 2 August 2023)
Mr. Chan Wai Yan Ronald (appointed on 2 August 2023)

NOMINATION COMMITTEE

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Chau Shing Yim David
Mr. Wong Kai Tung Tony (resigned on 2 August 2023)
Mr. Peter A. Davies (resigned on 2 August 2023)
Ms. Lo Wing Sze *BBS JP*
(appointed on 2 August 2023)
Mr. Chan Wai Yan Ronald (appointed on 2 August 2023)

AUTHORISED REPRESENTATIVES

Dr. Lee Man Chun Raymond *SBS JP*
Ms. Law Kit Yu

COMPANY SECRETARY

Ms. Law Kit Yu

董事會

執行董事

李文俊博士 *銀紫荊星章 太平紳士 (主席)*
李文斌先生 *榮譽勳章 太平紳士 (首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

非執行董事

潘宗光教授 *大紫荊勳章 金紫荊星章 太平紳士*
(於2023年5月9日退休)

獨立非執行董事

王啟東先生 (於2023年8月2日辭任)
Peter A. Davies先生 (於2023年8月2日辭任)
周承炎先生
羅詠詩女士 *銅紫荊星章 太平紳士*
(於2023年8月2日委任)
陳惠仁先生 (於2023年8月2日委任)

審核委員會

周承炎先生 (*主席*)
王啟東先生 (於2023年8月2日辭任)
Peter A. Davies先生 (於2023年8月2日辭任)
羅詠詩女士 *銅紫荊星章 太平紳士*
(於2023年8月2日委任)
陳惠仁先生 (於2023年8月2日委任)

薪酬委員會

周承炎先生 (*主席*)
王啟東先生 (於2023年8月2日辭任)
Peter A. Davies先生 (於2023年8月2日辭任)
羅詠詩女士 *銅紫荊星章 太平紳士*
(於2023年8月2日委任)
陳惠仁先生 (於2023年8月2日委任)

提名委員會

李文俊博士 *銀紫荊星章 太平紳士 (主席)*
周承炎先生
王啟東先生 (於2023年8月2日辭任)
Peter A. Davies先生 (於2023年8月2日辭任)
羅詠詩女士 *銅紫荊星章 太平紳士*
(於2023年8月2日委任)
陳惠仁先生 (於2023年8月2日委任)

授權代表

李文俊博士 *銀紫荊星章 太平紳士*
羅潔茹女士

公司秘書

羅潔茹女士



REGISTERED OFFICE

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

PRINCIPAL OFFICE

39/F, Lee & Man Commercial Center
169 Electric Road
North Point
Hong Kong

PRINCIPAL BANKERS

In Hong Kong and Macau:

Hang Seng Bank
Standard Chartered Bank
HSBC
Bank of China (Hong Kong)

In the PRC:

China Construction Bank
Bank of China

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

<http://www.leemanpaper.com>

註冊辦事處

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

總辦事處

香港
北角
電氣道169號
理文商業中心39樓

主要往來銀行

香港及澳門：

恒生銀行
渣打銀行
滙豐銀行
中國銀行(香港)

中國：

中國建設銀行
中國銀行

核數師

德勤 • 關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師

主要股份過戶登記處

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

網址

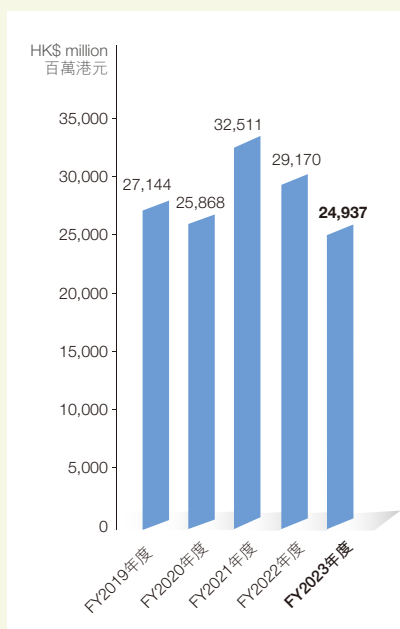
<http://www.leemanpaper.com>



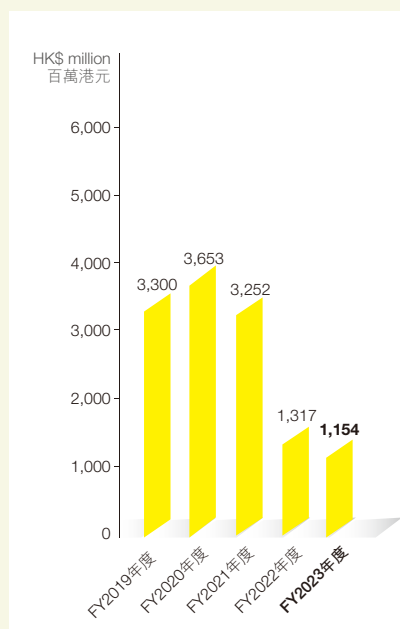
FINANCIAL HIGHLIGHTS

財務摘要

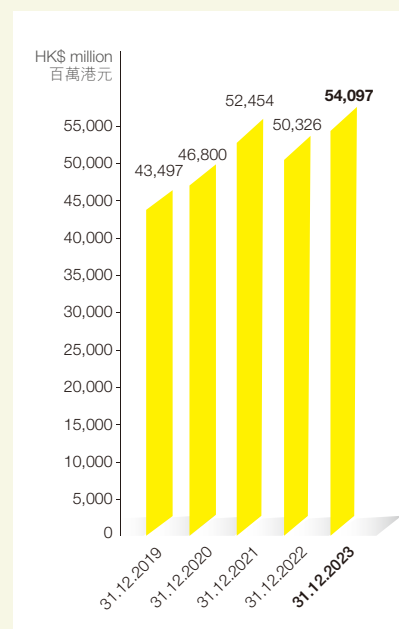
Revenue 收入



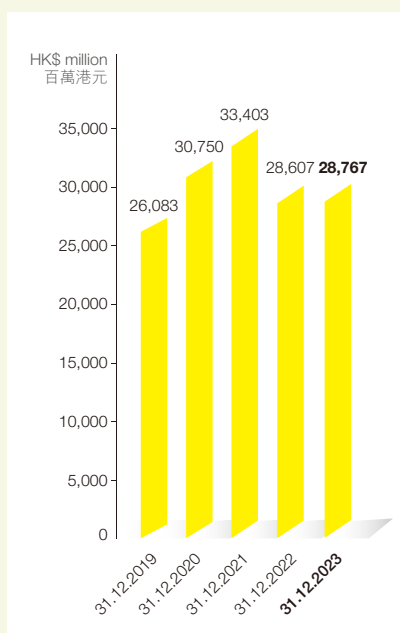
Profit for the year 年度盈利



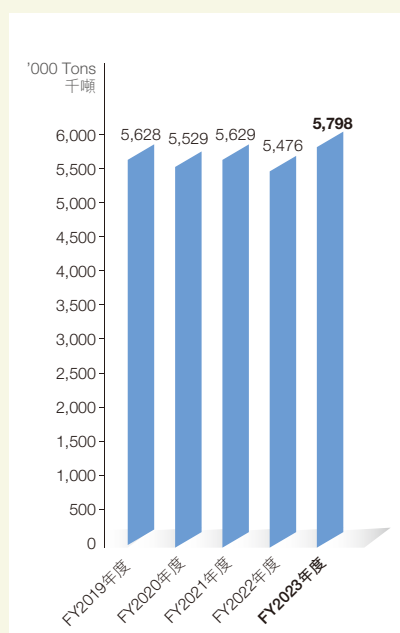
Total Assets 資產總值



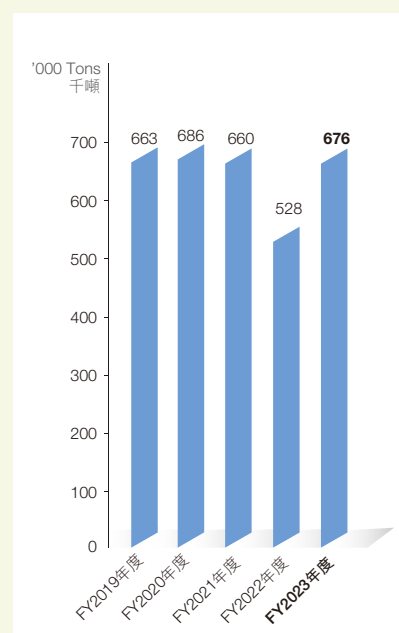
Total Equity 權益總值



Sales Volume (Pack aging Paper) 銷售量 (包裝紙)



Sales Volume (Tissue Paper) 銷售量 (衛生紙)



FINANCIAL SUMMARY

財務概要

		Year ended 31 December 截至12月31日止年度				2023
		2019	2020	2021	2022	HK\$'000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	千港元
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
Revenue	收入	27,144,210	25,867,966	32,511,417	29,170,402	24,937,083
Profit before tax	除稅前盈利	4,020,195	4,321,472	3,794,283	1,458,721	1,412,359
Income tax expense	利得稅支出	(719,930)	(668,960)	(542,523)	(141,531)	(258,396)
Profit for the year	年度盈利	3,300,265	3,652,512	3,251,760	1,317,190	1,153,963

		At 31 December 於12月31日				2023
		2019	2020	2021	2022	HK\$'000
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	千港元
		千港元	千港元	千港元	千港元	千港元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	43,497,407	46,800,491	52,453,843	50,325,685	54,097,321
Total liabilities	總負債	(17,414,787)	(16,050,076)	(19,050,845)	(21,718,791)	(25,330,359)
Net assets	資產淨值	26,082,620	30,750,415	33,402,998	28,606,894	28,766,962



BUSINESS REVIEW AND OUTLOOK

In 2023, the economy in China gradually returned to a recovery path as the government relaxed the pandemic prevention and control measures. Although the paper manufacturing industry as a whole performed below expectations owing to the combined effect of a weak downstream demand and a surge in newly added production capacity, the market recovery is gathering pace during the second half of the year. On the other hand, the Group has been actively pursuing a vertical business model and its newly added pulp-making capacity has also gradually been put into operation. As a result, the Group's performance in the second half of the year showed a significant improvement compared to the first half.

For 2023, the Group recorded total revenue of HK\$24.9 billion, representing a decrease of 14.5% from that of the previous year, while the profit for the year decreased by 12.4% to HK\$1.2 billion as compared with that for the previous year. The earnings per share for the year were HK24.39 cents (2022: HK27.46 cents).

The board of directors has proposed a final dividend of HK6.1 cents per share for 2023 (2022: HK3.3 cents). The aggregate sales of the Group for 2023 amounted to 6.54 million tons, while its net profit per ton was HK\$176.

業務回顧及展望

2023年，中國經濟隨著當局優化疫情防控措施而逐漸恢復，惟造紙行業下游需求偏弱，加上新增產能集中釋放，造紙業整體表現低於預期，但下半年已逐漸回暖。另一方面，本集團已積極推動垂直業務模式，新增製漿產能陸續投產，本集團下半年業績明顯比上半年改善。

本集團2023年總收入比去年下跌14.5%至249億港元，年度盈利較去年下調12.4%至12億港元。年內每股盈利24.39港仙(2022年：27.46港仙)。

董事會建議2023年派發末期股息每股6.1港仙(2022年：3.3港仙)。本集團2023年總銷售量達654萬噸，產品平均每噸淨利潤為176港元。



INDUSTRY AND BUSINESS REVIEW

During the year under review, as the PRC government implemented the "zero tariff" on the import of various paper products, and the industry's newly-added production capacity was progressively put into operation, paper manufacturing companies generally adjusted their prices downward in the face of the competition. On the other hand, weak market demand and the industry's destocking cycle in the first half of the year put pressure on operating efficiency. During the second half of the year, the traditional peak season saw a rebound in demand for paper products, and the profitability of the entire industry improved in line with the gradual increase in paper prices.

In the face of changes in market supply and demand and policy adjustments, the Group actively consolidated its upstream resources to develop a vertical business model covering pulp-making and waste paper recycling, with a view to ensuring raw material supply and controlling its costs so as to improve profitability. During the year under review, the Group's new pulp production lines in Chongqing, Jiangxi and Guangxi commenced operation in succession, with an additional annual production capacity of 950,000 tons and a total pulp production capacity of 1.2 million tons.

The overseas production bases that the Group's previously established have demonstrated their cost advantages and generated substantial profits during the year under review. To further penetrate into the Southeast Asian market, the Group's fourth paper-making machine production line in Malaysia has commenced operation during the year, with an annual production capacity of 350,000 tons. Currently, the total production capacity of the production base in Malaysia is 1.4 million tons.

行業及業務回顧

回顧年內，內地實施對多種紙品進口「零關稅」，疊加行業新增產能陸續投產，造紙企業普遍下調價格迎戰。另一方面，市場需求於上半年表現疲軟，行業處於去庫存週期，營運效益承壓；及至下半年傳統消費旺季，紙品需求逐漸回暖，紙價連番上升，行業盈利得以改善。

面對市場供需及政策變化，本集團積極推動產業鏈向上游延伸，發展涵蓋製漿及廢紙回收的垂直業務模式，以確保原材料供應，控制成本以改善盈利。回顧年內，本集團位於重慶、江西和廣西的新增木漿生產線已陸續投產，新增年產能95萬噸，木漿總產能共120萬噸。

本集團此前佈局的海外生產基地於回顧年內發揮成本優勢，提供可觀盈利。為進一步開拓東南亞市場，本集團於馬來西亞第四台年產能達35萬噸的造紙生產線已於年內投產，現時馬來西亞生產基地的總產能達140萬噸。



BUSINESS PROSPECTS

Packaging paper remains the Group's core business. In response to the carbon emission reduction target, the State Council successively promulgated the policies of the Notice on Further Strengthening the Control of Excessive Packaging of Commodities (《關於進一步加強商品過度包裝治理的通知》) and the Circular of the General Office of the State Council on Printing and Issuing the Development Plan for Modern Logistics during the 14th Five-Year Plan Period (《國務院辦公廳關於印發「十四五」現代物流發展規劃的通知》) to tighten control on plastic packaging and promote the use of paper packaging as a substitute, which will benefit the Group's packaging paper business. As the PRC government has placed greater emphasis on supporting economic recovery, domestic consumption sentiment is expected to improve, and demand for key paper products such as packaging paper will also gradually pick up.

Regarding the overseas markets, the Group will leverage on the manufacturing facilities in Malaysia and Vietnam and local resources to improve its operational efficiency. Meanwhile, the Group will continue to support the "Belt and Road" initiative to boost its export sales so as to fully explore business opportunities in countries and cities along the Belt and Road, and expand its presence in international markets in order to broaden its profit base.

With respect to the tissue paper business, the Group upholds its business philosophy of the pursuit of high quality and environmental friendliness and thus it introduced the natural bamboo unbleached tissue to the market in order to satisfy consumers' needs for environmental protection and health. The economic outlook in Mainland China is expected to gradually improve, resulting in a steady increase in demand for tissue paper. Currently, the Group's total annual production capacity of tissue paper has reached approximately 1.1 million tons. The Group will continue to proactively tap the potential of its tissue paper business based on consumer demand in order to expand the market shares of the Group's tissue paper business.

業務前景

包裝紙業務為本集團的主要核心業務。響應減碳目標，國務院先後發布《關於進一步加強商品過度包裝治理的通知》及《國務院辦公廳關於印發「十四五」現代物流發展規劃的通知》等政策，加強管控塑料包裝，為紙質包裝提供替代空間，有利本集團包裝紙業務。隨著內地加大經濟支持力度，內需消費意慾預期將進一步改善，包裝紙等主要紙品的需求亦逐漸回升。

海外市場方面，本集團將善用馬來西亞及越南的生產設施，配合當地資源，優化營運效益。同時，本集團將繼續響應「一帶一路」戰略，加強出口銷售，充分拓展一帶一路國家和城市的業務發展機遇，強化產業國際化佈局，拓潤利潤基礎。

衛生紙業務方面，本集團秉持高端和綠色環保理念，推出天然竹纖維原色衛生紙，以迎合市場對環保和健康用紙的需求。預期內地經濟環境逐漸改善，衛生紙需求將穩步增加。目前，本集團衛生紙總年產能約110萬噸。本集團將繼續積極因應消費者需求，挖掘衛生紙業務的發展潛力，進一步提高本集團在衛生紙業務的市場份額。



The Group has also devoted substantial resources to the pulp business and actively integrated the pulp production lines in Chongqing, Jiangxi and Guangxi. By implementing the vertical integration strategy, the Group has further secured the stable supply of raw materials for tissue paper and optimized production costs, thereby maximizing the profit of its pulp business and tissue paper business.

In addition to its commitment to growing its core business, the Group also devotes its efforts to fulfilling its corporate social responsibility by promoting various environmental-friendly initiatives. On one hand, the Group offers its customers various environmental-friendly products, while on the other hand, it reduces pollution and carbon emissions through waste paper recycling and advanced production technologies so as to achieve sustainable development.

In the long term, the paper manufacturing industry still has tremendous room for development. The Group will continue to implement a prudent operating strategy, actively explore business opportunities in the paper manufacturing industry, further expand and optimize the operation of its various business segments, develop its integrated industrial chain for more stable operation, broaden its profit base, and maintain its market competitiveness in the paper manufacturing industry.

CONCLUSION

The Group would like to express its sincere gratitude to its employees and shareholders for their strong support. Leveraging its leading position in the paper manufacturing industry, consistently solid development advantages, and improved profitability, the Group will continue to create greater value for shareholders, employees and society.

本集團亦重點發展紙漿項目，將積極整合於重慶、江西和廣西新增的木漿生產線，並透過垂直整合經營，以進一步穩定衛生紙的原材料供應，優化生產成本，實現紙漿業務和衛生紙業務的利潤最大化。

除發展主營業務外，本集團亦致力履行企業社會責任，推動各種環保工作，一方面為客戶提供各種具環保元素的產品，另一方面透過廢紙回收及提升生產技術從而減低污染和碳排放，實現可持續發展的目標。

長遠而言，造紙行業仍然有比較大的發展空間。本集團將堅持審慎經營策略，積極尋找造紙業的發展機遇，持續拓展和優化各業務營運，向產業鏈一體化方向發展，進一步提升營運穩定性、加強盈利基礎及保持本集團在造紙行業的市場競爭力。

結語

本集團衷心感謝一直以來全體員工及股東的大力支持，憑藉本集團於造紙業的龍頭地位以及貫徹始終的穩健發展優勢，進一步提升盈利能力，為股東、員工及社會創造更大利益。



RESULTS OF OPERATION

Revenue and the profit attributable to owners of the Company, ordinary shareholders for the year ended 31 December 2023 was HK\$24.9 billion and HK\$1.05 billion respectively, while its net profit per tonne was HK\$176.

The earnings per share for the year was HK24.39 cents when compared with HK27.46 cents for the year ended 31 December 2022.

DISTRIBUTION AND SELLING EXPENSES

The Group's distribution and selling expenses was HK\$595 million for the year ended 31 December 2023 as compared to HK\$784 million for the year ended 31 December 2022. It represented about 2.4% of the revenue for the year ended 31 December 2023 and was decreased as compared to about 2.7% for the year ended 31 December 2022.

GENERAL AND ADMINISTRATIVE EXPENSES

The Group's general and administrative expenses was HK\$1,118 million for the year ended 31 December 2023 as compared to HK\$1,239 million for the year ended 31 December 2022. It represented about 4.5% of the revenue for the year ended 31 December 2023 and was increased as compared to that of 4.2% for the year ended 31 December 2022.

經營業績

截至2023年12月31日止年度的收入及本公司擁有人之普通股股東應佔年度盈利分別為249億港元及10.5億港元，每噸純利176港元。

本年度的每股盈利為24.39港仙，截至2022年12月31日止年度則為27.46港仙。

分銷及銷售費用

本集團截至2023年12月31日止年度的分銷及銷售費用為5.95億港元，而截至2022年12月31日止年度為7.84億港元。截至2023年12月31日止年度的分銷及銷售費用佔收入約2.4%，較截至2022年12月31日止年度約2.7%下降。

日常及行政費用

本集團截至2023年12月31日止年度的日常及行政費用為11.18億港元，而截至2022年12月31日止年度為12.39億港元。截至2023年12月31日止年度的日常及行政費用佔收入約4.5%，較截至2022年12月31日止年度的4.2%上升。



FINANCE COSTS

The Group's total finance costs (including the amounts capitalised) was HK\$831 million for the year ended 31 December 2023 as compared to HK\$365 million for the year ended 31 December 2022. The increase was mainly due to the increase in both bank borrowing amounts and average interest rate on bank borrowings during the year.

INVENTORIES, DEBTORS' AND CREDITORS' TURNOVER

The inventory turnover of the Group's raw materials and finished products were 66 days and 17 days, respectively, for the year ended 31 December 2023 as compared to 47 days and 24 days, respectively, for the year ended 31 December 2022.

The Group's debtors' turnover days were 42 days for the year ended 31 December 2023 as compared to 38 days for the year ended 31 December 2022. This is in line with the credit terms granted by the Group to its customers.

The Group's creditors' turnover days were 38 days for the year ended 31 December 2023 as compared to 41 days for the year ended 31 December 2022.

財務成本

截至2023年12月31日止年度，本集團的總財務成本(包括已資本化金額)為8.31億港元，而於截至2022年12月31日止年度則為3.65億港元。成本增加主要由於年內銀行借貸金額及銀行貸款平均利率均有上升。

存貨、應收賬款及應付賬款周轉期

本集團於截至2023年12月31日止年度的原料及製成品存貨周轉期分別為66日及17日，而於截至2022年12月31日止年度則分別為47日及24日。

本集團於截至2023年12月31日止年度的應收賬款周轉期為42日，而截至2022年12月31日止年度則為38日。此符合本集團給予客戶的信貸期。

本集團於截至2023年12月31日止年度的應付賬款周轉期為38日，而截至2022年12月31日止年度則為41日。



LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' fund of the Group (comprising of the Company's ordinary share capital, perpetual capital securities, reserves and non-controlling interests) as at 31 December 2023 was HK\$28,767 million (2022: HK\$28,607 million). As at 31 December 2023, the Group had current assets of HK\$13,141 million (2022: HK\$12,921 million) and current liabilities of HK\$11,436 million (2022: HK\$12,293 million). The current ratio was 1.15 as at 31 December 2023 as compared to 1.05 at 31 December 2022.

The Group generally finances its operations with internally generated cash flow and credit facilities provided by its principal bankers in Hong Kong, Macau and the PRC. As at 31 December 2023, the Group had outstanding bank borrowings of HK\$19,293 million (2022: HK\$16,327 million). These bank loans were secured by corporate guarantees provided by certain subsidiaries of the Company. As at 31 December 2023, the Group maintained bank balances and cash of HK\$1,517 million (2022: HK\$1,798 million). The Group's net debt-to-equity ratio (total borrowings net of cash and cash equivalents over shareholders' equity) increased from 0.51 as at 31 December 2022 to 0.62 as at 31 December 2023 as the result of the expansion of the Group.

The Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

The Group's transactions and the monetary assets are principally denominated in Hong Kong dollars, Renminbi and United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the year ended 31 December 2023. The Group has used currency structured instruments, foreign currency borrowings or other means to hedge its foreign currency exposure.

流動資金、財務資源及資本結構

於2023年12月31日，本集團的股東資金總額(包括本公司普通股股本、永續資本證券、儲備及非控股權益)為287.67億港元(2022年：286.07億港元)。於2023年12月31日，本集團的流動資產達131.41億港元(2022年：129.21億港元)，而流動負債則為114.36億港元(2022年：122.93億港元)。於2023年12月31日的流動比率為1.15，而於2022年12月31日則為1.05。

本集團一般以內部產生的現金流量，以及香港、澳門及中國之主要往來銀行提供的信貸備用額作為業務的營運資金。於2023年12月31日，本集團的未償還銀行貸款為192.93億港元(2022年：163.27億港元)。該等銀行貸款由本公司若干附屬公司提供的公司擔保作為抵押。於2023年12月31日，本集團持有銀行結餘及現金15.17億港元(2022年：17.98億港元)。由於擴充本集團業務，本集團的淨資本負債比率(借貸總額減現金及現金等價物除以股東權益)由2022年12月31日的0.51上升至2023年12月31日的0.62。

本集團具備充裕現金及可供動用的銀行備用額以應付本集團的承擔及營運資金需要。

本集團的交易及貨幣資產主要以港元、人民幣或美元計值。截至2023年12月31日止年度內，本集團的營運或流動資金未曾因匯率波動而遇到任何重大困難或影響。本集團採用貨幣結構工具、外幣借貸或其他途徑，作外幣風險對沖之用。



EMPLOYEES

As at 31 December 2023, the Group had a workforce of more than 10,000 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Group.

The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

僱員

於2023年12月31日，本集團員工超過10,000名。僱員薪酬維持於具競爭力水平，並會每年評估，且密切留意有關勞工市場及經濟市況趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本集團盈利發放花紅。

本集團並無遭遇任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工方面亦不曾出現困難。本集團與僱員的關係良好。



CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The Board of the Company believes that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding and maximising shareholders' interests. During the year under review, the Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix C1 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Board has adopted the principles of good corporate governance principles (the "Principles") and the code provisions (the "Code Provisions") as stated in the Code as the Corporate Governance Code of the Company. The Company remains resolute in its application of the Principles to the corporate governance of the Group. The Company regularly reviews its corporate governance policies to ensure that they remain updated and in compliance with the requirements with the Listing Rules. In particular, the Company adopted new Terms of Reference for the Remuneration Committee with effect from 1 January 2023, and has reviewed its remuneration policy and the terms of reference of the Audit Committee.

The objectives of the management structures within the Group, headed by the Board and led by the Chairman, are to deliver sustainable value to Shareholders.

企業管治常規

本公司致力保持高水準之企業管治。本公司董事會相信，對本集團增長及對保障及提高股東權益而言，完善及合理的企業管治常規實在不可或缺。本公司於回顧年內一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄C1所載之企業管治常規守則（「守則」）。

董事會已採納守則中所述的良好企業管治原則（「原則」）及守則條文（「守則條文」），作為本公司的企業管治守則。本公司堅持應用原則作本集團之企業管治。本公司定期檢討其企業管治政策，以確保該等政策保持更新並符合上市規則規定。具體而言，本公司採納薪酬委員會自2023年1月1日起生效的新職權範圍，並已檢討其薪酬政策及審核委員會的職權範圍。

本集團內管理架構以主席領導的董事會為首，其目標是持續不斷為股東創造價值。



The Chairman provides leadership to and oversees the effective functioning of the Board. With support of the Chief Executive Officer and the Company Secretary, the Chairman approves Board meeting agenda, and ensures directors have proper briefing, and timely receive adequate and reliable information, on all Board matters.

The role of the Chairman is separate from that of the Chief Executive Officer, and different persons hold the separate offices. Chief Executive Officer heads the management and focuses on the day-to-day operations of the Group.

主席負責領導並監督董事會，使其得以有效發揮功能。在首席執行官及公司秘書的支援下，主席批准董事會會議議程，並確保董事獲給予恰當簡報，且及時就一切有關董事會的事宜發放充足可靠的資料。

主席與首席執行官的職務明確劃分，職務由不同人士擔任。首席執行官負責領導管理層，專門負責本集團的日常營運。



BOARD OF DIRECTORS

Composition and Role

The Board comprises:

Executive directors:

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Lee Man Bun *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Independent non-executive directors:

Mr. Chau Shing Yim David
Ms. Lo Wing Sze *BBS JP*
Mr. Chan Wai Yan Ronald

As at 31 December 2023, the Board comprises of five executive directors (one of whom is the Chairman) and three independent non-executive directors. In addition, three of the independent non-executive directors possess appropriate professional accounting qualifications and financial management expertise.

The principal focus of the Board is on the overall strategic development of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation or confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The independent non-executive directors are explicitly identified in all of the Company's corporate communications.

The biographical details of the directors in existence during the financial year are set out on pages 118 to 124 to this annual report. Other than disclosed, the board members have no financial, business, family or other relationships with each other.

董事會

架構及角色

董事會包括：

執行董事：

李文俊博士 *銀紫荊星章 太平紳士(主席)*
李文斌先生 *榮譽勳章 太平紳士(首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

獨立非執行董事：

周承炎先生
羅詠詩女士 *銅紫荊星章 太平紳士*
陳惠仁先生

於2023年12月31日，董事會包括五位執行董事(其中一位為主席)及三位獨立非執行董事。此外，三位獨立非執行董事分別具適當之專業會計師資格及財務管理經驗。

董事會主要著眼於本集團之整體策略及發展。董事會亦監察本集團經營業務之財務表現及內部監控。

獨立非執行董事亦在確保及監察有效企業管治之架構中擔當非常重要的角色。董事會相信每一位獨立非執行董事均有其獨立性及判斷力，彼等均合乎上市規則規定之特定獨立準則。本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出之年度獨立性確認函。而獨立非執行董事均可在本公司所有企業通訊內明確識別。

於財政年度內在任董事之履歷詳情載於本年報第118至第124頁。除已披露者外，董事會成員彼此之間並無任何財務、業務、家族或其他關係。



The Chairman is primarily responsible for drawing up and approving the agenda for each board meeting in consultation with all directors. Notice of at least 14 days have been given to all directors for all regular board meetings and the directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all directors within reasonable time before the meeting. Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation.

Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings and all directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

During the year, 6 full board meetings and an annual general meeting (“AGM”) were held and the individual attendance of each director is set out below:

主席經徵詢全體董事，首要負責草擬及審批每次董事會會議之議程。開會通知最少於常務會議十四天前發送予各董事，如需要，董事可要求在議程內加插討論事項。召開常務會議時，一套完整議程連同開會文件會在開會前之合理時間內發送予各董事。草擬的會議紀錄亦會於合理時間內送交各董事省閱，方予確認。

董事會及董事委員會之會議紀錄由相關會議所委任之秘書保存，所有董事均有權查閱董事會文件及相關資料及適時地獲提供足夠資料，使董事會可於決策事項前作出有根據的判斷。

年內，已召開6次全體董事會會議及一次股東週年大會(「股東週年大會」)，各董事出席情況詳列如下：

Name of director	董事姓名	Number of meetings attended/Total 出席會議/會議總次數	
		Board meeting 董事會會議	AGM 股東週年大會
Dr. Lee Man Chun Raymond <i>SBS JP</i>	李文俊博士 銀紫荊星章 太平紳士	6/6	1/1
Mr. Lee Man Bun <i>MH JP</i>	李文斌先生 榮譽勳章 太平紳士	6/6	1/1
Mr. Li King Wai Ross	李經緯先生	6/6	1/1
Mr. Lee Jude Ho Chung	李浩中先生	6/6	1/1
Mr. Yip Heong Kan	葉向勤先生	6/6	1/1
Professor Poon Chung Kwong <i>GBM GBS JP</i> (note (i))	潘宗光教授 大紫荊勳章 金紫荊星章 太平紳士(註(i))	5/5	1/1
Mr. Wong Kai Tung Tony (note (ii))	王啟東先生(註(ii))	5/5	1/1
Mr. Peter A. Davies (note (ii))	Peter A. Davies先生(註(ii))	5/5	1/1
Mr. Chau Shing Yim David	周承炎先生	6/6	1/1
Ms. Lo Wing Sze <i>BBS JP</i> (note (iii))	羅詠詩女士 銅紫荊星章 太平紳士(註(iii))	1/1	–
Mr. Chan Wai Yan Ronald (note (iii))	陳惠仁先生(註(iii))	1/1	–

Notes:

(i) The director retired on 9 May 2023.

(ii) The directors resigned on 2 August 2023.

(iii) The directors were appointed on 2 August 2023.

註：

(i) 該董事於2023年5月9日退休。

(ii) 該等董事於2023年8月2日辭任。

(iii) 該等董事於2023年8月2日獲委任。



Each appointed director receives formal, comprehensive and tailored induction on the first occasion of his appointment to ensure proper 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.

每位委任董事均於首次接受委任時獲得正式、全面及專門為其設計之入職培訓，以確保該董事對本公司之業務及運作均有適當之理解，並充分知悉彼於上市規則及相關監管規定下之責任及義務。

The directors acknowledge the need to continue to develop and refresh their knowledge and skills for making contributions to the Company. The participation by individual directors in the continuous professional development programme with appropriate emphasis on the roles, functions and duties of a director of a listed company in 2023 is recorded in the table below.

董事確認要持續發展並更新本身知識及技能方可為本公司作出貢獻。下表概列各董事於2023年就適切着重上市公司董事之角色、職能及職責之持續專業發展計劃之參與記錄。

Name of director	董事姓名	Attending external seminars/ programmes	
		Reading regulatory updates 閱讀監管規定更新資料	participating in external seminars/ programmes 參與外部機構舉辦研討會/活動
Executive directors	執行董事		
Dr. Lee Man Chun Raymond <i>SBS JP</i>	李文俊博士 銀紫荊星章 太平紳士	✓	✓
Mr. Lee Man Bun <i>MH JP</i>	李文斌先生 榮譽勳章 太平紳士	✓	✓
Mr. Li King Wai Ross	李經緯先生	✓	✓
Mr. Lee Jude Ho Chung	李浩中先生	✓	✓
Mr. Yip Heong Kan	葉向勤先生	✓	✓
Non-executive director	非執行董事		
Professor Poon Chung Kwong <i>GBM GBS JP</i>	潘宗光教授 大紫荊勳章 金紫荊星章 太平紳士	✓	✓
Independent non-executive directors	獨立非執行董事		
Mr. Wong Kai Tung Tony	王啟東先生	✓	✓
Mr. Peter A. Davies	Peter A. Davies先生	✓	✓
Mr. Chau Shing Yim David	周承炎先生	✓	✓
Ms. Lo Wing Sze <i>BBS JP</i>	羅詠詩女士 銅紫荊星章 太平紳士	✓	✓
Mr. Chan Wai Yan Ronald	陳惠仁先生	✓	✓



AUDIT COMMITTEE

The Audit Committee has reviewed with management, the Group's consolidated financial statements for the year ended 31 December 2023, the accounting principles and practices adopted and discussed auditing, internal controls and financial reporting matters.

The Audit Committee was established in 2003 and its current members include:

Mr. Chau Shing Yim David (*Chairman*)

Ms. Lo Wing Sze *BBS JP*

Mr. Chan Wai Yan Ronald

The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in legal, business and accounting on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. To conform to the provisions of the Code and the Listing Rules, the written terms of reference which describe the authority and duties of the Audit Committee were approved and adopted on 28 March 2012, and revised in (i) January 2016 to reflect the additional responsibilities of the Audit Committee arising from the Stock Exchange's proposal on risk management and internal control under the Code applicable to accounting periods beginning on or after 1 January 2016; and (ii) January 2019 to reflect the amendments of the Code with effect from 1 January 2019. A copy of the terms of reference is posted on the Company's website.

The Audit Committee meets regularly to review the Group's financial reporting and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the accounts for the year ended 31 December 2023.

審核委員會

審核委員會與管理層已審閱本集團截至2023年12月31日止年度之綜合財務報表、所採納之會計原則及慣例，並已討論核數、內部監控及財務報告事宜。

審核委員會於2003年成立，現時成員包括：

周承炎先生(主席)

羅詠詩女士 *銅紫荊星章 太平紳士*

陳惠仁先生

董事會認為各審核委員會成員均具備廣泛營商經驗，審核委員會當中兼備合適之法律、商業及會計專業。審核委員會之架構及成員符合上市規則第3.21條之規定。為符合守則條文及上市規則，描述審核委員會權限及職責之職權範圍已於2012年3月28日獲批准及採納，並已(i)於2016年1月經修訂，以反映聯交所按於2016年1月1日或之後開始的會計期間適用的守則就風險管理及內部監控提出建議所產生審核委員會額外職責；及(ii)於2019年1月經修訂，以反映自2019年1月1日起生效的守則修訂。職權範圍全文已刊載於本公司網頁內。

審核委員會定期開會以檢討本集團之財務匯報及給予股東之其他資料、內部監控系統、風險管理及審核過程之有效性及效能。審核委員會並為董事會及公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師之獨立性及效能。

審核委員會已與管理層檢討本集團所採納之會計原則及慣例，並已就內部監控及財務匯報等事項進行討論，其中包括審閱截至2023年12月31日止年度的會計賬目。



During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

年內，共召開三次審核委員會會議，個別成員的出席情況詳列如下：

Name of member	成員姓名	Number of attendance	出席次數
Mr. Chau Shing Yim David (<i>Chairman</i>)	周承炎先生(主席)		3/3
Mr. Wong Kai Tung Tony (note (i))	王啟東先生(註(i))		2/2
Mr. Peter A. Davies (note (i))	Peter A. Davies先生(註(i))		2/2
Ms. Lo Wing Sze <i>BBS JP</i> (note (ii))	羅詠詩女士銅紫荊星章 太平紳士(註(ii))		1/1
Mr. Chan Wai Yan Ronald (note (ii))	陳惠仁先生(註(ii))		1/1

notes:

(i) The directors resigned on 2 August 2023.

(ii) The directors were appointed on 2 August 2023.

註：

(i) 該等董事於2023年8月2日辭任。

(ii) 該等董事於2023年8月2日獲委任。

REMUNERATION COMMITTEE

The Remuneration Committee was established in 2005 and the current members include:

Mr. Chau Shing Yim David (*Chairman*)

Ms. Lo Wing Sze *BBS JP*

Mr. Chan Wai Yan Ronald

薪酬委員會

薪酬委員會於2005年成立，現時成員包括：

周承炎先生(主席)

羅詠詩女士銅紫荊星章 太平紳士

陳惠仁先生



The Remuneration Committee has adopted the approach under paragraph E.1.2(c)(ii) of the Code and advises and makes recommendations to the Board on the Group's overall policy and structure for the remuneration of directors and senior management. The Remuneration Committee is responsible for making recommendations to the Board on the remuneration packages of individual executive directors and senior management. Remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Remuneration Committee is also responsible for making recommendations to the Board on the remuneration of non-executive directors. The Remuneration Committee, in making such recommendations, will take into account salaries paid by comparable companies, time commitment and responsibilities of the directors and employment conditions elsewhere in the group. A significant proportion of the executive directors' remuneration shall link rewards to corporate and individual performance. The Remuneration Committee ensures that no director or any of his associate is involved in deciding his own remuneration. An updated terms of reference of the Remuneration Committee were adopted with effect from 1 January 2023 to conform to the provisions of the Code, a copy of which is posted on the Company's website.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

The Remuneration Committee meets regularly to determine the policy for the remuneration of directors and assess performance of executive directors and certain senior management. One Remuneration Committee meeting was held during the year and all members have attended in the meeting. During the year ended 31 December 2023, as the Company did not have any share option scheme or share award scheme, there were no material matters relating to the share schemes which required review or approval by the Remuneration Committee.

薪酬委員會已採納守則規條之E.1.2(c)(ii)，向董事會就本集團董事及高級管理層之薪酬之整體政策及架構作出建議。薪酬委員會負責就個別執行董事及高級管理層的薪酬待遇向董事會作出建議。薪酬待遇應包括實物福利、退休金權利及補償金，包括因失去或終止其職務或委任而應付的任何補償金。薪酬委員會亦負責就非執行董事的薪酬向董事會作出建議。薪酬委員會於作出有關建議時，將考慮可資比較公司所支付的薪金、董事的時間投入及責任，以及集團其他部門的僱傭條件。執行董事薪酬極大部分應與公司及個人表現的回報掛鉤。薪酬委員會確保概無董事或其任何聯繫人參與釐定其本身之薪酬。為符合守則條文，薪酬委員會的更新職權範圍已於2023年1月1日獲採納及生效，並已刊載於本公司網頁內。

在釐定應付予董事之酬金時，薪酬委員會乃考慮各項因素，包括同業薪金水平，董事所奉獻之時間及其職責，集團內部的僱傭情況及與表現掛鉤之酬金。

薪酬委員會定期開會以釐定董事之酬金政策及評估執行董事及若干高級管理層之表現。年內召開會議一次，所有成員均有出席會議。於截至2023年12月31日止年度，由於本公司並無任何購股權計劃或股份獎勵計劃，因此本公司概無任何有關股權計劃的重大事宜需提請薪酬委員會審議或批准。



NOMINATION COMMITTEE

The Nomination Committee was established on 28 March 2012 and the current members include:

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Chau Shing Yim David
Ms. Lo Wing Sze *BBS JP*
Mr. Chan Wai Yan Ronald

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of the independent non-executive directors. The terms of reference of the Nomination Committee were approved and adopted on 28 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website.

The Nomination Committee reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. One Nomination Committee meeting was held during the year and all members have attended in the meeting.

Nomination Policy

Objectives

The key objectives of the Nomination Policy (the "Nomination Policy") shall inter alia include the following:

- to set out the criteria and process for the nomination and appointment of directors of the Company;
- to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business; and
- to ensure the Board's continuity and appropriate leadership at the Board level.

提名委員會

提名委員會於2012年3月28日成立，現時成員包括：

李文俊博士 *銀紫荊星章 太平紳士(主席)*
周承炎先生
羅詠詩女士 *銅紫荊星章 太平紳士*
陳惠仁先生

提名委員會主要職責包括檢討董事會構成，開發及制訂提名及委任董事之有關程序，就董事之委任及繼任計劃向董事會提供推薦意見，以及評估獨立非執行董事之獨立性。為符合守則條文，提名委員會的職權範圍已於2012年3月28日獲批准及採納，並已刊載於本公司網頁內。

提名委員會已檢討董事會目前之架構、規模及構成，以保證各董事具有適合本公司業務要求的均衡知識、技能及經驗。年內召開會議一次，所有成員均有出席會議。

提名政策

目標

提名政策(「提名政策」)的主要目標應包括(其中包括)以下內容：

- 就提名及委任本公司董事事宜，制定標準及程序；
- 確保董事會具有適用於公司業務需要之相應技能、經驗及多元化觀點的平衡；及
- 確保董事會的連續性及董事會層面的領導質素。



Appointment and Re-appointment of Director

Nomination Committee shall identify and ascertain the integrity, qualification, expertise and experience of the candidate who is considered for being appointed/re-elected as director and apply due diligence in compliance with all applicable provisions of the laws of the Cayman Islands and the Listing Rules including any amendments thereto from time to time. Also, the Nomination Committee shall consider recommendations for candidates to the Board from shareholders of the Company.

The Nomination Committee shall obtain all applicable declarations and undertakings as provided under the laws of the Cayman Islands and the Listing Rules. In the case of independent non-executive directors, the Nomination Committee shall ensure that the independent non-executive directors meet the criteria of independence as laid down in the Listing Rules.

While recommending any potential new member(s)/re-appointment of existing member(s) to the Board, the Nomination Committee shall consider the following:

- candidate's character, integrity, qualifications including professional qualifications, skills, knowledge and experience and diversity criteria under the Board Diversity Policy of the Company which are relevant to the Company's business and corporate strategy, other commitments and the like;
- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- the potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, gender diversity and diversity of perspectives;

委任及續聘董事

提名委員會應辨識並確定被委任或重選為董事候選人的誠信、資格、專業知識和經驗，並根據所有適用的開曼群島法例及上市規則，包括其不時作出的任何修訂來進行盡職調查。此外，提名委員會應考慮本公司股東向董事會提出的候選人建議。

提名委員會應根據開曼群島法例和上市規則的規定獲得所有適用的聲明和承諾。就獨立非執行董事而言，提名委員會應確保獨立非執行董事符合上市規則所載的獨立性之標準。

在向董事會推薦任何潛在的新成員／續聘現有成員時，提名委員會應考慮以下事項：

- 候選人的性格、誠信、資歷包括專業資格、技能、知識及經驗及根據公司董事會多元化政策與公司戰略及業務相關的多元化標準及其他承諾等；
- 為實現董事會多元化而採取的任何可計量的目標；
- 董事會按上市規則要求設立獨立董事及該候選人是否根據上市規則所載之獨立準則被視為獨立人士；
- 候選人在資歷、技能、經驗、獨立性、多元化性別及多元化觀點方面能為董事會帶來的潛在貢獻；



- willingness and ability to devote sufficient time to discharge duties as a member of the Board and/or Board committee(s);
 - such other criteria which are appropriate to the Company's business and corporate strategy and the Board's succession plan and, where applicable, which may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning; and
 - any other factors as the Nomination Committee may deem fit to consider in the best interests of the Company and shareholders of the Company.
- 願意並有能力投入足夠的時間履行董事會及／或董事會委員會成員的職責；
 - 其他適用於公司業務及公司策略及董事會繼任計劃的準則，以及在適當情況下，董事會及／或提名委員會不時採納及／或修訂的準則，以提名董事及進行繼任計劃；及
 - 提名委員會認為對本公司及本公司股東最佳利益的任何其他因素。

Once the Nomination Committee determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its evaluation of a candidate, including inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nomination Committee, the Board or the management.

當提名委員會確定需要增加或替換董事，提名委員會可以採取其認為合適及相關的措施評估候選人包括對提出推薦或提名的人員進行查詢、聘用外間調查公司收集其他信息、或依賴提名委員會成員、董事會或管理層的認知。

The Nomination Committee may retain the services of other professional third parties to assist in identifying and evaluating potential candidates.

提名委員會可以聘用其他專業第三方提供服務以協助辨識和評估潛在的候選人。



The Nomination Committee and the Board shall ensure that the composition of the Board is in conformity with the laws of the Cayman Islands, the Listing Rules and all other applicable laws and regulations.

In accordance with the Articles of Association and applicable laws and regulations, Mr. Lee Man Bun, Ms. Lo Wing Sze and Mr. Chan Wai Yan Ronald, shall retire by rotation and being eligible, Mr. Lee Man Bun, Ms. Lo Wing Sze and Mr. Chan Wai Yan Ronald offer themselves for re-election at the next forthcoming annual general meeting.

Mr. Chau Shing Yim David ("Mr. Chau") has been appointed as an independent non-executive director of the Company since 1 October 2008 and has continued to serve the Company for more than nine years. As required by Appendix C1 to the Listing Rules, the further appointment of Mr. Chau will be subject to a separate resolution to be approved by shareholders at the forthcoming annual general meeting of the Company.

The Nomination Committee recommended the re-appointment of the aforesaid directors at the forthcoming annual general meeting of the Company.

提名委員會和董事會應確保董事會的組成符合開曼群島法例、上市規則和所有其他適用法律法規。

根據章程細則及適用法律法規，李文斌先生、羅詠詩女士及陳惠仁先生將於應屆股東週年大會上輪值告退，李文斌先生、羅詠詩女士及陳惠仁先生將符合資格並願意膺選連任。

周承炎先生(「周先生」)自2008年10月1日起已獲委任為獨立非執行董事，並已連續服務本公司超過九年。據上市規則附錄C1規定，進一步委任周先生應以獨立決議案形式由股東於應屆股東週年大會審議通過批准。

提名委員會建議於本公司應屆股東週年大會上續聘上述董事。



COMPANY SECRETARY

The Company Secretary of the Company is a full-time employee of the Group and she has confirmed that, in compliance with Rule 3.29 of the Listing Rules, she has taken no less than 15 hours of relevant professional training during the year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix C3 of the Listing Rules as a code of conduct regarding directors' securities transactions in 2004. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2023. The Model Code also applies to other specified senior management of the Group.

RISK MANAGEMENT AND INTERNAL CONTROL

The Group's risk management and internal control systems provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations effectively.

The Group has established a risk management framework, which consists of the Board, the Audit Committee and the Risk Management Taskforce (i.e. Senior Management). The Board determines the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems.

公司秘書

本公司之公司秘書為本集團全職僱員，彼已確認年內已遵守上市規則第3.29條接受不少於15小時之相關專業培訓。

董事之證券交易

本公司已於2004年採納上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。經本公司向所有董事作出具體查詢後，全體董事皆確認於截至2023年12月31日止整個年度已遵守標準守則所載之規定標準。標準守則亦適用於本集團之其他特定高級管理層。

風險管理及內部監控

本集團的風險管理及內部監控系統透過清晰的管治架構、政策及程序以及彙報機制，有效地管理本集團各業務範疇的風險。

本集團已設立風險管理組織架構，由董事會、審核委員會及風險管理小組(即高級管理層)組成。董事會釐定本集團達成策略目標時所願意接納的風險性質及程度，並全權負責監督風險管理及內部監控系統的設計、實施及監察其整體有效性。



The Group has formulated and adopted Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the Risk Management Taskforce identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established and assigned for those risks considered to be significant.

In addition, the Group has engaged an independent professional advisor to provide internal audit services, which assist the Board and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

Risk management report and internal control report are submitted to the Audit Committee and the Board at least once a year. The Board had performed annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; result of internal audit work; the extent and frequency of communication with the Board in relation to result of risk and internal control review; significant failures or weaknesses identified and their related implications; and status of compliance with the Listing Rules. The Board considers the Group's risk management and internal control systems are effective and adequate.

The risk management and internal control 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.

本集團亦已制訂及採納企業風險管理制度，提供有效的識別、評估及管理重大風險的政策。風險管理小組至少每年一次對影響本集團實現業務目標的風險事項進行識別，並通過規範的機制進行評估及排序，對主要風險制定風險緩解計劃及指定風險負責人。

此外，本集團外聘獨立專業機構提供內部審計服務，以協助董事會及審核委員會持續監督本集團的風險管理及內部監控系統，識別內部監控設計及運行中的缺陷並提出適當的改進意見。如發現嚴重的內部監控缺失，會及時向審核委員會及董事會彙報，確保採取及時的補救措施。

風險管理報告和內部監控報告均至少每年提交審核委員會及董事會。董事會已就本集團的風險管理及內部監控系統是否有效進行年度檢討，包括但不限於本集團應付其業務轉變及外在環境轉變的能力、管理層持續監察風險管理及內部監控系統的工作範疇及素質、內部審計工作結果、向董事會傳達風險及內部監控檢討結果的詳盡程度及次數、期內發生的重大監控失誤或發現的重大監控弱項以及有關影響、集團遵守上市規則規定的狀況等。董事會認為本集團的風險管理及內部監控系統乃有效及足夠。

上述風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險。因此，該等系統只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。



CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties set out below or it may delegate the responsibility to a committee or committees:

- Developing, reviewing and updating the Company's policies and practices on corporate governance and making recommendations on changes and updates;
- Reviewing and monitoring the training and continuous professional development of directors and senior management;
- Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; and
- Reviewing the Group's compliance with the Code and disclosure in this report.

企業管治職能

董事會負責執行以下企業管治職責或可指派一個或多個委員會負責：

- 制定、檢討及更新本公司企業管治政策及慣例，並提出有關變更及更新的建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及慣例；及
- 檢討本集團遵守守則的情況及在本報告中的披露。



PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

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

DIRECTORS’ RESPONSIBILITY STATEMENT

The directors are responsible for the preparation of accounts for each financial period which gives a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the accounts for the year ended 31 December 2023, the directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and prepared the accounts on the going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

處理及發放內幕消息的程序和內部監控措施

本集團遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定，於知悉任何內幕消息後，在合理地切實可行的範圍內，會儘快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團亦致力確保公告中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，以清晰及均衡的方式對正面及反面的事實作出同等披露。

董事的職責

董事須負責編製各財政期間能真實與公正地反映本集團之財政狀況及該期間之業績及現金流量之賬目。在編製截至2023年12月31日止年度之賬目時，董事已貫徹採用合適之會計政策、採納合適之香港財務報告準則及香港會計準則、作出審慎及合理的調整及評估以及在持續經營基礎上編製。董事並須負責保存適當之會計記錄，以能合理準確地披露本集團任何時候之財務狀況。



EXTERNAL AUDITOR

For the year ended 31 December 2023, the fee payable to the Company's external auditor in respect of audit and non-audit services provided to the Company and its subsidiaries is set out below:

		HK\$'000 千港元
Audit services	審核服務	7,750
Non-audit services (included tax matters, review and other reporting services)	非審核服務(包括稅務事項、審閱及其他申報服務)	1,068
		8,818

BOARD DIVERSITY

The Company has devised a policy on Board diversity (the "Policy") to ensure adequate diversity in its Board, with effect from 1 January 2019.

Vision

The Company believes diversity is important to enhance the Board's effectiveness by encouraging a diversity of perspectives and to maintain high standards of corporate governance. The Company will continue to monitor and develop new objectives for implementing and achieving improved diversity on the Board as and when it considers appropriate with regard to the specific needs of the Company and the market from time to time. In reviewing and assessing the Board's composition and the nomination of directors (as applicable), Board diversity shall be considered based on a number of criteria, including but not limited to, gender, age, cultural and educational background, professional knowledge and experience, industry knowledge and experience, technical skills and management experience.

外聘核數師

於截至2023年12月31日止年度，就本公司及其附屬公司獲提供的審核及非審核服務向本公司外聘核數師應付的費用載列如下：

董事會多元化

本公司已制定董事會成員多元化政策(「政策」)以確保董事會充分多元化，自2019年1月1日生效。

願景

本公司深信，多元化政策能夠鼓勵不同觀點百花齊放，對提升董事會效能及維持高水平企業管治至關重要。本公司將繼續因應本公司和市場不時的具體需求，在其認為有需要時監察及訂立新目標，藉以提升董事會的多元性。就檢討及評估董事會組成及董事的提名(在適用情況下)，應根據多項標準考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、專業知識及經驗、行業知識及經驗、技術技能及管理經驗。



Policy Statement

The Company recognises and embraces the benefits of having a diversified Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, which will include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and the like. The ultimate decision will be based on overall contribution that the selected candidates will bring to the Board and the Company.

Review of the Policy

The Nomination Committee will monitor the implementation of the Policy and will from time to time review the Policy, as appropriate, to ensure the effectiveness of the Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

During the year, the Company continued to monitor the board composition with regard to its diversity policy which requires board appointments to be made based on merit and candidates to be considered against an objective criteria, including diversity. In order to maintain an appropriate mix and balance of talent, skills, experience and background on the Board, the Nomination Committee developed measurable objectives to implement this policy and monitored progress towards achieving these objectives during the year ended 31 December 2023.

The current board composition was also evaluated by reference to, among other things, the age, gender, cultural and educational background and professional experience of each director, against the Company's business model and specific needs.

政策聲明

本公司認可到並接納董事會多元化的成效，並將董事會層面的多元化視為保持本公司競爭優勢的一個重要因素。

可計量目標

甄選人選將按一系列多元化範疇為基準，當中將包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識等。最終將按入選候選人可為本公司及董事會帶來的整體貢獻而定。

政策檢討

提名委員會將監察該政策的執行，並將不時在適當時候檢討該政策，以確保該政策行之有效。提名委員會將會討論任何或需作出的修訂，供董事會考慮及審批。

年內，本公司繼續監察董事會組成的多元化政策，該政策要求董事會委任以用人唯才為原則，並以多元化等客觀條件考慮董事人選。提名委員會為令董事會保持適當的才能、技能、經驗及背景組合及平衡，已訂立可計量目標以實施上述政策，並於截至2023年12月31日止年度監察達成有關目標的進度。

本公司亦參照每名董事的年齡、性別、文化及教育背景以及專業經驗等方面，因應本公司的業務模式及具體需求評核現任董事會的組成。



The current Board composition reflects a balanced mix of age, educational background, professional knowledge, industry experience and length of service to the Board. The diversity mix of the Board as at 31 December 2023 is summarized below:

現時的董事會組成反映年齡、教育背景、專業知識、行業經驗及於董事會的服務年資的均衡組合。董事會於2023年12月31日的多元化組合概要如下：

The Current Composition of the Board

董事會現時組成

Age 年齡	Gender 性別	Year of service as Director 董事服務年資
30 – 49 years (4 persons) 30歲至49歲(4人)	Male (87%) 男(87%)	1 – 5 years (4 persons) 1年至5年(4人)
50 – 59 years (3 persons) 50歲至59歲(3人)	Female (13%) 女(13%)	Over 10 years (4 persons) 10年以上(4人)
60 years and above (1 person) 60歲及以上(1人)		

Gender Diversity of Workforce

As at 31 December 2023, the Group had over 10,000 employees, approximately 19% of whom were female. As at 31 December 2023, the Senior Management of the Group comprised approximately 40% female members, being the Financial Controller who is also the Company Secretary and the Senior Finance Manager of the Group. The Board regularly assesses the Group's diversity profile of all levels of employees and considers the diversity policy to attract, retain and motivate employees from the widest possible pool of available talent. The Board considers that the gender ratio of the workforce of the Group, including the Senior Management, is appropriate for the operations of the Group and will strive to maintain this ratio. The Company is committed to increasing the female representation on the Board as mentioned above.

勞動力的性別多元化

於2023年12月31日，本集團擁有逾10,000名員工，其中約19%為女性。於2023年12月31日，本集團高級管理層包括約40%女性成員，為本集團財務總監（同時為公司秘書）及高級財務經理。董事會定期評估本集團各級別員工的多元化情況，並考慮多元化政策以在最大程度上招攬各類不同人才並加以留聘及激勵員工。董事會認為，本集團勞動力（包括高級管理層）的性別比例適合本集團的運營，並將努力維持這比例。如上所述，本公司致力於增加董事會中的女性代表。



SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

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

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can make a written requisition to the Board or the Company Secretary to convene an extraordinary general meeting pursuant to article 58 of the Company's Articles of Association. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited at the principal office of the Company, which is presently situated at 39/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong.

There are no provisions under the Company's Articles of Association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

股東權利

為保障股東權益及權利，包括選舉各董事在內之各項重大事宜均會於股東大會上提呈獨立決議案。

股東大會上提呈之所有決議案將根據上市規則投票表決，投票結果將於股東大會結束後於本公司及聯交所網頁公布。

根據本公司章程細則第58條，持有不少於本公司已繳足股本十分之一的股東可提出書面請求予董事會或公司秘書要求召開股東特別大會。該書面請求須列明會議的目的，並由有關股東簽署及遞交至本公司的總辦事處，現時地址為香港北角電氣道169號理文商業中心39樓。

根據本公司章程細則或開曼群島第22章公司法(1961年第3號法案，綜合及經修訂)，概無條文涉及股東在股東大會提出建議的程序(提名候選董事的建議除外)。股東可根據上述程序召開股東特別大會以處理其於書面請求提出的事宜。

股東亦可在本公司之股東大會上向董事會作出查詢。



INVESTOR RELATIONS AND COMMUNICATION

The Board is committed to providing clear and full information about the Group's performance to shareholders through the publication of interim results and annual results in a timely manner. In addition to dispatching circulars, notices and financial reports to shareholders, additional information is also available to shareholders on the website of the Company.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend annual general meetings for which the Company gives at least 21 days' notice. The Chairman and directors and external auditors are available to answer questions on the Company's businesses at the meeting.

Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In addition, procedures for demanding a poll are included in the circular to shareholders dispatched together with the annual report.

Constitutional Documents

During the year ended 31 December 2022, as passed by a special resolution in EGM of the Company, the Memorandum and Articles of Association of the Company was amended to (i) conform to the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules; (ii) allow a general meeting to be held as an electronic meeting or a hybrid meeting; (iii) bring the Memorandum and Articles of Association in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands; and (iv) to incorporate certain housekeeping changes.

Other than the above specified, there was no other significant change in the Company's constitutional documents for the year ended 31 December 2023.

與投資者交流及溝通

董事會致力透過刊發中期業績及年度業績，適時地將本集團之表現清晰及全面地提供予股東。除發送通函、通告及財務報告予股東，股東亦可透過本公司網頁獲取額外資訊。

股東週年大會提供一個良好的平台讓股東向董事會發表及交流意見。本公司發出不少於21天之通告，以鼓勵股東出席股東週年大會。主席、董事及外聘核數師均會列席會議，以便回答本公司業務上之提問。

各重大獨立事項(包括個別董事之選任)均會於股東週年大會上單獨提呈決議案。此外，載有投票表決程序之通函會與年報一併寄發予股東。

組織章程文件

於截至2022年12月31日止年度期間，經由本公司之股東特別大會之特別決議案通過，本公司之組織章程大綱及細則作出若干修訂，以(i)符合上市規則附錄三之核心股東保障標準；(ii)允許本公司股東大會以電子會議或混合會議形式舉行；(iii)使組織章程大綱及細則符合上市規則及開曼群島適用法律及程序所作修訂；及(iv)其他若干內務修訂。

除上述外，本公司之組織章程文件於截至2023年12月31日止年度並無其他重大變動。



Dividend Policy

The Board considers sustainable returns to shareholders to be one of the main objectives of the Company. Stable dividend payment to shareholders is the primary objective of the Company.

Under the applicable laws of the Cayman Islands and the Articles of Association of the Company, all of the shareholders have equal rights to dividends and distributions. The Board determines the interim dividend and recommends the final dividend which requires the approval of shareholders. In addition to cash, dividends may be distributed in the form of shares. Any distribution of shares also requires the approval of shareholders.

Retained profits can be used to achieve growth in corporate value. The Board has been making effective use of retained profits to strengthen the operating base and the development of businesses. According to the dividend policy adopted by the Company on 1 January 2019, the Board takes into account the following factors when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- availability of distributable profits;
- business conditions and strategies;
- future operations and earnings;
- development plans;
- cash requirements;
- capital requirements and expenditure plans;
- interests of shareholders as a whole;
- any restrictions on declaration and/or payment of dividends; and
- any other factors the Board may deem relevant.

股息政策

董事會認為可持續的股東回報是本公司主要目標之一。向股東支付穩定的股息是本公司的主要方針。

根據開曼群島的適用法律及本公司的章程細則，所有股東享有股息及分派的平等權利。董事會釐定中期股息及建議末期股息，而末期股息需要股東批准。除現金外，股息可以股份形式分派，任何股份分派亦需要股東批准。

留存盈利能用於實現企業價值增長。董事會一直有效地運用留存盈利以鞏固營運基礎和發展業務。根據公司於2019年1月1日所採納的股息政策，董事會在考慮宣派及派付股息時，會考慮以下因素：

- 財務業績；
- 現金流情況；
- 可分配盈利的可用情況；
- 業務狀況和策略；
- 未來經營和收益；
- 發展企劃；
- 現金需求；
- 資本需求及開支計劃；
- 股東的整體利益；
- 任何就股息宣派及／或支付的限制；及
- 董事會可能視為相關的任何其他因素。



In practice, the Company will not declare any dividend(s) where:

- there are reasonable grounds for believing that the Company is or would be, after a dividend payment, unable to pay its liabilities or discharge its obligations as and when they become due;
- pursuant to dividend decision date, the Company is insolvent or bankrupt or where, as a result of paying dividends, the Company would be rendered insolvent or bankrupt; or
- there is any other case set forth by any law.

在實務上，本公司在以下情況下將不會宣派任何股息：

- 有合理理由相信本公司在支付股息後出現或將會出現當到期應付時無法償還其債務或無法履行其責任；
- 根據股息釐定日期，本公司無力償債或破產、或因支付股息而導致本公司無力償債或破產；或
- 任何法律規定之任何其他情況。



ABOUT THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

With growing concerns from the various walks of life on how enterprises have shouldered their social responsibilities, Lee & Man Paper Manufacturing Limited (“Lee & Man Paper”, the “Group” or “We”) has prepared this Environmental, Social and Governance Report (this “Report” or “ESG Report”) for the period between 1 January 2023 and 31 December 2023 in accordance with the requirements under Appendix C2 “Environmental, Social and Governance Reporting Guide” of the Main Board Listing Rules of Hong Kong Exchange in order that stakeholders can better understand our performance in respect of environment, social and governance (“ESG”) and related information.

REPORTING STANDARDS AND SCOPE

Unless otherwise stated, this Report focuses on the Group’s core paper manufacturing business in Guangdong, Jiangsu, Chongqing, Vietnam and Malaysia¹. The annual production capacities of above-mentioned plants accounted for nearly 80% of all plants of the Group with thousands of employees hired, exerting a clear and significant contribution on the Group’s operation and ESG performance. The Group reports on the policies, measures, performance and key performance indicators with significant impacts on ESG issues based on the following four principles.

- **Materiality:** Significant environmental and social issues are determined by key stakeholders;
- **Quantitative:** Measurable key performance indicators are reported in a quantitative way with narrative and comparative data where appropriate, and further improvement goals are set;
- **Balance:** The Group’s ESG performance is reported in an objective and fair manner;
- **Consistency:** Consistent methodologies are used to make data comparable.

¹ Malaysia is newly included in the reporting scope of 2023.

關於環境、社會及管治報告

隨著社會各界對企業社會責任愈趨關注，為了讓各持份者更加了解理文造紙有限公司（下稱「理文造紙」、「本集團」或「我們」）於2023年1月1日至2023年12月31日（下稱「本年度」）環境、社會及管治（下稱「ESG」）的表現及相關資料，本集團按照香港交易所主板上市規則附錄C2《環境、社會及管治報告指引》的要求編製了本環境、社會及管治報告（下稱「本報告」、「ESG報告」）。

報告準則及範圍

除非另有所述，本報告涵蓋本集團位於廣東、江蘇、重慶、越南及馬來西亞¹的核心造紙業務，以上地區的年產能佔集團總數接近80%，合計擁有數千名員工，對本集團的營運以至ESG表現有明確且重大的貢獻。本集團按照以下四項原則匯報對環境、社會及管治有重大影響的政策、措施、績效和關鍵績效指標：

- **重要性：**由各主要持份者共同釐定我們最為重大的環境及社會事宜；
- **量化：**量化匯報關鍵績效指標，呈現資料、提供適當說明及比較資料，並訂立改善目標；
- **平衡：**客觀持平地匯報本集團的環境、社會及管治表現；
- **一致性：**沿用一致的披露統計方法，使資料具可比性。

¹ 馬來西亞為2023年度新增涵蓋範圍。



Information contained in this Report has been identified by the personnel in charge of the Group's ESG together with our key stakeholders, and material ESG issues have been prioritised in accordance with the materiality assessment. Preparation of the Report involved participation of the management and employees from all departments and has been approved by the Board to ensure the truthfulness and accuracy of the content and create values for all stakeholders.

BOARD STATEMENT

The Board assumes the full responsibility of sustainable development, including formulating the long-term, medium-term and short-term development directions, evaluating the risks and opportunities of the Group's key ESG issues, reviewing and ensuring the effectiveness of the relevant risk management and internal control systems. Besides, the Board also supervises senior management of the Group to continually optimize the governance structure, promotes the implementation of ESG initiatives and reviews reports prepared by the dedicated working team on a regular basis with an aim of making progress on sustainable development of the Group.

In terms of environmental protection, we have applied energy-saving and emission-reducing elements in our domestic and international industry chains and products, and invested resources in the development of environmentally friendly production technologies including the introduction of environmental-friendly ultra-low emission technology, the use of biomass fuel to replace part of the coal-fired power generation, etc., as a timely response to climate changes and extreme weather conditions, so as to protect the safety of factory workers and avoid property losses. In addition, we have improved our labor management mechanism and enhanced staff welfare and development, including a variety of training in the physical, mental and professional skills of employees to bring benefits to our employees.

本報告的內容由本集團的ESG相關負責人員及重要持份者共同擬定，並通過重要性評估排列對我們而言重大的ESG議題。本報告的編製獲得了各部門的管理層及員工共同參與，最後由董事會進行審批，確保內容真實、準確，並能為各持份者創造價值。

董事會聲明

董事會承諾為本集團的可持續發展事務肩負全責，包括制定長、中、短期的發展方向、評估本集團重要ESG議題的風險及機遇、檢討及確保相關風險管理及內部控制系統的有效性。此外，董事會亦督導本集團的高級管理層持續優化管治架構，推動ESG措施的落實，並定期接受ESG專責工作小組的匯報等等，帶領本集團在可持續發展事務上繼續向前邁進。

在環保方面，我們在國內外的產業鏈及產品設計上皆應用節能減排的環保元素，並投入資源研發環保生產技術，包括引入環保超低排放技術，使用生物質燃料替代部份燃煤發電等，及早應對氣候變化及極端天氣，以保護工廠勞工安全及避免財產損失。另外，我們亦完善了勞工管理機制，增加員工福利和發展，包括各種有關員工身心和專業技能的培訓，為員工帶來福祉。



Our excellent governance system, combined with stringent production procedures and quality control, enables us to create value for our customers, the public and other stakeholders through our products and services. This year, we were certified as the “Energy Efficiency “Leaders” in Guangdong Province’s Paper Manufacturing Industry” by Guangdong Paper Association and “Environmental Integrity Enterprise” by Chongqing Ecology and Environment Bureau, demonstrating the community’s recognition of our environmental protection and energy conservation efforts. The Group has also launched and funded various charitable projects to fulfill its corporate social responsibilities for alleviating poverty and assisting the disabled.

Looking ahead, we expect to achieve our targets in sustainable development matters. In addition to our occupational safety targets, we have set five environmental targets, using the figures in 2019 as baseline to reduce overall air emissions by 2%, waste water by 1%, non-hazardous waste by 2%, annual unit product coal consumption at our major plants by 1%, and annual unit product water consumption at our major plants by 1% in or before 2025. We will continue to increase our investment in public service and community, and regularly review the progress on ESG-related targets on an annual basis and continue to pursue greener performance. With Lee & Man Paper as our starting point, we will work together with our stakeholders to drive sustainable development for a better future.

Board of directors
8 March 2024

我們優良的管治體系結合嚴格的生產程序及品質管控，讓我們的產品和服務為顧客、公眾及其他持份者創造價值。本年度，我們獲廣東省造紙協會評為「廣東省造紙行業能效「領跑者」」和獲重慶市生態環境局評為「環保誠信企業」，展示了社會對我們環保節能的認可。本集團亦開展並資助多個公益項目，履行企業社會責任扶貧助殘。

展望未來，我們冀望在可持續發展事務上達成目標。除職業安全目標外，以2019年為基準，我們亦設立了5項環境目標，包括在2025年或之前整體廢氣排放降低2%、廢水排放降低1%、無害廢棄物減少2%、主要廠房每單位產品耗煤量同比下降1%及主要廠房每單位產品耗水量同比下降1%。我們會繼續擴大公益事務及社區投資，並每年定期檢討ESG相關目標進度，持續追求更環保表現，以理文造紙為起點，與我們的持份者攜手推動可持續發展，共創美好未來。

董事會
2024年3月8日



ESG CULTURE AND VISION

Embracing people-oriented principle
Protecting environment and saving energy
Striving for improvements
Contributing to society

Lee & Man Paper always adhered to a principle that places equal emphasis on production and operation, recruiting the right talents and letting them do their best, as well as environmental protection. Through sound corporate governance, we aim at creating a future in which operation will be performed in parallel with sustainable development. We continue to invest resources in climate change management, environmental conservation and technology research and development to reduce emissions and strive to produce sustainable products with the highest quality. With our aim of establishing a people oriented and efficient corporate culture in the long term, the vision of environmental protection and harmony will be promoted to the whole country and even beyond.

ESG MANAGEMENT AND POLICIES

The Group has established a sound risk management and internal control system, which is fully supported by the Board. We have developed a management structure with established rules and regulations, and specified the risks and respective persons in charge of internal processes. Independent third party consultant is engaged every year to conduct a comprehensive risk assessment and internal audit for the Group to prepare risk management and internal audit reports, which will be reported to the Audit Committee. We strive to provide the Board with all-round information covering the environmental, social and governance risks, including business operation, occupational health and safety under the pandemic, response to domestic and foreign environmental protection policies,

ESG文化及理念

以人為本
環保節能
銳意進取
回饋社會

理文造紙秉承生產經營、人盡其才，才盡其用以及環境保護並重的宗旨，通過良好的企業管治，創造經營與可持續發展並行的未來。我們不斷投放資源於氣候變化管理、環境保育及技術研發工作，減少排放，致力生產最優質和可持續發展的產品。長遠建設以人為本和高效經營的企業文化，將環保和諧的理念宣揚到全國乃至海外。

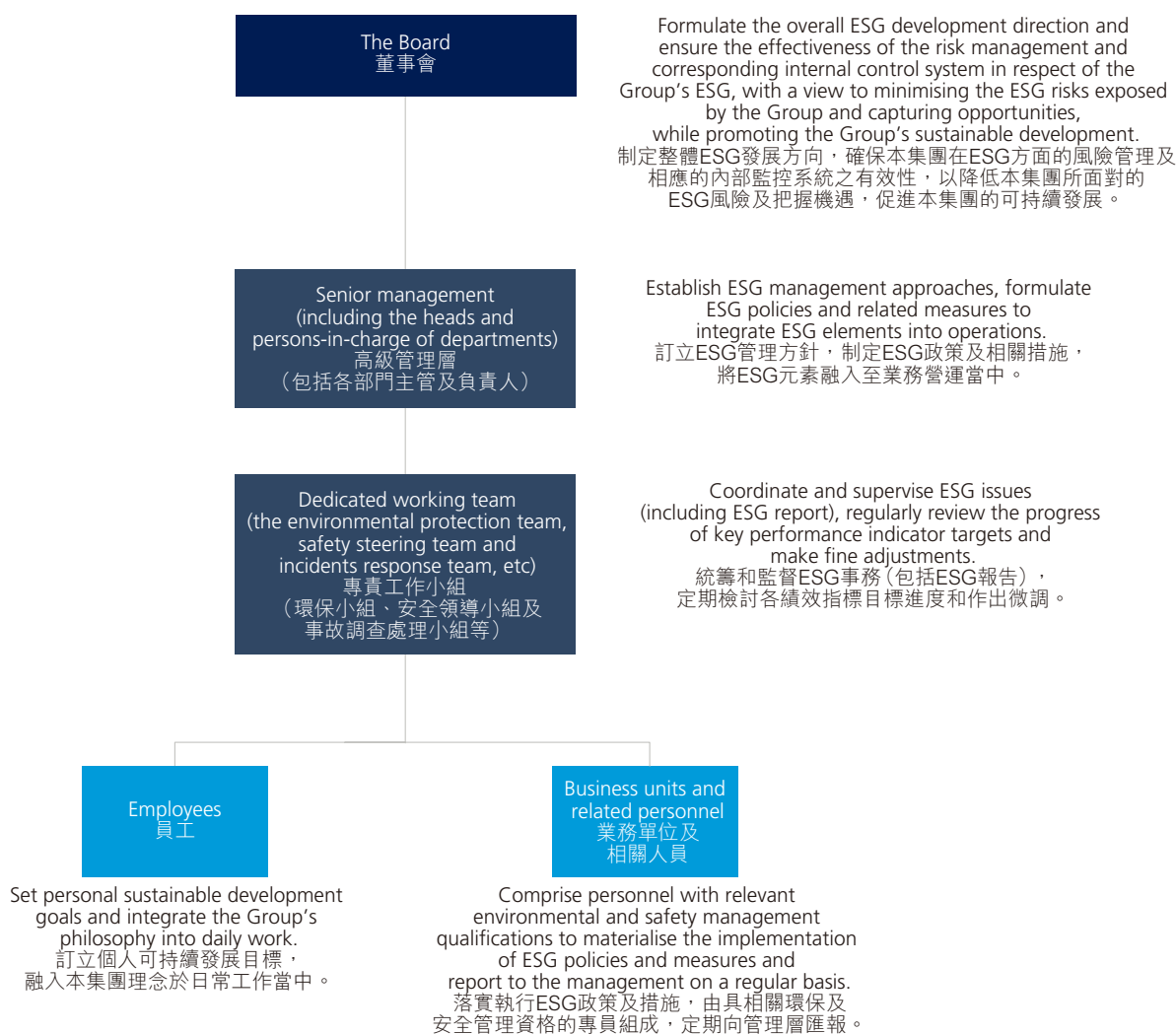
ESG管理及政策

本集團設有完善的風險管理及內部控制系統，並由董事會肩負全責，我們已制定管理架構、建立規章制度及明確風險及各個內部流程的負責人，每年亦會尋求獨立第三方機構為本集團進行全面的風險評估及內部審計，以形成風險管理及內審報告向審核委員會匯報。我們務求在以上過程中為董事會提供覆蓋環境、社會及管治風險的全面資訊，包括企業經營、疫情下的職業健康及安全、應對國內外環保政策、合規及反貪污、氣候變化等，確保有效管控風險並把握機遇。本公司董事會高度重視



compliance and anti-corruption, climate change, etc., to ensure effective management and control and seize opportunities as they arise. The Board of the Company attaches great importance to the Group's sustainable development and has established an ESG task force led by senior management, whose members including the heads of the quality control department, human resources department, information technology department, administration managers and sales managers, etc., to identify major ESG issues, manage the Group's ESG risks and opportunities and monitor the Group's ESG performance on a regular basis, and report to the management. The management will assess its impact and develop long-term and short-term plans to address potential risks, which will be reviewed and approved by the Board. The Group's ESG structure is as follows:

本集團的可持續發展，設立了由高級管理層主理的ESG專責小組，小組成員包括品質保證部部長、人力資源部部長、資訊科技部部長、行政經理、銷售經理等，以辨識重要ESG議題、定期管理本集團的ESG風險與機遇及監督本集團ESG表現，並向管理層匯報。管理層會評估其影響，訂立長短期計劃以解決潛在風險，最終由董事會覆核審批。本集團的ESG管治架構如下：



STAKEHOLDERS IDENTIFICATION AND ENGAGEMENT

Our stakeholders are internal and external interested parties of the Group, which are closely related to the ESG management and performance of the Group. By sorting out the individuals and parties that can affect or be affected by the operations of the Group, the management summarises the following seven key stakeholder groups. The Group values the engagement of each stakeholder and actively collects their opinions and expectations through interactions in daily operation, understands the impacts brought to them by our operation, so as to identify the Group's ESG risks and opportunities.

持份者辨識與參與

我們的持份者為本集團內部和外部的利益相關群體，與本集團的ESG管理及表現息息相關。管理層通過梳理可影響本集團營運或受本集團營運影響的個人及團體，歸納出以下七大重要持份者界別。本集團重視各持份者的參與，並在日常業務交流中積極收集其意見和期望，了解本集團業務對其之影響，從而辨識本集團的環境、社會及管治風險與機遇。

Stakeholder groups & engagement methods 持份者界別和參與方法

Employees 員工	Internal communication channels Intranet and employee newsletters 內部通訊渠道 內部網路及員工刊物	Performance evaluations and regular meetings Training and activities 表現評估及定期會議 培訓及活動
Customers 客戶	Official website Advertisements and communication 官方網站 宣傳及通訊	Service hotline and opinion survey Interviews and meetings with customers 服務熱線及意見調查 客戶面談及會議
Suppliers and business partners 供應商及業務夥伴	Business meetings Audit and performance evaluations 業務會議 審計及表現評估	Site visits Industry forums 實地考察 業界論壇
Investors and shareholders 投資者及股東	Annual general meeting Annual and interim reports 股東週年大會 年度及中期報告	Circulars and announcements 通函及公告
Government and regulatory authorities 政府及監管機關	Public consultation 公眾諮詢	Seminars and meetings 研討會及會議
Media 傳媒	Official website 官方網站	Press releases 新聞稿
Community groups 社區團體	Social services Charity activities 社會服務 慈善活動	Public consultation 公眾諮詢



During the Year, the stakeholders of the Group expressed concerns in the following areas, among others:

- Use clean energy to reduce emissions
- Increase the use of innovative technology to reduce wastes from production
- Improve product quality and thereby increasing customer satisfaction
- Enhance occupational safety management in factories
- Cultivate the human resource and provide more trainings

The above considerations will be incorporated into the future operational strategies of the Group in order to respond to the demands of stakeholders.

ESG MATERIALITY ASSESSMENT

In order to determine the ESG issues that are significant to the Group, the Group has conducted an ESG materiality assessment with the representatives of the aforesaid key stakeholder groups through interview and questionnaire. Relevance and materiality of issues are assessed by internal and external stakeholders in order to identify and analyse the most significant ESG issues of the Group. Such ESG issues are determined in accordance with the ESG aspects as stated in the Appendix C2 "Environmental, Social and Governance Reporting Guide" of the Main Board Listing Rules of Hong Kong Exchange and based on other factors which have an impact on the Group's operation and management system, objectives and core value, and risks and opportunities.

本年度本集團的持份者對以下範疇表達了關注，包括：

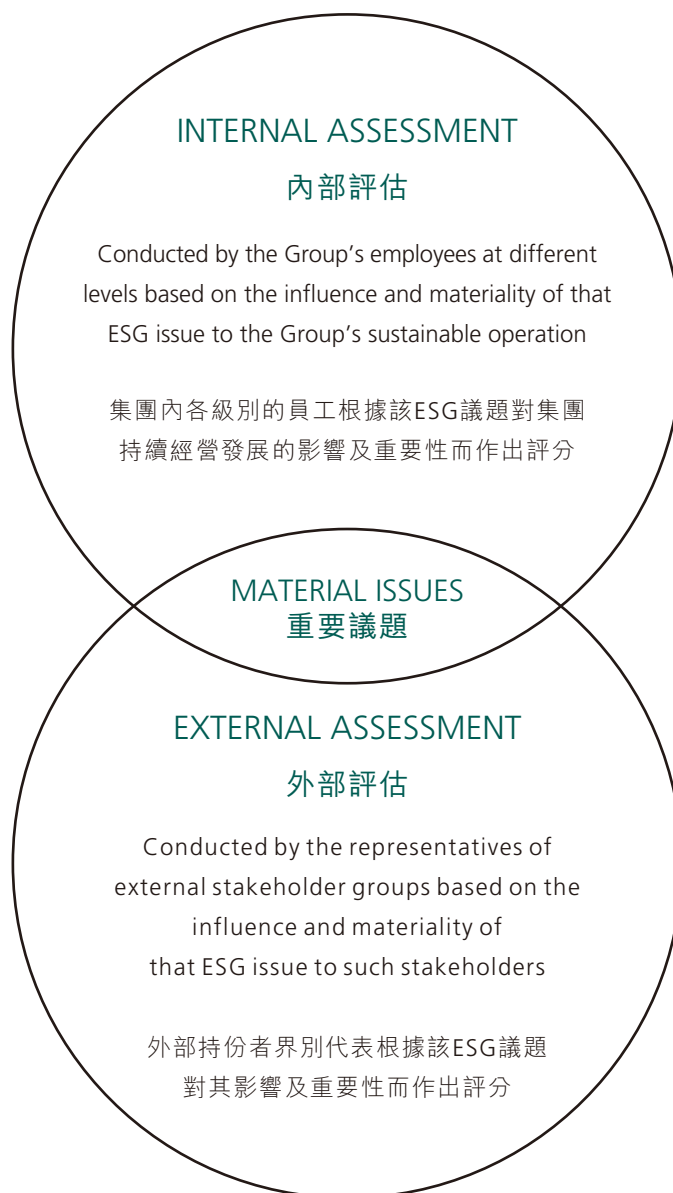
- 使用潔淨能源以減少排放
- 增加創新技術的投放，減少生產的廢棄物
- 提升產品品質，從而增加顧客滿意度
- 加強工廠的職業安全管理
- 人力資源開發和提供更多培訓機會

本集團未來在制定運營策略時會加入以上考慮，以回應持份者訴求。

ESG重要性評估

為確定本集團的重要ESG事宜，本集團以訪談及問卷的形式與上述各持份者界別代表共同進行了ESG重要性評估，由內、外持份者評定議題的相關性和重要性，從而識別及分析對本集團而言最為重要的ESG議題。ESG議題則根據香港交易所主版上市規則附錄C2《環境、社會及管治報告指引》內所列出的ESG範疇，及其他對本集團的營運管理系統、目標及核心價值、風險及機遇構成影響的因素而釐定。



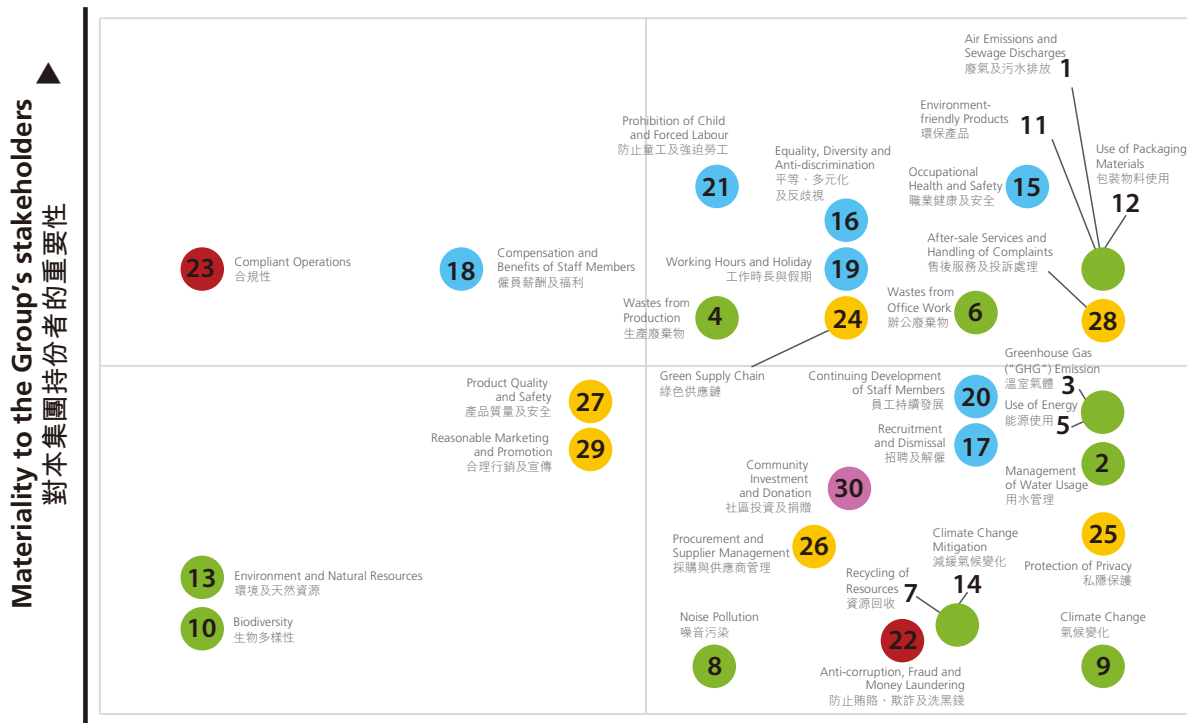


MATERIALITY MATRIX

Based on the assessments by stakeholders on various issues, we have identified the 30 issues that are most significant to the Group's stakeholders and our development, and these issues are ranked according to the materiality. In response to the increased concerns of the Group's stakeholders on environmental issues during the Year, the reporting focus of the Year has also been adjusted. The Group will continue to improve the group's development framework to meet the needs of stakeholders in ESG management.

重要性矩陣

結合各持份者就各項議題的評分，我們綜合了30項對本集團持份者及自身發展而言最為重要的ESG議題，並將其按重要程度排列。因應本年度本集團持份者對環保議題的關注上升，本年度的匯報重心亦有所調整。本集團將會繼續完善集團發展框架，於ESG管理上滿足持份者所需。



- Compliance management
 合規管理
- Environmental protection
 環境保護
- Product quality
 產品品質
- Staff development
 員工發展
- Community investment
 社區投資



AWARDS & ACCOLADES FOR 2023

The Group has been putting continuous efforts since its inception with consistent commitment to our customers, employees and community. Adhering to a principle that places equal emphasis on production and operation as well as environmental protection, we stay committed to offering quality products and services to the customers. With the support from various sectors, we have received a number of recognitions during the Year. The following table sets out some of the awards and accolades received in 2023:

2023年所獲獎項和榮譽

本集團自創立以來一路默默耕耘，對客戶、員工、社區承諾始終如一，秉承生產經營與環境保護並重的宗旨，不斷為顧客帶來更優質的產品與服務。有賴各界支持，本年度我們獲得了多方認可與肯定。下列為2023年部分獎項和榮譽：

Awards and Honors 獎項和榮譽	Awarded by 頒發單位
Top 10 Enterprises of Paper Industry in China Light Industries 2022 2022年中國輕工業造紙行業十強企業	China National Light Industry Council/China Paper Association 中國輕工業聯合會／中國造紙協會
Sino-European Content Consistency Group Standards for Environmental Footprint Assessment of Paper and Paper Products – Participating Unit 中歐內容一致性紙和紙製品環境足跡評估系列團體標準－參編單位	China Paper and Pulp Industry Chamber of Commerce/Confederation of European Paper Industries 全聯紙業商會／歐洲造紙紙業聯合會
High-tech Enterprise Certificate 高新技術企業證書	Department of Science and Technology of Guangdong Province/ Department of Finance of Guangdong Province/ Guangdong Provincial Tax Services, State Taxation Administration 廣東省科學技術廳/ 廣東省財政廳/ 國稅局廣東省稅務局
Guangdong Comprehensive Resource Utilization Enterprise Assessment Level I Capability 廣東省資源綜合利用企業評估一級能力	Guangdong Association of Circular Economy and Resources Comprehensive Utilization 廣東省循環經濟和資源綜合利用協會



Awards and Honors 獎項和榮譽	Awarded by 頒發單位
Energy Efficiency “Leaders” in Guangdong Province’s Paper Manufacturing Industry (Boxboard/Coated White Paperboard) 廣東省造紙業能效「領跑者」(箱紙板/塗佈白板紙)	Guangdong Paper Association 廣東省造紙協會
Environmental Integrity Enterprise 環保誠信企業	Chongqing Ecology and Environment Bureau 重慶市生態環境局
Chongqing Enterprise Innovation Award 重慶市企業創新獎	Chongqing Municipal People’s Government 重慶市人民政府
Top 100 Taxpaying Enterprise in 2022 2022年度納稅百大企業	Changshu Municipal Party Committee and Municipal Government 常熟市委、市政府
Certificate of Positive Contribution to Social and Economic Development 社會經濟發展有正面貢獻獎狀	Hau Giang Province in Vietnam 越南后江省



PEOPLE-ORIENTED

Anti-corruption

Anti-bribery, Anti-fraud and Anti-money Laundering

The Group attaches great importance to integrity supervision, and is committed to preventing corruption, bribery, fraud and other behaviors that are illegal and against commercial ethics, to make sure we have always observed laws and regulations on prevention of commercial crimes in our daily operations, including but not limited to the “Criminal Law of the People’s Republic of China”, the “Anti-Money Laundering Law of the People’s Republic of China”, the “Anti-Unfair Competition Law of the People’s Republic of China” and so forth. Enterprises are required under laws and regulations to abide by the principles of fairness, equality and integrity, to act in a lawful manner, to adhere to commercial ethics, and not to operate business by means of theft, bribery, deception, compulsion or other improper means.

The Group believes that to achieve anti-corruption, it relies the cooperation of both internal and external parties within the organization. Therefore, all employees are required to abide by the “Standards for Commercial Ethics” and “Anti-Corruption Policy” complied by the Group, which restricts employees to serve the Company and customers with professional compliance, equality, fairness, and integrity. The Worker’s Manual of the Group also clearly stipulates code of personal and professional conduct for their stringent compliance, pursuant to which employees are not allowed to accept any special privilege during transactions, including but not limited to rebates, expensive gifts, luxury hospitality, etc., so as not to affect their objectivity and professional judgment. In addition, all employees of the Group are required to sign “Undertaking to Integrity” upon onboarding, undertaking that he/she will not use his/her position to seek for unfair benefits nor gain personal profits to the detriment of the Company.

以人為本

反貪污

防止賄賂、欺詐及洗黑錢

本集團高度重視廉潔監管，致力防範貪腐、賄賂、欺詐等違法和違反商業道德的行為，確保營運全程遵守所有防止商業罪案有關的法例法規，包括及不限於《中華人民共和國刑法》、《中華人民共和國反洗錢法》、《中華人民共和國反不正當競爭法》等。法規要求企業需遵循平等、公平、誠信等原則，依法而行，堅守商業道德，不得以盜竊、賄賂、欺詐、脅迫或者以其他不正當手段經營。

本集團相信實現反貪污有賴多方內外合作。因此，所有員工亦需要遵守本集團編製的《商業道德規範》及《反貪污政策》要求員工以專業合規、平等公正、誠信正直的行為服務公司和客戶。本集團的員工守則中亦明文規定了個人及專業操守以期嚴格制約、防範交易過程出現任何特殊待遇，包括但不限於回扣、昂貴禮品、奢侈款待等，以免影響其客觀專業的判斷。同時，本集團員工在入職時均須簽署《廉潔從業承諾書》，承諾不可以利用工作職權上的便利為自己索取任何好處，不得為牟取自身利益而損害公司權益。



The Group has also put in place an anonymous whistleblowing mechanism for employees. Any person who comes to know that the interests of the Company are infringed by any person or issue may lodge a complaint or grievance with the Personnel Section, the Human Resources Department, the Administration Department or, in general, with the department head who has the authority to deal with the matter. The Complaints and Grievances Handling Department will issue confirmation of receipt within 5 working days of receipt of the complaint or grievance, and on a case-by-case basis, decide whether an internal investigation, an external third-party investigation or referral to the relevant supervisory authority is required. In the case of a serious issue involving a large number of parties, such case will be immediately reported to a higher authority, which will report the same to the Chief Executive Officer. The Grievance and Complaint Handling Department shall keep the identity of the employee who makes the complaint or lodges the grievance confidential, and any breach of confidentiality shall be dealt with by the Company in accordance with the rules and procedures. We have regularly assessed and reviewed the internal management system to ensure that potential corruption risks can be effectively prevented. The results of the above review and audit will be reported to the Audit Committee to ensure that the relevant risks are acknowledged, assessed and addressed. In order to emphasise the Group's integrity policies and allow employees to clearly understand the Company's anti-corruption policy and the importance of integrity, the human resources department and the legal department regularly provide anti-corruption trainings to the management and employees, and new comers are required to receive integrity education and training.

In the meantime, business counterparties of the Group, including customers, suppliers and contractors are required to sign an "Undertaking to Eliminate Bribery" by promising no bribery will be conducted and integrity will be upheld together with the Group, and violators shall bear the losses and all legal consequences of the Group. The Group also encourages its partners to provide their anti-corruption policies for our reference, ensuring that both parties cooperate on a fair, open and just basis.

During the Year, the Group did not find anything which constituted a breach of the aforesaid and other local laws and regulations related to anti-corruption or anti-money laundering.

本集團還設立了員工匿名舉報機制，任何人士如發現侵害公司利益的人或事，可向人事科、人力資源部、行政部申訴或投訴，一般情況，可向有處理權的部門領導申述或投訴。申述與投訴處理部門在收到申訴或投訴的5個工作天內發出確認收取通知，按每個舉報個案情況決定是否需要作出內部調查、外部協力廠商調查或移交給相關監管機構。若遇牽涉面廣的嚴重事情時應立即向上級彙報，並由上級將有關舉報呈交予首席執行官。申訴與投訴處理部門須為申訴與投訴人保密，有泄密者，公司將依照規定處理。同時，我們定期審核、檢討內部管理系統的完善性，確保系統能有效預防潛在的貪污風險。以上調查和審計結果均會匯報至審核委員會，確保其知悉、評估以及應對相關風險。人力資源部和法務部門定期組織管理層和員工進行反貪污培訓，僱員入職時亦須接受廉潔教育，以強調本集團的廉潔方針、讓員工清晰了解集團的反貪腐政策並深刻認識到集團對廉潔的重視。

同時，與本集團有業務往來的對象，包括客戶、供應商及承包商，均需簽署《杜絕行賄承諾書》，保證杜絕一切賄賂行為，共同秉持廉潔原則，違反者需承擔本集團的損失及一切法律後果。本集團亦鼓勵合作方提供其反腐政策供我們遵循參考，確保雙方基於公平、公開、公正的原則展開合作。

於本年度內，本集團並無任何違反上述所指及其他地區性的有關反貪污及洗黑錢法例法規的情況出現。



Employment

Lee & Man Paper regards employees as one of its valuable assets and relies on their contributions to create a competitive advantage for the Group. The Group actively attracts and motivates outstanding talents, assists employees in developing their potential to realise the people-oriented core value.

Given that staff in Mainland China represents a majority of the personnel of the Group, the Group fully complied with the requirements of the “Labour Law of the People’s Republic of China”, the “Labour Contract Law of the People’s Republic of China” and other relevant local employment laws and regulations. In accordance with the requirements, employees are entitled to compensation, holidays and leaves, occupational safety, trainings, insurance and benefits, the right to propose for the handling of labour disputes and other labour rights. The Group has established policies and procedures ensuring the implementation of statutory requirements and hence providing its employees with a work and living environment of higher level of quality, fairness and respect. In response to the expansion of the Group, we have further sorted out and adjusted our domestic and foreign human resource management strategy to specify the responsibilities and rights of both employees and employers, strengthening the protection for our staff.

勞工關係

理文造紙視員工為企業最寶貴財富之一，相信集團的競爭優勢來自全體員工的貢獻。本集團積極吸納並激勵優秀人才，協助員工發展潛能，實現以人為本的核心價值。

本集團在中國內地的員工佔全體員工的大多數，本集團全面遵守中國內地的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等及其他相關的地域性僱傭法例法規要求。根據規定，僱員需享有勞動報酬、假期及休假、職業安全、培訓、保險福利、提請勞動爭議處理等及其他勞工權益。本集團已設立完善的規章制度以確保切實執行法規要求，並為員工提供更優質、平等、尊重的工作及生活環境。因應集團規模擴張，在本年度我們進一步梳理及調整國內外的人力資源管理策略，以明確勞資雙方的職責及權利，加強對員工的保障。



Recruitment, Promotion, Compensation and Benefits

Talents are always in demand and the Group has been eager to recruit those who share the same values and visions with us so that we can build a diversified and professional team full of passion. By external recruitment and internal promotion channels to recruit and promote staff, as well as the establishment of our internal "Recruitment Management Policy", "Promotion Management Policy", "Appraisal Management Policy", "Salary Management Policy", "Termination Management Policy" and other relevant guidelines to govern administrative works including staff recruitment, appraisal and termination, the Group ensured high efficiency, compliance and transparency throughout the process. The Group also distributed the Worker's Manual to staff introducing its culture and core values, admission and appraisal, benefits and holidays, working hours and overtime regulation, training arrangements etc., ensuring that staff had full understanding of the human resources policy of the Group and the right to protect their own interests.

In order to enable employees to better develop on the existing basis, improve work ability and strength to become outstanding talents, the management team maintains two-way communication with employees, and determines the salary, personal development plans and training of each employee in accordance with their performance, experience, expertise and job duties, to enable them to grow with the Company. We strive to provide employees with better-than-market benefits and compensation packages to attract and retain talents.

招聘、晉升及薪酬福利

本集團求賢若渴，希望吸引與我們有著相同價值觀和理念的人才加入，共同建設專業、多元化且充滿熱誠的工作團隊。本集團通過外部招聘及內部晉升渠道招攬及提拔員工，並已於內部成立內部的《招聘管理規定》、《晉升管理規定》、《考勤管理規定》、《薪資管理規定》、《離職管理規定》及其他相關指引以規範員工招聘、考勤、離職等行政管理工作，確保過程高效合規並具透明度。本集團亦派發《員工手冊》向員工介紹本集團的文化及核心價值、入職與考勤、福利及假期、工時及加班、培訓安排等規定，確保員工充份了解本集團的人力資源政策，並積極維護自身權益。

為能讓員工在現有的基礎上進一步發展，提升工作能力和實力，成為優秀人才，管理團隊時刻與員工保持雙向溝通，根據其表現、經驗、專業程度、工作範圍，為每一位員工訂立薪酬、個人發展計劃和培訓，期望其與公司共同成長。同時，我們亦致力爭取為員工提供優於市場標準的福利和薪酬待遇以吸引並挽留人才。



In terms of benefits, the Group maintains provident fund and social insurances for its employees, ensuring that they can work only after being insured. It also takes full consideration of employees' needs by arranging convenient accommodation and meals for employees and their families. For the employees' work life balance, the Group promises to let our employees enjoy work injury leave, marital leave, paternity leave, maternity leave, compassionate leave, business trip leave, annual leave, personal leave, sick leave and medical insurance, and bonuses based on employee performance and the Group's profit.

We implement forty hours work week arrangement to ensure reasonable working hours so as to give employees sufficient rest and to avoid overwork. The additional working hours must be agreed and the "Overtime Request Form" must be filled by employees, and then the form should be submitted to the human resources department for record. For any complaints relating to working hours which are against employees' wishes or unreasonable, the Group will arrange follow-up investigations by the human resources department to protect employees' labour rights and interests.

在福利方面，本集團為全體員工購買公積金，辦理社會保險，確認員工受保後方可開始工作，並為員工及其家屬提供便利的住宿和膳食，全方位顧及員工需要。為了員工的平衡工作與生活，集團承諾員工可按需要申請工傷假、婚假、陪產假、產假、喪假、出差假、年假、事假、病假等。同時，全體員工亦享有醫療保障、視乎個人表現及本集團盈利情況發放的花紅等待遇。

我們奉行每週工時四十小時，確保工時合理，讓員工獲得充分休息，避免出現過勞等情況。額外安排的工作時數須取得員工本人同意並由本人填寫《加班申請單》，統一交予人力資源部備案。對於任何違反員工意願或不合理工時的投訴，本集團會安排人力資源部跟進調查，保障員工的勞動權益。



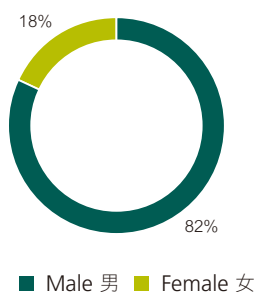
Employees' Data for the Year

All employees engaged by the reported plants are full-time employees. The total number and percentage of employees are as follows:

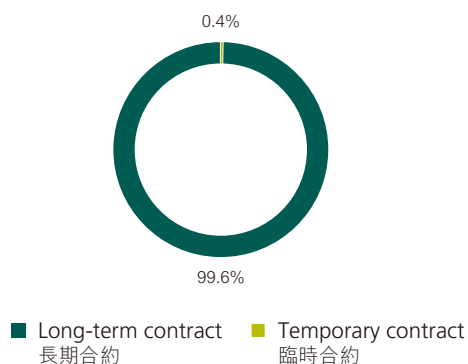
本年度員工數據

本集團所聘用的員工全為全職員工，員工的總數及百分比分佈如下：

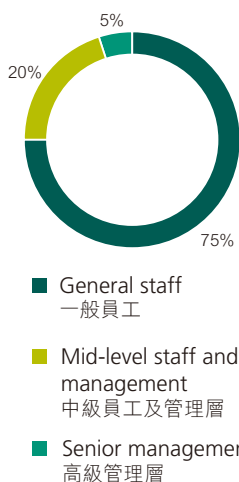
Employees by gender
僱員性別



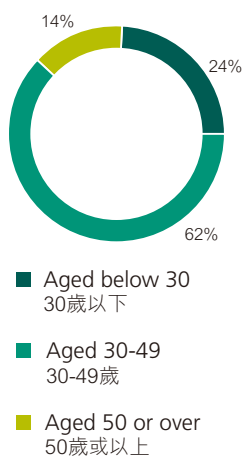
Contract types
合約類型



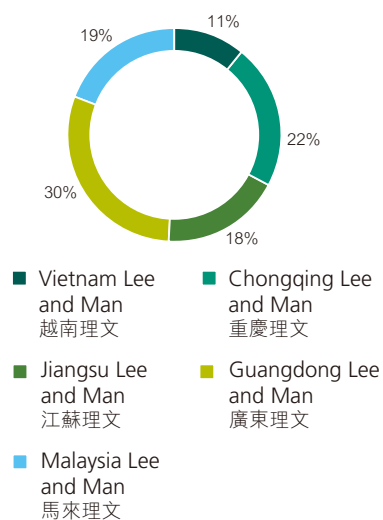
Employment category by position
職級類別



Employees by age
僱員年齡



Total employees by region
各地區僱員總數



Total number of employees 員工總數	2023 2023年	2022 2022年
By gender 性別		
Male 男	7,102	5,806
Female 女	1,594	1,346
By contract types 合約類型		
Long-term contract 長期合約	8,661	7,132
Temporary contract 臨時合約	35	20
By position 職級類別		
General staff 一般員工	6,539	5,282
Mid-level staff and management 中級員工及管理層	1,757	1,492
Senior management 高級管理層	401	378
By age group 年齡組別		
Aged below 30 30歲以下	2,085	1,339
Aged 30-49 30-49歲	5,430	4,825
Aged 50 or over 50歲或以上	1,181	988
Region 地區		
Guangdong 廣東	2,632	2,765
Jiangsu 江蘇	1,578	1,605
Chongqing 重慶	1,871	1,798
Vietnam 越南	925	984
Malaysia 馬來西亞	1,691	N/A 不適用



Employee turnover rate 員工流失比率	2023 2023年	2022 2022年
By gender 性別		
Male 男	14%	17%
Female 女	23%	19%
By age group 年齡組別		
Aged below 30 30歲以下	28%	30%
Aged 30-49 30-49歲	12%	14%
Aged 50 or over 50歲或以上	10%	16%
Region 地區		
Guangdong 廣東	12%	23%
Jiangsu 江蘇	11%	18%
Chongqing 重慶	13%	4%
Vietnam 越南	22%	26%
Malaysia 馬來西亞	25%	N/A 不適用



Employee Care

We foster employees' loyalty through a positive corporate culture, promote and strengthen cohesion among teams, cultivate closer relationship between employees and the Company, and achieve the objective of "a win-win situation for both employer and employee as one". The Group insists on maintaining good communication with employees. The interaction between employees and the Company can make both parties easier to hear and understand each other. We also continue to improve employee services in terms of meals, accommodation and amenities based on employees' needs.

We regularly provide recreational activities and festive celebration activities, such as the Spring Dinner, the National Day Celebration Dinner, sports competition, lucky draw event and staff birthday party and so on, to encourage employees and their families to participate so as to share the joy of life and promote physical and mental health of employees. In addition, the Group has set up an employees' welfare and assistance fund to help them meet emergency needs. If an employee or his/her family had a need for financial assistance due to an emergency, the Group would directly release emergence fund from the welfare fund to the employee to provide them with caring assistance and help them through the difficult time.

Recreational activities for employees

員工文娛康樂活動



Basketball game
籃球比賽



Chess gathering
象棋聚會

員工關懷

我們希望通過積極正面的企業文化培育員工的忠誠度，促進並增強團隊間的凝聚力，拉近員工和公司的關係，達成「勞資同心、共存雙贏」的目標。本集團堅持與員工保持良好溝通互動，讓雙方更容易聆聽和了解互相的聲音，亦在員工服務方面持續提升膳食、住宿環境、娛樂設施等方面的體驗。

我們定期舉辦文娛康樂和節日慶祝活動，包括春茗宴、國慶晚會、運動比賽、聚餐抽獎、員工生日會等等，鼓勵員工及其家屬參與，共享天倫之樂，保障員工的身心健康。另外，本集團亦設立了員工福利救助基金供員工應急之用。當員工及其家屬遇到危急情況需要財政支援時，本集團將自福利救助基金直接撥款給員工，給予員工人民關懷援助，幫助員工渡過困境。



Ten Years of Service

Guangdong plant continued to hold the “10-Year Management Service Award” presentation ceremony in this year. Mr. Hong Wenyan (洪文彥), Administrative Manager of Guangdong Lee & Man, was invited to attend the ceremony and present gold medals to several winners of the 10-Year Management Service Award. He also expressed his gratitude and congratulations to the recipients who worked hard and contributed to the development and progress of Lee & Man at their respective positions. By doing so, the Group not only sought to motivate employees, but also give them the warmth and care of the Group during the COVID-19 pandemic.

十年相伴

廣東工廠在本年度繼續舉行「十年管理服務獎」頒獎儀式。廣東理文行政經理洪文彥先生受邀出席，為多名十年管理服務獎獲得者頒發金牌，對在各自崗位為理文發展進步作出努力和貢獻的各位獲獎人員表示感謝和祝賀。集團此舉不僅為了激勵員工，也是為了讓員工在新冠疫情之下感受到公司滿滿的人情味和暖暖的關懷。



Equal Opportunities and Anti-Discrimination

The Group encourages mutual respect and trust among our employees, strives to build a harmonious Lee & Man family, and prohibits any behavior that undermines a harmonious and integrated team. The Group is committed to creating a working environment with fairness, openness and mutual trust for its employees since its establishment. The Group has drawn up its “Management Rules against Discrimination, Harassment and Torture”, ensuring that our employees receive equal treatments in our daily operations and in every aspect of our human resources arrangements and would not be subject to discrimination on grounds of ethnicity, nationality, religion, political affiliation, sex, marital status and physical disability. The Rules also prohibits all forms of harassment, coercion and misconduct so as to safeguard the wellbeing of our employees. The Group takes seriously any violation of the Code, and in the face of unfair treatment or harassment, employees can report such incidents in written form and put it into our “feedback box”, allowing the human resources department to conduct investigations and follow-up. The related employees will be informed of the results and any form of retaliation is strictly forbidden.

The human resources policies of the Group have been in compliance with all local labour laws in aspects such as recruitment, dismissal, salary and benefits, working hours and holiday entitlements. During the Year, the Group did not find anything which constituted a breach of the “Labour Law of the People’s Republic of China” and other relevant local laws and regulations in relation to employment and human resources.

平等機會及反歧視

本集團鼓勵員工互相尊重信任，建立和睦共融的理文大家庭，禁止任何破壞團隊和諧、有損團隊融合的行為。本集團自成立至今竭力為員工營造公平、公開及互信的工作環境。本集團已成立《反歧視、騷擾、虐待管理規程》，確保員工於日常營運以及各人力資源範疇均受到公平對待，不會因為種族、國籍、宗教、政治信仰、性別、婚姻狀況、殘疾等原由而受到不合理對待。規程亦禁止任何形式的騷擾、威迫或不妥當行為，以保障每一位員工的身心健康。本集團嚴肅處理任何違反守則的個案，員工可將不公平或騷擾事件以書面形式投入本集團的「意見箱」中，人力資源部將對事件進行調查及跟進，並將處理結果告知相關員工，嚴令禁止任何報復行為。

本集團的人力資源政策，涵蓋聘用、離職、薪酬福利水平、工時、假期等方面，都遵從當地所有適用的勞工法例而設立並執行。於本年度內，本集團並沒有發現任何違反《中華人民共和國勞動法》及其他地區性的僱傭及人力資源相關的法例法規的重大情況。



Health and Safety

As the Group's production procedures involve the use of machinery and the operation with high risks, we have attached great importance to the occupational safety of our employees, and have taken all appropriate measures to safeguard the health and safety of our workplaces. The safety work of the Group is primarily governed under the "Law of Production Safety of the People's Republic of China", the "Law of the Prevention and Control of Occupational Diseases of the People's Republic of China" and other relevant safety regulations, standards and systems. The regulations emphasised that production safety is important for the safety of employees' lives and property. We shall take the objectives of "Safety First, with Emphasis on Prevention and Integrated Governance" as our guiding principles to establish a sound system of accountability for production safety and the prevention and control of occupational diseases, and to form policies and procedures for safety management with a view to be effectively engaged in production safety. The Group complies with the requirements under laws and regulations in five ways as follows:

健康與安全

本集團的生產工序中涉及機械使用及較高危操作，因此我們非常重視員工的職業安全，並採取一切適當措施保障員工在工作場所內的健康與安全。本集團的安全工作主要受中國內地的《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》及其他相關的安全法規、標準和制度監管，強調安全生產的重要性，保障員工的生命和財產安全。我們以法規中的「安全第一，預防為主，綜合治理」的方針為綱領，建立了完善的安全生產及職業病防治責任制，並設立安全管理規章制度，有效地經營安全生產工作。本集團主要從以下五方面貫徹法例法規要求：

Occupational health and safety elements: 職業健康與安全元素：

- Policies and procedures for production safety management
安全生產管理規章制度
- Designated safety managers
安全管理專責人員
- Policy for safety roster and inspection
安全值班及檢查管理制度
- Safety education and training
安全教育及培訓
- Policy for prevention of occupational diseases and mechanism for management and inspection of accidents
職業病預防管理制度及事故管理和調查機制



Policies and procedures for Production Safety Management

We have formulated a sound “Policy for Production Safety Management” to provide for stringent standards for occupational safety. Employees shall comply with safety requirements specified in such policy including those on hazardous goods handling, fire safety management, warehouse safety management, safety requirements for special operators and so forth. Moreover, employees are required to implement the responsibility system for production safety, strictly follow processes and comply with the safety operation procedures. The Group has also issued its Worker’s Manual setting forth policies and practices on occupational safety for reference by all employees, to facilitate the implementation of its safety policies;

Designated Safety Managers

We appointed safety managers to take responsibility for the supervision and monitoring of the safety affairs of the Group and to ensure its effectiveness. Safety managers shall, based on national laws and regulations and its objectives of safety management, determine the annual plan on safety work deployment and investment, and regularly convene safety meetings at all hierarchical levels of staff, to know the progress and effectiveness of its safety work and advocate the concepts of production safety to its employees;

Policy for Safety Roster and Inspection

A comprehensive policy for safety roster and inspection is in place, pursuant to which the departmental persons-in-charge shall regularly inspect equipment and facilities, warehouses, electricity and gases, meters, maintenance results, hygiene, fire safety equipment and fire safety systems and so forth, and immediate rectifications shall be adopted against potential threats to safety. On a daily basis, production staff shall inspect specified areas to further ensure production safety;

安全生產管理規章制度

我們制定了完善的《安全生產管理規章制度》作為職業安全準則。員工需嚴格遵守，包括危險物品處理、消防安全管理、倉庫安全管理、對特殊作業人員的安全要求等；落實安全生產責任制，嚴格遵循工藝、安全操作規程操作。本集團亦於員工手冊中詳細列明了職業安全相關的政策及程序供所有員工參考，務求安全政策得以落實執行；

安全管理專責人員

我們委任安全管理人員對本集團的安全事務承擔監控責任並確保安全生產管理的有效性。安全管理人員需根據國家法律法規及安全管理方針，決定年度的安全工作部署及投入，並定期於各個員工階層中召開安全會議，了解安全工作進展及成效，並向員工宣傳安全生產概念；

安全值班及檢查管理制度

我們實施全面的安全值班及檢查管理制度，由部門負責人定期檢查設備設施、存倉、電氣、儀錶、維修成果、衛生情況、防火設備及消防系統等，並即時對安全隱憂進行整改。生產人員更需每天對指定範圍進行檢查，進一步確保生產安全；



Safety Education and Training

We have established a mechanism for safety education and training, under which we systematically plan for training programs and provide trainings on policies and regulations, occupational safety and health, case study for accidents and emergency management, in response to employees' needs for safety trainings. Employees are required to meet pre-set training hours every year to ensure adequate acquisition of safety knowledge. The Group also regularly organises first aid, fire-fighting, evacuation and escape drills. Different posters and notices are also posted in production workshops to remind employees of the importance of occupational safety all the time; and

安全教育及培訓

我們設立了安全教育及培訓機制，有系統地針對不同的安全培訓需求為每一位員工規劃培訓課程，為員工提供政策及法規、職業安全及衛生、事故案例及應急管理等培訓。員工每年需達到既定的培訓學時，確保獲得足夠的安全工作知識。本集團不僅定期組織急救、滅火、疏散、逃生等演習，亦在所有生產車間貼有相應的職業安全海報和告示，時刻提醒員工安全生產；及



Policy for Prevention of Occupational Diseases and Mechanism for Management and Inspection of Accidents

We have established and been implementing a policy for prevention of occupational diseases and a mechanism for management and inspection of accidents which are effective in safeguarding against the occurrence of occupational diseases, and in identifying accidents and unsafe factors. The Group has set out guidelines to be applied in case of emergency to ensure that employees respond in a correct and timely manner to minimise the loss arising from and impact of accidents.

職業病預防管理制度及事故管理和調查機制

我們已建立並執行職業病預防管理制度及事故管理與調查機制，以有效預防職業病的產生，並識別可能導致事故的不安全因素。本集團亦編寫了緊急事故應對指引，確保員工正確及時地作出反應，將事故造成的損失和影響降到最低。



In view of the above, looking forward, our occupational safety goals are:

- to attain over 99% of the staff safety training achievement rate;
- to arrange occupational health and safety body checks for all employees at least once a year;
- to treat noises and air emissions in line with national standards;
- to achieve zero mortality in safety accidents and no fire accident throughout the year.

Data on work-related fatalities and injuries are as follows:

Data on occupational safety 職業安全數據	2023 2023年	2022 2022年	2021 2021年
Number of work-related fatalities 因工亡故人數	0	0	0
Lost days due to work injury 因工傷而損失的工作天數	4,883	5,040	4,558

Caring for the safety of employees, the Group has continued to enhance its safeguards and investment on improving the employees' workplace, and has received professional recognition. Our plants in Hongmei, Jiangsu, Huangyong and Jiangxi were granted with ISO45001 certification for occupational health and safety, respectively. During the Year, the Group did not aware of any material breach of the "Law of Production Safety of the People's Republic of China" and other local laws and regulations in relation to occupational health and safety.

綜上所述，展望未來，我們的職業安全目標是：

- 員工安全培訓達成率達99%以上；
- 為全體員工安排職業健康安全體檢，每年至少一次；
- 符合國家標準的噪音和廢氣處理；
- 零安全事故死亡率且全年無火災事故。

我們的因工亡故及工傷數據如下：

本集團心繫員工安全，不斷加強安全保障措施，投放更多資源改善員工工作環境，並獲得專業肯定。洪梅、江蘇、潢涌及江西廠房已分別得到ISO45001職業健康及安全認證。本年度內，本集團並沒有發現任何違反《中華人民共和國安全生產法》及其他地區性的職業健康與安全相關的法例法規的重大情況。



Training and Development

Talent is the cornerstone of the Group's development. The Group treasures every employee and believes that an excellent team can create greater value for the Group. The Group has customised its "System for the Management of Training" for cultivating every employee by inspiring his/her potential and devising annual training programmes based on the combination of the needs of the Company and the individual needs of employees, thereby achieving joint development and attaining goals. The Group always concerns about the business and skills development of its staff. During this year, there was a significant increase in the relevant data. Due to the pandemic, the stakeholders were more concerned about hygiene, employee's physical and mental health related topics. In order to keep employees physically and mentally healthy, the Group has held more training sessions to promote physical exercise and strengthen employees' knowledge and understanding of fire prevention, occupational crime, laws and regulations etc. At the same time, to further enhance the overall technical competence and safety awareness of the general staff so as to prevent work-related injuries, the Group also enhanced training for the general staff throughout the year.

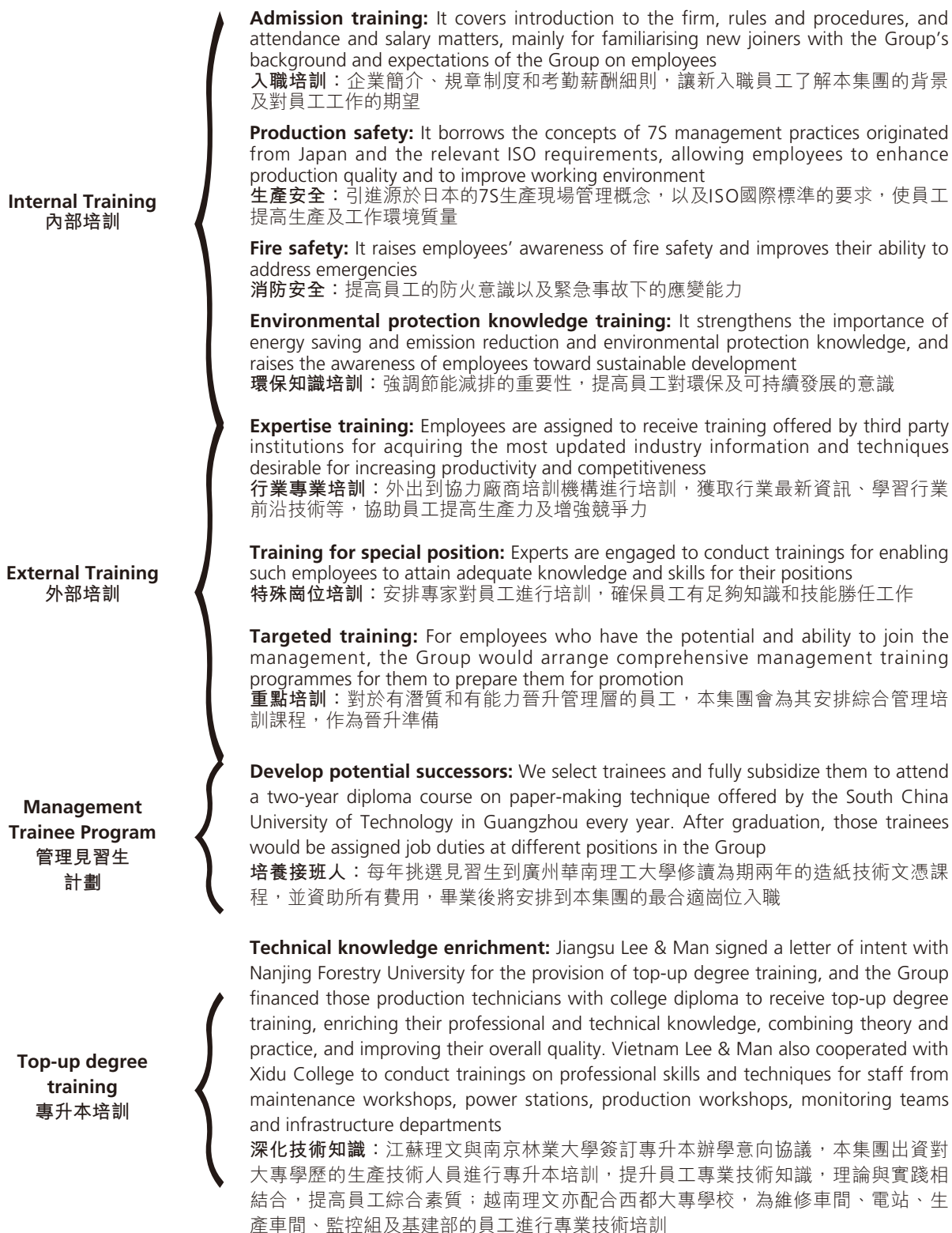
培訓及發展

人才是集團的發展基石，本集團珍視每位員工，我們相信優秀的團隊能為本集團創造更大的價值。本集團制訂了《培訓管理制度》，希望培育每一位員工，激發員工潛能，並融合公司和員工個人需求，安排年度培訓計劃，實現公司與員工共同成長，攜手邁向目標。本集團一向注重員工在業務和技能上的發展，本年度的相關數據更是較去年有明顯增長。受疫情影響，環境衛生和員工身心健康等議題都比過往更受各持份者關注。為了讓員工保持身心健康，本集團較去年舉行了更多的培訓，倡導員工加強體育鍛鍊並鞏固員工對消防、職業犯罪、法律法規等方面的認知和理解。同時，為了進一步加強基層職工的整體技術水平和安全意識，以減少及避免工傷發生，集團在本年度亦增強了針對基層職工的培訓。



The training programmes can be divided into four categories:

培訓內容主要分為以下四個範疇：



Training data for the respective years

各年度的培訓數據

Percentage of trained employees ² 接受培訓員工百分比 ²	2023 2023年	2022 2022年
By gender 性別		
Male 男	84%	81%
Female 女	16%	19%
By position 職級類別		
General staff 一般員工	73%	74%
Mid-level staff and management 中級員工及管理層	22%	21%
Senior management 高級管理層	5%	5%
Average training hours per employee 員工接受培訓平均時數	2023 2023年	2022 2022年
By gender 性別		
Male 男	34.51	26.18
Female 女	32.92	21.18
By position 職級類別		
General staff 一般員工	34.57	26.57
Mid-level staff and management 中級員工及管理層	34.47	23.29
Senior management 高級管理層	28.01	14.33

² The percentage of trained employees is calculated based on the “How to prepare an ESG Report – Appendix 3: Reporting Guidance on Social KPIs” published by the Hong Kong Stock Exchange, and the relevant data for 2022 has been updated accordingly.

² 受訓員工百分比根據香港聯交所發布的《如何準備環境、社會及管治報告 – 附錄三：社會關鍵績效指標匯報指引》計算，2022年的相關數據亦相應更新。



Labour Standards

Prohibition of Child and Forced Labour

The Group recruits qualified workers in adherence to the principles of fairness, openness and free will. Every subsidiary of the Group entered into legal employment contract with employees in accordance with the “Labour Contract Law of the People’s Republic of China” or applicable local labour laws and there was no forced labour. In the meantime, the Group only recruits people who have attained the age of 16 in strict compliance with the “Labour Law of the People’s Republic of China” and other applicable local labour laws and regulations. The Group formulated its own “Management Rules for the Use of Minors as Labourers and Prohibition against the Use of Child Labour” to prevent the use of child or illegal labour and to protect the legitimate rights and interest of the minors. During the recruitment process, the human resources department would check the personal information of applicants and conduct background investigation. If such investigation generated any irregular result, the Group would retain the record and cease the application process accordingly. In the “Worker’s Manual”, the Group also encourages employees to whistleblow on the use of false identity documents in order to achieve effective control from different perspectives.

The Company adheres to the highest standard of human resource management, firmly ensures that all job offers are voluntarily accepted by employees, and strictly prohibits the withholding of employees’ personal identification documents, work permits and other government-issued travel documents. We are committed to clearly and unambiguously specifying the terms of employment in our employment contracts in language that all employees can understand to protect employees’ rights and interests. At the same time, the Company strictly prohibits charging any form of fees to employees or their agents during the recruitment process to ensure the fairness and transparency of the recruitment.

勞工準則

防止童工或強制勞工

本集團按照公平、公開、自願的原則招聘錄用合資格的員工。各個子公司根據《中華人民共和國勞動合同法》或當地適用勞工法與員工簽訂合法的僱傭合同，無強制勞工行為。同時，本集團嚴格按照《中華人民共和國勞動法》及其他適用的當地勞工法要求，只招聘錄用已年滿16周歲的人士。本集團內部設立《未成年工使用及禁止使用童工管理規定》防止童工或不法勞工，保障未成年人的合法權益。人力資源部會在招聘流程中核對應聘者的個人資料並進行背景調查，本集團會保留任何調查結果異常之個案的錄用登記及核查材料，並終止其應徵過程。本集團亦於《員工手冊》中鼓勵員工舉報使用他人身份證明文件的情況，從多方面達成管控目標。

本公司恪守人力資源管理的最高標準，堅決確保所有工作職位均由員工自願接受，並嚴格禁止扣留員工的個人身分證件、工作許可證及其他政府核發的旅遊文件。我們承諾在僱用合約中使用所有員工都能理解的語言，清楚明確地闡述僱用條款，保障員工權益。同時，公司嚴禁在招募過程中向員工或其代理商收取任何形式的費用，以確保招募的公正性與透明度。



The Group insists on reviewing and updating its rules and regulations in the recruitment process on a regular basis to ensure compliance with relevant international conventions and domestic laws. We regularly carry out audits on our employees, and immediately cease the use of child labor or forced labor in the event of any such violations and take necessary support measures. In case of child labor, we will immediately report to the local labor department, arrange a health check, and bear the corresponding medical expenses. If child labor is misused due to insufficient verification of the authenticity of the documents, we will immediately terminate the labor relationship with them and help them continue their education by providing certain subsidies for their learning and living expenses. The Company will provide them with financial assistance of no less than the local minimum wage every month until they attain the age of 16.

In view of the aforesaid internal control measures, during the Year, the Group did not find anything which constituted a material breach of any of the abovementioned labour standards or other relevant laws and regulations.

本集團堅持定期檢討和更新招募過程中的規章制度，以確保遵守相關國際公約和國內法律。我們定期對員工進行審核，一旦發現有使用童工或強制勞動的違規行為，立即停止此類勞動力的使用，並採取必要的支援措施。如發現童工問題，我們將立即向當地勞動部門報告，安排健康檢查，並承擔相應的醫療費用。如果因核查文件真實性不足而誤用童工，我們會立即終止與其的勞動關係，並幫助他們繼續教育，提供一定的學習和生活費用資助。在其年滿十六歲之前，公司每個月將提供不低於當地最低工資標準的經濟援助。

基於上述內部控制措施，本年度內，本集團並沒有發現任何違反上述勞工準則及其他相關的法例法規的重大情況。



ENVIRONMENTAL PROTECTION AND ENERGY CONSERVATION

Emissions

The Group is a world-leading manufacturer of containerboard, pulp and tissue paper and is in possession of several large scale manufacturing plants for papermaking, pulp-making and tissue paper in China. Therefore, the operation of the Group is principally governed by the “Law of the People’s Republic of China on Environmental Protection”, the “Law of the People’s Republic of China on Prevention and Control of Water Pollution”, the “Law of the People’s Republic of China on Prevention and Control of Air Pollution”, and the “Law of the People’s Republic of China on Prevention and Control of Environmental Pollution Due to Solid Wastes” in Mainland China and regulations and emission standards in other local laws.

In accordance with the requirements, environmental protection strategies adopted by enterprises shall follow a principle of “priority to protection, emphasis on prevention, integrated governance, public participation and liability assumption of damages”, in order to prevent and control pollution and damages with compliance measures, to establish an accountability system for environmental protection and to clarify responsibilities of enterprises and related responsible officers, hoping to create commercial value for all stakeholders while reducing the impact on environment. The use of advanced and latest pollutant treatment technologies are also encouraged by China for facilitating the environmentally-responsible development.

In response to the government’s total ban on the import of solid waste products from 2021, we have significantly increased our purchases of domestic waste paper, and set up plants overseas to process waste paper raw materials before importing to China to ensure that our green production model of converting waste paper into environmentally-friendly products is not affected.

環保節能

排放物

本集團作為一家在全球具領導地位的箱板原紙、紙漿及衛生用紙生產商，目前於中國擁有具規模的造紙工廠、造漿廠及衛生用紙工廠，因此本集團在經營業務時主要受到中國內地的《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》和《中華人民共和國固體廢物污染環境防治法》等及其他地區性的法例法規及排放標準所規管。

據規管要求，企業的環保策略需以保護優先、預防為主、綜合治理、公眾參與、損害擔責為原則，以合規措施防治污染和危害，並建立環境保護責任制度，明確企業及相關負責人員的責任，期望在為各持份者創造商業價值的同時，降低對環境的影響。國家亦鼓勵企業採用先進及最新技術處理污染物，推動環保發展。

因應國家政府於2021年起全面禁止進口固體廢品，我們已大幅增加對國內廢紙的採購，並於海外設立廠房將海外廢紙原料加工再輸入，以確保我們將廢紙轉化為環保產品的綠色生產模式不受影響。



Being well aware that environmental protection is an important basis for its development, the Group has adopted a number of improvement and monitoring measures to ensure performance of our environmental responsibilities. The Group has established various environmental protection policies and measures including:

本集團深明環境保護是可持續發展的重要基礎，因此採取多項改進措施及監控方法確保履行對保護環境的責任。本集團採取的各項環保政策與措施包括：

Setting Up Environmental Team

成立環保小組

Led by our Chief Executive Officer, the environmental team comprises members having the relevant expertise, including senior flue gas treatment experts, sewage treatment technicians, environmental monitoring professionals and environmental protection technicians so as to ensure effective implementation of the following measures.

由首席執行官親自帶領，由合資格專才組成，包括高級煙氣治理師、污水處理人員、環境監測人員、環境保護專業技術人員等，保證下列相關環保措施得以有效執行。

Duties of Environmental Team

環保小組職責

1. Holding internal control meetings regularly to review environmental issues in the plants, to update themselves with applicable environmental laws and regulations and to give advice on any improvements;
 2. On an ongoing basis, the team engages themselves in environmental protection measures to be taken in production processes, including those employed to lower water consumption, treat sewage water and air emissions more efficiently, save energy and monitoring emissions to ensure continued compliance with high environmental protection standards.
1. 定期召開內部監控會議，旨在審閱有關廠房內的環保事宜，通知各成員環保法律及規定的更新條文，並為存在改善空間的環節提供適當建議；
 2. 不斷完善生產過程中的環保措施，包括減少耗水量、應用更有效的廢水處理技術、節省能源耗用量、採用更環保的廢氣處理技術及排放監控等，確保可持續地達到高環保標準。

Environmental Policies and Measures

環保政策與措施

- ✓ set up policies for emissions treatment to provide clear targets and state the responsibilities and division of labour for environmental protection measures adopted by the Group;
- ✓ formulate guidelines for energy-saving and reduce emission at the source;
- ✓ as part of the various efforts to make us one of the companies which best complies with environmental protection principles in the world, our different plants have employed technologies with high efficiency to reduce emission and keep our emission below the latest emission standards laid down by the government as well as internationally applicable environmental management standards.
- ✓ 設立排放物處理辦法，為本集團採納之環保措施提供明確的目標和職責分工；
- ✓ 訂立節約能源指引，從源頭減排；
- ✓ 各廠房利用高效率技術降低排放，保持低於政府最新排放標準的排放水準，對標國際環境管理標準，並努力成為全球最符合環保原則的公司之一。



The Group is committed to satisfying all applicable laws and regulations on environmental protection, including the aforementioned laws and regulations and other local law requirements and emission standards. During the Year, the Group did not find anything which constituted a breach of relevant environmental protection laws and regulations. Looking forward, in order to further alleviate the impact on environment, the Group has set up various five-year goals in 2020 based on the 2019 baseline, including:

本集團致力遵守一切與環境保護有關的法例法規，包括上述所提及的法例法規及其他地區性的法規要求及排放標準。本年度內，本集團並沒有發現任何違反環境保護相關的法例法規的情況。放眼未來，為進一步降低對環境的影響，以2019年為基準，本集團2020年已制定了多項五年目標，包括：

Category 範疇	5-year goals based on 2019 benchmark 以2019年為基準的5年目標	Status in 2023 ³ 2023年狀況 ³
Air emissions ⁴ 廢氣排放 ⁴	Reduce by 2% 降低2%	Increased by 20% 上升20%
Waste water emissions 污水排放	Reduce by 1% 降低1%	Increased by 21% 上升21%
Non-hazardous waste 無害廢棄物	Reduce by 2% 減少2%	Increased by 15% 上升15%
Unit product coal consumption 主要廠房每單位產品耗煤量	Year on Year reduce by 1% 同比下降1%	Reduced by 22% 降低22%
Unit product water consumption 主要廠房每單位產品耗水量	Year on Year reduce by 1% 同比下降1%	Reduced by 7% 降低7%

During the year, coal consumption was reduced as compared to the last year, because of the decrease in production level. Difficulties of control in waste water, non-hazardous waste and consumption of water were elevated due to the issuance of tightened environmental protection policies implemented by Chinese government that restricted import of raw materials from international waste residue

在本年度，受產量下降所影響，所使用的燃煤量較去年少。受制於中國政府對禁止進口外國廢紙的推行，集團於污水排放、無害廢棄物及耗水方面都面臨嚴峻的考驗。由於國內廠區轉用國內廢紙，令造紙生產過程中產生較多污泥。同時，海外廠

³ Some figures increased significantly as a result of the addition of Malaysia Lee & Man to the reporting scope this year as well as the various items newly added in the environmental aspects. We will review the appropriateness of the five-year goals in the future.

⁴ Only based on the calculation of the sum of Nitrogen Oxides (NO_x), Sulfur Dioxide (SO₂) and Particulate Matter (PM).

³ 由於今年度報告範圍新增了馬來西亞理文，以及環境範疇增加了不同項目，因此部分數據大幅上升。我們會在未來檢視五年目標的適當性。

⁴ 只計算氮氧化物(NO_x)、二氧化硫(SO₂)及顆粒物(PM)的總量。



markets. The swift to domestic wastepaper by the mainland plants has resulted in more sludge being generated during the paper manufacturing process. At the same time, the overseas plants processed the wastepaper into the wet and dry pulp for the mainland plants to replace some of the wastepaper, also resulted in more sludge generated. In order to reduce the impact of sludge on the environment, the Group has strictly monitored the wastepaper and built a waste incinerator at the mainland plants so as to treat sludge internally and to reduce the related waste volume. Meanwhile, due to market changes and the long operating hours of the equipment, there was increased number of machinery downtimes for repair and maintenance as compared to the last year, leading to an increase in various types of oil and waste fluids. The Group has strengthened the relevant equipment management when carrying out equipment maintenance, in order to reduce the erosion to the equipment and improve the operating efficiency, which also helps to reduce the number of downtimes for maintenance in the coming year.

The Group will continue to invest supplementary resources in achieving our targets. Through improving operation workflow and adopting the relevant measures below, we are confident in fulfilling our five-year goals and endeavour towards a sustainable future.

Air Emissions

To ensure sufficient power supply for operating paper-making machines in our production, the plants of the Group have had their own thermal power stations operating coal-fired generators and therefore, there have been gas emissions including nitrogen oxides and sulphur oxides. Different plants of the Group have established energy-saving policies to regulate energy consumption for production activities and offices. Relevant measures also include formulation of energy consumption targets, establishment and implementation of an inspection system for energy usage, training programs and promotion for energy conservation etc.

區將廢紙加工成濕漿、乾漿供國內工廠使用，以替代部分廢紙，其加工過程亦導致更多的污泥產生。為了減低污泥對環境造成的影響，本集團已經針對廢紙進行嚴格監管並在國內廠區建造垃圾焚燒爐，以自行處理污泥，減少相關廢棄量。同時，由於市場變化及設備長時間運行等因素，造紙生產線停機檢修、設備進行維護保養的次數較去年上升，導致各種機油、廢液有所增多。本集團在進行設備維護的同時已加強相關設備管理，以減少設備的損耗並提高運行效率，從而減少來年需要停機檢修的次數。

本集團會繼續投放更多資源以達成目標，通過改善營運流程及採取下文中的相關措施，我們有信心實現五年目標，為可持續將來而奮鬥。

氣體排放

為確保造紙機器運作過程中有足夠的電力供應，本集團的工廠均自設熱電站。熱電站通過燃煤發電機組發電，因而產生一定的氣體排放，包括氮氧化物和硫氧化物。本集團各廠房均已施行節約能源政策以規管生產活動及辦公場地中所耗用的能源，相關措施亦包括制定耗能目標、建立並執行能源使用巡視檢查制度、進行節能培訓及宣傳等。



Case Study: Environmentally friendly Thermal Power Station
個案研究：環保熱電站

Environmentally friendly circulating fluidised bed boilers used in our thermal power stations can achieve efficient combustion of all kinds of coal. As the combustion temperature in this kind of boilers is lower than that in pulverised coal boilers, less nitrogen oxides would be generated.

本集團的熱電站一致採用環保型的循環流化床鍋爐，可以有效焚燒各煤種，該種鍋爐燃燒溫度低於煤粉爐，產生的氮氧化物排放較少。

In each coal-fired power station, the most advanced air emissions treatment facilities have been installed, including the employment of highly efficient bag filters to reduce ashes, SCR/SNCR denitration systems to eliminate nitrogen oxides, and limestone-gypsum flue gas desulfurisation system to curb sulphur dioxide gas. We have successfully reduced smoke and sulphur by more than 99.9% and 90% respectively.

每個燃煤發電廠均配備並使用最先進的廢氣處理設施，包括高效布袋除塵器去除煙塵；SCR/SNCR脫硝法去除氮氧化物；石灰石膏脫硫法去除二氧化硫等。目前煙塵去除率已達99.9%以上，脫硫率達90%以上。



Circulating Fluidised Bed Boilers
循環流化床鍋爐

Our effective wet desulfurisation facility further reduced sulphur dioxide emissions to much less than 400 mg/m³ as required by the "Emission Standard of Air Pollutants for Thermal Power Plants" (GB13223-2011) in China. The Group has monitored the quality of air emissions on a real-time basis by using online detection equipment to ensure outperforming the relevant national standard.

此外，我們高效的濕法脫硫措施，進一步把二氧化硫排放量降至遠低於國家GB13223-2011《火電廠大氣污染物排放標準》要求的每立方米400毫克標準。本集團通過在線監察設備實時監測排放廢氣的質量，確保排放高於國家規定的標準。

Among which, the combustion system of No. 1-4 circulating fluidised bed boilers of Guangdong Lee & Man were optimized and reformed by adopting the LNB technology to reduce the raw emission of nitrogen oxides from boiler flue gas to 110-130mg/Nm³, so as to lay a solid foundation for the realization of ultra-low emission of nitrogen oxides from boiler flue gas.

其中廣東理文的1-4號循環流體化床鍋爐進行燃燒系統優化改造，採用LNB技術，降低鍋爐煙氣氮氧化物原始排放至110-130mg/Nm³，為鍋爐煙氣氮氧化物實施超低排放打好基礎。

No. 1-2 boilers adopted the PNCR+SNCR combined denitration technology, which effectively improved the denitration efficiency and achieved the ultra-low emission standard of nitrogen oxides from boiler flue gas of ≤50mg/Nm³.

1-2號鍋爐更採用PNCR+SNCR合併脫硝技術，有效提升脫硝效率，達到鍋爐煙氣氮氧化物超低排放標準，≤50mg/Nm³。



Sewage Discharge

Water is indispensable in paper production operations. In order to reduce sewage discharge generated from its production and improve quality of sewage treatment so as to meet regulatory standards, the Group has put efforts into the following three aspects:

Management Planning

- Established a sound “Guidelines for Sewage Treatment”, setting out a list of key points for operating and inspecting sewage treatment facilities, procedures for repair and maintenance and duties of the relevant responsible teams, to further improve the performance of facilities and ensure its output;
- Recruited sewage treatment technicians with professional qualifications and professionals responsible for reviewing the effectiveness of sewage treatment from auto-monitoring data;

污水排放

水是造紙生產過程中不可缺少的一環，為減少生產過程中的污水排放，提高污水處理品質，達到法規要求標準，本集團主要從以下三方面著手：

管理規劃

- 訂立完善的《污水處理指引》，列出污水處理設備的操作及檢查要點、保養維護工序及相關負責團隊的職務，進一步提升設備的運行效能，保障輸出率；
- 聘請具專業資格的污水處理員和審核自動監測資料有效性的審核專員；



Sewage treatment station
污水處理站



High-tech Treatment Techniques

- Introduced the most effective sewage treatment techniques employed by the paper-making industry worldwide, specifically the combined use of physiochemical coagulation-sedimentation pre-treatment, anaerobic and aerobic digestion and fenton technologies to achieve thorough treatment;
- Implemented the integrated management of sewage discharge. Our sewage treatment stations have been equipped with automatic programmable logic controllers (“PLC”) and online surveillance systems to monitor the discharge of sewage;
- Strictly followed the monitoring requirements of the standards for water pollutants. With the use of internationally advanced sewage treatment techniques and facilities, we have successfully maintained stability in the volume and quality of sewage discharge, the level of major pollutants such as CODcr, NH3-N and SS, is in full compliance with the maximum limits on discharges by pulp and paper-making enterprises under National Standard “GB3544-2008” (Standard on Discharge of Water Pollutants by the Pulp and Paper-Making Industry). According to statistical verification, after multiple treatments, sewage discharged by the Group’s operations has achieved more than 99.5% of pollutants removal;
- Achieved water re-use by the rate of more than 80% in its production and water discharge less than 10 m³ per tonne of paper produced. Our sewage treatment stations have been equipped with water re-use systems to raise sewage re-use and reduce water consumption;
- Continuously and efficiently recycled the treated wastewater for reuse in solid waste washing line, plant cleaning, greening and irrigation, etc.;
- Recycled 6,000 tonnes of reclaimed water for reuse per day through ultrafiltration, hyperfiltration and other processes to recycle water in different workshops;

高科技處理工藝

- 引進全球造紙工業中最有效的污水處理技術，採用混凝沉澱物化預處理，厭氧及好氧處理及芬頓深度處理的綜合工藝；
- 進行一體化管理，污水處理廠配備了自動化程式邏輯控制器(PLC)系統，並設有網上污水監察系統；
- 嚴密遵循水污染物監測標準的要求：本集團的污水處理工藝和設備達到國際先進水準，其中的主要污染物CODcr、NH₃-N、SS完全達到GB3544-2008《製漿造紙工業水污染物排放標準》所列明的製漿和造紙企業排放限值要求。據統計驗證，經多重處理後，本集團排放的污水中99.5%以上的污染物已被去除；
- 生產用水循環利用率達80%以上，造紙耗水強度低於10立方米／噸。污水處理站配置水回用系統，提高了污水回用率，減少了水資源耗用量；
- 把經處理後廢水持續增大循環再用於固廢洗水分選線，廠房清洗，噴淋綠化等；
- 新增中水回用6,000噸／天，透過超濾、反滲透等工藝，讓水回用到不同車間；



- Enabled a reasonable re-use of sludge and methane generated in the sewage treatment process. Water content of the sludge was lowered to around 50% with fully automatic recessed plate filters and then the dried sludge was burnt at thermal power stations in order to reduce solid wastes. The methane generated in the anaerobic treatment systems in the sewage stations was also collected and used as part of the fuel for the boilers in the power stations, thus greatly saving the coal required.
- 合理回收利用廢水處理過程中產生的污泥和沼氣，採用全自動隔膜板框壓濾技術使污泥含水率降低至50%左右，並將壓榨過的乾污泥輸送至熱電站進行焚燒，減少固廢污染。污水站厭氧處理系統產生的沼氣亦被收集並輸送至電站鍋爐摻燒，大大節約了燃煤用量。



Compliance With Regulatory Standards

- Annual inspection on the air emissions and sewage disposal from boilers and sewage stations by environmental department;
- Conduct regular calibration for air emissions and sewage online monitoring systems;
- Conduct repair and maintenance for environmental equipment on a regular basis to meet the emission standards.
- 符合法規要求
- 每年聯繫環保部門對鍋爐和污水站排放的廢氣、廢水進行監測；
- 定期對廢氣、廢水的線上連續監測系統進行比較及核對；
- 環保設備定期維護和保養，確保排放達標。



Greenhouse Gas Emissions

Greenhouse gases of the Group are mainly emitted from coal-fired power generation. The plants have their own thermal power stations, producing electricity through operating coal-fired generators, which discharge greenhouse gases directly and indirectly.

溫室氣體排放

本集團溫室氣體排放主要來自燃煤發電。工廠自設熱電站，通過燃煤發電機組生產電力，導致直接及間接的溫室氣體排放。

Emission Data

Major emissions, direct and indirect greenhouse gas resulted from production activities for the Year within the reporting scope are as follows:

排放物資料

本年度報告範圍內生產活動所產生的主要排放物、直接及間接溫室氣體如下：

Types of Emissions 排放物種類	Unit 單位	Data in 2023 ⁵ 2023年數據 ⁵	Data in 2022 ⁶ 2022年數據 ⁶
Nitrogen Oxides (NO _x) ⁷ 氮氧化物(NO _x) ⁷	tonnes 噸	2,077.52	1,338.02
Sulphur Dioxides (SO ₂) ⁷ 二氧化硫(SO ₂) ⁷	tonnes 噸	1,324.39	824.44
Particulate matter (PM) ⁷ 顆粒物(PM) ⁷	tonnes 噸	94.45	78.57
Hydrocarbon (HC) ⁷ 碳氫化合物(HC) ⁷	tonnes 噸	5,740.49	N/A 不適用
Sewage 生產污水	tonnes 噸	65,472,073.53	52,031,924.00



Types of Emissions 排放物種類	Unit 單位	Data in 2023 ⁵ 2023年數據 ⁵	Data in 2022 ⁶ 2022年數據 ⁶
Direct greenhouse gas (Scope 1) ⁸ 直接溫室氣體(範圍一) ⁸	tonnes carbon dioxide equivalent 噸二氧化碳當量	5,394,123.78	4,729,594.66
Indirect greenhouse gas (Scope 2) 間接溫室氣體(範圍二)	tonnes carbon dioxide equivalent 噸二氧化碳當量	39,660.18	N/A 不適用
Other indirect greenhouse gas (Scope 3) ⁹ 其他間接溫室氣體(範圍三) ⁹	tonnes carbon dioxide equivalent 噸二氧化碳當量	38,149.18	32,689.48
Intensity of greenhouse gas emission 總溫室氣體密度	tonnes carbon dioxide equivalent/per tonne of products produced 噸二氧化碳當量/ 每噸產量單位	0.97	1.20

⁵ Some figures increased significantly as a result of the addition of Malaysia Lee & Man to the reporting scope this year as well as the various items newly added in the environmental aspects.

⁶ We optimized the data statistics and calculation methods in 2023, thus some data in 2022 was updated based on the new statistics and calculations.

⁷ Emissions were resulted from the Group's power generation activities that use fossil fuels.

⁸ Scope 1 emissions are the direct greenhouse gas emissions resulted from sources of greenhouse gas emissions owned and controlled by the Group which are calculated in accordance with "The Accounting Methods and Reporting Guidelines of Greenhouse Gas Emissions for Paper-Making and Paper Products Manufacturing Enterprises (Trial Implementation)" issued by the PRC National Development and Reform Commission and "How to prepare an ESG report - Appendix 2: Reporting Guidance on Environmental KPIs" issued by the Hong Kong Stock Exchange.

⁹ Scope 3 emissions are the indirect greenhouse gas emissions resulted from water used by the Group which are calculated in accordance with "Greenhouse gas reporting – Conversion factors 2023" issued by the Department for Business, Energy and Industrial Strategy of United Kingdom.

⁵ 由於今年度報告範圍新增了馬來西亞理文，以及環境範疇增加了不同項目，因此部分數據大幅上升。

⁶ 我們在2023年完善了數據統計及計算方法，因此根據新的統計及計算更新了部分2022年數據。

⁷ 排放物由本集團使用化石燃料的發電活動所產生。

⁸ 範疇一排放指根據中國國家發展改革委員會發布的《造紙和紙製品生產企業溫室氣體排放核算方法與報告指南(試行)》及香港聯交所發佈的《如何準備環境、社會及管治報告—附錄二：環境關鍵績效指標匯報指引》計算，本集團擁有或控制的溫室氣體排放源所產生的直接溫室氣體排放。

⁹ 範疇三排放指根據英國商業、能源暨工業策略部發布的「Greenhouse gas reporting — Conversion factors 2023」計算由本集團用水產生的間接溫室氣體排放。



Wastes

The wastes generated in our operations were mainly non-hazardous ones produced in the course of paper-making, together with a small quantity of wastes due to routine office work. In order to reduce and dispose of waste produced in the paper-making process, the Group has established the "Guidelines for Waste Management" to classify wastes of all activities and clarify the workflow of processing. Policies also provide for guidelines for the storage, transport and disposal of wastes and require them to be recorded to ensure that treatment process is in compliance with rules and is safe.

The Group has principally disposed of wastes generated from its paper-making operations in three ways:

- Sewage treatment facilities in plants will filter sewage generated from the paper-making process. This process would generate an average of over 10,000 tonnes of sludge. It is then burnt in boilers after treatment and deep drying. The energy generated by burning the waste in a circulating fluidised bed boilers could be reused in the paper-making process and therefore, not only secondary pollution would be avoided but also saving energy;
- The Group used lots of waste paper as a raw material in its paper-making operations, paper-making residue was left behind after extraction of useful fibres for the paper-making process. As the residue contained different impurities, the residue was carried to a washing line where reusable metal wires and plastics in the residue were collected and sold to recyclers;
- Established "Directory of Hazardous Wastes", so as to segregate hazardous wastes before processing or disposal of the recyclable.

廢棄物

本集團營運所產生的廢物主要為造紙過程中所產生的無害廢棄物，亦有少量日常行政辦公所產生的廢棄物。針對造紙過程中所產生的廢棄物的減少和處理，本集團已設立《廢棄物管理指導書》對本集團所有活動產生的廢棄物進行分類，明確其處理操作流程。政策亦為廢棄物的存放、運輸及處置提供指引並要求記錄在案，確保處理過程安全合規。

本集團主要通過以下三種方式處理廢棄物：

- 工廠的污水處理設施過濾造紙過程中所產生的污水，平均每月會產生過萬噸污泥。污泥經處理及深度脫水後被送至鍋爐焚燒，通過迴圈流化床鍋爐焚燒的廢物所產生的能量用於造紙生產，不但不會造成二次污染，還節省了能源消耗；
- 本集團在造紙生產過程中使用大量廢紙作為原料，廢紙經提取有用的造紙纖維後剩下造紙廢渣。本集團把造紙廢渣引進洗水線提取有價值雜質，如鐵絲及塑膠等，並將此等物料出售予回收商進行回收再造；
- 編製《危險廢棄物匯總表》，明確分類危險廢棄物，繼而處理或出售可回收部分。



Sludge recycling equipment
污泥回收設備



Case Study: Guangdong Lee & Man – Energy Comprehensive Utilization of Residue Project¹⁰
個案研究：廣東理文－廢渣能源綜合利用項目¹⁰

The project builds a residue boiler – turbine generator set that uses residue, waste plastic, sludge and biogas generated from the paper production line as fuel to generate steam and electricity for the boiler fuel; it can reduce 340,000 tonnes of industrial solid waste, generate 108 million kWh of electricity and 550,000 tonnes of steam in a year, which is equivalent to a reduction of 85,700 tonnes of raw coal and 156,000 tonnes of carbon dioxide, with obvious environmental and economic benefits.

工程建置廢渣鍋爐－汽輪發電機組，以造紙生產線產生的廢渣、廢塑膠、污泥及沼氣為燃料，為鍋爐燃料產生蒸汽和電力；一年可減少34萬噸工業固體廢棄物，發電量1.08億度，產生蒸汽55萬噸；相當減少原煤8.57萬噸，減少二氧化碳15.6萬噸，環保及經濟效益明顯。



¹⁰ The project has an investment of RMB320 million and is currently in the commission stage.

¹⁰ 項目投入人民幣3.2億元，目前在調試階段當中。



The Group has actively adopted the aforesaid measures of treating wastes, striving to meet the standard of processing solid wastes, liquid wastes and hazardous wastes stipulated in the “Measures of Guangdong Province on Implementation of Administrative Licensing for Controlled Waste Treatment” and the “Measures on the Management of Hazardous Waste Transfer”.

集團積極使用上述措施處理廢棄物，務求100%達到《廣東省嚴控廢物處理行政許可實施辦法》和《危險廢物轉移聯單管理辦法》法規所要求的固廢、液廢和危廢執行處理標準。

Major wastes resulting from the Group’s production activities for the Year within the reporting scope are as follows:

本集團於本年度報告範圍內生產活動所產生的主要廢棄物如下：

Types of wastes 廢棄物種類	Unit 單位	Data in 2023 ¹¹ 2023年數據 ¹¹	Data in 2022 2022年數據
Non-hazardous wastes 無害廢棄物			
Paper-making residue 造紙廢渣	tonnes 噸	294,774.82	242,025.71
Coal ash, cinder 煤灰、煤渣	tonnes 噸	814,640.65	789,203.69
Impurities contained in waste paper raw material (including plastics, metal wires) 廢紙原料所含雜質(包括塑膠、鐵絲等)	tonnes 噸	133,251.05	140,116.34
Sludge 污泥	tonnes 噸	360,810.50	282,826.47
Wood chip 木材木碎	tonnes 噸	546.11	265.28
Other metal ¹² 其他金屬 ¹²	tonnes 噸	1,904.68	N/A 不適用
Hazardous wastes¹³ 有害廢棄物 ¹³			
Waste batteries 廢電池	tonnes 噸	18.45	29.32
Used oil, waste paint, waste liquid etc. 廢機油、廢油漆、廢液等	tonnes 噸	248.71	220.17
Used lamps/bulbs 廢燈管/燈泡	tonnes 噸	0.80	1.42
Others(paint buckets, plastic buckets etc.) ¹⁴ 其他(如廢油漆桶、塑膠桶等) ¹⁴	tonnes 噸	482.62	N/A 不適用

¹¹ Some figures increased significantly as a result of the addition of Malaysia Lee & Man to the reporting scope this year as well as the various items newly added in the environmental aspects.

¹² Waste category newly added this year.

¹³ Types of hazardous wastes identified with reference to the “Directory of National Hazardous Wastes” issued by the Ministry of Environmental Protection of the People’s Republic of China.

¹⁴ Waste category newly added this year.

¹¹ 由於今年度報告範圍新增了馬來西亞理文，以及環境範疇增加了不同項目，因此部分數據大幅上升。

¹² 今年度新增廢棄物種類。

¹³ 參考中華人民共和國環境保護部發布的《國家危險廢物名錄》而識別有害廢棄物種類。

¹⁴ 今年度新增廢棄物種類。



USE OF RESOURCES

With sustainable development as the prerequisite, the Group sets goals for resource consumption to protect environment, to make rational and scientific use of energy and resources and to reduce production costs. The Group has formulated the “Guide for Energy-saving and Control and Management of Resources” to regulate the use of energy and resources in various activities. The policy specifies the responsibilities of and division of labour among departments, whereby departments related to production including the procurement department, the production department and departments using maintenance workshops and facilities are required to control the consumption of energy and resources such as raw materials, equipment, water, electricity, paper, packaging materials and so on. Administrative departments including the human resources department, the administration department, the back-end department and so on are responsible for carrying out resources-saving education for all employees of the Group, monitoring, recording and comparing the monthly usage of energy and resources. Generally speaking, the Group takes “education as principal and supplementing with management and control” as the guideline for resources-saving, and lead employees to implement green production. The Group has also set targets for coal, electricity and water usage for the year by achieving 1% reduction in consumption per unit production of major factories on yearly basis compared with that of corresponding period in last year and will conduct year-end review of the amount of resources usage for the year in order to pursue better environmental performance on an ongoing basis.

資源使用

本集團以可持續發展為前提，訂立多項資源降耗目標，致力於保護環境，合理科學地使用能源及資源，並降低生產成本。本集團編製了《節約能源資源控制管理指導書》以規範各活動中能源及資源的使用。該政策統一釐定了各部門的職責及分工，生產相關部門包括採購部、生產部、維修車間及設備使用部門等均需控制原材料、設備、水、電、紙、包裝物料等能源及資源的耗用，而行政部門包括人事部、行政部、後勤部等則需負責對本集團全員進行節約資源教育、監察、記錄及對比每月能源及資源的使用情況。整體而言，本集團以「思想教育為主、管理監控為副」作為節約資源的指導方針，帶領員工實踐環保綠色生產。本集團亦已訂立本年度的煤、電、水的耗用目標，要求主要廠房的單位產品消耗量每年度相對上年同比下降1%，並於年末檢討本年度的資源使用量，持續追求更環保表現。



The Group has actively adopted measures for energy conservation and emissions reduction, striving to curb energy consumption in each of its production processes. The Group has promoted and implemented a number of energy saving and consumption reduction measures so as to achieve win-win outcomes for environmental protection and economic growth. Apart from ISO50001 energy management certification, the Group has indeed received commendations of the Government Examination Team for Energy-Saving and Emissions Reduction for our saving energy and reducing consumption efforts which include:

- Reducing energy consumption by substituting high-performance equipment for older ones and making relevant changes to its electricity facilities;
 - Adopting efficiency-enhancing and energy-saving technologies such as the full use of frequency conversion and high voltage compensation devices;
 - Closely monitoring energy input and output as well as energy consumption by production and non-production operations with an effective mechanism for measuring, monitoring, analysing and appraising energy consumption, and the corresponding personnel to manage the use of energy. The Group has installed water and electricity meters in various regions of the plants and implemented a system of rewards and punishments;
 - Departments are required to conduct data analysis and comparisons on a monthly basis to effectively promote energy conservation and environmental protection to the whole Group.
- 本集團積極開展節能降耗措施，致力降低生產過程中的能源耗量，並將節能降耗落實到每個生產環節，本集團推廣與實施多項節能降耗以及有助於實現經濟與環境保護雙贏的舉措，除了獲得ISO50001能源管理系統認證外，也得到了國家節能減排考核小組的表揚。所涉及的節能降耗措施包括：
- 選購高效設備、改造用電設施，減少耗能；
 - 全面推廣變頻控制、高壓補償等節能技改方案，提高效率；
 - 採用有效的能源計量、監測、統計和考核制度，設計相應的能源管理崗位，幫助本集團對能源進、出廠及生產系統、非生產系統的能源消耗進行嚴格監管。本集團已於廠房的各區域安裝水錶及電錶，並實行獎優罰劣制；
 - 部門需每月對其進行資料統計及對比，有效推動節能環保至本集團的每一個角落。



Energy Consumption

The logistics and production processes in our daily operations have involved the use of great amounts of energy. Diesel and coal have been the major energy sources we used. Plants in Mainland China and Vietnam have their own coal-fired generators to ensure availability of sufficient power necessary for the high power consuming paper-making machines, and therefore have not purchased electricity power from the national power grid.

Improving energy efficiency is one of the ways to effectively reduce energy consumption. To ensure coal quality has met standards, the Group adopts strict measures on management of coal storage and transportation. The Group also conducts regular repair and maintenance on generators to achieve an optimal operation of generators and efficient combustion of coal and in turn improve energy efficiency. In addition, the Group has also employed co-generation technology to turn residual heat from the power generation process into heat source for use in paper-making, thus considerably raising the efficiency of energy use and reducing the consumption of coal.

Additionally, in order to achieve energy-saving and emission reduction, the Group requires the use of latest technologies in every segment along the production process. Moreover, the Group has introduced a number of projects which aimed at lowering energy consumption. For instance, there was frequency-conversion modification of high electricity-consuming machines which helped to achieve better energy saving performance and lowered the production cost; as well as the energy system optimization and energy-saving renovation project for the paper-making workshop this year, which saved approximately 19,650 tonnes of standard coal this year. Moreover, methane and certain of the solid wastes which were side products in the sewage treatment process referred in the "Sewage Discharges" and "Wastes" sections above could be burnt in boilers in the thermal power stations, therefore saving fuel for the coal boilers.

能源耗量

本集團日常營運中的運輸及生產過程都需要大量能源供相關機械運作。本集團使用的主要能源分別為柴油和煤，中國內地及越南廠房均自設燃煤發電機組以確保為高耗電的造紙設備提供足夠電力，並沒有自國家電網購買電力。

提升能源效率是有效降低能源耗量的方法之一。本集團採取嚴格措施管理煤的儲存及運輸過程，確保煤炭品質達標，本集團亦定期保養及維護發電機組，使機組在最佳狀態下運行，充分燃煤，提升能源利用率。此外，本集團也使用熱電聯產技術，將發電的餘熱作為造紙熱源，大幅提高了能源效率，減少煤耗。

此外，為達到節能減排目的，本集團力求在生產線的所有環節都採用最新的節能降耗技術，每年均進行多次節能改造項目，例如逐步將大能耗的電動機組改造為變頻控制，增加節能效率並減低生產成本；以及今年度的造紙生產車間能源系統優化節能改造項目，本年節省約19,650噸標準煤。此外，上述「污水排放」和「廢棄物」部分提到的污水處理過程中所產生的甲烷及部分固體廢物會被送至熱電站鍋爐燃燒，幫助節省燃煤鍋爐耗煤量。



The Group has also continued to optimise energy management. It has raised the efficiency of energy use both in the power generation process and in the paper-making process and have therefore successfully lowered the energy consumption per unit year by year. The Group regularly tracks and records energy consumption. During the Year, the overall energy consumption per tonne of paper produced by the Group was less than 0.34 tonne of standard coal, even lower than the national average which is approximately 0.60 tonne of standard coal comparatively.

Water Usage

As water has been a necessity for our paper-making operations, water used in our production has accounted for a major part of the Group's water consumption. In order to minimise the consumption of clean water resources, the Group:

- Regarding water source: the Group has upon governmental approval obtained its water supply by directly taking water from rivers and then carrying out purification process to satisfy the industrial water standard. In doing so, we have helped protect the valuable potable water resources.

本集團不斷優化能源管理，於發電過程以及造紙生產過程同時提高能源效益，使單位能耗每年持續降低。本集團定期追蹤及記錄能源耗量，本年度內，本集團每生產一噸紙的綜合能耗少於0.34噸標準煤，遠低於每生產一噸紙耗用約0.60噸標準煤的全國平均數值。

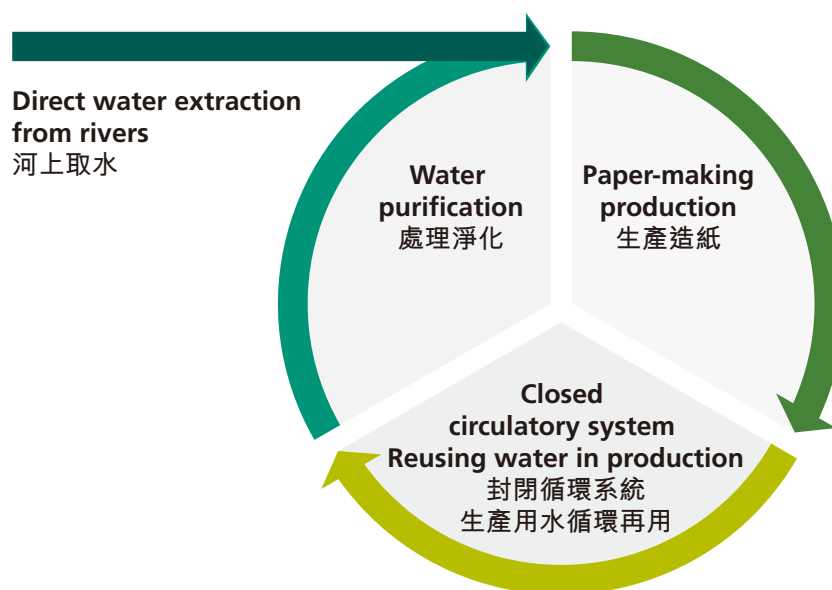
水資源利用

水是造紙過程中必需使用的資源，因此生產用水構成了本集團耗水量的絕大部分。為降低潔淨水資源消耗，本集團在：

- 來源方面：本集團經政府批示自行從河上取水，在取用適用水源上無任何問題。河水經處理淨化後滿足工業用水標準，有利於保護珍貴的飲用水資源。



- As for water saving: the Group encourages recycling and has principally adopted the strategy of employment of advanced and highly efficient sewage treatment techniques for reusing water in its production. The use of closed circulatory system for industrial water successfully increases the recycled water ratio in production to more than 80%. As a result, the amount of natural water required by the Group has been considerably lowered.
- In regard to maintenance: to prevent leakage from water pipelines and to preserve water resources, the Group also checks water pipes and repairs water tanks, water taps and other water supply facilities regularly.
- 節約用水方面：本集團鼓勵循環再用，主要策略為通過先進、高效率的污水處理工藝將生產用水循環再用，並建立工業用水的封閉循環系統。生產過程中使用循環用水的比例超過80%，大大降低了天然水的取用。
- 維護方面：安排專人定期檢查水管，修理水箱、水龍頭及其他供水設施，做好輸水管道的防滲漏工作，珍惜每一滴水資源。



Use of Packaging Materials

Some of our paper products required the use of plastic materials for packaging so as to prevent products from contamination or damages. The “Guidelines for Packaging Materials Management” is established by the manufacturing department for waste reduction purpose through packaging materials classification, labelling, storage and usage. Also, simple packaging will continue to be our principle so as to alleviate any environmental impacts.

包裝物料使用

本集團的部分紙類製品部分需使用塑膠套料進行包裝，以避免產品受污染或損毀。本集團的生產部門已制訂了《包裝物料管理指引》以規範包裝物料的分類、標識、存放及使用，減少物料浪費。本集團亦會繼續採用簡約包裝原則，減少對環境的影響。

Energy and Resource Usage Data

Through the above measures, the Group and our employees together achieved the objective of resources conservation. This year, energy and resource consumption in respect of production activities within the reporting scope of the Group were as follows:

能源及資源用量資料

通過以上措施，本集團與員工齊心協力實現了資源節約的目標。本年度內，本集團報告範圍內生產活動所對應的能源及資源用量如下：

Energy and resource consumption 能源及資源用量	Unit 單位	2023 2023年		2022 2022年	
		Annual data ¹⁵ 年度資料 ¹⁵	Intensity (per tonne of production) 密度(按每噸產量單位)	Annual data 年度資料	Intensity (per tonne of production) 密度(按每噸產量單位)
Types of fuel 燃料種類					
Coal 煤	tonnes 噸	3,074,342.83	0.5457	2,709,302.52	0.6844
Diesel 柴油	litres 公升	4,220,950.65	0.7493	3,918,719.23	0.4494
Petrol 汽油	litres 公升	178,846.00	0.0004	108,597.15	0.0274
Natural gas 天然氣	'0000 m ³ 萬立方米	13,602.89	0.0000	N/A 不適用	N/A 不適用
Utility power 市電	kWh 千瓦時	52,322,143.00	9.2657	N/A 不適用	N/A 不適用
Water resources 水資源					
Water 水	tonnes 噸	100,923,763.51	17.9149	86,480,117.00	21.8446
Packaging materials 包裝物料					
Plastic materials 塑膠套料	tonnes 噸	439.51	0.0008	257.51	0.0001

¹⁵ Some figures increased significantly as a result of the addition of Malaysia Lee & Man to the reporting scope this year as well as the various items newly added in the environmental aspects.

¹⁵ 由於今年度報告範圍新增了馬來西亞理文，以及環境範疇增加了不同項目，因此部分數據大幅上升。



ENVIRONMENT AND NATURAL RESOURCES

The use of the environment and natural resources is closely related to the climate change. The impact of commercial activities on the environment and natural resources has always been a great concern to the Group. As a commitment to reduce the logging of timber and reduce the impact of human activities on natural environment, we have been using recycled paper as the materials for paper-making, the primary business of the Group. In addition to complying with environmental regulations and international rules on protection for the natural environment, the Group has also incorporated concepts of environmental friendliness into our internal management and daily activities. In our striving to attain environmental sustainability, we have successfully received ISO 14001 Certification for Environmental Management.

With the aim of actively promoting environmental protection and efficient use of resources, we have monitored the potential effect of our business operations on the environment on an ongoing basis and promoted the green office and the green production environment in adherence to four principles, namely, "Reduce", "Re-use", "Recycle" and "Replace", in order to minimise the impact of our operations on the environment.

Noise Treatment

As our plants have been equipped with large paper-making machinery and coal-fired generators, their operation would cause rather big noises. In view of this, the Group has implemented the following measures:

- The Group has chosen to use low noise equipment and products as far as possible in the course of building the pulp and paper production lines and the thermal power stations in order that noises could be lowered at the sources;

環境及天然資源

對環境及天然資源的運用方式與氣候變化息息相關，本集團十分注重商業活動對氣候變化的影響。本集團的主要業務便包括廢紙回收再造，為減少林木砍伐，減少人為活動對自然環境的影響作出貢獻。除了遵循相關環境法規及國際準則，適切地保護自然環境外，本集團亦將環境保護的概念融入了內部管理及日常營運活動，並順利通過了ISO 14001環境管理認證，致力達到可持續之環境目標。

本集團以積極推動環境保護及有效利用資源為宗旨，即時監察業務營運對環境帶來的潛在影響，並遵循減少、重用、回收及取代四個基本原則，推廣綠色辦公及綠色生產環境，將營運對環境的影響降至最低。

噪音處理

本集團廠房均設有大型造紙機械和燃煤發電機，因而會在造紙設備和發電機組運作時產生較大噪音。有見及此，本集團實施了以下措施：

- 在製漿造紙生產線以及熱電站的搭建過程中盡量選用低噪音的設備和產品，從源頭降低噪音；



- In an effort to lower sound pollution to the environment, the Group has installed sound isolation facilities to contain noises due to running of machines and has added silencers on noisy equipment such as blowers and exhaust fans;
- The Group has built soundproof control rooms at the pulp and paper-making workshops where workers can work in a healthy environment without being influenced by the big noises;
- The Group has added more vegetation in the factory area to help dampen the spread of noises apart from purifying the air.
- 安裝隔聲降噪設施，應對機械運作時產生的噪音，為風機、排氣等高噪音設備安裝消音器，減少噪音帶來的環境影響；
- 於製漿造紙車間設置相應的隔音控制室，讓操作工人在隔音室內工作，降低高噪音環境對員工健康的影響；
- 增加廠房綠化植被的種植面積，幫助減弱噪音傳播，亦同時淨化空氣。

Timber Logging

Among the packaging paper produced by the Group, 98% was made from recovered paper and only 2% from timber virgin pulp. This was exactly an example of our utmost efforts to protect forests and creatures, and minimise the impact of our operations on the natural environment.

Though the pulp used in production is derived from timber logging, the Group has no activity in respect of deriving pulp directly from timber logging. In order to lower the price of raw materials and achieve the goal of environmental protection, the Group is committed to developing production machinery that can produce green sustainable product by treating tonnes of waste paper as raw material. In the future, the Group hopes to further raise the percentage of waste paper being used as raw material and become one of the containerboard manufacturers with the highest recycling rate in the world.

林木砍伐

本集團所生產包裝紙的原料，98%來自回收廢紙，只有2%採用林木生產的原木漿，旨在最大限度地保護林木和生物，把對自然環境的影響降至最低。

本集團並無直接伐木取材之活動，但生產所採用之木漿由砍伐林木而來。為降低原材料價格並實現環保目標，本集團致力開發處理以大量廢紙作原料的生產機器，生產可持續發展的綠色產品。未來，本集團希望進一步提高廢紙原料比例，並成為全球箱板原紙生產商中廢紙再用率最高的企業之一。



Environmentally Friendly Products

The Group invested in the research and development of environmentally friendly products maximising the efficiency of utilisation of wastes and minimising the addition of chemicals such as brightener and fluoescer. The Group currently produces products including environmentally friendly test linerboard and environmentally friendly coated white linerboard in pursuit of becoming a leader of green products in the industry with an aim to alleviate the environmental impact caused in the process from producing to using its products and thus offering more environmentally friendly choices to its customers.

Starting from the selection of raw material, the Group produces environmentally friendly test linerboard with 100% use of recycled waste corrugated board, and uses sorted clean newspaper as the main component of environmentally friendly coated white linerboard, turning wastes into treasures.

環保產品

本集團大力投入研發環保產品，最大幅度提升廢料的使用效率及減少增白劑、螢光劑等化學品添加。集團目前生產環保箱板紙及環保塗布灰底白板紙，並持續追求成為行業的綠色產品領先者，降低產品在生產至使用過程中對環境的影響，為客戶提供更多環保選擇。

集團從原材料選材入手，環保箱板紙原料100%使用回收而來的廢舊箱板紙；環保塗布灰底白板紙則以廢報紙為主要成分，化廢為寶。

Environmentally friendly product

環保產品



Environmentally friendly coated white linerboard
環保塗布灰底白板紙



Environmentally friendly test linerboard
環保箱板紙

Environmental Awards and Certifications

As described in the sections on environmental protection above, the Group has been making great endeavours to keep possible pollutions and negative impacts of our operations on the environment to a minimum. The Group has received recognitions from government authorities, professional bodies and many others in the community including certifications and awards for the investments and efforts we have made in respect of environmental protection.

環保獎項及認證

如上所述，通過一系列環保舉措，本集團努力不懈，不斷降低生產經營中可能造成的環境污染和負面影響。本集團於環境保護方面所投入的資源和精力得到了多個政府部門以及專業機構的肯定，屢次獲得專業機構的認證和政府的環保獎項及獎勵，為社會各界所認同。



Over the years, certifications and accolades won by the Group have included the following: 此外，本集團歷年所得到的認證及認可如下：

The Group/Specific Plants 本集團／廠房	Certifications/Accolades Obtained 認證／獎項
All plants in Mainland China and Vietnam 中國國內所有廠房及越南廠房	ISO9001 Certification for Quality Management ISO9001品質管制認證
All plants in Mainland China and Vietnam 中國國內所有廠房及越南廠房	ISO14001 Certification for Environmental Management ISO14001環境管理國際認證
All plants of the Group 集團所有廠房	Forest Stewardship Council's Chain of Custody (FSC-COC) Certification 森林認證系統產銷監管鏈認證(FSC-COC)
Hongmei, Huangyong, Jiangsu and Jiangxi plants 洪梅、潢涌、江蘇、江西廠房	IECQ QC 080000 Certification for Hazardous Substance Process Management System IECQ QC 080000有害物質流程管理系統認證
All plants in Mainland China and Vietnam plant 中國國內所有廠房及越南廠房	ISO45001 Certificate for Occupational Health and Safety Management System ISO45001職業健康安全系統認證
Hongmei, Huangyong, Jiangsu and Vietnam plants 洪梅、潢涌、江蘇及越南廠房	ISO50001 Certificate for Energy Management System ISO50001能源管理系統認證
Lee & Man Paper 理文造紙	Named a "National Outstanding Enterprise Proactively Fulfilling Social Responsibility" 全國積極履行社會責任突出企業
Lee & Man Paper 理文造紙	Hong Kong-Guangdong Cleaner Production Partner (Manufacturing) 粵港清潔生產夥伴(製造業)
Lee & Man Paper 理文造紙	Named an "Environmentally Friendly Enterprise" 環境友好企業榮譽
Hongmei and Huangyong plants 洪梅、潢涌廠房	Named a "Cleaner Production Enterprise in Guangdong" and an "Outstanding Labour Law Compliant Enterprise in Guangdong" 廣東省清潔生產企業及廣東省勞動用工守法優秀企業
Hongmei plant 洪梅廠房	Named an "Advanced Energy Conservation Unit" 節能先進單位榮譽
Chongqing plant 重慶廠房	Named an "Advanced Ecological Improvement and Environmental Protection Unit" 環境保護先進單位榮譽



Cope with Climate Change

Global warming is notably affecting the natural climate by increasing the frequency and intensity of extreme weather and natural disasters such as rainstorm, flood and drought, which greatly aggravated the damage and impact of various natural disasters. To cope with the intensified threat of climate change, management of our Group has regularly assessed the potential risks that may arise from cause climate change during production and operation and adopted preventive and contingency measures.

We have strategically selected location for our plants and drawn up the "Extreme Weather Catastrophes Contingency Plan". We classify the extreme weather catastrophes into four degrees, namely very significant, significant, major and general according to the degree of harm that may be caused by such risks. Meanwhile, we have established a clear contingency system and set up the Steering Committee on Extreme Weather Contingency and Rescue, which expressly stipulates functions of each member, alert actions and contingency measures. We arrange publicity, trainings and drills for employees regularly, aiming at enhancing the vigilance and abilities towards disasters. We will assess how bad we will be affected by the extreme weather such as hurricane, rainstorm, thunder, hail and flood so that we can take relevant safety measures and provide a safe place for our employees. With these measures, we will safeguard our employees' safety and avoid losses arising from the malfunction of equipment. In addition, our plants have their own thermal power stations and backup power which are necessary for a continuous and stable production and can reduce the risk of halt in production due to regional power blackout.

氣候變化應對

全球變暖顯著影響自然氣候，使得極端天氣加劇，暴雨、洪水及乾旱等天災的頻率和強度增加，大幅加劇了各類天災的破壞及影響程度。為應對越趨嚴重的氣候威脅，本集團的管理層定期評估生產經營中因氣候變化而可能導致的潛在風險，並採取預防及應變措施。

我們策略性地為廠房選址，制定《極端天氣災害應急預案》，按照風險可能造成的危害程度，將極端天氣災害分為四個等級：特別重大、重大、較大、一般。同時，我們設立了清晰的應變體系，成立了極端天氣應急救援領導小組，明文規定了各成員職能、預警行動和應急措施。我們亦會日常定期向員工進行宣傳、培訓和演習，提高員工的警惕和應災能力，於颱風、暴雨、雷電、冰雹、洪水等極端天氣出現時評估影響，做好相關安全措施並提供安全場所讓員工暫避，保障員工生命安全並避免生產機械損失。同時，各廠房均設有熱電站和後備電源，確保廠房持續穩定的生產運作，降低因區域性停電而停產的風險。



STRIVING FOR IMPROVEMENTS

Supply Chain Management

As a production enterprise, supply chain management has always been a critical aspect in our quality control system. The Group works closely with suppliers to enhance their sense of responsibility, help them mitigate environmental and social risks and build a green supply chain. We hope to work together with the supply chain partners to purchase environmentally friendly products and services and to fulfill our commitment to environmental protection to the extent it is practicable and cost-effective. We have established a “Policy on Procurement and Suppliers Management” to conduct a comprehensive assessment on suppliers and contractors in accordance with ISO guidelines in respect of, among others, their environmental protection policies, occupational safety policies, to ensure that they meet the requirements of national safety, environmental protection, laws and regulations, have a certain level of social responsibility management, reach the quality of the Group’s production and service, and adhere to the sustainable procurement. In case of any irregularities, the Group will suspend or terminate the cooperation relationship with relevant suppliers.

銳意進取

供應鏈管理

作為一家生產企業，供應鏈管理向來是本集團品質控制系統中最為關鍵的環節之一。集團與供應商緊密合作，提升其履責意識，幫助其規避環境及社會風險，打造綠色供應鏈。我們希望與供應鏈的合作夥伴共同努力，在可行及符合經濟效益的情況下，選購環保產品及服務，實踐對環境保護的承諾。集團設立了《採購與供應商管理制度》，對供應商及承包商按照ISO體系進行綜合評估，涵蓋其環保政策、職業安全政策等方面，確保其符合國家安全、環保、法規要求，有一定社會責任管理水準，達到集團生產和服務的品質標準，堅守可持續發展採購。如發現違規行為，集團會暫停或終止與相關供應商的合作關係。



Procurement of Raw Materials

The Group uses waste paper instead of virgin pulp as a raw material for paper-making, and the waste paper is supplied from all over the world including United Kingdom, United States and Canada. Our Group has arranged sourcing agents of waste paper around the world to collect waste papers and purchase the specific dedicated waste papers in person through various channels including recyclers, supermarkets, local authorities and retailers, so as to ensure the quality of our products. The raw materials are shipped by our logistics teams so that the Group can better control the logistics to ensure efficient transportation time and use of low-carbon mode.

Besides, the Group has been supporting a number of other business partners in China to source high quality waste paper locally as a way to develop paper sources as well as to support paper recycling, so as to improve the green supply chain.

Number of our suppliers is as follows:

Number of suppliers 供應商數目	2023 ¹⁶ 2023年 ¹⁶	2022 2022年
Mainland China 中國內地	1,479	2,075
Southeast Asia 東南亞	708	338
Europe 歐洲	8	N/A不適用
USA 美國	4	N/A不適用
Hong Kong 香港	2	N/A不適用
Others 其他	8	N/A不適用

原材料採購

集團採用廢紙取代原木漿生產紙張，廢紙供應來自世界各地，如英國、美國及加拿大等。集團在各地安排廢紙採購代理，通過包括廢紙回收商、超級市場、地方政府部門及零售商戶等多途徑收集廢紙，並由專人親自採購特定的專用廢紙，為公司產品素質把關。原材料由集團的貨運團隊運送，集團能更全面清晰地把握物流狀況，確保高效運輸和低碳物流。

另一方面，本集團幫助多家國內商業夥伴回收當地的廢紙，收集高質的本地廢紙，開拓紙源並支持廢紙回收再造，共同邁向完善綠色供應鏈的目標。

我們供應商數目如下：

¹⁶ Suppliers are reclassified this year.

¹⁶ 今年度重新分類供應商。



Product Responsibility

Product Safety

With customers as our first priority, the Group has always stressed the importance of fulfilling their requirements with high-quality products and services. The Group ensures that product information is made available to customers in a transparent, true and accurate manner during its sales process. The paper products of the Group are subject to the “Product Quality Law of the People’s Republic of China” and other laws, regulations and standards related to product safety and quality. Enterprises are required under laws and regulations to shoulder responsibility for product quality and ensure that products comply with quality and safety standards. As such, the Group has established the “Procedures for the Surveillance, Measuring and Control of Products” to supervise and inspect incoming raw materials, semi-finished products and finished products.

產品責任

產品安全

本集團強調以客為尊，以高質素的產品和服務滿足客戶的需求。本集團確保客戶在銷售過程中獲得的產品資訊透明、真實且準確。本集團的紙製品受《中華人民共和國產品質量法》及其他關於產品安全及品質的法例法規及標準所規管。法規要求企業需承擔產品品質責任，並確保產品符合品質及安全標準。本集團因此制訂了《產品監視和測量控制程式》對外購原材料、半成品及成品的環節進行監督及檢測。



As we highly value product safety, we have obtained IECQ QC 080000 certification for the hazardous substance process management of our four plants in Hongmei, Jiangsu, Huangyong and Jiangxi. As a proof that our paper products are free of banned hazardous substances, the certification can boost customers' confidence in the products of the Group. Meanwhile, the various plants of the Group have also successfully obtained ISO9001 certification for their quality management system. We have also obtained the Forest Stewardship Council's Chain of Custody (FSC-COC) certification, a proof that the Group values its product quality and the sustainability of forest operations. Moreover, the Group has established a risk assessment team to assess product quality and safety risks regularly in order to address issues promptly for protection of the Group's and customers' interests. We control our product quality in the aspects from source, production, finished products to after-sale tracking:

01 Source monitoring

01 來源監控

The Group requires suppliers to provide inspection reports on materials, warranty against the use of hazardous substances, MSDS and so forth. The quality department also conducts sample checking and batch inspection in respect of incoming materials to ensure the compliance with quality requirements. The purchasing department is responsible for preparing the list of qualified materials for reference of other departments.

本集團要求供應商提供物料的檢測報告、不使用有害物質保證書、綠色產品調查表及成份表(MSDS)等資料。質檢部亦會對來料進行抽檢及批量檢驗，確保其質量符合要求。採購部負責編制合格物料列表供其他部門參考。

本集團十分重視產品安全，洪梅、江蘇、潢涌及江西四處造紙廠房均取得IECQ QC 080000有害物質過程管理認證。此認證表明工廠所生產的紙制產品不含任何被禁有害物質，有助於增加客戶對本集團產品的信心。本集團廠房亦取得了ISO9001品質管制認證和森林認證系統的產銷監管鏈認證(FSC-COC)，體現了本集團對於產品品質的追求及對維護森林的可持續經營的重視。此外，本集團成立了風險評估小組，定期評估產品質量及安全相關的風險，以期及早作出應對，保障本集團及客戶的利益。我們主要從來源、生產、成品、售後跟進四方面為產品品質把關：

02 Production process

02 生產過程

The Group adopts automated and computer-monitored production processes, while the quality department conducts inspection on semi-finished products and records results on the logbook of inspection during production process, before moving on to the next stage. In case of any inadequacy, the relevant production staff members will be notified immediately for rectification.

本集團使用自動化電腦監測生產過程，質檢部對所有半成品進行檢驗，集成生產過程檢驗記錄，方便下一階段工序進行。如有品質不合格情況，相關生產人員將立即介入糾正。



03 Inspection of finished products

03 成品檢驗

The Group conducts inspection of finished products for physical index and the content of hazardous substances in accordance with the "Operation Guidelines on the Inspection of Finished Products". Regular sample inspection will also be conducted on the finished paper products after sale, while waste paper and pulp samples are sent to testing agencies for the inspection for hazardous substances.

本集團根據《成品檢驗作業指導書》的規定對成品的物理指標和有害物質含量進行檢驗。本集團亦定期對售後的成品紙進行抽樣檢驗，並將廢紙、木漿板樣本送到有害物質檢測機構測試。

04 After-sale services

04 售後服務

In each of sales territories in China, the Group has professional after-sale service team to keep close contact with customers and ensure that their problems, complaints and opinions are properly addressed and handled. The Group has drawn up its "Operation Guidelines on Customer Services", which explicitly stipulates the problem handling time and follow-up process of the after-sales service team, so as to meet the customer requirements clearly and efficiently.

本集團於國內各銷售區設有專業的售後服務團隊，與客戶保持緊密聯繫，確保其疑難、投訴、意見均獲得適當解答和處理。本集團編制設立了《客戶服務作業指導書》，明文規定售後服務團隊的問題處理時長和跟進流程，以期清晰、高效地滿足客戶要求。



The Group takes customers' feedbacks seriously. If the customer has any questions about the quality after sale, the Group will arrange the customer service department and the specialist from sales department to go to the customer's site for verification and quality inspection. The specialist will keep personal and written communication with the customers in the process. If the products fail to meet the requirements of the order, the customer service department will assist to arrange the recall or discount according to the situation after checking by sales manager. The management of the Group strictly monitors the quality of our products and performance of our services. Complaints and product recalls are assessed and reviewed monthly for understanding the causes and formulating solutions, so as to optimize the relevant workflow and improve customer satisfaction. Looking ahead, we will continue to evaluate our business performance and strive for providing the best quality products to our customers.

In addition to customer feedback, the Group also actively pays attention to relevant information from various authorities, such as the industry conferences of third-party testing agencies and the update of relevant laws and regulations, and keeps abreast of any increase and change of restricted hazardous substances, so as to ensure that the Group can keep up with the latest developments and assess whether the finished paper meet the environmental requirements when necessary.

本集團認真對待顧客回饋，售後環節中若客戶對產品品質有疑問，本集團會安排客戶服務部攜同銷售部專員到顧客處現場查證，進行品質檢測。過程中專員保持與客戶親自或書面溝通，如確認產品未達訂單要求，在行銷經理審核後，產品將由客戶服務部協助，按情況安排回收或折價。本集團的管理層嚴密監察產品質量及服務表現，並會每月就投訴及產品回收事件進行審閱及檢討，了解原因並制定解決方案，以完善相關流程，務求提升客戶滿意度。未來我們會繼續評估業務表現並爭取為客戶提供最為優質的產品。

除了顧客回饋外，本集團亦積極留意各種權威的相關信息，如第三方檢測機構的行業發佈會和相關法律法規的更新，時刻關注有害限制物質的增加和更變，以確保本集團能在第一時間了解最新動態並在需要時為成品紙是否符合各項環保要求作出評估。



The percentage of product recalled and data on complaints for the Year are as follows:

本年度內，本集團的產品回收比例及投訴數據為：

Product data 產品數據	2023 2023年	2022 2022年
Weight of product recalls accounted for total sales 產品回收重量佔總銷售額	0.034%	0.047%
Number of complaint received 接獲的投訴數目	2,596	2,051

Responsible Marketing

The Group pays great attention to build a good relationship of mutual trust with customers, presenting the most authentic and high-quality services and products to customers. Every salesperson has received professional training. The Group requires that the sales department strictly follows the "Operation Guidelines on Customer Services" prepared by the Group to regulate and standardise the behavior of employees, and ensures that the relevant sales and publicity materials are in line with the Group's guidelines. Once any false and exaggerated advertising means are found, the Group will impose severe punishment. The sales department also regularly holds meetings with the employees, and updates products information and marketing plans, so as to ensure that the employees have a clear understanding of the products and unify marketing methods.

合理行銷

本集團重視與客戶建立良好互信關係，力求為客戶呈現最真實且優質的產品及服務。每一位銷售員都經過專業培訓，本集團要求銷售部嚴格按照集團編製的《客戶服務作業指導書》，規範和標準化員工的行為，確保有關的銷售及宣傳所用的資料均符合集團指引，一旦發現任何宣傳手段失實誇大，將嚴加處分。銷售部亦定期與員工開會，更新產品資料和行銷方案，確保員工對產品的深入了解，統一行銷手法。



Intellectual Property Rights

Our Group places high importance on intellectual property protection and respects the intellectual properties of others as intellectual property can promote innovation and progress. Our Group has over 553 registered patents and has formed the intellectual property department to coordinate and supervise the management of our intellectual property rights. In our daily operation, our employees and cooperators are required to comply with the regulations relating to intellectual property and the “Policy of Intellectual Property” and the “Risk Aversion Plan for Intellectual Property” prepared by the Group, and access to and transfer of core information within the Group is subject to clear limits of authority which are only limited to specific members of the senior management of the Group to avoid excessive information transfer and reduce the risk of data leakage. The Group will enter into technical contracts with third parties to safeguard the interests of technological achievements of both sides.

Data Privacy

The Group is well aware that personal information is governed under the “General Code on Civil Law of the People’s Republic of China”, “Personal Information Protection Law of the People’s Republic of China” and other relevant laws and regulations, which require that enterprises shall maintain the right of use of personal information. As a result, the Group has formulated the confidential management policy and taken data protection measures necessary for protecting the interests of all stakeholders. We ensure that employees only have access to the operational data within their permission sets. We would not allow disclosure of information unauthorised by the information owner except otherwise required by law. During the year, the Group formulated the “Guidelines for the Management of Personal Information Protection”, specifying relevant management duties and requiring the Information Technology Department to be responsible for the security of the facial recognition data collected and the management of relevant technical and protective measures, proper maintenance of the database, regular troubleshooting for hidden risk, prevention of employees’ facial recognition data from leakage, being faked or loss, and strict safeguarding the personal data of employees in accordance with the law. The Group reserves the right to hold relevant persons accountable in case of the occurrence of the abovementioned issues such as leakage.

知識產權

知識產權促進創新和進步，本集團十分關注維護知識產權，及尊重他人的知識產權。本集團擁有註冊專利超過553項，設有知識產權部協調和監督知識產權管理工作。在日常營運中，我們要求員工和合作方遵守知識產權相關的法例和集團所編製的《知識產權管理制度》及《知識產權風險規避方案》；與協力廠商合作時簽訂技術合同，保障雙方科技成果的利益。集團內核心資訊的查閱和傳遞有明確的許可權限制，僅限於集團內特定的高級管理人員，以避免過多的資訊交接，降低資料洩漏的風險。

資料保密

本集團明白個人資料受《中華人民共和國民法通則》、《中華人民共和國個人信息保護法》、及其他相關的法例所監管，監管要求企業必須維護個人資料使用權。本集團因此建立了保密管理制度並實行了資料保護措施保障各持份者的利益。本集團確保員工僅可接觸到許可權內的營運資料，除法例訂明的公示檔外，不允許任何未經資料擁有者批准的披露。本集團在本年度公司制訂了《個人信息保護管理指引》，明確了相關管理職責，要求資訊科技部負責做好所收集人臉信息的安全及相關技術措施和防護措施的管理，妥善保管數據庫，定期排查隱患，防止員工人臉識別信息泄露、篡改、丟失等，依法嚴格保管員工個人信息。凡出現泄露等，本集團保留追究相關人士責任的權利。



In addition, the Group continues to improve and maintain its information technology system, including setting up a network firewall to prevent external attacks or threats intruding into the Group's systems and applications, as well as strengthening the protection of internal data to prohibit external devices from connecting to the Group's intranet, etc. We conduct data backup on a regular basis to ensure we can still effectively recover our system data and maintain normal operation in case of unforeseen events such as natural disasters or power outages.

During the Year, the Group did not find anything which constituted a material breach of the aforesaid and other local laws and regulations related to product and service quality.

CONTRIBUTING TO SOCIETY

The Group actively assumes its corporate social responsibility as one of the Top 200 Companies in the PRC and one of the top ten paper manufacturing companies in the world. While continuously achieving self-development over the past years, it has also made good use of its corporate resources to support the community. We have made huge investments in building an environmental protection business and are keen on public welfare issues, which have earned us numerous awards in public welfare.

Dr. Lee Wan Keung Patrick is the founder of Lee & Man Paper Manufacturing Limited and is known as the "King of Paper Manufacturing". Dr. Lee Wan Keung Patrick is a dedicated philanthropist and made donations to schools in Hainan, Guangdong, Beijing, Guizhou, Hunan and etc. and provided subsidies for domestic charities. He has been praised by the community and has been awarded the China Charity Award by the Ministry of Civil Affairs of the People's Republic of China and the title of "Red Son Model" by the Hainan Provincial Government.

除此之外，本集團持續提升及維護資訊科技系統，包括架設網絡防火牆，防止外部攻擊或威脅入侵集團系統及應用程序，並加強保護內部數據，禁止外來裝置連結集團內聯網等等。我們定期進行數據備份，以確保當發生突發事件時如天災或停電等仍能有效恢復系統數據並正常運作。

本年度內，本集團並無任何違反上述及有關其他地區性的與產品、服務品質相關的法例法規的重大情況出現。

回饋社會

作為中國200強及全球十大造紙企業之一，本集團積極承擔企業社會責任，多年來在不斷實現自身發展的同時，亦善用企業資源扶持社區。我們投入巨資打造環保產業，亦熱衷於社會公益事務，令我們在公益領域榮獲多項殊榮。

李運強博士為理文造紙有限公司創辦人，被譽為「造紙大王」。李運強博士熱心公益，先後在海南、廣東、北京、貴州、湖南等地捐資助學及資助國內各項公益事業，備受社會讚揚，曾獲中華人民共和國民政部頒發中華慈善大獎，海南省政府授予的「赤子楷模」稱號。



Community Investment

Lee & Man Paper has been walking with the Community for a long time. During the Year, we actively contributed to the fight against the pandemic by making donations and giving supplies to the community. During the Year, we also continued to contribute to the community through environmental conservation, support for the underprivileged and youth development, in order to make progress together with the public. Through fulfilling our corporate social responsibility and increasing our philanthropic investment, the Group hopes to create a better future by improving the ecological environment, helping the underprivileged and promoting the physical and mental development of our youth.

In 2023, our total community contribution was HK\$287,809 (2022¹⁷: HK\$4,254,349) and the time spent on the activities related to community contribution was 80 hours.

Contributing to Society

The Group has collaborated with the Environmental Protection Administration of Yongchuan District of Chongqing for the "Daluxi River Regulation Project". In recent years, the rapid social and economic development in Yongchuan District and the development of towns along the Daluxi River and the industrial development have resulted in the discharge of a large amount of industrial sewage and untreated domestic sewage. Coupled with the water interception by upstream hydropower stations, the water quality of Daluxi River has deteriorated. River water treatment helps to optimise water quality, conserve the natural environment and foster an ecological concept in the community, while taking into account economic development and environmental protection.

¹⁷ Most of the contribution in 2022 was to combat the pandemic.

社區投資

理文造紙一直與社區同行，在本年度，我們心繫社會，積極助力抗疫，通過捐款及贈送物資支援抗擊疫情。此外，我們在年內亦持續於環境保育、弱勢支援、青年發展三項議題上貢獻社會，與大眾共同進步。集團希望通過履行企業社會責任及加大公益投入，以改善生態環境、幫扶弱勢群體、促進青少年身心發展等，創造更美好的未來。

在2023年，我們的總社區貢獻金額為287,809港元(2022年¹⁷: 4,254,349港元)和投放於社區貢獻相關活動的時間為80小時。

回饋社會

本集團與重慶市永川區環境保護局合作支援「大陸溪河治理專案」。近年來隨著永川區社會經濟的快速發展和大陸溪河沿岸鄉鎮及工業的發展，大量工業廢水及未經處理的生活污水的排入，加之上游水電站的截流，致使大陸溪河流域水質退化。通過河水治理，有助優化水質，保育天然環境，在社區樹立生態環保理念，同時顧及經濟發展和環境保護。

¹⁷ 2022年度貢獻金額大部分為抗擊疫情。



Furthermore, Vietnam Lee & Man actively promotes the concept of “caring for the environment and returning to nature”. In order to promote sustainable development and circular economy, it has organised a number of green projects in recent years, including but not limited to:

- establishing an ecological lake for flower-planting and fish-farming model, to improve water quality of drainage from production activities after the treatment, and to boost biodiversity. Such area has now attracted some wildlife and migratory birds.
 - building small wetland, utilising processed drainage, growing different kinds of aquatic plants, to improve water quality and increase the overall volume of greenery, which will help to improve air quality and achieve carbon neutrality within the plants.
 - reclaiming grassland, planting trees and flowers, and setting up a green belt with around 3,000 flowers and 100,000 saplings. Automatic sprinkler systems have been installed in all green belt areas to utilise the rich nutrients in the ecological lake water storage which can directly fertilize plants, so as to reduce total drainage and chemical fertiliser consumption.
 - planning a dormitory area with more than 10,000 square metres as employees farm, for employees to plant vegetables, flowers and fruits such as mango and jackfruit. Such activity is well received and welcomed by employees, demonstrating the Group and its employees’ care for the environment.
- 另外，越南理文積極推動「愛護環境，回歸自然」理念，為推廣可持續發展和循環經濟體系，近年來組織了多項綠色工程，包括但並不限於：
- 設立生態湖種植花叢並結合養魚模式，提高了生產活動後經處理的排水水質之餘，亦創造了生物多樣性；現該區域已吸引一小撮野生動物和候鳥棲息。
 - 增建小型濕地塊，利用已處理的排水，種植各種水生植物，以改善水質並增加綠化總體體積，有助改善廠區內空氣質素以及達至碳中和。
 - 開墾草地，廣種樹苗和花卉，設立了約有3千多棵花卉，10萬多棵樹苗的綠化帶。綠化帶區域都安裝了自動噴淋系統，利用生態湖儲水中的豐富營養，直接為植物施肥，減少排水總量和化學肥料耗用。
 - 規劃1萬多平方米宿舍區作員工農場，供員工開墾培植蔬菜、花卉及水果如芒果和菠蘿蜜等。這項活動深受員工的關注和喜愛，見證本集團和員工對環境的愛護之心。



In 2023, our philanthropic and poverty alleviation initiatives also included: 在2023年，我們的愛心捐贈及扶貧措施還包括，但並不限於：

January 1月	Malaysia Lee & Man donated RM10,000 to the Hindu Temple Sri Shivadurayam Manmounivaswara Thirukovil Devotees Association (印度廟斯里希瓦都賴安曼穆尼瓦斯瓦拉提魯科維爾信徒協會). 馬來理文捐贈令吉1萬元給印度廟斯里希瓦都賴安曼穆尼瓦斯瓦拉提魯科維爾信徒協會。
April 4月	Malaysia Lee & Man donated RM5,000 to build an auditorium at Tengku Aman Rahimah Religious High School (丁姑阿曼拉希瑪高級宗教中學). 馬來理文捐贈令吉5,000元給丁姑阿曼拉希瑪高級宗教中學興建禮堂。
April 4月	Malaysia Lee & Man donated RM7,500 to a welfare organization in Kuala Langat for festival celebration. 馬來理文捐贈令吉7,500元給瓜拉冷岳福利機構慶祝節慶活動。
June 6月	Chongqing Lee & Man donated RMB50,000 in cash to the Yongchuan Office of Chongqing Welfare Foundation for Physically and Mentally Challenged to help the disabled in need. 重慶理文向重慶市殘疾人福利基金會永川辦事處捐贈人民幣5萬元現金，用於幫助困難殘障人士。
June 6月	Malaysia Lee & Man donated RM7,500 to a welfare organization in Kuala Langat for festival celebration. 馬來理文捐贈令吉7,500元給瓜拉冷岳福利機構慶祝節慶活動。



Youth Development

The founders of the Group have spared no effort to support education and youth development. The Group has frequently sponsored the building of a number of education facilities, including the Li Qiang Academy of Jiayi Secondary School in Qionghai City, Hainan Province, which was built in 2003 with funds donated by Dr. Lee Man Chun Raymond, and the Patrick Lee Wan Keung Academic Building in Lingnan University, Hong Kong, whose construction was funded by the donations of Mr. Lee Man Bun in 2011. In addition, the Lee Wan Keung Scholarship was also established, demonstrating the zeal of our founders for corporate social responsibility.



青年發展

本集團的創辦人對推動教育和青少年發展的事業上不遺餘力，曾多次斥資興建多所教育設施，包括在2003年由李文俊博士捐資興建的海南省瓊海市嘉積中學李強學苑及2011年由李文斌先生捐贈助建的香港嶺南大學李運強教學大樓，並設立李運強獎學金，充分顯示了本集團各創辦人的對企業社會責任的熱忱。

The Group is also sincerely concerned about, and takes the lead to cultivate, the youth to become future pillars of society. Mr. Lee Man Bun donated HK\$400,000 to The International Centre Of Sakyamunis Culture to promote cultural education and social work to make a contribution and commitment to social affairs and public services. Additionally, Dr. Lee Man Chun Raymond has also donated HK\$2.5 million to the Hong Kong Federation of Trade Unions Workers' Medical Clinics to fund a program for orthopedic surgeries for members of the community.

本集團深切關心並積極培養青年人成為未來社會棟樑，李文斌先生今年向國際釋迦文化中心捐贈40萬港元，以贊助其推廣文化教育及社會工作，促進香港社群對社會事務及公眾服務承擔責任並作出貢獻。此外，李文俊博士亦向香港工會聯合會工人醫療所捐贈250萬港元，資助社會人士以進行骨科手術計劃。



In terms of the education for school-age children, the Group donated RMB7.53 million to Yunnan Nujiang Zhou School for buying books and sponsored HK\$1 million to Hong Kong Chinese Importers' and Exporters' Association Charity Foundation Limited for funding the "Reading Together" activity. The Group hopes that the children can develop habits of reading and exploring and can cultivate rich imagination and creativity by feeling the power of words.

During the year, Vietnam Lee & Man was engaged in a wide scope of social welfare activities and actively supported a number of charity projects in Hau Giang Province. Vietnam Lee & Man donated a total of RMB33,993 to Mui Nhon Township Committee, Hau Giang Provincial Industrial Zone Management Office, Hau Giang Provincial Police Department and Hau Giang Provincial Newspaper. The donation were used to send 2023 Spring Festival gifts to needy families in Hau Giang Province. In addition, Vietnam Lee & Man also donated RMB5,891 to the Economic Security Division for Police of Hung Giang Province to help mothers of heroes in Vietnam to repair their houses, and donated RMB9,047 to Mui Nhon People's Committee to support local needy families in purchasing health insurance. With the start of the new school year of 2023-2024, Vietnam Lee & Man has kept in mind the importance of education by donating RMB15,115 to Mui Nhon People's Committee, Zhoucheng District Police Department and Hau Giang Provincial Newspaper, aiming to provide needy students with scholarships and bicycles to encourage their pursuit of studies. Meanwhile, in order to support the Hau Giang Provincial Crime Prevention Fund, Vietnam Lee & Man also donated RMB5,961 to the Hau Giang Provincial Police Department. In addition, Vietnam Lee & Man donated RMB59,189 to the People's Committee of Vo Quang County on the eve of the Spring Festival, offering needy families in Ha Tinh Province condolence gifts for the 2024 Spring Festival. Jiangsu Lee & Man also donated RMB50,000 to Changshu Charity Association for charity activities, demonstrating the company's deep understanding of and continuous commitment to social responsibility.

顧及學童學習教育，本集團曾捐贈予雲南怒江州學校合計753萬元人民幣用於購買圖書，及贊助中出慈善基金有限公司「我們一起悅讀的日子」活動經費100萬港元，希望學童養成閱讀和探索的習慣，感受文字感染力，培養豐富的想像力和創造力。

在本年度，越南理文深入參與社會公益活動，積極支持后江省的多個慈善計劃。越南理文向邁任鎮民委員會、后江省工業區管理處、后江省警察局及后江省報社共捐款人民幣33,993元，捐款用於為后江省困難家庭送上2023年春節禮物。此外，越南理文也向后江省警察經濟保障科捐贈人民幣5,891元，幫助越南英雄母親修繕房屋，並向邁任鎮人民委員會捐贈人民幣9,047元，以支持當地困難家庭購買健康保險。在2023-2024年新學年開始，越南理文也沒有忘記教育的重要性，捐出人民幣15,115元給邁任鎮人民委員會、周城區警察局和后江省報紙，旨在為困難學生提供獎學金和自行車，鼓勵他們繼續求學。同時，為支持后江省犯罪預防基金，越南理文又捐出人民幣5,961元給后江省警察。不僅如此，越南理文在春節前夕，向武光縣人民委員會捐款人民幣59,189元，以確保河靜省的困難家庭也能收到2024年春節的慰問禮物。江蘇理文亦向常熟慈善總會捐贈人民幣5萬元，用於進行慈善活動，體現了公司對於社會責任的深刻理解和持續承諾。



HKEX ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT GUIDE INDEX

香港交易所《環境、社會及管治報
告指引》索引

General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
A Environmental A 環境		
A1 Emissions A1 排放物		
General Disclosure 一般披露	In relation to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無 害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例。	Emissions 排放物
A1.1 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions 排放物
A1.2 A1.2	Direct (Scope 1) and energy's indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)排放溫室氣體排放量(以 噸計算)及(如適用)密度(如以每產量單位、每項設施計 算)。	Emissions 排放物



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions
A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions
A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
A1.5	Description of emission targets established and steps taken to achieve them.	Emissions
A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	排放物
A1.6	Description of how hazardous and non-hazardous wastes are handled, and description of waste reduction targets established and steps taken to achieve them.	Emissions
A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	排放物
A2 Use of Resources A2 資源使用		
General Disclosure 一般披露	Policies on efficient use of resources including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.1	按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	資源使用



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	資源使用
A2.3	Description of energy efficiency targets established and steps taken to achieve them.	Use of Resources
A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	資源使用
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, and water efficiency targets established and steps taken to achieve them.	Use of Resources
A2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	資源使用
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources
A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	資源使用
A3 The Environment and Natural Resources A3 環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources.	Environment and Natural Resources 環境及天然資源
A3.1	Description of the significant impacts of activities on the environment and natural resources and the action taken to manage them.	Environment and Natural Resources
A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境及天然資源



General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
A4 Climate Change A4 氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Cope with Climate Change 氣候變化應對
A4.1 A4.1	Description of the significant climate-related issues that have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Cope with Climate Change 氣候變化應對
B Society B 社會		
B1 Employment B1 僱傭		
General Disclosure 一般披露	In relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 勞工關係



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B1.1	Total workforce by gender, employment type (full-time or part-time), age group and geographical region.	Employment
B1.1	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	勞工關係
B1.2	Employee turnover rate by gender, age group and geographical region.	Employment
B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	勞工關係
B2 Health and Safety B2 健康與安全		
General Disclosure 一般披露	In relation to providing a safe working environment and protecting employees from occupational hazards: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
B2.1	Number and rate of work-related fatalities in each of the past three years (including reporting year).	Health and Safety
B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	健康與安全
B2.2	Lost days due to work injury.	Health and Safety
B2.2	因工傷損失工作日數。	健康與安全
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety
B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	健康與安全



General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
B3 Training and development B3 發展培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Training and Development 培訓及發展
B3.1 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management, etc.). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	Training and Development 培訓及發展
B3.2 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Training and Development 培訓及發展
B4 Labour Standards B4 勞工準則		
General Disclosure 一般披露	In relation to prevent child or forced labour: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
B4.1 B4.1	Description of measures to review employment practices to avoid child or forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards 勞工準則
B4.2 B4.2	Description of steps taken to eliminate such non-compliance practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards 勞工準則



General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
B5 Supply Chain Management B5 供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Management 供應鏈管理
B5.1 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management 供應鏈管理
B5.2 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
B5.3 B5.3	Description of practices relating to identify environmental and social risks at every stage of the supply chain, and how they are implemented and monitored. 描述有關辨識供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監測方法。	Supply Chain Management 供應鏈管理
B5.4 B5.4	Description of practices that promote the use of environmentally friendly products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監測方法。	Supply Chain Management 供應鏈管理



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B6.5 B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Data Privacy 資料保密
B7 Anti-corruption B7 反貪污		
General Disclosure 一般披露	In relation to prevent bribery, extortion, fraud and money laundering: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
B7.1 B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
B7.2 B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程式，以及相關執行及監察方法。	Anti-corruption 反貪污



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B7.3 B7.3	Description of anti-corruption training for directors and employees. 描述向董事及員工提供的反貪污培訓。	Anti-corruption 反貪污
B8 Community Investment B8 社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take communities' interests into consideration. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community investment 社會投資
B8.1 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community investment 社會投資
B8.2 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community investment 社會投資



EXECUTIVE DIRECTORS

Dr. Lee Man Chun Raymond, aged 53, CPPCC National Committee, SBS JP, Chairman of the Company, is in charge of corporate planning and investment projects. He has over 30 years of operational experience in paper manufacturing and is experienced in professional formula of paper making and product development. He was conferred the Honorary Degree of Doctor of Laws in 2014 and holds a Bachelor's Degree in Applied Science from the University of British Columbia in Canada. He was awarded the "Young Industrialist Award of Hong Kong 2002" and received an award for "2003 Hong Kong Ten Outstanding Young Persons Selection Awardees". He is the brother of Mr. Lee Man Bun, an Executive Director of the Company and Chief Executive Officer of the Group and is the brother-in-law of Mr. Li King Wai Ross, an Executive Director of the Company. The younger brother of his grandfather is the grandfather of Mr. Lee Jude Ho Chung, an Executive Director of the Company.

Mr. Lee Man Bun, aged 43, MH JP, Chief Executive Officer of the Group, is responsible for production management, sales, daily operation, quality improvement, repair and maintenance of production machines and staff management etc.. He holds a Bachelor's Degree of Applied Science in Chemical Engineering from the University of British Columbia in Canada. He is awarded the "Young Industrialist Award of Hong Kong 2015" and is the Founding Chairman of Hong Kong New Youth Energy Think Tank. He is the younger brother of Dr. Lee Man Chun Raymond, the Chairman and an Executive Director of the Company and is the brother-in-law of Mr. Li King Wai Ross, an Executive Director of the Company. The younger brother of his grandfather is the grandfather of Mr. Lee Jude Ho Chung, an Executive Director of the Company.

執行董事

李文俊博士，53歲，全國政協委員，銀紫荊星章太平紳士，本公司主席，負責本集團整體策劃及投資項目。彼在造紙業擁有逾30年營運經驗，對造紙業的專業程式及產品開發擁有豐富經驗。彼於2014年獲加拿大英屬哥倫比亞大學頒授榮譽法學博士及持有其應用科學學士學位。彼獲頒「2002年香港青年工業家」及「2003年香港十大傑出青年」。彼為本公司執行董事兼本集團首席執行官李文斌先生之哥哥，亦為本公司執行董事李經緯先生之內兄。彼祖父的弟弟為本公司執行董事李浩中先生的祖父。

李文斌先生，43歲，榮譽勳章太平紳士，本集團首席執行官，負責生產管理、銷售、日常運作、品質改進、機械維修和員工管理等，彼持有加拿大英屬哥倫比亞大學應用科學化學工程學士學位。彼獲頒「2015年香港青年工業家」，亦是香港新活力青年智庫創會主席。彼為本公司主席及執行董事李文俊博士之弟弟，亦為本公司執行董事李經緯先生之內弟。彼祖父的弟弟為本公司執行董事李浩中先生的祖父。

EXECUTIVE DIRECTORS (CONTINUED)

Mr. Li King Wai Ross, aged 48, a member of the Chongqing CPPCC Committee, Executive Vice President of the HK Chongqing Friendship Federation plus the Chairman of its Economic and Trade Committee, an Executive Committee Member of The Canadian Chamber of Commerce Hong Kong and an Executive Director of the Company, is responsible for the global procurement of recovered paper, logistics planning and optimisation, as well as external affairs for the Group. He also leads the global export team which focus on international marketing and sales. He holds a Master's Degree in Science in Electrical Engineering from Stanford University in USA and a Bachelor's Degree in Applied Science in Computer Engineering from University of British Columbia in Canada. He has over 23 years of experience in production management, operations and technological research and development. He is the brother-in-law of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, both of whom are Executive Directors of the Company.

Mr. Yip Heong Kan, aged 53, is the General Manager of the Group, is responsible for investment management of new projects, merger and acquisition, cost controlling, accounting and taxation management, corporate management and energy saving projects. He holds a Master's Degree in Business Administration from Open University of Hong Kong and is an associate member of Hong Kong Institute of Certified Public Accountants. He has over 30 years of experience in auditing & accounting and corporate financial management.

Mr. Lee Jude Ho Chung, aged 49, is the Deputy General Manager of the Group responsible for the administration, information technology, electricity generation and environmental, social and governance related management of the Group. He holds a Bachelor's Degree in Applied Science & Engineering from University of Toronto in Canada and has over 23 years of experience in IT supervision and 16 years of senior management experience from different multinational companies. His grandfather is the younger brother of the grandfather of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, both of whom are Executive Directors of the Company.

執行董事(續)

李經緯先生，48歲，重慶市政協委員，香港重慶總會常務副會長兼經貿合作委員會主席，香港加拿大商會執行會董及本公司執行董事，彼負責本集團的全球廢紙採購業務，物流戰略及優化和負責集團對外事務。彼也帶領全球出口團隊負責國際市場推廣和銷售。彼持有美國史丹福大學科學電子工程碩士學位及加拿大英屬哥倫比亞大學應用科學電腦工程學士學位，擁有逾23年生產管理，營運操作及技術研究開發經驗。彼為本公司執行董事李文俊博士之妹夫及李文斌先生之姐夫。

葉向勤先生，53歲，本集團總經理，負責本集團新項目投資管理、收購合併、成本控制、財務及稅務管理、企業管理及節能減排項目。彼持有香港公開大學工商管理碩士學位，彼為香港會計師公會會員，擁有逾30年核數及會計、企業財務管理經驗。

李浩中先生，49歲，本集團副總經理，負責集團行政、資訊科技、發電及環境、社會及企業管治相關工作。彼持有加拿大多倫多大學應用科學工程學士學位，擁有逾23年跨國企業資訊科技經驗及16年的高級管理經驗。彼祖父為本公司執行董事李文俊博士及李文斌先生祖父的弟弟。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chau Shing Yim, David (“Mr. Chau”), aged 60, an Independent Non-executive Director of the Company, has over 31 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms, Mr. Chau was a key member who found their corporate finance division and held the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants in England and Wales (“ICAEW”), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a senior fellow and a director of the Hong Kong Securities and Investment Institute; and he is a member of Corporate Committee and was the ex-chairman of China and Corporate Committee. Mr. Chau is the member of Pamela Youde Nethersole Eastern Hospital (“PYNEH”) Fund Raising Committee, PYNEH Charitable Trust and also ex-member of the Hospital Governing Committee.

Mr. Chau is currently an independent non-executive director and audit committee chairman of OSL Group Limited (formerly known as BC Technology Group Limited), China Ruyi Holdings Limited, Productive Technologies Company Limited, Man Wah Holdings Limited, China Evergrande New Energy Vehicle Group Limited and China Evergrande Group (under liquidation process). All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

獨立非執行董事

周承炎先生(「周先生」)，60歲，本公司獨立非執行董事，擁有超過31年企業融資經驗及曾為四大會計師事務所的合夥人，並為會計師事務所成立企業財務部的主要成員，主管合併和收購及企業諮詢業務。周先生為英國及威爾斯特許公認會計師公會的會員、獲英國及威爾斯特許公認會計師公會賦予企業融資資格。彼為香港會計師公會會員及曾為香港會計師公會紀律委員會委員。周先生是香港證券及投資學會的傑出資深會員及為該學會董事、亦是企業委員會成員及曾為中國和企業委員會主席。周先生是東區尤德夫人那打素醫院(「東區醫院」)籌款委員會成員、東區醫院慈善信託基金成員及曾為東區醫院管治委員會成員。

周先生現為OSL集團有限公司(前稱BC科技集團有限公司)、中國儒意控股有限公司、普達特科技有限公司、敏華控股有限公司、中國恒大新能源汽車集團有限公司及中國恒大集團(清盤中)之獨立非執行董事及審計委員會主席。所有前述公司均於聯交所上市。



Ms. Lo Wing Sze (“Ms. Lo”), aged 52, BBS JP, an Independent Non-executive Director of the Company, has over 25 years of experience in corporate finance and hotel management.

Ms. Lo holds a Bachelor of Economics Degree from the University of Sydney and a Master of Commerce in Finance Degree from the University of New South Wales in Australia. She is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia. She is the financial director of Million Tour Limited and the founder and financial director of M1 Hotel Group.

Ms. Lo is a member of the Election Committee 2021 (The Fourth Sector) of the Hong Kong Special Administrative Region (“HKSAR”) and All-China Women’s Federation HKSAR delegate and was a member of the Election Committee for the Fifth Government of the HKSAR (Tourism Subsector). Ms. Lo is a member of the Chief Executive’s Policy Unit Expert Group, the Social Workers Registration Board, the Advisory Committee on Post-office Employment for Former Chief Executives and Politically Appointed Officials, the Advisory Committee on Admission of Quality Migrants and Professionals, the Immigration Department Users’ Committee, the Correctional Services Children’s Education Trust Investment Advisory Board and the District Fire Safety Committee (Wan Chai District). She is also an Honorary Court Member of the Lingnan University. Ms. Lo is the Chairlady of Tai Hang Five Dragon Heritage Centre (Revitalising Historic Buildings Through Partnership Scheme Batch IV).

Ms. Lo is currently an independent non-executive director of China Resources Mixc Lifestyle Services Limited, New World Development Company Limited, Virtual Mind Holding Company Limited (formerly known as CEFC Hong Kong Financial Investment Company Limited) and Goldlion Holdings Limited. Ms. Lo was an independent non-executive director of Finsoft Financial Investment Holdings Limited from August 2020 to July 2023. All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

羅詠詩女士(「羅女士」)，52歲，銅紫荊星章太平紳士，本公司獨立非執行董事，擁有超過25年企業融資及酒店管理經驗。

羅女士持有澳洲悉尼大學經濟學學士學位及澳洲新南威爾士大學財經系碩士學位。彼為香港會計師公會會員及澳洲會計師公會資深會員。彼為萬通旅行社有限公司財務總監及M1酒店集團創辦人兼財務總監。

羅女士為2021年香港特別行政區(「香港特區」)選舉委員會(第四界別)界別分組委員、中國婦女十三大香港特邀代表，並曾為香港特區第五屆行政長官選舉委員會委員(旅遊界別)。羅女士出任特首政策組專家組、社會工作者註冊局、前任行政長官及政治委任官員離職後工作諮詢委員會、輸入優秀人才及專才諮詢委員會、入境事務處使用服務人士委員會、懲教署人員子女教育信託基金投資顧問委員會以及灣仔區防火委員會成員。彼亦為嶺南大學榮譽諮議會委員。羅女士為大坑火龍文化館(發展局第四期活化歷史建築伙伴計劃)理事長。

羅女士現為華潤萬象生活有限公司、新世界發展有限公司、天機控股有限公司(前稱香港華信金融投資有限公司)及金利來集團有限公司之獨立非執行董事。羅女士於2020年8月至2023年7月為匯財金融投資控股有限公司之獨立非執行董事。所有前述公司均於聯交所上市。



Mr. Chan Wai Yan Ronald ("Mr. Chan"), aged 43, an Independent Non-executive Director of the Company, has over 20 years of experience in corporate finance and investment consultation.

Mr. Chan obtained a Bachelor of Science degree in finance and accounting from the Leonard N. Stern School of Business at New York University in the United States in May 2002. Mr. Chan founded Chartwell Capital Limited, an investment management company, in October 2007 and is currently the chief investment officer. He has been its responsible officer for Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO since November 2008 and February 2008, respectively.

From July 2016 to July 2022, he served as a member of the Listing Committee of the Main Board and GEM of The Stock Exchange of Hong Kong Limited. Mr Chan has been appointed as a member to the Board of Directors of the Hong Kong Financial Services Development Council for a term of two years with effect from 17 January 2024. Mr. Chan is currently an independent non-executive director of Powerlong Commercial Management Holdings Limited and Hong Kong Ferry (Holdings) Company Limited. All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

陳惠仁先生(「陳先生」)，43歲，本公司獨立非執行董事，擁有超過20年企業融資及投資諮詢經驗。

陳先生於2002年5月獲美國紐約大學史登商學院頒授財務及會計理學士學位。陳先生於2007年10月創辦大正資本有限公司(一間投資管理公司)，目前為投資總監。彼分別自2008年11月及2008年2月起擔任證券及期貨條例項下第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的負責人員。

彼於2016年7月至2022年7月擔任香港聯合交易所有限公司主板及GEM上市委員會成員。陳先生獲委任為香港金融發展局董事會成員，任期自2024年1月17日起為期兩年。陳先生現為寶龍商業管理控股有限公司及為香港小輪(集團)有限公司之獨立非執行董事。所有前述公司均於聯交所上市。



SENIOR MANAGEMENT

Ms. Law Kit Yu, aged 42, is the Financial Controller of the Group and the Company Secretary of the Company, is responsible for the internal supervision, management of the Group's financial matters and investor relationship. She is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants, and has over 16 years of experience in providing auditing, accounting and financial management. She has extensive experience in participating in various audit assignments for both Hong Kong listed companies and multi-national companies. She joined the Group in April 2021.

Mr. Wong Chi Chung Alex, aged 48, is the General Manager of South-West China, is responsible for the daily operation and management of Chongqing Lee & Man Tissue and Chongqing Lee & Man Pulp. He holds a Bachelor degree in Computer Science from University of California, Riverside in United States and has over 13 years of experience in purchasing and administration. He joined the Group in August 2012.

Mr. Ng Hok She Harry, aged 48, is the Project Director, responsible for the pulp and tissue project of the Group. Mr. Ng holds a Bachelor's Degree and a Master's Degree in Mechanical Engineering from McMaster University in Canada. He has over 21 years of experience in engineering safety aspects management. He joined the Group in October 2011.

高級管理層

羅潔茹女士，42歲，本集團財務總監兼本公司之公司秘書，負責本集團之內部財政監督、管理及投資者關係。彼為英國公認會計師公會資深會員及香港會計師公會會員，擁有逾16年核數、會計及財務管理經驗。彼在參與香港上市公司及跨國公司各類核數工作方面擁有豐富經驗。彼於2021年4月加入本集團。

黃志聰先生，48歲，中國西南地區總經理，負責重慶理文衛生用紙及重慶理文制漿日常運作及管理。彼持有美國加利福尼亞大學河濱分校電腦系學士學位。擁有逾13年的採購及行政管理經驗。彼於2012年8月加入本集團。

伍鶴時先生，48歲，本集團項目總監，負責本集團木漿及衛生紙項目。彼持有加拿大麥克馬斯特大學機械工程的學士學位和碩士學位。彼擁有超過21年工程安全方面的管理經驗。彼於2011年10月加入本集團。



SENIOR MANAGEMENT (CONTINUED)

Mr. Chung Wai Fu, aged 59, is the General Manager of Vietnam Lee & Man Paper, responsible for Vietnam plant operation and management. Mr. Chung holds a Bachelor Degree of Production and Logistics Management and a Master Degree of Business Administration in Human Resources Management from the University of Southern Queensland. He has over 30 years of management experience working in both multinational and local listed companies in China. Mr. Chung joined the Group in November 2008.

Ms. Li Yuen Ling, aged 62, is the Senior Finance Manager of the Group, is responsible for the Group's finance activities, as well as maintaining banking relationship for the Group. She joined the Lee & Man group in 1984 and has over 39 years of experience in accounting and finance for manufacturing operations.

高級管理層(續)

鍾偉富先生，59歲，越南理文造紙總經理，負責越南造紙廠整體運作及管理。鍾先生持有南昆士蘭大學生產和物流管理學士學位及人力資源行政管理碩士學位，擁有逾30年管理跨國和中國本地上市公司經驗。鍾先生於2008年11月加入本集團。

李婉玲女士，62歲，本集團高級財務經理，負責本集團之財務事務及維繫與本集團往來銀行的關係。彼於1984年加入理文集團並擁有逾39年製造業務之會計及財務經驗。



The directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, an associate and a joint venture are set out in notes 43, 21 and 22 respectively to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

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 on page 146.

A final dividend for 2022 of HK3.3 cents per share amounting to HK\$142,216,000 and an interim dividend for 2023 of HK2.5 cents per share amounting to HK\$107,739,000 in aggregate was paid to the shareholders during the year. The directors of the Company now recommend the payment of a final dividend of HK6.1 cents per share for the year ended 31 December 2023 to the shareholders on the register of members on 21 May 2024, amounting to approximately HK\$262 million in aggregate, subject to the approval of the shareholders at the forthcoming annual general meeting.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company's reserves available for distribution to shareholders amounted to HK\$7,344,636,000 (2022: HK\$5,875,491,000), representing the aggregation of the share premium, the contributed surplus and the retained profits.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 7 of the annual report.

董事謹此提呈本公司及其附屬公司(「本集團」)截至2023年12月31日止年度之年報及經審核財務報表。

主要業務

本公司是一間投資控股公司，各主要附屬公司，聯營公司及合營企業的主要業務分別載於綜合財務報表附註43、21及22。

業績及分配

本集團截至2023年12月31日止年度的業績載於第146頁的綜合損益及其他全面收益表。

年內已向股東派發2022年末期股息每股3.3港仙，合共142,216,000港元及2023年中期股息每股2.5港仙，合共107,739,000港元。本公司董事現建議派發截至2023年12月31日止年度之末期股息每股6.1港仙，合共約2.62億港元，予於2024年5月21日名列股東名冊之股東。末期股息須待股東於應屆股東週年大會上批准方可作實。

可分派儲備

於2023年12月31日，本公司可供分派予股東之儲備為股份溢價、資本公積及留存盈利合共7,344,636,000港元(2022年：5,875,491,000港元)。

五年財務概要

本集團最近五個財政年度之業績及資產及負債概要載於年報第7頁。



PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment at a cost of approximately HK\$4,472 million (2022: HK\$5,968 million) for the purpose of expanding its business. An amount of HK\$33,461,000 (2022: HK\$6,597,000) was transferred from property, plant and equipment to investment properties for generating rental income during the year ended 31 December 2023. Details of the movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the Chairman's Statement and Management Discussion and Analysis, respectively, set out on pages 8 to 11 and pages 12 to 15 of this Annual Report. The outlook of the Company's business is discussed throughout this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties facing the Company as required to be disclosed pursuant to the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and are in addition to the matters referred to in the Chairman's Statement and Management Discussion and Analysis.

1. Economic climate and individual market performance

The impact of economic conditions of China would affect sales and results of the Group. The Group continues to implement its strategies to develop and strengthen penetration of the relevant markets. The management of the Group will continue to make efforts to strictly control costs and manage the usage of capital fund in order to maintain the Group's competitiveness in the paper industry.

In addition, the on-going US-China trade friction and weak downstream demand might past uncertainty to the Group's business performance, details of the uncertainty are set out in the Chairman's statement to the annual report.

物業、廠房及設備

年內，本集團購置物業、廠房及設備之成本約44.72億港元(2022年：59.68億港元)，以擴展業務。為數33,461,000港元(2022年：6,597,000港元)金額於截至2023年12月31日止年度由物業、廠房及設備轉撥往產生租金收入之投資物業。本集團物業、廠房及設備於年內的變動詳情載於綜合財務報表附註17。

業務回顧及表現

於本年度內，本公司業務回顧及本集團表現之討論及分析以及與業績及財務狀況相關之重大因素分別載列於本年報第8頁至第11頁之主席報告及第12頁至第15頁之管理層討論及分析中。本公司的業務展望於本年報不同部分討論。

主要風險及不明朗因素

除主席報告及管理層討論及分析提述事宜以外，本公司根據公司條例(香港法例第622章)須予披露所面對的主要風險及不明朗因素如下。

1. 經濟氣候及個別市場表現

中國經濟情況的影響會影響本集團的銷售和業績。本集團繼續實施策略，以發展和加強不同地區的市場滲透，本集團管理層將繼續致力嚴控成本及加強資本運用以保持本集團在造紙業的競爭力。

此外，持續的中美貿易戰及下游需求偏弱可能對本集團之業務表現帶來不確定性，不確定性之詳情載於本年報之主席報告中。



PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

2. Loss of key individuals or the inability to attract and retain talent

Lack of appropriately skilled and experienced resource could result in a delay in achieving the Group's strategic goals. The risk of the loss of key personnel is mitigated by regular reviews of recruitment and retention practices, remuneration packages and succession planning within the management team.

3. Customers' credit risk

The maximum exposure to credit risk by the Group which will cause a financial loss due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group only extends credit to customers based on careful evaluation of the customers' financial conditions and credit history. Credit sales of products are made to customers with an appropriate credit history. In addition, the Group reviews the recoverable amount of debt at the end of the reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts.

Details of the customers' credit risk are set out in note 36 to the consolidated financial statements.

4. Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with the relevant loan covenants.

Details of the liquidity risk are set out in note 36 to the consolidated financial statements.

主要風險及不明朗因素(續)

2. 關鍵人物流失或無法吸引及挽留人才

缺乏適當技術和富經驗的資源，可能會阻延本集團實現策略目標。經常檢討招聘和挽留人才的做法、薪酬待遇和管理團隊內的繼任計劃降低了關鍵人員流失的風險。

3. 客戶的信貸風險

本集團因交易方未能履行責任而導致財務損失所承受之最高信貸風險來自綜合財務狀況表所載列已確認金融資產之賬面值。

為減低信貸風險，本集團管理層已指派一組人員負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期未付債項。本集團僅會在審慎評估客戶之財政狀況及信貸紀錄後增加客戶之信貸額。產品信貸銷售會提供予具有良好信貸紀錄之客戶。此外，本集團會於報告期末檢討債項之可收回數額，以確保就不可收回數額確認足夠之減值虧損。

客戶的信貸風險詳情載列於綜合財務報表附註36。

4. 流動資金風險

管理流動資金風險時，本集團會監察及保持管理層視為足夠水平之現金及現金等價物，以撥付本集團營運所需及減低現金流量波動之影響。管理層會監察銀行借貸之使用情況，並確保遵守相關貸款契諾。

流動資金風險詳情載列於綜合財務報表附註36。



PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

5. Currency risk

The Group has foreign currency transactions and foreign currency borrowings, which expose the Group to foreign currency risk. The Group manages and monitors foreign exchange exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group has entered into certain foreign currency forward contracts to mitigate the risks as deemed appropriate.

Details of the currency risk are set out in note 36 to the consolidated financial statements.

6. Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to floating-rate bank balances and bank borrowings and fair value interest rate risk in relation to fixed-rate bank borrowings. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Details of the interest rate risk are set out in note 36 to the consolidated financial statements.

GROUP'S ENVIRONMENTAL POLICIES AND PERFORMANCE

Other than financial performance, the Group believes that a high standard of corporate social responsibility is essential for building up a good corporate and social relationship and motivating staff and creating a sustainable return to the Group. We are committed to contributing to the sustainability of the environment and community in which we conduct business and where our stakeholders live.

Particulars of the Company's environmental policies and performance are set out in the Environmental, Social and Governance Report on pages 39 to 117 of this Annual Report.

主要風險及不明朗因素 (續)

5. 貨幣風險

本集團因有外幣交易及外幣借貸，以致本集團承受外幣折算風險。本集團管理及監察外匯風險，以確保及時及有效地採取適當措施。本集團已適當訂立多項外幣遠期合約以降低有關風險。

貨幣風險詳情載列於綜合財務報表附註36。

6. 利率風險

本集團之現金流量利率風險主要是浮息銀行結餘及銀行借貸以及定息銀行借貸之公允值利率風險。管理層監控利率風險，並將在有需要時考慮對沖重大利率波動。

利率風險詳情載列於綜合財務報表附註36。

本集團的環境政策及表現

除財務表現外，本集團相信高標準之企業社會責任對建立良好企業及社會關係及激勵員工及為本集團創造可持續之回報均至為重要。本公司致力於為本公司業務經營及本公司權益人所在地區的環境及社群之可持續發展作出貢獻。

本公司之環保政策及表現詳情載列於本年報第39頁至第117頁之環境、社會及管治報告。



STAKEHOLDERS' ENGAGEMENT

We obtain and understand the views of our stakeholders regularly. This communication provides valuable feedback for our business and assists us to understand stakeholders' needs and assess the best way to leverage our resources and expertise to contribute to future business and community development.

Across the supply chain, we have taken steps throughout the year to ensure that we operate responsibly and in the interests of our customers, workforce, suppliers and other stakeholders.

An account of the Group's relationships with employees is included in the Management Discussion and Analysis from pages 12 to 15.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 33 to the consolidated financial statements.

During the year, the Company repurchased certain of its own ordinary shares through The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), details of which are set out in note 33 to the consolidated financial statements. The directors considered that the repurchases would increase the earnings per share of the Company. None of the Company's subsidiaries repurchased, sold or redeemed any of the Company's shares during the year.

權益人參與

我們定期取得及了解權益人的意見。這種溝通為我們的業務提供了寶貴的反饋意見，並協助我們了解權益人的需求並評估充分利用我們的資源和專業知識的最佳方法，有助未來的業務和社區發展。

在整個供應鏈中，我們年內已採取措施確保我們以負責任的態度經營業務，並符合我們的客戶、員工、供應商和其他權益人的利益。

本集團與僱員的關係記述載於第12頁至第15頁之管理層討論及分析。

股本

年內本公司股本的變動詳情載於綜合財務報表附註33。

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回若干本公司普通股份，詳情載於綜合財務報表附註33。董事認為，購回股份可提高本公司每股盈利。年內概無本公司附屬公司購回、出售或贖回本公司任何股份。



DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors

Dr. Lee Man Chun Raymond, *SBS JP (Chairman)*
Mr. Lee Man Bun, *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Non-executive director

Professor Poon Chung Kwong *GBM GBS JP*
(retired on 9 May 2023)

Independent non-executive directors

Mr. Chau Shing Yim David
Ms. Lo Wing Sze *BBS JP*
(appointed on 2 August 2023)
Mr. Chan Wai Yan Ronald (appointed on 2 August 2023)
Mr. Wong Kai Tung Tony (resigned on 2 August 2023)
Mr. Peter A. Davies (resigned on 2 August 2023)

In accordance with the Company's Articles of Association, Mr. Lee Man Bun, Ms. Lo Wing Sze and Mr. Chan Wai Yan Ronald retire and, being eligible, Mr. Lee Man Bun, Ms. Lo Wing Sze and Mr. Chan Wai Yan Ronald offer themselves for re-election.

Each of Dr. Lee Man Chun Raymond, Mr. Lee Man Bun and Mr. Li King Wai Ross has entered into a service agreement with the Company for an initial period of three years commencing from 1 April 2023, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

Each of Mr. Lee Jude Ho Chung and Mr. Yip Heong Kan has entered into a service agreement with the Company for initial period of three years commencing from 1 July 2021, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

董事及董事的服務合約

年內及截至本報告刊發日期，本公司的董事如下：

執行董事

李文俊博士 *銀紫荊星章 太平紳士 (主席)*
李文斌先生 *榮譽勳章 太平紳士 (首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

非執行董事

潘宗光教授 *大紫荊勳章 金紫荊星章 太平紳士*
(於2023年5月9日退休)

獨立非執行董事

周承炎先生
羅詠詩女士 *銅紫荊星章 太平紳士*
(於2023年8月2日委任)
陳惠仁先生 (於2023年8月2日委任)
王啟東先生 (於2023年8月2日辭任)
Peter A. Davies先生 (於2023年8月2日辭任)

根據本公司章程細則，李文斌先生、羅詠詩女士及陳惠仁先生將退任，李文斌先生、羅詠詩女士及陳惠仁先生符合資格並願意膺選連任。

李文俊博士、李文斌先生及李經緯先生各自與本公司訂立服務合約，年期由2023年4月1日起計，初步為期三年，此後一直存續，直至任何一方向另一方發出三個月事前書面通知予以終止為止。

李浩中先生及葉向勤先生各自與本公司訂立服務合約，年期由2021年7月1日起計，初步為期三年，此後一直存續，直至任何一方向另一方發出三個月事前書面通知予以終止為止。



The term of office of each of the independent non-executive directors is the period up to his retirement as required by the Company's Articles of Association.

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

PERMITTED INDEMNITY PROVISION

During the year, a permitted indemnity provision that meets the requirements specified in section 469(2) of the Companies Ordinance for the benefit of the directors of the Company is in force.

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.21 OF THE LISTING RULES

In accordance with the disclosure requirements of Rule 13.21 of the Rules Governing the Listing Securities on the Stock Exchange ("Listing Rules"), the following disclosure is included in respect of the Company's loan agreements, which contains covenants requiring performance obligations of the controlling shareholders of the Company as at the date of this Annual Report.

The Group has certain loan facility agreements where it would constitute an event of default if any one or all of Dr. Lee Wan Keung Patrick, Dr. Lee Man Chun Raymond and Mr. Lee Man Bun (together the "Controlling Shareholders"), the Controlling Shareholders of the Company, ceases to legally and beneficially own, directly or indirectly, in aggregate at least 51% of the entire issued share capital of and equity interest in the Company or do not, or cease to, exercise management control over the Company. Upon the occurrence of any of the above events, the outstanding liability under the loan facilities will become immediately due and payable.

各位獨立非執行董事的任期，直至其須根據本公司章程細則的規定退任為止。

擬於應屆股東週年大會重選之董事概無與本公司訂立不可於一年內終止而無須支付賠償(法定補償除外)之服務合約。

獲准許彌償條文

年內，基於本公司董事利益並符合公司條例第469(2)部指定要求的獲准許彌償條文已生效。

根據上市規則第13.21條規定作出持續披露

根據聯交所證券上市規則(「上市規則」)第13.21條披露規定，下文披露就本公司於本年報日期包含本公司控股股東須履行指定責任的契諾條款之貸款協議而作出。

本集團有若干貸款融資協議，當中倘本公司控股股東，即李運強博士、李文俊博士及李文斌先生(統稱為「控股股東」)當中任何一人或全部人終止直接或間接法定實益擁有本公司全部已發行股本或股本權益合共最少51%，或未能，或終止對本公司行使管理控制權，將構成違約。當發生上述任何事件，貸款融資項下未償還負債將即時到期及應付。



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN EQUITY OR DEBT SECURITIES

As at 31 December 2023, the interests of the directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, the Stock Exchange were as follows:

Long positions

Ordinary shares of HK\$0.025 each of the Company

Name of director 董事姓名	Capacity 身份	Number of ordinary shares 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Dr. Lee Man Chun Raymond 李文俊博士	Beneficial owner 實益擁有人	1,358,991,040	31.54%
Mr. Lee Man Bun 李文斌先生	Beneficial owner 實益擁有人	1,303,391,040	30.25%
Mr. Li King Wai Ross 李經緯先生	Held by spouse 由配偶持有	4,564,865	0.11%

Debenture of the Company

Name of director 董事姓名	Capacity 身份	Type of debenture 債券種類	Principal amount held 持有本金金額
Dr. Lee Man Chun Raymond 李文俊博士	Beneficial owner 實益擁有人	US\$300 million 5.50% senior perpetual capital securities (the "Securities") 300百萬美元5.50%之 優先永續資本證券(「證券」)	US\$2,000,000 2,000,000美元

Save as disclosed above, none of the directors or chief executives or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2023.

董事及主要行政人員於股本或債務證券中擁有的權益及淡倉

於2023年12月31日，董事及主要行政人員及彼等之聯繫人士在本公司及其相聯法團的股份、相關股份及債券中，擁有本公司根據證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄之權益，或已知會本公司及根據上市發行人董事進行證券交易的標準守則已知會聯交所的權益如下：

好倉

本公司每股0.025港元之普通股

本公司債券

除上文所披露者外，於2023年12月31日，各董事、主要行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團的股份、相關股份或債券中，擁有任何權益或淡倉。



ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debts securities (including debentures) of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, at 31 December 2023, other than directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.025 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Ms. Ho Tsz Wan 何芷韻女士	Held by spouse (note i) 由配偶持有 (附註i)	1,303,391,040	30.25%
Dr. Lee Wan Keung Patrick 李運強博士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有 (附註ii)	475,346,920	11.03%
Ms. Lee Wong Wai Kuen 李黃惠娟女士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有 (附註ii)	475,346,920	11.03%

notes:

- (i) Under the SFO, Ms. Ho Tsz Wan is deemed to be interested in 1,303,391,040 ordinary shares as she is the spouse of Mr. Lee Man Bun.
- (ii) Under the SFO, Dr. Lee Wan Keung Patrick directly held 465,346,920 shares and Ms. Lee Wong Wai Kuen directly held 10,000,000 shares, Ms. Lee Wong Wai Kuen is the spouse of Dr. Lee Wan Keung Patrick. Both held and are deemed to be interested in 475,346,920 shares.

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as at 31 December 2023.

購買股份或債券之安排

本公司、其控股公司、或其任何附屬公司或同系附屬公司於年內任何時間概無參與訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券 (包括債權證) 而獲益。

主要股東

根據本公司按證券及期貨條例第336條須存置之主要股東登記冊所記錄，於2023年12月31日，下列股東 (董事及主要行政人員除外) 已知會本公司彼等於本公司已發行股本中擁有之相關權益。

好倉

本公司每股0.025港元之普通股

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Ms. Ho Tsz Wan 何芷韻女士	Held by spouse (note i) 由配偶持有 (附註i)	1,303,391,040	30.25%
Dr. Lee Wan Keung Patrick 李運強博士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有 (附註ii)	475,346,920	11.03%
Ms. Lee Wong Wai Kuen 李黃惠娟女士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有 (附註ii)	475,346,920	11.03%

附註：

(i) 根據證券及期貨條例，由於何芷韻女士是李文斌先生的配偶，故被視為擁有該1,303,391,040股普通股的權益。

(ii) 根據證券及期貨條例，李運強博士直接持有465,346,920股股份及李黃惠娟女士直接持有10,000,000股股份，而李黃惠娟女士是李運強博士的配偶。兩人持有並被視為持有475,346,920股股份的權益。

除上述披露者外，本公司概無獲知會於2023年12月31日本公司股份或相關股份之任何其他相關權益或淡倉。



CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 16 to 38 of this Annual Report.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received, from each of the independent non-executive directors, an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

CONNECTED TRANSACTIONS

Pursuant to Rule 14A.56 of the Listing Rules, the board of directors engaged, Deloitte Touche Tohmatsu, the auditor of the Company to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in note 42 of the Annual report in accordance with Rule 14A.56 of the Listing Rules. The independent non-executive directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms or better and in accordance with the terms of agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

企業管治

本公司企業管治詳情載於本年報第16頁至第38頁之企業管治報告。

委任獨立非執行董事

根據上市規則第3.13條之指引，每位獨立非執行董事已向本公司確認其年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

關連交易

根據上市規則第14A.56條，董事會委聘本公司核數師德勤•關黃陳方會計師行，按照香港會計師公會頒布的香港鑒證業務準則第3000號下之「非審核或審閱過往財務資料之鑒證工作」規定，參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。核數師已對本集團按照上市規則第14A.56條於本年報附註42所披露的持續關連交易所作的審查結果及結論，發出載有其無保留意見的函件。獨立非執行董事已審閱持續關連交易及核數師報告，並已確認本集團所進行交易乃按正常商業或更佳條款，於其日常及正常業務中進行，且遵照管轄該等交易之協議條款，乃屬公平合理及符合本公司股東整體利益。



CONNECTED TRANSACTIONS (CONTINUED)

Details of the disclosure on connected transactions for the year are set out in note 42 to the consolidated financial statements.

Save as disclosed above, there were no other transactions which are required to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

DIRECTORS' AND THE CONTROLLING SHAREHOLDER'S INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the heading "Connected Transactions", no transactions, arrangements and contracts of significance, to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company or an entity connected with such director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Save as disclosed in the annual report, no transactions, arrangements or contracts of significance (including contract of significance for provision of services to the Group) to which the Company or any of its subsidiaries was a party and in which a controlling shareholder of the Company or any of its subsidiaries was also a party, subsisted during or at the end of the year or at any time during the year.

關連交易 (續)

本年度的須予披露之關連交易詳情載於綜合財務報表附註42。

除上文所披露者外，並無任何其他交易須按上市規則的規定須予披露為關連交易。

董事及控股股東於交易、安排及重大合約中之權益

除「關連交易」一節所披露者外，本公司、其控股公司、附屬公司或同系附屬公司概無訂立於年結日或年內任何時間仍然生效，且本公司董事或與該董事有關連的實體直接或間接在其中擁有重大利益的交易、安排及重大合約。

除年報所披露者外，本公司或其任何附屬公司概無訂立於年結日或年內任何時間仍然生效，且本公司或其任何附屬公司的控股股東亦為合約方的交易、安排及重大合約(包括向本集團提供服務的重大合約)。



MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases and the aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales. In 2023, the largest supplier accounted for 4.2% (2022: 7.1%) of the Group's purchase of raw materials.

None of the directors, their associates or any shareholder which, to the knowledge of the directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the Group's five largest suppliers.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float throughout the year ended 31 December 2023 and as at the latest practicable date prior to the issue of this annual report.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Article of Associations, or the laws of Cayman Islands, which oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding the Company's securities.

主要客戶及供應商

年內，本集團五大供應商之累計購貨少於本集團總購貨之30%及本集團五大客戶之累計銷售少於本集團總銷售之30%。於2023年，最大供應商佔本集團採購原材料4.2% (2022年：7.1%)。

概無董事、彼等的聯繫人士或任何(就董事所知)擁有本公司已發行股本5%以上之股東於本集團五大供應商的股本中擁有任何權益。

足夠之公眾持股量

按本公司可以得悉之公開資料所示及就董事所知悉，本公司於截至2023年12月31日止整個年度內及於刊發本年報前之最後實際可行日期皆保持足夠公眾持股量。

優先購股權

本公司之章程細則或開曼群島法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東發售新股份。

稅務寬免及豁免

董事並不知悉股東因持有本公司證券而可享有的任何稅務寬免及豁免。



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

During the year ended 31 December 2023, an aggregate of 757,000 ordinary shares of the Company were repurchased at an aggregate consideration of HK\$1,547,000.

購買、出售及贖回本公司上市證券

於截至2023年12月31日止年度，合共757,000股本公司普通股以總代價1,547,000港元購回。

Month of repurchases	Number of shares repurchased	Highest price paid per share	Lowest price paid per share	Aggregate consideration paid (including expenses)
購回月份	購回股份數目	所支付的最高每股價格	所支付的最低每股價格	所支付的累計代價(含使費)總額
		HK\$ 港元	HK\$ 港元	HK\$'000 千港元
December 2023 2023年12月	757,000	2.04	2.02	1,547

For the year ended 31 December 2023, the Issuer repurchased in the open market and redeemed the Securities and cancelled pursuant to the terms and conditions of the Securities as follows:

截至2023年12月31日止年度，發行人於公開市場回購和贖回證券並根據證券的條款和條件註銷如下：

Date of repurchases	購回日期	Aggregate principal amount of Securities repurchased
		合計已購回證券本金總額
		US\$ 美元
9 June 2023	2023年6月9日	500,000
9 August 2023	2023年8月9日	900,000
29 August 2023	2023年8月29日	900,000
8 September 2023	2023年9月8日	6,130,000
15 September 2023	2023年9月15日	5,000,000
19 September 2023	2023年9月19日	200,000
11 October 2023	2023年10月11日	10,200,000
1 November 2023	2023年11月1日	2,000,000
2 November 2023	2023年11月2日	300,000
17 November 2023	2023年11月17日	1,350,000
		27,480,000

US\$213,100,000 (approximately of HK\$1,641,084,000) in aggregate principal amount of the Securities remain outstanding as at 31 December 2023.

於2023年12月31日，餘下證券本金總額為213,100,000美元(約1,641,084,000港元)。



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

EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate. Other employee benefits including insurance, medical cover are also provided.

The determination of emoluments of the Company's directors has taken into consideration their expertise and job specifications.

DONATIONS

During the year, the Group made charitable and other donations of HK\$5,199,000.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Lee Man Chun Raymond

CHAIRMAN

Hong Kong

8 March 2024

除上文披露者外，本公司或其任何附屬公司於截至2023年12月31日止年度並無購買、出售或贖回本公司任何上市證券。

薪酬政策

本集團根據員工表現、經驗及市場價格釐定其薪酬。另提供其他員工福利包括保險、醫療保障及購股權。

本公司董事之薪酬釐定已考慮其專業及工作範圍。

捐款

年內，本集團作出的慈善及其他捐款合共5,199,000港元。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會上提呈。

代表董事會

李文俊

主席

香港

2024年3月8日





**TO THE MEMBERS OF
LEE & MAN PAPER MANUFACTURING LIMITED**

(incorporated in the Cayman Islands and its member's liability is limited)

OPINION

We have audited the consolidated financial statements of Lee & Man Paper Manufacturing Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 146 to 272, 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, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致理文造紙有限公司股東

(於開曼群島註冊成立及其成員責任為有限)

意見

本核數師行已審核列載於第146至第272頁內之理文造紙有限公司(「貴公司」)及其附屬公司(以下合稱為「貴集團」)之綜合財務報表，此綜合財務報表包括於2023年12月31日之綜合財務狀況表，截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

本行認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2023年12月31日的綜合財務狀況及 貴集團於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥善編製。

意見的基礎

本行已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審計。本行在該等準則下承擔的責任在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒布的專業會計師道德守則(「守則」)，本行獨立於 貴集團，並已履行守則中的其他專業道德責任。本行相信，本行所獲得的審計憑證能充足及適當地為本行的審計意見提供基礎。



KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

應收貿易賬款之減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgment and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

本行識別應收貿易賬款之減值評估為關鍵審計事項因應收貿易賬款對集團綜合財務狀況表之重要性及於報告期末就集團之應收貿易賬款之預期信貸虧損(「預期信貸虧損」)評估涉及主觀判斷及管理層的估計。

As at 31 December 2023, the Group's net trade receivables amounting to approximately HK\$4,209,151,000, which represented approximately 8% of total assets of the Group.

於2023年12月31日，集團應收貿易賬款淨額合共約4,209,151,000港元，佔集團總資產約8%。

關鍵審計事項

關鍵審計事項是指根據本行的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在本行審計整體綜合財務報表及出具意見時進行處理的。本行不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

本行如何處理關鍵審計事項

Our procedures in relation to impairment assessment of trade receivables included:

本行就應收貿易賬款減值評估的步驟包括：

- Understanding how the impairment loss of trade receivables has been estimated by management and the approval procedures for recognising the impairment loss on trade receivables;
- 理解管理層如何估計應收貿易賬款減值虧損及確認應收貿易賬款減值虧損之審批程序；
- Testing the accuracy of information used by the management and independent qualified professional valuer to develop the ECL model on a sample basis;
- 抽樣測試管理層及獨立合資格專業估價師建立預期信貸虧損模式所用資料之準確性；



KEY AUDIT MATTERS (CONTINUED)

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

應收貿易賬款之減值評估

As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of ECL of trade receivables (excluding those backed by bills) based on collective assessment through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of trade debtors, aging, repayment history and/or past due status of respective trade receivables. In calculating the ECL, the loss rates are estimated based on comparable probability of default from internal credit ratings through groupings of various debtors that have similar loss patterns and recovery rate quoted from international credit-rating agencies and adjusted for forward-looking information that is available without undue cost or effort. In addition, credit-impaired trade receivables (excluding those backed by bills) and trade receivables backed by bills are assessed for ECL individually. The loss allowance amount of the credit-impaired trade receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

如綜合財務報表附註4所披露，集團管理層根據集體評估，通過具備類似虧損模式的不同債務人組合，經考慮貿易債務人之內部信貸評級、賬齡、還款記錄及／或個別應收貿易賬款之逾期狀況，估計應收貿易賬款(不包括有票據質押者)之預期信貸虧損金額。於計算預期信貸虧損時，損失率根據內部信用評級的可比較違約概率進行估算，而可比較違約概率乃通過將具備類似虧損模式及追償率(國際信用評級機構所引用)之不同債務人進行分組，並就無需花費成本或精力便可得之前瞻性資料作調整而得出。此外，信貸減值之應收貿易賬款(不包括有票據質押者)及有票據質押的應收貿易賬款就預期信貸虧損作個別評估。信貸減值之應收貿易賬款之虧損撥備金額乃按資產之賬面值與預期未來信貸虧損的代價之預測未來現金流量現值之差額來計量。

As disclosed in note 8 to the consolidated financial statements, the Group recognised a provision of an amount of HK\$20,289,000 in respect of impairment losses of trade receivables for the year.

如綜合財務報表附註8所披露，集團年內就應收貿易賬款減值虧損確認撥備金額為20,289,000港元。

關鍵審計事項(續)

How our audit addressed the key audit matter

本行如何處理關鍵審計事項

- Assessing the reasonableness of the methods and assumptions used in the Group's ECL model based on our understanding on the Group's customer portfolio and discussion with management and the independent qualified professional valuer including:
 - 基於本行對 貴集團的客戶組合的理解，及與管理層及獨立合資格專業估價師討論，評估 貴集團用作預期信貸虧損模式之方法及假設的合理性包括：
 - the credit quality of the customers, such as any experience in default, delay in payments, aging analysis and historical settlement pattern; and
 - 客戶的信貸質素，例如任何違約記錄、延期付款、賬齡分析及過往結算模式；及
 - the provision rates, internal credit ratings, and forward-looking information.
 - 撥備率、內部信貸評級及前瞻性資料。
- Evaluating the independent qualified professional valuer's competence, capabilities and objectivity.
- 評估獨立合資格專業估價師之才能、能力及客觀性。



OTHER INFORMATION

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

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

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

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the 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 are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的全部資料，但不包括綜合財務報表及本行的核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對該等其他資料發表任何形式的鑒證結論。

結合本行對綜合財務報表的審計，本行的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於本行已執行的工作，如果本行認為其他資料存在重大錯誤陳述，本行需要報告該事實。在這方面，本行沒有任何報告。

董事及負責管治人員就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例披露規定編製真實而公平的綜合財務報表，以及董事釐為必須的內部監控，以使編製的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

負責管治人員須履行監督貴集團的財務報告過程的責任。



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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表承擔的責任

本行的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告，根據協定的聘用條款僅向整體股東報告而非用作其他用途。本行概不就本報告的內容，對任何其他人士承擔任何責任及債務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本行運用了專業判斷並保持了專業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。



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

(CONTINUED)

- 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.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則本行應當發表非無保留意見。本行的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
 - 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。本行負責貴集團審計的方向、監督和執行。本行為審計意見承擔全部責任。

核數師就審計綜合財務報表承擔 的責任(續)



AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and is therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters 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 the independent auditor's report is Mr. Poon Kam Chuen.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

8 March 2024

核數師就審計綜合財務報表承擔 的責任(續)

本行與 貴公司負責管治人員溝通，當中包括計劃的審計範圍、時間安排、重大審計發現等，包括本行在審計中識別出內部控制的任何重大缺陷。

本行還向 貴公司負責管治人員提交聲明，說明本行已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響本行獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與 貴公司負責管治人員溝通的事項中，本行確定哪事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。本行在核數師報告中描述此事項，除非法律法規不允許公開披露此事項，或在極端罕見的情況下，如果合理預期在本行報告中溝通某事項造成的負面後果超過產生的公眾利益，本行決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是潘錦泉。

德勤•關黃陳方會計師行
執業會計師
香港

2024年3月8日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 December 2023 截至2023年12月31日止年度

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue	收入	5	24,937,083	29,170,402
Cost of sales	銷售成本		(22,434,909)	(26,477,906)
Gross profit	毛利		2,502,174	2,692,496
Other income	其他收入	7	911,727	908,884
Impairment losses on trade receivables, net of reversal	應收貿易賬款減值虧損， 扣除回撥淨額	8	(20,289)	7,529
Other gains and losses, net	其他淨收益及虧損	9	8,332	(3,455)
Distribution and selling expenses	分銷及銷售費用		(595,340)	(784,438)
General and administrative expenses	日常及行政費用		(1,117,844)	(1,238,554)
Share of result of an associate	應佔聯營公司業績		1,688	55
Share of result of a joint venture	應佔合營企業業績		31	(27)
Finance costs	財務成本	10	(278,120)	(123,769)
Profit before tax	除稅前盈利		1,412,359	1,458,721
Income tax expense	利得稅支出	11	(258,396)	(141,531)
Profit for the year	年度盈利	12	1,153,963	1,317,190
Other comprehensive expense <i>Item that may be reclassified subsequently to profit or loss:</i> Exchange differences arising on translation of foreign operations	其他全面支出 <i>其後可能重新分類至 損益之項目：</i> 換算境外業務產生之 匯兌差額		(445,346)	(4,731,419)
Total comprehensive income (expense) for the year	年度總全面收益(支出)		708,617	(3,414,229)
Profit for the year attributable to:	以下人士應佔年度盈利：			
Owners of the Company:	本公司擁有人：			
– Ordinary shareholders	– 普通股股東		1,050,931	1,185,236
– Perpetual capital securities holders	– 永續資本證券持有人		101,677	131,096
Non-controlling interests	非控股權益		1,355	858
			1,153,963	1,317,190
Total comprehensive income (expense) attributable to:	以下人士應佔 總全面收益(支出)：			
Owners of the Company:	本公司擁有人：			
– Ordinary shareholders	– 普通股股東		605,877	(3,545,710)
– Perpetual capital securities holders	– 永續資本證券持有人		101,677	131,096
Non-controlling interests	非控股權益		1,063	385
			708,617	(3,414,229)
			HK cents 港仙	HK cents 港仙
Earnings per share – Basic	每股盈利 – 基本	16	24.39	27.46



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2023 於2023年12月31日

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	37,788,561	35,130,428
Right-of-use assets	使用權資產	18	1,240,196	998,273
Investment properties	投資物業	19	526,099	518,644
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備所付訂金	20	886,075	538,333
Interest in an associate	聯營公司權益	21	102,456	74,550
Interest in a joint venture	合營企業權益	22	80,786	81,173
Loan to a joint venture	合營企業貸款	22	63,955	63,397
Trade and other receivables and prepayments	應收貿易及其他賬款及預付款項	24(a)	268,000	–
			40,956,128	37,404,798
CURRENT ASSETS	流動資產			
Inventories	存貨	23	4,921,137	4,990,108
Trade and other receivables and prepayments	應收貿易及其他賬款及預付款項	24(a)	6,700,611	6,040,325
Amounts due from related companies	應收關連公司款項	25	2,296	92,137
Bank balances and cash	銀行結餘及現金	26	1,517,149	1,798,317
			13,141,193	12,920,887
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易及其他賬款	27	3,657,943	3,643,934
Amounts due to related companies	應付關連公司款項	25	14,631	11,772
Tax payable	應付稅項		99,835	59,149
Lease liabilities	租賃負債	28	16,710	16,575
Contract liabilities	合約負債	29	58,292	60,673
Advances drawn on bills discounted with recourse	附追索權之貼現票據預付款	24(b)	551,555	–
Bank borrowings	銀行借貸	30	7,037,100	8,500,876
			11,436,066	12,292,979
NET CURRENT ASSETS	流動資產淨值		1,705,127	627,908
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		42,661,255	38,032,706



CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
綜合財務狀況表(續)

At 31 December 2023 於2023年12月31日

		NOTES 附註	2023 HK\$'000 千港元	2022 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借貸	30	12,256,122	7,826,554
Lease liabilities	租賃負債	28	59,376	65,710
Deferred tax liabilities	遞延稅項負債	31	1,578,795	1,533,548
			13,894,293	9,425,812
			28,766,962	28,606,894
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	33	107,720	107,739
Reserves	儲備		27,008,708	26,634,104
			27,116,428	26,741,843
Perpetual capital securities	永續資本證券	34	1,641,084	1,856,664
			28,757,512	28,598,507
Equity attributable to owners of the Company	本公司擁有人應佔權益		9,450	8,387
Non-controlling interests	非控股權益			
			28,766,962	28,606,894

The consolidated financial statements on pages 146 to 272 were approved and authorised for issue by the Board of Directors on 8 March 2024 and are signed on its behalf by:

第146至第272頁所載的綜合財務報表已於2024年3月8日經董事會批准及授權刊發，並由下列董事代表簽署：

LEE MAN CHUN RAYMOND 李文俊
CHAIRMAN 主席

LEE MAN BUN 李文斌
DIRECTOR 董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023 截至2023年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Translation reserve	Capital contribution reserve	Legal reserve	Special reserve	Other reserve	Retained profits	Sub-total	Perpetual capital securities	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	出資儲備	公積金	特別儲備	其他儲備	留存盈利	小計	永續資本證券	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note v)			(note i)	(note ii)	(note iii)	(note iv)					
		(附註v)			(附註i)	(附註ii)	(附註iii)	(附註iv)					
At 1 January 2022	於2022年1月1日	108,291	30,858	1,775,738	12,552	97	(2,999)	(12,060)	29,159,705	31,072,182	2,322,814	8,002	33,402,998
Profit for the year	年度盈利	—	—	—	—	—	—	—	1,185,236	1,185,236	131,096	858	1,317,190
Exchange differences arising on translation of foreign operations	換算境外業務產生之匯兌差額	—	—	(4,730,946)	—	—	—	—	—	(4,730,946)	—	(473)	(4,731,419)
Total comprehensive (expense) income for the year	年內總全面(支出)收益	—	—	(4,730,946)	—	—	—	—	1,185,236	(3,545,710)	131,096	385	(3,414,229)
Shares repurchased and cancelled	股份購回及註銷	(552)	—	—	—	—	—	—	(93,486)	(94,038)	—	—	(94,038)
Dividends recognised as distributions (note 15)	確認為分派之股息(附註15)	—	—	—	—	—	—	—	(755,502)	(755,502)	—	—	(755,502)
Distribution paid on perpetual capital securities (note 15)	永續資本證券已付分派(附註15)	—	—	—	—	—	—	—	—	—	(131,096)	—	(131,096)
Perpetual capital securities repurchased	永續資本證券購回	—	—	—	—	—	—	64,911	—	64,911	(466,150)	—	(401,239)
At 31 December 2022	於2022年12月31日	107,739	30,858	(2,955,208)	12,552	97	(2,999)	52,851	29,495,953	26,741,843	1,856,664	8,387	28,606,894
Profit for the year	年度盈利	—	—	—	—	—	—	—	1,050,931	1,050,931	101,677	1,355	1,153,963
Exchange differences arising on translation of foreign operations	換算境外業務產生之匯兌差額	—	—	(445,054)	—	—	—	—	—	(445,054)	—	(292)	(445,346)
Total comprehensive (expense) income for the year	年內總全面(支出)收益	—	—	(445,054)	—	—	—	—	1,050,931	605,877	101,677	1,063	708,617



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED) 綜合權益變動表(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Translation reserve	Capital contribution reserve	Legal reserve	Special reserve	Other reserve	Retained profits	Perpetual capital securities	Non-controlling interests	Total equity	
		股本	股份溢價	匯兌儲備	出資儲備	公積金	特別儲備	其他儲備	留存盈利	資本證券	非控股權益	權益總額	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		(note v)			(note i)	(note ii)	(note iii)	(note iv)					
		(附註v)			(附註i)	(附註ii)	(附註iii)	(附註iv)					
Shares repurchased and cancelled (note v)	股份購回及註銷 (附註v)	(19)	—	—	—	—	—	—	(1,528)	(1,547)	—	(1,547)	
Dividends recognised as distributions (note 15)	確認為分派之股息 (附註15)	—	—	—	—	—	—	—	(249,955)	(249,955)	—	(249,955)	
Distribution paid on perpetual capital securities (note 15)	永續資本證券已付分派 (附註15)	—	—	—	—	—	—	—	—	(101,677)	—	(101,677)	
Perpetual capital securities repurchased (note vi)	永續資本證券購回 (附註vi)	—	—	—	—	—	—	20,210	—	20,210	(215,580)	(195,370)	
At 31 December 2023	於2023年12月31日	107,720	30,858	(3,400,262)	12,552	97	(2,999)	73,061	30,295,401	27,116,428	1,641,084	9,450	28,766,962

Notes:

- (i) The capital contribution reserve arose from the disposal of subsidiaries in prior years to a wholly owned subsidiary of the Group's then ultimate holding company.
- (ii) In accordance with the provisions of the Macao Commercial Code, the Company's subsidiaries in Macau are required to transfer a minimum of 25% of the annual net profit to a legal reserve, whenever dividend is declared by the subsidiaries, until the reserve reaches half of the capital of the subsidiaries. The reserve is not distributable to the shareholders.
- (iii) The special reserve represents the difference between the nominal value of the aggregate share capital of the subsidiaries acquired by the Group pursuant to the corporate reorganisation in September 2003, and the nominal value of the Company's shares issued for the acquisition.
- (iv) The other reserve arose from the acquisition of equity interests in subsidiaries from their non-controlling shareholders in prior years and the excess arises from the repurchase and redemption of perpetual capital securities during both years.
- (v) On 14 December 2023, an aggregate of 757,000 ordinary shares of the Company were repurchased at an aggregate cost of HK\$1,547,000. Subsequently, the repurchased shares were cancelled on 29 December 2023, and accordingly, the Company's share capital was reduced by HK\$19,000.

附註:

- (i) 出資儲備乃過往年度向本集團當時最終控股公司一家全資附屬公司出售附屬公司所得。
- (ii) 根據澳門商法典的條文，本公司於澳門的附屬公司於分配盈利作股息分派時，應轉撥不少於年度純利25%的金額作為法定公積金，直至公積金達附屬公司股本的一半為止，該等公積金不得分派予股東。
- (iii) 特別儲備指根據本集團於2003年9月為重組收購所得的附屬公司的股本面值總額與本公司就收購事項而發行的股份面值的差額。
- (iv) 其他儲備由過往年度向附屬公司之非控股股東收購其於附屬公司股權權益產生及其餘來自這兩個年度購回及贖回永續資本證券。
- (v) 於2023年12月14日合共購回本公司普通股757,000股，合共成本1,547,000港元。購回股份隨後於2023年12月29日被註銷，據此，本公司股本減少19,000港元。



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)
綜合權益變動表(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

(vi) During the period from 9 June 2023 to 17 November 2023, perpetual capital securities with principal amount of US\$27,480,000 (approximately HK\$215,580,000) in aggregate were repurchased and redeemed at a purchase price of US\$24,971,000 (approximately HK\$195,370,000). Accordingly, the perpetual capital securities were reduced by HK\$215,580,000 and other reserve was increased by HK\$20,210,000.

US\$213,100,000 (approximately of HK\$1,641,084,000) in aggregate principal amount of the perpetual capital securities remain outstanding as at 31 December 2023.

(vi) 於2023年6月9日至2023年11月17日期間，本金總額為27,480,000美元(約215,580,000港元)的永續資本證券以24,971,000美元(約195,370,000港元)的購買價購回及贖回。因此，永續資本證券減少215,580,000港元及其他儲備增加20,210,000港元。

於2023年12月31日，餘下永續資本證券本金總額為213,100,000美元(約1,641,084,000港元)。



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023 截至2023年12月31日止年度

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前盈利	1,412,359	1,458,721
Adjustments for:	經調整：		
Finance costs	財務成本	278,120	123,769
Depreciation	折舊	174,547	191,501
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	4,045	23,696
Net gain on disposal of right-of-use assets	處置使用權資產之淨收益	-	(14,378)
Interest income	利息收入	(19,193)	(26,822)
Net loss (gain) from fair value changes of derivative financial instruments	衍生金融工具公允值變動淨虧損(收益)	172	(476)
Net impairment losses (reversal of impairment losses) on trade receivables	應收貿易賬款淨減值虧損(減值虧損回撥)	20,289	(7,529)
Share of result of an associate	應佔聯營公司業績	(1,688)	(55)
Share of result of a joint venture	應佔合營企業業績	(31)	27
Write back of trade and other payables	撥回應付貿易及其他賬款	(10,048)	(137,679)
Operating cash flows before movements in working capital	營運資金變動前的經營現金流量	1,858,572	1,610,775
Decrease in inventories	存貨減少	1,257,749	1,374,167
(Increase) decrease in trade and other receivables and prepayments	應收貿易及其他賬款及預付款項(增加)減少	(1,807,280)	236,695
Decrease (increase) in amounts due from related companies	應收關連公司款項減少(增加)	89,841	(3,255)
(Decrease)/increase in trade and other payables	應付貿易及其他賬款(減少)增加	(250,909)	1,039,248
Increase in amounts due to related companies	應付關連公司款項增加	2,859	1,092
(Payments) proceeds from derivative financial instruments	結算衍生金融工具(付款)所得款項	(172)	476
Cash generated from operations	經營業務產生的現金	1,150,660	4,259,198
The PRC Enterprise Income Tax and other taxes paid	已付中國企業所得稅及其他稅項	(172,123)	(190,426)
Interest paid	已付利息	(827,165)	(361,261)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	151,372	3,707,511



CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
綜合現金流量表(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Purchases of property, plant and equipment	購置物業、廠房及設備	(2,902,492)	(3,996,145)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備所付訂金	(517,586)	(719,264)
Payments for right-of-use assets	使用權資產付款	(281,588)	(26,760)
Capital injection to an associate	聯營公司注資	(27,442)	-
Loan to a joint venture	合營企業貸款	(2,995)	(2,167)
Additions to investment properties	新增投資物業	(405)	(174)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	44,156	11,472
Interest received	已收利息	19,193	26,822
Repayment from a joint venture	合營企業還款	2,114	11,659
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(3,667,045)	(4,694,557)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新籌集銀行借貸	25,036,101	18,890,927
Advances drawn from bills discounted with recourses	附追索權之貼現票據預付款	835,687	216,141
Repayments of bank borrowings	償還銀行借貸	(22,065,027)	(16,630,626)
Dividends paid	已付股息	(249,955)	(755,502)
Repurchase of perpetual capital securities	永續資本證券購回	(195,370)	(401,239)
Distribution paid on perpetual capital securities	已付永續資本證券分派	(101,677)	(131,096)
Repayments of lease liabilities	租賃負債還款	(21,856)	(39,410)
Payments on repurchase of shares	購回股份付款	(1,547)	(94,038)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	3,236,356	1,055,157
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)增加淨額	(279,317)	68,111
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等價物	1,798,317	1,908,813
EFFECT OF EXCHANGE RATE CHANGES	匯率變動之影響	(1,851)	(178,607)
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	年終之現金及現金等價物—銀行結餘及現金	1,517,149	1,798,317



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2023 截至2023年12月31日止年度

1. GENERAL INFORMATION

Lee & Man Paper Manufacturing Limited (the “Company”, together with its subsidiaries collectively referred to as the “Group”) is a public limited company incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law (2013 Revision) of the Cayman Islands on 21 May 2003 and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at 31 December 2023, Dr. Lee Man Chun Raymond, Mr. Lee Man Bun and Dr. Lee Wan Keung, Patrick directly held 31.54%, 30.25% and 10.80% of ordinary share capital of the Company, respectively. The address of the registered office and the principal place of business of the Company is disclosed in the Corporate Information section of the annual report.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, an associate and a joint venture are set out in notes 43, 21 and 22, respectively.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

理文造紙有限公司(「本公司」，連同其附屬公司統稱(「本集團」)是上市有限公司，於2003年5月21日根據開曼群島公司法(2013年修訂版)於開曼群島註冊成立及登記為獲豁免有限公司，股份於香港聯合交易所有限公司(「聯交所」)上市。於2023年12月31日，李文俊博士、李文斌先生及李運強博士分別直接持有本公司31.54%、30.25%及10.80%的普通股股本。本公司註冊辦事處及總辦事處之地址於本年報公司資料內披露。

本公司是一間投資控股公司，各主要附屬公司、聯營公司及合營企業的主要業務分別載於財務報表附註43、21及22。

綜合財務報表以港元(「港元」)列示，並為本公司之功能貨幣。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

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

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2023 for the preparation of the consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two model Rules
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies

Except as described below, the application of the new and amendments to HKFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的新訂及經修訂香港財務報告準則

於本年度，本集團已首次應用由香港會計師公會(「香港會計師公會」)頒布且已於2023年1月1日開始之本集團年度期間強制生效的下列新訂及經修訂香港財務報告準則，以編製綜合財務報表：

香港財務報告準則第17號(包括2020年10月及2022年2月香港財務報告準則第17號之修訂)	保險合約
香港會計準則第8號(修訂本)	會計估計之定義
香港會計準則第12號(修訂本)	與單一交易產生之資產及負債有關之遞延稅項
香港會計準則第12號(修訂本)	國際租稅變革—支柱二規則範本
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策之披露

除下文所述外，本年度應用新訂及經修訂香港財務報告準則對本集團於本年度及過往年度之財務狀況及表現及／或載於綜合財務報表之披露並無重大影響。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Impacts on application of Amendments to HKAS 8 *Definition of Accounting Estimates*

The Group has applied the amendments for the first time in the current year. The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. The amendments to HKAS 8 clarify the distinction between changes in accounting estimates, and changes in accounting policies and the correction of errors.

The application of the amendments in the current year had no material impact on the consolidated financial statements.

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

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

應用香港會計準則第8號(修訂本)會計估計之定義之影響

本集團於本年度首次採納該修訂本。該等修訂將會計估計定義為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對涉及計量不明朗因素的財務報表的項目進行計量。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。香港會計準則第8號之修訂澄清了會計估計變更與會計政策變更及錯誤更正之間的區別。

本年度應用該等修訂對本集團之綜合財務報表並無重大影響。

應用香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)會計政策之披露之影響

本集團於本年度期間已首次採納該等修訂本。香港會計準則第1號*財務報表列報*修訂以「重大會計政策資料」取代「主要會計政策」一詞的所有實例。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

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

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

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

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

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

應用香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)會計政策之披露之影響(續)

該等修訂亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重大性判斷(「實務報告」)亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

於本年度應用該等修訂對本集團財務狀況及表現無重大影響，但可能影響本集團於綜合財務報表中的會計政策披露。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKFRSs in issue but not yet effective

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ¹
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback ²
Amendment to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ²
Amendments to HKAS 1	Non-current Liabilities with Covenants ²
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements ²
Amendments to HKAS 21	Lack of Exchangeability ³

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2024.

³ Effective for annual periods beginning on or after 1 January 2025.

Except for the amendments to HKFRSs mentioned below, the Directors anticipate that the application of all other amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的經修訂香港財務報告準則

本集團並無提早應用以下已頒布但尚未生效的經修訂香港財務報告準則：

香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營公司之間之資產出售或投入 ¹
香港財務報告準則第16號(修訂本)	銷售及售後租回之租賃負債 ²
香港會計準則第1號(修訂本)	負債分類為流動或非流動及香港詮釋第5號的相關修訂(2020年) ²
香港會計準則第1號(修訂本)	附有契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ²
香港會計準則第21號(修訂本)	缺乏可兌換性 ³

¹ 於待定期日或之後開始的年度期間生效。

² 於2024年1月1日或之後開始的年度期間生效。

³ 於2025年1月1日或之後開始的年度期間生效。

除下文所述的經修訂香港財務報告準則外，董事預期應用所有其他經修訂香港財務報告準則於可見未來將不會對綜合財務報表產生重大影響。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 *Non-current Liabilities with Covenants (the “2022 Amendments”)**

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 *Financial Instruments: Presentation*.
- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that the classification should not be affected by management intentions or expectations to settle the liability within 12 months.

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the requirements introduced by the 2020 Amendments have been modified by the 2022 Amendments. The 2022 Amendments specify that only covenants with which an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(修訂本)負債分類為流動或非流動及香港詮釋第5號(2020年)的相關修訂(「2020年修訂本」)及香港會計準則第1號(修訂本)附有契諾的非流動負債(「2022年修訂本」)

2020年修訂本對評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號 *金融工具：呈列*，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為流動或非流動。
- 訂明負債應基於報告期末存在的權利分類為流動或非流動。具體而言，該等修訂本澄清該分類不應受管理層在十二個月內結清負債的意向或預期所影響。

對於清償自報告日期起遞延至少十二個月之權利(以遵守契諾為條件)，2020年修訂本引入之規定已被2022年修訂本修訂。2022年修訂本訂明，實體須於報告期末或之前遵守之契諾方會影響實體將清償負債於報告日期後遞延最少十二個月之權利。僅須於報告期後遵守之契諾對該權利於報告期末是否存在並無影響。



2. APPLICATION OF NEW AND AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (CONTINUED)

Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

In addition, the 2022 Amendments specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if an entity classifies liabilities arising from loan arrangements as non-current when the entity's right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The 2022 Amendments also defer the effective date of applying the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The 2022 Amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 Amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group's outstanding liabilities as at 31 December 2023, the application of the 2020 and 2022 Amendments will not result in reclassification of the Group's liabilities.

2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)(續)

香港會計準則第1號(修訂本)負債分類為流動或非流動及香港詮釋第5號(2020年)的相關修訂(「2020年修訂本」)及香港會計準則第1號(修訂本)附有契諾的非流動負債(「2022年修訂本」)(續)

此外，2022年修訂本亦規定以下資料的披露要求，即當實體延遲清償該等負債的權利受限於該實體於報告期後十二個月內遵守契諾時，倘該實體將貸款安排產生的負債分類為非流動負債，則使財務報表使用者可了解該等負債可能會於報告期後十二個月內償還的風險。

2022年修訂本亦將2020年修訂本的生效日期延遲至2024年1月1日或之後開始的年度報告期間。2022年修訂本連同2020年修訂本對2024年1月1日或之後開始的年度報告期間生效，並允許提前應用。倘實體就頒布2022年修訂本後的較早期間應用2020年修訂本，則該實體亦應就該期間應用2022年修訂本。

根據本集團於2023年12月31日的未償還負債，應用2020年修訂本及2022年修訂本不會導致本集團的負債重新分類。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Hong Kong Companies Ordinance.

3.2 Material accounting policies information

Basis of consolidation

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

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

3. 綜合財務報表的編製基準及重大會計政策資料

3.1 綜合財務報表的編製基準

綜合財務報表乃根據香港會計師公會頒布之香港財務報告準則編製。就編製綜合財務報表而言，倘資料可以合理預期會影響主要使用者作出決策，則此等資料被認為重大。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露資料。

3.2 重大會計政策資料

綜合賬目基準

本綜合財務報表包含本公司以及由本公司及其附屬公司控制的實體之財務報表。取得控制權是指本公司：

- 對被投資方行使權力；
- 因參與被投資方之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Basis of consolidation (Continued)

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

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties; and
- rights arising from other contractual arrangements.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

綜合賬目基準(續)

倘事實及情況顯示上述三項控制元素其中一項或多項改變，則本集團會重新評估其是否仍然控制被投資方。

倘本集團於被投資公司並無大多數投票權，則本集團僅在投票權足以賦予其實際能力可單方面指示被投資公司的相關活動時方對被投資公司擁有權力。在評估本集團於被投資公司的投票權是否足以賦予其權力時，本集團考慮一切相關事實及情況，包括：

- 本集團所持投票權的規模相對於其他投票權持有人所持投票權的規模及分散程度；
- 本集團、其他投票權持有人或其他各方持有的潛在投票權；及
- 其他合約安排產生的權利。

損益及其他全面收益的各個項目乃歸屬於本公司擁有人及非控股權益。附屬公司之總全面收益歸屬於本公司擁有人及非控股權益。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Basis of consolidation (Continued)

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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

Revenue from contracts with customers

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

綜合賬目基準(續)

所有集團內成員間有關資產及負債、權益、收入、支出及現金流量之交易均於綜合賬目時全數對銷。

附屬公司之非控股權益與本集團之權益分開呈列，呈列其現時持有權益當相關附屬公司清盤時可享有其持股比例的資產淨值。

來自客戶合約的收入

本集團於完成履約責任時(或就此)確認收入，即於特定履約責任相關的貨品的「控制權」轉移予客戶時。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Revenue from contracts with customers (Continued)
A performance obligation represents a good (or a bundle of goods) that is distinct or a series of distinct goods that are substantially the same.

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

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

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

A contract liability represents the Group's obligation to transfer goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Revenue from sale of packaging paper, pulp and tissue paper is recognised at a point in time when the customer obtains control of goods.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

來自客戶合約的收入(續)
履約責任指不同的貨品(或一籃子貨品)或大致上相同之一系列不同的貨品。

經參考相關履約責任的完成進度，當達至下面其中一項時，控制權隨時間的推移而轉移及收入隨時間的推移而確認：

- 客戶同時接收及耗用由本集團執行本集團履約所提供的效益；
- 本集團的履約產生及提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約不會產生對本集團有其他用途的資產及本集團對迄今完成的履約付款有可執行之權利。

否則，當客戶取得不同貨品的控制權時按一個時間點確認收入。

合約負債指本集團已從客戶收取代價(或代價金額已到期)而本集團有責任去轉移貨品予客戶。

來自銷售包裝紙、木漿及衛生紙之收入於客戶取得貨品的控制權時按一個時間點確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Leases

Definition of 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.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 *Lease* or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃

租賃之定義

當合約傳達權利以控制使用一項已識別資產一段期間以換取代價，則該合約乃(或包含)一項租賃。

於香港財務報告準則第16號租賃初始應用日期或之後訂立或修改或由業務合併引起之合約，本集團根據香港財務報告準則第16號之定義於初始時、修改日期或收購日期，倘適用，評估一份合約是否(或包含)一項租賃。除非合約之條款及條件其後改變，此合約將不會再評估。

本集團作為承租人

短期租賃

本集團對租約期自開始日期計12個月或更短者且並無包含購買權之租賃應用短期租賃確認豁免。短期租賃之租賃付款於租約期內按直線法或其他系統基準確認為開支。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received; and
- any initial direct costs incurred by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within "investment properties".

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出之任何租賃付款，減去任何已收租賃補助；及
- 本集團涉及之任何初始直接成本。

使用權資產以成本減去任何累計折舊及減值虧損，並就租賃負債任何重新計量作出調整來計量。

本集團將不符合投資物業定義之使用權資產於綜合財務狀況表以獨立項目列示。符合投資物業定義之使用權資產則併入「投資物業」列示。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date as the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases.

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognised as an expense on a straight-line basis over the lease term.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃負債

於租賃開始日期，本集團以該日未付租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，因隱含在租賃中之利率未能明顯確定，本集團會採用租賃開始日期之漸進借貸率。

租賃付款包括固定付款(包括實質上固定付款)減去任何應收租賃補助。

於開始日期後，租賃負債按利息增長及租賃付款作調整。

本集團將租賃負債於綜合財務狀況表以獨立項目列示。

本集團作為出租人

租賃之分類及計量

本集團作為出租人之租賃分類為融資或經營租賃。

經營租賃產生之租金收入按直線法於相關租賃期內在損益確認。磋商及安排一項經營租賃涉及的初始直接成本乃加至租賃資產之賬面值及該等成本以直線法於租賃期內確認為開支。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of and on the retranslation of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用換算匯率確認。於報告期末，以外幣定值之貨幣項目均按該日之適用匯率重新換算。非貨幣項目按外幣過往成本計量而毋須重新換算。

結算及重新換算貨幣項目所產生之匯兌差額於其產生期間於損益內確認，惟源自其結算並無計劃及不大可能出現的應收或應付境外業務之貨幣項目的匯兌差額(因此構成境外業務淨投資之一部分)除外，該差額初始於其他全面收益表確認。

就呈列綜合財務報表而言，本集團經營業務之資產及負債乃採用各報告期末當日之匯率換算為本集團之列賬貨幣(即港元)，而收入及支出項目乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率。所產生之匯兌差額(如有)乃於其他全面收益確認及於匯兌儲備項下累計權益(適用時歸入非控股權益)。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

借貸成本

與購置、建造或生產合資格資產(需一段長時間方可作擬定用途或可供銷售的資產)直接有關之借貸成本均加至該等資產之成本，直至該等資產大致可作其擬定用途或可供銷售為止。

於相關資產可用於擬定用途或出售後仍未償還的任何特定借貸計入一般借貸池，以計算一般借貸的資本化率。

所有其他借貸成本均於產生期間於損益中確認。

政府補助

政府補助於合理保證本集團將遵守其附帶的條件以及將收到補助的情況下方會予以確認。

與收入有關的政府補助，乃對已產生的費用或虧損，或向本集團提供即時的財政支持而並無未來的相關成本之應收補償，於變為應收期間在損益中確認。有關補助呈列於「其他收入」項下。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the "MPF Scheme") and state-managed retirement benefit scheme are recognised as an expense when the employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

退休福利成本

向強制性公積金計劃(「強積金計劃」)及國家管理的退休福利計劃的付款於僱員提供服務使其可享有供款時確認為費用。

短期僱員福利

短期僱員福利按當僱員提供服務時預期將支付之未折現福利金額確認。所有短期僱員福利確認為費用，除非另一香港財務報告準則規定或准許將福利概括入一項資產的成本中。

於扣除任何已支付的金額後，對應付予僱員的福利(如工資及薪金、年假及病假)確認負債。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Taxation

Income tax expense represents the sum of current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of the transaction does not give rise to equal taxable and deductible temporary differences.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項

所得稅支出指本期及遞延所得稅支出的總和。

現時應付稅項乃按年度應課稅盈利計算。應課稅盈利與除稅前盈利不同乃源於其他年度應課稅或可扣稅的收入或開支項目及從未課稅及扣稅的項目。本集團之本期稅項乃按報告期末已實行或大致上已實行之稅率計算。

遞延稅項乃根據綜合財務報表之資產及負債賬面值與計算應課稅盈利所採用相應稅基的暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額予以確認。遞延稅項資產一般就所有可扣稅暫時差額確認，惟僅於可能有應課稅盈利將可以使用該可扣稅暫時差額時確認。倘暫時差額乃由初始確認一項不影響應課稅盈利或會計盈利的交易的資產及負債(於業務合併中除外)所引起，且交易時不會產生相等的應課稅及可扣稅暫時差額，則有關遞延資產及負債不予確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

遞延稅項負債一般就與附屬公司之投資而引致之應課稅暫時差額而確認，惟若本集團可控制暫時差額之撥回及暫時差額有可能不會於可見將來撥回之情況則除外。與該等投資及權益相關的可扣稅暫時差額所產生的遞延稅項資產，僅在可能有足夠應課稅盈利可以使用暫時差額之效益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末作檢討，並在沒可能會有足夠應課稅盈利以收回全部或部分資產時加以遞減。

遞延稅項資產及負債按預期負債清償或資產變現期間內應用之稅率，以報告期末已生效或實際上已生效之稅率(及稅法)為基準計量。

遞延稅項負債及資產之計量反映本集團於報告期末所預期對收回或償還其資產及負債之賬面值之方式所產生的稅務後果。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

稅項(續)

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減乃歸因於租賃負債之租賃交易，本集團對整體租賃交易應用香港會計準則第12號規定。與使用權資產及租賃負債有關的暫時差額按淨值評估。使用權資產折舊超過租賃負債本金部分的租賃付款，構成可扣減暫時差額淨額。

當有法定行使權以本期稅項資產抵銷本期稅項負債，及當該些稅項為同一稅務機關向同一應稅實體所徵收之所得稅，遞延稅項資產及負債會被抵銷。

本期及遞延稅項於損益確認，本期及遞延稅項亦會分別於其他全面收益或直接於權益內確認。倘本期稅項或遞延稅項由業務合併的初始會計產生，則稅項影響將包括於業務合併的會計入賬。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Property, plant and equipment

Property, plant and equipment, including buildings are tangible assets that are held for use in the production of goods or for administrative purposes, other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Construction in progress in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including cost of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備

物業、廠房及設備，包括建築物(持有作貨物生產或行政用途)之有形資產，除在建工程外，按成本減去其後之累計折舊及累計減值虧損(如有)列入綜合財務狀況表。

永久業權土地毋須計算折舊及以成本減去其後累計減值虧損計量。

為生產、供應或行政用途之在建工程，按成本減任何已確認之減值虧損列賬。成本包括將資產移至必要的位置及條件，使其能夠以管理層預期之方式運行應佔之直接成本(包括測試相關資產是否正常運作的成本)，及對合資格資產按照本集團的會計政策進行資本化之借貸成本。該等資產的折舊按其他物業資產之相同基準，在資產可投入擬定用途時開始計提折舊。

當本集團向一項包括租賃土地及樓宇部分之物業擁有權權益付款時，全數代價乃按初始確認時之相關公允值比例，於租賃土地及樓宇部分之間進行分配。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Property, plant and equipment (Continued)

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is presented as "right-of-use assets" in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the cost model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備(續)

倘有關款項能夠可靠分配時，則租賃土地權益乃於綜合財務狀況表列作「使用權資產」，該等已分類及根據成本模式已入賬為投資物業的除外。當代價未能夠在非租賃樓宇部分及相關租賃土地的未分割權益之間可靠地分配時，整個物業乃分類為物業、廠房及設備。

折舊乃按資產(永久業權土地及在建工程除外)估計可使用年期確認，於計及其估計剩餘價值後，以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，任何估計變動的影響按前瞻基準入賬。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Property, plant and equipment (Continued)

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

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備(續)

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟效益時剔除確認。出售或報廢一項物業、廠房及設備，按其出售所得款項與該資產賬面值間之差額計算盈虧，並計入損益。

投資物業

投資物業乃持有作賺取租金及／或尋求資本增值之物業。

投資物業初始按成本計量，成本包括任何直接應佔支出。在初始確認後，投資物業按成本減去其後之累計折舊及任何累計減值虧損列示。折舊採用直線法，並計及其估計殘餘值確認，從而在投資物業的估計可使用年期內撇銷其成本。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, investment properties and right-of-use assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, investment properties and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established. The recoverable amount is determined for the cash-generating unit to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、投資物業及使用權資產減值

於報告期末，本集團須審閱其使用期有限之物業、廠房及設備、投資物業及使用權資產的賬面值，去釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損的幅度(如有)。

物業、廠房及設備、投資物業及使用權資產的可收回金額會個別估計。倘不能個別估計可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位作減值時，當可以建立合理且一致的分配基礎時，企業資產乃分配予相關現金產生單位。企業資產所屬現金產生單位被釐定可回收金額，並與相關現金產生單位之賬面值進行比較。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets

(Continued)

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、投資物業及使用權資產減值(續)

可收回金額為公允值減出售成本及使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其貼現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)的特定風險。

倘某項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該項資產(或現金產生單位)之賬面值須削減至其可收回金額。於分配減值虧損時，首先分配減值虧損以減少任何商譽(倘適用)之賬面值，然後根據該單位中每項資產之賬面值按比例分配予其他資產。某項資產之賬面值不會削減至低於其公允值減去出售成本(倘可計量)、其使用價值(倘可釐定)及零三者之最高者。原本應分配至該資產之減值虧損金額按比例分配予該單位之其他資產。減值虧損即時在損益中確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets

(Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

物業、廠房及設備、投資物業及使用權資產減值(續)

倘其後撥回減值虧損，有關資產(或現金產生單位)之賬面值須增加至其經重新估計之可收回金額，惟增加之賬面值不得超出該資產(或現金產生單位)於過往年度並無確認任何減值虧損所釐定之賬面值。撥回之減值虧損即時在損益中確認。

現金及現金等價物

於綜合財務狀況報表呈列之現金及現金等價物包括：

- (a) 現金，包括手頭現金；及
- (b) 現金等價物，包括短期(一般為原到期日為三個月或以下)、可隨時轉換為已知金額現金且價值變動風險不大之高流動性投資。現金等價物乃為滿足短期現金承諾而持有，而非為投資或其他目的持有。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Cash and cash equivalents (Continued)

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales. Cost necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15 *Revenue*. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

現金及現金等價物(續)

就綜合現金流量表而言，現金及現金等價物包括上文定義之銀行結餘及現金。

存貨

存貨按成本及可變現淨值兩者中之較低者列賬。存貨成本按先入先出基準釐定。可變現淨值指存貨估計售價減估計完成所需之全部成本以及銷售所需之成本。進行銷售之所需成本包括銷售直接應佔之增量成本及本集團為進行銷售而必須承擔之非增量成本。

金融工具

金融資產及金融負債於集團實體成為工具訂約條文之訂約方時確認。

金融資產及金融負債乃按公允價值作初始計量，惟來自客戶合約而產生的應收貿易賬款則根據香港財務報告準則第15號收入作初始計量。因收購或發行金融資產及金融負債而直接應佔之交易成本於初始確認時，按適用情況加入或扣自該項金融資產或金融負債之公允價值。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

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

Financial assets

Classification and subsequent measurement of financial assets

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

實際利率法是一種計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息支出的方法。實際利率是以精確將金融資產或金融負債預測可使用年期或(如適用)更短期間估計未來現金收入及付款(包括所有已付或已收並構成實際利率整體之費用及點子、交易成本及其他溢價或折讓)折現至初始確認時之賬面淨值之比率。

金融資產

金融資產的分類及其後計量

金融資產當符合以下情況時則其後以攤銷成本計量：

- 金融資產由以收取合約現金流量為目的之業務模式持有；及
- 合約條款導致於特定日期僅按未清償本金金額支付本金及利息之現金流量。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

就其後按攤銷成本計量之金融資產以實際利率法確認利息收入。金融資產賬面總值乃應用實際利率法計算利息收入，除非該金融資產其後轉變為信貸減值(見下文)。就其後轉變為信貸減值之金融資產，按該金融資產下一報告期間之攤銷成本應用實際利率法確認利息收入。若信貸減值的金融工具之信貸風險改善而該金融資產再毋須信貸減值，金融資產於自釐定該資產再毋須信貸減值之報告期間開始對金融資產賬面總值採用實際利率法確認利息收入。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets which are subject to impairment assessment under HKFRS 9 (including trade and other receivables, loan to a joint venture, amounts due from related companies and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團於金融資產就預期信貸虧損(「預期信貸虧損」)模式進行減值評估乃視乎香港財務準則第9號項下的減值評估(包括應收貿易及其他賬款、合營企業貸款、應收關連公司款項及銀行結餘)。預期信貸虧損金額於每個報告日期更新以反映自初始確認以來之信貸風險變動。

終身預期信貸虧損指由所有可能違約事件超出相關工具預期壽命將引致之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指終身預期信貸虧損預期從可能於報告日期後12個月內的違約事件引致之部分。所作評估基於本集團過往信貸虧損記錄，並調整債務人的特定因素，普遍經濟狀況及同時對於報告日期之現況及預測未來狀況之評估。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECL for trade receivables.

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

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

本集團通常就應收貿易賬款確認終身預期信貸虧損。

就所有其他工具，本集團以相等於12個月預期信貸虧損計量虧損撥備，除非自初始確認後信貸風險顯著增加，本集團則確認終身預期信貸虧損。評估是否應確認終身預期信貸虧損乃基於自初始確認後發生違約的可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生違約之風險與於初始確認日期金融工具發生違約之風險作比較。作出評估時，本集團同時考慮合理及有理據的定量及定性資料，包括過往經驗及無需花費成本或精力而可得之前瞻性資料。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

(ii) Definition of default

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

無論上述評估之結果如何，當合約付款逾期超過30天，本集團即假定信貸風險自初始確認以來顯著增加，除非本集團有合理及有理據的資料另作證明。

(ii) 違約的定義

就內部信貸風險管理，當內部開發資料或取得外部資料顯示債務人不太可能全數支付其債權人，包括本集團(並未考慮本集團持有任何抵押品)，本集團認為發生違約事件。

不管上述情況如何，當金融資產逾期超過90天，本集團認為已發生違約事件，除非本集團具合理及有理據資料顯示滯後違約標準更為合適。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred.

(iv) Write-off policy

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產

當一項或多項違約事件發生令金融資產估計未來現金流量具不利影響，該金融資產則信貸減值。

(iv) 撤銷政策

當有資料顯示對手方存在嚴重財政困難及並無實際把握收回款項，例如，當對手方已進行清盤或已進入破產程序，或如為應收貿易賬款，當金額乃逾期超過兩年，以較早者為準，本集團撤銷金融資產。金融資產的撤銷可能仍須根據本集團回收程序的執行方式，當適用時考慮法律建議。撤銷構成剔除確認事項。任何其後撥於損益確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

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

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損計量具違約可能性，默認虧損(即違約的損失幅度)及違約曝光的功能。違約可能性及默認虧損的評估乃基於過往數據及前瞻性資料。預期信貸虧損的估計反映不偏倚及概率加權金額乃按發生違約相關風險的比重來釐定。

一般而言，預期信貸虧損為根據合約所有應付本集團合約現金流量與本集團於初始確認時預期收到，按實際利率折現的現金流量的差額。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis, the financial instruments are grouped on the following basis:

- Past-due status;
- Nature, size and industry of debtors;
- Internal credit ratings; and
- External credit ratings where available.

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

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

當預期信貸虧損按集體基準計量，金融工具將按以下基準組合：

- 逾期狀況；
- 債務人之性質、規模及行業；
- 內部信貸評級；及
- 當適用時之外部信貸評級。

管理層定期審視組別情況以確保每一組別要素繼續具備類似的信貸風險特徵。

利息收入按金融資產賬面總值計算，而已作信貸減值之金融資產則除外，在此情況下，利息收入則按金融資產之攤銷成本計算。

本集團就所有金融工具經調整其賬面值於損益賬確認減值收益或虧損，而應收貿易賬款則除外，其相關調整乃通過虧損撥備賬確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融資產(續)

剔除確認金融資產

倘從資產收取現金流量之合約權利已屆滿，或本集團轉讓金融資產及已將其於資產擁有權之絕大部分風險及回報轉移予另一實體，本集團方會剔除確認金融資產。倘本集團保留已轉移金融資產之絕大部分風險及回報，本集團繼續確認該金融資產並就已收取款項確認抵押借貸。

於剔除確認一項以攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之差額，將於損益中確認。

金融負債及權益

分類為債務或權益

債務及權益工具按所訂立之合約安排性質，以及金融負債及權益工具之定義而分類為金融負債或權益。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information

(Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instruments

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

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

權益工具

權益工具為證明一實體經扣除其所有負債後的資產剩餘權益之任何合約。本公司發行的權益工具按收取所得款項減直接發行成本確認。

永續工具，其中包括本集團無合約義務交付現金或其他金融資產或本集團可全權酌情決定延期支付分派及無限期贖回本金，被分類為權益工具。

購回本公司自身權益工具直接於權益中確認及扣減。購買、出售、發行及註銷本公司自身權益工具概不會在損益確認盈虧。

金融負債

所有金融負債是其後以實際利率法按攤銷成本計量。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICIES INFORMATION (CONTINUED)

3.2 Material accounting policies information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities including bank borrowings, amounts due to related companies, trade and other payables and advances drawn on bills discounted with recourse are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

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

3. 綜合財務報表的編製基準及重大會計政策資料(續)

3.2 重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按攤銷成本之金融負債

金融負債包括銀行借貸、應付關連公司款項、應付貿易及其他賬款及附追索權之貼現票據預付款，乃隨後以實際利率法按攤銷成本計量。

剔除確認金融負債

僅於本集團之責任獲解除、註銷或屆滿時，本集團方會剔除確認金融負債。剔除確認之金融負債賬面值與已付及應付代價之差額於損益中確認。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 關鍵會計判斷及估計不明朗因素之主要來源

於應用本集團之會計政策(載列於附註3)時,本公司董事需對未能透過其他來源直接確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃建基於過往經驗及其他被視為相關之因素。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準進行審閱。如對會計估計之修訂僅影響進行修訂之期間,則於該期間確認修訂,或如修訂同時影響目前及未來期間,則於修訂及未來期間確認。

應用會計政策時的關鍵判斷

以下為本公司董事於應用本集團會計政策過程中已作出的、對綜合財務報表中已確認金額有最重大影響的關鍵判斷,但不包括涉及估計的判斷(見下文)。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (Continued)

Control over Shunying Pulp and Paper Company Limited (“Shunying”)

Note 43(iii) describes that Shunying is considered as an indirect wholly-owned subsidiary of the Group although the Group has only 49% ownership interest in Shunying, with the remainder is legally owned by Mr. Lee Man Bun (a director of the Company) and Ms. Lee Man Ching (a sister of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun) as to 36% and 15%, respectively, and they are collectively referred to as the “Cambodian Registered Owners” who entered into a series of documents including, amongst others, shareholders’ agreements, loan agreements, share pledge agreements (collectively referred to as the “VIE Documents”) with the Group for setting up variable interest entity structure in respect of Shunying (the “VIE Structure”).

Pursuant to the VIE Documents, Cambodian Registered Owners agreed to, inter alia, maintain their shareholdings in and share capital of Shunying; comply with the directions of the Group to appoint and remove at any time any directors of Shunying; act in accordance with the directions of the Group to exercise their voting rights in the directors’ and shareholders’ meetings of Shunying; and grant to the Group for all rights, interests, benefits and powers attaching to their shareholdings in Shunying.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

應用會計政策時的關鍵判斷(續)

對Shunying Pulp and Paper Company Limited(「Shunying」)的控制權

附註43(iii)描述Shunying被視為本集團的間接全資附屬公司，儘管本集團僅擁有Shunying的49%擁有權，其餘部分由李文斌先生(本公司董事)及李文禎女士(李文俊博士及李文斌先生的妹妹/姐姐)(彼等被統稱為「柬埔寨登記擁有人」)分別法定擁有36%及15%擁有權，惟彼等與本集團訂立一系列文件，包括(其中包括)股東協議、貸款協議、股份質押協議(統稱為「可變權益實體文件」)，以建立有關Shunying的可變權益實體架構(「可變權益實體架構」)。

根據可變權益實體文件，柬埔寨登記擁有人同意(其中包括)維持其於Shunying的股權及Shunying的股本；遵守本集團的指示，隨時委任及罷免Shunying的任何董事；按照本集團的指示行事，在Shunying的董事會議及股東大會上行使其投票權；及向本集團授予其於Shunying的股權所附帶的所有權利、權益、利益及權力。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Critical judgements in applying accounting policies (Continued)

Control over Shunying Pulp and Paper Company Limited ("Shunying") (Continued)

The Cambodian legal adviser of the Group advised that the VIE Structure does not violate the Cambodian laws and the Group is allowed to enter into contracts and documentations to safeguard its investment and obtain control over Shunying.

Based on the aforesaid arrangements under the VIE Documents, the directors of the Company are of the view that the control and enjoyment of economic benefits of Shunying have been conferred to the Group and Shunying is, therefore, accounted for as an indirect wholly-owned subsidiary of the Group and the financial statements of Shunying are consolidated in the consolidated financial statements of the Group.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

應用會計政策時的關鍵判斷(續)

對Shunying Pulp and Paper Company Limited(「Shunying」)的控制權(續)

本集團的柬埔寨法律顧問告知，可變權益實體架構並不違反柬埔寨法律，以及本集團獲准訂立合約及文件，以保障其投資並獲得對Shunying的控制權。

根據上述可變權益實體文件的安排，本公司董事認為，Shunying的控制權及經濟利益的享有權已被賦予本集團，因此，Shunying作為本集團的間接全資附屬公司入賬及Shunying的財務報表綜合計入本集團綜合財務報表。

估計不明朗因素之主要來源

以下為有關未來的關鍵假設，以及於報告期末估計不明朗因素的其他主要來源，該等假設及主要來源具有導致於下一個財政年度對資產及負債的賬面值進行重大調整的重大風險。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Provision of ECL for trade receivables

The Group uses collective assessment through grouping of various debtors that have similar loss patterns after considering internal credit ratings of trade debtor, aging repayment history and/or past due status of respective trade receivables, to calculate ECL for the trade receivables (excluding those backed by bills). In calculating the ECL, the loss rates are estimated based on comparable probability of default by internal credit ratings through groupings of various debtors that have similar loss patterns and recovery rate quoted from international credit-rating agencies and adjusted for forward-looking information. Such calculation of ECL has involved subjective judgment and management estimates. At every reporting dates, the loss rates are reassessed and changes in the forward-looking information are considered. In addition, credit-impaired trade receivables (excluding those backed by bills) and trade receivables backed by bills are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 24(a) and 36(ii).

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

應收貿易賬款預期信貸虧損撥備

本集團於考慮貿易債務人之內部信貸評級、還款賬齡記錄及／或各應收貿易賬款之逾期狀況後，將具有類似虧損模式的不同債務人組合作集體評估，以計算應收貿易賬款(不包括有票據質押者)的預期信貸虧損。於計算預期信貸虧損時，損失率根據內部信用評級的可比較違約概率進行估算，而可比較違約概率乃通過將具備類似虧損模式及追償率(國際信用評級機構所引用)之不同債務人進行分組，並就前瞻性資料作調整而得出。就此計算預期信貸虧損涉及主觀判斷及管理層的估計。於每一報告日期，會再次評估虧損率及考慮前瞻性資料的變化。此外，信貸減值之應收貿易賬款(不包括有票據質押者)及有票據質押之應收貿易賬款會被個別評估預期信貸虧損。

預期信貸虧損撥備對估計的變化相當敏感。有關預期信貸虧損及本集團應收貿易賬款的資料於附註24(a)及36(ii)披露。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONTINUED)

Key sources of estimation uncertainty (Continued)

Recognition of deferred tax

As at 31 December 2023, a deferred tax asset in relation to unused tax losses of approximately HK\$322,000,000 (2022: HK\$261,000,000) and unused investment tax allowance of approximately HK\$337,000,000 (2022: HK\$499,000,000) were not recognised in the consolidated statement of financial position due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the expectation for future profit streams changes, a recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

As at 31 December 2023, no further deferred tax liabilities have been recognised on the undistributed profits of certain group companies in the People's Republic of China (the "PRC") after 2008 as the Group has planned to retain those profits in the respective entities for their daily operations and future developments since distribution of profits for the year ended 31 December 2018 by certain PRC subsidiaries. In case there is a change in such plan, additional tax liabilities will arise, which will be recognised in the profit or loss for the period in which the management intends to declare such profits in the foreseeable future or the Group's future development plan is amended, whichever is earlier. Details of the above unrecognised accumulated profits are set out in note 31.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

遞延稅項確認

於2023年12月31日，由於無法預計未來盈利流向，有關未動用之稅務虧損之遞延稅項資產約322,000,000港元(2022年：261,000,000港元)及未動用之投資稅項撥備約337,000,000港元(2022年：499,000,000港元)並未於綜合財務狀況表確認。遞延稅項資產變現主要視乎將來是否有足夠未來盈利或應課稅暫時差額可供動用。倘預期未來盈利流向有變，可能作出遞延稅項資產確認，並於發生此確認之期間在損益中確認。

於2023年12月31日，並無就於中華人民共和國(「中國」)之若干集團公司自2008年後之未分配盈利確認遞延稅項負債，乃由於本集團計劃自若干中國附屬公司分派截至2018年12月31日止年度的盈利起保留相關實體的盈利以供日常營運及將來發展。倘此計劃有變，將產生額外稅項負債，其將於未來可預見管理層擬宣派該等盈利或本集團之未來發展計劃修訂時(以較早者為準)之期間，於損益中確認。上述未確認累計盈利之詳情載於附註31。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

5. REVENUE

(i) Disaggregation of revenue from contracts with customers

5. 收入

(i) 來自客戶合約的收入分析

Types of goods 貨品類別	Segments 分部	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Sales of packaging paper (including linerboard and corrugating medium) 銷售包裝紙 (包括牛咭紙及瓦楞芯紙)	Packaging paper 包裝紙	19,943,445	24,453,678
Sales of tissue paper 銷售衛生紙	Tissue paper 衛生紙	4,682,603	4,171,819
Sales of pulp 銷售木漿	Pulp 木漿	311,035	544,905
		24,937,083	29,170,402
Timing of revenue recognition 收入確認之時間			
A point in time 一個時間點		24,937,083	29,170,402



5. REVENUE (CONTINUED)

(ii) Performance obligations for contracts with customers

The Group sells packaging paper, tissue paper and pulp directly to customers.

Revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the specific location (delivery) as agreed in the sales contracts. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 45 to 90 days upon delivery.

6. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating and reportable segments under HKFRS 8 Operating Segments, based on information reported to the Company's executive directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance, which focuses on types of goods delivered. The Group's operating and reportable segments under HKFRS 8 *Operating Segments* are as follows:

- (i) Packaging paper – Kraft linerboard, test linerboard, coated duplex board, white top linerboard and high strength corrugating medium;
- (ii) Tissue paper; and
- (iii) Pulp.

5. 收入(續)

(ii) 客戶合約的履約責任

本集團直接向客戶銷售包裝紙、衛生紙及木漿。

當貨物已運送至銷售合同協定的指定地點且貨物控制權已轉移，方確認收入。運送貨物後，客戶已可全權支配分銷及價錢去出售貨物，負責銷售貨物及承擔貨物報廢及損失的風險。一般信貸期為付運後45至90天。

6. 分部資料

以下為根據香港財務報告準則第8號經營分部對本集團按經營及可報告分部的收入及業績的分析，向本公司執行董事，即主要經營決策者（「主要經營決策者」）作為資源分配及評估分部表現而呈報之資料，集中於所交付貨物之類別。本集團於香港財務報告準則第8號經營分部項下之經營及可報告分部載列如下：

- (i) 包裝紙－牛咭紙、掛面牛咭紙、塗布白板紙、白面牛咭紙及高強瓦楞芯紙；
- (ii) 衛生紙；及
- (iii) 木漿。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2023

6. 分部資料(續)

分部收入及業績

以下為按經營及可報告分部劃分之
本集團收入及業績分析：

截至2023年12月31日止年度

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入						
External sales	對外銷售	19,943,445	4,682,603	311,035	24,937,083	-	24,937,083
Inter-segment sales	分部之間銷售	-	-	1,888,977	1,888,977	(1,888,977)	-
		19,943,445	4,682,603	2,200,012	26,826,060	(1,888,977)	24,937,083
SEGMENT PROFIT	分部盈利	798,712	806,002	46,623	1,651,337	-	1,651,337
Net loss from fair value changes of derivative financial instruments and net exchange gain	衍生金融工具公允 變動淨虧損 及匯兌淨收益						12,377
Unallocated income	未分類之收入						64,723
Unallocated expenses	未分類之支出						(39,677)
Share of result of an associate	應佔聯營公司 業績						1,688
Share of result of a joint venture	應佔合營企業 業績						31
Finance costs	財務成本						(278,120)
Profit before tax	除稅前盈利						1,412,359



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

For the year ended 31 December 2022

6. 分部資料(續)

分部收入及業績(續)

截至2022年12月31日止年度

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入						
External sales	對外銷售	24,453,678	4,171,819	544,905	29,170,402	-	29,170,402
Inter-segment sales	分部之間銷售	-	-	1,268,785	1,268,785	(1,268,785)	-
		24,453,678	4,171,819	1,813,690	30,439,187	(1,268,785)	29,170,402
SEGMENT PROFIT	分部盈利	748,021	677,494	91,121	1,516,636	-	1,516,636
Net gain from fair value changes of derivative financial instruments and net exchange gain	衍生金融工具公允 變動淨收益及匯 兌淨收益						20,241
Unallocated income	未分類之收入						82,031
Unallocated expenses	未分類之支出						(36,446)
Share of result of an associate	應佔聯營公司 業績						55
Share of result of a joint venture	應佔合營企業 業績						(27)
Finance costs	財務成本						(123,769)
Profit before tax	除稅前盈利						1,458,721



6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of net (loss) gain from fair value changes of derivative financial instruments, rental income, interest income, net exchange gain, share of result of an associate, share of result of a joint venture, finance costs and other unallocated administrative expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日				
Segment assets	分部資產	38,879,732	10,982,232	2,718,208	52,580,172
Unallocated assets	未分類之資產				1,517,149
Consolidated total assets	綜合總資產				54,097,321
Segment liabilities	分部負債	1,497,939	497,450	88,185	2,083,574
Unallocated liabilities	未分類之負債				23,246,785
Consolidated total liabilities	綜合總負債				25,330,359

6. 分部資料(續)

分部收入及業績(續)

經營分部之會計政策與附註3所描述之本集團會計政策一致。分部盈利指各分部所賺取盈利，而並無分配來自衍生金融工具公允值變動淨(虧損)收益、租金收入、利息收入、匯兌淨收益、應佔聯營公司業績、應佔合營企業業績、財務成本及其他未分配行政費用。此乃向主要經營決策者作為資源分配及表現評估而呈報之計量方法。

分部之間銷售乃按現行市場價格計算。

分部資產及負債

以下為按可報告分部劃分之本集團資產及負債分析：



6. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (Continued)

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
As at 31 December 2022	於2022年12月31日				
Segment assets	分部資產	37,715,811	8,478,362	2,333,195	48,527,368
Unallocated assets	未分類之資產				1,798,317
Consolidated total assets	綜合總資產				50,325,685
Segment liabilities	分部負債	1,962,224	747,673	30,042	2,739,939
Unallocated liabilities	未分類之負債				18,978,852
Consolidated total liabilities	綜合總負債				21,718,791

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than bank balances and cash, and all liabilities are allocated to operating segments other than tax payable, bank borrowings, advances drawn on bills discounted with recourse, deferred tax liabilities, construction fee payables, other payables and accruals.

There were asymmetrical allocations to operating segments because the Group allocates interest in an associate and interest in a joint venture to each segment asset without allocating the share of result of an associate and share of result of a joint venture to those segment results. This is the measure reported to the Board of Directors for the purpose of resources allocation and performance assessment.

6. 分部資料(續)

分部資產及負債(續)

為考核分部表現及於分部間分配資源，所有資產均分配予經營分部(銀行結餘及現金除外)以及所有負債均分配予經營分部(應付稅項、銀行借貸、附追索權之票據貼現預付款、遞延稅項負債、應付工程款、其他應付款項及應計費用除外)。

由於本集團將聯營公司權益及合營企業權益分配至各分部資產，而並未將應佔聯營公司業績及應佔合營企業業績分配至該等分部業績，故經營分部存在分配不對稱。這是為資源分配及表現評估向董事會報告的計量方式。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

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6. SEGMENT INFORMATION (CONTINUED)

Other segment information

6. 分部資料(續)

其他分部資料

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
For the year ended 31 December 2023	截至2023年 12月31日止年度				
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或 分部資產包括 以下金額：				
Interest in an associate	聯營公司權益	–	102,456	–	102,456
Interest in a joint venture	合營企業權益	80,786	–	–	80,786
Addition to non-current assets (note)	非流動資產增加(附註)	2,023,900	2,413,884	682,096	5,119,880
Depreciation of property, plant and equipment, investment properties and right-of-use assets	物業、廠房及設備、 投資物業及使用權 資產折舊	120,421	50,478	3,648	174,547
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	3,883	–	162	4,045
(Reversal of impairment losses) impairment losses on trade receivables (excluding those backed by bills)	應收貿易賬款 (不包括有票據質 押者)(減值虧損 回撥)減值虧損	(1,356)	21,645	–	20,289
Amounts regularly provided to the CODM but not included in the segment profit or loss:	定期提供予主要經營決 策者而並無包括在分 部損益的金額：				
Share of result of an associate	應佔聯營公司業績	–	(1,688)	–	(1,688)
Share of result of a joint venture	應佔合營企業業績	(31)	–	–	(31)



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

6. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
For the year ended 31 December 2022	截至2022年 12月31日止年度				
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或 分部資產包括 以下金額：				
Interest in an associate	聯營公司權益	-	74,550	-	74,550
Interest in a joint venture	合營企業權益	81,173	-	-	81,173
Addition to non-current assets (note)	非流動資產增加(附註)	2,800,002	1,385,114	714,648	4,899,764
Depreciation of property, plant and equipment, investment properties and right-of-use assets	物業、廠房及設備、 投資物業及使用權 資產折舊	133,093	54,572	3,836	191,501
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	22,682	76	938	23,696
Gain on disposal of right-of-use assets (Reversal of impairment losses)	處置使用權資產之收益 應收貿易賬款	-	(14,378)	-	(14,378)
impairment losses on trade receivables (excluding those backed by bills)	(不包括有票據質 押者)(減值虧損 回撥)減值虧損	(4,712)	(4,434)	1,617	(7,529)
Amounts regularly provided to the CODM but not included in the segment profit or loss:	定期提供予主要經營決 策者而並無包括在分 部損益的金額：				
Share of result of an associate	應佔聯營公司業績	-	(55)	-	(55)
Share of result of a joint venture	應佔合營企業業績	27	-	-	27

Note: Amounts included additions to property, plant and equipment, right-of-use assets and deposits paid for acquisition of property, plant and equipment.

No other amounts are regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets.

6. 分部資料(續)

其他分部資料(續)

附註：金額包括新增物業、廠房及設備，使用權資產及購置物業、廠房及設備所付訂金。

概無其他金額乃定期提供予主要經營決策者而並無包括在計量分部損益或分部資產的金額中。



6. SEGMENT INFORMATION (CONTINUED)

Revenue from major products

The following is an analysis of the Group's revenue from its major products:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Packaging paper (including linerboard and corrugating medium)	包裝紙(包括牛咭紙及瓦楞芯紙)	19,943,445	24,453,678
Tissue paper	衛生紙	4,682,603	4,171,819
Pulp	木漿	311,035	544,905
		24,937,083	29,170,402

Geographical information

Approximately 90% (2022: approximately 89%) of the Group's revenue were derived from external customers in the PRC. The remaining of the Group's revenue were mainly derived from external customers in Malaysia and Vietnam.

Information about the Group's non-current assets (excluding financial assets) is presented based on the geographical location of the assets.

6. 分部資料(續)

來自主要產品的收入

以下為本集團來自主要產品的收入分析：

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Packaging paper (including linerboard and corrugating medium)	19,943,445	24,453,678
Tissue paper	4,682,603	4,171,819
Pulp	311,035	544,905
	24,937,083	29,170,402

地域資料

本集團之收入約90%(2022年：約89%)來自中國外部客戶。本集團剩餘收入主要來自馬來西亞及越南的外部客戶。

本集團非流動資產(不包括金融資產)資料乃按資產所在地呈列。

		Non-current assets 非流動資產	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元
The PRC other than Hong Kong and Macau	中國，香港及澳門除外	30,595,817	27,677,811
Malaysia	馬來西亞	6,649,581	6,379,668
Vietnam	越南	2,354,159	2,234,009
Hong Kong, Macau and others	香港、澳門及其他	1,024,616	1,049,913
		40,624,173	37,341,401



6. SEGMENT INFORMATION (CONTINUED)

Information about major customers

None of the Group's customers contributed over 10% of the Group's total revenue for the current and prior reporting period.

7. OTHER INCOME

6. 分部資料(續)

有關主要客戶之資料

本期或上期報告期內並無本集團客戶佔本集團總收入超過10%。

7. 其他收入

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Value added tax and other tax refund	增值稅退款及其他退稅	228,348	385,227
Income from supply of steam and electricity, net	供應蒸氣及電力淨收入	39,289	40,645
Income from wharf cargo handling, net	經營碼頭貨運淨收入	30,494	29,960
Interest income from banks	銀行利息收入	19,193	26,822
Gain on disposal of right-of-use assets	處置使用權資產之收益	-	14,378
Government subsidy income	政府補助收入	404,810	167,830
Rental income	租金收入	45,530	55,209
Write back of trade and other payables	撥回應付貿易及其他賬款	10,048	137,679
Others	其他	134,015	51,134
		911,727	908,884

8. IMPAIRMENT LOSSES ON TRADE RECEIVABLES, NET OF REVERSAL

8. 應收貿易賬款減值虧損，扣除回撥淨額

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Net impairment losses (reversal of impairment losses) recognised on:	減值虧損(減值虧損回撥)淨額確認：		
- Trade receivables (excluding those backed by bills)	- 應收貿易賬款(不包括有票據質押者)	20,289	(7,529)

Details of impairment assessment are set out in note 36(ii).

減值評估詳情載於附註36(ii)。



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

9. OTHER GAINS AND LOSSES, NET

9. 其他淨收益及虧損

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Net foreign exchange gain	匯兌淨收益	12,549	19,765
Net (loss) gain from fair value changes of derivative financial instruments	衍生金融工具公允值變動淨(虧損)收益	(172)	476
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之淨虧損	(4,045)	(23,696)
		8,332	(3,455)

10. FINANCE COSTS

10. 財務成本

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Interest expense on lease liabilities (note 39)	租賃負債利息費用(附註39)	3,701	3,397
Interest on bank borrowings and advances drawn on bills discounted with recourse	銀行借貸及附追索權之貼現票據預付款利息	827,165	361,261
Less: amounts capitalised to property, plant and equipment	減去：物業、廠房及設備之資本化金額	(552,746)	(240,889)
		278,120	123,769

Borrowing costs capitalised during the year arose from the general borrowings and are calculated by applying capitalisation rates ranging from 3.64% to 5.44% (2022: ranging from 1.30% to 5.19%) per annum to expenditures on qualifying assets.

年內之資本化借貸成本乃於一般借貸中產生，並以合資格資產開支之資本化年利率由3.64%至5.44%（2022年：由1.30%至5.19%）計算。



11. INCOME TAX EXPENSE

11. 利得稅支出

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Income tax recognised in profit or loss:	於損益內確認之利得稅：		
Current tax	本期稅項		
– The PRC Enterprise Income Tax (“EIT”)	– 中國企業所得稅 (「企業所得稅」)	38,788	61,386
– PRC withholding tax on dividend distribution	– 分派股息之中國預扣稅	163,825	–
– Others jurisdictions	– 其他司法管轄區	27,588	19,202
		230,201	80,588
(Over)/underprovision in previous years	過往年度(超額)/少計撥備		
– The PRC EIT	– 中國企業所得稅	(19,829)	(52,400)
– Deferred tax	– 遞延稅項	(31,101)	–
– Other jurisdictions	– 其他司法管轄區	1,192	(3,786)
Deferred tax (note 31)	遞延稅項(附註31)		
– Charge to profit or loss	– 計入損益	77,933	117,129
Total income tax recognised in profit or loss	於損益內確認之總利得稅	258,396	141,531

The Group's profit is subject to taxation from the place of its operations where its profit is generated and is calculated at the rate prevailing in the relevant jurisdictions.

The PRC

The Group's subsidiaries in the PRC are subject to corporate income tax at the rate of 25% (2022: 25%) except that eight (2022: seven) of these subsidiaries are entitled to preferential rate of 15% (2022: 15%) for the Group's financial year ended 31 December 2023.

Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

本集團之盈利須於其盈利賺取的營運地方繳納稅項，稅項按相關司法管轄區適用之稅率計算。

中國

本集團於中國的附屬公司之適用企業所得稅稅率為25% (2022年：25%)，而其中八間(2022年：七間)附屬公司於截至2023年12月31日止財政年度享有優惠稅率15% (2022年：15%)。

香港

香港利得稅於兩個年度均按估計應課稅盈利以16.5%計算。



11. INCOME TAX EXPENSE (CONTINUED)

Macau

Macau Complementary Tax are calculated at 12% on the estimated assessable profits for both years.

Vietnam

The Vietnam subsidiaries are subjected to Vietnam Corporate Income Tax at a rate of 10% during the years ended 31 December 2023 and 2022. They are entitled to a corporate income tax exemption for four years from the first profit-making year and a reduction of 50% for the following nine years. During the years ended 31 December 2023 and 2022, the Vietnam subsidiaries are entitled a reduction of 50% of Vietnam Corporate Income Tax rate of 10%.

Malaysia

The Malaysia subsidiaries are subjected to Malaysia Corporate Income Tax at a rate of 24% during the years ended 31 December 2023 and 2022.

Other jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

11. 利得稅支出(續)

澳門

澳門補充稅於兩個年度均按估計應課稅盈利以12%計算。

越南

於截至2023年及2022年12月31日止年度，越南附屬公司須按10%稅率繳納越南企業所得稅，其享有自首個產生盈利年度起計四年獲豁免企業所得稅及隨後九年50%減免。截至2023年及2022年12月31日止年度，越南附屬公司享有10%越南企業所得稅稅率的50%減免。

馬來西亞

馬來西亞附屬公司於截至2023年及2022年12月31日止年度須按24%稅率繳納馬來西亞企業所得稅。

其他司法管轄區

其他司法管轄區產生的稅項則按相關司法管轄區適用之稅率計算。



11. INCOME TAX EXPENSE (CONTINUED)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 利得稅支出(續)

年內稅務開支與根據綜合損益及其他全面收益表的除稅前盈利對賬如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Profit before tax	除稅前盈利	1,412,359	1,458,721
Tax at the applicable tax rate of 25% (2022: 25%) (note)	應用稅率25%之稅款 (2022年: 25%)(附註)	353,090	364,680
Tax effect of share of result of an associate	應佔聯營公司業績的稅務影響	(422)	(14)
Tax effect of share of result of a joint venture	應佔合營企業業績的稅務影響	(8)	7
Tax effect of expenses not deductible for tax purpose	不可扣稅的支出的稅務影響	74,495	81,157
Tax effect of income not taxable for tax purpose	毋須課稅的收入的稅務影響	(99,507)	(144,599)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	63,749	35,090
Tax effect of utilisation of tax losses previously not recognised	使用過往未確認的 稅務虧損的稅務影響	(42,367)	(9,978)
Effect of utilisation of tax allowance granted to Malaysia subsidiary previously not recognised	使用過往未確認的授予 馬來西亞附屬公司的 稅項撥備的影響	(38,842)	-
Effect of concessionary rates granted to the PRC subsidiaries	中國附屬公司獲優惠 稅率的影響	(111,662)	(71,985)
Effect of concessionary rates granted to Macau and Vietnam subsidiaries	澳門及越南附屬公司 獲優惠稅率的影響	(16,957)	(19,998)
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運的 附屬公司的不同稅率的影響	(25,170)	(36,643)
Over provision in previous years	過往年度超額撥備	(49,738)	(56,186)
Tax effect on dividend withholding tax	股息預扣稅的影響	151,735	-
Tax charge for the year	年內稅務開支	258,396	141,531

Note: This represents the domestic income tax rate in the jurisdiction where a substantial portion of the Group's operation is based.

附註：此代表本集團絕大部分業務營運所在之司法權區之當地所得稅率。



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綜合財務報表附註(續)

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12. PROFIT FOR THE YEAR

12. 年度盈利

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年度盈利經扣除(計入):		
Directors' emoluments (note 13)	董事酬金(附註13)	50,885	51,300
Staff salaries and other benefits, excluding those of directors	員工薪金及其他福利, 不包括董事	1,403,245	1,461,102
Contributions to retirement benefit schemes, excluding those of directors (note 32)	退休福利計劃供款, 不包括董事(附註32)	145,012	141,284
Total employee benefit expense	僱員福利開支總額	1,599,142	1,653,686
Capitalised in inventories	庫存資本化	(1,132,306)	(1,160,142)
		466,836	493,544
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	10,674	10,188
– Non-audit services	– 非核數服務	1,891	819
Cost of inventories recognised as expense	存貨成本確認為支出	22,434,909	26,477,906
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊(附註17)	1,315,105	1,360,801
Depreciation of investment properties (note 19)	投資物業折舊(附註19)	24,653	24,343
Depreciation of right-of-use assets (note 18)	使用權資產折舊(附註18)	43,513	42,930
Total depreciation	折舊總額	1,383,271	1,428,074
Capitalised in inventories	庫存資本化	(1,208,724)	(1,236,573)
		174,547	191,501
Gross rental income from investment properties	投資物業之租金總收入	(28,852)	(31,602)
Less: direct operating expenses incurred for investment properties that generated rental income during the year	減: 年內產生租金收入的投資物業之直接營運開支	489	310
		(28,363)	(31,292)



13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

Directors' and Chief Executive Officer's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, were as follows:

13. 董事及首席執行官酬金

年內董事及首席執行官的酬金根據適用上市規則及公司條例披露如下：

		Other emoluments 其他酬金			Total 合計
		Fees 袍金	Salaries and other benefits 薪金及 其他福利	Contributions to retirement benefit schemes 退休福利 計劃供款	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2023	2023年				
<i>Executive directors</i>	<i>執行董事</i>				
Dr. Lee Man Chun Raymond	李文俊博士	18,000	–	–	18,000
Mr. Lee Man Bun (Chief Executive Officer)	李文斌先生 (首席執行官)	16,846	1,154	–	18,000
Mr. Li King Wai Ross	李經緯先生	5,000	–	–	5,000
Mr. Lee Jude Ho Chung	李浩中先生	3,796	704	–	4,500
Mr. Yip Heong Kan	葉向勤先生	3,296	704	–	4,000
<i>Non-executive director</i>	<i>非執行董事</i>				
Professor Poon Chung Kwong (note i)	潘宗光教授(附註i)	159	–	–	159
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Chau Shing Yim David	周承炎先生	450	–	–	450
Ms Lo Wing Sze (note ii)	羅詠詩女士(附註ii)	124	–	–	124
Mr. Chan Wai Yan Ronald (note iii)	陳惠仁先生(附註iii)	124	–	–	124
Mr. Wong Kai Tung Tony (note iv)	王啟東先生(附註iv)	264	–	–	264
Mr. Peter A. Davies (note v)	Peter A. Davies先生(附註v)	264	–	–	264
		48,323	2,562	–	50,885



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13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

13. 董事及首席執行官酬金(續)

		Other emoluments 其他酬金			Total 合計
		Fees 袍金	Salaries and other benefits and allowances 薪金及 其他福利及津貼	Contributions to retirement benefit schemes 退休福利 計劃供款	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2022	2022年				
<i>Executive directors</i>	執行董事				
Dr. Lee Man Chun Raymond	李文俊博士	18,000	-	-	18,000
Mr. Lee Man Bun (Chief Executive Officer)	李文斌先生 (首席執行官)	16,233	1,767	-	18,000
Mr. Li King Wai Ross	李經緯先生	5,000	-	-	5,000
Mr. Lee Jude Ho Chung	李浩中先生	3,796	704	-	4,500
Mr. Yip Heong Kan	葉向勤先生	3,296	704	-	4,000
<i>Non-executive director</i>	非執行董事				
Professor Poon Chung Kwong	潘宗光教授	450	-	-	450
<i>Independent non-executive directors</i>	獨立非執行董事				
Mr. Wong Kai Tung Tony	王啟東先生	450	-	-	450
Mr. Peter A. Davies	Peter A. Davies先生	450	-	-	450
Mr. Chau Shing Yim David	周承炎先生	450	-	-	450
		48,125	3,175	-	51,300

notes:

- (i) Professor Poon Chung Kwong retired as a non-executive director of the Company on 9 May 2023.
- (ii) Ms. Lo Wing Sze was appointed as an independent non-executive director of the Company on 2 August 2023.
- (iii) Mr. Chan Wai Yan Ronald was appointed as an independent non-executive director of the Company on 2 August 2023.
- (iv) Mr. Wong Kai Tung Tony resigned as an independent non-executive director of the Company on 2 August 2023.
- (v) Mr. Peter A. Davies resigned as an independent non-executive director of the Company on 2 August 2023.

附註:

- (i) 潘宗光教授於2023年5月9日退任本公司非執行董事。
- (ii) 羅詠詩女士於2023年8月2日獲委任為本公司獨立非執行董事。
- (iii) 陳惠仁先生於2023年8月2日獲委任為本公司獨立非執行董事。
- (iv) 王啟東先生於2023年8月2日辭任本公司獨立非執行董事。
- (v) Peter A. Davies先生於2023年8月2日辭任本公司獨立非執行董事。



13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

The executive directors', non-executive director's and independent non-executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group and for their services as directors of the Company respectively.

Dr. Lee Man Chun Raymond is also the Chairman of the Company and his emoluments disclosed above include those for services rendered by him as the Chairman of the Company.

For the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. No directors waived any emoluments during these periods.

13. 董事及首席執行官酬金(續)

上述執行董事、非執行董事及獨立非執行董事之酬金主要結合了他們分別為本公司及本集團管理事務及作為本公司董事的服務之酬金。

李文俊博士亦為本公司主席，上述披露之酬金包括其作為主席所提供的服務之酬金。

截至2023年及2022年12月31日止年度，本集團並無支付予董事之任何酬金作為誘使其加入或加入本集團後或失去其辦公室之補償。該等期間並無任何董事放棄酬金。



14. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, five (2022: four) were directors of the Company whose emoluments are included in the disclosures in note 13. The aggregate emoluments of the five highest paid individuals, including directors, were as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Salaries and other benefits	薪金及其他福利	49,500	53,362
Contributions to retirement benefit schemes	退休福利計劃供款	-	12
		49,500	53,374

The emoluments were within the following bands:

		2023 No. of employee 員工人數	2022 No. of employee 員工人數
HK\$4,000,000 to HK\$4,500,000	4,000,000港元至4,500,000港元	2	1
HK\$4,500,001 to HK\$5,000,000	4,500,001港元至5,000,000港元	1	1
HK\$7,500,001 to HK\$8,000,000	7,500,001港元至8,000,000港元	-	1
HK\$17,500,001 to HK\$18,000,000	17,500,001港元至18,000,000港元	2	2
		5	5

For the years ended 31 December 2023 and 2022, no emoluments were paid by the Group to the five highest paid individuals or receivable by them as an inducement to join or upon joining the Group or as a compensation for loss of office.

14. 五位最高酬金人士

本集團最高酬金之五位人士，其中五位(2022年：四位)為本公司董事而其酬金已於附註13披露。五位最高酬金人員(包括董事)之合計酬金如下：

酬金介乎下列組別：

截至2023年及2022年12月31日止年度，本集團並無支付予五位最高酬金人士或彼等應收的任何酬金作為誘使其加入或加入本集團後或失去其辦公室之補償。



15. DIVIDENDS/DISTRIBUTION TO PERPETUAL
CAPITAL SECURITIES

15. 股息／永續資本證券之分派

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Dividends recognised as distribution to ordinary shareholders:	確認為分派予普通股股東之股息：		
Final dividend of HK\$0.033 in respect of the year ended 31 December 2022 (2022: final dividend of HK\$0.11 in respect of the year ended 31 December 2021) per ordinary share	截至2022年12月31日止年度之末期股息每普通股0.033港元(2022年：截至2021年12月31日止年度之末期股息0.11港元)	142,216	474,927
Interim dividend of HK\$0.025 in respect of the year ended 31 December 2023 (2022: interim dividend of HK\$0.065 in respect of the year ended 31 December 2022) per ordinary share	截至2023年12月31日止年度之中期股息每普通股0.025港元(2022年：截至2022年12月31日止年度之中期股息0.065港元)	107,739	280,575
		249,955	755,502



15. DIVIDENDS/DISTRIBUTION TO PERPETUAL CAPITAL SECURITIES (CONTINUED)

A final dividend of HK\$0.061 per ordinary share in respect of the year ended 31 December 2023 (2022: final dividend of HK\$0.033 per ordinary share in respect of the year ended 31 December 2022) has been proposed by the directors of the Company and is subject to approval by shareholders at the forthcoming annual general meeting.

In addition, the Company has made a distribution on perpetual capital securities of HK\$101,677,000 (2022: HK\$131,096,000) to the securities holders during the year ended 31 December 2023.

16. EARNINGS PER SHARE

The calculation of the earnings per share is based on the profit for the year attributable to owners of the Company of HK\$1,050,931,000 (2022: HK\$1,185,236,000), ordinary shareholders for the year, and weighted average number of 4,309,527,668 (2022: 4,316,586,025) ordinary shares in issue during the year.

No diluted earnings per share in both years was presented as there were no potential ordinary shares outstanding during both years.

15. 股息／永續資本證券之分派 (續)

董事建議派發截至2023年12月31日止年度末期股息每普通股0.061港元(2022年：截至2022年12月31日止年度末期股息每普通股0.033港元)，惟須待股東在應屆股東大會批准。

此外，於截至2023年12月31日年度，本公司就永續資本證券作出分派101,677,000港元(2022年：131,096,000港元)予證券持有人。

16. 每股盈利

每股盈利乃按本年度本公司擁有人之普通股股東應佔本年度盈利1,050,931,000港元(2022年：1,185,236,000港元)及年內已發行普通股加權平均數4,309,527,668股(2022年：4,316,586,025股)為基準計算。

由於兩個年度內並無未行使之潛在普通股，因此並無呈列每股攤薄盈利。



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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Freehold lands and owned properties 永久業權 土地及 持有物業 HK\$'000 千港元	Computer system 電腦系統 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 千港元	Plant, machinery, furniture, fixture and equipment 廠房、機器 傢俬、固定 裝置及設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
COST	成本							
At 1 January 2022	於2022年1月1日	8,557,997	91,340	605,539	168,299	29,778,355	7,837,318	47,038,848
Exchange realignment	匯兌重新組合	(899,921)	(7,240)	(64,217)	(9,723)	(3,090,572)	(655,670)	(4,727,343)
Additions	添置	16,074	2,211	2,304	1,905	113,319	5,831,800	5,967,613
Transfers	轉撥	1,020,429	636	4,480	16,431	511,791	(1,553,767)	-
Disposals	出售	(2,533)	-	(610)	(2,097)	(52,717)	(5,519)	(63,476)
At 31 December 2022	於2022年12月31日	8,692,046	86,947	547,496	174,815	27,260,176	11,454,162	48,215,642
Exchange realignment	匯兌重新組合	(63,863)	(208)	(2,874)	(2,310)	(156,286)	(269,517)	(495,058)
Additions	添置	20,086	624	9,332	147	111,481	4,329,967	4,471,637
Transfers	轉撥	149,014	5,113	6,435	10,896	1,097,880	(1,269,338)	-
Transfer to investment properties (note 19)	轉撥至投資物業 (附註19)	(34,069)	-	-	-	-	(596)	(34,665)
Disposals	出售	(10,061)	(23,315)	(3,020)	(13,303)	(52,722)	(12,257)	(114,678)
At 31 December 2023	於2023年12月31日	8,753,153	69,161	557,369	170,245	28,260,529	14,232,421	52,042,878
DEPRECIATION	折舊							
At 1 January 2022	於2022年1月1日	3,270,326	68,622	386,633	69,643	9,338,317	-	13,133,541
Exchange realignment	匯兌重新組合	(352,589)	(4,941)	(42,248)	(6,091)	(980,470)	-	(1,386,339)
Provided for the year	年內撥備	359,964	7,252	27,328	16,270	949,987	-	1,360,801
Eliminated on disposals	出售對銷	(162)	-	(196)	(1,448)	(20,983)	-	(22,789)
At 31 December 2022	於2022年12月31日	3,277,539	70,933	371,517	78,374	9,286,851	-	13,085,214
Exchange realignment	匯兌重新組合	(16,153)	(280)	(2,345)	(923)	(58,620)	-	(78,321)
Provided for the year	年內撥備	346,514	6,560	27,740	16,333	917,958	-	1,315,105
Transfer to investment properties (note 19)	轉撥至投資物業 (附註19)	(1,204)	-	-	-	-	-	(1,204)
Eliminated on disposals	出售對銷	(8,770)	(23,143)	(1,329)	(8,274)	(24,961)	-	(66,477)
At 31 December 2023	於2023年12月31日	3,597,926	54,070	395,583	85,510	10,121,228	-	14,254,317
CARRYING VALUE	賬面值							
At 31 December 2023	於2023年12月31日	5,155,227	15,091	161,786	84,735	18,139,301	14,232,421	37,788,561
At 31 December 2022	於2022年12月31日	5,414,507	16,014	175,979	96,441	17,973,325	11,454,162	35,130,428



17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

notes:

- (i) The above owned properties of the Group represent owned properties on land under medium-term lease in the PRC.
- (ii) Certain owned properties of the Group are erected on land in the PRC with respect to which the Group has not been granted formal title of ownership. At 31 December 2023, the carrying value of such owned properties was HK\$648,684,000 (2022: HK\$820,290,000). In the opinion of directors, the absence of formal title to these owned properties does not impair the value of the relevant owned properties to the Group as the Group has paid substantially the full purchase consideration of these land use rights and the probability of being evicted on the ground of an absence of formal title is remote. The directors of the Company also believe that formal title of these owned properties will be granted to the Group in due course.
- (iii) Certain portions of the owned properties have been leased to a related party as disclosed in note 42 and independent third parties. These owned properties were not reclassified as investment properties as the leased portions are insignificant.
- (iv) Depreciation is provided to write off the cost of property, plant and equipment other than freehold lands and construction in progress over their estimated useful lives and after taking into account of their estimated residual values, using the straight-line method, at the following rates per annum:

Owned properties	20 to 50 years
Computer system	10%
Leasehold improvements	Over the shorter of the term of the lease, or 20 years
Motor vehicles and yacht	5% – 20%
Plant, machinery, furniture, fixture and equipment	3 1/3% – 20%

17. 物業、廠房及設備(續)

附註：

- (i) 上述之本集團持有物業乃於中國中期租賃土地上之持有物業。
- (ii) 本集團有若干持有物業建於仍未授予集團正式擁有權之中國土地上。於2023年12月31日，該等持有物業之賬面值為648,684,000港元(2022年：820,290,000港元)。董事認為欠缺該等持有物業正式擁有權並不會損害集團相應持有物業價值，因為本集團已支付大部分購買該等土地使用權之代價及以欠缺正式擁有權的理由而收回土地的機會是微乎其微。董事亦相信在不久將來集團會獲授予該等持有物業之正式擁有權。
- (iii) 持有物業當中若干部分已租予如附註42所述一關連人士及獨立第三方。由於租賃部分微不足道，該等持有物業並未分類為投資物業。
- (iv) 除永久業權土地及在建工程外，物業、廠房及設備在計及其預計剩餘價值後，於預計可用年期以直線法計提折舊以撇銷成本，年率如下：

持有物業	20至50年
電腦系統	10%
租賃物業裝修	在較短的租期或20年
汽車及遊艇	5%至20%
廠房、機器、傢俬、固定裝置及設備	3 1/3%至20%



18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold lands 租賃土地 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日			
Carrying amount	賬面值	1,149,147	91,049	1,240,196
As at 31 December 2022	於2022年12月31日			
Carrying amount	賬面值	898,380	99,893	998,273
For the year ended 31 December 2023	截至2023年12月31日 止年度			
Depreciation charge (note 12)	折舊費用(附註12)	22,833	20,680	43,513
For the year ended 31 December 2022	截至2022年12月31日 止年度			
Depreciation charge (note 12)	折舊費用(附註12)	22,868	20,062	42,930

		Year ended 31 December 截至12月31日止年度	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Expense relating to short-term leases	短期租賃費用	12,537	16,535
Total cash outflows for leases	租賃之現金流出合計	315,981	82,705
Additions to right-of-use assets	使用權資產增加	300,501	86,436



18. RIGHT-OF-USE ASSETS (CONTINUED)

For both years, the Group entered into leases for certain of its staff quarters and office premises. Lease contracts are entered into for fixed term of 1 year to 19 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests.

The Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with carrying amount of HK\$11,505,000 (2022: HK\$11,946,000) in which the Group is in the process of obtaining.

The Group regularly entered into short-term leases for staff quarters with the corresponding short-term lease expense disclosed above.

18. 使用權資產(續)

於兩個年度，本集團就若干員工宿舍及辦公室物業訂立租賃。租賃合約以固定租期1年至19年訂立。租賃條款乃按個別基準磋商，並包含廣泛的不同條款及條件。於釐定租期及評估不可撤銷期限年期時，本集團應用合約之定義及釐定可行使合約之期間。

此外，本集團擁有數個其主要生產設施所在之工業樓宇及辦公室樓宇。本集團乃此等物業權益(包括相關租賃土地)之登記持有人。購入此等物業權益時作出一次性預付款。

本集團已取得所有租賃土地之土地使用權証，除了賬面值為11,505,000港元(2022年：11,946,000港元)之租賃土地本集團正在處理取証中。

本集團定期就員工宿舍訂立短期租賃，相應的短期租賃費用已於上文披露。



18. RIGHT-OF-USE ASSETS (CONTINUED)

Restrictions or covenants on leases

As at 31 December 2023, lease liabilities of HK\$76,086,000 are recognised with related right-of-use assets in respect of leased properties amounting to HK\$91,049,000 (2022: lease liabilities of HK\$82,285,000 are recognised with related right-of-use assets in respect of leased properties amounting to HK\$99,893,000). The lease agreements for leased properties do not impose any covenants other than the security interests in the leased properties that are held by the lessors. Leased properties may not be used as security for borrowing purposes.

19. INVESTMENT PROPERTIES

The Group leases out commercial and industrial properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 10 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and lessee's option to purchase the property at the end of lease term.

18. 使用權資產(續)

租賃限制或契約

於2023年12月31日，與租賃物業之使用權資產91,049,000港元有關之租賃負債76,086,000港元已被確認(2022年：與租賃物業之使用權資產99,893,000港元有關之租賃負債82,285,000港元已被確認)。除抵押權益外，租賃物業之租賃協議並無就出租人持有之租賃資產施加任何契諾。租賃資產不可用作借貸之抵押用途。

19. 投資物業

本集團根據經營租賃按每月付租出租商業及工業物業。租賃通常初始年期為1至10年，承租人單方面有權延續租賃至初始年期外。大部分租賃合約在租期內固定年度租賃付款。

本集團在租賃安排並無承受外幣風險，因所有租賃乃按集團實體相關功能貨幣計值。租賃合約並無包含剩餘價值保證及承租人於租期完結時購入物業之權利。



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綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

19. INVESTMENT PROPERTIES (CONTINUED)

19. 投資物業(續)

		HK\$'000 千港元
COST	成本	
At 1 January 2022	於2022年1月1日	720,007
Additions	添置	174
Exchange realignment	匯兌重新組合	(76,524)
At 31 December 2022	於2022年12月31日	643,657
Additions	添置	405
Exchange realignment	匯兌重新組合	(2,835)
Transfer from property, plant and equipment (note 17)	由物業、廠房及設備轉撥 (附註17)	33,461
At 31 December 2023	於2023年12月31日	674,688
DEPRECIATION	折舊	
At 1 January 2022	於2022年1月1日	114,416
Provided for the year	年內撥備	24,343
Exchange realignment	匯兌重新組合	(13,746)
At 31 December 2022	於2022年12月31日	125,013
Provided for the year	年內撥備	24,653
Exchange realignment	匯兌重新組合	(1,077)
At 31 December 2023	於2023年12月31日	148,589
CARRYING VALUE	賬面值	
At 31 December 2023	於2023年12月31日	526,099
At 31 December 2022	於2022年12月31日	518,644



19. INVESTMENT PROPERTIES (CONTINUED)

The fair value of the Group's commercial properties at 31 December 2023 was HK\$136,095,000 (31 December 2022: HK\$138,101,000). The fair value of the commercial properties has been arrived at based on a valuation carried out by 重慶啟利房地產土地資產評估有限公司 (2022: 重慶諦威資產評估房地產土地估價有限公司), an independent qualified professional valuer not connected with the Group using the market comparison approach, with reference to recent market prices for similar properties in similar locations and conditions, where appropriate.

The fair value of the Group's industrial properties at 31 December 2023 was HK\$445,121,000 (31 December 2022: HK\$438,213,000). The fair value of the industrial properties has been arrived at based on a valuation carried out by 重慶啟利房地產土地資產評估有限公司 (2022: 重慶諦威資產評估房地產土地估價有限公司), an independent qualified professional valuer not connected with the Group using the income capitalisation approach by referencing to the market rentals of all lettable properties and capitalisation rate observed by the valuer for the similar properties in the locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties (2022: market comparison approach by referencing to the estimate of market value for the existing use of land for land portions plus cost approach by referencing to the cost associated with constructing similar industrial properties from scratch less depreciation for building portions, and adjusted based on the valuer's knowledge of the factors specific to the respective properties.)

In estimating the fair value of the investment properties with the fair value hierarchy being level 3, the highest and best use of the properties is their current use.

All of the Group's investment properties are located in the PRC.

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Land and buildings	20–50 years
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19. 投資物業(續)

本集團的商業物業於2023年12月31日之公允值為136,095,000港元(2022年12月31日:138,101,000港元)。商業物業之公允值根據與本集團無關連之獨立合資格專業估價師重慶啟利房地產土地資產評估有限公司(2022年:重慶諦威資產評估房地產土地估價有限公司),按市場比較法參考就同類物業於近似位置及狀況(倘適用)之近期市場價格作出之估值得出。

本集團的工業物業於2023年12月31日之公允值為445,121,000港元(2022年12月31日:438,213,000港元)。工業物業之公允值根據與本集團無關連之獨立合資格專業估價師重慶啟利房地產土地資產評估有限公司(2022年:重慶諦威資產評估房地產土地估價有限公司),按收益資本化法參考附近所有可出租物業的市場租金及估價師所觀察類似物業之資本化率,並根據估價師對相關物業具體情況的瞭解作出調整後所作估值得出(2022年:按市場比較法參考土地部分的土地現時用途的估計市場價值,加上按成本法參考由草圖開始建造相若工業物業的相關成本減樓宇部分的折舊,並根據估價師對各物業的具體情況的瞭解作出調整後作出的估值得出)。

於估計公允值級別為第3級之投資物業之公允值時,有關物業之最高及最佳用途為其目前用途。

本集團所有投資物業均位於中國。

上述投資物業按直線基準計提折舊,年率如下:

土地及樓宇	20至50年
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綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

20. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The deposits were paid by the Group in connection with the acquisition of property, plant and equipment for new production facilities. The related commitments for acquisition of property, plant and equipment are disclosed in note 38.

20. 購置物業、廠房及設備所付訂金

所付訂金是本集團為了新生產設施而購置的物業、廠房及設備的訂金。購置物業、廠房及設備的有關承擔於附註38披露。

21. INTEREST IN AN ASSOCIATE

21. 聯營公司權益

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cost of an unlisted investment in an associate (note i)	於聯營公司之非上市投資成本(附註i)	108,417	80,975
Share of profit and other comprehensive income	應佔收益及其他全面收益	1,743	55
Exchange realignment	匯兌重新組合	(7,704)	(6,480)
		102,456	74,550

note:

(i) Details of the Group's associate at the end of the reporting periods are as follows:

附註：

(i) 於報告期末本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Form of entity 實體形式	Place of incorporation and operations 成立及營運地點	Proportion of issued and fully paid up capital held by the Group 本集團持有已發行及繳足股本比例				Principal activity 主要業務
			Directly 直接		Indirectly 間接		
			2023 %	2022 %	2023 %	2022 %	
Associate: 聯營公司：							
東莞市粵文智慧能源有限公司 (Dongguan Yuewen Smart Energy Company Limited)	Limited incorporated 有限公司成立	The PRC 中國	23	23	-	-	Provision of power 提供電力



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綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

22. INTEREST IN A JOINT VENTURE/LOAN TO A JOINT VENTURE

22. 合營企業權益／合營企業貸款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Cost of an unlisted investment in joint venture (note i)	於合營企業之非上市投資成本(附註i)	98,343	98,343
Exchange realignment	匯兌重新組合	(7,614)	(7,196)
Share of loss and other comprehensive expenses	應佔虧損及其他全面支出	(9,943)	(9,974)
		80,786	81,173
Loan to a joint venture (note ii)	合營企業貸款(附註ii)		
– current	– 流動	–	–
– non-current	– 非流動	63,955	63,397
		63,955	63,397

notes:

(i) Details of the Group's joint venture and its subsidiary at the end of the reporting periods are as follows:

附註：

(i) 於報告期末本集團之合營企業及其附屬公司詳情如下：

Name of joint venture and its subsidiary 合營企業及其附屬公司名稱	Form of entity 實體形式	Place of incorporation and operations 成立及營運地點	Proportion of issued and fully paid up capital held by the Group 本集團持有已發行及繳足股本比例				Principal activity 主要業務
			Directly 直接		Indirectly 間接		
			2023 %	2022 %	2023 %	2022 %	
Joint venture: 合營企業：							
Southern Hill Company Limited 南峰有限公司	Limited incorporated 有限公司成立	Hong Kong 香港	50	50	–	– Investment holding 投資控股	
Its wholly-owned subsidiary: 其全資擁有附屬公司：							
瑞昌理文物流有限公司 (Ruichang Lee & Man Logistics Company Limited)	Limited incorporated 有限公司成立	The PRC 中國	–	–	50	50 Provision of port facilities 提供港口設施	

(ii) On 31 December 2023, the amount represented the principal amount of the loans of RMB47,072,000 (equivalent to approximately HK\$51,043,000) (2022: RMB49,657,000 (equivalent to approximately HK\$54,122,000)) and interest receivables of RMB11,906,000 (equivalent to approximately HK\$12,912,000) (2022: RMB8,509,000 (equivalent to approximately HK\$9,275,000)), which were unsecured, bore interest at 3.5% (2022: 3.5%) per annum and were repayable on 31 December 2025 (2022: 31 December 2025).

(ii) 於2023年12月31日，該金額為貸款本金人民幣47,072,000元(相當於約51,043,000港元)(2022年：人民幣49,657,000元(相當於約54,122,000港元))及應收利息人民幣11,906,000元(相當於約12,912,000港元)(2022年：人民幣8,509,000元(相當於約9,275,000港元))，乃無抵押，按年利率3.5%(2022年：3.5%)計息，並應於2025年12月31日(2022年：2025年12月31日)償還。



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23. INVENTORIES

23. 存貨

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Raw materials	原料	3,323,104	2,969,872
Finished goods	製成品	1,598,033	2,020,236
		4,921,137	4,990,108

24(a). TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

24(a). 應收貿易及其他賬款以及預付款項

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Trade receivables	應收貿易賬款	2,909,541	3,077,659
Less: allowance for credit losses	減：信貸虧損撥備	(39,596)	(19,099)
		2,869,945	3,058,560
Trade receivables backed by bills	有票據質押之應收貿易賬款	787,651	612,028
Trade receivables backed by bills discounted with recourse (note 24(b))	以附追索權貼現之票據質押之應收貿易賬款(附註24(b))	551,555	-
		4,209,151	3,670,588
Prepayments and deposits for purchase of raw materials	購買原料預付款項及訂金	607,773	666,210
Other deposits and prepayments	其他訂金及預付款項	533,416	527,046
Value-added tax receivables	應收增值稅款項	881,263	495,469
Other receivables	應收其他賬款	737,008	681,012
		6,968,611	6,040,325
Less: Amount expected to be received after 12 months shown under non-current assets	減：顯示於非流動資產中預期12個月後可收回之金額	(268,000)	-
Amount expected to be received within 12 months shown under current assets	顯示於流動資產中預期12個月內可收回之金額	6,700,611	6,040,325



24(a). TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

As at 1 January 2022, trade receivables net of allowance for credit losses from contracts with customers amounted to HK\$4,658,694,000.

The trade receivables backed by bills are matured within 12 months from the end of the reporting period and are aged within one year based on the revenue recognition date.

notes:

- (i) Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits. Credit sales are made to customers with a satisfactory and trustworthy credit history. Credit limits attributed to customers are reviewed regularly. The Group allows its customers an average credit period of 45 to 90 days. The following is an aged analysis of trade receivables (excluding those backed by bills) presented based on the invoice date.

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Aged:	賬齡：		
Not exceeding 30 days	不超過30日	1,809,940	2,140,193
31-60 days	31-60日	658,703	625,997
61-90 days	61-90日	157,690	89,124
91-120 days	91-120日	77,736	46,249
Over 120 days	120日以上	165,876	156,997
		2,869,945	3,058,560

As at 31 December 2023, included in the Group's trade receivables balance (excluding those backed by bills) are debtors with an aggregate carrying amount of HK\$401,302,000 (2022: HK\$292,370,000) which are past due as at the reporting date. Out of the past due balances, HK\$165,876,000 (2022: HK\$156,997,000) has been past due 90 days or more and is not considered as in default as the Group considered such balances could be recovered based on repayment history, the financial conditions and the current credit worthiness of each customers and the forward-looking information.

As at 31 December 2023, the trade receivables (excluding those backed by bills) of an aggregate carrying amount of HK\$931,933,000 (2022: HK\$836,332,000) were secured by customers' property interests and machinery being held as collateral.

24(a). 應收貿易及其他賬款以及預付款項(續)

於2022年1月1日，來自客戶合約的應收貿易賬款(扣除信貸虧損撥備淨額)為4,658,694,000港元。

有票據質押之應收貿易賬款自報告期末起計12個月內到期，收入確認日期計賬齡為1年內。

附註：

- (i) 本集團於接納任何新客戶前，會評估該潛在客戶的信貸質量及釐定其信貸限額。信貸銷售將會給予信貸記錄良好的客戶，客戶信貸限額定期予以檢討。本集團給予客戶的平均信貸期為45日至90日。以下為按發票日期呈列之應收貿易賬款(不包括有票據質押者)的賬齡分析。

於2023年12月31日，本集團應收貿易賬款結餘(不包括有票據質押者)中包括賬面值合共401,302,000港元(2022年：292,370,000港元)之債務於報告日期已告逾期。在該逾期結餘當中，為數165,876,000港元(2022年：156,997,000港元)已逾期90天或以上及未被視為違約，因本集團根據每一客戶之過往還款記錄，財務狀況及現行信譽狀況及前景信息，認為此等結餘可予以收回。

於2023年12月31日，賬面值合共931,933,000港元(2022年：836,332,000港元)之應收貿易賬款(不包括有票據質押者)，持有客戶之物業權益及機器抵押品作為擔保。



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24(a). TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

notes: (Continued)

(ii) Trade and other receivables that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	10,513	2,817
United States Dollar ("US\$")	美元(「美元」)	100,772	100,011
RMB	人民幣	-	6

(iii) Details of impairment assessment of trade and other receivables are set out in note 36(ii).

24(b). TRANSFERS OF FINANCIAL ASSETS

The following are the Group's financial assets as at 31 December 2023 that are transferred to banks by discounting these receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a collateralised borrowing. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

24(a). 應收貿易及其他賬款以及預付款項(續)

附註:(續)

(ii) 並非以有關集團實體功能貨幣計值的應收貿易及其他賬款如下:

(iii) 應收貿易及其他賬款之減值評估詳情載於附註36(ii)。

24(b). 金融資產轉讓

以下為本集團於2023年12月31日以全額追索權模式貼現轉讓予銀行之金融資產。由於本集團並未將此等應收賬款相關之絕大部分風險及回報轉移，故其繼續確認應收賬款之全部賬面值，並將轉讓所收取現金確認為抵押貸款。此等金融資產於本集團之綜合財務狀況表以攤銷成本列賬。

**Trade receivables backed
by bills discounted to banks
with full recourse
以銀行附全額追索權
貼現之票據質押之
應收貿易賬款**

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Carrying amount of transferred assets (note 24(a))	轉讓資產的賬面金額 (附註24(a))	551,555	-
Carrying amount of transferred liabilities	轉讓負債的賬面金額	(551,555)	-
Net position	淨額狀況	-	-



25. AMOUNTS DUE FROM (TO) RELATED COMPANIES

25. 應收(付)關連公司款項

Name of related company 關連公司名稱	Terms 條款	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Lee & Man Chemical Company Limited and its subsidiaries ("LMC Group") (note a) 理文化工有限公司及其附屬公司 (「理文化工集團」)(附註a)	Unsecured and non-interest bearing 無抵押及免息	616	10,206
Shun Yi International Trading Co., Limited ("Shun Yi International") (note b) Shun Yi International Trading Co., Limited (「Shun Yi International」)(附註b)	Unsecured and non-interest bearing 無抵押及免息	–	79,770
Elite Properties (H.K.) Limited ("Elite Property") (note c) Elite Properties (H.K.) Limited (「Elite Property」)(附註c)	Unsecured and non-interest bearing 無抵押及免息	1,680	2,161
		2,296	92,137

Included in the amounts due from related companies represent trade balances due from LMC Group and Shun Yi International. The amounts are unsecured, interest-free, with credit period of 45 days and are aged less than 45 days.

應收關連公司款項當中包括應收理文化工集團及Shun Yi International之貿易結餘。該等款項為無抵押、免息、信貸期為45天且賬齡少於45天。

The amount due from Elite Property represents refundable rental deposit paid to Elite Property. Such amount will be refunded upon expiration of the lease term.

應收Elite Property金額乃可退回租金按金。該金額將於租約期滿後退回。



25. AMOUNTS DUE FROM (TO) RELATED COMPANIES (CONTINUED)

notes:

- (a) LMC Group is beneficially owned and controlled by Mr. Lee Man Yan, an associate of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (b) Shun Yi International is indirectly controlled by Ms. Lee Man Ching, a sister of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (c) Elite Property is beneficially owned and controlled by Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (d) Details of impairment assessment of the amounts due from related companies are set out in note 36(ii).

The amounts due to related companies represent trade balance due to LMC Group. The amounts are unsecured, interest-free, with average credit period of 30 days and are aged less than 30 days.

26. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short term bank deposits with an original maturity of three months or less.

Bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	62,169	2,346
US\$	美元	40,053	31,483
Euro ("EUR")	歐元(「歐元」)	101	12
RMB	人民幣	2,540	1,162

Details of impairment assessment of bank balances are set out in note 36(ii).

25. 應收(付)關連公司款項(續)

附註：

- (a) 理文化工集團由本公司董事李文俊博士及李文斌先生之聯繫人李文恩先生實益擁有及控制。
- (b) Shun Yi International由本公司董事李文俊博士及李文斌先生之妹妹/姐姐李文禎女士間接控制。
- (c) Elite Property由本公司董事李文俊博士及李文斌先生實益擁有及控制。
- (d) 應收關連公司款項之減值評估詳情載於附註36(ii)。

應付關連公司款項為應付理文化工集團的貿易結餘。該等款項為無抵押、免息、平均信貸期為30天且賬齡少於30天。

26. 銀行結餘及現金

銀行結餘及現金包括本集團持有的現金及原到期日為3個月或以內的短期銀行存款。

並非以有關集團實體功能貨幣計值的銀行結餘及現金載列如下：

銀行結餘之減值評估詳情載於附註36(ii)。



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27. TRADE AND OTHER PAYABLES

27. 應付貿易及其他賬款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Trade payables (note (i))	應付貿易賬款(附註(i))	1,934,565	2,585,210
Construction fee payables	應付工程款	1,112,225	281,048
Accruals	應計費用	398,333	544,858
Other payables	其他應付款項	212,820	232,818
		3,657,943	3,643,934

notes:

- (i) The Group's trade payables included trade payables under supplier finance arrangements in which the Group has issued bills with the carrying amount of HK\$1,177,891,000 as at 31 December 2023 (2022: HK\$1,871,901,000) to the relevant suppliers for future settlement and continues to recognise trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. Settlement of these bills are included within operating cash flow in the consolidated statement of cash flows based on the nature of the arrangements.

The average credit period taken for trade purchases ranges from 30 to 90 days (2022: 30 to 120 days). The following is an aged analysis of the above trade payables presented based on the invoice date at the end of the reporting period.

附註：

- (i) 本集團的應付貿易款項包括供應商融資安排項下的應付貿易款項，其中本集團已於2023年12月31日向相關供應商發行賬面值1,177,891,000港元(2022年：1,871,901,000港元)之票據以作日後結算，並繼續確認應付貿易款項，原因為相關銀行僅於票據到期日方有責任按照與供應商協定的相同條件作出付款，而不得進一步延期。該等票據的結算根據安排的性質計入綜合現金流量表的經營現金流量。

貿易購貨之平均除賬期由30日至90日(2022年：30日至120日)不等。以下為於報告期末按發票日期呈列之上述應付貿易及票據賬款之賬齡分析。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Aged:	賬齡：		
Not exceeding 30 days	不超過30日	1,102,725	1,114,570
31-60 days	31-60日	176,834	546,457
61-90 days	61-90日	164,490	398,785
91-120 days	91-120日	270,730	437,258
Over 120 days	120日以上	219,786	88,140
		1,934,565	2,585,210

- (ii) Trade and other payables that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

- (ii) 並非以有關集團實體功能貨幣計值的應付貿易及其他賬款如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	66,964	88,101
US\$	美元	468,230	1,061,139
EUR	歐元	673	185
RMB	人民幣	7,529	-



28. LEASE LIABILITIES

28. 租賃負債

		31 December 2023 2023年 12月31日 HK\$'000 千港元	31 December 2022 2022年 12月31日 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	16,710	16,575
Within a period of more than one year but not more than two years	超過一年但少於兩年之期間	12,441	9,705
Within a period of more than two years but not more than five years	超過兩年但少於五年之期間	17,840	24,169
Within a period of more than five years	超過五年之期間	29,095	31,836
		76,086	82,285
Less: Amount due for settlement with 12 months shown under current liabilities	減：12個月內應清償之金額 於流動負債列示	(16,710)	(16,575)
Amount due for settlement after 12 months shown under non-current liabilities	12個月後應清償之金額 於非流動負債列示	59,376	65,710

The weighted average incremental borrowing rate applied to lease liabilities at 4.3% (2022: 4.3%).

租賃負債適用的加權平均增量借貸利率為4.3% (2022年：4.3%)。



29. CONTRACT LIABILITIES

29. 合約負債

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Receipts in advance from customers	來自客戶之預收款	58,292	60,673

As at 1 January 2022, contract liabilities amounted to HK\$77,657,000.

於2022年1月1日，合約負債為77,657,000港元。

Contract liabilities represent receipts in advance from customers for unsatisfied performance obligations and are recognised as revenue when the Group performs its obligations by the customers obtain the control of the goods under the contracts. At contract inception, performance obligation is expected to be satisfied within one year. Contracts with customers with unsatisfied performance obligations have expected durations of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

合約負債指來自客戶對未完成履約責任之預收款，並當本集團完成合約的履約責任由客戶獲取貨品之控制權時確認為收入。在合約開始時，履約責任預期在一年內完成。未履行履約責任之客戶合約之預期存續期為一年或以下。根據香港財務報告準則第15號之許可，分配予該等未履行合約之交易價格並未披露。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表列示於本年度之收入確認中，有多少屬合約負債結轉及有多少屬過往期間已完成之履約責任。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Revenue recognised that was included in the contract liability balance at the beginning of the year	包括在合約負債年初結餘之收入確認	60,673	77,657



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30. BANK BORROWINGS

The Group's bank borrowings, all of which are unsecured, comprised:

30. 銀行借貸

本集團之銀行借貸(全部均為無抵押)包括：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Bank loans	銀行貸款	19,235,413	16,281,227
Bank import loans	銀行進口貸款	57,809	46,203
		19,293,222	16,327,430
The bank borrowings are repayable as follows: 銀行借貸的還款期如下：			
Within one year or on demand (note ii)	一年內或應要求(附註ii)	7,037,100	8,500,876
More than one year, but not exceeding two years	超過一年但少於兩年	3,545,104	3,351,952
More than two years, but not exceeding five years	超過兩年但少於五年	8,489,535	4,474,602
More than five years	超過五年	221,483	-
		19,293,222	16,327,430
Less: Amount due within one year shown under current liabilities	減：列示為流動負債的一年內到期款項	(7,037,100)	(8,500,876)
Amount due after one year	一年後到期款項	12,256,122	7,826,554



30. BANK BORROWINGS (CONTINUED)

The exposure of the Group's borrowings are as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Fixed-rate borrowings	定息借貸	8,497,207	1,036,423
Variable-rate borrowings	浮息借貸	10,796,015	15,291,007
		19,293,222	16,327,430

notes:

- (i) As at 31 December 2023, the Group's variable-rate borrowings carry variable interest rates ranging from Hong Kong Interbank Offered Rate ("HIBOR") plus 0.50% per annum to HIBOR plus 1.38% per annum (2022: ranging from HIBOR plus 0.80% per annum to HIBOR plus 1.36% per annum) and also the interest rates ranging from Loan Prime Rate offered by the People's Bank of China minus 0.75% to Loan Prime Rate minus 0.05% per annum.

The weighted average effective interest rate of the Group's bank borrowings are as follows:

		2023	2022
Fixed-rate borrowings	定息借貸	2.96%	3.48%
Variable-rate borrowings	浮息借貸	6.15%	5.30%

- (ii) HK\$2,586,469,000 (2022: HK\$6,903,303,000) in bank borrowings of HK\$7,037,100,000 (2022: HK\$8,500,876,000) which are repayable within one year contain repayable on demand clauses.

- (iii) Bank borrowings with amounts of HK\$8,724,857,000 as at 31 December 2023 (2022: HK\$8,387,704,000) contain certain covenants in which the Group is required to comply, the Group has complied with the relevant covenants through the reporting period.

30. 銀行借貸(續)

本集團借貸風險如下：

	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Fixed-rate borrowings	8,497,207	1,036,423
Variable-rate borrowings	10,796,015	15,291,007
	19,293,222	16,327,430

附註：

- (i) 於2023年12月31日，本集團浮息借貸年息率由香港銀行同業拆息「香港銀行同業拆息」加0.50%至加1.38%（2022年：年息率由香港銀行同業拆息加0.80%至加1.36%）及年息率由中國人民銀行提供的貸款市場報價利率減0.75%至減0.05%的利率。

本集團銀行借款的加權平均實際利率如下：

	2023	2022
Fixed-rate borrowings	2.96%	3.48%
Variable-rate borrowings	6.15%	5.30%

- (ii) 須於一年內償還的銀行借貸7,037,100,000港元（2022年：8,500,876,000港元）中之2,586,469,000港元（2022年：6,903,303,000港元）包含按要求償還之條款。

- (iii) 於2023年12月31日，金額為8,724,857,000港元（2022年：8,387,704,000港元）的銀行借貸包含若干本集團必須遵守的契諾，本集團已在報告期內遵守契諾。



31. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movement thereon during the current and prior year:

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Undistributed earnings of the PRC subsidiaries 中國附屬 公司之 未分配盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	1,405,117	16,234	1,421,351
Charge to profit or loss	計入損益	117,129	-	117,129
Exchange differences	匯兌差額	(3,207)	(1,725)	(4,932)
At 31 December 2022	於2022年12月31日	1,519,039	14,509	1,533,548
Charge (credit) to profit or loss	計入(撥入)損益	90,023	(12,090)	77,933
Overprovision in previous year	過往年度超額撥備	(31,101)	-	(31,101)
Exchange differences	匯兌差額	834	(2,419)	(1,585)
At 31 December 2023	於2023年12月31日	1,578,795	-	1,578,795

As at 31 December 2023, the Group had unused tax losses of approximately HK\$322,000,000 (2022: HK\$261,000,000) and unused investment tax allowance of approximately HK\$337,000,000 (2022: HK\$499,000,000) attributable to the Malaysia subsidiaries for offset against future profits. No deferred tax asset has been recognised in respect of such losses for both years due to unpredictability of future profit streams. As at 31 December 2023, tax losses of approximately HK\$216,000,000 (2022: HK\$104,000,000) attributable to the PRC subsidiaries will expire from 2024 to 2028 (2022: from 2023 to 2027), approximately HK\$35,000,000 (2022: HK\$97,000,000) attributable to the Malaysia subsidiaries will expire at 2030 (2022: 2030), and tax losses of approximately HK\$23,000,000 (2022: HK\$23,000,000) attributable to the Cambodia subsidiary will expire in 2026. The remaining tax losses of approximately HK\$48,000,000 (2022: HK\$36,000,000) attributable to the Hong Kong subsidiaries and investment tax allowance of approximately HK\$337,000,000 (2022: HK\$499,000,000) may be carried forward indefinitely.

31. 遞延稅項負債

下表為主要已確認遞延稅項負債於本年度及上年度之變動：

於2023年12月31日，本集團有未動用稅項虧損約322,000,000港元(2022年：261,000,000港元)及來自馬來西亞附屬公司的未動用而可用作抵扣未來盈利之投資稅項撥備約337,000,000港元(2022年：499,000,000港元)。由於無法預計未來盈利流向，兩個年度並未就該等虧損確認為遞延稅項資產。於2023年12月31日，約216,000,000港元(2022年：104,000,000港元)來自中國附屬公司之稅項虧損將於2024年至2028年(2022年：2023年至2027年)到期，約35,000,000港元(2022年：97,000,000港元)來自馬來西亞附屬公司之稅項虧損將於2030年(2022年：2030年)到期，而柬埔寨附屬公司之稅項虧損約23,000,000港元(2022年：23,000,000港元)將於2026年到期。餘下香港附屬公司之稅項虧損約48,000,000港元(2022年：36,000,000港元)及投資稅項撥備約337,000,000港元(2022年：499,000,000港元)將可無限地結轉。



31. DEFERRED TAX LIABILITIES (CONTINUED)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to HK\$19,945,328,000 (2022: HK\$14,596,514,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

32. RETIREMENT BENEFITS PLANS

Defined contribution scheme

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the MPF scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes monthly the lower of HK\$1,500 or 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

The only obligation of the Group with respect of MPF Scheme is to make the required contribution payable on the future years. There are no forfeited contributions for the MPF Scheme as the contributions are fully vested to the employees upon payments to MPF Scheme.

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefit scheme operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

31. 遞延稅項負債(續)

根據中國企業所得稅法，自2008年1月1日起從中國附屬公司賺取的盈利宣派股息加徵預扣稅。中國附屬公司留存盈利合共19,945,328,000港元(2022年：14,596,514,000港元)應佔之暫時差額並無於綜合財務報表計提遞延稅項，因本集團可控制暫時差額回撥的時間及暫時差額有可能在可見的未來將不會回撥。

32. 退休福利計劃

界定供款計劃

本集團在香港為所有合資格僱員設立一項強積金計劃。強積金計劃的資產與本集團的資產分開持有，以及撥入信託人管理的基金。本集團按1,500港元或有關月薪成本的5%，以較低者為準，向強積金計劃供款，與僱員之供款一致。

本集團對強積金計劃的唯一責任就是在未來年度作出所需應付供款。由於供款於向強積金計劃付款後全數歸屬予僱員，故強積金計劃並無沒收供款。

中國附屬公司聘用的僱員均參與中國政府營辦的國家管理退休福利計劃。中國附屬公司須按僱員薪金的若干百分比，向退休福利計劃供款，作為福利之用。本集團對退休福利計劃的唯一責任就是作出指定供款。



32. RETIREMENT BENEFITS PLANS (CONTINUED)

Defined contribution scheme (Continued)

The total expense recognised in profit or loss of HK\$145,012,000 (2022: HK\$141,284,000) (note 12) represents contributions payable to these plans by the Group at rates specified in the rules of the schemes. During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under those schemes which may be used by the Group to reduce the contributions.

Defined benefit scheme

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment (“LSP”) to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years employment period.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group’s mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the “Eligible Offset Amount”), for the purpose of offsetting LSP payable to an employee (the “Offsetting Arrangement”).

The Employment & Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazetted on 17 June 2022, which will eventually abolish the Offsetting Arrangement. The Amendment will come into effect prospectively from a date to be determined by the Hong Kong SAR Government, which is expected to be in 2025 (the “Transition Date”). Under the amended Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date.

32. 退休福利計劃(續)

界定供款計劃(續)

於損益中確認之總支出145,012,000港元(2022年:141,284,000港元)(附註12)為本集團按計劃規定之指定比率就該等計劃之應付供款。截至2023年及2022年12月31日止年度,本集團並無沒收該等計劃下可供本集團用於減少供款的供款。

界定福利計劃

根據僱傭條例(第57章),本集團有責任於香港合資格僱員退休時向其支付長期服務金(「長期服務金」),惟僱傭期最少為5年。

此外,於1995年通過的強制性公積金計劃條例准許本集團動用本集團的強制性強積金供款加/減其任何正數/負數回報(統稱「合資格抵銷金額」),以抵銷應付予僱員的長期服務金(「抵銷安排」)。

2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例於2022年6月17日刊憲,有關條例最終將廢除抵銷安排。修訂預期將自香港特區政府釐定的日期起生效,預計將為2025年(「轉制日期」)。根據經修訂條例,轉制日期後的合資格抵銷金額僅可用於抵銷轉制日期前的長期服務金責任,惟不再合資格抵銷轉制日期後的長期服務金責任。此外,於轉制日期前的長期服務金責任將不受修訂約束,並按緊接轉制日期前的最後一個月工資計算。



32. RETIREMENT BENEFITS PLANS (CONTINUED)

Defined benefit scheme (Continued)

The Group's LSP obligation, taking into consideration the Offsetting Arrangement, is considered to be insignificant and no provision has been recognized as at 31 December 2023 and 31 December 2022.

33. SHARE CAPITAL

32. 退休福利計劃(續)

界定福利計劃(續)

經考慮抵銷安排，本集團的長期服務金責任被認為屬微不足道，且並無於2023年12月31日及2022年12月31日確認撥備。

33. 股本

		Number of ordinary shares 普通股數目	Amount 金額
	Note 附註		HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.025 each at 1 January 2022, 31 December 2022 and 31 December 2023	於2022年1月1日、 2022年12月31日及 2023年12月31日 每股0.025港元的普通股	8,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.025 each at 1 January 2022	於2022年1月1日 每股0.025港元的普通股	4,331,659,000	108,291
Share repurchased and cancelled	股份購回及註銷 (i)	(22,094,000)	(552)
Ordinary shares of HK\$0.025 each at 31 December 2022	於2022年12月31日 每股0.025港元的普通股	4,309,565,000	107,739
Share repurchased and cancelled	股份購回及註銷 (i)	(757,000)	(19)
Ordinary shares of HK\$0.025 each at 31 December 2023	於2023年12月31日 每股0.025港元的普通股	4,308,808,000	107,720



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33. SHARE CAPITAL (CONTINUED)

Note (i):

2023

The Company repurchased its own shares through the Stock Exchange as follows:

Month of repurchases	購回月份	No. of ordinary shares of HK\$0.025 每股0.025港元之普通股數目	Price paid per share 每股支付價格		Aggregate consideration paid (including expense) 合計已付代價(含使費) HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
December 2023	2023年12月	757,000	2.04	2.02	1,547

For the year ended 31 December 2022, the Company repurchased its own shares through the Stock Exchange as follows:

2022

Month of repurchases	購回月份	No. of ordinary shares of HK\$0.025 每股0.025港元之普通股數目	Price paid per share 每股支付價格		Aggregate consideration paid (including expense) 合計已付代價(含使費) HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
January 2022	2022年1月	11,659,000	5.50	5.34	63,402
March 2022	2022年3月	373,000	4.07	4.07	1,565
April 2022	2022年4月	1,162,000	3.74	3.71	4,340
May 2022	2022年5月	1,922,000	3.64	3.50	6,887
October 2022	2022年10月	6,978,000	2.60	2.46	17,844
		22,094,000			94,038

33. 股本(續)

附註(i):

本公司於聯交所購回自身之股份如下:

截至2022年12月31日止年度,本公司於聯交所購回自身之股份如下:



34. PERPETUAL CAPITAL SECURITIES

On 29 May 2019, the Company (the "Issuer") issued US\$300 million 5.50% senior perpetual capital securities (the "Securities") at an issue price of 100 per cent which are listed on the Stock Exchange. Distribution is payable semi-annually in arrears based on a fixed rate of 5.5 per cent per annum. Distribution by the Issuer may be deferred at its sole discretion. The Securities have no fixed maturity and are redeemable in whole, but not in part, at the Issuer's option on 29 May 2024, or any distribution payment date falling thereafter at their principal amounts together with any accrued, unpaid or deferred distributions. While any distributions are unpaid or deferred, the Company will not declare, pay dividends or make distributions or similar periodic payments in respect of, or repurchase, redeem or otherwise acquire any securities of lower rank.

On 6 December 2022, the Issuer has offered to all holders of the Securities to purchase for cash up to US\$130,000,000 in principal amount at the fixed purchase price of US\$860 per US\$1,000 principal amount (the "Tender Offer"). The Tender Offer expired on 16 December 2022 and US\$59,420,000 (approximately of HK\$466,150,000) in aggregate principal amount of the Securities were subsequently purchased and redeemed by the Issuer on 21 December 2022 and cancelled pursuant to the terms and conditions of the Securities. US\$240,580,000 (approximately of HK\$1,856,664,000) in aggregate principal amount of the Securities remain outstanding as at 31 December 2022.

34. 永續資本證券

於2019年5月29日，本公司(「發行人」)發行了3.00億美元5.50%優先永續資本證券(「證券」)，以100%的發行價在聯交所上市。應付分派乃每半年按每年5.5%的固定比率分派。發行人可自行決定將分派遞延。該證券並無固定到期日及可按發行人的選擇於2024年5月29日或隨後任何分派付款日期以本金金額連同所有應計、未付或遞延分派將證券全數(並非部分)贖回。當任何分派乃未付或遞延，本公司將不可宣派、派發股息或作出分派或就分派類似的定期付款，或購回、贖回或購入任何較低級別的證券。

2022年12月6日，發行人已向所有證券持有人提出以每1,000美元之本金金額按860美元的固定購買價以現金購買最多130,000,000美元本金金額之證券(「要約收購」)。要約收購於2022年12月16日到期，發行人隨後於2022年12月21日購買和贖回證券本金總額為59,420,000美元(約466,150,000港元)的證券，並根據證券的條款和條件註銷。於2022年12月31日，餘下證券本金總額為240,580,000美元(約1,856,664,000港元)。



34. PERPETUAL CAPITAL SECURITIES (CONTINUED)

For the year ended 31 December 2023, the Issuer repurchased the Securities in the open market and the Securities were redeemed by the Issuer and cancelled pursuant to the terms and conditions of the Securities as follows:

Date of repurchases	購回日期	Aggregate principal amount of Securities repurchased 合計購回證券本金總額 US\$ 美元
9 June 2023	2023年6月9日	500,000
9 August 2023	2023年8月9日	900,000
29 August 2023	2023年8月29日	900,000
8 September 2023	2023年9月8日	6,130,000
15 September 2023	2023年9月15日	5,000,000
19 September 2023	2023年9月19日	200,000
11 October 2023	2023年10月11日	10,200,000
1 November 2023	2023年11月1日	2,000,000
2 November 2023	2023年11月2日	300,000
17 November 2023	2023年11月17日	1,350,000
		27,480,000

US\$213,100,000 (approximately of HK\$1,641,084,000) in aggregate principal amount of the Securities remain outstanding as at 31 December 2023.

34. 永續資本證券(續)

截至2023年12月31日止年度，發行人於公開市場購回證券且發行人並根據證券的條款和條件贖回及註銷證券如下：

於2023年12月31日，餘下證券本金總額為213,100,000美元(約1,641,084,000港元)。



35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which include the bank borrowings and lease liabilities as disclosed in notes 30 and 28 respectively, and equity attributable to equity holders of the Company, comprising issued share capital, various reserves and perpetual capital securities.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

35. 資本風險管理

本集團管理其資本以確保本集團的實體可持續經營業務，並透過最佳債務及權益比例為權益持有人提供最高回報。本集團的整體政策維持與去年一致。

本集團的資本結構包括債務，當中包括分別於附註30及28披露之銀行借貸及租賃負債，以及本公司權益持有人應佔權益(包括已發行股本、多項儲備及永續資本證券)。

本公司董事不時檢討資本結構。作為檢討的一部分，董事考慮資本成本以及與各類資本有關的風險。根據董事的建議，本集團將通過派付股息、發行新股及購回股份以及發行新債或贖回現債平衡其整體資本結構。



36. FINANCIAL INSTRUMENTS

(i) Categories of financial instruments

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本的金融資產	6,529,559	6,305,451
Financial liabilities	金融負債		
Amortised cost	攤銷成本	23,119,018	19,438,278

36. 金融工具

(i) 金融工具類別

(ii) Financial risk management objectives and policies

The Group's major financial instruments include loan to a joint venture, trade and other receivables, amounts due from (to) related companies, bank balances and cash, trade and other payables, advances drawn on bills discounted with recourse, lease liabilities and bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(ii) 財務風險管理目的及政策

本集團的主要金融工具包括合營企業貸款、應收貿易及其他賬款、應收(付)關連公司款項、銀行結餘及現金、應付貿易及其他賬款、附追索權之票據貼現預付款、租賃負債及銀行借貸。金融工具的詳情於相關附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。如何緩和該等風險的政策載列於下文。管理層管理及監控該等風險，以確保及時有效地採用適當的措施。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk

(a) Currency risk

The Group has foreign currency transactions, which expose the Group to market risk arising from changes in foreign exchange rates. In order to mitigate the foreign currency risk, foreign currency forward contracts are entered into by the Group for certain material foreign currency transactions. Management monitors other foreign currency exposure closely and will consider the use of hedging instruments when the need arises.

The carrying amounts of the Group's significant monetary assets and monetary liabilities, excluding intercompany balances, that are denominated in currencies other than the functional currency of the relevant group entities at the reporting dates are as follows:

Monetary assets (note):

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	72,682	5,163
US\$	美元	141,441	131,494
EUR	歐元	101	12
RMB	人民幣	2,540	1,168

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險

(a) 貨幣風險

本集團存在外幣交易，令本集團須承受外幣匯率變動引起的市場風險。為了降低外幣風險，本集團就若干重大外幣交易訂立外幣遠期合同。管理層將密切監察其他外幣風險，並考慮於必要時運用對沖工具。

本集團於報告日並非以相關集團實體功能貨幣計值之主要貨幣資產及貨幣負債(內部公司往來除外)的賬面值如下：

貨幣資產(附註)：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Monetary liabilities (note):

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	66,964	88,101
US\$	美元	587,176	1,069,139
EUR	歐元	673	185
RMB	人民幣	2,243,718	-

note: As HK\$ is pegged to US\$ under the Hong Kong's linked exchange rate system, management of the Group is of the opinion that the Group's exposure to the foreign currency risk of US\$ is minimal.

In addition, intercompany balances denominated in foreign currencies are as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Assets	資產		
HK\$	港元	356,153	182,096
US\$	美元	15,529	40,321
EUR	歐元	60,912	110,256
Liabilities	負債		
HK\$	港元	59,961	183,928
US\$	美元	29,236	72,658
EUR	歐元	60,912	110,256
RMB	人民幣	9,842,232	5,779,139

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

貨幣負債(附註):

附註: 由於根據香港的聯繫匯率制度, 港元與美元掛鈎, 故本集團管理層認為本集團面臨的美元外幣風險甚微。

此外, 以外幣計值之內部公司往來結餘如下:



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Sensitivity analysis

The Group is primarily exposed to the fluctuation of HK\$ and US\$ versus RMB.

The following tables detail the Group's sensitivity to a 10% (2022: 10%) increase and decrease in the exchange rates where the functional currencies of the relevant group entities against the relevant foreign currencies to the extent that the exposures have not been hedged. Besides, the Group has intercompany balances in RMB and these balances have also been considered in this sensitivity analysis. 10% (2022: 10%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items (including intercompany balances denominated in foreign currencies) and adjusts their translation at the year end for a 10% (2022: 10%) change in foreign currency rates. On this basis, there will be an increase/decrease in post-tax profit and equity where the functional currencies of the relevant group entities strengthens against the foreign currencies by 10% (2022: 10%), and vice versa.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

敏感度分析

本集團主要面對港元及美元兌人民幣的波動影響。

下表詳述本集團在並無對沖風險的情況下，相關集團實體之功能貨幣兌換其相關外幣的匯率上升及下降10% (2022年：10%) 的敏感度。此外，本集團有公司間人民幣往來結餘而該等結餘亦已在本敏感度分析中考慮。10% (2022年：10%) 為對內向主要管理人員匯報外幣風險時採用的敏感度比率，為管理層就外幣匯率的合理可能變動作出的評估。敏感度分析只包括以外幣計值的未償付貨幣項目(包括以外幣定值之內部公司往來)，並於年終調整其換算，以反映外幣匯率的10% (2022年：10%) 變動。在此基準下，當相關集團實體之功能貨幣兌外幣升值10% (2022年：10%)，稅後盈利及權益將增加／減少，反之亦然。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Sensitivity analysis (Continued)

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

敏感度分析(續)

		Increase (decrease) in post-tax profit 稅後盈利增加(減少)		Increase in other comprehensive income 其他全面收入增加	
		2023 HK\$'000 千港元	2022 HK\$'000 千港元	2023 HK\$'000 千港元	2022 HK\$'000 千港元
HK\$	港元	(22,643)	6,358	-	-
US\$	美元	34,458	72,749	-	-
EUR	歐元	43	13	-	-
RMB	人民幣	602,634	128,171	303,622	305,178

(b) Interest rate risk

The Group's bank balances carry floating-rate of interests and have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rates. However, the Group considers that the bank balances are within short maturity period, and the fluctuation in interest rate and the cash flow interest rate risk arising from bank balances are insignificant.

The Group's fair value and cash flow interest risks mainly relate to fixed and variable rates borrowings respectively. The Group has not entered into any interest rate hedging contracts to hedge the exposure to interest rate risk in current year. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

(b) 利率風險

本集團銀行結餘乃浮息，由於現行市場利率波動，銀行結餘承受現金流量利率風險。然而，本集團認為該銀行結餘乃短期內到期，且從銀行結餘引伸的利率波動及現金流量利率風險微不足道。

本集團之公允值及現金流量利率風險主要分別與定息及浮息借貸有關。本年度本集團並無訂立任何利率對沖合約以對沖利率風險。管理層監控利率風險程度及當有需時會考慮對沖重大的利率風險。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(b) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate bank borrowings, to the extent that they were not hedged by effective instruments, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis points (2022: 100 basis points) increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

For bank borrowings at variable-rate of HK\$10,796,015,000 (2022: HK\$15,291,007,000), if interest rate had been 100 basis points (2022: 100 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2023 after taking into account the capitalisation of borrowing costs using the capitalisation rates ranging from 3.64% to 5.44% (2022: 1.30% to 5.19%) per annum would decrease/increase by HK\$14,783,000 (2022: decrease/increase by HK\$48,958,000).

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(b) 利率風險(續)

敏感度分析

下列的敏感度分析根據於報告期末非衍生工具的利率風險釐定。就浮息銀行借貸，在沒有被有效工具對沖的情況下分析乃假設於報告期末未償付負債於全年均為未償付而編製。利率增加或減少100基點(2022年：100基點)為對內向主要管理人員匯報利率風險時採用的利率，為管理層就利率的合理可能變動的評估。

就為數10,796,015,000港元(2022年：15,291,007,000港元)之浮息銀行借貸而言，倘利率上升/下跌100基點(2022年：100基點)，而所有其他變數維持不變，本集團截至2023年12月31日止年度的稅後盈利經計及以資本化年利率由3.64%至5.44%(2022年：1.30%至5.19%)計算之資本化借貸成本後，將減少/增加14,783,000港元(2022年：減少/增加48,958,000港元)。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, amounts due from related companies, bank balances and loan to a joint venture. Except for the trade receivables (excluding those backed by bills) of an aggregate carrying amount of HK\$931,933,000 (2022:HK\$836,332,000) and trade receivables backed by bills, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, as disclosed in note 24(a) that are secured over customer's property interest and machinery.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model under application of HKFRS 9 on trade balances individually or based on collective assessment. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances and trade receivables backed by bills is limited because the counterparties are banks with good reputation and high credit ratings assigned by international credit-rating agencies.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Accordingly, the Group's concentration of credit risk is considered minimal.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估

信貸風險指本集團交易對手方之合約責任違約導致本集團蒙受財務損失之風險。本集團之信貸風險主要來自應收貿易及其他款項、應收關連公司款項、銀行結餘及合營企業貸款。除附註24(a)披露賬面值合共931,933,000港元(2022年:836,332,000港元)之應收貿易款項(不包括有票據質押者)持有客戶之物業權益及機器抵押品作為擔保外,本集團並無持有任何抵押品或其他信用增強措施以覆蓋與其金融資產相關之信貸風險。

為盡量減低信貸風險,本集團管理層已委任一組人員釐定信貸限額、信貸審批以及其他監控程序,確保就收回逾期債項採取跟進行動。此外,本集團在應用香港財務報告準則第9號根據預期信貸虧損模式對貿易結餘個別地或集體進行減值評估。就此,董事認為本集團之信貸風險已大大減少。

由於交易方均為信譽評級良好及國際信用評級機構給予高信用評級之銀行,故銀行結餘及有票據質押之應收貿易賬款之信貸風險有限。

本集團的應收貿易賬款包括大量客戶,涵蓋多個行業及地理區域。因此,本集團集中信貸風險極低。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)
The Group is exposed to concentration on credit risk on its loan to a joint venture. Because the Group's involvement in the management of joint venture, the Group is in a position to monitor their financial performance and would take timely actions to safeguard its assets and/or to minimise its losses. Accordingly, management believes that the Group's exposure to the credit risk associated with loan to joint venture is low and ECL, if any, is not material.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 摘要	Trade receivables and amounts due from related parties 應收貿易款項及應收關連方款項	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險較低且並未出現逾期金額	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	12-month ECL – not credit-impaired 12個月預期信貸虧損 – 非信貸減值
Watch list 監測風險	Debtor frequently repays after due dates but usually settle in full 債務人頻繁地逾期還款但通常會全數清償	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	12-month ECL – not credit-impaired 12個月預期信貸虧損 – 非信貸減值
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部開發資料或外部資料顯示自初始確認以來信貸風險顯著增加	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據指出該資產乃信貸減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 信貸減值
Write-off 撇賬	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據指出債務人正面對嚴重財政困難且本集團並無實際把握收回款項	Amount is written off 款項撇賬	Amount is written off 款項撇賬

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)
本集團於合營企業貸款上存在集中信貸風險。因為本集團參與合營企業的管理，本集團身處監控其財務表現的位置並可採取及時行動以保護其資產及／或減低虧損。因此，管理層相信本集團在給予合營企業貸款引發的信貸風險屬低，而預期信貸虧損(如有)並不重大。

本集團之內部信貸風險級別評估包括以下類別：



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36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)
The tables below detail the credit risk exposures of the Group's financial assets at amortised cost which are subject to ECL assessment:

	Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或終身 預期信貸虧損	2023 Gross carrying amount 2023年 總賬面值 HK\$'000 千港元	2022 Gross carrying amount 2022年 總賬面值 HK\$'000 千港元
Trade receivables 應收貿易賬款	24(a)	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Not credit-impaired under collective assessment) 終身預期信貸虧損 (根據集體評估 非信貸減值)	2,885,607	3,075,222
			Loss 虧損	Lifetime ECL (Credit-impaired) 終身預期信貸虧損 (信貸減值)	23,934	2,437
					2,909,541	3,077,659
Trade receivables backed by bills 有票據質押之應收貿易賬款	24(a)	Low risk 低風險	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	787,651	612,028
Trade receivables backed by bills discounted with recourse 附追索權貼現票據質押之 應收貿易賬款	24(b)	Low risk 低風險	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	551,555	-
Amounts due from related companies 應收關連公司款項	25	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	2,296	92,137
Bank balances 銀行結餘	26	Low risk 低風險	N/A 不適用	12-month ECL 12個月預期信貸虧損	1,514,597	1,793,660
Loan to a joint venture 合營企業貸款	22	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期信貸虧損	63,955	63,397
Other receivables 應收其他賬款	24(a)	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期信貸虧損	737,008	681,012

36. 金融工具(續)

(ii) 財務風險管理目的及政策
(續)

信貸風險及減值評估(續)
下表詳述須受預期信貸虧損評估之本集團以攤銷成本計量之金融資產信貸風險：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due and repayment information to assess whether credit risk has increased significantly since initial recognition.

Loan to a joint venture	合營企業貸款
Other receivables	其他應收賬款

- For trade receivables and amounts due from related parties (trade nature), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired trade debtors and those backed by bills, the Group determines the expected credit losses on the other debtors by using a collective assessment, grouped by internal credit rating. Credit-impaired debtors and those backed by bills are assessed on individual basis. The average loss rates of trade receivables (not credit-impaired) (excluding those backed by bills) for the year ended 31 December 2023 was 0.5% (2022: 0.5%).

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)

附註：

- 本集團以逾期及還款資料去評估自初始確認以來信貸風險是否顯著增加作為內部信貸風險管理。

**Not past due/No fixed
repayment terms**
非過期/無固定還款條款

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Loan to a joint venture	合營企業貸款	63,955	63,397
Other receivables	其他應收賬款	737,008	681,012

- 就應收貿易賬款及應收關連方款項(貿易性質)，本集團應用香港財務報告準則第9號的簡化方法以終身預期信貸虧損去評估虧損撥備。除信貸減值之貿易債務人及有票據質押者外，本集團對其他債務人採用集體評估按內部信貸評級組別去釐定預期信貸虧損。信貸減值之債務人及有票據質押者按個別基準評估。截至2023年12月31日止年度之應收貿易賬款(非信貸減值)(不包括有票據質押者)平均虧損率為0.5%(2022年：0.5%)。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

2. (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables (excluding those backed by bills).

		Lifetime ECL (not credit- impaired) 終身預期 信貸虧損 (非信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 終身預期 信貸虧損 (信貸減值) HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 January 2022	於2022年1月1日	17,999	72,623	90,622
Changes due to financial instruments recognised as at 1 January 2022:	因2022年1月1日 確認金融工具而變動：			
– Impairment losses recognised for new financial assets originated	– 源自新金融資產減值 虧損確認	18,615	–	18,615
– Impairment losses reversed	– 減值虧損回撥	(17,999)	(8,145)	(26,144)
– Write-offs	– 撇銷	–	(58,679)	(58,679)
Exchange adjustments	匯兌調整	(1,953)	(3,362)	(5,315)
As at 31 December 2022	於2022年12月31日	16,662	2,437	19,099
Changes due to financial instruments recognised as at 1 January 2023:	因2023年1月1日 確認金融工具而變動：			
– Transfer to credit-impaired	– 信貸減值轉撥	(62)	62	–
– Impairment loss recognised for new financial assets originated	– 源自新金融資產減值 虧損確認	15,730	22,104	37,834
– Impairment losses reversed	– 減值虧損回撥	(16,600)	(945)	(17,545)
Exchange adjustments	匯兌調整	(68)	276	208
As at 31 December 2023	於2023年12月31日	15,662	23,934	39,596

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)

附註：(續)

2. (續)

下表顯示就應收貿易賬款(不包括有票據質押者)已確認終身預期信貸虧損之變動。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following tables detail the Group's remaining contractual maturity for its financial liabilities based on agreed repayment terms. For non-derivative financial liabilities, the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險

就管理流動資金風險而言，本集團監察及保持其視為足以為本集團營運提供資金，以及減輕現金流量波動影響之現金及現金等價物水平。管理層監察銀行借貸之使用情況並確保遵守貸款契諾。

下表詳述根據約定還款條件本集團金融負債的餘下合約到期日。就非衍生金融負債，下表乃根據本集團須還款最早日期當日之金融負債未折現現金流量作出。具體而言，附帶應要求還款條款之銀行借貸，被包括在最早時限之內，不論銀行是否選擇行使其權利。其他非衍生金融負債之到期日根據議定的還款日期計算。下表已包括利息及本金現金流量。在某種程度上，利息流是浮動利率，未折現金額來自報告期末的利率曲線。



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綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表

		Weighted average effective interest rate	Repayable on demand or less than 1 month	1-3 months	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 December 2023
		實際利率加權平均數	應要求還款或少於1個月	1至3個月	3個月至1年	1至5年	超過5年	未折現現金流量合計	12月31日之賬面值
		%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		百分比	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2023	2023年12月31日								
Non-derivative financial liabilities	非衍生金融負債								
Trade and other payables	應付貿易及其他賬款	-	2,065,070	726,231	468,309	-	-	3,259,610	3,259,610
Advances drawn on bills discounted with recourse	附追索權之貼現票據預付款	-	551,555	-	-	-	-	551,555	551,555
Amounts due to related companies	應付關連公司款項	-	14,631	-	-	-	-	14,631	14,631
Bank borrowings - fixed rates	銀行借貸 - 一定息	2.96	1,221,584	843,830	2,596,354	3,944,314	259,976	8,866,058	8,497,207
Bank borrowings - variable-rate	銀行借貸 - 一浮息	6.15	2,196,315	-	244,876	8,999,606	-	11,440,797	10,796,015
Lease liabilities	租賃負債	4.30	1,632	3,447	14,581	37,614	37,566	94,840	76,086
			6,050,787	1,573,508	3,324,120	12,981,534	297,542	24,227,491	23,195,104



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

	Weighted average effective interest rate	Repayable on demand or less than 1 month	1-3 months	3 months to 1 year	1-5 years	Over 5 years	Total undiscounted cash flows	Carrying amount at 31 December 2022
	實際利率加權平均數	應要求還款或少於1個月	1至3個月	3個月至1年	1至5年	超過5年	未折現現金流量合計	2022年12月31日之賬面值
	%	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	百分比	千港元	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2022	2022年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易及其他賬款	-	2,095,369	685,702	318,005	-	3,099,076	3,099,076
Amounts due to related companies	應付關連公司款項	-	11,772	-	-	-	11,772	11,772
Bank borrowings – fixed rates	銀行借貸 – 一定息	3.48	-	-	459	1,109,381	1,109,840	1,036,423
Bank borrowings – variable-rate	銀行借貸 – 一浮息	5.30	7,233,653	-	1,738,225	7,554,305	16,526,183	15,291,007
Lease liabilities	租賃負債	4.30	1,678	3,501	14,574	42,418	41,471	103,642
			9,342,472	689,203	2,071,263	8,706,104	41,471	20,850,513
								19,520,563

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表(續)



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

Bank borrowings with a repayment on demand clause are included in the “repayable on demand or less than 1 month” time band in the above maturity analysis. As at 31 December 2023 and 2022, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$2,586,469,000 and HK\$6,903,303,000 respectively. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid after the reporting date in accordance with the following scheduled repayment dates set out in the loan agreements:

Bank borrowings subject to repayment on demand clause based on scheduled repayments:

		Weighted average effective interest rate 實際利率 加權平均數 %	Less than 1 month 少於1個月 HK\$'000 千港元	1-3 months 1至3個月 HK\$'000 千港元	3 months to 1 year 3個月至1年 HK\$'000 千港元	Total undiscounted cash flows 未折現 現金流量合計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 December 2023	於2023年12月31日	4.07	2,207,069	32,977	359,925	2,599,971	2,586,469
As at 31 December 2022	於2022年12月31日	4.77	6,870,772	44,356	2,353	6,917,481	6,903,303

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表(續)

附帶應要求還款條款之銀行借貸按上述到期日分析計入「應要求還款或少於1個月」之期間。於2023年及2022年12月31日，該等銀行貸款之未折現本金總額分別為2,586,469,000港元及6,903,303,000港元。考慮到本集團之財務狀況，本公司董事相信，銀行不大可能行使酌情權，要求本集團即時還款。董事相信，該等銀行借貸將於本報告日期之後根據貸款協議所載之既定還款日期償還如下：

附帶應要求還款條款之銀行借貸按其既定還款期：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(iii) Fair value

Fair value measurements recognised in the statement of financial position

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period. The fair values of the financial assets and financial liabilities recorded at amortized cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

36. 金融工具(續)

(iii) 公允值

於財務狀況表確認之公允值計量

本公司董事認為，於綜合財務報表以攤銷成本入賬之金融資產及金融負債之賬面值於報告期末相若其公允值。以攤銷成本入賬之金融資產及金融負債之公允值已根據基於折現現金流量分析的公認定價模式釐定，其中最重要之輸入數據為反映交易對手方信貸風險的折現率。



37. OPERATING LEASES

The Group as lessor

During the year ended 31 December 2023, rental income in respect of industrial properties, office spaces and certain shops and staff quarters in the PRC was HK\$45,530,000 (2022: HK\$55,209,000), net of negligible outgoings. Leases are within one to ten years.

37. 經營租約

集團作為出租人

於截至2023年12月31日止年度，有關中國的工業物業、辦公室及若干商舖和員工宿舍的租金收入(經扣除微不足道之開支)為45,530,000港元(2022年：55,209,000港元)。租賃期為一年至十年。

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Minimum lease payments receivable on leases are as follows:	於租賃之應收最低租賃付款如下：		
Within one year	一年內	46,370	44,471
In the second year	於第二年	44,613	41,926
In the third year	於第三年	35,724	40,366
In the fourth year	於第四年	24,536	31,713
In the fifth year	於第五年	11,610	20,595
After five years	五年後	39,093	16,134
		201,946	195,205

38. CAPITAL COMMITMENTS

38. 資本承擔

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Capital expenditures contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment	就已訂約但未於綜合財務報表中撥備有關購置物業、廠房及設備的資本開支	3,213,204	4,219,991



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Advances drawn on bills discounted with recourse 附追索權之 貼現票據 預付款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Bank borrowings 銀行借貸 HK\$'000 千港元	Dividend payable 應付股息 HK\$'000 千港元	Distribution payable on perpetual capital securities 永續 資本證券 應付分派 HK\$'000 千港元	Interest payables 應付利息 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	123,903	67,042	14,060,759	-	-	-	14,251,704
Finance cost recognised (note 10)	財務成本確認(附註10)	-	3,397	-	-	-	120,372	123,769
Additions	增加	-	59,676	-	-	-	-	59,676
Non-cash settlement of discounted bills with recourse	非現金結算附追索權之貼現票據	(334,598)	-	-	-	-	-	(334,598)
Interests capitalised to property, plant and equipment	物業、廠房及設備利息資本化	-	-	-	-	-	240,889	240,889
Exchange realignment	匯兌重新組合	(5,446)	(8,420)	6,370	-	-	-	(7,496)
Financing cash flows	融資現金流量	216,141	(39,410)	2,260,301	(755,502)	(131,096)	-	1,550,434
Operating cash flows	經營業務現金流量	-	-	-	-	-	(361,261)	(361,261)
Declaration of dividend	宣派股息	-	-	-	755,502	-	-	755,502
Distribution of perpetual capital securities	永續資本證券分派	-	-	-	-	131,096	-	131,096
At 31 December 2022	於2022年12月31日	-	82,285	16,327,430	-	-	-	16,409,715
Finance cost recognised (note 10)	財務成本確認(附註10)	-	3,701	-	-	-	274,419	278,120
Additions	增加	-	18,913	-	-	-	-	18,913
Non-cash settlement of discounted bills with recourse	非現金結算附追索權之貼現票據	(274,084)	-	-	-	-	-	(274,084)
Interests capitalised to property, plant and equipment	物業、廠房及設備利息資本化	-	-	-	-	-	552,746	552,746
Exchange realignment	匯兌重新組合	(10,048)	(6,957)	(5,282)	-	-	-	(22,287)
Financing cash flows	融資現金流量	835,687	(21,856)	2,971,074	(249,955)	(101,677)	-	3,433,273
Operating cash flows	經營業務現金流量	-	-	-	-	-	(827,165)	(827,165)
Declaration of dividend	宣派股息	-	-	-	249,955	-	-	249,955
Distribution of perpetual capital securities	永續資本證券分派	-	-	-	-	101,677	-	101,677
At 31 December 2023	於2023年12月31日	551,555	76,086	19,293,222	-	-	-	19,920,863

39. 核對融資活動產生的負債

下表詳細列出本集團由融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債是指現金流量或未來現金流量被分類在本集團之綜合現金流量表內融資活動所得之現金流量。



40. NON-CASH TRANSACTIONS

- (i) For the year ended 31 December 2023, the Group's acquisition of property, plant and equipment was settled through transfer of deposits paid in the prior years to the extent of HK\$168,621,000 (2022: HK\$1,873,549,000).
- (ii) During the year, advances drawn on bills discounted with recourse of HK\$274,084,000 (2022: HK\$334,598,000) have been settled through bills discounted to the relevant financial institutions.
- (iii) During the year, the Group entered into new lease agreements resulted in additions of right-of-use assets amounting to HK\$18,913,000 (2022: HK\$59,676,000) and lease liabilities amounting to HK\$18,913,000 (2022: HK\$59,676,000).
- (iv) For the year ended 31 December 2022, the Group's acquisition of an associate was settled through transfer of property, plant and equipment, right-of-use assets and other payable to the extent of HK\$80,975,000.

40. 非現金交易

- (i) 截至2023年12月31日止年度，本集團收購物業、廠房及設備通過轉撥於過往年度已付訂金結付，金額為168,621,000港元(2022年：1,873,549,000港元)。
- (ii) 年內，附追索權之貼現票據預付款274,084,000港元(2022年：334,598,000港元)已通過向相關金融機構貼現票據結付。
- (iii) 年內，本集團訂立新租賃協議導致增加使用權資產18,913,000港元(2022年：59,676,000港元)及租賃負債18,913,000港元(2022年：59,676,000港元)。
- (iv) 截至2022年12月31日止年度，本集團收購一間聯營公司通過轉撥物業、廠房及設備、使用權資產及其他應付款項結付，金額為80,975,000港元。



41. INFORMATION OF FINANCIAL POSITION OF THE COMPANY

A summarised statement of financial position of the Company as at 31 December 2023 and 2022 is as follows:

41. 本公司財務狀況資料

本公司於2023年及2022年12月31日之財務狀況表概述如下：

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	附屬公司投資	637,977	637,977
Amounts due from subsidiaries	應收附屬公司款項	6,854,301	5,580,396
		7,492,278	6,218,373
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	1,602,175	1,629,350
Other receivables	其他應收款	3,907	-
Bank balances	銀行結餘	824	1,170
		1,606,906	1,630,520
Current liabilities	流動負債		
Other payables	應付其他賬款	5,744	8,999
Net current assets	流動資產淨值	1,601,162	1,621,521
Net assets	淨資產	9,093,440	7,839,894
Share capital	股本	107,720	107,739
Reserves (note (i))	儲備(附註(i))	7,344,636	5,875,491
Perpetual capital securities (note (i))	永續資本證券(附註(i))	1,641,084	1,856,664
Total equity	總權益	9,093,440	7,839,894



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2023 截至2023年12月31日止年度

41. INFORMATION OF FINANCIAL POSITION OF
THE COMPANY (CONTINUED)

41. 本公司財務狀況資料(續)

note:

(i) Movements in reserve/perpetual capital securities

附註：

(i) 儲備／永續資本證券變動

		Share premium	Other reserve	Contributed surplus	Retained profits	Total reserve	Perpetual capital securities	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	留存盈利 HK\$'000 千港元	總儲備 HK\$'000 千港元	永續 資本證券 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2022	於2022年1月1日	30,858	-	634,977	6,184,308	6,850,143	2,322,814	9,172,957
Shares repurchased and cancelled	股份購回及註銷	-	-	-	(93,486)	(93,486)	-	(93,486)
Loss and total comprehensive expense for the year	年度虧損及總全面支出	-	-	-	(190,575)	(190,575)	131,096	(59,479)
Dividends recognised as distributions	確認分派之股息	-	-	-	(755,502)	(755,502)	-	(755,502)
Distribution paid on perpetual capital securities	已付永續資本證券分派	-	-	-	-	-	(131,096)	(131,096)
Perpetual capital securities repurchased	永續資本證券購回	-	64,911	-	-	64,911	(466,150)	(401,239)
At 31 December 2022	於2022年12月31日	30,858	64,911	634,977	5,144,745	5,875,491	1,856,664	7,732,155
Shares repurchased and cancelled	股份購回及註銷	-	-	-	(1,528)	(1,528)	-	(1,528)
Profit and total comprehensive income for the year	年度盈利及總全面收益	-	-	-	1,700,418	1,700,418	101,677	1,802,095
Dividends recognised as distributions	確認分派之股息	-	-	-	(249,955)	(249,955)	-	(249,955)
Distribution paid on perpetual capital securities	已付永續資本證券分派	-	-	-	-	-	(101,677)	(101,677)
Perpetual capital securities repurchased	永續資本證券購回	-	20,210	-	-	20,210	(215,580)	(195,370)
At 31 December 2023	於2023年12月31日	30,858	85,121	634,977	6,593,680	7,344,636	1,641,084	8,985,720

The contributed surplus of the Company represents the difference between the aggregate net tangible assets of the subsidiaries acquired by the Company pursuant to a group reorganisation in September 2003 and the nominal value of the Company's shares issued for the acquisition.

本公司之實繳盈餘乃本公司透過2003年9月之集團重組所收購之附屬公司之有形資產淨值總額與本公司就該收購而發行之股本面值之差額。



42. RELATED AND CONNECTED PARTY DISCLOSURES

During the year, the Group had significant transactions with related parties, certain of which are also deemed to be connected parties pursuant to the Listing Rules. Significant transactions with these parties during the years are as follows:

(i) Related and connected party transactions

Name of party 關連人士名稱	Nature of transactions 交易性質	2023 HK\$'000 千港元	2022 HK\$'000 千港元
Lee & Man Industrial Manufacturing Limited (note a) 理文實業有限公司(附註a)	Income from supply of steam and electricity 提供蒸氣及電力之收入	105	127
Lee & Man Paper Products Company Limited (note a) 理文紙品有限公司(附註a)	Licence fee expenses incurred by the Group 集團許可權費支出	4,366	11,489
LMC Group (as defined in note 25) 理文化工集團(定義見附註25)	Income from supply of steam and electricity (note c) 提供蒸氣及電力之收入(附註c)	77,502	84,587
	Raw materials purchased by the Group (note c) 集團購買原料(附註c)	175,022	180,765
	Rental income in respect of office spaces (note c) 辦公室租金收入(附註c)	2,016	2,129
	Steam and electricity fee paid by the Group (note c) 集團已付蒸氣及發電服務費(附註c)	68,343	69,566
	Rental fee paid by the Group (note c) 集團已付租金(附註c)	2,681	2,708
Winfibre Group (note b) Winfibre集團(附註b)	Agent fee paid by the Group (note c) 集團已付代理費(附註c)	68,469	45,433
Shun Yi International (as defined in note 25) Shun Yi International(定義見附註25)	Raw materials purchased by the Group (note c) 集團購買原材料(附註c)	954,255	1,128,494
Sing Foong Niap Engineering Sdn. Bhd. (note d) 新逢業建築工程有限公司(附註d)	Construction work 建設工程	238,946	338,252
Fancy Wise Corporation Limited (note e) 采智有限公司(附註e)	Raw materials purchased by the Group 集團購買原材料	105,456	120,216

42. 相關及關連人士披露

年內，本集團與相關人士(若干人士亦同時根據上市規則被視作為關連人士)進行重大交易。年內與該等人士進行的重大交易如下：

(i) 相關及關連人士交易



42. RELATED AND CONNECTED PARTY DISCLOSURES (CONTINUED)

(i) Related and connected party transactions (Continued)

Notes:

- (a) The entities are indirectly wholly owned by the spouse of Mr. Li King Wai Ross, who is a daughter of Dr. Lee Wan Keung Patrick. Dr Lee Wan Keung Patrick directly held 10.8% ordinary share capital of the Company as at 31 December 2023. Mr. Li King Wai Ross is a director of the Company.
- (b) The entities are ultimately controlled by Mr. Ng Yu Hung, a step brother of Dr. Lee Wan Keung Patrick. Dr. Lee Wan Keung Patrick directly held 10.8% ordinary share capital of the Company as at 31 December 2023.
- (c) The transactions are continuing connected transactions. Further details of the terms of these continuing connected transactions are set out in corresponding announcements.
- (d) The company is controlled by Mr. Wong Sak Kuan, a director of a subsidiary of the Company.
- (e) The company is controlled by the spouse of Mr. Ng Hok She Harry, a director of the subsidiaries of the Company.

42. 相關及關連人士披露(續)

(i) 相關及關連人士交易(續)

附註：

- (a) 該等實體為李經緯先生之配偶亦為李運強博士之女兒間接全資擁有。李運強博士於2023年12月31日直接持有本公司10.8%普通股股本。李經緯先生為本公司董事。
- (b) 該等實體由李運強博士之繼兄弟伍于鴻先生最終控制。李運強博士於2023年12月31日直接持有本公司10.8%普通股股本。
- (c) 該等交易乃持續關連交易，該等持續關連交易之進一步詳情載於其相關之公布。
- (d) 該公司由本公司一間附屬公司之董事黃鉅錕先生控制。
- (e) 該公司由本公司之附屬公司之董事伍鶴時先生之配偶控制。



42. RELATED AND CONNECTED PARTY DISCLOSURES (CONTINUED)

(ii) Related and connected party balances

Details of the Group's outstanding balances with related parties who are also the connected parties are set out in the consolidated statement of financial position and note 25.

(iii) Compensation of key management personnel

The remunerations of the directors and other members of key management during the years were as follows:

		2023 HK\$'000 千港元	2022 HK\$'000 千港元
Short-term benefits	短期福利	50,885	59,162
Post-employment benefits	退休福利	-	12
		50,885	59,174

42. 相關及關連人士披露(續)

(ii) 相關及關連人士結餘

本集團與相關人士同時亦為關連人士之未償還結餘詳情載於綜合財務狀況表及附註25。

(iii) 主要管理層成員薪酬

董事及其他主要管理層成員於年內之酬金如下：



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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2023 and 2022 are as follows:

43. 本公司主要附屬公司詳情

本公司主要附屬公司於2023年及2022年12月31日的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023	2022	2023	2022	
Able Advance International Limited	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary shares – US\$4 普通股—4美元	100%	100%	–	–	Investment holding 投資控股
Able Might Limited ("Able Might")	Hong Kong 香港	Ordinary share – HK\$100 普通股—100港元	–	–	100%	100%	Investment holding 投資控股
Grand Fortress Global Limited 盛堡環球有限公司	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary shares – US\$100 普通股—100美元	–	–	100%	100%	Investment holding 投資控股
Lee & Man Industries Company Limited	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary share – US\$1 普通股—1美元	–	–	100%	100%	Investment holding 投資控股
Million Profit Corporation Limited 萬潤興業有限公司	Hong Kong 香港	Ordinary shares – HK\$100 普通股—100港元	–	–	100%	100%	Investment holding 投資控股
Vantage Dragon Limited 利龍有限公司	Hong Kong 香港	Ordinary shares – HK\$2 普通股—2港元	–	–	100%	100%	Investment holding 投資控股
Lee Kwok Trading Limited 利國貿易有限公司	Macau 澳門	MOP100,000 澳門幣100,000	–	–	100%	100%	Procurement of raw materials 採購原料
Wang Kei Trading Limited 宏基貿易有限公司	Macau 澳門	MOP100,000 澳門幣100,000	–	–	100%	100%	Procurement of raw materials 採購原料



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For the year ended 31 December 2023 截至2023年12月31日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY (CONTINUED)

43. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023	2022	2023	2022	
東莞理文造紙廠有限公司 (Dongguan Lee & Man Paper Factory Co. Ltd.)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$156,480,000 註冊資本— 156,480,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
廣東理文造紙有限公司 (Guangdong Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$683,000,000 註冊資本— 683,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
江蘇理文造紙有限公司 (Jiangsu Lee & Man Paper Manufacturing Company Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$393,000,000 註冊資本— 393,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
江西理文造紙有限公司 (Jiangxi Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$200,000,000 註冊資本— 200,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
重慶理文造紙有限公司 (Chongqing Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$352,430,000 註冊資本— 352,430,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
重慶理文制漿有限公司 (Chongqing Lee & Man Pulp Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$172,830,000 註冊資本— 172,830,000美元	–	–	100%	100%	Manufacturing and trading of pulp 製漿生產及貿易



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For the year ended 31 December 2023 截至2023年12月31日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY (CONTINUED)

43. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2023	2022	2023	2022	
重慶理文衛生用紙製造有限公司 (Chongqing Lee & Man Tissue Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$425,000,000 註冊資本— 425,000,000美元	–	–	100%	100%	Manufacturing and trading of tissue products 衛生紙生產及貿易
Best Eternity Recycle Technology Sdn. Bhd. (恒昌環保科技有限公司)	Malaysia 馬來西亞	Registered capital – MYR4,152,556,311 註冊資本— 4,152,556,311馬幣	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
Vietnam Lee & Man Paper Manufacturing Limited	Vietnam 越南	Registered capital – US\$303,000,000 註冊資本— 303,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
Shunying	Kingdom of Cambodia ("Cambodia") 柬埔寨王國(「柬埔寨」)	Registered capital – US\$1,000,000 註冊資本— 1,000,000美元	–	–	100%	100%	Production plant under construction 在建中生產廠房

Notes:

- (i) These companies operate in Hong Kong.
- (ii) These companies are foreign investment enterprises established in the PRC.

附註:

- (i) 該等公司在香港運作。
- (ii) 該等公司為在中國成立之外商投資企業。



43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affect the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during both years.

44. EVENT AFTER THE REPORTING PERIOD

For the period from 1 January 2024 to the date of this report, an aggregate of 13,487,000 ordinary shares of the Company were repurchased at an aggregate amount approximately of HK\$28,098,000.

43. 本公司主要附屬公司詳情(續)

上表列出據本公司董事認為主要影響本集團業績或資產與負債的本公司附屬公司。本公司董事認為，列出其他附屬公司的詳情會使本附註過於冗長。

於年末或年內任何時間，各附屬公司概無任何未償還的債務證券。

44. 報告期後事項

於2024年1月1日至此報告日期間，本公司合共購回13,487,000股普通股，總金額約為28,098,000港元。



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