



GLORIOUS SUN ENTERPRISES LIMITED

(Incorporated in Bermuda with limited liability) Stock Code : 393

2023

Annual Report



**Adhering to
High-quality
Development**



PREMIUM VINTAGE COMPANY
familiar
SUPER DREAM
JEANSWEST
UNION WORLD
1972
HANDCRAFTED WORKWEAR

OUR CORE BUSINESS

- Financial investments
- Interior decoration and renovation
- Export of casual wear apparel
- Retail of casual wear apparel

OUR VISION

To be an outstanding financial investor in the region;

to be an outstanding services provider in interior decoration and renovation industry;

to be one of the best casual wear apparel suppliers; and

to become a market leader in casual wear apparel retailing.

OUR MISSION

- Focused on our customers, we endeavour to provide quality products and services with added value
- Focused on investing in high quality financial products to secure stable profits

We strive after:

- customer satisfaction;
- staff development;
- reasonable equity return; and
- growth with our business partners,

so as to benefit our community.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive

Dr. Charles Yeung, GBS, JP (*Chairman*)
Yeung Chun Fan, BBS (*Vice-chairman*)
Hui Chung Shing, Herman, GBS, MH, JP
Ms. Cheung Wai Yee
Ms. Yeung Yin Chi, Jennifer

Independent Non-executive

Lau Hon Chuen, Ambrose, GBS, JP
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP
Ng Wing Ka, Jimmy, BBS, JP
Choi Tak Shing, Stanley, JP

BOARD COMMITTEES

Audit Committee

Lau Hon Chuen, Ambrose, GBS, JP (*Chairman*)
Ng Wing Ka, Jimmy, BBS, JP
Choi Tak Shing, Stanley, JP

Remuneration Committee

Dr. Chan Chung Bun, Bunny, GBM, GBS, JP (*Chairman*)
Hui Chung Shing, Herman, GBS, MH, JP
Choi Tak Shing, Stanley, JP

Nomination Committee

Dr. Charles Yeung, GBS, JP (*Chairman*)
Lau Hon Chuen, Ambrose, GBS, JP
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP

Investment Committee

Dr. Charles Yeung, GBS, JP (*Chairman*)
Yeung Chun Fan, BBS
Ms. Yeung Yin Chi, Jennifer
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP

COMPANY SECRETARY

Ms. Hoi Siu Ling

AUTHORISED REPRESENTATIVES

Hui Chung Shing, Herman, GBS, MH, JP
Ms. Yeung Yin Chi, Jennifer

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay
Hong Kong

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Hang Seng Bank Limited
UBS AG
Industrial and Commercial Bank of China (Asia) Limited

WEBSITE

<http://www.glorisun.com>

STOCK CODE

393

BOARD LOT

4,000 shares

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Glorious Sun Enterprises Limited (the “Company”) will be held at The Dynasty Club, 7th Floor, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 24 May 2024 at 3:30 p.m. for the following purposes:

- (1) To receive and consider the Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2023.
- (2) To declare the final dividend for the year ended 31 December 2023.
- (3) (A) (I) To elect Mr. Yeung Chun Kam as an executive director of the Company.
(II) To elect Ms. Cheung Wai Yee as an executive director of the Company.
(III) To elect Mr. Chan Chung Bun, Bunny as an independent non-executive director of the Company.
(IV) To elect Mr. Ng Wing Ka, Jimmy as an independent non-executive director of the Company.
(V) To elect Mr. Choi Tak Shing, Stanley as an independent non-executive director of the Company.
(B) To authorise the Board of Directors to fix the Directors’ remuneration.
- (4) To appoint Auditor and to authorise the Board of Directors to fix the Auditor’s remuneration.
- (5) As special business, to consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

- (A) **“THAT:**
 - (I) subject to sub-paragraph (III) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (II) the approval in sub-paragraph (I) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(III) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in sub-paragraph (I) of this resolution, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined) or upon the exercise of rights of conversion or subscription under any securities which are convertible into shares of the Company or (b) the share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the aggregate of: (aa) 20 per cent. of the aggregate number of issued shares of the Company on the date of this resolution and (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of issued shares of the Company at the date of passing this resolution) and the said approval shall be limited accordingly; and

(IV) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (I) subject to sub-paragraph (II) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the issued share capital of the Company be and is hereby generally and unconditionally approved;
- (II) the aggregate number of shares of the Company which the Company is authorised to purchase pursuant to the approval in sub-paragraph (I) of this resolution shall not exceed 10 per cent. of the aggregate number of issued shares of the Company on the date of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(III) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (c) the revocation or variation of the authority set out in this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) **“THAT** the directors of the Company be and are hereby authorised to exercise the powers of the Company referred to in paragraph (I) of the resolution set out as resolution (5)(A) in the notice of the meeting of which this resolution forms a part in respect of the number of shares of the Company referred to in sub-paragraph (bb) of paragraph (III) of such resolution.”

(6) To consider and, if thought fit, pass the following resolution as a Special Resolution:

SPECIAL RESOLUTION

“THAT the existing bye-laws of the Company (the “Bye-laws”) be and is hereby amended as follows:

(A) The following new paragraph be inserted at end in bye-law 1 of the Bye-laws:

“To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable.”

(B) Bye-law 177 be deleted in its entirety and be replaced with the following:

“177. (A) Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the rules of the Designated Stock Exchange, any such notice and document may be given or issued by the following means:

- (i) by serving it personally on the relevant persons;
- (ii) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
- (iii) by delivering or leaving it at such address as aforesaid;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
 - (v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 177(C) without the need for any additional consent or notification;
 - (vi) by publishing it on the Company's website or the website of the Designated Stock Exchange without the need for any additional consent or notification;
 - (vii) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (B) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (C) Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.
- (D) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 173 and 177 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.”
- (C) Bye-law 179 be deleted in its entirety and be replaced with the following:
- “179. Any notice or other document:
- (A) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
 - (B) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the rules of the Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;

NOTICE OF ANNUAL GENERAL MEETING

- (C) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and
- (D) if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.”

(7) To transact any other ordinary business of the Company.

By Order of the Board
Glorious Sun Enterprises Limited

Hoi Siu Ling
Company Secretary

Hong Kong, 19 April 2024

Principal Place of Business:
38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 2024, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the entitlement to attend and vote at the forthcoming annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 May 2024.
4. The register of members of the Company will also be closed from Thursday, 30 May 2024 to Monday, 3 June 2024, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 29 May 2024.

NOTICE OF ANNUAL GENERAL MEETING

5. In relation to agenda item No. (3)(A) in this notice regarding election of directors, in accordance with bye-law 110(A) of the Company's Bye-laws, Dr. Charles Yeung, the executive chairman of the Board of Directors of the Company (the "Board"), shall not be subject to retirement by rotation. However, in view of good corporate governance practices and in compliance of the Corporate Governance Code as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules"), Dr. Charles Yeung will voluntarily retire from his office and offer himself for re-election at the forthcoming annual general meeting of the Company.

Ms. Cheung Wai Yee, Dr. Chan Chung Bun, Bunny and Mr. Ng Wing Ka, Jimmy will retire from office by rotation at the forthcoming annual general meeting of the Company pursuant to bye-law 110(A) of the Company's Bye-laws and, being eligible, offer themselves for re-election.

Mr. Choi Tak Shing, Stanley will also retire at the forthcoming annual general meeting of the Company at which his term of appointment will expire, and he is eligible for re-election.

To ensure that the Board has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the Company's business needs and development, the Nomination Committee reviews the structure, size and composition of the Board annually and forms its recommendations to the Board on the proposals on re-election of the retiring Directors, with due regard to the board diversity policy of the Company.

Each of Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley has given a confirmation of his independence. The Board has considered that they have met the independence criteria set out in Rule 3.13 of the Listing Rules. Based on the biographical details disclosed to the Company, none of Mr. Chan, Mr. Ng and Mr. Choi hold seven or more listed company directorships and each of them continues to demonstrate his commitment to his role with the Company.

The Nomination Committee has also considered that Dr. Chan with his extensive experience in commerce, financial investment and community affairs in Hong Kong, Mr. Ng with his extensive experience in the legal field and in the public sector, and Mr. Choi with his professional qualification in accounting and extensive experience in accounting, finance and investment, each of them will be a valuable addition to the Board. Given the different backgrounds and expertise of them, the Nomination Committee is of the view that each of them contributes to the diversity of the Board.

The Board, with the recommendation of the Nomination Committee, has nominated Dr. Chan Chung Bun, Bunny, Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley for re-election as independent non-executive directors of the Company at the forthcoming annual general meeting.

6. The biographical details and length of service with the Company of all the directors who stands for re-election at the forthcoming annual general meeting are set out in the "Directors' and Senior Management's Biographies" contained in this annual report.
7. The amount of emoluments paid for the year ended 31 December 2023 to each of the directors who stands for re-election at the forthcoming annual general meeting is set out in note 8 to the financial statements in this annual report and the basis of determining such emoluments is set out in the "Emolument policy" section in the Report of the Directors contained in this annual report.

NOTICE OF ANNUAL GENERAL MEETING

8. Other biographical details of each of the directors who stands for re-election at the forthcoming annual general meeting are set out below to enable shareholders to make an informed decision on their re-elections. Save for the information set out in this paragraph 8 and in paragraphs 5 to 7 above, there is no information to be disclosed pursuant to any requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of shareholders in respect of the directors who stand for re-election at the forthcoming annual general meeting.

8.1 Dr. Yeung Chun Kam, GBS, JP, alias Charles Yeung, aged 77, is the Chairman of the Group and an executive director of the Company, a brother of Mr. Yeung Chun Fan and an uncle of Ms. Yeung Yin Chi, Jennifer. Dr. Charles Yeung's interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") are set out in the "Directors' interests and short positions in securities" section in the Report of the Directors contained in this annual report and remain unchanged as at 10 April 2024, being the latest practicable date prior to the printing of this notice (the "latest practicable date").

Dr. Yeung was a director of the following companies:

Name of company	Place of Incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Generra Sportswear Company, Inc.	USA	Sportswear	2 July 1992/ 1995	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business
Generra Sportswear (HK) Limited	Hong Kong	Sportswear	2 July 1992/ 13 September 2002	Striking off	Cessation of business
Generra Production Corporation	USA	Sportswear	2 July 1992/ 1994	Bankruptcy proceedings under Chapter 11 of the United States Bankruptcy Code	Cessation of business
Quickswift Limited	British Virgin Islands	Holding of trademark	Not applicable/ 1 May 2017	Striking off	Cessation of business
Rays Industries (BVI) Limited	British Virgin Islands	Investment holding	Not applicable/ 1 May 2017	Striking off	Cessation of business
Sino Lucky Management Limited	British Virgin Islands	Provision of management services	Not applicable/ 1 November 2017	Striking off	Cessation of business
Hong Kong Hengqin Investment and Development Limited	Hong Kong	Not yet commenced business	Not applicable/ 25 May 2018	Deregistration	Cancellation of a proposed business
Rihong Trading (Zhuhai) Limited (日宏貿易(珠海)有限公司) [®]	Mainland China	Not yet commenced business	3 January 2019/ 3 April 2019	Dissolution by resolutions of the company	Cancellation of a proposed business
Kind Fast Limited	Hong Kong	Investment	Not applicable/ 19 July 2019	Deregistration	Cessation of business

NOTICE OF ANNUAL GENERAL MEETING

Name of company	Place of Incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Genius Profit Limited	Hong Kong	Investment	Not applicable/ 23 August 2019	Deregistration	Cessation of business
Shining Century Limited	Hong Kong	Investment	Not applicable/ 23 August 2019	Deregistration	Cessation of business
Total Century Limited	Hong Kong	Investment	Not applicable/ 23 August 2019	Deregistration	Cessation of business
Champion Step Limited	Hong Kong	Investment	Not applicable/ 11 October 2019	Deregistration	Cessation of business
Fast Region Limited	Hong Kong	Investment	Not applicable/ 11 October 2019	Deregistration	Cessation of business
Gain Champion Limited	Hong Kong	Investment	Not applicable/ 11 October 2019	Deregistration	Cessation of business
Happy Rich Group Limited	British Virgin Islands	Not yet commenced business	Not applicable/ 1 November 2019	Striking off	Cancellation of a proposed business
Rays The Glorious Investment (BVI) Limited	British Virgin Islands	Investment holding	Not applicable/ 1 November 2019	Striking off	Cessation of business
Silver Gain Limited	British Virgin Islands	Investment	Not applicable/ 1 November 2019	Striking off	Cessation of business
Glorious Sun Sample Manufacturing Limited	Hong Kong	Manufacture of apparel	Not applicable/ 3 April 2020	Deregistration	Cessation of business
Stonewash (G. S.) Limited	Hong Kong	Washing and dyeing operations	Not applicable/ 3 April 2020	Deregistration	Cessation of business
Sunrise Fashion (Asia) Limited	Hong Kong	Investment	Not applicable/ 23 September 2022	Deregistration	Cessation of business

[@] The official name of this company is in Chinese. The English name of the company is included for identification purpose only.

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Dr. Yeung was a director of (i) Generra Sportswear Company, Inc., a company incorporated in Washington, USA (a corporate structure inclusive of (ii) Generra Sportswear (HK) Limited, a company incorporated in Hong Kong and (iii) Generra Production Corporation, a corporation incorporated in Washington, USA). At all material time Dr. Yeung had no duty in the day-to-day operations of Generra Sportswear Company, Inc. On 2 July 1992, Chapter 11 proceedings were instituted and Generra Sportswear Company, Inc. was administratively dissolved in 1995, Generra Sportswear (HK) Limited was dissolved on 13 September 2002 and Generra Production Corporation was dissolved in 1994. So far, no allegation has been made against Dr. Yeung in Generra Sportswear Company, Inc. for fraud, negligence or any conduct of dishonesty.

- 8.2 Ms. Cheung Wai Yee, aged 72, is an executive director of the Company and the spouse of Mr. Yeung Chun Fan. Ms. Cheung Wai Yee's interests in the shares of the Company within the meaning of Part XV of the SFO are set out in the "Directors' interests and short positions in securities" section in the Report of the Directors contained in this annual report and remain unchanged as at the latest practicable date.

Ms. Cheung was a director of the following companies:

Name of company	Place of Incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
Rays The Glorious Investment (BVI) Limited	British Virgin Islands	Investment holding	Not applicable/ 1 November 2019	Striking off	Cessation of business
Suzhou Industrial Park Famebish Apparels Limited (蘇州工業園區爵柏服飾有限公司) [®]	Mainland China	Apparel	28 October 2013/ 8 May 2018	Dissolution by resolutions of the company	Cessation of business
Suzhou Industrial Park Fenfei Apparels Limited (蘇州工業園區芬菲服飾有限公司) [®]	Mainland China	Apparel	23 October 2018/ 30 January 2019	Dissolution by resolutions of the company	Cessation of business
Advancetex Fashion Garment Mfy. (Longmen) Limited (大進製衣廠(龍門)有限公司) [®]	Mainland China	Manufacture of apparel	5 June 2019/ 26 July 2019	Dissolution by resolutions of the company	Cessation of business
Suzhou Industrial Park Mofeel Apparels Limited (蘇州工業園區菲爾服飾有限公司) [®]	Mainland China	Apparel	23 September 2019/ 21 January 2020	Dissolution by resolutions of the company	Cessation of business
Famebish Industrial and Trading (Huizhou) Limited (爵柏工貿(惠州)有限公司) [®]	Mainland China	Trading	25 May 2019/ 17 July 2020	Dissolution by resolutions of the company	Cessation of business

NOTICE OF ANNUAL GENERAL MEETING

Name of company	Place of Incorporation	Principal business activity prior to dissolution	Date of commencement of winding up procedure/Date of dissolution	Means of dissolution	Reason for dissolution
JW Wholesale Pty Ltd	Australia	Apparel	Not applicable/ 10 February 2021	Deregistration	Cessation of business
Shandong Jeanswest Apparels Limited (山東真維斯服飾有限公司) [®]	Mainland China	Apparel	23 July 2021/ 21 March 2022	Dissolution by resolutions of the company	Cessation of business
Mofeel Apparels (Huizhou) Limited (菲爾服飾(惠州)有限公司) [®]	Mainland China	Apparel	4 May 2022/ 21 June 2022	Dissolution by resolutions of the company	Cessation of business
Jeanswest Apparels (Guangdong) Limited (真維斯服飾(廣東)有限公司) [®]	Mainland China	Apparel	4 May 2022/ 21 June 2022	Dissolution by resolutions of the company	Cessation of business
Advancetex Trading (Huizhou) Limited (大進貿易(惠州)有限公司) [@]	Mainland China	Apparel	13 March 2023/ 27 April 2023	Dissolution by resolutions of the company	Cessation of business

[@] Official names of these companies are in Chinese. English names of the companies are included for identification purpose only.

- 8.3 Dr. Chan Chung Bun, Bunny, GBM, GBS, JP, aged 66, is an independent non-executive director of the Company. Dr. Chan is also a director of Li Ning Company Limited, Great Harvest Maeta Holdings Limited and MTR Corporation Limited. In the past three years, Dr. Chan was a director of Speedy Global Holdings Limited. Dr. Chan does not have any interest in the shares of the Company.
- 8.4 Ng Wing Ka, Jimmy, BBS, JP, aged 54, is an independent non-executive director of the Company. Mr. Ng is also a director of Yanchang Petroleum International Limited and MTR Corporation Limited. Mr. Ng does not have any interest in the shares of the Company.
- 8.5 Choi Tak Shing, Stanley, JP, aged 47, is an independent non-executive director of the Company. Mr. Choi does not have any interest in the shares of the Company.
9. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the shareholders at the meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CHAIRMAN'S STATEMENT



RESULTS

In 2023, inflation, interest rate hikes to curb inflation, war and geopolitical issues were global events which were of great concern to political and business leaders. The global recovery from the COVID-19 epidemic remained slow and uneven. Some economic activities were still struggling to return to pre-epidemic levels. In order to suppress severe inflation, the Federal Reserve began an interest rate hike cycle in early 2022, raising the federal funds rate from 0.25% to 5.50%, which was a rare move in history. On the geopolitical front, while the conflict between Russia and Ukraine had not yet been resolved, another war broke out between Israel and Palestine, further intensifying global geopolitical tensions, although significant disruption to oil supply had not yet occurred.

China's economic activities continued to recover in the first half of the year, supported by a series of stimulus policies and measures implemented by the central government. The economy and consumption activities gradually returned to normal. Although the real estate bubble in the Mainland and the trade tensions between China and US slowed down exports, the economic data for the year still managed to meet the expected growth of 5.20%. However, the business and investment model in the past decade that relied on low-interest rates with high leverage became outdated. Therefore, China's economy needed to shift from a high-growth phase to a phase of high-quality development.

Hong Kong's economy grew by 3.20% in 2023 with tourism and personal consumption serving as the pillars of economic growth. However, geopolitical tensions and tight financial conditions put pressure on exports of goods, investment and consumption sentiment. The global trend of "working from home" led to the commercial office vacancy rate of 16.40% for Grade A office buildings. After more than ten years of an upward cycle in the real estate market, the extreme optimism about real estate in the past had gradually cooled down. Hong Kong was experiencing a change in the real estate cycle. Coupled with the rise of "working from home", Hong Kong's consumption patterns posed a serious and thought-provoking question on how to adapt.

At the beginning of the year, the Group set the strategy of "continuing to implement high-quality development" adhering to the market-oriented and customer-oriented approach. We strived for progress through innovation and persistence aiming towards "specialisation, refinement, differentiation, and innovation" in order to enhance our competitiveness and competency. We unswervingly adhered to the result-oriented approach and sought investment and development opportunities in response to market conditions.

CHAIRMAN'S STATEMENT

Under the global interest rate hike cycle and the slowdown in the Mainland consumption, the Group's turnover decreased to HK\$821,237,000. Mainland's real estate market continued to face challenges and impairment provisions were made for the real estate bonds held by the Group in accordance with accounting standards. However, these provisions were non-cash items and did not have any impact on our cash flow. The Group invested in high-quality, high-yield blue-chip stocks and fixed time deposits resulting in substantial returns. Therefore, the attributable profit to shareholders was HK\$43,610,000, increased by 11.17% compared with the previous year.

Hereunder are the highlights of our performance in the year under review:

	2023	2022	Change
<i>(Unit: HK\$'000)</i>			
Consolidated revenue	821,237	1,060,681	-22.57%
of which:			
A. Financial investments	49,715	42,570	+16.78%
B. Interior decoration and renovation	468,726	701,643	-33.20%
C. Export operations	244,313	268,191	-8.90%
D. Hong Kong retailing and overseas franchising	58,291	48,259	+20.79%
Profit attributable to ordinary equity holders of the Company	43,610	39,229	+11.17%
<i>(Unit: HK cents)</i>			
Earnings per share (basic)	2.86	2.57	+11.28%
Dividend per share			
– Final	4.80	4.00	+20.00%
– Total	6.80	6.00	+13.33%
	As at 31 December 2023	As at 31 December 2022	Change

<i>(Unit: HK\$'000)</i>			
Net cash and near cash in hand*	2,488,966	2,491,700	-0.11%

* "Net cash and near cash in hand" consists of debt investments at amortised cost, listed equity investments designated at fair value through other comprehensive income, financial assets at fair value through profit or loss, time deposit with original maturity of over three months when acquired, cash and cash equivalents, net of interest-bearing bank borrowings.

DIVIDEND

The Board of Directors has resolved to recommend the payment of a final dividend of HK4.80 cents (2022: HK4.00 cents) per share for the year ended 31 December 2023 at the forthcoming annual general meeting to be held on Friday, 24 May 2024. The final dividend amounting to HK\$72,807,000, if approved by the shareholders of the Company, will be paid on Wednesday, 19 June 2024, to those shareholders whose names appear on the register of members of the Company on Monday, 3 June 2024.

CHAIRMAN'S STATEMENT

REVIEW OF BUSINESSES

Financial Investments

The Management of our corporate financial investments had to face various challenges in the year under review. The central banks worldwide raised interest rates in a series of aggressive measures in the first three quarters of the year. The war between Russia and Ukraine was still ongoing. It remained to be seen if the Israel-Palestine conflict would spread to other regions in the Middle East. Geopolitical risks raised sharply. During the year, the Management prudently invested in high-quality, high-yield blue-chip stocks for long-term investment. These investments were expected to contribute stable and handsome dividend income. At present, the valuation of Hong Kong stocks has fallen to an attractive level and the market confidence is gradually improving. We will continue to look for suitable investment opportunities.

At the beginning of the year, the Group's securities investment portfolio was HK\$373,476,000. Because of the holdings of blue-chip stocks and the income from the US Dollar bond, for the year ended 31 December 2023, the total income of the financial investment business was HK\$49,715,000 (2022: HK\$42,570,000), showing an increase of 16.78% over the same period last year. As at 31 December 2023, the Group's securities investment holding had a net carrying amount of HK\$766,375,000.

Interior Decoration and Renovation

In 2023, the Group continued to improve the infrastructure of its service guarantee and committed to providing customers with one-stop green store solutions. We also won the national "2023 Business Quality Award" from the China Chamber of Commerce. Nonetheless the overall economic downturn in Mainland China inevitably had negative impacts on the interior decoration and renovation industry. However, the Group continued to progress while maintaining stability and cultivating better relationship with its target customers.

For the year ended 31 December 2023, our financial performance was hit by the unfavourable currency translation rate between RMB and Hong Kong dollars. The total turnover of the interior decoration and renovation business was HK\$468,726,000 (2022: HK\$701,643,000), representing a decrease of 33.20% compared with the previous year.



Changhong offered interior decoration solutions to Huawei's first SI 4.0 shop in Uniwalk Mall, Shenzhen

CHAIRMAN'S STATEMENT

Export Operations

The export operations of the Group was mainly composed of “import & export trading” and “design centers”, and the main market was still in the US. Attributed to high inflation, the cost of spending rose sharply. The retail industry encountered difficulties. Generally, retail inventories increased relatively in the fourth quarter and the export business was dragged down. We successfully obtained some new projects with active efforts, creating conditions for future business success.

For the year ended 31 December 2023, the total export turnover was HK\$244,313,000 (2022: HK\$268,191,000), representing a decrease of 8.90%.



Our export business offers a total value-added package to serve customers' needs



Hong Kong Retailing and Overseas Franchising

The recovery of Hong Kong's retail market was behind expectation and local consumption trends were weak. The tight manpower at the storefront also limited the expansion of the store network. The current strategy is to maintain store scale through flexible leasing as much as possible. The recovery situation in various countries was uneven. Due to the impact of high inflation and economic downturn, franchisees generally adopted conservative operating strategies. Although the situation in the Middle East was unstable, thanks to the sharp rebound in oil prices compared with the epidemic period, the export volume of relevant markets last year exceeded the pre-epidemic level.

For the year ended 31 December 2023, the total turnover of Jeanswest in Hong Kong and overseas was HK\$58,291,000 (2022: HK\$48,259,000), representing an increase of 20.79% compared with last year.

CHAIRMAN'S STATEMENT

FINANCIAL POSITION

Liquidity and Financial Resources

During the year, the financial position of the Group was solid. As at 31 December 2023, the Group held net cash and near cash in hand of HK\$2,488,966,000 (31 December 2022: HK\$2,491,700,000), representing a slight decrease of 0.11% from the previous year.

Financial investments held

The investments held by the Group were debt instruments and stocks of listed companies. On 31 December 2023, due to the impact of additional impairment provisions for bonds and the purchase of blue-chip high-yield bank stocks of approximately HK\$468,385,000, the net carrying amount of the Group's investments was HK\$766,375,000 (31 December 2022: HK\$373,476,000), an increase of HK\$392,899,000.

HUMAN RESOURCES

As at 31 December 2023, the Group employed 464 members of staff (31 December 2022: 490). Furthermore, incentives were granted to employees depending on the Group's overall performance and individual performance.

SOCIAL RESPONSIBILITY

It was the commitment of the Management that while maximising returns for shareholders, the Group had to take up its social responsibilities. The Group adheres to the tenet of "Keep personal virtues when in distress and benefit the public when in power" and focuses on implementing "helping people in crisis". Therefore, we demanded our sub-contractors strictly adhere to stringent environmental protection policies and regulations in their production process. We also supported and sponsored charitable activities to help the society.

PROSPECTS

Despite discussions in the market about the gradual easing of inflation in US in 2024 and the start of interest rate cuts in the second half of the year, the economic conditions and the labour market remain robust. With the increased likelihood of the Federal Reserve lowering the federal funds rate this year and the continued advancement of artificial intelligence driving new opportunities for businesses, Wall Street's stock markets had an ideal start in early 2024, with the Dow Jones Industrial Average repeatedly hitting record highs. This year being a US presidential election year, the White House is inclined to introduce economic stimulus policies to boost the economy, which will benefit the development of the economy and stock market, thereby instilling greater confidence in the prospects of the United States.

CHAIRMAN'S STATEMENT

On the Chinese front, economic activities have normalised after the epidemic with various stimulus measures implemented by the Mainland government to stimulate the economy. There is a “moderate recovery” trend this year to further promote economic growth. China’s economy is now showing a “dual-track” growth pattern, stabilising the domestic real estate market while emphasizing industrial development led by technological innovation, high-quality growth driven by domestic demand. Green economy, consumption and high-tech are becoming new driving forces for Mainland economic growth. The market expects the Mainland government to implement proactive policies, grasp key opportunities, and promote effective and qualitative improvements as well as reasonable growth in the economy.

In Hong Kong, due to structural changes, its economy and real estate market are temporarily facing challenges. The Hong Kong retail industry overly reliant on Mainland tourist consumption in the past two decades. Now it is suffering from a sudden trend of Hong Kong residents travelling north for leisure and consumption. Also, the rise of “work from home” and the high rents resulting from past asset bubbles have suppressed the retail and catering service industries. However, household consumption and online shopping have become increasingly popular, indicating that the consumer patterns in Hong Kong are undergoing changes. Therefore, we will study how to integrate into the national development agenda, especially in the field of innovation, technology, and artificial intelligence, and explore new business opportunities.

The Group will continue to adhere to the goals set at the beginning of last year and implement the principles of persevering “high-quality development” and “results-oriented” this year. We will focus on core business, act within our capabilities, concentrate resources, time and energy on the most profitable and promising businesses, and constantly maintain and enhance our competitiveness, aiming for sustainable, high-quality development. Based on the belief that the global political and economic conditions have remained complex in recent years and market sentiment has been relatively sluggish, we have prudently managed the Group’s funds. As the market has gone through several years of adjustment, we believe that opportunities often arise when others are fearful. In such a sluggish stock market, we will actively identify investment opportunities in selected industries and even specific companies with attractive investment opportunities and make investments at the appropriate time, with the expectation of delivering better returns for shareholders.

APPRECIATION

On behalf of the Board of Directors, I would like to take this opportunity to express our sincere appreciation to the shareholders for their support, and to the Management and staff for their dedicated efforts.

Dr. Charles Yeung, GBS, JP
Chairman

Hong Kong, 25 March 2024

MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS

The Group's revenue decreased by 22.57% to HK\$821,237,000 (2022: HK\$1,060,681,000). The Group recorded a profit attributable to the shareholders of the Company amounting to HK\$43,610,000 (2022: HK\$39,229,000), representing an increase of 11.17%.

For the year ended 31 December 2023, the segment result of the retail, franchise and others increased by HK\$2,328,000 compared with that of last year. However, the performance of the other three segments decreased by HK\$85,274,000 compared with that of last year. The decrease was mainly due to a significant increase of HK\$78,939,000 in expected credit losses on debt investments at amortised cost of the Group, as well as a corresponding decrease of HK\$10,380,000 in the performance of the interior decoration and renovation segment due to a decline in revenue caused by a slowdown in China's economic growth. Nevertheless, the Group's profit before tax increased by HK\$7,285,000 compared with that of last year. This increase was primarily attributable to a substantial growth in bank interest income by HK\$65,537,000 and dividends received from stock investments.

DIVIDENDS

The Board has recommended a final dividend of HK4.80 cents (2022: HK4.00 cents) per share for the year ended 31 December 2023. Subject to the approval of the Company's shareholders at the forthcoming annual general meeting of the final dividend, the total dividend amount for 2023 will be HK\$103,259,000 (2022: HK\$91,679,000) which is 236.78% of the profit attributable to the shareholders of the Company for the year. Management is confident that there are sufficient funds in the business for the investments.

LIQUIDITY AND FINANCIAL RESOURCES

The Group had net current assets of HK\$1,574,368,000 (31 December 2022: HK\$2,022,583,000) as at 31 December 2023, including cash and cash equivalents of HK\$1,703,918,000 (31 December 2022: HK\$2,166,743,000). As at 31 December 2023, the cash and cash equivalents of the Group denominated in RMB amounted to HK\$88,827,000 (31 December 2022: HK\$115,535,000).

The current ratio decreased from 4.01 times as at 31 December 2022 to 3.40 times as at 31 December 2023. The gearing ratio as at 31 December 2023, as measured by total bank borrowings divided by the total shareholder's equity plus total bank borrowings, was 1% (31 December 2022: 2%).

With plenty of cash and cash equivalents as well as available banking facilities, Management believes that the Group has sufficient resources to satisfy its working capital requirement.

BORROWINGS, GUARANTEES AND CHANGES ON ASSETS

The Group had bank borrowings denominated in RMB of HK\$14,175,000 (31 December 2022: HK\$48,755,000) guaranteed by corporate guarantees as at 31 December 2023. The fixed rate bank borrowing were HK\$14,175,000 (31 December 2022: HK\$48,755,000).

As at 31 December 2023, the net carrying amount of the Group's land and buildings was HK\$4,009,000 (31 December 2022: HK\$4,583,000). These assets were neither charged nor pledged to any bank borrowings as at 31 December 2023 and 31 December 2022.

MANAGEMENT DISCUSSION AND ANALYSIS

TREASURY POLICIES

The Group strengthens and improves its financial risk control on a continual basis and has consistently adopted a prudent treasury policy in liquidity and financial management. Surplus cash is generally placed in fixed deposits and borrowings are arranged when considered appropriated. Financial resources are under close monitor to ensure the Group's efficient and effective operation, as well as flexibility to respond to opportunities and uncertainties. Management is of the opinion that the Group's existing financial structure is healthy and related resources are sufficient to cater for the Group's operation needs in the foreseeable future.

CAPITAL STRUCTURE

As at 31 December 2023, the authorised share capital of the Company was HK\$600,000,000 divided into 6,000,000,000 shares of HK\$0.10 each, of which 1,522,644,000 (31 December 2022: 1,527,984,000) shares had been issued and fully paid. The decrease in the number of shares was due to cancel of 5,340,000 treasury shares of the Group during the year.

COMMITMENTS, CONTINGENT LIABILITIES AND LITIGATION

The Group did not have any material capital commitments, material contingent liabilities nor any litigation against the Group as at 31 December 2023.

FOREIGN EXCHANGE AND INTEREST RATE EXPOSURES

The Group has transactional currency exposures. Such exposures arise from sales and purchases by operating units in currencies other than the unit's functional currencies, mostly in United States dollars and Renminbi. In addition, the Group has currency exposure from debt investments at amortised cost and bank deposits, which are also in United States dollars and Renminbi. The Group manages its foreign exchange risk by performing regular reviews of the Group's net foreign exchange exposures and to mitigate the impact on exchange rate fluctuations by entering into currency hedge arrangement if necessary.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and cash equivalents and interest-bearing bank borrowings with floating interest rates. The Group manages its interest cost using a mix of fixed and variable rate debts.

SIGNIFICANT INVESTMENTS HELD

Management maintains a prudent investment attitude since there were many uncertainties in the investment outlook, including high inflation pressure, global hiking interest rate cycle and weak local consumption in the PRC. Since the adjustments of investment portfolio allocation made last year, we increased our holdings of blue-chip high-yield stocks as long-term investments for stable dividend purposes.

The Group held financial assets being classified as debt investments at amortised cost, financial assets at fair value through other comprehensive income and financial asset at fair value through profit or loss as at 31 December 2023.

MANAGEMENT DISCUSSION AND ANALYSIS

Debt investments at amortised cost

The debt investments at amortised cost of the Group were listed debt investments with maturity and subject to impairment testing. As at 31 December 2023, the net carrying amount of debt investments at amortised cost was HK\$197,167,000 (31 December 2022: HK\$277,336,000), representing 6.46% (31 December 2022: 8.89%) of the Group's total assets. The significant decrease in net carrying amount of the debt investments was mainly due to the combined effect of increase of expected credit loss amounting to HK\$112,971,000 (2022: HK\$34,032,000) and increase of payment-in-kind interest exchanged into additional principal of HK\$32,088,000 during the year.

Details of the debt instruments held were as follows:

Bond issuer and term of instrument	As at 31 December 2023				As at 31 December 2022		For the year ended 31 December 2023		
	Nominal value held US\$'000	Percentage to the Group's total assets %	Investment cost [#] HK\$'000	Fair value HK\$'000	Net carrying amount HK\$'000	Net carrying amount HK\$'000	Interest income HK\$'000	Impairment loss HK\$'000	Exchange gain HK\$'000
Easy Tactic Limited*									
6.50%, due 2025	16,692	1.36%	130,978	6,867	41,581	83,368	9,567	(51,244)	215
6.50%, due 2027	41,264	5.10%	323,775	15,578	155,586	193,968	23,651	(61,727)	499
Total	57,956	6.46%	454,753	22,445	197,167	277,336	33,218	(112,971)	714

* Easy Tactic Limited is one of the wholly-owned subsidiaries of Guangzhou R&F Properties Co., Ltd. whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 02777.HK). The principal activities of Guangzhou R&F Properties Co., Ltd. and its subsidiaries ("R&F Group") are the development of quality residential and commercial properties for sale mainly in Mainland China.

R&F Group has an option to pay payment-in-kind interest at 7.50% per annum (the "PIK Interest Rate") instead of cash interest at 6.50% per annum during the first 18 months commencing on 12 July 2022. The Group received interest income at the PIK Interest Rate on 11 January 2024. Therefore, the principal amount of the 6.50% senior notes due 2025 increased from US\$16,692,591 (equivalent to approximately HK\$130,978,000) to US\$17,318,563 (equivalent to approximately HK\$135,860,000), and the 6.50% senior notes due 2027 increased from US\$41,263,899 (equivalent to approximately HK\$323,775,000) to US\$42,811,295 (equivalent to approximately HK\$355,845,000), respectively.

Financial assets at fair value through other comprehensive income ("FVOCI")

The financial assets at FVOCI were held for long-term strategic purposes. As at 31 December 2023, the investments consisted of listed and non-listed equity investments with amount of HK\$576,054,000 (31 December 2022: HK\$103,405,000), representing 18.87% (31 December 2022: 3.32%) of the Group's total assets. The listed investments comprised high-yield bank stocks listed in Hong Kong and were expected to provide stable dividend income to the Group. The Group recognised other comprehensive gain of HK\$4,514,000 (2022: HK\$20,218,000) arising on changes in fair value of the investments. Dividends received for the year ended 31 December 2023 was HK\$16,497,000 (2022: Distribution from investments of HK\$10,306,000).

MANAGEMENT DISCUSSION AND ANALYSIS

Movements in the carrying amount of the financial assets at fair value through profit or loss held by the Group during the year ended 31 December 2023 were as follows:

	2023 HK\$'000
Carrying amount at 1 January	103,405
Add: Acquisitions	468,385
Unrealised gain arising on changes in fair value	4,514
Less: Exchange realignment	(250)
Carrying amount at 31 December	576,054

During the year 2023, the Group acquired listed equity securities through the open market. Details of the material acquisitions were set out in the announcements of the Company dated in the following table and the circular of the Company dated 23 January 2024. The following table provided an overview of material acquisitions of listed shares during the year of 2023:

Listed securities traded	Trade date	Announcement date	Number of Shares acquired	Average purchase price per share HK\$	Consideration (excluding stamp duty and related expenses) HK\$
China Construction Bank Corporation	3 April 2023	4 April 2023	2,500,000	5.0720	12,680,000
	4 April 2023	4 April 2023	4,000,000	5.0788	20,315,000
	4 December 2023	4 December 2023	28,000,000	4.4981	125,945,880
	5 December 2023	5 December 2023	37,000,000	4.4100	163,170,000
Total			71,500,000		322,110,880
Industrial and Commercial Bank of China Limited	31 March 2023	31 March 2023	3,500,000	4.1871	14,655,000
	3 April 2023	4 April 2023	3,000,000	4.1533	12,460,000
	4 April 2023	4 April 2023	8,750,000	4.1551	36,357,500
	14 April 2023	4 December 2023	183,000	4.2400	775,920
	4 December 2023	4 December 2023	20,000,000	3.7200	74,400,000
Total			35,433,000		138,648,420

MANAGEMENT DISCUSSION AND ANALYSIS

Details of the financial assets at fair value through other comprehensive income held were as follows:

Name of investee company	As at 31 December 2023				As at 31 December 2022		For the year ended 31 December 2023	
	Number of shares held	Percentage of issued share capital owned by the Group %	Percentage to the Group's total assets %	Investment cost HK\$'000	Fair value HK\$'000	Fair value HK\$'000	Dividends received HK\$'000	Fair value gain/(loss) recognised in other comprehensive income/(loss) HK\$'000
China Construction Bank Corporation ("CCB")	79,500,000	0.03180%	12.11%	361,128	369,675	39,120	6,119	7,618
Bank of China Limited ("BOC")	13,000,000	0.00442%	1.27%	35,542	38,740	36,920	3,275	1,820
Industrial and Commercial Bank of China Limited ("ICBC")	40,433,000	0.01134%	5.06%	158,575	154,454	20,100	6,727	(4,635)
BOC Hong Kong (Holdings) Limited ("BOC HK")	262,000	0.00248%	0.18%	6,459	5,555	-	376	(904)
Total listed in Hong Kong			18.62%	561,704	568,424	96,140	16,497	3,899
Unlisted			0.25%	12,500	7,630	7,265	-	615
Total			18.87%	574,204	576,054	103,405	16,497	4,514

The principal activities of the issuers of the listed shares are as follows:

Stock short name	Stock code	Principal business
CCB	00939.HK, 601939.SH	Corporate and personal banking services, treasury and asset management services, and other financial services
BOC	03988.HK, 601988.SH	Corporate and personal banking, treasury operations, investment banking, insurance and other financial services
ICBC	01398.HK, 601398.SH	Corporate and personal financial services, treasury operations, investment banking, asset management, trust, financial leasing, insurance and other financial services
BOC HK	02388.HK	Corporate and personal banking, treasury operations, insurance and other financial services

MANAGEMENT DISCUSSION AND ANALYSIS

Financial asset at fair value through profit or loss (“FVPL”)

As at 31 December 2023, financial assets at fair value through profit or loss consisted of listed and non-listed investments with amount of HK\$33,393,000 (31 December 2022: Nil), representing 1.09% (31 December 2022: Nil) of the Group’s total assets. The listed investment consisted of Hong Kong property stock listed in Hong Kong amount of HK\$784,000 (31 December 2022: Nil). The non-listed investments of HK\$32,609,000 (31 December 2022: Nil) were structured deposits linked with the commodity price at Shanghai Stock Gold Exchange issued by banks in Mainland China. The Group recognised gain of HK\$363,000 (2022: Nil) arising on changes in fair value of the investments. There was no dividend received from the listed investment for the year ended 31 December 2023 (2022: Nil).

Save as disclosed above, none of investments in each investee company represented 5% or more of the Group’s total assets as at 31 December 2023.

SIGNIFICANT INVESTMENTS/MATERIAL ACQUISITIONS AND DISPOSALS

Save as disclosed in the paragraphs headed “Significant investments held” in this Management Discussion and Analysis, the Group did not make any significant investments or material acquisitions and disposals of subsidiaries during the year.

EVENTS AFTER THE END OF THE REPORTING PERIOD

As CCB, ICBC and BOC are among the market leaders in the banking industry, purchases and holding of their shares represent opportunities to acquire attractive investments and enhance investment returns for the Group.

In January 2024, the Group further acquired 31,050,000 CCB Shares, 88,020,000 ICBC Shares and 59,824,000 BOC Shares through the open market. The total consideration (excluding stamp duty and related expenses) was HK\$644,393,680. The following table provided an overview of material acquisitions of listed shares in January of 2024:

Listed securities traded	Trade date	Announcement date	Number of Shares acquired	Average purchase price per share HK\$	Consideration (excluding stamp duty and related expenses) HK\$
CCB	17 January 2024	17 January 2024	31,050,000	4.3967	136,517,000
ICBC	16 January 2024	16 January 2024	10,000,000	3.6600	36,600,000
	17 January 2024	17 January 2024	18,000,000	3.6178	65,120,000
	25 January 2024	25 January 2024	24,620,000	3.7975	93,493,880
	26 January 2024	30 January 2024	5,400,000	3.8300	20,682,000
	30 January 2024	30 January 2024	30,000,000	3.8087	114,260,000
Total			88,020,000		330,155,880
BOC	25 January 2024	25 January 2024	31,000,000	2.9842	92,510,000
	30 January 2024	30 January 2024	28,824,000	2.9562	85,210,800
Total			59,824,000		177,720,800

MANAGEMENT DISCUSSION AND ANALYSIS

At a special general meeting of the Company held on 21 February 2024, the CCB and ICBC acquisition mandates to authorise the directors of the Company in advance to conduct the further CCB and ICBC acquisitions for an aggregate amount of not exceeding HK\$200 million (excluding stamp duty and related expenses) for each of further CCB acquisitions and further ICBC acquisitions in open market during the 12 months from 21 February 2024 (“Acquisition Mandates”) were approved and confirmed.

Details of the transactions and Acquisition Mandates were set out in the announcements of the Company dated 16 January 2024, 17 January 2024, 25 January 2024, 30 January 2024, 2 February 2024 and 21 February 2024 and the circular of the Company dated 5 February 2024.

As of the date of this report, neither CCB Shares nor ICBC Shares have been acquired under the Acquisition Mandates and the Group is interested in 110,550,000 CCB Shares, 128,453,000 ICBC Shares and 72,824,000 BOC Shares (representing approximately 0.04422% of the total issued share capital of CCB, 0.03604% of the total issued share capital of ICBC and 0.02474% of the total issued share capital of BOC as at the report date, respectively).

FUTURE PLANS FOR MATERIAL INVESTMENTS

Save as disclosed, the Company does not have any future plans for significant investments as at the date of this report.

OUTLOOK

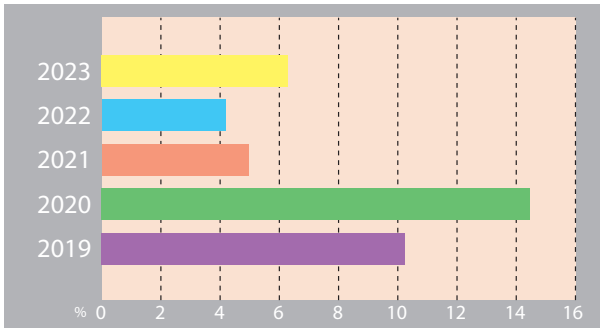
The Group will adhere to its prudent approach and adopt appropriate strategies to mitigate downside risk while seizing opportunities. With emphasis on the market driven and result oriented strategies on operations, Management will endeavour to maintain steady businesses development and continue to bring reasonable returns to its shareholders.

FINANCIAL HIGHLIGHTS

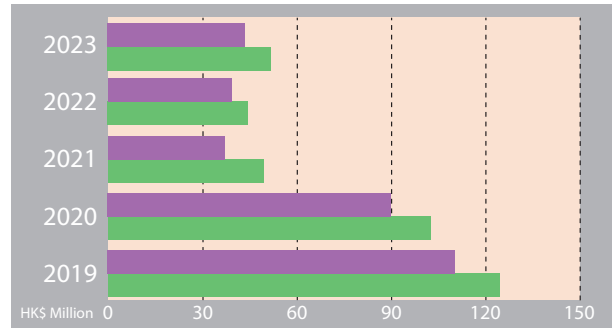
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue	821,237	1,060,681	997,841	707,548	1,212,288
Revenue analysis:					
1. Financial investments	49,715	42,570	55,059	65,973	118,505
2. Interior decoration and renovation	468,726	701,643	698,844	468,685	705,194
3. Export operations	244,313	268,191	193,693	137,533	335,934
4. Hong Kong retailing and overseas franchising	58,291	48,259	50,223	35,349	49,553
5. Other	192	18	22	8	3,102
Profit attributable to ordinary equity holders of the Company	43,610	39,229	36,996	90,018	110,383
Equity attributable to ordinary equity holders of the Company	2,376,529	2,428,821	2,466,827	2,578,352	2,515,126
Working capital	1,574,368	2,022,583	2,233,100	1,646,325	1,341,643
Return on revenue (%)	5.31	3.70	3.71	12.72	9.11
Operating margin (%)	6.31	4.20	4.97	14.52	10.27
Return on total assets (%)	1.43	1.26	1.12	2.86	3.66
Return on equity (%)	1.84	1.62	1.50	3.49	4.39
Current ratio (times)	3.40	4.01	3.85	4.18	3.99
Gearing ratio (times)	0.01	0.02	0.01	0.01	0.01
Earnings per share (HK cents)					
Basic	2.86	2.57	2.40	5.89	7.22
Diluted	2.86	2.57	2.40	5.89	7.22
Dividend per share (HK cents)	6.80	6.00	6.00	6.00	6.00

FINANCIAL HIGHLIGHTS

OPERATING MARGIN OPERATIONS (AFTER FINANCE COSTS)

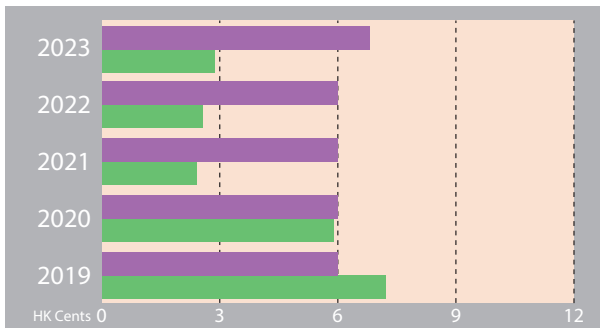


OPERATING PROFIT AND PROFIT ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY



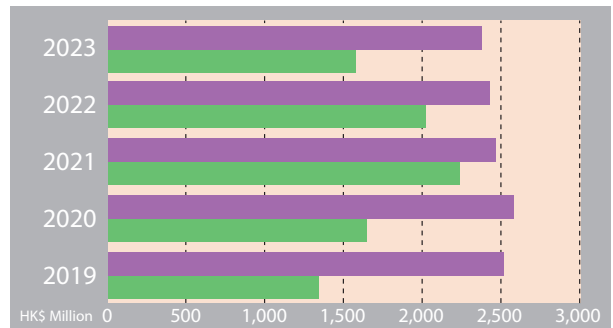
- Profit attributable to ordinary equity holders of the Company
- Operating profit (after finance costs)

BASIC EARNINGS PER SHARE AND DIVIDEND PER SHARE



- Dividend per share
- Basic earnings per share

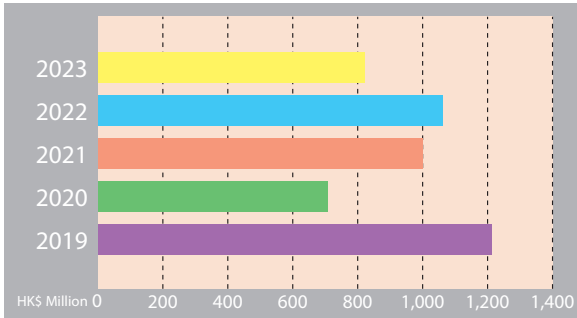
WORKING CAPITAL AND EQUITY ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY



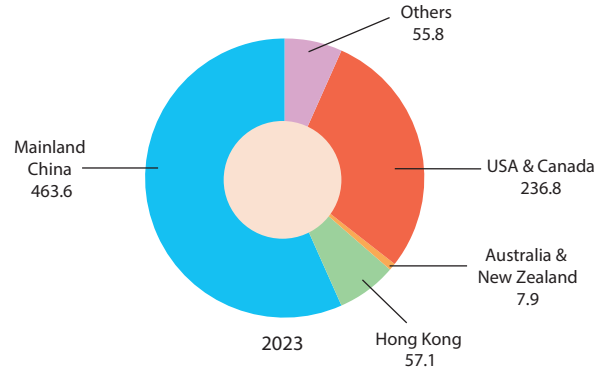
- Equity attributable to ordinary equity holders of the Company
- Working capital

FINANCIAL HIGHLIGHTS

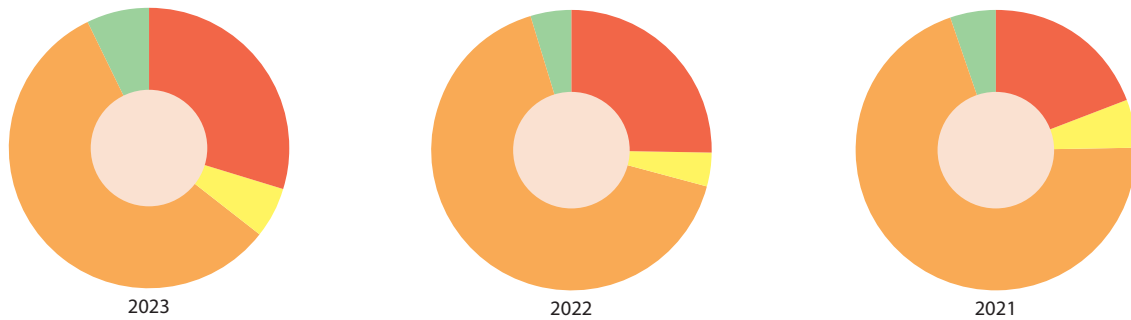
REVENUE (HK\$Million)



REVENUE BY GEOGRAPHICAL LOCATIONS (HK\$Million)



TURNOVER BY ACTIVITIES (HK\$Million)



Financial Investments	49.7	Financial Investments	42.6	Financial Investments	55.1
Interior decoration and renovation	468.7	Interior decoration and renovation	701.6	Interior decoration and renovation	698.8
Export operations	244.3	Export operations	268.2	Export operations	193.7
Retail, franchise and others	58.5	Retail, franchise and others	48.3	Retail, franchise and others	50.2

Financial Investments	66.0	Financial Investments	118.5
Interior decoration and renovation	468.7	Interior decoration and renovation	705.2
Export operations	137.5	Export operations	335.9
Retail, franchise and others	35.3	Retail, franchise and others	52.7

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

EXECUTIVE DIRECTORS

Dr. YEUNG Chun Kam, GBS, JP, alias Charles YEUNG, aged 77, is the founder and Chairman of the Group. He is responsible for the Group's business strategies. Dr. Yeung has over 50 years of experience in the garment industry. He was an awardee of the "Young Industrialist Award of Hong Kong" in 1991 and was conferred an honorary doctorate degree by the China Textile University in 1993 and an honorary fellow by The Professional Validation Council of Hong Kong Industries in 2002. Dr. Yeung served as a Member of the 9th, 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference, the 48th and 49th Chairman of The Chinese General Chamber of Commerce and is a Life Honorary Chairman of The Chinese General Chamber of Commerce. Dr. Yeung is a brother of Mr. Yeung Chun Fan, an uncle of Ms. Yeung Yin Chi, Jennifer. Dr. Yeung is also a director and shareholder of Glorious Sun Holdings (BVI) Limited and Advancetex Holdings (BVI) Limited which are substantial shareholders of the Company (as disclosed in the "Substantial shareholders" section in the Report of the Directors contained in this annual report).

YEUNG Chun Fan, BBS, aged 71, is the Vice-chairman and General Manager of the Group which he joined in 1975. He has over 45 years of experience in the garment industry. Mr. Yeung is an Honorary Fellow Member of the Hong Kong Institution of Textile and Apparel, an Honorary President of The Federation of Hong Kong Garment Manufacturers, a Member of the Board of Trustees and an advisory professor of the Donghua University, an advisory professor of the Nanjiang University and the Qingdao University. Mr. Yeung served as a Member of the 13th National Committee of the Chinese People's Political Consultative Conference and is a Vice-chairman of the China Association of Enterprises with Foreign Investment and a Vice-president of the China National Textile and Apparel Council. Mr. Yeung is responsible for the overall business operations and business development of the Group. He is the husband of Ms. Cheung Wai Yee, a brother of Dr. Charles Yeung and an uncle of Ms. Yeung Yin Chi, Jennifer. Mr. Yeung is also a director and shareholder of Glorious Sun Holdings (BVI) Limited and Advancetex Holdings (BVI) Limited which are substantial shareholders of the Company (as disclosed in the "Substantial shareholders" section in the Report of the Directors contained in this annual report).

HUI Chung Shing, Herman, GBS, MH, JP, aged 73, is responsible for the strategic planning, legal matters and administrative functions of the Group. Mr. Hui graduated from the University of Hong Kong with a bachelor's degree in Laws. He is a solicitor of the High Court of the Hong Kong Special Administrative Region and has also been admitted as a solicitor of the Supreme Court of England and Wales and as a solicitor and barrister of the Supreme Court of Victoria, Australia. Before joining the Group in 1995, Mr. Hui was the Group's external legal advisor. In 2010, he was conferred Honorary Fellow of the Vocational Training Council.

Ms. CHEUNG Wai Yee, aged 72, joined the Group in 1975 and is responsible for the Group's apparel sales and exports to third party customers. Ms. Cheung is the wife of Mr. Yeung Chun Fan.

Ms. YEUNG Yin Chi, Jennifer, aged 44, joined the Group in 2011 and has been an Executive Director of the Company since November 2016. Ms. Yeung has many years of experience in the financial investment industry. She is responsible for the Group's financial investment business. Ms. Yeung graduated from the Hong Kong Baptist University with a bachelor's degree in Business Administration. Ms. Yeung is a niece of Dr. Charles Yeung and Mr. Yeung Chun Fan.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

INDEPENDENT NON-EXECUTIVE DIRECTORS

LAU Hon Chuen, GBS, JP, alias Ambrose LAU, aged 76, has been an Independent Non-executive Director of the Company since March 1997. He obtained a Bachelor of Laws degree from the University of London and is a Solicitor of the High Court of Hong Kong, a China-Appointed Attesting Officer and a Notary Public. Mr. Lau served as a Standing Committee Member of the 10th, 11th and 12th National Committee of the Chinese People's Political Consultative Conference. Mr. Lau is currently the senior partner of Messrs. Chu & Lau, Solicitors & Notaries, an Independent Non-executive Director of Yuexiu Property Company Limited, Yuexiu Transport Infrastructure Limited and Joy City Property Limited. He is also a Director of Bank of China Group Insurance Company Limited, BOC Group Life Assurance Company Limited, Nanyang Commercial Bank, Limited, Cinda Financial Holdings Co., Limited, Sun Hon Investment And Finance Limited, Wydoff Limited, Wytex Limited, Trillions Profit Nominee & Secretarial Services Limited, Helicoil Limited, Wyman Investments Limited and Porex Limited. Mr. Lau served as the Chairman of the Central and Western District Board between 1988 and 1994, the President of the Law Society of Hong Kong in 1992–1993, a Member of the Bilingual Laws Advisory Committee between 1988 and 1997 and a Member of the Legislative Council of Hong Kong from 1995 to 2004 (between 1997 and 1998 he was a member of the Provisional Legislative Council).

Dr. CHAN Chung Bun, Bunny, GBM, GBS, JP, aged 66, has been an Independent Non-executive Director of the Company since June 2019. Dr. Chan was conferred Doctor of Business Administration, honoris causa, by the Open University of Hong Kong in December 2013. He is the Chairman of Prospectful Holdings Limited, and has more than 30 years of experience in business and in the garment industry. Dr. Chan is an independent non-executive director of Li Ning Company Limited, Great Harvest Maeta Holdings Limited and MTR Corporation Limited. Dr. Chan was a member of the Council for Sustainable Development from 1 March 2015 to 28 February 2021. Dr. Chan was appointed as Justice of the Peace in 2002 and was awarded the Bronze Bauhinia Star in 2004, the Silver Bauhinia Star in 2009, the Gold Bauhinia Star in 2014 and Grand Bauhinia Medal in 2021 by the Government of the Hong Kong Special Administrative Region.

NG Wing Ka, BBS, JP, alias Jimmy NG, aged 54, has been an Independent Non-executive Director of the Company since June 2019. Mr. Ng holds a Bachelor of Laws degree and a Post-graduate Certificate in Laws from The University of Hong Kong. He is a solicitor admitted to practise in Hong Kong and currently is a partner of Messrs. Tung, Ng, Tse & Lam, Solicitors. He has been appointed as Justice of the Peace in 2015. He is a Legislative Council member representing the Industrial (Second) Functional Constituency. Mr. Ng is an independent non-executive director of Yanchang Petroleum International Limited and MTR Corporation Limited. He is the chairman of HKSAR Passports Appeal Board and Hong Kong–Taiwan Business Cooperation Committee, a Vice-chairman of Independent Police Complaints Council, a director of Hong Kong Science and Technology Parks Corporation, and a non-executive director of The Hong Kong Mortgage Corporation Limited. He is also a member of the Competition Commission, the Court and the Council of The University of Hong Kong, HKSAR Election Committee, the National People's Congress of the People's Republic of China and the Chinese People's Political Consultative Conference of Shaanxi Province, the People's Republic of China.

Choi Tak Shing, Stanley, JP, aged 47, has been an Independent Non-executive Director of the Company since June 2021. Mr. Choi graduated from the University of New South Wales, Australia with a Bachelor of Commerce degree. He also obtained a Bachelor of Laws degree from the University of London, and a Master of Business Administration degree from the Hong Kong University of Science & Technology. Mr. Choi is a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia. He is a director and chief investment officer of Pacific Capital Planning Limited and has over 25 years of experience in accounting, finance and investment. Mr. Choi currently serves as the Chairman of the Committee on the Promotion of Civic Education of The Government of the Hong Kong Special Administrative Region.

SENIOR MANAGEMENT

The executive Directors are also members of senior management of the Group.

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE PRACTICE

Glorious Sun Enterprises Limited (the “Company”) is committed to maintaining a high standard of corporate governance and has applied throughout the year ended 31 December 2023 (the “year under review”) the principles set out in the Corporate Governance Code (the “CG Code”) in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”).

Throughout the year under review, the Company has complied with the code provisions set out in the CG Code. The board of directors of the Company (the “Board”) continues to monitor and review the Company’s corporate governance practices to ensure compliance.

BOARD OF DIRECTORS

The Board is committed to making decisions in the best interests of both the Company and its shareholders (the “Shareholders”). The Board’s primary responsibilities are to formulate the Company’s long-term corporate strategy, to oversee the overall management of the Company and its subsidiaries (the “Group”) business and affairs, to evaluate the performance of the Group and to assess the achievement of targets periodically set by the Board.

In addition, the Board has also established Board Committees and has delegated to these Board Committees various responsibilities set out in their terms of reference respectively.

In the year under review and up to the date of this annual report, the directors of the Company (the “Directors”) were:

Executive Directors

Dr. Charles Yeung, GBS, JP	(Chairman)
Yeung Chun Fan, BBS	(Vice-chairman)
Hui Chung Shing, Herman, GBS, MH, JP	
Ms. Cheung Wai Yee	
Ms. Yeung Yin Chi, Jennifer	

Independent Non-executive Directors

Lau Hon Chuen, Ambrose, GBS, JP
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP
Ng Wing Ka, Jimmy, BBS, JP
Choi Tak Shing, Stanley, JP

During the year under review, the Company has met the requirements under Rule 3.10 of the Listing Rules relating to the appointment of at least three independent non-executive directors, one of whom has appropriate professional qualifications or accounting or related financial management expertise. The Company has also complied with Rule 3.10A of the Listing Rules which requires the number of independent non-executive directors representing at least one-third of the Board.

The biographical details of and the relationship among the members of the Board are set out in the “Directors’ and Senior Management’s Biographies” contained in this annual report.

The roles of the Chairman and the Chief Executive Officer are separate and are performed by Dr. Charles Yeung and the General Manager of the Group, Mr. Yeung Chun Fan, respectively. Their respective responsibilities are clearly defined and are set out in writing. Mr. Yeung Chun Fan is also the Vice-chairman of the Board.

CORPORATE GOVERNANCE REPORT

The Chairman takes the lead in formulating and setting the Group's strategies and policies in conjunction with the Board; oversees the function of the Board and encourages and facilitates constructive relations between Executive Directors and Independent Non-executive Directors.

The General Manager, supported by other Board members and senior executives, is responsible for overseeing the Group's business operation, implementing the strategies laid down by the Board and managing day-to-day operation.

The Nomination Committee, which was established by the Board in March 2012, is responsible for reviewing the size, structure and composition (including the skills, knowledge and experience) of the Board to ensure that the Board has a balance of expertise, skills, knowledge and experience appropriate for the business of the Company. During the year 2023, no new Director was selected or recommended for directorship.

The Nomination Committee has also reviewed and made recommendation to the Board on the appointments of the Directors standing for re-election at the forthcoming annual general meeting of the Company which is to be held on 24 May 2024. The Board has accepted such recommendation.

All the Independent Non-executive Directors are appointed for a specific term of two years and are required to retire and eligible for re-election at the annual general meeting of the Company in the year of expiry of the term.

The Board adopted a policy concerning the diversity of Board members in August 2013. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. All Board appointments will be based on personal virtue and meritocracy for constituting a high quality directorate team. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee monitors the implementation of the Board diversity policy and reviews, as appropriate, the policy to ensure the effectiveness of the policy. For the year under review, both the Nomination Committee and the Board reviewed the policy and considered that the Company maintained an effective Board comprising members of different genders, professional background and industry experience. The policy was effectively implemented.

Each Independent Non-executive Director has given the Company a confirmation of his independence based on the independence criteria set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of the Independent Non-executive Directors. The Board considers that all the Independent Non-executive Directors are independent.

The Board comprises a total of nine members with five Executive Directors and four Independent Non-executive Directors. Two Executive Directors are female. The gender ratio in the Group's workforce (including senior management) as at 31 December 2023 is set out in the section headed "Employment and Labour Practices" in the Environmental, Social and Governance Report for 2023. The Board shall continue to maintain the gender diversity among the Board members and at all levels of the Group.

CORPORATE GOVERNANCE REPORT

The Company recognises that Board independence is important to good corporate governance and Board effectiveness. The Company has established the following mechanisms to ensure independent views and input are available to the Board:

- The Board endeavours to ensure the appointment of at least three Independent Non-executive Directors and at least one-third of its members being Independent Non-executive Directors (or such higher threshold as may be required by the Listing Rules from time to time)
- Apart from complying with the requirements prescribed by the Listing Rules as to the composition of certain Board committees, Independent Non-executive Directors will be appointed to all Board committees as far as possible to ensure independent views are available
- The Nomination Committee must strictly adhere to the Nomination Policy and the independence assessment criteria as set out in the Listing Rules with regard to the nomination and appointment of Independent Non-executive Directors
- Each Independent Non-executive Director is also required to inform the Company as soon as practicable if there is any change in his/her own personal particulars that may materially affect his/her independence
- The Nomination Committee is mandated to assess annually the independence of all Independent Non-executive Directors by reference to the independence criteria as set out in the Listing Rules to ensure that they can continually exercise independent judgement
- No equity-based remuneration with performance-related elements will be granted to Independent Non-executive Directors
- Independent Non-executive Directors (as other Directors) are entitled to seek further information and documentation from the management on the matters to be discussed at board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense
- Independent Non-executive Directors (as other Directors) shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which such Director or any of his/her close associates has a material interest
- The Chairman of the Board shall at least annually hold meetings with the Independent Non-executive Directors without the presence of other Directors to discuss major issues and any concerns

The Board shall make an annual review of the implementation and effectiveness of the above mechanisms. The Board has reviewed the above mechanisms and is of the view that they have been duly implemented and effective during the year under review.

CORPORATE GOVERNANCE REPORT

MEETINGS AND ATTENDANCE

The Board met on five occasions during the year under review. The attendance of individual Directors at the Board meetings, the meetings of the Board Committees (the Audit Committee, the Remuneration Committee, the Nomination Committee and the Investment Committee) and the annual general meeting for the year 2023 is set out in the table below:

Directors	Meetings Attended/Held					Annual General Meeting
	Board	Audit Committee	Remuneration Committee	Nomination Committee	Investment Committee	
<i>Executive</i>						
Dr. Charles Yeung, GBS, JP	4/5*			1/1	1/1	1/1
Yeung Chun Fan, BBS	3/5*				0/1	1/1
Hui Chung Shing, Herman, GBS, MH, JP	5/5		1/1			1/1
Ms. Cheung Wai Yee	4/5#					1/1
Ms. Yeung Yin Chi, Jennifer	5/5				1/1	1/1
<i>Independent Non-executive</i>						
Lau Hon Chuen, Ambrose, GBS, JP	5/5	2/2		1/1		1/1
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP	5/5		1/1	1/1	1/1	0/1
Ng Wing Ka, Jimmy, BBS, JP	4/5	1/2				1/1
Choi Tak Shing, Stanley, JP	5/5	2/2	1/1			0/1

* these Directors had material interest in connected transactions discussed at a Board meeting and hence they abstained from attending the meeting.

this Director abstained from attending a Board meeting due to her relationship with those Directors who had material interest in transactions discussed at the meeting.

During the year under review, the Chairman of the Board had a meeting with the Independent Non-executive Directors without the presence of Executive Directors.

BOARD COMMITTEES

The Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee in accordance with the CG Code to oversee particular aspects of the Company's affairs. All or a majority of the members of these Committees are Independent Non-executive Directors. The Board Committees have clear written terms of reference and have to report to the Board on their decisions and recommendations.

In December 2015, the Investment Committee was established by the Board with specific written terms of reference. Further details of the Investment Committee are set out in the latter part of this report.

CORPORATE GOVERNANCE REPORT

The Audit Committee

The Audit Committee has been established since 1998. Currently, the Audit Committee comprises three Independent Non-executive Directors, namely Mr. Lau Hon Chuen, Ambrose (Committee Chairman), Mr. Ng Wing Ka, Jimmy and Mr. Choi Tak Shing, Stanley. Mr. Choi is a professional accountant with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules.

While recognising the Audit Committee plays an important role in corporate governance, the Board has delegated the corporate governance functions to the Audit Committee. The terms of reference of the Audit Committee are available on the Company's website and the Stock Exchange's website.

Apart from corporate governance functions, the main responsibilities of the Audit Committee are to review the accounting principles and practices adopted by the Group and to review the effectiveness of the financial reporting system, risk management and internal control systems of the Group.

The Audit Committee held two meetings during the year under review.

The work of the Audit Committee in 2023 included the following:

- review of the final results announcement, the financial statements, the report of the Directors and the corporate governance report for the year 2022
- review of the interim results announcement and the interim report for the six months ended 30 June 2023
- review of the internal audit reports and the risks assessment report, all prepared by the Internal Audit Department of the Company
- approval of the terms of engagement and the remuneration of the external auditor
- assessment of the independence of the external auditor
- review of a report prepared by the external auditor on any issues arising from their audits
- review of an audit plan for the year 2023 prepared by the external auditor

On the day which the Audit Committee meeting was held in March 2023, members of the Audit Committee also met with the external auditor of the Company, and on the day which the Audit Committee Meeting was held in August 2023, members of the Audit Committee also met with the head of the Internal Audit Department of the Company; both in the absence of the Management.

In addition, the Audit Committee has also performed the corporate governance duties as delegated to it by the Board.

CORPORATE GOVERNANCE REPORT

The Remuneration Committee

The Remuneration Committee has been established since 2005. Currently, the Remuneration Committee comprises a total of three members, being two Independent Non-executive Directors, namely Dr. Chan Chung Bun, Bunny (Committee Chairman) and Mr. Choi Tak Shing, Stanley; and an Executive Director, Mr. Hui Chung Shing, Herman.

The Remuneration Committee has adopted the operation model where it performs an advisory role to the Board, with the Board retaining the final authority to approve the remuneration packages of individual Directors and senior management. The terms of reference of the Remuneration Committee are available on the Company's website and the Stock Exchange's website.

The main responsibilities of the Remuneration Committee are to review and endorse the remuneration policy of the Directors and senior management and to make recommendations to the Board for the remuneration of the Directors and senior management. The Remuneration Committee ensures that no Director is involved in deciding his/her own remuneration.

The Remuneration Committee held one meeting during the year under review. The work of the Remuneration Committee in 2023 included the following:

- approval of and recommendation to the Board on 2023 salary adjustment and 2022 year-end bonus for the Executive Directors
- approval of and recommendation to the Board on the director's fee of the Independent Non-executive Directors

Details of the remuneration of the Directors are set out in note 8 to the financial statements of this annual report.

During the year under review, no share option was granted under the share option scheme adopted by the Company. As at 31 December 2023, the Company did not have any share options outstanding under the scheme.

The Nomination Committee

The Nomination Committee has been established since 2012. Currently, the Nomination Committee comprises a total of three members, being the Chairman of the Board, Dr. Charles Yeung (Committee Chairman) and two Independent Non-executive Directors, namely Mr. Lau Hon Chuen, Ambrose and Dr. Chan Chung Bun, Bunny. The terms of reference of the Nomination Committee are available on the Company's website and the Stock Exchange's website.

The Nomination Committee is responsible for making recommendations to the Board on nominations and appointments of Directors, reviewing the size, structure and composition of the Board, and assessing the independence of Independent Non-executive Directors.

CORPORATE GOVERNANCE REPORT

The Company has established a nomination policy of director setting out the approach and procedures adopted for the nomination and selection of Directors. The policy sets out the principles for assessing the suitability and potential contribution to the Board of a proposed candidate, including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; diversity of the Board; requirements of Independent Non-executive Directors on the Board and independence of the proposed Independent Non-executive Directors in accordance with the Listing Rules.

The Nomination Committee held one meeting during the year under review. The work of the Nomination Committee in 2023 included the following:

- review of the structure, size and composition (including the skills, knowledge and experience) of the Board
- assessment of the independence of all Independent Non-executive Directors
- recommendation to the Board on the re-election of Directors
- review of the Board diversity policy

The Investment Committee

The Board set up the Investment Committee in December 2015 with specific written terms of reference. Currently, the Investment Committee comprises three Executive Directors, namely Dr. Charles Yeung (Committee Chairman), Mr. Yeung Chun Fan and Ms. Yeung Yin Chi, Jennifer; an Independent Non-executive Director, Dr. Chan Chung Bun, Bunny; and two senior staff.

The Investment Committee is responsible for setting up and reviewing investment policy of the Company and to monitor the performance of investment portfolio of the Company.

The Investment Committee held one meeting during the year under review. The work of the Investment Committee in 2023 included the following:

- monitoring of the performance of financial investment portfolio and review of the associated risk levels
- recommendation on strategic plan of financial investment activities

DIRECTORS' TRAINING

Directors are encouraged to participate in continuing professional development to develop and refresh their knowledge and skills. All Directors are provided with monthly updates on the Company's performance and financial position to enable the Board as a whole and each Director to discharge their duties. In addition, Directors are from time to time updated with the changes and development to the Group's business and to the political and economic environment in which the Group operates. During the year under review, updates on changes to the Listing Rules were provided to the Directors.

CORPORATE GOVERNANCE REPORT

According to the records kept by the Company, the Directors received the following training in the year under review:

Directors

Executive

Dr. Charles Yeung, GBS, JP	A, B, C
Yeung Chun Fan, BBS	A, B, C
Hui Chung Shing, Herman, GBS, MH, JP	A, C
Ms. Cheung Wai Yee	A, C
Ms. Yeung Yin Chi, Jennifer	A, C

Independent Non-executive

Lau Hon Chuen, Ambrose, GBS, JP	A, C
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP	A, C
Ng Wing Ka, Jimmy, BBS, JP	A, C
Choi Tak Shing, Stanley, JP	A, C

A: attending seminars and/or conferences and/or forums

B: giving talks at seminars and/or conferences and/or forums

C: reading materials, journals and updates relating to the economy, the business of the Group, or director's duties and responsibilities

LIABILITY INSURANCE FOR THE DIRECTORS

The Company has arranged appropriate insurance coverage on directors' and officers' liabilities against possibility of legal action to be taken against the Directors and officers. In 2023, no claims under the insurance policy were made.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the code of conduct regarding Directors' securities transaction as set out in the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules (the "Model Code").

The Board confirms that, having made specific enquiry of all Directors, the Directors have complied with the required standards set out in the Model Code throughout the year under review.

EMPLOYEES' SECURITIES TRANSACTIONS

The Company has adopted dealing rules based on the Model Code (the "Dealing Rules") governing the Company's securities transactions by the employees of the Group who are likely to be in possession of unpublished inside information in relation to the Group. These employees have been individually notified and provided with a copy of the Dealing Rules.

INSIDE INFORMATION POLICY

The Board approved and adopted the Inside Information Policy in 2013. The policy contains the guidelines to the Directors, officers and all relevant employees who are likely to be in possession of unpublished inside information of the Group to ensure that the inside information of the Group is to be disseminated to the public in equal and timely manner in accordance with the applicable laws and regulations.

CORPORATE GOVERNANCE REPORT

FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare consolidated financial statements for each financial year which give a true and fair view in accordance with Hong Kong Financial Reporting Standards and are in compliance with the disclosure requirements of the Hong Kong Companies Ordinance. The Board is not aware of any material uncertainties relating to the events or condition that might cast doubt upon the Company's ability to continue as a going concern. Accordingly, the Board has prepared the consolidated financial statements of the Group on a going concern basis.

The Board acknowledges its responsibility to present a balanced, clear and understandable assessment in the Company's annual and interim reports and other financial disclosures required under the Listing Rules, and reports to the regulators and information disclosed under statutory requirements.

The responsibilities of the external auditor with respect to the financial reporting are set out in the Independent Auditor's Report contained in this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for maintaining the Group's risk management and internal control systems and for reviewing their effectiveness. The risk management and internal control systems are designed to:

- manage rather than eliminate the risk of failure to achieve business objectives;
- safeguard the assets of the Group;
- comply with relevant rules, policies, regulations and laws;
- maintain reliable accounting records in accordance with relevant accounting standards and regulatory reporting requirements; and
- identify and manage significant risk that may potentially impact to the Group's operation.

The systems provide reasonable but not absolute assurance against material misstatement or loss. The review of the systems, which cover material control areas including financial, operational and compliance, has been carried out from time to time and at least annually.

Main features of the risk management and internal control systems

The systems are featured with defined organisational and management structure with authorities properly delegated to qualified personnel from different management levels within the Group, as well as established policies and procedures.

The Board

The Board determines the business objectives and strategies of the Group, and evaluates and determines the nature and extent of significant risks (including the environmental, social and governance risks) it is willing to take in achieving the Group's strategic objectives; and thus bears the ultimate accountability for the effectiveness of the risk management and internal control systems. In addition, the Board oversees the Management in the design, implementation and monitoring of the risk management and internal control systems.

CORPORATE GOVERNANCE REPORT

The Management

The Management comprises different levels and departments (including their heads) with appropriate segregation of duties. The Management is responsible for the design, implementation and maintenance of appropriate and effective risk management and internal control systems. In addition, it monitors risks and takes measures to mitigate risks in day-to-day operations and follows up the findings on risk management and internal control materials raised out by internal or external auditors. Also, the Management provides confirmation to the Board on the effectiveness of the internal control systems.

Internal audit

The Group has established an independent Internal Audit Department for years. The Internal Audit Department plays an important role in helping the review and evaluation of the effectiveness of the risk management and internal control systems.

Internal audit work has been carried out based on the recognised control framework outlined by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). The Internal Audit Department formulates annually its internal audit plan on a risk-based approach and in accordance with the Group’s strategic goals and risk assessment results; the annual internal audit plan is endorsed by the Audit Committee. Key audit findings and risk factors are reported to the Management and the Audit Committee.

The Internal Audit Department, with the support and supervision by the Audit Committee, is responsible for reviewing the effectiveness of the risk management and internal control systems in respect of all material controls of the Group, including financial, operational and compliance controls. In addition, it coordinates the risk assessment exercises and procedures, communicates with the Management on the identified risks and impacts to facilitate the implementation of risk mitigation measures, and follows up the results of such measures through its audit work; and reports the overall results to the Management and the Audit Committee on a regular basis.

For the year under review, no significant deficiency in the risk management and internal control systems was discovered.

The Board considers that the Group’s internal control systems are adequate and effective and the Company has complied with the relevant code provisions of the CG Code for the year ended 31 December 2023.

WHISTLEBLOWING POLICY

In compliance with code provision D.2.6 of the CG Code, the Board adopted a whistleblowing policy. The policy provides a formal channel and procedures to facilitate the raising of matters of concern by employees of the Group (the “Employees”) and those parties who deal with the Group (e.g. customers and suppliers) (the “Third-parties”, each a “Whistleblower”), in confidence and anonymity. The procedures enable the Whistleblower to report the possible improprieties in any matter related to the Group directly addressed to relevant personnel.

ANTI-CORRUPTION POLICY

In compliance with code provision D.2.7 of the CG Code, the Board adopted an anti-corruption policy. The policy sets out the guidelines on anti-corruption and anti-bribery and the responsibilities of the Employees.

CORPORATE GOVERNANCE REPORT

COMPANY SECRETARY

The Company Secretary has taken no less than 15 hours of relevant professional training during the year 2023.

AUDITOR'S REMUNERATION

The fees in respect of audit and non-audit services provided to the Group by the external auditor of the Company, Ernst & Young, for the year ended 31 December 2023 amounted to approximately HK\$1,773,000 and HK\$230,000 respectively. The non-audit services included tax and other services.

DIVIDEND POLICY

The Board has adopted a dividend policy. According to the dividend policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into the account the following factors:

- the Group's actual and expected financial results
- the Group's working capital requirements, capital expenditure requirements and future expansion/investment plans
- the Group's liquidity position
- retained earnings and distributable reserves of the Company and each of the members of the Group
- the general economic and political conditions and other external factors that may have an impact on the future business and financial performance of the Group
- the expectation of shareholders and investors
- any other factors that the Board considers relevant

COMMUNICATIONS WITH SHAREHOLDERS

The Company regards the annual general meeting as an important event as it provides an opportunity for direct communications between its Shareholders and the Board. At the Company's 2023 annual general meeting, the Chairman of the Board (also the Chairman of the Nomination Committee and the Investment Committee), the Chairman of the Audit Committee, a member of the Remuneration Committee representing the Chairman thereof, as well as the external auditor were present to answer Shareholders' questions.

The Company also maintains a website at www.glorisun.com which enables the Shareholders, investors and the general public to have access to the information of the Company.

A shareholder communication policy reflecting the current practices of the Company for communication with its Shareholders is available on the Company's website. During the year under review, the Board reviewed the implementation and effectiveness of the policy including steps taken at general meetings, the handling of enquiries received from the Shareholders, the dissemination of information in relation to the Group, and the channels of communications between the Company and the Shareholders. The Board considered that the policy was properly implemented and effective.

CORPORATE GOVERNANCE REPORT

CONSTITUTIONAL DOCUMENTS

A special resolution was passed at the annual general meeting of the Company held on 30 May 2023 to approve the amendments to the bye-laws of the Company (the “Bye-laws”). The amendments reflected the Company’s objective to enhance the corporate governance of the Company so as to comply with the relevant requirements of the Listing Rules by including express references to a shareholder’s right to speak at general meetings. Details of the amendments are set out in the Company’s announcement and explanatory statement dated 20 April 2023 and 21 April 2023, respectively.

Save as disclosed above, there was no change in the Bye-laws in 2023. The Bye-laws are available on the Company’s website and the Stock Exchange’s website.

SHAREHOLDERS’ RIGHTS

The Company has only one class of shares. All shares have the same voting rights and are entitled to the dividend declared. The rights of the Shareholders are set out in, amongst other things, the Bye-laws and the Companies Act 1981 of Bermuda (as amended) (the “Companies Act”).

Procedures for Shareholders to convene a special general meeting

Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the secretary of the Company or at the registered office of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition pursuant to Section 74 of the Companies Act. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Companies Act.

The written requisition requiring a special general meeting to be called can be sent to the principal place of business of the Company as set out in the “Corporate Information” section of this annual report for the attention of the Company Secretary.

Procedures for putting forward proposals at a general meeting

Shareholders may by written requisition request for including a resolution relating to matters in a general meeting by following the requirements and procedures as set out in Sections 79 and 80 of the Companies Act.

Subject to the provisions of the above-mentioned sections of the Companies Act, on the written requisition of members representing not less than one-twentieth of the total voting rights or 100 members, at the expense of the requisitionists unless the Company otherwise resolves, the Company shall give shareholders of the Company notice of any resolution which may properly be moved and is intended to be moved at that meeting and a relevant statement.

Procedures for Shareholders to propose a person for election as a Director

As regards the procedures for Shareholders to propose a person for election as a Director, please refer to the procedures available on the Company’s website and the Stock Exchange’s website.

CORPORATE GOVERNANCE REPORT

Procedures for directing Shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the Company Secretary whose contact details are as follows:

Glorious Sun Enterprises Limited
38/F., One Kowloon
1 Wang Yuen Street
Kowloon Bay, Hong Kong

Telephone: (852) 2263 3000
Fax: (852) 2995 3060
Email: enquiry@glorisun.com

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

REPORT OF THE DIRECTORS

The directors of Glorious Sun Enterprises Limited (the “Company”) (the “Directors”) present their report and the audited financial statements of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is investment holding. The Company’s subsidiaries are engaged in financial investments, interior decoration and renovation, and export and retailing of casual wear.

Further discussion and analysis of these activities as required by Schedule 5 to the Hong Kong Companies Ordinance, including a description of the principal risks and uncertainties facing the Group and an indication of likely future development in the Group’s business, can be found in the Chairman’s Statement and the Management Discussion and Analysis set out on pages 19 to 25 of this annual report. That discussion forms part of this Report of the Directors.

The Company’s Environmental, Social and Governance Report prepared in accordance with Appendix C2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”) has been published on the Company’s website and the Stock Exchange’s website at the same time as the publication of this annual report.

RESULTS AND DIVIDENDS

The Group’s profit for the year ended 31 December 2023 and the Group’s financial position at that date are set out in the financial statements on pages 61 to 62 of this annual report.

An interim dividend of HK2.00 cents per ordinary share was paid on 28 September 2023. The Directors recommended the payment of a final dividend of HK4.80 cents per ordinary share in respect of the year, to shareholders on the register of members of the Company on 3 June 2024.

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited financial statements of the respective financial years, is set out on pages 142 of this annual report. This summary does not form part of the audited financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company’s authorised and issued share capital and share options during the year are set out in notes 28 and 29 to the financial statements.

PRE-EMPTIVE RIGHTS

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

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company’s reserves available for distribution, calculated in accordance with The Companies Act 1981 of Bermuda (as amended), amounted to HK\$939,975,000, of which HK\$72,807,000 has been proposed as a final dividend for the year. In addition, as at 31 December 2023, the Company’s share premium account, in the amount of HK\$735,143,000, may be distributed in the form of fully paid bonus shares.

MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales to the Group’s five largest customers accounted for 67.81% of the total sales for the year and sales to the largest customer included therein amounted to 26.93%. In the year under review, purchases from the Group’s five largest suppliers accounted for 33.50% of the total purchases for the year and purchases from the largest supplier included therein amounted to 19.08%.

None of the Directors or any of their associates or any shareholders (which, to the best knowledge of the Directors, own more than 5% of the Company’s share capital) had any beneficial interest in the Group’s five largest customers and suppliers.

REPORT OF THE DIRECTORS

DIRECTORS

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

Executive

Dr. Charles Yeung, GBS, JP	(Chairman)
Yeung Chun Fan, BBS	(Vice-chairman)
Hui Chung Shing, Herman, GBS, MH, JP	
Ms. Cheung Wai Yee	
Ms. Yeung Yin Chi, Jennifer	

Independent Non-executive

Lau Hon Chuen, Ambrose, GBS, JP
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP
Ng Wing Ka, Jimmy, BBS, JP
Choi Tak Shing, Stanley, JP

In accordance with bye-law 110(A) of the Bye-laws, Dr. Charles Yeung, the executive Chairman of the Board of Directors of the Company, shall not be subject to retirement by rotation. However, in view of good corporate governance practices and in compliance of the Corporate Governance Code (the “CG Code”) in Appendix C1 of the Listing Rules, Dr. Charles Yeung will voluntarily retire from his office and offer himself for re-election at the forthcoming annual general meeting.

In accordance with bye-law 110(A) of the Bye-laws, Ms. Cheung Wai Yee, Dr. Chan Chung Bun, Bunny and Mr. Ng Wing Ka, Jimmy will retire and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Mr. Choi Tak Shing, Stanley will also retire at the forthcoming annual general meeting at which his term of appointment will expire, and he is eligible for re-election.

The Company has received confirmation from each of the Independent Non-executive Directors as regards their independence to the Company and considers that each of the Independent Non-executive Directors is independent of the Company. Details are set out in the Corporate Governance Report on pages 31 to 43 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

PERMITTED INDEMNITY PROVISION

The Bye-laws provides that the directors and officers for the time being of the Company shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty. The Company has also arranged appropriate directors' and officers' liability insurance coverage for the directors and officers of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in the section headed “Connected transactions” below and in note 34 to the financial statements, no Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

REPORT OF THE DIRECTORS

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31 December 2023, the interests or short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules were as follows:

Long positions in shares of the Company

Name of Director	Capacity	Number of shares held
Dr. Charles Yeung, GBS, JP ⁽¹⁾	– interest held through Glorious Sun Holdings (BVI) Limited (51.934% of the share capital was held by Dr. Charles Yeung)	622,263,000
	– interest held through Advancetex Holdings (BVI) Limited (51.934% of the share capital was held by Dr. Charles Yeung)	207,810,000
Yeung Chun Fan, BBS ⁽²⁾	– interest held through Glorious Sun Holdings (BVI) Limited (48.066% of the share capital was held by Mr. Yeung Chun Fan)	622,263,000
	– interest held through Advancetex Holdings (BVI) Limited (48.066% of the share capital was held by Mr. Yeung Chun Fan)	207,810,000
Dr. Charles Yeung, GBS, JP ⁽¹⁾ and Yeung Chun Fan, BBS ⁽²⁾	– beneficial owner (50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan)	138,285,499
Yeung Chun Fan, BBS ⁽²⁾	– beneficial owner	75,000,000
Ms. Cheung Wai Yee ⁽³⁾	– beneficial owner	10,095,000
Hui Chung Shing, Herman, GBS, MH, JP ⁽⁴⁾	– beneficial owner	6,250,000
Lau Hon Chuen, Ambrose, GBS, JP ⁽⁵⁾	– beneficial owner	1,492,402

Notes:

Calculations of the interests in shares disclosed pursuant to the SFO were as follows:

- (1) The total interests held were 968,358,499 shares which represented 63.597% of the Company's issued share capital as at 31 December 2023.
- (2) Interest of spouse (Ms. Cheung Wai Yee) of 10,095,000 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Mr. Yeung Chun Fan were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at 31 December 2023.
- (3) Interest of spouse (Mr. Yeung Chun Fan) of 1,043,358,499 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Ms. Cheung Wai Yee were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at 31 December 2023.
- (4) The total interests held were 6,250,000 shares which represented 0.410% of the Company's issued share capital as at 31 December 2023.
- (5) The total interests held were 1,492,402 shares which represented 0.098% of the Company's issued share capital as at 31 December 2023.

REPORT OF THE DIRECTORS

Save as disclosed above, as at 31 December 2023, none of the Directors had any interests or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Divisions 7 and 8 of Part XV of the SFO, as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangements to enable the Directors or their associates to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SHARE OPTION SCHEME

Particulars of the share option scheme of the Company are set out in note 29 to the financial statements.

REPORT OF THE DIRECTORS

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2023, the register required to be kept by the Company pursuant to Section 336 of the SFO showed that the following shareholders had disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO an interest or a short position in the shares or underlying shares of the Company:

Long positions in shares of the Company

Name of shareholder	Capacity	Number of shares held
Glorious Sun Holdings (BVI) Limited ⁽¹⁾ (51.934% of the share capital was held by Dr. Charles Yeung and 48.066% of the share capital was held by Mr. Yeung Chun Fan)	- beneficial owner	622,263,000
Advancetex Holdings (BVI) Limited ⁽²⁾ (51.934% of the share capital was held by Dr. Charles Yeung and 48.066% of the share capital was held by Mr. Yeung Chun Fan)	- beneficial owner	207,810,000
Dr. Charles Yeung, GBS, JP ⁽³⁾	- 50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan	138,285,499
Yeung Chun Fan, BBS ⁽⁴⁾	- 50% of the interest was held by each of Dr. Charles Yeung and Mr. Yeung Chun Fan - beneficial owner	138,285,499 75,000,000
Ms. Cheung Wai Yee ⁽⁵⁾	- beneficial owner	10,095,000

Notes:

Calculations of the interests in shares disclosed pursuant to the SFO were as follows:

- (1) The total interests held were 622,263,000 shares which represented 40.867% of the Company's issued share capital as at 31 December 2023.
- (2) The total interests held were 207,810,000 shares which represented 13.648% of the Company's issued share capital as at 31 December 2023.
- (3) Interests of controlled corporations (Glorious Sun Holdings (BVI) Limited and Advancetex Holdings (BVI) Limited) of 830,073,000 shares have to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Dr. Charles Yeung were 968,358,499 shares which represented 63.597% of the Company's issued share capital as at 31 December 2023.
- (4) Interests of controlled corporations (Glorious Sun Holdings (BVI) Limited and Advancetex Holdings (BVI) Limited) of 830,073,000 shares and interest of spouse (Ms. Cheung Wai Yee) of 10,095,000 shares have to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Mr. Yeung Chun Fan were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at 31 December 2023.
- (5) Interest of spouse (Mr. Yeung Chun Fan) of 1,043,358,499 shares has to be included. Therefore, according to the calculation of interests under the SFO, the total interests held by Ms. Cheung Wai Yee were 1,053,453,499 shares which represented 69.186% of the Company's issued share capital as at 31 December 2023.

REPORT OF THE DIRECTORS

Save as disclosed above, no other parties disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as having an interest or a short position in the shares or underlying shares of the Company as at 31 December 2023.

CONNECTED TRANSACTIONS

During the year, the Group had the following connected transactions. The Company has complied with the disclosure requirements under Chapter 14A of the Listing Rules.

On 31 July 2023, Glorious Sun Enterprises (BVI) Limited (as tenant), a wholly owned subsidiary of the Company, entered into the tenancy agreement with Rank Profit Industries Limited (as landlord), a company owned by Dr. Charles Yeung and Mr. Yeung Chun Fan, both are Directors and substantial shareholders of the Company, in respect of the leasing of certain One Kowloon premises. Accordingly, the entering into of the tenancy agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. The rental under the tenancy agreement is regarded as an acquisition of a right-of-use asset by the Group in accordance with HKFRS 16 *Leases*. The Group estimates that, based on the terms of the tenancy agreement, the value of the right-of-use asset to be recognised under the tenancy agreement is HK\$3,852,000. Details of the transaction are set out in the Company's announcement dated 31 July 2023.

On 1 August 2023, Smart Empire Asset Management Limited ("Smart Empire") (as consulting service provider), a wholly owned subsidiary of the Company, entered into the consulting service agreement (the "Agreement") with Glory Star Investments Limited ("Glory Star") (as client), a company held as to 51% by Dr. Charles Yeung and 34% by Mr. Yeung Chun Fan, both are Directors and substantial shareholders of the Company. Pursuant to the Agreement, Smart Empire agreed to provide certain consulting services to Glory Star in relation to financial investments at a consideration of HK\$5,680,000. Details of the transaction are set out in the Company's announcement dated 1 August 2023.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total number of issued shares were held by the public as at the date of this report.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or existed during the year.

EQUITY-LINKED AGREEMENTS

Save as those disclosed in the section headed "Share option scheme" in this report, no other equity-linked agreements were entered into by the Group, or existed during the year.

REPORT OF THE DIRECTORS

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

During the year, the Company repurchased a total of 10,312,000 shares of the Company on the Stock Exchange.

Details of the repurchases of shares are as follows:

Month of repurchase	Number of shares repurchased	Price per share		Aggregate price (before expenses) HK\$'000
		Highest HK\$	Lowest HK\$	
June	1,040,000	0.77	0.72	772
July	4,300,000	0.84	0.76	3,416
September	2,028,000	0.84	0.81	1,677
October	1,864,000	0.85	0.82	1,548
November	480,000	0.85	0.83	402
December	600,000	0.83	0.82	496
	10,312,000			8,311

Subsequently, the Company repurchased a total of 864,000 shares in January and February 2024 at the aggregate price of approximately HK\$715,000 (before expenses).

All the repurchased shares were subsequently cancelled by the Company.

The above repurchases of the Company's shares were effected by the Directors, pursuant to the mandate from shareholders received at the annual general meeting of the Company for the year 2023, with a view to benefiting shareholders as a whole by enhancing the net asset value per share and earnings per share of the Company.

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

EMOLUMENT POLICY

The remuneration committee reviews the emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market statistics.

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance and has complied with the code provisions as set out in the CG Code in Appendix C1 of the Listing Rules throughout the year ended 31 December 2023. Details are set out in the Corporate Governance Report on pages 31 to 43 of this annual report.

DISCLOSURE OF INFORMATION ON DIRECTORS

There are no changes in the information on the Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

REPORT OF THE DIRECTORS

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by Ernst & Young who will retire and being eligible offer themselves for re-appointment at the forthcoming annual general meeting and the Board will be authorised to fix their remuneration.

There has been no change of the auditor of the Company in the preceding three years.

ON BEHALF OF THE BOARD

Dr. Charles Yeung, GBS, JP
Chairman

Hong Kong, 25 March 2024



HONEST



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INDEPENDENT AUDITOR'S REPORT



Ernst & Young
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

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香港鰂魚涌英皇道979號
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To the shareholders of Glorious Sun Enterprises Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Glorious Sun Enterprises Limited (the “Company”) and its subsidiaries (the “Group”) set out on pages 59 to 141, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

KEY AUDIT MATTERS

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

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

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Glorious Sun Enterprises Limited

(Incorporated in Bermuda with limited liability)

KEY AUDIT MATTERS (CONTINUED)

Key audit matter

How our audit addressed the key audit matter

Provision for expected credit losses on debt investments at amortised cost

The carrying value (before impairment allowance) of the Group's debt investments at amortised cost as at 31 December 2023 amounted to approximately HK\$452.1 million. The provision for expected credit losses ("ECLs") for these investments as at 31 December 2023 was approximately HK\$254.9 million.

Management uses the general approach to calculate ECLs for debt investments at amortised cost.

Management has engaged an independent specialist to determine the calculation of ECLs.

The Group considers the available information which includes information about past events, current conditions and forecasts of future economic and industry specific conditions to estimate the ECLs and it involves significant judgements and estimates. The Group also assessed whether the credit risk on the debt investments at amortised cost has increased significantly and whether the credit risk of a financial asset increases to the point that it is considered credit-impaired.

The accounting policies and disclosures in relation to the provision for expected credit losses on debt investments at amortised cost are included in notes 2.4, 3 and 15 to the financial statements.

We reviewed the ECL calculation that was established by management and assisted by the external specialist engaged by the Group, and we have involved our internal valuation specialists to perform procedures to evaluate the Group's methodology and parameters of the ECLs model, including:

- checking to the respective credit rating of the debt investments at amortised cost;
- assessing the reasonableness of related parameters for the calculation of ECLs, including the probability of default, loss given default, exposure at default and the significant increases in credit risk, in response to macroeconomic changes;
- assessing the forward-looking information used by management to determine ECLs, including the forecasts of macroeconomic variables, and the assumptions and different weights of multiple macroeconomic scenarios; and
- assessing the reasonableness of management's judgements on whether the credit risk has increased significantly since initial recognition and whether the investments are credit-impaired.

We assessed the competence, objectivity and independence of the external specialist engaged by the Group.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Glorious Sun Enterprises Limited

(Incorporated in Bermuda with limited liability)

KEY AUDIT MATTERS (CONTINUED)

Key audit matter

How our audit addressed the key audit matter

Provision for expected credit losses on trade receivables and contract assets

The carrying values (before impairment allowance) of the Group's trade receivables and contract assets as at 31 December 2023 amounted to approximately HK\$214.5 million and HK\$26.4 million, respectively. The amounts of provision for ECLs for trade receivables and contract assets carried as at 31 December 2023 were approximately HK\$23.0 million and HK\$0.6 million, respectively.

Management uses the simplified approach to calculate ECLs for trade receivables and contract assets.

Management has engaged an independent specialist to determine the calculation of ECLs.

The Group considers the available information which includes information about past events, current conditions and forecasts of future economic conditions to estimate the ECLs and it involves significant judgements and estimates.

The accounting policies and disclosures in relation to the provision for expected credit losses on trade receivables and contract assets are included in notes 2.4, 3, 18, and 20 to the financial statements.

We obtained and reviewed the ECL calculation prepared by management assisted by the external specialist engaged by the Group. The ECL calculation was based on the Group's historical credit loss experience and adjusted for forward-looking factors specific to the economic environment.

We involved our internal valuation specialists to assist us in evaluating the Group's estimation methodology of ECLs and check the parameters to external available data sources.

We assessed the competence, objectivity and independence of the external specialist engaged by the Group.

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Glorious Sun Enterprises Limited

(Incorporated in Bermuda with limited liability)

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

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

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

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

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Our report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Glorious Sun Enterprises Limited

(Incorporated in Bermuda with limited liability)

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

To the shareholders of Glorious Sun Enterprises Limited

(Incorporated in Bermuda with limited liability)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Lam Wai Ming, Ada.

Ernst & Young

Certified Public Accountants

Hong Kong

25 March 2024

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
REVENUE			
Revenue from contracts with customers		771,522	1,018,111
Revenue from other sources:			
Interest income from debt investments at amortised cost		33,218	32,264
Others		16,497	10,306
	5	821,237	1,060,681
Cost of sales		(660,878)	(898,006)
Gross profit		160,359	162,675
Other income and gains	5	120,953	55,765
Selling and distribution expenses		(16,717)	(17,452)
Administrative expenses		(86,293)	(92,778)
Other expenses		(1,859)	(14,076)
Loss on derecognition of a debt investment at amortised cost		–	(4,697)
Impairment loss on debt investments at amortised cost, net		(112,971)	(34,032)
Impairment loss on other financial and contract assets, net		(9,112)	(7,505)
Finance costs	6	(2,510)	(3,335)
PROFIT BEFORE TAX	7	51,850	44,565
Income tax (expense)/credit	10	(7,559)	929
PROFIT FOR THE YEAR		44,291	45,494
Attributable to:			
Ordinary equity holders of the Company		43,610	39,229
Non-controlling interests		681	6,265
		44,291	45,494
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
	12	HK cents	HK cents
Basic and diluted			
For profit for the year		2.86	2.57

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2023

	2023 HK\$'000	2022 HK\$'000
PROFIT FOR THE YEAR	44,291	45,494
OTHER COMPREHENSIVE INCOME		
<i>Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:</i>		
Exchange differences:		
Exchange differences on translation of foreign operations	(895)	(7,461)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	(895)	(7,461)
<i>Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:</i>		
Financial assets at fair value through other comprehensive income:		
Change in fair value	4,514	20,218
Income tax effect	(92)	(3)
	4,422	20,215
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	4,422	20,215
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	3,527	12,754
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	47,818	58,248
Attributable to:		
Ordinary equity holders of the Company	47,627	53,724
Non-controlling interests	191	4,524
	47,818	58,248

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	14,315	14,439
Right-of-use assets	14(a)	21,230	16,035
Debt investments at amortised cost	15	197,167	277,336
Financial assets at fair value through other comprehensive income	16	576,054	103,405
Rental deposits	19	2,228	1,813
Deferred tax assets	27	11,386	9,178
Total non-current assets		822,380	422,206
CURRENT ASSETS			
Inventories	17	223,407	159,757
Trade and bills receivables	18	192,355	242,361
Prepayments, deposits and other receivables	19	44,827	66,101
Contract assets	20	25,860	53,548
Due from related companies	21	6,216	6,577
Financial assets at fair value through profit or loss	22	33,393	–
Time deposit with original maturity of over three months when acquired	23	239	236
Cash and cash equivalents	23	1,703,918	2,166,743
Total current assets		2,230,215	2,695,323
CURRENT LIABILITIES			
Trade payables	24	139,359	137,948
Contract liabilities	25	196,743	198,894
Other payables and accruals	25	295,866	277,163
Deferred income	25	–	1,041
Interest-bearing bank borrowings	26	14,175	48,755
Lease liabilities	14(b)	6,378	5,698
Tax payable		3,326	3,241
Total current liabilities		655,847	672,740
NET CURRENT ASSETS		1,574,368	2,022,583
TOTAL ASSETS LESS CURRENT LIABILITIES		2,396,748	2,444,789

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
NON-CURRENT LIABILITIES			
Lease liabilities	14(b)	18,039	14,302
Deferred tax liabilities	27	1,300	874
Total non-current liabilities		19,339	15,176
Net assets		2,377,409	2,429,613
EQUITY			
Equity attributable to ordinary equity holders of the Company			
Issued capital	28	152,264	152,798
Treasury shares	28	(4,139)	–
Reserves	30	2,228,404	2,276,023
		2,376,529	2,428,821
Non-controlling interests		880	792
Total equity		2,377,409	2,429,613

Dr. Charles Yeung, GBS, JP
Director

Yeung Chun Fan, BBS
Director

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

Attributable to ordinary equity holders of the Company											
Notes	Issued capital HK\$'000 (note 28)	Treasury shares HK\$'000 (note 28)	Share premium account HK\$'000 (note 30(i))	Contributed surplus HK\$'000 (note 30(ii))	Fair value reserve of financial assets at fair value through other comprehensive income HK\$'000	Exchange fluctuation reserve HK\$'000	Other reserves HK\$'000 (note 30(iii))	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2023	152,798	-	738,818	377,567	593	6,191	11,693	1,141,161	2,428,821	792	2,429,613
Profit for the year	-	-	-	-	-	-	-	43,610	43,610	681	44,291
Other comprehensive income for the year:											
Change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	4,205	-	-	-	4,205	217	4,422
Exchange differences on translation of foreign operations	-	-	-	-	-	(188)	-	-	(188)	(707)	(895)
Total comprehensive income for the year	-	-	-	-	4,205	(188)	-	43,610	47,627	191	47,818
Dividends paid to non-controlling shareholders	-	-	-	-	-	-	-	-	-	(7,253)	(7,253)
Contribution from non-controlling shareholders	-	-	-	-	-	-	-	-	-	7,150	7,150
Shares repurchased	28	(8,348)	-	-	-	-	-	-	(8,348)	-	(8,348)
Cancellation of shares repurchased	28	(534)	4,209	(3,675)	-	-	-	-	-	-	-
Final 2022 dividend	11	-	-	-	-	-	-	(61,119)	(61,119)	-	(61,119)
Interim 2023 dividend	11	-	-	-	-	-	-	(30,452)	(30,452)	-	(30,452)
Transfer within reserves	-	-	-	-	-	-	2,171	(2,171)	-	-	-
At 31 December 2023	152,264	(4,139)	735,143*	377,567*	4,798*	6,003*	13,864*	1,091,029*	2,376,529	880	2,377,409

* These reserve accounts comprise the consolidated reserves of HK\$2,228,404,000 (2022: HK\$2,276,023,000) in the consolidated statement of financial position.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2023

	Attributable to ordinary equity holders of the Company											
	Notes	Issued capital HK\$'000 (note 28)	Treasury shares HK\$'000 (note 28)	Share premium account HK\$'000 (note 30(i))	Contributed surplus HK\$'000 (note 30(ii))	Fair value reserve of financial assets at fair value through other comprehensive income HK\$'000	Exchange fluctuation reserve HK\$'000	Other reserves HK\$'000 (note 30(iii))	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2022		153,003	(1,661)	740,325	377,567	(17,094)	11,904	10,435	1,192,348	2,466,827	23,435	2,490,262
Profit for the year		-	-	-	-	-	-	-	39,229	39,229	6,265	45,494
Other comprehensive income for the year:												
Change in fair value of financial assets at fair value through other comprehensive income		-	-	-	-	20,208	-	-	-	20,208	7	20,215
Exchange differences on translation of foreign operations		-	-	-	-	-	(5,713)	-	-	(5,713)	(1,748)	(7,461)
Total comprehensive income for the year		-	-	-	-	20,208	(5,713)	-	39,229	53,724	4,524	58,248
Dividends paid to non-controlling shareholders		-	-	-	-	-	-	-	-	-	(7,350)	(7,350)
Contribution from non-controlling shareholders		-	-	-	-	-	-	-	-	-	10,076	10,076
Acquisition of non-controlling interests		-	-	-	-	-	-	-	-	-	(29,893)	(29,893)
Shares repurchased	28	-	(51)	-	-	-	-	-	-	(51)	-	(51)
Cancellation of shares repurchased	28	(205)	1,712	(1,507)	-	-	-	-	-	-	-	-
Transfer to retained profits upon disposal of financial assets at fair value through other comprehensive income	16(iii)	-	-	-	-	(2,521)	-	-	2,521	-	-	-
Final 2021 dividend	11	-	-	-	-	-	-	-	(61,119)	(61,119)	-	(61,119)
Interim 2022 dividend	11	-	-	-	-	-	-	-	(30,560)	(30,560)	-	(30,560)
Transfer within reserves		-	-	-	-	-	-	1,258	(1,258)	-	-	-
At 31 December 2022		152,798	-	738,818*	377,567*	593*	6,191*	11,693*	1,141,161*	2,428,821	792	2,429,613

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax		51,850	44,565
Adjustments for:			
Finance costs		2,510	3,335
Bank interest income	5	(96,648)	(31,111)
Fair value gains on financial assets at fair value through profit or loss	5	(363)	–
Depreciation of property, plant and equipment	13	3,494	3,021
Depreciation of right-of-use assets	14(c)	5,921	6,287
Gain on termination of tenancy agreements	5	(90)	(19)
COVID-19-related rent concessions from lessors	14(c)	–	(1,167)
Loss on disposal of items of property, plant and equipment, net (Reversal of provision)/provision for inventories, net		68	93
		(4,504)	323
Loss on derecognition of a debt investment at amortised cost		–	4,697
Impairment loss on debt investments at amortised cost, net		112,971	34,032
Impairment loss on trade receivables, net		6,680	3,529
Reversal of impairment loss on contract assets, net		(487)	(2,049)
Impairment loss on financial assets included in prepayments, deposits and other receivables, net		3,016	6,111
Reversal of impairment loss of amounts due from related companies, net		(97)	(86)
Effect of foreign exchange rate changes, net		(4,323)	9,776
		79,998	81,337
Increase in inventories		(64,007)	(5,099)
Decrease in contract assets		26,454	92,297
Decrease/(increase) in trade and bills receivables		37,278	(9,833)
Increase in prepayments, deposits and other receivables		(15,694)	(4,937)
Decrease in debt investments at amortised cost		–	34
Decrease/(increase) in amounts due from related companies		461	(1,105)
Increase/(decrease) in trade payables		4,545	(76,793)
Increase/(decrease) in contract liabilities		4,335	(33,019)
Increase/(decrease) in other payables and accruals		22,073	(8,747)
Decrease in deferred income		(1,041)	(781)
Cash generated from operations		94,402	33,354
Interest paid		(2,510)	(3,335)
Hong Kong profits tax paid		(3,341)	(5,108)
Taxes paid outside Hong Kong		(6,409)	(3,399)
Net cash flows from operating activities		82,142	21,512

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
CASH FLOWS FROM INVESTING ACTIVITIES			
Bank interest received		96,648	31,111
Purchases of property, plant and equipment	13	(3,876)	(2,794)
Changes in financial assets at fair value through profit or loss		(33,781)	–
Proceeds from disposal and redemption of debt investments at amortised cost		–	176,391
Purchases of financial assets at fair value through other comprehensive income		(468,385)	(93,319)
Proceeds from redemption of financial assets at fair value through other comprehensive income		–	344,520
Proceeds from disposal of items of property, plant and equipment		70	9
Increase in time deposit with original maturity of over three months when acquired		(3)	(236)
Net cash flows (used in)/from investing activities		(409,327)	455,682
CASH FLOWS FROM FINANCING ACTIVITIES			
Shares repurchased	28	(8,348)	(51)
New bank loans		92,668	120,576
Repayment of bank loans		(125,658)	(89,804)
Principal portion of lease payments		(6,443)	(7,159)
Capital contributions from non-controlling shareholders of subsidiaries		7,150	10,076
Dividends paid		(89,092)	(89,210)
Dividends paid to non-controlling shareholders		(7,253)	(15,519)
Net cash flows used in financing activities		(136,976)	(71,091)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS			
		(464,161)	406,103
Cash and cash equivalents at beginning of year		2,166,743	1,772,358
Effect of foreign exchange rate changes, net		1,336	(11,718)
CASH AND CASH EQUIVALENTS AT END OF YEAR			
		1,703,918	2,166,743
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	23	207,509	203,933
Non-pledged time deposits	23	1,496,648	1,963,046
		1,704,157	2,166,979
Less: Non-pledged time deposits with original maturity of over three months when acquired	23	(239)	(236)
Cash and cash equivalents as stated in the consolidated statement of financial position		1,703,918	2,166,743

NOTES TO FINANCIAL STATEMENTS

31 December 2023

1. CORPORATE AND GROUP INFORMATION

Glorious Sun Enterprises Limited (the “Company”) is a limited liability company incorporated in Bermuda. The head office and principal place of business of the Company is located at 38/F., One Kowloon, 1 Wang Yuen Street, Kowloon Bay, Hong Kong.

During the year, the Group was involved in financial investments, interior decoration and renovation, and export and retailing of casual wear.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Glorious Sun Enterprises (BVI) Limited	British Virgin Islands/ Hong Kong	US\$200	100	–	Investment holding, financial investments and management services
Pacific Potential Trading Company Limited	Hong Kong	HK\$200,000	–	100	Provision of agency services and trading of apparel
Rand Design Limited	Hong Kong	HK\$1	–	100	Garment design and trading of apparel
Hebei Changhong Group Technology Company Limited (“Hebei Changhong”) (河北常宏集團科技有限公司)*®	People’s Republic of China (the “PRC”)/ Chinese Mainland	RMB34,574,405	–	58.5	Investment holding
Shijiazhuang Changhong Building Decoration Engineering Company Limited (“Shijiazhuang Changhong”) (石家莊常宏建築裝飾工程有限公司)®	The PRC/ Chinese Mainland	RMB50,000,000	–	58.5	Provision of interior decoration and renovation services
G.S. Ventures (H.K.) Limited	Hong Kong	HK\$1	–	100	Retailing of casual wear and franchise business
Smart Empire Asset Management Limited (“Smart Empire”)	Hong Kong	HK\$5,000,000	–	100	Asset management and provision of consulting services

* Registered as a Sino-foreign equity joint venture under PRC law

® The official names of these entities are in Chinese. The English translations of the names are for identification purpose only.

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain investments which have been measured at fair value.

These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated.

Basis of consolidation

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

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. 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.

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

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

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

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

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

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in notes 2.1 to 2.4 to the financial statements. The amendments have had an impact on the Group's disclosures of accounting policies, but not on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

Upon the application of the amendments, the Group has determined the temporary differences arising from right-of-use assets and lease liabilities separately, which have been reflected in the reconciliation disclosed in note 27 to the financial statements. However, they did not have any material impact on the overall deferred tax balances presented in the consolidated statement of financial position as the related deferred tax balances qualified for offsetting under HKAS 12.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (CONTINUED)

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

2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

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

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

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

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

³ No mandatory effective date yet determined but available for adoption

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

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

Amendments to HKFRS 10 and HKAS 28 address an inconsistency between the requirements in HKFRS 10 and in HKAS 28 in dealing with the sale or contribution of assets between an investor and its associate or joint venture. The amendments require a full recognition of a gain or loss resulting from a downstream transaction when the sale or contribution of assets constitutes a business. For a transaction involving assets that do not constitute a business, a gain or loss resulting from the transaction is recognised in the investor's profit or loss only to the extent of the unrelated investor's interest in that associate or joint venture. The amendments are to be applied prospectively. The previous mandatory effective date of amendments to HKFRS 10 and HKAS 28 was removed by the HKICPA. However, the amendments are available for adoption now.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

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

Amendments to HKFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains. The amendments are effective for annual periods beginning on or after 1 January 2024 and shall be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of HKFRS 16 (i.e. 1 January 2019). Earlier application is permitted. The amendments are not expected to have any significant impact on the Group's financial statements.

The 2020 Amendments clarify the requirements for classifying liabilities as current or non-current, including what is meant by a right to defer settlement and that a right to defer must exist at the end of reporting period. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement. The amendments also clarify that a liability can be settled in its own equity instruments, and that only if a conversion option in a convertible liability is itself accounted for as an equity instrument would the terms of a liability not impact its classification. The 2022 Amendments further clarify that, among covenants of a liability arising from a loan arrangement, only those with which an entity must comply on or before the reporting date affect the classification of that liability as current or non-current. Additional disclosures are required for non-current liabilities that are subject to the entity complying with future covenants within 12 months after the reporting period. The amendments shall be applied retrospectively with early application permitted. An entity that applies the 2020 Amendments early is required to apply simultaneously the 2022 Amendments, and vice versa. The Group is currently assessing the impact of the amendments and whether existing loan agreements may require revision. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 7 and HKFRS 7 clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information, quantitative information as at the beginning of the annual reporting period and interim disclosures. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to HKAS 21 specify how an entity shall assess whether a currency is exchangeable into another currency and how it shall estimate a spot exchange rate at a measurement date when exchangeability is lacking. The amendments require disclosures of information that enable users of financial statements to understand the impact of a currency not being exchangeable. Earlier application is permitted. When applying the amendments, an entity cannot restate comparative information. Any cumulative effect of initially applying the amendments shall be recognised as an adjustment to the opening balance of retained profits or to the cumulative amount of translation differences accumulated in a separate component of equity, where appropriate, at the date of initial application. The amendments are not expected to have any significant impact on the Group's financial statements.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES

Fair value measurement

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

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

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

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

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than inventories, contract assets, deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

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

Related parties

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

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Related parties (continued)

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

Property, plant and equipment and depreciation

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

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

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

Buildings	1.67% – 5% or over the lease terms, whichever is shorter
Leasehold improvements	20% – 25% or over the lease terms, whichever is shorter
Plant and machinery	10% – 25%
Furniture, fixtures and office equipment	10% – 33%
Motor vehicles	20% – 30%

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Property, plant and equipment and depreciation (continued)

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

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

Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

Properties	2–15 years
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

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

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

(c) Short-term leases

The Group applies the short-term lease recognition exemption to its short-term leases of properties (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

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

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

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as financial assets at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. The distributions from equity investment were recorded under revenue in the statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Financial assets at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. This category includes equity investments and structured deposits.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Derecognition of financial assets

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

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

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

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

Impairment of financial assets

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

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL). The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Impairment of financial assets (continued)

General approach (continued)

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

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

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings or payables as appropriate.

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

The Group's financial liabilities include trade payables, other payables, amounts due to non-controlling shareholders of a subsidiary and related companies and interest-bearing bank borrowings.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Financial liabilities (continued)

Subsequent measurement of financial liabilities at amortised cost (trade and other payables, and borrowings)

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

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

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Treasury shares

Own equity instruments which are reacquired and held by the Company or the Group (treasury shares) are recognised directly in equity at cost. No gain or loss is recognised in the statement of profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Cash and cash equivalents

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

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

Provisions

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

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

Income tax

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

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

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

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

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Income tax (continued)

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

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

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

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

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

Government grants

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Revenue recognition

Revenue from contracts with customers

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

(a) Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

(b) Interior decoration and renovation services

Revenue from the provision of interior decoration and renovation services is recognised over time, using an input method to measure progress towards complete satisfaction of the contracts, because the Group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced. The input method recognises revenue based on the proportion of the actual costs incurred relative to the estimated total costs for satisfaction of the interior decoration and renovation contracts.

Revenue from other sources

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividends or distribution from financial assets at fair value through other comprehensive income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividends or distribution will flow to the Group and the amount of the dividends or distribution can be measured reliably.

Other income

Royalty income is recognised on an accrual basis in accordance with the terms of the relevant licensing agreements.

Service income is recognised over the scheduled period on a straight-line basis because the customer simultaneously receives and consumes the benefits provided by the Group.

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Contract liabilities

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

Other employee benefits

Pension schemes

The Group operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for most of the Group’s Hong Kong employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme, except for the Group’s employer voluntary contributions, which are refunded to the Group when the employee leaves employment prior to the contributions vesting fully, in accordance with the rules of the MPF Scheme.

Prior to the MPF Scheme becoming effective, the Group operates defined contribution retirement benefit schemes for certain employees, the assets of which are held separately from those of the Group in independently administered funds. Contributions were made based on a percentage of the eligible employees’ salaries and were charged to the statement of profit or loss as they became payable in accordance with the rules of the scheme. When an employee leaves the scheme prior to his/her interest in the Group’s employer contributions vesting fully, the ongoing contributions payable by the Group may be reduced by the relevant amounts of forfeited contributions. These schemes are still operating at the end of the reporting period and up to the date of this report.

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

Termination benefits

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises restructuring costs involving the payment of termination benefits.

Borrowing costs

Borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest that an entity incurs in connection with the borrowing of funds.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

2.4 MATERIAL ACCOUNTING POLICIES (CONTINUED)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

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

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

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

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

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve. On disposal of a foreign operation, the cumulative amounts in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

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

For the purpose of the consolidated statement of cash flows, the cash flows of subsidiaries with functional currencies other than Hong Kong dollar are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

The major judgements, estimates and assumptions that have the most significant effect on the amounts recognised in the financial statements and have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Write-down of inventories to net realisable value

Management reviews the ageing analysis of inventories of the Group at the end of each reporting period, and makes provision for inventory items identified that are no longer suitable for sale. The assessment of the provision amount required involves management judgements and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will have an impact on the carrying value of the inventories and provision charge/write-back in the period in which estimate has been changed. In addition, physical counts on all inventories are carried out on a periodical basis in order to determine whether provision needs to be made in respect of any obsolete inventories identified. The Group carries out an inventory review at the end of each reporting period and makes provision against obsolete and slow-moving items. Management reassesses the estimation at the end of each reporting period. The information about the Group's inventories is included in note 17 to the financial statements.

Provision for expected credit losses on trade receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by customer type and credit rating).

The provision matrix is initially based on the historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e. gross domestic products) are expected to deteriorate over the next year which can lead to an increased number of defaults, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The measurement of impairment losses under HKFRS 9 requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, such as risks of default and losses given default, changes in which can result in different levels of allowances.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and contract assets is included in notes 18 and 20 to the financial statements, respectively.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONTINUED)

Provision for expected credit losses on debt investments at amortised cost

The Group's expected credit loss calculations on debt investments at amortised cost are based on assumptions about risks of default and losses given default. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculations, based on credit risks of the instruments, information about past events, current condition and forecasts of future economic and industry specific conditions at the end of each reporting period. The Group reviews its models in the context of actual loss experience regularly and adjusts when necessary.

The measurement of impairment losses under HKFRS 9 requires judgement, in particular, the estimation of the amount and timing of future cash flows when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, such as risks of default and losses given default, changes in which can result in different levels of allowances.

The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The information about the ECLs on the Group's debt investments at amortised cost, and the key assumptions and inputs used for impairment calculations are given in note 15 to the financial statements.

4. OPERATING SEGMENT INFORMATION

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

- (a) the "financial investments" segment engages in treasury management and consulting services;
- (b) the "interior decoration and renovation" segment engages in the interior decoration and renovation, and the sale of furniture business;
- (c) the "export operations" segment engages in exports of apparel; and
- (d) the "retail, franchise and others" segment mainly includes retail operation in Hong Kong and franchise sales under the "Jeanswest" brand in overseas markets within the casual wear and apparel domain.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that interest income, non-leased-related finance costs, as well as head office and corporate income and expenses are excluded from such measurement.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

4. OPERATING SEGMENT INFORMATION (CONTINUED)

Information regarding the Group's reportable segments, together with their related comparative information, is presented below:

By business

	Year ended 31 December 2023				Total HK\$'000
	Financial investments HK\$'000	Interior decoration and renovation HK\$'000	Export operations HK\$'000	Retail, franchise and others HK\$'000	
Segment revenue (note 5)					
Revenue from external parties	49,715	468,726	244,313	58,483	821,237
Other income and gains	6,393	1,865	4,309	3,753	16,320
Total	56,108	470,591	248,622	62,236	837,557
Segment results					
	(66,386)	3,588	10,359	10,377	(42,062)
Interest income					96,648
Unallocated income					7,985
Corporate and other unallocated expenses					(9,417)
Finance costs (other than interest on lease liabilities)					(1,304)
Profit before tax					51,850
Other segment information:					
Depreciation	7	7,885	161	29	8,082
Corporate and other unallocated depreciation	-	-	-	-	1,333
Impairment loss/(reversal of impairment loss) on financial assets and contract assets, net	116,896	5,257	551	(508)	122,196
Corporate and other unallocated reversal of impairment loss on financial assets included in prepayments, deposits and other receivables, net	-	-	-	-	(113)
Reversal of provision for inventories	-	(215)	(3,542)	(747)	(4,504)
Loss on disposal of financial asset at fair value through profit or loss	5	-	-	-	5
Other non-cash expense/(income)	28	(23)	-	-	5
Capital expenditure*	7	11,402	669	42	12,120
Corporate and other unallocated capital expenditure	-	-	-	-	3,798

NOTES TO FINANCIAL STATEMENTS

31 December 2023

4. OPERATING SEGMENT INFORMATION (CONTINUED)

By business (continued)

	Year ended 31 December 2022				Total HK\$'000
	Financial investments HK\$'000	Interior decoration and renovation HK\$'000	Export operations HK\$'000	Retail, franchise and others HK\$'000	
Segment revenue (note 5)					
Revenue from external parties	42,570	701,643	268,191	48,277	1,060,681
Other income and gains	8,376	3,363	4,840	5,898	22,477
Total	50,946	705,006	273,031	54,175	1,083,158
Segment results					
	8,332	13,968	10,535	8,049	40,884
Interest income					31,111
Unallocated income					2,177
Corporate and other unallocated expenses					(27,475)
Finance costs (other than interest on lease liabilities)					(2,132)
Profit before tax					44,565
Other segment information:					
Depreciation	5	7,797	55	84	7,941
Corporate and other unallocated depreciation	–	–	–	–	1,367
Impairment loss/(reversal of impairment loss) on financial assets and contract assets, net	39,084	2,375	(222)	175	41,412
Corporate and other unallocated impairment loss on financial assets included in prepayments, deposits and other receivables, net	–	–	–	–	125
Provision/(reversal of provision) for inventories	–	482	286	(445)	323
Loss on derecognition of a debt investment at amortised cost	4,697	–	–	–	4,697
Other non-cash expense	–	74	–	–	74
Capital expenditure*	7	2,855	251	20	3,133

* Capital expenditure consists of additions to right-of-use assets and property, plant and equipment.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

4. OPERATING SEGMENT INFORMATION (CONTINUED)

By region

	Chinese Mainland HK\$'000	Hong Kong HK\$'000	Australia and New Zealand HK\$'000	United States of America and Canada HK\$'000	Others HK\$'000	Total HK\$'000
Year ended 31 December 2023						
Revenue from external parties	463,609	57,078	7,877	236,843	55,830	821,237
Non-current assets	30,824	4,721	-	-	-	35,545
Year ended 31 December 2022						
Revenue from external parties	685,769	51,133	10,248	250,856	62,675	1,060,681
Non-current assets	28,850	1,624	-	-	-	30,474

The revenue information above is based on the locations of the customers. The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about major customers

Revenue from each major customer which accounted for 10% or more of the Group's revenue for the year is set out below:

	2023 HK\$'000	2022 HK\$'000
Interior decoration and renovation segment:		
Customer A	221,195	171,420
Customer B	N/A*	131,253
Export operations segment:		
Customer C	166,921	123,084

* Less than 10% of the Group's revenue

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE, OTHER INCOME AND GAINS

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

	2023	2022
	HK\$'000	HK\$'000
<hr/>		
<i>Revenue from contracts with customers</i>		
Interior decoration and renovation	468,726	701,643
Export operations	244,313	268,191
Retail, franchise and others	58,483	48,277
	<hr/>	<hr/>
	771,522	1,018,111
<hr/>		
<i>Revenue from other sources</i>		
Interest income from debt investments at amortised cost	33,218	32,264
Dividends or distribution from financial assets at fair value through other comprehensive income	16,497	10,306
	<hr/>	<hr/>
	49,715	42,570
	<hr/>	<hr/>
	821,237	1,060,681
	<hr/>	<hr/>

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers

(i) *Disaggregated revenue information*

For the year ended 31 December 2023

Segments	Interior decoration and renovation HK\$'000	Export operations HK\$'000	Retail, franchise and others HK\$'000	Total HK\$'000
Geographical markets				
Chinese Mainland	463,609	–	–	463,609
Hong Kong	–	–	7,363	7,363
Australia and New Zealand	1,306	6,571	–	7,877
United States of America and Canada	6	236,837	–	236,843
Others	3,805	905	51,120	55,830
Total revenue from contracts with customers	468,726	244,313	58,483	771,522
Timing of revenue recognition				
Goods transferred at a point in time	327,417	244,313	58,483	630,213
Services transferred over time	141,309	–	–	141,309
Total revenue from contracts with customers	468,726	244,313	58,483	771,522

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

For the year ended 31 December 2022

Segments	Interior decoration and renovation HK\$'000	Export operations HK\$'000	Retail, franchise and others HK\$'000	Total HK\$'000
Geographical markets				
Chinese Mainland	685,766	–	3	685,769
Hong Kong	–	–	8,563	8,563
Australia and New Zealand	727	9,521	–	10,248
United States of America and Canada	–	250,856	–	250,856
Others	15,150	7,814	39,711	62,675
Total revenue from contracts with customers	701,643	268,191	48,277	1,018,111
Timing of revenue recognition				
Goods transferred at a point in time	289,366	268,191	48,277	605,834
Services transferred over time	412,277	–	–	412,277
Total revenue from contracts with customers	701,643	268,191	48,277	1,018,111

Since there have been no intersegment sales between the reportable segments for the years ended 31 December 2023 and 2022, a reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information would not provide additional useful information.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue from contracts with customers (continued)

(i) Disaggregated revenue information (continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

	2023	2022
	HK\$'000	HK\$'000
Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
Interior decoration and renovation	198,894	250,167

(ii) Performance obligations

Information about the Group's performance obligations is summarised below:

Retail sales

The performance obligation is satisfied upon delivery of goods and payment is generally due immediately.

Sales of goods other than retail sales

The performance obligation is satisfied when the control of the goods is transferred, generally upon delivery of goods, and payment is generally due within 90 days from delivery.

Interior decoration and renovation services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

The Group applies the practical expedient on the exemption to disclose the information on the remaining performance obligations that have original expected durations of one year or less.

Franchise royalty income

The performance obligation is satisfied and payment is due as stipulated in the terms of the relevant licensing agreements.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

5. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

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

	2023 HK\$'000	2022 HK\$'000
Other income		
Bank interest income	96,648	31,111
Service fee income	5,879	6,184
Other sales income	431	380
Commission and management fee income	4,303	4,680
Royalty income	2,974	4,909
COVID-19-related rent concessions (Note (i))	–	1,167
Government subsidies (Note (ii))	1,763	3,085
Others	2,274	4,230
	114,272	55,746
Gains		
Gains on termination of tenancy agreements	90	19
Foreign exchange differences, net	6,228	–
Fair value gains on financial assets at fair value through profit or loss	363	–
	6,681	19
	120,953	55,765

Notes:

- (i) Included in COVID-19-related rent concession, an amount of HK\$693,000 was granted by a company controlled by certain directors of the Company with the amount mutually agreed by the parties in 2022.
- (ii) Government subsidies mainly represented subsidies from the local governments in Hong Kong for wages subsidies to employees and in the PRC for the development of certain innovation and technological projects, payments of wages, social and medical insurance, and other expenses. The subsidies have been received and there were no unfulfilled conditions or contingencies relating to these subsidies as at 31 December 2023.

6. FINANCE COSTS

An analysis of finance costs is as follows:

	2023 HK\$'000	2022 HK\$'000
Interest on bank loans	1,304	2,132
Interest on lease liabilities	1,206	1,203
	2,510	3,335

NOTES TO FINANCIAL STATEMENTS

31 December 2023

7. PROFIT BEFORE TAX

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

	Notes	2023 HK\$'000	2022 HK\$'000
Employee benefit expenses (including directors' remuneration (note 8)):			
Wages and salaries		125,528	190,276
Pension scheme contributions*		4,290	5,025
Other employee benefits		36	1,810
Total employee benefit expenses		129,854	197,111
Cost of inventories sold		529,972	491,713
Cost of services rendered		135,410	405,970
Depreciation of property, plant and equipment	13	3,494	3,021
Depreciation of right-of-use assets	14(a)	5,921	6,287
Lease payments not included in the measurement of lease liabilities		2,448	2,455
Auditor's remuneration		1,773	1,720
Foreign exchange differences, net [#]		(6,228)	9,130
Loss on disposal of items of property, plant and equipment, net [#]		68	93
(Reversal of provision)/provision for inventories, net ^{**}		(4,504)	323
Loss on derecognition of a debt investment at amortised cost		–	4,697
Impairment of financial and contract assets, net:	37		
Impairment of debt investments at amortised cost		112,971	34,032
Impairment of trade receivables		6,680	3,529
Reversal of impairment of contract assets		(487)	(2,049)
Impairment of financial assets included in prepayments, deposits and other receivables		3,016	6,111
Reversal of impairment of amounts due from related companies		(97)	(86)
Fair value gains on financial assets at fair value through profit or loss [#]		(363)	–

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

** During the year, reversal of provision for inventories of HK\$4,504,000 (2022: provision for inventories of HK\$323,000) for the year is included in "Cost of sales" in the consolidated statement of profit or loss.

These items are included in "Other income and gains" or "Other expenses" in the consolidated statement of profit or loss.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

8. DIRECTORS' REMUNERATION

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

	2023	2022
	HK\$'000	HK\$'000
Fees	872	872
Other emoluments for executive directors:		
Salaries, allowances and benefits in kind	2,026	2,005
Discretionary bonuses	357	355
Pension scheme contributions	102	101
	2,485	2,461
	3,357	3,333

(a) Independent non-executive directors

The fees paid and payable to independent non-executive directors during the year were as follows:

	2023	2022
	HK\$'000	HK\$'000
Lau Hon Chuen, Ambrose, GBS, JP	218	218
Dr. Chan Chung Bun, Bunny, GBM, GBS, JP	218	218
Ng Wing Ka, Jimmy, BBS, JP	218	218
Choi Tak Shing, Stanley, JP	218	218
	872	872

- (i) There were no other emoluments payable to the independent non-executive directors during the year (2022: Nil).

NOTES TO FINANCIAL STATEMENTS

31 December 2023

8. DIRECTORS' REMUNERATION (CONTINUED)

(b) Executive directors

	Fees HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2023					
Executive directors:					
Dr. Charles Yeung, GBS, JP	-	-	-	-	-
Yeung Chun Fan, BBS	-	591	65	30	686
Hui Chung Shing, Herman, GBS, MH, JP	-	600	224	30	854
Ms. Cheung Wai Yee	-	643	52	32	727
Ms. Yeung Yin Chi, Jennifer	-	192	16	10	218
	-	2,026	357	102	2,485
2022					
Executive directors:					
Dr. Charles Yeung, GBS, JP	-	-	-	-	-
Mr. Yeung Chun Fan	-	591	63	30	684
Hui Chung Shing, Herman, GBS, MH, JP	-	600	224	30	854
Ms. Cheung Wai Yee	-	625	52	31	708
Ms. Yeung Yin Chi, Jennifer	-	189	16	10	215
	-	2,005	355	101	2,461

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

NOTES TO FINANCIAL STATEMENTS

31 December 2023

9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year did not include any director (2022: did not include any director), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the five (2022: five) non-director, highest paid employees are as follows:

	2023	2022
	HK\$'000	HK\$'000
Salaries, allowances and benefits in kind	6,127	5,998
Discretionary bonuses	4,481	3,585
Pension scheme contributions	87	87
	10,695	9,670

The number of non-director, highest paid employees whose remuneration fell within the following bands is as follows:

	Number of employees	
	2023	2022
HK\$1,000,001 – HK\$1,500,000	3	4
HK\$1,500,001 – HK\$2,000,000	1	–
HK\$4,000,001 – HK\$4,500,000	–	1
HK\$4,500,001 – HK\$5,000,000	1	–
	5	5

NOTES TO FINANCIAL STATEMENTS

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10. INCOME TAX

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

Except for the following companies which are recognised as high and new technology enterprise, the subsidiaries of the Company established in Chinese Mainland are subject to corporate income tax ("CIT") at a rate of 25% on the taxable income during the years ended 31 December 2023 and 2022.

	2023	2022
Shijiazhuang Changhong	15%	15%
Shijiazhuang Changhong Intelligent Technology Company Limited ("石家莊常宏智能科技有限公司")*	15%	15%
Hebei Purui Commercial Furniture Technology Company Limited ("河北普瑞商業家具科技有限公司")*	15%	15%

* The official names of these entities are in Chinese. The English translations of the names are for identification purpose only.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	2023 HK\$'000	2022 HK\$'000
Current – Hong Kong		
Charge for the year	6,028	4,259
Overprovision in prior years	(26)	(9)
	6,002	4,250
Current – Elsewhere		
Charge for the year	4,570	5,244
Overprovision in prior years	(985)	(10,470)
	3,585	(5,226)
Deferred (note 27)	(2,028)	47
Total tax charge/(credit) for the year	7,559	(929)

NOTES TO FINANCIAL STATEMENTS

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10. INCOME TAX (CONTINUED)

The tax on the Group's profit before tax differs from theoretical amounts that would arise using the weighted average rate applicable to profit on the consolidated entities as follows:

	2023 HK\$'000	2022 HK\$'000
Profit before tax	51,850	44,565
Tax calculated at domestic tax rates applicable to profits and losses in the respective jurisdictions	9,122	7,242
Lower tax rate at 8.25% for assessable profits up to HK\$2 million in Hong Kong	(165)	(165)
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	476	862
Effect of withholding tax at 10% on dividend income from listed equity investments	1,612	–
Effect of withholding tax at 10% on the deemed disposal gain of the Group's PRC subsidiaries	–	927
Adjustments in respect of current tax of previous periods	(1,011)	(10,479)
Income not subject to tax	(16,289)	(5,690)
Expenses not deductible for tax	13,839	6,562
Tax losses utilised from previous periods	(25)	(246)
Tax losses not recognised	–	58
Tax charge/(credit) at the Group's effective rate	7,559	(929)

For the year ended 31 December 2023, the weighted average applicable tax rate was 17.6% on credit (2022: 16.3%). The change in the weighted average applicable tax rate was caused by a change in the profitability of the Group's subsidiaries in the respective jurisdictions.

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11. DIVIDENDS

	2023	2022
	HK\$'000	HK\$'000
Interim – HK2.00 cents (2022: HK2.00 cents) per ordinary share	30,453	30,560
Adjustment on interim dividend	(1)	–
	30,452	30,560
Proposed final – HK4.80 cents (2022: HK4.00 cents) per ordinary share	72,807	61,119

The proposed final dividend for the year ended 31 December 2023 calculated by reference to the 1,516,808,000 shares in issue on 25 March 2024 has not been recognised as a liability at the end of the reporting period and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting.

12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic earnings per share amount is based on the profit for the year attributable to ordinary equity holders of the Company of HK\$43,610,000 (2022: HK\$39,229,000) and the weighted average number of ordinary shares of 1,524,438,630 (2022: 1,527,985,000) in issue during the year.

The Group had no potentially dilutive ordinary shares in issue during the years ended 31 December 2023 and 2022.

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13. PROPERTY, PLANT AND EQUIPMENT

	Note	Buildings HK\$'000	Leasehold improve- ments HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
31 December 2023							
At 1 January 2023:							
Cost		14,495	6,966	16,924	14,628	2,123	55,136
Accumulated depreciation and impairment		(9,912)	(5,304)	(13,181)	(10,951)	(1,349)	(40,697)
Net carrying amount		4,583	1,662	3,743	3,677	774	14,439
At 1 January 2023, net of accumulated depreciation and impairment							
		4,583	1,662	3,743	3,677	774	14,439
Additions		-	1,909	225	696	1,046	3,876
Disposals/write-off		-	-	(3)	(95)	(40)	(138)
Depreciation	7	(460)	(955)	(655)	(1,041)	(383)	(3,494)
Exchange realignment		(114)	(33)	(108)	(95)	(18)	(368)
At 31 December 2023, net of accumulated depreciation and impairment							
		4,009	2,583	3,202	3,142	1,379	14,315
At 31 December 2023:							
Cost		14,067	8,313	16,562	14,064	2,707	55,713
Accumulated depreciation and impairment		(10,058)	(5,730)	(13,360)	(10,922)	(1,328)	(41,398)
Net carrying amount		4,009	2,583	3,202	3,142	1,379	14,315

NOTES TO FINANCIAL STATEMENTS

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13. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

	Note	Buildings HK\$'000	Leasehold improve- ments HK\$'000	Plant and machinery HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
31 December 2022							
At 1 January 2022:							
Cost		15,530	6,124	17,854	15,629	2,019	57,156
Accumulated depreciation and impairment		(10,148)	(5,271)	(13,374)	(11,384)	(1,226)	(41,403)
Net carrying amount		5,382	853	4,480	4,245	793	15,753
At 1 January 2022, net of accumulated depreciation and impairment							
		5,382	853	4,480	4,245	793	15,753
Additions		–	1,212	570	761	251	2,794
Disposals/write-off		–	–	(24)	(78)	–	(102)
Depreciation	7	(480)	(353)	(990)	(979)	(219)	(3,021)
Exchange realignment		(319)	(50)	(293)	(272)	(51)	(985)
At 31 December 2022, net of accumulated depreciation and impairment							
		4,583	1,662	3,743	3,677	774	14,439
At 31 December 2022:							
Cost		14,495	6,966	16,924	14,628	2,123	55,136
Accumulated depreciation and impairment		(9,912)	(5,304)	(13,181)	(10,951)	(1,349)	(40,697)
Net carrying amount		4,583	1,662	3,743	3,677	774	14,439

NOTES TO FINANCIAL STATEMENTS

31 December 2023

14. LEASES

The Group as lessee

The Group has lease contracts for various items of properties used in its operation. Leases of properties generally have lease terms between 2 to 15 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) *Right-of-use assets*

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

	Properties	
	2023	2022
	HK\$'000	HK\$'000
As at 1 January	16,035	23,627
Additions	12,105	339
Lease termination	(421)	(241)
Depreciation charge	(5,921)	(6,287)
Exchange realignment	(568)	(1,403)
As at 31 December	21,230	16,035

(b) *Lease liabilities*

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

	2023	2022
	HK\$'000	HK\$'000
Carrying amount at 1 January	20,000	29,968
New leases	12,042	336
Accretion of interest recognised during the year	1,206	1,203
COVID-19-related rent concessions from lessors	–	(1,167)
Lease termination	(490)	(250)
Payments	(7,649)	(8,362)
Exchange realignment	(692)	(1,728)
Carrying amount at 31 December	24,417	20,000
Analysed into:		
Current portion	6,378	5,698
Non-current portion	18,039	14,302
	24,417	20,000

NOTES TO FINANCIAL STATEMENTS

31 December 2023

14. LEASES (CONTINUED)

The Group as a lessee (continued)

(b) Lease liabilities (continued)

The maturity analysis of lease liabilities is set out in note 37 to the financial statements.

The Group applied the practical expedient to all eligible covid-19-related rent concessions granted by the lessors during the year ended 31 December 2022.

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

	2023	2022
	HK\$'000	HK\$'000
Interest on lease liabilities	1,206	1,203
Depreciation charge of right-of-use assets	5,921	6,287
Expense relating to short-term leases	2,343	2,243
Gain on termination of tenancy agreements	(90)	(19)
Variable lease payments not included in the measurement of lease liabilities	105	212
COVID-19-related rent concessions from lessors	–	(1,167)
Total amount recognised in profit or loss	9,485	8,759

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14. LEASES (CONTINUED)

The Group as a lessee (continued)

(d) Variable lease payments

The Group leased a number of the retail stores and units in shopping malls which contain variable lease payment terms that are based on the Group's turnover generated from the retail stores and the units in the shopping malls. There are also minimum annual base rental arrangements for these leases. The amounts of the fixed and variable lease payments for these leases are HK\$9,992,000 (2022: HK\$10,605,000) and HK\$105,000 (2022: HK\$212,000), respectively.

2023

	Fixed payments HK\$'000	Variable payments HK\$'000	Total HK\$'000
Fixed rent	8,963	–	8,963
Variable rent with minimum payment	1,029	105	1,134
	9,992	105	10,097

2022

	Fixed payments HK\$'000	Variable payments HK\$'000	Total HK\$'000
Fixed rent	9,158	–	9,158
Variable rent with minimum payment	1,447	212	1,659
	10,605	212	10,817

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15. DEBT INVESTMENTS AT AMORTISED COST

	2023 HK\$'000	2022 HK\$'000
Financial assets measured at amortised cost		
Listed debt investments	452,061	418,895
Impairment allowance	(254,894)	(141,559)
	197,167	277,336

As at 31 December 2023, the effective interest rates of the debt investments is 6.5% (2022: 6.5%) per annum and these investments will mature in years from 2025 to 2027 (2022: from 2025 to 2027).

An impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. The Group applies the general approach and measures impairment allowance for listed debt investments at an amount equal to lifetime expected credit losses. The listed debt investments are categorised in Stage 2 as at 31 December 2023 as the credit risk has increased significantly since initial recognition but not considered credit-impaired.

As at 31 December 2023, they were of non-investment grades on the credit rating of Moody's and listed on a recognised stock exchange. The probability of default applied ranged from 92.8% to 100.0% (2022: 55.0% to 67.1%) and the loss given default was estimated ranged from 65.5% to 79.5% (2022: 61.7%). Expected credit loss allowance of HK\$254,894,000 (2022: HK\$141,559,000) was recognised for the listed debt investments as at 31 December 2023.

The fair value of listed debt investments at amortised cost was HK\$22,445,000 (2022: HK\$94,022,000) as at 31 December 2023 and HK\$18,264,000 as at the date of approval of these financial statements, which was determined by reference to published prices in an active market.

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

	Notes	2023 HK\$'000	2022 HK\$'000
Non-current:			
Unlisted equity investment, at fair value			
Hebei Jialian Industrial Group Co., Ltd.*	(i)	7,630	7,265
Hong Kong listed equity investments, at fair value			
Bank of China Limited ("BOC")	(ii)	38,740	36,920
China Construction Bank Corporation ("CCB")		369,675	39,120
Industrial and Commercial Bank of China Limited ("ICBC")		154,454	20,100
Bank of China (Hong Kong) Limited ("BOC HK")		5,555	–
		576,054	103,405

* The official name of this entity is in Chinese. The English translation of the name is for identification purpose only.

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16. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (CONTINUED)

The above equity investments were irrevocably designated at fair value through other comprehensive income (“FVOCI”) as the Group considers these investments to be strategic in nature.

Notes:

- (i) During the year ended 31 December 2023, the gross gain in respect of the Group’s unlisted equity investment in Hebei Jialian Industrial Group Co., Ltd (河北省嘉聯實業集團有限公司) recognised in other comprehensive income amounted to HK\$615,000 (2022: HK\$19,000).
- (ii) During the year ended 31 December 2023, the gross gains in respect of the Group’s listed equity investments in other comprehensive income amounted to HK\$3,899,000 (2022: HK\$2,821,000). Dividends received during the year of 2023 was HK\$16,497,000 (2022: Nil).
- (iii) During the year ended 31 December 2022, the gross gain in respect of the Group’s listed perpetual security in Shui On Development (Holding) Limited (“Shu On”) recognised in other comprehensive income amounted to HK\$17,378,000. During the year ended 31 December 2022, the Group received distribution in the amount of HK\$10,306,000. As at 31 December 2022, the listed perpetual security in Shui On was redeemed in full and HK\$2,521,000 was released to retained profits.

17. INVENTORIES

	2023 HK\$’000	2022 HK\$’000
Raw materials	2,086	1,547
Work in progress	207,306	141,229
Finished goods	14,015	16,981
	223,407	159,757

18. TRADE AND BILLS RECEIVABLES

	2023 HK\$’000	2022 HK\$’000
Trade receivables	214,498	259,503
Impairment allowance	(23,013)	(17,142)
	191,485	242,361
Bills receivables	870	–
	192,355	242,361

NOTES TO FINANCIAL STATEMENTS

31 December 2023

18. TRADE AND BILLS RECEIVABLES (CONTINUED)

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally 15 days to 90 days. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. As at 31 December 2023, the Group had certain concentration of credit risk that may arise from the exposure for balances due from top five customers, which accounted for 50% (2022: 56%) of the Group's trade and bills receivables balance. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade and bills receivables are non-interest-bearing.

An ageing analysis of the trade and bills receivables as at the end of the reporting period, based on the invoice date and net of loss allowance, is as follows:

	2023 HK\$'000	2022 HK\$'000
Less than 4 months	143,530	203,739
4 to 6 months	33,360	33,622
7 to 12 months	3,686	4,731
Over 1 year	11,779	269
	192,355	242,361

Included in the trade and bills receivable balance as at 31 December 2023 are receivables from a related party amounting to HK\$3,600,000 (2022: HK\$3,840,000). The amount is unsecured, non-interest-bearing and has a repayment term of 30 days, which is the term similar to those offered to other major customers of the Group.

The movements in the loss allowance for trade receivables are as follows:

	2023 HK\$'000	2022 HK\$'000
At beginning of year	17,142	14,733
Impairment losses, net	6,680	3,529
Exchange realignment	(809)	(1,120)
At end of year	23,013	17,142

The increase (2022: increase) in the loss allowance was due to the increase in the over-due balance aged over 1 year.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. by customer type and credit rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

NOTES TO FINANCIAL STATEMENTS

31 December 2023

18. TRADE AND BILL RECEIVABLES (CONTINUED)

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

As at 31 December 2023

	Current	Past due			Over 1 year	Total
		Less than 4 months	4 to 6 months	7 to12 months		
Expected credit loss rate	2.3%	4.2%	7.8%	20.1%	55.2%	10.7%
Gross carrying amount (HK\$'000)	143,598	2,496	36,005	3,191	29,208	214,498
Expected credit loss (HK\$'000)	3,331	104	2,819	641	16,118	23,013

As at 31 December 2022

	Current	Past due			Over 1 year	Total
		Less than 4 months	4 to 6 months	7 to12 months		
Expected credit loss rate	2.4%	7.9%	9.2%	23.4%	94.5%	6.6%
Gross carrying amount (HK\$'000)	199,884	8,776	31,389	13,494	5,960	259,503
Expected credit loss (HK\$'000)	4,779	693	2,887	3,153	5,630	17,142

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Prepayments	22,795	13,732
Deposits and other receivables	33,917	60,855
	56,712	74,587
Impairment allowance	(9,657)	(6,673)
Total	47,055	67,914
Portion classified as non-current portion	(2,228)	(1,813)
Current portion	44,827	66,101

NOTES TO FINANCIAL STATEMENTS

31 December 2023

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES (CONTINUED)

The movements in the loss allowance for prepayments, deposits and other receivables are as follows:

	2023	2022
	HK\$'000	HK\$'000
At beginning of year	6,673	639
Impairment losses, net	3,016	6,111
Exchange realignment	(32)	(77)
At end of year	9,657	6,673

Deposits and other receivables mainly represent advances to staff and bond interest receivables. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable entities with published credit ratings. As at 31 December 2023, the probability of default applied ranged from 0.1% to 100.0% (2022: 0.1% to 67.1%) and the loss given default was estimated to be ranged from 61.5% to 73.8% (2022: 59.4% to 64.9%). In the situation where no comparable entities with credit ratings can be identified, expected credit losses are estimated by applying a loss rate approach with reference to the historical loss record of the Group. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

As at 31 December 2023, included in deposits and other receivables are bond interest receivables amounted to HK\$6,941,000 which is recognised in Stage 2 due to the significant increase in credit risk since initial recognition (2022: HK\$9,765,000). Except for the above, the remaining financial assets included in deposits and other receivables are recognised in Stage 1.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts.

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20. CONTRACT ASSETS

	31 December 2023 HK\$'000	31 December 2022 HK\$'000	1 January 2022 HK\$'000
Contract assets arising from interior decoration and renovation services	26,440	54,640	158,253
Impairment allowance	(580)	(1,092)	(3,314)
	25,860	53,548	154,939

Contract assets are initially recognised for revenue earned from the provision of interior decoration and renovation services as the receipt of consideration is conditional on successful completion of the decoration and renovation. Included in contract assets for interior decoration and renovation services are retention receivables. Upon completion of decoration or renovation and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables. The decrease (2022: decrease) in contract assets in 2023 was due to the decrease (2022: decrease) in ongoing interior decoration and renovation services at the end of the year.

As at 31 December 2023, HK\$580,000 (2022: HK\$1,092,000) was recognised as an allowance for expected credit losses on contract assets. The Group's trading terms with customers are set out in note 18 to the financial statements.

The expected timing of recovery or settlement for contract assets as at 31 December is as follows:

	2023 HK\$'000	2022 HK\$'000
Within one year	25,860	53,548

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20. CONTRACT ASSETS (CONTINUED)

The movements in the loss allowance for impairment of contract assets are as follows:

	2023	2022
	HK\$'000	HK\$'000
At beginning of year	1,092	3,314
Reversal of impairment losses, net	(487)	(2,049)
Exchange realignment	(25)	(173)
At end of year	580	1,092

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates for the measurement of the expected credit losses of the contract assets are based on those of the trade receivables as the contract assets and the trade receivables are from the same customer base. The provision rates of contract assets are based on days past due of trade receivables for groupings of various customer segments with similar loss patterns (i.e. by customer type and credit rating). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's contract assets using a provision matrix:

	2023	2022
Expected credit loss rate	2.2%	2.0%
Gross carrying amount (HK\$'000)	26,440	54,640
Expected credit losses (HK\$'000)	580	1,092

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21. DUE FROM RELATED COMPANIES

Particulars of the amounts due from related companies, disclosed pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, are as follows:

Name	Balance at 31 December 2023 HK\$'000	Maximum amount outstanding during the year HK\$'000	Balance at 31 December 2022 and 1 January 2023 HK\$'000	Maximum amount outstanding during the prior year HK\$'000	Balance at 1 January 2022 HK\$'000
Gantin Limited	6,251	7,526	6,707	6,906	5,602
Glory Star Investments Limited	10	31	31	113	96
Champion Glory Limited	81	81	65	118	–
	6,342		6,803		5,698
Impairment allowance	(126)		(226)		(317)
	6,216		6,577		5,381

All of the above related companies are controlled by Dr. Charles Yeung and/or Mr. Yeung Chun Fan, both of them are directors of the Company.

The amounts are unsecured, interest-free and have no fixed terms of repayment.

22. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	Notes	2023 HK\$'000	2022 HK\$'000
Current:			
Listed equity investment in Hong Kong, at fair value	(a)	784	–
Structured deposits	(b)	32,609	–
		33,393	–

Notes:

- (a) The above equity investment was classified as financial assets at fair value through profit or loss as it was held for trading.
- (b) The structured deposits linked with the commodity price at Shanghai Stock Gold Exchange which were issued by bank in Chinese Mainland. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

NOTES TO FINANCIAL STATEMENTS

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23. CASH AND CASH EQUIVALENTS AND TIME DEPOSIT WITH ORIGINAL MATURITY OF OVER THREE MONTHS WHEN ACQUIRED

	2023	2022
	HK\$'000	HK\$'000
Cash and bank balances	207,509	203,933
Time deposits	1,496,648	1,963,046
	1,704,157	2,166,979
Less: Time deposits with original maturity of over three months when acquired	(239)	(236)
	1,703,918	2,166,743

At the end of the reporting period, the cash and cash equivalents of the Group denominated in Renminbi ("RMB") amounted to HK\$88,827,000 (2022: HK\$115,535,000). The RMB is not freely convertible into other currencies, however, under Chinese Mainland's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

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

24. TRADE PAYABLES

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

	2023	2022
	HK\$'000	HK\$'000
Less than 4 months	138,760	136,008
4 to 6 months	549	944
Over 6 months	50	996
	139,359	137,948

The trade payables are non-interest-bearing and are normally settled on 90-day (2022: 90-day) terms.

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25. OTHER PAYABLES AND ACCRUALS, CONTRACT LIABILITIES AND DEFERRED INCOME

	Notes	2023 HK\$'000	2022 HK\$'000
Accruals		239,350	203,959
Other payables	(a)	42,054	43,118
Due to non-controlling shareholders of a subsidiary	(b)	13,324	29,893
Due to other related companies	(b)	1,138	193
		295,866	277,163
Contract liabilities	(c)	196,743	198,894
Deferred income	(d)	–	1,041

Notes:

- (a) Other payables are non-interest-bearing and have an average credit term of three months.
- (b) Amounts due to other related companies and non-controlling shareholders of a subsidiary are unsecured, interest-free and do not have a fixed term of repayment.
- (c) Details of contract liabilities are as follows:

	31 December 2023 HK\$'000	31 December 2022 HK\$'000	1 January 2022 HK\$'000
Interior decoration and renovation services and sales of furniture and fixtures	191,203	198,894	249,934
Export of apparel products	5,540	–	233
	196,743	198,894	250,167

Contract liabilities include short-term advances received to deliver apparel products and interior decoration and renovation services and sales of furniture and fixtures. The decrease in the contract liabilities in 2023 was mainly due to net impact of the decrease in advance payments from major customers with regard to interior decoration and renovation and sales of furniture and fixtures; and the increase in advance payments from export operation customers for sales of apparel products (2022: less advance payments from major customers with regard to interior decoration and renovation and sales of furniture and fixtures).

- (d) Deferred income include government grants received in relation to certain innovation and technological projects. The grants received will be released to profit or loss upon completion of the projects or the recognition criteria has been fulfilled.

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26. INTEREST-BEARING BANK BORROWINGS

	31 December 2023			31 December 2022		
	Effective interest rate (%)	Maturity	HK\$'000	Effective interest rate (%)	Maturity	HK\$'000
Current						
Bank loans – unsecured	3.20–3.50	2024	14,175	3.85–3.90	2023	48,755
				2023		2022
				HK\$'000		HK\$'000
Analysed into:						
Bank loans repayable:						
Within one year or on demand				14,175		48,755

Notes:

- (a) As at 31 December 2023, the Group's bank loans were secured by corporate guarantees provided by the Shijiazhuang Changhong. As at 31 December 2022, the Group's bank loans were secured by corporate guarantees provided by the Shijiazhuang Changhong and shareholders of Shijiazhuang Changhong.
- (b) As at 31 December 2023 and 2022, all of the Group's bank borrowings were denominated in RMB.
- (c) As at 31 December 2023 and 2022, all bank loans of the Group bear interest at fixed interest rates.

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27. DEFERRED TAX

The movements in deferred tax (liabilities)/assets during the year are as follows:

	Depreciation allowance in excess of related depreciation HK\$'000	Withholding taxes HK\$'000	Fair value loss on equity investments HK\$'000	Lease liabilities HK\$'000	Right-of-use assets HK\$'000	Impairment and provisions HK\$'000	Loss available for offsetting taxable profits HK\$'000	Total HK\$'000
At 1 January 2022	(27)	(1,242)	645	3,889	(3,118)	7,741	831	8,719
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	(22)	421	-	(797)	723	204	(576)	(47)
Deferred tax charged to other comprehensive income during the year	-	-	(3)	-	-	-	-	(3)
Exchange realignment	-	(4)	(46)	(258)	208	(265)	-	(365)
At 31 December 2022 and at 1 January 2023	(49)	(825)	596	2,834	(2,187)	7,680	255	8,304
Deferred tax credited/(charged) to the statement of profit or loss during the year (note 10)	24	(475)	-	455	(557)	2,528	53	2,028
Deferred tax charged to other comprehensive income during the year	-	-	(92)	-	-	-	-	(92)
Exchange realignment	-	-	(18)	(31)	12	(117)	-	(154)
As at 31 December 2023	(25)	(1,300)	486	3,258	(2,732)	10,091	308	10,086

For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	2023 HK\$'000	2022 HK\$'000
Net deferred tax assets recognised in the consolidated statement of financial position	11,386	9,178
Net deferred tax liabilities recognised in the consolidated statement of financial position	(1,300)	(874)
	10,086	8,304

NOTES TO FINANCIAL STATEMENTS

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27. DEFERRED TAX (CONTINUED)

The Group has tax losses arising in Hong Kong of HK\$1,545,000 for the year ended 31 December 2022, subject to agreement by the Hong Kong Inland Revenue Department (the “IRD”), that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

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

At 31 December 2023, deferred tax liabilities of HK\$1,300,000 (2022: HK\$825,000) has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of one of the Group’s subsidiaries established in Chinese Mainland. In the opinion of the directors, it is not probable that the other subsidiaries established in Chinese Mainland will distribute the unremitted earnings in the foreseeable future. The aggregate amount of temporary differences associated with investments in these subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately HK\$27,706,000 (2022: HK\$28,131,000) at 31 December 2023.

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

28. SHARE CAPITAL AND TREASURY SHARES

Shares

	Number of ordinary shares		2023	2022
	2023 '000	2022 '000	HK\$'000	HK\$'000
Authorised:				
Ordinary shares of HK\$0.10 each	6,000,000	6,000,000	600,000	600,000
Issued and fully paid:				
Ordinary shares of HK\$0.10 each	1,522,644	1,527,984	152,264	152,798

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28. SHARE CAPITAL AND TREASURY SHARES (CONTINUED)

A summary of movements in the Company's issued share capital is as follows:

	Number of issued shares '000	Issued capital HK\$'000	Share premium account HK\$'000	Total HK\$'000
At 1 January 2022	1,530,028	153,003	740,325	893,328
Cancellation of shares repurchased	(2,044)	(205)	(1,507)	(1,712)
At 31 December 2022	1,527,984	152,798	738,818	891,616
Cancellation of shares repurchased	(5,340)	(534)	(3,675)	(4,209)
At 31 December 2023	1,522,644	152,264	735,143	887,407

A summary of movements in the Company's treasury shares is as follows:

	Number of ordinary shares		2023 HK\$'000	2022 HK\$'000
	2023 '000	2022 '000		
At 1 January	–	1,992	–	(1,661)
Treasury shares repurchased (note)	10,312	52	(8,348)	(51)
Cancellation of shares repurchased	(5,340)	(2,044)	4,209	1,712
At 31 December	4,972	–	(4,139)	–

Note:

During the year ended 31 December 2023, the Company repurchased its own shares through the Stock Exchange of the Hong Kong Limited (the "Stock Exchange") as follows:

	Number of shares '000	Highest price per share HK\$	Lowest price per share HK\$	Aggregate consideration paid HK\$'000
June	1,040	0.77	0.72	774
July	4,300	0.84	0.76	3,437
September	2,028	0.84	0.81	1,682
October	1,864	0.85	0.82	1,553
November	480	0.85	0.83	405
December	600	0.83	0.82	497
	<u>10,312</u>			<u>8,348</u>

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31 December 2023

28. SHARE CAPITAL AND TREASURY SHARES (CONTINUED)

Note: (continued)

During the year ended 31 December 2023, the Company has cancelled 5,340,000 shares, which comprised shares repurchased during the current year. Upon the cancellation of 5,340,000 shares, issued share capital of the Company was reduced by the par value of HK\$534,000 and share premium paid on the repurchase of these cancelled shares of HK\$3,675,000, including transaction costs, was deducted from share premium account of the Company. As at 31 December 2023, there were 4,972,000 outstanding repurchased shares not yet cancelled.

Subsequent to the reporting date, the Company repurchased 864,000 own shares through the Stock Exchange with consideration paid without transaction costs of approximately HK\$715,000 in January 2024 and February 2024.

At the date of approval of these financial statements, all outstanding repurchased shares of 5,836,000 were cancelled.

During the year ended 31 December 2022, the Company repurchased its own shares through the Stock Exchange as follows:

	Number of shares '000	Highest price per share HK\$	Lowest price per share HK\$	Aggregate consideration paid HK\$'000
January	52	0.82	0.81	51

During the year ended 31 December 2022, the Company has cancelled 2,044,000 shares, which comprised of 52,000 shares repurchased in that year and 1,992,000 shares repurchased for HK\$1,661,000 in year ended 31 December 2021. Upon the cancellation of 2,044,000 shares, issued share capital of the Company was reduced by the par value of HK\$205,000 and share premium paid on the repurchase of these cancelled shares of HK\$1,507,000, including transaction costs, was deducted from share premium account of the Company. As at 31 December 2022, there were no outstanding repurchased shares not yet cancelled.

29. SHARE OPTION SCHEME

A share option scheme (the "Scheme") was adopted by the Company on 2 June 2015, unless otherwise terminated or amended, the Scheme will remain in force for 10 years from the date of adoption.

The purpose of the Scheme is to attract and retain the best quality personnel for the development of the Group's businesses; to provide additional incentives to employees, officers and directors of the Group; and to promote the long term financial success of the Group by aligning the interests of option holders to shareholders.

Pursuant to the Scheme, the maximum number of shares in respect of which options may be granted must not in aggregate exceed 10% of the shares in issue at the date of approval of the Scheme. The maximum number of shares issuable under share options to each eligible participant in the Scheme in any 12-month period is limited to 1% of the ordinary shares of the Company in issue.

The offer of a grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the share options.

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29. SHARE OPTION SCHEME (CONTINUED)

The subscription price of the share options is determinable by the board of directors, but shall not be less than whichever is the highest of (i) the closing price of the ordinary shares of the Company as stated in the Stock Exchange's daily quotation sheet on the date of grant, which must be a business day; (ii) the average closing price of the ordinary shares of the Company as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant; and (iii) the nominal value of an ordinary share of the Company.

No share options were granted under the Scheme for the years ended 31 December 2023 and 2022. 103,871,400 shares are issuable under the Scheme, representing approximately 6.85% (2022: 6.80%) of the total number of issued shares of the Company at the reporting date.

At the end of the reporting period, the Company did not have any share options outstanding under the Scheme (2022: Nil).

At the date of approval of these financial statements, the Company did not have any share options outstanding under the Scheme.

30. RESERVES

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

(i) Share premium account

The application of share premium account is governed by the Companies Act 1981 of Bermuda.

(ii) Contributed surplus

The Group's contributed surplus represents the excess of the nominal value of the share capital issued by the Company and the aggregate of the share capital and the share premium of the subsidiaries acquired pursuant to the Group reorganisation prior to the listing of the Company's shares in 1996.

(iii) Other reserves

Other reserves comprise:

- (1) pursuant to the relevant laws and regulations, a portion of the profits of the Group's subsidiaries in Chinese Mainland has been transferred to other reserves, which are restricted as to use; and
- (2) the difference between the amounts of consideration and the carrying amounts of non-controlling interests acquired.

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31. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Name of subsidiary	Country of incorporation and principal place of business	Proportion of ownership interests and voting rights held by non-controlling interests		Profit/(loss) attributable to non-controlling interest		Accumulated non-controlling interests	
		2023	2022	2023	2022	2023	2022
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Hebei Changhong*	Chinese Mainland	41.5%	41.5%	882	6,369	894	1,168
Individually immaterial subsidiaries with non-controlling interest				(201)	(104)	(14)	(376)
				681	6,265	880	792

* During the year ended 31 December 2022, the 58.5% shareholdings over Shijiazhuang Changhong held by Glorious Sun Trading (HK) Limited, a wholly-owned subsidiary of the Group, had been transferred to Hebei Changhong due to re-organisation of the Group's subsidiaries in the interior decoration and renovation business. Shijiazhuang Changhong is consolidated under Hebei Changhong after the re-organisation.

	2023 HK\$'000	2022 HK\$'000
Dividends payable/paid to non-controlling interests	(7,253)	(7,350)

The following tables illustrate the summarised financial information of Hebei Changhong and its subsidiaries. The amounts disclosed are before any inter-company eliminations:

	2023 HK\$'000	2022 HK\$'000
Revenue	468,726	701,643
Total expenses	464,170	685,435
Profit for the year	4,556	16,208
Total comprehensive income for the year	6,042	12,920
Current assets	502,823	548,459
Non-current assets	47,510	41,872
Current liabilities	(525,457)	(575,150)
Non-current liabilities	(18,679)	(14,303)
Net cash flows used in operating activities	(19,599)	(5,740)
Net cash flows from/(used in) investing activities	30,854	(1,952)
Net cash flows (used in)/from financing activities	(41,441)	17,273
Net (decrease)/increase in cash and cash equivalents	(30,186)	9,581

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32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2023, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$12,042,000 (2022: HK\$339,000) and HK\$12,042,000 (2022: HK\$336,000), respectively, in respect of lease arrangements for properties.

(b) Changes in liabilities arising from financing activities

2023

	Interest-bearing bank borrowings HK\$'000	Leases liabilities HK\$'000
At 1 January 2023	48,755	20,000
New bank borrowings made during the year	92,668	–
New leases	–	12,042
Repayment during the year	(125,658)	(7,649)
Interest expenses	–	1,206
Lease termination	–	(490)
Exchange realignment	(1,590)	(692)
At 31 December 2023	14,175	24,417

2022

	Interest-bearing bank borrowings HK\$'000	Leases liabilities HK\$'000
At 1 January 2022	19,400	29,968
New bank borrowings made during the year	120,576	–
New leases	–	336
COVID-19-related rent concessions from lessors	–	(1,167)
Repayment during the year	(89,804)	(8,362)
Interest expenses	–	1,203
Lease termination	–	(250)
Exchange realignment	(1,417)	(1,728)
At 31 December 2022	48,755	20,000

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32. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

(c) Total cash outflow for leases

	2023 HK\$'000	2022 HK\$'000
Within operating activities	3,654	3,658
Within financing activities	6,443	7,159
	10,097	10,817

33. COMMITMENTS

At the end of the reporting period, the Group did not have any significant capital commitment.

34. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in these financial statements, the Group had the following material transactions with related parties during the year:

	Notes	2023 HK\$'000	2022 HK\$'000
Rental payments paid to companies controlled by certain directors of the Company	(i)	22	28
Management fees paid to companies controlled by certain directors of the Company	(ii)	302	293
Interior decoration and renovation service income received from companies controlled by certain directors of the Company	(iii)	1,336	1,334
Sales of furniture to companies controlled by certain directors of the Company	(iv)	1,905	1,734
IT technical service fees paid to companies controlled by certain directors of the Company	(v)	21	177
Consulting service fee income	(vi)	5,680	6,000

Notes:

- (i) The rental payments were charged according to the rental agreements which were based on the prevailing open market rentals. COVID-19 related rent concession of HK\$693,000 was granted by a company controlled by certain directors of the Company with the amount mutually agreed by the parties in 2022.
- (ii) The management fees were charged according to the management service agreements signed between the parties and by reference to the cost of services provided.

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34. RELATED PARTY TRANSACTIONS (CONTINUED)

(a) (continued)

Notes: (continued)

- (iii) The interior decoration and renovation service fees were charged according to the prices mutually agreed by the parties and were either at market rates or at rates no less favourable to the Company than such rates offered to any other independent third party.
- (iv) The sales of furniture were charged according to the prices mutually agreed by the parties.
- (v) The IT technical service fees were charged according to the costs mutually agreed by the parties on based on the prevailing market conditions for comparable IT services.
- (vi) The consulting service fees were charged according to the consulting service agreement signed between the parties based on the prevailing market conditions for comparable consulting services.

(b) Outstanding balances with related parties:

The Group had outstanding receivables from and payable to related companies of HK\$9,942,000 (2022: HK\$10,643,000) and HK\$14,462,000 (2022: HK\$30,086,000), respectively, as at the end of the reporting period. The balances with related companies are unsecured, interest-free and have no fixed terms of repayment.

(c) Compensation of key management personnel of the Group:

	2023	2022
	HK\$'000	HK\$'000
Short term employee benefits	2,383	2,360
Post-employment benefits	102	101
Total compensation paid to key management personnel	2,485	2,461

Further details of directors' emoluments are included in note 8 to the financial statements.

The related party transactions in respect of items (a)(i), (a)(ii), (a)(iii), (a)(iv), (a)(v) and (a)(vi) above also constitute connected transactions or continuing connected transactions as defined in Chapter 14A of the Listing Rules.

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35. FINANCIAL INSTRUMENTS BY CATEGORY

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

2023

Financial assets

	Debt investments at amortised cost HK\$'000	Financial assets at amortised cost HK\$'000	Financial assets at fair value through other comprehensive income HK\$'000	Financial assets at fair value through profit or loss HK\$'000	Total HK\$'000
Debt investments at amortised cost	197,167	-	-	-	197,167
Financial assets at fair value through other comprehensive income	-	-	576,054	-	576,054
Financial assets at fair value through profit or loss	-	-	-	33,393	33,393
Trade and bills receivables	-	192,355	-	-	192,355
Financial assets included in prepayments, deposits and other receivables	-	22,032	-	-	22,032
Due from related companies	-	6,216	-	-	6,216
Time deposit with original maturity of over three months when acquired	-	239	-	-	239
Cash and cash equivalents	-	1,703,918	-	-	1,703,918
	197,167	1,924,760	576,054	33,393	2,731,374

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Trade payables	139,359
Financial liabilities included in other payables and accruals	250,104
Interest-bearing bank borrowings	14,175
Lease liabilities	24,417
	428,055

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35. FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

2022

Financial assets

	Debt investments at amortised cost HK\$'000	Financial assets at amortised cost HK\$'000	Financial assets at fair value through other comprehensive income HK\$'000	Total HK\$'000
Debt investments at amortised cost	277,336	–	–	277,336
Financial assets at fair value through other comprehensive income	–	–	103,405	103,405
Trade receivables	–	242,361	–	242,361
Financial assets included in prepayments, deposits and other receivables	–	52,369	–	52,369
Due from related companies	–	6,577	–	6,577
Time deposit with original maturity of over three months when acquired	–	236	–	236
Cash and cash equivalents	–	2,166,743	–	2,166,743
	277,336	2,468,286	103,405	2,849,027

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Trade payables	137,948
Financial liabilities included in other payables and accruals	230,509
Interest-bearing bank borrowings	48,755
Lease liabilities	20,000
	437,212

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

	Carrying amounts		Fair values	
	2023	2022	2023	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Financial assets				
Debt investments at amortised cost	197,167	277,336	22,445	94,022

Management has assessed that the fair values of cash and cash equivalents, time deposit with original maturity of over three months when acquired, trade and bills receivables, trade payables, the current portion of financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals, amounts due from/to related companies, and the current portion of interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

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

The Group's own non-performance risk for interest-bearing bank borrowings as at 31 December 2023 and 2022 was assessed to be insignificant. The fair values of the interest-bearing bank borrowings approximate to their carrying amounts as at 31 December 2023 and 2022.

The fair values of listed equity investments are based on quoted market prices.

The fair values of structured deposits were based on the market values provided by the bank at the end of the reporting period. They are estimated with the reference to the quoted gold price at Shanghai Gold Exchange.

The fair value of unlisted equity investment designated at fair value through other comprehensive income has been estimated using a market-based valuation technique discounted cash flow valuation model based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size, leverage and strategy, and to calculate an appropriate price multiple, such as enterprise value to invested capital ("EV/ Invested Capital") multiple for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by invested capital. The multiple is then discounted for considerations such as illiquidity between the comparable companies based on company-specific facts and circumstances. The discounted multiple is applied to the corresponding invested capital of the unlisted equity investment to measure the fair value. The directors of the Company believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

For the fair value of the unlisted equity investment at fair value through other comprehensive income, management has estimated the potential effect of using reasonably possible alternatives as inputs to the valuation model.

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Below is a summary of the significant unobservable input to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023 and 2022:

	Valuation technique	Significant unobservable input	Value of input	Sensitivity of fair value to the input
Unlisted equity investment	Market approach	Median EV/ Invested Capital	2023: 1.3 (2022: 1.1)	0.1 (2022: 0.1) increase/ decrease in multiple would result in increase/decrease in fair value by HK\$89,000 (2022: HK\$12,000)
		Discount for lack of marketability	2023: 15.7% (2022: 15.8%)	1.0% (2022: 1.0%) increase/decrease in multiple would result in decrease/ increase in fair value by HK\$91,000 (2022: HK\$86,000)

The discount for lack of marketability represents the amounts of premiums and discounts determined by the Group that market participants would take into account when pricing the investments.

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2023

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Financial assets at fair value through other comprehensive income:				
Listed equity investments	568,424	–	–	568,424
Unlisted equity investment	–	–	7,630	7,630
Financial assets at fair value through profit or loss:				
Listed equity investment	784	–	–	784
Structured deposits	–	32,609	–	32,609
	569,208	32,609	7,630	609,447

As at 31 December 2022

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Financial assets at fair value through other comprehensive income:				
Listed equity investments	96,140	–	–	96,140
Unlisted equity investment	–	–	7,265	7,265
	96,140	–	7,265	103,405

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

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36. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

Fair value hierarchy (continued)

Assets measured at fair value: (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

	2023	2022
	HK\$'000	HK\$'000
Financial assets at fair value through other comprehensive income		
At 1 January	7,265	7,818
Gain recognised in other comprehensive income	615	19
Exchange realignment	(250)	(572)
At 31 December	7,630	7,265

Liabilities measured at fair value:

The Group did not have any financial liabilities measured at fair value as at 31 December 2023 and 2022.

Assets for which fair values are disclosed:

As at 31 December 2023

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Debt investments at amortised cost	22,445	–	–	22,445

As at 31 December 2022

	Fair value measurement using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Debt investments at amortised cost	94,022	–	–	94,022

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise financial assets at amortised cost, financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, bank borrowings, time deposit with original maturity of over three months when acquired and cash and cash equivalents. The main purpose of these financial instruments is to earn investment income and raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills receivables and trade payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's cash and cash equivalents.

Cash at banks earns interest at floating rates based on daily bank deposit rates. A 50-basis point increase/increase in interest rates at 31 December 2023 and 2022 would have increased the Group's profit before tax by HK\$1,035,000 and HK\$1,017,000, respectively. The sensitivity to the interest rate used is considered reasonable, with all other variables held constant.

Foreign currency risk

The Group has transactional currency exposures. Such exposures arise from sales and purchases by operating units in currencies other than the units' functional currencies, mostly in United States dollars ("USD") and RMB. In addition, the Group has currency exposures from its debt investments at amortised cost, financial assets at fair value through other comprehensive income and bank deposits, mostly in USD and RMB.

As the Hong Kong dollar is pegged to the United States dollar, the Group does not anticipate significant movements in the exchange rate. The Group monitors the foreign exchange rate risk on an ongoing basis.

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31 December 2023

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Foreign currency risk (continued)

The following table demonstrates the sensitivity at the end of the reporting period to a reasonably possible change in the RMB exchange rate, with all other variables held constant, of the Group's profit before tax (due to changes in the fair values of monetary assets and liabilities) and the Group's equity (due to changes in the fair value of unlisted equity investment).

	Increase/ (decrease) in RMB rate %	Increase/ (decrease) in profit before tax HK\$'000	Increase/ (decrease) in equity* HK\$'000
2023			
If the Hong Kong dollar weakens against the RMB	1.0	103	76
If the Hong Kong dollar strengthens against the RMB	(1.0)	(103)	(76)
2022			
If the Hong Kong dollar weakens against the RMB	1.0	38	73
If the Hong Kong dollar strengthens against the RMB	(1.0)	(38)	(73)

* Excluding retained profits

Credit risk

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

Maximum exposure and year-end staging

The table below shows the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December. For listed debt investments, the Group also monitors them by using external credit ratings. The amounts presented are net carrying amounts for financial assets.

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37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

As at 31 December 2023

	12-month ECLs		Lifetime ECLs		Total HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	
Debt investments at amortised cost					
– C	–	197,167	–	–	197,167
Contract assets*	–	–	–	25,860	25,860
Trade and bills receivables*	870	–	–	191,485	192,355
Financial assets included in prepayments, deposits and other receivables					
– Normal**	15,091	–	–	–	15,091
– Doubtful**	–	6,941	–	–	6,941
Due from related companies	6,216	–	–	–	6,216
Time deposit with original maturity of over three months when acquired	239	–	–	–	239
Cash and cash equivalents					
– Not yet past due	1,703,918	–	–	–	1,703,918
	1,726,334	204,108	–	217,345	2,147,787

As at 31 December 2022

	12-month ECLs		Lifetime ECLs		Total HK\$'000
	Stage 1 HK\$'000	Stage 2 HK\$'000	Stage 3 HK\$'000	Simplified approach HK\$'000	
Debt investments at amortised cost					
– C	–	277,336	–	–	277,336
Contract assets*	–	–	–	53,548	53,548
Trade receivables*	–	–	–	242,361	242,361
Financial assets included in prepayments, deposits and other receivables					
– Normal**	42,604	–	–	–	42,604
– Doubtful**	–	9,765	–	–	9,765
Due from related companies	6,577	–	–	–	6,577
Time deposit with original maturity of over three months when acquired	236	–	–	–	236
Cash and cash equivalents					
– Not yet past due	2,166,743	–	–	–	2,166,743
	2,216,160	287,101	–	295,909	2,799,170

NOTES TO FINANCIAL STATEMENTS

31 December 2023

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Credit risk (continued)

Maximum exposure and year-end staging (continued)

* For trade receivables and contract assets to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in notes 18 and 20 to the financial statements, respectively.

** The credit quality of the financial assets included in prepayments, deposits and other receivables is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

The closing loss allowances for debt investments at amortised cost, trade receivables, contract assets, financial assets included in prepayments, deposits and other receivables, and due from related companies as at 31 December are reconciled to the opening loss allowances as follows:

	Debt investments at amortised cost HK\$'000	Trade receivables HK\$'000	Contract assets HK\$'000	Financial assets included in prepayments, deposits and other receivables HK\$'000	Due from related companies HK\$'000
At 1 January 2022	107,838	14,733	3,314	639	317
Impairment loss/(reversal of impairment loss), net	34,032	3,529	(2,049)	6,111	(86)
Exchange realignment	(311)	(1,120)	(173)	(77)	(5)
At 31 December 2022 and 1 January 2023	141,559	17,142	1,092	6,673	226
Impairment loss/(reversal of impairment loss), net	112,971	6,680	(487)	3,016	(97)
Exchange realignment	364	(809)	(25)	(32)	(3)
At 31 December 2023	254,894	23,013	580	9,657	126

NOTES TO FINANCIAL STATEMENTS

31 December 2023

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Liquidity risk

The Group monitors its risk to a shortage of funds using a recurring liquidity planning tool. This tool considers the maturity of both its financial instruments and financial assets (e.g., trade receivables) and projected cash flows from operations.

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and interest-bearing borrowings. The Group's policy is to match the maturity of borrowings with expected cash inflows from the relevant assets acquired to ensure proper funding.

The maturity profile of the Group's financial liabilities as at end of the reporting period, based on the contractual undiscounted payments, is as follows:

	2023			Total HK\$'000
	On demand or within 1 year HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	
Trade payables	139,359	–	–	139,359
Financial liabilities included in other payables and accruals	250,104	–	–	250,104
Lease liabilities	7,385	14,344	5,870	27,599
Interest-bearing bank borrowings	14,414	–	–	14,414
	411,262	14,344	5,870	431,476
	2022			
	On demand or within 1 year HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total HK\$'000
Trade payables	137,948	–	–	137,948
Financial liabilities included in other payables and accruals	230,509	–	–	230,509
Lease liabilities	6,562	15,347	–	21,909
Interest-bearing bank borrowings	49,334	–	–	49,334
	424,353	15,347	–	439,700

NOTES TO FINANCIAL STATEMENTS

31 December 2023

37. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. As at 31 December 2023, the Group was exposed to equity price risk arising from individual equity investments at fair value through other comprehensive income (note 16) (2022: individual equity investments at fair value through other comprehensive income) and equity investment at fair value through profit or loss (note 22) (2022: Nil). The Group's listed equity investments are listed on the Hong Kong Stock Exchange and are valued at quoted market prices as at 31 December 2023 and 2022.

Capital management

The primary objectives of the Group's capital management are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, raise and repay debts or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022.

The Group monitors capital using a gearing ratio, which is total bank borrowings divided by the total shareholders' equity plus total borrowings. Total borrowings include interest-bearing bank borrowings. Total shareholders' equity comprises all components of equity attributable to ordinary equity holders of the Company. The Group's policy is to maintain the gearing ratio at a reasonable level. The gearing ratios as at the end of the reporting periods were as follows:

	2023 HK\$'000	2022 HK\$'000
Interest-bearing bank borrowings	14,175	48,755
Total shareholders' equity	2,376,529	2,428,821
Borrowings and total shareholders' equity	2,390,704	2,477,576
Gearing ratio	1%	2%

NOTES TO FINANCIAL STATEMENTS

31 December 2023

38. EVENT AFTER THE REPORTING PERIOD

Subsequent to the date of reporting, the Group had issued a circular related to major transactions of acquisition of listed shares dated 23 January 2024 and a circular related major transactions and the possible very substantial acquisitions related to acquisitions of listed securities dated 5 February 2024.

For details, please refer to the circulars dated 23 January 2024 and 5 February 2024, respectively.

39. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2023 HK\$'000	2022 HK\$'000
NON-CURRENT ASSET		
Investment in a subsidiary	377,717	377,717
CURRENT ASSETS		
Due from a subsidiary	1,155,191	–
Other receivables	159	1,562
Cash and cash equivalents	297,944	1,728,522
Total current assets	1,453,294	1,730,084
CURRENT LIABILITIES		
Other payables	7,768	5,289
Due to a subsidiary	–	251,865
Total current liabilities	7,768	257,154
NET CURRENT ASSETS	1,445,526	1,472,930
Net assets	1,823,243	1,850,647
EQUITY		
Issued capital	152,264	152,798
Treasury shares	(4,139)	–
Reserves (note)	1,675,118	1,697,849
Total equity	1,823,243	1,850,647

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31 December 2023

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

Note:

A summary of the Company's reserves is as follows:

	Share premium account HK\$'000	Contributed surplus HK\$'000	Retained profits HK\$'000	Total HK\$'000
At 1 January 2022	740,325	377,567	653,793	1,771,685
Total comprehensive income for the year	–	–	19,350	19,350
Cancellation of shares repurchased	(1,507)	–	–	(1,507)
Final 2021 dividend	–	–	(61,119)	(61,119)
Interim 2022 dividend	–	–	(30,560)	(30,560)
At 31 December 2022 and 1 January 2023	738,818	377,567	581,464	1,697,849
Total comprehensive income for the year	–	–	72,515	72,515
Cancellation of shares repurchased	(3,675)	–	–	(3,675)
Final 2022 dividend	–	–	(61,119)	(61,119)
Interim 2023 dividend	–	–	(30,452)	(30,452)
At 31 December 2023	735,143	377,567	562,408	1,675,118

The Company's contributed surplus represents the excess of the fair value of the shares of the subsidiaries acquired pursuant to the Group reorganisation, over the nominal value of the Company's shares issued in exchange therefor. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to shareholders under certain circumstances.

40. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 March 2024.

FINANCIAL SUMMARY

A summary of the results of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

	Year ended 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
REVENUE	821,237	1,060,681	997,841	707,548	1,212,288
Profit before tax	51,850	44,565	49,574	102,715	124,456
Income tax (expense)/credit	(7,559)	929	(6,413)	(4,598)	(11,718)
Profit for the year	44,291	45,494	43,161	98,117	112,738
Attributable to:					
Ordinary equity holders of the Company	43,610	39,229	36,996	90,018	110,383
Non-controlling interests	681	6,265	6,165	8,099	2,355
	44,291	45,494	43,161	98,117	112,738

A summary of the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the published audited financial statements is set out below.

	As at 31 December				
	2023 HK\$'000	2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
TOTAL ASSETS	3,052,595	3,117,529	3,297,152	3,147,002	3,011,947
TOTAL LIABILITIES	(675,186)	(687,916)	(806,890)	(546,193)	(479,471)
NON-CONTROLLING INTERESTS	(880)	(792)	(23,435)	(22,457)	(17,350)
	2,376,529	2,428,821	2,466,827	2,578,352	2,515,126



常宏為蔚來中心•廣州漢溪長隆提供建店服務 (圖片來源: 蔚來)
Changhong provided construction service to NIO
House at Hanxi Changlong, Guangzhou (Credit: NIO)