亞洲能源物流
ASIA ENERGY
Logistics

2023 ANNUAL REPORT

亞洲能源物流集團有限公司
ASIA ENERGY LOGISTICS GROUP LIMITED

(Incorporated in Hong Kong with limited liability)
Stock Code : 351

MIX
Paper | Supporting responsible forestry
FSC™ C120915
FSC
www.fsc.org

Contents

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Pang Yuet *(Chairman)*
Mr. Sun Peng
Mr. Hui Wai

Independent Non-Executive Directors

Mr. Ng Kwun Wan
Mr. Wong Cheuk Bun
Mr. Hon Ming Sang

AUTHORISED REPRESENTATIVES

Mr. Pang Yuet
Mr. Poon Pok Man Coca

COMPANY SECRETARY

Mr. Poon Pok Man Coca, *FCPA, ACG, HKACG*

AUDIT COMMITTEE

Mr. Ng Kwun Wan *(Chairman)*
Mr. Wong Cheuk Bun
Mr. Hon Ming Sang

REMUNERATION COMMITTEE

Mr. Ng Kwun Wan *(Chairman)*
Mr. Wong Cheuk Bun
Mr. Hon Ming Sang

NOMINATION COMMITTEE

Mr. Pang Yuet *(Chairman)*
Mr. Ng Kwun Wan
Mr. Wong Cheuk Bun

EXECUTIVE COMMITTEE

Mr. Pang Yuet *(Chairman)*
Mr. Sun Peng
Mr. Hui Wai

PRINCIPAL BANKER

CMB Wing Lung Bank Ltd.
OCBC Bank (Hong Kong) Ltd.

AUDITOR

Mazars CPA Limited

SHARE REGISTRAR

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

REGISTERED OFFICE

Suite 802-803, 8/F
One Pacific Place
88 Queensway
Hong Kong

HONG KONG STOCK EXCHANGE STOCK CODE

351

WEBSITE

https://www.aelg.com.hk

Management Discussion and Analysis

BUSINESS REVIEW

During the year under review, the Group was principally engaged in the (i) shipping and logistics business and (ii) telecommunications related business in the PRC.

Shipping and Logistics

The Group currently operates a fleet of two dry bulk carriers trading worldwide. The total carrying capacity of the Group's dry bulk fleet is about 64,000 DWT (2022: about 64,000 DWT).

All of the vessels of the Group were under full employment throughout the year under review.

The Group entered into charter contracts with the charterer at a new charter rate which is significantly higher than the previous rate and the charter contracts have become effective since August 2022.

For the year under review, the Group recorded a revenue of approximately HK$98,672,000 (2022: approximately HK$67,567,000), representing an increase of approximately 46% as compared to the corresponding period of 2022. The gross profit was approximately HK$47,669,000 (2022: approximately HK$16,251,000), representing an increase of approximately 193% as compared to the same period of 2022. The increase in revenue and gross profit was mainly contributed by (i) the increase in charter rate of the vessels as aforementioned and (ii) the operating costs of the vessels have been resumed to normal level when the COVID-19 pandemic come under control.

Telecommunications Related Business

The telecommunications related business of the Group are mainly provision of SMS services and 5G communication network solution. For the year under review, the Group recorded a revenue of approximately HK$44,982,000 (2022: approximately HK$38,966,000), representing an increase of approximately 15% as compared to the corresponding period of 2022. The increase in revenue was mainly benefited from the 5G communication network solution business.

The gross profit was approximately HK$5,172,000 (2022: approximately HK$2,557,000), representing an increase of approximately 102% as compared to the corresponding period of 2022. The increase in gross profit was mainly due to the higher gross profit margin contributed by 5G communication network solution business.

Management Discussion and Analysis

PROSPECTS

Shipping and Logistics

2024 will be a challenging year for shipping industry. The main risks include the potential for weaker-than-expected global economic growth and geopolitical developments causing adverse dislocations. Red Sea crisis and the war in Ukraine have been the important drivers for dry bulk chartering business. Along with any other disruption that may affect trade flows, the war could continue to be a major driver into 2024.

The existing charter contracts will expire in mid-2024, the management of the Company expects the new charter rate will be lower than the existing rate. The Company will be in close watch of the market conditions.

Telecommunications Related Business

With the end of the COVID-19 pandemic, China's economy has gradually recovered, however, it has adversely affected by factors such as declining exports, sluggish investment, and delayed recovery in domestic consumption, as well as the continued intensification of the real estate crisis, which have led a decline in business confidence among Chinese enterprises and a low consumer confidence, resulting in a continued slowdown in China's economic recovery. Facing the coexistence of business opportunities, risks and challenges, and increasing uncertainties and unpredictable factors, it is expected that the overall business environment in China will remain severe in 2024, posing more obstacles to the Group's telecommunications business. The Company will be careful in promoting its business development.

The Directors will continuously look for suitable investments opportunities which will bring in synergy with and positive contributions to the existing businesses.

Management Discussion and Analysis

FINANCIAL REVIEW

For the year under review, the revenue of the Group was approximately HK$143,654,000 (2022: approximately HK$106,533,000), representing an increase of approximately 35% as compared to 2022. The increase in revenue was mainly contributed by the renewal of charter contracts of the vessels at higher charter rates and growth in the revenue of 5G communication network solution business.

The Group recorded a profit for the year under review of approximately HK$11,132,000 (2022: loss of approximately HK$58,899,000) representing an increase of approximately 119% as compared to 2022. The increase in profit was mainly attributable to (i) the growth of the revenue and gross profit of shipping and logistics business, which is disclosed in the section headed "Business Review", and (ii) the change in fair value of financial assets at fair value through profit or loss.

For the year under review, the basic and diluted earnings per Share was HK0.66 cents (2022: loss per Share of HK3.34 cents).

Financial assets at fair value through profit or loss (FVPL)

Below is an analysis of the financial assets at FVPL held by the Group as at 31 December 2023:

Name/(Stock code)	Principal businesses	Number of shares held	% of shares held *(note 1)*	Market value	% to the Group's total assets	Unrealised gain/(loss) for the year ended 31 December 2023
			%	HK$'000	%	HK$'000
Value Convergence Holdings Limited (821)	Finance	40,704,000	1.65%	5,984	2.72%	(11)
IBO Technology Company Limited (2708)	IT application	2,362,000	0.33%	314	0.14%	(1,817)
Hao Tian International Construction Investment Group Limited (1341)	Machinery and Equipment	28,000,000	0.37%	29,120	13.24%	20,580
				35,418	16.10%	18,752

Note:

1. The percentage of shares held is calculated with reference to the monthly return of equity issuer on movements in securities for the month ended 31 December 2023 of the issuers publicly available on the website of the Stock Exchange.

Management Discussion and Analysis

While the performance of different industries did vary, the Group cautiously envisages the investment portfolio and is determined to make any strategic moves. Despite the relative volatility of capital markets over 2023, the Group is optimistic in its investment portfolio for long term capital growth.

Liquidity, Financial Resources and Gearing Ratio

As at 31 December 2023, the Group had:

1. Cash and bank balances of approximately HK$14,517,000 (2022: approximately HK$18,087,000);

2. Non-bank borrowings representing convertible bonds having an aggregate carrying amounts of approximately HK$Nil (2022: approximately HK$41,798,000) and other borrowings from a regulated securities broker of approximately HK$1,932,000 (2022: approximately HK$8,197,000);

3. Total equity attributable to owners of the Company of approximately HK$191,879,000 (2022: approximately HK$134,804,000);

4. Net current assets of approximately HK$50,480,000 (2022: net current liabilities of approximately HK$11,996,000);

5. Current ratio (being current assets over current liabilities) of approximately 332% (2022: approximately 82%); and

6. Gearing ratio (being total debt divided by total equity) of approximately 14% (2022: approximately 51%).

Share Capital

As at 31 December 2023, there were 1,994,975,244 Shares in issue (2022: 1,694,975,244 Shares).

Capital Commitments

As at 31 December 2023, the Group had no capital commitment (2022: Nil).

Exposure to Fluctuation in Exchange Rates

The Group's assets, liabilities and transactions are mainly denominated either in US dollar, Hong Kong dollar or Renminbi. As the exchange rate of the US dollar to Hong Kong dollar is relatively stable due to the Hong Kong dollar is pegged to the US dollar, the Directors consider that the Group's currency exchange risk is within the acceptable range. Therefore, no hedging devices or other alternatives have been implemented.

Pledge of Assets and Contingent Liabilities

As at 31 December 2023, the financial assets at fair value through profit or loss of approximately HK$35,418,000 (2022: approximately HK$19,301,000) was pledged as collateral for a margin facilities of approximately HK$1,932,000 (2022: approximately HK$8,197,000) granted by a regulated securities broker.

As at 31 December 2023, the Group did not have any contingent liabilities (2022: Nil).

SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, AND FUTURE PLAN FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save for those disclosed above and in the sections headed "Business Review" and "Prospects", there were no other significant investments held, nor were there any material acquisitions or disposals of subsidiaries during the year under review.

As at the date of this Annual Report, save as disclosed herein, there was no plan authorized by the Board for any material investments or additions of capital assets.

EMPLOYEE

As at 31 December 2023, the Group had 40 (2022: 54) full-time employees in Hong Kong and the PRC.

Staff costs (including Directors' remuneration) of the Group for the year ended 31 December 2023 were approximately HK$29.8 million (2022: HK$25.4 million). The Group decides the remunerations and compensation payable to its staff based on their duties, working experience and the prevailing market practices. Apart from basic remuneration, share options may be granted to eligible employees by reference to the performance of the Group and individual employees. The Group also participated in an approved Mandatory Provident Fund Scheme and the retirement benefit scheme for its Hong Kong and PRC employees respectively.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Company is committed to environmental protection and sustainable development through the adoption and promotion of green policies in its business operations to increase staff's awareness on environmental protection and energy conservation. Information on the environmental policies and performance of the Group is set out in the section headed "Environmental, Social and Governance Report" on pages 38 to 63 of this Annual Report.

Directors' Profile

EXECUTIVE DIRECTORS

Mr. Pang Yuet ("Mr. Pang")

Mr. Pang, aged 57, was appointed as the chairman and ED of the Company and the chairman of the Nomination Committee with effect from 14 July 2020. Mr. Pang was later appointed as chairman of the Executive Committee on 30 October 2020. Mr. Pang is a director of Boxin Financial Investment Holdings Limited. He graduated from People's Public Security University of China with a bachelor degree and Cheung Kong Graduate School of Business with a MBA degree. Mr. Pang has over 20 years of experience in the field of financial investment. Mr. Pang served as the vice general manager and board chairman of Yinhua Fund Management Company Limited from 2001 to 2003 and 2003 to 2012 respectively. From 2012 to 2015, he served as a partner of Boxin (Tianjin) Equity Investment Management Partnership (Limited Partnership). From 2015 to 2019, he served as board chairman of Boxin Fund Management Co., Limited. Mr. Pang has sound experience and strong relationship in financial industry. Mr. Pang is a cousin of Mr. Sun Peng, an ED of the Company.

Mr. Sun Peng ("Mr. Sun")

Mr. Sun, aged 52, was appointed as an ED and member of the Executive Committee and Remuneration Committee of the Company. Mr. Sun later ceased as a member to the Remuneration Committee on 6 November 2020. Mr. Sun received his bachelor degree in arts from Shenyang University in 1994. He starts his career as an instructor in Shenyang Foreign Language School from August 1994 to October 1998. After that, Mr. Sun joined 誠成企業(深圳)有限公司 (Shingsing Enterprise (Shenzhen) Limited*) as an assistant to the general manager in October 1998. Later on, in May 2002, he was appointed as the deputy general manager of 北京棕櫚泉置業有限公司 (Beijing Palm Springs Properties Company Limited*), where he worked till June 2008 before he joined 北京佳宏科科技發展有限公司 (Beijing Jiahongke Technology Development Limited*) as general manager in July 2008, and in between, during 23 July 2008 and 6 February 2009, Mr. Sun was also an executive director of Richly Field China Development Limited (stock code: 313). Mr. Sun is a cousin of Mr. Pang, the Chairman and ED of the Company.

Mr. Hui Wai ("Mr. Hui")

Mr. Hui, aged 60, was appointed as an ED and member of the Executive Committee. Mr. Hui has over 30 years of accounting experience as well as extensive experience in financial management and corporate administrative matters. During the period from April 2009 to November 2018, Mr. Hui was the chief financial officer of the Company and during the period from November 2018 to December 2019, he was the financial controller of the Company. During his service with the Group, Mr. Hui was primarily responsible for overseeing the Group's financial reporting, internal control, corporate finance and corporate administrative matters.

* *For identification purpose only*

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Ng Kwun Wan ("Mr. Ng")

Mr. Ng, aged 61, was appointed as an INED, the chairman of each of the Audit Committee and the Remuneration Committee and a member of the Nomination Committee of the Company with effect from 14 July 2020.

Mr. Ng obtained the Bachelor of Arts in Accounting and Finance from the Manchester Polytechnic in 1988 and the Master of Commerce majoring in Accounting from the University of New South Wales in 1990. He has been an associate member of the Hong Kong Institute of Certified Public Accountants since 1993. Mr. Ng has over 20 years of experience in the management, accounting and finance industry. From November 1994 to August 2004, Mr. Ng worked for New World Development (China) Limited and New World China Enterprises Projects Limited, both wholly owned subsidiaries of New World Development Company Limited (stock code: 17), and his last position held was deputy general manager. From September 2006 to March 2009, he worked as the general manager of industrial operations in the real estate department of Smart Faith Management Limited, a subsidiary of South China Holdings Company Limited (stock code: 413).

Mr. Ng currently acts as independent non-executive director of various listed companies in Hong Kong, including: CT Vision S.L. (International) Holdings Limited (stock code: 994), China Boton Group Company Limited (Stock Code: 3318), Zhongzhi Pharmaceutical Holdings Limited (stock code: 3737) and Sunray Engineering Group Limited (stock code: 8616).

Mr. Wong Cheuk Bun ("Mr. Wong")

Mr. Wong, aged 49, has been an INED and a member of the Audit Committee since 3 July 2017 and member of each of the Remuneration Committee and the Nomination Committee since 24 March 2018. He is a practising certified public accountant and currently an adjunct lecturer specialising in accounting and finance areas in various tertiary institutions in Hong Kong and mainland China. Mr. Wong received a Master degree of Professional Accounting from the Hong Kong Polytechnic University.

He is currently an associate member of the Hong Kong Institute of Certified Public Accountants, The Chartered Governance Institute and The Hong Kong Chartered Governance Institute and a fellow member of the Association of Chartered Certified Accountants. Mr. Wong has over 20 years of diversified experience in accounting and finance and currently and has recently been invited as a guest speaker to various organizations and media, including banks, trust companies, and insurance companies, to deliver professional presentations on key points and features of UK taxation.

Directors' Profile

Mr. Hon Ming Sang ("Mr. Hon")

Mr. Hon, aged 45, Committee Member of the 11th Luoding Committee of the Chinese People's Political Consultative Conference, was appointed as an INED, a member of each of the Audit Committee and the Remuneration Committee of the Company with effect from 6 November 2020.

Mr. Hon obtained an honor degree of Professional Accountancy in the School of Accountancy from The Chinese University of Hong Kong. He is a CFA charterholder. He is also a member of The Hong Kong Society of Financial Analysts, a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate member of The Hong Kong Chartered Governance Institute and an associate member of The Chartered Governance Institute.

Mr. Hon has previously worked in an international audit firm and has over 15 years of working experience in listed companies and financial institutions. He has extensive experience in corporate finance, merger and acquisition, investment and financial management and compliance services. Mr. Hon is currently the chief financial officer and company secretary of China Gas Industry Investment Holdings Co. Ltd. (stock code: 1940). From 7 February 2017 to 15 August 2022, he was an executive director and company secretary of SFund International Holdings Limited.

He also acts as an independent non-executive director of various listed companies in Hong Kong, including: InvesTech Holdings Limited (stock code: 1087), Virtual Mind Holdings Company Limited (stock code: 1520) and Finsoft Financial Investment Holdings Limited (stock code: 8018).

Directors' Report

The Board is pleased to present this Annual Report together with the Consolidated Financial Statements of the Group for the year ended 31 December 2023.

CORPORATE INFORMATION AND PRINCIPAL ACTIVITIES

The Company is a public company incorporated in Hong Kong with limited liability. The Company acts as an investment holding company. The principal activities and other particulars of its principal subsidiaries are set out in Note 34 to the Consolidated Financial Statements. The analysis of segment information of the Group during the year is set out in Note 5 to the Consolidated Financial Statements.

BUSINESS REVIEW

A fair review of the Group's business and a discussion and analysis of the Group's performance during the year including the material factors underlying its results and financial position and the likely future developments of its business, in accordance with Section 388 of, and Schedule 5 to the Companies Ordinance, is set out in the section headed "Management Discussion and Analysis" ("MD&A") of this Annual Report. An analysis of the Group's performance using financial key performance indicators is provided in the section headed "Financial Review" included in the MD&A of this Annual Report.

A discussion covers the Group's strategic approach to sustainability and performance in environmental and social aspects of its business, environmental key performance indicators as well as an account of the Group's key relationships with its employees, customers and suppliers and others that have a significant impact on the Group's operations and on which the Group's success depends are set out in the section headed "Environmental, Social and Governance Report" of this Annual Report.

The Group has established systems and procedures to ensure compliance with relevant laws and regulations which have significant impact on the Group in conducting its business, including but not limited to Personal Data (Privacy) Ordinance, Employment Ordinance, Occupational Safety and Health Ordinance, Prevention of Bribery Ordinance, Companies Ordinance, Listing Rules and SFO in Hong Kong, Employment Law and Environmental Protection Law as well as all other applicable laws in the PRC, its compliance of which is set out in the sections headed "Environmental, Social and Governance Report" and "Corporate Governance Report" of this Annual Report. All of the above sections form part of this Directors' Report.

RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the section headed "Consolidated Statement of Comprehensive Income" on pages 69 to 70 of this Annual Report. No interim dividend was paid to the Shareholders during the year (2022: Nil). The Directors did not recommend the payment of a final dividend for the year ended 31 December 2023 (2022: Nil).

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the Consolidated Financial Statements is set out on page 137 of this Annual Report. This summary does not form part of the Consolidated Financial Statements.

Directors' Report

RESERVES

Details of movements in the reserves of the Group and of the Company during the year are set out in the section headed "Consolidated Statement of Changes in Equity" on pages 73 to 74 of this Annual Report and Note 33 to the Consolidated Financial Statements respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company did not have any reserves available for distribution to Shareholders as calculated in accordance with the provisions of section 297 of the Companies Ordinance.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 14 to the Consolidated Financial Statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in Note 24 to the Consolidated Financial Statements.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

BANK LOANS AND OTHER BORROWINGS

As at 31 December 2023, the Group had no bank loans and other borrowings other than convertible bonds and other borrowings, details of which are set out in Notes 21, 22 and 23 to the Consolidated Financial Statements.

MAJOR CUSTOMERS AND SUPPLIERS

The Group's largest customer accounted for approximately 68.7% of the Group's revenue of the year under review and approximately 92.6% of the total revenue of the Group of the year under review was attributable to the Group's top five customers.

The percentage of cost of sales of the Group attributable to the five largest suppliers combined is less than 30%.

None of the Directors, their close associates or any Shareholders (which to the best of the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the Group's major customers or suppliers noted above.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group recognizes that good relationships with its employees, customers and suppliers are keys to its success. The Group maintains caring relationship with its employees and good partnership with its suppliers with an aim to providing the best service to its customers.

DIRECTORS OF SUBSIDIARIES

A list of the names of the directors of the Company's subsidiaries during the year and up to the date of this Annual Report can be found in the Company's website at https://www.aelg.com.hk.

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The composition of the Board during the year ended 31 December 2023 and up to the date of this Annual Report are set out in the section headed "Corporate Governance Report" of this Annual Report.

The Company has received annual confirmation from each of the three INEDs (namely, Mr. Ng Kwun Wan, Mr. Wong Cheuk Bun and Mr. Hon Ming Sang) with regard to their independence and considers that the INEDs to be independent during the year under review.

During the year under review, each Director has a service agreement with the Company for a term of three years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Save as disclosed above, none of the Directors has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' BIOGRAPHIES

Biographical details of the current Directors are set out in the section headed "Directors' Profile" on pages 8 to 10 of this Annual Report.

DIRECTORS' INTERESTS IN CONTRACTS AND COMPETING BUSINESS

Save as disclosed under the section headed "Directors and Directors' Service Contracts" of this Directors' Report and in Note 28 to the Consolidated Financial Statements, no contract of significance in relation to the Group's businesses to which the Company or its subsidiaries was a party and in which a Director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

PERMITTED INDEMNITY PROVISION

The Articles of Association provides that every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he/she may sustain or incur in or about the execution of the duties of his/her office or otherwise in relation thereto, and no Director or other officer shall be liable for any loss or damage which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and other officers of the Group for the year under review.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, the following persons are Directors of the Company who had or were deemed to have an interest in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they had or were deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code:

Long Position in the Shares and underlying Shares

Name of Director	Capacity	Number of Shares held	Approximate percentage of issued Shares *(Note)*
Mr. Pang Yuet	Interest of controlled corporation *(Note)*	1,400,000,000	70.18%
Mr. Hui Wai	Interest of his spouse	24,000	0.00%

Note: Mr. Pang Yuet is deemed to be interested in 1,400,000,000 Shares through his interests in Oriental Solar Group Limited, which is 100% owned by Mr. Pang Yuet.

Save as disclosed above, as at 31 December 2023, as far as the Board was aware, none of the Directors of the Company had or was deemed to have any interest or short position in any Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they had or were deemed to have under such provisions of the SFO); or (ii) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

So far as is known to any Directors, as at 31 December 2023, the following person (not being a Director) had interests in the Shares or underlying Shares which were notified to the Company and the Stock Exchange pursuant to the provisions of Division 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO:

Long Position in the Shares and underlying Shares

Name	**Capacity**	**Number of Shares held** *(Note 1)*	**Approximate percentage of issued Shares**
Oriental Solar Group Limited	Beneficial owner *(Note 2)*	1,400,000,000 (L)	70.18%

Notes:

(1) The letter "L" denotes a long position in the shares.

(2) As at 31 December 2023, Mr. Pang Yuet held 100% equity interest in Oriental Solar Group Limited, the controlling shareholder of the Company. Accordingly, Mr. Pang Yuet was deemed to have an interest in all the shares beneficially owned by Oriental Solar Group Limited under the SFO.

Save as disclosed above, as at 31 December 2023, the Company had not been notified of any other persons (other than the Directors whose interests are set out in the section headed "Directors' Interests and Short Positions in Shares and Underlying Share and Debentures" above) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO as recorded in the register required to be kept under Section 336 of the SFO.

INTERESTS OF CONTROLLING SHAREHOLDERS IN CONTRACTS

There was no contract of significance between the Company or any of its subsidiaries and a controlling shareholder (as defined in paragraph 16 of Appendix 16 to the Listing Rules) or any of its subsidiaries, at any time during the year under review.

Directors' Report

REMUNERATION POLICY

The remuneration policy of the employees and senior management of the Group is set up by the Remuneration Committee on the basis of their merit, qualification and competence with reference to the market benchmarks. The Director's remuneration is recommended by the Remuneration Committee, having regard to market competitiveness, individual performance and achievement, and approved by the Board. The Company has adopted share option scheme as incentives to Directors, eligible employees and participants, details of which are set out in the section headed "Share Options" below.

Details of the remuneration of the Directors and the five highest paid individuals are set out in Notes 9 and 10 to the Consolidated Financial Statements.

RETIREMENT BENEFITS SCHEMES

The Group strictly complies with the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) in making mandatory provident fund contributions for its Hong Kong employees.

The Group also contributes a certain percentage of payroll for the PRC employees to the retirement benefit schemes which are operated by the respective local municipal governments in accordance with relevant laws.

SHARE OPTIONS

2018 Share Option Scheme

The 2018 Share Option Scheme was adopted by the Company on 20 August 2018 for a term of 10 years. The Company may grant share options to selected eligible participants (as defined in the 2018 Share Option Scheme) as incentives or rewards for their contribution to the Group (or any member of the Group) and/or to enable the Group (or any member of the Group) to recruit and retain high caliber employees and attract human resources that are valuable to the Group (or any member of the Group) and/or to any invested entity.

Under the 2018 Share Option Scheme, the Board has the authority to set the terms and conditions in respect of the grant of share options (e.g. the minimum period of the share options to be held, the performance targets to be achieved before the share options can be exercised and the subscription price). This provides the Board with more flexibility in imposing appropriate conditions in light of the circumstances of each grant and help to achieve the purpose of the 2018 Share Option Scheme. The aggregate number of Shares in respect of which share options (including both exercised and outstanding share options) may be granted under the 2018 Share Option Scheme and any other share option scheme(s) of the Company shall not, in aggregate exceed 10% of the total number of shares in issue on its adoption date, unless the Company obtains approval from the Shareholders in general meeting to refresh the scheme mandate limit. Further, the maximum number of Shares which may be issued upon exercise of all outstanding share options granted under the 2018 Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of Shares in issue from time to time. The total number of Shares issued and to be issued upon exercise of the share options granted and to be granted to each eligible participant in any 12-month period shall not exceed 1.0% of the total number of Shares in issue of the Company.

The eligible participants as defined under the 2018 Share Option Scheme are as follows:

(i) any employee (whether full time or part time, including any EDs but excluding any non-executive director ("NED")) of the Company, or of any of its subsidiaries or invested entity in which the Group holds any equity interest;

(ii) any NED (including INED) of the Company, any of its subsidiaries or any invested entity;

(iii) any Shareholders of any members of the Group or any invested entity or any holder of any securities issued or proposed to be issued by any member of the Group or any invested entity;

(iv) any other entity (including any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner, joint venture business partner, promoter or service provider of any member of the Group) whom the Board considers, in its sole discretion, has contributed or will contribute to the Group; or

(v) any other persons (including any individual staff member of any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner, joint venture business partner, promoter or service provider of any member of the Group) whom the Board considers, in its sole discretion, has contributed or will contributed to the Group.

Since the scheme mandate limit of the 2018 Share Option Scheme was used up, the Directors had sought approval from the Shareholders at 2022 AGM to refresh the scheme mandate limit so as to increase flexibility of the Company to grant share options under the 2018 Share Option Scheme for achieving the purpose of 2018 Share Option Scheme. As such, the total number of Shares which may be issued upon exercise of all the share options granted under the 2018 Share Option Scheme had been refreshed to 169,497,524 Shares, representing 10% of the total number of Shares in issue as at the date of 2022 AGM.

During the year under review, no share options were granted, exercised, cancelled and lapsed under the 2018 Share Option Scheme. There were no outstanding share options on 31 December 2023 granted under the 2018 Share Option Scheme (2022: Nil).

As at the date of this Annual Report, the total number of the Shares available for issue under the 2018 Share Option Scheme is 169,497,524 Shares, representing approximately 8.5% of the total number of Shares in issue and the remaining life of the 2018 Share Option Scheme is approximately 4 years.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the sections headed "Directors' Interests and Short Positions in Shares and Underlying Shares and Debentures" and "Share Options" of this Annual Report, at no time during the year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate, and none of the Directors, chief executive, or any of their respective spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right during the year under review.

RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the related party transactions and connected transactions for the year ended 31 December 2023 are set out in Note 28 to the Consolidated Financial Statements.

CONTRACTUAL ARRANGEMENTS

The Group has entered into a number of continuing agreements and arrangements ("Contractual Arrangements") with its connected persons in the ordinary and usual course of business, which constitute continuing connected transactions under the Listing Rules. Set out below are the details of the Group's continuing connected transactions.

Reasons for the Contractual Arrangements

PRC laws and regulations currently do not allow foreign investors to hold more than 50% of equity interests in a company providing value-added telecommunications services which is considered "restricted" under the Special Administrative Measures (Negative List) for the Access of Foreign Investment (《外商投資准入特別管理措施(負面清單)》).

The Contractual Arrangements among the Group, Beixi Business, Beishang and the Beishang Equity Owners of the consolidated affiliated entities are therefore necessary to achieve the Group's business objectives, although they have been as narrowly tailored as possible so as to minimize potential conflict with current PRC laws and regulations.

All INEDs have reviewed the Contractual Arrangements and confirmed that (i) the Contractual Arrangements have been entered into in the ordinary and usual course of business of the Group and on normal commercial terms; (ii) the transactions carried out during the year have been entered into in accordance with the relevant provisions of the Contractual Arrangements, have been operated so that the profit generated by the Beishang has been substantially retained by Beixi Business, if any; (iii) no dividends or other distributions have been made by Beishang to Beishang Equity Owners which are not otherwise subsequently assigned or transferred to Beixi Business; and (iv) the Contractual Arrangements and any new contracts entered into, renewed or reproduced between the Group and Beishang during the year are fair and reasonable, or advantageous, so far as the Group is concerned and in the interests of the Shareholders as a whole. The auditor of the Company has confirmed that the Contractual Arrangements have complied with the matters as set out in Rule 14A.56 of the Listing Rules. The Directors also believe that the Group's structure whereby the financial results of the consolidated affiliated entities are consolidated into the Group's financial statements as if they were the Group's subsidiaries, and the flow of economic benefits of their business to the Group places the Group in a special position in relation to relevant rules concerning connected transactions under the Listing Rules.

Relationship of the parties to the Contractual Arrangements

Beixi Business is a non-wholly owned subsidiary of the Company. Given Mr. Sun Zheng is a director of Beixi Business and that Mr. Sun Zheng is a substantial shareholder of Beishang by virtue of being a registered owner of Beishang holding 60% equity interests in Beishang, Mr. Sun Zheng will be regarded as a connected person of the Company at subsidiary level. Since Mr. Sun Zheng is the registered owner of Beishang holding 60% of Beishang's equity interests, Beishang is regarded as an associate of Mr. Sun Zheng under Chapter 14A of the Listing Rules. As such, the Contractual Arrangements constitute continuing connected transactions of the Company at the subsidiary level under Chapter 14A of the Listing Rules.

Risks relating to the Contractual Arrangements

We believe the following risks are associated with the Contractual Arrangements. Further details of these risks are set out on pages 18 to 20 of the Company's announcement dated 30 April 2021.

1. If the PRC government finds that the agreements that establish the structure for the Group to operate certain businesses in the PRC through the Contractual Arrangements do not comply with applicable PRC Laws, or if these regulations or their interpretations change in the future, the Group could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of the Group's interest in Beishang.

2. The Contractual Arrangements may not be as effective in providing operational control as direct ownership and Beishang or relevant parties may fail to perform their obligations under the Contractual Arrangements.

3. The Beishang Equity Owners may potentially have a conflict of interests with the Group.

4. The Contractual Arrangements may be subject to scrutiny of the PRC tax authorities and transfer pricing adjustments and additional tax may be imposed.

5. Beixi Business's ability to acquire the shares in Beishang may be subject to various limitations and substantial costs.

6. The Group may bear economic risk which may arise from difficulties in the operation of Beishang.

7. Certain provisions in the Contractual Arrangements may not be enforceable under PRC laws.

8. The Company may lose the ability to use and enjoy the assets held by Beishang if Beishang declares bankruptcy or becomes subject to a dissolution or liquidation proceeding.

9. The Group does not have any insurance which covers the risks relating to the Contractual Arrangements and the transactions contemplated thereunder.

10. Uncertainties exist with respect to the interpretation and implementation of the newly enacted Foreign Investment Law and how it may impact the viability of the current corporate structure, Contractual Arrangements, corporate governance and business operations of the Group and Beishang.

11. Impact of the Foreign Investment Law on variable interest entity.

12. Measures adopted by the Company to mitigate against any potential risk arising from the Foreign Investment Law.

Contractual Arrangements in Place

The major terms of the Contractual Arrangements that were in place as at 31 December 2023 are as follows:

(i) According to the exclusive business consultancy services agreements, Beishang agreed to appoint Beixi Business as its exclusive services provider to provide technical, consultancy and other services to Beishang, and in return, Beixi Business will charge for the services;

(ii) According to the exclusive call option agreements, each Beishang Equity Owners irrevocably, unconditionally and severally granted an exclusive call option to Beixi Business to require each Beishang Equity Owners to transfer their equity interests in Beishang to Beixi Business or its designee for nil consideration;

(iii) According to the equity pledge agreements, each Beishang Equity Owners pledged all their respective equity interests in Beishang to Beixi Business as security for the performance of the contractual obligation by them under the relevant equity pledge agreement, the relevant loan agreement, the exclusive call option agreement and the voting rights delegation agreement; and Beishang under the voting rights delegation agreement and the exclusive business consultancy services agreement; and

(iv) According to the voting rights delegation agreements, each Beishang Equity Owners irrevocably appointed Beixi Business's designated personnel to exercise the rights of them as a shareholder of Beishang.

There are no material Contractual Arrangements entered into, renewed or reproduced between the Group and the consolidated affiliated entities during the financial year ended 31 December 2023. There was no material changes in the Contractual Arrangements and/or the circumstances under which they were adopted for the year ended 31 December 2023.

For the year ended 31 December 2023, none of the Contractual Arrangements has been unwound as none of the restrictions that led to the adoption of structured contracts under the Contractual Arrangements has been removed. The Group has adopted various measures to ensure the effective operation of the Group with the implementation of the Contractual Arrangements and the Group's compliance with the Contractual Arrangements including the review of the overall performance of and compliance with the structured contracts under the Contractual Arrangements by the Board at least once a year. The Company has been advised by its PRC legal advisor that the Contractual Arrangements do not violate the relevant PRC regulations.

Save for the above continuing connected transactions, the other related party transactions which are disclosed in Note 28 to the Consolidated Financial Statements also constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules and such transactions are fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the best of knowledge of the Directors, the percentage of the Shares in the public's hands exceeded 25% throughout the year as required under the Listing Rules.

CORPORATE GOVERNANCE

Throughout the year under review, the Company complied with the applicable code provisions and principles as set out in Appendix C1 to the Listing Rules, except for the deviations mentioned in the section headed "Corporate Governance Report – Corporate Governance Practices" on page 22 of this Annual Report.

ENVIRONMENTAL, SOCIAL AND CORPORATE RESPONSIBILITY

The Company complied with the applicable code provisions and principles as set out in Appendix C2 to the Listing Rules throughout the year under review and details of which are set out in the section headed "Environmental, Social and Governance Report" on pages 38 to 63 of this Annual Report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

During the year under review, the Company was not aware of any material breach of or non-compliance with the applicable laws and regulations by the Group. The management regularly reviews and updates the rules and policies of the Group to ensure it is in compliance with the legal and regulatory requirements.

AUDITOR

The Consolidated Financial Statements of the Group for the year ended 31 December 2023 were audited by Mazars CPA Limited. A resolution for the re-appointment of Mazars CPA Limited as the auditor of the Company will be proposed at the 2024 AGM of the Company.

On behalf of the Board

Pang Yuet
Chairman and Executive Director
Hong Kong, 15 March 2024

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

It is a continuing commitment of the Board and the management of the Company to maintain a high standard of corporate governance practices and procedures to safeguard the interests of the Shareholders and enhance the performance of the Group. The Company has adopted and applied the principles as set out in the CG Code.

During the year ended 31 December 2023, the Company complied with the applicable CG Code and principles, save for the deviations specified and explained below.

Code Provision C.2.1

The post of chief executive of the Company has remained vacant since March 2009. The duties of chief executive had been performed by other EDs. As there is a clear division of responsibilities of each director, the vacancy of the post of chief executive did not have any material impact on the operations of the Group. Nevertheless, the Board will review the current structure from time to time and if a candidate with suitable knowledge, skill and experience is identified, the Board will make an appointment to fill the post of chief executive as appropriate.

CORPORATE STRATEGY AND CULTURE

The Company instils a culture that promotes a high standard of corporate governance at all times and in all areas of its operations. The Board believes that good corporate governance is an essential element in enhancing the confidence of current and potential shareholders, investors, employees, business partners and the community as a whole. As such, the Group have been striving to achieve the objectives of 1) providing excellent service to meet the needs of the customers, 2) providing safety working environment to the staff, 3) protecting the investment of shareholder, and 4) promoting the sustainable development for the society. In order to facilities the objectives of the Group. The Group establish difference departments and teams to promote and maintains high quality of corporate governance. The Board (including the independence non-executive Directors) is responsible for the Group's monitor and supervisor the function of the teams. The Directors believe that the effectiveness of risk management analysis, internal control policy and EGS function shall enhance day to day operation including safety review, strategy development, business planning, capital allocation, investment decisions. As a result, the corporate governance of the Group shall balance the needs of all stakeholders of the Group.

BOARD OF DIRECTORS

(1) Board Composition

The Board currently comprises three EDs and three INEDs. The biographical details of each Director are shown in the section headed "Directors' Profile" on pages 8 to 10 of this Annual Report and are on the Company's website. The Directors during the year under review and up to the date of this Annual Report are as follows:

Executive Directors

Mr. Pang Yuet *(Chairman)*
Mr. Sun Peng
Mr. Hui Wai

Independent Non-Executive Directors

Mr. Ng Kwun Wan
Mr. Wong Cheuk Bun
Mr. Hon Ming Sang

The Directors do not have any relationship (including financial, business, family or other material relationships) with each other, except that Mr. Pang Yuet, the Chairman and ED, is a cousin of Mr. Sun Peng, an ED.

(2) Nomination and Appointment of Directors

The Company has adhered to its policy in selecting candidate(s) for the appointment as Directors by considering advices from the Nomination Committee and taking into account the Board Diversity Policy. The existing Directors are subject to retirement by rotation at least once every three years and are eligible for re-election at the Company's AGM. For the newly appointed Director, he shall hold office only until the next general meeting of the Company (in case of filling a casual vacancy) or until the next following AGM of the Company (in case of an addition to the existing Board), and shall then be eligible for re-election.

(3) Responsibility of the Board of Directors

It is the function of the Board to assume the responsibility for leadership and control of the Company. The Directors are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs.

Other duties include but are not limited to:

- maintaining effective control of the Company;
- giving strategic direction to the Company;
- reviewing, approving and monitoring fundamental financial and business strategies, plans and major corporate actions;
- ensuring that the Company complies with relevant laws, regulations and codes of business practice;
- ensuring that the Company communicates with the Shareholders and the relevant stakeholders transparently and promptly; and
- reviewing and monitoring the overall corporate governance functions of the Company.

The day-to-day management, administration and operations of the Group and the implementation of policies have been delegated to the management of the Group. The Board fully supports the management with appropriate power and authorities in operating the Group's businesses within the strategic directions given by the Board. The management should report back to the Board before any significant decisions and commitments are to be made. The Board also reviews the authorities delegated to the management regularly to ensure that these are appropriate and effective.

Although the Board has delegated its certain responsibilities and functions to the management and various committees, it acknowledges that it remains ultimately accountable for the performance and affairs of the Company.

(4) Board Meetings and General Meetings

There were 16 Board meetings and 1 general meeting held during the year under review. The attendance of Directors at the Board meetings and the general meetings are as follows:

	Attendance No. of Board meetings attended/ No. of Board meetings held during the year	Attendance No. of general meetings attended/ No. of general meetings held during the year
Executive Directors		
Mr. Pang Yuet *(Chairman)*	15/16	1/1
Mr. Sun Peng	16/16	1/1
Mr. Hui Wai	16/16	1/1
Independent Non-Executive Directors		
Mr. Ng Kwun Wan	15/16	1/1
Mr. Wong Cheuk Bun	15/16	1/1
Mr. Hon Ming Sang	15/16	1/1

(5) Board Activities

The Board meets regularly and holds not less than four meetings each year at approximately quarterly intervals to review and discuss the Company's operations, financial results and other relevant matters as identified by the Directors. Additional meetings will also be arranged at the Directors' request as driven by circumstances. Through participating in the Board meetings, committee meetings and general meetings, the Directors are able to make contributions as required from them to the Board and to the development of the Group.

The Board proceedings are well defined and in adherence to the requirements under the Articles of Association and the Listing Rules. The company secretary prepares the agendas for Board meetings and issue to all Directors with a notice period (either written and/or verbal) of at least 14 days for regular Board meetings, and shorter notice period for other Board meetings, and distribute to all Directors the Board papers containing relevant information and documents at least 3 days before the Board meetings. During each Board meeting, the Chairman of the meeting encourages all Directors to make a full and active contribution to the Board's affairs and takes the lead to ensure that the Board acts in the best interests of the Company. Directors are also encouraged to discuss the matters at the meeting and express their different views to ensure that the Board's decisions fairly reflect the consensus of all Directors. EDs are responsible for reporting to the Board the respective business segments, including but not limited to, operations of the respective divisions, business update, progress of the projects, financial performance, corporate governance and compliance matters.

The Directors are required to declare their and their connected entities' direct or indirect interests, if any, in any proposals or transactions to be considered by the Board at the Board meetings and should not vote and be counted in the quorum on the relevant resolutions in relation to such proposals and transactions thereat.

The company secretary prepares written resolutions and minutes as required by the circumstances and keeps detailed records of matters discussed and decisions resolved at the Board meetings, committee meetings and general meetings, including any concern raised by the Directors, members of the committees and the Shareholders (as the case may be) or their dissenting views expressed. Draft resolutions and minutes of the Board/committee meetings will be circulated to the Directors/members of the committees for comments in a timely manner. Original minutes and resolutions of the Board/committees and general meetings are placed on record and kept by the company secretary. These are available for inspection upon request by the Directors.

(6) Continuous Professional Development

For newly appointed Director, the Company will provide an induction package including necessary information of the Group and briefings relevant to the business and/or director's duties. The Directors are encouraged to participate in continuous professional development courses and seminars to develop and refresh their knowledge and skills as directors of listed company. The Company continuously updates the Directors on the latest developments regarding the Listing Rules and other applicable regulatory requirements, to ensure compliance and enhance their awareness of good corporate governance practices.

Corporate Governance Report

The individual training record of each Director for the year ended 31 December 2023 are as follows:

	Course/ seminar provided/ accredited by professional body	Updates on corporate governance, regulatory development, anti-corruption, other professional skills and Self-reading
Executive Directors		
Mr. Pang Yuet *(Chairman)*		✓
Mr. Sun Peng		✓
Mr. Hui Wai		✓
Independent Non-Executive Directors		
Mr. Ng Kwun Wan	✓	✓
Mr. Wong Cheuk Bun	✓	✓
Mr. Hon Ming Sang	✓	✓

(7) Monthly Management Reports to Directors

All Directors are provided with monthly report on the Company's performance, position and prospects, together with the latest development on the changes of applicable rules and regulations to enable the Board as a whole and each Director to discharge their duties. All Directors have been continuously keeping themselves updated on relevant issues, such as, corporate governance and regulatory requirements through self reading materials.

(8) Chairman and Chief Executive

Mr. Pang Yuet is the Chairman of the Board and there is no chief executive during the year under review and up to the date of this Annual Report.

The Chairman and chief executive are responsible for the management of the Board and the day-to-day management of the Company. The Company has established and adopted a "Division of Responsibilities of the Chairman and Chief Executive" guideline which clearly identified the respective roles of the Chairman and chief executive. In brief, the Chairman is responsible for providing leadership for the Board and the chief executive is responsible for leading the management in the day-to-day running of the Group's business in accordance with the business plans and within the budgets approved by the Board.

During the year under review, the post of chief executive has been vacant and the duties of chief executive were performed by all EDs collectively.

(9) Directors' and Officers' Liability Insurance

The Company has taken out the directors' and officers' liability insurance coverage pursuant to the Articles of Association in relation to the liability of the Directors and officers for any loss or damage which may happen to or be incurred by the Company in the execution of the duties of his/their office(s) or in relation thereto.

(10) Independent Advice to the Board

The Directors, upon reasonable request to the Company in an agreed procedure, are authorized, at the expenses of the Company, to seek independent professional advices in appropriate circumstances in order to assist them in performing their duties.

BOARD COMMITTEES

The Board currently has four committees, namely the Audit Committee, the Nomination Committee, the Remuneration Committee and the Executive Committee. All the Board committees are empowered by the Board under their own TORs which have been published on the Stock Exchange's website and the Company's website respectively.

(1) Audit Committee

The Audit Committee comprising only INEDs was established with specific written TOR. Its main functions are to review and provide supervision over the Group's financial reporting process, risk management and internal controls.

As at 31 December 2023, members of the Audit Committee were Mr. Ng Kwun Wan (Chairman), Mr. Wong Cheuk Bun and Mr. Hon Ming Sang.

During the year under review, the Audit Committee performed the following duties:

- Reviewed and reassessed the TOR of the Audit Committee;
- Recommended to the Board regarding the appointment and remuneration of the auditor;
- Reviewed the draft annual and interim financial statements and the draft results announcements of the Company, focusing on main areas of judgment and compliance with certain rules and standards prior to recommending them to the Board for approval;
- Reviewed, in conjunction with the auditor, the developments of accounting standards and assessed their potential impacts on the Group's financial statements;
- Reviewed and monitored the auditor's independence, objectivity and the effectiveness of audit process in accordance with applicable standards;
- Assessed the independence of the auditor, prior to formally engaging the auditor to carry out the audit for the Group's financial statements for the year;

- Discussed the proposed scope of work and approach of the audit with the auditor prior to the actual commencement of the audit;

- Reviewed the results of the external audit, and discussed with the auditor on any significant findings and audit issues;

- Reviewed the legality and enforceability of the Contractual Arrangements of the Company;

- Reviewed and approved the internal audit planning, and discussed any significant issues with the internal auditor and the management of the Company; and

- Reviewed the adequacy and effectiveness of the Group's systems of enterprise risk management and internal control through a review of the work undertaken by the internal auditor and discussions with the Board.

The Audit Committee held 7 meetings during the year under review and the attendance of its members are as follows:

	No. of meetings attended/ No. of meetings held during the year
Mr. Ng Kwun Wan *(Chairman)*	7/7
Mr. Wong Cheuk Bun	7/7
Mr. Hon Ming Sang	7/7

(2) Nomination Committee

The Nomination Committee comprising one ED and two INEDs was established with specific written TOR. Its main functions are to determine policy for nomination of the Directors, review and assess the structure, size and composition of the Board and to identify and make recommendation to the Board on the selection, appointment or re-appointment for directorship.

The Company has adopted procedures for the nomination of new directors, pursuant to which (i) a meeting of the Nomination Committee in relation to the nominations of new directors to the Board will be held; and (ii) the Board will consider and, if thought fit, approve the appointment of the new directors by way of board meeting or written resolution. To ensure a proper understanding of the operations and businesses of the Company and that he/she is fully aware of his/her responsibilities under the applicable laws and regulations (including the Listing Rules), the newly appointed directors will be provided with a comprehensive, tailored and formal induction of the Company on the first occasion of his/her appointment.

The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a candidate:

- Succession planning of the Directors;
- Leadership required for the Group to maintain or strengthen its competitive edges;
- Changes in market environment and commercial needs of the market in which the Group operates;
- Skills and expertise required for being a member of the Board;
- Relevant requirements for a candidate to be a director of the Company under the Listing Rules;
- Character and integrity;
- Commitment of sufficient time for performance of the duties as a director; and
- The Board's diversity in all aspects as mentioned in the Corporate Governance Report.

As at 31 December 2023, members of the Nomination Committee comprised of 1ED and 2 INEDs, namely, Mr. Pang Yuet (Chairman), Mr. Ng Kwun Wan and Mr. Wong Cheuk Bun.

During the year under review, the Nomination Committee performed the following duties:

- Reviewed and reassessed the TOR of the Nomination Committee;
- Reviewed the structure, size and the composition of the Board;
- Reviewed and updated the board diversity policy of the Company;
- Reviewed the independence of all INEDs; and
- Recommended to the Board on the re-appointment of Directors at the 2023 AGM.

The Nomination Committee held 2 meetings during the year under review and the attendance of its members are as follows:

	No. of meetings attended/ No. of meetings held during the year
Mr. Pang Yuet *(Chairman)*	2/2
Mr. Ng Kwun Wan	2/2
Mr. Wong Cheuk Bun	2/2

(3) Remuneration Committee

The Remuneration Committee comprising only INEDs was established with specific written TOR and its main function is to make recommendations to the Board on policies relating to the remuneration of all Directors. In accordance with the Listing Rules, the majority of the members of the Remuneration Committee are INEDs.

As at 31 December 2023, the members of the Remuneration Committee consisted of 3 INEDs, namely, Mr. Ng Kwun Wan (Chairman), Mr. Wong Cheuk Bun and Mr. Hon Ming Sang.

During the year under review, the Remuneration Committee performed the following duties:

- Reviewed and reassessed the TOR of the Remuneration Committee;
- Reviewed the service contract of the Directors; and
- Reviewed and assessed the remuneration package and the performance of the Directors.

The Remuneration Committee held 3 meetings during the year under review and the attendance of its member are as follows:

	No. of meetings attended/ No. of meetings held during the year
Mr. Ng Kwun Wan *(Chairman)*	3/3
Mr. Wong Cheuk Bun	3/3
Mr. Hon Ming Sang	3/3

(4) Executive Committee

The Executive Committee comprising at least two EDs was established with specific written TOR. It's main functions are to provide business strategies and future directions to the Company and advise on all commercial matters and operations of the Group and make recommendations to the Board for approval (if necessary).

As at 31 December 2023, the Executive Committee comprised of 3 EDs, namely, Mr. Pang Yuet (Chairman), Mr. Sun Peng and Mr. Hui Wai.

During the year under review, the Executive Committee performed the following duties:

- Reviewed and reassessed the TOR of the Executive Committee; and
- Approved the contracts of the operations of the Group.

The Executive Committee held 2 meetings during the year under review and the attendance of its members are as follows:

	Attendance No. of meetings attended/No. of meetings held during the year
Mr. Pang Yuet *(Chairman)*	2/2
Mr. Sun Peng	2/2
Mr. Hui Wai	2/2

(5) Corporate Governance Function

The Company has not established any committee responsible for the corporate governance function of the Group and it is collectively performed by the Board. The Board acknowledges overseeing the corporate governance function of the Group collectively with a view in compliance with the Listing Rules.

During the year under review, the Board performed the following corporate governance functions:

- Reviewed the Company's policies and practices on corporate governance and made recommendations;
- Reviewed and monitored the training and continuous professional development of Directors and senior management;
- Reviewed and monitored the Company's policies and practices on compliance with legal and regulatory requirements; and
- Reviewed the compliance with the CG Code and the disclosure in the Corporate Governance Report.

COMPANY SECRETARY

Mr. Poon Pok Man Coca, the company secretary of the Company, complied with Rule 3.29 of the Listing Rules of obtaining no less than 15 hours of relevant professional training during the year under review.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the Company's code of conduct for dealings in securities of the Company by the Directors. Having made specific enquiry, all Directors confirmed that they have complied with the Model Code throughout the year ended 31 December 2023.

FINANCIAL REPORTING

The Directors are responsible for the preparation of the Consolidated Financial Statements of the Group for the relevant accounting periods under applicable statutory and regulatory requirements which give true and fair view of the state of affairs, the results of operations and cash flows of the Group. In preparing the consolidated financial statements for the six months ended 30 June 2023 and for the year ended 31 December 2023, the Directors have adopted suitable accounting policies and applied them consistently. The Consolidated Financial Statements have been prepared on a going concern basis.

A statement by the auditor about its reporting responsibilities is set out in the Independent Auditor's Report on pages 64 to 68 of this Annual Report.

RISK MANAGEMENT AND INTERNAL CONTROL

During the year under review, the Group complied with Code Provision D.2 of the CG Code by establishing appropriate and effective risk management and internal control systems. The Board is responsible for the design, implementation and monitoring of such systems, the Board is also responsible for reviewing their effectiveness on an ongoing basis. Main features of the risk management and internal control systems are described in the sections below:

Risk Management System

The Group adopts a risk management system which manages the risk associated with its business and operations. The system comprises the following phases:

- *Identification:* Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- *Evaluation:* Analyze the likelihood and impact of risks and evaluate the risk portfolio accordingly.
- *Management:* Consider the risk responses, ensure effective communication to the Board and on-going monitoring of the residual risks.

Based on the risk assessments conducted for the financial year ended 31 December 2023, no significant risk was identified.

Internal Control System

The Company has in place an internal control system which is compatible with the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework. The framework enables the Group to achieve objectives regarding effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations. The components of the framework are shown as follows:

- *Control Environment*: A set of standards, processes and structures that provide the basis for carrying out internal control across the Group.
- *Risk Assessment*: A dynamic and iterative process for identifying and analyzing risks to achieve the Group's objectives, forming a basis for determining how risks should be managed.

- *Control Activities*: Action established by policies and procedures to help ensure that management directives to mitigate risks to the achievement of objectives are carried out.

- *Information and Communication*: Internal and external communication to provide the Group with the information needed to carry out day-to-day controls.

- *Monitoring*: Ongoing and separate evaluations to ascertain whether each components of internal control is present and functioning.

In order to enhance the Group's system of handling inside information, and to ensure the truthfulness, accuracy, completeness and timeliness of its public disclosures, the Group also adopts and implements an inside information policy and procedures. Certain reasonable measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group, which include:

- The access of information is restricted to a limited number of employees on a need-to-know basis. Employees who are in possession of inside information are fully conversant with their obligations to preserve confidentiality.

- Confidentiality agreements are in place when the Group enters into significant negotiations.

- The EDs are designated persons who speak on behalf of the Company when communicating with external parties such as the media, analysts or investors.

Based on the internal control reviews conducted for the financial year ended 31 December 2023, no significant control deficiency was identified.

Internal Auditors

The Group has outsourced the internal audit work (the "IA function") to SHINEWING Risk Services Limited, which is one of the professional internal audit services provider in Hong Kong. The IA function is independent of the Group's daily operations and carries out appraisal of the risk management and internal control systems by conducting interviews, walkthroughs and tests of operating effectiveness.

An internal audit plan has been approved by the Board. According to the established plan, review of the risk management and internal control systems is conducted annually and the results are reported to the Board via the Audit Committee afterwards.

Effectiveness of the Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Group and ensuring annual review of the effectiveness of these systems. Several areas have been considered during the Board's review, which include but not limited to (i) the changes in the nature and extent of significant risks since the last annual review, and the Group's ability to respond to changes in its business and the external environment; and (ii) the scope and quality of management's ongoing monitoring of risks and of the internal control systems.

The Board, through its review and the review made by IA function and the Audit Committee, concluded that the risk management and internal control systems were effective and adequate. Such systems, however, 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. It is also considered that the resources, staff qualifications and experience of relevant staff were adequate and the training programs and budget provided were sufficient.

AUDITOR'S REMUNERATION

During the year under review, the fee for audit services provided by Mazars CPA Limited, the external auditor of the Company, was HK$1,200,000 and that for the non-audit services mainly representing the review of the interim result and professional services as a reporting accountant in relation to major acquisition transaction amounted to HK$630,000.

BOARD DIVERSITY

The Company specialises and embraces the benefits of building a diverse and inclusive Board and has adopted the board diversity policy in order to achieve and maintain its sustainable development and competitive advantage. The board diversity policy has been considered from a range of diversity perspectives, including but not limited to gender, age, educational background, ethnicity, professional expertise, expertise, skills, knowledge and length of service. These aspects will be considered in determining the optimum composition of the Board and should be balanced appropriately when possible and necessary. The Board reviews the implementation and effectiveness of the board diversity policy annually.

Underpinned by meritocracy, the Board appointments will be considered against objective criteria, with due regard for the benefits of diversity on the Board.

The Nomination Committee annually discusses and establishes measurable objectives for achieving diversity on the Board. At any given time, the Nomination Committee may seek to improve one or more aspects of its diversity and measure progress accordingly.

With reference to the business needs of the Group, the following measurable objectives have been set for implementing the board diversity policy:

1) A prescribed proportion of female members on the Board;

2) A prescribed proportion of independent non-executive Directors on the Board;

3) A prescribed proportion of members on the Board holding bachelor's degree or above; and

4) A prescribed proportion of members on the Board possessing China-related work experience.

Based on its review, the Nomination Committee considers that the Company has achieved the measurable objectives set for implementing the board diversity policy of the Company, except for item 1.

The Board is aware of the amendment to the Listing Rule which became effective from 1 January 2022. As at the date of this Annual Report, the Board is comprised of single gender. The Board is committed to improving gender diversity as when suitable candidates are identified, the Company will appoint at least a female director during the transitional period as required.

In striving to maintain gender diversity, similar considerations are used when recruiting and selecting key management and other personnel across the Group's operations. As at 31 December 2023, we maintained a 1:1.86 ratio of women to men in the workplace.

COMMUNICATIONS WITH SHAREHOLDERS

(1) Shareholders' Rights

The Company has adopted a shareholders' communication policy to ensure the Shareholders' views and concerns are approximately addressed. The Company reviews the policy regularly to ensure its effectiveness.

The Company establishes and maintains different communication channels with the Shareholders through the publication of annual and interim reports, information on the Stock Exchange and a corporate website and investor meetings. The Company reports the financial performance of the Company to the Shareholders twice a year and maintains a regular dialogue with investors.

To safeguard Shareholders' interests and rights, separate resolutions will be proposed at the general meeting on each substantially separate issue, including the election of the Directors. Details of the proposed resolutions will be contained, where necessary, in circulars of the Company. The Chairman of the general meeting shall exercise his power under the Articles of Association to put each proposed resolution to the vote by way of a poll. The procedures for demanding and conducting a poll will be explained at the meeting. Poll results will be posted on the websites of the Company and the Stock Exchange after each general meeting.

(2) Convening a General Meeting

Under Section 566 of the Companies Ordinance, Shareholders who represent at least 5% of the total voting rights of all Shareholders having a right to vote at general meetings may request the Directors to convene general meetings by written request. The request must state the general nature of business to be dealt with at the meeting, and must be signed by the requisitionist(s) and deposited at the registered office of the Company.

The Directors must proceed to convene a general meeting within 21 days from the date of receipt of the request. Such meeting should be held on a date not more than 28 days after the date on which the notice convening the meeting is given. If the Directors fail to convene the general meeting as aforesaid, the requisitionist(s), or any of them representing more than one-half of the total voting rights of all of them, may themselves convene the meeting. Any meeting so convened shall not be held after the expiration of three months from the date of the deposit of the request.

(3) Putting Forward Proposals at General Meeting

Under Section 615 of the Companies Ordinance, Shareholders representing at least 2.5% of the total voting rights of all Shareholders having a right to vote, or at least 50 Shareholders who have a relevant right to vote may (a) make a written request to circulate a resolution for the AGM; and (b) circulate their written statement to Shareholders with respect to matter or other business to be dealt with at general meeting.

The request must be sent to the Company in hard copy or electronic form and must identify the resolution of which notice is to be given. It must be signed by the requisitionist(s) and be received by the Company not less than six weeks before the AGM to which the requests relate, or, if later, the time at which notice is given of that meeting.

For more details on the Shareholders' qualifications, and the procedures and timeline, in connection with the above, Shareholders may refer to the Sections 580 and 615 of the Companies Ordinance.

(4) Procedures for Sending Enquiries and Proposals to the Board

Shareholder may send in their enquiries and put forward proposals to the Board by sending the same to:

The Board of Directors
Asia Energy Logistics Group Limited
Suite 802-803, 8/F
One Pacific Place
88 Queensway
Hong Kong

OR

Email: enquiries@asiaenergy351.com

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

(5) Investor Relations

The Company considers that effective communication with Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company endeavours to maintain an on-going dialogue with the Shareholders and in particular, use AGM or other general meetings to communicate with them and encourage their participation. The Chairman, the chairman of all Board committees and the auditor make themselves available at the AGM and answer questions from the Shareholders.

(6) Constitutional Documents

The Company has adopted a new Articles of Association at the 2023 AGM, so as to, among others, comply with Companies Ordinance and the updated Listing Rules. The new Articles of Association is available on the Company's website.

DIVIDEND POLICY

The Board has adopted a dividend policy (the "Dividend Policy") pursuant to Code Provision F.1.1. The Dividend Policy sets out the principles and procedures for the payment of dividend to the Shareholders. The Board shall monitor the payment of dividends and review the Dividend Policy from time to time and approve any revision thereof subject to the requirements of the Companies Ordinance, the Listing Rules and all other applicable legislations.

Pursuant to the Dividend Policy, in brief, the Company shall distribute such amount of profits by way of dividend as the Board may decide from time to time. The dividend amount should be correlated with the performance of the financial year and the Company should maintain a stable payout ratio that is in line with the future prospect of the business. As a guideline, the payout ratio should not be more than 50% of the profits of the Company and its subsidiaries for the year. If due to any special reason that demands a higher payout ratio, the management must explain the rationale to the Board in details. The dividend may be distributed in the form of either cash or bonus Shares at an option for the Shareholders to select, subject to such provisions as stipulated in the Articles of Association and the Companies Ordinance as well as applicable rules and legislations from time to time.

UPDATE OF TORS OF THE COMMITTEES

During the year under review, no significant update was made to TORs.

Environmental, Social and Governance Report

I. INTRODUCTION AND ENVIRONMENTAL, SOCIAL AND GOVERNANCE POLICIES

About the Report

The Environmental, Social and Governance Report (the "Report") summarises the initiatives, plans and Asia Energy Logistics Group Limited (the "Company") and its subsidiaries (collectively, the "Group") in the environmental, social and governance ("ESG") aspects, and illustrates the sustainability of our business activities in terms of ESG.

The Group adheres to the management policies of sustainable ESG development and is committed to handling the Group's ESG matters effectively and responsibly, which it believes are of great significance for its business and operations.

ESG Governance

As at 2023, ESG governance in the shipping business reflects the maturation of practices, influenced by the experiences and challenges brought about by the COVID-19 pandemic. With the reopening of economic activities following the easing of COVID-19 measures, the Company is navigating a changing landscape with a renewed commitment to sustainability, resilience, and responsible business practices. Ongoing adaptation to evolving ESG standards and proactive engagement with stakeholders remains key priorities for the Company in the post-COVID era.

Through the Group ESG governance, it aims to create accountability at all levels, so that everyone and each party is well aware of the role and responsibilities in contributing to ESG objectives of the Group. The directors (the "Directors") and the board of Directors (the "Board") has been dedicated to improving our ESG performance through a better ESG management and monitoring system, including an accurate collection of data on a timely manner and a better incorporation of ESG concept into company management, so as to balance the financial gains with environmental and social goods. The Group has also maintained an open and effective communication channels with our stakeholders to ensure a collaborative effort in long-term sustainability, and to readjust our ESG-related strategies.

The Board is responsible to oversee the broader ESG megatrends, risks and opportunities that would affect the long-term development and positioning of the Group. The top management determines the overall strategic direction of the Group to achieve sustainable growth, while benefiting the society. It also endorses the key policies of ESG focus areas. They effectively record and report ESG related information, and fully put into practice the ESG related management work.

Reporting Framework

The ESG Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide (the "Reporting Guide") sets out in Appendix C2 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").

The details of the operations of the Group are set out in the "Management Discussion and Analysis" section of the annual report of the Company for the financial year ended 31 December 2023 annual report (the "Annual Report"). If there is any conflict or inconsistency, the English version shall prevail.

Environmental, Social and Governance Report

Reporting Period

The ESG Report elaborates on the Group's ESG events, challenges and measures during the year from 1 January 2023 to 31 December 2023 (the "Reporting Period").

Reporting Scope

During the Reporting Period, the Group adjusted its business strategy for sustainable development and focused on shipping and logistics business; therefore, the scope of the report covers the key performance indicators ("KPIs") data of the Group's main operating activities at a Hong Kong office and two own vessels.

The Board has confirmed that the Report does not contain any false information, misleading statements or material omissions, and collectively and individually, accept responsibility for the truthfulness, accuracy and completeness of its contents.

The Group refers to the Reporting Guide with a complete index in compliance is available at the end of this Report for reference. Except for provisions that the Group considers are inapplicable to its operations, for which explanations have been given on the rightmost column in the said index, this report has complied with all the "comply or explain" provisions set out in the ESG Reporting Guide. This year's Report is further enhanced, with a wider range of KPIs. In line with these standards, key stakeholders, including operation departments, management and independent third parties, were engaged in the material assessment and identification of the relevant and important environmental, social and governance policies, for incorporation in the Report.

Stakeholder Engagement

The Group is committed to maintaining the sustainable development of its business and the environmental protection of the communities in which it operates. We maintain a close tie with its stakeholders, including government/regulatory organizations, shareholders/investors, employees, customers, suppliers, community, etc. and strive to balance their opinions and interests through constructive communications in order to determine the directions of its sustainable development. We assess and determine our environmental, social and governance risks, and ensure that the relevant risk management measures and internal control systems are operating effectively.

The following table shows the management response to the stakeholders' expectations and concerns:

Key Stakeholders	Expectations and concerns	Management response
Government/regulatory organizations	Compliance in laws and regulations	Establish comprehensive and effective internal control system
	Fulfill tax obligation	Pay tax on time, and in return contributing to the society
	On-site visits and inspections	Uphold integrity and compliance in operations
Investors/Shareholders	Return on investment	Management possesses relevant experience and professional knowledge in business sustainability
	Information transparency	Ensure transparent and effective communications by dispatching information on the websites of HKEX and the Company
	Corporate governance system	Continue to improve the internal control system and focus on risk management
Customers	High quality services	Improve the quality of services continuously in order to maintain customer satisfaction
	Reasonable price	Ensure proper contractual obligations are in place
Business partners, contractors and Suppliers	Good relationship with the Company	Business Partners and Suppliers management meetings and events
	Corporate reputation	Business Partners and Suppliers on-site audit management policy
Employees	Career development	Encourage employees to participate in continuous education and professional trainings
	Compensation and welfare	Establish a fair, reasonable and competitive remuneration scheme
	Health and workplace safety	Pay attention to occupational health and safety

Key Stakeholders	Expectations and concerns	Management response
Community	Environmental protection	Pay attention to climate change
	Community contribution	Encourage employees to actively participate in charitable activities and voluntary services
	Economic development	Maintain good and stable financial performance and business growth

Materiality Assessment

The management and employees that perform major functions in the Group have all participated in preparing the ESG Report to assist the Group in reviewing its operation, identifying relevant ESG matters, and assessing the importance of such relevant matters to its business and stakeholders. Information was collected from relevant departments and business units of the Group based on the major ESG matters that had been assessed.

During the Reporting Period, our assessment standards, methodologies, calculation tools, source of conversion factors used are mainly based on the document "How to prepare an ESG Report" issued by the Stock Exchange. The Group has evaluated the materiality and importance in ESG aspects through the following steps:

(1) Material ESG area identification by industry benchmarking;
(2) Key ESG area prioritization with stakeholder engagement; and
(3) Validation and determining material ESG issues based on the results of communication among stakeholders and the management.

Reducing and controlling emissions of gas and waste remains a top priority for the Group by having in place policies and indicators in specific areas to encourage waste reduction, recycling and sustainability.

The Maritime Safety Information (MSI) environment protection monitoring handbook and Energy Efficiency Operational Indicator (EEOI) & CO_2 emission monitoring report provided the quantitative information for the reporting of emissions. The collected data can use both for environmental protection and future improvements of the Group's vessels.

Secondly, the Group is committed to implementing the safety assessments in business processes comprehensively, through continuously improving its management systems and measures, aiming to achieve zero employee fatalities or injuries in business processes.

Moreover, the Group is also committed to minimizing pollution and contributing positively to the mother nature in every aspect of our operations. We strive to promote sustainable living among our stakeholders and the broader community.

Contact us

The Group welcomes stakeholders' feedback on its ESG approach and performance. Please give your suggestions or share your views with us via email at enquiries@asiaenergy351.com.

II. ENVIRONMENT

Major Scope & Aspects

The Group attaches high importance to environmental management in its businesses and formulates scientific environmental protection and measures by adopting the world's leading practices in its operation. The Group also endeavors to fulfil the social responsibility for environmental protection as its efforts to protect the Earth and build a sustainable future for its future generations. In order to monitor its environmental management and minimise the impacts of its business operation, the Group has formulated relevant policies for environmental management, while promoting employees' awareness on environmental protection and complying with relevant laws and regulations.

One of the principal businesses of the Group is provision of chartered vessels for the transportation of dry bulk cargoes as well as operation of international voyages. Our vessels are required to comply with the law of the countries while in the territorial waters of the respective countries. These laws, regulations and rules generally govern the legal requirements, technical standards, Health-Safety-Environmental (HSE) procedures and measures of vessel operation and are outlined below:

Laws/Regulations	**Description**
International Convention for the Prevention of Pollution from Ships ("MARPOL")	The prevention of marine environment pollution by vessels from operational or accidental causes regulates the emission of all forms of pollutants by vessels including oil, sewage, garbage and gas.
International Convention on Standards of Training, Certification and Watchkeeping for Seafarers ("STCW Convention")	Standards for training, certification and watchkeeping for seafarers working on board of the vessels which operates on international voyages.
Convention on the International Regulations for Preventing Collisions at Sea ("COLREGS")	The road for vessels engaged on voyages on the high sea. It contains rules for steering and sailing, conduct of vessels in limited visibility etc.
International Convention on Load Lines	The limit to the draught to which a ship may be loaded, in addition to setting provisions to prevent water from entering a ship through doors, hatches, windows, ventilators etc.
International Safety Management Code for Safe Operation of Ships and for Pollution Prevention ("ISM Code")	The enhancement in greater responsibility to onshore management in respect of safe operation of ships as well as prevention of pollution.
Hong Kong Merchant Shipping (Local Vessels) Ordinance ("Cap.548 of the Laws of Hong Kong")	An Ordinance to provide for the regulation and control of local vessels in Hong Kong or in the waters of Hong Kong and for other matters affecting local vessels, including their navigation and safety at sea (whether within or beyond the waters of Hong Kong).

The Group has established a set of policies and procedures in place with respect to the shipboard operation for each of the Group's vessels, as below:–

1) Safety and environmental protection policy;

2) Instructions and procedures to ensure safe operation of ships and protection of environment in compliance with relevant international and flag state legislation;

3) Procedures for reporting accidents and non-conformities with the provisions of the ISM Code; and

4) Procedures of preparation for and response to emergency.

The Group's safety and environmental policies are implemented through its safety management system in place in compliance with the requirements of the ISM Code. Each of the Group's vessels have been awarded with and have maintained the relevant certificates issued by the American Bureau of Shipping and Lloyd's Register of Shipping pursuant to the ISM Code and MARPOL for compliance with various requirements relating to prevention of air pollution, oil pollution and other kinds of marine pollution.

During the Reporting Period, the Group has not committed to any material breaches of the relevant laws, rules and regulations concerning environmental protection.

1. Emissions

General Disclosures and KPIs

During the Reporting Period, the Company was principally engaged in the shipping and logistics businesses. Source of emissions arising come from fuel consumption in the use of the vessel engines, vehicles, electricity consumption at the offices and air travel by employees. The Group's operations, through consumption of various kinds of fossil fuel, inevitably release Nitrogen Oxides (NO_x), Sulphur Oxides (SO_x), Particulate Matter (PM) and Carbon Dioxide (CO_2) into the air, which are considered to be one of the major sources of global warming. The Group is well aware of the impact of global warming on the planet Earth and all human. As such, the Group has been paying close attention to emissions to ensure that they comply with the industry standards, and that transparent data are communicated effectively throughout the Group to implement applicable changes, including reduction measures.

With the goal to reduce energy consumption and carbon emissions, the Group has formulated relevant rules and regulations for a sound and effective management of energy consumption, greenhouse gas ("GHG") emission, as well as discharge of domestic waste and sewage and other pollutants. The Group strictly complies with the environmental protection laws and regulation that are applicable to our business operations. Our Group's legal team have been working closely with our business units to assess the impact of those promulgated environmental protection laws and regulations such as the "Environmental Protection Law of the PRC", the "Prevention and Control of Atmospheric Pollution of the PRC, the "Prevention and Control of Water Pollution of the PRC", the "Prevention and Control of Environmental Pollution by Solid Waste", the "National Environmental Emergency Response Plan", the Air Pollution Control Ordinance ("Cap.311 of the Laws of Hong Kong"), the Prevention of Air Pollution of Merchant Shipping Regulation ("Cap.413P of the Laws of Hong Kong"), the Water Pollution Control Ordinance ("Cap.358 of the Laws of Hong Kong") and the Waste Disposal Ordinance ("Cap.354 of the Laws of Hong Kong") etc.

During the Reporting Period, the Group complied with relevant laws and regulations relating to air and GHG emissions, discharge into water and land, and generation of hazardous and non-hazardous waste. The Group did not violate any environmental protection laws or regulations of the region where we operate, nor was it subject to significant fines, non-monetary penalties and litigation relating to environmental protection.

1.1 Key Performance Indicators ("KPIs") of Emission Management

Types of emissions and respective emissions data

Air pollutants

The emission of air pollutants by vessels is relatively lower when compared with other means of transportations, air pollution is however unavoidable during the operation of the vessel, though not detrimental under control. With respect to the vessels operating in Hong Kong. All of the vessel engines, including both main and auxiliary installed on self-owned vessels, in accordance with the revised all applicable marine diesel engines and comply with the relevant limiting emission values of NOx as specified within regulation by the Prevention of Air Pollution of Merchant Shipping Regulation ("Cap.413P of the Laws of Hong Kong"). In line with the latest Annex VI to MARPOL requirements, the Regulation will tighten the emission standards for air pollutants generated by ships. It is a requirement that the Group's ship management company takes relevant measures to minimize the release of pollutants into the air by continuously monitoring the efficiency of vessel equipment. The ship management company have been recorded vessels' rated power and speed to ensure to minimise the emission of NOx. They also regularly conduct tank cleaning, cargo measurement, sampling and gas freeing operations to reduce the emission of cargo vapour and inert gas into the atmosphere.

GHG emission

Fuels combustion for powering engines is the major source of greenhouse gas of the Group's vessel. The ship's fuel oil limits SOx and PM emissions not exceed 0.5% m/m (after 1 January 2020) when operating outside of an Emission Control Area (ECA); and no more than 0.1% m/m (on and after 1 January 2015) when operating inside an ECA, as specified in the regulation 14 of Annex VI to MARPOL Conventions. The vessel also adopts weather routing, which is a means to minimize the usage of fuels by planning routes according to the weather, in a bid to lower the GHG emission. For the vessels' operation, both of the Group and its ship management company ensure compliance with all applicable environmental and related legislation by monitoring energy efficiency, as a result the collected data can also use for further improvements.

In addition, the use of battery, business travel and the disposal of paper during the daily operations also play a small part in the GHG. The Group has actively adopted the electricity-saving and energy-saving measures to reduce GHG emissions at the headquarter, including:

- Turn off equipment, machines and electronic devices after office hours;
- Make fully use of the online system in the offices, general transaction notification, data transmission, etc. through the network system;

- Use telecommunication system and video conferencing to replace unnecessary travel arrangements wherever appropriate and possible.
- Require employees to copy or print on both sides as much as possible;
- Use both sides of offices paper as much as possible;
- Collect and recycling waste paper by the administrative department; and
- Dispose of waste packaging boxes as "recyclable" waste.

Throughout the Reporting Period, the Group implemented effective energy-saving strategies during daily operations to minimize vessels' contribution to air pollution and GHG emission. As the result, a significant decrease of 13-26% in the air emission and 35% in the total GHG emission. The following table summarizes the KPIs of the Group's overall emission management:

	Total emissions (in tonnes)	
Types of emission	**2023**	2022
Air emission[1]		
Nitrogen Oxides (NO_x)	**627.04**	709.90
Sulphur Oxides (SO_x)	**52.29**	65.79
Particulate Matter (PM)	**56.74**	64.23
GHG emission[2]		
Direct GHG emission (Scope I) – fuel consumption	**19,710.07**	22,378.79
Indirect GHG emission (Scope II) – electricity consumption	**44.87**	25.90
Other Indirect Emission (Scope III)- Waste	**0.73**	0.48
Total GHG emission	**19,755.67**	22,405.17
Intensity of GHG emission– Unit per HKD1 million of revenue[3]	**137.52**	210.31

Note:

1. The data of vessel's emissions was from the Maritime Safety Information (MSI) environment protection monitoring handbook and Energy Efficiency Operational Indicator (EEOI) & CO2 emission monitoring report.

2. Greenhouse gas emission data are presented in terms of carbon dioxide equivalence with reference to the requirements of, including but not limited to, the Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (《溫室氣體盤查議定書：企業會計與報告標準》) published by the World Resources Institute and the World Business Council for Sustainable Development, the Reporting Guidance on Environmental KPIs (《環境關鍵績效指標彙報指引》) published by the Stock Exchange and the 2017 Sustainability Report published by CLP Power Hong Kong Limited.

3. During the Reporting Period, the total revenue of the Group was approximately HKD143,654,000 (2022: HKD106,533,000). Other intensity data in the ESG Report are also measured using this data.

Waste management

The Group adheres to the principles of waste management and is committed to a sound and proper management of all waste generated during the business operations.

The practice of waste management is compliant with laws and regulations relating to environmental protection. The Group has also implemented policies to reduce waste generation through environmental education, aiming at waste management from the source.

During the Reporting Period, the Group's waste treatment meets the requirements of relevant laws and regulations.

Hazardous waste

The disposal of hazardous waste is the responsibility of an independent third party and the business partner. Some hazardous waste (such as waste oil rag, organic cleaning waste liquid, waste day light tube, waste empty container, waste dry battery, waste washing machine water and waste engine oil) must be isolated and stored in a designated container to prevent leakage and be recycled and disposed of by a licensed waste collector. The Group also arranges adequate training for its employees to ensure their safety and prepare emergency response plans to prevent leakage.

Non-hazardous waste

Non-hazardous wastes such as metals, waste residues, plastics, paper and general waste are properly classified according to recyclable waste and non-recyclable waste, and are stored in designated collection areas. The collected recyclable waste is then periodically recycled by the waste collector. The Group identifies and classifies waste, centrally stores it, and disposes it in a unified manner. The persons in charge dispose of waste in a timely manner and maintain environmental sanitation around them.

In addition, the Group is committed to establishing electronic and green headquarter operations:

- Implement a paperless office environment by encouraging digital documentation and communication.
- Promote remote work options to reduce the need for daily commuting, cutting down on carbon emissions.
- Educate employees on sustainable practices and the importance of environmental conservation.
- Prioritize materials with low environmental impact and those that can be recycled or reused
- Encourage employees to recycle and properly dispose of electronic equipment.

In 2023, a 1% and 61% decrease in the intensity of hazardous and non-hazardous waste were disposed, compared to 2022. In the future, the Group may consider adjusting the waste discharge reduction target to aim for a higher goal. For instance, waste that might go to landfill can be incinerated to generate energy.

The table below sets out the data on total waste discharge of the Group during the Reporting Period:

	Unit (in Kg)	
Each waste discharge	**2023**	2022
Type of hazardous waste		
– waste dry battery	**0.70**	0.60
Intensity – Unit per HKD1 million of revenue	**0**	0.01
Type of non-hazardous waste		
– Paper	**112.26**	62.37
– General waste	**969.59**	874.41
Intensity – Unit per HKD1 million of revenue	**7.53**	19.26

Sewage discharge

The Group strives to proper conduct of sewage treatment processes to avoid polluting other natural resources. The sewage discharged by corporate offices and the processing plant during the daily operations will be discharged into the municipal sewage pipe network to the regional water purification plant. Regarding discarding sewage produced onboard on the vessel, the Group complies the sewage discharge regulations in MARPOL Annex IV. The Group continues to stay vigilant on the use and application of modern technologies and installations to Improve the performance in this regard.

The table below sets out the data on total sewage discharge of the Group during the Reporting Period:

	Unit (in Kg)	
Sewage	**2023**	2022
Sewage discharge	**9.97**	8.73
Intensity – Unit per HKD1 million of revenue	**0.07**	0.08

2.1. Energy Consumption

During the Reporting Period, the main types of energy consumed by the Group in its operations include diesel fuel, unleaded petrol, electricity and LPG. Due to increasing the vessels' and office activities, there are approximately 28% increase in the intensity of electricity, approximately 15% increase in the intensity of LPG. The Group strives to reduce energy consumption through technological upgrade, equipment renewal and enhancement of energy utilization efficiency during vessels' operations. There was a decrease in the intensity of diesel fuel and unleaded petrol of approximately 34% and 22% as compared to the same period of 2022. The Group endeavours to conserve energy saving effectively and implement procedures to control the energy resource.

The table below sets out the data on energy use and emission of the Group during the Reporting Period:

		Consumption	
Types of energy	**Unit**	**2023**	2022
Diesel fuel	L	**7,460,000**	8,450,000
Intensity – Unit per HKD1 million of revenue	L	**51,965.14**	79,318.15
Unleaded Petrol	L	**15,415**	14,677
Intensity – Unit per HKD1 million of revenue	L	**107.31**	137.77
Electricity	kWh	**56,799**	32,782
Intensity – Unit per HKD1 million of revenue	kWh	**395.39**	307.72
LPG	Kg	**152**	97.50
Intensity – Unit per HKD1 million of revenue	Kg	**1.06**	0.92

Moreover, the Group aims to motivate its employees to participate in resources conservation activities. The Group has advocated various energy conservation strategies, such as adopting work from home and use telecommunication system and video conferencing to replace traditional office working model. To save energy in the office, adopt energy-efficient practices such as using LED lighting, maximizing natural light, choosing energy-efficient equipment, promoting employee awareness, implementing efficient office designs, ensuring proper insulation, using energy-efficient appliances, embracing remote work, conducting regular equipment maintenance, encouraging green transportation, adopting a green purchasing policy, and conducting energy audits. These measures not only reduce energy consumption but also contribute to cost savings and promote sustainability in the workplace. By adopting these energy-saving practices, an office can significantly reduce its energy consumption, leading to cost savings and a more sustainable operation.

2.2 Water Consumption

Throughout the Reporting Period, there was no major problem about sourcing water that is fit for use in its operations. As for the offices of the Group, due to the nature of the operations, water consumption mainly arises from the daily use of water by the employees at the offices during working hours, and the domestic sewage is directly discharged into municipal sewage pipelines.

As the Group rented an office premise from an independent third party and paid management fee for the use of the common water facilities so data for the water consumption was not available.

2.3 Paper Consumption

The Group is committed to a paperless operation, constantly encouraging all employees to reduce paper usage through duplex printing, paper recycle and frequent use of electronic information systems for material sharing or internal administrative documents. Reusable paper products, such as envelopes, are properly recycled whereas the use of disposable paper products, such as paper cups and paper towels, are discouraged wherever possible and appropriate during the operation.

In addition, due to the nature of business, the Group does not involve any purchase of packaging materials. Therefore, this disclosure is not applicable to the Group.

3. Environmental Protection and Natural Resources Conservation

General Disclosures and KPIs

Shipping and logistics businesses drives global trade, nevertheless, the industries still generate negative impacts on the marine environment. The Group is highly aware of the adverse impact on the environment and natural resources, and thus taking steps to minimize those negative footprints by the operation. In addition to compliance with relevant environmental laws and regulations, the Group has integrated the concept of environmental protection into its internal management and daily operation with an objective of achieving environmental sustainability including prevention measures and planned maintenance system (PMS).

3.1. Prevention Measures

The Group's shipping and logistics business adversely impacts the marine environment, through the form of, such as, air pollution, greenhouse gas emissions, releases of ballast water containing aquatic invasive species, historical use of antifoulants, oil and chemical spills, dry bulk cargo releases, garbage, underwater noise pollution, ship-strikes on marine megafauna, risk of ship grounding or sinking and widespread sediment contamination of ports during trans-shipment or ship breaking activities.

The Group requires its vessels to meet the requirements of oil pollution prevention certificates which provide assurance to the structure, equipment, systems, fittings, arrangement and materials of the vessels it operate. The awarded certificates are summarised as below:

Certificate(s)	Vessel
Under the International Oil Pollution Prevention Certificate (IOPPC)	MV Clipper Selo MV Clipper Panorama

The Group requires all crews to perform regular assessment of pollution prevention measures. Further technical support will be sought if necessary. Operators are professionally trained to handle various emergency situations with due care.

3.2. Planned Maintenance System (PMS)

The Group executed the Planned Maintenance System for all vessels which allows operators to plan, perform and document vessel maintenance at intervals complying with Class and manufacturer requirements. With such a systematic approach to maintenance in place, the Group believes that we not only ensure safe and reliable vessel operations, including compliance with all applicable regulations, safety and environmental objectives set out in the ISM Code but also effectively provide a protection to the Group's assets.

In the future, the Group will continue the commitment in environmental protection and strive to build a greener and healthier environment to fulfil the responsibilities as a member of the community we all live in.

4. Climate Change

Adhering to the vision of sustainable transportation, the Group manages and discloses climate change risks and opportunities. It provides information to relevant stakeholders to understand the risks, impacts and opportunities that climate change brings to its business, as well as the steps taken to manage these risks, were as follows:

Impacts on financial aspects of physical risks

1. Climate is increasingly recognised and receiving attention around the world. The Group had launched various mid-ocean routes and leased large ships to operate them. To reduce the global warming impact, those ships must take measures to protect the safety of people, ships, and goods.

2. Climate-related events, such as Super typhoon and flood may be an extreme weather in Hong Kong. It can cause serious impacts on the office operations. Office windows and vehicles may be broken due to heavy wind and rain. The Group's equipment, documents, systems, back up storage may be destroyed as a result of typhoon and flood.

Impacts on financial aspects of transformation risks

1. IMO adopted key short-term measures aimed at cutting the carbon intensity of all ships. These measures combine technical and operational approaches to improve the energy efficiency of ships, which are increasing operating costs.

2. During severe weather, heating oil prices can temporarily go higher. Increasing oil prices drives up operating costs due to changes in investment costs; this is reflected in the shipping cost, in turn affecting the preferences and support of the customers.

Steps taken to manage the risks:

1. Minimizing environmental impact using low environmental impact materials is beneficial for maintaining global ecology and sustainable development. The Group had launched a study to convert to low-sulfur fuel oil and our entire fleet switched to low-sulfur fuel oil from 2019.

2. Engaging in renewable energy technologies and adopting energy-saving measures will enhance the performance in customer service, operations, and adaptability. Dedicated to saving energy, reducing carbon and GHG emissions. For detailed descriptions and measures, please to refer to Section II. Environment Aspect.

3. Office will take sufficient and necessary measures when there is an announcement of typhoon and flood. All documents will be stored in a proper manner and kept away from the window. All vehicles move to safe places. Additionally, the electronic version of the documents will also be saved for backup. The backup will be kept by the senior management and stored in centralised backup of internal network.

Metrics and targets

The Group adopts the key metrics to measure and manage climate-related risks and opportunities. The company's financial risk management practices have been focused on addressing unexpected occurrences in the financial market and exploring solutions to mitigate the adverse impacts on our financial position and performance. The Group addresses climate change risks as part of the corporate risk management process.

By setting metrics, it's possible to measure, track and report for the investors, employees, government and other stakeholders.

III. SOCIAL

Major Scope & Aspects

The Group makes an effort to provide a safe working environment for the employees and to care for the overall wellbeing of the employees. In relation to employment and labour practices, the human resource department focuses on employment, health, safety, development and training. The Group complies with laws and regulations on compensation and dismissal, recruitment and promotion, working hours, rest period, equal opportunity and other benefits as well as anti-discrimination law.

1. Employment and Labour Practices

General Disclosure

The Group strictly follows the relevant laws and regulations. The Group determines salaries on the principle of fairness and ensures that wages are no lower than the minimum wage stipulated by law. Wages in related markets are also referenced, so that the Group can provide attractive compensation. The Group offers a variety of allowances to qualified employees, and provides staff members with retirement protection plans, as stipulated by law and regulations. The Group welcomes diversity in its staff members. Regardless of ethnicity, religion, gender or age, all people receive equal employment opportunity in such matters as recruitment, development, promotion and training.

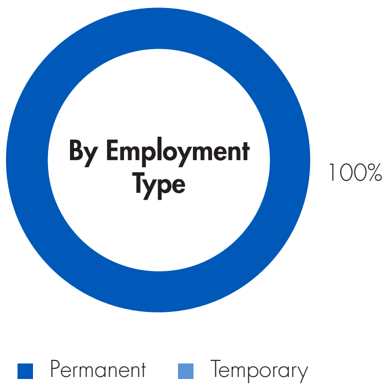
During the Reporting Period, the Group had 40 employees (2022: 54 employees) from Mainland and Hong Kong. There were 14 employees left the company due to personal reasons and staffs' re-arrangement. The turnover rate was approximately 26%. The Group decides the remunerations payable to its staff based on their duties, work experience and the prevailing market practices. Apart from basic remuneration, share options may be granted to eligible employees by reference to the performance of the Group and individual employees.

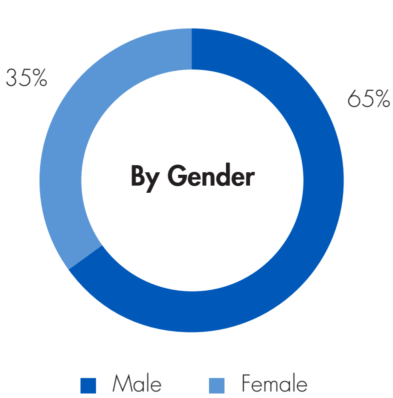
Environmental, Social and Governance Report

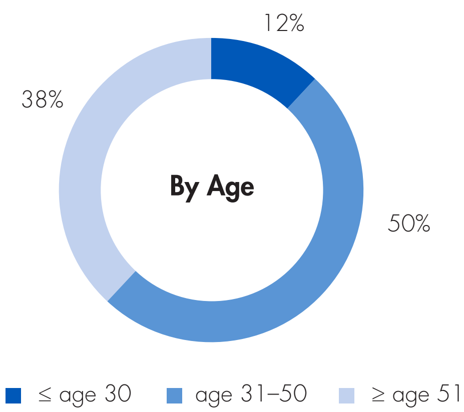
The Group complies with the Labor Law of Hong Kong and relevant employment laws and regulations throughout the Reporting Period, including the Labour Law of the PRC (the "Labour Law"), the Labour Contract Law of the PRC (the "Labour Contract Law"), the Mandatory Provident Fund Schemes Ordinance ("CHAPTER 485 of the Laws of Hong Kong") by participating in the Mandatory Provident Fund retirement benefit scheme (the "MPF Scheme") for the eligible employees, the Minimum Wage Ordinance ("CHAPTER 608 of the Laws of Hong Kong"), the Employment Ordinance ("CHAPTER 57 of the Laws of Hong Kong") (the "EO") and the Employees' Compensation Ordinance ("CHAPTER 282 of the Laws of Hong Kong") (the "ECO") by offering competitive wages, medical insurance, disability and invalidity coverage, maternity leave and other compensation to the employees.

The table below sets out the employees are classified by employment type, gender, ranking and age group of the Group during the Reporting Period:

	By employment type		**By gender**		**By age**		
	Permanent	**Temporary**	**Male**	**Female**	**≤age 30**	**age 31–50**	**≥age 51**
Total employees	40	0	26	14	5	20	15







During the Reporting Period, the Group was not aware of any material non-compliance with laws and regulations in respect of human resources.

Equal opportunities and anti-discrimination

With an objective to uphold an open, fair, just and reasonable human resource policy, the Group recruits and promotes employees based on virtues, skillsets and experience, irrespective of gender, age, race, religion, political affiliation, national origin, and/or disability.

The Group constantly monitors its employees' performances. Newly admitted employees will have a 3-month probation period and then they will be able to join the Group, permanently.

The Group also provides comprehensive support for its female employees. It provides comprehensive support for pregnant employees in accordance with the law. The female employees are allowed to return to their original jobs after childbirth. Also, during their pregnancy period, the Group prohibits its pregnant employees from performing physically demanding assignments to ensure the safety of both the child and mother.

During the Reporting Period, we continued to strictly follow the relevant laws and regulations and our employment policies, providing competitive remuneration package, including internal promotion opportunities and performance-based bonus, to recruit and retain our experienced employees. We also provided a formal complaints procedure for employees to express their opinions.

2. Health and Safety

General Disclosure

In the maritime world, education and training are vital. But their importance extends far beyond shipping itself. The safety and security of life at sea, the protection of the marine environment and the efficient movement of global trade depend on the professionalism and competence of seafarers. The Group complies with IMO's International Convention on Standards of Training, Certification and Watchkeeping for Seafarers (STCW).

During the daily operation, the Group emphases on health and safety and attaches great importance to health protection and a safe working environment as it firmly upholds the principle of "safety first and prevention prevails". The Group complies with the Labour Law, the Work Safety Law of the PRC, the Fire Control Law of the PRC, the Occupational Safety and Health Ordinance ("Cap. 509 of the Laws of Hong Kong"), by ensuring that the employees are working in a safe environment; as well as providing induction programs and safety training programs to new employees such that they can be familiar with the corporate policies in relation to health and safety matters as quickly as they can.

In addition, the Group maintains the risk management system including identification, prevention and management of risks and hazards throughout the workplaces as well as follow-up actions for accidents or personal injuries. The Group has taken the following measures:

- Keep all floors clean and dry to prevent trips, slips and falls;
- Wear appropriate clothing and shoes for the workplace;
- Store all materials and equipment properly;
- Conduct routine preventive maintenance of equipment, facilities, and controls to help prevent incidents due to equipment failure;
- Set up posters of proper working postures and lifting method accessible on the intranet and at appropriate locations in offices;
- Conduct fire drills and emergency evacuation simulations to raise the employees' awareness of fire prevention and to equip employees with appropriate knowledge and skills in the event of emergency; and
- Improve the fire evacuation plans by providing first aid kits and fire extinguishers in workplace in response to emergencies.

In the past three years including the reporting year, the Group did not encounter any material injuries or casualties. In addition, the Group did not record any accidents that resulted in death or serious bodily injury, did not pay any reimbursements or compensations to the Group's employees due to such accidents, and was not aware of any major violations against laws and regulations related to employees' health and safety.

3. Development and Training

General Disclosure

Talent development is an important part of the Group's strategy for managing human resources. Being closely related to corporate sustainable development, training can enhance the overall quality of staff members, and this enables them to adapt to new job requirements, as well as improve their capabilities to perform their current duties. It can also help staff members to seize opportunities for promotion and meet their aspirations for career. The Group provides effective training for staff members and formulates a clear path for promotion to ensure that the staff members are equipped with the necessary skills. This also helps the Group to groom outstanding staff to be the successors and foster enthusiasm for learning within the Group.

To match the Group's development strategy and meet the demand for training, the human resources and administrative personnel collaborate with various departments to provide regular and ad hoc training for different types of employees so that they can meet the specific requirements of their positions. The Group encourages and supports employees to participate in personal and professional trainings in response to the relevant evolving market needs, such as changes in laws and regulations, market trends, product trends and customer behaviours. Based on the needs of individual employees, the Group also provides education allowances to facilitate improvement of their job skills and encourage them to maintain the non-stop learning spirit.

Furthermore, the Group is committed to supporting its employees to maintain a family-friendly work environment because it respects their roles and responsibilities in their families. The Group strives to make sure employees and business partners comply with laws and regulations, follow ethical business practices and respect equal opportunity in employment. The Group brings in new recruits and equip them with necessary skill sets to develop a long-term rewarding career with it.

The table below sets out the employee training status of the Group during the Reporting Period:

Training received per employee (Hong Kong)	Average Training Hour	in %
By ranking		
Senior Staff	40	50
Mid-level Staff	50	33
Junior Staff	–	–
By age		
≤age30	–	15
age31-50	70	7
≥age 51	20	–
By gender		
Male	75	12
Female	15	10

4. Labour Standards

General Disclosure

Being fully aware that exploitation of child and forced labour violates human rights and international labour conventions, the Group strictly prohibits the employment of any child labour and forced labour. New employees are required to provide true and accurate personal data when they are onboard. Recruiters should strictly review the entry documents including medical examination certificates, academic certificates and identity cards. The Group constantly rejects to engage business partners & suppliers, that hire child labour or forced labour in their operations, to provide administrative supplies and services.

The Group strictly complies with the relevant laws and regulations, including but not limited the Labour Law of the PRC, the Provisions on the Prohibition of Using Child Labour of the PRC, and the Employment Ordinance (EO).

During the Reporting Period, no material non-compliance with the laws and regulations related to the prevention of child labour or forced labour have been found by the Group.

5. Supply Chain Management Mechanism

General Disclosure

The Group believes the value in ethics, honesty and integrity, operating in compliance with applicable laws and regulations. The Group encourages the business partners/suppliers to adopt the best environmental and social practices and to disseminate the pursuit of sustainability into the core business. We collaborate closely with business partners, suppliers and contractors through an improved market management and centralised procurement system. Advanced technology is also widely utilised in all operations to monitor all purchases and sales transactions. All our processes for procurement, price control, resource management are carefully monitored and documented. In order to guarantee the safety of our products and services, every single purchase is registered with the authority before being put to use and sold. We try to reduce the environmental impact of our supply chain by reducing waste and improving the efficiency with which resources such as water and energy are used. We examine opportunities for reuse and recycling of materials and packaging.

In addition to purchasing products and services according to the specified standards, we have developed business partners, suppliers and contractors' selection mechanism in which we require our potential contractors or suppliers to comply with all the applicable laws and regulations and confirm their compliance with safety, environment, and social aspects. Inspection and assessments may be conducted by the Group if deemed necessary. We insist that our suppliers have policies designed to reduce waste, raw material use and energy and water consumption, and to use renewable resources wherever possible. We are obliged to terminate the cooperation contract with business partners, suppliers and contractors that may cause or have caused serious pollution or serious social accidents.

The Group continues to promote 100% the localization of suppliers. Under the same terms and conditions, we prioritised a mutually beneficial partnership with local suppliers. With the application of scientific technology in logistic management, the Group are committed to shortening material delivery time, while controlling warehouse storage and delivery pressure, reducing vehicle emissions and negative impact on the environment.

The Group believes that, through the above review process, we can minimise the potential environmental and social risks associated with the supply chain management.

6. Product Responsibility

General Disclosure

To be a successful business, we maintain continuous communication with our customers to ensure that we understand and fulfil their needs and expectations, so that we can improve the quality of our services in the long run. The Group is committed to the highest standards of service we deliver. Our operation complies with relevant laws and regulations in relation to advertising, labelling and consumer protection, such as the Consumer Protection Law of the PRC, the Advertising Law of the PRC, the PRC Product Quality Law, and the Trade Description Ordinance ("Cap. 362 of the Laws of Hong Kong") by ensuring that there are no false and misleading messages in our advertisements and promotion activities. The Group also carries out continuous and regular assessment of the product quality and review of opportunities for improvements and changes.

During the Reporting Period, the Group did not identify any material non-compliance of the laws and regulations related to the quality of products and services.

Feedback Management

The Group has set up various complaints and feedback channels, such as guest comment cards, telephone hotline, social media channels, emails and websites, to collect suggestions and advice from customers.

Privacy Protection

The Group is committed to compliance with the privacy laws and regulations. The Group undertakes to strictly comply with the requirements of the Personal Data (Privacy) Ordinance ("Cap. 486 of the Laws of Hong Kong"), to ensure that all data are securely kept in our internal system with access control.

The Group also set out data privacy requirements in our corporate policies, under which customer and supplier data would be used exclusively for matters relating to the Group's operation only. The Group strives to ensure all collected data kept is free of unauthorised or accidental access, processing, erasure or other use.

Intellectual Property Rights Management

The Group relentlessly reinforces the protection of intellectual property rights. Pursuant to the Patent Law of the PRC, the Trademark Law of the PRC, the "Patents (Amendment) Ordinance 2016" of Hong Kong and the "Patents (General) (Amendment) Rules 2019" of Hong Kong and other relevant laws and regulations, the Group has established and perfected an intellectual property rights management system that clearly stipulates regulations and requirements for the application, management, use and protection of customers' and its own intellectual property rights. This management system successfully raised the awareness of the entire staff about intellectual properties and trademarks, fully actualised the value of intellectual property rights in its operation, and thus protected its corporate interests.

During the Reporting Period, there were no cases of product recall nor complaints received against our services due to health and safety issues.

7. Anti-corruption Mechanism

General Disclosure

Ethics and integrity are the cornerstones of the Group's success. The Group adopts a zero-tolerance approach to bribery, extortion, fraud and money-laundering. All Directors, management personnel and staff members must comply with all relevant national and local laws and regulations on preventing bribery, extortion, fraud and money-laundering in regions and areas where they operate businesses. The Employee Handbook has been developed and updated to reflect the spirits and provisions of the Prevention of Bribery Ordinance ("Cap. 201 of the Laws of Hong Kong)". All employees, not only have responsibility to understand and comply with above policies, but also have an obligation to report violation, to the senior management of the Group. Any person, who contravenes the regulations will be reported to the authorities.

In order to strengthen the anti-corruption measures, the Board has delegated a team to carry out anticorruption measures, commence special issues auditing and supervision processes in due course, investigate loopholes and rectify faults, and review the legality, reasonableness of practices and stringency of implementing anti-corruption measures in respective businesses. The management of each subsidiary of the Group also dedicates itself to promoting an anti-corruption culture and carrying out the anti-corruption measures. The Group establishes and improves various internal systems to specify the anti-corruption management disciplines and conduct requirements of the Company, so that corruption can be eliminated with the help of an established system and better management approach.

Meanwhile, the Group participated in anti-corruption training, campaigns to educate the public on how to comply with law and case analysis so as to promote the importance of anti-corruption practices. The Group sets up various channels such as telephone hotlines, an email address and mailbox for whistleblowing. Dedicated staff members collect and sort reported information on a regular basis, as well as oversee and investigate reported matters referred to the audit department. The Group also adopts various measures to encourage staff members to proactively report acts of violation of rules and regulations, and strengthens the privacy protection of the whistleblower.

During the Reporting Period, the Group was not aware of any corruption litigation cases against the Group or its staff members.

8. Community Investment

General Disclosure

The Group promotes the social contribution of all members. We attach great importance to inspire a sense of social responsibility in employees and encourage them to make greater contribution to our community both at work and in their spare time. Looking ahead, the Group will continue to focus on community services, motivate employees to actively participate in volunteer services in the future. We strive to increase our social investment to create a better environment for our community as well as our business.

In addition, the Company maintains an open channel of communication with its stakeholders and communities to understand their motivations, goals and needs through continuous conversation in order to achieve the Group's contributions in corporate social responsibility activities.

IV. ESG GUIDE CONTENT INDEX OF THE STOCK EXCHANGE

Aspects, General Disclosures and KPIs	Description	Relevant pages in the ESG Report & Remark
A	Environment	P.42-51
Aspect A1	Emissions	P.43-47
KPI A1.1	Types of emissions and respective emissions data	P.44-45
KPI A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	P.45
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity	P.47
KPI A1.4	Total non-hazardous waste produced and intensity	P.47
KPI A1.5	Description of measures to mitigate emissions and results achieved	P.44-47
KPI A1.6	Description of how hazardous and non-hazardous waste are handled, reduction initiatives and results achieved	P.44-47
Aspect A2	Use of Resources	P.47-48
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity	P.48
KPI A2.2	Water consumption in total and intensity	Not applicable to the Group's core operation.
KPI A2.3	Description of energy use efficiency initiatives and results achieved eighteen	P.47-48
KPI A2.4	Description of whether there is any issue in sourcing water, water efficiency initiatives and results achieved	P.48

Aspects, General Disclosures and KPIs	Description	Relevant pages in the ESG Report & Remark
KPI A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced	Not applicable to the Group's core operation.
Aspect A3	The Environment and Natural Resources	P.49
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them	No significant impacts of activities on the environment and natural resources during the Reporting Period.
Aspect A4	Climate Change	P.50-51
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	P.50-51
B	Social	P.51-59
Employment and Labour Practices		
Aspect B1	Employment	P.51-53
KPI B1.1	Total workforce by gender, employment type, age group and geographical region	P.52
KPI B1.2	Employee turnover rate by gender, age group and geographical region	P.51
Aspect B2	Health and Safety	P.53-54
KPI B2.1	Number and rate of work-related fatalities	None of work-related fatalities during the Reporting Period
KPI B2.2	Lost days due to work injury	None of days due to work injury during the Reporting Period

Aspects, General Disclosures and KPIs	Description	Relevant pages in the ESG Report & Remark
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored	P.53-54
Aspect B3	Development and Training	P.55
KPI B3.1	The percentage of employees trained by gender and employee category	P.55
KPI B3.2	The average training hours completed per employee by gender and employee category	P.55
Aspect B4	Labor Standards	P.56
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	P.56
KPI B4.2	Description of steps taken to eliminate child and forced labour practices when discovered	P.56
Operating Practices		
Aspect B5	Supply Chain Management	P.56-57
KPI B5.1	Number of suppliers by geographical region	P.57
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored	P.56
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	P.56
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	P.56

Aspects, General Disclosures and KPIs	Description	Relevant pages in the ESG Report & Remark
Aspect B6	Product Responsibility	P.57-58
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	Not applicable to the Group's core operation.
KPI B6.2	Number of products and service-related complaints received and how they are dealt with	No products and service-related complaints received during the Reporting Period.
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights	Not applicable to the Group's core operation.
KPI B6.4	Description of quality assurance process and recall procedures	Not applicable to the Group's core operation.
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored	P.57-58
Aspect B7	Anti-corruption	P.58-59
KPI 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	No concluded legal cases regarding corrupt practices during the Reporting Period.
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored	P.58
KPI B7.3	Description of anti-corruption training provided to directors and staff.	P.58-59
Aspect B8	Community Investment	P.59
KPI B8.1	Focus areas of contribution	P.59
KPI B8.2	Resources contributed to the focus areas	P.59

Independent Auditor's Report

MAZARS CPA LIMITED
中審眾環（香港）會計師事務所有限公司
42nd Floor, Central Plaza,
18 Harbour Road, Wan Chai, Hong Kong
香港灣仔港灣道18號
中環廣場42樓
Tel電話 : (852) 2909 5555
Fax傳真 : (852) 2810 0032
Email電郵 : info@mazars.hk
Website網址 : www.mazars.hk

To the members of **Asia Energy Logistics Group Limited**
(Incorporated in Hong Kong with limited liability)

OPINION

We have audited the consolidated financial statements of Asia Energy Logistics Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 69 to 136, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current year. 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	How our audit addressed the Key Audit Matter
Determination of whether the Group has control over a subsidiary governed under a series of contractual arrangements *Refer to notes 4 and 34 to the consolidated financial statements*	
The Group, through its indirect non-wholly owned subsidiary, Beijing Beixi Business Consultancy Co., Ltd. (“Beixi Business”) (北京北西商務諮詢有限公司), entered into a series of contractual arrangements (the “Contractual Arrangements”) with Beijing Beishang Xidian Technology Co., Ltd.* (“Beishang”) (北京北商西電科技有限公司) and the legal shareholders of Beishang. The Group, through the Contractual Arrangements, has exposure and rights to variable returns from its involvement with Beishang and has ability to affect those returns through its power over Beishang. Therefore, the Group is considered to have control over Beishang. In determining the extent of the Group’s involvement with and control over Beishang, the management considered a number of factors including whether the Group has: (i) exercised effective financial and operational control over Beishang; (ii) exercised equity holders’ voting rights of Beishang; (iii) received substantially all of the economic interest returns generated by Beishang in accordance to the amount of equity interest held by the Group and/or the Contractual Arrangements; (iv) obtained an irrevocable and exclusive right to purchase the remaining entire equity interest in Beishang from the respective equity holders; and (v) obtained a pledge over the entire equity interest of Beishang from their respective equity holders under the Contractual Arrangements, as appropriate. We identified the above matter as a key audit matter because Beishang is material to the Group and the determination of whether the Group has power to control over Beishang involves a significant degree of management’s judgement.	Our key procedures, among others, included: – Evaluating the terms in the Contractual Arrangements in connection with the Group’s control over Beishang; – Understanding how the Group controls the daily business operation and financing activities of Beishang; – Evaluating the management’s assessment in relation to the control over Beishang according to HKFRS 10; – Obtaining a legal opinion from the Company’s PRC legal counsel regarding whether the Contractual Arrangements are (i) in compliance with relevant PRC laws and regulations and (ii) legally binding and enforceable; and – Evaluating the Company’s PRC legal counsel’s competence, capabilities and objectivity.

* *For identification purpose only*

OTHER INFORMATION

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

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

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

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

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of the 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.

The directors are also responsible for overseeing the Group's financial reporting process. Those charged with governance assist the directors in discharging their responsibility in this regard.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 405 of the Companies Ordinance, 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.

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Mazars CPA Limited
Certified Public Accountants
Hong Kong, 15 March 2024

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

So Chun Wai
Practising Certificate Number: P07513

Consolidated Statement of Comprehensive Income

Year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Revenue	6	**143,654**	106,533
Cost of services		**(90,813)**	(87,725)
Gross profit		**52,841**	18,808
Other income	7	**2,203**	4,109
Staff costs	8(b)	**(29,828)**	(25,418)
Depreciation	8(c)	**(7,088)**	(5,436)
Legal and professional fees	8(c)	**(6,497)**	(5,162)
Motor vehicles expenses	8(c)	**(2,769)**	(2,694)
Research and development costs	8(c)	**(259)**	(7,418)
Office expenses		**(1,770)**	(1,064)
Other administrative and operating expenses		**(8,558)**	(7,955)
Change in fair value of financial assets at FVPL		**18,752**	(14,884)
Loss on disposal of financial assets at FVPL	8(c)	**(2,097)**	–
Amortisation of deferred day-one loss of the 2020 Convertible Bonds	23	**(829)**	(3,425)
Finance costs	8(a)	**(2,969)**	(8,360)
Profit (Loss) before tax	8	**11,132**	(58,899)
Income tax expense	11	**–**	–
Profit (Loss) for the year		**11,132**	(58,899)
Other comprehensive loss			
Exchange difference arising on translation of financial statements of foreign operations which may be reclassified subsequently to profit or loss		**(165)**	(1,917)
		(165)	(1,917)
Total comprehensive income (loss) for the year		**10,967**	(60,816)

Consolidated Statement of Comprehensive Income

Year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Profit (Loss) for the year attributable to:			
– Owners of the Company		**12,676**	(56,664)
– Non-controlling interests		**(1,544)**	(2,235)
		11,132	(58,899)
Total comprehensive income (loss) attributable to:			
– Owners of the Company		**12,540**	(58,214)
– Non-controlling interests		**(1,573)**	(2,602)
		10,967	(60,816)
Earnings (Loss) per share			
Basic and diluted (HK cents)	13	**0.66**	(3.34)

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Non-current assets			
Property, plant and equipment	14	**136,506**	142,546
Intangible asset	15	**1,000**	1,000
Right-of-use assets	16	**9,180**	6,847
Goodwill	17	**1,026**	1,026
		147,712	151,419
Current assets			
Trade and other receivables	18	**22,302**	18,889
Financial assets at FVPL	19	**35,418**	19,301
Bank balances and cash	20	**14,517**	18,087
		72,237	56,277
Current liabilities			
Trade and other payables	21	**9,739**	21,085
Amount due to the ultimate holding company	22	**7,000**	–
2020 Convertible Bonds	23	**–**	41,798
Lease liabilities	32(a)	**5,018**	5,390
		21,757	68,273
Net current assets (liabilities)		**50,480**	(11,996)
Total assets less current liabilities		**198,192**	139,423
Non-current liabilities			
Lease liabilities	32(a)	**5,117**	1,850
NET ASSETS		**193,075**	137,573

Consolidated Statement of Financial Position

As at 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
Capital and reserves			
Share capital	24	**1,981,158**	1,906,379
Reserves		**(1,789,279)**	(1,771,575)
Equity attributable to owners of the Company		**191,879**	134,804
Non-controlling interests	25	**1,196**	2,769
TOTAL EQUITY		**193,075**	137,573

These consolidated financial statements on pages 69 to 136 were approved and authorised for issue by the Board of Directors on 15 March 2024 and signed on its behalf by

Pang Yuet
Director

Hui Wai
Director

Consolidated Statement of Changes in Equity

Year ended 31 December 2023

	Attributable to owners of the Company							
	Share capital HK$'000	Capital reserve HK$'000	Convertible bonds reserve HK$'000 (note (b))	Translation reserve HK$'000 (note (a))	Accumulated losses HK$'000	Sub-total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
As at 1 January 2022	1,906,379	4,239	30,418	788	(1,748,806)	193,018	5,371	198,389
Loss for the year	–	–	–	–	(56,664)	(56,664)	(2,235)	(58,899)
Other comprehensive loss for the year								
Exchange difference arising from translation of foreign operations	–	–	–	(1,550)	–	(1,550)	(367)	(1,917)
Total comprehensive loss for the year	–	–	–	(1,550)	(56,664)	(58,214)	(2,602)	(60,816)
Transactions with owners of the Company								
Contributions and distributions:								
Repayment of the 2019 Convertible Bonds	–	–	(174)	–	174	–	–	–
As at 31 December 2022	1,906,379	4,239	30,244	(762)	(1,805,296)	134,804	2,769	137,573

Consolidated Statement of Changes in Equity

Year ended 31 December 2023

	Attributable to owners of the Company							
	Share capital HK$'000	Capital reserve HK$'000	Convertible bonds reserve HK$'000 (note (b))	Translation reserve HK$'000 (note (a))	Accumulated losses HK$'000	Sub-total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
As at 1 January 2023	1,906,379	4,239	30,244	(762)	(1,805,296)	134,804	2,769	137,573
Profit (Loss) for the year	–	–	–	–	12,676	12,676	(1,544)	11,132
Other comprehensive loss for the year								
Exchange difference arising from translation of foreign operations	–	–	–	(136)	–	(136)	(29)	(165)
Total comprehensive income (loss) for the year	–	–	–	(136)	12,676	12,540	(1,573)	10,967
Transactions with owners of the Company								
Contributions and distributions:								
Conversion of the 2020 Convertible Bonds (note 23)	74,779	–	(30,244)	–	–	44,535	–	44,535
As at 31 December 2023	1,981,158	4,239	–	(898)	(1,792,620)	191,879	1,196	193,075

Notes:

(a) Translation reserve

Translation reserve of the Group comprises all foreign exchange differences arising from translation of the financial statements of the Group's subsidiaries in the PRC in accordance with the accounting policy set out in note 4 to the consolidated financial statements.

(b) Convertible bonds reserve

Convertible bonds reserve represents the equity component of the convertible bonds issued in accordance with the accounting policy set out in note 4 to the consolidated financial statements.

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
OPERATING ACTIVITIES			
Profit (Loss) before tax		**11,132**	(58,899)
Depreciation of property, plant and equipment	14	**9,370**	11,328
Depreciation of right-of-use assets	16	**6,576**	5,181
Finance costs	8(a)	**2,969**	8,360
Bank interest income	7	**(276)**	(60)
Amortisation of deferred day-one loss of the 2020 Convertible Bonds	23	**829**	3,425
Loss on disposal of financial assets at FVPL		**2,097**	–
Gain on lease modification		**–**	(9)
Change in fair value of financial assets at FVPL		**(18,752)**	14,884
Effect of foreign exchange rate changes		**(166)**	(1,921)
Changes in working capital:			
Trade and other receivables		**(3,413)**	(10,146)
Trade and other payables		**(5,081)**	(568)
Cash generated from (used in) operations		**5,285**	(28,425)
Bank interest received		**276**	60
Interest paid		**(573)**	(548)
Net cash from (used in) operating activities		**4,988**	(28,913)
INVESTING ACTIVITIES			
Purchase of property, plant and equipment	14	**(3,331)**	(135)
Purchase of financial assets at FVPL		**(1,076)**	(5,918)
Decrease (Increase) in time deposits with original maturity of more than three months		**197**	(1,000)
Proceeds from disposal of financial assets at FVPL		**1,614**	–
Net cash used in investing activities		**(2,596)**	(7,053)

Consolidated Statement of Cash Flows

Year ended 31 December 2023

	Note	2023 HK$'000	2022 HK$'000
FINANCING ACTIVITIES			
Advance from the ultimate holding company		**7,000**	–
New other borrowings raised		**–**	5,953
Repayment of the 2019 Convertible Bonds		**–**	(500)
Repayment of other borrowings		**(6,265)**	–
Repayment of lease liabilities		**(6,500)**	(5,778)
Net cash used in financing activities		**(5,765)**	(325)
Net decrease in cash and cash equivalents		**(3,373)**	(36,291)
Cash and cash equivalents as at 1 January		**17,087**	53,378
Cash and cash equivalents as at 31 December	20	**13,714**	17,087
Major non-cash transaction:			
– Conversion of the 2020 Convertible Bonds into share capital	23	**44,535**	–

1. CORPORATE INFORMATION

Asia Energy Logistics Group Limited (the "Company") is a limited liability company incorporated in Hong Kong. The Company's registered office and its principal place of business is located at Suite 802-803, 8/F, One Pacific Place, 88 Queensway, Hong Kong. Its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The immediate and ultimate holding company of the Company is Oriental Solar Group Limited ("Oriental Solar"), a company incorporated in the British Virgin Islands (the "BVI") and wholly-owned by Mr. Pang Yuet.

The Company is an investment holding company and the principal activities of its subsidiaries are detailed in note 34 to the consolidated financial statements. The Company and its subsidiaries are herein collectively referred to as the "Group".

2. BASIS OF PREPARATION

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

These consolidated financial statements are presented in Hong Kong dollar ("HK$") and all values are rounded to the nearest thousand unless otherwise indicated.

3. ADOPTION OF NEW/REVISED HKFRSs

These consolidated financial statements have been prepared on a basis consistent with the accounting policies adopted in the 2022 consolidated financial statements except for the adoption of the following new/revised HKFRSs that are relevant to the Group and effective from the current year:

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

Amendments to HKAS 1: Disclosure of Accounting Policies

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

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

3. ADOPTION OF NEW/REVISED HKFRSs (CONTINUED)

Amendments to HKAS 8: Definition of Accounting Estimates

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

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

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

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

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

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

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

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

4. PRINCIPAL ACCOUNTING POLICIES

Basis of measurement

The measurement basis used in the preparation of these consolidated financial statements is historical cost, except for financial assets at FVPL, which is measured at fair value as explained in the accounting policies set out below.

Basis of consolidation

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

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Basis of consolidation (Continued)

Non-controlling interests ("NCI") are presented, separately from owners of the Company, in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position. The non-controlling interests in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in event of liquidation, are measured initially either at fair value or at the present ownership instruments' proportionate share in the recognised amounts of the acquiree's identifiable net assets. This choice of measurement basis is made on an acquisition-by-acquisition basis. Other types of non-controlling interests are initially measured at fair value, unless another measurement basis is required by HKFRSs.

Allocation of total comprehensive income

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

Changes in ownership interest

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

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest determined at the date when control is lost and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary.

Subsidiaries

A subsidiary is an entity that is controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group reassesses whether it controls an investee if facts and circumstances indicate that there are changes to one or more of the elements of control.

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Goodwill

Goodwill arising on an acquisition of a business is measured at the excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of any previously held equity interest in the acquiree over the acquisition date amounts of the identifiable assets acquired and the liabilities assumed of the acquired business.

Goodwill on acquisition of business is recognised as a separate asset and is carried at cost less accumulated impairment losses, which is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. For the purpose of impairment test and determination of gain or loss on disposal, goodwill is allocated to cash-generating units. An impairment loss on goodwill is not reversed.

On the other hand, any excess of the acquisition date amounts of identifiable assets acquired and the liabilities assumed of the acquired business over the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree, if any, after reassessment, is recognised immediately in profit or loss as an income from bargain purchase.

Any resulting gain or loss arising from remeasuring the previously held equity interests in the acquiree at the acquisition-date fair value is recognised in profit or loss or other comprehensive income, as appropriate.

Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Repairs and maintenance are charged to profit or loss during the year in which they are incurred.

Depreciation is provided to write off the cost less accumulated impairment losses of property, plant and equipment over their estimated useful lives from the date on which they are available for use and after taking into account their estimated residual values, using the straight-line method, at rates set out below. Where parts of an item of property, plant and equipment have different useful lives, the cost of the item is allocated on a reasonable basis and depreciated separately:

Leasehold improvements	Over the unexpired term of the lease (35 months)
Furniture, fixtures and office equipment	20%
Motor vehicles	20%–25%
Vessels	Over the estimated useful life (18 years)

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 derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the year in which the item is derecognised.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Intangible assets

Research and development costs

Research costs and other development expenditure are recognised in profit or loss as an expense as incurred.

Acquired intangible assets

Acquired intangible assets are measured on initial recognition at cost. Club membership is an intangible asset with indefinite useful lives which is carried at cost less any accumulated impairment losses.

Financial instruments

Financial assets

Recognition and derecognition

Financial assets are recognised when and only when the Group becomes a party to the contractual provisions of the instruments and on a trade date basis.

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

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

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

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial assets (Continued)

Financial assets measured at amortised cost

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

(i) it is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

(ii) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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

Financial assets at FVPL

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

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

(i) acquired principally for the purpose of selling it in the near term;

(ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or

(iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities

Recognition and derecognition

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

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

Classification and measurement

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

The Group's financial liabilities, except for financial liabilities at FVPL, are recognised initially at their fair value and subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be insignificant, in which case they are stated at cost.

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

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

(i) incurred principally for the purpose of repurchasing it in the near term;

(ii) part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking on initial recognition; or

(iii) a derivative that is not a financial guarantee contract or not a designated and effective hedging instrument.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Financial liabilities (Continued)

Classification and measurement (Continued)

Financial liabilities are designated at initial recognition as at FVPL only if:

(i) the designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains or losses on them on different bases;

(ii) they are part of a group of financial liabilities or financial assets and financial liabilities that are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or

(iii) they contain one or more embedded derivatives, in which case the entire hybrid contract may be designated as a financial liability at FVPL, except where the embedded derivatives do not significantly modify the cash flows or it is clear that separation of the embedded derivatives is prohibited.

Derivatives embedded in a hybrid contract with a host that is not an asset within the scope of HKFRS 9 are treated as separate derivatives when they meet the definition of a derivative, their economic characteristics and risks are not closely related to those of the host, and the hybrid contract is not measured at FVPL.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognises the difference as follows:

The difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortised over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realised through settlement.

Impairment of financial assets and other items

The Group recognises loss allowances for expected credit losses ("ECL") on financial assets that are measured at amortised cost to which the impairment requirements apply in accordance with HKFRS 9. Except for the specific treatments as detailed below, at each reporting date, the Group measures a loss allowance for a financial asset at an amount equal to the lifetime ECL if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for that financial asset at an amount equal to 12-month ECL.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets and other items (Continued)

Measurement of ECL

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

For financial assets, a credit loss is the present value of the difference between the contractual cash flows that are due to an entity under the contract and the cash flows that the entity expects to receive. For a lease income receivable, the cash flows used for determining the ECL should be consistent with the cash flows used in measuring the lease income receivable in accordance with HKFRS 16.

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a financial instrument while 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

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

(i) past due information

(ii) nature of instrument

(iii) nature of collateral, if any

(iv) industry of debtors

(v) geographical location of debtors

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets and other items (Continued)

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that the Group may not receive the outstanding contractual amounts in full if the financial instrument meets any of the following criteria.

(i) information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group); or

(ii) there is a breach of financial covenants by the counterparty.

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

Assessment of significant increase in credit risk

In assessing whether the credit risk on a financial instrument has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account in the assessment:

(i) the debtor's failure to make payments of principal or interest on the due dates;

(ii) an actual or expected significant deterioration in the financial instrument's external or internal credit rating (if available);

(iii) an actual or expected significant deterioration in the operating results of the debtor; and

(iv) actual or expected changes in the technological, market, economic or legal environment that have or may have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

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

Notwithstanding the foregoing, the Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets and other items (Continued)

Low credit risk

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

(i) it has a low risk of default;

(ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term; and

(iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfill its contractual cash flow obligations.

Simplified approach of ECL

For trade receivables and operating lease income receivables, the Group applies a simplified approach in calculating ECL. The Group recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Credit-impaired financial asset

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

(a) significant financial difficulty of the issuer or the borrower.

(b) a breach of contract, such as a default or past due event.

(c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider.

(d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

(e) the disappearance of an active market for that financial asset because of financial difficulties.

(f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Financial instruments (Continued)

Impairment of financial assets and other items (Continued)

Write-off

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

Convertible bonds

The component of the convertible bonds that exhibits characteristics of a liability is recognised as a liability in the consolidated statement of financial position, net of issue costs. The corresponding dividends on those shares are charged as interest expense in profit or loss.

On the issue of the convertible bonds, the fair value of the liability component is determined using a market rate for a similar bond that does not have a conversion option; and this amount is carried as a liability on the amortised cost basis until extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in the convertible bonds reserve within shareholders' equity, net of issue costs. The value of the conversion option carried in equity is not changed in subsequent years. When the conversion option is exercised, the balance of the convertible bonds reserve is transferred to share capital or other appropriate reserve. When the conversion option remains unexercised at the expiry date, the balance remained in the convertible bonds reserve is transferred to accumulated losses. No gain or loss is recognised in profit or loss upon conversion or expiration of the option.

Issue costs are apportioned between the liability and equity components of the convertible bonds based on the allocation of proceeds to the liability and equity components when the instruments are first recognised. Transaction costs that relate to the issue of the convertible bonds are allocated to the liability component and equity component in proportion to the allocation of proceeds.

Cash equivalents

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Charter-hire income under operating leases is recognised when the vessels are let out and on the straight-line basis over the lease term. The variable lease payments that depend on an index or a rate are initially measured using the index or rate at the commencement date and subsequently adjusted when such index or rate changes. Such payments are recognised as income on the straight-line basis over the lease term. Other variable lease payments are recognised as income in the year in which the event or condition that triggers those payments occurs.

Revenue from contracts with customers within HKFRS 15

Nature of service

The nature of the service provided by the Group is telecommunications service.

Identification of performance obligations

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

(a) a service (or a bundle of services) that is distinct; or

(b) a series of distinct services that are substantially the same and that have the same pattern of transfer to the customer.

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

(a) the customer can benefit from the service either on its own or together with other resources that are readily available to the customer (i.e. the service is capable of being distinct); and

(b) the Group's promise to transfer the service to the customer is separately identifiable from other promises in the contract (i.e. the promise to transfer the service is distinct within the context of the contract).

Timing of revenue recognition

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition (Continued)

Revenue from contracts with customers within HKFRS 15 (Continued)

Timing of revenue recognition (Continued)

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

(a) the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;

(b) the Group's performance creates or enhances an asset (for example, work in progress) that the customer controls as the asset is created or enhanced; or

(c) the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

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

Service income is recognised over time when service is rendered.

For revenue recognised over time under HKFRS 15, provided the outcome of the performance obligation can be reasonably measured, the Group applies the output method (i.e. based on the direct measurements of the value to the customer of the services transferred to date relative to the remaining services promised under the contract) to measure the progress towards complete satisfaction of the performance obligation because the method provides a faithful depiction of the Group's performance and reliable information is available to the Group to apply the method. Otherwise, revenue is recognised only to the extent of the costs incurred until such time that it can reasonably measure the outcome of the performance obligation.

Interest income

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The Company's functional currency is HK$.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

The results and financial position of all the group entities that have a functional currency different from the presentation currency ("foreign operations") are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented and, where applicable, goodwill and fair value adjustments on the carrying amounts of assets and liabilities arising on an acquisition of a foreign operation which are to be treated as assets and liabilities of that foreign operation, are translated at the closing rate at the end of the reporting period;

- Income and expenses for each statement of comprehensive income are translated at average exchange rate;

- All resulting exchange differences arising from the above translation and exchange differences arising from a monetary item that forms part of the Group's net investment in a foreign operation are recognised as a separate component of equity;

- On the disposal of a foreign operation, which includes a disposal of the Group's entire interest in a foreign operation, a disposal involving the loss of control over a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to the foreign operation that is recognised in other comprehensive income and accumulated in the separate component of equity is reclassified from equity to profit or loss when the gain or loss on disposal is recognised; and

- On the partial disposal of the Group's interest in a subsidiary that includes a foreign operation which does not result in the Group losing control over the subsidiary, the proportionate share of the cumulative amount of the exchange differences recognised in the separate component of equity is re-attributed to the non-controlling interests in that foreign operation and are not reclassified to profit or loss.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets, other than goodwill

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

If the recoverable amount of an asset or a cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. Impairment losses are recognised as an expense immediately.

A reversal of impairment loss is limited to the carrying amount of the asset or cash-generating unit that would have been determined had no impairment loss been recognised in prior years. Reversal of impairment loss is recognised as income in profit or loss immediately.

Borrowing costs

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

Provisions

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

Share capital

Ordinary shares are classified as equity.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Government grants

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

Leases

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

As lessee

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

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

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

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

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

The right-of-use asset is initially measured at cost, which comprises:

(a) the amount of the initial measurement of the lease liability;

(b) any lease payments made at or before the commencement date, less any lease incentives received;

(c) any initial direct costs incurred by the Group; and

(d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

As lessee (Continued)

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

Office premises	2-3 years

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

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

(a) fixed payments (including in-substance fixed payments), less any lease incentives receivable;

(b) variable lease payments that depend on an index or a rate;

(c) amounts expected to be payable under residual value guarantees;

(d) exercise price of a purchase option if the Group is reasonably certain to exercise that option; and

(e) payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

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

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

As lessee (Continued)

A lease modification is accounted for as a separate lease if

(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

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

(a) the Group allocates the consideration in the modified contract on the basis of relative stand-alone price as described above.

(b) the Group determines the lease term of the modified contract.

(c) the Group remeasures the lease liability by discounting the revised lease payments using a revised discount rate over the revised lease term.

(d) for lease modifications that decrease the scope of the lease, the Group accounts for the remeasurement of the lease liability by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease and recognising any gain or loss relating to the partial or full termination of the lease in profit or loss.

(e) for all other lease modifications, the Group accounts for the remeasurement of the lease liability by making a corresponding adjustment to the right-of-use asset.

The Group has applied the practical expedient provided in Amendments to HKFRS 16: *Covid-19-Related Rent Concessions beyond 30 June 2021* and does not assess whether eligible rent concessions occurring as a direct consequence of the covid-19 pandemic are lease modification. The Group accounts for any change in lease payments resulting from the rent concession the same way it would account for the change applying HKFRS 16 if the change were not a lease modification.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Leases (Continued)

As lessee (Continued)

The practical expedient applies only to rent concessions occurring as a direct consequence of the covid-19 pandemic and only if all of the following conditions are met:

(a) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;

(b) any reduction in lease payments affects only payments originally due on or before 30 June 2022; and

(c) there is no substantive change to other terms and conditions of the lease.

The Group has applied the practical expedient consistently to all eligible rent concessions with similar characteristics and in similar circumstances.

As lessor

The Group classifies each of its leases as either a finance lease or an operating lease at the inception date of the lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset. All other leases are classified as operating leases.

As lessor – operating lease

The Group applies the derecognition and impairment requirements in HKFRS 9 to the operating lease receivables.

A modification to an operating lease is accounted for as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

Employee benefits

Short-term employee benefits

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Employee benefits (Continued)

Defined contribution schemes

The obligations for contributions to defined contribution retirement scheme in Hong Kong ("MPF Scheme") are recognised as an expense in profit or loss as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

In accordance with the rules and regulations in the People's Republic of China (the "PRC"), the employees of the Group's entities established in the PRC are required to participate in defined contribution retirement benefits schemes ("PRC Retirement Benefits Schemes") organised by local governments. Contributions to these schemes are expensed in profit or loss as incurred and other than these monthly contributions, the Group has no further obligation for the payment of retirement benefits to its employees.

No forfeited contributions for the MPF Scheme and the PRC Retirement Benefits Schemes can be used by the employer to reduce the existing level of contributions.

Share-based payment transactions

Equity-settled transactions

The Group's employees, including directors, receive remuneration in the form of share-based payment transactions, whereby the employees rendered services in exchange for shares or rights over shares. The cost of such transactions with employees is measured by reference to the fair value of the equity instruments at the grant date. The fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in share option reserve within equity. The fair value is determined using the Binomial Option Pricing Model, taking into account any market conditions and non-vesting conditions.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the year in which the vesting conditions are to be fulfilled, ending on the date on which the entitlement of relevant employees to the award is no longer conditional on the satisfaction of any non-market vesting conditions ("vesting date"). During the vesting period, the number of share options that is expected to vest ultimately is reviewed. Any adjustment to the cumulative fair value recognised in prior periods is charged/credited to profit or loss for the year of review, with a corresponding adjustment to the reserve within equity.

When the share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share option reserve will be transferred to accumulated losses.

Equity-settled share-based payment transactions with parties other than employees are measured at fair value of the goods or services received, except where the fair value cannot be reliably estimated, in which case they are measured at the fair value of the equity instruments granted. In all cases, the fair value is measured at the date the Group obtains the goods or the counterparty renders the services.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Taxation

The charge for current income tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, any deferred tax arising from initial recognition of goodwill; or other asset or liability in a transaction other than a business combination that at the time of the transaction affects neither the accounting profit nor taxable profit or loss is not recognised.

The deferred tax liabilities and assets are measured at the tax rates that are expected to apply to the year when the asset is recovered or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the end of the reporting period. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences, tax losses and credits can be utilised.

Deferred tax is provided on temporary differences arising on investment in subsidiaries, except where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Related parties

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

(a) A person or a close member of that person's family is related to the Group if that person:

   (i) has control or joint control over the Group;

   (ii) has significant influence over the Group; or

   (iii) is a member of the key management personnel of the Group or of the parent of the Group.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

(i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

(viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

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

(a) that person's children and spouse or domestic partner;

(b) children of that person's spouse or domestic partner; and

(c) dependants of that person or that person's spouse or domestic partner.

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

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Segment reporting

Operating segments, and the amounts of each segment item reported in the consolidated financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they have similar economic characteristics and share a majority of these criteria.

Critical accounting estimates and judgements

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

Key sources of estimation uncertainty are as follows:

(i) Discount rates for calculating lease liabilities – as lessee

The Group uses the lessee's incremental borrowing rates to discount future lease payments since interest rates implicit in the leases are not readily determinable. In determining the discount rates for its leases, the Group refers to a rate that is readily observable as the starting point and then applies judgement and adjusts such observable rate to determine the incremental borrowing rate.

(ii) Useful lives and impairment of vessels

The management reviews the useful lives and depreciation method of vessels at the end of each reporting period, through careful consideration with regards to expected usage, wear-and-tear and potential technical obsolescence to usage of the vessels.

Vessels are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable such as declines in assets' market value and significant increase in interest rates that may affect the discount rate used in calculating the vessels' recoverable amount. The recoverable amounts have been determined based on fair value less costs of disposal calculation or value in use calculation. These calculations require the use of judgements and estimates.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting estimates and judgements (Continued)

(ii) Useful lives and impairment of vessels (Continued)

Management judgement is required in vessel impairment particularly in assessing:

(a) whether an event has occurred that may indicate that the vessels' values may not be recoverable;

(b) whether the carrying value of the vessels can be supported by the recoverable amount, being the higher of fair value less costs of disposal or net present value of future cash flows which are estimated based upon the continuing use of the asset in the business;

(c) whether a decline in asset's market value, increase in interest rates or other market rates that may affect the discount rate used in calculating the asset's recoverable amount;

(d) whether there is any assets are being obsolescence or any plan to discontinue or restructure; and

(e) the appropriateness of key assumptions applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate.

Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could affect the net present value used in the impairment test and as a result affect the Group's financial position and financial performance.

(iii) Loss allowance for ECL

The Group's management estimates the loss allowance for trade and other receivables by using various inputs and assumptions including risk of a default and expected loss rate. The estimation involves high degree of uncertainty which is based on the Group's historical information, existing market conditions as well as forward-looking estimates at the end of each reporting period. Where the expectation is different from the original estimate, such difference will impact the carrying amount of trade and other receivables. Details of the key assumption and inputs used in estimating ECL are set out in note 30(b) to the consolidated financial statements.

(iv) Fair value estimation

Some of the Group's assets are measured at fair value for financial reporting purposes. The management have determined the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair values of the Group's financial assets at FVPL, the Group uses market-observable data to the extent it is available. The management of the Group will exercise their judgements based on their experience to establish and determine the appropriate valuation techniques and inputs to the valuation model. Where there is a material change in the fair value of the assets, the causes of the fluctuations will be reported to the directors of the Company. The information about the valuation techniques, inputs and key assumptions used in the determination of those assets are detailed in note 19 to the consolidated financial statements.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting estimates and judgements (Continued)

(v) *Impairment of goodwill*

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Details of the estimates used to calculate the recoverable amount are given in note 17 to the consolidated financial statements.

Critical judgement made in apply accounting policies:

(i) *Subsidiary governed under contractual arrangements*

When preparing the consolidated financial statements, the management applied HKFRS 10 to determine whether the Group has "control" over the entities considered to be subsidiaries. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity, has the power to direct the relevant activities of the entity, and has the ability to affect those returns through its power over the entity. Key factors used in determining control and whether the entities are subsidiaries include whether the Group has power over the entities either through voting rights or contractual arrangements and whether it has the rights to obtain the majority of benefits or is exposed to the majority of ownership risks.

When the above factors are met, the management determines that the Group has control over the entities and include them as subsidiaries in the Company's consolidated financial statements. For the entities where the Group holds no equity interest but are subject to contractual arrangements, significant judgements are necessary as to whether the contracts give the Group the ability to exercise control over those entities, including consideration of the PRC legal and regulatory requirements, foreign exchange control, or other influences, such as, force majeure, etc.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Critical accounting estimates and judgements (Continued)

(i) Subsidiary governed under contractual arrangements (Continued)

Pursuant to the applicable laws, including but not limited to the Special Administrative Measures (Negative List) for the Access of Foreign Investment, the business of value-added telecommunications services is considered "restricted" where foreign investors are restricted from holding more than 50% equity interests in companies providing such services, as such 北京北西商務諮詢有限公司 (Beijing Beixi Business Consultancy Co., Ltd., "Beixi Business"), the Company's indirect non-wholly owned subsidiary incorporated in the PRC, has entered into a series of contractual arrangements (the "Contractual Arrangements") with 北京北商西電科技有限公司 (Beijing Beishang Xidian Technology Co., Ltd., "Beishang"), a company incorporated in the PRC, and its respective owners, which enable the Group to:

- have power to direct the relevant activities of Beishang;
- exercise the 100% voting rights of Beishang, via 60%-owned Beixi Business, during the general meetings of Beishang;
- receive and be exposed to substantially 60% of the economic interest returns generated by Beishang through service fees in consideration for the management and consulting services provided by Beixi Business at Beixi Business's discretion;
- have an irrevocable option, via 60%-owned Beixi Business, to purchase 100% equity interest in Beishang with consideration at a nominal price of RMB1 when and to the extent permitted under the PRC laws; and
- obtain pledges over 100% equity interest of Beishang, via 60%-owned Beixi Business, from their respective owners.

The Group does not have any equity interest in Beishang. However, as a result of the Contractual Arrangements, the Group is considered to have control over Beishang given that the Group has rights to variable returns from its involvement in operation of Beishang and has the ability to affect these returns (e.g. in form of service fees charged). Consequently, the Group regards Beishang as an indirectly-owned subsidiary under HKFRSs.

Nevertheless, the Contractual Arrangements may not be as effective as legal ownership in providing the Group with control over the consolidated entities and business, and uncertainties presented by the PRC legal system could impede the Group's beneficiary rights of the results, assets and liabilities of the consolidated entities and business. Having considered any changes in the relevant PRC laws and regulations since the execution of the Contractual Arrangements, the management believes that the Contractual Arrangements are in compliance with the relevant PRC laws and regulations and are legally binding and enforceable.

4. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Future changes in HKFRSs

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

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

(1) Effective for annual periods beginning on or after 1 January 2024
(2) Effective for annual periods beginning on or after 1 January 2025
(3) The effective date to be determined

The Group is in the process of making a detailed assessment of the possible impact on the future adoption of the new/revised HKFRSs. So far the management is of the opinion that the adoption of the new/revised HKFRSs will not have any significant impact on the consolidated financial statements.

5. SEGMENT INFORMATION

The chief operating decision makers evaluate the performance of and allocate resources to operating segments based on the Group's internal reporting in respect of these segments. The Group's operating segments are structured and managed separately according to the nature of their businesses. The Group's reportable segments are as follows:

(a) Telecommunications related business

(b) Shipping and logistics

Segment results represent the results from each reportable segment without allocation of corporate income and expenses.

Year ended 31 December 2023	Telecommunications related business HK$'000	Shipping and logistics HK$'000	Total HK$'000
Segment revenue from external customers	44,982	98,672	143,654
Segment (loss) profit	(3,158)	19,564	16,406
Unallocated income			189
Change in fair value of financial assets at FVPL			18,752
Loss on disposal of financial assets at FVPL			(2,097)
Other unallocated corporate expenses			(22,118)
Profit for the year			11,132
Other segment information:			
Depreciation of property, plant and equipment (note (a))	(58)	(8,858)	(8,916)
Depreciation of right-of-use assets (note (b))	(1,845)	(2,081)	(3,926)
Finance costs (note (c))	(82)	(106)	(188)
Additions of property, plant and equipment	43	–	43

5. SEGMENT INFORMATION (CONTINUED)

Year ended 31 December 2022	Telecommunications related business HK$'000	Shipping and logistics HK$'000	Total HK$'000
Segment revenue from external customers	38,966	67,567	106,533
Segment loss	(14,633)	(2,454)	(17,087)
Unallocated income			253
Change in fair value of financial assets at FVPL			(14,884)
Other unallocated corporate expenses			(27,181)
Loss for the year			(58,899)
Other segment information:			
Depreciation of property, plant and equipment (note (a))	(36)	(11,292)	(11,328)
Depreciation of right-of-use assets (note (b))	(1,936)	(1,502)	(3,438)
Finance costs (note (c))	(175)	(130)	(305)
Additions of property, plant and equipment	135	–	135

Note:

(a) Depreciation of property, plant and equipment excluded from the measure of segment results during the years ended 31 December 2023 and 2022 amounted to approximately HK$454,000 and HK$Nil respectively.

(b) Depreciation of right-of-use assets excluded from the measure of segment results during the years ended 31 December 2023 and 2022 amounted to approximately HK$2,650,000 and HK$1,743,000 respectively.

(c) Finance costs excluded from the measure of segment results during the years ended 31 December 2023 and 2022 amounted to approximately HK$2,781,000 and HK$8,055,000 respectively.

5. SEGMENT INFORMATION (CONTINUED)

	2023 HK$'000	2022 HK$'000
Assets		
Shipping and logistics	**155,684**	156,702
Telecommunications related business	**13,236**	21,750
Segment assets	**168,920**	178,452
Unallocated corporate assets	**51,029**	29,244
Consolidated total assets	**219,949**	207,696
Liabilities		
Shipping and logistics	**5,588**	10,623
Telecommunications related business	**2,343**	6,609
Segment liabilities	**7,931**	17,232
2020 Convertible Bonds	**–**	41,798
Other unallocated corporate liabilities	**18,943**	11,093
Consolidated total liabilities	**26,874**	70,123

Geographical information

As at 31 December 2023, apart from the vessels and goodwill, approximately HK$12,555,000 (2022: HK$5,524,000) and HK$569,000 (2022: HK$2,450,000) of the Group's non-current assets are located in Hong Kong and the PRC respectively.

Geographical segment information of the Group's revenue arising from provision of shipping and logistics service is not presented as the directors consider that the relevant services are carried out internationally, preclude a meaningful allocation of operating results to specific geographical segments.

Revenue information for the telecommunications related business based on locations of customers is as follows:

	2023 HK$'000	2022 HK$'000
The PRC	**44,982**	38,966

5. SEGMENT INFORMATION (CONTINUED)

Information about major customers

Revenue from customers individually accounting for 10% or more of the revenue of the Group is as follows:

	2023 **HK$'000**	2022 HK$'000
Customer A (Shipping and logistics segment)	**98,672**	67,567
Customer B (Telecommunications related business)	**23,224**	13,013

6. REVENUE

	2023 **HK$'000**	2022 HK$'000
Operating lease income		
Charter-hire income	**98,672**	67,567
Revenue from contract with customers within HKFRS 15		
Telecommunications service income	**44,982**	38,966
	143,654	106,533

The revenue from contracts with customers within HKFRS 15 is based on fixed price and recognised over time.

7. OTHER INCOME

	2023 **HK$'000**	2022 HK$'000
Bank interest income	**276**	60
Claims from insurance company	**169**	2,120
Exchange gain, net	**194**	78
Other subsidy income	**556**	–
Recharge of expenses to charter parties	**493**	431
Subsidy income under Employment Support Scheme	**–**	552
Sundry income	**515**	868
	2,203	4,109

8. PROFIT (LOSS) BEFORE TAX

This is stated after charging (crediting):

		2023 HK$'000	2022 HK$'000
(a)	**Finance costs:**		
	Interest on other borrowings	573	535
	Interest on the 2019 Convertible Bonds	–	78
	Interest on the 2020 Convertible Bonds (note 23)	1,908	7,171
	Interest on lease liabilities	488	576
		2,969	8,360

		2023 HK$'000	2022 HK$'000
(b)	**Staff costs (including directors' remuneration):**		
	Employee benefits expense	28,449	23,865
	Contributions to defined contribution plans	1,379	1,553
		29,828	25,418

		2023 HK$'000	2022 HK$'000
(c)	**Other items:**		
	Auditor's remuneration		
	Annual audit	1,200	1,100
	Non-annual audit	630	160
	Cost of services (note)	90,813	87,725
	Depreciation of property, plant and equipment (note 14)	9,370	11,328
	Depreciation of right-of-use assets (note 16)	6,576	5,181
	Exchange gain, net	(194)	(78)
	Legal and professional fees	6,497	5,162
	Loss on disposal of financial assets at FVPL	2,097	–
	Motor vehicles expenses	2,769	2,694
	Research and development costs	259	7,418

Note: Cost of services includes depreciation of property, plant and equipment of approximately HK$8,858,000 (2022: HK$11,073,000) which amount is also included in the respective total amount disclosed separately in "depreciation of property, plant and equipment".

9. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to the directors of the Company by the Group during the year were as follows:

Name of director	Directors' fees HK$'000	Salaries, allowances and other benefits HK$'000	Contributions to defined contribution plans HK$'000	Total HK$'000
Year ended 31 December 2023				
Executive directors				
Pang Yuet	–	3,094	18	3,112
Sun Peng	–	416	–	416
Hui Wai	–	1,300	18	1,318
Independent non-executive directors				
Ng Kwun Wan	180	–	–	180
Wong Cheuk Bun	180	–	–	180
Hon Ming Sang	180	–	–	180
	540	4,810	36	5,386

Name of director	Directors' fees HK$'000	Salaries, allowances and other benefits HK$'000	Contributions to defined contribution plans HK$'000	Total HK$'000
Year ended 31 December 2022				
Executive directors				
Pang Yuet	–	3,094	18	3,112
Sun Peng	–	416	–	416
Hui Wai	–	1,300	18	1,318
Independent non-executive directors				
Ng Kwun Wan	180	–	–	180
Wong Cheuk Bun	180	–	–	180
Hon Ming Sang	180	–	–	180
	540	4,810	36	5,386

No emoluments were paid by the Group to any of the directors as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during the years ended 31 December 2023 and 2022.

10. INDIVIDUALS WITH HIGHEST EMOLUMENTS

During the year, the five highest paid individuals of the Group included one (2022: one) director whose emolument is disclosed in note 9 to the consolidated financial statements. The emoluments of the remaining four (2022: four) highest paid individuals, who are employees of the Group, are as follows:

	2023	2022
	HK$'000	HK$'000
Salaries and other benefits	**7,356**	6,089
Contributions to defined contribution plans	**72**	72
	7,428	6,161

The emoluments of the highest paid individuals, other than the director, are within the following bands:

	Number of individuals	
	2023	2022
HK$1,000,001 – HK$1,500,000	**1**	1
HK$1,500,001 – HK$2,000,000	**2**	3
HK$2,000,001 – HK$2,500,000	**1**	–
	4	4

No emoluments were paid or payable by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of these individuals waived any emoluments during the years ended 31 December 2023 and 2022.

11. TAXATION

Hong Kong Profits Tax, if any, is calculated at 16.5% (2022: 16.5%) on the estimated assessable profits for the year. The PRC enterprise income tax is provided at the rate of 25% (2022: 25%) on the estimated assessable profits of subsidiaries operating in the PRC.

No provision for income tax has been made as the Group entities either had no estimated assessable profits or incurred tax losses for the years ended 31 December 2023 and 2022.

Reconciliation of tax expense

	2023 **HK$'000**	2022 HK$'000
Profit (Loss) before tax	**11,132**	(58,899)
Tax calculated at domestic tax rates in respective tax jurisdictions	**1,592**	(10,908)
Non-deductible expenses	**17,212**	19,026
Tax exempt revenue	**(19,630)**	(11,995)
Unrecognised tax loss	**826**	3,877
Tax expense for the year	**–**	–

12. DIVIDENDS

The directors do not recommend the payment of any dividend for the years ended 31 December 2023 and 2022.

13. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share of the Company is based on the following data:

	2023 HK$'000	2022 HK$'000
Profit (Loss) attributable to owners of the Company	**12,676**	(56,664)

	2023	2022
Weighted average number of ordinary shares for basic and diluted earnings (loss) per share	**1,924,290,312**	1,694,975,244
Earnings (Loss) per share Basic and diluted (HK cents)	**0.66**	(3.34)

Diluted earnings (loss) per share for the years ended 31 December 2023 and 2022 is same as the basic earnings (loss) per share. The calculation of diluted earnings (loss) per share for the years ended 31 December 2023 and 2022 does not assume the conversion of the Company's outstanding convertible instruments since the conversion would result an anti-dilutive effect on the basic earnings (loss) per share.

14. PROPERTY, PLANT AND EQUIPMENT

	Leasehold improvements HK$'000	Furniture, fixtures and office equipment HK$'000	Motor vehicles HK$'000	Vessels HK$'000	Total HK$'000
Reconciliation of carrying amount – year ended 31 December 2022					
As at 1 January 2022	–	38	219	153,492	153,749
Additions	–	135	–	–	135
Depreciation	–	(36)	(219)	(11,073)	(11,328)
Exchange difference	–	(10)	–	–	(10)
As at 31 December 2022	–	127	–	142,419	142,546
Reconciliation of carrying amount – year ended 31 December 2023					
As at 1 January 2023	**–**	**127**	**–**	**142,419**	**142,546**
Additions	**3,028**	**303**	**–**	**–**	**3,331**
Depreciation	**(433)**	**(79)**	**–**	**(8,858)**	**(9,370)**
Exchange difference	**–**	**(1)**	**–**	**–**	**(1)**
As at 31 December 2023	**2,595**	**350**	**–**	**133,561**	**136,506**
As at 31 December 2022					
Cost	–	172	1,764	193,192	195,128
Accumulated depreciation	–	(45)	(1,764)	(50,773)	(52,582)
	–	127	–	142,419	142,546
As at 31 December 2023					
Cost	**3,028**	**473**	**1,764**	**193,192**	**198,457**
Accumulated depreciation	**(433)**	**(123)**	**(1,764)**	**(59,631)**	**(61,951)**
	2,595	**350**	**–**	**133,561**	**136,506**

As at 31 December 2023, no impairment loss has been recognised on the property, plant and equipment held by the Group (2022: Nil).

15. INTANGIBLE ASSET

	Club membership
	HK$'000
Cost and carrying amount	
As at 31 December 2022 and 31 December 2023	1,000

16. LEASES

The Group as lessor

Operating lease

The Group leases its vessels to third parties under operating leases, which had an initial non-cancellable lease term of 23 months (2022: 23 months). The leases do not include purchase or termination options. The leases do not provide the lessees with options to extend the lease term (2022: Nil).

Below is a maturity analysis of future undiscounted lease payments to be received from lease of the vessels.

	2023	2022
	HK$'000	HK$'000
Year 1	36,488	95,305
Year 2	–	40,845
	36,488	136,150

The operating lease income of the Group during the years ended 31 December 2023 and 2022 is set out in note 6 to the consolidated financial statements.

The Group is insured against loss that may arise from accidents or physical damages of the vessels up to the amount of US$25,000,000 (equivalent to HK$194,500,000) (2022: US$26,000,000 equivalent to HK$202,280,000).

16. LEASES (CONTINUED)

The Group as lessee

Right-of-use assets

	Office premises HK$'000
Reconciliation of carrying amount – year ended 31 December 2023	
As at 1 January 2023	**6,847**
Addition	**8,929**
Depreciation	**(6,576)**
Exchange differences	**(20)**
As at 31 December 2023	**9,180**
Reconciliation of carrying amount – year ended 31 December 2022	
As at 1 January 2022	8,520
Lease modification	3,818
Depreciation	(5,181)
Exchange differences	(310)
As at 31 December 2022	6,847

The Group leases office premises for its daily operations. The lease term are two to three years (2022: two to three years). Lease payments were usually increased annually to reflect current market rentals.

Restrictions or covenants

Most of the leases impose a restriction that, unless the approval is obtained from the lessor, the right-of-use assets can only be used by the Group and the Group is prohibited from selling or pledging the underlying assets.

For leases of properties, the Group is required to keep those properties in a good state of repair and return the properties in their original condition at the end of the lease.

17. GOODWILL

	2023 HK$'000	2022 HK$'000
Reconciliation of carrying amount		
As at 31 December 2022 and 31 December 2023	**1,026**	1,026

Goodwill arose because the consideration paid for the acquisition effectively included amount in relation to the benefits originated from future market development. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets. None of the goodwill recognised is expected to be deductible for income tax purposes.

Goodwill acquired through business combination has been allocated to telecommunications related business.

The recoverable amount of the cash-generating unit ("CGU") of telecommunications related business as at 31 December 2023 and 2022 has been determined on the basis of value in use. The value-in-use calculation uses cash flow projection based on financial budgets approved by management covering a 5-year period by applying certain key assumptions below:

	Telecommunications related business	
	2023	2022
Pre-tax discount rate	**18%**	15%
Average growth rate	**3%**	5%
Perpetual growth rate	**5%**	5%

For the years ended 31 December 2023 and 2022, no impairment loss was made on the goodwill.

18. TRADE AND OTHER RECEIVABLES

	Note	2023 HK$'000	2022 HK$'000
Trade receivables	18(a)		
Lease income receivable		–	47
Service income receivables		2,921	9,729
		2,921	9,776
Other receivables			
Other debtors	18(b)	6,928	7,113
Deposits		1,719	2,174
Deposit for vessel operation	18(c)	12,529	2,210
Prepayments		1,207	618
		22,383	12,115
Less:			
Loss allowance on other receivables	30(b)	(3,002)	(3,002)
		19,381	9,113
		22,302	18,889

Information about the Group's exposure to credit risks and loss allowance for trade and other receivables is included in note 30(b) to the consolidated financial statements.

18(a) Trade receivables

As at 31 December 2023, all trade receivables aged within 30 to 90 days (2022: 30 to 90 days), based on the invoice date.

18(b) Other debtors

As at 31 December 2023, a balance of HK$1,237,000 (2022: HK$1,122,000) carries interest at interest rate of 10% per annum, is unsecured and repayable in April 2024 (2022: carries interest at interest rate of 10% per annum, is unsecured and repayable in April 2023) and the remaining balances are interest-free, unsecured and repayable on demand.

18. TRADE AND OTHER RECEIVABLES (CONTINUED)

18(c) Deposit for vessel operation

The amount represents the monies deposited in designated bank accounts of a vessel management company for daily operating use. The Group is the beneficiaries of these designated bank accounts. The balance is unsecured, repayable on demand and bearing interest at floating daily bank deposit rates.

19. FINANCIAL ASSETS AT FVPL

	2023 **HK$'000**	2022 HK$'000
Mandatorily measured at FVPL		
Securities listed in Hong Kong	**35,418**	19,301

As at 31 December 2023, margin facilities of HK$6,572,000 (2022: HK$8,197,000) from a regulated securities broker was granted to the Group under which the securities listed in Hong Kong of HK$35,418,000 (2022: HK$19,301,000) were pledged as collateral for the facilities granted. The Group utilised the margin facilities of HK$1,932,000 (2022: HK$8,197,000) as at 31 December 2023 as detailed in note 21(b) to the consolidated financial statements.

The fair value of the securities listed in Hong Kong is based on the quoted market price which is a level 1 input in accordance with HKFRS 13.

20. BANK BALANCES AND CASH

	2023 **HK$'000**	2022 HK$'000
Bank balances and cash		
Cash in hand	**405**	519
Cash at bank	**13,309**	16,568
As stated in the consolidated statement of cash flows	**13,714**	17,087
Time deposits with original maturity of more than three months	**803**	1,000
	14,517	18,087

All cash at bank earns interest at floating daily bank deposit rates. Time deposits with original maturity of more than three months earns interest at fixed rates. The carrying amounts of time deposits are expected to be recovered within one year.

21. TRADE AND OTHER PAYABLES

	Note	2023 HK$'000	2022 HK$'000
Trade payables	21(a)	**2,409**	3,812
Other payables			
Accruals and other payables		**3,774**	4,945
Receipts in advance		**1,624**	4,131
Other borrowings from a regulated securities broker	21(b)	**1,932**	8,197
		7,330	17,273
		9,739	21,085

21(a) Trade payables

The credit period of trade payables is normally within 90 days (2022: 90 days). As at 31 December 2023 and 2022, all trade payables was aged within 30 days, based on the invoice date.

21(b) Other borrowings from a regulated securities broker

As at 31 December 2023, the other borrowings from a regulated securities broker are secured by securities listed in Hong Kong of HK$35,418,000 and repayable on demand, bear interest at rate of 10% per annum (2022: secured by securities listed in Hong Kong of HK$19,301,000 and repayable on demand, bear interest at rate of 10% per annum).

22. AMOUNT DUE TO THE ULTIMATE HOLDING COMPANY

The balance was unsecured, interest-free and repayable within one year.

23. 2020 CONVERTIBLE BONDS

On 8 March 2020, the Company, entered into a subscription agreement with Oriental Solar, pursuant to which Oriental Solar has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue the convertible bonds (the "2020 Convertible Bonds") in the principal amount of HK$48,000,000 which may be converted into 300,000,000 conversion shares at the initial conversion price of HK$0.16 (subject to adjustments). The 2020 Convertible Bonds are unsecured, interest-free and have a term of 3 years.

On 13 July 2020, the Company issued the 2020 Convertible Bonds of HK$48,000,000 to Oriental Solar, the ultimate holding company of the Company.

During the year, Oriental Solar exercised the conversion right attached to the 2020 Convertible Bonds. Accordingly, the Company issued and allotted 300,000,000 shares to Oriental Solar on 28 March 2023.

The movements of liability component of the 2020 Convertible Bonds are as follows:

	Gross amount	**Deferred day-one loss**	**Net amount**
	HK$'000	HK$'000	HK$'000
As at 1 January 2022	36,483	(5,281)	31,202
Imputed interest expenses	7,171	–	7,171
Amortisation of deferred day-one loss	–	3,425	3,425
As at 31 December 2022 and 1 January 2023	**43,654**	**(1,856)**	**41,798**
Imputed interest expenses	**1,908**	**–**	**1,908**
Amortisation of deferred day one loss	**–**	**829**	**829**
Conversion of the 2020 Convertible Bonds	**(45,562)**	**1,027**	**(44,535)**
As at 31 December 2023	**–**	**–**	**–**

24. SHARE CAPITAL

	2023		2022	
	Number of shares	**HK$'000**	Number of shares	HK$'000
Issued and fully paid:				
At beginning of the year	**1,694,975,244**	**1,906,379**	1,694,975,244	1,906,379
Conversion of the 2020 Convertible Bonds	**300,000,000**	**74,779**	–	–
At end of the year	**1,994,975,244**	**1,981,158**	1,694,975,244	1,906,379

25. NON-CONTROLLING INTERESTS

The following table shows the information relating to Beishang and its non-wholly owned subsidiaries (the "Beishang Group") that has material NCI. The summarised financial information represents amounts before inter-company eliminations since acquisition.

	Beishang Group	
	2023	2022
	HK$'000	HK$'000
At 31 December 2023		
Proportion of NCI's ownership interests	**40%**	40%
Non-current assets	**108**	119
Current assets	**3,181**	13,157
Current liabilities	**(300)**	(6,354)
Net assets	**2,989**	6,922
Carrying amount of NCI	**1,196**	2,769

	2023	2022
	HK$'000	HK$'000
Revenue and other income	**35,668**	36,897
Expenses	**(39,529)**	(42,485)
Loss for the year	**(3,861)**	(5,588)
Other comprehensive loss	**(72)**	(916)
Total comprehensive loss for the year	**(3,933)**	(6,504)
Loss attributable to NCI	**(1,544)**	(2,235)
Total comprehensive loss attributable to NCI	**(1,573)**	(2,602)
Dividend paid to NCI	**–**	–
Net cash outflow from operating activities	**(1,451)**	(9,727)

26. SHARE OPTIONS

2018 Share Option Scheme

The 2018 Share Option Scheme was adopted by the Company on 20 August 2018 on terms in compliance with chapter 17 of the Listing Rules for a term of ten years commencing from the date of adoption. The Company may grant share options to selected eligible participants as incentives or rewards for their contribution to the Group (or any member of the Group) and/or to enable the Group (or any member of the Group) to recruit and retain high calibre employees and attract human resources that are valuable to the Group (or any member of the Group) and/or to any invested entity.

Under the 2018 Share Option Scheme, the Board has the authority to set the terms and conditions in respect of the grant of share options (e.g. the minimum period of the share options to be held, the performance targets to be achieved before the share options can be exercised and the subscription price). This provides the Board with more flexibility in imposing appropriate conditions in light of the circumstances of each grant and help to achieve the purpose of the 2018 Share Option Scheme. The aggregate number of shares in respect of which share options (including both exercised and outstanding share options) may be granted under the 2018 Share Option Scheme and any other share option scheme(s) of the Company shall not, in aggregate exceed 10% of the total number of shares in issue on its adoption date, unless the Company obtains approval from the shareholders in general meeting to refresh the scheme mandate limit.

Further, the maximum number of shares which may be issued upon exercise of all outstanding share options granted under the 2018 Share Option Scheme and any other share option scheme(s) of the Company must not exceed 30% of the total number of shares in issue from time to time. The total number of shares issued and to be issued upon exercise of the share options granted and to be granted to each eligible participant in any 12-month period shall not exceed 1% of the total number of shares in issue of the Company.

The eligible participants as defined under the 2018 Share Option Scheme are as follows:

(i) any employee (whether full time or part time, including any executive directors but excluding any non-executive directors) of the Company, or of any of its subsidiaries or invested entity in which the Group holds any equity interest;

(ii) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any invested entity;

(iii) any shareholders of any members of the Group or any invested entity or any holder of any securities issued or proposed to be issued by any member of the Group or any invested entity;

(iv) any other entity (including any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner, joint venture business partner, promoter or service provider of any member of the Group) whom the Board considers, in its sole discretion, has contributed or will contribute to the Group; or

(v) any other persons (including any individual staff member of any consultant, adviser, distributor, contractor, supplier, agent, customer, business partner, joint venture business partner, promoter or service provider of any member of the Group) whom the Board considers, in its sole discretion, has contributed or will contributed to the Group.

26. SHARE OPTIONS (CONTINUED)

2018 Share Option Scheme (Continued)

The 2018 Share Option Scheme is valid and effective for a period of 10 years commencing on the date of adoption.

During the years ended 31 December 2023 and 2022, no options were granted, exercised and lapsed under the 2018 Share Option Scheme. There was no outstanding option at 31 December 2023 and 2022.

27. DEFERRED TAX

No deferred tax asset has been recognised in the consolidated financial statements in respect of estimated tax losses available to offset future taxable profits due to the uncertainty of future profit streams against which the deferred tax asset can be utilised.

The expiry dates of unrecognised tax losses are as follows:

	2023 HK$'000	2022 HK$'000
Tax losses without expiry date	3,660	3,660
Tax losses expiring on 31 December 2025	302	306
Tax losses expiring on 31 December 2026	10,621	10,775
Tax losses expiring on 31 December 2027	15,433	15,508
Tax losses expiring on 31 December 2028	4,663	–
	34,679	30,249

28. RELATED PARTY TRANSACTIONS AND BALANCES AND CONNECTED TRANSACTIONS

In addition to the transactions and balances disclosed elsewhere in the consolidated financial statements, the Group entered into the following related party transactions in the ordinary course of the Group's business.

a) Members of key management during the year comprised the directors only whose remuneration is set out in note 9 to the consolidated financial statements.

b) Consultancy fee of HK$720,000 (2022: HK$720,000) to Chatwin Financial PR Company Limited which is beneficially owned by Mr. Wu Jian, a director of certain subsidiaries of the Company.

c) Imputed interest expenses in relation to the 2020 Convertible Bonds of approximately HK$1,908,000 (2022: HK$7,171,000) was charged by Oriental Solar, the ultimate holding company of the Company.

d) Amount due to Oriental Solar, the ultimate holding company of the Company, of HK$7,000,000 (2022: HK$Nil).

28. RELATED PARTY TRANSACTIONS AND BALANCES AND CONNECTED TRANSACTIONS (CONTINUED)

The related party transactions and balances disclosed in notes 28(b), 28(c) and 28(d) to the consolidated financial statements constituted connected transactions exempted from the reporting, announcement and independent shareholders' approval requirements under the Listing Rules.

29. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The Group's financial assets and financial liabilities as at 31 December 2023 and 2022 are categorised as follows:

	2023 **HK$'000**	2022 HK$'000
Financial assets		
Amortised cost		
Trade receivables	**2,921**	9,776
Financial assets included in other receivables	**18,174**	8,495
Bank balances and cash	**14,517**	18,087
	35,612	36,358
FVPL		
Securities listed in Hong Kong	**35,418**	19,301
	71,030	55,659

	2023 **HK$'000**	2022 HK$'000
Financial liabilities		
Amortised cost		
– Trade payables	**2,409**	3,812
– Financial liabilities included in other payables	**5,706**	13,142
– Amount due to the ultimate holding company	**7,000**	–
– 2020 Convertible Bonds	**–**	41,798
	15,115	58,752

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The main risks arising from the Groups' financial instruments (note 29) are foreign currency risk, credit risk, liquidity risk and equity price risk. The management general adopts conservative strategies on its risk management and limits the Group's exposure to these risks to minimum level as follows:

(a) Foreign currency risk

The Group's transactions are mainly denominated in Renminbi ("RMB") and United States dollar ("US$").

Since the exchange rate of HK$ is pegged with US$, the Group does not expect any significant movements in the US$/HK$ exchange rates.

(b) Credit risk

The carrying amount of financial assets recognised on the consolidated statement of financial position, which is net of impairment losses, represents the Group's exposure to credit risk without taking into account the value of any collateral held or other credit enhancements.

Trade receivables

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The default risk of the industry and country in which customers operate also has an influence on credit risk but to a lesser extent. Credit quality of a customer is assessed based on an extensive credit rating and individual credit limit assessment which is mainly based on the Group's own trading records.

At 31 December 2023, the Group had a concentration of credit risk as 81.7% (2022: 31.5%) and 93.9% (2022: 77.2%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively.

The Group applies a simplified approach in calculating ECL for trade receivables and recognises a loss allowance based on lifetime ECL at each reporting date and has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The expected loss rate used in the provision matrix is calculated for each category based on actual credit loss experience over the past three years and adjusted for current and forward-looking factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Group's estimate on future economic conditions over the expected lives of the receivables.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Credit risk (Continued)

Trade receivables (Continued)

The information about the exposure to credit risk and ECL for trade receivables using a provision matrix is summarised below.

As at 31 December 2023

	Expected loss rate	**Gross carrying amount HK$'000**	**Loss allowance HK$'000**	**Credit-impaired**
Not past due	**0.0%**	**2,921**	**–**	**No**

As at 31 December 2022

	Expected loss rate	Gross carrying amount HK$'000	Loss allowance HK$'000	Credit-impaired
Not past due	0.0%	9,776	–	No

The Group does not hold any collateral over trade receivables as at 31 December 2023 (2022: Nil).

Other receivables

The Group determines that the amount due from one of the other debtors is credit-impaired after taken into account the default payment of amount due from the debtor and the past settlement history of the debtor. An impairment loss of HK$3,002,000 (2022: HK$3,002,000) was made in respect of the amount due from the debtor as a result of the ECL assessment conducted by the management of the Company.

The Group considers that the deposits and other debtors (except for the above-mentioned debtor) have low credit risk based on the counterparties' strong capacity to meet its contractual cash flow obligations in the near term and low risk of default.

In estimating the ECL and whether the deposits and debtors are credit-impaired, the Group has taken into account the historical actual credit loss experience over the past 3 years and adjusted for forward-looking factors, in estimating the probability of default, as well as the loss upon default.

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(b) Credit risk (Continued)

Other receivables (Continued)

The management of the Group considers the ECL of the deposits and debtors (except for the above-mentioned debtor) to be insignificant so no loss allowance was recognised in this respect.

There was no change in the estimation techniques or significant assumptions made during the year.

(c) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility. The Group's policy is to regularly monitor its liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

The undiscounted contractual maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 and 2022, based on contractual undiscounted payments is summarised below:

	Carrying amount HK$'000	Total contractual undiscounted cash flow HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000
2023					
Trade and other payables	8,115	8,115	8,115	–	–
Amount due to the ultimate holding company	7,000	7,000	7,000	–	–
Lease liabilities	10,135	10,745	5,417	5,328	–
	25,250	25,860	20,532	5,328	–

30. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

(c) Liquidity risk (Continued)

	Carrying amount HK$'000	Total contractual undiscounted cash flow HK$'000	Within 1 year or on demand HK$'000	More than 1 year but less than 2 years HK$'000	More than 2 years but less than 5 years HK$'000
2022					
Trade and other payables	16,954	16,954	16,954	–	–
Liability component of the 2020 Convertible Bonds	41,798	48,000	48,000	–	–
Lease liabilities	7,240	7,499	5,627	1,872	–
	65,992	72,453	70,581	1,872	–

Note: The above maturity analysis is based on the repayment schedule ignoring the early redemption right.

(d) Equity price risk

The Group is exposed to equity price risk arising from equity investments held under financial assets at FVPL amounted to HK$35,418,000 (2022: HK$19,301,000). At the end of the reporting period, if the market price of the investments had been 10% higher/lower (2022: 10% higher/lower) while all other variables were held constant, the Group's profit would increase/decrease by HK$3,542,000 (2022: the Group's loss would decrease/increase by HK$1,930,000) due to change in fair value of financial assets at FVPL.

31. CAPITAL RISK MANAGEMENT

The objectives of the Group's capital management are to safeguard the entity's ability to continue as a going concern and to provide returns for shareholders. The Group manages its capital structure and makes adjustments, including return of capital to shareholders or issue of new shares or sale of assets to reduce debts. No changes were made in the objectives, policies or processes during the years ended 31 December 2023 and 2022.

The Group monitors capital on the basis of debt-to-capital ratio, which is net debt divided by the Group's capital. The Group's policy is to keep not more than 100%. The debt-to-capital ratios at the end of the reporting period were as follows:

	2023	2022
	HK$'000	HK$'000
Current liabilities	**21,757**	68,273
Non-current liabilities	**5,117**	1,850
Total liabilities	**26,874**	70,123
Total equity	**193,075**	137,573
Debt-to-capital ratio	**14%**	51%

32. OTHER CASH FLOW INFORMATION

(a) Reconciliation of liabilities arising from financing activities:

	Other borrowings HK$'000	Lease liabilities HK$'000	2020 Convertible Bonds HK$'000	Amount due to the ultimate holding company HK$'000
As at 1 January 2023	**8,197**	**7,240**	**41,798**	**–**
Changes from cash flows:				
Advance from the ultimate holding company	–	–	–	7,000
Payment of interest expenses	(573)	–	–	–
Repayment of other borrowings	(5,692)	–	–	–
Repayment of lease liabilities	–	(6,500)	–	–
Total changes from financing cash flows	(6,265)	(6,500)	–	7,000
Conversion of the 2020 Convertible Bonds	–	–	(44,535)	–
Imputed interest expenses	–	488	1,908	–
New leases	–	8,929	–	–
Amortisation of deferred day-one loss	–	–	829	–
Exchange difference	–	(22)	–	–
Total non-cash transactions	–	9,395	(41,798)	–
As at 31 December 2023	**1,932**	**10,135**	**–**	**7,000**

32. OTHER CASH FLOW INFORMATION (CONTINUED)

(a) Reconciliation of liabilities arising from financing activities: (Continued)

	Other borrowings HK$'000	Lease liabilities HK$'000	2020 Convertible Bonds HK$'000	2019 Convertible Bonds HK$'000
As at 1 January 2022	2,244	8,957	31,202	435
Changes from cash flows:				
Proceeds from other borrowings	6,488	–	–	–
Payment of interest expenses	(535)	–	–	–
Repayment of lease liabilities	–	(5,778)	–	–
Repayment of the 2019 Convertible Bonds	–	–	–	(500)
Total changes from financing cash flows	5,953	(5,778)	–	(500)
Imputed interest expenses	–	576	7,171	78
Payment of interest	–	–	–	(13)
Leases modification	–	3,809	–	–
Amortisation of deferred day-one loss	–	–	3,425	–
Exchange difference	–	(324)	–	–
Total non-cash transactions	–	4,061	10,596	65
As at 31 December 2022	8,197	7,240	41,798	–

(b) Cash at banks

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods from one day to three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. Bank deposits with original maturity of more than three months earns interest at fixed rate. The bank balances are deposited and time deposits are placed with creditworthy banks with no recent history of default.

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	2023 HK$'000	2022 HK$'000
NON-CURRENT ASSETS		
Interests in subsidiaries	–	–
Property, plant and equipment	2,595	–
Right-of-use assets	7,441	–
	10,036	–
CURRENT ASSETS		
Amounts due from subsidiaries	216,746	193,038
Other receivables and prepayments	1,374	–
Bank balances and cash	809	4,904
	218,929	197,942
CURRENT LIABILITIES		
Other payables	1,717	1,526
Amounts due to subsidiaries	19,925	19,925
Amount due to the ultimate holding company	7,000	–
2020 Convertible Bonds	–	41,798
Lease liabilities	3,175	–
	31,817	63,249
NET CURRENT ASSETS	187,112	134,693
TOTAL ASSETS LESS CURRENT LIABILITIES	197,148	134,693
NON-CURRENT LIABILITIES		
Lease liabilities	5,117	–
NET ASSETS	192,031	134,693
CAPITAL AND RESERVES		
Share capital	1,981,158	1,906,379
Reserves	(1,789,127)	(1,771,686)
TOTAL EQUITY	192,031	134,693

This statement of financial position was approved and authorised for issue by the Board of Directors on 15 March 2024 and signed on its behalf by

Pang Yuet *Director*	**Hui Wai** *Director*

33. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (CONTINUED)

33(a) Reserves of the Company

	Capital reserve* HK$'000	Convertible bonds reserve* HK$'000	Accumulated losses* HK$'000	Total HK$'000
As at 1 January 2022	4,190	30,418	(1,765,324)	(1,730,716)
Loss and total comprehensive loss for the year	–	–	(40,970)	(40,970)
Repayment of the 2019 Convertible Bonds	–	(174)	174	–
As at 31 December 2022 and 1 January 2023	**4,190**	**30,244**	**(1,806,120)**	**(1,771,686)**
Profit and total comprehensive income for the year	**–**	**–**	**12,803**	**12,803**
Conversion of the 2020 Convertible Bonds	**–**	**(30,244)**	**–**	**(30,244)**
As at 31 December 2023	**4,190**	**–**	**(1,793,317)**	**(1,789,127)**

* As at 31 December 2023, these reserves constituted the other reserves balance of HK$1,789,127,000 (2022: HK$1,771,686,000) per the Company's statement of financial position.

The Company did not have any reserves available for distribution to shareholders as at 31 December 2023 and 2022.

34. PRINCIPAL SUBSIDIARIES

Name of subsidiary	Place of incorporation/ establishment and operation	Issued and paid-up share capital/ registered capital	Attributable equity interest Directly held	Attributable equity interest Indirectly held	Principal activities
BX Management Limited	Hong Kong	1 ordinary share with HK$1 paid up	100%	–	Provision of management services to group companies
Palace View International Limited	The BVI	1 ordinary share of US$1	100%	–	Investment holding
Sky Universe Investment Company Limited	Hong Kong	10,000 ordinary shares with HK$10,000 paid up	100%	–	Investment holding
Beishang Limited	The BVI	100 ordinary shares of US$100	–	60%	Investment holding
Beishang Limited	Hong Kong	100 ordinary shares with HK$100 paid up	–	60%	Investment holding
China Merit Shipping Limited	Hong Kong	1 ordinary share with HK$1 paid up	–	100%	Investment holding and provision of management services to group companies
Hillmax Enterprises Limited	The BVI	1 ordinary share of US$1	–	100%	Investment holding
Laurel Gold Shipping Limited	Hong Kong	1 ordinary share with HK$1 paid up	–	100%	Shipping and Logistics
Lotus Gold Shipping Limited	Hong Kong	1 ordinary share with HK$1 paid up	–	100%	Shipping and Logistics
Teamford Limited	Hong Kong	1 ordinary share with HK$1 paid up	–	100%	Investment holding
北京宏碩數通科技有限公司	The PRC	RMB18,000,000 paid up	–	100%	Telecommunication related business
北京北西商務諮詢有限公司	The PRC	RMB50,000,000 registered capital	–	60%	Telecommunication related business
北京北商西電科技有限公司#	The PRC	RMB18,100,000 paid up	–	60%	Telecommunication related business

\# This subsidiary is held through the Contractual Arrangements (note 4).

34. PRINCIPAL SUBSIDIARIES (CONTINUED)

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, materially contribute to the results of the Group or hold a material portion of the assets or 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.

Five-Year Financial Summary

Year ended 31 December 2023

	2023	2022	2021	2020	2019
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Revenue	**143,654**	106,533	64,708	47,904	44,367
Profit (Loss) before income tax	**11,132**	(58,899)	(54,520)	111,222	(24,858)
Income tax credit	**–**	–	–	–	–
Profit (Loss) for the year	**11,132**	(58,899)	(54,520)	111,222	(24,858)
Loss attributable to non-controlling interests	**(1,544)**	(2,235)	(721)	–	(21,799)
Profit (Loss) attributable to owners of the Company	**12,676**	(56,664)	(53,799)	111,222	(3,059)
ASSETS AND LIABILITIES					
Total assets	**219,949**	207,696	254,683	280,217	236,452
Total liabilities	**(26,874)**	(70,123)	(56,294)	(34,113)	(297,418)
	193,075	137,573	198,389	246,104	(60,966)
Equity (Deficit) attributable to owners of the Company	**191,879**	134,804	193,018	246,104	(60,966)
Non-controlling interests	**1,196**	2,769	5,371	–	–
	193,075	137,573	198,389	246,104	(60,966)

Glossary

2018 Share Option Scheme	The share option scheme adopted by the Company on 20 August 2018 (as refreshed on 27 May 2022)
2022 AGM	The Company's Annual General Meeting held on 27 May 2022
2023 AGM	The Company's Annual General Meeting held on 31 May 2023
2024 AGM	The Company's Annual General Meeting to be held on 31 May 2024
Annual General Meeting or AGM	The Company's annual general meeting
Articles of Association	The Company's Articles of Association as amended, supplemented or modified from time to time
Audit Committee	The Audit Committee of the Company
Beishang	Beijing Beishang Xidian Technology Co., Ltd. (北京北商西電科技有限公司), a company established in the PRC
Beishang Equity Owners	the persons with the PRC nationality who are the registered shareholders of Beishang and hold the entire equity interests of Beishang, namely, Mr. Sun Zheng and Ms. Quan Hong
Beixi Business	Beijing Beixi Business Consultancy Co., Ltd. (北京北西商務諮詢有限公司), a company established in the PRC and an indirect non-wholly owned subsidiary of the Company
Board	The Board of Directors of the Company
CG Code	Corporate Governance Code as set out in Appendix C1 to the Listing Rules
Chairman	The chairman of the Company
Companies Ordinance	The Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
Company	Asia Energy Logistics Group Limited
Consolidated Financial Statements	The audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023

Glossary

Contractual Arrangements	the series of contractual arrangements entered into among Beixi Business, Beishang and the Beishang Equity Owners, details of which are set out in the section headed "VI. The Contractual Arrangements" in the Company's announcement dated 30 April 2021
Director(s)	Director(s) of the Company
ED(s)	Executive director(s) of the Company
Executive Committee	The Executive Committee of the Company
Group	The Company together with its subsidiaries
HKAS(s)	Hong Kong Accounting Standard(s)
HKFRS(s)	Hong Kong Financial Reporting Standard(s)
HKICPA	Hong Kong Institute of Certified Public Accountants
HK$	Hong Kong dollar, the lawful currency of Hong Kong
INED(s)	Independent Non-executive Director(s) of the Company
Listing Rules	The Rules Governing the Listing of Securities on the Stock Exchange
Main Board	The main board of the Stock Exchange
Model Code	Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
Nomination Committee	The Nomination Committee of the Company
PRC or China	The People's Republic of China
Remuneration Committee	The Remuneration Committee of the Company
RMB	Renminbi, the lawful currency of the PRC

Glossary

SFO	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
Share(s)	Ordinary share(s) of the Company
Shareholder(s)	Holder(s) of the Share(s)
SMS	Short Message Service
Stock Exchange	The Stock Exchange of Hong Kong Limited
TOR	Terms of reference
US$	Unites States dollar, the lawful currency of United States of America